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MY LITTLE PONY 6

"VIVA LAS PEGASUS"

Episode 620

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TEASER

SC. 1 - EXT. SWEET APPLE ACRES - ROLLING HILLSIDE - DAY

It's the perfect day! The sun shines bright, the clouds
couldn't be fluffier, and the breeze is to die for. APPLEJACK
finishes bucking a tree as FLUTTERSHY plays with a chipmunk
nearby.

1 APPLEJACK
That's the last tree and it's...

Applejack pulls a GOLD POCKET WATCH out from under her hat.

2 APPLEJACK (CONT'D)
(disappointed)
...not even noon?

3 FLUTTERSHY
That's a lovely watch, Applejack.

4 APPLEJACK
Thanks, Fluttershy. I got it to
help my schedule my chores, but all
it's telling me is how much day I
have left with nothing to do.

5 FLUTTERSHY
You could lay down and watch the
clouds with Joshua and me. That's
what we're doing all day.

Fluttershy and her chipmunk lay down and stare up at the sky.
Applejack puts her watch back under her hat and lies next to
them. She looks up at the clouds. They move by. Slowly.

6 APPLEJACK
All day, huh?

7 FLUTTERSHY
Maybe tonight too.

Applejack stares at the sky, growing restless.

8 APPLEJACK
So, you're just gonna lay here
doing nothing?

9 FLUTTERSHY
(nods)
I know you like to keep busy, but
sometimes doing nothing can really
be something.

10 APPLEJACK *

(dubious) *

Uh-huh. *

```
<BRING!> Suddenly Applejack and Fluttershy's CUTIE MARKS          *
start to shimmer! They both look at them.                          *
```

11 FLUTTERSHY
Our Cutie Marks!

```
Applejack is up in a flash. *
```

12 APPLEJACK ★

Thank goodness!

Fluttershy gives her a look. *

```

13      APPLEJACK (CONT'D)                                *
I mean...                                                *
      (mock disappointment)                                *
Awwwwwww, I hate to stop doin' all                       *
this... somethin', but it looks                          *
like there's work to do after all!                       *

```

Fluttershy and Joshua the chipmunk share a look. *

14 FLUTTERSHY *

(to Joshua) *

Somepony's just don't appreciate *

the value of nothing. *

Off the chipmunk's shrug we... *

END TEASER *

MAIN TITLES *

ACT ONE *

SC. 2 - INT. TWILIGHT'S CASTLE, MAP ROOM - DAY *

Applejack and Fluttershy walks into the Map Room, talking
among themselves.

```

15      APPLEJACK                                *
We could be headed to some far away          *
place that nopony's even heard of.           *
      (excited)                                *
Why, it could take a ton of work              *
just to get there.                            *

```

16 FLUTTERSHY *
(hopeful) *
Or it could be a familiar, quiet *
place that isn't too far from home. *

TWILIGHT SPARKLE walks up and gestures to the map. *

17 TWILIGHT *
There's only one way to find out! *

Applejack and Fluttershy walk up to the map. Glowing energy *
in the shape of their cutie marks floats off of their flanks, *
whirls around in the air, then finally settles over... *

18 APPLEJACK/FLUTTERSHY *
--Las Pegasus? *

REVEAL: Fluttershy's and AJ's cutie marks hover over a *
miniature city of flashing lights. *

The map shows a small LAYOUT of the town - colored lights, *
gaudy buildings, and (directly under the cutie marks) a giant *
CASTLE-LIKE STRUCTURE (GLADMANE'S) that takes up several city *
blocks. *

19 APPLEJACK *
Las Pegasus is a vacation spot! I *
can't imagine there's any work to *
be done there. It's one big party. *

20 FLUTTERSHY *
And... all those lights and sounds, *
are a little overwhelming. I don't *
suppose the map could be wrong? *

21 TWILIGHT *
I know Las Pegasus doesn't seem *
like either of your cups of tea, *
but I have total faith the map *
wouldn't have called you unless you *
were the perfect ponies for the *
job. *

Applejack and Fluttershy share a look, uncertain. CLOSE on *
the map as we MATCH DISSOLVE TO... *

SC. 3 - EXT. LAS PEGASUS - DAY *

A quick ESTABLISHING shot of the city, with GLADMANE'S RESORT *
& HOTEL at the end of the street! Lights flash, loud music! *

In the distance we see Applejack and Fluttershy walking up *
the ramp to Gladmane's gaudy entrance. *

SC. 4 - INT. GLADMANE'S - DAY

CLOSE ON: Applejack and Fluttershy, walking towards a set of double doors (we are seeing this from inside Gladmane's looking out, but it's so tight we don't see the resort yet. Ponies pass by in front of the frame.)

22 APPLEJACK
The map sure made it look like this
is where we needed to get to
work...

A couple of PARTY PONIES cross frame in front of them,
laughing and having a ball.

23 APPLEJACK (CONT'D)
Although, we might be the only
ponies in town *actually* working.

24 FLUTTERSHY
Maybe it won't be as overwhelming
as I thought...

As the front doors SLIDE OPEN, we PULL WIDE to see--

The interior of Gladmane's! Lights! Music! Games [the non-gambling variety. Think - skee-ball]! SENSORY OVERLOAD! Pretty much the EXACT OPPOSITE of *farm work or watching clouds, and totally overwhelming.*

25 FLUTTERSHY (CONT'D)
I'm not so sure we're the perfect
ponies for this job after all.
Maybe the map is on the fritz
again?

26 APPLEJACK
Come on, now. All we need to do is
find our friendship problem, solve
it, and get back home.

They work their way forward through the crowd, trying to avoid bumping into oblivious ponies enjoying the excitement.

A CARNIVAL BARKER stands in front of several POSTERS of the resort's attractions: a pony on TRAPEZE and an ANIMAL ACT stand out in particular.

27 BARKER
Gladmane's has it all folks! But if
you see one thing while you're here
make sure it's Poné *Fantastique!*
Trust me when I say you've never
seen anything like it!
(MORE)

BARKER (CONT'D)
Unparalleled acrobatics, **unique**
animal **antics**! Your only regret
will be - that you didn't see it
sooner!

*
*

Applejack and Fluttershy share a look as ponies BUMP past them, hurrying to find the show.

28 BARKER (CONT'D)
And like everything at this
amazing, incredible, "I can't
believe it even exists" hotel, **Poné**
Fantastique is brought to you by
the Chairpony of Kindness, the King
of Friendship... GLADMANE himself!

*
*

The Barker points OS and we WHIP PAN to a giant GOLD STATUE of a STYLISH PONY with AVIATOR SUNGLASSES and a SLICK POMPADOUR (think later-era Elvis). The crowd erupts in <APPLAUSE> and <CHEERS>!

*
*

29 FLUTTERSHY
Wow. **This** Gladmane sure **seems**
impressive.

*

30 APPLEJACK
(dubious)
Yeah. **Though it ain't exactly hard**
to get talked up at your own hotel.

*

31 GLADMANE (O.S.)
To tell you truth, it **is** a little
embarrassing--

*

The ponies turn behind them to see - GLADMANE in the flesh and looking nearly identical to the statue.

32 GLADMANE (CONT'D)
--but the crowds seem to like it.

33 APPLEJACK
Mr. Gladmane?

34 GLADMANE
We're all friends here, just
Gladmane'll do. And it's a pleasure
to meet actual cohorts of the
Princess of Friendship!

*

He takes both their hooves in his and shakes them vigorously. Fluttershy and Applejack are taken aback.

35 FLUTTERSHY
You know who we are?

36 GLADMANE
Of course! I'm what you might call
a friendship connoisseur, so
naturally I'd be familiar with the
friends of the great Twilight
Sparkle! Applejack, Fluttershy,
it's an honor to have you here.

*

37 APPLEJACK
Well, thank you. I have to admit
you're not the type of pony I
expected to find in Las Pegasus.

38 GLADMANE
(laughs)
My guests may be looking for
lights, music, and parties, but
working hard and making friends is
how I turned this hotel into what
it is today, and how I plan to make
it even bigger.

*
*
*
*
*
*
*

Gladmane looks out at the expansive interior of his hotel.

*

39 GLADMANE (CONT'D)
If you two want, I'd be happy to
give you a tour. I'm just about to
do my rounds.
(pulls out a watch)
I like to keep a tight schedule so
I can talk to every one of my
employees each day.

*
*
*
*
*
*
*

Applejack looks to Fluttershy.

40 FLUTTERSHY
(aside)
We do have a friendship problem to
find.

*
*

41 APPLEJACK
I guess it's as good a way to look
around as any.
(to Gladmane)
Lead the way, Mr. Gladmane.

42 GLADMANE
(correcting her)
Ah, ah! Just Gladmane, friends.

Gladmane leads them past the crowd to a curtain in a corner.

*

43 GLADMANE (CONT'D)
Come on backstage! I'll show you a
side of Poné Fantastique not many
ponies get to see.

*

Gladmane checks his watch, then opens the curtain, letting AJ
and Fluttershy inside.

*

*

SC. 5 - INT. BACKSTAGE - PONÉ FANTASTIQUE - CONTINUOUS

*

Gladmane leads the two ponies backstage, where they see the
beautiful, graceful TRAPEZE STAR (the star of the show). She
SQUEALS as Gladmane walks in.

44 TRAPEZE STAR
Gladmane! You're just in time to
see my newest move!

45 GLADMANE
New moves or not, I'm glad to have
a "star" like you working for me.

*

*

46 TRAPEZE STAR
Oh, don't make me blush. Everypony
knows you're the real star.

*

Applejack and Fluttershy share a look - *impressive*.

47 DIRECTOR (O.S.)
Okay, everypony! First marks! Let's
run through this!

Trapeze Star takes hold of her trapeze and rises into the air
above the nearly empty stage. The DIRECTOR (megaphone Cutie
Mark and an accent, German? Italian?) steps in and does a
double-take when he sees Gladmane.

48 GLADMANE
Just giving a tour to my new
friends, Applejack and Fluttershy.

49 APPLEJACK/FLUTTERSHY
Howdy/Hi.

The director points at Gladmane.

50 DIRECTOR
If this pony calls you friend,
you're welcome backstage anytime. I
owe him my entire career.

*

Trapeze Star begins her move as Gladmane looks down at his watch. He nods, then leads Applejack and Fluttershy to the other side of the stage.

*
*
*

51 APPLEJACK
 (aside to Fluttershy)
Doesn't look like there's any
friendship problems here.

*
*
*

Fluttershy's nods as Gladmane leads them to a series of plush, fancy crates, housing a collection of exotic PINK PRAIRIE DOGS. Fluttershy looks in at the animals, giddy.

*
*
*

52 FLUTTERSHY
I've never even seen a pink prairie
dog before.

*
*

53 GLADMANE
I like my customers to have an
experience unlike anywhere else.

54 TRAINER #1 (O.S.)
And we love him for it.

The ponies turn to see TWO ANIMAL TRAINERS take out a few prairie dogs. TRAINER #1 helps one hop through a hoop, while TRAINER #2 tends to the injured paw of another.

*
*
*

55 TRAINER #2
With Gladmane's help, we've been
able to take care of all these
little guys.

*
*

A few of the Prairie Dogs crawl up Fluttershy's mane. She can't hide her excitement.

*

56 FLUTTERSHY
Now this place is overwhelming in a
good way.

*
*

57 GLADMANE
Glad you like it.

Gladmane checks his watch again, then heads out of the tent. Applejack starts to follow, but turns back to see Fluttershy lingering by the animal crates.

*
*
*

58 APPLEJACK
<AHM> Fluttershy?

Fluttershy comes around, remembering herself.

59 FLUTTERSHY
Hmm? Oh. Coming.

SC. 6 - INT. GLADMANE'S - OUTSIDE CIRQUE DU PONE - CONTINUOUS *

Applejack and Fluttershy fall in behind Gladmane as he leads them toward the show's main entrance.

60 FLUTTERSHY
There doesn't seem to be anything
wrong around here at all. *

61 APPLEJACK
I figured looking for a friendship
problem in Las Pegasus'd be like
trying to find a needle in a stack
of needles, but everypony seems to
be getting along just fine. *

Suddenly a familiar voice rings out from behind them.

62 FLIM (O.S.)
Ladies and gentleponies, despite
what my competition might say, I
know you've come to this fair city
to be entertained, and I assure you
there is nothing more entertaining
than the astounding acrobatics in
Gladmane's Poné Fantastique! *

Applejack's eyes go wide as another voice chimes in. *

63 FLAM (O.S.)
I suppose that might be true if it
weren't for the existence, and far
superiorly entertaining presence,
of the show-stopping exotic animal
act that Poné Fantastique includes! *

Fluttershy tilts her head.

64 FLUTTERSHY
Those voices sound familiar...

65 APPLEJACK
(frowns)
They sure do...

Applejack and Fluttershy turn to see FLIM and FLAM! The
brothers address a small group of CUSTOMER PONIES from
opposing ticket booths on either side of the show's main
entrance. *

66 APPLEJACK (CONT'D)
(eyes narrowing)
Flim and Flam.

Gladmane, Applejack, and Fluttershy watch as Flim and Flam vie for the attention of the customer ponies.

67 FLIM

Why, I won't even dignify that assertion with a response, except to say that if you were to consider buying your tickets from me, I might consider offering them at a substantial discount.

Flim levitates up a batch of tickets, spreading them out like a fan. As the customer ponies start to drift in Flim's direction, Flam calls out to them.

68 FLAM

Maybe that's a good deal and maybe it's not, but I've always thought you get what you pay for and in my humble opinion, these tickets are a value at twice the price!

Flam magics up his own fan of tickets. The customer ponies look from Flim to Flam, both waving their tickets around.. *

69 FLIM

Don't let this charlatan [trick](#) you! *

70 FLAM

Charlatan!? I'm not the one price-gauging just to make a sale.

Gladmane shakes his head as the brothers continue to argue.

71 FLUTTERSHY

Well, they certainly don't seem to be getting along.

(with sudden realization)

You don't suppose we've been brought here to help them?

Applejack looks at Fluttershy like she's just sprouted another head.

72 APPLEJACK

[Absolutely not!](#) *

Off Applejack's look of abject disgust...

END ACT ONE *

ACT TWO**SC. 7 - INT. GLADMANE'S - RESUME**

Applejack and Fluttershy watch as Gladmane stands a ways off, refereeing a heated discussion between Flim and Flam.

73 FLUTTERSHY

I know you and the rest of the Apple Family have had your issues with Flim and Flam in the past, but they're definitely having trouble and solving a friendship problem is important no matter who's having it.

74 APPLEJACK

Well of course that's true...
(then, vehemently)
For anypony but them!

Gladmane tries to get the brothers to shake hands, but they refuse and storm off in different directions.

Gladmane returns to Applejack and Fluttershy.

75 GLADMANE

I'm sorry you had to see that. I don't know what's the matter with those two. They've been fighting ever since they got here. I thought giving them these jobs might help, but I guess it just made things worse.

76 APPLEJACK

Trust me, I know those ponies and you're better off with them apart. The two of them together will cheat the hooves right out from under you.

77 GLADMANE

I suppose you're right. If they did ever manage to work together, Flim is such a showpony and Flam has such a head for business, why, they could open their own hotel and throw a real wrench into my expansion plans.

(checks his watch)

(MORE)

GLADMANE (CONT'D)

All this has me totally off
schedule. I afraid I'll have to cut
our tour short. Enjoy your stay!

*
*
*

Gladmane exits. Fluttershy looks to Applejack, expectantly.

*

78 APPLEJACK

There's no way we're here to help
Flim and Flam. I'm gonna search
this resort from top to bottom. I'm
sure there's another friendship
problem we're supposed to solve and
I aim to find it.

*
*
*
*
*
*

With that, Applejack stomps off. Fluttershy looks after her,
then looks off in the directions Flim and Flam headed,
considering.

*

SC. 8 - INT. GLADMANE'S - VARIOUS - MONTAGE

*

MONTAGE: CUT BETWEEN Fluttershy interviewing first Flim, then
Flam separately. On ONE SIDE OF GLADMANE'S she looks up at--

79 FLIM

I hope you didn't travel all the
way from Ponyville to try to get me
to reconcile with my no-account
brother!

Off Fluttershy's frown...

CUT TO: On the OTHER SIDE of Gladmane's with Flam.

80 FLAM

Brother? I don't believe I have one
of those. At least not any more.

CUT TO: Fluttershy back with Flim.

81 FLIM

Oh, I already know what he thinks
of me, all show and no substance.
Well, if he's so smart he should
have no trouble becoming a big
success on his own!

CUT TO: Fluttershy continues with Flam.

82 FLAM

(super-sarcastic)
Why, he's the greatest salespony
that ever lived, of course!
(MORE)

FLAM (CONT'D)
Just ask him, he'll tell you all
about it!

CLOSE ON FLUTTERSHY - as she looks up with sweet concern.

83 FLUTTERSHY
I'm sure you could work out your
differences if you just sat down
and talked to each other.

CUT TO A SPLIT-SCREEN: We see Flim on one side, Flam on the
other, like they're facing each other (and yet not, get it?). *

84 FLIM AND FLAM
I'm never speaking to that pony
again!!!

ON: Fluttershy - Crestfallen. *This is going to be harder than
she thought.*

SC. 9 - INT. GLANDMANE'S - DAY *

Applejack wanders the resort. She glances around at:

- Ponies CHEERING as they win a giant stuffed animal in a
bean bag toss.
- Ponies dancing happily to LOUD MUSIC.
- Ponies LAUGHING and SCREAMING with delight as they pass the
FLASHING LIGHTS of the different attractions.

Applejack squints at all the happy ponies.

85 APPLEJACK
I'm glad everypony is having such a
good time, but is finding another
friendship problem so much to ask? *

As Applejack passes the curtain leading to Poné Fantastique
backstage, she hears shouting. *

86 DIRECTOR (O.S.)
No! No!! NO!!! You are ruining my
show!

SC. 10 - INT. GLADMANE'S - PONÉ FANTASTIQUE - CONTINUOUS *

Applejack peaks around the edge of the curtain to see it's
the Director and Trapeze Star! Star has an UPSIDE-DOWN TOP
HAT on her head.

87 TRAPEZE STAR
It isn't just *your* show, and I'm
improving it!

88 DIRECTOR
By adding cheap parlor tricks!? You
don't pull a rabbit out of a hat on
a trapeze!

Applejack's eyes go WIDE as she inches closer - the Director
and Star are really SHOUTING at one another aggressively.

89 TRAPEZE STAR
That's the point! To give the
audience something they've never
seen before-- acrobatic magic!

Star does a big "TA DA" gesture. As she does, a RABBIT <POPS>
out of the top hat, making the same gesture.

90 RABBIT
<RABBIT SOUNDS RESEMBLING: "TA DA")

91 DIRECTOR
No. No! NO! Magic is magic.
Acrobatics is acrobatics. Is
separate!

Shocked by the Director's shout, the rabbit HIDES back down
inside the hat!

92 TRAPEZE STAR
It's called "blending genres" and
it's AWESOME!

A STAGE MANAGER PONY, dressed in all black with a headset
walks by. Applejack grabs him and points to the Director and
Star arguing in the background.

93 APPLEJACK
Shouldn't somepony do something?

94 STAGE MANAGER
(shrugs)
They've been doing this since they
started working here. Too bad,
really. If they ever stopped
shouting at each other, we could
take the show on tour. They'd be
way more successful than staying at
Gladmane's.

*

*

95 APPLEJACK

(excited)

Now, that sounds like a *real*
friendship problem!

*
*

Applejack turns to head out when she spots one of the Animal
Trainers in a spotlight on the other side of the stage.

*
*

96 TRAINER #1

Hup!

From out of the shadows comes a line of *PINK* PRAIRIE DOGS.
They race into the spotlight and immediately jump onto each
others' shoulders to form a Prairie Dog tower.

*
*
*

97 TRAINER #2 (O.S.)

Stop, stop, stop!

Applejack watches as the second Trainer walks angrily into
the light.

98 TRAINER #2 (CONT'D)

It's supposed to be a *Pink* Prairie
Dog Pyramid. It's alliterative!

*

The Prairie Dogs jump down from their tower and start to form
a pyramid.

99 TRAINER #1

You said a tower! Why do you keep
changing everything?!

The Prairie Dogs stop, jump down and start building their
tower again.

100 TRAINER #2

I'm not changing anything. You said
pyramid!

Again the animals stop, roll their eyes and start on the
pyramid again.

101 TRAINER #1

ARGHHH! You are driving me crazy!

With that, Trainer 1 stomps off into the shadows. Applejack
walks up to Trainer 2.

*

102 APPLEJACK

I thought you two *got along*.

*

103 TRAINER #2

We used to. But we just can't seem
to agree on anything anymore.

The Prairie Dogs all shake their heads.

104 TRAINER #2 (CONT'D)
We used to perform all over
Equestria, but if we can't agree on
what the act is, we might as well
stay at Gladmane's forever.

*

The Trainer gives two short claps and the Prairie dogs all
jump down and follow him off.

105 APPLEJACK
Two friendship problems in the same
[theater](#)? Now we're talking!

*

*

Excited, she DASHES off.

SC. 11 - INT. GLADMANE'S - MOMENTS LATER

*

Fluttershy looks at Applejack, surprised.

106 FLUTTERSHY
If you count Flim and Flam, that's
three big friendship problems all
in the same [hotel](#).

*

107 APPLEJACK
Well, I don't count Flim and Flam
since those two not being friends
isn't a problem.

108 FLUTTERSHY
It certainly isn't for Gladmane. [It
sounds like he's better off with
them fighting so they won't compete
with him and mess up his plans to
expand.](#)

*

*

*

*

*

Applejack looks up, struck with a sudden thought.

109 APPLEJACK
Actually, the other ponies'
problems seem to work out for
Gladmane too. Both the trapeze show
and the animal act would be better
off if they left, but everypony is
so busy arguing they can't.

110 FLUTTERSHY
You don't suppose Gladmane is
getting everypony to fight on
purpose? [So they don't leave?](#)

*

111 APPLEJACK
I don't know. But I'm starting to
think we should find out.

Off Applejack, determined...

SC. 12 - INT. GLADMANE'S - VARIOUS - MONTAGE

MONTAGE: CUT BETWEEN Applejack talking with each of the
problem ponies.

112 TRAPEZE STAR
Gladmane!? That's insane. He's the
nicest, most genuine pony I've ever
met. *He brings me my favorite tea
every day at noon.*
(then)
Did the Director put you up to
this?

Applejack looks to Fluttershy who's in a deep conversation
with the Rabbit from the hat.

CUT TO: Applejack with the...

113 DIRECTOR
I tell you, if Gladmane is your
friend, you are welcome backstage,
but if you are speaking of him
poorly, you leave... NOW!

CUT TO: The prairie dogs all sitting on Fluttershy's
shoulders as she looks at...

114 TRAINER #1
Gladmane is the kindest, most
gentle...

CUT TO: Applejack staring at...

115 TRAINER #2
...most compassionate pony I've
ever known. *He always makes sure to
spend some of his valuable time
with me every single day.*

PULL WIDE TO REVEAL: Trainer 1 and Trainer 2 pointing at each
other from across the tent.

116 TRAINER #1/TRAINER #2
My problem... is with him!

Applejack shakes her head, confounded.

Meanwhile, the prairie dogs crowd around Fluttershy's head, whispering in her ears as her eyes go wide with shock.

END MONTAGE

Applejack and Fluttershy start to head out of the theater. *

117 APPLEJACK
I just can't figure it. The only pony who benefits from all this acrimony is Gladmane, but by all accounts he's the best friend any of these ponies have.

118 FLUTTERSHY
Not all accounts.

119 APPLEJACK
What do you mean?

120 FLUTTERSHY
Well, Bernard, that adorable bunny from the acrobat's hat, claims that every morning, Gladmane tells the Director that the Star wants control of the show - and every afternoon tells the Star that the Director wants to get rid of her - but neither is true. *

121 APPLEJACK
Well, I'll be!

122 FLUTTERSHY
And the Flying Prairinos, the Prairie Dog family, say Gladmane keeps changing their act to make each trainer think the other is doing it. *

123 APPLEJACK
So, he's gettin' them all to fight with each other just to keep them working here. I guess all that talk about being a connoisseur of friendship is a load of apple sauce. He sure had me fooled. *

124 FLUTTERSHY
He's fooled everypony. I just don't know how we'll convince them of what he's really doing.

125 APPLEJACK

There must be a way to trick him
into telling the truth. But he's so
smart, he'd be onto us in two
shakes.

*
*
*
*

They walk back toward the main entrance for the show.
Fluttershy looks up.

*

126 FLUTTERSHY

Gee, if only there was a pony who
knew how to trick a trickster.
(nodding OS)
Or a pair of ponies...

Applejack follows Fluttershy's gaze to see: FLIM AND FLAM
back in their ticket booths, still arguing with each other.

After a beat, Applejack <SIGHS>, resigned.

127 APPLEJACK

Fine. I guess bringing Flim and
Flam back together might be why
we're here. Maybe.

Off Fluttershy's smile...

END ACT TWO

ACT THREE

SC. 13 - INT. GLADMANE'S - DAY

*

Flim eyeballs Fluttershy with skepticism.

128 FLIM

Sorry if I don't take the word of
some pony off the street. Even if
that street is in Ponyville.

*

129 FLUTTERSHY

But it's the truth. Gladmane is
behind so many friendship problems,
are you sure he isn't the cause of
yours?

*

130 FLAM

The only problem I have is standing
right there.

Flam sticks a hoof at Flim.

*

131 FLIM
Same here, buster.

132 APPLEJACK
Do either of you know what you're
even fighting over?

133 FLIM
Of course! Gladmane let me know
that ex-bother of mine thinks I'm
just a mouth piece without a single
good idea.

*
*

134 FLAM
Nonsense! Gladmane assured me that
former, fraternal foal thinks I
couldn't sell heat lamps to Eskimo
ponies.

*

135 FLIM
Ridiculous!

136 APPLEJACK
Sounds like neither of you said
those things. Why would you
believe Gladmane when he said you
did?

*
*
*
*

137 FLIM
Why would he lie?

*

138 FLUTTERSHY
Because he's afraid that the two of
you together are just the kind of
competition that would ruin his
plans to expand.

*
*
*

139 APPLEJACK
Yep. And if I'm telling you he said
it, you know it's the absolute
truth because...

*
*
*

140 FLIM AND FLAM
(realizing)
You never lie!

*

The brothers turn and stare at each other.

141 FLAM
That pony's been conning us.

142 FLIM
--NOPONY CONS THE CON-PONIES!

The brothers do a complicated, Masonic-like secret handshake, look at each other, and nod.

143 FLAM
Brother of mine, I think it's time
for a little payback.

*
*

144 FLIM
The "Canterlot Two-step?"

*

145 FLAM
(shakes his head)
We don't have the chickens. How
about the "Baltimore Bump"?

146 FLIM
My bump isn't what it used to be...

*

Applejack steps forward and pulls her gold pocket watch out
of her hat.

*
*

147 APPLEJACK
I may not know how to con a con-
pony, but I do know how he keeps
all his employees apart.
(holds up the watch)
By sticking to a tight schedule.

*
*
*
*
*
*

148 FLIM
Nice timepiece, sister.

*
*

He reaches for the watch by Applejack slaps his hooves away.

*

149 APPLEJACK
He visits each one of his employees
every day at the same time and
that's when he spreads the lies
that keep them all apart. Maybe if
we can throw off his schedule...

*
*
*
*
*
*

150 FLUTTERSHY
...All the ponies that work at
Gladmane's will have a chance to
work out their problems. But how do
we do it?

*
*
*
*
*

The brothers eyes meet-- they smile.

*

151 FLIM AND FLAM
Leave it to us!

*
*

152 FLAM

When we're done, there won't be a pony in town who doesn't know the Applejackiest truth about Gladmane. That is, assuming we can count on your help.

*
*
*
*
*

Applejack and Fluttershy look at each other, apprehensively.

153 FLIM

(to Fluttershy)

What size suit do you wear?

*

SC. 14 - INT. GLADMANE'S - DAY

*

There's a <WALLA> on the resort floor as several PONIES gather around, rubbernecking at something we don't see.

Gladmane STROLLS from his office, looking at the cluster of curious onlookers.

154 GLADMANE

What's all the fuss?

Flim appears at his side and points through the crowd at IMPOSSIBLY RICH-- a pony in a power suit, dark glasses, a cash-green mane, and a cutie mark of a TOWER OF BITS.

155 FLIM

It's the grand-matriarch of the Rich family, Impossibly Rich. She's one of the wealthiest business-ponies in Equestria.

*

Gladmane spruces up, straightens his collar, polishes his glasses, etc.

156 GLADMANE

Why didn't somepony tell me? You know I like to give my VIP guests personal attention.

157 FLIM

Oh. Well, she's not exactly a guest. She's **thinking of opening** a resort of her own.

(aside)

I think she's here to scout the competition.

*

*

Gladmane's normal friendly and implacable demeanor shifts. His eyes narrow.

158 GLADMANE
Oh, really?

159 FLIM
And with her bits, she could take
over the whole strip, hire away
anypony she wants...
(off Gladmane's stare)
Not me, of course. I love it here.
My good for nothing brother on the
other hand...

Flim points to Flam-- who walks next to Impossibly, chatting
easily, pointing out features of the resort to her. Gladmane
seethes.

*
*

160 GLADMANE
If anypony's taking over the strip,
it's me. She'll back out the moment
she sees how incredible her
competition really is. Maybe it's
time we have a little chat.

*
*
*
*
*

Gladmane starts to head over, but Flim stops him.

*

161 FLIM
But we usually have our chat right
now.

*
*
*

162 GLADMANE
(checking his watch)
Ooh, uh, right... Well, we'll have
to reschedule.

*
*
*
*

Gladmane heads over towards Impossibly Rich and Flam. Flim
watches Gladmane go, revealing a wry smile...

*
*

ON FLAM and IMPOSSIBLY RICH - Gladmane walks up, turning on
the charm. He SMILES and take's Impossibly's hand.

*
*

163 GLADMANE (CONT'D)
Impossibly Rich! What an honor it
is to have you at my extravagant
hotel! I'm sure Flam has done an
excellent job showing you around,
but nothing could compete with a
personalized tour from Gladmane
himself! Amiright?

*
*
*
*
*
*
*

Impossibly Rich looks at Gladmane a beat, then WHISPERS into
Flam's ear. Flam nods, taking instruction.

*
*

164 FLAM
You'll have to excuse Ms. Rich, she
saves the energy other ponies spend
talking out loud and uses it to
make more money.

(after more whispers)
She'd love to tour your quaint
little establishment, but she isn't
available until noon.

165 GLADMANE
(taken aback)
Noon?
(glances at his watch)
That's when I talk with my Acrobat,
and the Animal Trainers are after
that...
(off Impossibly's bored
look)
...I mean, of course! Noon it is!

With that, Impossibly and Flam walk off, leaving Gladmane,
staring at his watch, concerned.

SC. 15 - INT. GLADMANE'S - BACK ROOM - CONTINUOUS

Flam and Impossibly Rich slip into a back room, where
Applejack is waiting for them. She helps Impossibly remove
her mane-wig and sunglasses, revealing-- FLUTTERSHY.

166 FLUTTERSHY
Are all of you sure this is a good
idea?

167 FLAM
Abso-tively!

Just then, Flim sticks his head in. He looks down at Flam.

168 FLIM
The train is headed off the rails,
dear brother. He just called me to
his office.
(to Applejack)
Now it's up to you.

169 APPLEJACK
Just keep him busy and I'll do my
best to get all those arguing
ponies talking to each other again.

170 FLUTTERSHY
I hope this works.

171 FLAM
Don't worry. When it comes to
throwing ponies off their game... *

172 FLIM
...no two ponies do it better than
us. *

173 APPLEJACK
I can't argue with that. *

SC. 16 - INT. GLADMANE'S - GLADMANE'S OFFICE - DAY *

Gladmane stands over a table, looking down at a map of Las
Pegasus. Behind him, is a glass door to a balcony overlooking
the entire hotel. He looks up as Flim pokes his head inside. *

174 FLIM
I heard you want to see me, but let
me say that whatever my brother
told you is categorically untrue. *

Gladmane closes the CURTAIN in front the balcony. *

175 GLADMANE
I'm not interested in whatever feud
you two have. I've got bigger
things on my mind.

Gladmane gestures to the map. Flim walks up and looks down.
It's an image of the Las Pegasus strip. Gladmane points at a
picture of his face over his hotel... and several others
along the street. *

176 GLADMANE (CONT'D)
The grand plan: Every hotel on the
strip as amazing as this one and
everyone of them... mine. All it
takes is the right about of
salesponyship and business sense. *

By way of example, Gladmane walks over to his desk and
presses a big button on a 40s-style microphone. *

177 GLADMANE (CONT'D)
(into mic)
Right now, Poné Fantastique tickets
are available for a short time.
That's tickets to Poné Fantastique,
two for the price of one...
(then)
When you buy two. *

QUICK CUTS - to a few ponies in the resort hearing Gladmane's announcement over speakers. They seem impressed. At the ticket booths a crowd forms. BACK TO--

Gladmane, taking his hoof off the mic.

178 GLADMANE (CONT'D)

Of course you also need the right entertainment. I can't have Impossibly Rich luring away all the ponies that work here and I know she's trying to throw me off my schedule to get to them.

179 FLIM

So, what do we do?

180 GLADMANE

We'll give her a performance of Poné Fantastique! She'll see just what she's up against and I'll get to keep to my routine while keeping tabs on her the whole time.

Flim nods, showing a bit of nervousness.

SC. 17 - INT. GLADMANE'S - PONÉ FANTASTIQUE - DAY

Flim stands with Trapeze Star and Director, while the Trainers are preparing behind them. Applejack arrives, with a confused look on her face. She pulls her watch out from under her hat and looks at it.

181 APPLEJACK

I thought you and your brother were gonna keep Gladmane busy. I barely have enough time to get these ponies talking to each other as it is.

182 FLIM

Actually, you have even less.

At that moment, Gladmane enters, leading Impossibly Rich and Flam through the room.

183 GLADMANE

Behold, my dear Ms. Rich, the jewel in my crown. Poné Fantastique!

Gladmane gestures to the Stage Manager Pony, and the show begins!

Gladmane glances at his watch while Impossibly watches Star flip and twirl. He catches site of the Director and starts to head toward him, but Flam leans in to Impossibly.

184 FLAM
(loudly)
What was that? Oh, I'll tell him.
(to Gladmane)
Impossibly wants you to know she is very impressed.

Gladmane turns back to them.

185 GLADMANE
It is impressive, isn't it?

Gladmane looks up, but the Director is gone. Frustrated he looks back at his watch.

Across the stage, Gladmane spots one of the Trainers, but before he can even start to walk toward him, Flam puts a hoof on his shoulder as Impossibly whispers into Flam's ear.

186 FLAM
In fact, she says the show is so amazing, she'd like to discuss it more with you-- in private.

Gladmane watches as the Trainer walks off - another opportunity missed. He looks down frustrated, then looks back to Flam and Impossibly and flashes a wide smile.

187 GLADMANE
Why don't we head to my office?

With that, Gladmane leads them out. Flam shoots Applejack a look.

SC. 18 - INT. GLADMANE'S - GLADMANE'S OFFICE - DAY

Gladmane leads them into the room. He looks down at his "grand plan" map and smiles.

188 GLADMANE
Now what was it you wanted to talk about Mrs. Rich? Or should I say...

Gladmane walks up to Impossibly and pulls off her DISGUISE revealing Fluttershy!!

189 GLADMANE (CONT'D)
...Fluttershy!

Fluttershy stares in shock. Flim makes a pouty face and sits on Gladmane's desk - surreptitiously pressing down on the INTERCOM BUTTON.

190 FLUTTERSHY
How... how did you know?

191 GLADMANE
A wealthy competitor trying to keep me from talking to my employees and interfering with my schedule?
Please. You can't con a con-pony.

192 FLAM
So, you knew what we were up to all along?

As Gladmane walks toward Flam, Fluttershy silently opens the curtains behind them, revealing the balcony overlooking the hotel.

193 GLADMANE
I suppose I should be impressed. You're the first ponies to ever figure out my trick. But as long as I can keep all my other employees convinced I'm their only real friend, I'll be okay. Do have any idea how difficult it is to keep all of them constantly bickering with each other? Not having to worry about you any more is actually a relief. Of course I'll have to come up with another way to deal with you...

194 FLUTTERSHY
Or not.

Gladmane turns to see the open curtain. He opens the glass door and looks out to see his employees - the Director, Trapeze Star, and both Animal Trainers - flanked on either side by Flim and Applejack who wave.

Flam leans down to the microphone on the desk. With the balcony door open, we hear his voice coming over the hotel speakers.

195 FLAM
You get all that, Flim?

196 FLIM
(calling up)
Loud and clear, Flam!

Gladmane turns back to Flam, in horror.

*

197 FLIM (CONT'D)
We knew you'd see right through the
fake rich pony bit and that you
wouldn't be able to resist gloating
about it.

*

*

*

*

*

Gladmane turns back to his employees, calling down to them.

*

198 GLADMANE
Friends! I can explain...

*

*

ON THE HOTEL FLOOR: The Director calls back.

*

199 DIRECTOR
I think you've done enough of that.
(holds a hoof to Star)
Darling?

*

*

*

*

Star takes the Director's hoof. She gives one <HMMPH!> to
Gladmane and the two of them start to walk out. The animal
trainers turn to each other.

*

*

*

200 TRAINER #1
I can't believe we let him almost
ruin our friendship.

*

201 TRAINER #2
And our act.
(shouting up to Gladmane)
Good luck finding another one.

*

*

They also turn and start to head out. From above, Gladmane
stares aghast as his staff exit.

*

*

202 GLADMANE
Wait! No! COME BACK!

*

*

203 FLUTTERSHY
(to Gladmane)
Now who shouldn't have tried to con
the con-ponies?

*

*

*

*

Gladmane's expression turns to panic as he races out of the
office after his staff. Fluttershy and Flam exchange a smile.

*

*

SC. 19 - INT. GLADMANE'S - DAY

Applejack, Fluttershy (no costume) walk across the resort.

204 APPLEJACK
So I guess the map wasn't on the
fritz after all.

205 FLUTTERSHY
I guess not. If it weren't for you
*being so determined to find anypony
to help other than* Flim and Flam,
we wouldn't have found those other
friendship problems.

206 APPLEJACK
And if it weren't for you wanting
to show kindness to even those two
con-ponies, we might never have
figured out how to expose Gladmane
for the *dishonest, manipulative*
pony he is.

Flim and Flam approach, *a bit timid.*

207 FLIM
(to Applejack)
*I know we haven't always seen eye
to eye. But even I have to admit,
we owe you for bringing us back
together.*

208 APPLEJACK
I don't suppose you'd pay me back
by giving up on all your tricks and
just helping ponies from now on?

The brothers look at each other, considering, then...

209 FLAM
*Or... we could use our skills to
help promote the betterment of Pony
Kind.*

210 FLUTTERSHY
I'm not sure how that would work.

Flim puts an arm around Fluttershy, while Flam puts an arm
around Applejack.

211 FLIM
Honestly, neither are we.

212 FLAM
But anything's worth a try.

With that, the brothers rush off. Fluttershy watches them go,
then turns to Applejack, smiling. Applejack sees her look.

213 APPLEJACK
All right, **maybe I've** been wrong
about those two after all. **Now I**
wonder what time the train back to
Ponyville leaves--

*
*
*
*

She reaches up into her hat, but there's no watch. A look of
anger washes over her face.

*
*

214 APPLEJACK (CONT'D)
Where's my **watch**!?! FLIM AND
FLAAAAAAM!!!

*

She SHAKES her FIST. Fluttershy covers her eyes.

*

FADE OUT

END