**SCHOOL RAZE—PART ONE**

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Prologue

(*Opening shot: fade in to a long shot of the School of Friendship, seen during the day, and zoom in slowly as Derpy Hooves wings into view. Wearing her brown mail-delivery shirt and cap, the gray pegasus fishes an envelope from her bulging saddlebags and peers closely at its address. Cozy Glow walks into view in the fore, the camera angle framing her own set of bags and a length of violet cloth secured loosely around her neck as a collar. She is just in time to watch Derpy go face-first into the School crest mounted above the front entrance. Envelopes rain down as the cross-eyed mare rubs her nose with a grunt of pain and shakes her head clear, but Cozy snaps to it and catches them all before any can hit the water. She slides them into her saddlebag as Derpy touches down to face her just short of the doors. This sequence picks out the gold brooch—a replica of the crest—securing Cozy’s collar.*)

**Cozy:** Thank you for the mail delivery. Have a wonderful day!

(*After Derpy salutes and takes off, Cozy flies to the doors, pushing one open so she can enter. Cut to the filly happily walking a hallway; she stops short upon finding an empty juice box lying on the carpet, but rolls her eyes with good humor and nips it away in her teeth. A quick flight brings her to a recycling bin and trash can, which receive the box and straw respectively, but she doubles back at the sight of a rather confused filly studying a map.*)

**Cozy:** You’re new here, right? (*A smiling nod in response.*) I’m Cozy Glow, Professor Sparkle’s friendship assistant. Welcome to our school! (*She takes the map and runs an eye over it.*) Your first class is just down that hall.

(*On the end of this, she points off to one side; the newcomer bites down on the sheet’s edge and trots away with it as indicated, and Cozy continues on her way. Cut to the library, where Silverstream and a couple of other students are working and studying. One of the closed doors opens to let her in; after she has shut it again, the camera cuts to the young hippogriff and the crossword puzzle that has her stumped. Cozy hovers over her shoulder for a better view.*)

**Cozy:** (*thoughtfully*) A seven-letter word for teamwork. (*Big grin.*) Have you tried “synergy”?

(*Silverstream lets her pencil dance across the paper and smiles at the result.*)

**Silverstream:** That’s it! Thanks, Cozy! (*Who flies toward a window…*)

**Cozy:** What are friends for?

(*…and then out of sight around a corner, followed by the sound of a door closing. Cut to a long shot of Twilight Sparkle in her office, desk stacked high with books and three different documents floating in her aura, and zoom in slowly before cutting to just behind her. One door opens, seemingly on its own due to the lower portion being cut off by the edge of the desk, but Cozy’s curly blue mane and yellow bow bob up and down in time with her approaching hooves. She pops up to hover at Twilight’s eye level, holding the envelopes she saved from Derpy’s mishap.*)

**Cozy:** (*pushing down the scroll Twilight is reading*) Good morning, Professor Sparkle.

(*She sets the stack on the desk and lands; Twilight goes into a full panic at the sight of it.*)

**Twilight:** The mail’s here already? (*Fly to a clock.*) What time is it? I’m late for my class’s field trip to Cloudsdale!

(*One hoof pulls a cabinet door open, and her field takes over from there, extracting saddlebags and plunking them across her back, then closing the door. Her frantically trotting fit of hyperventilation curtails itself as Cozy hovers up to her and speaks.*)

**Cozy:** (*removing the bags*) Don’t worry. I asked Professor Rainbow Dash to cover for you. (*Touch down.*)

**Twilight:** (*slightly puzzled*) And she said yes?

**Cozy:** (*nodding*) Uh-huh. I told her how busy you are and how much her loyalty meant to you. (*checking a notepad*) I also color-coded your teaching schedule by friendship Element and catalogued all the magical artifacts in the School. (*timidly*) I hope that’s okay.

**Twilight:** (*hovering briefly*) Okay? Cozy, that’s amazing! (*hugging her*) You’re like my right-hoof pony! (*circling to desk*) I don’t know what I’d do without you.

**Cozy:** (*giggling softly*) It’s like you taught me. Helping is what friendship’s all about. (*Twilight, now seated, floats and stacks the day’s mail.*)

**Twilight:** Exactly. And hopefully my class is learning that on their field trip right now.

**Cozy:** I heard they might do some sightseeing first.

(*Twilight turns to glance out the nearest window at a distant whitish patch in the sky that can only be Cloudsdale proper. Zoom in on it and dissolve to a closer shot of the city’s weather factory; rainbow waterfalls spill from one section, another is heavily encrusted with icicles, and a rainbow and a bank of lightning-filled storm clouds hang over still others. Rainbow Dash hovers into view in the foreground.*)

**Rainbow:** Ta-da! The Pegasus Weather Factory! Every drop of rain or flake of snow from Cloudsdale comes from there.

**Students:** (*from o.s., awed*) Wow…

**Rainbow:** I know, right?

(*She turns to the direction from which their voices came, a hint of irritation replacing the broad grin on her face, and the camera cuts to frame the tableau on this end. The field-trip group consists of several young learners, including Sandbar and company, and Starlight Glimmer with a spell running. They have gathered on a large cloud, Ocellus hovering just above its surface and marveling at it, Yona lying on her belly and shaking with fear.*)

**Rainbow:** (*gesturing toward the factory*) Hey! The cool stuff’s over here! (*General move in that direction.*)

**Ocellus:** Wow… (*She touches down; Sandbar jumps a bit.*) I’ve never stood on a cloud before!

**Starlight:** You can’t normally, but for our trip I cast a spell that lets us walk like pegasi.

(*Extreme close-of her hooves poking at the condensed vapor on the end of this, then cut to Gallus near one edge. A strong gust ruffles his wings and brings a big smile to his face.*)

**Gallus:** Hey, Yona! Come check out this view! (*taunting*) Unless you’re too scared. (*Pan quickly to the yak, who stands with her dander up.*)

**Yona:** Yona not scared!

(*But she is very surprised to find herself slowly sinking into the cloud—and then plummeting the rest of the way through it to go into a screaming free fall.*)

**Yona:** (*fading out*) NOW YONA SCAAAARED!!

(*Cut to the hole she has left, the camera pointing up through it, on the end of this. Every face stares pop-eyed after her, and every voice gasps in shock and fear. Starlight has stopped casting her spell. Snap to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a very long shot of the cloud’s underside, Yona letting her lungs have free rein as she plunges past the camera, then cut to the others. Starlight strains mightily to fire up her horn again, but can manage only a couple of feeble sparks. She has just enough time for one stunned gasp before dropping like a rock, the non-winged attendees quickly following suit. Those who can fly—Rainbow, Gallus, Ocellus, Silverstream, Smolder, and a pegasus filly—end up hovering before gravity can spill them as well.*)

**Rainbow:** Come on! We gotta catch ’em!

(*Down they go, Rainbow catching Starlight, Smolder intercepting Sandbar, Silverstream and the pegasus saving one student each. The only one left is Yona, who voices her high-decibel reaction to the speed at which the ground is closing in and covers her hooves in close-up. Gallus’s talons and Ocellus’s forelegs lance into view to catch her.*)

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

(*Zoom out quickly to frame all three; her two rescuers have made the catch with only a foot to spare, if that much. Yona uncovers her face and sees just how close they cut it.*)

**Ocellus:** It’s okay, Yona! You like flying, remember?

**Yona:** (*petulantly, crossing forelegs*) Flying, not falling!

(*They set her down on her rump, and she eagerly hunches down to kiss the grass as the rest of the expedition reassembles itself down here.*)

**Starlight:** I don’t understand! I-I-It’s like my spell stopped working! That’s…never happened before.

(*Her worried expression is a perfect mirror for those on the faces of students and professor alike. Wipe to Twilight at the desk in her office, with Cozy hovering over one shoulder and no longer wearing her bags. Rainbow opens the doors from outside so Starlight can gallop in.*)

**Starlight:** We have an emergency! (*Rainbow swoops down to the desk.*)

**Rainbow:** The students dropped out of the sky!

**Twilight:** (*pushing them apart, hovering out of chair*) Slow down. What happened?

**Starlight:** I cast a spell for our field trip to Cloudsdale, but my magic just failed!

**Rainbow:** We barely caught everypony in time! (*Twilight lands facing them.*)

**Twilight:** I’m glad you’re all okay— (*touching Starlight’s shoulder; Cozy joins them*) —but I’m sure it’s nothing to worry about, Starlight. Maybe you did your spell wrong.

(*The pinkish-violet unicorn shoots her a glare that could burn through a foot of concrete.*)

**Twilight:** (*horn aglow*) Let’s take a look.

(*Her magic slides a book from a shelf—and then fades away so that it thunks to the floor.*)

**Twilight:** (*taken aback*) I didn’t drop that book.

**Starlight:** (*dryly*) Maybe you did your spell wrong? (*A thud from o.s.*)

**Rarity:** (*from o.s., slightly muffled*) Ow!

(*Eyes turn to the again-closed doors, one of which is opened from outside by an airborne Fluttershy. Rarity stands at the threshold, rubbing her nose—the cause of the disturbance—with her rump hidden by the other door.*)

**Fluttershy:** Rarity ran into the door.

**Rarity:** (*sobbing, mascara running*) My magic is gone! I even had to use my hooves to coif my tail!

(*She throws that door open as she finishes, revealing a haphazard mess of purple hair that has a brush firmly stuck in it and is secured with a sloppily knotted pink bow at its base.*)

**Rainbow:** (*to Twilight, pointedly*) Still think there’s nothing to worry about?

**Twilight:** This doesn’t make any sense! Magic can’t just disappear! Something has to be causing this! (*Cozy rises to a hover.*)

**Cozy:** Um, didn’t we learn in class about a creature that eats magic? Tear…uh, Tee…Ter-somethin’?

**Fluttershy:** (*gasping*) Tirek! (*Rarity has cleaned her face now.*)

**Rainbow:** Isn’t he trapped in Tartarus?

(*Referring to Lord Tirek, who was indeed re-imprisoned in that realm after breaking out and trying to drain all the magic out of Equestria in “Twilight’s Kingdom.” Further pondering is cut off by a bang at the door; cut to Spike racing in, retching uncontrollably with cheeks bulging as if his last dozen meals are about to come back up.*)

**Twilight:** Spike! What’s wrong?

(*Now down on all fours, the little guy burps up a few wisps of smoke and flame until Rarity claps a hoof onto his back. The strike drives out one last burst, giving him relief.*)

**Spike:** (*sighing*) Thanks. (*It forms into a scroll; he gets upright.*) I’ve never had a letter get stuck before.

(*A moment’s perusal of the contents gets him just as scared as all the others.*)

**Spike:** It’s from Princess Celestia! We’ve all been called to an emergency meeting in Canterlot! (*Cut to Twilight; he shoves it into her face and continues o.s.*) Look!

(*The Princess extends her magical hold, only for it to wink out almost immediately and drop the scroll to the carpet.*)

**Twilight:** Pretty sure I know what it’s about.

(*Concerned looks pass between the others. Dissolve to a long shot of Canterlot and zoom in slowly.*)

**Princess Celestia:** (*voice over*) Throughout our city, ponies have been reporting tales of their magic failing.

(*Cut to the throne room of Canterlot Castle. She and Princess Luna stand side by side at the seats of power, addressing the floor-level gathering of Twilight and her friends, Princess Cadence, Starlight, and Spike. Rarity has her tail back in order.*)

**Celestia:** Spells going wrong, potions not working.

**Luna:** Even raising the moon has become difficult. Are there similar troubles in Ponyville?

**Twilight:** We experienced it first-hoof.

**Cadence:** It’s the same in my kingdom. The Crystal Heart seems safe for now, but…I worry if this continues.

(*Sound of a door opening, followed by a pegasus stallion flying into the room. He wears the blue uniform jacket and peaked cap used by delivery ponies in the past, with a lighter blue dress shirt and dark gray necktie, and is carrying a set of saddlebags. Landing before the dais, he takes a moment to catch his breath before speaking.*)

**Delivery stallion:** (*saluting with a wing, fishing in bags*) Letter for the Princesses, from Starswirl the Bearded.

(*An envelope is produced and taken from him a flying Spike, who carries it up to the recipients as the stallion turns to exit. Since horn-power is on the fritz, the dragon holds it up at Celestia’s eye level.*)

**Celestia:** (*sighing sharply*) It is even more terrible than we feared! Magic is disappearing all across Equestria! (*Gasps from the eight still on the floor.*) Starswirl believes the power will drain from our land in three days. First, unicorn magic and spells will fail. (*Cut to Twilight and Starlight.*)

**Starlight:** (*to Twilight*) Th-That’s what’s happening now. (*Back to Celestia, Luna, and Spike on the start of the following.*)

**Celestia:** On the second day, creatures will lose their magic abilities.

**Fluttershy:** (*gasping*) Oh, no!

**Celestia:** And finally, magical artifacts will stop working. When the sun sets on the third day— (*hoof to forehead; Spike backs off*) —the magic in our world will be gone…forever!(*A louder round of gasps.*)

**Cadence:** But why is this happening now? (*Spike returns to the floor.*)

**Luna:** That’s the worst part. We have no idea.

**Twilight:** Has anypony checked on Tirek?

**Pinkie Pie:** You mean the big red scary centaur who eats magic? Why would we want— (*She suddenly catches on with a gasp and smiles.*) —ohhhh, riiiight.

**Celestia:** If he has found some way to escape his prison or work from within it, he could be responsible for this.

**Luna:** That is the best explanation so far. Somepony should investigate.

**Twilight:** (*stepping forward*) We’ll go.

**Rarity:** (*ditto*) Oh, no, no, no, no, no, no. Not without us, you wo— (*trailing off*) —wait. Did you say “we”?

**Twilight:** (*pivoting to face group*) I’ve finally learned that it’s okay to count on your friends for help. Um…you do want to come, right?

**Rainbow:** (*smiling*) Uh, duh!

**Celestia:** Thank you all. We will search for ways to protect Equestria in your absence.

**Luna:** Be careful. Tartarus has changed since you were there. It now holds many dangerous creatures, and you won’t be able to rely on your magic. (*The others save Cadence step up around Twilight.*)

**Applejack:** With her friends by her side, she won’t have to.

(*Luna can only be referring to Twilight’s errand to return the wayward dog Cerberus to his guard post in “It’s About Time”—a trek only mentioned, but not seen on camera. Dissolve to a hallway within the School. One of the double doors to Twilight’s office opens so that she and Starlight can emerge, the Princess with saddlebags slung up.*)

**Twilight:** Okay. I left you my lesson plan, all my student files, and my annotated syllabus notes. (*Stop.*) If anything goes wrong, get Celestia.

**Starlight:** (*nodding*) Got it. (*A brief thought makes Twilight cringe.*)

**Twilight:** (*spreading/folding wings, trudging past Starlight*) Maybe I should just close the School and send my students home?

(*Starlight turns her around with a smiling sigh and a gentle hoof on the chest.*)

**Starlight:** (*as both walk off*) Would you go save Equestria already?

(*In a blink, they have met up in the entrance hall with the other five mares and Spike, all toting their own luggage—a small backpack carried by the dragon, saddlebags for the others. On the next line, Cozy trots up with a full paper bag in her teeth that is marked with the four-pointed stars from Starlight’s cutie mark. Several others are visible on her back, between her wings and the ringlets of her mane.*)

**Spike:** Okay. Cozy packed us all up for a trip to Bad Guy Central. (*Cozy lets the one in her mouth drop onto a hoof.*)

**Cozy:** Don’t forget the sandwiches!

(*A flick of one wing deposits seven more on the carpet, xix of which bear a symbol matching the clip on a different pony’s bags. The last is decorated with a scatter of gemstones.*)

**Cozy:** I marked whose is whose, just in case. (*hovering, to Spike*) Starlight can’t stand mustard.

**Starlight:** That’s so sweet of you, Cozy. But Twilight has asked me to stay here to run the School.

(*Twilight nods, but Cozy’s mood deflates considerably as she lands and Spike puts on his pack.*)

**Cozy:** Oh. I thought that after what happened last time—

**Spike:** Once you survive Discord, anything else is a piece of cake.

(*He walks off, while the filly aims a big-eyed whimper up at the headmare and counselor.*)

**Twilight:** Plus, she’ll have you to help her.

**Cozy:** (*instantly brightening, rearing/hovering*) Oh, golly, yes! I promise I’ll be the best assistant ever! (*to Starlight*) Come on! We can start working on your substitute-headmare plans right now, if you like.

**Starlight:** (*taken aback*) Wow! (*glancing to Twilight, who nods*) Uh…okay.

(*She follows Cozy in one direction and Twilight’s friends exit in another, leaving Princess and dragon alone in the entrance hall.*)

**Twilight:** (*to Spike*) See? Nothing to worry about.

(*A split-second later, she has yanked him up by the straps of his pack for a frenetic face-to-face.*)

**Twilight:** Tell me there’s nothing to worry about.

(*She lets him go and dusts off his chest, ignoring the nasty look he sends up at her and the disgusted hand he claps to his face. Fade to black.*)

Act Two

(*Opening shot: fade in to a group of students approaching the School’s front entrance from outside. They open the doors and enter, finding quite a few others milling about the space, and the camera zooms in on Cozy standing behind a lectern at the far end.*)

**Cozy:** Good morning, friendship students! (*glumly*) I know we’re all sad Professor Sparkle is away— (*smiling*) —but don’t worry, because she left me in charge, to do things just the way she would.

(*An overhead shot of the meeting picks out the crates on which she is standing to see over the lectern.*)

**Gallus:** Uh, I thought Starlight Glimmer was gonna be temporary headmare.

**Cozy:** She was— (*pulling out a sheet*) —but she left me this note.

(*It bears a few lines of writing and a sketch of Starlight’s cutie mark.*)

**Cozy:** (*reading, dramatically*) “I have to go. Twilight needs my help. I know the School is in good hooves with you, Cozy.” (*Set it down with a giggle.*) Isn’t that sweet? (*Hover over the lectern.*) We won’t let Starlight down, will we?

(*Murmurs of agreement run through the crowd as she settles back onto the crates, but Sandbar and company still have their suspicions.*)

**Smolder:** It’s just kinda weird, isn’t it?

**Cozy:** (*hovering briefly, shrugging*) Uh, I don’t know what you mean.

**Smolder:** Like, why’d she change her mind? Why did Starlight write a note instead of saying goodbye to us herself? Doesn’t make any sense.

(*The murmurs become quite puzzled, but the pink filly does her best to defuse them with an airy giggle.*)

**Cozy:** Oh, Smolder, you forget. (*sitting on lectern’s edge*) We’re not scheming dragons, we’re ponies! (*Hover at Smolder’s eye level.*) Sounds like somecreature needs to do a little extra friendship homework.

(*She pokes said creature playfully in the nose on “little” and ends with a wink. The end result is to draw a round of laughs from the other students and set this one snarling and snorting out wisps of smoke. The next words bring her back to herself, though, and the camera zooms out in steps on each of the next three lines.*)

**Yona:** (*angrily*) Yak not pony either! If Smolder get homework, Yona get homework.

**Ocellus:** Me too!

**Sandbar:** I’m in!

**Silverstream:** Yeah! (*laughing, hugging Sandbar/Smolder*) Homework party!

(*All five pairs of eyes turn toward Gallus as the camera zooms out one more time to frame him. Long, tense pause.*)

**Gallus:** (*groaning*) Fine.

**Cozy:** What loyalty. (*backflipping to lectern*) Professor Rainbow Dash would be so proud. You are such good friends. You all are! And I’m grateful because it will be awfully hard running a whole school alone. Can I count on each of you to help me?

(*Cheers and whoops rise from all except these six.*)

**Cozy:** (*clapping*) Thank you so much! It’s just like our professors taught us. Together, we can get through anything!

(*Wipe to a long shot of Twilight and company, slowly picking their way down a crumbling flight of steps and onto a path that is in just as bad a shape. The region through which they are traveling makes the Everfree Forest look like an oasis by comparison: patches of scrubby trees and bushes interspersed with barren monoliths and natural arches, the whole overtopped by a sky filled with foreboding gray clouds and gloomy haze. The buzzing of scores of flies can be heard even from this distance as the camera zooms in slowly and cuts to a close-up of Rarity, who waves and blows uselessly at the ones swarming around her. The one that comes to rest on her nose gets a particularly venomous glare, followed by a smack that it dodges; her eyes water from the pain of the hit.*)

**Rarity:** Ow! (*Groan; swat at them.*) I have had it with these horrible flies! (*crying*) I miss my magic!

(*A longer shot proves that none of the others are faring much better.*)

**Twilight:** (*flicking tail*) Have you tried using your tail to shoo them away?

**Rarity:** (*affronted*) Oh, bite your tongue! (*stroking tail*) It’s for decorative purposes only.

(*Cut to Pinkie, who has sat down and removed her saddlebags to rummage through them.*)

**Pinkie:** Hey! I didn’t know we packed green cupcakes!

(*The one she holds up for Fluttershy and Spike to see is indeed this color—but not a healthy one by any stretch of the imagination. The mold and fungus spreading across its top speak to just how badly it has gone over, and Spike struggles to hold in his gorge.*)

**Fluttershy:** Um, we didn’t. They must have gone bad without magic to keep them cold. (*Pinkie scarfs it down…*)

**Rainbow:** (*dismissively*) Magic this, magic that.

(*…and goes sickly green in the face. She produces the cupcake—whole and unchewed—on the end of her tongue and lets it hit the ground as Rainbow continues.*)

**Rainbow:** We don’t need magic to go on a little hike.

(*As if responding to her assertion, a lightning bolt rips the sky and a torrential storm begins, instantly turning manes and tails into lank, sodden masses of hair and clearing away the flies. All seven hurry to take cover under a tree; the instant they reach its shelter, they dry out. Pinkie is wearing her bags again by this point.*)

**Rarity:** You were saying?

**Applejack:** You just need to think more like earth ponies, y’all.

(*She pokes around in her bag; cut to a close-up of a small jar as she holds it up. Contained within it is a brown mush studded with fragments of apples.*)

**Applejack:** (*from o.s.*) Granny’s Apple Core No-Bite-No-More. (*Longer shot; Rarity takes a dab, then Applejack.*) That’ll keep the flies off.

(*The smell seems to disagree with the white unicorn; when Pinkie takes a dab, she raises the stakes by sniffing at it, voicing a cry of revulsion, and pinching her nose.*)

**Pinkie:** (*nasally*) It smells just like it looks!

(*That hoof stays firmly in place as the other one smears the gunk across one cheek, and Rainbow starts applying it to her haunch.*)

**Fluttershy:** (*prodding a nearby blueberry bush*) Even if our food’s spoiled, these blueberries are still good to eat.

**Spike:** Too bad we can’t do anything about the rainstorm.

**Rainbow:** I can’t stop that storm by myself, but I can still help!

(*She rockets into the clouds and returns pushing a white one, which she holds up and low near the tree while still hovering. The other six race out from the tree and gather beneath it, all traces of the No-Bite-No-More now gone.*)

**Twilight:** I think we have all the magic we need right here. (*Mild surprise on the others’ part.*) Not that I don’t want to get it back. (*Chuckle.*) Let’s go!

(*They move out, the blue daredevil keeping pace to block the rain. Wipe to the exterior of the School that night; the sound of happy jabbering voices is heard from within, and the view cuts to Sandbar in a hallway. He takes his leave of another student, teeth set into the free end of the strap cinching a couple of books together, and happens upon a trio of passing fillies.*)

**Filly 1:** Cozy Glow baked our class cupcakes today! (*Close-up of them.*)

**Filly 2:** (*showing off a bracelet on one foreleg*) And she made all of us friendship bracelets!

**Filly 3:** She’s the nicest pony I’ve ever met. I’m so glad she’s headmare.

**Sandbar:** (*from o.s.*) Uh… (*Zoom out to frame him, setting his books down.*) …*temporary* headmare? Right, guys?

**Filly 1:** Oh, oh, of course. But if Twilight takes her time coming back, I won’t mind.

(*The three stroll away giggling, but the colt narrows his eyes at them and bites down on the books’ strap to go on his way. Cut to the library as he butts his way in through one door. The lights are down, the tables and chairs deserted, but he brightens upon turning down a particular side aisle.*)

**Silverstream:** (*from o.s.*) Finally!

(*He finds her and the rest of the motley crew hunkered down amid variegated books and snacks.*)

**Silverstream:** We thought you forgot about Study Club. (*He sets down his load.*)

**Sandbar:** Sorry I’m late. Cozy Glow gave our class tickets to a Sapphire Shores concert in Ponyville tonight. (*Silverstream grins widely; cut to Gallus and Smolder.*)

**Gallus:** You get the feeling Cozy’s trying too hard to make us like her? (*Pan to Ocellus/Silverstream/Yona on the next line. Yona eats from a bowl of chips.*)

**Ocellus:** Or maybe she just wants to help us keep our minds off of how scary it is that magic’s disappearing.

**Smolder:** I don’t trust her. (*She shuts the book she is holding and puts it aside.*) What’s she up to behind those big eyes and bouncy curls?

(*She stretches her eyelids wide open and mimes fluffing a mane full of ringlets as she names these last two features. A rattling from elsewhere in the library brings Yona to her hooves.*)

**Yona:** (*peering through shelves*) And why Cozy pony coming out catacombs so late at night?

(*The other five join her, the camera shifting to frame the six pairs of eyes staring over the tops of two sets of books—one above the other—then to their perspective. Yona has called it correctly; the floor grate that led them to the underground caverns in “What Lies Beneath” has been dislodged, and Cozy is climbing up into the library, saddlebags on back and firefly lantern in hoof. She takes flight for the exit, the six peeking curiously/distrustfully out after her from their vantage point.*)

**Gallus:** Let’s go ask her.

(*The unconventional herd moves out. Wipe to a long shot of a foreboding pair of double doors set into the base of a craggy mountain whose only signs of life are the mass of vines grown wild over the arched frame, and a threatening little growl in the near distance. Their deep red surface is set with a symmetrical pattern of lighter arcs and swirls, dominated by a large gold sun inscribed in a circle whose inner area has been left empty. As the mares and dragon approach up the steps leading to a broad stoop, the camera tilts down slowly to show that this portal stands nearly ten times their height and could allow all seven of them to walk abreast with little trouble. At their height is a square inscribed with circuit-like pathways and sporting a large circular aperture just below its center. This display is tilted 45 degrees, as is the small square at each corner. The storm has stopped, and Rainbow has ditched the cloud she was using to shelter the seven.*)

**Twilight:** This is the only door to Tartarus. (*Close-up of her and Applejack.*) The good news is, the seal isn’t broken, so we know Tirek didn’t escape.

**Applejack:** Let me guess. You got bad news too.

**Twilight:** Last time I was here, I had to use magic to get in. And according to Starswirl, all unicorn magic was gone by yesterday’s sunset. (*The sky above the group has cleared to show nighttime stars.*)

**Rainbow:** Maybe he was wrong!

(*The Princess gives her a highly skeptical look, but has a go at it nonetheless. A moan of effort escapes her tight-locked teeth, but all she can work up are a few weak sparks before giving up with a groan. In no time, Pinkie has zipped up to throw a cheerful foreleg across the light violet shoulders.*)

**Pinkie:** Don’t worry, Twilight. I got this.

(*She darts away and returns in a flash, a giant foam pizza slice stuck around her neck; her knocks on the doors echo from the bang of hoof on metal.*)

**Pinkie:** (*singsong*) Free pizza delivery!

(*A pizza box is swiftly produced from one saddlebag and held out, ready to deliver to any being that answers the knocking—but none does.*)

**Pinkie:** Hmph. Always worked before. (*She casually tosses the pie…*) Oh, well. (*…and sits to pull and dump her costume.*)

**Applejack:** Did any of y’all pack somethin’ that could actually help?

(*All seven fall to rooting through their luggage; Rarity comes up with her sleep mask, a pincushion, and a spool of thread.*)

**Rarity:** These all do magic— (*trading them for a perfume atomizer*) —but not the kind we’re looking for, I’m afraid.

**Spike:** (*pulling out a conical item from Twilight’s bags*) How about this?

(*It is made of a solid piece of crystal, with a brass ring set around its base and a cap of this same material on the point. Twilight smiles upon noticing it.*)

**Twilight:** The Key of Unfettered Entrance! Where did you find this, Spike?

**Spike:** In your bag. Cozy Glow must’ve packed it for you. (*He passes it to her; close-up.*)

**Twilight:** She really did think of everything!

**Fluttershy:** (*from o.s.*) Um… (*Cut to her.*) …what does it do? (*Overhead shot, panning slowly.*)

**Twilight:** It can magically open any door. And since artifacts like this haven’t lost their power yet…

(*Extreme close-up of the circular hole as she slots the object into it, point first, and zoom out. Brilliant white light spreads from it and through all the pathways in the central square, then illuminates the four peripheral ones. These slowly rotate in unison through a half-turn; there is the clunk of a latch being released, and the doors slowly grind outward to expose a nearly lightless passage beyond. When Twilight puts a hoof to the Key of Unfettered Entrance, planning to remove it, cracks race over its surface and it bursts apart in a rain of glittering shards and dust.*)

**Twilight:** I guess it only works once.

(*The seven advance slowly into Tartarus, the doors falling to behind them with a boom. Snap to black, the silence broken only by the sound of softly clopping hooves—until a cockatrice lunges into view with a murderous screech. A camera shift puts it squarely in their way and with no chance to get away from its burning yellow glare, any retreat blocked by the great doors immediately behind them. They cry out in fear, their bags gone, and all but Pinkie hastily cover their eyes.*)

**Applejack:** Cockatrice!

**Rarity:** Do something, Fluttershy!

**Rainbow:** Don’t look at it! It’ll turn you to stone!

(*The thing lets off another screech, but Pinkie utterly fails to become petrified.*)

**Pinkie:** I don’t feel like stone. (*Hop in place; eyes are uncovered.*) Unless it’s really bouncy stone.

(*It backs off with a discomfited squawk, another camera angle revealing that it is in fact confined to a small cage. Fluttershy reaches in through the bars to pet its scaly hide as it curls up and a soft curtain of varied animal noises drifts down around her.*)

**Fluttershy:** I think he lost his magic too.

(*Sound of the others moving closer; cut to a longer shot and zoom out slowly, the light level rising a bit. The walls of this space are lined with cages large and small, each penning in a truly weird-looking critter; some are stacked on top of others or hanging from the ceiling. Among them is the bugbear that the six mares backed down in “Slice of Life.”*)

**Fluttershy:** All of the creatures here must have. (*Cut here and there among them.*)

**Twilight:** Starswirl said that would happen on the second day.

**Spike:** I know it should make me feel safer, but… (*Close-up.*) …it just makes me sad. (*determinedly*) We gotta fix this!

(*Tilt up to Twilight by his side; she casts a disconcerted purple glance over the captives for a long moment before they all continue on their way. Dissolve to Cozy flying around a hallway corner within the School, her bags and lantern gone; she shifts to hoof-power to keep moving as the six students keep an eye on her from the corner. Cozy opens the doors to Twilight’s office and enters, the camera cutting to inside; they have ended up slightly ajar, leaving the group more than enough space to watch through the gap. Her final steps bring her up to the desk, whose chair turns away from the window to reveal Chancellor Neighsay sitting in it. He stands up and leans over the desk toward Cozy, all impatience.*)

**Neighsay:** Where is Princess Twilight?

**Cozy:** Oh, golly, she’s away on a quest. I’m watching the School for her. (*Endearing grin; he sits again.*)

**Neighsay:** Magic is failing across our land, and she left a foal in charge of this facility? (*Cut to Cozy.*)

**Cozy:** Yes, sir! Is there anything I can do for you?

**Neighsay:** (*from o.s., pointing at her*) That won’t be necessary. (*Back to him, standing again.*) Twilight’s folly stops here. (*smiling nastily*) As of now, *I* am headstallion. (*Zoom in.*) And I have quite a few changes to make.

(*He sits again, the smugness of his features drawing a narrow-eyed glare of clearest hate from the little pink pegasus. Zoom in quickly past her on the doors and the assorted eyes staring fearfully in at the unfolding takeover, and fade to black.*)

Act Three

(*Opening shot: fade in to the interior of one of the suspended cages within Tartarus, the camera pointing down at Twilight and crew crossing a broad ledge that juts into empty space. This particular cage holds a manticore. Cut to them.*)

**Pinkie:** If all these monsters lost their magic— (*bounding to one cage, stretching occupant’s mouth into a grin*) —then getting past Cerberus should be easy-peasy.

(*The maw settles into a frown and the creature rests its head on the cage floor sadly. Now the entire area shakes to the sound of a meaty thump.*)

**Rainbow:** (*pointing overhead*) Look out!

(*The massive shadow falling over them is all the motivation they need to scatter in every direction with a yell before a set of black canine legs thunders through where they had been. The three faces of Cerberus glare at the intruders as he bounds this way and that.*)

**Fluttershy:** (*to Rarity*) I’ll talk to him.

(*She flies up close, two heads growling as the third lets its tongue loll out.*)

**Fluttershy:** (*sweetly*) Um, excuse me, puppy. (*petting each head in turn*) You’re a very good guard dog. Yes, you are. But, um, we were wondering if we could get by to check on Tirek?

(*After a puzzled grunt, the heads deliver their verdict by cheerfully licking every square inch of the hovering pegasus.*)

**Applejack:** (*to Rarity*) That looks like a yes. (*Splatters of drool hit the stones as Fluttershy giggles.*)

**Rarity:** (*to Fluttershy*) I’ll get you a towel, darling.

(*Dissolve to the group and the huge dog proceeding toward a winding, ragged stone staircase that leads up to a small platform on which a single cage stands. Cerberus stops at its base and backs off to one side, allowing them to begin the climb. Cut to the peak, the camera pointing out past the platform’s edge to frame the stern-faced mares and dragon as they reach the final steps. A familiar, quavery old male voice greets them.*)

**Tirek:** (*from o.s.*) The Princess of Friendship, here for a visit.

(*The camera shifts to ride with them on the end of this, closing in on the cage in which his dimly lit form and savagely glowing yellow eyes regard them. He is exactly as old and frail as when they left him after his defeat in “Twiilght’s Kingdom.”*)

**Tirek:** (*bowing mockingly*) What have I done to earn the honor of your company?

**Twilight:** We want answers, Tirek. Magic is disappearing from Equestria.

**Tirek:** (*smiling, advancing into full light*) I know. What a waste of such… (*shuddering blissfully, licking chops*) …delicious power.

(*He tacks on a second, noisier lick that leaves Twilight at a loss, but Rainbow picks up the slack.*)

**Rainbow:** So you *are* behind this! (*Side view; slow pan.*)

**Tirek:** Silly filly, if I had all of that magic, do you think I’d still be locked up in here?

(*Back to the seven, who have no good answer for that one, then to a close-up of the faded red face.*)

**Tirek:** But I might know something about it.

(*Dissolve to a close-up of Neighsay’s stern visage, framed by the back of Twilight’s desk chair in her office. He stares impassively down at an untidy spread of six file folders, each of whose covers bears a photo of a different member of Sandbar’s group, and sweeps them into a trash can. Pan from this to a good-and-angry Cozy.*)

**Cozy:** What are you doing? Those are Twilight’s student files!

**Neighsay:** These aren’t. Not anymore. (*pounding desk*) With Equestria under attack, ponies must stand together! Twilight has endangered us all by skipping off on friendship trips—

(*Cut to just outside the doors, the students in question still keeping watch on these goings-on.*)

**Neighsay:** —while these dangerous creatures run loose!

**Cozy:** You don’t think *they’re* the reason magic is disappearing, do you?

(*Horrified reactions all around; cut to Neighsay.*)

**Neighsay:** Yes, and I came to warn Twilight. (*He steps out from the desk and paces around her; slow pan.*) But since she is gone, it falls to me to protect you foals from these monsters.

(*These last three words are delivered while leaning hard into her face; from here, cut to the six grumbling just outside the doors, then back to the pair as the noise reaches them.*)

**Neighsay:** (*whispering*) Did you hear something?

**Cozy:** (*pointing toward doors*) It sounded like it came from over there!

(*Each seizes the edge of one door and pulls, dumping the gang in an undignified, grunting heap on the carpet, and one pale gray hoof thumps down before their eyes.*)

**Neighsay:** You again! As I suspected.

(*A tap at the gold medallion on his sash brings it to sizzling life. Its power courses up into his horn and manifests as a long, glowing chain that constricts to bind the fallen students in a yelling mass.*)

**Neighsay:** From now on, this school is pony-only! (*smiling*) As nature intended.

(*Wipe to a close-up of a door. His hoof reaches into view and pushes it open, showing a dormitory room beyond, and the captives are flung in. He steps to the doorway to address them, the camera shifting to frame him from within the room as he speaks.*)

**Neighsay:** Since you refuse to explain your plot against Equestria and return the magic you stole, you will stay here while I summon your guardians to take you home. (*He turns to leave.*)

**Sandbar:** (*from o.s., raising a hoof into view*) Wait!

(*The Chancellor spares him the merest glance from the corner of one eye; cut to the students.*)

**Sandbar:** You were right about them from the beginning, Chancellor. I see that now. (*Next two lines overlap.*)

**Silverstream:** Sandbar?!

**Smolder:** What are you saying?! (*Gallus glares daggers at Sandbar.*)

**Sandbar:** (*scornfully*) I don’t want anything to do with creatures that could threaten Equestria!

**Neighsay:** Wisely put, colt.

(*A tap at his medallion rearranges the chains just enough for Sandbar to get free and follow him out.*)

**Neighsay:** Everypony will come to their senses…eventually.

(*One more tap vanishes the rest of the restraints, and Sandbar impassively shuts the door and sets off after him. Dissolve to a long shot of Sweet Apple Acres under the nighttime stars, zooming in slowly, and cut to a closed upper-story window. An apple is tossed into view to bounce off the glass, followed by a second one after a pause, then several at once. The window is finally opened by a yawning, eye-rubbing Apple Bloom, who snaps awake just in time to duck a watering can when it is flung in after the apples. She peeks warily up after the resulting crash has died away.*)

**Bloom:** What in tarnation?

(*Cut to just behind her, looking down at Sandbar in the barnyard. Around him are four farming implements—anvil, pitchfork, shovel, empty bucket—and a cow contentedly sitting on her belly.*)

**Sandbar:** Sorry. I ran out of apples. (*The cow stands and ambles away.*) I need the Cutie Mark Crusaders. My friends are in trouble! Chancellor Neighsay locked them up!

**Bloom:** Huh? I thought Cozy Glow was in charge.

**Sandbar:** Not anymore. But you guys are good buddies. If you can convince her to distract Neighsay, I can break out my friends. Will you help me?

**Bloom:** (*smiling cunningly*) Do mulberries have seeds?

(*She ducks out of sight, leaving a baffled colt to stare up after her, and returns after a long beat.*)

**Bloom:** That’s a yes.

(*Off she goes again. Dissolve to a long shot of the open-air platform in Tartarus that serves as Tirek’s prison and zoom in slowly on the visitation in progress.*)

**Twilight:** Where’s Equestria’s magic going, Tirek? (*Close-up.*) What’s making it disappear? (*Side view; slow pan.*)

**Tirek:** If you let me out, I’m sure I will jog my memory. (*Close-up; he leans down to her, head through the cage bars.*) What do you say? I scratch your back, you scratch mine?

(*The thoroughly repulsed Princess puts her back to him and is replaced by an irate Rainbow.*)

**Rainbow:** (*grabbing his beard*) How about you tell us what you know, or you’ll be stuck here forever because we’re out of magic keys and nopony can open the door?

**Rarity:** (*shuddering*) Oh, dear. I hadn’t thought of that.

**Spike:** We’re just as trapped as Tirek?!

(*The prisoner chuckles greasily to himself, having turned his back on the delegation.*)

**Tirek:** What a pity… (*pivoting to them*) …well, for you. Sweet revenge for me. (*Twilight’s face hardens.*) It seems my little protégé’s plan worked after all. (*A seven-way gasp.*)

**Applejack:** Which little protégé?

**Tirek:** Oh, we’ve never met. We’re pen pals. (*scraping a fingernail down one bar*) Each letter had so many questions about draining magic. (*Pinkie hoists herself up to glare him straight on.*)

**Pinkie:** And you *answered them?!*

**Tirek:** Well, I was bored. (*leaning through bars; she recoils, still hanging on*) So I simply pointed, uh, my pen pal in the right direction.

(*Pinkie lets go and thuds down to the platform on her belly.*)

**Fluttershy:** (*helping her up to her haunches*) Can’t you just tell us your pen pal’s name? I mean, since we’re stuck here anyway?

(*Cut to behind the visitors’ shoulders and zoom in slowly on Tirek’s supremely smug face.*)

**Tirek:** Oh, why not? The irony is too perfect. Her name is…

(*Cut to a close-up of Sandbar, straightening up into view against a backdrop of library shelves.*)

**Sandbar:** Cozy Glow!

(*Longer shot: he is holding the floor grate open and addressing the Cutie Mark Crusaders. Bloom jumps through the hatch as he continues.*)

**Sandbar:** I-I-I coulda sworn I saw her come down this way when she left her office.

(*Sweetie Belle follows, then Scootaloo. Cut to the glimmering caverns below the surface; the four pick their way down one broad, twisting root of the Tree of Harmony, Sandbar letting the grate clang shut behind him. They stop short at a low archway, voicing a four-part gasp at whatever is happening on its other side, and hunch down to get out of sight as best they can. The camera cuts to just behind their heads and zooms in slowly, showing that their observation point is a balcony overlooking the wall of a huge round chamber. Its floor is broken up by a ring of broad, irregular crystal stalagmites that bend toward a central point high overhead. These frame a circle of glowing white runes inscribed into the center of the smooth stone, above which Starlight floats helplessly in a blue/green orb of shimmering power with mane and tail waving wildly. It is fed by six beams that emanate from the artifacts that Twilight introduced to the class in “A Matter of Principals,” evenly spaced around the circle’s edge and floating just off the ground in their own spheres of power. Zoom in slowly on the assembly and cut to a close-up of Starlight, whose eyes pop at the sound of Cozy’s voice—now free of its cloying sweetness and echoing slightly across the emptiness.*)

**Cozy:** (*from o.s.*) Enjoying yourself in there, Starlight?

(*Long shot, ground level: she emerges from an entrance previously hidden by the camera angle.*)

**Cozy:** (*mockingly sweet*) I’m sorry I had to push you in, but what else could I do? (*close-up, stepping fully into the light*) You were going to ruin all my plans.

(*Grimace; Sandbar and the Crusaders gasp again, but the deceptive little filly begins to pace around the circle, not having noticed. Her sweet tone is gone again.*)

**Cozy:** You might get some company soon, if I can’t make that annoying Neighsay *back off!*

(*She takes a deep breath to calm herself, but it does nothing for Starlight’s state of mind.*)

**Cozy:** All this magic needs time to drain from Equestria before my vortex sucks it to another realm! (*giggling sweetly*) Three days can sure seem like forever, huh? (*increasingly unhinged*) You know, you ponies got it all wrong. Friendship isn’t magic, friendship is power. With Twilight and her lackeys out of my way…

(*Close-up of the circle’s edge as the pink hooves advance to it, then tilt up to her savagely grinning face as she continues.*)

**Cozy:** …all of Equestria will bow to me—the future Empress of Friendship!

(*On these last five words, she raises a cheap-looking, gold-colored tiara with a copy of the School’s crest taped on the front and settles it atop the light blue ringlets. She then uncorks a long bout of cackling laughter that would sound more appropriate from an utterly crazed mare at least thirty years her senior. The camera cuts to a long shot of her and zooms out slowly, framing the captive Starlight above and the four terror-stricken, wide-eyed interlopers at their balcony. Cut to a “To be continued…” title card and snap to black.*)

**Continued in Part Two**