**RARITY TAKES MANEHATTAN**

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Prologue

(*Opening shot: fade in to the Ponyville train station platform during the day. As a few passengers and an idling train while away some time, Rarity steps into view in the foreground. A longer shot frames her, Twilight Sparkle, and Applejack; the two magic-users levitate suitcases alongside themselves, while the earth pony pushes hers with her nose. They stop, setting their gear down.*)

**Spike:** (*from o.s.*) There you are, Rarity!

(*Here he comes, pushing a cart stacked high with a scramble of luggage.*)

**Spike:** That’s the last of your bags.

**Rarity:** Actually, Spike, I’ve got one last pile of bags over there.

(*She inclines her head off to one side on the last two words, missing Twilight’s grimace; when Spike glances in that direction, his eyes pop in great surprise. The camera pans quickly to follow his gaze and stops on said pile, which stands nearly as tall as the one he has just trundled in.*)

**Rarity:** (*sweetly*) Won’t you be a dear? (*She bats her eyes.*)

**Spike:** (*dreamily, walking to pile*) Sure. I’ll be a dear.

(*He latches his claws onto one bag near the bottom and strains to pull it free.*)

**Rarity:** An entire week in the fabulous city of Manehattan!

(*Long shot of the platform. Fluttershy, Pinkie Pie, and Rainbow Dash are now seen here as well, and Spike hustles back and forth to hoss Rarity’s freight.*)

**Rarity:** Plus, all of my very best friends there with me!

**Twilight:** Of course we’d all come along to support you during Fashion Week, Rarity.

**Fluttershy:** Not that you’ll need it. We’re sure you’ll win. (*A happy squeal from Rarity.*)

**Rarity:** I can’t begin to tell you how excited I am that you’ll all be there with me! (*slyly*) However… (*magically opening her suitcase*) …perhaps I can show you.

(*On the end of this, she floats something out and fans it like a hand of playing cards, revealing seven identical documents. Cut to her perspective of the others.*)

**Twilight:** What’s that?

**Pinkie:** Ooh, ooh, ooh! (*She zips up close.*) I know! A paper fan! (*Cut to frame both.*)

**Rarity:** No, it’s—

**Pinkie:** (*jumping in place*) A magic trick! You know— (*rapid fire*) —where I pick a card and remember what it is, and then you put it back in the deck so you can’t look at it and—

(*Punctuated on the end of this by hunkering down on the platform and covering her eyes. Rarity cuts her off by walking toward the others with the papers.*)

**Rarity:** These are tickets to the hottest musical on Bridleway!

**Twilight:** You couldn’t mean *Hinny of the Hills*, because that show’s been sold out for months! (*Happy gasp.*) Or could you?

**Rarity:** (*giddily*) I could. I do. (*A bigger gasp from Twilight.*)

**Twilight:** Oh, Rarity, you didn’t have to do that, but…since you did…

(*Cheers from Rarity’s five friends; meanwhile, a visibly worn-out Spike shuttles the last of her luggage across the platform.*)

**Pinkie:** This trip is fun already! (*jumping in place* ) I love jumping up and down! (*Overhead view, zooming in.*) Whee!

(*Fade to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to a long shot of the train chugging across a suspension bridge that spans a wide body of water, perhaps a river or bay. Zoom out to frame the opposite shore, on which the city proper of Manehattan stands. High-rises are visible in abundance, one of which is topped with a giant horse-head statue that strongly resembles the bust on the center table in the Ponyville library. Dissolve to a city block, the camera angled up to point toward the sky, and tilt down to street level on the start of the next line. A few locals are going about their business, and a taxi carriage rolls down the street as the group emerges from the well-appointed train station. Spike has drawn porter duty, without the benefit of a cart.*)

**Rarity:** Come along, ponies! I found us a place to stay only a block from the train station, in the very heart of this glorious metropolis.

(*Another taxi rolls past in front of the camera; behind its rear end, the view wipes to the group on the move.*)

**Applejack:** Hey, look!

(*Long shot of several billboards and signs advertising various products and entertainments. Among them is a theater marquee that displays a singing, blond-maned, tan mare against a mountain landscape. Tilt down toward ground level, framing the line of ponies that stretches from the front entrance all the way down the block.*)

**Applejack:** (*from o.s.*) There’s the theater where *Hinny of the Hills* is playin’!

(*Fluttershy, Pinkie, and Rainbow lean into view, voicing appreciative murmurs along with the o.s. others. Cut to an overhead view of the queue, now seen to stretch around the corner, and pan to frame the group walking/flying/hopping past.*)

**Twilight:** Wow, Rarity! How’d you manage to get us seats for tomorrow night?

**Rarity:** Oh, I gave some designs to the costume designer, so he pulled a few strings. (*Applejack/Pinkie/Rainbow lean in close.*)

**Applejack, Pinkie, Rainbow:** Cool!

(*Long shot of one block’s sidewalk, dotted with busy residents.*)

**Rarity:** (*walking into view, others following*) That is what makes Manehattan so splendid and amazing. (*Taxis pass in the street.*) You do something nice for somepony, and then you never know when they’ll do something nice for you!

**Applejack:** So then you can do somethin’ nice for us!

**Fluttershy:** Like get us in to see *Hinny of the Hills*!

**Rainbow:** Which is only the best musical in all of Equestria!

**Applejack:** It must be good if Rainbow Dash is impressed. Normally she doesn’t even like musicals.

***Light acoustic guitar melody with backing strings, brisk 4 (F major)***

**Rainbow:** I know. Ponies just bursting into song in random places at the drop of a hat? Who does that?

***Light percussion/flute/bass in; horns sneak in at end of verse***

(*Rarity pops up in front of them and trots toward the camera.*)

**Rarity:** Oh, Manehattan, what you do to me

(*On the ground and in the air, the pulse and the purposeful stride of the city are on display.*)

Such a huge, bustling community

(*The seven carry on down the street.*)

And there’s always opportunity

(*Rainbow swoops past Spike and the massed luggage; he stops and eyes the load, ticked off.*)

To do the friendly thing

(*Rarity doubles back to him as he strains and sweats while moving ahead.*)

If some are grouchy, pay no mind

(*Quick visit to a street vendor selling carrot hot dogs; she floats a jewel over to him and gets one to go.*)

Surprise instead with something kind

(*The food is delivered to a very hungry Spike; before he can bite down, though, a passing bird snatches it away. He glowers after it.*)

Lo and behold, you may just find

(*Overhead view of the street, zooming out quickly.*)

A smile is what you bring

***Flute/horns out***

(*Sidewalk level; they approach a hotel and are greeted by a bellhop stallion pushing a luggage cart. Blue-gray earth pony, two-tone blue mane, blue eyes with birdcatcher spots, cutie mark of three suitcases.*)

**Bellhop:** Welcome to the Manefair Hotel! Please allow me to take those bags to your room for you! (*Rarity floats up a jewel.*)

**Rarity:** Only if you’ll accept this gratuity first.

**Bellhop:** (*chuckling*) I’ll get your change! (*She tucks it into his pocket.*)

**Rarity:** Do keep it all. I insist!

***Drums/horns in***

(*He grins widely at this. Cut to a long shot of a ferry boat cruising the bay or river, passing under the bridge that the train crossed to reach Manehattan. In a close-up and pan along the deck, the entire group has gone for a ride to do a little sightseeing; Spike has finally been relieved of his cargo and is instead gripping a pair of binoculars. Rarity stands alone at the prow, a pink scarf wrapped around her neck. Fancypants and Fleur are among the group, the former’s cap marking him as the captain of this cruise.*)

**Rarity:** Generosity, I’m here to show

All that I can give

(*The boat approaches the pony counterpart of the Statue of Liberty, and a gangplank is lowered to its pier so the passengers can disembark.*)

Generosity, I’m here to set the bar

(*Tilt up to the torch held in one lifted front hoof.*)

Just sit back and watch how I live

(*Cut to an observation deck at this level; several tourists are gazing out over the water, and one of them, a stallion, reaches for a coin-operated viewer at the same time Rarity does. Both react with mild surprise, but she quickly puts on a warm smile.*)

***Drums out; flute/mandolin in (light percussion continues throughout)***

**Rarity:** After you!

**Tourist 1:** Why, thank you!

(*Close-up of a second tourist stallion, who shivers in a sudden gust of wind. On the start of the next line, zoom out to frame Rarity alongside, scarf in her magical grasp.*)

**Rarity:** Please, take mine. (*It is unwound and wrapped around his neck.*)

**Tourist 2:** Wow! Okay.

(*Street level; the six mares and baby dragon walk down the thoroughfare as images of various gaudy signs float past.*)

**Rarity:** Some may say, “Rarity,

(*A high-rise window; a mare eagerly enters the office of a dour-faced stallion whose facial stubble and attire of shirt collar and jacket lapels give him away as a hardworking business pony.*)

Don’t be so big-hearted and bold

(*Sidewalk again, panning slowly past an outdoor table at a café. A stallion argues with the maitre d’ and is turned away.*)

Treating strangers like they’re friends

(*Head-on view of her, zooming out slowly through the preoccupied equines who stream past on all sides.*)

This town’s too big and cold”

(*One walks past in front of the camera; behind his tail, the view wipes to the group approaching a rather annoyed-looking stallion from behind. As he reads his paper, utterly absorbed in the printed words, Rarity runs into him without looking; he drops the paper and gives her a withering glare.*)

***Drums in with half-time feel***

**Rarity:** But this is how I play my cards

I’m not about to fold

(*She gets an idea and glances to one side; pan to a flower-selling mare at her cart a few yards down the sidewalk. One bloom is floated away under Rarity’s control and paid for with a jewel.*)

Where I see a frown, I go to town

(*It is tucked into the band of the stallion’s hat, prompting him to smile and laugh along with her.*)

Call me the Smile Patrol

***Drums out; light percussion builds in intensity (G major)***

(*The lighted edge of a sign passes the camera; behind it, the view wipes to a long shot of the block on which the theater stands, with the group passing by.*)

**Rainbow:** Oh, Manehattan, what you do to us

**Fluttershy:** What if you find a gloomy Gus?

(*The passenger in one of the taxis at the curb harangues her driver due to a broken wheel on the vehicle. Zoom in on this; Applejack pokes her head out from underneath and stands up, supporting the weight on her back so that the rear end rises clear of the ground. This particular vehicle differs from the others of its kind in one key respect: it is marked with rainbow stripes instead of the usual black/white checkerboard ones. The stallion pulling it is a dark tan earth pony; his rumpled, short two-tone blue mane/tail, and the stubble on his cheeks and lines under his blue eyes, tell of a tiring day’s effort in the harness. He sports a dark gray bow tie, a yellow peaked cap with dark gray visor and edging, and a cutie mark of a black/white-checkered shield.*)

**Applejack:** It’s no intimidatin’ thing

(*Pinkie gets up close with the cabbie and winks, prompting a smile.*)

**Pinkie:** Just be kind without a fuss

(*The other five trot determinedly toward the breakdown site.*)

***Drums in***

**Rarity:** Generosity, I’m here to show

All that I can do

(*She plies her magic to set the wheel fragments back in place and knit them together.*)

Generosity, you are the key

(*Applejack gets herself clear and the taxi speeds off; she, Rarity, and Pinkie wave and Rarity jumps up and grabs a lamppost, twirling around it.*)

Manehattan, I’m here just for you

(*Hop down to join the others, seen in an overhead shot and raising heads and forelegs to the sky. Zoom out slowly.*)

Just for you

***Song ends with two stingers, then a gently held-out chord***

(*Zoom out by steps in time with each of these, ending with a long shot of the entire block and zoom out that frames the docks and bridge. A dissolve shifts the scene to a fancy dress on a pony mannequin, seen through a shop window. Rarity’s reflection stands up into view as the camera zooms out slightly.*)

**Rarity:** (*sighing blissfully*) To think my dresses could soon be displayed on the most glamorous shopping thoroughfare of the most glamorous city in Equestria!

(*Cut to a longer shot of the storefront on the end of this. All six mares are running eyes over the outfits on display, but Spike just sits on the front step looking bored. The aspiring designer voices another sigh and puts a hoof to her chest.*)

**Rarity:** It would be my dream come true.

**Twilight:** Is there anything left to do we can help you with?

**Rarity:** Hmmm…nothing I can think of. The dresses are all completely finished, all made from a fabulous new fabric I’ve been developing for months. Stretchy, but not clingy. Shimmery, but not showy.

**Fluttershy:** Sounds amazing!

**Rarity:** There’s nothing left for me to do but check in at the runway with my dresses by two this afternoon.

**Pinkie:** Oh, that’s funny— (*pointing o.s.*) —because that clock over there makes it seem like that’s only ten minutes from now.

(*Her perspective on the end of this; she has indicated a clock on the side of the skyscraper with the horse-head statue on its roof. Ominously rumbling storm clouds move in as the camera zooms in to clearly frame the timepiece, which shows 1:50. In a head-on shot, the seven travelers quickly find themselves caught in a relentless downpour.*)

**Rarity:** Oh, my ribbons and threads. (*gesturing*) And the runway ballroom is all the way across town! (*horrified*) If I don’t get there, I’m disqualified! (*galloping off*) *TAAAAAXIIIII!!*

**Fluttershy:** Oh, no! We’ve gotta help her find a cab, now!

**Rainbow:** (*flying ahead, full speed*) I’m on it! (*She lights on a taxi’s roof and addresses the cabbie.*) Hey, buddy! Is this cab taken? (*An irate stallion glares up at her.*)

**Stallion 1:** (*pointing behind himself*) The line ends back there, *buddy!*

**Rainbow:** Huh?

(*Glancing back that way, she takes note of the ponies lined up at the sidewalk taxi stand—many, many of them.*)

**Rainbow:** What? Does everypony in this town want a cab? (*Here come Twilight/Applejack/Rarity, the last floating a newspaper over her head to block the rain.*)

**Rarity:** I’m afraid getting a taxi at this time could prove almost impossible!

(*Another one rolls up as Twilight steps forward to address the stallion now at the head of the line.*)

**Twilight:** Please won’t you let her have this taxi? She has somewhere very important to be right away!

**Stallion 2:** (*disdainfully*) Not likely! (*walking to it*) She can get in line like the rest of us!

(*Here comes a round of loud grumbling from the rest of the hacked-off bunch.*)

**Twilight:** (*sitting on curb; Applejack/Rainbow join her*) Oh, it’s no use! The cabdrivers just drive right past to get to the next pony in line!

(*Or not, as in the case of one who barrels around the corner and parks his hack right in front of the group as they assemble at the curb. A closer shot frames him as the driver of the one whose wheel Rarity fixed.*)

**Cabbie:** New wheel works like a charm. So now, which of you nice folks are hoppin’ in?

(*Rarity needs all of a split-second to get upright and over to the rainbow-striped carriage, ditching her paper.*)

**Rarity:** (*hastily, climbing on*) Fashion Runway Plaza in seven minutes! Can you make it?

**Cabbie:** (*rearing up*) Hang on!

**Rarity:** (*waving to others*) Ta-ta!

(*And she is gone in a blur of swirling dust. Spike walks up, having procured a fresh carrot hot dog to replace the one stolen by the bird.*)

**Spike:** (*sighing with relief*) That was close.

(*General assent from the others, but his eyes go wide with a sudden thought.*)

**Spike:** Anypony else got a sneaking suspicion we’re forgetting something?

(*The same though, amplified a hundredfold, flashes through all six brains at once.*)

**Other five:** *THE DRESSES!*

(*Snap to black.*)

Act Two

(*Opening shot: fade in to large lobby whose décor speaks of understated elegance. Only the large rug on the floor points to the expense that has gone into setting the place up. A bored-looking earth pony mare sits typing at the front desk: pink coat with a hint of violet, pale blond mane, white shirt collar with necktie, eyeglasses with small jewels set in the frames. Rarity’s magic hits one of the door handles from outside, and it swings open to admit the frantically racing unicorn. She comes to a stop at the desk, the camera shifting to pick out the receptionist mare’s light brown eyes and the pencil tucked behind one ear.*)

**Rarity:** (*out of breath*) Good afternoon, I’m here for Fashion Week!

**Receptionist:** (*not turning to her*) Everypony’s gathered in front of the runway and about to start. (*The barest glance back over one shoulder; stop typing.*) So you’ll just have to bring your dresses along with you and store them backstage later.

(*This scene is set within Fashion Runway Plaza, then. Zoom in on Rarity during the end of this, putting her o.s.*)

**Rarity:** (*flustered*) But—my dresses! How could I possibly forget them?

(*She gets out three choked little cries of terror, the camera cutting to a closer shot on each one until it reaches an extreme close-up of the constricted blue pupils. This is followed by a quick zoom out to frame her collapsed onto her hocks…*)

**Rarity:** (*sobbing*) I’M DOOMED!!

(*…and then a flop onto her face. Right on cue, in walks the bellhop she tipped so heavily in Act One, wheeling a rack of covered outfits alongside.*)

**Bellhop:** Got ’em right here, ma’am. (*Rarity looks up at him.*) Your friends told me you need these in a hurry, so I offered to race ’em over myself. (*She quickly steers the rack away and o.s.*) “Anything for that nice mare,” I told ’em.

**Rarity:** (*from o.s., floating a gem to him*) You’re a lifesaver!

(*He eyes it with mild confusion, then smiles. Cut to inside an auditorium, where a footlight-lined runway has been erected to project outward from the stage. Several ponies in assorted manner of interesting attire are gathered here, and a rack of garments stands at the wall behind them; Rarity hurries in, magically towing her load, and voices a relieved sigh.*)

**Rarity:** I made it! And with seconds to spare! (*Laugh; she addresses the others.*) Hello, everypony.

(*Another one steps into view in the foreground, out of focus and with her back to the camera. Earth pony, medium gray coat, pink mane/tail carefully brushed back, gold-framed purple earrings to indicate a mare, pale gray blouse with ruffled white tie, cutie mark that cannot be clearly seen at the moment. This is Prim Hemline, who speaks with a clipped British accent and a tone of critical disapproval.*)

**Rarity:** Pleased to meet you all.

**Prim:** Rarity, I presume.

(*Cut to a fully focused close-up of her hooves and tilt up slowly. The blouse’s sleeves are trimmed in gold, its edging is a slightly paler gray than the rest of the garment, and the tie is part of a gold-edged panel that runs down the front. At the collar is a brooch that matches the earrings; her cutie mark can now be clearly seen as a spool of thread with a pair of scissors poised to cut an unwinding length. The lines under her closed eyes mark her as being older than the group.*)

**Rarity:** (*from o.s., admiringly*) You must be Prim Hemline. (*Both again.*) The host of this grand event! (*Nervous giggle.*) How do you—

**Prim:** Miss Rarity— (*Close-up; her eyes, now open, are violet. She approaches Rarity.*) —how is it that all your competitors are here half an hour early and yet you arrive seconds before we begin?

(*Under her stern glare, the recipient of this harangue can only stammer inarticulately for a moment. However, she gets herself under control with a breezy giggle.*)

**Rarity:** Just lucky, I guess. (*Big placating grin.*)

**Prim:** (*pacing past others and back*) Once we’re done here, you’re to finish setting up backstage so you’ll be ready for your run-through appointment. (*to Rarity*) *You’ll* show your designs last. We keep to a precise schedule, so let’s try to be more than a few seconds early, hmm? (*pacing again*) Tomorrow is the contest to see which one of you gets to stay to meet top designers all across the city. The rest of you must go home early. (*dismissively*) So sad. (*Flick of her tail.*) Dismissed!

(*The contenders clear out in all directions with the exception of Rarity, who turns to check over her collection, and a light blue-violet earth pony mare with a long, curly purple mane and tail. The mane is tied back with a light yellow band, and a light blue scarf is knotted loosely around her neck. This is Suri Polomare, who sounds fairly close to Rarity’s age and speaks with a bit of a Valley Girl accent. Zoom in on the pair.*)

**Suri:** (*laughing a bit*) I’m so glad you made it, Rarity!

**Rarity:** (*sighing, a bit out of breath*) Me too. But everything just seems to keep working out.

(*A close-up shows Suri’s eyes as medium brown and her cutie mark as three buttons.*)

**Suri:** Don’t you remember me? Suri Polomare from the Ponyville Knitters’ League?

**Rarity:** (*smiling hugely*) Oh, yes, of course, of course! I thought you looked familiar, but I couldn’t place it. You haven’t been back in years.

**Suri:** Because I moved here to make it in the big city. (*Deprecating chuckle; next word under her breath.*) Okay?

\*\*\* *A pair of asterisks (\*\*) will indicate this same chuckle/“okay” punctuating the end of a sentence from here on in. \*\*\**

**Rarity:** Ohhh! Good for you, Sur— (*She gets swept up in a tight hug.*)

**Suri:** Ooh, it’s so good to see you! And now here we are, competing. \*\*

**Rarity:** (*turning away, a bit hastily*) Yes, yes. Well, good luck.

**Suri:** Oh, I don’t need luck. Would you like a hoof with your things?

**Rarity:** (*relaxing*) Why, thank you so much.

(*Dissolve to a close-up of outfits in various shades of purple, hanging on a rack. Suri reaches through from behind and pushes a few of them aside so she can get a closer look. What they all have in common, to varying degrees, is a patterned fabric that shimmers faintly in the light.*)

**Suri:** My, your collection is *gorgeous!*

(*Longer shot; they, she, and Rarity are in a dressing room. Another pony’s rack stands off in a different corner, and Rarity has a bolt of fabric floating near her head.*)

**Rarity:** (*crossing room with it*) Oh, now. I’m sure your collection is equally lovely, if not more so.

**Suri:** It’s all right, but nothing like *this!* (*Rarity crosses back.*) Take my culottes, for example. They are simply crying out for just the right accent, but I haven’t the slightest notion where I—

(*She stops short and pulls in a deep gasp, having taken notice of the material under Rarity’s control—that same shimmering purple cloth.*)

**Suri:** Actually… (*Close-up of one dress in her hooves; she continues o.s.*) …just a touch of this fabric could be perfect with a… (*A moment’s stammer; zoom out to frame her.*) …oh, hey, would you mind terribly if I took a swatch?

**Rarity:** Oh, not at all! Here. I have loads extra. (*She floats the bolt over.*)

**Suri:** You’re sure?

**Rarity:** Positive. (*crossing room*) Well, it’s been wonderful getting caught up, and I-I don’t wish to be rude, but I need to finish my preparations and I *am* a bit late as it…

(*Cut to a long shot of the entire room; only now does she realize that Suri has taken her leave.*)

**Rarity:** …is?

(*A few puzzled glances here and there. Dissolve to a Manehattan street.*)

**Rarity:** (*voice over, brightly*) Hello.

(*Cut to her at the receptionist’s desk in the lobby of Fashion Runway Plaza, this time with her rack of dresses. The bespectacled mare is again typing away and failing to take note of her.*)

**Rarity:** I’m here half an hour early for my run-through appointment, just the way Prim likes.

**Receptionist:** (*pointing*) Get in line over there.

(*“Over there” turns out to be the other end of the lobby, where the rest of the designers have already turned out with their best efforts. When the receptionist finally deigns to turn both eyes toward the purple-hued outfits, she breaks out in a genuine smile.*)

**Receptionist:** (*awestruck, pulling glasses down to peer over them*) Oh, my, that fabric’s gorgeous. Did you make that yourself?

**Rarity:** (*laughing a bit*) Why, yes. It’s stretchy, but not clingy. Shimmery—

**Suri:** (*from o.s.; first word overlaps Rarity’s*)Shimmery, but not showy.

(*Hearing that second voice reeling back her own words stops her tongue cold. Cut to the stage and pan slowly to follow her as she warily crosses behind the other lined-up challengers. The cheery overtone has disappeared from Suri’s voice—now she is a Valley Girl who means business.*)

**Suri:** (*from o.s.*) And the entire line is in this same adorable pattern.

(*Rarity pushes up in between them, her eyes bugging out in surprise. On the start of the next line, zoom out quickly to frame her old acquaintance at the other end of the stage. Next to her is a rack of outfits done in the same shades of purple as Rarity’s line and displaying liberal amounts of the special fabric. Also present is a harried-looking earth pony mare: two-tone, light blue bobbed mane/tail, light blue eyes, off-white coat, white-edged violet sailor-suit collar with red tie, red/orange/purple flower clip in her mane, cutie mark of a floppy, white-edged violet hat with a red feather. This is Coco Pommel.*)

**Suri:** It works on everything from skirts to tops to shoes. (*Laugh; cut to Prim sitting alone in the audience and clapping.*)

**Prim:** Oh, bravo! I’ve never seen anything like it.

(*The beaming designer turns away, only to find herself confronted by a very, very angry one.*)

**Rarity:** *You stole my fabric!*

**Prim:** (*pushing her back, walking past with a laugh*) I didn’t steal it. \*\* You gave it to me, ’member?

**Rarity:** I gave you the fabric for accents, not for your whole line! (*Coco wheels the rack after Suri.*) And how could you possibly make all those outfits out of it so fast? (*They stop.*)

**Suri:** (*disdainfully*) Fast? Ha! (*Cut to Coco; Suri points at her and continues o.s.*) Coco Pommel here took practically forever. (*Very glum look.*) Nearly got me completely disqualified.

(*Suri pronounces Coco’s last name with the accent on the second syllable rather than the first.*)

**Coco:** Well, I wanted to make sure you’d win, so I took the extra time to— (*Suri leans into her face.*)

**Suri:** Quiet! I pay an assistant to sew and get coffee, not talk. ’Kay?

(*Rarity turns away with an incredulous little scoff.*)

**Rarity:** How could this happen? (*Suri zips over and puts a hoof across her shoulders.*)

**Suri:** Aw, sweetie, don’t blame yourself. It takes some small-town fillies a while to learn it’s everypony for herself in the big city, mm-kay?

(*The recipient of this jab bolts sobbing for the door to the lobby, straight past Coco.*)

**Suri:** (*crossing to her*) Hope you realize how fortunate you are to have me as a mentor. (*full volume*) Now get me some coffee!

(*The hapless assistant beats it out the door. Wipe to the Manefair Hotel’s front entrance, seen from street level, and tilt up slowly. The rain that hit in Act One has stopped.*)

**Twilight:** (*voice over*) Oh, my gosh! What a great afternoon! That was almost too much fun!

(*Cut to just inside one room; the door opens to admit her and Rainbow, with Applejack and Pinkie right behind. Rainbow wears a baseball cap marked with a heart and a high-rise, the Manehattan equivalent of the classic “I Love NY” graphic.*)

**Rainbow:** Better pace yourself, ’cause the rest of the day is jam-packed!

**Applejack:** (*flicking her forelock*) First there’s the salon appointment to get our manes done.

**Pinkie:** Then our fancy dinner at the Far Afield Tavern! (*Fluttershy brings up the rear.*)

**Fluttershy:** And after that… (*All five jump up together; Rainbow without her cap.*)

**All five:** …*HINNY OF THE HILLS*!

(*They drop onto the floor in a giggling, squealing pile, paying no attention to Spike as he totters across with a colossal armload of purchases and souvenirs. Pan across the room to the door, where a frazzled, crushed, teary-eyed Rarity is plodding in. She lets a few drops fall on the carpet; Rainbow is first to extract herself from the laugh fest and notice, her smile vanishing in a blink. The others get upright a moment later.*)

**Rainbow:** Is everything okay?

**Pinkie:** (*bounding over to Rarity*) You got the dresses the bellhop brought you and everything, right?

(*The unicorn trudges mutely past, stopping only when she has reached one of the beds, and throws herself onto it with a full-throated wail. Cut to the others stepping up.*)

**Rainbow:** But…he said he brought them.

**Rarity:** (*from o.s., waving a hoof into view*) And then Suri stole them! (*She stands up and hyperventilates a bit.*) I let one of the other contestants use some of my one-of-a-kind fabric… (*Again.*) …and then she turned it into a wardrobe just like mine… (*Again.*) …only now it looks like *I’m* the one copying *her!* (*Flop onto her back.*) My generosity has ruined me, I tell you! (*sobbing*) *Ruined!*

(*Close-up of Twilight; another bout of wailing floats up to her.*)

**Twilight:** Now, Rarity, whatever went wrong, we’re all here to help you get through it— (*looking toward others*) —no matter what it takes.

(*Pan to frame the other four mares, who cheer and voice their agreement.*)

**Applejack:** Come on, Rarity, buck up. All we need is some fabric, and you’ll be back in business.

(*The victim of sartorial plagiarism sits bolt upright and looks around herself, taking in the rich fabric of the window curtains and the rug at the foot of the bed. Next she runs a critical hoof over the blanket, her sudden smile telling of the idea that has started to fit itself together in her mind. One eyebrow lowers knowingly, then pops back up as she gasps happily.*)

[*Animation goof: Her mane switches between neat and disheveled during the previous sequence. It ends up in proper order.*]

**Rarity:** This new line is going to be marvelous! Perhaps even better than the last! It’s daring, it’s bold! Perhaps I still have a chance after all!

(*She stops at last to catch her breath, the camera cutting to her five smiling friends. That optimism is nowhere to be seen when the view dissolves to frame them hard at work on various clothing-related tasks. They are still in the room, whose windows and floor have been stripped bare, and visibly fatigued; the sky has darkened into night. Twilight and Fluttershy run sewing machines; Rainbow, a spinning wheel; Applejack works at a desk while Pinkie checks over a roll of fabric. Fluttershy’s machine snarls up the cloth she is feeding through it, but she cringes and says nothing, trying to clear the jam as Rarity passes behind her. Her reading glasses perched on her nose, the dressmaker crosses the room while levitating a few rolls of material and stops near Pinkie and Rainbow. The pink pony has taken a break to play with the ball of yarn she has built up by unraveling the carpet, but she and Rainbow quickly get back to work. Rarity’s next stop is Applejack’s station; the workhorse has been folding up pieces of cloth and stacking them in a basket, and Rarity lets her load drop on the desk and floats the finished batch away. Finally she reaches Twilight.*)

**Rarity:** (*urgently*) Twilight! Sew these pieces together according to that pattern there.

(*On the end of this, she indicates sheets of clothing pattern on the desk next to the working mare with a tilt of her head.*)

**Twilight:** You said if we skipped dinner at the Far Afield Tavern, you’d order a meal for us to eat while we keep working.

**Rarity:** Don’t fret. It’ll be here in an hour. (*addressing the room, frostily*) That’s not going to be a problem, is it?

**Rainbow:** (*hesitantly*) Well, we’re supposed to be watching *Hinny of the Hills* by then.

**Rarity:** (*snippy tone*) Oh, I see. I go out of my way to get you tickets for a show, and this is how you repay me? By abandoning me in my hour of need?

(*Accompanied by a walk across the room and a piece of light green cloth being floated off the floor and tied in a bow around a pony mannequin’s neck. The guilt trip has its intended effect, but she decides to hammer the point home with a few piteous little half-sobs and a hoof slammed angrily to the floor.*)

**Rarity:** Fine! Go and see *Hinny of the Hills* tonight! And then tomorrow morning when you come to see my fashion show without any fashion to show, you can have more entertainment!

(*Cut to Pinkie and Rainbow; she whips over to them and throws a mocking foreleg around each neck while sucking in a deep breath to continue her tirade.*)

**Rarity:** “Oh, why, look, there’s our friend Rarity going down in FLAMES! Isn’t friendship MAGIC?!?”

(*Pinkie can only manage a terrified little nod. On the start of the next line, cut to frame all six.*)

**Twilight:** (*crossing to Rarity*) Rarity, calm down. What’s gotten into you? (*She gets a white hoof jabbed toward her chest.*)

**Rarity:** (*increasingly worked up*) What’s gotten into *you?* Oh, go ahead! See your little show! Congratu-pony-lations, fillies! Sounds like you’ve all figured out already, it’s everypony for herself in this town!

(*With a stomp of both front hooves against the floor for vicious emphasis. A burst of magic hits the door just in time to open it as she gallops out, then slam it behind her. The five others trade a round of perplexed glances before turning gloomily back to their respective jobs. Cut to a stretch of buildings and tilt up into the starry sky to stop on the moon, whose image gives way to that of a blue-green jewel brooch, seen in close-up. It is on the collar of a new outfit and being adjusted by Twilight and Applejack, who withdraw their hooves after a moment.*)

**Twilight:** (*from o.s.*) There.

(*Longer shot of the room; all five workers are gathered around this ensemble on a mannequin. Spike is out cold in one of the beds, and the blue sky seen through the windows tells that morning has come.*)

**Twilight:** That’s the last of them.

**Rarity:** (*racing past with dress rack, stripping mannequin bare*) Finally!

(*She has put away her glasses now. Cut to the hallway; her magic throws the door open, she gallops out with the new batch, and Twilight glares out after her.*)

**Twilight:** (*very snarky*) You’re welcome!

(*Dissolve to the upper reaches of the auditorium, spotlights shining from the rafters, and tilt down on the start of the next line. The place is now packed, and Prim and Suri stand at the end of the runway as mares dressed in the latter’s purple-themed outfits strut their stuff and flashbulbs pop here and there.*)

**Prim:** Let’s have another round of applause for Suri Polomare’s amazing collection!

(*The crowd obliges, the camera panning from one model to the next and then cutting to maven and up-and-comer. Suri waves to acknowledge the accolades.*)

**Prim:** That fabric! So original!

(*She and Suri touch hooves before the latter turns to head backstage—where Rarity is watching and lets off a weary/frustrated sigh. Coco, looking very much down in the mouth, follows her boss into the wings.*)

**Suri:** (*chuckling*) Well, look who’s here. Gonna show off your copycat collection, hmm?

(*Another venomous little laugh; on the start of the following, cut back to the runway.*)

**Prim:** And now, Rarity from Ponyville with her brand-new line—and I mean brand-new— (*Zoom in toward the stage curtain.*) —“Hotel Chic.”

(*The light on her dims to nothing in time with two spots that pick out the curtain, roving a bit before stopping at center stage. The drapes are reeled back to expose a mare wearing a blue-green dress, with edging and shoes in a darker shade, a cocked magenta hat that bears a striking resemblance to a lampshade, a belt hung with keys, and a bar of soap hung around her neck. She wears the light green neck bow worked on by Rarity, as well as a round brooch whose design suggests that it used to be the peephole from the door to the group’s room. A series of camera flashes shifts the focus to close-ups of the hat, the belt—whose keys still have their room-number tags attached—and the soap-on-a-rope necklace. The audience murmurs and claps its approval, with Hoity Toity, Sapphire Shores, and Photo Finish in attendance, and the model advances haughtily along the runway as more appreciative sounds are heard. Right behind her is another one whose magenta/gold outfit could only have been made from the room’s curtains; as the other models take their turns, Rarity smiles and pulls in a barely audible gasp.*)

**Rarity:** They’re liking it. I think I may have just won this thing! Oh, I can’t wait to celebrate with—

(*Elation shifts into worry in less time than it takes to drop a stitch. Cut to her perspective of the audience seating and zoom in slowly; among the multitudes—now seen to include Fancypants and Fleur—is a prominently empty section, the only such one in the house. The rest of the gang is nowhere to be seen; back to Rarity.*)

**Rarity:** …my friends. They didn’t come. (*sadly*) What have I done?

(*She dips her head as the flashbulbs start to pop again and the crowd cheers vociferously. One last flash fills the screen and fades away to black it out.*)

Act Three

(*Opening shot: fade in to the runway, whose models are still parading Rarity’s works for the enthusiastic crowd. Prim steps out from Rarity’s side of the wings.*)

**Prim:** Rarity, they all adore you! (*Zoom in on Rarity.*) Aren’t you going to tell them about your fabulous pieces?

(*The zoom puts the maven o.s. on the end of this; Rarity acts as if she has not heard a word of this praise. Cut to her perspective of the empty block of seats and zoom in slowly on the velvet rope that runs in front of the entire audience. On the length in front of her friends’ seats, a rainbow-hued gleam of light passes from one end to the other. Back to the chastened unicorn, zooming in to an extreme close-up of her eyes as the spectrum shines briefly forth from both irises.*)

**Rarity:** I have to go.

(*She gallops away, prompting a shocked gasp from Prim; a moment later, and she has plowed a model aside and leaped off the runway’s end. Shocked murmurs from the crowd.*)

**Prim:** (*rushing after her*) Come back at once! (*She stops short of the edge.*) This is unheard-of!

(*Dissolve to the Manefair’s front entrance. She gallops up and slows to a walk as the bellhop pushes a heavily overloaded luggage cart toward the curb.*)

**Bellhop:** How do you do, ma’am? Contest going well?

**Rarity:** No time to talk. I have to find my friends!

**Bellhop:** Oh! Well, they’re gone already. I saw them headed out this morning.

**Rarity:** Oh, *no!* Back to Ponyville, I imagine? Oh, they worked so hard on my behalf, and I repaid them with unkindness. (*galloping away*) What have I done?

(*She stops short and floats two small, misshapen gems back toward him.*)

**Rarity:** Oh, here you are.

(*Close-up of these as they settle on his hoof, then zoom out. He is a bit taken aback at the meager size of this tip compared to the others she has given him.*)

**Bellhop:** (*calling after her, stammering a bit*) But, miss, I didn’t do anything!

(*On the end of this, thunder rumbles overhead and the rain wastes no time in following it down. Cut to a mass of stormy gray clouds and tilt down past a bridge to ground level.*)

***Quiet, melancholy acoustic guitar/strings/woodwind reprise of Act One melody***

***Moderate 4 (F major)***

(*Rarity trudges disconsolately along a sidewalk, her mane a waterlogged mess, and eyes her reflection in a puddle before a stallion splashes through it at a rushed gallop. A taxi rolls past, its driver paying her no mind.*)

**Rarity:** Oh, Manehattan, what have I done?

The thought of Fashion Week was fun

(*Cut to just inside a store window; she gazes in at the decked-out mannequin on display.*)

But I went way too far

(*Outside; it is the same shop that the group scoped out in Act One. Zoom in past her, the reflection disappearing from the glass.*)

***Music swells; timpani sneaks in***

My friends gave to me

In ways so kind

(*Images of the other five and Spike fade into view, gladly touching up the dress. Zoom out to frame her; they fade away and her reflection reappears.*)

***Drop back; timpani sneaks out***

And I gave them nothing

But a hard time

(*Cut to a longer shot of her, now facing away from the window, and zoom out slowly past the activity surging all around her.*)

**Rarity:** And now alone I stand

And now alone I stand

***Song ends***

(*Dissolve to a close-up of the receptionist, lost in thought and not typing for once. A desk bell rings; zoom out to frame Rarity in front of the desk, trying to get her attention. The unicorn’s mane is back to its immaculately coiffed self.*)

**Rarity:** I need a moment with Prim Hemline. I have to rush back to Ponyville, but I just wanted to thank her first for—

(*Behind her, a door opens and the figure of Suri emerges into view, partly obscured by the white head and purple mane.*)

**Suri:** Uh-uh-uh.

(*Rarity moves aside and turns to look; the movement exposes both Suri and Coco walking in, the doors closing behind them.*)

**Suri:** You best steer clear of Prim for a while. She’s pretty furious. (*to Coco*) Isn’t that right?

**Coco:** Um… (*dropping her eyes*) …yes.

(*Right behind these two, the doors open again and the rest of the Ponyville contingent enters, in high spirits. Pinkie cranks off a big squeaky grin, and Rarity cannot help but smile in response.*)

**Rarity:** There you all are! I can’t believe it. (*crossing to them*) I thought you went back home! (*Their faces fall.*)

**Twilight:** We missed the show because we overslept. Suri told us you lost. We’re really sorry.

(*Suri throws her rival a smug little smile, but Coco does not copy it and keeps her eyes averted.*)

**Rarity:** (*flabbergasted*) I lost?

(*Long pause, her brain running back through the last two days or so at blinding speed.*)

**Rarity:** You know what? I don’t even care. I’m just happy you’re all still here after how I treated you—taking advantage of your friendship the way I did.

(*Cut to a slow pan across the now-smiling other five mares, starting at Pinkie’s end and ending at Applejack’s.*)

**Rarity:** (*from o.s.*) How could you ever see past it?

**Applejack:** Yeah, you were pretty rotten. (*Rainbow’s eyes pop at this.*)

**Rainbow:** Wow, Applejack. I know your thing is honesty, but come on! (*Twilight crosses to Rarity.*)

**Twilight:** Last night we may not have seen you at your best— (*touching her shoulder*) —but we know you. (*Spike and the others gather around.*) And we would never let one thing like that change how we feel about you.

(*A group hug begins to coalesce during the end of this line and soon draws in all seven of them for a moment.*)

**Rarity:** Oh…thank you. (*crying a bit, wiping her eyes*) You really *are* the most wonderful friends a pony could have.

(*Cut to the sidewalk outside Fashion Runway Plaza. Her magic takes hold of one set of double doors from inside and opens them so the group can emerge—Rainbow flying above the others. The earlier rain has stopped.*)

**Rarity:** You know, I already arranged to make it up to you this afternoon. Hope you’re all available for an exclusive performance of *Hinny of the Hills*!

(*This piece of news elicits a round of cheers and gets Pinkie jumping nearly as high as Rainbow. Some moments later, Suri and Coco step out to the street.*)

**Suri:** And *that* is how it’s done. (*Chuckle.*) Pretty clever how I convinced her to stay away from Prim, wasn’t it? (*Again; now her tone goes downright nasty.*) Wouldn’t have wanted her to find out the truth now, would we?

(*The green eyes’ gimlet glare sends the light blue ones turning morosely toward the ground. Dissolve to a long shot of the front entrance of the theater serving as the venue for Hinny of the Hills, as identified by Applejack in Act One. Zoom in to the sound of a dramatic female voice, singing with the backing of a full orchestra in E major.*)

**Singer:** And I’m a dancing

(*Cut to a close-up of the tan mare on the marquee. Earth pony; Tyrolean-style blouse and red skirt, topped by a brown vest; mane braided and bound in a flowered red kerchief. She is suspended by a rope around her midsection in front of a sun/sky backdrop.*)

**Singer:** Pony

(*She takes a midair bow as the camera zooms out quickly to frame the entire stage; the backdrop depicts a range of mountain peaks, and the actors down below bow as well. They wave to the audience as the music ends and the curtains close; wild cheers from the o.s. out-of-towners, and the camera cuts to the seven. This show has indeed been an exclusive, as they have the entire theater to themselves, and the hooves pound applause against the floor while the clawed hands clap. Rarity has donned a yellow-trimmed magenta shawl for the occasion.*)

**Applejack:** Wow. That was even better than I imagined!

**Rainbow:** (*lifting off for a loop-the-loop*) I loved it!

(*She finds herself on the receiving end of six very puzzled stares. Long silence, after which she settles back into her seat with an embarrassed smile and tries to play it off. The camera picks out her, Applejack, and Pinkie in close-up.*)

**Rainbow:** Uh…I mean…it was a’ight.

(*She crosses her forelegs and adopts her best “too hip for the room” pose, prompting a laugh from Applejack and Pinkie. Pan from these three to Twilight and Rarity.*)

**Twilight:** How did you ever get them to agree to do an extra performance just for us?

**Rarity:** Remember my costume-designer friend who got me the tickets? Well, I offered to make all the costumes for his next show. (*Pan to Rarity’s other side, framing her and a downcast Fluttershy now.*)

**Fluttershy:** Um, here in Manehattan?

(*Four other pairs of equine eyes turn toward Rarity, hanging anxiously on whatever she plans to say next.*)

**Rarity:** (*hesitating a bit*) Well…um…yes. It will keep me away from Ponyville for a while. (*Dejected sigh from Twilight/Applejack/Pinkie/Rainbow; Spike stares morosely at the floor.*) But I so wanted you to see this show, and working for this designer is such a great opportunity.

**Applejack:** We know. (*smiling a bit*) We’re happy for you, Rarity. We’re just…sad for us.

(*The rear door is heard opening, and the next voice catches the bunch by surprise.*)

**Coco:** (*from o.s.*) Mind if I join you?

(*Eyes turn toward the back rows; cut to the put-upon assistant standing in the dimmed lights, saddlebags on her back and her shadow stretching long on the aisle carpet. The door swings shut behind her, and of the seven in the seats, only Rarity is not displaying a faint smile.*)

**Rarity:** (*cautiously*) Sure. Come on down.

(*She leaves her seat, Coco takes the invitation, and the two meet near the front-row end of the aisle. Coco, smiling, surprises Rarity by dipping into her bags and pulling out a trophy, which she holds out. Rarity leans down to get a good close look at the nameplate on its base.*)

**Rarity:** This is the first-place trophy for Fashion Week… (*Gasp.*) …with my name on it! But I thought I lost!

**Coco:** You didn’t. You won.

(*Cut to Rarity; she takes the trophy and aims an uncertain look to Twilight/Fluttershy/Spike. Back to Coco on the start of the following.*)

**Coco:** Suri was hoping that if you didn’t claim your prize, the judges would consider it a forfeit and first place would go to her. (*Cut to Applejack/Pinkie/Rainbow; she continues o.s.*) So…she lied to make you and your friends go away and… (*Surprise at this; back to her.*) …well…I lied too. (*turning away*) I’ve worked for Suri for so long, I started to believe that it really is everypony for herself in this town… (*She glances back at Rarity.*) …until I saw how generous you were with your friends, and how generous they were with you.

(*Long overhead shot of the group, seen from somewhere near the balcony.*)

**Coco:** It made me start believing there was something better for me out there. (*Close-up.*) So I…I quit. (*Smiling, she steps back over to Rarity.*) I brought you something to say thank you.

(*This time, she comes up with a small gift box and passes it to Rarity, who manages a bit of a knowing smile.*)

**Rarity:** Hmph. I suppose you’ll need a job, now that you’re no longer with Suri. (*Smile from Coco.*) How would you like to work for my friend, making all the costumes for his next show?

(*The earth pony’s smile widens a notch or three as the camera zooms in on her. Dissolve to the front steps of the Manehattan train station; Spike hoists the group’s luggage inside, and Coco gets a round of goodbye waves from the others before they follow him in. Rarity is no longer wearing her shawl.*)

**Rarity:** (*voice over, dictating*) “Manehattan was simply grand.”

(*Dissolve to a rooftop-level view of the city and pan to follow their train back across the suspension bridge, headed for home. It is a beautiful sunny day.*)

**Rarity:** (*voice over*) “It was in this magnificent metropolis that I learned that while there are ponies who will take advantage of your generosity…”

(*Dissolve to the exterior of the Carousel Boutique and zoom in slowly.*)

**Rarity:** (*voice over*) “…you should never, ever let that cause you to abandon your generous spirit.”

(*Another dissolve, and the view has shifted to her upper-story workroom and living quarters. She sits on her haunches behind a worktable, writing in the group’s shared journal, a quill held in her telekinetic field.*)

**Rarity:** (*voice over*) “Nothing feels worse than taking advantage of the giving nature of your friends.”

(*Setting the quill in a nearby inkwell, she floats up the box Coco gave her and sets it on the open pages. When she magically undoes the ribbon, it unfolds to present one item: a spool of rainbow-colored thread. Rarity brings it up for a look, smiles warmly, and moves it along as she steps away from the desk. Cut to a close-up of it being set on a shelf next to a pink spool, with a sky-blue one partially visible alongside this one, then to a longer shot of the area. The contented unicorn walks away from the shelves, one of which holds the new spool and six others, and the camera cuts to a close-up of the opposite end of the line and pans across it. Light violet, orange-tan, light yellow, white, blue, pink—the coat colors of all six friends—and the new addition at the end of the line, where the camera stops. A gleam of rainbow light passes briefly across it, just as with the velvet rope during the fashion show, and the view fades to black.*)