**TO CHANGE A CHANGELING**

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Prologue

(*Opening shot: fade in to a long shot of the changeling hive formerly ruled by Chrysalis, seen during the day. Both it and the surrounding craggy plain have taken on a rather more inviting appearance since she was sent packing in “To Where and Back Again,” with grass, flowers, and the occasional tree growing in to cover the once-barren ground. The hive itself is marked by shoots and climbing vines, and its color has changed from the original diseased gray to a more natural, stone-like hue. A poof of magic deposits Starlight Glimmer and Trixie on a small promontory at the base of an overlooking ridge.*)

**Starlight:** Hah! (*Close-up.*) Straight to the changeling hive. I told you I could do it.

**Trixie:** (*unimpressed*) Well, not exactly straight, Starlight. We’ve been popping all around Equestria, and we still have to walk.

**Starlight:** Pfft! It’s, like, twelve steps away. Before Chrysalis’s throne was destroyed, the closest magic would have gotten us was… (*gesturing behind herself*) …waaay over there.

(*Zoom out to show her indicating the ridge. Recall that this was the closest that she, Discord, Thorax, and Trixie were able to get to the hive by teleporting. Starlight hops down off their perch, Trixie throwing the ridge a funny look before following suit, and they begin to cross the plain.*)

**Starlight:** On a scale of one to ten, how happy do you think Thorax is gonna be about our surprise visit?

**Trixie:** Definitely ten. (*working up to full ham mode*) I mean, who wouldn’t be happy at the chance to marvel at the overwhelming talent that is the Great and Powerful Trixie?

(*She ends this line standing on her hind legs, with fireworks bursting around her. Starlight stops to throw her a quizzical look.*)

**Starlight:** Trixie, we’re coming to offer Thorax encouragement and support. His letters make it seem like the responsibilities of being the changeling leader are a little overwhelming. (*She starts off again.*)

**Trixie:** (*following, dryly*) Yeah, I know. That’s basically what I said.

**Starlight:** He’s dealing with the wants and needs of his subjects. Redesigning the hive— (*Sigh.*) —a dread maulwurf wreaking havoc outside—

**Trixie:** It does sound like a lot, but…are you sure that last thing is real?

**Starlight:** The dread maulwurf? Sure it is. Thorax said it’s like half-bear, half-mole— (*stopping, rearing up*) —half raging pile of claws! (*moving again*) But now that the changelings don’t feed on the love of everything around them, plants have started to grow back.

(*Zoom out slightly as they stop at the edge of a large, freshly dug hole whose edges are strewn with half-eaten leaves.*)

**Starlight:** But this maulwurf keeps eating them all up.

**Trixie:** (*unconvinced*) Maulwurf. Uh-huh. (*pacing away from hole*) You’re just trying to scare me, but it won’t work. Because not only am I the Great and Powerful— (*rearing up*) —I am also the Un-scare-able Trixie!

(*A flare of green fire immediately behind the blue unicorn marks the appearance of a male changeling who has not undergone the transformation effected by Thorax’s outpouring of love in “To Where and Back Again.” This one, Pharynx, has solid blue-violet eyes, a red finned crest running down the back of his head and short tail, translucent blue-violet wings, and a purple section of carapace covering his back. He snarls at Trixie, spooking her into a yell and a dive for cover behind Starlight.*)

**Trixie:** (*gasping, rapid fire*) Please tell me Thorax also mentioned a terrifying-looking changeling who greets visitors but is actually nice? (*Pharynx hovers to glare down at them.*)

**Starlight:** (*small voice*) Nope.

**Pharynx:** And I’m not nice!

(*Borne out by the gruff, grating tone of his voice. He dives on the pair as Starlight leaps ahead to open fire, but he nimbly dodges every shot.*)

**Trixie:** (*standing up*) Starlight, you got us here. I’ll take us home.

(*Pharynx swoops low, picks up an empty sack, and charges with its mouth held open toward them.*)

**Trixie:** Teleportation spell, go!

(*But she gets no farther than igniting her horn before both of them are swept up into its folds. The drawstring is cinched tight.*)

**Trixie:** (*from inside*) Did I save us?

**Starlight:** (*from inside*) Nope!

(*Pharynx drags his prizes off by the free end of the string, held in his teeth. Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to the upper portion of the hive, the camera pointing up from some distance above the ground. Tilt down to the base, where Pharynx flies into view towing the bagged captives toward the entrance. The path is pocked by two large holes like the one Starlight and Trixie found in the prologue. Cut to them within the sack.*)

**Trixie:** What are you waiting for? Use some magic to get us outta here!

**Starlight:** Calm down, Un-scare-able Trixie. (*Sigh.*) We have to find out what’s going on. Thorax might need our help!

**Trixie:** *We* need our help! Teleportation spell, go! Teleportation spell, go! (*Frightened gasp.*) Teleportation spell—

(*Each of the first two repetitions is accompanied by a brief flare of her horn that does nothing whatever to change their circumstances. They do get on Starlight’s nerves in short order, though, and she cuts off the third one with an irritated groan.*)

**Starlight:** Why do you keep doing that? You know it doesn’t work that way.

**Trixie:** I know! But this is my process.

(*They are tumbled roughly ahead with a yell of surprise; cut to a stretch of stony ground as they slide out of the sack and end up in an undignified heap. Pharynx stands proudly over them.*)

**Pharynx:** I captured these trespassers!

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

(*Pan quickly to him, standing atop a large wooden throne flanked by three of his subjects. The seat and armrests appear to have been carved from a massive tree stump, and the back rest is styled as a tree with leafy limbs. It rests on a carpet of moss, and the fact that the back wall of the room stands only in bits and pieces indicates that he has set it up in the remains of Chrysalis’s throne room.*)

**Thorax:** Trixie! It’s okay, Pharynx. You can let them go. (*Starlight and Trixie get up.*)

**Pharynx:** But they were lurking on our grounds! (*hovering toward them*) In the old days, I would have already feasted on their love. (*Thorax flies over to back him down.*)

**Thorax:** Well, that’s why they’re called the old days, because they’re old. We don’t do that anymore.

(*Cut to a long shot and slow pan across the peaceful open-air throne room, a few changelings flitting about, then back to Thorax and Pharynx.*)

**Pharynx:** (*grunting disgustedly*) I liked the old days better.

(*He trots off past the ruler and the two visitors.*)

**Thorax:** What are you two doing here?

**Starlight:** We wanted to surprise you. (*lamely*) Surprise!

**Thorax:** (*chuckling*) Well, it’s great to see you. I’m sorry about the welcome committee.

(*Whose sole member has shifted his efforts to hissing at a couple of changelings and frightening them into a hasty airborne exit.*)

**Starlight:** I thought Ember helped you get more assertive so you could deal with all the renegade changelings who didn’t want to change.

**Thorax:** (*nodding*) Oh, she did. Really helpful. I was able to convince all of them to change—except one of them. (*deflated*) My brother.

(*They are referring to the events of “Triple Threat.”*)

**Starlight:** (*surprised*) Your brother? (*Pharynx skulks past…*)

**Thorax:** Yep. Pharynx is my elder brood-mate.

(*…and stops to chomp a mouthful out of a small bush and spit it away in revulsion. He wastes no time in stomping and shredding the vegetation, an action that leaves Starlight concerned and Trixie wary.*)

**Starlight:** (*forcing a smile*) Oh, yeah! You guys have the same…mmm…eye shape?

(*Pharynx drops the mouthful of vines he has been worrying and glares at Thorax.*)

**Pharynx:** What a ridiculous comparison! (*stomping away*) We are nothing alike!

(*Thorax voices a heavy sigh, which is followed by a grunt and thump from the direction of the exit.*)

**Thorax:** Stop doing that!

(*Cut to Pharynx, who has just kicked a hole in a stone wall within sight of the other three.*)

**Pharynx:** The hive looked better with holes.

(*Another strike breaks the top from a small outcropping, and the subsequent hiss scares a passing changeling into a spooked duck-and-cover. He stalks o.s., a few bits of stone flying back into view as the result of one more kick at the scenery, and Thorax voices a resigned little grunt.*)

**Thorax:** (*to Starlight/Trixie*) Well, how about I show you the rest of the hive— (*walking off*) —where it’s less loud and bang-y?

(*The mares stay put, trading a very worried look as the camera zooms in on them. Dissolve to the three proceeding through an area in which a few changelings have gathered to talk, while others are at a small stone slab that serves as a table, working on small craft projects.*)

**Thorax:** There have been a lot of changes since you were here last. I’m trying to start some new activities, since he only thing we did before was hunt and patrol. (*gesturing to one side*) There’s theater…

(*On the end of this, the camera pans quickly to follow his gesture and stops on a pair acting out a scene for an audience. One wears a white ruff around its neck. Another pan frames two others dancing for their own set of spectators.*)

**Thorax:** (*from o.s.*) …swing dancing…

(*A third: a table is being set with an assortment of foods.*)

**Thorax:** (*from o.s.*) …a once-a-week potluck lunch… (*He crosses to another one.*) …ooh! And who can change shape *and* organize craft time, hmm?

(*A wash of green energy turns him into a flamingo as the two changelings behind the table hold up a simple drawing of Starlight and Trixie. Paint is spattered across the cheeks of one; the other has pencil in teeth.*)

**Thorax:** (*indicating himself*) This guy!

**Starlight:** I am really impressed, Thorax. (*He resumes his usual form.*) The hive, all the activities—

(*A changeling plods into view and uncorks a loud, disgusted grunt—a female, judging by the voice. Most of her body is liberally befouled with dark gray slop, and she leaves a trail of prints as she walks.*)

**Changeling 1:** He did it again! Pharynx dumped an entire can of black paint on me! He said my fuchsia color wasn’t intimidating to our enemies! *What enemies?!?*

**Thorax:** I am so sorry. I promise I’ll talk to him.

**Changeling 1:** (*poking Thorax’s chest, leaving paint on it*) You’re the ruler of the hive, Thorax! (*walking off*) You need to do more than talk!

**Trixie:** (*to Thorax*) Well, maybe not everything here is amazing.

**Starlight:** Seriously, Thorax, what is up with your brother?

**Thorax:** (*sighing, wiping himself clean*) Pharynx used to be Head of Patrol. But now we’re peaceful and there’s no need *to* patrol, so he just stalks around the hive making everyone miserable. The other changelings are sick of it, and if I can’t get him to accept love and friendship and change like the rest of us, everything I’ve done here is at risk.

(*The mares exchange unsure looks, but Starlight’s quickly shifts to a cocked-eyebrow smile that thoroughly fails to put Trixie at ease.*)

**Trixie:** (*shaking head*) Uh-uh!

**Starlight:** (*grinning widely*) Hmm?

**Trixie:** (*sighing heavily, nodding*) Uh-huh.

**Starlight:** (*to Thorax*) We know a thing or two about what it’s like to be outsiders. Maybe we could talk to him for you.

**Thorax:** Do you really think you could help?

**Trixie:** Thorax, if there’s anypony who can help your brother, it’s me.

(*Her traveling companion’s bright blue eyes pop wide open in slightly skeptical surprise.*)

**Trixie:** (*touching Starlight’s back*) And with Starlight helping, it might take slightly longer— (*pulling her closer*) —but I guarantee you we can do it.

(*That companion expresses her opinion with a loud, fed-up groan. Now two changelings fly over to Thorax, each carrying a load of leaves. The one who speaks up next is male.*)

**Changeling 2:** Thorax, we’re ready to start work on the trail of plants to lead the maulwurf away.

**Thorax:** Oh! (*They fly off.*) I have to head outside. (*He rises to a hover.*) You sure you’re okay handling Pharynx?

**Starlight:** Absolutely.

(*A savage yell from the elder brood-mate brings a quick pan to him, ripping into a tangle of hanging vines. The camera returns just as rapidly to a bewildered Starlight and Trixie, who do their best to get reassuring grins onto their faces in very short order.*)

**Trixie:** Yeah. We totally got this.

(*She manages a strained little giggle and both sets of eyes turn toward the ruckus before the view fades to black.*)

Act Two

(*Opening shot: fade in to Pharynx still gibbering and gnawing at the vines. He tears a clump free, throws it down, and kicks it aside as the camera zooms out to frame Starlight and Trixie watching.*)

**Trixie:** So, how do you want to play this? I’m thinking “good pony, bad pony.” You yell and blast him with magic— (*Starlight starts toward Pharynx, ignoring her.*) —while my natural charisma will convince him that—

(*She cuts herself off upon realizing that she has lost her audience, then turns to watch this new turn of events.*)

**Trixie:** Uh, Starlight?

**Starlight:** (*forced casual tone*) Hey, Pharynx! I-I know when we first met— (*Trixie crosses to her.*) —i-it didn’t go so well.

**Pharynx:** I put you in a bag. I thought it went great. (*He resumes chewing at the vines.*)

**Starlight:** Right. (*Clear throat.*) So… (*Laugh.*) …not a big fan of the vines, huh?

**Pharynx:** They’re a safety hazard. An enemy could hide in them or use them as weapons. I don’t even know why they’re here.

**Starlight:** (*poking at them*) Because they’re pretty? (*He pushes her hoof down.*)

**Pharynx:** That’s ridiculous. (*He walks off.*)

**Starlight:** (*laughing*) Oh, totally. We get you. But… (*Clear throat.*) …maybe don’t express how you feel by destroying them?

**Pharynx:** I don’t take advice from ponies. The only thing I take from you is breakfast. (*under his breath*) At least I used to.

(*Trixie plants herself in his path, bringing him up short.*)

**Trixie:** You know, you’re a lot like us.

**Pharynx:** (*hurrying past her*) Doubt it. (*Cut to him.*)

**Trixie:** (*from o.s.*) It’s true. (*She scrambles to catch up, followed by Starlight; he stops.*) Do you know who Twilight Sparkle is?

**Pharynx:** No.

**Trixie:** Well, she’s the most well-liked, studious, do-goodiest pony in Equestria.

**Pharynx:** (*groaning*) She sounds awful.

**Trixie:** Oh, you hate her. I used to. She made me unsure about my place in the world, which led me to act out against her.

**Starlight:** And *I* used to be a dictator who ran a village with an iron hoof.

**Pharynx:** Really! Hmmm…maybe you two *do* understand me.

**Starlight:** (*nodding enthusiastically*) Yes! We do! But now Trixie has come to terms with being second best— (*Trixie’s eyes widen at her bluntness.*) —and I no longer control ponies against their will. And our lives are so much better for it.

**Pharynx:** Wow, so you’re both losers. (*poking Starlight in the chest*) Stay away from me, or I’ll do to you what I did to the vines.

(*The blue unicorn sends a vitriolic glare after him as Thorax arrives.*)

**Thorax:** Well, Operation “Lead Maulwurf Away” is coming along. How’d it go with Pharynx?

**Starlight:** Your brother is…um…challenging. (*Deflated sigh from Thorax.*)

**Thorax:** That bad, huh?

**Starlight:** It wasn’t great.

**Thorax:** You want to talk it out? You can come with me to the Feelings Forum.

**Trixie:** The Feel-like-what, now?

**Thorax:** Oh, it’s a place for changelings to express their feelings so we all gain a better understanding of each other. It’s really helped bring the hive closer together.

(*Cut to a close-up of Starlight and Trixie, who trade an uneasy look at this bit of news. Behind them, the background dissolves to a different portion of the hive’s open-air structure; they stare straight ahead, Trixie with the clearest skepticism.*)

**Female voice:** Sometimes I feel like I’m a blue changeling.

(*Longer shot of this area; they, Thorax, and several others are sitting in a large circle, with the speaker standing at its center. One is dressed in a loose flowered outfit, headband, choker, and small tinted pince-nez glasses—the group leader, a female.*)

**Changeling 3:** Sometimes I feel like I’m a purple changeling. But here I am— (*Ears droop.*) —a green one.

**Leader:** You can be anything you want to be. Be blue one day and purple the next. Be both on the same day.

(*A turn of the head during this line exposes a flower and beaded ornament attached to the headband.*)

**Changeling 3:** But then I feel like I’d be living a lie.

**Leader:** (*crossing to her, touching her shoulder*) It’s very brave of you to share something so personal. (*Changeling 3 leaves the circle.*) Does anyone else have similar concerns?

**Changeling 4:** (*male, raising a hoof*) I used to. (*He holds up a small clay pot.*) But craft time has given me such a creative outlet, I feel great now.

**Changeling 5:** (*female, nodding*) Uh-huh. Everyone loves craft time. (*Murmurs of assent around the circle.*)

**Changeling 4:** (*sourly*) Well, everyone except for… (*behind a hoof*) …you-know-who.

**Changeling 5:** (*nodding*) Yeah. You-know-who spends all his craft time making spears.

**Changeling 4:** (*pacing in circle*) He’s scary and intimidating. You-know-who makes me uncomfortable.

**Changeling 3:** He makes us all uncomfortable.

**Thorax:** Everyone, please! I understand Pharynx can be challenging at times.

**Changeling 4:** That’s an understatement. He lined a hallway with thorns!

**Changeling 3:** He teaches little changelings to growl and hiss!

**Male voice:** My soup’s too hot!

(*The non sequitur catches the whole group off guard. Cut to the speaker, who sits with a bowl of this foodstuff before him. Very long pause.*)

**Changeling 6:** What? I thought the Feelings Forum was for sharing our problems.

**Pharynx:** (*scornfully, stepping into view to face them*) It sounds like your lame Feelings Forum is for talking about me behind my back!

**Leader:** The Feelings Forum is for talking about anything that’s bothering you. Is there something you’d like to share, Pharynx?

[*Continuity error: A gold bauble appears on her choker now.*]

(*The other participants back away nervously during this line, leaving her alone to face him as he paces across the open ground.*)

**Pharynx:** Actually, there is. The changelings used to be a fearsome swarm.

(*Cut to a slow pan across Thorax, his suddenly chastened subjects, and Starlight.*)

**Pharynx:** (*from o.s.*) Now we sit around talking about our feelings so much, you can’t even stop a maulwurf from eating all your pretty plants. (*He leans angrily into view.*) I could’ve sent that thing packing before— (*Overhead shot of the gathering.*) —but I guess now we’ll just try to lead it away and *hope* that keeps us safe! (*He flies off.*)

**Changeling 4:** (*pacing to center*) I-I don’t feel safe with him around!

**Changeling 5:** I’d feel safer if he were gone!

**Thorax:** I can’t do that.

**Changelings:** WE WANT HIM BANISHED!!

(*The outburst shifts into a confusion of heated arguments as Changeling 6 gingerly dips a hoof into his bowl of soup. Surprised, he lifts it and takes a long, noisy sip.*)

**Changeling 6:** Hey! My soup’s cooled down. These Feeling Forums [*sic*] are great for solving problems.

(*The strike of a gong reverberates across the circle and slashes off the tumult; cut to the leader, who has hit a large suspended shell.*)

**Leader:** Everyone, please. If we are interrupting each other, we are not affirming each other.

(*The quietude is broken almost immediately as the disagreements resume at elevated volume. She struggles to hold her composure, but gives up as the camera zooms out quickly to frame all.*)

**Leader:** THAT’S IT!! (*All fall silent.*) FEELINGS FORUM IS OVER!!

(*The audience disperses amid a round of discontented grumbling to leave Starlight, Thorax, and Trixie sitting alone. The looks that the unicorns give to each other tell all of their fear at very likely being in too far over their heads. Dissolve to these two walking through the hive together; Starlight stops after a few paces.*)

**Starlight:** I… (*Trixie halts; she sighs heavily.*) …I want to say something, but it goes against everything I’ve been taught as Twilight’s pupil. (*Trixie gasps and adopts a cunning smile.*)

**Trixie:** (*propping chin on hoof*) Ooh! Then by all means, say it.

(*The reformed despot pushes the leg down and lets out a long breath to steady herself.*)

**Starlight:** I think Pharynx is a lost cause.

**Trixie:** Mmm. I’m all for second chances, third even, but he just seems like a bad bug.

**Starlight:** And Thorax has a duty to the whole hive, not just his brother.

**Trixie:** If he keeps sticking up for Pharynx, the hive might decide they don’t want Thorax as their leader.

**Starlight:** I think he might have to kick Pharynx out, but I don’t want to be the one to tell Thorax that.

**Trixie:** (*shaking head, walking off*) Me neither. But somepony probably should.

(*After an uneasy moment of silence, she pokes her head back into view with a big smile.*)

**Trixie:** I nominate you!

(*Said nominee groans loudly and plods away, not noticing the pair of solid eyes in Pharynx’s shade of blue-violet that open on a small rock formation in the background. Zoom in on this; a lick of green fire turns it back into the unreconstructed patrol leader, who glares after the pair with unmixed rancor.*)

(*Wipe to Starlight and Trixie approaching Thorax, who sits on his throne with forelegs draped over one armrest.*)

**Starlight:** Thorax, we have something to tell you. (*He hops down, crestfallen.*)

**Thorax:** It’s about Pharynx, isn’t it?

(*Neither mare can meet his eyes, but Trixie takes the evasion a step farther by tilting her whole head to one side and humming/mumbling through closed lips. It takes her a couple of seconds to work her way up to one hesitant word.*)

**Trixie:** Maybe?

**Thorax:** Look. I know he’s an aggressive warrior type, but when I was little, every young changeling wanted to be like that.

(*Wavering dissolve to a chamber within the hive, its ceiling hung with green-glowing pods. Three changeling youths walk/fly into view, their dark gray coloration indicating that this moment is from Chrysalis’s tenure as queen. They launch themselves across the room, shouting fiercely, and descend on a trio of stuffed pony dummies with branches for tails, horns, and wings. These are swiftly stomped, ripped, bitten; pan quickly from this area to a fourth changeling playing alone with a few dolls—one dragon, two ponies.*)

**Thorax:** (*voice over*) Every young changeling, except me.

(*Shadows of the others loom over his younger self.*)

**Thorax:** (*voice over*) The others would pick on me for not wanting to fight.

**Youth:** Look at the little grub, playing with his dollies!

(*All three laugh derisively and close in; Young TH hunkers down to protect his playthings, but a menacing male voice draws the attention away from him. Zoom out in time with it.*)

**Young voice:** Step away from my brother!

(*This would be Pharynx’s past self, then. One pocked foreleg slams down to the stone in the fore, and the camera cuts to a close-up of his figure with its stern visage and narrowed eyes.*)

**Thorax:** (*voice over*) But Pharynx never let them hurt me. (*All three are instantly scared.*)

**Youth:** (*stammering*) We were just complimenting his dollies!

(*Older brother leaps straight up, wreathes himself in green fire, and comes down as a massive, black/purple-striped flyder—the winged spiders that terrorized the camping trip in “Campfire Tales.” A red crest in Young PH’s color runs down the back of his head. A screeching roar douses all three antagonists in saliva and spurs them into a screaming retreat. As Young TH approaches, Young PH undoes the change.*)

**Young TH:** Thanks, Pharynx.

(*He sits on his haunches and is immediately beset by strikes from his own hoof, seized and swung about by Young PH.*)

**Young PH:** (*tauntingly*) Why are you hitting yourself? Stop hitting yourself! Why are you hitting yourself?

**Young TH:** (*grunting in pain*) Ouch! Cut it out, Pharynx! (*Who steps away and glares back and him with contempt.*)

**Young PH:** They’re right, you know. You need to have tougher skin.

(*The junior sibling glances regretfully away as the senior strides off. A wavering dissolve shifts the focus to Starlight and Trixie in the present.*)

**Trixie:** (*warmly*) Aw, that was a really sweet story… (*dryly*) …until the end.

**Thorax:** I know Pharynx loved me, in his own way, and I know there’s still good in him. That’s why I keep sticking up for him. Anyway, what did you want to talk to me about?

**Trixie:** Me? (*sputtering a bit*) Nooo! (*poking Starlight*) But, uh, Starlight has something she’d—

(*A pinkish-violet hoof corks the flow of words, and its owner slaps on a big forced grin.*)

**Starlight:** Actually, Thorax, um, never mind. (*levitating Trixie, pushing her away*) Come on, Trixie. We’ve got a…thing to do.

(*She gallops off after the unwitting floater, leaving a properly puzzled Thorax in her wake. Cut to a passage well away from the throne as they both move into view, Starlight rotating Trixie to face her.*)

**Trixie:** (*whispering*) What are you doing?!? (*She is set down.*) I thought we agreed, you’d tell Thorax he had to kick his brother out of the hive!

**Starlight:** Maybe we don’t have to. Get Pharynx and meet me at the hive entrance. I’ll explain everything. (*She teleports away.*)

**Trixie:** (*voice raised*) And how am I supposed to know where Pharynx is?!? (*A male changeling passes by.*)

**Changeling 7:** (*pointing*) I just saw Pharynx.

**Trixie:** (*walking in that direction*) Oh! Well, that was easy.

(*Dissolve to Starlight walking backwards across the plain surrounding the hive, a load of miscellaneous greenery held aloft in her field. Various bits are lowered to the ground to form a trail, and she sets down the last one several yards short of the hive entrance, where Trixie is looking on. Starlight turns from her work and approaches.*)

**Starlight:** We’ll just use one problem to solve another.

(*Pan away from them to frame the leaf-strewn path on the start of the next line.*)

**Starlight:** (*gesturing to it*) I switched the trail of plants around to lure the maulwurf here. (*Cut to her.*) The changelings may not be able to stop it anymore, but Pharynx certainly can. (*excitedly*) When it attacks, he’ll save his brother, showing everypony his good side! The others will accept him, and Pharynx will finally let love and friendship into his life and transform!

(*She finishes with a gleeful rearing-up, but has not noticed Trixie’s steadily deepening worry.*)

**Trixie:** Wow.

**Starlight:** I know, right? Great idea. (*Pause.*) Where’s Pharynx?

**Trixie:** He’s gone!

**Starlight:** (*hopefully*) Gone, like “gone to the throne room”?

**Trixie:** Gone, like “gone”! One of the changelings said Pharynx left the hive for good.

(*The revelation sparks a round of cheers from three who have overheard this exchange from a nearby hill. Starlight, on the other hand, pulls in a spooked gasp.*)

**Starlight:** Then who’s gonna stop the dread maulwurf I’m leading here?!?

(*The eavesdroppers’ jubilation turns to terrified screaming. Cut to a close-up of Starlight’s grimacing visage, zooming in slowly, and fade to black.*)

Act Three

(*Opening shot: fade in to a stretch of the hive’s interior. Starlight and Trixie gallop into view, the camera panning to follow them until they stop before Thorax.*)

**Starlight:** Thorax! There you are! Pharynx is missing! (*Cheers and whoops from the nearest changelings.*)

**Trixie:** (*to herself*) Wait for it…

**Starlight:** And the dread maulwurf is coming this way! (*The screams come right on cue.*)

**Trixie:** Told you.

**Thorax:** That doesn’t make any sense. The trail of plants should’ve led the dread maulwurf away.

**Starlight:** (*laughing weakly*) I might have re-laid them to lead it back toward the hive.

**Thorax:** Why would you do that?

**Starlight:** I thought if Pharynx saw you were in danger, the loving, caring side of him would come out when he protected you.

**Thorax:** (*hovering*) But instead he’s out there alone, somewhere between us and that rampaging monster? (*flying off*) I have to save him!

**Starlight:** (*galloping after him*) I’m coming with you! (*He whirls to face her, incensed, as Trixie catches up.*)

**Thorax:** Of course you are! This is all your fault!

**Trixie:** (*mock pity*) Oh, don’t be too hard on Starlight. Her heart was in the right place.

**Thorax:** You’re coming too!

**Trixie:** (*deflated*) Oh, right. (*smiling, moving up*) I mean, I was gonna volunteer anyway.

**Thorax:** (*to other changelings*) Who else is coming?

(*To a one, they either avert their eyes or clear out. Cut to Thorax.*)

**Thorax:** (*groaning*) Fine.

(*Pan/tilt down to the mares; Starlight finds a new resolve and trots toward the group.*)

**Starlight:** (*cuttingly, pacing past them*) Oh, sure, you could all stay here, not help Pharynx, and he won’t bother you anymore. It’s your choice. But remember when you didn’t *have* a choice. When you were forced to obey Chrysalis. You might have been unstoppable, but you weren’t free to choose. And now you are, because of Thorax! Well, it’s his brother out there, and now it’s your chance to prove you’re just as strong embracing love as you were feeding on it! Now is your chance to show what changelings can really be—not because you have to, but because you choose to!

(*Wipe to a profile close-up of Trixie walking across the plain; she looks back over her shoulder with genuine respect.*)

**Trixie:** That was an amazingly epic speech, Starlight.

(*A long shot and slow pan frame her, a rather put-out Starlight, Thorax bringing up the rear, and not another living soul out on the flats.*)

**Trixie:** I just can’t believe not a single changeling was moved by it.

**Thorax:** I can’t blame them. (*Close-up.*) If he wasn’t my brother, I don’t think I’d be here. We’re gonna have to face the maulwurf by ourselves. (*Pan ahead to Starlight and Trixie.*)

**Starlight:** Maybe it’ll be long gone and we’ll find Pharynx out here alone.

(*They are forced to stop short by a grunt and a scatter of dirt clods flung in their direction. These are being kicked up by a set of claws on the end of a brawny, purple-furred paw from somewhere below ground level. An accompanying growl issues hollowly before Pharynx hurtles upward into view and circles back to drop from sight again.*)

**Starlight:** Or maybe not.

(*Racing/flying toward the site, they find themselves on a ridge that overlooks the renegade squaring off against a creature with the size and bulk of a bear, the facial structure of a mole, and a cluster of thick, light blue whiskers on the end of the elongated snout. The fur is two shades of blue, ending in purple around the long, lethal claws that tip all four limbs, and the eyes are beady black with yellowed whites and set far back from the snout. This is the maulwurf, which stands on its hind legs to snap its jaws at Pharynx. He gains a bit of altitude and transforms into the giant flyder seen in Thorax’s Act Two flashback. Letting out a gurgling roar of his own, he charges the maulwurf and drives it back several yards to cut a furrow in the dirt. One meaty swing knocks him away; he reverts to his natural form, shakes his head clear, and moves in for another strike. Thorax watches in horror as he dodges another swipe that rips into the dirt. This camera angle frames the maulwurf’s short, blue/purple tail.*)

**Thorax:** Pharynx!

**Pharynx:** What are you doing here?

**Thorax:** I’m here to save you! (*He lifts off from the ridge.*)

**Pharynx:** (*dodging attacks*) Get outta here! Let me handle this!

**Starlight:** We’re not leaving you!

(*She and Trixie go over the edge, side by side; once they reach the bottom, Trixie whips a number of pellets out of her cape and lets fly. These burst against the side of the maulwurf’s head in a cloud of smoke that serves only to enrage it further; next Starlight kicks her horn into gear and puts a beam dead center into the monster’s chest. It has exactly the same effect as Trixie’s smoke bombs, and all three find themselves bombarded with droplets of saliva from its infuriated roar.*)

**Thorax:** Uh, I may have forgot [*sic*] to mention in my letters that maulwurfs have *really* thick hides!

(*Here it comes, one foreleg raised to deliver a slash that will surely disembowel at least one of them. Before it can hit home, Pharynx darts in to knock it off balance; the great discolored teeth snap together on the end of his tail, and a flick of the head hurls him to the ground near Thorax. Starlight and Trixie hurry to the fallen defender as Thorax flies ahead.*)

**Starlight:** I thought you said you could beat this thing!

**Pharynx:** Yeah, with the rest of the swarm, not alone!

**Changeling 5:** (*from o.s.*) Good thing you’re not alone!

(*All five heads turn toward the source of this interruption, the maulwurf adding a puzzled grunt for good measure. Cut to the ridge, where this particular member of the hive stands proudly with a multitude of others on hoof and wing—a delayed effect of Starlight’s address to the “troops.”*)

**Trixie:** (*smugly, to Starlight*) I told you it was an epic speech.

(*The new arrivals pour over the brink and through the air with a babel of battle cries. They gather on one side in an attempt to topple the maulwurf, but its roar and swing force them to drop back. Next they charge in to deliver a massed punch against one blue cheek, knocking it off balance, and follow this up with a ground-based rush that dumps it to the hardpan. All gallop/fly in and pile on to pin the maulwurf down, but it rises to its knees with a fresh scream that sends them reeling.*)

**Thorax:** It’s no use! We’re out of practice and he’s too tough!

(*Pharynx picks himself up and zooms in, while Trixie telekinetically breaks a chunk of rock loose and heaves it. The maulwurf effortlessly bats it away, smashing it to gravel, and unleashes a spittle-filled roar.*)

**Trixie:** And strong! Too bad we can’t get it to fight itself!

**Pharynx:** (*smiling*) That’s it! Thorax! Remember when we were young and I made you hit yourself?

**Thorax:** (*cringing*) Now is not the time to make fun of me, Pharynx! (*His eyes widen as inspiration hits.*) Ohhh, right! Of course!

(*Both brothers fly a tight circle around the maulwurf’s head, then clear out as it raises a paw to strike; it ends up only smacking itself a good one. They curve sharply up and down its height, tricking it into one self-inflicted bash after another.*)

**Pharynx:** (*tauntingly*) Why are you hitting yourself? Why are you hitting yourself? Why are you hitting yourself?

**Thorax:** Yeah, maulwurf. Why are you hitting yourself?

(*It dazes itself badly with a misaimed palm, and here comes Thorax again.*)

**Thorax:** Why are you hitting yourself? (*Dodge, resulting in a gut punch.*) Huh? Huh? Huh?

(*Having knocked the wind out of itself, the massive beast goes down like a ton of bricks to land across the furrow it cut when Pharynx drove it back. That self-same changeling flies down to land on one paw and voice a feral hiss; the maulwurf opens its jaws wide and leans in to bite, but he zips away with no time to spare. Those horrid teeth snap together on the purple-furred digits, causing the beady eyes to pop wide open in supreme surprise and pain.*)

**Trixie:** Ooh, that looks like it hurts.

(*With a final agonized scream, the maulwurf starts digging a tunnel into the earth and soon drops from sight.*)

**Starlight:** We did it! It’s gone! (*Cheers all around as Thorax and Pharynx touch down.*)

**Thorax:** (*to him*) What were you doing out here?

**Pharynx:** Leaving. I’m done with all of you.

**Thorax:** Oh. (*smiling slyly*) It’s just—why bother fighting the maulwurf, then? You coulda left it alone.

**Pharynx:** Well, I couldn’t just let it attack you.

**Thorax:** But I thought you were done with us and you didn’t care.

**Pharynx:** I never said that. The hive is the thing I care about most.

**Thorax:** Well, you certainly don’t act like it.

**Pharynx:** Well, I’m sorry if I don’t get excited about pretty flowers and Feelings Circles and—

**Thorax:** It’s a Feelings *Forum*.

**Pharynx:** Whatever. It doesn’t matter. Even if I do care about the hive, I obviously don’t have a place there anymore.

**Changeling 4:** (*crossing to him with Changeling 5*) Actually, you do, uh, because we’ve been wrong. Um, the hive may be a gentler, nicer place—

**Changeling 5:** —but that doesn’t mean we won’t have to defend ourselves… (*gesturing to maulwurf’s escape tunnel*) …clearly.

**Thorax:** And who better to help us do that than the only changeling who never stopped protecting us?

(*Cut to a flabbergasted Pharynx and zoom in slowly as approving murmurs float in from all sides. In due time, the fanged mouth curves into a smile.*)

**Pharynx:** You all…want me to stay?

**Thorax:** Unless you still want to leave the hive.

**Pharynx:** Why would I want that? I love the hive.

(*To the sound of a collective cheer, a spot of brilliant white light blazes up on Pharynx’s chest and he is lifted off his hooves. Much as happened with Thorax, a cocoon of energy wraps itself around him from top to bottom and flares blinding white to fill the screen, forcing the onlookers to shield their eyes until it subsides a bit. Awed murmurs float up as the silhouette of a newly transformed changeling spreads its wings within the corona, and Pharynx descends to the ground and looks himself over uncomprehendingly as the last of the light fades away. His head, throat, and legs have gone a deep blue-green, and his eyes are still blue-violet. A pair of short antlers and the exposed back portion of his carapace have gone the red of his original head crest and tail, while his underbelly is blue-gray. Wings and tail are now translucent red, the former emerging from beneath a second, open outer carapace layer in shades of blue and purple. Like Thorax, three pale blue crystals are set at his throat, which shades to red before the underbelly takes over. He folds down his wings and the outer carapace and scratches his head. He is perhaps half a head shorter than Thorax.*)

**Trixie:** He did it! He transformed! (*She and Starlight cross to the brothers.*)

**Starlight:** (*to Pharynx*) I always knew you had it in you!

**Pharynx:** Really? (*smiling, cocking an eyebrow*) Because I thought you said I was a lost cause and you were going to tell Thorax he should kick me out.

**Trixie:** (*feigning offense*) Oh! Starlight! How could you say that?

**Starlight:** (*sputtering indignantly*) What?! That’s—I mean—but you…

**Thorax:** (*to Pharynx*) Lucky for us you weren’t a lost cause.

**Pharynx:** Lucky for me you didn’t give up on me.

(*The rest of the attack force gathers around, offering words of congratulation.*)

**Trixie:** (*smiling innocently, to Thorax*) Sooo…glad everything worked out.

**Thorax:** (*pointedly, to Starlight*) Yeah! Let’s talk about how you not only led the maulwurf *to* the hive, but also drove my brother away from it! (*Trixie, between them, sinks down and sneaks away.*)

**Starlight:** I am *so* sorry about that. But I would like to point out that my admittedly terrible plan did bring everything together in the end. (*Weak giggle.*)

**Pharynx:** (*to the crowd*) Hey, do you guys want to hear the story about how I used to make Thorax hit himself?   
**Starlight:** (*hastily, relieved*) Oh, absolutely, yes, right now! (*Zoom out slowly; the crowd pulls in around him.*)

**Pharynx:** Well, when we were young, every changeling wanted to be a warrior—except for Thorax. He was a little weak, and I had to protect…

(*His last words fade out as the view fades to black.*)