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MY LITTLE PONY II

"Hurricane Fluttershy"

EP 222

Written by

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TEASER

EXT. PONYVILLE - DAY

Rainbow Dash is on a no-nonsense mission. She flies over Ponyville with a stash of paper fliers in her satchel. Ponies are scattered out and about below.

1 RAINBOW DASH
Calling ALL Pegasus Ponies! Meeting tonight!

From below, ponies look up to see who's making the noise. When Rainbow Dash spots a couple of Pegasus, she tosses down a few fliers.

2 RAINBOW DASH (AT COUPLE) (CONT'D)
Hey you two! Library -- tonight!

FLITTER and STARCHASER catch the fliers and view them. The flier reads, "MANDATORY MEETING FOR ALL PONYVILLE PEGASI" and below is a picture of hand drawn tornado.

FLITTER
(reading)
Mandatory Meeting for all Ponyville Pegasi.

Rainbow Dash flies on, and soon spots another group of pegasi.

3 RAINBOW DASH (AT GROUP)
Library -- tonight! Be cool or be mule!

She tosses down a few fliers and each pony looks at one as it floats down to him/her.

Rainbow Dash lands in the middle of town and is immediately approached by Pinkie Pie. A flier has floated from her satchel to the ground.

4 PINKIE PIE
Hey Rainbow Dash! What's this?

Pinkie Pie looks at the flier on the ground.

5 PINKIE PIE (CONT'D)
Cool! Is it a party? Is it a party? Can I come? I can bring cupcakes!

Pinkie Pie does an excited twirl.

6 RAINBOW DASH
Sorry Pinkie Pie. You're not a flyer. No flier for you. Fliers are for flyers only! No fly, no flier!

Rainbow Dash quickly grabs the flier in her mouth and dashes off to find more pegasi, leaving Pinkie Pie.

7 PINKIE PIE
Wow-- for a second, she sounded a bit-- like me!

Pinkie Pie shrugs and bounces off.

INT. GOLDEN OAK LIBRARY - NIGHT

The library is packed. It looks like a crowded town meeting.

EXT. GOLDEN OAK LIBRARY - NIGHT

Pegasi are even perched on the branches outside peering in. Rainbow Dash stands outside, ushering in the last pegasi.

8 RAINBOW DASH
Alright, go on in. Find a seat.

The last pegasus walks in. Without looking, RD addresses an unseen friend.

9 RAINBOW DASH (CONT'D)
You too, Fluttershy. C'mon. Let's go.

Suddenly, Fluttershy "comes out" from IN FRONT of an apple tree (behind Rainbow Dash), perfectly painted with bark, leaves, and with an apple in her mouth. She spits out the apple, smiles meekly at Rainbow Dash, and mopily walks into the crowded library. We end on RD with a self-satisfied grin.

END OF TEASER

ACT ONE

INT. GOLDEN OAK LIBRARY - NIGHT

The scene fades in with a film already in progress. This style of film is very much like the 1950s educational films shown in schools. Some examples are here:

http://www.youtube.com/watch?v=W1G5GJwfAKk
http://www.youtube.com/watch?v=hK4Wim1Un_g&feature=related

The animation is sparse and crude. The drawings are simple. The film itself is old and worn. The projector can be heard. The animation shows rain coming from clouds onto happy ponies and other animals, which watch the plants grow and blossom.

10 NARRATOR
Every living thing depends on the life giving nourishment of rainwater.

The film cuts to a simplified version of Cloudsdale dominated by a large Factory/Machine pumping out little grey clouds like sausages. The rainclouds move off screen, heading for places across Equestria.

11 NARRATOR (CONT'D)
And it is up to Cloudsdale to provide rain-filled clouds to every corner of Equestria. It's no small task on a normal day!

The amount of rainclouds coming from Cloudsdale starts to quickly increase until the screen is filled with clouds on top of clouds

12 NARRATOR (CONT'D)
But during the Annual Rainy Season, the amount of water needed to produce the required number of rainclouds is astronomical!

(In the film) a pony looks at another pony, confused, and a thought bubble appears with a big question mark. The question mark turns into little droplets of water that fall out of the thought bubble.

13 NARRATOR (CONT'D)
But, how, one pony might ask, does Cloudsdale gather all this extra water?

A picture of a pony-made reservoir appears (this should not look like a natural lake). The words "Tornado Power" come forward and stop, floating above the reservoir.

14 NARRATOR (CONT'D)
TORNADO POWER! That's right. Pegasi driven Tornado Power.

Each letter in the "Tornado Power" text morphs into a pegasus pony and they all start flying in a clockwise circle. Tornado winds start to form around them as a image of Cloudsdale flies into the scene.

15 NARRATOR (CONT'D)
A team of pegasi, flying in formation, combine their wing power to create a Jumbo Tornado powerful enough to pull water out of the local pony-built reservoir and funnel it all the way up to Cloudsdale.

Cutting out of the film, a Pony peers over to Spike, who is manning the film projector and shoving popcorn in his face.

16 PEGASUS #1 (EXCITED)
How amazing is that!

17 SPIKE (MOUTH FULL)
Almosth azth amazthing as thith popcorn! <munch munch munch>

Back to the film. The pegasi and the wind fx spin faster and faster as a large counter on the side climbs rapidly from 710 WP to 800 WP. When 800 is reached, the numbers turn from red to green and tiny droplets of water start floating up through the tornado.

18 NARRATOR
Remember Pegasi! Your Jumbo Tornado *must* reach a minimum of 800 wing power to lift that water up to Cloudsdale!

Spike shoves another mouthful of popcorn into his mouth. This time, a small kernel flies into the projector.

Rainclouds appear over a map of Equestria and rain on the different towns.

19 NARRATOR (CONT'D)
So the next time you're wondering, "Where does all that extra rainwater come from?," just remember----

All of a sudden the film glitches.

20 NARRATOR (CONT'D)
Re-- remem- mem- berrrrrrrrrrr---

The film screen turns white as the film flies out of the machine.

Ponies turn back to see Spike completely entangled in the film. He looks embarrassed.

21 SPIKE
Uh... Intermission?

22 PONY WALLA (UPSET)
Spike! What happened? What did you do Spike?

The lights turn on and Rainbow quiets down the audience.

23 RAINBOW DASH
Quiet down! The film was just about over anyway.

Rainbow Dash parades back and forth in front of the others.

24 RAINBOW DASH (CONT'D)
So, here's the scoop! Cloudsdale has chosen our own Highland Reservoir as the source of the rainwater they need for all of Equestria! And you know what that means!

25 SPIKE
We need more popcorn?

Spike holds an empty cup.

26 RAINBOW DASH
It means it's up to Ponyville's Pegasi to bring that water up to Cloudsdale!

The ponies get excited, murmuring to each other.

27 PONY WALLA
Did you hear that? Us, chosen! Wow! Our Highland Reservoir? Wow! Cool!

28 RAINBOW DASH
Not only that, but Spitfire, Captain of the Wonder Bolts will be here to oversee the water transfer and record our top tornado wind speed. Now last year, Fillydelphia broke the wind speed record with a top speed of 910 wing power... but I think we can do better! I think we can get a top speed over 1000.

29 PONY WALLA
<excited murmur>

30 RAINBOW DASH
IF!... each and everypony trains, and trains hard to get their wing power numbers up!

A pony COUGHS from the crowd.

31 RAINBOW DASH (CONT'D)
That coughing better be from a popcorn kernel, Thunderlane! No pony's getting sick on my watch!

Thunderlane looks scared and quickly nods yes.

32 RAINBOW DASH (CONT'D)
So, are we gonna train hard?

33 PONY WALLA
Yeah!

34 RAINBOW DASH
Are we gonna be strong?

35 PONY WALLA
YEAH!

36 RAINBOW DASH
Are we gonna be fast?

37 PONY WALLA
YEAH!

38 RAINBOW DASH
Record-smashing-fast?!

The ponies get even more excited.

39 PONY WALLA
YEAAAHHH!!

Rainbow Dash waits a beat and talks in a normal tone.

40 RAINBOW DASH
Who's with me???!!!!

The ponies all jump out of the chairs and cheer like crazy.

41 PONY WALLA
Yay!!! Yahoo! YEAH!!!!

RD nods confidently. Pan across the cheering ponies.

Truck in on the one empty chair. Close on Rainbow Dash as she squints in anger.

42 RAINBOW DASH(TO HERSELF)
FLUTTERSHY!

EXT. PONYVILLE GREEN HORSE TRACK & FIELD - MORNING

It's early in the morning, and outfitted in her hat, whistle, and wristbands, Rainbow Dash is overseeing Pegasi already in training. She walks up and down rows of pegasi as they are stretching.

43 RAINBOW DASH
Stretch those glutes, Flitter! Nice flexibility, Starchaser!

She passes by a pony stuck in a knot.

44 RAINBOW DASH (CONT'D)
A little too much flexibility, Blossomforth. Someone give Blossomforth a hoof?

Starchaser and Flitter run over to try and pull Windbreaker out of his knot. Rainbow Dash continues to walk, viewing pegasi trotting around the track. One of them COUGHS and RD turns on him.

45 RAINBOW DASH (CONT'D)
Let's see some faster trotting, Thunderlane! Good pace Silverspeed.

Rainbow Dash yells out to all.

46 RAINBOW DASH (CONT'D)
Keep it up. We're going to need all the wing power we can get to break that record! Good work Everypony!!

--then to herself...

47 RAINBOW DASH (TO HERSELF) (CONT'D)
...everypony except Fluttershy

EXT. FLUTTERSHY'S HOME - MORNING

<BANG! BANG! BANG!> Rainbow Dash bangs on the door. There is no answer. <BANG! BANG! BANG!>

48 RAINBOW DASH
Fluttershy--I know you're in there! You're avoiding Tornado Duty and I wanna know why! Fluttershy! Ope---

Finally the door creaks open a bit, revealing Fluttershy in a bathrobe. She has spots all over her face.

INT. FLUTTERSHY'S HOME - MORNING - CONTINUOUS

She retreats from the door as RD walks in. Fluttershy sneezes and her voice sounds a little stuffy.

49 FLUTTERSHY
(hamming it up)
<At-CHOOOOOOO!> Hi, Rainbow Dash.
<Cough. Cough>

50 RAINBOW DASH
Fluttershy, what happened to you?

51 FLUTTERSHY
Oh, I <sniffle sniffle> think I have <cough cough> the Pony Pox. I'm sorry -- I REALLY REALLY wanted to come to training day today <wheeze> but this Pony Pox has really knocked me for a loop! <At-CHOOOO!> <cough cough>

Rainbow Dash seems very concerned.

52 RAINBOW DASH
Oh you poor thing! You know there's only one cure for Pony Pox.

Close on Fluttershy.

53 FLUTTERSHY
I know -- plenty of bedre---

<SPLASH!!!> Cold water splashes all over Fluttershy's face. Rainbow Dash has a watering can from outside.

54 RAINBOW DASH
Cold water!

Rainbow Dash watches confidently as the dots all over Fluttershy's shocked face wash off.

55 RAINBOW DASH (SARCASTICALLY) (CONT'D)
There ya go! Those pox are clearing right up.

Caught in the act, Fluttershy stammers.

56 FLUTTERSHY
You know... All..all of a sudden... I'm, I'm starting to feel...better! I'll just get out of these robes and---

She takes a step back and quickly takes a fall. She feigns injury.

57 FLUTTERSHY (CONT'D)
Ooowww! ---My wing-- it's hurt!

She stumbles and tried to get up.

58 FLUTTERSHY (CONT'D)

I guess I can't fly after a---

<TWEEEEEEET!> Rainbow Dash blows on her whistle as loud as she can.

59 FLUTTERSHY (CONT'D)
AAAAAAHHHHHH!!!!

Completely spooked, Fluttershy flies up to the top of a bookshelf.

60 RAINBOW DASH
Messed up wing, huh?

Fluttershy floats back down to the floor. She's been beaten down.

61 RAINBOW DASH (CONT'D)
Stop horsin' around, Fluttershy.
We've got a lot of training to do!

62 FLUTTERSHY
O..K...just let me get changed.
I'll be right back.

Fluttershy goes to her bedroom. As soon as she shuts the door behind her, she grabs a pen and scribbles on a piece of paper. She dashes out of her bedroom window.

EXT. FLUTTERSHY'S HOME - MORNING - CONTINUOUS

Around to the front, Fluttershy slips the note under the door. She knocks on the door and flies back to her room.

INT. FLUTTERSHY'S HOME - MORNING - CONTINUOUS

Fluttershy emerges out of her room with her headband on. Rainbow Dash is looking at a note.

63 FLUTTERSHY (INNOCENTLY)
Did I hear a knock?

Rainbow Dash recites the letter.

64 RAINBOW DASH
Dear Fluttershy, I am very ill. Please skip Tornado Duty and come take care of me in White Tail Woods right away. Sincerely, Fluttershy's Moose Friend.

Rainbow Dash raises a suspicious eyebrow at Fluttershy.

65 FLUTTERSHY
I guess I better go help ---

66 RAINBOW DASH
So, exactly HOW does this moose know about Tornado Duty when he lives all the way in White Tail Woods?!

67 FLUTTERSHY
Oh, well-- uh---

68 RAINBOW DASH
And, WHO signs a letter 'Fluttershy's Moose Friend?'

69 FLUTTERSHY
An... introverted moose who... likes to keep his identity private?

Rainbow Dash holds up the letter and pulls her hoof across the lettering, smearing it.

70 RAINBOW DASH
THE INK IS STILL WET, FLUTTERSHY!
(softer)
C'mon now, what's going on?

Fluttershy looks uneasy.

71 FLUTTERSHY
Well, you see-- uh, well.... OH, Rainbow Dash! I just can't do it! I can't fly!!

72 RAINBOW DASH
What are you talking about? You're a fantastic flyer! Just last week you went into that wicked nosedive and saved that falling baby bird right before it hit the ground.

73 FLUTTERSHY
But that was different. That was an *emergency*! This whole Tornado thing...
(MORE)

FLUTTERSHY (CONT'D)
it's more like a *performance*. And you know how I hate performing in front of others.

Fluttershy turns away from Rainbow Dash. Her head down as she broaches a painful subject.

74 FLUTTERSHY (CONT'D)
Don't you remember Flight Camp? I couldn't gallop hard or FLY FAST! Not with everypony looking at me. All the other foals used to tease me. A LOT..

75 RAINBOW DASH
C'mon Fluttershy. It wasn't that bad!

Just then Fluttershy has a FLASHBACK TO:

EXT. CAMP WINNIETONKA - OUTSKIRTS OF CLOUDSDALE - DAY

A young Fluttershy takes a slow gallop off the edge of a cloud while others watch. She strains to flap her wings but it's not enough to keep her airborne. She falls off screen.

Cut below as Fluttershy lands chin first on another cloud. Widen to reveal a group of Pegasus flying in place in a circle around her.

76 PONY WALLA
Fluttershy, Fluttershy, Fluttershy can hardly fly! Ha ha ha ha

EXT. FLUTTERSHY'S HOME - CONTINUOUS

77 FLUTTERSHY
You're right Rainbow Dash. It wasn't bad. IT WAS HORRIBLE! I-- I just can't risk that sort of humiliation again

78 RAINBOW DASH
Suck it up Fluttershy! This is no time for performance anxiety!
(softening again)
I mean, confidence or no confidence, I'm gonna need every Pegasus to break the record, including YOU. I need every ounce of wing power I can get!

79 FLUTTERSHY
I don't think so, Rainbow D--

80 RAINBOW DASH
If we can break the tornado speed record, with the Captain of the Wonder Bolts there, then the Wonderbolts will HAVE to take notice of me! But if I don't beat the record, after all the boasting I've done? Well... What will the Wonder Bolts think of that? Who'll be humiliated then?

Rainbow Dash looks seriously worried.

81 RAINBOW DASH (CONT'D)
But, I accept if you don't want to do it. Thanks anyway.

Rainbow Dash walks to the door.

82 FLUTTERSHY
Wait!

Rainbow Dash turns around. Fluttershy speaks quietly.

83 FLUTTERSHY (CONT'D)
I'll do it.

Rainbow Dash zips back to her.

84 RAINBOW DASH
You will?!

85 FLUTTERSHY
I will.

86 RAINBOW DASH
YOU'RE GAME?!

Fluttershy smiles.

87 FLUTTERSHY
I'm game.

Rainbow Dash grabs Fluttershy and hugshakes her.

88 RAINBOW DASH
Allllll rigggght!!

Fluttershy points to her headband.

89 FLUTTERSHY
What else am I going to do with this silly headband?

END OF ACT I

ACT II

EXT. PONYVILLE GREEN HORSE TRACK & FIELD - DAY

Rainbow Dash, Fluttershy, and the group of Pegasi surround Twilight and Spike. Spike is setting up a machine with a horizontal windmill type contraption with four cups to catch the wind and a gauge on its base.

90 STARCHASER
What exactly does this machine do?

91 TWILIGHT SPARKLE
This is an anemometer. It measures your accelerative velocity and translates it into wingpower. Thus gauging your cumulative H2O anti-gravitational potential.

Twilight smiles.

92 TWILIGHT SPARKLE (CONT'D)
Any other questions?

93 FLITTER
Yeah!

Flitter points to the machine.

94 FLITTER (CONT'D)
What exactly does this machine do?

95 SPIKE
It tells you how fast you're flying and how strong your wings are.

All of the ponies reply in acknowledgement.

96 PONY WALLA
Oh, I see, oh! Yes. Aaah.

Just then a cough comes from the crowd.

97 TWILIGHT SPARKLE
Is that you again, Thunderlane? Please! We need to have a germ-free environment!

Cut to Thunderlane pointing a hoof at Blossomforth who is shaking her head vigorously no.

THUNDERLANE
It wasn't me! It was Blossomforth

Back on Rainbow Dash as she ignores Thunderlane's denial.

98 RAINBOW DASH
Don't worry Twilight. Thunderlane's just cooking up an excuse to spend Tornado Day in bed. Why don'tcha get over here and be our first test flyer, Thunderlane.

Thunderlane gives Blossomforth a dirty look, comes out from the crowd and trots a ways back along the track. He breaks into a quick gallop, and lifts off the ground slightly as he sails past the machine, setting off the windmill at the top. Twilight reads the gauge.

99 TWILIGHT SPARKLE
We have 9.3 Wing Power!

100 RAINBOW DASH (SMILING)
Not bad, not bad.

Rainbow Dash herself goes down the track, gallops and then takes flight, passing the machine. The windmill whirrs around super fast.

101 TWILIGHT SPARKLE
16.5 Wing Power!

102 PONY WALLA
Wow! That's fast! Can you believe it? Whoah! Yowza!

Rainbow Dash confidently gallops over to the crowd again.

103 RAINBOW DASH
Now listen up! If each of you can get your numbers up to at least 10.0 Wing Power by the end of the week, we'll no doubt set a new tornado speed record! WE'LL BE #1!

The whole crowd CHEERS and leaps in excitement, except for Fluttershy, who looks worried.

Ponies continue to exercise and take practice tests. A pony flies by the machine and registers a 9.0. Spike shows Rainbow Dash a list he's been making of all of the marks, ranging from 8.5-12.

104 RAINBOW DASH (CONT'D)
Impressive!

Rainbow Dash looks at the next name on the list.

105 RAINBOW DASH (CONT'D)
Fluttershy! Your turn.

Fluttershy looks less than enthusiastic. But then she takes a deep breath, lowers her head, and gallops with all her might. But as she heads down the track, she passes Flitter & Starchaser whispering to each other and giggling. She gets a little hot in her face, her speed decreases, and her wings flutter past the machine like a butterfly. The machine's windmill barely turns. Rainbow Dash & Twilight Sparkle looka at the guage. The two whisper to each other.

106 TWILIGHT SPARKLE
Tell her.

107 RAINBOW DASH
No, you tell her.

108 TWILIGHT SPARKLE
No, you!

109 RAINBOW DASH
Um, great job, Fluttershy!

For a second Fluttershy looks optimistic.

110 RAINBOW DASH (CONT'D (CONT'D)

You measured a..a... point 5!

111 SPIKE
Point 5?! Isn't that like, like, less than 1?

Twilight quickly jabs Spike in the ribs.

112 SPIKE (CONT'D)
Ow!

Flitter and Starchaser SNICKER.

113 FLITTER
I told you!

Rainbow Dash scolds the ponies.

114 RAINBOW DASH
Hey! Cut it out! Totally UNCOOL!

The ponies immediately zip it. But it's too late. Close on Fluttershy as voices play in her head.

115 PONY WALLA (V.O.)
Fluttershy, Fluttershy, Fluttershy can hardly fly! Ha ha ha ha

Fluttershy sees the other ponies just standing there looking at her. Embarrassed, she runs off. Rainbow runs after her.

116 RAINBOW DASH
Fluttershy! Wait!

EXT. PONYVILLE PATH - DAY - CONTINUOUS

Rainbow Dash easily catches up to her friend. She walks along Fluttershy, trying to ease the situation.

117 RAINBOW DASH
So some punks poked a little fun at you and you got stage fright. Big deal! You aren't going to quit just because of that, are you?

118 FLUTTERSHY
Yes!

Fluttershy continues walking.

119 RAINBOW DASH
But I need you!

120 FLUTTERSHY
I'm sorry, Rainbow Dash, I just don't have the courage right now!

Fluttershy gallops off again. This time Rainbow Dash doesn't follow.

EXT. PONYVILLE MEADOW - DAY

Deep in a meadow, Fluttershy sits atop a bed of fallen cherry blossoms WEEPING. All her little forest friends surround her. The light breaks through the trees, highlighting Fluttershy and making for a very peaceful (if tragic) scene.

A little squirrel brings her some nuts. Fluttershy lets out a little smile.

121 FLUTTERSHY
Aw, thank you, Squiggles. But I'm afraid a couple of little acorns won't solve my BIG flying problem.

122 DUCK
<Quack! Quack!>

123 FLUTTERSHY
I tried, Yellow Bill, but... you should have seen those ponies laughing at me!

A little bird flutters to her hoof.

124 BIRDY
<chirp chirp chirp!>

125 FLUTTERSHY
I know it’s important to have confidence in myself.

A little badger runs up to Fluttershy.

126 CHIPPY
<chk chk chk chk! Chk chk>

127 FLUTTERSHY
Yes, yes, Chippy. I DO remember, the river was swelling...

128 CHIPPY
<chk ch ch chk chk ch ch...>

129 FLUTTERSHY
And you were scared...

130 CHIPPY
<chk chk ch ch ch chk chk!>

131 FLUTTERSHY
Yes. I DID tell you to never give up....

132 CHIPPY
<chk chk chkk>

133 FLUTTERSHY
...and to believe in yourself.

She pauses. Then she stands up.

134 FLUTTERSHY (CONT’D)
You’re right my friends. I shouldn’t give up. I WILL get my confidence up and show everypony that I AM a good flyer.

135 CHIPPY
<chk chk!>

Fluttershy looks at Chippy.

136 FLUTTERSHY
A GREAT flyer!!

Everyone cheers.

137 FOREST ANIMAL WALLA
Cheep! Chirp! Chk CHk! Quack!

EXT. PONYVILLE GRASSY AREA - DAY

In this montage, Fluttershy tries to boost her confidence by training in front of her furry friends. The music behind should have a "Rocky" theme to it, very campy.

She flies in the air in circles, with her furry friends watching from below. When she looks down at them, they hold up masks on sticks with pictures of ponies over their faces. She gets flustered and red in the face, accidentally flying into a tree with a cartoony BONK. With everything she tries, there is always a similar pony-masked crowd. She tries to do wing pushups with Squiggles the chipmunk on her back. She struggles and collapses. She tries tug-of-war with three of her bird friends in the air. But they pull the rope out of her mouth and send her spinning like a top. When she flies past a dandelion, it wobbles, and slowly one little seedling blows off.

Slowly, her strength increases and she becomes less nervous in front of the masked furry animals. She's able to do a wing push up with Squiggles on her back. She's able to beat the birds at tug-of-war. With all the exercises, her strength is increasing. And when she flies past a dandelion this time, the seeds all blow off.

At the end of the montage, she is much stronger and has no problem in front of the critter crowds. She's doing one-winged push-ups with Squiggles, chipmunk, AND duck on her back. She is winning at tug-of-war with a whole flock of birds! Finally she zooms past a whole field of dandelions and all of them release their seeds! The animals all run up to her and hug her.

EXT. PONYVILLE GREEN HORSE TRACK & FIELD - DAY

Twilight Sparkle, Spike, and Rainbow Dash are at the field. They are continuing to measure the ponies' speeds. Flitter flies past the machine, the windmill spinning at top speed. The machine reads 10.7.

138 TWILIGHT SPARKLE
That's wonderful Flitter! Much better than yesterday!

139 RAINBOW DASH
This is crazy awesome! We are going to smash that record!

Just then Spike sees a haze in the distance.

140 SPIKE
What's that?

Rainbow Dash and Twilight Sparkle look. The haze becomes clear, showing Fluttershy flying with her entourage behind her. She looks determined and strong. Squiggles Squirrel scurries ahead to Twilight Sparkle.

141 SQUIGGLES
<Squeek Chk! Squeek Schk!>

142 SPIKE
What did he say?

143 TWILIGHT SPARKLE
I don't know!

144 RAINBOW DASH (TO TWILIGHT)
What did he say?

145 TWILIGHT SPARKLE
Do I look like I speak squirrel?

Annoyed, Squiggles runs up to the machine and hits the reset button to 0.0.

146 SQUIGGLES
<Cheek! Squeek!>

147 SPIKE
I think he's trying to tell us the machine is broken!

148 RAINBOW DASH
No! He's saying that Fluttershy is going to fly for us!

The ponies and Spike get ready, and Fluttershy picks up her speed. As she flies in she sees a large group of ponies, all eyes on her. She hears those voices again.

149 PONY WALLA (V.O.)
Fluttershy, Fluttershy, Fluttershy can hardly fly!

She blinks her eyes and shakes her head. Concentrating, she zooms in and flies past the machine.

Everyone is on the tip of their hooves. Close in on each pony's face.

2.3.

150 FLUTTERSHY
2.3?! 2.3?! That has to be some mistake! I worked so hard!

Fluttershy gets tears in her eyes.

151 TWILIGHT SPARKLE
Fluttershy, that's a HUGE improvement!

152 RAINBOW DASH
You did awesome Fluttershy!

153 FLUTTERSHY
No I didn't. I thought I had gotten over my nerves, but they still got the best of me. There's no way I'll fly with 10.0 wing power tomorrow.

154 RAINBOW DASH
So you won't fly with 10.0 wing power. Every bit counts!

155 FLUTTERSHY
How would you feel if everypony else was flying with 10.0 wing power and YOU were flying with 2.5?

156 SPIKE
Actually, it was only 2.3 --

Twilight jabs Spike.

157 SPIKE (CONT'D)
Ow!

Rainbow Dash tries to be positive but her expression gives her true feelings away.

158 RAINBOW DASH
Well, uh, I'd feel...um...

159 FLUTTERSHY
EXACTLY! Humiliated! I'm sorry Rainbow Dash. I just can't do it.

Fluttershy walks away. Rainbow Dash lowers her head.

SPIKE
It's okay, Rainbow Dash. You still got plenty of wingpower for your tornado. You'll be able to lift tons of water up to Cloudsdale.

Rainbow and Twilight share a look of concern.

160 RAINBOW DASH
If only there were a way to lift Fluttershy out of the dumps. *

END OF ACT II

ACT III

EXT. HIGHLAND RESERVOIR - MORNING

It's the morning of Tornado Day, and the pegasi from Ponyville gather at Highland Reservoir. This reservoir should look as "pony-made" as possible, different from a lake. There are no animals or wild brush growing around it. It simply looks like a holding pool of water.

Spike and Twilight Sparkle set up a larger anemometer. This much bigger machine will be used to measure the speed and power of the tornado.

Above them, Cloudsdale floats into position. SPITFIRE flies down from the cloud city and lands near the anemometer. *

Rainbow Dash sees the arrival of the Wonder Bolt and a look of concern briefly crosses her face before she gets a steely look and turns to her troops. *

161 RAINBOW DASH
Are we ready to do this?!

162 PONY WALLA
Yeah! Yahoo! Weee!

163 RAINBOW DASH
Are we ready to break Fillydelphia's tornado wind speed record?!

164 PONY WALLA
YEAH!!! HOORY!!!! YES!!! NO DOUBT!!!

Just then, Spike runs up to Rainbow Dash with a clipboard.

165 SPIKE
Look!

Spike shows rollcall, with all the names checked off, except for Thunderlane.

166 RAINBOW DASH
Lazy Thunderlane! Where is he? He's one of our fastest flyers! He's been trying to get out of Tornado Duty the whole time, with his fake coughing and all!

167 SPIKE
Yeah, but he's not the only one!

Spike flips over the page to show her that most of the names on that page are unchecked. Rainbow Dash is now concerned.

EXT. THUNDERLANE'S HOUSE - MORNING

Rainbow Dash flies down to Thunderlane's door and bangs on it.

168 RAINBOW DASH
Thunderlane, open up! You've got some explaining to do, trying to skip Tornado Day! You and the rest of your buddie---

Thunderlane's little brother RUMBLE opens the door. *

169 RAINBOW DASH (CONT'D)
Rumble, where's your lazy brother? *

170 RUMBLE *
He's got the Feather Flu. He's down at Ponyville Hospital.

171 RAINBOW DASH
He's got WHAT?!!

INT. PONYVILLE HOSPITAL WAITING ROOM - MORNING

On RD and a Nurse.

172 NURSE #1
The Feather Flu! It's highly contagious! One bad apple can ruin the whole orchard!

Pan across a row of sick, COUGHING pegasi, including Thunderlane.

173 NURSE #1 (CONT'D)
There's no way these sick ponies can fly today. Just look at them!

Thunderlane looks awful, with a few feathers missing from his wings.

174 THUNDERLANE
<At--CHOOO!>

The rest of his feathers fly off of his wings, leaving them almost bare, like a plucked chicken.

Rainbow Dash grimaces.

EXT. HIGHLAND RESERVOIR - MORNING

Rainbow Dash is really worried as Twilight Sparkle calculates numbers in her head. In the background, Spitfire chats with * Flitter. Rainbow Dash is now wearing a pair of flight goggles * over her forehead.

175 TWILIGHT SPARKLE
Let's see, with those 8 sick Pegasi out with the Feather Flu, you're going to be losing about 82.5 wing power, and

Twilight Sparkle GASPS.

176 TWILIGHT SPARKLE (CONT'D)

Oh no!

Rainbow takes a quick glance towards Spitfire. *

177 RAINBOW DASH
(slightly hushed) *
Don't tell me we won't be able to break the Fillydelphia tornado wind speed record!

178 TWILIGHT SPARKLE
No!

179 RAINBOW DASH
Whew!

180 TWILIGHT SPARKLE
It's worse than that. You might not have enough wing power to create a tornado powerful enough to lift the water to Cloudsdale!

Rainbow Dash starts pacing back and forth, too flabbergasted to speak.

181 SPIKE
Well, should we pack up?

Rainbow Dash stops pacing and gets determined.

182 RAINBOW DASH
No. Of course not. Forget the record, Cloudsdale still needs water!

Rainbow Dash gathers her troops.

183 RAINBOW DASH (CONT'D)
Okay everypony, let's give it all we've got! On the sound of the horn, we take off.

The ponies adjust goggles over their faces. They all line up next to the reservoir, Rainbow Dash leading the pack.

Twilight Sparkle looks over her machinery, then gives a signal to Spike. Spike jumps onto of a big bulb horn and it lets out a huge honk.

184 HORN
<BOOOOOOOOOOOOOOOP!>

The pegasi all take off, 2 by 2 in a line. They begin to fly slowly in a circle above the reservoir. They almost look like a merry-go-round. Then they begin to pick up speed.

The very large windmill on the top of the machine spins around slowly.

185 SPIKE
You think they're gonna make it to 800 wing power?

Twilight Sparkle looks at the gauge. It reads 100 wing power and is rising slowly.

186 TWILIGHT SPARKLE
I sure hope so!

Twilight reads the gauge.

187 TWILIGHT SPARKLE (CONT'D)
150 wing power, 250 wing power...

The tornado spins faster over the reservoir. The wind picks up. Twilight yells to Spike.

188 TWILIGHT SPARKLE (CONT'D)
500 wing power!

189 SPIKE
That's it?!

The wind is really blowing. Little droplets of water begin to come off the surface of the reservoir.

190 TWILIGHT SPARKLE
750 wing power!

Just then Fluttershy appears with some of her furry friends. It's very windy and everypony has to yell at each other now.

191 FLUTTERSHY
Twilight!

192 TWILIGHT SPARKLE
Fluttershy! What are you doing here?!

193 FLUTTERSHY
I figured, if I couldn't help Rainbow Dash with the tornado, the least I could do was offer moral support!

194 TWILIGHT SPARKLE
She could sure use it, considering 8 pegasi are sick with the Feather Flu!

195 FLUTTERSHY
Oh no! That's terrible news!

Just then, the tornado gets very unstable and wobbly---and then rips apart! Pegasi go flying in all directions and the droplets of water splash back into the reservoir.

Rainbow Dash falls out of the sky and skids face first into the ground right at Fluttershy's and Twilight's hooves.

196 RAINBOW DASH
Oopf...

Twilight Sparkle kneels down.

197 TWILIGHT SPARKLE
Are you okay?!

Rainbow Dash slowly gets up.

198 RAINBOW DASH
I'm fine.

Twilight looks at the final reading on the gauge.

199 TWILIGHT SPARKLE
790 wing power! Oh, you we're so close to the 800 wing power minimum. I'm sorry Rainbow Dash.

Rainbow Dash shakes the dirt off of her body and face. She is mad.

200 RAINBOW DASH
We've got to try again!

201 TWILIGHT SPARKLE
But you pushed your crew to their limit already! If you break apart again, somepony could get hurt! You should quit; it's not safe!

202 RAINBOW DASH
NO! One more time! I gotta know we gave it our all! If I'm going down, I'm GOING DOWN FLYING!

Rainbow Dash looks to see other pegasi getting up and brushing the dirt off of themselves.

203 RAINBOW DASH (CONT'D)
C'mon ponies! Let's make this happen! Let's kick it up a notch!

204 PONY WALLA
Yeah! C'mon let's do it!

The other ponies nod, looking determined. They all begin to line up once more.

Twilight Sparkle resets the machine, then looks over to Spike and nods. Spike jumps on the horn again, giving the signal.

205 HORN
<BBBOOOOOOOOOOPP!>

The pegasi fly up again slowly in formation, with Rainbow Dash at the helm. First they start off slow until they get into a circular rhythm, and then start speeding up.

206 TWILIGHT SPARKLE
Ok, here we go. 100 Wing power!

Now the tornado is in a spinning motion above the reservoir. The wind is picking up like it did before, and Twilight has to speak louder and louder.

207 TWILIGHT SPARKLE (CONT'D)
200....500...700!

From inside the tornado, Rainbow Dash is barking orders.

208 RAINBOW DASH
Stay in position! Stay in position! Flap those wings! Faster!

The tornado is spinning extremely fast and the wind is blowing everywhere.

209 TWILIGHT SPARKLE
750 Wing Power!

210 SPIKE
They fell apart right after this!

211 FLUTTERSHY
Oh... I'm too nervous to look!

Fluttershy covers her eyes.

Inside the tornado, Rainbow Dash is pushing the pegasi harder.

212 RAINBOW DASH
C'mon! Just a little harder! I can see the water trying to funnel through!

Down below, water droplets are rising unsteadily.

Twilight Sparkle sees the gauge go up to 795.

213 TWILIGHT SPARKLE
795! They are SO close! Fluttershy! They need you up there!

Fluttershy yells back.

214 FLUTTERSHY
I can't! I won't make a difference!

215 TWILIGHT SPARKLE
You CAN make a difference!

216 FLUTTERSHY
As close as they are and as little as they need, my measly 2.3 wing power is still too little!

Spike notices the gauge at 795.

217 SPIKE
It's sticking at 795! I don't know if they got any more in 'em!

218 TWILIGHT SPARKLE
Every pony counts, Fluttershy! Just believe in yourself!

219 FLUTTERSHY
I don't! I CAN'T!!!

220 TWILIGHT SPARKLE
Do it for Equestria! Do it for Rainbow Dash!! DO IT FOR YOURSELF!!!

Fluttershy thinks for a moment, then gets steely eyes. She grabs her goggles dramatically and slips them on. The snap onto her head.

221 FLUTTERSHY
Ouch!

Fluttershy takes a few steps back, and a deep breath, then gallops straight towards the tornado. She lifts off and is sucked right in. She somersaults around, off balance. But inside, she gets a grip, pulls it together, and joins in, alongside Rainbow Dash.

Rainbow Dash sees Fluttershy and gets a great big smile. Fluttershy smiles at Rainbow Dash. They both look forward and it's back to business.

Outside, Twilight Sparkle and Spike watch the gauge stuck at 795. Suddenly it begins to rise.

222 TWILIGHT SPARKLE
It's moving! She's doing it!

Inside the tornado, Fluttershy is pushing hard! She has a strong face of determination.

Outside, the machine rises to 798.

223 TWILIGHT SPARKLE (CONT'D)
798! She's surpassed her best wing power number!

224 SPIKE
Fluttershy's got her groove on!

Inside, Fluttershy pushes on. But then she notices Flitter, Starchaser and a few others looking at her. The voices start in her head.

225 PONY WALLA (V.O.)
Fluttershy, Fluttershy, Fluttershy can hardly fly! Ha ha ha ha

We truck in towards her head as we FLASHBACK TO:

EXT. CAMP WINNIETONKA - OUTSKIRTS OF CLOUDSDALE - FANATSY

A group of Pegasus fly in place in a circle but Fluttershy is not at the center.

226 PONY WALLA
HA HA HAH ha ha! Fluttershy, Fluttershy, Fluttershy can hard--

From off screen, Young Fluttershy bolts through the sky past all of the ponies, spinning them around and leaving their hair sticking straight off their heads. They are all dazed.

227 FOAL #1
Wha--wha was that?

228 FOAL #2
I-- I think it was Fluttershy!

Cut to Young Fluttershy streaking through the air with a large confident smile. CROSS DISSOLVE TO:

EXT. HIGHLAND RESERVOIR - INSIDE THE TORNADO

Fluttershy in the same pose with the same confident smile. She leans forward and her wings flap faster as the other ponies look on.

Close on the gauge as it reaches 800 wing power and moves past it to 801.5.

Suddenly water rises off of the reservoir's surface and shoots up through the tornado, all the way to Cloudsdale.

Twilight Sparkle and Spike are jumping up and down and hugging.

229 TWILIGHT SPARKLE
She did it! She did it! They ALL did it!

In a matter of minutes the reservoir empties. Spike jumps on the horn again, signaling success.

230 HORN
<BBBOOOOOOOOPPP!>

The tornado begins to slow down and dissipate. It's now looking again like a merry-go-round, and the pegasi fly off in different directions to land.

231 PONY WALLA
<stomping applause> Hooray! Good job! Yay!!! We did it! That was awesome!

Up above, Fluttershy is still flying round and round, not realizing that the tornado has stopped! From the ground, Rainbow Dash sees her. She flies back up, catches up to her, and slows her down.

232 RAINBOW DASH
Whoah, girl! Take it easy.

233 FLUTTERSHY
Wha---what---

She looks around and sees no one is up in the air anymore.

234 FLUTTERSHY (CONT'D)
Did we do it?!

235 RAINBOW DASH
Yeah! We did it! YOU DID IT!

They high-five their hooves in the air and land. Even some of the ponies that snickered at her congratulate her now.

236 FLITTER
Great job, Fluttershy. That was awesome.

237 STARCHASER
Yeah--we couldn't have done it without you.

Spitfire comes over to Rainbow Dash *

SPITFIRE *
Nice job Rainbow Dash. You may not *
have set a new record but you *
showed a lot of guts. *

RAINBOW DASH *
Thanks, but if you want to talk *
'guts' then you gotta give it to my *
Number 1 flyer, Fluttershy. *

Fluttershy blushes. Rainbow Dash yells to the crowd. *

238 RAINBOW DASH (CONT'D) *
Let's hear it for Fluttershy!

Ponies grab her and hold her up high. Her bird friends gather around her.

239 PONY WALLA
Fluttershy! Fluttershy! Fluttershy can really fly!

FADE TO BLACK.

EXT. GOLDEN OAK LIBRARY - EVENING

Rainy Season has officially commenced and it's pouring rain outside. We truck in on the library.

240 FLUTTERSHY (V.O.)
Dear Princess Celestia, Sometimes you can feel like what you have to offer is too little to make a difference.

INT. GOLDEN OAK LIBRARY - NIGHT

The sound of the pitter patter is heard softly as Rainbow Dash, Twilight Sparkle, Fluttershy and Spike cozy up next to the fire. They have just finished eating their dessert, and empty plates sit on the floor next to them. Spike writes as Fluttershy dictates.

241 FLUTTERSHY
But today I learned that everypony's contribution is important no matter how small. If you just keep you head high, do your best and believe in yourself, well, anything can happen!

Fluttershy looks over at Rainbow Dash and Twilight and smiles.

242 SPIKE
This is great news!

243 RAINBOW DASH
What's that?

244 SPIKE
Not only do I believe in myself, but I believe that I can grab that last piece of banana cream pie in the kitchen before any of you!

And in a dash, Spike is out of the room. Just then, Fluttershy holds a hoof to her mouth to say "shh" and pushes a plate from behind her in front of the ladies. It's the last piece of pie.

245 RAINBOW DASH, FLUTTERSHY, AND TWILIGHT
<giggle>

246 SPIKE (O.S.)
Hey! Where's that pie!?

END OF ACT III