Distribution:

Production:
Lauren Faust
Chris Bartleman
Kirsten Newlands-Davidson
Rob Renzetti
Sarah Wall
Jayson Thiessen
James Wooton
Angela Belyea
Ridd Sorensen
Kimberly Small

Discovery/Hasbro:
Donna Ebbs
Scott Pennington
Chris Mehl

Hasbro Studios:
Stephen Davis
Lisa Licht
Linda Steiner
Mike Riley
Brian Lenard
Robert Fewkes
Sophia Hussain

Habro IP:
Mark Wiesenhahn
Matt Mattus

Hasbro Global Brand:
Valerie Jurries
Michelle Hogue

Hasbro Design:
Liz Knight
Dean Carley

MY LITTLE PONY

"Dragonshy"

EP006

Story by

Meghan McCarthy

2nd Draft: December 30, 2009
Notes Due: January 4, 2009

FADE IN:

EXT. MEADOW - DAY

The sun is shining. The birds are CHIRPING. FLUTTERSHY flits down from the sky and lands beside her pet bunny, ANGEL (formerly Mortimer) in his little hutch. She watches him eat some carrots.

1 FLUTTERSHY
Not too fast now, Angel. You don’t want to get a tummy ache.

Angel drops an unfinished carrot and “dusts off” his paws.

2 FLUTTERSHY (CONT'D)
You really should eat more than that, don’t you think?

Suddenly, Angel jumps from his hutch and scurries into the field.

3 FLUTTERSHY (CONT'D)
Oh, goodness.

Fluttershy flits after him as he runs off.

4 FLUTTERSHY (CONT'D)
Hold on. It’s not playtime yet.

Angel pays her no mind.

5 FLUTTERSHY (CONT'D)
I know you want to run, but couldn’t you please just come back and finish your lunch?

Fluttershy drops down in front of the Angel.

6 FLUTTERSHY (CONT'D)
Just three more bites.

Angel shakes his head “no”.

7 FLUTTERSHY (CONT'D)
Two more bites?

Angel shakes his head “no” again.

8 FLUTTERSHY (CONT'D)
One more bite?

Angel considers this.

9 FLUTTERSHY (CONT'D)
(brightly)
Pretty please?

Angel shakes his head “no” and darts off.

10 FLUTTERSHY (CONT'D)
<DEFEATED SIGH>

Fluttershy turns to go when she hears a TINY COUGH. She turns back around to see that that Angel has returned. He lets out another TINY COUGH.

11 FLUTTERSHY (CONT'D)
Oh, goodness. Are you okay?

Angel COUGHS.

12 FLUTTERSHY (CONT'D)
Are you coughing because there’s an carrot stuck in your throat?

Angel shakes his head “no”.

13 BABY CHIPMUNK
Because you need some water?

Angel suddenly lets out an IMPROBABLY HUGE COUGH. He points over his shoulder. Behind him a GIANT CLOUD of BLACK SMOKE rolls into the meadow.

14 FLUTTERSHY
<GASP> Because of that giant cloud of scary black smoke?

The wayward Angel STOPS COUGHING, puts his hands on his hips and gives Fluttershy a look -- “are you serious?” Fluttershy smiles sheepishly.

15 FLUTTERSHY (CONT'D)
I’ll take that as a, ‘yes’.

END TEASER

ACT I

FADE IN:

CLOSE ON - FLUTTERSHY

Her eyes filled with panic.

16 FLUTTERSHY
(softly)
Help. Help.

We WIDEN to REVEAL...

EXT. PONYVILLE CENTRAL PARK - CONTINUOUS

Abuzz with activity. Fluttershy stands in the middle of the busy park, trying to get her fellow PONIES attention. It is not going well. She speaks so softly the passing ponies don't even hear her.

17 FLUTTERSHY
Please? Help?

The ponies keep walking.

18 FLUTTERSHY (CONT'D)
There's a horrible cloud of smoke.

And walking.

19 FLUTTERSHY (CONT'D)
It's headed this way and...
<FRIGHTENED YELP>

She leaps out of the way just as RAINBOW DASH zooms into frame, bouncing a ball on her nose. PINKIE PIE enters soon after. Her gaze fixed on the bouncing ball, she is oblivious to Fluttershy's presence.

20 RAINBOW DASH
Don't be such a scaredypony. It's just me, future Equestria ball-bouncing record holder.
(counting each bounce)
345, 346, 347... @

21 PINKIE PIE
This calls for a celebration!

22 FLUTTERSHY
(softly)
Oh, no, Pinkie Pie. This is no time for celebration. This is a time for panic, for---

23 PINKIE PIE
Oooh. I'm going to need balloons. One for everypony in Ponyville.

24 FLUTTERSHY
(meekly)
There's smoke.
(MORE)

FLUTTERSHY (CONT'D)
And where there's smoke there's fire. And where there's fire, there's---

25 PINKIE PIE
Let's see that's...
(counting ponies)
1,2,3,4...

26 RAINBOW DASH
...454, 455...no, wait...

27 PINKIE PIE
...5,6,7...

Rainbow Dash stops bouncing the ball.

28 RAINBOW DASH
Pinkie Pie! Now I have to start all over!

Rainbow Dash storms off.

29 FLUTTERSHY
(nervously)
We're all going to have to start over. In a new village. Because ours is going to be----

30 PINKIE PIE
(calling after Rainbow Dash)
Rainbow Dash, wait up!

Pinkie Pie gallops after Rainbow Dash. Fluttershy turns her attention back to the other ponies.

31 FLUTTERSHY
Oh please, this is an emergency. I need everypony to--

32 TWILIGHT (O.S.)
(a booming voice)
Listen up!

Silence. Every pony in the park immediately stops what they are doing and looks to TWILIGHT who now stands just a few feet away from Fluttershy. SPIKE is on her back.

33 TWILIGHT (CONT'D)
Smoke is spreading over all of Equestria.

34 PONIES
Smoke?/ Oh, no!/ Fire!

35 FLUTTERSHY
That's what I've been trying to---

36 TWILIGHT
But don't worry, I've just received a letter from Princess Celestia informing me that it is not coming from a fire.

Fluttershy is visibly relieved.

37 FLUTTERSHY
Oh, thank good---

38 TWILIGHT
It's coming from a dragon.

39 PONIES
<GASP>

Fluttershy goes quite pale.

40 FLUTTERSHY
(tremors in her voice)
A Ddddraagon?

INT. TWILIGHT'S LIBRARY LOFT - SOON AFTER

Twilight hurriedly uses her magic to place books and rolled parchments into a saddlebag as she addresses Rainbow Dash, Pinkie Pie, RARITY and APPLE JACK. Fluttershy stands in a corner looking nervous.

41 APPLEJACK
What in the name of all things cinnamon swirl is a full grown dragon doing here in Equestria?

42 TWILIGHT
Sleeping.

The other ponies look confused.

43 PONIES
Huh?

44 TWILIGHT
According to Princess Celestia, he's taking a nap. His snoring is what's causing all this smoke.

45 PINKIE PIE
He should really see a doctor. That doesn't sound healthy at all.

Rarity rolls her eyes at this, then addresses Twilight.

46 RARITY
Well at least he's not snoring FIRE! What are we meant to do about it?

47 RAINBOW DASH
I'll tell you what we're "meant to do." Give 'im the boot.
(then)
Take that! And that!

Rainbow Dash kicks at the air.

48 TWILIGHT
(pointedly to Rainbow Dash)
We need to *encourage* him to take a @
nap somewhere else.
(then, steely eyed)
Princess Celestia has given us @
this mission and we must not fail. @
If we do Equestria will be covered
in smoke for the next 100 years. @

49 FLUTTERSHY
<GASP>

50 RARITY
Talk about getting your beauty sleep.

51 TWILIGHT
(turning to Pinkie) @
And 100 years of smoke wouldn't be @
healthy for <u>*us*</u> at all! @
(addressing the rest) @
All right, <u>every</u>pony. I need you to gather supplies quickly. We've got a long journey ahead of us. Let's meet back here in less than an hour.

Rainbow Dash leaps up and takes a heroic stance.

52 RAINBOW DASH
Alright, girls, you heard her. The fate of Equestria is in our hooves. Do we have what it takes?

We TRACK ALONG the other ponies as they answer.

53 APPLEJACK/RARITY/PINKIE PIE
You betcha!/Obviously./We can do it!

We end on Fluttershy who is shaking like a leaf. Murmuring too quiet for the others to hear.

54 FLUTTERSHY
Uuuuuummm actually.....

DRAMATIC MUSIC UP as we...

CUT TO:

A SERIES OF SHOTS

A) Rainbow Dash dips her hooves into two jars of rainbow-colored grease paint. She smears the grease paint across her cheeks and lets out a mighty...

55 RAINBOW DASH
RAARR!

B) Apple Seed and Granny Smith help AppleJack load supplies into a pack saddle. Apple Seed looks on nervously as Apple Jack buckles under the weight. But she quickly recovers and rears into the air, ready for action.

56 APPLEJACK
HYAH!

C) Pinkie Pie packs a bag with a random assortment of objects: INFLATED BALLOONS, a UKULELE, a RUBBER CHICKEN...

57 PINKIE PIE
<GIGGLES> I mean...

She gets an angry look on her face.

58 PINKIE PIE (CONT'D)
<Grrrr!>

D) In Carousel Couture, the curtains of a dressing room rustle. Rarity leaps out heroically, dressed in camouflage. She catches a glimpse of herself in her helmet in the mirror...

59 RARITY
Yech.

He mirror image disappears O/S and reappears with a floofy plumed chapeau.

60 RARITY (CONT'D)
Much better! Onward!

E) Fluttershy rummages through a trunk in her cottage. Obscured by the open lid, she closes it to reveal she's covered in protective gear: a football helmet, a baseball catcher's chest guard, an inner tube around her waist and water wings. She's shaking violently.

61 FLUTTERSHY
<squeak!!>

F) Tbey burst into the Library, lined up like a super hero troupe and ready for action!

62 PONIES
Let's go!!

...but at the end of the line, Fluttershy peaks out from behind them, still shaking.

63 FLUTTERSHY
Uuuumm... let's not...?

EXT. LIBRARY - CONTINUOUS

The ponies are lined up like soldiers, Twilight addresses them like a General. The air is thick with smoke.

64 TWILIGHT
Alright, girls, listen up.

The ponies do as they are told.

65 TWILIGHT (CONT'D)
I'm mapping out the fastest route but we've all got to keep a good pace if we expect to make it up the mountain by nightfall.

66 FLUTTERSHY
M-m-m-mountain?

67 TWILIGHT
The dragon is in that cave at the very top.

She gestures to A MOUNTAIN in the distance. All STEEP CLIFFS and SHARP ANGLES. Swirls of BLACK SMOKE puff out from its snow-covered top.

68 APPLEJACK
Looks pretty cold up there.

69 RAINBOW DASH
You bet it is. The higher you go, the chillier it gets.

70 RARITY
Good thing I brought my scarf.

Rarity uses her mouth to pull a lovely but very flimsy scarf from her saddle bag. She whips it around her neck.

71 PINKIE PIE
Ooooh. Pretty.

72 RAINBOW DASH
(dripping sarcasm)
Oh yeah. That'll keep you nice and cozy.

Fluttershy eyes the mountain, her gaze traveling from the base to the top. It is a very long way up. Another big puff of smoke billows out. Her eyes go wide.

73 FLUTTERSHY
<gulp!>

She approaches Twilight, reviewing her map.

74 FLUTTERSHY (CONT'D)
(timidly)
Excuse me... Twilight...

No response.

75 FLUTTERSHY (CONT'D)
(a tiny bit louder)
I know you're busy...

76 TWILIGHT
(distracted)
Uh-huh.
(then to herself)
We could go this way...

77 TWILIGHT (CONT'D)
But if I could just have a second...

78 TWILIGHT ((CONT'D)
(still distracted)
Uh-huh.
(to herself)
No. We want to avoid that...

79 FLUTTERSHY
So, um, I was thinking that, um, maybe I... maybe I should just stay here in Ponyville.

80 TWILIGHT
(still distracted)
Uh-huh.

Fluttershy brightens.

81 FLUTTERSHY
Oh. Good. So I'll stay here and--

Twilight looks up from her map.

82 TWILIGHT
Wait. No. You have to come. Your
way with wild animals will surely @
come in handy.

83 FLUTTERSHY
I don't think I--

84 TWILIGHT
And don't worry about your little
friends in the meadow. Spike's @
got it covered while you're gone.

Spike pokes his head in, a PAIR of BIRDS on one shoulder, the NEST of BABY CHIPMUNKS in his arms, several other small woodland creatures at his feet, and Angle on his head.

85 SPIKE
You can count on me!

Angel leaps from his head and darts off. Spike chases after him. All the little animals take off in different directions.

86 SPIKE (CONT'D)
Hey! Wait!

87 FLUTTERSHY
I don't really think he's up to @
the task. Mayb-- @

Twilight rolls up her map and puts it in her saddle bag, leaving Fluttershy shaking in her boots once again.

88 FLUTTERSHY (CONT'D)
But... but... <squeak!!>

Rainbow Dash sees this, then catches up to Twilight to get her attention.

89 RAINBOW DASH
(lowering her voice)
Are you sure you want Fluttershy
to come along?
(MORE)

RAINBOW DASH (CONT'D)
I mean, that pony's afraid of her own shadow. She's just gonna slow us down.

90 TWILIGHT
Oh, she's just a little nervous. Once we get going I'm sure she'll be fine.

91 FLUTTERSHY (O.S.)
<FRIGHTENED YELP>

Twilight and Rainbow Dash look over to see a terrified Fluttershy cowering from, of all things, HER OWN SHADOW. Rainbow Dash gives Twilight an "I told you so" look. Twilight ignores her and addresses her fellow ponies

92 TWILIGHT
Alright girls--- Move out!

93 FLUTTERSHY
But... but... but...

WHAM! Fluttershy is comically swept up in the stampede and tossed around in the air as AppleJack, Twilight, Rarity and Pinkie Pie take off down the road, Rainbow Dash flying above them.

94 FLUTTERSHY (CONT'D)
<TERRIFIED SQUEALS>

FADE OUT.

END ACT ONE

ACT II

<u>EXT. BASE OF MOUNTAIN - LATER</u>

Twilight, Fluttershy, Pinkie Pie, Rainbow Dash, and Apple Jack approach the base of the mountain. Fluttershy looks very, very nervous. Suddenly, there is a loud RUMBLE.

95 FLUTTERSHY
<GASP>

She cowers behind Apple Jack.

96 RAINBOW DASH
Whoa. What was that?

Twilight looks up to the top of the mountain. A fresh plume of smoke billows out of the cave.

97 TWILIGHT
That is what it sounds like when a dragon snores.

Fluttershy fearfully gazes up at the top of the mountain.

98 FLUTTERSHY
It's so... high.

99 RAINBOW DASH
Well it is a *mountain*. I'm gonna fly up there and check it out!! Urk!

Rainbow Dash is about to take off when AppleJack yanks her back down by her tail.

100 APPLEJACK
Hold on now. I think we should all go up together. Safety in numbers and all that.

101 RAINBOW DASH
(begrudgingly)
Oh, alright.

<u>EXT. MOUNTAIN - CLIFFSIDE - A FEW MINUTES LATER</u>

A very steep incline. Rainbow Dash hovers just above the other ponies as they make their way up. AppleJack is in the lead, followed by Pinkie Pie, Rarity and Twilight.

102 RARITY
I hear the only thing that sparkles more than a dragon's scales are the jewels they use to build their nests.
(then, realizing)
I play my cards right, I might be able to convince him to part with a few.

103 PINKIE PIE
(a deep voice)
Welcome to my cave, Rarity. Care for a diamond? <DEEP ROAR>

104 PONIES
<LAUGHTER>

105 TWILIGHT
Girls! This is no laughing matter! Fluttershy, you're the expert on wild creatures. What do you think the dragon will be like? @

No response.

106 TWILIGHT (CONT'D)
Fluttershy?

Twilight and the other ponies look back to see that Fluttershy is still standing at the base of the mountain.

107 RAINBOW DASH
(calling out)
Hey! What are you waiting for?
An invitation?

Pinkie Pie rustles through her saddlebag.

108 PINKIE PIE
Oh. I think I have one in my bag.

109 FLUTTERSHY
It's so, so... steep.

Rainbow is visibly annoyed.

110 RAINBOW DASH
Well it is a *cliff*.
(then)
You could just, oh, I don't know,
<u>fly</u> up here.

111 PINKIE PIE
C'mon Flutter shy! You can do it.
Flap those wings.

112 FLUTTERSHY
O-okay. <A DEEP BREATH>

CLOSE ON FLUTTERSHY

She closes her eyes. Her wings flutter nervously like a humminbird and she lifts off the ground. Suddenly, we hear the loud RUMBLE of the dragon's snore. Fluttershy opens her eyes. A look of terror on her face.

113 FLUTTERSHY (CONT'D)
<FRIGHTENED WHIMPER>

Her wings suddenly clamp up, folding to her side with a SNAP She drops back down to the ground and lands with a thud.

A WIDER ANGLE

The ponies watch helplessly as Fluttershy strains to get her wings open.

114 FLUTTERSHY (CONT'D)
Nnnnn.... Ggnnnnn...

115 RAINBOW DASH
<groan.>

116 TWILIGHT
We don't have time for this.

Applejack grabs the map from Twilight's saddlebag and spreads it out on the ground in front of her.

117 TWILIGHT (CONT'D)
What're you doing?

Applejack expertly slides down the steep slope towards Fluttershy like a snowboarder with hooves.

118 APPLEJACK
I'll need this if I'm gonna take her around the mountain another way.

119 RAINBOW DASH
<GROAN> Around the mountain?
(then, to Twilight)
That's gonna take them forever.

Down below, Fluttershy dives behind a bush as the dragon lets out another RUMBLING SNORE. Twilight looks up at the top of the mountain to see a plume of black smoke. It spreads out over Equestria. AppleJack reads the concerned look on Twilight's face.

120 APPLEJACK
Don't worry, Twi. We'll be there lickety-split.

<u>EXT. CLIFFSIDE - MUCH LATER</u>

Twilight paces impatiently on the ground as Rainbow Dash "paces" in the air. Pinkie Pie and Rarity play a board game. Pinkie Pie nudges a piece to the finish line with her nose.

121 PINKIE PIE
Woo-hoo! I win again!

122 RARITY
(exasperated)
That's 35 games in a row.
(then)
Best of 71?

Just then, a winded AppleJack and Fluttershy round the corner.

123 APPLEJACK
(catching her breath)
We...made...it.

124 RAINBOW DASH
(whispering to Twilight)
Told you it was gonna take them forever.

EXT. MOUNTAIN - LATER

The ponies have arrived at a narrow ravine. Rainbow Dash flies over the gap. Twilight, Rarity, and Pinkie Pie easily make the short jump across. Fluttershy remains on the other side.

125 TWILIGHT
Your turn Fluttershy.

Fluttershy stares nervously at the ravine.

126 FLUTTERSHY
But it's so... wide.

127 RAINBOW DASH
Well it is a... What are you talking about? It's not wide at all.

128 TWILIGHT
Come on, Fluttershy. We should be much farther along by now. It's going to be dark soon.

129 FLUTTERSHY
<NERVOUS GULP> Dark?

130 RAINBOW DASH
Yes. Very, very dark. If you wanna miss it, then get to flyin' already!

Fluttershy slowly walks up to the edge of the ravine and looks down.

FLUTTERSHY'S POV

It is a very long way to the valley below.

BACK ON FLUTTERSHY

She looks back at her wings. They flutter the tiniest bit, then... SNAP! Clamp up. Rainbow Dash shakes her head disapprovingly.

131 APPLE JACK
(encouraging)
Or you could just leap on over.

132 FLUTTERSHY
I...don’t know...

133 PINKIE PIE
There’s nothing to be afraid of.
It’s just a hop, skip, and a jump.

As she says this, Pinkie Pie HOPS, SKIPS, and then JUMPS back over the ravine to join Fluttershy on the other side.

134 PINKIE PIE (CONT'D)
See.?

She jumps over it repeatedly.

135 PINKIE PIE (CONT’D)
(singing)
It’s not very far. Just move your little rump./ You can make it if you try with a hop, skip, and a jump.

Twilight sinks, exasperated. Rainbow Dash rolls her eyes.

136 TWILIGHT
(to Rainbow Dash)
Oh, no. Not a song. We don’t have time for this.

137 PINKIE PIE
(singing)
A hop, skip, and a jump./Just move your little rump./ A hop, a skip, and a jump.

Fluttershy hasn’t budged. She just watches Pinkie and grows even more worried.

138 PINKIE PIE (CONT’D)
(getting louder & louder)
A hop, skip, and a jump./ A hop, skip, and a jump.
A hop, skip, and a jump./ A hop, skip, and a jump...

As Pinkie Pie continues to sing, Fluttershy summons up the tiniest bit of courage. She closes her eyes.

139 FLUTTERSHY
Okay, here I go... A hop...

She HOPS toward the edge of the ravine.

140 FLUTTERSHY (CONT'D)
...skip...

She SKIPS. Her fellow ponies shout words of encouragement.

141 APPLEJACK/RARITY/TWILIGHT
You've got it!/Almost there!/Just don't look down!

Unfortunately, Fluttershy does look down and sees that she is now hovering over the ravine. Paralyzed with fear, she SLAMS her eyes shut again, and with front and back legs extended, starts to plummet.

WHAM! Fluttershy opens her eyes and we WIDEN TO REVEAL...

...that she has landed with her front hooves on one side of the ravine, and her back hooves on the other side. The ravine isn't wide at all. In fact it's no wider than the length of a frightened little pony.

Rainbow Dash slaps her forehead in disbelief, then flies over and nudges Fluttershy's bottom with her nose as the other ponies help pull her safely to the other side.

142 FLUTTERSHY
(sheepishly)
I guess I forgot to jump.

<u>EXT. ANOTHER PART OF THE MOUNTAIN - DUSK</u>

The sun is starting to set as Twilight leads the other ponies up a winding path. She checks the levitating map in front of her.

143 TWILIGHT
Not much further now.

Suddenly, a WIND blows through the trees. Fluttershy looks around, nervously.

144 FLUTTERSHY
What was that?

145 APPLE JACK
Just the wind.

An owl HOOTS.

146 FLUTTERSHY
(startled)
What was that?

147 RARITY
An owl.

We hear what sounds like a large animal EATING voraciously.

148 FLUTTERSHY
(even more startled)
What was that?

149 PINKIE PIE
(cheery)
Me.

Pinkie is eating a cupcake voraciously--- and loudly.

150 PINKIE PIE (CONT'D)
<NYAHM NYAHM GOBBLE GOBBLE>

151 TWILIGHT
Let's keep it down. According to my map, we're entering an avalanche zone. The smallest peep could cause a huge rock slide. @

152 PINKIE PIE
<AN ABRUPT STOP TO HER EATING>

153 FLUTTERSHY
<gulp> An... avala---

154 TWILIGHT
Shh!

The ponies very quietly tip-toe along the path.

ANGLE ON

A tiny leaf as it very slowly falls from a tree.

ON FLUTTERSHY

As the leaf lands ever so gently on her tail. Ding! Startled, she rears back on her hind legs.

155 FLUTTERSHY
AVALANCHE!

AppleJack quickly puts a hoof over Fluttershy's mouth to silence her, but Fluttershy's voice ECHOES across the mountain. Then...

...silence. Looks like they dodged a bullet.

156 PONIES
<RELIEVED SIGHS>

Suddenly, RUMBLE, RUMBLE, RUMBLE. The ponies eyes go wide with fear as they realize they are about to be in the middle of an...

157 PONIES (CONT'D)
AVALANCHE!

Enormous boulders come tumbling down on them from every direction. The ponies DART back and forth, LEAPING and DUCKING to avoid being hit by the rolling rocks.

158 PONIES (CONT'D)
Ahhh!/Look out!/Oh no!/Help!

AppleJack DIVES and knocks Twilight out of the way just in time to save her from being crushed by a huge boulder. Dust and debris fill the frame as the large rocks are followed by smaller rocks and finally a trickle of tiny pebbles.

159 PONIES (CONT'D)
<COUGHING>

Then, just as quickly as it began, the avalanche stops. The dust clears, revealing the frightened but otherwise unharmed Ponies.

160 APPLEJACK
Everybody okay?

The ponies nod.

161 TWILIGHT
Thanks to you, I am.

162 PINKIE PIE
Woo-hoo! Let's do it again!

Rarity shakes the dust from her mane, then notes that her once beautiful scarf is now filthy.

163 RARITY
This is why a girl always packs extra accessories.

She whips off the scarf with her mouth then retrieves another from her saddlebag and puts it on. She then searches the bag for something else.

164 RARITY (CONT'D)
Please tell me I brought the tiara that goes with this.

165 RAINBOW DASH
Think we’ve got bigger problems than making sure our hairbows match our horseshoes.

She gestures to the path ahead, now completely blocked by an ENORMOUS PILE OF ROCKS. The ponies’ sink at the sight of the new obstacle. Fluttershy lowers her head, ashamed.

166 FLUTTERSHY
S-s-sorry.

AppleJack tries her best to put on a happy face.

167 APPLEJACK
Aaaw, no big whoop, sugarcube.

168 TWILIGHT
Yeah. We’ll just have to...
(a sinking feeling)
...<SIGH> climb over.

Twilight takes the lead and the other ponies slowly start to climb over the rocks, single file. Rainbow Dash hangs in the sky above them, shaking her head once again as Fluttershy hoofs it with the others rather than using her wings.

<u>EXT. MOUNTAIN PATH - A LITTLE LATER</u>

The ponies, clearly exhausted, continue their climb up and over the jagged rock pile. An irritated Rainbow Dash hovers above them. Rarity SLIPS on a loose rock and falls, bumping into AppleJack and nearly toppling her over.

169 RARITY
My apologies!

Rainbow Dash drops down and helps Rarity back onto her feet. She eyes Fluttershy.

170 RAINBOW DASH
(pointedly)
Not your fault.

Rainbow Dash flies ahead to join Twilight at the front of the worn out procession.

171 RAINBOW DASH (CONT'D)
Still think it was a good idea to bring Fluttershy along?

172 TWILIGHT
We're about to find out.

WIDEN TO REVEAL...

That the ponies are just steps away from a giant cave. Inside we can just make out the outline of SOMETHING VERY LARGE. Something that is making a very loud GRUMBLING SOUND. Something that emits DARK BLACK SMOKE with every breath.

173 TWILIGHT (CONT'D)
We're here.

END ACT II

ACT THREE

<u>EXT. DRAGON'S CAVE - CONTINUOUS</u>

The ponies are gathered around Twilight a few feet from the entrance to the cave. They look very, very small standing there in front of the dragon's enormous lair. Now it's everyone's turn to look a little nervous.

174 TWILIGHT
(in hushed tones)
Rainbow Dash, you'll use your wings to clear the smoke.

Rainbow Dash nods in understanding and flaps her wings.

175 TWILIGHT (CONT'D)
Rarity and Pinkie Pie, you'll create a diversion to distract the @
dragon if things get a little @
hairy in there.

Rarity waves a hoop made of blindingly sparkly ribbon. Pinkie Pie swings a rubber chicken.

176 TWILIGHT (CONT'D)
AppleJack, you're ready with the apples in case he decides to attack.

AppleJack tosses a pair of apples over her shoulder and KICKS them with her back hooves. They lodge in a nearby tree.

177 TWILIGHT (CONT'D)
But it shouldn't come to that. Because Fluttershy will do what she needs to do to wake him up and between the two of us we should be able to get him to understand why he needs to go.
(then)
Is everypony ready?

The other ponies, with the exception of Fluttershy nod affirmatively. She just bites her lip and looks horrified!

178 TWILIGHT (CONT'D)
(steeling herself)
Okay, then. <A DEEP BREATH> We're going in.

Twilight makes her way to the entrance to the cave.

179 TWILIGHT (CONT'D)
(whispering)
So, what is the best way to wake up a dragon without upsetting him?

No response.

180 TWILIGHT (CONT'D)
Fluttershy?

Twilight turns to see that Fluttershy is not walking toward the cave. She stands frozen in the exact same spot Twilight left her. Her eyes wide. Jaw slack.

181 TWILIGHT (CONT'D)
Oh, come on.

Twilight gallops back to Fluttershy. Twilight pushes her rump with her head, but Fluttershy is FROZEN. Twilight cylces her back hooves, but Fluttershy won't budge.

182 TWILIGHT (CONT'D)
C'mon. NNGH. We have to do this. NNGHN. <u>Now</u>.

The other ponies gather around the frozen Fluttershy. They get behind her to aid in her pushing.

183 TWILIGHT (CONT'D)
Every -nngh!- second longer that dragon -nngh-- sleeps is another -nngh- acre of Equestria that is covered in -NNNNNGH!!!- smoke!

But Fluttershy cannot budge. It's like trying to move a statue. Finally...

184 FLUTTERSHY
(quietly)
I... I... I can't go in the cave.

The ponies collapse, giving up.

185 PONIES
<exasperated sighs>

186 RAINBOW DASH
Oh great. She's scared of caves now, too.

187 FLUTTERSHY
(very softly)
I'm not scared of caves. I'm scared of <mumble.>

188 APPLEJACK
What's that, sugarcube?

189 FLUTTERSHY
(a little louder)
I'm scared of <mumble.>

190 TWILIGHT
What?

191 FLUTTERSHY
I'm scared of dragons!

Suddenly, the dragon lets out a huge SNORE, enveloping the ponies with smoke. A terrified, Fluttershy ducks behind AppleJack.

192 FLUTTERSHY (CONT'D)
AAAAHHHHH!!!!

193 PONIES
<COUGHING SOUNDS>

Rainbow Dash flaps her wings and the smoke clears.

194 TWILIGHT
But Fluttershy! You have a wonderful talent dealing with all kinds of animals!

195 FLUTTERSHY
Yes. Because they're not DRAGONS.

196 RAINBOW DASH
Oh *come on!!* We've seen you walk right up to a horible ***Manticore*** like he was nothing!

Fluttershy emerges from behind AppleJack.

197 FLUTTERSHY
Yes. Because he wasn't a DRAGON.

She ducks back down behind AppleJack.

198 PINKIE PIE
Spike is a dragon. You're not scared of him.

Fluttershy pops back up.

199 FLUTTERSHY
Yes. Because he's not a huge, gigantic, terrifying, enormous teeth gnashing, sharp scale having, horn wearing, smoke snoring, could-eat-a-pony-in-one-bite, totally ***ALL GROWN UP*** dragon!

Another SNORE from the dragon sends Fluttershy cowering behind AppleJack again.

200 TWILIGHT
But if you're so afraid of dragons, why didn't you say something before we came all the way up here?

201 FLUTTERSHY
(sheepish)
I was *afraid* to.

Rainbow Dash slaps her forehead in disbelief. AppleJack turns to face Fluttershy. She gently nudges her to stand up straight.

202 APPLEJACK
All of us are scared of that dragon.

203 RAINBOW DASH
I'm not.

204 APPLEJACK
Almost all of us are scared of that dragon.
(MORE)

APPLEJACK (CONT'D)
But we've got a job to do. So get on in there with Twilight and show her what you're made of.

205 FLUTTERSHY
I... I...

She looks into the cave at the menacing silhouette of the sleeping dragon, then back at the rest of the ponies. Fluttershy's eyes start to quiver and shine, suggesting tears coming on. She hangs her head.

206 FLUTTERSHY (CONT'D)
I just... can't.

A defeated Fluttershy walks away from the cave, leaving her friends behind, AJ, Pinkie and Rarity sad, Rainbow shaking her head, annoyed, and Twilight disappointed.

207 TWILIGHT
(sympathetic)
Oh Fluttershy....

FADE OUT.

EXT. MOUNTAIN TOP - CAVE ENTRANCE - SOON AFTER

The ponies, minus Fluttershy, peer into the smoky cave.

208 APPLEJACK
That feller's big as a barn.

209 PINKIE PIE
Two barns.

210 TWILIGHT
I'm going in.

She starts off--- then stops.

211 TWILIGHT (CONT'D)
He probably just doesn't realize what he's doing.

She starts again--- then stops again.

212 TWILIGHT (CONT'D)
(hopeful)
Right?

213 PONIES
(forced optimism)
Sure!/ Of course!/ Easy peasy!/
(Rainbow, sarcastic)
If you say so.

Twilight looks nervous for a second, then puts on a brave face and finally exits for real.

INT. CAVE - CONTINUOUS

Twilight slowly walks up to the sleeping dragon. As she gets closer, we can that see he is lying in a nest of precious jewels. More importantly, we can see just how truly enormous he is. Even though the dragon is lying down, Twilight barely comes up to its eye!

214 TWILIGHT
(quietly)
Excuse me.

The still sleeping dragon rolls over onto his back.

215 DRAGON
<LOW MUMBLING>

Twilight moves a little closer.

216 TWILIGHT
Hello?

The dragon uses one of his long claws to scratch his belly in his sleep.

217 DRAGON
<MORE LOW MUMBLING>

218 TWILIGHT
(sing-songy)
Mr. Dragon...

Twilight stretches out her front hoof and is about to tap the dragon on the nose when he suddenly opens his eyes. Twilight slowly retracts her hoof, then takes a few steps back.

219 TWILIGHT (CONT'D)
(a little nervous)
Oh. Good. You're awake. Please allow me to introduce myself. My name is Twilight--

220 DRAGON
<LONG, SLEEPY YAWN>

Twilight's nose wrinkles at the smell of the dragon's breath.

221 TWILIGHT
(gagging a little disgusted)
(MORE)

TWILIGHT (CONT'D)
--Sparkle and my friends and I are residents here in Equestria. Ponyville to be exact.

She gestures to the other ponies peaking their heads into the entrance to the cave. Pinkie Pie gives the dragon a big smile and a little “wave”.

222 TWILIGHT (CONT'D)
We’ve come here to ask that you find another spot to take your nap.

The dragon raises an eyebrow.

223 TWILIGHT (CONT'D)
(trying to put it gently)
It’s just that you seem to be doing an awful lot of snoring and every time you do so, you send out a terrible cloud of smoke.

224 DRAGON
<SNORT>

A puff of smoke swirls from his nose. He watches as it drifts toward the entrance to the cave.

225 RARITY
<COUGH>

226 TWILIGHT
Equestria simply can’t survive a hundred years in a dark haze. You understand...
(then, hopeful)
...don’t you?

The dragon nods his head in understanding, then slowly sits up and stretches his arms. He gives his wings a little flap.

227 TWILIGHT (CONT'D)
(excited)
So you’ll find another place to sleep?

A beat then...

...PLOP! The dragon drops back down and closes his eyes. He takes a small breath then breathes smoke in Twilight’s face.

228 TWILIGHT (CONT’D)
<COUGH COUGH COUGH COUGH>

EXT. CAVE - A MOMENT LATER

Pinkie Pie, Rarity, Apple Jack, and Rainbow Dash have circled up at the entrance to the cave. Twilight rushes out in the midst of a coughing fit.

229 TWILIGHT
<COUGH COUGH COUGH COUGH>

230 DRAGON (O.S.)
<SNORING>

Smoke soon follows her, billowing out over the ponies.

231 PONIES
<COUGH COUGH COUGH COUGH>

When the smoke clears...

232 RAINBOW DASH
So much for... <COUGH>...
persuading him. @

233 APPLEJACK
Now what?

234 RARITY
Obviously this situation just
calls for a little “pony charm.”
Allow me, girls.

Rarity fluffs her mane and enters...

INT. CAVE - CONTINUOUS

The irritated dragon opens his eyes as Rarity approaches.

235 RARITY
(loudly)
I am so sorry to interrupt...

The dragon looks slightly less irritated.

236 RARITY (CONT'D)
But I couldn’t possibly head back
home without mentioning what
handsome scales you have.

The dragon starts a slow, sleepy smile.

237 RARITY (CONT'D)
Shame those scales have to be
hidden away in some silly cave for
a hundred years.

The dragon considers this for a moment. He admires his own scales as a wave of light glitters over them.

238 RARITY (CONT'D)
Personally, I think you should skip the snoozing and be out there showing them off.

The dragon smiles just a little more. He slowly starts to get up. Then...

239 RARITY (CONT'D)
Obviously I would be more than happy to keep an eye on your jewels while you're gone.

Rarity bats her lashes at the dragon. She reaches out and touches one of the diamonds in the dragon's nest. His lip curls into a snarl. He's on to her. He plops back down on his next, pulls his gems to him and growls. Rarity takes the hint and quickly makes her exit.

EXT. CAVE - A LITTLE LATER

Rarity sits on a rock, her head in her hooves. Twilight stands beside her.

240 RARITY
I was this close to getting that diamond.

241 TWILIGHT
You mean, "getting rid of that dragon"?

242 RARITY
(unconvincing)
Uh. Yeah. Sure.

243 APPLEJACK (O.S.)
What in tarnation?

A WIDER ANGLE REVEALS

Pinkie Pie is now wearing an absurdly silly new outfit.

244 RARITY
Darling, you look ridiculous!

245 PINKIE PIE
Exactly. Sharing a laugh is a sure fire way to get someone on your side.

She enters the cave.

A beat later, Pinkie Pie emerges from the cave. Her outfit is now frayed and she is covered in a thick layer of black soot.

246 PINKIE PIE (CONT'D)
Apparently, he doesn't like laughing. Or sharing.

Rainbow's had enough.

247 RAINBOW DASH
Alright that's it! We've tried persuasion, charm, whatever it is that Pinkie Pie does. @

Pinkie, still in her sooty outfit, smiles really big, her bright white teeth contrast her sooty face.

248 RAINBOW DASH (CONT'D)
It's time to stop waistin' time! I'm going in!

249 TWILIGHT
Rainbow no---

Before the other ponies can stop her, Rainbow dash ZIPS off into...

INT. CAVE - CONTINUOUS

Rainbow Dash flies right up to the sleeping dragon. She rears back her right front hoof.

250 RAINBOW DASH
Get! Out!

That said, she gives the dragon a swift kick in the nose. BOI-OI-OING! It cartoonishly flops up and down like a diving board. The dragon doesn't even flinch. He just opens his eyes, wrinkles his snout a little and then lets out a tiny, smoky...

251 DRAGON
<SNEEZE>

Rainbow Dash smiles sheepishly.

252 RAINBOW DASH
Sorry.

The dragon does not accept her apology. He rears back his head and lets out a mighty...

253 DRAGON
<ROOOAAAAAR>

The force of the dragon’s terrible roar sends Rainbow Dash tumbling end over end out of the cave.

EXT. MOUNTAIN TOP - CONTINUOUS

Rainbow Dash CRASHES into her fellow ponies. They all look up in horror, SCRAMBLING to their feet as the dragon fills the entrance to the cave with his enormous frame.

254 DRAGON
<ROOOOAAARRR>

The powerful roar sends the ponies FLYING BACKWARDS. They SLAM into a wall of rock that crumbles to reveal a hiding Fluttershy.

255 PONIES
<GROANING IN PAIN>

Fluttershy removes her hooves from over her eyes and looks up at the enormous dragon, his terrible, sharp teeth bared, his leathery wings outstretched.

256 DRAGON
<ROOOOAAARRR>

257 PONIES
<GROANING IN PAIN>

Fluttershy looks down at her injured friends, then back up at the dragon.

258 FLUTTERSHY
(softly)
H... h... how dare you?

Her tiny wings begin to flap.

259 FLUTTERSHY (CONT'D)
(a little louder)
How dare you?

Suddenly, she takes to the sky.

260 FLUTTERSHY (CONT'D)
HOW DARE YOU?!

Fluttershy gets in the dragon’s face. No bigger than his two sharp front teeth, she lays into him.

261 FLUTTERSHY (CONT'D)
WHO DO YOU THINK YOU ARE?!

He just stares at her.

262 FLUTTERSHY (CONT'D)
LISTEN HERE, MISTER, JUST BECAUSE YOUR BIG DOESN’T MEAN YOU GET TO BE A BULLY! YOU MAY HAVE HUGE TEETH AND SHARP SCALES AND SNORE SMOKE AND BREATHE FIRE, BUT YOU DO NOT, I REPEAT, YOU DO NOT HURT MY FRIENDS!!!

She leans in even closer.

263 FLUTTERSHY (CONT'D)
You got that?

Fluttershy’s eyes narrow in anticipation.

A MUSICAL STING as she gives the dragon “THE STARE.” Her eyes are as large as saucers, intense and unblinking.

264 FLUTTERSHY (CONT’D)
Well?!

After a beat under this withering glare, the enormous dragon starts to cry.

265 DRAGON
<SOBBING> But that rainbow one kicked me.

Fluttershy softens a little.

266 FLUTTERSHY
And I am very sorry about that. But you’re bigger than she is and you should know better. You should also know better than to take a nap where your snoring can become a health hazard to other creatures.

267 DRAGON
But I...

268 FLUTTERSHY
Don’t you “but I” me, Mister. Now what do you have to say for yourself?

The dragon doesn’t respond. Fluttershy reinstates “The Stare.”

269 FLUTTERSHY (CONT'D)
(stern)
I said, “what do you have to say for yourself?”

A long tense beat. Then...

270 DRAGON
<VERY LOUD CRYING>

Fluttershy pats the dragon's head with her hoof.

271 FLUTTERSHY
There, there. No need to cry.
You're not a bad dragon. You just
made a bad decision.
(then)
Now go pack your things. You just
need to find a new place to sleep,
that's all.

The dragon turns and shoulders slumped goes into his cave.

272 PONIES (O.S.)
Woo-hoo!/Fluttershy to the
rescue!/ You did it!

Fluttershy turns to see her friends. They are battered and bruised, but otherwise okay. They continue to CHEER as they gather around her. She averts her gaze and shyly smiles.

EXT. PONYVILLE CITY STREETS - LATER

The smoke dissipates. A handful of PONIES go about their business, happy and care-free. Twilight, Pinkie Pie, AppleJack, Rarity, Fluttershy and Rainbow Dash make their way through town.

273 RAINBOW DASH
You were all like, "How dare you?"
and he was all, like...<CRYING>

274 TWILIGHT
It was a very impressive display
of courage.

275 FLUTTERSHY
(bashful)
It was nothing.

276 RAINBOW DASH
Yep. I knew all along you'd be
the one to send him packing.

Twilight shoots Rainbow Dash a look -- "Oh, really?"

277 RAINBOW DASH (CONT'D)
What? I did.

INT. TWILIGHT'S LIBRARY LOFT - A LITTLE LATER

An exasperated Spike is still chasing the wayward Angel. He scurries through a stack of Twilight's papers, sending them flying.

278 SPIKE
I said, come back here!

He finally manages to snatch the bunny up by the ears. It struggles in his grasp.

279 SPIKE (CONT'D)
How does Fluttershy put up with you furry little things?

Just then, Twilight enters.

280 TWILIGHT
Spike, take a letter.

281 SPIKE
(relieved)
With pleasure.

Spike hastily drops Angel and prepares to take dictation.

282 TWILIGHT
Dear Princess Celestia, I am happy to report that the dragon has departed our fair country and that it was my good friend Fluttershy who convinced him to go. Through her I learned to never lose faith @
in your friends. They can be an @
amazing source of strength and can @
help you to overcome even your @
greatest fears. Always your faithful student, Twilight Sparkle.

283 APPLEJACK (O.S.)
Twilight, you gotta see this!

Twilight crosses to a window in her loft and looks down.

EXT. LIBRARY - CONTINUOUS

AppleJack, Rarity, Fluttershy and Rainbow Dash have gathered outside. Rainbow Dash is bouncing the ball on her snout again. AppleJack calls up to Twilight.

284 APPLEJACK
She's just 5 away from a new pony record.

285 RAINBOW DASH
345, 346, 347, 348...

286 PINKIE PIE (O.S.)
<ROOAAAAR>

287 RAINBOW DASH
Dragon!

Startled, Rainbow Dash drops the bouncing ball.

288 PONIES
<LAUGHTER>

289 RAINBOW DASH
Why are you laughing? That awful dragon is back--!

She stop short as Pinkie Pie jumps in front of her and lets out another...

290 PINKIE PIE
<ROOOAAAR>

291 RAINBOW DASH
Pinkie Pie you scared m-- I mean, you broke my concentration!

Fluttershy gives Rainbow Dash a comforting nuzzle.

292 FLUTTERSHY
It’s okay, Rainbow Dash...
(then, with a smile)
...Not everypony can be as brave as me.

Just then, a leaf falls and lands on Fluttershy’s rump.

293 FLUTTERSHY (CONT'D)
Aaah!

Twilight Sparkle shakes her head and smiles as we...

FADE OUT.

THE END