Distribution:

Production:
Lauren Faust
Chris Bartleman
Kirsten Newlands-Davidson
Rob Renzetti
Sarah Wall
Jayson Thiessen
James Wooton
Angela Belyea
Ridd Sorensen
Kimberly Small

Discovery/Hasbro:
Donna Ebbs
Scott Pennington
Chris Mehl

Hasbro Studios:
Stephen Davis
Lisa Licht
Linda Steiner
Mike Riley
Brian Lenard
Robert Fewkes
Sophia Hussain

Habro IP:
Mark Wiesenhahn
Matt Mattus

Hasbro Global Brand:
Valerie Jurries
Michelle Hogue

Hasbro Design:
Liz Knight
Dean Carley

Educational Consultant:
Jordan Brown

MY LITTLE PONY

"Fall Weather Friends"

EP013

Story by

Amy Keating Rogers

As Recorded: March 22, 2010

Teaser

SC. 1 - <u>SWEET APPLE ACRES - DAY</u>

Close on a stake in a horseshoe pit. A blue horseshoe flies in, landing close to the stake.

On RAINBOW DASH as she does a flip, proud of this toss.

1 RAINBOW DASH
Woo hoo!

APPLEJACK stands next to her, impressed. (NOTE: As AJ and RD talk, all of their razzing is light-hearted and fun.)

2 APPLEJACK
Ooooeee! Not a bad pitch for a pony who works with her head in the clouds!

3 RAINBOW DASH
Oh yeah? Think you can do better, cowgirl?

4 APPLEJACK
I *know* I can!

AJ picks up a yellow horseshoe with her mouth and throws it.

AJ's horseshoe lands, but it's not as close as Rainbow's.

On Applejack, wincing in pain.

5 APPLEJACK (CONT'D)
Oh, for pete's sake!

6 RAINBOW DASH
Hah! Looks like this Pegasus can pitch better than the work horse! The object of the game is to get the <u>*closest*</u> to the stake, right?

7 APPLEJACK
Alright, alright. You got another throw there, pony girl.

Rainbow picks up her second horseshoe and throws. This time her horseshoe lands WAY further than Applejack's.

8 APPLEJACK (CONT'D)
Wow, Rainbow, you couldn't hit a barn door with that kinda throw!

9 RAINBOW DASH
Yeah, yeah. I still have the closest throw, Apple-smack! Just try and beat it.

9A RAINBOW DASH (ALT) (CONT'D)
Yeah, yeah. I still have the closest throw! Just try and beat it.

AJ picks up her horseshoe. Her eyes aim at the stake. On the stake. On her eyes. On Rainbow looking nervous. AJ exhales through her nostrils and gives a hearty throw.

The horseshoe rings right around the stake.

10 APPLEJACK
Yee haw! It's a ringer!

Rainbow looks disappointed. AJ kicks up her hooves.

11 APPLEJACK (CONT'D)
That's how we do it down here on the farm!

12 RAINBOW DASH
(under her breath)
I lost.

13 APPLEJACK
Aw, don't feel bad, Rainbow. It's all in good fun!

14 RAINBOW DASH
(under her breath)
I hate losing.

15 APPLEJACK
Besides you're a mighty good athlete...I'm just better!

AJ cracks up at her joke as she continues to kick up her hooves. Rainbow is looking more annoyed.

16 RAINBOW DASH
Alright, Applejack. You think **you're** the top athlete in all of Ponyville...

17 APPLEJACK
Well, I was going to say in all of Equestria, but that might be gildin' the lily.

18 RAINBOW DASH
And I think **I'm** the top athlete.
So...Let's prove it.

19 APPLEJACK
Prove what?

20 RAINBOW DASH
I challenge you to an Iron Pony Competition! A series of athletic contests to decide who's the best, once and for all!!

Applejack gets a competitive glimmer in her eye.

21 APPLEJACK
You know what, Rainbow? You're on!

CUT TO:

MY LITTLE PONY TITLE SEQUENCE

TRANSITION TO:

ACT I

SC. 2 - <u>SWEET APPLE ACRES - LATER</u>

TWILIGHT(with SPIKE on her back) and AJ talk while Rainbow is stretching out her hamstrings, like an athlete before a big game. AJ keeps trying to answer, but Rainbow keeps popping up, interjecting.

Push in on Twilight and AJ as they talk. We only see Rainbow when she pops back up.

22 TWILIGHT
So you two are doing what now?

23 APPLEJACK
An...Iron #

Rainbow pops up.

24 RAINBOW DASH
Iron Pony Competition.

She pops back down.

25 APPLEJACK
See, we've set up a bunch of events to decide which one of us is...

Rainbow pops up again.

26 RAINBOW DASH
The most athletic pony...

She drops back down. And then back up again.

27 RAINBOW DASH (CONT'D)
Ever!

Rainbow pops back down.

28 TWILIGHT
And I'm here to...?

Rainbow pops up. But this time she's stumped.

29 RAINBOW DASH
Ah...er...I don't know. Why is she here?

30 APPLEJACK
To be our judge and keep score.

31 RAINBOW DASH
Right! Somepony's gotta record my awesomeness for the history books!

Rainbow drops back down to stretch. Applejack and Twilight give each other a look.

SC. 3 - <u>SWEET APPLE ACRES</u>

Dramatic pan over the orchard, like in the Olympics, where we see a variety of the courses laid out: the Rodeo Barrel Weave, Buck the Bell, hay bails in a field, a corral for Bronco Bucking, and steeplechases.

32 SPIKE (V.O.)
Hello everypony and welcome to the First Annual Iron Pony Competition!

Twilight gives Spike a raised eyebrow. She gestures with her head at the empty orchard.

33 TWILIGHT
Spike, who are you talking to?

Spike looks defeated as he looks out but then lightens up.

34 SPIKE
Them!

PINKIE PIE, RARITY, and FLUTTERSHY walk up.

35 PINKIE PIE
Are you guys havin' a party without ME?

36 TWILIGHT
No, Pinkie, Rainbow and Applejack are having a little contest.

37 SPIKE
The First Annual Iron Pony Competition!

38 PINKIE PIE
Sounds fun! Can we watch?

39 APPLEJACK
Abso-too-lutely! #

40 RAINBOW DASH
I love performing for an audience!

41 SPIKE
Let the games begin!

SC. 4 - <u>BARREL WEAVE</u>

Applejack is at the starting line of the Barrel Weave. She's very serious and digs her hooves into the dirt.

On Twilight and Spike. Spike holds a stop watch.

42 TWILIGHT
Ready. Set. Go!

Spike starts the stopwatch as Applejack takes off, full speed. Rainbow takes to the air to watch from above. The other ponies watch with excitement.

Applejack weaves quickly, this way and that, racing past the barrels. She looks like she's going to run into one, but turns just in time, skimming right past.

She's about to go around her last barrel. But this one she gets a little too close, and nudges it just a bit.

43 APPLEJACK
Dagnabbit!

But she digs in harder to get to the finish line. When she crosses, Spike stops the stopwatch.

Rainbow flies down to the front of the course near Twilight.

44 TWILIGHT
Time, Spike?

45 SPIKE
17 seconds.

46 APPLEJACK
You're kiddin'! That breaks my record from last year's rodeo!

47 SPIKE
But you got a 5 second penalty for nudging the barrel.

48 APPLEJACK
Nuts and chews! Still, that's 22 seconds. Not too shabby.

Rainbow looks a little nervous. Applejack nudges her.

49 APPLEJACK (CONT'D)
Hey, don't be nervous. Remember, it's all good fun! Now get on up there! #

Rainbow walks up to the starting line. She shakes off her nervousness and focuses.

50 TWILIGHT
Ready. Set. Go!

Spike starts the stopwatch as Rainbow takes off like a shot. She runs super fast, dodging around the barrels.

SLO-MO shot of her skimming right past, but not touching.

Back to real time as she spies the finish and races hard to the end, crossing the finish line.

Spike stops the stopwatch.

51 APPLEJACK
Whew! That was some fancy hoofwork there, Rainbow! #

52 RAINBOW DASH
Thanks. But I couldn't have been as fast as you.

53 APPLEJACK
What was the time on that, Spike?

Spike looks at the stopwatch, stunned.

54 SPIKE
18 seconds!

Rainbow's jaw drops. Applejack smiles and nudges her.

55 APPLEJACK
18 seconds! Rainbow, are you sure you're not secretly a rodeo pony?

56 TWILIGHT
Rainbow Dash wins the Barrel Weave!

On Fluttershy as she flies up to a baseball-style scoreboard and puts a "1" by Rainbow's name.

57 RAINBOW DASH
I can't believe I won.

58 APPLEJACK
(playfully)
Yeah, well, don't you go gettin' used to it!

SC. 5 - <u>BUCK THE BELL</u>

Rainbow stands with her back to a Carnival Bell Ringer. She kicks her leg back and rings the bell. DING!

59 PONIES
Woo hoo!/Nicely done!/Wow, Rainbow!

Applejack walks up to the bell ringer.

60 APPLEJACK
Mighty respectable, but let me show you how it's really done.

She turns around and with all her might, bucks the target, knocking the bell clear off!

The ponies all watch as the bell soars through the sky. Applejack struts triumphantly past Rainbow, who is impressed.

61 APPLEJACK (CONT'D)
Years of Applebucking.

She kicks the tree that Rainbow Dash is under with her back legs and a couple of apples falls on Rainbow's head.

Fluttershy flies a "1" up to Applejack's name.

SC. 6 - <u>BRONCO BUCKING</u>

CLOSE on Spike, looking frightened.

62 SPIKE
Why me?

Pull out to reveal that he's on Applejack's back.

APPLE BLOOM, BIG MCINTOSH, and GRANNY SMITH are watching too.

63 TWILIGHT
GO!

Applejack starts bucking in true rodeo fashion, trying to knock Spike off.

64 SPIKE
Woah! Woah! Woah! Woah!

The ponies CHEER as AJ bucks him into the air and he falls into a big pile of fluffy hay.

65 SPIKE (CONT'D)
Ouch.

Rainbow walks up to him, somewhat threateningly.

66 RAINBOW DASH
Ready for another pony ride?

Spike looks up scared.

67 SPIKE
No.

CUT TO:

Rainbow with Spike on her back.

68 TWILIGHT
Go!

Rainbow does a quick, comical shake up and down like a jackhammer.

69 SPIKE
Guhguhguhguhguhguh!

And Spike flies off, flying past Twilight.

70 TWILIGHT
Rainbow Dash wins the Bronco Buck!

On Spike walking by rubbing his butt.

71 SPIKE
And I lose.

Fluttershy places a "2" in Rainbow's row.

SC. 7 - <u>LASSO</u>

Spike standing in the corral, looking defeated.

Rainbow and AJ spin their lassoes. AJ is really good while Rainbow is terrible. AJ throws her rope and lassoes Spike.

72 SPIKE
How do I get roped into these things?

AJ looks at Rainbow, now completely tangled in her rope.

73 RAINBOW DASH
Does this count?

Applejack gives her an eyebrow raise.

A “2” goes in Applejack’s row.

SC. 8 - <u>VARIOUS GAMES</u>

Quick cuts as AJ and Rainbow go through a bunch of events.

With each event, the crowd watching gets bigger and bigger.

AJ and RD bounce balls on their heads (like soccer players). Rainbow is clearly much better at this.

A “3” goes in Rainbow’s row.

AJ and RD each pick up a hay bale with their mouth and toss it. Applejack’s beats Rainbow’s by a few inches.

A “3” goes by Applejack’s name.

Rainbow and Applejack are hoof wrestling. They are both intense and sweating. Rainbow gets the upper hoof and wins.

A “4” attaches in Rainbow’s row.

Two footballs are set up to kick. AJ and Rainbow run up and kick at the same time. The balls sail through the sky, but as Rainbow’s descends, AJ’s continues into the distance.

A “4” goes in Applejack’s place.

Applejack and Rainbow are up on barrels, walking on them towards a finish line. Rainbow speeds up and wins.

A “5” goes up for Rainbow.

AJ and Rainbow sit calmly playing chess. Rainbow picks up a piece with her mouth and moves it. AJ then picks up a piece and knocks Rainbow’s down.

74 APPLEJACK
Checkmate.

A “5” goes up for Applejack.

CUT TO:

SC. 9 - <u>SWEET APPLE ACRES</u>

Close on Spike.

75 SPIKE
Fillies and gentle colts, at the halfway point, our competitors are tied at five and five.

Pull out to show Twilight giving him a look.

76 TWILIGHT
Who are you talking to?

Spike gestures out.

77 SPIKE
THEM!

A huge crowd has gathered as Rainbow and AJ prepare to run the steeplechase course. A bell RINGS and they take off. Both are making the jumps very smoothly, evenly matched. AJ then takes the lead for the last jump, a high hedge. AJ jumps, but comes up short, landing in the hedge, with her head on one side and her tail on the other.

Rainbow makes the jump and sees that she’s going to miss too. Looking behind her, AJ sees this as well.

Seeing that she’s about to crash, Rainbow flaps her wings and sails over the hedge. AJ’s jaw drops at the sight of this.

Fluttershy flies a “6” up to Rainbow’s name. AJ scowls, then calms down.

78 APPLEJACK
(to herself)
Remember, it’s all in good fun.

On AJ and RD’s heads are side by side and bob up and down, in and out of the scene. Reveal that they are doing push-ups.

79 TWILIGHT
90, 91, 92, 93, 94, 95...

AJ and RD begin to slow down, struggling with these last few.

80 TWILIGHT (CONT’D)
96...97...98...99...

AJ gives up and collapses. Rainbow is determined to get one more. But she just can't do it.

81 RAINBOW DASH
Er...er...

She gives a little wing flap and finishes the push-up. AJ sees this and her eyes grow wide again.

82 APPLEJACK
Huh!

83 TWILIGHT
100!

84 RAINBOW DASH
YES!

A "7" goes in Rainbow's row. AJ looks irritated.

85 APPLEJACK
(to herself)
Be a good sport, Applejack.

AJ and Rainbow balance on fences, side by side, walking across. They are close to the finish. But then Rainbow stumbles a bit and is about to fall. She quickly uses her wings, using them like a balancing pole, to regain her balance, quickly reaching the end before AJ. AJ sees this and falls off the fence.

86 RAINBOW DASH
And that's how it's done!

AJ blows steam out her nostrils.

87 APPLEJACK
(to herself)
Just a *friendly* competition.

Quick cuts as we go through Rainbow winning over and over.

AJ and Rainbow hold heavy saddlebags. Both strain and are about to buckle under the weight. AJ falls, but Rainbow flaps her wings to stay standing.

The long jump. AJ runs full speed and jumps. She lands in the dirt making a mark. She sees that she's gone a good distance.

88 APPLEJACK (CONT'D)
Yes!

Rainbow starts her run and jumps. As she sails forward, she sees that she's going to land short of AJ's mark.

She begins to descend, but just before her feet land short of the mark, she flaps herself up into a little air-hop over AJ's mark.

AJ and Rainbow both have baby chicks piled on their bodies. They have an even number of chicks and are about the carry them across. But there isn't enough room on AJ's back and the AJ's look nervous as they go over the puddle. Some are about to fall when RD unfurls her wings reaching over to AJ. AJ's chicks abandon her and jump onto RD, spreading out across her wings.

DISSOLVE TO:

Close on a flag tied to a rope. Pull out to reveal that the rope is over a mud pit. Rainbow and AJ are on either side with the rope in their mouth. Twilight stands in the middle with Spike on her back. The crowd watches behind them.

89 TWILIGHT
Alright you two, this is the final event. Give it all you've got!

Spike waves a flag and the two start tugging. It goes back and forth between Rainbow and AJ, but then AJ digs in with her strong legs and really starts pulling.

90 SPIKE
Looks like the work horse might come out ahead in this one.

AJ pulls and pulls, drawing Rainbow closer and closer to the mud pit. Rainbow's eyes grow wide. AJ sees the fear in Rainbow's eyes and smiles a bit. She pulls even harder, dragging Rainbow inches away from the mud.

91 PONIES
GASP! #

But then Rainbow uses her wings to pull back, moving AJ towards the pit. Now it's AJ whose getting dragged towards the mud as Rainbow flaps her wings. Rainbow then takes to the air, lifting AJ right off the ground and dangling her above the mud pit. Applejack is now furious.

92 APPLEJACK
(with rope in her mouth)
That's not fair! You can't use your wings to help you win!

93 RAINBOW DASH
(with rope in her mouth)
Huh?

94 APPLEJACK
You're cheating!

95 RAINBOW DASH
I can’t understand you with that rope in your mouth.

AJ opens her mouth and hovers in the air for a second...

96 APPLEJACK
I said...

Beat and a look to camera as she realizes she’s hovering.

97 APPLEJACK (CONT’D)
Uh oh!

She then zips quickly down and falls in the mud.

Rainbow drops the rope and flies over to the scoreboard. She places the final placard with a ‘15’ under her name. Applejack’s score is still stuck at ‘5’.

98 RAINBOW DASH
Woohoo! I win by a landslide!

On AJ in the mud, fuming.

99 RAINBOW DASH (CONT’D)
Or a MUDslide, in your case!

Rainbow flips in the air.

100 RAINBOW DASH (CONT’D)
I am the Iron Pony!

101 APPLEJACK
Only ‘cause you cheated!

102 RAINBOW DASH
(offended)
What?

Rainbow flies down.

103 APPLEJACK
You used your wing power to help win over half those contests!

104 RAINBOW DASH
Sounds like sour apples to me.

105 APPLEJACK
Are you sayin’ you DIDN’T use your wings?

106 RAINBOW DASH
Well...no. But you never said I couldn’t use my wings!

107 APPLEJACK
I didn't think I NEEDED to tell you to play fair!

108 RAINBOW DASH
I still would have won even without my wings.

109 APPLEJACK
Ha, Prove it! #

110 RAINBOW DASH
Gladly. How?

111 APPLEJACK
Tomorrow's the annual "Running of the Leaves." I challenge you to race me in it. #

112 RAINBOW DASH
Pheh. Easy, shmeasy.

113 APPLEJACK
Hold on. There is ONE condition.

114 RAINBOW DASH
Condition?

115 APPLEJACK
The point is to RUN. So NO WINGS ALLOWED.

116 RAINBOW DASH
No wings, no problem. You're on!

MUSIC STING as AJ and Rainbow stare each other down.

END ACT I

ACT II

SC. 10 <u>EXT. GOLDEN OAK LIBRARY - THE NEXT DAY</u>

The tree is now covered in autumn leaves. Twilight, with Spike on her back, heads into town. Spike is clearly in a hurry and is trying to spur her on into Ponyville.

117 SPIKE
Twilight, hurry up! We're gonna be late for the race!

118 TWILIGHT
It's not just a race, Spike. The Running of the Leaves is a very important event in Equestria.

SPIKE
Yeah, yeah, important.

TWILIGHT
Although Rainbow and Applejack seem to be focused more on the “racing” part with their little competition.

119 SPIKE
Little competition! This is the race of a lifetime! So c’mon! Giddyup!

120 TWILIGHT
Why are you so excited about the race? It’s only for ponies.

121 SPIKE
Yeah, but I’m hoping I can be the announcer again! Did you hear how great I was yesterday during the Iron Pony Competition? I think I really have a natural talent for broadcasting! Just listen.

Spike poses on Twilight’s back, looking very official.

122 SPIKE (CONT’D)
(in announcer voice)
Fillies and gentle colts! Welcome to the Annual...(running of the...)

But as Spike speaks, another voice begins to overlap his projecting loudly over the square.

123 PINKIE PIE
(overlap)
Welcome to the Annual Running of the Leaves!

Spike’s face drops as they enter the square and see Pinkie Pie standing in her balloon hovering above the square, speaking into a megaphone. On the side of the balloon it says, “P-Eye in the Sky!”

124 PINKIE PIE (CONT’D)
This is Pinkie Pie, your official “P-Eye in the Sky” announcer! As everypony knows, the Run is a very important tradition, for without it, the autumn leaves of Equestria would never fall! So get ready, ponies! The Running of the Leaves will begin in 5 minutes!

On Twilight and Spike. Spike looks defeated.

125 TWILIGHT
Sorry Spike. I guess that job's already taken.

SC. 11 <u>PONYVILLE SQUARE - DAY - CONTINUOUS</u>

Twilight and a sad Spike continue into the square, which is completely decorated in fall colors. All the trees are covered in orange and yellow leaves. A huge "Running of the Leaves" banner hangs above the starting line.

All of the competing ponies have numbers tags on their bodies. At the front is AJ, stretching. Rainbow walks confidently up.

126 RAINBOW DASH
Pardon me, excuse me. Make way for the Iron Pony.

Applejack rolls her eyes.

127 APPLEJACK
The Iron PHONY, you mean.

Rainbow Dash scowls.

128 RAINBOW DASH
So, Applejack, you ready to win...second place?

129 APPLEJACK
I'm ready to run a good, clean race.

Rainbow scoffs.

130 RAINBOW DASH
Yeah, yeah.

131 APPLEJACK
And by RUNNING, I mean only using your LEGS. YOU ARE NOT ALLOWED TO USE YOUR WINGS!

132 RAINBOW DASH
Alright, alright! I got it! Besides, I could win this race with both wings tied behind my back!

Applejack gets a little gleam in her eye.

JUMP CUT TO:

Rainbow completely tied up with her wings behind her back. Applejack is finishing tying the rope.

133 APPLEJACK
Trussed up like a turkey. Well, a turkey who can't fly, that is!

134 RAINBOW DASH
Very funny.

135 APPLEJACK
'Least now we're racing fair and square.

On Pinkie Pie above in her balloon.

136 PINKIE PIE
Racers! The Running of the Leaves is about to begin. Please take your positions!

Spike comes up below, bashfully.

137 SPIKE
Um, Pinkie Pie?

138 PINKIE PIE
Hey Spike! What's up? Oh wait, it's me! I'm up! Tee hee!

139 SPIKE
Um, yeah, um, I know you're doing the announcing today and stuff. #
And I'm sure you're going to do a great job but I was just wondering...

140 PINKIE PIE
What?

Spike gets embarrassed and turns away.

141 SPIKE
Aw, forget it.

Pinkie Pie's eyes light up.

142 PINKIE PIE
Spike! Would you like to be my co-reporter? We could comment on the action together!

Spike turns around excited.

143 SPIKE
We could?

Pinkie lowers down a rope.

144 PINKIE PIE
Climb on up!

Over with Applejack and Rainbow, they are positioning themselves when Twilight makes her way up in the crowd.

145 APPLEJACK
Twilight? What in tarnation are you doing up here?

146 TWILIGHT
I'm racing.

Rainbow busts out LAUGHING.

147 RAINBOW DASH
Bahahahahaha! Good one, Twilight.

148 TWILIGHT
I'm not joking.

149 RAINBOW DASH
What? But you're not an athlete. You're a... Well, you're an *egghead!*

150 TWILIGHT
I am not an egghead! I am well-educated and well-read.

Rainbow leans in to Applejack.

151 RAINBOW DASH
(softly)
Egghead.

Applejack tries not to laugh.

152 APPLEJACK
But have you ever run a race?

153 TWILIGHT
Well, no. But I do know a lot about running.

154 RAINBOW DASH
And you know this from...

155 TWILIGHT
Books.

Applejack and Rainbow give each other knowing looks.

156 TWILIGHT (CONT'D)
I've read several on the subject.

Rainbow busts up LAUGHING again.

157 RAINBOW DASH
What'd you read? "The Egghead's Guide to Running?"

Rainbow falls over she's laughing so hard. She can barely speak.

158 RAINBOW DASH (CONT'D)
Did...did...did you stretch out your EYE muscles to warm up?

Twilight looks at AJ, who is still trying not to laugh.

159 TWILIGHT
Scoff if you must, Rainbow, but the Running of the Leaves is a Ponyville tradition. And since I am here to learn, I decided I should experience it myself.

160 APPLEJACK
Well, I think that's just dandy, Twilight. Good luck.

Rainbow struggles to get up and catch her breath.

161 RAINBOW DASH
Yeah, see you at the finish line...TOMORROW!

Rainbow continues to LAUGH. Applejack fights not to snicker.

Rainbow, AJ, Twilight, and the ponies position themselves.

Pinkie and Spike hover near the starting line.

162 PINKIE PIE
Alright ponies! Are you ready!

Rainbow and Applejack are side by side right at the front.

Rainbow eyes Applejack.

163 SPIKE
Get set!

Applejack gives a quick look to Rainbow and hunkers down.

BELL RING!

All the ponies take off in a big herd.

164 PINKIE PIE
And they're off!

As the ponies run out of Ponyville square, they head into grove with widely spaced trees. Leaves come showering down as the ponies thunder forward.

SC. 12 <u>BALLOON - DAY - CONTINUOUS</u>

On Pinkie and Spike flying through, giving above shots of the leaves coming down. As they talk, they sound like "parade float coverage" announcers.

165 PINKIE PIE
Welcome to the official coverage of the Running of the Leaves. You know, Spike, despite its name, the leaves don't do any of the actual running. No, that's left to my little ponies!

166 SPIKE
(a little thrown)
Why... yes, Pinkie. It's the running of the ponies that causes the leaves to fall.

Pinkie shakes her head disapprovingly.

PINKIE PIE
Those lazy, lazy leaves..

Pinkie and Spike's style now turns more "sports coverage."

167 PINKIE PIE (CONT'D)
But this year, the run is about more than the weather. It's about the race to the finish and two runners who want to win it, Applejack and Rainbow Dash.

168 SPIKE
You know, Pinkie, these two ponies have a bit of a grudge match they're trying to settle, trying to prove whose the most athletic.

PINKIE PIE
Yes, and grudge rhymes with fudge.

SPIKE
Yes it d(oes)...Um...what?

PINKIE PIE
And I like fudge. But if I eat too much fudge I get a pudge and then I can't budge.

SPIKE
So...no fudge?

169 PINKIE PIE
Oh, no thanks. I had a big breakfast. And speaking of breaking out fast, let's check in with our two competitive ponies, Applejack and Rainbow Dash.

SC. 13 <u>EQUESTRIA - DAY - CONTINUOUS</u>

On Applejack and Rainbow, who have quickly pulled ahead of the pack. Pinkie and Spike swoop down for the view. Pinkie switches to "horse race announcer" mode.

170 PINKIE PIE
Having come fast out of the gate, Applejack and Rainbow Dash are evenly matched, running neck and neck.

Applejack and Rainbow run side by side, each trying to focus forward, but giving each other worried glances now and then.

Applejack inches forward a bit.

171 PINKIE PIE (CONT'D)
But what's this? Applejack is making a move. She's now ahead by a nose.

Rainbow Dash sees this and runs harder, inching ahead.

172 PINKIE PIE (CONT'D)
But Rainbow Dash won't let Applejack have it and takes the lead. *She's* ahead by half a nose! Or maybe 3/4 of a nose. No, about 63.7 % of a nose.

Spike gives her a look.

PINKIE PIE (CONT'D)
Roughly speaking.

Applejack really pushes. Close on her strong legs as she races hard past Rainbow, shaking many leaves down.

173 PINKIE PIE (CONT'D)
Applejack sees this move and plunges forth with her strong work horse legs, showering Rainbow with leaves and leaping ahead by 350 noses!

Rainbow looks worried and looks back at her tied up wings.

On Applejack as she smiles, running hard.

174 APPLEJACK
(to herself)
Not so easy without wings, is it?

On Rainbow.

175 RAINBOW DASH
(to herself)
C'mon, Rainbow. Show 'em a little Dash!

She digs in and races forward, catching up with AJ.

On Pinkie and Spike.

176 SPIKE
Hold your horses, Pinkie! Rainbow Dash is catching up to front runner Applejack!

177 PINKIE PIE
What an upset! I thought Applejack had this in the bag!

Rainbow and AJ are now running side-by-side.

178 RAINBOW DASH
You didn't think I was gonna let you off that easy did you?

AJ gives Rainbow a look and then suddenly trips and falls.

179 APPLEJACK
Whoa!

Rainbow continues to run and AJ watches her go in shock.

As she recovers, the other ponies go running past.

180 APPLEJACK (CONT'D)
I don't believe it!

Twilight trots up leisurely looking at the falling leaves.

181 TWILIGHT
I know! It's beautiful, isn't it!

182 APPLEJACK
Not the scenery, Twilight! Rainbow Dash just tripped me!

183 TWILIGHT
She did not.

184 APPLEJACK
She did too!

185 TWILIGHT
She did not and if you slowed down and looked where you are going, like me, you'd see that you tripped over a rock.

186 APPLEJACK
What?

Twilight kicks a rock that sticking out of the ground.

187 APPLEJACK (CONT'D)
Aw hayseed!

AJ hurries to get up and looks at the ponies way ahead.

188 APPLEJACK (CONT'D)
Now I got a lot of ground to make up to catch Rainbow!

Applejack takes off in a flash.

189 TWILIGHT
Just be careful!

Twilight continues her slow pace as she looks about.

SC. 14 - <u>EQUESTRIA - DAY</u>

Rainbow is running hard but then looks to see that nobody is around her. She slows her pace down to a more casual run.

190 RAINBOW DASH
Hah! I told her I didn't need wings!

But then AJ zips past her at full speed.

191 APPLEJACK
(calling back as she runs)
See you at the finish line!

192 RAINBOW DASH
Wha!

Up with Spike and Pinkie.

193 SPIKE
I don't believe it! After a huge setback, Applejack is back at the front of the pack!

193A PINKIE PIE #
(over the top with enthusiasm)
She's the head of the pack, alright! The pick of the litter! The cat's pyjamas!
(then confused and quiet)
Wait. Why would Applejack take some poor kitty's pj's? That's not very sporting of her.

193 B SPIKE #
(baffled)
Okaaaay...let's get back to the race.

Down below, Rainbow speeds up, catching up to AJ, and starts to pass her.

194 RAINBOW DASH
Not so fast, Applejack! This race isn't over yet! #

195 APPLEJACK
It is for you!

AJ digs in and goes to pass Rainbow. Rainbow trips and falls. AJ keeps running. Rainbow is now stunned.

196 RAINBOW DASH
I don't believe it! Applejack tripped me!

The other ponies run by and Twilight comes trotting up again.

197 TWILIGHT
Don't you ponies ever look where you're going? You tripped on a rock! See?

She gestures to an even bigger rock in the ground.

198 RAINBOW DASH
Oh, I see. A big cheater is what I see. Wasn't enough to tie my wings back. Now she has to trip me! #

199 TWILIGHT
Rainbow! Applejack would never cheat! It was just an accident.

200 RAINBOW DASH
(unconvinced)
Sure it was.

Twilight gives her a look and Rainbow changes her attitude.

201 RAINBOW DASH (CONT'D)
I mean, yeah, I'm sure it was!

202 TWILIGHT
Remember, Rainbow, this is just a game.

Twilight takes off to run. Rainbow begins to simmer again.

203 RAINBOW DASH
Yes, but the rules have changed. And two can play at that game!

END ACT II

ACT III

SC. 15 <u>EQUESTRIA - DAY</u>

Shot of the ponies running past a beautiful waterfall. Leaves are showering down from the tall trees. Pinkie and Spike come flying in. The sign on the balloon now has an "S" added in front of "P-Eye" so it say's "SP-EYE."

204 PINKIE PIE
Welcome back, Ponyvillians, it's me, Pinkie Pie...

205 SPIKE
And Spike!

206 PINKIE PIE
Reporting as your SP-EYES in the Sky!

207 SPIKE
Let's check in with our front runners in this race, Applejack and Rainbow Dash.

They swoop over the ponies, up to the head.

On the ground, Rainbow is making her way back to the front.

208 SPIKE (CONT'D)
Looks like Rainbow's doing her best to catch up.

208 A PINKIE PIE #
I'm not sure how ketchup is going to help her in this contest. Now in a hot dog eating contest it could help make them doggies nice and slippery but personally I prefer mustard. How about you, Spike?

Spike is lost trying to follow Pinkie.

208 B SPIKE #
Uuuhh... I like pickles???

Pinkie snaps back into announcer mode.

208 C PINKIE PIE #
Aaannnd it looks like Applejack has found <u>herself</u> in quite a pickle as Rainbow overtakes her!

Down below, Rainbow whizzes past Applejack.

209 RAINBOW DASH
Look, ma, no wings!

AJ scowls and tries to catch up. RD, AJ, and the runners enter a thick wooded area that the balloon can't go into.

210 SPIKE
As the racers enter Equestria's Whitetail Wood, Rainbow Dash is back in the lead!

SC. 15 <u>WHITETAIL WOOD - DAY - CONTINUOUS</u>

Going through some thick trees, Rainbow sees a low branch. Rainbow sees that AJ is close behind.

211 RAINBOW DASH
Heh, heh, heh.

Rainbow pushes the branch back with her head as she runs past and purposely releases the branch, snapping it right in AJ's face and knocking her down.

212 APPLEJACK
Ow! Rainbow!

AJ looks at Rainbow, who is looking back as she runs. Rainbow blows a raspberry at AJ.

213 RAINBOW DASH
Pbbbbbbbbbbt!

AJ is shocked.

214 APPLEJACK
<GASP>! Why that little cheater #
did that on purpose!

AJ looks at the branch that downed her and then smiles.

215 APPLEJACK (CONT'D)
It's ON!

She gets up and positions her butt on the branch, pushing it back.

Up with Rainbow, she races alone, clearly proud of herself.

216 RAINBOW DASH
Nice one, Rainbow!

Suddenly, Applejack comes whizzing past, having been catapulted by the branch.

217 APPLEJACK
Later!

Rainbow grimaces and starts running harder.

218 RAINBOW DASH
Grrrrrrrr!

Rainbow runs even harder.

Up with AJ, running fast. She looks back to see Rainbow catching up. She turns back and spies a beehive up in a tree. Applejack gets a gleam in her eye.

AJ runs over and bucks the beehive down out of the tree. She then takes off in a flash just as Rainbow runs up and the beehive falls down on her.

219 RAINBOW DASH (CONT'D)
AAAAH!

AJ is up ahead, gloating when Rainbow comes speeding past with a trail of bees behind her.

Rainbow stops fast (like putting on the brakes) and the bees continue on, whizzing past her.

220 RAINBOW DASH (CONT'D)
Phew!

Rainbow sees the racecourse sign and changes the direction. She hides as AJ runs up and turns down the wrong way. Rainbow turns the sign back as the rest of the racers come thundering by, showering leaves down. At the tail end is Twilight, still trotting calmly along looking about.

221 TWILIGHT
Oh my! Whitetail Wood is just lovely!

She notices Rainbow.

222 TWILIGHT (CONT'D)
Hey Rainbow! Shouldn't you be up ahead?

223 RAINBOW DASH
(snickering)
I changed the sign so Applejack's running the wrong way. I'm sure to win now!

224 TWILIGHT
Except that all the other racers just passed you.

Rainbow's eyes widen.

225 RAINBOW DASH
Oh horse apples! See ya!

Rainbow takes off in a flash, leaving Twilight in the dust.

Out with AJ, she is now in a thick, rocky area with no trees. She has a good view from above. Pinkie and Spike fly in.

226 PINKIE PIE
Applejack! What are you doing up here?

227 SPIKE
There aren't even any trees!

228 APPLEJACK
I know but the sign pointed this way...

AJ looks down into the trees and sees Rainbow's mane and tail whizzing through the other ponies.

229 APPLEJACK (CONT'D)
Rainbow!

AJ looks at the balloon.

230 APPLEJACK (CONT'D)
Mind givin' me a lift?

Down on the course, Rainbow is back in the lead when AJ comes flying in, dangling from the balloon. They land her beside Rainbow, falling right in step, racing by her side.

231 RAINBOW DASH
What the hey? You said no flying!

232 APPLEJACK
No, I said "No Wings!"

Applejack digs in and races ahead, showering leaves down on Rainbow, who is very annoyed.

LEAF WIPE TO:

SC. 12 <u>EQUESTRIA - A LITTLE LATER</u>

Pinkie and Spike fly above Equestria.

233 PINKIE PIE
I must say, Spike, that this has been the most interesting Running of the Leaves in Equestria history.

SPIKE
(to himself)
With the most interesting announcing...

234 PINKIE PIE
But it isn't the running that's been fascinating, it's the LACK of running. We've seen Sap Traps...

Applejack kicks a hole in a tree, sending a gooey sap onto the ground. Rainbow runs right into it and sticks. AJ races off as Rainbow struggles to get out. The rest of the ponies run around her. Twilight catches up and tries to pull Rainbow out.

235 PINKIE PIE (CONT'D)
Cyclones...

Rainbow, still a little sticky, runs around and around in a circle causing a cyclone of dirt. She whips herself out and runs off just as AJ comes running in. AJ gets swept up. The other ponies catch up and go around. The cyclone dissipates, AJ emerges dizzy in front of a surprised Twilight.

236 PINKIE PIE (CONT'D)
And Slides. Oh my!

AJ slides down a hill causing the rocks and dirt to fall. AJ watches as the landslide catches Rainbow. Rainbow tries to continue running, but instead just runs on top, as if marbles were thrown on the ground. She is getting nowhere. AJ is laughing at the sight, but then the slide catches her too and she ends up skating around in place as well.

The other ponies catch up again and go around this mess.

AJ and Rainbow finally land on their bellies, spinning around as Twilight runs up again.

237 TWILIGHT
Forgive me, girls. I know I'm not an athlete, but shouldn't the Running of the Leaves actually involve running?

Twilight carefully walks through the debris and runs off.

Rainbow and Applejack look at each other.

238 RAINBOW DASH
You know, I think Twilight's right.

239 APPLEJACK
You do?

240 RAINBOW DASH
Yeah. If you wanna beat me, you better...

Rainbow stands up and takes off in a FLASH.

241 RAINBOW DASH (CONT'D)
(calling behind)
RUN!!!

Applejack stands and takes off as well.

SC. 13 - <u>PONYVILLE - DAY - A LITTLE LATER</u>

Applejack and Rainbow are racing side by side as they head back into Ponyville.

Pinkie and Spike fly in.

242 PINKIE PIE
Well, Ponies of Ponyville, we are now in the home stretch of the Running of the Leaves.

243 SPIKE
Yes, Pinkie, and it has been a nail biter!

243 A PINKIE PIE #
Ooh! I don't have nails. What's a nail biter? Is that like a...

Pinkie Pie demonstrates each of the following.

234 B PINKIE PIE #
Tail trembler? Or a hoof shaker? Or an eye twitcher?

234 C SPIKE #
Pinkie! The race!

234 D PINKIE PIE #
Oh right!

Pinkie goes back into "horse race announcer" mode.

244 PINKIE PIE #
Once again, Rainbow Dash and Applejack are neck and neck, jockeying for position.

Applejack inches ahead.

245 PINKIE PIE (CONT'D)
Applejack inches ahead.

Then Rainbow.

246 PINKIE PIE (CONT'D)
Now it's Rainbow.

From the ponies POV, Ponyville Square, and the finish line, are in sight. Applejack speeds up.

247 PINKIE PIE (CONT'D)
It's Applejack.

Back and forth it goes, with one inching up than the other.

248 PINKIE PIE (CONT'D)
It's Rainbow Dash...it's Applejack ...it's Rainbow Dash...it's Applejack.

Rainbow can't stand it and nudges Applejack a bit.

249 SPIKE
Oh no, she di'in't!

Applejack shoves back.

250 PINKIE PIE
Oh yes she di'id!

The two shove back and forth and back again.

251 APPLEJACK
Cut it out!

252 RAINBOW DASH
No, you cut it out!

253 APPLEJACK
You started it!

254 RAINBOW DASH
And now I'm gonna finish it!

Rainbow races ahead. AJ grabs her tail and pulls her back.

255 APPLEJACK
Oh no you won't!

Applejack runs ahead, but Rainbow pulls HER tail back.

256 RAINBOW DASH
Oh yes I will!

Rainbow runs ahead. AJ goes to grab her tail, but grabs the rope around Rainbow's wings instead. She pulls the rope, loosening it from Rainbow's wings. Both of them tumble.

Rainbow sees the rope is loose. Her eyes light up wildly.

257 RAINBOW DASH (CONT'D)
That's it! All bets are off!

Rainbow unfurls her wings and is about to take off. But AJ stands up and tackles her.

258 APPLEJACK
Oh no you don't!

The two fall on the ground in a scuffle. A big dust cloud of hooves and tails rolls their way closer to the finish line.

259 PINKIE PIE
It's Applejack! It's Rainbow Dash!
It's Applejack! It's Rainbow Dash!

They roll right over the finish line. They continue to scuffle as the dust clears.

260 RAINBOW DASH
I won!

261 APPLEJACK
No, I won!

262 RAINBOW DASH
NO! I WON!

263 SPIKE
YOU TIED!

Rainbow and Applejack freeze in their scuffle. They remain frozen in this position for this next section.

264 RAINBOW DASH/APPLEJACK
TIED!!!

265 APPLEJACK
For First?

266 PINKIE PIE
FOR LAST!!!

267 APPLEJACK
Last?!

268 RAINBOW DASH
Then who won?

Twilight appears, brandishing a ribbon around her neck.

269 RAINBOW DASH/APPLEJACK
YOU!?

270 TWILIGHT
Oh no! But I did get 5th place, which is rather good considering I've never run a race before!

271 APPLEJACK
What? How is that even possible?

272 RAINBOW DASH
You ran so slow! And looked at the scenery!

273 TWILIGHT
Exactly. I paced myself, just like my book said. Then at the end, when all the other ponies were worn out...

She gestures to all the worn-out ponies collapsed around the square.

274 TWILIGHT (CONT'D)
I sprinted to the finish!

275 RAINBOW DASH
I don’t believe it. Twilight beat us!

276 TWILIGHT
Well, with all your horsing around, it was quite easy.

AJ and Rainbow finally relax, getting off the ground and standing up.

277 APPLEJACK
You’re right, Twilight. Our behavior was just terrible.

278 RAINBOW DASH
We weren't very good sports.

Suddenly, Princess Celestia appears from the crowd.

279 PRINCESS CELESTIA
Sounds to me like an important lesson was learned.

280 RAINBOW DASH/APPLEJACK
Princess Celestia!

281 APPLEJACK
What are you doing here?

282 PRINCESS CELESTIA
Fall is one of my favorite seasons, so I came to celebrate the Running of the Leaves.

283 APPLEJACK
Gosh, I’m sorry you had to see us being such poor sports, Princess.

284 PRINCESS CELESTIA
That’s alright, Applejack. Everypony can get swept up in the excitement of competition.

285 TWILIGHT
But in any friendly competition, it’s important to remember that the *friendship* is always more important than the *competition*.

286 PRINCESS CELESTIA
Exactly, Twilight. Now, unfortunately, because the two of you were busy tricking each other instead of shaking down leaves, many of the lovely trees in Equestria are still covered.

They look out and see that several trees are still partially covered in leaves.

Applejack's eyes light up.

287 APPLEJACK
Why Princess, I bet we can knock those leaves down for you lickety-split.

Applejack gives Rainbow a look.

288 APPLEJACK (CONT'D)
What do you say, friend? Wanna go for another run?

289 RAINBOW DASH
I'd love to stretch my legs.

Twilight, Princess Celestia, and the rest of the ponies watch as AJ and Rainbow take off, pounding their hooves into the ground and knocking down the rest of the leaves.

290 RAINBOW DASH (CONT'D)
But I bet I'll knock down more leaves than you!

291 APPLEJACK
You're on!

On Rainbow and AJ as they run back through Equestria with leaves showering down around them. As the run, they are having fun playing together.

292 RAINBOW DASH/APPLEJACK
<LAUGHING>

THE END.