

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 Wiesenbahn
Matt Mattus

Hasbro Global Brand:

Valerie Jurries
Michelle Hogue
Donna Tobin

Hasbro Design:

Liz Knight
Dean Carley

Educational Consultant:

Jordan Brown

MY LITTLE PONY

"Up, Up and Dismay"

EP016

Story by

Mitch Larson

1st Draft: February 25, 2010

Notes Due: February 26, 2010

TEASER

EXT. OUTSKIRTS OF PONYVILLE - DAY

The birds are chirping, the sun is shining, and FLUTTERSHY is nervous. RAINBOW DASH floats back and forth in front of her, "pacing" like a military general.

1 RAINBOW DASH
 (sternly)
Now, what have we learned?

2 FLUTTERSHY
Loss of control...

3 RAINBOW DASH
Good.

4 FLUTTERSHY
Screaming and hollering...

5 RAINBOW DASH
Yes. And most importantly?

6 FLUTTERSHY
Passion!

7 RAINBOW DASH
Right. So, now that you know the
elements of a good cheer...

Rainbow Dash stops pacing.

8 RAINBOW DASH (CONT'D)
...let's hear one.

Fluttershy starts to prepare. She cracks her neck. Her eyes narrow. She stands on her hind legs, then takes in a deep breath and gets ready to let it rip...

9 FLUTTERSHY
Yay!

Rainbow Dash buries her head in her hooves.

10 RAINBOW DASH
You call that a cheer? Louder!

11 FLUTTERSHY
Yay!

12 RAINBOW DASH
Louder!!

13 FLUTTERSHY
Yay!

14 RAINBOW DASH
(red in the face)
LOUDER!!!

15 FLUTTERSHY
Yaaaaay!

Rainbow Dash collapses on her back, exhausted.

16 FLUTTERSHY (CONT'D)
Too loud?

FADE OUT.

MAIN TITLES

ACT I

FADE IN:

EXT. OUTSKIRTS OF PONYVILLE - DAY

Rainbow Dash stands at the edge of a high cloud. Far down below, a tiny Fluttershy cheers.

17 FLUTTERSHY
Yay!

She takes a deep breath and sweeps her arms out like a high diver. She starts to bounce on the cloud like a diving board, then finally she leaps!

Fast-paced "Danger Zone" type <ROCK MUSIC> plays as Rainbow Dash barrels toward the ground. She pulls up at the last possible second, skimming the flowers, and soars back into the air.

18 RAINBOW DASH
(to herself)
And now, Phase One of my routine...

She darts back to the ground, flying at crazy speeds just inches off the ground...

She zooms around trees like a dog on an agility course, then dives through a hollow trunk...

She blasts past Fluttershy, causing her hair to whip in the wind...

19 FLUTTERSHY

Woo!!

Next, Rainbow Dash arcs into the air, pausing at the top of her climb.

20 RAINBOW DASH

(to herself)

Phase Two...

She falls backwards toward the ground, then flaps her wings furiously and swings around a cloud...

She's all over the sky, doing crazy loop-de-loops around the lazy clouds...

The <ROCK MUSIC> continues as her swirling actually starts to move the clouds. Soon they're all spinning in place!

21 FLUTTERSHY

Way to go!!

Rainbow Dash zooms away from the spinning clouds and pauses like a gymnast preparing for a difficult floor routine. She steels herself and takes a quick breath.

22 RAINBOW DASH

Here we go. Phase Three: the Sonic Rainboom...

She plunges through the air, the ground closing in fast...

Suddenly, she veers off and starts a tight spiral...

Her circles get faster and faster and faster. The G-forces flap her lips. Tears form in her eyes from sheer velocity...

23 RAINBOW DASH (CONT'D)

Come... on...

Faster... faster... her entire body starts to rattle from the speed!

24 RAINBOW DASH (CONT'D)

Uh-oh...

She loses control! <P-TING>! She's spit out of her spiral!

25 RAINBOW DASH (CONT'D)
WAAAAAAAAHHHHHHH!!!

CUT TO:

EXT. STREETS OF PONYVILLE - CONTINUOUS

Rainbow Dash bounces and crashes through the city streets.

26 RAINBOW DASH
<crashing walla>

Ponies dive out of her path! Carts are overturned! The MAYOR gets splattered with mud!

Finally, the out-of-control pegasus hits a rock and launches end-over-end into the air. She ricochets off of a few buildings, eventually sailing toward a high window.

CUT TO:

INT. GOLDEN OAK LIBRARY, TWILIGHT SPARKLE'S LOFT - CONTINUOUS

TWILIGHT SPARKLE puts a book into its place on the shelf. PINKIE PIE, RARITY, and APPLEJACK are there with her.

27 TWILIGHT SPARKLE
Last one! Thank you so much for helping me clean up all these books, guys. It was a crazy weekend of studying...

Suddenly Rainbow Dash soars through the window and slams into the other ponies like bowling pins! Books, scrolls, and hooves fly everywhere!

As the dust settles and a few remaining books <CLUNK> onto the pile, shell-shocked ponies pop their heads out from the wreckage.

28 RAINBOW DASH
(mouth full of scrolls)
Wha happened?

Just then, Fluttershy races in.

29 FLUTTERSHY
Yeah! Rainbow Dash, you rock!
Woo!
(off the destroyed room)
Did my cheering do that?

Rainbow Dash climbs out of the rubble, then helps pull the others free.

30 RAINBOW DASH
Sorry about that, ladies.

The ponies shake themselves out, then see the disaster zone that is Twilight's loft.

31 RAINBOW DASH (CONT'D)
That was a truly pathetic performance!

32 FLUTTERSHY
Actually, if you don't mind me saying so, it's wasn't all bad. I particularly liked when you made the clouds spin--

Rainbow Dash <SNEEZES> from the swirling dust.

33 RAINBOW DASH
I'm not talking about my performance, I'm talking about yours. That pathetic cheering!

34 TWILIGHT SPARKLE
What are you two arguing about?

35 FLUTTERSHY
Were we arguing? I'm sorry!

36 RAINBOW DASH
I wish you guys could come to Cloudsdale to see me compete in the "Best Young Flier" competition.

37 TWILIGHT SPARKLE
What's that?

As Pinkie Pie speaks, she zooms around the room like an airplane, as excited as a little kid.

38 PINKIE PIE
VRRRRRROOOOOOOOOOM! It's where all the greatest pegasus fliers get together and show off their different flying styles!
VRRRRRRRROOOOOOMMMMMMM!!!

39 RAINBOW DASH
Yeah, and Fluttershy's a great support, but her cheering isn't exactly inspirational.

40 APPLEJACK
Golly, I'd love to see you strut your stuff at that competition!

41 PINKIE PIE
Me too! The Sonic Rainboom is, like, the most coolest thing ever, even though I've never actually seen it, but I mean, come on, it's a Sonic Rainboom! How not cool could it possibly not be?

Twilight studies Pinkie Pie for a confused beat. Then:

42 TWILIGHT SPARKLE
What's a Sonic Rainboom?

43 PINKIE PIE
You really need to get out more.

She scampers onto one of the bookshelves.

44 PINKIE PIE (CONT'D)
The Sonic Rainboom is legendary! When a pegasus gets going so fast...

She cannonballs off the shelf into the pile of books.

45 PINKIE PIE (CONT'D)
BOOM!!! A sonic boom and a rainbow can happen all at once!!

46 APPLEJACK
And Rainbow Dash here is the only pony ever to pull it off!

47 RAINBOW DASH
It was a long time ago. I was just a filly.

48 PINKIE PIE
Yeah, but you're gonna do it again, right?

Something's on Rainbow Dash's mind, but she tries to cover it up with bravado.

49 RAINBOW DASH
Are you kidding? I'm the greatest
flier ever to come outta
Cloudsdale! I could do Sonic
Rainbooms in my sleep.

50 TWILIGHT SPARKLE
Wow! If you pull that off, you'll
win the crown for sure!

51 RAINBOW DASH
It's gonna be awesome! The grand
prize is an entire day with the
Wonder Bolts!

Rainbow Dash looks into the distance, getting lost in her own
fantasies.

52 RAINBOW DASH (CONT'D)
A whole day of flying with my
lifelong heroes... it'll be
magical... it'll be perfect...
it'll be a dream come true...

53 FLUTTERSHY
Yay!

The sad cheer yanks Rainbow Dash out of her reverie.

54 RAINBOW DASH
I'm gonna go rest up. Don't want
to over-prepare, you know.

She turns to Fluttershy.

55 RAINBOW DASH (CONT'D)
You, on the other hand, better keep
practicing. I need a cheering
section to match my spectacular
performance!

She exits. Fluttershy turns to the rest of the group.

56 FLUTTERSHY
She's practiced that move a hundred
times and she's never even come
close to doing it! I don't know if
I can cheer loud enough to help
her!

She chases after Rainbow Dash, leaving the others to finish
tidying.

57 TWILIGHT SPARKLE
Well, guess we better get this
cleaned up again...

Rarity starts to shove Twilight with her head, pushing her
toward a pile of scrolls.

58 RARITY
Go on, go on!

59 TWILIGHT SPARKLE
Go on what?

60 RARITY
Find a spell that will get us
wingless ponies into Cloudsdale.
Didn't you see how nervous she was?

61 APPLEJACK
Nervous?! Have you spit your bit
or somethin'? She was tootin' her
own horn louder than the brass
section of a marching band!

62 RARITY
Oh please! I've put on enough
fashion shows to recognize stage
fright when I see it. Rainbow Dash
is terrified and we're her friends.
We've got to find a way to be there
for her.
(to Twilight)
Now go ON!

With a final nudge, she knocks Twilight into a pile of books.

63 TWILIGHT SPARKLE
(book on her head)
How am I supposed to find a flight
spell in this mess?

64 PINKIE PIE
A flight spell? One sec...

She dives into the heap, reemerging with a book in her mouth.
She wings it to Twilight's feet.

65 PINKIE PIE (CONT'D)
Page twenty-seven.

Twilight flips through the pages. Meanwhile, Applejack turns
to Pinkie Pie.

66 APPLEJACK
How'd you do that?

67 PINKIE PIE
It landed on my face when Rainbow
Dash knocked me into the bookcase.

68 TWILIGHT SPARKLE
Here it is! A spell that will
temporarily allow Earth Ponies to
fly!
(reading on)
Oooooooo, it looks really difficult.
(a little more)
Reeeeeeeally difficult. I'm not
sure I can do it.

69 RARITY
You've got to try.

70 TWILIGHT SPARKLE
Okay, but who's going to volunteer
to be the test subject?

The ponies exchange nervous glances.

71 RARITY
I will. For Rainbow Dash, I'll go
first.

72 TWILIGHT SPARKLE
Okay. Here goes...

She assumes a spell-casting stance and concentrates...

A single bead of sweat rolls down her forehead...

Twilight's horn starts to GLOW GREEN...

A swirl of sparkly magic starts to envelope Rarity, wrapping
around her like a cocoon...

73 RARITY
(muffled)
Murmph...

Twilight focuses ever harder and the horn changes to BLUE...

Rarity is completely encased in the magical cocoon...

Twilight looks like she's about to explode from exertion.
The horn glows WHITE, building to a crescendo that knocks her
over!

74 PINKIE PIE
Twilight!

The ponies race to Twilight's side. She sits up, groggy and exhausted.

75 APPLEJACK
You okay, darlin'?

76 PINKIE PIE
I'll get her some water! Or ice cream!

Twilight blinks, her eyes fixed on something across the room.

The other ponies turn to see...

The magical floating cocoon starts to shake. Suddenly it explodes into dust, leaving...

RARITY FLOATING ABOVE THEM!

She flaps beautiful intricately-patterned BUTTERFLY WINGS!

77 TWILIGHT SPARKLE
I think it worked...

FADE OUT.

END OF ACT I

ACT II

FADE IN:

EXT. CLOUDSDALE - DAY

Rainbow Dash and Fluttershy burst through the clouds and emerge into the outskirts of the wondrous world of Cloudsdale! The bustling city appears in the distance.

Rainbow Dash and Fluttershy are from here, of course, so they don't even bat an eyelash at the beauty of the town.

78 RAINBOW DASH
...you've got to learn to be
assertive, Fluttershy. Get in
touch with your emotions--

Three male PEGASI in factory uniforms land right in front of them.

79 PEGASUS BULLY #1
Well well well, what do we have
here?

80 PEGASUS BULLY #2
It's our old friend, Rainbow CRASH!

81 PEGASUS BULLY #1
Get kicked out of any flight
schools lately?

They high-five.

82 ALL BULLIES
<mocking laughter>

83 RAINBOW DASH
I didn't get kicked out.

84 PEGASUS BULLY #1
(sarcastically)
Oh no. You volunteered to leave
while they were dragging you to the
door!

85 ALL BULLIES
<mocking laughter>

86 PEGASUS BULLY #1
Face it, Rainbow Crash, flight
school had too many rules and not
enough naptimes for you.

87 PEGASUS BULLY #2
Ask her about the Sonic Rainboom!

88 PEGASUS BULLY #1
Oh yeah! We heard through the
grapevine that you're gonna try a
Sonic Rainboom at the competition!

89 FLUTTERSHY
Rainbow Dash, you're famous!

90 PEGASUS BULLY #1
That's nothing but an old mare's
tale! You don't have the skills to
try something like that!

91 FLUTTERSHY
Now wait just a minute!

The pegasi look at her and wait for her to speak.

92 FLUTTERSHY (CONT'D)
(self-consciously)
I'm sorry, I'm trying to be more
assertive. Anyhow, she is going to
do a Sonic Rainboom!

93 PEGASUS BULLY #1
No she's not, 'cause there's no
such thing!

94 FLUTTERSHY
Then show up at the Cloudeiseum and
see for yourself.
(sheepishly)
If you're free.

95 ALL BULLIES
<roaring laughter>

96 PEGASUS BULLY #1
Don't worry, we'll be there! Front
row!

They fly away.

97 PEGASUS BULLY #2
See you then, Rainbow CRASH!

98 FLUTTERSHY
Did you see that? I was so
assertive!

Fluttershy jumps tiny jumps up and down excitedly, proud as
punch, but Rainbow sinks, looking glum.

99 RAINBOW DASH
Those guys are right! I'll never
be able to do it!

100 FLUTTERSHY
But Rainbow Dash, just because you
failed the Sonic Rainboom a hundred
thousand times in practice...

Slowly, Rainbow Dash's eyes grow wide with panic as
Fluttershy goes on.

101 FLUTTERSHY (CONT'D)
...doesn't mean you won't be able
to do it in front of an entire
stadium full of highly expectant,
extremely judgmental, sports fan
ponies!

...Rainbow loses it.

102 RAINBOW DASH
AAAAAAAAAAUGGGH!!!

She starts darting around in front of Fluttershy nervously.

103 RAINBOW DASH (CONT'D)
(frantically)
What do I do?! Everypony's gonna
see me fail! The Wonder Bolts will
never let a loser like me join!
Princess Celestia will probably
banish me to the Ever-Free Forest!
MY LIFE IS RUINED!!!

Fluttershy's eyes go wide at something she sees. A shadow
falls across her face.

104 FLUTTERSHY
(entranced)
Raaaaar...

105 RAINBOW DASH
Rare?! The Sonic Rainboom is way
more than rare! It's IMPOSSIBLE!!

Fluttershy points with her hoof. Rainbow Dash turns around.

106 FLUTTERSHY
(still mesmerized)
Rarity...

Rainbow Dash's jaw drops. Rarity pirouettes through the air
with her mesmerizing butterfly wings.

107 RAINBOW DASH
Rarity! Are you... *flying*?!

108 RARITY
I most certainly am!

Rarity prances through the air, then spreads her wings fully.

109 RARITY (CONT'D)
Aren't my wings smashing? Twilight
made them for me! I just adore
them!

She spins around, then wraps the wings around herself in an embrace. Rainbow and Fluttershy stare, mouths agape. Rarity flits in, and gently shuts Rainbow's mouth.

110 RARITY (CONT'D)
Why so shocked? We couldn't leave
our favorite flier without a big
cheering section.

111 RAINBOW DASH
We?

A bulbous HOT AIR BALLOON pops through the clouds! Twilight, Applejack, and Pinkie Pie are in the basket! Rainbow Dash and Fluttershy can't believe their eyes.

112 RAINBOW DASH (CONT'D)
I... I can't believe it...

113 FLUTTERSHY
It's incredible...

114 RAINBOW DASH
This is so cool! You guys made it!

115 PINKIE PIE
Sure did!

Pinkie Pie starts to step out of the basket.

116 RAINBOW DASH
WAIT!!

But instead of falling through, Pinkie Pie WALKS ON THE CLOUDS! So do Twilight and Applejack. They join Rainbow Dash and Fluttershy.

117 RAINBOW DASH (CONT'D)
How'd you do that? Only pegasus
ponies can walk on clouds!

Pinkie does cartwheels.

118 PINKIE PIE
Pretty cool, huh?

119 TWILIGHT SPARKLE
I found a spell that makes
temporary wings...

She gestures to Rarity who strikes a pose.

120 TWILIGHT SPARKLE (CONT'D)
...but it was too difficult to do
more than once. So I found a
different one that lets the rest of
us walk on clouds.

121 APPLEJACK
And we came to cheer you to
victory!

Rainbow Dash beams.

122 RAINBOW DASH
To be honest, I was starting to get
just the teeniest tiniest bit
nervous, but I feel a lot better
now that you guys are here. Hey,
we've got some time before the
competition, why don't Fluttershy
and I show you around Cloudsdale?

123 ALL
<excited walla>

CUT TO:

EXT. CLOUDSDALE - DAY

Rainbow Dash proudly leads the group through the bustling metropolis of Cloudsdale. Overhead, pegasi crisscross through the air like taxis on the streets of Manhattan. Enormous cloud skyscrapers tower overhead. The architecture is full of cloudy Greek columns and statuary.

124 RAINBOW DASH
Here it is: the greatest city in
the sky!

125 ALL PONIES
<oohing and aahing>

REVEAL: Rarity is in fact ooh'ing and aah'ing at a reflection of herself in a window.

126 RARITY
<oohing and aahing>

Rainbow notices, but doesn't say anything. She goes on with her tour.

127 RAINBOW DASH
Uuuuh... Some of the greatest
pegasi of history came from
Cloudsdale...

As Rainbow Dash continues talking about the city she loves, Rarity realizes the others have moved on and darts after them.

128 RARITY
Wait for me!

She loops through the air, extending her wings to glide like an eagle. Several CONSTRUCTION WORKER PEGASI <WHISTLE> and <CLAP> as she flies past.

129 PEGASUS CONSTRUCTION WORKER
Those wings are gorgeous!

130 RARITY
Why thank you!

She barrel rolls up to her friends, loving her wings.

131 TWILIGHT SPARKLE
Be careful with those wings,
Rarity. They're made from gossamer
and morning dew, and they're
incredibly delicate.

132 RARITY
Don't worry, Twilight. I'm sure
they can't get worn out from too
much attention.

Twilight rolls her eyes.

133 APPLEJACK
Since we're up here, I'd sure like
to get a look at where the
weather's made.

134 RAINBOW DASH
Great idea! Come on, girls! To
the Weather Factory!

CUT TO:

EXT. WEATHER FACTORY, ESTABLISHING - DAY

The ponies enter an enormous cloud factory with the same Greek columned look as the buildings of Cloudsdale.

135 TWILIGHT SPARKLE
Rarity, come on!

She's so busy doing mid-air pliés and chassés that she doesn't realize they're going in.

136 RARITY
(sing-songy)
My wings and I are coming!

CUT TO:

INT. WEATHER FACTORY, SNOWFLAKE LAB - DAY

The ponies, wearing labcoats and hardhats, enter a silent, sterile laboratory. PEGASUS TECHNICIANS work with tiny tools on delicate SNOWFLAKES.

137 RAINBOW DASH
(whispering)
This is where they make the
snowflakes. Each one is handmade.
As you can see, it's a delicate
operation...

Rather than walk carefully through the lab like the others, Rarity flies overhead, ostentatiously striking poses and flapping her wings.

138 RARITY
The snowflakes look even better
from up here!

Her wings blow snowflakes everywhere. The technicians frantically try to grab them, scowling at Rarity... until they see her gorgeous wings. She notices them admiring and strikes some poses.

A few of the dazzled technicians drop their snowflakes, which SHATTER on the ground like crystals.

139 RAINBOW DASH
We better move on before Rarity
ruins winter and causes a drought.

She watches the shattering snowflakes with annoyance.

CUT TO:

INT. WEATHER FACTORY, RAINBOW COLLECTION POOLS - DAY

Ponies in uniforms stir colors in giant vats, slowly swirling up fresh rainbows like taffy.

140 RAINBOW DASH
And here's where they make the
rainbows.

Pinkie Pie dips a hoof in and tastes the colorful rainbow. Her eyes bulge out and her face goes BRIGHT PURPLE, then BLUE, then GREEN, YELLOW, ORANGE, and finally RED.

141 PINKIE PIE
(sweating)
So... SPICY!!

She clutches her mouth and races away.

142 RAINBOW DASH
Yeah, rainbows aren't really known
for their flavor.

143 RARITY (O.S.)
(giggling)
Are they really the most beautiful
wings you've ever seen?
(checks them out)
Yeah, I guess I could see that.

She flutters through, trailed by the three PEGASUS BULLIES from earlier, who are dressed as factory workers. They accidentally knock another worker into a rainbow pool. Others pull the angry worker out. He's multi-colored.

144 PEGASUS BULLY #1
Where'd you get those amazing
wings? I want a pair--
(noticing)
Hey, look! It's Rainbow Crash
again!

145 PEGASUS BULLY #2
Yeah! Rainbow...
(can't think of anything)
CRASH!!

146 RAINBOW DASH
Rarity, what are you doing talking
to these guys?

147 RARITY
They were just admiring my wings,
Rainbow Dash.

148 PEGASUS BULLY #1
Yeah, you should forget the Sonic
Rainboom and just get yourself some
wings like these.

149 ALL BULLIES
<mocking laughter>

Rainbow Dash hangs her head in humiliation. Fluttershy
notices and jumps in.

150 FLUTTERSHY
(to the other ponies)
Uh, come on, girls, why don't we go
see how clouds are made.

Fluttershy leads the ponies out.

151 FLUTTERSHY (CONT'D)
(to Rainbow Dash)
Don't listen to them. You're gonna
win that competition for sure!

152 RAINBOW DASH
Are you kidding? I can't do the
Sonic Rainboom and just look at
these boring, plain, old feathered
wings. I'm doomed!

Twilight Sparkle and Applejack overhear Rainbow Dash's
anxiety and exchange a concerned look. Rarity, meanwhile,
does a dramatic bow with her wings.

153 RARITY
Au revoir, boys.

She flies after her friends.

CUT TO:

INT. WEATHER FACTORY, CLOUD WING - DAY

The ponies (except Pinkie Pie) enter the Cloud Wing, where workers sit at what look like cotton candy machines. They're spinning up fresh CLOUDS.

Rainbow Dash doesn't give her commentary this time. She's lost in her own thoughts, sweating, panic on her face.

Everypony they pass watches Rarity with admiration.

154 FACTORY WORKERS
Your wings are amazing! / I've
never seen something so unique! /
Work it, girl!

155 RARITY
What, these old things?

She feeds off the compliments, prancing and showing off, striking pose after pose.

156 RARITY (CONT'D)
Go ahead, everypony, photos are
encouraged.

Fluttershy glares at Rarity, who keeps on vamping for anyone who will look. Then she glances at Rainbow Dash, who's pacing neurotically.

157 FLUTTERSHY
Come on, let's go to the Thunder
Chamber where the scary storm
clouds are made.
(under her breath)
And it's completely dark so no one
can see Rarity...

She exits, the others trailing behind.

158 TWILIGHT SPARKLE
Rarity, we're supposed to be
helping Rainbow Dash relax,
remember? Put your wings away and
stop showing off!

159 RARITY
How can you ask me to put away
perfection?

As she strikes another pose, Twilight grabs her tail and pulls her out of the sky, dragging her to the Thunder Chamber.

160 FACTORY WORKERS
(disappointed)
Aww!

CUT TO:

INT. WEATHER FACTORY, THUNDER CHAMBER - DAY

The ponies enter a cavernous room that's nearly pitch dark. <THUNDER> rumbles periodically.

161 FLUTTERSHY
Much better. No one can see
anything in here.

162 RARITY
Where are we? I can't see--OOF!

We hear Rarity <CRASH> into the wall. Fluttershy continues the tour as we hear Rarity flail in the back.

FLUTTERSHY So, this is where we store the thunder. It sort of just rolls around in here until we need it.	RARITY Somebody--OOF--help! I can't fly in the--UGH!--dark!
---	---

Suddenly, Pinkie Pie bursts in!

163 PINKIE PIE
You guys! You totally won't
believe it!

She's carrying a glowing ELECTRICAL CHARGE inside a bell jar.

164 PINKIE PIE (CONT'D)
I found this room with racks and
racks of lightning in bottles!

She uncorks the top.

165 RAINBOW DASH
Pinkie, WAIT!

But it's too late. The lightning bolt shoots out of the jar. It does a mid-air flip, seeming to enjoy being free. Then it looks around for an escape, CRASHING through the wall. A beam of light pours through the hole.

166 RARITY
Finally, I can see my beautiful wings!

Rarity accidentally flies straight into the beam of light. It illuminates the intricate color patterns of her wings, making them GLOW SPECTACULARLY.

The light forms an INCREDIBLE STAINED-GLASS PATTERN on the floor.

167 ALL PONIES
<awed gasps>

Pinkie Pie looks in amazement at what she's caused.

168 PINKIE PIE
I... am... awesome!

Beside her, Rainbow Dash sinks, the sight of Rarity's amazing ability feeding her anxiety.

CUT TO:

EXT. CLOUDSDALE - DAY

Rainbow Dash oozes anxiety. A crowd of pegasi follow behind as the ponies head through town toward the Cloudeseum. They're fixated on Rarity, who flies overhead. She extends her wings and catches the sunlight, creating the gorgeous pattern on the streets of Cloudsdale.

169 CROWD
OOOOH! AAAAH!

170 TWILIGHT SPARKLE
Rainbow Dash, are you okay? You don't look so good.

171 RAINBOW DASH
(panicked)
Of course! Why wouldn't I be okay? Everyone's so in love with Rarity's wings that they won't even notice when I totally blow it in the Best Young Flier competition!

172 RANDOM PEGASUS #2
(to Rarity)
Hey, there's an idea, YOU should enter the competition!

173 RANDOM PEGASUS #3
Yeah! I could watch you fly all
day long!

174 CROWD
<encouraging walla>

Rarity spins like a ballerina, her wings creating
kaleidoscopic patterns on the ground.

175 CROWD (CONT'D)
<ooing and aahing>

176 RARITY
There really isn't anypony who uses
their wings quite like me. Perhaps
I should compete...

177 RAINBOW DASH
WHAT?!?

178 OTHER PONIES
WHAT?!?

179 PINKIE PIE
(genuinely confused)
What happened?

Rainbow Dash frantically looks at the enraptured faces of the
crowd. Her anxiety grows.

Rarity flits away to bask in her own glory. Her crowd of
admirers follows.

180 CROWD
<ooing and aahing>

The rest of the ponies gather around Rainbow Dash, who looks
defeated.

181 RAINBOW DASH
What am I gonna do?! I haven't
done a Sonic Rainboom since I was a
filly! And even if I can pull it
off, it still probably won't be
enough to beat Rarity and her
magical wings! I'll never win the
competition now...

FADE OUT.

END OF ACT II

ACT III

FADE IN:

EXT. CLOUDESEUM - DAY

The Cloudeiseum: picture a massive sports arena made out of clouds. The place is packed with excited pegasi ready for the competition to begin. The crowd sings a <SONG> similar to the "Ole" song at soccer matches.

182 CROWD
(chanting in unison)
Oooooo- neigh / o- neigh o- neigh o-
neigh / o- neigh / o-o- neigh...

Through the center of the Cloudeiseum, where a field would normally be, is nothing but air. Far, far below, the surface of Equestria.

CUT TO:

INT. CLOUDESEUM, BACKSTAGE - CONTINUOUS

Rainbow Dash paces amongst the other CONTESTANTS in the waiting area, numbers taped to their chests. She's bursting with worry.

In the background, one of the contestants knocks on a dressing room door. Immediately, it BURSTS open and Rarity pops her head out. She <BLOWS> on her freshly-painted hoof to dry the polish.

183 RARITY
I'm going to be awhile!

<SLAM>! Rainbow Dash, meanwhile, stops pacing and peeks out at the arena.

ANGLE ON THE PONIES -- taking their seats. Pinkie Pie has a big foam #1 finger on her hoof. Twilight, Applejack, and Fluttershy file in after her.

ANGLE ON THE BULLIES -- sitting in the front row, sneering.

184 ALL BULLIES
<mocking laughter>

185 RAINBOW DASH
Gulp...

CUT TO:

EXT. CLOUDESEUM - CONTINUOUS

A PEGASUS EMCEE flies to the center of the Cloudeseum with a microphone.

186 PEGASUS EMCEE
Fillies and gentlecolts! Please
rise and join me in welcoming our
beloved Princess Celestia!

A <ROYAL FANFARE> plays.

187 CROWD
<excited murmurs>

Everypony stands as the elegant PRINCESS CELESTIA, flanked by her guards, flies into the Cloudeseum and heads gracefully toward her private box.

188 CROWD (CONT'D)
<roaring with approval>

ON RAINBOW DASH -- woozy, like she might pass out.

189 RAINBOW DASH
I'm doomed...

190 PEGASUS EMCEE
And now, to kick things off, please
welcome our celebrity judges for
the Best Young Flier competition...
THE WONDER BOLTS!!

The WONDER BOLTS streak across the sky in perfect formation. They rearrange into a "diamond formation" then do a "diamond roll," where the entire group rolls as one.

191 CROWD
<cheering enthusiastically>

Rainbow Dash watches, slack-jawed.

Next the Bolts go single-file and fly in figure eights. They weave between each other in loop-de-loops reminiscent of mid-air Shriners cars.

They reform into "delta formation" and dive toward the center of the Cloudezeum. They swoop up and fan out like fireworks. The crowd <CHEERS>.

Finally, three of the Bolts peel off from the rest and head to the judges' box while the others fly away.

192 CROWD (CONT'D)
<raucous cheering>

193 PEGASUS EMCEE
And now, the moment we've all been waiting for, let's find out who will take the title as this year's Best Young Flier!

194 CROWD
<raucous cheering>

CUT TO:

INT. CLOUDESEUM, BACKSTAGE - CONTINUOUS

Rainbow Dash has resumed pacing. A PEGASUS STAGE MANAGER wearing a headset comes backstage.

195 PEGASUS STAGE MANAGER
Okay, contestant #1! You're up!

CONTESTANT #1 flies off. Rainbow Dash glances at her own number. It's #2.

196 RAINBOW DASH
AAHH!!

Contestant #1's <PERFORMANCE MUSIC> starts and Rainbow Dash hears the crowd <REACTING>. They seem to be loving it, until...

197 CROWD (O.S.)
AWWWW!!

Rainbow Dash cringes at the sound of Contestant #1 messing up. A second later, the stage manager reappears.

198 PEGASUS STAGE MANAGER
Okay, #2, let's go!

199 RAINBOW DASH
Uh... um...

200 PEGASUS STAGE MANAGER
C'mon! We ain't got all day!

Rainbow Dash tears off her number and quickly switches it with another competitor.

201 RAINBOW DASH
(to the competitor)
He's talking to you.

202 COMPETITOR
Oh, uh...

He sees the #2 on his chest.

203 COMPETITOR (CONT'D)
I guess that's me!

They exit, leaving Rainbow Dash to stew.

204 RAINBOW DASH
Okay, Rainbow Dash, you've got to calm down. What's the worst that could happen? You screw up and humiliate yourself in front of your friends, your enemies, the Princess, your heroes, and everyone else who lives in Cloudsdale. I guess that's not sooo bad...

She grabs the #3 off her chest and secretly swaps it with another competitor.

The crowd <ROARS> outside. The stage manager is back.

205 PEGASUS STAGE MANAGER
Okay, #4, time to go!

The dressing room door BURSTS open and Rarity pops her head out. Her mane is full of curlers and she's wearing a mud mask.

206 RARITY
I'm #4, and I need just one more itsy bitsy minute. Be a dear and have somepony go ahead of me, hmm?

She SLAMS the door.

207 PEGASUS STAGE MANAGER
Look, I don't care who it is, but somepony's got to go on!

208 CONTESTANT #5
Let's do this!

The amped-up Contestant #5 inadvertently shoves Rainbow Dash aside on her way out. Rainbow Dash looks down at the #6 on her chest.

209 RAINBOW DASH
What am I gonna do?

There's a beat, then she swaps her number with #15.

DISSOLVE TO:

EXT. CLOUDESEUM - LATER

The ponies talk excitedly between performances.

210 TWILIGHT SPARKLE
I loved #7! Doing fifteen barrel rolls in a row can't be easy.

211 FLUTTERSHY
My favorite is #10. She just looked like such a nice pony.

212 APPLEJACK
Wonder how come we haven't seen Rainbow Dash or Rarity yet? They must be coming on soon. The competition's almost over...

CUT TO:

INT. CLOUDESEUM, BACKSTAGE - CONTINUOUS

The backstage area is empty of contestants. Rainbow Dash is curled in the fetal position on the floor.

The frantic stage manager rushes in.

213 PEGASUS STAGE MANAGER
#15! Let's go!

Just then, the dressing room door BURSTS open! Rarity flies out wearing a WILDLY FLAMBOYANT COSTUME. Her wings are at their most gorgeous, and her mane and makeup are perfect.

214 RARITY
Rarity...

She strikes a dramatic pose.

215 RARITY (CONT'D)
...is ready.

The stressed-out stage manager checks his clipboard.

216 PEGASUS STAGE MANAGER
Look, ladies, I don't know what to tell you. It says here there's only one slot left. If you both wanna compete, you'll just have to go out there together.

217 RARITY
Well, Rainbow Dash? Shall we?

Rainbow Dash rocks back and forth, nearly paralyzed with fear.

CUT TO:

EXT. CLOUDESEUM - LATER

Rainbow Dash and Rarity fly slowly to the center of the Cloudiseum. All eyes are on them, and they're handling it in completely opposite ways. Rainbow Dash wants to melt into the clouds, but Rarity can't get enough of the adoration.

218 PEGASUS EMCEE
And now, for our final competitor of the day, Contestant #15!
(confused)
And apparently Contestant #4!

The crowd <APPLAUDS>.

219 RARITY
(slightly condescending)
Good luck, Rainbow Dash. Just do your best. Not everypony can have wings like these.

Rainbow Dash, meanwhile, can't even speak. Her knees are knocking and she's pouring flop sweat.

The crowd quiets as a <BALLET SONG> starts.

220 RARITY (CONT'D)
I hope you don't mind, but I took the liberty of changing our music.
(MORE)

RARITY (CONT'D)

That "rock and roll" doesn't really
match my wings.

Rarity ascends above the crowd, flitting gracefully in time
with the music.

Rainbow Dash, meanwhile, swallows hard, then flies to one
side of the arena.

221 RAINBOW DASH

C'mon, Rainbow Dash. You can do
this. Just remember the routine.
Phase One...

She starts off across the Cloudiseum, picking up speed. She
darts in and out of strategically placed clouds, again like a
dog on an agility course.

Unfortunately, she goes too fast and clips one of the clouds,
knocking her off balance, sending her toppling through the
air. She crashes into the stands just beneath where the
bullies are sitting.

222 PEGASUS BULLY #1

Nice work, Rainbow Crash!

223 PEGASUS BULLY #2

Yeah, crash much?!

224 ALL BULLIES

<mocking laughter>

Rainbow Dash screws up her courage and heads back out.

Rarity, meanwhile, is performing an elegant, charming mid-air
ballet. She glides through the air like a figure skater,
doing mid-air axels and lutzes and spins.

Rainbow Dash, seeing all eyes in the arena on Rarity,
refocuses.

225 RAINBOW DASH

Time for Phase Two...

She flies toward a field of small clouds, then weaves quickly
between them. She loop-de-loops around the clouds, and
gradually some of them start to spin.

226 FLUTTERSHY

Look! Phase Two is working!

But just when it looks like Rainbow Dash is turning it around, she spins some of the clouds too fast and they break free from their axis. The clouds shoot through the air like frisbees. The Princess has to duck to avoid one.

Rarity finishes an impressive combination of figure skating moves, then starts to climb higher into the sky.

227 RARITY
(to herself)
And now, for my *piece de resistance*. I'll fly right up to the sun and beam my beautiful wings over the whole city of Cloudsdale! They'll be talking about it for years!

ON RAINBOW DASH -- watching her dreams evaporate before her eyes.

228 RAINBOW DASH
(to herself)
Looks like this is my last chance to turn things around. Phase Three: the Sonic Rainboom. <gulp> Wings, don't fail me now!

Rainbow Dash flies into her tight spiral, trying to build speed...

Rarity climbs higher and higher...

The crowd shifts to the edges of their clouds. Their eyes move from Rainbow Dash to Rarity and back again...

Rainbow Dash pushes herself to the limit. The G-forces flap her lips...

Rarity is right up near the sun now. She's sweating profusely from the heat...

229 RARITY
LOOK UPON ME, EQUESTRIA, FOR I AM
RARITY!!!

She majestically unfurls her wings...

Slowly, like a dawning sun, vibrant colors start to glow over the entire stadium.

230 CROWD
<awed gasps>

But before Rarity can fully extend her wings, the heat from the sun evaporates the gossamer and morning dew in a wisp of smoke. She hangs in the sky for a beat.

231 RARITY
Uh-oh...

ZIP! She plunges towards the ground!

232 RARITY (CONT'D)
WAAAAAAAAAAHHHHHHH!!!!!!

For as self-assured and elegant as she was during her routine, she's the exact opposite now. Her gorgeous costume quickly rips to shreds from the velocity of her fall. Her legs flail wildly.

233 RARITY (CONT'D)
WAAAAAAAAAAHHHHHHH!!!!!!

234 TWILIGHT SPARKLE
Oh no! She flew too close to the sun! Her wings evaporated!

She shoots straight through the middle of the Cloudeseum, plunging beneath the clouds to Equestria below.

235 CROWD
<gasping>

The Wonder Bolts burst from the judges' box and fly to save her!

236 RARITY
WAAAAAAHHHHHH!!!!

She thrashes her hooves hysterically! When the Wonder Bolts get close enough to grab her, she knocks them out with her flailing legs! <CLUNK>! <CLUNK>! <CLUNK>! Now the Bolts are plunging to the ground too!

Rainbow Dash hears the commotion from the crowd and stops her spiral. She notices Rarity and the Wonder Bolts falling helplessly.

Like a shot, she <ZOOMS> across the Cloudeseum!

Faster and faster... she's closing in on her falling friend and the Wonder Bolts... but the ground is closing in fast from the other direction!

ON THE PONIES -- Fluttershy covers her eyes.

237 FLUTTERSHY
I can't look!

She separates her hooves just enough to look through.

ON RAINBOW DASH -- her eyes narrow and she digs in just a little harder...

238 RAINBOW DASH
Hold on, Rarity! I'm coming!!

<KA-BOOOOOM>!!!

The audience, peering down through the empty floor of the Cloudiseum, is lit up with a BURST OF COLORED LIGHT.

It's a SONIC RAINBOOM!

239 CROWD
<ooing and aahing>

ON THE PONIES -- Fluttershy watches the sparkling rainbow with awe. After a beat, she LOSES HER MIND, screaming and hollering like a crazed fan!

240 FLUTTERSHY
<excited walla>

She's so out of control that she falls out of her seat and over the edge.

241 TWILIGHT SPARKLE
Fluttershy!

A beat later she flies back up and sits in her seat, embarrassed.

242 FLUTTERSHY
Oops.

ON RAINBOW DASH -- she's so intent on saving Rarity and the others that she doesn't even notice the spectacular rainbow trailing behind her. She grabs Rarity at the last second, then scoops up the Wonder Bolts!

She pulls up with all her might, barely skimming the ground and avoiding a devastating crash! She zooms right over Spike, who is in a hammock sunbathing. His tropical drink spills everywhere.

ON THE CLOUDESEUM -- Rainbow Dash arcs back into the air, carrying Rarity and the others overhead. Her eyes go wide when she sees the spectacular rainbow she's caused.

243 RAINBOW DASH
Whoa...

The crowd <CHEERS> like crazy! Rainbow Dash smiles, drinking in the approval of the crowd.

244 RAINBOW DASH (CONT'D)
I did it! I did it!

245 RARITY
You sure did! Thank you, Rainbow Dash! You saved my life!

246 RAINBOW DASH
Oh yeah, I did that too! Best day EVER!!

Rarity hugs Rainbow Dash as confetti falls from above.

DISSOLVE TO:

EXT. CLOUDESEUM - LATER

Rainbow Dash's friends have all gathered on a cloud. Rarity is floating nearby in the basket of the hot air balloon.

247 RARITY
I want to apologize to all of you for getting so carried away with my...
(pained)
...beautiful wings. I guess I just lost my head.

248 ALL
It's okay, Rarity. / We still love you. / Don't worry about it.

249 RARITY
And I'm especially sorry I was such a thoughtless jerk to you, Rainbow Dash. Can you ever, ever forgive me?

Rainbow thinks, then gives Rarity a friendly shoulder punch.

250 RAINBOW DASH
Aw, it's okay, everything turned out all right, right? I just wish I could have met the Wonder Bolts when they were conscious.

As if on cue, the three Wonder Bolt judges fly over and land next to Rainbow Dash.

251 RAINBOW DASH (CONT'D)
(starstruck)
OH MY GOSH OH MY GOSH OH MY GOSH!

252 WONDER BOLT LEADER
So, you're the little pony who
saved our lives. We really wanted
to meet you and say thanks.

253 RAINBOW DASH
OH MY GOSH OH MY GOSH OH MY GOSH!

Now Princess Celestia floats in with the royal guard. The ponies curtsy deferentially.

254 TWILIGHT SPARKLE
Princess!

255 PRINCESS CELESTIA
Hello, Twilight Sparkle! And hello
to your friends, too.

256 RARITY
Princess Celestia, I'm sorry I
ruined the competition. Rainbow
Dash here really is the best flier
in Equestria.

257 PRINCESS CELESTIA
I know she is, my dear. That's
why, for her incredible act of
bravery -- and her spectacular
Sonic Rainboom -- I'm presenting
the title of Best Young Flier to
this year's winner, Ms. Rainbow
Dash!

258 ALL
<cheering walla>

Princess Celestia places the crown on Rainbow Dash's head.

259 RAINBOW DASH
OH MY GOSH OH MY GOSH OH MY GOSH!

260 ALL
<laughing>

261 PINKIE PIE
I don't get it.

The ponies hoist Rainbow Dash in the air and parade her around victoriously. Meanwhile, Princess Celestia, Twilight Sparkle, and Rarity stay behind.

262 PRINCESS CELESTIA
So, Twilight Sparkle, did you learn anything about friendship from this experience?

263 TWILIGHT SPARKLE
I did, Princess, but I think Rarity learned even more than me.

264 RARITY
I certainly did. When I got those wings and everyone started paying so much attention to me, I lost track of why I came to Cloudsdale in the first place: to help Rainbow Dash. I learned how important it is to 'keep your hooves on the ground' and be there for your friends.

265 PRINCESS CELESTIA
Excellent. Well done, Rarity.

The ponies carry Rainbow Dash back into scene.

266 RAINBOW DASH
This really is the BEST DAY EVER!!

Just then, the three bullies from flight school fly up, tails between their legs.

267 PEGASUS BULLY #1
Uh, hey Rainbow Crash--

268 PEGASUS BULLY #2
(elbowing him)
Dash!

269 PEGASUS BULLY #1
Oh, sorry, Rainbow Dash. We just wanted to congratulate you on winning the competition.

270 PEGASUS BULLY #2
Yeah, that Sonic Rainboom was awesome!!

271 RAINBOW DASH
Thanks, guys.

272 PEGASUS BULLY #1
We're really sorry we gave you such
a hard time before.

273 RAINBOW DASH
Aw, that's okay. Don't worry about
it.

274 PEGASUS BULLY #1
Hey, do you want to hang out with
us? Maybe you could show us how
you did that incredible trick.

Rainbow Dash smiles now that her tormentors want to spend
time with her.

275 RAINBOW DASH
Sorry, boys...

She flutters off the clouds and takes the arms of the two
Wonder Bolts lieutenants who are fluttering next to her.

276 RAINBOW DASH (CONT'D)
...I've got plans.

Rainbow Dash and the Wonder Bolts fly away, the sun seeming
to give a little wink as they pass in front of it.

FADE OUT.

THE EN