

Carousel

Rarity pushed the last of the pins in place, supporting the satin skirt long enough for her to make her final stitches. The deep blue contrasted beautifully with Fluttershy's natural yellow, and made for an extraordinarily unique dress.

"Oh, Fluttershy, this is going to be my best dress ever!" she declared. "You're just such a perfect model. Whatever would I do without you?"

"Oh, um, I'm sure you'd be fine, Rarity," replied Fluttershy. "I mean, most of us are the same size, so you'd be okay, I think..." Her soft voice trailed off leaving the thought to hang. Rarity scoffed as she lifted the dress over Fluttershy's wings and back onto the dummy.

"My dear pegasus," scolded Rarity. "You really need to be more assured of yourself. You are a perfect model, even if you don't care for the lights and photos." Rarity put a hoof to her chin and considered the stitching for a moment. "And besides, you know nearly as much about fashion as I do. Where ever did you learn such a thing?"

"Oh, I read a lot," whispered Fluttershy. "I get a few magazines, and I've always liked the industry." She fluttered over to observe Rarity stitching the skirt to the bodice. "But I could never afford to do what you do; it's just so expensive. With all the fabric and the gems that you use, you're lucky you can find them whenever you need them."

"I do have a gift," beamed Rarity. "I'm glad that my gem finding spell was able to help me along the way."

"I know that's how you got your cutie mark," said Fluttershy. "But with that spell, why didn't you become a jeweler? Where did you learn to sew?" Rarity's concentration broke at the question. Her needle and thread clattered to the floor. Fluttershy took a step back, and bowed her head looking ashamed. "I'm so sorry, is that a sore subject?" Rarity forced a grin.

"No, no, it's fine," she stammered. She was interrupted by a knock on Carousel Boutique's front door. She looked up the clock, realizing it was time for the mail. She trotted over to the front door and opened it with a wave of her horn. Outside stood the grey mailmare, Derpy Hooves.

"Package for you," grinned the wall-eyed pegasus.

"Thank you dear," replied Rarity, lifting the package from Derpy's hooves. "How do you manage to come at the same time every day?"

"Precise scheduling," saluted Derpy. She reached into her saddle bags, and pulled a wad of envelopes from it. "Here's the rest of your mail. See you tomorrow!" With that, Derpy flew away to her next delivery.

"Oh, um, what's in the package?" asked Fluttershy, coming down the stairs.

"It's patterns!" sang Rarity. "I can't wait to see them! Back upstairs with you, I've got to try them right away!"

Later that afternoon, Fluttershy found herself unable to concentrate. It was a perfectly innocent question, right? It's not like something bad had happened? She fretted and paced in her cottage, unsure if she had upset Rarity. She had to know, but who to ask? Twilight Sparkle would have an answer. Fluttershy trotted out the door towards the Ponyville library.

The long walk into town was refreshing as always, and Fluttershy found herself humming

as she approached the library. She had almost forgotten why she came here at all. The Library door was open, so she stepped timidly inside.

"Twilight? Are you here?" she called quietly. Seemingly in response to Fluttershy's question, Spike crashed on the floor in front of her in a cloud of books. The startling crash spooked Fluttershy so badly she spun around to run, only to be greeted by the door frame. Fluttershy went down in a heap.

"Ow," groaned Spike from the floor. He lifted his head to see Fluttershy also on the floor, looking concussed. "Hey Fluttershy, what are you doing here?"

"I came to see Twilight," mumbled Fluttershy, "but all I can see now are stars."

"She's not in," replied Spike, prying his spikes from the floor. He hopped to his feet and helped Fluttershy to hers. "She just left to go see Rarity, so she's probably at the Carousel Boutique."

"Why aren't you with her?" asked Fluttershy, coming unsteadily to her feet.

"Are you kidding? Looking like this?" he asked, showing himself off. Fluttershy noticed his was covered in paper dust and cobwebs that hadn't been knocked off by his fall. "I've been cleaning to top shelves most of the day. Something about Twi's parents coming into town."

"It'll be nice to meet them, I'm sure," said Fluttershy, quietly. She looked around the library for a moment and frowned. "Well, uh, I'll catch up with her later I guess."

"See you later," replied Spike climbing the stairs back to the stacks. "I'll tell her you stopped by."

Fluttershy fluttered off towards the center of town with no real idea where to go next. Applejack wouldn't know anything, and Pinkie's information just wasn't reliable. The only other pony who would know would be...

"Sweetie Bell!" she said to herself. Of course she would know all about her sister. She fluttered off to her home, humming to herself again. She'd find out where she went wrong soon enough.

Fluttershy easily found Sweetie Belle's home, a small two story house on the edge of town, a few blocks away from Carousel Boutique. She knocked gingerly and waited a few second for the door to swing open; behind it stood a tiny white unicorn.

"Hi Miss Fluttershy," said Sweetie Bell. "Did you need something?"

"I did, Sweetie Belle," said Fluttershy. "Can I ask you some questions? About your sister?"

"About Rarity?" asked Sweetie Bell, incredulously. "I guess. What's do you want know?"

"Well, um..." started Fluttershy. "Do you know, uh where she learned to sew? See, I asked her and she seemed kind of upset, so, I uh, hope I didn't offended her or anything." Sweetie Bell scratched her chin and pondered. The sight of her thinking made Fluttershy wonder just how much she remembered at all.

"She's been sewing since before I was born, at least," replied Sweetie Bell finally. "She made my first foal blanket, that's for sure. We didn't grow up together. Her Dad..."

"Her dad?" questioned Fluttershy. She looked confused. "Don't you mean, 'our Dad'?"

"Oh yeah, Mom was married before," said Sweetie Bell. "Rarity's only my half sister. That's why she's so much older than I am." Fluttershy cocked her head to one side and stared at the little unicorn in disbelief. Rarity never talked about her parents, and certainly never

mentioned that Sweetie Bell was only her half sister. "I don't remember his name though. Mom doesn't talk about him much and neither does Rarity. Do you want me to go get her?"

"Um, no thank you," muttered Fluttershy, clearly embarrassed. "Uh, thanks? I'll be going now."

"Thanks for stopping by, Miss Fluttershy!" called Sweetie Bell. "I'll tell Rarity you were here."

"Please don't," squeaked Fluttershy, timidly. She galloped off into the city, heading for her cottage. *What have I done?* she thought as she ran. *Rarity's going to be angry at me for going behind her back like that. She's going to hate me! I'm supposed to be her best friend and I didn't even know any of this!* She charged through her front door, slamming it locked behind her.

"What am I going to do?" she cried. She decided that rather than fretting, she should try to get some work done while she thought.

Fluttershy went through the motions of her daily chores, hoping that the Zen of thoughtless activity would be enough to clear her mind. Instead, she thought more on the problem at hand. How mad was Rarity going to be? What could she do to make it up to her? She needed advice. She needed...

The wash of falling rain startled Fluttershy out of her worrying thoughts. She looked outside to see that the sun had set, and that Luna's moon was barely visible through the rain clouds. She was so concerned about what Rarity might think that she had forgotten to check the forecast. Her chickens! They would get wet! Fluttershy tossed her rain cloak over her shoulders, and ran for the door. She pulled it open to find Rarity standing outside her cottage, draped in a purple hood, with saddlebags over her flanks.

"I heard you were asking about me," she said ominously. "Sweetie Belle said you stopped by today with some questions."

"Well, I, um, that is..." Fluttershy stammered, backing away from the door. Lightning flashed across the sky, silhouetting a hooded Rarity's against the night. Fluttershy screamed and dashed away from the door knocking over a table as she leapt behind her couch.

"Fluttershy, what is the matter with you?" asked Rarity, entering the cottage. "Do you think I'm mad at you?"

"I'm sorry!" wailed Fluttershy. "I didn't know! Please don't be mad!"

"My dear Fluttershy, why would I be mad at you?" asked Rarity, doffing her cloak. "I can't believe I never told you about that Sweetie Bell was my half sister, or that I never told you about my father." She hung up the cloak on a peg near the door. "And to think of all the time we spent together."

"You're... not mad then?" asked Fluttershy.

"Heavens, no," replied Rarity, taking off her saddle bags. "It's a wonder you didn't ask sooner. Here, let me show you something." She righted the coffee table, and levitated a photo album from her saddle bag. Fluttershy timidly came out from behind the couch to look at the displayed pictures. In them was an older white unicorn with a greying mane standing next to a very young Rarity. His cutie mark was a needle and thread. "This was taken before I discovered my special talent," said Rarity, pointing to the photo. "I never expected it had anything to do with gems..."

"What are you doing Daddy?" asked Rarity, peering over his workbench.

"Well hello, Princess," replied her father, hoarsely. "I'm just working on your mother's dress for tonight's festival." He picked up the dress and held it out to full length. "What do you think?"

"It's beautiful!" gasped Rarity. "Is there anything I can help with?"

"I dunno, princess," he replied. "Do you think you can sew this stitch right here?" He pointed his horn at one of the pinned hems. "It'd mean an awful lot to your mother if she knew that both of us worked on it."

"Oh can I?" asked Rarity. "I promise I won't mess up. I've been watching you forever; I think I can do it!"

"Well let's give it a shot, shall we?" he suggested. The dress floated towards Rarity, as she lifted a needle and thread. "Now, put it your thread through the eye of the needle, just like that." The thread missed the eye a few times before finally passing through. Rarity grinned with success. "Good, good. Now, cut off your thread here..."

After an hour, the foot long hem was complete, helped little by the old tailor. Rarity stared proudly at her work, grinning as her mother entered the shop.

"Carousel? There you... Oh!" Rarity's mother gasped in amazement at the dress her husband and daughter were holding. "Oh my, it's perfect!"

"Rarity helped," replied Carousel. "She finished off this hem here. She's got quite a talent for this sort of thing." He winked at his daughter. "Maybe she'll get a cutie mark like mine."

"Oh Carousel," she admonished. "You know you can't rush that, and to put ideas in her head that you can just isn't fair."

"I know that Mom!" declared Rarity. "It's not like anyone else has one yet either, I'm not worried." She trotted proudly over to the sewing machine. "Dad's going to teach me how to use this one next!"

"You really think she's old enough?" her mother asked.

"Well, I'm not getting any younger," replied Carousel. "Someone's got to take over Carousel Tailors."

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"Your dad taught you how to sew?" asked Fluttershy. Rarity smiled sadly, and nodded.

"Ever since I was a little filly, Dad always wanted me to take over his shop," replied Rarity. "He taught me everything I know." She pointed to another picture of her father, greyer still, with he and Rarity, now older, behind the counter of tailor's shop. "I worked with him for quite a while before everything changed."

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Rarity looked up at the clock, and sighed. Here she was, having to work in her dad's shop while her friends were out flirting and partying after school. She moaned and threw back her head. Not a single customer had come in this afternoon, boring the poor unicorn to tears. She'd long since finished any of the alterations that had come in previously, and now she was left to read the fashion magazines she had read a dozen times before.

"This is tremendously dull," she said to no pony in particular. "All the other girls are out there being fabulous while I'm stuck inside this dreary old Tailor's. My youthful beauty is wasting away in here!" She put a hoof to her head and swooned dramatically, even with no pony nearby

to watch her theatrics. She angrily rested her hooves on the counter and continued to wait impatiently. After a few minutes of watching the clock slowly begin its march upward, she sighed in frustration and unrolled a scroll. "Well I guess I'll just work on this design then," she remarked. "It's not like I don't have all the time in the world."

The clock ticked slowly, agonizingly ticking by the seconds as the hands moved towards six. Rarity looked up angrily from her work at the clock, knowing that her dad would walk in as soon as it turned six with a saddlebag full of work. Just like he had every day since she started working at Carousel Tailors. The clock ticked on, filling the lonely shop with its echoing clicks. It was enough to drive a pony mad.

The door swung open three minutes before six, startling Rarity from her work. Into the store strode a statuesque white stallion, golden mane flowing in the breeze. Rarity didn't stop to consider that there was no breeze at the moment as she stared at the pony Adonis.

"Good afternoon, Rarity," said the unicorn. "I was told that I could find you here."

"Well, I'm happy that you were able to find me," smiled Rarity. "What can I do for you Figaro?" She fluffed her hair flirtatiously.

"Would you do me the honor of accompanying me to the Formal Spring Celebration?" he asked, bowing graciously. Rarity's eyes lit up, and her smile filled the room with levity. The most attractive, talented young musician in Ponyville was asking her to the Formal Spring Celebration? What else could she say but yes?

"But of course!" replied Rarity. "I will graciously accompany you to the Formal Spring Celebration."

"I'm honored by your acceptance," grinned Figaro. "I'm eager to see your stunning dress." Rarity felt like giggling, but suppressed the urge, deciding instead to smile as Figaro walked out the door. Carousel walked in a minute later, staring back at Figaro as he left.

"Figaro, eh?" he asked. "I assume he wasn't here to have his shirt tailored," winked Carousel. Rarity simply rolled her eyes.

"Oh Father," she sighed, "You simply don't know what it's like to be wasting away in this dreary shop of yours."

"Ours," corrected Carousel, taking off his saddlebags. "It's as much yours as it is mine."

"Regardless," continued Rarity, "I'm young and should be out there with the fabulous ponies of Ponyville, not stuck here in some drab tailor's shop."

"Then you don't want to make your dress for the Formal Spring Celebration?" asked Carousel, unrolling a bolt of cloth from his saddlebag. Rarity gasped at the fabric; it looked as if it were spun from threads of pure silver. The fabric floated to the table in front of her as she ran her hooves over it.

"Where did you get this?" she gasped. "It's the most beautiful fabric I've ever seen."

"I made it, obviously," replied Carousel, smugly polishing his hoof against his chest. "Your old man has a few tricks he hasn't taught you yet."

"But, Father, how ever did you afford it?" questioned Rarity. "With silver prices the way they are, and the shop doing so poorly..."

"Nothing's too good for my princess," smiled Carousel. "Granny Smith was kind enough to give Carousel Tailors a line of credit."

"You can't go borrowing money for gifts for me!" admonished Rarity. "I simply won't have

it.” She stuck her muzzle in the air indignantly.

“I didn’t,” replied Carousel. “I borrowed the money to expand. You’re getting your own area to start in. Some pony’s got to take over the business eventually, and you’re the one to do it.” Rarity was taken aback.

“M...me?” she asked. “But I’ve never designed anything for someone else. You’ve always done the designs, I’ve just finished them.”

“No time like the present,” coughed Carousel. “You know how to design dresses, and your work is beautiful. You could sell your designs and make a lot of money.” He rolled the fabric back up, and dropped the bolt in front of his daughter. “The fashion industry is interesting business. Think of the ponies you’ll meet.” Rarity smiled broadly. This was an opportunity, indeed.

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“I remember that celebration,” said Fluttershy pointing to the next picture. Rarity stood next to her father again, wearing a magnificent gown of sparkling silver. Carousel was dressed in a snappy collar, but he looked years older than the previous picture. “Your dress was so pretty.”

“Were you there?” asked Rarity, quizzically. “I don’t recall seeing you.”

“Oh, no,” replied Fluttershy. “That year it was held near the woods. I saw every pony going, but I was too shy to attend. I did read about it in the paper the next day.”

“You missed quite the show,” cringed Rarity. “It was a fine disaster.” She pointed to another picture.

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It had been a little over three weeks since her father had told her about his plan, and now Rarity had nearly taken over the shop. She christened her line “Rarity’s Boutique,” and began beautifying the store with decorations and paintings. She had been working tirelessly to improve the store: painting, redecorating, and improving the store front to attract customers looking for that special something. No longer was it a dreary tailor’s shop, the store had become a true boutique. Her father, who hadn’t been feeling well, simply signed off on the work, knowing it made his daughter happy to beautify.

Rarity draped the shimmering dress over her dummy, the soft silver petals of the skirt flowing over the sides like a waterfall. The bodice was coming together nicely, and the sapphires lining the collar were the finest that she’d been able to find. She blinked wearily at it, trying to think of what to do next. She’d been running nonstop these past few weeks, and was rapidly running out of time to finish her gown. But there were so many other things to do! She had a dozen other orders to fill before she could finish her dress, and there just wasn’t enough time.

“Hey, Princess,” coughed Carousel, coming into the store. “Sorry I haven’t been able to help too much; I know we’ve got orders to fill.” He coughed again, dropping his saddlebags. “I’ll be able to work today.”

“Oh Father, you look simply awful,” replied Rarity. “Didn’t you have a doctor’s appointment today? What did he say?”

“Oh, that’s all a bunch of horse feathers,” said Carousel, dismissively. “Something about my lungs. I can breathe fine, so he’s got to be wrong.” Rarity frowned at her father.

“You do have to take care of yourself, you realize?” asked Rarity. “I mean, what would

mother and I do without you?” Carousel chuckled, and coughed a bit.

“You seem to be doing fine on your own, Princess,” replied the unicorn. “Looks like you could use an extra set of hooves to finish up your dress though.”

“Oh, this?” she asked. “I’ll get to it, I’m sure. I’ve at least the weekend until the Formal Spring Celebration.” She tossed her mane in a haughty fashion. “Besides, I’ve got paying customers to worry about. If we keep up this pace, we’ll have that loan paid back in a few months.” Carousel’s eyes lolled about the room as Rarity spoke, not focusing on anything in particular.

“Uh, loan?” he asked, in an unsure tone. “Oh, yes, right, loan.” He cracked a weak smile. “Can’t leave you saddled with that sort of thing.”

“What are you going on about?” asked Rarity as she plucked up another order. “Are you sure you’re okay?”

“Never better!” stomped Carousel. “Alright, let’s see those orders.”

Over the course of the evening, the father and daughter team finished with the remaining orders, and found themselves with a stack of minor alterations they’d forgotten all about. As they worked late into the night, Rarity stamina flagged and she decided a short nap was in order.

By the time she awoke, it was morning and nearly time to open the store. Carousel had gone home sometime the previous evening, but not before covering his daughter with a blanket. Rarity blinked a few times and gazed out onto the tailor’s shop. With all the work they had done the previous evening, she could finally finish her dress. She pushed off the blanket and smiled. It was a glorious day outside and it promised to be great day inside too.

The store opened as usual, but today was different. More customers filled the floor than Rarity had seen in a year. Dozens came to admire her collection; others came to pick up their dresses and alterations for the Formal Spring Celebration. Every pony who came through the door remarked on how beautiful the store looked. A few told Rarity she should rename the store Rarity’s Boutique. She graciously accepted the praise and reveled in the recognition that was showered upon her. Truly everything was coming up roses.

The day flew by so swiftly, Rarity hadn’t a moment to work on her dress until the store was ready to close at six. By then, the customers had thinned out, leaving Rarity in peace to tally up the day’s sales. Record numbers! They even had enough to pay back the loan from Granny Smith! Rarity clopped her hooves together in delight. Sure, her racks were bare, and there was barely a stitch of clothing to be found in the store, but she had succeeded. Her father would be so proud!

The clock struck six, as it had done every day since she’d starting working in her father’s shop. She looked at the door with excitement to tell her father the great news. Only the door didn’t open at six. Nor did it open at a minute after, nor at ten minutes after. Rarity began to get worried. Where was her father? He was never late. She closed up the shop, and headed home. As she came in through the kitchen door, her mother stopped Rarity in her tracks.

“Where were you last night, young lady?” she demanded. “Your father didn’t get in till nearly four in the morning, and you didn’t come home at all. Who were you out with? I don’t need you getting pregnant bucking off with some stallion like I did!”

“Mother, please!” stomped Rarity. “I was at the shop all night with Father. I would think

that he would have told you that," she huffed. "I'm not running around with any pony, thank you very much. I've been working my flank off at my store, which you would know if you ever visited once in a while! And besides," she added indignantly, "that stallion you bucked off with is my father, and the reason I'm here, thank you very much."

"You watch your tone," her mother warned. "You think I don't see how you've run your father out of his own business? He's been working himself to death just so you can play dressmaker!"

"I've been working just as hard as he has!" shot back Rarity. "He wants me to take over for him! He wants me to provide for our family! He's just tired from all the work!" She glared at her mother. "Father's fine, he just needs to rest a bit. I think we could all use a rest."

"Well he hasn't gotten out of bed since he got home," her mother groused. "He's probably well rested enough to talk to you." She threw some carrots into the pot on the stove. "Dinner will be ready shortly. See if you can get him to come down." Rarity stuck her nose in the air and trotted up stairs. The nerve of that woman, suggesting that she was running her own father out of business! Why, the idea of it was preposterous! She nudged open her parent's door to find the room darkened by the drawn shades.

"Father?" she asked quietly. She could barely see him lying on the low bed. "Are you alright?"

"Huh?" moaned Carousel. "Oh, hi, Princess," he said weakly. "I'm sorry I didn't come to work today, I'm not feeling so great."

"Oh don't be silly," she replied, with a pained smile. "You were up all night finishing my work. I wouldn't have expected you to come in at all." She thought about apologizing, but couldn't find the words. "Come on downstairs, Mother has dinner ready." They quietly walked down the stairs together to find supper on the table.

"How are you feeling, dear?"

"Oh, I've been worse," replied Carousel. "Though quite frankly, tequila was involved in those occasions as well as..."

"Carousel!" shouted Rarity's mother. Carousel chuckled, and sat at the table.

"So how did the shop do today?" he asked.

"Fantastically!" exclaimed Rarity. "The racks are practically bare and we made enough today to pay back the loan already! I was hoping to head over to Sweet Apple Acres tonight to give the money to Granny Smith."

"That's great, princess," said Carousel weakly. "But what about your dress? Haven't you finished it yet?" Rarity looked shocked at the revelation.

"My goodness, you're right!" she exclaimed. "I simply must get back to the shop to finish it. Thank you so much for reminding me to think of it! And with the Formal only a day away!" She galloped out the kitchen door.

Rarity arrived at the Carousel Tailors in short order. She passed the sign out front with mild distaste. It was so... boring. She'd have to have it redone with her logo, once she got it designed. She went to open the door when the weight of her thoughts struck her. "Her" store? Her mother was right, it was still her father's. She was shoving him out of the way. She had taken over all but a few feet of the floor space with her designs and dresses, leaving little space for her father's alterations and jackets. She looked at the outside of the store, refinished and

brighter than ever. The inside too was bright and redone. A tiny rack of her father's designs sat in a corner, a silent monument to a daughter overtaking a father's dreams.

She had taken charge, hadn't she? She was ready to change the name of the store to suit her, and didn't even consider what her father wanted. He'd had the store for years, the same dreary tailor's shop and he'd always provided for them. Sure they never had much money, but they always had food on the table. Rarity, sat down on the doorstep and felt a wave of guilt wash over her. She *had* been selfish. She hadn't even considered what her father had sacrificed to get her to where she was. And what guarantee was there that she would have such continued success? The weight of what she had done came crashing upon her like a ton of bricks. She stumbled into the shop, and looked at what she had created blankly.

"Am I really that horrible?" she asked no pony in particular. "Isn't this what he wanted me to do?" She wandered past the dummies and empty mannequins, looking at the bare racks of the shop. She was successful, and she'd done more business in two weeks than they normally did all year. She was giving back to her father everything they made there. For the first time, the family felt prosperous. How could that be wrong?

She sat down at her sewing machine and began working again on her dress. She followed the pattern numbly with machine precision. It was just another order now; one to be filled and filed along the racks like so many others. She didn't even care about the celebration tomorrow; she just wanted to go home and cry.

Hours passed by as she finished her dress. True to her word, it was an exquisite masterpiece of design. Her father would be proud. Or would he? Rarity couldn't even tell anymore. She laid the dress onto the dummy and wandered home.

By the time she arrived home, her parents were already asleep. Rarity crept up to her room only to find herself staring at the ceiling, lost in thoughts. The entire town would be closed tomorrow in preparations for the Formal Spring Celebration, so she didn't have to work. But what was the point in celebrating? She felt miserable, and knew she wouldn't have a good time, let alone poor Figaro.

Figaro!. She'd focus on making Figaro happy instead. Generosity always made her feel better. She'd be able to show Figaro an excellent time, and that would raise her own spirits immensely.

The next morning came far too early for Rarity, even though she had slept in till nearly noon. She trotted out of the house, bleary eyed and as miserable as she had felt in ages. She slowly remembered her plan as she walked through the streets of Ponyville. She was going to show Figaro the best night ever. She'd need a plan. She focused on how to entertain her date for the evening. As she passed the spa, a bolt of inspiration shot through her. Beauty was paramount here, and looking as good as possible would make it easy to keep her date happy.

A few hours later, Rarity emerged from the spa, her hooves trimmed and makeup professionally done to the nines. The Formal was in just a few hours, giving her just enough time to finish her preparations. She retrieved her dress from Carousel Tailors without giving the place a second glance. To dwell on it further would just make her unhappier. She quickly put it on and was stunned by how truly amazing it was. The silver fabric moved like mercury across her flanks, the sapphires accented her stunning eyes, and the pearl clasps made her feel like royalty. *This was how Celestia must feel*, she thought.

There was a sharp knock, breaking Rarity's fascination with herself. She composed herself and glided across the floor to answer the knocking, knowing exactly who to expect. Behind the door stood Figaro dressed in a stunning grey jacket. Rarity recognized the design immediately; she had finished the stitching on it not two nights ago. Figaro stood agape at Rarity's beauty.

"Your dress..." he stammered. "It's... amazing. You're amazing."

"Why this thing?" she smirked. "Oh, just something I threw together." She slinked in closer to Figaro. "I do have such an evening in store for you."

"I, uh..." stuttered Figaro. "Well, yes, uh, dinner at the Trotting Fox to start then?" He grinned nervously.

"Sounds delightful," cooed Rarity. "Please. Lead the way."

Rarity heaped praise and flattery on her date as they made their way through Ponyville towards the restaurant. She complimented his taste in clothes, and his finely styled hair; his courteous manners, and how he didn't even so much as glance at the other fillies in their formal attire. He laughed nervously at that remark, and ordered wine for the both of them.

"I don't believe I've had red wine before," suggested Rarity. "I will defer to your superior judgment in choosing one." Truthfully, she'd had never had wine at all, and after a few glasses, she was more than a little light headed. Nonetheless, Rarity maintained her composure throughout the meal, becoming more flirtatious as the evening wore on.

"You simply must tell me the secret of your musical success," she said seductively. "Just a special talent, or is there something... more to it?"

"Just my talent, I guess," deflected Figaro. "We've been talking about me the whole evening, let's talk about you. How did you ever learn to sew so well when your talent is finding gems?" Rarity looked puzzled by the question.

"Oh that?" she asked coyly. "It just helps to find accessories for my designs." She brushed aside her mane provocatively to show off the sapphires adorning her collar. "Sometimes a subtle touch is what it takes to make something fantastic."

"Um, yes indeed," stammered Figaro, trying not to stare. "Ah, waiter, the check please?"

Figaro and Rarity left the restaurant and headed towards the Formal Spring Celebration. As they approached, they saw the ice sculpture of Celestia raising the sun. It sat atop a fountain made of the winter's ice gathered during the Wrap Up. Surrounding the field were columns of branches and vines, heralding the arrival of spring. White linen festooned between the columns, creating an open air ballroom for the ponies of Ponyville.

They arrived amid the flashing of cameras and the whispers of the crowd. Figaro and Rarity? What a beautiful couple! Surely it was love! A camera pony stopped them, and snapped a picture for the paper. The flashbulbs, combined with the wine were making Rarity's head spin.

"Do you mind if I freshen up?" she asked. "I'll be right back." She trotted off towards a mirror to check her makeup. She looked fine, but felt a bit dizzy. Perhaps she needed something more to drink. She lifted a wine glass from one of the passing waiters, and drained the contents. "Well that's not any better," she mused, wandering back into the celebration. Rarity bumped into the flanks of a white unicorn on her way back. "Oh pardon me," she began, only to come face to face with her father.

"Oh, Rarity!" he said, smiling. Even through her slightly blurred vision, she could tell that

her father wasn't feeling well enough to be out at this celebration. "How is your evening going?"

"I'm here with Figaro," she said, waving vaguely. "I'm here to make sure at least he's happy tonight."

"Remember that celebrations can cloud your judgment," admonished Carousel. He sniffed the air. "As can wine. Have you been drinking?"

"A few glasses," she replied skeptically. "It's really helped me loosen up a bit. Helps me see what others want. I think." She focused unsteadily on her father.

"Worry about what you want," advised Carousel. "And please don't do anything you'll regret."

"Like driving my father out of his own business?" she retorted. "Something that will make my family unhappy?"

"Smile!" cheered another camera pony. Rarity and Carousel stood together, smiling for the camera flash. The camera pony wandered away to take more photos.

"You haven't made anyone unhappy!" replied Carousel. "Your mother and I..."

"She's so upset with me she can't even think straight!" hissed Rarity. "The least I can do is make some pony happy tonight, even if it isn't you two. Excuse me, Figaro is waiting." She trotted away angrily, downing another glass of wine as she left. Rarity found Figaro, staring into the crowd at an earth pony stallion.

"Why are you looking at Big Macintosh, when you've got me right here?" whispered Rarity. Figaro turned, startled to hear Rarity's lilting, if somewhat slurred voice.

"Glad to see you're back!" smiled Figaro nervously. "Uh... care to dance?"

"Mmm... absolutely," purred Rarity. Figaro led the way to the ballroom floor where Rarity draped herself over her date. She was sure that Figaro was having a great time, and she knew just how to make it better. She leaned in closed during a soft and jazzy number.

"Why don't you come home with me?" she whispered, "and I'll make this the best night ever." Figaro reacted with positive horror to the suggestion.

"Rarity, you're drunk! I couldn't possibly..."

"Oh, but you could," whispered Rarity, running a hoof through his mane. "Believe me; I want you to have a good time."

"Um..." Figaro looked around nervously. "Rarity, I, um, how to say, don't swing that way." She looked at him, confused by what he'd told her.

"Don't... swing that way?" she asked. It took a moment for the statement to process through her wine addled brain. "Oh." She stepped back. "OH." She stared at Figaro with unbridled rage. "Then why did you even invite me to this stupid thing?" As a few ponies looked her way, Figaro ushered her off the dance floor. He sat her down on the edge of the fountain.

"I love your designs!" Figaro confessed. "I couldn't wait to see what you'd come up with for the Formal Spring Celebration. Every time I see you in something new I think 'My god, she's just so gorgeous! How does she even think of these designs?'"

"Just so gorgeous?" demanded Rarity. "And you don't even like girls? What in Equestria is wrong with you?"

"If it's any consolation..."

"Please just go," wept Rarity. "I don't think you'll find me very good company for the evening. I'm sure there's another stallion here who you would find more suitable." Figaro

opened his mouth to speak. He thought better of it, and simply walked away, leaving Rarity crying by the fountain side. A few moments later, an inebriated pegasus walked over to Rarity and slung his arm around her.

"You look shad," he slurred. "Why don't yah come home with me, I'll make you real happy."

"Please leave me alone," sobbed Rarity. "I really don't need company now. I just want to be alone."

"Aw, come on," garbled the Pegasus. "Just a quick roll in the hay and you'll feel so much better about yer boyfriend leavin' yah."

"I said no thank you," replied Rarity, shoving the pegasus's arm off her. "Please leave me along."

"What do don't want nonna this?" demanded the pegasus. "You couldn't handle dish anyway, you tart."

"I believe the lady asked to be left alone," suggested Carousel.

"What's it to you, wrinkles?" shot back the pegasus. "You want a piece of me, you old mule?" The pegasus took a drunken swing at Carousel. Carousel, seeing the hoof coming, magically grabbed the pony, and tossed him flank over mane into the fountain. The fountain, already melting in the spring air, shattered under the impact of the pegasus. The ice sculpture of Celestia began teetering as the fountain crumbled beneath it. The statue pitched violently, and came crashing down into one of the columns.

Rarity jumped up from the fountain's edge, dashing for the exit as the party began to collapse in on itself. Among the screams of ponies, she ran through the streets of Ponyville until she got to Carousel Tailors. Rarity threw open the door and ran inside. She looked around to see everything as she had left it: the walls painted white, the beautiful rugs, paintings, and her empty racks, a testament to her wild success.

She looked into the mirror and saw her dress. It was still perfect. Even after running through town, it was still perfect. The dress enraged her. All this work, this time for a dress that couldn't make one pony happy? She couldn't make Figaro happy, she couldn't make her family happy. She could have used the time to help her father, or at least pay attention to what he wanted. She tore off the dress, throwing it to the ground. She stomped on it, screaming and breaking loose the sapphires. Her hooves tore the delicate fabric, and snapped the clasps. She cried out in rage, and threw the dress into the corner before breaking down into sobs. She felt a hoof on her shoulder. Rarity looked up through her tears to see her father standing there.

"What's wrong?" he asked.

"Oh, I've been simply horrible to you!" she bawled. "All this work? I haven't done it for you and mother, it's been for me, me, me!" She gestured wildly to the store. "There's nothing of you left here but a rack tucked away like I'm ashamed of you. You made all this and I've done nothing but take! I can't make you happy, I can't make Mom happy, I can't even make some young stallion happy. I can't make anyone happy, not even myself!" She hugged her father and began crying into his shoulders. "I'm sorry I ruined everything," she wept. "I'm so sorry that I'm a failure."

"You're anything but a failure!" protested Carousel. "Look at what you've accomplished here!" he gestured to the store, to her dress. "Look at this place! You've transformed it from a

no-rate tailor into a boutique rivaling any in Canterlot. You've done more in two weeks than I've done in years!" Rarity sniffed, looking around the store. "Do you think I'm not proud of you? Why wouldn't I be? You've become everything that I wanted and more. You gave so much of yourself to this place that you had nothing left to give. Your mother and I aren't mad at you for what you've done. She's upset because..." Carousel paused. The pause was telling, and pregnant with trouble. "Because I'm sick, Rarity. I'm sick, and I'm not getting any better." Rarity looked as if he were mad. She put a hoof to his head and pulled it away nearly as quick. His forehead was like a stove.

"You have a fever!" she remarked. "Have you taken anything for it? Let me go get you some medicine."

"Oh, I've got worse than a fever," replied Carousel. "I've known it for a while. I'm dying." His eyes drooped heavily, as if made of lead. "There's a reason I've been pushing you to take over; I knew I didn't have much time left in me. I wanted you and your mother to be secure after I'm gone."

"What do you mean, dying?" stammered Rarity. "You're just overworked. A vacation will do you well; we could go to Canterlot and..." Carousel just chuckled, and put a hoof on his daughter's shoulder.

"My darling Rarity," he interrupted. "I don't think you realize how much older I am than your mother. She was your age when she had you, and I was old then too. I've been blessed to have you both in my life for as long as I have. I've watched you grow up to be a wonderful mare. Your generosity to others has always amazed me. You've always wanted to help and give, and you've always tried to make me proud. Well here's a secret, Rarity. You've made me very proud." Rarity bit her lip trying to hold back tears. "I want you to have my store. You've already made it your own; now it's yours to keep. Change the name to Rarity's Boutique because that's what it is now. It's yours."

"You can't be..." choked Rarity. "You've been..."

"Medicated to my horn," said Carousel. "I can't sleep anymore; I can barely breathe half the time. I've been working so hard to secure a future for you two; I've burned my candle at both ends. There's nothing left for me to give."

"Why didn't you tell me this sooner?" sobbed Rarity. "I could have worked twice as hard! You could have been with us longer!"

"Not much longer, Princess," Carousel replied. "You've already worked yourself to the bone doing this much, I don't want you to have to give everything of yourself every day just to try to please me for a few more weeks." He smiled at his daughter. "You've always been generous; let me give you something in return." Rarity began weeping again. She had spent so much time and effort trying to please her father that she'd ignored the obvious signs of his frailty. She simply had nothing left to give; the emptiness was just too much. Rarity collapsed to the floor sobbing.

"It's okay, Princess," comforted Carousel. "I'll always watch over you, no matter what happens. I know it's hard now, but you'll get used to it, I promise."

"I don't want you to die, daddy!" wailed Rarity. "I don't want to lose you!"

"It's going to be alright, Rarity, I promise. I've still got a few more weeks left in me. Besides," he said, standing up. "I've got one last trick to show you." He lifted up Rarity's ruined

dress from where she had tossed it. The dress was in tatters: clasps were broken, sapphires sheared off, and the fabric torn in several places. Carousel's horn glowed brightly as the dress began to repair itself, the silver fabric weaving itself back together, the clasps mending and straightening, the gems reattaching themselves. Rarity was awestruck by this display. She'd always seen her father do things by hoof, and now this?

"I... I don't understand," she stammered. "You've known this spell your whole life and you still did things by hoof? Why?"

"Because beauty comes from within," he explained. "Magic doesn't do everything for you, sometimes it has to flow through your hooves and heart, not your horn. Dressmaking is easy, but to create a work of art like this dress?" he gestured to the now repaired garment. It looked better than ever and shone even in the darkness of the store. "That takes something of your self. And if you know how to do anything, Rarity, it's give of yourself."

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Fluttershy looked up at Rarity as she finished her story. She saw her blue eyes filled with memories, and tears forming deep within.

"I'm sorry about your dad," said Fluttershy. "I shouldn't have asked. It seems painful to talk about."

"It quite alright," sniffed Rarity. "I loved him, and he gave me everything he had." Fluttershy offer Rarity a handkerchief. She dabbed her eyes, and looked away. "Oh, now I'm crying," she said. "I'm sorry; you shouldn't have to see me like this." She looked up at the clock on the mantle. "Oh my, Fluttershy, just look at the time." She closed up her photo album, and packed it away in her saddlebag. "I don't think I'm going to make our spa appointment tomorrow."

"Its okay, Rarity," replied Fluttershy. "I understand."

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The sky was clear that morning, last night's storm having washed away the clouds. The rains had given peace to the town, and swept away the feelings of long night. The streets once again bustled with life and laughter. But Rarity wasn't in town that morning. Carousel Boutique was closed that morning with a sign that simply read. "Gone to visit."

Rarity walked through rows of granite that stood as a stone forest of remembrance. She approached one, a small monument to the man that gave her everything, and taught her the value of generosity. She laid her flowers on Carousel's grave, and sat down next to him.

"Hello, Father," said Rarity. "It's been too long."