**DO PRINCESSES DREAM OF MAGIC SHEEP?**

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Prologue

(*Opening shot: fade in to an extreme close-up of several sets of hooves galloping at top speed. The coat colors of Twilight Sparkle, Applejack, Pinkie Pie, and Rarity can immediately be discerned. From here, cut to a long shot of the throne room within the Castle of the Royal Pony Sisters and tilt down slowly from ceiling to floor. The place is just as much a wreck as it was before Twilight and company set to work renovating it in “Power Ponies,” and Princess Luna stands on the half-smashed walkway that connects the separate daises on which the two thrones rest. Daylight is visible through the shattered windows and collapsed ceiling.*)

(*As the headlong charge continues, the camera now framing Rainbow Dash flying above the group, the Princess of the Night faces grimly ahead and a blotch of starry, midnight-blue energy floats into view behind her. She flicks it a glance from the corner of her eye before speaking.*)

**Luna:** Greetings, Tantabus. I am ready. Do your worst.

(*The sky darkens into night, and the insubstantial entity forms itself into a sphere. It gains a red corona and throws dark beams over the throne room, causing her to moan and shudder in pain as they make contact. Twilight and all five of her friends burst through the doors at the opposite end—Fluttershy is now with them—and skid to a stop with a collective gasp of terror. Just as at the end of Part One of “Princess Twilight Sparkle,” Luna becomes enveloped in a sphere of the whirling energy that transformed her into Nightmare Moon. Sympathetic vibrations set the whole room shaking.*)

**Twilight:** Princess Luna’s turning into Nightmare Moon, again!

(*On this last word, cut to an extreme close-up of one tightly closed eye in the blue-black face, framed by the edge of the all-too-familiar blue armored helmet. That eye pops open to the sound of Nightmare’s soft laughter, its slitted pupil contracting within the blue-green iris, and the teeth lengthen into lethal points as the mouth voices a mad cackle at full volume. She now hovers over the room in her complete and terrifying glory, while the six from Ponyville shield their eyes from the dark radiance streaming around her. Rainbow is first to face it straight on as it fades away, her usual cockiness returning.*)

**Rainbow:** Yeah? Well, we’ve got the cure for that!

(*Six broad shafts of light punch down from above, each enveloping one of the mares. A final flash fades away to reveal that they have manifested the power granted to them by the Tree of Harmony in Part Two of “Twilight’s Kingdom.” As the camera cuts to an extreme close-up of Twilight’s face and zooms out, they open white-glowing eyes and unleash their magic. Just as when they used it to defeat Tirek, six pastel beams—one in each coat color—arc toward Nightmare and merge into a rainbow that floods her with its energy. She laughs at the onslaught, but when it fades, she turns to find that the starry sphere is changing back to an irregular blob and letting its beams droop. The sky behind it has lightened again.*)

**Nightmare:** Wait!

(*This thing, the Tantabus, retracts the black magic into itself in close-up.*)

**Nightmare:** (*from o.s.*) What is it doing?

(*The answer: extending a couple of pseudopodia to tear a small hole in the sky, exposing star-filled cosmos behind, so it can dart through. The rip immediately seals itself again.*)

**Nightmare:** No! It’s gone!

(*Now the powered-up ponies really let her have it; she is lost to sight behind the glare, voicing a couple of anguished cries as the black enchantments spatter away from her like ink. The brightness fills the screen and fades away to show Luna as herself again, hovering in midair and hopelessly confused as her cheering, laughing saviors converge to deliver a group hug. Zoom out slightly from this tableau, then cut to a close-up of Luna asleep in a bed. She snaps awake and sits up with a wide-eyed gasp, sweat running down her face.*)

**Luna:** What?

(*Cut to frame the entire room, her bedchamber within Canterlot Castle. The frame of her bed is a giant white crescent moon, standing upright on a sculpted bed of clouds, and the mattress is nestled into the lower curve. Both her blanket and the bed’s overhead drapes display a star pattern. Lamps styled as bare trees stand by the bed and doors, and a lantern hangs from the crescent’s upper point. Shades of blue and deep magenta dominate throughout the room, and four dark blue slippers rest by the bed, each showing a white crescent moon.*)

**Luna:** My dream ended…happily? (*Close-up, zooming in slowly; she emphasizes each word.*) *That cannot happen!*

(*Snap to black.*)

OPENING THEME

Act One

(*Opening shot: fade in to the exterior of the Carousel Boutique and zoom in slowly. It is daytime.*)

**Pinkie:** (*voice over*) Ooooh, this is amazing!

(*Cut to a close-up of Rainbow in the ground-floor showroom, straightening up with an expansive yawn. The signs of fatigue quickly become visible under her eyes and in her voice.*)

**Rainbow:** Yeah, Rarity.

(*Longer shot of this end of the room. She, Applejack, and Rarity are tending to their pets in different ways: a bath for Tank—up and about since settling down for his long winter’s nap in “Tanks for the Memories”—combing Opalescence’s coat, playing with Winona. The earth pony and unicorn look just as fatigued as the pegasus.*)

**Rainbow:** Thanks for setting all this up.

(*Pan to follow Pinkie’s hopping passage across the room and frame an equally wiped-out Twilight and Fluttershy, caring for their own pets, on the start of the next line. The perky pink one, though, is without her alligator Gummy and looks/sounds as fresh as ever, in sharp contrast to the others’ general sleep deprivation.*)

**Fluttershy:** A grooming day for our pets really was a great idea.

(*Rarity begins to nod off as she works the comb through Opal’s fur, and a mis-aimed stroke drives the wire tines into the skin. Opal yowls and jumps for the ceiling, startling her awake.*)

**Rarity:** Ooh, my! (*addressing herself up and o.s.*) Oh, I’m sorry! (*Opal is now hanging off the overhead wallwork by her claws; she continues with a yawn.*) I didn’t get my normal beauty sleep last night.

(*That excuse just gets her a loud, angry hiss from the feline.*)

**Twilight:** (*from o.s.*) You know… (*Cut to her, yawning.*) …I didn’t sleep well either. (*Weary assent from Applejack/Fluttershy/Rainbow as Opal slides down the wall.*)

**Pinkie:** (*cartwheeling past*) I’m totally beat too! (*Winona barks, waking Applejack up.*)

**Applejack:** (*reaching o.s.*) All right, Winona.

(*Close-up of the platform on which she is fumbling about. Gummy lies among the scattered brushes.*)

**Applejack:** (*from o.s.*) Time for your brushin’.

(*She gets hold of the green reptile by mistake. He playfully chomps Winona’s ear, causing the dog to shake him loose so that he lands on the head of Owlowiscious, Twilight’s owl. The bird flies off his perch in a panic, knocking her into Tank’s bathtub, and Applejack can only stare as Winona rubs the side of her head on the platform’s edge to relieve the discomfort of the bite.*)

**Applejack:** Oops. I guess I’m too plumb tuckered out to do this right.

(*Owlowiscious flies past behind her, chased by Pinkie, on the end of this. Close-up of Fluttershy.*)

**Fluttershy:** (*yawning*) I even went to bed early last night, but then I had a really scary nightmare. (*Zoom out to frame all six.*)

**Other five:** Me too!

**Rainbow:** Uh, only, you know, I didn’t think mine was *that* scary.

**Twilight:** Well, mine sure was. There was this blue smoke monster and…

(*She trails off, finding five pairs of disbelieving eyes trained directly on her and seeing a jaw hanging full open on every face except Rainbow’s.*)

**Twilight:** What?

**Fluttershy:** I dreamt about a blue smoke thingie too!

**Applejack, Fluttershy, Rarity:** Me too!

**Rainbow:** So what? (*flipping to hover on her back*) Probably just a coincidence.

**Twilight:** (*climbing out of tub; Spike brings towels*) That’s an awfully big coincidence.

**Spike:** Huh. (*Twilight floats a towel up to dry herself.*) I wonder why *I* didn’t have that nightmare. I slept great!

(*His self-congratulatory smile is met with a round of irritated/weary glares from the four tired ponies not living under the same roof with him. Long pause.*)

**Rarity:** So, then, what could have given us all the same nightmare?

**Twilight:** I don’t know, but I do know who might. (*passing towel back to Spike*) Spike, could you send a scroll to Princess Luna? (*He throws them all aside.*)

**Spike:** Sure! (*Out with scroll and quill.*) All set!

**Twilight:** (*dictating, pacing past the others*) “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.” (*Cut to Spike, writing; she continues o.s.*) “Yours…” (*Yawn.*) “…Princess Twilight Sparkle.” You can leave out the yawns.

(*Throwing her a big goofy grin, he scratches out a line or two on the scroll, then throws the quill aside and rolls it up. A blast of fire burns it away and sends the smoke out the nearest window toward Canterlot. It has barely cleared the sill before a muffled boom just outside the door scares the daylights out of him, and Luna bursts into the showroom without knocking or waiting for any of the group to open the door for her. She is on the edge of total panic.*)

**Luna:** Which of you saw the creature of blue smoke in your nightmare?

**Fluttershy:** Wow! That was fast.

**Twilight:** We all did.

**Spike:** (*walking past*) Not me!

**Applejack, Rainbow, Rarity:** (*wearily; Rainbow/Rarity groaning*) We know.

**Twilight:** So you’ve encountered the smoke monster too?

**Luna:** (*crossing to them, more composed*) The Tantabus is a creature of my nightmares. It escaped from my slumbers yesterday.

**Fluttershy:** But…how did it get into ours? (*Zoom in slowly on Luna.*)

**Luna:** The Tantabus is like a parasite. My dreams must no longer be enough for it. Now it seeks others to infect and corrupt. (*Overhead shot of the group.*) It must have learned of you six from seeing you in my dream. (*She turns away.*)

**Spike:** Whoa-whoa-whoa. (*crossing to her*) So what you’re saying is…you dreamt about all of them and not me?

(*Feeling rejected, he aims a pair of big sad soulful green eyes up at her and voices a piteous little whine.*)

**Rainbow:** Uh, so Smokey gave us bad dreams. No biggie.

**Luna:** (*shaking head*) I saw that the Tantabus had grown more powerful, but I did not realize that power was enough to enable it to escape my dreams.

(*On the end of this line, the camera zooms in to an extreme close-up of her eye and the view fades to black. A circular blue-gray field of view slides onto the screen, mimicking the perspective of someone looking through a microscope; the Tantabus floats at the center.*)

**Luna:** (*voice over*) If its power grows— (*The thing expands, pokes a hole in the field, and oozes through it.*) —it could very well find a way to escape into the real world.

(*Now Ponyville is seen in a long shot; the Tantabus materializes in the sky above and slowly grows to fill the view.*)

**Luna:** (*voice over*) It could turn all of Equestria into a living nightmare!

(*Dissolve to an extreme close-up of part of Luna’s sparkling mane and zoom out to frame all of her—facing away from the group, eyes wide open and staring fixedly in mute horror. Rainbow’s previous bravado evaporates in a hurry.*)

**Rainbow:** Okay, okay, okay. I take it back. That does sound bad. *Really* bad!

(*Snap to black.*)

Act Two

(*Opening shot: fade in to a long shot of Twilight’s castle and zoom in slowly. Night has fallen.*)

**Twilight:** (*from inside*) We’ve prepared everything exactly as you requested.

(*Cut to a room inside as the doors swing open to admit the ponies and dragon. A large four-poster bed and nightstand are set to one side, near a window, marking this as Twilight’s bedchamber, and a telescope stands at a second window across from them. Six smaller beds have been arranged in a semicircle, their foot ends pointing toward the center. The bookcase and framed photos to one side of the door suggest that this room served as the setting for the prologue of “Amending Fences.”*)

**Luna:** Good. (*hovering above beds*) As you six slumber here, I will pursue the creature into whichever of your dreams it infests.

**Pinkie:** (*hopping onto one bed; Applejack/Rainbow/Rarity claim others*) Ooooh! It’ll be like a princess sleepover! (*Twilight turns down the blanket on the four-poster.*)

**Twilight:** Speaking of princesses… (*She jumps in and magically pulls it over herself.*) …aren’t you gonna ask Celestia for her help as well?

**Luna:** There is nothing my sister can do. She has no power in the realm of sleep.

(*She crosses the room to Applejack/Pinkie/Rainbow, all tucked in; the farmer’s cowboy hat hangs off her headboard.*)

**Luna:** Only I can move from dream to dream. I am afraid nopony can help me tonight.

**Applejack:** Even us? (*Luna’s perspective, pivoting slowly across the five, now all in the beds.*)

**Luna:** Especially you. You have all suffered so much because of me. (*Back to her.*) You need only slumber while I hunt the Tantabus in your dreams.

(*Something below camera level begins to tug at her mane; a cut to floor level reveals Spike as the source.*)

**Spike:** I know you said nopony can help, but I’m no pony. (*jumping onto the last free bed*) I’m gonna stay up and watch over you guys, just in case.

(*Sitting down on the bedclothes, he uses thumbs and forefingers to pull his eyelids wide open. This gets him a gentle smile from the recumbent and standing Princesses.*)

**Twilight:** Oh, thank you, Spike!

**Applejack:** (*yawning*) One good thing about not sleepin’ well last night— (*settling down*) —shouldn’t be too hard to fall asleep now. (*Pinkie pops up from under the blanket, scaring her awake.*)

**Pinkie:** Are you kidding? This is so exciting! I don’t know how I’m ever going to—

(*Out she goes, as abruptly and completely as if someone had pulled the plug on her brain. Head flops back onto pillow and raucous snores split the air. Seeing nothing for it, Applejack nestles back under her half of the blanket and the other ponies are quick to follow suit, Rarity using her favorite sleep mask. Glancing around herself, Luna lets a few flaps of her wings carry her toward the ceiling, where she hovers and kindles a spark of white magic at the tip of her horn. This grows into a whirling aura and a glow that traces along the horn’s groove from base to tip; here, it emerges as six glowing tendrils that snake down toward the sleepers and connect with their foreheads. The winged unicorn concentrates, sending a pulse of energy along one line, and the camera shifts to ride with it toward Rarity. Once it makes contact, her sleep mask fades away and the background dissolves to a new setting. She opens her eyes to stare straight ahead, blinking confusedly, then smiles.*)

**Rarity:** Oh, my!

(*Long shot of this new area: a dimly lit gray room with walls/windows/stairs set at crazy angles. Floating around the designer are multiple copies of the same outfit: a deep pink gown with light blue ruffles at the skirt hem, deep blue trim at collar and foreleg sleeve cuffs, white lace at collar and waist, and magenta fabric over the chest. She gasps as they walk and float past under their own power.*)

**Rarity:** This is simply divine! (*The Tantabus cruises past, unnoticed, as she stands up to her hind legs.*) How *avant-garde*!

(*It zips in through the collar of one gown and out the hem; the thing flops down on the floor, and two blue ribbons extend upward from within the fabric. An unearthly growl draws Rarity’s attention around just in time for her to see this thing coming straight at her, with a long tongue snaking out the collar, the ribbons as snakes, sleeves turned into clawed forelimbs, and propelling tentacles in place of the hem ruffles.*)

**Rarity:** Forget *avant-garde*—I should have said “*en garde*”!

(*Blasts from her horn repel both this outfit and a second one trying to close in from the side. This latter hits the wall and slides down; when it hits the floor, it glows pure white and expands like a balloon, bursting to reveal Luna standing among the fabric scraps.*)

**Luna:** It is here!

(*Three more airborne gowns turn wild and fall to shredding one that is still behaving itself.*)

**Rarity:** (*gasping, picking up/nuzzling a scrap*) It was such a pretty little chiffon. (*She falls to her haunches with a sob as Luna crosses to her.*) What kind of monster would do this?!?

**Luna:** The Tantabus. (*Close-up: Rarity stands up, ready to fight.*)

**Rarity:** Then let’s stop it!

**Luna:** (*from o.s., blocking her with a wing*) No!

(*Cut to frame both again; she flies around Rarity to face her straight on.*)

**Luna:** Please! (*The Tantabus rises behind her…*) I don’t want you to suffer any more because of me. (*…then zips away.*) I will catch it.

(*She darts after the thing, which takes cover behind a squad of mutated formalwear. One, two, three of these are blasted away, and now she has a clear line of sight—but it sails through an open window, which quickly bricks itself up, and is gone into the night.*)

**Luna:** It has jumped into another dream. (*to Rarity, as she shoots down another one*) I am sorry, but if I am to stop it, I must follow it where you cannot.

**Rarity:** Go!

(*The nocturnal Princess blows the bricks apart and flies out. On the start of the next line, zoom out to frame Rarity, turning to face the room.*)

**Rarity:** I should be able to handle things here.

(*Her face falls as she sees just how much of the haute couture is ready to throw down on her.*)

**Rarity:** (*small voice*) I hope.

(*One gown rises into view, facing away from the camera. Behind its hem, the view wipes to show Pinkie trotting through a sunlit forest and singing cheerfully. A sudden hop forward, and the background is now an underground cave. Another one brings her to a mountain ledge, where a massive red dragon lies facing her. Its mighty roar has no effect on her happy mood, and she hops past it to arrive in Cloudsdale. The first hop is accompanied by a “hee,” the second by a “whee” and giggle, and she finds Luna waiting for her after the third but keeps on trotting.*)

**Luna:** I followed the Tantabus here. Now I need only find—

(*Here comes another hop, which shifts Pinkie to a crumbling courtyard in a dense jungle.*)

**Pinkie:** Sorry, can’t help it. (*Close-up.*) An idea pops into my head and—

(*And another, this time to a room filled with cakes. She stops dead with a little gasp, the big blue eyes staring wonderingly around, and the camera cuts to frame all of this new milieu—her upper-story bedroom in Sugarcube Corner, stocked with cakes small and large.*)

**Pinkie:** Oooooh! Cake!

(*Here comes the dark foe, slithering past one of the desserts and touching a triple-decker with a pulse of energy. As Pinkie gets ready to take a bite out of it, she gets a faceful of frosting instead; she backs away fearfully, finding that all three of its layers have sprouted glaring eyes and very unfriendly, snarling mouths. More eyes top the uppermost layer, and two frosting-covered arms sprout from the next one down.*)

**Pinkie:** (*backing up*) Ewww! Cake!

(*Others start to back her up across the room, and one hurls itself over to land next to her and explodes. Out steps Luna from the sugary ruin, throwing a force field around herself and Pinkie and expanding it to fill the screen. When the view clears, the two are left standing amid a mess of very tasty carnage; Pinkie grins at the sight, but Luna glances worriedly off to one side. The Tantabus zips into an open bakery box on the floor, whose lid promptly flips shut; the Princess hurls herself after it, but one of Pinkie’s dream-hops takes the room away and shifts the setting to a place where she rams headfirst into some glassy wall.*)

**Luna:** (*horrified*) No!

(*Zoom out quickly. She and Pinkie are now in the Crystal Empire, just outside the Crystal Castle, and she has hit the statue built in Spike’s honor that was first seen in “Equestria Games.”*)

**Pinkie:** Sorry.

(*Luna flies up, firing a beam from her horn to open a portal in the air for the split second needed to disappear through it. Left to herself, Pinkie hops to Ponyville and finds a giant ice cream cone—nearly twice her height—waiting for her in the middle of the street.*)

**Pinkie:** (*loudly, singsong*) Who wants ice cream?

(*Ponies emerge from houses up and down the block in response. The camera pans quickly away from this scene, then slows down to follow a couple of butterflies and stops on a close-up of an utterly relaxed Fluttershy. She is sitting on her haunches just outside her cottage and having her mane brushed by some very large white creature that is almost completely out of view, except for the forelimb gripping the brush.*)

**Fluttershy:** Hmmm…

(*Long shot: the white one is her rabbit Angel, grown to almost three times her height even if his ears are excluded. They are in her backyard, during the day.*)

**Fluttershy:** …it’s so nice to be the pet for once.

(*The Tantabus slithers past in midair during the previous line. A touch changes Angel’s tail into a mass of furry spikes, and in a close-up of Fluttershy, the brush is drawn away so that he can run a set of freshly minted claws through her mane. A threatening growl and a spatter of drool over the pink strands boot the pegasus out of her reverie; she looks up to find a fearsome parody of her beloved bunny roaring down at her. The eyes have gone a sick orange, and the ears have been replaced by horns striped in two shades of blue.*)

**Fluttershy:** (*cowering*) N-N-N-Nice…giant…evil Angel!

(*A longer shot frames the blue-green fur and blue hide that have replaced the white on most of his torso, as well as the fiery orange tuft on the end of his now-elongated tail. Fluttershy has time for one scream before Luna swoops down to carry to her safety, away from the snatching claws. The two come to rest atop a nearby tree; close-up of them.*)

**Fluttershy:** Phew. Oh, thank you, Princess!

(*Both stare intently down past the edge of the boughs, and the camera tilts quickly down to a birdhouse hanging from a branch. The Tantabus stuffs itself into the entrance hole; in the sky, a flash of Luna’s magic causes a door to appear and open. She flies through it into the star-filled realm to which the creature escaped during the prologue, and the door swings closed and winks out. Fluttershy smiles gratefully after Luna in close-up, but a sick crunching sound and a sudden tremor snap her back to reality. A long shot of the entire tree frames the overgrown Angel gnawing at the trunk to try and bring it down.*)

(*A tree slides past this deranged tableau; behind it, the view wipes to Applejack on the grounds of Sweet Apple Acres, running a polishing cloth over a gigantic red apple. As in “Bats!”, this particular fruit is weighty enough to impart a 90-degree bend to the trunk and boughs of the tree to which it is still attached. It is daytime, and she has her hat on.*)

**Applejack:** (*sighing happily*) Now this is what I call an incredible dream.

(*Tilt up into the sky, where a small aperture forms just long enough for the Tantabus to emerge. It begins to veer wildly through the orchard, turning every tree it touches into a withered husk. A bud appears on the end of one unaffected tree, quickly blooming and swelling to become Luna. She looks frantically around herself; cut to a close-up of Applejack, who has worked one spot of the massive apple’s skin to a mirror shine. This gives her an all-too-clear view of the Tantabus’ reflection looming up behind her, and she turns to find the abomination devastating every tree it touches as it homes in on her. It disappears into the gargantuan fruit, shriveling it into a desiccated ruin, and Luna hurls herself in after it through a tear in the browned skin. Applejack turns to gape after her.*)

(*Cut to a close-up of the Princess barreling straight ahead with both forelegs extended. She comes to a stop and looks around, suddenly bewildered, as the camera zooms out quickly. The scene has changed to a barren nighttime landscape studded by irregular, claw-like rock formations, and Rainbow is hard at work beating up a gang of attacking changelings. She makes short work of each one except the last, which gets her in a half nelson only to be blasted away by Luna’s magic. Zoom out to frame her on the start of the next line.*)

**Luna:** I can see the Tantabus has already turned your slumbers into a nightmare!

**Rainbow:** (*smiling*) What are you talking about? This is my favorite dream!

(*As one changeling begins to sneak up behind her, she proceeds to knock it cold with a foreleg strike, not even bothering to turn around. Luna is so flabbergasted by this casual counterattack that she never notices the Tantabus darting into spread its influence onto one of the twisted rocks. Pan quickly to frame both Rainbow and another changeling hovering against a featureless pink expanse. She sends this one out of the park with a hind-leg kick, but is absolutely unprepared for what she hears next—a voice singing in an incredibly insipid tone.*)

***Music-box melody to the tune of “This Old Man,” slow 4 (D flat major)***

**Voice:** We are such happy flowers

(*Zoom out. She and Luna are hovering in a pink sky, above a meadow in which various sweets have replaced most of the natural features, including tree boughs. Several yellow sunflowers have smiling faces, and one of them is doing the singing as others sprout up.*)

**Flower 1:** We will now sing for hours

(*Many others join in; pan across them. The tone becomes decidedly nasty.*)

**Flowers:** Aren’t we unbearably cute?

(*One more pops up, holding a flute, going from insipid to nasty as well.*)

**Flower 2:** Watch me solo on this flute

***Song ends***

(*It makes good on the promise, prompting Rainbow to scream and clap hooves to ears—for her, this cloyingly sweet world is her worst nightmare. Luna, meanwhile, spots the Tantabus zipping upward and goes after it, the two disappearing into a thick bank of clouds. Once these have filled the screen, the camera rotates 180 degrees and tilts down to frame Twilight seated behind a desk in an expansive library. The orange light of sunset pours in through the arched glass ceiling high above, and books flutter around her like birds as she plucks one from the air and begins to read. One of them slots itself into place on a shelf; nearby, a different one slides free and opens to disgorge the Tantabus. The sound causes Twilight to glance back over her shoulder.*)

**Twilight:** Huh?

(*Surprise turns into a shocked gasp when she notices several volumes coming at her, having grown bat wings and red eyes from their covers and claws from the pages. She jumps onto her desk, dodges a couple of incoming attackers, then takes flight to stay ahead of the next bunch. Suddenly she breaks off her mad dash with a gasp; up ahead, the Tantabus rounds a corner and hurtles straight toward her. Luna touches down just in front of Twilight, forcing it to stop, and lets a spell from her horn lance into the amorphous enemy.*)

**Twilight:** Luna!

(*The arcane power quickly encases the Tantabus in a mass of jagged, multicolored crystals. In close-up, Luna ends her spell and looks apprehensively back toward the sound of grunts from the o.s. Twilight; cut to the violet winged unicorn, backed up against a set of shelves. She is trying to fend off the offensive of both the bat-books and a few others that have become slime-covered and are slithering along the floor toward her like snails. To make matters worse, glowing cracks begin to spread over the newly grown crystals, and the Tantabus bursts forth from them to fill the screen.*)

(*Cut to a six-way split screen of the sleeping mares in Twilight’s bedchamber. The central portion of the screen is a diamond, split vertically down the middle with Twilight and Rarity on opposite sides, and the other four each appear in one corner. The magic connections to their minds have been broken, and Applejack and Pinkie are now sleeping in separate beds. All snap awake with a chorus of yelps, Rarity lifting her sleep mask, and the camera cuts to Spike—still awake, sitting up on his bed, and reading a book. When he lays it down on the blanket, though, a comic book can be seen hidden inside. Each pony, when seen next, will be sitting up in bed.*)

**Spike:** What happened? (*He hurries to Rarity’s bedside; she has laid her mask down.*) Are you guys okay?

**Fluttershy:** (*from o.s., voice trembling*) That… (*Pan to her.*) …that was terrible! (*shivering*) I…I never want to have that nightmare again!

(*She huddles miserably down into her bedclothes; Rainbow is faring no better.*)

**Rainbow:** (*shuddering*) Me either! (*She rocks back and forth; now Spike backs up a step.*)

**Spike:** But Luna caught it! (*to Twilight*) Didn’t she?

**Luna:** (*from o.s., somberly*) I am so sorry, my friends. (*descending from above, touching down at center of room*) I failed. It will be back to infect your dreams the next time you sleep.

**Fluttershy:** Oh, no! (*She pulls the covers up over her head.*)

**Applejack:** Yeah. I reckon I could live without seeing that thing ever again.

**Luna:** (*leaning to her, then Pinkie, then Twilight*) But you will. Again and again— (*Back off.*) *—*every night, until it grows powerful enough to infect the waking world!

(*She crosses to stare out at the moon, fighting to keep her voice under control.*)

**Luna:** After what I did as Nightmare Moon, the fact that I am once again responsible for harming others is more than I can bear.

**Pinkie:** It’ll be okay. Everypony makes mistakes.

**Luna:** (*crossing back to them*) 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.

**Pinkie:** (*wiping forehead*) Phew! That’s good to hear. (*rapid fire, hugging pillow*) Although after you left, I did happen to dream that I was eating a giant ice cream cone with all of Ponyville and taking a test we hadn’t studied for. (*normal speed*) See? What’d I tell you? Everypony makes mistakes.

(*This bit of high-speed news hits Luna like a wagonload of anvils. Zoom in to a close-up of her cringing expression and snap to black.*)

Act Three

(*Opening shot: fade in to the moon, seen through one of the bedchamber windows. On the start of the next line, pan/tilt down to a very scared Twilight, still sitting up in bed.*)

**Twilight:** But that means the Tantabus could be turning every dream in Ponyville into a nightmare!

**Luna:** (*pacing a bit*) It is far worse than that. Infecting all of those dreams gives it more and more power. (*Close-up.*) Soon it will be able to escape into the real world and infect Equestria with its nightmare plague! (*Pan to Rarity on the start of the following.*)

**Rarity:** Then you must let us help you stop it before that happens! (*Cut to Fluttershy; she peeks out from her covers.*)

**Fluttershy:** But how? The Tantabus was able to escape Luna when it only had six dreams it could get to.

**Luna:** (*from o.s.*) It is true. (*Zoom out to put her in the fore.*) With so many dreams to hide in, I do not know how I can catch it.

**Twilight:** (*thinking a bit*) Hmm…what if everypony in Ponyville were having *one* dream? (*Cut to Luna; these words give her pause.*)

**Luna:** (*uncertainly, pacing a bit*) 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…

**Fluttershy:** (*from o.s.*) Well— (*Pan in her direction.*) —it is worth a try. (*now in view*) Isn’t it?

**Luna:** Of course. I will do anything to end this, including accept your help. I cannot allow the Tantabus to escape into the real world. All of you must now go back to sleep, and hope that I can create such a dream.

(*On the end of this, cut to Twilight and then Fluttershy/Rarity, each settling back in for a trip to the land of Nod. When the camera cuts to Spike, he has done the same and is already snoring quietly. The swirling white aura of Luna’s previous spell shines down on him, and she floats up above the somnolent septet and lets the threads of dream energy spread from her horn as before. This time, however, she generates many more and many again, letting them snake in every direction. Cut to a shot of the castle exterior and zoom out as they extend toward Ponyville proper, a spot of blinding white light growing at the bedchamber window. The glowing tendrils find their way into house after house, through a sky now filled with faint ribbons of light, and that brilliant epicenter expands to fill the screen.*)

(*Fade in to a close-up of the moon in the night sky. Winged muffins of assorted make and model fly past, one of them honking like a goose, and the camera tilts down into a village street that stands placidly under the low-intensity aurora. Several of the locals are out and about, wondering just what the heck is going on, and as one earth pony floats lazily backwards on her back—in midair—Mayor Mare backs up warily and stops only upon running into something tall and gray that resembles a pair of enormous forelegs. The eyes behind the half-moon glasses pop wide open, and she turns to look at this thing as the camera zooms out to frame all of it. The legs belong to a Derpy Hooves grown as tall as a house; she bends down with a cross-eyed smile and gives a happy little cry of greeting before walking off.*)

(*Cut to a close-up of Lyra Heartstrings straightening up into view with a very surprised look, then pan a short distance in that direction to frame an equally flummoxed Bon Bon staring back at her. A zoom out tells the story: the front halves of their bodies have been joined to create one double-headed mare, mint green at Lyra’s end and cream-colored at Bon Bon’s. Both faces break into smiles, and each end lifts a foreleg to embrace the other.*)

(*Twilight and her friends—Applejack with her hat on—arrive on this decidedly bizarre scene, which gets even more so due to the following. Berry Punch has detached her head and is carrying it on the end of a string as a balloon, which she promptly releases to float away. Cherry Berry is piloting a rowboat through thin air overhead. A lamppost walks down the block, tipping the upper portion of its light housing as a hat. Twilight gasps happily at the collective weirdness.*)

**Twilight:** Princess Luna did it!

(*And Applejack gets a further confirmation of this fact when she sees Opal chase a very tiny stallion down the street. She shudders quietly to herself before Big Macintosh steps partly into view, considerably larger than normal and with the top of his head cut off by the upper edge of the screen.*)

**Applejack:** Big Mac! Boy, I’m glad to see somethin’ familiar!

(*Her eyes pop and her jaw drops. Cut to an extreme close-up of the red stallion’s smiling face and zoom out. Protruding from the orange shag on top of his brain bucket is a horn, which he fires up with ease.*)

**Macintosh:** Ee-yup.

(*He conjures up a smiling apple and sends it flying over the others’ heads, eliciting a mixture of smiles and completely dumbfounded looks.*)

**Luna:** (*from o.s., reverberating slightly*) PONIES!

(*Pan quickly to her, floating in a translucent sphere of white magical energy and keeping the dream connections powered up. The locals gather around her. For the remainder of this episode, all of her lines carry the same reverberating quality due to the field enclosing her.*)

**Ponies:** Princess Luna! (*Bow.*)

**Luna:** There is no time for bowing, my friends! There’s something coming! Something terrible! (*Gasp; she stares overhead.*) No. (*pointing*) It is already here!

(*The Tantabus cruises slowly over the buildings, having grown big enough to blot out a good portion of the night sky. As ponies cower away from it and cry out in fear, a sweaty-faced Luna strains mightily to keep her spell going.*)

**Luna:** I am so sorry! I brought this upon you! But I will end it now!

(*She redoubles her effort, sending a fresh bolt into the formless horror, but cannot keep up this exertion for more than a few seconds. When she lets off, it swings down toward the town square, sending the ponies into a screaming retreat. Berry has her head back on now. Twilight and the gang hurry to the Princess’s side.*)

**Twilight:** Princess! What’s wrong?

**Luna:** (*grunting, with effort*) It…is taking all my strength just to hold this massive dream together! (*Overhead shot of the six; she continues o.s.*) You will have to stop it! (*Back to her; the Tantabus idles past in the background.*) I truly wish I did not have to ask this of you!

**Twilight:** (*smiling fiercely*) Then you’re in luck. (*Tilt up to the hovering Rainbow.*)

**Rainbow:** Yeah! We’re already on it!

(*She is the first one off the blocks, chasing the thing across town, and the others follow on hoof. It dives into one window of a house and out a different one, bringing the whole structure to life. One of the uppermost windows becomes a glaring red eye framed by bat wings; eyes and mouths manifest on other walls, and the beastly domicile stands up off its foundations on two thick legs and begins to stomp away. Pan quickly to another house as the Tantabus whizzes past; this one grows clawed paws, and one occupant bails out through the front door to keep ahead of the tongue that lashes out after her. Tilt up past one set of eyes and mouth to stop at a second one on the uppermost rooftop; horns and clawed hands/feet have appeared up here as well, and one fist punches out through the wall with Filthy Rich in its grip.*)

**Filthy:** (*sobbing with fear*) Please! I’ll pay you anything!

(*He comes up with a single bit and a placating grin, but the monstrosity just roars in his face forcefully enough to send the coin flying to who knows where. Rainbow flashes backwards into view with a shout, delivering a flying kick to the thatched face and causing the thing to drop Filthy; an instant later she has swooped down to airlift him away.*)

**Rainbow:** I got you!

(*The first house clomps along, scattering freaked-out ponies everywhere, as one stallion braces himself within one window-mouth in a desperate bid to avoid being swallowed whole. Twilight, now airborne, fires a shot from her horn that hits the wall and allows him to jump clear; down below; Applejack skids into just the right position to catch him on her back. Elsewhere, a stallion finds himself wedged between two massive clawed toes of the second house and cannot pull loose despite his best efforts. Fluttershy spots his predicament from her hovering vantage point nearby and, with almost no hesitation, transforms into the pony/bat form she assumed in “Bats!” after Twilight’s spell on the vampire fruit bats went awry. Baring her fangs, she dives down and o.s.; there is the sound of a bite, and the house utters a scream of pain and lifts the foot in which the victim is stuck. He falls out of the toes, revealing his pegasus wings, and Fluttershy—her change instantly reversed—swoops in to right him so they can both fly to safety.*)

(*Up on a rooftop, another stallion has been snagged by a freshly sprouted Venus flytrap and is about to become dinner. A lasso snaps up into view and ties the plant’s toothy mouth shut; pan quickly to Applejack, standing on the roof with the rope’s other end in her teeth. A glance downward throws a shot of fear into her and causes her to let go.*)

**Applejack:** Oh, no!

(*Overhead shot of Macintosh, back to his normal size and being slowly backed up against a wall by a horde of flying muffins.*)

**Applejack:** (*from o.s.*) Big Mac! (*Back to her.*) You can do anythin’ in a dream, remember?

(*Extreme close-up of the older workhorse’s darting green eyes, which squeeze tightly shut and then pop open to expose red stars in place of the pupils and irises. The red hide goes a brilliant yellow-white, and the camera zooms out to show all of him subsumed by this new radiance. He does one full turn in place, voicing a loud neigh, and his normal color begins to return, working from the hooves up. Each hoof is now protected by a gold shoe marked with a red apple; blue gems, a gold tassel, and decorative gold etching appear on his hitching collar; matching gems attach themselves to the collar’s pegs; a small crown topped with a large green apple appears on his head; and his mane/tail shine softly. The biggest change, though, is the pair of wings that appear on his flanks; when he unfurls them, all of the attacking baked goods are catapulted out of sight. His eyes have returned to their usual appearance.*)

**Macintosh:** (*lifting off*) Wheeeeee!

(*The improbable winged unicorn giggles like an idiot as he cuts a loop-the-loop and soars away into the night. Pan to Applejack on the rooftop, with Rainbow dropping to her level.*)

**Rainbow:** Come on! 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!

(*Street level. As the super-sized Derpy flies after the wayward muffins, Rainbow zooms along in the opposite direction and Applejack gallops to keep pace.*)

**Applejack:** How are we even gonna know when it’s able to escape?

(*They slam on the brakes and Rainbow drops to the ground to avoid zooming over the heads of Twilight/Fluttershy/Pinkie/Rarity. All four are staring straight ahead in wordless shock; up top, the Tantabus forms part of itself into a sword and uses this to slash a white-glowing rent through the sky, through which it starts to flow.*)

**Rainbow:** Oh, I think we’ll know.

(*Twilight fires off a shot that connects with the exiting bit of Tantabus and forces it to recoil away from the rift so that Luna can seal it with a beam, groaning with effort. The thing darts off in a new direction.*)

**Luna:** Hurry, my friends!

(*First to move is Rainbow, cutting a wide loop to get after it and catching up with ease. When she tries to strike from behind, though, it just forms a ring and lets her go right through the empty middle.*)

**Rainbow:** What the—? (*Fluttershy approaches several unnerved ponies.*)

**Fluttershy:** Please! We need your help too!

(*Here comes Twilight, uncorking a fresh burst of magic that punches a hole through the Tantabus. The puncture seals itself with no effect.*)

**Twilight:** Fluttershy’s right. (*Ponies gather in.*) We’ve all got to work together to stop it from escaping!

**Mr. Cake:** But how can we help? Nopony in Ponyville has your magic, or your speed!

(*He points in Twilight’s general direction on “your magic,” then in Rainbow’s on “your speed.” Cut to the hovering daredevil, who flips onto her back.*)

**Rainbow:** That’s true—*in Ponyville!*

**Applejack:** But this here isn’t Ponyville! It’s a dream!

(*Several airborne muffins wing past, squawking like spooked chickens, and are swiftly blown to crumbs by horn blasts from Macintosh. He is putting his new wings to good use in the pursuit.*)

**Macintosh:** Ee-yup!

**Twilight:** And not just any! This is *your* dream! Anything you can do in your dreams, you can do now!

(*Spike lets these words run through his mind for a second, then snaps his fingers. He concentrates hard and takes on the bulked-up, armored adult form that he imagined himself into for his fantasy of saving Rarity in “A Dog and Pony Show.” He speaks in his normal voice.*)

**Spike:** Well, if you’re gonna dream, might as well dream big, right?

(*One powerful leap, and he is on Derpy’s back.*)

**Spike:** Hey-yah! (*He digs in his heels.*)

**Derpy:** (*rearing up*) Whoa!

(*Dragon and mount lift off, bringing a round of cheers from the onlookers once they manage to wrap their heads around what they have just seen. They charge across the grass; meanwhile, the Tantabus gains a bit of altitude and forms a pair of scissors to inflict a fresh cut on the fabric of dream space. As it prepares to exit stage left/right/above/whatever, here come Spike and Derpy, the rider pulling out a lance and cutting a gash through the Tantabus from one end to the other. It backs away from the opening, the halves knitting together just in time for Filthy to ride in on a trail of bits that he projects ahead of himself with one front hoof. A short, dark gray cape streams behind him, attached to his suit jacket lapels, and he raises his free foreleg to shoot a stream of the gold coins into the star-spangled bulk and drive it farther back.*)

(*A quickly formed tentacle opens yet another emergency exit, but the Cutie Mark Crusaders spot this attempt. Scootaloo hunkers down for a second and quickly replaces her own wings with a pair whose combined span is a good ten times her body width. Surprise torus to joy on the faces of Apple Bloom and Sweetie Belle as she lifts off, and a few powerful beats are all she needs to stir up enough of a wind to repel the Tantabus. Rainbow rises to her level and gives herself a split-second makeover to become Zapp—the hero whose role she took on in “Power Ponies.” She hurls herself into a dive and pulls up to circle the Tantabus at insane speed, forming a whirlwind that sucks it down to ground level.*)

**Rainbow:** It’s working!

**Twilight:** But it’s not enough!

(*Sure enough, the nightmare creature slowly extrudes itself from the upper end of the funnel cloud and stretches over the town once again. Luna stares up at it, almost at her wits’ end.*)

**Pinkie:** Then do more! This is a dream, remember?

(*Twilight gallops to the ruins of the Golden Oak Library, skids to a stop facing away from them, and conjures the giant tree back into existence. At her gesture, the front door bursts open and a horde of books flies out to join the campaign. Cut to a head-on close-up of Applejack’s pounding hooves; a flash, and she has become Mistress Marevelous, another of the “Power Ponies” heroes. Tilt up to show her psychically controlled lasso floating alongside. As Twilight’s books harass the Tantabus from every angle, the rope loop slowly ascends and snags tight on a corner. It is yanked swiftly down from the egress it had planned to use; next a giant sewing needle comes up and lances back and forth, stitching the rip and pulling the edges back together. The whole thing fades from sight as if it had never existed, and the camera cuts to a confidently smiling Rarity as she gives an emphatic nod—a bit of her work, no doubt.*)

(*The massive clawed limbs of Angel’s monstrous form stomp past, scaring her out of her mental pat on the back; cut to Fluttershy, riding on his head and standing on her hind legs to guide him along. He is covering dozens of yards with every bound now, and it takes very little time for them to get in whatever passes for the Tantabus’s face. Luna’s dream-making spell is still going, but the tears gathering under her squeezed-shut eyelids tell how much of a drain it is for her.*)

**Luna:** (*grunting*) I cannot hold this dream together much longer! Equestria will fall—because of me!

(*Right on cue, her foe expands to cover most of Ponyville and throws off all the attempts to hold it back. As it slowly begins to re-shape itself over the horrified onlookers, Filthy is thrown to the ground amid a few clinking bits and Derpy and Spike are pushed back in midair.*)

**Spike:** Am I crazy, or did it just get even bigger after Luna said that?

(*A wind begins to howl; cut to Twilight. Until further notice, all ponies except Luna raise their voices to be heard over the noise.*)

**Twilight:** I think it’s feeding off your guilt, Princess Luna! (*Pan to her on the start of the next line.*)

**Luna:** If that is so, then perhaps that is how it grew strong enough to escape in the first place! (*Applejack leaps onto a rooftop to eye it out.*)

**Applejack:** Say what now?

(*The section closest to her takes on the outline of a unicorn head and uses the horn to open a new fissure in the dream-space-time continuum.*)

**Luna:** I created the Tantabus to give myself the same nightmare every night! (*sobbing*) To punish myself for the evil I caused as Nightmare Moon! (*It starts to form pony legs.*)

**Fluttershy:** But why would you do that?

**Luna:** (*voice breaking*) To make sure I never forgave myself for how much Equestria suffered because of me! (*Cut to Twilight; she continues o.s.*) But it seems I have not learned my lesson. (*Back to her.*) For now I have only made you suffer more!

(*The Tantabus finishes reconfiguring itself, forming a colossal unicorn. It grows several more sizes, almost reaching the top of a nearby mountain, and extends the opening with its horn.*)

**Twilight:** But that means you might just be the key to stopping all this! (*Rainbow flies in with the attack books.*)

**Rainbow:** Yeah! If it gets strong because you feel bad about what you did as Nightmare Moon, then you just gotta stop feeling bad for what you did!

(*During this line, the Tantabus begins to advance toward the rent and she zooms in close, circling through its legs.*)

**Luna:** 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!

**Twilight:** But look at what you’re doing! (*Long shot of Ponyville and the Tantabus; voice over.*) Nightmare Moon would’ve wanted the Tantabus to turn Equestria into a nightmare! (*Ground level; she and her friends gather before Luna.*) You’re doing everything you can to stop it!

(*Close-up of the distraught blue-violet face.*)

**Twilight:** (*from o.s.*) Don’t you see? That proves you’re not the same pony you were then! (*Slow pan across the six.*) Everypony who knows you knows that Nightmare Moon is in the past! (*Back to Luna; she continues o.s.*) We all trust you, Luna! (*The group again.*) Do you trust us enough to believe we’re right?

(*Tilt up from them to show the Tantabus now halfway out the door, then cut to an extreme close-up of Luna’s face. Two last tears slip down from the staring eyes before she allows herself a thankful smile.*)

**Luna:** I do!

(*With no warning, the nightmare creature is yanked bodily away and begins to shrink as the white aura of Luna’s spell plays over its form. In seconds it has been reduced to her size and brought down so she can look it in the face, and the roaring winds stop. The now-docile Tantabus steps toward the Princess, passing through the field of her spell and disappearing into her body. Last to go is the tip of its tail into the crescent moon on her necklace; the decoration emits a brief flare of white light before going quiet again, and she smiles in relief.*)

**Luna:** Thank you.

(*Cut to the six; Applejack and Rainbow have changed out of their superhero outfits.*)

**Luna:** (*from o.s.*) Thank you all.

(*Fade to white.*)

(*Fade in to a long shot of the castle. It is now sunrise of the following morning in the real world, and a rooster’s crow rings out across the stillness. The light effects from Luna’s spell have dissipated. Cut to Twilight asleep in bed; she wakes up with a protracted gasp and sits up for a look around the bedchamber. Spike and the other five mares are still completely zonked out, Rarity having donned her sleep mask, and there is no sign of Luna, the threads of her spell, or the mares’ fatigue from the previous bad night’s sleep. All now speak at normal volume, there being no wind as in the dream.*)

**Twilight:** Luna did it!

(*The six wake up, Rarity lifting her mask; cut to Fluttershy’s end of the semicircle and pan to Applejack. Fluttershy/Pinkie rub their eyes, Rarity smiles, Rainbow yawns, and Applejack gets her hat settled on her noggin.*)

**Applejack:** She sure did. Only, I’m not exactly sure *what* she did. (*Back to Twilight.*)

**Twilight:** Luna created the Tantabus to punish herself. The worse she felt, the more power it had. (*Spike climbs up next to her.*) But once she finally forgave herself for what Nightmare Moon did…

**Spike:** Poof!

**Fluttershy:** (*from o.s.*) Shhhh!

(*Cut to her, pointing down over the foot of her bed with a smile, then to an overhead shot of the room. This angle reveals the Princess of the Night sound asleep in the center of the floor, lying on some cushions with head resting on forelegs.*)

**Spike:** Huh.

(*Extreme close-up of the winged unicorn’s peacefully composed, smiling face; zoom in slowly.*)

**Spike:** (*from o.s.*) Wonder what she’s dreaming about now.

(*The background behind her dissolves to a different place, and the camera zooms out to frame it in detail. Luna now lies on a couch, positioned on a small island that stands in a tranquil bay or lake under a moonlit sky. Giant, softly glowing flowers shed a gentle light on her form, and other vegetation growths on the cliffs at the shoreline add their own illuminating ambience as a waterfall pours down in the background. Fade to black.*)