**FRIENDSHIP UNIVERSITY**

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Prologue

(*Opening shot: fade in to Starswirl the Bearded standing on a desert mesa at sunset, a picture postcard and quill held in his magical grip so he can write a message.*)

**Starswirl:** (*voice over, dictating*) “Dear Twilight…”

(*As he continues, a dissolve shifts him to a snow-blown path leading up a steep mountain under an ice-blue sky, camping gear piled on his back.*)

**Starswirl:** (*voice over*) “It is difficult to express how grateful I am to you—” (*Tilt up to the peak.*) “—for teaching me the power of friendship.”

(*Glancing back down the trail, he spots a second stallion struggling to move and ultimately collapsing under the weight of his own possessions. The old unicorn quickly fires up his horn to float the load away and helps the other pony upright.*)

**Starswirl:** (*voice over*) “You would think after more than a thousand years, there would be nothing left to learn.”

(*The two resume their ascent and are soon planting a flag at the summit and trading a high five in short order. A wisp of cloud blows past the camera; behind it, the view wipes to an extreme close-up of a patch of water being broken up as an oar is thrust into it. A longer shot on the start of the next line puts him and Tree Hugger on a raft together during the day, paddling down a river; both wear life jackets and helmets.*)

**Starswirl:** (*voice over*) “And yet, even a pony as old as I—” (*Tree points ahead, her sudden panic spreading to him.*) “—can continue to be surprised—” (*Zoom out quickly; they are headed for a waterfall.*) “—by how much there is to know.”

(*A flash from his horn teleports them both safely to the bank, leaving the raft at gravity’s mercy, and they celebrate their escape with a sedate tap of pasterns. Now a paintbrush swings across, triggering a wipe to a long shot of a dock at which Starswirl and another pony have set up easels side by side to do a little painting. He is back in his belled robe and hat now. Zoom in and cut to just behind his shoulder; he steps aside, revealing a simplistic rendition of a passing sailboat, and his eyes pop as he glances in his companion’s direction. Pan to frame the other painter as a light gray earth pony stallion whose long, thin, dark mustache sweeps dramatically up and outward to either side from beneath his nose. He steps away after applying a few last touches from the brush in his mouth, showing a much more detailed—and slightly surrealistic—vision of the boat. After a searching look at the sheepish wizard’s effort, he offers a big smile around the brush handle and Starswirl grins in reply.*)

(*Dissolve to a close-up of Twilight Sparkle, holding his postcard in her aura.*)

**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.”

(*She floats the card up; cut to a close-up of it being taped to a pane of glass, then zoom out to a long shot. She is in her office at the School of Friendship, seated at her desk, and this message is now one of dozens stuck to the window and display cases behind her. Rarity sits across from her on a stool.*)

**Rarity:** It must be gratifying to have your idol writing to *you* about the friendship lessons *he’s* learning.

**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.

(*She is interrupted by the sound of the doors opening; cut to frame them. Cozy Glow has put her head in from the hallway.*)

**Cozy:** Professor Sparkle? The mail pony just came with…uh, a few things.

(*She pushes the doors fully open to reveal a stack of papers on her back and several crates of considerable size stacked up behind her.*)

**Rarity:** (*eyes shining*) Ooh! The sewing machines I ordered for my class!

(*She is off and across the room like a shot to caress the bottommost crate lovingly.*)

**Cozy:** These came too. (*removing papers, holding them out*) I wasn’t sure what to make of them.

(*Twilight lifts them away with her magic; now out from behind the desk, she pulls off the top sheet and runs an eye over it. Meanwhile, Rarity uses her own field to pull one crate into the office and yank off one side panel. Inside is a sewing machine.*)

**Rarity:** These machines were costly— (*Close-up.*) —but I am quite certain the friendship lessons I can teach my students with them will be invaluable.

(*Sigh from the o.s. Twilight; cut to her, eyes constricted and brain completely locked up, as Rarity approaches.*)

**Rarity:** (*hoof across Twilight’s shoulders*) Oh, don’t worry, darling. I’ll think of something. And I didn’t use the School funds to buy these. I made the purchase entirely with my own bits.

**Twilight:** It’s not that… (*shoving paper into her face*) …it’s *this!*

(*The white unicorn exerts her own hold over the notice and pulls it free, finding a design of a pink heart on a vertical gold banner ringed by gold ribbon.*)

**Rarity:** (*reading*) “Why waste your time at a friendship school that’s just a school?” (*Cozy steps in for a look.*) “Learn everything they teach and more—” (*incredulously*) “—at *Friendship University”?!*

(*Twilight grimaces as the view snaps to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to Twilight and Rarity trotting along a hallway, Twilight levitating the flyer again.*)

**Twilight:** Who would open another friendship school? (*Close-up of the two.*)

**Rarity:** Oh, pfft! I’m sure it’s nothing to worry about. You’re the Princess of Friendship. (*taking flyer*) What could this other school possibly offer?

(*The next words bring them up short, the camera zooming out to frame students reading their own copies with great interest. The core six have gathered in for a huddle.*)

**Smolder:** It isn’t just another friendship school. (*Cut to within their knot, the camera pointing up at their faces.*) It’s a university!

**Ocellus:** (*looking over one held up by Gallus*) It says they teach the same lessons of competing schools in half the time.

(*The hallway again; Twilight and Rarity have taken cover behind a column to eavesdrop.*)

**Ocellus:** (*hovering briefly*) That’s twice the learning!

**Gallus:** *And* it’s in Las Pegasus? If Professor Rarity lets us skip her sewing class… (*hovering*) …ROAD TRIP!

(*He leads his five chattering classmates away at speed; behind the column, though, both mares are more than a bit bewildered.*)

**Rarity:** I think we need to look into this school.

(*Dissolve to them standing in a Las Pegasus thoroughfare, minds still jammed up. The camera is positioned at the top of a flight of steps and aimed down at them.*)

**Rarity:** I don’t like to judge solely on appearances, but…

(*Long shot of them and the building they are facing: a gaudy affair trimmed in lights, with a sign depicting an open book mounted above the front entrance—the campus of Friendship University.*)

**Rarity:** …what kind of friendship school is *this?!* (*A passing unicorn stallion floats a brochure to her.*)

**Stallion 1:** Only the best friendship school in the west…

(*Close-up: he wears a white golf shirt and a sweater knotted around his shoulders.*)

**Stallion 1:** …and maybe all of Equestria!

(*He hurries up the stairs, followed by a whooping throng of prospective students who very nearly trample Twilight and Rarity into the cloud pavement. Cut to just inside the open front doors as they poke their heads in, then zoom out as they enter. A sizable crowd has gathered in a lobby, before a stage on which two lecterns stand, each equipped with a microphone. The two visitors ease their way up to the front row; close-up of them.*)

**Twilight:** There’s more ponies in here than at our whole school! Who is running this place?

(*The clunk of a switch being thrown punctuates the sudden dimming of the lights.*)

**Voice of Flim:** (*amplified*) Welcome, friends! (*Two spotlights sweep over the lecterns.*) You are about to embark on a journey of amazing magnitude! One that will change your lives forever!

**Voice of Flam:** (*amplified*) Prepare yourselves to embrace a new path and become students of…

(*On the end of this, the beams’ focus shifts to center stage and the brothers’ boater-hatted silhouettes become visible behind the featureless backdrop. They burst through and slide toward the crowd on their hocks.*)

**Flim, Flam:** …Friendship U!

**Twilight:** (*disgustedly*) Flim and Flam. Of course!

***Melancholy string/accordion melody, slow 4 (F minor)***

(*Flim, alone, stands up and sits down again.*)

**Flim:** If you’re alone and you can’t make friends, we understand your plight

(*Flam crosses and helps him up.*)

**Flam:** Until now, there was just one way your friendships could take flight

(*Flim pulls down a misty image of the School like a windowshade, hiding them both from view.*)

**Flim:** There is a school real far away that’ll teach you what to know

(*He steps into frame, brushing the haze away, and a set of saddlebags lands on his back.*)

(*spoken*) But if you live here, you couldn’t stay

(*Teary-eyed pout as Flam ushers him away.*)

**Flam:** You’d learn you have to go

(*The lights come up on the room.*)

**Crowd:** Awww…

***Light string melody, fast 4 (B flat major)***

(*The picture is rolled back up to leave the unicorns on the stage again, Flim no longer wearing the bags.*)

**Flim:** Now there is an alternative to all of that adversity

**Flam:** Not just a school, I’ll have you know

(*Zoom out. Two gold banners now hang at the back of the stage, each depicting one brother; between them, a sheet unfurls itself, revealing the school seal from the flyers, as they drop to their hocks.*)

**Flim, Flam:** But a whole university

***Jaunty march***

(*They leap down to the floor and trot through the crowd.*)

**Flim, Flam:** At Friendship U, our aim is true

(*A snow globe containing the Ponyville town hall is knocked off a model of Las Pegasus.*)

In a city, not some backwater

(*Flim passes a diploma to a stallion, while Flam spins in him in place to leave him clad in a graduation gown and mortarboard cap.*)

You’ll learn the things you need to know at our new alma mater

(*Flim zips to his lectern.*)

**Flim:** That’s it, everypony! You heard correctly!

**Flam:** (*pulling a mare close*) Friendship U, the one and only university of friendship!

***Stoptime; strings/flute/glockenspiel only***

(*A blackboard eraser is swept across the screen; behind it, wipe to several graphs chalked up on the slate surface, the camera shifting from one to another.*)

**Flim:** (*spoken in rhythm*) As you can see, we’re a success by any kind of stat

(*A simplified image of Twilight appears in a poof of chalk dust.*)

**Drawing Twilight:** (*spoken in rhythm*) That may be so, for all I know, but I still smell a rat

***Stoptime ends***

(*A gesture from Flam draws all eyes to the corporeal Princess, at the center of the room and surprised at the sudden attention.*)

**Flam:** Everypony, looky here, that other school’s headmare

(*Flim crosses to her and throws a foreleg across the violet shoulders, followed soon by Flam on her other side, and they lift her off her hooves to her consternation.*)

**Flim:** Her presence is a testament to the mutual respect

**Flim, Flam:** We share

**Twilight:** What?! No, it isn’t! (*They let her drop and address the crowd.*)

**Flam:** It really is the final piece to make our work complete

**Flim:** (*bowing*) To have the Friendship Princess bless our school is

such a treat

(*She cringes away behind a wing as he offers a bouquet.*)

**Flam:** (*now o.s.*) We’re so honored!

***Full instrumentation in***

(*They begin to march, leading others to fall in.*)

**Flim, Flam:** At Friendship U, we teach to you

(*spoken; Flam points at Rarity*) And you

(*A worksheet floats across the screen in their field; in short order, each new enrollee gets one.*)

All of our friendship knowledge

(*One gets a stack of textbooks passed to her by Flam and is shown one half of a clock face snapped in two; the hucksters return to the stage, on hocks and doffing hats.*)

You’ll learn it all in half the time at the one and

only friendship college

(*The boaters go back on the red/white-maned heads as they stand up.*)

**Twilight:** But how can anypony learn friendship in half the time?

**Flam:** Our coursework is so accelerated, to take longer would be a crime!

(*On the second half of this line, he and Flim pull a set of jail-cell bars down behind themselves, the camera cutting briefly to their side as they finish and framing the rather confused spectators. A book drops into view and lands in the hooves of a stallion, who begins to read intently. Flim slides up alongside, now wearing eyeglasses; he floats a magnifying glass over a passage and changes one word.*)

**Flim:** The lessons that we teach have been reviewed and checked and edited

(*Flam pops up in extreme close-up and backs away; they are both onstage again, Flim without the specs and the blockade of bars gone.*)

**Flam:** Which might explain why our new school’s

**Flim, Flam:** About to be accredited

(*Cannons on the floor at either end of the stage blast confetti and streamers into the air as cheers rise from all sides.*)

***B major***

**Flim, Flam:** At Friendship U, oh, yes, it’s true

(*Twilight scowls silently among the jubilant ranks.*)

Even the Princess of Friendship agrees

(*They now stand amid stacks of papers, each floating and rolling one as scrolls rain down.*)

The only place in Equestria to give out friendship degrees

(*When the view clears, they have been replaced by capped/gowned ponies, who waste no time in throwing their headwear toward the ceiling in celebration.*)

**Flam:** (*winking*) Yeah!

***Modulate to A flat major***

(*The crowd begins to chant “Friendship U!” in rhythm, continuing under the next line.*)

**Flim:** That’s it, everypony! Let’s hear it! Tell us again why it’s the best!

(*Now the chant stops and the ponies all sport blue/white/gold attire with the Friendship University seal—jackets, cheerleader outfits, pennants—and cavort throughout the lobby as two pegasi fly a banner set with the mark overhead. By the time they clear out, five cheerleaders have formed a two-level base for the natty unicorns to stand on.*)

**Flim, Flam, Crowd:** It’s the only university of friendship, too

(*Zoom in to a close-up.*)

**Flim, Flam:** (*winking*) Yeah!

***Song ends with a stinger***

(*Cut to Twilight and Rarity, both thoroughly unconvinced of the legitimacy of this enterprise.*)

**Twilight:** Accredited? (*Zoom out; Flim and Flam cross to them.*)

**Flam:** It means “officially recognized or authorized.”

**Rarity:** We know what it means—but who would accredit *this* place?

(*The brothers trot proudly out of the way; cut to the next speaker, advancing smugly through the crowd, on the start of the following.*)

**Chancellor Neighsay:** Why, the EEA, of course.

(*Recall that he refused to grant accreditation to the School and went so far as to shut it down in “School Daze.”*)

**Twilight:** Chancellor Neighsay?!

**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?

**Rarity:** (*pointedly*) Well, she did write the book on it.

**Neighsay:** (*disdainfully*) Ah, yes. How to teach friendship to creatures who will one day use it as a weapon against us!

**Twilight:** How could they use friendship as a weapon? (*Neighsay leans into her face.*)

**Neighsay:** You tell me. It’s your book. (*pacing to Flim/Flam, tapping hooves with Flam*) Meantime, this university appears to be a promising option for *ponies* who prefer to stick to the EEA book on the subject.

**Twilight:** You can’t be serious! They’re obviously up to something! It’s Flim and Flam!

(*Both slick stallions recoil as if she had just accused them of stealing the Nightmare Night candy from every foal in Equestria.*)

**Flim:** (*gasping, as both tear up*) Well, that certainly wasn’t friendly.

(*Both end up sitting on their haunches by the end of this, then stand up with oily smiles during the next line.*)

**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, hmm?

(*The crowd voices a collective gasp of horror and takes a step back from the Princess.*)

**Twilight:** I—no! What? I am not!

**Mare:** I did think the Princess of Friendship would be friendlier.

**Flam:** Now, now, fillies and gentle-colts! Let’s show the Princess just how friendly we are— (*levitating several papers*) —by signing up for some classes!

(*A table is promptly maneuvered into one corner of the lobby, and he and two thick stacks get behind it just in time for an excitedly talking multitude to line up. Pan to a satisfied Flim and Neighsay, and an uneasy Twilight and Rarity, back past the end of the queue.*)

**Flim:** (*to Neighsay*) Why don’t I show you around?

(*The stallions trot off, leaving the mares to exchange bewildered glances. Wipe to the former walking one of the hallways and stopping as the latter gallop to catch up.*)

**Twilight:** (*to Flim*) I’m sorry, but approval from the EEA won’t convince me that this school is what you promise.

**Flim:** And what *would* it take to convince you?

**Twilight:** Well, somepony whose opinion I respect, for one.

**Flim:** Really? Somepony like… (*magically opening the nearest door*)…*this?*

(*Cut to just within the doorway as all four peek in around the frame, the fast-talking unicorn gesturing confidently inside. Twilight and Rarity voice a double gasp of complete shock before the camera shifts to frame the occupant—Starswirl himself, seated at a table stacked with books and papers. He sets down the quill held in his magic and looks up with a smile.*)

**Starswirl:** Twilight?

**Rarity:** Uh-oh.

(*Fade to black.*)

Act Two

(*Opening shot: fade in to a longer shot of this space, now seen to be a classroom, as Twilight, Rarity, and Flim cross the floor to Starswirl.*)

**Twilight:** Starswirl? What are *you* doing here?

**Starswirl:** (*floating up/replacing a sheet*) Why, studying friendship at Flim and Flam’s wonderful school.

**Rarity:** Oh, please. I think I know a disguise when I see one. (*moving closer*) Take off that ridiculous beard…*FLAM!!*

(*She throws her horn into gear and proceeds to yank heartily on the white/gray strands rooted in his chin, but gets only a pained yell for her trouble. Now Flam and Neighsay arrive at the room.*)

**Flam:** How’s it going in here?

(*The proper answer would be along the lines of “not very well at all.” Rarity gives up her full frontal assault on Starswirl’s beard, letting it snap back so he can massage a little feeling back into one cheek with a groan.*)

**Starswirl:** I-It’s really me.

**Neighsay:** (*floored*) I’d heard rumors you’d returned, but I didn’t believe it until now. (*smiling*) And if a pony of your stature is studying here, there really isn’t anything else I need to see.

(*He shifts position to stand a bit closer to Flim and Flam.*)

**Neighsay:** (*touching Flam’s shoulder; both brothers raise their chins proudly*) I, Chancellor Neighsay, hereby confer upon Friendship University complete and unreservéd EEA accreditation.

(*The siblings throw congratulatory smiles to one another, then condescending ones to their adversaries.*)

**Twilight:** (*crushed, crossing to Starswirl*) I…I don’t understand. Why would you come here and not my school?

**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. (*Pan from the pair to Twilight on the next line.*)

**Twilight:** You can’t trust Flim and Flam! They tried to con the Apples out of their farm! They sold fake health tonic! They run a resort in Las Pegasus!

(*Referring to “The Super Speedy Cider Squeezy 6000,” “Leap of Faith,” and “Viva Las Pegasus,” in that order.*)

**Flam:** Technically, our resort is a legitimate business. (*Twilight throws him a nasty look.*)

**Starswirl:** (*circling to her, touching a shoulder*) 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.

(*The “bad pony” in question is Stygian, who broke free of the Pony of Shadows in “Shadow Play.” Flim and Flam tack on big wholesome grins and lean against each other, the mustachioed unicorn throwing a foreleg across his clean-shaven brother’s shoulders, but Twilight does not buy the act for a moment.*)

**Twilight:** (*to Starswirl*) I wish I could believe that.

**Starswirl:** Besides, what’s untrustworthy about opening a school of friendship? They don’t even charge for classes.

**Twilight:** I don’t know, but I know they’re up to something. And until I find out, I’m begging you—come to my school instead!

**Neighsay:** I understand feeling threatened by competition, but my word, Princess. (*contemptuously*) I wonder if the ill manners of the creatures at your school aren’t contagious. (*turning to door*) I think I will take my leave before I become infected.

(*As he strides away, the two proprietors shoot nasty little smiles toward Twilight.*)

**Starswirl:** Twilight, I promise I’ll visit your school soon. But for now, perhaps it’s best if you return there.

(*Any remaining fight and all the air go out of the winged unicorn in record time. Wipe to her and Rarity rounding a corner in the hallway.*)

**Twilight:** You don’t think they’re running an actual friendship school, do you?

**Rarity:** Darling, of course not— (*fiercely*) —which is why we have to investigate.

**Twilight:** But we can’t go poking around the school! Everypony’ll think I’m still just threatened by the competition.

**Rarity:** (*slyly*) Only if we do it as ourselves.

(*The smile that comes across Twilight’s face tells how well she is beginning to catch on. The designer magically pulls a door open, showing a supply closet on the other side, and enters while beckoning for her friend to follow. Just after the door shuts behind them, a clock wipe shifts the view to a floor-level close-up as it swings open again. Rarity steps out, framed from chin to hooves and with her appearance radically altered. Short-sleeved pink sweater over a long-sleeved, pale yellow dress shirt whose front has been left unbuttoned; light blue shorts that cover her cutie mark and match the bandana knotted around one hind leg; artfully unkempt mane/tail. Tilt up to frame her face as she kicks the door shut, framing the light blue baseball cap turned backwards to cover part of the purple mane.*)

**Rarity:** In these disguises, we could pass as students at our own school! (*Zoom out slightly to frame the entire door.*)

**Twilight:** (*muffled, from inside closet*) I don’t know, Rarity.

**Rarity:** Ah-ah! What did I say about using our real names?

(*The door flies open under Twilight’s control and out she comes—wearing a patch over one eye and a singularly sullen expression. Pasted over the pink/white/stars on her haunch is a yellow sheet of paper that bears a drawing of a smiling pony face with one eye covered.*)

**Twilight:** (*pointedly*) Sorry, Plainity, but I’m pretty sure *this*… (*pointing to eyepatch*) …isn’t enough of a disguise.

(*The door closes just before the stallion who accosted them by the front steps in Act One happens by. Rarity adopts a blasé expression and lower-than-usual vocal pitch in her new Plainity persona and begins chewing gum.*)

**Stallion 1:** Hey, strangers! Are you two new here! (*Rarity blows and pops a bubble.*)

**Rarity:** We sure are. Completely new.

**Stallion 1:** (*jumping in place*) Great! (*trotting away*) See you in class!

(*Once he is out of earshot, Rarity trots giddily in place and lets off a little squeal, resuming her own voice.*)

**Rarity:** Now, I’ve read enough Shadow Spade to know the key to going undercover is rehearsing your backstory. (*clearing throat, as Plainity*) I’m Plainity, and I love bland-o normal stuff. No frills for me. (*as herself, brightly*) Okay! (*Laugh.*) Your turn.

(*Twilight lets off an annoyed sigh.*)

**Twilight:** My name’s Eyepatch. (*pointing to that item*) I have an eyepatch.

**Rarity:** (*first word singsong*) Perfect! Now, how do we start our investigation?

**Twilight:** I think we should split up. You enroll in some classes and find out what they’re actually teaching. I’ll look around and see what I can find—assuming I’m not recognized.

(*Dissolve to a full classroom, the camera aimed at neat rows of tables that accommodate two students each, and zoom out slightly to frame the open floor area in front of them. Rarity is sitting in the front row. Flam slides into view on his hocks to face them, tipping his hat and standing up on the start of the next line.*)

**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?

(*Hooves go up all over the room and voices clamor for attention until Flam indicates Rarity.*)

**Rarity:** (*as Plainity*) If by thoughtful, you mean generous, I’d say “true.”

**Flam:** (*jumping happily*) Correct! Ha-ha! (*circling to stand behind front desk*) It was a trick question. Very impressive, Ms. …?

**Rarity:** Plainity.

**Flam:** Well, well, well, Ms. Plainity. Keep it up and you’ll be ready for our next level in no time!

(*Awed gasps from her classmates throw her for a split second, but son enough she is reveling in the attention. Up front, Flam is now leaning back in the chair behind his desk.*)

**Flam:** Now, let’s see if you can demonstrate for the class. What’s something generous you could do for me right now?

(*A moment’s thought spurs Rarity to dart out of her seat and up to him, a bowl of grapes and a pillow floating under her power. The second item is tucked in behind his head, and individual grapes are picked off the stems and deposited into his mouth one by one for him to eat.*)

**Flam:** Class, Plainity here is now my star pupil. (*sitting up*) If any of you want a chance at studying with Starswirl, I’d take notes on her every action.

(*Pencils begin scratching feverishly across notepads as Rarity allows herself a self-satisfied little smile. Cut to a close-up of a pair of doors, one of whose knobs is seized by magic and swung open a bit. Twilight peeks into this dimly lit space from the hallway beyond.*)

**Twilight:** Hel-loooooo? (*nudging door farther*) The door’s open, so I’ll just assume it’s okay to come in and look around—

(*Her perspective, panning slowly across the room she has entered—an office with two facing desks/chairs. Separate portraits of Flim and Flam hang on the far wall, with a clock between them.*)

**Twilight:** —unless somepony says it’s not. (*Pause.*) All right, then.

(*The entrance again; she steps cautiously across the threshold, uses her magic to ease the door closed, and takes up a position between the two desks. A paper is then levitated up from one of them.*)

**Twilight:** (*reading*) “The Element of Laughter and Its Applications.” Okay, that seems pretty genuine.

(*A page is brought from the other desk for study.*)

**Twilight:** (*reading*) “When to Support Your Friends’ Decisions and When to Talk Sense.” Hm. That’s actually kind of interesting.

(*Setting these two aside, she snags a third with horn-power and gives it a look.*)

**Twilight:** Aha! (*reading*) “Friendship University’s true goal…” (*deflating*) “…is to help friends become better friends”? (*moaning, shifting stacks, looking under them*) Where’s the proof that it’s all a scam?

(*Cut to the doors on the start of the next line; Flim and Flam have slipped in, Flam dropping to his haunches and with a camera on a jointed holder around his neck.*)

**Flam:** There isn’t any!

(*All the office lights come on in response to a clap of his front hooves, and one brother’s field yanks the eyepatch off her stunned face just before the camera’s flash whites out the screen. Snap to Flam, who lowers the device as the picture slides out of its slot, then cut back to Twilight trying to rub her eyes clear; she has set the piles of papers back on the desks by this point.*)

**Flim:** (*indignantly, crossing to her*) Twilight Sparkle? Did you really think an eyepatch was enough of a disguise?

(*He is the one who tore it away.*)

**Twilight:** (*very snarky, grabbing/tossing it with her aura*) No, I didn’t.

**Flam:** Well, then, we agree that everypony will recognize the Princess of Friendship in this photo of you sneaking into our office.

(*On the second half of this, he levitates the snap—she has been caught in the act, in full color and with both panicked eyes on display.*)

**Flim:** I can see the headline now. “Princess of Jealousy, Twilight Sparkle, bent on ruining her competition.”

**Flam:** (*crossing to them, camera gone*) So sad. A news story like that would destroy your reputation. (*Twilight’s eyes pop.*) Nopony will want to go to your school after *that!*

(*The caught-out Princess chews her lower lip fearfully, finding herself caught on the uncomfortably sharp horns of the dilemma created by her own actions. Zoom in slowly and snap to black.*)

Act Three

(*Opening shot: fade in to Twilight as Flam leans into her face. She has shed her fake cutie mark.*)

**Flam:** (*levitating photo*) Just wait until the papers get ahold of *this!* (*Flim takes his place on her other side.*)

**Flim:** “Princess Unhinged.” It’ll be the talk of Equestria. (*Starswirl enters the office.*)

**Starswirl:** Well, gentle-ponies— (*floating in a tower of pages*) —I’ve finished another stack! The lessons in these worksheets are quite fascinating. (*noticing Twilight*) Twilight, what’s going on here?

**Flim:** (*throwing foreleg around her shoulders, twirling eyepatch*) Oh, just your protégé getting caught snooping in our office *in disguise!* (*under his breath*) Well, sort of.

**Flam:** (*reprovingly; Flim backs off*) Oh, honestly, Princess Twilight, envy does not look good on you.

(*He adopts an appropriately shocked expression while hovering the photo for Starswirl’s consideration; Flim, on the other hand, aims a “gotcha” smile at Twilight.*)

**Twilight:** I’m not envious! (*to Starswirl*) I know these two are up to something. I’m just trying to find out what.

**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. (*He exits.*)

**Flim:** Well, it’s about to be the Princess all of Equestria knows.

**Flam:** Unless…you decided to drop the whole “uncover the scam” thing. (*He shifts the picture to dangle in front of her face.*)

**Flim:** Then we’ll rip this silly picture up and not let it completely and utterly ruin you and your school.

(*She can only voice a pitiful little moan in reply. Dissolve to a knot of students in a hallway, with the top of Rarity’s head just visible at its center.*)

**Rarity:** (*as Plainity*) You can be generous with all sorts of things. (*Close-up.*) Gifts, compliments, your time.

(*Excited murmurs race through the spectators as they take notes and disperse, leaving a clear approach for an extremely hacked-off Twilight.*)

**Rarity:** (*as herself*) Hey, Eyepatch! Where’s your eyepatch? (*Gasp.*) Was your cover blown?

**Twilight:** You could say that. Flim and Flam took a picture of me sneaking into their office.

**Rarity:** Were we wearing our eyepatch?

(*That question earns her a glare that might translate as “are you kidding?”*)

**Twilight:** (*pacing*) If I don’t stop investigating, they’re gonna tell everypony that I’m trying to sabotage their school because I’m jealous.

**Rarity:** But—but—but that’s ridiculous!

**Twilight:** I don’t know. Maybe I *am* just upset that Starswirl came here instead of my school.

(*Students pass in both directions, carrying stacks of papers on backs and in fields.*)

**Twilight:** Flim and Flam may have turned over a new leaf. We should probably just go home.

**Rarity:** (*touching her shoulder*) Twilight, you are not the kind of pony to let your emotions cloud your judgment. If you think Flim and Flam are up to no good, you can’t give up— (*laughing*) —even if their lessons really are impressive.

**Twilight:** (*surprised*) Wait. What?

**Rarity:** (*increasingly caught up*) Which reminds me. Can you get a message to Spike? I want to return those sewing machines. I need the bits if I’m going to keep advancing here. (*floating a bundle of sheets from behind herself*) Tuition’s free, but the worksheets sure aren’t! (*Laugh.*)

(*Something clicks under the pink/purple/blue mane, and Twilight glances around herself to see every student in sight hauling a load of them.*)

**Twilight:** Flim and Flam are charging for these?

**Rarity:** Well, they have to cover expenses. And Flam insists that everything extra goes to improving the school and—

(*The newfound enthusiasm disappears in the time it takes her to draw one short, sharp gasp as two narrowed purple eyes bore into her.*)

**Rarity:** (*dully*) This is the scam, isn’t it? (*Sheepish little grin.*)

**Twilight:** (*with fresh resolve*) Let’s find out.

(*They set off. Wipe to Flim and Flam behind the classroom’s front desk, a thick sheaf of worksheets resting before them and tall stacks of the same off to one side on the floor. Flam’s telekinesis shifts the desk pile to the waiting Starswirl, who floats up a coin as a shirt/sweater-clad unicorn stallion watches from the doorway.*)

**Starswirl:** These lessons are so valuable! Are you sure I can’t give you more? (*He moves it toward Flam.*)

**Flam:** Ah-ah-ah! (*Push it away.*) Unnecessary! (*beatifically*) Being able to share them with a pony like you is our real reward.

(*The old mage exits with papers in tow, making room for the other stallion to offer up a coin of his own. Now, though, the brothers’ expressions harden into clear disapproval.*)

**Flam:** Oh, my. And *you* want to study alongside Starswirl, hmm?

**Stallion 2:** It’s all I have!

(*Flam’s hoof lances up and snatches the money away; next his field retrieves the topmost sheet from one side stack and tears it in half lengthwise. The stallion watches in dismay as one piece is withdrawn and the camera cuts to the hucksters, it settles onto Flim’s upraised hoof.*)

**Flim:** Come back for the rest when you can afford it.

(*Back to the cash-strapped unicorn, who has now stripped off his clothing and huddled miserably on the floor.*)

**Stallion 2:** W-Wait! (*holding it up*) I-I’ll sell the shirt off my back! (*Flim and Flam are instantly all smiles.*)

**Flam:** And *that’s* the kind of determination that’ll get you to the next level…student whose name I know.

(*His magic quickly exchanges the sweater for the other half of the worksheet, which flutters down across the stallion’s eyes. The latter pulls it away with a grin as the camera zooms in slightly on the doorway, where Twilight and Rarity have put their heads in to watch this bit of predatory commerce. They duck out of sight; cut to them traveling the hallways. The next two lines are delivered in hushed tones.*)

**Rarity:** Twilight, maybe I should take over the investigation. (*Stop at a corner.*) Think of your reputation!

**Twilight:** My reputation isn’t worth much if I won’t risk it for what I think is right. (*smiling*) Besides, I have a plan.

(*Wipe to Flim and Flam walking down a hallway, a bulging sack held in the latter’s horn-powered grip. After the briefest of glances to make sure they are alone, Flim uses his magic to open the doors to their office. Both enter, not noticing Twilight put her head into view from around a corner; she reaches the doors as they close again, but a gentle push reveals that the latch has not quite engaged. Cut to her perspective through the widening gap: the bag now rests on the floor, and Flam is adjusting the hands of the clock that hangs between the brothers’ portraits. Once he gets the time just so, both of them rotate the artworks 180 degrees on the wall and step back. Flam levitates the bag as the wall portion between the frames slides up and out of view and the other two sections retract to either side, revealing a pair of doors that swing away from them to frame a near-lightless expanse beyond. They enter, taking the bag, and the doors close again.*)

(*Cut back to Twilight, whose disbelief quickly transitions into righteous anger as her horn blazes up and she shoulders her way into the office, then wipe to another set of doors. These open to admit the avaricious entrepreneurs; in close-up, Flam climbs a ladder partway while letting his power dump the sack’s contents—coins, and lots of them—onto a pile of legal tender. He slides down and jumps to the floor, where Flim is waiting by an easel on which a large drawing of a thermometer is propped. It is partly filled in with red, and measuring scales have been added on both sides and to the tube itself. A can of red paint stands on the floor, the handle of a brush protruding from the open top.*)

**Flim:** (*levitating brush, painting in most of the blank area*) Well, brother of mine, we’ve got almost all the bits we need to expand our resort.

(*The camera zooms out during this line to frame the entire space in which they have arrived. It is a large circular room hung with draperies on both the walls and the domed ceiling. Two couches, each positioned under one brother’s portrait; shelves lined with expensive-looking knickknacks; a table set with desserts of all types; masses of piled coins and jewels; a scale model of an extravagant resort complex on a table.*)

**Flim:** If we add another level of classes and worksheets, we’ll be there.

**Flam:** (*pacing*) Maybe we should add two levels— (*Close-up of the model; zoom out to frame him standing over it.*) —just to be safe.

(*The push of a large red button at the table’s edge brings the replica to life: turning Ferris wheel, spotlights on buildings, water flowing in a fountain. Flim crosses to it with a contented sigh.*)

**Flim:** It’s a thing of beauty. But I was thinking. (*levitating a flag to a certain spot*) What if we added another extreme pool slide *here?*

**Flam:** (*doing likewise*) Mmm—sure, as long as the pipes for the musical chocolate fountain go through *here.*

**Twilight:** (*from o.s., pointing out another place*) But shouldn’t it go closer to the pudding hot tub *here?*

**Flim:** A fair point, but—

(*The next words die on his tongue as both pairs of green eyes shrink to freaked-out points and both heads whip toward the new arrival.*)

**Flim, Flam:** What?!? (*Cut to her.*)

**Twilight:** (*stomping*) I knew your school was a scam! (*They quickly regain their composure and circle to her.*)

**Flim:** Well, well, well. If it isn’t the Princess of Jealousy. I guess we’ll be going to the papers after all.

**Twilight:** And I suppose I’ll just lead your students into this secret room of bits and resort expansion plans! (*That puts a new scare into the swindlers.*)

**Flam:** Uh…l-l-let’s not get hasty. (*Chuckle.*) You have something on us, we have something on you. Let’s just call it even.

**Twilight:** I don’t think so. (*turning away*) 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.

**Flam:** (*laughing, floating a thick file folder from a shelf*) Of course they’re good. We copied them from *your* book.

**Flim:** We just skipped every other page. (*Flam grins and flips through it.*) All the lessons, half the time.

**Twilight:** (*groaning, hoof to face*) 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.

(*They react as if momentarily stunned by a two-by-four to the head, but snap out of it with one smiling word.*)

**Flim, Flam:** Nah.

**Flim:** Running a school is more work than we thought. Besides, we almost have everything we need.

(*They peel out, the stolen lesson plans forgotten, but skid to a halt just short of the doors that open under Rarity’s control to put her in their path.*)

**Rarity:** (*as Plainity*) I think not!

**Flam:** Plainity? My star pupil?

**Rarity:** Not Plainity, but…

(*A fraction of a second is all the time she needs to shuck off her disguise, bring her mane/tail to their original glory, and revert to her usual self and voice.*)

**Rarity:** …Rarity!

**Flim:** (*puzzled*) Who?

**Rarity:** We decided to bring somepony else here to listen to everything you just said.

(*This individual proves to be Starswirl, who strides in to skewer them with a steely glare. The camera is on him and Rarity at this point, but shifts to frame both them and the greatly unnerved brothers on the start of the next line.*)

**Flim:** (*stammering*) Hey, Starswirl! We were just about to—

**Starswirl:** —return the bits you’ve collected from your students and close your school?

**Flam:** (*swallowing hard*) Yeah. That.

(*Dissolve to an extreme close-up of one of said bits being passed from his hoof to that of a now-former student, then cut to a magically held bag being filled with them and being carried away by another. A long shot frames the refunds as taking place at the base of Friendship University’s front steps; Rarity keeps watch on Flim, Flam, and the line of ponies, while Twilight and Starswirl observe them and a sizable crowd of spectators from the steps. The stallion who gave up his shirt and sweater to buy worksheets earlier in this act is now wearing them again.*)

**Starswirl:** (*sighing*) 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. (*stroking beard*) I wish I had known it too.

**Stallion 3:** Thanks for returning our bits. (*slinging a bag of them across his back*) But how are we going to learn about friendship now?

(*Murmurs of confusion and concern rise from the crowd as he approaches Twilight and Starswirl.*)

**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.

(*The headmare giggles softly at the recommendation and is met with a round of hearty cheers. Dissolve to her and Rarity in her office at the School; as in the prologue, Twilight sits behind her desk with a postcard held in her magic, while Rarity sits across from her.*)

**Twilight:** (*reading*) “Of course, if I ever go to a school again, I’ll make sure it’s yours. In friendship, Starswirl.”

**Rarity:** I still don’t understand how Flim and Flam could have gotten a copy of your book.

(*The sound of the opening doors cuts in, and both look in that direction to find Cozy pushing he head in through a gap between them. The sewing machine that Rarity inspected during the prologue has been removed from the office.*)

**Cozy:** Uh, I finished straightening up in the library.

(*She opens the doors fully to show the rest of the shipment still crated up and stacked in the hallway.*)

**Cozy:** Professor Rarity, I just wanted to make sure you’re definitely keeping these.

**Rarity:** But of course, darling. If there’s one thing I learned at Friendship University, it is not to give up when you know what’s right. And I know teaching friendship through sewing is right. (*stroking chin*) I just need to figure out how.

(*Twilight and Cozy beam at her determination as the camera zooms in slowly and the view fades to black.*)