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MY LITTLE PONY

"Do Princesses Dream of Magic Sheep?"

Episode 51#

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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...

A CREATURE OF BLUE SMOKE (the same kind of blue smoke creature that Nightmare Moon transformed into in the Pilot) gathers itself ominously, and then....

...SMASHES through the stained glass window behind LUNA SHATTERING it!

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 is a ball of glowing energy!

1 LUNA
<PAINED REACT>

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!

*

6 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..

*

7 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 is a ball of
glowing energy!

*

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

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

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

10 APPLEJACK
The Elements of Harmony!

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. *It 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 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!

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

As that is happening...

In the background, *the* CREATURE OF BLUE SMOKE gathers itself.
It grows bigger and then...

*

*

...*it* 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!*

*

*

As soon as *the Smoke monster* 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!

*

14 LUNA
(surprised)
What?

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

Luna WAKES with a <GASP>.

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

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

16 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
a tub of soapy water and turtle scrub brush for Tank, etc.

*

a

*

*

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

*

*

18 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.>

*

*

*

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

*

*

*

Twilight <YAWNS>.

*

20 TWILIGHT
Me 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)

*

*

*

21 PINKIE PIE
I'm totally beat too!

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

*
*

22 APPLEJACK
Really?

23 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.

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

Pinkie BOUNCES past.

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

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

*

26 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).

*
*
*
*
*

27 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>.

*
*

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

*

The others are surprised to hear that.

29 RD/TS/AJ/RV/PO
Me too!

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

*

31 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.

32 TWILIGHT (CONT'D)
What? You guys too?

They all nod, stunned. RD SHRUGS it off.

*

33 RAINBOW DASH
So we all saw "Smokey" last night.
I'm sure it was just a coincidence.

*

*

*

Twilight shakes her head.

*

34 TWILIGHT
I'm not so sure.

*

*

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

*

*

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

AJ nods.

37 APPLEJACK
No pony knows more about dreams than
her!

38 TWILIGHT
She'll be able to help us figure
this out. Spike. Spike? Where'd he
go?

*

*

SPIKE RUSHES in, huffing and puffing.

*

39 SPIKE
Sorry. I was outside blowing off a
little steam.

*

*

Spike blows a PUFF of steam, then STRETCHES.

*

40 SPIKE (CONT'D) *
I don't know why but I've got so *
much energy this morning! I guess *
because I slept so well last night! *

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

41 RARITY, APPLJEACK AND RAINBOW DASH
<JEALOUS GRUMBLING>

42 TWILIGHT *
Spike, could you please take a *
scroll? *

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

43 TWILIGHT (CONT'D) *
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.

44 SPIKE *
Huh. I wonder why I didn't have
that nightmare? I slept great-

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

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... *

46 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 Pegasus-pulled chariot!

*
*

The rest of the Mane 6 are impressed.

47 FLUTTERSHY
Wow! That was fast!

AJ nods to Twilight, impressed.

48 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).

*
*

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

*
*

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

*
*

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

The Mane 6's eyes go wide.

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

Luna bows her head to the Mane 6.

53 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.

54 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.

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

*

56 LUNA
Smokey, as you call it, is like a
virus. It exists only to infect
dreams and corrupt them into the
most horrific of nightmares.

*
*
*
*

The Mane Six do not like the sound of that.

57 FLUTTERSHY
Oh, my!

58 APPLEJACK
Yeah, that don't sound too good.

*

59 LUNA
I knew that it had grown more
powerful, but I did not realize it
was strong enough to escape my
dreams. Somehow, it must have
learned how I travel from one
dreamer to the next.

*
*
*

Rarity doesn't seem too worried.

*

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

*

Luna shakes her head.

61 LUNA
This has never happened. It must
have grown so strong that my dreams
were not enough for it - it needs
more dreams to infect.

*

*

RD steps up defiantly.

*

62 RAINBOW DASH
Yeah, well, in that case Smokey
sure picked the wrong heads to mess
with!

*
*
*
*

Twi nods to Luna.

*

63 TWILIGHT
Rainbow Dash is right. Whatever we
need to do to stop it, we're ready!

*
*
*

The others nod. Except Fluttershy, who <GULPS> nervously.

*

64 LUNA *
Thank you my friends, but no. I *
feel bad enough that it has already *
plagued your dreams. This is my *
fight. I must catch it. For if I *
don't, now that it has found you, *
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. 9 - EXT. TWILIGHT'S CASTLE-THAT NIGHT -ESTABLISHING *

65 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. *

66 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. *

67 LUNA *
Good. As you six 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 pony **can**
help me tonight.

*
*

71 APPLEJACK
Even us?

*
*

Luna looks at AJ sympathetically.

*

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

*
*
*
*
*

Worried for his friends, Spike bravely steps up.

73 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 guys, just in case.

*
*
*
*
*

Twilight smiles, impressed by her friend.

74 TWILIGHT
Thank you, Spike.

The others are already in their beds.

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

76 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.

77 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!

78 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...

79 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.

80 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.

81 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:

82 LUNA
It is here!

Luna points to...the creature made entirely of blue smoke. It whips its way through the dream, moving 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).

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

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

Luna nods to the Smoke Monster.

84 LUNA
That one.

The Smoke Monster zips through the dream, corrupting it as it goes!

85 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.

86 LUNA
No! Please! I don't want you to suffer any more because of me. I will catch it!

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

87 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.

88 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.

*
*
*

89 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.

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

TRANSITION TO:

SC. 13 - PINKIE PIE'S DREAM

*

As pinkie PRANCES HAPPILY through a HAPPY FOREST...

91 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.

*
*
*
*

92 LUNA
I followed the monster 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.

93 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 BALLOONS.

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

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

*

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

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

*

96 LUNA
You have nothing to apologize for.
This is my fault. 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 (but with the CREEPY BALLOONS still floating around in the foreground - made even creepier by their multiple REFLECTIONS IN THE CRYSTALS).

*

*

*

*

*

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

98 PINKIE
Sorry!

*

*

The Smoke monster 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.

*

*

*

99 LUNA
No!

Luna rushes after it.

*

100 PINKIE PIE
Wait for me! I can help!

*

*

Pinkie chases after her.

*

101 LUNA
No. Please. Leave this to me!

Luna RUSHES at HER REFLECTION in one of the crystals. 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!

Racing after right after Luna, Pinkie tries to stop - but can't in time. She runs right into the crystal and bounces off.

102 PINKIE PIE
<trying to stop Whoa!!> (then)
<OOMPH!>

As Pinkie shakes it off, she sees all the Creepy Balloons with their CREEPY SMILES pressing in on her...

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
You can 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...

*

*

But she puts her game face back on to chase the Monster...

*

CUT TO:

SC. 16 - RAINBOW DASH'S DREAM

*

It's 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 Smoke Monster 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 breaks out:) *
Watch me solo on jazz flute! *

As one of the sunflowers solo's on JAZZ FLUTE... *

118 RAINBOW DASH *
<screams in horror> *

SMASH CUT TO: *

SC. 17 - 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!

119 TWILIGHT
What's happening?

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

120 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...

121 TWILIGHT (CONT'D)
Luna!

122 LUNA
Stay back! I do not want it to hurt
you! *

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

As Luna BLASTS through the shelves after the monster... *

QUICK MONTAGE: *

The Smoke Monster zips back through each of the ponies dreams. *

In each dream, Luna is one step behind it. *

END MONTAGE CLOSE ON LUNA, as she pulls up to a stop, realizing: *

123 LUNA (CONT'D)
It's too fast! I've lost it! *

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. *

124 TWILIGHT
<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. *

125 SPIKE *
Are you guys okay? *

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

127 RAINBOW DASH *
Me either!

The others are equally spooked.

128 SPIKE *
But Luna caught it? Didn't she? *

TWILIGHT shakes her head "no." *

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

130 RAINBOW DASH *
Same here. *

Rarity nods to AJ, FS and PP: *

131 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.

132 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.

133 FLUTTERSHY
Oh, no!

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

Luna hangs her head. *

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

*

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. But at least I
know it is confined to your dreams.
It only found you because I dreamed
of 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.

139 PINKIE PIE
Whew! That's good. Because I didn't
dream about another pony.
(then)
Although after you left, I did
dream about every pony in
Ponyville.
(then, smiling to Luna)
See, I was right - Everypony makes
mistakes!

*

*

*

*

*

*

Off Luna's horrified look...

*

FADE OUT.

END ACT 2

FADE IN:

ACT 3

SC. 19 - INT. TWILIGHT'S BEDROOM - NIGHT TIME - RESUME

*

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

140 TWILIGHT
But... but that means **Smokey** could be
turning every Ponyville pony's
dream into a nightmare! Right now!

*

Luna shakes her head.

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

*

142 RAINBOW DASH
You gotta **let us help you** catch it
before that happens!

*

*

143 RARITY
Rainbow Dash is right. It was able
to evade **you** 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. 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.

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 **Smokey!**

*

Rarity shakes her head gently.

148 RARITY
Darling, I think Applejack meant
that **Luna would have a** better
chance of capturing the monster 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 everyone 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.

*

*

She turns to the other.

154 LUNA (CONT'D)
All of you must 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__

*

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

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 her 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! Everyone's here! All of Ponyville is having this dream!

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 ALICORN'S HORN AND WINGS AND ZOOMS UP INTO THE AIR...doing flips and loop de loops, right past a surprised Rainbow Dash!

*
*

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

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

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

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

165 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.

166 PONYVILLE PONIES
Princess Luna.

167 LUNA
There is no time for bowing, my
friends. *There is something coming!*
Something terrible.
(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!

168 BUILDINGS
<ROAR!>

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

169 PONYVILLE PONIES
<fleeing Ahhhh!!>

170 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.

171 TWILIGHT
Princess! What's happening?

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

*
*
*

Twilight smiles.

*

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

*
*
*

174 RAINBOW
Yeah! We're already on it!

The Mane Six race off as Luna struggles to hold the dream together.

CUT TO:

SC. 24 - ACROSS DREAM-PONYVILLE...

The Smoke Monsters flits and darts around. The Mane six race after it. But it slips away...

175 APPLEJACK
<frustrated grunt> This thing's
slippery-er than an apple in a
bobbin' barrel!

...only to pop up around another corner.

176 RARITY
There it is!

The girls chase after it, but stop short when FS CRIES:

177 FLUTTERSHY
Wait. Look!

Fluttershy points to...a building that has come alive. It menaces FILTHY RICH!

178 BUILDING
<ROAR!>

179 FILTHY RICH
<frightened react>

180 FLUTERRSHY
We've got to help him!

181 RAINBOW DASH
No problem!

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

182 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...

183 RAINBOW DASH
Keep your money. I got ya!

... and whisks Filthy Rich to safety!

Nearby, corrupted buildings menace several other townspopies.

184 TOWNSPONIES
<panicked cries>

Twilight and the others see that.

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

Twi nods and then uses her magic to save one.

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

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

186 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.

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

She shouts to him:

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

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

189 BIG MAC
E-yup.

And then he pops out his Alicorn wings and horn and zooms up
and out of danger! AJ is relieved.

190 APPLEJACK
<Whew!>

Just then Rainbow Dash races past AJ, telling her:

191 RAINBOW DASH
C'mon! We gotta hurry. If Smokey
turns any more of this dream
against us, we'll be too busy
savin' ponies to catch it! *

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

The Smoke Monster.

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

The Mane 6 try to corral the smoke monster.

RAINBOW DASH races at it super fast. *

But its made of smoke - and is able to slip right past her... *

193 RAINBOW DASH (CONT'D)
Hey! Get back here! *

Twilight blasts at it with a MAGICAL BOLT from her horn. *

But that just goes right through the smoke. The Monster zips
away unharmed, corrupting more of Dream-Ponyville as it goes. *

194 APPLEJACK
Aw, no!

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

195 FLUTTERSHY
Please! We need your help too!

As she chases after the smoke monster, Twilight nods.

196 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.

197 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.

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

AJ nods.

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

From somewhere OFF SCREEN, Big Mac agrees.

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

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

201 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.

202 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.

203 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.

The smoke monster oozes around one side of the "Coin wall."
Right to where...

*
*

...BIG MAC'S HUGE WINGS ALICORN WINGS BEAT QUICKLY, BLOWING
IT OVER TO..

*
*

BULK BICEPS who takes a DEEP BREATH and blows an impossibly
big gust, that blows the monster back towards...

*
*

RAINBOW DASH races around it super fast, creating a tornado
vortex around it, that sucks it up and funnels it right back
down towards...LUNA!

*
*
*

204 TWILIGHT
Princess Luna! Now!

*

As the monster is funneled down from the sky right at her,
Luna blasts it with her horn! She ensnares it a field of
magical energy. It thrashes and swirls, but it's trapped!

*
*

205 RARITY
I do believe we did it!

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

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

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

207 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.

208 LUNA
I cannot. I must put it 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.

209 RAINBOW DASH
Why the heck would you want to do
that? It'll turn your dreams into
nightmares! Forever!

*
*
*

Luna nods.

210 LUNA
I know that all too well. Because I
made this thing to do just that.

*

Everyone looks confused.

211 TWILIGHT
You did? But why?

212 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>.

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

Luna hangs her head.

214 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.

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

*

The rest of Ponyville nods in agreement.

216 TWILIGHT (CONT'D)
We all know you're not the same
pony you were then.

*

Luna shakes her head.

217 LUNA
Are you so sure? Look what happened
tonight! Something I created has
caused you all 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.

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

*

Luna considers that.

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

Luna looks up to see everypony nodding.

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

221 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.

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

She turns to Twilight and all the ponies of Ponyville.

223 LUNA (CONT'D)
...and all of you a great debt.
Thank you. Thank you all!

*

And with that, she fires a POWERFUL MAGIC BLAST that **hits** THE
SMOKE MONSTER...**it the blast changes the monster 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 a few of them in
a QUAD (or 8 or 16) SPLIT SCREEN. They all <GASP!> And then
say:

224 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. 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!

*

*

225 TWILIGHT
She did it. It's over! **C'mon!**

*

As the ponies and Spike leap out of bed, CUT TO:

*

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

*

The Mane Six race down the stairs with Spike.

*

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

*

FLUTTERSHY cuts her off by SHUSHING HER.

227 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.

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

As he watches Luna sleep, Spike wonders:

229 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 - 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