Distribution:

Production:
Lauren Faust
Chris Bartleman
Kirsten Newlands-Davidson
Rob Renzetti
Sarah Wall
Jayson Thiessen
James Wooton
Angela Belyea
Ridd Sorensen
Kimberly Small

Discovery/Hasbro:
Donna Ebbs
Scott Pennington
Chris Mehl

Hasbro Studios:
Stephen Davis
Lisa Licht
Linda Steiner
Mike Riley
Brian Lenard
Robert Fewkes
Sophia Hussain

Habro IP:
Mark Wiesenhahn
Matt Mattus

Hasbro Global Brand:
Valerie Jurries
Michelle Hogue
Donna Tobin

Hasbro Design:
Liz Knight
Dean Carley

Educational Consultant:
Jordan Brown

MY LITTLE PONY

"Stare Master"

EP017

Story by

Chris Savino

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TEASER

INT. CAROUSEL COUTURE - DAY

Rarity rushes around her store like a chicken with its head cut off. From the ribbons to the bolts of cloth to the sewing station and back to the ribbons.

As Rarity runs to and fro Sweetie Belle watches on. Her head following Rarity as if she were at a Wimbledon match. Rarity chants her task as she goes.

1 RARITY
Where did I put that... I thought I already... Oh and I can’t forget... Oh, how am I ever going to get this done?

2 SWEETIE BELLE
Are you sure I can’t help.

3 RARITY
No thank you, Sweetie Belle. It’s easier for me just to do it alone. #

4 SWEETIE BELLE
But I could...

5 RARITY
No.

6 SWEETIE BELLE
Maybe just a...

7 RARITY
No thanks.

8 SWEETIE BELLE
How about...

9 RARITY
Just stand over there.

10 SWEETIE BELLE
But

11 RARITY
Where you’ll be out of the way.

As Rarity continues rushing around, Sweetie Belle bites her tongue, but fidgets with the desire to help. Finally, as Rarity reaches for a large spool of satin ribbon high on atop a shelf Sweetie Belle makes her move.

12 RARITY
Ribbon, Ribbon. Where's the rib...

13 SWEETIE BELLE
I got it!

Sweetie Belle leaps up on a counter, skids on some cloth, but manages to keep from falling over the opposite edge.

Sweetie reaches for the spool of ribbon but instead knocks it from the shelf.

The spool falls and hits the floor and begins to unfurl.

Rarity stops, head turning in shock.

Two more bounces and then:

Now, (in a flat, wide shot with Rarity and Sweetie Belle in the center) The ribbon rolls across the floor, hits a sewing dummy which falls, hits an ironing board which falls flinging balls of yarn everywhere.

Rarity and Sweetie watch the "Wimbledon match" of the destruction of her store.

Finally, the spool (now empty) rolls over and hits Sweetie Belle's hoof. It spins to a stop. She looks at it for a beat and then smiles sheepishly at Rarity.

14 SWEETIE BELLE
Ummm. I'll just go and stand over there... where I'll be out of the way.

Sweetie Belle quickly zips out of the scene. Rarity sighs.

ACT 1

INT. CAROUSEL COUTURE - DAY

Rarity hustles around the store cleaning up the spilled garments and such. Sweetie Belle remains "out of the way" watching. She looks remorseful.

15 SWEETIE BELLE
Won't you let me help you clean up at least?

16 RARITY
No. You've helped me quite enough.

Rarity continues cleaning up.

17 SWEETIE BELLE
I'm sorry, sis. I just thought that if I could help I might find my special gift and finally earn my Cutie Mark. # #

18 RARITY
I understand, it's just that I need this time to fill this order without any...
(pointing out the mess)
...complications.

Sweetie Belle hangs her head in shame.

Rarity stands the last sewing dummy back in its place.

19 RARITY (CONT'D)
Okay. All done. Now back to work. I've lost a lot of time and I cannot have anymore interruptions.

Just then the bell of the front door jingles. Rarity can't help herself.

20 RARITY
(exaspeerated)
UGGHHH! What now?!?

It's FLUTTERSHY she carries a covered basket in her teeth. Fluttershy sets the basket down on a counter and sheepishly starts backing out of the store.

21 FLUTTERSHY
Oh! Sorry! I thought the "Open" sign meant you were open but I must have been mistaken.

22 RARITY
Fluttershy! Forgive me. I was so wrapped up in my work that I forgot you were bringing Ruby back from her grooming.

Fluttershy is half way out the door.

23 FLUTTERSHY
Oh, no worries, Rarity. I've left her there in her basket.

As if on cue, the cat leaps from the basket and makes its way to Fluttershy who takes a couple steps back in the shop and bends down so Ruby can nuzzle itself across Fluttershy's snout, purring loudly.

Rarity is amazed. She walks over to the two of them.

24 RARITY
She looks great! I just don't understand how you are able to do it. I can't get near her without getting a swipe from her claws!

Rarity leans in as she says this and as if on cue the cat turns and hisses at Rarity, swiping at the air. Rarity pulls back and the cat immediately goes back to purring and rubbing on Fluttershy. #

25 RARITY #
Did you use "THE STARE" on her? #

26 FLUTTERSHY
(horrified at the thought) #
Oh no! I wouldn't. I couldn't! I #
don't really have any control over #
when that happens. It just happens. #
(humble)
No, I'm just good with animals. #
It's my special gift, you know.

27 RARITY
(a giggle, then)
Well, you should have a picture of Ruby as a Cutie Mark instead of those butterflies.

Sweetie Belle perks up at the mention of Cutie Marks.

28 SWEETIE BELLE
Ooo! Ooo! Ooo! Maybe I can be good with animals too!

Sweetie rushes up to Ruby. A quick swipe and hiss. Sweetie backs up.

29 SWEETIE BELLE
Or not.

The older Ponies giggle. Ruby rushes off.

30 RARITY
I'm sorry I can't invite you stay and chat, Fluttershy, I've bitten off a bit more than I can chew with this order.

31 SWEETIE BELLE #
But you're not eating anything. #

32 RARITY #
No Sweetie, it's an expression. It #
means that I've taken on more work #
than I can handle. I've got twenty #
of these special robes to make
tonight. They're due in Trottingham #
tomorrow morning. #

Rarity tugs a robe from the sewing table with her teeth. It is long and colorful.

33 FLUTTERSHY
Gasp!

Rarity turns the robe around to show the inside. It is gold.

34 RARITY
See... I've lined them in this special gold silk. It took so long to make, but I think it adds just the right touch. Don't you?

35 FLUTTERSHY
These are lovely! But twenty? By tonight? How will you get it all done?

36 RARITY
Well I--

37 SWEETIE BELLE
Ooo! Ooo! Maybe I could
(off a look from Rarity)
Just. Stand. Over here... and watch.

Sweetie Belle backs away.

38 RARITY
I'll manage.

39 FLUTTERSHY
(a beat, then)
Well, I should get out of your mane so you can work.

Fluttershy opens the door to leave when suddenly Scootaloo and Apple Bloom bolt into the shop. They have overnight bags slung onto their backs.

40 FLUTTERSHY
(surprised and skittish)
AAAAHHHH!

41 SCOOTALOO/APPLE BLOOM
Hi, Fluttershy! Hi Rarity! Hey Sweetie Belle!!!!

The two fillies zip past her and Rarity.

42 RARITY
(to the dust)
Hello, girls.

Sweetie Belle looks up from her “corner”. Her sad face dissolves to an excited one.

43 SWEETIE BELLE
Scootaloo! Apple Bloom!!!

The fillies huddle around one another excitedly exchanging their dialogue.

44 SCOOTALOO
You ready for tonight?

45 SWEETIE BELLE
Yep! Cutie Mark Planning Session is a go! #

46 APPLE BLOOM
Tonight is the night we each try to find our own special talent!

47 SCOOTALOO
Even if it takes us ALL night!

48 APPLE BLOOM
I’m ready! You ready??

49 SWEETIE BELLE
Very ready!

50 ALL THREE GIRLS
Yay! Cutie Mark Crusader Sleep Over #
at Rarity's!!!!!!

Sweetie ducks behind a counter...

51 SWEETIE BELLE
And... look what I made us!

Sweetie Belle pulls out a little cape that is obviously sewn together by a child. The cape is light blue with the letters C.M.C. sewn on the back.

Scootaloo and Apple Bloom are ecstatic. They jump and down with glee. Fluttershy approaches.

52 FLUTTERSHY
(pointing at each letter)
C.M.C.? What does C.M.C. stand for?

53 ALL THREE GIRLS
The Cutie Mark Crusaders!!!

54 SCOOTALOO
We're on a crusade! A mission. #

55 APPLE BLOOM
To find our Cutie Marks!

56 SWEETIE BELLE
(proudly)
Yep. And look, I lined them with this special gold fabric. It took so long to make, but I think it adds just the right touch. Don't you?

Sweetie Belle turns the cape around revealing the gold lining.

57 SCOOTALOO/APPLE BLOOM
Oooohhh!!!!!

Rarity shrieks in horror!

58 RARITY
Ahhhhhhh!!!!

Rarity rushes over to her sewing area. She pulls up the bolt of gold silk. It has three distinct cape shapes cut out of it.

59 RARITY (CONT'D)
Sweetie Belle! What have you done??

60 SWEETIE BELLE
I uh... I just wanted to...

61 RARITY
That was the last of the gold silk!
Now I'll have to make more.
(uncertain)
I *hope* I can make more. Oh! I'm
going to have to work all night.
Which means...

Rarity looks stressed. She has bad news for the fillies.

62 RARITY
Sorry girls. I'm afraid the
Crusader Sleep Over is cancelled. #

63 SWEETIE BELLE
What????

64 RARITY
I just won't have any time to watch
you if I want to get these robes
delivered on time.

65 SWEETIE BELLE
But!

66 RARITY
No 'buts' this time. I'm sorry
Sweetie Belle, it's just the way it
has to be.

The three girls sink in disappointment. Fluttershy sees this and sympathizes.

67 FLUTTERSHY
I, uh, I suppose I could take them
for the night?

The girls all smile and quickly look to Rarity for her response.

68 RARITY
I couldn't ask you to do that.

They look back at Fluttershy. Another Wimbledon match.

69 FLUTTERSHY
Oh it's no problem at all.

Back to Rarity.

70 RARITY
Have you met my sister and her friends? A ‘problem’ is all it would be.

Back to Fluttershy.

71 FLUTTERSHY
(unusually confident)
Did I have a ‘problem’ with Ruby? You’ve seen how well I handle small creatures.

Back to Rarity.

72 RARITY
I suppose that’s true. And I DO have a lot of work to do.

Back to Fluttershy.

73 FLUTTERSHY
Come on, it’ll be fun!

Back to Rarity.

74 RARITY
I assure you they’re quite a handful.

Back to Fluttershy.

75 FLUTTERSHY
These sweet little angels?

The girls smile “angelically”.

76 RARITY
(giving in)
Well... alright...

77 ALL THREE GIRLS
Yay! Cutie Mark Crusader Sleep Over #
at Fluttershy’s Cottage!!!!!! #

The girls all rush out the door! Fluttershy smiles at a still concerned Rarity.

78 FLUTTERSHY
So cute!
(to fillies)
Wait for me!

She happily flits out the door. Rarity worries.

79 RARITY
Mmmmmm...

EXT. PONYVILLE STREET - DAY

The three girls rush slightly ahead of Fluttershy making their capes flow in the wind.

80 FLUTTERSHY
(to herself)
Oh won't this be ever-so fun! We can have a nice little tea party and braid each others hair and sit quietly and color and tell each other fairy tales and --

Too excited, the girls rush even further ahead.

The girls zip past Twilight and round a corner. Out of site.

81 TWILIGHT
Hello, Fluttershy.

82 FLUTTERSHY
Oh. Hello, Twilight. Where are you off to?

83 TWILIGHT
I'm heading through the Ever Free Forest to Zecora's to get some of my favorite tea. The best!

84 FLUTTERSHY
The Ever Free Forest?? You'll be careful, won't you?

85 TWILIGHT
Of course. How about you? What are you doing with the girls?

86 FLUTTERSHY
Rarity has a big order to fill tonight so I volunteered to take the girls over to my house tonight for a sleep over.

87 TWILIGHT
Wow. Sounds like EVERYONE has their hooves full today.

88 FLUTTERSHY
What do you mean?

89 TWILIGHT
Taking care of those three fillies. All by yourself? You sure you can handle it?

The girls come back around the corner, wondering where Fluttershy is.

90 FLUTTERSHY
What? These sweet little angels?

Again, the three fillies give their best angelic smile.

91 FLUTTERSHY (CONT'D)
They'll be no problem at all.

CUT TO:

INT. FLUTTERSHY'S COTTAGE, LIVINGROOM - DAY

Inside Fluttershy's cottage the girls rush around with great excitement. Overnight bags go flying. Girls talking a milea minute.

92 GIRLS WALLA
Wow look at this place! Where do we put our stuff? Is the floor ok? What's that? When do we start our meeting? Look at the view of Ever Free Forest! Are those chickens?

Fluttershy stands in the middle of the kid tornado, her eyes wide.

93 FLUTTERSHY
(to herself, with a semi-fake grin)
No problem at all.

ACT 2

INT. FLUTTERSHY'S COTTAGE, LIVINGROOM - CONTINUOUS

As the three fillies continue to get themselves acclimated to the cottage (dropping their overnight bags etc.) Fluttershy tries to get them to settle down.

94 FLUTTERSHY
Ok, girls what should we do? Girls? Should we... Girls? Okay now, settle.. I know you're excited, but... girls?

95 GIRLS WALLA
I'm gonna get my mark first! Nuh uh! I am! I'm staying up all night! Me too! Me three!

It's not that they are disobeying Fluttershy, they are just too caught up to hear her.

96 FLUTTERSHY (CONT'D)
Ooo, careful with the... ha... okay, now what... girls...

Fluttershy blows her mane out of her face and speaks a bit louder.

97 FLUTTERSHY (CONT'D)
Soooo.. what do you want to do? Play a game?

The girls hear this but don't really stop. They talk as they excitedly prance around.

98 SCOOTALOO
We are the Cutie Mark Crusaders!

99 APPLE BLOOM
And we want to crusade for our cutie marks!

100 SWEETIE BELLE
(too excited to come up with anything clever)
And we... um... yeh! What they said!

101 FLUTTERSHY
Hmmm... I don't know... How about a nice, quiet, little tea party?

102 SCOOTALOO
Oooooor--- *we could go adventuring in the Everfree Forest!!*

103 APPLE BLOOM/SWEETIE BELLE
Yeah!

They run for the door. Fluttershy blocks their way.

104 FLUTTERSHY
Oh no! The Ever Free Forest is much too dangerous! It's filled with far too many strange creatures.

105 SWEETIE BELLE
But you could go with us and we could catch those creatures. We could be...
(thinking...idea!)
Creature Catchers!!!

106 ALL THREE GIRLS
Yay! Cutie Mark Crusader Creature Catchers!!!

107 FLUTTERSHY
Ohhh, nonono... that's...

The girls play act out the possibility.

She grabs a basket and puts it on her head and pulls up an area rug. Wrapping it around her body she leaps up onto Apple Bloom's back. The rug covers them both completely, save for her "basketed" head sticking out the top.

Together they form a large "creature".

108 SCOOTALOO
(as creature)
Arrrgh. I am a dangerous creature from the Ever Free Forest! Aargh!

Sweetie Belle catches on and acts her part as well. Puffing out her chest and acting brave she steps forward.

109 SWEETIE BELLE
Halt, dangerous creature of the Ever Free Forest! I am Sweetie Belle the Creature Catcher and I am here to catch you!

110 SCOOTALOO
(as creature)
You can never catch me! I am far too powerful and dangerous!

Sweetie Belle rears back on her hind legs, kicking her front. The Scootaloo/Apple Bloom “creature” turns and runs.

Sweetie Belle gives “chase” in circles around Fluttershy.

111 SWEETIE BELLE
You cannot run from me!

112 SCOOTALOO
Rawr!

113 SWEETIE BELLE
<Giggle>

114 SCOOTALOO
Raaaawwwrrrrr!!! Hahaha.

115 FLUTTERSHY
Uh... maybe that’s not such a... now girls, how about we do some nice coloring--- OH!!

Sweetie Belle leap frogs off Fluttershy’s back and lunges at the “creature.”

116 SWEETIE BELLE
Come back, dangerous creature so I can catch you!

117 SCOOTALOO
Never!

The girls get a little more rambunctious.

ANGLE ON: Fluttershy as she watches the off screen play. Her head turns back and forth... another Wimbledon match.

Head right.

118 FLUTTERSHY
Careful.

Head left.

119 FLUTTERSHY
You don’t.

Head right.

Crash!

120 FLUTTERSHY
Break anything.

CUT WIDE TO REVEAL: The three girls stand around a broken table, looking guilty.

121 SWEETIE BELLE
Sorry, Fluttershy.

122 SCOOTALOO
Yeah, sorry.

123 APPLE BLOOM
I guess we aren't creature catchers.

The girls sink. They all stand staring at the broken table. After a beat...

124 FLUTTERSHY
Oh girls, it's ok. I---

125 APPLE BLOOM
But, we could be...
(announcing)
Cutie Mark Crusader Carpenters!!!

Fluttershy's eyes go wide.

126 FLUTTERSHY
Carpen--

The girls ZIP OFF SCREEN and then back in with Doctor's stethoscopes and head mirrors.

127 APPLE BLOOM
(like "scalpel")
Hammer!

128 SCOOTALOO
Hammer!

Scootaloo picks up a hammer with her mouth passes it to Sweetie Belle who passes it to Apple Bloom.

It's Sweetie Belle's turn.

129 SWEETIE BELLE
Hammer!

130 SCOOTALOO
Hammer!

Scootaloo picks up a hammer and passes it to Sweetie Belle.

Now it's Scootaloo's turn.

131 SCOOTALOO
Hammer!

Scootaloo picks up a Hammer. Now, all with hammers, they look at one another and then get ready to...

HAMMER!

The pounding noise is deafening. We don't see what they are doing but instead see Fluttershy cover her ears with her hooves.

When the pounding stops the girls take a step back to admire their work.

PULL WIDE TO REVEAL: A pile of wood that resembles a modern sculpture rather than a table.

132 SWEETIE BELLE
Uhhhh... That doesn't look like a table.

133 SCOOTALOO
We were making a table?

134 APPLE BLOOM
Someone needs to put this thing out of it's misery.

135 SCOOTALOO
We are definitely not Cutie Mark Carpenters.

136 SWEETIE BELLE
Who wants a picture of a hammer on there flank anyway?

Fluttershy steps between them and kicks the table away.

137 FLUTTERSHY
Well, now that we've gotten that out of the way, how about a game?

138 APPLE BLOOM
A game?

The girls perk up. They lean forward, intrigued.

139 FLUTTERSHY
Yes. It's called... "Shhh".

They sit back. Less intrigued.

140 SCOOTALOO
What's that?

141 FLUTTERSHY
Well, it's a game about who can be quiet the longest. Sound fun?
(egging them on)
I'm the world champ you know. I bet you can't beat me.

Fluttershy sips in a breath and is quiet. The girls look at one another. Fluttershy thinks she's got them under control now.

After the shortest of quiet beats...

142 SCOOTALOO
I lose.

143 SWEETIE BELLE
Me too!

144 APPLE BLOOM
Me three!

The girls zip out of frame. We hear much rummaging about. Fluttershy let's out her breath, defeated.

145 FLUTTERSHY
<Letting out her breath>

The girls excitedly rummage through Fluttershy's things and go back to excitedly discussing their next option.

146 SCOOTALOO
Okay, now what could we do?

Apple Bloom pops her head out of the fire place, covered in soot.

147 APPLE BLOOM
Ooo! How about Cutie Mark Crusader Coal Miners??

148 SCOOTALOO/SWEETIE BELLE
Yeah!

149 FLUTTERSHY
(nipping this one in the bud)
No!!!

150 ALL THREE GIRLS
Awwww!

151 FLUTTERSHY
I mean... It's time for bed, don't you think? Aren't you excited to get all toasty and warm in your snuggly wuggly wittle beds?

152 APPLE BLOOM
Snuggly wuggly? But we have more crusading to do.

153 SCOOTALOO
We've got plans!

154 SWEETIE BELLE
(turning to show her cape)
And capes!

155 FLUTTERSHY
Uh, ok, um, maybe the crusading can wait until morning? When it's light? And not so...dark?

The girls relent as Fluttershy herds them into the guest bedroom where they all hop up onto the bed, still protesting.

156 APPLE BLOOM
How are we going to find our special talent in our sleep?

Fluttershy tucks them in.

157 FLUTTERSHY
Maybe you'll have a lovely little dream about your special talent.

158 SCOOTALOO
But we're not even tired.

159 FLUTTERSHY
How about I sing you a lullaby?

The girls all nod.

160 FLUTTERSHY (CONT'D)
Ahem....
Hush now, quiet it now, it's time to lay your sleepy head./ Hush now, quiet now, it's time to go to bed./

161 SWEETIE BELLE
I know this one!!!

162 FLUTTERSHY
How wonderful! Why don't you sing it with me?

Apple Bloom and Scootaloo look at one another. They know what's coming. Slowly, ever so slowly, they cover their ears.

Sweetie Belle takes a deep breath and...

163 SWEETIE BELLE
(not a sweet voice but a big, loud voice)
Hush now, quiet now, close your sleepy eyes./ Hush now, quiet now, my how time sure flies./

The singing immediately rattles the room. Fluttershy's eyes go wide, but she fakes enjoyment.

Bric-a-brac slides off of shelves.

164 FLUTTERSHY
(trying to end it)
Okay, Sweetie that was--

165 SWEETIE BELLE
(continuing)
Drifting, drifting off to sleep the days excitement behind you./ Drifting drifting off to sleep let the joy of dreamland find you./

166 FLUTTERSHY
Thank you, Sweetie I'm--

167 SWEETIE BELLE
(the big finish)
Hush now, quiet now, lay your sleepy head./ Hush now, quiet now, it's time to go to
BEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEEE
EEEEEEEEEEEEEEEED!!!!!

The thunderous last word causes a great commotion outside. Dogs bark in the distance, but closer, we hear the loud SQUAWKING of chickens.

168 SCOOTALOO
What is that?

The girls rush to the window and look out. Fluttershy follows.

169 FLUTTERSHY
Girls---

EXT. CHICKEN COOP - NIGHT

Outside all of Fluttershy's chickens have been awoken from their coop are now running around clucking and squawking in the enclosed yard. It's crazy.

INT. GUEST BEDROOM - NIGHT

The girls are excited by this sight.

170 APPLE BLOOM
Fluttershy! Your chickens are all on the loose!

171 SWEETIE BELLE
(sincerely, oblivious)
I wonder what could have caused that?

Scootaloo rolls her eyes.

172 SCOOTALOO
Don't worry Fluttershy! The Cutie Mark Crusaders will handle this!

173 SWEETIE BELLE
Cutie Mark Crusader Chicken Herders!!!! #

174 FLUTTERSHY
No, I don't think that's--

175 APPLE BLOOM
Yay!!!!!

The girls rush out of the bedroom.

176 FLUTTERSHY
Girl's no. Come back? Please?
Hello?

The plea falls on an empty room. The girls are already gone. Fluttershy sighs and follows.

EXT. CHICKEN COOP - NIGHT

The girls chase the chickens around the yard. It is utter chaos and noise.

As the girls try to wrangle the chickens Fluttershy tries to wrangle the girls.

177 FLUTTERSHY
Girls... come on girls. The
chickens are fine... girls...

She finally musters a little extra assertiveness.

178 FLUTTERSHY (CONT'D)
GIRLS!

The girls finally stop.

Fluttershy calmly walks over and easily rounds up the chickens.

179 FLUTTERSHY
Tst. Tst. Tst. Come on. In you go.
There's some good chickies.

The girls look on in amazement as the chickens fall into line and casual walk back into their coop and settle into their places. She dusts herself off and approaches the girls.

180 FLUTTERSHY
Okay, you three isn't it about time
you got into bed?

181 ALL THREE GIRLS
But...

182 FLUTTERSHY
Please?

The girls actually obey. A confident smile appears on Fluttershy's face. She walks off screen.

CUT TO:

INT. GUEST BEDROOM - NIGHT

The girls are in their beds, Fluttershy is in the doorway.

183 FLUTTERSHY
So, no more Crusading for tonight, all right?

184 ALL THREE GIRLS
Yes, Fluttershy. We promise, Fluttershy. Good night, Fluttershy.

185 FLUTTERSHY
Okay. Good night.

Fluttershy closes the door. The girls sit for a beat then quietly discuss...

186 SCOOTALOO
Okay, so what kind of Crusading do we do next?

187 APPLE BLOOM
There's not much we can do from this room. Unless we become Cutie Mark Crusader Cottage Cleaners.

188 SWEETIE BELLE
No thanks.

Apple Bloom walks over to the window and looks out.

189 APPLE BLOOM
Well, we have to think of something. We can't just waste this opportunity to find out what our special talents are.

Frustrated, Apple Bloom lays her chin down on the window sill. After a moment she notices...

HER POV: Outside there is a hole in the chicken wire surrounding the coop.

190 APPLE BLOOM
What the? Hey girls, look!

The other two rush over to the window.

191 APPLE BLOOM
There's a hole in the fence! Which means some of the chickens may have escaped!

Pan past the hole. Chicken tracks lead into the Everfree Forest.

192 SWEETIE BELLE
Into the forest!

The look at each other and get excited.. quietly.

193 ALL THREE GIRLS
(quietly)
Cutie Mark Crusaders Chicken Rescuers are go!

They high hoof.

INT. FLUTTERSHY'S COTTAGE, LIVINGROOM - NIGHT

Fluttershy slumps down into a pony chaise lounge, exhausted.

194 FLUTTERSHY
I did it. I can't believe it. All by myself. It really wasn't THAT hard.

As she talks to herself we see the three fillies sneak out the door behind Fluttershy.

195 FLUTTERSHY (CONT'D)
I mean, all I needed to do is just show them who's in charge. Nothing's going to get past Fluttershy... good with animals... good with kids.

The front door quietly clicks shut behind her.

EXT. FLUTTERSHY'S YARD - CONTINUOUS

The girls follow the chicken tracks and rush into the Forest. Scootaloo, catches her cape on a branch and it pulls off of her. She skids to a stop to get it, but is too excited and continues after her friends.

196 SCOOTALOO
(whisper yell)
Wait up!

INT. FLUTTERSHY'S COTTAGE, LIVINGROOM

Fluttershy relaxes on her chair.

197 FLUTTERSHY
Mmmm. Peace and quiet.

After a beat, she sits up.

198 FLUTTERSHY (CONT'D)
Too quiet.

She rushes into their bedroom: the girls are not there. She rushes from the room.

199 FLUTTERSHY (CONT'D)
Girls???

EXT. FLUTTERSHY'S COTTAGE - CONTINUOUS

Fluttershy emerges from the cottage and runs over to the chicken coop. She looks inside.

200 FLUTTERSHY (CONT'D)
Girls?

FLUTTERSHY'S POV: She notices that there is ONE empty space in the coop.

201 FLUTTERSHY (CONT'D)
Elizabeak! she's missing! GIRLS???

Fluttershy, now more worried exits the coop. She notices the cape hanging from branch and rushes over to it.

202 FLUTTERSHY
Oh no! They must have gone looking for the missing chicken. Which means, they must have gone into...gulp...

SNAP TRUCK IN ON: Fluttershy's shocked face.

203 FLUTTERSHY (CONT'D)
The Ever Free Forest!!!!

ACT 3

EXT. EDGE OF EVER-FREE FOREST - NIGHT

Fluttershy stands, eyes wide with fear, outside the Ever Free Forest.

204 FLUTTERSHY
Those girls have really done it this time! They've really bitten off more than the can chew.
(realizing, defeated)
Just like me. I never should have offered to watch them.

Fluttershy takes a deep breath and enters the forest.

CUT TO:

EXT. EVER-FREE FOREST - NIGHT

The three young ponies wander through the forest.

205 APPLE BLOOM
Here chick chick chick. Bawk bawk bawk bawk.

206 SCOOTALOO
What are you doing?

207 APPLE BLOOM
Calling for the chicken.

208 SCOOTALOO
That is not how you call a chicken.

209 APPLE BLOOM
Oh, and you know how to call a chicken.

210 SCOOTALOO
I know that's not the way.

211 APPLE BLOOM
Then show me.

212 SCOOTALOO
I don't have to show you.

213 APPLE BLOOM
You're just chicken.

214 SCOOTALOO
Am not.

215 APPLE BLOOM
Oh wait, now I know how to call a chicken...
(calling out)
Scootaloo! Scooootaaalooooo!

216 SCOOTALOO
That's so funny I forgot to laugh.

217 APPLE BLOOM
You also forgot how to call a chicken.

218 SCOOTALOO
Why you!

219 SWEETIE BELLE
Come on, guys, we're not going to find the chicken or our cutie marks by arguing.

220 APPLE BLOOM
Maybe that's our special talent: arguing!

221 SCOOTALOO
Is not!

222 APPLE BLOOM
Is too!

223 SCOOTALOO
Is not!

224 APPLE BLOOM
Is too!

Apple Bloom turns her rump toward Scootaloo.

225 APPLE BLOOM (CONT'D)
(re: a Cutie Mark)
Anything yet?

226 SCOOTALOO
No.

227 APPLE BLOOM
Darn.

The two ponies laugh at their own joke.

228 APPLE BLOOM/SCOOTALOO
<giggling>

Sweetie Belle and Apple Bloom continue on.

229 APPLE BLOOM
Here chick chick chick. Bawk bawk bawk bawk.

230 SCOOTALOO
Pfft.

Scootaloo stares at Apple Bloom for a beat, then...

231 SCOOTALOO
(whispered)
Here chick chick chick. Bawk bawk bawk bawk.

She follows on behind Sweetie Belle and Apple Bloom.

CUT TO:

EXT. EVER-FREE FOREST - DEAD OF NIGHT

Fluttershy moves cautiously through the forest. Her eyes dart back and forth. She calls out in a hushed whisper.

232 FLUTTERSHY
(whispered)
Girls?

Nothing. A hard swallow.

233 FLUTTERSHY (CONT'D)
(a little louder, but still a whisper)
GIRLS??

An owl hoots somewhere in the darkness ahead of her.

234 FLUTTERSHY (CONT'D)
Nyahh!

The owl comes into view. Phew! Fluttershy tries to gain composure.

235 FLUTTERSHY (CONT'D)
Get a hold of yourself, Fluttershy.

FLuttershy steps on a fallen branch. SNAP!

236 FLUTTERSHY (CONT'D)
Ahhg! What was that?

Looking around, frightened. She starts to back up as she says:

237 FLUTTERSHY (CONT'D)
Just put one hoof in front of the other.

She bumps into a rock.

238 FLUTTERSHY
AAGGHHHH!

She zips out of the scene.

EXT. FOREST CLEARING - CONTINUOUS

Fluttershy skitters from the woods into a clearing. It is well lit by the moon. Fluttershy sees the silhouette of Twilight across the way. It stands perfectly still.

239 FLUTTERSHY (CONT'D)
(Loud whisper)
Twilight? TWILIGHT?? Is that you?

Fluttershy starts across the clearing. The silhouette gets sharper and it is indeed that of Twilight.

240 FLUTTERSHY (CONT'D)
Twilight?
(recognizing the silo)
Twilight it IS you!!!

Fluttershy rushes over.

241 FLUTTERSHY (CONT'D)
Thank goodness you're here! I need your help. The girls are out here somewhere and I am afraid that they are...

Fluttershy reaches Twilight, but her words have fallen on deaf ears. Twilight is a stone statue.

242 FLUTTERSHY
(horrified)
GAH! Twilight!! What's happened to you??!!

Fluttershy shakes her friend. Twilight tips over. Thud.

243 FLUTTERSHY (CONT'D)
AHHHHHHHHHH!!!!!!!! Twilight, you've been turned to stone!
(realizing)
Oh no! If you've been turned to stone it must mean.... Oh no! The girls!!

Fluttershy starts to run off but runs back in.

244 FLUTTERSHY (CONT'D)
Don't move! I'll be back for you!

Fluttershy runs off into the forest, now unconcerned about her own fears.

245 FLUTTERSHY (CONT'D)
GIRRRRLLLLS???!!!!

EXT. EVER-FREE FOREST - NIGHT

The three fillies continue their trek for the lost chicken.

246 SCOOTALOO
Is not.

247 APPLE BLOOM
Is too.

248 SCOOTALOO
Is not.

249 APPLE BLOOM
Is too.

250 SWEETIE BELLE
Girls, our special talent is NOT arguing! Besides, what would the Cutie Mark of someone who's talent is arguing even look like?

251 FLUTTERSHY (O.S.)
Girls? Girls????

The girls stop.

252 SWEETIE BELLE
(calling out)
Fluttershy?

Fluttershy bursts through a bush.

253 FLUTTERSHY
Girls! Thank goodness I've found you!

254 APPLE BLOOM
Fluttershy, what---

255 FLUTTERSHY
Girls! We have to leave the forest at once!

Fluttershy tries to nudge them forward, but the girls resist.

256 SWEETIE BELLE
But we haven't found the chicken yet.

Fluttershy still nudges.

257 FLUTTERSHY
There's no time for that. There's a Cockatrice on the loose.

258 APPLE BLOOM
A cocka-what now?

259 FLUTTERSHY
A Cockatrice. It's a frightening creature with the head of a chicken and the body of a snake! Now come *on*---

The girls run back around her to get away from the nudging.

260 SWEETIE BELLE
The head of a chicken and the body of a snake?

261 SCOOTALOO
That doesn't sound scary, that sounds silly!

262 FLUTTERSHY
Girls, please listen---

263 APPLE BLOOM
Why if I ever saw one of them cockathingies face to face I'd laugh at how silly it was.

Apple Bloom confidently goes to trot deeper into the forest, but Fluttershy flies in front her.

264 FLUTTERSHY
No! Never ever look one in the eye!
If you look a Cockatrice in the eye-
--

Just then the escaped chicken runs by.

265 SWEETIE BELLE
The chicken!!!

All three girls run off after the chicken.

266 FLUTTERSHY
Girls! Wait! Come back! Don't--

Fluttershy gives chase.

267 ALL THREE GIRLS
Here chick chick chick! Bawk! Bawk!
Bawk!

Sweetie Belle spots the chicken poking up from behind some underbrush.

268 SWEETIE BELLE
There he is!

The girls all rush after it wanting to save it from the Cockatrice. Suddenly a second chicken head appears.

269 SCOOTALOO
Two chickens?

270 APPLE BLOSSOM
I thought only one escaped?

271 SWEETIE BELLE
Grab them both!

They go to grab the chickens, but the second one is not really a chicken, but the Cockatrice! The Chicken head rises up out of the brush to reveal its long snake-like body.

Suddenly its eyes glow red and it stares straight into the eyes of the lost chicken... turning it to *stone!*

272 ALL THREE GIRLS
Ahhhhhhhhhhhhh!!!!!!!!

The kids scream and run. The Cockatrice gives chase.

EXT. FOREST CLEARING - CONTINUOUS

The girls burst through a bush into the clearing and crash into the stone-frozen Twilight.

273 ALL THREE GIRLS
<GASP>

Fluttershy arrives a moment later.

274 FLUTTERSHY
See? Now we have to -

275 ALL THREE GIRLS
AHHHHHHHHHHHHHHHHHHHHHHH!!!!!!!!!!

They run around out of control and in hysterics.

Fluttershy tries to calm them down to no avail.

276 FLUTTERSHY
Girls please! Girls! Listen to me--
girls! I-- Please!

Fluttershy sees the Cockatrice has caught up with them. She looks back and forth between the monster and the 3 hysterical girls. The Cockatrice gets closer and closer. She finally asserts herself.

277 FLUTTERSHY
GIRLS!

The girls snap to attention. She flies up and lands between the monster and the fillies.

278 FLUTTERSHY
BEHIND ME! NOW!

They do what they are told.

The Cockatrice slithers over towards the ponies. It manages to somehow HISS and CLUCK at the same time. His eyes start to slowly turn red

Fluttershy whips around to face the Cockatrice.

279 FLUTTERSHY (CONT'D)
You!

The creature stops in its tracks. The red in his eyes instantly dissolves because Fluttershy is giving it a healthy dose of THE STARE!

Frightened by the steely gaze, the Cockatrice looks around like a child caught red handed. After a long, long stare...

280 FLUTTERSHY (CONT'D)
Just who do you think you are going around turning others into stone!

The Cockatrice looks around. Busted!

281 FLUTTERSHY (CONT'D)
You should be ashamed of yourself! I have half a mind to find your mother and tell her what you've been up to young man! Now you go over there and turn Elizabeak and my friend Twilight back to normal and don't ever let me catch you doing this again! Do you understand me?

The Cockatrice nods its head yes and slithers offscreen in the direction of Twilight.

282 FLUTTERSHY
Are you girls all right? I was so worried!

283 SCOOTALOO
Yeah, fine.

284 SWEETIE BELLE
All good, thanks to that stare of yours!

285 APPLE BLOOM
It certainly did the trick!

286 SCOOTALOO
You're like the queen of stares! You're the...

287 ALL THREE GIRLS
Stare Master!!!!

Fluttershy blushes.

288 SWEETIE BELLE
We're sorry we snuck out of the house and into the forest.

289 APPLE BLOOM
Yeah, we'll listen to you from now on.

290 SCOOTALOO
We promise!

291 FLUTTERSHY
Oh you do, do you? Well, you'd better or I'll give you... The Stare!!!!

The girls freeze, but Fluttershy's gaze breaks with a giggle.

292 FLUTTERSHY
<giggle>

The girls, realizing they're off the hook, join her.

293 ALL THREE GIRLS/FLUTTERSHY
<Laugh>

Meanwhile, Twilight wanders into the scene, back to normal but a little woozy.

294 TWILIGHT
What... what happpened?

Fluttershy and the girls look at one another and smile.

EXT. FLUTTERSHY'S GARDEN - MORNING

Fluttershy and Twilight sit having tea as Fluttershy tells of the night's happenings. Twilight magically makes a quill write down everything Fluttershy says.

In the distance we see the three fillies, wearing their capes, running around and having general fun.

295 FLUTTERSHY
..and that's when it brought you back from stone.

296 TWILIGHT
This is going to make quite a letter to the Princess! I was wrong about you! You certainly *do* know how to handle those girls.

297 FLUTTERSHY
I wouldn't go that far.

298 TWILIGHT
Mm? How so?

The quill stands at the ready to write.

299 FLUTTERSHY
I assumed that I'd be just as good with kids as I am with animals. Boy, was I wrong. I really learned the hard way not to bite off more than I could chew.

Rarity enters. She looks exhausted.

300 TWILIGHT
You and Rarity both... Good morning, Rarity.

301 FLUTTERSHY
Did you finish all those capes? #

302 RARITY
Just delivered them. I have to admit, If you hadn't come along I might not have. Thanks again.

They exchange a smile.

303 FLUTTERSHY
Won't you stay for some tea?

304 RARITY
I really must get back to the shop and clean up.
(calling out)
Girls! Get your things! Time to go. Girls?

In the distance the girls just continue playing.

305 RARITY (CONT'D)
Girls...!!

Still playing.

306 RARITY (CONT'D)
GIRLS. TIME TO... GIRLS... YOUR THINGS... GIRLS!!!
(still not listening)
TIME TO... GIRLSSSSSS!!!!

307 FLUTTERSHY
Allow me.

Fluttershy clears her throat and in a very mild tone calls out.

308 FLUTTERSHY (CONT'D)
(calmly. cooly.)
Girls!

The girls immediately stop what they are doing and rush over to Fluttershy, front and center.

309 APPLE BLOOM
Yes, Fluttershy?

310 SCOOTALOO
You called?

311 FLUTTERSHY
Go and get your things. Rarity is here to see you home.

312 SWEETIE BELLE
Of course, Fluttershy. Right away.

The girls zip off to get their things. Rarity stares in amazement.

313 RARITY
How do you do it?

Fluttershy winks at Twilight.

314 FLUTTERSHY
(shrugging)
I guess I'm just as good with kids as I am with animals.

The girls come through scene carrying their stuff.

315 ALL THREE GIRLS
Bye!/Thanks a lot/Thank you!/etc.

316 RARITY
Speaking of which, I could use your help with Ruby.

317 FLUTTERSHY
Of course. How about later today?

Rarity turns and we see that Ruby is attached to her hind quarters. Arms out in all four directions.

318 RARITY
How about now?

Fluttershy and Twilight look at one another.

319 FLUTTERSHY/TWILIGHT
<Giggle>

FADE OUT