

Need to pickup:

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@ Randy & Genny Smith
(takes 139-187)

Tara Strong
@ Twilight Sparkle
(takes 1-31)

Madeleine Peters @ Scootaloo

Claire Corlette @ Sweetie Belle - As Recorded
Sept 31/14 @ Del's

Michelle Creber @ Applebloom - As Recorded
Sept 10/14 @ Del's

As Recorded
July 9/14
@ Del's
(takes 1-138)

As Recorded
July 16/14
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MY LITTLE PONY V

"Scare Master"

Episode 515

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TEASER

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

The SCARY LOOKING FRIENDLY SPIDER, a flock of BIRDS, HAIRY THE BEAR and ANGEL look on as FLUTTERSHY moves around her cottage, glancing out her windows in a panic.

5 6 7
1 FLUTTERSHY
Oh dear, oh dear, we're running out of time!

She turns to the Fuzzy Legs the Spider.

2 FLUTTERSHY (CONT'D)
Fuzzy Legs? Do you think you could secure those windows?

It immediately scurries over and quickly begins using its sticky web to securely seal all the windows.

She turns to the birds.

3 8 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 turns her attention to Hairy the Bear.

9 10 4 FLUTTERSHY (CONT'D)
Please tell me my hiding place is ready.

4A He nods excitedly and takes her over to her bed. She looks at it and then back at him, not seeing anything. He points to underneath it. She ducks her head under and takes a peek.

He has filled it with blankets and food and pillows -- it's an enormous pile of stuff that doesn't look cozy at all, but it looks like she will never have to leave again if she doesn't want to. And maybe even if she does.

5 11 FLUTTERSHY (CONT'D)
(grateful)
Oh, look, you've filled it with everything I need to survive this awful night.

She gives Hairy a hug.

5 10 (11)
6 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.

She plops down on the couch next to Angel. Angel jumps off
and stomps his foot.

7 FLUTTERSHY (CONT'D)
What is it, Angel?

Angel stomps over to the pantry and points to an empty bin.
Fluttershy's eyes go wide.

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

Angel throws his paws up in the air, very annoyed.

9 6 FLUTTERSHY (CONT'D)
Do we have any other fresh veggies
you may enjoy? Or maybe some hay?

Angel shakes his head.

10 8 FLUTTERSHY (CONT'D)
(hesitantly)
Pellets?

Angel looks away as if offended that she even mentioned them.
Fluttershy gets up and looks out the window.

11 13AB (14) FLUTTERSHY (CONT'D)
But that means I'll need to go
out...

She sees all of Ponyville bustling about, getting ready for
Nightmare Night. We see a tiny image of a ghost on a balloon
and through Fluttershy's eyes it comes TOWARDS the camera as
if in 3D, the same with a decoration of a spider and then a
seemingly innocuous pumpkin.

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

FADE OUT.

END TEASER

MAIN TITLES

ACT 1

FADE IN:

SC. 2 - EXT. PONYVILLE - EARLY EVENING

Decorated with fake cobwebs. Bats and scary images of Nightmare Moon are strung between buildings. PONYVILLE PONIES stock booths with Nightmare Night goodies and hang last-minute decorations as Fluttershy, accompanied by Angel, nervously walks down the street.

She passes by a window that is cheerily decorated with purple and green and has a smiling skeleton in the window.

13 19 20
↓ ↓
Chilling. FLUTTERSHY

A GROUP OF YOUNG FILLIES walk by her laughing as they chant.

14 FILLIES 15 16 17 18 - Ashleigh, Andrea, Cathy
Nightmare Night, what a fright,
gimme something sweet to bite!

The fillies flash FAKE FANGS.

15 19 20
↓ ↓
Aaahhhh! FLUTTERSHY

Terrified, Fluttershy ducks away from them as fast as she can and runs into BIG MAC and GRANNY SMITH, who are putting large bushels of maize into their wagon.

16 139 140 141 142
↓ ↓ ↓ ↓
GRANNY SMITH
Fluttershy? What are you doing out
and about? It's Nightmare Night,
remember.

Fluttershy fearfully looks around at the town and its "spooky" Nightmare Night decorations.

17 19 20 21 22 23
↓ ↓ ↓ ↓ ↓ ↓
How could I forget? FLUTTERSHY

Fluttershy notes the hay in their wagon, and brightens.

18 20 24 25 26 27 At
↓ ↓ ↓ ↓ ↓ ↓
Oh I don't suppose I could borrow a
few pieces of hay from you.
(MORE) FLUTTERSHY (CONT'D)

19 (20) FLUTTERSHY (CONT'D)
 I forgot to stock up on food for
 Angel and you do seem to have quite
 a lot.

Granny Smith grabs Fluttershy and takes her aside.

19 (143) GRANNY SMITH
 You better believe that's a lot of
 hay! We need it for the Apple
 Family Haunted Maze. The
 scarrrrriest maze that ever there
 was!

(then, eerily)
 Who knows what lurks inside?

20 (20) FLUTTERSHY
 Oh, I'm sure I don't.

21 (143) GRANNY SMITH
 (painting a picture)
 Is that a mummified pony that just
 leaped out at you?!

22 (20) FLUTTERSHY
 I don't know, is it?

23 (143) 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!

24 (20) FLUTTERSHY
 B-b-b-bones???

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

26 (20) FLUTTERSHY
 Are they grapes? Please tell me
 they're grapes.

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

Fluttershy runs away as fast as she can, forgetting all about
 the hay. Granny Smith looks after her.

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

28 (29)
 27A

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

Fluttershy, still accompanied by Angel, slowly enters.

29 ^{30 31 32 33} FLUTTERSHY
Twilight? Hello?

SPIKE, dressed in a TWO-HEADED MONSTER COSTUME walks in. His costume isn't fully done so the second head keeps flopping up and down, making him look decidedly un-scary to anypony who isn't Fluttershy.

30 FLUTTERSHY (CONT'D)
EEEEEEKKK!!

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

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

32* *in take 33*
~~Spike wrestles with his costume, trying to get the second head to stand up. He stops, having realized something.~~

33 SPIKE ^{34 35}
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?

34 FLUTTERSHY ³⁶
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?

That was clearly not what Spike was thinking.

35 SPIKE ³⁹
Oh. I thought maybe you'd decided to come out with us tonight.

36 FLUTTERSHY ³⁶
Goodness, no. I couldn't be out tonight. I just couldn't.

37 ³⁶ SPIKE
Technically speaking, you already
are out right now.

Angel nods in agreement. Spike makes a good point.

38 FLUTTERSHY
I guess that is true.

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

40 FLUTTERSHY
You think so?

41 ³⁷ SPIKE ³⁸
~~Oh definitely. You would make them~~
~~SO happy if you joined in. They~~
~~wouldn't believe their eyes, it~~
~~would be like a dream come true for~~
~~them!~~

(then)

Come on, Fluttershy, what do you
say?

Angel looks up at Fluttershy, curious to hear her reply. She
hears the <LAUGHTER> of her friends echoing in the castle and
she looks thoughtful.

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

RARITY, TWILIGHT, RAINBOW DASH, PINKIE PIE AND APPLEJACK are
all sitting in a circle. Pinkie Pie has a flashlight under
her face and is doing her best to use a very scary voice.

42 ^{40 42 43} PINKIE PIE
And then it got very, very quiet
and suddenly they realized the
BALLOONS HAD NEVER BEEN INFLATED!!!

Pinkie's friends REACT in gleeful terror.

43 ^{146 147} RARITY/RD/TS/AJ
AGH!!!!

44 ^{148 149 150} RARITY
(very serious)
Did I ever tell you all about the
night the mannequin came to life
and haunted all the costumes?

45 ⁴³ ⁴⁴ ⁴⁵ RAINBOW DASH
 Noooo. What happened?

46 RARITY ⁴⁷ ⁴⁸ ¹⁵⁰
 I just told you, darling. A
 mannequin came to life and haunted
 all the costumes.

47 ⁴³ ⁴⁵ FLUTTERSHY
 Hi, everypony.

They turn around to see Fluttershy standing there with Angel
 and Spike. Twilight rushes over to her.

48 TWILIGHT ²
 Fluttershy?! What are you doing
 here? Is everything okay?

The rest of her friends are equally alarmed to see her.

49 ⁴³ ⁴⁵ APPLEJACK ⁵²
 Oh, no. Is it one of your animals?

50 TWILIGHT ²
 Is it Discord?
 (then, suspicious)
 What's he up to now?

51 ⁴³ ⁴⁵ FLUTTERSHY
 Everything is fine. In fact, it's
 more than fine.
 (then, proudly)
 I've decided to join you in your
 Nightmare Night festivities.

Jaws drop in disbelief.

52 RAINBOW DASH ⁴⁶ ⁵¹
 Seriously? You? Out? Tonight?

53 FLUTTERSHY ⁴⁶
 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.

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

Fluttershy smiles.

43 46 49 50
55 FLUTTERSHY
As Spike so wisely pointed out,
I've already stepped out of my
cottage on Nightmare Night, I might
as well try to stay out.

46 152 153 154
56 SPIKE 46 alt
Yep. That's me, mister wise ~~guy~~ dragon.

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

153-1st line

154-2nd line

Pinkie Pie bounces up and down in front of Fluttershy.

43 46 48
58 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...

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

Fluttershy's resolve weakens a bit.

46
60 FLUTTERSHY
Oh, right. The maze.

61 APPLEJACK
Only if you're up for it.

43 151
62 FLUTTERSHY
(confident)
I am! I am ready to take on
Nightmare Night!

Her friends erupt into <SPONTANEOUS CHEERS>. Their elated
shouts startle Fluttershy who REACTS.

63 FLUTTERSHY (CONT'D)
AAAH!!

She quickly tries to cover.

47
64 FLUTTERSHY (CONT'D)
<NERVOUS LAUGHTER> Just practicing.

15. 3ASC 3ASC 5ASC 151
G2A

Her friends don't look like they are buying what she's selling.

FADE OUT.

END ACT 1

ACT 2

FADE IN:

SC. 5 - EXT. CAROUSEL BOUTIQUE - EVENING - ESTABLISHING

Ponies in Nightmare Night costumes walk by the boutique.

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

Rarity goes through the costumes on a rack, showing them to Fluttershy. Rarity herself is dressed in a very detailed and layered Mermaid costume.

65 ¹⁵⁵ ¹⁵⁶ RARITY
Mummy. No. ~~Vampire Bat.~~ No.
Headless Pony. No.
(then) *Vampire Fruit bat - Definitely No*
You see, Fluttershy, the beauty of
Nightmare Night is that you don't
have to dress up as something
scary.

She finds something to her liking.

66 RARITY (CONT'D)
Ooh. Yes.

Rarity retrieves a MARIE ANTOINETTE-LIKE COSTUME with multiple frilly layers.

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

Fluttershy eyes the dress with trepidation.

68 RARITY (CONT'D)
No good?



69 ⁵⁵ ⁵⁶ FLUTTERSHY
It's just that it has all those layers.

70 RARITY ¹⁵⁵ ¹⁵⁶
Indeed. Lends it an air of authenticity.

71 ⁵⁵ ⁵⁶ FLUTTERSHY
And danger.

Rarity gives her a quizzical look.

72 ⁵⁵ 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 returns the costume to the rack.

73 RARITY ¹⁵⁵ ¹⁵⁶
I'd never considered that.
(then)
Never fear. It's not the only "it" costume of the season. Let's see what else I have.

Rarity looks further and uses her magic to retrieve an ORNATELY DECORATED MASK, complete with feathers and beads. She also pulls out a PLAIN BLACK DRESS to go with it.

74 RARITY (CONT'D)
Now this is a real stunner! I call it... "Masquerade." Just a simple black dress underneath but with this ornately decorated mask!

75 ⁵⁵ ⁵⁶ ⁵⁷ FLUTTERSHY
(very unsure)
A mask?

76 RARITY ¹⁵⁵ ¹⁵⁶
No?

77 ⁵⁵ ⁵⁶ ⁵⁷ FLUTTERSHY ¹⁵⁸
They can just be so difficult to see out of.

78 RARITY ¹⁵⁵ ¹⁵⁶
Yes, but this one has eyeholes.

Rarity puts on the mask and widens her eyes to showcase that she can see out.

79 ⁵⁵ ⁵⁸ FLUTTERSHY
What about being able to see what's
to the left or right of me?

Rarity's eyes shift to the left, then shift to the right.

80 RARITY ⁵⁵ ¹⁵⁶
I suppose your vision would be
somewhat obscured.

Rarity is looking right, oblivious to the fact that on her left OPAL is tearing some curtains to shreds with her nails.

81 ⁵⁵ ⁵⁸ FLUTTERSHY
I just think I'd be more
comfortable if I could see
everything that was going on around
me.

82 RARITY ⁵⁵ ¹⁵⁶
Yes, yes, of course. It's your
first Nightmare Night out and
about, we do want you to be
comfortable.

83 ⁵⁵ ⁵⁸ FLUTTERSHY
What if I just wear the dress?

84 RARITY ⁵⁵ ¹⁵⁶ ¹⁵⁷
Sure, dear. That's fine.
(to herself) ¹⁵⁷
It's so plain, it's frightening.

Just then the rest of the Mane 6 come bursting out of the back dressing rooms with their costumes on. Pinkie Pie is a DISCO BALL, Rainbow Dash is a BLACK CLOUD with LIGHTNING BOLTS shooting out, Applejack is in a FIREMAN costume, Twilight is CLOVER THE CLEVER. Rarity instantly lights up.

85 RARITY (CONT'D) ¹⁵⁶
Oh my, look at all of you! My
costumes fit you all to a T!

86 ⁵⁸ ⁵⁹ APPLEJACK
I know, right? Hoo-ee we're gonna
have the best time!

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

REVEAL: Fluttershy now wears the simple black dress.

58
88 FLUTTERSHY
I'm wearing it.

They all stop and look at her confused. Pinkie Pie's eyes light up.

89 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!!!

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

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

The rest of the Mane 5 feign enthusiasm for Fluttershy's costume.

58BC 59BC
92 RAINBOW DASH/APPLEJACK/PINKIE PIE
Oh, yeah. Great costume./So creative.

Fluttershy appreciates their encouragement.

DISSOLVE TO:

SC. 7 - INT. THE SWEET SHOP - LATER

The Mane 6 play "Pin the horn on the Nightmare Moon". They each get a turn being blindfolded, and then put a "horn" in their mouths and stick it onto the picture of Nightmare Moon.

Rainbow Dash has her blindfold on and Fluttershy waits behind her, next in line. Pinkie Pie is about to spin Rainbow Dash.

93 ^{60 61} PINKIE PIE ⁶³
 I figured I'd save the really scary
 games for next year when Fluttershy
 is more used to it. But everypony
 loves this one! ^{62A6} ⁴ ⁵ ¹⁵⁸ ^{Rarity}

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

Pinkie Pie stops spinning her.

95 PINKIE PIE
 Okay, GO!!!

96 RAINBOW DASH
 Oh yeah, I GOT this!

She goes up confidently and almost pins it right on the top
 of Nightmare Moon's head.

Rainbow Dash takes off her blindfold, does a little victory
 dance and hands the blindfold back.

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

98 FLUTTERSHY ⁶⁵ ⁶⁹ ⁷⁰ ⁷¹ ^{AH}
 Well, um. Would it be terribly
 disappointing if I didn't play?
 It's just that if I'm blindfolded
 and someone were to leap out in
 front of me I'd never have the
 chance to defend myself.

They are clearly a little disappointed but try to cover.

99 RARITY ¹⁵⁹ ¹⁶⁰
 That's fine darling, you don't have
 to do anything you don't want to.

100 TWILIGHT ⁶⁶
 We're just glad you're here

101 PINKIE PIE ⁶⁵
 We don't have to finish that game,
 I have another one I KNOW you'll
 love! Bobbing for apples! ⁶

102 RAINBOW DASH
 Yes!! I am SO good at this.

103 ⁶² ⁶³ APPLEJACK
This is my FAVORITE game at family reunions!

104 ⁶⁶ TWILIGHT
Fluttershy? What's wrong.

They notice that Fluttershy is staring into the bucket.

105 ⁶² ⁶⁵ FLUTTERSHY ⁷² ⁷³
Oh, nothing. It's just, 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 stares at her for a second.

106 ⁶ ⁶ PINKIE PIE
Time for candy!!!

107 ⁶ FLUTTERSHY
It is?

Pinkie Pie jumps behind the counter and comes out with 5 personally designed candy bags and begins handing them to each of them.

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

109 RAINBOW DASH
Awesome!

110 ¹⁶¹ ¹⁶² RARITY
Oh my, I LOVE the design! You've outdone yourself Pinkie Pie!

111 ⁶² ⁶⁵ ⁶⁶ APPLEJACK
Apple-oat Brittle, yes!

Pinkie Pie gets to Fluttershy who is just looking at her, not taking the bag.

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

— keep the last one.

113 FLUTTERSHY

Well...it's just...what if when I'm eating one of these chewy taffies that yes, I do so enjoy thank you for remembering, my mouth becomes glued shut and I can't scream for help?

Fluttershy looks at her and sees how disappointed she is.

114 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?

115 PINKIE PIE

You're not taking out ALL the fun.

116 RAINBOW DASH

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

117 FLUTTERSHY

I really want to do this. I really do. I don't want my fear to keep me from having fun with my friends.
(then, defeated)
But there's just so many things that terrify me about tonight, I couldn't possibly predict what might upset me.

She slumps. Twilight's eyes brighten.

118 TWILIGHT

Unless...

Pinkie Pie leans in close, blocking Fluttershy, intrigued.

119 PINKIE PIE

Yes...

Twilight gives her a look like, "c'mon, this is for Fluttershy."

120 TWILIGHT

What if YOU were the one doing the scaring?

121 RAINBOW DASH (67)
 HER scaring US? <LAUGHTER>
 (then, realizing) (68)
 Oh, you're being serious.

122 TWILIGHT (10)
 Yes, I'm being serious. The thing
 you hate is being scared, but if
 YOU'RE the one doing the scaring
 then...

123 FLUTTERSHY (66)
then I can help you all have
 fun, and I can still be a part of
 Nightmare Night!

124 TWILIGHT (8)
 So you like that idea?

125 FLUTTERSHY (66)
 I think I do!

126 PINKIE PIE
 Really?? This is so exciting!!

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

128 APPLEJACK
 Whoo-ee! Can't wait to see it!

Fluttershy moves to the door.

129 FLUTTERSHY (6)
 (her best creepy)
 Meet me at my cottage in an hour.
 (quickly)
 I'm excited to see everypony soon!

DISSOLVE TO:

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

Rainbow Dash, Pinkie Pie, Rarity and Twilight walk up to the
 cottage. They hear Fluttershy's voice coming from what sounds
 like a bullhorn from inside her cottage.

130 FLUTTERSHY (77)
 Wellllllcome, to Fluttershy's teaaa
 parrtty!

131 ⁷⁶ ⁷⁷ RAINBOW DASH
Did she say tea party?
132 ^{11A6} ^{12A6} TWILIGHT
(reaching)
It sounds like it's a scary tea party?

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

The cottage is a little dark, but there is a tea party set up at the table. Fluttershy is noticeably absent.

133 ⁷⁶ ⁷⁷ FLUTTERSHY (O.S.)
Have a seat. Don't be scared of what awaits you!

They all look at each other, a little confused. They each sit down.

134 ⁷⁸ FLUTTERSHY (O.S.) (CONT'D)
Go onnnn. Pass the sugar.

Rarity passes the sugar to Applejack who opens the lid to find it empty.

135 ⁷⁹ FLUTTERSHY (O.S.) (CONT'D)
Oh noooo! There is none! You're a terribbbbbb hossst!!!

Rarity and Applejack share a look -- huh?

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

137 ^{165A6} RARITY
Why would I do that?

138 ⁷⁶ ⁷⁹ ⁸⁰ FLUTTERSHY
You need to coverrrr up because no onnnnee has complimented your dresssss!

Rarity's eyes narrow.

139 ⁸¹ FLUTTERSHY (O.S.) (CONT'D)
Pinkie Pie, look to your left and ask your best friend to pass the ~~cucumber~~ ^{finger} sandwichessss!

140 ⁸² PINKIE PIE
Huh? I can't! There's no ~~one~~ ^{pony} there!

141 ⁸⁰ ⁸² FLUTTERSHY
That's right there isn't! Because
she didn't care to show uuuuupppp!!

142 PINKIE PIE
What??

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

They look and see floating cut-outs of a group of ponies in
party dresses.

144 ⁸³ RAINBOW DASH
What are those?

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

146 ^{13ABC} TWILIGHT
Oh, dear.

147 ⁸⁰ ⁸³ FLUTTERSHY
But check the cupboarddddd!

Twilight goes to the cupboard.

148 FLUTTERSHY (CONT'D)
There's no shortbread
cooookiiiiessss! Those are their
favorite!!!

Twilight gives the rest of her friends a confused look, then
closes the cupboard and sits back down.

149 ⁸⁴ FLUTTERSHY (CONT'D)
What's that sound???

150 RAINBOW DASH
What sound?

151 ⁸⁵ FLUTTERSHY
Silence. You just told a joke and
nobody ^{pony} geeeeets itttt.

152 RAINBOW DASH
I didn't say anything!

8p 85
153 FLUTTERSHY
Oh no! There's a tiny kitten that
needs a home!

They look down and see a wind-up kitten. It bumps into
Rainbow Dash.

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

The friends all just look at each other.

86
155 FLUTTERSHY (CONT'D)
I said, you don't have time to
hellllppp!!! This should appear to
scarreee you!!!

They are confused about what to do. Fluttershy sticks her
head through the door.

89 90 91
156 FLUTTERSHY (CONT'D)
Everypony? 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?

166 167
157 RARITY
It was a really good try, darling
but the scares at Nightmare Night
are of an entirely different
nature.

15AB
158 TWILIGHT
It was really creative though. I
never would have thought of... all
this.

Fluttershy walks into the room.

89 91
159 FLUTTERSHY
And here I thought I had come up
with the most terrifying plan of
all.

Fluttershy looks at her friends. This is clearly a lost
cause.

92 94 k
160 FLUTTERSHY (CONT'D)
I'm just not cut out for this. You
should just go and have a great
time without me.

161 RARITY (168)
No, we couldn't possibly.

162 89 (92) FLUTTERSHY
You have to. This is the night you
look forward to all year.

They all look at each other, unsure what to do.

163 PINKIE PIE
We could... stay here?

164 (16ABC) TWILIGHT
Do you want us to?

165 89 92 (94) FLUTTERSHY
No, no I don't. 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.

She opens her door and gestures for everyone to leave.

As the rest of the Mane 5 glumly make their exit she
overhears Pinkie Pie talking to Applejack.

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

167 (92) APPLEJACK
She definitely tried her hardest!

Angel crosses his arms and shakes his head, looking up at
Fluttershy.

168 FLUTTERSHY
I did try my hardest.

Angel gives her another look - "you sure about that?"

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

He nods his head vigorously.

170 (93) FLUTTERSHY (CONT'D)
You're right. I've been taking baby
steps. I think it's time for grown
up ones.
(then)
(MORE)

89 92 93 FLUTTERSHY (CONT'D)
 I don't suppose you have any ideas
 how I could do that?

Angel gets very excited and grins a mischievous grin.

FADE OUT.

END ACT 2

ACT 3

FADE IN:

SC. 10 - EXT. PONYVILLE MARKET PLACE - NIGHT

The streets are filled with PONY VENDORS selling different Nightmare Night-centric objects. Pinkie Pie picks up a pair of glasses that have eyeballs that pop out.

171 95 96 PINKIE PIE
 Whooooooooaaa. These make me feel
 like I can't see a thing. I think I
 understand what Fluttershy meant
 now.

172 17AB 18 TWILIGHT
 (sighing)
 It's too bad she can't be here.

173 95 96 APPLEJACK
 I know. I never considered her ever
 wantin' to come, but now that she's
 not here, I miss her!

Spike comes running up to them with his monster head now fixed right next to his head.

174 SPIKE
 I made it! I finished my costume!

The Cutie Mark Crusaders push past him to get to Rainbow Dash. He gives them a look. They are all dressed in their costumes: SCOOTALOO is a WONDERBOLT, SWEETIE BELLE is MARIE ANTOINETTE and APPLE BLOOM is LITTLE RED RIDING HOOD.

175 SCOOTALOO
 Rainbow Dash!! Do you like my
 costume?

176 95 96 RAINBOW DASH
 Totally!

She gives Scootaloo a hoof bump.

177 ^{1ABC} SWEETIE BELLE ^{2ABC} ^{5ABC} ⁶
Do you think Luna is going to come
by tonight?

178 ^{1ABC} APPLE BLOOM
And scare us all???

179 ⁹⁵ ⁹⁶ RAINBOW DASH ^{97ABC} ^{98ABC}
~~You never know.~~
(then, spooky)
You never know...

180 ⁹⁶ APPLEJACK
Everypony's lining up for the corn
maze, y'all. Let's go!

The Mane 5 and Spike make their exit.

DISSOLVE TO:

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

The Mane 6, minus Fluttershy, are walking into the corn maze.

181 ⁹⁹ ¹⁰¹ ¹⁰² SPIKE
I can't believe we're finally doing
this!

SC. 12 - INT. MAZE - CONTINUOUS

As they enter they walk past a pony wearing a CREEPY MASK. It
just stands there and stares at them. They all look at each
other, creeped out.

182 ¹⁰³ RAINBOW DASH
It's a good thing Fluttershy isn't
here, because she would NEVER be
able to handle this!

They turn the corner and a MUMMIFIED PONY jumps out at them.

183 ⁶ ⁶ ¹⁹ ²⁰ ^{TS} ^{169ABC} ^{ranty}
ALL THE PONIES AND SPIKE
AGH!!!

They realize from how he talks that it's actually Big Mac.

184 ^{1ABC} ^{2ABC} ^{3ABC}
BIG MAC ZOMBIE
Boo...yup.

185 ^{99BC} ^{103BC} ¹⁹ ²⁰ ^{TS} ¹⁷⁰ ^{ranty}
ALL THE PONIES AND SPIKE
Hahahahahaha!

186 ⁹⁹ ¹⁰³ RAINBOW DASH
This is the best.

He gives them a look like he's disappointed they weren't really scared and goes back to his start position.

Spike and the Mane 5 walk in the darkness and soon hear crunching under their feet.

187 RARITY ¹⁷¹ ¹⁷²
What. Is. That. Sound???

188 ⁹⁹ ¹⁰³ RAINBOW DASH
It's coming from under our feet!

Pinkie Pie looks down.

189 PINKIE PIE ¹⁰⁴
It looks like... bones!! ^{short TS.} ¹⁷³
~~2146~~ ~~2246~~
190 TWILIGHT/PINKIE PIE/SPIKE/RARITY
Agh!!

191 ¹⁰⁵ ¹⁰⁶ ¹⁰⁷ ¹⁰⁸ RAINBOW DASH
(to Applejack)
Looks like a bunch of dried sticks painted white to me.

192 APPLEJACK ¹⁰⁹
Hey, TRY to keep up the illusion would ya?

They walk slowly and find themselves face to face with dozens of "eyeballs" that dangle from strings connected to an unseen rig above.

193 SPIKE
Agh!!!

194 ¹⁰⁹ PINKIE PIE
Ew!!!

Suddenly something SCURRIES BEHIND THEM.

195 APPLEJACK ¹⁰⁸
Agh! What was that??

196 SPIKE
Don't you know?

197 ¹⁰⁸ APPLEJACK
(covering)
Uh, course I do. It was uh...

Suddenly, another DARK FIGURE scurries behind them. The ponies react to the sound and turn around, but the dark figure is already gone. Applejack grabs Pinkie Pie.

198 APPLEJACK AND PINKIE PIE
AGH!

Applejack quickly lets go of her, realizing she shouldn't let on that she is scared too. She acts like she's fine.

199 APPLEJACK
I mean, uh, c'mon everypony! This way for more scares!

200 RAINBOW DASH
Which way? I can't see anything!

201 RARITY
Fluttershy had a point with the layers on the dress. I keep tripping on---

Suddenly a trio of GHOSTS FLY RIGHT IN FRONT OF THEM. They all run forward quickly to avoid them but then...

202 ALL THE PONIES AND SPIKE
AGH!!

REVEAL: They have all fallen DOWN INTO A DARK PASSAGEWAY as deep as they are tall.

203 TWILIGHT
What happened?! Are you okay?

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

205 APPLEJACK
I don't know.

Suddenly the hole is covered by something, blocking the way out and the light from above. Twilight's horn lights up.

206 TWILIGHT
Which way are we supposed to go now?

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

208 ⁹⁹ RAINBOW DASH ¹⁰⁸
 What do you mean you don't know
 what's going on? Didn't you help
 plan this?

They see the back of a pony that looks exactly like Granny
 Smith. Applejack looks relieved.

209 ¹¹⁰ APPLEJACK ¹¹²
 Oh, there's Granny. Not that I was
 EVER scared cuz I wasn't.

She talks as she walks up to her.

210 ¹⁰⁰ APPLEJACK ^{114 115 116} (CONT'D)
 I'm a purty good actress when I
 wanna be. "I don't know what's
 goin' on."
 (tapping her on the
 shoulder)
 Granny?

It FLIPS ITS HEAD TOWARD THEM and it's actually a pony with
 the face of a skeleton.

211 ALL THE PONIES AND SPIKE ^{113 6}
 AGH! ¹⁷⁷ rarity

212 ¹¹⁷ APPLEJACK
 What's goin' on???

213 SPIKE
 Applejack, did you not know about
 any of this??

Applejack looks at him and realizes she should try to calm
 them down.

214 ¹¹⁸ APPLEJACK
 Alright, I must 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.

They then hear Granny Smith from above them, in the actual
 corn maze.

215 ^{178 179 180} GRANNY SMITH (O.S.)
 Are those peeled grapes? Or
 eyeballs starin' at you from beyond
 the grave. Mwahaha!

216 BIG MAC (O.S.)
Eyup.

217 CUTIE MARK CRUSADERS
<PLAYFUL SCREAMS>

218 ¹¹³ ¹¹⁸ 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!

They hear a LOUD THUMPING SOUND.

REVEAL: A MONSTER is walking slowly, steadily toward them.

219 ¹¹⁸ PINKIE PIE
How did that get down here???

220 RAINBOW DASH
RUN!!!

They all take off running fast, and then hit a HUGE STICKY
WALL! They are all TRAPPED and fight to get out.

221 PINKIE PIE
I can't see past this!

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

They hear <MANIACAL LAUGHING> coming from all directions.

223 RARITY ^{182 AB} ¹⁸³
Maybe Fluttershy was right about
Nightmare Night!

SUDDENLY a monster is on the other side of the web. It
lumbers menacingly toward them.

224 ¹¹³
AGH!!!!

ALL

²⁵ -short T.S.

¹⁸¹ -rarity

Twilight uses her magic to cut through the webbing that is
stuck to her friends and they make their escape.

The monster sticks his head through part of the still-hanging
web like the "Here's Johnny" moment in The Shining.

225 MONSTER SFX
ROAR!!!

4116C
AB
28 3 4 5

plm
Applebloom

120 AB
220 A

121 B
222 A

All the ponies and Spike are now running for their very lives. Their way seems clear when suddenly...

...an ENORMOUS BAT blocks their path and FLIES RIGHT TOWARD THEM.

226 AGH!!!

ADAM

(05) - med T.S.

227

(118) SPIKE

This is more than one dragon can take.

He falls back on them as they look on too terrified to speak.

228

MANE 5

AAAAAAHHHH!

(25)

(119) AG

The bat flies down and reveals herself to be....

Fluttershy! They are SHOCKED.

229

(126) (127)

FLUTTERSHY

Oh my, what have I done? I'm so, so sorry I thought this is what you wanted. Ohmygoodness can you ever forgive me?

(132) (133)

Spike opens his eyes.

230

(127)

SPIKE

That. Was. YOU????

She starts to tear up, on the verge of tears, clearly distraught.

231

FLUTTERSHY

All I ever wanted to do was help you have the most fun you could have tonight, but instead I've terrified you all to your very core! I've ruined everything!

(125)

232

APPLEJACK

FLUTTERSHY???

233

RAINBOW DASH

It was you the whole time????

234

TWILIGHT

I can't believe it!

235

RARITY

That. Was.

(185)

236 ¹²⁶ ¹²⁷ PINKIE PIE
THE BEST THING EVER!!!!!!

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

238 ¹²⁶ APPLEJACK
You out-nightmared the scariest
part of our corn maze!!

239 ²⁶ ^{27C} TWILIGHT
How did you do all this??

240 ¹²⁶ ¹²⁷ FLUTTERSHY
After you left I realized that I
wasn't ready to give up on
Nightmare Night. Not yet. So I
asked Granny Smith if I could try
to make the maze even scarier for
my friends.

241 RAINBOW DASH
You came up with all of this?

242 FLUTTERSHY
I had some help.

Angel suddenly pops up. He motions for the ponies to look up
and the "ghosts" appear. They shake off their costumes to
reveal they are Fluttershy's bird friends.

243 FLUTTERSHY (CONT'D)
~~Q~~ Angel was the scary figure that
kept scurrying after you in the
maze. He also controlled the pony
mannequin we dressed up to look
like Granny Smith.

He takes a bow.

244 ¹²⁶ FLUTTERSHY (CONT'D)
Fuzzy Legs made the sticky wall
that made it difficult for you to
see and move.

Fuzzy Legs scurries out from Fluttershy's mane.

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

Hairy the bear runs out from behind, removes his monster mask and bows.

246 TWILIGHT
Wow. That was inspired.

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

The others <AD-LIB AGREEMENT>.

Fluttershy looks at her friends eager, happy faces.

248 FLUTTERSHY
We could celebrate Nightmare Night together every year.

249 RAINBOW DASH
Yeah!

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

251 PINKIE PIE
You DON'T?

The rest of the ponies register their surprise.

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

253 FLUTTERSHY
I have, but I've also realized something.

254 APPLEJACK
What's that, sugarcube?

255 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 Pie holds up a flashlight and makes a scary face.

256 PINKIE
Spooky tea?

136 28 186 rarity
24M

26 27

128

128 129 130

126

86

257^{126 130} FLUTTERSHY¹³¹
 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.

258^{29ABC} TWILIGHT
 Then we are too.

Fluttershy grins as the girls move in for a group hug. Hairy
 the Bear moves in as well and SQUEEZES them a bit too tight.

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

Fluttershy is under her bed, bundled up in some blankets,
 reading a book. She addresses her birds who are bundled up in
 their own little blankets.

259¹²⁶ FLUTTERSHY¹³¹
 I don't know why I doubted myself
 for a second. Now THIS is what I
 call a perfect Nightmare Night.

THE END

Take 259A³¹
 Twilight Sparkle¹⁷⁴ rarity