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MY LITTLE PONY

Do Princesses Dream of Magic Sheep?

Episode 513

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**TEASER**

**SC. 1 - INT. CASTLE OF THE TWO SISTERS - THRONE ROOM (DREAM)**

In a scene eerily reminiscent of what we saw in episode 401, PRINCESS LUNA stands in throne room of the Castle of the Two Sisters with a WORRIED LOOK as she sees something approach...

1                   LUNA  
Greetings, Tantabus. I am ready.

Luna steels her self ...the TANTABUS, A CREATURE OF BLUE SMOKE (the same kind of blue smoke creature that Nightmare Moon transformed into in the Pilot) gathers itself ominously...

2                   LUNA (CONT'D)  
Do your worst.

BEHIND HER, THROUGH THE WINDOW: THE DARK SMOKE CREATURE covers the SUN, turning it into a DARK ORB. The dark orb radiates dark energy that swirls around Luna, encasing her in a ball of glowing energy!

3                   LUNA (CONT'D)  
<PAINED REACT>

Just then, the MANE SIX rush in and <GASP> in SHOCK at what they're seeing!

4                   TWILIGHT SPARKLE  
Princess Luna is turning into  
Nightmare Moon - again!

The ball of glowing energy that surrounds Luna EXPLODES, revealing NIGHTMARE MOON!

5                   RAINBOW DASH  
Yeah, well, we've got the cure for  
that!

Twilight and the others nod. Just like they did in the SEASON FOUR FINALE, the Mane 6 RAINBOW UP! Together, the ponies create a swirl of Rainbow Energy that engulfs Nightmare Moon!

6                   NIGHTMARE MOON  
<REACT TO BEING HIT BY THE RAINBOW  
ENERGY>

Only, it doesn't work! When the rainbow swirl dissipates, LUNA IS STILL NIGHTMARE MOON!

7 TWILIGHT  
It...it didn't work!

As the Ponies <GASP> ...

FADE OUT.

**END TEASER**

**MAIN TITLES**

**ACT 1**

FADE IN:

**SC. 2 - INT. CASTLE OF THE TWO SISTERS - THRONE ROOM (DREAM)**

As the mane 6 back away in fear from Nightmare Moon..

8 MANE SIX  
<scared REACT>

**SC. 3 - INT. LUNA'S BEDROOM - DAY**

Luna sleeps fitfully in her bed, tossing and turning.

What we just saw in the Castle of the Two Sisters is a NIGHTMARE THAT LUNA IS HAVING. Which becomes clear as we PUSH IN AND TRANSITION BACK from Luna tossing and turning in her sleep to...

**SC. 4 - INT. CASTLE OF THE TWO SISTERS - THRONE ROOM (DREAM)**

The dream starts over again. As in the teaser, Luna once again begins to transform into Nightmare Moon as the dark energy that swirls around her encases her in a ball of glowing energy!

And as before, the MANE SIX rush in and <GASP> in SHOCK at what they're seeing!

9 TWILIGHT SPARKLE  
No! Princess Luna is turning into  
Nightmare Moon - again!

10 RAINBOW DASH  
Yeah, well, we've got the cure for  
that!

This time, from within the ball of energy, Luna tells them sadly:

11           LUNA  
You won't be able to save me, my  
friends. In my nightmare, you never  
do. The Tantabus won't let you.

ANGLE ON: the Dark Smoke creature that blocks out the sun.

12           LUNA (CONT'D)  
Every day in my dreams, it makes me  
become Nightmare Moon again. And  
again! And again!

And with that, the ball of glowing energy that surrounds Luna EXPLODES, revealing she has become NIGHTMARE MOON!

Just like they did before, the Mane 6 RAINBOW UP (a la the season four finale) and create a swirl of RAINBOW ENERGY that engulfs Nightmare moon!

As they do, in the background, THE TANTABUS suddenly grows bigger. And bigger.

Luna/Nightmare sees that...her eyes go wide with horror...

13           LUNA/NIGHTMARE MOON  
Wait - wait is it doing?

...and then smoke monster WHOOSHES into the DARK ORB in the sky. As it disappears into the Dark Orb, the Dark Orb itself implodes and vanishes with it. It's gone!

14           LUNA/NIGHTMARE MOON (CONT'D)  
NO! The Tantabus! It's... gone!

But before she can do anything, she's hit by the Rainbow Blast from the Mane Six!

15           NIGHTMARE MOON  
<REACT TO BEING HIT BY THE RAINBOW  
ENERGY>

The rainbow swirl surrounding Nightmare Moon dissipates, revealing that:

A very SURPRISED Luna has transformed back to NORMAL. Nightmare Moon is gone!

16           LUNA  
          (surprised)  
What?

**SC. 5 - INT. LUNA'S BEDROOM - DAY - CONTINUOUS**

Luna WAKES with a <GASP>.

17           LUNA  
          (confused)  
My dream...ended happily?  
          (horrified)  
That cannot happen!

**SC. 6 - EXT. RARITY'S BOUTIQUE - MORNING - ESTABLISHING**

18           PINKIE PIE (O.S.)  
Ooh! This is amazing!

**SC. 7 - INT. RARITY'S BOUTIQUE - MORNING**

Each of the MANE SIX is with her PET. There are grooming tools all around for the pets: a big DOG BRUSH for Winona, a tub of soapy water and turtle scrub brush for Tank, etc.

19           RAINBOW DASH  
Yeah, Rarity, thanks <YAWN> for  
setting all this up.

20           FLUTTERSHY  
A grooming day for our pets really  
was a great idea.

The pets all NOD excitedly.

Rarity can barely keep her eyes open and accidentally scrubs OPAL with the soapy turtle brush meant for Tank's shell. Opal voices her displeasure with a loud <MEOW.>

21           RARITY  
Oh my! I'm sorry! I didn't get my  
normal beauty sleep last night.

Twilight <YAWNS>.

22           TWILIGHT  
You know, I didn't sleep well  
either.

AJ, RD, and FS all nod tiredly. The Mane Six can barely keep their eyes open, they're so TIRED. EXCEPT PINKIE PIE, who bounces around like usual.

23           PINKIE PIE  
I'm totally beat too!

Unlike everypony else, Pinkie Pie seems to have plenty of energy.

24           APPLEJACK  
Really?

25           PINKIE PIE  
(nods) When I don't get a good  
night's sleep, I get so totally-

PINKIE FINISHES HER SENTENCE by bouncing around, demonstrating how over-excited she gets when she doesn't get a good night's sleep.

The others share a look.

26           RARITY  
And what happens when you DO get a  
good night's sleep?

Pinkie BOUNCES past.

27           PINKIE PIE  
Oh, I'm exactly the same way.

Winona <BARKS> at AJ, eager to be brushed.

28           APPLEJACK  
All right, Winona, time fer yer  
brushin'.

<YAWNING> and wiping the sleep from her eyes, Applejack accidentally grabs Owlicious instead of Winona and brushes her with the dog brush. The Owl <REACTS> annoyedly by flapping its wings' in her face (Winona gives AJ a look as well).

29           APPLEJACK (CONT'D)  
Whoops. I guess I'm too plumb  
tuckered out to do this right.

The pets look disappointed. So does Fluttershy, who nods and <YAWNS>.

30           FLUTTERSHY  
I even went to bed early last  
night. But then I had a really  
scary nightmare.

The others are surprised to hear that.

31           RD/TS/AJ/RYP/PO  
Me too!

32 RAINBOW DASH  
(adding quickly) Only, you know, I  
didn't think mine wasn't THAT  
scary.

33 TWILIGHT  
Well mine sure was. There was this  
blue smoke monster-

She sees all the other ponies are staring at her with their  
mouths open.

34 TWILIGHT (CONT'D)  
What?

35 FLUTTERSHY  
I dreamt about a blue smoke thingee  
too!

The others nod.

36 AJ/RY/PP  
Me too!

RD SHRUGS it off.

37 RAINBOW DASH  
So did I. So what? Probably just a  
coincidence.

Twilight isn't so sure.

38 TWILIGHT  
That's an awfully big coincidence.

39 RARITY  
So then what could have given us  
all the same nightmare?

40 TWILIGHT  
I don't know. But I do know who  
might: Princess Luna.

AJ nods.

41 APPLEJACK  
No pony knows more about dreams than  
her!

42 TWILIGHT  
She'll be able to help us figure  
this out. Spike. Spike? He was just  
here...

Spike bursts in, carrying a big box of brushes, loofas and scrubbers.

43 SPIKE  
I ran back to get my grooming gear.  
(to pets)  
Just because I'm not a pet is no  
reason you guys should have all the  
fun! Amirite?

Spike holds out a paw for a fist bump from GUMMY, who just BLINKS, leaving Spike hanging.

44 TWILIGHT  
Spike, could you send a scroll to  
Princess Luna first?

Spike nods as he puts down his box and grabs his tail.

45 SPIKE  
Sure.

Spike <CRANKS> his tail as if he were dialing an old rotary phone, and then lets it SPIN BACK into place with a <CLICK>.

46 SPIKE (CONT'D)  
All set!

Spike takes out a SCROLL AND QUILL as Twilight DICTATES:

47 TWILIGHT  
Dear Princess Luna. Last night, my  
friends and I all dreamt of a  
creature made of blue smoke. I'm  
sure you're very busy, but <YAWN>  
when you have the chance, please  
let me know if you have any idea  
what it could mean. Yours, <YAWN>  
Princess Twilight Sparkle.  
(then adds to Spike)  
You can leave out the yawns.

Spike finishes writing, rolls up the scroll and uses his dragon breath to send it away.

48 SPIKE  
Huh. I wonder why I didn't have  
that nightmare? I slept great!

49 RD, AJ, AND RARITY  
(sleepy-eyed jealous)  
<jealous grumbling>

**SC. 8 - EXT. RARITY'S BOUTIQUE - SOME TIME LATER**

As Rarity watches from the doorway, Spike and the rest of the Mane 6 exit the boutique with their pets...

50 TWILIGHT (FROM INSIDE)  
I'm sure Luna is busy with more important things, so we might as well head home for a nap while we wait for her to--

Before she can finish, Luna appears - riding in on her BATPONY-pulled chariot!

The rest of the Mane 6 are impressed.

51 FLUTTERSHY  
Wow! That was fast!

AJ nods to Twilight, impressed.

52 APPLEJACK  
I guess you get pretty good service when you're a princess!

Twilight blushes. Luna is all business as she leaps off the chariot (which then flies away).

53 LUNA  
Which of you saw the creature of blue smoke in your nightmare?

54 TWILIGHT  
We all did.

55 SPIKE  
Not me!

56 RD, AJ, AND RARITY  
(sleepy-eyed jealous)  
<jealous grumbling> We know!

Twilight turns to Luna.

57 TWILIGHT  
So you've encountered the smoke monster too?

58 LUNA  
Of course. The Tantubus is a creature of my nightmares! It escaped from my slumbers yesterday.

The Mane 6's eyes go wide.

59 FLUTTERSHY  
But...but how did it get into ours?

Luna bows her head to the Mane 6.

60 LUNA  
That is my fault. The Tantabus is like a parasite. My dreams must no longer be enough for it - now it seeks others to infect and corrupt. It must have learned of you six from seeing you in my dream.

61 FLUTTERSHY  
Oh my!

Spike is stunned. He turns to Luna.

62 SPIKE  
Whoa! So what you're saying is...  
(jealous)  
You dreamt about all of them and not me?

Rainbow Dash gets the conversation back on track.

63 RAINBOW DASH  
(shrugs) So Smokey gave us bad dreams. No biggee.

Luna shakes her head.

64 LUNA  
I had seen that the Tantabus had grown more powerful, but I did not realize that power was enough to enable it to escape my dreams. If its power grows, it could very well find a way to escape into the real world - turning all of Equestria into a living nightmare!

As Spike and the Mane Six <GASP>, RD admits...

65 RAINBOW DASH  
Ok, Ok - I take it back. That does sound bad! Really bad!

FADE TO BLACK.

**END ACT 1**

FADE IN:

**ACT 2**

**SC. 9 - EXT. TWILIGHT'S CASTLE-THAT NIGHT -ESTABLISHING**

66 TWILIGHT (O.S.)(FROM INSIDE)  
Princess Luna...

**SC. 10 -INT. TWILIGHT'S CASTLE/HALLWAY - CONTINUOUS**

Twilight, Spike and the rest of the Mane Six stand by a door.

67 TWILIGHT  
We've prepared everything exactly  
as you requested...

Twilight opens the door to..

**SC. 11 - INT. TWILIGHT'S BEDROOM - CONTINUOUS**

Around Twilight's big, princess-y BED are 5 smaller beds. The room looks like its been set up for a sleep over. Luna nods to the others.

68 LUNA  
Good. As you six slumber here, I  
will pursue the creature into  
whichever of your dreams it  
infests.

69 PINKIE  
Ooh! It'll be like a princess  
sleepover!

Pinkie bounds over and hops into a bed right next to Twilight's big princess-y bed. The others follow into theirs.

70 TWILIGHT  
Speaking of Princesses- aren't you  
going to ask Celestia for her help  
as well?

Luna shakes her head.

71 LUNA  
There is nothing my sister can do.  
She has no power in the realm of  
sleep. Only I can move from dream  
to dream. I'm afraid no pony can  
help me tonight.

72           APPLEJACK  
Even us?

Luna looks at AJ sympathetically.

73           LUNA  
Especially you. You've all suffered  
enough because of me. You need only  
slumber while I hunt the Tantabus  
in your dreams.

Worried for his friends, Spike bravely steps up.

74           SPIKE  
I know you said no pony can help,  
but I'm no pony.  
    (to the mane six)  
I'm going to stay up and watch over  
you guy, just in case.

Twilight smiles, impressed by her friend.

75           TWILIGHT  
Thank you, Spike.

The others are already in their beds.

76           APPLEJACK  
Well, one good thing about <YAWN>  
not sleeping well last night -  
shouldn't be too hard to fall  
asleep now!

77           PINKIE PIE  
Are you kidding? This is so  
exciting I don't know how I'm ever  
going to - (instantly falls asleep)  
<SNORE!>

As the Mane 6 each drift off to sleep in their beds, Spike stands near by.

78           SPIKE  
Don't worry. I'll be here, ready  
for anything--whoa!

Spike's breath is taken away as LUNA WORKS HER MAGIC. It's an INCREDIBLE DISPLAY as she weaves the DREAM ENERGY she pulls out of all six sleeping ponies into a tapestry that she then links to herself. It's beautiful and impressive!

79           SPIKE (CONT'D)  
Ok, I totally wasn't ready for  
that!

As the dream energy streams out of Rarity and into Luna, PUSH IN ON RARITY'S CLOSED EYES...

**SC. 12 - RARITY'S DREAM**

Rarity looks around and sees...

80 RARITY  
Oh my!

The background consists of GIANT, BLACK AND WHITE geometric shapes - like in an avant guard Dior Commercial. Empty but animated DRESSES (re-use), dance in front of the backdrop, as if at a ball.

81 RARITY (CONT'D)  
This is simply divine! How Avante guard!

Suddenly, one of the dresses turns dark and creepy! It turns on Rarity, <HISSES!> and charges at her.

82 RARITY (CONT'D)  
Forget Avant Guard. I should have said, "En Guard!"

And with that, she uses her horn to parry one of the attacking dress's sleeves!

Rarity sends it back, only to see another angry dress rush at her.

Suddenly, the dress SHIMMERS AND STUTTERS and then transforms into...LUNA (Kind of like how Agent Smith appears in the Matrix). Luna tells Rarity:

83 LUNA  
It is here!

Luna points to...the Tantabus! It's made entirely blue smoke. As it whips its way through the dream, wherever it goes, it trails wisps of its nightmare energy behind it - turning whatever dresses in the dream they touch into NIGHTMARE DRESSES that move in to attack!

(Note: when the dresses turn dark and nightmarish, they all look the same. Just one design for all the dark and creepy dresses).

As one of the nightmare dresses menaces her, Rarity reacts with horror:

84 RARITY  
You were such a pretty little  
chiffon! What kind of a monster  
would do this?

Luna nods to the Smoke Monster.

85 LUNA  
The Tantabus.

86 RARITY  
Then let's stop it!

Rarity turns to go after it, which puts her closer to an infected part of the dream. Luna blocks Rarity's path - keeping her away from the dark and corrupted part of the dream.

87 LUNA  
No! Please! I don't want you to  
suffer any more because of me.

As Luna says this, the Smoke monster GROWS!

(NOTE: Every time Luna expresses guilt over what is happening, the monster grows bigger).

88 LUNA (CONT'D)  
I will catch it!

Luna tries to go after it, but corrupted dresses block her way.

89 LUNA (CONT'D)  
Out of my way!

She blasts one, but more dresses block her path. Meanwhile, the Tantabus CORRUPTS ONE OF THE BACKGROUND SHAPES in Rarity's dream - turning it into a dark portal.

The Tantabus slithers into it, disappearing as the dark portal implodes into nothing behind it.

90 LUNA (CONT'D)  
It has jumped into another dream!  
(then, to Rarity)  
I am sorry, but if I am to stop it,  
I must follow it where you cannot.

91 RARITY  
Go! I shall be able to handle  
things here...

Luna nods, then creates a SHIMMERING GLOW in the air and rushes into it. She vanishes and the shimmering disappears behind her.

Rarity is surrounded by vicious dresses that <HISS> at her.

92 RARITY (CONT'D)  
<GULP> I hope...

TRANSITION TO:

**SC. 13 - PINKIE PIE'S DREAM**

As pinkie PRANCES HAPPILY through a HAPPY FOREST..

93 PINKIE PIE  
<Happy Humming>

The background changes again! And again! And again, as Pinkie DREAMS AT BREAKNECK SPEED!

(Note: all the backgrounds in Pinkie's Dream should be reused).

The scene suddenly SHIFTS again - TO CLOUDSDALE, as Pinkie continues to happily bounce along.

Suddenly, one of the Cloudsdale clouds SHIMMER AND STUTTERS (again, think Agent Smith taking over another body in the Matrix) and transforms into LUNA! She stops Pinkie in her path.

94 LUNA  
I followed the Tantabus here. Now I need only find it!

As Luna looks around, suddenly the scene shifts again - to a MOUNTAINOUS location. The Mountains now block Luna's view.

95 PINKIE PIE  
Sorry! Can't help it. An idea pops in my head and -

The scene suddenly SHIFTS AGAIN - to a ROOM DECORATED FOR AN AMAZING PARTY, which is full of CAKES.

96 PINKIE PIE (CONT'D)  
(happy) Ooh! Cake!

Suddenly, the CAKES turn DARK AND CREEPY with SCARY, FANG-FILLED MOUTHS -- as the Tantabus appears and its smoke wisps touch and CORRUPT THE CAKES.

97 PINKIE PIE (CONT'D)  
(grossed out) Eww! Cake!

Luna turns to Pinkie, responding to her apology a moment ago.

98 LUNA  
You have nothing to apologize for.  
This is my fault.

As Luna says that, the Smoke monster GROWS even bigger!

99 LUNA (CONT'D)  
But I will end this now!

Luna leaps at the monster - only to SLAM into a CRYSTAL WALL, as the background of Pinkie's Dream shifts to the CRYSTAL EMPIRE!

100 LUNA (CONT'D)  
<impact Ooomph!>

101 PINKIE  
Sorry!

The Tantabus rushes TOWARDS A CRYSTAL WALL. It slithers right into its OWN REFLECTION IN THE CRYSTAL - AND then both it and its reflection disappear, imploding into nothing.

102 LUNA  
No!

Luna rushes after it, racing at HER REFLECTION in the crystal the monster disappeared through. She's going to crash right into it! But instead of crashing into it - she merges with it! And then she and her reflection disappear with a SHIMMERING GLOW!

TRANSITION TO:

#### **SC. 14 - FLUTTERSHY'S DREAM**

A huge ANGEL (same design, just scaled up) is PETTING AND GROOMING a smaller Fluttershy, who is loving it.

103 FLUTTERSHY  
Oooh. It's so nice to be the pet  
for once.

Suddenly, the Smoke Monster rushes through the dream! As it zips past, the smoke monster trails WISPS OF ITS NIGHTMARE SMOKE behind it.

The WISPS touch the giant bunny, corrupting her into a DARK AND EVIL VERSION (note: perhaps we can do this by just changing Angel's color and giving her red eyes).

104 FLUTTERSHY (CONT'D)  
 (backing away)  
 N-n-nice, giant, evil Angel?  
 <panicked YELP!>

As Angel <GROWLS> LUNGES at Fluttershy, she closes her eye. Just as its about to get FS, Giant Evil Angel SHUTTERS AND TRANSFORMS...into Luna!

105 FLUTTERSHY (CONT'D)  
 Whew! Thank you, Princess!

106 LUNA  
 Thank me when I have caught it.

And with that, Luna races off after the smoke monster...

CUT TO:

#### SC. 15 - APPLEJACK'S DREAM

CLOSE ON AJ'S SMILING FACE as she looks around:

107 APPLEJACK  
 Now, this is what I call an  
 incredible dream!

REVEAL: Her dream is EXACTLY like reality on the FARM. There's nothing fanciful or exaggerated about it. Just a regular day in the ORCHARD.

108 APPLEJACK (CONT'D)  
 Everythin' just exactly the way it  
 is at home!

That is, until Luna chases the SMOKE MONSTER through the dream, right past AJ. Smokey trails wisps of smoke that CORRUPT the trees, turning the farm DARK AND NIGHTMARISH (perhaps re-use the dark and twisted trees from "Bats").

AJ can only watch in horror.

109 APPLEJACK (CONT'D)  
 <GASP!>

Seeing that pains Luna:

110 LUNA  
 No...

And as before, as Luna feels bad about what the Monster is doing, the Tantabus grows BIGGER!

As Luna puts her game face back on...

CUT TO:

**SC. 16 - RAINBOW DASH'S DREAM**

It's a dark and dangerous. Rainbow Dash is locked in combat with shadowy attackers. Despite that, RD has a huge smile on her face. She's enjoying this.

111 RAINBOW DASH  
<attacking YAH!> <KE-YA!>

One of the SHADOWY ATTACKERS she's battling suddenly SHIMMERS AND STUTTERS and transforms into LUNA!

112 RAINBOW DASH (CONT'D)  
What the-?

RD pulls up short just before karate-chopping the Princess.

113 RAINBOW DASH (CONT'D)  
Princess Luna!

Luna looks around at the attacking shadows approaching from all sides. She turns to RD, full of remorse:

114 LUNA  
I can see Smokey has already turned your slumbers into a nightmare!

115 RAINBOW  
What are you talking about? This is my favorite dream! <KE-ya!>

Rainbow Dash leaps and happily karate kicks one of the attacking shadows, when...

The Tantabus APPEARS!

As it moves and touches parts of RD's dream, it turns whatever it touches from dark and dangerous to bright and cutesy! The dark background becomes filled and cotton candy clouds drizzling rainbow sprinkles.

And the shadows turn into smiling sunflowers that stop attacking and instead beam happily. RD is horrified.

116 RAINBOW DASH  
<HORRIFIED REACT>

As Luna chases the smoke monster out of the dream, a stunned RD can only stare in shock as the Sunflowers start to SING a treacly *Barney*-like song:

117            *SUNFLOWERS*  
*We are such happy flowers!*  
*We will now sing for hours!*  
*Aren't we unbearably cute?*  
 (one Sunflower sings out:)  
*Watch me solo on jazz flute!*

As one of the sunflowers breaks out a super SWEET AND SAPPY JAZZ FLUTE SOLO. AN ELEVATOR MUSIC VERSION OF A BARNEY SONG.

118            *RAINBOW DASH*  
 <screams in horror>

SMASH CUT TO:

**SC. 17 - TWILIGHT'S DREAM**

Twi reads happily in a LIBRARY of INFINITE BOOK SHELVES. Like birds on branches, books FLAP off the shelves and then land on others.

As soon as Twilight finishes the book she's reading, a book uses its covers to flap right down to her. She smiles.

119            *TWILIGHT*  
 Just what I wanted to read next!

But as she begins to read...

The books that had been flying peacefully from shelf to shelf start <SCREECHING>. They become dark and corrupted and grow FANGS like bats!

120            *TWILIGHT (CONT'D)*  
 What's happening?

The evil-looking book-Bats <SCREECH> after her as Twi runs through the infinite rows of books.

121            *TWILIGHT (CONT'D)*  
 <GASP!>

Twi sees that the Tantabus is right in front of her! It zooms towards her. And then...

<FWAZAP!> <FWAZAP!> Magical blasts fly in from off screen, aimed at the Smoke Monster. Twi turns and sees it's...

122            *TWILIGHT (CONT'D)*  
 Luna!

Luna uses her incredible dream powers to battle the monster. She WARPS THE DREAM ITSELF, bending and twisting the very fabric of a corner of the dream to trap the Smoke Monster.

But as she does...

Behind her, Book-Bats menace Twilight, who looks scared (this is her nightmare, after all).

Luna sees that - and feels terrible about what she's seeing.

And as before, when Luna feels bad about what the Monster is doing, it grows BIGGER! Big enough to burst out the fabric of the dream Luna had warped around it. And ESCAPE!

**SC. 18 - INT. TWILIGHT'S BEDROOM - MIDDLE OF THE NIGHT**

Twilight's face, as she tosses and turns in her sleep, suffering through the nightmare.

123 TWILIGHT (CONT'D)  
<Sleeping moans>

The Mane six all BOLT UP with a JOLT. They all look even more baggy-eyed and worn-out than before. Spike rushes up.

124 SPIKE  
You've only been a sleep for a few hours. What happened? Are you guys okay?

125 FLUTTERSHY  
That...that was terrible! I...I never want to have that nightmare again!

126 RAINBOW DASH  
Me either!

The others are equally spooked.

127 SPIKE  
But Luna caught it? Didn't she?

TWILIGHT shakes her head "no."

128 TWILIGHT  
She chased it in and out of my dreams all night, but no luck.

129 RAINBOW DASH  
Same here.

Rarity nods to AJ, FS and PP:

130 RARITY  
Surely Luna was able to capture  
that horrid creature in one of your  
dreams?

The others all shake their heads, as Luna appears out of the shadows.

131 LUNA  
I am so sorry, my friends. I  
failed.  
(then, even more sadly)  
It will be back to infect your  
dreams the next time you sleep.

The Mane 6 SHUDDER at the thought.

132 FLUTTERSHY  
Oh, no!

133 APPLEJACK  
Yeah, I reckon I could live without  
ever seeing that thing ever again.

Luna hangs her head.

134 LUNA  
But you will. Again and again.  
Every night. Until it grows  
powerful enough to infect the  
waking world!

She looks at each of the Mane 6.

135 LUNA (CONT'D)  
I saw the Tantabus grow in each of  
your dreams. It is only a matter of  
time before that happens.

Luna shakes her head.

136 LUNA (CONT'D)  
After what I did as Nightmare Moon,  
the fact that I am once again  
responsible for harming others is  
...almost more than I can bear.

Pinkie Pie bounce over to cheer Luna up.

137 PINKIE PIE  
It'll be okay. Everypony makes  
mistakes.

Luna forces a smile.

138           LUNA  
Not like this one.  
    (then)  
But as long as none of you dreamt  
about another pony, the Tantabus  
remains confined to your dreams. I  
still have a chance to catch it  
before it's too late!

RD, TS, AJ, FS, AND RY nod.

139           PINKIE PIE  
Whew! That's good to hear.  
    (then)  
Although after you left, I did  
happen to dream that I was eating a  
giant ice cream cone with all of  
Ponyville while taking a test we  
hadn't studied for.  
    (then, smiling to Luna)  
See, what did I tell you -  
Everypony makes mistakes!

Off Luna's horrified look...

FADE OUT.

**END ACT 2**

FADE IN:

**ACT 3**

**SC. 19 - INT. TWILIGHT'S BEDROOM - MIDDLE OF THE NIGHT -  
RESUME**

(NOTE: As in Scene 18, it is still the middle of the night).

Twilight looks out her window at the moon shining over a  
sleeping Ponyville.

140           TWILIGHT  
But... but that means the Tantabus  
could be turning every dream in  
Ponyville into a nightmare! Right  
now!

Luna shakes her head.

141           LUNA  
It's far worse than that. Infecting  
all those dreams gives it more and  
more power.  
    (MORE)

LUNA (CONT'D)

Soon it will be able to escape into the real world and infect Equestria with its nightmare plague!

142 RARITY  
Then you must let us help you stop it before that happens!

143 FLUTTERSHY  
But how? The Tantabus was able to escape Luna when it only had SIX dreams it could get to.

Spike nods.

144 SPIKE  
Now it can jump in and out of dozens and dozens of dreams. (Shudders) Including mine.

Luna is despondent.

145 LUNA  
It is true. With so many dreams to hide in, I do not know how I can catch it.

Applejack steps up.

146 APPLEJACK  
You know, Granny Smith always says: When a chicken flies the coop, there's no sense chasing it all over the farm. You gotta corral it in a confined space before you can catch it.

Pinke Pie leaps up and nods.

147 PINKIE PIE  
That's brilliant! And then when we catch that chicken, we can borrow its eggs to build an egg prison to hold the Tantabus!

Rarity shakes her head gently.

148 RARITY  
Darling, I think Applejack meant that Luna would have a better chance of capturing the Tantabus if she could get it in one contained space.

149 RAINBOW DASH  
But how, when Smokey can get into  
any dream in Ponyville?

Nobody knows. But then, Twilight has an idea.

150 TWILIGHT  
What if everypony in Ponyville were  
having one dream?

Luna nods hesitantly.

151 LUNA  
I can create shared dreams, yes.  
But for so many ponies at once? I  
have never done anything like that.  
The amount of power it would  
take...

152 FLUTTERSHY  
Well, it is worth a try. Isn't it?

Luna nods resolutely.

153 LUNA  
Of course. I will do anything to  
end this. Including accept your  
help. I cannot allow the Tantabus  
to escape into the real world.

She turns to the other.

154 LUNA (CONT'D)  
All of you must now go back to  
sleep. And hope...

ON LUNA: Her horn glows as she gathers her powers.

155 LUNA (PRE-LAP) (CONT'D)  
That I can create such a dream..

**SC. 20 - QUICK CUTS TO BEDROOMS ACROSS PONYVILLE-CONTINUOUS**

It is still the middle of the night (as it was in the  
previous scene). Ponies TOSS AND TURN IN THEIR BEDS across  
Ponyville..

...As TENDRILS OF MAGIC ENERGY FLOAT INTO THEIR ROOMS...

The tendrils then ENWRAP EACH PONY THAT WE SEE, LIFTING THEM  
OUT OF THEIR BEDS AS THEY SLEEP.

156 LUNA(O.S.)(CONT)  
Before it's too late for Ponyville!

**SC. 21 - EXT. PONYVILLE - NIGHT - CONTINUOUS**

Across Ponyville, we see dozens of these colorful tendrils weaving all over town, into the windows of every house and home.

Following one of the colorful tendrils, we see they all lead to the same place: TWILIGHT'S CASTLE!

**SC. 22 - INT. TWILIGHT'S BEDROOM - CONTINUOUS**

157 LUNA(O.S.)(CONT)  
And all of Equestria!

As the Mane 6 sleep in their beds (and Spike sleeps in his basket), Luna WORKS HER MAGIC in the same way we saw at the top of act two - except WAY BIGGER.

Luna is WEAVING STRANDS THAT CONNECT TO EVERY DREAM IN PONYVILLE. There are dozens of tendrils of all different colors, and she weaves them into one DNA-like cable, connecting them all to her.

As she works, PUSH IN OVER HER SHOULDER, through the window towards the Moon....

TRANSITION TO:

**SC. 23 - EXT. PONYVILLE - NIGHT (DREAM)**

CLOSE ON THE MOON.

AS WE PAN DOWN from the moon to Ponyville...it's immediately clear that something is off about the town.

There's a gauzy dream-like FILTER over the whole scene. The grass is pink and orange. A FLOCK OF MUFFINS <SQUAWK> as they fly overhead like birds.

Everyone in town is there: Derpy, the Mayor, all the background characters (We don't need to show them all - just enough to get the idea).

But again, something is off with each: Derpy is 1/10th his normal size. The Mayor is 5 times as big as usual. An earth pony "Swims" through the sky instead of walking. A pegasus <MEOWS> instead of talking.

The Mane 6 and Spike rush in and see that.

158 SPIKE  
Whoa!

159 TWILIGHT  
Luna did it!

As she looks around at the dream-version of Ponyville, AJ finds herself standing next to BIG MAC amidst all the strange and unfamiliar sights.

160 APPLEJACK  
Big Mac! I'm glad to see something familiar! This all sure is mighty strange!

161 BIG MAC  
E-yup.

And with that, BIG MAC SPROUTS AN UNICORN HORN! And uses it to shoot of a burst of fun, sparkly fireworks in the air!

Follow the fireworks as they drift down behind GRANNY SMITH AND SNIPS, who look at each other curiously.

162 GRANNY SMITH  
Why the hay am I dreamin' about you?

163 SNIP  
What do you mean? I'm dreaming about you!

164 LUNA (O.S.)  
(shouting from off screen) Ponies!

Everypony - including the Mane 6 and Spike - turn and see..

LUNA in the center of town. She is straining as her magical energies radiate out from her in all directions - holding the dream together.

The townspies bow to her.

165 PONYVILLE PONIES  
Princess Luna.

166 LUNA  
There is no time for bowing, my friends. There is something coming! Something terrible.  
(sees something, then)  
No! It is already here!

The TANTABUS appears, its smoke trails touching buildings around it. The buildings it touches are instantly corrupted by its nightmare energy. They turn dark and evil. And alive!

167 BUILDINGS  
<ROAR!>

ONE OF THE EVIL, LIVING BUILDINGS menaces a handful of Ponyville Ponies near it, who flee, screaming.

168 LUNA  
I am so sorry. I brought this upon you. But I will end it now!

As she says that smoke monster grows bigger! Luna moves to go after it. But its almost like she's tied in place by the magical energies radiating out from her. Twilight sees that.

169 TWILIGHT  
Princess! What's wrong?

170 LUNA  
(straining) It... is taking all my strength just to hold this massive dream together! You...you will have to stop it! I truly wish I did not have to ask this of you.

As she says that, the Tantabus grows even larger.

Twilight turns to Luna.

171 TWILIGHT  
Then you're in luck. Because you don't even have to ask!

172 RAINBOW  
Yeah! We're already on it!

As Luna struggles to hold the dream together, the Mane Six race off towards the Tantabus

#### **SC. 24 - AROUND THE CORNER/DREAM-PONYVILLE...**

But they don't get far before FS CRIES:

173 FLUTTERSHY  
Wait. Look!

The girls stop short as Fluttershy points to...a building that has come alive. It menaces FILTHY RICH!

174 BUILDING  
<ROAR!>

175 FILTHY RICH  
<frightened react>

176 FLUTERRSHY  
We've got to help him!

177 RAINBOW DASH  
No problem!

Rainbow Dash ZOOMS OFF towards FILTHY RICH, who pleads with the attacking building.

178 FILTHY RICH  
Please, I'll pay you anything..

He opens his pockets and a fountain of coins springs out of them. But the building ignores them and moves in menacingly, just as RD zooms in...

179 RAINBOW DASH  
Keep your money. I got ya!

... and whisks Filthy Rich to safety!

Nearby, corrupted buildings menace several other townspories.

180 TOWNSPONIES  
<panicked cries>

Twilight and the others see that.

181 APPLE JACK  
Looks like some other ponies need a helping hoof too!

Twilight and then uses her magic to save one.

FS, RY and PP work together to save another, while..

AJ bucks another building, giving another townspany a chance to escape. Then she sees something O.S.

182 APPLEJACK  
Oh, no!

REVEAL: she sees...Big Mac in big danger! He's trapped by another evil building with nowhere to run.

He's too far for AJ to get to in time.

183           APPLEJACK (CONT'D)  
He's got nowhere to run!  
          (then smiles)  
But he doesn't have to!

She shouts to him:

184           APPLEJACK (CONT'D)  
Big Mac! This is a dream, remember?

Big Mac hears her and remembers she's right. He smiles.

185           BIG MAC  
E-yup.

And then he pops out WINGS to match his horn, effectively turning him into an Alicorn! He zooms up and out of danger!

186           BIG MAC (CONT'D)  
E-wheeeeeeee.

AJ is relieved.

187           APPLEJACK  
<Whew!>

Just then Rainbow Dash races past AJ, telling her:

188           RAINBOW DASH  
C'mon! If that Tantabus thing turns  
any more of this dream against us,  
we'll be too busy savin' ponies to  
catch it and it'll grow powerful  
enough to escape into the real  
world!

Applejack races after RD.

189           APPLEJACK  
How're we even gonna know when it's  
able to escape?

Just then, they pull to a stop next to the rest of the Mane Six and see...

The TANTABUS Monster. It's HUGE! And it struggles against the very FABRIC OF THE DREAM!

And manages to tear a HOLE in the background (by using its smokey whisps like tendrils).

Where the Tantabus rips a hole in the background "fabric" of the dream, light streams through and otherworldly wind whisps in!

The Mane 6 all stare in shock. RD turns to AJ.

190 RAINBOW DASH  
Oh, I think we'll know.

ON LUNA: Struggling even harder to hold the dream together.

She concentrates and is able to "heal" the background of the dream, by weaving strands of her dream energy to stitch it up.

But the Tantabus just starts ripping at another part of the background.

191 LUNA  
Hurry my friends!

BACK ON THE MANE 6: RD smiles.

192 RAINBOW DASH  
I'm on it!

RAINBOW DASH races at the monster super fast.

But its made of smoke - it simply forms a donut shape and RD sails right through the empty space in the middle...

193 RAINBOW DASH (CONT'D)  
What the--?

Fluttershy turns to a nearby SMALL GROUP of Ponyville Pony bystanders, who hang back, watching the action.

194 FLUTTERSHY  
Please! We need your help too!

Twi blasts at it with a MAGICAL BOLT from her horn. But that just goes right through the smoke.

195 TWILIGHT  
(to the bystanders)  
Fluttershy's right! We've all got to work together to stop it from escaping!

The small group of Ponyville Ponies look at each other, confused.

196 PONYVILLE PONY  
But how can we help? No pony in Ponyville has your magic.  
(then, to RD)  
Or your speed.

As she zips back down, RD smiles.

197           RAINBOW DASH  
          (proud)  
That's true!  
          (then)  
In Ponyville.

AJ nods.

198           APPLEJACK  
But this here isn't Ponyville! It's  
a dream!

From somewhere OFF SCREEN, Big Mac agrees.

199           BIG MAC (O.S.)  
E-yup!

200           TWILIGHT  
And not just any. This is YOUR  
dream. Anything you can do in your  
dreams, you can do now!

Spike, who has joined the small group of Ponyville Pony Bystanders, SMILES.

201           SPIKE  
You mean like this?

Spike GROWS AND TRANSFORMS INTO A TALL AND VALIANT KNIGHT!  
(The same knight he imagined himself as in "A Dog and Pony Show").

Off of the Mane 6's looks of surprise, Tall-knight-Spike SHRUGS.

202           SPIKE (CONT'D)  
If you're gonna dream, might as  
well dream big, right?  
          (then)  
He-ya!

Knight-Spike charges at the Smoke Monster with his lance. But can't reach it.

Until Filthy Rich opens his pockets, and a huge fountain of coins springs out, creating huge mound of coins for Spike to charge up and poke the monster with his lance.

That doesn't have much effect, but other ponies follow him up the mound of coins to use their various dream powers to try to keep the Tantubus from escaping through the hole in the sky:

...BIG MAC FLIES UP AND BEATS HIS HUGE WINGS ALICORN WINGS QUICKLY, which BLOWS the monster back away from the hole it is shredding in the dream background.

RAINBOW DASH races around super fast, she turns into her Power Pony alter-ego ZAP and creates a tornado vortex around it, that also helps to pull it away from the hole in the background of the dream.

203           RAINBOW DASH  
It's working!

But the Smoke monster finds a way to ooze out of her tornado.

204           TWILIGHT  
But it's not enough.

205           PINKIE PIE  
Then do more! This is a dream  
remember!

Pinkie Pie CONCENTRATES and the BACKGROUND CHANGES (i.e. A new background slides in). This background is whole - it doesn't have a hole in it.

Until the Tantabus starts shredding it too.

206           RARITY  
Right! And if you can dream it...

The nice DRESSES from Rarity's dream march in, blocking the hole the monster shreds.

207           FLUTTERSHY  
...You can do it!

<THUMP!> <THUMP!> Everpony turns and sees...

GIANT GOOD ANGEL stomping in like the Stay Puff Marshmallow man!

208           APPLEJACK (O.S.)  
Then let's do it!

REVEAL: AJ and RD are in their POWER PONIES COSTUMES! RD nods to AJ and uses her Power Ponies weather powers...

As Twilight sends in her flying books. Together with the rest of the townspies using their dream powers, they all work to PULL THE TANTABUS BACK from escaping through the hole it shredded in the dream background.

But even as they do "cracks" begin to spread from the hole all across the background. The dream is going to crack apart!

Luna sees that - and despairs.

209           LUNA  
I'm sorry my friends. I cannot hold  
this dream together much longer.  
Equestria will fall because of me!

As in ACT 2, as Luna expresses her guilt, the TANTABUS GROWS  
EVEN LARGER AND STRONGER! Making it even harder for the other  
ponies to hold back.

210           SPIKE  
Am I crazy or did it just get even  
bigger after Luna said that?

Luna struggles to hold the dream together, as Twilight  
realizes:

211           TWILIGHT  
You're not crazy, Spike!  
          (then, to Luna)  
It think it's feeding off your  
guilt, Princess Luna!

As Twilight struggles with the others to keep the Tantabus  
from escaping, Luna has a realization.

212           LUNA  
If that is so, then perhaps that is  
how it grew strong enough to escape  
in the first place!

213           APPLEJACK  
Say what now?

214           LUNA  
I created the Tantabus to give  
myself the same nightmare every  
night. To punish myself for the  
evil I caused as Nightmare Moon.

As FS rides GIANT ANGEL, who dodges the smokes monster's  
tendrils-like whisps...

215           FLUTTERSHY  
But why would you do that?

216           LUNA  
To make sure I never forgave myself  
for how much Equestria suffered  
because of me. But it seems I have  
not learned my lesson, for now I  
have only made you suffer more!

As she says that, the Smoke Monster grows even bigger! And bucks against the Ponies "dream powers" that struggle to hold it back.

217           APPLEJACK  
Whoa there!

The now-bigger Tantabus WHACKS RD with a whisp of smoke, bashing her down. She CRASHES to the ground near Luna.

218           RAINBOW DASH  
<oomph!>

As the rest of Ponyville struggles to keep the monster from escaping, Twilight flies down to Luna.

219           TWILIGHT  
But that means you just might be  
the key to stopping all this!

As Rainbow Dash shakes it off...

220           RAINBOW DASH  
Yeah! If it gets strong because you  
feel bad about what you did as  
Nightmare Moon, then you just gotta  
stop feelin' bad for what you did!

She zooms back up to fight the monster...

221           RAINBOW DASH (CONT'D)  
And if you could do that, you know,  
like NOW, that'd be super!

Luna shakes her head to Twilight.

222           LUNA  
It is not so easy. How can I  
forgive myself? I am no better now  
than I was then! My creation is  
about to turn the world into a  
living nightmare!

As if on cue, the monster GROWS BIGGER - and strains against the pull of the ponies. It rips a larger hole in the background of the dream. Otherworldly WINDS WHIP in through the tear!

223           TWILIGHT  
(to Luna) But look at what YOU'RE  
doing! Nightmare Moon would have  
wanted the Tantabus to turn  
Equestria into a nightmare.  
(MORE)

TWILIGHT (CONT'D)

You're doing everything you can to  
stop it!

Luna looks with worry at the terrifying Tantabus.

224 TWILIGHT (CONT'D)

Don't you see that proves you're  
not the same pony you were then?

SUDDENLY- WINDS WHIPS LOUDER around them as...

THE REST OF THE PONIES struggling to hold back the monster  
with their powers...

225 RAINBOW DASH

We can't hold it!

...can't hold the Tantabus. It breaks free and starts to seep  
out through the hole in the dream! It's escaping into the  
real world!

ON Twilight, who turns to Luna as the dream begins to shatter  
around them...

226 TWILIGHT

Everypony who knows you knows that  
Nightmare Moon is in the past. We  
all trust you, Luna. Do you trust  
us enough to believe we're right?

Luna thinks. And as she does...

The Tantabus shrinks!

Luna turns to Twilight.

227 LUNA

I do. Thank you. Thank you all!

And as a smile of relief washes over her face.

THE TANTABUS... turns from dark to white - and then it  
dissipates into a cascade of sparkles that shimmer brightly  
and then disappear.

... and as they do, the dream SHATTERS!

SMASH CUT TO:

**SC. 25 - BACK IN REALITY: AROUND PONYVILLE - CONTINUOUS**

Everypony suddenly wakes up. We'll only show Filthy Rich, Big Mac, Granny Smith, and Snip in a QUAD SPLIT SCREEN. They all <GASP!> And then say:

228 FILTHY RICH, GRANNY SMITH, AND SNIP  
Huh. Guess that was just a dream.

229 BIG MAC  
Eee-yup.

Then they all quickly fall happily asleep again, drifting into their own happy dreams.

**SC. 26 - INT. TWILIGHT'S BEDROOM - THE NEXT MORNING**

As the sun rises...

Refreshed after finally getting some good sleep and having good dreams, The Mane 6 and Spike all wake up with a jolt!

230 TWILIGHT  
Luna did it!

The others all nod and smile.

231 APPLEJACK  
She sure did! (then) Only, I'm not exactly sure WHAT she did.

232 TWILIGHT  
Luna created the Tantabus to punish herself. The worse she felt, the more power it had. But once she finally forgave herself for what Nightmare Moon did...

Spike nods and finishes her sentence by miming the monster's dissolving and saying:

233 SPIKE  
Poof!

**SC. 27 - INT. TWILIGHT'S CASTLE/STAIRS - CONTINUOUS**

The Mane Six race down the stairs with Spike.

234 TWILIGHT  
I can't wait to see the look on Luna's face--

FLUTTERSHY cuts her off by SHUSHING HER.

235 FLUTTERSHY  
Shhh!

She points down to the bottom of the stares where...

Luna is sleeping happily. Twi SMILES as she sees the happy look on Luna's sleeping face.

236 TWILIGHT  
That is exactly the look I was hoping for!

As he watches Luna sleep, Spike wonders:

237 SPIKE  
Huh. Wonder what she's dreaming about now?

We PUSH IN ON LUNA'S HAPPILY SLEEPING FACE and MATCH CUT TO:

**SC. 28 - LUNA'S DREAM/BEACH - NIGHT**

Luna smiles, eyes closed - BASKING IN THE MOONLIGHT AS SHE LOUNGES ON A BEAUTIFUL DREAM BEACH. As Luna enjoys her first happy dream in a long time, we...

FADE OUT.

**THE END**