

1. INT. ABANDONED TOWER — Afternoon

LYRA, GOLDEN, BON-BON, TAVI, DERPY, AND VINYL are all standing in the ABANDONED STUDY. The stairwell is cramped with everyone jostling their way inside. We hear the loud clanking of a suit of armor scattering on the ground.

GOLDEN

(Grunting) Well, Derpy, if you don't mind, I'll stick to separate disguises from now on.

OCTAVIA

(Uncomfortable) Grunting) With respect, I second Golden's opinion.

DERPY slams head-first on the ground. Her face looks even more dazed than usual.

DERPY

So many stairs...

VINYL

Everyone, stay quiet! We don't have much time as it is, and we don't need an interruption from the guards. Those sea serpents were enough to deal with...

DOCTOR

Not to worry.

THE DOCTOR points his SONIC SCREWDRIVER at the door. We hear the sound of a latch.

DOCTOR (cont.)

That should give our friends something extra to do.

LYRA

I'm ready when you all are. Let's boil this thing and get the heck out of dodge!

Past the winding staircase, the study is enormous. The first thing LYRA sees is the view from a bright window in front of her, showing the expanse of the forest leading into CALLEROW. The city is prettier than she remembers.

LYRA

Maybe I should have taken on more tower-guarding duties.

DOCTOR

Well, if you fancy a view, I'd be happy to give you all a lift with the TARDIS.

LYRA

I'm sure Golden would love that!

GOLDEN

Hey, Lyra, come take a look.

An enormous ray of ruby light shines above GOLDEN from the left side of the tower: it's another window, reaching toward the far end of the book shelves. Unlike the first, this one is stained. Reaching from floor to ceiling, it depicts a grisly scene of ponies running from flame.

LYRA

What, a bunch of ponies with blistery hooves?

LYRA gasps. She realizes what she's looking at.

LYRA

Oh. (*Quieter*) Monasta.

VINYL's voice cuts off the silence.

VINYL

There's the chandelier. If you're sure about this, Golden, we can make enough serum to last the next week.

GOLDEN

(*Sighs, regaining composure*)

Don't worry about a thing, Boss.

VINYL

I'll keep a lookout by the gate and Derpy will take a position above. I have a feeling the guards are hungry for seconds.

The three ponies walk off. In the middle of the tower sit LYRA, GOLDEN, and THE DOCTOR with two sacks of supplies from the mares.

GOLDEN

Time to get to business. Do you have the recipe, Lyra?

LYRA

You bet. It just about fell out of my bag with all those sticky weeds I had to pull.

GOLDEN

This, coming from the pony who likes roaming the forest. Now, this potion needs to be stirred at the right times. Even with the aura from those chandelier crystals, one mistake will leave us covered in this stuff.

LYRA

That doesn't seem like anything we can't handle.

GOLDEN

Not if you'd like to get out sometime.

LYRA

Oh. So, you weren't kidding when you wanted to guard the place with a spiderweb...

DOCTOR (O.S.)

Care to get started over here?

THE DOCTOR's voice is muffled between two enormous bookshelves.

DOCTOR (cont.)

May as well find someplace hidden.

GOLDEN

Good thinking, Doc! I can't believe I'm saying this, but the company lately has left me more worried than ever.

DOCTOR

(Sweet)

Well, I think it's perfectly fine.

(Back to normal)

So, what's cookin', Goldie?

GOLDEN

Just some herbs and petals a la giant chandelier. I was thinking, maybe we could speed things up with that fancy chisel of yours. We'll need a fire.

DOCTOR

Chisel? Ah, I see. Well, my Sonic Screwdriver isn't exactly a Michelin-star chef, but I'll see what I can do.

GOLDEN

What do stars have to do with cooking?

DOCTOR

Oh, I meant...nevermind. One heated pot coming right up.

They get to work on the potion. THE DOCTOR heats the cauldron while LYRA adds ingredients. GOLDEN checks back at the recipe in a large book now and then while plucking seeds from fruits and flowers, chopping them up to make sure they are ready for LYRA to add.

DOCTOR

Mind your hooves. This stuff is really seething.

LYRA

Of all the days I chose to lose my boots...

GOLDEN

Okay, stir now! The dandelion's ready. Hurry!

LYRA

Got it!

GOLDEN

DOCTOR., I need a higher temperature.

(Pause) Alright. We should be good for a few moments.

DOCTOR

Thank goodness. It's hard enough to focus when I see bloodied hooves crashing down on me.

GOLDEN

(*Chuckles sadly*) So much for avoiding prying eyes.

(*Sighs*) We can't waste anything. These flowers used to be everywhere, but all those fires in the war... well, they wanted to clear out the fields for battle, and...Most ponies thought they were nothing more than weeds.

THE DOCTOR takes a look at the stained glass window. GOLDEN does the same. There's a moment of silence.

DOCTOR

Maybe when this is over, something new will grow in their place.

GOLDEN

But what could ever replace *these*?

OCTAVIA - O.S

(Scared) We have a problem.

There's a group of armed guards pounding at the door. Near the upper windows, DERPY flaps away from pegasi guards preparing to crash through.

LYRA

(sarcastic) Ah, perfect timing! Where did they all come from?

VINYL

The spell. It must have set off some kind of alarm.

Guards burst through one of the two doors from the bottom. We see axe-hammer hybrids and lances.

DOCTOR

Ah, well, at least the lock stayed put.

VINYL

Derpy, take care of the pegasi. Lyra, head left.

LYRA

With pleasure.

VINYL

Bon-Bon...

BON-BON

(SFX) *(Pulls out lance)* I'll lock the door back up.

VINYL

I'll take front defense. We're gonna be in a lot of trouble if the guards get past the shelves.

BON-BON

Six against forty.

(Laughs) Heh. No worries.

LYRA leaps elegantly into action. She lands right by the first guard and swoops down as he lowers his sword. The blade crashes against the head of an axe. She swings up, dodges, swings again. We hear the sound of her horn lighting, then metal clanging. Her sword is alight with magic. She aims for his helmet, but there's an echoing sound. LYRA's sword shatters. She groans.

GUARD

Ack! My head!

LYRA

Take that, you...oh, no. I recognize that voice.

BLADE swings his axe the moment LYRA finishes speaking. He slashes the axe against LYRA's shield. After the first hit, she casts another spell, but it fizzles out the instant the axe hits again. There's some kickback, and she stumbles, almost dropping it.

BLADE

Like the new tools, Heartstrings? All this stuff is magic-proof. I thought it was about time the peasants caught up to give me a bit of a challenge.

LYRA

(Scoffs)

Like you were casting spells before the Dutchess forced you, Blade.

(SFX) More slashing and swinging.

LYRA (cont.)

Tell me, how long did it take you to master levitation? Did the princess give you a velvet cushion to practice?

BLADE

Well, I'll tell you what: you'll have plenty of time to figure it out in the quiet confines of the Flarewick dungeons.

In the tower, DERPY uses her spear to knock back pegasi that have burst through the window.

DERPY

(Struggling) Oh-no you-don't!
That chandelier is staying right where it is!

GOLDEN
(To LYRA)
Look out!

VINYL
Hang in there, Lyra!

VINYL lights her horn and sends one of the crashed doors in front of the guards. There's the sound of more fizzling. The door is bent from its hinges but still intact.

LYRA
No magic! It's enchanted!

More guards flood in through the loosened door. VINYL uses her horn only to levitate a bow and arrow, and begins shooting the guards back through the door.

The chandelier above starts shifting colors slowly, like a mood ring. There's a faint, deep buzzing coming from it. VINYL takes a look.

DERPY
Vinyl, something's happening to the crystals!

VINYL
Dark pulses. That's a bad sign. Make sure-

After ducking out of sight, BLADE stands up. His horn begins to glow.

VINYL
Ow!

VINYL falls to the ground. She drops her bow and arrow. Her hooves seize up to her face; something has stung her near the eye.

LYRA
(Worried) Vinyl!

OCTAVIA
I've got her!

OCTAVIA races toward the crowd, leaping over swooping weapons and striking opponents with a lance. Her sharp movements almost look like she's using a cello bow.

SFX: *Hooves moving; swooping weapons; clanging; trotting.*

OCTAVIA
Vinyl's eye...something's wrong.

Meanwhile, at the cauldron...

DOCTOR
Our stabilizer has turned against us.

LYRA
Let's finish that thing up fast.
Golden, what else does that potion need?

GOLDEN
I can't finish it fast! It needs time or we're all in trouble. Toss me a few tufts of star-spider silk.

LYRA weaves and dodges a few guards with her shield, thrusting her sword a few times against their armor to keep them at bay.

LYRA
(*To herself*)
Alright, fine. Slow and steady wins the race,
I guess, even when the field is falling to pieces.
Where's my bag...?

A couple more slashes and swords against shields. She bends down, reaching for her sack of supplies. Then, she uses an extra hoof to hold up her shield, freeing her horn to levitate the silk above the cauldron.

GOLDEN
Careful!

LYRA
Almost...

GOLDEN and THE DOCTOR yelp. The potion seizes and bubbles. An enormous bubble pops before it can be stirred down, splashing onto

them both. Round droplets form on their fur coats. They hastily shake them off.

DOCTOR

Yikes! That felt like the potion was putting rubber over my fur!

GOLDEN

We'd better be careful.
This stuff can encase your heart in its bubbles if it's upset.

DOCTOR

How are we supposed to avoid *that* situation?

GOLDEN

Once all the ingredients are mixed, we can dash the potion around the manor and cast a spell with everypony. But the chandelier--it's messing with magic it doesn't recognize.

DOCTOR

And you're sure we can't just abandon our progress?

GOLDEN

We can't afford losing any more petals.
As long as we can get some of this--ack! We'll be fine.

The potion seethes again, but this time it takes longer to come back down. The bubbles rise even higher than before.

LYRA

This thing was the whole reason for coming here, and it doesn't want to play nice?

DOCTOR

Now's not the time to dwell on it.
We need to think of a way to transport it without being turned into pony snowballs.

GOLDEN

Well, this concoction either gets put in a bottle or trap anything it touches.

DOCTOR

(Gasps)

That's it! Lyra, grab one of those lances!

LYRA
Whatever you say, DOCTOR.

LYRA's next to a trio of guards, fighting them off with her shield and GOLDEN's blade. One of them nearly strikes her head with a mace, but she ducks at the last second. She decides to take a detour.

LYRA
Come and catch me!

LYRA leaps near the guards and swings her shield at one's hooves. She hides behind shelves of books, sneaking around until she can hit the guard again. We hear dozens of books falling to the ground.

BLADE
You're starting to get on my nerves.

LYRA
Hey, watch the sacred texts!

She ducks back, then sends a book sliding in front of him. He trips. Before he realizes his lance is gone, Lyra trots back toward the cauldron.

LYRA
Thanks for this.
(To THE DOCTOR) I think I'm catching onto your plan, Doc..

BON BON
(Calling out, worried) Hey!
I've got a lot on my plate right now!

SFX: *Distant clanging*

LYRA
(Quippy, sly) How would you like to spoon it up?
(Serious) Golden, I'm gonna need some of the potion.

SFX: *Potion bubbling*

GOLDEN
(Serious, worried) You don't understand.
It's not exactly finished..
I need to contain the substance with one

more ingredient or it'll go everywhere!

LYRA

..We can split it.

GOLDEN sighs. Nearby, she spots a large ceramic vase. She takes it and cautiously fills it with the potion, leaning away from the substance as it continues to bubble and boil.

GOLDEN

(Sorrowful, quiet) Take this.

I'll see what I can do with the rest.

And be *careful*.

LYRA uses a hoof to lift the vase. The potion is starting to bubble over and spill from the sides. LYRA hesitantly lights her horn for a little support, flickering the magical aura on and off while tilting the spilling liquid away from her.

SFX: *Magic flickering; cauldron moving*

LYRA

(Genuine) Thanks, Goldie.

(Shouts to BON BON)

(Prepared) Bonnie, let's see that mace!

BON BON is busy walloping guards. Both doors are broken down. She's twirling and leaping to smash the unicorns' helmets to disable their magic. Blasts meet her hooves and shoulders until she's covered in burns.

SFX: *Swinging mace; guards falling back; armor being hit; magic blasts*

BON BON

(Sarcastic) You're lucky I can still lift it up.

I'm scorched!

LYRA

(Serious) Dip it into here. That should speed things up.

BON BON

Worth a try.

BON BON dips her mace into the mixture, then resumes her fighting.

Now guards become encased in a sticky blue substance, bubbling up faster than they can bat it away. Soon, half a dozen guards are trapped in giant glowing bubbles.

BON BON

(Amazed) Well, isn't that something.
Order up, double time.

BON BON turns more guards into bubbles.

LYRA dips her lance into the mixture and prods at approaching ponies.

SFX: *Bubbling; cries from guard ponies*

From a dark aisle of bookshelves, BLADE emerges, encased in magic. Around him is the same buzzing sound as the chandelier.

SFX: *Buzzing; hoofsteps*

BLADE

(Laughing)

It's gonna take a lot more than that to get rid of me.

LYRA

Enough hiding, Blade. If you'll excuse us, I've gotta make one final delivery.

(To DERPY) Hey, Derpy! This message is marked *return to sender*.

Holding her breath, LYRA encases the entire cauldron in magic to lift it to DERPY, who catches it after a few seconds. She also lifts her shield curve-side up, following DERPY's ascent. DERPY flies as far up as she can go, becoming cornered by the top of the tower and the surrounding pegasi guards. Then, hooves shaking over the handle, she tips over the contents.

SFX: *Splashing cauldron; horn lighting; horn magic flickering; wings flapping; swinging weapons; cries of Pegasi guards*

LYRA

(Commanding) Everypony, take cover at this side!

Ponies rush to LYRA, who rests underneath her shield. LYRA gives BLADE one last strike with her lance, pushing him in full view of the spilling potion. His spell falters, and he rushes off.

SFX: *Strike with a lance; Bubbling; Running becoming an echo*

LYRA

(Witty) How's *that* for some magic, Blade?

GOLDEN

(Annoyed) Well, that's one use of precious ingredients, I guess.

VINYL

(Genuine) It's the best we could have done. Come on, everypony, let's get back before more troops are alerted.

DOCTOR

(To GOLDEN, whispering) I'm sorry about the flowers. It was my idea. I should have been more careful.

LYRA

(Regretful) I shouldn't have been so reckless, either. I know we came all this way, and all that work was really important to you—

GOLDEN

(Brushing them off) It's alright. I'll get over it, I'm sure. Maybe.

She takes one last look at the stained glass window, covered in bubbling potion.

GOLDEN

One thing's for certain: we can't afford any more mistakes. Not for the mission. Not for my hometown. Let's get going.

END.