

## **SCHOOL RAZE—PART TWO**

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### **Prologue**

*(Opening shot: snap to a “Previously on My Little Pony” title card, then cut to a close-up of Starlight Glimmer struggling to produce only a few sputtering sparks from her horn—Part One, Act One. She and the non-winged students in the group on their Cloudsdale field trip fall through the cloud on which they are standing.)*

**Princess Celestia:** *(voice over)* Magic is disappearing all across Equestria!

*(The flyers put it in gear to save their classmates. On the start of the next line, cut to Twilight Sparkle, Starlight, and Cozy Glow in Twilight’s office at the School of Friendship; at its end, cut to a close-up of Lord Tirek gripping the bars of his cage in Tartarus.)*

**Cozy:** Didn’t we learn about a creature that eats magic?

*(Celestia and Princess Luna in the throne room of Canterlot Castle.)*

**Luna:** Somepony should investigate.

*(Twilight, her friends, and Spike travel through the unforgiving wastes that lead to Tartarus. Zoom in slowly.)*

**Twilight:** *(voice over)* We’ll go.

*The School’s entrance hall: Cozy hovers above its lectern as students chatter happily among themselves at her announcement that she has taken charge for now. During the next line, cut to frame Gallus addressing her at the front of the assembly and standing with the rest of the gang.)*

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

*(Nighttime, Twilight’s office: Cozy and Chancellor Neighsay open the doors so that the eavesdropping six tumble in.)*

**Neighsay:** (voice over) With Equestria under attack— (Now chained together, they are thrown into a dormitory room.) —ponies must stand together!

(The links binding Sandbar are removed—the result of his faked agreement to help the xenophobic unicorn, who taps his medallion to dispel the others' chains. On the next line, cut to Apple Bloom opening her bedroom window.)

**Sandbar:** (voice over) I need the Cutie Mark Crusaders.

**Bloom:** What in— (He addresses her from the Sweet Apple Acres barnyard.)

**Sandbar:** My friends are in trouble!

(Cut to just behind Twilight and Rainbow Dash as they approach Tirek's cage. During the next line, cut to Sandbar and the Cutie Mark Crusaders skidding to a gasping halt in the caverns under the School and finding the chamber that houses Cozy, the captive Starlight floating above in a shell of energy, and the magic circle powered by the six artifacts Twilight brought in.)

**Tirek:** (voice over) It seems my little protégé's plan worked after all.

**Cozy:** (donning her cheap tiara) The future Empress of Friendship!

(Her mad cackle rings through the cavern as the camera cuts to a long shot of the lot. Zoom out slowly and snap to black.)

## OPENING THEME

### Act One

(Opening shot: fade in to a stretch of the featureless rock walls within Tartarus, against which a panicked Twilight straightens up into view.)

**Twilight:** Cozy Glow is behind all of this?!

**Tirek:** (chuckling, stroking her cheek) I'm not usually a fan of ponies, but draining your precious world of magic so she could trap the six of you was inspiring! (His laughter trails off into a coughing fit.)

**Spike:** (testily) Um, there's seven of us.

(Twilight bolts down the stone steps that led them up here; Applejack quickly catches up, the others not far behind.)

**Twilight:** I knew we shouldn't have left!

**Applejack:** But Starlight's in charge at the School. If anypony can stop Cozy Glow, it's her.

**Tirek:** (calling after them) Cozy Glow outsmarted the six of you! I doubt this Starlight stands a chance!

*(Another laugh that becomes a hacking cough; now they are off the steps and pelting past both Cerberus and the stacks of cages that hold the entire weird menagerie they passed on the way in.)*

**Twilight:** We have to get out of here! Our students can't handle Cozy on their own!

**Rainbow:** Then I guess we'll just have to bust our way out!

*(She launches herself into a high-speed flying kick with one hind leg, adding a feral yell for good measure. The interior surfaces of the imposing doors are decorated in a similar fashion to the exterior—see Part One, Act Two—and they do not budge even a fraction upon impact. The only perceptible results are a loud clang and a blue pegasus who sticks spreadeagle to the doors for a long moment before sliding slowly to the ground with a soft moan. The others gather around her.)*

**Rainbow:** *(hoarsely, groaning, hoof to forehead)* That didn't work. *(Her perspective of them.)*

**Rarity:** Not everything can be solved with brute force. We need magic to escape.

*(White forelegs reach toward the camera; cut to Fluttershy and Rarity. As soon as Rainbow is upright, Fluttershy backs out of view and Pinkie Pie sidles up to Rainbow/Rarity.)*

**Pinkie:** Maybe there's a way to get out without magic! Like a secret lever, or a secret button—*(pulling both close, with increasing vigor)*—or a secret admirer who knows a secret about you but is all, “Your secret's safe with me because I put it in Tartarus and I have a key!” *(They back off.)*

**Twilight:** I'm afraid not.

*(She paces toward the doors; cut to a long overhead shot and slow pan.)*

**Twilight:** The most powerful villains and monsters of all time are trapped here. *(Close-up.)* And without our magic, so are we.

*(As the other six mull over this decidedly grim prospect, the camera zooms in quickly past them to stop on Cerberus, one head licking another while the third sleeps. The seed of an idea takes root in Twilight's mind.)*

**Twilight:** Unless... *(She approaches the caged beasts, the others hanging well back.)* These creatures might be losing their magical powers—*(leaning into a cockatrice's cage; it offers a surprised squawk)*—but there's still a magic that makes up what they are. Maybe we can borrow some of that.

*(Highly mixed reactions on the faces of her six companions. Dissolve to Twilight's office, the camera pointing from one end of the desk toward the closed doors. A knock serves as the prelude for Cozy to open one and peek in; for the first time since the start of Part One, she is not wearing her violet collar and School-crest brooch. She has also done away with her cobbled-together tiara.)*

**Cozy:** *(timidly)* Uh, excuse me? *(walking in)* Um, Chancellor Neighsay?

*(Cut to him seated at the desk with stacks of papers in reach. He glares up at her from the sheaf he holds, and he taps the edges on the desk to straighten them as the sound of the closing door drifts across.)*

**Neighsay:** *(adding a page to a stack)* You might as well get used to calling me Headstallion Neighsay. I plan to be here for quite some time.

**Cozy:** *(smiling)* Gee. It sure is a relief to have somepony in charge— *(approaching desk)* —what with the magical crisis going on. And we're all so grateful to you for taking care of those...non-ponies. But doesn't the EEA need you?

*(Equestrian Education Association, that is. She gnaws a hoof and aims an endearing pair of eyes up at the new boss, whose humorless mood shifts not at all.)*

**Neighsay:** *(placing a page aside)* What the EEA needs is somepony to protect this school from the threats at Equestria's borders, instead of gallivanting off on adventures beyond them. *(Cozy circles to him.)*

**Cozy:** Twilight didn't just run off willy-nilly. *(grinning)* She left me in charge! I'm her right-hoof mare!

**Neighsay:** *(setting papers down)* Another in a long list of mistakes the Princess of Friendship has made.

*(The young face falls at this pronouncement; now Neighsay pushes the chair back and stands up.)*

**Neighsay:** *(moving away from desk)* Rest assured, from now on this school shall be run according to strict EEA guidelines.

*(This really rubs Cozy the wrong way after the initial shock wears off. He opens one of the now-closed doors.)*

**Neighsay:** The way it always should have been!

*(Accompanied by an emphatic "get lost" gesture toward the hallway. Cut to out here, Cozy backing cheerfully into view.)*

**Cozy:** Well, that sounds just peachy!

*(Her high spirits last a fraction of a second longer than it takes him to glare out at her, get the doorknob in his teeth, and shut her out. A vitriolic scowl takes their place.)*

**Cozy:** *(cruelly mocking tone)* Headstallion Neighsay.

*(As she advances toward the camera, the view dissolves to an overhead shot of the subterranean chamber in which she has set up her circle and trapped Starlight. Sandbar and the Crusaders have made it down to floor level. Zoom out slowly.)*

*\*\*\* Throughout the remainder of this episode, characters' voices echo slightly whenever they are in this or any other underground space. \*\*\**

**Sweetie Belle:** Cozy Glow did all of this? How? Why? *(Cut to the four.)*

**Bloom:** I don't know. But come on, y'all! We gotta get Starlight outta there before she comes back!

*(The three fillies charge toward the construction; cut to them and it.)*

**Sandbar:** *(from o.s.)* Wait!

*(Sweetie ends up standing within the circle as they come to a halt; in response, several long arms, glowing an eerie pale blue and sporting clawed fingers, materialize and grab hold to drag her toward Starlight's prison.)*

**Sweetie:** Whooooaaaa! *(Cut to Bloom and Scootaloo on this; they get moving.)*

**Scootaloo:** Sweetie Belle! *(Sandbar joins them.)*

**Sweetie:** HEEELLLP!!

*(Scootaloo bites down on the curly tail, Bloom on the tousled magenta one, Sandbar on the fluffy red. Working together, they have just enough strength to pull Sweetie free of the spectral appendages. All four land in a heap just outside the circle.)*

**Bloom:** That's gotta be what's suckin' up all the magic in Equestria!

**Sandbar:** But if that's true, then Twilight and the others went to Tartarus for nothing! *(He stands.)* And if all of Equestria's magic's getting sucked up in there, there's no way for them to get back! *(He grimaces and bites his lower lip as the Crusaders get up.)*

**Scootaloo:** We need to get help!

**Sweetie:** But Starlight's trapped here, and there's no way to get word to Celestia or anypony else! *(Cut to the trio.)*

**Bloom:** *(glumly)* I guess we're on our own.

*(Pan to Sandbar, who puts a hoof to his chin as a few thoughts start to wander through his mind. From here, dissolve to a close-up of Gallus straining madly to pull open the door to the room in which he and the other four students were dumped. After some seconds, he loses his grip and topples backwards to the floor. Behind him, Ocellus and Smolder are sitting respectively on the room's bottom and top bunk beds, Silverstream occupies a stool, and Yona stands watching.)*

**Smolder:** *(sardonically)* Still locked, huh? *(Gallus stands to face them.)*

**Gallus:** We gotta at least try to get out. *(Cut to Ocellus and Yona.)*

**Ocellus:** Why? If Sandbar's turned his back on us, every other pony probably has too.

**Yona:** Sandbar not turn his back! Sandbar is our friend! (*Tilt up to Smolder on the next line.*)

**Smolder:** Uh, did you miss the part where he said he didn't want anything to do with us? (*Cut to Silverstream.*)

**Silverstream:** Mmm—maybe he just said that so one of us could be free to snoop around and figure out what's going on.

(*One edge of the room's window is visible behind her. She is not at all prepared to hear either the sash being slid up or the voice that follows it.*)

**Sandbar:** (*from o.s., cockily*) I don't know.

(*Zoom out slightly; he sits on the sill, holding the crowbar he has used to force his way in.*)

**Sandbar:** That sounds too clever for a pony to come up with.

(*The Crusaders crowd up around him, grinning like fools. The mood quickly spreads to the five detainees, and Yona gasps and launches herself with a joyful laugh to tackle Sandbar; his crowbar winds up on the floor.*)

**Yona:** Yona knew Sandbar was still our friend! (*The Crusaders climb in.*)

**Sweetie:** We all are.

**Scotaloo:** Except for Cozy Glow. That pony is *not* who we thought she was.

**Bloom:** She's the one draining magic out of Equestria!

**All students except Sandbar:** (*shocked*) What?!

**Sandbar:** We'll explain on the way. (*climbing onto windowsill*) But right now, we gotta get to Chancellor Neighsay!

**Gallus:** Huh?

**Sandbar:** I know he doesn't like non-ponies, but if we tell him what's going on, he'll help.

(*He drops out of sight and the other eight move to follow. Dissolve to the exterior of the School at sunrise of the following morning and zoom in slowly.*)

**Neighsay:** (*voice over*) I am sure you are all concerned about the magic situation.

(*Inside: he stands facing the gathered students in the entrance hall, Cozy at his side. Zoom in slowly. The lectern that she had used to address them has been removed.*)

**Neighsay:** But I want to assure you that this institution is safe, despite the absence of your headmare. As your new headstallion, let me be the first to say that the reign of Princess Twilight is over!

(*He adds an emphatic stomp on this last word, eliciting stares of mild shock.*)

**Neighsay:** (*holding up a copy of the EEA guidebook*) From now on, this school will adhere to EEA doctrine, as it should have from the start!

*(The hefty volume is thrown down to the sound of confused murmuring. Cut to a close-up of Neighsay, who registers a bit of his own puzzlement at the sound of one pony clapping, and tilt down to frame Cozy hovering and doing so. The smug little smile on her face gives way to a big saccharine one in less time than it takes to say “mood swing.”)*

**Cozy:** Thank you, Chancellor Neighsay, for that rousing speech. I know you’re a stallion who truly believes what you say. *(picking up guidebook)* And when you say this school will be run according to EEA doctrine— *(tossing it over shoulder)* —I know you mean it.

*(The officious unicorn has no immediate response as she flies down to stand in the front row.)*

**Cozy:** *And* when you say there won’t be any more lessons from the Princess of Friendship at the School of Friendship, I guess you mean that too.

*(She aims a calculating smirk in Neighsay’s direction as the students mutter confusedly among themselves.)*

**Neighsay:** That’s not exactly the—

**Cozy:** *But* Twilight decided to run her school outside of the EEA guidelines. *(pacing)* And even though you tried to stop her, Princesses Celestia and Luna trusted her enough to support her. *(More muttering.)*

**Neighsay:** Well, I-I wouldn’t say th— *(She hovers in his face.)*

**Cozy:** So since I know you mean what you say, my question is really for the students. *(zipping around above them)* Are we really going to give the pony who tried to wreck Twilight’s school once *another* chance to do it?

*(Angry negatives are heard from all directions as she smiles nastily and throws the beleaguered administrator a sidewise glance.)*

**Cozy:** *(sweetly)* I guess things will have to stay the way Twilight wants them— *(smugly)* —which includes leaving me in charge.

*(Her savagely triumphant grin and pointing hoof are the cue for the students to yell and bum-rush Neighsay.)*

**Neighsay:** What...this...

*(He is lifted overhead and carried through the hallways.)*

**Neighsay:** I can...just...

*(Pan away from the mob, in the opposite direction of its motion, and stop on a closed door. After Cozy has flown past to bring up the rear, this opens to reveal a storage closet, around whose frame six students and three Crusaders risk a peek.)*

**Sandbar:** Okay. So maybe we need a new plan.

*(Fade to black.)*

## Act Two

*(Opening shot: fade in to a close-up of the chair behind the desk in Twilight's office. A very scared Neighsay is flung into it, and two ponies move in to bind him to it with several turns of chain; zoom out to frame quite a few others looking on. Cozy flies into view as the ends are pulled taut and he winces in pain.)*

**Cozy:** Oh! Oh, not too tight! We don't want to hurt the Chancellor.

*(She needs only a moment to snap a large padlock onto the chains.)*

**Cozy:** I'm sure Twilight will know what to do with him when she gets back.

*(Giving him a condescending pat on the head, she flies over the others toward the doors.)*

**Cozy:** Now back to class, everyone! *(They file out.)* We let the EEA disrupt our friendship studies long enough.

*(Once the last of them is out, she closes the doors and throws the struggling Neighsay a devious smile.)*

**Neighsay:** Why are you doing this? *(She dips o.s.)* I thought you wanted to have somepony in charge of the School.

*(What she comes up with is a cardboard box filled with an assortment of odd items, which she sets on the desk.)*

**Cozy:** Oh, I do. *(leaning against it)* You just aren't the pony I had in mind.

*(Noticing his medallion, she slips her teeth onto its edge, eases it off the sash, and drops it into a trash can.)*

**Cozy:** *(wiping hooves, fishing in box)* I can't very well have the EEA running the School if I want to run it myself.

*(She produces a framed photo of herself and sets it on the desk.)*

**Cozy:** Of course, that's just the beginning. *(pulling out a skull and cradling it)* You see, if there's one thing I've learned here, it's that friendship is the most powerful thing there is. *(setting it on desk)* And as headmare of the School of Friendship...

*(She scoops up marionettes in the likeness of Twilight and her five friends.)*

**Cozy:** ...no pony will have more friends than me! *(rising slowly)* Making me the most powerful pony in Equestria!

*(She reaches the peak of her climb on these last two words, dropping the dolls with a clatter, and uncorks a wild, exultant laugh that would scare Neighsay out of his socks if he were wearing any. He forces down a hard swallow just before the camera cuts to the hallway and Cozy lets herself out, snickering under her breath. She has barely gotten the door closed before the Crusaders gallop up.)*

**Scootaloo:** Hey, Cozy Glow! What's so funny?

**Sweetie:** Are you just happy to be running the School?

**Cozy:** *(sweetly, trotting away)* Oh, I'm just keeping Twilight's seat warm. *(Each speaker catches up to her in turn.)*

**Bloom:** Still, it's pretty impressive.

**Sweetie:** Is there anything we can do to help?

**Scootaloo:** We can hang out with you all day if you want. *(Cozy pulls ahead; all stop.)*

**Cozy:** You know, there is something I need help with. *(Next three lines overlap.)*

**Bloom:** Woo-hoo!

**Scootaloo:** Awesome!

**Scootaloo:** All right!

*(The four fillies gallop away, Scootaloo tossing a brief glance to a certain door as she goes. It opens just a crack at first to let six familiar pairs of eyes peek out from the blackness beyond, then swings the rest of the way so they can hustle back toward the office. Cut to within its doors, one of which Gallus opens for a quick survey; satisfied that the coast is clear, he flips a signal to the rest. All six enter to the sound of heavy thumps and rattling chains, and stop upon taking the full measure of Neighsay's predicament. With his forelegs pinned to his flanks, he has used hind-leg power to hop the chair out from behind the desk and toward the trash can that now holds his medallion. However, those two hooves alone give him only enough leverage to tip it slightly.)*

**Neighsay:** *(sourly)* Oh, wonderful. I suppose you've all come to gloat? *(Close-up; Silverstream whips to his side as Sandbar eyes the lock holding him.)*

**Silverstream:** Actually, we've come to undo all these chains and free you! *(Sandbar bites the lock; the two tug at the chains from opposite sides.)*

**Neighsay:** But—but why?

**Yona:** *(from o.s.)* Now that nasty pony met even nastier pony— *(Cut to her and the other three.)*—maybe nasty pony not be so nasty.

*(A quick paw at the ground, and she has lowered her head and charged. Sandbar and Silverstream clear the area to avoid being mashed into paste, and Neighsay turns his head with a grimace in the certainty that his life as a school board honcho is about to end. The hefty yak surprises all three of them by skidding to a halt just short of them and carefully inserting the tip of one horn into the lock's keyhole. A bit of manipulation is all it takes for her to pop the thing open and let the chains fall free—and then she gleefully delivers a shove hard enough to tip both him and the chair backwards to the floor. The furniture disintegrates in a shower of wood fragments.)*

**Sandbar:** Also, we'd kinda like to stop Cozy before she drains all the magic from Equestria. *(Neighsay sits up, his mind blown.)*

**Neighsay:** She's behind that as well? *(standing)* I must get word to Celestia and Luna. *(He dumps the trash can.)*

**Sandbar:** How? Without magic, it'll take forever to get to them.

**Neighsay:** *(poking through refuse)* While it's true that unicorns have lost their ability to cast spells, the most potent magic in Equestria is housed in our...

*(A broad smile comes over the gray face; cut to a close-up of the missing medallion lying among the discarded papers.)*

**Neighsay:** *(from o.s.)* ...artifacts.

*(Teeth pick it up, and a hoof snaps it back in place on his sash in extreme close-up. Zoom out to frame all of him on the next line.)*

**Neighsay:** The EEA medallion allows me to travel throughout Equestria. Its magic worked when I chained you up. Perhaps it still has enough to send me to the Princesses.

*(The first tap at it does nothing. The next two produce a couple of weak crackles, followed by a steady glow that feeds into his horn and lets him fire off a spell. Gallus, Ocellus, and Smolder duck aside as it forms into a circular portal, the sort that Neighsay used to drop in on the School during "School Daze." He gives the six a look of uncertainty tinged with real fear before stepping through, and the construct vanishes in a burst of flame.)*

**Ocellus:** I hope he makes it.

**Smolder:** I hope he doesn't come back and lock us up again.

**Gallus:** *If* he comes back.

**Silverstream:** Everything's gonna be fine! Twilight and the others are probably already on their way.

*(A healthy dose of worry makes its way across the others' faces. Wipe to the upper reaches of the menagerie prison cavern in Tartarus; Cerberus' heads snap eagerly up into view one by one, and a zoom out puts him between Applejack and a hovering Rainbow. All six eyes follow a rock being bucked/thrown back and forth by the pair; when Applejack puts a little extra mojo into her hind legs, it goes flying o.s. and Cerberus sprints after it. Both mares hurry after the happily*

*barking canine while the camera zooms in on Twilight, Fluttershy, Rarity, and Spike near the doors. These four are on the move, and Spike is taking notes with quill and scroll.)*

**Fluttershy:** *(to Twilight)* Um, are you sure there's magic in Cerberus? Clarissa the pig has two tails, and while her singing voice is lovely, I don't think it's magical. *(These two stop.)*

**Twilight:** We need to try everything if we want to get outta here.

**Pinkie:** *(from o.s.)* I don't know.

*(Cut to frame her, sitting on her haunches and facing a cage that serves as holding pen for the chimera that went after Bloom in "Somepony to Watch Over Me." She is using her forelock to hold up a marshmallow on the end of a stick.)*

**Pinkie:** Tartarus isn't so bad. I could hang out here for a while.

*(The goat head breathes a stream of fire that leaves the sugary treat well charcoaled, then dents the party pony's happy mood by chomping both it and a length of the stick.)*

**Pinkie:** *(dropping the rest)* Eh. Maybe not forever, though.

*(Cut to just behind her, framing the spectators, the ongoing game of fetch, and Tirek barely visible within his cage on its pinnacle.)*

**Tirek:** But that is just what it will be! *(Closer shot of him; zoom in slowly.)* If my protégé has followed my instructions, by sunset tonight, every last vestige of Equestrian magic will disappear into the ether forever! *(Twilight flies up to him.)*

**Twilight:** Have you even thought about what losing magic would mean?

**Tirek:** It means the six of you will be trapped here— *(leaning out toward her)* —like me!

**Spike:** *(from o.s., fed up)* SEVEN!

**Twilight:** Exactly. It means you're trapped here, forever—with us.

*(As the weight of these words sinks in, the centaur convict quails slightly with a moan.)*

**Tirek:** I hadn't thought of it like that. *(Twilight flies back to Fluttershy/Rarity/Spike.)*

**Spike:** So what do we do, Twilight?

*(Behind her, Cerberus has flopped drowsily onto his belly, tail wagging a mile a minute. Applejack and Rainbow have stopped playing with him, and the former wipes her brow as the latter hovers above.)*

**Twilight:** Dash and Applejack nearly have Cerberus tired out. If Rarity pitches in, I think they can get him to sit still long enough to try what I have in mind. *(Rarity trots toward the scene.)*

**Fluttershy:** I'm sure I can get the other monsters to help. *(whispering, to Spike)* Besides, I would never call them monsters. *(She starts off.)*

**Spike:** *(to Twilight)* What about Tirek? He's probably got some magic too, right?

**Pinkie:** *(smiling fiercely, walking past them)* Leave him to me.

*(Rarity gets into the doggie playtime by hoisting a large bone above her head in full view of Cerberus, now awake and alert.)*

**Rarity:** *(slowly and clearly)* Dooooown!

*(He flops to the deck, with a little prompting by way of Applejack's gentle pressure on his hindquarters. Now Fluttershy strides confidently among the cages.)*

**Fluttershy:** Okay, everyone! *(Zoom in slowly.)* Time to show Equestria that you aren't monsters! You're wonderful, mystical creatures!

*(A few of them begin to show renewed interest in their surroundings. Tirek, meanwhile, regards these developments impassively from his cage; to his credit, he manages to keep up this aloofness even as Pinkie pops up from behind one shoulder.)*

<b>Pinkie:</b> <i>(spoken in rhythm)</i>	I know it's not your birthday, so
	You get a party even though
	We'll sing and dance from one to ten
<i>(shrilly)</i>	And then we'll do it all again!

*(First line: she claps a horned, tasseled party hat on his head, letting its elastic band snap into place under his chin. Second line: she produces a cake iced to resemble his face, with horns and tuft of mane standing up from the top and one lit candle, and gives it to him. The third line is delivered with rubbery-flailing forelegs, and the fourth goes directly into his ear. She then proceeds to blow out the candle and duck to his other side, now holding a teapot with her forelock and offering a cup and saucer.)*

**Pinkie:** *(pouring)* More tea, Princess Pudding Rock?

*(The "Princess" snarls quietly under this treatment, but gets no farther before the camera cuts to an extreme close-up of his mouth. One pink hoof latches into each corner of it and begins to pull back and forth, simulating speech.)*

**Pinkie:** *(from o.s., high voice)* Oh! Don't mind if I do! *(normal voice, chuckling slyly, leaning to one ear)* I can do this all eternity.

*(The one eye visible in this shot snaps wide open under the terrible realization that she just might be able to do it. Tirek hurls the cake and party hat away; Pinkie has disposed of her tea set.)*

**Tirek:** FINE!! I'll help you leave! *(hands over ears)* Just please stop!

**Pinkie:** *(addressing herself o.s.)* Tirek's in!

*(Wipe to the Crusaders following Cozy along a hallway within the School.)*

**Bloom:** It's just so excitin' to have a foal our age runnin' things. We should have an ice cream social every day!

**Cozy:** That's a splendid idea, Apple Bloom. But to tell you the truth, the thing I need help with most is cleaning. *(All four stop near a door, which she indicates.)*

**Sweetie:** Say no more! Just take us around the School and show us everything you want cleaned.

**Cozy:** *(hovering briefly, pulling door open)* Well, actually, you could start right in here.

*(The three fillies trot past her and find themselves in a storage closet.)*

**Scootaloo:** It looks pretty clean already.

*(The usurper's shiny-eyed smile goes straight to a contemptuous frown, an instant before she slams the door shut.)*

**Cozy:** Do you three think you can fool me? I know a diversion when I see it!

*(She clomps away. Wipe to Smolder and Yona easing their way backwards down a rough incline in the underground caverns.)*

**Yona:** Um...

*(Longer shot, zooming out slowly; five of the six students are descending from the grate that gives onto the library, with Sandbar not among them.)*

**Yona:** ...why pony lead us back down here? *(He steps into view.)*

**Sandbar:** We obviously can't handle Cozy on our own.

*(A few steps bring them close to the balcony from which he and the Crusaders first spotted Cozy's machinations in Part One, Act Three.)*

**Sandbar:** But we can't just sit around and wait for help, so... *(as all move up to look in)*  
...there's one more prisoner I think we should free.

**Silverstream:** Ooh! I guess Starlight! Is it Starlight?

*(Sandbar rolls his eyes slightly at his classmate's mild obtuseness, but has no time to chastise her before the sound of departing hooves catches his ear. A look to one side informs him of Yona's decision to peel off; in no time flat, she is galloping through a floor-level archway and into the chamber.)*

**Yona:** Counselor pony, come out! We need help with nasty pony!

*(Starlight bangs ineffectually on the inner wall of her spherical cell, then shakes her head and holds a foreleg to her throat. Yona starts toward her, but Sandbar—now down her as well—stops her just before any hoof can touch the magic circle. The other four swiftly gather with them.)*

**Sandbar:** She can't talk to us from in there. We'll have to figure a way to get her out.

*(They spread around the circle, each stopping before the artifact from his/her culture: Knuckerbocker's Shell for Smolder, the Helm of Yiksler for Yona, the Talisman of Mirage for Ocellus, the Amulet of Aurora for Silverstream, Clover the Clever's Cloak for Sandbar, the Crown of Grover for Gallus. A brainstorm hits the blue griffon.)*

**Gallus:** Hey! This is just like Chapter Twelve in Ked Faca's *Facts and Artifacts* from Twilight's class!

*(Quizzical stares from the other five.)*

**Gallus:** *(defensively, hovering)* What? I've been studying. Finals are coming up, you know?

**Ocellus:** Actually, I remember that too! *(She picks up a book and skims a page.)* Cozy must have linked these artifacts to act like a mystical magnet, attracting all the magic in Equestria into that orb! *(Cut to Smolder.)*

**Smolder:** *(pushing back an imaginary shirt sleeve)* So we can shut it down by yanking one of these things out, right? *(She makes to grab the Shell, but stops at the next word.)*

**Ocellus:** *(from o.s.)* Sure... *(Cut to her, lowering the book.)* ...though that would probably cause a magical feedback loop and destroy the whole School.

**Cozy:** *(from o.s., sweetly)* Destroy the School of Friendship? *(She hovers into view on one side.)* Oh, dear.

*(The camera shifts to frame her head-on—as well as the multitudes of very peeved students behind her at floor and balcony levels. The filly who would be Empress of Friendship is wearing her junky tiara.)*

**Cozy:** Chancellor Neighsay was wrong about a lot of things, but I guess he was right about all of you.

*(Her mouth curves into a cruel little smile as she leads a slow advance on the six justifiably frightened intruders. Wipe to the interior surface of the doors leading to/from Tartarus and zoom out to frame Twilight and Spike turning away from them. Every cage visible behind them is now empty, and Spike has disposed of the quill and scroll he was using earlier.)*

**Twilight:** All right. Is everypony ready?

*(Cut to Fluttershy, standing with a freed bugbear, chimera, cockatrice, and mantichore. At her nod, the camera pans quickly to Applejack, Rainbow, and Rarity still holding up her bone for Cerberus.)*

**Rarity:** *(slowly and clearly)* Siiiiit!

*(As soon as the black haunches hit the floor, she tosses the bone toward the gargantuan beast.)*

**Rarity:** Good! *(All three heads start gnawing; she addresses herself shakily o.s.)* I can't say for how much longer!

*(The treat snaps apart to leave one piece in each set of jaws. Pan quickly to Tirek in his cage; he can only watch sullenly as Pinkie prances past, wearing an organ-grinder monkey costume on the front half of her body and banging a pair of cymbals.)*

**Pinkie:** *(gleefully)* Aaaaall eternity!

**Tirek:** *(pleadingly)* Yes, by all means, please, just get on with it!

*(One final cymbal crash is followed by a cut back to Twilight, who clears her throat and angles her horn toward the unfathomable ceiling. Almost faster than thought, Pinkie has shed her outfit and popped up from behind Tirek's shoulder.)*

**Pinkie:** *(semi-baby talk, pinching his cheeks)* There's your cue, you evil centaur, you!

*(His features rearranging into a scowl of supreme exasperation, he leans forward and kindles a ball of red-orange magic between the stubby horns above his ears. A beam lances from this directly into Twilight's horn; as she groans under the strain, Cerberus leaps into the air and a bright yellow beam shoots forth from the broad chest. The cockatrice adds a pale blue one, the chimera green, the bugbear deep pink, the manticore yellow-orange. All of these energies are converging squarely on the light violet cranial appendage, the whole of Tartarus shaking with sympathetic vibrations, and one creature after another undergoes a sudden radical transformation. Cerberus shrinks down to become three separate puppies; the cockatrice, a chicken and snake; the chimera; a tiger, goat, and snake; the bugbear, a panda and bee; the manticore, a lion and scorpion. Each beam cuts off upon the reversion of its originator, and the cascade of power absorbs itself into Twilight's horn and becomes a single blazing corona of electric pink.)*

**Twilight:** *(smiling, with effort)* That's it! I think it's working!

*(She pivots to aim the magical supercharge at the doors and lets fly. The frame and every inscription from top to bottom begin to glow bright pink, and her beam splits to strike both doors and slowly drag them open.)*

**Twilight:** Come on! I don't know how long I can hold it! *(Applejack and Rarity gallop for the exit.)*

**Rarity:** *(laughing, tossing rock to Cerberus puppies)* Good boy!

*(One begins to bat it around as she clears out.)*

**Fluttershy:** *(to other de-powered animals)* Bye, friends. Oh, hopefully we'll be able to turn you all back into your normal, wonderful selves soon. *(Rainbow doubles back to drag her away.)*

**Pinkie:** *(to Tirek, saluting)* Thanks for the assist, Your Redness!

*(She peels out in a cloud of dust and passes Twilight just as the spell winks out. The others race for their lives through the slowly closing doors and the early-sunset sky visible beyond them. Sheer exhaustion crumples her to the floor, but she is quick to get her second wind and make a mad aerial dash to freedom. Cut to outside; the doors slam shut, and she lands gracelessly on her belly.)*

**Pinkie:** Yay! Twilight did it! *(Twilight stands up.)*

**Twilight:** I couldn't have done it without all your help.

**Rarity:** *(fearfully, pointing toward sky)* I'm not sure we did!

*(The sun slowly dips below the horizon; close-up of Twilight's terror-stricken face.)*

**Twilight:** No! *(Zoom out overhead to frame all seven.)*

**Applejack:** Tirek said all of Equestria's magic would be gone at sunset.

**Twilight:** Without magic, there's no way we'll get back to the School in time!

**Fluttershy:** What does that mean?

**Twilight:** It means... *(Close-up; zoom in slowly.)* ...we failed.

*(Snap to black.)*

### Act Three

*(Opening shot: fade in to an underground balcony-level view of Cozy's magical vacuum cleaner. The six students are hemmed in between Cozy and the floor-level mob, and the edge of the magic circle. Zoom in slowly.)*

**Cozy:** *(hurt tone)* After everything Twilight's done for you— *(Ground level; the mob advances slowly and the students retreat.)* —why would you want to destroy her school?

**Gallus:** *We don't!* *(jabbing a talon into her chest)* *You're the one using these artifacts to drain magic from Equestria!*

**Cozy:** Me? We all just saw *you* with your claws all over them! *(Eyes harden; she gasps softly and turns to the mob.)* It all makes sense!

*(Overhead shot of the standoff, panning slowly.)*

**Cozy:** These creatures want magic gone from Equestria because it's the only thing ponies have that they don't!

*(Cut to said creatures on the end of this; she finishes by thrusting an accusing hoof in their direction.)*

**Ocellus:** Technically, there's a magical component when Silverstream and I transform.

**Yona:** And Yona's friends' friendship is magic! Twilight said!

**Cozy:** *(overwrought, hoof to forehead)* And you repaid her by sending her to Tartarus on a wild-goose chase so you could destroy everything she built! *(Gasp, she flies up toward Starlight.)* Oh, they've even trapped Starlight in that—that thing! *(Back to the mob.)* We have to defend the School! *(The ponies charge in a body.)*

**Sandbar:** No! *(He rushes to face them down.)* No, don't listen to her!

*(But he and his friends are soon overwhelmed. One pegasus catches Gallus by the tail when he tries to take flight; with a supreme effort, he snaps free and meets one of the chamber's crystal stalagmites with his face. The impact knocks the sense out of him, and he tumbles with a yell to hit the sphere enclosing Starlight and sink into it with a splash.)*

**Smolder:** Gallus!

*(She breaks free of the two ponies hauling her off and flies to help. Ocellus, Silverstream, and Yona shake off their captors and follow suit, and soon all five of the still-free pupils are closing in on the sphere from ground and air. The phantom hands that tried to pull Sweetie in during Act Two have materialized and begin to reach toward them. One latches onto Ocellus's head; even with Yona pulling on her hind leg and Sandbar on Yona's, the force is too much to resist and all three are reeled into the sphere. Another hand clamps onto Silverstream and yanks her in even with Smolder providing backup. The hands vanish at this point, and the camera tilts down from the trapped counselor and students and stops on the magic circle. Cracks spread from center to edge, and a hole expands from the center to consume all but the runes at the circle's outer edge. The artifacts remain where they are, slowly drawing the sphere toward a swirling purple maelstrom that has formed under the floor. Cozy watches smugly from the front lines as a filly turns uncertainly to the nearest stallion.)*

**Filly 1:** They just sacrificed themselves trying to save their friends! Professor Dash always says there's nothing more loyal than that. *(to Cozy)* Shouldn't we try to save *them*?

**Cozy:** *(resolutely)* They brought this on themselves. There's nothing we can do.

**Filly 2:** That doesn't seem very generous or kind.

**Cozy:** *(dismissively)* Yeah, yeah, the Elements of Harmony are very important. *(flying over crowd)* They're just not applicable in every circumstance. And with magic gone from Equestria, I'm not even sure the Tree of Harmony will be as helpful as it once was.

*(She flies away on the end of this, missing the pastel light that begins to radiate up the stalagmites. There are six in all, each lighting up in a different color—blue, pink, yellow, violet, white, orange—and they curve to meet at the highest point of the domed ceiling, which is decorated with a small sun surrounded by pictures of the moon in various phases. This blazes white, sending down a broad beam striped in these shades that connects with the descending sphere and begins to elevate it ever so slowly. Cozy and her goon squad halt their exit upon noticing the light show.)*

**Cozy:** What's happening?

*(The students float loose of the sphere one by one, each wreathed in a glow of a different color: orange for Yona, pink for Silverstream, yellow for Sandbar, blue for Smolder, violet for Gallus, white for Ocellus. Starlight smiles from within.)*

**Filly 2:** They're glowing like the Elements! I think the Tree of Harmony saved them!

*(Cozy bulls her way forward to glare at the last-second salvation. The beam from the ceiling has dissipated, and the power in the stalagmites fades away.)*

**Gallus:** Guess our friendship is pretty magical after all!

**Ocellus:** *(to him)* Hurry! Grab the artifacts!

*(All six drop to the floor, their auras winking out, and each lands near the item from his/her culture.)*

**Silverstream:** *(to Ocellus)* Um, didn't you say that could destroy the School?

**Ocellus:** But if we don't try, we could lose magic forever! *(A firm nod passes between Smolder and Yona.)*

**Sandbar:** *(to crowd)* You all better get clear! *(They bug out, screaming.)*

**Cozy:** *(yelling after them)* Wait! Where are you going? **STOOOOOP!!**

*(Cut to a six-way split screen in two rows of three squares, each of which presents a close-up of a different artifact. Forelimbs pierce the bubbles of energy surrounding them and take hold; from here, cut to a fullscreen view of Gallus and Ocellus lifting theirs higher. The other four are raised up as well, pushing the sphere slowly toward the ceiling, where the overhead sun/moon picture has also gone quiet. The ball swells greatly for a moment, contracts until it is barely larger than Starlight herself, and finally kindles with a blinding white light that radiates outward to fill the screen.)*

*(Snap to a long shot of the Castle and School of Friendship under a star-filled night sky. A bluish shock wave spreads outward from the latter in all directions and subsides to leave streaks of energy in dozens of pastel colors swirling everywhere. Cut to a stretch of the road leading to Canterlot, Celestia, Luna, and Neighsay are leading a massive detachment of Royal Guard troops away from the royal city. Evidently the Chancellor's last-ditch use of his medallion came to fruition. The shock wave passes the group, depositing magical motes in its wake, and Celestia gasps happily as one after another settles back into its proper user. She and Luna take flight, as do all the pegasi on duty, and Neighsay taps his medallion to create a portal and dives through.)*

*(Tartarus is next to feel the effect of the blast. The creatures whose power Twilight borrowed to force the doors in Act Two regain it and instantly resume their given forms. As Tirek reaches eagerly through the bars of his cage, trying to pluck one of the drifting sparks, his own slams into his forehead hard enough to knock him flat. Twilight and company get it next, on the rocky road back to home sweet home, and Twilight grins from ear to ear as her horn flares to life. They gather in for a group hug and disappear in a flash of teleportation.)*

*(Cut to the School courtyard. As ponies flee in all directions, caught up in the mass panic, Starlight and the six students teleport in and tumble to the ground in an undignified heap. Yona is first to get her wits about her and stands up with an overjoyed laugh and whoop; the unicorn is next to rise.)*

**Yona:** *(leaping toward her)* Counselor pony!

*(Starlight gets her horn working just in time to bring the exuberant yak to a midair halt.)*

**Starlight:** *(smiling, setting her down)* Uh, it's nice to see you too. *(The other five are now up.)*

**Ocellus:** I guess magic is back.

**Cozy:** *(from o.s.)* You've ruined everything!

*(Pan/zoom in past these seven and stop on the thwarted tyrant—mane/tail/bows a disheveled ruin, knockoff tiara gone, coat scuffed and scraped, wisps of smoke curling upward from her form.)*

**Cozy:** Now Twilight and her ridiculous friends can escape from Tartarus!

*(She begins to advance toward them, but those very same escapees choose this moment to poof into the courtyard and fix her with a septet of murderous glares.)*

**Cozy:** *(sweetly)* I mean, yaaay! All my friends are safe!

**Applejack:** *(stepping forward)* You can drop the act, Cozy Glow. Your pen pal Tirek told us all about how he helped *you* suck up all that magic! *(Twilight moves up.)*

**Twilight:** But I still don't understand why.

**Cozy:** *(snarling)* Why?!? Because friendship is power. You might be the Princess of Friendship, but as headmare of this school, I can collect even more friends than you!

*(Thoroughly puzzled murmurs pass among a few spectators. Cut to Twilight and zoom in slowly.)*

**Twilight:** You're the one who doesn't get it, Cozy. Friendship *is* powerful, but power isn't why you make friends. I'm sorry I couldn't teach you that.

**Gallus:** *(from o.s.)* Well, you taught us! *(Zoom out; he and the other five cross to her.)*

**Silverstream:** You can't let one bad apple make you think you've failed. *(Cut to Ocellus/Sandbar/Yona.)*

**Sandbar:** And we never could have stopped her if we hadn't learned what *you* taught us about friendship.

**Cozy:** *(from o.s., contemptuously)* Honesty? *(Back to her.)* Loyalty? Generosity? Blah, blah, blah. I can make more friends without using any of them. And if I can't do it here... *(flying o.s. overhead)* ...I'll do it somewhere else!

*(She finds her getaway rudely interrupted by the arrival of several students who position themselves to block ground and air routes.)*

**Filly 3:** Yeah, I don't think so.

*(Cozy heads in another direction, only for Celestia, Luna, and Neighsay to cut her off—the first two arriving by wing, the third by portal. Her third try brings to her attention a squad of overflying Royal Guard pegasi, more than a few armed with spears. Finally giving up, she settles to the ground and is soon flanked by two of them, a stallion and mare. Each one plants a firm hoof on her shoulders, holding her in place as several others move in.)*

*(Dissolve to Twilight, Celestia, and Neighsay walking through a hallway in the School. The Chancellor is, for once, wearing a genuine smile.)*

**Neighsay:** *(to Twilight, sighing happily)* I'm glad you are back in charge of the School of Friendship, Princess.

*(They stop so he can magically open the doors of her office.)*

**Neighsay:** It's clear to me now that there is nopony better suited for the job.

*(The reinstated headmare trades a gentle smile with her mentor, but the purple eyes widen in surprise once she looks off to one side. Cut to the six students down the way, dressed in dark gray graduation gowns and tasseled mortarboard caps fashioned from sheets, cardboard, tape, and safety pins. Gold-tipped violet sashes are draped around all six necks to hang down the chests. Standing at one end, Spike starts to work his way down the line and burps up one scroll each for first Smolder and then Sandbar—stand-ins for diplomas.)*

**Twilight:** What's going on?

**Silverstream:** *(waving)* Hi, Headmare Twilight! We're just practicing for graduation! *(Spike burps her a scroll.)*

**Twilight:** *(puzzled)* Graduation?

**Gallus:** Now that we've saved Equestria, we figure we're done with school.

*(Following a long stare of wide-eyed bafflement, the three full-grown ponies break into a round of gentle laughter that sinks the youths' spirits a notch or three.)*

**Twilight:** Saving Equestria is nice, but I'm afraid it'll take more than one semester to learn all there is to know about friendship. *(Spike burps up a scroll.)*

**Spike:** *(handing it to Gallus)* Told you. *(He crosses to Twilight.)*

**Students:** Awwwww...

**Neighsay:** Your headmare is right. *(crossing to them)* I thought friendship was something that only ponies should share with each other, but you all taught me how wrong I was. *(Close-up.)* I suppose true friendship can take a lifetime to understand. *(Zoom out; Twilight steps up next to him.)*

**Twilight:** If it were easy to learn, we wouldn't need a school.

*(She tips them a grinning wink, but a loud crash and yell jolt her out of the reverie. Pan quickly to the source of the clamor: the closet in which Cozy imprisoned the Crusaders during Act Two. The door has been bashed open from inside, and Bloom and Scootaloo have tumbled to the threshold.)*

**Bloom:** We held her off as long as we could! *(Sweetie stumbles out, a bucket over her head.)*

**Scootaloo:** But she locked us in this closet!

**Sweetie:** What happened? Is everything all right? *(Flip the bucket away from her eyes.)* Where's Cozy Glow?

*(All eleven witnesses to this day-late-and-a-bit-short escape have a laugh at the hapless trio.)*

**Twilight:** Everything worked out just fine.

**Celestia:** As for Cozy Glow, I can assure you—where she's going, she won't be causing any more trouble.

*(Dissolve to the upper reaches of Tartarus and tilt down to the sound of Cerberus' resonating snores. The camera stops on Tirek's platform, the huge dog napping in front of his cage. All six eyes open partway and glance toward him as all three throats voice plaintive little whimpers.)*

**Tirek:** Of course it's boring here now! But at least you're not in a cage!

*(A gleam of magic washes over him from o.s.; cut to one of Neighsay's portals opening a few feet outside the cage. Two Royal Guard pegasi step out, followed by Luna who takes up a position between them. The centaur's beady yellow eyes pop wide at the visitors in close-up; a moment later, a smaller second cage has been set down and the pegasi are slamming its door shut to lock Cozy inside. She is now properly cleaned and groomed since her frantic escape attempt. As the Princess and the guards turn to leave, the camera cuts to a close-up of the newly minted convict grasping the bars and smiling sweetly in Tirek's direction.)*

**Cozy:** Hey, neighbor. *(slightly menacing tone)* Want to be friends?

*(She leans forward ever so slightly on this last word, casting her lowered eyebrows and the upper half of her face in a sinister shadow but leaving her unpleasant little grin in full light. Zoom in slowly and snap to black.)*