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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
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 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 mani-pedis 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 <u>Filly Elliot</u>, 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 there 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 SOFT PRETZEL 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.

41 RAINBOW DASH
Which is only the best musical in the whole wide world.

42 APPLEJACK
It must be good if Rainbow Dash is impressed. Normally, she 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
Oochie-ooh cha-cha-cha...
oochie-ooh cha-cha-cha...

BELLHOP
Welcome to the Ritz Stallion. Please allow me to take those bags to your room for you.

ALL THE PONIES
Oochie-ooh cha-cha-cha...
oochie-ooh cha-cha-cha...

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

ALL THE PONIES
Oochie-ooh cha-cha-cha...
oochie-ooh cha-cha-cha...

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

ALL THE PONIES
Oochie-ooh cha-cha-cha...
oochie-ooh cha-cha-cha...

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-ooh cha-cha-cha... oochie-
ooh 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 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...

72 RARITY
Oh my gosh! And the runway ballroom is all the way across town.
(MORE)

RARITY (CONT'D)
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 trough 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)
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're done here, you're to finish setting up backstage, so you'll be ready for your run-through appointment.
(to Rarity)
You'll show your designs last.
(then)
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.

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.)
- 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...

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. Her Assistant quickly rushes to her side.

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.

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 Coco.

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

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.

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
<u>FILLY ELLIOT</u>!!

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 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.

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
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.

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

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.

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

178 RAINBOW DASH
Well... we're supposed to be watching <u>Filly Elliot</u> 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 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. 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. Coco 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 COCO
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 COCO
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 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 Heidi for a while. She's pret-ty furious. Isn't that right?

219 COCO
(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 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.

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

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?

Coco 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, 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.

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?
(MORE)

RARITY (CONT'D)
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 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.

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. *
(MORE)

COCO (CONT'D)
So she lied to make you and your friends go away, and... I lied, too.

251 RARITY
How could you?

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.

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 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. Nothing feels worse than believing 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. *