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MY LITTLE PONY III
"Sleepless in Ponyville"

Episode 306

Written by
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TEASER

EXT. FOREST - DAY

We MOVE IN on an idyllic forest scene. Birds <CHIRP>. A brook <BABBLER> and then...

1 RARITY (O.C.)
<AHHHHHHHH!>

ZOOM IN on a clearing where a small tent is pitched. Suddenly, the tent flap opens up and RAINBOW DASH and SCOOTALOO poke their heads out and look around curiously.

2 RARITY (O.C.) (CONT'D)
<AAHHHHHHHH!>

PAN TO another tent. The flap flies open and APPLEJACK and APPLE BLOOM poke their heads out with alarm.

WIDEN as RARITY staggers out of a third, massive, two-story, highly-decorated castle-style tent. She stops and poses dramatically in the middle of the campsite.

3 RARITY (CONT'D)
I have chipped my hooficure!

She holds up her hoof with dismay to show off the chips in the paint.

4 RARITY (CONT'D)
This camping business is for the birds!

A bird <CHIRPS> and she looks up with irritation.

5 RARITY (CONT'D)
(to bird)
That's right. This forest is all yours. I'm ready to go back home. Now!!
(looks at her feet)
Oh, my hooves!

Suddenly, SWEETIE BELLE gallops out of the tent behind her.

6 SWEETIE BELLE
Don't worry, Rarity, I'll repaint your hooves... just as soon as I finish blowing up your fourth air mattress, and laying down the carpet so your feet don't get dirty...
(takes a deep breath)
(MORE)

SWEETIE BELLE (CONT'D)
... and hanging up all the pictures
I have of you, and heating the milk
for your bath, and...

Rarity <CLEARS HER THROAT> and looks pointedly at her chipped hooves.

7 SWEETIE BELLE (CONT'D)
... and, I'll be right back with
that polish!

She dashes back into the tent. Rainbow Dash and Applejack stare at Rarity.

8 APPLEJACK
That's like bakin' a pie and
leavin' out the apples... it just
ain't right!

Rarity turns to them with shock.

9 RARITY
You know she loves it... right?!?

FADE OUT.

END TEASER

ACT I

EXT. FOREST CAMPSITE - DAY

Rainbow Dash walks out of her tent and into the open area of the campsite. Scootaloo keeps pace with her and looks up adoringly.

10 SCOOTALOO
Do you want some grub? I can get
that, no problem. How about that
tent? Do you like it!? I can do
something to make it better for
you, air it out, pick some
flowers...

Rainbow Dash <SNORTS>.

11 RAINBOW DASH
Scootaloo, I brought you along so
you could have some fun, plain old-
fashioned fun. Now, go have some!

Scootaloo looks up sadly.

12 SCOOTALOO
So, you're sure there's nothing
little sistery that I can do for
you?

Rainbow Dash looks around, considering the offer.

13 RAINBOW DASH
Well, we are going to need wood for
our campfire tonight. You could go
and collect some if you feel like
it.

Scootaloo breaks into a huge smile.

14 SCOOTALOO
Thank you!

Rainbow Dash watches her go.

15 RAINBOW DASH
That's one easy to please little
pony.

DISSOLVE TO:

EXT. FOREST CAMPSITE - LATER

The sun has almost set and the campsite is getting dark when Scootaloo rides out of the forest on her scooter. She's wearing a helmet and has a tree branch in her mouth.

WE FOLLOW her across the campsite and watch as she drops the branch in her mouth.

WIDEN to show that she has added it to a massive pile of sticks. She turns to go get more, when...

16 APPLEJACK (O.C.)
What're we doin' here, makin' a
campfire or raisin' a barn?

WIDEN MORE to show Applejack, Apple Bloom, Rarity, Sweetie Belle, and Rainbow Dash all gaping at Scootaloo's over-the-top pile. Applejack turns to Rainbow Dash.

17 APPLEJACK (CONT'D)
How could you ask her to collect so
much wood?

18 RAINBOW DASH
I didn't... I just forgot to ask
her to stop.

Scotaloo flushes with embarrassment.

19 SCOOTALOO
I guess I got a little carried
away. I'm just so excited to be on
a camping trip with...
 (grins at Rainbow Dash)
... my hero. Thanks again for
inviting me.

Rainbow Dash shrugs it off.

20 RAINBOW DASH
Aww, it was nothing. Everyone
should have the chance to spend
some time in the woods with
friends.

21 RARITY
 (mock seriousness)
Yes, we're all very lucky to be
here.

She can't hold it for long. She starts to <SNICKER> and then
bursts out <LAUGHING>.

22 APPLEJACK
<SIGHS> A little bit a' nature
never hurt anybody, Rarity.

Rarity uses her tail to slap at a mosquito.

23 RARITY
Ow! That mosquito bit me! Nature
does hurt!

Rarity gallops away, running from the mosquito. Rainbow Dash
rolls her eyes and turns to Scotaloo.

24 RAINBOW DASH
And if you think this is fun,
you're really gonna love what comes
next. My favorite part of the trip
is always the campfire stories!

25 SCOOTALOO
Then it's going to be favorite part
too. I can't wait!

EXT. FOREST CAMPSITE - EVENING

Applejack has a stick in her mouth, and she's twisting the end into another stick in order to make a fire. It begins to smoke and everyone crowds around to sit in a circle.

Rarity throws down a pillow and stretches out.

26 RARITY

I need to be downwind of the smoke.
It's impossible to get the smell of
nature out of your mane.

Scotaloo sits really, really close to Rainbow Dash. She scoots even closer to her and looks up at her adoringly.

27 SCOTALOO

Just want to make sure I'm close
enough to hear every word of your
story. I'm sure it's going to be
the best one I've ever heard!

CUT TO:

EXT. FOREST CAMPSITE - LATER

PAN ACROSS Scotaloo, Sweetie Belle and Apple Bloom clustered around the blazing fire. Their eyes are wide open and terrified.

28 RAINBOW DASH

(scary voice)

And then the pony asked, 'Who's got
my golden horseshoe?!'

Rainbow Dash looks directly at Sweetie Belle.

29 SWEETIE BELLE

(whispers)

Not me.

Rainbow Dash looks dramatically around the fire and makes eye contact with everyone. Finally, she stops and stares at Scotaloo.

30 RAINBOW DASH

(scary voice)

Who's got my golden horseshoe?!

Scotaloo <GULPS> as the other ponies hold their breath.

31 RAINBOW DASH (CONT'D)
 (yells)
YOU DO!

32 SCOOTALOO/SWEETIE BELLE/ APPLE BLOOM
<SCREAM>

Rainbow Dash <LAUGHS> and Scootaloo is the first to notice it. She immediately squelches her scream and turns it into a <COUGH>.

33 SCOOTALOO
<COUGH, COUGH> Just something in
my throat. I wasn't scared at all!
Good story!

Rainbow Dash THUMPS Scootaloo on the back proudly.

34 RAINBOW DASH
Of course, you weren't scared.
We're like two ponies in a pod. We
love danger, excitement and scary
stories!

35 SCOOTALOO
 (thrilled, giddy)
Two ponies in a pod!?

Sweetie Belle's teeth are still <CHATTERING>.

36 SWEETIE BELLE
I do...don...don't like scary
stories!

Rarity puts her front leg around her little sister.

37 RARITY
Don't worry, I'll keep you safe and
sound... while you comb out my mane
in the tent.

Sweetie Belle snuggles up to her.

38 SWEETIE BELLE
You're the best big sister ever!

Applejack stretches and then stands up.

39 APPLEJACK
I think it's about time for me to
hit the hay.

Apple Bloom quickly stands up and takes each step right along with Applejack, like she's glued to her side.

40 APPLEJACK (CONT'D)
Don't you worry, my little Sugar
Cube. There's no Golden Pony in
OUR tent.

Applejack, Apple Bloom, Rarity and Sweetie Belle all go into
their tents, leaving Scootaloo and Rainbow Dash alone.

41 SCOOTALOO
(nervous)
That sure was funny, wasn't it?
How they were all afraid of the
Golden Pony!? But, not me...

Rainbow Dash grins.

42 RAINBOW DASH
Not you! That's because you're
tough, just like I was when I was
your age.

43 SCOOTALOO
Really?

Rainbow Dash stands up.

44 RAINBOW DASH
I wasn't afraid of nothing. I'd go
anywhere, do anything, and I
couldn't get enough of those spooky
stories.

Scootaloo considers this.

45 SCOOTALOO
Nope, me neither. Just can't get
enough of those stories about...

She shudders.

46 SCOOTALOO (CONT'D)
Golden Ponies with missing
horseshoes.

Rainbow Dash <BLOWS> out the fire.

47 RAINBOW DASH
If you see any sparks, just stomp
them out.

Scootaloo looks at her with concern.

48 SCOOTALOO
You're going to bed?

49 RAINBOW DASH
Yep. Come in whenever you feel like
it.

Rainbow Dash goes into the tent. Scootaloo stays put, but clearly doesn't like it. She looks around suspiciously. Every sound seems magnified.

A cricket <CHIRPS> and Scootaloo has to cover her ears.

50 SCOOTALOO
(to herself)
It's nothing. Just my imagination

A frog's <CROAKS> and it rumbles like thunder.

51 SCOOTALOO (CONT'D)
(more frightened)
And that isn't the thundering stomp
of the Golden Pony !

And then, an owl <SCREECHES> and the forest trembles. Scootaloo leaps into the air.

52 SCOOTALOO (CONT'D)
And, I don't care what that is.
I'm outta here!

She's practically a blur as she races into the tent to join Rainbow Dash.

INT. RAINBOW DASH AND SCOOTALOO'S TENT - MIDDLE OF THE NIGHT

Rainbow Dash is sprawled out on top of her sleeping bag sound asleep and untroubled. Scootaloo turns fitfully while hunkered down in her sleeping bag.

53 SCOOTALOO
(in her sleep)
Who's there!?

NIGHTMARE SEQUENCE - FOREST - HIGHLY STYLIZED

Everything is topsy-turvy as Scootaloo races through a stylized version of the forest. She's lost and alone. She doesn't know which way to go, and then she hears a sound off to her side. She turns in that direction.

54 SCOOTALOO
(terrified)
Is there anyone out there!?

Suddenly, she hears the sound of <GALLOPING HOOFBEATS> from somewhere behind her.

55 SCOOTALOO (CONT'D)
<AHHHHHHH>

She charges forward as fast as she can run. She takes a few steps and then comes face to face with the GOLDEN PONY, a massive gold-colored pony with a grim face and missing horseshoe.

56 GOLDEN PONY
Who's got my golden horseshoe!?

57 SCOOTALOO
(horrified)
Not me!

She turns on a dime and gallops away in the opposite direction.

NIGHTMARE SEQUENCE - EXT. FOREST - MOMENTS LATER

Scootaloo is <BREATHING> heavily as she races through the forest. She looks behind her. It doesn't seem like she's being followed. She slows down to a trot and passes a gnarled tree with a hole in the trunk. Suddenly, the Golden Pony sticks her head out of the tree.

58 GOLDEN PONY
(screeches)
Who's got my golden horseshoe!?!

59 SCOOTALOO
<AHHHHHHHH!>

She runs again.

NIGHTMARE SEQUENCE - EXT. FOREST CAMPSITE - SHORT TIME LATER

Scootaloo races into the clearing where the tents are pitched. She takes a deep <SIGH> of relief and then walks towards the tent she's sharing with Rainbow Dash.

60 SCOOTALOO
Rainbow Da...

The Golden Pony sticks her head out of the opening in the tent.

61 GOLDEN PONY
YOU DO!!!

CUT TO:

INT. RAINBOW DASH AND SCOOTALOO'S TENT - CONTINUOUS

Scotaloo wakes up with a start.

62 SCOOTALOO
<FRIGHTENED WHINNY> I DON'T!!

She suddenly realizes where she is. She calms down and then turns to look hopefully at Rainbow Dash.

63 SCOOTALOO (CONT'D)
You wouldn't happen to be awake,
would you?

Rainbow Dash doesn't move or make a sound.

64 SCOOTALOO (CONT'D)
(disappointed)
Guess not. Well, I'm glad you're
getting some sleep because I'm
pretty sure that I never will
again!

She sits up, pulls the sleeping bag up to her chin and prepares to stay awake.

65 SCOOTALOO (CONT'D)
(tuneless)
<HUMS>...

FADE TO BLACK:

END OF ACT I

ACT II

INT. RAINBOW DASH AND SCOOTALOO'S TENT - MORNING

The sun is streaming in through the tent door, but Scotaloo hasn't moved an inch. Her eyes are as wide as saucers and unblinking.

66 SCOOTALOO
<STILL HUMMING>

Rainbow Dash wakes up with a stretch and a <YAWN>.

67 RAINBOW DASH
(sleepy)
What's that noise? Is there a bug
in here?

Scootaloo immediately stops humming.

68 RAINBOW DASH (CONT'D)
I don't know about you, but I slept
like a filly.

Scootaloo focuses her saucer eyes on Rainbow Dash.

69 SCOOTALOO
Best night ever!

Rainbow Dash gets to her feet.

70 RAINBOW DASH
Glad you're rested up because we've
got a long trek ahead of us to the
next campsite.

71 SCOOTALOO
(without enthusiasm)
Yay.

EXT. CAMPSITE - MORNING

Scootaloo staggers out of the tent, barely on her feet.
Applejack is preparing breakfast while Rainbow Dash looks on.
Sweetie Belle and Apple Bloom are playing hopscotch on a
board that they've drawn in the dirt.

Sweetie Belle takes her turn and calls out what she's doing
with each hop.

72 SWEETIE BELLE
One foot, three foot, four foot,
two! Spin and one foot...

She accidentally puts two feet down.

73 SWEETIE BELLE (CONT'D)
Awww!

74 APPLE BLOOM
My turn!

They see Scootaloo.

75 APPLE BLOOM (CONT'D)
Good morning, Scootaloo. Wanna
play?

Sweetie Belle looks at Scootaloo's bleary eyes closely.

76 SWEETIE BELLE
You look funny. Are you feeling
okay?

Scootaloo looks over her shoulder at Rainbow Dash, who is
clearly within earshot and tries to shake it off.

77 SCOOTALOO
I'm fine, fine. Perfectly fine.

She walks to the hopscotch games and tries to take her turn.
She follows the pattern.

78 SCOOTALOO (CONT'D)
One foot, three foot, four foot...

She trips and falls. The other ponies WINCE.

79 SWEETIE BELLE
NOSE! Oh, Scootaloo, you're not
supposed to land with your nose!

Scootaloo sits up, rubbing her face. She <YAWNS>, but
immediately tries to stifle it.

80 APPLE BLOOM
Isn't this just the most fun ever!
I mean, here we are in the woods
with our big sisters... well,
you're not with your sister, but
you're with Rainbow Dash who's like
a sister... or at least, someone
who's older and can fly really well
and is okay with making you pick up
sticks...

Scootaloo is suddenly alert.

81 SCOOTALOO
Do we really seem like sisters!?

82 APPLE BLOOM
Well, ye-ah. You both have wings,
and you're both really good at
stuff...

83 SWEETIE BELLE
And neither one of you are afraid
of scary stories.

Scootaloo does a double take.

84 SCOOTALOO
That's right. NEITHER ONE of us is
afraid.

Scootaloo <SWALLOWS HARD>.

85 SCOOTALOO (CONT'D)
Not last night, and not tonight!

That's clearly a lie.

EXT. FOREST PATH - LATER

The ponies trudge through the dense forest. Rainbow Dash, Applejack and Apple Bloom all have packs strapped on their backs. However, Rarity and Sweetie Belle are hitched to a large wagon that is piled high with massive amounts of supplies.

86 RARITY
<EXHAUSTED SIGH> Am I sweating?!
I think I'm sweating!

Sweetie Belle quickly uses her mouth to grab a rag from her harness. She uses it to wipe Rarity's brow. Rainbow Dash gives Rarity a look.

87 RAINBOW DASH
You've got to find your inner mule.
We still have a long way to go.

Rarity's mouth drops open.

88 RARITY
But this cart is heavy, and I
swear, it's getting heavier all the
time!!

PAN TO the back of the wagon where Scootaloo is draped across the supplies dozing fitfully.

89 RARITY (O.C.)(CONT'D)
I'm not made for this kind of
drudgery!

90 APPLEJACK (O.C.)
There's nothin' wrong with a little
hard work, but if we don't git a
move on, we'll all be doin' it in
the dark.

At the sound of the word 'dark', Scootaloo's eyes pop open.

91 SCOOTALOO
Dark!?!

She quickly jumps off of the wagon, pulls her scooter down,
puts on her helmet and zips up to join the others. She
quickly pulls in front of them.

92 SCOOTALOO (CONT'D)
I'll just ride ahead to make sure
the path is clear. I know we DON'T
want to be out here after dark,
right!?

93 RAINBOW DASH
(cheerful)
Doesn't matter to me.

94 SCOOTALOO
Well, you know...

She uses her head to gesture towards Sweetie Belle and Apple
Bloom.

95 SCOOTALOO (CONT'D)
(softly)
... it's for the scaredy ponies.

Rainbow Dash nods knowingly.

96 RAINBOW DASH
Got it!

Scootaloo forages ahead on the path.

FOREST PATH - CONTINUOUS

Scootaloo rides her scooter alone on the path, but she's
still so tired. Her eyes start to close shut, and her
scooter veers to one side. She wakes up with a start and
straightens out.

97 SCOOTALOO
(to herself)
Don't fall asleep now.
(MORE)

SCOOTALOO (CONT'D)

We have got to get to that campsite
before dark!

She rides for a moment and then her eyelids get heavy again. She dozes off. The scooter flies off of the path and Scootaloo is thrown into a soft pile of leaves. She is surprised for a moment, but then her head drops and she falls asleep next to her downed scooter.

EXT. FOREST PATH - SHORT TIME LATER

Scootaloo is still dozing when the other ponies pass by her.

98 RARITY

... and that's why it's always
important to bring your own trough
on any public outing.

At the sound of Rarity's voice, Scootaloo wakes up and lifts her head out of the bushes. Everyone slows down when they see her.

99 SCOOTALOO

(covering)

Um... don't come this way! Take
the path. It's... um... way better
than going through the bushes.

Applejack gives her a concerned look, but the others continue on unaware.

DISSOLVE TO:

EXT. FOREST PATH - EVENING

The ponies are still trudging along, but now it's starting to get dark. The distant forest is starting to fall into shadow and only the path is still visible.

100 RARITY

It would be nice if *someone* around
here knew how to read a map.

101 SWEETIE BELLE

I second that!

Rainbow Dash flashes an irritated look their way.

102 RAINBOW DASH

And if *somepony* didn't drag half of
Equestria along, we'd 'a been there
a long time ago!

103 RARITY
What!?! It's not like we're not
going to need a few things while
we're out here.

104 RAINBOW DASH
Yeah, the dress you wore to the
Grand Galloping Gala is exactly
what we need.

105 RARITY
It could happen.

Applejack steps on a twig. It <SNAPS> and Scootaloo jumps a
mile. Applejack notices.

106 APPLEJACK
You're more nervous than a worm in
an apple on cider makin' day. What
gives, Scootaloo?

107 SCOOTALOO
Nothing. Just thought I heard
something...

An owl <HOOTS> and she rears back on her hind legs in fear.

108 APPLEJACK
You sure you okay? 'Cause you seem
a little jumpy.

109 SCOOTALOO
Just getting my exercise. You know
how important it is to stretch out
those hind quarters every so often.

Scootaloo runs ahead to get away from Applejack.

110 SCOOTALOO (CONT'D)
Just a few windsprints. No biggie!
Nothing to worry about.

EXT. PATH - LATER

It is really getting dark now. Scootaloo's head is on a
swivel. The <WIND BLOWS> and she turns right. A coyote
<HOWLS> and she turns left. A frog <CROAKS> and she turns
right. Finally, she can't take it anymore.

She runs in front of Rarity and Sweetie Belle.

111 SCOOTALOO
Do you need a little help?

She backs up between them so that she can help carry the heavy load of their wagon (and be safe and sound squeezed between them).

112 RARITY
That's so sweet. Thank you.

Scotaloo peeks around nervously.

113 SCOOTALOO
Sure... um... what are friends for?

EXT. CAVE - SHORT TIME LATER

There's the smallest amount of light left in the sky when the ponies approach a cave.

114 RAINBOW DASH
There it is! I told you we'd make it.

Apple Bloom eyes the cave suspiciously.

115 APPLE BLOOM
That's where we're sleeping? Are you sure about that?

116 RAINBOW DASH
We won't even have to pitch our tents. We'll just crawl inside and be safe and sound. All we need is a fire.

She looks expectantly at Scootaloo who is too busy scanning the forest for signs of danger to notice.

117 RAINBOW DASH (CONT'D)
I said, 'All we need is a fire.'

Scootaloo realizes that this is directed at her and looks at Rainbow Dash like a deer caught in the headlights.

118 SCOOTALOO
Maybe we could just skip that part tonight?

119 RAINBOW DASH
What, and skip tonight's camp fire story?!

She pats Scootaloo conspiratorially.

120 RAINBOW DASH (CONT'D)
I know you don't want to miss that!

Scotaloo <GULPS> and shakes her head.

121 SCOOTALOO
(meekly)
Of course not.

She looks at the dark and creepy forest around her and TREMBLES. She looks once again at Rainbow Dash and then backs away.

122 SCOOTALOO (CONT'D)
I'll be right back with lots of
firewood from the deep, dark... not-
scary-at-all forest.

123 RAINBOW DASH
(oblivious)
Thanks!

Scotaloo quickly ducks behind Rarity's wagon.

EXT. BEHIND RARITY'S WAGON - CONTINUOUS

It's dark! Scotaloo is so frightened that she can barely move. Suddenly, she sees a few branches on the ground just a couple of feet away... still it is a couple of feet! She takes a step forward and then retreats to stand next to the cart.

124 SCOOTALOO
(to herself)
Okay, I can do this. At the count
of three I will get those branches.
One, two, three!

She doesn't budge. She <SIGHS>.

125 SCOOTALOO (CONT'D)
Here, branches, branches,
branches...

Of course, they don't move. Scotaloo crosses her eyes in concentration.

126 SCOOTALOO (CONT'D)
I command you to come to me.

She lowers her head like a unicorn and waits for the magic to happen... nothing. Finally, she charges the branches.

127 SCOOTALOO (CONT'D)
<AAAAAAAAAAAA>

She scoops them up in her mouth and turns and runs back to the campsite.

128 SCOOTALOO (CONT'D)
(mouth full, but still
screaming)
<MMMMMMMMMM!>

EXT. CAVE CAMPSITE - CONTINUOUS

Scootaloo races into the campsite with the branches in her mouth.

129 SCOOTALOO
<MMMMMMMMMM>

She drops them.

130 SCOOTALOO (CONT'D)
MMmwah! Here you go!

Rainbow Dash looks at the paltry pile of sticks.

131 RAINBOW DASH
That's it?

132 SCOOTALOO
It's all I could find 'cause, you
know, there aren't that many trees
around here.

Applejack looks at the immense forest around them.

133 APPLEJACK
(quickly)
It's all we need.
(to Scootaloo)
Why don't you sit with Rainbow Dash
for awhile.

Scootaloo moves to Rainbow Dash's side like she's a magnet.
Applejack lights the fire.

134 RAINBOW DASH
Now, where was I? Oh yeah, the
scary part!! <LAUGHS>

135 SCOOTALOO
Hey, I have an idea! How about I
tell tonight's story?

136 RAINBOW DASH
Thata girl! Just make sure it's a
horrible one!

137 SCOOTALOO
There once was a really, really
nice pony who lived in a bright and
sunny land where there were
rainbows every day and lots and
lots of happy friends...

Rainbow Dash quickly puts a hoof over Scootaloo's mouth.

138 RAINBOW DASH
I'll take it from here! No
offence, but it's not a real
campfire story unless somepony's
shaking.

Rainbow Dash hunkers down low like she's sharing a secret.

139 RAINBOW DASH (CONT'D)
(creepy voice)
I've been told that these very
woods are haunted by the headless
pony!

Apple Bloom tries to plug her ears, but Rainbow Dash reaches
over and knocks her hooves away.

140 RAINBOW DASH (CONT'D)
(creepy voice)
It gallops only at night...

Applejack looks at the Cutie Mark Crusaders' terrified faces
and interrupts.

141 APPLEJACK
If it doesn't have a head, then
how'n tarnation does this pony know
where it's goin'?

142 RAINBOW DASH
(normal voice)
It's headless, not brainless...
(creepy voice)
Looking for little lost ponies...

143 APPLEJACK
So, where's it's brain!?

Rainbow Dash <SNORTS> and moves on.

144 RAINBOW DASH
(creepy voice)
...who have wandered away from
their campsite...

DISSOLVE TO:

EXT. CAVE CAMPSITE - LATER

The three little ponies are rapt and terrified as Rainbow Dash finishes her story.

145 RAINBOW DASH
...and they were never heard from
again!

Apple Bloom and Sweetie Belle <GASP>.

146 SWEETIE BELLE
Never!?!

Rainbow Dash shakes her head.

147 RAINBOW DASH
Never.

Apple Bloom and Sweetie Belle <SCREAM> half with fear and half with delight as they snuggle up to their big sisters.

Scootaloo watches jealously as Rarity nuzzles Sweetie Belle.

148 RARITY
Don't worry, there's enough room on
my four mattresses for you to sleep
with me tonight.

Scootaloo's head whips around to stare at Rarity.

149 SCOOTALOO
Sleep!?! It's not time for bed
yet, is it?

150 APPLEJACK
'Fraid so, Scootaloo.

151 SCOOTALOO
(anxious)
But, we haven't even sung any
campfire songs.

Sweetie Belle leaps to her feet.

152 SWEETIE BELLE
You don't have to ask me twice!

She hesitates.

153 SWEETIE BELLE (CONT'D)
But you can if you want to.

Scootaloo stomps her feet feverishly.

154 SCOOTALOO
Sing it, pony, sing it!

Sweetie Belle opens her mouth to sing...

TIME LAPSE:

Sweetie Belle is in exactly the same position and still singing away while the rest of the ponies watch with glazed expressions on their faces. Only Scootaloo is awake and alert.

155 SWEETIE BELLE
(sings)
Eighty-two grains of oats in the
bucket, eighty-two grains of oats.

TIME LAPSE:

Sweetie Belle is still singing. The rest of the ponies are nodding off. Their heads snap periodically as they struggle to stay awake. Only Scootaloo is listening, happy not to be going to bed yet.

156 SWEETIE BELLE (CONT'D)
(sings)
Take one out pass it around. Forty-
one grains of oats in the bucket!

TIME LAPSE:

Sweetie Belle is still singing. The other ponies have collapsed and are sound asleep on the ground. Scootaloo is struggling to stay awake. Her eyes are heavy and she keeps jerking back to consciousness.

157 SWEETIE BELLE (CONT'D)
(sings)
Zero grains of oats in the bucket.
Zero grains of oooooaaats!

When she hits that last note, everyone wakes up. They mumble good nights.

158 ALL
G'night/ nighty nite/ <YAWN>/ Sleep
well!

Suddenly, Scootaloo is wide awake.

159 SCOOTALOO
How about just one more song?
Anyone?

She turns to see who's with her, but they've already gone into the cave.

INT. CAVE - CONTINUOUS

Scootaloo charges in behind everyone. She turns to Rarity and Sweetie Belle who are climbing up onto a stack of mattresses.

160 SCOOTALOO
(hyper)
How about a dance contest? I know
you love to cut a rug, so how about
we mess up a cave floor!?

Scootaloo does a few dance steps to demonstrate. Her shadow flickers across the wall of the cave and looks like a giant, menacing horse-beast. Scootaloo flinches and stops moving all together.

161 SCOOTALOO (CONT'D)
(through clenched teeth)
Did anyone else see that?

No one responds and she unclenches just in time to see Rarity and Scootaloo pull a blanket over their heads and disappear.

She turns to Applejack and Apple Bloom.

162 SCOOTALOO (CONT'D)
I have a brilliant idea! Hide N'
Seek, who's with me?

Applejack and Apple Bloom crawl into their sleeping bags.

163 APPLE BLOOM
Maybe tomorrow. I love hide n'
see...

She's fast asleep.

164 SCOOTALOO
Why wait? It'll be fun...
(catches herself)
Except then I'd have to hide
somewhere... alone!

She SHUDDERS at the thought, not realizing that Applejack is watching her.

165 APPLEJACK
Seems like you don't really want to
go to sleep tonight. Is there some
reason why?

Scootaloo throws her mane back defiantly.

166 SCOOTALOO
<SNORTS> Of course, not! I just
love camping and hanging out with
Rainbow Dash so much that I don't
want to waste a single minute with
sleep. Silly sleep.

Rainbow Dash lies down.

167 RAINBOW DASH
That's a nice thought, Scoot. But,
this pony needs her shut eye, and
she needs it now!

Rainbow Dash shuts her eyes. She's immediately out.

Scootaloo sits down and morosely watches as everyone around her falls asleep.

168 SCOOTALOO
(to herself)
This is so unfair!

She starts to nod off.

169 SCOOTALOO (CONT'D)
(whines)
Ohhh nooo... I'm falling asle...

She can't help it; she falls fast asleep.

NIGHTMARE SEQUENCE - FOREST - HIGHLY STYLIZED

Scootaloo's nightmare is vivid and highly stylized. She is once again running through a dark and creepy forest when she, suddenly, hears <HOOFBEATS> pounding behind her.

They get louder and louder. They're getting close! She runs harder. The hoofbeats pick up speed, keeping up with her.

170 SCOOTALOO
If the Headless Pony catches me,
I'm never going to be heard from
again... and I want to be heard
from!

The hoofbeats are so loud. The Headless Pony is almost on her. She trips over a rock and falls. She tries to get up, but stumbles again. She lies on the ground for a beat, defeated, as the hoofbeats pound around her.

171 SCOOTALOO (CONT'D)
(yells)
It's all over!

She covers her head with her hooves and waits for the Headless Pony to take her away...

172 PRINCESS LUNA (O.C.)
(gentle)
Hey, Scootaloo.

Scootaloo lifts her head in surprise. PRINCESS LUNA is standing in front of her.

173 SCOOTALOO
Princess Luna! I thought you were
the headless pony!

Princess Luna smiles at her.

174 PRINCESS LUNA
(playful)
Disappointed?

Scootaloo jumps to her feet.

175 SCOOTALOO
You're so, so much better than the
Headless Pony, but what are you
doing here in my dream?!

Scootaloo and Princess Luna start to saunter side by side back towards the campsite.

176 PRINCESS LUNA
Well, it *is* my job.

177 SCOOTALOO
Oh, yeah...
(realizes)
Wait?! What's your job again?

178 PRINCESS LUNA
To help you see that dreams are
reminders of what you need to deal
with when you're awake.

Scootaloo puts on the brakes and looks at her, horrified.

179 SCOOTALOO
It's not the Headless Pony, is it?!

Princess Luna <LAUGHS> and shakes her head.

180 LUNA
The Headless Pony isn't real, but
it is time for you to face what
you're really afraid of. Face your
real fears, Scootaloo.

Suddenly, the path lengthens on it's own and Scootaloo and
Luna are whisked away in opposite directions.

181 PRINCESS LUNA
(yells)
Face your fears!

INT. CAVE CAMPSITE - CONTINUOUS

Scootaloo wakes up with a jolt. She looks around.

182 SCOOTALOO
Princess Luna?

There's no answer.

183 SCOOTALOO (CONT'D)
Aw, it was just a dream...

The wind <BLOWS> outside of the cave.

184 SCOOTALOO (CONT'D)
... but the Headless Pony is real!
Rainbow Dash said it lives here, in
these very woods!

There is a sudden tremendously, loud and hideous <SNORT> that
fills the cave.

185 SCOOTALOO (CONT'D)
It's the wicked whinny of the
Headless Pony!

Scootaloo jumps to her feet, grabs her scooter and helmet and
bolts out of the cave!

PAN TO Rainbow Dash sound asleep. She opens her mouth and lets out another hideous <SNORT>.

FADE TO BLACK:

END OF ACT II

ACT III

EXT. FOREST - CONTINUOUS

Scootaloo rides through the forest like a pony possessed.

186 SCOOTALOO
 (muttering)
 So, it's a pony without a head,
 which means it doesn't have a
 mouth, and if it doesn't have a
 mouth then, it's not a pony-eat-
 pony kind of pony, but still, IT'S
 A PONY WITHOUT A HEAD!

Scootaloo pushes for her scooter to go faster. She no longer cares about staying on the path. She steers her scooter through the brambles.

187 SCOOTALOO (CONT'D)
 I'm the boss a' you, bush!

She swerves around trees.

188 SCOOTALOO (CONT'D)
 Outta my way, tree!

She bumps over rocks.

189 SCOOTALOO (CONT'D)
 And there's more where that came
 from, rock!

Scootaloo crashes through a thicket and bursts through the other side... Only to discover that she's at the top of a steep embankment that falls straight down to a raging river below.

190 SCOOTALOO (CONT'D)
 <WHOOAAA!>

Scootaloo can't stop. She careens straight down the hill until she reaches the water's edge. A rock stops the scooter, but Scootaloo flies right over the top and into the water.

She splashes to the surface and starts to swim, but the current is too strong for her to make it to the side. It sweeps her away.

Scotaloo keeps her head well above water (and she's still wearing her helmet) as she navigates the rapids. Finally, she manages to grab hold of a large rock in the middle of the river. She pulls herself onto it and then breathes for a moment.

191 SCOOTALOO (CONT'D)
I made it!

She looks around.

192 SCOOTALOO (CONT'D)
Wherever *it* is. Hello!?! Is
anyone out there? Anyone...
(realizes)
... anyone except the Headless
Pony!

Scotaloo looks at the shore with fear and backs away. She steps right off of the other side of the rock and her back legs get swept up by the current. She grabs at the rock with her front legs and just manages to hold on, but her grasp won't last for long! She starts to slip slowly into the water.

193 SCOOTALOO (CONT'D)
HELP!!

194 RAINBOW DASH (O.C.)
I got you!

Scotaloo perks up at the sound of her hero's voice.

195 SCOOTALOO
Rainbow Dash, is that you!?!

Suddenly, Rainbow Dash appears on the shore. She quickly assesses the situation and then leaps into the air. She flies over the raging water and hovers just above the rock where Scotaloo is trapped and sweeps in to grab onto her with her legs. She lifts Scotaloo moments before she slides completely into the water.

Once Scotaloo is in her grasp, Rainbow Dash flies back to the shore where they both land safely. Scotaloo is grateful.

196 SCOOTALOO (CONT'D)
Thank you! Thank you!

Rainbow Dash is angry.

197 RAINBOW DASH
(yells)
What were you doing out here in the
middle of the night!? You could
have been seriously hurt!

Scootaloo looks wide-eyed at her hero. Tears form in her eyes. This is a terrible moment for her.

198 LUNA (V.O.)
It's time for you to face your real
fears, Scootaloo.

Scootaloo takes a deep breath and then blurts out her confession.

199 SCOOTALOO
I'm so, so sorry, Rainbow Dash. I
really am a scaredy pony! I was
afraid that you wouldn't like me if
you knew that I'm afraid of the
golden pony and her lost horseshoe,
and that horrible, horrible
headless pony! I never wanted you
to find out that I don't like scary
stories or things that go bump or
bang or neigh in the night. But
they do scare me. They really,
really do.

She hangs her head and <SNIFFLES>.

200 SCOOTALOO (CONT'D)
(so sad)
We're not two ponies in a pod.

Rainbow Dash looks at her kindly.

201 RAINBOW DASH
Do you know what? I have a secret
too. I am REALLY afraid of one
thing.

Scootaloo lifts her head with interest.

202 SCOOTALOO
(whispers)
The Headless Pony?

Rainbow Dash SHAKES her head.

203 RAINBOW DASH
I'm afraid of something bad
happening to you!

Scootaloo beams from ear to ear.

204 SCOOTALOO
Really!?!

They turn and start to walk back to the campsite together.

205 RAINBOW DASH
But don't worry, nothing bad is
ever going to happen to you because
I won't let it!

Scootaloo snuggles up to her just like the little ponies did
with their big sisters.

DISSOLVE TO:

EXT. CAMPSITE - NEXT NIGHT

It's nighttime again and the ponies have gathered around the
fire for one last night of story-telling.

206 RAINBOW DASH
Tonight, I'm going to tell a
different kind of story.

207 SWEETIE BELLE
(excited)
Will it still be horrible?

208 APPLE BLOOM
(also excited)
And make me scream!?

Rainbow Dash <CLEARS HER THROAT> and goes on.

209 RAINBOW DASH
There once was a really, really
nice pony who lived in a bright and
sunny land...

Scootaloo puts her hoof over Rainbow Dash's mouth.

210 SCOOTALOO
... until she heard the news report
about a crazy, peg-legged pony who
was roaming the countryside!

Rainbow Dash breaks into a huge grin.

211 RAINBOW DASH
(to Scootaloo)
Are you sure?

Scootaloo nods her head and hunkers down just like Rainbow Dash did.

212 SCOOTALOO
(creepy voice)
No one knows how this pony lost his leg...

Sweetie Belle and Apple Bloom <SCREAM> and then snuggle up to their sisters. It's clear that they kind of love the scary parts.

DISSOLVE TO:

EXT. CAVE CAMPSITE - SHORT TIME LATER

The ponies are all rapt.

213 RAINBOW DASH
... and there, hanging from the side of the wagon, was the crazy pony's peg leg.

Sweetie Belle and Apple Bloom <SCREAM> good-naturedly. Rainbow Dash turns to the silent Scootaloo.

214 RAINBOW DASH (CONT'D)
Wasn't this ending scary enough for yo...

She trails off as she sees that Scootaloo didn't make it to the end of the story. She's sound asleep. Rainbow Dash picks up a blanket and gently puts it over her. She motions for the others to go to bed quietly, and they try.

215 ALL
Shhhhh/ No, you shhh!/ Everyone, just shhh for a minute/ I second that shhhh!

DREAM SEQUENCE - FOREST - DAY - HIGHLY STYLIZED

Once again, Scootaloo is galloping through a highly stylized forest, only this one is considerably brighter and more cheerful. However, it doesn't keep the Golden Pony from calling out...

216 GOLDEN PONY (O.C.)
Who's got my golden horseshoe!?

Scotaloo turns to see the Golden Pony right behind her. She opens her mouth to respond when Rainbow Dash suddenly steps out of the forest and stands between Scotaloo and the Golden Pony.

217 RAINBOW DASH
Here it is, for Pony's sake! Now,
take it and stop all your moaning!

Rainbow Dash tosses a golden horseshoe on the ground in front of the Pony. The Golden Pony looks at it with surprise for a BEAT and then breaks into a smile.

218 GOLDEN PONY
Thank you! And have a nice day!

The Golden Pony takes her horseshoe and gallops away.

Scotaloo turns to Rainbow Dash and looks up at her adoringly.

219 SCOTALOO
You're the best.

220 RAINBOW DASH
No, you are!

Suddenly, Scotaloo sees Princess Luna partially hidden behind a tree. Luna WINKS.

DISSOLVE TO:

INT. TENT - SAME TIME

CLOSE ON Scotaloo sound asleep and grinning in her sleep.

FADE TO BLACK:

THE END