

Distribution:

Production

Devon Cody
Meghan McCarthy
Jayson Thiessen
Jim Miller
Lesley Crawford
Melinda See

The HUB

Tegan Molloy
Allegra Newman
Linda Shima Tsuno
Wayne Winstead

Hasbro Studios

Stephen Davis
Kathy Page
Michael Vogel
Brian Lenard
Gabriel Monje
Lauren Solomon
Finn Arnesen
Nina Scales

Hasbro Brand

Donna Tobin
You Sun Hwang
Samantha Lomow
Gretchen Forrest
Marissa Mansolillo

MY LITTLE PONY

"Do Princesses Dream of Magic Sheep?"

Episode 5##

Written by: Scott Sonneborn

1st Draft: April 24, 2014
Outline: April 03, 2014
Premise: March 07, 2014

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, and announces ominously:

1 PRINCESS LUNA
There can only be one princess in
Equestria. And that princess will
be me!!

And with that, the stained glass window behind her SHATTERS. IN THE WINDOW, A DARK ORB covers the SUN, BLOCKING IT OUT. The dark orb radiates dark energy that swirls around Luna, encasing her is a ball of glowing energy!

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

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

Rainbow Dash smiles defiantly.

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

4 APPLEJACK
The Elements of Harmony!

Twilight and the others nod. And then <REACT> as...

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

Just like they did in the pilot, the Mane 6 use the ELEMENTS OF HARMONY to create a swirl of Rainbow Energy that engulfs Nightmare Moon!

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

Only this time, it doesn't work! When the rainbow swirl dissipates, LUNA IS STILL NIGHTMARE MOON. Standing defiantly, and <LAUGHING EVILLY>.

6 NIGHTMARE MOON (CONT'D)
<EVIL LAUGH>

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

The Ponies <GASP> and back away.

8 NIGHTMARE MOON
That's right! Run! No one is safe
anymore. Because Nightmare Moon...is
back!

FADE OUT.

END TEASER

MAIN TITLES

ACT 1

FADE IN:

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

As Nightmare Moon <LAUGHS EVILLY>...

9 NIGHTMARE MOON
<EVIL LAUGH>

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

Luna sleeps fitfully in her bed. She tosses and turns.

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, encasing her is a ball of glowing energy!

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

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

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

12 APPLEJACK
The Elements of Harmony!

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

13 LUNA
You won't be able to save me, my
friends. In my nightmare, you never
do. Every day in my dreams, I
become Nightmare Moon again. And
again! And again!

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

Just like they did before, the Mane 6 use the ELEMENTS OF
HARMONY that they are wearing in their necklaces (and Twi's
Tiara) to create a swirl of Rainbow Energy that engulfs
Nightmare moon!

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

As that is happening...

In the background, a CREATURE OF BLUE SMOKE (the same kind of
blue smoke creature that Nightmare Moon transformed into in
the Pilot), gathers itself together in the shadows...

...and then WHOOSHES toward the DARK ORB in the sky. As it
disappears into the Dark Orb, the Dark Orb itself implodes
and vanishes with it.

As soon as it is gone, the Elements' rainbow swirl that had
surrounded Nightmare Moon dissipates, revealing that:

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

15 LUNA
(surprised)
What?

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

Luna WAKES with a <GASP>.

16 LUNA
 (confused)
My dream...ended happily?
 (horrified)
No! That cannot happen!

SC. 6 - EXT. TWILIGHT'S CASTLE - LATER - ESTABLISHING

17 PINKIE PIE (O.S.)
Ooh! This looks amazing!

SC. 7 - INT. TWILIGHT'S CASTLE/THRONE ROOM - MORNING

IN FRONT OF EACH OF THE MANE SIX'S THRONES...are spa set-ups for each of their pets: a bird bath for Owlicious, a bath for Winona, etc.

As the MANE SIX approach with their PETS, the pets are excited. The Mane Six, though, can barely keep their eyes open, they're so tired (EXCEPT PINKIE PIE, who bounces around like usual).

18 RAINBOW DASH
Yeah, Twilight this <YAWN> spa you
set up is <YAWN> incredible.

Rarity nods.

19 RARITY
I've been <YAWN> looking forward to
this for ages.

20 APPLEJACK
So has <YAWN> Winona - she really
needs a bath!

Winona <BARKS> in agreement.

21 FLUTTERSHY
A spa day for our <YAWN> pets
really was a great idea.

22 TWILIGHT
I'm just sorry I'm so <YAWN> tired
today. I didn't sleep well last
night.

Rarity is also droopy-lidded and sleepy-eyed.

23 RARITY
<YAWN>. Excuse me. I didn't get my
normal beauty sleep last night
either.

Rarity can barely keep her eyes open and accidentally dunks
OPAL in the bird-bath meant for Owlicious. Opal voices her
displeasure with a loud <MEOW.>

24 PINKIE PIE
I'm totally beat too!

Unlike everypony else, Pinkie Pie is bouncing around like she
usually does.

25 APPLEJACK
Really?

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

She finishes her sentence by bouncing around, full of energy.
The others share a look.

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

Pinkie BOUNCES past.

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

<YAWNING> Applejack accidentally grabs Angel instead of
Winona and dunks her in the dog's bath, head first. Angel
<REACTS> annoyedly by flapping its feet in AJ's face.

29 APPLEJACK
Whoops. I guess we're all too plumb
tuckered out to do this right.

The pets all look disappointed. So does Fluttershy.

30 FLUTTERSHY
(to pets) I'm so sorry. I even went
to bed <YAWN> early last night. But
then I had a really scary
nightmare.

The others are surprised to hear that.

31 RD/TS/AJ/RV/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? You guys too?

They all nod, stunned. RD tries to play it off.

35 RAINBOW DASH
Ah, it's probably just a
coincidence. I usually have weird
dreams when I eat something spicy
for dinner. (thinking) Then again,
I didn't have anything spicy last
night...

36 FLUTTERSHY
And that wouldn't explain why we
ALL dreamed about the same scary
smoke monster.

37 RARITY
So then what made us all have the
same nightmare?

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

AJ nods.

39 APPLEJACK
No pony knows more about dreams than
her!

40 TWILIGHT
She'll be able to help us figure
this out
 (then calling through the
 open door)
Spike. Spike?
 (no answer)
I wonder where he is?

RD starts to leap up, but is too sleepy.

41 RAINBOW DASH
<YAWN> I'm too tired to look.

The others nod.

42 FLUTTERSHY
(to pets) Can you guys find him?

The pets rush out. Sounds of <BARKING> <MEOWS> and <HOOTS>.

43 SPIKE (O.S.)
OK, OK, I'm coming!

SPIKE stumbles in, <STRETCHING> and rubbing the sleep out of his eyes.

44 SPIKE (CONT'D)
Sorry. Didn't hear you. <STRETCHES>
I was sleeping like a rock!

RD, AJ, and Rarity - eyes baggy from lack of sleep look at Spike.

45 RARITY, APPLJEACK AND RAINBOW DASH
<JEALOUS GRUMBLING>

46 TWILIGHT
Spike, could you please <YAWN> take
a letter?

Spike nods as he takes out a SCROLL AND QUILL. Twilight
DICTATES:

47 TWILIGHT (CONT'D)
<YAWN> 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 like a baby
dragon.

49 RD, AJ, AND RARITY
(sleepy-eyed jealous)
We know!

50 TWILIGHT
(to Spike) I'm sure Luna is busy
with more important things, but
hopefully she'll have answer for us
sometime soo--

Before she can finish, Luna appears! 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.

53 LUNA
Which of you saw the creature of
blue smoke?

54 TWILIGHT
We all did. Do you know what it is?

55 LUNA
Of course. It is a creature of my
nightmares! It escaped from my
dreams last night.

The Mane 6's eyes go wide.

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

Luna bows her head to the Mane 6.

57 LUNA
That is my fault. It must have
learned of you Six from seeing you
in my dream. I am truly sorry.

Spike is stunned.

58 SPIKE
Whoa! So what you're saying is...
(jealous)
(MORE)

SPIKE (CONT'D)

You dreamt about all of them and
not me?

Rainbow Dash gets the conversation back on track.

59 RAINBOW DASH
(shrugs) So it gave us bad dreams.
What's the big deal?

60 LUNA
The Creature of Blue Smoke is like
a machine. Whatever dream it
infests, it will corrupt into a
nightmare.

The Mane Six do not like the sound of that.

61 FLUTTERSHY
Oh, my!

62 APPLEJACK
Yeah, that don't sound too <YAWN>
good.

63 LUNA
I knew that it had grown more
powerful, but I did not realize it
was strong enough to escape my
dreams.

64 RARITY
But you know how to stop it, of
course.
(then)
Don't you?

Luna shakes her head.

65 LUNA
This has never happened. The
creature must have grown so strong
that my dreams were not enough for
it - it needs more dreams to
infect. Now that it has found
yours, every good dream you have
will go bad. As long as it is on
the loose, you will never rest
peacefully again.

Of the Mane Six's stunned looks...

FADE TO BLACK.

END ACT 1

FADE IN:

ACT 2**SC. 8 - INT. TWILIGHT'S CASTLE/HALLWAY - THAT NIGHT**

Twilight, Spike and the rest of the Mane Six stand by a door. As Luna walks up, Twilight bows.

66 TWILIGHT
We've prepared everything exactly
as you requested, Princess Luna.

Twi opens the door to...

SC. 9 - 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.

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

68 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.

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

Luna shakes her head.

70 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 other pony
can help us tonight.

Worried for his friends, Spike bravely steps up.

71 SPIKE
Yeah, well, I'm no pony. So I'll be
staying up to watch over you, just
in case.

Twilight smiles, impressed by her friend.

72 TWILIGHT
Thank you, Spike.

The others are already in their beds.

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

74 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
takes up his position, standing guard by the door.

75 SPIKE
Don't worry. I'll be here, up all
night if I have too!

TIME LAPSE:

It gets later and later as we cut from the CLOCK ON THE WALL,
to SPIKE slumping over more and more sleepily, until he's
finally <SNORING> standing up.

PUSH IN ON RARITY'S CLOSED EYES...

SC. 10 - RARITY'S DREAM

Rarity looks around and sees...

76 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.

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

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

Luna appears out of the shadows and rushes to Rarity.

78 LUNA
The creature of blue smoke is here!

The creature made entirely of blue smoke whips its way through the dream. It moves fast.

And 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).

Rarity sees a creepy dress rushing at her to attack!

79 RARITY
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!

80 RARITY (CONT'D)
(to the dress) And you were such a
pretty little chiffon! What kind of
a monster would do this?

Luna sees the Smoke Monster.

81 LUNA
That one.

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

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

She blasts one, but more dresses block her path. She can't get a clear shot at the fast-moving Smoke Monster.

And then the smoke monster creates a DARK ORB in the sky in Rarity's Dream. The creature slithers into the black hole center of the orb and disappears, the Orb imploding into nothing behind it.

83 LUNA (CONT'D)
No! It has jumped into another
dream!
(MORE)

LUNA (CONT'D)
(then, to Rarity)
You cannot follow, but I cannot
leave you in this nightmare.

84 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.

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

TRANSITION TO:

SC. 11 - PINKIE PIE'S DREAM

As pinkie PRANCES HAPPILY through a HAPPY FOREST...

86 PINKIE PIE
<Happy Humming>

...The scene suddenly SHIFTS TO CLOUDSDALE (perhaps by
sliding one bkgd out and the other in).

(Note: all the backgrounds in Pinkie's Dream should be
reused, so feel free to substitute other locations).

Luna appears in a startled Pinkie's Path.

87 LUNA
I followed the monster into your
dream. We must find it!

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

88 PINKIE PIE
Sorry! I 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 BALLOONS.

89 PINKIE PIE (CONT'D)
(happy) Oooh! Balloons!

Suddenly, the Balloons turn DARK AND CREEPY with SCARY, FANG-FILLED MOUTHS -- as the Smoke Monster enters and its smoke wisps touch and CORRUPT THE BALLOONS.

90 PINKIE PIE (CONT'D)
(grossed out) Eww! Balloons!

Luna turns to Pinkie.

91 LUNA
You have nothing to apologize for.
This is my fault. And I will stop
it!

Luna leaps to chase after the monster - only to SLAM into a CRYSTAL WALL, as the background of Pinkie's Dream shifts to the CRYSTAL EMPIRE (but with the CREEPY BALLOONS still floating around in the foreground).

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

The Smoke monster takes advantage and creates a DARK ORB in the sky of Pinkie's Dream. It slithers into the black center of the orb and disappears, the Orb imploding into nothing behind it.

93 LUNA (CONT'D)
No!

Luna creates a SHIMMERING GLOW in the air and rushes into it. She vanishes and the Shimmering disappears behind.

94 PINKIE PIE
Wait for me!

Pinkie tries to follow, leaping at the spot where the Shimmering was. But there's nothing there and she just lands face first on the ground.

95 PINKIE PIE (CONT'D)
<OOMPH!> Oh, right, I don't know
how to jump between dreams. So I
guess I'll stay...here?

Pinkie looks around at all the Creepy Balloons with their CREEPY SMILES pressing in on her. As she <SHUDDERS> ...

TRANSITION TO:

SC. 12 - FLUTTERSHY'S DREAM

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

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

The Smoke Monster rushes through the dream, CHASED BY LUNA.

As they zip past, the smoke monster trails WHISPS OF ITS NIGHTMARE SMOKE behind it. The WHISPS 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).

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

As Angel <GROWLS> and CHASES AFTER Fluttershy..

CUT TO:

SC. 13 - APPLEJACK'S DREAM

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

98 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.

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

That is, until the SMOKE MONSTER RACES through the dream, trailing 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.

100 APPLEJACK (CONT'D)
Oh, no...

As Luna chase the Monster past a horrified Applejack...

CUT TO:

SC. 14 - RAINBOW DASH'S DREAM

Everything is all cutesy, smiling sunflowers and cotton candy clouds drizzling rainbow sprinkles. The only thing in this dream that isn't bright and sparkly is Rainbow Dash. She mopes:

101 RAINBOW DASH
Aw, not this cockamamie dream
again!

Suddenly, Luna chases the smoke monster right past Rainbow Dash.

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

As before, as the smoke creature zips past, it trails wisps of smoke that CORRUPT whatever they touch. The Sunflowers turn dark and angry, GROWLING HUNGRILY at Rainbow Dash.

103 SUNFLOWERS
<GROWL>

As she chases after the very-fast Smoke Monster, Luna looks back at Rainbow Dash and the now-nightmarish dream.

104 LUNA
I am so sorry, Rainbow Dash.

Rainbow Dash leaps backwards to avoid a BITING SUNFLOWER that lunges evilly at her. She smiles to Luna:

105 RAINBOW DASH
Don't apologize. I actually like it
better this way! He-ya!

As Rainbow Dash fights back against the evil flowers...

CUT TO:

SC. 15 - TWILIGHT'S DREAM

Twi reads happily in a LIBRARY of INFINITE BOOKS. Until the book start flying off the shelves, <SCREECHING> and flapping like bats!

106 TWILIGHT
What's happening?

Twi runs through the infinite rows of books, as the bats chase after her.

107 TWILIGHT (CONT'D)
<GASP!>

Twi sees that smoke monster 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...

108 TWILIGHT (CONT'D)
Luna!

Luna blasts at the monster, but being made of smoke, it is able to slip away between books on the shelves.

Those books it touches become corrupted and flap evilly, right at Twilight!

109 TWILIGHT (CONT'D)
Ahhhh!

As Twilight eyes go wide in horror , MATCH CUT TO:

SC. 16 - INT. TWILIGHT'S BEDROOM - MIDDLE OF THE NIGHT

Twilight's face. With the same look of horror. Only her eyes are closed, as she tosses and turns in her sleep, suffering through the nightmare.

110 TWILIGHT (CONT'D)
<Sleeping moans>

Over by the door, Spike <SNORES> where he fell asleep standing up.

111 SPIKE
<wake up SNORT> (then, to self)
Huh? Must've nodded off for a
second there---oh no!

Spike sees:

On their smaller beds around Twilight's, the rest of the Mane Six are tossing and turning and <MOANING> in their sleep as much as Twilight is.

112 SPIKE (CONT'D)
Something must have gone wrong!
(to the ponies)
Guys! Guys, wake up!

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

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

114 APPLEJACK
Me either!

The others are equally spooked.

115 RARITY
(nods) I certainly hope Luna was
able to capture that horrid
creature in one of your dreams. It
got away from us in mine.

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

116 LUNA
I'm so sorry, my friends. I was not
able to catch it in any of your
dreams.
(then, even more sadly)
The Creature of Blue Smoke will
infest your dreams again tonight.

The Mane 6 SHUDDER at the thought.

117 FLUTTERSHY
Oh, no!

118 APPLEJACK
Yeah, I reckon I could <YAWN> live
without ever seeing that thing ever
again.

119 LUNA
But you will. Again and again.
Every night. Until I can catch it.

Luna hangs her head.

120 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.

Twilight walks up to Luna and tries to cheer her up:

121 TWILIGHT
We'll catch it. I know we will.

Luna takes heart in that.

122 LUNA
I hope you are right. At least the creature is confined to your dreams. It only knew how to find you because I dreamed about you. As long as none of you dreamt about another pony, it can't get into anypony else's dreams.

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

123 PINKIE PIE
Whew! That's good. I didn't dream about another pony.
 (then)
But I did dream about every pony in Ponyville.
 (beat, then)
Would that be bad?

Off Luna and the rest of the Mane 6's horrified looks...

FADE OUT.

END ACT 2

FADE IN:

ACT 3

SC. 17 - INT. TWILIGHT'S BEDROOM - NIGHT TIME - RESUME

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

124 TWILIGHT
But... but that means that the creature could turn be turning every Ponyville pony's dream into a nightmare! Right now!

Luna shakes her head.

125 LUNA
It's far worse than that. If any of those ponies dream about other ponies... by the end of the night, the Creature of Blue Smoke could be anywhere in Equestria!

126 RAINBOW DASH
Then we just gotta catch it before that happens!

127 APPLEJACK
Yeah, but how?

128 RARITY
Applejack is right. It was able to
evade all of us when it only had
SIX dreams it could get to.

Spike nods.

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

Luna is despondent.

130 LUNA
And with so many dreams to hide in,
I do not know how I can catch it.

Applejack steps up.

131 APPLEJACK
You know, Granny Smith always says:
When a chicken flies the coop,
there's no sense chasing it all
over the farm. Too many places for
it to run and hide. You gotta
corral it in a confined space
before you can catch it.

Pinke Pie leaps up and nods.

132 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 smoke monster!

Rarity shakes her head gently.

133 RARITY
Darling, I think Applejack meant
that we would stand a better chance
of capturing the monster if we
could get it in one contained
space.

134 RAINBOW DASH
But how can we do that if it can
get into any dream in Ponyville?

Nobody knows. But then, Twilight has an idea.

135 TWILIGHT
What if everyone in Ponyville were
having the same dream?

Luna nods hesitantly.

136 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...

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

Luna nods resolutely.

138 LUNA
Of course. I would do anything to
stop this monster.

She turns to the other.

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

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

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

SC. 18 - QUICK CUTS TO BEDROOMS ACROSS PONYVILLE_

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

As Ponies TOSS AND TURN IN THEIR BEDS across Ponyville...

TRANSITION TO:

SC. 19 - EXT. PONYVILLE - NIGHT (DREAM)

CLOSE ON THE MOON...

142 LUNA(O.S.)(CONT) (CONT'D)
And all of Equestria!

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 walking upside down, bouncing along on her head. The Mayor stands, not on the ground, but perpendicular to it, walking up and down the side of a building.

The Mane 6 and Spike rush in and see that.

143 SPIKE
Whoa!

144 TWILIGHT
Luna did it! Everyone's here! All
of Ponyville is having this dream!

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

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

146 BIG MAC
E-yup.

And with that, BIG MAC FLIES UP INTO THE AIR...doing flips and loop de loops, right past a surprised Rainbow Dash!

147 BIG MAC (CONT'D)
E-wheweee!

He flies off, past GRANNY SMITH AND SNIPS, who look at each other curiously.

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

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

150 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 townspoonies bow to her.

151 PONYVILLE PONIES
Princess Luna.

152 LUNA
There is no time for bowing, my
friends. We must capture the
Creature of Blue Smoke before -
(sees something, then)
No! It is already here!

The Smoke Monster 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!

153 BUILDINGS
<ROAR!>

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

154 PONYVILLE PONIES
<fleeing Ahhhh!!>

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

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

156 TWILIGHT
Princess! What's happening?

157 LUNA
(straining) It... is taking all my
strength just to hold this massive
dream together! You...you will have
to bring it to me!

Twilight nods with concern. It's clearly taking everything Luna has to hold the dream together. Twilight can see the enormous strain on her face.

MEANWHILE... across Dream-Ponyville, a building that has come alive menaces FILTHY RICH!

158 BUILDING
<ROAR!>

159 FILTHY RICH
<frightened react> 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...

Until Rainbow Dash ZOOMS IN...

160 RAINBOW DASH
Keep your money. I got ya!

... and whisks Filthy Rich to safety!

ON THE OTHER SIDE of Dream-Ponyville, corrupted buildings menace several other townspopies.

TWI uses magic to save one.

FS, RY and PP work together to save an other, while...

AJ bucks another building, giving another townspopy a chance to escape.

Then she turns and sees Big Mac in danger, trapped by another evil buiding with nowhere to run. He's too far for her to get to in time.

161 APPLEJACK
Oh, no! He's got nowhere to run!
(then smiles)
But he doesn't have to!

She shouts to him:

162 APPLEJACK (CONT'D)
Big Mac! This is a dream, remember?
You can fly!

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

163 BIG MAC
E-yup.

And then he zooms up and out of danger! AJ is relieved.

164 APPLEJACK
<Whew!>

Just then Rainbow Dash races past AJ, telling her:

165 RAINBOW DASH
C'mon! That smokey-thingee is gonna
turn this whole dream against us
unless we stop it!

Applejack races after RD. They join the rest of the Mane Six,
who face...

The Smoke Monster.

166 RAINBOW DASH (CONT'D)
Let's do this!

The Mane 6 try to corral the smoke monster. But its made of
smoke - and is able to slip around them, corrupting more of
Dream-Ponyville as it does.

167 APPLEJACK
Aw, no!

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

168 FLUTTERSHY
Please! We need your help too!

As she chases after the smoke monster, Twilight nods.

169 TWILIGHT
Fluttershy's right! We've all got
to work together to herd it closer
to Luna!

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

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

As she zips after the monster, RD smiles.

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

AJ nods.

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

From somewhere OFF SCREEN, Big Mac agrees.

173 BIG MAC (O.S.)
E-yup!

As she chase the Smoke Monsters, which slips away...

174 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.

175 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.

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

Knight-Spike charges at the Smoke Monster with his lance. The
Smoke monster slips away, but Filthy Rich steps up and opens
his pockets.

A huge fountain of coins springs out of his pockets, blocking
the monster's path.

Working together with the Mane 6, Spike and all Ponyville
Ponies herd the Smoke monster to...

177 TWILIGHT
Princess Luna! Now!

The monster is close enough for Luna to blast it with her
horn! She ensnares it a field of magical energy. It thrashes
and swirls, but it's trapped!

178 RARITY
I do believe we did it!

The Mane 6, Spike and the Ponyville Ponies <CHEER!>

179 EVERYONE
Wha-hooo!/Yeah!/Yippeee!

Luna's horn continues to glow with power as its magic holds the smoke creature. AJ turns to her.

180 APPLEJACK
Now all you gotta do is fire
another one of them blast of yours
and destroy that thing for good!

But Luna shakes her head.

181 LUNA
I cannot. I must put this creature
back in my dreams -- and make sure
it stays there forever.

Luna has corralled the monster with her magic, but it fights against her control, snarling and lunging like an angry beast.

182 RAINDOW DASH
Why the heck would you want to do
that? This thing will turn your
dreams into nightmares! Forever!

Luna nods.

183 LUNA
I know that all too well. Because I
created this creature to do just
that.

Everyone looks confused.

184 TWILIGHT
You did? But why?

185 LUNA
Mine is the power to control
dreams. So I had to create
something I couldn't control.
Something that would give me the
same nightmare every night, no
matter what I did.

Fluttershy <GASPS>.

186 FLUTTERSHY
<GASP> But...but why would you want
to do that?

Luna hangs her head.

187 LUNA
To punish myself for all the evil I
caused when I was Nightmare Moon.
To make myself suffer the way
Nightmare Moon made the ponies of
Equestria suffer.

The Mane 6 and the Ponies of Ponyville share a look of surprise.

188 TWILIGHT
But Nightmare Moon is in the past.
Thousands of years ago. Way before
any of us were even born! Everypony
forgave you long ago.

The rest of Ponyville nods in agreement.

189 TWILIGHT (CONT'D)
We all know you're not the same
pony you were when you became
Nightmare Moon.

Luna shakes her head.

190 LUNA
Are you so sure? Look what happened
tonight! The creature I created has
caused you all more pain!

As if on cue, the monster WRITHES AND SEETHES - and tries to break its magical bonds. The closest Ponyville ponies take a step back in fear. But not Twilight.

191 TWILIGHT
(to Luna) Yes, and look what YOU
did tonight! Nightmare Moon would
have loved how this Smoke monster
turned everypony's dreams into
nightmares. You did everything you
could to stop it!

Luna considers that.

192 TWILIGHT (CONT'D)
Don't you see that proves you're
not the same pony any more?

Luna looks up to see everypony nodding.

193 LUNA
I...I've never thought about it
like that.

194 RAINBOW DASH
Yeah, well, you've never had to try
to stop a crazy smoke monster that
escaped your dreams, either!

Luna smiles. Then looks at the creature.

195 LUNA
That is true. In which case, I owe
it...

She turns to Twilight and all the ponies of Ponyville.

196 LUNA (CONT'D)
...and all of you a great debt.
Thank you. Thank you all for
helping me shed this burden I have
carried for so many years.

And with that, she fires a POWERFUL MAGIC BLAST that destroys
THE SMOKE MONSTER...

... and SHATTERS THE DREAM!

SMASH CUT TO:

SC. 20 - BACK IN REALITY: AROUND PONYVILLE - CONTINUOUS

Everypony suddenly wakes up. We'll only show a few of them in
a QUAD (or 8 or 16) SPLIT SCREEN. They all <GASP!> And then
say:

197 PONYVILLE PONIES IN THEIR BEDS
Huh. I guess that was just a dream.

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

SC. 21 - INT. TWILIGHT'S BEDROOM - CONTINUOUS

The Mane 6 and Spike all wake up with a jolt! They look just
as sleep-eyed and tired as before.

198 TWILIGHT
She did it. It's over!

Twilight slowly starts to get out of bed.

199 TWILIGHT (CONT'D)
C'mon! We've <YAWN> got to find
Luna and congratulate her <YAWN>

200 RAINBOW DASH
Yeah. <YAWN> Right after I close my
eyes for just a second-

And with that, Mane 6 and Spike all immediately fall over and
<SNORE>, sound asleep.

SC. 22 - INT. TWILIGHT'S CASTLE/STAIRS - THE NEXT MORNING

As the sun rises...

Refreshed after finally getting some good sleep and having
good dreams, The Mane 6 race down the stairs with Spike.

201 TWILIGHT
C'mon. I can't wait to see the look
on Luna's face--

FLUTTERSHY cuts her off by SHUSHING HER.

202 FLUTTERSHY
Shhh! (then whispers) Look!

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

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

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

As he watches Luna sleep, Spike wonders:

204 SPIKE
Huh. Wonder what she dreams about?

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

SC. 23 - LUNA'S DREAM/BEACH - DAY

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

FADE OUT.

THE END