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MY LITTLE PONY V

"The Mane Attraction"

Episode 524

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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. Other UNICORNS hang screens for projections on the side areas. *

FLUTTERSHY stands on stage. RAINBOW DASH hovers by the Lighting Truss hanging a light. Down below, RARITY shoots colored light into it with her magic. Rainbow adjusts the light, focussing the light on Fluttershy on stage. *

Applejack and TWILIGHT finish their walk-through, checking things off Twilight's checklist. *

1 TWILIGHT
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 charity will sure be raisin'
plenty of funds for the little
fillies and colts in need. *

PINKIE PIE comes running up pulling a cart behind her. *

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

Everypony crowds around Pinkie Pie.

6 TWILIGHT
What is it, Pinkie?

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

8 RAINBOW DASH
Spill it, Pinkie!

Pinkie looks at them in all seriousness.

9 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.

10 APPLEJACK
Sapphire Shores?!

Everypony looks at Applejack completely mortified.

11 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.

12 EVERYPONY
OOOOOOOOOO!!!! AAAAAAAAHHHHHH!!!

Except Applejack, who is completely clueless.

13 APPLEJACK
Who the hay is Countess Coloratura?

Once again, everypony looks at Applejack in complete shock.

14 EVERYPONY
<GASP!>

Pinkie's hair UNCURLS and goes STRAIGHT.

*

15 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 **STRAIGHT-HAIRED** Pinkie as everypony is still looking askance at Applejack. *

16 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?

17 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 **Flint** does, *
how, how, how, how, **how** have you *
not heard of **her**?

Applejack shrugs nonchalantly.

18 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 "sproings" **back up**. *

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

20 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.

21 PINKIE PIE
Do you remember her Cutie Mark?

Applejack lights up.

22 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

23 PINKIE PIE
You mean, like *this*?

Applejack looks at the Cutie Mark and smiles.

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

Pinkie begins hopping wildly around.

25 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!

26 APPLEJACK
Demandin'? Naw!

27 PINKIE PIE
Yaaaaw!

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

29 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!

30 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.

31 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.

32 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.

33 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 belted *it* 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.

34 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/
(MORE)*

RARA (CONT'D)
*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.

35 APPLEJACK (V.O.)
After camp, we wrote to each other
for a bit, but then we lost touch.
But Rara always did want to go to
Manhattan to try and make it big.

*But finally, Rara leaves the big crowd as her friend AJ
approaches to give her a hug.*

36 APPLEJACK (V.O.)
So it's great to hear she actually
became a star! But a demandin'
diva? That don't sound anythin'
like the filly I knew back at camp.

END FLASHBACK

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

*Applejack finishes her story as her friends look at her in
awe. Applejack gives Pinkie a nudge.*

37 APPLEJACK
You just wait, Pinkie. Once Rara
gets here, you'll see she's just a
plain ol' pony like you and me.

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

38 APPLEJACK (CONT'D)
What's all that hullabaloo?

A MANAGER (*SVENGALLOP*) 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.

39 *SVENGALLOP*
Clear the way. Step back. Keep your
hooves and tails to yourselves.

PHOTO FINISH then comes down the aisle.

40 SVENGALLOP (CONT'D)
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.

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

*

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

Pinkie NODS at Applejack in complete agreement.

*

42 PINKIE PIE
You're totally right, Applejack.
She *is* just a plain ol' pony like
you and me.

*

*

*

*

Applejack doesn't get it.

*

43 APPLEJACK
Who is?

*

*

44 PINKIE PIE
Her!

*

*

45 APPLEJACK
Who?

*

*

But then it begins to dawn on her. She looks closely at the pony in the musical note, trying to see past the veil. She still isn't really sure. Could this really be her laid back friend?

*

*

*

*

46 APPLEJACK (CONT'D)
Rara?

*

Applejack looks really confused as she looks at her old friend.

*

*

FADE OUT.

END ACT 1

FADE IN:

ACT 2

SC. 5 - EXT. SWEET APPLE ACRES - CONTINUOUS

Back on Applejack's confused face as Countess Coloratura steps down from her Musical Note bubble.

*
*

47 APPLEJACK
Remember me? We met at Camp
Friendship? I gave you the nickname
Rara?

*
*

Countess Coloratura's eyes light up.

*

48 COUNTESS COLORATURA
AJ?

*

Applejack looks hugely relieved.

49 APPLEJACK
Yeah! Howdy, Rara!

Applejack goes in for a hug, but Svengallop ZIPS UP with an INK PAD which he holds out for Countess Coloratura. She holds up her hoof which has a very clear LIP KISS STAMP on the bottom of it. She puts her hoof in the ink pad and then STAMPS Applejack's cheek with STAMP KISS LIP MARK.

*
*
*
*
*

50 COUNTESS COLORATURA
Hoovsies!

51 APPLEJACK
Wha?

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

*

52 RARITY
Ooh! You got Hoovsies from
Countess Coloratura! Look!

*
*

Rarity levitates a pocket mirror so Applejack can see the Kiss Mark on her cheek.

*
*

53 RARITY (CONT'D)
She must think you're very special!

*
*

AJ smiles, but then looks and sees Svengallop assisting Countess Coloratura with the ink pad as she gives out more Hoovsies to random ponies who are thrilled.

*
*

54 COUNTESS COLORATURA
Hoovsies! Hoovsies! Hoovsies!
Hoovsies! Hoovsies! Hoovsies!

55 PONIES
<SHRIEKS OF DELIGHT>

The ponies run off, going back to their jobs. Seeing this,
Applejack wipes the Hoovsie off her cheek. *

56 APPLEJACK
Yeah, real special. *

Countess Coloratura finishes her Hoovsies and Svengallop
gives 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. *

57 SVENGALLOP
Now *that's* how you make an
entrance, Countess Coloratura!
Big! Bold! Absolutely stunning! *

58 COUNTESS COLORATURA
Well, you know how to make a star
shine, Svengallop! *

He glances back at Applejack. *

59 SVENGALLOP
Though it was muddied a bit with
your interaction with that dusty
farm pony. Do you actually know
her? *

60 COUNTESS COLORATURA
Oh yeah. That's my childhood filly
friend AJ! Back when we met, she
was the one that started calling me
Rara. *

Svengallop looks at Applejack rather dismissively and flips
his mane. *

61 SVENGALLOP
Oh, how cute. Of course, back when
we met, I was the one that started
calling you *Countess*! And just
look at how you've moved up in
Equestria since then! Why, you've
gotten everything you've ever
wanted! Speaking of which... *

Svengallop looks around and <CLACKS> his hooves together. *

62 SVENGALLOP (CONT'D) *
Pinkie Pie! Where is the pony
Pinkie Pie I've been negotiating
with?

Pinkie runs up with her cart.

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

64 SVENGALLOP *
Do you have the water imported from
Rainbow Falls that I requested for
Countess Coloratura?

65 PINKIE PIE
I have twenty glass containers full
right here!

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

67 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. *But before she can
even reach her, Svengallop stops her in her tracks giving her
a disdainful look.* *
*
*

68 SVENGALLOP *
Pinkie Pie! How do you expect *
Countess Coloratura to wet *her* *
whistle when there is no straw in *
her glass and *her* face is covered *
with a veil? Did I not tell you to *
provide straws in all of Countess *
Coloratura's beverages?

Pinkie looks briefly worried, but then relieved.

69 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.

70 PINKIE PIE (CONT'D)
I call this straw Fernando.

*

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

*

71 SVENGALLOP
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.

72 PINKIE PIE
Oh, we shall!

Svengallop raises his eyebrow.

*

73 SVENGALLOP
Hmmm...Floral arrangements from
the Royal Canterlot Gardens.
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, separated red from
yellow?

*

*

*

He looks specifically to see.

*

74 PINKIE PIE
Absotutely!

*

Svengallop seems satisfied.

*

75 SVENGALLOP
Countess Coloratura, it looks like
your requests have all been met.
Let us move on...to rehearsal!

*

*

*

*

Svengallop walks off with Countess Coloratura flanked by her
Hot Ponies.

*

*

Pinkie follows pulling her cart, walking right by Applejack
and Rarity who have been watching all of this.

*

*

76 PINKIE PIE
See, Applejack? Demanding!

*

*

77 APPLEJACK
Pinkie's right, Rarity! But the
Rara I knew didn't hide behind a
veil givin' out fake stamp kisses,
sippin' up imported water, and
needin' her cherries separated. *

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

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

80 RARITY
Think of her like a caterpillar
that's been in a cocoon and emerged
as a beautiful butterfly! *

81 APPLEJACK
But the caterpillar was already
plenty lovely. *

82 RARITY
Trust me, once you see Countess
Coloratura perform, you simply
won't believe it! *

MUSIC UP on a TECHNO/DUB STEP BEAT.

CLOSE ON Applejack's face, jaw-dropped. She looks completely
confounded. *

REVEAL Applejack is looking at...

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

Svengallop starts the rehearsal with UNICORNS shooting LASER
LIGHTS around the stage, creating a wild spectacle. *

Countess Coloratura appears on stage in an outrageous costume
with her four Hot Pony Singer/Dancers. As Countess
Coloratura sings, Svengallop directs other UNICORNS to SHOOT
MAGIC from their HORNS, directly at Countess Coloratura's
throat. This AMPLIFIES and "AUTO-TUNES" her VOICE, giving
her an artificial sound. *

They perform a huge, over-the-top musical act. The ponies do
dance moves as PEGASI dressed as BUNNIES and BEES fly around
the stage. Svengallop is offstage directing it all. *

As they perform, UNICORNS project her performance onto the side screens for the audience.

The song itself is an over-produced TECHNO SONG with a DUB STEP feel, full of unnecessary ornamentation. [NOTE: THIS OVER-PRODUCED VERSION HAS A FEW LYRICS FROM THE SECOND SONG. THAT SONG WILL BE AN ACOUSTIC VERSION IN ACT 3.]

Countess Coloratura <SINGS> "SPECTACLE."

83 COUNTESS COLORATURA
*Time for the Spectacle!/Time for
the Show!/
The lights are bright/The colors
glow/
It's big! It's bold! It's really
brash!
The Spectacle is full of Flash!/

Razzle Dazzle! Glitz and Glam/
More is more!/That's who I am!/
Now that the stars have all
aligned/
Jump on in! The water's fine!/

We really need add more flair!/
Hope that you don't mind the glare/
Over-the-top! Totally wild!/
Dress to the nines in your best
style!/

Razzle Dazzle! Glitz and Glam/
More is more!/That's who I am!/
Now that the stars have all
aligned/
Jump on in! The water's fine!/

We need Flair!/We need Spectacle!/
We need Flash!/We need Spectacle!/
We need Glitz!/We need Spectacle!/
We need Glam!/We need Spectacle!/
Big! Bold! Bright! Brash! Razzle
Dazzle! Glow! Glare! Totally Wild!
Over-the-top! More is More!
Spectacle! Spectacle! Spectacle!
Spec-Spec-Spectacle!*

END SONG

Everypony <CHEERS> and STOMPS their hooves.

84 EVERYPONY
<CHEERS>

Except Applejack, who's completely stunned.

85 APPLEJACK
Well, Rarity was right. I don't
believe it. All the hoof-steppin'
and the Pegasi flyin' and the
lights glarin'. And I couldn't
even understand a word Rara was
sayin' the way those Unicorns were
garblin'-up her voice.

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

86 SVENGALLOP
Oh my shining star! Thanks to the
sparkling costumes, dazzling
choreography, and brilliant vocal
effects that I designed, your
performance was SPECTACULAR,
Countess Coloratura!!!!

87 COUNTESS COLORATURA
Oh, thank you, Svengallop!

Applejack turns to Rarity.

88 APPLEJACK
Correct me if I'm wrong here, but
that feller isn't actually
complimentin' Rara. He's
complimentin' all the bells and
whistles he's piled on her to make
her Countess Coloratura.

89 RARITY
You don't understand, Applejack.
Creating all those elements is a
lot of work and Countess
Coloratura's performance wouldn't
exist without them.

90 APPLEJACK
If you ask me, that wouldn't
necessarily be a bad thing.

Up on stage with Countess Coloratura, who looks exhausted.

91 COUNTESS COLORATURA
If we're all done here, I'd love to
go back to my trailer and rest,
Svengallop.

Applejack calls up.

92 APPLEJACK
Oh, beg pardon! But you're actually
scheduled to do your Meet and Greet
with the school ponies right now,
Rara.

Svengallop rolls his eyes.

93 SVENGALLOP
It's enough that you're part of
this little charity concert.
You've done your share. I can
totally get you out of meeting with
the school ponies, Countess
Coloratura.

94 COUNTESS COLORATURA
Absolutely not! You know my charity
work is very important to me,
Svengallop. But my favorite part
of any event is meeting with the
school ponies! Will you take me
there, AJ?

95 APPLEJACK
Be my pleasure!

Svengallop looks a bit annoyed as the two friends walk off.

SC. 7 - 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.

96 COUNTESS COLORATURA
Ponyville School Ponies! As part of
the Helping Hooves Music Festival,
I'm holding a contest where some of
you will get a chance to sing with
me on stage at the concert
tomorrow! Sound fun?

97 STUDENTS
<CHEERING>

She indicates a JAR on the table.

98 COUNTESS COLORATURA *
Wonderful! But to be entered in *
the contest you must put your name *
on the paper and put it into this *
jar. I'll be choosing the winners *
tomorrow afternoon before the *
concert. Okay? *

99 STUDENTS *
<CHEERING> *

100 COUNTESS COLORATURA *
Alright! Now who wants more *
Hoovsies? *

Applejack watches with a smile. *

101 APPLEJACK *
Now, that's more like the Rara I *
remember. *

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

102 PINKIE PIE *
But I got everything you requested.

103 SVENGALLOP *
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.

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

Svengallop picks up some hay, chews it, and spits it out. *

105 SVENGALLOP *
<CHEWING AND SPITTING> You call *
that hay? I wouldn't feed that to *
my chicken! I want top-of-the-line, *
Appaloosan Hay. Next. Word around *
Ponyville is you are known for *
cupcakes. So I want an array of *
the finest cupcakes you've ever *
baked. Finally. It appears that we *
are surrounded by apple trees. But *
pesky peels stick in my pearly *
whites...
 (he smiles horribly)
And cores are a bore. So bring me
500 pre-peeled, pre-cored apples.
 (MORE)

SVENGALLOP (CONT'D)

And I want these things in 24 hours!

*
*

106 PINKIE PIE
But hay from Appleloosa and an array of cupcakes and 500 pre-peeled, pre-cored apples? In one day? But that's impossible!

*

107 SVENGALLOP
Do you want me to pull Countess Coloratura from your little podunk charity show? Because I will. I have that power. So make the impossible possible, Pinkie Pie! Or she is gone!

*
*
*
*
*
*
*

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

*

108 PINKIE PIE
Applejack! Svengallop just made all these new demands and he said that if I don't get all these things by tomorrow, she won't perform and...

*
*
*
*
*

109 APPLEJACK
I heard, Pinkie. But don't you fret. I'll talk to Rara and fix things right up.

*
*

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

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

111 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.

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

113 APPLEJACK
Sure did, Apple Bloom!

Countess Coloratura looks at Apple Bloom and then looks at Applejack.

*

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

115 APPLEJACK
Sure is, Rara.

*
*

116 APPLE BLOOM
Hold on, Applejack! You wrote to
Countess Coloratura...about me?

*
*

117 COUNTESS COLORATURA
AJ said you were the best little
sister ever, Apple Bloom.

*
*
*

The CMCs stand with their jaws dropped in shock. AJ closes
their mouths and nudges them, waking them from their stupor.

*
*

118 APPLEJACK
Alright, you best git along now,
little ponies.

*
*
*

119 APPLE BLOOM
Okay, but we'll see you tomorrow
when you pick the winners for the
contest!

*
*
*
*

120 SWEETIE BELLE
Bye Countess Coloratura!

*

121 SCOOTALOO
Yeah, see ya! Thanks!

*

The CMCs run off together.

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

123 COUNTESS COLORATURA
Sure, what about him?

124 APPLEJACK
Well, while you were meetin' with
the school ponies, he was demandin'
all sorts of stuff from Pinkie Pie.

*

125 COUNTESS COLORATURA
Actually, Svengallop works very
hard as my manager, AJ. So if he
needs some things when we're on the
road, I don't see anything wrong
with that.

*
*
*
*
*

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126      APPLEJACK      *
```

Well, do you see something wrong *

with him telling Pinkie that if she *

doesn't get those things by *

tomorrow, he'd pull you from our *

charity festival? *

127 COUNTESS COLORATURA *

I'm afraid your Pinkie friend is *

misinforming you because Svengallop *

would never say that. *

```
128      APPLEJACK                                     *
Actually, I heard him threaten her                 *
with my very own ears.                             *
```

This flusters Countess Coloratura. *

[illegible]

130	APPLEJACK	*
	I'm a'feared Svengallop doesn't	*
	give a pickled Pippin about your	*
	charity work. He just wants to	*
	live off all the perks of his	*
	Countess Coloratura creation.	*

131	COUNTESS COLORATURA	*
	That's not true! Svengallop has	*
	always supported me in all my	*
	interests. You're just saying	*
	these things because you're	*
	jealous.	

```

132      APPLEJACK
Jealous of what? A pony who hides
behind a veil so thick she can't
see when somepony's using her? No,
I'm not jealous of that, Rara.

```

133 COUNTESS COLORATURA
I am not Rara! I am Countess *
Coloratura! And while we may have *
been friends when we were young, we *
have clearly gone in different *
directions! *

Countess Coloratura storms off leaving a saddened AJ behind.

FADE OUT.

END ACT 2

FADE IN:

ACT 3**SC. 8 - EXT. SWEET APPLE ACRES - BARN AREA - LATER**

AJ has a furrowed brow and is deep in thought as she sits with front legs peddling something. There is a <WHIRRING> noise. She stops, removes something, puts something else on, and then continues peddling. Off screen there's a <KACHUNK THUNK KACHUNK THUNK KACHUNK THUNK> sound.

134 APPLEJACK
It just ain't right! I mean, sure
Svengallop works hard for Rara.
But he's manipulin' her so he can
mooch off her and she's just not
seein' it.

135 PINKIE PIE
Applejack! Enough stewin'! More
peelin'!

PULL OUT to reveal that Applejack has been peddling an APPLE PEELER. Meanwhile, Pinkie has been working the APPLE CORER. There is a pile of peeled and cored apples.

But Applejack is too fired up and gets up from her station.

136 APPLEJACK
Sorry, Pinkie, there is no way I'm
lettin' that lousy Svengallop use
my friend like that!

SC. 9 - EXT. SWEET APPLE ACRES - AUDIENCE/STAGE - LATER

Applejack sees Countess Coloratura walking around the performance area.

137 APPLEJACK
(calling out)
Countess Coloratura!

Countess Coloratura turns and sees Applejack.

138 COUNTESS COLORATURA
(surprised)
Wow, AJ! You said my real name.

139	APPLEJACK	*
	I said your <i>new</i> name, but I saw the	*
	<i>real</i> you hangin' out with those	*
	school ponies yesterday. And I	*
	know somepony that'd prefer if you	*
	stopped doin' those little events.	*

Countess Coloratura looks annoyed. *

140 COUNTRESS COLORATURA *

Oh, AJ, not this again. *

```
141      APPLEJACK                                     *
C'mon, now.  You just gotta give me                *
a chance to prove what I'm sayin'                   *
is true!                                             *
```

```
142          COUNTESS COLORATURA          *
And just how are you going to do          *
that?                                       *
```

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

144 COUNTESS COLORATURA
Yes. So? *

```
145      APPLEJACK                                     *
Do exactly what I say, we'll see if                *
Svengallop truly has your interests                 *
heart.                                                *
```

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 Dash is hovering next to a bank of lights on a lighting pole making adjustments as Rarity lights them. Twilight is working with some Unicorns on the visuals in front of the projection screens. Applejack and BIG MAC move some big equipment.

Countess Coloratura comes on stage, clearly a bit nervous. *

```
146          COUNTESS COLORATURA
Svengallop? Svengallop?!                                *
      (finally more assertive)                            *
Where are you Svengallop?!                                *
```

Svengallop ZIPS in with frosting on his face. *

147 SVENGALLOP *

Here I am, Countess Coloratura!

148 COUNTESS COLORATURA

Is that *frosting* on your face?

He quickly wipes his face.

149 SVENGALLOP *

Yes...just...testing it...for you!

Did you need something?

150 COUNTESS COLORATURA *

Yes, I have some ideas for the *

show. *

Svengallop looks surprised. *

151 SVENGALLOP *

You? Really? What ideas do you *

have, Countess Coloratura? *

Countess Coloratura looks down at her hooves as she gets up *

the gumption to say this. *

152 COUNTESS COLORATURA *

Well, I was...considering... maybe *

canceling the contest with the *

school ponies? *

As soon as he hears this, Svengallop JUMPS on this idea. *

153 SVENGALLOP *

Countess Coloratura, this is *

wonderful! Wonderful! I have been *

waiting forever for you to cancel *

that pointless school pony contest! *

Countess Coloratura is disappointed, but tries to hide it. *

154 COUNTESS COLORATURA *

You have? *

155 SVENGALLOP *

Oh yes! It's dreadful! You do it *

at every charity event and it does *

nothing to promote the Countess *

Coloratura image that I built! *

Nothing! Consider it CANCELED! *

Anything else? *

Countess Coloratura bucks up for the next part of the plan, *

really going for it. *

156 COUNTESS COLORATURA *
Yes! I was thinking that tonight's *
performance just isn't big enough! *

Svengallop's eyes light up even more. *

157 SVENGALLOP *
Not...BIG ENOUGH?! *

158 COUNTESS COLORATURA *
No! It needs to be HUGE! You've *
made me a star, but it's time we *
go...Super Nova! *

159 SVENGALLOP *
I LOVE THE WAY YOU'RE THINKING!!! *

He <CLAPS> his hooves and starts yelling out orders to *
Rainbow Dash, Rarity, Applejack, and Twilight who look *
surprised and somewhat offended at his requests. *

160 SVENGALLOP (CONT'D) *
Hey, you! Purple-maned Unicorn! *
Call the Wonderbolts! And you, *
rainbow Pegasus! Can you sew? I *
need starry, flashy, flame, fire *
costumes. Hey, Applehick! Are you *
related to that massive Earth pony? *
I need him to throw Countess *
Coloratura in the air and catch *
her. And you! With the wings and *
the horn! Are you an Alicorn? *
Woah. Okay. I need a bunch of *
Unicorns with firework pyrotechnic *
skills right away! Alright, *
everypony! Let's get to it! NOW! *

He turns back to Countess Coloratura. *

161 SVENGALLOP (CONT'D) *
Countess Coloratura! This show is *
going to be earth-shattering, cloud- *
bursting, magic-bending phe-nom-e- *
nal! And while I'm whipping these *
slackers into shape, for once you *
won't be wasting time rehearsing *
with those tuneless tots! So you *
can finally indulge in the perks of *
your fame! Pinkie Pie! *

Pinkie ZIPS in with bits of frosting, apple and hay in her *
mane looking very frazzled. *

162 PINKIE PIE *

(slurring) *

Yes, Svengallop, sir? *

163 SVENGALLOP *

Schedule a spa treatment for *

Countess Coloratura, STAT! Pony *

pedi! Coat soak! Mane massage! *

The works! Let's go over the *

details. Follow me! *

Svengallop walks away with Pinkie to have a private *

conversation. He turns to Pinkie giving her an evil look. *

164 SVENGALLOP (CONT'D) *

After I'm done with my rehearsal, I *

want the ALL same treatments. And *

you know the drill: deliver, or the *

diva ditches your dippy charity. *

Svengallop walks back to Countess Coloratura with a big, fake *

smile. *

165 SVENGALLOP (CONT'D) *

Okay Countess Coloratura! It's all *

set up. Let's get you to the spa! *

But his smile falls when he sees himself being projected ON *

THE SCREEN by the UNICORNS REPEATING what he said to Pinkie. *

Then they REMIX it. *

166 SVENGALLOP (CONT'D) *

(REPEATING/REMIX) *

You know the drill: deliver, or the *

diva ditches your dippy charity. *

Deliver, or the diva ditches your *

dippy charity. The diva ditches *

your dippy charity. *

Countess Coloratura looks at him with disdain. *

167 COUNTESS COLORATURA *

So that's how you've been managing *

things? With manipulation and *

threats? *

Svengallop takes it in, but immediately bounces back. *

168 SVENGALLOP *

Yeah, so? What's the problem? *

169 COUNTESS COLORATURA *
The problem is that you've been *
using my name to intimidate ponies *
to get what you want, Svengallop. *

170 SVENGALLOP *
But I work incredibly hard for you, *
Countess Coloratura! I deserve *
everything I get! *

171 COUNTESS COLORATURA *
But not because you scare ponies *
into thinking I won't perform for *
their charities otherwise! I would *
never do that to my fans. Which is *
why you should have known that I *
would never cancel the School *
Ponies Contest! *

172 SVENGALLOP *
You're right. It was clearly too *
good to be true. All this *charity* *
and *school pony contest* nonsense is *
just remnants of that boring little *
Rara I met back in Manehattan. *

173 COUNTESS COLORATURA *
Enough, Svengallop! You clearly *
don't understand the real me. *

174 SVENGALLOP *
The real you? That's a joke! Who *
are you without me? I made you *
somepony. I made you Countess *
Coloratura! What can you even do *
without me? *

He gestures around the stage. *

175 SVENGALLOP (CONT'D) *
Can you put on this show? Can you *
even put on your own costume? Good *
luck, *Countess Coloratura!* Good *
luck! *

Svengallop exits with a flourish. Applejack runs up on stage *
as Countess Coloratura hangs her head in disappointment. *

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

Countess Coloratura bucks up.

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

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

Coloratura is pacing back and forth freaking out as Rarity
tries to put her huge headdress on Coloratura's head.

178 COUNTESS COLORATURA
Oh my gosh, Svengallop's right!
This is going to be a disaster!
I'm going to be terrible! What if
they throw tomatoes? Or apples?
We are on an apple farm after all.
Oh! That would hurt! I'm going to
be terrible and they're going to
throw apples at me!

But then Applejack comes in.

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

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

181 APPLEJACK
Why's it gonna be so terrible?

182 COUNTESS COLORATURA
Because Svengallop was in charge of
everything! He directed the entire
show! The lights! The visuals!
The sound! <GASP> The sound! Oh my
gosh, AJ! My sound! Without
Svengallop, I have nothing!

183 APPLEJACK
Now don't go gettin' yourself in a
tizzy there, Rara. If you wanna do
your show "The Svengallop Way," we
can totally make that happen.
Rarity knows more about fancy-wear
than anypony in Equestria and she
can get you all dolled up in your
costume lickety-split. Rainbow
Dash can work that lighting system.

(MORE)

APPLEJACK (CONT'D)

As for any magical direction you
need, I'm in pretty good with that
Alicorn Princess, so you're set on
the visuals and the vocals.

*
*
*
*

184 COUNTESS COLORATURA
Thank you, AJ. Thank you so much!

*
*

185 APPLEJACK
No problem! But can I just offer
my two bits here, Rara?

*
*
*

186 COUNTESS COLORATURA
Certainly, AJ.

*
*

187 APPLEJACK
Without Svengallop, I don't think
you have nothin'. In fact, in my
humble opinion, you have
everythin'. Cause you still have
you. And as somepony who's seen
you perform, that's all you really
need.

*
*
*
*
*
*
*
*

Applejack gives her friend a smile.

*

188 APPLEJACK (CONT'D)
But, like I said, that's just my
two bits. Take 'em for what
they're worth. You're the one
gettin' up on that there stage.
It's your decision.

*
*
*
*
*
*

Applejack leaves as Coloratura thinks on this.

*

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

*

Twilight steps out on stage and the CROWD goes wild.

189 CROWD
<CHEERS>

190 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!

191 CROWD
<CHEERS>

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

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

Everypony is a little confused.

193 CROWD
<CONFUSED WALLA>

She begins to <SINGS> "The Magic Inside"

194 RARA

[VERSE]

*It's time to show them who I am/
Throw off the veil. It's fin'ly
time/
There's more to me than just the
Glitz and Glam/
Now the stars have all aligned!*

In the past, I truly loved to sing/
But I sacrificed my voice/
I loved the joy that it would
always bring/
So now I sing and I rejoice!

[CHORUS:]
Be expressive, be true/
And be the most honest you/
Sing out your colors! Don't hide!/
You've got the magic inside!

*My voice is singing out clear/
To ponies both far and near/
Sing out your colors! Don't hide!/
You've got the magic inside!*

[POST-CHORUS]
C'mon ponies, don't you hide/
You've got magic deep inside!
You know you can hit your stride/
Cuz you've got magic deep inside!

[VERSE]
I was told I needed lots of flair/
That I needed spectacle/
Or I'd be another Plain Jane Mare/
And I'd be forgettable/

(MORE)

RARA (CONT'D)

*But now the colors of the music
swirl/
As I sing and now I see/
Them rushing all around this great
big world/
I found my voice, I'm fin'ly free!*

[CHORUS:]
*Be expressive, be true/
And be the most honest you/
Sing out your colors! Don't hide!/
You've got the magic inside!*

*My voice is singing out clear/
To ponies both far and near/
Sing out your colors! Don't hide!/
You've got the magic inside!*

[POST-CHORUS]
*I've got magic deep inside!/
I'm no longer gonna hide!/
I can fin'ly hit my stride/
Cuz I've got magic deep inside!*

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!

195 CROWD
<CHEERS>

Rara steps up to the microphone.

196 RARA
Thank you, everypony! When I
arrived at the Helping Hooves Music
Festival, I had forgotten *who I
really was and* that I began
performing because I love to sing.

Rara smiles down at Applejack.

197 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.

198 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? Come on up!

*

The CMCS run up on stage.

199 RARA (CONT'D)
Okay, girls. Why don't we do that
one we practiced.

*

*

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

200 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. Applejack smiles.

*

Cut to Pinkie dressed like a BARKER at a FOOD STAND full of
pre-peeled, pre-cored apples covered in hay.

*

*

201 PINKIE PIE
Come and get 'em! Pre-peeled, pre-
cored Appaloosan Hay-Covered Apples-
On a Stick! Only 2 bits and all
proceeds go to charity! Buy one
today! Trust me, we've got plenty!

*

*

*

*

*

*

Pinkie <WINKS> at Camera.

*

THE END.

*