Distribution:

Production:
Lauren Faust
Chris Bartleman
Kirsten Newlands-Davidson
Rob Renzetti
Sarah Wall
Jayson Thiessen
James Wooton
Angela Belyea
Ridd Sorensen
Lesley Crawford

Discovery/Hasbro:
Donna Ebbs
Scott Pennington
Chris Mehl

Hasbro Studios:
Stephen Davis
Linda Steiner
Kathy Page
Brian Lenard
Robert Fewkes
Sophia Hussain

Hasbro IP & Brand:
Mark Wiesenhahn
Matt Mattus
Valerie Jurries
Donna Tobin

Hasbro Design:
Liz Knight
Dean Carley

Educational Consultant:
Donna Mitroff
Vicki Ariyasu

MY LITTLE PONY II

"The Tortoise and the Mare"
(FKA: "No Tank You")

EP 207

Written by

Charlotte Fullerton

Locked Polish: November 23, 2010

TEASER

SC 1 - <u>EXT. SKY - DAY</u>

RAINBOW DASH is zooming, zigging, and zagging enthusiastically through the skies! She's in her element and having a great time.

1 RAINBOW DASH
(loop dee loop)
Woo hoo hoo hoo!

2 OWLOWICIOUS (O.S.)
(owl hoot)
Hoo.

3 RAINBOW DASH
Who?

Suddenly OWLOWICIOUS is right there swooping around with her.

4 RAINBOW DASH (CONT'D)
Oh, it's you, Owlowicious. Come on, try to keep up!

Rainbow and Owlowicious happily SWOOP through the air in tandem.

5 RAINBOW DASH (CONT'D)
<laughter>

Until-

6 WINONA (O.S.)
Woof!

Rainbow is shocked to see Owlowicious's HEAD MORPH into the HEAD of WINONA the border collie!

7 RAINBOW DASH
<gasp> Winona?! I mean, Winona's <u>head</u>? What are you doing here? On Owlowicious' body?!

Winona's head happily LICKS Rainbow's face.

8 RAINBOW DASH (CONT'D)
Um, is this weird or it is just me?

Another swoop and Winona's HEAD morphs into ANGEL the bunny's, with the BODY of GUMMY the baby alligator, and the WINGS of Owlowicious!

9 RAINBOW DASH (CONT'D)
Angel?! Gummy?! Okay, this is officially beyond weird now and moved right on down to freaky town!

The strange AMALGAMATED PET CREATURE opens its mouth and the angry YOWL of OPAL the cat comes out!

10 OPAL
<yowl>

Off Rainbow's reaction-

CUT TO:

SC 2 - <u>EXT. PARK, TREE - DAY</u>

CU Rainbow's CLOSED EYES shoot OPEN

11 RAINBOW DASH
<gasp>

Wider to reveal Rainbow STARTLED AWAKE from her nap in a TREE in the PARK by the REAL Opal who is up in the tree with her, yowling down at the rest of the ponies' PETS--the REAL Owlowicious, Winona, Angel, and Gummy--on the ground under the tree.

12 OPAL
<yowl>

Rainbow's mightily relieved it was only a dream.

13 RAINBOW DASH
Whew.

FADE TO BLACK.

END OF TEASER

MAIN TITLES

ACT I

SC 3 - <u>EXT. PARK - DAY - CONTINUOUS</u>

TWILIGHT, RARITY, PINKIE, FLUTTERSHY, and APPLEJACK playfully gallop over and join their corresponding pets at the base of

the tree. Opal jumps down from the tree onto Rarity's back.

14 PONIES/PETS
<playful wallah>

Rainbow hovers down.

15 RARITY
Sincerest apologies, Rainbow, if our pets were bothering you.
(to Opal)
Say you're sorry, Opal.

Opal pouts. She's not sorry.

16 OPAL
<rawr>

17 RARITY
She's sorry.

18 RAINBOW DASH
What are you all doing out here?

Applejack romps with Winona.

19 APPLEJACK
Why, we always round up all our critters for a regular ole pony-pet playdate in the park.

20 RAINBOW DASH
You do?

21 APPLEJACK
Same time every week.

22 FLUTTERSHY
(nervous)
I thought you knew. You didn't know?
(to others)
She didn't know?

23 TWILIGHT
Well, we had initially planned on inviting Rainbow, of course, except-

Pinkie excitedly interjects, bursting with energy.

24 PINKIE PIE
(a mile a minute)
We were totally going to invite you, Rainbow!
(MORE)

PINKIE PIE (CONT'D)
But then Twilight remembered that you don't even have a pet. And Rarity remembered that you really like to take naps in the afternoon. So Applejack figured you wouldn't be missing out on anything anyway. And Fluttershy and I nodded our agreement like this-

Pinkie throws a hoof over Fluttershy's shoulders and makes Fluttershy's head NOD along with her quickly several times.

25 FLUTTERSHY
Please don't be mad at us.

26 RAINBOW DASH
Oh, I'm not mad. You all are right. Not much point of a pony-pet playdate for me if I'm a pony without a pet, right?

27 APPLEJACK
Exxxactly. So, if'n you'll excuse us-

The ponies and pets launch back into frolicking together, leaving Rainbow standing there all by herself.

28 PONIES/PETS
<playful wallah>

Rainbow didn't really mind before, but now seeing the rest of them all having fun together without her, Rainbow gets indignant.

29 RAINBOW DASH
Hey! Now wait a minute. Just because I don't have a pet <u>now</u> doesn't mean I <u>never</u> want a pet.

Fluttershy immediately ZIPS over to Rainbow's side. Instead of her usual painfully shy self, Fluttershy is now totally geeked about Rainbow's sudden interest in a pet.

30 FLUTTERSHY
(nervous excited giggling)
Really? You really want a pet? Really? 'Cause I've got so many wonderful choices at my house! Oh, I just know you'll love them! And they'll love you! And you'll be best friends forever and ever!

Fluttershy excitedly leads Rainbow Dash away...

SC 4 - <u>EXT. FLUTTERSHY'S BACKYARD - MINUTES LATER</u>

A MUSICAL SCENE - during which Fluttershy enthusiastically shows Rainbow all of the many, many DIFFERENT NON-SPEAKING ANIMALS she keeps in her backyard, just certain that one of them will make a great pet for Rainbow. All throughout the song, a TORTOISE keeps periodically peeking up into frame, tapping Rainbow on the hoof, or otherwise trying to get her attention.

A whole back-and-forth conversation (sales pitch, negotiation) in SONG (with interjected spoken dialogue included throughout) plays over this entire scene: "So Many Wonderful Choices" inspired by "Fabulous Places" from "Dr. Dolittle," <http://www.youtube.com/watch?v=10AMqdJUcFY> with a bit from "The Evil League of Evil"* just for the bridge <http://www.podcastthemes.com/audio/EvilLeagueEvilFast1Final.mp3> from the "Dr. Horrible's Sing-Along Blog" contest (*only the change up that starts after that song's singer gets a phone call).

SONG BEGINS:

31 FLUTTERSHY
(sing-song)
Now, Rainbow, my dear
I cannot express my delight.

It's abundantly clear
That somewhere out here
Is the pet that will suit you just
right.

32 RAINBOW DASH
(sing-song)
I can't wait to get started
But first let me set a few rules.

It's of utmost importance
The pet that I get
Be above all awesome and cool!

33 FLUTTERSHY
(spoken)
"Awesome." "Cool." Got it.

1ST VERSE:

34 FLUTTERSHY (CONT'D)
(sings)
I have so many wonderful choices
Just wait, you will see.

35 RAINBOW DASH
(spoken)
I need something real fast that can
keep up with me.

Rainbow quickly zips back and forth through the frame.

What appears to be a fancy ROCK on the ground is SPUN around by the force of Rainbow's dashing. The "rock" then sprouts four limbs and a head, revealing it is actually a TORTOISE. It watches Rainbow, intrigued.

Fluttershy points out an adorable little BUNNY like her own.

36 FLUTTERSHY
(continues singing)
Sure. How 'bout a bunny?
He's cutesy <u>and</u> wootsy
and also speedy.

37 RAINBOW DASH
(spoken)
Cutesy? Wootsy? Hello, have you
even met me?

38 FLUTTERSHY
(continues singing)
Just have faith, Rainbow.
You'll see, I will bet you,
Somewhere in here is
A pet that will get you.

The Tortoise STRETCHES HIS HEAD up into frame like a periscope. His eyes dart back and forth between Fluttershy and Rainbow.

39 FLUTTERSHY (CONT'D)
(continues singing)
Be it chipmunk or kitty,
or something more pretty,
The sky's the limit!

40 RAINBOW DASH
(spoken)
Sky is good! I'd like it to fly.

The Tortoise lowers his head back down out of frame.

41 FLUTTERSHY
(spoken)
Really? Because I think this widdle
puddy tat has your name written all
over it. (baby talk) Yes, he does.

Fluttershy holds the single cutest KITTEN to ever grace God's green Earth just millimeters from Rainbow Dash's muzzle.

42 FLUTTERSHY (CONT'D)
(continues spoken)
Aw, look. He likes you!

Rainbow's eyes dart uncomfortably.

43 KITTEN
<meow>

Rainbow Dash's eyes do a silent "take" to the camera then back to Fluttershy.

44 RAINBOW DASH
(spoken)
Pass.

2ND VERSE:

45 FLUTTERSHY
(sings)
I have so many wonderful choices of note.

46 RAINBOW DASH
(spoken)
These pets are so sweet, I'm getting cavities just looking at them!

47 FLUTTERSHY
(continues singing)
Otters and seals
Have massive appeal.
Or perhaps a nice billy goat?

48 RAINBOW DASH
(spoken)
Goats and seals can't fly.

49 FLUTTERSHY
(spoken)
Maybe not, but I've seen this particular seal catch a good ten feet of air when he breaches the water.

50 RAINBOW DASH
(spoken)
That's it. I'm outta here.

As she turns to leave, Rainbow almost trips over the Tortoise standing underfoot looking up at her with curiosity.

51 FLUTTERSHY
(continues singing)
Wait! There's got to be a pet here
That will fit the ticket.
How about a ladybug?
Or perhaps a cute cricket?

52 RAINBOW DASH
(spoken)
Bigger. And. Cooler.

With her hoof, Rainbow casually SLIDES the Tortoise away like a hockey puck.

53 FLUTTERSHY
(continues singing)
"Bigger." "Cooler." Right.
I've got just the thing
in that tree!

Dash, meet your new pet
The fabulous, Squirrely!

Fluttershy presents a SQUIRREL to Rainbow with the pomp and circumstance reserved for the final showcase on a TV game-show, including sliding sequenced curtains, turntable display, and ORCHESTRAL <STING>.

Rainbow stares blankly, totally unimpressed.

54 RAINBOW DASH
(spoken)
It's just a squirrel.

55 FLUTTERSHY
(spoken)
Not just any squirrel...

Fluttershy grabs the squirrel in her teeth and TOSSES it straight up into the air! It stretches out its limbs to reveal FLAPS OF SKIN connecting its hands to its feet.

56 FLUTTERSHY (CONT'D)
A flying squirrel!

The "flying" squirrel just gently wafts back and forth like a piece of paper between Fluttershy and Rainbow all the way to the ground. Then sits there.

Rainbow looks at it. It blinks. She blinks.

57 RAINBOW DASH
(spoken)
Yeahhhh, so like I was saying-

BRIDGE (MUSIC CHANGE-UP):

58 RAINBOW DASH (CONT'D)
(sings)
Fluttershy, pal
This won't cut it
I need a companion that can keep up
with me.
Something awesome!
Something flying!
With wicked coolness that defies
gravity!
I need the most radical of pets
I just won't settle for less!

59 FLUTTERSHY
(spoken)
I'm... sensing you want an animal
that can fly.

60 RAINBOW DASH
(spoken)
Ya think??

3RD VERSE:

61 FLUTTERSHY
(sings)
I have plenty of wonderful
creatures who soar in the sky.

Like a sweet hummingbird
or a monarch butterfly?

62 RAINBOW DASH
(spoken)
Better. But they lack that coolness
factor.

The Tortoise has slowly made its way back, and now retracts his head into his shell and emerges wearing cool DARK SUNGLASSES.

63 FLUTTERSHY
(spoken)
I see.
(continues singing)
How 'bout mallards
(MORE)

FLUTTERSHY (CONT'D)
Or barn owls
A wasp or a toucan?

The dark sunglasses-wearing Tortoise, trying to be cool, can’t see a thing and walks into a fence post <CLONK>

64 RAINBOW DASH
(sings)
A wasp’s getting there.
It just might rule the air

65 FLUTTERSHY
(sings)
Well, I've many such wonderful creatures
along the lines of that.

There are falcons and eagles,
both are quite regal.
Or perhaps a mysterious bat?

66 RAINBOW DASH
(spoken)
Now you're talking!
(sings)
But instead of just one standout,
Now that’s too many!

So many choices,
Such riches o’ plenty!

67 FLUTTERSHY
(sings)
Not a bad problem to have
If you ask me.

INTERLUDE:

Now Rainbow Dash can't decide! With each turn of her head, she changes her mind.

68 RAINBOW DASH
(spoken)
The bat would be awesome!
But I'm really digging the wasp’s colors too.
Do you have something in a yellow-striped bat?

69 FLUTTERSHY
(spoken)
No. But I’ve got a hot-pink
(MORE)

FLUTTERSHY (CONT'D)
flamingo over here who's
just dying to meet you.

SWISH PAN TO:

A FLAMINGO wiggling his eyebrows at Rainbow.

SWISH BACK TO:

70 RAINBOW DASH
(spoken)
What to do, what to do?

71 FLUTTERSHY
(spoken)
You know, a platypus is like
getting four pets in one:
a beaver, duck, ‘gator,
and also a snake,
so that pet would be
quite a prize.

72 RAINBOW DASH
(spoken)
A prize? That's it!
(sings)
There's really just one way
to find out which animal’s best.

Hold a contest of speed, agility,
guts
that will put each pet to the test!

The dark sunglasses-wearing Tortoise is pathetically walking in place with his face up against the fence post, not getting anywhere.

73 FLUTTERSHY
(sings)
And don't forget style.
That should be considered.

74 RAINBOW DASH
(sings)
Then I’ll know for sure
Who's the best of the litter!

The one who is awesome-est, cool
and will rule, just like me!
(sings)
I can't settle for less
Because I’m the best
So a contest I’ll have
Then we’ll seeeeeeee
(MORE)

RAINBOW DASH (CONT'D)
Who will beeeeeeeeee
The number one, greatest, most
perfect-est pet in the world
for me!

75 FLUTTERSHY
(sings)
Let the games begin!

76 RAINBOW DASH
(spoken)
And may the best pet win.

END OF SONG.

FADE TO BLACK.

END OF ACT I

ACT II

SC 5 - <u>EXT. PONYVILLE - LATER THAT DAY</u>

Rainbow is now dressed and acting like a COACH. She wears a WHISTLE on a string around her neck and a BASEBALL CAP.

She paces back and forth in front of a LINEUP of the assorted FLYING pet candidates she was introduced to in song: the BAT, WASP, FALCON, TOUCAN, DRAGONFLY, HUMMINGBIRD, FLAMINGO, BARN OWL, LADYBUG, MALLARD DUCK, EAGLE, and a couple of MONARCH BUTTERFLIES.

Twilight, Rarity, Pinkie, and Applejack with their respective pets have assembled to watch and cheer on the contestants.

77 TWILIGHT/RARITY/PINKIE/APPLEJACK
<encouraging wallah... which
abruptly cuts off->

- as Rainbow HUSHES them all with a gesture. This is serious business! RD goes back to pacing before the contestants.

78 RAINBOW DASH
So... you all think you’ve got what
it takes to be my pet, do you?
Well, we’ll just see about that!

Rainbow quickly leans in uncomfortably close to the Flamingo’s face. It worriedly <GULPS> and the lump travels all the way down its long thin neck.

Rainbow continues pacing the lineup.

79 RAINBOW DASH (CONT'D)
If any of you don't think you can handle it, bow out now before you humiliate yourself in front of your peers.

The LADYBUG slowly backs away out of frame.

Rainbow keeps pacing.

80 RAINBOW DASH (CONT'D)
This competition isn't for the weak. You'd better be prepared to step up your game.

Rainbow suddenly gets all up in the face of a gently hovering Butterfly.

81 RAINBOW DASH (CONT'D)
You call that flapping??

The Butterfly begins to urgently FLAP FASTER!

Rainbow goes back to pacing the lineup.

82 RAINBOW DASH (CONT'D)
That's better. There's only room on Team Dash for one of you. And my future pet needs to be able to take it to the extreme. Any questions?

On Applejack sitting next to Twilight with Winona between them.

APPLEJACK
(quietly)
I got one. Does she understand what a pet *really* needs?

TWILIGHT
Yeah! Like care and attention, love and affection...

As if to answer, Winona gives Twilight an affectionate lick.

TWILIGHT (CONT'D)
...and breath mints.

Rainbow comes to the end of the lineup of flying animals and is taken aback to see… the Tortoise?

With a previously-unseen- in-this-scene Fluttershy just finishing nudging the Tortoise into place.

83 FLUTTERSHY
(quietly, to Tortoise)
Now you just pay attention and try your best and-

84 RAINBOW DASH
Seriously, Fluttershy? The turtle? What did you bring that thing here for?

85 FLUTTERSHY
Technically he's a tortoise. And he's always dreamed of being somepony's pet. He just wants a chance to compete. He won't get in the way. You won't even know he's here.

86 RAINBOW DASH
No.

87 FLUTTERSHY
Oh, just let him *try*.

Fluttershy emphasizes that last word like your mom making you let your way-too-little brother play kickball with you and your friends.

88 RAINBOW DASH
But there's no way he can possibly keep up! Look at him!

89 FLUTTERSHY
It won't hurt to let him *try*.

90 RAINBOW DASH
But-

91 FLUTTERSHY
Just let him *try*.

Rainbow opens her mouth to continue her protests, but Fluttershy shuts her down with an aw-come-on-don't-be-like-that look.

92 RAINBOW DASH
Gah! Fine...
(to Tortoise)
But don't say I didn't warn you. This isn't a game you know!
(to other contestants)
(MORE)

RAINBOW DASH (CONT'D)
All right, now, these games will determine which of you has the most important qualities I'm looking for in a pet-

Rainbow suddenly ZOOMS through frame.

93 RAINBOW DASH (CONT'D)
Speed!

Then ZIG and ZAGS, weaving her way through the startled lineup.

94 RAINBOW DASH (CONT'D)
Agility!

Then strikes a TOUGH pose.

95 RAINBOW DASH (CONT'D)
Guts!

SWISH PAN TO:

SC 6 - <u>EXT. SKY - CONTINUOUS</u>

Rainbow flies quickly around and around a CLOUD in a motion BLUR, then reveals she has shaped it into a topiary-like cloud sculpture of HERSELF.

96 RAINBOW DASH
Style!

SWISH BACK TO:

SC 7 - <u>EXT. PONYVILLE - CONTINUOUS</u>

Rainbow posing, leaning against a wall looking all COOL.

97 RAINBOW DASH
Coolness!

A quick change to another pose that also looks COOL.

98 RAINBOW DASH (CONT'D)
Awesomeness!

Then one final quick change to a third COOL looking pose.

99 RAINBOW DASH (CONT'D)
And Radicalness!

Twilight steps in.

100 TWILIGHT
Excuse me. But “Coolness,” “awesomeness,” and “radicalness?” Aren't those all the same thing?”

Rainbow is undaunted.

101 RAINBOW DASH
You would think that, Twilight... And that's why you would never qualify to be my pet!

Rainbow blows her <WHISTLE> officially starting the tryouts.

SC 8 - EXT. CLASSIC TRACK & FIELD RACETRACK

The SPEED round:

ALL the pet wannabes are lined up on the STARTING LINE. Rainbow quickly drops a CHECKERED FLAG.

102 RAINBOW DASH
On your marks. Get set. Go!

They take off racing, but the CAMERA stays on the Tortoise, who moves painfully slowly, barely taking a step, as the others race by him in a BLUR, then again, and again <WHOOSH! WHOOSH! WHOOSH!> having all circled the track THREE times while the Tortoise has hardly moved!

Rainbow’s voice narrates over their action:

103 RAINBOW DASH (O.S.) (CONT’D)
Sort of speedy. Not speedy. Pretty speedy. Could be more speedy.

The FALCON whizzes across the finish line.

104 RAINBOW DASH (CONT’D)
Woo! Yeah! That’s speed!

On the Tortoise, still only a foot away from the starting line.

105 RAINBOW DASH (CONT’D)
(tsks)
That’s just sad.

SC 9 - EXT. SKY, OBSTACLE COURSE

The AGILITY round:

QUICK CUTS

The Dragonfly, the Toucan, the Hummingbird, and the Flamingo, with their varying degrees of agility vs. clumsiness, make their way through a set of HOOPS, TURNSTILES, ARROWS, etc., positioned at the tops of a series of TALL THIN POLES.

Rainbow's voice narrates over their action:

106 RAINBOW DASH (O.S.)
Sort of agile. Not agile. Pretty agile. Could be more agile.

SC 10 - <u>EXT. GROUND BELOW - CONTINUOUS</u>

The Tortoise is watching the off-screen action overhead. He CROUCHES purposefully, then with a great amount of effort JUMPS!

The CAMERA TILTS UP triumphantly anticipating the tortoise's upward movement... But the Tortoise's "jump" doesn't even get his feet off the ground: his legs just stretch him up a little bit taller, is all. The tense Tortoise keeps straining up, but doesn't leave the ground. He finally relaxes his legs back down to their normal height.

107 RAINBOW DASH
Want to know the opposite of "Agility?" That.

SC 11 - <u>EXT. SKY, OBSTACLE COURSE - CONTINUOUS</u>

The Hummingbird effortlessly turns on a dime, this way and that way, then zips through the last hoop.

Reveal the gawky Flamingo tangled up in the first hoop, the Toucan with his BEAK caught in one of the turnstiles and the Dragonfly just flying <SPLAT> into one of the arrows.

Rainbow raises a HOOF to high-five the Hummingbird.

108 RAINBOW DASH
Yeah, baby! Now <u>that's</u> what I call agility! (pause) Don't leave me hanging.

The Hummingbird STOPS its MOTION BLUR of flapping in order to HIGH-FIVE Rainbow with its WING. A BEAT mid high-five as it realizes it isn't flapping anymore. Then the Hummingbird PLUMMETS! But it recovers, its wings now back to motion blur.

109 RAINBOW DASH (CONT'D)
I'm going to have to shave a point off your score for that.

SC 12 - EXT. PARK

The GUTS round:

Rainbow, addressing the pet contenders, indicates Opal the Cat on the grass a little ways away, possessively guarding her FAVORITE TOY (the toy mouse from "Owl's Well the Ends Well).

110 OPAL
(mine)
<meow>

111 RAINBOW DASH
Okay, which of you have the "Guts" to try to get Opal's favorite toy away from her?

While ALL the larger flying animals silently consider their individual game plans...

ON Opal - as a Butterfly lands on her NOSE and gently flaps its beautiful wings very slowly, almost hypnotically, in front of her eyes to distract her.

112 OPAL
(intrigued)
<meowww>

While a SECOND Butterfly TIP-TOES in from the background and snatches the toy <YOINK> right from under Opal's nose without the crotchety cat even noticing!

Rainbow is impressed.

113 RAINBOW DASH
Now that takes guts!

Opal takes an annoyed swipe at the slowly approaching Tortoise, who retracts fearfully into his shell. Opal leaps atop his carapace and scratches away at it in a frenzy, her claws sound like hundreds of nails on a chalkboard. The Tortoise peeks back out, looks around worried, then retracts his head back in as Opal takes another swat at his head, then goes back to vandalizing his shell. Rainbow plugs her ears and shakes her head.

114 RAINBOW DASH (CONT'D)
That's just... I don't know what that is. But it sure isn't guts.

SC 13 - EXT. RARITY'S SHOP

The STYLE round:

It's a PHOTO SHOOT! Rarity takes a quick succession of FLASH PHOTOS of the Bat, the Falcon, the Owl, the Hummingbird, and the Eagle, each posing dramatically with Rainbow: perched on her shoulder, on her head, flying next to her, on a bicycle built for two, reclined in a beach chair, etc.

115 RARITY
Work it, work it. Show me some "Style."

116 RAINBOW DASH
Any pet of mine's got to look good, 'cause you've got to make me look good!

When it's the Tortoise's turn, as soon as the <FLASH> goes off, he fearfully retracts his head into his shell.

117 RAINBOW DASH (CONT'D)
Why am I not surprised.

SC 14 - EXT. PONYVILLE - MINUTES LATER

The COOLNESS round:

QUICK CUTS

The Owl <HOOTS>

118 RAINBOW DASH
Sort of cool.

The Duck <QUACKS>

119 RAINBOW DASH (CONT'D)
Not cool.

The Bat <SHRIEKS>

120 RAINBOW DASH (CONT'D)
Pretty cool.

The Toucan <CAWS>

121 RAINBOW DASH (CONT'D)
Could be cooler.

The Wasp <BUZZES>

122 RAINBOW DASH (CONT'D)
Not what I had in mind.

The Butterfly says nothing.

123 RAINBOW DASH (CONT'D)
(drill sergeant)
I can't hear you!

Then the Tortoise takes a DEEP BREATH then slowly <EXHALES> a long painfully dry breath.

124 TORTOISE
<long dry EXHALE>

Rainbow winces.

Then the EAGLE <makes-that-cool-sound-you-always-hear-in-every-establishing-shot-of-North-American-wilderness>.

125 RAINBOW DASH
Now <u>that's</u> a cool sound!

<u>The AWESOMENESS round:</u>

QUICK CUTS

The Bat hangs UPSIDE DOWN. Rainbow approves but isn't bowled over.

126 RAINBOW DASH (CONT'D)
Sort of awesome.

The Toucan waggles its little TONGUE.

127 RAINBOW DASH (CONT'D)
Not awesome.

A CATERPILLAR quickly weaves a COCOON around itself, then instantaneously emerges as a BUTTERFLY!

128 RAINBOW DASH (CONT'D)
Pretty awesome.

The Flamingo bends its "knees" backwards.

129 RAINBOW DASH (CONT'D)
Could be more awesome.

The Owl does that freaky head-turn thing that owls do. Rainbow's eyes widen with extreme awe.

130 RAINBOW DASH (CONT'D)
Oh yeah! That... is... awe... some!

The Tortoise retracts his head into his shell. Rainbow is unimpressed.

131 RAINBOW DASH (CONT'D)
You did that already. That's pretty much all you can do, right?

The RADICALNESS round:

QUICK CUTS

From the Bat, to the Duck, to the Falcon, to the Wasp as if they are engaged in the TALENT portion of a beauty PAGEANT:

The Duck TAP DANCES! The Falcon does a simple CARD TRICK with its beak. The Wasp creates IMPOSSIBLE SHADOW PUPPETS on a wall!

SC 15 - EXT. SKY, OBSTACLE COURSE - CONTINUOUS

The Bat now zooms through the same "Agility" obstacle course as the others did before, but BLINDFOLDED while letting out little chirpy bat screeches, echolocating to find his way! He finishes with a flourish & musical sting <TA-DA> as he whips off the blindfold and bows.

132 RAINBOW DASH
Whoa. That was truly awesome! (pause) But I'm afraid this is the "Radicalness" competition, so I'm going to have to take some points off.

SC 16 - EXT. GROUND BELOW - CONTINUOUS

The Tortoise flips over on his BACK and SPINS around on his SHELL "breakdancing"... but then when his spinning slows to a stop, he just TOTTERS there, trapped on his back. He feebly kicks his stubby legs in the air. Nothing. He's stuck.

Rainbow's had it.

133 RAINBOW DASH
(exasperated)
Listen, Turtle-

Fluttershy pops up and interjects helpfully.

134 FLUTTERSHY
Tortoise.

135 RAINBOW DASH
Whatever!
(back to Tortoise)
You've had your fun. But I think you and I both know who made the cut and who didn't.

The Tortoise stares up at her.

136 RAINBOW DASH (CONT'D)
You didn't.

Reveal that the only animals left now are only the most impressive and awesome competitors - the Bat, the Owl, the Falcon, and the Eagle - any one of whom would make an appropriate pet for Rainbow...

And then there's the Tortoise, who just continues to stare up at Rainbow, unblinking.

137 RAINBOW DASH (CONT'D)
I mean, "A" for effort and everything. You gave it your best shot. Maybe I've got a gold star sticker around here somewhere you can have. But seriously, go home. You're starting to creep me out.

The Tortoise doesn't budge.

138 RAINBOW DASH (CONT'D)
Sooo... anywayyy...

Rainbow pointedly turns her back on the Tortoise and addresses the real remaining contenders.

139 RAINBOW DASH (CONT'D)
You're all outstanding competitors. But there can be only one of you who's Number One. So the final, tie-breaking contest is going to be
(aside)
pause for dramatic effect
(full)
a race against... <u>me</u>!

SC 17 - <u>EXT. GHASTLY GORGE, ENTRANCE</u>

Rainbow pops up into frame.

140 RAINBOW DASH
Through Ghastly Gorge!
(sing-song)
Dun-dun-DUN!

Over a wide ESTABLISHING SHOT of the majesty of Ghastly Gorge, that signature <CAW> of all North American wilderness establishing shots is heard.

Rainbow looks over at the Eagle.

141 RAINBOW DASH (CONT'D)
Gesundheit.

The rest of the racers are there with Rainbow at the mouth of the Gorge: the Bat, the Owl, the Falcon, the Eagle... and the Tortoise. As Rainbow talks, she jogs in place and stretches, limbering up for the race.

142 RAINBOW DASH (CONT'D)
Actually Ghastly Gorge isn't scary, it's fun! I've flown through it a million times myself, so obviously I'll be at the front of the pack. But whichever of you makes it across the finish line with me will have proven you can keep up with me, and will have earned the honor and glory of getting to be my pet. Ready?

The pets square up.

143 RAINBOW DASH (CONT'D)
(rushes the rest)
Set-go!

All the flying animals take off in a flash with Rainbow in the lead...

While the Tortoise slowly trudges away from the starting line.

SC 18 - <u>EXT. GHASTLY GORGE, WINDY (AS IN TWISTY) CANYONS</u>

Rainbow playfully leads the way.

144 RAINBOW DASH
Wheee hee hee! Try to keep up!

All the contestants swerve speedily after her through the TWISTY CANYONS, POD RACE style, careful not to disturb the unstable BALANCING BOULDERS.

SC 19 - <u>EXT. GHASTLY GORGE, WINDY (AS IN BREEZY) CREVASSES</u>

145 RAINBOW DASH
Can't catch me! <laughs>

The force of Pegasus pony Rainbow Dash's flight creates WIND STORMS in the canyon!

The Eagle, Falcon, and Owl are large and strong enough to withstand the force and stay on target, but the smaller Bat is blown off course!

Thanks to his superior navigation mad skills, though, the Bat screeches to echolocate and manages to recover. He's in last place now (except for the Tortoise) but he's still in the race.

SC 20 - <u>EXT. GHASTLY GORGE, FOREST OF PRICKLY CACTUSES</u>

A forest of prickly CACTUSES as tall as trees! The racers have to navigate through them at high speed. Rainbow, who's flown this route a million times, knows the pattern and careens through expertly.

146 RAINBOW DASH
(playfully)
Come on, slow pokes! You want to win, don't you?

The Bat has no trouble at all making his way through this obstacle and is able to make up the ground he lost earlier.

But the three, wide wingspan birds of prey have to keep BANKING deeply to avoid hitting the cactus/trees with their long wings.

This slows them down. The Bat is now in the lead, second only to Rainbow Dash!

SC 21 - <u>EXT. GHASTLY GORGE, HIGH CLIFF FACES</u>

Rainbow sails along the topmost part of the cliff face wall. Indicating a series of mysterious HOLES in the rock walls, she calls back to her contestants:

147 RAINBOW DASH
Oh! I forgot to tell you! Watch out for the Quar-ray Eels. They don't like it when you get too close to their nests. Like this-

Rainbow purposely banks along the canyon wall, and one by one the flying, hissing, serpentine, snapping CREATURES shoot out of their holes in the rock face at Rainbow (like the darts in the cave walls at the beginning of *Raiders of the Lost Ark*).

Aerial acrobat extraordinaire, Rainbow, is able to dodge them all, no problem.

148 RAINBOW DASH (CONT'D)
<dodging efforts>

SC 22 - <u>EXT. GHASTLY GORGE, RAVINE JUST PAST EELS</u>

As soon as Rainbow makes it through the Quar-Ray Eels, she looks back over her shoulder behind her to see which of the other racers have gotten through too.

149 RAINBOW DASH
Easy, peasy, one two threesy!
(calling out)
Right, you guys?

Not watching where she is going, Rainbow flies SMACK into the side of the ravine!

150 RAINBOW DASH (CONT'D)
<comical impact grunt>

Then <RUMBLE>

Rainbow looks up to see ROCKS falling down towards her!

151 RAINBOW DASH (CONT'D)
Avalanche!

One FALLING ROCK flies right at camera and FILLS THE FRAME TO BLACK.

END OF ACT II

ACT III

SC 23 - <u>EXT. GHASTLY GORGE, RAVINE JUST PAST EELS - CONTINUOUS</u>

Rainbow leaps out of the way of the falling boulder and forges ahead, continuing the race - which has now been made even more dangerous by the RANDOM FALLING ROCKS from the avalanche she started herself!

RD dodges more falling boulders by the skin of her teeth.

152 RAINBOW DASH
<dodging efforts>

Because Rainbow has to slow down to dodge the randomly falling boulders, the three large birds of prey and the Bat catch up with her!

The speedy Falcon even zooms ahead!

153 RAINBOW DASH (CONT'D)
Hey! I'm the one who's supposed to win!

Because of this momentary distraction, one of the falling rocks knocks Rainbow out of frame!

154 RAINBOW DASH (CONT'D)
Whoa!

SC 24 - <u>EXT. GHASTLY GORGE, FLOOR - MOMENTS LATER</u>

On the floor of the Gorge, one of Rainbow's WINGS is PINNED under the fallen rock.

155 RAINBOW DASH
<struggling efforts> Come on, come on.

She struggles, but can't get her wing free!

ROCKS are still raining all around.

Rainbow looks up between them and sees the other racers flying away high in the sky overhead.

156 RAINBOW DASH (CONT'D)
(calling out)
Help! It's me! Down here!

But they are too far away to see or hear her. They all pass her by!

157 RAINBOW DASH (CONT'D)
(calling out)
No! Wait! Come back! Don't leave me! I don't want to end up stuck here...
(realization)
forever?

As the last bird disappears into the distance, Rainbow, who is prone to exaggeration when things don't go her way even in the best of times, begins to wallow in despair.

158 RAINBOW DASH (CONT'D)
(hyperventilating)
Oh, no no no no. This can't be happening. Forever is waaay too long to be trapped in Ghastly Gorge. I mean, it's like... forever!
(calls out in desperation)
Somepony?! Anypony?! Help me!

Suddenly, Rainbow amidst the silence, Rainbow hears the sandy crunch of a nearby footfall.

RAINBOW DASH (CONT'D)
Woo hoo! My prayers have been answered! Oh thank you thank you thank----

On cue, along comes the Tortoise. He trudges in slowly, on the ground. Unlike the other racers in the sky, he's down where he can see and hear Rainbow in distress.

159 RAINBOW DASH (CONT'D)
---YOU?!!! Oh no! Now I'm not only going to be stuck here forever, I'm going to be stuck here forever with the most annoying turtle in the world!

The Tortoise stubbornly stays and pries his reptilian head beneath the rock pinning Rainbow's wing.

160 RAINBOW DASH (CONT'D)
Don't bother. It's not going to work. I'm doomed! Doomed, I tell you! Don't worry about me, save yourself! While you still can!

Ignoring Rainbow's melodrama, the Tortoise strains and struggles, using his NECK like a CAR JACK, SWEAT pouring down his reptilian neck. Will he succeed?

SC 25 - <u>EXT. GHASTLY GORGE, FINISH LINE - SIMULTANEOUS</u>

The other Ponies, with their respective pets - and now SPIKE too - all burst into <CHEERS> as the Falcon crosses the Finish Line first! The winner!

161 PONIES/PETS/SPIKE
Hooray!!! <congratulatory wallah>

But as the rest of the remaining competitors - the Eagle, the Bat, then the Owl - also make their way across the Finish Line, everypony's enthusiasm dwindles into concern.

The Eagle zooms past the finish line and the assembled onlookers.

162 PONIES/PETS/SPIKE (CONT'D)
Hooray! <less enthusiasm>

Then the Bat.

163 PONIES/PETS/SPIKE (CONT'D)
Hooray. <lessening enthusiasm>

Then the Owl.

164 PONIES/PETS/SPIKE (CONT'D)
Hooray?

165 TWILIGHT
Something's not right here.

166 FLUTTERSHY
Where's Rainbow Dash?!

They all look over to the messy debris-laden exit of the Gorge and realize for the first time that there's been an avalanche!

167 APPLEJACK
Great galloping galoshes! There's been an avalanche in there!

168 SPIKE
(realizing)
Rainbow...

They all start to rush into the Gorge to find their friend.

169 PONIES/PETS/SPIKE
<hurrying wallah>

But before they can go into the Gorge themselves, ONE GIGANTIC BOULDER falls and blocks the exit, DUST and DEBRIS filling the air!

170 RARITY
Oh, no!

171 PINKIE PIE
Wait! Look!

Slowly through the HAZE, the shadowy SILHOUETTE of a figure emerges...

172 FLUTTERSHY
It’s the Turtle!

173 TWILIGHT/RARITY/PINKIE/APPLEJACK
Tortoise.

174 FLUTTERSHY
Whatever!

175 TWILIGHT
(squinting)
And he’s carrying something on his back.

176 PINKIE PIE
(excited)
Not some *thing*, some*pony!* It’s Rainbow Dash! It’s her! It’s Rainbow!

177 PONIES/PETS/SPIKE
Hooray! <celebratory wallah>

Looooooong BEAT, as the Tortoise moves at the speed of molasses.

178 FLUTTERSHY
Maybe we'd better go meet him half way.

They all hustle over to where the Tortoise is carrying

Rainbow, and flank him as his continues his walk to the Finish Line.

179 PONIES/PETS/SPIKE
(again)
Hooray! <celebratory wallah>

180 SPIKE
Way to go, little guy.

181 TWILIGHT
Thank goodness you're not hurt, Rainbow.

182 RAINBOW DASH
Just my pride.

183 RARITY
I most certainly hope all this dreadful dust was worth it. Achoo!

184 APPLEJACK
It sure was, if'n it means Rainbow gets to have her own little critter like the rest of us from now on.

The Tortoise finishes carrying Rainbow the final length past the finish line. The race is over.

185 RAINBOW DASH
(to Tortoise)
Thanks. What you did... I owe you one.

186 FLUTTERSHY
(sing-song)
Rain-bow. Your new pet is over here waiting for you.

Fluttershy ceremoniously presents Rainbow with her new pet: the Falcon who won the race!

187 PONIES/PETS/SPIKE
(impressed)
Oooo... Ahhh...

The triumphant Falcon majestically flies over and lands on Rainbow's shoulder, striking a cool pose.

188 RAINBOW DASH
(underwhelmed)
Oh, right. Yeah. That.

189 SPIKE
What's the matter?

190 PINKIE PIE
You got your perfect pet, right?

191 FLUTTERSHY
The best of the best like you wanted, remember? It can fly and it's not a squirrel. (pause) Should we sing about it again?

192 APPLEJACK
A Falcon looks good on you, Rainbow.

Rarity snaps a PHOTO. <FLASH>

The Tortoise retracts into its shell in fear.

193 RAINBOW DASH
Easy, fellah. Nothing to be afraid of.

Rainbow comforts the Tortoise. Then looks at the cool majestic Falcon on her shoulder. Then back down at the Tortoise.

194 RAINBOW DASH (CONT'D)
The Falcon sure does look cool. And she's fast. And awesome. She's absolutely everything I wanted in a pet. <sigh>

195 FLUTTERSHY
(encouraging)
Yay?

196 RAINBOW DASH
(lightbulb)
But I said whoever crosses the finish line <u>with</u> me gets to be my pet.

Pinkie pops up enthusiastically.

197 PINKIE PIE
You did! You did say that!
(to other ponies)
She did say that. That was the rule!

198 RAINBOW DASH
And the only racer who crossed the finish line with me was the one who stopped to save me when I needed help: The *Tortoise*.

199 TWILIGHT
But what about the-

The Falcon bows its head and graciously steps down.

The Tortoise's eyes widen with recognition and a SMILE slowly spreads across his face.

200 APPLEJACK
Would you look at that. He even smiles slow.

201 PONIES/PETS/SPIKE
<laugh>

202 RAINBOW DASH
Spike? Take a letter.

With Spike standing by, Rainbow dictates an impromptu LETTER TO THE PRINCESS:

203 RAINBOW DASH (CONT'D)
Dear Princess Celestia: I used to think that the most important traits to look for in a pet or any best friend were all physical, competitive abilities. But now I can see how short-sighted and shallow that was. Today I learned what the most important quality really is...

While Rainbow is saying these things, the Tortoise is focused intently on nearby Opal the Cat... and her FAVORITE TOY.

The Tortoise slowly reaches for the toy, inciting Opal's rage once more. He retracts his head like before, causing Opal to abandon her toy and go into super scratch mode on his shell.

The Tortoise seizes his moment and thrusts his head out of his shell to snag the cat toy with his mouth! The Tortoise actually managed to get Opal's toy away from her after all!

204 RAINBOW DASH (CONT'D)
A certain kind of spirit, a stick-to-it-iveness, a never-give-up, can-do attitude that's the mark of a real winner. And this Tortoise has it, even when I didn't!

205 TWILIGHT
"Tenacity."

206 RAINBOW DASH
You're welcome.
(back to the letter)
You just can't stop that little guy. He's like a… like a… (thinks) Tank!

<DING> The Tortoise peeks his head out of his shell, SMILING. And thus, our new recurring pony pet character, TANK the Tortoise, gets his name.

207 FLUTTERSHY
But Rainbow! You didn't want a pet that couldn't fly because it would keep you grounded and hold you back, remember? You didn't just say so, you <u>sang</u> so! And that makes it even more true.

Rainbow seriously considers this dilemma.

208 RAINBOW DASH
Hmmm...

DISSOLVE TO:

SC 26 - <u>EXT. PARK - A LITTLE BIT LATER</u>

The ponies are all happily playing with their respective pets again.

209 PONIES/PETS
<playful wallah>

TILT UP TO:

SC 27 - <u>EXT. SKY ABOVE PARK - CONTINUOUS</u>

Rainbow Dash flies in. Then calls behind her:

210 RAINBOW DASH
Come on, Tank! We're going to be late for our first pony-pet playdate!

We hear a <PFT-PFT-PFT> fluttering sound…

Then Tank the Tortoise putters in after Rainbow, flying with a PROPELLER BEANIE on his shell!

FADE OUT.

END