**WHAT LIES BENEATH**

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Prologue

(*Opening shot: fade in to the exterior of the School of Friendship during the day. Zoom in slowly and cut to Twilight Sparkle’s lecture hall, on whose stage she stands to address her class. The blackboard is covered with drawings of the Tree of Harmony, images of the heads of herself and her five friends ringing its branches, and miscellaneous notes and details. Slow pan.*)

**Twilight:** The Tree of Harmony remains one of the most powerful sources of magic known to ponydom. (*Close-up; she paces as she continues.*) And though it has been at the *root* of magic and friendship from the moment it was planted, its ways are mysterious— (*spookily, waving forelegs*) —almost as if it has a mind of its own.

**Smolder:** (*disdainfully*) Mind? Pfft! (*lounging in seat*) It’s a tree.

**Twilight:** (*gesturing toward windows*) A tree that grew a castle!

(*Murmurs of awe ripple up and down the rows as heads turn to get a good look at the Castle of Friendship across the way. A puzzled Silverstream consults her notes; behind her, Cozy Glow sits with stacks of her own and a self-satisfied little smile.*)

**Silverstream:** Was that before or after Discord made chocolate rain?

**Cozy:** (*whispering*) After.

**Gallus:** (*frustrated, crumpling a page*) I’m never gonna learn pony history! (*School bell rings.*)

**Twilight:** You can all show me what you’ve learned on tomorrow’s test—friendship’s effect on the course of Equestrian history.

(*There follows a round of disgusted groans, mixed in with papers and pencils being thrown to the floor and an appendage or two clapped to foreheads. The sole exception is Cozy, who actually manages to grin and clap at the announcement before all file out.*)

**Twilight:** Remember, study groups are both fun *and* effective!

(*Dissolve to the courtyard, Sandbar and company entering from one side; he is the only one of the six not grumbling under their breaths. He and Gallus have stacks of books on their backs.*)

**Sandbar:** So, who wants to study together?

**Gallus:** With other students? This is Equestria! If you want the real scoop, there’s only one place to go.

(*He lifts off, scattering his load of literature, and comes to rest near a tree near which an iron drainage grate has been set into the earth.*)

**Gallus:** (*mockingly*) Hello, O magical Equestrian tree! Can you tell me everything I need to know about friendship?

(*The tree, being a perfectly ordinary specimen, has no insight to offer. In close-up, Gallus offers a cocked eyebrow to the other five, prompting a good-natured groan from Sandbar, and they laugh at the young griffon’s send-up of their newest lesson. As all six saunter away, the camera pans from them to stop on the grate, a faint light now pulsing up from somewhere below the surface. Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a slow pan through the School’s busy library. Silverstream hovers in the foreground, looking interestedly through a book whose cover displays a faucet; Yona sprawls in a beanbag chair, her face covered by an open book; the other four have clustered around a table, the camera focus gradually shifting to them. Sandbar lifts a picture of the Tree in his teeth and aims it toward Gallus and Smolder. He has put away the books he was carrying.*)

**Smolder:** The Elements of Harmony grew the Tree? (*Ocellus and Sandbar groan in unison; Sandbar removes the picture.*)

**Ocellus:** No, the *Pillars* grew the Tree.

**Sandbar:** The Tree grew the Elements, and then the box with six locks. (*Cut to the other pair, utterly lost.*)

**Ocellus:** (*from o.s.*) But our professors found six keys and unlocked the box.

**Gallus:** (*talons to face*) I’m so gonna fail. (*Silverstream flies to the table.*)

**Silverstream:** You guys! (*holding up her book, open*) Check this out!

(*A close-up of the two exposed pages presents a side cutaway view of a sink and associated piping; cut to the four at the table as they gather for a look.*)

**Gallus:** That’s a plumbing diagram on how to fix a sink.

**Silverstream:** (*from o.s., withdrawing book*) Mmm-hmm! (*Back to her, giggling wildly.*)

**Sandbar:** What does that have to do with Equestrian history?

**Silverstream:** Nothing. (*tossing book aside*) I just can’t believe that’s how sinks work! (*calmly*) Where’s Yona?

(*Pan slightly to follow Gallus over to the corner in which the yak has made herself comfortable. Pulling the open tome from her face, he is rewarded with the sight and sound of her cavernous snoring; the others quickly cluster in and smile over the spectacle as Smolder snickers.*)

**Smolder:** (*hovering briefly, imitating Yona*) Apparently, yaks no love study groups!

**Gallus:** (*talon to beak*) Shhhh!

(*Chuckling softly, he flies across to take up a position slightly above the level of Yona’s face and lightly walks the sharpened tips of his digits up the bridge of her nose. The touch causes her to moan in her sleep and paw at her face—and then to snap awake so forcefully that she pulls a Pinkie Pie-level breach of physics by popping up to float in the air for a moment.*)

**Yona:** SPIDER!! (*whimpering*) No!

(*She lands on the beanbag in a terrified huddle, hooves over eyes, and takes a long second before risking a look. Finding an absence of arachnids and the presence of five laughing friends, she grins broadly over Gallus’s prank. The merriment ends as if slashed off with a knife, but one more young voice continues to giggle—Cozy, revealed when the camera cuts to her. The little pink pegasus is standing on a ladder to reach the topmost shelf in a set. Sandbar crosses to her.*)

**Sandbar:** Hey, Cozy. What are you doing here?

**Cozy:** I volunteered to help Professor Sparkle organize these books. (*flying down to land on the floor*) So…experts on friendship history yet?

**Gallus:** I think I’d be better off studying the plumbing book. This stuff is impossible!

(*Ocellus wastes no time in transforming into Twilight, voice and all.*)

**Ocellus:** (*as Twilight, flying to table*) Oh, come on, Gallus. (*Land on it.*) With good friends and solid study habits, anything is possible. (*Gallus laughs.*)

**Smolder:** How about you just tell us what’s on tomorrow’s test, Professor?

(*Five eager voices call out encouragement as the shape-shifter turns into Applejack and Cozy regards them with no small degree of perplexity.*)

**Ocellus:** (*as Applejack*) Now hold on a sec. I can’t give y’all a sneak peek. That there wouldn’t be honest.

(*A smile cracks the orange-tan face’s stern demeanor, bringing fresh cheers; Cozy flies across, nudges the ersatz farmer off the table, and takes her place with a smile.*)

**Cozy:** (*clearing throat*) Golly! It’s so inspiring, how relaxed you all are about studying friendship— (*soberly*) —considering your disadvantage. (*Cut to the six, Ocellus back to her natural form.*)

**Yona:** What cute pony mean?

**Cozy:** (*from o.s., pointing at them*) Just consider where you all came from. (*Back to her, pacing the tabletop.*) If Sandbar hadn’t sacrificed so much of his time to get you up to speed, who knows how behind you’d be?

(*She hops off and walks away as ten eyes turn uneasily to the light green colt.*)

**Sandbar:** That’s not what— (*Cozy hovers above them.*)

**Cozy:** (*lifting Ocellus’s chin*) I mean, growing up as a love-starved changeling? (*To Silverstream.*) Or hiding underwater from an evil king all those years? Trusting anycreature must be so hard for you. (*poking Gallus*) And griffons never want to be around anycreature, even other griffons. (*to Smolder*) And dragons are so fierce compared to us, there must be days you can’t wait to get away from all us cute ponies.

(*She accentuates this last with a bat of her eyelashes, then turns to Yona.*)

**Cozy:** (*imitating her*) Everypony know yaks think yaks are best. (*own voice*) Making friends with any other creature must seem like a step down. (*She returns to the table and smiles again.*) It’s just so impressive, how you keep trying to understand friendship, even though it isn’t in your nature.

(*The cumulative result of her speech is to greatly sap the group’s self-confidence, as seen when the camera cuts to them.*)

**Cozy:** (*from o.s., brightly*) Oh! (*Back to her.*) I’ll let you borrow my notes. It’s what friends do. I’ll be right back! (*She hustles away.*)

**Silverstream:** (*to others, hesitantly*) We…should…get back to studying.

(*They spread out across the library. Dissolve to them gathered silently around a table, the surrounding floor-level scatters and stacks of books giving away just how intensely they have gone at it. Silverstream idly taps one set of talons against the wood, the sound growing steadily louder and echoing in the otherwise total silence as Gallus strains to keep his mind on the task at hand. After several repetitions, irritation gets the better of him and he speaks up.*)

**Gallus:** Could you stop that clicking? I’m trying to focus! (*Silverstream stops.*)

**Sandbar:** (*to him, annoyed*) Dude!

**Gallus:** What? We have a test. I don’t know every detail about every adventure the professors went on, like you do.

**Ocellus:** That’s why we’re studying together.

**Smolder:** (*sarcastically*) Right, to help us disadvantaged creatures. (*She makes quotation marks with her fingers on “disadvantaged.”*)

**Yona:** Yona confused. Why we all upset?

(*A loud clattering from somewhere o.s. cuts the quarrel short. Cut to another stretch of the main aisle that runs from one end of the library to the other and splits it down the middle. Silverstream flies warily along it as the other five watch from around the end of one bookcase; after she has veered o.s., cut to just behind them. The scout leans back into view with a grin and beckoning wave; within seconds, all six have gathered in to aim extremely puzzled eyes at a faintly pulsing light just ahead of them and o.s. Zoom out to frame the thing that has brought them up short: a ventilation grate set in the floor and dislodged by a crystalline tendril that has pushed through the metalwork. The pulses are issuing from this thing and the area beneath it.*)

**Silverstream:** I only glanced at that plumbing book, but I’m pretty sure this isn’t supposed to be here.

(*Smolder is first to risk a close inspection, thrusting her head through the opening; cut briefly to under the floor as she looks around, then back to the group.*)

**Ocellus:** What are you doing? (*Smolder comes up.*)

**Smolder:** (*very snarky*) Dragon. Strange magical cave. What do you think I’m doing?

(*She dives in without another word, followed by Silverstream and then Yona, who gets stuck and has to be pushed in by Ocellus. The changeling flits down the hatch next; Sandbar moves to follow, but Gallus lances through the air and beats him to it, prompting a surprised little neigh before he climbs down after them. Down below, they cast cautious glances at the vast crystal root structures that have penetrated the floor/walls/ceiling of the cavern in which they have found themselves. The periodically waxing and waning light emanates from all these growths.*)

\*\*\* *For as long as they are below ground, their voices echo slightly in the various spaces they encounter. The same will be true of all other characters they meet.* \*\*\*

**Silverstream:** Did we know this was down here?

**Sandbar:** I don’t think anypony knows this is down here.

(*Ocellus makes as if to say something, but the echoing clop of approaching hooves against the smooth floor makes her think better of it. The owner of those hooves steps into view in due time—it is Twilight, her entire form glowing faintly and dusted with tiny motes of light. Her voice reverberates across the expanse, much more pronounced than those of the students, and carries an air of mildly eerie serenity.*)

**Twilight:** Welcome!

**Sandbar:** Headmare Twilight? Where are we?

**Twilight:** Where you need to be.

**Yona:** Uh, Yona confused.

**Twilight:** It is as I feared. You are not one. What has happened?

**Ocellus:** (*stepping forward*) We were studying friendship’s effect on history, but then…

**Gallus:** …since friendship just isn’t in our nature, what’s the point?

**Twilight:** You do not believe friendship is in your nature? (*angrily, flaring wings*) That is not acceptable! (*A wind begins to stir in the cavern.*)

**Silverstream:** Our headmare is glowing, you guys! What is going on?

**Ocellus:** We should probably get back to studying for the test.

(*The winds retract into Twilight’s body and she resumes her tranquil tone.*)

**Twilight:** A test, yes.

(*She starts up her horn; cut to just below the open grate as the tendril that knocked it loose begins to thicken and further obstruct the gap.*)

**Twilight:** (*from o.s.*) By sunrise, this door will be closed. (*Cut to the six.*) Finish the test before then, and you may go. (*Back to her.*) Fail the test, and here you will stay.

(*Shafts of light radiate out from her, sweeping over the group and causing them to disappear one after another. She winks out after them, the energy disappearing in the same moment, and the view snaps to black.*)

Act Two

(*Opening shot: fade in to a close-up of Sandbar, huddled down with hooves over eyes. He is quick to get upright and uncover his face.*)

**Sandbar:** Huh?

(*Zoom out; he is now standing alone in a different cavern. Wipe to a close-up of Gallus snapping to from a daze, amid shafts of light placed at random angles around him—some bright pink, others pale blue.*)

**Gallus:** Huh?

(*A longer shot puts him in an enclosure with highly uneven walls and floor; the lights are shining in from tiny gaps in the walls and ceiling. Another wipe shifts the view to a close-up of Smolder.*)

**Smolder:** Huh?

(*Longer shot: she stands within a maze of root-encrusted passages that branch in all directions. A third wipe brings the focus to Yona, who has wound up in an area thick with spiderwebs and is moaning fearfully to herself, and a fourth yields an extreme close-up of Ocellus’s worried eyes. A longer shot frames her in a flat-floored cavern whose arching walls and ceiling are pockmarked with large holes. From here, wipe to Silverstream trotting happily through a chamber filled with shimmering crystal light and pan to follow her toward the sound of flowing water. She stops in her tracks after a few yards, wings snapping out in surprise.*)

**Silverstream:** Oh!

(*Directly ahead, and visible through a waterfall that streams down between two natural columns, is Mount Aeris. Cut to the other side as she steps through, her smile quickly giving way to a popeyed look of utter confusion, then to a long shot that picks out some of the lush greenery at the base of the great mountain.*)

**Silverstream:** Mount Aeris? Headmare Twilight sent me home?

(*She hops down to balance on a small rock that juts from a river into which the waterfall empties, but a sudden thought stops her from moving any further.*)

**Silverstream:** Wait. (*voice raised*) Am I suspended? Hel-loooo? (*flying away from waterfall, over shores*) Anygriff here?

(*Not another living soul around, as far as she can see.*)

**Silverstream:** Hmmm…they must be topside.

(*She flies back and o.s.; the instant she passes the edge of the screen, the view cuts to a cavern not unlike the one she just left. Here she comes again, but a low, rumbling growl brings her to abrupt midair stop.*)

**Silverstream:** Huh?

(*The noise continues, drawing a cry of fear from her throat, and the bulky silhouette of one of the Storm King’s enforcers advances slowly into view, marked only by the two glowing points for eyes.*)

**Silverstream:** (*looking elsewhere*) Oh!

(*A second one begins to close in from this direction, and she cries out again, turns into a sea pony, and plunges into the pool above which she has been hovering. She surfaces behind a half-submerged rock and risks a look across the water; a third cry accompanies her recognition that no fewer than four of the beefy thugs have moved in to wait her out. A fifth inky figure stands up in their midst—the Storm King himself, with narrowed eyes opening to aim their gleaming glare straight at a truly freaked-out Silverstream.*)

**Silverstream:** The Storm King?! He’s back?!

(*She shivers silently as the view wipes to Gallus, now hovering in his own new location.*)

**Gallus:** Big room, heh. No exits, heh. Big deal.

(*As he begins to move, the top of his head breaks a shaft of pink light; in response, the ceiling and walls contract a fraction in a grind of stone on stone. Gallus’s bravado evaporates by the time he touches down.*)

**Gallus:** Not cool!

(*He begins to hyperventilate and sweat profusely as the camera zooms in. Wipe to Yona picking her way gingerly through the web-filled passage in which she was deposited and doing her very best to keep her cool. Water drips hollowly in the lightless distance.*)

**Yona:** Nothing for yaks to be afraid of, just empty cave. Nothing in here can hurt…

(*The silhouette of a spider passes in the fore, the scuttling of its legs throwing a genuine scare into the stranded yak.*)

**Yona:** (*shivering*) …Yona.

(*As she moves off, dozens of doubled pairs of red eyes open in the silk-choked dimness overhead. Wipe to a close-up of Smolder winging determinedly straight ahead.*)

**Smolder:** Ugh. Things like this just don’t happen in the Dragon Lands.

(*Cut to a doorway as she emerges from it and slams on the brakes. Overhead light fixtures and a dresser set with an ornate clock and purse are visible from this angle.*)

**Smolder:** Huh?

(*She lands. On the start of the next line, cut to the rest of this area—a round chamber, within which two finely dressed mares are seated at well-appointed armchairs on opposite sides of a small table set for tea. One is a pink unicorn, the other a blue-violet earth pony; the voice belongs to the former, and both speak with pronounced Valley Girl accents. Assorted frou-frou touches complete the décor.*)

**Unicorn:** And I told her she was the cutest pony of all ponies.

**Earth pony:** (*to Smolder, semi-baby talk*) Oh, aren’t you just the most adorable thing? Come join us.

(*The orange dragon’s mind briefly locks up before she manages a response.*)

**Smolder:** No. On so many levels, no.

(*It is the work of a blink for her to take wing and bug out down the passage. One sharp turn, an incredulous widening of the blue green eyes, and she plants both feet and skids to a stop through the doorway she has just vacated.*)

**Smolder:** Huh?

**Unicorn:** Come sit by me and let’s compliment each other!

(*With an exasperated groan, Smolder goes airborne and clears out. Wipe to Ocellus, trotting apprehensively through the heavily perforated chamber in which she fetched up. The camera pans to follow her, framing crystal clusters whose shape and nauseating green glow call to mind the cocoons that dotted the changeling hive under Chrysalis’ rule, as seen in “To Where and Back Again.” The camera shifts to frame her at ground level, the chest and forelegs of an un-transformed drone planting themselves into view behind Ocellus. She whirls to face the new arrival with a sharp gasp.*)

**Ocellus:** Why do you look like that? (*Head-on view: there are two of them, identical.*)

**Right drone:** What do you mean? We all look the same. (*Ocellus again.*)

**Ocellus:** Not me. (*The pair.*)

**Left drone:** Of course not *you*… (*Both bow.*) …Your Majesty. We’ll go drain the love from those pathetic ponies in Ponyville just as you ordered.

(*A third pair of ravaged legs is held into view in the fore, accompanied by Ocellus’s exclamation, and the camera cuts to a mirror-smooth surface as the two drones trot away. The owner of the extra limbs turns to face the impromptu glass, revealing itself fully as Chrysalis—but she gasps in Ocellus’s voice and drops to her haunches.*)

**Ocellus:** NOOOOO!!

(*Wipe to Sandbar moving carefully through his particular sector of this crazy house. A few steps bring him within easy reach of Rainbow Dash and Rarity, both standing with their backs to him. They turn to face him fully, Rainbow showing a stern frown, Rarity a relieved smile.*)

**Rarity:** Oh! Thank heavens we found you.

**Rainbow:** (*pointing*) There’s an emergency, and we need *you*, Sandbar!

(*The camera zooms in quickly on the young pony, whose eyes widen over a mouth that stretches into an ecstatic smile and pulls in a soft gasp.*)

**Sandbar:** My first friendship adventure! Yes! Count me in! Oh, I’ve been waiting for this—wait! The others!

**Rainbow:** (*hovering toward him*) We don’t need *them*, we need *you!* Come on!

(*She flies off, accompanied by Rarity at a full gallop; after a second’s thought, Sandbar gathers himself and sprints to catch up. Wipe to Gallus, who regards his surroundings with considerable trepidation as he makes up his mind what to do next. His decision is to bend down and shift a loose rock fragment at the base of one wall; when he straightens up afterward, though, one wing feather interrupts a pink beam, causing the walls to grind a bit closer. With a surprised little grunt, Gallus hunches into himself and puts talons to temples.*)

**Gallus:** (*sweating*) Come on, Gallus…get it together…deep breaths…

(*But a few of these send enough dust into his nostrils to trigger a violent sneeze that sends him tumbling backwards to break two more pink shafts. The walls continue to close in, snapping away bits of stone and leaving him whimpering in unadulterated fright as the camera cuts briefly away from him. As the contraction stops, the view returns to an extreme close-up of his face, the crystal surfaces reflected in every square millimeter of his eyes.*)

**Gallus:** Okay. If this is a test, there’s got to be a way out. It’s just a puzzle… (*sweating, smiling/chuckling nervously*) …that will squash you if you don’t figure it out.

(*The blue eyes flick upward and spot an aperture high overhead, then across the chamber to a tangle of blue and pink beams. When he passes his talons through one of the former and gathers his nerve sufficiently to open one eye, he is met with the sight of that gap widening a notch. His confidence begins to manifest itself again in a smile and chuckle.*)

**Gallus:** No pressure.

(*A leap, and he has swung a forelimb to cut a blue beam, opening the way farther; a paw slides back to disrupt a pink one and bring the walls in.*)

**Gallus:** Huh?

(*Break a blue with a talon; close-up of his tail swinging to knock out two pinks.*)

**Gallus:** (*from o.s.*) Oops!

(*As the ceiling descends a bit in response, his talons split a blue. Cut to an extreme close-up of the sweaty, feathered face and zoom out as he catches his breath. Only two beams remain, one of each color; he pops the last blue with a talon and voices a short laugh at the widening of the exit before climbing up toward it. The fit is a tight one indeed, and while straining and grunting his way out, his tail takes out the last pink, causing the walls to seal off the chamber entirely behind him. This final closing causes the view to fade to black as the last of the light goes.*)

(*Snap to Smolder winging her way madly along the passages. A turn, a flight through a doorway, a shocked landing and fiery snort/grunt of frustration, and the camera shifts to put her right back in the room with the two-mare tea party.*)

**Smolder:** Look. I have to get out of here and find my friends, so just tell me what I have to do to pass this test. I’m not afraid of anything.

**Earth pony:** (*to unicorn*) Um, I don’t know. Seems like she’s afraid to be cute and adorable, doesn’t it?

**Unicorn:** Or maybe she’s just afraid to admit she *likes* being cute and adorable.

**Earth pony:** (*nodding*) Mmm-hmm! (*Long pause.*)

**Smolder:** (*sullenly*) Just this once. (*Clear throat; adopt a demure tone.*) May I have some tea, please?

**Unicorn:** Oh, but you can’t have tea if you aren’t dressed for it.

(*The dragon’s eyes snap from side to side as her brain works this over at thirty miles a minute. She resumes her normal tone when she speaks up next.*)

**Smolder:** Okay, but let’s keep this between us.

(*The smiling mares’ eyes widen in heightened glee, the camera zooming in slowly in on them, and a dissolve shifts the view to a head-on shot of Smolder seated at the table. She has been put into a ball gown and heart-decorated tiara, and her face has been made up. A hoof extends into view with a cup of tea, which she accepts—and from which she takes a giggly sip. Wipe to the web-filled passages; Yona thunders frantically past with a horde of red-eyed spiders in pursuit and hurls herself onto a small outcropping to gain a bit of elevation over them. Close-up of its edge as two particularly bold arachnids clamber up onto it, Yona’s hoof visible in the fore.*)

**Yona:** (*from o.s., stomping*) STOP!!

(*The impact shakes the entire cavern and brings the pursuers to a halt—that is, until a few start to descend from the ceiling on threads of webbing. One touches down gently on Yona’s nose, ignoring the contracted pupils and sweat-drenched forehead until she screams and bails out, dislodging it. A spider passes the camera in extreme close-up; behind it, wipe to the fleeing yak, who screeches to a halt with a yell as the spiders close in from up ahead .Her shudders grow as they encircle her and begin their final advance, and she drops to a whimpering huddle with hooves over eyes.*)

**Yona:** YONA NEED HELP!! WHERE YONA’S FRIENDS WHEN YONA NEEDS THEM?!?

(*She pops briefly off the cavern floor with a hoof-flailing scream that scares the horde into backing off several feet. Down she comes into her huddle, but the spiders keep their distance—a fact that does not sink in for some moments. One skitters across the stone floor toward her, stops perhaps a foot from her face, and raises a front leg with a short squeak as if to say hello.*)

**Yona:** Huh? (*It says a bit more; she stands up.*) Yona n-no mean to scream. (*smiling*) Yona love making friends. Spiders friends?

(*It climbs onto the hoof she offers and is soon cradled in both front ones to chitter its piece.*)

**Yona:** Uh, wait. (*Hold it up to one ear.*) What little spider say?

(*Wipe to Gallus, flapping along a straightaway and making good time. He arrives at the grate through which the gang embarked on this round of subterranean shenanigans and finds the crystalline roots slowly overgrowing it. The pulses of light that had run through this area in Act One have subsided, leaving it in a rather dimmer light.*)

**Smolder:** (*from o.s.*) What happened to *you?*

(*The griffon starts in surprise, and the camera zooms out to frame the dragon now on the scene—and still in her tea-party getup.*)

**Gallus:** What happened to *you?*

(*Only now does Smolder fully realize her own situation. She peels off the dress and tiara in one motion and scrubs her makeup away with a forearm.*)

**Smolder:** You never saw any of that. Got it?

(*He nods, properly cowed, and the blockage worsens a bit.*)

**Gallus:** Maybe the others got out already and we’re the last ones?

**Smolder:** (*sarcastically*) Yeah, that totally seems like something they would do.

**Gallus:** (*snarling softly, talons to face*) Any other dragon or griffon would save themselves and get out of this crazy cave.

**Smolder:** (*smiling*) Guess we aren’t just any dragon and griffon anymore.

**Gallus:** (*ditto*) Guess not. (*indicating two directions*) You go that way, I’ll check over there.

(*They clear out, the overhead tendrils slowly contorting to occlude more of the grate opening. Fade to black.*)

Act Three

(*Opening shot: fade in to a passage through which Rainbow and Rarity fly/gallop at full speed, trailed closely by Sandbar. He stops short after several dozen yards.*)

**Sandbar:** Wait. I-I really should find my friends.

(*The two mares halt their own progress and exchange mildly irked glances, followed by Rarity turning to Sandbar with a charming smile that carries a hint of malice.*)

**Rarity:** Darling! It was so generous of you to take the time to teach those other creatures about friendship.

**Rainbow:** *But* if you’re going to join us and do something that really makes a difference, we need to know where your loyalty lies.

**Rarity:** You do want to impress us, don’t you, Sandbar?

(*He acquiesces with a nod and follows them deeper into the caverns, the view fading to black as he advances toward the camera. Snap immediately to the hive-like chamber in which Ocellus found herself; Smolder flies in to do a little recon, but stops at the sound of soft crying.*)

**Smolder:** Huh? (*She lands.*) Ocellus?

**Voice of Ocellus:** Go away!

**Smolder:** We’re still in those weird caves beneath the School! We’ve gotta get outta here!

(*The young changeling—still wearing Chrysalis’s form, but using her own voice—steps out from behind a pillar and instantly gets Smolder’s dander up.*)

**Smolder:** (*gasping, hovering*) Chrysalis! Where’s Ocellus?

**Ocellus:** (*sobbing, covering face*) It’s me! I’m hideous!

(*She goes into a full-bore crying jag as the view wipes to the pool Silverstream chose to hide out from the advance of the Storm King and his goons. She is out of sight, giving Gallus no hint of her presence as he does a flyover.*)

**Gallus:** Hel-loooo?

(*A few bubbles break the surface near the rock at its center, followed by the pink head and its two-tone light blue mane fin with one ear pricking up.*)

**Gallus:** Where are—

(*She nimbly leaps up to drag him into the water, his query trailing off into a yell, and both heads pop up from behind the rock.*)

**Silverstream:** (*hoof to Gallus’s beak*) Shhhh! The Storm King will hear you!

**Gallus:** Storm King? He was defeated! We’re still under the School. This is all just some crazy test.

(*A growl from the shore makes him think twice, and a glance past the rock suggests that a third bit of cogitation might be in order. The outlines of the Storm King and his four shock troops are slowly, inexorably bracketing them.*)

**Gallus:** Okay, that’s horrifying. (*Duck down next to Silverstream.*)

**Silverstream:** (*shaking*) I can’t find any hippogriffs or sea ponies! They must all be captured!

(*Deciding that enough is too much, Gallus breaks cover and cuts an aerial beeline toward the encroachers.*)

**Silverstream:** Gallus! Get back down here!

(*He pulls into a hover…they move snarling toward him…he throws quizzical glances from one side to the other and thinks hard about what he has observed…and then, one by one, the figures’ eyes fade away and they become vaguely humanoid-shaped shadows. Down below, Silverstream cowers with hooves over eyes.*)

**Gallus:** It’s not real.

**Silverstream:** Yes, it is! (*uncovering eyes, tearing up*) He’s back and I’m never gonna see another sunset or fly through a cloud bank or study plumbing! (*Peek out around the rock.*) He’s gonna take away everything I love! (*Cut a bewildered Gallus; she continues o.s.*) I’m gonna be trapped down here forever!

(*This last sentence trips something in his mind.*)

**Gallus:** (*hastily*) I’m afraid of being trapped, too! (*He lands on the rock and tries to compose himself.*) I’m scared of small spaces.

**Silverstream:** Really?

**Gallus:** (*smiling sheepishly*) Yeah. (*Long shot of the pair, panning slowly.*) And I was stuck in a room that kept shrinking. But I realized that I had to face my fear, and I found the way out.

(*Close-up of the sea pony, chastened but thinking this revelation over; he sits partly in view on the rock.*)

**Gallus:** This is your test. He isn’t really here.

(*Silverstream’s peek over the edge of the rock tells her that the five hostiles have regained their eyes and are active in sight, sound, and motion.*)

**Silverstream:** (*small voice*) But what if he is?

**Gallus:** Then tell him exactly what you think of him.

(*Accepting this advice with a tranquil smile, she resumes hippogriff form and rises to face the shore. During the following, the camera cuts between her and the phantom Storm King.*)

**Silverstream:** (*timidly at first, but with growing rage/shrillness*) Uh…hey! Storm King! You’re nothing but a big old bully, with a silly name and a goofy crown! You thought you could scare us into doing whatever you wanted! But we learned that together we’re stronger than you! And now that we’re rid of you, we’re gonna soar through the sky and go on adventures and *never give you another thought ever!*

(*Two hooves and two sets of talons slam onto the shore, the figures changing to motionless shadows in the same instant. In the next one, the piles of rock debris casting them tumble apart.*)

**Silverstream:** Ha-ha! I did it! I told him!

(*She swoops down on Gallus, now on the shore, and wraps him up in a long, crushing hug.*)

**Gallus:** (*pushing her back*) Okay! Heh. Hug time later. We-we still have to get back to the library.

(*He points the way and both get their wings in gear to leave this barrel of laughs behind. Wipe to Ocellus and Smolder in the hive-styled cavern, the former huddled miserably on her belly.*)

**Smolder:** You’re a changeling. Just change back.

**Ocellus:** I can’t.

(*She proves it by standing up and deploying her magic, which licks over her “borrowed” form to leave it absolutely unaltered.*)

**Ocellus:** Maybe my past was so horrible, it’s still inside me, just waiting to come out again.

**Smolder:** That’s ridiculous. That’s not who you are anymore. You’ve changed.

**Ocellus:** Maybe we can’t really change that much.

**Smolder:** (*mumbling under her breath*) I like cute, silly stuff.

**Ocellus:** I’m sorry, what?

**Smolder:** (*hovering*) *I like cute, silly stuff!* (*Close-up.*) But ever since school started, I’ve realized that…sometimes I kinda don’t mind cute stuff.

(*The gale of laughter that comes from Ocellus’s direction prompts a very dirty look; cut to both again as Smolder touches down. Ocellus drops to her haunches and cuts herself off with a slightly embarrassed throat-clearing.*)

**Smolder:** If a dragon like me can admit she likes tea parties, that’s proof we *can* change. (*smugly, buffing knuckles on chest*) I was gonna invite you to a top-secret tea party with me— (*turning away*) —but if you want to stay down here...

**Ocellus:** Oh, no! I want to come!

(*A fresh wave of arcane fire passes over the hole-riddled form to re-establish her normal self.*)

**Smolder:** I thought that might work. Come on! Let’s go!

(*Both take wing and she leads Ocellus out of this unpleasant neighborhood. Wipe to the entry point, the grate opening now almost completely overgrown. Gallus and Silverstream are already hovering up near it, and Ocellus and Smolder arrive and land.*)

**Silverstream:** Where’s Yona and Sandbar?

**Gallus:** The way out is closing!

**Ocellus:** We aren’t leaving without them.

(*The skittering of hundreds of tiny legs gives all of them pause and startles Ocellus into a hover. On the start of the next line, here comes the missing yak, joyfully leading the masses of spiders at a gallop; one is clinging to the blanket on her back.*)

**Yona:** Yona find you guys!

(*The other four utter cries of revulsion, Smolder quickly hoisting herself well clear of the floor.*)

**Silverstream:** Hey Yona, who’s your…spider army?

**Yona:** Yona always scared of spiders— (*holding one up*) —but then Yona meet Spindle!

(*The others lean in close to hear its squeak and react with assorted expressions ranging from happiness to disgust. Now the one on Yona’s back drops free.*)

**Yona:** Yona realize on reason to be afraid. Spiders and yak friends. (*The other four are back on the floor.*) So Yona ask new friends for help finding old friends.

**Gallus:** Do you think your new friends can help us find Sandbar?

(*Yona looks down at Spindle, which snaps off a salute and an order, and sets it down so it can bring up the rear as the spiders charge off in a body.*)

**Smolder:** Of all the strange things that have happened tonight, that’s the strangest…right?

(*All five head out after the arachnids, Ocellus lifting off and the others relying on leg-power. Wipe to Rainbow, Rarity, and Sandbar pelting along a corridor and zoom in on the colt, whose face gives away his growing unease at having left his classmates in the lurch. Soon enough, he decides that things have gone far enough.*)

**Sandbar:** Okay! (*Close-up of one hoof planting itself; he continues o.s.*) Enough! (*Cut to him.*) I’m not going anywhere without my friends!

(*The mares have stopped to face him by the time he finishes; he turns to leave, but Rainbow whooshes back to hover in his face.*)

**Rainbow:** So you don’t care about anypony but your friends? Are you really that selfish? (*Rarity joins them.*)

**Rarity:** Honestly, you really are such a disappointment.

**Sandbar:** I’ve always looked up to you. You would never turn your back on each other, and that’s what makes you strong. Now I have a group of friends that I think is every bit as amazing as yours. If I have to give up on them to make you proud, then you aren’t the ponies I thought you were. (*The other five students fall in behind him.*) I don’t care if I disappoint you. You disappoint *me*.

(*Satisfied smiles come over the white and sky-blue faces, and their owners vanish in a brilliant flash. Long pause.*)

**Silverstream:** (*hovering*) Did you just tell our professors you were *disappointed* in them?

**Sandbar:** Something tells me those weren’t actually our professors. Besides, they tried to get between me and my friends.

**Smolder:** That’s all very sweet. (*Chuckle.*) Now can we please get out of here?

(*She leads the group in a flying/galloping rush back the way they came. Wipe to the entry point, now reduced to an impossibly small spot of light through the tangles of crystal roots. They approach it, Sandbar climbing the mass and jamming as much of his head into the gap as will fit—that is to say, very little. Quickly giving up on the idea of using his skull as a doorstop, he pulls loose and turns, with the others, toward a flare of bright pink light issuing from o.s. Cut to the source, the glowing Twilight who appeared when they first leaped into this underground loony bin—only now floating just above the ground without the use of wings or magic.*)

**Sandbar:** (*from o.s.*) *You!* (*Cut to him, Gallus, and Silverstream.*) You’re not Headmare Twilight, are you?

(*She shakes her head, that placid smile never shifting an atom, and Ocellus gasps deeply.*)

**Ocellus:** You’re the Tree of Harmony! (*Nod.*)

**Silverstream:** (*scratching head*) The Tree of Harmony turned into a sparkly version of our headmare to talk to us? Did I miss a chapter in class?

(*The Tree-as-Twilight finally speaks up.*)

**Tree of Harmony:** Like all living things, I change as I grow. As I have grown, so have my abilities.

**Gallus:** I’m a bit rusty on pony history— (*angrily*) —but since when does the Tree of Harmony trap creatures in a cave with their biggest fears?

**Tree of Harmony:** You chose what you saw in my roots, not me.

**Sandbar:** (*gasping happily*) Our friendship got us past our fears! (*The Tree nods.*)

**Tree of Harmony:** You were more concerned with each other’s well-being than your own. (*Slow pan across them; she continues o.s.*) You were strong when your friends were weak. You let each other in and showed that you would be there for each other, no matter what. (*Back to her, wings spreading.*) Friendship *is* in your nature.

(*A blinding white glare radiates outward from her, forcing all to shield their eyes; by the time their vision has cleared, she is gone and the roots are retreating from the grate opening. Gallus and Sandbar hang back as the other four climb/fly toward the library.*)

**Gallus:** (*to Sandbar*) W-We just learned a friendship lesson from a tree, didn’t we?

(*They head up; cut to the library as all six gather near one wall. Muted light is visible through the far window—just about sunrise of the next day, based on the Tree’s deadline for escape and how close they cut it. After a cautious peek around the end of a set of shelves, Cozy steps into the open; a stack of notepaper rests nearby.*)

\*\*\* *From here on in, the underground echo is gone from their voices.* \*\*\*

**Cozy:** (*relieved*) You’re all right! (*dropping to haunches*) I came back with my notes and saw this and didn’t know what to think.

**Silverstream:** We’re better than all right. We just got tested by the Tree of Harmony— (*She leans into Cozy’s face…*) —and we totally passed! (*…and whips back to her buddies.*)

**Cozy:** (*wonderingly*) The Tree of Harmony? (*Stand up.*) Here?

**Silverstream:** Yeah! (*gesturing toward grate*) Well, below here, under the School. (*miming actions*) We found this, and went down, and met the Tree, and Gallus was all— (*imitating him*) —“Friendship is not in our nature.” (*own voice*) And the Tree was like, “*Whaaat?!?*” (*Lean into Cozy’s face, beak jammed to nose.*) Then it tested us!

**Smolder:** Long story short… (*patting Silverstream’s wing*) …friendship *is* in our nature. (*proudly*) The Tree said so.

**Ocellus:** I guess we should tell somepony there’s a giant magical hole in the libarry [*sic*].

(*Right on cue, that hole gets closed off thanks to a crystal tendril dragging the grate back into place and withdrawing from sight, accompanied by a brief and weak flare of light.*)

**Ocellus:** Or not.

**Sandbar:** We have to tell our professors about this! They won’t believe that—

(*Zoom in quickly on Cozy, suddenly panicked with hooves to cheeks.*)

**Cozy:** You can’t!

**Smolder:** Why no?

**Cozy:** (*miserably, sinking to haunches*) Because it’s my fault. (*Slow pan across the six; she continues o.s.*) You were all getting along so well and I felt left out. (*Back to her.*) I was jealous, and it upset you so much, the Tree of Harmony had to test you. (*Gasp; the red eyes fill with tears.*) Ohh, I’m gonna get expelled for sure! (*Sob.*) Please don’t tell anypony about this, especially the professors! Please, please, please, please, pl—

**Smolder:** (*from o.s., exasperatedly, covering her face with a hand*) Okay!

(*Longer shot, framing these two and Yona; she uncorks a weary yawn and withdraws the clawed fingers.*)

**Smolder:** I’m actually too tired to do anything right now.

**Sandbar:** (*from o.s.*) Yeah.

(*Zoom out to frame the whole group, the six spelunkers all showing signs of fatigue. Cozy gets to her hooves.*)

**Sandbar:** But we can’t go to sleep. We’ll miss the test. (*Close-up of Gallus, who goes from “yawn” to “total panic” in nothing flat.*)

**Gallus:** The test! I almost forgot!

**Ocellus:** (*yawning, smiling drowsily*) We’re all gonna fail.

(*She, Silverstream, and Yona are asleep within seconds, the first two settling to their bellies and the third flopping onto her back. Gallus bunks down by Silverstream, Smolder on Yona’s belly.*)

**Cozy:** (*from o.s.*) What if I tell Professor Sparkle— (*Cut to her.*) —I needed help organizing these books and you were all kind enough to pitch in? I’ll get you an extension.

**Sandbar:** (*yawning*) Thanks, Cozy. (*He lies down.*) That’s nice of you. (*Out like a light.*)

**Cozy:** I’m just so sorry I caused all of this. You’re such good friends. I’m sorry I ever doubted you.

**Silverstream:** (*talking in sleep*) No problem…friendship is…

(*She does not get to finish the thought before dozing off again and adding her hearty snores to the somnolent symphony.*)

**Cozy:** (*gently, walking past them*) You get some rest. Don’t give any of this another thought.

(*Cut to just below the grate as she steps up to peer through the curling bars, a now-steady glow casting itself upward and across her face.*)

**Cozy:** Just let Cozy take care of everything.

(*She smiles serenely into the depths, the camera cutting to an extreme close-up of her face. Fade to black.*)