**CAMPFIRE TALES**

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Notes: This episode makes reference to characters who have appeared in the IDW comic

series *My Little Pony: Legends of Magic*. Reading those stories is not essential to

being able to follow this one, but the episode and the comics do dovetail with

each other slightly.

All lines marked with one asterisk (\*) are delivered as a voice over.

Prologue

(*Opening shot: fade in to a daytime stretch of woods, against which the canopy of a red, apple-patterned tent rises into view and is pulled taut. Grunts from o.s. and the tension in the guy line attached to the front upper corner tell of the effort, and the camera cuts to a straining Applejack with the free end in her teeth. Behind her, Apple Bloom is spreading out a picnic blanket in a clearing.*)

**Applejack:** Hey, kid, get over here!

(*Little sister applies her own chompers to the task; once the tension is right, she uses them to drive a stake into the earth, the rope now tied off, and Applejack hammers it down with a hoof. A longer shot puts this tent at one end of a row of three, the center one of which is purple and trimmed with lace and a diamond pattern. The tent on the other end is green.*)

**Applejack:** Tents are lookin’ good, and we made good time today. At this rate, we’ll be at Winsome Falls by tomorrow.

**Bloom:** We should do the annual big-sister-little-sister campin’ trip every weekend!

**Applejack:** Then it wouldn’t be annual. And if we did it every weekend, it prob’ly wouldn’t be as special. (*Wink.*)

**Bloom:** But the more we do it, the better we get at campin’! Remember the first time we came here and Rarity had that ginormous tent?

(*Referring to the events of “Sleepless in Ponyville,” in which Winsome Falls was the group’s final destination. The unicorn in question walks leisurely into view.*)

**Rarity:** I heard that! (*Giggle.*) I’ve gotten much better at roughing it, haven’t I?

(*Pan slightly to bring Sweetie Belle into view, teeth gritted under the weight of the three not-inconsiderable suitcases stacked on her back.*)

**Sweetie:** Yep. This time you only packed three suitcases. (*Applejack shoots Rarity a knowing smile.*)

**Rarity:** (*to her*) I know what you’re thinking, but I promise I only brought the essentials.

**Applejack:** (*pointing upward*) Like those light thingies?

(*Zoom out to frame the whole clearing, whose surrounding trees have been liberally hung with paper lanterns in a plethora of colors.*)

**Rarity:** Of course! What is life if you can’t make it beautiful?

(*Pan slightly to put Rainbow Dash in the foreground. After a critical look at the nearest patch of bushes, she takes flight for a bit of aerial surveillance and closes in on a shrub studded with clusters of vivid reddish-pink berries.*)

**Rainbow:** Mmm! These berries look good enough to eat! (*She starts to gather them.*)

**Scootaloo:** (*from o.s., shrilly*) *Don’t!*

(*Zoom out slightly; the filly stands just behind the forager, a book spread out on the ground before her.*)

**Scootaloo:** (*pointing to it, facing pages to Rainbow*) According to my book, they’re extremely poisonous!

(*The load of fruit gets a funny look from the red-violet eyes before being dumped to the grass. Scootaloo sighs with relief as a leaf flutters down, but as soon as it settles on her nose, she gasps in fright and steps back, dropping the book. A twig snaps under her hoof, prompting a yelp and whirl to face it, and a longer shot reveals that she is now looking directly into the mouth of a not-too-hospitable cave. She uncorks a scream that brings Rainbow on the wing in no time flat.*)

**Rainbow:** What?

**Scootaloo:** I heard something, I stepped on something— (*shivering*) —and I saw that creepy cave! I guess I still get a little bit scared out here, even after the last camping trip.

(*Recall that she had a phenomenal bout of insomnia during “Sleepless in Ponyville,” when the group took shelter in a cave not unlike the one she has found.*)

**Rainbow:** Don’t worry, kid. You’ve got a big sister this time.

(*She delivers an affectionate ruffle to the magenta mane, and the two head back toward the tents. Cut to a close-up of the picnic blanket, now set with a couple of carrot hot dogs on plates and the ingredients needed to make more, some of which Rarity is levitating down into position on a plate. An open thermos bottle and a bowl of marshmallows are also present and accounted for.*)

**Bloom:** (*from o.s.*) This looks amazing!

(*Longer shot: the earth pony and unicorn pairs have sat on their haunches around the spread, and Sweetie has unloaded the luggage.*)

**Sweetie:** (*to Rarity, as Rainbow/Scootaloo join them*) This is gonna be the best big-sister-slash-little-sister camping trip ever!

(*Drinks are poured and food is magically shifted about for the start of the meal. Sweetie levitates a carrot hot dog to her mouth, ready to dig in, but freezes at the sight of an insect settling onto it. In close-up, it looks very much like a winged, dark gray spider with red eyes and head/body markings; it scrabbles at the surface a bit, then sends a jet of fluid from its rear to impact squarely with one big green eye. The material solidifies in the manner of spider silk, blocking half her vision, and almost instantly the six campers finds a dense swarm of the airborne pests descending on them. All scream as the onslaught closes in, hiding them completely, and the view fades to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a screenful of the winged intruders, which retreat just enough to give a clear view of the group, glowering/cowering/shouting on all fronts as the camera zooms in. Every hide is stippled with the angry red spots of multiple bites. Rarity takes the offensive by swinging a flyswatter in her magical grip, while Rainbow gains a bit of altitude and knocks away a couple of small clouds before the rest of the swarm envelops her again. One set of fangs sinks into Scootaloo’s wing.*)

**Scootaloo:** Ow! (*batting it away*) What are these things?

(*She is quickly overwhelmed and forced to flee with a yell; meanwhile, Applejack and Bloom are faring no better.*)

**Applejack:** Flyders! Everypony run for cover! (*galloping clear*) Don’t get stuck in their…

(*Her forward motion turns into a headfirst tumble when a jet of silk wraps itself around all four hooves for an instant hogtie.*)

**Applejack:** …web!

(*Bloom races across, knocking her away; at the site, Sweetie cries out and puts up a domed shield around herself. This shot frames a campfire burning within a ring of stones off to one side, and the first clear view of Sweetie with her eye clear of the webbing that had covered it.*)

**Sweetie:** Now what? (*Rainbow returns.*)

**Rainbow:** Follow me, everypony!

(*She backs out, followed by both unicorns and Scootaloo; Rarity and Sweetie drop their flyswatter and shield, respectively. At the mouth of the cave, she motions frantically for Rarity, Bloom, and Sweetie to get inside, followed by a hopping Applejack. A cry from Scootaloo is followed by a cut to her, on the verge of a total freak-out.*)

**Scootaloo:** Not the scary cave!

(*She can only shiver in mute terror as Rainbow scoops her up and makes a beeline for it. Cut to a shot that frames the entire campsite under the flyders’ bombardment and zoom out to frame Scootaloo watching from the mouth of the cave.*)

**Scootaloo:** Where did those terrible bugs come from? (*Applejack frees her legs; Rarity runs a levitated brush through her mane.*) And why did they destroy our camp? (*Rainbow grunts and scratches.*)

**Applejack:** Flyders are from the Luna Bay area. Never seen ’em this far east, though. Prob’ly attracted to the food. Best wait here until they’re gone.

**Bloom:** Oh, apple rot! What are we supposed to do now? We had games to play and marshmallows to roast at camp. In here we got nothin’. (*She sits sullenly on her haunches.*)

**Rarity:** Mmm—that’s not entirely true. (*close-up; hugging Sweetie*) We have each other. (*Applejack and Bloom cross to them.*)

**Applejack:** That’s right! And if you girls want to, maybe we could tell some stories to pass the time. (*Bloom smiles.*)

**Rainbow:** (*from o.s.*) You want stories? (*Cut to her and Scootaloo.*) I’ve got a ton of stories. Spoiler alert—they’re all about me and how awesome I am.

**Applejack:** (*dryly*) I was thinkin’ more like campfire stories?

**Bloom:** But we don’t even have a campfire! (*Rainbow darts to her.*)

**Rainbow:** I got this.

(*The flying ace zooms o.s. and out of the cave. There follows the sound of a brief, buzzing brawl, after which all the components of the campfire—still burning—and its ring of stones are flung into view to reassemble themselves perfectly.*)

**Applejack:** Wow! (*Scootaloo joins the group.*) That was brave.

**Rainbow:** (*from o.s.*) Uh…

(*Cut to her, suffering from a badly disheveled mane and enough flyder bites to swell her face almost beyond recognition. She somehow manages a wheezing laugh.*)

**Rainbow:** …it was no biggie.

(*A cough expels one of the pests from her throat, followed by a grin.*)

**Scootaloo:** (*as all sit around the fire*) We aren’t gonna tell scary stories like our last camping trip, are we? (*shuddering*) It’s bad enough just being in here!

**Applejack:** Don’t worry, Scootaloo. (*pulling Bloom close*) I was gonna tell you mine and Apple Bloom’s favorite legend.

**Bloom:** Oh! (*Pull away; stand up.*) You mean Rockhoof? (*trotting in place, gesturing*) I love that one! He was so strong, and when he—

**Sweetie:** Apple Bloom, shh! (*Bloom drops to a huddle.*) We haven’t heard it yet!

**Bloom:** (*sitting up*) Oh, okay. (*giddily*) But it’s so good! (*Giggle.*)

**Applejack:** Well, it’s true. (*Zoom in slowly.*) Rockhoof was known far and wide for his incredible strength. But he didn’t start out that way. You see— (*briefly pushing Bloom’s head down*) —Rockhoof was a tiny little feller, the son of a farmer.

**Bloom:** Just like us!

(*The humorless stare coming from her big sister reminds her not to hog the spotlight, and she wilts down with an embarrassed chuckle. Applejack leans dramatically toward the flames, the camera zooming in slowly on them as she continues.*)

**Applejack:** They lived in a village that sat at the foot of a gigantic volcano.

(*On the end of this line, dissolve to a long shot of this settlement and smoking mountain, situated at the shore of a small bay, during the day. Zoom in slowly and cut to a group of locals clad in various homespun articles of clothing; braids and tied-back manes/tails are in evidence among stallions and mares alike. They are earth ponies, as will be all others seen in this sequence, and the houses have stone walls and thatched roofs. Two spears swing into view from opposite sides, clashing loudly as they watch with some excitement; zoom out to show them wielded by two armored stallions in winged helmets. Each also has a large, battered steel medallion around his neck.*)

**\* Applejack:** And the village was protected by an elite group of guard ponies— (*One disarms the other.*) —called the Mighty Helm.

(*The one still holding his spear throws it aside, and both laugh heartily while throwing a foreleg across each other’s shoulders. In the fore, a third one straightens up into view, holding an axe by its handle in his teeth, and throws it to stick in the center of a target painted on a tree stump. Pan from this spot to bring a scrawny young newcomer into view. Light blue-gray coat with a pale “blaze” stripe running down between his eyes and covering his nose/mouth; two-tone golden brown mane/tail, both tied back and the mane further secured by a headband; short beard; bright blue eyes; leather tunic with medallion; wrappings on legs; cutie mark of three interlocked triangles. This is Rockhoof, who smiles with a flick of his ear and circles to the axe.*)

**\* Applejack:** Young Rockhoof wanted nothin’ more than to be part of the Mighty Helm.

(*He locks his jaws on the handle, but try as he might, the blade remains stuck fast in the wood. Finally losing his grip, he tumbles to the ground in front of the three Mighty Helm members, who let go with a horse laugh. He stands up, only for one of them to grab his foreleg and lift; the muscles droop pathetically.*)

**\* Applejack:** But he was told that he was too scrawny and weak to protect the village.

(*The eager blue eyes fill with tears, then pop in surprise as the same stallion presents a shovel. Rockhoof takes it, gets a taunting noogie in return, and is dropped on his belly when the Helm trio saunter away. Once they are gone, he sits up to his haunches and regards the tool glumly.*)

**\* Applejack:** But Rockhoof wouldn’t take no for an answer.

(*Extreme close-up of the blade, reflecting features that shift from dejection to defiance as he tilts his headband down toward his eyes. Dissolve to a row of outhouses with two freshly dug holes in front of them; the cyclical raising/lowering of the blade in one tells who has been on the job.*)

**\* Applejack:** Then, one fateful day… (*The ground shakes; Rockhoof puts his head up.*) …the volcano erupted!

(*It does exactly that, the smoke plume thickening and giving way to a belch of lava. The recruit on latrine duty lets off a shriek of terror—in Bloom’s voice—that is on the ragged edge of being audible only to dogs. Zoom in quickly on the inside of his mouth, then out to the present; Bloom is squealing happily. The group’s flyder bites have all healed now, to all appearances.*)

**Bloom:** This is my favorite part!

**Rainbow, Scootaloo, Sweetie:** What happened next?

(*Rarity has remained silent, but she adds her expectant grin to their query.*)

**Applejack:** The molten lava poured down the side of the volcano.

(*During this line, the view undergoes a wavering dissolve to the eruption in progress. From here, zoom out to frame the Helm trio at its base, in the midst of a heated argument.*)

**\* Applejack:** And try as they might, the Mighty Helm couldn’t figure out a way to save the village.

(*They clear out. Cut to a dock; one has boarded a waiting boat, while a second is intent on shepherding several residents onto it.*)

**\* Applejack:** They had to evacuate— (*Lower the gangplank.*) —but the village ponies didn’t want to leave their homes.

(*Looking between the boat and the impending natural disaster, they shake their heads quietly.*)

**\* Applejack:** They spent their entire lives there. They had nowhere else to go.

(*The one on the dock boards the craft and pulls in the gangplank, and the below-decks rowers pull away to the water. Zoom out to put Rockhoof in the foreground, looking down on the failed evacuation from a higher spot on the shoreline.*)

**\* Applejack:** So Rockhoof decided to do somethin’ crazy.

(*With a determined grimace, he gallops through the village and straight toward the volcano. Wipe to an extreme close-up of his shovel blade biting into a bit of turf at its base, then zoom out as he shifts one load after another.*)

**\* Applejack:** He thought if he could divert the flow of the lava, he might be able to save his village.

(*Cut to the summit and tilt down to frame him in a long shot; the job site is on a ridge overlooking the village, and the lava has nearly reached the base.*)

**\* Applejack:** He started diggin’ a trench!

**\* Sweetie:** Wait a minute.

(*Cut to her in the present.*)

**Sweetie:** All by himself?

**Rainbow:** It’d be impossible for one pony to dig a trench fast enough to stop the lava. I mean, even I couldn’t do that.

(*Bloom does her best impression of a four-legged fire siren, clapping both front hooves to her mouth to hold in her sheer glee.*)

**Applejack:** Good thing Rockhoof didn’t believe in the word “impossible.”

(*Wavering dissolve to an overhead shot of the single-minded excavator as the lava closes in.*)

**\* Applejack:** He continued to work, knowin’ the odds were against him— (*Long shot.*) —but determined to push through.

(*Zoom out to the third Helm stallion, doing crowd control in the village. He pivots to gape at Rockhoof’s digging and is soon joined by several villagers.*)

**\* Applejack:** Then, somethin’ magical happened.

(*Cut to an extreme close-up of the shovel blade on the end of this. As it stabs into the earth once more, rays of light flare up and the camera zooms out to put Rockhoof on the receiving end. His whole form is wreathed in blinding white, which subsides to reveal a surprising transformation: he is now much taller and bulkier, a braid hangs in his mane, and his facial hair has grown out to a full beard and mustache. Under the leg wrappings, the tips of his hooves have gone the same pale shade as his blaze. He looks himself over, justifiably puzzled.*)

**\* Applejack:** Rockhoof got visibly stronger! (*He glances upslope.*) But the lava was gettin’ closer.

(*As it reaches the flat, he chomps down on the shovel handle and starts digging fast enough to make every known piece of earth-moving equipment look like a teaspoon by comparison. Lava flows into the trench, which descends to the plain on which the village stands and curves around its perimeter. Punching through the edge of the shore, he jumps clear and lets the hot stuff stream into the bay. Clouds of steam boil up, Rockhoof standing proudly among them; once the haze clears, the villagers let go with a round of wild cheering from the other side of the trench. The two Helm members who fled on the boat push their way to the front and can only goggle at the perpetrator of this one-pony public-works project. Rockhoof grabs his shovel in his teeth, jumps across, and plants its blade in the dirt.*)

**\* Applejack:** Through his extraordinary determination— (*All three gather hesitantly around; he pulls them in for a crushing hug.*) —and sheer force of will, Rockhoof more than earned his place in the Mighty Helm.

(*He gives a noogie to one helmeted head on the end of this, after which all four share a laugh and the villagers’ hooves rise triumphantly in the foreground to fill the screen. From here, cut to the cave, the Cutie Mark Crusaders cheering this conclusion.*)

**Rainbow:** Good story, Applejack! Even if it wasn’t about me. (*All others laugh; cut to Applejack and Bloom.*)

**Bloom:** I love that story, no matter how many times I hear it. (*Pan slightly to frame Rarity.*)

**Rarity:** Why don’t we see if it’s safe to head back to camp?

**Sweetie:** (*from o.s.*) Uh, girls?

(*Cut to her, looking out with a small portion of the site framed beyond the cave mouth; nearly all of this is lost under layers of webs.*)

**Sweetie:** There *is* no camp to go back to.

(*Zoom out to frame the rest of the area—still heavily infested with flyders that have wrapped up all three tents. The other five straighten up from the fire with a collective gasp of horror before the view snaps to black.*)

Act Two

(*Opening shot: fade in to the site and pan slowly to the six looking on from the cave.*)

**Sweetie:** All our hard work is ruined!

(*She plods back in; close-up of her crushed visage as she settles by the fire, then zoom out. Rarity moves in to pat her head consolingly.*)

**Rarity:** There, there, Sweetie Belle. (*Sit on haunches; lift her chin.*) Not to worry.

**Sweetie:** How? Our camp was so pretty and this cave is so… (*Longer shot; all gather in.*) …not.

**Rarity:** Oh, no, no, no, no, no. Not true. There’s beauty in everything. Even these blah rocks aren’t really blah. (*scratching at wall, exposing bright gold bits*) If you look closely, you can see flecks of gold in them. (*moving front hooves, casting shadows*) And the way the firelight dances on the cave wall…

(*Cut to a higher stretch; the umbrae form into the figure of a dancing ballerina.*)

**Rarity:** (*from o.s.*) …shadow and light, ooh, it’s so gorgeous!

(*Down below again, the show of dexterity has raised all spirits except those of her sister.*)

**Rarity:** (*patting Sweetie’s head*) Sweetie Belle, have I ever told you about my favorite legend?

**Sweetie:** No. I didn’t know you had one.

**Rarity:** Her name was Mistmane.

**Rainbow:** (*scornfully*) Mistmane? Isn’t she the old wrinkly sorceress with the flower?

**Rarity:** Yes— (*poking Sweetie’s nose, making her smile*) —but did you know she used to be the most beautiful unicorn in all the land?

**Rainbow:** (*dryly*) No.

**Crusaders:** So what happened to her?

**Rarity:** Well, Mistmane was a very promising young sorceress.

(*As she finishes, a wavering dissolve shifts the scene to an Oriental-style village set against a forest backdrop during the day. All the ponies living here are unicorns with slightly backward-curving horns. Zoom in slowly on a distant group, then cut to them embracing one particular mare on the next line. Mistmane has a very pale violet coat fading to white on the hooves, light blue eyes, and a long two-tone blue-green mane/tail that billow gently of their own accord, much like those of Princesses Celestia and Luna. Her cutie mark is a cloud, and she wears a short, light blue kimono-styled robe with white sash and trim. One mare’s face falls among the group of well-wishers as several youngsters crowd her out.*)

**\* Rarity:** She was as talented as she was beautiful and kind. Everypony loved her— (*She leaves the village, waving goodbye.*) —and missed her when she was sent to the finest magic school.

(*The unhappy mare, Sable Spirit, turns away from the waving group. Light orange coat; bright pinkish-violet eyes; two-tone, deep pink mane/tail bound into intertwined braids; cutie mark of a stylized eye framed by feathers; violet kimono with darker trim. Dissolve to Mistmane levitating some herbs into a mortar bowl and using a pestle to crush them.*)

**\* Rarity:** While she was gone, she was delighted to find out that her best friend, Sable Spirit, was crowned Empress. She couldn’t wait to return home once she finished her studies.

(*This line is accompanied by the following. A scroll is held into view toward her; she transfers her magical hold to it. A longer shot frames her as one of several ponies working on various projects in an open-walled room filled with low tables; the mare who has delivered the message wears leather armor and gives a salute before departing. Mistmane snaps the scroll open, smiles upon looking it over, and closes it again. After Rarity finishes, she stands up and leaves the room; dissolve to her walking past a row of houses in obvious disrepair, then stopping for a dismayed look around.*)

**\* Rarity:** But once she arrived, she was devastated by what she saw.

(*A long shot and slow pan put her back in her home village, all of which has gone to pot under a dismally clouded gray sky. Only a couple of ponies are out of doors, one carrying a bucket while another listlessly sweeps a front walk, and a number of circle-and-slash signs have been posted to indicate some type of prohibition. Mistmane approaches the sweeper, a shabbily dressed stallion, and speaks in a gentle, tremulous voice.*)

**Mistmane:** W-What happened here?

**Stallion:** (*bitterly, pointing ahead*) The Empress happened.

(*Cut to his perspective, zooming in slowly on a neatly kept, opulent palace at the far end of all the squalor.*)

**Stallion:** She makes everypony work day and night on her palace. (*Back to him and Mistmane.*) We don’t have time to take care of anything else.

**Mistmane:** Well, that can’t be. I know her. She would never do this.

(*Zoom out; a colt gallops frantically past, toting a flower in his field.*)

**\* Rarity:** But there was no denying what was in front of her.

(*The youngster gasps as a different aura, this one brick-red, displaces his own and yanks the bloom away. It drifts toward a red/gold carriage pulled by two armored mares; the interior is almost totally hidden by dark canopies, one of which lifts ever so slightly to expose part of a veiled/cloaked figure wearing a red butterfly brooch at the throat. The flower is whisked inside and out of sight, and the canopy drops back into place before the carriage rolls out. The colt reaches futilely after it.*)

**\* Rarity:** Sable Spirit took everything that was beautiful away from anypony else. (*He trudges away; the stallion resumes his sweeping.*) And Mistmane was sure there had to be some explanation.

(*The pale violet features steel themselves and she moves off with a firm nod. Wavering dissolve back to the present.*)

**Sweetie:** (*to Bloom/Scootaloo*) I’d assume there was to, if somepony told me either one of you two’d gone evil.

**Scootaloo:** Yeah, I’d never believe it.

**Bloom:** (*smiling cunningly, cocking an eyebrow*) I don’t know. I’ve seen the way you two get when you miss breakfast.

(*The glares that both of the other fillies throw at her would cut glass, if there were any present in the cave. Bloom thinks better of her comments and offers a conciliatory smile and laugh.*)

**Bloom:** Just kiddin’. But I’d want answers too.

**Rarity:** So did Mistmane. (*dramatically, casting shadows from hooves*) She went to confront her friend.

(*Pan to the cave wall on the end of this, the dim outlines taking the shape of Mistmane striding purposefully, then dissolve to the actual unicorn on the move along a column-lined walkway. Her steps bring her to an ornate throne, ringed by all manner of high-quality goods both floral and ceramic and flanked by two guards. The veiled figure from the carriage occupies the seat of power, its dark cloak edged in red at the hem, foreleg sleeves, and waist; the exposed hooves and horn are off-white, and a red/black headdress sits behind the ears.*)

**Mistmane:** Sable? Is that you?

(*The camera is now close enough to give a hazy view of the mare’s face behind the veil, and as Sable speaks, she turns her head to expose a mane gone gray and white and tied in a large bun. Her voice drips with haughty contempt.*)

**Sable:** Don’t tell me you don’t recognize your old friend.

**Mistmane:** I don’t. My friend would never work our families and friends to the bone for something as silly as a palace.

**Sable:** Silly? My palace is a beacon of beauty. Anypony who passes will be in awe of its majesty!

**Mistmane:** What good is a pretty palace if it just hides the misery of its ponies?

**Sable:** Beauty is everything. *You* taught me that.

**Mistmane:** What? (*Sable descends from the throne to stare her down.*)

**Sable:** You were always the pretty one. You got to go to the best magic school. Everypony missed you. Everypony loved you! (*pacing around Mistmane*) I admit I was jealous, so I tried to perform a spell that would make me beautiful. (*pivoting to her, pulling veil back*) You can see how *that* went!

(*The face beneath the cloth is gaunt and wrinkled, the eyes faded to a dull gray. Mistmane recoils with a gasp before Sable closes the distance between them.*)

**Sable:** I vowed if I couldn’t have beauty, I would take it! I wasn’t chosen to be Empress, you know. I took it! (*menacingly, pacing back to face throne*) Just like I’m going to take everything else. (*Head-on shot of her.*)

**Mistmane:** (*from behind*) I can’t let you do that.

(*Surprised, the Empress turns to look her straight on as the camera shifts enough to put her in view again.*)

**Sable:** (*smiling derisively*) Let me?

(*She finishes the thought with a peal of cackling laughter and a blast from her horn that strikes the carpet just short of Mistmane. In response, thorny vines spring up to form a cocoon around the target. Sable revels smugly in her triumph, only for the mass of vegetation to blaze white and disintegrate under Mistmane’s power. Sable’s guards clear out as she projects a beam upward, resolving into a red dragon serpent that voices a screeching roar. Mistmane conjures a circle of pale blue energy around herself and sends up a dragon of her own to strike Sable’s dead on. They thrust and parry in midair above the two unicorns. Where Sable strains and exerts great effort to keep up her offensive, Mistmane is the picture of tranquility, keeping her eyes closed and gracefully directing her horn this way and that. The blue dragon darts in to wrap around the full length of the red and then constricts to vaporize it. Mistmane’s next move is to send her creation down toward Sable, who leaps aside with no time to spare. The dragon strikes a plant instead, destroying it and overturning its pot to spill a little dirt onto the imperial red carpet. Sable throws back a feral grin, but the pot crackles with energy and throws out an eruption of vines under Mistmane’s control. The Emperor advances on the rebellious subject, only for the sudden overgrowth to loop around her midsection. She has barely time for one surprised grunt before they reel her back and imprison her in a cocoon not unlike the one she deployed against Mistmane.*)

(*With the threat contained, the two AWOL guards poke their heads up from trees on either side of the throne and cheer wildly. Mistmane tentatively steps up to the thorny trap.*)

**\* Rarity:** Everypony thought Sable Spirit was defeated and that was that. But Mistmane knew there was more she could do to help.

(*She levitates a flower from a bouquet tucked in at one corner of the throne. Wipe to her walking through the ruined village with it in her aura and zoom in slowly.*)

**\* Rarity:** Beauty isn’t everything— (*She digs a hole and plants it.*) —but Mistmane knew that it does have the power to make ponies smile.

(*She sends power into the blossom, causing it to grow at a vastly accelerated rate; around it, other flowers of all shapes and colors sprout and bloom within seconds. The magic suffuses her as well, greatly aging her features, fading and graying her mane/tail somewhat, stooping her posture, and fraying her robe.*)

**\* Rarity:** She made a huge sacrifice to bring that smile back to her friends’ and family’s faces…

(*One last mighty flash washes over the entire village, clearing the sky and restoring all the buildings to their original tidy appearance. Within the palace, the magic causes the viny cocoon holding Sable to start unraveling.*)

**\* Rarity:** …including Sable Spirit’s.

(*As the tendrils go limp on the floor, Sable steps out dazedly—her original coat/mane/tail/eye colors and youth restored. She looks and feels herself over with a shaky gasp, then points toward the approaching Mistmane.*)

**Sable:** You did this for me, even after I was so cruel? (*Mistmane pulls her into a hug without a word; she starts to cry.*)

**\* Rarity:** Sable Spirit was so touched that she vowed to be more like her friend in the ways that mattered.

(*Dissolve to the throne room; she sits regally before the approaching subjects.*)

**\* Rarity:** From then on, she ruled with kindness and compassion.

(*The colt whose flower she stole steps up to the front and gets a garland of blooms levitated onto his head; he grins widely, she smiles and nods in apology, and all laugh and cheer. Mistmane watches from several yards back for a moment, then turns serenely to exit. Dissolve to a close-up of a bitten, rotted apple lying on a patch of grass. As Rarity continues, it is picked up by a mare in coarse clothing, and she and a similarly dressed stallion turn sad eyes upward from it. Both are earth ponies, and this scene is taking place away from the village.*)

**\* Rarity:** Even though she gave away her physical beauty—

(*Longer shot; they are looking at a gnarled, withered tree in a meadow. Mistmane approaches from behind.*)

**\* Rarity:** —she dedicated her life to spreading beauty all over Equestria.

(*Placing the tip of her horn against the roots on the end of this line, she channels magic into the hulk and instantly converts it to a straight, tall apple tree loaded with fruit ready for the picking. On the next line, the two earth ponies smile at each other, then become confused as they look down and ahead of themselves; a path of flowers has sprung up in front of them, leading away through the meadow.*)

**\* Rarity:** Anytime you go out of your way to brighten somepony’s day by doing something like giving them flowers—

(*Pan/tilt up slightly to frame Mistmane exiting the scene, the flowers blooming wherever her hooves touch the grass.*)

**\* Rarity:** —you’re following in the hoofsteps of Mistmane.

(*Dissolve to a shadow image of the old sorceress retreating on the cave wall, then pan/tilt down to Rarity creating it and Sweetie watching. Older sister turns warmly to younger.*)

**Sweetie:** I think she’s my favorite legend too.

(*They share an affectionate nuzzle as a gobbet of liquid silk slashes down past them at an angle; a sizzle, and the glow of the fire dies out. The shot has quenched the flames, and the unmistakable sound of buzzing flyders throws a fresh scare into the campers-turned-refugees. Scootaloo voices a terrified scream as the camera zooms out to frame the cave mouth and the swarm that has slowly begun to enter it. She then huddles down.*)

**Rainbow:** Ugh! These flyders won’t quit! What do they want from us now?

**Applejack:** Well, like it or not, we’re food too.

**Sweetie:** (*lifting a bitten foreleg*) And I’ve got the bites to prove it!

**Scootaloo:** (*shivering*) What are we gonna do?!? They’re almost here!

(*Rainbow has the answer, flying up to the roof and bucking a section to collapse it. The screen fills with tumbling chunks and clouds of dust, then clears to show the cave mouth entirely plugged with debris. The pegasus waves away the last of the dust and turns to Applejack with a grin, but gets a stony look in return that quickly puts her on the defensive.*)

**Rainbow:** What? Now those bugs can’t get in.

(*Scootaloo gallops over and scratches at the pile, hyperventilation setting in to mark her extreme panic.*)

**Scootaloo:** And we can’t get out!

(*A cry of anxiety is marked by another round of over-breathing. Zoom in slowly and snap to black.*)

Act Three

(*Opening shot: fade in to Scootaloo, lungs still working triple-time until Applejack speaks.*)

**Applejack:** Let’s all just stay calm! (*sitting down, scraping webs away from fire ring*) Let me relight this fire…

(*Holding one stick vertically against a scatter of others, she rotates it quickly back and forth until the friction builds up enough heat to ignite the wood. The fire is soon blazing merrily again, and a smiling Sweetie sits to face Rarity in close-up.*)

**Rarity:** (*sitting as well*) We just have to wait until the swarm moves on. Then we’ll think of a way out. (*Zoom out slightly to frame Scootaloo, nerves strung to the breaking point.*)

**Scootaloo:** How long will that be? Don’t bears live in caves?!

(*She degenerates to the point of moaning and rocking in place; down comes Rainbow, nonchalant as ever.*)

**Rainbow:** Whoa, whoa, whoa. Scootaloo, you’re focusing on the wrong things. (*The filly gets in her face.*)

**Scootaloo:** You have a plan?

**Rainbow:** (*patting her head*) Close. I have a story. (*This news fails to assuage Scootaloo’s jitters.*)

**Applejack:** Let me guess. It’s about you?

**Rainbow:** (*pacing to fire, sitting*) Practically. It’s about my favorite legend— (*spreading wings proudly*) —Flash Magnus!

**Bloom:** Wasn’t he the pony who took on the dragons?

**Scootaloo:** Dragons?! (*She sits and shivers.*) Big scary mean ones, or like Spike? (*Rainbow hunches down to her.*)

**Rainbow:** Oh, these were definitely the big scary mean kind!

(*Not what her unofficial little sister wanted to hear, if the resultant ball of quivering orange equine fear is any indication. Rainbow looks across the way for help, but gets only disapproving looks from the other two mares.*)

**Rainbow:** But not too scary. (*Back to the fire; sit and pat the ground alongside.*) You can sit closer to me if you want.

(*That same little ball zips across to stop under her foreleg, and she smiles gently down at it before beginning her tale.*)

**Rainbow:** A long time ago, before the Wonderbolts were even founded…

(*Wavering dissolve to an expanse of thick daytime clouds, from which three pegasi burst upward into view and fly ahead. Each wears a helmet with a dark red winged crest, a matching sash knotted around the neck, an armored shoe on the left front hoof, and an armored piece around the midsection whose interlocking scales resemble the “pteruges,” or skirt of leather straps worn by soldiers in ancient Rome. The first of the three to emerge is Flash Magnus, an orange-brown stallion with light blue-green eyes, a tied-back tail in the same shade as his helmet crest, and quite a few nicks and notches in his wings.*)

**\* Rainbow:** …Flash Magnus was a lowly cadet in the Royal Legion.

(*He trades a feathery high five with the other two, then leads them to catch up with three other flyers. Two of them wear the same type of armor, but the third wears additional pieces to cover his front half and has shoes on all four hooves. He is further differentiated by the color of his armor—bronze, not steel—and the gray beard/mustache he wears as a sign of his seniority by age. This is Commander Ironhead, with a dark bluish-gray coat, short gray tail, and piercing, faded blue eyes; his crest, sash, and pteruges are all a lighter red than the accessories worn by the lower ranks. The manes and cutie marks of all six are hidden by their armor. All too soon, they find themselves passing from sunlit skies and grassy hills to a gloomy, overcast expanse of rocky crags and cliffs.*)

**\* Rainbow:** And the Legion needed to fly over the Dragon Lands to get to their comrades on the other side. (*Visibility decreases in the thickening smoke; Magnus coughs.*) But as they got closer to the dragons…

(*A low, grating growl makes itself heard as two pairs of glowing eyes shine out through the haze, a massive draconic silhouette with a burning mouth slowly forming behind each.*)

**\* Rainbow:** …the dragons attacked!

(*Cut to Scootaloo, having climbed atop Rainbow’s head and pulled the blue jaws wide open as she shivers fast enough to blow out any known oscilloscope.*)

**Scootaloo:** You said this wasn’t too scary!

**Rainbow:** (*garbled*) Scootaloo, if you just hang in there…

**Scootaloo:** What? (*Rainbow yanks her loose and plunks her down by the fire.*)

**Rainbow:** I said, if you just hang in there, I promise you’ll like the ending. (*Zoom in slowly.*) So, like I was saying, Flash Magnus and the Royal Legion tried to get past the dragons.

(*Two glowing eyes open on the stone face behind her, and a dissolve turns them into the glaring orbs of Torch, the Dragon Lord who relinquished—or, rather, will eventually relinquish—his title in “Gauntlet of Fire.” He breathes a gout of flame into the fume-choked sky as the second beast, this one green and longer-necked, uncoils itself out of the clouds.*)

**\* Rainbow:** But the dragons wouldn’t let them! (*Green lets off a blast and spreads its wings.*)

**Ironhead:** Everypony, retreat!

(*He and the two pegasi who had been flying lead bug out, leaving Magnus and his two colleagues behind. These three scatter to avoid a swing of the thick green tail; he rights himself from a tumble and catches one…*)

**\* Rainbow:** Flash Magnus and a few other cadets were separated from the battalion.

(*…only to see him snatched away. Magnus avoids the grab and flips his helmet’s visor out of his eyes as reptilian screeches shred the air and Green’s shadow passes overhead. By the time Green meets up with Torch again, both of the others have been snapped up.*)

**\* Rainbow:** He managed to get away, but the dragons captured his friends and took them back to their lair!

[*Animation goof: One soldier’s armored shoe has moved to her right front hoof.*]

(*The captives’ struggling and screams goad Magnus into beginning a headlong charge, but Ironhead darts in to tackle him. The stallions tumble toward a cloud bank before righting themselves, and the commander tows his subordinate away from the battle zone. Closer to ground level, the foul miasma begins to disperse, revealing a foreboding bulk of a mountain that roughly resembles a creature hunched to strike with claws extended. A single giant cave entrance encompasses nearly the entire lower half, its mouth-like appearance enhanced by stalactite and stalagmite “teeth.” Green and Torch wing their way into this and are lost from view, and Ironhead carries Magnus down into a natural trench at the foot as his other two soldiers go in for their own landing. Inside, Magnus is dropped unceremoniously to the trench floor and is not a bit happy about it.*)

**Magnus:** Commander, we need to save our captured comrades.

(*Seen in close-up for the first time, Ironhead sports his share of battle scars across his face.*)

**Ironhead:** I appreciate your loyalty, Flash Magnus, but getting past those dragons is going to be impossible. Nothing will work. (*He turns away; Magnus lets his head drop.*)

\* **Bloom:** The commander was right.

(*Wavering dissolve to the cave.*)

**Bloom:** You can’t out-fight dragons.

**Rainbow:** (*tapping temple*) But you *can* out-think them!

(*Wavering dissolve to the trench, seen from a long overhead shot near the mountain. Magnus pokes his head up to do a little recon; cut to within the trench as he drops to address Ironhead.*)

**Magnus:** Commander Ironhead. (*Who turns away from the others to face him.*) I’m pretty sure I can out-fly the dragons. If I can lure them into chasing me, you can all sneak into the lair and retrieve our friends before they get back.

**Ironhead:** Are you really willing to take that chance, soldier?

**Magnus:** (*saluting*) I am, sir.

(*Ironhead ponders the situation very carefully before speaking again.*)

**Ironhead:** It’s a very brave thing you’re doing. You’ll need all the help you can get.

(*He pulls off a piece of armor from his own back and presents it: a bronze shield with a large semicircular notch cut from each side edge. Etched into the metal is a winged four-point star overlaid on a sprig of laurel leaves. Magnus takes the item and stares at it, wide-eyed.*)

**Magnus:** Is this Netitus? The fireproof shield?

**Ironhead:** It has protected Legion heroes for generations, and today, I can’t think of a worthier flank for Netitus to protect. (*He claps a foreleg across his own chest.*) Good luck, soldier.

(*Returning the salute that Ironhead and the rest of the squad give him, he lifts off and zooms toward the entrance of the dragons’ lair. He pulls into a hover, lets out a lungful of air, and sets himself to it; the shield Netitus is now strapped to a foreleg.*)

**Magnus:** HEY! COME AND GET ME, FIRE-BREATH, IF YOU CAN! (*banging on Netitus*) Hey! Hey! Come and get me! (*Torch’s eyes open in the lightless reaches as a growl rumbles out…*) Hey! I’m over here!

(*…followed by the infernal glow of his mouth. A stream of fire roars out toward Magnus, who gets Netitus up just in time to block it. He suffers no ill effects except for a smoldering helmet crest, which he quickly extinguishes by shaking his head, and clears out at top speed to stay ahead of the emerging Torch. Green follows to join the chase; zoom out slowly.*)

**\* Rainbow:** While Flash Magnus bravely flew for his life— (*The other three pegasi leave their trench and advance.*) —Commander Ironhoof [*sic*] was able to get his soldiers back.

(*Cut to a very long shot of Magnus, visible only as an orange-brown speck as he rises clear of the smoggy clouds. Green and Torch dwarf him when they break through on either side, and they cut loose with converging flame jets, intent on roasting him where he hovers. Only a last-split-second rush keeps him intact, but both dragons are quick to come after him. The screen blacks out as Torch’s mighty wing fills it; snap to Magnus going flat out.*)

**\* Rainbow:** Flash Magnus flew like the wind…

(*Dodging a burst, he lowers Netitus onto the incandescent “surface” and rides it like a surfboard to dodge strikes and shots from both.*)

**\* Rainbow:** …faster than the dragons!

(*Almost as soon as he gets the shield back on his foreleg, he has to use it to stop another tag-team incendiary offensive. He is pushed steadily back, but remains whole.*)

**\* Rainbow:** But he knew he couldn’t do this forever.

(*A quick downward glance informs him that the rescue mission has succeeded, and Ironhead takes notice of Magnus’s situation and throws a hard look to the rest of his cadets.*)

**\* Rainbow:** Luckily, he had a plan.

(*All five take to the air. Cut to a lightning bolt flashing out against a black field, which resolves into a gargantuan storm cloud that crackles in spots as they build it up. Ironhead bucks one spot, causing a few sparks to snap the air; satisfied, he whistles shrilly and throws a hoof signal to clear the crew out. Green and Torch drive Magnus back with their fire for several dozen more yards before he breaks away, barely staying clear of the burning salvos, and heads directly for the cloud. All three disappear into its murky heart.*)

**\* Rainbow:** He led the dragons straight into a storm that the Legion had planted!

(*A string of lightning flashes sharply outlines their three silhouettes, which change position on each.*)

**\* Rainbow:** One taste of the lightning— (*Zoom out; the others watch from a distance.*) —and the dragons retreated!

(*Here they come, flapping slowly away with hides badly singed and spirits sunk all the way down to their claws. Fearful grimaces take hold on the faces of Ironhead and company as the camera zooms in slowly on the cloud; after several tense seconds, Magnus emerges in just as bad a shape as his assailants and coughs out a puff of soot.*)

**\* Rainbow:** Flash Magnus’s plan worked!

(*He is immediately mobbed by his four cheering colleagues, while Ironhead gazes sternly at the celebration from a distance. The medium-well-done pegasus breaks loose and flies over to him, head bowed and Netitus held straight out to return it. Instead of reclaiming the shield, Ironhead pushes it back and salutes, allowing himself just the hint of a proud smile; in close-up, Magnus realizes the honor that has just been bestowed on him and smiles in return.*)

(*A dissolve to the present frames Rainbow’s face set in that same expression.*)

**Scootaloo:** (*from o.s.*) Wow! (*Zoom out; she eases closer.*) I did like that ending! (*Rainbow lifts her up, eliciting a giggle.*)

**Rainbow:** Told you! (*tossing/catching her*) He always inspired me to be my brave and awesome self.

**Bloom:** (*nodding*) Mmm-hmm. (*Rainbow sets Scootaloo down.*)

**Applejack:** Yeah, I guess he kinda reminds me of you.

**Rainbow:** (*scoffing*) You guess? (*Hover.*) Come on! I’m just like him!

(*The hoof she extends for a high five is met with a round of laughter from the others, prompting her to go into a midair sulk. Once the noise subsides, Applejack tilts her head and listens intently for a moment—silence except for the crackle of the flames.*)

**Applejack:** Hey. D’you hear that? (*Rainbow and Rarity cup hooves to ears; the fillies cock their heads.*)

**Bloom:** Uh, I don’t hear anything. (*Applejack stands up.*)

**Applejack:** Exactly. Those gosh-darn flyders are gone! (*trotting toward cave mouth*) We can get out!

(*She rises to her hind legs, intent on clearing the blockage, but her first few strikes bring down a fresh tumble of rubble and she clears out fast.*)

**Applejack:** Whoa!

**Rarity:** Or not.

**Applejack:** (*pointing deeper into cave*) We’re gonna have to see if we can get out the other way.

(*“The other way” throws a fresh round of shivers into Scootaloo.*)

**Scootaloo:** You mean, go further into the dark spooky cave? (*Rainbow rests a calming hoof across her back.*)

**Rainbow:** Scootaloo, just remember the story. Gotta be brave like me and Flash Magnus, okay?

(*With a nod and smile, the filly allows herself to be pulled into a hug. Rarity leads the way into the blackness, a spot of light kindled on the tip of her horn, and soon the sound of rushing water can be heard.*)

**Rainbow:** I hear water!

**Rarity:** And if there’s flowing water, then—

**Applejack:** —it might lead to the way out!

(*Cut to a dark chamber, which lights up as the ponies hurry into view; they find themselves standing on one bank of a stream.*)

**Crusaders:** (*awestruck*) Whoa…

**Rarity:** Okay, on three. One! Two!

**Bloom, Sweetie:** (*jumping in*) Three!

(*Applejack and Rarity are next to take the plunge, the latter keeping her horn lit as she bobs along in the current. The older pegasus picks up the younger, flies over the water, and lowers herself into it to float on her back with Scootaloo riding on her belly. From here, cut to a waterfall under an open expanse of blue sky, the first four emerging from the torrent and dropping o.s. in the same order they went in. Rarity has put out her light.*)

**Bloom:** Woo-hoo!

**Sweetie:** (*now o.s., laughing*) Yeah!

(*Rainbow is last to reach air, now carrying Scootaloo. Zoom out to frame the shore of the pool at the base of the falls; Bloom and Sweetie climb out as Rainbow sets Scootaloo down next to them. Bloom shakes herself dry, spattering Sweetie to her dismay, and a short pan frames Applejack and Rarity also back up on the land.*)

**Applejack:** (*looking ahead*) Huh. Well, what do you know? (*pointing*) We’ve found ourselves a shortcut to Winsome Falls!

(*Cut to her perspective on the end of this, panning slowly across a lush, tree-lined plain cut by the stream they have just ridden—now widened to a river. The sky is marked by a few happy white clouds from which rainbow-hued curtains of water stream down—the highlight of Winsome Falls, as seen at the end of “Sleepless in Ponyville.”*)

**Scootaloo:** (*from o.s., immensely relieved*) Oh, it’s never looked so beautiful! (*Back to Applejack and Rarity, both dry; Rarity puts her mane back in order.*)

**Rarity:** Well, almost.

(*A quick bit of magic collects the blossoms from a nearby tree, weaves them into garlands, and settles one on the head of each Crusader as Sable did at the end of Mistmane’s tale. They gasp in wonder and delight; Sweetie is now dry as well.*)

**Applejack:** (*crossing to them*) We sure are sorry that our campin’ trip wasn’t what we hoped it would be.

**Bloom:** Are you kidding? This trip is awesome!

**Rarity:** It is?

**Sweetie:** We got to hear legendary stories and go on an adventure.

**Applejack:** Wait. You three want to stay?

**Crusaders:** Of course we do!

**Sweetie:** (*moving away from pool, pointing across meadow*) We could turn those trees into a nice little shelter!

**Bloom:** (*ditto*) We can get you some big logs and branches to help build it!

**Scootaloo:** (*ditto*) And I bet we could find some more berries! Come on!

(*She utters an amped-up squeal as all three gallop ahead, Rainbow swooping above.*)

**Scootaloo:** (*as they move o.s.*) I can’t wait to see what happens next year!

(*Applejack and Rarity get their hooves in gear to catch up with the others. Fade to black.*)