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MY LITTLE PONY III

Episode 307

"Sleepless in Ponyville"

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TEASER

We MOVE IN on the FOREST. Birds chirp. A brook babbles, and then the bucolic stillness is interrupted by a tremendous SHRIEK. We ZOOM IN on a clearing where a small tent is pitched. The flap opens up and RAINBOW DASH and SCOOTALOO poke their heads out and look around. There is another scream as we PAN TO another tent where APPLEJACK and APPLE BLOOM also poke their heads out. WIDEN as RARITY staggers out of a third tent, a massive, two-story, and highly decorated castle of a tent, "I've chipped my hooficure!" She holds up one of her front hooves in dismay.

SWEETIE BELLE dashes out of the tent behind her. She tells Rarity that she'll repaint her hooves just as soon as she finishes blowing up Rarity's fourth air mattress and laying down the carpet so she doesn't get dirty, and hanging all of the pictures so she'll feel at home, and heating the milk for her bath and... she trails off as Rarity looks pointedly at her feet. Apple Bloom dashes back into the tent, "And, I'll be right back with that polish!" Rainbow Dash and Applejack gape at Rarity. She shrugs, "What!?! That's what little sisters are for!"

ACT I

Rainbow Dash walks into the campsite and Scootaloo quickly follows. She looks up adoringly at Rainbow Dash and says that even though she's not her little sister, she'll be happy to do anything she wants... just tell her what it is, and she'll do it! Rainbow Dash tells her that she invited her to go camping for fun. Nothing but plain old fun! Scootaloo looks disappointed, "Are you sure I can't do something for you?" Rainbow Dash thinks for a moment and then tells her that they'll need firewood for their campfire tonight. Scootaloo excitedly zips into the forest to start collecting.

It's evening and will soon be dark as Scootaloo rides her scooter out of the woods with a branch in her mouth. She drives to a massive pile of sticks and drops the branch. Applejack turns to Rainbow Dash and asks if they have enough wood yet? Rainbow Dash looks around in surprise. She'd completely forgotten. She tells everyone that it's now time for the best part of the trip, stories around the campfire.

Applejack rubs two sticks together and when they begin to smoke everyone moves to sit in a circle around the fire. Scootaloo gallops around the perimeter like she's playing musical chairs. She clearly wants to sit next to Rainbow Dash, but Sweetie Belle and Rarity get there first. Finally, Scootaloo makes her move and squeezes in between Rainbow Dash and Sweetie Belle. They grunt, struggle and jostle until Scootaloo manages to get her butt on the ground. This spot is hers! Sweetie Belle moves aside with irritation and Scootaloo explains that she just wanted to make sure she could hear Rainbow Dash's story because she's sure that it's going to be the best, most interesting and exciting one she's ever heard.

CUT TO Scootaloo, Sweetie and Apple Bloom sitting around the blazing fire. Their eyes are wide open and frightened. This is clearly not the kind of story they were

expecting. Rainbow Dash goes on in her deepest and most frightening voice, "And then the pony asked, 'Who's got my golden horseshoe?'" She stares into Sweetie Belle's terrified eyes and then turns to Scootaloo and asks again, "Who's got my golden horseshoe?" She pauses as everyone holds their breath and then she yells, "YOU DO!" The Cutie Mark Crusaders scream in surprise, but when Scootaloo sees that Rainbow Dash is laughing, she quickly turns it into a cough, "Something in my throat! Not scared at all!" Rainbow Dash thumps Scootaloo on the back. Of course she wasn't scared. They're two of a kind. They love danger, excitement and spooky stories. Scootaloo is thrilled, two of a kind!

Rarity tells everyone that it's time for her beauty sleep. She sees that Sweetie Belle is still trembling from Rainbow Dash's story and tells her not to worry. There's plenty of room on her four mattresses for a scared little sister. Sweetie Belle snuggles her gratefully as they retire to their tent. Applejack stands up and sees that Apple Blossom is glued to her side. She tells her that their tent is golden pony free and they'll be perfectly safe inside. Rainbow Dash blows out the fire and tells Scootaloo that she doesn't have to worry about her because she's a brave little pony, just like Rainbow Dash was. Rainbow Dash turns and walks into their tent. Scootaloo waits a beat in the dark. She looks around, clearly not liking it. Then an owl hoots, and she races into the tent as fast as she can.

It is the middle of the night and Rainbow Dash is sound asleep while Scootaloo turns fitfully. We PUSH IN on SCOOTALOO and DISSOLVE TO: A HIGHLY STYLIZED NIGHTMARE SEQUENCE: Scootaloo is racing through the forest lost and alone. She hears hoof beats behind her. She turns and sees a massive golden pony with a grim face and a missing horseshoe. She screeches, "Who's got my golden horseshoe!?!!" Scootaloo gallops away in terror. She passes by a tree trunk with an open hole. The golden pony sticks her head out of the hole, "Who's got my golden horseshoe!?!!" Scootaloo runs again. Finally, she comes upon her tent and breathes a sigh of relief, "Safe at last!" She runs to the opening and is about to go in when the golden pony sticks her head out, "YOU DO!"

Scootaloo wakes up with a whinny. She looks at Rainbow Dash who is sound asleep. She sits up and looks fearfully around the tent. There's no way, now how she's going back to sleep. She rocks back and forth and starts to hum to herself.

It is morning. Scootaloo is in the same position still humming. She clearly hasn't slept all night. Rainbow Dash wakes with a yawn, "Slept like a foal. How 'bout you!" Scootaloo looks at her wide-eyed and wired, "Best night ever!" Rainbow Dash says she's glad she got a good night's sleep because they've got a long hike to the next campsite. And once they get there, Rainbow Dash has an even scarier story to share. Rainbow Dash heads off, not seeing the worried expression on Scootaloo's face.

ACT II

The ponies trudge through the forest. Rainbow Dash, Applejack and Apple Bloom have packs on their backs, but Rarity and Sweetie Belle are harnessed to a large

wagon piled high with their massive amounts of supplies. Rarity sighs, "I swear, this wagon is getting heavier and heavier!" PAN BACK to show that Scootaloo is draped across the back dozing, unable to keep her eyes open. When Rainbow Dash asks where Scootaloo is, she wakes up with a start and runs forward, "Here I am! Just..." She stifles a massive yawn and tries to cover by telling the others that she'll just ride her scooter ahead to make sure the path is clear. She rides a few feet and nods off. Her scooter goes off the path and lands in some bushes. She pops up just as the others pass her, "Um... don't go this way! The path is... uh... better!"

DISSOLVE TO the ponies are still hiking, but it's starting to get dark. Rainbow Dash remarks that it was a little further than she thought, and while the other ponies complain, Scootaloo starts to get nervous and jumpy about the impending darkness. Every sound could be the golden pony!... or a lizard, owl, wind... It's getting harder and harder for Scootaloo to hide her fear. Finally, Rainbow Dash spots a cave. It's the perfect place for their camp out. They dump their belongings and Rainbow Dash looks at Scootaloo pointedly, "Looks like we could use some more of that fire wood." Scootaloo looks around at the dark, creepy forest and then back at the mouth of the cave. She's not anxious to go out there this time. Rainbow Dash continues to stare at her expectantly and finally Scootaloo runs out of sight and hides behind Rarity's wagon. Just on the border of the campsite, she sees a few small branches. She quickly grabs them and runs back.

Scootaloo drops the few paltry branches on the fire site, "This was all I could find... not too many trees around here." Applejack looks at the surrounding forest, but keeps quiet. Scootaloo tries to divert attention by suggesting that she'll tell tonight's campfire story. Rainbow Dash says, "Thata a girl! Make sure it's a horrible one!" Scootaloo begins, "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 stops her. Maybe she should tell the story instead.

As Sweetie Belle and Apple Blossom nuzzle up to their big sisters, Rainbow Dash looks around at the dark forest and then hunkers down like she's telling a secret. She begins, "I've been told that these very woods are haunted by the headless pony." Apple Bloom tries to plug her ears, but Rainbow Dash pulls her hooves away, "It gallops only at night..." Applejack interrupts, "If it doesn't have a head, how does it know where it's going?" Rainbow Dash dismisses her, "It's headless, not brainless... looking for lost little ponies..." Applejack interrupts again, "So, where's its brain?" Rainbow Dash snorts, "... who have wandered away from their campsites..." DISSOLVE TO the end of the story as Rainbow Dash concludes, "...and they were never heard from again!" Apple Bloom and Sweetie Belle gasp, "Never?" Rainbow Dash laughs and turns to Scootaloo, "Good one, huh!!" Scootaloo gulps, "Great."

When it's suggested that it's time to sleep. Scootaloo looks at everyone with alarm, *sleep!?! The last thing she wants to do is sleep.* She has a suggestion, "let's sing campfire songs." No one has to ask Sweetie Belle twice, and she instantly begins to sing. TIME LAPSE: Sweetie Belle is still singing, "Twenty two grains of oats in the bucket, twenty grains of oats! Take one out pass it around..." The rest of the ponies

can barely keep their eyes open. This is a long song! Finally, Rainbow Dash suggests that maybe it is time to go into the cave.

As the ponies lay out their sleeping bags (and air mattresses), Scootaloo continues to come up with games and activities that will keep them from sleeping. Unfortunately, because she's so on edge, everything ends up frightening. Hide n' Seek... except she's NOT going to hide. A dance contest... Ahhh, what are those shadows on the wall?! Light as a feather?!...Seance? No way! Applejack looks suspiciously at Scootaloo and asks if there's some reason she doesn't want to go to sleep. Scootaloo laughs off that idea. She just loves camping and hanging out with Rainbow Dash so much, that she doesn't waste a moment by sleeping. Rainbow Dash smiles at her. That's a nice thought, but this pony needs her shut eye. Scootaloo watches morosely as everyone curls up and falls asleep. She wants to stay awake but she's soooo tired. Eventually, she nods off. We PUSH IN again on the sleeping Scootaloo then DISSOLVE TO:

NIGHTMARE SEQUENCE: Scootaloo is running through the dark forest. There are hoofbeats behind her. They're getting closer and closer. She runs faster. The hoofbeats run harder. The headless pony is closing in. Scootaloo is never going to be heard from again! She tries to go faster. She stumbles on a rock and falls. She lies there for a beat, defeated, with her hooves over her head and then she hears, "Hey, Scootaloo." She looks up in surprise to see PRINCESS LUNA standing over her. Scootaloo gasps, "I thought you were the headless pony!" Luna smiles, "I'm not the headless pony and I'm not what you're really afraid of. It's time for you to face your real fears, Scootaloo."

Scootaloo wakes up with a start. She's confused by Luna. She knows *for sure* that she's afraid of the headless pony... and it could be anywhere... in the forest, or just outside the cave, or inside the cave! The headless pony could be right here! And then Scootaloo hears a hideous snort. She screams, "The wicked whinny of the headless pony!" She jumps on her scooter and bolts out of the cave. PAN TO: Rainbow Dash snoring a.k.a. the wicked whinny of the headless pony.

ACT III

Scootaloo rides like a pony possessed. Her only thought is to get away. She charges through brambles, swerves around trees and jumps over rocks. Somewhere far behind her, she thinks she hears a whinny. She charges through a thicket. She bursts though the other side only to discover that there is nothing there except a steep embankment that leads to the river. Scootaloo falls, rolls down the hill and splashes down in the rapids. She is quickly swept away. She tries to swim, she splutters, she coughs and she finally pulls herself onto a rock in the middle of the water. She's trapped and very, very alone!

Scootaloo is clinging to the rock for dear life. She calls out for help, but stops short when she suddenly hears twigs snapping and something charging through the brush. She looks to the shore. Something is coming! She calls out, "Is that you,

headless pony!?!” Rainbow Dash gallops through and stops on the water’s edge, “Not quite!”

Rainbow Dash quickly assesses the situation and launches herself into the air. She flies over the rock where Scootaloo is standing and lowers herself down so that she can grab Scootaloo with her legs. Once she’s firmly locked in, Rainbow Dash flies up and back to the river bank. Scootaloo is safe! Rainbow Dash wants to know what she was doing out here in the middle of the night! She could have been seriously hurt! Scootaloo struggles internally for a moment, and then finally confesses. She tells Rainbow Dash that she really is a scaredy pony. She’s afraid of the golden horseshoe and the headless pony and all kinds of things that go bump or bang or neigh in the night. And, she’s really, really afraid that if Rainbow Dash knows the truth she won’t think they’re two of a kind anymore.

Rainbow Dash tells Scootaloo that she has a secret too. She IS afraid of something. Scootaloo perks up, “The headless pony?” Rainbow Dash shakes her head, “I’m afraid of something bad happening to you.” Scootaloo grins. It’s just what she wanted to hear. She and Rainbow Dash start to walk back to the campsite, “But don’t worry, that’ll never happen because I’ll always be around to protect you.”

DISSOLVE TO: It’s nighttime and the ponies are gathering around the fire. It’s story time again, only this time, Rainbow Dash tells them that she has a different kind of story, “There once was a really, really nice pony who lived in a bright and sunny land...” Scootaloo interrupts her, “...until she heard the news report about a crazy, peg-legged pony roaming the countryside...” Rainbow Dash grins big and asks, “Are you sure?” Scootaloo nods with confidence and Rainbow Dash continues the scary story in her most horrific voice. Apple Bloom and Sweetie Belle giggle and snuggle up to their sisters. They really do like this part!

Rainbow Dash finishes her story, “... and there, hanging from the side of the wagon, was the pony’s peg leg!” Apple Bloom and Sweetie Belle scream just like they’re supposed to, but Scootaloo is silent. Rainbow Dash turns to her and sees that she’s sound asleep. Everyone says goodnight as Rainbow Dash carries Scootaloo inside to her sleeping bag.

DREAM SEQUENCE Scootaloo gallops through the woods when she hears a voice behind her, “Who’s got my golden horseshoe?! ” Scootaloo turns to see the golden pony, but before she can respond, Rainbow Dash steps out of the forest, “Here it is for pony’s sake. Now, take it and stop your moaning!” Rainbow Dash tosses a golden horseshoe to the pony, who looks at it with surprise for a moment and then smiles, “Thanks! Have a nice day!” She turns and gallops away. Scootaloo looks adoringly at Rainbow Dash, her hero, and then spots Luna partially hidden behind a tree. She gives Scootaloo a nod of approval, then disappears into thin air.