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MY LITTLE PONY 6

"VIVA LAS PEGASUS"

Episode 620

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TEASER

SC. 1 - EXT. TWILIGHT'S CASTLE - DAY

Establishing the castle.

1 APPLEJACK (O.S.)
The map is sending us *WHERE?*!

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

APPLEJACK and FLUTTERSHY stare incredulously at the map-- their cutie marks HOVER over a miniature city of flashing lights. TWILIGHT stands behind them, staying calm.

2 FLUTTERSHY
Las Pegasus?

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

3 APPLEJACK
I don't wanna sound like a sour apple, but Las Pegasus is a wild vacation spot-- not exactly a fit for a hardworking Earth Pony like me. It's just one big party!

4 FLUTTERSHY
All those lights and sounds, not to mention the crowds! Just the thought of it is overwhelming.

5 TWILIGHT
Just focus on how good you'll feel after you help whoever it is that needs you.

Fluttershy and Applejack exchange a look, unconvinced.

6 TWILIGHT (CONT'D)
I know Las Pegasus doesn't seem like either of your cups of tea, but I have total faith you wouldn't have been called unless you were the perfect ponies for the job.

Heartened, Applejack turns to Fluttershy.

7 APPLEJACK
It's probably not as bad as we
think. It can't be just a loud
obnoxious party all the time...
right?

CLOSE on the map as we SMASH CUT TO--

SC. 3 - EXT. LAS PEGASUS - DAY

--LAS PEGASUS in its full glory! GLADMANE'S RESORT & HOTEL at
the end of the street! Lights flash, loud <MUSIC> plays!
CROWDS of ponies dancing through the streets!

In the distance we see Applejack and Fluttershy walking up
the ramp to Gladmane's gaudy entrance, looking around,
unsure. It's just as obnoxious as they feared!

8 FLUTTERSHY
Uh, Applejack. It isn't as bad as
we thought...

As she says this, a few PARTY PONIES in jerseys with Greek
Letters runs past, celebrating.

9 PARTY PONIES
PARTY ALL NIGHT! WHOO-HOO!

Applejack looks horrified as the Party Ponies gallop off down
the street.

10 APPLEJACK
You're right... It's worse!

END TEASER

MAIN TITLES

ACT ONE

SC. 4 - INT. GLADMANE'S - DAY

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

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

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

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

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

The interior of Gladmane's! Lights! Music! Games [the non-
gambling variety. Think - skee-ball]! SENSORY OVERLOAD!

13 FLUTTERSHY
Do you think the map could be on
the fritz again? I mean, this place
seems a lot more suited to Pinkie
Pie, or even Rainbow Dash.

14 APPLEJACK
If Twilight trusts the map then so
do I. All we have to do is solve
our friendship problem and get back
home.

(off more lights and
sounds)

Of course we have to find it first.

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

A CARNIVAL BARKER stands in front of several POSTERS of the
resort's attractions: a pony on TRAPEZE and an ANIMAL ACT
stand out in particular. The Barker speaks into an old-time
radio mic on a long cord. His voice come through a PA System
ECHOING through the resort floor.

15 BARKER
Gladmane's has it all folks! And
make sure to experience our
signature show: Poné Fantastique!
Trust me when I say you've never
seen anything like it! Unparalleled
acrobatics, unique animal antics!
Your only regret will be - that you
didn't see it sooner!

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

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

The Barker points OS and we WHIP PAN to a giant GOLD STATUE
of a STYLISH PONY with AVIATOR SUNGLASSES, a SLICK POMPADOUR,
and a sequined cape. The crowd erupts in <APPLAUSE> and
<CHEERS>!

17 FLUTTERSHY
Wow. This Gladmane sure seems
impressive.

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

[PRODUCTION NOTE: Gladmane speaks with a heavy Rockabilly
accent a la Vegas era Elvis.]

19 GLADMANE (O.S.)
Well, uh-- To tell you truth, it is
a little embarrassin'...

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

20 GLADMANE (CONT'D)
But the crowds seem to like it, uh-
huh-huh.

21 APPLEJACK
Mr. Gladmane?

22 GLADMANE
We're all friends here, just
Gladmane'll do. And it's a pleasure
to meet actual cohorts of the
Princess of Friendship! Thank you
for coming-- *thankyouverymuch*.

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

23 FLUTTERSHY
You know who we are?

24 GLADMANE
I'll tell you what-- I'm what you might call a friendship connoisseur, so naturally I'm familiar with the friends of the great Twilight Sparkle! Applejack, Fluttershy, it's an honor to have you here, uh-huh-huh.

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

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

Gladmane looks to the Barker and holds out his hoof. The Barker walks up to Gladmane and hands him the mic.

Gladmane does an elaborate Elvis-style dance move ending in a crouch. Out of nowhere a pony appears with his missing sequined cape and puts it on him. With that, Gladmane speaks into the mic.

27 GLADMANE (CONT'D)
(into mic and echoing over the PA)
Wise ponies may say the folks that come here are customers, but I can't help thinkin' of each and every one of you as friends. That's why there's a three for one special on apple fritters in the cafe for the next hour. Enjoy. Uh-huh-huh.

Gladmane hands the mic back to the Barker then turns to AJ and Fluttershy.

28 GLADMANE (CONT'D)
Would you two like a tour of the place? I'm just about to do my rounds and check on my friends who work here.

Applejack looks to Fluttershy.

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

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

31 GLADMANE
(correcting her)
Ah-ah! Just Gladmane, now, you hear?

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

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

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

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

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

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

34 GLADMANE
New moves or not, I'm glad to have a "star" like you working for me, I'll-tell-you-what.

35 TRAPEZE STAR
Oh, don't make me blush. Everypony knows you're the real star. Now watch this!

The Star JUMPS up on the bar and does a QUICK FLIP! Applejack and Fluttershy share a look - *impressive*.

36 GLADMANE
Stellar, ah-huh-huh!

The DIRECTOR (megaphone Cutie Mark and a German accent) steps in and does a double-take when he sees Gladmane.

37 DIRECTOR (O.S.)
Oh, Herr Gladmane himself is here.
Let's run through the whole
routine!

Trapeze Star balances on her trapeze and rises into the air and OUT OF FRAME. [PRODUCTION NOTE: We won't actually see any of her trapeze action.]

38 GLADMANE
Now, don't make a fuss for ol' me.
I'm just gonna keep giving a tour
to my new friends, Applejack and
Fluttershy.

39 APPLEJACK/FLUTTERSHY
Howdy/Hi.

The director points at Gladmane.

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

Gladmane shrugs humbly, then says to Applejack and Fluttershy.

41 GLADMANE
Let's leave the artists to their
work.

He leads AJ and FS to the other side of the stage.

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

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

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

44 GLADMANE
I like the folks that come here to
have a unique experience, uh-huh-
huh.

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

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

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

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

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

48 GLADMANE
Glad you like it.

Gladmane heads out of the tent. AJ starts to follow, but turns back to see Fluttershy lingering by the animal crates.

49 APPLEJACK
<AHM> Fluttershy?

Fluttershy comes around, remembering herself.

50 FLUTTERSHY
Hmm? Oh. Coming.

SC. 6 - INT. GLADMANE'S - OUTSIDE PONÉ FANTASTIQUE - CONT

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

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

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

Suddenly a familiar voice rings out from behind them.

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

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

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

Fluttershy tilts her head.

55 FLUTTERSHY
Those voices sound familiar...

56 APPLEJACK
(frowns)
They sure do...

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

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

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

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

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

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

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

60 FLIM
Don't let this price-gouging
charlatan take you for a ride!

61 FLAM
Charlatan!? How dare you?!

Gladmane shakes his head as the brothers continue to argue.

62 FLUTTERSHY
Well, they certainly don't seem to
be getting along.
(with sudden realization)
You don't suppose we've been
brought here to help them?

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

63 APPLEJACK
Absolutely not!

Off Applejack's look of abject disgust...

END ACT ONE

ACT TWO

SC. 7 - INT. GLADMANE'S - RESUME

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

64 FLUTTERSHY

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

65 APPLEJACK

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

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

Gladmane returns to Applejack and Fluttershy.

66 GLADMANE

I'm sorry you had to see that. I don't know why, but those two've been fightin' ever since they got here. I thought giving them these jobs might help, but I guess it just made matters worse.

67 APPLEJACK

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

68 GLADMANE

I suppose you're right. Flim's such a showpony and Flam has such a head for business, why, if they ever did work together, they'd be runnin' this place in two shakes.

(checks his watch)

Speaking of which, I better get back to work. Y'all enjoy your stay, ya hear?

Gladmane exits. Fluttershy looks to Applejack.

69 FLUTTERSHY

I'm pretty sure we should help Flim and Flam.

70 APPLEJACK
(shakes her head)
And I'm pretty sure there's another
friendship problem here and I'm
gonna search this resort top to
bottom until I find it.

With that, Applejack stomps off. Fluttershy looks after her,
<SIGHS>, then heads off in the direction Flim and Flam went.

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

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

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

Off Fluttershy's frown...

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

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

CUT TO: Fluttershy back with Flim.

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

CUT TO: Fluttershy continues with Flam.

74 FLAM
(super-sarcastic)
Why, he's the greatest salespony
that ever lived, of course! Just
ask him, he'll tell you all about
it!

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

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

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

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

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

SC. 9 - INT. GLANDMANE'S - DAY

Applejack wanders the resort. She glances around at:

- Ponies CHEERING as they win a giant stuffed animal in a bean bag toss.

- Ponies dancing happily to LOUD MUSIC.

- Ponies LAUGHING and SCREAMING with delight as they pass the FLASHING LIGHTS of the different attractions.

Applejack squints at all the happy ponies.

77 APPLEJACK
I suppose I should be glad
everypony is having such a good
time, but is finding another
friendship problem so much to ask?

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

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

SC. 10 - INT. BACKSTAGE - PONÉ FANTASTIQUE - CONTINUOUS

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

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

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

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

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

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

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

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

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

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

A STAGE MANAGER PONY, dressed in all black with a headset walks by. Applejack follows him a few paces away, then grabs his attention and points to the Director and Star arguing INDISTINCTLY in the background.

85 APPLEJACK
Shouldn't somepony do something?

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

87 APPLEJACK
(excited)
Now, that sounds like a *real* friendship problem!

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

88 TRAINER #1
Hup!

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

89 TRAINER #2 (O.S.)
Stop! What are you doing?

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

90 TRAINER #2 (CONT'D)
It's supposed to be a Pink Prairie Dog Pyramid. It's alliterative!

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

91 TRAINER #1
You said a tower! Why do you keep changing everything?!

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

92 TRAINER #2
I'm not changing anything. You said pyramid!

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

93 TRAINER #1
ARGHHH! You are driving me crazy!

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

94 APPLEJACK
I thought you two got along.

95 TRAINER #2
We used to. But we just can't seem to agree on anything anymore.

The Prairie Dogs all shake their heads.

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

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

97 APPLEJACK
Two friendship problems in the same
theater? Now we're talking!

Excited, she DASHES off.

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

Fluttershy looks at Applejack, surprised.

98 FLUTTERSHY
If you count Flim and Flam, that's
three big friendship problems all
in the same place.

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

100 FLUTTERSHY
It certainly isn't for Gladmane. It
sounds like he's better off with
them fighting. Didn't he say if
they worked together, they'd be
running this place?

Applejack looks up, struck with a sudden thought.

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

102 FLUTTERSHY
It seems strange that everypony not
being friends is actually good for
Gladmane's business. Do you think
he knows?

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

Off Applejack, determined...

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

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

104 TRAPEZE STAR
Of course Gladmane wants everypony to get along! He's the nicest, most genuine pony I've ever met.
 (then)
Did the Director put you up to this?

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

CUT TO: Applejack with the...

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

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

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

CUT TO: Applejack staring at...

107 TRAINER #2
...most compassionate pony I've ever known.

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

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

Applejack shakes her head, confounded.

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

END MONTAGE

Applejack and Fluttershy start to head out of the theater.

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

110 FLUTTERSHY
Not all accounts.

111 APPLEJACK
What do you mean?

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

113 APPLEJACK
Well, I'll be!

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

115 APPLEJACK
So, all his talk about friendship is just a load of apple sauce. He's gettin' them all to fight with each other on purpose!

116 FLUTTERSHY
But how can we get everypony to believe that's what he's doing?

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

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

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

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

After a beat, Applejack <SIGHS>, resigned.

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

Off Fluttershy's smile...

END ACT TWO

ACT THREE

SC. 13 - INT. GLADMANE'S - DAY

Flim eyeballs Fluttershy with skepticism.

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

121 FLUTTERSHY
But Gladmane is behind so many
other friendship problems, how can
you be sure he isn't the cause of
yours?

122 FLAM
Because the only problem I have is
standing right there.

Flam sticks a hoof at Flim.

123 FLIM
Same here, buster.

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

125 FLIM
Of course! Gladmane let me know
that ex-brother of mine thinks I'm
just a mouthpiece without a single
good idea.

126 FLAM
Nonsense! Gladmane assured me this
former, fraternal foal here thinks
I couldn't sell heat lamps to polar
bears.

127 FLIM
Ridiculous!

128 APPLEJACK
Sounds like neither of you said
those things. Why'd you believe
Gladmane when he said you did?

129 FLIM
Why would he lie?

130 FLUTTERSHY
Because he's afraid that the two of
you together could move in and take
over his resort.

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

132 FLIM AND FLAM
(realizing)
You never lie!

The brothers turn and stare at each other.

133 FLAM
Gladmane's been conning us.

134 FLIM
--NOPONY CONS THE CON-PONIES!

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

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

136 FLIM
The "Canterlot Two-step?"

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

138 FLIM
My flare isn't what it used to
be...

Suddenly, Gladmane's voice comes over the PA system again...

139 GLADMANE
(over hotel speakers)
*Listen here, y'all. If you're a
friend of mine, you're entitled to
a free night's stay... and
everypony here's a friend of mine!
Thank you. Thankyouverymuch.*

As the PA system cuts out, the brothers eyes meet-- they
smile and speak to one another at the same time.

140 FLIM
Are you thinking what I am?

141 FLAM
I sure am-- the "Big Bits Bop!"

142 APPLEJACK
The what-now?

143 FLAM
Trust us, when we're done, there
won't be a pony in town who doesn't
know the Applejackiest truth about
Gladmane. That is, assuming you two
are willing to help.

Applejack and Fluttershy look at each other, apprehensively.
Flim looks Fluttershy up and down.

144 FLIM
What size gown do you wear?

SC. 14 - INT. GLADMANE'S - DAY

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

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

145 GLADMANE
What's all the fuss, now?

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

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

Gladmane spruces up, straightens his collar, etc.

147 GLADMANE
Well, why didn't somepony tell me? You know how I like to give VIP guests my personal touch.

148 FLIM
Well, she's not exactly a guest. Word is she's planning a resort of her own.
(aside)
I think she's here to scout the competition.

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

149 GLADMANE
Oh, really?

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

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

151 GLADMANE
If anypony's taking over the strip, it's me. She'll back out the moment she sees how incredible her competition really is.

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

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

152 GLADMANE (CONT'D)
Impossibly Rich! What an honor it is to have you at my humble, award-winning, five-hoof resort! I'm sure Flam has done an excellent job showing you around, but nothing could beat a personalized tour from The Mane himself! *Amiright, ah-huh-huh?*

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

153 FLAM
You'll have to excuse Ms. Rich, she saves the energy other ponies spend talking out loud and uses it to make more money.
(after more whispers)
She'd love a personal tour, say, in an hour?

154 GLADMANE
Well, that sounds right pleasant. And if you can break away for a moment, Flam, I'd love to see you n my office so I can get ready.

Flam nods and leads Impossibly off. Gladmane watches them go.

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

Flam and Impossibly Rich slip into a back room, where Applejack and Flim are waiting for them. They help Impossibly remove her mane-wig and sunglasses, revealing-- FLUTTERSHY.

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

156 FLIM
Abso-tively!

Flam turns to his brother.

157 FLAM
Gladmane is one fish that's hooked but good.

Flim nods to Applejack.

158 FLIM
We'll do our part.

159 APPLEJACK
I sure hope you two know what
you're doing.

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

161 FLIM
...no two ponies do it better than
us.

162 APPLEJACK
I can't argue with that.

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

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

163 FLAM
Hey there boss, Impossibly Rich is
just about ready for that tour.
What did you wanna see me about?

Gladmane closes the CURTAIN in front the balcony.

164 GLADMANE
Actually, there's something I want
you to see...

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

165 GLADMANE (CONT'D)
The grand plan: Every hotel on the
strip as amazin' as this one and
every one of them mine.

Flam looks at the map, and <WHISTLES>, impressed.

166 GLADMANE (CONT'D)
And all it'll take is a little
salesponyship. Like this.

Gladmane walks over to his desk and presses a big button on a 40s-style microphone.

167 GLADMANE (CONT'D)
(into mic)
Hey there, friends-- ah-huh-huh--
If you think my resort is
fantastic, wait till you see Poné
Fantastique. Tickets are on sale
now-- two for the price of one...
(then)
When you buy two. Thank you.
Thankyouverymuch.

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

Gladmane, taking his hoof off the mic. He walks back over to Flim at the map.

168 GLADMANE (CONT'D)
Now I know Impossibly Rich has
probably made you a tempting offer
to come work for her.

169 FLAM
Well, now that you mention it...

170 GLADMANE
And as your friend, I'd never tell
you what to do, but no pony is
gonna stand in the way of my plans,
no matter how rich she is, and I
sure wouldn't want you to end up on
the losing side. Think you might
consider staying here?

Gladmane's look darkens as he stares at Flam with surprising intensity. Flam nods, showing a bit of nervousness. Gladmane quickly resumes his normal "aw shucks" demeanor.

171 GLADMANE (CONT'D)
Well, all right, then. Let's start
that tour!

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

Applejack arrives to find Flim already there. Applejack drags in the PA MICROPHONE (that we saw the Barker and Gladmane use in Act One) on a long cord.

172 APPLEJACK
They're coming!

173 FLIM
Perfect, let's get in position.

Applejack and Flim hide BEHIND A CURTAIN, pulling the microphone in with them.

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

174 GLADMANE
And last, but not least, Ms. Rich,
the jewel in my crown... The Poné
Fantastique theater!

Impossibly looks around, wandering over to the curtain behind which Applejack and Flim are hidden. Impossibly leans in to Flam.

175 FLAM
What was that? OK, I'll tell him.
(to Gladmane)
Impossibly wants you to know she is
very impressed... But doesn't think
you can keep a resort of this
calibre going for long.

Gladmane walks toward them.

176 GLADMANE
Oh, and why is that?

More whispers from Impossibly.

177 FLAM
Because you've got the best talent
in the industry-- what stops them
from just leaving to join any
competitor?

Gladmane walks even closer, chuckling to himself.

178 GLADMANE
Well, you see, I have a trick for
that, I must confess, ah-huh-huh.
And it all has to do with how I
handle my employees...

Impossibly and Flim lean in.

179 FLAM
And how is that?

BEHIND THE CURTAIN-- Applejack PRESSES the microphone ON and holds it close to the curtain as she and Flim lean in, eager.

Gladmane breaks into a wide smile...

180 GLADMANE
Well... LIKE FRIENDS, of course!

QUICK CUTS-- outside the theater where ponies all look up at Gladmane's voice broadcast over the PA.

181 GLADMANE (CONT'D)
(over PA)
*I treat every one of my employees
with the kindness they deserve!*

BACK TO-- Flam. His face falls. Impossibly's face falls. Behind the curtain, Applejack and Flim also seem disappointed. This is clearly NOT what they were expecting.

182 FLAM
Oh. That's it? *THAT'S* your secret?
(leading)
There's nothing else...

183 GLADMANE
Nope. Just friendship.
(turning to Impossibly)
But you know all about friendship,
don't you... FLUTTERSHY?

Suddenly, Gladmane RIPS off Fluttershy's disguise, revealing her identity! He YANKS open the curtain, revealing Applejack and Flam. He takes the mic and SHUTS IT OFF.

184 FLIM
You knew the whole time?

185 GLADMANE
Never try to con a con-pony! Uh-huh-
huh! <HI-YAH! HI-YAH!>

Gladmane does a couple of CELEBRATORY KARATE CHOPS!

Applejack, Fluttershy, Flim and Flam all lower their heads. Gladmane prances triumphantly from the room.

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

Gladmane gazes down at his "grand plan" map, smiling. The door opens and he looks up to see Fluttershy storming in. Applejack follows, holding her back.

186 GLADMANE
Still here, huh? I'd of though
you'd hit the road by now.

187 FLUTTERSHY
Whether we were able to fool you or
not, you can't just go on keeping
ponies from getting along!
That's... mean!

188 GLADMANE
Now maybe it is, but it's a
meanness that works, unlike your
pathetic little ploy.

Fluttershy slumps down on Gladmane's desk, defeated.
Applejack turns to him.

189 APPLEJACK
How in blazes did you figure out
what we were doin'?

190 GLADMANE
(laughs)
Please. I practically invented the
"Big Bits Bop." But I suppose I
should be impressed. You're the
only ponies to ever figure out the
secret to my success. It takes a
lot of work keepin' everypony
fightin', but as long as I keep 'em
convinced I'm their only friend,
all of Las Pegasus will be mine.

191 FLUTTERSHY
I guess we should have known better
than to try and con a con pony.
Even with Flim and Flam's help.

192 GLADMANE
You can't trick a confession out of
a pony like me. I am always one
step ahead.

193 APPLEJACK
Well, you better check your hooves.

194 GLADMANE
Why?

195 APPLEJACK
Because... we just got our
confession.

Applejack points to Fluttershy at Gladmane's desk, revealing--
she's been HOLDING DOWN THE BUTTON ON HIS INTERCOM!

196 GLADMANE
Wait, but--

At that, Applejack YANKS open the curtains! A shocked Gladmane looks out to see his employees looking up from the floor - the Director, Trapeze Star, and both Animal Trainers - flanked on either side by Flim and Flam who wave.

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

197 FLUTTERSHY
Did that sound okay?

198 FLIM AND FLAM
(calling up)
Never better!

Gladmane turns back, in horror.

199 APPLEJACK
Flim and Flam told us you'd see right through the fake rich pony bit-- and that once you did, you wouldn't be able to resist gloating about it. This was all part of the plan.

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

200 GLADMANE
Friends! I can explain...

ON THE HOTEL FLOOR: The Director calls back.

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

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

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

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

204 FLUTTERSHY
Now who shouldn't have tried to con
the con-poinies?

They also turn and start to head out. From above, Gladmane
RUSHES out of the office.

205 GLADMANE
Wait! No! COME BACK! I'm gonna be
ruined!

Applejack bends down to the microphone, her voice
broadcasting across the building.

206 APPLEJACK
Gladmane has left the building!

SC. 19 - INT. GLADMANE'S - DAY

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

207 FLUTTERSHY
I guess the map wasn't on the fritz
after all. If it weren't for your
history with Flim and Flam, you
never would have been so determined
to find somepony else to help and
we never would have found out what
Gladmane was doing.

208 APPLEJACK
And if it weren't for you wanting
to show even those two con ponies
kindness, we never would have been
able to trick the trickster.

The two of them walk up to Flim and Flam standing outside of
the Poné Fantastique Theater.

209 APPLEJACK (CONT'D)
It must've felt pretty nice to
finally put all you're connivin'
and cheatin' skills to good use.

210 FLIM
Indeed!

211 FLAM
In fact, we like to think it as a
once in a lifetime opportunity.

212 FLIM
Emphasis on the "once."

213 FLUTTERSHY
What do you...?

Flim looks to Flam who holds up the PA mic.

214 FLAM
(in mic and over PA)
While this establishment undergoes a slight change in management, my brother and I want to assure you that it remains the pinnacle of Las Pegasus entertainment. Which is why we invite each and every one of you to experience the wonder of the Poné Fantastique Theater at half the normal cost of admission...

215 FLIM
And, while you're appreciating this historic venue, totally devoid of performers of any kind, we invite you to use the wonder of your own imaginations to fill the space-- at no additional charge!

Applejack and Fluttershy and pushed aside as a crush of customer ponies gather around Flim and Flam.

They look on, aghast, as ponies eagerly fork over their bits to the two con-ponies. Applejack shakes her hoof, shouting over the din.

216 APPLEJACK
Film and Flam!!!

As Flim and Flam stand back to back selling tickets hoof over hoof, they look to camera and WINK as we...

IRIS OUT

END