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MY LITTLE PONY V

"The Mane Attraction"

Episode 52*

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TEASER

SC. 1 - EXT. SWEET APPLE ACRES - DAY

A STAGE stands in an open area. PEGASI and UNICORNS hang a white scrim on a back beam and black curtains on sides beams. Other PONIES arrange hay bales in the audience area. Ponies also set up speakers and microphones on the stage. RAINBOW DASH hovers by the Lighting Truss hanging a light. While down below, RARITY levitates gels up to her. SPIKE is offstage in the "house" adjusting the Sound Board while FLUTTERSHY stands nervously on stage "speaking" in the mics.

Applejack and TWILIGHT do walk through as they go down Twilight's checklist, checking things off.

1 TWILIGHT
Build stage. Hang scrim and curtains. Hang lights. Set-up sound. Arrange seats. Wow, Applejack! Are you sure you've never managed a concert before?

2 APPLEJACK
Well, it turns out doin' up a concert's the same as settin' up a rodeo. Ya just gotta wrangle up ponies to put on a show!

3 TWILIGHT
I hadn't thought of that way. And thanks to Pinkie's connections organizing the Ponypalooza Rock Concert, we've got quite a line-up for the Helping Hooves Music Festival.

4 APPLEJACK
With over forty performers, Helping Hooves will sure be raisin' plenty of funds for the little fillies and colts in need.

5 TWILIGHT
That's the goal! Oh! Did you hear Pinkie got The Saddle Soars?

Applejack looks worried.

6 APPLEJACK
Ew. I don't know whether to roll out the welcome wagon or break out Granny Smith's healing salve.

Twilight flaps her wings hovering herself from the ground.

7 TWILIGHT
<Laughing> No, AJ, The Saddle
Soars. Not saddle sores.

She gives a look back at her hind quarters.

PINKIE PIE comes running up pulling a cart behind her.

8 PINKIE PIE
Twilight! Applejack! Rainbow Dash!
Rarity! Fluttershy! Spike! Pinkie
Pie! Oh wait, that's me! EVERYPONY!

Everypony crowds around Pinkie Pie.

9 TWILIGHT
What is it, Pinkie?

10 PINKIE PIE
I have the most amazing news ever!
It is totally going to freak your
frizz!

11 RAINBOW DASH
Spill it, Pinkie!

Pinkie looks at them in all seriousness.

12 PINKIE PIE
It wasn't easy. In fact, it was
terribly difficult. But I have
managed to book the biggest Pony
Pop Star in all of Equestria as the
main attraction of the Helping
Hooves Music Festival.

13 APPLEJACK
Sapphire Shores?!

Everypony looks at Applejack completely mortified.

14 PINKIE PIE
Sapphire Shores? Please! Sapphire
Shores is merely the *SECOND* biggest
Pony Pop Star in Equestria! I have
booked: The One. The Only. *Countess*
Coloratura!

Everypony is blown away.

15 EVERYPONY
OOOOOOOOOO!!!! AAAAAAAAHHHHHH!!!

Except Applejack, who is completely clueless.

16 APPLEJACK
Who the hay is Countess Coloratura?

Once again, everypony looks at Applejack in complete shock.

17 EVERYPONY
<GASP!>

Pinkie's hair <SPROINGS> into an afro.

18 PINKIE PIE
My frizz has been freaked.

END TEASER

CUT TO:

MAIN TITLES

TRANSITION TO:

ACT 1

SC. 2 - EXT. SWEET APPLE ACRES - CONTINUOUS

Applejack looks at the afro-headed Pinkie as everypony is still looking askance at Applejack.

19 APPLEJACK
I didn't mean to unfrizz your freak
or whatever I just did to your mane
there Pinkie, but who is this
Countess Coloratura pony?

20 PINKIE PIE
I just told you that she is the
biggest Pony Pop Star in Equestria!
So, unless you've been living under
a rock, which I know you haven't,
because only my Uncle Rhubarb does,
how, how, how, how, **how** have you
not heard of Countess Coloratura?

Applejack shrugs nonchalantly.

21 APPLEJACK
Don' know. Though I did know a gal
named Coloratura when I was just a
filly. <snort> Wouldn't it just
be the funniest thing if that
Coloratura and this Coloratura were
the same Coloratura?

Pinkie's hair "unsproings".

22 PINKIE PIE
Do you mean to tell me that you
actually *know* Countess Coloratura?

23 APPLEJACK
Well, I don't think it's the same
pony since my friend wasn't any
sort of highfalutin' Countess.

Pinkie looks at Applejack in all seriousness.

24 PINKIE PIE
Do you remember her Cutie Mark?

Applejack lights up.

25 APPLEJACK
Sure do! It had this super colorful
bunch of musical notes that just
shimmered in the light. Never seen
anything like before or since!

Pinkie shoves a photo of a Cutie Mark in AJ's face. It's
arrangement of iridescent rainbow colored quarter notes

26 PINKIE PIE
You mean, like *this*?

Applejack looks at the Cutie Mark and smiles.

27 APPLEJACK
Well, fancy that! That there's the
very same Cutie Mark!

Pinkie begins hopping wildly around.

28 PINKIE PIE
Do you have any idea the number of
the hoops I had to jump through to
get Countess Coloratura to perform
at the Helping Hooves Music
Festival? A whole lot of hoops!
That pony is very demanding!

29 APPLEJACK
Demandin'? Naw!

30 PINKIE PIE
Yaaaaw!

31 RARITY
Well, as a creative pony, I
completely understand. We *artistes*
require certain necessities in
order to do our best work.

32 APPLEJACK
Well, I don't know anythin' 'bout
the *necessities* of *artistes*! But
this was clearly some sort of
misunderstandin', cause Rara was
just as down home as me!

33 EVERYPONY
Rara?

SC. 3 - EXT. CAMP FRIENDSHIP - FLASHBACK - DAY

NOTE: ALL THIS IS DONE IN SILENCE DURING AJ'S V.O.

At a RUSTIC CAMP with YOUNG AJ and YOUNG RARA. Rara finds a horseshoe in the dirt. She throws it and gestures to AJ, challenging her to race. The two take off in a dead heat.

34 APPLEJACK (V.O.)
Why, even that big name was too
fancy for her. So I shortened
ColoRatuRA to Rara.

AJ and Rara are seen swimming, running through obstacle courses, playing tug-of-war, and throwing horseshoes.

35 APPLEJACK (V.O.)
We had the best time at Camp
Friendship, gettin' our hooves
dirty, havin' fun, and messin'
about. Rara was just so easy goin'.
We were like two apples from the
same tree.

Outside in the evening on the CAMP STAGE, AJ plays an intro on the washboard.

36 APPLEJACK (V.O.)
But she was also modest as can be.
Rara and I'd prepared this song for
the Camp Talent Show, and a'course
I'd heard her sing it when we
rehearsed. But that evenin' when
we performed, she it belted out,
singin' in the most colorful, clear
voice I have ever heard. Well, let
me tell you, it obvious why Rara
got that musical note Cutie Mark!

When Rara begins to <SING> "Equestria, the Land I Love," AJ's
jaw drops in amazement. Everypony else in the audience is
just as stunned.

37 RARA
 (singing)
*Equestria, the land I love/
A land of harmony/
Our flag does wave from high above/
For ponykind to see/

Equestria, a land of friends/
Where ponykind do roam/
They say true friendships never
end/
Equestria's my home/*

END SONG

Everypony <STOMPS> their hooves and then rushes Rara,
congratulating her. AJ watches as everypony appreciates her
talented friend.

38 APPLEJACK (V.O.)
After camp, we wrote to each other
for a bit, but then we lost touch.
She always did want to go to
Manhattan to try and make it big.
Great to hear Rara's dreams came
true!

Everypony gets more and more excited. AJ smiles at Rara as
they hoist her up in the air in congratulations.

39 APPLEJACK
But a demandin' diva? That don't
sound anythin' like the filly I
knew back at camp.

The CAMPERS CARRYING RARA AROUND.

END FLASHBACK

MATCH CUT TO:

SC. 4 - EXT. SWEET APPLE ACRES - PRESENT DAY

FOUR HOT PONIES CARRYING SOMETHING ODD towards Sweet Apple Acres. Applejack sees this.

40 APPLEJACK
What's all that hullabaloo?

A MANAGER (PONY BALONEY) with a slick mane, sunglasses and a snooty look arrives first. He sizes up the crowd with some disgust, shooing them away, clearing an aisle.

41 PONY BALONEY
Clear the way. Step back. Keep your
hooves and tails to yourselves.

PHOTO FINISH then comes down the aisle.

42 FLUTTERSHY
(ever so quietly)
Photo Finish?!

43 PONY BALONEY
AND BE QUIET!

Fluttershy's eyes widen as clamps her mouth shut.

44 FLUTTERSHY
Oh!

45 PONY BALONEY
Make way for The Mane Attraction!

Photo Finish takes pictures as the Four Hot Ponies carry in a HUGE, PONY-SIZED, COLORFUL MUSICAL NOTE on their shoulders on supported on two beams.

Applejack leans in to Twilight.

46 APPLEJACK
Hey, that looks just like one of
the musical notes that make up
Rara's Cutie Mark.

Pony Baloney shoots her a look. AJ quickly leans back again.

The round part of the musical note splits open. Inside, wearing a wild costume with veil covering half of her face is COUNTESS COLORATURA!

Applejack looks closely, trying to see past the veil.

47 APPLEJACK (CONT'D)
Rara?

Countess Coloratura looks down at the questioning pony wearing the cowgirl hat and with no recognition asks...

48 COUNTESS COLORATURA
 (aloofly)
Do I know you?

AJ is embarrassed as everypony looks at her.

FADE OUT.

END ACT 1

FADE IN:

ACT 2

SC. 5 - EXT. SWEET APPLE ACRES - CONTINUOUS

Countess Coloratura steps down from her Musical Note bubble. From behind her veil she is very intimidating and cold.

49 APPLEJACK
 (scrambling)
Yeah, actually. Camp Friendship? I gave you the nickname Rara?

But Countess Coloratura continues to look at Applejack like a stranger. Suddenly Applejack has an idea.

50 APPLEJACK (CONT'D)
Oh!
 (sings)
*Equestria, a land of friends/
Where ponykind do roam/
They say true friendships never
end...um...*

When she gets no response, Applejack starts petering out. But then something vaguely passes Countess Coloratura's face.

51 COUNTESS COLORATURA
A...J?

Applejack looks hugely relieved.

52 APPLEJACK
Yeah! Howdy, Rara!

Applejack goes in for a hug, but Countess Coloratura keeps her distance by holding up her hoof and STAMPING Applejack's cheek with STAMP KISS LIP SMACK.

53 COUNTRESS COLORATURA
Hoovsies!

54 APPLEJACK
Wha?

Applejack looks confused by this action but before she can get an explanation, Countess Coloratura is quickly swept away by Pony Baloney. Rarity leans in to explain.

55 RARITY
A Hoovsie is Countess Coloratura's signature kiss! It's very special.

56 APPLEJACK
Oh! Well, that's kindly.

But then she sees Countess Coloratura giving out more Hoovsies to random ponies who are thrilled.

57 COUNTRESS COLORATURA
Hoovsies! Hoovsies! Hoovsies!
Hoovsies! Hoovsies! Hoovsies!

58 PONIES
<SHRIEKS OF DELIGHT>

The ponies run off, going back to their jobs. Seeing this, Applejack wipes the Hoovsie off her cheek. Pony Baloney sees this and is annoyed.

Countess Coloratura finishes her Hoovsies and Pony Baloney quickly runs up giving her an over-the-top pep talk like a coach to a prize fighter after a good round in the ring. Applejack watches with interest.

59 PONY BALONEY
Fantastic entrance, Countess Coloratura! Big. Bold. You totally hit the right note.

He gives her a WINK.

60 COUNTRESS COLORATURA
Oh, Pony Baloney. You get me.

61 PONY BALONEY
Yes, I do.

He glances back at Applejack.

62 PONY BALONEY (CONT'D)
*Who was that dusty cow pony who
called you...Ra...Ra?*

63 COUNTESS COLORATURA
*That's AJ. Haven't seen her in
forever. She's actually the pony
that came up with Rara.*

Pony Baloney narrows his eyes at Applejack.

64 PONY BALONEY
Oh...she's that pony.

Countess Coloratura starts <SMACKING> her lips.

65 COUNTESS COLORATURA
<SMACK, SMACK, SMACK> Ugh. All
those Hoovsies have left me feeling
quite parched. Where is my
imported water from Rainbow Falls?

Pony Baloney looks around and <CLACKS> his hooves together.

66 PONY BALONEY
*Pinkie Pie! Where is the pony
Pinkie Pie I've been negotiating
with?*

Pinkie runs up with her cart.

67 PINKIE PIE
*Ooh! I'm the pony Pinkie Pie, Mr.
Manager, sir!*

68 PONY BALONEY
*Do you have the water imported from
Rainbow Falls that I requested for
Countess Coloratura?*

69 PINKIE PIE
*I have twenty glass containers full
right here!*

70 PONY BALONEY
*Well, they aren't doing Countess
Coloratura any good in that cart!
Please fill a glass right now!*

71 PINKIE PIE
*One glass of Rainbow Falls finest,
coming right up!*

Pinkie unhooks herself, goes around the cart, fills a glass of water and runs it up to the Countess.

72 PINKIE PIE (CONT'D)
Here you go, Countess Coloratura!
Fresh from the falls!

Countess Coloratura stares at Pinkie not taking the water.

73 COUNTESS COLORATURA
Pony Baloney! How does this pony
expect me to wet my whistle when
there is no straw in my glass and
my face is covered with a veil?

Pony Baloney turns and gives Pinkie Pie a dirty look.

74 PONY BALONEY
Pinkie Pie! Did I not tell you to
provide straws in all of Countess
Coloratura's beverages?

Pinkie looks briefly worried, but then relieved.

75 PINKIE PIE
I don't think so. But lucky for
you, I have the biggest straw
collection in Equestria!

Pinkie pulls a straw out of her mane, pops it Coloratura's drink, lifts her veil, and pop it in her mouth.

76 PINKIE PIE (CONT'D)
Drink up, chiquita!

Countess Coloratura's eyes go wide as she sips her drink.
Pony Baloney eyes Pinkie suspiciously.

77 PONY BALONEY
Let us confirm that you acquired
the rest of the items that Countess
Coloratura requested before she
performs her run through, shall we?

Pinkie runs back to her cart to show him the items.

78 PINKIE PIE
Oh, we shall!

Pony Baloney raises his eyebrow.

79 PONY BALONEY
Hmmm...Floral arrangements from
the Royal Canterlot Gardens.
(MORE)

PONY BALONEY (CONT'D)
Chocolate éclairs made by Gustave
le Grande. A selection of crystals
from the Crystal Empire. A crate
of freshly picked cherries from
Cherry Jubilee's farm shipped from
Dodge Junction.

80 COUNTESS COLORATURA
Separated, red from yellow?

81 PINKIE PIE
Absotutely!

82 PONY BALONEY
I'm astounded!

Applejack has been watching all this over with Rarity.

83 APPLEJACK
Well, I'm confounded. The Rara I
knew didn't hide behind a veil
givin' out fake kisses, sippin' up
imported water, and needin' her
cherries separated.

84 RARITY
Oh, I understand dear. Sometimes
it's hard to see our friends
change.

85 APPLEJACK
Rara hasn't just changed. She's
become a whole other pony!

86 RARITY
Think of her like a caterpillar
that been in a cocoon and emerged
as a beautiful butterfly!

87 APPLEJACK
(snidely)
Maybe that explains the weird note-
bubble thing.

88 RARITY
Trust me, once you see Countess
Coloratura perform, you simply
won't believe what you're seeing!

MUSIC UP on a TECHNO/DUB STEP BEAT.

CLOSE ON Applejack's face looking completely confounded.

REVEAL Applejack is looking at...

SC. 6 - EXT. SWEET APPLE ACRES - AUDIENCE/STAGE - CONTINUOUS

Countess Coloratura on stage in an outrageous costume with her four Hot Pony Singer/Dancers. They perform a huge, over-the-top musical performance. The ponies perform dance moves as big prop bunnies fly about and big prop bees bounce across the stage. The song itself is an over-produced TECHNO SONG with a DUB STEP feel, full of unnecessary ornamentation and Countess Coloratura's voice is auto-tuned. [NOTE: THE TWO SONGS ARE SIMILAR, BUT DIFFERENT. THIS OVER-PRODUCED VERSION HAS PIECES OF THE LYRICS IN THE SECOND SONG, WHICH WILL BE AN ACOUSTIC VERSION IN ACT 3.]

Countess Coloratura <SINGS> "Shielded."

89 COUNTESS COLORATURA
*Truly, truly wanted fame/
I changed my look, I changed my
name/
Big, big, big, it is a big charade/*

*My, my, my, my colors fade/
Fade, fading, fading far away/
Fame for my voice!/
Prices, prices, paid up for a
choice!*

*Put, put, putting on the veil/
It keeps me safe, in case I fail/
Costumes always are this pony's
shield/*

*I'm the pony setting trends/
I guess this pony don't need
friends/
My eyes are blind and now my lips
are sealed.*

*Now my voice is shielded safe
inside/
Veiled within where all my colors
hide/*

*Don't, don't, don't! Don't break
me free/
My voice is stuck, no longer me/
I fear that what you see is what
you get/*

*Sorry but the music's gone/
It's time for you to just move on/
I made my deal and I have no
regrets*

(MORE)

COUNTLESS COLORATURA (CONT'D)

*The secret to my success/
Is saying I could not care less/
But I fear that just really isn't
true/*

*Fame has put me on display/
Yet I feel hidden far away/
At times I just don't know quite
what to do/*

*Now my voice is shielded safe
inside/
Veiled within where all my colors
hide/*

*Now my voice is shielded safe
inside/
Veiled within where all my colors
hide/*

END SONG

Everypony <CHEERS> and STOMPS their hooves.

90 EVERYPONY
<CHEERS>

Except Applejack.

91 APPLEJACK
Rarity was right. I don't believe
what I'm seeing.

Pony Baloney rushes onto the stage and "pep-talks" her again.

92 PONY BALONEY
Countess Coloratura! I would say I
didn't have the words, but I do!
You put the "super" in superb! The
"amaze" in amazing! The "extra" in
extraordinary!

On Applejack as she listens to this.

93 APPLEJACK
And that pony really does put the
"bull" in bull-oney.

94 RARITY
Applejack! Really!

Back with the Pony Baloney and Countess Coloratura.

95 PONY BALONEY
And you were in such good voice!
You have *never sounded better!*

On Applejack who marches back to Spike at the Sound Board.

96 APPLEJACK
Sounded better?! Come on! Spike is
your sound equipment on the fritz?

97 SPIKE
No, it's all good. It's set up just
how Countess Coloratura's Manager
requested.

98 APPLEJACK
But I couldn't even hear Rara's
voice though all that techno
gobbledygook! She's just gotta
know that she sounded awful.

Applejack walks up onto the stage.

99 COUNTESS COLORATURA
I don't know everypony...

100 APPLEJACK
Ha! I just knew she knew!

101 COUNTESS COLORATURA
I mean, obviously I sounded
fabulous...

Applejack's jaw drops.

102 COUNTESS COLORATURA (CONT'D)
But was this performance really *BIG*
enough for *Countess Coloratura*?

103 APPLEJACK
Now I know she's joshin'! That act
was so big, Princess Celestia could
see it all the way from Canterlot!

104 COUNTESS COLORATURA
(calling out)
Do we have a creative pony in our
midst?

Rarity's eyes light up and she runs up onto the stage.

105 RARITY
Yes you do, Countess Coloratura!

Countess Coloratura pulls Rarity in and then gestures wildly.

106 COUNTRESS COLORATURA
Come close! See in my mind's eye!
Jumping turtles popping up from
down below! Fuzzy flowers falling
from up above! What do you think?

107 APPLEJACK
 (sotto)
I'd like to tell you what I think.

108 PONY BALONEY
Well, I think it puts the
"spectacle" in spectacular! More is
more and that is exactly what the
fans of Countess Coloratura want!
And this pony will make it happen.
Won't you?

Rarity feels the pressure and smiles.

109 RARITY
Yes! Yes, I will!

110 COUNTRESS COLORATURA
Of course you will, because it's
for Countess Coloratura!

Countess Coloratura sweeps off with Pony Baloney following.

111 APPLEJACK
Rarity! Why didn't you tell her how
outrageous that idea was?

112 RARITY
You don't understand, Applejack.
Creativity simply isn't in your
wheelhouse.

113 APPLEJACK
Making jumping frogs and fuzzy
flowers for a fake Countess doesn't
need to be in somepony's wheelhouse
for them to realize it's completely
overshadowing a pony's real talent!

Rarity looks at her confused.

114 RARITY
Whatever do you mean?

115 APPLEJACK
Confound it, Rarity! Her voice!

Applejack walks off in a huff.

SC. 7 - EXT. SWEET APPLE ACRES - CONTINUOUS

AJ tries to catch up with Coloratura and Pony Baloney.

116 COUNTESS COLORATURA
Where is my trailer? I'm exhausted
and just want to put my hooves up.

117 PONY BALONEY
It has been a day, Countess
Coloratura, but that Pinkie Pie
scheduled you for a "Meet and
Greet" with the school ponies.
However I can totally get you out
of that.

Applejack hears this and looks worried.

118 APPLEJACK
 (to herself)
Oh please don't, Rara. Please!

119 COUNTESS COLORATURA
No! I would never cancel anything
with the school ponies! Let's go!

They walk off and Applejack follows.

SC. 8 - EXT. SWEET APPLE ACRES - SIGNING TABLE - LATER

AJ watches as Countess Coloratura signs autographs and takes photos with APPLE BLOOM, SWEETIE BELLE, SCOOTALOO, and the SCHOOL PONIES. She gives them Hoovsies, but now it's much more sincere and playful. She also gives them hugs and does dance moves with them, clearly having fun.

120 COUNTESS COLORATURA
<LAUGHING> Oh! And remember to put
your names in the drawing to sing
with me on stage at the Helping
Hooves concert! I'll be choosing
the winners tomorrow!

121 APPLEJACK
Well, will ya look at that? I
guess the old Rara didn't totally
disappear after all!

But then AJ gets distracted when she sees Pony Baloney talking to a nervous Pinkie. AJ discreetly goes to listen.

122 PINKIE PIE
But I got everything you requested.

123 PONY BALONEY
That was for Countess Coloratura.
This is for *me*. And what *I* want is
what *Countess Coloratura* wants and
what *I* want is premium hay.

124 PINKIE PIE
Oh, well, we have lots of tasty hay
right here in Ponyville.

Pony Baloney picks up some hay, chews it, and spits it out.

125 PONY BALONEY
<CHEWING AND SPITTING> You call
that hay? I wouldn't feed that to
my chicken! I want top-of-the-line,
Appaloosan Hay. Next. The word
around Ponyville is you are known
for cupcakes. So I want an array,
a variety, a smorgasbord, if you
will, of the finest cupcakes you've
ever baked. Finally. It appears
that we are surrounded by apple
trees. And I love me some apples.
But these pesky peels stick in my
pearly whites...

(he smiles horribly)
And cores are a bore. So bring me
500 pre-peeled, pre-cored apples.
I want these things in 24 hours or
Countess Coloratura is gone!

126 PINKIE PIE
But hay from Appleloosa and an
array of cupcakes and 500 pre-
peeled, pre-cored apples? In one
day? It's just not possible!

127 PONY BALONEY
Anything's possible, PP. Anything.

Pony Baloney walks off smugly and Pinkie is about to spin out
when she runs into Applejack.

128 PINKIE PIE
Applejack! The mean Manager just
made all these new demands and...

129 APPLEJACK
I heard and don't you fret, Pinkie.
I'm gonna go talk to Rara and fix
things right up.

130 PINKIE PIE
Really? Oh, thank you, Applejack!

Countess Coloratura is talking to the CMCs when AJ comes up.

131 COUNTESS COLORATURA
That is an amazing story, Cutie
Mark Crusaders! And for that, you
get extra special Cutie Mark
Crusader Hoovsies!

They get Hoovsies on their cheeks. Apple Bloom runs up to
AJ.

132 APPLE BLOOM
Did you see, sis? Did you see?

133 APPLEJACK
Sure did, Apple Bloom!

Countess Coloratura looks at Apple Bloom and then looks at
Applejack. Her eyes go wide and she finally softens with AJ.

134 COUNTESS COLORATURA
Oh my gosh! Is this the little
sister you wrote to me about, AJ?

135 APPLE BLOOM
Yeah! That's me! We'll see you at
the drawin' tomorrow! Thanks!

136 SWEETIE BELLE
Bye Countess Coloratura!

137 SCOOTALOO
See ya! Thanks!

The CMCs run off together.

138 APPLEJACK
Hey, Rara, you mind if I talk to
you about your manager?

139 COUNTESS COLORATURA
Sure, what about him?

140 APPLEJACK
Well, while you were meetin' with
the school ponies, he was demandin'
(MORE)

APPLEJACK (CONT'D)
all sorts of stuff from Pinkie Pie.
And he said if he didn't get them,
he would make you leave.

141 COUNTESS COLORATURA
Pony Baloney would never do that!
He's looked out for me since I
moved to Manehattan. He helped me
build my entire career!

142 APPLEJACK
Sorry, but he's what my Granny
Smith calls a Flank Kisser. He
tells you that everything you do is
amazing and all your ideas are
brilliant just so he can feed off
your growing fame and get the goods
that come with it.

143 COUNTESS COLORATURA
No, he tells me that everything I
do is amazing and my all ideas are
brilliant because it's true! He
gets me! You're just saying this
because you're jealous.

144 APPLEJACK
Jealous of what? A pony who hides
behind a veil so thick that she
thinks her only friend is somepony
who's using her? No, I'm not
jealous of that, Rara.

145 COUNTESS COLORATURA
I'm Countess Coloratura! And while
we may have been friends when we
were young, we've clearly gone in
different directions! I am not
Rara and we are not friends
anymore!

Countess Coloratura storms off leaving a saddened AJ behind.

FADE OUT.

END ACT 2

FADE IN:

ACT 3

SC. 9 - EXT. SWEET APPLE ACRES - SIGNING TABLE - CONTINUOUS

AJ is looking very sad as she watches her old friend go. But then she gets fire in her eyes.

146 APPLEJACK
There is no way I'm lettin' some
stinky Pony Baloney use my friend
like that!
 (calling out)
Hold up, Rara!

Applejack chases after Countess Coloratura. Countess Coloratura keeps walking, head held high.

147 COUNTESS COLORATURA
I told you, my name is Countess
Coloratura!

148 APPLEJACK
Well, whatever you want to call
yourself, you gotta at least give
me a chance to prove that what I'm
saying is true!

Countess Coloratura stops in her tracks.

149 COUNTESS COLORATURA
And just how are you going to do
that?

150 APPLEJACK
Tomorrow afternoon you're choosing
school pony winners before the
concert, right?

151 COUNTESS COLORATURA
So? What does that have to do with
anything?

152 APPLEJACK
Do exactly what I say, and we'll
see who's really your true friend,
Pony Baloney or me.

For the first time, Coloratura actually looks nervous.

SC. 10 - EXT. SWEET APPLE ACRES - AUDIENCE/STAGE - NEXT DAY

Ponies continue to set up for the concert. Rainbow is adjusting lights. Rarity and Fluttershy are working on the new set pieces. Spike is adjusting the sound equipment.

Countess Coloratura comes on stage, demanding attention.

153 COUNTESS COLORATURA
PONY BALONEY! WHERE ARE YOU?

Pony Baloney (wearing saddlebags) ZIPS in with frosting on his face.

154 PONY BALONEY
Here I am, Countess Coloratura!

155 COUNTESS COLORATURA
Is that *frosting* on your face?

He quickly wipes his face.

156 PONY BALONEY
Yes...just...testing it...for you!
Did you need something?

157 COUNTESS COLORATURA
Why else would I beckon you? I
just had my most fabulous of
fabulous ideas ever! You know that
drawing to pick the winners of the
school ponies to perform with me at
tonight's concert?

Pony Baloney rolls his eyes.

158 PONY BALONEY
Of course, you do it before every
concert.

159 COUNTESS COLORATURA
Well, I hung out with those ponies
yesterday and I decided they were
kind of dull. So I'm canceling it.

Pony Baloney looks completely shocked.

160 PONY BALONEY
The drawing? For the singing? At
the concert? You're canceling it?

161 COUNTESS COLORATURA
Yes. I decided those little ponies
detract from the awesomeness that
is Countess Coloratura! But while
that is fabulous, because it takes
the focus off them and puts it back
on me, I will obviously need
something to fill that void.
(MORE)

COUNTESS COLORATURA (CONT'D)

So I decided to scrap my set pieces
and have different sized mirrors
flying about so that all the
audience sees was millions of me!
So what if it's blinding? They'll
be blinded by me! And then the
sound will bounce about with my
voice reverberating, and it will
just be me...Me...ME...MEEEE!!!
COUNTESS COLORATURA!!!
EVERYWHERE!!! That's it! My most
fabulous of fabulous ideas ever!

Everypony has PAUSED. Countess Coloratura tries to keep her cool. Applejack is in the wings hoping that she's right. Pony Baloney is so excited he is about to burst.

162 PONY BALONEY
Countess Coloratura...honestly...
that *is* your most fabulous of
fabulous ideas! Ever! I have
always thought the whole school
pony thing was the most hokey idea
you ever had. But it was your
favorite thing, so I didn't
complain. But really? They are
school ponies! They don't have any
bits to buy records, merchandise,
or concert tickets. What good are
they? I've always thought it was a
big waste of time and I will cancel
that drawing with *pleasure*! But
this mirror idea? Making it all
about you? Genius! I am totally
on board! It is exactly what you
need to take your performances to
the next level, Countess
Coloratura! This idea is
fantastic!

Countess Coloratura is beaming at him, madly.

163 COUNTESS COLORATURA
Fantastic? Fantastic?! How can my
idea possibly be *FAN*-tastic when it
disrespects my youngest fans! My
favorite fans! I promised them
something that I would now be
taking away because I had a selfish
whim!

(MORE)

COUNTESS COLORATURA (CONT'D)

You're just agreeing to it because
you're selfish and you want
Countess Coloratura to be even
bigger and more famous so you can
get in on all the things that fame
can give you. Things like...
cupcakes!

She goes around him and grabs a cupcake from his saddlebag.

Caught, Pony Baloney begins looking around wildly.

164 PONY BALONEY
I know who put you up to this. It
was that dusty little cow pony.
Come on out and face the music, AJ.

Applejack comes out from the wings.

165 APPLEJACK
I'm right here, Pony Baloney.

166 PONY BALONEY
So you think you're some kind of
friend putting these ideas in
Countess Coloratura's head, do you?
Well, you know who she was before
she met me? *No pony*. Little *Rara*,
with her simple style and her sweet
songs. But add some spectacle and
some sparkle, and she became
some pony! You think that happened
accidentally? Who do you think
molded her and transformed her into
the pony she is today? Pony
Baloney, that's who. I gave her
pizzazz! I made her a performer!
I've been by her friend longer than
you, by her side since the
beginning! I deserve to reap some
rewards. At the very least, I have
earned a finely frosted cupcake.

And Pony Baloney chomps on another cupcake.

167 APPLEJACK
Last I checked, you're friends for
the sake of friendship, not because
you get free cupcakes.

Pony Baloney stops mid-chew, looking embarrassed.

168 COUNTESS COLORATURA
No, AJ, Pony Baloney's right.
After all these years, he has
earned a finely frosted cupcake.
But that is the last one he will be
eating using the name Countess
Coloratura.

169 PONY BALONEY
 (full mouth)
What do you mean?

170 COUNTESS COLORATURA
Pony Baloney, you're fired!

Humiliated, Pony Baloney turns tail and leaves. Countess
Coloratura hangs her head in disappointment.

171 APPLEJACK
Oh, Rara! I'm so sorry. That was
awful! Are you gonna be okay for
the concert tonight?

Countess Coloratura bucks up.

172 COUNTESS COLORATURA
Of course. After all, the show
must go on!

SC. 11 - EXT. SWEET APPLE ACRES - BACKSTAGE - NIGHT

Coloratura is in costume and Rarity is helping her put on a
huge headdress.

173 RARITY
I must say, Countess Coloratura, as
somepony who has designed costumes,
yours are quite exquisite.

Coloratura is starting to get nervous.

174 COUNTESS COLORATURA
Thank you, Rarity. And thank you
for helping me get ready. Pony
Baloney usually assisted me, but
now I'm all alone. Pony Baloney
also used to give me a pep-talk,
assuring me I was going to give a
great performance. But maybe none
of my performances were ever great.
Maybe he just said those things to
get free stuff?

175 RARITY
Oh no! I'm sure you are going to
give a spectacular performance
tonight, Countess Coloratura.

Coloratura starts completely spinning out from nerves.

176 COUNTESS COLORATURA
How can you be sure? What if I'm
terrible? What if they throw
tomatoes? Or apples? We are on an
apple farm after all. Oh! That
would hurt! What if I'm terrible
and they throw apples at me?

But then Applejack comes in.

177 APPLEJACK
Who's throwin' apples on my farm?

178 COUNTESS COLORATURA
The disgruntled audience members
when they see my terrible
performance!

179 APPLEJACK
Since when do you perform terribly?

180 COUNTESS COLORATURA
You saw my rehearsal the other day.
Did you think it was terrible?

181 APPLEJACK
Yeah, that was one of the worse
things my eyes have had the
misfortune of seeing.

182 RARITY
Applejack you're supposed to be
giving your friend a pre-show pep-
talk!

183 APPLEJACK
Oh, right! Good luck! Break a leg!
And don't go fallin' off that
stage!

Applejack turns to go.

184 COUNTESS COLORATURA
No! Wait! Did you really think my
performance was one of the worst
things you ever saw?

Applejack stops and turns.

185 APPLEJACK
Oh, Rara, don't pay me no never
mind. As Rarity's told me, this
whole creativity thing isn't even
in my wheelhouse.

Rarity looks down, clearly feeling bad.

186 RARITY
Applejack, I'm sorry for saying
that. Being an honest friend has
always been in your wheelhouse, so
you should just tell Rara how you
really feel.

AJ smiles at Rarity and then turns to Rara.

187 APPLEJACK
Thanks Rarity. Ya know, Rara.
Pony Baloney said you were nopony
when he met you. But, I know that
isn't true, because I knew you
before he did. You were already an
amazing somepony. He just never
appreciated it. He met you as
sweet, simple Rara, but then all he
wanted to do was start adding
stuff. He made you use your full
name and added Countess in front.
Next he added crazy costumes,
pointless props, and posing ponies.
But the worst thing he did was add
all that noise to your music.

Countess Coloratura doesn't know what to make of this.

188 COUNTESS COLORATURA
But that's what makes Countess
Coloratura who she is! How can I
possibly perform without all that?

Applejack looks at her friend and smiles.

189 APPLEJACK
Simple. By boiling it down to
what's essential. To who you really
are, Rara. It's like making
applesauce. Now there, the main
ingredient is apples. No other
nonsense is necessary.
(MORE)

APPLEJACK (CONT'D)

But you're a singer, so instead of boiling down apples, it boils down to your voice. The most colorful, clear voice I ever have heard, by the way. Adding anything else to that is just messin' with perfection.

Coloratura smiles at Applejack with understanding.

190 COUNTESS COLORATURA

Thank you, AJ. That's the best pre-concert pep-talk I've ever gotten.

SC. 12 - EXT. SWEET APPLE ACRES - AUDIENCE/STAGE - NIGHT

Twilight steps out on stage and the CROWD goes wild.

191 CROWD

<CHEERS>

192 TWILIGHT

Good evening everypony! Welcome to opening night of The Helping Hooves Music Festival! I am your host, Princess Twilight Sparkle, and I want to thank you all for attending. It is my great honor to introduce to you our headlining act, Countess Coloratura!

193 CROWD

<CHEERS>

The lights go up on Rara at the piano in a simple costume.

194 RARA

This song may be familiar, but yet it's totally different. Kind of like me: Rara.

Everypony is a little confused.

195 CROWD

<CONFUSED WALLA>

She begins to <SINGS> "Sing Your Colors."

196 RARA

*I truly wanted fame/
Changed my look and changed my
name/
Didn't know it was a big charade/
(MORE)*

RARA (CONT'D)

That my colors all would fade/

*I truly loved to sing/
Loved the joy that it would bring/
But I sacrificed my voice/
For fame, that was the price, that
was the choice/*

*And so I put on the veil/
Shielding in case I fail/
But I've hidden now for far too
long/
Time to raise up my voice and use
it in song/*

*Sing your colors! Don't let them
hide!
Show the magic you've got inside/
Be expressive, be brave, be true/
Always be the most honest you/*

*I'm singing my voice out loud and
clear/
So everypony both far and near/
Will hear that sound/
And they will know the truth I've
found/*

*I was the pony that set the trends/
Didn't think I needed friends/
Put on the costumes like they were
a shield/
Didn't see I was blind. My lips
were sealed/*

*But I am fin'ly free/
Found my voice and now I see/
All the colors of the music swirl/
Rushing all around this girl/*

*Sing your colors! Don't let them
hide!/
Show the magic you've got inside/
Be expressive, be brave, be true/
Always be the most honest you/*

*I'm singing my voice out loud and
clear/
So everypony both far and near/
Will hear that sound/
And they will know the truth I've
found/*

Sing your colors!
(MORE)

RARA (CONT'D)
*Don't let them hide!/
Show the magic you've got inside/
Be expressive, be brave, be true/
Always be the most honest you/*

*I'm singing my voice out loud and
clear/
So everypony both far and near/
Will hear that sound/
And they will know the truth I've
found/*

END SONG.

As she performs, a few disgruntled AUDIENCE MEMBERS leave.
But the majority totally enjoy this new version of the song.
Applejack and her friends dance in the audience.

When the Song ends, the Crowd goes wild!

197 CROWD
<CHEERS>

Rara steps up to the microphone.

198 RARA
Thank you, everypony! When I
arrived at the Helping Hooves Music
Festival, I had forgotten that I
began performing because I love to
sing.

Rara smiles down at Applejack.

199 RARA (CONT'D)
But then an old friend reminded me
what real friendship is about and
she told me that if I was true to
myself, I couldn't go wrong.

Applejack is tearing up a little bit.

200 RARA (CONT'D)
So, I have a very special surprise
for her. Three school ponies were
chosen today from Ponyville
Elementary to help me sing a very
special song. Apple Bloom, Sweetie
Belle, Scootaloo? Can you come up
here.

The CMCs run up on stage.

201 RARA (CONT'D)
Okay, girls, this is for Applejack.

Rara and the CMCS begin to <SING> "Equestria, the Land I Love," Applejack's eyes begin to fill with tears.

202 RARA AND THE CMCS
 (singing)
*Equestria, the land I love/
A land of harmony/
Our flag does wave from high above/
For ponykind to see/*

*Equestria, a land of friends/
Where ponykind do roam/
They say true friendships never
end/
Equestria's my home/*

END SONG

Rara gives Applejack a WINK.

203 RARA
See, AJ? I didn't forget.

Applejack smiles.

THE END.