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MY LITTLE PONY

"Green Isn't Your Color"

EP 020

Story by

Meghan McCarthy

Locked Polish: March 29, 2010

TEASER

SC 1 - <u>INT. THE PAMPERED PONY - DAY</u>

A lovely little day spa. The lights are dimmed. Peaceful MUSIC plays. Standing with her hooves submerged in a bath of gently swirling water and wearing the pony equivalent of a bathrobe is FLUTTERSHY.

1 FLUTTERSHY
So relaxing. So peaceful--

Just then, RARITY bursts into the room. She is wearing a particularly audacious hat with a plume of feathers on the back that spread out like a peacock's tail.

2 RARITY
So sorry I'm late.
(an aside to an attendant)
The usual.

She steps behind a curtain then emerges a moment later wearing a MONOGRAMMED BATHROBE with gold trim.

3 RARITY (CONT'D)
I hate being late for our weekly get-together.
(then, very dramatic)
But you will *not* believe what happened to me.

ANGLE ON FLUTTERSHY - Genuinely concerned for her friend.

4 FLUTTERSHY
Is everything alright?

ANGLE ON RARITY - Her head now wrapped in a TOWEL, she's perspiring in a STEAMY SAUNA.

5 RARITY
Oh it is much more than alright. I was on my way here, wearing my latest hat creation, when who should stop me on the street but Picture Perfect.

ANGLE ON FLUTTERSHY - She is still getting her hoof bath.

6 FLUTTERSHY
Picture Perfect?

ANGLE ON RARITY - Out of the sauna, she's now getting a facial, complete with cucumber slice eye treatment.

7 RARITY
She’s only the most famous fashion photographer in all of Equestria. Anyhoo, she saw my hat and said it was absolutely marvelous.

ANGLE ON FLUTTERSHY - In the same place we left her.

8 FLUTTERSHY
What a lovely compliment.

ANGLE ON RARITY - She’s having the Unicorn equivalent of a manicure by having her horn filed.

9 RARITY
She was so impressed that... She wants to take some pictures at my shop featuring some of my clothes!

ANGLE ON FLUTTERSHY - Still getting her hoof bath.

10 FLUTTERSHY
That’s wonderful!

ANGLE ON RARITY - She’s now getting a massage from a BEEFY PONY MASSEUSE. He pounds on her back at a rapid pace, causing Rarity’s voice to sound like the engine of a motorboat.

11 RARITY
Do-o-o you-u-u kno-o-o-w wha-a-at this cou-ou-ou-ld mean for my-y-y fashion caree-ee-ee-er?

12 RARITY (ALT) (CONT’D)
Ye-e-e-e-s, w-o-o-o-ond-er-er-er-fu-u-u-ul! Do-o-o you-u-u kno-o-o-w wha-a-at this could mean for my fashion career?

13 RARITY (ALT) (CONT’D)
Do you know what this could mean for my fashion career?

ON FLUTTERSHY - Still enjoying her single spa treatment.

14 FLUTTERSHY
Oh, Rarity, I’m so happy for you.

ANGLE ON RARITY - She stands in a MUD BATH.

15 RARITY
But I'm going to need somepony fabulous to model for me. Somepony with beauty. Somepony with grace.
(then, hopeful)
Somepony like you?

ON FLUTTERSHY - In the exact same place we left her.

16 FLUTTERSHY
Oh, goodness. I don't know.

WIDEN TO REVEAL that Rarity is now having a hoof bath next to Fluttershy.

17 RARITY
This is such a huge opportunity for me. You simply must do this.

18 FLUTTERSHY
I'm flattered. Really.

19 RARITY
No pony is going to have your elegance and poise.

20 FLUTTERSHY
But--

21 RARITY
No pony.

22 FLUTTERSHY
There has to be somepony more qualified.

23 RARITY
Please?

24 FLUTTERSHY
Somepony more into fashion.

25 RARITY
Please?

26 FLUTTERSHY
Somepony more comfortable in the spotlight.

27 RARITY
Please! Please! Puh-lease!

28 FLUTTERSHY
If it's that important to you, of course I'll do it.

29 RARITY
Thank you. Thank you. Thank you. You are the best friend a pony could ever have.

The two share a smile.

SC 2 - <u>EXT. THE PAMPERED PONY SPA - SOON AFTER</u>

Rarity and Fluttershy exit.

30 FLUTTERSHY
What a wonderful way to spend an afternoon.

31 RARITY
Isn't it? Though I was so afraid you wouldn't agree to model for me that I felt completely frazzled. I think I feel a pimple coming on.
(then, brightly)
Only one solution.

SC 3 - <u>INT. PAMPERED PONY SPA - SOON AFTER</u>

Rarity emerges from behind the curtain in her bathrobe.

32 RARITY
The usual!

The Spa staff flocks around her as we...

FADE TO BLACK.

END TEASER

MAIN TITLES

ACT I

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

A soft white light, flecked with tiny sparkles shines down on Fluttershy who stands in the middle of the shop looking uncomfortable in a Bob Mackie-style HEADDRESS and SEQUINED CAPE. Rarity circles her, looking over the garment and giving her some tips.

33 RARITY
She's going to want to see attitude. And pizazz.

34 FLUTTERSHY
(nervous)
Attitude and pizazz.

35 RARITY
(a command)
More light. It has to catch the sequins just so or the whole outfit is just a disaster.

A WIDER ANGLE reveals that TWILIGHT is using her MAGIC to shine the sparkling white light over Fluttershy.

36 RARITY (CONT'D)
The headdress needs more feathers. Pinkie Pie, more feathers!

PINKIE PIE approaches carrying a BASKET of MULTI-COLORED FEATHERS in her mouth. She wrinkles her nose as the feathers tickle her snout.

37 PINKIE PIE
(GIGGLE)

38 RARITY
And sequins. More sequins.

SPIKE rushes over to Rarity holding a BASKET of SEQUINS.

39 RARITY (CONT'D)
And more ribbon.

Spike darts off and returns with several ROLLS of RIBBON.

40 RARITY (CONT'D)
No. Less ribbon.

Spike exits frame with the rolls of ribbon.

41 RARITY (CONT'D)
No. More ribbon.

Spike returns with the ribbon. Rarity uses her MAGIC to enchant a LARGE NEEDLE and THREAD and sews long strands of RIBBON to the back of the already weighty headdress. She eyes the sequined cape, concerned.

42 RARITY (CONT'D)
This hem is completely off.
(calling out)
Pin-cushion!

Spike returns, NEEDLES and STICK PINS now lodged in his back. Rarity uses her MAGIC to retrieve several pins, then shoos Spike with her hoof. He bows low and backs away to stand between Twilight and Pinkie Pie. Twilight WINCES at the sight of the pins in Spike's back.

43 TWILIGHT
Doesn't that hurt?

44 SPIKE
Thick scales. Can't feel a thing.
(then, swooning)
And even if I could, there is no pain that would keep me from assisting the most beautiful creature in the world.

Twilight rolls her eyes.

45 SPIKE (CONT'D)
I'm going to tell you two a secret. But you have to promise not to tell anyone.

46 TWILIGHT
I promise.

47 PINKIE PIE
Cross my heart and hope to fly.
Stick a cupcake in my eye!

Spike motions for Pinkie Pie and Twilight to lean in close. They do so. He motions for them to lean in even closer. They do. Still not satisfied, he gestures for them to lean in even closer. Their faces are now mere centimeters apart.

48 SPIKE
(whispering)
I have a crush on Rarity.

Pinkie Pie rears back in utter shock and covers her mouth with a hoof as she lets out a...

49 PINKIE PIE
<GASP!>

Twilight rolls her eyes again. Pinkie Pie recovers from her shock and addresses Spike.

50 PINKIE PIE (CONT'D)
We won’t say a word.

51 TWILIGHT
Give me a break. Everypony already knows how y--.

52 PINKIE PIE
Twilight! You promised Spike you wouldn’t say anything. He trusts you. And losing a friend’s trust is the fastest way to lose a friend forever.

53 TWILIGHT
But--

54 PINKIE PIE
(forboding)
Forever.

Twilight reads the serious look on Pinkie Pie’s face.

55 TWILIGHT
My lips are sealed. Though I’m pretty sure Rarity is going to pick up on your feelings.

REVEAL - Spike is now wearing an I HEART RARITY T-Shirt.

Just then, the <BELLS> on the front door sound. All eyes go to the entrance. Standing in the doorway is PICTURE PERFECT. A commanding figure with severe, Anna Wintour-style mane and large sunglasses.

56 PICTURE PERFECT
I, Picture Perfect, have arrived!

Rarity approaches.

57 RARITY
Let me just say what an honor--

58 PICTURE PERFECT
We begin.

She whips her head around with a flourish.

59 PICTURE PERFECT (CONT'D)

Now!

Picture Perfect steps on a lever on a box in front of her and a CAMERA ON A TRIPOD pops up. She looks through the lens at Fluttershy. Rarity quickly gathers her sewing supplies to get out of the shot. She gives an even more nervous Fluttershy a few parting words of advice.

60 RARITY
(quickly and quietly)
Attitude and pizazz.

Picture Perfect bops a button on the camera with her nose. FLASH! FLASH! FLASH! Fluttershy is nearly blinded by the bright flashbulb of the camera. She shies away nervously.

61 PICTURE PERFECT
Yes. Show, Picture Perfect, something.

Fluttershy slowly raises her head to look into the lens.

62 PICTURE PERFECT (CONT'D)
No!

Fluttershy shrinks. FLASH! Picture Perfect snaps a photo.

63 PICTURE PERFECT (CONT'D)
Yes!

Rarity gestures for Fluttershy to smile. Fluttershy plasters on a big, fakey smile.

64 PICTURE PERFECT (CONT'D)
No!

Fluttershy bashfully turns her head away from the camera. FLASH!

65 PICTURE PERFECT (CONT'D)
Yes!

Rarity tries to encourage her friend to show a little confidence by striking her own self-assured pose. Fluttershy tries to mimic Rarity's actions.

66 PICTURE PERFECT (CONT'D)
No!

Fluttershy shrinks again. FLASH!

67 PICTURE PERFECT (CONT'D)
Enough!

Rarity and Fluttershy look a little stunned as Picture Perfect packs away her camera. Twilight stops shining her light on Fluttershy.

68 TWILIGHT
She hardly took any pictures.

Rarity helps Fluttershy remove her headdress and cape.

69 FLUTTERSHY
I'm so sorry. I tried my best.

70 RARITY
The headdress was too big for you. The cape had too much sparkle. I can't believe I ever thought I could impress her.

Picture Perfect crosses to Rarity and Fluttershy.

71 PICTURE PERFECT
It seems that I, Picture Perfect, have found the next fashion star here in Ponyville.

Rarity's eyes light up.

72 RARITY
Really?

73 PICTURE PERFECT
Yes. Really. And I, Picture Perfect, am going to help her to shine over all of Equestria.

Rarity and Fluttershy share excited looks.

74 PICTURE PERFECT (CONT'D)
Tomorrow a photo shoot in the park.
(then)
I go!

She heads for the exit. Rarity follows, playing it cool.

75 RARITY
(playing it cool)
Thank you for coming. Such a pleasure to work with you.

The <BELLS> on the front door chime as Picture Perfect departs. Rarity turns to face her friends, still looking cool and collected.

76 RARITY (CONT'D)
Did you hear that? I am going to "shine all over Equestria".

77 FLUTTERSHY
Oh, Rarity, I was so worried I'd ruined everything.

78 RARITY
Never. I knew you'd be perfect.

Rarity can't contain her excitement a second longer.

79 RARITY (CONT'D)
(SQUEALS OF DELIGHT)

She JUMPS UP and DOWN with glee. Oblivious that every time she jumps, she comes down on Spike's tail. He WINCES with each impact, then resumes his doe-eyed stare. Eventually, Twilight shakes her head and nudges the love-struck dragon out of the way.

SC 5 - <u>EXT. PONYVILLE CENTRAL PARK - THE NEXT DAY</u>

Rarity pushes a LARGE WHEELED RACK of extremely over-the-top fashions behind a screen. Discarded outfits fly over the side during the following:

80 RARITY (O.S.)
No. No. No. Yes!

Rarity steps out from behind the screen followed by Fluttershy who is wearing a bright turquoise, bejeweled get up. Rarity beams.

81 RARITY (CONT'D)
That is definitely the one. Picture Perfect is going to love it.
(then)
<u>Everypony</u> is going to love it.

82 FLUTTERSHY
Oh I am so excited for you.
(then, teasing)
Just don't forget us little ponies when you become the most famous designer in all of Equestria.

83 RARITY
Never.

The two share a smile.

84 PICTURE PERFECT (O.S.)
Put me down here.

Fluttershy and Rarity look up to see that Picture Perfect is standing on a small platform that is being carried down from the sky by two HANDSOME MALE PEGASUS PONIES. They set Picture Perfect down on the ground. She steps off her platform and eyes Fluttershy's outfit.

85 PICTURE PERFECT (CONT'D)
Oh no, no, no, no, no, no, no.
The model should be in something simple. Something inspired by...

She whips her head around with a flourish.

86 PICTURE PERFECT (CONT'D)
...the nature.

87 RARITY
That's just what I was thinking.

Rarity casually gives her rack of not-inspired-by-nature clothes a little kick so that they roll out of sight.

88 RARITY (CONT'D)
Give me a moment while I put a little something together.

89 PICTURE PERFECT
Yes.
(then)
That will not be necessary.

90 RARITY
But, how are you going to help me "shine across Equestria" if I don't design something new for these pictures?

91 PICTURE PERFECT
I am not going to help <u>you</u> shine across Equestria. I am going to help <u>her</u> shine. <u>She</u> is my star!

Fluttershy is visibly surprised to hear this.

92 PICTURE PERFECT (CONT'D)
(to Rarity)
You...

She gives Rarity a dismissive shoo.

93 PICTURE PERFECT (CONT'D)
Go.

Off Rarity's devastated look we...

FADE TO BLACK.

END ACT I

ACT II

SC 6 - <u>EXT. PONYVILLE CENTRAL PARK - SOON AFTER</u>

Fluttershy, now dressed in a DELICATE SILK CAPE adorned with FLOWERS, looks on as Rarity hangs the turquoise dress on the rolling rack with the rest of her outfits. In the b.g., Picture Perfect is setting up her camera.

94 FLUTTERSHY
I can't, Rarity.

95 RARITY
Oh but you must, Fluttershy!

96 FLUTTERSHY
I can't. I just can't.

97 RARITY
Picture Perfect wants to make you a star. This is the opportunity of a lifetime! I know we were both hoping it would be *my* lifetime... But none-the-less, you can't throw away this chance. You must do this for me. You must.

She lays the dramatics on thick.

98 RARITY (CONT'D)
You must! You must! You must!

99 PICTURE PERFECT
(calling out)
Fluttershy, it is time to make...

She does her signature head whip.

100 PICTURE PERFECT (CONT'D)
...the magic!

101 RARITY
You must!

Fluttershy reluctantly takes her place in front of the camera. She looks over at Rarity who gives her a big, encouraging smile. Fluttershy musters a smile of her own, then turns her attention to Picture Perfect.

FLASH! Fluttershy shies away from the camera, much to Picture Perfect's delight.

102 PICTURE PERFECT
Wonderful! You are like a delicate flower. So shy. So demure. So much more alluring without all those sparkles and feathers.

Rarity sinks and slowly walks away.

SC 7 - <u>INT. CAROUSEL BOUTIQUE - SOON AFTER</u>

Rarity uses her magic to sew a hooded black cape, but we can see her heart isn't really in it. She looks up from her work as the <BELLS> on the front door ring. Twilight, Pinkie Pie and Spike enter, excited.

103 PINKIE PIE
How did it go? How did it go?

104 RARITY
It didn't. Picture Perfect wanted to work with Fluttershy, not me.

105 TWILIGHT
Oh, Rarity. I'm very sorry. Is there anything we can do?

Rarity dramatically dons the black cape and hood and hangs her head as if in mourning.

106 RARITY
I just want to be alone right now.

Spike shoves Rarity and Pinkie Pie out of the shop.

107 SPIKE
You heard her. She wants to be alone.

Spike closes the door on Twilight and Pinkie Pie and remains inside the shop. He stares lovingly at Rarity for a moment before WHOOSH! The door opens and Spike is yanked outside.

SC 8 - <u>EXT. CAROUSEL BOUTIQUE - CONTINUOUS</u>

Twilight gives Spike an admonishing look.

108 SPIKE
(innocently)
What? I didn't think she meant <u>alone</u> alone.

SC 9 - <u>INT. PICTURE PERFECT'S STUDIO - BACKSTAGE AREA</u>

A MAKE-UP ARTIST PONY applies blush to Fluttershy's cheeks as an HAIRDRESSER PONY styles her mane. A STYLIST PONY frets over Fluttershy's delicately simple wardrobe. Fluttershy is clearly uncomfortable with all the attention. Picture Perfect watches the proceedings.

109 PICTURE PERFECT
Too much blush!

Fluttershy winces a little as the Make-Up Artist hastily wipes away the blush from Fluttershy's cheek.

110 PICTURE PERFECT (CONT'D)
Not enough!

The Make-Up Artist Pony reapplies the blush with a LARGE BRUSH. Fluttershy wrinkles her nose as the powdered makeup travels up her nose.

111 PICTURE PERFECT (CONT'D)
Too much!

Fluttershy winces again as the Make-Up Artist Pony wipes away the blush.

112 PICTURE PERFECT (CONT'D)
Not enough!

The Make-Up Artist Pony reapplies the blush.

113 PICTURE PERFECT (CONT'D)
Perfect!

Fluttershy wrinkles her nose. She gently paws at the ground. It looks like she is trying to hold back the mother of all sneezes. Suddenly, she rears her head back...

114 FLUTTERSHY
Ah... *aah...* **AAAAH....**

...and lets out the teeniest-tiniest, cutest <SNEEZE> ever.

115 FLUTTERSHY (CONT'D)
...choo!

116 PICTURE PERFECT
Ah, yes. Even her sneezes are graceful.
(then, to the stylists)
Now go!

The ponies quickly gather their things and depart, leaving Fluttershy and Picture Perfect alone.

117 PICTURE PERFECT (CONT'D)
How do you feel? Excited? Overjoyed? Thrilled beyond your wildest dreams?

118 FLUTTERSHY
(nervously)
Nervous.

119 PICTURE PERFECT
Nervous? Don't be ridiculous. You're only facing a large crowd of ponies who will be watching your every move and silently judging you.

If Fluttershy didn't look frightened before, she certainly does now. Just then, MUSIC begins to play.

120 PICTURE PERFECT (CONT'D)
Your cue!
(then)
Now go!

Picture Perfect gives her a little shove onto...

SC 10 - <u>INT. PICTURE PERFECT'S STUDIO - RUNWAY - CONTINUOUS</u>

FLASH! FLASH! FLASH! PHOTOGRAPHERS snap pictures of a terrified Fluttershy. A handful of FASHION FORWARD PONIES stare up at her, expectantly. Fluttershy does her best to summon up some courage.

121 FLUTTERSHY
(to herself)
You can't let Rarity down. You must do this. You must. You must. You must.

Fluttershy takes a few timid steps out onto the runway. She is suddenly hit with the bright light of a SPOTLIGHT. She lowers her head, shying away from the light as she slowly continues down the catwalk. She reaches the end, but can't bring herself to look up at the crowd.

A long beat as the audience stares blankly at the timid Fluttershy. The silence is broken by the whispers of a RITZY PONY and a FASHIONABLE PONY.

122 RITZY PONY
So graceful.

123 FASHIONABLE PONY
So lovely.

124 HOITY TOITY
(an announcement)
So perfect for my new advertisement!

The crowd suddenly STOMPS WILDLY in approval.

125 AUDIENCE
Bravo!/Wonderful!/Exquisite!

Fluttershy smiles weakly. FLASH! FLASH! FLASH! A dozen CAMERA FLASHBULBS go off in her face. The screen fills with their BRIGHT WHITE LIGHT and we...

DISSOLVE TO:

SC 11 - <u>A SERIES OF SHOTS</u>

FLASH! FLASH! FLASH! We see SNAPSHOT after SNAPSHOT of Fluttershy as she RELUCTANTLY poses for MAGAZINE COVERS, AD CAMPAIGNS, and at RED CARPET EVENTS. We see her glamorous image emblazoned on the sides of APPLE CRATES, pony drawn CARTS, and BALES of HAY.

We INTERCUT with SHOTS of RARITY, who is having an increasingly difficult time hiding her emotions. She POUTS outside the velvet rope of a RED CARPET EVENT. She SCOWLS as APPLEJACK loads APPLES into a "FLUTTERSHY" CRATE...

DISSOLVE TO:

SC 12 - <u>EXT. PONYVILLE STREET - DAY</u>

A downtrodden Rarity walks down the street. She's wearing her peacock plumed hat.

Two PONIES approach from the opposite direction. Rarity brightens as the two girls admire her hat.

126 PONY #1
Wow! I've never seen anything so beautiful.

127 PONY #2
It really makes a statement.

Rarity gestures to her hat.

128 RARITY
(feigning humility)
This old thing. It's just something I threw together...

Rarity trails off as the two ponies brush past her.

129 PONY #1
I love the cape she's wearing.

Rarity turns to see that the girls haven't been talking about her hat at all. They have been referring to a LARGE BILLBOARD that features Fluttershy wearing a pretty little cape and striking a demure pose.

130 PONY #2
I want the cape she's wearing.

A LOW ANGLE of Rarity looking very small as she gazes up at the enormous image of Fluttershy.

131 RARITY
(FRUSTRATED HARUMPH)

DISSOLVE TO:

SC 13 - EXT. PONYVILLE STREET - LATER THAT DAY

Fluttershy passes a row of PONIES who are all looking at copies of PRANCE MAGAZINE. Fluttershy graces the cover. As Fluttershy walks by, the ponies stare at her in awe.

132 PONIES
(EXCITED WHISPERS)

Embarrassed by the attention, Fluttershy picks up the pace. She looks over her shoulder to see that the ponies are now following her.

133 PONIES (CONT'D)
I simply have to meet her./
Fluttershy, wait!

She quickens her step and rounds a corner only to find herself face to face with a handful of PONY PAPARAZZI. They wear COLLARS with CAMERAS attached to the front (think the contraption that holds a harmonica for someone who is playing guitar as well.)

134 PONY PAPARAZZI
There she is!/Hey, Fluttershy, strike your famous pose!

POP! POP! POP! Fluttershy shies away as the Pony Paparazzi snap her picture. She takes to the air to get away from the flashing bulbs, but runs smack dab into some PEGASUS PAPARRAZI.

135 FLYING PONY PAPARAZZI
Give me your best 'I'm shy' face, Fluttershy!/Over here Fluttershy!

Fluttershy quickly returns to the ground, rounds another corner and ducks into...

SC 14 - <u>INT. CAROUSEL BOUTIQUE - CONTINUOUS</u>

Rarity looks up from her sewing as the <BELLS> on the front door mark Fluttershy's hasty entrance. Fluttershy quickly closes the door behind her. An excited CROWD of admirers and photographers SMOOSH their faces against the window of the shop, hoping to get a peek at her.

136 PONIES
Fluttershy! Fluttershy!/ Can I get an autograph?!/ Will you take a picture with me?!

137 RARITY
Wow! Look how popular you are.
(forced)
I am so excited for you!
(then, wistful)
You must be having the best time ever.

Fluttershy forces a smile.

138 FLUTTERSHY
Oh, yes. Best time ever.

The <BELLS> on the front door ring as Picture Perfect pokes her head into the shop.

139 PICTURE PERFECT
Fluttershy! I have been looking for you everywhere! We have the thing at the place.

Fluttershy reluctantly makes her way to the exit. She looks over her shoulder at Rarity.

140 FLUTTERSHY
I'll see you at the spa? Our usual time.

141 RARITY
Of course.
(forcing a smile)
Can't wait to hear all about the "thing at the place".

Fluttershy exits. Through the open door, we can see her shrinking nervously as the crowd of fans and hangers-on descend upon her like vultures.

142 RARITY (CONT'D)
(pouting)
I'm the one who should be mobbed by strangers wherever I go.

Rarity adjusts a display in the empty shop. She looks up as the <BELLS> on the front door chime and two PONIES enter. Rarity brightens as they look excitedly around the shop, nosing around racks of clothing.

143 RARITY (CONT'D)
Welcome to Carousel Boutique.

144 PONY #1
Is she still here? We heard Fluttershy was here.

Rarity's enthusiasm for their arrival wanes.

145 RARITY
Sorry. You just missed her.
(then)
But you're still in luck. I'm having a huge sale on some of my best designs.

She spins a rack of clothing with her nose.

146 PONY #2
And you are?

147 RARITY
Rarity of course!

She strikes a pose.

148 PONY
Never heard of you.

The ponies exit. Rarity stews.

SC 15 - <u>INT. ART GALLERY - LATER</u>

Filled with PHOTOS of Fluttershy in various shy poses. Fluttershy, looking positively miserable, stands next to Picture Perfect. Behind them is an enormous mural-size photo of Fluttershy. Picture Perfect holds court with a handful of RITZY PONIES.

149 PICTURE PERFECT
Obviously I, Picture Perfect, am thrilled to have found her.

150 FLUTTERSHY
(timidly)
Picture Perfect...

Picture Perfect pays her no mind.

151 PICTURE PERFECT
She’s a natural in front of the camera.

152 FLUTTERSHY
(still timid)
Picture Perfect...

She still doesn’t have Picture Perfect’s attention.

153 PICTURE PERFECT
I only need to point and shoot and I capture...

She gestures to the photo of Fluttershy.

154 PICTURE PERFECT (CONT’D)
...the magic!

The Ritzy Ponies admire the photograph and move in for a closer look. Fluttershy seizes the opportunity to finally get Picture Perfect’s attention.

155 FLUTTERSHY
(softly)
Picture Perfect, I’m so sorry to interrupt. It’s just that I’m running late...

156 PICTURE PERFECT
<DRAMATIC GASP> How could I have forgotten?!

Fluttershy looks relieved.

157 PICTURE PERFECT (CONT'D)
Your appearance at the ballet opening. Everypony who is anypony will be there.

158 FLUTTERSHY
Actually I'm supposed to be meeting my--

Picture Perfect gives Fluttershy a forceful nudge.

159 PICTURE PERFECT
We go!

SC 16 - <u>INT. PAMPERED PONY SPA - AT THE SAME TIME</u>

A pouting Rarity, her hooves submerged in a hoof bath, complains to Twilight Sparkle who is stepping out from behind a curtain in a bathrobe.

160 RARITY
My hooves are getting positively pruney I've been waiting here so long.

She lifts a hoof out of the bath to reveal it is, in fact "positively pruney."

161 RARITY (CONT'D)
Obviously Fluttershy is just too busy with her new career to spend time with her best friend.

162 TWILIGHT
I'm sure she just got tied up.

163 RARITY
Of course she did. She's a big, bright shining star.
(then, harsh)
I wish that star would burn out.

Twilight is visibly shocked at Rarity's candor.

164 TWILIGHT
Rarity! Fluttershy is your friend.

Rarity feels instantly guilty.

165 RARITY
I know. I know. And I should be happy for her. But instead I'm just jealous. Please promise you won't tell her I feel this way. Please. Please. Please. Please. Puh-leeeease.

166 TWILIGHT
You have my word.
(then)
Losing a friend's trust is the fastest way to lose a friend.

Pinkie Pie suddenly POPS UP out of a large basket of loofah sponges.

167 PINKIE PIE
Forever!

Rarity steps out of the hoof bath and disappears behind a partition. Her bathrobe is thrown over the side and a moment later she emerges in a gorgeous new outfit.

168 TWILIGHT
Wow. You look great.

169 RARITY
Fluttershy may be the one who is famous, but that doesn't mean I have to stop looking fabulous.

SC 17 - <u>EXT. PAMPERED PONY SPA - SOON AFTER</u>

Rarity exits. A few moments later, a hurried Fluttershy approaches from the opposite direction.

SC 18 - <u>INT. PAMPERED PONY SPA - A MOMENT LATER</u>

Twilight looks up from her copy of PRANCE MAGAZINE as the frazzled Fluttershy enters.

170 FLUTTERSHY
Rarity, I'm so sorry I'm...

She sees only Twilight is there.

171 FLUTTERSHY (CONT'D)
Oh no. She's already gone, isn't she?

172 TWILIGHT
Sorry.

173 FLUTTERSHY
Oh I can’t believe this. I am so frustrated I could just scream.

She tenses, takes a deep breath as if to let out a wail...

174 FLUTTERSHY (CONT’D)
<long inhale>

Twilight braces herself, but Fluttershy only lets out the tiniest little...

175 FLUTTERSHY (CONT’D)
(very quietly)
Ooooh.

176 TWILIGHT
(hopeful)
Feel better?

177 FLUTTERSHY
(SIGH) No.

Fluttershy approaches Twilight.

178 FLUTTERSHY (CONT’D)
Can I tell you something?

179 TWILIGHT
Of course.

180 FLUTTERSHY
You promise not to tell Rarity?

181 TWILIGHT
I swear.

182 FLUTTERSHY
Pinkie Pie swear?

183 TWILIGHT
Cross my heart and hope to fly.
Stick a cupcake in my eye.

Satisfied, Fluttershy spills her guts.

184 FLUTTERSHY
I don't like being a model. No. I hate being a model. All this attention is awful. Just awful. I'm only doing it because Rarity told me I must.
(her best Rarity)
I must! I must!
(with a sigh)
I must.

Twilight gets a twinkle in her eye.

185 TWILIGHT
Oh, really?

She leans forward, a conspiratorial tone to her voice.

186 TWILIGHT (CONT'D)
Well, if you want to know the truth, Rarity--

Suddenly, Pinkie Pie POPS UP from behind a stack of rolled spa towels, SHAKES HER HEAD "no" and MIMES for Twilight to "zip it". Then disappears back into the towels.

Fluttershy raises an eyebrow at the strange interruption, then returns her attention to Twilight.

187 FLUTTERSHY
What were you about to say?

Twilight's face reflects her frustration. She is caught between two secrets and she knows it. Pinkie pops up again.

188 PINKIE PIE
(softly)
Forever.

Then disappears just as quick.

189 TWILIGHT
Nothing.

FADE TO BLACK.

END ACT II

ACT III

SC 19 - <u>EXT. PONYVILLE STREET - SOON AFTER</u>

Twilight and Fluttershy walk down the street together. Fluttershy is wearing HUGE SUNGLASSES and a WIDE-BRIMMED HAT, trying to be as incognito as possible. She looks around nervously, fearful someone might recognize her.

190 TWILIGHT
(casually)
I was just thinking, if you really don't like being a model, you could always quit.

191 FLUTTERSHY
Oh no. I could never do such a thing. Rarity would be devastated.

192 TWILIGHT
But Rarity told me--

Suddenly, Pinkie Pie pops out from behind an APPLE CART, glaring and shaking her head "no" at Twilight. She takes a threatening bite of an apple, then brightens.

193 PINKIE PIE
Mmmm. Juicy.

194 TWILIGHT
(FRUSTRATED SIGH)

195 FLUTTERSHY
If only all these ponies didn't like me so much, Picture Perfect wouldn't want me to model anymore. She'd find somepony else with...

She swings her head dramatically a la Picture Perfect.

196 FLUTTERSHY (CONT'D)
..."the magic."

197 TWILIGHT
I guess you're right.
(then, a realization)
You're right.

She runs excited circles around Fluttershy.

198 TWILIGHT (CONT'D)
You're right! You're right! You're right!

In her excitement, she KNOCKS OFF Fluttershy's hat and sunglasses. Fluttershy SCRAMBLES to get them back on, but it's too late.

199 PONY (O.S.)
It's Fluttershy!

Twilight is knocked out of the way as an EXCITED CROWD gathers around Fluttershy.

200 CROWD
<WALLA>

201 TWILIGHT
Ooof.

202 FLUTTERSHY
(frustrated, but quiet)
Oooh.

SC 20 - <u>INT. THE SUGARCUBE CORNER - KITCHEN - SOON AFTER</u>

Pinkie Pie frosts cupcakes as Twilight shares her plan.

203 TWILIGHT
Don't you see? On her own, Fluttershy could never do something unattractive. But if I use my magic to help her do something unattractive at her next fashion show, no one will want her to model again. And if Fluttershy no longer has to be a model, Rarity will no longer have to be jealous of her. And I'll no longer have to keep their secrets.
(excited)
It's the perfect plan!
(then, very serious)
You can't tell anyone about it.
(then, pleading)
Promise me you won't tell anyone.

Pinkie Pie mimes ZIPPING her lips, LOCKING them with a key, DIGGING a hole, BURYING the key, BUILDING a house on top of the place where the key is buried, and then MOVING into the house. None of this could possibly be deciphered by the audience, or by Twilight who stares at Pinkie Pie, confused.

204 TWILIGHT (CONT'D)
So you do promise? Or you don't?

205 PINKIE PIE
(duh)
Uh, yes.

She dots Twilight's nose with a dab of frosting.

206 PINKIE PIE (CONT'D)
Obviously that's why I...

She repeats her actions over the following:

207 PINKIE PIE (CONT'D)
...Zipped my mouth closed, then locked it with a key, then dug a hole, then buried the key, then built a house on top of the hole where I buried the key, then moved into the house on top of the hole.

Pinkie Pie smiles broadly.

208 TWILIGHT
(unconvincing)
Obviously.

SC 21 - <u>INT. AUDITORIUM - DAY</u>

Picture Perfect, Hoity Toity and other FASHIONABLE and RITZY PONIES gather on either side of a long RUNWAY.

209 PONIES
<WALLA>

BACKSTAGE

Dressed for the show, Fluttershy paces nervously in front of Twilight.

210 FLUTTERSHY
You really think it will work?

211 TWILIGHT
They love you for being you. So all I have to do is make you not be you.
(then)
Just leave it to me.

MUSIC begins to play.

ON THE RUNWAY

Fluttershy slowly emerges from backstage and steps into the light emanating from an enormous spotlight.

She is immediately met with <CHEERS> and <THUNDEROUS STOMPING> from the AUDIENCE that has gathered for the show.

OUT IN THE AUDIENCE

Rarity dressed in a SPARKLING CAPE and GORGEOUS HEADDRESS, steps into the auditorium, eyes fixed on the stage.

212 RARITY
Guess it's time to see what all the fuss is about.

BACK ON THE RUNWAY

Fluttershy takes a few more steps out onto the catwalk. She looks over her shoulder to see Twilight peeking out at her. She nods her head that she is ready.

Twilight tips her horn and a SWIRL of LIGHT appears at the end. Another tip of her horn and the LIGHT SHOOTS toward Fluttershy, circling her head like a halo. Fluttershy goes googly-eyed for a moment. She takes one more graceful step then TRIPS over her own hooves.

213 AUDIENCE
<GASP>

Fluttershy gets back on her feet. She takes a few more steps and TUMBLES.

214 AUDIENCE (CONT'D)
<GASP>

ANGLE ON RARITY who stifles a <GIGGLE>.

BACK ON STAGE

The usually graceful Fluttershy, now under the influence of Twilight's MAGIC, continues down the runway acting less and less like herself. She SPINS around in circles then falls on her rump, makes <LOUD SILLY NOISES>, sticks her tongue out at the audience...

ANGLE ON RARITY covering a little smile, but when she sees the offended expressions of the ponies seated around her, suddenly she's not so amused.

215 RARITY
Oh no...

She looks back up at the stage as Fluttershy reaches the end of the runway and delivers her grande finale: a <TINY BURP>.

216 AUDIENCE
<Gasp!>

IN THE AUDIENCE

The crowd cannot believe what they have seen. Their faces reflect their disapproval.

217 RITZY PONY
Get her off the stage!

218 FASHIONABLE PONY
She's an embarrassment to all things fashion.

219 PICTURE PERFECT
I, Picture Perfect, have made a terrible mistake.

Rarity now watches in horror as the rest of the audience turns on Fluttershy.

220 AUDIENCE
<BOOS>

BACKSTAGE

Twilight smiles. Her plan is clearly working. The smile turns into a look of confusion when she hears a familiar voice shout:

221 RARITY (O.S.)
Bravo!

IN THE AUDIENCE

Rarity cheers on her friend.

222 RARITY (CONT'D)
Bravo!

The other audience members share confused looks.

223 RITZY PONY
"Bravo"? Who could possibly say "bravo" to that horrid display?

Rarity calls out from the back of the room.

224 RARITY
Such attitude! Such pizazz! She's invented an entirely new kind of modeling.

225 FASHIONABLE PONY
Who is saying these things?

The Ritzy Pony gestures to Rarity.

226 RITZY PONY
It's her. The unicorn in the gorgeous cape and headdress.

The Fashionable Pony eyes Rarity for a moment, impressed.

227 FASHIONABLE PONY
Now <u>that</u> is a pony who clearly knows a thing or two about fashion.

Rarity <STOMPS> her hooves as she continues to cheer for Fluttershy.

228 RARITY
Bravo, Fluttershy! Bravo!

The Fashionable Pony turns her attention back to Fluttershy.

229 FASHIONABLE PONY
Well, if that fabulous pony likes it, then I do too!
(then)
Bravo!

She <STOMPS> in approval. The Ritzy Pony joins in.

230 RITZY PONY
Yes, bravo!

The rest of the audience joins Rarity in praising Fluttershy. As they cheer, Picture Perfect perks up.

231 AUDIENCE
<AD-LIBBED PRAISE>

BACKSTAGE

A thoroughly confused Twilight ceases using her MAGIC on Fluttershy.

OUT ON THE CATWALK

No longer under Twilight's spell, Fluttershy looks out at the audience <CHEERING RAUCOUSLY>. Fluttershy's shoulders slump as she realizes Twilight's plan has somehow failed.

232 FLUTTERSHY
Oooohhh....

SC 22 - <u>INT. FLUTTERSHY'S DRESSING ROOM - SOON AFTER</u>

A distraught Fluttershy laments her situation to Twilight. (**board note: a congratulatory gift basket of fruit and veggies is on the table)

233 FLUTTERSHY
This is awful! Just awful! Somehow I've become more popular than ever. I'm so frustrated I could just kick something.

Twilight braces herself as Fluttershy rears back and...

...GENTLY TAPS the door with her hoof.

234 FLUTTERSHY (CONT'D)
Ngh!

235 FLUTTERSHY (CONT'D)
If only Rarity didn't want me to be a model so badly...

236 TWILIGHT
(exasperated)
But Rarity--

She quickly covers her mouth to keep the truth from escaping. Just then, Rarity bursts into the room.

237 RARITY
Fluttershy, are you alright?

Fluttershy plasters on a fake smile.

238 FLUTTERSHY
I'm great. I'm a super famous fashion model. Why wouldn't I be great?

Twilight removes her hooves.

239 TWILIGHT
Because you ha--

She covers her mouth again. Rarity looks at her for a moment, then turns her attention back to Fluttershy.

240 RARITY
Out there on the runway. Everyone was turning on you and...
(MORE)

RARITY (CONT'D)
Oh, Fluttershy, it's so awful...
(ashamed)
I wanted them to.

241 FLUTTERSHY
You did?

242 TWILIGHT
Of course she did because--

Twilight shoves a BUNCH OF CARROTS in her mouth to stop herself from continuing. Fluttershy and Rarity once again look her way, confused. Rarity shakes off the feeling and continues:

243 RARITY
I'm jealous!

Twilight is visibly relieved that Rarity has shared this with Fluttershy. She spits out the carrots.

244 RARITY (CONT'D)
I wanted all the attention and instead it was going to you. I even started hoping that you would do something silly so that your modeling career would be over.

She hangs her head in shame.

245 RARITY (CONT'D)
But then when it started happening, all I could think was -- How could I want you to fail at something you love so much?

246 TWILIGHT
But Fluttershy doesn't--

Twilight SHOVES her head into a POTTED PLANT to avoid saying another word.

247 FLUTTERSHY
Love? Oh Rarity, I <u>hate</u> being a model.

248 RARITY
You do?

249 FLUTTERSHY
More than anything.

250 RARITY
Then why did you keep doing it?

251 FLUTTERSHY
I was afraid if I quit, you'd be mad at me for not wanting to "shine all over Equestria."

252 RARITY
And I thought if I told you how jealous I was of your success, you'd think I was a terrible friend.

253 FLUTTERSHY
Never.

254 RARITY
(a realization)
All this time...

255 FLUTTERSHY
...if we'd just told each other the truth...

They share a smile.

256 RARITY
I promise never to keep my feelings a secret again.

257 FLUTTERSHY
Me, too.

258 RARITY/FLUTTERSHY
Cross my heart and hope to fly.
Stick a cupcake in my eye.
(GIGGLES)

The happy moment between friends is interrupted as Picture Perfect bursts into the room. She brushes by Rarity to get to Fluttershy.

259 PICTURE PERFECT
You were brilliant. Brilliant! I've already got six photo shoots lined up for tomorrow alone.

260 FLUTTERSHY
I'm sorry, Picture Perfect, but I don't think I'll be able to make any of them.

261 PICTURE PERFECT
What?!

Rarity and Fluttershy share a smile, then address Picture Perfect.

262 RARITY AND FLUTTERSHY
We go!
(then)
(GIGGLES)

They exit.

263 PICTURE PERFECT
What has just happened?

Twilight pulls her head out of the potted plant.

264 TWILIGHT
(blurting it out)
Spike has a crush on Rarity!

Twilight quickly covers her mouths with her hooves. Pinkie Pie pops out from behind a full length mirror and shakes her head in disappointment.

265 PINKIE PIE
And you were doing so well.

SC 23 - <u>INT. PAMPERED PONY SPA - DAY</u>

Fluttershy is getting her hoof bath. Rarity is wrapped in seaweed, wearing cucumber slices on her eyes, and sitting in the sauna.

266 FLUTTERSHY
Now this is a wonderful way to spend an afternoon.

267 RARITY
Isn’t it though?

ANGLE ON TWILIGHT who is in the mud bath and dictating a letter.

268 TWILIGHT
Dear Princess Celestia, being a good friend means being able to keep a secret, but you should never be afraid to share your true feelings with a good friend.
(then)
Did you get all that, Spike?

She looks over at Spike, his arms are crossed defiantly.

269 SPIKE
No. I did not.
(then, whispering)
(MORE)

SPIKE (CONT'D)
I still cannot believe you told someone about my secret feelings for Rarity.

270 TWILIGHT
(sincere)
You're right. That was wrong of me and I am very sorry.

271 SPIKE
Apology accepted.

272 TWILIGHT
Now will you take down my letter to Princess Celestia?

273 SPIKE
I would love to. But I'm a little busy at the moment.

REVEAL - Spike is fanning Rarity with a giant paper fan that reads "I HEART U". He stares at her lovingly.

Twilight rolls her eyes as we...

FADE OUT.

THE END