**GREEN ISN’T YOUR COLOR**

**Written by Meghan McCarthy**

**Produced by Sarah Wall**

**Story editing by Rob Renzetti**

**Supervising direction by Jayson Thiessen**

**Co-directed by James Wootton**

**Transcribed by Alan Back (**[**ajback@yahoo.com**](mailto:ajback@yahoo.com)**)**

Prologue

(*Opening shot: fade in to a waiting room in which Fluttershy sits on her haunches on a couch, reading a magazine. Behind her, checking a clipboard at a receptionist’s counter, is Lotus, the light blue pony seen at the end of “Bridle Gossip.” Her presence marks this location as the spa in which that scene took place. A spell is heard firing up outside, and the door bursts open with a jingle of the overhead bell to admit Rarity. She is wearing a bright blue hat trimmed with light blue fur and large green feathers, and she skids to a stop by the couch. The patch of sky visible through the doorway indicates daytime.*)

**Rarity:** So sorry, Fluttershy. (*levitating hat away*) I hate being late for our weekly get-together. (*to Lotus*) The usual.

(*The latter zips away with a smile. Wipe to a tray of heated rocks in a sauna room as water is poured over them, sending up clouds of steam. Tilt up to frame Lotus on the job, ladle in teeth.*)

**Rarity:** (*from o.s.*) But you will not believe what happened to me.

(*A shot of the entire room frames the two customers on the end of this—dressed in white robes and enjoying the heat. Rarity’s mane is wrapped in a towel, and her robe sports her initial.*)

**Fluttershy:** Is everything all right?

**Rarity:** Oh, it’s much more than all right. I was on my way here, wearing my latest hat creation, when who should stop me on the street but Photo Finish!

**Fluttershy:** Photo Finish?

(*More water is poured, filling the screen with fresh steam. When it clears, the view has changed to show the two standing on adjacent massage tables in another room. Fluttershy now has a towel on her mane as well, and Lotus uses a brush in her teeth to cover Rarity’s face with a mud mask.*)

**Rarity:** She’s the most famous fashion photographer in all of Equestria.

(*Close-up of Fluttershy, who gets a bit daubed onto each cheek by a mare who wears the same white shirt collar and headband as Lotus. Her mane is glossy light blue, her coat pink, a switch of the other’s colors; the two have identical pink collar gems and bright blue eyes with pale blue shadow. This is Aloe.*)

**Rarity:** (*from o.s.*) Anyhoo… (*Back to her; both place cucumber slices on her eyes.*) …she saw my hat and said it was absolutely marvelous! (*Pan to Fluttershy.*)

**Fluttershy:** What a lovely compliment.

[*Animation goof: Aloe’s eyeshadow is pale blue in this shot and remains so from this point on in the series, indicating that the original pink was an error.*]

(*Now, as they lie on the tables, the two earth pony attendants zip about to look after them during the next line. Lotus slides a couple of cushions under Rarity’s forelegs and files her horn down a bit; Aloe brings a file over to Fluttershy but finds herself with no use for it. This shot reveals that she bears the same lotus-blossom cutie mark as her colleague.*)

**Rarity:** She was so impressed that she wants to take some pictures at my shop, featuring some of my clothes!

(*The pegasus gives Aloe a big squeaky grin, prompting the latter to back off.*)

**Fluttershy:** That’s wonderful.

(*Now Lotus and another earth pony mare start the massages, with Rarity getting a much more vigorous one from the second mare. The cucumbers are still on her eyes, and Fluttershy’s mud-mask spots are gone from her cheeks.*)

**Rarity:** (*voice vibrating*) Dooo you knooowww what this could meeean for my fashion careeeer?

**Fluttershy:** Oh, Rarity, I’m so happy for you.

(*Cut to a mud-bath room, where Rarity has removed her robe and mud mask and is getting a full-body seaweed wrap by Aloe and Lotus. Her cucumbers are still in place, and her mane and tail have been tied back; the towel is gone from her head.*)

**Rarity:** But I’m going to need somepony fabulous to model for me.

(*Zoom out; Fluttershy is already in an adjacent basin, sans head towel, and Rarity jumps into her own.*)

**Rarity:** Somepony with beauty…somepony with grace…somepony… (*Close-up.*) …like you?

(*Cut to Fluttershy, now cleaned up and back in her robe, and standing in a tub filled with water and flowers.*)

**Fluttershy:** Oh, goodness, I don’t know. (*Zoom out; Rarity stands in a second tub, similarly disposed and with cucumbers gone.*)

**Rarity:** Oh, this is such a *huge* opportunity—and it would mean *so* much to me.

**Fluttershy:** I’m flattered, really.

**Rarity:** Nopony is going to have your elegance and poise.

**Fluttershy:** But—

**Rarity:** Nopony.

**Fluttershy:** There has to be somepony more qualif—

**Rarity:** Please?

**Fluttershy:** Somepony more into fashion.

**Rarity:** Please?

**Fluttershy:** Somepony more comfortable in the spotlight.

**Rarity:** Please, please, *pleeeeease?*

(*She caps this bit of begging with the most pathetic pout she can muster up on no notice.*)

**Fluttershy:** Oh, if it’s that important to you, of course I’ll do it. (*Huge gasp from Rarity.*)

**Rarity:** Oh, thank you, thank you, thank you, thank you. (*Another one.*) You are the best friend a pony could ever have!

(*Dissolve to just outside the spa’s front door as the newly drafted model steps out, sighing blissfully, with Rarity just behind. Both have shed their spa accoutrements.*)

**Fluttershy:** What a wonderful way to spend an afternoon.

**Rarity:** Isn’t it? Though I was so afraid you wouldn’t agree to model for me that I felt completely frazzled. (*She stops and touches a spot on her face; Fluttershy continues on.*) I think I feel a pimple coming on…oh! Only one solution!

(*Cut to a folding screen inside the spa; it whips back, under her control, to show her back in her robe.*)

**Rarity:** The usual!

(*Aloe and Lotus cheerfully zip up to get on the case. Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to Fluttershy standing on a spotlighted platform in the ground-floor showroom of the Carousel Boutique. She wears a dress covered in purple sequins, with magenta trim on the hem and saddle, as well as a matching sequined, feathered headdress. Rarity, now out of her spa robe, paces around to inspect the effect from all angles.*)

**Rarity:** Hmmm…she’s going to want to see attitude and pizzazz.

**Fluttershy:** (*stammering*) Attitude and…pizzazz.

**Rarity:** More light! It has to catch the sequins just so or the whole outfit is just a disaster.

(*On the end of this, cut to Twilight Sparkle elsewhere on the showroom floor. The glow from her horn tells that she has pulled lighting duty, and she intensifies it to bring up normal illumination on the platform and surrounding area.*)

**Rarity:** Ooh, and the headdress needs more feathers. Pinkie Pie! More feathers!

(*Now Pinkie Pie trots across the floor, a basket of feathers held in her teeth. Rarity levitates a few of these and fits them into place, causing the overall shape of the headdress to become more streamlined and swept back.*)

**Rarity:** (*gasping*) And sequins! More sequins!

(*Here comes Spike with a basketful, the dreamy look in his eyes doing nothing to hide his long-standing infatuation with the white unicorn. The contents are levitated and puffed over all of Fluttershy, who lets out a stifled little cry; the end result is to leave the entire outfit sparkling even more than it already did.*)

**Rarity:** And more ribbon!

(*Cut to Fluttershy, who gets a couple of blue bows slapped on the headdress by Spike.*)

**Rarity:** (*from o.s.*) Oh, no. Less ribbon. (*He pulls them off.*) No! More ribbon.

(*Back on, annoying Fluttershy. Now Rarity checks her out from behind.*)

**Rarity:** Oh, this hem is completely off! PINCUSHION!!

(*This is the little dragon’s cue to get down to ground level post haste, presenting several pins stuck into his back. She levitates several of them away and waves him off impatiently; as he backs off, she begins to pin the hem.*)

**Rarity:** Thank you all for helping me. I’m sorry to be so short with you, but I’m—I’m just so nervous. (*Cut to Spike, still backing up.*)

**Twilight:** (*from o.s.*) Ooh! (*Zoom out; he reaches Twilight and Pinkie.*) Doesn’t that hurt?

**Spike:** Thick scales. Can’t feel a thing. And even if I could… (*eyeing Rarity*) …there is no pain that would keep me from assisting…the most beautiful creature in the world.

(*Twilight gives him a very funny look and groans loudly as Rarity walks off. Now he turns back to the pair.*)

**Spike:** I’m gonna tell you two a secret, but you have to promise not to tell anyone.

**Twilight:** I promise.

**Pinkie:** Cross my heart and hope to fly, stick a cupcake in my eye.

(*She mimes each bit of this rhyme, ending it by poking a front hoof into one closed eye. Satisfied with this vow of secrecy, Spike beckons them closer, the camera zooming in step by step as they move so near that the three noses are almost touching.*)

**Spike:** (*whispering*) I have a crush on Rarity.

(*Twilight gives him an even funnier look at what has to be the worst-kept secret in Ponyville; Pinkie, on the other hand, starts into a Force Five gasp and claps hooves to mouth to stifle it.*)

**Pinkie:** We won’t say a word!

**Twilight:** Gimme a break. Everypony already knows how you—

**Pinkie:** Twilight! You promised Spike you wouldn’t say anything.

(*Cut to him, with Fluttershy and Rarity in the background.*)

**Pinkie:** (*from o.s., pointing at him*) He trusts you. (*He does the big sad soulful eyes.*) And losing a friend’s trust is the fastest way to lose a friend forever! (*Back to Twilight.*)

**Twilight:** But—

**Pinkie:** (*menacingly*) Forrrreeeeverrrr!

**Twilight:** My lips are sealed. (*Pinkie smiles.*) Though I’m pretty sure Rarity is gonna pick up on your feelings.

(*A close-up of Spike’s face and zoom out show that he has donned a white T-shirt emblazoned with Rarity’s face inside a heart. The bell above the front door jingles; quick pan to it, where a trio of earth pony mares have just come in. The two off to either side are outlandish enough in hairstyle and clothing, but the one in the middle takes the prize. Light blue coat; straight, light gray mane cut in a bobbed style; dark gray dress striped with white on the blouse and around the hem; short magenta scarf with matching diamond-shaped accents on the skirt; sunglasses with dark gray frames and magenta lenses that completely hide her eyes. This is Photo Finish, who speaks with a thick German accent and turns to show her long tail on the next line. Her dress covers her cutie mark.*)

**Photo:** I, Photo Finish… (*Zoom in on her face.*) …have arrived. (*Rarity crosses the floor to her.*)

**Rarity:** Let me just say what an honor…

(*The photographer passes her without a word and stops in an open section of floor.*)

**Photo:** We begin… (*A fourth mare slides a case up to her and jumps clear.*) …now!

(*At a tap from her hoof, the case pops open and sets itself up as an old-style camera on a tripod, complete with flashbulb attachment and extendable “bellows” lens. Rarity ducks in for a last-minute talk with Fluttershy.*)

**Rarity:** (*whispering*) Attitude and pizzazz!

(*She darts away, an instant before Photo starts snapping pictures of one very uncomfortable pegasus.*)

**Photo:** Yes! Show Photo Finish something!

(*Back to the platform, where Fluttershy rises up on her hind legs.*)

**Photo:** (*from o.s.*) No! (*Hunker down; whimper; back to her.*) Yeees!

(*Another picture taken; at a signal from Rarity, Fluttershy props her chin up on a hoof and stretches her face with a smile.*)

**Photo:** (*from o.s.*) No! (*Dejected slump.*) Yeees!

(*Picture. The maven’s style choices leave Rarity stymied, but she strikes a new pose for Fluttershy to copy: head and one foreleg lifted proudly, the other three legs planted wide.*)

**Photo:** No! (*Huddle all the way down.*) Yeees! (*Picture, then one more.*) ENOUGH!

(*The camera folds up and its deliverer zips in, flipping the case up off the ground. None of the locals are quite sure what to make of this chain of events as Photo heads for the door.*)

**Twilight:** (*to Pinkie*) She hardly took any pictures. (*Rarity levitates Fluttershy’s headdress away.*)

**Fluttershy:** (*to Rarity*) I’m so sorry. I tried my best.

**Rarity:** Well, the headdress is too big for you and the cape had too much sparkle. I can’t believe I ever thought *I* could impress *her*.

(*The pity party is cut off by Photo’s sudden return to the showroom floor.*)

**Photo:** It seems that I, Photo Finish, have found the next fashion star here in Ponyville.

**Rarity:** (*brightening*) Really?

**Photo:** Yes, really. And I, Photo Finish, am going to help her to shine all over Equestria!

(*Those words get a big squeaky grin onto Rarity’s face in a hurry. The hem of Photo’s dress shifts slightly during this line, giving a split-second glimpse of her cutie mark: a six-pointed pink star surrounded by smaller white ones.*)

**Photo:** Tomorrow, a photo shoot in the park. (*Long pause.*) I go!

(*She makes good on those last two words at top speed, followed by her entourage. Rarity steps to the door to watch their exit, then smiles back to the rest of the room.*)

**Rarity:** Did you hear that? I am going to “shine all over Equestria”!

**Fluttershy:** Oh, Rarity, I was so worried I’d ruined everything.

**Rarity:** Oh, never. I knew you’d be perfect.

(*She has kept at least eighty percent of her composure through this, but now she has to bite her lower lip as it starts to slip away. Finally she lets go with a giggle and a jumpy fit of wild laughter, taking no account whatever of the fact that every bound brings a hoof down on the end of Spike’s tail. Even he does not mind too much, a grimace of pain alternating with the soppy grin that has Krazy-Glued itself to his face. Twilight has to clamp her teeth around one of the spines on his head and drag him away.*)

(*Dissolve to the park outside Ponyville. Rarity pushes a rack of dresses—some of which are her designs for the Grand Galloping Gala—past the fountain and behind a folding screen, where Fluttershy is waiting. She no longer wears the sequined dress. Cut to the screen’s top edge; outfits are flung up and over in time with the next line. The last one to go is the red/yellow dress Twilight had originally planned to wear to the Gala before Rarity offered to do the new batch.*)

**Rarity:** (*from behind screen*) No…no…no…yes!

(*Longer shot; she whisks the screen back to reveal Fluttershy’s new threads: a white jumpsuit with light blue jewel accents around the collar, hooves, and jacket hem.*)

**Rarity:** That is definitely the one. Photo Finish is going to love it! (*Fluttershy lifts a foreleg and flaps.*) Everypony is going to love it!

**Fluttershy:** Oh, I am so excited for you. Just don’t forget us little ponies when you become the most famous designer in all of Equestria.

**Rarity:** Never. (*Huge smile from Fluttershy.*)

**Photo:** (*from o.s.*) Put me down here!

(*Cut to her, being carried on a small litter by two stallions. They kneel, bringing her low enough so that she can easily jump down; behind them are the two garishly dressed mares who accompanied her to the Carousel Boutique. They zip around the stallions to flank Photo, who gets one look at Fluttershy and swiftly changes her tune.*)

**Photo:** Oh, no, no, no, no, no, no, no. (*turning away*) The model should be in something simple! Something inspired by…the nature!

(*Her comments have left both model and designer completely flummoxed.*)

**Rarity:** (*recovering herself*) That’s just what I was thinking!

(*In a blink, she is back at the rack to look over the choices; finding nothing to her liking, she shoves the whole thing away.*)

**Rarity:** Um, give me a moment and I’ll, uh, put a little something together.

**Photo:** Yes, that will not be necessary.

**Rarity:** (*as Photo walks past*) But…but…how are you going to help me “shine across Equestria” if I don’t design something new for these pictures?

**Photo:** I am not going to help *you* shine across Equestria. (*looking off to side*) I am going to help *her* shine.

(*On “her,” the camera pans to that side to reveal that she is referring to Fluttershy, who gasps softly before the two mares start to gently bulldoze her along.*)

**Photo:** She is my star. (*to Rarity*) You, go!

(*The equine designer pulls in a moaning gasp as Photo and her assistants escort Fluttershy away, and one blue eye starts to jitter a bit in its socket. Snap to black.*)

Act Two

(*Opening shot: fade in to the photo shoot being set up in the park. As Photo talks with her staff in the background, Rarity has another look at the rack of dresses she brought along. Fluttershy is now in a translucent, light green one accented with flowers on the shoulders and headband. Cut to these two.*)

**Fluttershy:** I can’t, Rarity.

**Rarity:** Oh, but you must, Fluttershy. Photo Finish wants to make you a star. This is the opportunity of a lifetime. I know we were both hoping it would be my lifetime, but nonetheless you can’t throw away this chance. You must do this for me. (*quietly, but with growing intensity*) You must. You must! *You must!*

**Photo:** (*from o.s.*) Fluttershy! (*Cut to frame her.*) It is time to make…the magics!

(*Fluttershy glances nervously at Rarity, who gives her the biggest encouraging grin that will fit onto her face, and heads toward the camera crew. After she has turned away, the grin disappears and Rarity slowly slinks away.*)

**Photo:** Oh, *wunderbar!* You are like a delicate flower. (*moving o.s.; pan to Rarity*) So much more alluring without all your sparkles *und* feathers.

(*The crestfallen unicorn lets off an almost inaudible sigh as she makes her exit. Dissolve to her upper-story workroom/bedroom in the Carousel Boutique. She is glumly running a piece of black fabric through the sewing machine, but stops at the sound of the door opening. Here come Twilight, an overly excited Pinkie, and Spike. He no longer wears the T-shirt with Rarity’s picture, and the pins are gone from his back.*)

**Pinkie:** How’d it go, how’d it go?

**Rarity:** It didn’t.

(*Draping the cloth over herself, she ties it around her neck—it is a cape or cloak.*)

**Rarity:** Photo Finish wanted to work with Fluttershy, not me.

**Twilight:** Oh, Rarity, I’m so sorry. Is there anything we can do? (*Rarity flips the cloak’s hood up onto her head.*)

**Rarity:** I just… (*like Greta Garbo*) …vant to be alone right now.

(*The two visiting ponies start to cross the room toward her, but are stopped by Spike.*)

**Spike:** You heard her. (*ushering them out*) She vants to be…alone.

(*Having disposed of them, he begins to skip across the room with hearts floating from his head—but Twilight ducks back in to yank him out tail first. All three end up just outside the door.*)

**Spike:** What? I didn’t think she meant *alone* alone.

(*Dissolve to a dressing room, where Fluttershy is getting her outfit and makeup worked on. One side of her mane is piled on her head in waves and held back by a lace band, the dress now has three shades of green and a short-sleeved blouse fronted with lace, and blue-green sandals are on her front hooves. Photo supervises the work. One mare adjusts the skirt, a second squirts perfume over her from an atomizer, and a third goes to work with a makeup brush, leaving both cheeks heavily tinted. Photo thinks for a moment.*)

**Photo:** Too much blush.

(*Close-up of Fluttershy; the excess is scrubbed off with enough force to leave her eyes rattling in their sockets for a moment.*)

**Photo:** (*from o.s.*) Not enough. (*Reapply.*) Too much. (*Scrub off.*) Not enough.

(*It is reapplied once more, leaving Fluttershy a bit out of sorts; zoom out to frame Photo.*)

**Photo:** Perfect.

(*The copious powder use sends Fluttershy into the windup for a sneeze, but when it finally comes, it is very mild and barely audible.*)

**Photo:** Oh, yes! Even her sneezes are graceful! (*Back to Fluttershy and the three assistants; she continues o.s.*) Now go!

(*The three bug out, dropping their tools, and their boss crosses to escort Fluttershy out.*)

**Photo:** How do you feel? Excited? Overjoyed? Thrilled beyond your wildest dreams? (*They stop.*)

**Fluttershy:** Nervous.

**Photo:** Nervous? Don’t be ridiculous. You’re only facing a large crowd of ponies who will be watching your every move and silently judging you.

(*They are standing near a curtained doorway, through which a soft groove is heard—the same as that used during the first fashion show in “Suited for Success.” The music throws a start into Photo for an instant.*)

**Photo:** Your cue! (*body-checking Fluttershy out*) Now go!

(*When the pegasus straightens up from the hit, she finds herself standing on a runway, under multiple spotlights and surrounded by a dense crowd of spectators. Flashbulb pop here and there in the large auditorium; the unease she feels comes through in her face loud and clear. Nevertheless, she starts down the runway.*)

**Fluttershy:** (*to herself*) You can’t let Rarity down. You must do this. You must. You must. You must.

(*She cringes a bit before the glare of the flashbulbs, but the crowd launches into a round of cheers and stomping applause.*)

**Mare 1:** So graceful.

**Mare 2:** So lovely. (*Fluttershy starts to enjoy herself.*)

**Hoity Toity:** (*from o.s., gasping*) So perfect for my new advertisement!

(*That throws a scare right back into her. The view now shifts to display a series of four pictures of Fluttershy, one at a time and each featuring a different outfit. The fourth depicts Photo gesturing to Fluttershy while speaking at a lectern for a group of photographers. She next appears on a magazine cover in a white/light blue outfit with matching shoes and hat, then on another with black-dyed streaks in her pink mane.*)

(*The screen flashes white and resolves to a long train of carriages, hooked one to the next, arriving at well-attended red carpet event. Fluttershy emerges from the last one and, accompanied by Photo, proceeds past the crowd and a stallion on doorman duty to enter a theater. Rarity, wearing her hat from the prologue but not the black cloak, tries to follow them only to have the velvet rope hooked back into place. She throws the attendant an indignant glare and huff.*)

(*Now the unlikely model’s image crops up on baskets of apples being set out by Applejack. A zoom out reveals that she has her entire stand loaded up with the containers, a sight that does nothing to improve Rarity’s mood. She looks upward with a gasp; cut to the sky, where Rainbow Dash flies along pulling a banner that shows Fluttershy enjoying a particular brand of carrot juice. At ground level, Rarity growls softly to herself as the camera zooms in.*)

(*Dissolve to a newsstand in Ponyville proper and zoom in slowly. The vendor has crates of one of Fluttershy’s magazine issues stacked up behind the counter, and three customers are reading eagerly. Fluttershy tries to walk past as unobtrusively as possible, but soon gets noticed.*)

**Mare 3:** It’s Fluttershy!

(*All three readers start chasing her down the street; she rounds a corner only to find several determined photographers and fans over here. As the crowd’s shouts mingle with the shutter clicks, she lifts off to get out of earshot and camera range. She does not expect is to run flat into a pegasus stallion photog, but this is exactly what happens; he and two other airborne paparazzi quickly train their lenses on her and snap away. Finally she flees the area as fast as her wings can move her.*)

(*Cut to a close-up of Rarity’s sewing machine in action, this time stitching a length of bright magenta fabric. Tilt up slightly to frame all of the depressed seamstress, who has shed the feathered hat; she looks up at the sound of the bell over the front door. Down on the ground floor, Fluttershy has slipped in and closed it, ducking to stay below the line of sight of the clamoring, camera-wielding fans at the windows. Among them is Lemon Hearts, the yellow unicorn mare who was part of the trio that tried to invite Twilight to a party in “Mare in the Moon.” Rarity comes downstairs.*)

**Rarity:** (*with forced politeness*) Wow. Look how popular you are. (*Big fake grin.*) I’m so excited for you! (*letting it drop*) You must be having the best time ever.

(*As she claps the grin back in place, Fluttershy crosses to her.*)

**Fluttershy:** (*with zero enthusiasm*) Oh, yes. Best time ever. (*Door opens; bell jingles.*)

**Photo:** (*from o.s.*) Fluttershy! (*She gallops over.*) I have been looking for you everywhere. We have the thing at the place!

**Fluttershy:** (*to Rarity, as Photo leaves*) I’ll see you at the spa? Our usual time?

**Rarity:** Of course! I can’t wait to hear all about the… (*smile fading*) …thing at the place.

(*At the door, one stripe-sleeved foreleg reaches in to yank Fluttershy out. Now Rarity lets her true feelings show with a groan and a sullen slump.*)

**Rarity:** *I’m* the one who should be mobbed by strangers wherever I go!

(*The sound of the opening door and jingling bell snap the envious unicorn back into customer-greeting mode.*)

**Rarity:** Welcome to Carousel Boutique!

(*Cut to the door; Berry Punch and Bon Bon have just come in.*)

**Bon Bon:** Is she still here? We heard Fluttershy was here.

**Rarity:** (*sullenly, slumping*) Sorry, you just missed her. (*brightening, showing off dress rack*) But you’re still in luck. I’m having a *huge* sale on some of my best designs. (*The two mares trade a puzzled look.*)

**Bon Bon:** And you are…? (*Cut to Rarity.*)

**Rarity:** Rarity, of course.

**Bon Bon:** (*from o.s.*) Never heard of you.

(*The red flush on Rarity’s cheeks and the teapot singing in her head tell how close she is to boiling over, and her frustrated groan does nothing to improve things as the camera zooms in on her. Wipe to a jumbo-size reproduction of a photo of Fluttershy, unclothed and ill at ease, mounted on a wall, and pan quickly to a second and a third. The camera then cuts to a long shot of this room, which showcases several of these pictures under spotlights, and zooms in. Photo addresses a group of photographers, with Fluttershy by her side.*)

**Photo:** Obviously, I, Photo Finish, am thrilled to have found her. (*Flashes pop.*)

**Fluttershy:** Photo Finish?

**Photo:** (*ignoring her*) She’s a natural in front of the camera.

**Fluttershy:** (*a bit louder*) Um, Photo Finish?

**Photo:** (*still ignoring her*) I only need to point and shoot, and I capture… (*Zoom out slightly.*) …the magics!

(*More cameras snap, accompanied by a scramble of shouted questions. They fall quiet when Fluttershy speaks up next.*)

**Fluttershy:** Photo Finish, I’m so sorry to interrupt. It’s just that I’m running late. (*Photo gasps loudly.*)

**Photo:** How could I have forgotten? Your appearance at the ballet opening! Everypony who’s anypony will be there!

**Fluttershy:** Oh, actually, I’m supposed to be meeting my friend—

**Photo:** We go!

(*She pushes Fluttershy out of the room. Wipe to the large hot tub at the spa; Rarity is already in it, her mane wrapped in a towel, and moans as a robed Twilight walks up.*)

**Rarity:** My hooves are getting positively pruney, I’ve been waiting here so long.

(*She holds up one wrinkled, waterlogged hoof; close-up of it, zooming out to frame her.*)

**Rarity:** (*very snarky*) Obviously Fluttershy’s just too busy with her new career to spend time with her best friend!

**Twilight:** I’m sure she just got tied up.

**Rarity:** Of course she did. She’s a big bright shining star! I wish that star would burn out!

**Twilight:** (*shocked*) Rarity, Fluttershy is your friend.

**Rarity:** I know, I know! And I should be happy for her, but instead I’m just… (*groaning*) …jealous! Oh, please promise you won’t tell her I feel this way. (*bending over backwards*) Please, please, please, please, *pleeeeease!*

**Twilight:** You have my word. Losing a friend’s trust is the fastest way to lose a friend. (*Pinkie pops out of a basket of sponges.*)

**Pinkie:** (*menacingly, drawn-out*) Forrrreverrrr!

(*It should be noted at this point that the basket in question is far too small to hold a pony any bigger than, say, Apple Bloom. Nevertheless, Pinkie sinks as far into it as she can as Twilight tries to figure out how she pulled this one off. Cut to a folding screen, where a robe is hung up on the top edge and Rarity steps out. She has changed into a dress with a red/white-striped blouse and sash and a pink skirt trimmed in red flowers.*)

**Twilight:** (*from o.s.*) Wow! (*Close-up of her, out of the robe.*) You look great!

**Rarity:** Fluttershy may be the one who’s famous, but that doesn’t mean *I* have to stop looking fabulous.

(*The violet unicorn, now in the bath, relaxes into the steaming water as the door closes o.s. Her reverie is short and promptly broken by the next word.*)

**Fluttershy:** (*from o.s.*) Rarity? (*She flies in.*) I’m so sorry I’m…

(*Noticing that the wrong unicorn is in the bath, she drops to the ground and looks about.*)

**Fluttershy:** Oh, no. She’s already gone, isn’t she?

**Twilight:** Sorry.

**Fluttershy:** Oh, I can’t believe this. I am so frustrated, I could just scream!

(*She pulls in a few bushels of air and lets it rip as a tiny, high-pitched squeak.*)

**Twilight:** Feel better?

**Fluttershy:** (*sighing*) No. (*She flies up to tub level.*) Can I tell you something?

**Twilight:** Of course. (*Fluttershy lands on the tub platform.*)

**Fluttershy:** You promise not to tell Rarity?

**Twilight:** I swear.

**Fluttershy:** Pinkie Pie swear?

**Twilight:** (*miming*) Cross my heart and hope to fly, stick a cupcake in my—

(*The oath ends with a yell of pain as she jabs a hoof into her eye without closing it first. Fluttershy mulls over the botch for a second, then makes up her mind that it will have to do.*)

**Fluttershy:** I don’t like being a model. No. I *hate* being a model. All this attention is awful, just awful! (*Cut to Twilight; she continues o.s.*) And I’m only doing it because Rarity told me I must. (*Back to her.*) I *must*. I *must!* (*sighing*) I must.

**Twilight:** Oh! (*smiling*) Really? Well…

(*She takes a quick look around to make sure the coast is clear, then leans over to Fluttershy and beckons her closer.*)

**Twilight:** (*hushed*) If you want to know the truth, Rarity—

(*Before she can spill the beans, a disapproving Pinkie pops out of the sponge basket again. She shakes her head vigorously, mimes zipping her mouth shut to emphasize the need for secrecy, and drops out of sight.*)

**Fluttershy:** Oh, what were you about to say? (*Pinkie up again.*)

**Pinkie:** (*whispering, menacingly, to Twilight*) Foreverrrr!

(*Down she goes.*)

**Twilight:** (*smiling nervously*) Nothing.

(*Snap to black.*)

Act Three

(*Opening shot: fade in to a patch of peaceful sky and tilt down to a busy Ponyville street. Through the buzz of activity, Twilight strolls alongside Fluttershy, who has donned an oversized floppy hat and a pair of equally oversized sunglasses. None of the other ponies take any notice of her.*)

**Twilight:** I was just thinking. If you really don’t like being a model, you could always quit.

**Fluttershy:** Oh, no. I could never do such a thing. Rarity would be devastated.

**Twilight:** But Rarity told me—

(*They are brought up short by the emergence of Pinkie’s head from a nearby apple bin, as seen when the camera pans slightly to frame it. Twilight gasps softly; the pink spy shakes her head, balances an apple on a front hoof, and takes a large, slow bite. Her eyes widen and shine as she chews the mouthful and swallows part of it.*)

**Pinkie:** (*smiling, aside*) Mmm! Juicy!

(*Twilight and Fluttershy continue down the street; Twilight groans loudly as Pinkie keeps eating the apple.*)

**Fluttershy:** Oh, if only all these ponies didn’t like me so much, Photo Finish wouldn’t want me to model anymore. She’d find somepony else with... (*imitating Photo’s pose*) …the magic.

**Twilight:** I guess you’re right.

(*An idea claps her on the back of the head, making her smile.*)

**Twilight:** You’re right! (*capering, knocking Fluttershy’s disguise off*) You’re right, you’re right, you’re right!

(*The yellow pegasus gasps at having her incognito trip ruined.*)

**Mare 4:** It’s Fluttershy!

(*Both ponies are promptly mobbed by Fluttershy’s fans. Wipe to a group of cupcakes, all but one of which have been frosted and topped with apple slices. That one gets its frosting applied on the next line.*)

**Twilight:** (*from o.s.*) Don’t you see? On her own, Fluttershy could never do something unattractive.

(*Longer shot; the cupcakes are on the counter in the Sugarcube Corner kitchen, and Pinkie is doing the decorating with an icing bag in her teeth. Twilight stands next to her.*)

**Twilight:** But if I use my magic to help her do something unattractive at her next fashion show, no one will ever want her to model again. And if Fluttershy no longer has to be a model, Rarity will no longer have to be jealous of her, and I’ll no longer have to keep their secrets! (*clapping hooves*) It’s the perfect plan! (*leaning close to Pinkie*) You can’t tell anyone about it. Promise me you won’t tell anyone?

(*Without a word, Pinkie mimes the following. She zips her mouth shut, moves to a clear patch of floor, digs a hole, drops something into it, fills in the hole, draws an outline of something in the air, and extends a foreleg.*)

**Twilight:** (*very puzzled*) So you do promise, or you don’t? (*Pinkie zips back to her.*)

**Pinkie:** Uh, *yes!* (*turning head upside down*) Obviously, that’s why I—

(*She zips back to the open patch, flipping her head again, and goes through the routine while describing it.*)

**Pinkie:** —zipped my mouth closed, then locked it with a key, then dug a hole, then buried the key, then built a house on top of the hole where I buried the key, then moved into the house on top of the hole.

(*“Locked it with a key” is accompanied by the gesture of taking a key from a lock, which was not in the first-run routine. As Pinkie traces out the house, a dotted-line picture of it briefly appears and then fades away. She moves back to the counter with a big squeaky grin once the performance is finished.*)

**Twilight:** (*dryly*) Obviously.

(*Dissolve to a packed auditorium where a runway has been set up for the aforementioned fashion show, along with plenty of spotlights and music. Photo is in the front row; backstage, Fluttershy nervously paces in the three-hued green dress she wore for her first fashion show. Twilight is back here as well.*)

**Fluttershy:** You really think it’ll work?

**Twilight:** They love you for being you. So all I have to do is make you *not* be you. Just leave it to me.

(*Out onstage, the hapless model backs up into view and is swiftly picked out by a light that makes her screw one eye up against its glare. Rarity slips in at the back of the room, clad in a cape done in shades of magenta and blue and with her mane pinned up behind a matching hat/headdress styled to fit around her horn. This can only be the outfit she began to work on late in Act Two. Zoom in on her.*)

**Rarity:** Guess it’s time to see what all the fuss is about.

(*As Fluttershy advances along the runway, her fellow conspirator peeks out through the curtain and gets her horn in gear. Her magic envelops Fluttershy’s entire body, lifting her clear of the stage and dumping her onto her face. Shocked gasps from the crowd, including Photo, and the needle gets yanked off the record. Various bits and pieces of Fluttershy’s body proceed to do their own thing for the next few seconds, after which she winds up spreadeagle on the floor. A round of exclamations from the crowd, along with Photo going over in a faint.*)

(*Now the yellow wings get into the act, flapping to scoot their owner face first along the runway; more gasps, and she finds herself flying upside down with all four hooves pistoning wildly. Rarity smiles at the sight, which gets even worse when one of Fluttershy’s sandal-clad front hooves jams itself into her nostril and starts rooting around. More gasps; the nose-picking ends, but a rear hoof goes to work scratching as if trying to get rid of fleas. Her head shakes wildly from side to side, and she actually barks like a dog. Neither Rarity nor any of the spectators can believe their eyes; there is yet another round of indignant cries which transition into hearty booing.*)

**Rarity:** Oh, no. (*Fluttershy brays like a donkey; more gasps.*)

**Carrot Top:** Get her off the stage!

**Lemon:** She’s an embarrassment to all things fashion! (*Photo is now back upright.*)

**Photo:** I, Photo Finish, have made a terrible mistake!

(*Rarity and Twilight eye the fiasco from opposite ends of the room—the former with concern, the latter with satisfaction, as seen when the camera cuts to each. Stay on Twilight.*)

**Rarity:** (*from o.s., applauding*) Bravo! I say, bravo!

(*This response catches not just Twilight, but the entire audience by surprise.*)

**Mare 1:** “Bravo”? Who could possibly say “bravo” to that horrid display? (*Cut to the back of the room.*)

**Rarity:** (*from o.s.*) Such attitude! Such pizzazz! She’s invented an entirely new kind of modeling! Bravo!

**Mare 1:** (*over last “bravo”*) Who is saying these things?

**Mare 2:** (*gasping, pointing*) It’s her!

(*All eyes follow her hoof, as does the camera in a quick pan that stops on Rarity—now standing in full view at the back of the room. She keeps stomping her applause and shouting “bravo” under the following.*)

**Mare 2:** (*from o.s.*) The unicorn in the gorgeous cape and headdress! (*Close-up of her hooves, tilting up to give a full view of the ensemble.*)

**Mare 1:** (*from o.s.*) Now *that* is a pony who clearly knows a thing or two about fashion. (*Back to the pair.*) Well, if that fabulous pony likes it, then I do too. (*stomping applause*) Bravo!

(*The crowd quickly joins in, throwing confusion into both the pegasus on the runway and the unicorn behind the curtain. The former hangs her head with a resigned moan.*)

(*Wipe to a fruit basket on a table, with Fluttershy partly visible behind it. She is out of the dress, and she lifts her head into view after a moment. The butterfly on the door, and the birdhouse hanging from the ceiling, suggest that this area is her dressing room.*)

**Fluttershy:** This is awful! Just awful! (*Cut to frame Twilight also in the room.*) Somehow I’ve become *more* popular than ever. Oh, I’m so frustrated, I could just kick something!

(*She hoists her rump off the floor and pulls in both rear legs for a buck—but when it comes, it has barely enough force to wobble a vase behind her.*)

**Fluttershy:** If only Rarity didn’t want me to be a model so badly.

**Twilight:** (*groaning loudly*) But Rarity—

(*One of her own front hooves stops the revelation in its tracks when she stuffs it into her mouth. She pulls it out as Rarity bursts in.*)

**Rarity:** Fluttershy, are you all right?

**Fluttershy:** (*forcing a smile*) I’m great. I’m a super-famous fashion model. Why wouldn’t I be great?

**Twilight:** Because you have—

(*This time, both front hooves go in her mouth and she goes flat on the floor.*)

**Rarity:** Out there on the runway, everyone was turning on you and…ooh…oh, Fluttershy, it’s so awful… (*very small voice*) …I wanted them to.

**Fluttershy:** You did? (*Twilight is back up, hooves out of mouth.*)

**Twilight:** Of course she did! Because—

(*Now she stuffs in the contents of the fruit basket to shut her own trap. Long pause.*)

**Rarity:** I’m jealous! (*Close-up.*) I wanted all the attention, and instead it was going to you! I even started hoping that you would do something silly so your modeling career would be over.

(*Pan to Fluttershy on the end of this; she reacts with visible unease.*)

**Rarity:** (*from o.s.*) But then, when it started happening, all I could think was… (*Cut to frame both.*) …“How could I want you to fail at something you love so much?”

(*Twilight zips over, a hair from total panic and with no fruit in her mouth.*)

**Twilight:** But…Fluttershy doesn’t—

(*She screws up her face with a little grunt, rushes across the room, and shoves her entire head into a flowerpot occupied by a very large plant.*)

**Fluttershy:** Love? Oh, Rarity, I hate being a model.

**Rarity:** You do?

**Fluttershy:** More than anything.

**Rarity:** Then why did you keep doing it? (*Cut to Fluttershy.*)

**Fluttershy:** I was afraid if I quit, you’d be mad at me for not wanting to “shine all over Equestria.” (*Pan to Rarity.*)

**Rarity:** And I thought if I told you how jealous I was of your success, you’d think I was a terrible friend.

**Fluttershy:** Never.

**Rarity:** All this time…

**Fluttershy:** If we’d just told each other the truth… (*Both smile.*)

**Rarity:** I promise never to keep my feelings a secret again.

**Fluttershy:** Me too.

**Fluttershy, Rarity:** (*miming*) Cross my heart and hope to fly, stick a cupcake in my eye. (*They laugh; Photo peeks into the room.*)

**Photo:** You were brilliant. Brilliant! I’ve already got six photo shoots lined up for tomorrow alone.

**Fluttershy:** I’m sorry, Photo Finish, but I don’t think I’ll be able to make any of them. (*Close-up of Photo.*)

**Photo:** Whaaat? (*Zoom out to frame Fluttershy and Rarity.*)

**Fluttershy, Rarity:** (*high-fiving*) We go!

(*The designer and the ex-model exit laughing.*)

**Photo:** (*very puzzled*) What has just happened?

(*Back to Twilight, whose head is still stuffed in the flowerpot; she yanks it loose.*)

**Twilight:** Spike has a crush on Rarity!

(*She claps a hoof over her mouth, realizing that she has just given up the one secret out of three that has no bearing whatsoever on the current situation. Near her is a vanity with a mirror, in which Pinkie’s image pops up.*)

**Pinkie:** (*sighing disappointedly, shaking her head*) And you were doing so well.

(*Wipe to Fluttershy in the hot tub at the spa.*)

**Fluttershy:** Now this is a wonderful way to spend an afternoon.

(*Cut to Rarity, fully seaweed-wrapped and cucumbered up, in the sauna.*)

**Rarity:** Isn’t it, though?

(*Cut to Twilight in one of the individual baths.*)

**Twilight:** (*dictating*) “Dear Princess Celestia: Being a good friend means being able to keep a secret. But you should never be afraid to share your true feelings with a good friend.” (*addressing herself o.s.*) Did you get all that, Spike? (*Cut to him, annoyed, on the floor.*)

**Spike:** No. I did not. (*behind his hand*) I still can’t believe you told someone about my secret feelings for Rarity!

**Twilight:** You’re right. That was wrong of me, and I’m very sorry.

(*Back to him. The backdrop behind him has changed; its color and rising steam suggest that he has moved into the sauna. He smiles.*)

**Spike:** Apology accepted.

**Twilight:** Now will you take down my letter to Princess Celestia?

**Spike:** I would love to.

(*In a longer shot, he is indeed in the sauna, using a fan with the heart/Rarity-face design from his previous T-shirt to move air above the real McCoy.*)

**Spike:** But I’m a little busy at the moment.

(*Back to Twilight, who rolls her eyes and sighs with a smile. Zoom in slowly and fade to black.)*