**SLEEPLESS IN PONYVILLE**

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Prologue

(*Opening shot: fade in to a rooftop-level view of a street in Ponyville during the day. Rainbow  
Dash flies past in no hurry, jingling a couple of coins, and one stallion opens up his second-story window to look out when the camera tilts down to ground level. The peace and quiet go bye-bye once Scootaloo races into view and down the block on her scooter, kitted out in her usual crash helmet and coming a hair’s breadth away from wiping out Bon Bon. She zooms between two conversing mares and sets them spinning wildly toward each other; they skid to a stop in a severely disoriented tangle of manes and legs.*)

(*Down the street she goes, almost knocking out a couple of bystanders and heading straight for Granny Smith. The old green mare lifts her body slightly and arches her back so that Scootaloo can jump over her while the scooter rolls neatly through her legs, then winks after she has gone on her way. After a few hundred more yards, the orange face goes slack with shock; cut to her perspective, rapidly approaching a flipped cart in the middle of the street. The camera cuts back to Scootaloo just in time for her to jump her rig onto the exposed bottom, ride up it like a ramp, and launch herself into a gravity-defying long jump.*)

**Scootaloo:** (*letting go of handlebars briefly*) WOO-HOO!!

(*As she re-establishes her grip, Rainbow sails lazily past—now flying along on her back and sipping from a soda resting on her belly.*)

**Rainbow:** Nice moves, kid.

**Scootaloo:** (*to herself*) “Nice moves”? (*She stops in midair.*) Rainbow Dash thinks I’ve got…

(*The end of that thought is lost in a fall and loud thud from o.s. below, gravity having decided to clock in again. Cut to a corral on the Sweet Apple Acres property; the upside-down scooter protrudes from a haystack, and two cows are busy chowing down. One reaches in for a fresh mouthful but gets Scootaloo’s tail instead; she pops her head out with a pained but happy gasp.*)

**Scootaloo:** …nice moves!

(*Looking back at the bovine, she voices a second, surprised gasp and gets a slightly puzzled moo in return. Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a close-up of a checkers game in progress, using horseshoe-shaped pieces. Apple Bloom reaches into view and makes a move.*)

**Scootaloo:** (*from o.s.*) Then all of a sudden…

(*Cut to a longer shot: all three Cutie Mark Crusaders are in their clubhouse. Bloom is playing against Sweetie Belle, and Scootaloo has put away her helmet and scooter.*)

**Scootaloo:** (*hovering briefly*) …I’m airborne! And then Rainbow Dash looks over and is like… (*jumping up to grab the ladder; Sweetie makes a move*) …“Heh. Nice moves, kid.” (*She drops back to the floor.*)

**Bloom:** (*awed*) Wow!

**Sweetie:** She really said that?

**Scootaloo:** (*throwing foreleg around her shoulder*) 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!

(*The other two find this line increasingly hard to swallow as she reels it out and ends with a lip-chewing grin.*)

**Bloom:** I don’t know about all that.

**Sweetie:** It was a really nice compliment and all, but—

**Scootaloo:** (*grumpily*) I know, I know. (*Zoom in to a close-up; her face brightens.*) But all that stuff I said *could* happen, right?

(*Zoom out slightly as Bloom and Sweetie step a bit closer, not wanting to upset her too much.*)

**Bloom:** Sure.

**Sweetie:** Absolutely.

(*Scootaloo determinedly crosses the room; cut to a window, through which she watches Rainbow gather some clouds.*)

**Scootaloo:** I just need to find a way to spend some time with her—you know, so she can see more of my awesomeness.

**Bloom:** (*from o.s.*) Well, uh… (*Cut to her and Sweetie; she gets an idea.*) …Applejack and I are supposed to be campin’ up at Winsome Falls this weekend. Maybe I could get my big sis to invite Rainbow Dash, and then you could come too.

(*Cut back to Scootaloo on the end of this and zoom in slowly as she buzzes her wings.*)

**Scootaloo:** Really?

**Bloom:** Sure!

**Sweetie:** (*pouting*) I want to go. (*Scootaloo crosses to them.*)

**Bloom:** Well, duh! Of course you can go! (*Sweetie smiles hugely.*)

**Sweetie:** And I’ll get Rarity to come too! (*knowingly, rubbing front hooves together*) Rarity loves camping!

(*Cut to the Carousel Boutique’s ground-floor showroom; Rarity straightens indignantly up into view.*)

**Rarity:** I *despise* camping! All of that… (*Huge shudder as she shakes her head.*) …nature.

(*Longer shot; she is face to face with her little sister down here.*)

**Sweetie:** Applejack’s going with her little sister. (*Head droop; turn away.*) But…you know…if you don’t want to spend time with me…

(*She turns on her biggest, saddest, most soulful eyes and aims them back over her shoulder with a huge squeaky frown. Rarity resists the onslaught for a second or two, but then gives in.*)

**Rarity:** Oh, all right! (*Sweetie throws her a big grin; she heads upstairs.*) Oh! Of course, I will need to find an outfit more appropriate for roughing it. Ooh!

(*Zoom in slightly on the now-alone filly as the doors of the changing room behind her swing open from within. Bloom and Scootaloo put their heads out.*)

**Sweetie:** (*trotting away*) See? Told you she’d want to go.

(*They just trade a bewildered look, neither one believing that this sweet-natured filly could have been so adept at psychological warfare. Dissolve to a stretch of land well outside Ponyville as Bloom and Scootaloo trot along a trail to where Applejack is waiting for them. All three are toting bedrolls and saddlebags full of gear.*)

**Applejack:** (*to Bloom*) You pack the bug spray?

**Bloom:** (*bucking a can of it out of her bags and back*) Yep! You got the canteens?

**Applejack:** (*doing likewise with one*) Yep. Looks like we’re all set, then.

(*The sound of something very large being trundled along has begun to cut in by this point, and it is now accompanied by a shadow that throws itself over the trio from behind. They glance up toward it, too surprised for words, and the camera cuts to the upper reaches of a very, very tall pile of luggage that can only be Rarity’s. A tilt down to ground level confirms it; she is trotting serenely in front of the cart holding all this gear. Seen in close-up, she has donned a light pink outfit with a pair of darker sunglasses, and her mane is bound up in a yellow scarf decorated with a copy of her cutie mark. A longer shot shows the outfit as a frilly dress with shoes that match both her mane scarf and the second one around her neck, and Sweetie is barely visible behind her.*)

**Rarity:** (*calling ahead*) Hey!

(*She trots forward, revealing that only her little sister is harnessed to the massive load and straining mightily to keep it moving. Applejack doubles back to look it over.*)

**Applejack:** Gee, Rarity. (*Cart stops.*) Did you remember to pack? (*Rarity ducks over to her, shades on forehead.*)

**Rarity:** Oh, well, let’s see who gets the last laugh when you’re absolutely desperate to curl your lashes, and you realize you didn’t bring your eyelash curler!

(*On the end of this, she telekinetically slaps the sunglasses back onto her eyes and stalks away.*)

**Applejack:** Well… (*Cut to Scootaloo, looking around nervously with wings buzzing; she continues o.s.*) …looks like we’re all set *now*.

**Scootaloo:** But…what about Rainbow Dash? (*Applejack and Bloom reach her.*) Isn’t Rainbow Dash coming?

**Applejack:** ’Course she is, sugar cube.

(*Zoom out slowly to show that they are standing at the base of a lively waterfall.*)

**Applejack:** She’s gonna meet us up at our first campsite.

**Scootaloo:** Oh.

**Applejack:** (*leading others ahead*) All right, y’all, let’s move ’em out!

(*As the little pegasus savors the thought of eventually meeting up with her idol, the camera cuts to a long shot of the vista and zooms out slowly. The falls work their way over several levels of cliffs, and the trail they are following winds its way up the adjoining hills while skirting a broad swath of forest land. From here, dissolve to the party of five on the move, with Sweetie lagging by an understandable margin.*)

**Rarity:** (*moaning*) Are we there yet? (*All stop; cut to Applejack, seen from behind.*)

**Applejack:** (*exasperated*) The last thousand times you asked that, the answer was no. (*smiling*) This time… (*Zoom out; they have reached a clearing by a stream.*) …it’s actually yes.

(*A rainbow streak through the treetops marks the arrival of the last camper.*)

**Applejack:** There’s Rainbow Dash up there right now.

(*Or down, as the case may be; her flight brings her into a descent toward the old growth. Turning to angle herself properly, she extends a hind leg and drives it through a row of four trees. The kick knocks out a short section of each trunk, leaving the remainder of the trees to drop onto their stumps and balance perfectly. She doubles back to the campsite, drops the four logs, and plunges into the stream for a moment; upon emerging, she again returns and flies in a tight circle to create a rainbow-striped tornado. A cut to within it reveals that she has collected a load of rocks from underwater, and she flicks these away to fall in a neat circle for a campfire site.*)

**Scootaloo:** (*softly*) Wow…

(*Rainbow stops her midair gymnastics, having set up the four logs as seats around the fire site, and Scootaloo turns away.*)

**Scootaloo:** (*under her breath*) All right, Scootaloo, just play it cool.

(*Which she completely fails to do as soon as she trots over and opens her mouth.*)

**Scootaloo:** (*voice cracking*) Hey, Rain—

(*She gets no farther before tripping on one of the four log benches, dropping all her gear, and landing on a second. Her flailing hooves cause it to roll over to the edge of the stream, taking her with it; here it stops, but inertia pitches her across the water, where she bounces off a tree and hurtles back. Rainbow ducks to avoid taking a filly upside the head, and Scootaloo slams to the ground on her back. After the twinges of pain stop coursing up and down her body, she clears her throat and smiles up into the air with the best casual wave she can muster.*)

**Scootaloo:** (*trying to play it off*) Hey, Rainbow Dash. (*She crosses her hind legs.*) What’s up?

(*Cut to her perspective of the hovering blue mare, who gives her a quizzical sideways look and then backs up into the air to address herself o.s.*)

**Rainbow:** What took you guys so long?

(*Close-up of Applejack, setting her things down, then zoom out to frame Rarity standing alongside and filing a hoof with a telekinetically lifted emery board. Sweetie slowly drags the luggage cart into view.*)

**Applejack:** (*pointedly*) Well, some of us didn’t pack as light as the others. So we were slowed down a bit.

(*She trots away. Wipe to her and Bloom, now having both shucked their gear and moved on to setting up a tent. They pull opposite corners with their teeth to lay it out, Applejack anchors a peg by stomping on it, and Bloom pulls a second line taut and sets its peg with her mouth. In short order they have it ready to go—a red pup tent decorated with apples—and the camera zooms out to frame a green tent placed not far away. Scootaloo sits on a log, and Applejack stands nearby, watching as Bloom slides out of the sisters’ tent on her hocks with her forelegs spread in a “ta-da” gesture. Rainbow swoops over the area and settles next to Scootaloo.*)

**Rainbow:** (*elbowing her*) Looks like you’ll be sharing a tent with me, huh? (*Rarity and Sweetie move up in the background.*)

**Scootaloo:** (*chuckling a bit*) If that’s okay with you.

**Rainbow:** (*ruffling her mane*) Sure, ’long as you don’t snore.

(*The prissy white unicorn magically lifts the harness off Sweetie’s back.*)

**Rainbow:** (*slightly menacingly*) You don’t snore, do you?

**Scootaloo:** Nope, no way, not me. Never snored a day, or… (*Chuckle.*) …night in my life.

**Rainbow:** (*smiling*) Then you and I are gonna get along just fine.

(*During the previous three lines, Sweetie jumps up onto the overloaded vehicle and yanks a couple of items o.s., while Rarity levitates a box and follows. The two pegasi are interrupted by a loud pop and a strong gust of wind from that direction; cut to Rarity holding her own in the face of it as a gold-trimmed purple awning extends into view to hide her. All others but Sweetie find themselves in a growing shadow and can only sit there, slack-jawed, buggy-eyed, as the thing starts to take shape. A square fabric cupola pops up into view, decorated identically to the awning and sporting a flagpole with a small white banner attached; zoom out from this on the next line to frame the four. What the cupola is attached to, and what they are all staring at, is an ornate two-story tent with a small balcony attached to one of the upper windows; the awning covers the front flap.*)

**Rainbow:** You have *got* to be kidding me. (*Rarity appears at the balcony, Sweetie at the flap.*)

**Rarity:** (*producing an empty vase*) Sweetie Belle, do be a dear and see if you can find some fresh flowers for my bedside vase.

(*She drops it, letting it bounce off the awning, and Sweetie darts out to catch it on her back and trots away.*)

**Rainbow:** (*to Scootaloo, mimicking Rarity*) Hey, Scootaloo, do be a sweetheart and see if you can gather some firewood.

(*Bloom and Scootaloo both get a laugh out of this one, but Rainbow’s smile vanishes after a second or two.*)

**Rainbow:** Seriously, though. Can you get us some wood for the fire?

**Scootaloo:** Of course!

(*She is off like a shot. Dissolve to a close-up of Applejack using a bow drill to get a fire going, with the bow held in her teeth and the spindle under one hoof. The tinder quickly blazes up within the ring of rocks, and the six campers dispose themselves around it. Bloom and Scootaloo sit on one log, Applejack turns toward another, Rainbow hovers above the fire, Rarity relaxes on a chaise longue, and Sweetie brings her a cup of tea from the tent, holding its saucer in her teeth. Night has fallen.*)

**Rainbow:** Okay, everybody get comfortable.

(*Applejack sits down; after Rarity takes the tea in her magic, Sweetie trots over to sit with her friends.*)

**Rainbow:** ’Cause I’m about to tell you the best story you ever heard. (*Cut to the Crusaders on the end of this.*)

**Scootaloo:** (*excitedly*) Is it about the time when Rarity had wings, and then they got ruined, and then you saved her from plummeting to her doom?

(*She accompanies this line by jumping off the log, buzzing her wings, letting them go limp, and smacking a hoof into the dirt. Cut to the two mares who were involved in this incident—which occurred in “Sonic Rainboom”—on the end of this line. Rainbow shoots an uneasy look to Rarity, then grins sheepishly as the latter blushes and adjusts her shades.*)

**Rainbow:** Okay, maybe it’s the second best story you ever heard—but probably still the scariest. (*She leans ominously over the Crusaders.*) You like scary stories, right? (*Scootaloo gasps in fright, but does her best to recover.*)

**Scootaloo:** Mmm-hmm.

(*The full-grown daredevil backs off to hover over the entire group again and adopts her best ghost-story voice, while the camera tilts up slowly.*)

**Rainbow:** It all happened on a night just like this one—in a forest just like this.

(*With her now off the screen, the scene dissolves to a view of the treetops, seen from the ground with the camera pointing up at the moon.*)

**Rainbow:** (*from o.s.*) And then… (*She straightens up into view.*) …the Olden Pony asked… (*quavery voice*) …“Who’s got my rusty horseshoe?”

(*Cut to the Crusaders, who would be scared of their pants at this point if they were wearing any.*)

**Sweetie:** Not me! (*They clutch fearfully at each other; Rainbow lunges at them.*)

**Rainbow:** YOU DO!

(*Bloom and Sweetie scream and dive off the log, but Scootaloo just clamps her front hooves over her mouth to stifle her own cry. She quivers in place as Rainbow laughs, then coughs and clears her throat.*)

**Scootaloo:** Something in my throat. I wasn’t scared at all. (*Nervous chuckle.*) Good story! (*Rainbow ruffles her mane.*)

**Rainbow:** Knew *you* wouldn’t be scared. (*She flies up to Rarity’s tent flagpole.*) The way you jumped that cart the other day… (*She settles onto it, bending it double.*) …you’re like me. Fearless.

**Scootaloo:** Yeah! (*forcing a big smile*) Fearless!

(*An owl’s soft hooting wipes her bravado away in an instant; across the way; Rarity is off her chaise longue and addressing Sweetie, her shades up on her forehead.*)

**Rarity:** Don’t worry. (*baby talk, pinching her cheek*) Rarity is here to keep you safe and sound. (*She nuzzles Sweetie with a happy little squeal; cut to Applejack, yawning.*)

**Applejack:** Think it’s about time for me to hit the straw.

(*When she turns, the movement exposes a scared-silly Bloom clinging to her other side.*)

**Applejack:** (*patting her head*) Don’t you worry, little sis. (*carrying her into tent, Rarity/Sweetie enter theirs*) There’s no Olden Pony in our tent.

(*Only the two pegasi are left outside—Scootaloo on her log, Rainbow hovering above the campsite.*)

**Scootaloo:** (*forcing a few laughs*) That sure was funny, wasn’t it? How they were all afraid of the Olden Pony… (*Cough.*) …but not me! (*Rainbow swoops in.*)

**Rainbow:** (*thumping her shoulder*) That’s because you’re tough.

(*She flies o.s. briefly, then doubles back and upward with a bucket of water on the next line.*)

**Rainbow:** Just like when I was your age.

(*The filly savors this comment while rubbing her shoulder and flexing her forelegs—at least until the bucket’s contents tumble down to douse the fire. She screams and jumps away from it, staying aloft briefly thanks to her windmilling legs and total shock, but drops into a nonchalant leaning pose next to the log.*)

**Rainbow:** I’m hitting the sack. Come in whenever you feel like it.

(*She zips into the tent, leaving a cockily grinning Scootaloo alone outside. The snap of a twig ends that act in a hurry, and the wind sighing through the tree branches does not help matters.*)

**Scootaloo:** (*hunched into herself, nervously*) It’s…it’s nothing. Just my imagination.

(*A series of creaks throws a fresh scare into her, caused by the old trees shifting in the wind. She claps her front hooves to her ears.*)

**Scootaloo:** (*freaking out*) And *that* isn’t the thundering stomp of the Olden Pony!

(*Now a distant wolf adds its howl to the unsettling sonic tableau, causing her sit bolt upright and chew her bottom lip. She decides that she has had quite enough and charges into Rainbow’s tent; cut to her inside, sitting up in a sleeping bag and shaking like a leaf. She looks to her right, where Rainbow is partially in view, and the camera zooms out to frame her—sprawled out on top of her own bag and sawing two-by-fours. A teddy bear rests on the ground between them, and a lantern stands between Scootaloo and the tent wall on her side.*)

(*Her eyelids eventually start to lower and close, but the sound of a distant, quavery voice’s grumbling snaps her to with a gasp. It continues as she glances frantically around the tent; cut to outside as she unzips the flap and peeks out. The natural light has taken on a reddish shade it did not have before.*)

**Scootaloo:** I-Is…is anyone out there?

(*She steps out for a look, the camera zooming out to frame the entire campsite—which has had a few changes made to it since she turned in. One, the fire is relit and burning low. Two, the other tents are gone. Three, the forest surrounding the camp is heavily overgrown under a misty red sky, and many of the trees have acquired grotesque faces with tooth-filled knothole mouths. As she takes in the disturbing change of scenery, the old voice makes itself heard again along with a series of heavy thumps; she clears out at a fear-impelled gallop.*)

(*After she risks a split-second backward glance, the camera cuts to an extreme close-up of four elderly, light gray hooves hobbling through the forest. Three of them are shod, but one—the right front—is not. Scootaloo’s breath catches in her throat, and she keeps racing through the gloom; the figure—now visible only as a silhouette—aims a single red eye, the left, after her. The next words mark her as the Olden Pony from Rainbow’s story.*)

**Olden Pony:** Who’s got my rusty horseshoe?

(*After several hundred more yards, Scootaloo slows her legs and stops, turning to face back the way she came. Unfortunately for her overtaxed nerves, she backs into a branch that ends in a hand-like arrangement of twigs; she yelps, seeing the face etched onto the bark and hearing its growl. When the branch snaps and falls in front of her, she lets off a relieved sigh—then turns to find the Olden Pony standing right in front of her. Seen in full light, it is an ancient mare dressed in a tattered cloak of dark gray with the hood up; her sparse mane is white, and the clothes underneath the cloak are decrepit and worn. She has lost most of her teeth, and she aims that one red eye straight at Scootaloo, whose two violet ones pop wide open.*)

**Olden Pony:** (*more angrily*) Who’s got my rusty horseshoe?

(*Cut to Scootaloo on the end of this; she lets off a terrified scream and bolts out of there in a blur of legs and wings. A brief cut to her perspective discloses Princess Luna walking through the trees off to one side, eyes glowing white; a second later she dives back into the tent. Cut to inside as she lays hooves on Rainbow’s sleeping bag to rouse her, then to her perspective of the mare—now fully covered over.*)

**Scootaloo:** Rainbow Da— (*The Olden Pony sits up into view instead.*)

**Olden Pony:** YOU DO!

(*Cut to a close-up of Scootaloo as she snaps upright in her own sleeping bag with a cry of undiluted fright. Rainbow’s snoring can be heard off to one side, and when she looks toward it, she finds the zonked-out pegasus exactly as before. Everything from Scootaloo’s peek outside to finding the Olden Pony in Rainbow’s place, then, was an industrial-strength nightmare. She rocks in place, staring fixedly toward the tent’s lantern and humming tunelessly to herself as the camera zooms out slowly. The view dissolves to outside the tent, framing her silhouette within due to the light as she keeps humming. The zoom continues until the entire campsite can be seen—three tents, cold fire pit, normal light, and all. Snap to black.*)

Act Two

(*Opening shot: fade in to the site the next morning. Applejack and Bloom are taking down their tent, while Sweetie brings a breakfast tray out to Rarity on her chaise longue. Scootaloo’s dazed hum can still be heard from within the pegasi’s tent; inside, she is still sitting up, rocking, and facing the lantern with her back to Rainbow. The latter lets go with a monster yawn, letting her brain take its time coming out of idle.*)

**Rainbow:** What’s that noise? (*Pause; she looks around.*) Is there a bug in here? (*Sigh; she thumps Scootaloo’s shoulder as she continues.*) I don’t know about you, but I slept like a filly.

(*But perhaps not this particular filly, who turns to reveal a pair of swollen, bloodshot eyes after her introduction to the meaning of the word “insomnia.”*)

**Scootaloo:** (*weakly*) Best night ever! (*Rainbow is now up and over at the flap.*)

**Rainbow:** Glad you’re rested up, because we’ve got a *long* trek ahead. (*She looks out; Scootaloo cringes from the sunlight.*) Totally gonna be worth it when we get to Winsome Falls.

(*She has not once noticed or reacted to the dreadful condition of her bunky.*)

**Scootaloo:** Yeah. (*with a lopsided grin*) Totally.

(*One eye twitches in a manner reminiscent of Twilight Sparkle just before a full mental meltdown. Dissolve to Applejack and Bloom, both loaded up and leading the expedition down a new trail. Rainbow flies behind them, and Rarity’s luggage cart is making its way up a rise farther back. The sound of her moan floats up along the trail; cut to a close-up of her, resting on her now-moving chaise longue with her sunglasses firmly in place. A drop of water plunks her on the forehead from behind, prompting her to sit up and raise her lenses.*)

**Rarity:** Am I sweating? (*She gasps and fans herself with a hoof.*) Oh! I think I’m sweating!

(*Cut to a longer shot, framing the source as Sweetie—who is now not only pulling the cart, but pushing the furniture and leaving a small river of perspiration behind herself. She stops with an ingratiating smile and gets a pat on the head.*)

**Rarity:** Oh! Uh…but it’s absolutely worth it to get to spend time with my little sister. (*petulantly*) It’s just that this cart feels like it’s getting heavier all the time!

(*Little sister shoots it a disapproving glare. Cut to just behind it, the camera aiming toward Applejack/Rainbow/Bloom up ahead. Scootaloo is sleeping among the parcels near the back, lending her complaint some credence; the filly’s mane is back in its usual vague order.*)

**Applejack:** I don’t care if that cart’s as heavy as a pack of mules. (*Tilt up toward Scootaloo, putting her o.s. as she continues.*) If we don’t get a move on, it’ll be dark before we get to the campsite.

(*The worn-out little pony comes to with a panicked gasp.*)

**Scootaloo:** Dark?!?

(*In no time flat, she yanks her scooter and helmet out of the jumbled luggage, claps on the latter, and buzzes up to the others.*)

**Scootaloo:** I’ll just ride ahead to make sure the path is clear. (*She reaches Rainbow, even farther ahead.*) No, we don’t want to be out here after dark, right?

**Rainbow:** Doesn’t matter to me.

**Scootaloo:** Well, you know…

(*She points back down the trail, getting Rainbow’s attention; cut to Bloom and Sweetie.*)

**Scootaloo:** (*from o.s.*) …it’s for the scaredy-ponies. (*Chuckle.*)

(*A most perplexed glance passes between these two pairs of young eyes. Receiving a smile from her role model, she peels out; not too far along, though, fatigue catches up and triggers a cavernous yawn. Her bagged eyes slowly drift shut and she slumps over the handlebars, a front hoof dragging against the ground, but running over a rock jolts her awake with a shuddery gasp.*)

**Scootaloo:** Don’t fall asleep now. We’ve got to get to that campsite before dark.

(*Her self-administered pep talk has absolutely zero effect, as she almost immediately conks out and starts snoring. Only her grip on the handlebars prevents her from tumbling backward off the scooter. She steers out onto a promontory and somehow manages to skirt its edge without going over, even though a few clods of dirt crumble away under her wheels. Next she zooms off a riverbank, bounces off the head of an alligator poised to get a mouthful of pony flesh, and lands safely on the other side as it growls after her. Farther along, a bear sitting in the middle of the trail gets ready to chow down on a freshly caught fish—until the sleep-riding pegasus rolls by, that is. The bear is surprised to end up with a big mouthful of nothing, while the fish has been carried away on top of Scootaloo’s helmet. It takes a second unexpected detour when she goes off the edge of a much higher riverbank and drops into a hollow log balanced on a rock jutting from the water. As the wood whirls in place, the fish is thrown free and lands on the opposite bank; when the spin winds down, Scootaloo rolls out and straight toward it.*)

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(*The impact stops the rig dead and flips it forward, launching her over the treetops. She rests her head on her forelegs and curls up in midair as if there were a nice soft bed underneath her; as she starts to descend, Rarity’s voice fades in.*)

**Rarity:** (*from o.s.*) That’s why it’s always important to bring your own trunk on any public outing.

(*On the end of this, Scootaloo comes down in a patch of bushes just off the trail, right next to the rest of the group, and finally starts to wake up. Once reality sets in fully, she sucks in a sharp gasp and frantically waves the others away from her vicinity.*)

**Scootaloo:** Um…uh, don’t come this way! (*She jumps onto the trail.*) Take the path. It’s… (*Nervous laugh.*) …um…way better than going through the bushes.

(*This bit of advice earns her a funny look from Applejack as the crew rolls out. Dissolve to a stand of trees and pan/tilt down to frame the hikers. Scootaloo, bringing up the rear with Applejack, has put away her helmet, and Rarity is traveling under her own power instead of on the chaise longue. Applejack steps on a branch, snapping it and scaring Scootaloo into a yelp and instant vertical leap. She ends up hanging off the edge of a cloud, but it gives way under her weight and she slams down next to Applejack, putting a crater in the ground. Cut to just within it as the concerned workhorse looks in—Scootaloo’s perspective.*)

**Applejack:** (*voice reverberating slightly*) You’re more nervous than a worm in an apple on cider-makin’ day. What gives, Scootaloo?

**Scootaloo:** Heh. (*Ground level; she continues hastily, putting her head up.*) Nothing, and just thought I heard something.

(*An owl hoots quietly to itself, but she cries out as if the Olden Pony were after her and scrambles away at full speed. Still half-underground, she ends up carving a filly-wide trench while bugging out; cut to the far end of it as Applejack walks up to the stricken filly.*)

**Applejack:** You sure you’re okay? ’Cause you seem a little jumpy.

**Scootaloo:** (*smiling*) Just getting my exercise. (*stretching hind legs*) You know how important it is to stretch out those hindquarters every so often. (*Chuckle.*)

(*Now a frog’s contented ribbit sends her scurrying up to Rarity and Sweetie.*)

**Scootaloo:** Uh, do y-you need a little help? (*Rarity levitates her and turns her to face forward.*)

**Rarity:** That’s so sweet. Thank you.

(*Both sisters trot ahead, Sweetie transferring the cart harness from her own back to her friend’s.*)

**Scootaloo:** Um, what are friends for?

(*The answer of the hour would seem to be “heavy labor,” but Scootaloo’s heaves and strains are barely enough to move the load. Dissolve to the group following the trail under the moon that night; Applejack stops after a moment.*)

**Applejack:** No need for tents tonight, y’all. (*pointing out a nearby cave*) We’ll just take shelter in that cave.

(*Fresh panic settles in over the pegasus porter’s puss as she unhitches herself; Rainbow, though, is eating this up.*)

**Rainbow:** All right! A deep, dark cave! Heh. Perfect for the story I’ve got for tonight. (*leaning down to Scootaloo*) All we need is a campfire and we’re good to go.

(*Two constricted violet eyes flick in every direction possible to avoid her grinning gaze; finally Scootaloo swallows hard and scratches her head.*)

**Scootaloo:** (*weakly*) Of course.

(*A wolf’s solitary howl echoes over the hills; cut to her perspective of the undergrowth, in which far too many pairs of glowing yellow eyes appear.*)

**Scootaloo:** I’ll be right back with lots of firewood from the deep… (*Back to her and Rainbow.*) …dark…and not-scary-at-all forest. (*She takes a step backward.*)

**Rainbow:** Thanks.

(*Turning around, she trots toward the trees but gets only a few steps before the eyes scare the bejesus out of her all over again. She retreats to Rarity’s cart, her back plastered against one wheel, and heaves desperately for breath. The camera pans ahead of her to pick out a few tumbled branches several feet ahead of her, at the forest’s edge; she closes her eyes, exhales, and stretches her forelegs.*)

**Scootaloo:** Okay. I can do this. (*opening eyes*) At the count of three, I will get those branches. (*closing them*) One…two…three!

(*Nerves root her in place, though, and all she can do is extend her head forward off the cart wheel a bit. Sighing exasperatedly, she drops into a hunched position, looks around a bit, and beckons to the deadwood.*)

**Scootaloo:** (*as if calling a cat*) Here, branches, branches, branches…

(*They do not move, having apparently flunked out of timber obedience school—but she does get the attention of the glowing-eyed woodland menaces. Scootaloo thumps her face into the ground, then straightens up and looks toward the sound of the next voice.*)

**Applejack:** (*from o.s.*) Brrrr! Hoo-wee!

(*Long shot of her and the others, seen from beneath the cart. They have dropped gear and set up a campfire site just outside the cave, sitting on log benches around a ring of stones, and Rarity has stripped out of her dress and all the accessories.*)

**Applejack:** It’s colder than a timber wolf’s toenail! (*Close-up of her, shivering, and Bloom.*) Brrrr! Where’s that Scootaloo?

(*Taking a quick peek around the end of the cart, Scootaloo gathers her nerve and hurls herself screaming and gibbering toward the woods. She jitters around the branches, scoops them up in her teeth, and races back to throw them inside the fire ring.*)

**Scootaloo:** (*out of breath*) Here you go! (*The others are not impressed.*)

**Rainbow:** That’s it?

**Scootaloo:** (*scratching neck*) It’s all I could find ’cause, you know, there aren’t that many trees around here.

(*Zoom out to frame the very tall old growth immediately next to her, then cut to the two unicorn sisters as they trade a very worried look.*)

**Applejack:** (*reassuringly*) It’s all we need. Why don’t you sit with Rainbow Dash for a while?

(*Scootaloo hurtles away and slides onto Rainbow’s log hard enough to thump against her flank; now Applejack plies her bow drill to get the fire going. Cut to Rainbow and Scootaloo on the start of the next line.*)

**Rainbow:** Now where was I?…Oh, yeah. (*ominously*) The scary part.

(*She lets go with a credible crazed-villain laugh that leads Bloom and Sweetie to trade scared but giddy grins; their fellow Crusader, half-hunched down with fear, tries to brush it off.*)

**Scootaloo:** Hey! I have an idea! (*Dirty look from Rainbow.*) How about I tell tonight’s story? (*The grown pegasus lies down on the log.*)

**Rainbow:** All right. Just make sure it’s a horrible one.

(*Cut to the two sister pairs, older gathering in younger to brace themselves for what comes next. As Scootaloo starts to tell her story, the camera returns to her, then to a puzzled Rarity and Sweetie, then back to her.*)

**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 and— (*Rainbow cuts her off with a hoof over the mouth; the background music ends with a record-needle scratch.*)

**Rainbow:** (*ruffling her mane*)No offense, but it’s not a real campfire story unless somepony’s shaking.

(*Jumping off the log, she half-hunches over in the firelight so that its glare plays eerily over her.*)

**Rainbow:** (*ominously*) I’ve been told that these very woods are haunted…

(*Scootaloo forces down a clearly audible gulp, and the huge shadow cast on the trees behind Rainbow starts to take on the form of a rearing, decapitated pony.*)

**Rainbow:** …by the Headless Horse! (*Bloom starts in fear.*) It gallops only at night.

**Applejack:** (*completely unfazed*) If it doesn’t have a head, then how in tarnation does this pony know where it’s goin’? (*Rainbow leans over to her; speaking normally.*)

**Rainbow:** It’s headless, not brainless!

(*Ducking away, she slowly puts her head up behind the two earth ponies and resumes her creepy-storyteller vibe.*)

**Rainbow:** Looking for little lost ponies.

**Applejack:** So where’s its brain?

**Rainbow:** (*normal tone*) Ugh!

(*She leaps out over their log and takes a position on a nearby rock, going spooky again.*)

**Rainbow:** Fear was dripping from the air…

(*Dissolve to a pan across the faces of the visibly unnerved sister pairs; her previous words fade away as the next ones fade in.*)

**Rainbow:** (*from o.s.*) …and they were never heard from ever again!

(*Cut to her on the end of this, silhouetted against the moon with the whites of her eyes standing out in sharp relief. Sweetie hitches in a gasp.*)

**Sweetie:** Never? (*Rainbow shakes her head.*)

**Rainbow:** Never.

(*Dead silence for a long moment, broken by a few sparks spitting loudly from the fire. Bloom and Sweetie let go with a stereo scream that turns into relieved giggling and hugging of the big sisters—but a pan to Scootaloo shows that she has taken cover behind her seat and is shaking hard enough to mix paint. Close-up of Rarity, stroking Sweetie’s mane.*)

**Rarity:** Don’t worry. (*eyeing cave; her tent is fully set up inside*) You’ll be safe with me tonight. (*Scootaloo’s eyes pop; she hurries over to Applejack and Bloom.*)

**Scootaloo:** It’s not time for bed yet, is it?

**Applejack:** ’Fraid so, Scootaloo.

**Scootaloo:** Uh…uh, but we haven’t even sung any campfire songs yet! (*Huge grin; Sweetie leans over to her.*)

**Sweetie:** You don’t have to ask me twice!

(*An instant later she has knocked Rainbow off the rock and taken her place. Her singing is loud and barely in tune—quite a departure for the little unicorn.*)

**Sweetie:** Ninety-nine buckets of oats on the wall

(*The others gather together, Scootaloo bobs her head happily, dread scrawled on the others’ faces.*)

Ninety-nine buckets of oats…

(*Dissolve to four now-weary campers and one cheerful pegasus.*)

…Take one down, pass it around

You got eighty-one buckets of oats on the wall

(*Another dissolve; all but Scootaloo have nodded off in a heap.*)

…Forty-one buckets of oats

Take one down, pass it around

You got forty… (*stumbling briefly on the rhythm*) …buckets of oats on the wall

(*Dissolve to Scootaloo, smiling as big as ever with dark-circled eyes still open; she starts to nod off, but jolts herself awake. The previous line blends into the next one.*)

…Twenty-nine buckets of oats…

Take one down, pass it around

You got zero buckets of oats on the wall

(*She hits the last few words hard enough to shock the four sleepers back to consciousness—and off the ground—in one agonizing instant, then zonks out just as quickly atop her rock. Rarity gently lifts the snoring filly with her magic and floats her into the cave, ahead of herself and the group.*)

**Rarity:** Good night, Sweetie Belle.

**Applejack:** Good night, y’all.

**Bloom:** Good night, y’all.

**Rainbow:** Sleep tight. (*Scootaloo, still outside, zips up to address herself after them.*)

**Scootaloo:** How about just one more song?

(*No response. Cut to a long overhead shot of her at the cave mouth.*)

**Scootaloo:** Anyone?

(*She darts inside. True to her word, Applejack has laid her sleeping bag out on the ground, as have Rainbow and Bloom; Scootaloo’s bag is spread next to Rainbow’s. Rarity heads for her own tent, still maneuvering Sweetie.*)

**Scootaloo:** (*frantically, zipping from one spot to another*) How about a dance contest? I know you love to cut a rug, so how about we mess up a cave floor? (*No dice.*) I have a brilliant idea! Hide and seek! Who’s with me? (*Bloom, sitting up in her bag, yawns widely.*)

**Bloom:** Maybe tomorrow.

(*Out she goes, letting her head flop forward. Cut to Scootaloo.*)

**Scootaloo:** Awww… (*To Applejack on the start of the next line; she has set her hat aside.*)

**Applejack:** Seems like you don’t really want to go to sleep tonight. Is there some reason why?

**Scootaloo:** Pfeh! Of course not! (*jumping back to Rainbow*) I just love camping and hanging out with Rainbow Dash so much that I don’t want to waste a single minute with sleep. (*Laugh, then yawn.*) Silly sleep. (*Cut to Rainbow on the start of the next line.*)

**Rainbow:** (*putting in earplugs*) That’s cool and all, Scoot, but this pony needs her shut-eye and she needs it now!

(*Head plunks onto pillow; pegasus mare goes to dreamland; pegasus filly finds herself the only occupant of the cave still on her hooves. Her only companions are the lantern resting between the sleeping bags and the occasional hollow echo of dripping water.*)

**Scootaloo:** (*moaning, sitting on her bag*) This is so unfair! (*Yawn; she continues drowsily.*) I’m falling asleep…

(*And she does, tucking down into a hunch without getting under cover. Cut to a close-up of her gently snoring face and zoom in slowly to an extreme close-up as the water continues to plink down and a set of steady hoofbeats makes itself heard. Dissolve to her walking uneasily through the forest of her Act One nightmare. The beats stop her cold; she examines one of her own hooves confusedly, then snaps her head up and looks back in sudden fright, The camera cuts briefly to ride with the approaching whatever-it-is, then back to the unnerved orange pony. As the hoofbeats accelerate into a gallop, she gets her own legs going in a walk, then a trot, then a gallop. Panic drives her on so that she disappears in a blur of orange and dust, emerging into an area under a normally tinted night sky.*)

**Scootaloo:** (*heaving for breath*) If the Headless Horse catches me…I’m never gonna be heard from again!…AND I WANT TO BE HEARD FROM!!

(*One hoof catches on a root and sends her tumbling.*)

**Scootaloo:** Whooaa! (*Down a ridge.*) Whooaa!

(*She lands hard in a drift of leaves at its base; behind her, an equine steps onto the edge, silhouetted by the moon. Its head is cut off by the top edge of the screen. Once Scootaloo gets her wits about her, she flips onto her back and starts to scramble backward with a few inarticulate cries of surprise. The dark horse bounds down after her, but Scootaloo backs up against a rock face and finds herself in the pursuer’s looming shadow—which bears a striking resemblance to Rainbow’s Headless Horse impersonation. Scootaloo squinches her eyes shut, then pops them full open before the camera cuts to a close-up of the silhouette’s rearing legs and zooms out slowly.*)

**Scootaloo:** (*from o.s.*) IT’S ALL OVER!!

(*She trails off into an anguished wail as the figure is finally seen from top to bottom—including its long, flowing tail and complete lack of a brain bucket. The Headless Horse has come to claim its latest victim. Snap to black.*)

Act Three

(*Opening shot: fade in to Scootaloo, pinned against the rock face in the specter’s shadow. She can only manage a few cries before the camera cuts to a head-on shot of the Headless Horse; behind it, a silhouette of Luna’s head appears on the moon. The eyes burn white; cut back to Scootaloo, who drops onto her belly and covers her face, ready to strike “head” off her inventory of body parts. What she hears next is a calm voice that echoes in the night.*)

**Luna:** (*from o.s.*) A warm welcome to you, Scootaloo.

(*One violet eye cracks open, just in time to see the Headless Horse take a blast that completely annihilates it, leaving no trace except for two smoking hoofprints. Luna’s face has disappeared from the moon, but her entire figure appears in the haze of its light and leaps easily over the ridge. Her eyes are back to their normal blue-green, and her glowing horn pegs her as the one who took out the creature. It fades out by the time she touches down gently in a close-up.*)

**Scootaloo:** (*now o.s., awed*) Princess Luna! (*Cut to her, now standing up and wiping her face.*) I thought you were the Headless Horse!

**Luna:** You were mistaken, but I hope not disappointed.

**Scootaloo:** (*moving a bit closer*) You are so, so much better than the Headless Horse. But what are you doing here? Shouldn’t you be in Canterlot?

**Luna:** I am the Princess of the Night. Thus it is my duty to come into your dreams.

**Scootaloo:** Oh, yeah. (*puzzled*) Wait. This is just a dream? But it feels so real.

(*She pokes a front hoof into the air before her and causes the entire area to ripple slightly, as if touching an invisible sheet of rubber.*)

**Luna:** I assure you that you are asleep. But when you wake, the thing that frightens you most will still exist.

**Scootaloo:** Uh…the Headless Horse?

**Luna:** Hmmm. Is the Headless Horse really what frightens you the most?

**Scootaloo:** (*shaking head*) Mmm-mmm. (*She drops to her haunches and rubs at one foreleg.*) I’m afraid Rainbow Dash will find out I’m not as tough as she thinks I am.

**Luna:** Everypony has fears, Scootaloo.

(*She lifts the orange chin; close-up of Scootaloo.*)

**Luna:** (*from o.s.*) Everypony must face them in their own way. (*Back to her.*) But they must be faced, or the nightmares will continue.

(*Back to Scootaloo on the end of this; she withdraws her hoof, and Scootaloo adds a shaky little moan to her foreleg rub as terrain ripples start to emanate from her. The moans and the disruptions both grow, causing rocks to fly off the ground even pushing Luna backward into the air.*)

**Luna:** (*echoing, drawn-out*) FACE YOUR FEARS!

(*Cut briefly to Scootaloo on this line, then back to Luna as she disappears into the moon amid crackling lightning and a flare of white that grows to fill the screen. Snap to an extreme close-up of Scootaloo as she sits bolt upright in her sleeping bag.*)

**Scootaloo:** Princess Luna?

(*Long shot of the cave; all quiet here, just as when she went to sleep. She sighs with relief.*)

**Scootaloo:** It was just a dream.

(*The water dripping from the overhead rock formations startles her into jumping to the ground with a gasp.*)

**Scootaloo:** But the Headless Horse isn’t!

(*Outside the cave; she advances fearfully into the open.*)

**Scootaloo:** Rainbow Dash said it lives here, in these very woods!

(*A distant, screeching neigh sets her nerves singing soprano, and she turns to look back into the cave. The sound echoes again through the dripping.*)

**Scootaloo:** It’s the wicked whinny of the Headless Horse!

(*It takes her almost no time to clap on her helmet and mount her scooter for a full-speed getaway. Only after she is gone does the source reveal itself—the snoring Rainbow. Cut to the moon and tilt down to the forest trail, where the little pegasus is making tracks as fast as wheels and wings will take her.*)

**Scootaloo:** So…it’s a horse without a head…which means…it doesn’t have a mouth… (*She slaps a branch aside.*) …and if it doesn’t have a mouth, then… (*smiling tentatively*) …it’s not a “horse-eat-pony” kind of horse… (*Smile vanishes.*) …but still…IT’S A HORSE WITHOUT A HEAD!

(*One wheel goes over a rock, capsizing the scooter and sending its rider tumbling.*)

**Scootaloo:** Whoooaaa!

(*She trails off into a scream as the slide carries her down a steep riverbank and the rushing waters several yards below its edge. Scrabbling for purchase but finding none, she desperately snatches an overhanging branch in her teeth, but slides all the way to its end before jaws and forelegs finally stop her. The scooter plummets past her and into the river.*)

**Scootaloo:** (*voice raised*) Hello? Is anyone out there? (*softly*) Anyone except the Headless Horse?

(*Things go from bad to worse with a crackle of wood and a sudden dip—and then worse still when the branch breaks and she drops toward the current.*)

**Scootaloo:** (*fading out*) HEEELLLP!!

(*Into the river she goes, getting her head above water for a breath just before being swept toward a stretch of rapids. Buffeted this way and that, she ends up trying to swim against the current as it carries her toward the edge of a waterfall. Hooves flail madly against the water, but it is no use and she disappears over the precipice with a scream that quickly fades away in the night. Just as suddenly, though, a figure flies up from below, carrying the filly and leaving a rainbow contrail behind itself.*)

**Rainbow:** I gotcha! (*She has taken out her earplugs.*)

**Scootaloo:** Rainbow Dash! Is that you? Thank you, thank you! (*Rainbow lands on the riverbank and sets her down.*)

**Rainbow:** (*now furious*) What were you doing out here in the middle of the night?!

(*That outburst is the last straw for Scootaloo, who turns her head away and closes her eyes as tears gather in them. Up above the pair, the silhouette of Luna’s head appears on the moon and opens its glowing white eyes; Scootaloo’s eyes pop open and she turns to face it.*)

**Luna:** (*echoing*) It is time for you to face your real fears, Scootaloo!

(*On the end of this, tilt down slightly to bring Rainbow to the fore. The filly again turns away, fresh tears welling under her closed eyelids, then opens them and takes a deep breath as if steeling herself to face a firing squad. Finally she takes a few steps closer to Rainbow.*)

**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— (*Cut to Rainbow; she continues o.s.*) —and become, like, my big sister!

(*This last bit causes the red-violet eyes to widen in surprise; back to Scootaloo.*)

**Scootaloo:** But then you started telling those spooky stories and I got scared. (*gasping, voice breaking*) I thought I heard the Headless Horse, so I ran out here by myself and… (*She stops herself with a sob and sits on her haunches.*) …well…

(*Now she pulls off her helmet and clutches it to her chest.*)

**Scootaloo:** …I guess you know the rest.

(*Back to the fully grown, dumbstruck daredevil on the end of this. Scootaloo’s quiet sobs float up as her mouth curves into a warm smile. The helmet now rests on the ground.*)

**Rainbow:** Hey. (*She sits facing Scootaloo.*) I’m gonna tell you something, but if you ever tell anypony else, I’m gonna deny it. First time I heard those stories…

(*She glances warily around the clearing, making absolutely sure that no creature capable of speech or rational thought is within earshot, before continuing.*)

**Rainbow:** …I was scared too.

**Scootaloo:** (*sniffling, but smiling*) Y-You were?

**Rainbow:** Sure! I mean, I got over it because I realized pretty quick that if there *was* such thing [*sic*] as a Headless Horse, I could totally take it on. (*She gets a bigger smile for this.*) So you’re looking for somepony to take you under their wing, huh?

**Scootaloo:** (*nodding*) Mmm-hmm. (*Rainbow extends one of hers…*)

**Rainbow:** Yeah. (*…and scoops Scootaloo closer to herself with it.*) I-I might be up for something like that.

(*Two violet eyes pop wide open at these words.*)

**Scootaloo:** *Really?*

**Rainbow:** As long as you don’t go falling into any more rivers in the middle of the night.

**Scootaloo:** (*laughing*) It’s a deal!

(*Orange and blue pegasi share an affectionate hug and nuzzle. Dissolve to an overhead shot of the cave and fire site the following morning, and tilt up/zoom in to show the six ponies hiking along a trail that winds around the pool at the bottom of a waterfall. This one is at a higher elevation than the one Scootaloo went over, and the water thundering over it displays a multitude of rainbow hues. Other torrents stream down onto higher hills and even through the air past the edge of the plateau, similar to the rainbow waterfalls observed on Rainbow’s cloud house in past episodes. Close-up of Sweetie.*)

**Sweetie:** I call sister teams! Last pair to make it to the falls is a moldy carrot! (*None are carrying any gear; the luggage cart stands idle, and Applejack has her hat on.*)

**Rarity:** Ugh… (*trotting past her*) …if you insist.

(*A few steps later, she glances back at her sister, giggles, and speeds up her pace; Sweetie races past her.*)

**Rarity:** (*rearing up briefly*) It is so on!

(*She takes off in a blur of white and purple, and the two Apples trade a grin and give chase while the pegasi stay put.*)

**Rainbow:** They think *they* can beat the two of *us?*

(*She spreads her wings for emphasis on the last word; Scootaloo, in turn, crouches into a racer’s start and gets her own buzzing. Cut to an extreme close-up of her rising into the air, then to a longer shot—she is actually being held aloft by the flying Rainbow. They swoop and curve among the midair rainbow falls, then straight toward the camera. Fade quickly to black just as Scootaloo’s blissful expression fills the screen.*)

(*Fade in to her, trotting happily through a stretch of woods in a blue-tinted mist as the wind sighs among the trees. After she has passes o.s., one red eye opens on a tree in the foreground and the Olden Pony’s quavery grumbling asserts itself while her silhouette emerges from the trunk. Scootaloo continues her trot, but comes up short at the sound of approaching hoofbeats as in her Act One nightmare—this entire scene is another one of her dreams.*)

[*Animation goof: The eye is her right, instead of her left as in Act One.*]

**Olden Pony:** (*from o.s.*) Who’s got my rusty horseshoe?

(*During this line, cut to a close-up of the ancient nag, her red eye fixed on Scootaloo from point-blank range. The young pony cowers behind a raised hoof, the camera zooming in slowly on her—and then her eyes widen, the brows and her foreleg coming down in new resolve.*)

**Rainbow:** (*from o.s.*) Here it is, for pony’s sake!

(*Both look in the direction of that voice; cut to the mare, standing a short distance away and holding up the item in question.*)

**Rainbow:** (*throwing it across*) Now take it and stop all your moaning!

(*On the end of this, cut to it plunking to the ground in front of the Olden Pony.*)

**Olden Pony:** Thank you! (*She stomps her bare hoof down to put it on.*) And have a nice day!

(*As she clomps away down the trail, a self-satisfied Rainbow steps up next to Scootaloo and throws a foreleg across her shoulders for a hug. Luna’s chiming giggle is heard from o.s., drawing the younger pony’s attention, and the camera cuts to the dream-walking ruler as she steps out from a stand of trees. Her smile and wink draw a grateful smile from Scootaloo, who has taken to heart her lesson about facing the source of her fears. Fade to black.*)