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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.

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...

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.

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. 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.

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!

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.

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

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 COZY GLOW
Cool. What lessons are you going to
teach?

12 RARITY
I don't know yet.

Rarity looks over at Twilight to see her expression drop.

13 RARITY (CONT'D)
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.

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

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

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.

16 TWILIGHT
Who would open another friendship
school?

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

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!

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

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

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.

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.

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

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."

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.

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...

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>!!!

27 FLIM & FLAM
FRIENDSHIP U!

Twilight rolls her eyes.

28 TWILIGHT
Flim and Flam. Of course.

Rarity leans in.

29 RARITY
Good thing Applejack didn't come.

<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!

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.

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.

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.

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.

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

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!

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!

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

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.

51 TWILIGHT
Accredited?

52 FLAM
It means officially recognized or
authorized.

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

A voice (NEIGHSAY) comes from behind them.

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.

55 TWILIGHT
Chancellor Neighsay?

Neighsay walks up to Twilight with a cool smile.

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?

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."

59 TWILIGHT
How could they use friendship as a
weapon?

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.

Twilight points at Flim and Flam.

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."

62 FLIM
Well, that certainly wasn't
friendly.

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?

Another <GASP> from the audience. Twilight stammers.

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

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

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

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!

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

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.

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.

69 FLIM
And what would it take to convince
you?

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

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.

72 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.

73 TWILIGHT
Starswirl?! What are you doing here?

Starswirl lifts up the worksheets.

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.

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.

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

Starswirl looks at her, surprised.

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.

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!

83 FLAM
Technically, our resort is a
legitimate business.

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.

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

85 TWILIGHT
I wish I could believe that.

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.

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.

88 NEIGHSAY
I understand feeling threatened by
competition.

(MORE)

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.

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

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

Off Twilight, dejected...

SC. 9 - EXT. FRIENDSHIP U - LATER

Twilight and Rarity exit the building, confused and despondent.

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

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

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

93 RARITY
Only if we do it as *ourselves*...

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.

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

Twilight's voice comes from behind the corner.

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.

97 TWILIGHT
Sorry, "Plainity." But I'm pretty
sure this (points to the eye patch)
isn't enough of a disguise.

The Student Pony they saw earlier walks up. He looks them up
and down.

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

Twilight rolls her visible eye.

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>.

104 TWILIGHT
I think we should split up. You
enroll in some classes and find out
what they're actually teaching.
(MORE)

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.

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.

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.

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

108 TWILIGHT
(shocked)
Really?

Student 3 nods and points at a door.

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

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.

112 TWILIGHT (CONT'D)
--BOOKS.

The Student notes her staring at him.

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.

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?

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

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!

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?

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.

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.

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.

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.

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!?

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
...Twilight Sparkle!

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?

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!

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.

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

134 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.

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?

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.

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.

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.

141 FLAM
(to Twilight)
Unless... you decided to drop the whole, "uncover the scam" thing.

142 FLIM
Then we'll rip this silly picture up and not let it completely and utterly ruin you and your school.

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.

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.

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

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

147 RARITY
Were you wearing the eye patch?

Twilight just gives her a look.

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.

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.

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!?

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?

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)
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.

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.

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!

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.

167 FLIM
Well, brother of mine, we've got
almost all the bits we need to
expand our resort. If we add anther
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.

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.

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

172 FLIM
Fair point, but-- *WHAT?!*

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

173 TWILIGHT
I knew your school was a scam.

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

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.

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

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.

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.

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

Twilight rolls her eyes.

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--

181 FLIM & FLAM
Nah!

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.

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?

They magic open the door to reveal Rarity.

184 RARITY
(grand)
I think not!

Flim and Flam stare at her puzzled.

185 FLAM
Plainity? My star pupil?

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

187 FLIM
Who?

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
conponies with a dower expression.

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

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.

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.

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

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.

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

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

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.

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...

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

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

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."

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.

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