

MY LITTLE PONY
Episode 515 / 403-515
"Scaremaster"

Written by
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As Broadcast Script: July 28, 2015

Andrea Libman as PINKIE PIE & FLUTTERSHY & FILLIES
Tabitha St. Germain as RARITY & GRANNY SMITH
Ashleigh Ball as APPLEJACK & RAINBOW DASH & FILLIES
Cathy Weseluck as SPIKE & FILLIES
Tara Strong as TWILIGHT SPARKLE
Peter New as BIG MAC
Madeleine Peters as SCOOTALOO
Claire Corlett as SWEETIE BELLE
Michelle Creber as APPLE BLOOM

TEASER

SC. 1 - INT. FLUTTERSHY'S COTTAGE - EARLY EVENING

FLUTTERSHY
Fuzzy Legs? Do you think you could
secure those windows?

FLUTTERSHY (CONT'D)
And you'll alert me if anything scary
comes close to the cottage?

(then)
Oh, who am I kidding? *When* something
scary comes close to the cottage.

FLUTTERSHY (CONT'D)
Please tell me my hiding place is
ready.

FLUTTERSHY (CONT'D)
Oh, look, you've filled it with
everything I need to survive this
awful night.

FLUTTERSHY (CONT'D)
Thank you.
(then to the others)
Thank you all! Now I don't have to step
a hoof outside until this whole thing
is over.

FLUTTERSHY (CONT'D)
Oh no! You don't have any carrots??

FLUTTERSHY (CONT'D)
Do we have any other fresh veggies you
may enjoy? Or maybe some hay?

FLUTTERSHY (CONT'D)
But that means I'll need to go out...

FLUTTERSHY (CONT'D)
(barely able to say it)
...ON NIGHTMARE NIGHT??

SC. 2 - EXT. PONYVILLE - EARLY EVENING

FILLIES
Nightmare Night, what a fright, gimme
something sweet to bite!

FLUTTERSHY
Aaahhhh!

FILLIES
Nightmare Night, what a fright...

GRANNY SMITH
Fluttershy? What are you doing out and
about? It's Nightmare Night,
remember.

FLUTTERSHY
How could I forget?

FLUTTERSHY (CONT'D)
Oh I don't suppose I could borrow a few
pieces of hay from you. I forgot to
stock up on food for Angel and you do
seem to have quite a lot.

GRANNY SMITH
We need it for the Apple Family
Haunted Maze. The scarrrrriest maze
that there ever was!
(then, eerily)
Who knows what lurks inside?

FLUTTERSHY
Oh, I'm sure I don't.

GRANNY SMITH
Is that a mummified pony that just
leaped out at you?!

FLUTTERSHY
I don't know, is it?

GRANNY SMITH
And what's that crunching sound
beneath your hooves? Maybe it's the
bones of ponies that didn't make it
out alive!

FLUTTERSHY
B-b-b-bones???

GRANNY SMITH
Are those peeled grapes or a thousand
slimy eyeballs starin' at you from
beyond the grave?

FLUTTERSHY
Please tell me they're grapes.

GRANNY SMITH
(mildly sinister)
Oh, I'll never tell. <MANIACAL LAUGH>

GRANNY SMITH (CONT'D)
Wonder what got stuck in her craw?

SC. 3 - INT. TWILIGHT'S CASTLE - FOYER - LATER

FLUTTERSHY
Twilight? Hello?

FLUTTERSHY (CONT'D)
EEEEEEKKK!!

SPIKE
You think it's scary now. Just wait
until it's done.

FLUTTERSHY
That's okay. I'll take your word for
it.

SPIKE
Hey, wait a minute! It's Nightmare
Night and you're here and not holed up
in your cottage!
(then, excited)
Does this mean what I think it means?

FLUTTERSHY
That I foolishly forgot to stock up on
food for Angel and had to go out to get
him something but got spooked in town
so I came here hoping Twilight had
some lettuce I could give him?

SPIKE
Oh. I thought maybe you'd decided to
come out with us tonight.

FLUTTERSHY
Goodness, no. I couldn't be out
tonight. I just couldn't.

SPIKE
Technically speaking, you already are
out right now.

FLUTTERSHY
I guess that is true.

SPIKE
So what if you stayed out a little
longer with your friends? I know
they'd be super excited.

FLUTTERSHY
You think so?

SPIKE
You would make them SO happy if you
joined in. They wouldn't believe
their eyes.
(then)
Come on, Fluttershy, what do you say?

SC. 4 - INT. TWILIGHT'S CASTLE - LIBRARY - SOON AFTER

PINKIE PIE
And then it got very, very quiet and
suddenly they realized the BALLOONS
HAD NEVER BEEN INFLATED!!!

RARITY/RD/TS/AJ
AGH!!!!

RARITY
(very serious)
Did I ever tell you about the night the
mannequin came to life and haunted all
the costumes?

RAINBOW DASH
What happened?

RARITY
I just told you, darling. A mannequin
came to life and haunted all the
costumes.

FLUTTERSHY
Hi, everypony.

TWILIGHT
Fluttershy?! What are you doing here?
Is everything okay?

FLUTTERSHY
Everything is fine. In fact, it's more
than fine.
(then, proudly)
I've decided to join you in your
Nightmare Night festivities.

RAINBOW DASH
Seriously? You? Out? Tonight?

FLUTTERSHY
Every Nightmare Night I shut myself in
my cottage and refuse to come out
until morning.
(then)
But it's just like when I was afraid
to sing in front of anypony. If I
hadn't given it a try, I never
would've found out how much I enjoy
it.

APPLEJACK
And we'd have missed out on how great
ya sound.

RARITY
Fluttershy with us on Nightmare
Night?! Why that's positively the
most wonderful news I've heard in
ages!

PINKIE PIE
You can get dressed up in a costume
with us and play Nightmare Night games
with us and eat candy apples with
us...

APPLEJACK
Don't forget the best part! Goin'
through my family's corn maze.

FLUTTERSHY
Oh, right. The maze.

APPLEJACK
Only if you're up for it.

FLUTTERSHY
(confident)
I am! I am ready to take on Nightmare
Night!

FLUTTERSHY (CONT'D)
AAAHHH!

FLUTTERSHY (CONT'D)
<NERVOUS LAUGHTER> Just practicing.

SC. 6 - INT. CAROUSEL BOUTIQUE - AT THE SAME TIME

RARITY
Mummy. No. Headless Pony. No. Vampire
Fruit Bat. Ugh, definitely no.
(then)
You see, Fluttershy, the beauty of
Nightmare Night is that you don't have
to dress up as something scary.

RARITY (CONT'D)
Ooh. Yes.

RARITY (CONT'D)
This one will look gorgeous on you.
Period costumes are all the rage this
year.

RARITY (CONT'D)
What? No good?

FLUTTERSHY (CONT'D)
What if we encounter something
terrifying and need to get away

quickly? All those layers could slow me down, or worse, make me trip!

RARITY
I never considered that.

RARITY (CONT'D)
Never Fear! Oooh, now this is a real stunner! I call it... "Masquerade!" Just a simple black dress underneath but with this ornately decorated mask!

FLUTTERSHY
(very unsure)
A mask?

RARITY
No?

FLUTTERSHY
They can just be so difficult to see out of.

RARITY
Yes, but this one has eyeholes.

FLUTTERSHY
What about being able to see what's to the left or right of me?

RARITY
I suppose your vision would be somewhat obscured.

RARITY
It's your first Nightmare Night out and about, and we do want you to be comfortable.

FLUTTERSHY
What if I just wear the dress?

RARITY
Oh. Sure, dear. That's fine.
(to herself)
It's so plain, it's frightening.

RARITY (CONT'D)
Oh my, look at all of you! My costumes fit you to a T!

APPLEJACK
Hoo-ee we're gonna have the best time!

RAINBOW DASH
Hey, Fluttershy, where's your costume?

FLUTTERSHY
I'm wearing it.

PINKIE PIE
(gasping)
I get it! You're a robber escaping
into the night!
(off Fluttershy's look)
You're a NINJA escaping into the
night!
(off her look)
YOU'RE BLACK LICORICE escaping into
the night!!!

FLUTTERSHY
Close. I'm going to a masquerade ball.
(beat)
Without the mask.

TWILIGHT
Oooh, that's great!
(then, to others)
Isn't it great?

RAINBOW DASH/APPLEJACK/PINKIE PIE
Oh, yeah./Great costume./So
creative.

SC. 7 - INT. THE SWEET SHOP - LATER

PINKIE PIE
I figured I'd save the really scary
games for next year when Fluttershy is
more used to it.

ALL THE PONIES BUT RAINBOW DASH
Round and round and round you go where
you stop nopony knows!

PINKIE PIE
Okay, GO!!!

RAINBOW DASH (CONT'D)
Good luck beating THAT Fluttershy!

FLUTTERSHY
Well, um. It's just that if I'm
blindfolded and somepony were to leap
out in front of me I'd never have the
chance to defend myself.

RARITY
That's fine darling, you don't have to
do anything you don't want to.

TWILIGHT
We're just glad you're here.

PINKIE PIE
We don't have to finish that game, I
have another one I KNOW you'll love!
Bobbing for apples!

TWILIGHT
Fluttershy? What's wrong.

FLUTTERSHY
It's just that, um, what happens if
when my head is deep down in the water,
some kind of scary monster appears?
How would I even hear to know I was
under attack?

PINKIE PIE
Time for candy!!!

FLUTTERSHY
It is?

PINKIE PIE
I made candy bags! Each bag has been
made with each of YOU in mind,
complete with each of your favorite
candies!

RAINBOW DASH
Awesome!

PINKIE PIE
Here. Take it. Take it! What are you
waiting for?

FLUTTERSHY
Well...it's just...what if when I'm
eating one of these chewy taffies my
mouth becomes glued shut and I can't
scream for help?

FLUTTERSHY (CONT'D)
Oh, goodness. We've only just started
to celebrate Nightmare Night together
and I'm already taking all the fun out
of it, aren't I?

PINKIE PIE
You're not taking out ALL the fun.

RAINBOW DASH
Just like, 90 per--
(off Twilight's look)
--some of it.

FLUTTERSHY
I really want to do this.
(then, defeated)

But there's just so many things that terrify me about tonight, I couldn't possibly predict what might upset me.

TWILIGHT
Unless...

TWILIGHT
YOU were the one doing the scaring?

RAINBOW DASH
HER scaring US? <LAUGHTER>
(then, realizing)
Oh, you're being serious.

TWILIGHT
The thing you hate is being scared, but if YOU'RE the one doing the scaring then...

FLUTTERSHY
....then I can help you all have fun, and I can still be a part of Nightmare Night!

TWILIGHT
So you like that idea?

FLUTTERSHY
I think I do!

FLUTTERSHY
And I don't want to get ahead of myself, but I think I have the PERFECT idea for how I'm going to do it!

PINKIE PIE
Really?? This is so exciting!!

FLUTTERSHY
(her best creepy)
Meet me at my cottage in an hour.
(quickly)
I'm excited to see everypony soon!

SC. 8 - EXT. FLUTTERSHY'S COTTAGE - LATER

FLUTTERSHY
Wellllllcome, to Fluttershy's teaaa parrrtty!

RAINBOW DASH
Did she just say tea party?

TWILIGHT
(reaching)
It sounds like it's a scary tea party?

SC. 9 - INT. FLUTTERSHY'S COTTAGE - SOON AFTER

FLUTTERSHY (O.S.)
Have a seat. Don't be scared of what
awaits you!

FLUTTERSHY (O.S.) (CONT'D)
Go onnnn. Pass the sugar.

FLUTTERSHY (O.S.) (CONT'D)
Oh noooo! There is none! You're a
terribbbbbbble hossst!!!

FLUTTERSHY (CONT'D)
Rarity, putttt your coatt onnn!!!

RARITY
Why would I do that?

FLUTTERSHY
You need to coverrrrr up because no
onnnnee has complimented your
dresssss!

FLUTTERSHY (O.S.) (CONT'D)
Pinkie Pie, look to your left and ask
your best friend to pass the cucumber
sandwichessssss!

PINKIE PIE
Huh? I can't! There's nopony there!

FLUTTERSHY
That's right there isn't! Because she
didn't care to show uuuuupppp!!

PINKIE PIE
What??

FLUTTERSHY
A friend who didn't come through! That
must scarrrrrrre you to the coreeee!
Quick, everypony, look behind you!

RAINBOW DASH
What are those?

FLUTTERSHY
They're unplanned guests!! Your
worrrrrst nightmare!!! You don't have
enough food for them!!

FLUTTERSHY
Oh no! There's a tiny kitten that
needs a home!

FLUTTERSHY (CONT'D)
But you are over-scheduled right
nowwwwww. You don't have time to
hellllp!!!

FLUTTERSHY (CONT'D)
I said, you don't have time to
helllppp!!! This should appear to
scarreee you!!!

FLUTTERSHY (CONT'D)
Why don't you look terrified? You
showed up to a party and everypony was
extremely disappointed in you. Can
you imagine anything more upsetting?

RARITY
It was a really good try, darling but
the scares at Nightmare Night are of
an entirely different nature.

TWILIGHT
It was really creative though. I never
would have thought of... all this.

FLUTTERSHY
Oh, I'm just not cut out for this. Just
go on without me.

RARITY
Oh no, we couldn't possibly.

FLUTTERSHY
You have to. This is the night you look
forward to all year.

PINKIE PIE
We could...stay here?

FLUTTERSHY
It's okay. I really want you all to
have fun. This is how I spend every
Nightmare Night! Please go, I'll be
fine.

PINKIE PIE
It's funny, I actually thought she had
an idea for something really scary for
a second there!

APPLEJACK
She definitely tried her hardest!

FLUTTERSHY
I did try my hardest.

FLUTTERSHY (CONT'D)
Or maybe not. I suppose I could have gone with something a bit scarier.

FLUTTERSHY (CONT'D)
You're right. I've been taking baby steps. I think it's time for grown up ones.
(then)
I don't suppose you have any ideas how I could do that?

SC. 10 - EXT. PONYVILLE MARKET PLACE - NIGHT

APPLEJACK
Everypony's lining up for the corn maze, y'all. Let's go!

SC. 11 - EXT. CORN MAZE - A LITTLE LATER

SPIKE
Oh yeah! I can't believe we're finally doing this!

SC. 12 - INT. MAZE - CONTINUOUS

RAINBOW DASH
It's a good thing Fluttershy isn't here, because she would NEVER be able to handle this!

ALL THE PONIES AND SPIKE
AGH!!!

BIG MAC ZOMBIE
Boo...yup.

ALL THE PONIES AND SPIKE
Hahahahahaha!

RARITY
What. Is. That. Sound???

PINKIE PIE
It looks like...bones!!

TWILIGHT/PINKIE PIE/SPIKE/RARITY
Agh!!

RAINBOW DASH
(to Applejack)
Looks like a bunch of dried sticks painted white to me.

APPLEJACK
Hey, TRY to keep up the illusion,
would ya?

SPIKE
Agh!!!

PINKIE PIE
Ew!!!

APPLEJACK
Agh! What was that??

SPIKE
Don't you know?

APPLEJACK
(covering)
Uh, course I do. It was uh...

APPLEJACK AND PINKIE PIE
AGH!

RARITY
Fluttershy had a point with the layers
on the dress.

ALL THE PONIES AND SPIKE
AGH!!!

RARITY
What is this? Is it a tunnel? Where
does it lead?

TWILIGHT
Which way are we supposed to go now?

APPLEJACK
I don't know! I don't know what's
going on!

RAINBOW DASH
What do you mean? Didn't you help plan
this?

APPLEJACK
Oh, there's Granny Smith. Not that I
was EVER scared cuz I wasn't.

APPLEJACK (CONT'D)
I'm a purty good actress when I wanna
be.
(tapping her on the
shoulder)
Granny?

ALL THE PONIES AND SPIKE
AGH!

SPIKE
Applejack, didn't you know about any
of this??

APPLEJACK
Alright, I gotta admit I didn't know
about any o' this. But, maybe they're
just tryin' to make it interestin' for
me too!
(hopefully)
I'm sure Granny Smith or Big Mac is
behind this.

GRANNY SMITH (O.S.)
Are those peeled grapes? Or eyeballs
starin' at you from beyond the grave.
Mwhahaha!

BIG MAC (O.S.)
Eyup.

CUTIE MARK CRUSADERS
<PLAYFUL SCREAMS>

APPLEJACK
(really scared now)
That's what WE were supposed to do!!
I don't know why we're down here! This
is really scarin' me now!

PINKIE PIE
How did that get down here???

RAINBOW DASH
RUN!!!

PINKIE PIE
I can't see!!

RAINBOW DASH
I can barely move! It's like glue!

ALL
AGH!!!!

MONSTER
ROAR!!!

ALL
AGH!!!

MANE 5
AAAAAAHHHH!

FLUTTERSHY
Oh my! I'm so, so sorry, can you ever
forgive me?

APPLEJACK
FLUTTERSHY???

RAINBOW DASH
It was you the whole time????

TWILIGHT
I can't believe it!

RARITY
That. Was.

PINKIE PIE
THE BEST THING EVER!!!!!!

RAINBOW DASH
It was way more terrifying than the
most terrifying thing I could have
thought of!

APPLEJACK
You out-nightmared the scariest part
of the corn maze!!

TWILIGHT
How did you do all this??

FLUTTERSHY
After you left I realized that I
wasn't ready to give up on Nightmare
Night. So I asked Granny Smith if I
could try to make the maze even
scarier for my friends.

RAINBOW DASH
You came up with all of this?

FLUTTERSHY
I had some help.

FLUTTERSHY (CONT'D)
And Angel was the scary figure that
kept scurrying after you in the maze.

FLUTTERSHY (CONT'D)
Fuzzy Legs made the sticky wall that
made it difficult for you to see and
move.

FLUTTERSHY (CONT'D)
And of course Hairy was the especially
scary monster.

TWILIGHT
Wow. That was inspired.

PINKIE PIE
You have to do this EVERY YEAR!!!

FLUTTERSHY
We *could* celebrate Nightmare Night
together every year.

FLUTTERSHY
But the truth is I really don't want
to.

PINKIE PIE
You DON'T?

RARITY
But you've done it. You've found a way
we can all have a fabulous time
together.

FLUTTERSHY
Yes, but I've also realized
something.

FLUTTERSHY
You all may love Nightmare Night, and
I may be good at being a part of it,
but it's no fun for me to see my
friends feel like they're in danger
even if I know they're not. I really
don't like it. It's just not my cup of
tea.

PINKIE
Spooooky tea?

FLUTTERSHY
No. Just regular tea.
(then)
We do lots of fun things together.
But I'm afraid, this just isn't going
to be one of them.
(then, confident)
Actually, I'm not afraid, I'm
perfectly fine with it.

TWILIGHT
Then we are too.

SC. 13 - INT. FLUTTERSHY'S COTTAGE - NIGHT

FLUTTERSHY
I don't know why I doubted myself for
a second. Now THIS is what I call a
perfect Nightmare Night.

THE END