**STARE MASTER**

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Prologue

(Opening shot: fade in to Sweetie Belle, standing in the upper-story room of the Carousel Boutique that serves as Rarity’s workroom and living space. She worriedly eyes various materials that zip back and forth under the older unicorn’s control, followed by said unicorn on the edge of panic. The daytime sky can be seen through the window behind Sweetie.)

**Rarity:** Where’d I put that…oh, I thought I already…ooh! And I can’t forget I’ve got…ooh…

(She stops by her fabric rack and sewing machine, with several balls of yarn floating above.)

**Rarity:** (letting them drop) How am I ever gonna get this done? (Pan to Sweetie.)

**Sweetie:** Are you sure I can’t help? I could— (Rarity starts moving again.)

**Rarity:** No!

**Sweetie:** Maybe just a—

**Rarity:** No thanks!

**Sweetie:** How about— (Rarity stops at a yarn basket.)

**Rarity:** (pointing) Just stand over there!

**Sweetie:** But—

**Rarity:** Where you’ll be out of the way.

(The little unicorn cocks an eye across the room, where Rarity has put a couple of fabric swatches on mannequins and has a third spread out on the floor. The camera closes in on her in steps during the next line.)

**Rarity:** Ribbon…ribbon…where’s the ribbon?

**Sweetie:** (from o.s.) I got it!

(Quick pan back across the room. Sweetie has one hind leg planted on a stool, the other atop the sewing machine, and is straining to get a spool of ribbon from the top shelf of the rack. Both support points totter precariously as she finally knocks it free.)

**Sweetie:** (tumbling down) Whoooaaa!

(Rarity gets out a scared gasp and the ribbon bounces across the floor to knock against a mannequin’s support pole. The dummy rocks back and forth a few times, finally coming down on the end of an ironing board and catapulting the yarn balls on it toward the rack. In a blink, they have knocked almost every fabric bolt to the floor; Rarity ducks with a grunt and cry as the ribbon, one ball, and her sewing machine go flying overhead, the last taking down a mannequin. The camera shakes with the force of this impact and others, while a mannequin sails across the room. Cut to the exterior of the Carousel Boutique; a series of even louder crashes is heard from inside, giving the camera a real workout.)

(Inside, pan to follow the ribbon spool, which rolls across the floor to stop next to Sweetie’s hooves, and tilt up to frame her contrite expression. A shot of the entire room reveals it to be completely trashed.)

**Sweetie:** Um…I…I’ll just go and stand over there, where I’ll be…out of the way.

(She zips o.s. with a speed that would have earned the approval of Rainbow Dash, leaving Rarity to voice a heavy sigh over the 360-degree destruction. Fade to black.)

OPENING THEME

Act One

(Opening shot: fade in to a couple of fabric pieces and a ball of yarn on the workroom floor. Rarity gets the cloth in her teeth; in a longer shot, she lays it over own back as Sweetie watches. On the next line, she does the same with the yarn. The room is back in order now.)

**Sweetie:** Won’t you at least let me help you clean up?

**Rarity:** No. You’ve helped me quite enough.

**Sweetie:** I’m sorry, sis. I just thought that if I could help, I might find my special gift and finally earn my cutie mark.

(This exchange establishes the relationship between the two. Zoom in on her haunch as she casts an unsettled eye over it, then cut to big sister at the rack, putting the yarn away.)

**Rarity:** I understand, it’s just that… (sighing softly, crossing to mannequins) …I need this time to fill this order without any…complications.

(Cut to Sweetie on this last word, which makes her hang her head dejectedly. Rarity next flips her last mannequin upright.)

**Rarity:** Okay. All done. (crossing room) Now, back to work. I’ve lost a lot of time, and I cannot have any more interruptions.

(She has ended up at her sewing machine, ready to start back in the current job, but the sound of the doorbell puts a quick end to that.)

**Rarity:** (groaning) What now?!?

(Pan to frame the door, where Fluttershy has just come in. A basket rests on the floor beside her, with a blanket tucked over the contents.)

**Fluttershy:** Oh! Sorry. I thought the OPEN sign meant you were open, but… (backing out) …I-I must have been mistaken. (Rarity notices her and gasps.)

**Rarity:** Fluttershy! (crossing room) Forgive me. I was so wrapped up in my work that I forgot you were bringing Opalescence back from her grooming. (Fluttershy comes in again.)

**Fluttershy:** No worries, Rarity.

(Close-up of the basket; a fold of the blanket has come loose, revealing the cat’s face in the shade beneath it.)

**Fluttershy:** (from o.s.) I’ve left her there in the basket.

(From which she promptly jumps out with a grumbly meow to show off her spotless coat.)

**Rarity:** (from o.s.) Ooh, she looks great. (Cut to her and Sweetie.) I just don’t understand how you’re able to do it.

(She leans down to Opalescence, who is now rubbing her head against Fluttershy’s foreleg and purring contentedly.)

**Rarity:** I can’t get near her without getting a swipe from her claws.

(And she gets one aimed at her nose, with a complimentary snarl to boot.)

**Rarity:** Did you use… (Zoom in slightly; her eyes widen.) …the Stare on her?

**Fluttershy:** Oh, no! I wouldn’t! I couldn’t! I-I don’t really have any control over when that happens. I-It just happens. No. I’m just good with animals. (kneeling to nuzzle Opal’s cheek) It’s my special gift, you know.

**Rarity:** (winking) Well, you should have a picture of Opal as a cutie mark instead of those butterflies. (Sweetie gets an idea and rushes to Opal.)

**Sweetie:** Oh, oh, oh, oh! Oh! Oh! Maybe I can be good with animals too!

(The cat is clearly not thrilled with this suggestion and takes a swipe at her mane, severing one of its curls. A big nasty smile stitches itself across the fluffy white face.)

**Sweetie:** (unnerved) Or not.

(She gallops away as the two mares have a laugh; once it dies out, Opal makes her own stately exit.)

**Rarity:** I’m sorry I can’t invite you to stay and chat, Fluttershy. I’ve bitten off a bit more than I can chew with this order. (Cut to Sweetie, now by the sewing machine. The curl has grown back out.)

**Sweetie:** But you’re not eating anything. (Rarity crosses to her.)

**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.

(Ducking her head briefly toward the floor, she comes up with the edge of a piece of glittering yellow fabric that briefly waves across the entire screen. When it settles the view has shifted to Fluttershy, who gasps happily. Rarity holds the material up on a foreleg.)

**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?

(On the second half of this line, the camera zooms in slightly to focus on Sweetie, who eyes the silk with undiluted wonder.)

**Fluttershy:** These are lovely, but twenty? By tonight? How will you get it all done?

**Rarity:** Well, I, uh…

**Sweetie:** Oh, oh, oh! Maybe I could… (losing steam as Rarity glares at her) …just… (trotting away) …just stand over here and watch.

**Rarity:** I’ll manage.

**Fluttershy:** Well, maybe I should get out of your mane so you can work.

(Before she can even make it to the door, the hunched-down figures of Apple Bloom and Scootaloo barrel in past her, so close to the floor that they might as well be trying to slide into home plate.)

**Bloom,** **Scootaloo:** Hi, Fluttershy! (Past Rarity.) Hi, Rarity!

**Rarity:** Hello, uh, girls.

(Now they reach the glum little unicorn and instantly stop dead, having found the third member of the Cutie Mark Crusaders.)

**Bloom,** **Scootaloo:** Hey, Sweetie Belle!

**Sweetie:** (all smiles) Scootaloo! Apple Bloom!

**Scootaloo:** You ready for tonight?

**Sweetie:** (saluting) Yep! Cutie mark planning session is a go! (Cut to Bloom.)

**Bloom:** Tonight is the night we each try to find our own special talent! (Pan to Scootaloo.)

**Scootaloo:** Even if it takes us all night! (Bloom leans over to her.)

**Bloom:** I’m ready. You ready?

**Scootaloo:** (winking) Very ready.

**Crusaders:** CUTIE MARK CRUSADER SLEEPOVER AT RARITY’S!! YAY!!

(The force of their triplicate yell is enough to shake the whole building and every pony in it, as seen when the camera cuts to Fluttershy and Rarity at the end of this line. Stay on them.)

**Sweetie:** (from o.s.) Aaand…look what I made us!

(She is now wearing a red cape with a blue patch that displays the yellow silhouette of a caped, rearing filly. Enthusiastic approval from Bloom and Scootaloo.)

**Fluttershy:** What does that patch on your cape mean?

**Crusaders:** THE CUTIE MARK CRUSADERS!! YAY!!

(On the end of this, cut to Fluttershy, who squinches her face up against their intensity.)

**Scootaloo:** We’re on a crusade! A mission! (Pan to Bloom.)

**Bloom:** To find our cutie marks!

**Sweetie:** Yep, and look.

(By lifting one foreleg, she exposes the inner lining of the cape—a very familiar-looking yellow fabric.)

**Sweetie:** I lined ’em with this special gold silk. It took so long to make, but I think it adds just the right touch, don’t you?

(During the second half of this line, cut to Rarity, whose face goes slack with a very unpleasant thought, then to a zoom in on the cape lining. The older sister’s eyes contract to panicked pinpoints and one of them starts twitching on its own.)

**Bloom,** **Scootaloo:** (from o.s.) Ooooh!

(With a rising moan, Rarity flashes past the Crusaders and Fluttershy to reach her sewing machine. She grabs the edge of the gold silk in her teeth and pulls it free, exposing three rectangular holes where Sweetie cut it out. Back to the trio as the remnant waves into view, framing Sweetie in one of the holes.)

**Rarity:** (from o.s.) Sweetie Belle! (Sheepish grin.) What have you done?!

(Cut to her; she lets the scrap fall to the floor.)

**Rarity:** That was the last of the gold silk! Oh, now I’ll have to make more! (shuddering) Oh, I hope I can make more. I’m gonna have to work all night! Which means… (Cut to the downcast trio; she continues o.s.) …sorry, girls. (She turns to face them.) I’m afraid the Crusader sleepover is canceled.

**Sweetie:** What?!?

**Rarity:** I just won’t have any time to watch you if I want to get these robes delivered on time.

**Sweetie:** But—

**Rarity:** No buts this time. I’m sorry, Sweetie Belle, it’s just the way it has to be.

**Crusaders:** (dropping heads) Awww… (Zoom out as Fluttershy walks to them.)

**Fluttershy:** I, uh…I suppose I could take them for the night.

(Three little heads bob up and aim huge ingratiating smiles toward Rarity. They, and the camera, swing from one speaker to the other.)

**Rarity:** I couldn’t ask you to do that.

**Fluttershy:** Oh, it’s no problem at all.

**Rarity:** Have you met my sister and her friends? (Smiles vanish.) A problem is all it would be.

**Fluttershy:** Did I have a problem with Opal? You’ve seen how well I handle small creatures. (Smaller smiles now.)

**Rarity:** I suppose that’s true, and I do have a lot of work to do.

**Fluttershy:** Come on, it’ll be fun. (Smiles vanish.)

**Rarity:** I assure you, they’re quite a handful. (Smiles widen.)

**Fluttershy:** These sweet little angels?

(The smiles become positively beatific as a halo appears above each Crusader’s head.)

**Rarity:** Well…all right.

**Crusaders:** CUTIE MARK CRUSADER SLEEPOVER AT FLUTTERSHY’S COTTAGE!! (zipping out the door) YAY!!

(With the usual reaction from Fluttershy and Rarity; the former looks warmly after them.)

**Fluttershy:** So cute. (suddenly panicked) Wait for me!

(She kicks her wings into top gear and flies out, leaving the overworked designer to voice an uneasy moan by herself. Fade to black.)

Act Two

(Opening shot: fade in to the Crusaders as they gallop through a Ponyville street. Sweetie no longer wears her cape, and Fluttershy brings up the rear.)

**Fluttershy:** Oh, won’t this be ever so fun? We can have a nice little tea party, and braid each other’s tails, and sit quietly and color, and tell each other fairy tales, and—

(By this point, her three charges have long since left her behind, but she does not realize it until this moment. They flash past Twilight Sparkle in a giggling mini-stampede that leaves her spinning in place; once she regains her balance and gets her eyes re-focused, she finds them goofing around at a well. Turning away from the scene, she addresses herself back down the street.)

**Twilight:** Hello, Fluttershy. (Fluttershy flies into view.)

**Fluttershy:** Oh! Hello, Twilight. Where are you off to?

**Twilight:** I’m heading to the Everfree Forest, to Zecora’s, to get some of my favorite tea.

**Fluttershy:** (suddenly unnerved) The…th-th-the Everfree Forest? Uh, you’ll be careful, won’t you?

**Twilight:** Of course. How about you? What are you doing with the girls? (Fluttershy touches down.)

**Fluttershy:** Rarity has a big order to fill tonight, so I volunteered to take the girls over to my cottage for a sleepover.

**Twilight:** Wow! Sounds like everypony has their hooves full today.

(Pan to the well on the next line, putting her out of view; the Crusaders are nowhere to be seen,

but they soon pop back up. Bloom is on its roof, Scootaloo behind it, Sweetie in its bucket.)

**Twilight:** Taking care of those three fillies all by yourself? (now o.s.) You sure you can handle it? (They duck away; cut to Fluttershy.)

**Fluttershy:** What? These sweet little angels?

(On this line, pan slightly away, putting her out of view, as the three zip up and smile hugely with halos popping up over their heads.)

**Fluttershy:** (from o.s.) They’ll be no problem at all.

(Dissolve to the roof of her cottage at sunset. Her penchant for taking care of animals extends even up to this level; a couple of birdhouses are mounted on the sides of the chimney. Tilt down to ground level as evening comes and she reaches out over the closed bottom half of her front door to pull the top half shut. All the windows glow warmly, and the creatures in their assorted habitats are settling down for the night.)

(Inside, it is much the same story, with the camera positioned at ceiling level to frame a squirrel and a bird in the dwellings built around the chimney. Their preparations are interrupted by the sound of Sweetie’s voice.)

**Sweetie:** (from o.s.) Wow, look at this place!

(Both of them duck to avoid a pair of saddlebags that are flung their way, and all three Crusaders promptly make themselves heard in an excited cacophony. A shot of this entire end of the room frames them zipping from one place to another, rooting out every surprise they can find in drawers and cabinets.)

**Fluttershy:** (to herself, smiling fixedly) No problem at all. (addressing them) Okay, girls, uh, what should we do? (Zoom out to frame Scootaloo in the fore.)

**Scootaloo:** I’m gonna get my mark first!

**Fluttershy:** Girls? (Sweetie pops up.)

**Sweetie:** Nuh-uh!

**Fluttershy:** Should we— (Ditto Bloom.)

**Bloom:** I am!

**Fluttershy:** Girls…o-okay now, settle.

(During this line, cut to a large basket in one corner, which Angel the rabbit is using for a bed. He wakes up and jumps clear just before Scootaloo leaps into it, briefly knocking herself cockeyed upon landing.)

**Scootaloo:** I’m staying up all night! (The others jump on in time.)

**Bloom:** Me too!

**Sweetie:** Me three! (Pan to Fluttershy.)

**Fluttershy:** Uh, I know you’re excited, but—

(The sound of their high-speed departure is heard under this; pan back to the now-empty basket.)

**Fluttershy:** Girls…

(A sound from elsewhere; cut to Bloom, who stands on a chair and is tipping it sideways to get at a picture on a table.)

**Fluttershy:** (from o.s.) Oh… (zipping over) …oh, careful with the— (She rights the chair; another noise.) —oh!

(The view shifts to Sweetie, who has her head stuck in the chimney birdhouse.)

**Fluttershy:** (from o.s.) Uh, girls…

(The unicorn pulls loose, going cockeyed for a moment as Scootaloo did, and Fluttershy blows a hank of her own mane back from her eyes and tries to compose herself.)

**Fluttershy:** So, what do you want to do? Play a game? (Zoom out; Scootaloo bounds over.)

**Scootaloo:** We are the Cutie Mark Crusaders! (Bloom joins them.)

**Bloom:** And we want to crusade for our cutie marks! (Sweetie pops up behind Fluttershy’s head.)

**Sweetie:** A-And…and we…um…yeah! What they said!

(Extreme close-up of the already-harried babysitter’s face; sweat is beginning to run down it.)

**Fluttershy:** Mmm—I don’t know. How about a nice, quiet little tea party?

**Scootaloo:** Or… (looking out window) …we could go adventuring in the Everfree Forest!

**Bloom,** **Sweetie:** Yeah!

(They make a beeline for the door, but Fluttershy intercepts them just in time.)

**Fluttershy:** Oh, no! The Everfree Forest is much too dangerous. It’s filled with far too many strange creatures.

**Sweetie:** But you could go with us and we could catch those creatures. We could be…um…creature catchers!

**Crusaders:** YAAAY!! CUTIE MARK CRUSADER CREATURE CATCHERS!!

(With the usual effect on Fluttershy and the cottage. Scootaloo flips an empty basket onto her head, then grabs a rug in her teeth and wraps it around herself and Bloom while standing on the latter’s back. Zoom out to frame all of the “creature,” which totters forward with Scootaloo’s eyes glowing beneath the basket’s shade.)

**Scootaloo:** (growling) I am a dangerous creature from the Everfree Forest!

(The third member of their ranks flips her eyes one way and another for a few seconds before catching on to the game.)

**Sweetie:** (advancing slowly) Halt, dangerous creature of the Everfree Forest! I am Sweetie Belle, the creature catcher, and I’m here to catch you!

**Scootaloo:** You can never catch me! I am far too powerful and dangerous!

**Sweetie:** You cannot run from me!

(The “creature” growls and flees across the room, with a laughing Sweetie in hot pursuit; a moment later, the unicorn filly is the one trying to get away. Fluttershy watches the spectacle with visible fear that her house will not be standing at the end of this game.)

**Fluttershy:** Um…oh, maybe that’s not such a…uh, now, girls, how about we do some nice coloring… (Sweetie bounces off her head and o.s.)…oh!

**Sweetie:** (from o.s.) Come back, dangerous creature…

(Fluttershy ends up sitting on her haunches and chewing her lower lip.)

**Sweetie:** (jumping onto/off a table) …so I can catch you!

**Scootaloo:** Never! (Back to Fluttershy; bangs and thuds from o.s.)

**Fluttershy:** Careful…you don’t… (Camera-shaking crash.) …break anything.

(Close-up of the debris, which used to be the table Sweetie jumped from; zoom out to frame all three fillies. Scootaloo has dismounted from Bloom’s back, but is still wearing the basket on her head, and the trio and the pieces are sitting on the rug they used as a creature pelt.)

**Sweetie:** Sorry, Fluttershy.

**Scootaloo:** Yeah, sorry. (Bloom and Sweetie huddle down.)

**Bloom:** I guess we aren’t creature catchers. (Pan to Fluttershy as she walks over.)

**Fluttershy:** Oh, girls, it’s okay. I— (Quick pan back to them.)

**Bloom:** I know! We could be…Cutie Mark Crusader carpenters!

**Fluttershy:** (small voice) Carpenters?

(The three aspiring woodworkers gallop past her and return to the wreckage one by one. Each now has a stethoscope around her neck and a doctor’s reflector strapped to her forehead. Left to right: Bloom, Sweetie, Scootaloo—the last no longer wearing her basket.)

**Bloom:** Hammer!

**Scootaloo:** Hammer!

(She picks one up in her teeth and passes it to Sweetie, who does likewise to get it to Bloom.)

**Sweetie:** Hammer!

**Scootaloo:** Hammer!

(She gets a second one and passes it to Sweetie.)

**Scootaloo:** Hammer! (Brief pause.) Hammer!

(Having realized that she must get the tool herself, she picks up a third one and the three glance sideways at each other with a nod. Back to Fluttershy, who gets startled clean off the floor and into a huddle at the sound of vigorous hand/power tool operation. The ruckus is enough to scare the bird and squirrel seen at the start of this act back into their homes near the ceiling. When it ends, the camera cuts to the overhauled table and zooms out to frame its three builders. The four pieces that made up the top have been sloppily nailed together into a shape that might vaguely resemble a humanoid if the viewer were taking large amounts of hard drugs. It stands atop the upside-down base. The Crusaders have done away with their hammers and medical gear.)

**Sweetie:** Um, that doesn’t look like a table.

**Scootaloo:** We were making a table?

**Bloom:** Somepony needs to put this thing out of its misery.

**Scootaloo:** (walking away) We are definitely not Cutie Mark carpenters. (Sweetie follows her; Fluttershy reaches in and whisks the thing away.)

**Sweetie:** Who wants a picture of a hammer on their flank, anyway?

**Fluttershy:** Well, now that we’ve gotten that out of the way, how about a game? (She flies across.)

**Bloom:** A game?

(Elsewhere, the other two Crusaders have taken seats on a couch.)

**Fluttershy:** It’s called “Shhh.” (Bloom pops up behind it.)

**Scootaloo:** What’s that?

**Fluttershy:** Well, it’s a game about who can be quiet the longest. Sound fun?

(The only response she gets is a three-way combo of skeptical stares, but she soldiers on. Bloom is now sitting on the couch.)

**Fluttershy:** I’m the world champ, you know. I bet you can’t beat me.

(Throwing them a big squeaky grin, she sucks in a huge breath and clamps her mouth shut so that the air bulges out her cheeks. Dead silence reigns in the cottage for perhaps three seconds.)

**Scootaloo:** I lose!

**Sweetie:** Me too!

**Bloom:** Me three!

(They are off like a shot, leaving the hapless pegasus to let out her breath. Scootaloo starts jumping on the cushions in Angel’s basket, Sweetie climbs on a cabinet, and Bloom pops up from a corner.)

**Scootaloo:** Okay, now what can we do?

(The Southern filly gallops across the room; cut to a close-up of the fireplace.)

**Bloom:** (from o.s.) Ooh! (She pops her head out—upside down, covered in soot.) How about Cutie Mark Crusader coal miners? (The other two emerge next to her.)

**Crusaders:** Yeah!

**Fluttershy:** No!

**Crusaders:** Awww…

(They file sullenly past her, no longer streaked with fireplace residue.)

**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? (Cut to Bloom.)

**Bloom:** “Snuggly-wuggly”? But we have more crusading to do! (Quick pan to Scootaloo.)

**Scootaloo:** We’ve got plans! (To Sweetie, who has laid Crusader capes by their saddlebags.)

**Sweetie:** And capes!

(The next shot frames the three headed glumly up the stairs.)

**Fluttershy:** (from o.s.) Uh, okay, um, maybe the crusading can wait until morning…when it’s light…and not so…dark?

(She comes into view on the second half of this line, shepherding them along. Dissolve to a thoroughly discontented Bloom and Scootaloo, hanging over the footboard of a bed. As Bloom speaks, cut to a shot of this room: a bedroom, with its own fireplace and plenty of small-animal dwellings, a bookcase, and various bits of artwork. Sweetie stands by the footboard, also not too jazzed at the prospect of turning in.)

**Bloom:** How are we gonna find our special talent in our sleep?

(Fluttershy flies up and blows out a candle on the mantelpiece, leaving the room dark.)

**Fluttershy:** Maybe you’ll have a lovely little dream about your special talent. (Cut to Scootaloo, now tucked in.)

**Scootaloo:** But we’re not even tired!

(Longer shot; all three are under covers, and Fluttershy nips the blanket in with her teeth.)

**Fluttershy:** How about I sing you a lullaby? (Next two lines delivered together.)

**Bloom, Scootaloo:** Mmm-hmm!

**Sweetie:** Yeah! (Fluttershy clears her throat.)

**Quiet music-box tune, slow 4 (A flat major)**

**Fluttershy:** Hush now, quiet now, it’s time to lay your sleepy head

(Bloom and Scootaloo start to nod off, but Sweetie stays wide awake.)

Hush now, quiet now, it’s time to go to bed

**Music stops**

**Sweetie:** I know this one!

**Fluttershy:** Oh, how wonderful! Why don’t you sing it with me?

(The little unicorn nods and coughs a bit, startling her two cohorts out of their half-doze, and throws them a knowing smile before standing up in the bed. They put hooves over ears, apparently knowing what is about to go down.)

**Lively gospel melody with backing vocal accents, fast 4 (A flat major)**

(Her rendition is considerably more energetic, not to mention louder, and she balances atop the headboard despite Fluttershy’s efforts to calm her down.)

**Sweetie:** Hush now, quiet now, it’s time to lay your sleepy head

Said hush now, quiet now, it’s time to go to bed

**Fluttershy:** Okay, Sweetie, that was—

(As the song continues, the camera zooms into Sweetie’s open mouth, the view resolving into her lying on a cloud that floats by while the sun sets and the moon rises. The sky darkens in time with this; next, items start to vibrate their way off the mantelpiece and she perches on a railing.)

[Animation goof: Sweetie’s horn is missing while she is on the cloud.]

**Sweetie:** Driftin’ off to sleep, the exciting day behind you

Driftin’ off to sleep, let the joy of dreamland find you

(All but the candle fall off.)

**Fluttershy:** Thank you, Sweetie, um—

**A major**

(Now Sweetie appears as a white silhouette standing in a crescent moon, with the night sky’s stars grooving to the music. The whole bed starts vibrating, as Fluttershy huddles and covers her ears against the sonic blitzkrieg. Bloom and Scootaloo, though, are loving every second of it.)

**Sweetie:** Hush now, quiet now, lay your sleepy head

Said hush now, quiet now, it’s time to go to bed

(As she holds the last note, the camera cuts to outside the cottage and pans across its backyard to the chicken coop, whose residents have been spooked into a full panic.)

**Sweetie:** OW!!

**Song ends**

(One bird flaps and squawks past the camera. Behind her, the view shifts back to the bedroom; Bloom and Scootaloo have dived under the covers, but Scootaloo looks up at the sound of the panicked flock.)

**Scootaloo:** What is that?

(All three look toward the half-open window. Cut to Fluttershy, who finishes putting everything back on the mantelpiece, and pan to follow her turn toward the bed. She gasps upon finding it empty, then looks out the window; outside it, the light comes on and she opens it fully for a look.)

**Fluttershy:** Girls! (Zoom out; the Crusaders are in the backyard.)

**Bloom:** Fluttershy, your chickens are on the loose! (Cut to them on the end of this, then back to Sweetie.)

**Sweetie:** (pensively) I wonder what could have caused that.

(Bloom and Scootaloo glance disgustedly at her—“is she really that dumb?”—and Scootaloo addresses the window.)

**Scootaloo:** Don’t worry, Fluttershy! (saluting, winking) The Cutie Mark Crusaders will handle this!

**Sweetie:** Cutie Mark Crusader chicken herders! (as all three race off) Yaaaaay!

**Fluttershy:** No…I don’t think that’s a…come back!

(Ground level, in the fenced-off chicken yard; the fillies chase the birds back and forth.)

**Fluttershy:** (from o.s.) Please… (She lands here.) Come on, girls, the chickens are fine…oh…girls…

(One of them roosts on her head; this move, coupled with Sweetie’s lunge toward it, finally makes her blow her cool.)

**Fluttershy:** Girls!

(All three stop in their tracks, Scootaloo and one chicken peeking out from beneath the ramp that leads to the coop entrance. Eyeing the one still perched on her head, Fluttershy clicks her tongue and gets it to drop to the ground, then gently nudges several back toward the coop.)

**Fluttershy:** Come on…(They stop on the ramp.) …in you go…

(What she gets is a chorus of uncooperative cackling that annoys her considerably. With no warning, the meek pegasus leans in with eyes wide open, giving the poultry a good view of a surprisingly intense gaze that has not been seen on camera since the end of “Dragonshy.” This can only be the “Stare” that Rarity referred to in Act One. Her chickens’ noise gives way to frightened little squawks, and they slowly back up the ramp as the Crusaders watch, dumbstruck. She gives them a final one-eyed dose to persuade them to enter the coop, where three briefly get stuck abreast in the entrance before popping in. After they have done so, she resumes her usual sweet demeanor.)

**Fluttershy:** There’s some good chickens. (Cut to the Crusaders; she continues o.s.) Okay. (Zoom out; she turns to them.) You three. Isn’t it about time you got into bed?

**Crusaders:** But— (Close-up of them.)

**Fluttershy:** (from o.s.) Please?

(They drop their heads sadly, getting a little smile from her in return. Wipe to the darkened bedroom, where she has tucked them back in and is on her way out.)

**Fluttershy:** So, no more crusading for tonight, all right?

**Scootaloo:** Yes, Fluttershy!

**Sweetie:** We promise, Fluttershy!

**Bloom:** Good night, Fluttershy! (They close their eyes.)

**Fluttershy:** Okay. (Zoom in on the bed, putting her o.s.) Good night.

(The retreating sound of her hooves marks her exit from the room. Almost immediately after she has left, each Crusader pops one eye open to make sure the coast is clear. They keep their voices down through the rest of this act.)

**Scootaloo:** Okay, so what kind of crusading do we do next?

**Bloom:** There’s not much we can do from this room— (Close-up.) —unless we become Cutie Mark Crusader cottage cleaners. (Pan to Sweetie.)

**Sweetie:** (drawn-out, nervously) No thanks.

(She is perhaps remembering the fiasco that occurred in the prologue. Outside the window; Bloom peeks out.)

[Animation goof: Sweetie’s mouth moves on Scootaloo’s line.]

**Bloom:** Well, we have to think of somethin’. We can’t just waste this opportunity to find out what our special talents are…hey, girls! (The other two join her.) Look!

(Cut to an overhead shot of the chicken yard; there is a hole in its fence and a set of tracks leading out. Zoom in on these.)

**Bloom:** (from o.s.) Some of the chickens may have escaped!

(Pan to follow them to an opening in the backyard fence and onto a path leading away, then zoom out. It leads…)

**Sweetie:** (from o.s.) Into the forest! (Back to the window.)

**Crusaders:** (trading high fives) Cutie Mark Crusaders chicken rescuers are go!

(Inside, they peek over the top of the stairs and the camera pans/tilts down to the sound of Fluttershy’s sigh. She is relaxing on the couch.)

**Fluttershy:** It really wasn’t that hard. (Zoom in; she closes her eyes and the Crusaders peek over the back.) I mean, all I needed to do was just show them who’s in charge. (They sneak toward the door, all wearing their capes.) Nothing’s gonna get past Fluttershy. Good with animals, good with kids.

(Outside, the three hustle across the backyard, following the chicken tracks. Scootaloo gets her cape snagged on a fence post at the property’s edge, but she tears loose and leaves a red scrap behind.)

**Scootaloo:** Wait up!

(They disappear into the forest. Dissolve to a close-up of Fluttershy, dozing on the couch.)

**Fluttershy:** Mmm…peace and quiet. (Eyes pop open; she sits up with a gasp.) Too quiet.

(Cut to the bedroom; she flies up the stairs and gasps as she scopes out the Crusader-free area. Outside, she exits to the backyard.)

**Fluttershy:** Girls? (Inside the coop; she peeks in.) Girls?

(Her eyes pop; cut to her perspective of the nests—one of which is vacant.)

**Fluttershy:** Elizabeak! (Outside again.) She’s missing! (looking back) Girls? (Gasp; she sees the fence hole and tracks.) Oh, no!

(Pan/tilt up slightly to follow the tracks off the property. The scrap of Scootaloo’s cape still hangs on the post over a parallel set of small hoofprints.)

**Fluttershy:** (from o.s.) They must have gone looking for my missing chicken! (She trots into view.) Which means…they must have gone into…

(In close-up, she swallows hard and lets one ear droop as the camera zooms in. Her eyes contract almost to points.)

**Fluttershy:** (shivering) …the Everfree Forest!

(Fade to black.)

Act Three

(Opening shot: fade in to the path leading into the forest. Fluttershy trots resolutely along it.)

**Fluttershy:** Those girls have really done it this time! They’ve really bitten off more than they can chew… (She stops.) …oh, just like me. I never should have offered to watch them.

(The wild path looms before her; taking a deep breath, she puts her wings to work and flies ahead. Wipe to a close-up of Bloom, seen from the flanks down as she ventures on, followed by Scootaloo, then cut to an overhead view. Sweetie is leading them, and the glowing-eyed silhouette of an owl hoots from a tree branch.)

**Bloom:** Here, chick-chick-chick-chick-chick! (She squawks; close-up.)

**Scootaloo:** What are you doing?

**Bloom:** Callin’ for the chicken.

**Scootaloo:** That is not how you call a chicken.

**Bloom:** Oh, and you know how to call a chicken. (Close-up of Scootaloo.)

**Scootaloo:** I know that’s not the way. (Pan to Bloom.)

**Bloom:** Then show me. (Longer shot, framing both. Sweetie has gone ahead.)

**Scootaloo:** I don’t have to show you!

**Bloom:** You’re just chicken.

**Scootaloo:** Am not!

**Bloom:** Oh, wait! Now I know how to call a chicken! (singsong) SCOOTA-LOO-OO!! SCOOT- SCOOTA-LOO-OO!!

(They have stopped in front of a pitch-dark cavern, inside which quite a few glowing eyes open due to Bloom’s “call.” They move ahead again.)

**Scootaloo:** That’s so funny I forgot to laugh!

**Bloom:** You also forgot how to call a chicken. (She blows a raspberry.)

**Scootaloo:** Why, you—

**Sweetie:** (from o.s.) Come on, guys. (Cut to her; a branch creaks in the wind.) We’re not gonna find the chicken or our cutie marks by arguing.

**Bloom:** Maybe that’s our special talent! Arguing!

**Scootaloo:** Is not!

**Bloom:** Is too!

**Scootaloo:** Is not!

**Bloom:** Is too! (turning to present her haunch) Anything yet?

**Scootaloo:** Nope.

**Bloom:** Darn! (They laugh in the wind, then carry on.) Here, chick-chick-chick-chick. (Squawk.)

(Quick pan back to Fluttershy, who has reached the owl and is trying not to let nerves do her in.)

**Fluttershy:** Girls? (Gulp.) Girls?

(She huddles down with a little whimper as the wind kicks up; extreme close-up of her eyes, which flick from side to side and then constrict in terror. A gasp, and the camera shifts to frame all of her, now upright again.)

**Fluttershy:** (to herself) Get a hold of yourself, Fluttershy… (moving on) …just put one hoof in front of the other.

(Which works fine until she steps on a fallen branch; its snap causes her to yelp and back up.)

**Fluttershy:** What was that?

(She screams shrilly and gallops ahead at full speed upon running into a tree. When she gets her eyes aimed straight ahead, the camera cuts to her perspective of the path—with Twilight’s silhouette framed against the night sky.)

**Fluttershy:** Twilight? (Back to her.) Is that you?

(A hopeful little smile plays across her face as she reaches the inky figure and stops. Zoom in.)

**Fluttershy:** Oh, Twilight, it is you! (Close-up of her and Twilight’s tail.) Thank goodness you’re here. I need your help.

(Cut to the moon overhead; clouds drift away so that its light shines full.)

**Fluttershy:** (from o.s.) The girls are out here somewhere— (Back to her.) —and I’m afraid that they’re—

(She cuts herself off once enough of the moonlight has illuminated the unicorn’s figure to give her a full view of it. A close-up reveals that “statue” would be a better word, as the unicorn proves to be made of solid rock, her eyes wide and her mouth hanging open in surprise. Fluttershy’s terrified gasp is heard, and she reaches into view to touch the face.)

**Fluttershy:** (from o.s.) What’s happened to you?

(It topples over as she voices a strangled cry.)

**Fluttershy:** Oh, no! If you’ve been turned to stone, it must mean…oh…oh, no! The girls! (She takes off ahead, then zips back.) Don’t move! I’ll be back for you. (She flies ahead o.s.) Girls!

(Wipe to a close-up of the chicken tracks, panning to follow them.)

**Scootaloo:** (from o.s.) Is not! (Zoom out; the Crusaders are following.)

**Bloom:** Is too!

**Scootaloo:** Is not!

**Bloom:** Is too!

**Sweetie:** Girls! (All stop.) Our special talent is not arguing! Besides, what would the cutie mark of somepony whose talent is arguing even look like?

**Fluttershy:** (from o.s.) Girls? (Tilt up; she swoops past the treetops.) Girls?

**Sweetie:** (from o.s.) Fluttershy? (She lands in front of them.)

**Fluttershy:** Girls! Thank goodness I’ve found you!

**Bloom:** Fluttershy, what—

**Fluttershy:** (backing them up) Girls, we have to leave the forest at once.

**Sweetie:** But—we haven’t found the chicken yet.

**Fluttershy:** There’s no time for that. There’s a cockatrice on the loose!

**Bloom:** A cocka-what now?

**Fluttershy:** A cockatrice! (rapid fire; zoom in slowly) It’s a frightening creature with the head of a chicken and the body of a snake. Now come on!

**Sweetie:** (now o.s.) The head of a chicken and the body of a snake? (Fluttershy gasps on this; cut to the Crusaders passing her and smiling.)

**Scootaloo:** That doesn’t sound scary, that sounds silly.

**Bloom:** Why, if I ever saw one of them cocka-thingies face to face, I’d laugh at how silly it was!

(She runs flat into Fluttershy without realizing it; the others stop as well.)

**Fluttershy:** No! Never look one in the eye. (The missing chicken, Elizabeak, runs out of a bush.) If you look a cockatrice in the eye—

**Bloom:** The chicken! (The Crusaders dash after her.)

**Fluttershy:** Girls! Wait!

**Crusaders:** Here, chick-chick-chick-chick!

(Elizabeak runs squawking through the forest. The Crusaders follow it, mimicking the sound, but stop at the sound of a low guttural roar. Sweetie is the first to spot something; cut to her perspective of a bush behind the other two, from which a white feathered head protrudes.)

**Sweetie:** (pointing) There he is! (An identical head pops up; back to them.)

**Scootaloo:** Two chickens?

**Bloom:** I-I thought only one escaped! (Close-up of one head.)

**Sweetie:** (from o.s.) Grab them both!

(Bloom reaches into view for the snatch, but Elizabeak jumps clear and drops out of sight. Pan to the other head as she steps up to eye it closely. It whips back into the bush, then rises again as she stares in bewilderment. The head is attached to a long, winged, snakelike body with a pair of chicken legs near the front end to allow for running movement. That same grating roar throws a genuine scare into the would-be poultry wranglers, and it opens its eyes fully to expose them as beady red orbs; the beak, filled with deadly pointed teeth, lets off a raucous screech.)

(Elizabeak is thrown into a noisy panic, running to and fro; when the cockatrice hits the ground, its glare petrifies her in seconds. The stone bird drops headfirst and ends up half-buried in the dirt, right in front of the Crusaders. As the beast turns its attention to them, they bail out with a three-part scream. Scootaloo, in the lead, stumbles on a rock and goes down, taking the other two with her; they end up inches from the toppled Twilight, whose face has been slimed by a passing snail. A quick zoom in on her is marked by a gasp from the Crusaders; next they get up and look her over, ready to jump right out of their hides.)

**Fluttershy:** (from o.s.) See? (She lands behind them.) Now we have to—

(Her sudden arrival startles them into a scream that almost rips her mane off; it continues under her next line.)

**Fluttershy:** Girls, please…girls… (They start racing around her.) …listen to me, girls, I, uh…please!

(No good. She looks off in another direction, gasping as her eyes pop; down the way, the cockatrice emerges from the bushes and starts to close in. She averts and covers her eyes.)

**Fluttershy:** Girls! (Cut to them; she continues o.s.) Behind me, now!

(They fall in before the caterwauling creature gets within hoof’s reach of Fluttershy. Risking a backward glance to make sure they are following orders, she inadvertently turns her eye toward the front. With no warning, just as in “Dragonshy,” she lets her voice lash out with a degree of anger that is a complete turnaround from her usual mild tone.)

**Fluttershy:** You! (backing it up, looking it straight on) Just who do you think you are, going around turning others into stone?

(Caught off guard, the cockatrice recovers and gives her both barrels. As its quarry continues, the camera shifts to point out the fact that she is slowly being petrified from the tail forward.)

**Fluttershy:** 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!

(Sweating buckets, it drops to the ground with a shocked gasp, then redoubles its effort. Extreme close-up of Fluttershy’s supremely fed-up face.)

**Fluttershy:** Now you go over there and turn Elizabeak and my friend Twilight back to normal—

(During this, she opens her eyes fully to give the cockatrice the same Stare she used on her chickens; it has the same effect now as it did then.)

**Fluttershy:** —and don’t ever let me catch you doing this again!

(Cut to the Crusaders, whose apprehensive looks turn to smiles, then back to Fluttershy. The stone transformation, which has spread to the entire rear half of her body, cracks away like an eggshell to leave a perfectly normal yellow pegasus.)

**Fluttershy:** Do you understand me?

(It can only manage a timid little nod and sound of agreement, after which it runs yelping for the trees. The Crusaders watch it flee, the camera panning to them.)

**Fluttershy:** (from o.s.) Are you girls all right? (Zoom out to frame her.) I was so worried.

**Scootaloo:** Yeah, fine.

**Sweetie:** Thanks to that Stare of yours. (Scootaloo leans in.)

**Scootaloo:** You’re like the queen of Stares! You’re the— (Bloom, Sweetie ditto.)

**Crusaders:** —Stare master! (They back off; cut to Sweetie.)

**Sweetie:** We’re sorry we snuck out of the house and into the forest. (Pan to Bloom.)

**Bloom:** Yeah. We’ll listen to you from now on. (To Scootaloo.)

**Scootaloo:** We promise.

**Fluttershy:** (playfully narrowing her eyes) Oh, you do, do you? Well, you better, or I’ll give you…the Stare!

(Turning her head sideways, she aims one eye at them and succeeds in hypnotizing Scootaloo, much to her own surprise. Once the latter recovers from her trance, all four have a good laugh. Zoom out slightly as a flesh-and-blood Twilight walks up, looking and sounding more than a little out of it.)

**Twilight:** (shaking head a bit) What…what happened?

(Squawks from o.s. get the attention of all five; down the way, Elizabeak has recovered as well and is flapping furiously, trying to pull herself out of the dirt.)

(Dissolve to Fluttershy’s backyard fence and pan toward the cottage as the Crusaders gallop by, laughing. It is now the following morning, and she and Twilight are seated on cushions at a table out here. A teapot and two cups are set up here, and Twilight is levitating a quill and scroll overhead to write up a report.)

**Fluttershy:** And that’s when it brought you back from stone.

**Twilight:** This is gonna make quite a letter to the Princess. I was wrong about you. (Cut to Fluttershy; she continues o.s.) You certainly do know how to handle those girls.

**Fluttershy:** Oh, I wouldn’t go that far.

**Twilight:** Hmm? How so?

**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. (Scroll rolls up.)

**Twilight:** You and Rarity both. (addressing herself o.s.) Good morning, Rarity. (She walks up.)

**Fluttershy:** Did you finish all those capes?

**Rarity:** (sighing with relief) Just delivered them. (walking to Fluttershy) I have to admit, if you hadn’t come along, I might not have. (She nuzzles Fluttershy’s cheek briefly.) Thanks again.

**Fluttershy:** Won’t you stay for some tea?

**Rarity:** I really must get back to the shop and clean up. (addressing the yard) Girls, get your things. Time to go.

(Back to Twilight and Fluttershy, whose shared smile is broken by the urgency of Rarity’s next words.)

**Rarity:** (from o.s.) Girls! (She sees them still playing and laughing.) Girls! Time…oh…girls! Your things! (with rising impatience) Girls…it’s time to…girls! (Fluttershy steps up.)

**Fluttershy:** Allow me. (She clears her throat.) Girls…

(They instantly fall quiet and fall in, one by one.)

**Bloom:** Yes, Fluttershy.

**Scootaloo:** You called?

**Fluttershy:** Go and get your things. (Cut to them; she continues o.s.) Rarity is here to see you home.

**Sweetie:** Of course, Fluttershy! Right away!

(They zip off, leaving one full-grown and very puzzled white unicorn in their wake.)

**Rarity:** H…how did you…how did you do that?

(Fluttershy just tips a wink over her shoulder and gets a big smile from Twilight.)

**Fluttershy:** I guess I’m just as good with kids as I am with animals.

(The Crusaders gallop past, all wearing their saddlebags and shouting thanks to their unconventionally successful babysitter.)

**Rarity:** (sheepishly, walking o.s.) Uh…speaking of which, I could use your help with Opal.

**Fluttershy:** Of course. How about later today?

(A loud, displeased yowl is heard from o.s., and the camera cuts to Rarity as she turns to present her other flank to the camera. Opal is here, with all four sets of claws dug in to attach herself firmly to the white hide.)

**Rarity:** How about…now?

(She winces at the pain those claws are obviously causing her. Back to Fluttershy, now joined by Twilight; a yowl and strained moan float over to them and they laugh softly. Fade to black.)