

Need to pickup:

Tabitha St. Germain
@ "Rarity"

Michelle Creber
@ "AppleBloom"

Claire Corlett
@ "Sweetie Belle"

Maddy Peters
@ "Scootaloo"

HS Recorded
Sept 24/14
@ Del's.
TS. → (1-10)

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MY LITTLE PONY V

"The Mane Attraction"

Episode 524

Written by: Amy Keating Rogers

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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 side beams. Other PONIES arrange hay bales in the audience area. Other PEGASI hover by the Lighting Truss hanging lights.

RAINBOW DASH and DERPY hang a screen for projection in one side area. RARITY shoots a Beam of magic at the stage where Fluttershy is standing. The image of Fluttershy appears on the screen that Rainbow Dash and Derpy are hanging. They adjust it so it's hanging properly. Fluttershy sees the HUGE image of herself and looks embarrassed.

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

12 (3) 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 (4) 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 ⁴ ⁶ ¹⁵ TWILIGHT
What is it, Pinkie?

7 ¹⁷² 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 ⁵ EVERYPONY ¹⁷³ ¹⁷⁴
OOOOOOOOO!!!! 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 ⁵ EVERYPONY ¹⁷⁴
<GASP!>

PINKIE'S MANE TOTALLY FRIZZES OUT like the BRIDE OF
FRANKENSTEIN.

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 FRIZZED-OUT Pinkie as everypony is still looking askance at Applejack.

16 ¹⁸⁰ ¹⁸¹ 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 ¹⁸ 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* have you
not heard of her?

Applejack shrugs nonchalantly.

18 APPLEJACK
Don't 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 CURLS BACK TO NORMAL.

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

20 ¹⁸ 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.

21 ¹⁸⁰ ¹⁸¹ PINKIE PIE
Do you remember her Cutie Mark?

Applejack lights up.

22 ¹⁸¹ 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.

25 ¹⁸¹ ¹⁸² PINKIE PIE
Do you have any idea the number of
the hoops I had to jump through to
get. ~~Courtess Coloratura~~ to perform
at the ~~Helping Hooves Music~~
Festival? A whole lot of hoops!
That pony is very demanding!

26 APPLEJACK
Demandin' Naw!

27 ¹⁸² 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.

29 ¹⁸⁰ ¹⁸¹ 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!



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.

31 ¹⁸³ ¹⁸⁴ APPLEJACK (V.O.)
 Why, even that big name was too fancy for her. So I shortened ColoRatuRA to Rara.

3/A 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~~ branch.

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

33 ¹⁸⁵ ¹⁸⁶ 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/*

(MORE)

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

187ABC 188 189AB
 34A
 END SONG

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

35 190 191 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
 Manehattan 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.

Pinkie's are wide as she looks over AJ's shoulder.

38 PINKIE PIE
 I don't have to wait! She's here!

39 APPLEJACK
 (excited)
 Really?!

Applejack turns excitedly expecting to see her friend, but instead sees FOUR FASHION-MODEL STALLIONS carry in a HUGE, PONY-SIZED, COLORFUL MUSICAL NOTE towards Sweet Apple Acres.

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

ON APPLEJACK

40 190 191 192 ABC
APPLEJACK (CONT'D)
(confused)
Rara?

FADE OUT.

END ACT 1

FADE IN:

ACT 2

SC. 5 - EXT. SWEET APPLE ACRES - CONTINUOUS

The four hot continue towards Sweet Apple Acres carrying Countess Coloratura. A MANAGER (SVENGALLOP) with a slick mane, sunglasses and a snooty look sizes up the crowd with some disgust, shooing them away, clearing an aisle.

41 11 12 13 17 18
SVENGALLOP
Clear the way. Step back. Keep your
hooves and tails to yourselves.

PHOTO FINISH then comes down the aisle, taking pictures of the Four Hot Ponies carrying in Countess Coloratura.

42 17
SVENGALLOP (CONT'D)
Make way for The Mane Attraction!

Pinkie goes FAN GIRL CRAZY!

43 13
PINKIE PIE
AAAAAAH! COUNTESS COLORATURA!!!!

Applejack is still stunned.

44
APPLEJACK
No. That can't be her.

Applejack looks closely at the pony in the musical note, trying to see past the veil, still unsure. Could this really be her laid back friend?

Countess Coloratura steps down from her Musical Note bubble, giving Applejack a sideways glance.

45 11 13 16 APPLEJACK (CONT'D)
 Um... Hi. Remember me? We met at
 Camp Friendship? I gave you the
 nickname Rara?

Countess Coloratura's eyes light up.

46 13 COUNTESS COLORATURA
 AJ?

Applejack looks hugely relieved.

47 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.

48 COUNTESS COLORATURA
 Hoovsies!

49 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.

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

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

51 RARITY (CONT'D)
 I've read that only the most worthy
 ponies get Hoovsies! She clearly
 thinks 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.

52 11 13 14 15 COUNTESS COLORATURA
 Hoovsies! Hoovsies! Hoovsies!
 Hoovsies! Hoovsies! Hoovsies!

53 19 20 21 22 PONIES
 <SHRIEKS OF DELIGHT>

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

54 ^{23 24 25 27} 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.

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

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

He glances back at Applejack.

57 ^{28 29} SVENGALLOP
Though it was muddled a bit with your interaction with that dusty farm pony. Do you actually know her?

58 ³⁰ COUNTESS COLORATURA
Oh yeah. That's my childhood filly friend AJ!
(happy/nostalgic)
Back when she and I met, she was the one that started calling me Rara.

Svengallop looks at Applejack rather dismissively and flips his mane.

59 SVENGALLOP
(dismissively)
Oh, yes. How cute and, oh what's the word? Common.
(full of arrogance)
Of course, back when you and I 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.

60 ²³ ²⁹ ³⁰ SVENGALLOP (CONT'D)
Pinkie Pie! Where is the pony
Pinkie Pie I've been negotiating
with?

Pinkie runs up with her cart.

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

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

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

64 SVENGALLOP
Well, they aren't doing ^{her} Countess
~~Coloratura~~ any good in that cart!
Please fill a glass right now!

65 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.

66 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.

67 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.

68 ^{23 33 34 35} PINKIE PIE (CONT'D) ³⁶ 193 AB
I call this straw Fernando.

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

69 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.

70 PINKIE PIE
Oh, we shall!

Svengallop raises his eyebrow.

71 SVENGALLOP
Hm...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.

72 ³⁹ PINKIE PIE
Absotutely!

Svengallop narrows his eyes begrudgingly.

73 SVENGALLOP ³⁷ ⁴⁴
(begrudgingly)
<Grumbling> Well, by some miracle
your requests have been reasonably
met, Countess Coloratura. So let
us move on...to rehearsal!

Svengallop walks off haughtily 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.

74 PINKIE PIE
See, Applejack? Demanding!

38

38 45

75 33 38 40 APPLEJACK 41 42 43
 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.

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

77 33 38 46 APPLEJACK
 Rara hasn't just changed. She's
 become a whole other pony!

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

79 33 38 47 48 49 APPLEJACK
 But the caterpillar was already
 plenty lovely.

80 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. Right before Countess
 Coloratura sings, Svengallop directs other UNICORNS to SHOOT
 MAGIC from their HORNS, directly at Countess Coloratura's
 throat. There is then a GLOW around her VOCAL CHORDS. 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."

81 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.

82 50A6 51b 52
 <CHEERS> EVERYPONY



Except Applejack, who's completely stunned.

83 ^{53 54 55 56} APPLEJACK ^{57 58 59}
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.

84 SVENGALLOP ⁶⁰
Oh my shining star! Thanks to the
sparkling costumes, dazzling
choreography, and brilliant vocal
effects that I designed, your
performance was SPECTACULAR,
Countess Coloratura!!!!

85 COUNTESS COLORATURA ⁶¹
Oh, thank you, Svengallop!

Applejack turns to Rarity.

86 APPLEJACK ⁵⁹
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.

87 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.

88 APPLEJACK ⁵⁷ ⁵⁹
If you ask me, that wouldn't
necessarily be a bad thing.

Up on stage with Countess Coloratura, who looks exhausted.

89 COUNTESS COLORATURA ⁶²
If we're all done here, I'd love to
go back to my trailer and rest,
Svengallop.

Pinkie bounces up.

90 ⁵⁷ ⁵⁹ PINKIE PIE
 Actually, right now you're
 scheduled for your Meet and Greet
 with the school ponies, Countess
~~Coloratura!~~

Svengallop rolls his eyes.

91 ⁶³ SVENGALLOP ⁶⁴
 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.~~

92 COUNTESS COLORATURA ^{65 66 67 68 69}
 Absolutely not! You know my charity
 work is very important to me,
 Svengallop. But my favorite part ⁷⁰
 of any event is meeting with the
 school ponies!

Applejack smiles at this. ^{75 76}

93 APPLEJACK
 The school ponies'll be so happy to
 hear that, Rara.

94 COUNTESS COLORATURA
 Do you know where I'm supposed to
 meet them, AJ?

95 APPLEJACK
 Sure do! I'll show ya! C'mon!

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.

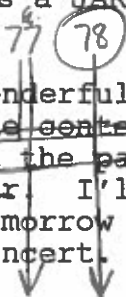
96 ⁷⁷ ⁷⁸ COUNTESS COLORATURA
 Ponyville School Ponies! As part of
 the Helping Hooves Music Festival,
 I'm holding a contest where some of
 you will get a chance to sing with
 me on stage at the concert
 tomorrow! Sound fun?

97 STUDENTS
<CHEERING>



She indicates a JAR on the table.

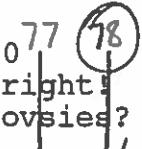
98 COUNTESS COLORATURA
Wonderful! ~~But to be entered in the contest you must put your name on the paper and put it into this jar.~~ I'll be choosing the winners tomorrow afternoon before the concert. Okay?



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.



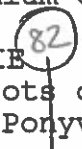
But then AJ gets distracted when she sees Svengallop talking to a nervous Pinkie. AJ discreetly goes to listen.

102 PINKIE PIE
But I got everything you requested.



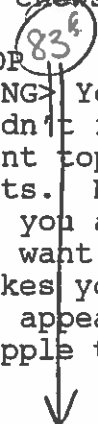
103 SVENGALLOP
That was for Countess Coloratura. This is for me. And what I want is what Countess Coloratura wants and what I want is premium oats.

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



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

105 SVENGALLOP
<CHEWING AND SPITTING> You call those oats? I wouldn't feed those to my chicken! I want top-of-the-line, Appaloosan Oats. 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.
(MORE)



77 78 (83) SVENGALLOP (CONT'D)
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.
And I want these things in 24
hours!

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

107 (79) 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 (78) 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 (100) 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 ^{84 85} ⁸⁶ APPLEJACK
Sure did, Apple Bloom!

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

114 ⁹⁷ COUNTESS COLORATURA
Oh my gosh! Is this the little sister you wrote to me about, AJ?

115 ⁸⁶ APPLEJACK
Sure is, Rara.

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

117 ^{85 86} ^{98 99} COUNTESS COLORATURA
AJ said you were the best little sister ever, Apple Bloom.

117A The CMCs stand with their jaws dropped in shock. AJ closes their mouths and nudges them, waking them from their stupor.

118 ⁸⁶ 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!

121A The CMCs run off together.

122 ^{85 86} ^{87 88} 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 ^{85 88 89} COUNTESS COLORATURA ⁹⁰
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.

126 ⁹³ 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 ⁹⁰ 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.

129 COUNTESS COLORATURA
What? But...he knows how important charity is to me and leaving the festival would completely ruin my image!

130 ^{93 94 95} 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 ⁹⁶ 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 ^{91 92} COUNTESS COLORATURA
I am not Rara! I am Countess Coloratura!

(MORE)

85 90 91 92
COUNTRESS COLORATURA (CONT'D)
And while we may have been friends
when we were young, we have clearly
gone in different directions! This
conversation is over!

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.

134 101 102
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.

136 103
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 | 101 | 103 | APPLEJACK
 (calling out)
 Countess Coloratura!

Countess Coloratura turns and sees Applejack.

138 | 105 | 106 | 107 | 108 | 109 | COUNTESS COLORATURA
 (surprised)
 Wow, AJ! You said my real name.

139 | 103 | APPLEJACK
 I said your new name, but I saw the real 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 | 110 | 111 | 112 | COUNTESS COLORATURA
 Oh, ~~that~~, not this again.

141 | 103 | 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 | 104 | APPLEJACK
 Tomorrow/afternoon you're choosing school ~~pony~~ winners before the concert, right?

144 | 103 | COUNTESS COLORATURA
 Yes. So?

145 | 104 | 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 and Fluttershy are hanging the other projection screen. Twilight is in front of that screen while Rarity is in front of the other projection screen. Applejack and BIG MAC move some big equipment.

Countess Coloratura comes on stage, clearly a bit nervous.

146 ^{113 114 115} ^{122 123} COUNTESS COLORATURA
Svengallop? Svengallop?!
(finally more assertive)
Where are you Svengallop?!

Svengallop ZIPS in with frosting on his face.

147 ¹¹⁵ 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?

Countess Coloratura looks down at her hooves as she gets up the gumption to say this.

150 COUNTESS COLORATURA
Yes, I was...considering... maybe
canceling the contest with the
school ponies?

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

151 ¹¹⁶ 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.

152 COUNTESS COLORATURA
You have?

153 ^{120 121} SVENGALLOP ^{Alt.}
Oh yes! It's dreadful! You do it
at every charity event and it does
absolutely nothing to promote the
Countess Coloratura image that I
built! Consider it CANCELED!
And, can I just say, I just LOVE
the way you're thinking! LOVE IT!
After all this time, we are finally
on the same page. In step. In
tune. In sync.
(MORE)

113 116 117 SVENGALLOP (CONT'D)

(then, calling out)

Pinkie Pie!

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

154 PINKIE PIE

(slurring)

Yes, Svengallop, sir?

155 SVENGALLOP

We're making some adjustments to the show. Let's go over the details. Follow me!

Svengallop walks away with Pinkie to have a private conversation.

156 SVENGALLOP (CONT'D)

Cancel the contest for the fillies and schedule me a spa treatment. Now that I don't have to oversee a rehearsal with those brats I have time for the works. A Pony pedi! A coat soak! A mane massage! You know the drill: deliver, or the diva ditches your dippy charity.

Svengallop walks back to Countess Coloratura with a big, fake smile.

157 SVENGALLOP (CONT'D)

Okay Countess Coloratura! All taken care of.

But his smile falls when he sees himself being projected ON THE SCREEN by the Rarity and Twilight REPEATING what he said to Pinkie. Then they REMIX it.

158 SVENGALLOP (CONT'D)

(REPEATING/REMIX)

Cancel the contest for the fillies and schedule me a spa treatment. Now that I don't have to oversee a rehearsal with those brats I have time for the works. A Pony pedi! A coat soak! A mane massage! 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.

159 ^{124 125 126 127} COUNTESS COLORATURA ^{135 136}
 So that's how you've been managing
 things? With manipulation and
 threats?

Svengallop takes it in, but immediately bounces back.

160 SVENGALLOP ¹²⁷
 Yeah, so? What's the problem?

161 COUNTESS COLORATURA ^{128 129}
 The problem is that you've been
 using my name to intimidate ponies
 to get what you want, Svengallop.

162 SVENGALLOP
 But I work incredibly hard for you,
~~Countess Coloratura!~~ I deserve
 everything I get!

163 COUNTESS COLORATURA ¹³¹
 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!

164 SVENGALLOP ¹²⁹
 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.

165 COUNTESS COLORATURA ^{132 133 134}
 Enough, Svengallop. You clearly
 don't understand the real me.

166 SVENGALLOP ¹³⁰
 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. ¹²⁹

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

167A

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

143 144 145
168 APPLEJACK
Oh, Rara! That was just awful!
I'm so sorry. Are you gonna be
okay for the concert tonight?

Countess Coloratura bucks up.

143 146 147
169 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.

148 149
170 COUNTESS COLORATURA
Oh my gosh, Rarity! 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.

149
171 APPLEJACK
Who's throwin' apples on my farm?

148
172 COUNTESS COLORATURA
The disgruntled audience members
when they see my terrible
performance!

Applejack turns to Rarity.

149
173 APPLEJACK
Can you give us a minute, Rarity?

174 RARITY
Certainly.

Rarity exits.

148 149
175 APPLEJACK
Now, why's it gonna be so terrible?

148 149
176 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!

177 153 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. 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.

151
178 COUNTESS COLORATURA
Thank you, AJ. Thank you so much!

179 154 APPLEJACK
No problem! But can I just offer my two bits here, Rara?

180 COUNTESS COLORATURA
Of course.

153 154 155 156 157
181 APPLEJACK
Svengallop turned you into Countess Coloratura and acted like your friend so he could enjoy the perks that came with you bein' a star. But the real perk of friendship is gettin' to see your friend bein' true to themselves. And, Rara, when you're simply yourself, you're the brightest star I've ever seen shine!

159 160
182 COUNTESS COLORATURA
But I've acted like Countess Coloratura for so long, I don't know if I can shine like that anymore.

151
183 APPLEJACK
Well, now you're just talkin' nonsense! What'd you say before?
(MORE)

148 (151) APPLEJACK (CONT'D)
 That without Svengallop, you have
 nothin'? Hogwash! ~~You have~~
~~everything!~~ 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.

184 (152) 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.

185
 <CHEERS>

CROWD

186 (9) 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. All the proceeds from
 the ticket sales will be going to
 Helping Hooves which benefits
 little fillies and colts in need.
 Now it is my great honor to
 introduce to you our headlining
 act, Countess Coloratura!

187
 <CHEERS>

CROWD

cheering
 re-print

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

188 (162 163) RARA (164 165)
 This song may be familiar, but yet
 it's totally different. Kind of
 like me. Rara.

Everypony is a little confused.

189
 <CONFUSED WALLA>

CROWD

She begins to <SINGS> "The Magic Inside"

190 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/*

*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/
(MORE)*

RARA (CONT'D)
*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!

191
 <CHEERS>

CROWD

71-75 -reprint

Rara steps up to the microphone.

192 RARA 168 169 170
 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.

193 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.

194 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.

195 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.

196 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.

THE END.

*