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MY LITTLE PONY  
Season 7

**Campfire Tales**

Ep 716

**LOCKED SCRIPT**

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*Friendship Lesson: With courage, strength and beauty on your side, nothing is impossible.*

**TEASER**

**SC. 1 - EXT. FOREST - DAY**

ANGLE ON APPLE BLOOM and APPLEJACK setting up the last of three tents. (NOTE: SAME LOCATION AS THE LAST CAMPING EPISODE)  
Applejack has a piece of rope in her mouth, struggling to pull up the last tent. Applejack makes an <INCOHERENT MUFFLED SOUND> at Apple Bloom, who jumps to grab the rope too. Their combined strength pulls up the tent.

1                   APPLEJACK  
Tents are lookin' good. And we made good time today. At this rate we'll be at Winsome Falls by tomorrow!

2                   APPLE BLOOM  
We should do the annual big sister little sister camping trip every weekend!

3                   APPLEJACK  
(smiles) Then it wouldn't be annual. And if we did it every weekend, it probably wouldn't be as special.

4                   APPLE BLOOM  
But the more we do it, the better we get at camping! Remember the first time we came here and Rarity had that gi-normous tent?

REVEAL RARITY and SWEETIE BELLE trotting towards them.

5                   RARITY  
(playful) I heard that! And I've gotten much better at roughing it, haven't I?

6                   SWEETIE BELLE  
Yup. This time you only packed three suitcases!

7                   RARITY  
(off Applejack's look) I know what you're thinking, but I promise darling - I only brought the essentials.

8                   APPLEJACK  
Like those light thingies?

Applejack points. REVEAL the neighboring trees are strewn with colorful paper lanterns.

9 RARITY  
Of course! What is life if you can't make it beautiful?

The ponies take it all in. The lanterns really do make the forest look nicer than it already is.

10 APPLEJACK  
Well, they sure are pretty. Thanks Rarity.

11 RARITY  
("No big deal.") It's what I do.

ANGLE ON RAINBOW DASH and SCOOTALOO as they forage for food. Rainbow Dash has a satchel of berries on her back while Scootaloo holds a book. As Rainbow Dash comes across a bush filled with berries...

12 RAINBOW DASH  
Mmm. These berries look good enough to eat.

13 SCOOTALOO  
DON'T! According to my book, they are extremely poisonous.

Rainbow Dash drops the berries hastily. Suddenly we hear a <LOW BUZZING SOUND>. Scootaloo <GASPS> and jumps back, snapping a twig, which makes her <WHIMPER>. Spooked, she whirls around and comes face to face with a dark and spooky cave. She <SCREAMS>!

14 RAINBOW DASH  
What?

15 SCOOTALOO  
I heard something, I stepped on something, and I saw that creepy cave.

Rainbow Dash looks from the creepy cave to Scootaloo's scared face, then bravely flies into the cave. Scootaloo <GASPS> but a beat later, Rainbow Dash comes back out.

16 RAINBOW DASH  
It's all clear.

SCOOTALOO  
I guess I still get a little bit scared out here, even after the last camping trip.

RAINBOW DASH  
Don't worry, kid, you've got a big  
sister this time!

Scotaloo looks a bit comforted as she and Dash join the rest of the girls at the campsite. They add their satchel of berries to a spread of food laid out on a picnic blanket.

17                   APPLE BLOOM  
Wow, this looks amazing!

18                   SWEETIE BELLE  
This is going to be the best big  
sister/little sister camping trip  
ever!

Suddenly, a thick SWARM OF FLY-DERS (a cross between a fly and a spider) descends on the camp. The ponies are inundated. Off of everyone looking scared we...

**END TEASER**

**MAIN TITLES**

**ACT ONE**

**SC. 2 - EXT. FOREST - CONTINUOUS**

Everyone is as we left them, swatting and backing away from the fly-ders. Scotaloo looks especially scared. A few land on them and bite.

19                   SCOOTALOO  
Ow! What are these things?!

20                   APPLEJACK  
Fly-ders! Everypony run for cover.  
Don't get stuck in their--

Just then the fly-ders descend on the picnic and start shooting sticky webs at the food.

21                   APPLEJACK (CONT'D)  
--web!

They all run for the tents as they swat bugs with their tails and dodge webs. But before they get there they realize the tents are already swarming with the bugs.

22                   SWEETIE BELLE  
Agh! Now what?

23                   RAINBOW DASH  
Follow me, everypony!

Rainbow Dash leads the way as they all gallop away from the swarm of bugs toward the cave from earlier. As she goes:

**24** SCOOTALOO  
Not the scary cave!

Rainbow Dash pulls her in.

**Sc. 3 - INT. CAVE - DAY**

The ponies are all covered in bug bites. They look at each other, disappointed. Scootaloo looks a bit spooked.

**25** APPLE BLOOM  
Well, camping was going to be fun. But now it's starting to "bug" me. Get it?

**26** SCOOTALOO  
Yeah, where did those terrible bugs come from? And why did they destroy our camp?

**27** APPLEJACK  
Fly-ders are from the Luna Bay Area. Never seen 'em this far East. They're probably attracted to the food. Best to wait here until they're gone.

**28** APPLE 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'.

**29** RARITY  
That's not entirely true. We have each other.

**30** APPLEJACK  
That's right. And if you girls want to, maybe we could tell some stories to pass the time?

**31** RAINBOW DASH  
You want stories? I've got a ton of stories. Spoiler Alert: they're all about me and how awesome I am.

**32** APPLEJACK  
I was thinking more like campfire stories.

**33** RARITY  
That's sounds like a lovely idea.

**34** APPLE BLOOM  
But we don't even have a campfire.

**35** RAINBOW DASH  
I got it.

Rainbow Dash dashes out of the cave, through the fly-ders and then dashes back in. She's got a few twigs and a few new bites.

**36** APPLEJACK  
Wow. That was brave.

**37** RAINBOW DASH  
(scratching) Eh, it was no biggie.

Applejack uses a heavy larger rock to chip some smaller rocks off the side of the cave. She uses the flint rocks to spark a small fire. Rarity magics some rocks around it to contain it.

**38** RARITY  
Wonderful! Now we have a cozy warm campfire.

Apple Bloom and Sweetie Belle settle around it. But Scootaloo looks unsure.

**39** SCOOTALOO  
We aren't gonna tell scary stories like our last camping trip, are we? It's bad enough just being in here.

**40** APPLEJACK  
Don't worry, Scootaloo. I was gonna tell you mine and Apple Bloom's favorite legend!

Apple Bloom perks up.

**41** APPLE BLOOM  
You mean Rockhoof? Ooh! I love that one! He was so strong and when he...

**42** SWEETIE BELLE  
Apple Bloom! Shhh. We haven't heard it yet.

**43** APPLE BLOOM  
(barely containing excitement) Okay. But it's sooo good!

**44**                   APPLEJACK  
(chuckles) Well, it's true. Rockhoof was known far and wide for his incredible strength but he didn't start out that way...

TRUCK IN ON APPLEJACK as she begins the tale.

**45**                   APPLEJACK (CONT'D)  
You see, Rockhoof was a tiny little fella, the son of a farmer.

Apple Bloom's head pops into frame.

**46**                   APPLE BLOOM  
Just like us!

Off of Applejack's look, she slowly and sheepishly pops out of frame.

**47**                   APPLEJACK  
They lived in a village that sat at the foot of a gigantic volcano...

**FLASHBACK TO:**

**SC. 4 - EXT. ROCKHOOF'S VILLAGE - DAY**

WE SEE a quaint Viking-esque village nestled just below a magnificently intimidating volcano. To the side is the sea.

**48**                   APPLEJACK (V.O.)  
And the village was protected by an elite group of Guard Ponies called the Mighty Helm.

WE SEE the large, mighty GUARD PONIES. They wear spiked helmets and carry spears. They stand guard around the village.

**49**                   APPLEJACK (V.O.)  
Young Rockhoof wanted nothing more than to be a part of the Mighty Helm, but he was told that he was too scrawny and weak to protect the village.

WE SEE several of the Guard Ponies standing in front of the smaller ROCKHOOF, with an enormous SHOVEL slung over his shoulder. It makes him look even smaller. The Mighty Helm just shake their head "no." Some even laugh at his diminutive size. Rockhoof walks away, sad but determined.

50 APPLEJACK (V.O.)  
But Rockhoof wouldn't take "no" for an answer.

ON Rockhoof doing pushups (plank ups?), pullups, and using his shovel to dig a hole. At first he can barely move any dirt with it, but slowly the amount of earth he can move increases.

51 ROCKHOOF  
I will be a Mighty Helm!

52 APPLEJACK (V.O.)  
Then one fateful day...

All of a sudden, the ground rumbles and shakes violently. Rockhoof looks up to see black smoke billowing out of the volcano. Then, HOT LAVA starts bubbling and flowing out of the top of it.

53 APPLEJACK (V.O.)  
The volcano erupted!

Rockhoof sees the lava and lets out a <GIRLY SQUEAL>. CUT TO:

**SC. 5 - INT. CAVE - CONTINUOUS**

REVEAL the <GIRLY SQUEAL> was coming from Apple Bloom.

54 APPLE BLOOM  
Oooh this is my favorite part!

Rainbow Dash, Sweetie Belle, and Scootaloo ignore her and urge Applejack on.

55 SWEETIE BELLE/  
SCOOTALOO/RAINBOW DASH  
What happened next?!

Applejack and Rarity share a look, the girls are distracted. Applejack smiles.

56 APPLEJACK  
The molten lava poured down the side of the volcano...

**FLASHBACK TO:**

**SC. 6 - ROCKHOOF'S VILLAGE - DAY**

WE SEE the Mighty Helm are huddled together discussing what to do animatedly. Some gesture to the volcano, others to the town.

57 APPLEJACK (V.O.)  
...and try as they might, the Mighty Helm couldn't figure out a way to save the village. They had to evacuate.

A couple of VILLAGERS talk to the Mighty Helm, shaking their heads no.

58 APPLEJACK (V.O.)  
But the village ponies didn't want to leave their homes! They spent their entire lives there and had nowhere else to go!

ANGLE ON Rockhoof overhearing the arguing. He looks at the volcano, at the villagers, and the Mighty Helm.

59 APPLEJACK  
So Rockhoof decided to do something crazy.

Rockhoof takes off towards the volcano with his trusted shovel. He starts to dig a trench at the base of the volcano. As he digs the lava bubbles down toward him.

60 APPLEJACK (V.O.)  
He thought if he could divert the flow of lava he might be able to save his village! He started digging a trench.

#### SC. 7 - INT. CAVE - CONTINUOUS

61 SWEETIE BELLE  
Wait a minute. All by himself?

62 RAINBOW DASH  
It'd be impossible for one pony to dig a trench big enough and fast enough to stop the lava!

ANGLE ON Apple Bloom, literally covering her own mouth to stop herself from saying something.

63 APPLEJACK  
Well, good thing Rockhoof didn't believe in the word "impossible".

#### SC. 8 - ROCKHOOF'S VILLAGE - DAY

Rockhoof is working at an incredible pace but the lava is catching up to him, he's in a race for his life. ANGLE ON the villagers and the Mighty Helm as they are starting to evacuate. Once they spot Rockhoof they drop everything and watch in amazement as he works.

64 APPLEJACK (V.O.)  
He continued to work, knowing the odds were against him but determined to push through. And then... something magical happened.

As Rockhoof continues to dig, ferociously and with an unshakable determination, he magically grows in size. His muscles bulge.

65 APPLEJACK (V.O.)  
Rockhoof got visibly stronger! But the lava was getting closer and closer...

Rockhoof doesn't stop to notice, but continues to dig the trench down the side of the volcano and around the village. Just as the lava is about to singe his hooves, his trench reaches the sea. He leaps out of the way just in time and the lava flows into the water, sizzling and cooling. The villagers cheer! Rockhoof looks over at them, smiles... and then passes out from exhaustion.

66 APPLEJACK (V.O.)  
Through his extraordinary determination and sheer force of will, Rockhoof more than earned his place in the Mighty Helm.

**TIME DISSOLVE:**

REVEAL Rockhoof, now in official Mighty Helm attire, holding his trusty shovel instead of a spear. The Mighty Helm cheer for Rockhoof and struggle to lift him on their shoulders, now that he's so big.

**SC. 9 - INT. CAVE - CONTINUOUS**

Sweetie Belle, Apple Bloom, and Scootaloo let out a <CHEER> for Rockhoof as well.

67 RAINBOW DASH  
Good story, Applejack! Even if it wasn't about me.

68 APPLE BLOOM  
I love that story no matter how many times I hear it.

69 RARITY  
Why don't we see if it's safe to head back to camp?

70 SWEETIE BELLE (O.S.)  
Uh, girls?

REVEAL Sweetie Belle has already made her way over to the edge of the cave.

71                    SWEETIE BELLE (CONT'D)  
There is no camp to go back to....

Sweetie Belle points at their campsite. WE SEE that the relentless fly-ders keep up their assault on the campsite. The food is half-eaten, the tents are all over turned and the lanterns are covered in webs. Everypony joins her at the mouth of the cave. Off their devastated looks, we...

**END ACT ONE**

**ACT TWO**

**SC. 10 - INT. CAVE - DAY**

All of the ponies stand at the edge of the cave, looking down at their campsite. Sweetie Belle dejectedly lowers her shoulders and retreats into the cave.

72                    SWEETIE BELLE  
All our hard work is ruined.

73                    RARITY  
There, there. Sweetie Belle. It will be okay.

74                    SWEETIE BELLE  
How? Our camp was so pretty and this cave is sooo....not.

75                    RARITY  
Not true! There is beauty in everything...

Rarity looks around for something pretty and examines some rocks.

76                    RARITY (CONT'D)  
Look, even these drab rocks aren't really drab! If you look closely you can see glittering flecks of gold in them.

The CMC's look at the rocks, which indeed have flecks of gold. Then Rarity points to the shadow of the fire on the wall.

77                    RARITY (CONT'D)  
And the way the fire dances in shadow on the cave wall... the melding tones of shadow and warm light - it's simply gorgeous!

Everypony else looks at the cave wall. It is kinda pretty, but Sweetie Belle still looks a little bummed, catching another glance at their ruined camp. Rarity notices.

78 RARITY (CONT'D)  
Sweetie Belle, dear, have I ever told you about *my* favorite legend?

Sweetie Belle perks up.

79 SWEETIE BELLE  
No. I didn't know you had one.

80 RARITY  
I do! (dramatically) Her name was Mistmane.

81 RAINBOW DASH  
Mistmane? Isn't she the old wrinkly sorceress with the flower?

82 RARITY  
Yes. But did you know she used to be the most beautiful unicorn in all the land?

83 RAINBOW DASH  
No.

As Rarity takes her place by the campfire, the three little ones scooch up to her.

84 SWEETIE BELLE/APPLE  
BLOOM/SCOOTALOO  
So what happened to her?

85 RARITY  
Well, Mistmane was a very promising young sorceress.

**FLASHBACK TO:**

**SC. 11 - EXT. MISTMANE'S VILLAGE - DAY**

Mistmane, a gorgeous young unicorn, is outside her home in a quaint adorable little village (Think where Mulan was from.) She waves goodbye to her family, then gives her best friend, Sable Spirit (also a unicorn), a hug as she leaves.

86 RARITY (V.O.)  
She was as talented as she was beautiful and kind. Everypony loved her and missed her when she was sent to the finest magic school...

As Mistmane leaves, her family and friends wave fondly. Sable Spirit looks at the adoring crowd, a little bit jealous.

**SC. 12 - INT. CLASSROOM - LATER**

Mistmane is studying amid herbs when she gets a letter.

87 RARITY (V.O.)  
While she was gone she was delighted to find out her best friend, Sable Spirit, was crowned Empress. She couldn't wait to return home once she finished her studies.

DISSOLVE TO:

**SC. 13 - EXT. MISTMANE'S VILLAGE - LATER**

The same adorable little village is now gutted. The villagers look haggard and worn and the streets are in shambles. Mistmane looks shocked.

88 RARITY (V.O.)  
But once she arrived she was devastated by what she saw.

She walks through the streets in disbelief and approaches a VILLAGER.

89 MISTMANE  
What happened here?

90 VILLAGER  
The Empress happened. She makes everypony work day and night on her palace. We don't have time to take care of anything else.

91 MISTMANE  
That can't be. I know her. She would never do this.

92 RARITY (V.O.)  
But there was no denying what was in front of her.

We see an ornate carriage roll through the street, carrying the EMPRESS who we don't see behind a veil. As she passes a small child holding an orchid, her carriage stops. Then the flower is magically pulled from the child and sucked into the carriage. Mistmane looks horrified.

93 RARITY (V.O.)  
Sable Spirit took everything that was beautiful away from anypony else. But Mistmane was sure there had to be some explanation.

**SC. 14 - INT. CAVE - BACK TO PRESENT**

Sweetie Belle looks to Apple Bloom and Scootaloo.

94 SWEETIE BELLE  
I'd assume there was too, if somepony told me either one of you two'd gone evil.

95 SCOOTALOO  
Yeah, I'd never believe it.

96 APPLE BLOOM  
I dunno. I've seen the way you two get when you miss breakfast. (off their looks) Just kidding! But I'd want answers, too.

97 RARITY  
So did Mistmane. She went to confront her friend.

**SC. 15 - INT. EMPRESS'S PALACE - LATER**

Mistmane enters the throne room of an Asian-influenced palace. Sable Spirit sits at the throne, wearing her veil. The throne is flanked by vases of orchids (including the one the Empress stole from the child).

98 MISTMANE  
Sable? Is that you?

99 SABLE SPIRIT  
Don't tell me you don't recognize your old friend.

100 MISTMANE  
I don't. My friend would never work our families and friends to the bone for something as silly as a palace.

101 SABLE SPIRIT  
Silly? My palace is a beacon of beauty. Anypony who passes will be in awe of its majesty.

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

**103** SABLE SPIRIT  
Beauty is everything. You taught me  
that.

Mistmane looks taken aback.

**104** MISTMANE  
What?

**105** SABLE SPIRIT  
You were always the pretty one. You  
got to go to the best magic school.  
Everypony missed you. Everypony loved  
you. I admit, I was jealous. So I  
tried to perform a spell that would  
make me beautiful...

She takes off her veil. Clearly the spell didn't work. She looks  
like somepony who's had too much "work" done. Mistmane <GASPS>.

**106** SABLE SPIRIT (CONT'D)  
You can see how *that* went. I vowed  
that if I couldn't have beauty, I  
would take it. I wasn't chosen to be  
Empress, you know. I took it.

Sable Spirit looks out at her "kingdom" with a sinister smile.

**107** SABLE SPIRIT (CONT'D)  
Just like I'm going to take everything  
else.

**108** MISTMANE  
I can't let you do that.

**109** SABLE SPIRIT  
*Let me?* <EVIL LAUGH>

Sable Spirit sends a magical blast to Mistmane. It encircles her  
with hedge of thorns. Mistmane looks shocked that her "friend"  
would attack her, but quickly recovers and blasts the thorns  
away.

Sable tries to hit her again with a dragon made of fire.  
Mistmane summons a water blast to put the dragon out. Then  
Mistmane aims a blast at Sable, but it hits her vase of flowers  
instead.

Sable looks smug, thinking Mistmane missed, her horn glowing for another attack. But then vines grow from the flowers from the vase and wrap around Sable, trapping her. The guards <CHEER>.

110 RARITY (V.O.)  
Everypony thought Sable Spirit was defeated and that was that. But Mistmane knew there was more she could do to help.

Mistmane looks back and forth between the cheering ponies, the desolate town, and Sable, trapped. She makes a decision. She picks up a flower from the broken vase (the one the Sable took from the child) and heads to...

**SC. 16 - EXT. MISTMANE'S VILLAGE - MOMENTS LATER**

Mistmane walks out to her decrepit village and places the flower on the ground. She takes a deep breath, closes her eyes, and an essence leaves her and transfers to the flower. As it goes, we see Mistmane's beauty fade as she prematurely ages.

111 RARITY (V.O.)  
Mistmane knew that beauty wasn't everything, but it did have the power to make ponies smile. She made a huge sacrifice to bring a smile back to her friends' and families' faces. Including Sable Spirit's.

As Mistmane sacrifices her beauty, the flower grows and grows, blooming into an orchid. When its petals open, a burst of magic floods over the town, restoring it to its former splendor. CUT TO:

**SC. 17 - INT. EMPRESS'S PALACE - SAME**

The burst of magic washes over Sable Spirit and turns her back to normal.

**SC. 18 - EXT. MISTMANE'S VILLAGE - MOMENTS LATER**

Mistmane is as she was. A few ponies look at their restored village in awe. Sable Spirit comes running out to Mistmane.

SABLE SPIRIT  
You did this for me? Even after I was so cruel.

Mistmane smiles at her friend. Sable Spirit looks beyond touched.

**114** RARITY (V.O.)  
Sable Spirit was so touched by Mistmane's gesture that she vowed to be more like her friend in the ways that mattered. From then on, she ruled with kindness and compassion.

**SC. 19 - EXT. MISTMANE'S VILLAGE - LATER**

We see the village is back as it was and everypony looks happy as Sable Spirit visits and gives out beautiful flowers to the villagers and to the child she took one from in the beginning.

**115** SWEETIE BELLE (V.O.)  
And what happened to Mistmane?

**116** RARITY (V.O.)  
Even though she gave away her physical beauty, she dedicated her life to spreading beauty all over Equestria in whatever way she could.

**SC. 20 - EXT. PATH - SOMEWHERE IN EQUESTRIA**

CLOSE ON hooves trotting down a path. A couple of flowers grow in their wake. PAN to REVEAL Mistmane, now in her cloak with an orchid pin. Her hair flows in the wind. She passes by some ponies by a dying apple tree. Mistmane touches it and it comes back to life. The ponies smile at Mistmane and she magics over some flowers to them.

RARITY (V.O.)  
Anytime you go out of your way to brighten somepony's day by doing something nice like giving them flowers, you're following in the hoofsteps of Mistmane.

**SC. 21 - INT. CAVE - CONTINUOUS**

Apple Bloom, Sweetie Belle, and Scootaloo are transfixed.

**117** RARITY  
Mistmane even had a hoof in creating some of Equestria's most beautiful landmarks, including Canterlot!

The girls smile.

**118** SWEETIE BELLE  
I think she's my favorite legend, too.

The moment is broken when a web flies into the cave and sticks to the wall inches away from Scootaloo's head. She <SCREAMS>.

Everyone looks to see the food from their camp is gone and the swarm of flyders is headed their way.

**119** RAINBOW DASH  
Ugh! These Fly-ders won't quit! What do they want from us now?

**120** APPLEJACK  
Well, like it or not, we're food too.

SWEETIE BELLE  
Yeah. I got the bites to prove it!

**121** SCOOTALOO  
What are we going to do? They're almost here!

Without hesitating, Rainbow Dash pulls out a large rock from above the cave's entrance causing a ROCK SLIDE. The cave opening is now sealed shut. And the wind from the falling rocks blows the fire out. Everypony looks at Rainbow Dash incredulously.

**122** RAINBOW DASH  
What? Now those bugs can't come in.

**123** SCOOTALOO  
And we can't get *out*! I don't know what's worse!

Everypony stares at the enclosed cave opening. Scootaloo starts hyperventilating.

**124** APPLEJACK  
Let's all just stay calm. Lemme just re-light this fire...

Applejack finds the flint rock and re-lights the fire. Rarity pulls Sweetie Belle and Scootaloo into a hug.

**125** RARITY  
(super calm) All we have to do is wait until the swarm moves on. Then we can figure out a way to get out of here.

**126** SCOOTALOO  
How long will that be? Don't bears live in caves?

Rainbow Dash flies over to comfort her.

**127** RAINBOW DASH  
Whoa, Scootaloo, you're focusing on the wrong things. Don't worry--

**128** SCOOTALOO  
You have a plan?

**129** RAINBOW DASH  
Close. I have a story!

**130** APPLEJACK  
Let me guess, it's about you?

**131** RAINBOW DASH  
Practically. It's about *my* favorite legend, Flash Magnus...

**132** APPLE BLOOM  
Wasn't he the pony who took on the Dragons?...

**133** SCOOTALOO  
(scared) Dragons? Big, scary mean ones or like Spike?

**134** RAINBOW DASH  
Oh these were definitely the big scary mean kind...(Off of Scootaloo's face)  
But not too scary. (then) You can sit closer to me if you want.

Scootaloo scoots riiight up next to Rainbow Dash.

**135** RAINBOW DASH (CONT'D)  
A long time ago, before the Wonderbolts were even founded, Flash Magnus was a lowly cadet in the Royal Legion...

**SC. 22 - EXT. DRAGON LANDS - BORDER - SKY - DAY**

WE SEE FLASH MAGNUS flying in formation with the Royal Legion (5 members, all pegasi and their armor is Greco-Roman).

**136** RAINBOW DASH (V.O.)  
...And the Legion needed to fly over the Dragon Lands to get to their comrades on the other side. But as they got closer to the Dragons...

As the legion flies over the Dragon Lands, a two DRAGONS fly up to them.

**137** RAINBOW DASH (V.O.)  
...The Dragons atta--AAAUGH!

CUT TO:

**SC. 23 - INT. CAVE - PRESENT**

Scotaloo is hugging Rainbow's face.

138                   SCOOTALOO  
You said this wasn't too scary!!

**END ACT TWO****ACT THREE****SC. 24 - INT. CAVE - SAME**

Scotaloo is still on Rainbow's face.

139                   RAINBOW DASH  
(muffled)  
Scotaloo, if you just hang in there--

140                   SCOOTALOO  
What?

Rainbow Dash pries Scotaloo off her face.

141                   RAINBOW DASH  
I said, if you just hang in there, I  
promise you'll like the ending.

Scotaloo takes her place by the fire, still a little wary.

142                   RAINBOW DASH (CONT'D)  
So, like I way saying, Flash Magnus  
and the Royal Legion tried to get past  
the dragons...

FLASHBACK TO:

**SC. 25 - EXT. DRAGON LANDS - DAY**

The ponies try to form ranks but they're besieged on both sides by the dragons.

143                   RAINBOW DASH (V.O.)  
...but the Dragons wouldn't let them.

Pony Army COMMANDER IRONHEAD yells to his troops:

144                   COMMANDER IRONHEAD  
Everypony, RETREAT!!

ANGLE ON Flash Magnus with two army mates. They get separated from the battalion when one of the dragons goes after them. Flash Magnus manages to outfly him but the dragon grabs the other two and heads back down to their lair.

**145** RAINBOW DASH (V.O.)  
Flash Magnus and a few other cadets were separated from the battalion. He managed to get away but the dragons captured his friends and took them back to their lair.

Flash Magnus looks down, conflicted, but has no choice but to follow the rest of the Legion.

DISSOLVE TO:

**SC. 26 - EXT. DRAGON LANDS - BORDER - SKY - LATER**

The troops are hiding in the clouds. Flash Magnus joins them.

**146** FLASH MAGNUS  
Captain, we need to save our captured brothers.

**147** COMMANDER IRONHEAD  
I appreciate your loyalty, Flash Magnus, but getting past those dragons is going to be impossible! Nothing will work.

**148** FLASH MAGNUS  
No disrespect, Sir, but why don't we try and focus on a way that could work.

**149** COMMANDER IRONHEAD  
Like what?

Flash Magnus doesn't have an answer. With the others watching, he thinks and thinks...

**SC. 27 - INT. CAVE - CONTINUOUS**

**150** APPLE BLOOM  
The Commander was right. You can't out-fight Dragons.

**151** RAINBOW DASH  
But you can out think them...

**152** APPLE BLOOM / SWEETIE BELLE  
/ SCOOTALOO  
Ohhhhhh...

**SC. 28 - EXT. DRAGONLANDS - BORDER - SKY - DAY**

Flash Magnus is still thinking of a solution...then it occurs to him!

**153** FLASH MAGNUS  
You can't out-fight dragons. But you  
can out think them.

**154** ARMY PONIES  
Ohhh...

**155** FLASH MAGNUS  
Commander Ironhead, 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.

**156** COMMANDER IRONHEAD  
Are you really willing to take that  
chance, Soldier?

**157** FLASH MAGNUS  
I am, Sir.

Commander Ironhead nods grimly.

**SC. 29 - EXT. DRAGON LANDS - LATER**

Commander Ironhead and his cadets are gathered behind a rock.  
Flash Magnus peeks around and sees the dragon lair.

**158** COMMANDER IRONHEAD  
It's a very brave thing you're doing.  
You'll need all the help you can get.

Commander Ironhead puts a shield on Flash Magnus' back.

**159** FLASH MAGNUS  
Is this... Netitus? The fireproof  
shield?

Ironhead nods.

**160** COMMANDER IRONHEAD  
It is. It has protected legion heroes  
for generations and today I can't  
think of a worthier flank for Netitus  
to protect! Good luck, soldier.

**SC. 30 - EXT. DRAGON LANDS - LAIR**

The dragons are guarding the pony prisoners. Suddenly Flash  
Magnus darts out from behind the rock.

**161** FLASH MAGNUS  
Hey! Come and get me, fire breath! If  
you can!

Flash Magnus takes to the sky. The dragons give chase, breathing fire, but Netitus protects Flash Magnus' back.

**162** RAINBOW DASH (V.O.)  
While Flash Magnus bravely flew for his life, Commander Ironhoof was able to get his soldiers back.

We see Commander Ironhead sneak into the lair. Meanwhile...

**SC. 31 - EXT. SKY - SAME**

The dragons are flying after Flash Magnus. They breathe fire at him but his shield protects him.

**163** RAINBOW DASH (V.O.)  
Flash Magnus flew like the wind. Faster than the dragons! But he knew he couldn't do this forever. Luckily, he had a plan.

Flash Magnus narrowly dodges fire blasts and makes a b-line for a big STORM CLOUD ahead that the pegasi from the legion are forming. When they spot him coming they clear the area as he leads the dragons under it.

**164** RAINBOW DASH (V.O.)  
He led the dragons straight into a storm that the Legion planted.

Lightning fires all around them and eventually hits the two dragons, who yelp and retreat.

**165** RAINBOW DASH (V.O.)  
One taste of the lightning and the dragons retreated! Flash Magnus' plan worked.

On Flash Magnus still in the cloud, narrowly dodging lightning.

**SC. 32 - EXT. DRAGONLANDS - BORDER - SKY - DAY**

Commander Ironhead, the newly recovered cadets, and the rest of the Legion nervously watch the storm cloud and wait. Suddenly, Flash Magnus flies out of the cloud. The Army CHEERS! MATCH CUT WITH:

**SC. 33 - INT. CAVE - CONTINUOUS**

Sweetie Belle, Apple Bloom, and Scootaloo let out the same CHEER.

**166** SCOOTALOO  
Wow. I did like that ending.

**167** RAINBOW DASH  
Tolja! He always inspired me to be my  
brave and awesome self.

She looks at everypony expectantly.

**168** APPLEJACK  
Yeah I guess he kinda reminds me of  
you.

**169** RAINBOW DASH  
You guess?? C'mon! I'm just like him.

**170** RARITY  
Well he is fast. And did you say the  
shield was blue? That's something you  
kind of have in common.

**171** RAINBOW DASH  
I didn't say it was blue. What about  
his bravery? And his loyalty?

Everypony smiles, giving up the ruse.

**172** RARITY  
Rainbow Dash, we're just kidding you.

**173** APPLEJACK  
Hey, d'you hear that?

Everypony stops. Nothing.

**174** APPLE BLOOM  
I don't hear anything.

**175** APPLEJACK  
Exactly. Those gosh darn fly-ders are  
gone! We can get out!

Applejack moves a boulder from the pile blocking the entrance.  
But as soon as she does, more boulders fall in its place.

**176** RARITY  
Or not.

**177** APPLEJACK  
We're gonna have to see if we can get  
out the other way.

**178** SCOOTALOO  
You mean go further into the dark,  
spooky cave?

179 RAINBOW DASH  
Scootaloo, just remember the story.  
You gotta be brave like me and Flash  
Magnus. Ok?

Scootaloo nods. Rarity uses her magic to produce light so they can see. As they bravely but nervously make their way through the dark...

As they move forward, Rainbow Dash hears something up ahead.

180 RAINBOW DASH (CONT'D)  
I hear water!

Everypony freezes. They hear the sound of <RUNNING WATER>.

181 RARITY  
And if there's flowing water, then...

182 APPLEJACK  
It might lead to a way out!

Everypony gallops ahead until they get to the edge of a stream. It continues down a long tunnel but at the end of it we see a little sliver of BRIGHT LIGHT.

183 RAINBOW DASH  
I say we ride the stream until we get  
out of the cave!

184 APPLEJACK  
You guys ready to get out of here?

Everyone nods.

185 RARITY  
Okay, on three. One, two...

186 APPLE BLOOM / SWEETIE BELLE  
/ SCOOTALOO  
Three!!!

All the ponies jump into the fast moving stream.

#### SC. 34 - INT. CAVE - STREAM/TUNNEL - CONTINUOUS

WE FOLLOW their adventure in the water. At one point, Apple Bloom has trouble keeping afloat but Apple Jack uses her strength to keep her above water. Then Scootaloo, who's at the back of the line, starts to drift behind everyone else. Rainbow Dash notices and bravely catches hold of a jutting rock to slow her momentum so she can stay behind with Scootaloo.

After a little while, the CMC's get the hang of it and start enjoying the ride.

As they have to go under water to pop out on the other side, they whoop it up and land in a pond in sun-filled Winsome Falls.

**SC. 35 - EXT. WINSOME FALLS - CONTINUOUS**

They happily climb out of the pond, wet and covered in algae and water lilies. They look around.

**187**                   APPLEJACK  
Well whaddaya know. We found ourselves  
a shortcut to Winsome Falls!

**188**                   SCOOTALOO  
It's never looked so beautiful!

**189**                   RARITY  
Well, almost...

Rarity uses her magic to get the algae off everyone, then magically twists the vines into pretty little flower crowns. Everyone smiles at her gratefully.

**190**                   APPLEJACK  
We really are sorry that our camping  
trip wasn't what we hoped it would be.

The CMC's look at each other and smile.

**191**                   APPLE BLOOM  
Are you kidding?! This trip is  
awesome!

**192**                   RARITY  
(surprised) It is?

The CMC's nod.

**193**                   SWEETIE BELLE  
Sure! We got to hear legendary  
stories, and go on an adventure...

**194**                   SCOOTALOO  
And with a little work, we can set up  
camp right here.

**195**                   APPLEJACK  
Wait, you three want to stay?

**196**                   SWEETIE BELLE/APPLE  
                          BLOOM/SCOOTALOO  
Of course we do!

The girls look around. Sweetie Belle notices some trees that could form a shelter.

**197**                    SWEETIE BELLE  
We could turn those trees into a nice  
little shelter.

She looks at Rarity, who nods and smiles. Apple Bloom turns to Applejack.

**198**                    APPLE BLOOM  
We can get you some big logs and  
branches to help build it.

Scotaloo turns to Rainbow Dash.

**199**                    SCOOTALOO  
And I bet we can find some more  
berries. Come on!

Scotaloo heads towards the dark forest. Rainbow Dash smiles proudly and goes after her.

As everypony sets to work restoring their camp...

**200**                    SCOOTALOO (CONT'D)  
I can't wait to see what happens next  
year!!!

Off everypony <LAUGHING>, WE FADE OUT.

**THE END**