

VIVA LAS PEGASUS

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Prologue

(Opening shot: fade in to a long shot of the Castle of Friendship during the day and zoom in slowly.)

Applejack: *(voice over)* The map is sendin' us *where?*

(Cut to an extreme close-up of one spot on the magical map in the throne room. Her cutie mark and Fluttershy's are orbiting a cluster of major landmark structures so varied in design that no civilized society would ever have built them together over the course of history. The lot sits in the clouds that hover above a mountain range.)

Fluttershy: *(from o.s.)* Las Pegasus?

(Zoom out to frame these two mares standing next to the table and eyeing the display with crystal-clear confusion and trepidation.)

Applejack: But Las Pegasus is a wild vacation spot! It's just one big party!

Fluttershy: All those lights and sounds...not to mention the crowds. *(Huddle into herself.)* Oh, just the thought of it is overwhelming!

(Long overhead shot of the table, zooming in slowly. Twilight Sparkle crosses to them.)

Twilight: 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. *(Close-up of Applejack and Fluttershy; both smile, relieved.)*

Applejack: Prob'ly not as bad as we think. It can't just be a loud, obnoxious party all the time...right?

(Fearful grins stretch both corners of both mouths. Behind them, the background instantly changes to a new location; they glance around, clearly thrown off their game.)

Fluttershy: Uh, Applejack? It isn't as bad as we thought.

(Zoom out slightly to put them on a sidewalk, as a mass of cheerful, shouting ponies thunders past, threading around and between them.)

Applejack: You're right.

(Cut to a long shot of this new milieu and zoom out slowly. The walk is part of a lattice of paths that traverse an expanse of cloud, with an ornate fountain at the center of it all. In the very near distance stands an array of gaudy buildings whose designs reflect the wild mishmash seen on the map. Billboards of various make and model float on clouds above the rooftops, various rides and amusements are set up here and there, and rainbows arc over the entirety of Las Pegasus as ponies of all tribes whoop it up in every way possible.)

Applejack: It's worse!

(Snap to black.)

OPENING THEME

Act One

(Opening shot: fade in to the lobby of one very busy local establishment. The immense, gilded double doors depict a heavyset earth pony rearing up into a confident pose as if performing for a crowd. The tail is short, the mane styled into a pompadour with prominent sideburns, and he wears a jacket with a short cape streaming back from the collar. His cutie mark is a tumble of coins and sparkles. A uniformed bellhop stallion opens one door to admit Applejack and Fluttershy; both stop on the threshold, jaws falling open, and manage a tiny gasp before the view cuts to their perspective and pans slowly across the lobby. The place is jam-packed with diversions at all altitudes, and a fountain topped with a gilded statue of this stallion dominates the whole crazy tableau. Cut here and there among the rides and games, then back to the flabbergasted newcomers.)

Fluttershy: Do you think the map could be on the fritz again?

(Referring to the problems that Starlight Glimmer caused by misusing it in "The Cutie Re-Mark," and which she and Twilight fixed in "Spice Up Your Life.")

Fluttershy: I mean, this place seems a lot more suited to Pinkie Pie, or even Rainbow Dash.

Applejack: If Twilight trusts the map, then so do I. *(They start across the lobby.)* All we have to do is solve our friendship problem and get back home. 'Course, we have to find it first.

(They stop as the voice of a stallion standing behind a lectern near the wall reaches their ears, and the focus shifts to him and the crowd gathered around. His boater hat, red bow tie, white

shirt, and red/white-striped suit jacket mark him as a barker similar to those employed by carnivals. He stands at a lectern; hanging behind him is a poster that shows an earth pony acrobat mare poised on a trapeze. Other images hang to either side of it.)

Barker: And make sure to experience our signature show, *Poney Fantastique!* (*Lean down toward the front row.*) Trust me when I say you've never seen anything like it! (*Straighten up; gesture to poster.*) Unparalleled acrobatics!

(He turns to indicate another one, which captures the image of two heavily made-up, effeminate-looking unicorn stallions—one in a tuxedo, the other in a jumpsuit—with a gray-white-striped hamster or guinea pig.)

Barker: Unique animal antics! (*Face front.*) Your only regret will be that you didn't see it sooner! And like everything at this amazing, incredible, "I-can't-believe-it-even-exists" hotel, *Poney Fantastique* is brought to you by the chair-pony of kindness, Gladmane himself!

(The camera pans quickly to follow his pointing hoof and stops on the fountain statue, sparking a cheerful charge across the lobby and leaving a very puzzled Applejack and Fluttershy to stand and watch.)

Fluttershy: Wow! This Gladmane sure seems impressive.

(The pair's ponderings are cut off by an older male voice with a distinct Southern drawl, and the owner steps partway into view behind them as it speaks. Blue jacket, sparkly lapels, off-white dress shirt, deep yellow bow tie marked with a coin pattern. The patch of skin visible above the shirt collar is blue with a faint violet tinge.)

Southern voice: Uh, well, uh, it is a little embarrassin'.

(Cut to a close-up of the hooves and tilt up slowly to frame the speaker, whose appearance matches that of the statue and door images. The cape attached to the jacket is translucent and bears the same sparkles as his lapels, and small, diamond-shaped buttons are set on the jacket's sleeve cuffs. His eyes are pale green, and his mane/tail are a glossy, pale blue-violet. Gladmane has just made the scene.)

Gladmane: But the crowds seem to like it.

(He punctuates this assessment with a throaty "uh-huh-huh" very similar to the mannerisms of Elvis Presley. From time to time throughout the episode, he will throw in this interjection while speaking.)

Applejack: Mr. Gladmane?

Gladmane: Just Gladmane'll do. (*taking two of their hooves in one of his*) And it's a pleasure to meet actual cohorts of the Princess of Friendship! Thank you for comin'. (*shaking vigorously*) Thank you very much. (*He lets go.*)

Fluttershy: You know who we are?

Gladmane: I'm what you might call a friendship connoisseur. So naturally I'm familiar with the friends of the great Twilight Sparkle. Applejack, Fluttershy— *(bowing)* —it's an honor to have you here. *(Straighten up.)*

Applejack: I have to admit, you're not the type of pony I expected to find in Las Pegasus.

Gladmane: *(laughing)* Well, my guests may be lookin' for lights, music, and parties, but workin' hard and makin' friends is how I turned this hotel into what it is today—

(On the end of this line, he gestures toward the lobby at large and the camera zooms out to frame the bustle of activity. A glassed-in skybox office overlooks it all, with two loudspeakers set at the base of the windows.)

Gladmane: —and how I plan to make it even bigger. *(Close-up; he leans toward them.)* Uh, excuse me one second.

(Backing off, he takes hold of a microphone being lowered from the ceiling on a cord and speaks into it.)

Gladmane: *(amplified)* Wise ponies may say the folks that come here are customers, but I can't help but thinkin' of each and every one of you as friends.

(Extreme close-up of one speaker. During the next line, the camera cuts to a slow pan through an arcade, whose patrons have stopped their games and are listening with great interest.)

Gladmane: *(on speaker)* That's why there's a three-for-one special on apple fritters in the café for the next hour! Enjoy!

(Back to the lobby. Gladmane lets go of the mic, which is reeled back up to the ceiling, and a knot of jubilant equines thunders past to take advantage of the offer. Applejack and Fluttershy goggle at the instant result, but Gladmane just puts on a supremely confident little smile and paces past them.)

Gladmane: Would you two like to take a tour of the place? I'm just about to do my rounds and check on my friends who work here. *(The mares smile and start after him.)*

Fluttershy: *(whispering, to Applejack)* We do have a friendship problem to find.

(Both stop, the apple farmer thinking carefully for a moment before addressing herself ahead.)

Applejack: Lead the way, Mr. Gladmane.

Gladmane: Just Gladmane now, you hear?

(Off they go. Dissolve to a backstage area equipped with scenery pieces that suggest a nautical theme: sailing ship, spouting whale, giant open clamshell, and so forth. The acrobat mare depicted in the barker's first poster is back here and limbering up. Her coat is light tan, her two-tone blue-green mane/tail gathered into tight buns/curls and set with tiny spangles, and she

wears a deep pink leotard with one long foreleg sleeve. Both the garment and the touches of makeup under her blue-shadowed, deep red-violet eyes are styled to resemble fish scales. She straightens up with a huge gasp and a smile when Gladmane steps into view, leading Applejack and Fluttershy. This shot is close enough to pick out her cutie mark as a trapeze.)

Acrobat: Gladmane! You're just in time to see my newest move!

Gladmane: New moves or not, I'm glad to have a star like you workin' for me, I tell you what.

Acrobat: (*blushing*) Oh, don't make me blush. Now watch this.

(*A powerful vertical leap takes her up to a suspended trapeze, whose bar she grips with her forelegs so she can flip herself onto it. Perching here on her hind legs, she does a backflip and ends up balanced on one foreleg. Applejack and Fluttershy beam at each other as Gladmane smiles his approval.*)

Gladmane: Stellar!

(*Now a French-accented male voice cuts in.*)

French voice: Oh, oh!

(*Its owner, a heavily bearded unicorn stallion in a white shirt, brown jacket, and yellow scarf, comes in. His coat is pale blue-green, his short mane/tail/beard/mustache in two shades of dark grayish-blue, and his eyes are red-violet and framed by gold-framed pince-nez spectacles. On his haunch is a cutie mark of a megaphone surrounded by stars—he is the director of this performance.*)

Director: Monsieur Gladmane himself is here! Let's run through the whole routine! (*The acrobat stretches a bit.*)

Gladmane: Now don't make a fuss for old me. (*crossing to director*) I'm just gonna keep on givin' a tour to my new friends, Applejack and Fluttershy.

(*They catch up at the mention of their names.*)

Applejack: Howdy!

Fluttershy: Hi.

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

Gladmane: Aw, shucks. (*leading Applejack/Fluttershy onward*) Well, let's leave the artists to their work.

Applejack: (*whispering, to Fluttershy*) Doesn't look like there's any friendship problems here.

(*Her traveling companion responds with a pop-eyed happy gasp and flies ahead. Cut to the interior of a small cage, the camera pointing out through the front, as she practically mashes her face against the curlicues of its design. Inside is a small, sleeping, bright pink critter that*

strongly resembles the one on the trained-animal act's poster, except for the color; she pulls in a second gasp at the sight of it.)

Fluttershy: I've never seen a pink prairie dog before!

(It wakes up and the two wave to each other. Cut to an entire set of these cages, stacked up in a double row, as Applejack and Gladmane approach. Fluttershy darts from one to another, smiling and waving in at the cute little inhabitants.)

Gladmane: I like the folks that come here to have a unique experience.

(Another new voice makes itself known, this one with a heavy German accent.)

German voice: *Und* we love him for it!

(Applejack and Gladmane glance over their shoulders and find the two unicorn stars of this show, as seen in the barker's second poster. The one in the tuxedo is light gray-green, with a short, artfully messy mane/tail in two shades of pinkish-violet. Purple eyes; pink tiger-striped jacket with white lapels and unadorned pale pink sleeves over a ruffled, deep pink shirt; purple bow tie; cutie mark of a white tiger's head. The jumpsuit-clad one is blue-violet, with a carefully styled, two-tone deep pink mane/tail and deep blue-green eyes. His suit is white, with pink edging at collar and belt and a vest in the same tiger-stripe pattern; the front gapes open to expose chest hair and a gold chain around the neck. Both have thin, meticulously sculpted eyebrows. In unison, they throw out pinches of sparkly glitter and cross to the cages; Tuxedo opens one with his magic and levitates out a prairie dog whose coloration matches that on the poster—a white tiger, that is. Jumpsuit speaks next, the pitch of his voice marking Tuxedo as the one who announced their entrance.)

Jumpsuit: *(petting the animal)* With Gladmane's help, we were able to take care of all these little guys.

Fluttershy: *(crossing to them)* Now this place is overwhelming in a good way! *(She nuzzles it.)*

Gladmane: Oh, glad you like it!

(He exits through a curtain, Applejack clearing her throat pointedly as she follows.)

Applejack: Fluttershy?

(Across the way, the animal lover now has no fewer than seven of the prairie dogs out of their cages and is giving and getting plenty of love.)

Fluttershy: Hm? *(The trainers levitate them all away; she hurries off.)* Oh! Um, coming!

(Dissolve to her, Applejack, and Gladmane back on the lobby floor and zoom in slowly as the hotelier and farmer shake hooves. Both sides turn to go their separate ways; cut to Applejack and Fluttershy.)

Fluttershy: There doesn't seem to be anything wrong around here at all!

Applejack: I figured lookin' for a friendship problem in Las Pegasus'd be like tryin' to find a needle in a stack of needles, but everypony seems to be gettin' along just fine.

(The next voice—male, smooth, fast-talking, and very familiar—sends both mares into popeyed shock.)

Flim: *(from o.s.)* Ladies and gentle-ponies! Despite what my competition might say—

(Fluttershy glances toward the source with concern, while Applejack's face hardens into a stony glare as she remembers her past run-ins with the Flim Flam Brothers. The latter slows to a halt, Fluttershy bumping into her.)

Flim: *(from o.s.)* —I know you've come to this fair city to be entertained!

(Extreme close-up of the clean-shaven unicorn's mouth, seen in profile.)

Flim: And I assure you, there is nothing more entertaining than the astounding acrobatics in Gladmane's *Poney Fantastique*!

(Another such shot frames a close-up of the mustachioed Flam's mouth.)

Flam: Now 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 *Poney Fantastique* includes!

Fluttershy: Those voices sound familiar.

Applejack: *(groaning softly)* They sure do.

(Close-up; her eyes narrow and the light contracts to highlight them and shade the rest of her face.)

Applejack: Flim and Flam.

(Normal illumination resumes with a cut to the fraternal hucksters, standing at lecterns on either side of a curtained archway. Posters for these two acts hang behind them.)

Flim: Why, I won't even dignify that assertion with a response— *(floating up a fanned-out stack of tickets)* —except to say that if you were to consider buying your tickets from *me*— *(Close-up.)* —I might consider offering them to *you* at a substantial discount.

(Pan quickly to Flam on the start of the next line.)

Flam: But *I* have always thought you get what you pay for— *(floating up his own fan of tickets)* —and in my humble opinion, *these* tickets are a value at twice the price! *(Flim leans angrily toward him.)*

Flim: Don't let this price-gouging charlatan take you for a ride! (*Flam leans in with an incredulous gasp.*)

Flam: Charlatan?! How dare you!

Flim: Hah! How dare I?

(Both have put away their proffered tickets by this point. The face-off quickly degenerates into a shouting match; cut to Applejack and Fluttershy.)

Fluttershy: Well, *they* certainly don't seem to be getting along. (*Gasp.*) You don't suppose we've been brought here to help *them*?

(The very thought causes the workhorse's eyes to shrink to disbelieving points.)

Applejack: Absolutely not!

(Snap to black.)

Act Two

(Opening shot: fade in to the squabbling brothers, now standing in front of the archway with Gladmane caught in the middle, and zoom out slowly to frame the Ponyville pair watching at a distance.)

Fluttershy: (*soothingly*) 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.

Applejack: Well, of course that's true... (*pointing ahead angrily*) ...for anypony but them!

(Flim and Flam put their backs to one another and stride away, leaving a properly bemused Gladmane alone before the curtains. He crosses to Applejack and Fluttershy, showing that he has removed his cape to expose both his coin/sparkle cutie mark and the gold braid that adorns the shoulders of his jacket.)

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

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

Gladmane: Eh, I suppose you're right. Flim's such a show-pony, and Flam has such a head for business. Why, if they ever did work together, they'd be runnin' this place in two shakes.

(Chuckle.) Speakin' of which— (*adjusting his tie*) —I better get back to work. (*walking off*) Y'all enjoy your stay now, you hear?

Fluttershy: (*coaxingly, to Applejack*) I'm pretty sure we should help Flim and Flam...

Applejack: And I'm pretty sure there's another friendship problem here, and I'm gonna search this resort top to bottom 'til I find it!

(She gallops away, leaving the pegasus to voice a deflated sigh. Wipe to a close-up of Flim sitting on a couch, his features set in disdainful hostility.)

Flim: I hope you didn't travel all the way from Ponyville to try to get me to reconcile with my no-account brother.

(Pan quickly to said brother, standing in front of a potted palm tree in the lobby and looking equally inhospitable.)

Flam: Brother? I don't believe I have one of those. *(Pan back to Flim.)*

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! *(To Flam.)*

Flam: *(mockingly)* Ooh, why, he's the greatest sales-pony that ever lived, of course. *(angrily)* Just ask him! He'll tell you all about it!

(Cut to Fluttershy, sitting at a table and slumped over a clipboard. The pencil in her teeth, which she has been using to take notes, clatters down onto the paper as she straightens up. She is seated on a couch whose color matches the one Flim has been using, suggesting that she is currently talking to him.)

Fluttershy: I'm sure you could work out your differences if you just sat down and talked to each other. *(Split screen of the brothers.)*

Flim, Flam: I'm never speaking to that pony again!

(They turn their backs to the vertical divide between their panels, which slide away to give a close-up of Fluttershy. She half-crumple down with a dejected sigh. From here, dissolve to an overhead shot of the arcade and tilt down slowly toward ground level as Applejack picks her way along the central aisle, her eyes searching the crowd at every step. No friendship-related crises immediately present themselves, even as she emerges back into the lobby for a check of the overhead roller coaster. As she plods past a curtained doorway marked with a "no admittance" placard—a circle-and-slash superimposed on a pony's silhouette—a voice from within brings her up short.)

Director: *(from inside, slightly muffled)* NOOOO!!

(Cut to the other side; in close-up, Applejack pokes her head through.)

Director: *(from o.s.)* You are ruining my show!

(On the start of the next line, zoom out to frame both him and the acrobat mare, who has donned a top hat with a pink band to match her leotard.)

Acrobat: It isn't just *your* show, and I'm improving it.

Director: You don't pull a rabbit out of a hat on a trapeze!

Acrobat: That's the point—to give the audience something they've never seen before. Acrobatic magic.

(A leap, a grab at the trapeze, and she has swung herself up onto the bar for a backflip and swing/tumble around it. She ends by planting three hooves on the wood, sweeping her hat off with the fourth, and holding it upside down so that a little gray rabbit can jump out. It does a flip of its own and lands on the brim. This is Bernard.)

Bernard: Ta-da!

Acrobat: *(donning hat; Bernard jumps onto the brim)* It's called "blending genres," and it's awesome!

(As the unconvinced director turns away, a stage manager trots across in front of Applejack. Earth pony stallion; yellow-orange coat; short, untidy two-tone red mane/tail; light green eyes behind pince-nez spectacles; cutie mark of a sandbag hanging from a rope; yellow-green golf shirt with lighter collar/cuffs; clipboard; wireless headset microphone. He stops as Applejack walks in to address him.)

Applejack: Shouldn't somepony do somethin'?

Stage manager: *(sourly)* Hah! They've been doin' this since they started workin' here.

(Close-up.) 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.

(He walks off, the camera panning back to the grin that has stolen over Applejack's face.)

Applejack: *(chuckling)* Now that sounds like a *real* friendship problem!

(Cut to a close-up of the bottommost portion of a hoop being held in a magical aura. The hooves of Tuxedo are visible behind it, and each of his taps against the floorboards is accompanied by a cry of "Hup!" to cue four prairie dogs to jump through, one by one. A longer shot frames these critters and several others assembling themselves into a double column—ten in all.)

Jumpsuit: *(from o.s.)* Stop!

(Zoom out; Applejack watches from across the room, and the hoop hits the ground as Jumpsuit trots over; good and steamed.)

Jumpsuit: What are you doing? It's supposed to be a pink prairie dog pyramid! It's alliterative!

(The little guys quickly rearrange into a pyramid formation, four rows tall.)

Tuxedo: Wh—? You said a tower! Why do you keep changing everything?

(They start shifting back to the double column, or tower.)

Jumpsuit: I'm not changing anything! You said "pyramid"!

(The prairie dogs pause in mid-shuffle, confused as to which directive to obey, and Tuxedo vents his frustration with a growl that rises into a scream.)

Tuxedo: You are driving me crazy!

(He gallops off in a huff. On the start of the next line, pan slightly to frame Applejack stepping up to Jumpsuit.)

Applejack: I thought you two got along.

Jumpsuit: We used to, but we just can't seem to agree on anything anymore. *(The prairie dogs shake their heads.)* 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!

(Two stomps bring the rodents scurrying over to follow him farther into the wings.)

Applejack: Two friendship problems? *(smiling)* In the same theater? Now we're talkin'!

(Dissolve to an overhead shot of her and Fluttershy sliding trays along the edge of an expansive buffet table, and zoom in slowly through the other passing/eating customers.)

Fluttershy: If you count Flim and Flam— *(Close-up, panning to follow the pair.)* —that's three big friendship problems all in the same place.

Applejack: *(tapping her tray)* Well, I don't count Flim and Flam, since those two not being friends isn't a problem.

(Under magic control, a ladle full of soup is emptied into her bowl and a bunch of carrots lands on Fluttershy's plate.)

Fluttershy: It certainly isn't for Gladmane. *(They slide their trays along.)* It sounds like he's better off with them fighting. *(Applejack starts to think.)*

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's so busy arguing that they can't!

Fluttershy: Do you think he knows? *(A levitated pitcher fills her cup...)*

Applejack: I don't know. *(...and then is removed.)* But I'm startin' to think we should find out.

(The determined smile now on her face is answered with a cunning one on Fluttershy's. Wipe to a close-up of the acrobat mare, applying makeup at a dressing room mirror. She no longer wears the top hat she used to show off her idea for improving the act, and a lipstick is strapped to one front hoof.)

Acrobat: Of course Gladmane wants everypony to get along. He's the nicest, most genuine pony I've ever met.

(Her head pivots around fast enough to give any normal pony whiplash, and the red-violet eyes narrow in a burst of unexpected ire.)

Acrobat: Did the director put you up to this?

(Cut to Applejack and Fluttershy on the receiving end. The earth pony, in the foreground, mulls this over as the camera zooms in slowly on the pegasus farther back. She is getting a whispered rundown from Bernard, who has climbed halfway out of the acrobat's upside down hat sitting on the floor. Wipe to a close-up of the director.)

Director: I tell you, if Gladmane is your friend, you are welcome backstage. *(with sudden, rising fury)* But if you are speaking of him poorly... *(Cut to Applejack, surprised; he continues o.s.)* ...you leave!

(She backs away, slowly and cautiously. Wipe to a close-up of Tuxedo.)

Tuxedo: Gladmane is the kindest, most gentle... *(Pan quickly to Jumpsuit.)*

Jumpsuit: ...most compassionate pony I've ever known!

(A longer shot frames them facing away from each other backstage as Applejack watches.)

Jumpsuit, Tuxedo: My problem... *(pointing at each other)* ...is with him!

(Cut to Applejack and Fluttershy and zoom in slowly on the latter, who is hearing a chittered briefing from several of the act's prairie dogs as the former does some pondering. From here, wipe to an overhead shot of the lobby and pan slowly toward the pair as they emerge from somewhere near the arcade.)

Applejack: I just can't figure it. *(Close-up of them.)* 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.

Fluttershy: *(stopping)* 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.

(Applejack, now also stopped, lets off an irritated little huff.)

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.

Applejack: So all his talk about friendship is just a load of applesauce. He's gettin' them all to fight with each other on purpose!

Fluttershy: But how can we get everypony to believe that's what he's doing?

Applejack: There must be a way to trick him into tellin' the truth!

Fluttershy: (*pretending to think hard*) Gee, if only there was a pony who knew how to trick a trickster.

(*Her sneaky little smile tells right away that she has a candidate in mind, and the Flim Flam Brothers' shouting voices pick this moment to make themselves heard. Applejack and Fluttershy glance across the lobby at the pair, who have gone right back to their argument.*)

Fluttershy: (*pointing toward them*) Or maybe a pair of ponies?

Applejack: (*sighing heavily*) Fine. Guess bringin' Flim and Flam back together might be why we're here. (*Pause.*) Maybe.

(*She grimaces as if an order has just come down for her to start growing avocados instead of apples. Fade to black.*)

Act Three

(*Opening shot: fade in to Flim and Flam, standing behind their respective lecterns with boater hats hung on the edge. Applejack and Fluttershy are before them.*)

Flim: Sorry if I don't take the word of somepony off the street, even if that street is in Ponyville. (*Cut to the mares.*)

Fluttershy: But Gladmane is behind so many other friendship problems. How can you be sure he isn't the cause of yours? (*To Flam on the start of the next line.*)

Flam: (*pointing toward Flim*) Because the only problem I have is standing right there! (*Pan quickly across.*)

Flim: Same here, buster!

Applejack: Do either of you even know what you're fightin' over? (*Cut to Flim.*)

Flim: Gladmane let me know that *ex*-brother of mine thinks I'm just a mouthpiece without a single good idea! (*Pan quickly to Flam.*)

Flam: Gladmane assured me this *former* fraternal foal here thinks I couldn't sell heat lamps to yaks!

Applejack: Sounds to me like neither of you said those things. Why'd you believe Gladmane when he said you did?

Flim: Why would he lie?

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

Applejack: And if *I'm* telling you he said it, you know it's the absolute truth, because—

(*Two panels slide together to form a diagonal split screen, with Flim at top left and Flam at bottom right.*)

Flim, Flam: —you never lie!

(They trade a chastened look across the divide; cut to the group. Both unicorns float their hats onto their heads and step out from the lecterns toward each other.)

Flam: Oh, brother of mine, I think it's time for a little payback.

Flim: The Canterlot Two-Step?

Flam: Mmm—we don't have the chickens. How about the Baltimore Flair?

Flim: Eh, my Flair isn't what it used to be. *(Squeal of speaker feedback.)*

Gladmane: *(on speaker)* Listen here, y'all. *(Overhead shot; slow pan.)* 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! Thank you very much. *(Another squeal ends the announcement.)*

Flim: Are you thinking what I am?

Flam: *(rearing up briefly)* The High Roller Hustle!

(Wicked little grins come over both stallions' faces, but neither Applejack nor Fluttershy is anywhere near being able to catch on.)

Applejack: The what, now?

Flam: Mmm—trust us. When we're done, there won't be a pony in town who doesn't know the Applejack-iest truth about Gladmane—*(leaning toward Applejack)*—that is, assuming you two are willing to help. *(Flim leans toward Fluttershy.)*

Flim: *(to her)* What size gown do you wear?

(The mares exchange highly unsettled glances before the view wipes to a dense crowd of clamoring, picture-taking ponies, through which a sliver of Flam's mustachioed visage can be discerned. Pan away from them and zoom in on Flim and Gladmane, looking on from an archway on the opposite side of the lobby.)

Gladmane: Wh-what's all the fuss, now?

Flim: *(pointing)* It's the grand matriarch of the Rich family, Impossibly Rich!

(As he says the name, the camera cuts to a new angle that frames a gap in the crowd. A light yellow mare can be seen at the center of the hubbub, with a wavy, two-tone green mane. Enormous sunglasses with jeweled purple frames obscure most of her face, and her clothing consists of a sparkly purple skirt that covers her entire rear half, light blue fur stole around her neck, and jeweled gold foreleg bracelets and matching earrings. Cut to a close-up of Impossibly Rich as the cameras click away.)

Flim: *(from o.s.)* She's one of the wealthiest ponies in Equestria. *(Back to him and Gladmane, the latter showing new enthusiasm.)*

Gladmane: Well, why didn't somepony tell me? *(slicking back mane)* You know how I like to give VIP guests my personal touch.

Flim: Well, she's not exactly a guest.

(The gathering again; now a unicorn tourist floats up a quill/inkwell/book in hopes of getting Impossibly's autograph, but she waves him off.)

Flim: *(from o.s.)* Word is, she's planning a resort of her own.

(Back to the pair; he leans close and lowers his voice.)

Flim: I think she's here to scout the competition.

Gladmane: *(a trifle vexed)* Oh, really?

(The entire floor; now the crowd disperses, leaving Flam and Impossibly.)

Flim: And with her bits, she could take over the whole strip. *(Close-up of him and Gladmane.)*
Hire away anypony she wants.

(The threatening growl from Gladmane gets him to change his tune in a hurry.)

Flim: Not me, of course. I love it here. *(sourly, pointing ahead)* My good-for-nothing brother, on the other hoof...

(That riles the boss up enough to snort out some steam and head across the lobby, missing the sneaky smile that Flim aims after him. Cut to Flam and Impossibly as Gladmane eases his way toward them, all smiles again.)

Gladmane: Impossibly Rich! *(taking her hoof for a moment)* What an honor it is to have you at my humble five-hoof resort. I'm sure Flam has done an excellent job showin' you around, but nothin' could beat a personalized tour from the Mane himself. *(Impossibly whispers a bit to Flam.)*

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. *(Another whisper.)* She'd love a personal tour...uh, say, in about an hour?

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

(He and they depart in opposite directions, but he shoots a very suspicious glance back at them from the corner of his eye as he walks. Cut to a stretch of curtains, through which Flam and Impossibly emerge to meet up with Applejack and Flim in the backstage area. Only now does Impossibly speak up at full voice, instantly marking herself as Fluttershy in disguise. On the start of the next line, she pulls off the sunglasses and green mane—only a wig—and drops them on the floor.)

Fluttershy: Are all of you sure this is a good idea?

Flim: Abso-tively!

Flam: Gladmane is one fish that's hooked but good.

Applejack: I sure hope you two know what you're doin'.

Flam: *(chuckling, crossing to stand with Flim)* Oh, don't you worry. When it comes to throwing ponies off their game...

Flim: ...no two ponies do it better than us! (*Double grin.*)

Applejack: (*sourly*) Can't argue with that.

(*Dissolve to a long shot of the interior of Gladmane's office and zoom in slowly on him standing behind his desk, on which a lamp, intercom speaker, and roll of documents rest. He has his back to the lot, gazing through the expansive windows at the riotous merrymaking in the lobby. After a few moments, cut to just in front of him; one of the double doors at the far end opens and Flam steps in.*)

Flam: Hey there, boss. Impossibly Rich is just about ready for that tour. So what'd you want to see me about? (*Gladmane turns to him with a little smile.*)

Gladmane: Actually, there's somethin' I want *you* to see.

(*The roll of paper is unfurled to reveal a blueprint.*)

Gladmane: The grand plan!

(*Close-up of the drawing: an overhead view of the district as seen at the end of the prologue, on which several spots are marked with his grinning face. Zoom out to frame him and a noticeably concerned Flam on the next line, now standing across the desk from each other.*)

Gladmane: Every hotel on this strip as amazin' as this one, and every one of 'em mine. (*Flam lets go with an appreciative whistle.*) And all it'll take is a little sales-ponyship, like this.

(*He presses the intercom button and speaks into the device.*)

Gladmane: (*amplified*) Hey there, friends!

(*Cut to the lobby, the camera angled upward to frame him at the windows.*)

Gladmane: (*amplified*) If you think my resort is fantastic, wait 'til you see *Poney Fantastique!* (*Cut to the arcade; he is heard over the speaker.*) Tickets are on sale now—two for the price of one! (*Back to him.*) Thank you! Thank you very much.

(*Releasing the button, he circles slowly around the desk to close the distance between himself and Flam.*)

Gladmane: Now I know Impossibly Rich has probably made you a tempting offer to come work for her.

Flam: Well, uh, now that you mention it— (*Gladmane moves in even closer.*)

Gladmane: And as your friend, I'd never tell you what to do. (*menacingly*) But nopony's gonna stand in the way of my plans, no matter how rich she is! (*jabbing a hoof into Flam's chest*) And I sure wouldn't want you to end up on the losin' side. (*Predatory smile.*) Think you might consider stayin' here?

(The unicorn can get out nothing but a scared little nod and a half-word of assent. Just as quickly as the pique came, it vanishes to be replaced by Gladmane's genteel demeanor.)

Gladmane: Well, all right, then.

(Dissolve to the lobby. Gladmane leads Flam and Fluttershy—now back in full costume as Impossibly—across the floor, approaching an archway from which Applejack is peeking out.)

Applejack: *(addressing herself within)* They're comin'!

(She ducks away; cut to the backstage area on the other side, where she and Flim put their heads out from a hidden niche. The unicorn slickie has a microphone in his aura. On the next line, zoom out to show Gladmane leading Flam and Impossibly toward their general vicinity.)

Gladmane: And last but not least, Ms. Rich, the jewel in my crown. *(Impossibly whispers to Flam.)*

Flam: Impossibly wants you to know she's very impressed, but doesn't think you can keep a resort of this caliber going for long.

Gladmane: Oh? And why's that? *(More whispering.)*

Flam: Because *you've* got the best talent in the industry. What stops them from just leaving to join any competitor?

(Gladmane is mildly incensed by this query, but plays it off with an airy chuckle. As he speaks, the camera pans/zooms slowly away from him and toward Applejack/Flim in their hiding place, and the focus shifts to them.)

Gladmane: Well, you see, I have a trick for that, I must confess.

(Anticipatory smiles fix themselves on both faces, and Flim floats the mic toward the gathering so that it ends up hovering above them.)

Gladmane: And it all has to do with how I handle my employees.

(The end of this line becomes amplified due to the mic picking up his words.)

Flam: *(eagerly)* And how is that?

(The pair on surveillance duty smile a little wider...and Gladmane allows himself a tiny, satisfied smile in close-up.)

Gladmane: *(amplified)* Well, like friends, of course!

(This pronouncement is accompanied by a quick zoom out that frames four suddenly disappointed, dumbstruck faces—nothing incriminating here.)

Gladmane: *(amplified)* And I treat every one of my employees— *(The lobby; he is heard on the speakers.)* —with the kindness they deserve.

(A few passing ponies pause in brief perplexity, but quickly go on about their business with smiles on their faces. Backstage, Impossibly's mouth falls open ever so slightly at the innocuous statement, but Flam is positively poleaxed.)

Flam: *(stammering)* That—that's it? That's your secret? *(Nervous chuckle.)* There's... *(Clear throat; Fluttershy nods.)* ...nothing else?

(The microphone has been withdrawn now.)

Gladmane: Nope. Just friendship. *(leaning toward Impossibly)* But you know all about friendship, don't you...

(The bulky head lashes forward like a cobra's and the teeth snatch the green wig and sunglasses away to expose Fluttershy and end the deception.)

Gladmane: ...Fluttershy? *(Applejack and Flim step out from the curtains.)*

Flim: You knew the whole time?

Gladmane: Never try to con a con-pony.

(He walks off, cutting loose with a gale of malicious laughter that ends with an exultant "Yeah!" as the four conspirators hang their heads in defeat. Dissolve to a long shot of him, seated in a chair behind his office desk and contentedly sorting through a stack of coins that have replaced the blueprints he showed to Flam earlier. There is the sound of the door opening, followed by the slow advance of Applejack and Fluttershy into view; the pegasus has shed the rest of her disguise.)

Gladmane: *(sweeping coins into a drawer)* I'd have thought you hit the road by now. *(Cut to the two mares.)*

Fluttershy: Whether we were able to fool you or not, you can't just go on keeping ponies from getting along. *(They stop before the desk.)* It's just...mean!

Gladmane: Now maybe it is... *(with vicious glee)* ...but it's a meanness that works, unlike your pathetic little ploy. *(Both mares' eyes pop.)* I practically invented the High Roller Hustle. *(stepping out from desk to windows)* But I suppose I should be impressed. You're the only ponies to ever figure out the secret to my success. Takes a lot of work keepin' everypony fightin'. But as long as I keep 'em convinced that I'm their only friend— *(tapping glass)* —all of Las Pegasus will be mine.

(He pivots away from the windows to face them.)

Gladmane: *(stepping behind desk)* Oh, you can't trick a confession out of a pony like me. *(close-up, sitting)* I'm always one step ahead. *(Cut to Applejack, looking surprisingly smug.)*

Applejack: Well, you better check your hooves, because you've just stepped in a confession!

(On the end of this, pan slightly to frame her compadre—who is standing right next to the intercom speaker with her hoof pressed firmly down on its button to broadcast the whole monologue. Fluttershy allows herself a little grin that, for her, might as well be a full-volume roar of triumph; Gladmane, meanwhile, shoots out of his chair with panic spray-painted all over his face.)

Gladmane: Oh, no. *(turning to windows)* Oh, no, w-w-wait, wait!
Fluttershy: *(addressing intercom, amplified)* Did that sound okay?

(The scheming stallion can now get an all-too-clear view of many, many hacked-off equines on the lobby floor, including the acrobat, her director, and Jumpsuit and Tuxedo with their caged prairie dogs. There is no missing the “gotcha” smiles on the faces of Flim and Flam among them.)

Flim, Flam: *(slightly muffled by glass)* Never better!

(Cut to a window-level view of the office, seen from outside, and zoom in slowly.)

Applejack: *(amplified)* 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 gloatin’ about it. *(Close-up; the amplification stops.)* This was all part of the plan!

(Cut to just outside the window at which Gladmane stands, sweat running freely down his face.)

Gladmane: *(slightly muffled by glass, tapping at it)* Oh, now, now, friends! Listen, I-I-I can explain everything! *(Lobby floor.)*

Director: I think you’ve done enough of that! *(offering a foreleg to the acrobat)* Darling?

Acrobat: *(taking it, addressing Gladmane)* Hmph! *(They exit.)*

Tuxedo: *(to Jumpsuit)* Oh, I cannot believe we let him almost ruin our friendship.

Jumpsuit: And our act. *(addressing Gladmane)* Good luck finding another one! *(They storm off; back to Gladmane’s window.)*

Gladmane: *(muffled, banging glass)* Wait! No! Y’all come back! Come on, I’m not—I’m gonna be ruined! This is Gladmane, y’all! Come on!

(He turns away; cut to within the office. Fluttershy has shut off the intercom now.)

Gladmane: *(galloping out)* You can’t do this to... *(His voice fades out.)*

Applejack: *(to Fluttershy)* Gladmane has left the buildin’!

(Dissolve to the statue of the disgraced tycoon atop the lobby fountain, which has been drained. A pegasus stallion in hard hat and safety vest drops a loop of rope around the head, one of several attached up and down the gilded figure. These are pulled taut to rip it from its perch, a crash and dust cloud marking its unceremonious meeting with the floor, and the camera pans/tilts down to frame Applejack and Fluttershy emerging into the lobby.)

Fluttershy: I guess the map wasn't on the fritz after all.

(Diagonally split screen, showing extreme close-ups of both their cutie marks as they flare to indicate a completed mission, then cut to both again. As Fluttershy continues, they stop and the marks go quiet again.)

Fluttershy: If it weren't for your history with Flim and Flam, you never would have been so determined to find somepony else to help— *(They move on.)* —and we never would have found out what Gladmane was doing.

Applejack: And if it weren't for *you* wantin' to show even those two con-ponies kindness, we never would've been able to trick the trickster.

(Cut to the two con-ponies of the hour, standing over the wreckage of Gladmane's statue. Flim is using his magic to sweep up the smaller bits with a broom and dustpan. On the start of the next line, zoom out to frame Applejack and Fluttershy crossing to them.)

Applejack: Must've felt pretty nice to finally put all your connivin' and cheatin' skills to good use. *(Flam turns to them, followed by Flim; the cleaning items are set down.)*

Flam: In fact, we like to think of it as a once-in-a-lifetime opportunity.

Flim: Emphasis on the "once." *(Wink to Flam.)*

Fluttershy: *(uneasily; Applejack grimaces)* What do you mean?

(The ceiling microphone drops neatly into Flim's upraised hoof, and he speaks into it.)

Flam: *(amplified, floating it up a few inches)* Oh, 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 *Poney Fantastique* Theater, at half the normal cost of admission!

(Now Flim's aura takes hold of the device and brings it to his lips.)

Flim: *(amplified)* 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— *(Cut to Applejack/Fluttershy; he continues o.s.)* —at no additional charge!

(The worried looks on the mares' faces are quickly replaced by total shock as two very pertinent facts sink in. One is that this announcement—inviting ponies to pay for a chance to sit in a totally empty venue—has drawn a stampede of eager customers; the second is that they are in very real danger of being trampled into the floor by said horde. They drop to their bellies, hooves up to protect their heads, as the newly minted suckers thunder past.)

Applejack: *(enraged)* FLIM AND FLAM!!

(The screen blacks out with the silhouettes of ponies charging by in extreme close-up.)