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MY LITTLE PONY IV
"Rarity Takes Manehattan"
Episode 408
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FADE IN:

EXT. PONYVILLE - TRAIN STATION - MORNING

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.

1 SPIKEC
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.

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

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

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

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
Manhattan, *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 FLUTTERSHY
Not that you'll need it. We're
sure you'll win.

8 RARITY
That's sweet of you, darling,
however nothing's sure in this life
but the breezy casual drape of
freshly pressed linen.

9 APPLEJACK
Aren't you even the teensiest bit
afraid we might be a distraction?
The competition's sure to be
fierce.

10 PINKIE PIE
And the outfits even fiercer.

11 RAINBOW DASH
You wanna take home that Fashion
Week prize, you gotta be one
hundred percent focused on total
fashion domination.

12 RARITY
On the contrary, I'm not the least
bit worried. In fact, 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.

13 TWILIGHT
What's that?

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

15 RARITY
No. It's -

16 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 -

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

18 TWILIGHT
You couldn't mean Filly Elliot,
because that show's sold out for
months... or could you?

19 RARITY
I could. And I do.

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

20 ALL THE PONIES
<excitement walla>

21 PINKIE PIE
Filly Elliot? Never heard of it.

Then, as the PANDEMONIUM CONTINUES...

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

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...

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!

They struggle to make there way along the CROWDED SIDEWALK.

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

25 APPLEJACK
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 APPLEJACK (CONT'D)
Doesn't anypony say excuse me
around here??

27 PINKIE PIE (O.S.)
I do!

ANGLE ON Pinkie Pie at nearby street vendor, GOBBLING DOWN A
HOT DOG and then letting out a LOUD BURP.

28 PINKIE PIE (CONT'D)
Excuse me.

29 RAINBOW DASH
Hey look - there's the theater
where Filly Elliot is playing!

30 ALL THE PONIES
Cool!

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

31 FLUTTERSHY
Look at all these people in line to
see tonight's show.

32 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!

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

34 RARITY
("it's nothing, really")
I'm friends with the costume
designer.

35 ALL THE PONIES
Cool!

Pinkie Pie walks over with another hot dog.

36 PINKIE PIE
I have a question. What's a "Filly
Elliot?"

The other ponies exchange mystified looks.

37 RAINBOW DASH
Only the best musical in the whole
wide world.

38 APPLEJACK
And Rainbow Dash doesn't even *like*
musicals.

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

They arrive at the HOTEL.

40 BELLHOP
Welcome to the Ritz Stallion. May
I help you take your bags to your
room.

41 RARITY
No, but you can take them there for
us. Reservation under "Rarity."
Here's your tip.

42 BELLHOP
(off size of tip)
Wow! Gee, thanks!

43 RARITY
Oh, it's nothing.

44 BELLHOP
No, it's a lot!

45 RARITY
Very well. Have it your way.
(then)
Okay girls, time to show everypony
who runs this town!

EXT. MANEHATTAN - VARIOUS - A LITTLE LATER

The ponies step out the hotel entrance with Rarity, confident
and assured, STRUTTING to MUSIC with a FAT BEAT.

46 RARITY
*Now you might think these city
streets with strangers everywhere/
might be indifferent to your style
and small-town perky flair.*

47 ALL THE PONIES
Uh huh.

48 RARITY
*But I say all those fears and such
are way too overblown.*

49 ALL THE PONIES
That so?

50 RARITY
*With just a little savoir faire
you'll make this town your own.*

Rarity sees an BENT OLD WOMAN pushing a SHOPPING CART FULL OF GROCERIES. She ZIPS over and begins pushing the cart for her. The other ponies look on with approving smiles as Rarity LOADS THE GROCERIES in the woman's car, through...

51 ALL THE PONIES
*Oochie-oo cha-cha-cha... oochie-
oo cha-cha-cha...*

Rarity resumes strutting down the street. The ponies follow.

52 RARITY
*Some hesitate, I estimate, to play
as I say / and bring their
statement to the pavement wondering
what's the proper way.*

53 ALL THE PONIES
That's me.

54 RARITY
*Now take those fears between your
ears and drop them like a stone.*

55 ALL THE PONIES
Say what?

56 RARITY
*Heed my lead and plant some seeds
to make this town your own.*

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...

57 ALL THE PONIES
Oochie-oo cha-cha-cha... oochie-oo cha-cha-cha...

The ponies finish and SEND THE GRATEFUL CABBIE ON HIS WAY. Their strutting then turns to dancing during the song's more melodic bridge.

58 ALL THE PONIES (CONT'D)
Ci-ty life can move so very fast / Col-ors blur as things go racing past...

Meanwhile, the ponies pass a SEVERAL STREET PERFORMERS - a juggler, acrobats, a magician, etc. Each one has a SIZABLE CROWD... except for the PONY IN SILVER PAINT, who does THE ROBOT with no one watching.

Rarity begins CHEERING FOR THE GUY. The other ponies JOIN IN, attracting onlookers till a crowd has gathered to watch him, too, through...

59 ALL THE PONIES (CONT'D)
... but match that speed with a heart that's freed and right before your eyes / the colors swirl and twirl and whirl till they all seem uniiiiiiiiied!

... and the many colors of the city swirl whimsically into a MAJESTIC RAINBOW overhead... till the FAT BEAT RESUMES, and so does the strutting.

60 RARITY
Our hometown's small, our hearts are big, our dreams are bigger still / so these horseshoes of Manehattan ain't too big for us to fill.

61 ALL THE PONIES
Nice fit.

62 RARITY
Step to this beat and rinse-repeat until you've clearly shown -

63 ALL THE PONIES
That's right.

64 RARITY
- *you've got the spirit. Come on,
let's hear it!*

65 ALL THE PONIES
We'll make this town our own!!

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

66 RARITY
Come with me. I want to show you
all something...

She runs off. The others eagerly race after her.

EXT. MANEHATTAN - RODEO DRIVE - A LITTLE LATER

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

67 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.

68 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.

69 TWILIGHT
Since this means so much, are you
absolutely positively sure you're
okay spending all this time kicking
it with us instead of preparing?

70 RARITY
But there's so little left to do.
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.

71 FLUTTERSHY
Oooh. I love things that are
shimmery but not showy.

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

73 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...

74 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!!

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

76 RAINBOW DASH
I'm on it.

Rainbow Dash zooms through rain into the city street and LANDS
ON THE HOOD OF A CAB.

77 RAINBOW DASH (CONT'D)
(to bewildered driver)
Hey buddy, this cab taken?

78 PEDESTRIAN #1 (O.S.)
It sure is!

79 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...

80 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...

81 RAINBOW DASH
What? Does everypony in this town want a cab?

82 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.

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

84 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.

85 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.

86 PEDESTRIAN #3
Not likely! She can get in line like the rest of us!

87 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...

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

89 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.

90 CABBIE
Hey, one of you ponies need a ride?

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

92 CABBIE
Yo! You all the pipe the heck
down!
(then, to ponies)
Which of you nice folks are hoppin'
in?

93 RARITY
(hopping in)
Fashion Runway Plaza in seven
minutes. Can you make it?

94 CABBIE
Hang on!

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

95 RARITY
Ta!

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

96 TWILIGHT
Whew! She just might make it.

They all smile with relief.

97 SPIKE
That was close.

They all nod.

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

They all think. A beat. Then...

99 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. FOYER - MOMENTS LATER

Rarity RACES UP TO the reception desk.

100 RARITY
GoodafternoonI'mhereforFashionWeek.

101 RECEPTIONIST
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.

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

103 BELLHOP (O.S.)
Got 'em right here, ma'am.

Rarity looks in the direction of the voice.

REVEAL THE BELLHOP from the hotel.

104 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)
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

HEIDI GROOMING, 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.

105 RARITY
Whew! Made it! With seconds to spare.
(shaking the rain off)
Hello, everyone! Pleased to meet you all.

106 HEIDI GROOMING
Rarity, I presume?

107 RARITY
Yes, and you must be Heidi Grooming, the host of this grand event. How do you do?

Icy silence. Then...

108 HEIDI GROOMING
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.

109 RARITY
Oh, um...
(embarrassed chuckle)
... just lucky I guess.

Rarity tries smiling sheepishly. Heidi Grooming turns away, unmoved.

110 HEIDI GROOMING
(to all)
Once we finish here you're to finish setting up backstage, so you'll be ready when we call you back down here for your run-through appointment. We keep to a precise schedule so let's try to be more than a few seconds early, hmm?
(then)
(MORE)

HEIDI GROOMING (CONT'D)

Tomorrow is the contest to see which one of you gets to stay for the final five days 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 trailing behind her - as Rarity gathers her things.

111 SURI

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

112 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.

113 RARITY (CONT'D)

What is it? Is there hay in my teeth?

114 SURI

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

115 RARITY

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

116 SURI

Because I moved here to make it the big city.

117 RARITY

Good for you, Suri!

118 SURI

(hugs her)

It's so good to see you. And now here we are... competing. Isn't that funny?

119 RARITY

Yes, I suppose. Well, good luck.

120 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?

121 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...

122 SURI
My, your collection is gorgeous!

123 RARITY
Aren't you sweet.

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

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

126 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.

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

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

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

129 SURI
You're sure?

130 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.

131 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.

132 RARITY (CONT'D)
- is.

EXT. FASHION RUNWAY HALL - WINGS - LATER

Rarity WHEELS her outfits over the sign-in table.

133 RARITY
Hi, I'm here a half-hour early for
my run through appointment, just
the way Heidi likes.

The REGISTRATION PONY signs her in and points.

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

135 RARITY
Why yes, its -

SURI (O.S.)
- stretchy but not clingy.
Shimmery but not showy.

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...

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

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

137 HEIDI GROOMING
(clapping)
Bravo! Magnificent! I've never
seen anything like it.

Rarity is BEYOND SHOCKED. Suri struts triumphantly offstage.

138 RARITY
You stole my fabric!

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

140 RARITY
But-but... how'd you make all those
outfits out of it so fast??

141 SURI
Fast! Hah! My assistant took
practically forever. Nearly got me
completely disqualified.

Suri whirls about at her meek ASSISTANT nearby.

142 SURI (CONT'D)
What's the matter with you?!

143 ASSISTANT
Well, I -

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

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

146 SURI
Aw sweetie, don't blame yourself.
Sometimes it takes small town girls
a while to learn it's everypony for
herself in the big city.

Rarity runs off, near tears. Suri turns to see the assistant involuntarily shaking her head in dismay.

147 SURI (CONT'D)
Get me coffee!!

The assistant 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.

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

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

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

151 PINKIE PIE
Then comes our reservation for that
fancy dinner at the Russian Tea
Groom.

152 FLUTTERSHY
And after that -

153 ALL THE PONIES
FILLY ELLIOT!!

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

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

She just stares back at them, lower lip QUIVERING.

155 RAINBOW DASH
Is - everything okay?

156 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.

157 RARITY
<high-drama bawling>

The ponies all look at each other, alarmed.

158 RAINBOW DASH
But... he said he brought them.

159 RARITY
And then Suri stole them!!

160 TWILIGHT
Huh-what-now?

161 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!! I'm ruined! Ruined!!

Rarity continues flailing on the bed, wailing hysterically.

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

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

A beat... then Rarity resumes her hysterical wailing.

164 TWILIGHT
Now Rarity... Rarity...

Rarity keeps wailing

165 PINKIE PIE
RARITY!!!!

Rarity finally stops.

166 TWILIGHT

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

167 ALL THE PONIES

<resolute agreement walla>

168 APPLEJACK

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

169 FLUTTERSHY

Any idea where we can get some?

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

The room has been turned into a FULL ON TEXTILE WORKSHOP. The curtains, bedspreads and rugs are now fodder for an elaborate operation, where different ponies are at different stations - cutting, reweaving, and sewing, etc. - all under Rarity's sharp-eyed and intense supervision.

170 RARITY

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!

171 APPLEJACK

We're so glad we could -

172 RARITY

Don't look up from your cutting, darling. We're pressed for time.

173 TWILIGHT

You see, Rarity, all you need is a little courage and the help of -

174 RARITY

Yes, yes, of course. Lovely sentiment, dear... but we need to have this all woven by morning, yes? How's the sewing coming, Rainbow Dash?

175 RAINBOW DASH
(threading needle)
Pretty good, except I still can't
quite get the thread through this
tiny little hole.

176 RARITY
You mean you haven't even
started?!?

177 RAINBOW DASH
It's not my fault! Why do they
make the hole so small? It's like
practically impossible!

178 FLUTTERSHY
Um, Rarity, pardon my saying so but-

179 RARITY
(impatient)
Yes, yes, what is it?

180 FLUTTERSHY
- we're about to miss our salon
appointment.

Awkward silence. Rarity droops.

181 RARITY
Oh right. Of course. I
understand. This is the most
exciting opportunity in my entire
life, but, I mean, if you need to
get your manes done, who am I to -

182 FLUTTERSHY
Nevermind.

The ponies all get back to work.

CUT TO:

Awkward silence. Rarity droops.

183 RARITY
No, really I get it. I mean, we're
still not done, but a fancy dinner
at Russian Tea Groom? That's way
too great an opportunity to pass up
so how could I ever -

184 APPLEJACK
Nevermind.

The ponies all get back to work.

CUT TO:

Awkward silence. Rarity seems even more somber this time.

185 RARITY

Oh. Right. Filly Elliot. How could I possibly expect you to miss that?

186 TWILIGHT

You see, the other things we can do another night, but not this.

187 RARITY

Of course.

188 TWILIGHT

We can finish all this when we get back. You sure you're okay?

189 RARITY

Mmm-hmm...

(throws self onto bed)

Doomed! I'm doo-hoo-hoo-hooooomed!!

190 TWILIGHT

Nevermind.

The ponies all get back to work.

INT. HOTEL ROOM - NEXT MORNING

The exhausted and sleep-deprived ponies are SPRAWLED ALL OVER THE ROOM as a barely functional Twilight presents the finished wardrobe to Rarity.

191 TWILIGHT

Well... it took all night and we barely made it, but... happy?

CLOSE ON Rarity.

192 RARITY

Oh no. The buttons are all wrong! These buttons are supposed to be round, not square. And these need to be brass, not wooden. And these here need to be four hole, not two hole.

(then)

(MORE)

RARITY (CONT'D)

Quickly, we need a button overhaul!
All hooves on deck!

WIDEN TO REVEAL all the ponies still SPRAWLED EXACTLY AS THEY WERE BEFORE... completely unable to move... except for Twilight, who TEETERS OVER and COLLAPSES.

193 TWILIGHT

Guess this will have to do.

Twilight GATHERS EVERYTHING UP and heads for the door.

194 TWILIGHT (CONT'D)

(still on floor)

Aren't you going to even say thank you? We missed Filly Elliot for this.

195 RARITY

Aw sweetie, do yourself a favor.
Learn from your mistakes like I have: it's every pony for herself here in the big city.

Rarity exits. Twilight looks on in disbelief.

INT. RUNWAY - LATER

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

196 HEIDI GROOMING (O.S.)

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

Big applause.

INT. RUNWAY - WINGS - SAME TIME

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

197 SURI

Well, look who's here. Going to
show your copycat collection?

Rarity makes a face. Suri GLOATS and keeps right on walking, but the Assistant hangs back.

198 ASSISTANT
(whisper to Rarity)
Good luck. I mean it. I'm rooting
for you.

199 SURI (O.S.)
Coffee!!

The Assistant panics and scurries off. Rarity reacts.

200 HEIDI GROOMING
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.

201 AUDIENCE
<awed and amazed walla>

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.

202 RARITY
They're liking it. Oh ponies, we
have a shot! Thank you so -

She looks over to where six seats 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:

203 RARITY (CONT'D)
They didn't come!
(then, ashamed)
Oh of course they didn't. After the
way I treated them.
(then)
What have I done???

SLAM TO BLACK.

END OF ACT TWO.

ACT THREE

INT. RUNWAY SHOWROOM - CONTINUOUS

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

Heidi Grooming climbs onto the stage.

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

205 RARITY
I have to go.

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. The ASSISTANT in particular seem CONCERNED.

206 HEIDI GROOMING
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.

207 BELLHOP
How do you do, ma'am? Contest
going well?

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

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

210 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.

211 BELLHOP
More money? But ma'am -
(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.

212 RARITY
*Now you might think these city
streets with strangers everywhere/
might be indifferent to your style
and small-town perky flair.*

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.

213 RARITY (CONT'D)
*Perhaps they will, perhaps they
won't, but experience has shown/
find friends that flatter without
the ones that matter and you'll
always feel alone.*

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.

214 TWILIGHT
The show's over? We missed it??

215 APPLEJACK
But that can't be!

216 SPIKE
It was my job to wake everybody up.
I'll never forgive myself!

217 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.

218 RAINBOW DASH
Did she win?

Suri walks over, followed by her obedient Assistant.

219 SURI
Well, she did run out in total
despair. We were all so
embarrassed for her.

220 FLUTTERSHY
Oh no. But we worked so hard on
her outfits. And they looked so
pretty.

221 SURI
Yeah well, "pretty" might cut it
back there in Ponyville, but this
is Manehattan, so -

Heidi Grooming rushes over, holding a TROPHY.

222 HEIDI GROOMING
Someone told me Rarity's friends
are in the building. Is that so?

223 ASSISTANT
They're over here.

Sure glares at the Assistant. The Assistant cowers.

224 HEIDI GROOMING
We have first prize for her but
don't know where to deliver it.

225 SURI
Oh, I can get it to her.

226 SPIKE
(snatching it away)
Give me that!

Spike SCOWLS as Suri. Meanwhile, Rarity enters.

227 RARITY
There you all are! You didn't
leave me after all!

228 TWILIGHT
Leave you? What are you - ?

Rarity GRABS THEM ALL UP in hugs.

229 RARITY
Oh my wonderful, wonderful friends.

230 SPIKE
Rarity, we have first prize for
you.

231 RARITY
(dismissive)
That's nice. Come here.

She grabs Spike up in a big hug, too. He **MELTS**. She sets him down and he staggers around, love drunk, through...

232 RARITY (CONT'D)
I came back here to get my things.
But you're all still here, which is wonderful, because I've made the most marvelous arrangements. You must all come at once -

233 SURI
Let me guess: these are the ponies who helped put your winning line together in time for the show?
(then)
So many assistants. How do you pay them all?

234 RARITY
These are my friends, Suri.

235 FLUTTERSHY
We helped her for free.

236 SURI
Hmm. Friends, free help. I'll have to try that.

237 RAINBOW DASH
What's the surprise, Rarity?

238 RARITY
I arranged a command performance of Filly Elliot for my friends.

239 ALL THE PONIES
<excited walla>

240 SURI
Oh, so you are paying them, then.

241 RARITY
(exasperated sigh)
You don't get friendship at all, do you? That's just plain sad. I wouldn't trade all the first prizes in Equestria for it.

242 SURI
(picking up trophy)
Oh, so you won't miss this if I
keep it?

243 RAINBOW DASH
(snatching it away)
Give me that!

INT. GRAND MAJESTIC THEATER - LATER

ANGLE ON the stage as the elaborately produced finale of Filly Elliot builds to its show-stopping climax.

244 FILLY ELLIOT
So my dream came true and I'm a
dancing pony, yeahhhhhhhhhhh!

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

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.

245 APPLEJACK
Wow, that was even better than I
imagined!

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

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

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

249 RARITY
Remember my costume designer friend
who got me the tickets? Well, I
happened to mention I'm the winner
of Fashion Week.

250 ALL THE PONIES
Ooooooh.

251 RARITY
Plus I agreed to make all the
costumes for his next show.

The Assistant runs in, uncharacteristically JUBILANT.

252 ASSISTANT
I did it! I did it! I just had to
find you and thank you.

253 RARITY
Oh. Uh... for what?

254 ASSISTANT
I couldn't take working for Suri
anymore and, Rarity, it's your
generosity to your friends that
gave me the courage: I quit!!

255 RARITY
Wow, good for you. Though I bet
that's rough on Suri.

256 ASSISTANT
Aw, she won Runner Up in Fashion
Week, so I'm sure she'll be okay.

CUT TO:

INT. RUNWAY SHOWROOM - INSERT

Hoity Toity fawns over Suri and "her" collection.

257 HOITY TOITY
I love your designs and would love
to hire you to make more of them
for me. Won't you make me one?

Hoity Toity GLANCES at a nearby SEWING MACHINE.

258 SURI
Now?

Hoity Toity nods. Suri sits at the machine, SWEATING.

259 SURI (CONT'D)
Um... uh... I'm not really sure how
this works.

Hoity Toity reacts and leaves.

260 SURI (CONT'D)
Come back!!

INT. GRAND MAJESTIC THEATER - BACK TO SCENE

The assistant hands Rarity a small GIFT WRAPPED PACKAGE.

261 ASSISTANT
I even brought you a gift to show
my appreciation.

Rarity accepts as the COSTUME DESIGNER walks over.

262 COSTUME DESIGNER
Hi Rarity. You and your friends
liked the show, I hope.

263 RARITY
Oh yes, so much!

264 COSTUME DESIGNER
Great, because I really need your
help with the costumes on my next
show. It's gonna be a HUGE time
commitment.

265 RARITY
(uh oh)
Oh, really? Uh, how huge?

266 COSTUME DESIGNER
I'd say very very very -

267 ASSISTANT
I'll do it!

268 RARITY
(brightening)
You will?

269 ASSISTANT
Sure, it's my chance to be generous
the way you've been. Just because
one person took advantage my
generosity doesn't mean I shouldn't
keep finding ways to be generous,
right?
(then)
Pssht! By why am I telling you
that. You know that already!

She SNORT LAUGHS, embarrassed. Rarity smiles, UNEASY.

INT. PONYVILLE - RARITY'S WORKSHOP - DAY

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

270 RARITY

It's strange, but it didn't really hit me until she said it just that way to me. I gave up on being generous just because of one bad thing. You can't stop being true to your nature just because one dreadful thing happens. You've got to keep on being you and eventually things always seem to turn around.

She then notices SOMETHING IN HER POCKET.

271 RARITY (CONT'D)

Huh, what's this?

Pulling it out, she sees it's the gift from the Assistant. Opening it, she finds inside a SPOOL of RAINBOW COLORED THREAD. Meanwhile, the other ponies all enter, distracting her.

272 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.

273 RARITY

Oh my, what could that -- ?

They all proceed to TICKLE HER mercilessly.

274 RARITY (CONT'D)

(laughing hysterically)

Okay, stop! Stop!

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

275 RARITY (CONT'D)

Now I want to give something to you.

276 PINKIE PIE

(racing out)

No backsies!

277 RARITY

(chasing them)

But I'm feeling so so generous!

278 ALL THE PONIES
No backsies!!

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

FADE OUT.

END.

*

279

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