

LAND OF *Lullabies*

Story Outline

Republic of Us Studios

Land of Lullabies

An animated feature trilogy, written by Robin Shushan.
Adapted from the musical universe of Professor Puddles.

Logline: When Milee goes to rescue her sister, Makenna from the Nightmare Zone, she discovers what she thought was her biggest weakness, is actually her greatest strength, and the hope for Dreamland...

Dreamland: *where fairytales are created.* When children dream, they travel through a dream portal and arrive in a realm of limitless hope and endless imagination. The more children dream, the more likely their dreams are to come true on earth. Dreamland is ruled by the benevolent Meant-to-Queen-Bee whose Meant-to-Bees keep the beauty and health of the realm for all dreamers on earth.

At the edge of Dreamland lives the giant Meant-to-Bee Tree. This tree of dreamlife is crucial to the realm and to earth. Every time a child's dream comes true, their name is carved into this tree, inspiring other dreamers to live their dreams every-waking day. The more their dreams come true, the more love and happiness is spread across the earth, inspiring more children to dream...

The Nightmare Zone: *where scarytales are created.* This realm of fear and lost hope is ruled by the evil Emperor, Lord Dung, who feeds on the nightmares of children– and these days, he is fatter than ever!

When a child arrives in their nightmare, Lord Dung's army of watcher-beetles alert the fright makers to start terrifying children. The scarier the nightmare, the more fright they leave behind for Lord Dung to feed on. The roller-beetles gather up the fear-scrap, roll them into balls, and they deliver this terror-food to the Emperor, who sits on his dung heap, eating, laughing and farting as he watches children in their nightmares, making more food for his endless hunger.

The Conflict: Children are dreaming less and less. And because of this, the dream portals are starting to close. This has made the Nightmare Zone begin to expand. If the Nightmare Zone continues to expand, the dream portals will close permanently, and Dreamland will be over-taken by the Nightmare Zone.

Our Main Characters

Milee (10) a sweet & sensitive girl with a big imagination and a budding musical talent, fostered by her beloved, Uncle Eyebrows.

Makenna (12) smart, strong & fearless, with a moral compass that is stuck on true north.

— *We open at Milee & Makenna's school* —

We meet Milee, at the end of the school day, enjoying the world of her imagination as she waits for Makenna. She's drawing & singing a new song she's been working on:

Song: *'I Will Dream You a River'* [CLICK FOR AUDIO](#)

Milee is suddenly pulled out of her imaginative world by Mean-Girl Kelly (13) her Mean-Girl Clones, and a dozen other kids all laughing at her and pointing their phones at her. Milee is so hurt, and embarrassed, she bursts into tears, making them all laugh more.

Makenna shows up to see her sister in tears—again. She's so tired of bullies, especially Mean Girl Kelly. Makenna grabs MGK's phone and smashes it to the ground. Kelly can't believe it! Her phone is like a part of her body! She screams melodramatically, then realizes, shocked and horrified, kids are now recording and laughing at her! Her Clones rush MGK into the bathroom to help her compose herself trying to convince her it's really no big deal. To cover for her embarrassment, MGK struts down the hall, flanked by her clones, so that other kids don't think less of her.

Song: *'Busy Being Perfect'*

Meanwhile, Makenna & Milee are walking home.

Makenna is mad at herself for smashing MGK's phone, knowing she's going to have to buy her a new one, and her parents are already struggling financially. Out of sheer frustration, Makenna says something to Milee that will have an unintended impact:

Milee, you gotta toughen up and learn how to defend yourself! It's going to be a thousand times worse when we get to high school.

But Milee has no idea how to "toughen up", and just the thought of high school fills her with terror.

Makenna worries that Milee's sweetness & sensitivity makes her too vulnerable.

Milee feels bad that Makenna spends so much time standing up to bullies, she misses out on all the goodness & beauty in the world.

Song: [M&M DUET] : *'Wish The World'*

Song ends as they cross the street to see a mean man throw his little dog out of his car. Makenna rushes to rescue the scared little girl, who also happens to be the ugliest dog you've ever seen. Luckily, she's not hurt too badly. Milee immediately can see it in the dog's eyes; she's probably been called 'ugly' every day of her life. So M & M agree; they're going to bring her home and give her a really good life.

Makenna: What should we call her?

Milee: Let's call her 'Beauty'.

Beauty can hardly believe it! The worst day of her life just turned into the best day ever.

When M & M arrive home, they're happy to see Uncle Eyebrows has come to visit! But they quickly learn the very sad reason: M & M's father has left them, and he's not coming back...

Milee is hurt and confused. Makenna is angry and devastated.

— *Cut to: Dreamland* —

Song: *Dreamland Theme Song* (TBD)

A place of limitless imagination, love & happiness. A beautiful realm where children are free to do and be whatever they imagine without fear. A place where ideas are born before they become creations on earth: music, stories, ideas and inventions and perfect solutions.

We meet the Meant-to-Bees, working the dream portals as children arrive in their dreams. Unfortunately, there isn't much work these days; over half the portals are dried up because so many children on earth have stopped dreaming.

— *We meet our main Bee characters* —

BeeBee - smart, shy, and scrawny with only one wing.

BeesKees - smart, sweet, confident, and beautiful.

And their worker-Bee colleagues who encourage dreamers and pollinate their dreams before they wake up on earth. Dream pollination increases the possibility for dreams coming true on earth.

FumbleBee - a bit of klutz.

MayBee - can't commit to anything.

WannaBee - dissatisfied with himself

FreeBee - generous to a fault.

ChubBee - a bit overweight

A girl who dreams she's a singer arrives through a dream portal. BeeBee & BeesKnees buzz around her as she sings, and then pollinate her dream with a little sting that tickles.

Then a boy in a wheelchair arrives. In Dreamland, he's able to leap from his chair, and run free as the worker Bees cheer him on.

BeeBee & BeesKnees pollinate the boy's dream; giving him a little sting that tickles, even though this boy's dream of running probably won't come true, pollination is still very important.

We meet a group of retired Good 'ol Bees watching and commenting on the younger worker Bees...

SnobBee - nothing's ever good enough

BeeHolder - the philosopher

BubBee - a very-very-very old bee

BlaBee - a bit of a gossip

SnobBee: Young Bees these days; breaking a sweat after working one or two dreams.

FreeBee: I think they're doing really well.

SnobBee: In our day, we'd pollinate a thousand dreams an hour!

WannaBee: I miss my youth...

BeeHolder: Everything is a dream, until you decide to make it real.

ChubBee: I'm getting hungry just watchin' 'em.

BubBee: Where are all the dreamers? Don't kids dream anymore?

BlaBee: It's the dream portals, BubBee. They're closing. Remember?

BubBee: That's terrible! But why?

BlaBee: I heard it's because kids are having a really hard time on Earth, so they've stopped dreaming, and they're having more nightmares.

— *We meet the Meant-to-Queen Bee on the terrace of the Royal Honeycomb Palace.* —

Her drone, BuzzBee arrives to give her majesty an update of the realm— and the news is *not* good...

BuzzBee: I'm sorry to report, your majesty— three more dream portals have closed today.

The Queen is very concerned. If they don't find a solution, the portals will continue to close, and children won't be able to dream at all.

The Queen: Gather the apiary. We must bee-storm a solution.

All the Meant-to-Bees have gathered at the Honeycomb Palace. The Queen makes her announcement...

The Queen: It's no secret, the dream portals are closing at an alarming rate. Dreamland is in trouble. So I'm asking all of you to bee-storm potential solutions to the dwindling dreams of children.

The Bees start throwing out ideas. (None of them are very good): Advertising! Hypnotic suggestion! We could fill the dream portals with honey!

Meanwhile, BeesKnees is trying to convince BeeBee to share his idea: C'mon, BeeBee! Tell the Queen your idea! What have you got to lose?

BeeBee is so shy and he has no confidence whatsoever.

But the Queen hears all...

Queen: BeeBee, if you have an idea, please share it with the apiary.

BeeBee: Oh, uh, okay. Well, it's probably a dumb idea, but I was thinking about Lullabies, you know? I mean, they used to be so popular, right? And music is inspirational. What if we played music during pollination?

WannaBee: I coulda come up with something way better.

BlaBee: The kid must've caught a buzz before work.

SnobBee: Embarrassing. Truly beneath the realm.

MayBee: I don't know...I think he's had worse ideas, hasn't he?

BubBee: Is he the kid who wanted to add peanut butter to the honeycomb?

ChubBee: Great idea.

But the Queen is obviously stunned by this young Bee's idea:

Queen: I believe BeeBee is correct. Music does inspire. And dreams are made of inspiration, are they not?

BeeBee is amazed. BeesKnees is so proud of him: I told you!

Queen: Now please pay attention. I have a very important true story to tell you all...

Sound: 35mm film projector is heard as we cut to:

— *The Queen's childhood memory...* —

The Queen V.O.

When I was just a princess, preparing to be Queen, Ms. Library Legendary of Lyrics Not Scary would often sing during dream pollination. And one day, I noticed, whenever she was singing, it seemed to me that more dreamers would arrive. So I started to keep a dream journal, and I found that it was true. Ms. Library's songs not only were luring more dreamers to Dreamland, but the music inspired more creativity in their dreams. So I decided, my first act as Queen would be to establish a new realm within Dreamland– a musical land of inspiration and limitless imagination. But when Lord Dung heard about my plan, he became furious. He knew this musical realm would fill Dreamland with more dreamers than ever before. And of course, he knew that would mean more dreams coming true on earth, and not only would this inspire more dreamers, he also knew, there would be far less children having nightmares. So one day, while Ms. Library was singing near the Meant-to-Bee Tree, Lord Dung sent Snarky the assassin into Dreamland to kidnap Ms. Library...and she was never heard from again.

All the Bees buzz with sadness & disbelief. Some of the older Bees remember hearing that story, but they thought it was just a scarytale their parents would tell them to keep them from going near the border of the Nightmare Zone.

Queen: So you see, BeeBee's idea could very well be the key to saving the dream portals from closing up, thereby saving Dreamland itself. Unfortunately, the current lack of dreamers remains our biggest obstacle to that endeavor.

It seems they're right back where they started– until the Queen hears:

BeeBee: If only we could pull a kid out of a nightmare and into a dream...

The Bees buzz with hilarity at BeeBee's comment, but the Queen is astonished once again by this scrawny, young Bee who everyone seems to underestimate. She speaks privately to BuzzBee:

Queen: Is that even possible?

BuzzBee: Well, your majesty, that's unclear. I can assure you, it's never been done before. In fact, our dear Ms. Library is the only one who has ever crossed over into the dreaded Nightmare Zone– and as you know, it was not of her own accord. The only certainty is, it's an extremely dangerous proposition.

The Queen knows, desperate times call for desperate measures, so she asks BeeBee:

Queen: BeeBee, how exactly would you pull a child from their nightmare and into a dream?

BeeBee: Oh, you wouldn't! It's a crazy idea. I can't believe I even thought of it! My apologies, your majesty—

Queen: BeeBee, don't apologize. What I'm asking you to do, is to imagine that it is possible, and then imagine how it might be achieved.

Given the opportunity to imagine the possibility...

Song - *Imagine it's possible to imagine the Impossible*

BeeBee: Well...I guess someone could load up their venom sac with some nice thoughts, a few good rhymes, and some musical notes, then just fly over to the Nightmare Zone, find a kid having a nightmare, and give 'em a little sting that tickles— you know, like we do here? Theoretically, the kid would disappear from the Nightmare Zone, and conceivably, pop up right here in Dreamland, then potentially they'd wake up on earth with a song in their heart.

— *The realm goes completely silent, then...* —

Queen: Congratulations, BeeBee. I believe your idea could work. On behalf of the realm, I want to thank you for volunteering for this important, historic, and heroic mission.

BeeBee: Wait, what?! Me!? No, I couldn't do it!"

Queen: Why not?

BeeBee: Well, for one thing, I'm not heroic. In fact, I'm not even a little bit courageous! And the Nightmare Zone is a terrifying place— I mean, obviously. That's why they call it the Nightmare Zone, right? And the truth is, I'm terrified of being scared!

Queen: Well, without fear, you wouldn't need courage. Isn't that true?

BeeBee: Yeah, okay, maybe. But in my particular case, "terror" is just one reason why I should not be the Bee to be picked for this important mission. Beelieve me, it's not just that I'm terrified, or that I happen to have a very significant lack of courage, it's just... well, look at me; I'm just not hero material. So, yeah, no, sorry.

Good ol' Bees: What a cry bay-bee. What he needs is a good kick in the bee-hind.

BeesKnees suddenly flies forward: Your majesty, I'll go with him!

BeeBee cannot beelieve she just did that!

It's important to know: BeeBee has been in love with BeesKnees for as long as he can remember. So if she's brave enough to go with him, he has to summon the courage! (Or at least fake it).

BeeBee: Okay, I'll do it. I accept this completely insane- uh- I mean- this, super important mission. I'll do it for Dreamland, and for all kids of the earth!

But mostly, he'll do it so he doesn't disappoint BeesKnees.

The hive buzzes with cheers & pride. The Queen issues a royal decree:

Queen: In the infinite history of Dreamland, no one has ever deliberately crossed over into the Nightmare Zone. So before our brave volunteers embark upon this unprecedented, and dangerous mission, I shall convene a council of experts who shall prepare them as much as one can be prepared.

So the Queen and BuzzBee begin the process of convening a council of experts to prepare BeeBee & BeesKnees to enter the Nightmare Zone, where they will pull a child out of their nightmare and into a dream, so that they wake up in the morning with a song in their hearts, Meant-to-Bee...

— *Back to Earth* —

At home - Milee & Makenna's mom, Charly, explains that it's going to be really hard without dad: But we'll just have to make the best of it on our own. Uncle Eyebrows feels awful for his sister and the girls.

Milee realizes how important it is, now more than ever, to "toughen up" —like Makenna said. But until she learns how to do that, she's going to have to act like all the other kids at school. So Milee makes a big decision: she's going to stop writing & singing her stupid songs and stories & drawing her stupid characters. From now on, she's going to act like all the other kids. So she gathers up all of her notebooks, filled with all of her songs, stories and drawings, and she throws them into the fireplace.

Uncle Eyebrows knows this is a terrible mistake. His niece's talent and beautiful imagination are important parts of her— the best parts. In fact, he was the one who identified her talent and inspired her musical imagination. So, Uncle Eyebrows rushes to rescue Milee's work from the fire. He decides he'll keep it for her, hoping she'll change her mind.

Then he goes to the girls' room to tuck them into bed. Normally, he & Milee would sing a song together before sleep, but he doesn't want to put her on the spot, so he asks: Do you mind if I sing you to sleep? Milee guesses that'll be okay. So Uncle Eyebrows sings the song he wrote for her when she was little:

Song: *'Little Miss Sugar & Spice'* [CLICK FOR AUDIO](#)

Since Milee falls asleep to a song, she's about to travel to Dreamland...

And since Makenna falls asleep angry & hopeless, she's about to travel to the Nightmare Zone as Beauty keeps watch at the foot of her bed...

— *Cut to: The Nightmare Zone* —

Makenna arrives, looks around, confused. She has no idea she's in a nightmare. She sees her dad in the near distance. She calls out to him, but he doesn't hear her. So she rushes after him, but as soon as she catches up, he disappears...

Song: *Nightmares in the Nightmare Zone* (Lord Dung's theme song)

— *We meet the Emperor Lord Dung* —

...sitting on his dung heap, eating, burping & farting as he watches over his horrying realm. (song ends) He orders his lieutenant, #2, to give him a horror-status report...

#2: The Zone is full again tonight, sir. Lots of children having terrible nightmares. All is perfectly frightening and really bad, sir.

Lord Dung: Not BAD enough! Crank up the menacing on all arrivals! I want frightful fear! I want horrific horror! I want terrible terror & hopeless dread!

#2: Right away, sir.

— *Back to Dreamland* —

*** *Music Montage* ***

Queen's council of experts help BeeBee & BeesKnees prepare for their perilous mission into the Nightmare Zone, where they will pull a kid out of their nightmare & into a dream...

BeeBop, BeeThoven, BeeYoncé, and the BeeTells load BeeBee & BeesKnees with music.

Bee-Positive loads good thoughts & encouraging words. BeeBee's wings are so tiny & deformed, BeesKnees has to carry most of it.

BeeHave the etiquette specialist, lectures them on their ambassadorial role as representatives of Dreamland, they must adhere to certain standards of politeness & kindness: Always offer the benefit of doubt and maintain kindness & empathy no matter what or whom you encounter.

BeeWare explains the danger they might face: "Okay, listen up! As soon as you cross into the dreaded Zone, the first thing you'll need to worry about are the MadBadFog-Dogs who guard the border—especially, the pack leader, Snarky the Assassin! When you get past them, one of Lord Dung's beetle battalions will start following you. Their job is to gather up all the fright left behind by nightmares, and bring it all to the Emperor to feed on. These guys are extremely creepy, but don't worry; they're not dangerous— not

like the Slithering ViperVermin who guard the Tower of Venom. So whatever you do, do not go near the tower. Remember this general rule: the Nightmare Zone is all about the worst thoughts, feelings, actions, and memories of all the people on earth, inspired by all the bad stuff that happens to them down there, and all the mean stuff they do to each other. So none of that stuff is going to come after YOU, because it's all created by the ones who are sleeping on earth, get it?! It's the stuff of their nightmares, so it's not going to affect you unless YOU let it affect you. You just have to be able to distinguish between Lord Dung's fright-makers, and the scary stuff that's being thought up in the minds of sleeping children— you feel me? The good news is, y'all can fly, and all the frightening & dangerous creatures are mostly on the ground. The bad news is, so are the kids having their Nightmares! So keep those wings flapping until you find a kid. (Bees aren't exactly known for walking) It shouldn't be too hard to find one. The Nightmare Zone is a very popular destination these days. —Oh, and one last thing: there's a rumor Lord Dung has a new flying fright maker: the DungDungDragonRoach. I don't know if it's true, and you better hope it's not, but if you see anything flying toward you, and there's no kid around who could be imagining it, you just fly as far, and as fast as you can-

BeeBee: Wait- what the heck is a DungDungDragonRoach?

BeeWare: Trust me; you don't want to know. But even if you did, I couldn't tell you, 'cause I don't know either. I assume the creature is exactly what it sounds like. Okay, that's it. Good luck, and if I never see you guys again, which is a distinct possibility, I just wanna say, thank you for your courageous service to Dreamland!

BeeBee is regretting his decision more every minute.

Just then — the Dream alarm goes off, indicating a child is arriving through a dream portal. The worker Bees go to greet the dreamer— and it's Milee. She drops down in a beautiful field of flowers...

Two worker-Bees follow her, ready to pollinate her dream. But when Milee sees the council of Bees preparing BeeBee & BeesKnees for their mission, she wanders over, curious to see what they're doing...

Milee overhears the Good ol' Bees gossiping about BeeBee crossing over into the Nightmare Zone...

SnobBee: I can't beelieve the Queen would send him. The fate of the realm depends on

the scrawniest Bee in the hive.

Milee finds it easy to be brave in Dreamland. Inspired by her sister, she decides to stick up for the “scrawniest Bee”.

Milee: “Well maybe you should’ve volunteered instead?”

The Bees are astonished! How is this dreaming child able to hear their conversation?! THIS HAS NEVER HAPPENED BEFORE!!

Then suddenly, Milee hears barking. She turns to see Beauty running toward her. Here in Dreamland, Milee is able to understand exactly what Beauty is barking about.

Beauty: Milee! Makenna is having a terrible nightmare and I can’t wake her up! I don’t know what to do!

Having just over-heard the Bees discuss their mission, Milee approaches them:

Milee: Excuse me, Bees? My sister is stuck in the nightmare zone, so me & Beauty would like to come with you on your mission.

The Bees don’t know what to say. They can’t let a dreamer cross over into the Nightmare Zone! So they consult the Queen, who explains to Milee:

Queen: In my long reign as Queen, I can remember only 8 other children with the ability to interact and speak with us here. Having said that, our job is to facilitate and pollinate your dreams– not to interfere or be a part of them. And I certainly cannot allow a dreamer to cross over into the Nightmare Zone. So I’m afraid it’s simply out of the question.

Milee: But, I have to go! My sister would do it for me, and I have to start being brave like her. If you don’t let me go with you, I’ll just have to wake up and go back to sleep thinking really scary thoughts so I’ll have a nightmare, and then I’ll be alone, and that’s way more dangerous than going over there with the Bees, isn’t it?

As the Queen grapples with this little girl’s intelligent logic, Milee suddenly remembers the picture she was drawing at school, and the moment it pops into her mind, the picture appears in the sky above them: the Quarter-Moon-Raccoon-Hot Air Balloon.

Everyone is amazed –

Milee: We can float over there in this! That way, we'll be safe from all the scary stuff on the ground!

The Bees are impressed with her imagination— especially the Queen, who wonders: What is the function of the quarter-moon-racoon part of your hot-air balloon?

Milee: Oh, sorry. It doesn't do anything. I just think a lot in rhymes. But I'm trying to quit.

Queen: Why would you apologize for having a wonderful imagination? And why in Dreamland would you try to quit such a beautiful habit?

Milee explains that she has to abandon all the things that make her a target for bullies and act like everyone else at school so that her sister doesn't always have to rescue her. Then BuzzBee has to explain to the Queen what "bullying" is:

BuzzBee: It's not something children dream about. It's exclusively a Nightmare thing.

The Queen has a very strong feeling about this girl. So she decides to take a chance. She will green-light this mission, as long as Milee promises to stay in the balloon, and heed all warnings from the council of experts... Milee thanks the Queen, promising she won't let down the realm.

— *Back to The Nightmare Zone* —

#2 delivers Lord Dung's message to the beetle battalion, "Crank up the menacing..." but he's doing it half-heartedly. It's obvious he's just going through the depressing motions of his horrible job, but he has to pretend to love it so Lord Dung doesn't find out who he really is. Poor #2, feels like there's something wrong with him. He takes no joy or pride in his job to keep the Nightmare Zone as bad and terrifying as possible.

Song: *Why can't I be happy being bad? I should be so glad to be mad, but instead I'm sad being sad...*

As soon as #2 is out of view of the battalion, he pulls out a tiny MP3-player from his boot, and plays:

Song: *Good Times/Bad Times by Led Zeppelin*

#2 is revealed to be a secret, rock n roll-loving drummer! He uses his six legs to keep perfect time with John Bonham's famous kick drum triplets. The truth is, #2 steals every moment he can to rock out whenever he's alone. He's got the volume cranked so loud, he doesn't hear Makenna running past him –

– Makenna calls after her father as she rushes to catch up to him. She can't understand why he doesn't hear her! Suddenly, she's surrounded by a frightening pack of menacing MadBadFogDogs, baring their teeth at her.

Makenna is scared— but you wouldn't know it by the way she faces the pack, points at Snarky, and tells him to “sit!”

Against their will, Snarky and his pack of MadBadFogDogs obey her command. Snarky is stunned! No one has ever faced him like that with such confidence & courage! He lunges at her & growls: Who do you think you are?

Makenna has had way too much practice dealing with bullies. So she confuses Snarky with a friendly tone: Nice to meet you. I'm Makenna. What's your name?

Snarky is thrown completely off balance. He composes himself and growls at her: I'm Snarky the Assassin, Leader of the MadBadFogDog pack!

Makenna: Cool name.

Snarky: Hey, why aren't you scared?!

Makenna: (sarcastically) Oh, I am! I'm super scared! Really.”

Snarky is gobsmacked! No kid has ever spoken to him like that. Actually, no kid has ever spoken to him at all because they're always too scared! As Snarky grapples with his existential crisis, Makenna sees an opening for her escape, Bye Sigma. Gotta go! She runs off to find her dad again...

Snarky is so astonished and confused by this girl's courage, he decides to follow her at a distance...

— *Back to Dreamland* —

The Queen gathers with the whole apiary to watch Milee & the Bees launch the Hot-Air Balloon. BeeBee is terrified as they drift toward the Nightmare Zone border...

— *The Nightmare Zone* —

Lord Dung is gleefully watching a teenage boy's nightmare from his dung heap— thrilled to see the boy's fear leaving so much fright-debris behind as he runs from a 12-foot Monster wearing a football uniform...

Meanwhile, Milee, Beauty & the Bees cross over into the Nightmare Zone, scanning the terrifying landscape...

On the lookout for Makenna, they see the same teenage boy being chased by the football monster.

Milee: Look, there's a kid having a nightmare!

BeeBee: Let's see if this works...

BeeBee & BeesKnees fly down to the boy. Luckily, the Football Monster doesn't even notice them. The Bees give the kid a little sting that tickles, and his expression goes from terror to joy as he disappears! It worked!! BeeBee is amazed and relieved. BeesKnees knew it would work. She's in awe of him.

— *Back to Dreamland* —

The Queen and the Bees wait nervously. *Suddenly..* the teenage boy who was stung out of the Nightmare Zone pops up in Dreamland sliding down a waterfall into a crystal clear pond, laughing with joy. The whole hive *buzzes* with cheers! It worked! The worker Bees fly over to pollinate the boy's dream, and he goes back to earth.

— *Back to The Nightmare Zone* —

#2 looks up, astonished to see a strange sight. A beautiful Hot-Air-Balloon with a Quarter-Moon-Racoon floating overhead. He knows he should immediately alert Lord Dung, but he's mesmerized by the whimsical joy of what he's seeing. After a moment, he feels liquid leaking from his eyes, unaware that he's crying tears of joy...

In the Balloon... BeeBee sees the Tower of Venom coming into view. He warns Milee, Remember to steer clear of the Tower. Milee suddenly realizes: Uh-oh! I should've dreamed up a steering wheel! BeeBee & BeesKnees look at each other, now what?!

Snarky continues to follow Makenna at a distance as she continues to look for her dad.

Then Makenna sees someone crouched on the bank of the Ghastly River of Crocodile Shivers. She rushes over to see it's Mean-Girl Kelly, staring at her reflection & she's crying hysterically. The river is showing her what she looks like on the inside, and it's hideous!

Makenna tries to talk to her, but MGK is so mesmerized by the ugly truth of her inner-self, she's unable to acknowledge her.

Meanwhile...

#2 approaches Lord Dung: Sir, I'm here to report a strange object has entered the Nightmare Zone air space.

DUNG: What is it?!

#2: Well sir, it's unclear. It floats and it's... beautiful & joyful. Frankly, it looks like a smile.

DUNG: What?!! Beauty?! Joy?! Smile?! We don't tolerate those things here! Don't just stand there, send a horde of Dung-Dung Dragon Roaches into this kid's nightmare, NOW! And after they terrorize the kid, have them destroy that terribly beautiful thing!

#2: Well, sir, it didn't come from a child's nightmare. Unfortunately, it floated into the Zone from Dreamland. Lord Dung is furious! If the Queen of Dreamland authorized this joyful, gently-floating thing of beauty to invade his airspace, *this* is grounds for WAR!!

Meanwhile... the balloon is drifting dangerously close to the Tower of Venom – close enough for Milee & the Bees to see there's someone inside– now she's waving at them! BeeBee & BeesKnees look at each other, thinking the same thing– it's Ms. Library! She's alive! They flap their wings as fast as they can to create enough of a breeze to approach the tower...

Milee tosses the rope to Ms. Library, but she misses it! The rope falls into the mouth of one of the SlitheringViperVermin guarding the base of the tower! Suddenly, Milee feels the balloon being pulled downward. The ViperVermin is trying to pull the balloon down to the ground! Milee tries to yank the rope back– but it’s no use! The ViperVermin is too strong. –So BEAUTY leaps from the balloon, and lands right in front of the ViperVermin, who are so startled by this brave, ugly, little barking dog– the rope drops from its mouth!

Milee yanks the rope up just in time, and the balloon rises back up. She tosses the rope to Ms. Library, and this time, she catches it! Ms. Library swings safely into the balloon. The Bees flap their wings to create wind to drift away.

But what about Beauty!? Milee looks down to see her running ahead of them! She barks at Milee to follow her. Then Milee realizes Beauty is running toward the sound of Makenna’s voice!...

Meanwhile back to the Ghastly River of Crocodile Shivers... Makenna finally gives up trying to help MGK who is still so paralyzed by her hideous reflection, it’s all she sees. But when Makenna turns to go, she sees 2 huge crocodile swimming up the river toward them! She can’t just leave MGK to be eaten, so she jumps into the mud to pull her out.

But then MGK sees Makenna’s reflection in the river, and she screams with envious fury over how beautiful her reflection is!

Makenna: C’mon Kelly! We have to get out of here!!

MGK is so consumed by anger and jealousy, she can’t stop staring at Makenna’s beautiful inner-self next to the hideous reflection of her own. The Crocodiles are getting too close! Makenna has no choice but to crawl back onto the riverbank. When Makenna’s reflection disappears, MGK sees the crocodiles fast approaching. She tries to move, but she’s stuck in mud!

Makenna turns to Snarky: Help me pull her out!

Snarky: My job is to scare you, not help you.

Makenna quips: Well, you’re not very good at your job!

Snarky is stunned as Makenna steps back into the mud to save this mean girl. Just as one of the Crocodiles is about to chomp down onto MGK– she screams–and disappears! The crocodiles slither away...

Makenna is baffled. Where'd she go?!

Snarky is forbidden from revealing the truth about the Nightmare Zone, but for some reason, he blurts out: The mean girl just woke up.

Makenna: What are you talking about?

Snarky: This was her nightmare.

All at once, Makenna realizes she's having a nightmare too! Then it hits her. That's why her dad kept disappearing! She remembers, he's gone for real! She bursts into tears. Snarky watches her with a feeling he doesn't understand. And when Makenna tries to get up, she can't! Now she's stuck in the mud! She asks Snarky for help: Snarky, please, tell me how to wake up!

Snarky doesn't want her to go. He's overcome by these painful new feelings he's never felt before. He has no idea it's called –empathy.

Just then– Makenna sees Beauty running toward her, barking a fierce warning at Snarky.

Makenna is so happy to see her: Beauty?! I can't believe you're here!

Snarky watches in disbelief as this fearless little dog pulls Makenna out of the mud with the strength of 5 dogs.

Snarky is so baffled by Beauty. He asks her: How did you do that?

Beauty doesn't know. She simply shrugs and says: I love her.

Snarky has no idea what love *is*. He wants nothing more than to ask Beauty, but he's dumbstruck, watching, with longing, as Beauty jumps into Makenna's arms, licking her face.

Suddenly, Milee's voice is heard –

Milee: Makenna!!

Makenna can hardly believe it; her little sister is rescuing her?!

Just as the Bees fly down to sting Makenna & Beauty back to Dreamland, Snarky sees Ms. Library in the balloon, snapping him out of his dreamy confusion. He crouches down in front of Makenna and growls so fiercely, his eyes glow red: You aren't going anywhere.

BeeBee & BeesKnees back off– terrified.

Then suddenly, Milee starts to sing: (*song tbd*)

Snarky is stunned! He's never heard music before...

BeeBee notices Milee's song is putting the MadBadFogDogs into a peaceful trance. So BeeBee & BeesKnees take this opportunity to sting Makenna & Beauty back to Dreamland, then they quickly fly back up to the balloon.

Snarky is pulled out of his dreamstate as the balloon drifts away. He follows them, furious and disoriented...

Ms. Library is so impressed with Milee: That was amazing. But, how did you know it would work?

Milee: Oh, I didn't. I just sing when I'm scared and sad and nervous, and I also sing when I'm happy and excited, and also bored, and sleepy too. Actually, I just sing all the time. My Uncle Eyebrows taught me when I was little.

Ms. Library: Uncle Eyebrows must be a very wise man.

Milee: Oh, he is! He's wise and kind.

BeesKnees looks at BeeBee: You did it!
He smiles shyly: We did it.

That's when BeesKnees notices BeeBee's wings look much bigger than they did a moment ago. It must be all the courage & good deeds turning weakness into strength!

And while BeeBee is noticing that– BeeBee is noticing: the Nightmare Zone has expanded. If it expands all the way to the Meant-to-Bee-Tree, Lord Dung will realize his greatest nightmare– of taking over Dreamland, so no one will ever dream again!

Suddenly... 2 enormous DungDungDragonRoaches appear flying toward them. The Bees flap their wings as fast as they can, but they are no match for these creatures' giant wing-span. BeeBee & BeesKnees look at each other– terrified! There's no way they'll make it across! But then–suddenly, the balloon speeds up, flying 10x faster... but how?!

It's Snarky!! He's running with the rope in his mouth, and pulling them toward the border! The moment the DragonRoaches try to cross the border– it's like they've hit an invisible wall. They screech in pain, fall to the ground, and crawl away as Snarky pulls the balloon safely into Dreamland.

Suddenly aware of what he's done, Snarky lets go of the rope. He watches sadly as the balloon drifts away, until it's out of view.

Snarky is so confused by his own actions. Why did he do that?!?

And then he becomes aware of the extraordinary beauty of the realm. Then Snarky has a *Flashback* to the first time he was ordered to cross the border to kidnap Ms. Library– and he realizes, even though he was there for less than a minute, he felt the same thing then too! just like he's feeling he's having now– with all of his senses. The sun is shining and a warm breeze is delivering all the scents of life to his nose. He suddenly wishes he could stay here forever– a feeling that quickly terrifies him! So he turns and runs back! And as soon as he reenters the Nightmare Zone, a deep sadness hits him like a wave. He looks back one last time, and says quietly to himself: At least now I know what love is.

Song: *'Love is a terribly wonderful thing' a horribly lovely, and sadly happy thing'*

As Snarky makes his way back to his pack, sadness & longing turns to ANGER. He growls to himself: Love is a terrible thing! Knowing about it, but never having it is the worst thing imaginable. And now Snarky wants revenge!

— *Dreamland* —

The Balloon lands near the honeycomb palace as the entire realm welcomes the heroes with cheers.

The Queen is so happy to see Ms. Library! She's alive! She thanks Milee & the Bees for their creativity & courageous service to the realm and for rescuing her dear friend whom she thought was gone forever.

In return, the Queen gives Milee a special gift: When you wake up from this dream, you will remember it. And you will want to embrace your creativity & imagination, and never allow anyone to make you feel ashamed of it ever again...

The whole realm cheers as the Bees send Milee back to earth, a hero.

The mission was more successful than they could've imagined. The realm celebrates BeeBee & BeesKnees as the heroes of Dreamland.

BeeBee doesn't want to be a buzz-kill, so he decides he's going to wait until the celebration is over to tell the Queen about the expanding Nightmare Zone.

Meanwhile, the Queen invites Ms. Library to the honeycomb palace, thrilled to be reunited with her after so many years.

Queen: I never thought I'd see you again. We can finally create the magical musical realm we spoke about before you were tragically taken.

Ms. Library's expression goes dark: Your majesty, perhaps you were too young to remember. But, I was not taken from the realm that day.

The Queen doesn't understand. Ms. Library explains what really happened...

— *Flashback to the events* —

Ms. Library (V.O.)

All of the music you remember hearing me sing in the realm was written by my other half: Melodius. On that day, when I was singing at the Meant-to-Bee Tree, the leader of the MadBadFogDogs, Snarky, came and took my beloved Melodius. And I have not sung a single note since. When they dragged him across the border, I followed them all the

way to the Tower of Venom. I watched the Emperor lock my love in his dungeon where no one could ever hear his music. And when I tried to join him, they locked me in the tower high above, where I have been doomed, all of these years, so close to my beloved Melodius, yet too far to hear his song. You see, without my Melodius, I am nothing but a poet. I am lyrics without music. Please understand; I am grateful to have been rescued, but I cannot stay. I must return to the Nightmare Zone to be near my Melodius, even if I am doomed to live in silence.

The Queen is heartbroken, and more determined than ever. So the Queen declares a dream of her own and issues another royal decree:

“We will plan another mission. We will rescue Melodius and we will return him safely to Dreamland. And then, together, we will build the Land of Lullabies”

Song: *In the Land of Lullabies* [CLICK FOR AUDIO](#)

— *Back to The Nightmare Zone a “to be continued” scene* —

#2 dreads having to tell Lord Dung that 2 kids were pulled from the Nightmare Zone today, and worst of all, that beautiful, joyful flying thing that invaded the Zone’s airspace? That thing rescued Ms. Library from the tower and escaped back to Dreamland where she is now under the Queen’s protection.

As Lord Dung rants & raves about this terrible news, we move down through his dung heap, and underground...where a faint, beautiful melody is heard, growing louder and clearer as we reach the Dungeon of Doom, to find Melodius, still making music for his beloved Ms. Library.

— *End of LOL I* —

LOL II

When Lord Dung learns the Meant to Bee Queen is building The Land of Lullabies, he declares war on Dreamland. BeeBee, BeesKnees & Ms. Library plan another dangerous mission to the Nightmare Zone to rescue Melodius, while all the Bees in Dreamland fortify the border with honeycomb walls. As the Queen prepares the realm for war, Milee arrives, dreaming about “Giggle-Guns”. The Queen asks her if she can show the Bees how to build an arsenal. A Bee battalion enters dreamland, armed with giggle guns, and stun Lord Dung with hysterical laughter, capture him, and bring him to Dreamland, winning the war.

LOL III

With Lord Dung being held captive in the root cellar beneath the Meant-to-Bee Tree being tortured with kindness, the Nightmare Zone plunges into chaos. The Beetle Battalions, Fright Makers, and the MadBadFogDogs are paralyzed and confused by sudden freedom. Lieutenant orders Snarky to plan a mission to rescue Lord Dung, but when Snarky arrives in Dreamland, he defects, and refuses to complete his mission. Lieutenant has no choice but to venture into Dreamland, arriving during the grand opening of the Land of Lullabies. His secret love for music can no longer be contained and he asks to join the rhythm section. The lack of Nightmares and the beauty, love and music in the realm causes Dreamland to naturally spread and over-take the Nightmare Zone, and the children of the earth start dreaming again.