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MY LITTLE PONY

Season 8

Fake It 'Til You Make It

Ep 804

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TEASER:**SC. 1 - EXT. FLUTTERSHY'S ANIMAL SANCTUARY - DAY**

FLUTTERSHY sits on a blanket on the lawn with several adorable animals. She passes out some food. ANGEL BUNNY looks up at her impatiently.

1 FLUTTERSHY
Don't worry, Angel, I won't forget you.

She rips off a piece of lettuce and sets it in front of him. Angel nods, satisfied. Fluttershy looks out at her animal friends and <SIGHS>, contented.

2 FLUTTERSHY (CONT'D)
There's nothing so peaceful as a Cuddly Friends Picnic.

3 RARITY (O.S.)
FLUUTERSHYYY!!

QUICK PAN to a frantic RARITY at the entrance. She spots Fluttershy and charges across the lawn.

4 FLUTTERSHY
Goodness, Rarity, what's the matter?

5 RARITY
A better question would be, what isn't that matter!?

6 FLUTTERSHY
Oh, dear. Do you want to have some lettuce and talk about it?

Angel pulls his bowl in close, he's not sharing.

7 RARITY
I'd love to, darling, but I just don't have time. The Canterlot Royal Fashion Show is practically upon us and the corner-stone piece of my collection just isn't working!

8 FLUTTERSHY
That sounds serious.

9 RARITY
Well, of course it's serious. The entire collection is designed around it.

10 FLUTTERSHY
Do you need help knitting? I've started making tea cozies.

Fluttershy holds up a tea kettle in a vaguely animal-shaped tea cozy, though it isn't clear which end is the nose and which is the tail. Rarity stares at it. Finally...

11 FLUTTERSHY (CONT'D)
It's an elephant.

12 RARITY
Yes, well, I won't be needing any help making clothes--Sassy Saddle is already pitching in, plus I'll be pulling all three of my Manehattan assistants, but--

13 FLUTTERSHY
All three? Does that mean you'll have to close Rarity For You?

14 RARITY
That's just it, darling. This is Manehattan's busiest shopping season and I can't just close the shop, so I was hoping you might consider running it?

15 FLUTTERSHY
Of course, I'm happy to help, though I'm surprised you picked me.

16 RARITY
(sheepish)
Well, I may have asked a few others...

SC. 2 - QUICK CUTS:

OUTSIDE OF TOWN - with RAINBOW DASH as the WONDERBOLTS fly in formation behind her.

17 SPITFIRE (O.S.)
Let's go, Crash!

DASH cringes at SPITFIRE barking from off screen.

18 RAINBOW DASH
Sorry, but we've got a Wonderbolts
show coming up.

AT SUGAR CUBE CORNER - PINKIE PIE looks up, surrounded by
stacks of pies.

19 PINKIE PIE
Sorry, but it's pie season and the
pie orders are pie-ling up!

WITH TWILIGHT - surrounded by books.

20 TWILIGHT SPARKLE
Sorry, I've got a curriculum to
make up.

EVEN QUICKER CUTS - from APPLEJACK to STARLIGHT to GRANNY
SMITH to BIG MAC to CHEERILEE to DJ-PON3 - all shaking their
heads. Then, finally...

WITH THE CMC'S - outside of the Ponyville School House.

21 APPLE BLOOM
Shouldn't you be asking grownups?

SC. 3 - INT. MAUD'S HOUSE - DAY - FLASHBACK

Rarity talks with Maud.

22 RARITY
Please. I'll do anything.

23 MAUD
My calendar's packed, but I hear
Fluttershy's free - and you haven't
asked Boulder...

Rarity follows Maud's look to her pet rock, BOULDER. She
thinks, seriously considering it for a moment, then...

SC. 4 - EXT. FLUTTERSHY'S ANIMAL SANCTUARY - END FLASHBACK

Rarity looks a little guilty.

24 RARITY
It doesn't matter who else I asked
because I couldn't be happier that
you agreed to help.
(beat)
And Boulder had a prior engagement.

END TEASER**ACT ONE****SC. 5 - INT. RARITY FOR YOU - DAY**

Fluttershy and Rarity enter Rarity For You. Fluttershy looks out at all the racks of fancy clothes, intimidated.

25 FLUTTERSHY
I think I forgot how big this shop was. How do you find anything?

26 RARITY
Oh, it's easy to keep track. The store's divided into sections--

QUICK CONFUSING PANS as Rarity points around.

27 RARITY (CONT'D)
Chic, Classic, Modern, Sophisticated, Avant Garde, Traditional, and Alternative.

Fluttershy's gaze bounces around, trying to follow.

28 RARITY (CONT'D)
And, of course, each section is divided by season, color, and price. It's a classic SCP system.

Rarity grabs Fluttershy and pulls her over to the register.

29 RARITY (CONT'D)
Then it's just ringing ponies up, a little fluff and fold, and voilà!

In a whirl of hooves, Rarity punches a few buttons on the register, folds a blouse, bags a dress, then packs them up in a pretty bag with a bow.

30 RARITY (CONT'D)
But of course that's the easy part.

Fluttershy stares, stunned.

31 FLUTTERSHY
It is?

32 RARITY
(nods) As you well know, the real focus at Rarity For You is on the customer.

Just then a snooty, FASHION SAVVY CUSTOMER enters. Rarity motions to her.

33 RARITY (CONT'D)
(to Fluttershy) Care to give it a try?

34 FLUTTERSHY
Um... Okay.

Fluttershy hesitantly walks over to the customer.

35 FLUTTERSHY (CONT'D)
Hello. Welcome to Rarity for You.
What can I help you with?

The customer looks Fluttershy up and down, skeptical.

36 FASHION SAVVY CUSTOMER
I need something classic but modern. Something with drama, but also understated.

Fluttershy looks around at all the sections, flustered.

37 FLUTTERSHY
Um... aren't all those things opposites?

38 FASHION SAVVY CUSTOMER
(flat) Yes.

39 FLUTTERSHY
(confused) But, how can I...

40 FASHION SAVVY CUSTOMER
I'm sorry. Are you asking me how to do your job?

41 FLUTTERSHY
(panicked) No. I just, um...

Rarity suddenly appears holding a striking suit.

42 RARITY
I'm thinking noir-esque minimalist but with a twist -- perhaps a tapered hem?

Fashion Savvy Customer looks at the outfit and smiles.

43 FASHION SAVVY CUSTOMER
It's like you read my mind! Are you a fashion psychic? (LAUGHS)

Rarity holds the pants to her head (a la Carnac the Magnificent).

44 RARITY
Hmmm... The inseams say yes!
(LAUGHS ALONG)

In another whirl of hooves, Rarity rings the customer up and packs the purchase in a bag with a bow. The Customer smiles and walks off. Fluttershy stares, impressed.

45 FLUTTERSHY
You make it look so easy.

46 RARITY
Come now, darling, you've conquered your shyness a thousand times over. You can't let a few fashion ponies undo all that progress.

47 FLUTTERSHY
I guess not.

48 RARITY
You simply must access your inner strength and allow it to shine through.

49 FLUTTERSHY
How?

50 RARITY
Daily affirmations? Meditation? Ooooh, power posing works wonders whenever I feel intimidated! Try these...

IN A QUICK SERIES OF SHOTS RARITY TAKES VARIOUS POWER POSES...

- Hooves on her hips, legs akimbo:

51 RARITY (CONT'D)
Confident warrior!

- Hooves spread to the sky, head up (think "Are you not entertained?!" Russel Crow from Gladiator):

52 RARITY (CONT'D)
Gold medalist!

- Hooves spread out presentationally, like a Broadway dancer:

53 RARITY (CONT'D)
Showpony!

WHIP PAN BACK - to Fluttershy, her hooves tangled around her body as she stares at Rarity, helpless.

54 RARITY (CONT'D)
Perhaps not.

Suddenly, BLUE BOBBIN and the shop's other two ASSISTANTS (est. MLP610) enter, lugging large garment bags, hat boxes, etc. from the back of the shop.

55 BLUE BOBBIN
We need to leave now if we're going to catch the train to Canterlot.

Rarity looks at the clock with a start.

56 RARITY
Oh, goodness! Look at the time! (to Blue Bobbin) Yes, yes, yes. Go. I'm right behind you.

The assistants all exit as Rarity rushes around grabbing her bags. Fluttershy stares in shock.

57 FLUTTERSHY
You're not going to be here-- In your workroom?

58 RARITY
I simply can't. The fashion show is in Canterlot tomorrow and I'll be up all night even with the help of all of my assistants.

Fluttershy's eyes go wide with worry when THREE RACCOONS enter from the back room. Fluttershy lights up at the sight of them.

59 RARITY (CONT'D)
(smiles) Well, not all of my assistants.

60 FLUTTERSHY
Smokey! Softpad! Smokey Junior!

They CHIRP and SQUEAK as Fluttershy hugs them.

61 RARITY
Ever since you decided to let them live in the shop, these darling animals have been nothing but helpful.

Fluttershy feels better as the raccoon family nuzzles up against her.

62 FLUTTERSHY
And I'm sure they'll help me let my inner strength shine through.

Rarity hurries to collect a few bolts of fabric.

63 RARITY
I wish I could stay and offer more help. (struck with an idea) Why not try a new outfit?

She pulls a STARK BUSINESS PANTS SUIT off one of the racks and holds it up.

64 RARITY (CONT'D)
Think of it as the costume for your role as (with flare) "Shop Pony." You know what they say, "Clothes make the pony!"

65 FLUTTERSHY
Who says that?

66 RARITY
You know, them.

Rarity lays the suit down on the counter and grabs her things.

67 RARITY (CONT'D)
All right. I'm sure you and your furry friends will do just fine. Ta-ta!

With that, Rarity exits. Fluttershy turns to the raccoons.

68 FLUTTERSHY
I hope she's right.

Almost immediately a high-society customer, BRACER BRITCHES enters the shop.

69 FLUTTERSHY (CONT'D)
(to the raccoons) Here goes nothing.

The raccoons CHIRP good luck as Fluttershy walks up to Bracer Britches.

70 FLUTTERSHY (CONT'D)
Welcome to Rarity For You. What can I help you with?

71 BRACER BRITCHES
(re: dress on a rack)
What's the thread count of this dress? I can't be seen in anything less than a thousand.

72 FLUTTERSHY
Thread count? Um... I'm not sure. Let's see...

Uncertain, Fluttershy starts to count the threads.

73 FLUTTERSHY (CONT'D)
One, two, three, four...

Fluttershy looks up and sees the raccoon family shaking their heads. She turns to Bracer Britches.

74 FLUTTERSHY (CONT'D)
Excuse me for just one second.

With that she rushes to the back room.

SC. 6 - INT. RARITY'S SHOP - BACK ROOM - CONTINUOUS

Fluttershy runs in and looks down at the raccoons.

75 FLUTTERSHY
I'm afraid I don't know enough about fashion to satisfy these customers. What am I going to do?

Softpad pats Fluttershy on the shoulder while Smokey drags in the business suit that Rarity suggested. The raccoons all CHIRP and point at it.

76 FLUTTERSHY (CONT'D)
I've never tried to act before, but I suppose it's worth a shot.

SC. 7 - INT. RARITY'S SHOP - MOMENTS LATER

Fluttershy emerges from the back room in the business suit, her mane slicked back. She stops and looks at herself in the mirror - speaking with a sudden, snooty accent.

77 FLUTTERSHY
Severe, but not unapproachable.
(nods) Acceptable business attire.

Fluttershy turns to the raccoons, all poking their heads out from the back room.

78 FLUTTERSHY (CONT'D)
(as herself) Does that sound like a shop pony to you?

The raccoons all nod eagerly. Fluttershy looks to Bracer Britches, now tapping her hoof impatiently, and strides over.

79 FLUTTERSHY (CONT'D)
(back to snooty accent) So sorry for the wait, the shop has some staffing issues today.

Bracer Britches looks Fluttershy up and down, confused by her new appearance.

80 BRACER BRITCHES
Yes. Well, I still haven't had an answer on this thread count.

Fluttershy takes the garment and makes a show of studying it.

81 FLUTTERSHY
(snootily)
Here at Rarity for You, our merchandise defies typical attempts to quantify its quality, but rest assured it will make you the envy of all who see it.

Bracer Britches's eyes go wide with delight.

82 BRACER BRITCHES
In that case, I'll take three!

Off Fluttershy's smile...

SC. 8 - INT. RARITY'S SHOP - MOMENTS LATER

Bracer Britches exits the shop with three bags tied in bows. Fluttershy gives her a snooty wave.

Once she's gone, Fluttershy collapses, dropping her act. The raccoons all scamper out and look at her.

83 FLUTTERSHY
Smokey Junior. I can't believe it worked.

With that, she turns back to the mirror and straightens up, smoothing out the suit's wrinkles as she puts on the snooty act again.

84 FLUTTERSHY (CONT'D)
(snooty)
I suppose clothes really do make the pony after all.

As the raccoons all exchange surprised looks we...

END ACT ONE

ACT TWO

SC. 9 - EXT. SADDLE ROW - DAY

Rarity hurries along the street as two INSUFFERABLE PONIES pass by.

85 INSUFFERABLE PONY 1
...I don't know about you, but I have a full day of shopping planned. And if even one shop pony isn't up to my standards, well, I shall make my displeasure quite plain.

86 INSUFFERABLE PONY 2
Oh! You are wicked!

As they both <LAUGH>, Rarity stops short, with sudden worry.

87 RARITY
Canterlot fashion show or no, I simply can't leave Fluttershy to fend for herself with these Manehattanites!

With that, she rushes back towards the shop.

SC. 10 - EXT. RARITY'S SHOP - MOMENTS LATER

Rarity rushes toward her boutique, passing Bracer Britches on the way. Bracer Britches turns and calls to her.

88 BRACER BRITCHES
Rarity?!

89 RARITY
I'm afraid I can't stop. Potential
emergency at the boutique!

90 BRACER BRITCHES
Well, whatever it is, I am quite
certain the pony you left in charge
can handle it. She's simply divine!

With that, Bracer turns and exits. Rarity stops and looks
after her, surprised.

91 RARITY
(proud) Well, I always knew
Fluttershy had it in her!

She glances over at a STREET CLOCK.

92 RARITY (CONT'D)
And there's still time to catch the
train to Canterlot!

With that, Rarity rushes off.

START MONTAGE:

SC. 11 - INT. RARITY'S BOUTIQUE - DAY

- Snooty Fluttershy helps a CUSTOMER with a dress.

93 FLUTTERSHY
(with snooty accent)
It's a unique play on the old
standard. We call it a Rarity-cut
with a triple cross stitch hem in a
guacamole chèvre patterned fabric.

94 CUSTOMER
Don't you mean chevron?

95 FLUTTERSHY
(with snooty accent)
If I had meant chevron, then that's
what I would have said.

96 CUSTOMER
Of course! It is so unique. So in
vogue. It must be mine!

The customer dashes into a changing room as the raccoons pop
their heads out from around the corner and nuzzle up against
Fluttershy, CHIRPING their approval

97 FLUTTERSHY
Aw, thanks, everyone, but I feel like I should push the snootiness further.

They CHIRP AND CHITTER some more.

98 FLUTTERSHY (CONT'D)
Well, if you really want to help, I suppose serving tea would be nice - if you don't mind.

As the raccoons all jump around and CHIRP, excited...

CUT TO:

CLOSE ON: The raccoons pouring tea for customers. WIDEN TO: Snooty Fluttershy with A JEWELLED PONY (an older pony covered in gaudy jewelry) who peruses an accessory case.

99 JEWELLED PONY
I like my accessories bold and shiny, but I'm just not seeing anything nearly bold and shiny enough.

Snooty Fluttershy looks the customer up and down, dismissively.

100 FLUTTERSHY
(with snooty accent)
I'm afraid bold and shiny won't work with your whole... (waves her hoof dismissively) modèle. Perhaps... pointy.

Jeweled Pony is intrigued.

101 JEWELLED PONY
Pointy. Yes! I must have pointy!

Snooty Fluttershy grabs a nearby mirrored display stand and plops it on Jeweled Pony's head. Jeweled Pony looks at herself in the mirror.

102 FLUTTERSHY
(with snooty accent)
Not everypony can pull off a "found object," but you nearly get there.

The Jeweled Pony exits, all smiles (and trying her best to balance the "artwork").

CUT TO:

A DEBUTANTE PONY with a horrible, over-the-top valley girlish accent (think Paris Hilton) steps in her way.

103 DEBUTANTE PONY
I need, like, a red carpet glitz
and glamour gown that's also casual
but, like, still artsy and a total
head turner.

104 FLUTTERSHY
(snooty accent)
Yes, casual-chic prêt-à-porter is
very branché this season.

Debutante Pony screws up her face.

105 DEBUTANTE PONY
Uhhh... I don't understand any of
that, so, like, I don't care about
it?

Snooty Fluttershy looks worried, but suddenly gets an idea.

106 FLUTTERSHY
(with snooty accent)
One moment please.

Snooty Fluttershy ducks into a changing room. She looks down at the raccoons.

107 FLUTTERSHY (CONT'D)
I think I need a new character.

Softpad holds up a hipstery knit cap. Fluttshy smiles and nods.

She reemerges in a disaffected-hipster outfit. DEB FLUTTERSHY talks with the same horrible accent as her customer.

108 FLUTTERSHY (CONT'D)
(with debutante accent)
Okay, I've got, like, this high-
key, savage look for you. It's a
totally live ensemble with little,
like, thingys that sparkle and make
the whole squad go, "Whoa, that
pony is woke!"

The Deb Pony stares at her for a beat, then...

109 DEBUTANTE PONY
(stunned)
That is, like, exactly what I need!

Fluttershy looks over at the raccoons and winks. They stare back at her, impressed.

CUT TO:

A GOTH PONY stands staring at Deb Fluttershy, expressionless.

110 GOTH PONY
This store is a desperate wasteland
of nothingness. Do you have
anything in black?

111 FLUTTERSHY
 (with deb accent)
Can you, like, chill for one sec?
Seriously, brb.

112 GOTH PONY
Ugh.

Fluttershy disappears and comes back in goth-like clothes with eye-liner and goth hair. She holds up a leather jacket with metal studs. Goth Fluttershy takes on a dark, dismissive personality:

113 FLUTTERSHY
 (dark, emotionless)
It's not like the futility of
shopping can be made better with
black leather and metal studs, but
they help.

114 GOTH PONY
 (impressed)
That jacket completes me.

Nearby, the raccoons deliver a cup of tea to A POSH CUSTOMER who immediately spits it out.

115 POSH CUSTOMER
This tea is lukewarm! It's barely
drinkable.

Snooty Fluttershy suddenly appears at the Posh Customer's side and levels her gaze at the raccoons.

116 FLUTTERSHY
 (with snooty accent)
This tea must always be at a
precise temperature. See that it
doesn't happen again.

The raccoons hang their heads as the Posh Customer HARUMPHS off. Fluttershy, turns to the raccoons apologetically, but spots several customers who need help as we...

CUT TO:

QUICK CUTS as Fluttershy switches between her goth, debutante, and snooty characters to suit each customer.

DEBUTANTE FLUTTERSHY darts over to a beach blonde pony.

117 FLUTTERSHY (CONT'D)
 (with debutante accent)
Whoa, that color is almost too lit
for you!

GOTH FLUTTERSHY appears next to a pony in all leather looking at a black vest.

118 FLUTTERSHY (CONT'D)
 (re: outfit)
The blackness of this vest is a
reflection of your soul.

SNOOTY FLUTTERSHY helps a high-brow customer.

119 FLUTTERSHY (CONT'D)
 (with snooty accent)
This hemline is nothing short of an
inspiration in craftsponyship! Are
you sure you deserve it?

ANGLE ON the raccoon family watching Fluttershy dart around, unsure.

Suddenly, Snooty Fluttershy claps her hooves haughtily at them. Smokey looks at her and shrugs, confused. Exasperated, Snooty Fluttershy points at the tea service and claps again.

Realizing, the raccoons struggle to bring the tray over and accidentally spill some of the tea.

SLOW-MO on a single drop hitting Fluttershy's hoof, then back to real time as the Posh Customer from earlier <GASPS>. Fluttershy looks from the Posh Customer to the raccoons.

120 FLUTTERSHY (CONT'D)
 (with snooty accent)
I don't know what's worse, that
you've spilled the tea or that it's
still cold! Either get it right or
go back to the forest!

The raccoons all stare at her in anger, then throw down their aprons and walk out in a huff. Fluttershy turns to the Posh Pony.

121 FLUTTERSHY (CONT'D)
(snooty accent)
It is so hard to find good raccoon help these days.

END MONTAGE:

SC. 12 - EST. TWILIGHT'S CASTLE - DAY

122 SPIKE (O.S.)
Okay... slow down everyone. I'm doing my best.

SC. 13 - INT. TWILIGHT'S CASTLE - THRONE ROOM - DAY

Twilight sits on her throne while Spike stands next to Smokey and the other raccoons.

Smokey jumps up and down, CHIRPING wildly. Smokey Junior adds some more desperate CHIRPS, then acts out what's been happening at the shop charades-style. Spike watches for a beat, then...

123 SPIKE
So... Rarity is busy at an important fashion show and Fluttershy is running her shop in Manehattan but to do it she's playing different shop pony characters that are all mean?

The raccoons jump up and down, nodding in the affirmative.

124 TWILIGHT SPARKLE
How in the world did you figure that out, Spike?

125 SPIKE
(proud)
I'm not dragon charades champion for nothing.

126 TWILIGHT SPARKLE
I can't imagine Fluttershy would ever be mean to her animal friends. This sounds serious. (then, decisive) Spike, tell everyone it's time to head back to Saddle Row!

*
*
*

Off the raccoons' appreciative <SIGH> of relief...

*

SC. 14 - INT. RARITY'S BOUTIQUE - DAY

STYLISTIC WHIP PANS between Fluttershy's three shop pony characters as she talks to various customers:

127 FLUTTERSHY
(snooty)
I wouldn't think it was possible to make something so dowdy even more matronly, but here you are!
(goth)
It's like a scream in the void. Empty and ultimately meaningless.
(deb)
I would seriously help you right now, but, like, I don't wanna, you know?

PULL WIDE to reveal Twilight, Rainbow Dash, Pinkie Pie, Applejack and Spike staring in shock.

The raccoons pop out from behind the ponies CHITTERING and pointing at Fluttershy.

128 TWILIGHT SPARKLE
(to raccoons)
You weren't kidding. This is worse than we thought. She's being horrible to everypony.

129 APPLEJACK
Are you sure that's even Fluttershy?

130 PINKIE PIE
Maybe it's just three really, really fast ponies that really, really look like her.

131 RAINBOW DASH
Well, let's find out.

Dash flies over to Snooty Fluttershy who's helping a customer.

132 RAINBOW DASH (CONT'D)
Hey, Fluttershy, are you running the shop or performing in a one pony show?

Snooty Fluttershy doesn't even turn around.

133 FLUTTERSHY
(snooty)
If you don't mind, I can only improve the taste of one customer at a time. You'll have to wait your turn.

Snooty Fluttershy leans in for a very audible aside to her highbrow customer.

134 FLUTTERSHY (CONT'D)
(snooty)
Honestly, these small town ponies come to the big city and think they can behave any way they please.

135 RAINBOW DASH
WHAT!?! You're a small town pony-- and your cottage isn't even in the town!

Snooty Fluttershy walks behind a rack of clothes and emerges as Goth Fluttershy to help another customer. Applejack approaches.

136 APPLEJACK
Look, Fluttershy, we came all the way here because we were worried and care about you.

Goth Fluttershy rolls her eyes, then looks to her customer.

137 FLUTTERSHY
(as goth)
Let's get out of this aura of positivity before it consumes us.

Applejack stares in disbelief as Fluttershy leads her customer off.

Pinkie and Spike walk up just as Deb Fluttershy appears beside another customer.

138 PINKIE PIE
As fun as this Fluttershy swithcheroo game is, Smokey, Smokey Junior and Softpad are really concerned.

139 SPIKE
Yeah. They came all the way to Ponyville to get us.

140 FLUTTERSHY
(as deb)
They should have stayed there. This shop is, like, a no rodent zone now.

Spikes eyes go wide. Pinkie <GASPS> and grabs at her heart as she staggers back to the others.

141 PINKIE PIE
(pained whisper) She called them RODENTS!?

Finally, Twilight walks up to Snooty Fluttershy folding clothes.

142 TWILIGHT SPARKLE
Fluttershy, I understand why you think you have to act this way for these customers, but there's got to be a better way.

143 FLUTTERSHY
(snooty)
Goodness, you are sooo right. Please, step this way so that we may discuss your concerns.

Snooty Fluttershy takes Twilight by the hoof and leads her outside. The others follow.

144 TWILIGHT SPARKLE
I knew you'd come to your senses.

145 FLUTTERSHY
Indeed.

With that, Fluttershy turns and walks back inside, shutting the door behind her. She locks it and turns back to the customers.

146 FLUTTERSHY (CONT'D)
(snooty)
Never fear everypony. It is safe to continue shopping. I have purged the shop of small town ponies and rodents!

Pinkie frowns, covering the raccoon's ears, while Twilight and the others stare through the glass in shock as we...

END ACT TWO

ACT THREE

SC. 15 - INT. FASHION SHOW - BACKSTAGE - DAY

Rarity stands backstage, a pin cushion tied to her wrist, as she sews a MODEL into an outrageous, overwrought, high-concept outfit.

She finishes and steps back to assess her work. Unsatisfied, she turns to SASSY SADDLES, Blue Bobbin, and the other assistants.

147 RARITY
The centerpiece of my collection
and it's still not right.

Rarity walks up to the model.

148 RARITY (CONT'D)
I'm afraid we've literally run out
of time, dear. It's up to you. Go
out there and sell it! We'll have
to figure out how to get you out
after. Now... ATTITUDE!

Rarity gestures to the curtains and Sassy Saddles holds them open for the model to walk through.

Light from FLASH BULBS spills through the curtains as the model walks out-- with difficulty.

Once the model exits we PULL WIDE to reveal Twilight and the others are gathered back stage as well. Rarity turns to them.

149 RARITY (CONT'D)
I don't understand. When I left
Fluttershy had everything well in
hoof.

150 TWILIGHT SPARKLE
Well, things might have seemed all
right when you left, but they are
definitely not all right now.

151 APPLEJACK
She's acting worse than the worst
Manhattanite I ever saw!

152 RAINBOW DASH
She kicked us out of the shop!

153 PINKIE PIE
She called Smokey, Smokey Junior,
and Softpad-- (low and dire)
RODENTS!

Rarity turns in shock at this.

154 RARITY
ROODENTS?! Why didn't you say that
from the start? She obviously needs
help! Come on!

With that, Rarity shoves her pin cushion at Sassy Saddles and leads the others out.

After a beat, the model stumbles back through the curtain and looks around for Rarity, confused. Sassy gives her a shrug.

SC. 16 - INT. RARITY'S BOUTIQUE - DAY

In similar fashion to Sc. 15, we WHIP PAN around the shop as Fluttershy jumps from character to character--all of which have gotten even more exaggerated.

GOTH FLUTTERSHY - stands like a statue, staring hard at Goth Pony until finally...

155 FLUTTERSHY
(as goth)
Your melancholy is way too shallow
for a look with this much unfeeling
depth.

Goth Pony scoffs, offended, then heads for the exit.

WHIP PAN TO:

DEBUTANTE FLUTTERSHY - takes a dress from Debutante Pony.

156 FLUTTERSHY (CONT'D)
(as deb)
Ugh! No! Your style isn't even on
the same page. Turn away! Don't
even look at it!

Debutante Pony stares, shocked, then storms out.

WHIP PAN TO:

BRACER BRITCHES - browsing through a rack, then turns to find Snooty Fluttershy trying to shoo her away.

157 FLUTTERSHY (CONT'D)
(snooty)
I think not, dear. This is all far
too fashion forward for the likes
of you.

Bracer Britches <GASPS> mortally offended.

158 BRACER BRITCHES
Well I never!

WHIP PAN TO:

RARITY - staring in shock, then PULL WIDE to reveal Twilight and the others looking at her.

159 APPLEJACK
Told ya it was bad.

160 RARITY
Bad? This is worse than I could
have possibly imagined!

Fluttershy looks over and sees her. She rushes up.

161 FLUTTERSHY
(snooty)
Rarity, I'm so glad you're here.
(air kisses)
Finally a pony who understands that
the couture in this shop is far too
brilliant to even consider selling.

162 RARITY
WHAT!?

Snooty Fluttershy ducks behind a rack then emerges as Debutante Fluttershy.

163 FLUTTERSHY
(as Deb)
You, like, totally get how lame
customers are!

They reach the counter and Debutante Fluttershy ducks down and Goth Fluttershy rises back up.

164 FLUTTERSHY (CONT'D)
(as Goth)
Watching them leave filled me with
a sweet sadness.

Rarity turns to see the customers are, in fact, all gone. She turns back, shocked to see Snooty Fluttershy again.

165 FLUTTERSHY (CONT'D)
(snooty)
And you'll be pleased to hear that
I've taken care of your rodent
situation.

Across the shop, Softpad faints into Pinkie's arms. Smokey and Smokey Junior fan her face to try to revive her.

166 PINKIE PIE
Will somepony tell her to stop
saying that!

Fed up, Rarity turns back to Fluttershy.

167 RARITY
(yelling)
That's it! Fluttershy, I'm afraid
you've left me no choice. You are
fired!

Snooty Fluttershy looks at Rarity in shock.

168 FLUTTERSHY
(snooty)
Well! Good luck replacing me!

Snooty Fluttershy storms off in a huff.

Rarity looks to her friends and is shocked as she turns face to face with Goth Fluttershy.

169 RARITY
Well, thankfully I--AHHHAAAAHH!

170 FLUTTERSHY
(as goth re snooty)
I always thought she was too
controlling.

171 RARITY
(recovering)
You-- You are fired too.

Goth Fluttershy rolls her eyes.

172 FLUTTERSHY
(as goth)
Whatever.

As Goth Fluttershy walks out, Rarity turns to look to the others again and again is surprised to see Deb Futtershy staring at her.

173 RARITY
Now I--AIIEEEEEE!

174 FLUTTERSHY
(as deb)
I know, right? I mean, O-M--

Rarity puts a hoof to Deb Fluttershy's lips, cutting her off.

175 RARITY
Actually, you're, like, totally
fired, as well.

176 FLUTTERSHY
 (as deb)
Ugh.

Debutante Fluttershy storms off. Rarity turns to her friends, this time hesitant, waiting for Fluttershy to appear. She doesn't, then...

177 RARITY
Well, I'm glad that's ovAAARRHHHHH!

Rarity turns and again, comes face to face with Fluttershy - the normal one.

178 FLUTTERSHY
I guess I owe everypony an apology.

Rarity tires to compose herself.

179 RARITY
You think?

180 FLUTTERSHY (O.S.)
I got so caught up trying to please
all of your customers...

181 RAINBOW DASH
What customers?

Fluttershy looks around at the empty shop.

182 FLUTTERSHY
I might have taken my salespony
characters a little too far.

She walks over to Softpad, still passed out, and the other raccoons.

183 FLUTTERSHY (CONT'D)
I'm sorry if I hurt your feelings.
You know I was only pretending,
right?

Softpad blinks awake and looks into Fluttershy's big, sorrowful eyes. She sniffs at her, then satisfied Fluttershy's back to normal, gives her a nuzzle. Smokey and Smokey Junior follow suit.

184 TWILIGHT SPARKLE
But Fluttershy, why did you think you needed to be somepony else to run the shop?

185 FLUTTERSHY
I guess acting like the ponies of Saddle Row gave me the confidence to interact with them.

186 RARITY
Darling, I'd never trust some horrible Saddle Row pony to run my shop. That's why I wanted a friend to do it.

187 FLUTTERSHY
Well, I'd definitely rather be myself anyway, even if I don't exactly have what it takes to be a shop pony.

188 TWILIGHT SPARKLE
I wouldn't sell yourself short. Those salespony characters all came from you.

189 RAINBOW DASH
Yeah. I think you totally have what it takes.

190 PINKIE PIE
Maybe a little too much.

191 RARITY
Indeed. You have all the inner strength you need, but I think we prefer it come from our sweet, regular Fluttershy.

They all laugh.

192 RARITY (CONT'D)
And that's just given me the inspiration I've been looking for!

Rarity runs off--

DISSOLVE TO:

SC. 17 - INT. RARITY'S BOUTIQUE - LATER

CLOSE on Rarity, as she ties off a final stitch.

193 RARITY
And last one-- There!

PULL WIDE to reveal Fluttershy wearing a new HIGH FASHION GOWN-- pieces of fabric that look like armor under soft drapes of silk.

194 RARITY (CONT'D)
The missing piece for my new collection: The Warrior of Inner Strength!

Fluttershy walks through the shop - full of customers once more - and does a runway turn.

Everypony RAVES and CLAPS. Fluttershy looks at herself in a mirror.

195 FLUTTERSHY
Oh, it's lovely Rarity. I'm just sorry you had to miss the Canterlot Royal Fashion Show.

196 RARITY
Darling, making the perfect dress is scads more satisfying than showing it off.

More CLAPPING. Fluttershy smiles big and Rarity gives her a hug. But their moment is broken by a SNOOTY FASHION SCENESTER.

197 SNOOTY FASHION SCENESTER
Striking dress, Rarity. I certainly hope you aren't trying to undercut the Royal Fashion Show by ducking out and debuting it here.

Rarity is taken aback.

198 RARITY
What? No, I--

But before Rarity can continue, Fluttershy butts in with a snooty accent--

199 FLUTTERSHY
(with snooty accent)
Have you considered the possibility that the Royal Fashion Show is trying to undercut Rarity's by continuing on in Canterlot and not moving the whole affair here?

200 SNOOTY FASHION SCENESTER
I, Um... No--

201 FLUTTERSHY
(still snooty)
Just as I thought.

With that, Snooty Fluttershy takes Rarity's hoof and leads her and the others away from the confused Fashion Scenester.

202 FLUTTERSHY (CONT'D)
(as herself)
Inner strength...

Fluttershy and Rarity smile and as the rest LAUGH we...

FADE OUT

END.