Distribution:

Production:
Lauren Faust
Chris Bartleman
Kirsten Newlands-Davidson
Rob Renzetti
Sarah Wall
Jayson Thiessen
James Wooton
Angela Belyea
Ridd Sorensen
Lesley Crawford

Discovery/Hasbro:
Donna Ebbs
Scott Pennington
Chris Mehl

Hasbro Studios:
Stephen Davis
Linda Steiner
Kathy Page
Brian Lenard
Robert Fewkes
Sophia Hussain

Hasbro IP & Brand:
Mark Wiesenhahn
Matt Mattus
Valerie Jurries
Donna Tobin

Hasbro Design:
Liz Knight
Dean Carley

Educational Consultant:
Donna Mitroff
Vicki Ariyasu

MY LITTLE PONY II

"Luna Eclipsed"

EP 204

Written by
Mitch Larson

As Recorded: December 2, 2010

TEASER

SC 1 - <u>INT. GOLDEN OAK LIBRARY - EVENING</u>

SPIKE paces near the exit.

1 SPIKE
Come on, Twilight, we're gonna be late for the Night Mare Night Festival!

Twilight's voice comes from up in the loft.

2 TWILIGHT SPARKLE (O.S.)
Relax, we have plenty of time. Besides, we're not going anywhere until my costume is absolutely, positively, 100%...

She emerges at the top of the stairs and strikes a dramatic pose. She's wearing a false beard, multicolored robes, and a strange poofy hat.

3 TWILIGHT SPARKLE (CONT'D)
...perfect!

She poses her way downstairs and waits for Spike's reaction.

4 SPIKE
(confused)
Errruhh... That one kooky grandpa from Ponyville Retirement Village?

5 TWILIGHT SPARKLE
(annoyed)
I'm Star Swirl the Bearded!

Spike just blinks.

6 TWILIGHT SPARKLE (CONT'D)
Father of the amniomorphic spell?

More blinking.

7 TWILIGHT SPARKLE (CONT'D)
Did you even read that book I gave you about obscure unicorn history?

8 SPIKE
Uh...

He glances at a large book being used to level a table leg.

<KNOCK KNOCK KNOCK> on the door!

9 SPIKE (CONT'D)
That sounds important!

He races to answer it.

CUT TO:

SC 2 - <u>EXT. GOLDEN OAK LIBRARY - CONTINUOUS</u>

It's a group of little ponies dressed up in their Night Mare Night costumes, feedbags around their necks.

10 LITTLE PONIES
(sing-songy)
Night Mare Night /
What a fright /
Give us something sweet to bite!

11 TWILIGHT SPARKLE
Hi, everypony! Great costumes!

Their chaperone, GRANNY SMITH, stands behind the group.

12 TWILIGHT SPARKLE (CONT'D)
Happy Night Mare Night, Granny Smith!

13 GRANNY SMITH
I shoulda been asleep five hours ago!

One by one, the little ponies step forward and Twilight gives them some candy. Finally, a tiny miniature pony, half the size of the others, steps forward. He's dressed like a pirate and has an adorable high-pitched voice. This is PIP SQUEAK.

14 PIP SQUEAK
Hey, Twilight!

15 TWILIGHT SPARKLE
Is that you, Pip Squeak?

16 PIP SQUEAK
Sure is!

He draws his wooden sword with his teeth and tries to do a quick demonstration of his swashbuckling skills, but it's much too heavy, pulling him to the floor in a heap.

17 PIP SQUEAK (CONT'D)
Pip Squeak the Pirate, at your service! It's my very first Night Mare Night!

She helps him up and gives him some candy, and he staggers off to join his friends. Just then, a pony in a chicken costume, much bigger than the others, nudges her way to the front.

18 PINKIE PIE
Enough chit-chat. Time is candy.

19 TWILIGHT SPARKLE
Pinkie Pie?! Aren't you a little old for this?

20 PINKIE PIE
Too old for free candy? Never!

Twilight reluctantly gives her some candy, the strikes a pose.

21 TWILIGHT SPARKLE
Do you like it? Historically accurate, right down to the bells in the hat.

She shakes her head and jingles.

22 PINKIE PIE
Yeah, great costume, Twilight! You make a fantastic weirdo clown!

With that, she takes her candy and runs.

23 TWILIGHT SPARKLE
(to Spike)
A clown?!

Spike leads her outside and closes the door.

24 TWILIGHT SPARKLE (CONT'D)
(exasperated)
Look at the borders on these robes! These are hoof-stitched!

25 SPIKE
It's a great costume, Grandpa...

Twilight does a slow burn in her ridiculous beard as we...

FADE OUT.

MAIN TITLES

ACT I

SC 3 - EXT. PONYVILLE, TOWN SQUARE - DAY

Twilight and Spike make their way to the bustling town square, where the Night Mare Night Festival is in full swing (*ART NOTE: the town should be decorated like a Halloween festival, with fake spiderwebs, jack-o'-lanterns, etc).*

26 TWILIGHT SPARKLE
Star Swirl the Bearded is only the most important conjurer of the pre-classical era...

Everypony they pass is wearing a costume. BIG MCINTOSH, dressed like an undertaker, pulls a wagonload of ponies on a hayride.

27 LITTLE PONIES
YAY!!

SC 4 - EXT. TOWN SQUARE, DANCE FLOOR - MOMENTS LATER

Twilight and Spike walk right through the middle of a rollicking HOEDOWN. The CRUSADERS, dressed as Frankenstein, Dracula and the Wolfman do a do-si-do with Spike while Twilight continues her Star Swirl rant obliviously.

28 TWILIGHT SPARKLE
He created more than two hundred spells!

The Crusaders twirl the dizzy Spike back into step with Twilight.

29 TWILIGHT SPARKLE (CONT'D)
He even has a shelf in the Canterlot Library of Magic named after him!

SC 5 - EXT. TOWN SQUARE, MERCHANTS' AREA - MOMENTS LATER

Twilight doesn't realize she's talking to herself as Spike stops to buy some treats from the CAKES, who are dressed up like a Gingerbread Man and Woman.

30 TWILIGHT SPARKLE
Maybe I should start up a study group to teach ponies about history. I bet everypony would love it! Don't you, Spike?

He wolfs down his treats.

31 SPIKE
(slurping)
I love it!

32 TWILIGHT SPARKLE
Hey, look, we're here already!
Should we get something to eat?

Spike pats his full belly and lets out a little <BURP>. Just then, Chicken Pinkie Pie and her little friends race up, feedbags overflowing with candy.

33 PINKIE PIE
Twilight! Look at our haul! Can you believe it?!

Meanwhile, just over their heads, RAINBOW DASH (dressed like a Shadow Bolt) mischievously sneaks up behind them pushing a small dark cloud. The cloud is HEAVING, like a bag with a wild cat inside.

34 RAINBOW DASH
(quietly)
This is gonna be sooooo good!

Meanwhile, down below, Pinkie Pie is still reveling in the glory of her Night Mare Night candy haul.

35 PINKIE PIE
...and then we went to Cheerliee's house and we got a bunch more goodies, didn't we Pip?

36 PIP SQUEAK
Sure did!

Rainbow Dash pushes her cloud just over Pinkie Pie's head.

37 PINKIE PIE
...and then we had to stop and wait for Granny Smith, but then we ran over to--

<KA-BLAM>!!! Rainbow Dash smashes the cloud with her hooves, causing an explosion of <THUNDER> and LIGHTNING!

38 PINKIE PIE (CONT'D)
BA-KAWK!!

Pip and the little ponies <SCREAM>, scattering in all directions! Rainbow Dash, meanwhile, clutches her stomach, <LAUGHING DELIRIOUSLY>.

39 TWILIGHT SPARKLE
Rainbow Dash, that wasn't very nice!

40 RAINBOW DASH
Lighten up, old-timer! This is the best night of the year for pranks!

41 TWILIGHT SPARKLE
Look what you did to Spike!

Spike lies flat on his back, out cold. He lets out a snort of smoke.

42 RAINBOW DASH
Aw, it's all in good fun. Oooh, there's another group over there!

She grabs her storm cloud and races off. Twilight struggles to get Spike to his woozy feet.

43 TWILIGHT SPARKLE
If you're this scared of Rainbow Dash, I sure hope nothing <u>actually</u> scary happens...

CUT TO:

SC 6 - <u>EXT. TOWN SQUARE, GAMES AREA - MOMENTS LATER</u>

Twilight and Spike find APPLEJACK, dressed as a scarecrow, at a games area showing younger ponies how to bob for apples.

44 TWILIGHT SPARKLE
Happy Night Mare Night, Applejack!

45 APPLEJACK
Hey Twilight! Hey Spike! Nice costume!

46 SPIKE
Thanks! I'm a dragon!

47 TWILIGHT SPARKLE
She means me, Spike.

48 APPLEJACK
With that beard, I reckon you're some sorta country music singer.
(MORE)

APPLEJACK (CONT'D)
Not sure you got the hat quite right, though.

AJ pokes Twilight's hat. It jingles. Spike <CHUCKLES> until Twilight's glare cuts him off.

49 APPLEJACK (CONT'D)
While y'all are here, you feel like bobbing for an apple?

50 TWILIGHT SPARKLE
Maybe in a bit. We were hoping to find Rarity and Fluttershy to see what they're up to.

51 APPLEJACK
You'll be lucky to catch sight of either of those two. Every year, Rarity fusses with her costume 'til she's missed the whole Festival, and Fluttershy's so scared during Night Mare Night she's probably holed up in her cottage waiting for morning.

52 SPIKE
Looks like it's just you and me, Grandpa.

OFF SCREEN, the <HOEDOWN MUSIC> that has been playing suddenly stops and the crowd <APPLAUDS>.

53 MAYOR (O.S.)
Thank you, everypony, and welcome to the Night Mare Night Festival!

CUT TO:

SC 7 - <u>EXT. TOWN SQUARE, DANCE FLOOR - CONTINUOUS</u>

The Mayor, dressed up like a clown, stands onstage.

54 MAYOR
Is everypony having a good time?

The Ponyvillians <CHEER>! So do Twilight and Spike.

55 MAYOR (CONT'D)
Now, all the little ponies who have been out collecting sweets to follow our friend Zecora to hear the legend of... *
(spooky voice)
Night Mare Moon! Mwa-ha-ha-ha-ha!!

56 SPIKE
(to Twilight)
Her spooky voice might work better if she wasn't dressed like that.

Twilight <GIGGLES>. ZECORA, dressed like a particularly bewitching witch, appears from behind the stage.

57 ZECORA
Follow me and very soon / You'll hear the tale of Night Mare Moon!

Pinkie Pie <CROWS> like a rooster, leading all the excited little ponies as they follow Zecora into the darkness outside of town. Pip lingers behind, shaking, before following.

58 PIP SQUEAK
Are you guys sure it's not too scary? Guys? Wait for me!

59 TWILIGHT SPARKLE
Come on, Spike! I want to hear this!

CUT TO:

SC 8 - <u>EXT. EDGE OF THE EVER-FREE FOREST - MOMENTS LATER</u>

The little ponies (and Twilight, Spike, and Pinkie) gather around Zecora, who stands behind a creepy, Gothic statue of NIGHT MARE MOON in a dramatic pose. It's much darker and quieter out here, and the fun atmosphere of the Festival has been replaced by eeriness and shadowy moonlight.

Zecora emerges from behind the statue and dramatically begins her story. As she speaks, the little ponies' eyes go wide as their fear builds.

60 ZECORA
Listen close, my little dears /
I'll tell you where you got your fears/
Of Night Mare Night, so dark and scary /
Of Night Mare Moon, who makes you wary.

She throws a shimmering cloud of MAGIC DUST in the air, creating a sort of hologram of Night Mare Moon, scowling down at the little ponies. Pinkie Pie and Pip snuggle in close. As Zecora continues her tale, the image in the magic dust changes to reflect what she's saying.

61 ZECORA (CONT'D)
Every year we put on a disguise /
To save ourselves from her searching
eyes /For Night Mare Moon wants just
one thing / To gobble up ponies in
one quick swing!

The image of Night Mare Moon flashes her teeth menacingly.

62 PINKIE PIE
AAAAAHHHHH!

She dives behind a shivering little Pip as he <GULPS>, her chicken body totally exposed.

63 ZECORA
Hungrily she soars the sky / if she
sees no ponies, she passes by/ So
if she comes and all is clear...

The image depicts Night Mare Moon flying overhead, seeing no ponies, just witches, pirates, ghosts, and various other costumes.

64 ZECORA (CONT'D)
Equestria is safe another year!

From deep in the Ever-Free Forest, a <WOLF HOWLS>.

65 PIP SQUEAK
Um, Miss Zecora?

Pip's voice seems even tinier and mousier than usual.

66 PIP SQUEAK (CONT'D)
If we wear costumes to hide from
Night Mare Moon so she won't gobble
us up, how come we still need to
give her some of our candy?

67 ZECORA
A perfect question, my little
friend /
For Night Mare Moon you must not
offend!

The magic dust in the air forms an image of Night Mare Moon putting piles of candy into a sack, a la the Grinch.

68 ZECORA (CONT'D)
Fill up her belly with a treat or
two / so she won't return to come
eat you!!!

The magic dust image of Night Mare Moon turns to the ponies and flashes her teeth before dissolving into the night. Pinkie dashes to the Night Mare Moon statue and upturns her candy bag. A seemingly endless stream of goodies fall out.

69 PINKIE PIE
Quick, everypony! Let's dump some candy and get outta here!

As the little ponies prepare to deposit their candy offering at the hooves of the statue, something passes in front of the moon, casting a dark shadow over everypony.

They recoil in horror!

A DARK CLOAKED FIGURE with a flowing violet mane floats spookily to the ground! She's in an open-air carriage being pulled by a team of black, bat-winged PEGASI.

70 TWILIGHT SPARKLE
Is that...

The carriage lands and with a swoosh, the figure removes the cloak...

71 TWILIGHT SPARKLE (CONT'D)
(not scared)
...Princess Luna!

In the distance, <THUNDER CRACKS>!

72 PINKIE PIE
(totally scared)
IT'S NIGHT MARE MOON!! *RUN!!*

73 LITTLE PONIES
AAAHHH!!

The little ponies scatter back toward town, Pinkie Pie <CLUCKING> in fear!

END OF ACT I

ACT II

SC 9 - <u>EXT. PONYVILLE, TOWN SQUARE - NIGHT</u>

The Night Mare Night Festival is in full swing. Everypony is in costume, playing games, and having a grand old time. Until...

Chicken Pinkie Pie, Pip Squeak, and the other little ponies hurtle into town, <SHRIEKING>. The <MUSIC> dies out as confusion takes hold. A moment later, Twilight appears.

74 MAYOR
What's going on? What's everypony so scared of?

Suddenly, a moonbeam lights up a previously shadowed area near the Mayor and Luna is just THERE, in all her gothic glory.

75 PONIES
<GASP!>

The adults bow in terrified deference, the younger ponies huddle together and shiver. Luna is filled with energy and excitement. Maybe too much so, as her voice is BOOMING.

76 LUNA
CITIZENS OF PONYVILLE! WE HAVE GRACED YOUR TINY VILLAGE WITH OUR PRESENCE SO THAT YOU MIGHT BEHOLD THE REAL PRINCESS OF THE NIGHT!

Spike nervously scuttles sideways on his knees to get a little closer to Twilight as they bow down together.

77 SPIKE
(whispering/scared)
'We'? Don't tell me there's more than one Nightmare Moon!

78 TWILIGHT SPARKLE
(whispering)
Shhhh! Sometimes that's how royalty refer to themselves.

79 LUNA
YES, THE *REAL* PRINCESS! A CREATURE OF NIGHTMARES NO LONGER. BUT INSTEAD A PONY WHO DESIRES YOUR LOVE AND ADMIRATION. TOGETHER WE ALL SHALL CHANGE THIS DREADFUL CELEBRATION INTO A BRIGHT AND GLORIOUS FEAST!!

<THUNDER CLAP>

Everypony bows down a little deeper.

Pinkie pops up from the middle of a cluster of shivering children.

80 PINKIE PIE
Did you hear that everypony? Night Mare Moon says that SHE'S GOING TO FEAST ON US ALL!!

The young ponies scream and dart off, leaving behind only a handful of adults, too intimidated to look up from their bowed positions.

Luna's abundant smile dissipates.

82 LUNA
WHAT? NO CHILDREN, NO. YOU NO LONGER HAVE REASON TO FEAR US! SCREAMS OF DELIGHT IS WHAT YOUR PRINCESS DESIRES, NOT SCREAMS OF TERROR.

She shakes her head as if to shake off the children's negative reaction and approaches the bowing Mayor.

83 LUNA (CONT'D)
MADAME MAYOR, THY PRINCESS OF THE NIGHT HATH ARRIVED.

She THRUSTS a hoof at the Mayor.

84 MAYOR
AAH!

The Mayor covers up like she's going to be hit. Luna scowls in confusion, and turns to another OFFICIAL-LOOKING PONY.

85 LUNA
WE SAID, THY PRINCESS OF THE NIGHT HATH ARRIVED!

She thrusts out her hoof, and the official-looking pony drops to the dirt, bowing in terrified deference. Luna's manner becomes less formal but her voice is just as intimidating.

86 LUNA (CONT'D)
WHAT IS THE MATTER WITH YOU? HAVE NOT ANY OF YOU SEEN THE TRADITIONAL ROYAL CANTERLOT GREETING BEFORE?

She thrusts her hoof at the Cakes, who flee in terror. Luna drops her regal attitude completely.

87 LUNA (CONT'D)
VERY WELL, THEN! BE THAT WAY! WE WON'T EVEN BOTHER WITH THE TRADITIONAL ROYAL FAREWELL!!

She stomps her hoof and <CLOMPS> off like a melodramatic teenager. The residents of Ponyville remain in their subservient positions, afraid to move a muscle as several beats pass. The Mayor is first to speak but does not look up.

88 MAYOR
(whispering)
Is she gone?

89 OFFICIAL LOOKING PONY
(whispering)
I don't know. Take a look.

90 MAYOR
You take a look!

91 OFFICIAL LOOKING PONY/MAYOR
<arguing walla>

Twilight looks up. She starts off after Luna.

92 TWILIGHT SPARKLE
I'm going to go talk to her.

Spike grabs her tail and tries to stop her.

93 SPIKE
You can't talk to her! She's Night Mare Moon!

94 TWILIGHT SPARKLE
No she's not. I saw the Elements of Harmony change her back to good. But it seems like she's having some trouble adjusting after being gone for a 1000 years.

Twilight trots off after Princess Luna. Applejack looks around and sees how scared everypony is, especially the youngsters, so she tries to get things back on track.

95 APPLEJACK
Come on, y'all! There's nothin' to be scared of! Twilight Sparkle's on the case! Let's get back to the party!

She nods to the band, which starts the <SQUARE DANCE MUSIC>, and ponies tentatively begin to party again. Spike walks over to join Applejack.

SC 10 - <u>EXT. JUST OUTSIDE THE TOWN SQUARE - MOMENTS LATER</u>

Twilight finds Luna sitting on a rock, hooves crossed, clearly upset. Twilight keeps her distance.

96 TWILIGHT SPARKLE
Princess Luna? Hi, my name is--

97 LUNA
STAR SWIRL THE BEARDED. COMENDABLE COSTUME. THOU EVEN GOT THE BELLS RIGHT.

98 TWILIGHT SPARKLE
Thank you! Finally! Somepony who gets my costume!!

Twilight sees that her sudden excitement is not shared by the Princess. She changes her tone as she draws nearer to Luna.

99 TWILIGHT SPARKLE (CONT'D)
Uh..I just came to welcome you to our celebration! My *actual* name is..

100 LUNA
TWILIGHT SPARKLE. IT WAS THOU WHO UNLEASHED THE POWERS OF HARMONY UPON US AND TOOK AWAY OUR DARK POWERS!

Twilight backs up as the full force of Luna's powerful voice is unleashed upon her.

101 TWILIGHT SPARKLE
(unsure)
And that was a good thing, right?

102 LUNA
BUT OF COURSE! WE COULD NOT BE HAPPIER. IS THAT NOT CLEAR?

103 TWILIGHT SPARKLE
Well-- You kinda sound like you're yelling at me.

104 LUNA
BUT THIS IS THE TRADITIONAL ROYAL CANTERLOT VOICE! IT IS TRADITION TO SPEAK USING THE ROYAL 'WE' AND TO USE THIS MUCH VOLUME WHEN ADDRESSING OUR SUBJECTS.

Twilight walks forward again.

105 TWILIGHT SPARKLE
Well, you know... that might explain why your appearance met with... mixed results. I think if you just changed your approach a bit, you might meet with a warmer reception.

106 LUNA
CHANGE OUR APPROACH?

Twilight recoils again.

107 TWILIGHT SPARKLE
Lower the volume.

108 LUNA
OH.

Pause.

109 LUNA (CONT'D)
WE HAVE BEEN LOCKED AWAY FOR A THOUSAND YEARS. WE ARE NOT SURE WE CAN.

SC 11 - <u>EXT. FLUTTERSHY'S COTTAGE - NIGHT</u>

Twilight and Luna approach Fluttershy's cottage, which looks dark and uninviting.

110 TWILIGHT SPARKLE
Don't worry, Princess. Fluttershy can give you some great pointers. She's delicate and demur with the sweetest little voice.

<KNOCK KNOCK KNOCK>.

111 FLUTTERSHY (O.S.)
GO AWAY!! NO CANDY HERE!! VISITORS NOT WELCOME ON NIGHT MARE NIGHT!!

Twilight smiles sheepishly at Luna.

112 TWILIGHT SPARKLE
Eh..Heh heh.
(through the door)
Fluttershy, it's me, Twilight!

Slowly, the door inches open, just a crack. Fluttershy's eye appears.

113 FLUTTERSHY
It is you!

She opens the door all the way to reveal Luna.

114 FLUTTERSHY (CONT'D)
Ah, and Night Mare Moon.
(beat, eyes pop open)
NIGHT MARE MOON?! *AAAHHH!!*

<SLAM>!

Twilight smiles sheepishly at Luna again.

115 TWILIGHT SPARKLE
Eh..Heh heh. Wait right here.

Twilight disappears inside the cottage, and a beat later she and a visibly shaken Fluttershy pop outside. Fluttershy stays as far away from Luna as possible, and looks like she might burst into tears at any moment.

116 TWILIGHT SPARKLE (CONT'D)
Fluttershy, you remember Princess Luna.

117 FLUTTERSHY
Hello.

118 TWILIGHT SPARKLE
Princess, Fluttershy.

119 LUNA
CHARMED!

Fluttershy tries to run back inside but Twilight stops her and turns her towards the Princess again.

120 FLUTTERSHY
Likewise.

121 LUNA
TWILIGHT SPARKLE HAS SPOKEN OF THE SWEETNESS OF THY VOICE. WE ASK THAT THOU TEACHEST US TO SPEAK AS THOU SPEAKEST.

122 FLUTTERSHY
Okay.

123 LUNA
SHALL OUR LESSONS BEGIN?

124 FLUTTERSHY
Okay.

125 LUNA
SHALL WE MIMIC THY VOICE?

126 FLUTTERSHY
Okay.

127 LUNA
(totally unchanged)
HOW IS THIS?

128 FLUTTERSHY
Perfect. Lesson over.

Fluttershy tries to run back inside again but Twilight stops her again.

129 TWILIGHT SPARKLE
A little quieter, Princess.

130 LUNA
(a little better)
HOW IS THIS?

131 TWILIGHT SPARKLE
Better. Right, Fluttershy?

Fluttershy nods her head.

132 FLUTTERSHY
Yes.

133 LUNA
(a little better still)
HOW ABOUT NOW?

134 TWILIGHT SPARKLE
Now you're getting it!

135 LUNA
(in a normal voice)
And how about now?

136 TWILIGHT SPARKLE
Yes! Well done.

Fluttershy starts inching towards the door.

137 FLUTTERSHY
Can I go inside now?

Luna suddenly reaches over and enthusiastically puts her arm around Fluttershy.

138 LUNA
(excited)
I THANK THEE, DEAR FLUTTERSHY! OUR NORMAL SPEAKING VOICE SHALL SURELY WIN US THE HEARTS OF THY FELLOW VILLAGERS!

This is too much for Fluttershy who simply quivers in Luna's arms.

139 FLUTTERSHY
Nenmmeyjskoassfft

Just then, Chicken Pinkie Pie, Pip and her little buddies rush in.

140 PINKIE PIE
Fluttershy, you gotta hide us! Night Mare Moon is here and--

Pinkie sees Luna and Fluttershy.

141 PINKIE PIE (CONT'D)
She's stolen Fluttershy's voice so she can't scream WHEN SHE GOBBLES HER UP!!!

142 PIP SQUEAK
AAAHHHH!!!!!!!

<SCREAMING> in fear, the kids scamper away. Luna's smile drops into a dejected frown.

143 LUNA
NAY CHILDREN, WAIT! I mean, nay children wait.

144 TWILIGHT SPARKLE
Come on Princesss, time for Plan B...

SC 12 - <u>INT. CAROUSEL BOUTIQUE - NIGHT</u>

Rarity scampers around the boutique, yards of lace around her neck, evidence of frantic costume construction everywhere. Behind her a mostly complete costume of an extremely elaborate, enormously wigged Bride of Frankenstein.(Check with LEGAL about this costume.)

145 RARITY
Now where did I put that lace?

Rarity's so busy digging through a pile of fabric that she doesn't notice Twilight and Luna enter. She shovels fabric all over Luna.

146 RARITY (CONT'D)
Oh, Twilight! Sorry, didn't see you there.

147 TWILIGHT SPARKLE
I guess you didn't see Princess Luna either?

Luna shakes off the fabrics, recoiling from all the pink and lavender and saffron.

148 LUNA
Pray tell us, why is it so... <u>pastel</u> in here?

Rarity's eyes pop open in terror. She drops to the floor in supplication.

149 RARITY
Forgive me, oh great and powerful dark lord!

150 TWILIGHT SPARKLE
(under her breath)
Rarity, get up! She's not like that anymore, remember?!

Rarity, confused, rises.

151 LUNA
We are no longer Night Mare Moon, and it is our wish to put that part of our life behind us.

152 TWILIGHT SPARKLE
Princess Luna wants to change her image, to remind everypony that she's changed back to good.

153 LUNA
And so that we might also change the nature of this unflattering celebration called Nightmare Night.

154 RARITY
You mean...

Her eyes go all starry.

155 RARITY (CONT'D)
I get to make over a <u>princess</u>?!

She bursts into action! She zips off frame and zips back with her glasses on, a measuring tape and a collection of fabric swatches. While she fusses with Luna's hair, she uses her magic to measure her legs, her haunches, her neck and hold up swatches to her fur all at the same time. Luna looks a tad freaked out by this invasion of her personal space.

156 RARITY (CONT'D)
(talking a mile a minute)
You know, Princess, I've always been quite the advocate of the "Goth" look. So dramatic and sophisticated.

She checks Luna's eyes and even inside her mouth, more like a medical exam than a fitting.

157 RARITY (CONT'D)
But to less fashion-forward ponies than myself, it could come across as intimidating.

Rarity stops fussing, she eyes the Princess up and down.

158 RARITY (CONT'D)
How would you feel about lightening things up a bit?

159 LUNA
Does thou mean off black instead of black?

160 RARITY
Mmmm... Something a bit more radical.

161 LUNA
Dark gray?

DISSOLVE TO:

SC 13 - <u>INT. CAROUSEL BOUTIQUE - LATER</u>

Rarity enchants a tube of lipstick and sends it off screen.

162 RARITY
Ah... the *piece de resistance*...
there!

163 TWILIGHT SPARKLE
So? What do you think?

Luna stares blankly into the full-length mirror. Luna's fur has been dyed a soft pink color. She's wearing an elaborate "princess" costume: flowing, frilly gown, gaudy tiara, and girly jewels. Rarity drapes a delicate stole over Luna's shoulders.

164 LUNA
(doubtful)
This is what thy fellow villagers
find agreeable?

165 RARITY
Oh yes! I've made you approachable.
Understated. Utterly charming.

166 LUNA
(to herself)
We are pretty sure thou hast just
made us pink.

Luna pulls the stole off with her mouth.

<BOOM>! Chicken Pinkie Pie, Pip and her followers burst in!

167 PINKIE PIE
Rarity! You've got to help us!
Night Mare Moon is at Fluttershy's
and--*AAAHHH!!*

Luna whips around, the stole dangling from her teeth.

168 PINKIE PIE (CONT'D)
SHE GOBBLED UP A PRINCESS! *RUN!!*

The little ponies <SCREAM> and run.

169 LUNA
CHILDREN, WAIT! GAZE UPON OUR UNDERSTATED CHARM!!

She slumps in defeat and looks over at Twilight.

170 TWILIGHT SPARKLE
(unsure)
Time for Plan C?

CUT TO:

SC 14 - <u>EXT. TOWN SQUARE, GAMES AREA - NIGHT</u>

The Night Mare Night Festival is back in full swing, and Applejack's games area is hopping. She steadies Pip, who stands precariously on the rim of an apple bobbing barrel.

171 APPLEJACK
Careful there, pardner.

PAN OVER to find Twilight and Luna (dyed back to her usual color) walking through the crowd--- with no problem as every pony who sees her immediately jumps out of her way.

172 PONIES
Aah!/ Yikes!/ Whoah!/ Gaah!/ Etc.

173 LUNA
(a little hurt)
It is of no use, Twilight Sparkle. They have never liked us and they never shall.

174 TWILIGHT SPARKLE
My friend Applejack is one of the most likable ponies around. I'm sure she'll have some ideas.

Applejack sees Luna and dives into a bow. Twilight tries to haul her to her hooves.

175 TWILIGHT SPARKLE (CONT'D)
Uh, Applejack, the Princess is looking for a little advice on how to fit in around here.

176 APPLEJACK
Fit in? Really?

Twilight gives her a scowl.

177 APPLEJACK (CONT'D)
I mean...That's easy! All you got to do is have the right attitude! Loosen up a bit, be positive, play a few games, have some fun...

Luna glances at Twilight and Applejack skeptically.

178 LUNA
Fun? What is this fun thou speakest of?

Twilight walks Luna over to a Spider Toss game. Everypony clears out as she gets ready to play. The TERRIFIED PONY running the game hands her a bowl with a few hairy spiders in it.

179 LUNA (CONT'D)
Pray tell, what purpose do these serve?

180 TERRIFIED PONY
(chattering teeth)
J-j-just... t-t-try to land the sp-sp-spiders on the web.

Luna looks around uncomfortably as all eyes are on her. She halfheartedly tosses a spider at a web. She misses.

181 APPLEJACK
You can do it, Princess!

Luna tries again, and this time she NAILS IT! A small round of hesitant <APPLAUSE> comes from the crowd.

182 LUNA
Ha! Your Princess enjoys this 'fun'. In what other ways may we experience it?

She heads over to a Punkin Chunkin game, with small trebuchets waiting to launch pumpkins into an empty field. The crowd watches, terror being replaced by curiosity.

183 TWILIGHT SPARKLE
Fire away, Princess!

Luna fires a pumpkin! It soars through the air, perfectly hitting the target! The crowd <ERUPTS>!

184 LUNA
Ha ha! The fun has been doubled!

185 APPLEJACK
Why don't you try bobbing for apples? We got the best apples in Equestria here, Princess!

186 LUNA
I ask that thou call us... me... Luna, fair Applejack.
(to the crowd)
Hear me Villagers! All of you, call me Luna!

An excited <BUZZ> goes through the crowd.

187 LUNA (CONT'D)
Show me to these bobbing apples!

Applejack escorts Luna back to the apple bobbing barrel. As they approach, Pip slips off the rim and plunges into the water.

188 LUNA (CONT'D)
NEVER FEAR CHILD! LUNA SHALL SAVE THEE!

Luna <SPLASHES> her head right into the barrel.

Chicken Pinkie Pie wanders in, head bobbing like a chicken.

189 PINKIE PIE
Hey, gals. Anypony seen Pip? We lost him last time we had to run for our lives.

Just then Luna pulls her head out of the barrel holding a soaking-wet Pip Squeak in her mouth!

190 PINKIE PIE (CONT'D)
AAAHHH!! NIGHT MARE MOON IS GOBBLING PIP SQUEAK! EVERYPONY RUN!!

The children run <SCREAMING> once again! Luna quickly sets Pip down and he quickly joins the others.

191 PIP SQUEAK
Hellllllp! My backside has been gobbled!

192 LUNA
TIS A LIE! THY BACKSIDE IS WHOLE AND UNGOBBLED, THOU UNGRATEFUL WHELP!!

The other ponies back away after seeing this flash of anger.

193 LUNA (CONT'D)
FAIR VILLAGERS, PLEASE DO NOT BACK AWAY! LET US JOIN TOGETHER IN 'FUN'.

She searches around desperately, sees one of the Spider Toss spiders on the ground, picks it up with her mouth and lamely throws it.

No reaction.

194 LUNA (CONT'D)
NOT ENOUGH FUN FOR YOU? WHAT SAY YOU TO THIS?

She lights up her mighty horn and enchants the Spider Toss spiders so that they come to life. The ponies freeze in terror as they creepily crawl past them over to the web and cluster amongst the middle target. Luna turns to the crowd proudly.

195 LUNA (CONT'D)
HUZZAH! HOW MANY POINTS DO I RECEIVE?!

The ponies RUN!!!

196 PONIES
AAAAAAAAAAAAAHHHHHHH!!!!

197 LUNA
DO NOT RUN AWAY! AS YOUR PRINCESS WE COMMAND YOU!! *BEEEE STIIILLL!!!!*

<THUNDER CRACKS>!

Everypony but Twilight hits the ground in the deepest bow possible. They all tremble with fear.

198 TWILIGHT SPARKLE
(for Luna's ears only)
Princess, remember, watch the screaming...

199 LUNA
NO, TWILIGHT SPARKLE, WE MUST USE THE TRADITIONAL ROYAL CANTERLOT VOICE FOR WHAT WE ARE ABOUT TO SAY.

Luna rears up and spreads her wings, taking an intimidating, authoritative stance.

200 LUNA (CONT'D)
SINCE YOU CHOOSE TO FEAR YOUR PRINCESS RATHER THAN LOVE HER AND DISHONOR HER WITH THIS INSULTING CELEBRATION, WE DECREE THAT NIGHT MARE NIGHT SHALL BE CANCELLED. **FOREVER!!!**

END OF ACT II

ACT III

SC 15 - <u>EXT. PONYVILLE, TOWN SQUARE - DAY</u>

The Night Mare Night Festival is in a shambles. Luna is nowhere to be seen.

201 APPLEJACK
Shoot, we had everything going our way. Luna was happy, everypony in town was happy. Now look at 'em.

Twilight sees the sad faces of parents consoling crying kids.

202 YOUNG PONY 1
(crying)
But I wanted to be a zombie next year!

A precariously dangling "HAPPY NIGHT MARE NIGHT!" sign falls into the dirt.

203 TWILIGHT SPARKLE
It's not over yet.

204 APPLEJACK
What are you gonna do?

205 TWILIGHT SPARKLE
I'm going to do what I do best!

She strikes a heroic pose.

206 TWILIGHT SPARKLE (CONT'D)
Lecture her!

She races off like Batman.

CUT TO:

SC 16 - <u>EXT. JUST OUTSIDE THE TOWN SQUARE - NIGHT</u>

Twilight races through the night to find Luna, her steely expression fading when she hears the princess's <SOFT WHIMPERS>.

207 TWILIGHT SPARKLE
Princess?

208 LUNA
Leave me be, Twilight Sparkle.

209 TWILIGHT SPARKLE
Princess, I'm sorry it hasn't worked out how we wanted, but you have to believe me when I tell you that Night Mare Night is one of the most popular celebrations we have!

210 LUNA
Yes, I can tell by all the adoring shrieks of the children as they run away.

Luna sinks in despair. Twilight's heart breaks for her.

211 TWILIGHT SPARKLE
Princess---

Something catches Twilight's eye. She looks past Luna and sees Pinkie clucking along. Twilight gets an idea.

SC 17 - <u>EXT.TOWN SQUARE - CONTINUOUS</u>

Pinkie is trotting down the lane. Suddenly a pair of purple hooves fly out of some hedges and grab her, covering her mouth.

212 PINKIE PIE
AAAH-mmph!!!

But Pinkie quickly sees that it's Twilight.

213 TWILIGHT SPARKLE
No. No shrieking. No squealing or screaming either, okay?

214 PINKIE PIE
Moafkay.

215 TWILIGHT SPARKLE
There's something I want you to see and I promise that it's safe but you really really really can't shriek. Do you promise not to shriek?

Pinkie nods yes. Twilight let's Pinkie go and motions to someone in the trees to come forth. Luna emerges into the light. Pinkie's eyes widen with fear, but she stays quiet.

216 TWILIGHT SPARKLE (CONT'D)
Pinkie Pie, you remember Princess Luna right?

217 LUNA
Ah... the ringleader of the frightened children. Hast thou come to make peace?

Luna gives her a sincere smile and extends her hoof. Unbelievably, Pinkie starts to smile back. Then...

<KA-RACK>!!

218 PINKIE PIE
NIGHT MARE MOON!! RUN!!

Pinkie Pie bolts! There, just above, is Rainbow Dash with her sparking stormcloud, roaring with <LAUGHTER>.

219 TWILIGHT SPARKLE
RAINBOW!!!

Luna chases after Pinkie.

220 LUNA
YOU MUST NOT RUN FROM US, PINKIE PIE! IT IS FORBIDDEN!

Pinkie runs further through the square. When the townsfolk see she is running from Luna, they join in the panic.

221 PINKIE PIE
SHE'S COMING AFTER US, EVERYPONY! *RUN!!*

222 LUNA
STOP!! WE SHALL MAKE PEACE. WE DEMAND IT!

223 TWILIGHT SPARKLE
Oh boy...

SC 18 - <u>CHASE SEQUENCE</u>

A frantic chase breaks out! Pinkie Pie races around like chicken with her head cut off. Luna follows, ponies <SCREAMING> and diving out of her way. Twilight's beard flaps in her face, tripping her up.

-Pinkie leads the chase through Applejack's games area.

224 PINKIE PIE
BWAAK!!

She knocks over some barrels, sending water and apples everywhere! Luna dodges it all and continues the chase.

Twilight ends up on top of a barrel, logrolling through the other games!

225 TWILIGHT SPARKLE
Girls, wait--*AAAHH!!*

She bellyflops over the scattered apples.

-Next the chase moves through the square dance area. Although there's no music and nopony is dancing, Pinkie Pie do-si-dos through random ponies. Luna does the same. They loop and skip across the floor in a manic dance-chase.

-Pinkie darts and weaves between food carts selling Night Mare Night treats!

<WHAM>! Out of nowhere Twilight tackles her! They end up in a pile of hooves and feathers. Pinkie thrashes.

226 PINKIE PIE
Where is she? *WHERE IS SHE?!*

227 TWILIGHT SPARKLE
She's changed, Pinkie! She's not evil or scary anymore, and she definitely doesn't want to gobble you up!

Pinkie suddenly stops thrashing and gives Twilight a very sober look.

228 PINKIE PIE
Well *duh!*

229 TWILIGHT SPARKLE
Huh?

230 PINKIE PIE
I know that. Sheesh, Twilight, I'm almost as big as her, how's she gonna gobble me up?

231 TWILIGHT SPARKLE
You... you know that? So why do you keep running away and screaming?

232 PINKIE PIE
Twilight, really! Haven't you ever celebrated Night Mare Night before?

Pinkie smiles the brightest smile.

233 PINKIE PIE (CONT'D)
Sometimes it's just really fun to be scared!

234 TWILIGHT SPARKLE
Fun...?

Pinkie's revelation slowly sinks in for Twilight.

235 TWILIGHT SPARKLE (CONT'D)
Pinkie Pie, you're a genius!!

Pinkie, confused, looks at her costume.

236 PINKIE PIE
No I'm not. I'm a chicken.
(sees Luna)
BUK-KAAWK!!
(with glee)
THERE SHE IS!!

Pinkie bolts and Twilight staggers to her feet. <WHAM>! Luna barrels into Twilight and the two end up in a pile in the dirt.

237 TWILIGHT SPARKLE
Princess Luna, I've finally figured out why you're having so much trouble being liked!

Luna sits up, <SPITTING> out dirt.

238 LUNA
Forgive me, if I withhold my enthusiasm.

Twilight again scrambles to her feet, dragging Luna up as well.

239 TWILIGHT SPARKLE
Come with me! I'll explain everything on the way!

Twilight ZIPS off screen, but Luna just stands there looking surly. After a beat, Twilight reaches in and yanks her OFFSCREEN.

CUT TO:

SC 19 - <u>EXT. PONYVILLE, TOWN SQUARE - NIGHT</u>

Spirits are at an all-time low. Whatever was left of the Night Mare Night Festival has been destroyed by the Pinkie/Luna chase.

240 MAYOR
Well, everypony, I guess we better start cleaning this mess up...

The citizens of Ponyville <GRUMBLE> sadly as they start to pick up the remains of their once-grand party. The mood in the town square couldn't be more different than it was at the beginning of Act I.

241 PIP SQUEAK
Gosh. I never thought my very first Night Mare Night would be my very last.

Zecora overhears little Pip lamenting the situation. She tries to raise everypony's spirits.

242 ZECORA
Come, little Pip, now don't you fret /
Night Mare Night's not over yet /
We still have candy left to give /
So Night Mare Moon might let us live!

The other adults realize what she's doing and join in.

243 MAYOR
Yeah, come on, little ponies!
What's Night Mare Night without the annual candy offering!
(spooky voice)
You don't want *Night Mare Moon* to gobble you up, do you?

Reveal Spike beside the Mayor shaking his head.

244 SPIKE
The rainbow wig just kills it for me.

Pip and the other kids pathetically and sulkily try to gratify the adults' attempts to cheer them up.

245 APPLEJACK
C'mon kids, doesn't that sound like fun?

All the young ponies agree, pick up their feed bags a begin a sad procession to the statue.

CUT TO:

SC 20 - <u>EXT. EDGE OF THE EVER-FREE FOREST - NIGHT</u>

Zecora leads the convoy of sad little ponies through the spooky night to the eerie statue of Night Mare Moon.

One by one, the mopey little ponies step forward and form a pile of sweets at the hooves of the Night Mare Moon statue. As Pip steps forward to make his offering...

247 PIP SQUEAK
Goodbye Night Mare Night. Forever.

..strange PURPLE LIGHTS start to flash across his face. His eyes travel up the length of the statue. More eerie lights pour out from behind it.

Suddenly, the WIND kicks up and the trees in the Ever-Free Forest <RATTLE> their leaves. A deep, booming, terrifying voice emanates from behind the statue.

248 NIGHT MARE MOON (O.S.)
CITIZENS OF PONYVILLE! YOU WERE WISE TO BRING THIS CANDY TO ME...

The horrifying figure of NIGHT MARE MOON rises from behind the statue! Her mane is flowing and an eerie light show takes place behind her!

249 NIGHT MARE MOON (CONT'D)
NIGHT MARE MOON!!

The little ponies <GASP> in fear, eyes wide.

250 NIGHT MARE MOON (CONT'D)
I AM PLEASED WITH YOUR OFFERING. SO PLEASED THAT I MAY JUST EAT <u>IT</u> INSTEAD OF...

She swoops down in front of them, teeth flashing!

251 NIGHT MARE MOON (CONT'D)
...EATING YOU!!

Truck in on the ponies, eyes wide.

252 YOUNG PONIES
AAAAAAAAAAAAAHHHHH!!!!!!!!!

The little ponies <SCREAM> and race back towards town. The wind stops, the eerie lights stop, and Night Mare Moon magically lifts her helmet to reveal Luna!!! She spits out a pair of fake teeth. She's confused.

253 LUNA
I am not certain that did what you meant for it to do, Twilight Sparkle.

Twilight emerges from behind the statue, smiling.

254 TWILIGHT SPARKLE
Just wait...

255 LUNA
Wait? For what, for them to scream some more---

She trails off when she feels something tugging on her tail. It's little Pip Squeak.

256 PIP SQUEAK
Um, Princess Luna? I know there's not going to be anymore Night Mare Night, but do you suppose maybe you could come back next year and scare us again anyway?

Luna looks at Twilight, incredulous.

257 LUNA
Child, art thou saying that thou... <u>likest</u> me to scare you?

258 PIP SQUEAK
(nodding)
It's really fun. Scary, but fun.

259 LUNA
It tis?

260 PIP SQUEAK
Yeah! Night Mare Night is my favorite night of the year.

Luna stands up proudly, rising off the ground slightly.

261 LUNA
Well then we shall have to bring NIGHT MARE NIGHT BACK!

Pip is blown back by the force of Luna's voice but he sits up with a huge smile.

262 PIP SQUEAK
You're my favorite princess ever!

Pip gives her a big, cute hug and races off to join his friends, who were waiting expectantly not too far away.

263 PIP SQUEAK (CONT'D)
She said yes, guys! !

264 LITTLE PONIES
YAAAAYYY!!!

The little ponies race off to tell everypony else the great news. Luna floats down next to Twilight.

265 TWILIGHT SPARKLE
See? They really do like you, Princess.

266 LUNA
Can it be true...

As this sinks in, a large, beautiful smile grows across her face.

267 LUNA (CONT'D)
(even louder than normal)
OH MOST WONDERFUL OF--

Twilight cringes and covers her ears.

268 LUNA (CONT'D)
I mean, oh most wonderful of nights.

SC 21 - <u>NIGHTMARE NIGHT MONTAGE</u>

Over a FAST-PACED MONTAGE of Night Mare Night fun, we hear Twilight dictating her letter to Princess Celestia.

Everypony in town wears costumes, plays games, eats snacks, and generally has a great time. Princess Luna is right there with them.

269 TWILIGHT SPARKLE (V.O.)
Dear Princess Celestia. When you first sent me to Ponyville, I didn't know anything about friendship. I met somepony tonight who was having the same problem: your sister, Princess Luna. She taught me that one of the best things you can do with friendship is to give it to others and help them find it themselves. And I'm happy to report that all of Ponyville has learned, that even if somepony seems a little intimidating, even scary, when you offer them your friendship, you'll discover a whole new pony underneath.

SC 22 - <u>EXT. EDGE OF THE EVER-FREE FOREST - NIGHT</u>

Twilight paces behind Spike, popping candy from the feet of the statue.

270 TWILIGHT SPARKLE
And even if my Star Swirl the Bearded costume didn't go over, this still turned out to be the best Night Mare Night ever!

She's so distracted by her dictation that she doesn't notice Rainbow Dash sneaking in above her with the bulging cloud.

<KA-BLAMMO>!! She smashes it with her hooves! Lighting bolts and <THUNDERCLAPS> fly!

271 TWILIGHT SPARKLE (CONT'D)
AAAHHH!!

As Rainbow Dash roars with <LAUGHTER> at her prank, she doesn't notice the terrifying figure of NIGHT MARE MOON rising up behind her, mane flowing and light show swirling!

Rainbow Dash slowly turns around...

Right into the face of Night Mare Moon (actually Luna)! Luna smiles, her teeth flashing.

272 RAINBOW DASH
AAAAAAAAAAHHHHHHHHH!!!!!!!

<P-CHING>! Like a shot, she's gone.

Luna drops the Night Mare Moon act spitting out her teeth and floats back down to the ground, where she shares a good <LAUGH> with her new friends.

FADE TO BLACK.

THE