

Need to pickup:

Tabitha St. Germain

@ Luna / Nightmare Moon

Rarity ✓

Granny Smith ✓

(takes 141-180) (takes 181-257)

As Recorded

July 23/14

@ DeL's

Tara Strong

@ Twilight Sparkle

(takes 1-37)

As Recorded

July 16/14

@ DeL's

Lee Tockar

@ Snip.

As Recorded

July 2/14

@ DeL's
(1-140)

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 513

Written by: Scott Sonneborn

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TEASER

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

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

1 LUNA 181 182
Greetings, Tantabus. I am ready.

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

2 LUNA (CONT'D)
Do your worst.

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

3 LUNA (CONT'D)
<PAINED REACT>

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

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

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

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

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

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

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

6AB 7AB 143
 7 1 2 3
 It it didn't work!
 TWILIGHT
 As the Ponies <GASP> T.S.
 ...

FADE OUT.

END TEASER

MAIN TITLES

ACT 1

FADE IN:

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

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

8 8AB 9AB
 MANE SIX
 <scared REACT>

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

Luna sleeps fitfully in her bed, tossing and turning.

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

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

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

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

9 4
 TWILIGHT SPARKLE
 No! Princess Luna is turning into Nightmare Moon - again!

10 5
 RAINBOW DASH
 Yeah, well, we've got the cure for that!

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

11 ¹⁸⁴ ¹⁸⁶ LUNA ¹⁸⁷
 You won't be able to save me, my friends. In my nightmare, you never do. The Tantabus won't let you.

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

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

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

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

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

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

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

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

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

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

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

The rainbow swirl surrounding Nightmare Moon dissipates, revealing that:

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

16 LUNA
 (surprised)
 What?

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

188
16A
Luna WAKES with a <GASP>.

184 LUNA 187 189
(confused)
My dream...ended happily?
(horrified)
That cannot happen!

190 191AB 192 193 194

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

18 10 11 PINKIE PIE (O.S.)
Ooh! This is amazing!

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

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

19 12 RAINBOW DASH
Yeah, Rarity, thanks <YAWN> for setting all this up.

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

The pets all nod excitedly!

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

21 145 146 RARITY 147
Oh my! I'm sorry! I didn't get my normal beauty sleep last night.

Twilight <YAWNS>.

22 5AB 6 TWILIGHT
You know, I didn't sleep well either.

18AB 22A
AJ, RD, and FS all nod tiredly. The Mane Six can barely keep their eyes open, they're so TIRED. EXCEPT PINKIE PIE, who bounces around like usual.

23 10 12 16 PINKIE PIE
I'm totally beat too!

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

24 106 12 13 APPLEJACK 14 15
Really?

25 PINKIE PIE 16
(nods) When I don't get a good night's sleep, I get so totally-

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

The others share a look.

26 RARITY 148 149
And what happens when you DO get a good night's sleep?

Pinkie BOUNCES past.

27 10 13 PINKIE PIE 16 17 18
Oh, I'm exactly the same way.

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

28 13 APPLEJACK
All right, Winona, time fer yer brushin'.

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

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

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

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

The others are surprised to hear that.

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

32 ^{22C} ²³ ²⁴ RAINBOW DASH
(adding quickly) Only, you know, I
didn't think mine wasn't THAT
scary.

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

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

34 TWILIGHT (CONT'D)
What?

35 ²² ²⁴ ²⁵ FLUTTERSHY
I dreamt about a blue smoke thingee
too!

The others nod.

36 ^D AJ/RV/PP
Me too!

RD SHRUGS it off.

37 ¹⁵ ²⁶ ²⁸ ²⁹ RAINBOW DASH
So did I. So what? Probably just a
coincidence.

Twilight isn't so sure.

38 TWILIGHT
That's an awfully big coincidence.

39 RARITY ^{152B} ¹⁵³
So then what could have given us
all the same nightmare?

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

AJ nods.

41 ²² ²⁶ ²⁹ ³⁰ ³¹ APPLEJACK
No pony knows more about dreams than
her!

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

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

43 ²² ⁽²⁶⁾ SPIKE
I ran back to get my grooming gear.
(to pets)
Just because I'm not a pet is no
reason you guys should have all the
fun! Amirite?

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

44 TWILIGHT ⁷ ⁸ ⁽⁹⁾
Spike, could you send a scroll to
Princess Luna ~~first~~?

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

45 ²² ⁽²⁶⁾ SPIKE
Sure.

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

46 SPIKE ⁽²⁷⁾ ^(6C) ⁽¹¹⁾
All set!

Spike takes out a SCROLL AND QUILL as Twilight DICTATES:

47 TWILIGHT ⁷ ⁸ ⁽¹¹⁾
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 ²² ⁽²⁶⁾ SPIKE
Huh. I wonder why I didn't have
that nightmare? I slept great!

49 ^(6C) ⁽¹⁵⁴⁾
RD, AJ, AND RARITY
(sleepy-eyed jealous)
<jealous grumbling>

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

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

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

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

The rest of the Mane 6 are impressed.

51 FLUTTERSHY
Wow! That was fast!

AJ nods to Twilight, impressed.

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

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

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

54 TWILIGHT
We all did.

55 SPIKE
Not me.

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

Twilight turns to Luna.

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

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

The Mane 6's eyes go wide.

59 ³⁶ ³⁷ FLUTTERSHY
But...but how did it get into ours?

Luna bows her head to the Mane 6.

60 ¹⁹⁹ ²⁰⁰ LUNA
That is my fault. The Tantabus is like a parasite. My dreams must no longer be enough for it - now it seeks others to infect and corrupt. It must have learned of you six from seeing you in my dream.

61 ³⁶ ³⁷ FLUTTERSHY
Oh my!

Spike is stunned. He turns to Luna.

62 ³⁹ ⁴⁰ ⁴¹ ⁴² ⁴³ SPIKE
Whoa! So what you're saying is...
(jealous)
You dreamt about all of them and not me?

Rainbow Dash gets the conversation back on track.

63 ³⁷ RAINBOW DASH
(shrugs) So Smokey gave us bad dreams. No biggiee.

Luna shakes her head.

64 ²⁰¹ ²⁰² ²⁰³ LUNA
I had seen that the Tantabus had grown more powerful, but I did not realize that power was enough to enable it to escape my dreams. If its power grows, it could very well find a way to escape into the real world - turning all of Equestria into a living nightmare!

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

65 ³⁶ ³⁷ ³⁸ RAINBOW DASH
Ok, Ok - I take it back. That does sound bad! Really bad!

FADE TO BLACK.

END ACT 1

FADE IN:

ACT 2

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

15 16
66 TWILIGHT (O.S.) (FROM INSIDE)
Princess Luna...

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

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

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

Twilight opens the door to...

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

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

205 4k 206
68 LUNA
Good. As you six slumber here, I
will pursue the creature into
whichever of your dreams it
infests.

46AB
69 PINKIE
Ooh! It'll be like a princess
sleepover!

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

15 16
70 TWILIGHT
Speaking of Princesses- aren't you
going to ask Celestia for her help
as well?

Luna shakes her head.

205 206
71 LUNA
There is nothing my sister can do.
She has no power in the realm of
sleep. Only I can move from dream
to dream. I'm afraid no pony can
help me tonight.

47 48
72 APPLEJACK
Even us?

Luna looks at AJ sympathetically.

205 206
73 LUNA
Especially you. You've all suffered enough because of me. You need only slumber while I hunt the Tantabus in your dreams.

Worried for his friends, Spike bravely steps up.

47 48 49 50 51
74 SPIKE
I know you said no pony can help, but I'm no pony.
(to the mane six)
I'm going to stay up and watch over you guys, just in case.

Twilight smiles, impressed by her friend.

15 16
75 TWILIGHT
Thank you, Spike.

The others are already in their beds.

47 49 51
76 APPLEJACK
Well, one good thing about <YAWN> not sleeping well last night - shouldn't be too hard to fall asleep now!

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

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

52 53 54
78 SPIKE
Don't worry. I'll be here, ready for anything--whoa! - keep the 2nd "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!

55 56 ABC 57
79 SPIKE (CONT'D)
Ok, I totally wasn't ready for that!

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

SC. 12 - RARITY'S DREAM

Rarity looks around and sees...

80 ¹⁵⁷ ¹⁵⁸ RARITY
Oh my!

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

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

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

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

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

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

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

83 ²⁰⁷ ^{208C} ²⁰⁹ LUNA
It is here!

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

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

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

84 ¹⁵⁹ 160 RARITY 161 (162)
 You were such a pretty little
 chiffon! What kind of a monster
 would do this?

Luna nods to the Smoke Monster.

85 ²⁰⁷ LUNA ²⁰⁹
 The Tantabus.
 86 ¹⁵⁹ 160 RARITY (163) (163)
 Then let's stop it!

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

87 ²⁰⁷ LUNA (209)
 No! Please! I don't want you to
 suffer any more because of me.

As Luna says this, the Smoke monster GROWS!

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

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

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

89 LUNA (CONT'D) (210) (211)
 Out of my way!

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

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

90 LUNA (CONT'D) (209)
 It has jumped into another dream!
 (then, to Rarity)
 I am sorry, but if I am to stop it,
 I must follow it where you cannot.

91 ¹⁵⁹ (160) RARITY
 Go! I shall be able to handle
 things here...

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

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

92 (159) 160
<GULP> | hope...
|
|

TRANSITION TO:

SC. 13 - PINKIE PIE'S DREAM

As pinkie PRANCES HAPPILY through a HAPPY FOREST..

93 58 (59)
<Happy Humming> |
|
|

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

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

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

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

94 212 (213)
LUNA |
I followed the Tantabus here. Now I
need only find it!
|
|

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

95 60 (61)
PINKIE PIE |
Sorry! Can't help it. An idea pops
in my head and -
|
|

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

96 |
PINKIE PIE (CONT'D)
(happy) Oooh! Cake!
|
|

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

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

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

98 ²¹² LUNA ²¹³
You have nothing to apologize for.
This is my fault.

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

99 ²¹² LUNA (CONT'D)
But I will end this now!

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

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

101 ⁶⁰ (61) PINKIE
Sorry!

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

102 ²¹² LUNA ²¹³
No!

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

TRANSITION TO:

SC. 14 - FLUTTERSHY'S DREAM

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

103 ⁶² (63) FLUTTERSHY
Oooh. It's so nice to be the pet
for once.

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

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

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

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

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

106 LUNA
Thank me when I have caught it.

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

CUT TO:

SC. 15 - APPLEJACK'S DREAM

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

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

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

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

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

AJ can only watch in horror.

109 APPLEJACK (CONT'D)
<GASP!>

Seeing that pains Luna:

110 LUNA
No...

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

As Luna puts her game face back on...

CUT TO:

SC. 16 - RAINBOW DASH'S DREAM

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

111 ⁷¹ ⁷² 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 ^{the tantabus 218 AB 219} LUNA ²²⁰
I can see ~~Smookey~~ has already turned
your slumbers into a nightmare!

115 ⁷¹ ⁷² RAINBOW
What are you talking about? This is
my favorite dream! <KE-ya!>

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

The Tantabus APPEARS!

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

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

116 RAINBOW DASH
<HORRIFIED REACT>

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

117 71 72 73 SUNFLOWERS 74 93 94 95 96
 We are such happy flowers!
 We will now sing for hours!
 Aren't we unbearably cute?
 (one Sunflower sings out:)
 Watch me splo on jazz flute!

- pitched up 2 semitones.
 - time compress 0.949:1

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

118 72 RAINBOW DASH
 <screams in horror>

SMASH CUT TO:

SC. 17 - TWILIGHT'S DREAM

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

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

119 17 18 TWILIGHT
 Just what I wanted to read next!

But as she begins to read...

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

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

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

121 TWILIGHT (CONT'D)
 <GASP!>

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

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

122 TWILIGHT (CONT'D)
 Luna!

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

But as she does...

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

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

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

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

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

123 TWILIGHT (CONT'D)
<Sleeping means>

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

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

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

126 RAINBOW DASH
Me either!

The others are equally spooked.

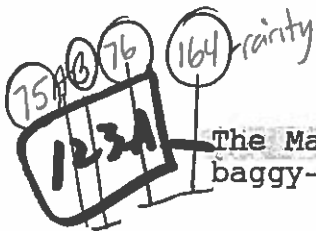
127 SPIKE
But Luna caught it? Didn't she?

TWILIGHT shakes her head "no."

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

129 RAINBOW DASH
Same here.

Rarity nods to AJ, FS and PP:



130 ^{165AB} RARITY ^{166/167}
 Surely Luna was able to capture
 that horrid creature in one of your
 dreams?

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

131 LUNA ²²¹ ²²⁴
 I am so sorry, my friends. I
 failed.
 (then, even more sadly)
 It will be back to infect your
 dreams the next time you sleep.

The Mane 6 SHUDDER at the thought,

132 ⁷⁷ ⁷⁸ FLUTTERSHY
 Oh, no!

133 ⁷⁹ APPLEJACK ^{79b}
 Yeah, I reckon I could live without
~~ever~~ seeing that thing ever again.

Luna hangs her head.

134 LUNA ²²¹ ²²⁴ ²²⁵
 But you will. Again and again.
 Every night. Until it grows
 powerful enough to infect the
 waking world!

She looks at each of the Mane 6.

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

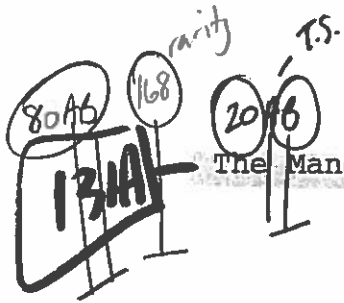
Luna shakes her head.

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

Pinkie Pie bounce over to cheer Luna up.

137 ⁷⁷ ^{78h} PINKIE PIE
 It'll be okay. Everypony makes
 mistakes.

Luna forces a smile.



138 LUNA 221ABC 222AB 223 226
 Not like this one.
 (then)
 But as long as none of you dreamt
 about another pony, the Tantabus
 remains confined to your dreams. I
 still have a chance to catch it
 before it's too late!

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

139 77 78 PINKIE PIE
 Whew! That's good to hear.
 (then)
 Although after you left, I did
 happen to dream that I was eating a
 giant ice cream cone with all of
 Ponyville while taking a test we
 hadn't studied for.
 (then, smiling to Luna)
 See, what did I tell you -
 Everypony makes mistakes!

Off Luna's horrified look...

FADE OUT.

END ACT 2

FADE IN:

ACT 3

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

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

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

140 21AB TWILIGHT
 But... but that means the Tantabus
 could be turning every dream in
 Ponyville into a nightmare! Right
 now!

Luna shakes her head.

141 LUNA 227 228 229
 It's far worse than that. Infecting
 all those dreams gives it more and
 more power.
 (MORE)

227 LUNA (CONT'D) 228 229

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

142 RARITY 169 170
Then you must let us help you stop it before that happens!

143 81 82 83 FLUTTERSHY
But now! The Tantabus was able to escape Luna when it only had SIX dreams it could get to.

Spike nods.

144 SPIKE 83
Now it can jump in and out of dozens and dozens of dreams. (Shudders) Including mine.

Luna is despondent.

145 LUNA 227 229 230
It is true. With so many dreams to hide in, I do not know how I can catch it.

Applejack steps up.

146 81 87 88 - Alt
APPLEJACK
You know, Granny Smith always says: When a chicken flies the coop, ~~there's no sense chasing it all over the farm.~~ You gotta corral it in a confined space before you can catch it.

Pinke Pie leaps up and nods.

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

Rarity shakes her head gently.

148 RARITY 170 171 172
Darling, I think Applejack meant that Luna would have a better chance of capturing the Tantabus if she could get it in one contained space.

149 ⁸¹RAINBOW DASH ⁸³
 But how, when Smokey can get into
 any dream in Ponyville?

Nobody knows. But then, Twilight has an idea.

150 ^{22AB}TWILIGHT ²³ ²⁴ ²⁵ ^{24AB}
 What if everypony in Ponyville were
 having one dream?

Luna nods hesitantly.

151 LUNA ²³¹ ²³² ²³³
 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 ⁸³FLUTTERSHY
 Well, it is worth a try. Isn't it?

Luna nods resolutely.

153 LUNA ²³¹ ²³²
 Of course. I will do anything to
 end this. Including accept your
 help. I cannot allow the Tantabus
 to escape into the real world.

She turns to the other.

154 LUNA (CONT'D) ²³⁴ ²³⁵
 All of you must now go back to
 sleep. And hope...

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

155 LUNA (PRE-LAP) (CONT'D) ²³⁴
 That I can create such a dream...

^{89AB} ⁹⁰ ⁹¹ SC. 20 - QUICK CUTS TO BEDROOMS ACROSS PONYVILLE-CONTINUOUS

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

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

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

232 234 235
 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

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

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

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

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

TRANSITION TO:

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

CLOSE ON THE MOON.

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

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

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

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

The Mane 6 and Spike rush in and see that.

158 97 98 SPIKE
Whoa!
159 25AB 26AB TWILIGHT
Princess Luna did it!

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

160 97^k 98 99 APPLEJACK 100
Big Mac! I'm glad to see something familiar! This all sure is mighty strange!
161 98 101 BIG MAC
E-yup.

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

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

162 GRANNY SMITH 173AC 174
Why the hay am I dreamin' about you?

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

164 237 238 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 townsponties bow to her.

165 92AB 93DEF PONYVILLE PONIES
Princess Luna.
166 237 238 LUNA
There is no time for bowing, my friends. There is something coming! Something terrible.
(sees something, then)
No! It is already here!

phi Lee

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

167 BUILDINGS
<ROAR!>

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

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

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

169 TWILIGHT
Princess! What's wrong?

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

As she says that, the Tantabus grows even larger.

Twilight turns to Luna.

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

172 RAINBOW
Yeah! We're already on it!

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

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

But they don't get far before FS CRIES:

173 FLUTTERSHY
Wait. Look!

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

174 BUILDING

<ROAR!>

175 FILTHY RICH
<frightens react>

176 FLUTERRSHY
We've got to help him!

177 RAINBOW DASH
No problem!

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

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

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

179 RAINBOW DASH
Keep your money. I got ya!

... and whisks Filthy Rich to safety!

Nearby, corrupted buildings menace several other townspopies.

180 TOWNSPONIES
<panicked cries>

Twilight and the others see that.

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

Twilight nods and then uses her magic to save one.

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

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

182 APPLEJACK
Oh, no!

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

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

112
181A

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

She shouts to him:

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

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

185 BIG MAC
 E-yup.

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

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

AJ is relieved.

187 APPLEJACK
 <Whew!>

Just then Rainbow Dash races past AJ, telling her:

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

Applejack races after RD

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

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

189A The TANTABUS Monster. It's HUGE! And it struggles against the very FABRIC OF THE DREAM!

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

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

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

190 ¹⁰⁶ ¹⁰⁸ RAINBOW DASH
Oh, I think we'll know.

243 196A ON LUNA: Struggling even harder to hold the dream together.

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

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

241AB 191 LUNA
Hurry my friends!

BACK ON THE MANE 6: RD smiles.

192 ¹⁰⁶ ¹⁰⁸ RAINBOW DASH
I'm on it!

RAINBOW DASH races at the monster super fast.

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

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

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

194 ¹⁰⁹ FLUTTERSHY
Please! We need your help too!

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

195 ²⁸ ²⁹ TWILIGHT
(to the bystanders)
Fluttershy's right! We've all got to work together to stop it from escaping!

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

196 ¹¹⁶ ¹¹⁸ ¹¹⁹ PONYVILLE PONY
But how can we help? No pony in Ponyville has your magic.
(then, to RD)
Or your speed.

As she zips back down, RD smiles.

197 ¹¹⁶ ¹¹⁹ RAINBOW DASH
(proud)
That's true!
(then)
In Ponyville.

AJ nods.

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

From somewhere OFF SCREEN, Big Mac agrees.

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

200 ²⁸ ²⁹ TWILIGHT
And not just any. This is YOUR
dream. Anything you can do in your
dreams, you can do now!

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

201 ¹¹⁶ ¹¹⁹ SPIKE
You mean like this?

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

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

202 ¹¹⁷ ¹¹⁹ SPIKE (CONT'D)
If you're gonna dream, might as
well dream big, right?
(then)
He-ya!

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

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

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

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

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

203 RAINBOW DASH
It's working!

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

204 TWILIGHT
But it's not enough.

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

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

Until the Tantabus starts shredding it too.

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

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

207 FLUTTERSHY
...You can do it!

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

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

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

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

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

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

Luna sees that - and despairs.

209 ^{245 246} LUNA ²⁴⁷
~~I'm sorry my friends.~~ I cannot hold
 this dream together much longer.
 Equestria will fall because of me!

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

210 ^{117 119 120} SPIKE ^{121 122 123}
 Am I crazy or did it just get even
 bigger after Luna said that?

²⁴⁴ Z10A → Luna struggles to hold the dream together, as Twilight realizes:

211 ^{30A6 31} TWILIGHT
 You're not crazy, Spike!
 (then, to Luna)
 It think it's feeding off your
 guilt, Princess Luna!

³² Z11A → As Twilight struggles with the others to keep the Tantabus from escaping, Luna has a realization.

212 LUNA ^{248 249}
 If that is so, then perhaps that is
 how it grew strong enough to escape
 in the first place!

213 ^{125A6 127} APPLEJACK
 Say what now?

214 LUNA ^{248 249}
 I created the Tantabus to give
 myself the same nightmare every
 night. To punish myself for the
 evil I caused as Nightmare Moon.

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

215 ^{125 127B} FLUTTERSHY ¹²⁸
 But why would you do that?

216 LUNA ^{248A 249 250}
 To make sure I never forgave myself
 for how much Equestria suffered
 because of me. But it seems I have
 not learned my lesson, for now I
 have only made you suffer more!

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

217 ¹²⁵⁰ ¹²⁸ APPLEJACK ¹²⁹
Whoa there!

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

218 RAINBOW DASH
<oomph!>

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

219 ³³ ³⁴ TWILIGHT
But that means you just might be the key to stopping all this!

As Rainbow Dash shakes it off...

220 ¹²⁵⁰ RAINBOW DASH ¹²⁹ ¹³⁰ ¹³¹
Yeah! If it gets strong because you feel bad about what you did as Nightmare Moon, then you just gotta stop feelin' bad for what you did!

She zooms back up to fight the monster...

221 RAINBOW DASH (CONT'D) ¹²⁹
And if you could do that, you know, like NOW, that'd be super!

Luna shakes her head to Twilight.

222 LUNA ²⁵¹ ²⁵²
It is not so easy. How can I forgive myself? I am no better now than I was then. My creation is about to turn the world into a living nightmare!

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

223 ³³ ³⁴ TWILIGHT
(to Luna) But look at what YOU'RE doing! Nightmare Moon would have wanted the Tantabus to turn Equestria into a nightmare.
(MORE)

132AB
219A

33 (34) TWILIGHT (CONT'D)

You're doing everything you can to stop it!

Luna looks with worry at the terrifying Tantabus.

224 TWILIGHT (CONT'D)

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

SUDDENLY- WINDS WHIPS LOUDER around them as...

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

225 (25) (29) RAINBOW DASH
We can't hold it!

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

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

226 33 (34) TWILIGHT

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

Luna thinks. And as she does...

The Tantabus shrinks!

Luna turns to Twilight.

227 LUNA
I do. Thank you. Thank you all!

And as a smile of relief washes over her face.

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

and as they do, the dream SHATTERS!

SMASH CUT TO:

256
227 A Luna
257
sleeping calmly.

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

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

228 FILTHY RICH (GRANNY SMITH) AND SNIP <ph
Huh. Guess that was just a dream.

229 BIG MAC
Eee-yup.

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

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

As the sun rises...

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

230 TWILIGHT
Luna did it!

The others all nod and smile.

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

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

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

233 SPIKE
Poof!

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

The Mane Six race down the stairs with Spike.

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

FLUTTERSHY cuts her off by SHUSHING HER.

235 136 138 FLUTTERSHY

Shhh!

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

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

236 35 36 TWILIGHT 37AB
That is exactly the look I was
hoping for!

As he watches Luna sleep, Spike wonders:

237 136 138 CD SPIKE
Huh. Wonder what she's dreaming
about now?

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

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

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

FADE OUT.

THE END