

FALL WEATHER FRIENDS

Written by Amy Keating Rogers

Produced by Sarah Wall

Story editing by Rob Renzetti

Supervising direction by Jayson Thiessen

Co-directed by James Wootton

Transcribed by Alan Back (ajback@yahoo.com)

Prologue

(Opening shot: fade in to one end of a horseshoes court, where the stake has been driven in. A grunt is heard from the other end, and a shoe is thrown into view to land close to the stake. Pan to Applejack and Rainbow Dash at the throwing line; the latter's actions mark her as the thrower. They are on the grounds of Sweet Apple Acres during the day.)

Rainbow: *(somersaulting in air)* Woo-hoo!

Applejack: Hoo-wee! Not a bad pitch for a pony who works with her head in the clouds.

Rainbow: Oh, yeah? Think you can do better, cowgirl?

Applejack: I know I can.

(A tap of her hoof flips a shoe up from the ground; catching it in her teeth, she lets fly. It lands well short of Rainbow's throw.)

Applejack: Oh, for Pete's sake!

Rainbow: Hah! Looks like this pegasus can pitch better than the workhorse.

(On the end of this, she flips Applejack's hat forward from the back to cover her eyes.)

Rainbow: The object of the game is to get the *closest* to the stake.

Applejack: *(settling her hat back)* All right, all right. *(flipping a shoe onto Rainbow's nose)* You got another throw there, pony girl.

(This one sails over the stake and o.s., its landing point marked by a crash of glass.)

Applejack: Wow, Rainbow. Heh. You couldn't hit a barn door with that kind of a throw.

Rainbow: Yeah, yeah. *(kicking last shoe to Applejack)* I still have the closest throw, Apple Snack. Just try and beat it.

(The blond farmer gets the shoe in her teeth as the view changes to a split screen, with her on the top half and the stake at the bottom. She blows out her breath and lets fly, the shoe's shadow tracing its path toward the goal. Cut to a full-screen close-up of her nervous face and zoom in on one eye, whose reflection shows the stake end; this becomes the actual stake, around which her

throw clatters down neatly.)

Applejack: *(rearing up briefly)* Yee-haa! It's a ringer! That's how we do it down here on the farm.

Rainbow: *(softly, stunned)* I lost.

Applejack: Ah, don't feel bad, Rainbow. It's all in good fun.

Rainbow: I hate losing.

Applejack: Besides, you're a mighty good athlete. I'm just better.

(She trots off chuckling, but Rainbow recovers herself and flies to catch up.)

Rainbow: All right, Applejack. You think *you're* the top athlete in all of Ponyville? *(Both stop.)*

Applejack: Well, I was gonna say "in all of Equestria," but— *(dusting Rainbow's face with her tail)*—that might be gildin' the lily. *(She trots off.)*

Rainbow: And I think *I'm* the top athlete. So let's prove it. *(Applejack leans back into view.)*

Applejack: Prove what?

Rainbow: I challenge you to an Iron Pony competition. *(Applejack thinks this over.)* A series of athletic contests to decide who's the best, once and for all.

Applejack: You know what, Rainbow? You're on.

(Both spit on a front hoof, slap them together, and bring their heads down to stare each other dead in the face. Zoom in slowly and fade to black.)

OPENING THEME

Act One

(Opening shot: fade in to a patch of peaceful sky and tilt down into the Sweet Apple Acres orchards. As Twilight Sparkle and Applejack watch, with Spike on Twilight's back, Rainbow does squats and stretches to limber up. Her lines come between stretches.)

Twilight: So you two are doing what now?

Applejack: An Iron—

Rainbow: —Iron Pony competition.

Applejack: See, we've set up a bunch of events to decide which one of us is—

Rainbow: —the most athletic pony ever!

Twilight: And I'm here to...? *(Rainbow stops stretching.)*

Rainbow: Uh...uh... *(shrugging, to Applejack)* ...I don't know. Why *is* she here?

Applejack: To be our judge and keep score.

Rainbow: Right. Heh. Somepony's gotta record my awesomeness for the history books.

(Back to stretching, so that she does not catch the puzzled look that passes between Twilight and Applejack. Dissolve to a pan across a field that has been set up in the manner of a track and field

meet, with various areas dedicated to different events and a set of bleachers for spectators. Applejack and Rainbow are making final adjustments to a long zigzagging row of flower-filled barrels. A scoreboard stands in the background, with apple-shaped placards giving a score of zero for each competitor, and several tents have been set up.)

Spike: *(from o.s.)* Hello, everypony, and welcome to the first annual Iron Pony competition!

(The pan brings him into view, still seated on Twilight's back and holding a twig with one leaf on the end to serve as a microphone, on the end of this line. They are watching from the sidelines; no other spectators are on the scene.)

Twilight: Uh, Spike, who are you talking to?

Spike: *(looking around)* Um...them!

(He points back behind Twilight on this last word. Cut to Fluttershy, Pinkie Pie, and Rarity coming up the path right on cue. The announcer jumps onto Twilight's head, surprising her considerably.)

Spike: Let the games begin!

(The other five ponies pop up around Twilight and cheer. Dissolve to one end of the barrel course and pan quickly to Applejack standing ready at the other. She paws at the ground a bit.)

Twilight: Ready? *(Close-up of Applejack, in a crouch; she continues o.s.)* Set? *(Back to her.)* Go!

(Spike has procured a stopwatch, which he starts as the earth pony rockets past with enough speed to blow Twilight's mane/tail out straight. She does a serpentine through the barrels, gasping just before she brushes against one so that it wobbles in place.)

Applejack: Dagnabit! *(She reaches the end; close-up of the watch as Spike stops it.)*

Twilight: *(from o.s.)* Time, Spike? *(Longer shot, framing him, her and Rainbow.)*

Spike: Seventeen seconds! *(Applejack skids back.)*

Applejack: You're kiddin'. That breaks my record from last year's rodeo!

Spike: *But* you got a five-second penalty for nudging the barrel.

Applejack: *(sighing, kicking a rock)* Nuts and chews! Still, that's twenty-two seconds—not too shabby. *(Rainbow starts to sweat.)* Hey, don't be nervous. *(nudging her in the ribs)* Remember, it's all in good fun. Now get on up there.

(The multi-hued competitor takes her place at the line.)

Twilight: Ready? Set? Go!

(Again Spike clicks his stopwatch, and again Twilight nearly gets her mane/tail blown off in the wake. Rainbow races through the barrels, her tail leaving a short contrail behind her, and

reaches the end without hitting any of them.)

Applejack: Whooh! That was some fancy hoofwork there, Rainbow. *(Rainbow flies back, trying to catch her breath.)*

Rainbow: Thanks, but I couldn't have been as fast as you.

Applejack: What was the time on that, Spike?

Spike: *(surprised)* Eighteen seconds! *(Rainbow gasps.)*

Applejack: Eighteen seconds? *(leaning a foreleg on Rainbow's back)* Rainbow, are you sure you're not secretly a rodeo pony?

(Twilight raises one of Rainbow's forelegs, in the manner of a boxing referee lifting the arm of the victor in a bout.)

Twilight: Rainbow Dash wins the barrel weave!

(Pan to the scoreboard. The 0 placard next to Rainbow's picture has been removed, and Fluttershy flies up to replace it with a 1.)

Rainbow: *(hovering)* I can't believe I won! *(Applejack nudges her down flat.)*

Applejack: Yeah, well, don't you go gettin' used to it.

(Dissolve to a pan across another area, where a carnival "high striker" has been set up—the old game in which a person hits a lever with a mallet, trying to drive a weight up a vertical scale to hit a bell at the top. This particular rig has been modified in one way: instead of a lever, a bullseye target is mounted at ground level, with the weight resting on its top edge. Rainbow bucks this, sending the weight up and hitting the bell. Cheers from the spectators as she floats up to the top of the scale with a smile; flowers and horseshoes are tossed up after her. Applejack, meanwhile, is resting on her haunches under an apple tree, hat tipped forward over her eyes and a stalk of wheat in her mouth. Rainbow flies over to her, and she flips the hat back for a clear view of the smug pegasus.)

Applejack: Mighty respectable—*(spitting out stalk, walking past)*—but let me show you how it's *really* done.

(She takes her position, glances casually up the scale, and proceeds to deliver a one-legged buck that smashes the target to splinters. The weight not only hits the bell, but breaks it loose and launches it out of sight. As the crowd—which has added a few members since the first event—cheers and waves pennants, Applejack walks back to the confounded Rainbow, who collapses onto her haunches by the tree.)

Applejack: Years of applebuckin'.

(A casual hit from one rear leg knocks several apples loose so that they hit Rainbow's head in rhythm with the first five notes of "Shave and a Haircut." Fluttershy puts up Applejack's point on the scoreboard, two more apples hit Rainbow to add the "two bits," and Fluttershy spreads her

forelegs wide with a grin to show off the standings. The score is now tied 1-1.)

(Dissolve to the bleachers, where Granny Smith, Apple Bloom, and Big Macintosh have taken seats to watch the proceedings. They do a three-pony wave.)

Granny: Wahoo.

Bloom: Woo-hoo!

Macintosh: Ee-yup.

(Close-up of Spike, who now wears a ten-gallon hat and is sweating buckets atop Applejack's back.)

Spike: Why me? *(Zoom out to frame Twilight.)*

Twilight: Go!

(The orange-tan pony launches into her best bucking-bronco impersonation, trying to flip Spike away; he quickly loses his hat and yells time after time while keeping a death grip on her tail. One final heave launches him into a haystack that stands in the corner of this fenced-off corral; he sticks his head up and spits out some hay.)

Spike: Ouch.

(The rest of the stack shakes apart, revealing Rainbow inside; he has landed on her back.)

Rainbow: Ready for another pony ride? *(She gets moving.)*

Spike: No!

Twilight: Go!

(Her strategy is to start jackhammering in place, bouncing the little dragon up and down so quickly that he is soon flung over the field and out of sight. She flies up to enjoy the victory.)

Twilight: Rainbow Dash wins the bronco buck!

(At the scoreboard, Fluttershy changes her score from 1 to 2. There is a loud thud nearby; she puts her front hooves to her mouth in surprise, and the camera zooms out to show that Spike has hit the board and is dangling over the top edge.)

Spike: *(woozily)* And I lose.

(Dissolve to the corral, whose bleachers have begun to fill with cheering fans. The two players stand in it and are each twirling a lasso in their teeth, with Spike standing between them and wearing a horned helmet. In close-up, Rainbow is having considerable trouble getting her rope to behave; Spike, meanwhile, just stands there with a sullen "why me?" expression. Applejack handles the lasso with her usual dexterity, working it back and forth before casting it ahead. Instead of targeting the horns, though, she catches it around all four of Spike's limbs to hogtie

him and drags him over to herself with a yell. Roses are thrown onto the field in honor of this coup.)

Spike: How do I get roped into these things?

(Grunts from the o.s. Rainbow, followed by a quick pan to a tree that stands just outside this corral. She is dangling upside down from one branch, having tangled the rope around both it and herself.)

Rainbow: Does this count?

(Now several birds have perched atop the scoreboard, and Fluttershy puts up the point to tie it at 2-2. Dissolve back to the field, where Applejack is doing her best to bounce a ball off her head. After a couple of contortions, she loses her balance and goes face first in the grass, the ball sailing away only to bounce atop one of Rainbow's upraised rear hooves. It balances there perfectly as she keeps a second ball going off her own head. More cheers and roses, this time from some pegasi who are watching from the clouds overhead, and Fluttershy catches one flower in her teeth as she awards the point to Rainbow.)

(Quick pan to the two ponies at one end of a strip marked off for distance, surrounded by a still-growing crowd on ground and in air. Each has a hay bale before her; Rainbow gets her teeth around the ropes binding hers and heaves. She then flies to the far end of the run just in time to see the bale land exactly on that line. The raspberry she blows back is cut off when Applejack's bale lands neatly on top of her, smashing her flat—and outdoing her throw to boot. The cheering spectators carry Applejack past the scoreboard, where Fluttershy's rabbit Angel pops up behind her head to mark the point. Tie at 3-3.)

(Dissolve to a hoof-wrestling match in progress, which Rainbow soon wins, causing Applejack to lose her balance and drop to the ground. Her hat falls loose and floats past the camera; behind it, wipe to the scoreboard, where Fluttershy swoops past and adds the point.)

(Dissolve to the pair on a hill, each with a football in front of her; Rainbow is hovering, and Applejack has her hat on. Rainbow kicks her ball—rainbow-striped, naturally—with a hind leg, facing straight ahead as a human player would. Applejack, on the other hand, bucks hers with both hind legs. In the sky, several pegasi watch Rainbow's ball sail past beneath them, but duck to avoid being hit as Applejack's rockets over their heads. They gasp; quick tilt down to the scoreboard. Fluttershy has the 4 placard in hoof to post up, but gasps and raises it over her head for protection. The brown pigskin sails into view and hits it, knocking it neatly into place. Tie at 4-4.)

(Dissolve to Spike, twig microphone in hand.)

Spike: Fillies and gentle-colts!

(Longer shot. He is standing on the back of Twilight, who is levitating a scroll to read it.)

Spike: At the halfway point, our competitors are tied at five and five! *(The scroll disappears.)*

Twilight: *(a bit exasperated)* Who are you talking to?

Spike: *(gesturing)* Them!

(A still-longer shot reveals that dozens of ponies have now congregated here to watch the showdown and are thoroughly enjoying themselves. Wipe to Twilight, with the faces of Applejack and Rainbow rising into view as she counts.)

Twilight: Ninety-five...ninety-six...

(Zoom out; they are doing push-ups. As she keeps counting, the view shifts to a close-up of each straining, sweating face.)

Twilight: ...ninety-seven...ninety-eight... *(All three again.)* ...ninety-nine...

(Applejack is unable to rise again, but Rainbow comes back up—with the help of her wings.)

Twilight: ...a hundred!

Rainbow: Yes!

(She raises her forelegs in victory, her front end staying clear of the ground. The opponent briefly registers surprise as she goes flat in the grass.)

Applejack: *(to herself)* Be a good sport, Applejack.

(Dissolve to her in full gallop; reaching a chalk line, she launches herself in the air and comes down for a four-point landing in a sand pit. This is a long jump event. She throws a challenging glance over her shoulder and leaps aside, leaving four hoofprints in the sand to mark her distance. After a moment's hesitation, Rainbow charges toward the line and jumps—but upon seeing that she will fall short, she flaps furiously and stops with inches to spare above the sand. A little more wing action lets her touch down ahead of Applejack's mark, prompting an angry glare.)

(Flames lick across the screen, burning this view away to expose two squawking chickens. They settle down, having been placed at the end of parallel muddy trenches, and Rainbow looks at a group of chicks on her back in close-up. The camera zooms out to show that Applejack has several of her own; each is standing at the opposite end of a trench, facing a chicken. When the bell rings, they trot into the mess; in close-up, it splatters all over Applejack, annoying the chicks so much that they quickly leave her back. Only after she reaches the other end does she notice this and gasp. Next to her, Rainbow pushes through the mud, having spread her wings so that both sets of chicks can perch on them and stay clean during the ride. This also does not sit well with the blonde.)

(A splatter of mud oozes down the screen; behind it, the view wipes to Twilight and Spike. A rope

stretches across in front of them, with a red flag tied to its midpoint.)

Twilight: All right, you two. This is the final event.

(Zoom out. Applejack and Rainbow stand at opposite ends of a mud pit, each holding a rope end in her teeth for a tug-of-war. Both have cleaned up from the previous event.)

Twilight: Give it all you've got.

(Spike waves a checkered flag to start them off. Both ponies dig in their heels, but Rainbow finds herself being dragged toward the mud.)

Spike: Looks like the workhorse might come out ahead in this one!

(Back to Applejack's end as he finishes; he hauls on the rope, pulling Rainbow so far that her hooves graze the edge of the pit and she topples forward. Only the latter's wings keep her from taking a mud bath, and she quickly flies upward to lift Applejack off the ground. Cut to the latter.)

Applejack: That's not fair! You can't use your wings to help you win! *(Tilt up to Rainbow on the end of this.)*

Rainbow: *(hoof to ear, feigning deafness)* Huh?

Applejack: You're cheatin'!

Rainbow: I can't understand you with that rope in your mouth! *(Applejack lets go and hangs in the air.)*

Applejack: I said— *(noticing)* —uh-oh.

(Gravity returns from its coffee break at this point and drops her squarely into the mud. The crowd cheers wildly, and at the scoreboard, Fluttershy stares in concern as Rainbow reaches into view to put up the last point herself.)

Rainbow: *(from o.s.)* Woo-hoo! *(Zoom out to frame her; the score is 15-5.)* I win by a landslide! *(flying to Applejack)* Or mudslide, in your case.

(The besmirched competitor seethes in the pit as Rainbow flies up with a laugh and two pegasi stretch out a rainbow-striped banner behind her.)

Rainbow: I am the Iron Pony! *(Applejack stands up into view, now clean.)*

Applejack: Only 'cause you cheated!

Rainbow: What?! *(She flies down to face off.)*

Applejack: You used your wing power to help you win over half those contests!

Rainbow: Sounds like sour apples to me.

Applejack: Are you sayin' you didn't use your wings?

Rainbow: Well...no...but you never said I *couldn't* use my wings.

Applejack: I didn't think I needed to tell you to play fair!

Rainbow: I still would've won even without my wings.

Applejack: Ha! Prove it!

Rainbow: Gladly! How?

Applejack: Tomorrow's the annual Runnin' of the Leaves. I challenge you to race me in it. (*Cut to Rainbow.*)

Rainbow: Heh. Easy, schmeasy.

Applejack: (*from o.s.*) Hold on!

(She is yanked down by her tail; cut to both. Applejack has planted her hooves on it to keep Rainbow from flying off again.)

Applejack: There is one condition. The point is to *run*, so no wings allowed!

Rainbow: No wings? (*She bucks, flipping Applejack away.*) No problem!

(They each spit on a front hoof and touch them together, leaning in close to stare each other down at point-blank range. The mood breaks when Rainbow blows a raspberry; both chuckle for a moment, but then resume their glowering. Snap to black.)

Act Two

(Opening shot: fade in to the exterior of the library. Twilight walks away from it, with Spike on her back, but stops to look at a passing butterfly.)

Spike: Twilight, hurry up! We're gonna be late for the race!

Twilight: Why are you so excited about the race? (*She starts off again.*) It's only for ponies.

Spike: Yeah, but I'm hoping I can be the announcer again. (*He pulls out his twig.*) Just listen. (*speaking into it*) Fillies and gentle-colts...

(Both are taken aback at the sound of Pinkie Pie's amplified voice, which cuts in from some distance over his own.)

Pinkie, Spike: (*Pinkie o.s.*) ...welcome to the annual Running of the Leaves!

(He never makes it to the last word, and the camera tilts quickly up to the pink pony, who is riding in a hot-air balloon and speaking into a megaphone mounted at the basket's edge. On the following line, cut to frame her floating above the race's starting line, where quite a few ponies have already gathered in the park land outside the town proper. The trees display a palette of reds, golds, and oranges, marking the time of year as autumn.)

Pinkie: This is Pinkie Pie, your official p-eye-in-the-sky announcer.

(The extra P is pronounced as a short "puh" to mark a play on her own name. She floats up o.s.; Spike angrily throws his twig away.)

Twilight: Sorry, Spike. I guess that job's already taken.

(The balloon floats over a stretch of forest.)

Pinkie: As everypony knows, the Running's a very important tradition, for without it, the autumn leaves of Equestria would never fall. So get ready, ponies. *(She returns to the starting line.)* The Running of the Leaves will begin in five minutes!

(Several move into position, stretching and limbering; a pan across the line reveals that they each have a number pasted over their cutie mark. Applejack is at one end, wearing number 8 and getting ready, but stops at the sound of Rainbow's voice.)

Rainbow: *(from o.s.)* Pardon me! *(Cut to her, advancing through the crowd as number 11.)* Excuse me! Make way for the Iron Pony!

Applejack: The Iron Phony, you mean.

Rainbow: So, Applejack, you ready to win *second* place?

Applejack: *I'm* ready to run a good clean race.

Rainbow: Yeah, yeah.

Applejack: You are not allowed to use your wings!

Rainbow: *(flapping a bit)* I could win this race with both wings tied behind my back.

(Cut to a close-up of Applejack and zoom in as a devious idea occurs to her; then dissolve to a close-up of Rainbow's midsection. Several turns of rope are wrapped around it, pinning her wings to her flanks, and she groans as they are tightened. Zoom out; she glares over her shoulder at Applejack, who puts the finishing touches on the job and smiles.)

Applejack: Trussed up like a turkey...well, a turkey who can't fly, that is.

Rainbow: Very funny.

Applejack: 'Least now we know we're racin' fair and square.

(The "Call to the Post" bugle call sounds off—the traditional signal that a horse race is about to begin.)

Pinkie: *(from o.s.)* Racers, please take your positions! *(Spike hurries past and spots her.)*

Spike: Um...Pinkie Pie... *(Cut back and forth between them.)*

Pinkie: *(off megaphone)* Hey, Spike! What's up?...Oh, wait. It's me. I'm up! *(Laugh.)*

Spike: Uh, yeah, uh...I know you're doing the announcing today and stuff, and...I'm sure you're gonna do a great job and all, but...I was just wondering...

Pinkie: *(off meg)* What?

Spike: Aw...forget it. *(Stay on him.)*

Pinkie: *(from o.s., off meg)* Spike! *(Cut to frame both.)* Would you like to be my co-reporter? We could comment on the action together.

Spike: *(brightening)* We could? *(She drops him a rope.)*

Pinkie: Climb on up!

(Or, in this case, grab the rope and hang on as the balloon gains altitude. Back to Applejack and Rainbow, crouching at the line. They look off to one side, suddenly puzzled, and the camera zooms out to show Twilight standing over there and reading a scroll that floats before her. She is wearing number 42. The document disappears as Applejack stands up.)

Applejack: Twilight? What in tarnation are you doin' up here?

Twilight: I'm racing.

(These two words are all it takes for Rainbow to straighten up and laugh herself stupid.)

Rainbow: *(nudging her in the ribs)* Good one, Twilight!

Twilight: I'm not joking.

Rainbow: What?! You're not an athlete, you're a...well...you're an egghead.

Twilight: *(incensed)* I am not an egghead! I am well-read.

Rainbow: *(softly)* Egghead. *(Applejack snickers.)*

Applejack: But ha...have you ever run a race?

Twilight: Well, no. *(The others both snicker.)* But I do know a lot about running. *(Cut to them.)*

Rainbow: And you know this from...?

Twilight: *(from o.s.)* Books. *(More snickering.)* I've read several on the subject.

(Rainbow finds this so amusing that she topples over on her back laughing.)

Rainbow: What'd you read? *The Egghead's Guide to Running?*

(Her laughter continues out as the egghead in question lets off a frustrated little sigh.)

Rainbow: *(standing up)* Did you stretch out your eye muscles to warm up? *(She falls o.s. again and reaches up toward Twilight's eye.)* Get it? Eye muscles?

Twilight: Scoff if you must, Rainbow, but the Running of the Leaves is a Ponyville tradition. And since I'm here to learn, I've decided I should experience it myself.

Applejack: Well, I think that's just dandy, Twilight. Good luck. *(She stifles another laugh; Rainbow gets up.)*

Rainbow: Yeah. See you at the finish line—tomorrow.

(They trade one more laugh before Pinkie cuts in, back on the megaphone.)

Pinkie: *(from o.s.)* All right, ponies! *(Cut to her; the balloon's rope has been pulled up.)* Are you ready? *(Spike pops up alongside and speaks into it.)*

Spike: Get set!

(Applejack and Rainbow drop back into their crouch—the only racers to do so. A hand signal from the dragon sets off a bell to start the event.)

Pinkie: And they're off!

(Autumn leaves flutter down from the trees as dozens of ponies thunder past. The balloon floats along to keep pace.)

Pinkie: Welcome to the official coverage of the Running of the Leaves.

(Close-up of the two announcers—Pinkie at the megaphone, Spike holding an old-style microphone to boost his own voice.)

Pinkie: You know, Spike, despite its name, the leaves don't do any of the actual running. *(He is a bit puzzled at this.)* No. That's left to my little ponies.

Spike: Why...yes, Pinkie. It's the running of the ponies that causes the leaves to fall.

(Ground level; as the group sprints past a stand of trees, the leaves fall in a dense shower to leave the branches entirely bare.)

Pinkie: *(from o.s.)* Ugh! Those lazy, lazy leaves.

(Dissolve to a long shot of the racers, with Applejack and Rainbow leading the pack. The balloon floats along the route.)

Pinkie: But this year, the run is about more than the weather. It's about the race to the finish and the two runners who want to win it. *(Cut to those two; she continues o.s.)* Applejack and Rainbow Dash. *(Back to the balloon.)*

Spike: You know, Pinkie, these two ponies have a bit of a grudge match they're trying to settle, trying to prove who's the most athletic.

Pinkie: Yes, and "grudge" rhymes with "fudge."

Spike: *(a bit confused)* Yes, it...does. *(aside)* What?

Pinkie: And I like fudge. But if I eat too much fudge, I get a pudge and then I can't budge. *(Cut to Spike on the end of this.)*

Spike: *(now really confused)* So...no fudge?

Pinkie: Aw, no thanks. I had a big breakfast. Let's check in with our two competitive ponies... *(Long shot of them and the balloon.)* ...Applejack and Rainbow Dash! Having come fast out of the gate, Applejack and Rainbow Dash are evenly matched—

(Close-up of the two racers.)

Pinkie: *(from o.s.)* —running neck and neck. *(Applejack pulls ahead slightly.)* But what's this? Applejack is making a move! She's now ahead by a nose! *(Rainbow does the same.)* But Rainbow Dash won't let Applejack have it and takes the lead!

(Back to the balloon on the end of this.)

Pinkie: She's ahead by a half a nose! Or maybe three-quarters of a nose! *(Spike lets his mic hang over the side in frustration.)* No! About sixty-three-point-seven percent of a nose! *(sheepish grin, to Spike)* Roughly speaking.

(Ground level; Rainbow has the lead to herself, but not for long once Applejack charges past her.)

Pinkie: *(from o.s.)* Applejack sees this move and punches forth with her strong workhorse legs, leaping ahead by three hundred fifty noses!

Applejack: *(over her shoulder)* Not so easy without wings, is it? *(Rainbow eyes her own roped-down pinions.)*

Rainbow: Come on, Rainbow. Show 'em a little dash! *(She gallops on; cut to Pinkie and Spike.)*

Spike: *(laughing a bit)* Hold your horses, Pinkie! Rainbow Dash is catching up to front-runner Applejack!

(Overhead view of the pair, framing him as well.)

Pinkie: *(from o.s.)* What an upset! I thought Applejack had this in the bag! *(Ground level.)*

Rainbow: You didn't think I was gonna let you off that easy, did you?

(The taunt distracts Applejack's attention long enough for her to not see a rock in the path. She trips...)

Applejack: Whoa!

(...and goes face first in the dirt, lifting her head just in time for all the other ponies to speed past her. A shower of leaves fills the screen as they go, resulting in denuded trees and one very annoyed pony. She stands up, slightly out of breath.)

Applejack: I don't believe it! *(Twilight trots up and stops.)*

Twilight: I know. *(Zoom out slightly.)* It's beautiful, isn't it? *(One last leaf drops from a branch.)*

Applejack: Not the scenery, Twilight! Rainbow Dash just tripped me!

Twilight: She did not.

Applejack: She did too!

Twilight: She did not! And if you slowed down and looked where you're going like me, you'd see that you tripped over a rock.

(Ground level on the end of this, framing the rock in the fore and the two ponies farther back. Applejack finally takes notice of the obstacle.)

Applejack: What? Aw, hayseed! *(sighing; watching others race away)* Now I got a lot of ground to make up to catch Rainbow! *(She races off.)*

Twilight: *(calling after her)* Just be careful!

(The unicorn trots off at a leisurely pace, her mind clearly focused on the trees instead of her race position. Dissolve to a close-up of Rainbow on the move and zoom out. Realizing that she has this stretch of racecourse all to herself, she slows to a trot—just in time for Applejack to gallop past her.)

Applejack: See you at the finish line! *(Rainbow stops short and gapes after her.)*

Spike: *(from o.s.)* I don't believe it! *(Cut to him and Pinkie.)* After a huge setback, Applejack is back at the front of the pack!

Pinkie: She's the head of the pack, all right! The pick of the litter! The cat's pajamas!...Oh, wait. Why would Applejack take some poor kitty's PJ's? *(Cut to Spike, perplexed; she continues o.s.)* That's not very sporting of her.

Spike: Okay...let's get back to the race.

(Rainbow is slowly pulling up next to Applejack.)

Rainbow: Not so fast, Applejack! This race isn't over yet!

Applejack: It is for you!

(A chuckle and a quick bit of acceleration put her out in front again; when Rainbow tries to do the same, she tumbles forward instead.)

Rainbow: Whoa!

(Skidding to a stop on her face, she has a good view of the other racers as they thunder past to bring down a fresh torrent of leaves. She finds herself buried underneath them and shakes clean as she stands up among the stripped trees.)

Rainbow: I don't believe it! Applejack tripped me!

Twilight: *(from o.s.)* Don't you ponies ever look where you're going?

(The grounded flyer looks in the direction of her voice; sure enough, here she is, pointing to a stump on the path.)

Twilight: You tripped on a stump, see?

Rainbow: Oh, I see. A big cheater is what I see!

Twilight: Rainbow, Applejack would never cheat. It was just an accident.

Rainbow: *(sarcastically)* Sure it was. *(Twilight glares at her; she softens her tone.)* I mean, yeah, I'm sure it was.

Twilight: *(trotting ahead)* Remember, Rainbow, this is just a game.

Rainbow: *(to herself)* Yes, but the rules have changed. *(Zoom in on her face.)* And two can play at that game.

(Snap to black.)

Act Three

(Opening shot: fade in to a long shot of a racecourse stretch that goes over a river at the mouth of a waterfall. The ponies thunder over the horizon toward this, while the balloon floats

overhead.)

Pinkie: Welcome back, Ponyvillians! It's me, Pinkie Pie!

Spike: And Spike! (*Applejack leads Rainbow over the bridge.*) Looks like Rainbow's doing her best to catch up!

Pinkie: I'm not sure how ketchup is gonna help her in this contest. Now in a hot dog eating contest, it can make them doggies nice and slippery, but personally I prefer mustard.

(Cut to Spike on the end of this line—again trying with no luck to make head or tail of her commentary—then back to both.)

Pinkie: How about you, Spike?

Spike: Uh...I like pickles?

Pinkie: Aaaaand...it looks like Applejack has found herself in quite a pickle as Rainbow overtakes her!

(Overhead view of the pair on the end of this, putting her o.s., then cut to ground level.)

Rainbow: Look, Ma, no wings!

(They enter a new stretch of trees, while the balloon floats up to clear their tops.)

Spike: As the racers enter Equestria's Whitetail Wood— (*Ground level; he continues o.s.*)
—Rainbow Dash is back in the lead!

(Rainbow's face goes slack with shock as she notices a low branch at head level. She chuckles and catches it in her teeth, pulling it briefly out of the way without breaking stride, then lets it snap back. Applejack has time for one gasp before taking a lash to the face that dumps her on her back; she stands up, spits out a mouthful of leaves, and glares ahead.)

Applejack: Ow! Rainbow!

(The only answer she gets is a loud raspberry, to which she responds with a disbelieving gasp.)

Applejack: Why, that little cheater did that on purpose! (*She eyes the branch that hit her.*) It's on!

(As she trots o.s., the screen wipes to a view of her sitting on the branch, with one foreleg wrapped around a nearby tree to keep it bent back. When she lets go, it snaps out straight and slingshots her ahead; cut to Rainbow.)

Rainbow: Nice one, Rainbow. (*Applejack sails past.*)

Applejack: Later!

(She is gone in a flash of blond mane and orange-tan coat, prompting Rainbow to skid to a brief

stop, growl furiously, and pour on the speed. The equine rocket now has all four hooves on the ground and is galloping in fifth gear, but a look back shows her adversary gaining fast. Applejack spots a beehive on a branch up ahead and stops just long enough to buck the tree in which it is hanging. The hive comes loose after a moment, Rainbow gasping in surprise as it drops toward her. Back to Applejack, who enjoys the solitude for a moment before the pegasus zooms past screaming, with the entire swarm of bees after her.)

(Up ahead is a trail junction, with branches leading left and right, and a sign with an arrow pointing right to indicate the racecourse. Rainbow reaches this and dives into a nearby bush to get away from the bees, which form into a giant “?!” out of confusion and then buzz away. Once they are gone, Rainbow puts her head up, smirks after them, and notices the sign. A pan right shows the path that lies ahead, and a flick of one hoof spins the sign so that it points left instead. Rainbow ducks back into the bush.)

(When Applejack reaches the junction, she follows the altered sign without a moment’s hesitation and finds herself dashing up a rocky mountain trail. Jumping out of the bush, Rainbow leans against the sign for a laugh but does not notice the mob of racers who charge past along the correct path. Her body has covered the wrong-turn arrow. After they have gone, a few pants from the o.s. Twilight are heard, and she soon trots up the path toward the incredulous dirty player.)

Twilight: Oh, my! Whitetail Wood is just lovely! *(Rainbow hurriedly fixes the sign.)* Hey, Rainbow. Shouldn’t you be up ahead?

Rainbow: *(laughing wickedly)* I’m sure to win now.

Twilight: Except that all the other racers just passed you.

Rainbow: *(panicked)* Oh, horse apples! *(zipping away)* See you!

(Wipe to the farmer-turned-mountain-climber as she continues her rush up the slope and stops at a cliff.)

Pinkie: *(from o.s.)* Applejack?

(Cut to just behind Applejack; the balloon floats at her level, a short distance beyond the edge, and closes in.)

Pinkie: What are you doing up here?

Spike: There aren’t even any trees.

Applejack: I know, but the signs pointed this way.

(Her eyes pop and she lets off a surprised little neigh.)

Applejack: *(disgustedly, to herself)* Rainbow! *(to Pinkie, Spike)* Mind givin’ me a lift?

(Dissolve to the field of racers, with Rainbow leading the pack by a considerable margin. Leaves continue to fall from the surrounding trees, and the balloon drifts down over the group while Applejack hangs onto a dangling rope. She swings down ahead of Rainbow and flips her a

sardonic little salute, prompting a shocked gasp.)

Rainbow: What the hay? You said no flying! *(Applejack lets go to start galloping.)*

Applejack: No, I said no wings.

(She charges on through an area in which each tree's trunk has been fitted with a half-pipe chute, through which sap runs to drip into a bucket hung on the end.)

Pinkie: *(from o.s.)* I must say, Spike, that this has been the most interesting Running of the Leaves in Equestria history! *(Rainbow starts to catch up on the end of this; cut to the announcers.)*

Spike: *(under his breath)* With the most interesting announcing.

(Tilt quickly down to ground level; Applejack races on, kicking a bucket loose so that its contents spill all over the path.)

Pinkie: *(from o.s.)* But it isn't the running that's been fascinating.

(When the sky-blue sprinter hits the sap, she soon finds every hoof glued down in it.)

Pinkie: *(from o.s.)* It's the lack of running!

(She tries to pull free as the others rumble past and bring down plenty of leaves. Finding fresh resolve, she begins to plod ahead, the gooey mess stretching like a rubber band; eventually she can go no further and gets snapped violently backward with a yell. Inspiration strikes during this journey, and she lets the sap catapult her forward again, building up enough speed to break loose and rocket along the course. She flashes past all the other ponies in a rainbow-striped streak of tail and passes so close to Applejack as to set her spinning as a four-legged tornado.)

Applejack: Whoooooaaaaa! *(The little twister veers along and sucks up Rainbow.)*

Rainbow: Whoa!

(Now both screaming, they veer off the path and up a rocky incline for a short distance before wiping out. When the dust clears, they are sprawled out on a small ledge; they come to and jump upright to stare each other down, but the ledge promptly cracks and gives way. Applejack and Rainbow are dumped screaming back down the slope, riding the broken slab like a surfboard, and reach ground level just as all the other ponies pass them and the leaves stream down.)

Twilight: *(from o.s.)* Forgive me, girls. *(Cut to her, trotting by.)* I know I'm not an athlete, but shouldn't the Running of the Leaves actually involve running?

Rainbow: *(to Applejack)* You know, I think Twilight's right.

Applejack: You do?

Rainbow: Yeah. If you want to beat me, you better... *(zooming off)* ...RUUUNNN!!

(And Applejack does exactly that, pulling even with Rainbow as the balloon keeps pace. A

close-up of the basket during the next line reveals that Spike has again let his microphone hang over the side, wondering if should have his head examined for signing on as announcer.)

Pinkie: Once again, Rainbow Dash and Applejack are neck and neck, jockeying for position! *(Ground level; she continues o.s.)* Applejack inches ahead...now it's Rainbow...it's Applejack...it's Rainbow Dash...it's Applejack!

(Both faces brighten; up ahead is the finish line just outside Ponyville proper, attended by a cheering crowd. Rainbow eases over and bumps into Applejack.)

Spike: *(from o.s.)* Oh, no, she di-in't! *(Applejack does likewise; cut to the balloon.)*

Pinkie: Oh, yes, she di-id! *(Another bump from Rainbow.)*

Applejack: Cut it out!

Rainbow: No, *you* cut it out!

Applejack: You started it!

Rainbow: And now I'm gonna finish it! *(She pulls ahead.)*

Applejack: Oh, no, you won't!

(A mouthful of Technicolor tail is all she needs to yank Rainbow backward and move ahead—but the latter moves up fast.)

Rainbow: Oh, yes, I will!

(She pulls Applejack back in the same fashion and charges up. When Applejack tries again, she misses Rainbow's tail but gets a mouthful of the ropes tying her wings down; they snap and unwind, leaving the pegasus to start flapping and lift off.)

Rainbow: That's it! All bets are off! *(Applejack jumps up after her.)*

Applejack: Oh, no, you don't!

(Paying no heed whatsoever to the flabbergasted spectators, she tackles Rainbow out of the air. Dust floats up from below as the two crash down and get into a rolling brawl on the home stretch. Up above, Spike is beginning to enjoy himself again.)

Pinkie: It's Applejack...it's Rainbow Dash... *(Ground level; she continues o.s. as they cross the finish line.)* ...it's Applejack...it's Rainbow Dash!

(The beatdown continues until they have rolled o.s. with a loud crash. Rainbow is first to get up, her mane, wings, and coat in total disarray, and smiles once she catches her breath.)

Rainbow: I won! *(Applejack is up as well and in just as bad a shape.)*

Applejack: No, I won!

Rainbow: *I won!*

Spike: *(from o.s.)* You tied!

Applejack, Rainbow: Tied?!?

Applejack: For first? *(Cut to just behind them, looking up at the balloon.)*

Pinkie: For last!

Applejack: Last?!?

Rainbow: Then...who won?

(Cut to a ground-level view of Twilight's hooves as they make their way along the path. A medal hangs around her neck; back to the two dirty fighters.)

Applejack, Rainbow: *You?* *(She steps into view; cut to her.)*

Twilight: Oh, no, but I did get fifth place—which is rather good, considering I've never run a race before.

Applejack: *(from o.s.)* What? *(Back to her.)* How's that even possible? *(Pan to Rainbow.)*

Rainbow: You ran so slow, and looked at the scenery!

Twilight: Exactly! I paced myself, just like my book said. Then at the end, when all the other ponies were worn out...

(She glances back; cut to a group of winded and collapsed pegasi.)

Twilight: *(from o.s.)* ...I sprinted to the finish.

Rainbow: I don't believe it. *Twilight* beat us!

Twilight: Well, with all your horsing around, it was quite easy.

Applejack: Huh. You're right, Twilight. Our behavior was just terrible.

Rainbow: *(sighing)* We weren't very good sports.

(Cut to several of the spectators, who gasp at the sound of the next voice and kneel.)

Princess Celestia: *(stepping into view)* Sounds to me like an important lesson was learned. *(Head-on view of her.)*

Twilight, Rainbow: *(from o.s.)* Princess Celestia?! *(Back to the trio.)*

Applejack: W-What are you doin' here? *(All kneel.)*

Celestia: Fall is one of my favorite seasons— *(They stand.)* —so I came to celebrate the Running of the Leaves.

Applejack: I'm sorry you had to see us being such a poor sport, Princess. *(Cut to her.)*

Celestia: That's all right, Applejack. Anypony can get swept up in the excitement of competition. *(Pan to Twilight.)*

Twilight: It's important to remember that the friendship is always more important than the competition.

Celestia: Exactly, Twilight. Now unfortunately, because the two of you were busy tricking each other instead of shaking down leaves—

(Cut to a slow pan across a stretch of forest whose trees are still fully loaded.)

Celestia: *(from o.s.)* —many of the lovely trees in Equestria are still covered. *(Back to the group.)*

Applejack: Why, Princess, I bet we can knock those leaves down for you lickety-split. *(to*

Rainbow) What do you say, friend? Wanna go for another run?

Rainbow: (*limbering up a foreleg*) I'd love to stretch my legs.

(She takes off like a shot, Applejack rearing up and doing likewise a moment later, and teacher and student watch them go. In the forest, the two former rivals—now cleaned up from their brawl—stay even with each other during a charge toward the camera that blacks out the screen for a moment; when the view clears, they are now racing away toward the horizon. Leaves shower down every step of the way as the two finish the defoliation job as it was meant to be done. “Iris out” to black, staying focused on them.)