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MY LITTLE PONY V

"The Mane Attraction"

Episode 524

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**TEASER**

**SC. 1 - EXT. SWEET APPLE ACRES - DAY**

A STAGE stands in an open area. PEGASI and UNICORNS hang a white scrim on a back beam and black curtains on side beams. Other PONIES arrange hay bales in the audience area. Other PEGASI hover by the Lighting Truss hanging lights.

RAINBOW DASH and DERPY hang a screen for projection in one side area. RARITY shoots a Beam of magic at the stage where Fluttershy is standing. The image of Fluttershy appears on the screen that Rainbow Dash and Derpy are hanging. They adjust it so it's hanging properly. Fluttershy sees the HUGE image of herself and looks embarrassed.

Applejack and TWILIGHT finish their walk-through, checking things off Twilight's checklist.

1 TWILIGHT  
Wow, Applejack! Are you sure  
you've never managed a concert  
before?

2 APPLEJACK  
Well, it turns out doin' up a  
concert's the same as settin' up a  
rodeo. Ya just gotta wrangle up  
ponies to put on a show!

3 TWILIGHT  
I hadn't thought of that way. And  
thanks to Pinkie's connections  
organizing the Ponypalooza Rock  
Concert, we've got quite a line-up  
for the Helping Hooves Music  
Festival.

4 APPLEJACK  
With over forty performers, Helping  
Hooves charity will sure be raisin'  
plenty of funds for the little  
fillies and colts in need.

PINKIE PIE comes running up pulling a cart behind her.

5 PINKIE PIE  
Twilight! Applejack! Rainbow Dash!  
Rarity! Fluttershy! Spike! Pinkie  
Pie! Oh wait, that's me! EVERYPONY!

Everypony crowds around Pinkie Pie.

6 TWILIGHT  
What is it, Pinkie?

7 PINKIE PIE  
I have the most amazing news ever!  
It is totally going to freak your  
frizz!

8 RAINBOW DASH  
Spill it, Pinkie!

Pinkie looks at them in all seriousness.

9 PINKIE PIE  
It wasn't easy. In fact, it was  
terribly difficult. But I have  
managed to book the biggest Pony  
Pop Star in all of Equestria as the  
main attraction of the Helping  
Hooves Music Festival.

10 APPLEJACK  
Sapphire Shores?!

Everypony looks at Applejack completely mortified.

11 PINKIE PIE  
Sapphire Shores? Please! Sapphire  
Shores is merely the *SECOND* biggest  
Pony Pop Star in Equestria! I have  
booked: The One. The Only. *Countess  
Coloratura!*

Everypony is blown away.

12 EVERYPONY  
OOOOOOOOO!!!! AAAAAAAAAHHHHHH!!!

Except Applejack, who is completely clueless.

13 APPLEJACK  
Who the hay is Countess Coloratura?

Once again, everypony looks at Applejack in complete shock.

14 EVERYPONY  
<GASP!>

PINKIE'S MANE TOTALLY FRIZZES OUT like the BRIDE OF  
FRANKENSTEIN.

15 PINKIE PIE  
My frizz has been freaked.

**END TEASER**

CUT TO:

**MAIN TITLES**

TRANSITION TO:

**ACT 1****SC. 2 - EXT. SWEET APPLE ACRES - CONTINUOUS**

Applejack looks at the FRIZZED-OUT Pinkie as everypony is still looking askance at Applejack.

16           APPLEJACK  
I didn't mean to unfrizz your freak  
or whatever I just did to your mane  
there Pinkie, but who is this  
Countess Coloratura pony?

17           PINKIE PIE  
I just told you that she is the  
biggest Pony Pop Star in Equestria!  
So, unless you've been living under  
a rock, which I know you haven't,  
because only my Uncle Flint does,  
how, how, how, how, **how** have you  
not heard of her?

Applejack shrugs nonchalantly.

18           APPLEJACK  
Don' know. Though I did know a gal  
named Coloratura when I was just a  
filly. <snort> Wouldn't it just  
be the funniest thing if that  
Coloratura and this Coloratura were  
the same Coloratura?

Pinkie's hair CURLS BACK TO NORMAL.

19           PINKIE PIE  
Do you mean to tell me that you  
actually *know* Countess Coloratura?

20           APPLEJACK  
Well, I don't think it's the same  
pony since my friend wasn't any  
sort of highfalutin' Countess.

Pinkie looks at Applejack in all seriousness.

21 PINKIE PIE  
Do you remember her Cutie Mark?

Applejack lights up.

22 APPLEJACK  
Sure do! It had this super colorful bunch of musical notes that just shimmered in the light. Never seen anything like before or since!

Pinkie shoves a photo of a Cutie Mark in AJ's face. It's arrangement of iridescent rainbow colored quarter notes

23 PINKIE PIE  
You mean, like *this*?

Applejack looks at the Cutie Mark and smiles.

24 APPLEJACK  
Well, fancy that! That there's the very same Cutie Mark!

Pinkie begins hopping wildly around.

25 PINKIE PIE  
Do you have any idea the number of the hoops I had to jump through to get Countess Coloratura to perform at the Helping Hooves Music Festival? A whole lot of hoops! That pony is very demanding!

26 APPLEJACK  
Demandin'? Naw!

27 PINKIE PIE  
Yaaaaw!

28 RARITY  
Well, as a creative pony, I completely understand. We *artistes* require certain necessities in order to do our best work.

29 APPLEJACK  
Well, I don't know anythin' 'bout the *necessities* of *artistes*! But this was clearly some sort of misunderstandin', cause Rara was just as down home as me!

30 EVERYPONY  
Rara?

**SC. 3 - EXT. CAMP FRIENDSHIP - FLASHBACK - DAY**

NOTE: ALL THIS IS DONE IN SILENCE DURING AJ'S V.O.

At a RUSTIC CAMP with YOUNG AJ and YOUNG RARA. Rara finds a horseshoe in the dirt. She throws it and gestures to AJ, challenging her to race. The two take off in a dead heat.

31 APPLEJACK (V.O.)  
Why, even that big name was too fancy for her. So I shortened Coloratura to Rara.

AJ and Rara are seen swimming, running through obstacle courses, playing tug-of-war, and throwing horseshoes.

32 APPLEJACK (V.O.)  
We had the best time at Camp Friendship, gettin' our hooves dirty, havin' fun, and messin' about. Rara was just so easy goin'. We were like two apples from the same tree.

Outside in the evening on the CAMP STAGE, AJ plays an intro on the washboard.

33 APPLEJACK (V.O.)  
But she was also modest as can be. Rara and I'd prepared this song for the Camp Talent Show, and a'course I'd heard her sing it when we rehearsed. But that evenin' when we performed, she belted it out, singin' in the most colorful, clear voice I have ever heard. Well, let me tell you, it obvious why Rara got that musical note Cutie Mark!

When Rara begins to <SING> "Equestria, the Land I Love," AJ's jaw drops in amazement. Everypony else in the audience is just as stunned.

34 RARA  
(singing)  
*Equestria, the land I love/  
A land of harmony/  
Our flag does wave from high above/  
For ponykind to see/*

(MORE)

RARA (CONT'D)  
*Equestria, a land of friends/  
Where ponykind do roam/  
They say true friendships never  
end/  
Equestria's my home/*

END SONG

Everypony <STOMPS> their hooves and then rushes Rara, congratulating her. AJ watches as everypony appreciates her talented friend.

35 APPLEJACK (V.O.)  
After camp, we wrote to each other  
for a bit, but then we lost touch.  
But Rara always did want to go to  
Manhattan to try and make it big.

But finally, Rara leaves the big crowd as her friend AJ approaches to give her a hug.

36 APPLEJACK (V.O.)  
So it's great to hear she actually  
became a star! But a demandin'  
diva? That don't sound anythin'  
like the filly I knew back at camp.

**END FLASHBACK**

**SC. 4 - EXT. SWEET APPLE ACRES - PRESENT DAY**

Applejack finishes her story as her friends look at her in awe. Applejack gives Pinkie a nudge.

37 APPLEJACK  
You just wait, Pinkie. Once Rara  
gets here, you'll see she's just a  
plain ol' pony like you and me.

Pinkie's are wide as she looks over AJ's shoulder.

38 PINKIE PIE  
I don't have to wait! She's here!

39 APPLEJACK  
(excited)  
Really?!

Applejack turns excitedly expecting to see her friend, but instead sees FOUR FASHION-MODEL STALLIONS carry in a HUGE, PONY-SIZED, COLORFUL MUSICAL NOTE towards Sweet Apple Acres.

The musical note splits open. Inside, wearing a wild costume with veil covering half of her face is COUNTESS COLORATURA!

ON APPLEJACK

40                   APPLEJACK (CONT'D)  
                  (confused)  
Rara?

FADE OUT.

**END ACT 1**

FADE IN:

**ACT 2**

**SC. 5 - EXT. SWEET APPLE ACRES - CONTINUOUS**

The four hot continue towards Sweet Apple Acres carrying Countess Coloratura. A MANAGER (SVENGALLOP) with a slick mane, sunglasses and a snooty look sizes up the crowd with some disgust, shooing them away, clearing an aisle.

41                   SVENGALLOP  
Clear the way. Step back. Keep your  
hooves and tails to yourselves.

PHOTO FINISH then comes down the aisle, taking pictures of the Four Hot Ponies carrying in Countess Coloratura.

42                   SVENGALLOP (CONT'D)  
Make way for The Mane Attraction!

Pinkie goes FAN GIRL CRAZY!

43                   PINKIE PIE  
AAAAAAH! COUNTESS COLORATURA!!!!

Applejack is still stunned.

44                   APPLEJACK  
No. That can't be her.

Applejack looks closely at the pony in the musical note, trying to see past the veil, still unsure. Could this really be her laid back friend?

Countess Coloratura steps down from her Musical Note bubble, giving Applejack a sideways glance.

45           APPLEJACK (CONT'D)  
Um...Hi. Remember me? We met at  
Camp Friendship? I gave you the  
nickname Rara?

Countess Coloratura's eyes light up.

46           COUNTESS COLORATURA  
AJ?

Applejack looks hugely relieved.

47           APPLEJACK  
Yeah! Howdy, Rara!

Applejack goes in for a hug, but Svengallop ZIPS UP with an INK PAD which he holds out for Countess Coloratura. She holds up her hoof which has a very clear LIP KISS STAMP on the bottom of it. She puts her hoof in the ink pad and then STAMPS Applejack's cheek with STAMP KISS LIP MARK.

48           COUNTESS COLORATURA  
Hoovsies!

49           APPLEJACK  
Wha?

Applejack looks confused by this action but before she can get an explanation, Countess Coloratura is quickly swept away by Svengallop. Rarity leans in to explain.

50           RARITY  
Ooh! You got Hoovsies from  
Countess Coloratura! Look!

Rarity levitates a pocket mirror so Applejack can see the Kiss Mark on her cheek.

51           RARITY (CONT'D)  
I've read that only the most worthy  
ponies get Hoovsies! She clearly  
thinks you're very special!

AJ smiles, but then looks and sees Svengallop assisting Countess Coloratura with the ink pad as she gives out more Hoovsies to random ponies who are thrilled.

52           COUNTESS COLORATURA  
Hoovsies! Hoovsies! Hoovsies!  
Hoovsies! Hoovsies! Hoovsies!

53           PONIES  
<SHRIEKS OF DELIGHT>

The ponies run off, going back to their jobs. Seeing this, Applejack wipes the Hoovsie off her cheek.

54           APPLEJACK  
Yeah, real special.

Countess Coloratura finishes her Hoovsies and Svengallop gives her an over-the-top pep talk like a coach to a prize fighter after a good round in the ring. Applejack watches with interest.

55           SVENGALLOP  
Now *that's* how you make an  
entrance, Countess Coloratura!  
Big! Bold! Absolutely stunning!

56           COUNTESS COLORATURA  
Well, you know how to make a star  
shine, Svengallop!

He glances back at Applejack.

57           SVENGALLOP  
Though it was muddied a bit with  
your interaction with that dusty  
farm pony. Do you actually know  
her?

58           COUNTESS COLORATURA  
Oh yeah. That's my childhood filly  
friend AJ!  
(happy/nostalgic)  
Back when she and I met, she was  
the one that started calling me  
Rara.

Svengallop looks at Applejack rather dismissively and flips his mane.

59           SVENGALLOP  
(dismissively)  
Oh, yes. How cute and, oh what's  
the word? Common.  
(full of arrogance)  
Of course, back when *you and I* met,  
*I* was the one that started calling  
you *Countess!* And just look at how  
you've *moved up* in Equestria since  
then! Why, you've gotten  
everything you've ever wanted!  
Speaking of which...

Svengallop looks around and <CLACKS> his hooves together.

60 SVENGALLOP (CONT'D)  
*Pinkie Pie!* Where is the pony  
Pinkie Pie I've been negotiating  
with?

Pinkie runs up with her cart.

61 PINKIE PIE  
Ooh! I'm the pony Pinkie Pie, Mr.  
Manager, sir!

62 SVENGALLOP  
Do you have the water imported from  
Rainbow Falls that I requested for  
Countess Coloratura?

63 PINKIE PIE  
I have twenty glass containers full  
right here!

64 SVENGALLOP  
Well, they aren't doing Countess  
Coloratura any good in that cart!  
Please fill a glass right now!

65 PINKIE PIE  
One glass of Rainbow Falls finest,  
coming right up!

Pinkie unhooks herself, goes around the cart, fills a glass of water and runs it up to the Countess. But before she can even reach her, Svengallop stops her in her tracks giving her a disdainful look.

66 SVENGALLOP  
Pinkie Pie! How do you expect  
Countess Coloratura to wet her  
whistle when there is no straw in  
her glass and her face is covered  
with a veil? Did I not tell you to  
provide straws in all of Countess  
Coloratura's beverages?

Pinkie looks briefly worried, but then relieved.

67 PINKIE PIE  
I don't think so. But lucky for  
you, I have the biggest straw  
collection in Equestria!

Pinkie pulls a straw out of her mane, pops it Coloratura's drink, lifts her veil, and pop it in her mouth.

68 PINKIE PIE (CONT'D)  
I call this straw Fernando.

Countess Coloratura's eyes go wide as she sips her drink.  
Svengallop eyes Pinkie suspiciously.

69 SVENGALLOP  
Let us confirm that you acquired  
the rest of the items that Countess  
Coloratura requested before she  
performs her run through, shall we?

Pinkie runs back to her cart to show him the items.

70 PINKIE PIE  
Oh, we shall!

Svengallop raises his eyebrow.

71 SVENGALLOP  
Hmmm...Floral arrangements from  
the Royal Canterlot Gardens.  
Chocolate éclairs made by Gustave  
le Grande. A selection of crystals  
from the Crystal Empire. A crate  
of freshly picked cherries from  
Cherry Jubilee's farm shipped from  
Dodge Junction, separated red from  
yellow?

He looks specifically to see.

72 PINKIE PIE  
Absotutely!

Svengallop narrows his eyes begrudgingly.

73 SVENGALLOP  
(begrudgingly)  
<Grumbling> Well, by some *miracle*  
your requests have been *reasonably*  
met, Countess Coloratura. So let  
us move on...to rehearsal!

Svengallop walks off haughtily with Countess Coloratura  
flanked by her Hot Ponies.

Pinkie follows pulling her cart, walking right by Applejack  
and Rarity who have been watching all of this.

74 PINKIE PIE  
See, Applejack? Demanding!

75           APPLEJACK  
Pinkie's right, Rarity! But the Rara I knew didn't hide behind a veil givin' out fake stamp kisses, sippin' up imported water, and needin' her cherries separated.

76           RARITY  
Oh, I understand dear. Sometimes it's hard to see our friends change.

77           APPLEJACK  
Rara hasn't just changed. She's become a whole other pony!

78           RARITY  
Think of her like a caterpillar that's been in a cocoon and emerged as a beautiful butterfly!

79           APPLEJACK  
But the caterpillar was already plenty lovely.

80           RARITY  
Trust me, once you see Countess Coloratura perform, you simply won't believe it!

MUSIC UP on a TECHNO/DUB STEP BEAT.

CLOSE ON Applejack's face, jaw-dropped. She looks completely confounded.

REVEAL Applejack is looking at...

**SC. 6 - EXT. SWEET APPLE ACRES - AUDIENCE/STAGE - CONTINUOUS**

Svengallop starts the rehearsal with UNICORNS shooting LASER LIGHTS around the stage, creating a wild spectacle.

Countess Coloratura appears on stage in an outrageous costume with her four Hot Pony Singer/Dancers. Right before Countess Coloratura sings, Svengallop directs other UNICORNS to SHOOT MAGIC from their HORNS, directly at Countess Coloratura's throat. There is then a GLOW around her VOCAL CHORDS. This AMPLIFIES and "AUTO-TUNES" her VOICE, giving her an artificial sound.

They perform a huge, over-the-top musical act. The ponies do dance moves as PEGASI dressed as BUNNIES and BEES fly around the stage. Svengallop is offstage directing it all.

As they perform, UNICORNS project her performance onto the side screens for the audience.

The song itself is an over-produced TECHNO SONG with a DUB STEP feel, full of unnecessary ornamentation. [NOTE: THIS OVER-PRODUCED VERSION HAS A FEW LYRICS FROM THE SECOND SONG. THAT SONG WILL BE AN ACOUSTIC VERSION IN ACT 3.]

Countess Coloratura <SINGS> "SPECTACLE."

81                   COUNTESS COLORATURA  
*Time for the Spectacle!/Time for  
the Show!/  
The lights are bright/The colors  
glow/  
It's big! It's bold! It's really  
brash!  
The Spectacle is full of Flash!/  
  
Razzle Dazzle! Glitz and Glam/  
More is more!/That's who I am!/  
Now that the stars have all  
aligned/  
Jump on in! The water's fine!/  
  
We really need add more flair!/  
Hope that you don't mind the glare/  
Over-the-top! Totally wild!/  
Dress to the nines in your best  
style!/  
  
Razzle Dazzle! Glitz and Glam/  
More is more!/That's who I am!/  
Now that the stars have all  
aligned/  
Jump on in! The water's fine!/  
  
We need Flair!/We need Spectacle!/  
We need Flash!/We need Spectacle!/  
We need Glitz!/We need Spectacle!/  
We need Glam!/We need Spectacle!/  
Big! Bold! Bright! Brash! Razzle  
Dazzle! Glow! Glare! Totally Wild!  
Over-the-top! More is More!  
Spectacle! Spectacle! Spectacle!  
Spec-Spec-Spectacle!*

END SONG

Everypony <CHEERS> and STOMPS their hooves.

82                   EVERYPONY  
<CHEERS>

Except Applejack, who's completely stunned.

83           APPLEJACK  
Well, Rarity was right. I don't believe it. All the hoof-steppin' and the Pegasi flyin' and the lights glarin'. And I couldn't even understand a word Rara was sayin' the way those Unicorns were garblin'-up her voice.

Svengallop rushes onto the stage and "pep-talks" her again.

84           SVENGALLOP  
Oh my shining star! Thanks to the sparkling costumes, dazzling choreography, and brilliant vocal effects that I designed, your performance was SPECTACULAR, Countess Coloratura!!!!

85           COUNTESS COLORATURA  
Oh, thank you, Svengallop!

Applejack turns to Rarity.

86           APPLEJACK  
Correct me if I'm wrong here, but that feller isn't actually complimentin' Rara. He's complimentin' all the bells and whistles he's piled on her to make her Countess Coloratura.

87           RARITY  
You don't understand, Applejack. Creating all those elements is a lot of work and Countess Coloratura's performance wouldn't exist without them.

88           APPLEJACK  
If you ask me, that wouldn't necessarily be a bad thing.

Up on stage with Countess Coloratura, who looks exhausted.

89           COUNTESS COLORATURA  
If we're all done here, I'd love to go back to my trailer and rest, Svengallop.

Pinkie bounces up.

90 PINKIE PIE  
Actually, right now you're  
scheduled for your Meet and Greet  
with the school ponies, Countess  
Coloratura!

Svengallop rolls his eyes.

91 SVENGALLOP  
It's enough that you're part of  
this little charity concert.  
You've done your share. I can  
totally get you out of meeting with  
the school ponies, Countess  
Coloratura.

92 COUNTESS COLORATURA  
Absolutely not! You know my charity  
work is very important to me,  
Svengallop. But my favorite part  
of any event is meeting with the  
school ponies!

Applejack smiles at this.

93 APPLEJACK  
The school ponies'll be so happy to  
hear that, Rara.

94 COUNTESS COLORATURA  
Do you know where I'm supposed to  
meet them, AJ?

95 APPLEJACK  
Sure do! I'll show ya! C'mon!

Svengallop looks a bit annoyed as the two friends walk off.

**SC. 7 - EXT. SWEET APPLE ACRES - SIGNING TABLE - LATER**

AJ watches as Countess Coloratura signs autographs and takes photos with APPLE BLOOM, SWEETIE BELLE, SCOOTALOO, and the SCHOOL PONIES. She gives them Hoovsies, but now it's much more sincere and playful. She also gives them hugs and does dance moves with them, clearly having fun.

96 COUNTESS COLORATURA  
Ponyville School Ponies! As part of  
the Helping Hooves Music Festival,  
I'm holding a contest where some of  
you will get a chance to sing with  
me on stage at the concert  
tomorrow! Sound fun?

97 STUDENTS  
<CHEERING>

She indicates a JAR on the table.

98 COUNTESS COLORATURA  
Wonderful! But to be entered in  
the contest you must put your name  
on the paper and put it into this  
jar. I'll be choosing the winners  
tomorrow afternoon before the  
concert. Okay?

99 STUDENTS  
<CHEERING>

100 COUNTESS COLORATURA  
Alright! Now who wants more  
Hoovsies?

Applejack watches with a smile.

101 APPLEJACK  
Now, that's more like the Rara I  
remember.

But then AJ gets distracted when she sees Svengallop talking  
to a nervous Pinkie. AJ discreetly goes to listen.

102 PINKIE PIE  
But I got everything you requested.

103 SVENGALLOP  
That was for Countess Coloratura.  
This is for *me*. And what *I* want is  
what *Countess Coloratura* wants and  
what *I* want is premium oats.

104 PINKIE PIE  
Oh, well, we have lots of tasty  
oats right here in Ponyville.

Svengallop picks up some hay, chews it, and spits it out.

105 SVENGALLOP  
<CHEWING AND SPITTING> You call  
those oats? I wouldn't feed those  
to my chicken! I want top-of-the-  
line, Appaloosan Oats. Next. Word  
around Ponyville is you are known  
for cupcakes. So I want an array  
of the finest cupcakes you've ever  
baked. Finally. It appears that we  
are surrounded by apple trees.  
(MORE)

SVENGALLOP (CONT'D)

But pesky peels stick in my pearly whites...

(he smiles horribly)

And cores are a bore. So bring me 500 pre-peeled, pre-cored apples. And I want these things in 24 hours!

106 PINKIE PIE

But oats from Appleloosa and an array of cupcakes and 500 pre-peeled, pre-cored apples? In one day? But that's impossible!

107 SVENGALLOP

Do you want me to pull Countess Coloratura from your little podunk charity show? Because I will. I have that power. So make the impossible possible, Pinkie Pie! Or she is gone!

Svengallop walks off smugly and Pinkie is about to spin out when she runs into Applejack.

108 PINKIE PIE

Applejack! Svengallop just made all these new demands and he said that if I don't get all these things by tomorrow, she won't perform and...

109 APPLEJACK

I heard, Pinkie. But don't you fret. I'll talk to Rara and fix things right up.

110 PINKIE PIE

Really? Oh, thank you, Applejack!

Countess Coloratura is talking to the CMCs when AJ comes up.

111 COUNTESS COLORATURA

That is an amazing story, Cutie Mark Crusaders! And for that, you get extra special Cutie Mark Crusader Hoopsies!

They get Hoopsies on their cheeks. Apple Bloom runs up to AJ.

112 APPLE BLOOM

Did you see, sis? Did you see?

113           APPLEJACK  
Sure did, Apple Bloom!

Countess Coloratura looks at Apple Bloom and then looks at Applejack.

114           COUNTESS COLORATURA  
Oh my gosh! Is this the little sister you wrote to me about, AJ?

115           APPLEJACK  
Sure is, Rara.

116           APPLE BLOOM  
Hold on, Applejack! You wrote to Countess Coloratura...about *me*?

117           COUNTESS COLORATURA  
AJ said you were the best little sister ever, Apple Bloom.

The CMCs stand with their jaws dropped in shock. AJ closes their mouths and nudges them, waking them from their stupor.

118           APPLEJACK  
Alright, you best git along now, little ponies.

119           APPLE BLOOM  
Okay, but we'll see you tomorrow when you pick the winners for the contest!

120           SWEETIE BELLE  
Bye Countess Coloratura!

121           SCOOTALOO  
Yeah, see ya! Thanks!

The CMCs run off together.

122           APPLEJACK  
Hey, Rara, you mind if I talk to you about your manager?

123           COUNTESS COLORATURA  
Sure, what about him?

124           APPLEJACK  
Well, while you were meetin' with the school ponies, he was demandin' all sorts of stuff from Pinkie Pie.

125           COUNTESS COLORATURA  
Actually, Svengallop works very hard as my manager, AJ. So if he needs some things when we're on the road, I don't see anything wrong with that.

126           APPLEJACK  
Well, do you see something wrong with him telling Pinkie that if she doesn't get those things by tomorrow, he'd pull you from our charity festival?

127           COUNTESS COLORATURA  
I'm afraid your Pinkie friend is misinforming you because Svengallop would never say that.

128           APPLEJACK  
Actually, I heard him threaten her with my very own ears.

This flusters Countess Coloratura.

129           COUNTESS COLORATURA  
What? But...he knows how important charity is to me and leaving the festival would completely ruin my image!

130           APPLEJACK  
I'm a'feared Svengallop doesn't give a pickled Pippin about your charity work. He just wants to live off all the perks of his Countess Coloratura creation.

131           COUNTESS COLORATURA  
That's not true! Svengallop has always supported me in all my interests. You're just saying these things because you're jealous.

132           APPLEJACK  
Jealous of what? A pony who hides behind a veil so thick she can't see when somepony's using her? No, I'm not jealous of that, Rara.

133           COUNTESS COLORATURA  
I am not Rara! I am Countess Coloratura!

(MORE)

## COUNTESS COLORATURA (CONT'D)

And while we may have been friends  
when we were young, we have clearly  
gone in different directions! This  
conversation is over!

Countess Coloratura storms off leaving a saddened AJ behind.

FADE OUT.

**END ACT 2**

FADE IN:

**ACT 3****SC. 8 - EXT. SWEET APPLE ACRES - BARN AREA - LATER**

AJ has a furrowed brow and is deep in thought as she sits with front legs peddling something. There is a <WHIRRING> noise. She stops, removes something, puts something else on, and then continues peddling. Off screen there's a <KACHUNK THUNK KACHUNK THUNK KACHUNK THUNK> sound.

134           APPLEJACK  
It just ain't right! I mean, sure  
Svengallop works hard for Rara.  
But he's manipulin' her so he can  
mooch off her and she's just not  
seein' it.

135           PINKIE PIE  
Applejack! Enough stewin'! More  
peelin'!

PULL OUT to reveal that Applejack has been peddling an APPLE PEELER. Meanwhile, Pinkie has been working the APPLE CORER. There is a pile of peeled and cored apples.

But Applejack is too fired up and gets up from her station.

136           APPLEJACK  
Sorry, Pinkie, there is no way I'm  
lettin' that lousy Svengallop use  
my friend like that!

**SC. 9 - EXT. SWEET APPLE ACRES - AUDIENCE/STAGE - LATER**

Applejack sees Countess Coloratura walking around the performance area.

137           APPLEJACK  
          (calling out)  
Countess Coloratura!

Countess Coloratura turns and sees Applejack.

138           COUNTESS COLORATURA  
          (surprised)  
Wow, AJ! You said my real name.

139           APPLEJACK  
I said your *new* name, but I saw the  
*real* you hangin' out with those  
school ponies yesterday. And I  
know somepony that'd prefer if you  
stopped doin' those little events.

Countess Coloratura looks annoyed.

140           COUNTESS COLORATURA  
Oh, AJ, not this again.

141           APPLEJACK  
C'mon, now. You just gotta give me  
a chance to prove what I'm sayin'  
is true!

142           COUNTESS COLORATURA  
And just how are you going to do  
that?

143           APPLEJACK  
Tomorrow afternoon you're choosing  
school pony winners before the  
concert, right?

144           COUNTESS COLORATURA  
Yes. So?

145           APPLEJACK  
Do exactly what I say, we'll see if  
Svengallop truly has your interests  
heart.

For the first time, Coloratura actually looks nervous.

**SC. 10 - EXT. SWEET APPLE ACRES - AUDIENCE/STAGE - NEXT DAY**

Ponies continue to set up for the concert. Rainbow Dash and Fluttershy are hanging the other projection screen. Twilight is in front of that screen while Rarity is in front of the other projection screen. Applejack and BIG MAC move some big equipment.

Countess Coloratura comes on stage, clearly a bit nervous.

146           COUNTESS COLORATURA  
Svengallop? Svengallop?!  
          (finally more assertive)  
Where are you Svengallop?!

Svengallop ZIPS in with frosting on his face.

147           SVENGALLOP  
Here I am, Countess Coloratura!

148           COUNTESS COLORATURA  
Is that *frosting* on your face?

He quickly wipes his face.

149           SVENGALLOP  
Yes...just...testing it...for you!  
Did you need something?

Countess Coloratura looks down at her hooves as she gets up the gumption to say this.

150           COUNTESS COLORATURA  
Yes, I was...considering... maybe  
canceling the contest with the  
school ponies?

As soon as he hears this, Svengallop JUMPS on this idea.

151           SVENGALLOP  
Countess Coloratura, this is  
wonderful! Wonderful! I have been  
waiting forever for you to cancel  
that pointless school pony contest!

Countess Coloratura is disappointed, but tries to hide it.

152           COUNTESS COLORATURA  
You have?

153           SVENGALLOP  
Oh yes! It's dreadful! You do it  
at every charity event and it does  
absolutely nothing to promote the  
Countess Coloratura image that I  
built! Consider it CANCELED!  
And, can I just say, I just LOVE  
the way you're thinking! LOVE IT!  
After all this time, we are finally  
on the same page. In step. In  
tune. In sync.  
          (MORE)

SVENGALLOP (CONT'D)  
(then, calling out)  
Pinkie Pie!

Pinkie ZIPS in with bits of frosting, apple and oats in her mane looking very frazzled.

154 PINKIE PIE  
(slurring)  
Yes, Svengallop, sir?

155 SVENGALLOP  
We're making some adjustments to the show. Let's go over the details. Follow me!

Svengallop walks away with Pinkie to have a private conversation.

156 SVENGALLOP (CONT'D)  
Cancel the contest for the fillies and schedule me a spa treatment. Now that I don't have to oversee a rehearsal with those brats I have time for the works. A Pony pedi! A coat soak! A mane massage! You know the drill: deliver, or the diva ditches your dippy charity.

Svengallop walks back to Countess Coloratura with a big, fake smile.

157 SVENGALLOP (CONT'D)  
Okay Countess Coloratura! All taken care of!

But his smile falls when he sees himself being projected ON THE SCREEN by the Rarity and Twilight REPEATING what he said to Pinkie. Then they REMIX it.

158 SVENGALLOP (CONT'D)  
(REPEATING/REMIX)  
Cancel the contest for the fillies and schedule me a spa treatment. Now that I don't have to oversee a rehearsal with those brats I have time for the works. A Pony pedi! A coat soak! A mane massage! You know the drill: deliver, or the diva ditches your dippy charity. Deliver, or the diva ditches your dippy charity. The diva ditches your dippy charity.

Countess Coloratura looks at him with disdain.

159           COUNTESS COLORATURA  
So that's how you've been managing  
things? With manipulation and  
threats?

Svengallop takes it in, but immediately bounces back.

160           SVENGALLOP  
Yeah, so? What's the problem?

161           COUNTESS COLORATURA  
The problem is that you've been  
using my name to intimidate ponies  
to get what you want, Svengallop.

162           SVENGALLOP  
But I work incredibly hard for you,  
Countess Coloratura! I deserve  
everything I get!

163           COUNTESS COLORATURA  
But not because you scare ponies  
into thinking I won't perform for  
their charities otherwise! I would  
never do that to my fans. Which is  
why you should have known that I  
would never cancel the School  
Ponies Contest!

164           SVENGALLOP  
You're right. It was clearly too  
good to be true. All this *charity*  
and *school pony contest* nonsense is  
just remnants of that boring little  
Rara I met back in Manehattan.

165           COUNTESS COLORATURA  
Enough, Svengallop! You clearly  
don't understand the real me.

166           SVENGALLOP  
The real you? That's a joke! Who  
are you without me? I made you  
*somepony*. I made you Countess  
Coloratura! What can you even do  
without me?

He gestures around the stage.

167           SVENGALLOP (CONT'D)  
Can you put on this show? Can you  
even put on your own costume? Good  
luck, *Countess Coloratura!* Good  
*luck!*

Svengallop exits with a flourish. Applejack runs up on stage as Countess Coloratura hangs her head in disappointment.

168           APPLEJACK  
Oh, Rara! That was just awful!  
I'm so sorry. Are you gonna be  
okay for the concert tonight?

Countess Coloratura bucks up.

169           COUNTESS COLORATURA  
Of course. After all, the show  
must go on!

**SC. 11 - EXT. SWEET APPLE ACRES - BACKSTAGE - NIGHT**

Coloratura is pacing back and forth freaking out as Rarity tries to put her huge headdress on Coloratura's head.

170           COUNTESS COLORATURA  
Oh my gosh, Rarity! Svengallop's  
right! This is going to be a  
disaster! I'm going to be terrible!  
What if they throw tomatoes? Or  
apples? We are on an apple farm  
after all. Oh! That would hurt!  
I'm going to be terrible and  
they're going to throw apples at  
me!

But then Applejack comes in.

171           APPLEJACK  
Who's throwin' apples on my farm?

172           COUNTESS COLORATURA  
The disgruntled audience members  
when they see my terrible  
performance!

Applejack turns to Rarity.

173           APPLEJACK  
Can you give us a minute, Rarity?

174           RARITY  
Certainly.

Rarity exits.

175           APPLEJACK  
Now, why's it gonna be so terrible?

176           COUNTESS COLORATURA  
Because Svengallop was in charge of everything! He directed the entire show! The lights! The visuals! The sound! <GASP> The sound! Oh my gosh, AJ! My sound! Without Svengallop, I have nothing!

177           APPLEJACK  
Now don't go gettin' yourself in a tizzy there, Rara. If you wanna do your show "The Svengallop Way," we can totally make that happen. Rarity knows more about fancy-wear than anypony in Equestria and she can get you all dolled up in your costume lickety-split. Rainbow Dash can work that lighting system. As for any magical direction you need, I'm in pretty good with that Alicorn Princess, so you're set on the visuals and the vocals.

178           COUNTESS COLORATURA  
Thank you, AJ. Thank you so much!

179           APPLEJACK  
No problem! But can I just offer my two bits here, Rara?

180           COUNTESS COLORATURA  
Of course.

181           APPLEJACK  
Svengallop turned you into Countess Coloratura and acted like your friend so he could enjoy the perks that came with you bein' a star. But the real perk of friendship is gettin' to see your friend bein' true to themselves. And, Rara, when you're simply yourself, you're the brightest star I've ever seen shine!

182           COUNTESS COLORATURA  
But I've acted like Countess Coloratura for so long, I don't know if I can shine like that anymore.

183           APPLEJACK  
Well, now you're just talkin' nonsense! What'd you say before?  
(MORE)

APPLEJACK (CONT'D)

That without Svengallop, you have nothin'? Hogwash! You have everythin'! Cause you still have you. And as somepony who's seen you perform, that's all you really need.

Applejack gives her friend a smile.

184 APPLEJACK (CONT'D)

But, like I said, that's just my two bits. Take 'em for what they're worth. You're the one gettin' up on that there stage. It's your decision.

Applejack leaves as Coloratura thinks on this.

**SC. 12 - EXT. SWEET APPLE ACRES - AUDIENCE/STAGE - NIGHT**

Twilight steps out on stage and the CROWD goes wild.

185 CROWD  
<CHEERS>

186 TWILIGHT  
Good evening everypony! Welcome to opening night of The Helping Hooves Music Festival! I am your host, Princess Twilight Sparkle, and I want to thank you all for attending. All the proceeds from the ticket sales will be going to Helping Hooves which benefits little fillies and colts in need. Now it is my great honor to introduce to you our headlining act, Countess Coloratura!

187 CROWD  
<CHEERS>

The lights go up on Rara at the piano in a simple costume.

188 RARA  
This song may be familiar, but yet it's totally different. Kind of like me: Rara.

Everypony is a little confused.

189 CROWD  
<CONFUSED WALLA>

She begins to <SINGS> "The Magic Inside"

190 RARA

[VERSE]

*It's time to show them who I am/  
Throw off the veil. It's fin'ly  
time/  
There's more to me than just the  
Glitz and Glam/  
Now the stars have all aligned!*

*In the past, I truly loved to sing/  
But I sacrificed my voice/  
I loved the joy that it would  
always bring/  
So now I sing and I rejoice!*

[CHORUS:]

*Be expressive, be true/  
And be the most honest you/  
Sing out your colors! Don't hide!/  
You've got the magic inside!*

*My voice is singing out clear/  
To ponies both far and near/  
Sing out your colors! Don't hide!/  
You've got the magic inside!*

[POST-CHORUS]

*C'mon ponies, don't you hide/  
You've got magic deep inside!  
You know you can hit your stride/  
Cuz you've got magic deep inside!*

[VERSE]

*I was told I needed lots of flair/  
That I needed spectacle/  
Or I'd be another Plain Jane Mare/  
And I'd be forgettable/*

*But now the colors of the music  
swirl/  
As I sing and now I see/  
Them rushing all around this great  
big world/  
I found my voice, I'm fin'ly free!*

[CHORUS:]

*Be expressive, be true/  
And be the most honest you/  
Sing out your colors! Don't hide!/  
You've got the magic inside!*

*My voice is singing out clear/  
(MORE)*

RARA (CONT'D)  
*To ponies both far and near/  
Sing out your colors! Don't hide!/  
You've got the magic inside!*

[POST-CHORUS]  
*I've got magic deep inside!/  
I'm no longer gonna hide!/  
I can fin'ly hit my stride/  
Cuz I've got magic deep inside!*

END SONG.

As she performs, a few disgruntled AUDIENCE MEMBERS leave.  
But the majority totally enjoy this new version of the song.  
Applejack and her friends dance in the audience.

When the Song ends, the Crowd goes wild!

191 CROWD  
<CHEERS>

Rara steps up to the microphone.

192 RARA  
Thank you, everypony! When I  
arrived at the Helping Hooves Music  
Festival, I had forgotten who I  
really was and that I began  
performing because I love to sing.

Rara smiles down at Applejack.

193 RARA (CONT'D)  
But then an old friend reminded me  
what real friendship is about and  
she told me that if I was true to  
myself, I couldn't go wrong.

Applejack is tearing up a little bit.

194 RARA (CONT'D)  
So, I have a very special surprise  
for her. Three school ponies were  
chosen today from Ponyville  
Elementary to help me sing a very  
special song. Apple Bloom, Sweetie  
Belle, Scootaloo? Come on up!

The CMCs run up on stage.

195 RARA (CONT'D)  
Okay, girls. Why don't we do that  
one we practiced.

Rara and the CMCS begin to <SING> "Equestria, the Land I Love," Applejack's eyes begin to fill with tears.

196            RARA AND THE CMCS  
              (singing)  
*Equestria, the land I love/  
A land of harmony/  
Our flag does wave from high above/  
For ponykind to see/  
  
Equestria, a land of friends/  
Where ponykind do roam/  
They say true friendships never  
end/  
Equestria's my home/*

END SONG

Rara gives Applejack a WINK. Applejack smiles.

**THE END.**

\*