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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 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.

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

*
*

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?

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 Filly Elliot, because that show's been sold out for months... or could you?

18 RARITY
I could. And I do.

19 TWILIGHT
Oh 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.

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 their way along the CROWDED SIDEWALK.

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

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
HOT DOG and then letting out a LOUD BURP.

27 PINKIE PIE *

Excuse me.

28 APPLEJACK *

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

29 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.

30 FLUTTERSHY *

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

31 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!

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.

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 Filly Elliot.

39 RARITY
Precisely.

Pinkie Pie walks over with another hot dog.

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

The other ponies exchange mystified looks.

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

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

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 RITZ STALLION, where they are *
greeted at the entrance by a BELLHOP. *

ALL THE PONIES	BELLHOP	
Oochie-oo cha-cha-cha...	Welcome to the Ritz Stallion.	
oochie-oo cha-cha-cha...	Please allow me to take those	*
	bags to your room for you.	

ALL THE PONIES	RARITY
Oochie-oo cha-cha-cha...	(handing him money)
oochie-oo cha-cha-cha...	Only if you'll accept this
	gratuity first.

ALL THE PONIES	BELLHOP
Oochie-oo cha-cha-cha...	(glancing at it,
oochie-oo cha-cha-cha...	stammering)
	I'll get your change.

ALL THE PONIES	RARITY
Oochie-oo cha-cha-cha...	Keep it all. I insist.
oochie-oo cha-cha-cha...	

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 *
brash 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 *
ain't 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...

64 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.

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.

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?

*

*

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.

*

69 FLUTTERSHY
Sounds awesome.

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...

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 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 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.

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

82 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.

83 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.

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

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.

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?

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

90 CABBIE
Yo! You all the pipe down! *
(then, to ponies, smiling) *
New tire works like a charm. So *
now which of you nice folks are *
hoppin' in?

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

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.

94 TWILIGHT
Whew! She just might make it.

They all smile with relief.

95 SPIKE
That was close.

They all nod.

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

They all think. A beat. Then...

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.

98 RARITY
GoodafternoonI'mhereforFashionWeek.

99 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.

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

101 BELLHOP (O.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)
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.

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

RARITY (CONT'D)

Hello, everyone! Pleased to meet you all.

104 HEIDI GROOMING

Rarity, I presume?

105 RARITY

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

Icy silence. Then...

106 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.

107 RARITY

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

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

108 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)

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.

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?

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

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...

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.

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.

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.

131 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.

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

133 RARITY
Why yes, its -

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

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

Rarity is BEYOND SHOCKED. Suri struts triumphantly offstage.

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! My assistant took
practically forever. Nearly got me
completely disqualified.

Suri whirls about at her meek ASSISTANT nearby.

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

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 not talk and get coffee.

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

144 SURI
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.

*

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

145 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.

146 TWILIGHT

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

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 Tavern on
the Grass.

*
*

150 FLUTTERSHY

And after that -

151 ALL THE PONIES

FILLY ELLIOT!!

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.

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

157 RARITY
And then Suri stole them!!

158 TWILIGHT
Huh-what-now?

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! Ruuuinnnnnned!

*
*
*
*
*

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!

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

162 TWILIGHT
Now Rarity... Rarity...

Rarity keeps wailing

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.

165 ALL THE PONIES
<resolute agreement walla>

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

167 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

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 the BATHROOM DOOR, with a SIGN taped to it that reads DO NOT DISURB - DESIGN IN PROGRESS. The ponies KNOCK. *

168 TWILIGHT
Rarity, we have all your fabric ready. *
(knock knock) *
You almost done in there? *

169 APPLEJACK
Rarity, we all have someplace to be. *

170 PINKIE PIE
And I was hoping to use the bathroom before I go. *

Rarity BURSTS OUT OF THE ROOM, triumphant. *

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. *

173 RARITY

Tell me, who is going to wear a rug? Hmm? I'm making outfits for ponies, not hardwood floors! This material must all still be spun into a fine fabric for *clothing*! It will take every bit of time we have left.

174 FLUTTERSHY

Oh... so... I guess going out for our salon appointment won't work out so well after all...

INT. HOTEL ROOM - LATER

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

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 Tavern on the Grass you'd order a meal for us to eat here while we keep working.

177 RARITY

Settle down. It will be here in an hour.
(then, off their looks)
And what's the matter now?

178 RAINBOW DASH

Well... we're supposed to be watching Filly Elliot by then.

Beat.

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 Filly Elliot tonight.
Then tomorrow morning when you come
see my fashion show without any
fashion to show, you'll have even
more entertainment.

(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?

184 RARITY

What's gotten into me?? What's
gotten into you? Go ahead, see your
stupid 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. MANEHATTAN - 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. *

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. *

188 BELLHOP *
Good luck at the fashion show *
today, Miss Rar - *

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 *

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.

190 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.

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. *

192 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.

193 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.

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

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.

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

197 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.

198 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.

199 BELLHOP
How do you do, ma'am? 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.

203 BELLHOP
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.

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??

207 APPLEJACK
But that can't be!

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

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.

210 RAINBOW DASH
Did she win?

Suri walks over, followed by her obedient Assistant.

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

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

213 TWILIGHT
 Oh no! Where is she? *

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 the right? *

215 ASSISTANT
 Yes. *

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

INT. CITY BUILDING FOYER - SAME TIME *

Rarity speaks to the receptionist. *

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

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

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

219 ASSISTANT
 (eyes cast down)
 Yes... *

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.

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.

223 APPLEJACK
Yeah, you were pretty rotten.

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.

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

They all go back outside together, as Suri and the Assistant
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.

229 RARITY (O.S.)
Hope you're all available for a
command performance of Filly
Elliot.

230 TWILIGHT (O.S.) *

But we're glad you did! *

231 ALL THE PONIES (O.S.) *

<excited walla> *

Suri smiles a sinister smile. *

232 SURI *

And that, is how it's done. Pretty *

clever how I convinced her to stay *

away from Heidi, wasn't it? *

Wouldn't have wanted her to find *

out the truth, now would we? *

The Assistant just hangs her head in silence. *

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 Filly Elliot builds to *

its show-stopping climax.

234 FILLY ELLIOT

So my dream came true and I'm a

dancing pony, yeahhhhhhhhhhhh!

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.

235 APPLEJACK

Wow, that was even better than I

imagined!

236 PINKIE PIE

I'm so glad we got to see it!

237 RAINBOW DASH

I LOVED IT!!

(then, cooler)

Eh, it was a'ight.

238 TWILIGHT

How did you ever get them to agree

to do an extra performance just for

us?

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.

*
*
*

244 ASSISTANT (O.S.)

Hi. Mind if I join you?

*
*

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

*
*

245 ASSISTANT (CONT'D)

I have something for you.

*
*

246 RARITY

(wary)

Sure. Come on down.

*
*
*

The Assistant 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 ASSISTANT

You didn't. You won.

*
*

249 ALL THE PONIES

<shocked walla>

*
*

250 ASSISTANT
Suri knew that if you didn't claim
your prize in time, 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?

252 ASSISTANT
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.

The Assistant reaches into a bag.

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

The Assistant 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?

The Assistant 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 Filly Elliot.)

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.
(MORE)

RARITY (CONT'D)

Nothing feels worse than believing
you've taken advantage of the
giving nature of your friends.

*
*
*

She then notices SOMETHING IN HER POCKET.

256 RARITY (CONT'D)

What's this?

*

Pulling it out, she sees it's the gift from the Assistant.
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.

*