

As Recorded @ Drex  
Thurs. April 4/2013

Distribution:

Production:

Devon Cody  
Meghan McCarthy  
Jayson Thiessen  
Ashley Irving-Scott

The HUB:

Donna Ebbs  
Carin Davis  
Tegan Molloy  
Laurence Braun  
Patrick Callan

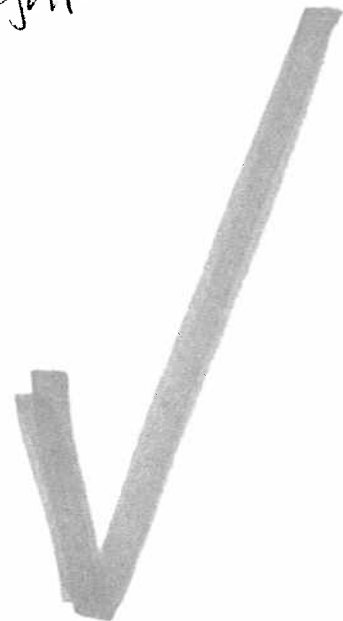
Hasbro Studios:

Stephen Davis  
Michael Vogel  
Brian Lenard  
Kathy Page  
Robert Fewkes  
Sophia Hussain

Hasbro Brand:

Mark Wiesenbahn  
Matt Mattus  
Valerie Jurries  
Donna Tobin

\* PICKUPS: • RD + AJ - 03/07/2013  
• Twilight



MY LITTLE PONY IV  
"Flutterfear"  
Episode 414  
Written by: Amy Keating Rogers

Locked Polish Draft: December 11, 2012

Polish draft: November 30, 2012

2<sup>nd</sup> draft: November 27, 2012

1<sup>st</sup> draft: November 15, 2012

Outline: October 25, 2012

Premise: October 9, 2012

## TEASER

### SC. 1 - INT. FLUTTERSHY'S HOUSE - DAY

FLUTTERSHY goes about her morning routine (the animals brush her tail and mane, she feeds her animals). All the while, she sings a lovely song really coming to life, so happy.

All her CREATURES fly, scamper and dance about mesmerized by her beautiful voice. It is a truly magical musical moment.

NOTE: The following is only a piece of the song. Also, while the song will be the same tune throughout the episode, it will have different "vibes" to it. In this Fluttershy solo, it's very lyrical and enchanting.

1

FLUTTERSHY

1

Oh Fluttershy wants Ponyville to  
join the band. C'mon and sing your  
heart out. It's so very grand.

You know you want to come along.  
So just go belting it out and fill  
the world with your song!

Just stomp your hooves and jive. I  
know that then you'll see...  
It's the magic of the music that is  
setting you free!

The magic of the music that is  
setting you free!

The magic of the music that is  
setting you free!

SONG ENDS



The animals APPLAUD and WHISTLE for Fluttershy, who blushes  
bashfully yet beams at their attention.

2

36 37 40

FLUTTERSHY (CONT'D)

2

Thank you so much. You're too kind.

A BIRD TWEETS something musically to Fluttershy.

3

40

FLUTTERSHY (CONT'D)

3

Oh, yes! Singing fills me with such  
joy! And I feel so safe singing in  
front of all of you.

The bird TWEETS some more.

4

37 (40) FLUTTERSHY (CONT'D)  
 Oh, no. I could never sing on  
 stage with everypony staring at me!  
 It would be just awful!

4

Fluttershy walks to her door. Some animals open it for her.

**SC. 2 - EXT. FLUTTERSHY'S COTTAGE - CONTINUOUS**

As Fluttershy walks through the door, her eyes fall on her 5  
 friends: TWILIGHT, RARITY, PINKIE PIE, APPLEJACK, and RAINBOW  
 DASH all staring at her wide eyes with their jaws dropped.

5

41 (42) FLUTTERSHY  
 Oh.

5

CUT TO:

**MY LITTLE PONY TITLE SEQUENCE**

TRANSITION TO:

**SC. 3 - EXT. FLUTTERSHY'S COTTAGE - CONTINUOUS**

The Friends stare at Fluttershy in awe. Fluttershy looks  
 really nervous.

6

43 (44) FLUTTERSHY  
 You...you didn't hear me...um...

6

7

45 PINKIE PIE  
 Singing in the most beautiful voice  
 ever?

7

8

2 RAINBOW DASH  
 Uh, yeah we did!

8

9

41 FLUTTERSHY  
 Oh, um...

9

10

TWILIGHT  
 I've never heard you sing a solo  
 like that before!

10

11

234 APPLEJACK  
 It was like a little slice of  
 heaven.

11

12

44 PINKIE PIE  
 With ice cream on top!

12

Fluttershy is clearly getting overwhelmed by all this attention. Rarity comes up, getting right in her face.

13

43 44 46 47  
RARITY

Fluttershy, I cannot believe your spectacular voice isn't part of the Pony Tones Quartet!

13

14

47  
FLUTTERSHY

Um...well...I...

14

15

48  
RARITY

Especially since you're having us perform for your Ponyville Pet Center Fundraiser tomorrow night!

15

16

47  
FLUTTERSHY

Well, you see, I...

16

17

83  
RARITY

This simply must be rectified! You must share that stunning voice at the event. You clearly already know the song like the back of your hoof.

17

18

47  
PINKIE PIE

Yeah! It will be so amazing!

18

Fluttershy looks more and more terrified as Pinkie talks.

19

PINKIE PIE (CONT'D)  
(starting positively)

19

You'd be there on stage, basking in the hooflights, the center of attention, a shining star...

(spiraling into horror)

With everypony staring at you, judging you, jealously noting how they could be WAY better than you. Why wasn't it them? Why wasn't it them?! And then, when you choke, they'll turn on you becoming a seething angry mob and you'll be horribly humiliated, never able to show your face in Ponyville again!

Rarity snaps Pinkie out of this.

20

49 50 51  
RARITY

Pinkie Pie! Don't be ridiculous!

20

21

52  
PINKIE PIE

But I'm so good at it!

21



34

50 (52)

FLUTTERSHY

I'm very thankful the Pony Tones are singing at the Pet Center Fundraiser. And I'm really looking forward to the performance. But I'll be watching safely from the audience.

34

Rarity looks defeated, but understanding.

35

RARITY

Well, I think it's a terrible waste of an exquisite talent, but I understand that you're not comfortable.

35

36

FLUTTERSHY

Thank you.

36

ANGEL comes up to Fluttershy and thumps his paw impatiently.

37

FLUTTERSHY (CONT'D)

Ooh! Angel's right! We better get going! There's a lot of work to do before tomorrow's event!

37

SC. 4 - EXT. PONYVILLE SQUARE - A LITTLE LATER

Fluttershy and her friends (except Rarity) decorate and set up for the event. Rainbow flies up to put up one end of a banner while Twilight magics up the other end. Pinkie blows up balloons. AJ sets up the Apple Family Food Cart.

Over at the GAZEBO, Rarity and the Pony Tones rehearse. The Pony Tones are BIG MAC, TOE-TAPPER, and TORCH SONG. PONY GROUPIES and SPIKE stand at the edge of the stage watching.

38

57 (58)

RARITY

Alright, Pony Tones, let's run through that again!

38

The quartet stands together. Rarity uses her unicorn her to magic a pitch pipe up her mouth.

39

(59)

RARITY (CONT'D)

<BLOWS INTO THE PITCH PIPE>

39

A TONE comes from the pitch pipe.

They sing the same song, but now it has more of a BOOGIE WOOGIE or DOO WOP feel to it as they sing acapella in 4 part harmony. Big Mac starts the SONG with...

5

40

## BIG MAC

Yup, yup, yup, yup, nope, nope,  
nope, nope... (etc.)

40

As the Pony Tones sing, Fluttershy mouths the words while she sets up for the event. She gives longing looks towards the stage, clearly wanting to be part.

41

## PONY TONES

(VERSE)

41

Come on and join the fun and sing  
and bop and chime. It's time to  
make your voice heard. You will  
really shine.

C'mon now ponies, don't say "nay."  
Because in struttin' your stuff you  
shake your worries away.

(CHORUS)

Just stomp your hooves and jive.  
We know that then you'll see...  
It's the magic of the music that is  
setting you free!

Big Mac steps up to sing his SOLO.

42

## BIG MAC

42

Get on board cause this magic music  
is a-settin' you free. Raise up  
your voice, shake your tail, and  
come and join our fun company.

Oh yes, we're going for the gold  
and we are raising the bar. It is  
time to just cut loose and to rock  
it out like a star!

One of the Groupies faints at his dulcet tones, then opens  
her eyes again as the song continues.

\*  
\*

43

## PONY TONES

43

(BRIDGE)

A scoop, a doop, a doodly a-da  
doop. C'mon grand-mares and young  
foals. The old and the young can  
feel the beat of the drum. The  
music gets in your soul.

(CHORUS)

If you shake your mane real wildly,  
Then you're sure to agree,  
It's the magic of the music that is  
setting you free!

(MORE)

PONY TONES (CONT'D)  
*The magic of the music that is  
setting you free! The magic of the  
music that is setting you free!*

SONG ENDS.

Fluttershy finishes mouthing the words with them, striking a final pose (in her own shy way). She heads towards the gazebo, where Spike is yelling.

44 (51) (60) SPIKE 44  
Woo yeah! Rarity, you was awesome!

Rarity smiles, but then gestures to the other Pony Tones.

45 (49) (60) RARITY 45  
Thank you, Spike, but this is an ensemble...

Spike shrugs and reluctantly says...

46 (60) SPIKE 46  
Enh, the rest of you were pretty good too.

46A Torch Song and Toe-Tapper roll their eyes at the baby dragon.

47 (60) FLUTTERSHY 47  
I thought you all were amazing, Pony Tones.

The Pony Tones smile appreciatively. Big Mac nods.

48 (60) TOE-TAPPER/TORCH SONG 48  
Thank you./Thanks Fluttershy!

49 (60) RARITY 49  
Yes! And Fluttershy, you know you could be a part of it.

Rarity turns to the Pony Tones.

50 (60) RARITY (CONT'D) 50  
Her singing voice is simply...

51 (62) (63) FLUTTERSHY 51  
Ahem...Rarity?

Rarity turns to her and sees Fluttershy giving her a wide-eyed look. Rarity turns back to the Pony Tones.

52 (59) RARITY 52  
Simply something you will not be hearing.  
(MORE)

59/60

RARITY (CONT'D)

(Beat) Now, Pony Tones, I want you all to rest your voices for the remainder of the day. We'll do a final run-through tomorrow before the big event! Alright?

53

BM+  
TS

BIG MAC/TORCH SONG/TOE-TAPPER  
Yup./Sounds great!/Later.

53

Toe-Tapper, Torch Song, and Big Mac exit the Gazebo.

54

61

FLUTTERSHY

Oh, Rarity, the Pony Tones are really going to make the Ponyville Pet Center Fundraiser so special! Thank you so much for helping me help the animals!

54

55

59

RARITY

Yes, it is wonderful when a plan comes together without any sort of drama, isn't it?

55

60  
SSA

Fluttershy nods, smiling happily.

SC. 5 - EXT. PONYVILLE SQUARE - THE NEXT DAY

Fluttershy is walking around the square, making sure everything is set up properly. Angel is on her head, gesturing emphatically and steering her by her mane.

56

65/66

FLUTTERSHY

Yes, Angel, I made sure there were plenty of oats and barley. Look!

56

On barrels full of oats and barley. More emphatic gesturing.

57

FLUTTERSHY (CONT'D)

Of course the Apple Family has set up their stand. See?

57

She shows him the stand. Angel seems briefly satisfied and then gestures some more, freaking out.

58

FLUTTERSHY (CONT'D)

Oh, please, Pinkie Pie was in charge of decorations. What could go wrong there?

58

Angel gestures up in the sky. Fluttershy looks up and sees Pinkie Pie stuck in a balloon.

59

(55) 60

PINKIE PIE

calling

I'm okay!

59

She pokes the balloon with her hoof. It pops and she lands on the ground.

60

PINKIE PIE (CONT'D)

Told ya!

60

She bounces away.

Fluttershy looks at Angel.

61

FLUTTERSHY

Everything's all set. C'mon!

61

They walk over to the Gazebo where Toe-Tapper, Torch Song, and Rarity are on the stage looking anxious.

62

FLUTTERSHY (CONT'D)

Good morning, Pony Tones!

62

63

TORCH SONG

Morning Fluttershy.

63

64

RARITY

Actually, we're the Pony Tones minus one tone. Big Mac is inconveniently late.

64

Just then Big Mac comes running up, out of breath.

65

(67)

BIG MAC

&lt;Heavy breathing&gt;

65

66

RARITY

Well, there you are! Have I not told you about punctuality?

66

Big Mac is about to say something when Rarity stops him, holding up her hoof.

67

(71) 60

RARITY (CONT'D)

Ah! I don't want to hear it!

67

Rarity gets them into position. She magics the pitch pipe up again, blows into it and makes a TONE.

68

(65)

RARITY (CONT'D)

&lt;BLOWING INTO PITCH PIPE&gt;

68

The Pony Tones wait for Big Mac to start his "Yups" and "Nopes." They wait. They begin shifting their eyes at him. They shift their weight back and forth.

↓ ↓

9

Fluttershy and Angel look at him anxiously. What's going on? Rarity is getting annoyed. Big Mac is sweating bullets, biting his lip. Rarity can't take it anymore.

69

65 66  
RARITY (CONT'D)  
Big Mac! Can you please start the song?

69

Big Mac opens his mouth and says very hoarsely.

70

65 73  
BIG MAC  
(hoarsely)  
Nope.

70

All the ponies look at him in horror. On Fluttershy looking more horrified than anypony.

END ACT I

ACT II

SC. 6 - EXT. PONYVILLE SQUARE - GAZEBO - CONTINUOUS

Rarity, Fluttershy, Angel, Toe-Tapper, and Torch Song look at Big Mac in horror. Big Mac speaks hoarsely throughout.

71

74 75  
RARITY  
Big Mac! Did you lose your voice?

71

72

BIG MAC  
Yup.

72

73

RARITY  
Are you sick? Feverish? Is this laryngitis?

73

Big Mac looks down rather sheepishly.

74

BIG MAC  
Nope.

74

75

RARITY  
Well, when you left yesterday you were in perfect voice. Whatever did you do to cause this?

75

Big Mac looks really embarrassed.

76

76  
BIG MAC  
Well...

76

SC. 7 - FLASHBACK - EXT. SWEET APPLE ACRES - DAY

On Applejack as she calls out...

77

78 (9) APPLEJACK

Howdy, everypony and welcome to the  
12th Annual Ponyville Turkey Call!

77

On a crowd in the bandstands.

78

14 78 PONY CROWD

<CHEERING> Woo! Yeah! Let's go!

78

79

79 (9) APPLEJACK

Who will take the title this year?  
Will it be somepony new?

79

79 80 On PONIES gargling and doing neck and tongue stretches.

80

10 APPLEJACK (CONT'D)

Or will our Turkey Call champion of  
six years defend his title to make  
it lucky number seven?

80

On Big Mac smiling proudly with medals are around his neck.

GRANNY SMITH stands up in the stands and shouts out.

81

81 GRANNY SMITH

We'll find out if ya stop yer  
gabbin' and git on with the  
gobblin'!

81

82

9 APPLEJACK

Alright everypony! Let's talk  
turkey! Big Mac, yer up!

82

83

82 BIG MAC

<TAKES A DEEP BREATH>

83

Poising to let out a hearty turkey call.

END FLASHBACK.

SC. 8 - EXT. PONYVILLE SQUARE - GAZEBO - REALITY

Big Mac's head hangs as Fluttershy, Torch Song, and Toe-Tapper look at him with their jaws dropped. Rarity is seething. She speaks with her jaw clenched in fury.

84

84 RARITY

A Turkey Call?! You lost your  
voice doing a...Turkey Call?!

84

Pinkie bounces in wearing a medal around her neck.

85

at (81) PINKIE PIE  
Lost his voice and the title!  
<GOBBLING TURKEY CALL>

85

She bounces away.

Fluttershy looks hugely disappointed. Angel looks pissed.

86

(81) FLUTTERSHY  
Oh, Big Mac.

86

87

(81) BIG MAC  
I'm awful sorry.

87

88

(81) RARITY  
Well, you should be. Now we can't  
perform tonight.

88

Fluttershy and Angel look mortified.

89

(80) FLUTTERSHY  
Wait! What? No!

89

Angel does some emphatic gesticulating.

90

FLUTTERSHY (CONT'D)  
Yes! You have to perform! Otherwise  
the fundraiser will be a disaster.

90

91

(85) (81) RARITY  
Well, we cannot perform by tonight  
with only three voices.

91

92

FLUTTERSHY  
Why not?

92

93

RARITY  
It would take rearranging all the  
music and we just don't have time.  
I'm sorry, Fluttershy, but I have  
no remedy for this situation.

93

Fluttershy gets an idea.

94

(88) (89) FLUTTERSHY  
<Gasp!> Of course! A remedy!  
Follow me!

94

Rarity, Fluttershy, Angel, and Big Mac take off.

98 99 100 101  
SC. 9 - INT. ZECORA'S HUT - LATER

95 Zecora shakes her head as she looks down Big Mac's throat.

95 ZECORA  
I can cure this pony that is  
hoarse, but it will take a longer  
course.

96 RARITY  
Come again?

97 ZECORA  
I can mix a brew that will work  
just right, but it cannot heal him  
by tonight.

Big Mac hangs his head sadly. Fluttershy is freaking out.

98 FLUTTERSHY  
Oh no! Where are we ever going to  
find a deep voice to replace Big  
Mac's?

Zecora starts chucking to herself.

99 ZECORA  
<Chuckles>

100 RARITY  
Pardon me, Zecora, but this is no  
laughing matter. We need a bass  
voice for the harmonies to work!  
Without it, the performance will be  
ruined!

101 ZECORA  
Please forgive my strange elation,  
but I was not laughing at your  
situation.

102 RARITY  
Then what?

103 ZECORA  
Remember when you pony folk  
stumbled into Poison Joke? Miss  
Fluttershy had an unusual change,  
deepening her vocal range.

Rarity's eyes light up, looking at Fluttershy.

90 95  
104 RARITY 104  
Yes! Your voice became really low,  
making it sound like...  
96 97  
105 FLUTTERSHY 105  
Flutterghy!  
Zecora pulls out some Poison Joke leaves.  
95  
106 ZECORA 106  
With these leaves, I can mix a brew  
creating the same effect on you.  
107 RARITY 107  
Zecora, that's fantastic!  
108 FLUTTERSHY 108  
Yes! I'll do it! I'd do anything  
for the animals!  
Angel looks very pleased. Rarity looks impressed.  
109 RARITY 109  
Why, you'd even appear on stage!  
Fluttershy's face falls. She didn't think of that.  
110 FLUTTERSHY 110  
Oh, except that.  
Angel's jaw drops and he turns away from Fluttershy in  
disgust. Fluttershy tries desperately to explain.  
111 FLUTTERSHY (CONT'D) 111  
Oh, Angel, you have to understand.  
I just can't bring myself to sing  
on stage in front of everypony.  
Angel gives her a "talk to the paw" gesture. Fluttershy  
looks defeated. But then Rarity's eyes light up.  
112 RARITY 112  
What if you sang NOT in front of  
everypony?  
Fluttershy looks at her confused.  
113 FLUTTERSHY 113  
Hunh?  
114 RARITY 114  
What if Big Mac was on stage moving  
his lips while you're behind the  
curtain singing his part?

Big Mac nods encouragingly as Fluttershy thinks, unsure.

115

90 95

RARITY (CONT'D)

It would be just like singing in your house. No pony would ever know it was you.

115

Fluttershy is terribly torn.

116

FLUTTERSHY

I guess it sort of would be. Even still, I just don't think I could sing in front of...

116

Rarity goes super dramatic and sidles up to Angel who gives Fluttershy the saddest eyes ever.

117

RARITY

(over the top)

Do it...for the animals!

117

Fluttershy looks at the pleading Angel. Fluttershy looks at Zecora, nervously.

118

FLUTTERSHY

Oh, okay, then...mix it up.

118

The others smile while Fluttershy looks very unsure.

**SC. 10 - EXT. PONYVILLE SQUARE - GAZEBO - THAT NIGHT**

Ponies and their pets wander about the square enjoying the festivities. Ponies adopt pets and make donations.

Back stage, Rarity stands with Fluttershy and Big Mac.

119

102 103

RARITY

Now do it just like we practiced.

119

Big Mac and Fluttershy nod their heads.

Rarity steps out on stage. The ponies excitedly head over to the gazebo, gathering for the performance. The Groupies are right up front again. Spike beams from the audience.

120

RARITY (CONT'D)

Good evening, citizens of Ponyville! I want to thank you all for coming out tonight and generously supporting the Ponyville Pet Center!

120

(MORE)

102 (103)

RARITY (CONT'D)

Thanks to your kindness, pets are finding loving homes and we are sure to meet our fundraising goal!

In the audience, Twilight turns to Applejack.

121 TWILIGHT  
Where's Fluttershy? 121

122 (11 do) APPLEJACK  
Probably hidin'. You know how much that pony hates the spotlight. 122

Back on Rarity.

123 (103) RARITY  
So, with no further ado, please welcome...The Pony Tones! 123

The audience stomps their hooves.

124 (104) (105) GROUPLES  
<SHRIEK> 124

125 (1 do do) PONY GROWD  
<CHEERS/WHOOPS/HOLLERS> 125

Toe-Tapper and Torch Song come up from the side while Big Mac comes through the curtain. Rarity plays her pitch pipe.

126 RARITY  
<BLOWS INTO THE PITCH PIPE> 126

A TONE comes from the pitch pipe.

Big Mac takes a deep, exaggerated breath, cueing Fluttershy.

127 (103) BIG MAC  
<DEEP INHALE> 127

Fluttershy starts singing in her deep Barry White/Flutterguy voice while Big Mac lip syncs perfectly.

NOTE: The following has the full lyrics.

128 FLUTTERGUY  
yup, yup, yup, nope, nope,  
nope, nope... (etc.) 128

129 PONY TONES/FLUTTERGUY  
Come on and join the fun and sing  
and bop and chime. It's time to  
make your voice heard. You will  
really shine.  
(MORE) 129

110

PONY TONES/FLUTTERGUY (CONT'D)

*C'mon now ponies, don't say "nay."  
Because in struttin' your stuff you  
shake your worries away.*

*Just stomp your hooves and jive.  
We know that then you'll see...  
It's the magic of the music that is  
setting you free!*

Big Mac steps up to sing his solo. As he "sings," Fluttershy starts really getting into it behind the curtain.

130

FLUTTERGUY

130

*Get on board cause this magic music  
is a-settin' you free. Raise up  
your voice, shake your tail, and  
come and join our fun company.*

*Oh yes, we're going for the gold  
and we are raising the bar. It is  
time to just cut loose and to rock  
it out like a star!*

The same Groupie faints at her smooth sound.

131

PONY TONES/FLUTTERGUY

131

*A scoop, a doop, a doodly a-da  
doop. C'mon grandmares and young  
foals. The old and the young can  
feel the beat of the drum. The  
music gets in your soul.*

Behind the curtain, Fluttershy is having a great time.

132

PONY TONES/FLUTTERGUY (CONT'D)

132

*If you shake your mane real wildly,  
Then you're sure to agree,  
It's the magic of the music that is  
setting you free!*

*We really want all Ponyville to  
join our band. C'mon and sing your  
heart out. It's so very grand.*

*You know you want to come along.  
So just go belting it out and fill  
the world with your song!*

*Just stomp your hooves and jive.  
We know that then you'll see...  
It's the magic of the music that is  
setting you free!*

Fluttershy is really enjoying herself on this last verse.

133

PONY TONES

~~The magic of the music that is  
setting you free! The magic of the  
music that is setting you free!~~

133

SONG ENDS.

The crowd goes WILD stomping their hooves and calling out.  
The Pony Tones bow appreciatively.

134

12 PONY CROWD 107ab

<CHEERS> Woo yah! Amazing!  
Encore! Fantastic! Pony Tones!  
More! More Pony Tones!

134

The ponies head over to donate and adopt more pets.

Twilight, AJ, Pinkie, Rainbow, and Spike run up on stage.

135

TWILIGHT

Pony Tones! That was truly amazing!

135

Applejack steps up to Big Mac.

136

13ab APPLEJACK  
And you sounded better than ever,  
big brother!

136

Big Mac smiles, embarrassed.

Behind the curtain, Fluttershy is beaming, hearing this  
comment. She steps out from behind the curtain.

137

110 PINKIE PIE

Fluttershy, you were on the wrong  
side of the curtain! You totally  
missed the show!

137

137A Fluttershy panics, not able to speak, so Rarity jumps in.

138

117 RARITY

Just like a true professional,  
Fluttershy was back stage making  
sure everything ran smoothly.

138

(giving Fluttershy a wink)  
And it was perfect!

Fluttershy beams.

A PEGASUS DAD and DAUGHTER (ZIPPOORWHILL), fly up. She has a  
PUPPY holding on for dear life as she zips about.

139 PEGASUS DAD 139  
That was fantastic, Pony Tones.

140 ZIPPOORWHILL 140  
My new puppy and I thought it was  
super duper crazy good!

141 RARITY 141  
Why, thank you!

142 PEGASUS DAD 142  
And we were wondering if you would  
consider performing at my daughter,  
Zippoorwhill's Cutecinera.

143 ZIPPOORWHILL 143  
Will ya? Will ya?

144 RARITY 144  
We'd love to! When is it? Next  
week? Next month?

145 PEGASUS DAD/ZIPPOORWHILL 145  
Tomorrow!

Rarity gives Fluttershy and Big Mac a look.

146 RARITY 146  
Oh, gracious, I'm terribly sorry.  
That's just much too last minute.

The Pegasus Dad and Zippoorwhill look really sad.

147 ZIPPOORWHILL 147  
Oh no!

148 PEGASUS DAD 148  
Well...I understand.

Fluttershy sees how sad Zippoorwhill is and pulls Rarity  
aside. She whispers nervously in her Flutterguy voice.

149 FLUTTERGUY 149  
Oh, Rarity. We can't disappoint  
that sweet little filly.

150 RARITY 150  
Are you sure you're up for it?

Fluttershy nods eagerly.

SC. 11 EXT. PONYVILLE TOWN SQUARE - GAZEBO - THE NEXT DAY

The Cuteciñera is going full swing as the Pony Tones perform. Fluttershy is behind the curtain, getting more into the end of song than the night before.

151

PONY TONES/FLUTTERGUY

151

*Just stomp your hooves and jive.*

*We know that then you'll see...*

*It's the magic of the music that is setting you free!*

*The magic of the music that is setting you free! The magic of the music that is setting you free!*

As they finish, the YOUNG PONIES go wild stomping their hooves. Zippoorwill zips in the air in excitement.

152

ZIPPOORWHILL

152

Oooooohooooohood!

153

YOUNG PONIES  
Woo! Yeah! Pony Tones! Best Cuteciñera ever!

153

As the Pony Tones exit, MAYOR MARE comes up.

154

MAYOR MARE

154

Amazing Pony Tones! And it would be more amazing if you could perform at my ribbon cutting ceremony tomorrow!

The Mayor smiles hopefully. Rarity gives Big Mac a look.

155

RARITY

155

Oh, Mayor, we'd love to but...

They then see Fluttershy's head peeking out from behind the curtain. She gestures for them to "Come here." Rarity smiles awkwardly at the Mayor.

156

RARITY (CONT'D)

156

Will you excuse us for a second, Mayor?

157

MAYOR MARE

157

Certainly.

Rarity rushes over to Fluttershy.

158

RARITY

158

Don't worry, Fluttershy. You don't have to perform again.

Fluttershy nervously whispers again.

159

123 124  
FLUTTERGUY  
But we wouldn't want to disappoint  
the Mayor.

159

Rarity gets a sly smile.

160

127 128  
RARITY  
Well then maybe you should join the  
Pony Tones on stage, Fluttershy.

160

161

124  
BIG MAC  
(in a soft, high voice)  
Yup.

161

162

Nope! FLUTTERGUY

162

And she hides behind the curtain. Rarity and Big Mac look  
disappointed.

163

124  
RARITY  
Fine then.

163

She turns to the Mayor, who is still off stage.

164

125 126  
RARITY (CONT'D)  
Mayor, the Pony Tones will happily  
perform at your ceremony!

164

Fluttershy sticks her head out again, beaming.

TRANSITION TO:

### SC. 12 - MONTAGE - MARKET - DAY

The Pony Tones perform as the MAYOR cuts a ribbon in front of  
a new market stand. Fluttershy sings hidden behind a wagon.  
She's smiling happily as she sings.

NOTE: The SONG builds momentum getting more jazzy and  
frenetic as Fluttershy's enthusiasm increases.

165

FLUTTERGUY  
Yup, yup, yup, yup, nope, nope,  
nope, nope... (etc.)

165

### SC. 13 - CUT AWAY

To a CLOSE UP of Fluttershy whispering to Big Mac and Rarity.

166

FLUTTERGUY  
We wouldn't want to disappoint the  
school ponies.

166

**SC. 14 - MONTAGE - SCHOOL HOUSE - DAY**

The Pony Tones sing at a school assembly with Fluttershy hidden behind a chalkboard. Fluttershy is more excited.

167

PONY TONES/FLUTTERGUY  
*Come on and join the fun and sing  
and bop and chime. It's time to  
make your voice heard. You will  
really shine...*

167

**SC. 15 - CUT AWAY**

To a CLOSE UP of Fluttershy whispering to Big Mac and Rarity.

168

FLUTTERGUY  
We wouldn't want to disappoint the  
spa patrons.

168

**SC. 16 - MONTAGE - LA-TI-DA-SPA - DAY**

The Pony Tones perform for the relaxing SPA PONIES. Fluttershy, hidden behind a changing room screen, is obviously having the time of her life.

169

PONY TONES/FLUTTERGUY  
*C'mon now ponies, don't say "nay,"  
Because in struttin' your stuff you  
shake your worries away.*

169

**SC. 17 - CUT AWAY**

To a CLOSE UP of Fluttershy whispering to Big Mac and Rarity.

170

FLUTTERGUY  
We wouldn't want to disappoint  
Cranky and Matilda.

170

**SC. 18 MONTAGE - CAFÉ HAY - EVENING**

The Pony Tones sing as CRANKY and MATILDA dine. Fluttershy is now behind a hedge and really going to town for her solo.

171

PONY TONES/FLUTTERGUY

171

Just stomp your hooves and jive.  
We know that then you'll see...  
It's the magic of the music that is  
setting you free!

**END MONTAGE****SC. 19 - EXT. SUGAR CUBE CORNER - NIGHT**

Ponies are filing in as Fluttershy excitedly walks up. She's about to go in when Big Mac and Rarity stop her.

172

130 131

RARITY

172

Fluttershy! We must talk to you.  
The Pony Tones are performing at  
the Cakes' unveiling of the new  
cupcake flavor...

Fluttershy nods eagerly, smiling.

173

RARITY (CONT'D)

173

But you're not.

Fluttershy looks mortified. She looks at Big Mac.

174

RARITY (CONT'D)

174

Big Mac's voice is all better.

175

BIG MAC

175

(in his regular voice)

Yup.

Fluttershy looks down sadly.

176

132 133

RARITY

176

It's okay, *darling* sweetie! Now you can  
bathe in the Poison Joke **antidote**  
and sound like your lovely self  
again!

177

FLUTTERGUY

177

(whispering)

It's just... I didn't know that last  
performance was my **last**  
performance.

Fluttershy starts sulking off. Rarity and Big Mac give each other a look.

178

133

RARITY

178

Fluttershy! Stop!

23

Fluttershy turns. Rarity addresses Big Mac.

179

130 133

RARITY (CONT'D)

179

Would it be okay if Fluttershy sang  
for you one last time, Big Mac?

180

134

BIG MAC

180

Yup.

Fluttershy's eyes light up and she hugs Big Mac.

She then rushes eagerly into the Sugar Cube Corner.

# SC. 20 - INT. SUGAR CUBE CORNER - LATER

The Pony Tones are in the middle of their SONG, singing on a special stage with Fluttershy hidden behind the curtain.

Fluttershy is really, really getting into her solo. Her eyes are closed and she's holding nothing back, rocking out.

181

FLUTTERGUY

181

~~Get on board cause this magic music  
is a-settin' you free.  
Raise up your voice, shake your  
tail, and come and join our fun  
company.~~

Fluttershy's completely cutting loose and gives a kick to the sandbag that holds the rope for the curtain. It comes loose and the curtain goes up.

182

FLUTTERGUY (CONT'D)

182

Yeah!

176

Everypony now sees Fluttershy singing. Big Mac stops lip syncing and the Pony Tones turn to watch Fluttershy who continues singing with her eyes close, completely unaware.

183

FLUTTERGUY (CONT'D)

183

~~Oh yes, we're going for the gold  
and we are raising the bar. It is  
time to just cut loose and to rock  
it out like a star!~~

Everypony's jaws are dropped.

184

FLUTTERGUY (CONT'D)

184

~~A scoop, a doop, a doodly a-da...~~

Fluttershy realizes the Pony Tones are not singing with her. She opens her eyes to see everypony staring.

185

doop? ~~FLUTTERGUY (CONT'D)~~

185

Twilight, AJ, Pinkie, and Rainbow are especially stunned.

186

15ab 16ab - ATTD 137-138-AP  
TWILIGHT/APPLEJACK/PINKIE PIE/  
RAINBOW DASH

186

Fluttershy?

Rarity looks back at Fluttershy and sees that she's now wide-eyed and frozen in horror.

187

Oh no. RARITY

187

END ACT II

ACT III

SC. 21 - INT. SUGAR CUBE CORNER - CONTINUOUS

With everypony staring at her, Fluttershy starts shaking in panic. Her eyes well up and she begins sweating.

Suddenly, the crowd breaks out into applause and cheering.

188

139  
<CHEERING> PONY CROWD  
Amazing!/Sing it,  
Fluttershy!/Awesome!

188

Twilight, AJ, Pinkie, Rainbow look worried. Rarity sees that Fluttershy is about to lose it when suddenly...

189

167 168 169  
FLUTTERSHY  
(crying)  
Noooooooooooooooooooo!

189

She bursts into tears and runs off.

Rarity is about to follow when her friends run up on stage. Applejack goes right up to Big Mac. Seeing the look in her eye, he looks like he wants to escape.

190

17 18  
Big Mac! APPLES  
to do! You got some 'splainin'

190

Rarity steps up.

191

140 141 142 143  
RARITY  
Allow me to 'splain.

191

25

192

17 18 19  
APPLEJACK  
Beg pardon, Rarity, but this  
between a sister and a brother.

192

Applejack gives Big Mac a harsh look.  
20 21 22 23

193

APPLEJACK (CONT'D)

193

Turkey call?

194

Yup.

BIG MAC

194

195

APPLEJACK

Trashed yer voice?

195

196

Yup.

BIG MAC

196

197

APPLEJACK

Zecora remedy?

197

198

Yup.

BIG MAC

198

199

APPLEJACK

Not quick enough?

199

200

Nope.

BIG MAC

200

201

APPLEJACK

Needed a deep voice.

201

202

Yup.

BIG MAC

202

203

APPLEJACK

Poison Joke?

203

204

Yup.

BIG MAC

204

205

APPLEJACK

Flutterguy?

205

206

Yup.

BIG MAC

206

207

APPLEJACK

Better now?

207

208

Yup.

BIG MAC

208

209

APPLEJACK

209

And that shy filly was living her dream in the shadows because she couldn't bring herself to come into the spotlight?

210

BIG MAC

210

Yup.

211

APPLEJACK

211

Well, for corn's sake! Let's go!

The friends all take off.

# SC. 22 - EXT. FLUTTERSHY'S COTTAGE - LATER

The friends are running up to the house.

212

RARITY

212

Now girls, please don't overwhelm her.

213

TWILIGHT

213

Rarity's right. Try to stay calm.

214

RAINBOW DASH/APPLEJACK

214

Got it! Sure thing!

They get to the door and see that it's ajar.

215

TWILIGHT

215

Fluttershy? You in here?

# SC. 23 - INT. FLUTTERSHY'S COTTAGE - CONTINUOUS

The friends come into the cottage. A billow of steam comes out of the bathroom and Fluttershy emerges. She sounds like herself again.

216

FLUTTERSHY

216

Yes. I'm here.

Pinkie immediately jumps in her face, completely overwhelming Fluttershy. The friends wince. As Pinkie continues, Fluttershy begins sweating, shaking, and welling up again.

PINKIE PIE

217

That was totally unbelievable! I mean, the curtain came up, and there you were, singing in front of everypony!

(MORE)

175 176 (182)

PINKIE PIE (CONT'D)

And, you know, I don't think any pony was jealous cause there certainly wasn't an angry mob! But it must have been horrible standing there on stage! All eyes glued directly on you. It's like you were living your own personal worst nightmare!

Fluttershy bursts into tears again.

218

FLUTTERSHY

218

(crying)

It was!

Pinkie looks at her friends are all staring at her.

219

177 178 179 180 ab (181)

PINKIE PIE

219

What? Too much?

The friends take off after Fluttershy.

SC. 24 - EXT. FLUTTERSHY'S COTTAGE - CONTINUOUS

NOTE: They are running from the cottage into Ponyville and will arrive at the gazebo.

Fluttershy has a head start. Applejack runs fast to catch up as Twilight and Rainbow Dash fly after Fluttershy.

220

TWILIGHT

220

What Pinkie meant to say was that you were really great.

Back with Pinkie running with Rarity.

221

PINKIE PIE

183 (184)

221

Wait? Didn't I say that?

222

145 ab 146 147 148

RARITY

222

Hardly!

223

PINKIE PIE

223

(185) Whoops!

(yelling)

YOU WERE GREAT!

Up with Fluttershy, Twilight, and Rainbow Dash.

224

RAINBOW DASH

224

26 (27) You totally blew my mind!

Applejack comes running up alongside Fluttershy.

225

Incredible!

APPLEJACK

225

Rarity catches up.

226

RARITY

And you know I thought you were  
terrific from the very start.

226

Pinkie also catches up.

227

PINKIE PIE

Though, no offence, you kind of  
sounded like a dude.

227

The girls (except Fluttershy) all give Pinkie the stink eye.  
Pinkie catches their look and corrects herself.

228

PINKIE PIE (CONT'D)

A great sounding dude!

228

As they all continue to run, Fluttershy looks down demurely.

229

FLUTTERSHY

Well, thank you all. I'm glad you  
enjoyed it...

229

Her friends smile encouragingly.

230

FLUTTERSHY (CONT'D)

...because I'm never going to sing  
in front of anypony ever again.

230

Their jaws all drop.

231

TWILIGHT/APPLEJACK/RAINBOW DASH/  
PINKIE PIE

231

Oh no!/What now?/No way!/Are you  
kidding me?

232

RARITY

Enough! <Panting> Can we please  
stop running!

232

The ponies all stop running/flying and are now at...

SC. 25 - EXT. PONYVILLE SQUARE - GAZEBO - CONTINUOUS

At the Gazebo, the ponies are standing in the audience area.

233

RARITY

<Slowing down panting> I just don't  
understand why, Fluttershy.

233

(MORE)

151 152 153 154 (55)

RARITY (CONT'D)

After all, you're the one that  
wanted the Pony Tones to sing for  
every silly little thing that  
requested us.

On Pinkie with a wild looking cupcake in her hoof.

234

PINKIE PIE (156)

Hey! There is nothing silly about  
the unveiling of the Fritter  
Fratter Cupcake Splatter!

234

She shoves it in her mouth.

235

PINKIE PIE (CONT'D)

Nothing!

235

236

FLUTTERSHY

You mean, you knew I really wanted  
to perform?

236

237

RARITY

Of course I knew!

237

238

FLUTTERSHY

(embarrassed)

Oh.

238

239

RARITY

And for all her babbling, Pinkie  
Pie was right about one thing.

239

On Pinkie with a mouth full of cupcake.

240

PINKIE PIE

Only one?

240

Rarity walks dramatically up on the stage.

241

RARITY

When that curtain fell, and  
everypony saw you singing, you  
lived your worst nightmare. Was it  
really that bad?

241

Fluttershy looks more sure than ever.

242

FLUTTERSHY (157abc)

Yes!

242

243

TWILIGHT

Well, what was so bad about it?

243

244

29 31  
RAINBOW DASH  
The thunderous applause?

244

245

APPLEJACK  
The praise for your fantastic  
singin'?

245

Pinkie goes right up and screams in her face.

246

151 152  
PINKIE PIE  
The SCREAMING FANS?

246

Fluttershy is blown back but then realizes.

247

FLUTTERSHEY  
Gosh, I guess it wasn't really that  
bad after all.

247

248

RARITY  
So, please explain to us. Why are  
you never going to perform on stage  
again?

248

A smiling Fluttershy looks up at Rarity on the stage.

DISSOLVE TO:

# SC. 26 - EXT. STAGE - DAY

NOTE: It should appear at first like the Pony Tones are on the Gazebo stage.

On Big Mac as he sings...

249

BIG MAC  
Yup, yup, yup, yup, nope, nope,  
nope, nope... (etc.)

249

Reveal that Fluttershy on stage, singing with the Pony Tones.

250

PONY TONES  
(VERSE)  
Come on and join the fun and sing  
and bop and chime. It's time to  
make your voice heard. You will  
really shine.

250

C'mon now ponies, don't say "nay."  
Because in struttin' your stuff you  
shake your worries away.

(CHORUS)

Just stomp your hooves and jive.  
We know that then you'll see...  
(MORE)

PONY TONES (CONT'D)  
*It's the magic of the music that is  
setting you free!*

Fluttershy steps up to sing her SOLO.

251

FLUTTERSHY

251

*Get on board cause this magic music  
is a-settin' you free. Raise up  
your voice, shake your tail, and  
come and join our fun company.*

*Oh yes, we're going for the gold  
and we are raising the bar. It is  
time to just cut loose and to rock  
it out like a star!*

252

PONY TONES

252

(BRIDGE)

*A scoop, a doop, a doodly a-da  
doop. C'mon grand-mares and young  
foals. The old and the young can  
feel the beat of the drum. The  
music gets in your soul.*

(CHORUS)

*If you shake your mane real wildy,  
Then you're sure to agree,  
It's the magic of the music that is  
setting you free!  
The magic of the music that is  
setting you free! The magic of the  
music that is setting you free!*

~~SONG ENDS.~~

The Pony Tones bow and are met with the sound of the audience  
applauding and cheering.

253

(32-20-15) 150 151 160  
PONY CROWD  
<CHEERS/HOLLERS/WHOOPS>

253

But it's a much softer sounding response than usual.

REVEAL that the audience is all of Fluttershy's animals,  
Twilight, Pinkie, Applejack, Rainbow Dash, and Spike.

And the Pony Tones are actually on a little stage in front of  
Fluttershy's cottage.

The friends rush up to the stage. Fluttershy looks happy,  
but still a bit nervous.

254

33 34 RAINBOW DASH  
You did it, Fluttershy!

254

255

33 34 35  
 ↓ | |  
 APPLEJACK  
 See, that wasn't so bad.

255

256

161 162  
 PINKIE PIE  
 And you didn't look completely  
 petrified by the fact that we were  
 all staring at you at all!

256

The friends shoot Pinkie a look.

257

TWILIGHT  
 How'd you feel?

257

258

162  
 FLUTTERSHY  
 Surprisingly okay!

258

259

RARITY  
 Fantastic! Because the Pony Tones  
 have been booked for Apple Family's  
 Zap Apple Jam Extraordinaire!

259

Fluttershy's eyes grow wide.

260

FLUTTERSHY  
 Oh no! I couldn't do that!

260

The friends look at her with surprise.

261

\*use (a) 33 34 35  
 TWILIGHT/APPLEJACK/RAINBOW  
 DASH/RARITY/PINKIE PIE  
 Why not?/How come?/Seriously?/ Oh,  
 Fluttershy./For reals?

261

262

162  
 FLUTTERSHY  
 At least...not yet.

262

Fluttershy gives them a big smile.

263

FLUTTERSHY (CONT'D)  
 I'll get there someday. But for  
 now, baby steps, everypony. Baby  
 steps.

263

The friends smile and give Fluttershy a big hug.

SC. 27 - INT. FLUTTERSHY'S COTTAGE - LATER

Fluttershy writes in the journal.

264

163 164 165  
 ↓ | |  
 FLUTTERSHY  
 Sometimes being afraid can stop you  
 from doing something that you love.  
 (MORE)

264

164 165

FLUTTERSHY (CONT'D)

But hiding behind these fears means  
you're only hiding from your true  
self. It's much better to face  
those fears so you can shine and be  
the best pony you can possibly be!

Just then, she hears something unusual outside her window.

265

BIG MAC (O.S.)

265

<TURKEY CALL>

Fluttershy gets up to look outside.

266

BIG MAC (CONT'D)

266

<LOUDER TURKEY CALL>

Pinkie comes bouncing up to Big Mac.

267

166

PINKIE PIE

267

Woo! That Turkey Call is for the  
birds!

Big Mac gives her an annoyed look.

268

165

PINKIE PIE (CONT'D)

268

Maybe you better just stick to  
singing!

Pinkie bounces away happily.

THE END.

\*