

GROWING UP IS HARD TO DO

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Prologue

(Opening shot: fade in to a long shot of the Cutie Mark Crusaders' clubhouse during the day and zoom in slowly. On the start of the next line, cut to Apple Bloom inside, sitting on her haunches and looking over an advertisement she holds. The festive design and pictures of rides and game booths indicate a carnival or fair.)

Bloom: I can't believe we're goin' to the Appleloosa County Fair! *(Sweetie Belle pops up to read over one shoulder.)*

Sweetie: Animal shows, carnival rides— *(Scootaloo at the other, wearing her saddlebags.)*

Scootaloo: —and all kinds of food on a stick!

(She topples backward while licking her chops and lands hard enough to shake the building.)

Sweetie: *(backing up to an easel at one side; Bloom sets the sheet down)* Speaking of food, did you pack snacks for the train?

Scootaloo: *(opening one bag; it is stuffed with fresh/packaged foods)* For there and back!

Bloom: *(standing, holding up three tickets)* And our train tickets are all set.

(Sweetie's field levitates a marker and checks off three items on the chart supported by the easel: luggage, food, tickets. It tucks itself behind her ear as she flips to the next page, which is densely packed with notes and graphs.)

Sweetie: And I've got our whole itinerary planned!

Bloom: *(teasingly)* Are you sure you're not Twilight's sister? *(She and Scootaloo laugh; Sweetie crosses to them and Scootaloo sits.)*

Scootaloo: Weeks of planning has all come down to this. *(standing)* All we have to do now is wait for our chaperone to get here.

Bloom, Sweetie: *(nodding)* Mmm-hmm!

(All three fillies pivot to face the closed door and sit on their haunches. Cut to a close-up of its upper section and zoom out to frame them as it remains quite inert for several seconds.)

Bloom: *(to Scootaloo)* So when's Rainbow Dash comin'?

Scotaloo: (*puzzled*) I thought you were gonna ask Applejack.

Bloom: (*to Sweetie, uneasily*) I don't suppose you asked Rarity?

(The shaky little grins on the yellow and orange faces paint a genuine scare onto the white one.)

Sweetie: (*standing*) You mean we spent all this time planning a trip and none of us asked anypony to take us?!

Scotaloo: In our defense, every other part of the trip was planned really well.

(Bloom claps a disgusted hoof to her own forehead, while Sweetie kicks the easel over in a fit of pique and gives Scotaloo a glare that could vaporize a diamond. Fade to black.)

OPENING THEME

Act One

(Opening shot: fade in to a stretch of wall within the Carousel Boutique, against which Sweetie straightens up into view in close-up. The marker she used to fill out her checklist is now gone.)

Sweetie: We really did think of everything, except finding somepony to take us! And the Fair is only today!

(Longer shot: she and Rarity are within the latter's upper-story workroom and living area. Rarity has her tinted glasses on and is manipulating several items at once to assemble a formal outfit on one of her pony-shaped mannequins.)

Rarity: I'm sorry, darlings, but I can't possibly go to Appleloosa. (*Close-up.*) I promised to deliver a new design to Fancypants for his Monocle and Top Hat Appreciation Society soiree.

(She turns to cross the floor, but something from o.s. below pulls her to an abrupt halt. On the start of the next line, zoom out to frame the cause as Sweetie, holding on for dear life to one hind leg.)

Sweetie: (*as Rarity tries to shake her off*) Can't you finish it tomorrow?

Rarity: (*magically pulling her loose*) Well, I could. But you'll learn as you get older how important it is to keep your promises— (*crossing floor; floating her away*) —especially when running a business.

(In close-up, the younger sibling is unceremoniously plopped to the floor between her two partners in cutie mark mayhem. Scotaloo is no longer wearing her bags.)

Sweetie: Maybe we should just go by ourselves?

Rarity: *(from o.s.) What?!? (Zoom out to frame her.)* Oh, my dear, no! Appleloosa is far too long a train ride for young foals without accompaniment! You could end up in the wrong place entirely! *(pacing)* Uh, why don't you see if Rainbow Dash is free?

(Wipe to a close-up of Rainbow Dash, peeking over the edge of a cloud as she finishes donning her Wonderbolt flight suit and goggles. She addresses herself downward.)

Rainbow: Sorry, but I just heard from Spitfire that a whole bunch of storm clouds got loose from the cloud factory, and she needs every Wonderbolt to help bust 'em.

(Cut to just behind her shoulder; she is speaking to the Crusaders on a stretch of park land.)

Scootaloo: Aw, come on, Rainbow Dash! They won't miss one pony, and we really want to go to the Fair! *(Close-up; she lets plenty of petulance into her voice.)* Apparently we're too young to go alone. *(Pout.)*

(Longer shot: the blue pegasus has been at the edge of the clouds on which her house is built.)

Rainbow: *(flying down, hovering before them)* Well, duh. Young ponies like you could get lost and never find your way back. But I still can't go. Being a Wonderbolt isn't just about showing off. It's also a responsibility. You'll understand when you get older. *(flying back up)* I'm sure you'll find somepony else to take you.

(The youngsters plod away. Wipe to a close-up of Applejack tending a pot of soup on the stove in the kitchen of the Sweet Apple Acres house/barn. She dips out a ladleful and transfers it to a bowl she holds.)

Applejack: I wish I could, sugar cube—

(Longer shot: the Crusaders are here, pleading gazes and all, and she shifts the bowl and a spoon onto a tray.)

Applejack: —but Big Mac's not feelin' well today. *(Exit toward the living room.)*

Bloom: *(as the Crusaders follow her)* Awww, but Big Mac's old enough to take care of himself, and...we'd all have so much fun together.

(They arrive at the sickbed—or rather, sick-couch—of the ailing red workhorse, who has covered himself with an apple-patterned blanket and removed his hitching collar.)

Applejack: *(sitting by him)* Sometimes taking care of somepony is more important than havin' fun.

(She bites down on the spoon handle, loads it up, and offers it to Macintosh. He strains to lift his head and bring teeth and tongue within tasting distance, but before he can get even a drop of the soup, Applejack drops the lot and rounds on the Crusaders with fresh suspicion.)

Applejack: Speakin' of which— (*Macintosh pouts.*) —don't you even think about tryin' to go without a grown pony there to take care of you. You could end up in hot water, or worse.

Bloom: (*crushed*) We know.

(All three fillies trudge out, heads so low they could almost use their chins to sweep the floor. Wipe to them on the move through Ponyville proper.)

Scootaloo: The Fair could be over before we find somepony to take us! (*All smile.*)

Bloom: But then we thought of you, since the Fair will be full of all sorts of animals and creatures.

(Zoom out. They have been addressing Fluttershy, who is walking a few paces ahead.)

Fluttershy: I'm sorry, but Twilight has an important magical research project, and she's asked for my help. (*Shock registers on all three young faces.*)

Sweetie: I guess that means Twilight's busy too?

(Cut to a close-up of Twilight Sparkle, lowering a book from eye level in her aura.)

Twilight: I'm afraid I am.

(Pan slightly to bring a faintly glowing flower into view, hovering within an irregularly shaped transparent crystal case that stands on a small table, as she continues. It has seen better days, judging by its drooping stem and the fact that all but two of the petals have bid adieu. The survivors are a deep pinkish-violet, stippled with dark purple spots and edged in pale blue.)

Twilight: Starswirl sent me this enchanted flower and it isn't doing well.

(An overhead shot puts her, Fluttershy, and the Crusaders in the throne room of the Castle of Friendship. A pile of books has been deposited on the floor by the closed doors, and a movable chalkboard covered with notes and diagrams is over by the wall.)

Twilight: (*pacing, studying book*) If I figure out its magical properties, maybe we can save it. (*Close-up of a pouting Scootaloo.*)

Scootaloo: So that's a no on going with us to the Fair? (*Pan to Bloom.*)

Bloom: We've already asked Applejack, Rainbow Dash, and Rarity, and none of them can come! (*Pout with big sad eyes; pan to Sweetie.*)

Sweetie: And everypony made it clear we're too young to go on our own!

(She adds her pout; now both mares look up with a measure of alarm, Fluttershy crossing to Twilight on the next line.)

Twilight: Oh, definitely. You could take the wrong train, or miss your stop—

Fluttershy: —or get lost in a strange town and end up in a dangerous situation with nopony to help you! *(She gnaws a hoof.)*

Crusaders: *(wearily, rolling eyes)* We know!

Twilight: *(floating book away, hunching down to them)* I know it's hard, but sometimes you just can't do what you want.

Scootaloo: I'm pretty sure if *you* wanted to go to the Fair, you could.

Twilight: *(straightening up, closing book, smiling gently)* Sure, grownups can do a lot of things that foals can't. But there's plenty we can't do either. *(annoyed, consulting book)* Like right now, I can't find a single reference to this flower! *(Shut it; Fluttershy eyes it closely.)*

Fluttershy: None of the birds or insects I've talked to have heard of it, either.

Twilight: *(propelling book away)* I wonder if there's anything in Shadetail Evergreen's *Tome of Flora and Fauna*.

Fluttershy: That book's pretty out of date, but it might be worth a try. *(She and Twilight head for an open exit on the following.)*

Twilight: I think there's a copy in the library filed under "Discontinued but Still Potentially Useful Ancient Texts." *(Her field pushes the door farther open.)* Unless I put it under "Hokum with a Slight Chance of Practical Applications."

(The fillies are left alone with the odd bit of plant life.)

Bloom: I guess this flower's the most interestin' thing we're gonna see today. *(Pout.)*

Scootaloo: *(crossing to her)* Unless you count watching Twilight struggle to remember how she organizes her books.

Sweetie: *(ditto)* I bet everypony in Equestria is in Appleloosa right now!

Bloom: Everypony but us.

(All three flop glumly onto their haunches; close-up of Scootaloo.)

Scootaloo: I wish we didn't have to wait to grow up.

(She turns away with forelegs crossed, not seeing a brief flare of light from one flower petal. Pan to Bloom on the next line.)

Bloom: I wish it would happen all at once! Then we'd know everything we need to get to the Fair and back with no problem.

(Her grumpy expression matches Scootaloo's as the pulse repeats itself. Zoom out to frame Sweetie on the next line.)

Sweetie: I just wish we were as old as our sisters. *(Close-up; the light is illuminating her face.)* Then nopony could tell us what to do, and we'd be able to take care of ourselves. *(Another brightness boost, this one sustained, as she hangs her head.)*

Scootaloo: *from o.s.)* Hey, Sweetie Belle.

(The green eyes open in surprise; cut to the young pegasus.)

Scootaloo: Why's your face all lit up?

(Her jaw and Sweetie's fall open once they turn their attention back to the flower, which disappears under a blaze of blinding white light. Zoom out to a long overhead shot of the throne room, the fillies staring around themselves in confusion and whimpering fearfully as tendrils of deep pink radiance swirl out from the vortex to envelop them. With no warning, enormous blue-violet petals with pale edges fold upward from the floor to enclose all three in a single growth not unlike a folded-up water lily blossom. The light slowly fades away, and the oversized petals begin to peel open while one from the actual flower continues to glow white. Bloom is the first to gain her hooves in close-up, moaning woozily and rubbing her head—and with her bow appearing to have shrunk a size or two. Sweetie and Scootaloo do likewise in turn, the camera zooming out slightly to frame all three in full and shed more light on the change: all three are now adults, with grown-out manes/tails and the appropriate height boost. The appearance of Bloom's shrinking bow is accounted for by the growth of her head, while Scootaloo's wings have not changed in size and now seem disproportionately small on her flanks. The remnants of the giant flora have vanished by the time the former fillies take in the sudden transformation; the glowing petal goes dormant, detaches from the plant, and falls to shatter into dust at the bottom of its container. Three more gasps, these in unison; when they speak, their voices are a note deeper and more mature than normal to reflect the age jump.)

Scootaloo: Do you know what this means?

Crusaders: *(beaming)* We can go to the Fair!

(They attempt a three-way high five, but the elevation change throws them off enough to leave the hooves tangled up in midair instead of clacking solidly together. After a bit of sheepish giggling, they get the celebratory gesture right and the view fades to black.)

Act Two

(Opening shot: fade in to the outskirts of Ponyville, the Castle and School of Friendship visible in the distance. Scootaloo's laugh precedes her arrival over a rise in the path, riding her scooter with her crash helmet strapped on, and the passersby aim confused/irritated looks after her. Their mood is not helped by the galloping passage of Bloom and Sweetie, the latter with saddlebags on back; cut to these two.)

Bloom: *(to Sweetie)* I hope you brought the tickets! We gotta hurry if we're gonna make the train!

Sweetie: I think we'll be fine! Check out how fast we're going! *(Cut briefly to her perspective of her own forelegs, then back.)* Grownup legs are strong.

Scootaloo: *(from o.s.)* You're not kidding!

(Up ahead, she spares a very worried glance for her scooter's wheels, which have begun to wobble badly on the axles.)

Scootaloo: I don't know how much of this my scooter can take!

(But that does not stop her from kicking off against the ground to keep her speed up; bystanders move out of the road with shocked gasps.)

Bloom: And nopony yelled at us to slow down even once! *(Laugh.)* Bein' a grownup is great!

(They put on a burst of acceleration. Cut to a close-up of a pocket watch being held up, its hands ticking off the final seconds to 2:00, and zoom out quickly. It belongs to a conductor at the Ponyville train station, and after checking it against the clock tower in the distance, he puts it away and prepares to board the train. Here come the Crusaders at full tilt, Sweetie telekinetically flipping their tickets to him as they barrel through the door he is holding open. The whistle sounds and the train pulls away from the platform; cut to inside as the three flop onto a seat with immensely relieved sighs. Scootaloo has shed her scooter and helmet, and Sweetie no longer carries her saddlebags.)

Sweetie: We made it!

Bloom: Of course we did! We're grownup ponies now. *(standing up, throwing forelegs wide)* We can do anything! And all those worries Twilight and the others had don't apply anymore—*(Zoom in slowly.)*—because we're big! And bein' big is all it takes.

Cheery mandolin/percussion melody with handclaps, brisk 4 (D major)

(The entire view slides upward and is replaced by a pan across a bedroom, the sunrise visible through a window and the wallpaper patterned with the central elements of the trio's cutie marks. Pan to their filly selves, waking up in a single jumbo bed.)

Crusaders: Woke up this morning feeling tired and small
(They stand and throw off the blanket; as it falls away, the view changes to the newly minted adults marching proudly down the aisle of the train car.)

But look at us now, we must be ninety feet tall
(They leap and twirl among the seats, then high-five one another in a circle.)

Don't have to worry 'bout making mistakes

Woodwind flourish; bass guitar in

Because being big is all it takes

Acoustic guitar in; handclaps out

(Scootaloo breaks out her scooter and helmet to do a spinning wheelie, followed by a charge down the length of the car that generates some consternation.)

Scootaloo: A tiny twist of fate brought on this big change
Gimme room, gotta zoom, I've got plans to arrange

(Toss the scooter aside.)

Can do what I want, be it run, trot, or traipse
(*She winks to a crying infant being bottle-fed by its mother, prompting a confident smile.*)
'Cause being big is all it takes

Horns in

(*The Crusaders trot together, helmet/scooter gone.*)

Crusaders: Being big isn't just a size
(*Pan quickly to them tucked into one large bed that floats against a starry expanse; they pull themselves out from the blankets and bounce on the mattress.*)
At bedtime we don't even have to close our eyes
(*The bed grows three steering wheels, which they use to steer a tight turn around the planet and o.s.*)
We're in control now, for goodness' sake
(*Now free of the furniture, they rise as giants over the surface, accompanied by a spray of stars in vivid hues.*)
'Cause being big is all it takes

Horns out; piano, strings in

(*Sweetie jumps clear; cut to the train car aisle, where she promptly hip-checks her younger counterpart away.*)

Sweetie: Leaving behind the little pony you've known
(*She appropriates a top hat and walking stick from a passenger and gives the latter item a deft twirl.*)
Stepping out, growing up, making moves of my own
(*Ditching the formal gear and putting her face to a window, she sees a second copy of herself soaring over the landscape and passing each named bit of terrain.*)
You can't tell me no, there's no place I can't go
Mountains, cities, jungles, or lakes
(*This last sends her off a cliff and into the depths to ride on the back of a whale.*)
'Cause being big is all it takes

(*The aquatic mammal curves past the camera. Behind it, wipe to an amusement park ride attendant refusing to let a couple of colts board because they do not meet the minimum height requirement. Here come the Crusaders, who clearly do; they are allowed onto the ride, a roller coaster, which immediately zooms off.*)

Horns in

Crusaders: Being big isn't just a size

(Bloom stands at a lectern, wearing a tasseled mortarboard cap and holding a rolled diploma. Zoom out; she is on a stage and flanked by a capped Scootaloo and Sweetie on one side and two capped/gowned professor types on the other.)

We'll tell you our opinion 'cause we're oh-so-wise

(The three friends throw their caps upward; behind the spinning edges, the view shifts to them wearing dark grey berets and working on a movie set. Bloom directs, giving instructions through a megaphone; Scootaloo works a clapper board; Sweetie runs the camera, using her magic to adjust the angle. The scene being filmed is from the prologue, with younger lookalikes acting out the parts.)

We're in control now, for goodness' sake

(winking) 'Cause being big is all it takes

Piano out; woodwinds in

(Pan quickly to Scootaloo, walking through a kitchen and swiping a bag of candy that a filly has been trying to pull down from a high shelf. She tears it open with her teeth and gobbles away, earning a sour glare from the younger pony.)

Scootaloo: I can eat all the snacks 'cause that's for me to decide

(Pan quickly to Bloom, lounging above an open furnace hatch in a train locomotive. She twiddles a few controls and vacates the spot just ahead of an engineer, who shakes an angry hoof in her direction.)

Bloom: We know how it all works, even what we ain't tried

(Pan quickly to the classroom in the Ponyville schoolhouse. Bloom passes a stack of books and an apple to Scootaloo, who in turn gives them over to Sweetie's field; the unicorn dumps them into a waiting trash can in full view of the students at their desks.)

Sweetie: Facts don't matter now, 'cause it's not what we know

(Twist raises a hoof to ask a question, but the three quickly face her down, Bloom holding a pointer rod.)

We can win any argument with

A cappella

Crusaders: "Because I say so"

Full instrumentation in with handclaps

(Pan quickly to the train car; they climb over one seat after another, getting on the other riders' nerves in a very big hurry.)

Crusaders: Can't stop us now, don't try to stand in our way

(They bound and gambol in a meadow filled with flowers and butterflies.)

We're awake, gonna take all we can from today

(Pan quickly to the clubhouse; their filly selves are being lectured by Twilight/Applejack/Rainbow/Rarity, but even larger copies of the adult Crusaders arrive with megaphones to stop these four in their tracks.)

Once we had to listen, now you'll hear what we say

(Overhead shot of the three lying on their backs in the meadow; zoom in, the camera rotating at the same time.)

Everything is always okay

(The train caboose; they step out onto its rear platform, getting stuck in the doorway for a tick.)

'Cause being big is all it takes

All it takes

Song ends in time with a three-way high five

(Cut to a train station that is no more than a platform and ticket booth constructed at the edge of a dismal swamp under a queasy greenish-brown sky. The train pulls in, stops for the briefest instant, and rolls out as if trying to get shut of the place without spending more than the barest minimum of time in it. Three very confused Crusaders are left standing on the planks, and Scootaloo's gut emits a warning rumble.)

Scootaloo: I think I ate too many snacks.

Sweetie: Uh, this doesn't look like Appleloosa.

Gravelly stallion voice: That's because it isn't!

(A door in the side of the booth creaks open, the suddenly apprehensive mares edging away from it.)

Bloom: Y-You all heard that, right?

(Scootaloo and Sweetie nod, and the camera cuts to the booth end as Sweetie eases toward it.)

Sweetie: Uh, hello? *(to Bloom/Scootaloo as they follow)* Do you think we got on the wrong train?

Scootaloo: I thought trains just took you where you wanted to go.

(The mystery voice breaks into a peal of deranged laughter as the camera zooms out to frame its owner—the same decrepit old stallion who ran the Peaks of Peril train station in “Sounds of Silence,” now standing where they had been. The Crusaders scream at his presence, Scootaloo clutching at Bloom and Sweetie very nearly toppling off the platform's edge.)

Ticket seller: *(approaching slowly)* Sorry, I don't mean to laugh, but you three must not travel much. This is Hayseed Junction. The train to Appleloosa isn't for a few hours. *(Lean close; they recoil from the ravaged face.)* Or you could set off on hoof.

(A frightened glance across the tracks presents them with a path that disappears into murky darkness among the unchecked trees and weeds.)

Ticket seller: It's treacherous, and confusing. Unfit for the young or timid. *(He drops his creepy tone and addresses them more normally.)* Eh, but you three are grownups. You'll be fine.

(stepping into booth) I-I'll write down some directions.

(Once the door has closed, Bloom motions for the other two to gather in and the camera cuts to point up at their faces in a huddle.)

Sweetie: Maybe we should wait for the train.

Scotaloo: And miss the Fair?

Sweetie: We already ended up in the wrong place, which is exactly what we were warned about. And...what if we can't follow the directions?

(Scotaloo risks a glance toward the booth; cut to the ticket seller, who is putting the finishing touches on a map that fills one sheet of paper and starting in on a second. Zoom out from him to frame the Crusaders, now all really concerned, then cut back to within their huddle.)

Bloom: Come on. We didn't come all this way for nothin'. Besides, I've been through a swamp as a young pony. As a grownup, it'll be a snap.

(Referring to the events of "Somepony to Watch Over Me." All three smile and break the huddle.)

Scotaloo: Grownups always know the way.

Sweetie: Because being big is all it takes!

(The old stallion turns from his work with a prolonged, unhinged laugh, having extended his map onto a third sheet. This is followed by a fit of hacking coughs, but he remedies this by pulling out an asthma inhaler and sucking down a blast. It goes back in his pocket once he is breathing normally.)

Ticket seller: *(crossing to Crusaders with maps)* Sorry. I've got kind of a throat thing.

(Sweetie takes the pages, and the mares nervously exit the platform after a brief study. Dissolve to a slow tilt down from the shaggy trees to frame them on a path through the marshlands. They pause so Sweetie can shuffle the maps in her aura and consider their next move at the fork they have just reached. She chooses a path that leads into light rather than shadow, and on they go. A wipe shifts the action to a line of stepping stones that lead across the murky water, one with a splotchy yellow coloration. Sweetie leads the way across these; she and Bloom hop neatly from one to the next, but Scotaloo slips on this last and ends up flat on her belly. It rises slightly to expose several glaring black eyes with red-orange whites and the curve of a closed, scowling mouth—not too different from the froglike bufogren that Rainbow and Rarity encountered in "The End in Friend." This one, though, sends up a soft warning growl that prompts Scotaloo to scramble upright with a cry and dive into the swamp. It submerges completely once she has splashed down.)

(Dissolve to Bloom and Sweetie proceeding with caution along a new path. As the unicorn walks point, the earth pony gets her face caught in a loop of vines; she pulls it away, only to yank down several more yards of the tough growths and wind up completely entangled. An attempt to pull free causes them to snap back and yank her clear of the ground. Another dissolve frames Sweetie

in a profile close-up; she is so intent on reading the maps that it takes her a moment to stop and register a glutinous bubbling from ground level. Zoom out; she has walked directly into an expanse of mud, and she scuttles back and forth while getting two sheets stuck on her hooves and trampling the third into the mire.)

(A clump of trees drifts past the camera, the view wiping behind it to a befouled and bedraggled Scootaloo coming around a turn on a different route. A hard full-body shake dislodges quite a lot of water from her coat, but does nothing to shift the smears of mud.)

Scootaloo: *(clapping water out of one ear)* Sweetie Belle, are you sure this is the right way?

(Nervous looks in all directions tell her that no other pony is anywhere in the vicinity. The wind sings mirthlessly through the trees, causing a branch to creak.)

Scootaloo: Sweetie Belle?

(She moves ahead, arriving at a patch of bushes just as the unicorn in question pops her head up. They have their backs to each other at the moment, and Sweetie has fared little better in the grooming department.)

Sweetie: Scootaloo? *(Scootaloo spots her, screams, and topples backward to the ground.)*

Scootaloo: Don't do that!

(Sweetie climbs out of the undergrowth and exerts her magic to set her friend upright. The soiled maps are gone.)

Bloom: *(from o.s.)* Girls?

(As two pairs of very scared eyes scan the area, the camera zooms out to frame the third Crusader—still hanging from the vines and now just as filthy and disheveled as they are. Sweetie's magic snaps the bonds, dumping her to the earth.)

Bloom: M-Maybe we should head back to the station. *(She shakes off the scraps of vines and stands up.)*

Sweetie: I'm not sure we can. *(Hunch down, hooves to temples.)* I think we're lost. *(Scootaloo follows suit.)*

Scootaloo: Just like Twilight and the others said!

(The sound of a filly's voice, not too far off, stops their mutual shivers and brings them to their hooves.)

Filly voice: Well, where were you when I was feeding and caring for him?

(All three set out toward the source; cut to their perspective, Bloom pushing some foliage out of the way to reveal two foals. The speaker, Spur, is a dark brown pegasus filly who wears her

mane/tail in ringlets that are two shades of blue-green. The eyes are a third variant of this color, marked by birdcatcher spots at the outer corners and across the bridge of the nose, and a yellow kerchief is tied around her neck. Her folded wings hide her cutie mark for the moment. The other, holding a wooden box, is Biscuit—deep pinkish-red earth pony colt, light brown eyes, short untidy mane/tail in three shades of blue, cutie mark of a cookie with a bite taken out. A sliver of white shirt collar can be seen around his neck, but most of it is hidden by the box, whose hinged lid incorporates a lattice; the sides have decorative patterns of their own. Biscuit cries out in fear and backs off a step as Spur places herself between the Crusaders and the container.)

Biscuit: Wild swamp ponies!

(Overhead shot of the area; a couple of passing, rustically dressed locals stop briefly and give the foals a disdainful eye.)

Swamp dwellers: Hmph! *(They carry on.)*

Sweetie: *(to Biscuit/Spur, as Crusaders emerge from bushes)* We're not wild swamp ponies! We're just grownups!

Scotaloo: And we are definitely not lost.

(She goes flat on her face, prompting the young pair to trade highly suspicious glances. On the next line, Biscuit shifts his grip enough to show that his collar is secured by a short string tie with a star clip.)

Spur: Okay, but that swamp is pretty confusing if you're not from around here. I'm Spur, and this is Biscuit.

(The box starts to vibrate and emit squeaking noises—an animal carrier whose cargo is getting a bit antsy, perhaps.)

Bloom: I'm Apple Bloom. Nice to meet you. But, uh, we're not confused, we're just... *(thinking fast)* ...explorin' new ways to Appleloosa.

Biscuit: *(walking along trail)* Hey! That's where we're going!

Spur: No, it isn't!

Sweetie: Uh, which is it?

Spur: Biscuit thinks he can just take Bloofy here to the Fair. *(Biscuit stops.)*

Biscuit: Why not? It's just up the road, and Bloofy's my pet too.

Spur: *(flying to him, taking carrier)* Since when? Bloofy's never even seen a crowd—which you'd know if you ever took care of him.

(The flight exposes her cutie mark—a cowboy boot with an attached spur.)

Biscuit: *(snatching it back)* Did you ever think meeting all those ponies might be good for him?

(Bloom steps up for a look in through the lid. Cut to the interior of the carrier, the camera aimed up at her through the lattice; soft coos drift up, and a tuft of bluish-pink fur protrudes into view.)

The whatever-it-is begins to whirl madly in place; back to Bloom, Biscuit, and Spur as wisps of dust drift up.)

Bloom: He seems okay meetin' us. *(She turns away.)*

Biscuit: *(smugly, to Spur)* See? They're grownups, and they get it. *(to Crusaders)* Bloofy should totally come to the Fair with me, right?

Spur: *(taking carrier, hovering)* Y'all don't really think that, do you?

Sweetie: Um...hold on. Us grownups need to confer.

(By this point, the mud is gone from said grownups' coats/manes, but the general air of untidiness remains. They turn away; as on the Hayseed Junction station platform, cut to frame their faces from below in a huddle.)

Sweetie: What do you girls think?

Scootaloo: If they go to the Fair, we can tag along.

Bloom: And Spur probably should share Bloofy. I-I mean, that's somethin' a grownup would say, right?

(Her tentative grin is met by smiling nods from the other two, and they break the huddle and turn back to the foals.)

Sweetie: As grownup ponies, we think you should share Bloofy and let Biscuit take him to the Fair.

(The colt whisks the carrier away.)

Biscuit: That is some quality grownup advice! *(He starts off down the road, followed by Sweetie and then Scootaloo; Bloom hangs back.)*

Spur: But Bloofy's never been around anything that exciting! What if something goes wrong?

Bloom: *(nudging her)* We're headed to the Fair too. Since we're such great advice-givers, feel free to ask us for more.

(She trots to catch up, followed by a very uneasy Spur on the wing. Dissolve to a close-up of the Crusaders' hind legs in motion and zoom out/tilt up to put them at the edge of the grounds for the Appleloosa County Fair, as seen in their advertisement during the prologue. It is just as stuffed with rides and games and attractions as that sheet suggested, and ponies are already flitting excitedly from one to another. The mares' appearances are now fully back in order. At one stall, a customer throws a horseshoe onto a peg and is rewarded with a stuffed Ursa Minor toy nearly twice her size; pan quickly to another area, where ponies scope out their comically distorted reflections in funhouse mirrors and munch various treats on sticks. Another such pan brings a dunk tank into view, where Trouble Shoes—the massive pony who found his calling as a rodeo clown in “Appleloosa's Most Wanted”—is taking a turn as the potential victim. A colt throws a ball at the target but falls well short—and then the bench on which Trouble is sitting collapses under his weight and drops him into the water. He smiles while the colt and the spectators laugh.)

(The Crusaders can barely contain their glee, Scootaloo's wings buzzing in top gear for good measure.)

Sweetie: *(laughing, hugging Bloom/Scootaloo)* It's everything I thought it'd be!

(Pan from them to Biscuit and Spur. Bloofy begins to screech and fuss within his carrier like an alley cat ready to throw down, very nearly flipping open the lid of his carrier. Biscuit claps it shut as a mare approaches with great interest.)

Mare: Well, my goodness, what an interesting critter! You should enter him in the Animal Showcase! You'd be sure to win Most Interesting Creature. *(She departs.)*

Biscuit: *(smiling)* Animal Showcase? That's exactly what we should do!

Spur: That seems like a bad idea. *(to the o.s. Crusaders)* What do you grownups think?

(No answer, and a zoom out tells the reason: the newly minted adults have cleared out. Pan quickly to them galloping and giggling down the midway, followed by Spur in the throes of a full-scale panic, then to the three at a "high striker" game. Bloom takes the mallet handle in her teeth and delivers a mighty blow, sending the weight all the way up to ring the bell at the top. The crowd cheers her success and carries her away over their heads; Spur flies into view looking for the Crusaders, only for them to race giggling past her. Brown wings beat furiously to propel her after them.)

(Pan quickly to a ride similar to a Ferris wheel, with separate carriages mounted at the outer ends of long petal-shaped spokes. The Crusaders charge around a corner toward this, pursued more slowly by Spur on hoof, and are completely unfazed by the attendant at the admission gate. However, this pony stops Spur from following them in and points to an oversized ruler showing the minimum height needed to ride, which she does not even come close to meeting even with an assist from her wings. The attendant shakes his head as jubilant whoops float down from the airborne Crusaders, and Spur can only aim two baffled eyes up into the sky.)

(Dissolve to the trio enjoying an assortment of Fair fare, including a helping of cotton candy held in Sweetie's aura. They stop in their tracks as soon as Spur plants herself in their way, the sugary fluff falling off its paper cone.)

Spur: *(angrily, hovering)* What happened to being able to ask your advice? You ran off the second we got here!

(She lands and shoots them a venomous glare; Scootaloo swallows her mouthful as Bloom looks around herself.)

Bloom: Where's Biscuit and Bloofy?

Spur: That's why I came to find you!

(Dissolve to the exterior of the stadium that was constructed as part of the Appleloosa buckball complex in “Common Ground,” serving as a venue for Fair events. An airborne Spur leads the Crusaders toward one entrance as the camera zooms in slowly; from here, cut to her perspective, traveling down a tunnel and onto the field that has been set up for a plethora of events in the Animal Showcase. In close-up, Biscuit has set the carrier down on one table and is busily filling out a form. Spur’s voice startles him into letting the pencil drop from his mouth; pan to frame her and the Crusaders, all on the ground, as she speaks.)

Spur: It’s one thing to bring Bloofy to the Fair— *(stomping for emphasis)* —but it’s another to stick him in a showcase!

Biscuit: *(lifting carrier; Bloofy stirs)* What’s the big deal?

Sweetie: You’re supposed to be sharing him.

Scootaloo: Yeah, I’m with Biscuit. *(rising to hind legs)* The Showcase looks like fun. *(Biscuit sits and tries to keep hold on the now-wildly jittering box.)*

Spur: *(sarcastically)* Sorry if I think taking care of Bloofy is more important than having fun!

Biscuit: *(standing)* Bloofy’s just excited. He probably just wants to get out.

(The container is set down on the ground and the lid opened. The tuft of bluish-pink fur Bloom spotted rises into view, attached to the top of an oval head with a paler face, small round eyes black as oil drops, and a snaggle tooth protruding from the upper lip. The interior surfaces of his outsized ears are the same color as his face, and the rest of his body proves to be covered with long fur in the same shade as his head tuft when he hops out with a bird-like cluck. Overall, Bloofy looks something like a small, shaggy dog with a stubby tail. He begins to sniff inquisitively at the ground, then follows Biscuit away.)

Bloom: *(to Spur)* Are you sure you’re not just upset you have to share him? What if you took a little break?

Spur: You mean like...leave?

Sweetie: If sharing him is too hard, that might be the best thing. Take our word for it. We *are* grownups.

(Exeunt the Crusaders, leaving one very disconcerted pegasus filly in their wake.)

Bloom: *(to Scootaloo/Sweetie)* I don’t know what Spur’s so worried about. Bloofy and Biscuit are havin’ fun.

Scootaloo: Yeah! What could go wrong?

(They watch Biscuit coax Bloofy through a course of hoops, ramps, and jumps from one platform to another. The fluffy critter earns a round of cheers at the end, his eyes dilating slightly as sweat begins to run down the pale face; as the crowd response ratchets up, so too do his own. Suddenly, Bloofy starts to spin in place so rapidly that he becomes a whirling blur of circulating winds, which grows and grows until it towers over every single pony in attendance. His head protrudes from the upper end, remaining perfectly normal even during a headlong charge for the exits, while the Crusaders can only stare at the force of nature that has just blown its cork.)

Scootaloo: Me and my big grownup mouth.

(Fade to black.)

Act Three

(Opening shot: fade in to a ground-level shot of the field. A few ponies flee screaming before the advance of the tornado that is Bloofy, but others get sucked into the maelstrom along with a few loose items and livestock. The next five lines are delivered in raised voices.)

Bloom: Do you think this qualifies as “gettin’ into a dangerous situation with no grown pony to help us”?

Sweetie: I think we’re the grown ponies that need to be helping today!

(Instead of wasting her breath on words, Scootaloo puts it to use fueling a gallop over a cart stocked with lollipops. She seizes one in her teeth and races back to the epicenter, leaving Sweetie to levitate a coin to the hapless vendor. Cut to the so-called adult pegasus’ perspective, waving the candy into view toward Bloofy.)

Scootaloo: *(singsong)* Bloofy! Treats, treats, treats! *(Long shot; he lurches toward her.)* Who wants a treat?

(The air currents wrench it from her grip and come within an ace of pulling her in as well, stopped only by Bloom and Sweetie rushing in to pin her down. Bloofy catches the lollipop in his mouth, letting the stick protrude as his shadow falls over a terrified Biscuit. Now Sweetie gets it in gear, sprinting across the grass to grab him and teleport them both away; they materialize behind/within a pile of hay bales as the other two Crusaders dive for cover here.)

Biscuit: What do we do now? *(The bales are ripped away.)*

Crusaders: RUN!!

(They bug out; it takes him a moment to catch on and do likewise. Wipe to a train pulling out from a station with a cheerful toot of its whistle; the departure reveals Twilight and Fluttershy heading for one end of the platform, the Princess carrying the magic flower in her saddlebags—crystal case and all—and reading her book held at eye level with horn-power. The apples worked into the architecture give the location away as Appleloosa.)

Fluttershy: I hope you’re right about the girls coming here. *(They start down a street amid fleeing/screaming residents.)*

Twilight: Well, once we read Shadetail Evergreen’s warning that the flower grants wishes, it wasn’t a stretch to think they wished themselves to the Fair. It’s all they were talking about.

(She has taken no notice of the tumult, engrossed as she is in her reading, but Fluttershy has gotten a good clear eyeful and earful. They stop.)

Fluttershy: *(increasingly unnerved)* Or maybe since we told them they were too young to come, they wished to become grownups, then came here and caused some kind of trouble that led to a town-wide panic!

(Twilight lowers the literature and throws her a questioning look, but a light yellow hoof pointed ahead fills her in. They are on a ridge overlooking the Fair site, including the chaos in the stadium.)

Twilight: *(closing book, tucking it in bags)* Yeah, or that.

Bloom: *(from o.s.)* Twilight! Fluttershy! *(galloping to them, dropping to haunches)* Oh, thank goodness! *(Scootaloo and Sweetie arrive, followed by Biscuit.)* I know you're not gonna believe it, but it's me, Apple Bloom!

Scootaloo: And I'm Scootaloo. We kinda got turned into grownups. *(Bloom stands.)*

Sweetie: And we thought we could take the train here since we were old enough, but we ended up in the wrong place just like you said we would!

Bloom: And got lost!

Scootaloo: Just like you said we would.

Bloom: Then we met these foals who led us to the Fair and we tried to give them some grownup-style advice, but it turned their pet into a tornado that might destroy the whole town!

(Dry sidewise glances pass between the two real adults on this desert plain; the one who knows her way around animals allows herself a fed-up eye roll before both of them start forward. Wipe to Force Ten Bloofy rampaging through the thoroughly trashed stadium field as the five enter through one of its tunnels.)

Fluttershy: Goodness! *(Cut to Bloofy's face, no longer chomping the lollipop stick; she continues o.s.)* A whirling mungtooth! *(Back to the group.)* They are very rare, and just the cutest little things when they're not excited.

(A cart full of fruit slams into the wall, barely missing them and leaving a splatter of its contents on the wood.)

Fluttershy: *(hastily)* This one's excited. *(Their perspective of Bloofy.)*

Scootaloo: How do we calm him down? *(The group again.)*

Fluttershy: When they're young, a mungtooth forms a tight bond with its caretaker. They're the only ones who can get them to stop spinning. *(All eyes turn to Biscuit.)*

Biscuit: Spur's the one who really took care of Bloofy. We have to find her!

Twilight: *(to him and Crusaders)* You all go look for Spur. Fluttershy and I will do our best to keep everypony here safe.

(She teleports herself away as Fluttershy lifts off and the other four pelt along the tunnel. A snack stand is uprooted in the gale-force winds, leaving no cover for the three foals who had taken shelter behind it; Twilight poofs in here, throws up a force field around them and herself, and teleports them off the field. Fluttershy makes a very lucky catch of an airborne lamb, sets it

down, and pats its head reassuringly before it and several other animals book it through the tunnel. Right on cue, here come the Crusaders, Biscuit, and Spur, the last of whom is completely flabbergasted by the tempest raging up and down the field.)

Spur: *That's Bloofy? (Twilight teleports over to the group.)*

Biscuit: I'm so sorry, Spur. You knew what was best for him all along.

Bloom: And even though we seemed like grownups, you were way more responsible than us.

Spur: What do you mean, "seemed like grownups"?

Sweetie: Uh...we don't have time to explain. Right now we have to stop this, and you're the only one who can do it.

Spur: How?

Fluttershy: I'll show you. *(laying a hoof across her back, passing her Bloofy's carrier)* He mostly just needs to see you.

(The filly lifts off hesitantly toward the head end of her pet's cyclone.)

Spur: *(soothingly)* Hey there, Bloofy-poo.

(He turns to face her; now Fluttershy has joined her in midair.)

Spur: It's okay.

(She opens the lid gingerly, as if the box were filled with old dynamite ready to blow her to kingdom come and back, and dives in. The tornado dissipates almost immediately, leaving her holding the original-sized Bloofy in one foreleg and the box in the other. He nuzzles Spur with a happy little squeak and climbs in; at ground level, she and Fluttershy rejoin the others, the lid now closed.)

Spur: How did you know what to do?

Fluttershy: After years of experience with animals, I've picked up a few things.

(She tips a knowing smile to the other four youngsters—one normal-sized, three artificially bigger than life—who all have the good sense to display a healthy measure of chagrin. Dissolve to the seven stepping up onto the platform at the Appleloosa train station. Spur is carrying Bloofy in the carrier, lid open and a blue ribbon attached to the front.)

Spur: Well, one thing's for sure. *(Close-up.)* Bloofy definitely earned the Most Interesting Creature prize.

Biscuit: *(contritely, as Bloofy shuts himself in)* I'm sorry I didn't listen to you.

Bloom: *(from o.s.)* We all are.

(Zoom out to frame the Crusaders on the end of this.)

Spur: I guess grownups aren't always perfect.

Twilight: They sure aren't. (*pointedly, to Crusaders*) But young foals pretending to be grownups are even less so. (*Stung, they let their heads drop.*)

Spur: (*perplexed*) What do you mean?

(*The Princess's power extracts the enchanted plant within its case from her saddlebag.*)

Twilight: There's only one petal left, but I think the three of you know what to wish for. (*smiling*) And I'm pretty sure Starswirl won't mind.

(*She sets it down before the ersatz mares.*)

Crusaders: (*glumly*) We wish we were foals again.

(*As when they made their wish in Act One, a swirl of blinding white light and deep pink wisps flares up, and a giant blue-violet water lily forms and folds its petals up around them. When the boiling energy dissipates and the blossom reopens, the Crusaders are back to their original dimensions and voices and all small and large traces of the magic flower have vanished for good. Biscuit and Spur are taken aback by the instant de-aging, which has left the Crusaders a fair bit shorter than they are.*)

Biscuit: Hold on. You three are actually younger than us?

Sweetie: The flower turned us into grownups, so...we figured we could do whatever we wanted, but I guess that's not exactly true.

Bloom: We did everything real grownups told us not to and caused all kinds of trouble.

Scotaloo: And things could've been a lot worse. I guess we *were* pretty selfish.

Twilight: I'm glad you learned something. That's what growing up is—which is why you probably shouldn't skip any of it.

Sweetie: (*to Biscuit/Spur*) I know we didn't make the best impression, but we sure would like to visit you and Bloofy someday. (*The two trade neutral glances.*)

Spur: (*as Bloofy peeks out to chitter a bit*) I guess that'd be okay, on one condition. (*She and Biscuit smile.*) You get a *real* grownup to bring you.

Crusaders: Deal!

(*All seven share a hearty laugh. Zoom out slowly and fade to black.*)