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

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TEASER

SC 1 - EXT. PONYVILLE - AFTERNOON

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

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 Brutus, who is clearly not listening. She nudges him with her knee.

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

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

He flexes his roided-out pony muscles.

5 BRUTUS (CONT'D)
YEEEAH!

Rainbow Dash nods seriously.

6 RAINBOW DASH
I like your attitude, Brutus, but it's gonna take more than muscles and yeahs to get us to the Equestria Games.

She eyeballs Fluttershy and Brutus.

7 RAINBOW DASH (CONT'D)
And... do I need to remind you how much I want to win a gold medal at the Equestria Games!?!

Fluttershy shakes her head.

8 FLUTTERSHY
Nope, but... um... shouldn't we worry about qualifying at the Rainbow Falls tryouts first?

9 RAINBOW DASH
<SNICKER> Of course, we should
worry about qualifying! We
represent Ponyville, and Ponyville
needs us to be good!

10 FLUTTERSHY
Oh, I really, really want to be
good for Ponyville.

Brutus flexes his muscles once again.

11 BRUTUS
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!
Peeeeee, Ponyville!

Brutus puffs out his chest.

13 BRUTUS
(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 for
ready for when we bring home the
gold for our Aerial Relay!

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.

18 RARITY
We'll be sticking with our team
colors and a little bit of
periwinkle, naturally.

19 PINKIE PIE
(thrilled)
Pee is for Periwinkle!

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 have the best
uniforms at the Equestria games.

21 FLUTTERSHY
IF we qualify at Rainbow Falls.
(thinks)
I really hope we do!

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 Brutus.

23 RAINBOW DASH (CONT'D)
Now, show me what you got!

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.

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

25 PINKIE PIE
Pee is for perfect!

26 TWILIGHT SPARKLE
Just wanted to see how practice is
coming along.

27 PINKIE PIE
Pee is for prac...

28 RAINBOW DASH
(interrupts)
I'll tell you in a minute as soon
as I see what I've got in my fellow
teammates.

She turns to Fluttershy and Brutus.

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 Brutus vigorously <FLAP> their wings.
Fluttershy lifts off immediately.

30 BRUTUS
<GRUNT>

Brutus 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!

Brutus <EXHALES>. It's like someone let the air out of a
balloon. He careens through the air and <CRASHES> into
Fluttershy. They both fall to the ground.

Pinkie Pie, Rarity, Applejack and Twilight Sparkle stare at
them open-mouthed and shocked.

32 PINKIE PIE
(subdued)
Pee is for... um... yay!

Rainbow Dash shakes it off.

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. Twilight Sparkle takes note.

34 TWILIGHT SPARKLE
I know you didn't end up with the
strongest flyers on your aerial
team, but...

35 RAINBOW DASH
But, nothing! My teammates may
have um... a few flaws, but I can
pick up the slack and make us
winners!

36 TWILIGHT SPARKLE
Ponyville is very lucky to have
you.

Rainbow Dash nods.

37 RAINBOW DASH
Yeah, I'm pretty awesome!

PAN OVER to Fluttershy and Brutus who are sitting together.

38 FLUTTERSHY

I am so proud to be representing
Ponyville! It's such an honor to
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 anyone
down.

Brutus flexes a few of his muscles.

40 BRUTUS

We'll make them proud.

41 PINKIE PIE (O.C.)

Pee is for PROUD!

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

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

42 PINKIE PIE (CONT'D)

We're going to be the best fans
Rainbow Falls has ever seen!

Rarity is looking everywhere but at her friends.

43 RARITY

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

44 APPLEJACK

And we WILL make it to tha games
once everyone carbo loads on my
Bettys.

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

45 APPLEJACK (CONT'D)

Used that same special somethin' I
always use at Applebucking season.

46 PINKIE PIE
I can't wait!

EXT. RAINBOW FALLS CITY STREETS - LATER

The six main ponies and Brutus 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.

47 VENDOR
Step right up folks. We got everything you sports fans need. We got rainbow pennants. We got rainbow foam hooves. We got rainbow vuvuzelas.

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

48 PINKIE PIE
I am definitely gonna need one of those.

Rainbow Dash looks around appreciatively.

49 RAINBOW DASH
Can't put my hoof on it, but there is something totally awesome about this place.

She shakes out her rainbow mane.

FLASH CUT TO:

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.

50 PONY 1
That's Rainbow Dash. She's an awesome flyer!

51 PONY 2
She's all Ponyville needs for the aerial relay team to qualify for the Equestria games.

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.

52 PONY 1
The Wonderbolts!!

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

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

54 PONY 2
Then Cloudsdale is coming home with the gold. 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
See you in the air, Rainbow Dash!
(smirks)
If you're lucky!

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

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!

59 FLUTTERSHY
Right!

60 BRUTUS
YEAH!

Pinkie Pie puts a new rainbow striped BULLHORN to her mouth.

61 PINKIE PIE
Pee is for practice and Ponyville
and...

She turns to Twilight Sparkle and puts the bullhorn in front
of her.

62 TWILIGHT SPARKLE
And um... perfection!

Pinkie Pie nods happily and takes back the bullhorn

63 PINKIE PIE
And potatoes and persimmons and
popcorn and...

She puts the bullhorn in front of Twilight Sparkle again.

64 TWILIGHT SPARKLE
(bemused)
Pistachios?!

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

Everyone 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.

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)
Gold!!

Pinkie Pie watches this for a BEAT and then grabs another BULLHORN from a passing pony.

68 PINKIE PIE
Like we can't cheer for two!

She puts one bullhorn to her mouth and the other in front of Twilight Sparkle.

69 PINKIE PIE (CONT'D)
Pee is for pumpkins!

70 TWILIGHT SPARKLE
(definitely not in sync)
Pumpkins!

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 Brutus are in the air just over the field. Rainbow Dash is hovering, waiting for Brutus to get to Fluttershy so that he can pass the baton (that he is carrying on his back). Brutus is struggling mightily with his little wings.

71 RAINBOW DASH
Flap it, Brutus!

He leans forward and tries, until a small CAKE inexplicably flies up from the ground right in front of him. He's startled and begins to back pedal.

72 BRUTUS
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 the two Cheer Ponies are standing beside small see-saw-like cake LAUNCHERS.

75 CLOUDSDALE CHEER PONIES

Hooves down! Cakes up!

At once, the Cheer 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 Brutus flies to Fluttershy. He grabs the baton from his back with his teeth and holds it out for Fluttershy to take.

76 RAINBOW DASH

Okay, the passing of the baton
needs to be seamless. You
shouldn't miss a wing beat or drop
a hair in altitude and whatever you
do, don't let go of it!

Fluttershy moves 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.

78 BRUTUS

<MUMBLES>

Brutus nods his head. Fluttershy reaches out delicately, takes the baton in her teeth and immediately drops it. Suddenly, Rarity gallops up and stops right under them. She catches the baton with her teeth and tosses it into her saddle bag.

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

O.C. there is a <WHOOT>. Rainbow Dash turns to see Soarin'
spit/shoot a beautifully painted baton across the field where
it expertly lands in Fleetfoot's mouth.

81 RAINBOW DASH (CONT'D)
<SIGH> I guess *someponies* do!

Twilight Sparkle approaches and looks up.

82 TWILIGHT SPARKLE
Someponies do what?

Rainbow Dash looks down at her.

83 RAINBOW DASH
Have a better chance of winning
gold than others.

She looks wistfully in the Wonderbolts' direction.

EXT. RAINBOW FALLS - GROUND - LATER

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

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 Brutus intently watch the action on the
ground. However, Rainbow Dash has spotted Soarin' in the
air, and he's in trouble! His wings are caught in one of the
HOOPS he was flying through and now he can't stay airborne.

86 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)
HEEEELLLP!

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/BRUTUS
(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!

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!

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

94 SOARIN'

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 BRUTUS

(enthusiastic)

Pee is for Rainbow Dash!

Fluttershy quickly whispers in his ear. He blushes deeply.

98 BRUTUS (CONT'D)

(mumbles)

Never mind.

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

99 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.

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.

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 hand-offs.

Spitfire gives Rainbow Dash her biggest smile.

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. 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!

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 baton in her mouth 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 toss of her head, Rainbow Dash expertly throws the baton to Spitfire who catches it without missing a beat.

112 SPITFIRE

Awesome!

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!

Cloudsdale'll get gold at the
finny! Fly on! Fly on! Fly on!

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

114 RANDOM GROUND PONIES

<AHHHHHHHH!>

Rainbow Dash looks around at the display appreciatively.

115 RAINBOW DASH
(impressed)
Now, that's how it's done!

EXT. RAINBOW FALLS ARENA - AIR - LATER

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

With the baton in his mouth, Brutus flaps his tiny wings and very slowly approaches a hoop. Fluttershy is hovering on the other side.

116 RAINBOW DASH
Come on, Brutus! You can do it!

117 FLUTTERSHY
Nod your head if you want me to
take the baton.

He NODS his head as Rainbow Dash rolls her eyes.

Brutus gets a determined look on his face, lowers his head and flies towards the hoop. His head goes through and part of his neck... and then he's stuck.

118 BRUTUS
<GRUNT>

119 RAINBOW DASH
Come on!

Brutus flaps harder and tries to squeeze through, but he's not going anywhere.

120 BRUTUS
<GRUNT>

121 FLUTTERSHY
Oh, my. It's okay Brutus. I can
still take the baton.

She reaches out to take it, but it immediately slips away and falls to the ground.

122 FLUTTERSHY (CONT'D)
(yells)
Look out below!
(MORE)

FLUTTERSHY (CONT'D)
(to Rainbow Dash)
Oopsie!

Rainbow Dash winces and looks around.

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

WIDEN TO INCLUDE GROUND as Pinkie Pie and Twilight Sparkle,
covered in pom poms, each with a bullhorn.

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

Pinkie Pie nudges Twilight Sparkle encouragingly.

125 TWILIGHT SPARKLE
But we don't care, not a hair!
Goooo, Ponyville! Gooooooo,
Ponyville!

126 RANDOM GROUND PONIES
<HUUUUHHH!?!>

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 pushups while the
Cloudsdale Cheer Ponies take turns standing on their backs.

2) Rainbow Dash looks considerably more tired as she does
her second round of push-ups. Fluttershy falls to the ground
with all four legs splayed out and then jumps her feet and
falls again - not quite a pushup - while Brutus can't summon
the strength to get his chest off the ground. 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.

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, Brutus 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. As Applejack hands a plate to Rainbow Dash, she 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 everyone is busy eating and dashes off to the Cloudsdale team.

5) Team Cloudsdale stands tall and still as the Cheer Ponies 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!

6) Brutus 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.

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, 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.

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 want you to join the Cloudsdale team... permanently.

Rainbow Dash's mouth drops open.

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.

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!

145 TWILIGHT SPARKLE

I know it's exciting. And I know how much you want to win a gold medal at the Games. But.. what about Ponyville's dreams?

Rainbow Dash's enthusiasm wanes a bit.

146 RAINBOW DASH

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

(then)

If you fly for Cloudsdale, Pinkie Pie won't have anyone 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.

147 RAINBOW DASH (CONT'D)
But if I turn the Wonderbolts down,
they'll lose respect for me...
(then)
What should I do?

148 TWILIGHT SPARKLE
I think this is a decision you have
to make on your own.

OFF OF Rainbow Dash's miserable face.

FADE TO BLACK:

END OF ACT II

ACT III

EXT. RAINBOW FALLS ARENA - GROUND - LATER

Rainbow Dash sees Team Ponyville and Team Cloudsdale on the field. She takes a deep <BREATH> and walks to a spot where she can be seen by both of them.

She stops and sees that no one has yet noticed her.

149 RAINBOW DASH
<LOUD MOAN>

She falls dramatically to the ground. Everyone 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
Which hoof?

Rainbow Dash curls up all her legs.

153 RAINBOW DASH
All of them! I've hurt my hooves
and my ankles and my knees and a
whole bunch of other things!

Pinkie Pie jumps up and down wildly.

154 PINKIE PIE
Medic! Medic! Medic!

Rainbow Dash drapes a front leg across her forehead.

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

The Medic Pony races to them with his wagon in tow. As the Ponyville Ponies gather around to help get her into the wagon, 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 anyone else, Twilight Sparkle rolls her eyes. She knows exactly what's going on.

The Ponyville ponies follow Rainbow Dash and the medic pony off the field while Spitfire and Fleetfoot remain. They look around the field.

158 SPITFIRE
Now what?

Fleetfoot shrugs.

INT. HOSPITAL - LATER

Rainbow Dash is stretched out on a bed. All four of her legs are in slings and her head is wrapped and she has band-aids all over her body. Pinkie Pie, Applejack, Rarity and Twilight Sparkle sit bedside. Twilight Sparkle gives Rainbow Dash the once over and smiles lightly.

159 TWILIGHT SPARKLE
So, what exactly is wrong with you?

160 RAINBOW DASH
(still upset)
Everything! Absolutely everything!

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

161 APPLEJACK
This'll cure everything that ails ya.

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

162 RAINBOW DASH
(mouth full)
Thank you.
(overwhelmed)
Couldn't have done that on my own.

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

163 RARITY
Nothing says get better like a little medical bling. Silk slings and a glitter bandage?

164 RAINBOW DASH
(playing it up)
That might help.

Pinkie Pie waves a few of her Pom Poms.

165 PINKIE PIE
Pee is for...

166 BRUTUS (O.C.)
... Patient!

Brutus and Fluttershy walk into the room. Brutus looks hopefully at Fluttershy. She nods.

167 FLUTTERSHY
That's right, Brutus. Pee is for patient.

168 BRUTUS
Yeah!

Fluttershy turns to Rainbow Dash.

169 FLUTTERSHY
And how is our patient doing?

170 RAINBOW DASH
<SNIFF> I've been better.

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 Brutus motion for someone to join them. A very nervous and somewhat confused DERPY HOOVES trots in.

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...

Brutus makes a circle around his forehead.

173 BRUTUS
Cross our hearts!

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

Rainbow Dash looks at Fluttershy, Brutus and Derpy.

175 RAINBOW DASH
(means it)
Thanks.

Twilight Sparkle looks carefully at Rainbow Dash.

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

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

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

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

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.

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

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

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

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

Rainbow Dash looks at him quizzically.

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

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 someone else.

184 RAINBOW DASH
That someone 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)
Too bad.

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. Pinkie Pie uses her front legs to roll up a BANNER.

187 PINKIE PIE
I don't need a banner that says
'Equestria or Bust!' when 'Great
try!' is such a nice message.

188 RARITY
<SIGH> Maybe my Equestria Games
uniforms will still be in style
next year. I mean, I am pretty
fashion forward!

Applejack pulls out a little cake.

189 APPLEJACK
So, it looks we don't need ta do as
much carbo loadin' as we do
consolin'.

She takes a big bite of cake.

190 APPLEJACK (CONT'D)
Mmmm... comfort food!

191 TWILIGHT SPARKLE
Is that Rainbow Dash?!

She uses her hoof to point across the field.

ANGLE ON Rainbow Dash as she walks onto the field, 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, Brutus 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 everyone stares at her in surprise.

192 FLEETFOOT
Does this mean you're feeling better?

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

194 PONYVILLE PONIES
<GASP>

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

196 APPLEJACK
(surprised)
There was a choice to make?! Since when?

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!

200 FLEETFOOT
That gold is going to look so good
on you!

Rainbow Dash shakes her head.

201 RAINBOW DASH
I now know who I should be loyal to
- my friends! The ones who really
care about me!

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

202 PONYVILLE PONIES
<CHEER>

203 RAINBOW DASH
I'm flying for Ponyville!

Derpy Hooves wipes her brow with relief.

204 DERPY HOOVES
<WHEW!>

Rainbow Dash walks closer to Spitfire and Fleetfoot.

205 RAINBOW DASH
I'm sorry that I can't fly with you
at the tryouts. I hope... I hope
this doesn't mean we can't ever fly
together again. But if that's the
case, so be it.

Spitfire and Fleetfoot

206 SPITFIRE
Rainbow Dash, you are something.
Saw it at the Academy. Seeing it
again here. We'd be happy to fly
with you any day...

Rainbow Dash brightens.

207 FLEETFOOT

Except today, because thanks to you
we now know who should be flying
with US at the tryouts!

They both turn to look at Soarin'.

208 SOARIN'

Really?

Spitfire and Fleetfoot nod.

209 SPITFIRE

Unlike, Rainbow Dash here, we
didn't show the loyalty we should
have shown to a teammate. That was
a mistake. One we would have kept
making if it weren't for Rainbow
Dash.

Rainbow Dash grins. Twilight gives her a smile.

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.

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.

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!

Pinkie Pie bounces up right next to the platform and tosses the two Ponyville bullhorns to Soarin'. He catches them.

213 SOARIN'
(to Pinkie Pie)
Thanks!

214 PINKIE PIE
No problem!
(on her way down)
Pee is for probleeeem!

215 TWILIGHT SPARKLE
(from ground)
And pretzels!

216 SOARIN'
(into bullhorn)
And Ponyville! Come on, Rainbow Dash!

Rainbow Dash SWOOSHES and SWOOPS through the air, 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.

217 PONYVILLE PONIES
<CHEER>

218 CLOUDSDALE CHEER PONIES
P is for Ponyville! P is for Ponyville!

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

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.

220 BRUTUS

YEAH!

221 PONYVILLE PONIES

(copying his tone)

YEAH!

222 PINKIE PIE

Pee is for perfect... 'cause you are!

Applejack has a fresh batch of Apple Brown Betty cakes.

223 APPLEJACK

And don't ferget ta' refuel!

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

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.

225 TWILIGHT SPARKLE

Equestria Games, here we come!

The friends all embrace. Over this we hear:

226 RAINBOW DASH (V.O.)
I learned a lot at Rainbow Falls.
My loyalty was really put to the
test until I realized that being
loyal to the friends that I can
help the most...

DISSOLVE TO:

INT. TWILIGHT SPARKLE'S LIBRARY - DAY

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

227 RAINBOW DASH (V.O.)
...is much more rewarding than
being loyal to the ones that can
help me the most!

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.