**TANKS FOR THE MEMORIES**

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Prologue

(*Opening shot: fade in to a patch of quiet blue sky and tilt down to follow Rainbow Dash in her high-speed flight toward Ponyville. Her pet tortoise Tank is out for a leisurely aerial cruise above the houses, propeller and goggles strapped on. She rockets by him fast enough to leave him spinning in place, then doubles back to gather him up and point into the sky.*)

**Rainbow:** Look at that, Tank.

(*Cut to a long shot of Cloudsdale, floating at a considerable altitude, and zoom out to frame pony and reptile on the start of the next line. The city hovers in the far distance, out past Twilight Sparkle’s castle.*)

**Rainbow:** (*excitedly*) Cloudsdale’s here! That means Ponyville is next up for winter!

(*Letting go, she turns her eyes in a different direction. Cut to the upper reaches of a stretch of trees whose leaves have turned the red/gold/brown of autumn. A tremor sets the foliage to falling, and a tilt down reveals the source: a multitude of ponies barreling through these woods and wearing numbered placards over their cutie marks. The Running of the Leaves has come to Whitetail Wood, as seen in “Fall Weather Friends.”*)

(*A tumble of leaves fills the screen, which clears to give a head-on shot of the racers. Rainbow pulls in above them.*)

**Rainbow:** You’re doing awesome, everypony! Keep it up! (*pointing to one side, then the other*) We need *those* leaves off *those* trees!

(*Tank cruises along, stopping next to a cloud on which she alights.*)

**Rainbow:** (*to him*) Once we get autumn cleared away— (*sitting on haunches*) —it’ll be hel-loooo, winter!

(*To which her animal companion responds with a cavernous yawn, throwing her for a loop.*)

**Rainbow:** (*suspiciously*) Was that a yawn I just saw? (*He does it again; she gets in his face and grabs him animatedly.*) How can you be tired when the most exciting time of the year is right around the corner? And don’t forget the best part! (*twirling him/letting go; he spins away*) Our first winter together!

(*The whirling trajectory settles into a slow descent; now really concerned, she drops to his level.*)

**Rainbow:** (*lifting his head*) Come on, wake up! (*pointing to pegasi towing clouds*) Once those ponies bring in the big fat clouds full of snowflakes— (*now hovering separately from Tank*) —we’ll have a ton of snow for our extreme sledding!

(*Tilt down quickly, the view fading to white and then in to a white-ringed view of mare and tortoise riding side-by-side sleds down a white-blanketed slope. She laughs and lets off a long, ecstatic whoop as they cross paths both before and after passing a tree, and the two trade a high five once they are in the clear. From here, dissolve to an extreme close-up of the lethargic green face, eyes starting to drift closed for a snooze, and zoom out quickly as Rainbow eagerly points him elsewhere.*)

**Rainbow:** (*pointing*) And over there, we can play horse hockey— (*Long shot of a pond; she continues o.s.*) —with no shoulder or rump pads!

(*During this line, a dissolve changes the view to a winter-wonderland version of the pond, now frozen over and with a hockey net placed on the ice near one end. Tank stands in front of this—goalie duty—while Rainbow skates toward him, dribbling a hockey puck by means of the stick in her teeth. She is kitted out in a jersey and helmet, and she takes a shot, which Tank blocks by clamping his jaws onto the puck. This shot picks out the oversized face mask he wears, with the central portion cut away to make room for a face guard so he can push his head through. The sound of a cheering crowd accompanies Rainbow’s charge and intensifies when Tank blocks and smiles around the puck, cocking an eyebrow.*)

(*Another dissolve brings the view back to the sleepy-eyed tortoise. He snaps his head up with a weak smile that reassures Rainbow for only a moment when the camera cuts to her. On the start of the next line, zoom out to frame Twilight flying over to her.*)

**Twilight:** Everything’s looking great, don’t you think?

**Rainbow:** Almost everything. (*pointing ahead*) Does Tank look all right to you?

(*Back to Tank on the end of this; he is now rotating slowly in place and letting off a fresh yawn.*)

**Twilight:** Well, he does seem to be moving a little slowly.

**Rainbow:** I know, right? (*Close-up of Tank’s drowsy expression.*)

**Twilight:** (*from o.s.*) And he looks kinda sleepy. (*Back to the two mares.*)

**Rainbow:** Totally!

**Twilight:** (*smiling*) Just like he always does.

**Rainbow:** (*forcing a smile*) Yeah. (*Chuckle.*) I-I’m sure you’re right.

(*Twilight flies off, leaving the lethargic, yawning shellback to drift past his discomfited owner. She grimaces to herself, the view zooming in slowly on her before fading to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to an extreme close-up of Fluttershy hunched down to Tank, who has been set upright. She has the business end of a stethoscope in her teeth and is holding it against the underside of his shell, while the earpieces are plugged into her ears. As the camera zooms out to frame these two in her cottage, with Rainbow watching anxiously, there is no sound but Tank’s slow, ponderous heartbeat. The zoom shows that he is sitting upright on a pillow that rests on the floor, stripped of his flying gear.*)

**Rainbow:** (*impatiently*) Well? (*Fluttershy stands up, letting the end drop from her mouth.*)

**Fluttershy:** (*removing stethoscope*) I suppose his heartbeat *could* be a teensy-weensy-eensy bit slower than usual.

**Rainbow:** Okay, so give him a vitamin or something!

(*Both glance in his direction; cut to the green slowpoke, now snoring happily where he sits. He topples over sideways after a moment and settles onto his belly in short order.*)

**Fluttershy:** I don’t think he needs that.

**Rainbow:** Maybe we’re just staying up too late. (*hunching down to Tank*) Uh, too many Daring Do stories. (*She pats his head with an unsteady grin, nibbling her bottom lip.*)

**Fluttershy:** Oh, that’s not it either. (*Rainbow rises to her haunches and frantically swivels to face Fluttershy.*)

**Rainbow:** Well, what’s wrong with him, then?!?

**Fluttershy:** Nothing. He’s perfectly fine.

(*The flying ace comes up with a relieved smile and sigh and relaxes against Tank.*)

**Fluttershy:** He’s just going to hibernate.

(*There goes the moment of ease; Rainbow gets back on her hooves and leans into Fluttershy’s face.*)

**Rainbow:** You do realize he’s not a bear, right?

(*This prompts a giggle from the animal caretaker. Cut to a full bookcase and zoom out on the start of the next line to frame her crossing to it.*)

**Fluttershy:** When the weather grows cold and less food is available, many animals hibernate to conserve energy.

(*Standing up to her hind legs, she nips a book down from a high shelf with her teeth; close-up of this as it lands on the rug. On the cover is a sleeping squirrel, its long tail curled around it in a circle and its head resting on a pillow. Fluttershy reaches into view and opens the cover.*)

**Fluttershy:** (*from o.s., flipping pages*) It’s like taking a really long nap during winter.

(*The turn exposes pictures of two sleeping animal families—rabbits on the left page, bears on the right—and she shifts the book’s position as she finishes. From here, cut to Fluttershy and Rainbow standing over it on opposite sides.*)

**Fluttershy:** And then they wake up in spring… (*Page turn.*) …and see? Even tortoises do it.

(*Close-up of one page, whose picture bears out this assertion.*)

**Fluttershy:** (*from o.s.*) When the time comes, Tank will leave and dig into the ground. (*Back to the two; zoom out to put Tank in the fore. Yawn.*) But don’t worry. (*laying a hoof on Rainbow’s shoulder*) He’ll reappear when the spring sun warms the ground back up.

(*Even this touch does nothing whatsoever to put Rainbow at ease; she slaps the hoof away.*)

**Rainbow:** Come on! Tortoises don’t hibernate! Somepony put that picture in there as a joke.

(*Close-up of the book on the end of this; she reaches into view and slams it shut.*)

**Fluttershy:** (*picking it up*) It’s not a joke.

**Rainbow:** (*testily*) Well, then your book must be wrong. (*She clomps off.*)

**Fluttershy:** Rainbow Dash…

(*Across the room, the daredevil has already put Tank’s goggles back on him and is cinching the propeller’s strap around his shell.*)

**Fluttershy:** (*crossing to them, no longer carrying book*) …Tank needs to hibernate. It’s healthy for him, just like sleeping is healthy for us.

**Rainbow:** (*laughing dismissively*) Whatever. (*flicking prop; it spins to life*) Okay, thanks. (*Tank lifts off.*) Come on, Tank.

(*She walks off, completely missing the fact that the tortoise has begun to navigate slowly in the exact opposite direction. After a couple of very long seconds, she flies back into view, grabs him, and exits again.*)

**Fluttershy:** Where are you going? (*Rainbow has paused at a doorway.*)

**Rainbow:** (*flying out through it*) To get a second opinion from a *real* reptile expert.

(*The yellow pegasus mulls this over worriedly in close-up. A dissolve frames an equally flummoxed Spike and the stopped propeller directly in front of his face; his mood quickly shifts to one of annoyance.*)

**Spike:** I told you, Rainbow Dash, I’m a dragon!

(*Zoom out slightly to show both creatures sitting on a small wooden table, the tortoise snoring blissfully and without his goggles. The wall behind them has some rough crystal facets, suggesting that it is part of Twilight’s castle.*)

**Rainbow:** (*from o.s.*) Come on!

(*Cut to frame all three and more of the room. Bookshelves set in the far wall; basket of gems on the floor; painting hung near the table; cushioned stool on the floor close by; small multicolored jewels set into the walls here and there. Rainbow hovers in front of Spike and Tank.*)

**Rainbow:** You’re practically twins!

(*Her eager-beseeching smile is met by a very sour look from the baby dragon, who glances briefly at the somnolent Tank before speaking.*)

**Spike:** (*dryly*) I’m purple.

**Rainbow:** (*scowling*) But if you don’t have to hibernate, why should Tank?

**Spike:** Because he’s a tortoise, and I’m a dragon! (*She whisks over behind the table and puts a hoof to each set of shoulders.*)

**Rainbow:** Same family, though, right? (*He stands up, having had enough of this.*)

**Spike:** *No!*

**Rainbow:** I’ll take that as a yes.

**Spike:** (*groaning, crossing/jumping down*) Look. (*Cut to him, pacing the floor.*) If Fluttershy says tortoises hibernate, then I guarantee tortoises hiber—(*She flies over to him, carrying Tank.*)

**Rainbow:** Well, what would *you* know? (*pointing accusingly*) You’re a dragon!

(*Cut to a still longer shot of this room, framing a bed at the far end—styled after his old basket, but larger—and a few other decorative features. This is his bedroom within the castle. The vexed pegasus flies out with her pet, slamming the door behind herself and leaving one very confused dragon in her wake. Outside, one of the front double doors opens and Rainbow wings into the open air by herself, stopping to hover above the steps leading up to them.*)

**Rainbow:** Nopony knows you like I do, Tank. (*Close-up.*) All you need is some hard work to get the old blood pumping.

(*On the end of this, pan back to the doors. Here comes the low-gear aviator, goggles on and snoring all over again—and bumping his head against the still-closed door. Once…twice…and then Rainbow impatiently grabs him.*)

**Rainbow:** Come on!

(*She hauls him away from both the castle and Ponyville proper at her usual ridiculous speed. Dissolve to a squad of pegasi moving clouds from high, distant Cloudsdale to a plain marked by a runway. A tilt up takes the camera past several others on the job; stop on Rainbow, pushing a cloud slowly through the sky and followed by Tank.*)

**Rainbow:** (*slightly out of breath*) These things are heavy. (*smiling*) Chock full of snowflakes! (*Close-up.*) We’re gonna have such a killer time in the snow, Tank!

(*A look back over her shoulder wipes the smile off her face; she glances anxiously around herself in all directions.*)

**Rainbow:** Tank?

(*Groundside: he has landed, stopped his propeller, and slowly begun to scratch a hole in the dirt among the leafless trees. He sinks into this as two ponies arrive on the scene—Pinkie Pie and Rainbow on hooves and wings, respectively.*)

**Rainbow:** *Tank!*

**Pinkie:** (*baby talk, flopping down in front of him*) Awww, lookit the cute widdle Tankie all snuggly-wuggly, getting ready to hiberna—

(*The sky-blue mare swoops down and scoops “Tankie” up, startling Pinkie upright.*)

**Rainbow:** *Don’t say that word!*

**Pinkie:** Which one? “Snuggly”? “Wuggly”? “Tankie”? “Hibernate”? (*Rainbow corks her mouth with a hoof.*)

**Rainbow:** That one! (*Pinkie pushes the hoof away.*)

**Pinkie:** I was just saying how cute he— (*Rainbow leans into her face.*)

**Rainbow:** If you think hiber… (*backing off*) …you know, that napping thing, is so cute— (*hustling her off*) —why don’t you go do it? Somewhere far away from here!

(*Rainbow’s infuriated glare after her turns into a puzzled one aimed toward the camera, and Pinkie is quick to return and add a look of cheery inquisitiveness. The view cuts to their perspective of Twilight, Applejack, Fluttershy, and Rarity caught very much by surprise. A bag of winter clothing lies on the ground among these four; Twilight is levitating a pile of fallen leaves, while Applejack stops her efforts to rake up more of them. Fluttershy is putting a hat on a beaver’s head, and Rarity has another in her magic. Back to Pinkie and Rainbow, the latter with her dander up again.*)

**Rainbow:** What are *you* looking at? Pinkie Pie and I are just having a conversation! (*High overhead, a pegasus moves a cloud.*)

**Twilight:** Look, Rainbow Dash. We all know how upset you are about Tank hiber— (*Pinkie zips across and leans into her face.*)

**Pinkie:** Shhhh! (*taking cover behind her*) Don’t say that word! That’s what started this all!

**Twilight:** We know how upset you are about Tank. But you shouldn’t take your anger out on your friends.

**Rainbow:** (*hovering/flitting erratically*) Who said anything about anger?!? I didn’t say anything about anger! I’m not upset, *and I am not angry! Do I look angry?!?*

(*The half-deranged scowl that takes hold on her face makes this the king daddy of all rhetorical questions. Stunned silence from the others as she spins Tank’s propeller to life.*)

**Rainbow:** Come on, Tank! (*He sluggishly lifts off.*) Let’s get outta here!

(*Pony and pet zoom away, leaving the other five to trade glances that betray their deep concern for both. Dissolve to a long shot of Rainbow’s cloud house floating in the now-overcast sky and zoom in slowly.*)

**Rainbow:** (*voice over*) I need you bright-eyed and bushy-tailed…

(*Cut to a close-up of Tank standing on a patch of floor inside, his flying gear removed.*)

**Rainbow:** (*from o.s.*) …not sleepy-eyed and scaly-tailed! (*He lowers his head dejectedly; cut to frame her standing in front of him.*) Which is exactly what you are. (*standing briefly up to hind legs*) But get up anyway!

(*Nothing doing, if the yawn he uncorks is any indication.*)

**Rainbow:** You *can’t* hiber— (*catching herself*) —you know. What about all the primo things we’re gonna do together this winter? Building snow ponies… (*leaning down to him*) …starting snowball fights…sipping hot cider by the fire…

(*A loud snore from the tortoise snaps her out of her happy reverie; she shoots him a dirty look and gets upright.*)

**Rainbow:** Don’t you want to do those things with me?

(*Turning his head toward her, he gives a smile and nod; after a moment’s thought, she crosses the room to regard her image in a mirror.*)

**Rainbow:** Think, Rainbow Dash, think! Tank’s only hibernating because it’s cold, right?

(*She turns away from the glass, the camera zooming out to frame the snoozing Tank as her eyes fix on him. The mirror is attached to a dresser—this is her bedroom.*)

**Rainbow:** (*starting to get an idea*) Well, I’d rather have him awake in the heat than asleep in the cold.

(*Here comes the brainstorm, as evidenced by her popping eyes and happy gasp.*)

**Rainbow:** I’ll just have to stop winter!

(*Rubbing her front hooves together, she lets her smile elongate into an unsettling, ear-to-ear arc. Zoom in slowly and snap to black.*)

Act Two

(*Opening shot: fade in to two pegasi pushing a cloud into position. They get it situated and fly off as two others, a mare and a stallion, each bring in one of their own.*)

**Mare 1:** So, where do these clouds go?

**Stallion:** Over by clear skies.

**Mare 1:** But there’s clear skies everywhere. (*Another mare flies up between these two.*)

**Mare 2:** Yo! Clear Skies right here!

(*Whether the stallion was referring to her or to the weather condition is left up for grabs.*)

**Mare 1:** (*pointing*) But there’s clear skies over there too.

**Mare 2 (Clear Skies):** That’s open skies.

**Mare 1:** (*exasperated*) There’s open skies everywhere!

**Stallion:** I’m not everywhere, I’m right here!

(*So his name must be Open Skies.*)

**Mare 1:** (*sighing, gesturing to each in turn*) Wait. So, you’re Open Skies, and you’re Clear Skies. (*indicating vicinity*) Then what’s all that?

**Stallion (Open), Clear:** Open clear skies!

(*While this exchange is going on, Rainbow takes advantage of the confusion to sneak in and steal all three clouds from behind them without being noticed. Only at this point do they take stock of the theft.*)

**Open:** Hey! Where’d our fluffy clouds go?

**Clear:** (*pointing*) Fluffy Clouds? He’s over there!

(*Which he is—a bucktoothed blue pegasus, waving stupidly in the trio’s direction. His white mane/tail are fully fluffed out, and he wears an orange bow tie and sports a cutie mark of three clouds. From here, cut to Rainbow, stuffing one of the swiped vapor masses into a tree trunk’s knothole as Tank hovers nearby, prop and goggles on.*)

**Rainbow:** Hah! Stopping winter is gonna be a breeze.

(*One last buck to wedge the thing into the trunk, and she and the tortoise zoom away. Here comes an earth pony stallion pushing a pile of leaves along the ground with his head, just in time for the cloud to burst out and cover him and several square feet of woodland with a snowdrift. Getting his head clear of the white onslaught, he aims two very confused eyes toward the camera.*)

***Rock melody, guitar/drums/bass, fast 4 (D flat major)***

***Backing organ in at start of first verse***

(*Rainbow carries Tank over another patch of forest being cleared of leaves, then above a Ponyville street. Here, unicorns have baskets of icicles slung on their backs and are magically attaching them to tree branches and overhangs. Flying higher, the speedster sees other pegasi bucking clouds to produce snowfall and darts from one cover spot to the next to keep them under surveillance.*)

**Rainbow:** When life gives you lemons

You can make lemonade

(*hugging Tank*) But life gave me Tank here

And my choice has long been made

***Organ out; backing strings in***

(*A swoop down, and she has deposited him near a tree and begun to stomp on frozen puddles, breaking their icy scrims.*)

**Rainbow:** No winter will come to Ponyville

(*gathering up skis, pulling up a section of ground like a rug and shoving them underneath*)

I’ll do it on my own

(*hugging Tank; his head flops drowsily to one side*)

I will keep you by my side

So I will not be alone

(*Liftoff, leaving him spinning in place on the turf. Now, wearing a fake beak, she bumps aside the lead duck in a migrating formation and takes its place, then checks a compass—heading due south.*)

**Rainbow:** And I’ll fly, and I’ll fly

Into the end of the sky

(*A hard turn brings the birds around 180 degrees, so that the compass now indicates north. She peels out, allowing the original leader to resumes its place, and waves to them before pulling off the beak with a cunning grin and clearing off.*)

So I’ll be the one

Who doesn’t have to say goodbye

(*Snap to white, which is immediately plowed off this way and that by Rainbow to expose blue sky—a giant cloud bank, of which only one tuft remains to block the sun.*)

**Rainbow:** I’ll clear the skies forever

(*A loop around allows her to punch it apart from behind.*)

So we won’t be apart

(*Below, Tank rests on a snowy stretch; she flies a multicolored whirlwind around him, clearing the ground down to sand. He ends up sitting on a beach chair under an umbrella, with a pail and shovel nearby, and a starfish protrudes from the instant tropic surface. Both Rainbow and Tank end up wearing sunglasses, hers with louvered lenses, and she sports a T-shirt and board shorts while applying suntan lotion to Tank’s shell. He is out of his flying gear.*)

I’ll keep the weather warm for you

And the winter will never start

***Strings out; organ in at start of next verse***

(*The leathery mouth opens wide in a yawn, catching her off guard, and the resumption of the pegasus-induced snowfall does nothing to improve her mood. Now out of her beach apparel, she flies up to their level and gets one after another to abandon their posts with a few misdirecting gestures.*)

**Rainbow:** Weather makers, pegasi

You make the seasons in the sky

(*Extreme close-up of one cloud, zooming out. She has set up eight of them in a vertical circle around it, and the air currents from their flapping wings are causing the falling snow to loop back around and be re-absorbed into the cloud. Allowing herself a devious smile, she has to bite down on her lower lip to keep from laughing.*)

I don’t want to sabotage you

But you see, I’ve got to try

***Organ out; strings in***

(*Dissolve to the sun shining high overhead; a magnifying glass is raised into view in a blue hoof. The solar radiation pours through it in a concentrated beam.*)

**Rainbow:** No winter can come here now

(*It is falling on a circular spot just big enough to cover Tank, once again wearing his equipment. He wakes up from his half-doze and begins to lumber up to his feet.*)

I’ll keep the warmth and the sun somehow

(*Behind Rainbow, two pegasi bring in fresh clouds—hiding the sun, causing him to nod off again, and irking her considerably.*)

I’m sorry, ponies, this has to be

For I need my friend and he needs me

(*Dissolve to her, carrying a hoof-load of leaves and sticking them back onto bare tree branches at a breakneck pace.*)

**Rainbow:** I know it’s wrong, but what does it matter?

’Cause nothing’s gonna stop me now

(*The stallion she buried with her exploding cloud wanders through the area, trying mightily to make any sense of this bizarre development. He has donned a nice warm hat in order to be ready for the season change. Elsewhere, Cherry Berry and Daisy work on a snow pony as Caramel makes his way past, snowshoes strapped to all four hooves.*)

I’ll change it all, it’s only the weather

(*One rainbow-hued whirlwind later, the two mares are decked out in sun hats and shades, and cold drinks have been placed on the now-grassy spot in front of them. Daisy stands on a picnic blanket adorned with Princess Celestia’s cutie mark, and Caramel is encircled by a low wall of snow. All three are slightly put out by the climate shift.*)

And nopony’s gonna bring me down

(*Rainbow carves a cloud into a heart shape and plows through it from behind, carrying Tank.*)

I’ll keep the sunlight shining free

(*A fast dive, punching others away, and a hug for her pet.*)

And I’ll bust the clouds apart

So you can stay with me

(*Blue front hooves seize green front legs, and the two whirl through the wild blue yonder.*)

**Rainbow:** And I’ll fly, and I’ll fly

Into the end of the sky

(*Not even this bit of acrobatics is enough to shake Tank out of his latest yawn.*)

So I’ll be the one

Who doesn’t have to say goodbye

(*She tows him on an aerial sprint, tosses him ahead, and catches his forelegs.*)

I’ll clear the skies forever

So we won’t be apart

(*hugging him*) I’ll keep the weather warm for you

And the winter will never start

(*Rising in a slow vertical corkscrew above the snow-dotted landscape, she goes into an equally leisurely descent and touches down on her hind legs along a forest path. Tank, held by one foreleg, lolls sleepily alongside before falling loose and going over flat.*)

***Song ends***

(*Here comes a monster yawn that snaps his owner out of her mental paradise. She drops to all fours and glares down at him, only to be distracted by the next voice.*)

**Mare 1:** (*from o.s.*) Here comes the next shipment!

(*In the sky, this one is supervising a work crew of cloud-towing pegasi.*)

**Mare 1:** Move those clouds over!

(*After she turns around to fly in their direction, the camera tilts down to show a detail of non-winged ponies hard at work clearing leaves. From here, cut to a snow-ringed, frozen pond—the one Rainbow imagined she and Tank would use for their hockey game in the prologue. Tilt up to a cloud as she flies up to perch on it with a sigh, holding him. They peek over the top edge to survey the work in progress.*)

**Rainbow:** For every hoofstep back, they go three hoofsteps forward! What am I gonna do?

(*A sprinkle of snowflakes prompts her to gaze upward, the camera following to frame snow clouds being hauled through the graying skies. Cloudsdale floats in the near distance, its rainbow arcs and waterfalls gleaming against the dreary backdrop. Up close, a massive pipe nozzle pumps out a fresh cloud, which is quickly set up to move by the attending pegasi along with other payloads. This can only be part of the output from the city’s weather factory, as seen in “Sonic Rainboom.”*)

**Rainbow:** Cloudsdale. That’s it, Tank! If I can’t stop winter in Ponyville, maybe I can stop it at the source!

(*As soon as the slow-flying reptile lifts off the cloud, she clips the free end of a leash to the strap holding his propeller on and gets moving, towing him toward the aerial metropolis. Dissolve to a row of ornate columns lining a cloud avenue; Tank flies torpidly out from behind these, just far enough to be fully in view, and Rainbow puts her head out for a quick look-see. Her dive behind one of the other columns causes him to bump into it, due to the slack in the leash, and she risks another glance out before swooping away.*)

*\*\*\* For all scenes in Cloudsdale, any mention of ponies other than Rainbow refer to pegasi. \*\*\**

(*Cut to an open stretch of the road. A wayward cloud resting on it suddenly rises a few inches, exposing Rainbow’s hooves and the end of her tail—she is using it for cover—and scrambles after a departing mare. She has tied the free end of Tank’s leash to one of her forelegs. The cloud plunks back down flat just in time for another one not to notice as she flies overhead, then pops up to scurry a few more feet. Once the cloud settles again, Rainbow bursts out and flies off, hauling her pet. She throws herself into a tumble that brings her behind another loose cloud, but Tank hovers in full view and yawns until she drags him behind this new cover. The shriek of a steam whistle brings Rainbow’s head up as the camera zooms out; across the way, one building’s multiple sets of double doors swing open and ponies walk/fly out. The indistinct murmur of their conversation can be heard at this distance, and Rainbow smiles deviously as Tank hovers alongside.*)

**Rainbow:** Lunch hour. Perfect!

(*She pulls herself and Tank down behind the cloud just before a couple of mares pass, then hoists it up and races across the open space. Dissolve to a close-up of an air vent cover on a wall inside a room. The four screws holding it in place at the corners are eased out of their holes from the other side, and the cover goes flying thanks to a kick from a sky-blue hoof. Rainbow pokes her head and forelegs out through the opening, looks around, and drops through it as Tank advances into view. She has now buckled the free end of his leash around her midsection. At floor level, she lands in a crouch; a row of lockers is visible behind her, each door marked with a snowflake. Standing up, she tugs on Tank’s leash and catches him in one front hoof when he drops into view. A panicked glance to one side, and she quickly shuts him and herself into the one open locker on the row.*)

(*A mare and stallion walk past, both clad in the white lab coats and hard hats used by weather factory employees in “Sonic Rainboom.” This locker room, then, is somewhere within the complex. Rainbow emerges from her hiding place once they have moved far enough ahead to not see her; she has donned a coat and hat, found appropriately sized ones for Tank as well, and removed his goggles. She trots purposefully after the two ponies, pulling him along, and emerges into a broad lobby rotunda. Through an open doorway, she scopes out an adjoining room with a set of closed double doors at its far end, topped by an image of a cloud from lightning bolts emanate. Zoom in quickly to a close-up of this, then cut to the smirking blue plotter and her slightly worried—and, for once, fully awake—reptilian fellow traveler.*)

(*Cut to just inside these doors; one swings inward and she nips through, hastily closing it and putting her back to the handles. However, Tank is still on the other side; when she tries to trot forward, the leash goes taut after a few steps and halts her progress. A thump is heard as well—Tank bumping against the doors—and she shoots a dirty look over her shoulder and tugs a couple of times, with the same results. Now a good hard yank pops the doors open just long enough to let Tank fly through.*)

(*Smiling knowingly at him as he settles down to her shoulder level, she directs her attention across the room. Cut to her perspective: a large chamber whose far wall is lined with mixing tanks, dispensers, and a convoluted array of pipes. A blanket of mist or fog hangs above the entire setup. Pan slowly across the area.*)

**Rainbow:** (*whispering*) The winter lab. We’re in, Tank! (*Back to the pair.*) Now we just gotta figure out a way to shut it down.

(*She flies off, pulling him along. Cut to a small container of snow resting under a large stand-mounted magnifier on a table; its support is a jointed armature similar to that on a desk lamp. She hovers near this, peering through so that one eye appears huge due to the lens.*)

**Rainbow:** (*normal volume*) Sabotage snowflakes? (*Her perspective: extreme close-up of one.*) I think we gotta go bigger than that.

(*A different workstation; she leans into view and drops the free end of his leash—now tied into a loop—around the magnifier body and cinches it tight.*)

**Rainbow:** (*whispering*) Wait here.

(*She zooms off, leaving him hovering above the table. An errant turn by the tortoise causes the impromptu hitching post to tip over toward the snowflake container at this position. Cut to the upper portion of one tank; she peeks out from behind the pipe running into it, looks up, and starts to follow the spaghetti tangle of process lines across the lab. Meanwhile, Tank’s lumbering flight begins to drag the magnifier across the table.*)

(*Over by the machinery, Rainbow cruises over a stilled conveyor belt, carrying a line of cloud puffs, that runs under a set of dispenser nozzles.*)

**Rainbow:** Hmmm. We *could* get rid of these clouds… (*She picks a tuft from the one at the far end and studies it.*) …but that’s still not big enough.

(*A breath causes it to dissipate. Now she glances off elsewhere; cut to her perspective of a unit with a hemispherical glass water tank on its top. On its front panel is a dial gauge split into green, yellow, and red zones, with the needle in the green. Zoom out to frame a much larger glass vessel standing above this one and connected to it by hoses, then cut back to Rainbow.*)

**Rainbow:** (*pumping a hoof*) Slam dunk! (*Close-up of the glass; her image appears behind it.*) With no water— (*circling around to front*) —they can’t make clouds *or* snow! *They can’t make winter!*

(*Zoom out to frame the whole tank as she raises her forelegs in anticipatory triumph. Down at the tables, Tank manages to pull the mooring magnifier off the edge; it clunks to the floor, and he begins to drag it along all over again.*)

**Rainbow:** (*closing a tank valve, standing on its hose*) I hate to do this to those weather ponies, but desperate times call for desperate measures.

(*Digging in with both hind legs and bracing her forelegs against the valve body, she strains for a moment and is rewarded by the hose popping loose. Water gushes from the broken connection.*)

**Rainbow:** (*innocently, flying to another valve/hose*) Oopsie. Looks like these were a little loose.

(*One good buck is all she needs to bust this one off and send out a second torrent. The gauge swings into yellow and toward the leading edge of the red zone.*)

**Rainbow:** (*smugly*) And there goes winter, down the drain.

(*The liquid level in the tank behind her slowly creeps down as she brushes a bit of dust from one shoulder. Out on the lab floor, Tank goes into a slow climb; the joint of the magnifier’s armature catches on the handle of a wall-mounted switch and pulls it up. Electricity crackles from the contacts as the circuit closes, and the magnifier swings loose from the handle. The switch energizes a nearby fan, which begins to pull the hapless tortoise in with its powerful suction.*)

(*Over at the water reservoir, now about to drain completely, Rainbow’s chance look in his direction turns self-congratulation into utter horror in an instant. She flashes toward him with a strangled cry, losing her hard hat, and plows him aside with inches to go before he hits the whirling blades. The impact breaks the clip holding his leash to his propeller strap, with the result that the magnifier and leash get sucked into the fan, jamming it. Rainbow fails to look where she is going and slams into a barrel of snowflakes, which topples over and spills its contents. Tank is jolted out of her grip on impact; she then sits up out of the mess, entirely covered in white and with a piece of coal covering each eye.*)

**Rainbow:** (*panicked*) I—I can’t see!

(*She scrubs at her eyes, trying to remove the carbon chunks. Cut to an image above a closed door—a cloud sliced in half by a wind gust—and zoom out as Tank thuds to the floor and slides over to this. He makes contact ever so gently, but this is enough to knock the door ajar and release a howling windstorm from its other side, blowing it fully open and launching him across the lab again.*)

(*Rainbow has just enough time to get her eyes cleared before the gales blow all the snow off her form and threaten to peel her whole face off her skull for good measure. The hard-shell bangs squarely into that face, and the two go flying in different directions. Screaming all the way, she hits a door marked with a cloud and lightning bolt, knocks it open, and goes sailing gracelessly through to the room beyond. Visible past the doorway are rows of shelves, loaded with jars that contain lightning bolts. The door closes; cut to Rainbow in this new room, rubbing her head and groaning woozily. She snaps back to herself with an uneasy glance upward, the camera zooming out to show one jar tottering on its shelf, and has time for one terrified grimace before it falls and shatters on the floor. Cut to the lab side of this door; there is a huge sizzle of electricity, a spill of brilliant glare around the edges from the loosed lightning, and the door flies open to admit a screaming, smoking Rainbow as she is hurled across the lab. High-voltage bolts zing past as she fetches up—singed, scuffed, disheveled—against a control panel bearing a large red button. She misses this, but one bolt nails it dead center and sets the rig to sparking like mad.*)

(*The overload spreads to the cloud dispensers she checked out earlier, causing them to start pumping out clouds in overdrive. Rainbow’s jaw drops open in complete shock, and she looks up to find the end of a broken cable sparking wildly during its lazy back-and-forth swing. Thick gray mist swirls in to hide this from view; a glance elsewhere discloses the rapidly rising water level around the tank she sabotaged. Tank hovers peacefully amid the maelstrom; Rainbow flies up to grab him.*)

**Rainbow:** Let’s get outta here!

(*Once she has carried him away, the fan that became jammed on his leash and magnifier finally expels their remains from its blades and jumps straight up to twelfth gear. It bends upward 90 degrees, so that the nozzle attached to its underside now points horizontally. This begins to vacuum up every cloud in sight, and Rainbow strains with every bit of her strength to keep herself and Tank from being pulled in with them. The effort is for naught, though, and the two are dragged through to travel at uncomfortably high speed through the twisting, transparent pipeline. Into a mixer they go, then a vessel that begins to blow its welds and rivets from the repeated internal impacts.*)

(*Cut to a long shot of the factory, with a couple of ponies watching fearfully as smoke and mist pour from places they surely have no business being. Electric arcs crackle from one tower, the murk thickening greatly, and the spectators bail out as fast as their wings can carry them. Now the view shifts to a long shot of all Cloudsdale in the full grip of this wild weather breakdown; on the start of the next line, zoom out to ground level to frame Applejack watching it.*)

**Applejack:** What in the name of Celestia’s goin’ on up there? (*Twilight, Fluttershy, and Rarity cringe at the sight.*)

**Twilight:** Prepare yourselves, everypony! (*Close-up; zoom in slowly.*) Winter is coming!

(*Snap to black.*)

Act Three

(*Opening shot: fade in to the factory lobby, now shrouded in wayward low-altitude clouds and buffeted by the relentless wind Rainbow cut loose. One stallion tries and fails to brace his hooves on the floor against the rushing air; with a scream; he is flung away past a mare whose wings are working overtime to move her ahead. A second mare screams shrilly, and two more strain to turn a massive valve wheel mounted on top of one tank. A gauge’s trembling needle swings from green all the way to red, not even slowing down for yellow; outside the factory, the great nozzle that had been chuffing out clouds now ejects a single massive blast of snow. This zeroes in on the woods outside Ponyville, where Twilight, her friends, and a few other ponies have taken a break from their winter setup work.*)

**Twilight:** Everypony, look out!

(*All scatter as the colossal snowball bears down on home sweet home, with the heads of a screaming Rainbow and a panicked Tank protruding from the surface. Both have either removed or lost their lab coats and hard hats, and Tank is out of his flying gear. The impact comes at the outskirts of the town, generating a white mushroom cloud and accompanying shock wave that washes over the countryside and fills the screen. When the view clears, every square inch of Ponyville—and the outskirts, and the mountains standing over the horizon—has been thickly blanketed in white. At the work site, several ponies’ heads break the surface, followed by those of Twilight and all her friends, with Rainbow emerging last in a close-up. General dazed moans and rubbing of heads from all except the blue flyer, who brushes the snow off her head and commences to digging frantically around in the fresh drifts for a moment. There comes the click of her hooves striking something hard, and she extricates Tank, who has pulled his head/legs/tail into his shell. A little squeeze forces all six extremities to pop back into the light; only now does she allow herself a weak moan.*)

**Rainbow:** (*shakily*) You okay, Tank? (*He yawns into her face; she dejectedly sets him down.*)

**Twilight:** (*from o.s.*) Rainbow Dash! (*Cut to the other five hurrying over to Rainbow.*) Are you all right?

**Rainbow:** (*sighing*) No.

(*She flops onto her back, causing the other five to trade a round of very worried looks. Dissolve to a long shot of Rainbow’s house, zooming in slowly, then cut to her bedroom. She and Tank are huddled up on her bed—she wearing a bathrobe, he a light blue shell cover with a cloud pattern and fuzzy white trim. On her rear hooves are light green slippers styled as small copies of Tank’s head. Zoom in slowly, then cut to a close-up of the down-in-the-dumps pegasus and her yawning pet. This shot is close enough to pick out the slippers he wears on his forefeet, colored and styled as little replicas of Rainbow’s head. She lays a foreleg across his shell, struggling to keep her composure; zoom out to frame the room’s closed door, which opens so that Fluttershy can put her head in. She enters, followed by Twilight/Applejack/Rarity; a second later, Pinkie enters by walking through the wall, whose cloud material seals itself behind her. Evidently the non-pegasi have had Twilight’s cloud-walking spell from “Sonic Rainboom” cast on them.*)

**Pinkie:** (*singsong*) Knock-knock!

**Fluttershy:** How are you feeling, Rainbow Dash?

**Rainbow:** (*sighing, not turning to face them*) Whatever.

**Rarity:** (*crossing to Twilight, addressing her*) The poor thing looks so sad! Just what are we going to do?

**Twilight:** I don’t know what we *can* do. (*Applejack steps to the bed.*)

**Applejack:** Buck up, sugar cube. You just ain’t yourself these days.

**Rainbow:** Whatever. (*A long beat of silence.*)

**Rarity:** Oh…how can I say this tactfully? (*Pause.*) You’ve lost your sparkle, Rainbow Dash.

**Pinkie:** (*voice breaking*) I hate to say this, but…well…you’ve become…

(*She stuffs both front hooves into her mouth, then pops up near the bed to address herself over Rainbow’s shoulder.*)

**Pinkie:** (*whispering*) …a party pooper! (*She grimaces; now Rainbow lifts her head.*)

**Rainbow:** Didn’t you hear me? I said, “Whatever.” (*Pinkie backs off.*) I-I don’t know if you’re here to cheer me up or what, but I’m fine!

(*She flops down to face away from them again.*)

**Fluttershy:** Let me handle this. (*firmly, stepping up*) Rainbow Dash, your winter is going to be pet-less.

(*That blunt statement hits a very tender spot, and Rainbow sits up on the bed, swiveling to face Fluttershy as the red-violet eyes pop wide open. They fill with tears just as quickly while the rest of her mounts a last-ditch effort to keep her raw emotions in check. After perhaps two seconds that feel like a week, she gives up the fight and starts crying, sobbing at the top of her lungs and clutching Tank to her chest as if that in itself could ward off the reality of nature.*)

**Rarity:** (*to Fluttershy*) Whatever did you do that for?

**Fluttershy:** Because she’ll never get past this until she lets it all out.

(*And there is evidently quite a lot of it to let out, based on her renewed wailing. Twilight flicks a glance to Applejack and uses a bit of magic to shove her across the floor to Rainbow’s bedside. The earth pony shoots a venomous glare back at the Princess, who responds with a “get on with it” gesture, and forces a small smile as she steps up.*)

**Applejack:** Uh…it’s okay. Tank’ll come back in a few months. (*Rainbow sits up.*)

**Rainbow:** *Months?!?* (*She starts crying again.*) I don’t want him to go!

(*Onto her back she goes; forelegs still hanging on to the green guy and hind legs pistoning the air like a small child throwing a tantrum. Away goes Applejack’s smile.*)

**Applejack:** All right, all right. (*petting Tank*) There, there. (*aside to Fluttershy, sourly*) Nice goin’, Fluttershy. How do we get her to stop?

**Fluttershy:** She’s gotta be about done now. Can’t be too much left in there.

(*The waterworks stop after a few more seconds, and Fluttershy sits on her haunches next to her grief-wracked friend.*)

**Fluttershy:** Feeling better?

**Rainbow:** (*sniffling*) Uh-huh.

(*The waterworks start right back up again after a few more seconds, and now Fluttershy’s eyes start to glisten as well.*)

**Fluttershy:** Oh, you poor, poor thing.

(*She leans her head against Rainbow’s and begins to cry; next Rarity tears up.*)

**Rarity:** (*voice breaking, wiping eyes*) I can’t bear to see Fluttershy cry. (*She crosses to the bed; now Pinkie lets a few tears spill.*)

**Pinkie:** It’s just…heart-wrenching!

(*She joins the other three, forming a four-pony pile of misery and—in Rarity’s case—running mascara. Applejack has retreated back across the room and inclined her head ever so slightly, tilting her hat forward to cover her eyes.*)

**Twilight:** (*surprised, to her*) You too? (*The hat is flipped back.*)

**Applejack:** Nope, I’m good. (*Twilight approaches the bed.*)

**Twilight:** Look, everypony. I know how hard it is to say goodbye.

**Pinkie:** (*pulling her closer*) I’m mostly sad because you’re *not* sad!

**Twilight:** What? Me? What about Applejack?

**Pinkie:** Applejack cries on the inside, Twilight!

**Applejack:** (*stolidly*) It’s true.

(*She crosses one foreleg over the other to emphasize the point. Cut to Twilight and Pinkie.*)

**Rainbow:** (*from o.s.*) It’s all right, Fluttershy. (*They glance in her direction; cut to her, Fluttershy, and Tank. The crying stops and Fluttershy smiles.*) It’s all right.

(*Now Twilight, Pinkie, and Rarity back away from the bed, Rarity wiping her eyes clean as Applejack crosses to them.*)

**Applejack:** (*aside, to Twilight*) You think she’s done, or just gettin’ a third wind?

**Twilight:** I don’t know. Rainbow Dash, are you okay?

(*Cut to the bed. Fluttershy has climbed down, and Rainbow—now sitting up on her haunches—sets Tank on the mattress. She gets down as well with a sniffle and a few last tears.*)

**Rainbow:** I think so. (*wiping eyes*) I-I feel better. (*smiling*) Really, I do.

(*Her perspective, panning slowly across the five visitors.*)

**Rainbow:** Thanks, everypony. I don’t know what I’d do without you… (*Back to her and Tank; she tears up while glancing at him.*) …or him.

(*The seamed, leathery face stretches into a gentle smile, and she steps a bit closer and kneels to his level.*)

**Rainbow:** (*sniffling*) Oh, Tank, I’m sure gonna miss you.

(*The stubby, slipper-clad forelegs reach out at a glacially slow pace to touch her front hooves, and the two heads lean against each other in a gesture of shared understanding, painful as it might be. Fade to black.*)

(*Snap to a long shot of the frozen pond seen twice before, now liberally populated with winter-clad ponies. As one group does a bit of ice skating, Daisy pushes Cherry down an adjacent hill on a sled, with Caramel watching. Next a group of stallions hits the ice, fully kitted out for a pick-up hockey game, and Spike glides by to perform an admirable multiple “axel jump”—leaping up, spinning longitudinally several times, and coming down to face back the way he came in. Cut to a patch of sky, where two pegasi have a flying snowball fight in progress, then tilt down to the base of a tree. Twilight and all of her friends save Rainbow are here, sporting cold-weather togs of their own; a pile of snowballs rests next to Applejack.*)

**Twilight:** Well, guess we’re starting winter with a bang.

**Applejack:** (*flicking one ball up with a rear hoof*) The fun’s come early! (*launching it*) Yee-haa!

(*It sails toward Pinkie, who drops onto her back to avoid taking the hit and starts making a snow angel by swinging her legs back and forth.*)

**Pinkie:** You think we could mess up winter every year? It’s way less work!

**Twilight:** Uh, I don’t think Rainbow Dash could handle it.

(*Right on cue, here comes the missing sixth mare, dressed for the cold and toting Tank in her saddlebags. He no longer wears his shell cover or slippers.*)

**Rainbow:** Riding that entire season from Cloudsdale to Ponyville *was* pretty awesome. (*Tank yawns.*) I thought you guys might like to say goodbye to Tank. He’s ready to hibernate. (*Pinkie stands up with a happy gasp.*)

**Pinkie:** You’re using the word! Oh, she’s using the word! (*She whips over to Rainbow.*) And when Tank finishes hibernating, I’m gonna throw him the biggest “Welcome Home” party ever! (*A thought hits her.*) Or wait. Should it be a “Welcome Above Ground” party? Or a “Happy Wake-Up” party? Maybe an “It’s About Time” party.

(*Pan slightly to put her out of view and frame Rarity on Rainbow’s other side.*)

**Rarity:** And I’ll design him a very special suit just for the occasion, whichever one it ends up being.

**Applejack:** I’m glad you’re feelin’ a little better, Rainbow Dash.

**Rainbow:** Yeah. (*crossing to tree*) Me too.

(*Extreme close-up of the piled-up snow at its base. She reaches into view and scrapes away a patch to expose the mounded dirt beneath; zoom out to frame Tank approaching it. As the other five watch, he settles himself into the earth, backing in so that only his head and forelegs are exposed. Rainbow hunches down to his level.*)

**Rainbow:** So you really want to do this hibernating thing, huh?

(*He nods; cut to a pan along the other five, Rarity at the leading end of the row.*)

**Rarity:** Goodbye, Tank. (*Next three lines overlap.*)

**Fluttershy:** Happy winter.

**Applejack:** See you later, little fella.

**Pinkie:** Have a good sleep, Tank!

**Twilight:** Goodbye, Tank. We’ll miss you.

(*The tortoise scoops dirt and snow toward himself; cut to Rainbow, once again upright and trying to rein in her emotions and tears. Twilight lays a comforting hoof on her shoulder and gets a small smile in return as Rainbow reasserts her self-control. One last scoop, and there is no longer any trace of either Tank or the patch that Rainbow laid bare for him—he has bedded down for the winter.*)

(*Applejack/Fluttershy/Pinkie/Rarity head off, but Rainbow stands over the spot with a downcast expression. Twilight remains with her, smiling, and Rainbow does likewise at her words.*)

**Twilight:** Well? Ready for some winter fun?

**Rainbow:** (*trotting to Tank’s spot*) Uh…I’m gonna hang here and read to him a bit. (*She sits on her haunches and pulls a book from her bag.*) That little guy can never get to sleep without a bedtime story. (*Open the cover.*) I…I-I’ll be right there.

(*Twilight trots away, and the camera cuts to an overhead shot of the area and zooms out to frame the shore of the pond and the hill. The rest of the gang is already down at the edge of the ice, enjoying the snow, and Twilight makes her way toward them as Rainbow settles in to read her loyal pet to sleep. Fade to black.*)