**SUITED FOR SUCCESS**

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Prologue

(*Opening shot: fade in to the exterior of the Carousel Boutique during the day.*)

**Rarity:** (*from inside*) Oh, Opalescence…

(*Cut to a close-up of a levitating sketch that depicts her in an elaborate gown, necklace, earrings, and tiara, with her mane loosely tied and hanging to one side. The head and forelegs of one of her mannequins can be seen beyond the paper’s edge.*)

**Rarity:** (*from o.s.*) …can’t you just picture it? (*backing it away, stepping into view*) *Moi*, stepping out in a stunning new gown at the Grand Galloping Gala in Canterlot!

(*The motion of the paper exposes the mannequin, which has a length of magenta cloth draped over its back; napping on this is a fluffy white cat with violet eyeshadow and a darker bow, matching Rarity’s mane, in one tuft of hair atop her head. This is Opalescence, or Opal for short. Rarity’s words wake her up; she yawns and stretches, revealing a jeweled purple collar, and Rarity yanks the cloth away to dump her onto the ground. After a short bounce and startled meow, Opal walks across the floor. The décor does not match that of the ground floor, marking this scene as taking place on the upper story.*)

(*Rarity, meanwhile, has loosely wrapped the cloth around herself and is lost in the moment. Zoom in on her.*)

**Rarity:** Why, yes, I did make it myself. Thank you *so* much for asking.

(*As she bats her eyes and pouts prettily for the camera, Opal settles down on a free corner to resume her nap, but finds herself being dragged o.s. in short order. She jumps off and walks away with a grumble. The reason for this interruption is that Rarity has begun to run the cloth through an antique sewing machine. She has put on a pair of red-framed, tinted reading glasses and will wear them until further notice.*)

**Rarity:** Oh, Opal, of course you can help me. Thank you.

(*The cat is promptly set on a tabletop and gets a pincushion put in her mouth; she voices a discontented meow around it. Cut to Rarity; behind her is a rack loaded with bolts of fabric, as well as a bulletin board with notes tacked up.*)

**Rarity:** What’s that? You want to help me more. (*levitating various supplies*) Oh, aren’t you the sweetest thing.

(*They sail toward Opal, who mews bemusedly as she suddenly finds herself balancing glue, scissors, measuring tape, and spools of thread on every available body part. Zoom out; Rarity has gone to work, stitching cloth over the mannequin to follow the floating sketch.*)

**Rarity:** Careful, now. Don’t move. (*Stitches pull tight.*) This shouldn’t take long at all.

(*Cut to a close-up of Opal, zooming in as she grumbles and tries to balance, then fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to the exterior of the Carousel Boutique. Zoom in toward the upper story, then cut to inside its closed door. A knock is followed by its opening; Applejack is on the other side, followed by Twilight Sparkle.*)

**Applejack:** Howdy, Rarity! (*They walk in.*)

**Twilight:** Shhhh!

(*Quick pan to Rarity, still working on the dress design. It now shows darker magenta trim and lighter material for the chest and forelegs; the skirt has been built up in layers.*)

**Twilight:** (*from o.s., whispering*) Can’t you see Rarity’s trying to concentrate?

(*Zoom in to a close-up of the seamstress’ face, then pan slightly to show Applejack behind her on one side. Both she and Twilight keep their voices down, but Rarity glances sidewise from one speaker to the other with growing annoyance.*)

**Applejack:** What do you think she’s makin’? (*Pan to Twilight on the other side.*)

**Twilight:** Looks like a dress. (*To Applejack.*)

**Applejack:** Well, that makes sense— (*Rarity sighs.*) —since this is a dressmaker’s shop and all.

(*Longer shot; Rarity growls quietly to herself, then turns to face the pair with the politest smile she can manage on very short notice.*)

**Rarity:** Is there something I can help you with? (*Twilight has now brought her saddlebags in.*)

**Twilight:** Oh…so very sorry to trouble you, Rarity, but I need a quick favor.

(*Digging in the bags for a moment, she pulls out a dress—red, with yellow sleeves—and lays it on a tabletop. A close-up reveals that one of its buttons has come loose.*)

**Twilight:** (*from o.s.*) Could you please fix a button for me? It’s my dress for the Grand Galloping Gala. (*Shocked gasp from Rarity.*)

**Rarity:** Oh, no, no, no! You can’t wear this…uh, old thing. You need a glamorous new outfit for the Gala, and I’ll make it for you. No problem at all. It would be my pleasure.

**Twilight:** Oh, that’s really sweet of you to offer, Rarity, but I can’t let you do that. It would be so much work. This dress is fine.

**Rarity:** (*reprovingly*) Twilight Sparkle, I insist on making you a new dress. (*Cut to Twilight.*)

**Twilight:** But—

**Rarity:** (*from o.s., waving hoof in her face*) Not another word. (*Cut to frame all three.*) I won’t take no for an answer.

**Twilight:** Well, in that case…thank you for your generosity, Rarity. Knowing your handiwork, I’m sure it will be absolutely beautiful.

(*The camera cuts to Rarity and pans as she turns a slightly critical eye toward Applejack.*)

**Rarity:** Let me guess, Applejack. You don’t want a new gown either.

**Applejack:** Gown? Shoot. I was just gonna wear my old work duds. (*Bigger shocked gasp from Rarity.*)

**Rarity:** You *can’t* possibly be serious, Applejack! You absolutely *must* wear formal attire!

**Applejack:** (*thinking hard*) Hmmm…nah.

**Rarity:** (*smiling*) What if I just spruce up your, uh…duds…for you a little bit?

**Applejack:** Uh…okay, sure, why not? Since you’re offerin’ and all. Just don’t make them too, uh…frou-frou-y.

**Rarity:** Deal!

**Rainbow Dash:** (*from outside*) Look out below!

(*There follow a panicked yell, a crash that sends bits of the ceiling raining down, and one sky-blue pegasus who hits the floor much too hard for her liking. She bounces backward and ends up tangled among mannequins and cloth bolts, with a bucket on her head.*)

**Rainbow:** Sorry. New trick. Didn’t quite work. (*Nervous chuckle; Rarity thinks hard.*)

**Rarity:** Hmmm… (*Sharp gasp; smile; singsong.*) Idea! (*normal tone*) I’ll make you an outfit for the Gala too, Rainbow Dash!

(*Still standing among the mannequins, she looks back and forth with great confusion.*)

**Rainbow:** Outfit for the what, now?

**Rarity:** (*indicating Rainbow, then Applejack*) I’ll make one for you, and you, and all of you! (*jumping in place*) Ooh, and of course Pinkie and Fluttershy too. Oh, and when I’m done, we can hold our very own fashion show!

**Twilight:** What a great idea! If you’re sure you can handle it.

**Rarity:** (*levitating cloth bolts from rack*) Oh, it’ll be a little bit of work, but it’ll be a wonderful boost for my business—plus, fun! (*Cut to Rainbow.*)

**Rainbow:** Oh, I love fun things!

(*Zoom out to frame all four; Rarity lays out cloth at her worktable, her measuring tape around her neck and at the ready.*)

**Rarity:** Then it’s settled. We’ll have a fashion show, starring us! (*Cheers from the others; she begins cutting fabric.*)

**Applejack:** So all you have to do is make a different, stunnin’, original, amazin’ outfit for one, two, three, four, five, plus yourself—*six* ponies? And lickety-split?

**Rarity:** (*chuckling*) Oh, Applejack, you make it sound as if it’s going to be hard.

***Light mandolin/tambourine melody, up-tempo 4 (E flat major)***

(*Dissolve to an extreme close-up of the sewing machine’s needle, pistoning up and down as it stitches purple cloth. Zoom out to show Rarity at work; dress pattern diagrams float behind her. The tone of her singing is quite relaxed despite the tempo.*)

**Rarity:** Thread by thread, stitching it together

(*The cloth fills the screen and parts are snipped out to expose her behind it.*)

Twilight’s dress, cutting out the pattern snip by snip

(*Opal, on the floor, yowls before the material falls down to cover her and fill the screen.*)

Making sure the fabric folds nicely, it’s the perfect color and so hip

(*Behind it, the measuring tape rolls out on the tabletop and the pieces drop into place.*)

Always gotta keep in mind my pacing, making sure the clothes correctly facing

(*Thread zigzags across the screen and pulls together two purple edges that block out the view.*)

I’m stitching Twilight’s dress

***Bass drum/bass/synthesizer/acoustic guitar in***

(*The seam spins in place and resolves into an end-on view of a fabric roll, one of several on the table. Opal lies on top of the rolled-out sections, but they are yanked away one by one to leave one very confused cat.*)

**Rarity:** Yard by yard, fussing on the details

(*A green collar, secured by a bolo tie with an apple-shaped clip, floats onto a mannequin.*)

Jeweled neckline, don’t you know a stitch in time saves nine?

(*Opal’s tail waves across the screen; tilt down from it to show her playing with the clip.*)

Make her something perfect to inspire, even though she hates formal attire

(*It floats away under Rarity’s control, and she crosses the floor as Opal runs after it. Mannequins float around her in a circle.*)

Gotta mind those intimate details, even though she’s more concerned with sales

(*Overhead view of the room; they turn in formation while circling her.*)

It’s Applejack’s new dress

(*Dissolve to an extreme close-up of the bobbin on her sewing machine and pan past the unwinding thread to a stretch of cloth. Behind it, a tacked-up sheet of another dress appears: striped vest secured in front with a large bow, ribbons at the hem, candy corn and lollipops on the skirt’s lacy top layer, ribboned shoes, pillbox hat.*)

***Mandolin/synth out; snare drum and electric guitar in***

(*A bright pink marker floats down and scribbles on the skirt.*)

**Rarity:** Dressmaking’s easy, for Pinkie Pie something pink

(*Tilt down to a sketch of a pony with leaves at the collar and butterfly-shaped earrings; a blue marker quickly draws in a long flowing skirt. The figure wears low shoes similar to those used by ballet dancers.*)

Fluttershy something breezy, blend color and form, do you think it looks cheesy?

(*This line is directed at Opal, who sits on a mannequin and meows softly.*)

***Original instrumentation resumes, with bass drum***

***(all other instruments except electric guitar enter during next verse*)**

(*Now a steam iron slides up the screen, the view changing behind it to show a sketch of a pegasus in a dress with a train striped along its length. The hem is trimmed to resemble clouds; a laurel wreath rests above the ears, the mane is tied in a loose bunch to one side, and a clasp at the neck looks like a bunch of grapes. Sandals with long ties cover the hooves. Zoom out; Rarity inspects a length of rainbow-striped fabric.*)

**Rarity:** Something brash, perhaps quite fetching

(*Two gold laurel leaves are hooked together.*)

Hook and eye, couldn’t you just simply die?

(*They float to rest on a mannequin’s ears.*)

Making sure it fits forelock and crest, don’t forget some magic in the dress

(*The fabric settles over the hindquarters.*)

Even though it rides high on the flank, Rainbow won’t look like a tank

(*She levitates the dangling edge a bit to see how it will hang at “floor” level.*)

I’m stitching Rainbow’s dress

(*A dress pattern is unrolled over the screen.*)

***Stoptime; electric guitar in***

(*Pieces of fabric float in to cover the appropriate spots before a pair of scissors cuts the lot away. Behind it, fabric is laid onto a mannequin.*)

**Rarity:** Piece by piece, snip by snip, croup, dock, haunch, shoulders, hip

(*A needle is threaded and an iron rums over a piece, its steam filling the screen.*)

Thread by thread, primmed and pressed, yard by yard, never stressed

(*The view clears to an overhead view of Rarity, zooming out to frame the supplies and mannequins circling around her.*)

And that’s the art of the dress

***Normal rhythm resumes as she holds the last note; song ends***

(*Fade to black.*)

(*Fade in to Rarity, backing across the room as Fluttershy and Pinkie Pie advance with eyes closed, Pinkie hopping excitedly. This shot reveals a four-poster bed in this upper story of the building—combination workspace and living quarters.*)

**Rarity:** That’s it…keep them closed… (*Close-up.*) …don’t look…

[*Animation goof: Her mane briefly appears disheveled.*]

(*Head-on view of her five friends, all lined up and squeezing their eyes shut.*)

**Rarity:** (*from o.s.*) Okay, you can look now!

(*Ten eyes open wide and five throats gasp in surprise. Cut to a slow pan across a row of five mannequins, each decked out in an outfit meant for one wearer. Applejack: new brown cowboy hat, the green collar and apple bolo tie seen earlier, green boots trimmed with red/white on forelegs, red saddle with brown trim and a long, fringed underlying green piece that resembles a saddle blanket. Every piece is decorated with apples. Twilight: high-collared royal blue cape, secured by a star brooch at the neckline and gathered into a light blue saddle that sits slightly forward of where one would normally rest. Stars are sprinkled around the hem, collar, and saddle, and the mannequin wears star earrings. Fluttershy: light green cape, with butterfly brooch and earrings, light blue shawl looped around the rump, and flowers at the hemline. Matching green sandals with vine-like ties are on the forelegs. Rainbow: the rainbow-striped train hinted at in the song, with a loop of material under each wing to hold it in place, cloud-like white edging at the hem, and the grape-bunch brooch. The gold laurels rest atop the head, and the forelegs display gold sandals with long ties. Pinkie: the dress as seen in the song, with a skirt the same color as her mane; the bows on the hat and collar match it, the hem ribbon and shoe bows are light blue, and the vest is done in blue/white stripes. Opal nuzzles happily against Rainbow’s hem.*)

**Rarity:** (*from o.s.*) These are your new outfits! (*Close-up of Applejack’s boots, tilting up to the rest of the rig.*) What do you think of your old duds now, Applejack? (*Zoom out; Opal plays with the fringe.*) Pretty swanky, are they not? (*Giggle.*)

(*Quick pan to an extreme close-up of Twilight’s earrings, then zoom out to frame the rest of the gown. Opal approves.*)

**Rarity:** (*from o.s.*) And Twilight, I made this dress for you, and I designed each outfit theme to perfectly reflect each pony’s unique personality.

(*Close-up of Rainbow’s hem, panning/tilting up along the rest of her gown.*)

**Rarity:** (*from o.s.*) Oh! It took me forever to get the colors right on this one, Rainbow Dash, but I did it. (*Zoom out; Opal loves it too.*) Oh, and it turned out beautiful, don’t you think?

(*Close-up of Fluttershy’s sandals, then zoom out to frame her ensemble. Opal rolls happily past it.*)

**Rarity:** (*from o.s., gasping*) And I know you’re going to love yours, Fluttershy. It just sings spring!

(*Close-up of the bow at Pinkie’s neckline.*)

**Rarity:** (*from o.s.*) And Pinkie Pie, look! (*Zoom out; Opal lies on the mannequin’s rump.*) Pink! Your favorite!

(*Cut to frame her, standing in the center of the floor with all five outfits ranged behind her.*)

**Rarity:** Aren’t they all amazing?

(*The others just stand there, stunned into total silence for several seconds as she aims a huge, expectant grin across the room. Finally they begin to recover their senses, but their body language gives away their unease.*)

**Twilight:** Wow…they’re…

**Rainbow:** Yeah, they’re…

**Applejack:** They sure are, uh…somethin’.

**Twilight:** Yes! Something!

**Pinkie:** I love something! Something is my favorite!

**Fluttershy:** It’s…nice. (*Rarity starts to catch on.*)

**Rarity:** But what’s the matter? Don’t you like them?

**Twilight:** They’re very nice.

**Applejack:** And we’re plumb grateful ’cause you worked so hard on them.

**Rainbow:** Mine’s just not as cool as I was imagining.

(*She finds herself on the wrong end of annoyed glares from Twilight and Applejack.*)

**Rainbow:** She asked.

**Twilight:** I guess what we’re all saying is that they’re just not what we had in mind.

(*During this line, cut to the gobsmacked designer and zoom in to a close-up. Back to the five after she finishes; Applejack, Pinkie, and Rainbow voice general assent, while Fluttershy paws nervously at the carpet. Rarity groans and hangs her head for a moment, then brings it up with a slightly pained smile.*)

**Rarity:** That’s okay. Not a problem. There’s plenty more where that came from. They were only a first pass. You’re my friends, and I want you to be one hundred and ten percent satisfied. Not to worry. I’ll redo them!

**Fluttershy:** Oh, Rarity, you don’t have to do that. They’re fine.

**Rarity:** (*levitating Applejack’s new hat and Twilight’s earrings off*) I want them to be better than just fine. I want you to think they’re absolutely perfect.

**Applejack:** Are you sure? I mean, we wouldn’t want to impose.

**Rarity:** (*laughing, floating Twilight’s dress off, letting it drop*) Oh, it’s no imposition. Really, I insist!

**Twilight:** (*as others leave*) Well, in that case, thank you again, Rarity.

(*The white unicorn laughs politely until they have all made it out the door. Her face then falls as the camera zooms out on the next line to frame the five mannequins, all partially or completely stripped; the outfit pieces lie on the floor around them.*)

**Rarity:** What have I gotten myself into?

(*Opal meows plaintively. Snap to black.*)

Act Two

(*Opening shot: fade in to a close-up of Rarity, hard at work behind her sewing machine and with her mane noticeably disheveled. The door is heard opening.*)

**Fluttershy:** (*from o.s.*) Hello? (*Cut to her, entering; the machine stops.*) You wanted to see me, Rarity?

**Rarity:** Fluttershy! Your *new* new gown’s ready! (*She crosses the room.*) I completely revised it, and I know you’re going to love it!

(*Dissolve to the yellow pegasus, framed from the wings forward, eyeing her reflection in a mirror. A flower is tucked behind one ear, and the dress is still light green with a butterfly brooch.*)

**Rarity:** (*from o.s.*) What do you think? (*Long pause.*)

**Fluttershy:** I…love it.

(*Cut to frame both. She now wears sandals on all four hooves, the front two showing the vine ties, and the dress hem has been marked with pastel spots that resemble Easter eggs.*)

**Rarity:** Oh, you’re just saying that.

**Fluttershy:** No, no, I do. It’s…nice.

**Rarity:** (*not convinced*) Nice.

**Fluttershy:** (*dropping her eyes*) Nice.

**Rarity:** If you don’t like it, you should just tell me.

**Fluttershy:** (*smiling*) Oh, but I do like it.

**Rarity:** (*impatiently*) Like it or love it?

**Fluttershy:** (*backing off a bit*) Um…both?

(*Now Rarity starts to advance, forcing Fluttershy to back up before the eyes behind the tinted lenses.*)

**Rarity:** Which is it?

**Fluttershy:** Please stop asking me this, I—

**Rarity:** Well, just tell me what you really think.

**Fluttershy:** Oh, no, that’s okay. (*She runs into the wall.*)

**Rarity:** Tell me!

**Fluttershy:** No, i-it’s fine.

**Rarity:** Tell me!

**Fluttershy:** (*sweating profusely*) I-I like it.

**Rarity:** (*with mounting fervor*) Tell me, tell me, tell me, tell me, tell me!

**Fluttershy:** All right, since you really want to know. (*deep breath; rapid fire*) The armscye’s tight, the middy collar doesn’t go with the shawl lapel, the hems are clearly machine-stitched, the pleats are uneven, the fabric looks like toile, you used a backstitch here when it clearly called for a topstitch or maybe a traditional blanket stitch— (*Cut to Rarity, openmouthed; she continues o.s.*) —and the over-design is reminiscent of *prêt-a-porter* and not true French *haute couture*.

(*Rarity gasps softly on the end of this, taken aback at the meek pony’s knowledge of clothing design. Said pony has made it off the wall and turned her head disdainfully away from Rarity, but turns back to her after a moment and resumes her usual demeanor.*)

**Fluttershy:** But, uh, you know, um…whatever you want to do is fine.

***Same melody/key/tempo as in Act One, with mandolin/bass drum/bass (snare drum sneaks in)***

(*Dissolve to a close-up of Twilight as she paces the floor and Rarity works the sewing machine. The fabric is purple and embellished with constellation diagrams.*)

**Twilight:** Now the stars on my belt need to be technically accurate. Orion has three stars on his belt, not four.

(*Although the vocal melody is the same, Rarity’s tone betrays the frazzled mood hinted at by her rumpled mane.*)

**Rarity:** Stitch by stitch, stitching it together

(*The fabric is thrown free and drapes over a mannequin; she levitates stars and a green swatch.*) Deadline looms, don’t you know the client’s always right?  
(*The swatch waves by; behind it, pan across the five mannequins, stripped except for this one.*)

Even if my fabric choice was perfect, gotta get them all done by tonight

(*Pinkie, now in the room, eyes the green bolt happily; Rarity opens the window curtains to let sunlight shine over it.*)

Pinkie Pie, that color’s too obtrusive, wait until you see it in the light

(*Pinkie sticks her head under the stretch on the floor.*)

I’m sewing them together

***Bass/snare drums out***

**Pinkie:** Don’t you think my gown would be more “me” with some lollipops?

**Rarity:** Well, I think—

**Pinkie:** Balloons? (*Cut to Rarity.*)

**Rarity:** Well— (*Dozens of balloons float up to fill the screen.*)

**Pinkie:** (*from o.s.*) Do it!

***Mandolin out; snare drum/electric, acoustic guitars/bass in***

(*The flood resolves into pieces of vivid blue and pink fabric lying side by side; these are quickly stitched together with a needle.*)

**Rarity:** Hour by hour, one more change

I’m sewing them together, take great pains

(*The seam spins in place. Dissolve to Rarity trying to take Fluttershy’s measurements with a tape wound around her front hooves; she then gallops past an idle Rainbow.*)

Fluttershy, you’re putting me in a bind, Rainbow Dash, what is on your mind?

(*She gallops back and sings in an overhead view, the camera zooming out to frame supplies circling around her.*)

Oh my gosh, there’s simply not much time, don’t forget, Applejack’s duds must

shine

(*She leans in front of a slightly smug Applejack; a flash of her horn sends apples cascading down.*)

Dressmaking’s easy, every customer’s call

(*A shake of the bond head sends her scrambling and pulling fabric out from under Opal.*)

Brings a whole new revision, have to pick up the pace, still hold to my vision

***Snare drum/electric, acoustic guitars out; mandolin in***

***(snare sneaks back in during the following lines*)**

(*Dissolve to Twilight and Rarity at a star chart.*)

**Twilight:** That constellation is Canis *Major*— (*Close-up of Rarity; she continues o.s.*) —not Minor.

(*Two birds carry a sketch over to the high-strung designer. In close-up, it depicts a pony n a wide-brimmed, feathered hat, strappy sandals, and a dress that might do well on a pony that happened to wander into the universe of The Jetsons.*)

**Fluttershy:** (*from o.s.*) French *haute couture…* (*It is lowered, she peeks into view.*) …please.

**Rarity:** Ugh…

(*She levitates some fabric from the rack, letting it float across the screen. Behind it, the view wipes to show her and Applejack.*)

**Applejack:** What if it rains? (*Cut to Rarity; she continues o.s.*) Galoshes!

(*The suggestion sits very badly, but she fires up horn all the same. Now Pinkie is in the workroom.*)

**Pinkie:** More balloons! (*Rarity floats a bunch to the mannequin.*) Oh, no. That’s too many balloons. (*They float away.*) More candy! (*It moves in.*) Oh, less candy! (*It falls off.*) Oh, wait. I know. Streamers!

**Rarity:** (*wearily*) Streamers. (*Pinkie gets in her face.*)

**Pinkie:** Whose dress is this?

**Rarity:** Streamers it is.

(*A mass of them drifts across the screen; behind them, Rainbow leans against the sewing machine’s table. She has no immediate criticism to offer, even after Rarity glances impatiently back at her from the other side of the room.*)

**Rainbow:** What?

**Rarity:** (*a bit snippy*) Aren’t you going to tell me to change something too?

**Rainbow:** No. I just want my dress to be cool.

**Rarity:** Do you not like the color?

**Rainbow:** The color’s fine. Just make it look cooler.

**Rarity:** Do you not like the shape?

**Rainbow:** The shape’s fine. Just make the whole thing, you know, cooler.

***Music stops***

**Rainbow:** It needs to be about twenty percent cooler.

***Music starts; electric guitar in***

(*The overworked unicorn leans her head disgustedly against a mannequin. Snap to a light blue background, against which Pinkie pops into view to sing her line. She then ducks o.s., and each following singer trots across as Rarity plods toward the camera.*)

**Pinkie:** All we ever want is indecision

**Rainbow:** All we really like is what we know

**Twilight:** Gotta balance style with adherence

**Fluttershy:** Making sure we make a good appearance

**Applejack:** Even if you simply have to fudge it

(*Behind her, wipe to Rarity, slumped over her sewing machine, and zoom out the others lean in toward her.*)

**All five:** Make sure that it stays within our budget

**Rarity:** Got to overcome intimidation, remember it’s all in the presentation

(*Zoom in on her open mouth.*)

***Stoptime***

(*The view resolves into a length of purple fabric with paper patterns laid over it. Scissors snip between them, revealing Twilight holding a pincushion in her teeth and with a pattern laid over her rump; Pinkie then marks a couple laid on her.*)

**Rarity:** Piece by piece, snip by snip, croup, dock, haunch, shoulders, hip

(*Fabric unrolls over the screen and is ironed; the steam clears to show her.*)

Bolt by bolt, primmed and pressed, yard by yard, always stressed

And that’s the art of the dress

***Normal rhythm resumes as she holds out the last note to end the song***

(*Zoom out to an overhead shot, framing the supplies, implements, and overturned mannequins that litter the floor. In close-up, she keels over with an exhausted moan, the camera zooming in on a sketch taped to the wall behind her. It illustrates the dress first seen in the prologue, which she had been designing for herself. She winds up lying at the base of the mannequin on which the half-finished garment rests; Opal is on its head. On the next line, zoom out to frame silhouettes of the other mannequins; the outline details give hints of the new dresses.*)

**Rarity:** Oh, Opal, these are the ugliest dresses I’ve ever made.

(*She sighs sadly. Fade to black.*)

(*Fade in to a close-up of her.*)

**Rarity:** Okay. I did exactly what each of you asked for. Now don’t hold back.

(*Cut to the other five, lined up and staring ahead incredulously, and zoom out to frame the silhouettes—which Opal is now hissing at. The gear has now been moved down to the ground-floor showroom of the Carousel Boutique.*)

**Rarity:** (*from o.s.*) Let me know what you *really* think.

(*In close-up, the fussy cat swipes at the hem of Twilight’s star-studded gown, then crosses to a pair of yellow galoshes on another set of hooves—for Applejack—and makes as if shoving a paw down her throat to vomit. These actions occur during the next four lines, which overlap somewhat and are all delivered o.s.*)

**Twilight:** Oh, my!

**Fluttershy:** It’s perfect!

**Rainbow:** It’s cool!

**Applejack:** Why, they’re the best duds I ever did see. (*Cut to the five and zoom in.*)

**All five:** It’s exactly what I asked for! (*Rarity sighs, relieved, Twilight walks up to her.*)

**Twilight:** Thank you, Rarity. (*Pinkie hops over with a little gasp.*)

**Pinkie:** Are you as happy with them as we are? Huh, huh, huh?

**Rarity:** (*as Pinkie backs off*) Well, I’m…happy that all of you are happy. I’m just relieved to finally be done.

(*Her fixed grin becomes slightly unsettling as the moment drags on a bit too long; it is broken by the sound of the front door opening. Cut to it, where Spike has just entered and is trying to catch his breath. It takes him a moment to get enough air into his lungs to speak.*)

**Spike:** You are never gonna believe this! You’ve heard of Hoity Toity?

**Twilight:** The bigwig fashion hotshot in Canterlot?

**Spike:** Uh-huh! He heard about your fashion show—well, maybe I happened to mention it to him. He’s coming here, all the way from Canterlot, to see your work, Rarity! (*Applejack’s eyes pop.*)

**Applejack:** Whoa, Nelly! You could sell a ton of dresses to this guy!

(*Cut to a shot of the five customers facing Rarity and zoom in, putting Applejack o.s. during the next line.*)

**Applejack:** Your business will be boomin’! (*The zoom continues, putting the others o.s. as well. Next four lines overlap.*)

**Rainbow:** That’s so cool!

**Fluttershy:** Yeah!

**Pinkie:** I can’t believe it!

**Twilight:** Amazing!

**Rarity:** (*uneasily*) Hoity Toity? He’s coming here? To see *these* dresses? (*Cut to Spike.*)

**Spike:** Yep. Get ready for all your dreams to come true.

(*On the end of this, cut back to the harried fashion maven, whose eye begins to twitch uncontrollably at this news.*)

(*Dissolve to a long shot of the Carousel Boutique exterior. It is now nighttime. A runway has been set up, leading from the front door—which now has a set of elaborate curtains set up across it—to a small stage on the lawn. Within seconds, a dense crowd of ponies gathers for the fashion show; Opal peeks out from the curtain, the camera zooming in on her, and Rarity puts her head out as well. She has put away her glasses and measuring tape, but her mane is still very much out of order.*)

**Rarity:** Oh… (*Sharp gasp.*) There he is!

(*Cut to a dark blue-gray earth pony stallion making his way through the crowd. He wears white jacket lapels edged in black and secured with gold studs, a dark magenta ascot, and mirrored sunglasses. His long mane and tail are striped white/light gray and carefully styled, the former tied in a loose ponytail that hangs forward over one shoulder, and he has a folded paper fan as a cutie mark. Hoity Toity’s passage prompts hushed murmurings from the onlookers as he comes to the edge of the stage. Clapping his front hooves, which are clad in white shirt cuffs, brings another stallion up to nose a cushion into place. Hoity brings his haunches down a bit too quickly, though, and the servant gets most of his face squashed into the ground. The cuffs are also secured with gold studs.*)

(*At the opposite end of the action, Rarity takes a few deep breaths to try and settle herself.*)

**Rarity:** Okay…relax, Rarity…your friends like their outfits, and so will he.

(*The lights dim, prompting her to cry out in fear.*)

**Rarity:** What’s wrong with the lights? (*calming down*) Oh, yes, that means the show’s starting. Good.

(*She pulls her head back through the curtain. Cut to a close-up of a DJ’s turntable, behind which an off-white pony’s body can be seen, along with a musical-note cutie mark and the end of a long unruly mane striped in light and electric blue. The needle is levitated to rest on one of the records as the camera zooms out to frame the pony: a unicorn mare whose entire mane and tail show the striped blues, and whose eyes are hidden behind violet sunglasses. This is DJ P0N-3, who nods her head in time with the music’s soft groove. Above the runway, one spotlight in a cluster fixture snaps on, followed by the rest of them; the glare completely whites out the screen.*)

(*A close-up profile silhouette of Spike, holding a microphone, fades into view.*)

**Spike:** (*dramatically)* Since the beginning of time, the elite of Equestria have longed for pony fashions that truly express the essence of their very souls.

(*During the latter part of this line, the runway and crowd fade into view behind him. The camera cuts to a long overhead shot, with spotlights roving here and there.*)

**Spike:** (*from o.s.*) Patiently waiting decades—no, centuries—for the perfect pony gown. (*Slow pan toward the building.*) Today at long last, Equestria, your wait is over. (*Ground level, pointing at the curtains.*) Let’s hear it for the breathtaking designs of Ponyville’s own…Rarity!

(*On this last sentence, the camera zooms in and the curtain goes up to expose the silhouettes of five ponies, standing before a backdrop that depicts Rarity’s eyes framed by a curly lock of her mane. The latter is shaped to resemble a capital letter R without the vertical stroke at the left. The lights come up on Spike’s last word to fully illuminate her five friends—Fluttershy and Rainbow hovering the other three. Twilight: purple gown, decorated with sun, moon, constellations, covering everything except head and tail. Star earrings, brooch, and tail clip, with a blue-green collar and bow on the tail, and a headdress consisting of stars on antennas. Pinkie: green blouse, with a huge, pale yellow bow at her neckline and a ruffled, light blue skirt that resembles a ballerina’s tutu. Yellow bows on all four hooves, a cupcake-shaped hat, and a bunch of balloons tied to her tail. Applejack: a getup that resembles a pair of denim overalls in front and a garishly checkered horse blanket in back, with patches and small saddlebags. She wears four yellow galoshes, a green bandana, and a bright red ten-gallon hat whose band displays a green apple. Fluttershy: voluminous, light green, flower-patterned cape with a darker green hem, huge flower collar, green shoes, hat styled as a bird’s nest complete with eggs and stand-up flowers. Rainbow: gold-trimmed, lightning-bolt-topped helmet whose rainbow-striped crest is swept straight back from her head, and four winged gold sandals with rainbow leggings. She wears a red collar secured with gold clips to a small triangular saddle/blanket piece on her back that displays a cloud and lightning bolt.*)

(*Their advance onto the runway is marked by a collective gasp and shocked murmurs from the audience—Twilight, Applejack, Fluttershy, Rainbow, Pinkie, in that order. Cut to a slow pan across the onlookers, who react with varying degrees of revulsion, then to the five models on the stage. Applejack is first to catch on to something being amiss, as seen in a close-up.*)

**Applejack:** (*softly*) Why’s everypony lookin’ at us like that?

(*Pan to Twilight, who eyes her own clothing with sudden concern.*)

**Twilight:** Oh, dear.

**Rainbow:** (*to Applejack*) You think we overdid it?

**Applejack:** Nah.

(*But she immediately has second thoughts upon eyeing those four thick-soled galoshes—and the other four soon begins to share her sentiments.*)

**Applejack:** Okay. Maybe a little.

(*Head-on view of Hoity, the camera set just above stage level; as he speaks, it rotates to bring one pony at a time in front of him. His voice carries an accent similar to that of an upper-crust New York resident, informally known as “Long Island Lockjaw.” The music stops.*)

**Hoity:** Oh, those amateurish designs look like a piled-on mishmash of everything but the kitchen sink!

(*Laughter from the crowd as the camera cuts to the patch of floor at Rarity’s hooves. Sitting here is an actual kitchen sink, which she nudges back and out of view. Zoom out to frame both her own cringing expression and Opal, who also sits near her.*)

**Hoity:** It’s a travesty, it’s what it is. Those outfits are the ugliest things I’ve ever seen, oh, for shame! Who is responsible for subjecting our eyes to these horrors—not to mention wasting *my* valuable time?

**Rarity:** Oh! (*small voice, shivering/hunching behind Opal*) Hide me.

(*Spike jumps out onto the runway and beckons toward the backstage area.*)

**Spike:** Come on out and take a bow, Rarity! You worked really hard for this. (*She emerges, head hung low, as he applauds.*) Yes! All right! Woo-hoo! Go, Rarity!

(*The spotlight follows her long, lonely procession down the runway and past the murmuring spectators. On the still-rotating stage, one face after another begins to fall at the realization that this show has become a public train wreck. Fade to black.*)

Act Three

(*Opening shot: fade in to the hallway outside the closed door of Rarity’s upper-story room in the Carousel Boutique. Her five models approach, now out of their dresses, and Pinkie knocks.*)

**Pinkie:** Rarity? You okay in there? (*putting ear to door*) You haven’t come out for days.

**Rarity:** (*from inside*) I’m never coming out! (*Pinkie backs off.*) I can’t show my face in Ponyville ever again!

(*Cut to inside the room. The distraught unicorn advances into view, now wearing a pink robe and with her mane a tangle of random curls. Her front hooves sport pink bedroom slippers.*)

**Rarity:** I used to be somepony. I used to be respected. I made dresses—beautiful, beautiful dresses. But now everypony is laughing at me. I’m nothing but a laughingstock! (*Outside, her sobbing is heard; Twilight addresses the door.*)

**Twilight:** You’re not a laughingstock, Rarity.

**Rainbow:** (*to her*) She kind of is!

**Twilight:** Shh! (*to door*) Come on out and talk to us.

(*Inside, Rarity throws herself across the bed on her back.*)

**Rarity:** (*sobbing*) Leave me alone! (*like Greta Garbo*) I vant to be alone! (*to normal accent*) I want to wallow in…whatever it is that ponies are supposed to wallow in! Do ponies wallow in pity? Oh, listen to me! I don’t even know what I’m supposed to wallow in! (*sobbing harder*) I’m so pathetic!

(*In the hall again; now all five are at a loss.*)

**Twilight:** Now what do we do?

**Fluttershy:** Uh, panic?

**Rainbow:** That’s your answer for everything!

**Applejack:** (*gesturing toward the o.s. door*) Well, we can’t just leave Rarity like this.

**Pinkie:** She’ll become a crazy cat lady!

**Twilight:** She only has one cat.

**Pinkie:** Give her time…

(*The take-charge unicorn’s next move is to put an eye to the keyhole. A cut to her perspective and slow pan exposes the stripped mannequins, the rack of materials, and Rarity’s own half-finished gown still on its dummy, its sketch still tacked to the bulletin board.*)

**Twilight:** Hmmm…

(*Dissolve to Rarity standing resignedly before her mirror.*)

**Rarity:** Exile. I guess technically I’d have to move away to live in exile. (*Close-up of her reflection.*) Where would I go? And what would I pack? Oh, it’s going to take me forever to do all of that packing. What are you supposed to pack when you go into exile? Are you supposed to pack warm?

(*Her wallow in the pity pool is interrupted by a loud, frightened meow from o.s.*)

**Rarity:** Huh? Opal?

(*The meow repeats itself as she walks o.s. Cut to outside the upper-story window, which she opens for a better view. After a panicked look left and right, the camera pans to follow her gaze to a nearby tree branch; Opal is here, shaking like a leaf and keeping a death grip on the wood. It is daytime.*)

**Rarity:** Opal, how did you get up there? Hang on, you poor dear. Mama’s coming!

(*Ducking back inside, she bursts out through the front door an instant later, only to skid to a stop with a huge gasp. The next shot frames more of the tree’s upper branches and shows Rainbow sitting on one not far from the cat, who tosses a slightly vexed glance her way. Zoom out to frame Rarity staring up at both of them.*)

**Rarity:** Rainbow Dash? How dare you strand my poor Opal in a tree! (*Close-up of Rainbow.*)

**Rainbow:** Well, how else were we gonna get you out here to show you *this?*

(*She glances toward the ground on “this,” the camera quickly following her eyes down to the other four. They are doing their best to block the view of a mannequin that is tricked out in the dress Rarity had been designing for herself, but much of it can still be seen over their heads. They back away to let her have the complete view: full two-layer magenta skirt trimmed with jewels and light yellow sashes; a lighter shade on the blouse; deep magenta collar, cape trim, and foreleg sleeve cuffs; additional yellow trim at the collar; gold tiara with jeweled earrings.*)

**Rarity:** (*stammering*) What is it…it’s not…you… (*Lung-inflating gasp.*)

**Pinkie:** We all finished your dress for you!

**Applejack:** Thanks to Fluttershy’s freaky knowledge of sewin’.

**Fluttershy:** (*blushing*) Do you like it?

**Rarity:** (*listlessly*) Like it…

(*She walks cautiously around to see the outfit from the back side.*)

**Rarity:** (*some life in her voice*) Like it…

**Fluttershy:** Uh-oh. She doesn’t like it.

**Rarity:** (*normal tone*) No, I don’t like it.

**Twilight, Applejack, Fluttershy:** **Pinkie:** Awww…

**Rarity:** I *love* it!

**Twilight, Applejack, Fluttershy, Pinkie:** Yay!/Yahoo!/Yay!/Yay!

**Rarity:** You ponies did an amazing job! It’s exactly the way I imagined it! (*Cut to Fluttershy.*)

**Fluttershy:** We just followed your brilliant design. (*Pan to Twilight.*)

**Twilight:** Like we should’ve let you do for *our* outfits. Those first dresses you designed were perfect.

**Pinkie:** We’re so super-sorry. (*Rainbow flies down, with Opal on her back.*)

**Rainbow:** You worked really hard to make our dresses exactly the way we wanted them—and we all saw how well *that* turned out. (*Rarity moves close so Opal can jump to her.*)

**Rarity:** Oh, I forgive you.

**Applejack:** Well, that’s mighty big of you.

**Rarity:** (*distraught, hoof to forehead*) But my whole career is still ruined!

**Applejack:** Oh. Right. That.

(*Twilight turns her attention away from the tableau. Pan to follow her eyes toward the corner of the building, where Hoity is standing.*)

**Twilight:** Maybe not.

**Hoity:** All right, I haven’t got all day.

(*Dissolve to a close-up of Opal, who is batting the curled end of the style expert’s ponytail like a ball of yarn. A longer shot frames the two in the Carousel Boutique’s showroom, with Rarity—now properly groomed and out of her robe—facing them uncertainly. Behind the three, a closed curtain has been set up.*)

**Hoity:** Take two!

(*He tosses his head back on these words, startling Opal into leaving his mane alone. Rarity looks across the room, the signal for Spike to close the window drapes. Fade to black.*)

(*Fade in to a close-up of Rarity, eyes closed and horn blazing, and zoom out. She takes a few steps forward, away from the curtain, and the screen fills with purple light around her. Hoity gasps softly at the sight; when the view clears, it has shifted to a night sky filled with flying stars. Several of these settle onto the hem of Twilight’s first dress in close-up, with four light-blue shoes visible beneath it—a detail not seen on its mannequin earlier. Zoom out to frame all of her, turned mostly away from the camera; she rears up briefly, pivoting to face front and put herself in profile as fireworks burst behind her.*)

(*The background dissolves to the showroom and the opened curtain that surrounds Twilight.*)

**Hoity:** (*from o.s.*) Hello… (*Cut to him, lowering his sunglasses.*) …oh, this can’t be the same designer.

(*The movement exposes a pair of blue eyes behind the mirrored lenses. The dress hem waves across the view, one of its stars flying loose and growing to flood the screen with white. Fade in to the brilliant sun in a clear blue sky and zoom out to frame it shining over Sweet Apple Acres. A pan across the laden trees brings one sparkling red apple into full focus; it is quickly lassoed, pulled loose, and whipped away. The other end of the rope is in Applejack’s teeth, and she lets it go as the background becomes a light green checked pattern accented with red apples. After a quick rear-up, she crosses one foreleg over the other and smiles with narrowed eyes, showing off her original outfit. Her mane and tail have been braided.*)

**Hoity:** (*from o.s., as curtain dissolves into view around her*) Simply magnificent! (*Cut to him.*) And I suddenly have a fierce craving for some Dutch apple pie, candied apples on a stick, apple turnovers, apple cobbler…

(*A mass of pink clouds moves into view, blocking him out. Candies of all sorts begin to rain down, and candy corn kernels and lollipops settle onto the lace trim around the blue/white-striped vest of Pinkie’s original dress. The pink bow drops neatly into place on her pillbox hat; in extreme close-up, she sticks out her tongue to catch a gumdrop and eats it blissfully. Zoom out to frame her, standing in a meadow amid confections that seem to have sprouted up from the grass. She wears pink, blue-bowed shoes on all four hooves rather than the two on the mannequin. As she beams for the camera, the scenery dissolves to the open curtain. Back to Hoity.*)

**Hoity:** Brilliant!

(*An o.s. lightning strike nearly sends his shades flying off his head; cut to it—cycling quickly through the colors of the rainbow. When it lets up, a wisp of smoke floats into view and crosses the cloudless sky toward the sun; once it gets there, it and the heavenly body both vanish to leave the sky gray. Shafts of light in different hues pierce the gloom one by one and blend to form a rainbow, which resolves into the billowing, cloud-trimmed train of Rainbow’s first-run outfit. She flies confidently along, her mane tied back as in the sketch Rarity used for the design work, and glides to a stop as the curtain dissolves into view around her. Cut to Hoity.*)

**Hoity:** Oh, spectacular!

(*He is caught off guard by the green tendrils that snake up from below. The rest of the view fades away as these begin to sprout leaves and burst into bloom; the flower petals then fall away at once and become a shower through which butterflies flit here and there. One comes to rest by Fluttershy’s ear and the flowers woven into her mane, becoming an earring, and the camera backs up to frame her standing demurely amid the flowers in her Mark I dress. She now wears green sandals on all four hooves, but only the front ones have the vine-like straps seen when the dress first appeared. The curtain dissolves into view around her. Cut to Hoity.*)

**Hoity:** (*clapping*) Now *this* is a fashion show! Oh, these dresses are absolutely amazing! (*looking around*) Who is responsible? Step forward, show yourself!

(*A blaze of light from o.s. forces him to shield his eyes. It is coming from Rarity’s horn, and a zoom out reveals that she has donned her own dress, tied her mane as in her sketch, and taken a position alone before the closed curtain. Her horn throws spots of light on the walls and floor that dance like the reflections from a disco ball. These die down as the curtain opens to reveal the other five ponies, who hold their places as she steps proudly to the edge of the floor.*)

**Hoity:** (*from o.s.*) Brava! Brava! (*Cut to frame him, her, and Opal; he claps wildly.*) Magnifico! Encore!

**Rarity:** Oh, thank you! Thank you! Oh, thank you so much!

(*Around her, the scenery dissolves to the normally lit showroom. The curtains have been put away, and Pinkie and Rainbow are talking behind her. All six ponies are still in their dresses.*)

**Twilight:** (*from o.s., dictating*) “Dear Princess Celestia…” (*Rarity walks o.s.*) “This week, my very talented friend Rarity learned that if you try to please everypony…” (*Slow pan; Applejack and Fluttershy are talking.*) “…you oftentimes end up pleasing nopony, especially yourself.” (*Cut to her.*) “And I learned this.”

(*Longer shot; she is dictating to Spike, who stands on a vanity’s seat to write the message.*)

**Twilight:** “When somepony offers to do you a favor—” (*eyeing her own dress*) “—like making you a beautiful dress, you shouldn’t be overly critical of something generously given to you. In other words, you shouldn’t look a gift horse in the mouth.”

(*She laughs to herself, and Spike rolls up the scroll and hits it with his fire breath to send it on. The smoke drifts out the window and past Hoity.*)

**Hoity:** (*crossing to Rarity*) Rarity, my congratulations to you on a most impressive fashion debut. (*Cut to her; he continues o.s.*) Would you do me the great honor of allowing me to feature your *couture* in my Best of the Best Boutique in Canterlot?

(*Her eyes steadily widen as these words make their way from ear to brain, and she gasps ecstatically after the last of them. Cut to him.*)

**Hoity:** Now, I’ll need you to make a dozen of each dress for me by next Tuesday.

(*Back to her on the end of this. Her joyful reverie goes straight out the window when these words make the trip from ear to brain—seventy-two dresses that quickly? The only response she can muster up is a combination of a gasp, a twitchy eye, and the sort of unstrung giggle that might turn into a crying jag at any moment. Snap to black.*)

[*Note: These dresses can be briefly seen during “Swarm of the Century,” when the Carousel Boutique is overrun by parasprites. This fact suggests that the latter episode, four spots earlier in the broadcast order, takes place after it chronologically.*]