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MY LITTLE PONY
Season 8

Friend University
Ep 816

Teleplay 1st Draft

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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.

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:

MOUNT EVERHOOF - as Starswirl climbs, he looks back to see a SHERPA PONY struggling with his gear. He uses his magic to help and they 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 float in barrels toward the drop. As their eyes go wide, Starswirl MAGICS them both out of the water and down to safety at the base of falls, 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...

HORSESHOE BAY - where Starswirl comes upon a group of DRUM CIRCLE PONIES. He gives them a dubious look until one of them offers him a drum and he joins in, sharing smiles as the sun sets and we...

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...

4 TWILIGHT
(reading)
...I hope you find these postcards enjoyable and I look forward to seeing you again, though there is still so much to learn, I'm not sure my journey will ever be complete. Your friend, Starswirl.

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

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

6 TWILIGHT
I'm not sure I'll ever get used to it. But I can't help thinking, if he really wants to learn about friendship, why not come here?

7 RARITY
(agreeing)
You are the Princess of it and run the only school that teaches it.

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

8 COZY GLOW
Um... Princess Twilight? The Mail Pony just came and, well, there's a few things...

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

9 RARITY
The sewing machines I ordered for my class!
(off their looks)
I'm quite certain the cross-stitch is the greatest example of how things that work together are stronger than things, or ponies, by themselves.

10 COZY GLOW
Can't argue with that!

Twilight looks over at a stack of MAIL on one of the crates. A direct mail-style FLYER sits on top. As she magics it over and reads, her expression drops. The others notice.

11 RARITY
Darling, the sewing machines were expensive, but I really think they'll be worth it.

12 TWILIGHT
It's not that. It's this.

She floats the flyer over to Rarity - Cozy Glow trying to read over her shoulder. *

13 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.

14 TWILIGHT
Who would open another friendship school?

15 RARITY
I'm sure it's nothing to worry about, dear. You're the Princess of Friendship. What could this other school possibly offer?

But as Rarity talks, they come across a group of their students talking among themselves, all holding their own copies of the flyer!

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

17 GALLUS
It says here they teach "the same
lessons of competing schools in
half the time!"

18 SANDBAR
And it's in Las Pegasus? I know
Rarity has those sewing classes
planned, but maybe we should check
this place out.

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

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

Off Twilight's decisive nod...

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

*

Twilight and Rarity stare up at a nondescript office park-
style structure. Beyond it the rides and attractions of LAS
PEGASUS can be seen in the distance.

20 RARITY
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.

21 STUDENT
Only the best friendship school in
the west-- (leaning in) and maybe
all of Equestria. Who wouldn't want
to learn all there is to know about
friendship in half the time?

With that the student rushes into the building. Twilight
stares after perplexed.

22 TWILIGHT
Half the time of what?!

Several more PONIES rush toward the doors, excited.

23 OTHER PONY
Come on! The orientation's about to
start.

Rarity and Twilight share a confused look and follow.

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

*

A stage has been set up at one end of the room in front of rows of folding chairs - all filled with eager PONIES chatting excitedly.

Twilight and Rarity work their way into the crowded audience. Twilight looks around at all the new "students."

24 TWILIGHT
 (aside to Rarity)
This is already more students than
we have. Who is running this place?

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

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

26 EVERYPONY
<AMAZED WALLAH>

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

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--

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

28 FLIM & FLAM
FRIENDSHIP U!

Twilight rolls her eyes. Rarity stares flatly.

29 RARITY
Oh. Yes. Of course.

Flim and Flam go into a well-choreographed SONG!

30 FLIM
You say your life has no direction--

31 FLAM
You don't know where to go--

32 FLIM
Well turn that frown upside down--

33 FLAM
And listen to what we know!

Twilight and Rarity shake their heads. They can't believe the audience is buying any of this.

34 FLIM & FLAM
*Friendship isn't a mystery/
Friendship isn't a game/ When you
study at Friendship U/ Your life
will never be the same!*

The brothers parade across the stage, singling out amazed ponies and singing to them.

35 FLIM
Look at you now, so much potential--

36 FLAM
*You think you'll fail? We say
"never"!--*

37 FLIM
*Our instructions in how to unlock
friendship's secrets--*

38 FLAM
Will change your life forever--

39 FLIM & FLAM
*Friendship isn't a mystery/
Friendship isn't a game/ When you
study at Friendship U/ Your life
will never be the same!*

Flim brings a POTENTIAL STUDENT to her feet. She looks around sheepishly as he sings.

40 FLIM
*I know what you're thinking, can I
afford this?*

41 FLAM
*But when tuition is free, how can
you not?*

42 POTENTIAL STUDENT
*But are you good teachers? How will
I know?*

43 FLIM
*Start with us today, and amazement
at our skills will be your only
thought!*

The song continues to roars of <APPLAUSE>! The Potential Student and the crowd go wild-- Except for Twilight and Rarity, who FUME.

Flim and Flam walk to the center of the stage, magically pulling out a long LIST of students. The music continues as they begin a "spoken word" section over the song.

44 FLAM
What do we have here? Why, it's
this year's enrollment list!

45 FLIM
Wow, it looks almost full!

46 FLAM
Because it almost is! But there's
still a few spots left... Anypony
interested?

The entire place ERUPTS!

47 EVERYPONY
Me!/Sign me up!/I need this!

48 FLIM
Okay, okay, now that's the kind of
enthusiasm I like, because--

49 FLIM & FLAM
*Friendship isn't a mystery/
Friendship isn't a game/ When you
study at Friendship U/ Your life
will never be the same!*

50 TWILIGHT (O.S.)
YOU'RE RIGHT!

<NEEDLE SCRATCH>! The music stops as everypony turns to see Twilight standing in the audience.

51 TWILIGHT (CONT'D)
Friendship isn't a game. So I'd
like to know just what in Equestria
you two think you are doing!?

Flim and Flam share a look, then turn to the audience without missing a beat.

52 FLIM
If it isn't Twilight Sparkle, the
Princess of Friendship, herself.
(then, to Twilight) I'm not sure I
understand your question.

Rarity stands.

53 RARITY
Oh, come on. (then, to the
audience) This is Flim and Flam,
the two most notorious con-ponies
in all of Equestria.

54 FLAM
If by "con-ponies" you mean
"successful businessponies," then
I'd have to agree--

55 FLIM
--Because that's what we are. If we
weren't, do you think you could
start a soon-to-be *accredited*
Friendship University like this?

Twilight stares, suspicious.

56 TWILIGHT
Accredited by who?

A voice (NEIGHSAY) comes from behind them.

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

Everypony turns to see NEIGHSAY step forward from the back of the room!

58 TWILIGHT
Chancellor Neighsay?

Neighsay walks up to Twilight with a cool smile.

59 NEIGHSAY
Surely you didn't think you had a
monopoly on teaching friendship.

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

61 NEIGHSAY
(ignoring Rarity)
The Equestria Educational
Association evaluates every
learning facility, and I must say,
this University is a promising
option for ponies who'd prefer to
stick to our book.

62 TWILIGHT
But it's obviously a scam!

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."

63 FLIM
Well, that certainly wasn't
friendly.

64 NEIGHSAY
No. It wasn't. And as the Princess
of Friendship, and headmare of
another, unaccredited, friendship
school, I don't suppose you're
saying that to undermine your
competition?

Another <GASP> from the audience. Twilight stammers.

65 TWILIGHT
I... No... Of course not!

One AUDIENCE PONY turns to another.

66 AUDIENCE PONY
I thought the Princess of
Friendship would be friendlier.

Flam turns to the audience.

67 FLAM
Now, now fillies and gentlecolts,
let's give the princess the benefit
of the doubt and show her our
enthusiasm for friendship by
signing up for some classes!

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

68 NEIGHSAY
As promising as your school is,
I'll still need to see more before
I can make a decision.

69 FLIM
Of course.

With that, Flim leads Neighsay out of the room and down a...

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

*

Twilight and Rarity rush to follow. Twilight catches up to Flim.

70 TWILIGHT
I'm sorry, but approval from the
EEA won't convince me this school
is anything that you promise.

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

71 FLIM
And what would it take to convince
you?

72 TWILIGHT
Well, somepony who's opinion I
respect, for one.

73 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 going through a stack of the same WORKSHEETS we saw the Student Pony carrying earlier! He looks up at them and smiles.

74 STARSWIRL
Twilight?

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

END ACT ONE

ACT TWO

SC. 8 - INT. FRIENDSHIP U - RESUME

*

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

75 TWILIGHT
Starswirl?! What are you doing here?

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

77 TWILIGHT
But-- Wha-- HUH?

78 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.

79 FLAM
How's it going in here?

Rarity looks back at Starswirl, horrified.

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

Neighsay steps forward, stunned.

81 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.

82 NEIGHSAY (CONT'D)
I, Chancellor Neighsay, hereby grant Friendship University complete and unreserved EEA accreditation!

Twilight turns to Starswirl, reeling.

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

Starswirl looks at her, surprised.

84 STARSWIRL
Twilight, I'd think you of all
ponies would know, friendship can
be learned anywhere. Does it really
matter which school I attend?

85 TWILIGHT
Well, no, but... 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!

Starswirl puts a gentle but firm hoof on her shoulder.

86 STARSWIRL
I am well aware of their
"checkered" past. But I believe
they want to change and this school
is proof of it.

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

87 TWILIGHT
I wish I could believe that-- But I
don't.

88 RARITY
Indeed. They are definitely up to
something.

89 STARSWIRL
But what "scam" could there be in
opening a school of friendship.
They don't even charge for the
classes.

90 TWILIGHT
I don't know. But until I do, I'm
begging you. You have to come to my
school instead.

Flim and Flam exchange looks of disbelief.

91 FLIM
Is it even legal for her to be this unfriendly and still teach friendship?

92 FLAM
It certainly doesn't seem friendly to be so unfriendly to friends.

Neighsay takes a step forward, looking serious.

93 NEIGHSAY
Twilight, I'm afraid you can't visit a competing school and demand the students leave and attend yours. I think it's best if you go.

Flim and Flam give her piteous looks. Speechless, she turns to Starswirl.

94 STARSWIRL
Twilight, I promise I'll visit you soon, but maybe Neighsay is right.

Off Twilight, dejected...

SC. 9 - EXT. FRIENDSHIP U - LATER

*

Twilight and Rarity exit the building, despondent.

95 RARITY
There's no chance those good-for-nothing ponies are running an *actual* friendship school, is there?

96 TWILIGHT
No. And we need to prove it. Whatever they're doing, we can't let them do it to Starswirl.

Rarity whips a fedora out of nowhere and puts it on.

97 RARITY
Then it appears we have a Shadow Spade-style investigation on our hooves.

98 TWILIGHT
But we can't go poking around the school. Everypony'll think we're still trying to "undermine the competition."

99 RARITY
Well, yes, but only if we do it as
ourselves...

Off Twilight's look of intrigue...

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. The long shirttails cover her cutie mark. Her mane is a mess.

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

Twilight's voice comes from behind the corner.

101 TWILIGHT (O.S.)
I don't know, Rarity...

102 RARITY
Ah-ah... What did I say about using
our real names?

Twilight walks out wearing the "Future Twilight" outfit from "It's About Time", including the eyepatch.

103 TWILIGHT
Sorry, "Commonity." But I'm pretty
sure we're going to be recognized--

The Student Pony they saw earlier walks up.

*

104 STUDENT
Hey strangers-- Are you two new
here?

105 RARITY
We sure are. Completely new!

106 STUDENT
Great! See you in class!

The Student Pony heads off. Rarity looks at Twilight: "See?"

107 RARITY
Now, I've read enough Shadow Spade
to know the key to going undercover
is rehearsing your backstory.
(MORE)

RARITY (CONT'D)

<AHM> I'm "Commonity" and I love
bland-old-normal stuff. No frills
for me. OK, your turn.

Twilight rolls her visible eye.

108 TWILIGHT
My name's Eyepatch... I have an
eyepatch.

109 RARITY
Perfect! Now, how shall we start
our investigation?

Twilight looks at Rarity and <SIGHS>.

110 TWILIGHT
I think we should split up. You
could enroll in some classes and
find out what they're actually
teaching. I can poke around the
school to see what I can find -
assuming I don't get caught.

Rarity nods as another STUDENT walks up to Twilight.

111 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 "Eyepatch" disguise) walks down
another hall and comes upon two MORE STUDENTS.

112 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.

113 STUDENT 3
Actually, we were just debating
which was more important. Loyalty
or Honesty.

*

114 TWILIGHT
(shocked)
Really?

Student 3 nods and points at a door.

115 STUDENT 3
We were going to research it in the
library, but it's after hours.

116 TWILIGHT
Library, eh?

Twilight heads over to the door.

117 TWILIGHT (CONT'D)
 (sotto)
I bet their "library" doesn't even
have any--

She charges her horn and throws the door open.

118 TWILIGHT (CONT'D)
--BOOKS... Oh. OK.

Inside are shelves and shelves of BOOKS. Another Student is
sweeping up.

119 STUDENT 4
Sorry. We're closed. You'll have to
come back tomorrow.

Off Twilight's frustrated expression...

SC. 12 - INT. FRIENDSHIP CLASSROOM - LATER

*

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

120 FLAM
Welcome newest students! I'll be
teaching your first class
personally!

Rarity raises a hoof in the air. Flam points at her.

121 RARITY
My name is Commonity and I just
wanted to say that as a student,
just like everypony else here, I am
very excited to get started.

122 FLAM
Excellent!

Flam sits down at the teacher's desk.

123 FLAM (CONT'D)
Let's dive right in, shall we? One
of the most important parts of
friendship is being thoughtful.

124 RARITY
One might even say generous. (then,
quickly) Not that I know anything
about it.

125 FLAM
Right you are! Now, let's practice.
All of you pretend I'm your friend.
What's something generous you could
do for me right now?

The students all look around. One INTENSE-LOOKING STUDENT
raises his hoof.

126 STICK PONY
Poke you with a stick?

127 FLAM
No. Not that. Any other ideas?

Rarity raises her hoof, Flam points at her.

128 RARITY
Get you a pillow? And maybe a
snack?

129 FLAM
Amazing! Would you care to
illustrate for the class?

Rarity <ZIPS> away, and <ZIPS> back with a pillow and a bunch
of grapes. She puts the pillow behind Flam as he puts his
back legs up, and starts feeding him the grapes.

130 FLAM (CONT'D)
Class, Community, here, might just
be ready for the next level. Please
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 office is dark. 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.

131 TWILIGHT
Flim and Flam's office! There's got
to be something in here.

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

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

She finds another.

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

She spots one more.

*

134 TWILIGHT (CONT'D)
(reading)
"Friendship University's true
goal... is to help friends become
better friends?" (exasperated)
Where is the proof that all this is
a scam!?

135 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. Flam pulls out a
camera.

136 FLAM (CONT'D)
Say cheese...

Flim uses his magic to yank Twilight's eye patch off.

137 FLIM
...Twilight Sparkle!

With that, Flam's camera flashes on Twilight's shocked and
horrified face.

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

139 TWILIGHT
No, I didn't!

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

140 FLAM
Well, I can't wait until all of Equestria sees our proof that the Princess of Friendship will stop at nothing to silence her competition!

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.

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

142 FLIM
Princess unhinged! It'll be the talk of Equestria.

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

143 STARSWIRL
Well, gentleponies, I've finished another set of these worksheets and... (spotting Twilight)
Twilight? What's going on here?

144 FLIM
Just your biggest fan stubbornly refusing to stop trying to discredit us and getting caught breaking into our office in disguise - sort of.

Flam shows Starswirl the photo.

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

146 TWILIGHT
There's more to it than that! I
know these two are using friendship
to do something dishonest, I just
don't know what!

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

147 STARSWIRL
The only pony I see doing something
dishonest... is you.

148 TWILIGHT
Starswirl, you don't understand--

149 STARSWIRL
I understand why you would be
suspicious of Flim & Flam-- But
sneaking in here... Let's just say
the headmare of a friendship school
should know better.

Flim leans over and plucks the photo away from Starswirl.

150 FLIM
If you leave now, we'll consider
keeping this delicate matter just
between us.

151 FLAM
We wouldn't want to completely ruin
your reputation and your school -
because we're the friendly sort.

Twilight recoils at this, then looks to Starswirl who regards
her sadly. Twilight starts to talk, but there's nothing to
say.

152 TWILIGHT
I-- I'm sorry. I'll just go.

Twilight slumps her shoulders and walks out of the room, past
the disappointed expression of Starswirl, and the pleased
expressions of Flim and Flam.

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.

153 RARITY
Of course snacks aren't the only
way to be generous. There's gifts,
compliments, your time...

The students <OOH> at this information, and write it down.

154 OTHER STUDENTS
Wow!/Makes sense!/She's the best
student in class!/(Various, Etc...)

155 STICK PONY
And no poking with sticks?

156 RARITY
No.

Stick Pony shakes his head, not getting it.

Behind the students, Twilight (now out of costume)
approaches. Rarity steps away from the students, who continue
down the hall.

157 RARITY (CONT'D)
Hey Eyepatch! Where's your
eyepatch? --Oh no! Was your "cover
blown"?

158 TWILIGHT
Flin and Flam caught me snooping in
their office. They took a picture.
Starswirl even saw. I'm still sure
there's something going on, but if
I don't stop looking, they could
ruin my reputation. I might have to
close the school!

159 RARITY
Goodness. Perhaps you should go.

160 TWILIGHT
You mean, perhaps "we" should go,
right?

161 RARITY
Well... I might stick around for
the next session.

162 TWILIGHT
WHAT?

163 RARITY
I'm kind of a star pupil. Professor
Flam advanced me three levels-- in
one day!

164 TWILIGHT
"Professor" Flam?

165 RARITY
Oh, that reminds me. When you get
back, would you mind returning
those sewing machines?

166 TWILIGHT
The ones for your classes?

167 RARITY
I know, but I'll need the bits if I
want to advance here. Sure the
classes are free but you still have
to buy the worksheets and I've
already spent everything I brought
with me on these.

Rarity floats up a set of worksheets. Twilight looks at the
students passing by in the hall - all of them carrying stacks
of WORKSHEETS. Twilight floats up one of Rarity's pages.

168 TWILIGHT
Let me get this straight-- Flim &
Flam are charging for these?

169 RARITY
Well, they have to pay for
expenses, and Flam insists that
anything beyond that 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.

170 RARITY (CONT'D)
This is the scam, isn't it?

Off Twilight's apologetic shrug...

SC. 16 - INT. FRIENDSHIP U - OUTSIDE THE OFFICE - SOON AFTER *

Twilight and Rarity peer around the side of the doorway and
look inside where...

The first Student pony slides a stack of BITS across Flam's desk.

171 STUDENT
Professor Flam, sir. I was finally
able to scrape enough together.

Flam greets her with a charming smile as he pulls a random
stack of worksheets from a nearby pile. *

172 FLAM
Well that's wonderful, student
who's name I know! Getting this
next set of worksheets was the only
thing stopping you from advancing
to level-- Uh--

173 STUDENT
Level Five, professor!

Flam starts counting the bits, excited.

174 FLAM
Oh, yes. Exactly. I hereby declare
you, Level Five. Congratulations!

175 STUDENT
WOO-HOO!!!

Twilight and Rarity duck out of the doorway as the Student
runs off, pleased with herself.

Flam drops the bits into a sack and pushes a button under his
desk. Behind him, the wall on which his and his brother's
portraits hang, slides open and he walks through.

IN THE DOORWAY - Twilight and Rarity exchange knowing looks
and rush to follow.

SC. 17 - INT. FRIENDSHIP U - SECRET OFFICE - CONTINUOUS *

In a large, open room, Flim stands on a ladder, pouring BITS
from a bucket into a tall, clear tube with markings on it
like the "thermometers" used for fund-raisers. It's about
three-quarters full of bits.

Flim sees Flam entering, and calls out to his brother.

176 FLIM
Hey, brother of mine! We're nearly
there!

Flam holds out his sack and gives it a shack.

177 FLAM
Even closer now. There's a new
Level Five.

178 FLIM
Oh? Who?

179 FLAM
Oh, I don't know. Who can remember
their names?

Flim gets serious.

180 FLIM
Now, Flam, every student in our
charge deserves personal attention.

Flim and Flam lock eyes, a moment of tension, then-- BUST UP
<LAUGHING>!

181 FLAM
Ha! Never not funny!

Flam moves over to a table on which there is a model of the
Las Pegasus strip. Their resort sits in the middle - several
new structures surrounding it.

182 FLAM (CONT'D)
Soon we'll have all we need for the
Flim and Flam's Resort expansion!

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

183 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.

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

Twilight steps up between them and points to another section.

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

186 FLIM
Fair point.

Rarity appears on their other side and touches a spot in the middle.

187 RARITY
As long as there's plenty of space
for shops HERE.

188 FLAM
Retail is important, unless--
WHAT?!

The Brothers both look up, SUDDENLY REALIZING that Twilight and Rarity are there!

189 FLIM
What--? How--? When--?

190 TWILIGHT
I knew your school had to be a con.

191 RARITY
But bilking money from your
students to add to your resort?
Even for you two, that's a new low.

Flim looks around at the room as if surprised.

192 FLAM
Plans for a resort expansion? Tube
of bits? *HOW DID ALL THIS STUFF GET
HERE?!*

193 TWILIGHT
Nice try. But don't worry. I'm not
going to tell anypony.

The brothers regard her, suspicious.

194 FLIM
Why not?!

Twilight floats up a stack of worksheets.

195 TWILIGHT
Because, honestly, the things
you're teaching aren't bad.

196 FLAM
Of course not. They're right out of
your book.

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

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

Rarity flips through the book.

198 RARITY
How in Equestria did you get a copy
of Twilight's book on running a
school of friendship?

Both brothers shrug. Twilight rolls her eyes.

199 TWILIGHT
It doesn't matter. Just give back
the bits. Stop charging for the
worksheets and you can go on
teaching friendship as much as you
like. Do some good for once.

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

200 FLIM & FLAM
Nah!

Flam grabs a nearby microphone and turns on the P.A.

201 FLAM (OVER P.A.)
ATTENTION STUDENTS!
CONGRATULATIONS! YOU ALL JUST
GRADUATED! HURRAY! SCHOOL IS CLOSED
FOREVER!

Flam drops the mic with a <FEEDBACK HIT>.

202 FLIM
At least Starswirl the Beardo
doesn't know the truth yet. Maybe
we can take him on a "tour of
friendship." Charge admission?

203 STARSWIRL (O.S.)
Oh, but "the Beardo" knows.

Flim & Flam look up to see Starswirl walking in. He casts a glance at Twilight and smiles, passing Flim and Flam as he walks to her and takes her hooves in his.

204 STARSWIRL (CONT'D)
I'm so sorry, Twilight. It seems
I'll never stop learning from your
example. Even at the risk of your
reputation, and the reputation of
your school, you never gave up.
Thanks you for keeping an old fool
like me from making a huge mistake.

205 TWILIGHT
You're no fool, Starswirl, I've
just had to deal with these two
befor--!

Twilight looks around-- FLIM AND FLAM ARE GONE! Along with
the entire "thermometer" of bits!

206 RARITY
They're making a run for it!

SC. 18 - INT. FRIENDSHIP U - HALL - MOMENTS LATER

*

Flim & Flam, hurry through the halls, carry the giant tube of
bits between them.

207 FLAM
We're lucky those two talk so much.

But as the brothers turn a corner, they BUMP into several
former STUDENTS (including STICK PONY), all of whom seem
pretty angry.

208 STUDENT
What do you mean we "graduate"? I'm
supposed to move to Level Six next
week!

209 STUDENT 2
And what are all those bits? Are
those from our worksheets? You said
they were going to make the school
better!

210 STICK PONY
Can we poke them with a stick now?

As the brothers shrink back from the angry crowd, Starswirl,
Twilight, and Rarity come running up from behind.

211 STARSWIRL
It's all right everypony. I believe
Flim & Flam were just about to
return those bits to all of you.

212 FLIM
Yes... We... Were!

213 FLAM
What else would we do with them?

214 STICK PONY
But how am I going to learn about
friendship now?
(under breath)
Pokepokepokepokepoke

The other <GRUMBLE> in general agreement. Rarity turns to
Twilight with a smile.

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

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

216 STARSWIRL
Indeed. There's no pony better to
learn friendship lessons from than
my hero, Princess Twilight!

In the commotion, Flim & Flam again try to sneak away,
dragging the tube of bits-- But Rarity wags a hoof at them
before grabbing away the bits. Off the conponies, dejected
looks we...

*
*

SC. 19 - INT. TWILIGHT'S CASTLE - DAY

*

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

217 TWILIGHT
(reading)
"...I may just steer clear of
friendship schools for a while and
return to wandering Equestria. It's
amazing what one can learn by
traveling. But if I even return to
school, yours will be the first I
visit. Your friend, Starswirl."

218 RARITY
After Flim and Flam, I'm not surprised Starswirl isn't eager to enroll. But I'm sure we'll see him again.

219 TWILIGHT
I still don't understand how Flim and Flam could have gotten a copy of my book.

220 RARITY
I suppose, you should be flattered.

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

221 COZY GLOW
I finished straightening up in the library. I just wanted to make sure we're definitely keeping these.

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

222 RARITY
Absolutely. If there's one thing I learned at Friendship University, it's not to give up when you know what's right. And the friendship lesson of the cross stitch is the rightest thing I know!

They all <LAUGH> as we...

FADE OUT

END