

As Recorded @ D1K
Thursday, Feb 21/13

Distribution:

Production:

Devon Cody
Meghan McCarthy
Jayson Thiessen
Jim Miller
Ashley Irving-Scott

The HUB:

Donna Ebbs
Carin Davis
Tegan Molloy
Laurence Braun
Patrick Callan

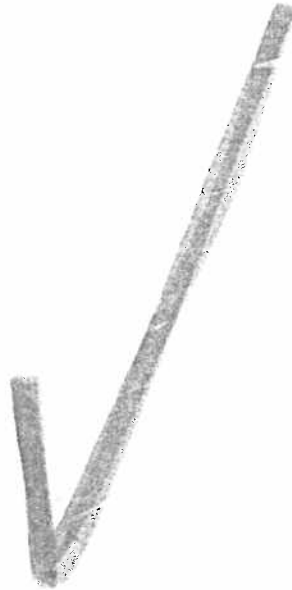
Hasbro Studios:

Stephen Davis
Michael Vogel
Brian Lenard
Kathy Page
Robert Fewkes
Sophia Hussain

Hasbro Brand:

Mark Wiesenhahn
Donna Tobin

* Pickup: Twilight



MY LITTLE PONY IV
"Rarity Takes Manehattan"
Episode 408
Written by: Dave Polsky

Locked Polish V3: February 5, 2013

Locked Polish V2: January 8, 2013

Locked Polish: November 6, 2012

Polish v2: October 9, 2012

2nd draft: September 21, 2012

1st Draft: September 10, 2012

Outline August 7, 2012

Premise: July 16, 2012

FADE IN:

EXT. PONYVILLE - TRAIN STATION - MORNING

1 (2)
9A RARITY steps to the tracks to await a train. TWILIGHT, RAINBOW DASH, PINKIE PIE, FLUTTERSHY, and APPLEJACK are there with her, all with suitcases. Meanwhile, SPIKE huffs and puffs, carrying ONE LAST SUITCASE to add to the rest!

2
1 SPIKE
Whew! There you are, Rarity.
That's the last of your bags.

2 RARITY
Actually Spike, I've got one last pile of bags over there.

6
2A She points and, sure enough, there's ANOTHER PILE OF SUITCASES back in the direction he came from. Spike DROOPS.

4
3 RARITY (CONT'D)
Won't you be a dear?

3 4
SPIKE
(charmed)
Sure. I'll be a dear.
(to self, walking off)
Give me strength...

7
4A Spike grows increasingly tired as he CONTINUES TO CARRY HEAVY BAGS OVER, one-by-one, through...

5 RARITY
Does it get any better? An entire week in the fabulous city of Manehattan, plus all of my very best friends there with me?
(deep happy sigh)
It's like a chocolate and vanilla swirl of wonderful.

6 TWILIGHT
Of course we'd all come along to support you during Fashion Week, Rarity.

7
14 FLUTTERSHY
Not that you'll need it. We're sure you'll win.

8 RARITY
I certainly hope so. I've worked my hooves to the nub getting ready.
(MORE)

(4)

RARITY (CONT'D)

Do you realize I needed three manicurists to get them looking normal again. Three!

(then)

Okay, well, just two actually. The third was for fun.

9 APPLEJACK

Hoo-whee. Manehattan. Haven't been there in quite some time. Didn't care much for it last time around, but I'm sure rarin' to give it another go.

10 RAINBOW DASH

We'll all be there for you, Rarity. All the way. Whatever it takes to see you through to total fashion domination.

11 RARITY

Ooh, I can't begin to tell you how excited I am that you'll all be there with me.

(then, eye twinkling)

However, perhaps I can show you...

Using her horn, Rarity proudly HOLDS UP and FANS OUT a stack of SEVEN TICKETS while the ponies look on, puzzled.

12 TWILIGHT
What's that?

(4)

13 PINKIE PIE
Oh, I know! A paper fan!

14 RARITY
No. It's -

15 PINKIE PIE
- a magic trick! You now, where I pick a card and remember what it is and put it back in the deck so you can't look at it and -

16 RARITY
These are tickets to the hottest musical on Bridleway.

17 TWILIGHT
You couldn't mean Hinnny of the Hills, because that show's been sold out for months... or could you?

14
18 RARITY
I could. And I do.

19 TWILIGHT
OK Rarity, you didn't have to do
that. But... since you did...

A beat... then all the ponies, (except Pinkie,) FLIP OUT...
jumping up and down, elated.

4
20 ALL THE PONIES
<excitement walla>

21 PINKIE PIE
Hinny of the Hills? Never heard of
it.

Then, as the BANDEMONIUM CONTINUES...

22 PINKIE PIE (CONT'D)
Ah well, doesn't matter.
(joining in)
This trip is fun already! I love
jumping up and down!

5
22A As they all CELEBRATE together, we...
FADE OUT.

END OF TEASER.

ACT ONE

FADE IN:

EXT. MANEHATTAN - GRAND CENTRAL STABLES - DAY

The ponies carry their bags while craning their necks to take
in the unfamiliar marvels of the city, through...

89 13 14
23 RARITY
Come along, ponies. I found us a
place to stay only a block from the
train station, in the very heart of
this glorious metropolis!

23A They struggle to make there way along the CROWDED SIDEWALK.

24 TWILIGHT
There sure is a lot of hustle and
bustle around here.

9
 25 RAINBOW DASH
 A little too heavy on the bustle,
 if you ask me.
 (a pedestrian jostles her)
 Hey, watch it.

The pedestrian IGNORES HER and keeps right on walking.

26 RAINBOW DASH (CONT'D)
 Doesn't anypony say excuse me
 around here??

ANGLE ON PINKIE PIE at nearby street vendor, GOBBLING DOWN A
 SOFT PRETZEL and then letting out a LOUD BURP.

27 PINKIE PIE
 Excuse me.

28 APPLEJACK
 Hey look - there's the theater
 where Hinny of the Hills is
 playing!

29 ALL THE PONIES
 Cool!

ANGLE ON the THEATER with a MARQUEE for Hinny of the Hills.
 Under it, a LONG LINE OF PONIES extends all the way back to
 our ponies and beyond.

30 FLUTTERSHY
 Look at all these ponies in line to
 see tonight's show.

31 FEMALE PONY IN LINE
 Tonight's show? I wish. This is
 the line for tickets and the next
 available show isn't for another
 two months!

32 TWILIGHT
 Wow, Rarity. How'd you manage to
 get us seats for tomorrow night?

33 RARITY
 ("it's nothing, really")
 I gave some designs to the costume
 designer, so he pulled a few
 strings...

34 ALL THE PONIES
 Cool!

12 (17)

35 RARITY

That's what makes Manehattan so
splendid and amazing. You do
something nice for somepony, and
then you never know when they'll do
something nice for you.

16

36 RAINBOW DASH

Like give you free tickets.

37 APPLEJACK

So then you can do something nice
for us.

38 FLUTTERSHY

Like get us in to see Hinny of the
Hills.

41 RAINBOW DASH

Which is only the best musical in
~~the whole wide world all of Equestria~~

42 APPLEJACK

It must be good if Rainbow Dash is
impressed. Normally, she doesn't
even like musicals.

19

43 RAINBOW DASH

I know. Ponies just bursting into
song in random places at the drop
of hat - who does that?

Suddenly, we hear a FAT BEAT and the ponies begin STRUTTING
down the street with their bags while Rarity, confident and
assured, leads the way.

44 RARITY

Oh Manehattan, what you do to me.

45 ALL THE PONIES

Ungh.

46 RARITY

This huge massive community.

47 ALL THE PONIES

Ungh.

48 RARITY

*Where there's always opportunity to
do the friendly thing.*

49 ALL THE PONIES

That so?

Rarity BUYS A FLOWER for a RANDOM GROUCHY PEDESTRIAN, causing them to smile, through...

50 RARITY

If some are grouchy, pay no mind.
Surprise instead with something
kind. / Lo-and-behold you just may
find / a smile is what you'll
bring.

The ponies arrive at the HOTEL The Mane Fair Hotel, where they are greeted at the entrance by a BELLHOP.

ALL THE PONIES

Oochie-oo cha-cha-cha...
oochie-oo cha-cha-cha...

ALL THE PONIES

Oochie-oo cha-cha-cha...
oochie-oo cha-cha-cha...

ALL THE PONIES

Oochie-oo cha-cha-cha...
oochie-oo cha-cha-cha...

ALL THE PONIES

Oochie-oo cha-cha-cha...
oochie-oo cha-cha-cha...

24 25

50A. BELLHOP

Welcome to The Mane Fair
Hotel. Please allow me to
take those bags to your room
for you.

50B. RARITY

(handing him money)
Only if you'll accept this
gratuity first.

50C BELLHOP

(glancing at it,
stammering)
I'll get your change.

50D. RARITY

Keep it all. I insist.

The Bellhop SMILES. His teeth SPARKLE: DING!

Rarity resumes strutting down the street. The ponies follow.

51 RARITY (CONT'D)

Some may say, Rari-tay, don't be so
big-hearted and bold. / To treat
strangers like they're friends, the
town's too big and cold.

52 ALL THE PONIES

Good point.

Right next to the ponies a TAXICAB gets a flat tire. A
HAGGARD CABBIE steps out... this is the last thing he needed.
But Rarity waves him off, signaling the other ponies to help
her change the tire for him. They work with the agility and
skill of a RACING PIT CREW, through...

53 RARITY

*But this is how I play my cards,
I'm not about to fold.*

54 ALL THE PONIES

You go.

55 RARITY

*Where I see a frown, I go to town.
Call me the smile patrol.*

56 ALL THE PONIES

*Oochie-oo cha-cha-cha... oochie-oo
cha-cha-cha...*

The ponies finish, SEND THE SMILING CABBIE ON HIS WAY, and resume STRUTTING.

57 TWILIGHT

Oh Manehattan, what you do to us.

58 APPLEJACK

So what if you find a Gloomy Gus?

59 FLUTTERSHY

It's no intimidating thing.

60 RARITY

That's right.

61 PINKIE PIE

Just be kind without a fuss.

62 RARITY

(to an elderly pony)

May I help you on the bus?

Rarity helps her BOARD A BUS. The ELDERLY LADY SMILES.

63 ALL THE PONIES

(big finish)

*A smile. Is. What. You'll.
Brinnnnnnng!!*

The song end with HEARTY LAUGHTER from the ponies. Then...

26 27 RARITY

*Come with me. I want to show you
all something...*

She runs off. The others eagerly race after her.

85

63A — "After you"
"Please, take
mine."
(chanty)

26 27
63A

EXT. MANEHATTAN - RODEO DRIVE - A LITTLE LATER

They stand outside a store window on a glamorous shopping thoroughfare.

28 29 30
65 RARITY
You see all those beautiful dresses
in there? Soon they'll all be
replaced with the ones designed by
the winner of Fashion Week.

As Rarity continues, we see her reflected in the window
flanked by all her pony friends.

29 66 RARITY (CONT'D)
To think my dresses could soon be
displayed on the most glamorous
shopping thoroughfare of the most
glamorous city in Equestria. It
would be a dream come true.

67 TWILIGHT
~~Is there anything left to do we can~~
~~help you with?~~

28 68 RARITY
Nothing I can think of. The
dresses are all completely
finished, all made from a fabulous
new fabric I've been developing for
months - stretchy but not clingy,
shimmery but not showy.

30
69 FLUTTERSHY
Sounds amazing.

70 RARITY
There's nothing left for me to do
but check in at the runway with my
dresses by two this afternoon.

71 PINKIE PIE
That's funny, because that clock
over there makes it seem like
that's only ten minutes from now.

The ponies all glance in the direction Pinkie's pointing.

SFX: THUNDER CLAP.

ANGLE ON the clock tower that reads 1:50pm.

ANGLE BACK ON all the alarmed ponies. Then, as it begins
POURING RAIN...



28 30 31 32 33

72 RARITY

Oh my gosh! And the runway
ballroom is all the way across
town. If I don't get there, I'm
disqualified!

(then, running off)

Taxi Taxi!!

73 FLUTTERSHY

Oh no! We've got to help her find
a cab - now!

74 RAINBOW DASH

I'm on it.

Rainbow Dash zooms through rain into the city street and LANDS
ON THE HOOD OF A CAB. [PRODUCTION NOTE: the cabs are
"driven" like Flintstones cars.]

75 RAINBOW DASH (CONT'D)

(to bewildered driver)

Hey buddy, this cab taken?

76 MALE PEDESTRIAN #1 (O.S.)

It sure is!

*

77 RAINBOW DASH

(caught off guard)

Huh?

Rainbow Dash looks over in the direction of the voice to see
a BUNCH OF ANGRY PEDESTRIANS standing in line in the rain.
PEDESTRIAN #1 walks over from the front of the line to take
the available cab from Rainbow Dash, through...

78 MALE PEDESTRIAN #1

The line ends back there, buddy!

*

Rainbow Dash tracks the line with her eyes to find that it
runs the entire city block and around the far corner.

Meanwhile, Rarity walks over, keeping her mane dry as best
she can...

79 RAINBOW DASH

What? Does everypony in this town
want a cab?

80 RARITY

When it's raining, yes. I'm afraid
getting a taxi at this time could
prove almost impossible...

↓ ↓



Rarity droops. The other ponies all rush over to plead their case to Pedestrian #1 before the cab pulls away.

28 34 81 TWILIGHT

Please won't you let her have this taxi. She has somewhere very important to be right away.

82 MALE PEDESTRIAN #1

Oh, and I don't? Let her have the next one.

Another cab pulls up, but the next person in line grabs it.

28

83 FEMALE PEDESTRIAN #2

Yeah, right. This one's mine. She can have the next one after this.

ANGLE ON the Pedestrian #3, now first in line.

34 84 MALE PEDESTRIAN #3

Not likely! She can get in line like the rest of us!

43 85 PEDESTRIANS

<agreement walla>

The ponies try flagging cabs down anyway, but the available cab drivers dutifully drive right past them to pick up the next pedestrian in line... then the next...

86 TWILIGHT

Oh, it's no use. The cab drivers just drive right past to get the next pony in line.

34 87 APPLEJACK

It's hopeless.

Just then, a cab pulls up from the RAINBOW CAB COMPANY. They all look at the driver, whom they all instantly RECOGNIZE as the CABBIE'S WHOSE TIRE THEY CHANGED EARLIER DURING THE SONG.

88 CABBIE

Hey, one of you ponies need a ride?

44 45 89 PEDESTRIANS

Hey! the line's over here! / We were here first! / etc...

35 36 90 CABBIE

Yo! You all the pipe down!
(then, to ponies, smiling)
New tire works like a charm.

(MORE)

whee!

28 34 36 CABBIE (CONT'D)
So now which of you nice folks are
hoppin' in?

37 91 RARITY
(hopping in)
Fashion Runway Plaza in seven
minutes Can you make it?

34 92 CABBIE
Hang on!

Rarity FLASHES A SMILE and REGAL WAVE as the cab PEELS OUT,
adeptly weaving through traffic.

93 RARITY
Ta!

The other ponies look on as the cab bobs and weaves through
traffic, then disappears into the distance.

34 TWILIGHT
Whew! She just might make it.

They all smile with relief.

36 95 SPIKE
That was close.

39 95A They all nod?

34 96 SPIKE (CONT'D)
Anypony else got a sneaking
suspicion we're forgetting
something?

They all think: A beat. Then...

40 41 97 ALL IN UNISON
(panic)
The dresses!!

As they all resister horror and race off, we...

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

INT. CITY BUILDING FOYER - MOMENTS LATER

Rarity RACES UP TO the reception desk.

46 47 48
98 RARITY
Good afternoon I'm here for Fashion Week.

49
99 REGISTRATION PONY
Everypony's gathered in front of
the runway and about to start.
You'll just have to bring your
dresses along with you and store
them backstage later.

100 RARITY
(about to lose it)
My dresses?? How could I possibly
forget them?? I'm doomed!

55 56 alt
101 BELLHOP (P.S.)
Got 'em right here, ma'am.

Rarity looks in the direction of the voice.

REVEAL THE BELLHOP from the hotel.

102 BELLHOP (CONT'D)
Your friends told me you'd need
these in a hurry so I offered to
race them over myself. "Anything
for that nice lady" I told 'em.
(then) *move*

Even slipped covers on 'em to keep
'em dry in the weather.

As he hands her the dresses on hangars, Rarity sees that each
of the seven outfits has a separate protective slipcover,
each of a DIFFERENT COLOR, coincidentally arranged in the ROY
G. BIV RAINBOW SEQUENCE.

Rarity glances back up at the Bellhop. They exchange smiles.
She GRABS THE DRESSES and runs.

INT. RUNWAY SHOWROOM - MOMENTS LATER

Prim Hemline, the host of the event, and the FIVE OTHER
FASHION WEEK PARTICIPANTS, look on as Rarity, soaking wet,
races in... just as the CLOCK ON THE WALL ticks to 2pm.

49
103 RARITY
Whew! Made it! With seconds to
spare.
(shaking the rain off)
(MORE)

47 49

RARITY (CONT'D)

Hello, everyone! Pleased to meet
you all.

50

104 PRIM HEMLINE

Rarity, I presume?

105 RARITY

Yes, and you must be Prim Hemline,
the host of this grand event. How
do you do?

Icy silence. Then...

51

106 PRIM HEMLINE

415
well...

Miss Rarity, how is it that all
your competitors are here a half-
hour early, and yet you arrive
seconds before we begin?

Rarity's MOUTH DRIES UP.

50

107 RARITY

Oh, um...

(embarrassed chuckle)

... just lucky I guess.

Rarity tries smiling sheepishly. Prim Hemline turns away,
unmoved.

51

108 PRIM HEMLINE

(to all)

Once we're done here, you're to
finish setting up backstage, so
you'll be ready for your run-
through appointment.

(to Rarity) 52 53

You'll show your designs last.

(then) 51

We keep to a precise schedule so
let's try to be more than a few
seconds early, hmm?

(then)

Tomorrow is the contest to see
which one of you gets to stay to
meet top designers all across the
city. The rest of you must go home
early.

(sigh)

So sad.

(imperious clap)

Dismissed.

The ponies all head their separate ways... except for one, SURI POLOMARE, who walks over - with an assistant COCO POMMEL trailing behind her - as Rarity gathers her things.

57 58

109 SURI
I'm so glad you made it, Rarity. I was worried.

110 RARITY
Me too, but everything just seems to keep working out. Seriously, today's been my lucky day.

Suri stares at her. Rarity grows self-conscious.

111 RARITY (CONT'D)
What is it? Is there hay in my teeth?

59
112 SURI
Don't you remember me? Suri Polomare, from the Ponyville Knitter's League.

*use take 59 as a ref for the voice of Suri.

113 RARITY
Yes of course, I thought you looked familiar but couldn't place it. You haven't been back in years.

114 SURI
Because I moved here to make it the big city.

115 RARITY
Good for you, Suri!

116 SURI
(hugs her)
It's so good to see you. And now here we are... competing. Isn't that funny?

117 RARITY
Yes, I suppose. Well, good luck.

118 SURI
Oh I don't need luck.
(she winks, then)
My room's already all set up. Would you like a hoof with your things?

119 RARITY
Why thanks so much.

Suri smiles as she SIGNALS HER ASSISTANT to help Rarity with her dresses.

INT. RUNWAY SHOWROOM - BACKSTAGE - RARITY'S PREP ROOM - LATER

Suri looks on as HER ASSISTANT HELPS RARITY remove the plastic slipcover from the last of her outfits, which they display with the others, through...

60 61
120 SURI
My, your collection is gorgeous!

121 RARITY
Aren't you sweet.

122 SURI
Truly sensational. You may have first prize in the bag already.

123 RARITY
Now, I'm sure your collection is equally lovely if not more so.

62
124 SURI
It's all right, but nothing like this. Take my culottes, for example, they're simply crying out for just the right accent but I haven't the slightest notion where -
(then)
Actually, come to think of it...

Suri gently rubs a piece in Rarity's collection.

125 SURI (CONT'D)
Just a touch of this fabric could be perfect with it. Would you mind terribly if I took a swatch?

126 RARITY
Oh not at all. Here, I have loads extra.

Rarity gives her a whole BOLT of the fabric. Suri's stunned.

127 SURI
You're sure?

128 RARITY
Positive. Well, it's been wonderful getting caught up and I don't wish to be rude, but -
↓
↓

Rarity turns momentarily to adjust one of her garments.

60 62 63 64
129 RARITY (CONT'D)
- I need to finish my preparations
and I'm a bit late as it -

She looks up and is SURPRISED to see Suri's already gone.

130 RARITY (CONT'D)
- is.

EXT. FASHION RUNWAY HALL - WINGS - LATER

Rarity WHEELS her outfits over the sign-in table.

65 68 71
131 RARITY
Hi, I'm here a half-hour early for
my run through appointment, just
the way Prim likes.

The REGISTRATION PONY signs her in and points.

66 67 71
132 REGISTRATION PONY
Get in line over there.
(then, looking up)
Oh my, that fabric's gorgeous. Did
you make that yourself?

133 RARITY 71
Why yes, its -

133A SURI (O.S.) 69 71
- stretchy but not clingy.
Shimmery but not showy.

133B RARITY
- stretchy but not clingy.
Shimmery but not showy.

Puzzled, Rarity walks around the corner to look at the stage
and investigate. And there she sees Suri presenting an
ENTIRE WARDROBE MADE OUT OF THE IDENTICAL FABRIC, through...

134 SURI 71
And the entire line is in this same
adorable pattern that works on
everything from skirts to tops to
shoes.

ANGLE ON Prim Hemline watching Suri's run through from her
seat in the otherwise-empty audience.

135 PRIM HEMLINE 72 73
(clapping)
Bravo! Magnificent! I've never
seen anything like it.

Rarity is BEYOND SHOCKED. Suri struts triumphantly offstage.
Her Assistant quickly rushes to her side.

69 71 73
136 RARITY
You stole my fabric!

137 SURI
I didn't steal it... you gave it to
me, remember?

138 RARITY
But I gave you the fabric for
ACCENTS, not for your whole line!!
And how could you possibly make all
those outfits out of it so fast??

139 SURI
Fast! Hah! Coco Pommel here took
practically forever. Nearly got me
completely disqualified.

Suri whirls about at her meek assistant COCO POMMEL nearby.

74 75
140 SURI (CONT'D)
What's the matter with you?!

70 76
141 ASSISTANT
Well, I wanted to make sure you'd
win, so I took the extra time to -

142 SURI
Quiet! I pay an assistant to sew and get coffee,
and not talk and get coffee.

143 RARITY
(crushed, bewildered)
How could this happen?

144 SURI 78
Aw sweetie, don't blame yourself.
It takes some small town fillies a
while to learn it's everypony for
herself in the big city.

76 79
144A
Rarity runs off, near tears. Suri turns to Coco.

144A 77
SURI (CONT'D)
I hope you realize how fortunate
you are to have me as a mentor.

80
144B
Coco nods enthusiastically.

145 SURI (CONT'D)
Good. Now get me coffee!!

Coco registers terror and scurries off.

INT. HOTEL ROOM - LATER THAT AFTERNOON

The ponies all return to the room in high spirits, loaded down with shopping bags and tourist paraphernalia, back from a fun afternoon on the town.

146 TWILIGHT

Oh my gosh, what a great afternoon.
That was almost too much fun.

81(92)

147 RAINBOW DASH

Better pace yourself then, cuz the
rest of the day's jam packed.

148 APPLEJACK

First, there's the salon
appointment to get our manes done.

149 PINKIE PIE

Then our fancy dinner at The Far
Afield Tavern .

150 FLUTTERSHY

And after that -

151 ALL THE PONIES

Hinny of the Hills!!

Rarity enters the room, immediately drawing everypony's
attention. She's not looking so good.

152 SPIKE

Rarity, you're back! How's it all
going?

She just stares back at them, lower lip QUIVERING.

153 RAINBOW DASH

Is - everything okay?

154 PINKIE PIE

You got the dresses the bellhop
brought you and everything, right?

Rarity stares at them blankly for a beat...

... then THROWS HERSELF onto a bed, BURSTING INTO TEARS.

155 RARITY

<high-drama bawling>



The ponies all look at each other, alarmed.

81 (82)
156 RAINBOW DASH
But... he said he brought them.

157 RARITY
And then Suri stole them!!

158 TWILIGHT
Huh-what-now?

(82)
159 RARITY
I let one of the other contestants
use some of my one-of-a-kind fabric
and then she turned it into an
wardrobe just like mine, only now
it looks like I'm the one copying
her!!

(collapsing onto bed)
My generosity has ruined me, I tell
you! I'm ruined! Ruuuinnnnnnned!

160 RAINBOW DASH
(heading for door)
That thief's gonna get a piece of
my mind!!

161 RARITY
Don't - whatever you give her a
piece of she'll probably steal
that, too!

161A - 9 in line
A beat... then ~~Rarity resumes her hysterical wailing.~~

162 TWILIGHT
Now Rarity... Rarity...

Rarity keeps wailing

(82)
163 PINKIE PIE
RARITY!!!!

Rarity finally stops.

164 TWILIGHT
Whatever went wrong, we're all here
to help you get through it... no
matter what it takes.

(82)
165 ALL THE PONIES
<resolute agreement walla>

81 82 (83)

166 APPLEJACK
Come on, Rarity, buck up. All we need is some fabric and we'll be in business.

(82)

167 FLUTTERSHY
Any idea where we can get some?

(84)

167A

Rarity
wailing

ANGLE ON Rarity glancing around the room: at the curtains... then the bedspread... then the throw rug... and A SLY SMILE crosses her face.

INT. HOTEL ROOM - LATER

ANGLE ON the CURTAINS, the BEDSPREADS and the THROW RUGS all stripped and PILED IN A HEAP in the center of the room.

Meanwhile all the ponies except Rarity all huddle around a DOOR, with a SIGN taped to it that reads DO NOT DISTURB - DESIGN IN PROGRESS. The ponies KNOCK.

168 TWILIGHT

Rarity, we have all your fabric ready.

(knock knock)

You almost done in there?

Rarity BURSTS OUT OF THE ROOM, triumphant.

86 87 (88)

171 RARITY
I figured it out! I finally figured it out! Here are the drawings.

(showing them)

This new line is going to be marvelous - perhaps even better than the last. I'm calling it Hotel Chic! It's daring, it's bold. Perhaps I still have a chance after all!

(then, eagerly)

You said the fabric's ready?

172 RAINBOW DASH

Yep, there it is. Curtains, bedspreads, rugs...

Rarity REACTS TO THE HEAP with dismay.

88 91
173 RARITY
Oh, but this material must all
still be spun into a fine fabric
for clothing. It will take every
bit of time we have left.

90 91
174 FLUTTERSHY
So... I guess going ~~out~~ for our
salon appointment won't work out so
well after all...

90 91
174A RARITY
(laying it on thick)
If getting your mane done is more
important to you than helping a
friend, I suppose you can still
go...

Rarity eyes her friends expectantly.

INT. HOTEL ROOM - LATER

The room has been converted into a FULL ON TEXTILE MILL.
Rainbow Dash and Pinkie Pie sit at SPINNING WHEELS spinning
the raw materials into thread. Meanwhile Spike WEAVES the
thread AT A HUGE LOOM. Applejack and Twilight, following a
pattern, CUT the fabric into pieces. Fluttershy, also
following a pattern, sews the pieces together. Rarity
supervises the whole operation.

92 93
175 RARITY
Here's more fabric to cut,
Applejack.
(then, taking cut pieces)
Twilight, sew these pieces together
according to that pattern there.

176 TWILIGHT
I'd love to, but has dinner come
yet? You said if we skipped our
dinner at The Far Afield Tavern
you'd order a meal for us to eat
here while we keep working.

93
177 RARITY
Don't fret. It will be here in an
hour.
(then, off their looks)
That's not going to be a problem is
it?

92 93

178 RAINBOW DASH
Well... we're supposed to be
watching Hinny of the Hills by
then.

Beat.

94 95

179 RARITY
Oh. I see. I go out of my way to
get you tickets for a show, and
this is how you repay me? By
abandoning me in my hour of need?

180 FLUTTERSHY
But... If we don't go tonight we'll
miss our chance to see the show.

181 RARITY
Details!! Don't you realize we'll
be up all night as it is?

The ponies all exchange uneasy looks. Then...

182 RARITY (CONT'D)
Fine! Go see Hinny of the Hills
tonight. Then tomorrow morning
when you come see my fashion show
without any fashion to show, you'll
have even more entertainment.

92 (then, imitating)
"Why look, there's our friend
Rarity going down in flames. Isn't
friendship magic?"

183 TWILIGHT
Rarity, calm down. Breathe.
What's gotten into you?

95

184 RARITY
What's gotten into me?? What's
gotten into you? Go ahead, see your
little show. Congratu-pony-
lations, fillies! Sounds like
you've all figured out already it's
every pony for herself in this
town!

The STUNNED ponies react with a long beat of SILENCE...
followed by the SQUEAKING SOUND of all the textile equipment
HUMMING back into operation...

EXT. MANEATTAN - NEXT MORNING - ESTABLISHING

The sun rises over the tall buildings.

INT. HOTEL ROOM - SAME TIME

The EXHAUSTED PONIES, bleary and barely able to keep their eyes open, team up to finish sewing the last outfit together.

185 TWILIGHT

There, that's the last of them.

96 186 RARITY
(yanking it away)
Finally.

She rushes out of the room with all her stuff. The door SLAM SHUT behind her. The ponies exchange looks of disbelief.

187 TWILIGHT

You're welcome.

INT. HOTEL LOBBY - MOMENTS LATER

Rarity rushes through, scowling, carrying her loads of stuff. The bellhop gets the door for her.

97 98 188 BELLHOP

Good luck at the fashion show today, Miss Rarity -

189 RARITY

(rushing past)
Out of my way!

The bellhop looks after her, bewildered: he wasn't even remotely in her way.

DISSOLVE TO:

INT. RUNWAY - LATER

Prim Hemline stands with Suri on stage in front of "her" complete collection, before a GLAMOROUS AUDIENCE with includes HOITY TOITY, SAPPHIRE SHORES and PHOTO FINISH.

100 101 102

190 PRIM HEMLINE (O.S.)

Let's have another round of applause for Suri Polomare's amazing collection. That fabric! So original!

Big applause.

103
190A INT. RUNWAY - WINGS - SAME TIME

Rarity stand there, rolling her eyes. Meanwhile, Suri and her Assistant pass Rarity as they come off stage.

106 109 110
191 SURI
Well, look who's here. Going to show your copycat collection?

Rarity makes a face. Suri GLOATS and keeps right on walking, her assistant follows. 111 112

192 PRIM HEMLINE
And now, Rarity from Ponyville with her brand new line... and I mean brand new: Hotel Chic.

Rarity comes on stage with her new line, BULBS FLASHING.

104 105
193 AUDIENCE
<awed and amazed walla>

193A The audience ERUPTS INTO CHEERS AND APPLAUSE. She scans the enthralled upscale audience, with the likes of HOITY TOITY, SAPPHIRE SHORES, and PHOTO FINISH now even more excited.

111
194 RARITY
(excited, to self)
They're liking it. I think I may just have won this thing. Oh I can't wait to celebrate with...

She looks out into the audience to where six seats are reserved for the ponies and Spike, but they're empty, with nothing but a wavy, VAGUELY RAINBOW-LIKE RIBBON of the ponies' colors in their place.

CLOSE ON Rarity's GASP, amidst the cheers of the crowd:

195 RARITY (CONT'D)
My friends. They didn't come!
What have I done???

SLAM TO BLACK.

END OF ACT TWO.

ACT THREE

100
195A
INT. RUNWAY SHOWROOM - CONTINUOUS

~~The ADULATION of the crowd continues.~~ Rarity just stands there, staring at the empty seats.

Prim Hemline climbs onto the stage.

113 114
196 PRIM HEMLINE

Rarity, they all adore you! Aren't you going to tell them about your fabulous pieces?

197 RARITY

I have to go.

107
197A

Rarity leaps off the end of the runway, RUNNING up the center aisle and toward the rear exits... while the CROWD REACTS with confusion, disappointment and shock! Coco in particular seem CONCERNED.

198 PRIM HEMLINE

Come back at once! This is unheard of!

Rarity BOLTS out the rear exit.

INT. HOTEL - RECEPTION AREA - LATER

Rarity runs into the hotel, BUMPING into the Bellhop.

199 BELLHOP

How do you do, ~~ma'am~~ ^{miss}? Contest going well?

200 RARITY

No time to talk. I have to find my friends.

201 BELLHOP

Oh. They're gone already. Saw them headed out this morning.

202 RARITY

Oh no! Back to Ponyville, I imagine. They worked so hard on my behalf and I repaid them with unkindness. What have I done??
(then)
Here you are.

She hands him a tip and RUNS back out of the hotel.

113 (114) miss
 203 BELLHOP
 But ~~na/om~~ -
 (calling after her)
 - I didn't do anything!

EXT. MANEHATTAN - CITY STREETS - A LITTLE LATER

Rarity LOPES ALONG, alone as a SAD MELODY begins to play, vaguely reminiscent of the high-spirited song from earlier.

204 RARITY

*Oh Manehattan, what have I done. /
 The thought of Fashion Week was fun
 / but things got out of hand.*

The sad, sparse melody continues in place of what was the call-and-response of the earlier song. Strangers mill about Rarity, indifferent to her. She's ALONE IN A CROWD.

205 RARITY (CONT'D)

*My friends gave to me in ways so
 kind / and I gave them nothing but
 a hard time / and now alone I
 stand.*

She hangs her head and, looking up, finds herself in front of the SHOP WINDOW WITH THE DRESSES from earlier. This time, however, it is she alone reflected in the glass.

Suddenly, Rarity BRIGHTENS. An idea. She runs off.

INT. RUNWAY SHOWROOM - A LITTLE LATER

The ponies all plead to a pony with a clipboard.

206 TWILIGHT

The show's over? We missed it??

115 (117)

207 APPLEJACK

But that can't be!

118 119 (120)
 208 SPIKE

It was my job to wake every ~~body~~ ^{pony} up.
 I'll never forgive myself!

115

209 PINKIE PIE

We were so exhausted. We pulled an all-nighter. Which is when you stay up all night, in case you don't know the lingo.

115

117

210 RAINBOW DASH
Did she win?

Suri walks over, followed by her obedient Assistant.

121

211 SURI
Sadly, no. And she gave it such a good effort too, the poor dear.

212 COCO
Yes. She tried hard but it wasn't enough.

213 TWILIGHT
Oh no! Where is she?

121

214 SURI
Oh don't you know? She ran out on the show. Seems the competition was too much for her. Got herself disqualified. Isn't ~~she~~ right?

116

215 COCO
Yes.

216 SURI
Such a shame.
(then)
Do you hear something?

that

INT. CITY BUILDING FOYER - SAME TIME

Rarity speaks to the receptionist.

122

124

217 RARITY
I need a moment with Prim Hemline.
I have to rush back to Ponyville
but wanted to thank her first for -

Suri enters with Coco to stand in the doorway. The ponies and Spike walk past them to enter, through...

218 SURI
(to Rarity)
You best steer clear of Prim for a while. She's pret-ty furious.
Isn't that right?

219 COCO
(eyes cast down)
Yes...

122 124
220 RARITY
(seeing her friends)
There you all are! I can't believe
it! I thought you went back home.

221 TWILIGHT
We missed the show because we
overslept. We're so sorry you
lost.

125
222 RARITY
Did I?
(then)
You know what? I don't even care.
I'm just happy you're all still
here after how I treated you.
Taking advantage of your friendship
the way I did. How could you ever
see past it?

An awkward beat

125 126
223 APPLEJACK
Yeah, you were pretty rotten.

126
224 RAINBOW DASH
Wow, Applejack. I know your thing
is honesty, but come on!

225 TWILIGHT
Rarity, last night we may not have
seen you at your best, but we know
you. And we would never let one
thing like that change how we feel
about you.

Rarity smiles, taking this in.

126
226 RARITY
Thank you. You really are the most
wonderful friends a pony could
have.

They all go back outside together, as Suri and Coco look on.

227 RARITY (CONT'D)
You know, I already arranged to
make it up to you this afternoon.

228 TWILIGHT
Oh, you didn't have to do that.

122 120 (129)
229 RARITY (O.S.)
Hope you're all available for a *exclusive*
~~command~~ performance, of Hinny of the
Hills.

230 TWILIGHT (O.S.)
But we're glad you did!

231 ALL THE PONIES (O.S.)
<excited walla>

Suri smiles a sinister smile.

123 127 (128)
232 SURI
And ~~that~~, is how it's done. Pretty
clever how I convinced her to stay
away from Prim, wasn't it?
Wouldn't have wanted her to find
out the truth, now would we?

Coco just hangs her head in silence.

120
233 SURI (CONT'D)
(exiting into building)
I'll take that as a yes.

INT. GRAND MAJESTIC THEATER - LATER

ANGLE ON the stage as the finale of Hinny of the Hills builds
to its show-stopping climax.

132 (133)
234 HINNY OF THE HILLS
My dream came true and I'm a
dancing pony, yeahhhhhhhhhhh!

The whole company strikes a SPLASHY TABLEAUX... and the
curtain comes down.

131
234A
ANGLE ON the Mane 6 plus Spike, the only ones in the huge
auditorium, on their feet CHEERING AND APPLAUDING LIKE CRAZY
as the company steps out for the CURTAIN CALL.

134 (135)
235 APPLEJACK
Wow, that was even better than I
imagined!

236 PINKIE PIE
I'm so glad we got to see it!

130
237 RAINBOW DASH
I LOVED IT!!
(then, cooler)
Eh, it was a'ight.

134 136

238 TWILIGHT
How did you ever get them to agree
to do an extra performance just for
us?

136

239 RARITY
Remember my costume designer friend
who got me the tickets? Well, I
offered to make all the costumes
for his next show.

240 FLUTTERSHY
Here in Manehattan?

241 RARITY
Well, um... yes... it will keep me
away from Ponyville for a while...

The ponies all look sad.

242 RARITY (CONT'D)
But I wanted so much for you to see
this show!
(then)
And working for this designer is
such a great opportunity...

243 APPLEJACK
We know. We're happy for you,
Rarity. We're just sad for us.

137

244 COCO (O.S.)
Hi. Mind if I join you?

They all look over the the THEATER'S REAR ENTRANCE. There
stands Coco. She's holding something.

245 COCO (CONT'D)
I have something for you.

246 RARITY
(wary)
Sure. Come on down.

Coco walks over and gives her the object.

247 RARITY (CONT'D)
This is the first place trophy for
fashion week. With my name on it.
But I thought I lost.

248 COCO
You didn't. You won.

134 136 (137)

249 ALL THE PONIES
<shocked walla>

250 COCO
Suri was hoping that if you didn't claim your prize, the judges would consider it a forfeit and first place would go to her. So she lied to make you and your friends go away, and... I lied, too.

251 RARITY
How could you?

(136)

(137) - at

252 COCO
I've worked for Suri so long I started to believe that it really is every pony for herself in this town. Until I saw how generous you were with your friends. And how generous they were with you. It made me start believing there was something better for me out there. So I quit.

(38)

Coco reaches into a bag.

253 COCO (CONT'D)
I brought you something to say thank you.

Coco gives Rarity a SMALL GIFT WRAPPED PACKAGE. Rarity looks at the gift for a beat. Then, smiling...

254 RARITY
I suppose you need a job now that you're no longer with Suri.
(off her nod)
How'd you like to work for my friend making all the costumes for his next show?

Coco beams.

INT. PONYVILLE - RARITY'S WORKSHOP - DAY

Rarity makes her diary entry. (PRODUCTION NOTE: she still wears the same outfit with pockets she wore to Hinny of the Hills.)

139 140

255 RARITY

Manehattan was simply grand. It was in this magnificent metropolis that I learned that, while there are ponies who will take advantage of your generosity, you should never, ever let that cause you to abandon your generous spirit. ~~entirely~~. Nothing feels worse than ~~believing~~ taking you've taken advantage of the giving nature of your friends.

She then notices SOMETHING IN HER POCKET. Pulling it out, she sees it's the gift from Coco. Opening it, she finds inside a RAINBOW SPOOL of THREAD. Meanwhile, the other ponies all enter, distracting her.

257 TWILIGHT

You know, Rarity, we had such a great time in Manehattan thanks to you. We all decided to give you something to show our appreciation.

258 RARITY

Oh my, what could that -- ?

They all proceed to TICKLE HER mercilessly.

259 RARITY (CONT'D)

(laughing hysterically)

Okay, stop! Stop!

They stop. Then, preparing to retaliate in kind...

260 RARITY (CONT'D)

Now I want to give something to you.

261 PINKIE PIE

(racing out)

No backsies!

262 RARITY

(chasing them)

But I'm feeling so so generous!

263 ALL THE PONIES

No backsies!!

Then they all race out the door playfully, as we:

FADE OUT.

END.

*