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

"Mysterious Mare Do Well"

EP 208

Written by

Merriwether Williams

Polish: December 17, 2010

Notes Due: December 17, 2010

TEASER

SC 1 EXT. CRUSADERS CLUB HOUSE - ESTABLISHING

Another beautiful day in Ponyville

SC 2 INT. CRUSADERS CLUB HOUSE

The walls of the clubhouse are decorated with Rainbow Dash posters, flags and balloons. Other Rainbow Dash "items", such as hats, leg-warmers and wigs are worn by a handful of fan club members. Scootaloo stands at a podium, presiding over a meeting of Rainbow Dash fan club. She wears a fake Rainbow Dash "mane" in honor of her hero. Snips and Snails wear matching " I heart Rainbow Dash" T-shirts.

1 SCOOTALOO
Attention everypony, attention! The official Rainbow Dash fan club will come to order!

Everyone settles down.

2 SCOOTALOO (CONT'D)
Let's get right down to our first order of business.

She checks her RD club itinerary.

3 SCOOTALOO (CONT'D)
I motion that Rainbow Dash be declared the most awesome pony in Ponyville.

4 SNAILS
I second the motion. And might I add that if you looked up the word 'awesome' in the dictionary - there would be a picture of Rainbow Dash.

The others nod and WHISTLE their agreement.

Snails rises.

5 SNIPS
I object!

A <MURMUR> runs through the fan club.

6 SNIPS (CONT'D)
I think the word awesome is played out. Rainbow Dash deserves better. I motion that we declare her the most *stupendous* pony.

7 SNAILS
Ooo, good one.

Scootaloo is not happy at being upstaged.

8 SCOOTALOO
'Stupendous'?? Is that the best you got?
I motion that we declare her...

Snips and Snails LEAN in, dying to hear the word.

9 SCOOTALOO (CONT'D)
Wait for it...

Snails FALLS OVER out of frame.

10 SCOOTALOO (CONT'D)
Wonderriffic!

Snails POPS back up into frame as the other two try to top each other.

11 SNIPS
I declare her Astonishing!

12 SCOOTALOO
Breathtaking!

13 SNIPS
Astounding!

14 SCOOTALOO
Bedazzling!

Suddenly they hear an unseen voice.

15 VOICE (O.S.)
What about super-ulta-extreme-
awesomazing?

The club members all nod and <Voice> their approval.

16 SCOOTLAOO
All in favor of declaring Rainbow Dash
the most super-ulta-extre-awe-whatever
you said pony in all Ponyville, say 'Aye'
.

17 ALL CLUB MEMBERS
(in unison)
AYE!!!

WE REVEAL Rainbow Dash smiling from her hiding place, outside the window of the clubhouse.

MY LITTLE PONY TITLE SEQUENCE

ACT I

SC 3 EXT. HIGH IN THE CLOUDS

Rainbow Dash is FLYING through the sky, just goofing off.

18 RAINBOW DASH
What a beautiful day! Think I'll go for a sky swim.

She rolls over and starts "flying" the backstroke.

19 RAINBOW DASH (CONT'D)
Yep, there's nothing like a dip in the clouds to make a pegasus feel super relaxed--

20 DISTRESSED VOICE (O.S.)
--Help! Help!

Upon hearing the shouting, Rainbow Dash rolls over, legs pinwheeling and nearly falls.

21 DISTRESSED VOICE (CONT'D)
Help! Help!

22 RAINBOW DASH
(heroic)
Looks like my sky swim will have to wait.

Suddenly she ZOOMS down toward a well on the ground. Without so much as a pause, she dives straight in.

SC 4 INT. WELL - CONTINUOS

It is completely dark except for 2 sets of eyes. One set of eyes is frightened. One is confident.

23 RAINBOW DASH
(heroically)
I'm Rainbow Dash, I'm here to rescue you...

24 ECHO
You...you...you...

25 RAINBOW DASH
(not heroically)
Oh my gosh. There's an echo in here!

26 ECHO
Here...here...here...

27 DISTRESSED VOICE
No kidding.

28 ECHO
Kidding...kidding...kidding...

29 RAINBOW DASH
Wait, I got a good one....
(louder) I know you are, but what am I?

30 ECHO
I know you are, but what am I?...I?...I?

Rainbow Dash is cracking herself up.

31 DISTRESSED VOICE
Um...are you going to rescue me or what?

32 ECHO
What...what...what?

33 RAINBOW DASH
Oh yeah, I forgot.

34 ECHO
Forgot...forgot...forgot...

Beat.

35 RAINBOW DASH
Well, don’t just stand there. Get on!

36 ECHO
On..on..on...

SC 5 EXT. WELL

A small concerned CROWD including PINKIE PIE, TWILIGHT, APPLE JACK, RARITY and FLUTTERSHY, has gathered by the well.

A moment later Rainbow Dash ZOOMS out of the well, carrying a small young pony on her back.

37 CROWD
YAY!

There is a smattering of APPLAUSE from the crowd.

38 RAINBOW DASH
(TO HERSELF)
Wow. What’s with the crowd?

Rainbow Dash LANDS and the young pony CLIMBS off of her.

More APPLAUSE from the crowd.

39 RAINBOW DASH (CONT'D)
Thanks everypony. It was really no big deal.

40 YOUNG PONY
To me it was. You're my hero Rainbow Dash!

41 CROWD & RAINBOW'S FRIENDS
That was amazing!/You saved her life!/Way to go Dash!/etc.

Rainbow Dash looks around at the grateful crowd and takes it all in. Compliments feel good! She smiles wide in appreciation before flying off again.

42 SCOOTALOO
(SINCERE)
That Rainbow Dash sure is something.

43 SNIPS/SNAILS
Something special.

SC 6 EXT. STEEP HILL

A baby carriage is CAREENING DOWN the hill, heading for a cliff.

SC 7 INT. BABY CARRIAGE

CLOSE ON the baby pony's terrified face.

44 BABY PONY
(CRYING)

SC 8 EXT. STEEP HILL

Rainbow Dash ZOOMS into frame, flies down the steep hill and catches up to the baby carriage.

45 RAINBOW DASH
Dry your eyes Tiny! I got it covered.

She grabs the handle in her mouth and PULLS it to a stop.

A larger CROWD, including her friends has formed this time.

46 CROWD
(WILD CHEERS)

Rainbow Dash takes a few bows then looks into the baby carriage and makes a frightened face.

47 RAINBOW DASH
Oh no! There's something wrong with the baby!

48 CROWD
(COLLECTIVE GASP)

Rainbow Dash REACHES her head into the carriage and tosses the baby up on to her back. She's fine.

49 RAINBOW DASH
She's not cheering for everypony's favorite hero - Rainbow Dash!

50 RANDOM PONY IN THE CROWD
Well, she should be!

51 RAINBOW DASH
Aw shucks, you're too kind.

A pony PHOTOGRAPHER arrives and Rainbow Dash sees a PHOTO OP. She POSES for the photographer, SNUGGLING her face up to the baby who immediately starts to...

52 BABY PONY
(CRIES)

Rainbow Dash quickly POPS a pacifier in the baby pony's mouth to shut it up so the PHOTOGRAPHER can get his shot.

Rainbow Dash friends give each other subtle looks of disapproval.

53 SCOOTALOO
There just aren't enough words in the dictionary to describe Rainbow Dash's awesome-ness.

Scootaloo, Twilight and Applejack watch Rainbow Dash ham it up for the camera like the baby isn't even there.

54 TWILIGHT
(to APPLE JACK)
I can think of a few new words.

55 APPLE JACK
And I bet 'modest' is not one of them.

As Rainbow Dash FLIES away in the background, Twilight still can't help but give her a begrudging smile of admiration.

56 TWILIGHT
No, but she is kinda awesome.

SC 9 EXT. DOWNTOWN PONYVILLE

A GROUP of senior citizen ponies are stuck on a broken balcony.

57 OLD MAN PONY
Help! We've fallen and we can't get up!

58 OLD LADY PONY (HIS WIFE)
(TO HUSBAND)
We haven't fallen yet, honey. We're about to fall. See?

The OLD MAN PONY MOVES to the edge of the balcony to get a better look and it GIVES WAY a few more inches.

59 OLD PONIES
Ahhh!

60 OLD MAN PONY
(TO WIFE/A TAD SARCASTIC)
Thanks for clearing that up, sweetie.

The balcony is now TEETERING, barely clinging to the side of the building. But not for long because...

Here comes Rainbow Dash! She showboats for the crowd.

61 RAINBOW DASH
Never fear - your friendly neighborhood Rainbow Dash is here!

Rainbow Dash gets UNDER the balcony and SUPPORTS the weight of it with her back.

And just in time too because the next moment the balcony FALLS off the building completely.

Rainbow Dash CATCHES the balcony and uses her wings to slow their descent so that the OLD PONIES all land safely.

This time a huge crowd surrounds Rainbow Dash and goes wild with APPLAUSE.

62 RANDOM PONY IN CROWD
You're our hero, Rainbow Dash!

63 A DIFFERENT RANDOM PONY
We'd be lost with out you!

64 ANOTHER RANDOM PONY (BOY)
Rainbow Dash, will you marry me?!!!

HIS MOTHER gives the YOUNG BOY PONY a disapproving look.

But Rainbow Dash hasn't heard any of this. She is too busy, vamping for the crowd.

ON RAINBOW DASH performing "air donuts" - quick circles in the sky. Next she switches to...

THE MOONWALK. Rainbow Dash does her best Michael Jackson.

65 CROWD
(CHANTING)
Rainbow Dash! Rainbow Dash! Rainbow Dash!

Rainbow Dash STOPS in mid-flight and puts her hoof to her ear.

66 RAINBOW DASH
I can't hear you!

67 CROWD
(CHANTING EVEN LOUDER)
Rainbow Dash! Rainbow Dash! Rainbow Dash!

Rainbow motions with her hooves upward - like they should turn the volume up.

68 CROWD (CONT'D)
(CHANTING EVEN LOUDER)
Rainbow Dash! Rainbow Dash! Rainbow Dash!

Rainbow Dash begins to do the knee - wobble dance (like football players do after a touchdown,) TWILIGHT, APPLE JACK, PINKIE PIE, FLUTTERSHY and RARITY gather together away from the crowd.

69 TWILIGHT
Call me silly, but I think this whole "hero thing" might be going to Rainbow Dash's head.

70 PINKIE PIE
You may be right, Silly.

SC 10 INT.SUGARCUBE CORNER

Rainbow Dash is holding court, surrounded by random ponies, members of her fan club , SPIKE and a PHOTOGRAPHER. Her best friends stand just outside the circle of admirers. They all look fed up.

71 RAINBOW DASH
...and then I zoomed into the well. I knew it would be dark and dangerous, but I didn't let that stop me. Danger is my middle name. Rainbow Danger Dash! Thinking back on it, I acted pretty awesomely heroic that day.

Spike is furiously taking notes in a pad.

72 SPIKE
...awesomely heroic that day...

73 APPLE JACK
(to the other friends)
Awesomely heroic that day and awesomely arrogant ever since.

Her friends NOD in agreement. Suddenly Rainbow Dash is right there beside Applejack.

74 RAINBOW DASH
Hey Applejack, how would you like to be "immortalized" as my friend?

75 APPLE JACK
Immortalwhat?

Rainbow Dash suddenly PULLS Applejack into a big HUG and smiles a flashy phoney smile as the PHOTOGRAPHER snaps a few photos.

76 TWILIGHT
(TO SPIKE)
Are you taking notes?

77 SPIKE
(PROUD)
Yup. I have been hoof picked by Rainbow Dash herself...to write her autobiography.

78 TWILIGHT
Um, autobiographies are supposed to be written by the pony they are about.

79 RAINBOW DASH
Maybe for your normal run-of-the-mill ponies. But I'm far too busy saving lives to stop and write!

Twilight and Applejack share a look. Applejack rolls her eyes.

80 RAINBOW DASH (CONT'D)
That's why I hired Spike as my ghost writer.

PINKIE PIE POPS UP into scene.

81 PINKIE PIE
Ahhhhhhhhh! Spike's a ghost!

She RUNS out of the candy shop while everyone watches her go.

82 RAINBOW DASH
Anyway, Spike here writes down everything I say. Don't you, Spike?

83 SPIKE
(WRITING)
...Don't you, Spike?...Got It.

84 RAINBOW DASH
This way I can stay focused on performing those acts of bravery that nopony else has the guts to perform.

TWILIGHT, FLUTTERSHY, APPLE JACK and RARITY exchange annoyed looks before slipping away without Rainbow Dash even noticing.

85 RAINBOW DASH (CONT'D)
(MONOLOGUING)
Yeah, it takes guts, but it also takes brains. And sometimes a big lunch and a nap. Being a hero is surely not for everypony, but I'm up to the challenge!

SC 11 EXT. TOWN SQUARE

Rainbow Dash STANDS in the town square with a pencil in her mouth autographing headshots of herself for an adoring line of younger ponies including Scootaloo and the newly expanded membership of the Rainbow Dash Fan Club.

Rainbow Dash uses her mouth to autograph the headshot, then she picks up the headshot and drops it inside a young pony's bag slung across their back.

86 RAINBOW DASH
(TO YOUNG PONY)
There you go.

87 YOUNG PONY
(NERVOUS)
Someday I want to be just like you.

88 RAINBOW DASH
Aim high kid, but don't aim for the impossible.

She WINKS at the pony and SHAKES her mane for emphasis.

Suddenly we hear a LOUD O.S. POP! All the ponies look up in the air.

Up above a HOT AIR BALLOON has POPPED and is slowly starting to plummet to the ground.

89 PONY IN BALLOON
Help! Help! Rainbow Dash, where are you?

ON RAINBOW DASH who is busily signing autographs.She repeatedly looks up at the balloon then back down to the headshots.

90 SNIPS
Uuuuuuuh... Don't you think you should go and help?

91 RAINBOW DASH
(with mouth closed on the pencil)
Yeah yeah. I've got a good ten seconds to spare. Just a couple more ...

She rapidly signs "just a couple more" autographs before SPEEDING off.

ON RAINBOW DASH's determined face as she flies toward the crisis.

ON THE FRIGHTENED FACE OF THE PONY IN THE BALLOON AS SHE PLUMMETS TO HER DOOM.

92 PONY IN BALLOON
Ahhhhhhh!!!

ON RAINBOW DASH - SHE'S STARTING TO SWEAT.

ON BALLOON - IT IS NEARLY TO THE GROUND

THE CUTS BACK AND FORTH GROW FASTER AND FASTER.

ON SPIKE

93 SPIKE
(WRITING)
The tension is unbearable. Will Rainbow Dash make it on time?

ON RAINBOW DASH, desperately tryng to get there on time. THEN SHE SPOTS...

A MASKED PONY WITH A CAPE AND A ZORRO-TYPE HAT, LEAPING FROM ROOFTOP TO ROOFTOP.

94 RAINBOW DASH
(TO HERSELF)
Huh?

ON THE MASKED PONY AS SHE ARRIVES at the top of the highest building in Ponyville, the Town Hall.

From this great height, the MASKED PONY makes a daring LEAP from the roof of town hall to another nearby rooftop, catching the falling pony right out of the balloon just before the it HITS the ground.

RAINBOW DASH, shocked, arrives only a second later slamming into the deflated balloon and getting tangled up in the fabric.

Rainbow Dash STRUGGLES to UNTANGLE herself from the popped balloon. When she manages to poke her head out, she sees...

This new masked hero delivers the rescued pony into a large crowd of PONYVILLE CITIZENS. She pauses only a moment. The crowd, and even her rescue-ee, can only stare in disbelief, jaws dropped in astonishment. Without a further word, she gallops out of town.

95 RANDOM PONY IN CROWD
Holy turnips, that pony came out of nowhere!

96 ANOTHER PONY
I've never seen such bravery in all my life!

97 RANDOM PONY IN CROWD (BOY)
Ponyville has a new hero! Maybe *she'll* marry me?!!

THE BOY PONY's DISAPPROVING MOTHER GRABS him by the TAIL and PULLS him away.

98 MOTHER
(MOUTH FULL)
I keep telling you, you're too young to get married.

THE MAYOR ARRIVES on the scene.

99 MAYOR
That's right. Ponyville has a new hero!

On THE MASKED PONY as she pauses at the top of a hill and rears back with the setting sun behind her.

100 MAYOR (V.O.) (CONT'D)
A mysterious mare that has done well by our fair city today.

Back on the Mayor and crowd.

101 MAYOR (CONT'D)
I dub this new masked hero, "The Mysterious Mare-Do-Well".

102 CROWD
(CRAZY CHEERS)

On the sidelines, and still tangled in her failed rescue attempt, Rainbow Dash is completely put off.

103 RAINBOW DASH
(TO HERSELF)
'Mare-Do-Well', huh? Well, that Mare would do well to stay out of my way. Ponyville's only got room for one hero and that hero is me!

END ACT I

ACT II

SC 12 EXT. STEEP HILL

A runaway TOURIST BUS CARRIAGE is CAREENING dangerously down a steep hill.

Rainbow Dash arrives on the scene.

104 RAINBOW DASH
(CLEARS HER THROAT)
Never fear. Your friendly neighborhood Rainbow--

105 TOURIST
--Excuse me. Do you think you could skip your catch phrase and just hurry up and save us?

106 RAINBOW DASH
Ugh. Fine. Picky picky.

Rainbow Dash BRACES herself against the carriage and tries as hard as she can to stop it.

107 RAINBOW DASH (CONT'D)
(GRUNTS)

The carriage SLOWS down a bit, but it is still heading for disaster.

108 TOURIST
Ahhh! I knew we should have visited Canterlot instead!

109 RAINBOW DASH
(STRAINING)
Come on Danger Dash, you can do it.

Rainbow Dash gives it her all, but the weight of the carriage is just too much for her.

The carriage PLOUGHS over her and continues to BARREL down the hill.

Rainbow Dash gets up and takes off, trying to catch up with the carriage.

Instead she catches up in time to see...

MARE-DO-WELL arrive on the scene. She jumps in front of the tourist bus and uses all her considerable strength and muscles to STOP IT.

The TOURIST BUS comes to a SCREECHING HALT.

110 TOURISTS
Hooray!

111 TOURIST
(KISSING GROUND)
I love this town! Thank you Mare-Do---

But Mare-Do-Well is already galloping off into the distance, her cape billowing behind her.

112 RAINBOW DASH
(TO HERSELF)
I can’t believe it. Mare-Do-Well is stronger than *me?* Well, a hero is more than just muscles. And she’s going to learn that the hard way.

SC 13 EXT. CONSTRUCTION SITE

Construction ponies are working to erect a new building in downtown Ponyville.

A BURLY CRANE OPERATOR is transferring steel plates. The plates hang from a metal cable.

The CRANE OPERATOR accidentally leans on a lever and the lever gets STUCK.

The crane starts to go haywire, SWINGING the steel plates toward the building frame.

113 CRANE OPERATOR
Watch out!

Rainbow Dash flies into frame...

114 RAINBOW DASH
Never fear, you're friendly neigh--
WHOAH!

...and DUCKS under the swinging steel plates. The steel plates CRASH into the side of the building and pieces of debris go FLYING.

Wooden beams, bricks and various chunks of building are now SHOWERING down. Construction ponies run around, panicked. Rainbow Dash tries to help them, but is having an extremely difficult time dodging the FALLING debris herself.

115 RAINBOW DASH (CONT'D)
(dodging debris)
Never fear-- whoah! I'm coming-- whoah!
Hold on I-- aah!

116 CONSTRUCTION PONY
LOOK!!

MARE-DO-WELL arrives on the scene and enters the chaotic construction site. She bravely sets about to save the CONFUSED and PANICKED CONSTRUCTION WORKERS.

MARE-DO-WELL easily, almost gracefully DODGES large chunks of building spraying down on her.

Rainbow Dash sees a large chunk of building FALLING toward one of the CONSTRUCTION WORKERS. She makes a bee line for him.

ON RAINBOW DASH, struggling to dodge the falling debris.

117 RAINBOW DASH
(GRUNTS OF EXERTION)

ON MARE-DO-WELL, happy and effortlessly dodging the debris. It's as if she knows exactly where they are going to fall and easily dodges them.

118 MARE-DO-WELL
(WHISTLING TO HERSELF)

ON RAINBOW DASH, she SCOOPS the WORKER up and out of the way just before the chunk of building crashes down. She works her way to the edge of the site and to safety, narrowly avoiding the falling debris the whole way.

119 PANICKY CONSTRUCTION PONY
Look out for the--! Watch out for falling--! On your left--! Left! Your other left! AAAAAHHHH!!

120 RAINBOW DASH
Whoah! Hey! Aaah! That was close! Yikes! Whoop!

ON MARE-DO-WELL, she easily and calmly throws a worker onto her back and makes her way to safety, avoiding falling debris with the greatest of ease.

RAINBOW DASH finally reaches the edge of the construction site. She unloads the WORKER from her back and smiles proudly.

121 RAINBOW DASH (CONT'D)
Here you go. Safe. And. Sound.

He faints.

PANICKY CONSTRUCTION PONY *
<Fainting Moan> *

A moment later, she notices MARE-DO-WELL arriving and unloading a WORKER from her back.

122 RAINBOW DASH *
(COCKY)
Well Mare-Do-Well, or should I call you Mare-Do-Slow? You're gonna have to pick up the pace if you want to compete with me cuz' I move like lightening. Chickow!

MARE-DO-WELL doesn't say anything. But a CONSTRUCTION WORKER PONY steps up to Rainbow Dash to set the record straight.

123 CONSTRUCTION PONY
Actually, she saved all of us.

The CONSTRUCTION PONY points to a large group of "saved" CONSTRUCTION PONIES who are now happily standing on the sidelines, drinking coffee and eating donuts. They all happily WAVE to Rainbow Dash.

ON RAINBOW DASH as her face sinks in disappointment.

124 CONSTRUCTION PONY (CONT'D)
We owe her our lives!

MARE-DO-WELL rears up heroically and dashingly makes her exit amid the cheers of her grateful fans.

125 CROWD
(APPLAUSE/WHISTLES/CHEERS)

The CONSTRUCTION PONY that Rainbow saved taps her on the shoulder awkwardly.

126 PANICKY CONSTRUCTION PONY
Can I get a donut now? Are we done?

Rainbow Dash NODS yes, but inside she is BURNING mad.

127 RAINBOW DASH
(TO HERSELF)
Okay, she's strong, fast and somehow knows what's going to happen ahead of time. I gotta step up my game.

SC 14 EXT. THE TOWN DAM

The town dam is just sitting there, minding it's own business. We ZOOM in for a closer look at a small cluster of bricks and ROCKS. They are SHAKING and threatening to CRUMBLE apart.

Suddenly, they BURST open. The dam has SPRUNG a small leak.

Rainbow Dash is cruising the area for trouble when she SPOTS the leak.

128 RAINBOW DASH
<Gasp!> If the dam breaks, the whole town will be flooded! Looks like Ponyville needs a hero!

She immediately FLIES toward the dam wall and puts her hoof in the hole, plugging the leak.

129 RAINBOW DASH (CONT'D)
Easy peasy. My game is officially back on! If only somepony were here to pat me on the back.

She looks around and SHRUGS.

130 RAINBOW DASH (CONT'D)
Guess I'll have to do it myself.

She uses her free hoof to pat herself on the back and a second later the entire dam EXPLODES and BURSTS apart.

Pieces of brick go FLYING and Rainbow Dash is SWEPT AWAY on a rough wave of water.

She goes UNDER the water for a moment and COMES UP again shortly and SPITS a FISH out of her mouth.

131 RAINBOW DASH (CONT'D)
(GASPING FOR AIR)
Help!

Suddenly, she spies a long branch stretching out from the bank. Rainbow Dash GRABS it and is pulled to safety by...

...MARE-DO-WELL!!!

132 RAINBOW DASH (CONT'D)
YOU?! Hmf! I suppose you want me to thank-

But Mare-Do-Well isn't listening. She is CONCENTRATING with all her might. Waves of magic vibrations start shooting out from underneath Mare-Do-Well's Zorro-like hat.

Suddenly the ROCKS and BRICKS start to FLY through the air.

133 RAINBOW DASH (CONT'D)
(DISBELIEF)
You gotta be kidding me?

Rainbow Dash STAMPS the ground in frustration.

ON THE ROCKS and BRICKS FLYING through the AIR - they are arranging themselves back into the dam, like puzzle pieces finding their "spot."

Soon the entire dam has been fixed.

HUGE APPLAUSE from the crowd that has gathered. Mare-Do-Well stands on the opposite bank above them, her eyes looking out in the distance, her cape billowing dramatically in the wind. She exits with a flourish.

A sopping wet and angry Rainbow Dash stews.

134 RAINBOW DASH (CONT'D)
Let me get this straight? She's strong, she's agile **and** she's magic?
(THROWING UP HOOVES IN EXASPERATION)
UGGHHHHUGGHHHHHHNNNNGGHH! How do I compete with that?

Then she STOPS SHORT. She has remembered something.

135 RAINBOW DASH (CONT'D)
Wait a minute! Hold the parade! I *do* have a leg up on her! And that leg is...

Rainbow Dash FLUTTERS her wings...

136 RAINBOW DASH (CONT’D)
Wings!

She takes off in the sky and does a loop de loop in the air.

137 RAINBOW DASH (CONT’D)
Ha! Take that, Mare-Do-Well!

A moment later Mare-Do-Well flies by, previously unseen Pegasus wings flapping. She does a double loop de loop.

MARE-DO-WELL ZOOMS past Rainbow Dash for a VICTORY lap around the dam as the entire town of Ponyville APPLAUDS, WHISTLES and CHEERS.

138 RAINBOW DASH (CONT'D)
(FED UP)
Oh, for the love of Pete!

SC 15 INT. THE CANDY SHOP

Rainbow Dash and her friends are gathered at the Candy Shop.

139 APPLE JACK
Gotta hand it to the girl, that Mare-Do-Well can pull off some pretty heroic feats.

140 TWILIGHT
I must say, I was impressed by that spell she used to fix the dam. Seems like something that would take quite a bit of study!

Rainbow Dash is starting to FUME.

141 FLUTTERSHY
She really cares about everypony’s safety.

142 PINKIE PIE
I’m just glad she’s not a ghost! I mean, first Spike, who’s next?

Spike suddenly appears.

143 PINKIE PIE (CONT'D)
Ahhhhhh!

Once again, Pinkie Pie runs screaming out of the candy shop.

144 RARITY
Have you seen her costume? It is to die for. If you ask me, she's a hero of fashion!

Rainbow Dash is now FUMING and ROLLING her eyes.

145 APPLE JACK
And she's modest and humble. She lets her actions speak for themselves. Gotta admire that.

146 RAINBOW DASH
(BURSTS OUT)
I DON'T have to admire that! I don't think she's all that great!

147 SPIKE
(WRITES ON PAD)
...she's great.

148 RAINBOW DASH
I didn't say that!

149 TWILIGHT.
Sounds like somepony's jealous.

150 RAINBOW DASH
Who me?

151 SPIKE
(WRITES ON PAD)
...Rainbow Dash is jealous...

152 RAINBOW DASH
Don't write that!

All her friends LAUGH at her outburst.

153 SPIKE
(WRITES ON PAD)
Correction. Rainbow Dash is VERY jealous.

More LAUGHTER.

154 RAINBOW DASH
Fine. Laugh all you want. But I'll be the one laughing when I prove to you all that I'm just as good...no, that I'm a BETTER hero than Mare-Do-Well!

And with that, she STORMS out of the Candy Shop.

SC 16 EXT. TOWN SQUARE

Rainbow Dash searches the town square with her eyes.

155 RAINBOW DASH
No sign of trouble here.
(DISAPPOINTED)
Darn it.

SC 17 EXT. STEEP HILL

Rainbow Dash lands on the side of the hill. It is completely deserted.

156 RAINBOW DASH
Buses and baby carriages are always careening down this hill! Where's an out of control vehicle when you need one?

SC 18 EXT. TYPICAL STREET IN PONYVILLE

Rainbow Dash ZOOMS into frame and lands at the corner.

157 RAINBOW DASH
(FRUSTRATED)
There are absolutely no freak natural disasters going on anywhere! How am I supposed to prove myself when everything is so normal and safe?

GRANNY SMITH is walking down the street. Rainbow Dash sees her opportunity.

158 RAINBOW DASH (CONT'D)
Hold it right there Granny Smith. You don't have to pretend with me. I can see that you're in way over your head here...

Rainbow Dash starts ushering Granny Smith into the street. She resists.

159 GRANNY SMITH
What's that?

160 RAINBOW DASH
You're putting on a brave face. I get it. But you don't have to anymore. I'll help you cross the street.

Granny Smith resists more, digging her hooves in the dirt. Rainbow has to push her.

161 GRANNY SMITH
Actually, I can cross the street just fine--

162 RAINBOW DASH
(IGNORING HER, PUSHING HER)
Don’t worry...nnhg, you’re in extremely... nnngh... capable hooves...ggggrnnngh.

Rainbow Dash awkwardly ESCORTS GRANNY SMITH all the way across the street. GRANNY SMITH <FIGHTS> Rainbow Dash’s help the whole way, hitting her with her saddle bag.

When they arrive on the other side where a small group of elderly PONIES are gathered in a park, Rainbow Dash makes sure everyone can hear her.

163 RAINBOW DASH (CONT'D)
(LOUD)
Here we are safe and sound. A good and heroic citizen deserves a little recognition, DON’T YOU THINK?

There is a smattering of unenthusiastic APPLAUSE from the OLD PONIES.

164 RAINBOW DASH (CONT'D)
(TO GRANNY SMITH)
What? No “Thank you”?

165 GRANNY SMITH
I didn’t want to cross the street in the first place!

GRANNY SMITH starts back to the original side of the street she was on.

RAINBOW DASH is about to make a retort when she HEARS O.S. GRUNTING. She scans the area in an overly dramatic fashion.

166 RAINBOW DASH
Somepony’s in trouble.

She SPOTS a PONY MOTHER in a nearby picnic area struggling to unscrew the lid off a peanut butter jar. Rainbow Dash FLIES over to the MOTHER.

167 RAINBOW DASH (CONT'D)
You’d better let me handle that, m’am.

The MOTHER SHRUGS and hands the jar to Rainbow Dash.

168 RAINBOW DASH (CONT'D)
For your own safety, I must ask you to stand back.

169 PONY MOTHER
Oh brother.

She takes a step back.

Rainbow Dash tries to UNSCREW the top. It won't budge. Rainbow Dash is growing RED from embarrassment.

The MOTHER quickly grabs the jar, bangs the lid against a nearby water fountain and hands it back to Rainbow Dash.

This time Rainbow Dash unscrews it easily.

170 RAINBOW DASH
Ta Da!

Rainbow Dash hands the jar back to the MOTHER.

171 PONY MOTHER
Thanks.

172 RAINBOW DASH
How would you describe what I just did? Wouldn't you say I was amazing?

173 PONY MOTHER
Aren't you milking this a bit?

174 RAINBOW DASH
Please just answer the question. Was I or was I not, amazing?

175 PONY MOTHER
You're amazing all right. An amazingly--

176 RAINBOW DASH
--Oh look!

Rainbow Dash runs over to a nearby LAWN MOWER and starts to MOW the lawn.

When she is finished she STRIKES a heroic pose next to the LAWN MOWER.

177 RAINBOW DASH (CONT'D)
Another great feat of heroism! I have just saved this grass!

A PARKS and RECREATION MAINTENANCE WORKER (it's obviously his lawn mower.)

178 MAINTENANCE WORKER
From what?

179 RAINBOW DASH
From weeds! Weeds that were attempting to eat this lawn!

Everyone in the park GROANS and walks away.

180 YOUNGER PONY
(UNDER BREATH)
Lame.

He walks off, leaving Rainbow Dash completely alone.

Rainbow Dash SLUMPS onto the grass.

181 RAINBOW DASH
Aaaaww, who am I kidding? I'm all washed up. A total has-been. Put out to pasture before my prime. Isn't there anypony who still looks up to me?

Beat.

Suddenly her eyes POP open. She just remembered something.

SC 19 EXT. CRUSADERS CLUB HOUSE

Rainbow Dash LANDS outside by her easedropping window.

182 SCOOTALOO (V.O.)
The first order of business is to try to come up with some new words to describe--

183 SNIPS (V.O.)
(OVERCOME WITH EMOTION)
--There are no words to describe her! She's beyond language!

Rainbow Dash starts to blush. She's feeling better already.

184 RAINBOW DASH
Aw yeah, that's more like it...

185 SCOOTALOO
Agreed. There are no words. So let's just whoop it up for the most beloved hero of Ponyville since Rainbow Dash.

186 RAINBOW DASH
(UNDERBREATH)
Since Rainbow Dash?

187 SCOOTALOO
Let's hear it for Mare-Do-Well!

FAN CLUB MEMBERS
Hooray!/Yeah Mare-Do-Well!/Woo Hoo!

Rainbow Dash looks inside the clubhouse.

HER POV: It has been completely redecorated with posters, flags and balloons not of her, but of Mare-Do-Well! She's been replaced!

EXT. CRUSADERS CLUB HOUSE - CONTINUOUS

Rainbow Dash SLIDES down the side of the tree into the grass. She looks about as LOW as a pony could look.

END ACT II

ACT III

SC 22 EXT. RAINBOW DASH'S CLOUD IN THE SKY

Rainbow Dash is sulking on her cloud. The cloud literally has turned into a dark and dismal storm cloud.

188 RAINBOW DASH
(PISSY AND FUMING)
All anypony talks about is Mare-Do-Well this and Mare-Do-Well that! What about me?! How could everypony forget about me so easily? I used to be Ponyville's number one hero. Now those were the days! They were glorious. Those were some glorious glory days.

She starts to hold back tears.

189 RAINBOW DASH (CONT'D)
I don't deserve this. Everypony thinks I'm jealous, but I'm not. For some reason nopony realizes that I'm still the great hero I've always been. I mean, have I changed?

She checks herself out.

190 RAINBOW DASH (CONT'D)
Same sleek body. Same flowing mane. Same spectacular hooves. Nope. I'm still awesome - they're wrong.

She loses her momentary surge of confidence.

191 RAINBOW DASH (CONT'D)
But if they're so wrong and I'm so right then why am I all alone? I hate being all alone.

192 SCOOTALOO (O.S.)
(CALLING UP)
Hey Rainbow Dash!

Rainbow Dash lights up.

193 RAINBOW DASH
I knew it!

Rainbow Dash flies down to meet Scootaloo, she grabs her and giver a noogie.

194 RAINBOW DASH (CONT'D)
No need to apologize Squirt. Anypony could make a mistake.

195 SCOOTALOO
Mistake? What mistake?

Rainbow drops Scootaloo like a hot potato.

196 RAINBOW DASH
(SUSPCIOUS)
Wait a minute, why are you here?

197 SCOOTLAOO
(INNOCENT)
To invite you to join us! We're heading off to the Thank You parade for Ponyville's greatest hero...Mare-Do-Well.

198 RAINBOW DASH
(UPSET)
Mare-Do---NO! No way! Can't you see I want to be alone? I LOVE being alone!

199 SCOOTLAOO
(SHRUGS)
Oh, okay. See you later then.

Scootaloo and the OTHERS head off into town.

200 RAINBOW DASH
(SCOWLING)
Yeah, right. Like I'm going to thank her. "Oh, thank you Mare-Do-Well", whoever you are, for ruining everything.

Then suddenly Rainbow Dash's face BRIGHTENS. She has just got an idea.

201 RAINBOW DASH (CONT'D)
Wait a minute...that's it!

She takes off after the young ones.

202 RAINBOW DASH (CONT'D)
Hey Squirt! Wait up!

SC 24 EXT. THE THANK YOU PARADE

The entire town has come out for the parade. The streets are teeming with ponies. There are "Mare-Do-Well" streamers, balloons and flags wherever you look.

Rainbow Dash helps Scootaloo hang a large banner that reads, "Thank you Mare-Do-Well!".

203 SCOOTLAOO AND OTHERS
2 - 4 - 6 - 8, who do we appreciate? MARE-DO-WELL. MARE-DO-WELL, YAY MARE-DO-WELL!

ON MAYOR as she steps upon a makeshift stage.

204 MAYOR
Welcome to Ponyville's first, but surely not last, Thank You parade in honor of our city's greatest hero...MARE-DO-WELL!

The CROWD goes wild. Rainbow Dash even STAMPS HER HOOVES a little to keep up appearances.

205 MAYOR (CONT'D)
And now without further ado, let me introduce the hero of the hour...fillies and gentlecolts,I give you the incredible, the amazing, the mysterious, MARE-DO-WELL!

MARE-DO-WELL bursts through the "Thank You Mare-Do-Well banner" and GALLOPS around the stage.

Rainbow Dash's eyes narrow with focus and determination.

206 RAINBOW DASH
(TO HERSELF)
Now's my chance.

ON MARE-DO-WELL as she stands on stage.

207 MAYOR
The city of Ponyville would like to--

Suddenly Rainbow Dash LEAPS onto the stage!

208 RAINBOW DASH
The *Mysterious* Mare-Do-Well, eh?

209 CROWD
(GASP)

Mare-Do-Well STAGGERS backwards.

210 RAINBOW DASH
So what are you hiding? Let's see how mysterious you are without that mask!

Rainbow lunges for Mare-Do-Well's mask, but MDW TURNS and RUNS. Rainbow Dash, of course, FOLLOWS and a WILD CHASE begins.

SC 25 EXT. BACK ALLEY

MARE-DO-WELL runs down the alley at top speed. Rainbow Dash sees her in the distance just as she is turning a corner.

Rainbow Dash rushes to the corner, but again, she just catches a glimpse of her.

She changes direction and runs through a side alley to cut her off.

SC 26 EXT. A DIFFERENT BACK ALLEY

Rainbow Dash RUNS out of her "shortcut" alley and looks around. She sees the tail of Mare-Do-Well whipping around another corner.

She starts to chase her again, but then she notices another tail whipping around the opposite corner.

211 RAINBOW DASH
What the hay?!

She chooses one direction and starts chasing a Mare-Do-Well that she sees in the distance. She is RUNNING with all her might when suddenly she hears...

A LOUD WHISTLE. She turns to look.

It's Mare-Do-Well standing at the opposite end of the alley!

She starts CHASING the new Mare-Do-Well. She chases her down a huge flight of stairs and up a steep hill to a...

CUT TO:

SC 27 A DIFFERENT BACK ALLEY

She is gaining on Mare-Do-Well, getting closer and closer when she hears another...

LOUD WHISTLE. She turns to look.

It's another Mare-Do-Well. She double checks the other direction - the other one is gone. She looks back - now that Mare-Do-Well is gone too.

Rainbow starts one way then reverses and heads the other before reversing again and heading offscreen in the first direction.

CUT TO:

SC 28 EXT. BACK ALLEY WITH MANY DOORS

MUSIC: Fast paced ridiculous and silly music.

WE SEE Rainbow Dash and MARE-DO-WELL running in and out of alleyways at a ridiculously fast pace, opening and shutting doors like an old Scooby Doo chase sequence. Mare-Do-Well is everywhere at once.

Rainbow Dash never catches up to any of the Mare-Do-Wells. She STOPS and STOMPS her hooves in FRUSTRATION.

212 RAINBOW DASH
Grrraaahhh!!!

Then she sees an old staircase leading to a rooftop. She climbs the stairs and peers over the roof.

HER POV: Mare-Do-Well is standing in the alleyway just below her.

213 RAINBOW DASH (CONT'D)
I got you now...

Rainbow Dash JUMPS from the rooftop and lands directly on top of Mare-Do-Well.

END SILLY MUSIC.

214 RAINBOW DASH (CONT'D)
Alright Miss Mysterious, mystery...

Rainbow Dash GRABS Mare-Do-Well's mask and PULLS it off her face...

215 RAINBOW DASH (CONT'D)
SOLVED!!

...only to REVEAL...

216 RAINBOW DASH (CONT'D)
Pinkie Pie????!!!

Pinkie Pie smiles and waves. Rainbow is flabbergasted.

217 RAINBOW DASH (CONT'D)
(befuddled gibberish)
But, but... Pinkie... whadda.. huzza... HUUUUUH????!

Just then, another Mare-DO-Well REVEALS herself from her hiding spot. She takes off her mask for Rainbow Dash to see.

218 RAINBOW DASH (CONT'D)
Twilight???!!!

A third Mare-Do-Well comes out of the shadows and pulls off her mask.

219 RAINBOW DASH (CONT'D)
Applejack???!!!

Beat.

220 RAINBOW DASH (CONT'D)
There were three of you?

221 TWILIGHT
Yes. We all played Mare-Do-Well at different times.

222 APPLE JACK
I stopped the carriage bus with these babies: Bucky McGuillicutty and Kicks McGee!

She FLEXES each of her back legs accordingly.

223 PINKIE PIE
I saved the construction workers with my Pinkie sense.

Her tail twitches and she DEMONSTRATES her pinkie sense by moving Rainbow Dash out of the way. Next moment a bucket crashes right where she was standing.

224 RANDOM PONY (V.O.)
Sorry!

225 PINKIE PIE
S'alright.

Twilight levitates her MDW hat off her head revealing her glowing horn.

226 TWILIGHT
And I used my magic to fix the dam!

RARITY and FLUTTERSHY appear out of nowhere.

227 FLUTTERSHY
Ooh, ooh! And I did the 'fly by' afterwards!

228 RARITY
I made the costumes! Fabulous, if I do say so myself.

229 RAINBOW DASH
I don't understand. Why? Don't you want me to be a hero?

230 TWILIGHT
Of *course* we want you to be a hero!

231 APPLE JACK
But a real hero doesn't brag.

232 RAINBOW DASH
I guess I did start to brag a little...

233 ALL
A LITTLE ?!!?

Rainbow Dash FLIPS over backward from the force of their combined voices.

234 RAINBOW DASH
Okay! A LOT.

235 TWILIGHT
Celebrating your accomplishments is natural, but....

236 APPLE JACK
Rubbing them in everypony's face is not.

237 PINKIE PIE
Yeah! The *only* thing that should be rubbed in *anypony's* face is chocolate cake!

They all pause as Pinkie licks her lips thinking of cake.

238 PINKIE PIE (CONT'D)
<LICKING AND SLURPING SOUNDS>

239 APPLE JACK
I think we're getting off topic here...

240 TWILIGHT
What we're trying to say is, it's great to be really good at something, but it's important to act with grace and humility.

241 RAINBOW DASH
Got it. Act pretty and embarrassed.

Twilight and Applejack facepalm.

242 TWILIGHT
No. Grace is being considerate of others.

243 APPLE JACK
And humility is being humble, even when you outshine others.

244 RAINBOW DASH
Ooooooooh. That makes LOADS more sense. Yeah, you're right. And I guess I should also act with grace and humility when *others* outshine *me*. Like Mare-Do-Well.

Twilight winks at Rainbow Dash.

245 TWILIGHT
Sounds like you've got a letter to write to Princess Celestia.

Suddenly Spike POPS up into scene.

246 SPIKE
Already got it covered!

247 RAINBOW DASH
What are you talking about?

248 SPIKE
As your ghost writer, I have already penned a letter to the Princess.

249 RAINBOW DASH
That's nice of you Spike, but I really want to write this letter myself.

250 SPIKE
Aawww, come on! I wrote the whole thing already!

251 RAINBOW DASH
(begrudgingly)
Okay. Let's hear it.

252 SPIKE
Dear Princes--

Rainbow Dash pretends to see something behind Spike.

253 RAINBOW DASH
(POINTING)
Look out! It's a real ghost!

254 SPIKE AND PINKIE PIE
Ahhhhh!!!

Spike and Pinkie RUN right out of the alley.

The others pause for a beat before they all start to LAUGH.

Rainbow Dash picks up a quill in her mouth and starts to write on a piece of parchment that Twilight levitates for her.

FADE OUT.

THE END.