

## **CANTERLOT BOUTIQUE**

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Note: All ponies other than the six main characters are unicorns unless otherwise noted.

### **Prologue**

*(Opening shot: fade in to an extreme close-up of several rolls of fabric on the shelves of the storage rack in Rarity's workspace/living quarters, on the upper story of the Carousel Boutique. As several of these are floated free in her magic, the camera zooms out to frame the morning sky through the window. Cut to her, reading glasses on and hooves serenely stepping across the room; she stops and glances upward after a few paces, and the camera pans/tilts up quickly to a clock high on the wall. It is 9:00 sharp, and she lets all the fabric hit the floor and darts over to stare eagerly out the window, mashing her nose on the glass. When nothing happens for a long moment, she turns glumly away and regards the clock again, seeing the minute hand click ahead one notch. Voicing a deflated sigh, she crosses to her sewing machine and begins running a length of material through it. She begins to hum to herself, but stops dead with a panicked gasp at the sound of a bell ringing; the happy expectancy returns to her face as soon as it fled.)*

**Rarity:** Was that the pony post?

*(She whirls to look behind herself, the camera panning slightly to show her cat Opalescence playing with a toy mouse—the source of the noise. Down go her spirits again.)*

**Rarity:** Oh. It's just you, Opal.

*(The fluffy feline stands up with a grumble, gets the plaything in her mouth, and stalks off.)*

**Rarity:** *(moaning, pacing)* Every other day he's here like clockwork, but not today. *(Zoom in slowly on the window.)* What could possibly be holding him up?

*(Stop on an extreme close-up of the panes, just in time for Pinkie Pie to pop up outside and mash her face against them.)*

**Pinkie:** *(slightly muffled)* Strawberry-cinnamon-cilantro salutations!

*(She drops out of sight, the camera zooming out quickly to frame the disbelieving unicorn.)*

**Rarity:** What? *(Pinkie zips into view behind her...)*

**Pinkie:** “What,” indeed. *(...then away to stop near the bed.)* I bet you’re wondering what warrants such a welcome. Well, that welcome is warranted by a pony that whisked up a warm batch of strawberry-cinnamon-cilantro cupcakes!

*(She produces one on the end of this line, then pitches the whole thing into her mouth and chomps down, letting it bulge her cheeks out. Her facial expression suggests that it does not sit too well with her.)*

**Pinkie:** That strangely sickening flavor combination sounds just as bad as it tastes.

*(But she forces herself to swallow it and lets her crumb-coated tongue loll out of her mouth, the poofy magenta mane deflating noticeably at the same time. Cut to the unimpressed Rarity as a plate of these questionable treats is held into view toward her.)*

**Pinkie:** *(from o.s.)* So I came here to offer you some.

**Rarity:** After that visually descriptive and disturbing endorsement, I’ll pass. *(She pushes them away; cut to Pinkie, her mane back to normal.)*

**Pinkie:** Oh! *(eyeing underside of plate; something is stuck to it)* I almost forgot!

*(As she continues, she flips the cupcakes away and spins the plate to show the item as an envelope.)*

**Pinkie:** I have this letter for you, Rarity. *(pulling it off)* The post pony was going to deliver it—*(Cut to Rarity; she continues o.s., holding it out and yanking it back as the latter tries to grab it.)* —but after a strawberry-cinnamon-cilantro cupcake—*(To both.)* —he was feeling kinda queasy. *(holding it out, yanking it back from Rarity)* And since I was heading over anyway, I figured I could do it for him.

*(To the designer once again; the pink hoof holds out the correspondence once more, but does not pull it away this time.)*

**Pinkie:** *(from o.s.)* There you go.

**Rarity:** *(seizing it)* Ooh!

*(She rips the envelope open with enough force to send shreds flying everywhere, then mumbles to herself as she reads quickly through the letter inside while sitting on her haunches. Pinkie passes the time by picking up one of her cupcakes, pulling it into her mouth with her tongue, and chomping with gusto. When Rarity reaches the end of the letter, she utters a shuddery, smiling cry and claps a front hoof to her forehead.)*

**Pinkie:** *(mouth full)* What’s it say?

**Rarity:** I GOT IT!!

**Pinkie:** *(turning cartwheels; mouth empty)* Woo-hoo! *(zipping back)* Got what?

*(During the previous, Rarity stands up, trots giddily in place, and floats the letter at eye level. Next she gasps excitedly and the camera zooms in slowly on her.)*

**Rarity:** I have been holding out for the perfect location and it finally became available! So now I can fulfill my dream of opening a boutique in Canterlot!

*(On the end of this, zoom out quickly to show that Pinkie has cleared out; she pops up in the foreground with a happy squeal.)*

**Pinkie:** *(ducking away, then hopping past Rarity)* I'm so excited, I think I'm gonna lose my cupcakes!

*(She freezes in midair, clapping hooves to mouth as her cheeks bulge out—her digestive system has rebelled—and bails out in a pink blur. Cut to just outside the room's window, framing Rarity eyeing the letter one last time; she looks up from it and grins broadly. Zoom out slowly and fade to black.)*

## OPENING THEME

### Act One

*(Opening shot: fade in to the sky above the Canterlot train station and tilt down to platform level as a train pulls in. Twilight Sparkle, the rest of her Ponyville friends, and Spike emerge, Rainbow Dash flying above the others.)*

**Twilight:** Rarity's such a savvy business-pony. I'm so impressed she used the huge bonus she earned making the costumes for Sapphire Shores' Equestria-wide tour to open this second boutique!

*(A reference to the events of "For Whom the Sweetie Belle Toils." Cut to the upper reaches of a building whose general shape recalls that of the ornate tents that stand in the grasslands near the Canterlot Boutique. The roof is purple, the walls white with accents in light shades of violet to resemble draperies, and a light blue crystal heart hangs above and between the gold-framed second-story windows. The magenta front door stands on a stoop, between a pair of expansive ground-floor windows framed in purple; it is set with a large, heart-shaped pane of glass, and a two-tone violet awning is mounted above it. This is Canterlot Carousel, Rarity's new boutique. Cut to the showroom inside and pan slowly across the space. The five visiting mares and one dragon voice reactions of surprise, having gathered in front of a table loaded with refreshments. A staircase leads up to a balcony, racks of dresses are set up on both levels, and balloons and banners are present in abundance, including one decorated with Rarity's profile. In addition, a*

*curtained platform stands opposite the staircase, elevated off the floor by a couple of steps. Rarity has removed her glasses.)*

**Rarity:** I take it from your reaction that you like the boutique? *(Cut to Fluttershy.)*

**Fluttershy:** It's lovely!

**Applejack:** *(stepping toward her)* Gosh, Rarity. I know hard work when I see it, and it looks like you worked your hooves to the nub! *(Fluttershy nods under the end of this.)*

**Pinkie:** *(from o.s.)* I don't know.

*(Cut to her, hunched down and lifting one of Rarity's forelegs for a good close look.)*

**Pinkie:** Those hooves don't look nubby. *(Zoom out quickly to frame both; she stands up.)* They look scrubbed, and buffed, and pedi-ed! *(She lowers the hoof.)*

**Rarity:** Well, despite my... nubby, scrubby, buffy pony pedi, I actually *have* been working very hard. However, I never could have gotten the boutique ready for the grand opening without the help of my new manager... *(Zoom out quickly to frame all seven; she gestures across the room.)* ...Sassy Saddles!

*(Cut to a close-up of four long, light blue legs stepping ahead. A gently curling, two-tone orange tail hangs into view behind them, and the edge of a gold-accented outfit in two shades of deep purple can be seen as well. A tilt up frames all of Sassy Saddles, a tall, slender mare whose face/head are partly hidden behind the clipboard she floats in front of herself. The outfit is a short dress whose shoulders and hem are styled to resemble flower petals, and which sports a jeweled gold saddle. Her cutie mark is hidden by the skirt, and her eyes are a light orange with dark blue shadow. The style and color of the mane match the tail, and a lowering of the clipboard discloses a streak of magenta on the inside of the portion that curls away from the side of her head. When she fully directs her gaze toward the room, she smiles and speaks in a cultured British accent.)*

**Sassy:** Bust my buttons, Rarity! The ponies from Ponyville! *(A round of greetings from all but Rarity.)*

**Rarity:** I knew I needed a manager for Canterlot Carousel, so when Sassy showed me her résumé and I saw that she worked in all of the finest boutiques in Canterlot, I hired her right on the spot.

**Sassy:** *(floating up a long, folded-up sheet)* I then made out this plan, or "pattern" as we say in the fashion biz, for Canterlot Carousel— *(Cut to a slow pan across the other seven; she continues o.s.)* —so that Rarity's boutique will be a guaranteed success— *(Back to her.)* —and those doors will never, ever, ever close!

**Twilight:** *(crossing to her)* Wow, Sassy! Your attention to detail is truly impressive.

**Sassy:** I've already put a pin in the first piece of the pattern—"Beautify the Boutique"!

*(During the previous line, the camera tilts up to the levitating document, which unfolds to show its first section: a picture of the building, with a pin stuck through it—and then cuts to a zoom out that frames the entire room.)*

**Sassy:** But next was the very crucial pattern piece...

*(Close-up of the sheet; her magic unfolds the next bit, a blaring bullhorn aimed toward a group of listeners.)*

**Sassy:** *(from o.s.)* ...“Marketing to the Mares”! *(Cut to her.)* Turns out that everypony here loves royalty!

**Rarity:** So I created a collection that beautifully revolves around the royal element of Canterlot.

**Sassy:** *(crossing to Twilight)* And it just so happens there’s a hot new princess in Equestria.

*(Said princess is slightly thrown off by this sudden mention of her status.)*

**Rarity:** In every poll Sassy Saddles took, you were the most popular princess. *(Sassy walks off.)* Coincidentally, one of my gowns is inspired by the window in Canterlot Castle commemorating your coronation!

*(She ends this line with a gesture across the showroom; cut to Sassy, now standing on the front edge of the curtained platform. Rarity’s magic slides the drapery back to expose a pony mannequin, which is brought forward as she steps up on the other side. Designer and manager proudly point out the gown it wears: translucent skirt transitioning from blue-green to blue-violet through its three layers, dark blue-green material at the short sleeves, small gems and criss-crossing seams arranged throughout to suggest a stained-glass window. Pale blue wings are attached at the shoulders. As appreciative comments are heard from o.s.; cut to the six onlookers moving a bit closer. During the next line, Pinkie looks intently at something out of view and zips off after it.)*

**Rarity:** *(from o.s.)* Well, I’ve always prided myself on paying attention to detail. *(Cut to her.)* I’ve taken my latest collection to a whole new level with Rarity’s Rules of TLC.

**Pinkie:** *(from o.s.)* Judging by this baby—

*(Pan quickly to an adjoining doorway; she rolls into view through this, riding a mannequin on a wheeled stand. It sports a half-finished yellow/deep-gold/brown outfit with a shaded blue skirt edged in white tufts to resemble a waterfall, and it wears a headpiece built as a solar system model. A workroom can be seen through the doorway.)*

**Pinkie:** —“TLC” stands for “Tasty Licorice Candy”!

*(She slides off the rump, landing on her haunches and pulling the skirt off so that it lands draped over her head.)*

**Rarity:** *(from o.s., floating it back into place)* “TLC” stands for “Time, Love, and Couture.” *(Cut to frame all of the Ponyville contingent; Pinkie stands up.)* And while I do agree that this dress has potential, I’ve not had enough time to give it enough love to become *couture*.

*(Back to Pinkie on this last word; the incomplete getup is magically rolled back into the workroom and the door closed.)*

**Rarity:** But the rest of the gowns in tonight's line have met Rarity's Rules and are ready to be presented.

**Sassy:** *(stepping down to floor, horn lit)* My marketing research also confirmed that customers that viewed somepony famous wearing a gown wish to own that gown for themselves.

*(Surprise plays across Rarity's face at this bit of input. Zoom out as Sassy unfurls most of the remainder of her folded business plan drawing for all to see. There are three more drawings beyond the two already seen; in order, these consist of Rarity's face within the outline of a gold star, a magazine cover featuring her, and Twilight wearing the stained-glass-design gown.)*

**Sassy:** I call this piece of the pattern "Celebrity Status"!

*(Close-up of the star/face drawing on these last two words, then cut to Twilight/Applejack/Rainbow/Spike as Pinkie rejoins them.)*

**Rarity:** *(from o.s., nervously)* So, Twilight... *(Cut to her.)* ...we were wondering if perhaps you might possibly wear this tonight?

*(Pan slightly to frame Sassy's sidelong, hopeful gaze in the fore, the focus shifting to her, then cut to Twilight.)*

**Twilight:** If being a princess and wearing that dress can help your boutique in any way—*(floating a pin up)*—then I say, "Stick a pin in it! It's done!"

*(On the end of this, tilt up to the floating sheet, putting her o.s. as the pin drives itself into the star's topmost point.)*

**Sassy:** All right, everypony—*(magically pushing mannequin back, closing platform curtains)*—let's set the stage! *(Pan to Rarity, now on the showroom floor.)*

**Rarity:** Ever since I was a little filly, all I've ever wanted was to own a boutique here in Canterlot. Somepony pinch me! *(crossing floor)* I am about to open the doors to that very boutique!

*(She finishes with a giddy gasp. Cut to just outside the closed front door, which swings open to reveal her standing just inside. Before she can get a single word out, Sassy whisks up to crowd her back off the stoop, so that she has to hunker down in order to get any view of the street.)*

**Sassy:** Welcome to the grand opening of Canterlot Carousel!

*(Zoom out on the end of this to frame the throngs of ponies who have congregated here. The store's name echoes slightly over their heads and is met with an enthusiastic cheer. Inside, Rarity*

*recoils a bit toward the others, her mind blown over having her thunder so unexpectedly stolen. Snap to black.)*

## Act Two

*(Opening shot: fade in to Sassy standing just inside the doorway as prospective customers file in past her.)*

**Sassy:** Oh, hello! *(chuckling)* Nice to see you. Welcome, welcome! *(Cut to a perplexed Rarity; she continues o.s.)* Oh, I'm so happy you could be— *(Zoom out slowly; Applejack eases up alongside.)*

**Applejack:** That Sassy totally stepped on your hooves, Rarity! *(Pinkie leans into view opposite her.)*

**Pinkie:** Oh, no! *(grabbing/eyeing Rarity's foreleg)* Did she mess up that nice pony pedi?

*(There being no obvious damage to the limb in question, she pats it with a smile and relieved sigh.)*

**Pinkie:** Okay. *(Set it down...)* Phew! *(...and duck out of sight.)*

**Rarity:** Oh, I...don't think she meant to.

**Sassy:** *(from o.s.)* Rarity! *(Cut to her, walking over.)* Are you ready to reveal the collection?

**Applejack:** *(softly, to Rainbow)* Is she sure she doesn't want to do it herself?

**Rainbow:** *(softly, snickering)* Yeah.

**Rarity:** Yes, I am. Uh, Fluttershy, could you help Twilight get ready?

**Fluttershy:** Oh, certainly.

*(She walks off and Rarity glances across the showroom floor, the camera cutting to frame the crowd of shoppers, some of whom are taking advantage of the proffered snacks. Two grip cameras in their magic.)*

**Rarity:** *(from o.s.)* Fillies and gentle-colts! *(Picture taken; cut to her on the platform.)* I am designer and *couturier* Rarity! I would like to welcome you, again— *(Chuckle; overhead shot of the room.)* —to the grand opening of Canterlot Carousel— *(Close-up.)* —and I'm thrilled that you are here to see my newest collection inspired by this regal city.

*(Zoom out to frame the entire platform on the end of this, after which the curtains slide open to reveal four mannequins tricked out in an assortment of gowns. From left to right, they are as follows. Dark blue skirt speckled with white stars and an edging of larger spots to suggest asteroids; darker blue, short-sleeved blouse with a white crescent moon, stars, and pearls at collar and shoulders; blue-violet bow behind the neck with matching edging at sleeve cuffs. Short, medium green skirt that lightens toward the hem; long under-layer in light blue with white cloud-like edging; light blue band around midsection; a sunburst brooch securing a pair of wings and a small violet collar; pink winged shoes on forelegs. High-collared, medium blue blouse with long sleeves and marked by leaf/rose patterns amid small pale gems cut as bubbles;*

*skirt in shades of light green with more such gems; short white over-skirt designed as an open flower. Long magenta skirt marked with yellow stars; yellow/black belt at midsection; short magenta sleeves with a spiral-striped piece across the chest; small matching “fascinator” hat with a short veil attached.)*

*(Appreciative murmurs drift in her direction; cut to Sassy amid the crowd and zoom in on her as a flashbulb pops. She throws a calculating little grin toward the platform and gets her horn working, floating the four mannequins up off the platform and bringing them past Rarity. The latter shows marked surprise—evidently this was not in the playbook—and watches as the outfits describe a slow circle over the spectators’ heads. The maneuvers expose dark blue, star-speckled shoes on the forelegs of the moon dress; each is set with a white crescent. Rolling her eyes with a measure of disgust, Rarity does her best to regain her composure and steps down off the platform, the camera following until the profile of a stallion’s face comes into view. Dark blue-green coat; red plaid kerchief around neck; blue eyes behind large, tinted square glasses which he frequently raises/lowers with his magic; a fringe of two-tone gray mane hanging into view. This is Fashion Plate, whose flamboyant voice stops Rarity in her tracks.)*

**Fashion:** Rarity! I’m—

*(Close-up of him, tilting slowly up from hooves to head and showing his cutie mark of three yellow stars. The mane and tail are cut short, and the mane is neatly styled.)*

**Rarity:** *(stepping into view)* —Fashion Plate of *Cosmare* magazine! *(He grins at this.)* I’m so honored that *Cosmare* was able to do a piece on the grand opening of my boutique! *(Gasp.)*

**Fashion:** Well, when Sassy Saddles calls saying she’s found the latest and greatest in fashion, we hightail without fail! Now tell me all about your latest collection.

**Rarity:** Ooh! Uh, it’s called “Rarity’s Royal Regalia.”

**Fashion:** *(gasping)* Royally radiant! *(Cameras snap behind him.)*

**Rarity:** My favorite part of being a designer is finding my inspiration— *(Cut to Sassy; she continues o.s.)* —and that really wasn’t difficult when it came to Canterlot.

*(The manager warms up another spell on the end of this; back on the platform, a large framed painting of the city’s tower rooftops descends into view under her control. Rarity does not immediately notice as it touches down behind her; she gets a bit of a mental jolt once she does, but quickly recovers. The coloration and star/stripe patterns correspond to those on the starred gown.)*

**Rarity:** Everywhere I looked, the royal city just spoke to me. *(The outfit is floated down to her.)* I call it “In-Spire-Ation.” *(Awed murmurs.)*

**Fashion:** *(from o.s.)* Genius! *(Cut to him.)* Simply genius!

*(Cameras click as Sassy smiles serenely. Another bit of magic shifts the painting and this mannequin away and brings over a banner striped in four pastel shades of yellow/blue/green and dotted with water lilies. The bubbly blue/green gown accompanies it. As before, Rarity is caught out by the unexpected change, but swiftly gets back to an even keel.)*

**Rarity:** I spent hours by the lily pond on the castle grounds, which inspired this gown, “Water Filly.” *(More murmurs.)*

**Fashion:** Oh, the whimsy!

**Rarity:** Watching Celestia raise the sun each morning literally lit up my day.

*(Shafts of golden light shine down on her at an angle as she finishes; it takes her a moment to fully wrap her head around their presence and get her smile back on.)*

**Rarity:** This is...

*(Pan/tilt up from her to the source, a glowing sun that is a large-scale copy of Princess Celestia’s cutie mark. The blue/green cloud-styled gown is levitated into view under Sassy’s control as the radiance fades away.)*

**Rarity:** *(from o.s.)* ...“Tripping the Light.” *(Murmurs from ground level; cut to Fashion.)*

**Fashion:** Fantastic!

*(A camera goes off just before all the lights dim, and Rarity climbs to the platform with a giggle.)*

**Rarity:** And of course, Luna raising the moon guided me to sleep. *(Sassy’s magic brings silver stars down on strings.)* I call this...

*(The lights dim further; pan to show a large, glowing crescent moon hanging alongside in place of the previous backdrops. Standing within its curve is the mannequin with the moon/star dress.)*

**Rarity:** ...“Over the Moon.” *(Another round of murmurs; cut to Fashion.)*

**Fashion:** Well, I certainly am! *(Laugh; the lights come back up.)*

**Rarity:** And for our finale, I have something very special. I was inspired by the stained-glass window created in honor of Princess Twilight.

*(Cut to a close-up of an enraptured Fashion and zoom in slowly as the flashes pop behind him.)*

**Rarity:** *(from o.s.)* So I call this... *(Back to her.)* ...“The Reign in Stain”!

**Fashion:** Because the dress is inspired by the— *(They lean toward each other, cheek to cheek.)*

**Rarity, Fashion:** —stained-glass window of a reigning princess! *(Double gasp.)*

**Rarity:** Yes!

**Sassy:** *(from o.s., disdainfully)* Oh, well— *(Cut to frame her as well.)* —I think “The Reign in Stain” is too difficult to explain— *(Airy chuckle.)* —especially for the signature piece of a collection.

**Rarity:** But I rather like the— *(Sassy steps up in front of her, all smiles again.)*

**Sassy:** Fillies and gentle-colts! *(crossing floor; cameras flash)* I, Sassy Saddles, am pleased to introduce the grand finale of the grand opening of Rarity’s Royal Regalia!

*(Stopping at the foot of the staircase, she gestures grandly up toward the balcony in close-up and warms up her horn.)*

**Sassy:** The Princess Dress!

*(On the end of this, the camera pans/tilts up quickly to the top of the stairs and all the lights go out, but there is enough illumination to identify the silhouette here as a fully dressed Twilight. A spotlight picks her out in the stained-glass gown, the tiny gems throwing shafts of reflected light everywhere. As she smiles proudly with head held high, Fashion lets his jaw, ears, and glasses drop and his eyes bug out. He goggles at the sight for perhaps two full seconds before snapping back to himself with a smile and gasp. The lights have come back up by this point.)*

**Fashion:** Success!

*(That sets off a round of very happy exclamations among the crowd; Twilight smiles and waves bashfully down at them, but Rarity's face shows only confusion and a shot of dismay. She rapidly gets it rearranged into a supporting smile in time for Twilight to descend the stairs.)*

**Sassy:** *(from o.s.)* Everypony... *(Cut to her, floating up her clipboard.)* ...please follow me, and you can all place your orders for... *(Zoom out slightly to frame Twilight.)* ...the Princess Dress! *(Murmurs as she walks off; Fashion eases up next to Rarity.)*

**Fashion:** Rarity, I want to be the first pony to congratulate you. And the Princess Dress has just guaranteed Canterlot Carousel's success!

*(He pulls in a gasp and walks off toward the crowd, which has concentrated itself near a counter. Sassy stands here, magically running a quill across her clipboard to keep up with the clamoring customers. As Rarity steps down from the platform, Spike and all her friends but Twilight cross to her with a babel of congratulatory words. The Princess in attendance joins them after a moment.)*

**Twilight:** Yeah! Rarity's Royal Regalia is amazing, and everypony seemed to love the Princess Dress. *(Rarity rolls her eyes with a humoring smile.)*

**Sassy:** *(from o.s.)* You bet your saddle they did! *(crossing to them, floating up a thick stack of pages)* Rarity now has one hundred orders for her signature gown!

*(That bit of news causes the white unicorn's jaw to drop in pure shock. It also leaves her stammering for a long moment before she can get any intelligible words out.)*

**Rarity:** One hundred orders? All at one time?

**Sassy:** According to my pattern, the next piece is "The Success of the Signature Dress." So *I* do not see the problem.

*(But the very dirty look and dangerously twitching eye on Rarity's face tell a very different story. The camera pans away from her and shifts its focus to the rest of the Ponyville crew, save Pinkie, at the snack table and not meeting Sassy's eyes.)*

**Applejack:** *(to the others)* Uh...

*(There follows an uncomfortable silence, which gets splintered when Pinkie pops up behind the table, holding a...)*

**Pinkie:** Cupcake?

*(That gets them all moving in her general direction. Pan back to Rarity, who smiles gratefully at the distraction and then shifts her gaze to Sassy, sternly clearing her throat.)*

**Rarity:** First of all, Sassy Saddles, I would have appreciated getting to name the final gown from my collection myself.

**Sassy:** *(chuckling)* My research shows that your “Reign in Stain” name was a play on words that was both very confusing and quite unappealing.

**Rarity:** *(chuckling)* While I see your point, we should have discussed it prior to the grand opening, Sassy.

**Sassy:** *(contritely)* My only goal is for Canterlot Carousel to succeed. That’s why I changed the name, and that is why I took all those orders for the Princess Dress.

**Rarity:** *(stammering)* But...but receiving orders for one hundred dresses in one day, it...i-i-it’s just too much, too soon!

**Sassy:** *(hamming it up)* Are you actually saying we should...cancel these orders?

**Rarity:** *(stammering)* No, no, Sassy. Promises were made, and...and I shall sew my very best to provide each and every pony a Princess Dress full of TLC. *(Her face falls on the end of this.)*

**Sassy:** *(tapping Rarity’s chest, hugging her)* Oh, thank you, Rarity! Thank you!

*(The dressmaker makes herself smile long enough for the manager to break the embrace and walk away, then slumps with a weary sigh—“what have I gotten myself into?” Dissolve to the exterior of the boutique; Rarity watches from one of the showroom windows as her friends wave goodbye and depart. Twilight is no longer wearing the Princess Dress. Rarity returns the wave, the camera cutting to just inside.)*

**Sassy:** *(from o.s.)* Oh, satin and silk, Rarity! *(Rarity turns away from the window.)* Are you sure you don’t want your friends to help you make the dresses?

**Rarity:** *(crossing past her)* No, Sassy. These orders are my responsibility.

*(Cut to a slow pan across the workroom, bringing her into view during the next line.)*

**Rarity:** All I have to do is stick to my plan so I can deliver each and every Princess Dress, in keeping with my Rules of Rarity!

*(The glow of her horn accompanies the end of this, and rolls of fabric float out from the shelves under her command.)*

**Gentle melody with light percussion, moderate 4 (D major)**

**Woodwinds/strings/mandolin/bass in at start**  
**Acoustic guitar/bass take over once first verse begins**

*(One of them, light blue-green, unrolls to fill the screen, and a pair of scissors quickly snips its way across. The cut section falls away to expose two document trays side by side—one red, stacked high, marked with an empty square; the other green, empty, with a checked square: IN and OUT boxes. Behind them, the remaining cloth fades away to show Rarity seated on a stool and working intently at a sewing machine in the workroom. The only light comes from the window at which she sits. She has her glasses on.)*

**Rarity:** The Rules of Rarity, guaranteed quality, this I can assure  
*(A length of fabric floats across, filling the screen; behind it, wipe to her draping a piece onto a bare mannequin as the start of a Princess Dress skirt. Full lights on.)*

For each and every dress, I vow to give finesse  
*(Here comes the upper layer to fill the screen; gems are magically set in place and a needle brought in to stitch them on. Pan to Rarity.)*

With time, love, and couture

**Woodwinds/strings/mandolin/snare drum in**

*(A wavering dissolve shifts the view to the building exterior, with mares gathering at the windows. One walks past the camera; behind her, wipe to just inside, framing the eager faces gazing intently through the glass. Pan to one mare walking in, her face brightening as she notices a finished dress on display; Rarity steps out from behind it, her glasses off.)*

**Woodwinds/strings/mandolin out**

**Rarity:** My favorite moment's when a pony sees it  
*(She smiles to herself as the shopper, now wearing the garment, regards her image in a mirror.)*

That special gown that she just adores  
*(She sweeps past the camera, the view wiping behind her to an overhead shot of the showroom and framing her circling happily in place. Zoom in as she picks up speed to become a blur.)*

**Woodwinds/strings in**

That pony's now in style, my hard work's all worthwhile  
*(Dissolve to an extreme close-up of a twirling parasol, which she lifts away; now she stands on a Canterlot street. Zoom out as a kneeling stallion gently lifts one of her front hooves and kisses it; two others behind her hold flowers and a box of candy, and she beams over the attention.)*

Oh, yes, it makes my heart, my heart just soar

**Mandolin in**

**All percussion out after two bars**  
**Modulate through several keys to E major**  
**Tempo slows; mood saddens greatly**

*(Another wavering dissolve brings Rarity back into view in the workroom, her glasses on. She is shaken out of her reverie by Sassy's business-plan drawing floating in through the doorway behind her; turning toward it, she spots the manager eyeing her impassively. Sassy glances back toward the showroom as a couple of mares enter; Rarity starts away from her sewing machine with a broad smile, but a flurry of materials and supplies levitated by Sassy blocks her from getting any closer to the door—more work to be done. Sassy motions for her to get back on the job, then turns away as the items settle onto the counter.)*

*(The fashion expert smiles to herself; meanwhile, Sassy is now talking with the two mares. She floats the In-Spire-Ation and Over the Moon dresses, displayed on the platform, out of view and brings out the Princess Dress to their visible delight. Zoom out through the workroom doorway; Rarity watches these events with some dismay before turning back to the machine. A dissolve frames her in profile, having lost both her enthusiasm and the vibrancy of her purple mane/tail. Another one brings up a slow pan across row on row of mannequins identically garbed in the signature creation.)*

### ***Bass out***

**Rarity:** The Rules of Rarity, just a parody, no dress here's unique  
*(Dissolve to a pan down a block outside the boutique; every mare here is wearing one, and she watches from the window.)*

The panels all the same, each colored windowpane  
*(Zoom in on her.)*

I fashion only makes me want to shriek

*(She drops out of sight. To the sound of a heavy sigh, the view dissolves to a close-up of her despondent expression; she sits slumped over the counter, glasses off and eyes closed, but with the life restored to her mane color. A multicolored shaft of light makes its way across, hitting her eyes and snapping her back to the here and now.)*

### ***Mandolin out; tempo and mood brighten Modulate to G major, then F major and back***

**Rarity:** Oh, to create would give me elation  
*(Lifting her head, she finds the light being refracted through bowls of brightly colored gems before her and striking a Princess Dress on a mannequin. The room is again dark except for the window light.)*

To feel once again some inspiration  
*(A smile steals across her face, overhead view of the bowls as she plunges her hooves in and gleefully tosses their contents up toward the camera. A sparkling red one fills the screen.)*

Come on now, Rarity, give me some clarity  
Time for your *couture* love to rule

### ***Snare drum/bass in (F major)***

*(It floats away again, the background behind it having changed to a stretch of Princess Dress material. This gem and several others—all lozenge-shaped—are magically set in place and stitched on; Rarity has her glasses on and her spirits high. Full lights are on.)*

**Rarity:** The Rules of Rarity, extra TLC, this feels more sublime  
*(She pulls the cloth past the camera; behind it, wipe to a mannequin being clothed in all the parts.)*

Soon now they will see how good things can be with a little extra shine  
*(Gems rain down past the camera; behind them, wipe to a semicircle of first-run Princess Dresses. The modified dress is levitated over to stand in front of the others, and she gallops up to lift it by the forelegs, her glasses off. Room dim again.)*

The Rules of Rarity, guaranteed quality, all can see it's true  
*(She swings it in a circle, the view wiping behind it to a close-up of her and then cutting to her perspective of the dummy.)*

These new gems add such flair, their beauty can't compare  
*(Overhead shot, zooming out slowly. She twirls it in the circle of light, sending up scatters of scintillating radiance from the new adornments.)*

This old style suddenly gleams anew

*(The glow expands to fill the screen with white as she vocalizes one last note.)*

### **Song ends**

*(Fade in to a close-up of a bell hanging inside, above the front door. Said door swings open to set it off, and the camera cuts to just behind a mare walking in. Pale pinkish-gray coat; short, straight mane/tail in two shades of deep red, with a two-tone shock of pink in the mane; cutie mark of two red chili peppers and three seeds. Rarity is in the workroom, her glasses back on her nose and her attention on the modified dress in front of her; cut to a close-up, framing Sassy partly in view off to one side. The lights have returned to normal. Pan to Sassy, marking off items on her clipboard, on the start of the next line; the motion puts Rarity o.s.)*

**Rarity:** Is that the customer who ordered this Princess Dress?

*(Sassy glances up on the end of this; cut to her perspective of the new arrival, now levitating a pocket watch for a closer look. This shot reveals her eyes as bright pink-violet with light blue shadow. Back to Sassy.)*

**Sassy:** I'll take care of her. You keep working.

**Rarity:** Uh, actually, I'd love to see her reaction to this particular dress.

**Sassy:** *(rolling eyes)* Paisley and poplin, Rarity!

*(Pan away from her to the IN and OUT boxes on a nearby counter, the former still has a healthy stack of orders, while the sloppily piled latter outnumbers it perhaps two to one.)*

**Sassy:** *(from o.s.)* Look at all the orders you still have to finish. *(walking into view)* And you want to take a break? Now?

**Rarity:** *(as Sassy crosses past her)* Well...it's just...I made some really lovely changes to this dress. *(The manager rounds on her, suddenly panicked; she rears up to avoid getting stepped on.)*

**Sassy:** You did *what?* *(Rarity settles back to all fours.)* But every Princess Dress is supposed to be exactly the same!

**Rarity:** Yes, yes, I know. But these gems just spoke to me and—

**Sassy:** *(disdainfully)* Fine. Go see her reaction.

*(To which Rarity responds with a beaming smile. Cut to the pepper mare, looking over a rack of Princess Dresses, and zoom out on the start of the next line to frame Rarity entering the showroom.)*

**Rarity:** Hello! *(She floats her glasses away...)* And welcome to Canterlot Carousel. I'm so pleased to present to you your— *(...and floats in the new dress.)*

**Pepper mare:** *(excitedly)* —Princess Dress! Finally! I've been simply desperate to get this ever since I saw Princess Twilight wearing it at your—

*(It is shifted closer to her on the end of this line, and she exerts her field to take over from Rarity's. Once she gets a good look, though, her mood shifts from elation to suspicion without even touching the clutch.)*

**Pepper mare:** Wait a minute. There's something...different.

*(Zoom in to an extreme close-up of the new gems, then cut to Rarity.)*

**Rarity:** Well, as an *artiste*, I did take the liberty to change a few minor details.

*(Back to the customer, who aims a quizzically cocked eyebrow her way, on the end of this.)*

**Rarity:** I— *(Nervous chuckle.)* —I saw these gems glistening in the light, and they just spoke to me. Aren't they lovely? And so unique!

**Pepper mare:** *(sighing impatiently)* They're...fine. But they're not what I ordered... *(Zoom in to a close-up.)* ...are they?

**Rarity:** *(deflated, stammering a bit, hanging head)* Uh, no. No, they're not.

**Pepper mare:** I want the dress to be *exactly* like the one Princess Twilight wore! Understand?

*(On the end of this, she levitates an open magazine forward to show a two-page photo, then lets it drop on the last word. The picture is of Twilight, smiling and waving in her Princess Dress against a sparkly background of trailing stripes to match the three colors of her mane/tail. A large white P and D stand out from the lines of text.)*

**Rarity:** Yes... *(horn glowing)* ...y-ye-yes, of course.

*Sad acoustic guitar/string melody, reprise of second verse ("My favorite...")*

### ***Slow 4 (C major)***

*(She plods back toward the workroom, the revamped and rejected outfit held in her aura, and passes a concerned Sassy at the doorway. Cut to inside a scrap bin, the camera pointing straight up at the opening, as Rarity glumly lets it drop in to black out the screen. Fade in to the IN and OUT boxes, orders floating from former to latter one at a time.)*

**Rarity:** The Rules of Rarity once stood for something  
*(Dissolve to her, glasses on and dispiritedly stitching up one Mark One Princess Dress after another as they float onto the mannequin in front of her. Each is sent away as soon as it is finished.)*

But now it feels just like some factory  
*(Dissolve to a line of mares in the showroom. Each steps up beneath a suspended round curtain, which Sassy quickly lowers and raises by pulling a rope, and emerges wearing one of the garments. The manager has her clipboard in her magical grip.)*

Now every dress I make, with every flaw and mistake  
*(Dissolve to the front stoop, from which the freshly attired mares emerge, then to a close-up of a despairing Rarity.)*

### ***Brass sneaks in***

Oh, how it makes my heart, my heart just break

*(Her ears droop as the camera zooms out slowly into the showroom; she stands at the workroom door, and her magic closes it to hide both her, and the tears that have started to drip down her face, from view.)*

### ***Song ends on an ominous, swelling low brass note***

*(Snap to black at the same time.)*

## **Act Three**

*(Opening shot: fade in to the workroom and zoom in on Rarity, seated on the stool and running her sewing machine. A few strands of her mane have sprung out of place. Behind her, the IN box is completely empty and the OUT untidily stacked high. A close-up picks out the deep distaste and fatigue that now saturate her countenance; she finishes a bit of stitching and whisks the cloth out from under the needle, past the camera; behind the trailing edge, the view wipes to a row of Princess Dresses on a rack. Pan quickly to the end as one more is floated over and hung up; next one last sheet rises out of the IN box—hidden by its raised edges—and comes to rest atop the OUT pile. Zoom out to frame the entire counter.)*

**Sassy:** *(from o.s., elated)* Raving rickrack, Rarity! *(jumping to Rarity, floating clipboard up to her face)* You made two hundred Princess Dresses!

**Rarity:** *(woodenly)* Yes. *(It is floated away.)* Isn't it spectacular.

**Sassy:** And I have a special surprise for you.

*(She throws her forelegs around Rarity's shoulders, then levitates a magazine over to them during the next line. Just as on her business plan, it features the stylish white unicorn on the cover.)*

**Sassy:** The latest issue of *Cosmare* magazine just hit the stands. *(Close-up of it.)*

**Rarity:** *(from o.s., reading with mild disbelief)* “Canterlot’s Newest Rising Star.” *(Back to the pair.)*

**Sassy:** *(crossing, moving magazine away)* And in the hour since the magazine’s come out, we’ve gotten another hundred new orders for the Princess Dress!

*(As she speaks, she telekinetically maneuvers a fresh mass of paperwork in from the showroom, shuts the door, and lets them slam down in the formerly empty IN box.)*

**Rarity:** *(dazedly)* One...hundred more... *(Cut to the boxes; she continues o.s. as a stray sheet settles down.)* ...Princess Dresses...

*(Back to the two unicorns, one savoring this latest development and one ready to let its weight crush her off the stool and down to the floor. Zoom in slowly on the latter.)*

**Rarity:** I’m the *Cosmare* cover pony. I have the most successful shop in Canterlot. *(Sassy’s magic brings up the clipboard for a look.)* I’ve gotten everything I ever wanted.

But...I’m...miserable!

**Sassy:** *(chuckling, dropping it)* How could you possibly be miserable?

*(She begins to pace, stopping near a bulletin board on which her business plan is tacked up. For the first time, its full length can be seen, showing one last picture beyond the one of Twilight in the Princess Dress.)*

**Sassy:** My pattern is perfect!

*(Close-up; she leans close to the picture of Rarity on a magazine cover.)*

**Sassy:** “*Cosmare* Cover Pony.” *(Magic drives a pin into it.)* Done! *(Step to the Twilight picture.)* You have your signature gown— *(Pin it.)* —“The Princess Dress of Success”! *(Cut to Rarity, rubbing her forehead.)*

**Rarity:** I don’t want to make another hundred Princess Dresses!

**Sassy:** *(from o.s., gasping happily)* I have a piece for that!

*(Close-up of the last drawing: six dress-clad mannequins, arranged in a double line on conveyor belts. Zoom out to frame Sassy standing alongside, floating up a third pin.)*

**Sassy:** “Assemble the Assembly Line”! *(Drive it home.)* You’ll never have to sew again!

**Rarity:** *(aghast)* What? *(She jumps off her stool.)* No!

**Sassy:** Yes! *(crossing room)* Then the Canterlot Carousel never closes! And... *(Cut to her, floating two dresses off the rack.)* ...Sassy Saddles’ boutique succeeds!

**Rarity:** *(from o.s.) STOP!! (Cut to her.) This is not your boutique! (crossing to Sassy, magically snatching/throwing down dresses) And if this is what success in Canterlot looks like, I want no part of it!*

*(The white face leans into the blue one, eyes broadcasting such a venomous glare through the tinted lenses that the recipient has no choice but to quail before it.)*

**Rarity:** Now, make up flyers for a “Going Out of Business” sale! *(turning, walking off)* I’m closing Canterlot Carousel!

**Sassy:** *(panicked)* What? N-N-No! Oh, you can’t, Rarity! I-I-I’ve worked too hard to make this a success! I-I-I can’t be a part of... *(Zoom out through the workroom doorway.)* ...another failed boutique!

*(Rarity’s magic pulls the door shut in front of her. Cut to just outside one showroom window; the fed-up fashionista strides through, glasses gone and mane back in order, and levitates the Princess Dress off a mannequin as she passes. She does the same to others when the view shifts to inside the shop; one floats toward the camera and is yanked away, and next she floats a number of dresses in varied other styles and colors from the workroom and deftly hangs them all up. Sassy, now on the balcony, can only watch in total confusion as the wares are arranged for viewing on both upper and lower levels. The banner that had showed Rarity’s profile has been taken down. Cut to a close-up of her on the start of the following; she is speaking to one of the outfits.)*

**Rarity:** Ooh, don’t you look lovely. Nice to see you out here again.

*(After a few steps across the floor, she stops and throws a sharp glance up toward the balcony, where Sassy gloomily averts her eyes without a word.)*

**Rarity:** *(pointedly, walking off)* Seems Sassy Saddles isn’t rushing to open the door this time. Hmm.

*(Cut to just outside the front door; her magic turns the knob and swings it open to expose her. As she speaks, zoom out to frame a few onlookers on the receiving end of her words.)*

**Rarity:** Welcome to the “Going Out of Business” sale of Canterlot Carousel.

*(She is very nearly trampled by a stampede of mares who waste no time in casting interested eyes of all colors over the goods. The slack-jawed look of shock on her face quickly gives way to a pleased little grin before an orange mare with a curly, two-tone violet mane comes up to her and speaks in a nasal voice.)*

**Orange mare:** *(levitating a flyer)* Hey, is this Princess Dress on sale?

**Rarity:** Oh, no, I’m sorry, the Princess Dress has been discontinued. *(gesturing about)* But there are plenty of other lovely dresses on sale today.

*(The Over the Moon dress is being inspected by a pale blue mare with a long, straight, deep blue mane/tail that curl up at the ends, with an additional curl around the base of her horn. Light brown eyes with dark blue shadow; cutie mark of a deep purple heart surrounded by four waves of blue energy aimed in toward it. She speaks in a low, throaty voice.)*

**Throaty mare:** Whoa. This dress completely speaks to my soul. *(Rarity approaches.)* Can I try it on?

**Rarity:** *(floating it up, letting her get it in her own magic)* Certainly! *(gesturing; she walks off)* The dressing area is right back there. *(Chuckle.)*

*(Elsewhere, the Tripping the Light dress has attracted the fancy of a bright pink mare with a messy, two-tone bright yellow mane/tail, light green eyes, and a yellow star surrounded by flecks of light as a cutie mark. Her voice is as perky as a Valley Girl after a dozen or so cups of coffee.)*

**Perky mare:** This is the most amazing of amazing dresses! Just looking at it brightens my day!

*(Rarity's magic lifts it and the accompanying shoes off the mannequin and passes them over.)*

**Rarity:** And I'm sure you'll feel even brighter once you try it on.

*(The perky mare trots off, levitating the lot; now a bespectacled, pale gray-white mare steps up. Dark blue-gray eyes, two-tone gray mane/tail, cutie mark of a drafting compass. A copy of Cosmare rides along in her aura.)*

**Drafting mare:** *(showing a page to Rarity)* Do you still have this In-Spire-Action dress that's in the new issue of *Cosmare*?

**Rarity:** Oh, yes, I do. *(Her field swiftly extracts this particular item from a rack.)* It's—it's right here.

**Drafting mare:** Bats in the belfry! *(taking hold, trotting off with it)* I have to try it on.

*(Close-up of a mirror, in which the reflection of the gowned throaty mare is captured.)*

**Throaty mare:** Whoa. This dress makes me feel like a princess. *(The perky one pops up alongside, wearing the one she chose.)*

**Perky mare:** *(throwing a foreleg around her shoulders)* And this dress makes *me* feel like a princess!

*(Sassy continues to watch, dumbstruck, from the balcony. Down below, a light yellow-orange mare speaks to Rarity: long two-tone orange mane, red-violet eyes, cutie mark of an open makeup compact. She gestures toward a gown rendered in two shades of pink.)*

**Makeup mare:** This gown is quite beautiful, but it totally clashes with my complexion.

**Rarity:** *(stroking chin)* Hmm... *(stepping toward workroom)* Perhaps you'd be even more taken with this one.

*(She floats out a mannequin kitted out in the yellow/deep-gold/brown dress with waterfall skirt and solar-system headpiece that she put away as unfinished in Act One.)*

**Rarity:** It was inspired by the fountain in the Canterlot Castle garden. *(Close-up of it; tilting up from hooves to head; she continues o.s.)* I call it “The Fountain of Truth.” *(Back to the mare.)*

**Makeup mare:** *(rearing up excitedly, putting front hooves together)* It’s exactly what I’ve been dreaming of!

**Rarity:** Oh! *(Laugh.)* Well, then, I’ll finish it. *(She sends it back into the room.)* And the gown shall be yours.

*(The yellow-orange face comes over in an ecstatic smile as its owner trots away.)*

**Rarity:** How can I have forgotten? *This* is what I have been dreaming about!

***Same melody as second verse of Act Two song  
Triumphant mood with brass, snare drum, woodwinds, strings; moderate 4 (D major)***

*(The revitalized designer walks through the knots of happy shoppers.)*

**Rarity:** My favorite moment’s when a pony sees it  
*(The throaty mare regards herself in the mirror, then smiles at Rarity.)*

That special gown that she just adores  
*(The geeky blue-violet earth pony mare who briefed Spike in “Princess Spike” gets magically shoved into a fitting room and yanked out again. Now clad in a loose, light blue wrap dress, she eyes herself with wonder and breaks out in a bucktoothed smile.)*

That pony’s now in style, my hard work’s all worthwhile  
*(Close-up of her, zooming out to a long overhead shot of the showroom.)*

Oh, yes, it makes my heart, my heart just soar

***Song ends***

**Rarity:** Attention, everypony! Canterlot Carousel *will not* be closing! *(Cut to a pan across the crowd, all cheering.)*

**Throaty mare:** But this stuff’s still on sale, right? *(Giggle from the o.s. Rarity; back to her.)*

**Rarity:** Yes. Yes, of course. *(Zoom out slowly.)*

**Sassy:** *(from o.s.)* Oh, Rarity...

*(The camera stops once she comes into view, reaching the foot of the stairs with a pair of saddlebags on her back.)*

**Sassy:** ...I’m so sorry. I focused on that one dress, and the rest of Rarity’s Royal Regalia paid the price.

**Rarity:** Well, so did the Princess Dress. The more I sewed, the more each dress lost its time, love, and *couture*, becoming terrible, lackluster, and common.

**Sassy:** I think I finally understand the Rules of Rarity— (*walking off*) —and will apply them at my next job.

**Rarity:** (*affronted*) I beg your pardon? The Rules of Rarity are only to be applied at Canterlot Carousel.

*(These last few words freeze the blue hooves, and Rarity smiles as she makes her way across to the humbled manager.)*

**Rarity:** Which is why you must continue to manage the boutique while I'm in Ponyville.

**Sassy:** (*stunned*) Ponyville?

**Rarity:** Oh, yes, I'll come to Canterlot with new designs and to see the customers, of course— (*Close-up.*) —but Ponyville was always going to be my home base.

*(A happy gasp from the o.s. Sassy; zoom out quick to frame her, leaning forward on her front hooves.)*

**Sassy:** Oh, bobbins and bodkins, Rarity! (*She flips back onto her haunches and shakes Rarity vigorously.*) Oh, thank you, thank you, thank you! (*Release; stand up to all fours.*) A-And I promise to run everything following your Rules.

**Rarity:** I would expect nothing less.

*(The two unicorns embrace. Cut to a close-up of a sale flyer, seen from behind, floating in the open front doorway. It hides the face of a blobby, light blue-green shape, but leaves two pony ears and a fringe of bright yellow mane in view. The voice identifies this arrival as a mare, and during the next line, the camera zooms out and she moves the flyer aside. She does not resemble a pony so much as a giant water balloon with legs; red-brown eyes with slightly yellowed whites.)*

**Huge mare:** Oh, my gosh, a sale!

*(She trots in, exposing a cutie mark that shows her own bloated face on a white star surrounded by five small orange ones. Rarity and Sassy stare, their minds having blown at least three gaskets each.)*

**Huge mare:** Do you have the Princess Dress? (*Rarity and Sassy separate.*)

**Rarity, Sassy:** NO!

*(Both voices laugh over the absurdity of that request as the mare just shrugs confusedly to herself and goes for a look at the dresses on display. Cut to an overhead shot of the room and fade to black.)*