**FAKE IT ’TIL YOU MAKE IT**

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Prologue

(*Opening shot: fade in to a couple of birds winging lazily through a placid daytime sky. Pan/tilt down to follow them to the edge of Sweet Feather Sanctuary, the animal refuge set up by Fluttershy in “Fluttershy Leans In.” She and quite a few of the residents have sat to enjoy a picnic on the grass, and she is only too happy to offer a hoof-load of seed for the birds to munch on. A few waterfowl at the edge of the facility’s stream eagerly go after the bread crumbs tossed to them; Fluttershy’s rabbit Angel hops into view, carrying a small bowl. His mild confusion at its emptiness turns into a sour look aimed back at his owner, and in very short order the piece of crockery is thrown to land upside down on her head. Carrying a pile of lettuce leaves and chopped vegetables, she glances down at him; cut to a close-up of the white fuzzball, growling softly and hind foot tapping impatiently.*)

**Fluttershy:** (*from o.s.*) Don’t worry, Angel. (*sliding bowl to him, now full*) I won’t forget you.

(*Instantly mollified, he begins to chomp into the contents. She sighs contentedly.*)

**Fluttershy:** There’s nothing so peaceful as a cuddly-friends picnic.

**Rarity:** (*from o.s., in the near distance*) *FLUTTERSHY!!*

(*Peace, quiet, tranquility—all these go out the window in a tick. Those cuddly friends bug out of the joint, leaving only Fluttershy and Angel; pan quickly to the panicked white unicorn as she gallops out of the brush.*)

**Fluttershy:** (*standing*) Oh, goodness, Rarity! What’s the matter? (*Rarity skids to a stop.*)

**Rarity:** (*out of breath*) A better question would be “What *isn’t* the matter?”

**Fluttershy:** Oh, dear! Do you want to have some lettuce and talk about it?

(*Pan from her to Angel, who defiantly stuffs his cheeks full as if to say, “Get your own salad, sister!”*)

**Rarity:** Uh…oh! I would love to, darling, but I just don’t have the time. The Canterlot Royal Fashion Show is practically upon us! And the cornerstone piece of my collection… (*overwrought, dropping to haunches*) …just isn’t working!   
**Fluttershy:** That sounds serious. (*Rarity stands up.*)

**Rarity:** (*half-sobbing*) Oh, it’s serious. The entire collection is designed around it!

**Fluttershy:** Do you need help knitting? I’ve started making tea cozies.

(*On the end of this line, she holds up a teapot draped in a knitted cover that is a most unappealing shade of gray. A couple of mismatched bits of fabric are stitched in as patches, one of two button eyes hangs off the side by a thread, and a piece dangles limply under the pot’s handle. The overall effect is to make Rarity cringe in muted horror.*)

**Fluttershy:** It’s an elephant.

(*The stitches on the piece covering the spout—intended as the trunk—give way to leave it within an ace of falling free altogether.*)

**Rarity:** (*pushing it back*) Yes, well, I don’t need help making clothes. Sassy Saddles is pitching in, plus I’ll be pulling all three of my Manehattan assistants.

**Fluttershy:** All three? Does that mean you’ll have to close Rarity for You?

**Rarity:** That’s just it, darling. This is Manehattan’s busiest shopping season, and I can’t just close the shop. (*smiling sweetly*) So I was hoping…you might consider running it?

**Fluttershy:** Of course! I’m happy to help, though I’m surprised you picked me.

**Rarity:** (*nervously*) Well, I may have asked a few others.

(*Blue eyes cut away from blue-green just before the view wipes to her standing on a running track to address a hovering Rainbow Dash and Spitfire. Both pegasi are in their Wonderbolt flight suits, and Spitfire carries a megaphone.*)

**Rainbow:** Sorry, but…we’ve got a Wonderbolt show coming up.

(*They zoom away as Rarity hangs her head in defeat; cut to her facing Pinkie Pie across a display case in Sugarcube Corner. Boxes tied with twine rest on the countertop and the floor near its end.*)

**Pinkie:** Sorry, but it’s pie season and the pie orders are piling up.

(*She gestures across the shop floor on the end of this, the camera zooming out to frame two ceiling-high masses of boxes in the fore. Rarity again slumps on her hooves; cut to her and Twilight Sparkle in the latter’s office at the School of Friendship. The Princess sits behind her desk, which is stacked with books and documents.*)

**Twilight:** (*magically shifting/signing pages*) Sorry, I’ve got a curriculum to make up.

(*The grounds of Sweet Apple Acres; Rarity walks alongside Applejack, who pulls a wagonload of apples.*)

**Applejack:** Nope.

(*Starlight Glimmer shakes her head in a School hallway, and Big Macintosh does the same in the barnyard.*)

**Macintosh:** Nope.

(*Cheerilee follows suit inside the Ponyville schoolhouse; then Granny Smith in her kitchen; then DJ P0N-3 at her turntables, adding a record scratch for emphasis; then the Cutie Mark Crusaders in their clubhouse. Finally Rarity ends up lying on her belly and aiming a beseeching gaze up at Maud Pie in the latter’s underground living area. A calendar hangs on a vertical stone face behind them, every one of its days crossed off.*)

**Maud:** My calendar’s packed, but I hear Fluttershy’s free.

(*Close-up of Rarity as Maud’s pet rock Boulder is held into view toward her.*)

**Maud:** (*from o.s.*) And you haven’t asked Boulder.

**Rarity:** (*really puzzled*) Uh…ohhh?

(*Wipe to her and Fluttershy in the here and now.*)

**Rarity:** (*laughing airily*) It doesn’t matter who else I asked— (*pulling Fluttershy close*) —because I couldn’t be happier that *you* agreed to help.

(*Both mares beam with cheeks nuzzled together as the view zooms in and snaps to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to the interior of Rarity for You in Manehattan’s Saddle Row fashion district. The camera points at the front door, which opens to admit the proprietor and her newly recruited assistant. A sudden bout of fright stops Fluttershy cold after no more than a step or two.*)

**Fluttershy:** I think I forgot how big this shop was. (*Her perspective, panning slowly across the varied displays.*) How do you find anything? (*Back to them.*)

**Rarity:** Oh, darling, it’s easy to track. The store is divided into sections.

(*Her perspective, panning quickly from one area to another as she points them out.*)

**Rarity:** Chic…classic…modern… (*Back to them.*) …sophisticated…*avant-garde*…traditional…and obtuse.

(*This explanation does absolutely nothing to quell Fluttershy’s unease, and she hurries to keep up with Rarity’s move toward a particular rack.*)

**Rarity:** (*sliding loaded hangers*) And, of course, each section is divided by season, color, and price. It’s a classic SCP system.

(*Floating out a long-sleeved top with its hanger, she trots briskly to the sales counter with Fluttershy in tow.*)

**Rarity:** Then it’s just a little ringing ponies up…

(*A few taps at the cash register keys, and a receipt pops out the top. Close-up of the item now lying on the counter and wreathed in her field; the hanger has been removed.*)

**Rarity:** (*from o.s., folding sleeves in*) …a little fluff and fold…

(*Back to her; it goes into a sack whose handles are swiftly secured with a ribbon tied in a bow. The sack bears a curling purple mark that resembles a capital R without is vertical stroke.*)

**Rarity:** …*voilà*! But of course that’s the easy part.

**Fluttershy:** (*gasping*) It is?

**Rarity:** Mmm-hmm. As you well know, the real focus at Rarity for You is on the customer.

(*She ends this line with a singsong inflection as the sound of the opening/closing front door makes itself heard. Coming into the shop is a yellowish-tan earth pony mare whose impatient eyes are visible through the lenses of her sunglasses; she flicks her mane back in like manner.*)

**Rarity:** (*to Fluttershy*) Care to give it a try?

**Fluttershy:** (*very tentatively*) Um…okay.

(*She backs away as if the floor were covered with eggshells rigged to a thousand pounds of dynamite, then crosses the floor to the new arrival.*)

**Fluttershy:** Hello. Um…welcome to Rarity for You. What can I help you with?

(*The shades are removed for just a moment so their wearer can train the full power of her glare on Fluttershy.*)

**Sunglasses:** I need something classic but modern, something with drama but also understated.

**Fluttershy:** Um, aren’t all those things opposites?

**Sunglasses:** (*even more irritated*) Yes! So…? (*Cut to Fluttershy.*)

**Fluttershy:** But…how can I—

**Sunglasses:** (*from o.s.*) I’m sorry. (*Both again; she adjusts her eyewear.*) Are you asking *me* how to do *your* job?

**Fluttershy:** (*on edge of panic*) No! But I just, um— (*Rarity crosses to them.*)

**Rarity:** (*pushing Fluttershy aside*) If I may, I’m thinking noir-esque minimalist, but with a twist.

(*A flare of power from her horn brings over a dark gray dress with pale violet skirt/sleeves/trim and a fishnet collar.*)

**Rarity:** Perhaps a tapered hem.

(*The camera cuts from the customer’s narrowing eyes to Rarity’s, then back as she voices a happy little gasp.*)

**Sunglasses:** It’s like you read my mind! Are you a fashion psychic? (*Loud, stupid giggle.*)

**Rarity:** (*pressing a sleeve to her forehead*) Hmm…the inseams say yes.

(*Both laugh in this same fashion as they move to the counter. The sale is rung up, the dress bagged and bowed, and Fluttershy can only stare in utter confusion as it leaves the store held in its new owner’s teeth.*)

**Fluttershy:** Wow. (*Sound of door opening/closing; Rarity approaches.*) You make it look so easy.

**Rarity:** Oh, darling, come now. (*touching Fluttershy’s chest, laughing softly*) You’ve conquered your shyness a thousand times over. You can’t let a few fashion ponies undo all that progress.

**Fluttershy:** (*smiling*) I guess not.

**Rarity:** You simply must access your inner strength and allow it to shine through!

**Fluttershy:** How?

**Rarity:** Uh…daily affirmations? Meditation? Ooh! Power posing works wonders whenever I feel intimidated. Try these.

(*She rises to her hind legs, placing front hooves on flanks in the manner of a person with hands on hips, and adopts a take-charge expression.*)

**Rarity:** Confident warrior! (*A slightly different stance, straightening up with forelegs spread wide.*) Gold medalist! (*One foreleg out, other on “hip.”*) Show pony!

(*Across the way, Fluttershy tries to emulate these poses, only to end up spinning in a circle until she is wrapped up in her own mane/tail. Only her wings are left free, but her strongest flapping fails to keep her from crashing to the floor on her belly. She offers up a weak grin.*)

**Rarity:** (*worried*) Mmm. Or not.

(*Comes now a rustle from the curtained doorway leading farther into the shop; she pivots in time to see her three-mare team of assistants emerge—hired by Rainbow in “The Saddle Row Review.” Blue Bobbin, the blue earth pony, addresses Rarity as the other two carry pieces of luggage in teeth or field, several emblazoned with the stylized-R mark from the shop’s sacks.*)

**Blue:** We need to leave *now* if we’re going to catch the train to Canterlot. (*Rarity levitates a pocket watch and checks it, surprised at what she sees.*)

**Rarity:** Oh, goodness, look at the time! (*putting it away*) Yes, yes, yes, yes, yes, go! (*Blue gets the handles of several bags in her jaws.*) Go! I’m right behind you!

(*All three employees gallop for the front door as she heads in a different direction to retrieve her own gear, Fluttershy peeking cautiously after her from behind a display stand.*)

**Fluttershy:** You’re not gonna be here, in your workroom?

**Rarity:** But, darling, I simply can’t. The fashion show is in Canterlot tomorrow, and I’ll be up all night even with the help of all of my assistants. (*Fluttershy swallows hard; Rarity smiles knowingly.*) Well, not all my assistants.

(*Pan from her to the curtains, through which three raccoons emerge—two full-grown and their blue-eyed child.*)

**Fluttershy:** (*from o.s., overjoyed*) Smoky! Soft Pad! (*Cut to her.*) Smoky Junior!

(*Recall that these three had taken up residence in the shop when Rarity and company first checked it out in “The Saddle Row Review.” Dropping to her haunches, she coos over them as they leap into her forelegs for a group hug. Smoky is the adult without whiskers, Soft Pad is the one with them, and Smoky Junior is the young one.*)

**Rarity:** (*floating thread spools into one bag, closing it*) Ever since you convinced me to let them live in the shop, these beastie sweeties have been nothing but helpful.

**Fluttershy:** And I’m sure they’ll help me let my inner strength shine through! (*They chitter agreement.*)

**Rarity:** (*moving other items*) Oh, I wish I could stay and offer more help. (*Gasp; an idea hits.*) Why not try…a new outfit?

(*She starts to walk, carrying a suit in her aura as Fluttershy walks alongside without the raccoons. It is a study in shades of light and medium blue-gray, with a short-sleeved jacket over a plain blouse and a pair of full-length pants held up by a broad belt. Holes have been cut into the jacket to accommodate wings. They stop before a mirror, Rarity shifting the hanger so the garments hang in place to cover the relevant portions of Fluttershy’s image; cut to their reflections in the glass.*)

**Rarity:** Think of it as a costume for your role as “Shop Pony.” (*Laugh.*) You know what they say—clothes make the pony. (*She shifts it and herself away; back to them.*)

**Fluttershy:** Um, who says that?

**Rarity:** You know—them.

(*The suit is hung up on an empty wheeled rack and exchanged for all of her personal luggage.*)

**Rarity:** All right. I’m sure you and your furry friends will do just fine. Ta-ta! (*Out she goes.*)

**Fluttershy:** (*sighing, to raccoons*) I hope she’s right.

(*The sound of the door’s closing has barely reached them before it opens again, the camera zooming out at ground level as a foreleg clad in a dress shirt and blazer sleeve plants itself in the fore. A head-on shot frames the pony attached to it as a well-dressed tan unicorn stallion whose critical eyes gaze out through small wire-framed eyeglasses. As he takes measured steps into the shop, Fluttershy lets out a lungful of air.*)

**Fluttershy:** Here goes nothing.

(*She sets off toward him, cheered on by the raccoons, and addresses Blazer as he inspects the sleeve of a jacket on display.*)

**Fluttershy:** Welcome to Rarity for You. What can I help you with?

**Blazer:** What’s the thread count of this shirt? I can’t be seen in anything less than a thousand.

**Fluttershy:** (*baffled*) Um…thread…count? Um…oh, I’m not sure. (*holding up a magnifying glass to one eye*) Let’s see. Um…one, two, three, four—

(*A bit of raccoon talk distracts her from getting any farther into her on-the-spot count. Cut to the family, variously giving her a paw-across-throat “cut it” signal and reacting with levels of shock that dangerously approach total mental shutdown, then back to the two ponies. Fluttershy, now smiling shakily, has put away the lens.*)

**Fluttershy:** Um, excuse me for just one second.

(*Her composure lasts exactly long as it takes for her to pivot 180 degree and start galloping. She is on the verge of hyperventilation even before she reaches the curtained doorway; cut to its other side, in the workroom, as she slams on the brakes and Soft Pad and Smoky Junior come in after her. Racks of outfits and tubs filled with bolts of fabric line the walls, and a pony mannequin stands at the ready.*)

**Fluttershy:** Oh, I’m afraid I don’t know enough about fashion to satisfy these customers! What am I gonna do?

(*Here comes Smoky, hauling the rack with the blue-gray suit so all three raccoons can point it out in a most helpful manner.*)

**Fluttershy:** Oh, I’ve never tried to act before, but… (*smiling*) …I suppose it’s worth a shot.

(*Dissolve to an extreme close-up of her face reflected in a mirror and zoom out. She is now wearing the suit and has re-styled her mane/tail into buns, with a bit of shadow on her eyes. A nudge at the former, an experimental flap to make sure the jacket’s wing holes are good to go, and she clears her throat and tries out a refined speech pattern not unlike Rarity’s, but with a small degree of haughtiness mixed in.*)

**Fluttershy:** Severe, but not unapproachable. Acceptable business attire. (*own voice*) Oh, does that sound like a shop pony to you?

(*Getting a round of enthusiastic applause from the raccoons, she lifts her head and adopts a confident smile. Wipe to the showroom as she strides back to Blazer, resuming her upper-class delivery.*)

**Fluttershy:** So sorry for the wait. The shop has some staffing issues today.

**Blazer:** (*lifting display jacket sleeve*) Yes, well, I still haven’t had an answer on this thread count! (*She takes a quick look.*)

**Fluttershy:** Here at Rarity for You, our merchandise defies typical attempts to quantify its quality, but rest assured it will make you the envy of all who see it.

(*She fixes him with an icy stare, prompting him to laugh and drop the sleeve.*)

**Blazer:** (*floating up a sack bulging with coins*) In that case, I’ll take three!

(*The cash register sings its song, the yellow hooves tie a ribbon onto the handles of one sack, and his aura floats it away along with two more just like it. At the door, he smiles back over his shoulder at Fluttershy.*)

**Fluttershy:** Ta-ta!

(*The smile becomes a grin a she exits, not seeing the beads of sweat that slide down her face or the sudden, mighty struggle to keep herself under control. Only after the door has swung and clicked shut does she allow herself a sigh from the hooves up and keel over onto her back. She hyperventilates as the raccoons hurry to her side.*)

**Fluttershy:** (*shakily, own voice*) Ohhhh, Smoky Junior! (*sitting up*) I can’t believe it worked!

(*Standing up to all fours, she checks herself out in a mirror and brushes a bit of dust from a sleeve.*)

**Fluttershy:** (*refined voice*) I suppose clothes really do make the pony after all.

(*Pan from her to the three animal helpers, who smile at each other over her success in closing the deal, and snap to black.*)

Act Two

(*Opening shot: fade in to the exterior of Rarity for You. A hanging sign has been added above the front door, displaying the stylized-R mark seen earlier against a sprinkling of purple diamonds. Rarity and her floating luggage approach from one end of the block, a pair of stuck-up earth pony mares from the other; one of these two, pinkish-violet, addresses her gray companion.*)

**Passerby 1:** I don’t know about you, but I have a full day of shopping planned. And if even one shop pony isn’t up to my standards, well, I shall make my displeasure quite plain. (*Rarity stops, having heard them in passing.*)

**Passerby 2:** Oh, you are wicked! (*Laugh.*)

**Rarity:** (*to herself*) Canterlot fashion show or no, I simply can’t leave Fluttershy to fend for herself with these Manehattanites!

(*She doubles back with all speed, knocking the second speaker to the sidewalk and very nearly braining the first with her bags; only a last-second dive saves this one’s skull.*)

**Blazer:** (*from o.s.*) Rarity?

(*Despite her best attempt to stop, momentum carries her past the dapper pony in a screech of hooves against sidewalk. She doubles back as he sets his three bags down.*)

**Rarity:** Oh, darling, I’m afraid I can’t stop. Potential emergency at the boutique.

**Blazer:** (*chuckling*) Well, whatever it is, I’m quite certain the pony you left in charge can handle it. Oh, she’s simply divine.

(*The parcels rise under his influence and he continues on his way; she lets her gear drop to the sidewalk, relieved.*)

**Rarity:** Oh! Well, I always knew Fluttershy had it in her. (*Laugh; float out her pocket watch.*) And there’s still time to catch the train to Canterlot.

(*Closing and putting it away, she floats the pile up and gallops away with fresh determination. Wipe to the showroom of Rarity for You; behind Fluttershy, a pale gray earth pony mare in a pillbox hat and matching short cape stands before a mirror and holds up a dress to examine it against her form. Fluttershy shoots her a glance; cut to a close-up of the mirror as her reflection crowds in next to Pillbox’s.*)

**Fluttershy:** (*refined voice*) It’s a unique play on the old standard. We call it a Rarity cut, with a triple-cross-stitch hem and a guacamole chevka-pattern fabric.

(*This bit of verbosity leaves the mare visibly put out; cut to both as she turns away from the mirror to face Fluttershy.*)

**Pillbox:** Don’t you mean “chevron”?

**Fluttershy:** If I had meant “chevron,” then that’s what I would have said.

**Pillbox:** (*laughing*) Of course. It’s so unique! So *en vogue*! (*eyes shining*) It must be mine!

(*The cash register rings up the sale, the dress is packed into a bag, and the grinning customer gets handles in teeth to carry it away. Here come the raccoons to cheer and clap.*)

**Fluttershy:** (*own voice*) Aw, thanks, everyone. But I feel like I should push the snootiness further. (*Nods and encouraging chitters.*) If you really want to help, I suppose serving tea would be nice—oh, if you don’t mind.

(*{Dissolve to an extreme close-up of three empty teacups on a tray held by Soft Pad, who has outfitted herself in a white dress shirt, ascot, and apron and a dark gray vest. The spout of a teapot extends into view to fill one, which is lifted away by another pair of tiny paws, and a longer shot frames all three raccoons. Smoky and Smoky Junior are identically attired except for their neckwear—a black necktie and a dark gray bow tie, respectively. Smoky holds the pot and Smoky Junior carries the cup across the floor as the camera pans away from them and a few hard-eyed clients, one of whom is already sipping from her own tea. Stop on a blue-violet unicorn mare at the counter, her attention focused on a rotating carousel of jewelry that tapers down in diameter from bottom to top like a wedding cake. She sports baubles at all levels from hooves to ears. Fluttershy approaches her.*)

**Baubles:** I like my accessories bold and shiny, and I’m just not seeing anything nearly bold and shiny enough.

**Fluttershy:** (*refined voice*) I’m afraid bold and shiny won’t work with your whole…*modelle*. Perhaps… (*Glance briefly at the carousel.*) …pointy.

**Baubles:** (*smiling in understanding*) Pointy! Yes! I must have pointy!

(*Whereupon Fluttershy seizes the entire display and claps it onto the mare’s head as a hat.*)

**Fluttershy:** Not everypony can pull off a found object— (*holding up a hand mirror to show reflection*) —but you *nearly* get there.

(*The backhanded compliment brings a shiny-eyed grin to the blue-violet face, and in no time the cash register has done its thing. She leaves the store with the jewelry carousel wobbling back and forth on her head. Fluttershy has put away the mirror.*)

**Valley Girl voice:** I need, like…

(*Cut to frame this speaker, a pale gray pegasus mare hovering a short distance back; Fluttershy turns to her. Gold chains and bracelets adorn neck and foreleg, respectively.*)

**Chains:** …a red-carpet glitz-and-glamour gown that’s also casual but, like, still artsy and a total head-turner.

**Fluttershy:** Yes. Casual chic, *prêt-à-porter*, is very *branché* this season. (*Very long silence.*)

**Chains:** Uhhh…like, I don’t understand any of that, so, like…I don’t care about it.

**Fluttershy:** (*grinning nervously*) Um, one moment, please.

(*If there were a land speed record for bugging out of a boutique, her exit through the workroom’s curtained doorway would easily break it. Cut to her, sitting on a cushion as a huddled-up bundle of nerves; the raccoons come in after her, clear worry on all three masked faces.*)

**Fluttershy:** (*own voice, gasping*) I think I need a new character.

(*Soft Pad is the first to get a brainstorm; the family ducks out, then back in again to offer up a new combination of clothing items. Deep pink hat with a white band, magenta-framed eyeglasses, gray scarf with white polka dots. Fluttershy gives them an appreciative smile and nod as she climbs off her cushion.*)

(*Wipe to the showroom, the camera positioned at ground level across from the disaffected Chains. A yellow foreleg clomps down assertively in the fore, covered by the sleeve of a blue-violet sweater. The scarf encircles Fluttershy’s neck, a pair of pink shorts peeks out from the sweater’s hem, and part of her mane has been braided. She carries a dress decorated with a pale pink rose on the bodice and butterflies on the gauzy skirt. She adopts a Valley Girl accent while moving toward the client, the camera shifting to frame her head-on; she wears the hat and glasses as well, with no eyeshadow, and the buns are gone from mane and tail.*)

**Fluttershy:** Okay, I’ve got, like, this high-key savage look for you. It’s a totally live ensemble with the little, like, thingies that sparkle and make the whole squad go, “Whoa, that pony is woke.”

**Chains:** (*smiling/laughing, landing, taking dress*) That is, like, exactly what I need.

(*Fluttershy tips a wink to the raccoons, who have been watching from the workroom doorway and who give her a soft chirp to boost her spirits. Wipe to her approaching a tall, pale gray earth pony stallion whose demeanor, style of dress, and low monotonic inflection instantly mark him a a goth.*)

**Goth:** This store is a desperate wasteland of nothingness. Do you have anything in black?

(*The yellow pegasus finds herself at a complete loss for words for several seconds.*)

**Fluttershy:** Can you, like, chill for one sec? BRB.

(*She peels out. Wipe to him still at the racks as she descends into view, having done another quick change. Dark gray suit jacket over a white blouse with a high ruffled collar and a jewel pendant; slightly lighter, full-length gray skirt; shoes on rear hooves that match the jacket; multiply pierced ears; dark gray eyeshadow; mane unbraided and slightly unkempt. A hanger suspended from one front hoof carries a short-sleeved jacket in dark gray, with gold stud/buckle accents. Now Fluttershy adopts a tone similar to his.*)

**Fluttershy:** It’s not like the futility of shopping can be made better with black leather and metal studs— (*Zoom in quickly on her.*) —but they help.

**Goth:** Uhhh… (*crossing to her*) …that jacket completes me.

(*He takes it and cuddles it to one cheek. Behind Fluttershy, a pale blue earth pony mare spits a shocked mouthful of tea all over the raccoons and wipes the residue from her lips. She speaks with a British accent.*)

**Brit:** This tea’s, like, lukewarm. It’s barely drinkable.

(*Fluttershy, in her refined-shopkeeper outfit and persona, crosses to berate the little servers.*)

**Fluttershy:** This tea must always be at a precise temperature! See that it doesn’t happen again!

(*They cower before her as the mare departs; a moment later she has shifted back to “Valley Girl” to address a different browser.*)

**Fluttershy:** Whoa. That color is, like, almost too lit for you.

(*Now, her goth self sidles up to a mare checking out an outfit in the mirror.*)

**Fluttershy:** The blackness of this vest is a reflection of your soul.

(*Refined Fluttershy accosts a pale yellow, sweater-clad mare who is eyeing one of the mannequins.*)

**Fluttershy:** This hemline is nothing short of an inspiration of crafts-ponyship. Are you sure you deserve it?

(*Each of these comments earns her a venomous glare from its recipient. Next, adopting each role in quick succession, she throws a series of disapproving gestures and head shakes; in response, the three mares disgustedly throw aside any garments they have been considering and head for the street. Cut to the raccoons, who stare dumbfounded at this very strange turn of events as the sound of muffled stomping drifts over them. It proves to be from Fluttershy’s hoof on a carpet, intended to summon them to the service of a customer; she underscores the command with a sharp jerk of her head. They hustle frantically over to the pair and slide to a stop, the action shifting to slow motion as inertia causes one of the teacups on Soft Pad’s tray to slide forward and slosh out a dollop. The liquid describes a lazy arc through the air until it splashes against Fluttershy’s upraised hoof; normal speed resumes in time with her shocked gasp and the other mare’s shrill scream of terror.*)

**Fluttershy:** (*to raccoons*) I don’t know what’s worse—that you’ve spilled the tea, or that it’s still cold! Either get it right, or go back to the forest!

(*The trio’s faces shift gears from mute shock to barely contained fury without bothering to go for the clutch. They stomp away, grumbling; there is the crash of breaking crockery as their aprons are flung back into view.*)

**Fluttershy:** Ugh! It is so hard to find good help these days.

(*The customer nods gravely. Dissolve to a long shot of the School, zooming in slowly to the sound of the raccoons’ chittering, then cut to them and Spike in Twilight’s office. They have shed the rest of their upscale outfits and are still very much out of sorts.*)

**Spike:** Okay, okay! Slow down, everyone! I-I’m doing my best!

(*They fall quiet and begin to tell the tale through the occasional squeak and re-styling of the fur on their heads, with Spike watching and rubbing his chin thoughtfully. First: Soft Pad adopts Rarity’s mane style. Next: Smoky shifts from Fluttershy’s goth persona to her Valley Girl one, the latter accented by glasses and scarf. Third: Smoky Junior takes on the bun in Fluttershy’s mane.*)

**Spike:** So…Rarity is busy at an important fashion show, and Fluttershy is running her shop in Manehattan, but to do it, she’s playing different shop pony characters that are all mean?

(*The raccoons cheer with gusto, their fur back to normal, and Twilight addresses the group from behind her desk.*)

**Twilight:** How in the world did you figure that out, Spike?

**Spike:** (*smugly*) I’m not Dragon Charades champion for nothing.

**Twilight:** I can’t imagine Fluttershy would ever be mean to her animal friends. This sounds serious. (*pacing, determinedly*) Spike, tell everyone it’s time to head back to Saddle Row.

(*General relief among the three furry visitors. Dissolve to the showroom, zooming in slowly through the patrons looking over the wares, then cut to a close-up of one—the pale yellow mare who had been considering a mannequin’s outfit. She has changed out of her sweater and donned a dress, and is considering her reflection in a mirror with some satisfaction before Fluttershy steps up in her refined alter ego.*)

**Fluttershy:** (*poking her, pulling at dress fabric*) I wouldn’t think it was possible to make something so dowdy even more matronly, but— (*Scoff.*) —here you are.

(*Pan quickly to a stallion whose choice of scarf has drawn the scorn of her goth side.*)

**Fluttershy:** It’s like a scream in the void, empty and ultimately meaningless.

(*Another quick pan; now behind the counter and in her Valley Girl role, she reads a magazine and barely pays attention to Pillbox.*)

**Fluttershy:** I would seriously help you right now, but, like, I don’t wanna, you know?

(*Pan away from this tableau to frame Twilight, Applejack, Pinkie, and Rainbow standing just inside the front door and unable to believe their eyes. The raccoons peek out from behind Twilight’s forelegs to give her an extra earful. Rainbow is no longer wearing her Wonderbolt flight suit as in the prologue.*)

**Twilight:** (*to raccoons*) You weren’t kidding. This is worse than we thought. She’s being horrible to everypony!

**Applejack:** Uh, are you sure that’s even Fluttershy?

**Pinkie:** Maybe it’s just three really, really fast ponies that really, really look like her. (*Rainbow, hovering, moves up between these two.*)

**Rainbow:** Well, let’s find out.

(*She zooms over to the mirror, where Refined Fluttershy stands with the mare who had been trying on the dress; the latter is now back in her sweater.*)

**Rainbow:** Hey, Fluttershy? Are you running the shop or performing in a one-pony show?

**Fluttershy:** If you don’t mind, I can only improve the taste of one customer at a time. You’ll have to wait your turn. (*to customer*) Ugh! Honestly, these small-town ponies come to the big city and think they can behave any way they please.

**Rainbow:** *What?!?* (*as Fluttershy crosses past her*) *You* are a small-town pony, and your cottage isn’t even *in* the town!

(*By the time the pegasus reaches Applejack, she is in her goth role again.*)

**Applejack:** Look, Fluttershy. We came here because we were worried and we care about you.

**Fluttershy:** (*to scarf-shopping stallion*) Let’s get out of this aura of positivity before it consumes us.

(*They walk off together, leaving a gobsmacked Applejack in their wake. Now Valley Girl Fluttershy outfits a stallion with a hat matching her own as Pinkie and Spike move in.*)

**Pinkie:** As fun as this Fluttershy switcheroo game is, Smoky, Smoky Junior, and Soft Pad are really concerned.

**Spike:** Yeah! They came all the way to Ponyville to get us!

(*An over-shoulder glance confirms their concern, voiced from their new vantage point in front of Twilight.*)

**Fluttershy:** They should have, like, stayed there. This shop is, like, a no-rodent zone now.

(*Gasps of purest disbelief from all eight onlookers.*)

**Pinkie:** She called them rodents?!? (*Refined Fluttershy begins folding garments.*)

**Twilight:** (*crossing to her*) Fluttershy, I understand why you think you have to act this way for these customers. But there’s gotta be a better way!

**Fluttershy:** (*dripping sarcasm*) Goodness! You are *so* right! (*ushering her across showroom*) Please, step this way so that we may discuss your concerns.

(*The sound of the opening front door underscores the end of this line; cut to it. She stands just within, facing her visitors on the sidewalk.*)

**Twilight:** (*relieved*) I knew you’d come to your senses.

(*She gets no further before the haughty stand-in shopkeeper slams the door in their faces.*)

**Fluttershy:** (*sourly, turning away*) Indeed.

(*The ousted octet lift themselves up to gaze worriedly after her through the window set in the door. They trade puzzled looks before the view fades to black.*)

Act Three

(*Opening shot: fade in to a packed auditorium with a curtained stage at one end, from which a spotlighted runway projects into the excitedly murmuring crowd. Zoom in slowly and cut to Rarity backstage, wearing her red-framed reading glasses and a most worried expression; her measuring tape hangs from her shoulders as she levitates several lengths of fabric away from herself. All three assistants from Rarity for You, wearing wireless headset microphones, and Sassy Saddles, carrying a clipboard, gather behind her as she uncorks a heavy sigh.*)

**Rarity:** The centerpiece of my collection, and it’s still not right!

(*Longer shot, framing the pincushion strapped to one foreleg. She is addressing a pale yellow earth pony mare decked out in a loose-fitting jumpsuit in two shades of light blue, with an upturned collar, shoulder trim styled as wings, a deep pink belt and thin scarf, and a trailing skirt in pale pink. This last matches the hue of her mane, which is pulled up into a topknot.*)

**Rarity:** Oh, darling, I’m afraid we’ve literally run out of time. (*grabbing model, turning/pushing her toward curtain*) It’s up to you! Go out there and sell it!

(*Cut to just outside the curtain as the bemused mare is bulldozed through.*)

**Rarity:** (*from behind, singsong*) Now, attitude!

(*She lifts her chin, puts on a slightly disdainful smile, and begins to advance down the catwalk amid a sea of cheers and popping flashbulbs. Backstage, the evicted eight from Rarity for You have made their way in and get a smile from the owner when she turns to them in close-up. A dissolve shifts her to a different spot and drains all the good cheer right out of her face.*)

**Rarity:** I don’t understand. When I left Fluttershy, she had everything well in hoof.

**Twilight:** Well, things might have seemed all right when you left, but they’re definitely not all right now.

**Applejack:** She’s actin’ worse than the worst Manehattanite I ever saw!

**Rainbow:** She kicked us out of the shop!

**Pinkie:** (*gathering raccoons together*) She called Smoky, Smoky Junior, and Soft Pad rodents!

**Rarity:** (*aghast, sputtering, levitating glasses off*) Rodents?! Why didn’t you say that from the start? (*On again.*) She obviously needs help! Come on!

(*She trots away. Wipe to an overhead shot of the showroom, in which Blazer is adjusting his tie in a mirror. She paces around the central display, going from refined to goth in the brief moment it hides her from view, and stops behind the similarly-attired Goth, who is considering a jacket on the racks.*)

**Fluttershy:** Your melancholy is way too shallow for a look with this much unfeeling depth.

**Goth:** (*letting it drop*) Huh.

(*Letting it drop, he utters an irritated sigh and clomps away. Pan quickly to Chains at another mirror, holding up the dress recommended to her in Act Two. Just as she begins to smile over it, Valley Girl Fluttershy’s foreleg lances into view and yanks it away.*)

**Fluttershy:** Ugh! Your style isn’t even on the same page. Turn away. Don’t even look at it, okay?

**Chains:** (*gasping deeply*) I can’t even!

(*She storms off. Pan quickly to Blazer, using his magic to slide loaded hangers along a rack until one sportcoat catches his eye. He floats it off for a better look, only for Refined Fluttershy to close in on him.*)

**Fluttershy:** I think not, dear. (*poking at it*) This is all far too fashion-forward for the likes of you.

**Blazer:** (*affronted, scoffing*) Well, I never!

(*Plunking the coat back on the rack, he turns tail and strides away. Pan quickly to her five friends, Spike, and the raccoons watching him make his exit. Rarity has shed her working accessories. The squeak of the opening door’s hinges and the subsequent slam prompt a collective wince.*)

**Applejack:** (*to Rarity, sighing*) Told you it was bad.

**Rarity:** Bad? This is worse than I could have possibly imagined!

**Fluttershy:** (*from o.s.*) Rarity… (*crossing to her*) …I’m so glad you’re here.

(*She plants a kiss on each cheek, prompting the white unicorn to recoil a step.*)

**Fluttershy:** Finally, a pony who understands that the *couture* in this shop is far too brilliant to even consider selling. (*She turns away.*)

**Rarity:** (*shocked*) What? (*Valley Girl Fluttershy pops up behind the counter.*)

**Fluttershy:** You, like totally get how lame customers are.

(*Scoff; she ducks away and instantly emerges in her goth role.*)

**Fluttershy:** Watching them leave filled me with a sweet sadness.

(*Both of Rarity’s eyes twitch uncontrollably as Refined Fluttershy instantly shows up at her side.*)

**Fluttershy:** And you’ll be pleased to hear that I’ve taken care of your rodent situation.

(*Disbelieving reactions from the raccoons, followed by Smoky fainting dead away.*)

**Pinkie:** Will somepony tell her to stop saying that?!?

**Rarity:** (*supremely fed up*) That’s IT!! Fluttershy, I’m afraid you’ve left me no choice! (*jabbing a hoof into her chest*) You are terminated!

**Fluttershy:** (*deeply offended, striding past Rarity toward door*) Well, good luck replacing *me!*

(*She adds a contemptuous grunt to drive the point home.*)

**Rarity:** (*sighing with relief*) Well, thankfully I— (*She trails off into a shriek of fright as Goth Fluttershy steps up.*)

**Fluttershy:** I always thought she was too controlling.

**Rarity:** (*pointing to door*) You—y-you are terminated too!

**Fluttershy:** (*walking past her*) Whatever.

**Rarity:** Now I— (*Another shriek as Valley Girl Fluttershy reports in.*)

**Fluttershy:** I know, right? I mean… (*She finishes the thought with a couple of puzzled grunts.*)

**Rarity:** Actually, you’re, like, totally terminated as well!

**Fluttershy:** (*downcast, walking out*) Like, okay.

**Rarity:** (*sighing, relieved*) Well, I’m glad that’s ov—

(*For the third time in less than thirty seconds, she lets go with a freaked-out cry, this one caused by pivoting toward the door and finding herself face to face with a very sad, perfectly normal Fluttershy.*)

**Fluttershy:** I guess I owe everypony an apology.

**Rarity:** (*irked, sighing*) You think?

**Fluttershy:** I got so caught up trying to please all of your customers that—

**Rainbow:** What customers?

(*Only now does the dismissed shopkeeper look around herself and realize that the other three of her have managed to clear the place out completely.*)

**Fluttershy:** I might have taken my sales-pony characters a little too far.

(*Soft Pad has put a breathing mask over the face of the supine Smoky and is manually squeezing and releasing the attached rubber bag to keep air going into his lungs.*)

**Fluttershy:** (*to raccoons*) I’m sorry if I hurt your feelings. You know I was only pretending, right?

(*As soon as Smoky comes to, Soft Pad removes the mask and the entire family scurries over to nuzzle Fluttershy’s chin happily.*)

**Twilight:** (*as Fluttershy straightens to face her*) But, Fluttershy, why did you think you needed to be somepony else to run the shop? (*Cut to these two.*)

**Fluttershy:** I guess acting like the ponies of Saddle Row gave me the confidence to interact with them.

**Rarity:** (*crossing to* her) Darling, I’d never trust some horrible Saddle Row pony to run my shop. That’s why I wanted a friend to do it.

**Fluttershy:** (*smiling*) Well, I’d definitely rather be myself anyway, even if I don’t exactly have what it takes to be a shop pony.

**Twilight:** I wouldn’t sell yourself short. Those sales-pony characters all came from you.

**Rainbow:** (*from o.s.*) Yeah! (*Pan to her and the others.*) I think you totally have what it takes.

**Pinkie:** Maybe a little too much.

**Rarity:** Indeed. (*to Fluttershy*) You have all the inner strength you need, but I think we’d prefer it coming from our sweet, regular Fluttershy.

(*A white hoof gently taps the yellow chest on the end of this, touching off a round of laughter from the rest of the gang. Once it dies away, Rarity’s eyes snap full open as the brain behind them kicks into gear.*)

**Rarity:** And that’s just given me the inspiration I’m looking for!

(*Dissolve to an extreme close-up of her, glasses on and measuring tape around shoulders, intently using her magic to stitch a seam on a garment.*)

**Rarity:** (*knotting thread*) And last one… (*Pull; the excess snaps.*) …there! (*Needle down.*) The missing piece for my new collection!

(*She backs away, the camera cutting to a longer shot that frames her and Fluttershy before the mirror in the workroom. Rarity’s pincushion is back on her foreleg, and Fluttershy is clad in a newly minted white/gold gown whose bodice is styled to resemble the small overlapping plates of scale armor. The long white skirt has a pale blue hem, a darker blue sash circles low around the rump, and gold shoes cover the front hooves. Part of Fluttershy’s mane has been left in its usual, gently curling fall, while the rest is swept up into a loose roll at the top of her head.*)

**Rarity:** The Warrior of Inner Strength!

(*Trotting to the curtains, she pulls them open with her field so Fluttershy can return to the showroom and get a hearty round of cheers and approval—not just from her friends, but also from several of the customers she ran off. The one-time fashion model steps up onto a central display platform and gets a good look at herself in the nearest mirror.*)

**Fluttershy:** Oh, it’s lovely, Rarity! (*Rarity crosses to her, work equipment gone.*) I’m just sorry you had to leave the Canterlot Royal Fashion Show early.

**Rarity:** (*chuckling softly*) Oh, darling. Making the perfect dress is scads more satisfying than showing it off.

(*The crowd again voices its high opinion as Fluttershy turns to show this one off from all angles. There is only one holdout, the sweater-clad mare who repeatedly got the short-end of her unorthodox approach to customer service.*)

**Sweater:** (*snarky tone*) Ooh, striking dress, Rarity. I certainly hope you aren’t trying to undercut the Royal Fashion Show by ducking out and débuting it here.

**Rarity:** (*flustered*) What? No, I-I— (*A riled-up Fluttershy leans hard into Sweater’s face.*)

**Fluttershy:** Have *you* considered the possibility that the Royal Fashion Show is trying to undercut Rarity’s by continuing on in Canterlot and not moving the whole affair here? Hmm? Have you? Hmm?

(*By the time she finishes, she has moved close enough to mash her nose against that of the naysayer.*)

**Sweater:** (*small voice*) I, uh…no. (*Fluttershy backs off and hops down from the platform.*)

**Fluttershy:** Hmph! (*walking off; a worried Rarity follows*) Just as I thought.

(*She voices a smug little giggle; once the two are out of earshot, they stop.*)

**Fluttershy:** Oh! (*A genuine, demure giggle and wink.*) Inner strength.

(*Rarity figures out the act she has put on, and the two share a hearty laugh. Fade to black.*)