

AsRecorded @ DRE
Thursday, March 7/11

Distribution:

Production:

Devon Cody
Meghan McCarthy
Jayson Thiessen
Jim Miller
Ashley Irving-Scott

* PICKUP: Twilight Sparkle
03/06/2013

The HUB:

Donna Ebbs
Carin Davis
Tegan Molloy
Laurence Braun
Patrick Callan

Hasbro Studios:

Stephen Davis
Michael Vogel
Brian Lenard
Kathy Page
Robert Fewkes
Sophia Hussain

Hasbro Brand:

Mark Wiesenbahn
Donna Tobin

MY LITTLE PONY IV
"Rainbow Falls"
Episode 410
Written by: Corey Powell

Locked Polish V2: February 20, 2013

Locked Polish: November 7, 2012

Polish draft: October 16, 2012

2nd draft: October 4, 2012

1st draft: September 20, 2012

Outline: September 5, 2012

Premise: August 2, 2012

TEASER

SC 1 -- EXT. PONYVILLE - AFTERNOON

RAINBOW DASH paces back and forth in front of FLUTTERSHY and Bulk Biceps (Steroid Pony).

23 (24)

1 RAINBOW DASH
All right, ponies. Listen up!

Fluttershy cocks her head and twitches her ears.

2 FLUTTERSHY
We're all ears!

She looks at Bulk Biceps, who is clearly not listening. She nudges him with her knee.

3 FLUTTERSHY (CONT'D)
Right, Bulk Biceps? We're all ears!

4 BULK BICEPS
<GRUNT> Nu-uh, I'm all muscles.

He flexes his roided-out pony muscles.

(25)

5 BULK BICEPS (CONT'D)
YEEEAHH!

Rainbow Dash nods seriously.

(26) (27)

MURRY
6 RAINBOW DASH
I like your attitude, Bulk Biceps, but it's gonna take more than muscles and yeahs to get us to the Equestria Games. We ARE the aerial relay team, and it's up to the three of us to make sure that we qualify at the tryouts.

She eyeballs Fluttershy and Bulk Biceps.

(28)

7 RAINBOW DASH (CONT'D)
And... do I need to remind you how much I... I mean, Ponyville...wants to qualify and make it to the games?!
↓ ↓

Fluttershy nods her head.

7A

24 25

8

FLUTTERSHY

I remember! I really, really want
to qualify for you AND Ponyville!

Bulk Biceps flexes his muscles once again.

11

BULK BICEPS

Bring it on!

From O.C. a bullhorn <BLOWS>. Fluttershy hits the deck and
covers her head with her hooves.

PINKIE PIE dashes onto the scene. She's draped in ribbons
with the Ponyville team colors (pink and green?). She has a
necklace of pom poms, and a bullhorn dangling from her neck.

12

PINKIE PIE

Gimmie a Pee for Ponyville!
Peeeee, Ponyville!

Bulk Biceps puffs out his chest.

13

BULK BICEPS

(timing is a little off)

PEEE!

Fluttershy gets to her feet and smiles at her friend.

14

FLUTTERSHY

Thanks, Pinkie Pie! That was a
scary, I mean great, cheer.

15

RAINBOW DASH

Just make sure you have one ready
for when we qualify for the Aerial
Relay!

15A

BULK BICEPS

And after that, for when we win
gold medals at the Equestria Games!

16

RARITY (O.C.)

Oh, we won't be doing gold this
year!

17

RAINBOW DASH

(stunned)

WHAT!?!
↓ ↓

RARITY gallops in with a measuring tape around her neck, a few rolls of fabric on her back and a pincushion tied around her ankle.

28 (29)

18 RARITY

We'll be sticking with our team colors and a little bit of something pretty, naturally.

19 PINKIE PIE

(thrilled)

Pee is for pretty!

Rarity grabs one end of the fabric ROLL on her rump and holds it up in front of Rainbow Dash.

20 RARITY

It really brings out your eyes! You're going to look amazing at the Equestria games.

(31)

21 FLUTTERSHY

IF we qualify to go to them.

(thinks)

I really hope we do!

(32)

22 RAINBOW DASH

As the best flyer on the team, I can guarantee that we're going to qualify. All you have to do is... exactly what I tell you!

She appraises Fluttershy and Bulk Biceps.

23 RAINBOW DASH (CONT'D)

Now, show me what you got!

(32) (33)

24 APPLEJACK (O.C.)

Not so fast! If yer gonna be good, yer gonna be better with some a' my Apple Brown Betty in ya'! It's perfect.

* use first line from bulk
32 add to end of
take 33.

APPLEJACK walks towards them pulling a WAGON full of BAKED GOODS. TWILIGHT SPARKLE is walking with her.

(33)

25 PINKIE PIE

Pee is for perfect!



26 TWILIGHT SPARKLE

Just wanted to see how practice is coming along.

33 34

27 PINKIE PIE

Pee is for prac...

28 RAINBOW DASH

(interrupts, to Bulk Biceps and Fluttershy)

All right, team! Let's show Twilight Sparkle what we can do.

Fluttershy and Bulk Biceps stand at attention.

29 RAINBOW DASH (CONT'D)

Put some bend in those knees! Flap those wings, and I want to see all four hooves off the ground by the count of three! [One, two, three!]

Fluttershy and Bulk Biceps vigorously <FLAP> their wings. Fluttershy lifts off immediately.

34

30 BULK BICEPS

<GRUNT>

Bulk Biceps flaps his tiny wings even harder. His face turns red and finally, finally... he lifts a few inches off the ground.

31 RAINBOW DASH

And don't forget to breathe while you're up there!

Bulk Biceps <EXHALES>. It's like somepony let the air out of a balloon. He careens through the air and <CRASHES> into Fluttershy. They both fall towards Rainbow Dash who rears up on her hind legs and accidentally knocks into Twilight Sparkle who falls and just manages to poke Applejack with her horn.

31A APPLEJACK

Yowzers!

She jumps and lands on the end of her wagon which causes her Brown Bettys to fly in the air and come down right over Rarity.

Rarity attempts to run but slides on her roll of fabric. She goes down, taking Pinkie Pie and the others with her.

In a <CRASH> of hooves and fur, they all stare at each other open-mouthed and shocked.

33 34 35 (36)
32 PINKIE PIE

1 (subdued)

Pee is for... um... pain?!

Rainbow Dash shakes it off and gets to her feet.

33 RAINBOW DASH
No worries. There's plenty of time to make this work!

FADE TO BLACK:

END TEASER

MAIN TITLES

ACT I

INT. TRAIN TO RAINBOW FALLS - DAY

The train is full of life as ponies from all over Equestria head to the tryouts.

Rainbow Dash and Twilight Sparkle are sitting together while the rest of the ponies are on another seat. Rainbow Dash watches as two Ponyville Pegasi BLOSSOMFORTH and THUNDERLANE walk by.

42 (43) 33A BLOSSOMFORTH
Good luck, Rainbow Dash! Sorry we couldn't fly with you on the aerial relay, but the air sprinters needed us too!

44 33B THUNDERLANE
Too bad we can only compete in one event. But, rules are rules!

Thunderlane shrugs

They move on.

(2)

33C TWILIGHT SPARKLE
(calling after them)
Good luck!

She turns to Rainbow Dash.

34 TWILIGHT SPARKLE (CONT'D)
It was nice of you to be part of a
team that doesn't have... um... the
strongest flyers.

45

(47)

35 RAINBOW DASH
Nothing nice about it! I know that
I can pick up the slack for
anypony. With me on the team,
we'll qualify. I'm sure of it!

(2)

36 TWILIGHT SPARKLE
~~Ponyville~~ is very lucky to have
you.

Rainbow Dash nods

(47)

37 RAINBOW DASH
Yeah, I'm pretty awesome!

PAN OVER to Fluttershy and Bulk Biceps who are sitting
together.

38 FLUTTERSHY
I am so proud to be representing
Ponyville! It's such an honor to ~~even try out for~~
~~be going to~~ the games!

She looks around to make sure no one can hear her.

39 FLUTTERSHY (CONT'D)
(softly)
I just hope I don't let anypony
down.

Bulk Biceps flexes a few of his muscles.

(46)

40 BULK BICEPS
We'll make them proud.

(47)

41 PINKIE PIE (O.C.)
Pee is for PROUD!

Bulk Biceps and Fluttershy REACT as Pinkie Pie shoves a pom
pom in their direction.

(49)
41A

WIDEN to show that Pinkie Pie, Rarity and Applejack are sitting behind them.

45 42 PINKIE PIE (CONT'D)
We're going to be the best fans
anypony has ever seen!

Rarity is looking everywhere but at her friends.

46 43 RARITY
And, I can't wait to see what
everypony else is wearing... even
though, I am absolutely sure they
won't be better than the uniforms
I'm designing for the Equestria
games.

47 44 APPLEJACK
And we WILL make it to tha games
once everypony carbo loads on my
Apple Brown Bettys.

She pats a cake box on the seat next to her.

45 45 APPLEJACK (CONT'D)
Used that same special secret
somethin' I always use at
Applebucking season.

46 46 PINKIE PIE
I can't wait!

EXT. RAINBOW FALLS - DAY - ESTABLISHING

EXT. RAINBOW FALLS CITY STREETS - LATER

The six main ponies and Bulk Biceps walk through the streets of Rainbow Falls gaping at the scenery. The city is built by the side of a waterfall and as sunlight hits the spray, rainbows are shot all over the city... which the permanent residents have made the most of.

There are pony-made rainbow-colored sport accessories everywhere. Vendors hawk rainbow ribbons that look like team medals, rainbow tinted glasses, rainbow flags to wave and, of course, rainbow horns and megaphones. The small cobblestoned streets are filled with shops with signs showing arcing rainbows leading to various goods.

50
46A

53 (54)

47 MALE VENDOR

Trot Step right up folks. We got everything you sports fans need. We got pennants. We got foam hooves. We got unicorn horns.

He BLOWS on a giant unicorn horn just as Rarity walks by. She reacts to its <LOUD SOUND>.

Pinkie Pie looks at everything with manic enthusiasm.

48 PINKIE PIE

I am gonna need two of everything!

FLASH CUT TO:

51

EXT. RAINBOW FALLS ARENA - LATER

The Rainbow Falls arena is chaos as ponies from all over gather together in excited groups. The athletes are amped-up. Some run in place while others stretch, nervous and thrilled at the same time.

Suddenly, a few of the ponies take notice. ANGLE ON Rainbow Dash as she struts onto the field with the rest of the Ponyville ponies walking behind her.

57 (58)

150 MALE PONY 1

That's Rainbow Dash. She's an awesome flyer!

59 (59)

50A FEMALE PONY 2

I heard that she's flying the last third of the relay... which means everypony else is gonna have to be way ahead to beat her!

51

Rainbow Dash stands a little taller and struts with a bit more swagger. She can clearly hear the chatter.

Suddenly, there is a <HUSH>. A pin could drop. All eyes seem to be on Rainbow Dash. She strikes a pose.

59 (59)

152 MALE PONY 1

The Wonderbolts!!

Rainbow Dash WHIPS around to see the Wonderbolts, SOARIN', FLEETFOOT and SPITFIRE walking across the field towards her.

53 (54)

53 FEMALE PONY 3
I hear they're flying for
Cloudsdale.

*

54 FEMALE PONY 2
Then Cloudsdale will definitely
qualify. They're the best flyers
ever!

*

Rainbow Dash falters for a moment, but she's spotted by the
Wonderbolts who break into a grin and walk over to greet her.

55 SPITFIRE
And the game is on!

56 SOARIN'
Nice to see there's some real
competition here!

57 FLEETFOOT
Two more days of practice, then
we'll see you in the air, Rainbow
Dash!

(smirks)
If you're lucky!

The Wonderbolts move on as Rainbow Dash turns proudly to
Twilight Sparkle.

56

58 RAINBOW DASH
(proud)
The Wonderbolts know a winner when
they see one!
(loud)
And we'll be winners just as soon
as we practice, right team!

57

59 FLUTTERSHY
Right!

60 BULK BICRPS
YEAH!

Pinkie Pie throws a handful of new rainbow striped CONFETTI
into the air.

61 PINKIE PIE
Hooray!

She turns to Twilight Sparkle and nods encouragingly.



(3ab)

62 TWILIGHT SPARKLE
And um... ~~1/1~~ with her. Hooray!

Pinkie Pie nods happily and blasts confetti at Twilight who ducks out of the way to avoid getting hit by it.

53 (54)

63 PINKIE PIE
Double hooray!

65 CLOUDSDALE CHEER PONIES (O.C.)
Give us some Clouds! <AHHHHHH>

Every one turns to see the two identical twin CHEER PONIES from Cloudsdale. They move in absolute perfect synchronicity and their voices are so aligned that they sound like one.

(55)

66 CLOUDSDALE CHEER PONIES (CONT'D)
Give us some Dale! <ZZZZZZ> And
what do you get!?!

In perfect form, the Cheer Ponies start to throw imitation gold MEDALS with lightning bolts embossed down the middle out to the crowd.

67 CLOUDSDALE CHEER PONIES (CONT'D)
Cloudsdale!!

Pinkie Pie watches this for a BEAT and then looks around wildly.

68 PINKIE PIE
Where can I get some of those!?!

FADE OUT:

EXT. RAINBOW FALLS ARENA - AIR/GROUND - LATER

Ponies are practicing for the tryouts on the ground and in the air. Rainbow Dash, Fluttershy and Bulk Biceps are in the air just over the field. Rainbow Dash is hovering, waiting for Bulk Biceps to get to Fluttershy so that he can pass his version of a baton - a special horseshoe that can be carried on the bottom of his hoof. This is passed by doing a hoof-bump. Bulk Biceps is struggling mightily with his little wings.

59 (60) (61)

61A

62 (63)

71 RAINBOW DASH
So, do I need to remind you of what
our goal is here!?!

62 63 64 65
 71A BULK BICEPS
 Uh... maybe?

66
 71B RAINBOW DASH
 We want to qualify, we need to be one of the first four teams to cross the finish line. Bulk Biceps, you're the first flyer, so let me see you flap it!

He leans forward and flaps his wings as hard as he can, until a small CAKE inexplicably flies up from the ground right in front of him. He's startled and begins to back pedal.

67
 72 BULK BICEPS
 Air cake! Beware of the air cake!

Suddenly, another cake flies up and hits Rainbow Dash on the chin.

73 RAINBOW DASH
 What the!?

She looks down to see Applejack on the ground using her snout to toss her Apple Brown Betty cakes into the air.

74 APPLEJACK
 Sorry! Got the idear from them, but it looks like they got better aim.

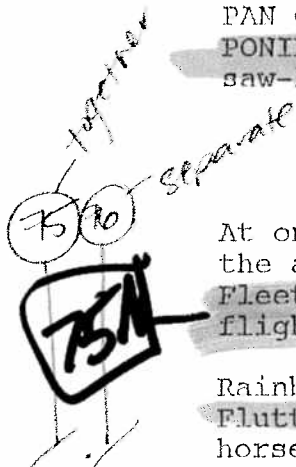
PAN OVER to the Wonderbolts practice area where two FOOD PONIES (one male, one female) are standing beside small see-saw-like cake LAUNCHERS.

68
 75 FOOD PONIES
 Hooves down, cakes up!

At once, the Food Ponies step on the launcher. They fly into the air and arc so perfectly in front of Spitfire and Fleetfoot that all they have to do is open their mouths mid-flight, chew and swallow.

Rainbow Dash shakes it off just as Bulk Biceps flies to Fluttershy. He holds his hoof out for Fluttershy to take the horseshoe.

69
 76 RAINBOW DASH
 Okay, the passing of the baton needs to be seamless.
 (MORE)



67

76A

(68) (69)

RAINBOW DASH (CONT'D)

You shouldn't miss a wing beat or drop a hair in altitude and whatever you do, don't let go of it!

Fluttershy lifts her leg to take the baton and then stops.

77 FLUTTERSHY

Are you really, really sure you're ready? I mean, I don't want to take it if you're not super sure.

(67)

78 BULK BICEPS

Ready!

Fluttershy reaches out delicately and bumps hoofs. The horseshoe dislodges, but Fluttershy doesn't fully have it. She drops it. Suddenly, Rarity gallops up and stops right under them. She catches the horseshoe with her teeth and tosses it into her saddle bag.

79

(69) RARITY

I'll take that! Ponyville can do so much better! I'll be back with a freshly painted one in no time!

She turns and runs away.

80

(73) (74) RAINBOW DASH

We were USING that... and it's not like anypony else has color-coordinated horseshoes or anything!

O.C. there is a <WHOOT>. Rainbow Dash turns to see Soarin' hoof-bump a beautifully painted horseshoe to Fleetfoot.

81

(69) RAINBOW DASH (CONT'D)

<SIGH> I guess someponies do!

Twilight Sparkle approaches and looks up.

82

(4) (a) TWILIGHT SPARKLE

Someponies do what?

Rainbow Dash looks down at her

83

(70) (71) (72) RAINBOW DASH

Have a better chance of qualifying and going to the Equestria Games than others.

She looks wistfully in the Wonderbolts' direction.

EXT. RAINBOW FALLS - GROUND - LATER

Fluttershy and Bulk Biceps flank Rainbow Dash as they stand on the sidelines of the Wonderbolt's practice area.

77 78 79 (82)
84 RAINBOW DASH
Watch and learn. The Cloudsdales are Wonderbolts and Wonderbolts are the best fliers there are... and my personal heroes. So, maybe you can learn something.

She looks pointedly at both of them.

85 RAINBOW DASH (CONT'D)
PLEASE learn something!

Fluttershy and Bulk Biceps intently watch the action on the ground. However, Rainbow Dash is watching Soarin' in the air. He is expertly slaloming through aerial hoops.

8106
85A RAINBOW DASH (CONT'D)
(admiring to herself)
Nice!

Spitfire and Fleetfoot watch their teammate.

79
85B FLEETFOOT
Come on, Soarin'! Pick up the pace!
You can do better than that!

85C SPITFIRE
(to Fleetfoot)
I sure hope so.

Suddenly, the Cheer Ponies launch into a cheer on the ground.

85D CLOUDSDALE CHEER PONIES
Practice! Practice! Practice!

They then <BLOW> into two unicorn horns. The noise startles Soarin' and he misses one of the hoops with his body, but his wing gets caught in the hoop. He struggles to dislodge it, but can't. He's in trouble and quickly starts to lose altitude!

86 (80)
SOARIN'
Help!



A panicked look crosses his face as he starts to drop towards the ground.

87 SOARIN' (CONT'D)

I'm not kidding! HELP!

He picks up speed as he struggles to free himself from the hoop, but the ground is getting closer and closer! He's about to hit the ground... and then Rainbow Dash launches herself into the air!

88 SOARIN' (CONT'D)

HEEEELLIP!

FADE TO BLACK:

END OF ACT I

ACT II

EXT. RAINBOW FALLS ARENA - AIR - CONTINUOUS

Rainbow Dash races like a bullet through the sky until she gets to Soarin'. In a flash, she gets under him. His weight comes down on her back, but she doesn't falter.

89 RAINBOW DASH

I've got ya!

Rainbow Dash skims the ground and then lands gracefully. She then helps Soarin' get down and back on his feet. He is wobbly and his wings are clearly hurting a little.

90 FLEETFOOT/SPITFIRE/FLUTTERSHY/BULK
BICEPS (O.C.)

<CHEER>

Rainbow Dash looks up to see that the others have witnessed the whole thing.

91 FLEETFOOT

Awesome!

92 SPITFIRE

As good as any Wonderbolt!

83 (88)

93

FLUTTERSHY

Oh, Rainbow Dash, I'm just so proud of you! You scooped Soarin' out of the sky and brought him down to the ground, and now... now, he's okay... at least, I hope he's okay.

She turns to Soarin'.

93A FLUTTERSHY (CONT'D)

Are you okay?

Soarin' pulls his wing to his side.

93B SOARIN'

My wing hurts...

He looks to the other Wonderbolts.

93C SOARIN' (CONT'D)

(hopeful)

But, I'm sure it'll be okay by the competition...

Suddenly, a MEDIC PONY pulls a WAGON up to Soarin' and he gratefully collapses onto it.

94 SOARIN' (CONT'D)

You're the best, Rainbow Dash!

Rainbow Dash lowers her eyes humbly.

95 RAINBOW DASH

Aw, it was nothing!

She raises her eyes.

96 RAINBOW DASH (CONT'D)

But if you feel like talking about how great I am, don't let me stop you!

97 BULK BICEPS

τ (enthusiastic)

Pee is for Rainbow Dash!

Fluttershy quickly whispers in his ear. He blushes deeply.

98

BULK BICEPS (CONT'D)

(mumbles)

Never mind.

quabed

90
97A

He backs away from the group and Fluttershy follows. The Medic Pony also begins to wheel Soarin' off the field.

83 90 SOARIN'
Thanks again!

Rainbow Dash watches him go.

100 RAINBOW DASH
(to Fleetfoot and Spitfire)
Tough break to lose a teammate right before the tryouts.

Fleetfoot and Spitfire look at each other and then take a conspiratorial step closer.

91/92
101 FLEETFOOT
(leading)
You know... you grew up in Cloudsdale.

102 SPITFIRE
So, that means you could fly with us!

103 RAINBOW DASH
(confused)
Fly?

Fleetfoot and Spitfire give each other another look.

93
104 FLEETFOOT
We mean *practice*. You could practice with us until Soarin' is better. We really need three ponies if we want to work on the timing of our hoof-offs.

Spitfire gives Rainbow Dash her biggest smile.

89
105 SPITFIRE
Whatta ya say. Want to be our third?

Rainbow Dash considers this.

106 RAINBOW DASH
I don't know. My team really needs me to be at my best in order to qualify.
(MORE)

8993

106A RAINBOW DASH (CONT'D)

Don't want to be too worn out by
the time the race comes around.

107 SPITFIRE

We put you through some pretty
intense workouts at the Wonderbolt
Academy and you handled those just
fine. I'm sure you've got what it
takes to pull this off.

108 RAINBOW DASH

I did kick some major tail at the
Academy.

(then)

But I don't know how my teammates
will feel about me practicing with
the competition.

109 FLEETFOOT

Who says they need to know?

(then)

Think about it Rainbow Dash, this
is your chance to fly with the
winners.

110 RAINBOW DASH

Alright, I'll do it.

111 SPITFIRE

Wise decision, Rainbow Dash!

Rainbow Dash and the Wonderbolts trot off. As they leave, we
see that Twilight Sparkle has witnessed the whole exchange.

CUT TO:

EXT. RAINBOW FALLS ARENA - AIR

There are a series of HOOPS perched on long REEDS that sway
and bend with the slightest breeze. Part of the aerial relay
is to fly through these hoops.

Rainbow Dash has the horseshoe on her hoof and a hoop in her
sights. As she gets close, she pulls in her feet and points
her snout. She sails perfectly through the hoop to where
Spitfire is already flying at top speed. With a quick hoof-
bump, Rainbow Dash passes the horseshoe to Spitfire without
missing a beat.

95

112 SPITFIRE

Awesome!

98

Suddenly, the two Cheer Ponies fly in perfect form to either side of Rainbow Dash. They form a heart with their bodies and legs.

113 CLOUDSDALE CHEER PONIES

Whinny, Ponies, Whinny! Fly on!
Fly on! Fly on!

Suddenly, Rainbow colored CONFETTI instantly shoots from CAPS on their heads. Moments later rainbow STREAMERS shoot out from the same caps and drop dramatically down onto the field below.

96ab

114 RANDOM GROUND PONIES

<AAAAHHHHH!>

Rainbow Dash looks around at the display appreciatively.

97

115 RAINBOW DASH

(impressed)

Now, that's how it's done!

EXT. RAINBOW FALLS ARMYA - AIR - LATER

Team Ponyville is practicing with the same hoops. Rainbow Dash is hovering in the air trying to help Fluttershy and Bulk Biceps get through the hoop and pass the horseshoe.

Bulk Biceps flaps his tiny wings and very slowly approaches a series of hoops. Fluttershy is hovering at the end of them.

99 101

116 RAINBOW DASH

Come on, Bulk Biceps! You can do it!

117 FLUTTERSHY

And I'm ready to take the horseshoe... if you want me to!

He NODS his head as Rainbow Dash rolls her eyes.

Bulk Biceps gets a determined look on his face, lowers his head and flies towards the first hoop. It catches on his bulky chest muscles so that he can't pass through, but that doesn't keep him from flying. The pole holding up the first hoop bends as he passes through the next hoop. This hoop also gets caught but he keeps going.

102ab

103

117A

104 105

117B

106

117B-1

BULK BICEPS

Finally, he hits the fourth hoop and struggles to make it through. He manages to get a hoof up and pass the horseshoe to Fluttershy just as the tension from the poles that are holding up all of the hoops SNAP and send him flying backwards.

99 101
117A BULK BICEPS
Whooooaaaa!

In surprise, Fluttershy drops the horseshoe and it falls to the ground.

101
122 FLUTTERSHY
(yells)
Look out below!
(to Rainbow Dash)
Oopsie!

Rainbow Dash winces and looks around.

91
123 RAINBOW DASH
The good thing is, I don't think
anypony but us saw any of this!

WIDEN TO INCLUDE GROUND as Pinkie Pie and Twilight Sparkle, covered in brand new rainbow pom poms and rainbow wigs. Each has a new rainbow horn.

101
124 PINKIE PIE
(super loud)
He's stuck! He's stuck! Our
friend has run amuck!

6ab
124A Pinkie Pie nudges Twilight Sparkle encouragingly.

5ab
125 TWILIGHT SPARKLE
But we don't care, not a hair!
Gooo, Bonyville! Gooooo,
Bonyville!

100ab
126 RANDOM GROUND PONIES
<HUUUHHH!?!>

Rainbow Dash puts her hoof to her head as all eyes turn to them.

EXT. RAINBOW FALLS ARENA - MONTAGE

1) Rainbow Dash, Fleetfoot and Spitfire do wing-ups (push up with wings) while three Cloudsdale Trainer Ponies stand on their backs.

10-7
126-1
2) Rainbow Dash looks considerably more tired as she does her second round of wing-ups. Fluttershy lifts herself up and then falls to the ground with all four legs and her wings splayed out and then pushes herself up again - not quite a wing-up - while Bulk Biceps' wings are far too small to reach anywhere near the ground. He sits there, beached by his own giant chest.

110-11
126A RAINBOW DASH

You, uh, keep doing your wing-ups,
I'm just gonna get some, uh, water.

Rainbow Dash makes a keep going motion and then backs away. WE FOLLOW her as she backs all the way to where Team Cloudsdale is practicing. On Twilight, who shakes her head as she watches Rainbow Dash sneak off.

3) Team Cloudsdale is continuing to fly. They have feed bags strapped around their necks so that they don't have to slow down or stop for one second. Rainbow Dash digs in and keeps practicing!

4) Fluttershy, Bulk Biceps and Rainbow Dash sit on blankets on the sidelines of the grassy arena with napkins tied around their necks and plates piled high with Applejack's cakes.

Rainbow Dash uses her hoof to make a circular motion around her belly like she's not feeling well. She trots off, looks over her shoulder to make sure everypony is busy eating and dashes off to the Cloudsdale team. Once again, Twilight catches sight of RD sneaking off.

5) Team Cloudsdale lands on the ground for a brief stop and is suddenly surrounded by their PONY PIT CREW who race up to them, squirt water into their open mouths, then check their hooves and heart rates. The Pit Crew race around them taking measurements, snipping fabric and putting together an outfit that is sleek, low key and clearly aerodynamic. Rainbow Dash watches this with an impressed nod of the head. Those are nice!

108-109
126B
6) Bulk Biceps and Fluttershy giggle and primp in front of a mirror as Rarity covers them in pink and green flowers, tulle, and a whole bunch of lace. The look fabulous, but not sleek or especially air-worthy.

Rainbow Dash looks in the mirror and sees that Rarity has put a headband with wings on it on the top of her head. She smiles.

110 111
127 RARITY
Too much!?

EXT. RAINBOW FALLS ARENA - GROUND - LATER

As ponies continue to practice all around, Rainbow Dash is forced to take a time out on the sidelines. She mops her brow and steps on a water bottle so that it shoots into her mouth. Twilight Sparkle walks up to her.

128 TWILIGHT SPARKLE
It's not easy practicing with two teams is it?

Rainbow Dash does a spit take and then looks at her friend in surprise.

129 RAINBOW DASH
You know!?!?

Twilight Sparkle nods her head.

130 RAINBOW DASH (CONT'D)
Does anyone else?

131 TWILIGHT SPARKLE
No, they're too busy trying to get Ponyville to be the best team it can be to wonder where you keep disappearing to.

Rainbow Dash pouts a little.

132 RAINBOW DASH
(slightly petulant)
Well, I've seen the other teams practicing, and we're still going to qualify! I can fly fast enough to make up the distance.

133 TWILIGHT SPARKLE
It just seems like one of the teams you're practicing with needs a little more help than the other one.

113 116 117

134 RAINBOW DASH
But, it's so much more fun working
out with the winners than... um,
the non-winners. Besides,
Ponyville will still qualify!

135 SPITFIRE (O.C.)
Rainbow Dash, you got a minute?

Twilight Sparkle and Rainbow Dash turn to see Spitfire and
Fleetfoot coming their way.

136 RAINBOW DASH
Sure.

137 FLEETFOOT
We've been watching you!

137A SPITFIRE
And, you're just the kind of pony
we've been looking for!

117 120 121 at
137B FLEETFOOT
You could really be an asset to our
team so, we want you to join the
Cloudsdale team... permanently.

Rainbow Dash's mouth drops open.

117
138 RAINBOW DASH
<GASP>

139 SPITFIRE
It looks like Soarin's wings won't
heal in time for the trials, we
want you to fly with us.

140 FLEETFOOT
Of course this means you won't be
able to fly for Ponyville.
(then)
But let's face it, even with you on
the team, their chances of
qualifying for the Games were
pretty slim.

Rainbow Dash looks across the field to where Fluttershy and
Bulk Biceps are practicing their hoof-bumps. Bulk Biceps
raises his hoof with the horseshoe and Fluttershy reaches out
with her hoof to take it. She raises her hoof, but can't
connect.

122 123
140
1905
They miss each other a few times and until Fluttershy reaches out and finally connects... with Bulk Biceps jaw. He waits a BEAT and then goes down. Horrified, Fluttershy sees what she's done, waits a BEAT and then faints dead away.

Rainbow Dash shakes her head in disbelief.

124 123
141 SPITFIRE

So... what's it going to be?

Rainbow Dash is at a loss.

142 RAINBOW DASH

Well, I...

143 SPITFIRE

Take some time to think about it...
but not too much time!

Rainbow Dash watches them walk away, then turns to Twilight.

144 RAINBOW DASH

Can you believe it?! They want ME
to fly with them! It's like a dream
come true!

1213
145 TWILIGHT SPARKLE

I know it's exciting. And I know
how much you want to go to the
Equestria Games and take home the
gold, but what about Ponyville?

Rainbow Dash's enthusiasm wanes a bit.

146 TWILIGHT SPARKLE (CONT'D)

Fluttershy and Bulk Biceps are
counting on you to help them get to
the games.

(then)

If you fly for Cloudsdale, Pinkie
Pie won't have anypony to cheer
for, Rarity's uniforms will never
be seen, and Applejack will have
slaved over those Apple Brown
Bettys for nothing.

Rainbow Dash gives her friend a look. She hadn't thought of that.

113 117 118 119

1147 / RAINBOW DASH
 But I really want to fly with the
 BEST team...
 (ther)
 What would you do?

12 13

1148 / TWILIGHT SPARKLE
 I think this is a decision you have
 to make on your own... the race is
 tomorrow, so you better make it
 soon.

OFF OF Rainbow Dash's miserable face.

FADE TO BLACK:

END OF ACT II

ACT III

EXT. RAINBOW FALLS ARENA - GROUND - LATER

Rainbow Dash wheels herself onto the field in a wheelchair.
 All four of her legs and wings are heavily bandaged. She has
 a wrap around her head and random band-aids plastered across
 her body. She stops right between Team Ponyville and Team
 Cloudsdale on the field. She takes a deep <BREATH> and flops
 over in the chair.

140 141 142
 149 / RAINBOW DASH
 <LOUD MOAN>

She flops around again dramatically. Everypony from
 Ponyville, Spitfire, Fleetfoot and the Cheer Ponies all
 gather around her, concerned.

150 / FLUTTERSHY
 What's happened!?

Rainbow Dash squirms as though she's in pain.

151 / RAINBOW DASH
 I've hurt my hoof!

Spitfire examines her.

152 / SPITFIRE
 All of them?

Rainbow Dash curls up all her legs.

141 142 143
155 RAINBOW DASH
I, uh, tripped, on a, uh, foam
hoof, and landed on a, uh,
(indecipherable mumbling)...

The others exchange confused looks. Except Pinkie Pie who looks enraged.

155A PINKIE PIE
Oooh, if I get my hooves on that
(indecipherable mumbling)... It'll
be in big trouble!

155B RAINBOW DASH
There's no way I can fly now!

Spitfire and Fleetfoot stand back and exchange disappointed looks.

156 FLUTTERSHY
Do you think you'll be better by
tryouts?

157 RAINBOW DASH
(overly dramatic)
<HUGE MOAN> I'll be lucky if I
ever fly again!

Unseen by anypony else, Twilight Sparkle rolls her eyes. She knows exactly what's going on.

157A RAINBOW DASH (CONT'D)
I just need a little rest...

Like the effort is immense, Rainbow Dash begins to slowly wheel herself across the field. The rest of the Ponyville ponies immediately take over and push her towards the on site medical facilities.

141 157B FLUTTERSHY
Don't worry, Rainbow Dash, we'll
take care of you or, at least
somepony will, like a medic or a
doctor or a nurse.

Rainbow Dash gets an alarmed look on her face.

141 143 145 146

157C RAINBOW DASH

Don't need to see anypony; I just
need to rest!

As the others wheel Rainbow Dash away, Spitfire and Fleetfoot
hang back.

143

158 SPITFIRE

Now what?

Fleetfoot shrugs.

INT. HOSPITAL - LATER

Rainbow Dash is stretched out on a bed with all four legs in
slings and the wraps and bandages still in place. Pinkie
Pie, Applejack, Rarity and Twilight Sparkle sit bedside.
Twilight Sparkle gives Rainbow Dash the once over and smiles
lightly.

145

159 TWILIGHT SPARKLE

So, the Medic Pony isn't sure
what's wrong with you.

147

160 RAINBOW DASH

(still upset)

Everything! Absolutely everything!

150

Applejack pulls out a nice piece of her Brown Betty and
offers it to Rainbow Dash.

148

160A APPLEJACK

This'll cure everything that ails
ya.

Rainbow Dash opens her mouth and Applejack drops a piece in.

149

162 RAINBOW DASH

(mouth full)

Thank you.

(overwhelmed)

Couldn't have done that on my own.

16

Twilight Sparkle rolls her eyes again as Rarity pulls some
ribbons, fabric and glitter from her saddle bag.

162A

126

127

153 RARITY

Nothing says get better like a
little medical pizazz. Silk slings
and a glitter bandage?

151 152

164 RAINBOW DASH

(playing it up)

That might help.

Pinkie Pie drapes a new BLANKET over Rainbow Dash as Bulk Biceps and Fluttershy walk into the room.

152

169 FLUTTERSHY

And how is our patient doing?

170 RAINBOW DASH

<SNIFF> I've been better.

151

171 FLUTTERSHY

Well, we just wanted to let you know that we're so sorry you're hurt but you shouldn't worry a bit about not being able to be in the tryouts. We'll be all right. We even have a replacement.

Fluttershy and Bulk Biceps motion for some one to join them. A very nervous and somewhat confused DERPY HOOVES trots in.

152

172 FLUTTERSHY (CONT'D)

She's the only Pegasus left who's not competing in another event. We're so, so sorry that you can't compete. We all know how much you love to fly and we promise...

Bulk Biceps makes a circle around his forehead.

153

173 BULK BICEPS

Cross our hearts!

174 FLUTTERSHY

... that if we qualify and make it to the Equestria Games and all win gold medals, you can have ours ~~medals~~... because we know how much a gold medal means to you!

Rainbow Dash looks at Fluttershy, Bulk Biceps and Derpy.

154

175 RAINBOW DASH

(means it)

Thanks.

Twilight Sparkle looks carefully at Rainbow Dash.

14 15

176 TWILIGHT SPARKLE
~~<CLEARS HER THROAT>~~ I think
 Rainbow Dash might need to rest
 some more...

All the ponies except Twilight Sparkle get to their feet and
 prepare to leave.

128 129

177 PONIES
~~<Feel better>~~ ~~<Get lots of rest>~~
~~<Don't forget yer Betty!>~~ ~~<We'll be~~
~~back>~~

There is a massive ~~<CLATTERING OF HOOVES>~~ as every one
 leaves. Twilight Sparkle lingers a moment.

15

178 TWILIGHT SPARKLE
 (gentle)
 You know, choosing not to choose
 isn't really a decision.

Twilight Sparkle leaves and Rainbow Dash is left in total
 silence. Suddenly, she hears a ~~<CLOMP>~~ as Soarin' comes into
 the room with his wings wrapped.

150

157 158

161

179 SOARIN'
 You sure have nice friends. No pony's
~~one's~~ been by to visit me... Too
 busy practicing, I guess.

159

180 RAINBOW DASH
 Well, hopefully your wings will be
 better soon.

Soarin' shakes his wings so that the wrap falls off.

181 SOARIN' 155

165

Oh, ~~they're~~ fine. Been fine for it
 awhile. I'm just keeping ~~them~~ warm
 in case my team wants me back.

Rainbow Dash looks at him quizzically.

182 RAINBOW DASH 161

What do you mean, wants you back?
 Spitfire and Fleetfoot told me that
 you were still too injured to fly.



159 161

183 SOARIN'

And they told me that they were worried I wouldn't be one hundred percent by the tryouts, so they were going with somepony else.

184 RAINBOW DASH

That somepony else was me! Until, well, until I um... got hurt.

Soarin' sits down next to Rainbow Dash.

185 SOARIN'

<SIGH> So, I guess we're all out of luck. Cloudsdale won't qualify without three flyers and... Ponyville won't qualify without you! Too bad.

Rainbow Dash considers this just as a BEAM OF SUNLIGHT comes through the window and hits a PITCHER OF WATER which creates a rainbow on the floor. For a split second, the pale blue color PULSATES.

186 RAINBOW DASH

(thoughtful)

Yeah, Too bad.

163 164

CUT TO:

EXT. RAINBOW FALLS - GROUND - SHORT TIME LATER

Twilight Sparkle, Rarity, Applejack and Pinkie Pie are on the sidelines with some of the things they brought to Rainbow Falls.

166 167

186A PINKIE PIE

What am I going to do with all of these now?

REVEAL: A ridiculously huge pile of pom-poms.

166

186B APPLEJACK

What were you going to do with them before?

130 131

188 RARITY

(sad)

Maybe my Equestria Games uniforms will still be in style next year.

(MORE)

120 (131)

RARITY (CONT'D)

I mean, I am pretty fashion forward!

Applejack pulls out a little cake.

1146 189 167

APPLEJACK (171)

So, it looks we don't need to do as much carbo loadin' as we do consoln'.

She takes a big bite of cake.

1148 167 (170)

190 APPLEJACK (CONT'D)

Mmmm... comfort food!

(17ab)

191 TWILIGHT SPARKLE

Is that Rainbow Dash... walking?!

She uses her hoof to point across the field.

ANGLE ON Rainbow Dash as she WALKS onto the field with a determined look on her face. She's still wearing her bandages, slings and head wrap. However, with each step, she sheds another 'prop'. She takes one step and shakes off a sling, takes another step and shakes off another sling. When she is sling free, she plucks off her band-aids one by one, step by step.

Soarin' is right behind her, but it isn't clear where she's heading. Fluttershy, Bulk Biceps and Derpy are to the right and Spitfire and Fleetfoot are to the left. Finally, Rainbow Dash stops in front of the Cloudsdales and whips off her final head bandage. She throws it to the ground as everypony stares at her in surprise.

1146

192 FLEETFOOT (171)

Does this mean you're feeling better?

1148 193 (172) (173)

RAINBOW DASH

I feel great because I was never hurt in the first place!

(132)

194 PONYVILLE PONIES

<GASP>

1148 195 (173)

RAINBOW DASH

I faked my injury so that I wouldn't have to choose between flying for Ponyville or Cloudsdale!

(MORE)

160 173 (174)

RAINBOW DASH (CONT'D)
I wanted to fly for you both and
the decision was too hard!

175
197 FLUTTERSHY

Oh, Rainbow Dash, you don't have to
choose us. I know you love to win,
and you should go with the team
that will surely win!

Spitfire and Fleetfoot grin. That's clearly them.

198 RAINBOW DASH

I've already made my decision!

Fleetfoot and Spitfire grin at each other triumphantly.

199 SPITFIRE

Good choice... always stick with
the winners!

Rainbow Dash shakes her head.

176 177
201 RAINBOW DASH

I now know who I should be loyal to-
Ponyville! Because it's not just
where I live, but where my friends
are-- the ones who really care
about me, whether I can help them
win a race or not.

All of the Ponyville ponies trot to Rainbow Dash's side.

133

18 TS
202 PONYVILLE PONIES

<CHEER>

Derpy Hooves wipes her brow with relief.

177
204A SPITFIRE

Are you sure that's the right
decision?!

Rainbow Dash walks closer to Spitfire and Fleetfoot.

178
205 RAINBOW DASH

I couldn't be more sure. You lied
to me about Soarin's wings just so
you could get a better flyer.

(then)

You may be a "winning" team, but
you're still not the kind of team I
want to be a part of.

Fleetfoot hangs her head.

160 178 179 181
206 T SPITFIRE

Rainbow Dash, you are something.
Saw it at the Academy. Seeing it
again here. We could learn a lot
from a competitor like you.

*use last line from
take 181 + rest
of line from take
160

181
206A FLEETFOOT

Think we already have.

Spitfire nods in agreement, then she and Fleetfoot both turn
to look at Soarin'.

180 181
206B SPITFIRE

Ready to fly?!

181
208 SOARIN'

Really?!

181
208A SPITFIRE

Never should have lied and tried to
replace you to begin with.

Spitfire and Fleetfoot lift their hoofs so that Soarin' can
hoof-bump them.

160
208B SOARIN'
(thrilled)
Go, Cloudsdale!!

Rainbow Dash grins. Twilight gives her a smile.

160
210 RAINBOW DASH
Come on, Ponyville Relay Team.
We've got a race to get ready for!

EXT. RAINBOW FALLS - ARENA - AIR - DAY

The aerial relay finish line is a platform high above the
arena. The Cloudsdale team is already on the platform while
the rest of the ponies are still fighting to qualify.
Spitfire and Fleetfoot look interested, but Soarin' is avidly
watching the race.

182 183
211 SOARIN'
(yells)

Come on, Ponyville!! You can do
it.

ANGLE ON the last leg of the relay race. Most of the ponies have already been passed the final baton, but Rainbow Dash is still waiting for Fluttershy to cross the line. Once she flies over, Rainbow Dash snatches the baton and gets ready to fly.

(182) 183

212 FLUTTERSHY
(out of breath)

Good luck! Go P,P,P... Ponyville!

Rainbow Dash eyes the flying ponies ahead of her. She puts her neck out, pulls her legs in and flies like a bullet!

(182)

212A SOAREM'

Come on, Rainbow Dash!

Rainbow Dash SWOOSHES and SWOOPS through the air, expertly navigating the hoops and out flying and outmaneuvering all the other ponies. She's getting closer and closer to the finish line.

WIDE on the ground, the rest of the Ponyville ponies are urging on their team as hard as they can.

(134)

217 PONYVILLE PONIES

<CHEER>

(19)

(20)

(135)

218 CLOUDSDALE CHEER PONIES

Qualify Ponyville! Qualify Ponyville!

Pinkie Pie suddenly appears behind the Clousdale Cheer Ponies.

(182)

218A PINKIE PIE

Cheer pyramid. Go!

The Cheer Ponies react as Pinkie Pie shoves them together to create the base of the pyramid and then climbs on their backs to take her place at the top.

218B PINKIE PIE (CONT'D)

Woo-hoo! Go Rainbow Dash!

BACK TO Rainbow Dash as she heads for the FINISH LINE. At the last possible moment, she surges ahead and touches down.

(136)

219 CROWD

<CHEERS WILDLY>

DISSOLVE TO:

EXT. RAINBOW FALLS ARENA - GROUND - SHORT TIME LATER

Team Cloudsdale and Team Ponyville are lined up with a few other qualifying teams as an OFFICIAL PEGASUS PONY walks by each of them one by one.

The Official Pony uses magic to make the ribbons fly over the heads of the three Ponyville ponies. When Rainbow Dash's ribbon lands on her neck, it takes on a rainbow GLOW.

The Ponyville Ponies, including Derpy, run up to them, thrilled.

(137)
220 BULK BICEPS
YEAH!

(21ab) TS
221 PONYVILLE PONIES
(copying his tone)
YEAH!

Pinkie Pie races out with new jacket/blankets for the sweaty ponies. She drapes them over Rainbow Dash, Fluttershy and Bulk Biceps.

(184) (185)
222 PINKIE PIE
I knew I needed these!

Applejack has a fresh batch of Apple Brown Betty cakes.

223 APPLEJACK
And don't forget ta' refuel!

Rarity races forward and throws some glitter and confetti on them.

(136) (139)
224 RARITY
Sparkles, shine, lots of pizazz...
it's so Ponyville. Just like the
uniforms you WILL be wearing!

Twilight Sparkle smiles at Rainbow Dash.

(22ab)
225 TWILIGHT SPARKLE
Equestria Games, here we come!

The friends all embrace. Over this we hear:

(185)
226 RAINBOW DASH (V.O.)
I can't deny it, I LOVE to win...
really, really love it.
(MORE)

184 (185)

RAINBOW DASH (V.O.) (CONT'D)

But if I ever gotta choose between
winning and being loyal to my
friends...

DISSOLVE TO:

INT. TWILIGHT SPARKLE'S LIBRARY - DAY

Rainbow Dash is holding a pen in her teeth and writing in the
group journal.

186

227 RAINBOW DASH (V.O.)

I'm always gonna choose my friends.
'Cause as much as I love winning, I
love them way more!

She picks the ribbon up with her teeth and drops it into a
BOX for safekeeping.

ZOOM IN on the ribbon as it takes on a sparkly rainbow effect
that then dissipates before we...

FADE OUT.