

Chapter 1

The Bully

Bruce couldn't believe that Duncan and his friends were going to beat him up again. He had detoured on his way home from school to munch a new weed growing by the side of the path. He was startled when a large fly landed on the leaf he was eating. Flies thought nothing about landing on you or what you were going to put in your mouth, and they would buzz their wings or clean their feet right there, without even asking if it would be all right. His mother always said flies had no manners, and now he thought so, too.

Waving the fly away, Bruce looked for another leaf that might be tastier. He noticed some of the other caterpillars from school had climbed a vine under a nearby tree and were munching the new leaves up high. Being under a tree would be good because it would be

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harder for flying creatures to see him there. He sighed because he could hear his parents in his mind, always telling him to be careful, not to stay out in the open, repeating over and over the list of birds, bats, spiders, and other animals and insects that ate caterpillars. He'd heard it a thousand times.

As he got nearer, he smelled a wonderful aroma from the flowers on the vine. His stomach rumbled. When he reached the plant, though, he found most of its leaves were too high unless he climbed up the vine. He didn't want to do that.

Bruce started nibbling on a rather tough old leaf near the base of the plant. He was enjoying it anyway—the afternoon sun felt warm on his back, and the leaf had a fuzzy texture that tickled his tongue. He liked the way the breeze blew his antennas in circles, too.

When he'd finished the old leaf, he climbed up on a rock and stood on his back legs trying to reach the other leaves. He stretched as much as he could, but they were still just beyond his grasp.

Suddenly, the rock began to tip. He waved all the legs he wasn't standing on, trying to keep his balance, but the rock slid sideways and out from under him, and he fell, hitting his head and hurting one of his legs.

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He heard a noise behind him and turned to look. Standing there was a large, grimy caterpillar with another caterpillar on either side. It was Duncan Trumbull and his awful friends, Terry and Oscar. Bruce was scared of Duncan and the other bullies. He always tried to stay out of their way, but they made a point of finding and tormenting him. They made fun of him in school, calling him names and telling everyone he was going to turn into a moth and not a butterfly. They liked to trip him as he walked by, and they always laughed when he got hurt.

As Duncan and his buddies closed in, Bruce realized they'd probably pushed the rock to make him fall. He also knew they were going to beat him up, and there was nothing he could do about it.

"Hey, look at that," Duncan said, poking a sharp stick toward Bruce as he tried to move away. Duncan kept getting closer. "It's baby Brucie. He's afraid to climb the little bush in case he'd fall."

Bruce scrambled backward. He was getting further away and thought he might get free when he backed into the tree. He started to move sideways, but Oscar closed in on one side and Terry on the other. Duncan lunged with the stick again and dug it hard into Bruce's side.

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“Ow! That hurts! Don’t poke me!” Bruce said, backing away from the stick.

“Whatcha gonna do about it, Brucie? You gonna call your mommy? She’s not here and can’t save you, mothbrain.” Duncan poked the stick at Bruce again, and Bruce dodged toward Oscar who grabbed him. Terry took hold of Bruce’s feelers, stood up on the rock, and pulled Bruce upright, twisting his feelers until they hurt.

“Owwww!” cried Bruce, trying to pull his feelers out of Terry’s dirty grip.

From the corner of one eye, Bruce saw a butterfly come into view. Bruce recognized him—Mr. Willoughby, one of the teachers from his school.

Duncan saw Bruce’s expression change and turned to see what he was looking at. Spotting Mr. Willoughby, Duncan’s smile became a nasty scowl.

“You’re a slug, you know that, Brucie? A slug!”

Terry let go of his feelers, and Bruce fell back to the ground. His side and stomach hurt where Duncan had poked him, and his feelers were sore every time he moved them.

Terry and Oscar scattered out of sight under some fallen leaves. Duncan kicked Bruce onto

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his back so all of his legs were waving in the air.

"Say anything and you're dead!" he hissed, and then dodged under a leaf before Mr. Willoughby could see him.

Bruce knew the bullies were still close by and would be listening to everything he'd say. He also knew that if he let Mr. Willoughby fly away, he'd have to face them all over again, and that would be worse than asking the grown-up for help.

"Mr. Willoughby? Mr. Willoughby! Could you help me, please? I fell out of this tree and hurt my leg."

"Oh, my goodness, my gracious!" Mr. Willoughby exclaimed as he glided down and landed on the rock next to Bruce. "I'm so sorry to hear that. Can you stand up?"

Bruce nodded, and the butterfly helped him turn over and get to his feet.

"I'll see you home," Mr. Willoughby said, and he flew slowly, close to the ground, guiding the limping caterpillar down the path out of the woods and back to his parents.

Bruce didn't really need the help, but he pretended he did so that Mr. Willoughby would stay with him. He had some scratches and scrapes, and he knew his feelers would be sore for a day or two, but this time the only thing

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that was really hurt was his pride. He was red-faced just thinking about what had happened, and he swore that one day he'd get even with Duncan and his gang.

As Bruce walked along and the aches subsided a little, his thinking cleared. He began wondering what would happen when he got home. What would he say to Mom and Dad? They would know the story he told Mr. Willoughby wasn't true. His parents knew he hated climbing up into bushes and trees because he was afraid of heights. What would he tell them? Bruce was used to making up stories—he did it all the time. He didn't tell his parents about a lot of things that happened to him.

He knew that most of the caterpillars his age had fears about one thing or another. Young caterpillars were taught about all kinds of creatures, like birds, bats, rats, frogs, and spiders, who enjoyed eating caterpillars for dinner. Ask anybody about GrayBat or the Owl from Stony Ridge and you could see them shiver just a little, thinking about the legends. And most caterpillars didn't talk about it, but lots of them were afraid of other things. Most of them were scared to be out in the open, away from trees or bushes. Some didn't like it when it was really overcast or when there was no moon and you

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couldn't see your feelers in front of your face.

Bruce was different. He wasn't afraid of the dark, but heights made him feel sick. He hated climbing up into vines or along the branches of bushes in order to get to the leaves that grew there. Most of the time, he just ate grass or the leaves that had fallen from trees and bushes. These weren't usually very tasty, but he just couldn't make himself climb high. The other caterpillars knew Bruce behaved differently and had figured out about Bruce's fear without him telling them. And because he was different, they made fun of him constantly. Bruce spent a lot of time hiding under the leaves he was eating.

What he hated most, besides Duncan hurting him, was when the others said he wasn't going to become a butterfly but instead would be a moth. He had heard it so often now that he even wondered if it might be so. Was he really a moth? He had smooth skin, like the other caterpillars in his village, and he'd heard that most moth caterpillars were furry. He was bigger than the other caterpillars his age, though, and his legs were longer, too. His coloration was definitely not like anyone else's. His father and mother were both beautiful butterflies. His father was a warm brown color with some

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blue on the lower part of his wings. His mother was also brown, but she had orange markings around the outside of her wings which Bruce thought were very pretty. He wondered what they looked like when they were caterpillars. He'd have to ask his Grandpa Walter.

Even though they didn't talk about it, Bruce knew his parents were aware of what everyone else was saying. He knew his parents loved him very much, but he wondered why they never talked about how he emerged from his egg or told stories about when he was very small. When he asked his parents about these things, they changed the subject, saying things like, "Guess what we're having for dinner tonight?" or "Did you know your Aunt Bess is coming to visit next week?" After a while, Bruce stopped asking and decided it didn't really matter.

But it did matter. He wanted so much to be like all the other caterpillars. He wanted them to like him. And there was one more thing made him different: all the other young caterpillars talked constantly about being old enough to transform into a butterfly. Bruce didn't want to become a butterfly. He wanted to remain a caterpillar forever. He thought he was fine just as he was. He was happy (mostly), and he reasoned that, if he remained a caterpillar forever,

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he wouldn't ever have to fly up high.

But then he was home, and his mom was there, running her feelers and the pads of her feet all over him.

"What happened to you?" his mother asked, stroking his head and pulling him close.

Before Bruce could answer, Mr. Willoughby said, "He fell out of a tree, ma'am."

His mother's eyes grew wide, and she stopped stroking him. She held him out in front of her by his shoulders and glared. Bruce blushed.

"Thank you, Mr. Willoughby, for bringing my son home," she said while ushering Bruce inside the shelter of leaves and twigs his grandfather had built. As he walked in, Bruce realized it was going to be a long night, and he didn't look forward to having to explain any of this to his father.

Chapter 2

Meryl

After lunch the next day, Bruce put the leaf he'd been eating into his backpack and started up the road leading away from his village. The road was wide and well-traveled by the humans who lived in the farms and houses in this part of the country. There were wheel ruts and dried mud and rocks along what was otherwise a fairly smooth dirt surface. There was often traffic on this road, and Bruce knew he should stay along the side as much as possible, just in case.

Leaving home was scary, but it had to be better than dealing with Duncan Trumbull bullying him and everyone else teasing him. He had gone to bed without supper the night before, and he hadn't even had a chance to talk with Grandpa Walter. His parents knew he hadn't told the truth about climbing the tree, and they

Meryl

were upset that he wouldn't tell them what really happened. Then at school this morning, Duncan threw rocks at him as he walked to class, and all the other caterpillars laughed.

Bruce knew his parents wouldn't be home today—his mom was out with Grandpa and his dad was working. So, after lunch, he went home and packed a few things and then he left his parents a note:

Dear Mom and Dad,

I love you very much, but I don't want to change, so I'm going away.

Love,

Bruce

He really wasn't sure what else to say, so he kept the note short.

Besides being wide, the road seemed very long. It curved left and right and before disappearing over a small hill. To one side was a rail fence that marked the edge of one of the farms.

Bruce wondered how far he might get before he had to camp for the night, and he also wondered where he might find a good place to sleep. He'd been camping with his dad before, lots of times, and he wasn't afraid of being out at night. Well, at least not *really* afraid.

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He hadn't ever camped alone, though. A little part of him wasn't sure about everything he was supposed to do, but he thought he would remember when the time came. If he didn't know, he'd figure it out.

Bruce continued walking down the road until he had traveled quite a long way. He stopped to munch some more of the leaf he'd brought with him. He had passed by a large canyon and now was resting on a warm rock by the side of the road. A small stream ran through a pretty meadow a little way ahead, and he watched the leaves of the trees swaying as the breeze moved them back and forth.

Bruce realized he felt good—really good for a change. No more Duncan Trumbull or Oscar or Terry. No more kids laughing at him. No more feeling like he wasn't good enough and didn't fit in.

Bruce was thinking that he might go down to the water for a drink when a large shadow fell over him. He looked around for bushes to hide beneath, but there weren't any. He realized how stupid he'd been—how many times had his parents told him always to pay attention and make sure he could get to safety?

Bruce slid off the rock and crouched down next to it, making himself as small as possible,

Meryl

and he pulled the leaf he'd been eating over his head. Trembling, he waited for his life to end. A few moments went by, and then a few more. The pounding of his heart was the only sound. Then one edge of the leaf lifted, and under it peeped a large eye.

"Whatcha doin'?" asked a soft voice from the direction of the eye.

"Hiding," replied Bruce, his voice shaking.

"What from?" asked the eye.

"You," Bruce answered.

"Why?" The leaf lifted a little higher, letting in more light. Bruce could see the eye was orange with a black pupil surrounded by small gray feathers. A bird!

Bruce gulped, trying to be brave, and then said, "Because you'll eat me."

"Me? Eat *you*? Ha, ha, ha ha ha," the bird tittered. The leaf bobbed up and down and then fell back onto Bruce's head so that all he could see were the bird's feet moving back and forth. The bird's toes were long and skinny, with no feathers on them, and each toe ended with a dark claw.

Bruce summoned all his courage and peeked out from under the leaf. While she seemed enormous, he saw that this bird was really medium-sized. She was mostly white on her front, gray

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on her back and head, and black and white on her wings. She smiled, tilting her head from one side to the other.

"I won't eat you," she said, and then she giggled. "I'm a vegetarian."

At first, Bruce didn't understand. Then he realized he might not end up being this bird's lunch after all. "You're really not going to eat me?"

"Naw, not today, anyway." The bird giggled again. "My name's Meryl." With that, she stuck out one toe and waited. Eventually Bruce felt brave enough to shake her toe with several of his front feet.

Meryl continued as if it was completely normal for a bird and a caterpillar to be having a conversation. "I fell out of my nest when I was very small. A human family took me in. They were vegetarians, too. They taught me how to peck fruit, eat seeds, and how to find water, but they didn't ever bring me bugs, so I never picked up the insect habit. I tried eating a grasshopper once." Meryl shuddered, made a face, and stuck out her tongue. "It was awful!"

She smiled at Bruce. "I'm a mockingbird. I can sing lots of songs, and I can imitate other things and animals, too. The people who raised me had a dog and a cat. Samson, the cat, was

Meryl

always trying to eat me. To scare him, I learned to bark like the dog and, when the dog wasn't looking, I'd meow like the cat. I kept them both busy!"

Meryl stepped back and took a long look at Bruce and his backpack. Her tail flicked up and down and she tilted her head to one side.

"You're going to be a butterfly, aren't you?"

When Bruce nodded, she came closer and asked, "Where are you going?"

"I'm going—" The first thing that came to Bruce's mind was to make up a story, but something stopped him. He thought he should tell the truth to this bird who hadn't eaten him.

"I don't really know," he answered, looking off into the distance where the road disappeared over the rise. The sky was getting darker and there was a slight chill in the air now. He really had no idea what lay ahead. "I left home today and just started down this road—"

"Well, you might want to turn right at the fork up ahead. There's a village that isn't too far away with some nice folks who'll most likely put you up for the night."

Bruce was amazed. He was getting help from a bird who was supposed to be one of his worst enemies. He took a moment to really look at Meryl. Usually he was running too fast to get

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under cover to be able to see what beautiful feathers birds had. He had seen robins before, as there was a nest of robins not far from his school. Meryl was thinner than those birds, and her sleek wings had white stripes cutting across the gray. Her legs were long and she towered over him. He finally remembered his manners and stood up on his back legs and bowed to her.

"Thank you for your guidance," he said, feeling older and wiser than ever before.

"You're most welcome, I'm sure," Meryl said. Then she stretched out a wing and bowed to him. "I've never talked to such a big caterpillar before."

"I've never talked to a bird at all," Bruce said. He was surprised at the way her feathers looked so soft. "You're very pretty," he said.

"Aw, you're just saying that. I know I'm plain. Some birds have beautiful colors. I'm all black and white, but it's nice of you to say it anyway. Hey, would you like a ride?"

Bruce looked at the sky, with the sun getting nearer to the horizon, and thought about flying. He gasped. He wished he could just gather up his courage and hop on her back, but the thought of being up high in the air made him feel quite sick. He knew that he wasn't likely to start flying anytime soon. "Thank you, Meryl.

Meryl

I appreciate your offer, but I need the exercise."

Meryl pondered for a moment. "Well, if you don't mind, I think I'll walk along with you. I'm feeling kind of lonesome, and it would be nice to have someone to talk to."

Bruce was surprised to realize that he also felt glad at the idea of having Meryl with him.

"Sure, that would be great," he said. He tucked his leaf back into his pack, and the unlikely pair started down the road together. Although Bruce walked quickly for a caterpillar because of his long legs, Meryl took one step for every ten of his. It was slow going for the bird.

After a little while, she spoke again. "So you're out walking down this road and you don't know where you're going." She paused, but Bruce didn't say anything. "Run away from home, did you?"

The only sound was the padding of their feet in the dirt while Bruce thought about how to answer. "You're right," he said, "but not because of my parents. They were good to me. It was because of everyone else. I'm not like they are."

"Oh, I see," Meryl said. She flew a little way ahead off the road into a patch of weeds and pulled some seeds off the stalks that grew there. When Bruce caught up to her, she had fin-

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ished munching them. “They made fun of you, right? They picked on you, didn’t they?” Before Bruce could answer, Meryl said, “I know what that’s like. I don’t have many friends—at least, not many bird friends. After I was able to fly, I found other mockingbirds that I thought I could stay with, and I was really happy. But the other birds said I was strange and teased me all the time, just because I didn’t do things their way. They pulled my tail feathers and made me eat worms until I got sick.”

Bruce looked up at Meryl, wondering how anyone could be mean to a bird like her. She was so kind. After a while he said, “Why does everyone have to be so awful?”

“I don’t know,” Meryl said, “but I don’t worry about them anymore. I decided a long time ago that I’m just going to be me, the way I am, and see where that leads.”

“I guess it led you to me,” Bruce said, shielding his eyes from the sun as he looked up at her again. He realized he was smiling. It was the first time he’d really smiled in a long time.

Chapter 3

The Moth Village

The afternoon light was fading. Bruce was wondering if they would find a safe spot to bed down for the evening before it got dark when Meryl said, "The moth village is just around the bend."

"Moths!" exclaimed Bruce, looking up at her. "I've never been close to a real moth before. I've always wondered what they're like. Most of the butterflies I know act as if moths aren't as good as they are."

Meryl shook her head. "Actually, moths are a lot like you. They start out as caterpillars and become moths that fly. I think some moths are more beautiful than some butterflies. Unless you know the difference, it can be hard to tell them apart."

"Do you think they'll let us spend the night with them?"

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“Hmm. Well, moths are awake most of the night—just the opposite of you and me. You shouldn’t have any trouble staying there. I might not be welcome, though. I know some of the younger caterpillars—I saved a few of them from being eaten by another bird once, and we’ve been friends ever since. But it’s often hard to convince grown-up insects that I’m not planning to make them my next meal.”

“Then let’s go as close as seems safe for you,” Bruce said. “I’ll continue from there and see what I can find out. If you aren’t welcome, we’ll camp somewhere else.”

Meryl’s eyes grew large. “You’d come back and stay with me?”

“Of course,” Bruce said. “We’re friends now. Come on.” Bruce shifted the weight in his backpack and started up the road again.

Meryl didn’t follow right away. She wiped a bit of moisture from her eye with the edge of her wing and then ruffled her feathers. When she followed his path, her steps seemed a little lighter than before.

It was getting darker now, but Bruce could see a lot of activity as they neared the village, with large moths flying in many different directions. He never thought there would be so many!

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“You go ahead now,” Meryl told Bruce, giving him a gentle push with the tip of her wing. “I’ll wait here while you go closer.”

Bruce walked down the road and, rounding a large tree trunk, he spotted another young caterpillar. Actually, only the back side of a caterpillar.

Bruce couldn’t tell if it was a boy or a girl, but it seemed busy doing something behind the tree, talking to itself, muttering.

“I don’t understand why these seeds won’t grow. They should have sprouted by now. I just don’t think—”

The caterpillar turned around, moved out from behind the tree, and stopped talking in mid-sentence. Bruce could see it was a girl caterpillar. She had dirt all over the front of her normally white fur. Bruce could also see that she was blushing bright red which made her white fur look pink.

“I d-d-don’t suppose you know anything about growing seeds, d-do you?” she stammered.

“Not really,” Bruce said. “I used to watch my mother plant them. We all loved the stuff that grew from her garden, but that’s it.”

She stood up on her back legs and extended one front foot to Bruce. “Nice to meet you,” she

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said. "My name's Angie."

Bruce touched one of his front feet to hers and then pulled his foot back quickly. He didn't know what to say. He'd never seen a caterpillar like Angie before. She was all white with some black markings on her back and head. Her fur was very long. She was about the same size he was, and she had long legs, too, but Bruce thought Angie's fur was much prettier than his smooth green skin. They just stared at each other and then down at the ground.

"Where are you from?" Angie asked.

"Back up the road a ways. I decided to see the world," Bruce fibbed, standing up as straight as he could.

Angie's eyes lit up. "Oh! I've never met a caterpillar from outside our village before." She looked around at the activity starting all around her. "I'm sure it would be okay — would you like to stay for dinner?"

Hearing that, Bruce realized that he was really hungry, and his stomach picked that moment to growl. Both of them laughed.

"It's settled, then," she said, and she started brushing the dirt off her fur.

"I have a traveling companion," Bruce said, hoping he could convince Angie that Meryl

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wouldn't hurt her. "I'd like to ask her to join us, but I'm not sure how you'll feel about it."

Angie stiffened and her fur bristled. Then her shoulders sagged. "Oh, sure," she said, more quietly than before. "Tell her to come along."

Bruce could tell Angie wasn't happy, but he didn't know why. "She's not a caterpillar," he said. When Angie just stood looking at him, he blurted out, "My friend, Meryl, is a bird, but she doesn't eat bugs. She won't hurt you or me or anyone else in the village."

At first, Angie just looked at Bruce, and he thought she hadn't understood. He started to repeat what he'd said when Angie started laughing.

Bruce didn't think it was funny. He didn't smile. This was just someone else making fun of him again. He turned around and stalked back up the road.

Angie stopped laughing and ran after him. "Wait, wait! I wasn't laughing at you. Don't be mad. Please wait!"

Bruce just kept walking, taking long, hard strides to get away from her.

"I was laughing because I know Meryl, and I can't wait to introduce her to the rest of my family."

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Bruce stopped and turned around. Angie was smiling at him in a way no one other than his parents ever had. His anger began to fade, and although he couldn't explain it, he started feeling warm and a little fuzzy around the eyes. What an amazing thing! Angie knew Meryl and everything was going to be fine. Bruce told Angie he'd be right back and ran the rest of the way up the road to bring Meryl back with him to the moth village. What an amazing day!