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MY LITTLE PONY

"The Cutie Mark Chronicles"

EP 023

Story by

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TEASER

EXT. TREETOPS - DAY

APPLE BLOOM, SCOOTALOO, and SWEETIE BELLE are huddled on a tiny platform waaaaay high up in the pine trees. They're wearing helmets and harnesses. Sweetie Belle looks down.

1 SWEETIE BELLE
 (shivering)
Are you sure about this, Scootaloo?
I've never even heard of a pony
ziplining before.

Scootaloo <CRACKS> her neck and <THUMPS> her helmet for luck.

2 SCOOTALOO
 (super confident)
Neither have I!

She shoves Apple Bloom off!

3 APPLE BLOOM
AAAAHHHH!!!!

Scootaloo steps to the edge and strikes a dramatic pose.

4 SCOOTALOO
'Tis a far, far better thing I do--
OOP!!

She slips off!

5 SCOOTALOO (CONT'D)
AAAAHHHH!!!!

6 SWEETIE BELLE
Wait for me!!

Sweetie Belle leaps off the platform, but when she tries to grab the rope, her hooves slip right off!

7 SWEETIE BELLE (CONT'D)
Oh no! NO THUMBS!!

All three Crusaders hurtle out of control down the zipline, spinning wildly by their safety harnesses.

8 ALL
AAAAHHHH!!!!

9 SWEETIE BELLE
What do we do? We can't grab the
rope without thumbs!!

10 APPLE BLOOM
I think the rope is the last of our
worries!

They're headed right for the trunk of a massive pine tree!

11 ALL
TREEEEEEE!!!!

<WHAM>!! <WHAM>!! <WHAM>!! The impact tears the zipline
loose. The Crusaders plunge toward the ground, <CRACKING>
through virtually every branch along the way.

12 ALL (CONT'D)
<painful walla>

Sap and needles stick to them! Angry owls SCRATCH them with
their talons! Finally the Crusaders <THUD> to the ground in
a filthy, beat-up pile.

13 ALL (CONT'D)
<painful walla>

Scotaloo staggers to her hooves and shakes herself off.
Fighting through the dizziness, she looks back at her rump.

Nothing.

Apple Bloom and Sweetie Belle sit up, heads still spinning.

14 APPLE BLOOM
See anything?

Scotaloo pulls a long string of sticky sap off her rump
where her cutie mark would be.

15 SCOTALOO
Tree sap and pine needles, but no
Cutie Mark. Ready for Plan B?

16 SWEETIE BELLE
(dreading this)
Plan B?

A seemingly evil grin grows across Scotaloo's face.

17 SCOTALOO
Yeah--- you know where we can find
a cannon at this hour?

FADE OUT.

MAIN TITLES

ACT I

FADE IN:

INT. CLUBHOUSE - DAY

Close on a bucket of soapy water. A pair of orange hooves dunks in and pulls out a rag. Reveal: Scootaloo's hair is matted with thick, golden TREE SAP. She uses the rag and tries to scrub off the sticky substance.

18 SCOOTALOO
It's no use! No matter what we
try, we always end up without Cutie
Marks...

Her rag gets stuck in the sap, joining several other rags already stuck around her body.

19 SCOOTALOO (CONT'D)
...and surprisingly often, covered
in tree sap.

20 SWEETIE BELLE
(rubbing her sore head)
Maybe we should do something less
dangerous, like pillow testing or
flower sniffing--

21 APPLE BLOOM
This town is full of ponies who
have their Cutie Marks! Why don't
we ask them how they did it?

22 SWEETIE BELLE
That's a great, safe idea!

23 SCOOTALOO
Yeah! And we can start with the
coolest pony in Ponyville!

24 APPLE BLOOM
Applejack!

25 SWEETIE BELLE
Rarity!

Scootaloo can't believe her ears.

26 SCOOTALOO
Come on, guys, I said "cool!" You
know who I'm talking about!
(striking cool poses)
She's fast! She's tough! She's
not afraid of anything!

Apple Bloom and Sweetie Belle share a confused glance.

27 APPLE BLOOM & SWEETIE BELLE
(unsure)
Pinkie Pie?

28 SCOOTALOO
No! The greatest flier ever to
come out of Cloudsdale!

29 APPLE BLOOM & SWEETIE BELLE
(even more confused)
Fluttershy?

30 SCOOTALOO
(exasperated)
NO! Rainbow Dash!

31 APPLE BLOOM & SWEETIE BELLE
Oh, of course! / Yeah, that makes
much more sense.

32 SCOOTALOO
Let's do it! Let's find out how
Rainbow Dash earned her Cutie Mark!

They go in for a high-five, but their hooves stick together.

33 SCOOTALOO (CONT'D)
We should really get some sap
remover.

CUT TO:

EXT. SWEET APPLE ACRES - DAY

The Crusaders pile onto Scootaloo's scooter and zip through the farm. Next thing they know, APPLEJACK gallops up next to them.

34 APPLEJACK
Get back here, you thievin'
varmints!!

The Crusaders look at Applejack, confused.

35 APPLE BLOOM
Thievin' what now?

Then they see: She's in hot pursuit of some apple thief rabbits, led by Fluttershy's rabbit, ANGEL. The rabbits make a hard turn into a thicket.

36 APPLEJACK
There they go!

AJ turns to give chase, and gets her hooves tangled with the scooter, toppling them all like bowling pins! She looks up just in time to see the rabbits give her a <RASPBERRY>.

37 RABBITS
Thhhbbbt!

They race away.

38 APPLEJACK
Why you little...

Apple Bloom shoves the upended scooter off and finds herself up close and personal with Applejack's rump... and her Cutie Mark. Apple Bloom is inspired.

39 APPLE BLOOM
Hey! Why don't we ask my sister
how she got her cutie mark?

40 SCOOTALOO
(to Apple Bloom)
Applejack? I thought we were gonna
ask Rainbow Dash!

41 APPLE BLOOM
(to Scootaloo)
We need all the help we can get.

42 SCOOTALOO
Ugh. Fine.

Applejack stands up, inadvertently picking up Apple Bloom on her back.

43 APPLE BLOOM
Will you tell us, AJ?

44 APPLEJACK
I never told you that story? Why
shoot, I was just a little filly,
littler than y'all even...

DISSOLVE TO:

EXT. SWEET APPLE ACRES - FLASHBACK - DAY

A younger and more heartthrobby version of BIG MCINTOSH shows a younger and more prissy version of APPLEJACK the proper technique for applebucking. She's disinterested, hiding under a parasol to keep the sun away.

45 APPLEJACK
<Sigh.>

Big McIntosh kicks a tree causing a rain of apples. One of them <SPLATTERS> in a mud puddle, dousing Applejack.

46 YOUNG APPLEJACK
Eww! Gross!

HORSEFLIES swarm her face. She frantically swats at them.

47 YOUNG APPLEJACK (CONT'D)
Shoo! Shoo! Dumb bugs! Get 'em
offa me! Get 'em off!

Big McIntosh watches with amusement as his straightlaced little sister runs in circles, eventually tripping and falling in the puddle. She stews.

48 APPLEJACK (V.O.)
I didn't want to spend my life on a
muddy ol' apple farm.

CUT TO:

END. SWEET APPLE ACRES, FRONT GATE - FLASHBACK - DAY

Applejack stands at the front gate of the orchard with two stuffed saddlebags, reminiscent of suitcases. Big McIntosh comforts a tearful GRANNY SMITH.

49 APPLEJACK (V.O.)
I wanted to live the sophisticated
life, like my Aunt and Uncle
Orange. So I set out to try my
luck in the big city...

CUT TO:

EXT. MANEHATTAN - FLASHBACK - DAY

50 APPLEJACK (V.O.)
Manhattan!

Applejack walks slack-jawed through the bustling streets of the big city. It's like New York in the '50s, but for horses. Pegasus fly past going a million miles an hour.

51 APPLEJACK (V.O.) (CONT'D)
The most cosmopolitan city in all
of Equestria!

52 MANEHATTANITE #1
Outta the way, ya rube!

Applejack peers in a window at an enormous trough lined with businessponies reminiscent of a lunch counter in a diner.

53 APPLEJACK (V.O.)
The troughs in the big city were enormous, but so were the possibilities! I knew I'd find who I was meant to be in Manehattan...

CUT TO:

INT. ORANGE APARTMENT - FLASHBACK - DAY

The door to a chic, urban apartment opens to reveal AUNT & UNCLE ORANGE!

54 APPLEJACK
Aunt Orange! Uncle Orange!

They nuzzle their niece enthusiastically, thrilled to have her.

55 APPLEJACK (CONT'D)
Thank y'all so much for lettin' me stay!

56 AUNT ORANGE
(posh accent)
"Y'all!" Isn't she just the living end?

57 UNCLE ORANGE
And those dusty old saddlebags!
How quaint!

58 AUNT ORANGE
Come inside, dear. We'll have you acting like a true Manehattanite in no time!

They usher her inside.

CUT TO:

INT. ORANGE APARTMENT - FLASHBACK - NIGHT

Applejack's mane is coiffed just like her aunt's. Her country saddlebags are gone, replaced by a fancy city saddle. And she's sitting stiffly and awkwardly, like a society pony.

59 APPLEJACK (V.O.)
They threw all sorta culture at me, all right, made me a real ol' city pony. They even took me to somethin' called a "dinner party"...

She's somewhere in the middle of a long, sophisticated table.

60 UPPER CRUST GUEST #1
Tell me, Applejack, dear, what do
you make of this business in
Canterlot?

CLOSE ON APPLEJACK -- sweating but trying to hide it.

61 YOUNG APPLEJACK (V.O.)
(her thoughts)
Canterlot? What's he talking
about? What do I say? I don't
wanna look like a fool!

She composes herself, then...

62 YOUNG APPLEJACK (CONT'D)
(posh accent)
Well, dahling, there are two things
a pony never discusses: politics
and her age.

The guests all <CHUCKLE>. Applejack relaxes. Aunt Orange
gives her a wink.

63 AUNT ORANGE
Very well said, my dear.

64 UPPER CRUST GUEST #2
And how are you finding good ol'
Manhattan?

Applejack continues to put on her best airs.

65 YOUNG APPLEJACK
Oh, it's simply divine! Although,
I must admit the city noise took
some getting used to. Where I'm
from, nights are so quiet you
seldom hear a peep until the
roosters wake you!

The guests stare at her like she's got two heads. Some of
them exchange confused glances.

66 UPPER CRUST GUEST #1
The... what?

67 UPPER CRUST GUEST #2
I say, my dear, what in the world
is a "rooster"?

Just then, SERVERS enter with trays of food covered by silver
domes, saving Applejack from the awkward moment.

68 AUNT ORANGE
Dinner is served!

Applejack mops her brow.

69 YOUNG APPLEJACK (V.O.)
(her thoughts)
Thank goodness! Bein' a city
pony's hard work! I'm so hungry, I
could eat a...

The server lifts the dome off the tray to reveal...

A few sticks and a puddle of something.

70 SERVER
Madame, tonight we have seared baby
carrot peels in a barley and wild
oat reduction. *Bon appetit.*

The server exits. Everyone politely digs in, not noticing
the forlorn look on Applejack's face...

MATCH DISSOLVE TO:

INT. APPLEJACK'S BEDROOM - FLASHBACK - DAY

She sits at her window with the same forlorn expression. The
sun appears over the horizon. She does a sad impersonation
of a <CROWING ROOSTER>.

71 YOUNG APPLEJACK
(impossibly sad)
Cock-a-doodle-doo. <sigh.> I
wonder what Granny Smith and Big
McIntosh are up to. I bet they're
applebuckin' their way through the
red delicious trees. Oooh, what I
wouldn't give to crunch into one of
them straight off the branch...

She looks wistfully into the distance, past the bustling
streets of Manehattan, toward the golden fields of Equestria.

72 APPLEJACK (V.O.)
I never felt so homesick in all my
days as I did right then...

As tears form in her eyes, something appears in the distance.
There, like a beacon in the sky, a spectacular RAINBOW
materializes, pointing straight at Ponyville. She stands,
taking in the meaning of what she's seeing.

73 APPLEJACK (V.O.) (CONT'D)
It was amazing. A rainbow pointing
right back to.... home. In that
moment, it all became clear.

Applejack dons an expression of resolved determination, then
shakes out of her fussy manestyle and fancy saddle.

74 APPLEJACK (V.O.) (CONT'D)
I was an Apple, not an Orange.
This country pony wasn't meant for
the city...

CUT TO:

EXT. SWEET APPLE ACRES, FRONT GATE - FLASHBACK - DAY

Applejack, back in her country duds, gallops to the front
gates of the orchard, greeted with warm nuzzles by her
family.

75 APPLEJACK (V.O.)
Once I saw my family again and bit
into a big ol' juicy apple, why I
knew right then who I was s'posed
to be...

Applejack's familiar APPLE CUTIE MARK appears on her rump.

BACK TO:

EXT. SWEET APPLE ACRES - DAY

Applejack smacks her Cutie Mark proudly.

76 APPLEJACK
That's when this here appeared. I
been happily workin' the farm ever
since.

Sweetie Belle and Apple Bloom smile warmly, touched by the
story.

77 APPLE BLOOM & SWEETIE BELLE
Awwwww!

78 APPLE BLOOM
Thanks, sis!

79 APPLEJACK
Why you're most certain--
(spotting the rabbits)
There they are!

She bolts!

80 SWEETIE BELLE
That was such a sweet story!

Scootaloo pulls up on her scooter.

81 SCOOTALOO
Sweet? Try *sappy*! Blech!

The other girls exchange looks...

82 SCOOTALOO (CONT'D)
Come on, we've got to find Rainbow
Dash and hear the cool way to get a
Cutie Mark!

...then hop on. The 3 fillies scoot off.

CUT TO:

EXT. FLUTTERSHY'S COTTAGE - DAY

The Crusaders zip down the lane on Scootaloo's scooter. They zoom around Fluttershy's cottage, and...

THERE SHE IS -- helping ducklings get safely across the road.

83 CRUSADERS
AAAAHHHH!!!!

84 FLUTTERSHY
Oh no!

Scootaloo SLAMS ON THE BRAKES -- the Crusaders go flying! Fluttershy and the ducklings, unhurt.

85 APPLE BLOOM
Ugggghhhh... maybe we should switch
to walking...

86 FLUTTERSHY
You really should be more careful!
Somepony could get hurt!

87 SWEETIE BELLE
Unghhhh...

88 FLUTTERSHY
Why are you in such a hurry anyway?

89 SCOOTALOO
(brushing off dirt)
We're trying to find Rainbow Dash
so we can hear how she earned her
Cutie Mark.

90 FLUTTERSHY
Oh! That would be interesting!
You know, I wouldn't have gotten my
Cutie Mark if it weren't for her.

91 SCOOTALOO
Rainbow Dash? Really?

92 FLUTTERSHY
Oh yes! It all started at summer
flight camp...

DISSOLVE TO:

EXT. FLIGHT CAMP - FLASHBACK - DAY

FLUTTERSHY as a filly has long gangly legs. She's much taller than the other pegasi her age, and twice as awkward.

93 FLUTTERSHY (V.O.)
You'd never guess, but when I was
little, I was very shy. My parents
thought sending me to flight camp
would help me come out of my shell.
I was so nervous! I'd never be so
far from home--- all the way at the
edge of Cloudsdale!

She watches from the back of the crowd as a FLIGHT INSTRUCTOR with a clipboard points to one of the campers. This camper will be known as PEGASUS BULLY #1.

Pegasus Bully #1 lines up. The Flight Instructor signals him to start. He zooms through the course -- a series of mid-air hoops and slalom flags -- finally crossing the finish line.

94 FLIGHT INSTRUCTOR
(checking his clipboard)
Fluttershy! You're up!

She nervously makes her way through the crowd and stands at the starting line, knees knocking. The Flight Instructor raises his hoof, then gives her the signal!

And she doesn't move.

95 FLIGHT INSTRUCTOR (CONT'D)
GO! GO!

She takes a deep breath, then flaps her little wings as hard as she can, jerking through the air toward the first obstacle. The rest of the campers exchange amused looks, snickering at her long, dangling legs.

96 FLUTTERSHY (V.O.)
To make matters worse, I had a
difficult time making friends
because, to be honest, I wasn't a
very good flier.

With very little speed, she approaches the first mid-air hoop. She closes her eyes and tries to fly through, but her legs catch on the hoop. She trips, setting off a chain reaction of destruction, finally ending up in a pile of spindly legs and broken flight gear.

Her fellow campers gather around, laughing at the horrible mess she's created.

97 PEGASUS BULLIES
Nice going, Klutz-ershy! / My baby
brother can fly better than you! /
They oughta clip your wings!

Fluttershy blushes and tries to hide behind her hair. She's never been so embarrassed.

98 FLUTTERSHY (V.O.)
It was the most humiliating moment
of my life. And then, out of
nowhere...

The filly version of RAINBOW DASH steps in! She's tiny, unusually small for her age, but tough.

99 SCOOTALOO (V.O.)
YEAH! RAINBOW DASH, WOO!!! Now
we're talking!

Rainbow Dash stands between Fluttershy and the bullies, a ferocious scowl on her face.

100 YOUNG RAINBOW DASH
Leave her alone!

101 PEGASUS BULLY #1
(mocking)
Ooooooh! What are you gonna do,
Rainbow Crash?!

102 YOUNG RAINBOW DASH
Keep making fun of her and find out!

103 PEGASUS BULLY #2
You think you're such a big shot?
Why don't you prove it!

Rainbow Dash gets right in the big bully's face.

104 YOUNG RAINBOW DASH
Whattaya have in mind?

CUT TO:

EXT. FLIGHT CAMP = FLASHBACK = DAY

Rainbow Dash and the 3 pegasus bullies stand side-by-side. The whole camp is gathered around. The atmosphere is electric, like a James Dean style street race. Fluttershy stumbles out with a flag between her teeth. She looks really nervous.

105 PEGASUS BULLY #1
(to Rainbow Dash)
You're going down.

106 YOUNG RAINBOW DASH
In history, maybe. See you boys at the finish line.

Tensions are high. Fluttershy raises the flag...

A single bead of sweat runs down Rainbow Dash's face...

Pegasus Bully #1 puts a hoof right on the starting line...

AND FLUTTERSHY WAVES THE FLAG! THEY'RE OFF!

The racers BLAST onto the course, immediately SLAMMING INTO the hapless Fluttershy, knocking her right out of the clouds! Like someone who can't swim, Fluttershy flails helplessly!

But nothing's working! She can't fly!

107 YOUNG FLUTTERSHY
AAAAHHHH!!!!

FADE OUT.

END OF ACT I

ACT II

FADE IN:

EXT. SKY ABOVE PONYVILLE - FLASHBACK - DAY

Fluttershy hurtles toward the ground, her gangly legs flailing everywhere!

108 YOUNG FLUTTERSHY
AAAAHHHH!!!!

Her screams trail off when she realizes she's not falling anymore.

109 YOUNG FLUTTERSHY (CONT'D)
AAH... aah... huh?

She's floating on a BED OF BUTTERFLIES. One of the butterflies flits in front of her face with big, gorgeous wings.

110 FLUTTERSHY (V.O.)
I had never seen such a beautiful creature. Butterflies don't fly as high as my cloud home, and I had never been near the ground before.

Calm now, Fluttershy watches the graceful way the butterfly flies. She mimics it's movements with her own wings, and before she knows it, the bed of butterflies beneath her scatters and she's flying on her own!

111 FLUTTERSHY (CONT'D)
Oh!

She twirls through the air, following every graceful move the butterfly makes. She follows the butterfly through the canopy of a forest, eventually emerging...

112 YOUNG FLUTTERSHY
<Gasp!>

...in a beautiful sun kissed meadow! <STRINGS> come up as a MUSICAL NUMBER begins, and the butterfly leads a guided tour of the place that will one day be Fluttershy's home.

113 YOUNG FLUTTERSHY (CONT'D)
*What is this place? /
Filled with so many wonders? /
Casting its spell /
That I am now under /
Green green grass /
And clear blue water /
Ducks, frogs, and fish /
Beavers and otters /*

The woodland creatures join the musical number as background dancers. Even the trees sway in time to the music.

114 YOUNG FLUTTERSHY (CONT'D)
*Squirrels in the trees /
And cute little bunnies /
Birds flying free /
And bees with their honey /*

The song builds to a crescendo, the animals performing a huge Broadway dance routine: water spouts from frogs' mouths; butterflies spin through the air, wings sparkling like glitter; squirrels launch each other like gymnasts.

115 YOUNG FLUTTERSHY (CONT'D)
Oooooo! /
What a magical place! /
And I owe it all /
To that pegasus race! /
If I knew /
The ground had /
So much up its sleeve! /
I would have /
Come here sooner /
And never ever leave /
(big finish)
Yes, I /
Love /
Ev-- /
Ry-- /
THIIIIIIIIING!!

She holds the big note, the animals doing a spectacular Busby Berkely-type routine behind her, when all of a sudden...

<KA-BOOM>!!!

A massive explosion knocks everyone over! The animals panic, <SQUAWKING> and SCATTERING everywhere! It's a full-bore freak-out!

116 YOUNG FLUTTERSHY (CONT'D)
Oh no!

As animal panic reigns, she closes her eyes.

117 FLUTTERSHY (V.O.)
And that's when it happened...

Her eyes open and she calmly heads into the chaos. She approaches some frantic frogs and calmly places her nose to their heads. She leans in close and whispers to them.

118 FLUTTERSHY (CONT'D)
Shhhhh...

Almost immediately, they calm down and resume their tranquil <CROAKING>.

Staying cool, she makes her way through the meadow spreading peacefulness. The touch of her nose settles the birds down, the serenity of her whispers calms the squirrels. Every animal she comes in contact with responds instantly to her almost "magical" power.

119 FLUTTERSHY (V.O.) (CONT'D)
I didn't even know what I was
doing.
(MORE)

FLUTTERSHY (V.O.) (CONT'D)
Somehow I had the ability to
communicate with the animals on a
different level...

Within moments, Fluttershy has restored peace to the chaotic scene. She lays in a thicket like a fawn and animals gather around her. It's a scene straight out of Bambi. She looks at her flank and discovers her BUTTERFLY CUTIE MARK. Butterflies twirl joyously around her head.

A beautiful RAINBOW appears in the sky, as if to emphasize what's just happened. A <MUSICAL REFRAIN> begins.

120 YOUNG FLUTTERSHY
(singing)
Oh, I love every--

121 SCOOTALOO (V.O.)
Wait wait wait!

BACK TO:

EXT. FLUTTERSHY'S COTTAGE - DAY

We cut back to the present. Fluttershy is lying in the grass, but instead of surrounded by animals, she is being cuddled by Apple Bloom and Sweetie Belle were swept up in her story, but Scootaloo's interruption snaps them all out of it.

122 SCOOTALOO
What happened to Rainbow Dash?
What about the race??

123 FLUTTERSHY
Oh. Well, I wasn't there so... I
don't really know what happened.

124 SCOOTALOO
Ugh!!!

She stomps off screen and returns with her scooter.

125 SCOOTALOO (CONT'D)
Come on, Crusaders, we've got to
find her! Besides, I can't take
anymore singing.

Sweets and Bells join her.

126 SWEETIE BELLE
Maybe my sister knows where she is.
Bye Fluttershy!

127 FLUTTERSHY
Bye girls!

CUT TO:

INT. CAROUSEL BOUTIQUE - LATER

The Crusaders are draped in cloth, acting as tailor's dummies for a frazzled RARITY.

128 SCOOTALOO
How did we get roped into *this*?
Sheesh, we'll never hear Rainbow
Dash's Cutie Mark story.

129 RARITY
Are you girls still obsessing over
your Cutie Marks?

130 SWEETIE BELLE
Of course! Most of the fillies at
school already have theirs!

131 RARITY
I know how you feel. For the
longest time, I couldn't figure out
why I didn't have mine...

DISSOLVE TO:

INT. CLASSROOM - FLASHBACK - DAY

As a prim SCHOOLMARM PONY lectures, filly Rarity glances at a pony fashion mag hidden inside her textbook.

132 RARITY (V.O.)
I always knew I was meant to be a
designer. I studied the techniques
of all the top professionals...

CUT TO:

INT. RARITY'S BEDROOM - FLASHBACK - NIGHT

Walls covered in pony pop culture icons, young Rarity sews a gorgeous outfit.

133 RARITY (V.O.)
I practiced my craft night and day...

CUT TO:

INT. BATHROOM - FLASHBACK - MORNING

She examines her rump, which remains blank.

134 RARITY (V.O.)
But I just couldn't get my Cutie
Mark.

She sighs, then heads off to school.

CUT TO:

INT. SCHOOL AUDITORIUM - FLASHBACK - DAY

Young ponies are on stage rehearsing the school play, accompanied by <PIANO>. Rarity watches from the wings. The actors are dressed in oversized costumes representing the main pony food groups:

135 PONY ACTORS
(singing)
Oats and grain /
Grasses and hay /
Veggies and fruit /
Flowers so cute /
Last but not least are sweetie
sweets /
These are the things that ponies
eat!

136 SCOOTALOO (V.O.)
Come on! MORE sappy singing?!

137 RARITY (V.O.)
It's not about the singing,
darling, it's about the fashion.

We recognize filly Applejack in the "fruits" costume, and a young PINKIE PIE in the "sweets" costume. She has a giant, unruly frizz-fro.

Backstage, Rarity watches, troubled. The Schoolmarm Pony approaches.

138 SCHOOLMARM PONY
Well done, Rarity. Your costumes
are very nice.

139 YOUNG RARITY
Nice? But I want them to be
spectacular! And the performance
is tomorrow!

CUT TO:

INT. RARITY'S BEDROOM - FLASHBACK - MORNING

Frazzled, little Rarity is surrounded by trimmed cloth and sewing supplies. Costumes litter every surface. The sun starts to rise outside her window.

140 RARITY (V.O.)
I tried every trick I could think
of, but nothing seemed to work.
The costumes just weren't right.
And the play opened that night!

Dispirited, Rarity collapses on her frilly bed.

141 YOUNG RARITY
Maybe I'm not meant to be a
fashionista after all...

As she swoons dramatically, something strange starts to happen. Her tiny unicorn horn suddenly starts to GLOW! Her eyes pop open, and she springs off the bed in confusion.

142 YOUNG RARITY (CONT'D)
What's going on?!

Her horn seems to be pulling her toward the door.

143 YOUNG RARITY (CONT'D)
You... you want me to go outside?

The horn GLOWS BRIGHTER. Rarity lets her horn lead the way.

CUT TO:

EXT. OUTSKIRTS OF PONYVILLE - FLASHBACK - DAY

The glowing horn takes her to the rocky outskirts of town where nopony ever goes.

144 RARITY (V.O.)
I had no idea where my horn was
taking me, but unicorn magic
doesn't happen without a reason. I
knew this had to do with my love of
fashion, and maybe even my Cutie
Mark. I knew this was...

Wind <GUSTS> as she tentatively navigates the rocky ground.

145 RARITY (V.O.) (CONT'D)
...my destiny.

The <MUSIC SWELLS> dramatically as the glowing horn leads her straight to...

A GIANT ROCK. <RECORD SCRATCH>.

146 YOUNG RARITY
A rock?! A ROCK?!!? THAT'S my
destiny?? What's your problem,
horn? I followed you all the way
out here for a rock?!

Deflated, Rarity sulks. She KICKS the rock.

147 YOUNG RARITY (CONT'D)
Dumb rock--

<KA-BOOM>!!!

Rarity falls to her knees as the explosion rocks Ponyville!

148 YOUNG RARITY (CONT'D)
What was that?!

She looks up in horror as the giant rock starts to fissure
and <CRACK> in two!

149 YOUNG RARITY (CONT'D)
AAAHHH!!!

She covers her head as the rock breaks completely in half! A
beautiful glow lights up Rarity's face. She lowers her
hooves and her eyes go wide...

The split rock is filled with spectacular glimmering
GEMSTONES! Her horn glows, matching the gems. Her eyes
twinkle with wonder...

CUT TO:

INT. SCHOOL AUDITORIUM - FLASHBACK - NIGHT

Back in the auditorium, it's the electric atmosphere of
opening night! Rarity, however, is calm and relaxed.

150 SCHOOLMARM PONY
(nervously)
Places, everyone! First positions!
(to Rarity)
I do hope everypony's ready. I just
caught Pinkie Pie eating her script.

151 YOUNG RARITY
Don't worry, ma'am. I'm sure it'll
be... *spectacular*.

The house lights dim and the audience <APPLAUDS>. The
spotlight hits the stage, and the curtain opens...

152 AUDIENCE
<oohing and aahing>

The actors dance onstage in the same food costumes as before, only now they're bedazzled with the gorgeous, sparkling gems.

153 AUDIENCE (CONT'D)
Oooooooooohhhh! Aaaaaaaahhhhhh!

ON RARITY -- watching with pride.

154 SCHOOLMARM PONY
Oh, look, Rarity!

155 RARITY
I am looking! I made them after all!

156 SCHOOLMARM PONY
Not your costumes that...

The schoolmarm turns Rarity's head towards her flank, which Rarity inspects her flank with wonder. Sure enough, there's her THREE-DIAMOND CUTIE MARK.

BACK TO:

INT. CAROUSEL BOUTIQUE - DAY

Rarity models her mark. Apple Bloom and Sweetie Belle are inspired.

157 APPLE BLOOM & SWEETIE BELLE
Oooooooooohhhh!

But Scootaloo shakes off the fabric that's draped over her.

158 SCOOTALOO
Aaaaahhh!!!! These sappy stories aren't getting us any closer to our Cutie Marks! They're all about "finding who you really are" and boring stuff like that!

159 RARITY
Yes, Scootaloo! That's exactly--

160 SCOOTALOO
Come on, girls! We need action!
We need Rainbow Dash!

Scootaloo pushes her friends out the door...

161 RARITY
--how you get your Cutie Mark.

...SLAM!!! Leaving Rarity alone.

CUT TO:

EXT. STREETS OF PONYVILLE - DAY

Scootaloo has her head on her hoof, frustrated. Pull out to reveal the other girls sitting at a cafe table listening to...

162 TWILIGHT SPARKLE
As a young filly in Canterlot I
always wanted to go to the Summer
Sun Celebration where Princess
Celestia raises the sun...

Scootaloo rolls her eyes and slams her head on the table.

DISSOLVE TO:

EXT. CANTERLOT FAIRGROUNDS - FLASHBACK - NIGHT

SERIES OF SHOTS:

-Young Twilight walks wide-eyed through the carnival-light fairgrounds with her PARENTS. She's overwhelmed with happiness, like a kid at Disneyland for the first time.

163 TWILIGHT SPARKLE (V.O.)
Finally, I was old enough. It was
better than I ever expected. I
ate...

-Twilight tries to eat a huge straw lollypop-type thing in the shape of a sun. She tries to find a place to bite, but can't figure it out. Finally, she takes the whole thing into her mouth in one swallow. Her parents laugh as she lets out a tiny <BURP>.

164 TWILIGHT SPARKLE (V.O.) (CONT'D)
I rode the rides...

-Twilight <HOWLS> in sheer exhilaration on a furiously spinning SUN-SHAPED RIDE. Next to her, her father covers his eyes in terror.

165 TWILIGHT SPARKLE (V.O.) (CONT'D)
And I saw the most amazing, most
wonderful thing I've ever seen...

-Twilight stands in a crowd of taller ponies. She pushes her way through to see what's going on.

There, in her ceremonial garb, is PRINCESS CELESTIA. Her ROYAL GUARD plays a <FANFARE> and the crowd falls silent.

Twilight's eyes go wide as the Princess steps forward and extends her magnificent wings. An electric <MURMUR> runs through the crowd.

The Princess closes her eyes, her face serene. Despite the flags hanging limp from the still day, her rainbow hair suddenly starts to WHIP around! An unearthly GLOW envelopes her as she levitates off the ground!

The crowd exchanges amazed glances, but Twilight's eyes never leave the Princess. Floating above the crowd, she lowers her spectacular wings, then slowly starts to raise them again. As the wings move skyward...

166 CROWD
<ooing and aahing>

Slowly, light starts to wash over the fairgrounds as the sun breaks heavily over the horizon. As the Princess's wings go up, so does the sun. Glowing like a star, she hoists the massive orb of light into its usual place.

167 CROWD (CONT'D)
<cheering wildly>

Twilight, however, doesn't move. Her eyes are locked on the Princess, in awe of what she's just witnessed...

CUT TO:

INT. CANTERLOT LIBRARY OF MAGIC - FLASHBACK - DNIGHT

SERIES OF SHOTS:

-Twilight sits behind a desk, a giant stack of books next to her. She takes the first one and dives in...

168 TWILIGHT SPARKLE (V.O.)
I poured myself into learning
everything I could about magic...

-Twilight stands in front of a small PURPLE POLKA-DOT EGG. Her eyes narrow. With incredible exertion, her horn starts to glow. She shakes and shudders from the effort, but finally gives up. No luck.

-Half the stack of books now sit in a pile on the other side of the desk.

169 TWILIGHT SPARKLE (V.O.) (CONT'D)
I stayed up every night and
devoured all the magic books I
could find...

-She focuses her attention on the egg again. Slowly, her horn starts to glow. Suddenly, the egg starts to move, jerking back and forth.

170 TWILIGHT SPARKLE (CONT'D)

Ah!

But her shout of joy breaks the spell!

171 TWILIGHT SPARKLE (CONT'D)

Oh.

-She can barely keep her eyes open as she reads through the final book.

172 TWILIGHT SPARKLE (V.O.) (CONT'D)

And then, finally, it happened...

-The eggshell lies cracked on the floor. Tiny little baby SPIKE stretches out, yawning. Twilight stares intently at him. Her horn starts to glow. Brighter. Brighter still. Finally, little Spike lifts off the ground!

He looks around, confused that he's levitating.

173 TWILIGHT SPARKLE (V.O.) (CONT'D)

My parents decided to enroll me in
Princess Celestia's school for
gifted unicorns. It was a dream
come true. Except for one thing...

CUT TO:

INT. LECTURE HALL - FLASHBACK - DAY

Twilight swallows hard. WIDEN TO REVEAL -- she's standing in front of an intimidating panel of stern-looking FACULTY MEMBERS. In the middle, Princess Celestia herself.

174 TWILIGHT SPARKLE (V.O.)

I had to pass an entrance exam.

She smiles lamely, trying to disguise her terror.

FADE OUT.

END OF ACT II

ACT III

FADE IN:

INT. LECTURE HALL - FLASHBACK - DAY

One of the Faculty Members <COUGHS>, emphasizing how silent it is in the room. Twilight glances at her parents, who give her big, encouraging smiles. Then she looks back at baby Spike, who lies on curled up on the cool floor.

With an audible <GULP>, Twilight assumes her magic stance. She focuses on Spike intently, but nothing seems to happen. She offers a nervous <CHUCKLE> to the panel. Several of them make notes with their enchanted floating pens.

Twilight tries again, but still her horn doesn't glow. Sweat pours down her face. She looks nervously at the Princess, who watches her patiently.

175 YOUNG TWILIGHT SPARKLE
Seems to be a little problem here.
Let me just...

She braces herself, pouring everything she's got into levitating Spike. Nothing. He stretches his hind legs with <SQUEAKY YAWN>, not a care in the world.

176 YOUNG TWILIGHT SPARKLE (CONT'D)
<nervous giggle>

Then, in rapid fire succession, she contorts her body into unnatural positions, but nothing works. She collapses on the floor in exhaustion.

TWILIGHT'S POV -- from the ground, she sees one of the Faculty Members yawn. Another taps his hoof impatiently. Still another looks at the clock. Princess Celestia gives her a concerned look.

Twilight picks herself up off the floor. She's defeated, her shoulders slumping, her head hung low.

177 YOUNG TWILIGHT SPARKLE (CONT'D)
I'm sorry I...
(sniff)
...wasted your time.

Twilight's parents nuzzle each other sadly as she staggers broken-hearted to the door. The Princess watches with concern. Then, suddenly...

<KA-BOOM>!!!

178 TWILIGHT SPARKLE
AAAAHHH!!!

The massive explosion jolts Twilight, causing her to inadvertently fire off a stream of magic spells, each indicated by a bright, pink, multi-pointed sparkle! Her horn glows white! She levitates Spike! She levitates the entire panel! She turns her parents into potted plants! She morphs Spike into a huge, adult dragon! Spells fly everywhere! It's chaos!!

Princess Celestia calmly floats over and places a hoof on Twilight's shoulder. Instantly, she calms down and stops firing magic. The panel crashes to the ground, and her parents and Spike turn back into themselves.

179 YOUNG TWILIGHT SPARKLE
I'm so sorry! I didn't mean to--

The Princess smiles.

180 PRINCESS CELESTIA
Twilight Sparkle, you have a very special gift. I don't think I've ever come across a unicorn with your raw abilities.

Twilight stares back for a beat. She blinks in disbelief.

181 YOUNG TWILIGHT SPARKLE
Huh?

182 PRINCESS CELESTIA
But you need to learn to tame these abilities through focused study.

183 YOUNG TWILIGHT SPARKLE
Huh?

184 PRINCESS CELESTIA
Twilight Sparkle, I'd like to make you my own personal protege here at the school.

185 YOUNG TWILIGHT SPARKLE
HUH?!

186 PRINCESS CELESTIA
Well...?

Twilight's eyes grow wide with realization, then, suddenly she starts to bounce around the room in pure, unbridled joy!

187 YOUNG TWILIGHT SPARKLE
Yes yes yes yes yes yes YYYEEESSS!!

The Princess laughs with delight at Twilight's enthusiasm.

188 PRINCESS CELESTIA
One other thing, Twilight...

189 YOUNG TWILIGHT SPARKLE
There's MORE?!

The Princess simply nods toward Twilight's hind quarters. Sure enough, her PINK SPARKLE CUTIE MARK is there.

190 YOUNG TWILIGHT SPARKLE (CONT'D)
My Cutie Mark! Yes yes yes yes...

BACK TO:

EXT. STREETS OF PONYVILLE - DAY

Lost in her remembrances, Twilight jumps up and down like crazy.

191 TWILIGHT SPARKLE
...yes yes yes yes YYYYYEESSSSS!!!!

Apple Bloom and Sweetie Belle have to duck out her way!

192 APPLE BLOOM
Okay, okay!

193 SWEETIE BELLE
We're happy for you, Twilight!

194 SCOOTALOO
(to the others)
Yeah thrilled! Let's get out of
here while we still can!

The Crusaders leap onto the scooter, leaving Twilight jumping up and down all alone.

195 TWILIGHT SPARKLE
Yes yes yes yes yes... er...

Until she realizes she's not alone. Everypony on the street is staring at her.

196 PONY BYSTANDER
Are you ok?

197 TWILIGHT SPARKLE
<nervous laugh.> Um, yes.

CUT TO:

EXT. TOWN SQUARE - DAY

The Crusaders zip into the center of town.

198 SCOOTALOO
OK, I think we're safe--

<WHAM>!! They're bowled over by a runaway PINKIE PIE! Heads spinning, they pick themselves up.

199 PINKIE PIE
Sorry, guys! Guess I'm not quite
used to these roller skates!

She shows them the skates strapped to her hooves.

200 SCOOTALOO

Ugh! Why don't we ever smash into Rainbow Dash?

201 PINKIE PIE

You're looking for Rainbow Dash? If I was her, I'd be at Sugarcube Corner. Of course, if I was anyone I'd be at Sugarcube Corner. Hey I have an idea! *Wanna go to Sugarcube Corner?*

202 SWEETIE BELLE

Well, we're sort of looking for Rainbow Dash so we can hear how she got her Cutie Mark--

203 PINKIE PIE

Cutie Mark! Come with me to, um... oh I know! Sugarcube Corner! And I'll tell you how I got mine!

The Crusaders exchange skeptical looks.

204 SCOOTALOO

(with a sigh)

Why not?

205 PINKIE PIE

(raising a triumphant hoof)

All right!!

She slips on her skates and splats on her face.

DISSOLVE TO:

EXT. ROCK FARM - FLASHBACK - DAY

Ominous, dark skies. Empty fields. The only thing for miles are hundreds of LARGE BLACK ROCKS.

There, amidst the colorless expanse, is a bright shock of color: young Pinkie Pie and her wild pink frizz-fro.

206 PINKIE PIE (V.O.)

My sisters and I were raised on a rock farm outside of Ponyville. We spent our days working the fields...

Pinkie Pie struggles to lift a large rock into a cart. She's there with several of her SISTERS, all of them dull gray with straight, flat manes. None of them smile. Or display any emotion whatsoever, for that matter.

CUT TO:

INT. DRAB FARMHOUSE - FLASHBACK - NIGHT

Pinkie and her pallid family sit around a small, basic table. They're all shades of gray with straight, plain hair. They silently eat colorless, shapeless food.

207 PINKIE PIE (V.O.)
We spent our nights eating
flavorless food. There was no
talking. There was no smiling.
There were only rocks.

They eat silently, the only sound an occasional <SLURP>.

208 FATHER
We better harvest the rocks from
the south field tomorrow. Winter's
coming.

No one responds. They continue the silent meal. Pinkie <BELCHES> and everyone shoots her a dirty look.

209 YOUNG PINKIE PIE
(sheepishly)
Sorry.

Pinkie's mother looks particularly offended.

210 MOTHER
You need to learn some discipline
young lady...

CUT TO:

INT. DRAB FARMHOUSE - FLASHBACK - LATER

Pinkie sits in front of her unsmiling mother, who struggles to run a brush through the thicket of hair.

211 YOUNG PINKIE PIE
Ow! Ah! Eesh!

212 MOTHER
Sssh!

Pinkie struggles to contain the pain as the brush fights with her crazy mane.

CUT TO:

EXT. ROCK FARM - FLASHBACK - DAY

Pinkie, hair tamed and flat, and her sisters are back in the fields, loading an endless supply of rocks into a cart.

213 PINKIE PIE (V.O.)
I always knew I was different from
the rest of the family.

With some furtive glances around, she sneaks away from the other Pies, rounding a massive stone to get some privacy. Behind it sits an army of little "rockponies" (think snowmen made of stone vaguely in the shape of horses).

214 PINKIE PIE (V.O.) (CONT'D)
My only friends were the
"rockponies." They were such nice
gentlemen. They lived in little
rock houses and had little rock
dogs--

215 SCOOTALOO (V.O.)
Wait a minute!

BACK TO:

EXT. STREETS OF PONYVILLE - DAY

216 SCOOTALOO
Rockponies? What does this have to
do with your Cutie Mark?

Pinkie Pie thinks, confused.

217 PINKIE PIE
Good question. What do the
rockponies have to do with my Cutie
Mark?

218 SCOOTALOO
How should we know? It's your
story!

219 PINKIE PIE
So it is!

DISSOLVE TO:

EXT. ROCK FARM - FLASHBACK - DAY

It's another cold, gray day. Pinkie gathers rocks with the rest of her family.

220 PINKIE PIE (V.O.)
And I remember it like it was
yesterday, even though it was waaay
longer ago than that--

221 SCOOTALOO (V.O.)
Pinkie!!

222 PINKIE PIE (V.O.)
Right! We were in the south field,
preparing to rotate the rocks to
the east field, when all of a
sudden...

<KA-BOOM>!!!

The massive explosion blows Pinkie's hair back like Bride of Frankenstein.

Her eyes go wide as a brilliant, glowing RAINBOW opens up in the sky, casting a spectacular array of color over the dismal rock farm. Her pupils dilate. Her jaw hangs open. We're watching her mind expand.

Pinkie's mouth curls into a smile. Soon her entire face is smiling. It's the happy, carefree Pinkie we know and love.

223 PINKIE PIE (V.O.) (CONT'D)
I'd never felt joy like that
before. It felt so good I just
wanted to keep smiling forever.
And I wanted everyone I knew to
smile, too...

CUT TO:

EXT. STREETS OF PONYVILLE - FLASHBACK - DAY

Pinkie Pie races through town. She notices that the ponies she's passing all have smiles on their face. She follows the trail of smiles all the way to...

THE PONYVILLE PARTY STORE.

CUT TO:

INT. PARTY STORE - FLASHBACK - CONTINUOUS

She BURSTS inside dramatically!

224 YOUNG PINKIE PIE
Quick! I need everything you've
got to make ponies smile! It's an
emergency!

CUT TO:

EXT. ROCK FARM - FLASHBACK - DAY/NIGHT

TIME-LAPSE -- rocks come flying out of the rock silo. As day fades to night, we hear <HAMMERING>, <SAWING>, the occasional <NOISEMAKER>. Finally, the shrouded sun rises dimly behind the ever-present clouds. Another gray day.

Pinkie's family approaches the rock silo with confusion. They don't know what to make of the bizarre <NOISES> coming from inside.

225 MOTHER
Pinkamena Diane Pie? Is that you?

226 YOUNG PINKIE PIE (O.S.)
Mom! I need you and Dad and the
sisters to come in here, quick!!

The Pies exchange another uncertain look, then head inside.

CUT TO:

INT. ROCK SILO - FLASHBACK - CONTINUOUS

The Pies' jaws drop when they see what Pinkie's done. The silo is all decked out for a party: colorful streamers, giant balloons, an elaborate cake.

227 YOUNG PINKIE PIE
SURPRISE! You like it? It's called
"a party"!

The somber ponies take it all in, no expression on their faces except shock. Pinkie's smile fades. Her heart breaks.

228 YOUNG PINKIE PIE (CONT'D)
You *don't* like it. Oh, I'm so
sorry! I only wanted to make you
smile! I didn't mean to...

She trails off when she notices something. Something miraculous.

Ever-so-slightly, the corners of her family's mouths start to wriggle... Pinkie watches expectantly... the mouths contort painfully into bizarre curvy lines... Pinkie Pie sweats with anticipation... finally, they <POP> into tight little smiles. Pinkie's face explodes in joy.

229 YOUNG PINKIE PIE (CONT'D)
YOU LIKE IT!! I'M SO HAPPY!!!

She dances around, grabbing her mother's hooves and leading her in an awkward dance.

230 YOUNG PINKIE PIE (CONT'D)
Come on, everyone! It's called
"fun" and it's really... FUN!!

As she continues dancing around her first party, she doesn't even notice that her BALLOON CUTIE MARK has appeared.

BACK TO:

EXT. SUGARCUBE CORNER - DAY

231 PINKIE PIE
And that's how Equestria was made!

232 SCOOTALOO
Wha... huh--

233 APPLE BLOOM
Look, we're here!

234 PINKIE PIE
Maybe on the way home I can tell
you the story of how I got my Cutie
Mark. It's a gem!

She heads inside, leaving a slack-jawed Scootaloo behind.

235 SWEETIE BELLE
Come on. She's just Pinkie Pie.

She drags Scootaloo inside.

CUT TO:

INT. SUGARCUBE CORNER - MOMENTS LATER

The Crusaders come inside to discover all of our main cast inside for a sweet break, including the elusive RAINBOW DASH.

236 SCOOTALOO
Rainbow Dash! You're here!

237 RAINBOW DASH
I hear you're lookin' for my Cutie
Mark story.

238 SCOOTALOO
You have no idea what I've been
through today to hear that story!

DISSOLVE TO:

EXT. FLIGHT CAMP - FLASHBACK - DAY

Tiny Rainbow Dash steps to the starting line. Next to her, the scowling PEGASUS BULLIES from Fluttershy's flashback.

239 RAINBOW DASH (V.O.)
It all happened during the race at
flight camp where I stood alone
against all odds to defend
Fluttershy's honor...

She gives the bullies a cocky nod, then faces forward, where Fluttershy stands with a raised flag.

240 CROWD
<excited walla>

A single bead of sweat runs down Rainbow Dash's face...

Pegasus Bully #1 puts a hoof right on the starting line...

AND FLUTTERSHY WAVES THE FLAG! THEY'RE OFF!

Blasting Fluttershy right off the cloud!

241 YOUNG FLUTTERSHY (O.S.)
AAAH!!

ON RAINBOW DASH -- at her most speed-demonish.

242 YOUNG RAINBOW DASH
WOOOOO!!!

She bears down on the first turn, her little wings flapping a million miles an hour!

She <SCREAMS> around the bend. Behind her, one of the bullies loses control and careens off into the clouds. Rainbow Dash, meanwhile, doesn't even notice. She's too busy feeling the rush.

243 RAINBOW DASH (V.O.)
I'd never flown like *this* before!
The freedom was unlike anything I'd
ever felt. The speed... the
adrenaline... the wind in my
mane... *I liked it...*

Wind slashing through her mane, Rainbow Dash smiles.

244 RAINBOW DASH (V.O.) (CONT'D)
A lot.

For a second, Rainbow Dash forgets she's even in a race. She twirls through the air, shooting around the turns and loving the pure joy of speed.

But when she lets her guard down, the two remaining Pegasus Bullies make their move. They fly as hard as they can, actually overtaking her.

245 PEGASUS BULLY #1
(sneering)
See ya at the finish line!

246 PEGASUS BULLY #2
Later, Rainbow Crash!

247 YOUNG RAINBOW DASH
Hey!

Now in last place, Rainbow Dash does something we've seen her do a million times before: she finds another gear. Tears trickle from her eyes from the speed.

248 RAINBOW DASH (V.O.)
Turns out the only thing I liked
more than flying fast...

She BLASTS PAST Pegasus Bully #2, causing him to spin out of control.

249 RAINBOW DASH (V.O.) (CONT'D)
...was winning!

She grits her teeth... she's steadily closing in on Pegasus Bully #1. But there's the finish line. It's gonna be close...

She gives it everything she's got. Faster... faster...

<KA-BOOM>!!!

She EXPLODES past the bully, a BRILLIANT, SPARKLY RAINBOW forming behind her!

250 RAINBOW DASH (V.O.) (CONT'D)
Most people thought the Sonic
Rainboom was just an old mare's
tale. But that day, the day I
discovered racing, I proved that
the legends were true. I made the
impossible happen!

Rainbow Dash streaks across the finish line in a blaze of multi-colored glory!

Pegasus Bully #1 doesn't even finish the race. He stops in his tracks, awed by the Sonic Rainboom, the colors washing across his face.

Rainbow Dash arcs into the sky creating the most beautiful rainbow ever! She zooms back to the finish line, where her fellow campers hoist her on their shoulders.

251 CROWD
<excited walla>

Rainbow Dash smiles proudly as she's carried triumphantly through the adrenalized crowd. She glances at her flank and sees her RAINBOW AND LIGHTNING BOLT CUTIE MARK!

BACK TO:

INT. SUGARCUBE CORNER - DAY

Rainbow Dash smiles the same cocky grin from her flashback.

252 RAINBOW DASH
And that, little ones, is how you
earn a Cutie Mark.

The crusaders eyes are filled with wonder.

253 CRUSADERS
Whooooooooaaaahhhh....

254 FLUTTERSHY
Wait a second... I heard that
explosion after I fell out of
Cloudsdale! And I saw the rainbow,
too! Rainbow Dash, if you hadn't
scared the animals, I never would
have learned I could communicate
with them and got my cutie mark!

255 PINKIE PIE
A big boom? I heard that, and
right afterwards there was this
amazing rainbow that taught me to
smile! I got my Cutie Mark at the
same time as you, Fluttershy!

256 APPLEJACK
Wait a sec, when I got my cutie
mark, I saw a rainbow that pointed
me home.

(MORE)

APPLEJACK (CONT'D)

I always thought it was peculiar
that it came out of such a sunny
day. I bet it was your Sonic
Rainboom!

257 RARITY

And there was an explosion I could
never explain when I got MY cutie
mark. It cracked the rock that
held my very first batch of
gemstones!

258 TWILIGHT SPARKLE

This is uncanny! If that explosion
didn't happen exactly when it did,
I would have blown my entrance exam
to the Princess's school! Rainbow
Dash, I think you helped me earn my
Cutie Mark, too!

Pinkie Pie tackles Rainbow Dash, hugging her to the floor.

259 PINKIE PIE

We all owe our Cutie Marks to you!

260 FLUTTERSHY

Do you realize what this means?
All of us had a special connection
before we even met!

261 RARITY

We've been BFFs forever and we
didn't even know it!

262 TWILIGHT SPARKLE

I love you guys!

263 APPLEJACK

Come here, y'all!

264 ALL

<sappy, lovey walla>

Apple Bloom and Sweetie Belle watch with melty hearts as the
friends share a touching group nuzzle.

265 APPLE BLOOM & SWEETIE BELLE

Awwwwwww...

266 SCOOTALOO

Awwww? You mean Ewwwww!!! Gimme a
break. Come on, Crusaders, maybe
we just need to try ziplining
again--

Apple Bloom and Sweetie Belle grab Scootaloo and pull her into a friend sandwich of their own. It's love city in Sugarcube Corner...

267 SCOOTALOO (CONT'D)
<sigh.>

EXT. SUGARCUBE CORNER - DAY

268 FLUTTERSHY (O.S.)
Hey! How about a song?

269 ALL (O.S.)
Great idea! / Yeah! / Let's do it!

<STRINGS> start to come in...

270 SCOOTALOO (O.S.)
NOOOOOO!!!

CUT TO:

INT. GOLDEN OAK LIBRARY, TWILIGHT'S LOFT - DAY

Twilight, in the afterglow of the afternoon's warmth, paces behind Spike dictating her friendship letter to the Princess.

271 TWILIGHT SPARKLE
"Dear Princess Celestia, today I learned something amazing I'd never realized before. Everypony everywhere has a special, magical connection with her friends, maybe even before she's met them."

She steps out onto her balcony and stares into the distance wistfully, her heart full.

272 TWILIGHT SPARKLE (CONT'D)
"If you're feeling lonely and you're still searching for your true friends, just look up in the sky."

As Twilight dictates, we pan up into the sky, past the canopies of the trees, past the clouds...

273 TWILIGHT SPARKLE (CONT'D)
Who knows, maybe you and your future best friends are all looking at the same rainbow."

...to a rainbow that suddenly appears in the sky, sparkling with magic. We linger on the image when...

274 SPIKE (O.S.)
Oh, gross! When did you get so
cheesy?

<RECORD SCRATCH>. Twilight is jolted out of her reverie.
Spike stands beside her with quill and paper. He looks
grossed out and offended. Still, nothing can spoil the
feeling she has right now.

275 TWILIGHT SPARKLE
(smiling warmly)
Just write it, Spike.

FADE TO BLACK.

THE EN