

As Recorded
April 19, 2017
w/ Dick & Rogers
(takes 1-57) Twilight

As Recorded
May 24, 2017
w/ Dick & Rogers
(takes 58-231)

As Recorded
May 31, 2017
w/ Dick & Rogers
(takes 232-250) Night Song

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MY LITTLE PONY
Season 8

Friendship University
Ep 816

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TEASER**SC. 1 - EXT. EQUESTRIA - HILLTOP - DAY**

A wizened, bearded pony in magical robes sits Buddha-like under a tree gazing thoughtfully at the horizon. This is STARSWIRL THE BEARDED.

PAN OVER as he magics up a quill and begins to write on the back of a postcard.

58 59

1 STARSWIRL
Dear Twilight, it is difficult to
express how grateful I am to you
for teaching me the power of
friendship...

DISSOLVE TO:

SC. 2 - EXT. EQUESTRIA - VARIOUS - MONTAGE

As Starswirl continues in V.O., we see him in various locations around Equestria:

SNOWY MOUNTAIN TOP - as Starswirl climbs, he looks back to see another PONY struggling with his gear. He uses his magic to help and they both reach the top together and smile.

2 STARSWIRL (V.O.)
...you would think after more than
a thousand years there would be
nothing left to learn...

NEIGHAGRA FALLS - where he and TREE HUGGER hoof-bump as they float in barrels toward the falls. But as they see the drop, their eyes go wide and Starswirl MAGICS them both to safety where they share relieved looks and smile.

3 STARSWIRL (V.O.)
...and yet even a pony as old as I
can continue to be surprised by how
much there is to know...

SILVER SHOALS - where Starswirl sits on the dock with an ARTIST PONY. They both have easels set up and appear to be painting the same thing. Starswirl looks from his crude depiction of a boat, to see the other Pony has rendered the sunset in vivid detail. Starswirl is embarrassed, but the Artist Pony looks at his painting and gives him an approving nod and smile.

DISSOLVE TO:

SC. 3 - INT. TWILIGHT'S SCHOOL - HEADMARE'S OFFICE - DAY

TWILIGHT reads from the postcard we saw Starswirl writing earlier. Across the room, RARITY listens, as Starswirl's voice DISSOLVES into Twilight's...

1 (2)

4 TWILIGHT

(reading)

...I hope you find these postcards enjoyable and I look forward to seeing you again, though I can't say when my journey will be complete. Your friend, Starswirl.

Twilight magics the postcard over to a WALL full of other postcards, ALL from Starswirl.

62

(63a)

5 RARITY

It must be gratifying to have your idol writing to you about the friendship lesson's he's learning.

1 (2)

6 TWILIGHT

I'm not sure I'll ever get used to it. Of course, if he really wants to learn about friendship, he could just come to our school.

Suddenly, COZY GLOW simultaneously <KNOCKS> and sticks her head in the door.

62

(63)

7 COZY GLOW

Professor Sparkle? The Mail Pony just came with um... a few things.

Twilight opens the door all the way to reveal a stack of LARGE CRATES. Rarity rushes over, <SQUEALING> with glee.

8 RARITY

The sewing machines I ordered for my class!

67 (68)

Cozy glow floats a stack of FLYERS over to Twilight.

9 COZY GLOW

These came too. I wasn't sure what to make of them.

69 70 A B 71 (72)

As Twilight looks over the direct mail-style parchment flyer, Rarity opens a crate to reveal a FANCY NEW SEWING MACHINE.

62 (63) 10 RARITY
These machines were costly, but I
am quite certain the friendship
lessons I can teach my students
with them will be invaluable.

11 *from Twilight* COZY GLOW 65 (66)
~~cool~~. What lessons are you going to
teach? | I

12 RARITY
I don't know yet.

Rarity looks over at Twilight to see her expression drop.

13 RARITY (CONT'D) 64
Don't worry, darling. I'll think of
something and I didn't use school
funds to buy these. I made the
purchase entirely with my own bits. |

34 (5) 14 TWILIGHT
It's not that. It's this.

Twilight floats the flyer over to Rarity - Cozy Glow looks
over her shoulder.

62 (63) 15 RARITY
(reads)
"Why waste your time at a
friendship school that's just a
school? Learn everything they teach
and more at Friendship University!"

Off their respective looks of shock...

END TEASER

MAIN TITLES

ACT ONE

SC. 4 - EXT. TWILIGHT'S SCHOOL - COURTYARD - MOMENTS LATER

Twilight walks out, studying the flyer as Rarity follows.

64 (65) 16 TWILIGHT
Who would open another friendship
school?

73 74 (75) 17 RARITY
I'm sure it's nothing to worry
about, dear.
(MORE)

73 74 75

RARITY (CONT'D)

You're the Princess of Friendship.
What could this other school
possibly offer?

But as Rarity talks, they come across a group of students
(SMOLDER, OCELLUS, GALLUS, etc.) chatting among themselves,
all holding their own copies of the flyer!

NOTE: The students don't see their teachers.

18 SMOLDER
It isn't just another friendship
school - it's a University!

19 OCELLUS
It says they teach "the same
lessons of competing schools in
half the time." That's twice the
learning!

20 GALLUS
And it's in Las Pegasus? If
Professor Rarity let's us skip her
sewing class ~~I say we~~ ROAD TRIP!

76 77 78 79

The students trot off leaving Twilight and Rarity staring
after, dumbstruck. Then...

21 RARITY
I think we need to look into this
school.

80 81 82

Off Twilight's decisive nod...

SC. 5 - EXT. LAS PEGASUS - "FRIENDSHIP UNIVERSITY" - DAY

Twilight and Rarity stare up at a nondescript building.
Beyond it the rides and attractions of LAS PEGASUS can be
seen in the distance. Rarity looks at it, unimpressed.

85 86 87

22 RARITY (CONT'D)
I don't want to judge based solely
on appearances, but... What kind of
friendship school is this?!

An excited STUDENT walks by carrying a stack of WORKSHEETS.

23 STUDENT
Only the best friendship school in
the West-- (leaning in) and maybe
all of Equestria.

88

23A

89B 90

Several more PONIES rush through the doors, excited. Rarity and Twilight share a confused look and follow.

SC. 6 - INT. "FRIENDSHIP U." - BANQUET ROOM - SOON AFTER

23B

91 92

A stage sits at one end of the room in front of rows of eager PONIES all chatting excitedly.

Twilight and Rarity work their way to the front of the crowded audience. Twilight looks around at all the potential "students."

8h 9

24 TWILIGHT
(aside to Rarity)
There's more ponies in here than at our whole school. Who is running this place?

Suddenly, the VOICES of two announcers (soon to be revealed as Flim and Flam) ring out.

94 95

25 VOICE 1(FLIM) (O.S.)
Welcome, friends. You are about to embark on a journey of amazing magnitude, one that will change your lives forever.

26 VOICE 2(FLAM) (O.S.)
Prepare yourselves to embrace a new path and become students of...

96 97 98 99

The audience is on the edge of their seats, including Twilight and Rarity, eager to see who is running this show.

The lights DIM and SPOTLIGHTS SWIRL as <MUSIC> swells, then--

26A

93AB

--From behind a curtain, FLIM & FLAM prance out onto the stage to the audience's <CHEERS>!!

98

27 FLIM & FLAM
FRIENDSHIP U!

Twilight rolls her eyes.

10A B

28 TWILIGHT
Flim and Flam. Of course.

Rarity leans in.

94 95

29 RARITY
Good thing Applejack didn't come.

Song
↓

<MUSIC UP> as Flim and Flam go into a well-choreographed SONG!

30 FLIM
If you're alone and can't make
friends we understand your plight.

31 FLAM
And before now, there was only one
way how your friendships could take
flight.

32 FLIM
There is a school, far away, that
can teach you what to know.

33 FLAM
But if you lived here, you couldn't
stay, to learn you'd have to go.

34 FLIM
Now there is an alternative to all
that adversity.

35 FLAM
And not just a school, I'll have
you know, but a whole University!

35A 100 101 102
The audience <OOHS> and <AHHS> Twilight and Rarity shake
their heads. They can't believe anypony is buying this.

36 FLIM & FLAM
<chorus>
At Friendship U our aim is true, in
a city, not some backwater,
You'll learn the things you need to
know at your new alma mater!

With a flourish, Flim and Flam pull a sheet off of a large
BLACKBOARD (like a magician's reveal). On the board are
written complex equations, charts, and graphs.

37 FLIM
As you can see we're a success by
any kind of stat.

11 13
|
|

38 TWILIGHT (O.S.)
That may be so, for all I know, but
I still smell a rat.

Flim and Flam peer into the audience as the song stops and
the spot lights all train on Twilight. Flim and Flam share a
quick look, then continue without missing a beat.

Song
↓

39 FLIM
Everypony lookie here, that other
school's headmare!

40 FLAM
Her presence is a testament to the
mutual respect we share.

Twilight tries to interject, but Flim and Flam sing over her.

12A6
||

15
↓

41 TWILIGHT
What? No it isn't!

42 FLIM
It really is the final piece to
make our work here sing.

43 FLAM
To have the Friendship Princess
come and give us her blessing.

43A 103
The audience bursts into <CHEERS>. Twilight tries to talk,
but the music and crowd drown her out.

13AB
||

15
|

44 TWILIGHT
Wait. That's not--

45 FLIM & FLAM
<chorus>
At Friendship U we teach to you,
all of our friendship knowledge,
You'll learn the things you need to
know at our new friendship college!

14AB
||

46 TWILIGHT
But how can anypony learn
friendship in half the time!

47 FLIM
(nods)
Our coursework's so accelerated, to
take longer'd be a crime.

48 FLAM
And the lessons that we teach have
been reviewed and checked and
edited.

49 FLIM
Which might explain why our
school's about to be accredited!

49A 104AB
||

Confetti cannons go off on either side of the stage as the
audience <SHOUTS> and <CHEERS>

Song

50 FLIM & FLAM
 <chorus>
 At Friendship U, oh yes it's true,
 The Princess of Friendship agrees.
 It's the only school in Equestria,
 to give out friendship degrees!

The crowd claps along as the music crescendos in a big finish. <MUSIC OUT> as Flim and Flam nod to the cheering crowd. Rarity and Twilight share a confused look.

16A
 105 106

51 TWILIGHT
 Accredited?

52 FLAM
 It means officially recognized or authorized.

53 RARITY
 We know what it means. But who would accredit this place?

108 109 110
 A-1st line
 B-2nd line

A voice (NEIGHSAY) comes from behind them.
 232 233

54 NEIGHSAY (O.S.)
 Why, the EEA, of course.

Everypony turns to see NEIGHSAY step forward from the back of the room! Twilight stares at him in shock.
 16A 17

55 TWILIGHT
 Chancellor Neighsay?

Neighsay walks up to Twilight with a cool smile.
 232 233

56 NEIGHSAY
 The Equestria Educational Association has taken an interest in institutions that teach friendship in a pony-first environment. Surely you didn't think your school has a monopoly on the concept?

B G
 234 235 236

57 RARITY
 Well, she did write the book on it.

58 NEIGHSAY
 Ah, yes. "How to teach friendship to creatures who will one day use it as a weapon against us."

G
 237

18 19
↓ ↓

59 TWILIGHT
How could they use friendship as a weapon?

232 233
↓ ↓

60 NEIGHSAY
You tell me, it's your book. Meantime, this university appears to be a promising option for ponies who'd prefer to stick to the EEA book on the subject.

238 239
| |

Twilight points at Flim and Flam.

18 19
↓ ↓

61 TWILIGHT
You can't be serious. They're obviously up to something. It's Flim and Flam!

All the ponies around Twilight and Rarity <GASP>... and take a step back from them.

Both Flim and Flam put a hoof to their chests - "wounded."

115 116
↓ ↓

62 FLIM
Well, that certainly wasn't friendly.

232 233
↓ ↓

63 NEIGHSAY
One would think the headmare of a school of friendship, albeit an unaccredited one, would behave differently. Unless she was trying to undermine the competition?

240 241 242
| | |

Another <GASP> from the audience. Twilight stammers.

18 19
↓ ↓

64 TWILIGHT
I... No... What? I am not!

One AUDIENCE PONY nods, suspicious, and turns to another.

115 116
↓ ↓

65 AUDIENCE PONY
I did think the Princess of Friendship would be friendlier.

117 118 119
| | |

Flam turns to the audience.

↓ ↓

66 FLAM
Now, now fillies and gentlecolts, let's show the Princess just how friendly we are by signing up for some classes!

120
|

66A 113 114
The crowd let's out a <CHEER> and follows Flam over to a table to sign up. Flim turns to Neighsay.

115 116
67 FLIM
Why don't I show you around?

With that, Flim leads Neighsay out of the room. Rarity and Twilight follow.

SC. 7 - INT. FRIENDSHIP U - HALLWAY - CONTINUOUS

Twilight and Rarity rush down the hall after Flim and Neighsay.

20 21
68 TWILIGHT
I'm sorry, but approval from the EEA won't convince me this school is what you promise.

Flim stops at a door and turns to Twilight, a gleam in his eye.

171 22
69 FLIM
And what would it take to convince you?

20 21
70 TWILIGHT
Well, somepony who's opinion I respect, for one.

121 122
71 FLIM
Really? Somepony you respect, eh? Somepony like... this?

With that, Flim opens the door and gestures inside. Neighsay, Rarity and Twilight all look inside to see--

STARSWIRL THE BEARDED! The great wizard sits at a desk filling out a stack of the same WORKSHEETS we saw the Student Pony carrying earlier! He looks up at them and smiles.

122
72 STARSWIRL
Twilight?

Off Twilight's look of complete and utter shock we...

END ACT ONE

126 ABC 127 ABC
ACT TWO

SC. 8 - INT. FRIENDSHIP U - RESUME

Twilight stares gobsmacked at Starswirl. Flim seems to enjoy her reaction.

24 (25)

73 TWILIGHT
Starswirl?! What are you doing here?

Starswirl lifts up the worksheets.

128 129

74 STARSWIRL
Why, studying friendship at Flim and Flam's wonderful school!

75 RARITY
Oh, please. I think I know a disguise when I see one. Take off the beard... FLAM!

With that, Rarity marches over and YANKS on Starswirl's Beard. He gives a <YELP> just as Flam appears behind them.

76 FLAM
How's it going in here?

Rarity looks back at Starswirl, horrified.

77 STARSWIRL
(rubbing his face) It's really me.

Neighsay steps forward, stunned.

243 244 245

78 NEIGHSAY
I'd heard rumors you'd returned, but I didn't believe it until now. And if a pony of your stature is studying here, there really isn't anything else I need to see.

As Twilight and Rarity look on in horror, Neighsay turns to Flim.

79 NEIGHSAY (CONT'D)
I, Chancellor Neighsay, hereby confer upon Friendship University complete and unreserved EEA accreditation!

Twilight turns to Starswirl, reeling.

24 (25)

80 TWILIGHT
I-- I don't understand. Why would you come here and not my school?

Starswirl looks at her, surprised.

133 134 135

81 STARSWIRL
My travels brought me to Las Pegasus. I didn't come for the school, but Flim and Flam convinced me to try it out.

24 25

82 TWILIGHT
You can't trust Flim and Flam! They-
- They tried to con the Apples out of their farm! They sold fake health tonic! They run a resort in Las Pegasus!

133

135

83 FLAM
Technically, our resort is a legitimate business.

140 141 142

Starswirl puts a gentle but firm hoof on Twilight's shoulder.

84 STARSWIRL
I spent a thousand years thinking the worst of a "bad" pony. You taught me to look for the best in him. Whatever Flim and Flam's past may be, starting this school shows they want to change for the better.

138 139

Twilight looks over at the brothers who give her innocent "Who, us?" smiles.

24 25

85 TWILIGHT
I wish I could believe that.

133

135

86 STARSWIRL
Besides, what's untrustworthy about opening a school of friendship? They don't even charge for classes.

Twilight looks at the brothers, suddenly unsure.

24 25

87 TWILIGHT
I don't know. But I know they are up to something and until I find out what, I'm begging you, come to my school instead.

Flim and Flam exchange looks of disbelief. Neighsay shakes his head, piteously.

248 249

88 NEIGHSAY
I understand feeling threatened by competition.
(MORE)

250

248 249

NEIGHSAY (CONT'D)

But, my word Princess, I wonder if the ill-manners of the creatures at your school aren't contagious. I think I will take my leave before I become infected.

250

With that, Neighsay exits. Flim and Flam take a step back and cover their muzzles. Speechless, she turns to Starswirl.

133 135

89

STARSWIRL

Twilight, I promise I'll visit your school soon, but for now, perhaps it's best if you return there.

136 137

Off Twilight, dejected...

SC. 9 - EXT. FRIENDSHIP U - LATER

Twilight and Rarity exit the building, confused and despondent.

26 27

90

TWILIGHT

You don't think they're running an actual friendship school, do you?

143 144

91

RARITY

Darling, of course not. Which is why we have investigate!

26 27

92

TWILIGHT

But we can't go poking around the school. Everypony'll think I'm still just "threatened by the competition."

143 144

93

RARITY

Only if we do it as ourselves...

145

Off Twilight's intrigued look...

SC. 10 - INT. FRIENDSHIP U - HALLWAY - MOMENTS LATER

Rarity walks out from behind a corner wearing a grungy plaid button-down shirt that's two-sizes too big, a backwards ball cap, and a bandanna around one leg (in a not gang way). The long shirttails cover her cutie mark. Her mane is a mess.

146 148

94

RARITY

In these disguises we could pass as students at out own school.

Twilight's voice comes from behind the corner.

29 30
 ↓ ↓
 146 148
 ↓ ↓
 Twilight walks out wearing an eye patch.
 29 30
 ↓ ↓
 95 TWILIGHT (O.S.)
 I don't know, Rarity...
 96 RARITY
 Ah-ah... What did I say about using
 our real names?
 Twilight walks out wearing an eye patch.
 29 30
 ↓ ↓
 The Student Pony they saw earlier walks up. He looks them up
 and down.
 146 148
 ↓ ↓
 98 STUDENT
 Hey strangers-- Are you two new
 here?
 99 RARITY
 We sure are. Completely new!
 100 STUDENT
 Great! See you in class!
 The Student Pony heads off. Rarity looks at Twilight: "See?"
 101 RARITY
 Now, I've read enough Shadow Spade
 to know the key to going undercover
 is rehearsing your backstory.
 <AHM> I'm "Plainity" and I love
 bland-old-normal stuff. No frills
 for me. OK, your turn.
 Twilight rolls her visible eye.
 29 30
 ↓ ↓
 146 148
 ↓ ↓
 102 TWILIGHT
 My name's Eyepatch... I have an
 eyepatch.
 103 RARITY
 Perfect! Now, how shall we start
 our investigation?
 Twilight looks at Rarity and <SIGHS>.
 29 30
 ↓ ↓
 104 TWILIGHT
 I think we should split up. You
 enroll in some classes and find out
 what they're actually teaching.
 (MORE)

29 (30)

TWILIGHT (CONT'D)

I'll look around to see what I can
find - assuming I'm not recognized.

Almost immediately, another STUDENT walks up to Twilight.

147 (148)

105 STUDENT 2

You look like a student who knows
her way around. Can you show me
where the front office is?

Off Rarity's satisfied look to Twilight...

SC. 11 - INT. FRIENDSHIP U - HALLWAY - LATER

Twilight (still in her "eye patch" disguise) walks down
another hall and comes upon two MORE STUDENTS.

31 (32)

106 TWILIGHT

Hi there. I was just wondering what
you all think of the lesson plans
here at 'ol Friendship U?

The students exchange a look.

153 (154)

107 STUDENT 3

Actually, we were just debating
which was more important. Loyalty
or Honesty.

31 (32)

108 TWILIGHT

(shocked)
Really?

Student 3 nods and points at a door.

153 (154)

109 STUDENT 3

We were going to research it in the
library, but it's after hours.

31 (32)

110 TWILIGHT

Library, eh?

Twilight heads over to the door.

111 TWILIGHT (CONT'D)

(sotto)
I bet their "library" doesn't even
have any--

She charges her horn to open the door, when it swings wide
and another STUDENT walks out floating a giant stack of BOOKS
in front of him.

31 32
112 TWILIGHT (CONT'D)
--BOOKS.

The student notes her staring at him.

153 154 155 156
113 STUDENT 4
(self-conscious)
I'm really behind on my reading.

Off Twilight's frustrated expression...

SC. 12 - INT. FRIENDSHIP CLASSROOM - LATER

Rarity (as "Plainity") sits at a desk surrounded by a few other NEW STUDENT PONIES who all look up when Flam walks in.

159 160
114 FLAM
Welcome newest students! Let's dive right in, shall we? One of the most important elements of friendship is being thoughtful, true or false?

155 156
All the students' hooves go up. Flam looks out and points to Rarity/Plainity.

160
115 RARITY
If by thoughtful you mean generous, I'd say true.

116 FLAM
Correct! It was a trick question. Very impressive Ms...?

117 RARITY
Plainity.

118 FLAM
Well, Ms. Plainity, keep it up and you'll be ready for our next level in no time!

157 158
There is a general HUBBUB of admiration among the students. Rarity sits up straighter, pleased with herself. Flam sits down at the desk and props his hooves up.

119 FLAM (CONT'D)
Now, let's see if you can demonstrate for the class. What's something generous you could do for me right now?

162 163

19A 161
Rarity thinks for a moment, then <ZIPS> away, and <ZIPS> back with a pillow and a bunch of grapes. She puts the pillow behind Flam's head, and starts feeding him the grapes.

159 160 161

120 FLAM (CONT'D)
Class, Plainity, here, is now my star pupil. If any of you want a chance at studying with Starswirl, I'd take notes on her every action.

Everypony in class leans forward and takes copious notes. Rarity looks around, seeing all eyes on her, and smiles.

SC. 13 - INT. FRIENDSHIP U - OFFICE - DAY

The door opens, and Twilight (still disguised as "Eyepatch") peers inside: Two desks, each with a picture of Flim and Flam, respectively, hanging behind it. Twilight "calls" out in a whisper.

34 35

121 TWILIGHT
Hello? The door is open so I'll just assume it's okay to come in and look around unless somepony says it's not...

The empty office doesn't answer.

122 TWILIGHT (CONT'D)
All right then.

With that, Twilight enters and looks through the stacks of WORKSHEETS on the brothers' desks. She floats one up.

123 TWILIGHT (CONT'D)
(reading)
"The Element of Laughter and its applications..." Okay, that seems pretty genuine.

She finds another.

4 4
↓ ↓

124 TWILIGHT (CONT'D)
(reads)
"When to support your friends' decisions and when to talk sense..." Huh, that's actually kind of interesting.

She spots one more.

34 35 (36) 125 TWILIGHT (CONT'D)
 Ah-ha! (then, reading) "Friendship
 University's true goal... is to
 help friends become better
 friends?" (exasperated) Where is
 the proof that it's all a scam!?

164 165 166 167 126 FLAM (O.S.)
 There isn't any...

The lights in the room turn on, and Twilight spins to see
 Flim and Flam standing in the doorway. Flim uses his magic to
 yank Twilight's eye patch off.

127 FLIM (176 A B C D E)
 ...Twilight Sparkle! I I I I

With that, Flam pulls out a camera to snap a shot of
 Twilight's shocked, horrified, and "unmasked" face.

128 FLIM (CONT'D)
 Did you really think an eye patch
 was enough of a disguise?

34 35 129 TWILIGHT
 No, I didn't!

Flam pulls the picture out of the camera and holds it up: A
 disheveled and nefarious Twilight hunched menacingly over one
 of the brother's desks - caught snooping!

164 167 130 FLAM
 Then we agree that everypony will
 recognize the Princess of
 Friendship in this photo of you
 sneaking into our office.

131 FLIM
 I can see the headline now,
 "Princess of Jealousy! Twilight
 Sparkle bent on ruining her
 competition!"

132 FLAM
 (shaking his head)
 A news story like that would ruin
 your reputation. No pony will want
 to go to your school after that.

Off Twilight's look of horror we...

END ACT TWO

ACT THREE

SC. 14 - INT. FRIENDSHIP U - OFFICE - RESUME

Flim and Flam prance victoriously around Twilight waving their incriminating photo.

164 177

133 FLAM
Just wait until the papers get a hold of this.

134 FLIM
Princess Unhinged! It'll be the talk of Equestria.

186
187

Just then, Starswirl appears in the doorway floating a stack of WORKSHEETS in front of him.

135 STARSWIRL
Well, gentleponies, I've finished another stack. The lessons in these worksheets are quite fascinating... (spotting Twilight) Twilight? What's going on here?

179 180 181

136 FLIM
Just your protégé getting caught snooping in our office in disguise - sort of.

Flam shows Starswirl the photo.

137 FLAM
Honestly, Princess Twilight, envy does not look good on you.

182 183 184 185

37 38

138 TWILIGHT
I'm not envious! (to Starswirl) I know these two are up to something. I'm just trying to find out what!

Starswirl looks up from the picture shaking his head in disappointment.

164 177

139 STARSWIRL
The only pony I see who's up to something is the pony in this picture - and it is not the Princess I know.

With that Starswirl hands the photo back to Flim and exits. Flim studies the picture, then turns to Twilight.

140 FLIM
Well, it's about to be the Princess all of Equestria knows.

178

164 177
 141 FLAM
 (to Twilight)
 Unless... you decided to drop the whole, "uncover the scam" thing.
 178 188
 142 FLIM
 Then we'll rip this silly picture up and not let it completely and utterly ruin you and your school.
 142A 39AB
 Off Twilight, defeated...

SC. 15 - INT. FRIENDSHIP U - HALLWAY - MOMENTS LATER

Rarity stands with a group of STUDENTS from her class. They crowd around her, taking notes-- wanting to learn more.

189 190
 143 RARITY
 You can be generous with all sorts of things. Gifts, compliments, your time...

The students write it all down as they head down the hall marveling at it all to each other.

144 OTHER STUDENTS
 It makes so much sense!/She knows so much!/She's the best student in class!/etc...

Rarity watches them go, pleased, then spots Twilight (sans eye patch) walking up.

189 190 192
 145 RARITY
 Hey Eyepatch! (whispered aside)
 Where's your eyepatch? <GASP> Was your cover blown?

40 41 42
 146 TWILIGHT
 You could say that. Flim and Flam took a picture of me sneaking into their office.

189 190 192
 147 RARITY
 Were you wearing the eye patch?
 Twilight just gives her a look.

40 41
 148 TWILIGHT
 If I don't stop investigating, they're going to tell everypony that I'm trying to sabotage their school because I'm jealous.

189 190 192
↓ ↓ ↓
40 41

149 RARITY
But that's ridiculous.

150 TWILIGHT
I don't know. Maybe I am just upset
that Starswirl came here instead of
my school. Flim and Flam might have
turned over a new leaf. We should
probably just go home.

189 190 192
↓ ↓ ↓
40 41

151 RARITY
Twilight, you are not the kind of
pony to let your emotions cloud
your judgement. If you think Flim
and Flam are up to no good you
can't give up-- even if their
lessons are impressive.

152 TWILIGHT
Wait. WHAT!?

189 190 192
↓ ↓ ↓
40 41

153 RARITY
Which reminds me. Can you get a
message to Spike. I want to return
those sewing machines. I need the
bits if I want to keep advancing
here. Tuition is free but the
worksheets sure aren't.

Rarity floats up a set of worksheets. Twilight looks from
Rarity's worksheets to the ones other students carry as they
pass by. Twilight floats up one of Rarity's pages.

154 TWILIGHT
Flim & Flam are charging for these?

189 190 192
↓ ↓ ↓
40 41

155 RARITY
Well, they have to cover expenses,
and Flam insists anything extra
goes to improving the school and...

Twilight stares for a moment as Rarity listens to what she
just said. Rarity looks at her worksheets, then back to
Twilight.

156 RARITY (CONT'D) 191
This is the scam, isn't it? |

157 TWILIGHT
Let's find out!

Off Twilight's look of resolve...

SC. 16 - INT. FRIENDSHIP U - HALLWAY - SOON AFTER

Starswirl stands with Flim and Flam who hand him another STACK of worksheets. Starswirl floats them a SINGLE BIT.

194 195

158 STARSWIRL
These lessons are so valuable. Are you sure I can't give you more?

159 FLAM
Unnecessary! Being able to share them with a pony like you is our real reward.

With that, Starswirl shrugs and walks off.

A DESTITUTE PONY walks up next. He also gives Flim and Flam a bit. Flam looks at it and frowns.

196

195

160 FLAM (CONT'D)
Tsk-tsk. And you want to study alongside Starswirl?

161 DESTITUTE PONY
It's all I have.

Flim takes a SINGLE WORKSHEET and rips it in half. He hands half to the Destitute Pony.

162 FLIM
Come back for the rest when you can afford it.

163 DESTITUTE PONY
I'll sell the shirt off my back!

164 FLAM
That's the kind of determination that'll get you to the next level, student who's name I know!

All smiles, the Destitute Pony rushes off past--

TWILIGHT AND RARITY - who've been hiding around the corner watching. They share a look of relief they weren't spotted.

165 RARITY
Twilight, maybe I should take over the investigation. Think of your reputation!

43 44
| |

166 TWILIGHT
My reputation isn't worth much if I
won't risk it for what I think is
right. Besides, I have a plan.

Off the two of them huddling up...

SC. 17 - INT. FRIENDSHIP U - OFFICE - LATER

Flam and Flam walk up to their office. They look to see if
anypony's around, then head inside. Twilight hot on their
tail, sneaks up and peers through the doorway.

Inside, the brothers stand behind their desks and nod,
simultaneously flipping a hidden SWITCH. Behind them, the
wall with their portraits, slides open and they walk through.

IN THE DOORWAY - Twilight waits for the coast to clear, then
rushes after.

SC. 18 - INT. FRIENDSHIP U - SECRET ROOM - CONTINUOUS

In a large room, Flim climbs a ladder, and drops the BITS
they just collected into a tall, clear tube with markings on
it like the "thermometers" used for fund-raisers. It's about
three quarters full of bits.

201 202 203
| | |

167 FLIM
Well, brother of mine, we've got
almost all the bits we need to
expand our resort. If we add another
level of classes - and worksheets -
we'll be there!

Flam walks over to a table with a model of the Las Pegasus
strip. Their resort sits in the middle - several new
structures surrounding it.

168 FLAM
Maybe we should add two levels,
just to be safe.

He hits a button and the model starts to MOVE-- Featuring
working miniature search lights, an operating miniature
Ferris wheel, actual mini flowing fountains, etc. Flim walks
up and puts a hoof around his brother.

169 FLIM
It's a thing of beauty-- But I was
thinking, what if we added another
extreme pool slide HERE?

Flim points out a place for a new pool. Flam nods, considering, then pointing to another part of the model.

201 203

170 FLAM
Sure, as long as the pipes for the musical chocolate fountain go through HERE.

Twilight appears between them and points to another section.

45 47

171 TWILIGHT (O.S.)
But shouldn't it go closer to the pudding hot tub HERE?

48

201 203

172 FLIM
Fair point, but-- WHAT?!

The Brothers both look up, SUDDENLY REALIZING that Twilight's there!

45 47

173 TWILIGHT
I knew your school was a scam.

201 203 204

174 FLIM
Well, well, well. If it isn't the Princess of Jealousy. I guess we'll be going to the papers after all.

212

45 46 47

175 TWILIGHT
Fine. And I suppose I'll just lead your students into this secret room of bits and resort expansion plans!

Flim and Flam exchange a look.

201¹⁵ 204

176 FLAM
Let's not get hasty. You have something on us, we have something on you. Let's just call it even.

213 214

46 47

177 TWILIGHT
I don't think so. You can destroy my reputation if you want, but using your students' bits to expand your resort is wrong -- even if the lessons you teach are good ones.

201¹⁵ 204

178 FLAM
Of course they're good. We copied them from your book.

With that, Flim pulls a giant tome off of a shelf and sets it on the table.

201 204
↓ ↓

179 FLIM
We just skipped every other page.
"All the lessons, half the time!"

215 AB

Twilight rolls her eyes.

46 47
| |

180 TWILIGHT
Fine. If you really want to call it even, give back the bits and stop charging for my lessons. Then you can teach them as much as you like.

Flim & Flam look at one another. Considering. Then--

201 204
| |

181 FLIM & FLAM
Nah!

211 AB

204

182 FLIM
Running a school is more work than we thought. Besides, we almost have everything we need.

With that, Flim and Flam hoist up the giant thermometer of bits and head for the door on the other side of the room.

216 217
| |

216 217

183 FLAM
At least Starswirl the Beardo doesn't know the truth yet. Maybe we can take him on a "tour of friendship" and charge admission for the rest?

208 209 210
| | |

They ~~magic~~ open the door to reveal Rarity.

204

184 RARITY
(grand)
I think not!

Flim and Flam stare at her puzzled.

4 6
| |

185 FLAM
Plainity? My star pupil?

186 RARITY
Not Plainity, but... (whipping off her costume) Rarity!

187
Who?

FLIM

207 ABC
| | |

201

188 RARITY
Twilight thought I could use my
status as star pupil to bring
somepony else here to listen to
everything you just said.

Rarity steps aside to reveal Starswirl. He stares at the
componies with a dower expression.

205

189 FLIM
Heeeeey... Starswirl. We were just
about to--

206

205

190 STARSWIRL
Return the bits you've collected
from your students and close your
school?

191 FLAM
Yeah. That.

Off Starswirl's stern nod...

SC. 19 - EXT. FRIENDSHIP U - LATER

Under Rarity's watchful eye, Flim and Flam begrudgingly
return the bits to an eager collection of students. Starswirl
and Twilight stand off to the side.

218 219 220

192 STARSWIRL
It seems I'll never stop learning
from your example, Twilight. It is
a valuable lesson to stand up for
what you know is true. I wish I had
known it too.

49 AB 50

193 TWILIGHT
Don't feel bad, Starswirl. Flim and
Flam have a lot of experience
fooling ponies.

51

Twilight looks at Flim who can't seem to let go of the bit
he's giving back to a Student. Rarity eyeballs him and he
relinquishes it.

218 220

194 STUDENT
Thanks for returning our bits, but
how are we going to learn about
friendship now?

225 226

The others <MUMBLE> with concern. Starswirl walks over and
turns to Twilight with a smile.

194A

218 220

195 STARSWIRL
Well, I can refer you to a fairly reputable establishment just outside of Ponyville. I'm quite certain the headmare would consider letting you in.

221 222 (223)

Twilight nods and the students all <CHEER> as they surround Twilight, causing <EXCITED WALLA>.

In the commotion, Flim & Flam try to sneak away-- but Rarity grabs them by their vests. Off the conponies' dejected looks...

being somewhere?

SC. 20 - INT. TWILIGHT'S CASTLE - DAY

Twilight sits at her desk, reading another postcard as Rarity listens.

54 (55) 56

196 TWILIGHT
(reading)
"...we didn't have conponies a thousand years ago. I should probably go back to wandering Equestria to learn more about the modern world. Of course if I ever go to a school again, I'll make sure it's yours. In friendship, Starswirl."

229 (230)

197 RARITY
I still don't understand how Flim and Flam could have gotten a copy of your book.

Like in the teaser, Cozy Glow simultaneously <KNOCKS> and sticks her head in the door.

198 COZY GLOW
I finished straightening up in the library. Professor Rarity, I just wanted to make sure you're definitely keeping these.

With that, she opens the door to reveal the CRATES of sewing machines are still there.

229

230⁴

199 RARITY
Of course, darling. If there's one
thing I learned at Friendship
University, it's not to give up
when you know what's right and I
know teaching friendship lessons
with sewing is right!

(beat)

I just need to figure out how.

Off Twilight and Cozy Glow sharing a smirk we...

FADE OUT

END

199A

57

231¹⁰C

199B