Distribution:

Production:
Devon Cody
Meghan McCarthy
Jayson Thiessen
Ashley Irving-Scott

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 Wiesenhahn
Matt Mattus
Valerie Jurries
Donna Tobin

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

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

<u>SC 1 - EXT. PONYVILLE - AFTERNOON</u>

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

5 BULK BICEPS (CONT'D) *
YEEEAAH!

Rainbow Dash nods seriously.

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. *

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

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.

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. *

21 FLUTTERSHY
IF we qualify to go to them.
(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 Bulk Biceps. *

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, 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.

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
Yowsers!

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.

32 PINKIE PIE
(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

<u>INT. TRAIN TO RAINBOW FALLS - DAY</u>

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. *

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

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

Thunderlane shrugs

They move on.

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.

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!

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 Bulk Biceps 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 anypony down.

Bulk Biceps flexes a few of his muscles. *

40 BULK BICEPS *
We'll make them proud.

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

Bulk Biceps 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 anypony has ever seen!

Rarity is looking everywhere but at her friends.

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.

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

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.

47 VENDOR
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:

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! *

50A 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!

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 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.

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 BULK BICEPS *
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.

62 TWILIGHT SPARKLE
And um... I'm with her. Hooray!

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

63 PINKIE PIE
Double hooray!

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

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.

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. * * * *

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

71A BULK BICEPS *
Uh...maybe?

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.

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 are standing beside small see-saw-like cake LAUNCHERS.

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.

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

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.

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 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 horseshoes or anything!

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

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 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. *

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. *

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

Spitfire and Fleetfoot watch their teammate. *

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 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)
HEEELLLP!

FADE TO BLACK:

END OF ACT I

ACT II

<u>EXT. RAINBOW FALLS ARENA - AIR - CONTINUOUS</u>

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!

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 *
(enthusiastic)
Pee is for Rainbow Dash!

Fluttershy quickly whispers in his ear. He blushes deeply.

98 BULK BICEPS (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 hoof-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.
(MORE)

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.

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! 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.

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 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.

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.

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.

117A BULK BICEPS *
Whoooooaaaa!

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

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

Rainbow Dash winces and looks around.

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.

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! Goooooo, 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 wing-ups (push up with wings) while three Cloudsdale Trainer Ponies stand on their backs.

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.

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!

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.

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 anypony 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.

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!

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.

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.

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.

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 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.

147 RAINBOW DASH
But I really want to fly with the BEST team...
(then)
What would you do? *

148 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.

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.

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.

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.

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.

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.

159 TWILIGHT SPARKLE
So, the Medic Pony isn't sure what's 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. *

160A 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 pizazz. Silk slings and a glitter bandage?

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. *

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 Bulk Biceps motion for some one 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...

Bulk Biceps makes a circle around his forehead. *

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 our medals... because we know how much a gold medal means to you!

Rainbow Dash looks at Fluttershy, Bulk Biceps 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 some more...

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 every one 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 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)
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. *

186A PINKIE PIE
What am I gong to do with all of these now?

REVEAL: A ridiculously huge pile of pom-poms.

186B APPLEJACK
What were you going to do with them before?

188 RARITY
(sad)
Maybe my Equestria Games uniforms will still be in style next year.
(MORE)

RARITY (CONT'D)
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... *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.

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!
(MORE)

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

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.

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.

202 PONYVILLE PONIES
<CHEER>

Derpy Hooves wipes her brow with relief.

204 DERPY HOOVES
<WHEW!>

204A SPITFIRE
Are you sure that's the right
decision?!

Rainbow Dash walks closer to Spitfire and Fleetfoot.

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)
(MORE)

RAINBOW DASH (CONT'D)
You may be a "winning" team, but you're still not the kind of team I want to be a part of.

Fleetfoot hangs his head.

206 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.

206A FLEETFOOT
Think we already have.

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

206B SPITFIRE
Ready to fly?!

208 SOARIN' *
Really?!

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.

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

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! *

212A SOARIN' *
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.

217 PONYVILLE PONIES
<CHEER>

218 CLOUDSDALE CHEER PONIES
Qualify Ponyville! Qualify Ponyville!

Pinkie Pie suddenly appears behind the Clousdale Cheer * Ponies. *

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.

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 BULK BICEPS *
YEAH!

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. *

222 PINKIE PIE
I *knew* I needed these!

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 can't deny it, I LOVE to win... really, really love it. 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.

227 RAINBOW DASH (V.O.)
I'm always gonna choose my friends. 'Cause as much as I love winning, I love them waaay 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.