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MY LITTLE PONY

"Dress For Failure"

EP014

Written by

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TEASER

SC 1 - <u>EXT./INT. CAROUSEL BOUTIQUE - DAY</u>

Open on RARITY in her shop, happily working on designing herself a stunning new formal outfit for the upcoming GRAND GALLOPING GALA in Canterlot (introduced in the episode "Ticketmaster"). She talks to her super fussy and moody pet cat, Opal Essence, who is helping out as little as she can possibly get away with.

1 RARITY
(dreamily)
Oh, Opal Essence, can't you just picture it? Moi stepping out in a stunning new gown at the Grand Galloping Gala in Canterlot!

Rarity wraps a long PIECE OF FABRIC loosely around her and pretends to walk the Red Carpet at the glamorous event, addressing her imaginary admirers.

2 RARITY (CONT'D)
Why, yes, I did make it myself, thank you so much for asking. *

Opal Essence walks in a circle in preparation for settling in * comfortably on a PIECE OF FABRIC just as Rarity's SEWING MACHINE, begins continuously stitching away at it, PULLING the cloth out from under the surprised and a-bit-put-out cat.

3 OPAL ESSENCE *
<surprised/annoyed meow>

Rarity, who loves her cat and is totally oblivious to her persnickety temperament, cheerily misunderstands.

4 RARITY
Oh, Opal Essence. Of course you can * help me. Thank you!

Opal Essence wasn't wanting to help at all. She furiously * shakes her head "No." But cheerfully oblivious Rarity happily scoops up the dismayed cat and puts her work holding a PINCUSHION in her mouth.

Opal Essence BLINKS, frowning, unable to move or speak. Her * eyes narrow with irritation.

5 OPAL ESSENCE *
(dismayed)
Mmf!

6 RARITY
What's that? You want to help more? Oh aren't you the sweetest thing!

In a whirlwind of flying hooves, Rarity covers Opal Essence * in sewing supplies--- scissors, tape measures, spools of thread, bottles of glue, etc, finally revealing Opal Essence * in the most uncomfortable statue-like position possible, wobbling on one paw trying to balance herself and the notions.

Rarity uses her MAGIC to enchant a NEEDLE and THREAD to stitch cloth draped over a PONY-SHAPED DRESSMAKER'S MANNEQUIN. Nearby is her SKETCH of what her finished dress is going to look like. Opal Essence continues to wobble. *

7 RARITY (CONT'D)
(friendly)
Careful now. Don't move. This shouldn't take long at all.

FADE TO BLACK.

END OF TEASER

MAIN TITLES

ACT I

SC 2 - <u>EXT./INT. CAROUSEL BOUTIQUE - LATER THAT DAY</u>

The little shop BELL tied to the door <DINGS> as APPLEJACK and TWILIGHT SPARKLE enter the Carousel Boutique.

8 APPLEJACK
Howdy, Rarity!

Twilight shushes boisterous Applejack, noticing the look of intense concentration on Rarity's face.

9 TWILIGHT
Shh. Can't you see Rarity is trying to concentrate?

Rarity continues to work on her outfit, using her MAGIC to enchant a NEEDLE and THREAD to stitch cloth draped over a PONY-SHAPED DRESSMAKER'S MANNEQUIN.

Applejack and Twilight SLOWLY peer up from behind Rarity to quietly watch over her shoulder.

10 APPLEJACK
(sotto)
What do you think she's making?

11 TWILIGHT
(sotto)
Looks like a dress.

12 APPLEJACK
(sotto)
Well, that would make sense. Since this is a dressmaker's shop and all.

Rarity's EYES have begun to DART from side to side, trying not to be distracted and annoyed by the two ponies whispering and looking over her shoulders while she's trying to work. She can't take it anymore. Rarity stops what she's doing and looks up at them.

13 RARITY
(pleasantly)
Is there something I can help you with?

14 TWILIGHT
So very sorry to trouble you, Rarity, but I need a quick favor. Could you please fix a button for me?

Twilight puts down her own DRESS she's brought with her for Rarity to have a look at.

15 TWILIGHT (CONT'D)
It's my dress for the Grand Galloping Gala.

Rarity is horrified!

16 RARITY
Oh, no no no. You can't wear this old thing. You need a glamorous *new* outfit for the Gala! And I'll make it for you, no problem at all. It would be my pleasure.

17 TWILIGHT
That's really sweet of you to offer, Rarity, but I can't let you do that. It would be so much work.
(MORE)

TWILIGHT (CONT'D)
This dress is fine, I wear it every year.

18 RARITY
Twilight Sparkle! You positively cannot wear the same thing you've worn before. It's just not done! I insist on making you a new dress.

19 TWILIGHT
But-

Rarity holds up a hoof, like "Talk to the hoof."

20 RARITY
Not another word. I won't take no for an answer.

21 TWILIGHT
Well, in that case, thank you for your generosity, Rarity. Knowing your handiwork, I'm sure it will be absolutely beautiful.

Rarity turns to Applejack, who smiles innocently.

22 RARITY
Let me guess, Applejack. You don't want a new gown, either.

23 APPLEJACK
Gown? Shoot. I was just going to wear my old work duds.

24 RARITY
<Gasp!> You can't possibly be serious, Applejack! You absolutely must wear formal attire.

Applejack pretends to ponder this for a second, then

25 APPLEJACK
Nah.

26 RARITY
What if I just spruce up your...er, "duds" for you a little bit?

27 APPLEJACK
(shrugs)
Okay sure, why not. Since you're offering and all. Just don't make them too froo-froo-y.

28 RARITY
Deal.

29 RAINBOW DASH (O.S.)
(calling)
Look out below!

RAINBOW DASH comes CRASHING into the Carousel Boutique!

She barrels right past the other 3 ponies...

... and into Rarity's PONY-SHAPED SEWING MANNEQUINS, where she becomes entangled in all the pinned fabrics and measuring tape draped around them. Rainbow gets up with the half-finished fashions strewn all over her in such a way that it suggests she is wearing a cobbled-together GOWN: the measuring tape is draped like decorative SASH, a hoof-sized thimble serves as a TIARA, etc.

30 RAINBOW DASH (CONT'D)
Sorry. New trick. Didn't quite work. Heh heh...

Rarity's eyes widen. Seeing Rainbow like this, she is inspired!

31 RARITY
<GASP!> I-deeeeeaaa!!! I'll make <u>you</u> an outfit for the Gala too, Rainbow Dash!

Rainbow looks around confused.

32 RAINBOW DASH
Outfit for the what-now?

Rarity is bursting with excitement. Energized, she gathers up a bundle of fabrics.

33 RARITY
I'll make one for you and you and all of you! Oh! And of course Pinkie and Fluttershy, too! And when I'm done, we can hold our very own fashion show!

34 TWILIGHT
What a great idea. If you're sure you can handle it.

35 RARITY
Oh it'll be a little bit of work, but it'll be a wonderful boost for my business. Plus? Fun!

36 RAINBOW DASH
I love fun things!

37 RARITY
Then it's settled. We'll have a fashion show. Starring... us!

38 RARITY/TWILIGHT/RAINBOW
Yay!

Applejack sidles up to Rarity.

39 APPLEJACK
So all you have to do is make a different, stunning, original, amazing outfit for 1-2-3-4-5-plus yourself-SIX ponies. And *lickety split!*

40 RARITY
Oh Applejack, you make it sound as if it's going to be *hard!*

DISSOLVE TO:

SC 3 - <u>EXT./INT. CAROUSEL BOUTIQUE - LATER THAT DAY</u>

Rarity basks in the excitement and anticipation of her pending fashion show and starts sewing.

MUSICAL MONTAGE:

An upbeat, cheerful, enthusiastic, whistle-while-you-work SONG "Stitching It Together" plays, inspired by Stephen Sondheim's "Putting It Together" from "Sunday in the Park With George."

Rarity makes outfits for all of her friends while singing about how very much fun it is. She loves sewing: she loves her friends. So what could be a more perfect way to spend the day than sewing new outfits tailor-made just for them?

41 RARITY
(sings)
Thread by thread,
Stitching it together;
Twilight's dress.
(MORE)

RARITY (CONT'D)
Cutting out the pattern, snip by snip,
Making sure the fabric falls quiet nicely
It's the perfect color and so hip

Always got to keep in mind my pacing,
Making sure the clothes' correctly "facing"
Stitching Twilight's dress…

Oh, must not forget Apple, AppleJack

Yard by yard, fussing on the details
Jeweled neck-line?
Don't you know a stitch in time saves nine.

Make her something perfect to inspire
Never mind she hates formal attire.
Got to mind those infinite details
Even though she's more concerned with sales
Applejack's new dress

(bridge)
Dress making's easy.
For Pinky Pie, something Pink
Fluttershy, something breezy
Blending color and form
(to Opal Essence the cat) *
)
Do you think this looks cheesy?

Oh, and lastly we have Rainbow, Rainbow Dash

Something brash or perhaps, quite fetching?
Hook and Eye.
Couldn't you just simply die?

Making sure it fits forelock and crest
Don't forget some magic in the dress
Even though it rides high on the flank
Rainbow won't look like an army tank
(MORE)

RARITY (CONT'D)
Stitching Rainbow's dress

Piece by piece,
Snip by snip,
Croup, dock, haunch
Shoulders, hip
Thread by thread
Primmed and pressed
Yard by yard,
Never stress

And that…

Is the art of the dressssssss!

DURING THE SONG:

... Rarity has DRAWINGS on the wall of the various dresses. Each design suits its wearer's personality and style to a T.

... Rarity uses her UNICORN MAGIC to make her various FABRICS and BAUBLES dance in the air as she sings.

... Opal Essence tries to lounge on top of several pieces of fabric - but the cloths suddenly MAGICALLY leap into the air and start to dance. Opal Essence tries to rub up against the dancing fabrics, and is surprised to fall over/through them because there's nothing solid in or behind them. Opal Essence, embarrassed, snaps to her feet and pretends like that didn't just happen.

... As the fabrics continue to dance in the air, some SCISSORS spring to life and snip them into shape.

... Then Rarity's magic sends the snipped fabrics drifting through her SEWING MACHINE.

... Opal Essence bats at a BAUBLE around with her paws. Suddenly the bauble is snatched by Rarity's magic and flies away. Opal Essence chases it.

... Rarity's pony-shaped mannequins magically SASHAY around the room.

... Rarity does a fun musical-style dance routine with the mannequins.

... Opal Essence's bauble chase takes her into Rarity's dance with the pony-shaped mannequins. Opal Essence's none too pleased to be swept up in the dance, but there's nothing she can do about it. The cat gets batted around by the enchanted mannequins as their an unwitting dance partner. Big finish.

The SONG ends.

The little shop BELL on the door <DINGS> as punctuation.

Rarity leads Applejack, Twilight, Rainbow Dash, Fluttershy and Pinkie Pie into the shop to show them her work. The FIVE customer ponies have their EYES CLOSED.

42 RARITY (CONT'D)
That's it, keep them closed, don't look... okay you can look now! Ta da!

Applejack, Twilight, Rainbow, Fluttershy, and Pinkie Pie OPEN their eyes.

43 APPLEJACK/TWILIGHT/RAINBOW/FLUTTERSHY/ PINKIE PIE
<surprise gasp>

Rarity stands grinning next to a mannequin and gestures to it, Vanna White style - on it is Applejack's SPRUCED UP DUDS. They look amazing, and totally something that Applejack would wear: a sophisticated Western-themed gown with strategically placed ruby-encrusted apples. It's Calamity Jane meets Cinderella!

44 RARITY
These are your new outfits. What do you think of your old duds now, Applejack? Pretty swanky, are they not? *
*

Rarity gestures to another mannequin - on it is TWILIGHT'S DRESS. It looks breathtakingly beautiful, and again totally something Twilight would wear: an exquisite dress to mimic the midnight sky! Twilight's gown sparkles with what seems like every star in the heavens!

45 RARITY (CONT'D)
And Twilight, I made this dress for you! I designed each outfit themed to perfectly to reflect each pony's unique personality.

Rarity knows her friends well. She gestures to a third mannequin - on it is RAINBOW DASH'S DRESS, absolutely gorgeous: a sleeker, more daring piece, Rainbow's is the counterpart to Twilight's: the daytime sky! Clouds, ribbons of speeding rainbows, combined with a Grecian/Cloudsdale theme in the headpiece and ribboned-wrapped sandals.

46 RARITY (CONT'D)
It took me forever to get the colors right on this one, Rainbow Dash, but I did it. Turned out beautiful, don't you think?

Rarity then shows off the DRESS she made for FLUTTERSHY: covered in flowers, butterflies and flowing, breezy materials.

47 RARITY (CONT'D)
And I know you'll love yours, Fluttershy. It just sings Spring!

Rarity finishes by revealing the DRESS she made for PINKIE PIE: pink, fun and perky, just like her! Of the 5, hers is the most like a young girl's, covered in colorful, playful baubles and bows, with detailing suggestive of puffy cotton candy, or sprinkles on cupcakes.

48 RARITY (CONT'D)
And Pinkie Pie, look: pink! Your favorite.

Rarity smiles triumphantly in front of the dresses.

49 RARITY (CONT'D)
Aren't they all amazing?

But her friends' reactions are lukewarm.

50 TWILIGHT
(forced)
Wow. I mean, they're...

51 RAINBOW DASH
Yeah, they're...

52 APPLEJACK
They sure are... uh, somethin'.

53 TWILIGHT
Yes, something! I was going to say that. They are very, very something. Something is what they are, all right.

54 PINKIE PIE
(going with it)
I love something! Something is my favorite!

Applejack, Twilight, and Pinkie Pie display BIG FORCED SMILES on their faces. Applejack elbows Rainbow and she SMILES big too. Fluttershy says nothing, averting her eyes nervously.

Rarity is taken aback.

55 RARITY
What's the matter? Don't you like them?

56 TWILIGHT
No, they're very nice.

57 APPLEJACK
And we're plum grateful. Because you worked so hard on them.

58 RAINBOW DASH
(blurts out)
Mine's just not as <u>cool</u> as I was imagining.

Twilight and Applejack fix Rainbow with a stare from either side.

59 RAINBOW DASH (CONT'D)
(shrugs)
She asked.

60 TWILIGHT
I guess what we're all saying is that they're just not what we had in mind.

The other ponies nod in agreement.

Rarity is a bit deflated, but quickly hides it with a resurgence of enthusiasm.

61 RARITY
That's okay. Not a problem. There's plenty more where that came from. They were only a first pass. You're my friends and I want you to be 110% satisfied.

Rarity smiles big with a willing, can-do spirit.

62 RARITY (CONT'D)
Not to worry. I'll redo them!

63 FLUTTERSHY
Oh, Rarity, you don't have to do that. They're fine.

64 RARITY
I want them to be better than just fine. I want you to think they're absolutely perfect!

65 APPLEJACK
Are you sure? I mean, we wouldn't want to impose. *

66 RARITY
It's no imposition. Really. I insist!

67 TWILIGHT
Well, in that case, thank you again, Rarity.

Rarity pastes a great BIG GRIN on her face as the FIVE ponies exit.

She stays smiling until the door CLOSES O.S. with a <RING> of the little shop BELL - then Rarity's smile DROPS and a panicked expression replaces it.

68 RARITY
<gulp> What have I gotten myself into?

Rarity looks around at all the fabrics, dresses, and mannequins, overwhelmed, then looks at Opal Essence. *

Opal Essence shrugs. *

69 OPAL ESSENCE *
<meow>

70 RARITY
Easy for you to say.

FADE TO BLACK.

END OF ACT I

ACT II

SC 4 - <u>INT. CAROUSEL BOUTIQUE - NEXT DAY</u>

Open with Rarity finishing FLUTTERSHY'S OUTFIT. Rarity looks a little more frazzled and tired than usual, but still excitedly works on the gown.

FLUTTERSHY comes in.

71 FLUTTERSHY
(shyly)
Hello? You wanted to see me Rarity?

Rarity excitedly ushers Fluttershy in.

72 RARITY
Fluttershy! Your *NEW* new gown's ready. I copletely revised it! I know you're going to love it!

SC 5 - <u>INT. CAROUSEL BOUTIQUE - MOMENTS LATER</u>

Fluttershy wears her new outfit. It's not as exceptional as the first, but still very pretty. She and Rarity look at it in the mirror.

73 RARITY
What do you think?

74 FLUTTERSHY
(with politely forced enthusiasm)
I... love it!

Fluttershy SMILES big. Rarity frowns.

75 RARITY
You're just saying that.

76 FLUTTERSHY
No, no, I do! I... love... it.

Rarity stares at Fluttershy, trying to break her.

77 FLUTTERSHY (CONT'D)
It's... nice.

78 RARITY
Nice?

79 FLUTTERSHY
Nice.

80 RARITY
How nice?

81 FLUTTERSHY
Very nice?

82 RARITY
If you don't like it, you should just tell me.

83 FLUTTERSHY
Oh, but I do like it.

84 RARITY
Like it or love it?

85 FLUTTERSHY
Um, both?

86 RARITY
Which is it?

BEADS OF SWEAT pool up on Fluttershy's forehead, like a suspect in a police interrogation room.

87 FLUTTERSHY
(flustered)
P-please stop asking me this. I-I-I already told you what you want to know.

88 RARITY
Tell me what you really think. *

89 FLUTTERSHY
No, that's okay.

Rarity moves in CLOSER, more intense.

90 RARITY
Tell me.

91 FLUTTERSHY
(nervous)
No, it's fine.

Rarity moves still CLOSER, and gets even more intense.

92 RARITY
Tell me.

93 FLUTTERSHY
(beginning to break)
I like it.

Rarity moves as CLOSE as she can possibly be, right in Fluttershy's face, and won't let up.

94 RARITY
Tell me. Tell me. Tell me.

The extremely timid Fluttershy finally relents under the tremendous pressure.

95 FLUTTERSHY
All right! Since you really want to know...
(takes a deep breath, then quickly in one long run-on sentence)
The armscye is tight, the middy collar doesn't go with the shawl lapel, the hems are clearly machine stitched, the pleats are uneven, the fabric looks like toile, you used a backstitch here when it clearly called for a topstitch or maybe a traditional blanketstitch, and the over design is reminiscent of pret-á-porter and not true French haute couture.

Rarity's mouth hangs open in abject shock!

Fluttershy instantly reverts back to being her timid self and adds-

96 FLUTTERSHY (CONT'D)
(sheepishly)
But, you know, whatever you want to do is fine.

On Rarity's SHOCKED EXPRESSION, we...

DISSOLVE TO:

SC 6 - <u>INT. CAROUSEL BOUTIQUE - LATER (DAY)</u>

Rarity now has MEASURING TAPE draped around her neck, a PIN CUSHION on her mouth, a piece of CHALK behind her ear, her HAIR is a bit MESSY, and she's wearing a PAIR OF CAT'S EYE GLASSES.

MUSICAL MONTAGE:

Rarity REPRISES her SONG, but this time singing much more FRANTICALLY, more put-upon, struggling to remain cheerful, as one pony after another comes in to see their outfits and tell Rarity all the things they want changed about their dresses. The song LYRICS play out over the frantic JUMP-CUT scenes that follow:

Rarity works on Twilight's dress, as Twilight watches over Rarity's shoulder. She had purposely made the dress before themed to Twilight's personality and tastes, with twinkling STARS, swirling GALAXY patterns, and colorful NEBULAS.

97 TWILIGHT
(spoken)
Now, the stars on my belt need to be technically accurate. Orion has three stars on his belt, not four.

Rarity MAGICALLY throws the dress onto a PONY-SHAPED DRESSMAKER'S DUMMY and uses her MAGIC to makes the change.

98 RARITY
(sings)
Stitch by stitch
Stitching it together
Deadline looms
Don't you know the client's always right
Even if my fabric choice was perfect
Got to get them all done by tonight.
Pinkie pie that color's too obtrusive
Wait until you see it in the light

Sewing them together

JUMP CUT TO:

PINKIE PIE paces back and forth in deep contemplation, while Rarity works on her dress.

99 PINKIE PIE
(spoken)
Don't you think my gown would be more "me" with some lollipops?"

100 RARITY
(spoken)
Well I think-

101 PINKIE PIE
(spoken)
Balloons?

102 RARITY
(spoken)
Well-

103 PINKIE PIE
(spoken, enthusiastically)
Do it!

104 RARITY
(sings)
Hour by hour
Taking great pains
Sewing them together.
Resistant to stains

Fluttershy, you're putting me in a bind
Rainbow Dash, what is on your mind?

JUMP CUT TO:

Rarity working on Rainbow Dash's dress, while Rainbow watches silently. Rarity keeps GLANCING NERVOUSLY back over her shoulder, waiting for a comment from Rainbow, but Rainbow says nothing.

105 RARITY (CONT'D)
(sings)
Oh my gosh, there's simply not much time
Don't forget Twilight wants hers just right
Applejack's spruced up duds must shine

JUMP CUT TO:

Rarity works on Applejack's spruced-up duds, as Applejack watches over her shoulder.

106 APPLEJACK
(spoken)
Add more apples!

In a flurry of activity, Rarity uses her MAGIC to makes the change.

107 RARITY
(sings, more frantically)
(bridge)
Dressmaking's easy
Every cus-to-mers's call
Brings a whole new revision
Have to pick up the pace,
And still hold to my vision

JUMP CUT TO:

Back to Rarity and Twilight again.

108 TWILIGHT
(spoken, helpfully)
That constellation is Canis Major.
Not Minor.

Rarity's smile drops and she hustles to makes the change.

JUMP CUT TO:

Rarity and Fluttershy again.

109 FLUTTERSHY
(spoken)
French haute couture.
(then shyly)
Please.

Rarity hustles to makes this change too.

JUMP CUT TO:

Rarity and Applejack again.

110 APPLEJACK
(spoken)
What if it rains?
(bright idea)
Galoshes!

Rarity's smile drops and she scrawls big clunky galoshes on the pattern design. It looks awful.

JUMP CUT TO:

Rarity working on Rainbow Dash's dress, while Rainbow continues to just watch silently. Rarity still keeps GLANCING NERVOUSLY back over her shoulder, waiting for some comment, any comment, from Rainbow, but Rainbow still says nothing.

JUMP CUT TO:

Back to Rarity and Pinkie Pie. Rarity hustles to do what Pinkie Pie says.

111 PINKIE PIE
(spoken)
More balloons! (beat) No, that's too many balloons. More candy! (beat) Less candy! Wait, I know: streamers!

Rarity stops.

112 RARITY
(spoken)
Streamers?

113 PINKIE PIE
(excited)
Whose dress is this?

114 RARITY
(spoken, resigned)
Streamers it is.

JUMP CUT TO:

Rarity working on Rainbow Dash's dress, using her MAGIC to sew the outfit on a pony-shaped mannequin, as Rainbow Dash continues to watch silently over her shoulder, seriously invading her personal space.

Rarity can't take it anymore. She stops, turns, and STARES back at Rainbow Dash accusingly. The MUSIC screeches to a halt.

115 RAINBOW DASH
(spoken)
What?

116 RARITY
(spoken)
Aren't you going to tell me to change something too?

117 RAINBOW DASH
(spoken)
No. I just want my dress to be cool.

Rarity makes some changes, sewing in a BLUR using her MAGIC.

118 RARITY
(spoken)
Do you not like the color?

119 RAINBOW DASH
(spoken)
The color's fine. Just make it look cooler.

Rarity quickly makes some more changes, sewing in a BLUR using her MAGIC.

120 RARITY
(spoken)
Do you not like the shape?

121 RAINBOW DASH
(spoken)
The shape's fine. Just make the whole thing, you know, cooler.

Once again, Rarity makes some changes, sewing in a BLUR using her MAGIC.

After a LONG PAUSE:

122 RAINBOW DASH (CONT'D)
(spoken)
It needs to be about 20% cooler.

Rarity face plants in exasperation.

JUMP CUT TO:

123 PINKIE PIE
(sings)
All we ever want is indecision

124 RAINBOW DASH
(sings)
All we really like is what we know

125 TWILIGHT
(sings)
Got to balance style with precision

126 FLUTTERSHY
(sings)
Make sure the outfits match our vision

127 APPLEJACK
(sings)
Even if you simply have to fudge it

128 ALL (EXCEPT RARITY)
(sings)
Make sure that it stays within our budget

129 RARITY
(sings)
Got to overcome intimidation
REMEMBER THAT IT'S ALL IN THE PRESENTATION!

130 FLUTTERSHY
(sings)
Piece by piece

131 RAINBOW DASH
(sings)
Snip by snip

132 TWILIGHT
(sings)
Croup, dock, haunch

133 PINKIE PIE
(sings)
Shoulders, hip

134 APPLEJACK
(sings)
Bolt by bolt

135 ALL
Primmed and Pressed
Yard by yard

136 RARITY
(sings)
Always stressed

137 ALL
(sings)
And that…
Is the art of the dressssssss!

As the last batch of lyrics plays out -

The FIVE OUTFITS hanging on FIVE pony-shaped mannequins. PRODUCTION NOTE: the shot is composed in a way that you can't see the outfits clearly - just bits of them in the foreground, etc. Rarity rushes between the just-off-screen outfits, putting SPARKLY BAUBLES on them, then rushes O.S. and returns to put even more baubles on them, then rushes O.S.

A moment later - Rarity rushes back and REMOVES all the baubles, then rushes O.S. again.

ONE MANNEQUIN sits by itself, with RARITY's HALF-MADE DRESS on it, beside her forlorn SKETCH of what her finished dress was going to look like. Rarity rushes past it, then stops and backtracks to it.

The frantic-paced SONG MONTAGE ends with Rarity's:

138 RARITY
<disappointed sigh>

DISSOLVE TO:

SC 7 - <u>EXT./INT. CAROUSEL BOUTIQUE - A FEW DAYS LATER</u>

Applejack, Rainbow Dash, Twilight, Fluttershy and Pinkie Pie stand in the shop, eager with anticipation. A DISHEVELED Rarity steps back to show all the other ponies her NEWLY newly finished creations.

139 RARITY
Okay. I did <u>exactly</u> what each of you asked for. Now don't hold back: Let me know what you really think. *

The FIVE OUTFITS hang on the mannequins in the foreground in SILHOUETTE, so the viewing audience doesn't see the outfits yet.

But the ponies can see them... and it's clear the recipients of the outfits absolutely love them!

140 TWILIGHT
Oh, my!

141 FLUTTERSHY
It's... perfect!

142 RAINBOW DASH
It's cool!

143 APPLEJACK
Why, they're the best duds I ever *
did see!

144 TWILIGHT/FLUTTERSHY/RAINBOW
DASH/APPLEJACK/PINKIE PIE
It's exactly what I asked for!

145 TWILIGHT
Thank you, Rarity.

146 PINKIE PIE
Are you as happy with 'em as we
are? Huh huh huh??

Rarity suddenly looks uncomfortable. She tries to hide her true feelings and comes up with:

147 RARITY
Well... I'm happy that all of you
are happy. Whew! I'm just relieved
to finally be done.

Just then, the little shop BELL on the door <TINKLES> as SPIKE bursts in, all a-buzz.

148 SPIKE
You are never going to believe
this! You've heard of Hoity Toity?

149 TWILIGHT
The big wig fashion hotshot in
Canterlot?

150 SPIKE
Uh huh. He heard about your fashion
show!
(aside)
Well, maybe I happened to mention
it to him.
(then back to full)
He's coming here all the way from
Canterlot to see your work, Rarity!

151 APPLEJACK
Whoa, Nellie! You could sell a ton
of dresses to this guy. Your
business will be booming!

152 TWILIGHT/FLUTTERSHY/RAINBOW DASH/APPLEJACK/PINKIE PIE
Wow! / Yeah! / Really something. / I can't believe it! / Amazing! / That's so cool!

Rarity smiles nervously, her eye TWITCHING with a stress tick.

153 RARITY
Hoity Toity? He's coming here? To see these dresses?

154 SPIKE
Yup! Get ready for all your dreams to come true!

Off Rarity's eye twitching...

CUT TO BLACK.

END OF ACT II

ACT III

SC 8 - EXT. CAROUSEL BOUTIQUE, ROOF - A FEW DAYS LATER

The CAROUSEL on the roof of Rarity's shop is decorated for use as the STAGE for the fashion show.

A small AUDIENCE of OTHER PONIES WE KNOW (NON-SPEAKING) gathers out front.

Rarity nervously peeks out from backstage. Opal Essence the cat peeks out with her. *

Rarity's eyes scan the crowd, looking for...

155 RARITY
There he is!

156 AUDIENCE
(whispers)
Hoity Toity. / It's really him! / He's here.

ON THE AUDIENCE -

Hoity Toity, a very sharply-attired and coiffed pony with a blasé air about him does not acknowledge the crowd's reaction to his arrival. He's used it (even though he secretly adores the adulation). He nonchalantly makes his way to the front of the audience and takes a seat front row center.

BACK ON STAGE (THE CAROUSEL) -

Rarity fights to calm herself down.

157 RARITY
(heavy relaxation breathing) Relax, Rarity. Your friends liked their outfits, and so will he.... *

The stage lights go down.

158 RARITY (CONT'D)
(panicked)
Ah! What's wrong with the lights?!?!
(calm again)
Oh. Heh. That means the show's starting. Good. *

The FASHION SHOW begins on the CAROUSEL/STAGE. <TECHNO CLUB MUSIC> begins to thump. Several spot lights lit up, swirling around over the excited audience, including Hoity Toity, who looks like he's seen it all before. As the lights show continues, we hear Spike announcing:

159 SPIKE
(over the top)
Since the beginning of time, the elite of Equestria have longed for pony fashions that truly express the essence of their *very souls!* Patiently waiting decades--- no! *Centuries!* ...for the perfect pony gown. Today at long last, Equestria, your wait is over! Let's hear it for the breathtaking designs of Ponyville's own... Rarity! Rarity!! Rarity!!!

The LIGHTS CONVERGE with a dramatic <BOOM> directly onto the ROTATING CAROUSEL STAGE, revealing each of the ponies striking exaggerated poses, proudly showing off their custom-made outfits - which are absolutely HIDEOUS!

160 AUDIENCE
<horrified gasp>

The audience sits in STUNNED SILENCE.

The smiling ponies on the rotating stage slowly realize that the audience isn't reacting positively.

161 APPLEJACK
Psst. Why is everypony looking at us like that?

Twilight looks down at her own outfit, and really SEES it for the first time.

162 TWILIGHT
Oh, dear.

The other pony models do the same.

163 RAINBOW DASH
You think we overdid it?

164 APPLEJACK
Naw.

Then, glancing down at her BIG RUBBER GALOSHES that don't go with her formal attire at all, continues:

165 APPLEJACK (CONT'D)
Okay. Maybe a little.

Hoity Toity leaps to his feet and addresses the models.

166 HOITY TOITY
(disgusted)
Oh, Those amateurish designs look *
like a piled-on, mish-mash of
everything-but-the-kitchen-sink!

Rarity watches from the wings, crestfallen.

167 AUDIENCE
<bursts into laughter>

The pony models on stage are shocked and not sure what to do.

Hoity Toity shakes his head.

168 HOITY TOITY
It's a travesty, is what it is!
Those outfits are the ugliest
things I've ever seen. Oh, For *
shame!
(MORE)

HOITY TOITY (CONT'D)
Who is responsible for subjecting our eyes to these horrors... not to mention wasting my valuable time?

Rarity hides behind the edge of the wings, and looks down at Opal Essence. *

169 RARITY
(tiny voice)
Hide me.

Opal Essence hides her own head under her paws. *

FROM OFFSTAGE - Spike comes back out. He has absolutely no idea how badly things went.

170 SPIKE
(enthusiastically)
Come on out and take a bow, Rarity. You worked really hard for this.

Rarity, humiliated, slumps out onto the stage without raising her head. Her friends behind her hang onto their forced, awkward smiles as Spike cluelessly claps triumphantly.

171 SPIKE (CONT'D)
Yeah! Woo hoo! Go Rarity!

On the painful silence beneath Spike's clapping we...

FADE TO:

SC 9 - EXT./INT. CAROUSEL BOUTIQUE, OUTSIDE RARITY'S BEDROOM DOOR - MANY DAYS LATER

Applejack, Fluttershy, Pinkie Pie, Rainbow Dash, and Twilight stand outside Rarity's BEDROOM DOOR.

Pinkie Pie <KNOCKS> gingerly.

172 PINKIE PIE
(cautiously)
Rarity? You okay in there? You haven't come out for days.

173 RARITY (O.S.)
I'm never coming out! I can't show my face in Ponyville ever again! <meladramatic sob>

SC 10 - <u>INT. RARITY'S BEDROOM (CONTINUOUS)</u>

Rarity has gone full-on Norma Desmond, parading around the room in washed-up drama queen style. She wears a FAKE FUR-COLLARED BATHROBE and her hair is wildly UNKEMPT.

174 RARITY
I used to be somepony! I used to be respected. I made dresses. Beautiful, beautiful dresses. But now? Everypony is laughing at me! I'm nothing but a laughing stock.

SC 11 - <u>INT. OUTSIDE RARITY'S BEDROOM DOOR (CONTINUOUS)</u>

175 TWILIGHT
You're not a laughing stock, Rarity.

176 RAINBOW DASH
She kind of is.

177 TWILIGHT
(to Rainbow)
Sh!
(then back to door)
Come on out and talk to us.

SC 12 - <u>INT. RARITY'S BEDROOM (CONTINUOUS)</u>

Rarity throws herself down dramatically on the bed.

178 RARITY
Leave me alooone! I want to be alone! I want to live in exile. I want to wallow in... whatever it is that ponies are supposed to wallow in. Do ponies wallow in pity? Oh, listen to me. I don't even know what I'm supposed to wallow in. I'm so pathetic!

SC 13 - <u>INT. OUTSIDE RARITY'S BEDROOM DOOR (CONTINUOUS)</u>

The ponies aren't sure what to do.

179 TWILIGHT
Now what do we do?

180 FLUTTERSHY
Panic?

181 RAINBOW DASH
That's your answer to everything.

182 APPLEJACK
We can't just leave Rarity like this! Without contact with the outside world, she'll grow isolated and alone.

183 PINKIE PIE
She'll become a crazy cat-lady!

184 TWILIGHT
She only has one cat.

185 PINKIE PIE
Give her time.

SC 14 - <u>INT. RARITY'S WORKSHOP (CONTINUOUS)</u>

Twilight peeks into the WORKSHOP.

Twilight's POV of - the design for Rarity's OWN dress that she never got around to making.

186 TWILIGHT
Hmmm...

DISSOLVE TO:

SC 15 - <u>INT. RARITY'S BEDROOM - THE NEXT DAY</u>

Drama queen Rarity gazes upon herself in a full-length mirror. She strikes melodramatic, over-the-top POSES with each line.

187 RARITY
(melodramatic)
Exile. I guess technically I'd have to move away to live in exile. Where would I go? And what would I pack? Oh, it's going to take me forever to do all that packing. What are you supposed to pack when you go into exile? Are you supposed to pack warm?

Rarity starts as she hears a comically pulsing, repetitive:

188 OPAL ESSENCE (O.S.) *
<meow, meow, meow, meow...>

189 RARITY
Opal Essence? *

Rarity looks around frantically for Opal Essence, then looks out her window. *

SC 16 - EXT. TREE BRANCH, OUTSIDE RARITY'S BEDROOM WINDOW (CONTINUOUS)

Opal Essence is way up in a tree, level with Rarity's window! *

190 OPAL ESSENCE *
(put out)
<a single meow>

Rarity calls out the window to her beloved pet.

191 RARITY
Opal Essence! How did you get up *
there? Hang on, you poor dear.
Momma's coming!

192 OPAL ESSENCE *
(put out)
<another single meow>

SC 17 - EXT. CAROUSEL BOUTIQUE - MOMENTS LATER

Rarity, still in a BATHROBE, wild-haired and wearing 4 FUZZY SLIPPERS, races outside, looks up, then stops in her tracks.

193 RARITY
<Gasp> Rainbow Dash?! How dare you *
strand my poor Opal Essence in a *
tree?!

REVEAL - Opal Essence up in the tree... along with Rainbow Dash! *

194 RAINBOW DASH
Well how else were we going to get
you out here to show you... this!

Rarity is surprised to see the other FOUR ponies appear, holding up her own now-COMPLETED outfit!

195 RARITY
(stammers)
How? You? It?

196 PINKIE PIE
We all finished your dress for you.

197 APPLEJACK
Thanks to Fluttershy's freaky knowledge of sewing.

Fluttershy blushes.

198 FLUTTERSHY
(gingerly)
Do you like it?

Rarity sternly walks around the dress in a circle, inspecting it from all angles.

199 RARITY
(starts small, builds)
Like it?... Like it? ...

200 FLUTTERSHY
Uh, oh. She doesn't like it.

201 RARITY
No. I don't like it...

202 PONIES
Aw.

203 RARITY
(beams)
I love it!

204 PONIES
Yay!

205 RARITY
You ponies did an amazing job! It's exactly the way I imagined it.

206 FLUTTERSHY
We just followed your brilliant design.

207 TWILIGHT
Like we should have let you do for our outfits. Those first dresses you designed were perfect.

The ponies look guilty.

208 PINKIE PIE
We're so super sorry.

Rainbow Dash swoops down from the tree and hands a disgruntled Opal Essence to Rarity. *

209 RAINBOW DASH
You worked really hard to make the dresses exactly the way we wanted them... and we all saw how well that turned out.

210 RARITY
I forgive you.

211 APPLEJACK
(perks up)
Well, that's mighty big of you.

212 RARITY
But my whole career is still ruined!

213 APPLEJACK
Oh. Right. That.

214 TWILIGHT
Maybe not...

REVEAL - Hoity Toity, waiting nearby!

DISSOLVE TO:

SC 18 - <u>INT. CAROUSEL BOUTIQUE - LATER</u>

The INSIDE of Rarity's shop has been set-up again to restage the FASHION SHOW as a private viewing for Hoity Toity.

Opal Essence paws at something expensive dangling from his clothing. *

Hoity Toity pulls out a CLAPPER BOARD.

215 HOITY TOITY
All right. I haven't got all day. Take two!

<CLACK>

The show begins. The lights go down and <TECHNO CLUB MUSIC> begins to thump.

NOTE: The fashion show is staged using stylized shots like a music video combined with an animé transformation sequence. And this time, the pony models - Twilight, Applejack, Rainbow Dash, Pinkie Pie, and Fluttershy - are all wearing the ORIGINAL beautiful OUTFITS Rarity made for them.

CUT TO:

EXTREME CLOSE UP ON - a STAR FIELD twinkling.

PULL BACK TO REVEAL - It is the stunning constellation pattern on Twilight's dress!

Twilight spins and shows off her gown.

Hoity Toity leans forward.

216 HOITY TOITY (CONT'D)
Hello. This can't be the same designer.

CUT TO:

A FIELD of APPLE TREES. A single apple FALLS from the tree, bounces on the ground, and then MELTS into a wash of bright RED. The red fades, revealing Applejack's red apple-themed spruced-up duds! Applejack strikes a pose.

Hoity Toity smiles.

217 HOITY TOITY (CONT'D)
Simply magnificent! (beat) And I suddenly have a fierce craving for some Dutch apple pie, candied apples on stick, apple turnovers, apple cobbler...

CUT TO:

DARK STORM CLOUDS rumble in the sky... then proceeds to RAIN CANDY! The candy falls like confetti onto an outdoor party scene. We pull back to reveal Pinkie Pie, dancing in the candy rain in her beautiful gown.

218 HOITY TOITY (CONT'D)
Brilliant!

CUT TO:

The DARK STORM CLOUDS suddenly part.

The sun shines through, hitting the clouds and creating a wild array of RAINBOWS in all directions.

The rainbow colors all RUN TOGETHER and form into Rainbow Dash's gown!

Rainbow Dash flies and flutters in the air gracefully in her dress.

219 HOITY TOITY (CONT'D)
Spectacular!

CUT TO:

A huge luscious FIELD OF GRASS. A FLOWER pops up, then another, then another. Suddenly the flowers BURST and EXPLODE into a flurry of COLORFUL PETALS - revealing Fluttershy in her gown.

Fluttershy confidently sashays through the flower petals, then gets a little self-conscious.

220 FLUTTERSHY
<nervous giggle>

Hoity Toity APPLAUDS.

221 HOITY TOITY
Now this is a fashion show! Oh, *
These dresses are absolutely amazing! Who is responsible? Step forward. Show yourself.

CUT TO:

A BRIGHT BLINDING LIGHT.

Hoity Toity raises his hand to shade his eyes from the light.

PULL BACK TO REVEAL - the light is reflecting off shiny DIAMONDS on Rarity's own outfit - which is particularly amazing.

The SPARKLES are enhanced by MAGIC and the area around her is covered in MOVING GLITTERY LIGHT, like from a disco ball.

Rarity walks confidently towards the camera.

WIDEN TO REVEAL - Rarity is flanked by the other ponies, all doing the MODEL WALK towards the camera.

The ponies stop and POSE as the music stops with a TRIUMPHANT FLOURISH, ending the fashion show.

Hoity Toity leaps to his feet, <APPLAUDING>.

222 HOITY TOITY (CONT'D)
Brava! Brava! Magnifico! Encore!

Rairty beams with pride and elation! Her friends surround her to share her triumph!

223 RARITY
(to Hoity Toity)
Thank you, thank you.
(then to her friends)
Oh thank you so much!

DISSOLVE TO:

SC 19 - <u>INT. CAROUSEL BOUTIQUE - LATER THAT DAY</u>

The ponies all mingle happily with Hoity Toity at the after-party, with oats, hay, and sparkling apple juice all around.

224 PONIES
<wallah>

Twilight is off to the side by herself, dictating her REPORT to PRINCESS CELESTIA to Spike.

225 TWILIGHT (V.O.)
Dear Princess Celestia, this week my very talented friend Rarity learned that if you try to please everypony, you oftentimes end up pleasing nopony--- especially yourself. And I learned this: when somepony offers to do you a favor - like making you a beautiful dress - you shouldn't be overly critical of something generously given to you. In other words, you shouldn't look a gift horse in the mouth. Heh.

Spike rolls the scroll and ignites it. It magically flies out the window, past Hoity Toity as he finds Rarity. Opal Essence wends around Rarity's legs. * *

226 HOITY TOITY
Rarity, my congratulations to you on a most impressive fashion debut. Your work here is simply breath-taking.
(MORE)

HOITY TOITY (CONT'D)
Would you do me the great honor of allowing me to feature your couture in my best-of-the-best boutique in Canterlot?

227 RARITY
<gasp>

Rarity is beside herself with happiness. The other ponies are excited for her.

228 PONIES
Hurray! / Yes! / Your dream come true!

229 HOITY TOITY
Now, I'll need you to make a dozen of each dress for me by next Tuesday.

Rarity's SMILE FREEZE, and her EYE starts TWITCHING with that nervous stress TICK again.

The FIVE other ponies smile and congratulate Rarity.

Off Rarity's twitching eye, we...

FADE OUT.

END