**WONDERBOLTS ACADEMY**

**Written by Merriwether Williams**

**Produced by Sarah Wall, Devon Cody**

**Story editing by Meghan McCarthy**

**Supervising direction by Jayson Thiessen**

**Directed by James Wootton**

**Transcribed by Alan Back (**[**ajback@yahoo.com**](mailto:ajback@yahoo.com)**)**

Note: All mentions of ponies other than the six main characters refer to pegasi.

Prologue

(*Opening shot: fade in to a long shot of Rainbow Dash’s cloud house floating high above Ponyville during the day. Tilt down to ground level, where Twilight Sparkle and her friends are set up for a picnic on a hilltop, with a large beach umbrella planted to keep the sun at bay. Pinkie Pie hops cheerfully around both them and the mailbox standing nearby on its post. Zoom in slowly, the view dissolving to a closer shot of the group in the process; the box bears an upside-down copy of Rainbow’s cutie mark, with the tri-color lightning bolt acting as the flag. Twilight is reading, Applejack is eating an apple from the plateful she brought, and Rarity has donned sunglasses and is sipping a drink through a straw. The blue pegasus, though, inspects a hoof in a rather bored manner as Pinkie hops by on only her hind legs during the next pass.*)

**Pinkie:** (*impatiently*) Ooooh, I wish the mail pony would just come already! (*hunching down*) I can’t wait another minute to find out if Rainbow Dash got in or not! (*She starts shivering.*)

**Twilight:** Pinkie Pie, you’re more nervous than Rainbow Dash.

**Rainbow:** I’m not nervous at all. When I get into the Wonderbolt Academy— (*Pinkie zips up into her face; Rarity props her shades on her forehead.*)

**Pinkie:** (*shaking her*) *If* you get in! *If* you get in! Don’t jinx it! (*Rainbow pushes her back.*)

**Rainbow:** I’m telling you, it’s in the bag.

**Pinkie:** *Don’t jinx it!*

**Applejack:** She *is* the best flyer in Ponyville.

(*The last word has barely left her tongue before a multicolored blur whips skyward past her to stop in front of a cloud. It knocks the apple out of Applejack’s grip and tears her hat off; only a snatch at the brim keeps it from going airborne as well.*)

**Rainbow:** In Ponyville?

(*A few seconds of quick circling are all she needs to sculpt the cloud into a hill and put a ramp in from top to bottom; she winds up at the high end.*)

**Rainbow:** (*sliding down headfirst*) I’m probably the best flyer in all of Equestria! (*She glides down past the others on her back.*) I wouldn’t be surprised if they just went ahead and made me a Wonderbolt on the first day.

(*The end of this line is delivered as she eases down toward the ground, barely clearing the grass, and she runs into a set of very light tan hooves. Seen from the neck down, the body attached to them is dressed in a blue jacket, light blue shirt, and dark gray tie; the edge of a pegasus wing is just visible, folded up over a set of saddlebags marked with a winged gold badge. Cut to her upside-down perspective of the new arrival, a brown-maned, green-eyed stallion wearing a blue cap with the same badge. He holds up a letter, marking himself as the mail carrier Pinkie has been waiting on.*)

**Mail carrier:** Got a letter here for Rainbow Dash.

(*Right-side-up view of both; she eagerly snatches it away, rips off the envelope with her teeth, and spits it away to read silently. Zoom in slowly as her exuberance drains away in record time; finally she lifts her eyes from the paper.*)

**Rainbow:** (*softly*) I didn’t get in.

(*Collective shock; Applejack has her hat back on, and Rarity has put away her sunglasses. Pinkie sucks in a quaking gasp, and Rainbow regards the letter in close-up for a long, tense moment. She then turns it toward the camera with a sudden smile, revealing a check-marked ribbon attached; zoom out to frame the others.*)

**Rainbow:** Gotcha! (*She laughs at her own prank; the others brighten.*) You guys are so gullible. Like I wasn’t gonna get in.

(*Pinkie tackles her out of the air, knocking the letter away. The two are visible only as a rolling pink/blue blur for a moment on the next line before they stop, with Pinkie grabbing her friend up in a crushing hug.*)

**Pinkie:** I’m just *sooooooooo* happy for you!

**Rainbow:** Uh…uh, thanks? (*Pinkie hugs tighter.*) Pinkie Pie? I kinda need to get going.

(*The earth pony’s grip clamps down even more strongly, causing the red-violet eyes to bulge out so far that they may be in danger of exiting their sockets. After perhaps two bone-crushing seconds, she lets go.*)

**Pinkie:** Okay. I’m done. (*She hops away; Rainbow rubs her own back.*)

**Rainbow:** (*doing a quick loop-the-loop*) Sooner I get there, sooner I get to show ’em my stuff.

(*She dives past Applejack and Rarity, who have taken the strap of her saddlebags in their teeth and are pulling it taut. The move whisks the luggage away so that it ends up on her back; she skids to a stop on the grass.*)

**Rainbow:** See you guys in a week!

**Applejack:** Good luck! (*Rainbow gets a galloping start.*)

**Rainbow:** Won’t need it!

(*Up she goes. Pinkie races after her for a few strides, stops, and produces an enormous bullhorn which she turns on with a short squeal of feedback. When she yells into it, her words come out amplified to a volume that literally sets the surrounding mountains rumbling and shaking.*)

**Pinkie:** ***DON’T FORGET TO WRIIIIIITE!!***

(*The echoes and tremors take some seconds to die away, and she finds the remaining four mares with disheveled manes and hooves in ears once she turns away from the mouthpiece.*)

**Pinkie:** Do you think she heard me?

(*Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to Rainbow in flight and pan/tilt up ahead of her to frame a plateau resting on a high outcropping of rock that juts up among the clouds. A paved runway has been laid along its length, buildings have been erected in the surrounding clouds on one side, and a few moving specks mark the ponies getting in a little flight practice. Cut to the new student as she glides slowly through the camp, staring awestruck at the bustle of activity; below her on the runway, two instructors are sending a squad of cadets up in pairs. The latter wear goggles and sleeveless tunics in the same design as the Wonderbolts’ blue/yellow jumpsuits, with high collars that cover the neck and part of both cheeks.*)

(*As Rainbow continues flying, she spots the squad doing a hairpin turn to pass through a floating cloud hoop. A second group picks up speed for a takeoff, while a third does push-ups. Pan from this last to a dark blue stallion on the pull-up bar; one of the two instructors is watching him, clipboard in hoof. Gray stallion, darker gray mane/tail/mustache all cropped in a proper military style, short-sleeved blue uniform jacket with lighter collar/cuffs, matching cap with holes cut out for his ears. The jacket displays a badge consisting of a gold lightning bolt overlaid on a silver shield, and the cap is set with the winged lightning-bolt logo of the Wonderbolts. His eyes are hidden behind sunglasses through which they can barely be seen.*)

(*Nearby, a dark gray mare flies through a slalom of hoops, then soars up to pass Rainbow.*)

**Rainbow:** Oh, yeah! This is gonna be sweet!

(*She flies toward the camera. Fade to black as her face fills the screen, then in to a close-up of a red flag on a pole as it flutters in the wind and tilt down to ground level. Several ponies have gathered in a line on the tarmac, luggage and all, and are talking among themselves. Included in the group are Thunderlane, Cloudchaser, and Bulk Biceps—the last of these being the ridiculously pumped-up white stallion who kept yelling “YEAH!!” during “Hurricane Fluttershy.” The next, derisive, contempt-laden female voice causes them all to shut up and snap to attention.*)

**Voice:** Well, looky what we got here.

(*Cut to a close-up of three uniformed instructors, seen from the neck down, as they step into view and proceed down the line. One is white, dressed in a jacket identical to the one worn by the gray instructor, who can be seen at the back of the group. The last one’s yellow-orange coat and two-tone orange tail identify her as Spitfire; her entire jacket is the same blue, instead of having the lighter collar/cuffs of the others. She sports a set of military medal ribbons in place of the lightning-bolt/shield badge, along with a colored rank tab on her sleeve and a winged lapel pin. In addition, she wears a white dress shirt and dark gray tie under her jacket.*)

(*Tilt up to frame all three faces. White is a stallion with a short brown mane, cap, and light brown eyes. He and Spitfire wear sunglasses similar to Gray’s, and Spitfire has a whistle on a lanyard around her neck. She continues ahead while the other two stop, marking her as the senior instructor of the trio.*)

**Spitfire:** Bet you all think you’re Wonderbolt material, don’t you?

**Cadets:** YES, MA’AM!

**Spitfire:** Think you got what it takes to be an elite flyer?

**Cadets:** YES, MA’AM!

**Spitfire:** (*smiling a bit*) Well, then, let me be the first to tell you.

(*That smile vanishes as she leans close and jabs a hoof into one mare’s chest. Her next motions reveal her cutie mark clearly for the first time, licks of flame that form a bird in mid-dive.*)

**Spitfire:** *You don’t!* (*pacing again*) If you had what it took to be an elite flyer, you’d already be a Wonderbolt! (*She gets in Cloudchaser’s face.*) Still think you’re something special?

**Cloudchaser:** (*knees/hocks shaking badly*) No, ma’am!

(*The expert mare directs her attention toward Bulk, revealing a badge on the other breast of her jacket: gold lightning bolt on a blue rectangle, above three red pips. She regards his massive chest—but the lets off a scared little squeak to give away his severe case of nerves. As he forces his face into something resembling a stoic expression, she eyes his barbell cutie mark and tiny wings skeptically and then hovers to look him in the eye.*)

**Spitfire:** You think you’re hot stuff?

(*He wilts with a strangled moan and she zips over to Rainbow, who keeps her eyes trained straight ahead instead of turning them to the side she is standing on.*)

**Spitfire:** You look like you’re the worst flyer in the whole Academy. You’ll probably quit after the first day.

**Rainbow:** No, ma’am! I’d never quit, ma’am!

**Spitfire:** (*walking on, smiling a bit*) Hah.

(*She stops at the next mare in line: light blue-green coat, two-tone yellow-brown mane, yellow-brown eyes. This is Lightning Dust, whose voice broadcasts a wealth of self-confidence.*)

**Spitfire:** What about you? Bet you couldn’t fly past the first flagpole without getting winded.

**Lightning:** Try me, ma’am. (*Spitfire lowers her shades and stares over them.*)

**Spitfire:** What’s that? (*Rainbow shoots her an uneasy sidewise glance.*)

**Lightning:** Let me show you what I’ve got, ma’am.

**Spitfire:** (*shades back up*) Ah. You want a chance to prove yourself, huh?

**Lightning:** Yes, ma’am!

**Spitfire:** Well, then. Now’s your chance. (*to the whole group*) Give me five hundred laps! All of you! (*Collective groan.*) NOW!

(*A blast from her whistle gets them lifting off, with Rainbow and Lightning well ahead of the others. Dissolve to a long shot of the entire Academy campus, plateau and surrounding buildings. The cadets are zooming through their laps, going along the runway, around the plateau on the buildings’ side, and through a hole in a cloud bank to complete the loop. As Cloudchaser hits the straightaway, Rainbow and Lightning flash past her in a double contrail—rainbow and two-tone, jagged bolt matching the latter’s mane. Cloudchaser pulls up short, and she and all three instructors are left coughing in the dust cloud stirred up by the pair’s wake.*)

**Spitfire:** Lap four hundred and ninety-nine! (*Close-up of Rainbow.*)

**Rainbow:** One more lap to go!

(*Zoom out slightly as she glances off to one side and nods. Lightning is over here to return the nod, acknowledging the wordless challenge.*)

**Lightning:** You’re on!

(*They surge ahead, neither gaining more than a half-length lead on the other on the home stretch. This sequence reveals Lightning’s cutie mark for the first time; a white lightning bolt with a cluster of three yellow stars. They are neck and neck as they hurtle past the instructors. Their dust cloud is thick enough to completely fill the screen for a moment.*)

**Spitfire:** Five hundred! (*The racers skid to a stop; she walks past them.*) Not bad…for a couple of newbies.

**Lightning:** (*to Rainbow*) Name’s Lightning Dust. (*They high-five with their wings.*)

**Rainbow:** Rainbow Dash.

**Lightning:** Want to grab some grub in the mess hall? (*Cut to Rainbow.*)

**Rainbow:** Definitely.

(*She walks off toward it. Dissolve to the interior of what appears to be a dark tunnel, the camera pointing toward one end. It flips down and outward to expose Pinkie’s eagerly smiling face beyond—this is actually a mailbox. Her face falls, finding it empty, and she closes the hatch; the performance repeats itself a moment later. From here, cut to her peeking in again; she and the box stand outside Sugarcube Corner. Pinkie keeps opening/closing during the next line.*)

**Applejack:** (*from o.s.*) Pinkie Pie… (*Zoom out to frame her walking up.*) …Rainbow Dash hasn’t even been gone twenty-four hours yet. Give her a chance to settle in first. (*She touches Pinkie’s shoulder.*) Why don’t we just go see what Twilight’s up to? I hear Princess Celestia’s got her workin’ on some new spells. (*Pinkie leaves the box alone and smiles thoughtfully.*)

**Pinkie:** New spells, huh? Okay!

(*The blond mare’s mane/tail are back in their usual rough order after the sonic abuse they took from Pinkie’s bullhorn. The two begin walking together, but get only a few feet away before she stops short.*)

**Pinkie:** Wait! If I’m not here when Rainbow Dash’s letter arrives, I won’t be able to read it right away. And if I don’t read it right away, I won’t be able to write her back right away. (*Cut to Applejack; she continues o.s.*) And if I don’t write her back right away— (*Back to her, steadily getting more worked up; zoom in slowly.*) —she might think I didn’t get her letter and then she might worry it got lost. And if she’s worrying about her letter, she’ll be distracted, and if she’s distracted, then she won’t do well at the Academy! And if she doesn’t do well at the Academy, then she’ll get kicked out! And if she gets kicked out, they’ll never allow her to be a Wonderbolt! And if she doesn’t get to be a Wonderbolt, all her dreams will be crushed!

(*Cut to a longer shot, framing both earth ponies; she finally stops for breath.*)

**Pinkie:** *And it’ll be all my fault!* (*She pitches onto her back.*)

**Applejack:** (*unfazed*) So in other words, you’re stickin’ by the mailbox. (*Pinkie gets up with a smile.*)

**Pinkie:** Yep.

**Applejack:** (*walking away*) Suit yourself.

(*Cut to Pinkie and zoom out slowly as she resumes her box-checking, with appropriate mood shifts. From here, dissolve to a few clouds in the happy blue sky and tilt down.*)

**Spitfire:** (*from o.s.*) The Wonderbolts are the fastest, best precision flyers in the world.

(*On the end of this, the camera stops on the runway, where she is addressing the cadets, now kitted out in tunics and goggles. She stands in front of a very large object covered with a tarp; White stands to one side of this, while Gray is at a control panel on the other. Cut to a slow pan down the line; all have their goggles propped on foreheads.*)

**Spitfire:** (*from o.s.*) But spin-outs can still happen. And when they do… (*Cut to her.*) …a Wonderbolt must be able to recover quickly. (*White grabs tarp in teeth and pulls.*) This…

(*Long shot: the object proves to be a large wheel, vertically mounted, with a smaller metal wheel attached out near the edge. A belt runs over this, connecting it to a still smaller wheel at the hub, and it has a handlebar mounted on it to resemble a trash can lid.*)

**Spitfire:** …is the Dizzitron! It’s gonna make you very, I repeat, *very* dizzy!

(*Cut to a pan along the line on the end of this; Rainbow and Lightning are the only ones with cocky smiles.*)

**Spitfire:** (*from o.s.*) Your task is to try to recover— (*Cut to her and White; zoom in slowly.*) —and fly straight again, as soon as possible. (*stepping forward*) Once you have recovered, you must come in for a smooth landing. Now, who’s first?

(*Rainbow and Lightning each raise a foreleg.*)

**Spitfire:** You!

(*Ignoring the two eager volunteers, she instead focuses on a pink, two-tone blond-maned mare at one end of the line.*)

**Spitfire:** You’re up!

**Pink cadet:** (*panicked*) Me?

(*She looks past the no-nonsense officer, the camera shifting briefly to her blurring perspective of the Dizzitron. Back to her; she swallows hard and keeps looking for a silent second or two.*)

**Spitfire:** *NOW!!*

(*The mare flashes up to the machine and slips herself underneath the outer wheel’s handle, gripping it with her front hooves so that it goes over her belly.*)

**Spitfire:** Ready?

**Pink cadet:** Yes, ma’am! (*She settles her goggles on her eyes.*)

**Spitfire:** Go!

(*Gray pulls a lever back and throws it forward, bringing the rig to life. As the main wheel picks up speed, the pulley system causes the outer one to spin as well; several of the other cadets become visibly queasy trying to follow the rotations. The pink mare’s lips peel back from her teeth due to the wind rushing past her.*)

**Spitfire:** Release!

(*Gray’s next pull on the lever launches her off the Dizzitron in a pinwheeling blur of wings, legs, and mane/tail. The world whirls around her for an eternity until she manages to get herself flying back toward the campus on something resembling a steady course. Her landing, however, consists of a low moan and skid down the runway on her haunches, followed by flopping spreadeagle onto her belly as she slows and spins to a stop. Behind the goggles, her eyes counter-rotate for a moment before her head flops forward; tilt up from her to frame Spitfire eyeing a stopwatch.*)

**Spitfire:** Huh. Fifteen seconds. Decent… (*She pockets the watch.*) …but I wouldn’t go writing home about it. Who’s next?

(*Cut to White, dragging the semiconscious mare away by a fold of her tunic in his teeth; his cutie mark can now be distinguished as a gold medal with wings. Zoom in on Rainbow and Lightning with forelegs again raised.*)

**Spitfire:** (*from o.s.*) All right, Rainbow Dash. (*Lightning’s face falls.*) Let’s see what you got.

**Rainbow:** (*saluting*) Yes, ma’am!

(*An instant later, she is off the ground, tucking herself into the rider’s spot on the now-stopped Dizzitron, and pulling her goggles into place.*)

**Spitfire:** (*clicking stopwatch*) Okay, go!

(*The machine does its thing once again.*)

**Spitfire:** Release!

(*The sky-blue pegasus gets slung out, watches heaven and earth do the cha-cha for a second, and quickly rights herself for a direct run back toward the grounds. She swerves back and forth a bit just to show off before blasting past Spitfire and White.*)

**Spitfire:** Six seconds! (*She pockets the watch and peers over her shades.*) That’s an Academy record!

(*Cut to Rainbow; she settles back into her place among the cadets. The pink one has her goggles up again.*)

**Pink cadet:** (*whispering*) You made it look so easy! (*Rainbow lifts hers.*)

**Rainbow:** I make everything look easy.

**Spitfire:** (*from o.s.*) Okay, Lightning Dust! You’re up! (*Lightning flies up to the stopped rig.*)

**Lightning:** Ma’am, can you put the Dizzitron at maximum speed? (*She takes her place.*) I want to push my limits.

(*The yellow-orange mare and her white counterpart trade an uncertain glance.*)

**Spitfire:** You sure about that?

**Lightning:** Yes, ma’am! (*Down come the goggles.*)

**Spitfire:** (*resignedly*) Okay, you asked for it.

(*The flick of her eyes toward Gray is all the prompting he needs to throw his lever and start the Dizzitron again. As the RPM’s mount, he pulls a second lever, causing a needle on the control panel’s gauge to swing through three different sectors—marked with a turtle, rabbit, and winged skull with two lightning bolts. As the needle hovers in this last zone, Lightning can be seen only as a whirling blur of blue-green on the outer wheel; in close-up, the wind threatens to tear her entire face off. Spitfire watches impassively.*)

**Spitfire:** Release!

(*And off goes the cadet, leaving a corkscrewing lightning-bolt contrail that seems to go on forever. However, she almost immediately brings herself to a stop and plunges down toward the grounds, pulling up just short of the runway and flashing past Spitfire and White. The former glances at her stopwatch and clicks it.*)

**Spitfire:** Six-point-five seconds! Not bad!

(*Cut to the line; Lightning, her goggles up, struts back and trades a high five with Rainbow. The next two lines are delivered simultaneously.*)

**Rainbow:** Oh, yeah!

**Lightning:** Hah!

**Spitfire:** (*from o.s.*) Next!

(*All eyes pop at her yell. Dissolve to cadets standing/sitting/lying next to the runway, in various stages of dishevelment and disorientation, and pan to follow the latest flyer on her unsteady way in for a landing. She skids past Rainbow and Lightning and out of view, and the two wince at the sound of a very loud crash, keeping their voices down on the next three lines.*)

**Rainbow:** Nopony even came close to six seconds!

**Lightning:** They should make us Wonderbolts right now. (*Spitfire and Gray walk up behind them.*)

**Rainbow:** Yeah, they should.

(*Her sotto-voce laugh is cut off by the boss’s barking voice.*)

**Spitfire:** Listen up! For the rest of the camp, you’ll be working in pairs. Tomorrow morning I’ll post the teams— (*Cut to the grouping cadets; she continues o.s.*) —including who’ll be lead pony and who’ll be wing pony. (*Back to her and Gray.*) Good luck! (*Exit the pair.*)

**Lightning:** (*whispering, to Rainbow*) Like we’re gonna need it. (*They do a high five, down low.*)

**Rainbow:** (*whispering, laughing*) Yeah!

**Lightning:** Yeah!

(*Dissolve to the Academy mess hall and zoom in slowly. Tables set with trays and cups, serving counter at the back wall, Wonderbolt logo above it, posters and artwork of various members hung up near the windows. Several cadets have congregated around a list tacked up on the wall; Rainbow happens across Cloudchaser and the pink mare who was first up on the Dizzitron. Based on Spitfire’s announcement and the blue sky seen through the windows, it is now the following morning.*)

**Rainbow:** So, which one of you lucky gals gets to be *my* wing pony? (*The two trade a grin and silent laugh.*) What?

**Cloudchaser:** Uh, you might want to check the wall.

(*They go on their way; she pushes her way to the front of the group, stares fixedly, and lets her eyes pop with a little gasp.*)

**Rainbow:** A wing pony?

(*She plods away, only for Lightning to bull her way through and catch up with a relieved smile.*)

**Lightning:** They made us a team. (*resting foreleg on Rainbow’s shoulder*) Isn’t that awesome?

(*Zoom in on Rainbow, who forces a smile onto her face but lets it melt into an unnoticed expression of unmitigated disappointment. Snap to black.*)

Act Two

(*Opening shot: fade in to a close-up of a Wonderbolt publicity photo being slid onto a desk by Spitfire. She stamps a hoof onto it, leaving an imprint for an autograph, and pushes it away. Cut to frame her in her office, seated at her desk and working through a stack of such photos. A file cabinet stands in one corner, and a poster and some framed pictures are hung up at the windows. The door opens to admit Rainbow, without her goggles; cut to a head-on view of her. Gray and White stand just inside it, to either side of the frame.*)

**Rainbow:** Permission to enter, ma’am.

**Spitfire:** (*bored, still signing*) What is it, Rainbow Dash?

**Rainbow:** I had the best time on the Dizzitron! Only six seconds!

**Spitfire:** And?

**Rainbow:** And you made me a wing pony!

(*Spitfire stops her work, removes her sunglasses, and takes her time deliberately folding them up and setting them down.*)

**Spitfire:** Because I believe you and Lightning Dust will be an unstoppable team. Do you not think you’ll be an unstoppable team?

**Rainbow:** Yes, ma’am!…I mean, no, ma’am!…I-I mean…w-we’ll be an unstoppable team, ma’am.

**Spitfire:** Then what’s the problem?

(*The flying ace takes a moment to find just the right words.*)

**Rainbow:** I think I should be lead pony, ma’am.

**Spitfire:** And I think Lightning Dust likes to push herself a little harder than you do. (*Cut to a rapidly deflating Rainbow; she continues o.s.*) That’s why I made *her* lead pony.

(*She leans into view, thudding her front hooves onto the desk.*)

**Spitfire:** Got it? (*Zoom in slightly on Rainbow.*)

**Rainbow:** Yes, ma’am. (*Head-on view of Spitfire.*)

**Spitfire:** Good.

(*Donning the mirrored lenses, she goes back to her photo-signing task; Rainbow realizes that any further words would be useless and exits the office. Dissolve to the cadets on the runway. Rainbow, in decidedly low spirits, clomps up next to Lightning; the former has goggles back on forehead and a silver badge pinned to her tunic, while the latter proudly holds up a gold one for her to see. Both badges depict the head, wings, and trailing mane of a pegasus mare. The Ponyville flyer musters up a pained smile before Lightning puts hers on and both face front. Spitfire, Gray, and White address the crew, the camera zooming out to a long shot of the grounds as she does so. All cadets have now been assigned their roles as lead or wing pony.*)

**Spitfire:** Today you will all be participating in a flag hunt. (*Cut to two pairs of cadets; she continues o.s.*) We’ll divide you into two teams—red…

(*White pops up among them, waving a red pennant; cut to the other two pairs, including Rainbow/Lightning, where Gray shoves in to wave a blue one.*)

**Spitfire:** (*from o.s.*) …and blue. (*Back to her, pacing.*) Whoever finds the most flags of the opposing team’s color, wins.

(*Cheers from the group; the pink mare—wearing the gold badge of a lead pony—turns to her stallion teammate.*)

**Pink cadet:** Oh, this is gonna be so much fun! (*Spitfire gets in their faces.*)

**Spitfire:** If you think this is gonna be fun, you are sadly mistaken. (*pacing*) This is for training purposes. (*Cut to Rainbow and Lightning; she continues o.s.*) This is not recess!

(*They pull goggles over eyes; cut back to Spitfire, still pacing, on the start of the next line.*)

**Spitfire:** Lead ponies and wing ponies must fly together. (*now o.s.*) If any pair splits apart— (*She leans back to Bulk and Cloudchaser.*) —they will be immediately disqualified. (*They squash a bit closer together.*) Do you understand?

**Cadets:** (*saluting*) YES, MA’AM!

**Spitfire:** Then let’s go!

(*A whistle blast sends them all into the clouds. One pair peels off, then another, and Rainbow/Lightning find themselves flying even with Cloudchaser/Bulk.*)

**Lightning:** Ready to rock and roll?

**Rainbow:** Ready!

(*They zoom ahead, cutting tight curves around the vertical walls of the high plateau and keeping an eye out for flags belonging to the opposing red team. Rainbow has a bit of trouble keeping up with her partner’s sharp maneuvering, but soon catches up on a straight run.*)

**Lightning:** You spotted any flags yet?

**Rainbow:** Not yet.

(*Cut to their perspective, passing over a crevasse bridged by two logs lying close together, and zoom in quickly. A red flag has been placed inside.*)

**Rainbow:** Oh, there’s one! (*Back to the pair; they stop.*)

**Lightning:** Good eyes! (*She dives on it, Rainbow following.*)

**Rainbow:** We should slow down! It doesn’t look like both of us can make it at this speed!

**Lightning:** Heh.

(*She does the exact opposite, accelerating her plunge and forcing Rainbow to shift her wings into fifth gear so as not to be left back. Her apprehension grows as they near the ground; Lightning drops neatly through the gap in the logs, but Rainbow gets a few feathers grazed off one wing.*)

**Rainbow:** (*now underground*) Ow!

(*Down below, Lightning snatches up the flag, but Rainbow’s lost plumage has cost her quite a bit of speed and stability. Cut to the runway; the two touch down in front of the instructors, Lightning carrying the flag by its pole in her teeth.*)

**Spitfire:** Lightning Dust and Rainbow Dash have found the first flag!

(*The second banana sits on her haunches and nurses her wing, only to be soon interrupted.*)

**Lightning:** (*galloping to her*) Come on! Let’s find some more!

**Rainbow:** Uh…sure, just…gimme a second.

**Lightning:** (*lifting off, dismissively*) Oh, you’re fine.

(*Looking over at the instructors for backup, she gets only an arched eyebrow from Spitfire.*)

**Rainbow:** (*hesitantly*) Yeah. Totally.

(*But the effort it takes her to start flapping and get off the ground tells quite a different story. Behind her rising hooves, the view wipes to a close-up of a snoring Pinkie, still outside the front door of Sugarcube Corner. She has fallen asleep sitting up, and quite a few strands of her mane have popped loose like snapped clocksprings. The sleep-bagged blue eyes fly open as she sucks in a lung-bursting gasp; cut to a longer shot that puts her by the mailbox all over again. She desperately yanks it open, then closes it again with a look of utter defeat—empty again—and slumps lower on her haunches. Zoom out to frame Twilight, Applejack, Fluttershy, and Rarity watching her with concern from an alley across the way. All four have their manes and tails back to normal after the bullhorn blowback of the prologue.*)

**Rarity:** She’s still at it.

**Fluttershy:** I just wish we could help her.

(*The grooming-challenged pink pony instantly zips over to them.*)

**Pinkie:** Help me? The only thing that could possibly help me right now is a letter from Rainbow Dash! It’s been three days already. (*to Applejack*) By now, she probably doesn’t even know our names anymore. (*grabbing Twilight’s cheeks*) She probably can’t remember our faces! (*She moves to an open spot and hams it up.*) “Pinkie Pie? I never heard of a Pinkie Pie.” (*walking to mailbox*) “Who is Pinkie Pie?”

(*She opens it yet again and stares glumly inside as Twilight approaches.*)

**Twilight:** Well, if you’re so worried— (*A bit of magic shuts it.*) —then why don’t *you* send her a letter first? (*Pinkie thinks it over and smiles.*)

**Pinkie:** Of course! (*hopping in place*) That’s a great idea! (*Sighs of relief from Applejack, Fluttershy, and Rarity.*) But wait! I got an even better idea!

(*She zooms away from them; an instant later she pokes her head out of the mailbox, throwing Twilight for a loop.*)

**Pinkie:** How about we send Rainbow Dash a care package? (*She climbs out, getting a hind leg stuck briefly.*) You know, before she forgets all about us? Although, come on, let’s face it. It’s probably too late for that. But, uh, maybe it’ll jog her memory somehow.

(*She has not noticed Twilight’s circling behind her during this line, but the violet unicorn rests a reassuring hoof on the pink flank.*)

**Twilight:** Pinkie Pie, I’m sure Rainbow Dash still remembers our faces and who we are. But I think sending her a care package is a great idea.

**Pinkie:** (*beaming, hopping sideways toward Sugarcube Corner*) A care package it is! We’ll send it through the mail!

(*Now Twilight allows herself a silent sigh, only to have it cut off by Pinkie—now on the doorstep and just about to enter.*)

**Pinkie:** Wait! (*Zoom in quickly as she turns from the door.*) Uh…that won’t work at all!

**Applejack:** Why not? (*Pinkie crosses to her.*)

**Pinkie:** (*increasingly worked up*) Because what if the package gets lost in the mail? What if somepony else gets the package by accident and then *she* remembers us instead of Rainbow Dash, and then *she* becomes our new friend? And then the real Rainbow Dash won’t ever know that she used to have friends and she forgot them!

(*The blond mare weathers this verbal fusillade with a “you’ve got to be kidding me” look superglued onto her face, and only lets it go once Pinkie keels over backward.*)

**Applejack:** Is anypony else followin’ this?

**Twilight, Fluttershy, Rarity:** (*a bit scared*) Mmm-mmm. (*Pinkie zips over to them, now all smiles.*)

**Pinkie:** I’ve got it! We’ll deliver the care package to Rainbow Dash in person! (*They smile as well.*)

**Rarity:** I wouldn’t mind a little trip.

**Twilight:** I’ll go. (*Applejack crosses to the four.*)

**Applejack:** Count me in!

**Fluttershy:** Me too.

**Pinkie:** Me five! But don’t be upset if she doesn’t recognize you at first. It may take a while for her to get her memory back.

(*Assorted reactions of disbelief, including Twilight clapping a hoof to her face. Dissolve to a slow pan across a different runway from the one seen on the Academy grounds up to now. This one is built in the sky, with cloud hangars and hoops laid out along its course, and resembles the summer flight camp seen during Fluttershy’s flashback in “The Cutie Mark Chronicles.” Spitfire and her colleagues stand waiting for the cadets to gather in, and White plays a bugle fanfare in close-up. A zoom out reveals that his horn is aimed directly into Spitfire’s ear, blowing her mane/tail sideways; she quickly gets fed up and levers the bugle off his lips, then faces forward. Cut to behind the cadets, now looking out over the hoops and challenges laid out for them.*)

**Spitfire:** (*from o.s.*) Today we’ll be doing our famous Air Obstacle Course.

(*Tilt up quickly to three cadets hovering in front of hoppers, buckets balanced on heads. The contents are tipped in, sending up geyser bursts that produce thick white clouds; cadets at a still higher level buck these to set off lightning. Elsewhere, wind machines run at maximum output.*)

**Spitfire:** (*from o.s.*) The object of this exercise is to work on your precision flying under extreme circumstances. (*Cut to Rainbow and Lightning, ready to take off; Rainbow’s wing is healed. Goggles up.*) And don’t worry about winning. It’s not a race.

(*Lightning tips a challenging wink to her wing pony, who seems a bit taken aback by her apparent plan to ignore Spitfire’s words. Back to the trainer.*)

**Spitfire:** Now everypony, get on your marks!

(*Goggles are lowered, White blows a whistle, and he and Gray wave the cadets ahead as they gallop to the end of the runway and take off. High overhead, one team after another soars through the hoops. One mare on cloud-hopper duty dumps in a fresh load, sending up a cumulus blast that knocks Cloudchaser and Bulk off course; Rainbow reacts with surprise, but Lightning throws her a cocky grin and races ahead. Once Rainbow catches up, the two rocket through hoop after hoop and dodge the fresh clouds coming up from the hoppers. However, they are forced to hit the brakes in order to avoid slamming into a slow-moving pair ahead of them.*)

**Lightning:** Ugh! Can’t they go any faster? It’s no good! I can’t get around them!

**Rainbow:** Doesn’t matter. We can still fly completely in sync and blow Spitfire’s mind with our moves. (*They speed up.*)

**Lightning:** (*not convinced*) I guess.

(*At each of the next two hoops, they fly through, then do a loop-the-loop to go through again. The slower pair have now picked up speed, and they enter a thick bank of gray, rainy clouds with Rainbow and Lightning on their tails. Inside, the lead pair struggle to maintain forward progress through the merciless wind gusts but are virtually stopped in their tracks, causing a traffic jam.*)

**Lightning:** What *are* they, a couple of snails? It’s just a little weather.

(*The squall and accompanying lightning strike give Rainbow pause, but sunlight soon works its way across her face due to their emergence into clear skies. Up ahead are the wind machines.*)

**Lightning:** Now’s our chance to pass these slowpokes!

(*They power ahead, knocking the lead pair aside so that they take out the others hanging back, and easily swerve to avoid the gale-force winds before touching down on the runway as one. They skid to a stop in front of the instructors, and Spitfire checks her stopwatch and smiles.*)

**Spitfire:** Not bad! And in record time, too. Definitely made the right decision making you two a team.

(*Rainbow beams at this high praise. Cut to a long shot of the wind machines; a telescope lens is swung into view to clearly reveal the details—various other cadets trying to get loose of the clouds they were knocked into. This is Spitfire’s perspective.*)

**Spitfire:** The others seem to have had a little trouble with the precision part of the exercise.

(*On the second half of this line, cut to her behind the eyepiece, one eye greatly magnified by the scope’s lenses. She then backs away from it.*)

**Spitfire:** I’d better go help sort them out.

(*Close-up of Rainbow and Lightning, the former now showing considerable unease at having put them in this fix, the latter not a bit concerned. Zoom out as Spitfire, White, and Gray lift off. Gray’s cutie mark can now be seen as a gold star and a pair of white wings.*)

**Spitfire:** Why don’t you two go hit the mess hall early? (*They fly away.*)

**Lightning:** Yes, ma’am! (*She walks on; Rainbow turns to look after the trio and salutes.*)

**Rainbow:** Thank you, ma’am! (*raising her goggles*) Um, Lightning Dust? (*Lightning turns back toward her.*) Next time, maybe we don’t cut the other teams off like that.

**Lightning:** Hey, you snooze, you lose. (*lifting off, doing loop-the-loops in front of Rainbow*) Besides, Wonderbolts are supposed to be able to recover from a spin-out.

(*Close-up of Rainbow, who is having some difficulty buying into this line of reasoning.*)

**Lightning:** (*from o.s.*) You saw them on the Dizzitron. They could use the practice. (*Rainbow flies up to her.*) I mean, it’s not our fault we’re so much better than those other guys. Not everypony is destined to become a Wonderbolt. Only the best of the best, right?

(*She wings ahead while Rainbow looks behind herself, spotting the instructors in the process of airlifting a cadet away.*)

**Rainbow:** Yeah… (*stammering a bit*) …I guess you’re right. (*Cut to Lightning, now landed at the mess hall doors.*)

**Lightning:** ’Course I’m right. (*She bucks them open.*) Now let’s go fuel up. (*flying in*) Kicking all that tail has made me hungry.

(*Back to Rainbow on the end of this; she walks in, hunched down as if trying to disappear into herself and escape this scene. Fade to black.*)

Act Three

(*Opening shot: fade in to the cadets, now gathered at the runway on the high plateau. Gray pops up into view and blows a whistle; the group lifts off, rising high into the sky before pairs start peeling off. Well-placed hoof strikes break up one cloud after another, and Gray marks each team’s tally on a chalkboard down below. The board is split into four columns, each headed with one pair’s cutie marks, and Rainbow and Lightning are well ahead of the others. Bulk bites one cloud into submission.*)

**Bulk:** YEAH!!

(*The two ace flyers exhibit a few unorthodox methods for smashing the clouds: flying into one headfirst, slicing others in half with the wake of their passage, bouncing through a dense patch like a pinball in the bumpers. They pull even with each other next.*)

**Lightning:** I have an idea about how we can literally blow away our competition.

(*Her wing pony’s glance off to the side discloses the others’ slow pace.*)

**Rainbow:** But we’re already way ahead.

**Lightning:** Are you in or not?

(*Cut to a close-up of a suddenly pensive Rainbow.*)

**Spitfire:** (*memory*) Lightning Dust likes to push herself a little harder than you do. That’s why I made *her* lead pony.

**Rainbow:** I’m in!

**Lightning:** Then follow my lead.

(*Rainbow copies her moves, first rolling away to one side and then flying in a tight circle until a large tornado takes form and begins to destroy all the clouds in the vicinity. It then starts to move across the sky, annihilating each white puff it encounters—but inside, Lightning’s dead-steady flight pattern wavers badly.*)

**Lightning:** I can’t control it!

(*She is thrown clear, then Rainbow, and the twister veers sharply away. At the chalkboard, Gray takes one look at how far these two have outscored all the others and drops his chalk in shock. A zoom out reveals that he is not reacting to the totals, but to the rapidly approaching funnel cloud; it shatters the board and nearly takes him out too, but for his last-second gallop away.*)

(*Elsewhere, the hot-air balloon repeatedly used by Twilight and company breaks upward through the cloud cover, carrying the five visitors from Ponyville. Close-up; Pinkie, now properly groomed and rested, is holding a box—the care package she had planned to bring along—as the tornado’s winds kick up.*)

**Applejack:** (*pointing*) It’s a twister! (*And they are drifting straight toward it.*)

**Twilight:** Hold on!

(*The balloon is dragged in; cut to Rainbow, sprawled out on the plateau. She lifts her head woozily, then jolts back to full, panicked awareness upon seeing the balloon’s violet blur whirling at insanely high speed. One by one, the ropes connecting the basket and canopy snap, leaving the former to hurtle out of the tornado and plummet with its cargo of screaming mares.*)

**Rainbow:** *NOOOOOO!!*

(*A multicolored streak flashes past several tired/scared cadets, and in short order she is power-diving to pull ahead of her friends, now tumbling free of the basket. She plunges into a hole on a lower ledge of the Academy plateau; the other end sends her out the side farther down, and she flies tight circles around a large bank of clouds. While doing so, she drives her shoulder against them and gradually ascends; the clouds are gradually whittled and compressed into a single wad. When Twilight and company hit it, they do not fall through but instead sink in slightly, as if they have just fallen onto a mattress.*)

(*Rainbow switches to a brief corkscrew, causing the cloud to shoot them upward like a spring and disintegrate. Fresh screams tear the air but turn into relieved sighs when five cadets swoop in to catch them. Tellingly, Lightning and Bulk are not among them, but the latter arrives a bit later to catch the now-squashed care package with a grin. Rarity, in Thunderlane’s grip, shakes her head clear and hugs him, while Fluttershy has been rescued by Cloudchaser. Embarrassment sets in at having forgotten to use her wings; she pulls loose and hunches down with a sheepish grin as the cadet throws her a dirty look. Twilight and Applejack are first to be set down safely; Rainbow flies up over the edge in a panic, her goggles up.*)

**Rainbow:** Are you guys okay? (*She zooms over; all but Pinkie are now on the grass.*)

**Twilight, Applejack, Fluttershy, Rarity:** Uh-huh.

(*After a quick nuzzle from the violet unicorn, Rainbow looks behind herself and starts in fright.*)

**Rainbow:** Pinkie Pie!

(*Cut to the pink earth pony, who has ended up flat on her belly in the grass. After a bit of effort, she lifts her head clear and breaks out in a quivering, teary-eyed smile at the sight of her friend. Two pink forelegs clamp onto the tunic-clad shoulders.*)

**Pinkie:** You… (*She hoists herself into Rainbow’s forelegs.*) …remember me!

**Rainbow:** Well, yeah, of course I remember you. But what are you all doing here? (*The other four cross to her.*)

**Applejack:** We wanted to bring you a care package. (*Pinkie gets down.*) Didn’t realize you’d be in the middle of some crazy tornado drill. (*Lightning pushes in past the cadets; goggles up.*)

**Lightning:** That…was…*awesome!* (*Angry glares from the others.*)

**Rainbow:** Awesome? My friends could’ve been smashed to pieces!

**Lightning:** Yeah, but they weren’t, right? (*She rockets up above the crowd and peers into the clear sky.*) Can’t say the same for the clouds. We totally wiped them out with that tornado.

(*Down she comes, lounging in midair with hind legs crossed and forelegs behind head.*)

**Lightning:** The other cadets’ll have to be up there for days to bust as many as we did.

(*On the end of this, cut to the others, none of whom appreciate her dig at them. She extends a foreleg toward Rainbow in anticipation of a high five, but gets only a disbelieving stare that works its way toward indignation.*)

**Rainbow:** A hoof bump? Seriously? (*She pushes the hoof away.*) You made me clip my wing. You sent half of our class into serious tailspins on the obstacle course. You unleashed a tornado that nearly demolished my friends!

**Lightning:** Yeah? And?

**Rainbow:** And I get that you want to be the best. So do I. (*Cut to Lightning; she continues o.s.*) But you’re going about it in the wrong way. (*The entire group again, cadets and mares.*)  
**Lightning:** The Wonderbolts don’t seem to think so. After all, Spitfire did make *me* the leader and *you* the wing pony.

(*That takes some of the starch out of Rainbow and her friends.*)

**Rainbow:** (*resignedly*) You’re right. She did.

(*Cut to a closed door as Rainbow’s foreleg extends into view toward it in time with her approaching steps. A push swings the door inward, exposing Spitfire at the desk in her office.*)

**Spitfire:** This better be important. (*Cut to inside; Rainbow steps up.*) You’re supposed to be up there busting clouds with your partner.

**Rainbow:** (*saluting*) We’re done with that, ma’am.

**Spitfire:** (*surprised*) Already?

(*She pulls off her sunglasses and looks up toward the wall behind her; tilt up to the clock mounted above the windows.*)

**Spitfire:** (*from o.s.*) That’s an Academy record. (*Down to her.*) Explain your methods.

**Rainbow:** That’s why I’m here, ma’am. Lightning Dust decided to use a tornado.

**Spitfire:** A bit excessive for cloud-busting… (*smiling*)…but judging from your time, it was obviously an effective tactic.

**Rainbow:** (*stepping closer*) Yeah, well, that “effective tactic” nearly took out my friends! No disrespect, ma’am, but there’s a big difference between pushing yourself as hard as you can and just being reckless.

(*The veteran’s face has rearranged itself into a look of genuine surprise during this statement. Cut to a close-up of her, cocking one eyebrow in careful scrutiny.*)

**Rainbow:** (*from o.s.*) And if being reckless is what gets rewarded around here… (*Back to her.*) …if that’s what it means to be a Wonderbolt, then I don’t want any part of it.

**Spitfire:** What are you saying, newbie?

(*Close-up of the desk surface; one sky-blue hoof slaps down onto it and is withdrawn, leaving the silver wing-pony badge. Tilt up to Rainbow’s grimly set face.*)

**Rainbow:** I quit.

(*Now Spitfire’s eyes widen to the size of dinner plates, the camera zooming out quickly to frame Rainbow walking stolidly out of the office. Once the door closes behind her, those blue wings snap tight to her flanks and her own eyes pop wide—the full impact of her two words has just caught up to her. Throwing the door a cringing over-shoulder glance, she slinks away.*)

(*Dissolve to an overhead view of the plateau runway and zoom in on the six Ponyville residents gathered at one end.*)

**Applejack:** You did *what?!?* (*Close-up; Rainbow is putting on her saddlebags.*)

**Rarity:** Being a Wonderbolt was your dream!

**Rainbow:** Not anymore. (*Twilight touches her shoulder.*)

**Twilight:** I’m sorry, Rainbow Dash. (*Applejack comes up on her other side.*) I know how much this meant to you.

(*The three lean their heads sadly against each other. Cut to a long shot behind the six.*)

**Spitfire:** (*from o.s.*) Rainbow Dash!

(*Zoom out to frame her trotting up. The three turn toward her voice; cut to a head-on view of Spitfire, Gray, and White all moving in. She has her sunglasses back on. To say that she is plenty angry would be an understatement.*)

**Spitfire:** How dare you storm out of my office without giving me a chance to respond! (*now nose to nose with Rainbow*) The Wonderbolts are looking for the best flyers in Equestria. (*Shades come off.*) But you were right. Being the best should never come at the expense of our fellow ponies. It’s not just about pushing ourselves. It’s about pushing ourselves in the right direction. (*smiling*) You’ve shown that you’re capable of doing just that.

(*The smile turns into a grimace as she glances back and throws a gesture. Behind her, Gray and White step aside to expose a contrite Lightning standing a short distance back from them. She steps up hesitantly and gets a furious yellow-orange face shoved into her own, followed by the lead-pony badge being ripped off her tunic. It takes a patch of fabric with it and sends her into a bug-eyed gape of disbelief, followed by her best effort to keep from bursting into tears as Spitfire points emphatically back the way she came. Lightning walks back along the runway, her spirits perhaps six feet below her hooves, and gives the group one last half-hearted flick of her wings before being escorted away by Gray and White. Cut to a close-up of Rainbow.*)

**Spitfire:** (*from o.s.*) You’re no wing pony, Rainbow Dash.

(*Tilt down to her chest as the senior instructor reaches into view and attaches the confiscated gold badge.*)

**Spitfire:** (*from o.s.*) You’re a leader. (*Zoom out to frame both.*)

**Rainbow:** (*wings twitching*) Oh my gosh, oh my gosh, oh my gosh, oh my gosh, oh my gosh!

(*Twilight, Applejack, and Pinkie share a smile, and Spitfire resumes her no-nonsense demeanor as soon as she puts her sunglasses back on.*)

**Spitfire:** Now get up there and give me twenty!

**Rainbow:** (*saluting, pulling goggles over eyes*) Yes, ma’am!

(*She takes off, instantly shedding the saddlebags, and meets up with the other, non-disgraced cadets in midair. They snap her a salute, which she returns proudly, and follow her as she starts in on those twenty laps. As Pinkie’s other friends watch them fly, she leaps up frantically, holding the crushed and battered box of goodies, and calls up after the newly promoted Wonderbolt-in-training.*)

**Pinkie:** Wait! You didn’t even get to open your care package!

(*She sulks on the runway as Spitfire averts her eyes from what is probably one of the stranger minor crises she has encountered in her time on the flight team. Fade to black.*)