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MY LITTLE PONY

"Up, Up and Dismay"

EP016

Story by

Mitch Larson

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TEASER

SC 1 - <u>EXT. OUTSKIRTS OF PONYVILLE - DAY</u>

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’re gonna cheer for me like that? 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:

SC 2 - 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:

SC 3 - <u>EXT. STREETS OF PONYVILLE - CONTINUOUS</u>

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:

SC 4 - <u>INT. GOLDEN OAK LIBRARY, TWILIGHT SPARKLE'S LOFT - CONTINUOUS</u>

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 *<u>crazy</u>* 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!
(MORE)

FLUTTERSHY (CONT'D)
(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 feeble 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 <u>my</u> performance, I'm talking about <u>yours</u>. That feeble 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
VVRRRROOOOOOOOOOM! It's where all the greatest pegasus fliers get together and show off their different flying styles! Some are fast! VRRRRRRROOOOOOMMMMMMM!!!

Pinkie does some very goofy ballet moves.

39 PINKIE PIE (CONT'D)
And some are graceful.

She goes into a spin that she quickly loses control of.

40 PINKIE PIE (CONT'D)
WHOOP! WHOOP! WHOOAAOHHHH!!!!

Pinkie goes spinning off screen. We hear a minor CRASH. The others keep talking as if nothing has happened.

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

42 RAINBOW DASH
Yeah, I wish you guys could be there. Fluttershy's a great support, but her cheering isn't exactly inspirational.

Pinkie pops back in to the scene.

43 PINKIE PIE
Oooh, I'd love to see you make a Sonic Rainboom! It's, 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:

44 TWILIGHT SPARKLE
What's a Sonic Rainboom?

45 PINKIE PIE
You really need to get out more.

She scampers onto one of the bookshelves.

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

She cannonballs off the shelf into the pile of books.

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

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

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

50 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.

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

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

53 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.

54 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...

55 FLUTTERSHY
Yay!

The sad cheer yanks Rainbow Dash out of her reverie.

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

She turns to Fluttershy.

57 RAINBOW DASH (CONT'D)
You, on the other hand, better keep practicing.
(MORE)

RAINBOW DASH (CONT'D)
I need a cheering section to match my spectacular performance!

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

58 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.

59 TWILIGHT SPARKLE
Well, guess we better get this cleaned up <u>again</u>...

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

60 RARITY
Go on, go on!

61 TWILIGHT SPARKLE
Go on what?

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

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

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

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

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

66 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.

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

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

68 APPLEJACK
How'd you do that?

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

70 TWILIGHT SPARKLE
Here it is! A spell that will allow Earth Ponies to fly for three days!
(reading on)
Oooooo, it looks really difficult.
(a little more)
Reeeeeeally difficult. I'm not sure I can do it.

71 RARITY
You've got to try.

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

The ponies exchange nervous glances.

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

74 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...

75 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!

76 PINKIE PIE
Twilight!

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

77 APPLEJACK
You okay, darlin'?

78 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. Cut to the other ponies as they cringe slightly to protect themselves from the dust. After a beat they all look off screen towards Rarity. A light falls across their faces as they gaze in slack jawed wonder.

79 TWILIGHT SPARKLE
I think it worked...

FADE OUT.

END OF ACT I

ACT II

FADE IN:

SC 5 - 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.

80 RAINBOW DASH
...you've got to learn to be assertive, Fluttershy. Don't be afraid to speak up!

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

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

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

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

They high-five.

84 ALL BULLIES
<mocking laughter>

85 RAINBOW DASH
I didn't get kicked out.

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

87 ALL BULLIES
<mocking laughter>

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

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

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

91 FLUTTERSHY
Rainbow Dash, you're famous!

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

93 FLUTTERSHY
Now wait just a minute!

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

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

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

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

97 ALL BULLIES
<roaring laughter>

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

They fly away.

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

100 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.

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

102 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.

103 FLUTTERSHY (CONT'D)
...doesn't mean you won't be able to do it in front of an entire stadium full of impatient, super critical, sports fan ponies!

...Rainbow loses it.

104 RAINBOW DASH
AAAAAAAAAAUGGGH!!!

She starts darting around in front of Fluttershy nervously.

105 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.

106 FLUTTERSHY
(entranced)
Raaaaar...

107 RAINBOW DASH
Rare?! The Sonic Rainboom is <u>way</u> more than rare! It's IMPOSSIBLE!!

Fluttershy points with her hoof. Rainbow Dash turns around.

108 FLUTTERSHY
(still mesmerized)
Rarity...

Rainbow Dash's jaw drops. Rarity pirouettes through the air with beautiful, mesmerizing, intricately-patterned BUTTERFLY WINGS!

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

110 RARITY
I most certainly am!

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

111 RARITY (CONT'D)
Aren't my wings smashing? Twilight made them for me! I just <u>adore</u> 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.

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

113 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.

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

115 FLUTTERSHY
It's incredible...

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

117 PINKIE PIE
Sure did!

Pinkie Pie starts to step out of the basket.

118 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.

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

Pinkie does cartwheels.

120 PINKIE PIE
Pretty cool, huh?

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

She gestures to Rarity who strikes a pose.

122 TWILIGHT SPARKLE (CONT'D)
...but it was too difficult to do more than once. So I found an easier spell that lets the rest of us walk on clouds.

123 APPLEJACK
And we came to cheer you to victory!

Rainbow Dash beams.

124 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?

125 ALL
<excited walla>

CUT TO:

SC 6 - <u>EXT. CLOUDSDALE - DAY</u>

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.

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

127 ALL PONIES
<oohing and aahing>

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

128 RARITY
<oohing and aahing>

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

129 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.

130 RARITY
Wait for me!

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

131 PEGASUS CONSTRUCTION WORKER
Those wings are gorgeous!

132 RARITY
Why thank you!

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

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

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

Twilight rolls her eyes.

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

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

CUT TO:

SC 7 - <u>EXT. WEATHER FACTORY, ESTABLISHING - DAY</u>

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

137 TWILIGHT SPARKLE
Rarity, come on!

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

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

CUT TO:

SC 8 - <u>INT. WEATHER FACTORY, SNOWFLAKE LAB - DAY</u>

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

139 RAINBOW DASH
(whispering)
This is where they make the snowflakes. Each one is hoof-made. 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.

140 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.

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

She watches the shattering snowflakes with annoyance.

CUT TO:

SC 9 - <u>INT. WEATHER FACTORY, RAINBOW COLLECTION POOLS - DAY</u>

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

142 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.

143 PINKIE PIE
(sweating)
So... *<u>SPICY</u>!!*

She clutches her mouth and races away.

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

145 RARITY (O.S.)
(giggling)
Are they really the <u>most</u> 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.

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

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

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

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

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

151 ALL BULLIES
<mocking laughter>

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

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

Fluttershy leads the ponies out.

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

154 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.

155 RARITY
Au revoir, boys.

She flies after her friends.

CUT TO:

SC 10 - <u>INT. WEATHER FACTORY, CLOUD WING - DAY</u>

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.

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

157 RARITY
What, these old things?

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

158 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.

159 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.

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

161 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.

162 FACTORY WORKERS
(disappointed)
Aww!

CUT TO:

SC 11 - <u>INT. WEATHER FACTORY, THUNDER CHAMBER - DAY</u>

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

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

164 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!

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

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

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

She uncorks the top.

167 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.

168 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.

169 ALL PONIES
<awed gasps>

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

170 PINKIE PIE
I... am... awesome!

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

CUT TO:

SC 12 - 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.

171 CROWD
OOOOH! AAAAH!

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

173 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!

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

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

176 CROWD
<encouraging walla>

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

177 CROWD (CONT'D)
<oohing and aahing>

178 RARITY
There really isn't anypony who uses their wings quite like me. Perhaps I <u>should</u> compete...

179 RAINBOW DASH
WHAT?!?

180 OTHER PONIES
WHAT?!?

181 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.

182 CROWD
<oohing and aahing>

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

183 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:

SC 13 - <u>EXT. CLOUDESEUM - DAY</u>

The Cloudeseum: 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.

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

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

CUT TO:

SC 14 - <u>INT. CLOUDESEUM, BACKSTAGE - CONTINUOUS</u>

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.

185 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.

186 ALL BULLIES
<mocking laughter>

187 RAINBOW DASH
Gulp...

CUT TO:

SC 15 - <u>EXT. CLOUDESEUM - CONTINUOUS</u>

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

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

A <ROYAL FANFARE> plays.

189 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.

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

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

191 RAINBOW DASH
I'm doomed...

192 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.

193 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 Cloudeseum. 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.

194 CROWD (CONT’D)
<raucous cheering>

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

196 CROWD
<raucous cheering>

CUT TO:

SC 16 - <u>INT. CLOUDESEUM, BACKSTAGE - CONTINUOUS</u>

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

197 PEGASUS STAGE MANAGER
Okay, contestant #1! You’re up!

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

198 RAINBOW DASH
AAHH!!

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

199 CROWD (O.S.)
AWWWW!!

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

200 PEGASUS STAGE MANAGER
Okay, #2, let’s go!

201 RAINBOW DASH
Uh... um...

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

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

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

204 COMPETITOR
Oh, uh...

He sees the #2 on his chest.

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

They exit, leaving Rainbow Dash to stew.

206 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.

207 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.

208 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.

209 PEGASUS STAGE MANAGER
Look, I don't care who it is, but <u>somepony's</u> got to go on!

210 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.

211 RAINBOW DASH
What am I gonna do?

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

DISSOLVE TO:

SC 17 - <u>EXT. CLOUDESEUM - LATER</u>

The ponies talk excitedly between performances.

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

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

214 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:

SC 18 - <u>INT. CLOUDESEUM, BACKSTAGE - CONTINUOUS</u>

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

The frantic stage manager rushes in.

215 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.

216 RARITY
Rarity...

She strikes a dramatic pose.

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

The stressed-out stage manager checks his clipboard.

218 PEGASUS STAGE MANAGER
Look, ladies, I don't know what to tell you. There's only time for one more performance. If you both wanna compete, you'll just have to go out there together.

219 RARITY
Well, Rainbow Dash? Shall we?

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

CUT TO:

SC 19 - <u>EXT. CLOUDESEUM - LATER</u>

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.

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

The crowd <APPLAUDS>.

221 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.

222 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.

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

She starts off across the Cloudeseum, 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.

224 PEGASUS BULLY #1
Nice work, Rainbow Crash!

225 PEGASUS BULLY #2
Yeah, crash much?!

226 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.

227 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.

228 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.

229 RARITY
(to herself)
And now, for my *grand finale*. 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.

230 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...

231 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.

232 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.

233 RARITY
Uh-oh...

ZIP! She plunges towards the ground!

234 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.

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

236 TWILIGHT SPARKLE
Oh no! She flew too close to the sun! Her wings evaporated into thin air!

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

237 CROWD
<gasping>

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

238 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.

239 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...

240 RAINBOW DASH
Hold on, Rarity! I’m coming!!

<KA-BOOOOOM>!!!

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

It’s a SONIC RAINBOOM!

241 CROWD
<oohing 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!

242 FLUTTERSHY
A SONIC RAINBOOM!!! SHE DID IT!!!
SHE DID IT!!!!!!<excited walla>

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

243 TWILIGHT SPARKLE
Fluttershy!

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

244 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.

245 RAINBOW DASH
Whoa...

From Rainbow's POV the camera pans across the cheering crowd. We stop on Fluttershy who is screaming her bloomin' head off.

246 FLUTTERSHY
<Insane excited sports fan nonsense>

Rainbow Dash is wide eyed at her behavior for a beat before she smiles.

247 RAINBOW DASH
I did it! I did it!

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

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

Rarity hugs Rainbow Dash as confetti falls from above.

DISSOLVE TO:

SC 20 - <u>EXT. CLOUDESEUM - LATER</u>

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

250 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.

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

252 RARITY
And I'm especially sorry I was so thoughtless as to jump into the contest at the last minute after you had worked so hard to win it. Can you ever, ever forgive me ?

Rainbow thinks, then gives Rarity a friendly shoulder punch.

253 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 awake.

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

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

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

256 RAINBOW DASH
OH MY GOSH OH MY GOSH OH MY GOSH!

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

257 TWILIGHT SPARKLE
Princess!

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

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

260 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 grand prize for Best Young Flier to this year's winner, Ms. Rainbow Dash!

261 ALL
<cheering walla>

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

262 RAINBOW DASH
OH MY GOSH OH MY GOSH OH MY GOSH!

263 ALL
<laughing>

264 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.

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

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

267 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 feet on the ground' and be there for your friends.

268 PRINCESS CELESTIA
Excellent. Well done, Rarity.

The ponies carry Rainbow Dash back into scene.

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

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

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

271 PEGASUS BULLY #2
(elbowing him)
Dash!

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

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

274 RAINBOW DASH
Thanks, guys.

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

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

277 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.

278 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.

279 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