

THE TIMES THEY ARE A CHANGELING

Story by Michael Vogel, Kevin Burke, Chris Wyatt

Written by Kevin Burke, Chris Wyatt

Produced by Devon Cody

Story editing by Josh Haber

Supervising direction by Jim Miller

Directed by Denny Lu, Tim Stuby

Transcribed by Alan Back (ajback@yahoo.com)

Note: All crystal ponies seen during this episode have the bright solid coloration that indicates “mid-level” good spirits, rather than the translucent crystalline appearance of their most positive emotions.

Prologue

(Opening shot: fade in to a long shot of a train chugging across a snowy landscape during the day. Pan to follow it into the grassy outskirts of the Crystal Empire, then cut to Twilight Sparkle inside one car, gazing excitedly out the window.)

Twilight: I hope Shining Armor and Princess Cadence don’t think it’s too soon for me to come back to the Crystal Empire for a visit.

(She turns away, the camera panning slightly to frame her and Starlight Glimmer side by side on a seat; the latter reads a book held in her aura.)

Twilight: But I just know Flurry Heart’s grown so much already. I wonder if I’ll even recognize her.

Starlight: She’s the only baby they have, Twilight. *(lowering book)* I think it’ll be pretty easy to figure out who she is.

(The Princess grumbles a bit at this jibe, prompting her student to shut the cover and put on a humoring smile.)

Starlight: Sorry. *(touching her wing, setting book on seat)* I know you want to visit your niece as much as possible, and I’m excited to see Sunburst again. I just don’t want to fall behind on my friendship lessons back home.

Twilight: Starlight, your work in Ponyville isn’t going anywhere. Besides, I think we all know you can learn about friendship anywhere. *(addressing herself o.s.)* Right, Spike?

(Starlight turns to follow her gaze; cut to the aforementioned baby dragon, parked on a different seat. He has donned a trenchcoat, wide-brimmed fedora, and sunglasses, and he folds up the newspaper he is holding up to conceal his face. A small valise rests alongside.)

Spike: *(deep voice)* Spike? Who's Spike? *(Twilight scowls as Starlight smiles.)*

Starlight: Pffft! Uh, you're Spike, Spike, and why are you dressed like that?

Spike: *(own voice, groaning, throwing paper aside)* Guys, you're blowing my cover! *(He crosses to them, carrying his luggage.)* How'd you even know it was me? *(It is set down.)*

Starlight: Because you're you— *(Close-up; she leans down to him.)* —in a coat, hat, and glasses. Also, we're the only ones here.

(A quick zoom out confirms this assertion; there are indeed no other passengers in this train car. Spike looks around himself as recognition sinks in.)

Spike: Right.

Twilight: Spike, why do you need a disguise?

Spike: *(removing shades)* The last time we came to the Crystal Empire, there was a lot going on with the new baby and the Crystalling, but I still got mobbed in the street. *(Shades on; cut to the two mares.)*

Starlight: I wouldn't say "mobbed."

Spike: *(from o.s.)* And this is just a family visit. *(All three again; he continues smugly.)* I wouldn't want the presence of Spike the Brave and Glorious to turn it into some kinda circus.

Starlight: We get it. The crystal ponies adore you.

Twilight: He did save the Empire—twice. *(Spike starts rooting around in the valise.)* But still—

(Close-up of her; random items are flung past.)

Twilight: —I don't think your presence will turn our visit into a circus.

Spike: *(from o.s.)* Not if I find the right disguise, it won't.

(Her eyes pop a bit; cut back to him—now with a bushy orange wig resting on his cranium, topped by the hat. Zoom out to frame Twilight and Starlight aiming extremely quizzical looks down at him and the junk he has scattered around the aisle—including a little Rarity doll. He leans against the end of their seat, propping himself up with one arm and grinning broadly, and the two spectators shift into indulgent smiles. Fade to black.)

OPENING THEME

Act One

(Opening shot: fade in to a close-up of the three travelers standing on the platform at the Empire's train station. Twilight and Starlight look confusedly around themselves as Spike adjusts his coat lapels; he no longer has the valise.)

Starlight: Uh...disguise or not, Spike, I don't think you need to worry about being mobbed.

(Zoom out quickly to a long shot. The train has pulled out, and the only sign of life is a single tumbleweed drifting along in the wind. The next three lines echo slightly across the distance.)

Starlight: Nopony's here. *(A hawk's cry rings out.)*

Spike: It's like a ghost town. *(All three start walking.)*

Twilight: I've got a bad feeling about this.

(Wipe to the upper portion of a tall domed building within the Empire proper and tilt down to the street corner on which it stands, to the sound of clopping hooves. The three are making their way down the block and casting wary eyes over the total lack of equine activity.)

Starlight: *(slowly)* Yeah...this is weird. *(They stop.)*

Spike: I guess I don't need the disguise after all.

(As soon as he pulls off the sunglasses, hat, and wig, a throng of crystal ponies instantly crowds the thoroughfare, to the great surprise of all three. Zoom out as a babel of excited voices the air.)

Mare 1: Ooh! It's Spike, the Brave and Glorious!

Mare 2: He's come to save us yet again!

(The little guy finds himself hoisted overhead and carried a few steps, his coat stripped off.)

Crowd: *(chanting)* Spike! Spike! Spike! Spike!

Spike: Save you from what?

Starlight: Yeah, what's going on?

Twilight: Why was everypony hiding?

(Two mares at the back of the crowd take notice of the new arrivals and turn worriedly to one another. The next three lines are delivered in hushed tones.)

Mare 3: Oh, it sure looks like Princess Twilight and her pupil.

Mare 4: But how can we be sure? *(A stallion joins them.)*

Stallion: We can't! E-Either one of them could be the...you know...

(Scared almost completely senseless, he peels out. Highly puzzled blue and purple eyes exchange flummoxed glances; noticing them, Mare 3 starts to hyperventilate and grabs the cheeks of Mare 4, pulling her back and forth.)

Mare 3: *(between breaths)* What if this...isn't...the real Spike?

(She drops her companion, who rises to her hind legs.)

Mare 4: Everypony RUUUNNN!!

(The admirers vacate the street in a blink, leaving Spike in midair above a few dissipating wisps of multicolored dust. He slams to the crystalline pavement on his back and sits up, rubbing his head; close-up of Twilight and Starlight.)

Twilight: Okay. Something strange is definitely going on. *(Groan from the o.s. Spike; zoom out to frame him.)*

Spike: *(sarcastically)* You think?

(Dissolve to the square beneath the Crystal Castle and zoom in slowly. The Ponyville three walk up to a pair of guards in full armor, and a close-up picks them out as pegasus stallions—one light yellow, the other violet, both with gray tails and helmet crests. Yellow raises a front hoof to bar their passage.)

Yellow: Who goes there?

Starlight: *(gesturing to Twilight)* Um...you don't recognize the Princess of Friendship? *(He lowers the hoof.)*

Yellow: Of course we recognize her.

Violet: But that doesn't mean it's really her.

Spike: *(stepping forward, smiling)* It's okay, guys. *(winking)* They're with me. And any friend of Spike the Brave and Glorious is a friend of the Crystal Empire, am I right?

(He cocks a knowing eyebrow at the two guards.)

Violet: *(thoughtfully)* Huh. It does look like him.

Yellow: Well, it would, wouldn't it? I'm sorry— *(leaning down to Spike)* —but we'll need to see some proof of identification.

(The dragon's spirits wilt in the moment that lapses between this directive and the next voice, underscored by the sound of approaching hooves.)

Princess Cadence: *(from o.s.)* We'll take care of things from here.

(Spike brightens as the guard backs off. Here she comes, accompanied by Shining Armor in his full armor and Starlight's old friend Sunburst, last seen in "The Crystalling." Floating in Sunburst's aura is a small baby seat that holds Flurry Heart, the royal couple's daughter. Each adult face is firmly dialed into its maximum "no nonsense" setting.)

Twilight: Oh, Cadence, thank goodness! What's going on?

Shining: We can explain, Twilie—if it really *is* you.

(A nod to his wife sends her over to her sister-in-law. Cadence starts the following with the dance she and Twilight first did in "A Canterlot Wedding," and Twilight quickly joins in.)

Cadence: Sunshine, sunshine—

Twilight, Cadence: —ladybugs awake.

Clap your hooves and do a little shake!

(They embrace with a contented hum, and Cadence backs off to stand next to a now-smiling Shining.)

Shining: It's okay, everypony! It's her.

(The guards smile and stand at ease as Sunburst walks up; now the infant can be seen working on a baby bottle.)

Starlight: Of course it's her! *(She hurries over to him.)* What's all this about?

Sunburst: A changeling's been spotted nearby.

Twilight: *(shocked)* A changeling?

Spike: That's not good.

Cadence: No, it's not. *(Long overhead shot of the group; slow pan.)* After Queen Chrysalis took my place at our wedding and invaded Canterlot with her army of minions, we're not taking any chances.

Sunburst: Changelings feed off of love. *(Close-up.)* And ever since Flurry Heart's Crystalling, the Empire is filled with more love than anywhere in Equestria. It's possible they've come for the baby.

Shining: That's why we posted the extra guards, and why we're—

Twilight: —checking everypony's identity.

Cadence: *(sighing)* I'm sorry for all of this. *(smiling)* Flurry Heart's really been looking forward to seeing you.

(The tyke adds a cheerful little coo to affirm her mother's assessment, and Twilight, Starlight, and Spike gather around to smile at her.)

Twilight: *(extending a foreleg; Flurry grabs it)* Oh, she's gotten so big! Starlight and I will do whatever we can to help protect her.

Cadence: To be honest, having you here is already a big relief.

(Yellow whispers in Shining's ear for a moment.)

Shining: Hmm. The Royal Guards were wondering— *(Violet and Yellow grin.)* —if Spike the Brave and Glorious would like to join in the search for the changeling.

Spike: *Really?*

Twilight: Uh, I don't know if that's such a good idea, Spike. It sounds dangerous.

Spike: *(pacing, flexing muscles)* Come on, Twilight, this is Spike the Brave and Glorious you're talking to. Have you ever known *me* to run from danger?

Twilight: *(glancing worriedly away)* Um... *(Shining leans over to them.)*

Shining: He'll be safe with our guards.

Spike: *(with bravado)* Or will your guards be safe with *me*?

(To which Twilight can manage only an eye roll and sigh, followed by a gentle smile. Dissolve to a long overhead view of Spike and a squad of Royal Guard stallions, one of whom is Yellow, marching through a tract of snowscape outside the Empire under a gloomy gray sky. Zoom in slowly on them through the rocky crags that dot the area.)

Yellow: Spike the Brave and Glorious.

(Head-on shot: all but Spike stop. Violet and Yellow are at the head of the formation. The others visible behind them are all pegasi and have the same coat color as Violet. Some tails and helmet crests are gray, others reddish-pink.)

Yellow: You've faced the evil changelings before. What can you tell us? *(Spike stops short, caught off guard.)*

Spike: Oh! Uh...well, they *are* changelings, so they...can...change.

Yellow: *(to others)* Do you hear that? These monsters can look like any of us, so be on guard, guards—even more than normal!

Spike: *(smiling)* And they could be anywhere. *(His perspective; they snort angrily down at him.)* So... *(Back to him.)* ...we should cover as much ground as possible.

(He becomes all business in a heartbeat.)

Spike: *(pointing to one side)* You! Search that way! *(pointing to other side)* And you! Search that way!

(Each command is met by part of the squad thundering off in the indicated direction, and a subsequent zoom out shows him now standing alone on the plain.)

Spike: And...I'll...just search...here, I guess. *(Close-up.)* Not many places to hide.

(The brows lower over the reptilian green eyes, and he cautiously approaches a small boulder about as tall as he is.)

Spike: Unless that rock is a changeling. *(addressing it)* Okay, rock, how do I know you're really a rock? *(He glares at it.)* Hmm. Not talking, huh? Well, you can't fool me!

(A kick fails to get any information out of it, but succeeds in throwing him off balance so that he tumbles backward with a yell. Instead of thumping down into the snow, however, he drops through it and is lost to sight, a prolonged scream fading out as the upper portion of the rock breaks loose and slides in after him. Cut to the baby dragon, sliding on his back down a steep, snowy incline and with his lungs working overtime. The mineral mass bounces after him as he barrels through a low-ceilinged passage and into the open toward a broad ravine. He slams into a stalagmite at the edge and hangs on for dear life, a few clumps of dislodged snow falling over the precipice and followed by the rock. Cut to an extreme close-up of his face, eyes squinched shut in mortal terror until he dares to open them once he hears the stone hit the bottom, and zoom out.)

Spike: Phew!

(Planting a string of kisses on the stalagmite that has saved him from meeting that same fate, he stands up.)

Spike: Okay. *(pacing)* Maybe it's time Spike the Brave and Glorious went back to, uh...protect those guards.

(He stops with a weak chuckle, which gives way to a yell of horror. A longer shot frames more of the icy cavern he has wound up in, which includes a vertical surface that displays his mirror image. Spike sighs and waves to himself.)

Spike: Just my reflection.

(He turns away through the snow, but the duplicate does not copy his movements; instead remaining in place. Spike doubles back.)

Spike: Huh?

(Now the copy begins to act as a mirror image again, replicating every move he makes. Hold out one palm, then the other; zip to one side; return to center; laugh and make a goofy face.)

Spike: Hmm. *(scratching behind one ear, walking away)* Just my imagination, I guess.

(The charade ends abruptly when the second Spike slips and falls on his back. By the time the real one can whirl back to the “mirror”—actually only a gap in the ice wall—the other is upright and dusting himself off. He grimaces at being caught out, and a lick of pale blue flame washes up over his form, disappearing to leave a flesh-and-blood changeling standing in the snow. Spike voices a scream of brain-melting terror before the view snaps to black.)

Act Two

(Opening shot: fade in to a close-up of him.)

Spike: *(shivering, stuttering badly)* CHANGELING!!

(His legs give out and he falls onto his rump, but the shape-shifter impassively regards him with two solidly pale blue eyes. Only when it cocks its head toward him does he scramble up and run for his life. It speaks up in a nervous young male voice—this is Thorax.)

Thorax: No, wait! Come back!

(Spike does nothing of the sort, screaming full volume as he runs smack into the stalagmite that kept him from falling into the ravine. Now, though, the impact knocks him silly and he totters over the brink, screaming along every inch of the free fall. In extreme close-up, he covers his eyes to prevent himself from having to see his inevitable end, only to have his downward momentum sharply arrested. As he brings his hands down, the camera zooms out to show that Thorax has clamped his fanged jaws around the scaly tail and is hovering in midair.)

Spike: This is unexpected.

(He is airlifted out of the ravine and dropped onto the snow, where Thorax hovers in front of him. Now his voice takes on a tone of chronic insecurity.)

Thorax: The ice is pretty slippery. *(He touches down.)* I wouldn't want you to get hurt because of me.

Spike: You...saved me? *(Close-up of Thorax.)*

Thorax: It's okay. I know you don't want to be friends. *(He starts to flit away.)*

Spike: *(from o.s.)* Wait! *(Stop/turn; cut to him.)* I don't understand. Changelings are supposed to be evil...right?

Thorax: *(touching down)* Evil? Oh, not me. All I've ever wanted is a friend.

(Zoom in slowly on him and dissolve to a close-up of an egg standing upright as it starts to shake from inside. Pieces of others litter the floor in this space.)

Thorax: *(voice over)* From the moment I first split my egg in the nursery hive.

(As he speaks, the shell's upper end cracks and flakes away so that a hatchling—the newborn Thorax—can poke his head up amid a runnel of grayish slime. The face is dark gray, but the rest of the body is a white, grublike structure with dark spots. The hue of his eyes indicates that the colors of this recollection are slightly faded. He looks wonderingly around himself, the camera zooming out quickly to pick out the cavernous chamber in which he and dozens of eggs are scattered about. Some are on the floor, others on the ceiling, and several have already hatched. In a close-up and slow pan, narrowed eyes glare and forked tongues hiss all hostility as Baby TH hunkers back into his eggshell and whimpers softly. The newborns crawl across the cavern floor toward and up the pocked legs of a much taller changeling, who proves to be Chrysalis when the camera tilts up to frame her fully. Her horn glows a sick green as she levitates a hatchling and grins savagely down at it, throwing a fresh scare into Baby TH.)

Thorax: *(voice over)* I...was...

(Cut to him, now fully grown and hovering indecisively above Canterlot as the swarm attacks during Part Two of "A Canterlot Wedding." As he speaks, the view cuts to Twilight and her five friends, surrounded by changeling duplicates and bracing for a scrap. The faded colors continue through this memory as well.)

Thorax: *(voice over)* ...part of the attack on Canterlot during the royal wedding. But I'd never seen true friendship like that— *(They leap; he holds his position.)* —and I couldn't just steal it and feed on its love. I wanted to share it.

(Long shot of the entire city; the turbocharged spell cast by Cadence and Shining sends all the invaders hurtling toward parts unknown. Just as one of them is about to hit the camera, the screen flashes white and fades to a close-up of Thorax in the present.)

Thorax: After that, I knew I couldn't live with my kind anymore.

(Cut to Spike, eyes tearing up and head spines sagging a bit at the pathos of this story.)

Thorax: *(from o.s.)* I set off looking for love to share, but... *(Spike snaps to.)*

Spike: But...what? *(The spines straighten.)*

Thorax: I'm starving! And there's so much love in the Crystal Empire right now! I-It's what drew me here! *(Close-up.)* But it's driving me crazy! *(Zoom out; Spike smiles and touches his face.)*

Spike: That would be from the royal Crystalling. It's pretty much a giant outpouring of light and love for a new baby.

(Without warning, the changeling growls in the back of his throat and lets go with a feral, snarling hiss, his tongue extending to full length for a moment. As soon as he reels it back in, he comes over in a panic.)

Thorax: Oh! Sorry. *(Cut to Spike; shivering and recoiling; he continues o.s.)* I'm just so hungry! *(Long overhead shot of both; slow pan.)* If I had a friend, maybe the love we shared could sustain me, but... *(hanging head)* ...I don't think the crystal ponies want to be friends.

(Close-up of Spike, who thinks for a tick before inspiration strikes.)

Spike: What if I told you there was somepony they respect and admire so much, he could convince them to give it a try?

Thorax: If only that were true.

Spike: It is! I mean, *I* am! It's me, Spike!

(His big grin is met with blank-eyed confusion.)

Spike: Spike, the Brave and Glorious? *(Still nothing.)* I'm sure you've heard of me.

Thorax: No, but I *was* raised by an evil queen. I'm Thorax. *(smiling, laughing a bit)* I can't believe you want to help me!

Spike: Why? Hasn't anypony ever just been nice to you?

(Here comes that savage hiss again, with lashing tongue. By the time he gets himself under control, Spike has dropped into a huddle.)

Thorax: Oh! Sorry, sorry! (*Spike stands.*) Kindness like that kind of brings it out. Do you still want to be my friend?

Spike: (*smiling*) Of course! And I am one hundred percent sure I can get the whole Crystal Empire to be your friend too.

(*Thorax does it again, right in his face; he gets a fright but keeps his footing as Thorax corks his own mouth with both front hooves.*)

Spike: But...maybe I should just, uh...talk to them first. (*Shaky grin.*)

Thorax: (*nodding, muffled*) Y...yeah.

(*Dissolve to a long shot of the square beneath the Crystal Castle, where two guards are standing watch.*)

Yellow: (*voice over*) What do you mean?

(*Close-up; other guards gather in around the pair. They are in one of the corridors.*)

Yellow: Did you see the changeling?

Violet: Did you defeat the evil creature?

(*Cut to Spike, standing before them and smiling proudly.*)

Spike: (*leaning against a table*) Defeating a changeling *would* be brave, but do you know what would be glorious?

Yellow: Defeating two changelings?

Violet: (*eagerly*) Defeating *all* the changelings? (*Close-up of Spike.*)

Spike: Not having to fight the changeling at all—because *I* made friends with him.

(*He flashes a toothy grin, but is absolutely poleaxed when a gale of laughter comes down on top of him. Zoom out as the two speakers yuk it up, then cut to them.*)

Yellow: Oh, wow! For a second I thought you were serious.

Violet: Could you imagine? Friends with a changeling? (*All calm down.*)

Spike: (*indignantly, crossing arms*) I *am* serious! He wants to be friends.

(*Another round of laughter sours him even more on the prospect of working with this lot.*)

Violet: Oh, right.

Yellow: Not only are you Spike the Brave and Glorious—(*resting a foreleg on his head*)—you're also Spike the Hilarious! (*Violet chuckles; Spike throws the leg off.*)

Spike: I'm not joking! The changeling is nice!

(*A beat of silence, and the two pegasi fall all over themselves and him as Spike seethes at their refusal to accept his account. Both shut up as soon as the next voice cuts in.*)

Shining: *(from o.s.)* I'm sorry— *(Cut to him, standing at a doorway and tapping a hoof for emphasis.)* —but I don't think it's funny. The changeling queen Chrysalis kidnapped Cadence and cast a spell on me.

(Violet and Yellow, now standing at attention, ease one step off to the side and then vanish in a steel-colored blur and clatter of armor plate. Spike glances worriedly after him before Shining leans down to aim two icy blue eyes at him.)

Shining: There's no such thing as a nice changeling.

Spike: *(cowed)* You're right, Shining Armor. Sorry. That was a...bad joke.

(Wipe to the ice cavern. Thorax walks to the edge of the ravine, but flies back to rendezvous with the arriving Spike.)

Thorax: *(excitedly)* So? So? Uh, what did they say? *(Land; walk next to Spike.)* How many new friends do I have?

Spike: *(pulling ahead; Thorax stops)* Well, it...didn't go exactly the way I thought.

(The stubby legs halt, the head droops, and his half-shrug tells the rest of the story and brings Thorax's head down as well.)

Thorax: *(sighing heavily)* I understand. *(turning away)* Well, thanks for trying. I...I guess it's not surprising. How can you expect ponies who look like this...

(He transforms into a crystal pony colt whose coat is ice-blue, with a slight green tint. His eyes are a deeper blue-green, and he has a curly, two-tone dark bluish-gray mane/tail. The mane is held back with a light gray band, and a slight pivot shows him to have a cutie mark of an urn marked with a horseshoe pattern. This alter ego is Crystal Hoof, but his voice remains unchanged.)

Crystal: ...to trust something that looks like this?

(Back to his true form; now Spike has a fresh brainstorm.)

Spike: I think I might know!

(The dark gray head tilts in puzzlement. Wipe to a closed doorway within a corridor of the Crystal Castle; after two guards march past side by side, one door swings open so Spike can have a look. Satisfying himself, he steps in and gestures toward the doorway, which is the cue for Crystal to step apprehensively in after him.)

Twilight: *(from o.s.)* Spike!

(All four eyes pop; in a longer shot, she trots to them from around a corner.)

Twilight: If you're done searching for the changeling, Starlight and I could use your help. We're working on a protection spell for Flurry Heart, and nopony takes notes like you.

(The same four eyes trade uneasy looks—"what now?"—for a moment before Spike comes up with any words.)

Spike: *(scratching side of head; Crystal backs up slowly)* Uh, actually, Twilight... *(smiling, moving forward, sweating a bit)* ...I, uh, wanted to introduce you to my friend...uh...

(Cut to his perspective: an extreme close-up of a cluster of crystal facets that form one of the columns lining the walls.)

Spike: ...uh, Crystal, uh... *(Pan to Twilight's hooves.)* ...Hoof!

(Tilt up to the winged unicorn's now-puzzled face.)

Spike: Crystal Hoof, heh. *(Cut to the three.)* My good friend Crystal Hoof. *(He pushes Crystal forward.)*

Crystal: *(raising a front hoof)* Nice to meet you. *(Twilight smiles and taps one of hers to it.)*

Twilight: Oh! Well, it's nice to meet you too. How do you know Spike?

Thorax: Oh, uh, Spike and I go way back. *(Spike zips in front of him.)*

Spike: *(hastily)* To the Equestria Games! *(composing himself)* Uh, that's when we met. *(Brief grimace and sweating fit.)* We've been pen pals ever since. *(Twilight leans down to him.)*

Twilight: Pen pals? *(beaming, straightening up, flapping wings)* Spike, you could've been using my pen-pal quill set! Why didn't you tell me?

Spike: Well, I...I pretty much only write to him when you and Starlight are...studying.

Crystal: I like to brag to all my friends about my letters from Spike the Brave and Glorious. *(Close-up: Spike starts to sweat again.)*

Spike: *(forcing a laugh)* Yeah!

(Zoom out to frame Crystal as he joins in on the inauthentic kidding about and very real perspiration, which last for an awkward moment.)

Twilight: Well, I'm sure Starlight and I can manage, if you want to spend time with your friend.

Spike: Great! Crystal Hoof promised to take me around the city.

(She goes her way and they go theirs, Crystal voicing a giddy yelp once she is out of earshot.)

Crystal: That was amazing!

Spike: I told you.

(Dissolve to a long shot of the square, Spike leading Crystal along one of the main streets, and cut to a close-up of the colt's enraptured face as he looks around. They come to the corner at which Spike was mobbed at the beginning of Act One, but this time the reaction to his presence is

considerably more civilized. Two mares approach to talk with him, and all three laugh as Crystal looks on with a serene smile. Next the camera cuts to a group of spectators and pans ahead to frame the two tourists at their head. As Spike regales the crowd with stories, Crystal begins to pass him autographed publicity photos so he can give them out. It does not take long for some of the locals to engage Crystal in conversation; he beams as the camera pans from him to stop on a thoroughly satisfied Spike as the onlooker this time.)

(Dissolve to a corridor within the Crystal Castle. Violet and Yellow step into view from around a corner, followed by Spike and Crystal. Close-up of the guards.)

Yellow: *(softly, to Violet)* Crystal Hoof is nearly as entertaining as Spike himself.

(He gets a nod in reply; pan back to the smaller pair.)

Crystal: *(sighing blissfully)* This place is everything I've ever dreamed of! *(Face falls; he addresses Spike softly.)* But I can't keep pretending to be a crystal pony forever...can I? *(Longer shot of all four; pan to follow them.)*

Spike: Relax. You're winning them over. *(Close-up of him and Crystal.)* Pretty soon, nopony'll care that you're a changeling. *(They smile at each other.)*

Cadence: *(from o.s., sharply)* Spike!

(Both cringe at that single word and move toward its source. Cut to the throne room as they run/gallop in to stop before the seat of power, where Cadence is standing. To her left are Twilight, Starlight, and two guards; to her right, Sunburst floating Flurry in her baby seat, Violet, and Yellow. Flurry is no longer working on the bottle she had in Act One and is taking a nap.)

Cadence: *(stepping down)* Twilight told me you were off with a friend.

(The dragon can only get out a half-strangled burst of laughter as Crystal chews his lower lip.)

Cadence: *(smiling)* And any friend of Spike the Brave and Glorious is a friend of mine.

(At her gesture, Crystal walks up to get an eyeful of Flurry, who gurgles and waves her stubby little forelegs sleepily in his direction. Cadence crosses to them.)

Crystal: Oh, she's so beautiful! *(unnerved, trembling)* There's so much love around her! *(backing away)* I...I...

(The blue-green eyes start to cloud over with his pale blue fire; he squeezes them shut, but the radiance leaks out through the lids, and in one swift flash he is Thorax again. Instinct has taken over to force a snarling hiss from his throat, bringing gasps from first Cadence and then Twilight/Starlight.)

Thorax: *(backing away, choking on words)* I...I'm so...sorry! I-I can't, can't...stop!

Twilight: Spike! Get away from the changeling!

(Between Thorax's two sentences, Twilight and Starlight take a step toward him and Sunburst puts a protective bubble around Flurry, shifting her out of the baby seat and moving it behind himself. Now Twilight warms up her horn, but Spike plants himself squarely in front of the interloper.)

Spike: Wait! No! *(Her magic envelops him.)* You don't understand!

(The energy hoists him off the floor and maneuvers him over between Cadence and Sunburst/Flurry.)

Sunburst: This changeling replaced your friend to get close to the baby! What other explanation could there be?

Spike: I...

(He looks forlornly from the pink Princess on one side of him to the o.s. violet one on the other. Pan quickly to Twilight and Starlight, both ready to throw down, then to Thorax now standing very painfully alone and undergoing a fresh spasm.)

Spike: *(softly)* I don't know.

(The solid blue eyes pop wide open and tear up at this act of betrayal, and Thorax utters a soft whimper and flies for the doors.)

Yellow: *(as all four guards gallop to pursue)* After it! Don't let the changeling escape!

Cadence: *(to Spike)* I hope your friend is okay.

(He takes a few steps out and stops, letting tears brim in the green eyes.)

Spike: Yeah. Me too.

(One of them slides down his cheek before the view fades to black.)

Act Three

(Opening shot: fade in to the square beneath the Crystal Castle. Two guards keep their eyes peeled as three others gallop past; cut to a close-up of a thoroughly deflated Spike out walking.)

Yellow: *(from o.s.)* Spike. *(He approaches; Spike stops short.)* You should go find Crystal Hoof while we hunt down the changeling.

Spike: I'm pretty sure he doesn't want to see me.

Shining: *(from o.s.)* Spread out!

(Yellow gallops away; cut to the Prince now standing amid the troops as he joins them.)

Shining: The changeling is probably still nearby!

(They follow orders and he races away with one group, leaving Spike by himself.)

Spike: Actually, I'm pretty sure he ran as far away from here as possible. *(An idea hits him.)* But I bet I know where!

(Now it is his turn to beat feet. Wipe to the underground ice cavern.)

Spike: *(running into view, calling out)* Thorax! Hello? *(He hurries toward the ravine.)* I just want to apologize! I should've stood up for you!

(Cut to an extreme close-up of a rock, which he tips up for a fruitless look underneath.)

Spike: Aw, come on, Thorax! *(Plunk it down.)* I know you're in here!

(A lick of blue flame, and the chunk has transformed into one good-and-angry changeling who leans down to let blue eyes bore into green.)

Thorax: Leave me alone!

(A hiss sends Spike reeling backward with a cry; he stops at the very edge of the ravine, a patch of which crumbles away beneath him. Only a last-second grab at the lip keeps him from going down for the count.)

Spike: Uh...um...little help?

Thorax: Why do you think I would help *you*? I'm an evil changeling!

(Having the product of his own actions thrown back in his face chastises the baby dragon greatly.)

Spike: Because you're my friend. I just wish I had been one to you.

(His claws give way on the snowpack, and he plunges out of sight with a scream. In extreme close-up, two dark gray hooves latch onto his flailing hand; zoom out as Thorax airlifts him back to the surface and drops him into the snow before touching down to face him. All rancor is now gone from the insect-like face, replaced by an air of utter defeat.)

Thorax: It's okay. I know it's hard. Everyone in the Crystal Empire loves *you*. I couldn't ask you to give that up for me.

(The brows draw down over the closed green eyes, which open with a sudden burst of resolve.)

Spike: You don't have to ask. *(He starts for the passage to the surface...)*

Thorax: What are you gonna do? *(...and then stops briefly, turning to face him.)*

Spike: What I should've done in the first place.

(The violet feet get moving again. Wipe to a room within the Crystal Castle; orders are barked in all directions as guards begin searching in here and sprint past the doorway outside. The scene in the corridor is as chaotic, with several sets of doors already thrown open and stallions galloping through them. Cut to just inside the open doors leading to the throne room and zoom out to frame Starlight watching the efforts with concern. She turns to address herself in the general direction of the royal seat.)

Starlight: I know it's bad that there's a changeling around, but—

(Longer shot; Twilight, Cadence, Shining, Sunburst, Flurry, and one guard have gathered in here, and Flurry is back in her baby seat.)

Starlight: —is all this really necessary?

Cadence: If there's one changeling, there may well be a whole army on the way. *(Twilight crosses to her and Shining.)*

Twilight: True, but Starlight has a point. This is getting a little out of hand.

Cadence: *(sighing)* I understand, but I don't know what else we can do.

Spike: *(from o.s.)* I do!

(All eyes turn toward the doors; cut to them and zoom in on him and a contrite Thorax standing side by side. There is a round of shocked gasps and yelps, accompanied by Sunburst magically nudging his glasses up a bit, and Shining moves closer as several guards take up defensive positions.)

Shining: Spike! What are you doing? Get away from that thing!

Spike: No. He's not a thing. His name is Thorax, and he's my friend.

(Another round of gasps, louder than the first; Thorax shoots a very worried glance to Spike, who returns a supremely confident one before stepping forward to face the gathering. The lights in the room dim, except for a spotlight that follows his motions.)

***Quiet piano/woodwind melody with backing strings, moderate 4 (F major)
Glockenspiel accents on opening bars, dropping out as first verse begins***

Spike: Would you say I'm a hero, glorious and brave
If I told you something you wouldn't believe?

(Wavering dissolve to the entire tableau, normally lit; all the ponies turn away from Thorax, and he gallops away from Spike as the background fades out.)

That sometimes I'm scared, and I can make mistakes
And I'm not so heroic, it seems

(The spotlight returns to him; now he addresses first the guards, then Twilight/Starlight/Cadence/Sunburst.)

Spike: But if day can turn to night, and the darkness turn to light
(Normal lighting resumes; he crosses back to Thorax and lifts his chin.)
Then why can't we imagine a changeling can change?

Cymbal flourish; brass in

(Against a solid blue background, two identical stallions leap out from an imaginary vertical line down the center. The one on the left turns into Thorax, scaring the other into a hasty retreat.)

Spike: No two ponies are exactly the same
(He disappears behind a rain of snowflakes, two of which separately depict his true form and his Crystal Hoof disguise at their centers.)

No two snowflakes ever match their design
(Extreme close-up of one settling onto a violet palm; the fingers squeeze shut.)
And I thought I was strong, but I was nothing but wrong
(He moves over to console Thorax, the spotlight following him.)

Glockenspiel in for next line only

When I forgot to be friendly and kind

(It flares up before the guards now as he straightens up into view, then follows him as he slides over to Twilight and company. The expressions of Twilight and Starlight have softened a hair.)

Spike: But if day can turn to night, and the darkness turn to light
(Lights come up; dissolve to him facing Thorax.)
Then why can't we imagine a changeling can change?

(Dissolve to the statue erected in his honor, showing him holding the Crystal Heart aloft, then to him standing in the same pose.)

Woodwinds/brass out; glockenspiel accents in for first line of next verse only

Spike: Would you say I'm a hero, glorious and brave
(Dissolve to a slow pan across his downcast visage in the throne room, then to one across the skeptical spectators. Shining has now joined them; Starlight's face has hardened again, but Twilight is still unsure.)

If I told you something you wouldn't believe?
(To Thorax; Spike gestures toward him. Lights dim to leave Spike in a spot.)

Woodwinds/brass/acoustic guitar in

This changeling, it seems, knows the real me
(Thorax advances into the circle of light.)

And would stay by my side 'til the end

Cymbal flourish; light percussion in

So if day can turn to night, and the darkness turn to light
(*Normal light resumes in the throne room; the stony countenances before him begin to yield.*)

Intensity builds

Then why can't we imagine, just why can't we imagine
(*Overhead view of the face-off; zoom out slowly.*)

Then why can't we imagine a changeling can change?

Intensity/instrumentation drops back as he finishes
Song ends with one last quiet chord

(*There is dead silence in the throne room once he finishes, broken only by the shimmering sound of the magic Sunburst is using to hold up Flurry's baby seat. Spike stands despondently, seeing hostility on some faces and indecision on others; presently Twilight shoulders her way through to face him and Thorax.*)

Twilight: (*quietly*) Spike, I'm so proud of you.

Spike: (*smiling*) You are?

Twilight: (*beaming, hugging him briefly*) Of course! You're a celebrity here in the Crystal Empire, and you just risked all of it for a friend. (*He grins.*) I can't imagine anything more brave than that.

(*She straightens up and turns to address the others.*)

Twilight: As the Princess of Friendship, I try to set an example for all of Equestria. But today, it was Spike who taught me that a new friend can come from anywhere. I guess everypony still has things to learn about friendship—even me. And if Spike says Thorax is his friend—(*turning to face Thorax*)—then he's my friend too.

(*She holds out a front hoof, prompting a surprised smile and step forward from him. Extreme close-up of it, zooming out as he gratefully takes it in one of his own with tears gathering in his eyes.*)

Thorax: Thank you!

(*He wipes them away; cut to frame all on the start of the next line, Cadence/Shining/Starlight/Sunburst stepping forward with Flurry floating alongside. The distrustful glares have been replaced by welcoming smiles.*)

Cadence: On behalf of the Crystal Empire—(*holding a foreleg forward*)—I would like to extend my hoof in friendship, and I am sure all of my subjects are eager to do the same.

(*Cheers and whoops erupt throughout the throne room as Thorax smiles at Cadence, tears about to spill the banks of his eyes again. She floats Flurry up out of the baby seat, spooking him a bit as he remembers what happened the last time he was this close to her, but the little foal puts him at ease with a coo and blush.*)

Shining: Welcome to the Crystal Empire, Thorax. I'm sorry we didn't take the time to get to know you. Maybe we can change that now. (*Cut to Thorax, his eyes dry; zoom in slowly.*)

Thorax: That'd be so amazing! I want to know all about friendship, and maybe one day I can take that knowledge back to the Changeling Kingdom. (*Longer shot of the group; slow pan.*) If my kind learned how to create love for one another, maybe they wouldn't have to take it from others!

Yellow: To Spike the Brave and Glorious!

(*Fresh cheers and jubilation as the guards gather in closer, hoisting both new friends overhead. Spike flips a thumbs-up to Thorax; cut to Twilight as Starlight steps up alongside.*)

Starlight: Looks like you were right after all.

Twilight: Right about what?

Starlight: Friendship lessons can happen anywhere.

(*Both smile at the celebration as the view fades to black.*)