**THE CART BEFORE THE PONIES**

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Prologue

(*Opening shot: fade in to the exterior of the Ponyville schoolhouse in the morning. Zoom in slowly to the sound of foals’ happy chatter, then dissolve to the classroom. The camera, positioned to give an overhead shot of the students, zooms out slightly after a moment to frame Cheerilee stepping to the front. An extra blackboard on a rolling frame has been set up alongside her desk; it is chalked thick with graphs and figures. The conversations quickly transition into the following line.*)

**Foals:** Good morning, Miss Cheerilee!

**Cheerilee:** Good morning, everypony. I hope you brought your thinking caps, because today we’re going to learn about physics!

(*General bewilderment among the youngsters.*)

**Scootaloo:** Physics?

**Cheerilee:** (*nodding*) Mmm-hmm. Specifically, the use of force in energy conversions! (*gesturing to board*) In this case, using mechanical work to convert potential energy into kinetic energy.

**Apple Bloom:** The what, now?

**Sweetie Belle:** (*raising a hoof*) Um, Miss Cheerilee? That sounds a bit over our heads. (*A round of nods from the others.*)

**Scootaloo:** Yeah. Why would we even need to know that stuff?

**Cheerilee:** Oh, it’s very important. (*pacing*) In fact, you’ll most likely end up using it tomorrow.

**Bloom:** Tomorrow? What for?

**Cheerilee:** Why, for participating in the…

(*One hard whack at the board sets it spinning on its frame; after several revolutions, it stops dead with its other side now showing. Here is a drawing of an open-topped vehicle not unlike a non-motorized Soapbox Derby racer, with key components—wheels, seats, axles, and so on—drawn separately and marked as to where they should go. A rolled-up sheet is attached to the top edge of the board, stretching its full width.*)

**Cheerilee:** …Applewood Derby!

(*Every youthful face in the room brightens with happy murmuring that develops into full-throated cheers. Zoom out slowly from then, then cut to a close-up of Snails at his seat in the back row.*)

**Snails:** (*wiping forehead*) Oh, phew! For a second I thought we were gonna have to, you know… learn stuff.

(*He grimaces and hunches down a bit. Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a close-up of a grinning Scootaloo with the other students talking excitedly all around her.*)

**Scootaloo:** We get to race in the Applewood Derby tomorrow? That’s so cool! (*Pan to Bloom on the start of the next line.*)

**Bloom:** My family’s talked about it for years, and now I’m finally old enough to race!

(*The sound of a hoof tapping against the board interrupts; cut to frame Cheerilee, seen over the foals’ heads. The side with graphs and formulas has again been turned to face front.*)

**Cheerilee:** Now hold on to your horseshoes, everypony. You’ve got a lot of work to do before you’re ready to race.

**Snips:** (*raising a hoof*) Yeah, but…not schoolwork, right?

(*The teacher allows herself a momentary eye roll of disgust at his obtuseness before putting on her usual smile to continue. Now the vehicle diagram is visible again.*)

**Cheerilee:** (*pulling down edge of top sheet, pointing*) There’ll be a block of applewood just like this one waiting for you at Sweet Apple Acres tomorrow. And you’ve got *one day* to turn it into a race-ready cart.

(*What she unrolls is a sketch of the aforementioned block standing next to a foal under a bright sun, with relative dimensions marked in, and several woodworking tools. After this line, cut to a slow pan across the students, all of whom groan and slump wearily at the prospect of having to put in some actual labor.*)

**Scootaloo:** Oh, yeah. That *is* a lot of work.

**Cheerilee:** (*nodding*) Mmm-hmm. Luckily, you’ll each get to pick an older pony to help you. But choose wisely, because they’ll also have to ride *in* the cart with you during the race. (*She crosses to her desk; excited murmurs among the foals again.*)

**Scootaloo:** Hmmm…I think I know just the pony to ask.

**Sweetie:** Me too!

**Bloom:** Me three! (*A hush falls.*)

**Cheerilee:** Just remember, everypony. Your cart has to be able to finish the race if you want to win one of the awards.

(*She pulls out a small, flat case on the end of this, then opens it to reveal three blue first-place ribbons. A close-up and slow pan across them picks out the slightly different styling and gold accents of each.*)

**Cheerilee:** (*from o.s.*) Fastest, for winning the race, naturally. Most Traditional, for the best working replica of an original Applewood cart. And Most Creative, for the cart with the best overall design.

(*Cut to the Cutie Mark Crusaders.*)

**Bloom:** (*dreamily*) Hoo-wee! Those ribbons are the bee’s knees. (*Pan slowly across the desks.*)

**Other foals:** (*nodding*) Uh-huh!

**Cheerilee:** (*from o.s.*) All right, then, class!

(*The entire room again; she has returned the awards to her desk.*)

**Cheerilee:** You’ve got a lot to learn if you want to build a race cart.

(*A round of very vocal, very disappointed moans greets this assessment.*)

**Snips:** (*moaning, pounding desk*) I knew there was gonna be a catch!

(*He props his head resignedly on a front hoof. Dissolve to the schoolhouse exterior as foals make their way out—it is the end of the day, and Bloom and Sweetie are walking side by side along the path. Both have their saddlebags on, and the white filly is floating a book at eye level to do some quick reading. She swaps it for a different one as Scootaloo rolls after them on her scooter, crash helmet strapped on.*)

**Sweetie:** Wow! Have you seen what the carts used to look like in the olden days?

(*She and Bloom stop, the book’s position shifting so they can both get a good look.*)

**Bloom:** Yeah.

(*Close-up of one page, showing a sepia-toned photo of a vehicle that strongly resembles a “surrey” carriage, with a canopy added to shield its two passengers from the weather. A passing stallion tips his hat to them. The style of dress and architecture points to this scene as having taken place way, way back in the day.*)

**Bloom:** (*from o.s.*) I know all about them. (*Cut to her and Sweetie.*) When Ponyville started the Derby, they decided to use the wood from our apple trees for the carts. The race has been a part of Sweet Apple Acres ever since. (*Sweetie moves the book back to herself.*)

**Sweetie:** I just think these old carts look so cool! (*closing it, returning it to her bags, securing flap*) But I guess you and Applejack will probably win the award for Most Traditional, huh?

**Bloom:** The Apples usually do, but honestly— (*excitedly, rearing up briefly*) —I’d rather build the fastest cart there is and win the race!

(*Enter/exit Scootaloo, motoring along and hauling a wagonload of books. Her passage stirs up enough dust to fill the screen for a moment.*)

**Bloom:** But I’m pretty sure Scoot and Rainbow Dash’ll take that award. (*Scootaloo joins them, having shed her helmet and dismounted.*)

**Scootaloo:** You know, I race around so much on my scooter, being the fastest isn’t such a big deal. (*rearing up briefly*) Maybe I’ll try to make the wildest-looking cart I can think of!

**Bloom:** Really?

**Scootaloo:** Sure! If I win Most Creative, you can totally win the award for Fastest.

**Sweetie:** And I can win the award for Most Traditional! (*Scootaloo nods.*)

**Bloom:** Sounds like we’re all gonna try somethin’ different. (*rearing up*) I can’t wait to tell Applejack!

**Scootaloo:** Let’s get to it!

**Crusaders:** Go, Crusaders!

(*On the end of this, cut to a point just above their heads as three front hooves slap together for a high five in extreme close-up. From here, dissolve to a long shot of Rainbow Dash’s cloud house and zoom in slowly. The hot-air balloon that she and her friends have used in the past is parked next to the front walk.*)

**Rainbow:** (*voice over*) Are you kidding?

(*Cut to her hovering above Scootaloo in the living room—the balloon was evidently for the filly’s use.*)

**Rainbow:** (*doing a loop-the-loop*) Of course I’ll help with the Applewood Derby. I want you to have as much fun as I did when I was a filly.

**Scootaloo:** Wait. Cloudsdale has a Derby too?

**Rainbow:** Sure. Practically every town in Equestria has one. (*Contented sigh; zoom in slowly.*) I still remember racing my cloud cart.

(*The scene undergoes a wavering dissolve to a head-on view of a track with a concave surface, similar to a bobsled run. Rainbow’s younger self hurtles toward the camera, wearing a helmet and goggles and riding a cart mounted on runners.*)

**Filly RD:** This is so *awesome!*

(*Fade to black as the vehicle’s front end fills the screen, then snap to a long overhead shot of the entire course—a twisting, convoluted affair constructed of clouds and floating somewhere outside Cloudsdale proper. Filly RD has a considerable lead on the other competitors, and the camera pans to follow her through a loop-the-loop as she lets out an extended, exultant whoop. After she comes out of it, another wavering dissolve shifts the view back to a close-up of her in the present, lost in the good memories.*)

**Scootaloo:** (*from o.s.*) And let me guess. (*Cut to her.*) You won Fastest Cart.

**Rainbow:** (*chuckling dismissively*) Obviously.

**Scootaloo:** So what do you say? Will you help me make my race cart?

**Rainbow:** Help you? I’m all over it! I’ve got tons of ideas.

(*She wastes no time in pushing a sizable trunk out from behind her couch. Cut to Scootaloo, crossing the floor to the sound of fast rummaging.*)

**Scootaloo:** Don’t worry. I’ve got a lot of—

(*A banner depicting the ace flyer is thrown past her—a memento from younger days, no doubt.*)

**Scootaloo:** —whoa!—ideas of my own.

(*Here comes a soccer ball, which she ducks; it knocks over a vase of flowers.*)

**Scootaloo:** Um, uh, what are you looking for?

(*The next shot frames both pegasi, the older one having dug into the trunk for these items; now she brings up a trophy with a blue ribbon attached.*)

**Rainbow:** The blueprint for my Derby cart, of course. I’ll have to change it a little ’cause this race is on roads, not on clouds, but— (*throwing trophy aside*) —trust me. Your cart is gonna be amazing!

(*The high-speed rooting around continues, sending out a variety of objects that Scootaloo wisely sidesteps.*)

**Scootaloo:** Um…okay, Rainbow Dash! Thanks! (*She begins to walk away; close-up.*) How awesome is this? (*Zoom in slowly.*) With Dash on my team, how could anything go wrong?

(*Dissolve to a long shot of the main barn at Sweet Apple Acres and zoom in slowly. Applejack and Bloom are standing in the barnyard, the latter no longer wearing her saddlebags.*)

**Applejack:** Huh. Well, I’m mighty flattered you want to work with your big sis on your cart. (*Close-up of her.*) I mean, the Applewood Derby did—

**Bloom:** (*from o.s.*) —start on our farm. (*Face falls a bit; cut to frame both.*) I know.

**Applejack:** (*smiling*) Well, I couldn’t be more proud to help my little sister take the prize for Most Traditional.

**Bloom:** Actually, I was kinda thinkin’ of somethin’ else…like Fastest?

(*Big sister voices a sotto-voce scoff at the very idea.*)

**Applejack:** Fastest? Apple Bloom, things aren’t like they were in the old days. The fastest cart now has gotta be slick and modern and—

**Bloom:** Exactly! (*Applejack leans sternly down to her.*)

**Applejack:** —not Apple at all. The Apples win Most Traditional. We have since the Derby started. (*Soft chuckle.*) Why would anypony want to win anythin’ else? (*Smile.*) Now why don’t you head off and get some chamomile vines, some hickory sticks, and some apple barrels, and I’ll show you what an Apple family cart should look like.

(*Cut to the yellow filly and zoom in on her suddenly deflated expression.*)

**Bloom:** I guess I do have a family tradition to uphold.

(*She masks her disappointment with a grin that does not quite reach her eyes. Dissolve to the ground-floor showroom of the Carousel Boutique; Rarity straightens up into view with an ecstatic gasp and puts her hooves to her cheeks.*)

**Rarity:** The Applewood Derby?!?

(*Zoom out to frame more of the room as she trots in place with a giddy squeal. A mildly bemused Sweetie stands before her, no longer toting her saddlebags, and the well-dressed ponies browsing in the shop aim a round of very funny looks in Rarity’s general direction.*)

**Rarity:** Of course I’ll help!

**Sweetie:** Wow! Uh, Rarity, I didn’t know you’d be this excited. (*Close-up of Rarity.*)

**Rarity:** Me? Oh, why, I’m just itching to right an old wrong from long, long ago.

(*A wavering dissolve shifts the view to a close-up of her younger self in the same pose.*)

**Rarity:** (*voice over*) I designed my own cart when I was just a filly.

(*Zoom out; she stands near a cart resembling a Formula One dragster in shades of pink and violet, with swept-back feathers attached to the body. It sits on a dirt track lined with hay bales that runs through the park outside Ponyville, and a few appreciative onlookers have gathered to scope it out. During the next line, a unicorn stallion walks past, clad in a sweater/shirt/tie and levitating a clipboard—a judge for this contest.*)

**Rarity:** (*voice over*) And I was positive I was going to win the prize for Most Creative, hooves down.

(*Without breaking stride, he floats a red ribbon out from among the documents on his board and sends it toward Filly RA’s cart; extreme close-up of this as it settles on, marked for second place.*)

**Rarity:** (*voice over, bitterly*) But I came in second. (*shrilly*) *Second!*

(*Zoom out quickly to frame the award reflected in the widened pupils of Filly RA’s dumbstruck eyes. She stands with hooves clapped to cheeks and mouth so far open that her jaw might fall off at any moment. The reflections fade away as she lowers her hooves and the blue eyes fill with incredulous tears, after which the camera cuts back to the showroom in the here and now.*)

**Sweetie:** You? Second for Most Creative? To whom?

(*Cut back to Filly RA, now staring wordlessly and dry-eyed at the camera, and zoom out quickly. The judge and the onlookers have now gathered around a cart built from unfinished wooden planks, with wheels that look as if they were fashioned from slices of a tree trunk. A blue first-place ribbon is attached, and they are cheering for the builder, who stands proudly atop the contraption on her hind legs—it is a young, pre-cutie-mark Derpy Hooves. Confetti and streamers rain down over this group as a gloomy black cloud drifts in to assault Filly RA with rain and lightning. In close-up, she lets her face twist into a wet-eyed scowl of unadulterated fury.*)

**Rarity:** (*voice over*) But I learned a valuable lesson.

(*Wavering dissolve to a close-up of her in the present, features set in that same expression.*)

**Rarity:** I learned to know my audience, and the race cart audience wants *big!* They want *bold!*

(*During this line, the camera zooms out to frame Sweetie and the customers, all of whom start giving her odd looks again. Once she finishes speaking, she opens the front door with her magic and gestures toward it. Cut to an overhead view of the building as she zips to the doorway, ushering the patrons out and eliciting a chorus of indignant splutters and remarks.*)

**Rarity:** Chop-chop! Everypony out! We’ve got work to do!

(*Once the last of them have gone, she steps back in and pulls the door shut with her aura. Cut to her, crossing the showroom with newfound fire.*)

**Rarity:** This will take all of my considerable skills.

(*Her field brings a notepad and pencil to her as she finishes, and she shifts into a bit of tuneless humming while taking notes. After a few steps, she stops.*)

**Rarity:** But I will fashion the biggest and boldest Derby cart to ever win the prize for Most Creative! (*More scribbling.*)

**Sweetie:** (*crossing to her*) Actually, I was sort of thinking of something more…traditional?

**Rarity:** (*laughing dismissively, turning to her*) Please, darling, leave tradition to the Apples. We dream *big*, we dream *bold!*

(*She trots off, humming and taking the pad and pencil with her. Close-up.*)

**Rarity:** Soon the prize for Most Creative will finally be in my hooves! (*Zoom out; Sweetie stands near her, properly puzzled.*)

**Sweetie:** You mean, *my* hooves.

**Rarity:** Yes, that’s what I said. “My hooves.” Darling, I hope you’re ready to get an early start tomorrow! (*She trots off.*)

**Sweetie:** Uh…how early?

(*Zoom in slowly on her, then dissolve to a stretch of pre-dawn sky visible over the treetops of Sweet Apple Acres and the distant hills. As the purple of night yields to the pinks and golds of sunrise, the camera cuts to the three teams moving through the orchard paths. Applejack and Rarity are walking point, Rainbow flies behind them, and three half-asleep fillies are hauling wagons piled with supplies to bring up the rear. Cut to an extreme close-up of one of these and zoom out as it stops to show Sweetie in the harness; she lets go with a yawn and groan, and Scootaloo trundles in next to her.*)

**Sweetie:** Rarity, the sun’s not even up yet! (*Cut to the three mares, now on a hilltop.*)

**Applejack:** Oh, apples. Quit complainin’! In my day, we were up even earlier. (*Rainbow rises to a hover in close-up.*)

**Rainbow:** Hey, I’d get up in the middle of the night if it means my cart crosses that finish line first and wins Fastest! (*Pan/tilt down quickly to Rarity.*)

**Rarity:** And my cart wins Most Creative! (*Pan to Applejack.*)

**Applejack:** And my cart wins Most Traditional! Hoo-wee! It’s gonna be a good day!

**Scootaloo:** (*from o.s.*) You mean *our* carts, right?

(*Those five words snap the older trio out of their collective reverie, Rainbow dropping back to the ground.*)

**Rarity:** (*smiling*) Yes, that’s what we said, darling.

**Applejack:** Yep.

**Rainbow:** *Our* carts!

(*They spread out, the camera cutting back to the Crusaders; each youthful face broadcasts the apprehension that has already started to take hold in the minds connected to them. It takes only a few glances from one to the other to convince all three that they are thinking the exact same thing—“this is going to end very, very badly.” Fade to black.*)

Act Two

(*Opening shot: fade in to the Crusaders.*)

**Bloom:** *Their* carts? It almost sounds like they’re planning on building them without us.

**Sweetie:** I’m sure they meant *our* carts, like “the team cart,” right? (*Scootaloo smiles.*)

**Scootaloo:** Of course! I mean, they’re all our older sisters—practically—plus they’ve all done this before. I’m sure they know best. (*Bloom and Sweetie nod.*) Let’s just buckle down and get to work.

(*They start forward with their loads. Dissolve to a long shot of a tract of grassland within the orchards, now dotted with fenced-off stalls in which teams have begun to hash out their cart designs, and pan slowly across to stop on a row of three. The sky has lightened into daytime blue now. Rainbow hovers above a large block of wood in the far right stall, which is decorated with a rainbow banner, strings of pennants, and two columns of clouds topped by lightning bolts, and reads over a sheet of drawings. The middle stall bears Rarity’s hallmarks of opulent fabrics and frame detail, with a tarp-covered shape visible inside, while the far left one is of plain wood and has had a couple of bedsheets pulled across its front to conceal the Apple sisters’ work from view. Assorted tools rest near each stall, and here comes Scootaloo, straining to drag her loaded wagon across the grass.*)

**Rainbow:** (*irked*) Scootaloo, where have you been? I’ve only got ’til noon to make the fastest cart ever! (*She zips into the stall; cut to Scootaloo.*)

**Scootaloo:** Uh…about that. I was really thinking of going for the Most Creative prize. I mean, I know all about speed already, so…

**Rainbow:** (*from o.s.*) Exactly!

(*Cut to her, now hovering just above the wood with safety goggles on and saw in hoof. She has also donned an apron, a tool belt, and heavy mitts to protect her front hooves.*)

**Rainbow:** It’s all about speed! (*She cuts a few strokes.*) We’ve gotta get across the finish line to win a prize, so we might as well get there first, right? Uh, hey, I left a bunch of paint cans by the road. Bring them up here, would you? Nothing as fun as painting racing stripes on the winning cart!

(*She goes back to sawing as Scootaloo lets go with a heavy sigh.*)

**Scootaloo:** (*trudging off*) Right. Fun.

(*The filly has unhitched herself from the wagon by this point. Dissolve to a close-up of Bloom, standing on a hay bale next to the bedsheet curtain outside her stall. She too is no longer in her wagon’s harness. From this angle, tufts of shrubbery can be seen attached to the tops of the fence planks.*)

**Bloom:** Spendin’ time buildin’ a cart with my big sister? Why, this is just tee-rific! (*Pause.*) Um…

(*Cut to the other side, the camera positioned to give a close-up of Applejack from the shoulders up. Bloom pokes her head through the gap between the sheets.*)

**Bloom:** …how can *I* help?

**Applejack:** You can feast your eyes on… (*yanking fabric away*) …*this!*

(*Little sister’s eager grin turns to a look of horror; cut to frame the entire stall. A row of apples now hangs exposed where the sheets had been, and “this” proves to be a cart that is a remarkably faithful adaptation of the old-style one in the book Sweetie had been reading after school in Act One. It has a fringed canopy, a red paint job, and an apple on the dashboard in front. Bits of excess material litter the turf around the wheels.*)

**Applejack:** I-I mean, it ain’t quite finished yet.

**Bloom:** Oh…heh…good.

**Applejack:** But don’t it have the makin’s of the best cart you ever did see? (*A grin that lasts only a moment.*) Uh…is somethin’ wrong, Apple Bloom?

**Bloom:** Actually, I was kinda thinkin’ of somethin’ a little more modern and…less rickety.

(*The pressure of one hoof against a canopy support causes it to flex and creak alarmingly.*)

**Bloom:** With maybe a chance of winning?

(*Her hopeful grin is met by Applejack pulling her hat off and throwing it down in a sudden fit of pique.*)

**Applejack:** Bless my hooves, I thought we covered this! Tradition is all that counts, and who knows tradition better than Apples? Nopony! That’s who! So are you an Apple, or are you an Apple? (*Huff.*)

**Bloom:** I’m an Apple, but… (*reaching toward canopy*) …what if I just take off this fringe?

(*Extreme close-up of the hoof she has rested on the side of the carriage; the weight shift causes a joint to give way. Back to Applejack on the start of the next line.*)

**Applejack:** (*panicked*) No! Not the fringe!

(*The sound of collapsing wood makes her cringe and turn her head, as if to shield herself from bits of debris that never come flying her way. When she brings herself to look, she finds that the entire dashboard has fallen off—and some of the fringe on the canopy has come loose as well. Applejack voices a frustrated grunt.*)

**Applejack:** Why, shoot! Now I’ve gotta start all over from scratch! And it’s almost race time!

**Bloom:** Oh! So maybe we can redesign it, then. Just a little.

**Applejack:** No time! And who’d want to redesign somethin’ that’s already perfect?

**Bloom:** (*glumly*) Right. Perfect.

(*Dissolve to Sweetie galloping across to the tarp-draped bulk in her stall, a clipboard in her magical hold. She too is no longer encumbered by the freight of supplies she pulled in.*)

**Sweetie:** Okay. So I sketched out some of my ideas. (*Ratcheting is heard; she floats up a piece of yellow fringe.*) How about a nice yellow fringe on top?

**Rarity:** (*slightly muffled by tarp, laughing*) Oh, darling. (*Peek out.*) The fringe is not exactly *big*, and that yellow is the least *bold* color I can imagine.

(*The ratcheting stops when she puts her head up—she was working the tools. Back she goes.*)

**Sweetie:** Well, it doesn’t have to be yellow, but I really do love the old-timey style— (*turning clipboard around*) —like this.

(*The top sheet presents a picture of a surrey-style cart, which Rarity pokes her head out to inspect. Zoom in quickly to a close-up; it is a crayon rendition, with a blue ribbon on the dashboard and a happily waving Sweetie in the driver’s seat. The older unicorn gives it a condescending smile.*)

**Rarity:** Sweetie Belle, precious face, “old-timey” is just another word for “*passé*.” Remember *big*, and *bold!* I do have a reputation to uphold.

(*She adds an airy laugh under the last few words, then gets serious.*)

**Rarity:** It was one thing to lose as a filly, but can you imagine if I didn’t win the Most Creative now? Ponies might stop buying my *couture*!

(*Under the tarp and back to work, leaving a crestfallen Sweetie who has put down her clipboard and fringe sample.*)

**Sweetie:** But we’re supposed to be doing this together! (*Rarity crosses to her.*)

**Rarity:** Yes, of course we are, darling. (*giddily, lighting horn*) In fact, *we* just finished! *Voilà*!

(*The tarp is whisked away overhead, and one face slaps on a satisfied grin while the other stares in wide-eyed shock. Long silence.*)

**Rarity:** I know. You’re speechless.

(*Cut to an extreme close-up of the unveiled vehicle’s wheels and zoom out to frame all of it: a cart styled as a giant white swan with elegantly arched neck, jeweled gold collar, and a gold tiara. Massive wings are folded in tight to the sides, the driver’s seat sits just behind the base of the neck, and an elevated passenger seat is in the rear.*)

**Rarity:** (*from o.s.*) But if that isn’t *big* and *bold*, I don’t know what is! (*Cut to the sisters.*) Isn’t it wonderful?

(*She trots toward it, humming to herself, but Sweetie just lets off a pained sigh as the camera zooms in on her.*)

**Sweetie:** Right. Wonderful.

(*Dissolve to a close-up of Rainbow in the cockpit of the cart she and Scootaloo are building. From this angle, it bears a likeness to a Formula One racer with a rear spoiler wing added. She has shed the work and safety gear she sported earlier in the act. As she fiddles around under the dashboard, Scootaloo reaches into view and plunks something tall and feathery on the hood. Rainbow glances out around it; cut to a profile view of this cart, which has an open cockpit, broad yellow lightning bolt on the hood, and the spoiler supports shaped/colored likewise. Most of the body is gray, with the exception of the bolts and the blue paint on the front fenders and the tip of the hood. What Scootaloo has brought in is a giant chicken head; as soon as she departs, Rainbow airlifts it away. The filly returns with a pair of wings to complement it, but she lets them drop and stares in disbelief upon seeing that her idea has been shot down.*)

(*Dissolve to an overhead shot of the cart; she has now attached the wings on the sides, and she gallops off just before Rainbow flies back carrying a toolbox. The blue face shifts into a glower; cut to Scootaloo, returning with a small stuffed chicken head on a stick in her teeth. She stops short, dropping the prop, and the camera zooms out to frame Rainbow cruising overhead and toting the removed wings. Disbelief gives way to deflation.*)

(*Wipe to Applejack and Bloom. As the older sister—now wearing her hat again—fits a wheel into place on their cart, the younger drags a brightly colored piece of bodywork over with her teeth. She sets it flat on the top edge of the rear gate—a simplified spoiler wing—and gives it a couple of taps with a hammer to secure it. Once she steps away, Applejack moves in with a length of fringe in her mouth and kicks the piece away with ease; as she starts hanging the decoration, the red-maned filly stares popeyed and lets her eyes turn down in defeat.*)

(*Wipe to a close-up of the front end of one side panel. Bloom stands up into view, paintbrush in mouth, and applies a lick of yellow/orange flame with a couple of deft strokes. She turns away cheerfully, but here comes Applejack with her jaw clamped around the handle of a paint can. Setting it down, she pulls out a roller and reapplies the original red coat with one effortless swipe. The tool is returned to the can, which she picks up to carry away—and she completely misses the return of Bloom, dumbstruck at the loss of her customization.*)

(*Wipe to Rarity, doing a little touch-up of her own on the swan cart. Sweetie gallops by, towing a length of yellow fringe in her field. It loops around the head in close-up, and a zoom out reveals that she has applied two strands—this one, which drapes around the wingtips as well; and a lower second one for the base of the neck and the wings’ lower portion. The young unicorn grins and points at her handiwork, but Rarity just smiles and shakes her head to wipe that elation away in a heartbeat. The fringe is most efficiently removed, trailing after Rarity as she walks off and magically passes the paintbrush to Sweetie. Green eyes narrow slightly in a faint scowl.*)

(*Dissolve to a close-up of Rarity, polishing the cart’s three control levers with a levitated cloth. She finishes the job and walks off, the camera panning slightly in her direction and then back when she returns without the rag. The motion puts the driver’s seat out of frame for a moment; on the return trip, Sweetie has climbed up and replaced the levers with a horseshoe-shaped yoke, which she tests by twisting it back and forth. A disapproving glare, and Sweetie glumly plies her magic to remove the piece and reinstall the levers, bringing a grin to the fashionista’s face.*)

(*Dissolve to a slow pan across the entire tract of stalls; the carts are now in fighting shape and getting a final spit and polish. Most of the participants, youth and grown-up alike, have donned crash helmets. Subdued chatter is heard among the teams as the camera cuts to just behind Sweetie, standing alone on a hilltop, and tilts up. She is overlooking the Crusader teams’ preparations—or rather, the work being done by the three older sisters— and a dispirited Bloom plods over to her.*)

**Bloom:** Hey, Crusader. How’s it goin’?

**Sweetie:** (*sighing*) Rarity’s definitely made the biggest, boldest cart anypony’s ever seen.

(*A cut to that stall points up the truth of her words, and Rarity is plying her cloth to shine up a spot on the swan’s neck.*)

**Bloom:** Wow! Well, Applejack’s built somethin’ so traditional, it’s practically an antique.

(*Cut to her perspective on these last four words, panning to follow her hoof gesture away from Rarity’s stall and toward Applejack’s. The cart is complete and receiving a last bit of polish on one wheel spoke. Back to the two fillies, zooming out slightly as Scootaloo walks up with a sigh.*)

**Scootaloo:** No matter what I say, there’s no talking Rainbow Dash out of making the fastest cart in Equestria.

(*Cut to that particular stall on the end of this line, the ace aviator buffing the hood a little, then back to the Crusaders.*)

**Sweetie:** Doesn’t look like any of us ended up with what *we* wanted.

**Bloom:** (*smiling weakly*) But…I’m sure our older sisters know what they’re doin’…right? (*Pause; Scootaloo and Sweetie trade an uncertain look.*)

**Scootaloo:** Right.

**Sweetie:** Right.

**Bloom:** And even if our carts aren’t exactly what we had in mind, it’ll still be fun to drive ’em to the finish line. (*Scootaloo and Sweetie brighten.*)

**Sweetie:** Sure! The race is the best part!

**Bloom:** Yeah. CMC’s behind the wheels!

(*That gets a round of cheers from the others, and they trade a three-way high five.*)

**Cheerilee:** (*from o.s.*) Derby racers to the starting line! (*They gallop off.*) Derby racers to the starting line!

(*They stop near the side of a dirt path so that Rainbow can roll up in the speed-demon cart. She has donned an orange helmet with a rainbow stripe—and she is sitting in the driver’s seat.*)

**Rainbow:** The race is about to start, Scootaloo! You better shake a leg if you want to ride in the winning cart!

(*Cue one gobsmacked orange filly. Here comes Rarity in her swan cart. Blue helmet; white stripe edged with very pale blue; her cutie mark on each side, with additional blue gems along the stripe’s length; light blue sash tied under the chin in place of a strap. She too is at the controls.*)

**Rarity:** You too, Sweetie Belle! There’s only one seat left aboard this creative masterpiece, and it’s just for you. Woo-hoo!

**Applejack:** (*from o.s.*) Whoa, ponies! Wait for me!

(*The front wheels of her almost-antique cart roll slowly into view, carrying her in the driver’s seat. She has traded her hat for a red helmet marked by a green stripe.*)

**Applejack:** This traditional cart handles at the exact perfect pace—*slow!* And I got the passenger seat all warmed up for you, Apple Bloom!

**Bloom:** Passenger seat?!?

(*The expressions on the faces of the other two tell the tale: she has just voiced their anger and disgust at how far this school racing project has gone off the rails. All three shift into a world-class grimace before the view fades to black.*)

Act Three

(*Opening shot: fade in to the starting post, backstopped by hay bales. Cheerilee stands here, clad in a cheerleader’s outfit consisting of a sleeveless white turtleneck trimmed in yellow/blue pinstripes and a yellow skirt with blue edging. A bow in these two colors secures her mane, and she wears matching pom-poms on her front hooves. A similarly attired colt and filly are behind her at a short distance, and a few mares have gathered at trackside to watch the competitors roll into position. In addition to the creations of Applejack, Rainbow, and Rarity, the other carts cover the gamut from a sleek open-cockpit roadster to an unpainted rig that looks as if it was crudely hacked out of the original block of applewood. The Crusaders stare incredulously from several yards back at trackside, Scootaloo uttering a fed-up groan.*)

**Scootaloo:** They’re the only older ponies driving!

(*They are indeed; all the other carts have foals at the wheel.*)

**Sweetie:** First they built the carts, now they’re gonna drive them?

**Bloom:** I know they were all excited to help, but I don’t think they’re really helping anymore.

**Scootaloo:** We better hurry if we want to be a part of this race at all.

(*As they gallop toward the line, Cheerilee registers a degree of concern over seeing the three older sisters in the driver’s seat.*)

**Cheerilee:** (*crossing to them*) Um, aren’t you all missing somepony?

**Applejack:** They’ll be along.

**Cheerilee:** And, uh, usually the younger ponies drive the carts.

**Rarity:** (*laughing airily*) Darling, do these look like usual carts to you?

(*Cheerilee falls back on the stock response to an overbearing older family member—a thoroughly annoyed scowl and eye roll—and crosses the track. Right behind her are the Crusaders, helmeted up and sprinting toward “their” carts. Scootaloo is first to jump in and fasten her seat belt, riding behind Rainbow; next Rarity levitates Sweetie to her up-top seat and straps her in, and finally Bloom hops in next to Applejack and belts herself down. With the passengers all secured, Cheerilee lifts a bugle to her lips and blows a call. Three vertical panels slide in from top/bottom to tile the screen, each showing a close-up of one mare’s determined face.*)

**Cheerilee:** (*from o.s.*) Racers! On your marks… (*All tense over their controls.*) …get set…

(*The panels slide away, revealing an expanse of sky behind them, and she stands up into view to wave one of her pom-poms, having put the bugle away.*)

**Cheerilee:** …GO!

(*A checkered flag waves across the screen, and the carts start to accelerate downhill. Sweetie uncorks a shrill scream in close-up, the camera panning quickly to Scootaloo and Bloom so they can do the same. Wind whistles around the first two heads, but not the third, and a quick zoom out reveals why: Applejack’s cart is moving at a dawdling pace past Cheerilee, who is now absolutely confounded by its lack of speed. Bloom shoots an irked squint at her beaming sister.*)

**Bloom:** Can’t we go any *faster?*

**Applejack:** Faster? Don’t be silly. This is perfect.

***Energetic mandolin/acoustic guitar melody, brisk 4 (D major)***

***Every “giddyup” and “go, go, go” is spoken/chanted in rhythm***

(*Bloom sighs in disgusted resignation and lets her head flop forward over the dashboard. The pack threads through the curves of a serpentine course marked with hay bales at each curve and emerges into Ponyville proper.*)

**Spectators:**  Go, go, go!

***Bass/drums in***

(*One cart wheel rolls through a mud puddle, sending up a brown tide that washes over the screen. It drains away to show the racers—all but Applejack/Bloom, that is—going full tilt. As they zoom ahead, the camera pans back to frame this last pair cruising at their sedate pace.*)

**Applejack:** Check me out, racin’ the Derby, check out my old-fashioned cart

(*Rarity/Sweetie pull in ahead of her.*)

**Rarity:** Check me out, racing the Derby in my original work of art

(*Rainbow/Scootaloo jump their cart ahead and slam it down onto a curve.*)

**Rainbow:** Check me out, faster than ever, there’s nopony can catch me now

(*Close-ups of Bloom and Sweetie slide in to hide her from view and tile the screen next to Scootaloo’s image.*)

**Crusaders:** Let me out, I’d do it over if I only knew how

(*The panels slide away, revealing another bend in the track.*)

**Spectators:**  Giddyup, Derby racers, giddyup, Derby racers

(*Over a bridge they go; Cheerilee and her two helpers cheer them on.*)

Giddyup, Derby racers, go, go, go!

(*Four carts roll across the screen, painting it in alternating black/white stripes, and four more go top to bottom to checker the backdrop. Zoom in quickly on one white square and fade to Rarity’s cart, rotating slowly under a spotlight. She and Sweetie are not in it at this point, but she pops up in the fore.*)

***Bass/drum shuffle with minimal guitar/mandolin accents***

**Rarity:** My cart’s the most original, designed with imagination

(*She slides away; behind her, wipe to Applejack regarding her own cart, also empty.*)

**Applejack:** My cart’s the most traditional, just plain, no complications

(*Wipe to Rainbow at the wheel of her cart and zoom out; she speeds along, a terrified Scootaloo hunkered down behind as she bumps two other carts away.*)

**Rainbow:** Look at me, I am the ace, might as well give up the chase

(*Zoom in on Scootaloo as panels of Bloom and Sweetie—now back on board with their sisters—slide in diagonally above/below, then cut/pan to close-ups of each in turn.*)

**Crusaders:** Wish we could stop this race, start again and do it our way

(*Rainbow/Scootaloo pass Applejack/Bloom, who are on a nearby straightaway.*)

***Normal rhythm resumes***

**Scootaloo:** (*sarcastically, to Bloom*) Having any fun yet?

**Bloom:** Nope! (*to Applejack*) Maybe if we could go a little faster!

**Spectators:** Giddyup, Derby racers, giddyup, Derby racers

(*Several of them do the wave.*)

Giddyup, Derby racers, go, go, go!

***A major***

(*A checkered flag waves across the scene, becoming a new curve for the contenders to follow. Zoom in on Rarity, who pulls a lever to unfurl her cart’s wings—thus blocking several others from passing her due to their span, which stretches nearly the full width of the track. Normal backdrop resumes.*)

**Rarity:** Gotta get some attention if I want that ribbon

***B flat major***

(*Rainbow puts the hammer down to speed ahead, throwing out clouds of dust.*)

**Rainbow:** Gotta push the limit further, blow away the competition

***B major***

(*When the view clears, Applejack and Bloom are still puttering along. Cherry Berry walks past them without much effort at all and gives them a funny look.*)

**Applejack:** Gotta coast on through, just relax, we’re gonna cruise it

***C major***

**Bloom:** Guess I don’t really care, since we’re clearly gonna lose it

***D flat major***

(*Rarity flaps her cart’s wings in and out for show and ends up irritating those who would try to overtake her.*)

**Rarity:** See, everypony’s watching, presentation is a glory

***D major***

(*Rainbow and Scootaloo barrel past the teams they sideswiped.*)

**Rainbow:** Just passed you even faster, speed is king, end of story

(*What she fails to notice, and Scootaloo does not, is that one rear wheel has started to work itself loose from the axle. Here come Rarity/Sweetie, those oversized wings still making a bottleneck for all the would-be speedsters behind her.*)

**Rarity:** Bigger, bolder, down the track

(*Bloom glances disgustedly aside as she and Applejack keep up their snail’s pace.*)

**Applejack:** Love the view from the back of the pack

(*Rainbow and Scootaloo barrel along toward the finish line.*)

**Rainbow:** Won’t stop, we’re on the attack

(*Three horizontal panels slide in to tile the screen, each showing one panicked young face.*)

**Crusaders:** (*spoken in time*) Too late to take it all back!

(*Zoom out to a long overhead shot of the entire course, which is laid out as a four-leaf clover that stretches through all of Ponyville. Their images contract into one of its four lobes and fade away. The three sister teams are moving toward the center point where all the paths intersect. In close-up, Rarity continues to infuriate drivers with those wings, Applejack/Bloom roll toward the crossing and barely miss hitting the faster carts broadside, and the bum wheel comes off Rainbow’s cart to send her and Scootaloo skidding hopelessly out of control.*)

**Spectators:**  Giddyup, Derby racers, giddyup, Derby racers

Giddyup, Derby racers, go, go—

**Crusaders:** LOOK OUT!!

***Song ends as their collision fills the screen***

(*The flash of impact is accompanied by an almighty crash, a cacophony of loose clattering parts, and a curtain of dust. Gradually, the haze clears on a pileup of dazed, moaning racers and totally trashed vehicles, with a few spectators moving in to rubberneck. Rarity regards the demolished swan cart with a moan, seeing the head broken off and lying on the track.*)

**Rarity:** My beautiful swan cart is an ugly duckling! (*Pan to Applejack, standing over her own junk pile.*)

**Applejack:** And my old-time cart is a rootin’-tootin’ wreck!

(*As she speaks, the remains of Rainbow’s cart slide slowly into view, pushed by the equine motorhead herself.*)

**Rainbow:** It still counts as a win if I push my cart across, right?

(*The lost wheel bounces past on the end of this, and she then goes back to heaving and straining against the splintered hulk. Pan ahead to the Crusaders, who have extricated themselves from the mess and are standing at the finish line. Six sullen eyes watch the wheel go by, their owners showing a plethora of scuffs on helmets and coats and bits of debris stuck in disordered manes/tails. Bloom grits her teeth, causing the chin strap on her helmet to creak alarmingly, before all three fillies blow their tops.*)

**Crusaders:** *THEY’RE NOT YOUR CARTS!!*

(*Every single pony freezes at the savagery of this outburst.*)

**Applejack, Rainbow, Rarity:** Huh? (*Close-up of the Crusaders.*)

**Bloom:** *We* were supposed to design them!

**Scootaloo:** And *we* were supposed to drive them!

**Sweetie:** The Derby was supposed to be for *us*, not the three of *you!* (*Zoom out to frame the older trio.*) Now you’ve ruined it for everypony!

(*Chastened looks pass among the older sisters, who then glance behind themselves. Cut to a pan across a host of dejected/indignant entrants and their totaled rides, and stop on Rarity gazing sadly at them in the fore. The focus shifts to her as she voices a nervous little shudder; a moment later, one of the wings falls off her cart.*)

**Rarity:** Yes, well, I suppose we might have gotten a…teensy bit carried away. (*The Crusaders cross to Applejack.*)

**Applejack:** But I thought you all wanted our help.

**Bloom:** We did! We wanted your help to build *our* carts, but *we* all ended up with carts that are what each of *you* wanted.

**Scootaloo, Sweetie:** (*nodding*) Mmm-hmm. (*Rainbow steps over.*)

**Rainbow:** But…why didn’t you say anything? (*Close-up of Scootaloo.*)

**Scootaloo:** You’ve all done the race before. I just figured you knew best. (*Pan to Sweetie.*)

**Sweetie:** Plus it’s hard to speak up to older ponies.

**Rarity:** Oh, I certainly understand that. But you mustn’t think older ponies automatically know best.

**Rainbow:** And we probably could’ve done a better job of listening to you. (*Recoil.*)

**Applejack:** Uh…I guess we owe all three of you an apology.

**Bloom:** (*smiling*) Maybe not just us.

(*The three mares glance back at the other wiped-out drivers, then forward to find a stern-faced Cheerilee coming their way. Rainbow works up a lame little chuckle.*)

**Rainbow:** Um, how do you feel about a do-over?

**Cheerilee:** (*beaming*) I think that’s a wonderful idea! (*pointedly*) But maybe the older ponies should sit this one out.

(*The three of them at fault stitch on embarrassed little grins and somehow manage to avoid making eye contact with her. Dissolve to an extreme close-up of an orange/red portion of a cart body. Rainbow steps into view with a paintbrush in her teeth and colors in a bare spot; she has traded her helmet in for a baseball cap and coveralls, both carrying their share of grease spots along with any exposed parts of her body. A zoom out frames the entire craft, which is styled as a phoenix with raised wings and tail. Scootaloo sits in the driver’s seat, properly cleaned up and still wearing her helmet.*)

**Scootaloo:** Thanks for helping us fix up our carts. Pretty creative, right?

(*Cut to a close-up of Applejack, adjusting a spoiler wing mounted on the rear end of a wooden vehicle. She too has donned cap and coveralls, the former in place of her hat, and is plenty dirty. Zoom out to show Bloom at the wheel of this cart, an open-cockpit dragster shaped like an elongated cider barrel cut in half along its length. The wheels are painted as apple halves, the front fenders and spoiler supports are green, and red apples have been painted on both sides and the hood. Bloom is also back in proper shape, helmet and all.*)

**Bloom:** I know it’s not traditional, but it sure looks fast, don’t it?

(*Cut to a close-up of a length of yellow fringe being applied to a canopy thanks to Rarity’s magic; the curtains are pale green, secured with yellow bows. A tilt down to her on the start of the next line shows the designer in her own set of work clothes and properly gunked up.*)

**Rarity:** You know, darling, I can’t believe I’m saying this, but…

(*Longer shot: she stands alongside a traditionally styled, brown cart with yellow fringe on canopy, dashboard, and lower body panel edges. The canopy stops short of the driver’s seat, where a cleaned-up and helmeted Sweetie is sitting.*)

**Rarity:** …that yellow fringe is rather bold after all.

(*Cut to the first two of the reconciled teams, now on the track with the vehicles; the third joins them a moment later. This time, though, each filly is running solo, with her sibling standing alongside.*)

**Sweetie:** Thanks, everypony. We couldn’t have done it without you.

(*Rainbow and Scootaloo trade a high five, and the three drivers cruise ahead as the mares gather in the middle of the track.*)

**Applejack:** Yep. I sure am glad Miss Cheerilee agreed to run the race over again.

(*Wipe to a close-up of that very mare at the starting line.*)

**Cheerilee:** Well, it isn’t every year I get to say this twice, but… (*waving a pom-pom*) …Derby racers to the starting line! (*Zoom out; they all pull up.*) Derby racers to the starting line!

(*The carts have all been rebuilt, the foals properly groomed, and every one of them is now the sole occupant of his/her rig. Cut to a slow pan across them, starting from the side opposite Cheerilee.*)

**Cheerilee:** (*from o.s.*) Racers! On your marks… (*Stop on her.*) …get set… (*waving a pom-pom*) …GO!

(*And go they do, to a chorus of cheers and whoops. Sweetie brings up the rear, just as Applejack and Bloom did the first time around, but she is in high spirits nonetheless.*)

**Rainbow:** And it’s probably best keeping all the grownups on the sidelines. But…what are *we* supposed to do now? (*Rarity thinks for a moment.*)

**Rarity:** I think I have an idea.

(*Dissolve to a close-up of a glass of lemonade resting on a table. The edge of a beach chair is just in view nearby, and Rarity’s magic levitates the drink up as the camera pans/tilts up slightly to frame her lounging in it. Having cleaned up, discarded her work clothes, and donned a pair of sunglasses, she takes a sip through the glass’s silly straw.*)

**Rarity:** Ahhh, much better.

(*Longer shot: the other two mares are taking it easy in chairs of their own, each with beverage and shades. Rainbow is disposed similarly to Rarity, while Applejack has curled up with her drink. Rarity sets her glass back on its table. All have changed and washed, and Applejack has her hat back on. They have set up their chairs on a quiet patch of grass.*)

**Rarity:** Honestly, I’m not sure why we wanted to race those carts in the first place.

**Rainbow:** Seriously. (*Sigh; stretch out.*) This is the most relaxed I’ve been all day.

(*The foals’ cheers float over, Applejack lifting her lenses for a closer look, and the camera pans a short distance to the track. Bloom zooms into view and past the camera, well ahead of her nearest competitor, and Scootaloo’s rolling phoenix comes by behind them. The pack slingshots around a curve, after which the camera cuts to a profile close-up of a very serene Sweetie, who turns to wave with a sudden grin. A quick zoom out shows her taking her time as the speed demons flash by and jump their carts over a hill. Cut to Rainbow, popping up out of her chair to hover with shades propped on forehead.*)

**Rainbow:** GO, SCOOTALOO, GO!!

(*She tacks on a hoof-pumping whoop, then catches herself and looks toward the others. Zoom out to show her on the receiving end of knowing smiles and glances above/below the tinted lenses.*)

**Rainbow:** Uh…I mean… (*Chuckle; settle back down.*) …this is the life. Right, ponies?

(*She pulls her sunglasses back down over her eyes and relaxes fully into the chair with a blissful sigh, but tips them up again to sneak one last look at the race. “Iris out” to black, centered on her face.*)