**TO WHERE AND BACK AGAIN—PART TWO**

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Prologue

(*Opening shot: snap to a “Previously on My Little Pony” title card, then cut to the long overhead view of Starlight Glimmer’s old village seen at various times in Part One. It is daytime. Zoom in slowly; on the next line, cut to Double Diamond and Party Favor, interrupted in the midst of decorating for the Sunset Festival by her arrival.*)

**Starlight:** (*voice over*) It’s…the ponies from my old village.

(*Mocking laughter comes at her from all directions—this is the bad dream she experienced in Act One—and the view cuts to her bedroom within the Castle of Friendship as she wakes up during the night.*)

**Starlight:** (*voice over, relieved*) Oh! It’s only a dream!

(*Extreme close-up of her sweating, jittering face, zooming in slowly.*)

**Starlight:** (*voice over*) With my past, I should never be in charge of anything!

(*On the end of this, the camera cuts to an overhead shot of her in the village’s main street at the end of Act One. Buried in a knot of advice-seekers, she conjures her force field to throw all but Trixie aside. The next shot is of Princess Luna, having climbed partway through the image of the full moon in the night sky—warning Starlight during her second dream of the episode.*)

**Luna:** They’ve taken my sister and I! (*being pulled back*) It’s worse than the last time!

(*The slightly open doors leading to Twilight Sparkle’s throne room, seen from within. Starlight and Trixie peek in through the gap; zoom out to frame the team of pony-disguised changelings disrespecting the place.*)

**Starlight:** (*voice over*) Chrysalis and the changelings are back. (*They revert to their natural forms.*) They’ve pony-napped all of the most powerful ponies in Equestria!

(*The clearing outside: Thorax emerges from the bushes to face Starlight and Trixie.*)

**Starlight:** (*voice over*) This is Thorax. (*His new crystalline wings gleam in the moonlight.*) He’s a reformed changeling.

(*Discord leans down to the unicorn, his expression soaked in icy fury.*)

**Discord:** (*levelly, menacingly*) They took Fluttershy?

(*Cut to these two, Thorax, and Trixie standing on the ridge overlooking the Changeling Kingdom and pan slowly toward the twisted rock edifice at its center. Recall that both mares and Discord are toting gear, Trixie has her wizard’s hat on, and a scarf is wrapped around Discord’s neck.*)

**Trixie:** (*voice over, shuddering*) I think I have a pretty good idea where she might be.

(*Snap to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a long shot of the pockmarked structure and zoom out to frame the foursome looking on from their vantage point.*)

**Discord:** Oh, this is so strange. We’re here, and that’s there, and I clearly meant for us to be there and not here.

**Thorax:** Oh. I-I can probably explain—

**Discord:** (*stretching forelimbs*) Oh, well. If at first you don’t succeed…

(*Extreme close-up of his raised lion paw, a wisp of Starlight’s magic seizing the digits to stop him from snapping. Tilt down to Starlight and a skeptical Thorax on the start of the next line.*)

**Starlight:** Maybe we should come up with a plan first? (*Discord blows the energy off.*)

**Discord:** A what?

**Trixie:** (*stepping forward*) You know, figuring out the best way to do something *before* you actually do it?

**Discord:** (*laughing, patting her head, mashing hat down*) Oh, that’s adorable. (*She pushes it up from her eyes.*) But you see, unlike you, I can do anything.

**Thorax:** A-Actually— (*Discord cuts him off with a digit to the lips.*)

**Discord:** That’s all very nice, but really a waste of time. We have me! And what else could we possibly need?

**Trixie:** (*rolling eyes*) A draconequus with magic *and* half a brain might help! (*He turns to her, now lying on his belly.*)

**Discord:** Why are you here again? I mean, it’s not like you’re going to stop the changelings by pulling a rabbit out of the hat.

(*As he speaks these words, he removes her hat, flips it over, and pulls out an exact duplicate of her as far as the head and neck. This second Trixie reacts with considerable surprise, a counterpart to the original’s indignation.*)

**Discord:** At least my magic can do something. (*Close-up of Thorax.*)

**Thorax:** The thing about magic here is—

**Discord:** (*from o.s., reaching into view in front of him*) Like this!

(*A snap puts him astride a winged, hovering pig, which has been outfitted with saddle and helmet. He wears protective headwear of his own and heavy leather gloves, his scarf now sports a brown/white checkerboard pattern, and he holds a lance ready to strike. Trixie’s hat is back on her head, and the copy of her that Discord conjured up is gone.*)

**Discord:** For Fluttershy!

(*The porcine steed flaps forward, but as soon as it passes the edge of the ridge, it and all of his knightly add-ons dissipate—including his redesigned scarf. He is left with only his pack, and a last-second grab is all that keeps him from tumbling into the deadly sharp crags below.*)

**Discord:** Yow!

(*He climbs up, wearing the original scarf, and snaps to bring a second pig into being. It grunts and flaps ahead at his impatient gesture, only to disintegrate into a wisp of light once it passes the ridge.*)

**Thorax:** I’ve been trying to tell you! Nothing other than changeling magic works here! Chrysalis’s throne is carved from an ancient dark stone that soaks up outside magic the same way changelings soak up love. It’s how she keeps the hive safe.

(*Now Starlight strides purposefully to the ridge, kindling a spot of light at the tip of her horn and releasing it as a spell. It, too, breaks apart the moment it gets clear of her.*)

**Trixie:** So, uh, what kind of plan were you thinking?

**Starlight:** Without magic, I have no idea. But nopony else is coming, so somepony better come up with something. (*Long pause.*) Anypony?

(*Her perspective of the other three, all at a loss. Another pause.*)

**Starlight:** Anything? (*Back to her; she sighs.*) This throne. If we get into the hive and destroy it, can we get our magic back?

**Thorax:** Uh-huh.

**Discord:** Well, that’s a terrible plan. How are we even supposed to get to the hive? (*The other three start climbing down the ridge.*)

**Trixie:** We walk?

**Discord:** (*pulling cheeks down*) I haven’t walked that far in a millennia [*sic*]!

[*Note: “Millennium” is singular; “millennia” is plural.*]

(*The complaint earns him a collective groan from the others as they reach the base. Dissolve to a long shot of them crossing the barren plain, panning slowly to follow their progress. Cut to a close-up of Discord on the start of the next line.*)

**Discord:** Oh, I don’t know how any of you manage not being able to disappear and reappear whenever you want.

**Trixie:** (*acidly*) Well, I for one definitely miss you being able to disappear!

**Starlight:** Give Discord a break. None of us knew we weren’t going to be able to use magic.

**Thorax:** (*glumly*) I did.

(*Starlight hurries to get ahead and pivots to face the rest of the gang, all of whom come to a stop before her as she speaks.*)

**Starlight:** If we get separated, it might make sense to have a way to make sure we are who we say we are.

**Discord:** (*brightening*) Oh! Like a secret code! How about if I say “We are,” and you say “doomed”! (*pacing*) Or you say “rescue,” and I say—

(*Before he can finish the thought, his deer hind leg catches on a projecting rock and he ends up measuring his full height on the ground. Tilt up from his woozy countenance to Starlight and Trixie on the next line.*)

**Trixie:** How about if we say “klutzy” and you say “draconequus”?

**Starlight:** “Klutzy draconequus.” Works for me. (*Discord gets up and gives them a dirty look.*)

**Thorax:** I’ll definitely remember it.

(*He moves out. Dissolve to the upper reaches of the ravaged structure at the center of the realm—the changeling hive, as identified by Thorax—and tilt down to the main entrance at ground level. Standing on duty are two guards in purple helmets whose cheek pieces extend down past the jawline and are styled to resemble elongated mandibles. The four infiltrators peek cautiously toward them from behind an outcropping closer to the hive; cut to them. Thorax glances around, taps Starlight on the back to get the others’ attention, and flies through a hole in the base of the outer wall. Discord stretches out to full extension, head propped on the lower edge and hind legs planted on the rocky ground, to form a ramp for Starlight and Trixie to use.*)

(*Cut to just inside their entrance, which is illuminated by irregular hanging globes that emit an unsettling green glow. Discord crawls in on all fours and stands up, just in time to freeze in his tracks alongside the two mares. A longer shot frames Thorax walking point for the team, and the camera zooms out to reduce them to specks at the bottom left corner of the screen. The whole place is a warren of twisting, turning passages and holes that open and close at random.*)

**Trixie:** Okay. I am definitely glad you came. (*Close-up.*) I don’t think we’d be able to find our way without you. (*Pan ahead to Thorax.*)

**Thorax:** You definitely wouldn’t.

(*And the aperture through which they slipped in chooses this moment to seal itself.*)

**Trixie:** Um, where’s the way out?

**Thorax:** It’s a changeling hive. It shifts and changes like we do, and we’re the only ones who can navigate it. (*trotting through a fresh opening*) It’s total chaos to non-changelings.

(*The others follow him in, Discord bringing up the rear; it closes up again.*)

**Discord:** (*disdainfully*) Well, it’s decent chaos. I don’t know if I’d call it total.

(*Wipe to another section of the hive, this one filled with rough-hewn stairways that connect one level to the next. The team is heading down to lower depths and out of view.*)

**Discord:** Are we sure that I’ll get my magic back when we destroy this throne thingie? (*They rise again in the fore.*)

**Starlight:** If Thorax is right, then yes.

**Discord:** (*sarcastically*) Well, that’s reassuring. (*All stop.*)

**Trixie:** And how are we supposed to destroy the throne when we find it? (*Close-up of Starlight.*)

**Starlight:** I…

(*Zoom out; Discord and Trixie lean toward her from opposite sides with expectant grins.*)

**Starlight:** …don’t know. (*The grins turn to scowls; cut to Trixie.*)

**Trixie:** (*mildly sarcastic tone*) That’s reassuring.

(*The sound of rummaging from somewhere very close by comes as a surprise; zoom out slightly to show Discord poking around in her saddlebags. As he speaks, he throws out some playing cards, a star, a microphone, and a rubber magic wand, earning a very nasty look from the one who brought them along.*)

**Discord:** I don’t suppose you brought any throne-destroying tools along with these useless sideshow props.

**Trixie:** Asks the Lord of Chaos, who can’t go for a walk without whining nonstop! (*He stands up.*)

**Discord:** Yes, but when the throne is destroyed, I’ll be able to rip the very fabric of reality to save our friends— (*leaning back down, poking her chest hard*) —while *you’ll* still be a self-absorbed, below-average illusionist!

(*He wraps up the taunt by yanking the brim of her hat down over her face. She flips it back up to give him a very clear view of two seriously angry violet eyes.*)

**Trixie:** *Self-absorbed?!?* Why, you— (*Starlight pops up between them.*)

**Starlight:** (*emphasizing first three words*) Cut it OUT! I’m just barely keeping it together, and it would be wonderful if you two could actually try to help instead of bickering like foals!

(*She trots away and up a flight of stairs, leaving them very much chastened.*)

**Discord:** Okay. (*They start after her.*)

**Trixie:** How can we help?

**Starlight:** Don’t ask me! I couldn’t even handle giving advice at the Sunset Festival—and I *had* magic then! And the three of us are as good as useless! (*They reach the top.*) At least Thorax knows where we’re going.

**Thorax:** (*from o.s.*) Um, guys?

(*They stop short; cut to him standing on a projecting ledge as they catch up.*)

**Thorax:** I think we’re lost.

(*Zoom out quickly. They have entered a vast cavern filled with narrow, spiraling paths that snake up and down the crazy quilt of ever-shifting formations.*)

**Trixie:** Aw, great. (*close-up; throwing down bedroll/blankets and sitting by them*) We might as well just sit here and wait for the changelings to soak up all of our love, or whatever gross thing it is that they do. (*A thought occurs to her.*) How often do you all get hungry?

**Thorax:** Actually, I haven’t been since I met Spike—and changelings are always hungry. We can never get enough love.

(*Behind Trixie, Discord is plying a whetstone on the claws of his reptilian hind leg.*)

**Trixie:** (*standing up; very snarky*) Well, that’s just super! (*Starlight corks her mouth with a hoof.*)

**Starlight:** But—you aren’t hungry at all now? (*Cut to Thorax.*)

**Thorax:** Huh. Once I made a few friends, I guess I just sort of forgot about the whole feeding thing. (*He buzzes his wings as she crosses to him.*)

**Starlight:** Is that about the same time your wings changed? (*They gleam briefly.*)

**Thorax:** I guess so.

(*A bored groan from the o.s. Discord; cut to frame all four again. He has put away the whetstone, and Trixie has all her gear slung up again.*)

**Discord:** While I would love to sit around chit-chatting about feeding and not feeding…

(*Zoom out quickly to a very long shot of them amid the labyrinthine passages.*)

**Discord:** (*loudly*) …I have a Fluttershy to save!

(*The reverberating echoes of his declaration bring changelings out from recesses high and low.*)

**Trixie:** (*hushed*) Can you *please* lower your voice?!? You’re gonna get us all captured!

**Discord:** (*scoffing*) You keep saying that, but I haven’t seen an actual changeling since we got into this hive. (*A droning buzz starts to build.*)

**Trixie:** (*nervously*) W-What’s that?

**Thorax:** A changeling patrol!

(*Fear instantly takes root in the other three minds. Cut to an empty stretch of the passage, zooming in slowly on a distant turn, and snap to black.*)

Act Two

(*Opening shot: fade in to a trio of flyers on the move, then cut to the team. Thorax begins to hyperventilate; even the gentle touch of Starlight’s hoof on his back does little to calm him down.*)

**Discord:** This seems like one of those moments where we need a plan.

**Trixie:** (*bitterly*) What kind of plan? We have no magic, and it’s not like my illusions are gonna save us.

(*An idea sparks in Starlight’s brain bucket, and she crosses to the blue illusionist with a smile.*)

**Starlight:** Do you have any of your smoke bombs?

**Trixie:** (*smiling shrewdly*) Are you kidding?

(*Wipe to a bend in one path. The three-member patrol cruises into view and around it to find Trixie standing on a ledge by herself. In close-up, she tips her head up to give them a good view of her defiantly narrowed eyes.*)

**Trixie:** Looking for somepony?

(*She lifts a small smoke bomb on one front hoof, the same as the ones she deployed during her and Starlight’s visit to the old village in Part One, and throws it down to detonate on the stony surface. Its effect is much more concentrated this time; the resulting burst only envelops her form and almost instantly dissipates to expose nothing but air where she had stood. The patrollers charge through the dissipating haze and stare confusedly at the empty space; far behind them, another bomb goes off and she reappears.*)

**Trixie:** Is that the best you’ve got?

(*Snickering wickedly, she sets off yet another and vanishes just before they can barrel through her position. Pop after pop goes off on the ledges, sending them into a crazed zigzag from one to the next but coming up empty every time. The fake-out does not remain effective for long, though, and in due time Trixie finds herself galloping madly to stay ahead of not three, but five pursuers. Discord and Starlight watch from a higher level as the last two peel off into a different corridor, whose entrance closes behind them.*)

**Discord:** Not exactly Great and Powerful, but effective. (*Trixie pops up between them.*)

**Trixie:** Mmm—I’ll take it.

(*Here comes a second Trixie, setting all three on edge.*)

**Starlight:** Klutzy…

**Trixie 2** (*Thorax’s voice*)**,** **Trixie:** …draconequus!

(*All relax at the successful use of the prearranged password, and Trixie 2 becomes Thorax. He and Trixie had evidently worked together to keep the patrol chasing shadows and buy enough time for the real McCoy to make it back.*)

**Discord:** Ugh, I really think we need a new code word! (*Cut to Thorax.*)

**Thorax:** That *was* a pretty good plan. (*Trixie turns to him.*)

**Trixie:** But we still don’t know where we’re going!

**Starlight:** (*from o.s.*) Actually, we might. (*Cut to all four.*) Two of the changelings didn’t go with the rest.

**Thorax:** (*smiling, clapping hoof to forehead*) Oh! With an intruder in the hive, they went to protect the queen! (*Chuckle.*) Good thinking, Starlight!

(*Zoom in on the de-facto leader as she voices a slightly high-strung chuckle, then dissolve to a tilt down the height of a broad column encircled by a spiral staircase. Drones buzz their way through the surrounding airspace as the camera reaches the bottom, where Thorax flies out from an internal passage and leads the others into a climb. Another dissolve frames the edge of the topmost step, seen in close-up; all four pull themselves partway up into view and find themselves staring at the lightless entrance to an imposing chamber. Six guards are posted here, three on either side of the path leading in; all wear the same purple armored helmets as the ones who were on duty outside the hive. Two more changelings—the ones who peeled off from the chase, based on Thorax’s account—fly over them and into the chamber. All four are good and spooked, Thorax so much so that he ducks out of sight.*)

**Trixie:** (*whispering, to Starlight*) Now what?

**Starlight:** We…go in.

**Thorax:** (*from below*) Even if I wanted to— (*Cut to just behind him, now hunched a couple of steps down.*) —there’s no way past the guards. We’ll be spotted for sure.

**Starlight:** We need some kind of…distraction.

**Trixie:** (*checking her saddlebags*) I’m fresh out of smoke bombs.

**Discord:** Normally I’m the most distracting thing I can think of. But without magic…

**Starlight:** (*smiling*) You shouldn’t underestimate yourself.

(*He has no good comeback for this assessment. Dissolve to a ground-level shot of the chamber entrance, whose great doors grind together to block off whatever lies beyond. Discord’s reptilian hind leg stomps into view in the fore, startling the six guards; cut to him, tapping the microphone he pulled from Trixie’s bags earlier before speaking into it.*)

**Discord:** (*amplified*) Hello, changelings and change-lettes! Believe me, I was just as surprised as you are than I’m here. When I heard that I’d be playing for a bunch of changelings, I was beside myself! Then I realized it was just one of you.

(*A drum/cymbal sting is followed by a massed hissing and narrowing of eyes and step toward him.*)

**Discord:** (*amplified, chuckling*) But seriously, this isn’t the toughest crowd I’ve ever been in front of, but it’s definitely the easiest to bug. (*Another sting; puzzled cocking of heads.*) To bug? (*eyeing mic*) Is this thing on?

(*The inept comedian gives it another couple of taps, only to have the very tough crowd snarl and advance on him. Unnoticed, Starlight peeks out from behind a jagged boulder, hurries to the doors, and forces them open so she can slip through, followed by Trixie and then Thorax.*)

**Discord:** (*amplified, throwing mic to guards*) Well, if you think that you can do any better, be my guest!

(*It has barely hit the ground and generated a whine of feedback before he peels out with all six in pursuit. The other three watch from just inside the doors.*)

**Trixie:** It is absolutely ridiculous that that worked.

(*Cut to a cavern filled with glowing green lights at all levels from floor to ceiling. Discord scrambles into view and dives out of sight behind a column; the guards zoom obliviously past, whereupon he steps back into the open.*)

**Discord:** It is certainly a pleasure to have such dedicated fans. (*Close-up.*) I’ll have to come back with some new material after I rescue Fluttershy.

(*His leisurely exit is cut off by the sound of that very mare’s piteous weeping.*)

**Fluttershy:** (*from o.s.*) Please, help!

(*Cut to another stretch as he walks into view, the camera zooming out to frame Fluttershy sitting on her haunches, with a rock pinning down the end of her tail.*)

**Discord:** Fluttershy! (*She stands and faces him with a smile.*)

**Fluttershy:** Discord! I’m stuck!

**Discord:** You certainly are— (*bending down over the rock*) —and I should probably help you get free. But…

(*Instead of moving the weight, he straightens up with a chuckle and waggles a lion-paw digit at her.*)

**Fluttershy:** But what?

**Discord:** (*leaning down, poking her nose*) But you’re obviously not Fluttershy!

**Fluttershy:** (*deflated*) Oh. (*He stands again.*)

**Discord:** I mean, I’m separated from the group and just happen to come across the one pony I care most about? I can smell this setup a mile away

**Fluttershy:** (*crying*) No. You’re right. There’s no way you should trust me. Just go find the others.

(*Two Pinkie Pie-caliber waterfalls of tears erupt from the big blue-green eyes.*)

**Fluttershy:** I understand!

**Discord:** Oh, come on!

(*The next thing he hears is a veritable symphony of her wailing multiplied by ten or a score or more. Turning around, he finds himself face to faces with countless duplicates of the yellow pegasus; the first one speaks up next as he swivels back to her.*)

**Fluttershy:** We’re probably all changelings. You shouldn’t rescue any of us— (*smiling nastily*) —unless you think maybe one of us might be the real Fluttershy. Oh, that certainly would be a nasty changeling trick, wouldn’t it?

**Various duplicates:** I’m the real one!…I’m the real one!…I’m the real Fluttershy!

(*The camera zooms in slowly on the outfoxed trickster’s face during this last, then wipes to Thorax risking a look around a corner toward a set of closed doors. He turns to address Starlight and Trixie.*)

**Thorax:** We can’t wait for Discord. Between seeing him and Trixie, the castle will be crawling with guards soon. (*Both mares grimace; Trixie shivers a bit. Cut to them.*)

**Starlight:** But if we do manage to destroy Chrysalis’s throne, we’ll need him. He could take on the entire changeling army by sneezing if he wanted to.

**Trixie:** (*hushed*) He’s probably already been captured.

**Discord:** (*from o.s., softly*) Hel-looo? (*He pushes his way through the doors.*) Fellow rescuers? (*The others step out to meet him.*)

**Thorax:** We can’t stay here. We gotta find the throne.

**Discord:** (*normal volume, slightly forced tone*) Ooh! I heard some of the changelings who were chasing me say that they know where it is.

(*A very worried look passes between Starlight and Trixie in less time than it takes to say “bad acting.”*)

**Trixie:** Klutzy…?

**Discord:** Hmm? Oh, yeah. (*Laugh.*) I-I can be klutzy. (*walking past them*) Now, follow me. (*They do so.*)

**Starlight:** (*whispering, to Trixie*) You know that’s not Discord, right?

**Trixie:** (*ditto*) Obviously!

(*Which is true, as he has failed to give the proper password. They reach two tunnels, Discord indicating the one on their left.*)

**Discord:** (*entering*) This way! We’re almost there!

**Thorax:** (*to Starlight/Trixie*) I know this trick. If he says to go left, we should definitely go right. He’s leading us to a swarm waiting to attack.

(*He cringes; Starlight thinks; Trixie lets go with a big-league sigh, then gathers her nerves.*)

**Trixie:** Okay. I’ll handle it. (*trotting ahead*) You two just get ready to run into the other tunnel.

**Starlight:** Wait. What? (*She hurries to catch up; Trixie stops.*) Trixie, you can’t! (*Close-up of her.*) I won’t know what to do! We’ve already lost Discord. I can’t lose you too! Without magic, I—

**Trixie:** (*from o.s.*) Starlight… (*She leans into view.*) …you got us this far with just my illusions and Discord’s annoying personality. (*smiling*) You don’t need magic to figure out what to do next. I know you’re afraid to be in charge, but you’re *really good at it.* Listen to your best friend.

(*Her encouraging grin finally brings a smile to the pinkish-violet face, and they share a quick hug as Thorax steps up. Zoom out slightly to put Discord in the fore, just inside the mouth of the left tunnel; the blue unicorn addresses him next.*)

**Trixie:** Hey, Discord! (*moving toward him*) Want to see the new trick I’ve been working on?

(*Cut to an extreme close-up of his taloned forelimb, held out in front of himself, and zoom out quickly as she throws a handkerchief over both it and the foreleg she has extended.*)

**Trixie:** (*waving her other one*) I call it…

(*The cloth is nipped up and spat away, revealing a bright orange one tethering the limbs to each other. It is part of a rope wrapped around Trixie’s hoof.*)

**Trixie:** …the Changeling Catcher! (*He snarls daggers at her; she turns to the others.*) RUUUUNNNN!!

(*Both sets of hooves, whole and pockmarked, break into a gallop down the right-hand tunnel as “Discord” becomes an enraged, hovering drone. It lunges after the fleeing pair, the rope of multicolored silks paying out from its anchor point on Trixie’s hoof and finally snapping taut. There follows a brief, furious tug-of-war, in which she manages to hold her own—and then the camera zooms out, deeper into the tunnel, to the sound of malevolent hissing. She turns her eyes toward the inky void above her, dreading the truth of that sound but finding it anyway: a multitude of changeling eyes opening in the darkness and training themselves directly on the intruder. Overhead shot of her.*)

**Trixie:** (*weakly*) Ta-da!

(*They fall on her in a screaming, yowling mass to black out the screen. Fade in to another passage, along which Starlight and Thorax race for their lives; she has ditched her gear. They stop to catch their breath after several dozen yards, but are forced to move again and split up when the sound of droning wings asserts itself. A swarm barrels into view and chooses a passage that neither of them had taken. From here, cut to a large, quiet chamber whose floor, walls, and columns all sport queasy shades of green. As Starlight moves cautiously out from behind a column, the camera zooms out to frame the vastness of this space and the clusters of hanging lights. In close-up, she stops short, horror registering on every muscle of her face, as a gobbet of green slime drops into view and lands on her forehead. She wipes some of it away and looks up; cut to an extreme close-up of a translucent green cocoon—the sort used by changelings to imprison victims, as seen in Part Two of “A Canterlot Wedding.” Discord is floating upside down within it, and Starlight spots Trixie caught in another one…then Twilight and her friends. Discord and Trixie have both been relieved of their equipment; Discord’s scarf is gone, but Trixie still has her hat.*)

(*Cut to a longer shot of the dangling cocoon cluster, seen from below, and zoom out slowly to ground level. Directly beneath it, resting in a beam of that sick green radiance and within Starlight’s field of vision, is a chewed-up structure whose contours suggest a giant chair—the magic-sucking throne Thorax mentioned in Act One. The unicorn’s eyes narrow in steely determination, but before she can even get one step ahead, Chrysalis’s mocking laughter drifts across to her. The slime is gone from Starlight’s face by this point.*)

**Chrysalis:** (*from o.s.*) One little pony all by herself.

(*The queen slithers out from behind two side-by-side cocoons that hold Princess Celestia and Luna and clings to them, upside down. As she continues, she rotates her head 180 degrees so that it is now right-side up from the viewer’s perspective.*)

**Chrysalis:** Oh, how will I ever prevent this daring rescue?

(*Starlight takes a terrified step backwards as pair after pair of eyes opens in the blacked-out alcoves that line the walls and the changelings attached to them come pouring out. All too quickly she finds herself hemmed in, and one more defender rears up in front of her to black out the screen.*)

Act Three

(*Opening shot: fade in to Starlight, who tries to flee as the changelings back away from her. Both front legs are heavily layered with goop, though, keeping her firmly rooted to the floor.*)

**Chrysalis:** (*from o.s.*) Well, well, well. (*flying down to throne*) The Princess of Friendship’s sole pupil. (*laughing*) Honestly, I didn’t think *you* were worth replacing with one of my drones.

**Starlight:** (*struggling*) You won’t get away with this!

**Chrysalis:** (*gesturing overhead*) I already have.

(*Cut to a long overhead shot of her and the captive, the camera pointing down at them from within the cocoon cluster; she has now seated herself.*)

**Chrysalis:** Nopony is coming to save *you*. Your little squad was it. (*Close-up of Starlight; she continues o.s.*) And now there’s just you.

**Starlight:** (*confidently*) Thorax is still out there! (*Cut to Chrysalis, incensed.*)

**Chrysalis:** Don’t mention that traitor’s name in my kingdom! (*jumping down to face Starlight*) He was a fool to leave, and even more a fool to return. (*pacing*) When I find him, he’ll learn just what happens to those who betray the hive!

(*A gleam of light passes over the unicorn’s blue eyes as she voices an involuntary little shudder—and Chrysalis is only too quick to notice the reaction with a predatory smile.*)

**Chrysalis:** And it seems I don’t have far to look, do I?

(*A blast from the gnarled horn nails Starlight squarely in the head, triggering a burst of changeling magic that clears to expose Thorax in her place. The camera stays on him.*)

**Chrysalis:** (*from o.s.*) Thorax!

(*The onlookers hiss and snarl as she stands to her full height, ready to deliver a regal beatdown. Before she can get started, the sound of rock striking rock pulls her attention back toward the throne. Pan quickly to it, where the real Starlight has seized a boulder and is smashing it against the base with all her strength. She dives for cover just in time to avoid being barbecued by the spell Chrysalis slings at her.*)

**Chrysalis:** (*lifting off*) Very clever.

(*The would-be stonemason, hiding behind the base, manages to stay out of sight as Chrysalis glares in through one of its holes.*)

**Chrysalis:** And clearly Thorax revealed to you the secret of my throne. (*She crosses to another one.*) I can’t have powerful ponies using their abilities against me.

(*Starlight bugs out on the end of this line; cut to Chrysalis and her underlings out on the floor.*)

**Chrysalis:** Even with your rather embarrassing little rescue attempt, everything has gone according to my plan. (*She flies off; cut to Starlight in a new hiding place.*)

**Starlight:** What plan? Why did you do all this? (*She clears off as Starlight puts her head in the hole.*)

**Chrysalis:** So I could feed, of course.

(*Her side; she backs off, now hovering.*)

**Chrysalis:** By replacing the most beloved figures in Equestria, my drones will be able to store all the love meant for them, and return it here to me! (*She sits on her throne.*) Everypony will do as *I* command, and my subjects and I will feed on their love for generations!

(*Zoom out quickly to frame Thorax and his captors on the end of this. She goes into a deranged laugh that rings out over the chamber, underscored by the drones’ hissing snickers. Starlight peeks out around the base of the throne, seeing the trapped changeling’s crystalline wings gleam briefly in the light, and pulls her head back quickly. An idea has just come to her.*)

**Starlight:** What if you didn’t have to? (*Zoom out quickly; Chrysalis slams down within inches of her tail.*)

**Chrysalis:** Ridiculous!

(*The unicorn is briefly shaken off balance by the force of this hard landing, and Chrysalis takes advantage by biting down on her tail as she tries to make a break for it. Starlight is flung across the chamber and pinned down by the guards almost as soon as she hits the floor. On the start of the next line, zoom out to frame Chrysalis pacing before her.*)

**Chrysalis:** The hunger of changelings can never be satisfied! (*She crosses to Thorax.*)

**Starlight:** Exactly! Thorax left the hive and made a friend. He shared love, and now he doesn’t need to feed. (*The guards holding her back off; she stands up.*) You don’t have to live your lives starving all the time!

(*This sets off a round of bewildered buzzing among the drones, but she finds herself wrapped in Chrysalis’s magic and dragged in too close for comfort. Pan to follow the motion on the start of the next line.*)

**Chrysalis:** You know nothing of the changelings *or* what it takes to be their queen!

(*She hurls Starlight away to hit a wall, back first, and steps across to tower over the crumpled form.*)

**Chrysalis:** *I* decide what is best for my subjects, not some mewling grub!

**Starlight:** I know what it’s like to lead by fear and intimidation! (*standing up*) And I know what it’s like to want everypony to do what you say! But I was wrong! (*smiling*) A real leader doesn’t force her subjects to deny who they are! She celebrates what makes them unique— (*Cut to several of the drones; she continues o.s.*) —and listens when one of them finds a better way!

(*Back to her and Chrysalis.*)

**Chrysalis:** (*advancing on Thorax*) The only thing Thorax has found— (*lighting her horn; guards back off*) —is what happens to those who turn their back on the hive!

(*She lets him have it, full blast, right between the eyes; Starlight lunges in.*)

**Starlight:** No! (*Guards stop her.*) Stop!

(*The infernal magic slowly lifts him off the floor and free of the slime that has glued his forelegs down.*)

**Chrysalis:** Just as soon as I drain every last ounce of love from him and show my subjects what a real leader is!

(*Much as Tirek did during his magic-draining rampage in “Twilight’s Kingdom,” she opens her mouth wide and inhales deeply. A stream of pinkish-white energy begins to issue from Thorax’s chest and flow down her throat.*)

**Thorax:** (*strained*) I can feel the love inside me slipping away! I can’t hold on to it much longer!

**Starlight:** Then…don’t! Sharing love is what made you different to begin with! You should share yours with Chrysalis!

(*Zoom in to an extreme close-up as her mouth curves up in a fierce smile.*)

**Starlight:** *Give her all of it!*

(*With an almighty effort, the turncoat drone throws all four limbs as wide as they will go. The stream of love emanating from his form intensifies to a blinding series of shock waves that hurl Chrysalis backwards like a wet rag. She slams into her throne, cracking it badly, and looks up with two truly scared green eyes to see Thorax caught up in the swirls of the love given to him by all his friends. It contracts to form a cocoon that encases every inch of him, generating an intense flash for a split second before descending gently to stop a foot or two above the floor. Starlight pushes effortlessly past the two guards who prevented her from reaching him and closes the distance gingerly. At the lightest touch of her hoof, the still-glowing cocoon throws out a fresh shock wave and a white flash that washes out the screen.*)

(*Fade in to an extreme close-up of the patch of floor beneath it. Four yellow-green legs touch down gently, not a hole visible among them, and the camera zooms out to frame a very different Thorax as Starlight gapes at him. He still retains the insect-like carapace on his body—purple back, green underbelly—but the legs and head have taken on a decidedly pony-like appearance. The head is the same color as the legs, the neck shading into orange before yielding to the green covering, and three pale blue crystals are set at his throat. Two serene magenta eyes, pupil-less and with darker whites, gaze down at Starlight since he is now a full head taller than she; above them are two sizable antlers, slightly darker than the neck, and a small curving horn. His wings and tail are now long and slender, in a translucent, glittery blue-violet, and the wings extend from beneath an opened outer carapace layer, similar to that of most beetles and in the same purple hue as the rest of his back. Thorax looks himself over and breaks into a jubilant smile.*)

**Starlight:** This is what happens when you give love freely instead of taking it!

(*One after another, drones all over the chamber rise and begin the same radical transformation, the combined energy whiting out the screen. Snap to the base of Chrysalis’s throne, which becomes spider-webbed with glowing cracks and starts to vibrate, and tilt up the big boss herself as the fractures spread upward to the rest of it. Her eyes go very wide in the king daddy of all “uh-oh” stares just before the camera cuts to a long shot of the hive. Its uppermost spire shatters to gravel in a single apocalyptic blast.*)

(*Inside, a screenful of smoke slowly evaporates to reveal an extreme close-up of a hemispherical force field. It is one of Starlight’s, and the camera zooms out as she lets it drop—a shelter for herself and Thorax. Around them, all of the other drones have taken on a form similar to his, but without the antlers; they regard themselves and each other with confusion that gives way to elation. Across the way, near the smashed remains of one wall, Starlight sees five slime-spattered Ponyville mares woozily straightening up amid the shreds of their cocoons. Only Twilight is not immediately seen among them. An equally groggy Trixie pushes a chunk of her own prison away and sits up, rubbing her head, as Starlight trots over to her. The two embrace, paying no mind to the gunk still smeared on the blue unicorn. Celestia and Luna are next to make it up, the former filthy and the latter not, and the camera pans across other freed captives being helped upright: Spike, Shining Armor, Princess Cadence. One changeling flies over, carrying the royal couple’s daughter Flurry Heart; Cadence takes hold with her magic, and the family shares a joyful embrace.*)

(*A freed and fully cleaned-up Discord pushes through the crowd.*)

**Discord:** Fluttershy?

(*His mismatched forelimbs latch onto her shoulders almost before she can figure out where his voice is coming from, and she is yanked up to his level for a crushing hug. The slop disappears from her coat and mane in the instant it takes to haul her in. Behind them, the smoggy orange-brown haze in the air has started to clear away in favor of a sunny daytime sky.*)

**Fluttershy:** It’s, um, good to see you too.

(*A slight blush tints the yellow cheeks as he nuzzles her blissfully. Cut to Twilight, laid out on the floor and besmirched but good; finding a pinkish-violet hoof extended toward her, she dazedly places one of hers on it.*)

**Twilight:** Starlight?

(*She gets up and takes in the changes to both the scenery and the enemy forces.*)

**Twilight:** What happened?

**Starlight:** We defeated the changelings with no magic at all, they found a new leader, and…they’re all kinda good now.

(*She offers the violet Princess a slightly embarrassed grin, then transfers it to Thorax now standing right next to her. He just gives a quiet nod to confirm her highly condensed account, which leaves the whole crew absolutely speechless except for Luna.*)

**Luna:** Well done, Starlight Glimmer. It seems as though you’ve learned a great deal since we last spoke.

(*The sound of shifting rubble surprises her into silence; cut to a pile of slabs, amid which Chrysalis bursts up into view with horn aglow and a murderous hiss on her tongue. What she does not have, though, is the small crown-like cluster of antennae that used to top her ragged mane—blown off in the explosion. Her rage gives way to utter disbelief; cut to her perspective, panning slowly across the full extent of the opposition. Five Princesses, ranging in age from toddler to a thousand-plus years old; the powerful unicorn brother of one of them, father of another, and husband of a third; six mares and one dragon from Ponyville; a traveling magician; a draconequus; one disloyal changeling who got the royal makeover of a lifetime; and a few of his underlings just for good measure. Each and every one of them is fully cleaned up, and all are mad enough to shred her into confetti, with a single exception: Starlight, who stands at the front of them all with real pity and concern in her eyes. She steps up to the rubble pile, the wind whistling through her mane and tail.*)

**Starlight:** When Twilight and her friends defeated me, I chose to run away and seek revenge. You don’t have to! You can be the leader your subjects deserve.

(*She holds a hoof out to the fallen figure, who eyes both it and her gentle smile with the clearest indecision. One pitted foreleg rises tentatively, pauses, reaches forward with agonizing slowness…and then slaps the proffered limb away as the green eyes narrow in fury. Chrysalis stands up to her full height.*)

**Chrysalis:** There is no revenge you could ever conceive of that will come close to what I will exact upon you one day, Starlight Glimmer!

(*Without another word, she dives over the edge of the broken wall. Starlight and several involved parties race over for a closer look and spot her zooming away over the rocky barrens that surround the hive. Starlight lets her head droop in defeat over being unable to talk Chrysalis around, but Twilight puts a comforting foreleg across her shoulders and offers a warm little smile that she returns in due time. Now Celestia crosses to Thorax.*)

**Celestia:** Thorax, as the new leader of the changelings, I look forward to discussing how we can improve our relationship in the future. (*He inclines his head in respectful agreement.*) However, for the moment— (*turning to Twilight/Starlight*) —perhaps it is best that we leave the Changeling Kingdom to the changelings.

(*Twilight nods; an instant later, Discord has poofed across to shove his head forward between Applejack and Rarity.*)

**Discord:** (*clapping*) Splendid idea! (*talons across Rarity’s shoulders; she glares at him*) Now who’s ready for some celebratory tea at Fluttershy’s?

(*Cut to the yellow mare on the end of this and zoom out slightly to show her now standing alone at the center of the gathering. Every pair of eyes is focused on her.*)

**Fluttershy:** Oh! Um, everypony?

**Starlight:** (*walking up to Discord*) Actually, now that you can snap your claws and send us absolutely anywhere again, I think I have a better option.

(*Dissolve to the main street in her own village, where Party is magically hanging up a banner for the Festival as Double watches. Starlight steps into view in the foreground, bringing both pairs of eyes around to her in slight surprise.*)

**Party:** Uh…hey, Starlight. (*They cross to her.*) What are you doing here?

**Double:** You left in such a hurry before, we kinda thought you didn’t want to come.

**Starlight:** Yeah. I guess after the way I used my magic on all of you, I wasn’t sure I was somepony who should even be in charge of a baking contest. I was afraid I might go back to being the pony I used to be. (*smiling*) But I realized that sometimes you don’t have a choice. You have to step up. (*confidently*) And I *have* changed. (*Both stallions smile.*) I can handle it, whether that means saving Equestria or helping friends at the Sunset Festival.

(*Night Glider flies/lands and Sugar Belle walks up behind her on the end of this, smiling as well.*)

**Starlight:** Speaking of which…I know the Festival’s almost over, but I kinda invited a few of my friends to join.

(*She gestures behind herself as she finishes, after which the camera cuts to those “few” friends: Twilight, her friends, Spike, Celestia, Luna, Discord, the Crystal Empire’s entire royal family, and Trixie—who is now wearing both her hat and cape.*)

**Starlight:** Hope that’s okay.

**Double:** (*laughing*) Are you kidding? Of course!

**Starlight:** Great. Now where’s that baking contest? (*walking off with the village four*) This pony needs a cupcake!

(*There follows a general move in that direction, but Discord hangs back to talk with Trixie.*)

**Discord:** (*closing lion paw into a fist*) So, I’m able to rip the very fabric of reality again.

**Trixie:** Yeah, yeah, and I’m still a self-absorbed, below-average illusionist, right?

**Discord:** (*slightly miffed*) Actually, I was going to say a couple of those illusions were slightly above average. (*smiling cannily*) If you ever need a little chaos in your act, let me know.

**Trixie:** Ha! When pigs fly!

**Discord:** Your wish is my command!

(*A snap, a flash, and they are sitting side by side atop a pair of winged pigs. He reaches across to slap the rump of hers, causing it to squeal in alarm; cut to the Ponyville crew gathered around a table of snacks. Trixie is carried past them with a panicked yell, followed closely by Discord on his flapping porker, and seven pairs of eyes swivel to track them with assorted reactions of disbelief and delight.*)

**Rainbow:** Somepony is really gonna have to catch us up on what we missed.

(*Fade to black.*)