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MY LITTLE PONY

"Fall Weather Friends"

EP014

Story by

Amy Keating Rogers

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TEASER

SC. 1 - PONY APPLE ORCHARD - DAY

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  
Oooooee! 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  
Dern tootin'!

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 corn'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 closest 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.

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)

Yippee-kiyo-kiyay! 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 - PONY APPLE ORCHARD - LATER

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...

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 - PONY APPLE ORCHARD

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  
Absolutely!

40 RAINBOW DASH  
I love performing for an audience!

41 SPIKE  
Let the games begin!

#### SC. 4 - BARREL WEAVE

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)  
Don't be nervous. Remember, it's  
all good fun! Now git 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 footwork  
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 - BUCK THE BELL

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 - BRONCO BUCKING

CLOSE on Spike, looking frightened.

62 SPIKE  
Why me?

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

APPLE BLOOM, BIG APPLE, 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  
Guhguhguhguhguh!

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 - LASO

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 - VARIOUS GAMES

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.

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

A "4" goes under Rainbow's in Applejack's place.

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 AJ's descends, Rainbow's continues into the distance.

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 - PONY APPLE ORCHARD

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 to 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

Huh!

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  
Prove it!

110 RAINBOW DASH  
Gladly. How?

111 APPLEJACK  
Tomorrow's the annual "Running of  
the Leaves." I challenge you to  
race against 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 EXT. GOLDEN OAK LIBRARY - THE NEXT DAY

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 Whirligig hovering above the square, speaking into a megaphone. On the side of the Whirligig 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 PONYVILLE SQUARE - DAY - CONTINUOUS

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 Whirligig.

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 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 WHIRLIGIG - DAY - CONTINUOUS

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 EQUESTRIA - DAY - CONTINUOUS

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.

#  
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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!

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#  
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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 - EQUESTRIA - DAY

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!

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.

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  
ain'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 had 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 EQUESTRIA - DAY

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 Whirligig 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.

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.

SPIKE  
Uuuhh... I like pickles???

Pinkie snaps back into announcer mode.

PINKIE PIE  
Aaannnd it looks like Applejack has  
found herself 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 Whirligig can't go into.

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

SC. 15 WHITETAIL WOOD - DAY - CONTINUOUS

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  
Pbbbbbbbbbbbt!

AJ is shocked.

214 APPLEJACK  
Huh! 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  
Grrrrrrrrr!

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 Whirligig.

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 Whirligig. 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 EQUESTRIA - A LITTLE LATER

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  
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 - PONYVILLE - DAY - A LITTLE LATER

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!

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

Pinkie Pie demonstrates each of the following.

PINKIE PIE (CONT'D)  
Tail trembler? Or a hoof shaker?  
Or an eye twitcher?

SPIKE  
Pinkie! The race!

PINKIE PIE  
Oh right!

Pinkie goes back into "horse race announcer" mode.

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244 PINKIE PIE (CONT'D)  
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 CELESTIA  
Sounds to me like an important  
lesson was learned.

280 RAINBOW DASH/APPLEJACK  
Princess Celestia!

281 APPLEJACK  
What are you doing here?

282 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 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 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, 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.