**SCARE MASTER**

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Prologue

(*Opening shot: fade in to a close-up of one of Fluttershy’s cottage windows, seen from inside. The darkening sunset sky can be seen through the glass, but the pegasus pays no mind as she flies into view and hurriedly pulls down the shade. She does the same to another window as her rabbit Angel, a spider, and a bear watch, then pulls the curtains closed on a third. A noise draws her unsettled gaze off to one side; pan quickly in that direction to a fourth window swinging open in the breeze and banging against the frame.*)

**Fluttershy:** Fuzzylegs, do you think you could secure those windows?

(*The spider throws her a salute and shoots two strands of silk across the room, snagging the errant panes and pulling them shut. Now Fluttershy turns to a group of birds on a perch.*)

**Fluttershy:** And you’ll alert me if anything scary comes close to the cottage? (*They nod and chirp an affirmative.*) Oh, who am I kidding? *When* something scary comes close to the cottage! (*to the bear*) *Please* tell me my hiding place is ready!

(*A smiling ursine nod and growl. Cut to within a darkened area, a length of hanging cloth cutting off the light beyond; the bear’s claws reach into view underneath this and pull up part of it. Fluttershy crawls partway through the opening and looks in, features rearranging into a look of surprise and then relief.*)

**Fluttershy:** Oh, look. You’ve filled it with everything I need to survive this awful night.

(*The camera cuts to her perspective, panning slowly across the space—a small, low-ceilinged enclosure hemmed in by cloth hangings and stocked with stuffed animals, pillows, books, food, and a vase of flowers. A lantern gently glows yellow. After she finishes, cut to her bedroom; she is peeking in under her bed at the homemade panic room she has assembled there, and the bear is holding up the edge of the quilt for her. Pulling her head out, she gives the big lug a big hug as it lets go of the cloth.*)

**Fluttershy:** Thank you. (*The other animals gather around.*) Thank you all. (*Close-up.*) Now I don’t have to step a hoof outside until this whole thing is over.

(*Her reverie is broken by a tug on her mane; tilt down to floor level, where Angel lets go of the pink hair. He indignantly shakes an empty bucket he has procured, then holds it out to her.*)

**Fluttershy:** Oh, no. You don’t have any carrots? (*She leans down to him.*) Do we have any other fresh veggies you may enjoy? (*He growls at her.*) Or maybe some hay?

(*The bucket is flung aside and one white paw gestures imperiously—“snap to, grunt!” Instantly the yellow face grimaces in brain-locking fear.*)

**Fluttershy:** But…that means I’ll need to go out…

(*Cut to outside the bedroom window as she peers out, terrified and shaking from head to hoof.*)

**Fluttershy:** (*barely getting the words out*) …on Nightmare Night!

(*Zoom out quickly to frame the whole cottage and the front walk. Lightning rips the sky as a few costumed revelers make their way past. Snap to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a patch of sky above the Ponyville rooftops. Nightmare Night decorations are already on display as they were in “Luna Eclipsed,” and ponies at all altitudes continue with the setup job as the camera tilts down to street level. Fluttershy advances fearfully into view, doing her best not to bolt at the sound of a distant firecracker and the sight of a ghost-marked balloon that drifts by on the breeze. Pan quickly to a jack-o’-lantern on a windowsill, then cut back to her; she backs away ever so warily, but relaxes upon spotting Amethyst Star and Twinkleshine standing at a tent and laughing at something within. Their combined magic causes several toy spiders to drop from the ceiling on strings, throwing a fresh scare into her and sending her backpedaling again.*)

(*She backs up into a wall and swivels to face it, getting an eyeful of the spider and pony skeleton hung up in the nearest window. This startles her into a long gasp, hoof pressed to her chest, as three foals walk past behind her.*)

**Foals:**  Nightmare Night, what a fright!

(*She relaxes upon seeing them and hearing the old chant.*)

Gimme something sweet to bite!

(*They wheel to face her, each showing off a set of fake teeth—two with fangs, the third with crooked buck teeth—and she gasps and bugs out. The foals stare confusedly after her for a moment, then continue on their way.*)

**Foals:**  Nightmare Night, what a fright!

Gimme something sweet to bite!

(*On the second line, the camera cuts to a close-up of Big Macintosh, clamping his teeth onto the rope cinched around one of several hay bales on the ground, and zooms out. He flips it into a wagon already piled high, and Granny Smith is tying up another one. The foals’ chant fades into the distance over this. Macintosh shifts a second into the wagon; in close-up, the third one he lifts reveals a shivering Fluttershy hunched down beneath the vehicle.*)

**Granny:** (*from o.s.*) Fluttershy? (*Peek out; cut to the pegasus’ perspective of both Apples.*) What are you doin’ out and about? It’s Nightmare Night, remember? (*Back to Fluttershy.*)

**Fluttershy:** How can I forget? (*She glances at a bale still on the ground and smiles hopefully.*) Oh, I don’t suppose I could borrow a few pieces of hay from you. (*Crawl out; stand up.*) I forgot to stock up on food for Angel, and you do seem to have quite a lot. (*Macintosh tosses his bale into the wagon.*)

**Granny:** We need it for the Apple family haunted maze. (*spooky voice, waving forelegs about*) The scariest maze that there ever was. (*She leans into Fluttershy’s face.*) Who knows what lurks inside?

**Fluttershy:** Oh, I’m sure I don’t. (*Granny leans over her back, feigning alarm.*)

**Granny:** Is that the mummified pony that just leaped out at you? (*Fluttershy crumples to the ground as she speaks, ending up on her back.*)

**Fluttershy:** I don’t know! (*pulling a bale over herself*) Is it?

**Granny:** (*reaching over it past her*) And what’s that crunchin’ sound beneath your hooves? Maybe it’s the bones of ponies that didn’t make it out alive! (*Fluttershy shoots upright.*)

**Fluttershy:** (*shaking all over*) B-B-B-Bones?

**Granny:** And are those peeled grapes— (*Close-up; eerie light shines on her eyes as they counter-rotate.*) —or a thousand slimy eyeballs starin’ at you from beyond the grave? (*Normal light resumes.*)

**Fluttershy:** (*on the edge of a breakdown*) Please tell me they’re grapes!

**Granny:** (*slyly*) Oh, I’ll never tell.

(*She rears up and lets go with a cracked, cackling laugh as a lightning strike silhouettes her against the evening sky. Having had quite enough, Fluttershy voices a cry of pure fear and gallops headlong away from the mad matriarch and her grandson.*)

**Granny:** Huh. I wonder what got stuck in her craw.

(*To which Macintosh just gives her a slightly weary “are you kidding?” sort of glance. Dissolve to the exterior of Twilight Sparkle’s castle, the camera tilted to frame it at a slightly off-kilter angle. Hanging from a dead tree branch in the foreground is a stone slab into which a crown has been crudely carved. A thin mist wreathes the ground as more lightning rips across a sky that has now darkened into night. The uppermost window is the only one lit. Fluttershy steps slowly into view toward the castle, the camera zooming out slowly to frame her as she shoots a panicked glance over the countryside.*)

(*Cut to an overhead shot of the entrance hall, dimly lit, as she eases one of the double doors open and risks a look inside. Her next two lines echo slightly.*)

**Fluttershy:** Twilight?

(*Ground level, she inches along the carpet, hooves clopping softly but coming through loud and clear in the stillness.*)

**Fluttershy:** Hello?

(*A faint rustling sound freezes her in place; up ahead, an eerie glow spills from around a corner and a huge, hunched, reptilian shadow shambles along the far wall. Fluttershy develops a very bad case of the shakes and, after holding her tongue as long as she dares, cuts loose with a scream. The source of the shadow proves to be Spike, suited up in a dragon costume colored almost identically to his own hide. His head, arms, and legs remain uncovered, a not-quite finished second head is stitched onto one shoulder, and two extra hind legs are attached ahead of the tail—he is posing as a two-headed dragon.*)

**Spike:** You think it’s scary now, just wait until it’s done. (*The fake head droops; he hoists it up and walks toward her.*)

**Fluttershy:** That’s okay. I’ll take your word for it. (*Spike struggles with it a little more.*)

**Spike:** Hey…wait a minute. It’s Nightmare Night, and you’re here and— (*smiling*) —not holed up in your cottage. (*excitedly*) Does this mean what I think it means?

**Fluttershy:** (*rapid fire*) 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:** (*deflated*) 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. (*He nods the fake head.*)

**Fluttershy:** Oh. 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:** It would make them so happy if you joined in! They wouldn’t believe their eyes! Come on, Fluttershy. (*Cut to her; he continues o.s.*) What do you say?

(*She turns this over a few hundred thousand times, her cogitations interrupted by the sound of laughter from far overhead. Tilt up into the heights of the entrance hall and fade to black.*)

**Pinkie Pie:** (*voice over, ominously*) And then…

(*The tilt stops, bringing the camera to rest on a silhouette of her head. Behind her is the dimly lit castle library.*)

**Pinkie:** …it got very, very quiet. And suddenly they realized— (*A light snaps on, illuminating her face; she raises a lantern.*) —the balloons had never been inflated!

(*Cut to just behind her. She has been telling this tale to Twilight, Applejack, Rainbow Dash, and Rarity, all seated on their haunches before her on the floor; the four scream in fright, then break out into a round of hearty laughter. Once they settle down, Rarity shifts into ghost-story mode and floats the lantern over to herself.*)

**Rarity:** Did I ever tell you about the night that the mannequin came to life and haunted all the costumes? (*Rainbow leans over to her.*)

**Rainbow:** What happened? (*Rarity rolls her eyes and shifts back to her usual tone.*)

**Rarity:** I just told you, darling. A mannequin came to life. Haunted all the costumes.

(*This bite-size yarn is enough to spook a short, sharp cry out of Pinkie and make her fall onto her back. Rarity lets the lantern settle to the floor.*)

**Fluttershy:** (*from o.s.*) Hi, everypony!

(*All the lights come on as Pinkie sits up, and the five mares yell in fright. Zoom out to put Fluttershy partly in view in the fore.*)

**Twilight:** Fluttershy— (*Cut to the pegasus and dragon; she crosses to them.*) —what are you doing here? Is everything okay?

**Fluttershy:** Everything is fine. (*crossing to others*) In fact, it’s more than fine. I’ve decided to join you in your Nightmare Night festivities.

(*Rainbow is first to work up a response, prefacing it with an incredulous scoff.*)

**Rainbow:** Seriously? You? Out? Tonight?

(*An incensed Rarity steps over, gives her a “shut it” nudge in the chest, and backs off. Twilight and Spike cross to the others.*)

**Fluttershy:** Every Nightmare Night, I shut myself in my cottage and refuse to come out until morning. (*Close-up.*) 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 have found out how much I enjoy it. (*Zoom out to frame Applejack.*)

**Applejack:** And we’d have missed out on how great you sound.

(*A reference to “Filli Vanilli.” The farmer’s words bring a blush to the yellow cheeks.*)

**Rarity:** (*from o.s.*) Fluttershy with us on Nightmare Night? (*Cut to her.*) Why, that’s positively the most wonderful news I’ve heard in ages! (*Pinkie zips over to Fluttershy.*)

**Pinkie:** (*hopping around, with growing enthusiasm*) You could get dressed up in a costume with us and play Nightmare Night games with us *and* eat candy apples with us? (*Applejack whips across and throws a foreleg around Pinkie’s shoulders.*)

**Applejack:** Don’t forget the best part—goin’ through my family’s corn maze!

(*The pink and orange-tan faces bust out in big squeaky grins, but the yellow one is absolutely flummoxed.*)

**Fluttershy:** Oh, right. The maze.

**Applejack:** Uh… (*crossing to Fluttershy, touching her shoulder*) …o-only if you’re up for it. (*Close-up; she backs off and Fluttershy forces a smile.*)

**Fluttershy:** Oh, I am. I am ready to take on Nightmare Night.

(*A round of cheers from the o.s. others sends her diving to the floor; cut to them. Once their jubilation fades out, her soft whimper floats across and the camera zooms out to frame her huddled on the floor. She comes out of it with a weak laugh and looks back toward them.*)

**Fluttershy:** Just practicing.

(*A grin and another laugh fail to reassure the gang. Fade to black.*)

Act Two

(*Opening shot: fade in to a tree bough liberally hung with toilet paper. Rolls are tossed back and forth, after which the camera cuts to a long shot of the tree. It stands next to the Carousel Boutique, and the laughing Cutie Mark Crusaders are the perpetrators. They gallop off—Apple Bloom as a platypus, Scootaloo as a Wonderbolt, Sweetie Belle as a French noble-pony complete with tall powdered wig.*)

(*Cut to an extreme close-up of a rack of costumes inside. Rarity’s magic parts them to give a head-on shot of her and Fluttershy in the ground-floor showroom. The unicorn has donned a long blue-violet skirt decorated with green seashells and held in placed by sashes tied across her chest. A seashell clip is fixed to her mane above one eye, and small, pale yellow spangles have been sprinkled into her mane. Outfits are slid across, one by one, as she names them.*)

**Rarity:** Mummy?…No…Headless pony?…No…Vampire fruit bat?…Ugh, definitely no.

(*The “mummy” outfit is a mass of bandages with a gold neck piece. The “headless pony” costume is a short, ragged cloak tied with a piece of rope. “Vampire fruit bat” features a sleeveless, dark gray dress whose skirt is decorated in a cobweb pattern, as well as fake ears and wings. With no more ideas forthcoming, Rarity magically slides the entire rack away.*)

**Rarity:** You see, Fluttershy—

(*Longer shot of the two mares. Now her blue-violet seashell foreleg shoes are seen, as is the fact that her skirt has a scaly pattern and tapers/shades down into a long, blue-green fishtail. It has blue-violet fins that drag the ground, completing her outfit—a mermaid.*)

**Rarity:** —the beauty of Nightmare Night is that you *don’t* have to dress up as something scary.

(*She gently pokes Fluttershy’s nose on “don’t,” then turns to summon another rack—inadvertently slapping the pegasus in the face with her fishtail. Extreme close-up of the outfits; an ornate gown in shades of light blue is selected and floated off.*)

**Rarity:** (*from o.s.*) Ooh, yes! (*She hovers it in front of Fluttershy.*) This one will look gorgeous on you. Period costumes are all the rage this year. (*Uneasy reaction.*) What? No good?

**Fluttershy:** 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:** Huh…I never…considered that. (*turning to rack, floating gown away*) Never fear.

(*The pivot leads to a second fishtail slap, but she does not notice while humming to herself a bit. The blue outfit gets hung up and she rustles behind the rack before inspiration strikes.*)

**Rarity:** Ohhh! (*Her magic picks out a new one.*) Now *this* is a real stunner.

(*“This” is floated off the rack: a simple, sleeveless dark dress and a blue eye mask decorated with small gems and long multicolored plumes, with an extra one above each eye trimmed to a wing shape.*)

**Rarity:** I call it “Masquerade”! (*She maneuvers the pieces down to Fluttershy.*) Just a simple black dress underneath— (*Close-up of the yellow face; the mask hovers down to it and she continues o.s.*) —but with this ornately decorated mask!

**Fluttershy:** (*unsettled*) A mask? (*She pushes it away.*)

**Rarity:** No?

**Fluttershy:** They can just be so difficult to see out of. (*Rarity brings it to her own eyes.*)

**Rarity:** Yes, but this one has eye holes.

**Fluttershy:** W-What about being able to see what’s to the left or right of me? (*Brief pause.*)

**Rarity:** (*floating mask off*) I suppose your vision *would* be somewhat obscured. (*Send it away.*) It’s your first Nightmare Night out and about, and we do want you to be comfortable.

**Fluttershy:** (*taking hold of dress*) What if I just wear the dress? (*She flips it onto her back and heads for the fitting rooms.*)

**Rarity:** (*caught off guard*) Oh…sure, dear. That’s…fine. (*to herself*) It’s so plain, it’s frightening!

(*The sound of the opening front door draws her eyes away, and the quiet clop of approaching hooves prefaces two of them stepping partly into view. One belongs to Twilight and is clad in a gold bracelet and hung with a loose cloth; the other, booted, hovers just off the ground and is Rainbow’s.*)

**Rarity:** (*beaming*) Oh, my!

(*Cut to a slow pan across the rest of her friends. Pinkie: sparkly, light blue tank top; violet/light-blue shorts, hind-leg socks, and headband; violet lightning bolt framing one eye; white roller skates with violet bows on all four hooves; mane gathered into two huge puffs on the sides of her head. Twilight: gold armor similar to that worn by the Royal Guard stallions, with a red helmet crest; bracelet on one foreleg; hock guards on both hind legs; white cravat tucked into the armor, free end hanging down the bracelet-clad leg; white/gold pteruges—see “For Whom the Sweetie Belle Toils” for full description—covering her midsection. Rainbow: white astronaut jumpsuit with an integrated skintight cap that covers her mane and ears; light green boots on all hooves; transparent domed helmet. Applejack: full-body lion costume that leaves only her face, forelock, and tail exposed; fake nose/whiskers/ear covers; tail braided, no hat.*)

**Rarity:** (*from o.s.*) Look at all of you! My costumes fit you to a T!

**Applejack:** Hoo-wee! We’re gonna have the best time!

(*The squeak of the fitting room door cuts in; zoom out slightly to put Fluttershy’s chin and the end of her mane in the fore as all five look toward her, registering surprise. Rainbow’s voice reverberates slightly due to her helmet and will do so whenever she is wearing it throughout the remainder of this episode.*)

**Rainbow:** Hey, Fluttershy, where’s your costume?

(*Cut to the timid pegasus, who has put on the Masquerade costume dress.*)

**Fluttershy:** I’m wearing it.

(*Pinkie scratches her chin, thinking a second, then gasps as a brainstorm hits.*)

**Pinkie:** I get it! (*rolling past her*) You’re a robber escaping into the night! (*Head shake; she returns, balancing on one hind leg.*) You’re a *ninja* escaping into the night! (*Head shake; she rolls up to point-blank range on all fours.*) You’re black licorice escaping into the night!

**Fluttershy:** Close. (*pushing gently; Pinkie rolls backward o.s.*) I’m going to a masquerade ball—without the mask.

(*She smiles behind her hoof as the nut coasts back and trips on Rarity’s fishtail, coming down hard on her back. After a rather uncomfortable silence, Twilight forces a smile onto her face.*)

**Twilight:** Ohhhh! (*nudging Rainbow*) That’s great! Isn’t it great?

(*After Pinkie stand again, she, Applejack, and Rainbow speak up; the next three lines overlap.*)

**Applejack:** Uh…great costume!

**Pinkie:** So creative!

**Rainbow:** Oh…yeah!

(*Fluttershy allows herself a pleased little smile. Dissolve to a close-up of a crudely drawn picture of Nightmare Moon, horn missing and tongue hanging out. A couple of small black horns have been attached to her billowing mane in random spots, and another floats into view under Rarity’s control and sticks itself onto the neck. A zoom out shows this game—a Nightmare Night version of Pin the Tail on the Pony—stuck to a wall on the ground floor of Sugarcube Corner, with another horn affixed to the dark foe’s tail. Rarity magically removes the blindfold that covers her eyes, having just taken her turn, and walks back toward the group. Pinkie finishes tying the cloth over Rainbow’s eyes, the latter having removed her helmet.*)

**Pinkie:** I figured I’d save the *really* scary games for next year when Fluttershy’s more used to it.

(*Close-up of Fluttershy on the second half of this line; she blushes and lets her ears droop in embarrassment. Zoom out as Twilight gives her shoulder a reassuring pat; next Pinkie grabs hold of Rainbow’s rump and heaves hard enough to set her spinning in place as a varicolored blur. Cut to a slow pan across the other five.*)

**Other five:**  ’Round and ’round and ’round you go.

Where you stop, nopony knows!

**Pinkie:** Okay… (*A hoof stops Rainbow.*) …go!

(*Seemingly unaffected by this attempt to wreck her sense of direction, the blue flyer flips and leaps and whirls her way toward the drawing. The paper horn in her teeth gets stuck onto the end of its nose, closer to the correct spot than any of the other tries.*)

**Rainbow:** Hah! (*She pulls off the blindfold and picks up her helmet.*) Good luck beating *that*, Fluttershy!

(*Plunk it back on her head. The next player up seems more than a little reluctant.*)

**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.

(*All the levity goes out of the room in an instant, but Rarity tries to bring it back with a humoring smile. In the process, though, she inadvertently nudges Pinkie hard enough to send her rolling out of view.*)

**Rarity:** That’s fine, darling. (*A crash marks meeting of mare and wall.*) You don’t have to do anything you don’t want to.

**Twilight:** (*touching Fluttershy’s shoulder*) We’re just glad you’re here.

**Pinkie:** (*rolling past, basket of apples on back*) We don’t have to finish that game. (*now o.s.*) I have another one I know you’ll love. (*Cut to her, lifting the cargo on one front hoof.*) Bobbing for apples!

(*Zoom out; a quick swivel brings her to a large tub of water on the floor, and she dumps the apples in and tosses the basket aside. Close-up of Fluttershy, whose hard swallow broadcasts her continuing unease.*)

**Twilight:** (*from o.s.*) Fluttershy… (*Zoom out to frame both.*) …what’s wrong?

**Fluttershy:** It’s just that…um… (*Close-up of the floating fruit; she leans into view, reflected in the water.*) …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 is stunned into silence for a moment, but comes out of it with a huge smile.*)

**Pinkie:** (*pushing on tub, sending herself backward*) Time for candy!

**Fluttershy:** It is?

(*Cut to a display case; Pinkie pops up behind it and spreads out five paper bags, each decorated with a rough drawing of one of the other mares.*)

**Pinkie:** I made candy bags. (*Close-up of them, panning slowly along the row and framing her standing behind.*) Each bag has been made with each of you in mind, complete with each of your favorite candies.

(*All of the others save Fluttershy walk/fly over to the spread.*)

**Rainbow:** (*laughing*) Awesome!

(*They take their own bags; only now does Fluttershy ease up to hers in close-up, cringing back as Pinkie pushes it closer.*)

**Pinkie:** Here, take it, take it! What are you waiting for?

**Fluttershy:** Well, it’s just…

(*Cut to inside the bag, the camera pointing straight up through the sweets as the worried blue-green eyes peek in.*)

**Fluttershy:** …what if when I’m eating one of these chewy taffies, my mouth becomes glued shut— (*The counter again.*) —and I can’t scream for help?

(*Her nervous little grin is answered by Pinkie wordlessly taking the bag off the counter and putting it away. Cut to the other four, all staring in hopeless confusion; all but Twilight have stopped mid-chew, and Applejack’s cheeks are speckled with crumbs. Rainbow has dumped her bag into her helmet—which she is still wearing—and stuck the empty onto the curved transparent surface. It falls off as Twilight levitates hers away; back to Fluttershy.*)

**Fluttershy:** 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?

(*Cut to frame all six; she walks away in a funk as Pinkie rolls out from behind the counter. Rainbow has emptied her helmet, Applejack’s face is clean, and these two and Rarity have swallowed their mouthfuls.*)

**Pinkie:** You’re not taking out *all* the fun. (*Close-up of Rainbow.*)

**Rainbow:** (*rolling eyes*) Just, like, ninety per—

(*A magically thrown piece of candy bounces off the helmet, propelled with some force, and cuts her off. Zoom out to frame Twilight as the culprit, sending a dirty look up for good measure.*)

**Rainbow:** (*chastened*) Some of it.

**Fluttershy:** (*from o.s.*) I really want to do this. (*Cut to her at the door; its bottom half swings shut.*) But…there’s just so many things that terrify me about tonight. I couldn’t possibly predict what might upset me.

(*Twilight considers the problem very carefully, stroking her chin, and comes up with a very bright idea.*)

**Twilight:** Unless…*you* were the one doing the scaring!

**Rainbow:** *Her?* Scaring *us?*

(*The very thought sends her into a gale of derisive laughter, which in turn earns her a quartet of very nasty looks and a hurt one. She cuts herself off upon seeing these reactions.*)

**Rainbow:** Oh. You’re being serious.

**Twilight:** (*to Fluttershy*) The thing you hate is being scared. (*coaxingly; close-up of the pair*) But if *you’re* the one doing the scaring, then…

**Fluttershy:** (*catching on*) …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! And I don’t want to get ahead of myself— (*Soft gasp.*) —but I think I have the perfect idea for how I’m gonna do it.

**Pinkie:** (*from o.s.*) Really? (*Cut to her and the others; she squeals with delight.*) This is so exciting!

**Fluttershy:** (*ominously, backing out the now-open door*) Meet me at my cottage in an hour.

(*As soon as she is completely out of view, she pokes her head back in.*)

**Fluttershy:** (*giddily*) Oh, I’m excited to see everypony soon!

(*Duck away again, whereupon the other five trade smiles and grins. Dissolve to the upper reaches of a stand of trees and tilt down to frame Fluttershy’s cottage, all its lights out. The five invitees are on their way up the front walk; cut to just inside the front door. A knock is heard through the boards, and it creaks open to give a head-on view of the group, looking ahead with some degree of befuddlement. A cut to their perspective frames a large round table set with six chairs, a teacup and saucer at all but one of them and a sugar bowl, and a layer of mist swirling around the floor in the darkened living room.*)

\*\*\* *All lines marked with one asterisk (\*) are spoken from o.s. in a spooky tone with a bit of reverberation. \*\*\**

**\* Fluttershy:** Welcome to Fluttershy’s Tea Party.

**Rainbow:** (*to Twilight*) Did she just say “Tea Party”?

**Twilight:** (*smiling uncertainly*) It sounds like it’s a scary tea party?

(*To which the pegasus just gives a disgusted sidelong glance and sighs. The five enter.*)

**\* Fluttershy:** Have a seat. (*They do so; slow pan across the table.*) Don’t be scared of what awaits you. (*A round of smiles.*) Go on. Pass the sugar.

(*Applejack and Rarity both reach toward the sugar bowl, which rests between their places; close-up of this as the unicorn’s magic takes hold and passes it so Applejack can get it in her front “paws.”*)

**\* Fluttershy:** Oh, no! There is none! (*Grimacing slightly, Applejack inverts the bowl and shakes—empty.*) You’re a terrible host! Rarity, put your coat on.

**Rarity:** Why would I do that?

**\* Fluttershy:** You need to cover up, because no one has complimented your dress! (*Slightly disgusted eye roll.*) Pinkie Pie, look to your left— (*She does so; that next seat is empty.*) —and ask your best friend to pass the cucumber sandwiches.

**Pinkie:** Huh? I-I can’t. There’s nopony there.

**\* Fluttershy:** That’s right— (*Close-up of the chair; zoom in slowly.*) —because she didn’t care to show up.

**Pinkie:** (*really confused*) What?

**\* Fluttershy:** A friend who didn’t come through. That must scare you to the core. (*Brief pause.*) Quick! Everypony, look behind you!

(*Zoom out slightly from the table as the edges of a couple of squarish items drop into view. All five mares stare toward these, really perplexed.*)

**Rainbow:** Uh…what are those?

(*A close-up shows them to be five roughly cut wooden panels, each displaying a caricature of a mare in black ink. They hang from strings and clack faintly together as they swing.*)

**\* Fluttershy:** They’re unplanned guests. Your worst nightmare! (*Back to the group.*) You don’t have enough food for them!

(*A wind-up cat doll bounces off the table, just in front of a heavily uninterested Rainbow. Twilight leans in for a look, chewing her lower lip.*)

**\* Fluttershy:** Oh, no! (*Close-up of the jittering plaything, now on the floor.*) There’s a tiny kitten that needs a home! (*Cut to Applejack and Rarity.*) But you are over-scheduled right now. You don’t have time to help!

(*There follows a most awkward silence from the quintet.*)

**\* Fluttershy:** I said, you don’t have time to help!

(*On the end of this line, they all look off to the same side and the camera zooms out to frame a nearby couch—and Fluttershy half-huddled down behind it. Her voice loses its reverberating tone once she is fully in view; once she finishes speaking, she pulls her head down behind the furniture. In close-up, she speaks into a tin can on a string, generating the reverb effect of her previous narration.*)

**Fluttershy:** This should appear to scare you!

(*Her mouth turns up into a little grin, lower lip caught in teeth—“this is gonna be good”—but she is met by a complete lack of bedlam, or any other sound for that matter. Standing up, she peeks over the couch and finds her five friends throwing her a collective funny look. Close-up of them, panning slowly across the table.*)

**Fluttershy:** (*from o.s.*) Why don’t you look terrified? You showed up to a party and everypony was extremely disappointed in you! (*Back to her.*) Can you imagine anything more upsetting? (*Cringe.*)

**Rarity:** (*from o.s.*) It was a really good try, darling. (*Cut to her.*) But the scares at Nightmare Night are of an entirely different nature. (*Twilight crosses to Fluttershy.*)

**Twilight:** It was really creative, though. I-I never would’ve thought of, uh… (*Zoom out; she gestures at the room as a whole.*) …all this!

(*One of the suspended panels comes loose from its string and thuds to the floor.*)

**Fluttershy:** (*crushed*) Oh…I’m just not cut out for this. (*waving others away*) Just go on without me. (*Cut to Applejack and Rarity.*)

**Rarity:** Oh, no! We couldn’t possibly!

**Fluttershy:** (*from o.s.*) You have to. (*Back to her.*) This is the night you look forward to all year.

**Pinkie:** We could…stay here? (*Surprised/irritated look from Rainbow.*)

**Fluttershy:** (*passing table*) It’s okay. I really want you all to have fun. (*now at door; others approach*) This is how I spend every Nightmare Night (*Push it open; they exit.*) Please, go. I’ll be fine. (*Applejack pushes Pinkie slowly out.*)

**Pinkie:** (*to Applejack*) Eh, it’s funny. I actually thought she had an idea for something really scary for a second there. (*Just outside.*)

**Applejack:** She definitely tried her hardest.

(*The door swings shut as the faux lion and the skating maniac make their way down the walk. Cut to Fluttershy, letting her head droop.*)

**Fluttershy:** I did try my hardest.

(*A rapping against wood startles her out of this bout of self-pity, but a zoom out reveals that the door is not the source. Rather, it is Angel, standing on a table with front paws on hips and thumping a hind foot on the surface. Close-up of the furball; he crosses his forelegs and turns his nose up disdainfully.*)

**Fluttershy:** (*from o.s.*) Or…maybe not. (*crossing to him*) I suppose I could have gone with something a bit scarier. (*Big nod; she gathers herself.*) You’re right! I’ve been taking baby steps. I think it’s time for grown-up ones!

(*A confident grin, which turns into a worried look and then a hopeful smile.*)

**Fluttershy:** (*turning to Angel*) I…don’t suppose you have any ideas how I could do that?

(*He turns away from her and toward the camera, rubbing his front paws together with a savage grin and a soft growl—something cooking under those long white ears. Fade to black.*)

Act Three

(*Opening shot: fade in to a tract of land on the grounds of Sweet Apple Acres, shrouded in wispy fog. Lemon Hearts walks into view, costumed as a mouse—ears, long nose/teeth, tail, gray paw-shoes—in the company of an earth pony stallion wearing a ninja’s black hood. Pan away from these two and across the fields; the motion brings the five tea party guests and Spike into view on the start of the next line. They are heading toward the entrance to a maze constructed from tall, trimmed rows of cornstalks; glowing ghosts, skulls, and jack-o’-lanterns are set up on poles within and without, and a gnarled, bedecked tree stands at the center. Cobwebs and strings of lights mark the front wall, a banner decorated with a silhouette of Nightmare’s head is strung over the entrance, and a few jack-o’-lanterns rest on hay bales outside.*)

**Applejack:** Everypony’s linin’ up for the corn maze, y’all. Let’s go! (*Close-up of them; Spike has finished his costume’s second head.*)

**Spike:** Aw, yeah! I can’t believe we’re finally doing this!

(*The camera zooms out slightly to frame the edge of a dark cloak covering a figure at the entrance. All stop short, grimacing/gaping in fear, and the shape throws back its hood to reveal a brown horse-head mask with a white blaze between the eyes. The wrinkled green hoof pushing the cloth away marks the wearer as Granny, who lets off a lively neigh that elicits a scream from all six throats. Their panic passes within seconds, though, and they break into laughter as the old mare gestures for them to head into the maze. Cut to just inside.*)

**Rainbow:** It’s a good thing Fluttershy isn’t here, because she would *never* be able to handle this.

(*Lemon and her companion start in behind the group. Cut to an overhead shot of the maze, a thin scream ringing out in the distance, and pan to bring the group into view as they walk along one path. Terrified squeals drift on the wind as the camera cuts to a close-up of them; as they pass a niche, the barely-visible figure of a mummy steps out from it and directs a green-eyed glare after them. Its move into full light freezes them in place and brings up a six-part gasp; enough hide is seen through the leg wrappings to mark the pony as Macintosh, and a close-up confirms both his identity and his use of Rarity’s mummy costume.*)

**Macintosh:** (*rearing up, reaching toward them*) Booooo! (*smiling*) Yup.

(*The ensuing round of laughs takes the wind out of his sails; cut to frame the entire face-off. The five mares and the dragon turn to continue their journey as he skulks back to his hiding place. In close-up, Rarity—now walking point—and Twilight let their eyes bug out at the sound of crackling and breaking from ground level.*)

**Rarity:** What…is…that…sound?

(*Both look back the way they came; pan to frame an equally unsettled Applejack and Pinkie.*)

**Pinkie:** (*looking down*) It looks like…

(*Close-up of this pair’s hooves, around which are scattered white objects that look like…*)

**Pinkie:** (*from o.s, lifting a front hoof*) …bones!

(*Silhouette view of all six; they voice a shrill cry of panic in unison, and Rainbow drops into a low hover to inspect the debris. Close-up of her, framed normally.*)

**Rainbow:** (*contemptuously*) Looks like a bunch of dried sticks painted white to me.

**Applejack:** (*from o.s., softly, annoyed*) Hey. (*Zoom out to frame her.*) Try to keep up the illusion, would you?

(*She gets her hooves moving to catch up with the rest of the gang, and the unconvinced pegasus turns to wing it after her. Rarity and Spike, now well ahead of the others, find the light slowly fading away around them until only their eyes can be seen against the total blackness. The unicorn conjures a light at the tip of her horn, illuminating herself, Spike, Applejack—and the dozens of eyeballs floating motionless around them. All three give a startled yell, after which the camera cuts to just outside the lightless area’s exit; the effect was achieved by cornstalks bent overhead to block the sky. All but Pinkie fly/gallop out into the open, laughing heartily, and the pink party pony rolls out last with a whoop of mixed fear and enjoyment. Rarity’s horn light is now out. A small black shape whisks across the passage behind them; Applejack cries out and stops moving; zoom in quickly on her as she looks back the way they came.*)

**Applejack:** What was that?

(*Cut briefly to her perspective of a perfectly empty and harmless stretch of the path, then to a visibly unnerved Spike as Rarity passes behind him.*)

**Spike:** (*to the o.s. Applejack*) Don’t *you* know? (*Zoom out to frame the others all slowly grouping up.*)

**Applejack:** Uh, of…of course I do. I-It was a…

(*She never gets to finish the sentence, as a couple of sepulchral moans assert themselves in time with the bottom edges of two green-glowing ghosts’ sheets drifting into view. Cut to a close-up of these apparitions, soon joined by a third, then back to the spooked six. All twelve eyes bug out toward this new source of scares before their owners clear out at top speed. They take a corner at a full, yelling gallop/fly/run, but reverse course once the ghosts give chase. Around another turn they go; now Rarity finds herself at the back of the pack and the fishtail of her costume flips forward so that one rear hoof comes down squarely on it. She pitches forward onto her face, drawing a look from the fleeing Spike.*)

**Rarity:** Fluttershy had a point with the layers on the dress!

(*As the ghosts close in, he runs back to help her up and both of them get moving again. Applejack leads the charge toward the maze’s central tree, but suddenly drops out of sight with a short yelp; a longer shot reveals that she has gone down a hole among the roots. Twilight skids and Rainbow flaps to a stop at the edge, but Pinkie’s forward momentum knocks the Princess into the depths. When the rolling mare jumps up and grabs hold of Rainbow, the added weight is too much for the pegasus to support and both drop into the hole with a yell. Now Rarity and Spike barrel toward it, looking back instead of forward; cut to just below the surface as they both plunge screaming out of sight. Zoom out to a collective pained groan, framing the hapless bunch sprawled out in a natural underground chamber whose walls and ceiling are studded with the tree’s twisted roots. As they slowly come to their senses and begin to stand, Rarity is first to get her tongue back in gear and gasps.*)

**Rarity:** (*with growing panic*) What is this? Is it a tunnel? Where does it lead?

(*Overhead view of them, now upright and framed within the circle of light cast by the opening. It begins to shrink into a narrowing crescent, accompanied by the grinding of stone on stone, and the screen fades to black as a cover is fitted into place. This time, it is Twilight who gets a light going so she can turn to an Applejack who is just as freaked out as she is.*)

**Twilight:** Which way are we supposed to go now?

**Applejack:** Uh…I-I don’t know! I don’t know what’s goin’ on!

(*Across the way, Rainbow is aloft and straining to push the blocking stone; no good.*)

**Rainbow:** What do you mean? Didn’t *you* help plan this?

(*The earth pony has no response but to back a couple of steps away and cut her eyes toward the sound of a soft creak. Cut to a long shot of the source: a hunched silhouette seated in a rocking chair, under the glow of a natural phosphorescence.*)

**Applejack:** (*from o.s., relieved*) Whoo! There’s Granny Smith!

(*Zoom out to frame her on the end of this line.*)

**Applejack:** (*smiling as best she can*) Not that I was ever scared, ’cause I-I wasn’t. (*walking toward rocker*) I’m a pretty good actress when I want to be. (*touching figure’s shoulder*) Granny?

(*The head contour matches the white coloration and bun of the old mare’s mane—now free of the horse-head mask she used while ushering the group into the maze— and a close-up picks out the edge of the apple-patterned shawl around the neck and shoulders. It also picks out the head, which completely falls off the neck and rolls to a stop at Applejack’s hooves—a pale green skull with empty eye sockets. Throwing decorum and dignity to the wind, she gallops full tilt past the remaining five with a yell of terror; they stare toward the macabre spectacle, then follow suit in voice and speed. Both Twilight and Rarity have their horns lit now.*)

(*Cut to another passage as they fly/sprint into it from around a corner. The two horned mares have extinguished their lights, and Pinkie rockets ahead of the bunch to wipe out o.s. Spike hurries up to…*)

**Spike:** Applejack! Didn’t you know about any of this?

**Applejack:** (*pacing*) All right. I got to admit, I didn’t know about any of this, but… (*Stop; smile as an idea hits.*) …maybe they’re just tryin’ to make it interestin’ for me too. I’m sure Granny Smith or Big Mac is behind this.

(*She crosses one foreleg over the other, proud at having come up with a plausible explanation so quickly. However, the voice of Granny shakes her out of that self-satisfaction.*)

**Granny:** (*from above, muffled, spooky voice*) Are those peeled grapes— (*Tilt up through the earth.*) —or eyeballs starin’ at you from beyond the grave?

(*As the camera moves, her voice gradually becomes clearer until she comes into view—without the mask, sitting on her haunches within the eyeball chamber, holding a lantern, and addressing the Crusaders. None of them appear to be particularly scared by the décor, the description, or the mad cackle that follows it. Here comes Macintosh in his mummy costume, shambling along on his hind legs.*)

**Macintosh:** Ee-yup.

(*Now the three fillies smile, scream in fake terror, and gallop away; the stallion drops back to all fours and trades a smile with his grandmother. Cut to a close-up of the middle grandchild, staring up apprehensively at the ceiling of the underground chamber; the green eyes shrink to fear-stricken points as the teeth chatter—this has gone very far off the rails indeed.*)

**Applejack:** That’s what *we* were supposed to do! (*Sweat runs down her face.*) I don’t know why we’re down here! This is really scarin’ me now!

(*Zoom out slightly as Pinkie rests her own head against the lion-maned one and lets her own choppers do the cha-cha. The chamber begins to shake from a series of heavy footfalls, and fragments of rock rain down from the ceiling as the mares and dragon gather in to face whatever might be approaching. It emerges from around a corner as a green-skinned reptilian behemoth, walking on its hind legs and reaching out with the webbed hands on its forelegs as the needle-toothed mouth slavers copiously. The body tapers down into a tiny fishtail at the rump. Stopping to tower over them, it voices a guttural roar that sets the whole area vibrating anew.*)

**Pinkie:** How did *that* get down here?!?

(*The thing lets go with a second roar, this one intense enough to shake the entire area.*)

**Rainbow:** RUUUUUNNNNN!!

(*All but Pinkie do exactly that, but her wheeled hooves scrabble uselessly for a purchase against the dirt until Spike races back to grab her tail and tow her away. These two easily take the lead in the get-the-heck-out-of-Dodge wind sprint, the camera panning to follow and bringing a large spiderweb into view dead ahead. They hit it and stick fast; as the camera moves past, the grunts of other ponies running headlong into it are heard as well. Cut to an extreme close-up of Pinkie, the fishtail from Rarity’s costume covering her eyes.*)

**Pinkie:** (*sobbing, flailing*) I can’t see! (*Zoom out quickly to frame all six caught up in the mesh and straining futilely against it.*)

**Rainbow:** I can barely move! It’s like glue!

(*The beast’s growl wafts toward the trapped ponies and dragon, and here it comes in a flat run. As it closes in far too fast for their comfort, Twilight kick-starts her horn and teleports the entire group to a spot on the ground several feet ahead of the web. It runs into this on the opposite side, prompting them to bug out as fast as legs and wings can take them, and rips a hole in the center to shove its head through. Cut to the group’s perspective of an opening that gives into the night sky, then to just outside—a cave entrance at the edge of a small cliff. As they emerge, the camera zooms out to show that they are now overlooking the maze.*)

(*The six step warily to the edge, but freeze at the sound of mad laughter drifting down from above. All eyes turn in its direction, and the camera pans/tilts up to a bat-like silhouette hanging from a bare tree branch and backlit by the moon. The wings unfurl, the shape lets go and swoops down, and enough ambient light strikes it to leave no doubt as to the identity—it is Fluttershy. She dives on them with a vicious hiss, missing by the barest margin due to their last-second duck, and pulls up into a clear patch of air to glare down at them. She has changed into the cobweb-decorated dress from Rarity’s “vampire fruit bat” costume, but the rest of her appearance matches the pony/bat form she assumed in “Bats!” Another hissing dive allows her to rip the fake head from Spike’s costume; as the others stare in mute horror at this attack, Fluttershy gains a bit of altitude and throws the head aside. She regards them coldly from the air, scaring them into a shuddering back-pedal toward the cliff’s edge—and then the savage red eyes widen in concern, seeing her friends well and truly spooked out of their wits. Despite her fearsome appearance, she speaks in her usual sweet tone.*)

**Fluttershy:** Oh, my!

(*She slowly descends to a soft landing and steps toward them. Now her wings and bat ears can be seen to be a different color from the rest of her coat—the rest of the costume, covering her real anatomy.*)

**Fluttershy:** I’m so, so sorry! Can you ever forgive me? (*Rainbow stands up, then Applejack, both completely floored.*)

**Applejack:** Fluttershy?

**Rainbow:** It was you the whole time? (*Twilight and Spike join them.*)

**Twilight:** I can’t believe it!

**Rarity:** (*smiling*) That…was… (*Pinkie pops up alongside.*)

**Pinkie:** …THE BEST THING EVERRR!! (*Big squeaky grin; Rainbow flies over to Fluttershy.*)

**Rainbow:** (*circling briefly around her in a blur*) It was way more terrifying than the most terrifying thing I could’ve thought of!

**Applejack:** Heh. (*Rainbow lands next to her.*) You out-nightmare’d the scariest part of the corn maze!

**Twilight:** How did you do all this?

**Fluttershy:** (*pacing toward cave*) 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:** *You* came up with all of this?

**Fluttershy:** (*beckoning*) I had some help.

(*The three ghosts respond to her gesture and shuck their coverings, revealing birds underneath. One of the sheets comes down on Fluttershy’s face, but she pulls it away.*)

**Fluttershy:** Angel was the scary figure that kept scurrying after you in the maze.

(*On the end of this, the camera tilts up to the top of her head and the rabbit pops up here, wearing a black vampire cape with red inner lining. He throws part of it over his face, striking the best Dracula pose he can given his size, then smiles and bows. Tilt back down to Fluttershy’s face; now Fuzzylegs, the spider that closed one of her cottage windows in the prologue, scuttles out from behind her head.*)

**Fluttershy:** Fuzzylegs made the sticky wall that made it difficult for you to see and move.

(*The arachnid salutes and Applejack cheerfully returns the gesture.*)

**Fluttershy:** And of course, Harry was the especially scary monster.

(*During this line, the reptilian creature steps out from the cave, a patch of web strands adhering to the face. It proceeds to pull the entire head off, revealing the face of the bear that assisted with Fluttershy’s Nightmare Night emergency prep work. Harry smiles and grunts smugly down at the bunch; close-up of Twilight and Applejack.*)

**Twilight:** Wow! *That* was inspired! (*Zoom out to frame all six maze runners.*)

**Pinkie:** You have to do this every year! (*General consent from the others. Angel and Fuzzylegs have climbed off Fluttershy’s head.*)

**Fluttershy:** We…*could* celebrate Nightmare Night together every year. (*Her smile fades.*) But…

(*She strips off the costume ears and extracts a set of fake fangs from her mouth.*)

**Fluttershy:** …the truth is, I really don’t want to.

(*Pinkie has now fluffed her tail up into a huge magenta ball and is sitting on it.*)

**Pinkie:** You don’t?

**Rarity:** But you’ve done it! (*Close-up of her and Spike.*) You’ve found a way that we can all have a fabulous time together.

**Fluttershy:** (*from o.s.*) Yes… (*Back to her, removing the fake wings.*) …but I’ve also realized something. You all may love Nightmare Night, and I may be good at being a part of it… (*The others; slow pan as she continues o.s.*) …but it’s no fun for me to see my friends feel like they’re in danger, even if I know they’re not.

(*Longer shot, framing the entire tableau and panning slowly across.*)

**Fluttershy:** I really don’t like it. It’s just not my cup of tea.

(*Close-up. Pinkie leans in close, turning on a flashlight and shining it up under the pegasus’ chin.*)

**Pinkie:** (*ominously*) Spoooooky tea?

**Fluttershy:** (*covering light with a hoof, pushing her back gently*) No, just regular tea. We do lots of fun things together, but I’m afraid this just isn’t gonna be one of them. Actually, I’m not afraid. I’m perfectly fine with it. (*The others gather close around her.*)

**Twilight:** Then we are too.

(*Harry sweeps them up all up in a colossal hug; Angel perches on his head, the birds hover nearby, and Fuzzylegs stays on the ground. Tilt up to the moon hanging low and bright, just in time for a swarm of chittering bats to fly past it, The sky around the lunar orb dissolves to show a different pattern of stars, and the camera tilts down to the exterior of Fluttershy’s cottage, which shows a light in one upper-story window. Cut to her bedroom, where a sliver of light shines from underneath the bed and Harry is hunched down to put his head in, having changed out of his scaly costume. Zoom in slowly.*)

**Fluttershy:** (*from under bed, sighing contentedly*) I don’t know why I doubted myself for a second.

(*Cut to her, sitting comfortably on her haunches atop a cushion. Angel and the birds sit among the varied provisions, a few of the latter perched on Harry’s head, and she is holding a book. The lantern she had placed down here is out of sight, but doing its job properly. She has shed her dress, and her coat, mane, and eyes have returned to their normal appearance and coloration.*)

**Fluttershy:** Now *this* is what I call a perfect Nightmare Night.

(*Fade to black.*)