**SONIC RAINBOOM**

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Prologue

(*Opening shot: fade in to a stretch of peaceful blue sky. Tilt down toward ground level as Rainbow Dash flies into view in a close-up, pacing in midair.*)

**Rainbow:** Now, what have we learned? (*Longer shot; she paces behind a standing Fluttershy in a meadow.*)

**Fluttershy:** Lots of control.

**Rainbow:** Good.

**Fluttershy:** Screaming and hollering.

**Rainbow:** Yes. And most importantly?

**Fluttershy:** Passion.

**Rainbow:** Right! (*landing in front of her*) So now that you know the elements of a good cheer, let’s hear one!

(*The soft-spoken pegasus inhales a bushel of air and lets it go on a single word…*)

**Fluttershy:** Yay.

(*…that is no louder than her usual speaking voice, causing Rainbow to put a hoof over her own face with a disgusted groan.*)

**Rainbow:** You’re gonna cheer for me like *that?* Louder.

**Fluttershy:** (*barely louder*) Yay.

**Rainbow:** Louder!

**Fluttershy:** (*a bit louder*) Yay.

**Rainbow:** (*with camera-shaking force*) *LOUDER!!*

(*This time, Fluttershy sucks in every molecule of air her lungs will hold and cuts loose.*)

**Fluttershy:** Yaaay.

(*Only a bit louder than her previous attempt; this time, Rainbow not only groans and covers her face, but keels over backward.*)

**Fluttershy:** Too loud?

(*Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a slow pan through a moving bank of clouds. Rainbow stands proudly on a stationary one behind these; cut to her perspective of Fluttershy far below, looking up.*)

**Fluttershy:** Yay.

(*Back to Rainbow, who takes a deep breath, bounces on the cloud as if it were a diving board, and plunges into space. She pulls up just short of the ground and buzzes through the flowers, streaking the air with her multicolored mane.*)

**Rainbow:** And now, Phase One of my routine.

(*This consists of a close slalom through a row of trees, followed by a straightaway run that blows Fluttershy’s mane/tail sideways.*)

**Fluttershy:** Ooooh. (*Rainbow gains altitude and stops.*)

**Rainbow:** Phase Two.

(*For this step, she dives toward a large cloud and flies tight circles around it, causing it to spin in place; she does the same to two others before zipping away. On the ground, Fluttershy’s eyes have started turning in opposite directions to follow them all, but she quickly shakes some sense into herself.*)

**Fluttershy:** Way to go. (*Rainbow climbs again.*)

**Rainbow:** Here we go…Phase Three. The Sonic Rainboom!

(*Once she reaches an appropriately extreme height, she cuts a couple of vertical loops and goes into a screaming dive, one foreleg extended to cut the air resistance. The wind peels her lips back from her teeth and plasters her mane to her skull, and a rounded wave front forms in front of her due to the sheer speed and starts to build. Fluttershy stares with apprehension from the meadow.*)

**Rainbow:** (*with effort*) Come on…

(*Both sides of the wave front stretch as if made of elastic; now every extra foot that she flies causes more resistance to build up. Eventually she stops dead in midair, unable to punch through.*)

**Rainbow:** Uh-oh.

(*She is flung backward and out of sight, screaming all the while, and the spectator puts a hoof over her mouth worriedly. Cut to a close-up of a book being levitated into its place on a shelf.*)

**Twilight Sparkle:** (*from o.s., sighing contentedly*) Last one.

(*A longer shot shows that she is in the library’s reading room, along with Applejack, Pinkie Pie, and Rarity.*)

**Twilight:** Thank you *so* much for helping me clean up all these books, guys. (*Close-up.*) It was a *crazy* weekend of studying.

(*She makes her eyes counter-rotate on the word “crazy,” then looks o.s. in surprise at a distant, growing sound. It resolves into Rainbow’s panicked yell as the camera pans in its direction to a nearby window; a tiny speck grows into her hurtling form, followed by a crash that throws up enough dust to fill the screen. When the view clears, all the books have tumbled off the shelves and Twilight, Rainbow, and Rarity are sprawled out on top of them. Twilight lifts her head, her mouth jammed full of scrolls, and Applejack and Pinkie pop their heads up from the scatter before Fluttershy flies in through the window in close-up.*)

**Fluttershy:** Rainbow Dash, you rock. Woo-hoo.

(*Zoom out to frame the room as she takes in the disaster area with a soft gasp.*)

**Fluttershy:** Did my cheering do that? (*Rainbow stands up with a sheepish laugh.*)

**Rainbow:** Sorry about that, ladies. (*annoyed*) That was a truly feeble performance.

**Fluttershy:** Actually, it wasn’t all bad. I particularly liked it when you made the clouds spin.

**Rainbow:** (*sighing angrily*) I’m not talking about *my* performance, I’m talking about *yours!*

(*Cut to the other four, now all on their hooves. Twilight no longer has a mouthful of parchment.*)

**Rainbow:** (*from o.s.*) That feeble cheering!

**Twilight:** What are you two arguing about?

**Fluttershy:** Were we arguing? I’m sorry. (*Back to Rainbow.*)

**Rainbow:** (*sighing again, to the others*) I wish *you* guys could come to Cloudsdale to see me compete in the Best Young Flyer Competition.

**Twilight:** What’s that?

**Pinkie:** (*excitedly*) It’s where all the greatest pegasus flyers get together and show off their different flying styles. (*rearing up*) Some are fast!

(*She races around the room, throwing books here and there as she swerves about, then stops to balance on one front and one rear hoof.*)

**Pinkie:** And some are graceful!

(*Which she certainly is not, judging from the way she yells and stumbles across the floor before crashing down.*)

**Applejack:** (*to Rainbow*) Gol-lee. I’d love to see you strut your stuff in that competition.

**Rainbow:** Yeah. I wish you guys could be there. Fluttershy’s a great support, but her cheering isn’t exactly inspirational. (*Pinkie stands up, an open book on her head.*)

**Pinkie:** Ooh! I’d love to see you make a Sonic Rainboom! It’s, like, the most coolest thing ever! (*jumping in place; book falls off*) Even though I’ve never actually seen it, but I mean, come on, it’s a Sonic Rainboom!

(*Applejack and Rarity have followed her movements with noticeable puzzlement, and a cut to Twilight shows that she is not doing any better.*)

**Pinkie:** (*from o.s.*) How not cool could it possibly not be?

**Twilight:** What’s a Sonic Rainboom? (*Pinkie leans into her face.*)

**Pinkie:** You really need to get out more. (*jumping up to a loft*) The Sonic Rainboom is legendary! When a pegasus like Rainbow Dash gets going so fast…

(*She jumps over the edge and plunges into the piled books, landing hard enough to clear a space on the floor.*)

**Pinkie:** …BOOM! A sonic boom and a rainbow can happen all at once!

**Applejack:** And Rainbow Dash here’s the only pony to ever pull it off.

**Rainbow:** (*playing it off*) It was a long time ago. I was just a filly.

**Pinkie:** Yeah, but you’re gonna do it again, right?

(*Cut to Rainbow on the end of this; the inquiry leaves her flat-hoofed for a second, but she gradually recovers her usual braggadocio.*)

**Rainbow:** Are you kidding? I’m the greatest flyer to ever come out of Cloudsdale. (*Zoom out; Twilight is eyeing her happily.*) I could do Sonic Rainbooms in my sleep!

**Twilight:** Wow! If you pull that off, you’ll win the crown for sure!

**Rainbow:** The grand prize is an entire day with the Wonderbolts! (*lost in the idea*) A whole day of flying with my lifelong heroes. It’ll be a dream come true! (*Cut to Fluttershy.*)

**Fluttershy:** Yay.

(*Quick pan back to the blue flying ace, who throws her a fed-up look and then turns back to the other four.*)

**Rainbow:** I’m gonna go rest up. Don’t want to over-prepare myself, you know? (*Brief laugh; then she rounds on Fluttershy.*) *You*, on the other hand, better keep practicing! (*trotting toward window*) I need a cheering section to match my spectacular performance.

(*Cut to outside as she flies out over the balcony and away, then back to Fluttershy at the window. She turns despondently toward the room.*)

**Fluttershy:** She’s practiced that move a hundred times, and she’s never even come close to doing it. I don’t know if I can cheer loud enough to help her. (*She flies out the window.*)

**Twilight:** Well, guess we better get this cleaned up. (*Pause.*) Again. (*She levitates a book.*)

**Rarity:** (*poking Twilight in rump with horn*) Go on, go on. (*Book falls.*)

**Twilight:** Go on, what?

**Rarity:** Find a spell that will get us wingless ponies into Cloudsdale. Didn’t you see how nervous she was?

**Applejack:** Nervous? Have you spit your bit or somethin’? She was tootin’ her own horn louder than the brass section of a marchin’ band.

**Rarity:** Oh, puh-lease. I’ve put on enough fashion shows to recognize stage fright when I see it. We’ve got to find a way to be there for her. Now go *on!* (*She slams Twilight away with her rump.*)

**Twilight:** Ow!

(*She fetches up in a pile of books and sticks her head out of it with a loud groan.*)

**Twilight:** How am I supposed to find a flight spell in this mess?

**Pinkie:** A flight spell? One sec.

(*She zips away and returns an instant later, carrying a book in her teeth which she tosses across the room.*)

**Pinkie:** Page twenty-seven.

(*On these words, cut to Twilight; the book lands in front of her, open, and she magically flips pages, Cut to Applejack and Pinkie.*)

**Applejack:** How’d you do that?

**Pinkie:** It landed on my face when Rainbow Dash knocked me into the bookcase.

**Twilight:** (*from o.s.*) Here it is! (*Back to her, levitating the book.*) A spell that will allow earth ponies to fly for three days. (*walking ahead with book*) Ooh…it looks *really* difficult. I’m not sure I can do it.

**Rarity:** You’ve got to try!

**Twilight:** Okay, but who’s gonna volunteer to be the test subject?

(*An uneasy look passes between the two earth ponies—clearly neither of them is hot to pull guinea-pig duty—and Rarity lowers her eyebrows determinedly.*)

**Rarity:** I will! For Rainbow Dash, I will go first.

**Twilight:** Here goes.

(*The book lowers out of sight and she gets her horn going in fourth gear with a strained grunt. Ribbons of brilliant blue light begin to wind around Rarity’s motionless form and contract toward her. As Twilight gives it her all, the white unicorn is slowly lifted free of the ground and enveloped from head to tail like a caterpillar forming a cocoon. Finally a ball of light emerges from the violet unicorn’s horn and floats slowly across until it is halfway between the two; here it stops and emits a blinding white flash that throws her back and fills the screen.*)

(*Fade in to a section of empty bookshelves, against which she, Applejack and Pinkie stand up into view, very woozy and unsteady on their legs. A pattern of multicolored light spots projects itself across the view; she smiles and the other two gasp happily at the sight, and the camera zooms out to frame Rarity’s still-suspended legs.*)

**Twilight:** I think it worked.

(*Snap to black.*)

Act Two

(*Opening shot: fade in to Fluttershy and Rainbow in flight.*)

**Rainbow:** You’ve got to learn to be assertive, Fluttershy. Don’t be afraid to speak up.

(*The clouds ahead of them part to reveal an entire city built in the sky, with architecture similar to that of her house. This is Cloudsdale, the aerial town seen in Twilight’s book at the start of “Mare in the Moon.” A pan through the streets depicts the pegasus locals going about their business while walking and flying. Columns predominate in the overall city plan, including a stadium and a temple-like structure. The two encounter a trio of stallions, all clad in white hard hats and lab coats, standing at the end of a street—Dumbbell, Hoops, and Score, from left to right. Dumbbell: dark brown coat, light tan mane/tail, barbell cutie mark, blue eyes set unusually far down toward his nose. Hoops, the largest of the three: dark tan coat, brown mane/tail, cutie mark of three basketballs. Score, the shortest and bulkiest: gray coat, dark gray mane/tail, cutie mark of at least two footballs partially covered by his lab coat, the only one of the three whose tails extend over its wearer’s back and flanks. The manes of all three hang down into their faces; Dumbbell is the only one whose eyes are visible. He and Hoops sound like typical high-school bullies.*)

**Dumbbell:** Well, well, well. What do we have here?

**Hoops:** It’s our old friend, Rainbow *Crash!* (*Close-up of the three.*)

**Dumbbell:** Get kicked out of any flight schools lately? (*All three laugh; cut to an incensed Rainbow.*)

**Rainbow:** I didn’t get kicked out. (*Dumbbell crosses to her.*)

**Dumbbell:** Face it, Rainbow *Crash.* Flight school had too many rules and not enough naptimes for you. (*Hoops boxes her in.*)

**Hoops:** Heh! Ask her about the Sonic Rainboom!

**Dumbbell:** That’s nothin’ but an old mare’s tale. (*to Rainbow*) You don’t have the skills to try somethin’ like that!

**Fluttershy:** (*from o.s., angrily*) Now wait just a minute! (*Quick pan to her; she cringes.*) Oh, I’m sorry. I’m trying to be more assertive. (*with renewed oomph*) Anyhow, she *is* going to do a Sonic Rainboom.

**Dumbbell:** No, she’s not, ’cause there’s no such thing!

**Fluttershy:** Then show up at the Cloudosseum and see for yourself! (*Her eyes pop; she huddles back again.*) If you’re free.

(*Uproarious laughter from the three stallions.*)

**Hoops:** (*during laughter*) Yeah, we’ll be free.

**Dumbbell:** (*once it ends*) Oh, don’t worry. We’ll be there. (*They lift off, Hoops hanging back.*)

**Hoops:** See you then, Rainbow *Crash!* (*He leaves.*)

**Fluttershy:** (*flying to Rainbow*) Did you see that? I was so assertive.

**Rainbow:** (*sighing heavily*) Those guys are right. I’ll never be able to do it.

**Fluttershy:** But, Rainbow Dash, just because you’ve failed the Sonic Rainboom a hundred thousand times in practice… (*Cut to the flummoxed flyer; she continues o.s.*) …doesn’t mean you won’t be able to do it in front of an entire stadium full of impatient, super-critical sports-fan ponies.

(*To say that these words fail to inspire Rainbow’s confidence would be a colossal understatement. Unease and panic steadily get the better of her until she lets go with a blabbering wide-eyed scream and rushes over to Fluttershy.*)

**Rainbow:** What do I do? Everypony’s gonna see me fail! The Wonderbolts will never let a loser like me join! Princess Celestia will probably banish me to the Everfree Forest! MY LIFE IS RUINED!!

(*The audience of one does not immediately respond, but stares incredulously into the distance.*)

**Fluttershy:** Rare…?

**Rainbow:** Rare? The Sonic Rainboom is way more than rare!

**Fluttershy:** (*pointing*) Rarity…?

(*She had been trying to say that name a moment earlier. Now Rainbow swivels to look in the direction Fluttershy has indicated, the camera tilting quickly up to an extreme close-up of a multicolored, translucent butterfly-like wing unfurling slowly in midair. A similar shot frames the other wing, after which the camera cuts to an extreme close-up of the white unicorn’s face with the wings as a backdrop.*)

**Rainbow:** (*from o.s.*) Rarity! Are you… (*Zoom out; the wings sprout from her back.*) …*flying?*

**Rarity:** I most certainly am! (*flying down to the pair*) Aren’t my wings smashing? Twilight made them for me. I just adore them.

(*The colors on her wings explain the light patterns that played across the library at the end of Act One—sunlight shone in through them. Cut to the two pegasi, whose jaws would hit the ground if they could hang any lower.*)

**Rarity:** (*from o.s.*) Why so shocked? (*Back to her.*) We couldn’t leave our favorite flyer without a big cheering section.

**Rainbow:** “We”?

(*She and Fluttershy get another surprise when a hot-air balloon—the same one Pinkie and Spike used in “Fall Weather Friends”—breaks upward through the clouds. Riding in its basket are Twilight, Applejack, and Pinkie; it stops to leave them floating a few feet above the surface. All smiles from both pegasi.*)

**Rainbow:** I…I can’t believe it!

**Fluttershy:** It’s incredible! (*The balloon touches down.*)

**Rainbow:** This is so cool! You guys made it!

**Pinkie:** Sure did!

(*She hops over the side; cut to Rainbow, whose good cheer instantly gives way to sheer panic.*)

**Rainbow:** WAIT!!

(*The four pink hooves make contact with the clouds but do not fall through, instead sinking in slightly as if Pinkie were standing on a mattress. She grins hugely, leaving all three flyers greatly confused. Twilight and Applejack jump out a moment later.*)

**Rainbow:** How’d you do that? Only pegasus ponies can walk on clouds.

**Pinkie:** (*giggling, turning cartwheels*) Pretty cool, huh?

**Twilight:** I found a spell that makes temporary wings. (*Cut to Rarity; she continues o.s.*) But it was too difficult to do more than once. (*Zoom out to frame all six.*) So I found an easier spell that lets the rest of us walk on clouds.

**Applejack:** And we came to cheer you to victory.

**Rainbow:** To be honest, I *was* starting to get just the teeniest, tiniest bit nervous. (*Cut to just behind her, at cloud/ground level.*) But I feel a lot better now that you guys are here. (*Close-up.*) Hey! We’ve got some time before the competition. (*Zoom out to frame Fluttershy.*) Why don’t Fluttershy and I show you around Cloudsdale?

(*Enthusiastic agreement from the four visitors, who follow the pair away. Wipe to just behind them as they near the top of a ridge, and zoom in over it.*)

**Rainbow:** Here it is. (*now o.s.*) The greatest city in the sky!

**Twilight, Applejack, Pinkie, Rarity:** (*now o.s.*) Ooooh… (*Tilt down to frame flying pegasi.*) …ahhhh…

(*They are now seeing for themselves the vista that presented itself at the beginning of this act. Back to Rainbow, who looks ahead with a healthy dose of civic pride, which quickly vanishes at the sound of Rarity’s voice.*)

**Rarity:** (*from o.s.*) Ooooh…

(*Cut to her, admiring her winged reflection lovingly in a window.*)

**Rarity:** …ahhhh! (*Zoom out, putting Rainbow in the fore. The window is that of a clothing shop.*)

**Rainbow:** (*uncertainly*) Uhhhh…

(*Walking on, she and Fluttershy lead the rest of the group.*)

**Rainbow:** (*now o.s.*) Some of the greatest pegasi in history came from Cloudsdale.

**Rarity:** Ooh, wait for me!

(*She flies away from the shop window to catch up. Elsewhere, three stallions in hard hats, tool belts, and orange safety vests are doing construction work. Two grip the ends of a tape measure in their teeth to size up a column, while the third uses a jackhammer on the cloud foundation. The one with the free end lets go, allowing it to snap back into his partner’s mouth, and the jackhammer jitters away over the edge as all three look off to one side. Zoom out quickly to frame the cause of their distraction: Rarity flitting by on her new wings.*)

**Free-end stallion:** Those wings are gorgeous!

**Rarity:** Why, thank you! (*She swoops down over the others.*)

**Twilight:** Be careful with those wings, Rarity. They’re made from gossamer and morning dew, and they’re incredibly delicate.

**Rarity:** Don’t worry, Twilight. I’m sure they can’t get worn out from too much attention.

**Applejack:** Since we’re up here, I’d sure like to get a look at where the weather’s made.

**Rainbow:** Great idea! Come on, girls! (*flying ahead o.s.*) To the weather factory!

(*Wipe to a long shot of a building complex, built on the cloud equivalent of a narrow road winding along a cliff, and tilt up slowly to frame all of it. A rainbow laces down into one wing, waterfalls of its light trickle over the edges as they do at Rainbow’s house, and black storm clouds hang over other areas and crackle with lightning. Close-up of a closed door, which hisses upward in its frame to expose all but Rarity, now dressed in white hard hats and coats. Rainbow leads them through and into the factory, keeping her voice down on the next three lines.*)

**Rainbow:** This is where they make the snowflakes.

(*Cut to several under a magnifying lens on a table, being inspected by a worker dressed for the cold—fur-lined lab coat, with earmuffs over the hard hat.*)

**Rainbow:** (*from o.s.*) Each one is hoof-made.

(*Pan across the area. This pegasus and a second one are at workstations on opposite sides of a large vat of flakes, and all six ponies come into view during the pan. Rarity has a hard hat and coat as well, as does every pony employed here.*)

**Rainbow:** As you could [*sic*] see, it’s a delicate operation.

(*Rarity flies up to check out a couple of large specimens hung from the ceiling.*)

**Rarity:** Ooh, the snowflakes look even better from up here!

(*But the air currents created by her flapping not only cause these two to swing on their wires, but also send all the regular-size ones every which way on the production floor. Grumbling ponies gallop after them, many with bowls balanced on heads to catch them, but the sound of delicate flakes shattering on walls and floor comes through all too clearly.*)

**Rainbow:** We better move on before Rarity ruins winter and causes a drought.

(*She winces at the tinkle of another broken flake. Dissolve to three workers criss-crossing the upper reaches of a large round chamber, each with a net on a long pole—similar to a pool skimmer—over one shoulder. A freshet of rainbow light spills out of an aperture near the open ceiling level; tilt down to follow it through several suspended pools and toward the floor. Other pegasi are at work on these platforms, using their own skimmers to keep debris out.*)

**Rainbow:** (*from o.s.*) And here’s where they make the rainbows!

(*All but Rarity are down here, following her through the area. Pinkie dips one front hoof into the pool and licks it, smacking her lips to get the taste. Her face then cycles through a quick series of colors and painful contortions, accompanied by a brief burst of flame from her mouth, and she gasps for breath once she is back to her normal pink. This stuff has disagreed with her so badly that she almost cannot get her next word out.*)

**Pinkie:** Spicy! (*She gallops off; Twilight smiles; Applejack laughs.*)

**Rainbow:** Yeah. Rainbows aren’t really known for their flavor.

**Hoops:** (*from o.s.*) Whoa!

(*Cut to him, Dumbbell, and Score crossing the floor and keeping their eyes trained on Rarity, who is out for a midair stroll.*)

**Dumbbell:** Oh, where’d you get those amazing wings? I want a pair!

**Rarity:** Hmmm…yeah, I guess I could see that.

**Dumbbell:** Oh, hey, look, it’s Rainbow Crash again!

**Hoops:** (*laughing*) Yeah! Rainbow…um… (*fumbling for words*) …Crash!

**Rainbow:** (*from o.s.*) Rarity! (*Pan to the group as Rarity crosses to them.*) What are you doing talking to *these* guys?

**Rarity:** Oh, they were just admiring my wings, Rainbow Dash.

**Dumbbell:** Yeah. You should forget the Sonic Rainboom and just get yourself some wings like these!

(*The three lunks laugh heartily and fly off; Rainbow slumps despondently.*)

**Fluttershy:** Oh, come on, girls. Why don’t we go see how clouds are made? (*They head out; she addresses Rainbow.*) Don’t listen to them. You’re gonna win that competition for sure.

**Rainbow:** Are you kidding? I can’t *do* the Sonic Rainboom. And just look at these boring, plain old feathered wings. (*Cut to Twilight and Applejack; she continues o.s.*) I’m doomed!

(*The two followers share a concerned look. Wipe to the domed, open ceiling of an immense circular chamber and tilt down to ground level. Several pegasi are hard at work here, stirring large kettles that send up thick white clouds of vapor, while others pump the bellows to heat the ovens on which they sit. A mare flies to one empty kettle and tips in the contents of a bucket on her head; instantly the vessel erupts to life in a geyser of clouds.*)

(*Cut to a very uneasy Rainbow, whose attention is grabbed by a babel of admiring voices o.s.; a look across the room informs her that Rarity has once again become the center of attention. Close-up of her.*)

**Rarity:** What, these old things? Go ahead, everypony. Photos are encouraged.

(*Pan/tilt down to three slightly fed-up ponies—Twilight, Applejack, Fluttershy—on the latter part of this, then cut back to Rainbow, whose nerves are starting to chew her up again. As the showboating unicorn plays to the crowd, Twilight steps over for a word.*)

**Twilight:** (*softly*) Rarity, we’re supposed to be helping Rainbow Dash relax, remember? Put your wings away and stop showing off! (*Rarity flies higher with a contemptuous sigh.*)

**Rarity:** How can you ask me to put away perfection?

(*She ends up directly in front of the sun, so that its rays shine through her wings and throw pastel spots over the gathered workers. Pinkie has now rejoined the group, having recovered from her disastrous rainbow taste-test; she is the only Ponyville resident to join the workers in voicing their awe at the display. Seeing the end product of her impromptu light show, Rarity lets a wild laugh ring over the crowd.*)

(*Cut to a close-up of Twilight and zoom out as she turns to Rainbow, who is now huddled down on the factory floor with her head propped on her front hooves.*)

**Twilight:** Rainbow Dash, are you okay? You don’t look so good.

**Rainbow:** (*hyperventilating*) Of course. Why wouldn’t I be okay? Everyone’s so in love with Rarity’s wings that they won’t even notice when I totally blow it in the Best Young Flyers Competition! (*One young worker zips to the front.*)

**Young cloud worker:** Hey, there’s an idea! (*Cut to Rarity; she continues o.s.*) *You* should enter the competition! (*Ground level; an old one speaks up.*)

**Old cloud worker:** Yeah! I could watch you fly all day long!

**Rarity:** There really isn’t anypony who uses their wings quite like me. Perhaps I should compete.

**Rainbow:** *What?!?*

(*Rarity shifts away from the sun; tilt down to the sound of more awed mutterings. The cloud crew follows her off the production floor, leaving one shocked blue pegasus to gape after them. Her other four friends gather around.*)

**Rainbow:** What am I gonna do? I’ll never win the competition now.

(*Snap to black.*)

Act Three

(*Opening shot: fade in to the exterior of the Cloudosseum, the stadium seen in passing during earlier scenes. The ponies’ hot-air balloon floats at the edge of what would normally be the parking lot. Zoom in slowly to the sound of a trumpet fanfare and a packed house full of cheering fans, then dissolve to a zoom in on one section of the stands inside. Here, clouds at three levels have been set up as box seats, with a single large, ornate seat placed dead center at the lowest level. Above it are a large emblem depicting Princess Celestia’s sun cutie mark within a heart, and a statue of a winged unicorn walking on a cloud—this is her private loge.*)

(*Cut to the backstage area and pan across the gathered competitors as they talk excitedly among themselves, each with a number pasted over his/her cutie mark. Rainbow, wearing number 2, paces nervously by herself before the entire group starts to move out. Behind them, one mare knocks at the closed door of a dressing room; it opens and Rarity puts her head out. She, Rainbow, and all the ponies of concern have put away the hard hats and coats they wore at the weather factory, and Applejack will have her cowboy hat back on when she is seen next.*)

**Rarity:** I’m going to be a while!

(*She lifts one gleaming front hoof, blows a bit of dust from it into the mare’s face, and slams the door. Now Rainbow peeks out from behind a curtain and spots her friends in one of the boxes, the camera zooming in and cutting to a close-up. Pinkie laughs while holding a “#1” foam finger aloft on one front hoof, but a tilt down to the next level frames Dumbbell, Hoops, and Score, whose laughter is far from light-hearted. This shot frames Score’s cutie mark in full: three footballs. Rainbow swallows hard upon catching sight of them.*)

(*Cut to a long shot of the crowd and tilt up on the next line to frame the speaker: a blue stallion with gray/white mane and tail and a dark gray jacket, trimmed in white, that hides his cutie mark. He also sports sunglasses and a headset microphone that amplifies his voice, and a cloud lifts him well above the top-level seats. This is Madden, the event announcer.*)

**Madden:** Fillies and gentle-colts! Please rise and join me in welcoming our beloved Princess Celestia!

(*The cheering intensifies as the fanfare plays again and she descends into her seat, flanked by two guards, before waving to the crowd.*)

**Madden:** Please welcome our celebrity judges for the Best Young Flyer Competition…the Wonderbolts!

(*Zoom out as six pegasi fly overhead, approaching from behind. They wear the blue/yellow jumpsuits and goggles seen in Rainbow’s fantasy during “The Ticket Master,” and they leave gray cloud contrails in their wake. In an instant, they launch into a near-vertical climb, then form a single-file line that becomes an impossibly tight cluster before they fly apart in a burst of fireworks. Their six trails form an outline in the sky that bears some slight resemblance to a head-on view of a pegasus with wings spread. Cheers erupt from the audience, and Rainbow smiles at the display as three Wonderbolts settle into the box seat to Celestia’s left and the other three rise out of view.*)

**Madden:** And now, let’s find out who will take the prize as this year’s Best Young Flyer!

(*Backstage. A light tan mare with bright orange mane/tail, a pink sweater that hides her cutie mark, and a pair of half-moon glasses on a chain walks in; she too wears a headset mic. Her mane is curly, but her tail is straight. This is the stage manager, Lucy, whose voice carries a nasal New York accent and marks her as an older, hard-bitten type.*)

**Lucy:** Okay, contestant number one, you’re up!

(*On the end of this, cut to #1 as she trots eagerly past Rainbow. The latter looks toward her own rump and lets off a startled yell, the camera zooming in on the big 2 stuck there. Outside, #1 flies through the curtain and into the arena; cut to backstage again.*)

**Lucy:** Okay, number two, let’s go!

(*Now in a total panic at being called up on deck, Rainbow looks here and there quickly.*)

**Rainbow:** Um…

(*Cut to #5, a stallion chewing on a tuft of hay; she slinks quickly behind him.*)

**Lucy:** (*from o.s.*) Come on, come on, we ain’t got all day!

(*In close-up, his number is yanked off and switched for hers; zoom out to frame both.*)

**Rainbow:** She’s talking to you! (*Spooked, he lets the hay fall out.*)

**New #2:** Oh! Uh… (*trotting ahead*) …well, I guess that’s me!

(*She watches him head out with a smirk. Dissolve to a pair of contestants, stallion #12 and mare #6, in the backstage area; as he flexes a foreleg muscle for her, Rainbow reaches into view and swaps #6’s placard for her #5. Pan to Lucy.*)

**Lucy:** Okay, number four, time to go!

(*The dressing room door opens and Rarity steps up—mane in curlers, face covered with her favorite mud mask.*)

**Rarity:** I’m number four, and I need just one more itsy-bitsy minute. Be a dear and have somepony go ahead of me, hm?

**Lucy:** Look. I don’t care who it is, but somepony’s gotta go on! (*#7, a stallion, is raring to go.*)

**#7:** Let’s do this!

(*Once he has galloped out, Rainbow makes a little noise of surprise upon seeing her #6.*)

**Rainbow:** What am I gonna do?

(*Quick pan to #15, who happens to be the cross-eyed pegasus Derpy Hooves seen in “Feeling Pinkie Keen,” and zoom in on her number. From here, dissolve to Twilight, Applejack, Fluttershy, and Pinkie in their box seat and cut to a close-up of Twilight.*)

**Twilight:** I loved number seven! Doing fifteen barrel rolls in a row can’t be easy! (*Pan to Fluttershy.*)

**Fluttershy:** My favorite is number ten. She just looked like such a nice pony.

**Applejack:** Hm. Wonder how come we haven’t seen Rainbow Dash or Rarity yet. The competition’s almost over.

(*A cut and pan across the now-empty backstage area answers half of her question: Rainbow’s nerves have reduced her to a bug-eyed, twitching wreck huddled at the base of a column. A close-up reveals that she has acquired the #15 worn by Derpy; zoom out as Lucy comes over and prods her with a hoof.*)

**Lucy:** Number fifteen, let’s go!

(*The sound of an opening door catches both of them off guard. Cut to one of the dressing rooms, with mist swirling out of the just-opened door and a hazy silhouette visible beyond. The camera shifts to frame Rarity’s emerging figure from the shoulders down, then cuts to a close-up and zooms out to frame all of her on the next line. As Lucy turns toward Rarity, her sweater shifts enough to expose her cutie mark, which depicts three tornadoes. The vainglorious unicorn has shed her curlers and mud mask and donned a headdress of pink feathers whose base fits over her horn, as well as a garment styled to resemble her wings—yellow-dotted pink upper portions arcing over her flanks, yellow-streaked blue ones riding low toward the floor. The two sections join at a pink collar fringed with fluffy yellow/blue feathers, and she wears heavy makeup and yellow/pink anklets on each foreleg.*)

**Rarity:** Rarity is ready!

**Lucy:** (*from o.s.*) Look, ladies. (*Cut to her and Rainbow.*) I don’t know what to tell you. There’s only time for one more performance. (*as Rarity approaches*) If you both want to compete, you’ll just have to go out there together.

**Rarity:** Well, Rainbow Dash, shall we?

(*Her unstrung opposite number can do little more than smile and gibber weakly. Cut to Madden.*)

**Madden:** And now, for our final competitor of the day… (*The curtain; Rainbow floats out as he continues o.s.*) …contestant number fifteen! (*Rarity comes out after her.*) Uh…and apparently contestant number four.

(*The other four cheer, with Pinkie waving her foam finger and Fluttershy barely making herself heard. Close-up of Rarity.*)

**Rarity:** Good luck, Rainbow Dash. Just do your best. (*Pan to Rainbow; she leans in close.*) I hope you don’t mind, but I took the liberty of changing our music. That rock and roll doesn’t really match my wings.

(*A piece of news Rainbow did not want to hear, judging from her scared gulp. Rarity does a couple of dance steps and twirls in midair as a pizzicato string introduction is heard.*)

**Rainbow:** (*tapping head with hoof*) Come on, Rainbow Dash. You can do this.

(*Cut to just behind her, panning across the arena as she continues; ahead of her is a long line of cloud pillars. A light waltz begins to play.*)

**Rainbow:** Just remember the routine. (*now o.s.*) Phase One.

(*Back to her; she takes off, swerving through the obstacles at high speed just as she did during her practice in Act One. Her cheering section whoops it up as before, and she is on top of her game—until she swerves a bit too early and slams into a pillar. The error sends her yelling and careening into the arena wall; tilt up from her to the three trash-talking stallions.*)

**Hoops:** Nice work, Rainbow Crash!

(*Horse laughs from all three as she regains her senses and the camera tilts up to the four suddenly worried mares. Rarity, meanwhile, makes a nimble leap and follows it with a high-speed pirouette before flying backward in the direction of her jump. Some distance below, Rainbow recovers herself as best she can.*)

**Rainbow:** Time for Phase Two.

(*Off she goes, flying up and out of the Cloudosseum at an angle and circling a cloud to set it spinning as in practice. Two others in a nearby bank of three get the same treatment.*)

**Fluttershy:** Look! Phase Two is working!

(*Cheers from the other three; now the sky-blue daredevil gets the last cloud turning, but a wayward clump smacks her in the face and sends her tumbling. The cloud drifts out of position as she describes a graceless head-over-heels backward flight, and she stops just in time to realize that it is headed straight for the royal box. Celestia gasps softly, and she and her two guards duck out of the way an instant before the cloud smacks into the arched entrance and evaporates. Naturally, this goof throws an even bigger scare into Rainbow, who looks across the way and spots her opposite number doing a few twirls for the crowd.*)

**Rarity:** And now for my grand finale, I will fly right up to the sun and beam my beautiful wings over the whole city of Cloudsdale! (*giddily*) Oh, they’ll be talking about it for years!

(*Now she does her own climb as a very flustered Rainbow stares up after her.*)

**Rainbow:** Looks like this is my last chance to turn things around. Phase Three—the Sonic… (*Gulp.*) …Rainboom. (*Zoom out slightly as she eyes her wings.*) Wings, don’t fail me now.

(*Up she goes, quickly pulling even with Rarity in a very long shot and even passing her. Several spectators in the stands gasp, and she continues her ascent while the wind tries its best to peel her face off. Rarity, on the other hand, glides serenely up and toward the sun, stopping only when she has centered herself in front of it. Sweat begins to run down her face due to her exertion and/or the heat at this altitude, and she addresses herself toward the crowd far below.*)

**Rarity:** Look upon me, Equestria, for I am Rarity!

(*Zoom out slightly on the end of this; she spreads her wings, creating a spread of pastel-tinted sunbeams that bathe the entire Cloudosseum and elicit awestruck gasps from the fans. Way in the middle of the air, though, a close-up of one wingtip frames a wisp of black smoke that licks upward from it as the waltz comes to an end. In a longer shot, both wings vanish in a sudden lick of fire, incinerated by the sun’s energy, and leave behind only flakes of soot that crumble away from the showoff unicorn’s back. Her eyes go wide as she realizes that the laws of physics have just socked it to her.*)

**Rarity:** (*softly*) Uh-oh.

(*They get her again once gravity takes hold; she plummets screaming toward the Cloudosseum with every limb flailing wildly.*)

**Twilight:** (*from far below*) Oh, no! (*Cut to her.*) Her wings evaporated into thin air!

(*And the unicorn in question promptly drops past all three levels of box seats and out through the arena’s open floor. The three Wonderbolts in the box seats spring to attention and dive after her, only to be knocked senseless one by one when they catch up to her windmilling hooves. Her scream drifts up to the still-climbing Rainbow, who slams on the brakes.*)

**Rainbow:** Hold on, Rarity! (*dropping through Cloudosseum*) I’m coming!

(*She dives, Rarity screams, and Fluttershy covers her eyes with a scared little cry.*)

**Fluttershy:** I can’t look!

(*If the wind was trying to peel Rainbow’s skull clean before, now it is toying with the idea of turning all of her inside out. There is one difference from her practice session: she now dives with both forelegs extended, not just one. Ahead of her hooves, the rounded wave front begins to form just as before; Rarity gives a surprised gasp, followed by happy ones from Twilight, Applejack, and Pinkie as Fluttershy uncovers her eyes. Now the turbocharged pegasus’ eyes water from the air rushing past her face, and sparks begin to crackle from the wave front. It elongates just as before, but this time there is no resisting force to slow Rainbow’s flight and hints of varied colors shimmer along its edges.*)

(*With a sudden hard kick of acceleration, she breaks through the wave, which turns into a rainbow-hued blast that ripples outward from the spot. She continues her plunge at this insanely fast speed, leaving a sparkly rainbow contrail that persists in the air long after she has gone. When the burst washes over the Cloudosseum, every jaw hangs slack except one, whose owner leaps ecstatically in her seat while yelling at the top of her lungs.*)

**Fluttershy:** A SONIC RAINBOOM!! SHE DID IT!!

(*Ground level, long shot of the four falling ponies.*)

**Fluttershy:** (*from o.s. above*) SHE DID IT!! WHOOOOO!!

*(*Cut *briefly to an overhead view of the group and quick zoom toward Rarity. At ground level again, Rainbow’s trail and the quartet both disappear behind the tall grass, then emerge from it together and rocket along to barely clear the tops of the blades. The three befuddled Wonderbolts have wound up piled on Rainbow’s back, while Rarity is hanging on to both forelegs for dear life. A not-quite-so-sharp 90-degree turn takes them back up toward Cloudsdale; only now does Rainbow glance back over her shoulder and take in what she has done.*)

**Rainbow:** Whoa.

(*Her rainbow describes a semicircular arc over the Cloudosseum, dropping out of sight on the far side, after which she rises up through its base with the trail no longer stretching behind her. Inside, a squad of pegasi helps the three professional flyers off her back and holds Rarity up while Rainbow settles at the edge of the arena. Her hooves have barely touched down before the crowd explodes into a storm of cheers, confetti, and streamers, and she stares around openmouthed as Fluttershy gives her pipes another workout.*)

**Fluttershy:** A SONIC RAINBOOM!! WHOOOOO!! YEAH!!

(*Whether the tears forming in Rainbow’s eyes are due to the standing ovation, or to the fact that she finally got Fluttershy to do a proper cheer, may never be known. She turns to Rarity.*)

**Rainbow:** I did it! I did it!

**Rarity:** (*out of breath*) Yeah…you sure did. Oh, thank you, Rainbow Dash. You saved my life.

**Rainbow:** Oh, yeah. I did that too. (*laughing*) Best day ever!

(*Cut to a long overhead shot of the Cloudosseum and zoom out slowly to frame the glittering rainbow, which still stretches over it from side to side, then dissolve to its first level just past the edge of the arena floor. The hot-air balloon is parked here; Rarity stands in it, having shucked out of her costume, while the other five cluster around. Since she never had the cloud-walking spell cast on her, the basket affords the only solid patch she can stand on. Zoom in on the six.*)

**Rarity:** I want to apologize to all of you for getting so carried away with my… (*choking back a sob*) …beautiful wings. I guess I just lost my head. (*Next three lines overlap.*)

**Fluttershy:** It’s okay.

**Applejack:** Oh, don’t worry ’bout it, kiddo.

**Pinkie:** We still love you.

**Rarity:** (*to Rainbow*) And I’m especially sorry that I was so thoughtless as to jump into the contest at the last minute, after you had worked so hard to win it. Can you ever, ever forgive me?

**Rainbow:** Aw, it’s okay. Everything turned out all right, right? I just wish I could’ve met the Wonderbolts when they were awake.

(*A hoof clad a blue jumpsuit sleeve, marked with a yellow lightning bolt, reaches into view and taps her on the shoulder. When she turns around, she finds herself face to face with the three Wonderbolts who swept down to save Rarity. She manages a tiny gasp before getting her tongue in gear.*)

**Rainbow:** (*excitedly*) Oh my gosh, oh my gosh, oh my gosh, oh my gosh, oh my gosh!

(*One of the three, a yellow-orange mare with a two-tone orange mane, speaks up. She will later be identified as Spitfire.*)

**Spitfire:** So you’re the little pony who saved our lives. We really wanted to meet you and say thanks.

**Rainbow:** Oh my gosh, oh my gosh, oh my gosh, oh my gosh, oh my gosh!

(*Cut to Celestia and her guards as they arrive on the scene.*)

**Twilight:** (*from o.s.*) Princess!

(*All Ponyville residents but Rarity kneel briefly and stand up as the camera zooms out to frame the royal trio.*)

**Celestia:** Hello, Twilight Sparkle, and hello to your friends too. (*Cut to Rarity.*)

**Rarity:** Princess Celestia, I’m sorry I ruined the competition. (*Zoom out slightly; she turns to Rainbow.*) Rainbow Dash here really is the best flyer in Equestria.

**Celestia:** I know she is, my dear. That’s why for her incredible act of bravery, and her spectacular Sonic Rainboom, I’m presenting the grand prize for Best Young Flyer to this year’s winner, Ms. Rainbow Dash.

(*Cut to said Best Young Flyer on the second half of this line. She stares in slack-jawed bewilderment until Celestia finishes and sets a gold tiara on her forehead; it is decorated with a lightning bolt centered above her eyes and a wing near each ear. As her mouth freewheels again, she is lifted on the heads of Applejack, Fluttershy, and Pinkie and carried away.*)

**Rainbow:** Oh my gosh, oh my gosh, oh my gosh, oh my gosh, oh my gosh, oh my gosh, oh my gosh, oh my gosh, oh my gosh, oh my gosh, oh my gosh! (*Pan to Celestia, Twilight, and Rarity.*)

**Celestia:** So, Twilight Sparkle, did you learn anything about friendship from this experience?

**Twilight:** I did, Princess… (*glancing at Rarity*) …but I think Rarity learned even more than me.

**Rarity:** I certainly did. (*Cut to her.*) I learned how important it is to keep your hooves on the ground— (*Zoom out to frame Twilight.*) —and be there for your friends.

**Celestia:** Excellent. Well done, Rarity.

(*Zoom out again as the three carriers rejoin them and set Rainbow down.*)

**Rainbow:** This really is the best day ever!

(*Pan slightly; the three stallions are behind her, and all their earlier derision has vanished.*)

**Dumbbell:** Uh, hey, Rainbow Crash—

**Hoops:** (*nudging him in the ribs*) Dash!

**Dumbbell:** Oh, uh—sorry, Rainbow Dash. Uh, we just wanted to congratulate you on winning the competition.

**Hoops:** (*rearing*) That Sonic Rainboom was awesome!

**Rainbow:** Heh…thanks, guys.

**Dumbbell:** Uh, w-we’re really sorry we gave you such a hard time before.

**Rainbow:** Aw, that’s okay. Don’t worry about it.

**Dumbbell:** Hey, do you want to hang out with us? Uh, maybe you could show us how you did that incredible trick.

**Rainbow:** Sorry, boys.

(*She zips up to where two Wonderbolt stallions are waiting in midair, drops a foreleg over each one’s shoulders, and starts away with them.*)

**Rainbow:** (*not looking back*) But I’ve got plans.

(*To claim her prize and spend the day with her idols, that is. The three fly off, silhouetting themselves against the sun as the view fades to black.*)