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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.

Scootaloo 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!

Scootaloo 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 Scootaloo 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.

Scootaloo desperately flaps her wings but can't keep herself aloft. She and her scooter start falling. Scootaloo 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 <u>despise</u> 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 <u>didn't</u> 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
Well, looks like we're all set then.

Scootaloo 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.

35 APPLEJACK
Alright, y'all. Let's move 'em out.

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

36 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.

37 RARITY
Are we there yet?

38 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.

39 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.

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

She <CLEARS HER THROAT> and tries again.

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

42 RAINBOW DASH
What took you guys so long?

43 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.

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

45 SCOOTALOO
If that's okay with you.

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

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

48 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.

49 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.

50 RAINBOW DASH
You have got to be kidding me.
(then, her best Rarity)
(MORE)

RAINBOW DASH (CONT'D)
Hey, Scootaloo, do be a sweetheart and see if you can gather some firewood.

Scootaloo and Rainbow Dash share a <LAUGH>.

A beat.

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

52 SCOOTALOO
Of course.

Scootaloo 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.

53 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 Scootaloo eagerly takes a seat next to Rainbow Dash.

54 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.

55 RAINBOW DASH
Okay, maybe it's the <u>second</u> best story you ever heard.
(then)
But probably still the scariest.
(then to Scootaloo)
You like scary stories, right?

Scootaloo eagerly nods "yes".

DISSOLVE TO:

EXT. FOREST CAMPSITE - LATER

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

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

Rainbow Dash looks directly at Sweetie Belle.

57 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.

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

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

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

60 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>.

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

Rainbow Dash THUMPS Scootaloo on the back proudly.

62 RAINBOW DASH
Knew <u>you</u> wouldn't be scared. Way you jumped that cart the other day. You're like me -- fearless.

63 SCOOTALOO
Yeah. Fearless.

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

64 RARITY
Don’t worry, Rarity is here to keep you safe and sound.

Sweetie Belle snuggles up to her.

65 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.

66 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.

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

Rainbow Dash grins.

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

69 SCOOTALOO
Really?

Rainbow Dash stands up and puts out the campfire with a nearby bucket of water.

70 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.

71 SCOOTALOO
(to herself)
It’s nothing. Just my imagination

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

72 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.

73 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.

74 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.

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

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

76 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.

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

78 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.

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

80 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.

81 SCOOTALOO
Rainbow Da...

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

82 GOLDEN PONY
YOU DO!!!

CUT TO:

INT. RAINBOW DASH AND SCOOTALOO'S TENT - CONTINUOUS

Scootaloo wakes up with a start.

83 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.

84 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.

85 SCOOTALOO
<STILL HUMMING>

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

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

Scootaloo immediately stops humming.

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

Scootaloo focuses her saucer eyes on Rainbow Dash.

88 SCOOTALOO
Best night ever!

Rainbow Dash gets to her feet.

89 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.

90 SCOOTALOO
(without enthusiasm)
Yeah. Totally.

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.

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

Sweetie Belle shoots her a look.

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

Sweetie Belle smiles.

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

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

94 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.

Scootaloo's eyes pop open.

95 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.

96 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!?

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

98 SCOOTALOO
Well, you know...

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

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

Rainbow Dash nods knowingly.

100 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.

101 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.

102 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.

103 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.

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

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

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

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

107 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.

108 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.

109 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).

110 RARITY
That's so sweet. Thank you.

Scootaloo peeks around nervously.

111 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.

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

113 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.

114 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>.

115 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.

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

117 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.

118 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>.

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

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

120 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.

121 SCOOTALOO (CONT'D)
<AHHHHHHHHHH>

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

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

EXT. CAVE CAMPSITE - CONTINUOUS

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

123 SCOOTALOO
<MMMMMMMMMM>

She drops them.

124 SCOOTALOO (CONT'D)
MMMwah! Here you go!

Rainbow Dash looks at the paltry pile of sticks.

125 RAINBOW DASH
That's it?

126 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.

127 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.

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

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

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

131 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.

132 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.

133 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.

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

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

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

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

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

Rainbow Dash <SNORTS> and moves on.

138 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.

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

Apple Bloom and Sweetie Belle <GASP>.

140 SWEETIE BELLE
Never!?!

Rainbow Dash shakes her head.

141 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.

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

Scootaloo's head whips around to stare at Rarity.

143 SCOOTALOO
It's not time for bed yet, is it?

144 APPLEJACK
'Fraid so, Scootaloo.

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

Sweetie Belle leaps to her feet.

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

She hesitates.

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

Scootaloo stomps her feet feverishly.

148 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.

149 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.

150 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.

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

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

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

Suddenly, Scootaloo is wide awake.

153 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.

154 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.

155 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.

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

Applejack and Apple Bloom crawl into their sleeping bags.

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

She's fast asleep.

158 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.

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

Scootaloo throws her mane back defiantly.

160 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.

161 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.

162 SCOOTALOO
(to herself)
This is so unfair!

She starts to nod off.

163 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.

164 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.

165 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...

166 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.

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

Princess Luna smiles at her.

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

Scootaloo jumps to her feet.

169 SCOOTALOO
You're so, so much better than the Headless Pony. But what are you doing here? Shouldn't you be in Canterlot? *

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

170 PRINCESS LUNA
I am the Princess of the Night, thus it is my duty to come into your dreams. *

171 SCOOTALOO
Oh, yeah...
(realizes)
Wait?! This is just a dream? But it feels so real. *

172 PRINCESS LUNA
I assure you that you are asleep. *
(then) *
But when you awake, the thing that frightens you most will still exist. *

Scootaloo looks around nervously.

173 SCOOTALOO
The Headless Pony? *

174 PRINCESS LUNA
Is the Headless Pony really what frightens you the most? *

Scootaloo considers this for a moment and then shakes her head, "no". *

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

Scootaloo hangs her head.

176 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.

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

INT. CAVE CAMPSITE - CONTINUOUS

Scootaloo wakes up with a jolt. She looks around.

178 SCOOTALOO
Princess Luna?

There's no answer.

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

The wind <BLOWS> outside of the cave.

180 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.

181 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>.

EXT. FOREST - CONTINUOUS

Scootaloo rides through the forest like a pony possessed.

182 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.

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

She swerves around trees.

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

She bumps over rocks.

185 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.

186 SCOOTALOO (CONT'D)
<WHOAAAA!>

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.

187 SCOOTALOO (CONT'D)
I made it!

She looks around.

188 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.

189 SCOOTALOO (CONT'D)
HELP!!

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

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

191 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.

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

Rainbow Dash is angry.

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

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

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

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

195 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.

196 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. 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>.

197 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.

198 RAINBOW DASH (CONT'D)
First time I heard those stories, I was scared too.

199 SCOOTALOO
You were?

200 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.

201 RAINBOW DASH (CONT'D)
So you're looking for somepony to take you under their wing, huh?

Scootaloo nods, "yes".

202 RAINBOW DASH (CONT'D)
Yeah. I might be up for something like that.

203 SCOOTALOO
Really?

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

Scootaloo beams.

205 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.

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 wild, 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 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.

213 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.

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. 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!?

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.

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.

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

219 SCOOTALOO
You're the best.

220 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.

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

Rarity <SIGHS>.

222 RARITY
If you insist...

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

223 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.

224 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