**FRENEMIES**

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Prologue

(*Opening shot: fade in to the dismal swamp in which Grogar’s crude stone likeness stands to mark the location of his subterranean stronghold, as seen in “The Beginning of the End.” It is daytime, but the time frame cannot be narrowed down because of the sky’s diseased grayness. A flare of yellow light kindles from a gap in the rocks near the waterline, growing to fill the screen and then subsiding to give a close-up of the crystal ball on the old goat’s central table inside. The glowing surface goes white and displays an item styled like an old cowbell, marred by cracks and decorated with diagonal stripes at the corners and a large, octagonal eye. Tilt up from the ball to frame Grogar glaring intently down at it; his concentration is broken by the sound of Cozy Glow clearing her throat from o.s.*)

**Cozy:** (*flying down to him from one side*) I don’t want to tattle on my good friend Tirek, buuuuuut…you might like to know he left food out. Again.

(*The ball’s vision has subsided by the time she makes it all the way to his level; she lands facing him.*)

**Grogar:** I’ll deal with it when I’m done! (*She goes placidly on her way.*)

**Lord Tirek:** (*coming down after her*) Don’t trust anything that nosy little pegasus says!

**Grogar:** I don’t trust anything any of you say!

**Tirek:** Hmph!

(*He clomps off. Close-up of the ball, now reflecting the mastermind’s irritated visage; on the next line, Chrysalis thrusts a perforated hoof into view to block it and the camera tilts up to her, hovering across the table.*)

**Chrysalis:** Are you planning on attacking anypony anytime soon? If not, I don’t know why I’m wasting my time here. I *am* a queen, you know.

(*She buzzes away, leaving him to vent his frustration in a snort of steam. Cut to a side meeting room, equipped with three roughly chair-shaped rock formations around a central slab on which a lantern has been placed. Torches are mounted on the walls, and books and other items are stuffed onto shelves inset between them and three closed doors. Cozy and Tirek have taken two of the seats, and Chrysalis flies in to claim the third as Tirek enters.*)

**Grogar:** I am leaving, since it’s impossible to accomplish the work I need to do here. I suggest the three of you come to some kind of accord!

(*Cut to the underlings, who instantly launch into a lively three-way argument. It abruptly turns into a deluge of unintelligible mumbling when a triple blast of magic from Grogar’s direction glues a patch over each mouth.*)

**Grogar:** (*from o.s, stomping table*) I don’t care how— (*Cut to frame all four.*) —but you must learn to work together! Only then can we accomplish what you so greatly desire— (*Zoom in slowly; his eyes glow.*) —the defeat of Twilight Sparkle and her friends!

(*Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to an empty stretch of the meeting room’s upper reaches, against which Cozy flies into view with one marker in her teeth and a second in her hooves. She dots the latter one against something just off the bottom edge of the screen, then lets both drop with a pleased smile. Close-up of a loop of rope being hooked onto a stalactite to secure the corner of a piece of cloth, then pan quickly to a second one being rigged up, then cut to her backing down a few feet. Her mouth has been unsealed; the same will be true of Chrysalis and Tirek when each is seen next.*)

**Cozy:** Nothing says “teamwork” like an inspirational banner.

(*The ropes are holding up a light blue-violet banner that presents the grinning visages of all four villains amid stars and firework explosions. She hovers up to it.*)

**Cozy:** When Grogar sees this, he’ll realize there’s no way he could survive without me.

(*Grunts of exertion from the o.s. Tirek and a rattle of metal snap her out of this smug pondering. Cut to a hanging portrait of the centaur at the peak of his physical/magical power during “Twilight’s Kingdom”—standing tall and flexing his muscles over the treeline. The two beefy red arms cycle a barbell up and down; cut to an overhead close-up of his grim-set, sweating face—lying face-up on a flat slab pressed into service as a weight bench. Zoom out to frame Cozy looking on during the start of the next line. He is in a different area of Grogar’s lair, as evidenced by the crank-operated phonograph on a side table at the far wall behind him.*)

**Cozy:** You’re gonna have to exercise a lot to get as big as you were when you absorbed the life force of all those ponies. (*She flits idly up to sit on the barbell’s central bar…*) Anyhoo… (*…and sits on it.*) …Grogar wants us all to work together. So I’ve scheduled a team meeting. (*She dangles her head to look at him upside down.*) Doesn’t that sound fun?

(*He stops lifting, glaring up as she grins broadly.*)

**Cozy:** (*sliding off to sit on his chest*) And since Grogar left *me* in charge—

**Tirek:** No, he didn’t! (*Resume lifting.*)

**Cozy:** (*giggling, patting his forehead*) Someone’s a real grumpy-taur today. (*Sit on his forelegs.*) If we aren’t meeting, I guess I could just stay and offer positive and inspiring—

**Tirek:** (*shaking her off, setting barbell in its supports*) Fine! I’ll join your meeting! Just leave!

**Cozy:** See you soon!

(*She flies away, not minding the dirty look he sends after her. Wipe to the young inciter hopping cheerfully down a flight of steps and into a torchlit passage; she stops short at the bottom upon hearing the next voice.*)

**Chrysalis:** (*from o.s.*) It’s been weeks and Grogar has done nothing! (*She sees the deposed queen’s shadow from around a bend.*) It’s not healthy to hold on to all of this rage!

(*On the start of the next line, Cozy rounds the corner and the camera zooms out to frame Chrysalis addressing a gnarled chunk of wood she holds. Its pale, faded violet tint gives it away as the remains of the evil Twilight Sparkle duplicate she created in “The Mean 6.”*)

**Chrysalis:** I could lash out at any moment!

**Cozy:** (*moving closer*) And how are you doing this fine— (*Chrysalis leans hard into her face.*)

**Chrysalis:** How do you think I’m doing?! I’m ready to exact my revenge!

(*Cozy topples backward under the sheer force of her words; now she turns calmly to address the wood, balanced on an outcropping, and sits on her haunches.*)

**Chrysalis:** See what I mean?

**Cozy:** (*standing up, stomping*) Being cooped up with nothing to do is the worst! (*smiling slyly*) You know what you need? (*Lean on the wood.*) A team meeting!

(*The twisted horn fires up and drags it away in a lurid green aura, dumping Cozy onto her belly.*)

**Chrysalis:** I don’t do meetings. (*Stand up and pace away, taking the wood along.*)

**Cozy:** (*standing up*) Grogar left me in charge—

**Chrysalis:** No, he didn’t! And even if he did, Chrysalis obeys no one.

**Cozy:** (*sweetly*) There’ll be cupcakes.

(*This gives the love-eater pause. Wipe to the meeting room and zoom in slowly. She is standing on a stack of crates to address Chrysalis and Tirek, who have taken seats around the central table that now holds a tray of cupcakes. Chrysalis has snagged one for herself.*)

**Cozy:** Grogar wants us to work together to defeat our enemies— (*Close-up.*) —which means we need to trust each other.

(*The end of this line is underscored by the sound of magic use; cut to a close-up of a mildly annoyed Chrysalis, the piece of wood resting behind her on the chair. A stream of red-orange energy wreathes her horn and traces o.s. across the table. She swallows a mouthful before speaking.*)

**Chrysalis:** If we are to trust one another, perhaps inform Lord Tirek to *stop trying to absorb my essence!*

(*On these last few words, she drops her cupcake and the camera zooms out to frame them both. The centaur has indeed warmed up a spell between his horns and is trying to inhale her power, much as he did in his first go-round five seasons earlier. After several seconds, he gives up the effort, picks up a cupcake from the tray, and spits the power onto it.*)

**Tirek:** (*protesting tone*) I wasn’t doing anything of the sort! (*Set it on the table.*) How dare you!

**Chrysalis:** (*indignantly*) How dare I? (*She leans into his face.*) Do you know to whom you are speaking?

(*A bit of her own mojo lifts the souped-up snack to her mouth; she chomps it down in one bite, leaving a smear of magically boosted frosting across her lips, and leans back.*)

**Tirek:** How could I not? (*His perspective; she licks her mouth clean and swallows as he points at the wood.*) You tell your log every five minutes!

(*She cradles it protectively; cut to a put-out Cozy.*)

**Cozy:** This is why Grogar left me in charge.

**Chrysalis, Tirek:** *NO, HE DIDN’T!!*

***Tango melody with strings, woodwinds, light percussion, medium 4 (A minor)***

(*The filly snarls through gritted teeth, but an upward glance sets her thinking.*)

**Cozy:** Huh?

(*Her eyes lock onto her own banner, prompting a calculating smile, and the lights in the room dim as she hops off the crates and onto the table. A pale pink spotlight beam picks her out; she picks up the tray and makes a stack of three cupcakes.*)

**Cozy:** I think I know a way that we can grow

(*Knock them over, then pitch the tray aside.*)

Time to try something new, something better

(*Approach Tirek and Chrysalis in turn, taking the wood from the latter who immediately snatches it back.*)

No more solo, trust is the way to go

(*She places a red hand and a pocked dark gray hoof on the table, close to one another.*)

And all we need to do is work together

**Tirek:** (*contemptuously*) Ah, please!

(*Cozy’s light goes out; he gets an orange one and backs away.*)

No thanks, no way, I feel the need to say

I’m smarter, stronger, and I don’t need you two

**Chrysalis:** Ha!

(*Green light on her; she leaves the table to face him down.*)

Stronger? Okay, I guess we’ll downplay

(*She levitates him off the ground and spins him to face away from her.*)

How bad you got your rear end handed to you

***Brass in***

(*Her field lets him drop; he turns to glower into her smugly grinning face as both their lights go out and Cozy’s turns on to pick her out atop the stacked crates.*)

**Cozy:** It’s time to try a better way to be bad

(*Lights on the other two, in time with a snarl from Tirek.*)

**Chrysalis, Tirek:** Do we really need a better way to be bad?

**Cozy:** United as one

**Chrysalis:** (*spoken in rhythm*) Teamwork? Please, what a fad

(*Cozy pulls down her banner and flies across the room with it, her light following. The other two are out.*)

**Cozy:** Combine our strength, we’ll go to any length

Once we have a better way to be bad

(*Following a pass near the camera, she drops the cloth and whirls a blindfolded Chrysalis in place, then pushes her backwards off a ledge toward a waiting Tirek. Cozy’s light is out.*)

**Cozy:** Let’s go, begin, this time we’re gonna win

(*Tirek sidesteps with a grin, allowing Chrysalis to hit the ground on her back, and feigns innocence. She pulls the fabric away from her eyes.*)

**Chrysalis:** The ice you’re on is thin, so watch what you say

(*She shoves Tirek, now blindfolded, down a flight of stairs; Cozy waits at the bottom and peels the dazed red face off the stone floor. The cloth has been dislodged in the landing.*)

**Cozy:** I know you’re in, I think I see a grin

(*He comes to, grabs her, and shakes vigorously.*)

**Tirek:** For all this pain and torture, I swear you’ll pay

(*Wipe to the three easing across a rope strung over a rock-choked lake. Both adults lose their balance and plunge into the water, while the youngster pops up into a hover.*)

**Cozy:** This time we’ve got a better way to be bad

**Chrysalis, Tirek:** Sounds like a longshot, this better way to be bad

(*They make quotation marks with hooves and fingers on these last five words; Cozy descends to balance on their heads and produces a sloppily stitched burlap doll in Twilight’s likeness. It comes complete with a crown and taped-on cutie mark.*)

**Cozy:** United as one, we’ll make those ponies so sad

**Tirek:** If we say okay, would you just go away?

(*Cozy flies up to perch on a ledge.*)

**Cozy:** Once we have a better way to be bad

(*The toy is kicked off the brink and falls into a pile with equally inept versions of Twilight’s friends and Starlight Glimmer. The entire image cracks and shatters to leave Cozy standing in her pink spotlight, holding the last of these dolls.*)

***Modulate through several minor keys, landing back on A by the fourth line***

**Cozy:** We want to break their friendship, we want to make them weak

(*Fly to Chrysalis, now standing in her own light, whose magic rips the plaything in half; then to Tirek with a full-length mirror that reflects his magically bulked-up build.*)

You want revenge on Starlight, you want that huge physique

(*A flex of the image’s muscles cracks the glass and frame. Now the three gather to pile up two hooves and a hand between them, each one’s light flicking on in turn.*)

So let’s increase our chances by working as a team

(*All three stomp the pile of dolls.*)

(*spoken in rhythm*) To crush our enemies to dust and laugh as they all scream

(*All three laugh; Tirek picks up the Rainbow Dash doll and drives a fist through its midsection. His and Chrysalis’s lights are out, and Cozy’s has expanded to encompass them both.*)

**Tirek:** I think I see a better way to be bad

(*Chrysalis floats up the stuffed Twilight just long enough to transfer its tiara from its head to hers.*)

**Chrysalis:** Just put me in charge, make me queen, you’ll be glad

(*Cozy swoops down, plucks it away, and twirls it up to rest among the blue ringlets.*)

**Cozy:** No, listen to me, I’m the best of us three

(*All three join hooves/hands and spin in a circle. Light out.*)

**All three:** Then you’ll see a better way to be bad

***Tempo increases***

(*Cozy extricates herself; the other two close the circle and keep twirling. Her light now falls on her alone.*)

**Cozy:** Wait, this is my thing, a better way to be bad

(*It goes out; Chrysalis’s comes on as she telekinetically shoves the others to the floor and lets the tiara go flying.*)

**Chrysalis:** You shall do as I command, I will rule this triad

**Cozy:** (*standing, spoken in rhythm*) Hey, this is my song!

(*Chrysalis and Tirek lean down to her, both their lights on.*)

**Chrysalis, Tirek:** Sorry, not any longer

(*Chrysalis’s power throws Tirek down on Cozy; she pins both of them. Lights out.*)

**All three:** A better way to be bad

**Cozy:** Now you’re making me mad

**Tirek:** Won’t the ponies be sad?

**Chrysalis:** That would make me so glad

(*Three dolls are held near the crystal ball—Rarity in Chrysalis’s magical grip, Pinkie Pie in Tirek’s hands, Twilight in Cozy’s hooves, and each in its holder’s spotlight.*)

**All three:**  Now we’ve got a better way to be bad

(*A three-way twirl with the toys, and the beams follow each as he/she strikes a final dramatic pose. Cozy, the last to move, winds up with a rose clenched in her teeth and pays no mind as the head of her “dancing partner” falls off. Chrysalis and Tirek, though, have ditched theirs.*)

***Song ends***

(*Normal illumination resumes, the spots extinguishing themselves, as she drops the pieces and the rose and turns to the others.*)

**Cozy:** (*petulantly*) Heeey! You stepped on my cue!

(*Accusations quickly begin flying between the members of the trio over who goofed in which fashion. Pan away from them and stop on the returning Grogar, whose mood has not improved a bit since he set out at the end of the prologue.*)

**Grogar:** (*stomping*) *ENOUGH!!* (*All fall silent and turn to him.*) I had hoped by now you would have resolved your differences, but apparently not!

**Chrysalis:** (*venomously*) Perhaps if we knew what the plan was, we would be better able to prepare!

**Tirek:** Assuming you even *have* a plan.

**Grogar:** Of course I have a plan! (*Slow pan across the four.*) I have located an object of power, and it occurs to me this is the perfect test.

(*Cut to the three subordinates; Tirek elbows Chrysalis, knocking her into Cozy, who shoves her back against Tirek.*)

**Grogar:** (*from o.s.*) The three of you will work together to retrieve it. (*Back to him.*) Against this item— (*grinning savagely, eyes glowing briefly*) —those ponies won’t stand a chance!

**Chrysalis:** (*stepping forward*) I have come close to ruling Equestria several times. Perhaps I should be the one to lead us. (*Cozy pushes her aside.*)

**Cozy:** I nearly drained all the magic from Equestria! That was *good!*

**Tirek:** (*shoving her away*) I *absorbed* all the magic of Equestria! (*flexing biceps*) I could feel it flowing through my body as I grew!

(*Here comes yet another tripartite study in loudly voiced, dissenting opinions. Across the way, Grogar takes perhaps half a second to have all of this he can stand, then generates a hemispherical wave of black/yellow power and lets it rip. Cut to the three; before any of them can react, they have been plowed all the way to the wall and secured to it with bands of magic—by the forelegs for Chrysalis and Cozy, and the wrists for Tirek. Their other appendages dangle uselessly above the floor.*)

**Grogar:** (*from o.s., stomping a foreleg into view; sparks ripple from it*) Each of you *failed* to defeat Twilight Sparkle and her friends! (*Slow pan across them, struggling vainly to break loose.*) My power is greater than all of yours combined!

(*He raises a glowing hoof; cut to him with eyes, horns, and collar bells shining as well.*)

**Grogar:** This is but a fraction of it! Understood?

**Chrysalis, Cozy, Tirek:** (*whimpering*) Uh-huh! / Okay!

(*The bindings are released, and the captives plop gracelessly to the floor; Grogar lets his spell wind down.*)

**Grogar:** Now *you* shall retrieve the rest of it.

(*The bells fire up again, sending out tendrils that fill the air above the group. Tilt up into their complete blackness, against which a storybook-illustration picture fades into view—a nighttime meadow whose sky displays five moons in a progression of phases. A mass of clouds blows past the camera; behind them, wipe to a silhouette of a happy unicorn mare whose cutie mark portrays a wind gust under a cluster of stars. On the next line, she becomes scared and the camera zooms out to frame Grogar’s face towering over her; the bell seen in the prologue rests near her.*)

**Grogar:** (*voice over*) Thousands of moons ago, the self-righteous Gusty the Great, unable to best me face to face—

(*She grabs the bell in her teeth and peels out.*)

**Grogar:** (*voice over*) —stole my bewitching bell. (*Flames wash over the screen and clear to show it in close-up. Energy laces through it to light up the screen.*) A talisman containing much of my own magic.

(*Gusty snaps it up in her teeth and gallops away.*)

**Grogar:** (*voice over*) The bell cannot be destroyed—

(*Behind her, a rocky landscape fades into view; she places the bell on a crag. The surrounding boulders are marked with glowing spirals.*)

**Grogar:** (*voice over*) —so Gusty hid it in a place it has taken me millennia to discover.

(*It floats up a foot or two and becomes enveloped in a magic field; cut to a long shot of a windblown mountain summit, from which she leaps out and teleports away, then zoom out.*)

**Grogar:** (*voice over*) An enchanted cave high atop Mount Everhoof—

(*Clouds surge past the camera; behind them, wipe to a pegasus silhouette trying to fly up a snow-covered slope but thoroughly failing due to strong winds.*)

**Grogar:** (*voice over*) —protected by magical winds that prevent anypony from reaching its peak. (*The bell again; fade to black around it and dissolve slowly to an extreme close-up of Grogar’s eye.*) There the bell has remained, until now.

(*Zoom out quickly to frame his face.*)

**Grogar:** Scale Mount Everhoof. Bring me back my bell. (*Cut to the trio; Chrysalis laughs derisively.*)

**Chrysalis:** The ease of this task is laughable.

(*Wipe to a long shot of the peak Grogar described, ringed by swirling clouds—the actual Mount Everhoof. A hawk’s keening cry rings through the foreboding gray sky as the camera zooms out to frame them regarding the unforgiving climb from a river that runs some distance from the foothills. Cozy hovers next to Chrysalis and Tirek.*)

**Chrysalis:** (*glumly*) Well, it sounded easy.

(*Fade to black.*)

Act Two

(*Opening shot: fade in to the pinnacle and pan/tilt down to the trio. This shot is close enough to pick out the winter coat and knit cap Cozy is now wearing. Close-up of Tirek, zooming out to frame each speaker after him in turn.*)

**Tirek:** Scale the mountain—

**Chrysalis:** —retrieve Grogar’s bell—

**Cozy:** (*brightly*) —together!

(*She is now holding a scroll. On the next line, she unrolls it to show pictures of all three faces, connected by arrows to the mountain itself; Chrysalis throws an “is she for real?” look to Tirek and flies ahead, with him soon following on hoof.*)

**Cozy:** I drew up a detailed plan with several visual aids to show how we can— (*Realizing that she has lost her audience, she deflates.*) —ditch each other and do it alone. (*slyly, to herself*) Maybe when I’m waiting for them at the top, *then* they’ll appreciate me.

(*Tossing the sheet aside, she puts her wings into drive and follows the other two. It flutters past the camera; behind the trailing edge, wipe to Chrysalis flying over the snow-freighted treetops toward the first stage of the ascent. All too soon, the wind currents intensify to the point that she can barely make any headway no matter how hard she strains herself. Spying a clear spot among the forested tracts, she comes in for a landing. Almost as soon as she does so, pairs of hostile red eyes with yellowed whites open from within the undergrowth to glare her way and a few snorting breaths drift after her. Chrysalis strides along, heeding neither them nor the slowly expanding shadow behind her. This last grows to the point of overtaking her, two yellow irises with slitted pupils staring her down point-blank from within lurid red whites. Sparing it the merest over-shoulder glance, she stops short and whirls to face it with a feral hiss. This is enough to scare it and all the other peering eyes away, the light level instantly returning to normal with its retreat.*)

**Chrysalis:** As if anything on this mountain is scarier than I.

(*Laughing imperiously, she flies toward the mountain. Wipe to Tirek regarding it from a considerable distance; he scoops up a handful of dirt from the riverbank and blows it upward toward the summit. The particles fly only a few yards before the winds drive them back into the centaur’s face, causing him to cough and splutter as he wipes himself clean. From here, wipe to Cozy relying on leg-power to muscle her way up a snowy path. Standing a short distance ahead is a small cabin with a fenced-in side yard and a stump out front to serve as a chopping block. The front door opens and a lanky stallion, Rusty Bucket, steps out. Earth pony, medium brown coat, dark red-brown eyes, unkempt gray/white mane/tail and scraggly mustache, patched cloak that covers his cutie mark and is lined with fur, metal guards on all four hooves, wooden staff held in one foreleg, shovel strapped to one shoulder, helmet consisting of a battered and discolored metal pail with one section of the side wall cut and rolled up to make room for his face.*)

**Rusty:** (*shading eyes*) Halt! Who goes there? (*He squints for a better look.*) A pony? There ain’t been ponies around here in I don’t know how many moons!

(*Thinking quickly, Cozy drums up some fake tears and goes into her best pitiful act.*)

**Cozy:** Oh, golly, good sir, I’m just a poor lost pony looking for help. (*She sits on her haunches.*)

**Rusty:** (*smiling, dropping staff*) Oh, don’t fret, little filly. (*bowing*) Old Rusty Bucket here at your service.

**Cozy:** I’m so glad I found you! I need help getting to the top of the mountain.

**Rusty:** (*shaking head*) Uh, no can do, ma’am.

(*The little schemer shifts to full-scale rancor in a lot less than ten seconds flat.*)

**Cozy:** *WHY NOT?!?*

(*The volume of her words sets off a brief tremor in the vicinity.*)

**Rusty:** Shhh! Not so loud! This here’s avalanche territory! I’m the guardian of this here mountain. It’s my job to keep ponies from heading up. Nothing at the top but dangerous snow, dangerous ice, and dangerous wind! Basically, it’s dangerous.

**Cozy:** (*sweetly*) It must get lonely all by yourself. Maybe I could be your friend?

**Rusty:** (*smiling*) Aw, I’d love a friend!

**Cozy:** So now that we *are* friends, you could help me up the mountain.

**Rusty:** Hmm, uh… (*He brings up an open book and consults it.*) …a real friend wouldn’t ask me to do something I’m not supposed to do. Says so right here in the journal of friendship written by Twilight Sparkle and *her* friends.

(*On this last sentence, he closes the cover briefly to establish that it is indeed a copy of this very resource, then opens it again to point out a certain passage. This bit of elucidation pushes Cozy to within a hair’s breadth of her breaking point.*)

**Cozy:** *ARE—YOU—KIDDING ME?!?!?*

(*This time around, the force of her yell shakes not only the immediate area, but also the foothills and surrounding forest. A flock of birds is startled into taking flight by the echoes that ring through the frigid air.*)

**Rusty:** Shhh!

(*He has set the journal down by now. Cozy does an about-face and starts back the way she came.*)

**Cozy:** (*snippily*) I didn’t want to be friends anyway.

**Rusty:** (*sadly*) Aww…

(*Wipe to Chrysalis venturing cautiously onto the ice of a frozen lake. A sudden loss of traction leaves her skittering madly to stay upright, but she manages to get all four hooves firmly planted on the slick surface. With a disgusted glare, she rises clear of it and transforms into a cragodile—the great stone-hided beast that menaced Twilight and company in “Princess Twilight Sparkle.” Gravity does its thing, letting her smash through the ice for an easy swim through the water beneath, and in short order she is battering her way up to daylight on the far shore. Once all four feet are on dry land, she trades in this shape for that of a mountain goat and begins leaping nimbly from one jutting slab to another in order to scale a cliff. She resumes her natural form at its top and stares at the unforgiving climb still ahead.*)

**Chrysalis:** Almost there…

(*Determination carries her hooves ahead. Wipe to Tirek, busy at the task of gathering natural materials from the forest: branches, leaves, vines. Piling these together in a small clearing, he thinks for a tick and sets off in a new direction. Wipe to Cozy on the path; as Rusty watches curiously, she lifts off and tries to fly up past the roof of his cabin, only to be stopped dead by the harsh winds and flung back down into the snow. The stallion has put away his friendship journal, and he shakes his head resignedly. Another wipe frames the single-minded filly inching to the top of a drift, but one step too many causes her weight to collapse it and dump her into its heart. She tumbles to the cabin’s front doorstep in a tide of snow and frustration; Rusty sits here on his haunches, having taken up the staff he dropped on their first meeting.*)

**Rusty:** Nope, not that way neither.

(*A flurry of snowflakes blows past the camera, wiping the view to a profile close-up. He groans wearily as the camera zooms out to show Cozy peeking out from around one corner of the cabin to make sure his attention is elsewhere. Satisfied, she puts her back to the wall and eases away uphill. Everything goes perfectly until the brown pony stretches his legs a bit, accidentally thumping the end of his staff into his front door’s curving lintel. The resulting vibrations dislodge a sizable volume of snow from the roof, burying Cozy from one end to the other. Two red eyes open through the frozen mass and narrow to a murderous glare, and a teakettle sings out in her head as the snow swiftly melts away to expose her brick-red, steaming, scowling face. By the time she jumps back onto the path and wheels to face Rusty, her coloration has returned to normal, though a few blots of snow still adhere to her form.*)

**Cozy:** (*stomping; the area shakes*) I tried being nice! (*Rusty stands up off the doorstep.*)

**Rusty:** (*stammering*) Shhh, sh-sh-sh! (*Tremors stop.*) Now just calm down there, filly!

**Cozy:** (*stomping*) *You* calm down! Ponies are supposed to do what I ask them to do! It’s like my thing, okay?

(*More vibrations, accompanied by the sound of something breaking loose upslope—and a glance informs her that a snowball is bearing down on her and growing fast. It bounces onto the path and away, missing Rusty completely but scoring a direct hit on Cozy and carrying her along; except for her fading scream and the dying quake, there is no trace to indicate that she was ever here. Long silence.*)

**Rusty:** (*shrugging*) Eh.

(*He goes back into his cabin and shuts the door. Wipe to Chrysalis, pushing onward and upward through the drifted snow and relentless wind; after a few steps, she pauses to run an eye over the looming Mount Everhoof. All that stands between her and the final drive is a broad gorge filled with mist.*)

**Chrysalis:** (*smugly*) Apparently I *don’t* need anypony else.

(*A flash of magic turns her into a roc—the giant bird of prey that tried to have Spike for lunch in “Molt Down.” She lifts off, flapping for all she is worth, but can only inch toward the other side of the gorge. Talons scrabble for purchase on the ice, but the effort proves for naught and she is hurled backward to slam her back against a rock at her launch point. Returning to her natural form, she stands up and kicks at the snow with a pair of disgusted grunts.*)

(*Dissolve to Tirek, who has assembled his accumulated bits and pieces into a serviceable lawn chair and started a campfire in his clearing The two logs he carries are thrown into the flames, just before Cozy emerges from the underbrush—dripping snow, heaving for breath, and very much out of sorts. Her bedraggled appearance prompts Tirek to uproarious laughter. Evening is falling.*)

**Cozy:** It’s not funny, Tirek!

**Tirek:** Didn’t make it to the top? Surprise, surprise.

**Cozy:** *You* didn’t make it to the top either.

**Tirek:** *I* didn’t try to. (*Cozy’s eyes pop.*)

**Cozy:** *What?!?*

**Tirek:** It took about five minutes to deduce that Grogar was right. None of us could make it up alone. So rather than subject myself to the elements— (*standing on his chair*) —I decided to let you two face the danger, take what you learned, and use it to my advantage.

(*He winds up sitting on his haunches by the time he finishes this line, and he adds a wicked chuckle to cap it off.*)

**Cozy:** (*rolling eyes, hovering*) I put up with your “I’m smarter than you” attitude in Tartarus, but I’m over it! (*She rises to his eye level.*)

**Tirek:** I’d had enough of you trying to manipulate me with that insincere syrupy sweetness! At least now we can see the real you!

**Cozy:** This is *not* the real me! *I’m cute and lovable!*

**Tirek:** Feh! No, you’re not!

(*Cut to a silhouette slithering through the trees—upright and snakelike, but with the head, horns, and forelegs of a bull.*)

**Tirek:** (*from o.s.*) You’re annoying and you snore! (*It emerges gradually into the fading light.*)

**Cozy:** (*from o.s.*) I do not snore!

(*Cut back to the quarreling pair; the big centaur mimics resting his head on a pillow and snores loudly, pointing at her in a silent “oh, yes, you do!” He has stood up from his chair.*)

**Cozy:** (*smiling nastily*) At least I don’t talk to my Gram-Gram in *my* sleep. (*Needled, he leans into her face.*)

**Tirek:** Don’t you dare bring Gram-Gram into this!

(*The beast—an “ophiotaurus”—rears up from the bushes and uncorks a thundering, squealing roar that gets their attention in a very big hurry. The bovine mouth contains a snake’s fangs and forked tongue.*)

**Cozy, Tirek:** (*pointing at each other*) This is *your* fault!

(*Snap to black in time with a second roar.*)

Act Three

(*Opening shot: fade in to the two villains backing fearfully away before the approach of the ophiotaurus. A second, differently colored one emerges from the opposite side of the clearing and roars in answer; the shape of its eyes and the fringe of dark hair running down the back of its head suggest that this one is a female. She bats her eyelashes seductively at the first, male ophiotaurus, who becomes instantly smitten as hearts appear in his eyes and float up between the deadly sharp horns. He slithers over to her, sighing blissfully.*)

**Cozy:** (*to Tirek*) Quick! It’s distracted! Let’s go!

**Tirek:** Wait!

(*With a roar, the female disappears behind a swirl of green fire and is replaced by Chrysalis, horn aglow and mouth open as far as she can force it. A tiny ball of pink light is visible at the back of her throat, matching the energy that has begun to emanate from the male’s chest. All the vitality leaves him, and he utters a tired moan and slumps where he “stands” as she sucks down his love like a strand of spaghetti. When the last of it is gone, she licks her chops and cuts the spell, and he collapses woozily onto his belly.*)

**Chrysalis:** (*pacing past him*) Mmmm, so much love. I haven’t eaten this well in ages. (*The male groans softly.*)

**Cozy:** (*gagging*) So gross.

**Chrysalis:** Just so we’re clear, I didn’t save you because I like you. I did it because…because I…

**Cozy:** (*grinning, flying slowly over to her*) Neeeeeed us?

**Chrysalis:** (*reluctantly*) Yes.

**Tirek:** Clearly I was right to wait. Now tell me everything you learned today. Leave nothing out.

(*Dissolve to an extreme close-up of the male’s face—now upside down, barely conscious, and seen through a greenish layer that proves to be a changeling cocoon when the camera zooms out. Chrysalis clambers down the side to check her handiwork as Cozy toasts a marshmallow at the campfire, having finally cleaned all the snow off herself from her last attempt to sneak past Rusty.*)

**Cozy:** Why are you doing that?

(*Long shot of the site. The cocoon’s upper end is anchored to a stout tree branch so that it clears the ground by a foot or two. Tirek sits in his lawn chair, and Cozy has perched on a stump.*)

**Cozy:** Didn’t you already drain it of love?

**Chrysalis:** (*fluttering down to ground*) I always save a little for the next day.

**Cozy:** You cocoon all of your…meals?

**Chrysalis:** Of course. (*Cozy puts down her skewer.*)

**Cozy:** So when you pony-napped Twilight and the others, you cocooned them.

**Chrysalis:** Yes… (*viciously*) …until that sow Starlight Glimmer freed them, corrupted my subjects, and stole my hive!

**Tirek:** Those ponies have weaknesses. I used that turncoat Discord. Tricked him into helping me capture his so-called “friends.”

**Chrysalis:** (*sighing wistfully*) Discord was really something until friendship ruined him.

**Tirek:** (*gleefully*) You shoulda seen Twilight’s face when her friends appeared in bubbles around me. She was all…

(*He finishes the thought by clapping hands to head and pulling his face this way and that, all the while gibbering madly for maximum comic effect. The impression draws a laugh from Chrysalis and Cozy.*)

**Cozy:** She’s so stressed out all the time!

**Chrysalis:** When I posed as her former foal-sitter, I thought she was going to implode! (*Laughs all around; close-up of Cozy.*)

**Cozy:** I wish I could’ve seen her face when I nearly erased all the magic from Equestria. (*Zoom out to frame Tirek on the next line.*)

**Tirek:** *All* magic was a little excessive, don’t you think?

**Cozy:** Meh, I think big. (*grinning madly*) Besides, it would’ve been worth it just to see Twilight and her friends bow down to me!

**Tirek:** Indeed it would. Who wouldn’t love to see those prissy ponies realize they’d lost everything?

(*Chrysalis changes into Twilight, but speaks the next line in her own voice.*)

**Chrysalis:** (*“freaking out,” hovering*) I’m a pathetic pony princess. I made a detailed list of all the ways I’m a failure!

(*Wild laughter from the other two as she becomes herself again.*)

**Tirek:** You know, working with you two may not be the worst thing.

**Chrysalis:** Mmm—perhaps. As long as it results in the complete destruction of our enemies.

**Cozy:** I wouldn’t have it any other way. (*eagerly*) Do the “pathetic princess” thing again!

(*The deposed queen shifts to the violet Princess once more, this time performing a series of wildly exaggerated hoof gestures that draws further laughs from the others .Dissolve to the path leading to Rusty’s cabin the following day; the three pick their way toward the structure, Chrysalis in her own form and Cozy riding on Tirek’s shoulder. Stepping out of his front door, the stallion stops cold upon finding not one, but three visitors. Chrysalis transforms to the female ophiotaurus and lets go with a roar that throws him backward and causes the mountainside to do the mambo. Down comes enough snow to bury him and the cabin; all three proceed laughing, Chrysalis as herself again, while Rusty’s head and forelegs break the surface.*)

**Rusty:** I’m okay!

(*Wipe to the trio on the move; Cozy flies ahead to scout the next stretch as Tirek pulls down several loops of hanging vines. Another wipe brings them to a fallen tree that blocks the path; now Chrysalis turns into an Ursa Minor, locks claws onto the bark, and heaves the obstacle aside. A third wipe frames Cozy in close-up, straining to pull herself up a steep slope amid the howling winds. One leg slips on the ice and she begins to topple, but a pocked, dark gray leg lashes down to catch her—Chrysalis is herself again, and she lifts the filly up to a safer spot while Tirek brings up the rear. Wipe to the three contemplating the last phase of the ascent from across the gorge that Chrysalis tried and failed to cross in Act Two. Tirek has fashioned the vines he found into a rope and tied a loop at one end, which he cinches around a jutting rock. He passes the other end to Cozy as Chrysalis becomes a roc; the filly allows herself to be gripped in one set of talons and airlifted into the tumult. Great wings beat against the current until Chrysalis can no longer make forward progress, now she flings Cozy ahead to tie off the free end on a rock protruding from the other side of the gorge. The job done, Cozy waves the other two on; Chrysalis, now back at the starting point and in her on form, changes to a monkey and starts to traverse the gap with the help of all four limbs and her tail. Tirek follows suit, and Chrysalis reverses her quick change once she has gained the opposite ridge and he is finishing the traverse.*)

(*Dissolve to the three standing in a small clearing near the peak and zoom in slowly. Before them is a cave whose entrance is marked by the same glowing spirals seen in Grogar’s Act One account of the bewitching bell’s hiding place. Chrysalis flies toward it, but an invisible force field repels her sharply, flaring yellow on contact; with a scream, she tumbles to the snow on her back. Cozy and Tirek approach the cave, but the big guy’s attempt to reach in is also blocked; he recoils with a pained grunt and shakes his hand as if it had been burned.*)

**Cozy:** Can you absorb it and make it go away?

**Tirek:** I can only absorb magic from living beings.

**Cozy:** (*pointing toward Chrysalis*) Like her?

(*The changeling, now up to all fours, becomes instantly distrustful of the other two.*)

**Chrysalis:** Betrayal!

**Cozy:** Not betrayal, teamwork. If Tirek absorbs your energy— (*lifting/flexing one of his arms*) —he might be strong enough to break through.

**Chrysalis:** And then?

**Cozy:** Then…he gives it back.

**Tirek:** (*puzzled*) I do?

**Cozy:** (*nodding*) Mmm-hmm.

**Chrysalis:** How do I know you won’t take my magic and leave me?

**Cozy:** (*hovering to her*) Would we do that to you?

(*This response earns an accusing hoof pointed straight at her.*)

**Cozy:** Okay, normally, yes, we would.

**Tirek:** (*very reluctantly*) I’ll give you your magic back. (*Slow pan across the tableau; Chrysalis steels herself.*)

**Chrysalis:** Do it.

(*Both of them kick-start their horns, a stream of green power flowing from Chrysalis’s and turning to red-orange as Tirek guzzles it down and begins to grow. When the transfer ends, she flops bonelessly into the snow and looks up through faded, filmy eyes to find the centaur every inch as big and bad as when he first squeezed Equestria dry.*)

**Tirek:** So much *POWER!!*

(*He kisses one of his newly upsized biceps and warms up a spell.*)

**Tirek:** Welcome back, baby!

(*Cut to the cave entrance on the end of this; his blast crashes into the force field and opens a small hole, seen from the side opposite him.*)

**Tirek:** It’s not big enough for me!

**Cozy:** Maybe not you!

(*She, though, has ample clearance to dart through the gap.*)

**Cozy:** Keep it open, or I’ll be trapped forever! (*Fly into the cave.*)

**Chrysalis:** (*weakly*) Would that be so terrible?

(*A nasty chuckle from the giant is the only response she gets, but it soon becomes a long, strained groan as he pours on the juice.*)

**Tirek:** (*with great effort*) Can’t hold much longer!

(*Close-up of the crackling barrier on the end of this, then back to him, seen from the cave side.*)

**Tirek:** *HURRY!!*

(*And here comes Cozy, pulling every shred of airspeed from her wings that she can get. She has found the bell, and she rockets out through the hole an instant before Tirek’s spell gives out and the field re-establishes itself. Only an impact with a snowdrift stops her from going over the edge; she ends up buried, but pops her head and forelegs out to hold up the item.*)

**Cozy:** Ta-da!

**Chrysalis:** (*to Tirek*) My magic!

(*He flexes a bicep, relishing the sensation of having all his power back—then, only somewhat willingly, opens his mouth and gets a spell going. The magic transference runs in reverse now, he shrinking and she rising to her hooves with her full potency restored.*)

**Chrysalis:** I…I wasn’t sure you were going to give it back.

**Tirek:** (*shrugging*) Neither was I. But working together seemed smarter than to continue fighting. (*Cozy hovers between them.*)

**Cozy:** When we helped each other, it felt better somehow.

**Chrysalis:** I haven’t felt like this since before I lost my hive. Having others who will be there for you is…pleasing. (*Close-up of Tirek, panning to each speaker in turn.*)

**Tirek:** All of these years, taking power from ponies.

**Cozy:** When you use your power to help others…

**Chrysalis:** Yes! It feels…

(*She is within an ace of finishing that thought when her eyes pop wide open in a sudden, horrified realization. Zoom out quickly to frame all three.*)

**Chrysalis:** *NOOOOOO!!* (*Surprised reactions from the others.*) The magic of friendship is like a disease! An infection that spreads to those around you! I watched it infect my hive. I will *not* let it get me!

**Cozy:** (*rattled*) Same!

**Tirek:** (*ditto*) Obviously.

**Cozy:** But Grogar said we have to work together.

**Chrysalis:** (*cunningly*) Grogar is too powerful. Something must be done about that. Let Grogar think we’re his loyal servants. (*Close-up of her.*) In the meantime, we’ll hatch our own plan.

(*Zoom out to frame Cozy on the next line, her half-crazed expression broadcasting enthusiastic agreement.*)

**Cozy:** Oooooooh, I love a good backstabbing.

**Tirek:** After that, we can go back to trying to destroy each other.

**Cozy:** (*holding up bell*) In the meantime, what do we do with this?

(*Dissolve to Grogar’s swamp, now spread out under an unwholesome night sky.*)

**Grogar:** (*voice over*) You’ve failed to retrieve the bell?!?

(*An impact and tremor accompany this last word; cut to ground level inside, the camera pointing through his hooves toward the contrite trio. Chrysalis is upright, Cozy and Tirek kneeling, and Cozy no longer has either her winter apparel or the bell. The shake-up was caused by a stomp of the goat’s hoof, no doubt.*)

**Cozy:** W-W-We’re sorry, O mighty Grogar!

**Tirek:** We worked together as you asked.

**Chrysalis:** (*dropping to haunches*) We just aren’t as powerful as you.

(*Cut to him, standing on the elevated platform of his central chamber. He voices an infuriated roar, horns and collar bells blazing yellow, and channels his rage into firing off a spell to blow a hole through a wall. The underlings, now standing/hovering, boggle at the blast in close-up; on the start of the next line, zoom out to frame him now at their level.*)

**Grogar:** Obviously! At least you finally did as you were told and worked together. (*He stalks off toward the new doorway; the others call after him.*)

**Cozy:** Of course!

**Tirek:** Whatever you command!

**Chrysalis:** Forget about that old bell. You were right. We’re so much more powerful when we work as a team.

(*She cuts her eyes knowingly to one side on these last six words, and the camera zooms in and pans slightly in that direction to frame the base of a half-broken rock wall behind her. The bell has been tucked away here, white light pulsing from its surface cracks, decorations, and clapper. Fade to black.*)