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MY LITTLE PONY III
"Sleepless in Ponyville"

Episode 306

Written by
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TEASER

FADE IN:

EXT. PONYVILLE STREET - DAY

PONYVILLE PONIES go about their day on this bustling street. Suddenly, ZOOMING onto the scene on her scooter is SCOOTALOO (wearing a helmet of course). She ZIPS between PEDESTRIANS, displaying some pretty great hoof-eye-coordination.

ON SCOOTALOO as she smiles, enjoying herself. Suddenly, her eyes go wide.

REVEAL: Right up ahead is an overturned cart with a pair of PONIES on either side of it <ARGUING> over whose fault it is that it has been knocked over. The cart has fallen in such a way that it forms a sort of ramp.

Scotaloo is headed straight for the over-turned cart. With no time to swerve out of the way, she has no choice but to zoom up the cart/ramp.

1 SCOOTALOO
Woo-hoo!

Scotaloo is now AIRBORNE. She looks over to see RAINBOW DASH is next to her in the sky.

2 RAINBOW DASH
Nice moves, kid.

Rainbow Dash then flies off, leaving a stunned and excited Scotaloo still airborne.

3 SCOOTALOO
Nice moves! Rainbow Dash thinks I've got--

It suddenly hits her that she is still airborne.

4 SCOOTALOO (CONT'D)
Uh-oh.

Scotaloo desperately flaps her wings but can't keep herself aloft. She and her scooter start falling. Scotaloo braces for impact, then <PLOP> lands without injury in a HAYSTACK.

END TEASER

ACT I

INT. CUTIE MARK CRUSADERS CLUBHOUSE - SOON AFTER

Scootaloo tells SWEETIE BELLE and APPLE BLOOM about her recent encounter with Rainbow Dash.

5 SCOOTALOO
Then, all of a sudden, I'm airborne. And then Rainbow Dash looks over and is like...
(her best Rainbow Dash)
Nice moves, kid.

6 APPLE BLOOM
Whoa.

7 SWEETIE BELLE
She really said that?

8 SCOOTALOO
Yeah. I mean it's like she practically told me she wanted to take me under her wing, teach me everything she knows, and become, like, my big sister.

Apple Bloom and Sweetie Belle share a look.

9 APPLE BLOOM
I don't know about all that...

10 SWEETIE BELLE
It was a really nice compliment and all but...

Scootaloo is aware she's let her imagination run a little wild.

11 SCOOTALOO
I know. I know.
(then)
But all that stuff I said could happen. Right?

12 APPLE BLOOM
Sure.

13 SWEETIE BELLE
Absolutely.

14 SCOOTALOO
I just need to find a way to spend some time with her. You know, so she can see more of my awesomeness.

Apple Bloom considers this for a moment.

15 APPLE BLOOM
Me and Applejack are supposed to be
hiking up to Winsome Falls this weekend.
Maybe I could get my big sis to invite
Rainbow Dash and then you could come too.

16 SCOOTALOO
Really?!

17 APPLE BLOOM
Sure.

Sweetie Belle pouts.

18 SWEETIE BELLE
I wanna go.

19 APPLE BLOOM
Well, duh. Of course you can go.

20 SWEETIE BELLE
And I'll get Rarity to come too.

Apple Bloom and Scootaloo give Sweetie Belle an
incredulous look.

21 SWEETIE BELLE (CONT'D)
What? Rarity loves camping.
(then)
Trust me. She'll want to go.

INT. CAROUSEL BOUTIQUE - SOON AFTER

Rarity addresses Sweetie Belle who is standing next to
Scootaloo and Apple Bloom.

22 RARITY
I despise camping. All that...
(she shudders)
...nature.

23 SWEETIE BELLE
Applejack's going with her little sister.
(laying on the guilt trip)
But, you know, if you don't want to spend
time with me.

Rarity isn't getting herself out of this one.

24 RARITY
Oh, all right.
(then)
Of course I'll need to find an outfit
more appropriate for "roughing it".

Rarity departs. Sweetie Belle smiles.

25 SWEETIE BELLE
See. Told you she'd want to go.

EXT. EDGE OF THE WOODS - LATER

Apple Bloom and APPLEJACK are nosing through a couple of
SMALL PACKS, making sure they haven't forgotten anything.

26 APPLEJACK
You pack the bug spray?

27 APPLE BLOOM
Yep.
(then)
You got the canteens?

28 APPLEJACK
Yep.
(then)
Looks like we're all set then.

They look up to see Rarity and Sweetie Belle approaching,
pulling a WAGON that is piled high with massive amounts
of supplies. Rarity is wearing an outfit that could not
look less appropriate for "roughing it".

Applejack eyes the wagon.

29 APPLEJACK (CONT'D)
Is there anything you didn't pack?

30 RARITY
We'll see who has the last laugh when
you're absolutely desperate to curl your
lashes and realize you didn't bring your
eyelash curler.

Applejack just shakes her head at Rarity.

31 APPLEJACK
Alright, y'all, let's move 'em out.

Scotaloo reacts.

32 SCOOTALOO
What about Rainbow Dash? Isn't Rainbow
Dash coming?

33 APPLEJACK
'Course she is, sugarcube. She's gonna
meet us up at our first campsite.

34 SCOOTALOO
Oh.

Applejack leads them into the woods. Apple Bloom and
Sweetie Belle note Scootaloo's look of disappointment.

35 APPLE BLOOM
Don't worry. There's still going to be
plenty of time for her to see your
awesomeness.

DISSOLVE TO:

EXT. WOODS - LATER

Applejack, Apple Bloom, Sweetie Belle, Rarity, and
Scootaloo make their way down a path.

36 RARITY
Are we there yet?

37 APPLEJACK
The last thousand times you asked that,
the answer was no. This time it's
actually yes.
(then)
There's Rainbow Dash right up there.

Scootaloo looks to see Rainbow Dash up ahead.

38 SCOOTALOO
(to herself)
Alright Scootaloo, just play it cool.

There is a little swagger to her walk as she and the
others approach Rainbow Dash and the campsite.

39 SCOOTALOO (CONT'D)
(voice cracking)
Hey, Rainbow...

She <CLEARS HER THROAT> and tries again.

40 SCOOTALOO (CONT'D)
(cool)
Hey, Rainbow Dash. What's up?

41 RAINBOW DASH
What took you guys so long?

42 APPLEJACK
(pointedly)
Some of us didn't pack as light as others
so we were slowed down a bit.

Applejack and Apple Bloom start setting up a modest tent
in the b.g. as Rainbow Dash addresses Scootaloo.

43 RAINBOW DASH
Looks like you'll be sharing a tent with
me, huh?

44 SCOOTALOO
If that's okay with you.

45 RAINBOW DASH
Sure. Long as you don't snore.
(then)
You don't snore do you?

46 SCOOTALOO
Nope. No way. Not me. Never snored a
day... er night in my life.

47 RAINBOW DASH
Then you and I are gonna get along just
fine.

Scootaloo smiles. Just then there is a loud <POP>.
Rainbow Dash and Scootaloo look over to see Rarity and
Sweetie Belle's tent. It is two stories high and looks
like a replica of a castle. Rarity peers out from a
second story window.

48 RARITY
Sweetie Belle, do be a dear and see if
you can find some fresh flowers for my
bedside vase.

Rainbow Dash stares up at Rarity in disbelief.

49 RAINBOW DASH
You have got to be kidding me.
(then, her best Rarity)
Hey, Scootaloo, do be a sweetheart and
see if you can gather some firewood.

Scotaloo and Rainbow Dash share a <LAUGH>.

A beat.

50 RAINBOW DASH (CONT'D)
Seriously though. Can you get us some
wood for the fire?

51 SCOOTALOO
Of course.

Scotaloo dashes off.

EXT. CAMPSITE - A MOMENT LATER

Applejack has a stick in her mouth, and she's twisting
the end into another stick in order to make a fire.

52 RAINBOW DASH
Everybody get comfortable, 'cause I'm
about to tell you the best story you ever
heard.

Rarity drags a CHAISE LOUNGE next to the fire and lies
down upon it as Scotaloo eagerly takes a seat next to
Rainbow Dash.

53 SCOOTALOO
Is it about the time when Rarity had
wings, and they got ruined, and you saved
her from plummeting to her doom?

Rainbow Dash considers this for a moment.

54 RAINBOW DASH
Okay, maybe it's the second best story
you ever heard.
(then)
But probably still the scariest.
(then to Scotaloo)
You like scary stories, right?

Scotaloo eagerly nods "yes".

DISSOLVE 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.

55 RAINBOW DASH
(scary voice)
And then the pony asked, 'Who's got my
golden horseshoe?!'

Rainbow Dash looks directly at Sweetie Belle.

56 SWEETIE BELLE
(whispers)
Not me.

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

57 RAINBOW DASH
(scary voice)
Who's got my golden horseshoe?!

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

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

59 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>.

60 SCOOTALOO
<COUGH, COUGH> Something in my throat.
I wasn't scared at all! Good story!

Rainbow Dash THUMPS Scootaloo on the back proudly.

61 RAINBOW DASH
New you wouldn't be scared. Way you
jumped that cart the other day. You're
like me -- fearless.

62 SCOOTALOO
Yeah. Fearless.

Sweetie Belle is still visibly terrified. Rarity puts her
front leg around her little sister.

63 RARITY
Don't worry, Rarity is here to keep you
safe and sound.

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Sweetie Belle snuggles up to her.

64 APPLEJACK
Think it's about time for me to hit the
hay.

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

65 APPLEJACK (CONT'D)
Don't you worry, li'l sis. 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.

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

Rainbow Dash grins.

67 RAINBOW DASH
That's because you're tough, just like I
was when I was your age.

68 SCOOTALOO
Really?

Rainbow Dash stands up and puts out the campfire.

69 RAINBOW DASH
I'm hitting the sack. 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.

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

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

71 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.

72 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 - LATER THAT 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.

73 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.

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

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

75 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.

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

77 SCOOTALOO
(horrified)
Not me!

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

NIGHTMARE SEQUENCE - EXT. FOREST - MOMENTS LATER

Scotaloo 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.

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

79 SCOOTALOO
<AHHHHHHHH!>

She runs again.

NIGHTMARE SEQUENCE - EXT. FOREST CAMPSITE - SHORT TIME LATER

Scotaloo 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.

80 SCOOTALOO
Rainbow Da...

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

81 GOLDEN PONY
YOU DO!!!

CUT TO:

INT. RAINBOW DASH AND SCOOTALOO'S TENT - CONTINUOUS

Scotaloo wakes up with a start.

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

She suddenly realizes where she is. She calms down and then turns to look hopefully at Rainbow Dash who is sound asleep. Scootaloo pulls the sleeping bag up to her chin and prepares to stay awake.

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83 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 Scootaloo hasn't moved an inch. Her eyes are as wide as saucers and unblinking.

84 SCOOTALOO
<STILL HUMMING>

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

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

Scootaloo immediately stops humming.

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

Scootaloo focuses her saucer eyes on Rainbow Dash.

87 SCOOTALOO
Best night ever!

Rainbow Dash gets to her feet.

88 RAINBOW DASH
Glad you're rested up because we've got a long trek ahead. **Totally gonna be worth it when we get to Winsome Falls.**

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89 SCOOTALOO
(without enthusiasm)
Yeah. Totally.

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EXT. FOREST PATH - LATER

The ponies trudge through the dense forest. Rainbow Dash, Applejack and Apple Bloom all have their packs strapped on their backs. Rarity and Sweetie Belle are pulling their wagon of supplies.

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

Sweetie Belle shoots her a look.

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91 RARITY (CONT'D)
But it's absolutely worth it to get to spend time with my little sister.

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Sweetie Belle smiles.

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92 RARITY (CONT'D)
It's just that this cart feels like it's getting heavier all the time!

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

93 APPLEJACK (O.C.)
I don't care if that cart's as heavy as a pack of mules, we gotta pick up the pace. We don't git a move on, it'll be dark before we get to the campsite.

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Scootaloo's eyes pop open.

94 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.

95 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!?

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

97 SCOOTALOO
Well, you know...

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

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

Rainbow Dash nods knowingly.

99 RAINBOW DASH
Got it!

Scootaloo forages ahead on the path.

EXT. 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.

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

101 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.

102 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.

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

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

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

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

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

106 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.

107 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.

108 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).

109 RARITY
That's so sweet. Thank you.

Scootaloo peeks around nervously.

110 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.

111 APPLEJACK
No need for tents tonight, y'all. We'll
just take shelter in that cave.

112 RAINBOW DASH
Alright. A deep dark cave. Perfect for
the story I've got for tonight.
(then)
All we need is a campfire and we are good
to go.

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

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

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

Scootaloo <GULPS>.

114 SCOOTALOO
(meekly)
Of course.

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

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

116 RAINBOW DASH
(oblivious)
Thanks!

Scootaloo quickly ducks behind Rarity's wagon.

EXT. BEHIND RARITY'S WAGON - CONTINUOUS

It's dark! Scootaloo 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.

117 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>.

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

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

119 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.

120 SCOOTALOO (CONT'D)
<AAAAAAAAAAAA>

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

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

EXT. CAVE CAMPSITE - CONTINUOUS

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

122 SCOOTALOO
<MMMMMMMMMM>

She drops them.

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

Rainbow Dash looks at the paltry pile of sticks.

124 RAINBOW DASH
That's it?

125 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.

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

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

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

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

129 RAINBOW DASH
Alright. Just make sure it's a horrible
one!

130 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.

131 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.

132 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.

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

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

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

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

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

Rainbow Dash <SNORTS> and moves on.

137 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.

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

Apple Bloom and Sweetie Belle <GASP>.

139 SWEETIE BELLE
Never!?!

Rainbow Dash shakes her head.

140 RAINBOW DASH
Never.

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

Scotaloo watches jealously as Rarity nuzzles Sweetie Belle.

141 RARITY
Don't worry, I won't be packing my bags
and heading home any time soon. You'll
be safe with me tonight.

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Scotaloo's head whips around to stare at Rarity.

142 SCOTALOO
It's not time for bed yet, is it?

143 APPLEJACK
'Fraid so, Scotaloo.

144 SCOTALOO
(anxious)
But, we haven't even sung any campfire
songs.

Sweetie Belle leaps to her feet.

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

She hesitates.

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

Scotaloo stomps her feet feverishly.

147 SCOTALOO
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 Scotaloo is awake and alert.

148 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 Scotaloo is listening, happy not to be going to bed yet.

149 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. Scotaloo is struggling to stay awake. Her eyes are heavy and she keeps jerking back to consciousness.

150 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.

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

Suddenly, Scootaloo is wide awake.

152 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.

153 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.

154 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.

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

Applejack and Apple Bloom crawl into their sleeping bags.

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

She's fast asleep.

157 SCOOTALOO
Why wait? It'll be fun...
(catches herself)
(MORE)

SCOOTALOO (CONT'D)
Except then I'd have to hide somewhere...
alone!

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

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

Scootaloo throws her mane back defiantly.

159 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.

160 RAINBOW DASH
That's cool and all, 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.

161 SCOOTALOO
(to herself)
This is so unfair!

She starts to nod off.

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

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

EXT. FOREST - NIGHTMARE SEQUENCE

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.

163 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.

164 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...

165 PRINCESS LUNA (O.C.)
(gentle)
A warm welcome to you, Scootaloo.

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

END ACT II

ACT III

EXT. FOREST - NIGHTMARE SEQUENCE - A MOMENT LATER

Scootaloo continues to stare at Princess Luna.

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

Princess Luna smiles at her.

167 PRINCESS LUNA
(playful)
You were mistaken, but I hope not
disappointed?

Scootaloo jumps to her feet.

168 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.

169 PRINCESS LUNA
I am the Princess of the Night, so it is
my duty to come into your dreams.

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

171 PRINCESS LUNA
To help you see that your nightmares are
but reminders of what you fear when you
are awake.

Scootaloo looks around nervously.

172 SCOOTALOO
I'm afraid of the Headless Pony.

173 PRINCESS LUNA
But the Headless Pony is not what
frightens you the most, is it?

Scootaloo shakes her head, "no".

174 SCOOTALOO
I'm afraid Rainbow Dash will find out I'm
not as tough as she thinks I am.

Scootaloo hangs her head.

175 PRINCESS LUNA
Everypony has fears, Scootaloo. Everypony
must face them in their own way. But they
must be faced. Or the nightmares will
continue.

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

176 PRINCESS LUNA (CONT'D)
(yells)
Face your fears!

INT. CAVE CAMPSITE - CONTINUOUS

Scootaloo wakes up with a jolt. She looks around.

177 SCOOTALOO
Princess Luna?

There's no answer.

178 SCOOTALOO (CONT'D)
It was just a dream...

The wind <BLOWS> outside of the cave.

179 SCOOTALOO (CONT'D)
... but the Headless Pony isn't! Rainbow
Dash said it lives here, in these very
woods!

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

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

Scotaloo 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>.

EXT. FOREST - CONTINUOUS

Scotaloo rides through the forest like a pony possessed.

181 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!

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

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

She swerves around trees.

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

She bumps over rocks.

184 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.

185 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.

Scootaloo 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.

186 SCOOTALOO (CONT'D)
I made it!

She looks around.

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

Scootaloo 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.

188 SCOOTALOO (CONT'D)
HELP!!

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

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

190 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 Scootaloo is trapped and sweeps in to grab onto her with her legs. She lifts Scootaloo moments before she slides completely into the water.

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

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

Rainbow Dash is angry.

192 RAINBOW DASH
 (yells)
 What were you doing out here in the
 middle of the night!?

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

193 LUNA (V.O.)
It is time for you to face your real
fears, Scootaloo.

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

194 SCOOTALOO

I'm so, so sorry, Rainbow Dash. I just wanted you to hang out with me and see how cool I was so you'd take me under your wing, teach me everything you know, and become, like, my big sister.

Rainbow Dash looks at her, confused, and a little flattered.

195 SCOOTALOO (CONT'D)
But then you started telling those spooky
stories. And I got scared. But I didn't
want you to know. 'Cause I was really
afraid that you wouldn't think I was
tough. And if you didn't think I was
tough then you'd never wanna do all that
other stuff.

(MORE)

SCOOTALOO (CONT'D)

So I've been acting like I wasn't scared,
but I've been having these terrible
nightmares, and tonight I thought I heard
the Headless Pony so I ran out here by
myself and...

(then)

Well, I guess you know the rest.

She hangs her head and <SNIFFLES>.

196 RAINBOW DASH

Hey, I'm gonna tell you something, but if
you ever tell anybody else, I'm gonna
deny it.

Scootaloo lifts her head with interest.

197 RAINBOW DASH (CONT'D)

First time I heard those stories, I was
scared too.

198 SCOOTALOO

You were?

199 RAINBOW DASH

Sure. I mean, I got over it, because I
realized pretty quick that if there was
such a thing as a Headless Pony I could
totally take it on, but still...

A look of relief washes over Scootaloo.

200 RAINBOW DASH (CONT'D)

So you're looking for somepony to take
you under their wing, huh?

Scootaloo nods, "yes".

201 RAINBOW DASH (CONT'D)

Yeah. I might be up for something like
that.

202 SCOOTALOO

Really?

203 RAINBOW DASH

Sure. Long as you don't go falling into
any more rivers in the middle of the
night.

Scootaloo beams.

204 SCOOTALOO

It's a deal.

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

*
*

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.

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

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

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

Rainbow Dash <CLEARS HER THROAT> and goes on.

208 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.

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

Rainbow Dash breaks into a huge grin.

210 RAINBOW DASH
(to Scootaloo)
Are you sure?

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

211 RAINBOW DASH (CONT'D)
(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.

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

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

213 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. 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.

214 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...

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

Scootaloo 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 Scootaloo and the Golden Pony.

216 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.

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

The Golden Pony takes her horseshoe and gallops away.

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

218 SCOOTALOO
You're the best.

219 RAINBOW DASH
No, you are!

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

DISSOLVE TO:

EXT. WINSOME FALLS - SHORT TIME LATER

The amazing waterfall rages in the distance as all of the ponies walk towards it.

220 SWEETIE BELLE
I call sister teams! Last pair to make
it to the falls is a moldy carrot!

Rarity <SIGHS>.

221 RARITY
If you insist...

She then breaks into a grin and nudges Sweetie Belle into a gallop.

222 RARITY (CONT'D)
...it is so on!

Applejack and Apple Bloom start to run, but Scootaloo holds back for a moment, uncertain. Rainbow Dash turns to her.

223 RAINBOW DASH
They think they can beat the two of us?
No way!

Scootaloo grins from ear to ear. Rainbow Dash takes to the sky and Scootaloo takes off on her scooter. They are side by side as we...

FADE TO BLACK:

THE END

★