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MY LITTLE PONY

"Dress For Failure"

EP014

Written by

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LOCKED POLISH: February 26, 2010

TEASER

**SC 1 - EXT./INT. CAROUSEL BOUTIQUE - DAY**

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, RUBY, who is helping out as little as she can possibly get away with.

1        RARITY

(dreamily)

Oh, Ruby, 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,  
that you so much for asking.

Ruby 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 RUBY

<surprised/annoyed meow>

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

4 RARITY

Oh, Ruby. Of course you can help me. Thank you!

Ruby 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.

Ruby BLINKS, frowning, unable to move or speak. Her eyes narrow with irritation.

5 RUBY

(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 Ruby in sewing supplies--- scissors, tape measures, spools of thread, bottles of glue, etc, finally revealing Ruby 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. Ruby 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 - EXT./INT. CAROUSEL BOUTIQUE - LATER THAT DAY**

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. 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-deeeeeeeaaa!!! I'll make  
you 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 - EXT./INT. CAROUSEL BOUTIQUE - LATER THAT DAY**

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.  
Cutting out the pattern, snip by  
snip,  
Making sure the fabric falls quiet  
nicely  
It's the perfect color and so hip

(MORE)

## RARITY (CONT'D)

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

(MORE)

## RARITY (CONT'D)

Blending color and form

(to Ruby 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

Stitching Rainbow's dress

Piece by piece,

Snip by snip,

Croup, dock, haunch

Shoulders, hip

Thread by thread

(MORE)

## RARITY (CONT'D)

Primmed and pressed

Yard by yard,

Never stress

And that...

Is the art of the dresssssssss!

## 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.

... Ruby tries to lounge on top of several pieces of fabric -  
but the cloths suddenly MAGICALLY leap into the air and start  
to dance. Ruby 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. Ruby, 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.

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

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

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

... Ruby's bauble chase takes her into Rarity's dance with the pony-shaped mannequins. Ruby'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, eh?

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!

(MORE)

RARITY (CONT'D)

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 cool 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? 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 Ruby.

Ruby shrugs.

69 RUBY

<meow>

70 RARITY

Easy for you to say.

FADE TO BLACK.

END OF ACT I

ACT II

**SC 4 - INT. CAROUSEL BOUTIQUE - NEXT DAY**

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 completely revised it! I know you're going to love it!

**SC 5 - INT. CAROUSEL BOUTIQUE - MOMENTS LATER**

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

Just 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)

(MORE)

FLUTTERSHY (CONT'D)

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-à-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 - INT. CAROUSEL BOUTIQUE - LATER (DAY)**

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)

(MORE)

RARITY (CONT'D)

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 - EXT./INT. CAROUSEL BOUTIQUE - A FEW DAYS LATER**

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 exactly what you each  
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, it's 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)

(MORE)

SPIKE (CONT'D)

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. Ruby 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, 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.

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)

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. For shame!  
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  
Ruby.

169 RARITY

(tiny voice)

Hide me.

Ruby 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 - INT. RARITY'S BEDROOM (CONTINUOUS)**

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 - INT. OUTSIDE RARITY'S BEDROOM DOOR (CONTINUOUS)**

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 - INT. RARITY'S BEDROOM (CONTINUOUS)**

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 - INT. OUTSIDE RARITY'S BEDROOM DOOR (CONTINUOUS)**

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 - INT. RARITY'S WORKSHOP (CONTINUOUS)**

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 - INT. RARITY'S BEDROOM - THE NEXT DAY**

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 RUBY (O.S.)

<meow, meow, meow, meow...>

189 RARITY

Ruby?

Rarity looks around frantically for Ruby, then looks out her window.

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

Ruby is way up in a tree, level with Rarity's window!

190 RUBY

(put out)

<a single meow>

Rarity calls out the window to her beloved pet.

191 RARITY

Ruby! How did you get up there?

Hang on, you poor dear. Momma's  
coming!

192 RUBY

(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

Rainbow Dash?! How dare you strand  
my poor Ruby in a tree?!

REVEAL - Ruby 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 Ruby 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 - INT. CAROUSEL BOUTIQUE - LATER**

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

Ruby 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! 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 - INT. CAROUSEL BOUTIQUE - LATER THAT DAY**

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. Ruby 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. 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