

AS RECORDED C D K
February 13 / 2013

Distribution:

Production:

Devon Cody
Meghan McCarthy
Jayson Thiessen
Ashley Irving-Scott

The HUB:

Donna Ebbs
Carin Davis
Tegan Molloy
Laurence Braun
Patrick Callan

Hasbro Studios:

Stephen Davis
Michael Vogel
Brian Lenard
Kathy Page
Robert Fewkes
Sophia Hussain

Hasbro Brand:

Mark Wiesenbahn
Matt Mattus
Valerie Jurries
Donna Tobin

* PICKUP: • Applejack +
Rainbow Dash > 01/18/2013

• Twilight

MY LITTLE PONY IV
"Bats!"

Episode 407

Written by: Merriwether Williams

Locked Polish: November 7, 2012

Polish draft: October 26, 2012

2nd Draft: October 17, 2012

1st Draft: Sept 19, 2012

Outline: July 30, 2012

Premise: July 17, 2012

TEASER

EXT. SWEET APPLE ACRES - DAWN

Applejack stands in front of her orchard in the dark

1 2 3
APPLEJACK
Any minute now...

The sun creeps over the horizon. In the distance, a ROOSTER
<SFX: CROWS.>

Applejack leaps high in the air and rears up in excitement.

3 4 5
APPLEJACK (CONT'D)
Yee-haw! It's officially apple
bucking day!

She gallops toward her orchard and down a row of apple trees.

3 4
APPLEJACK (CONT'D)
Look at all those apples! Ripe and
juicy. Perfect for bucking!

6
AJ approaches the first tree in the row and gives it a good,
swift kick.

IN SLO-MOTION, the shiny red apples come falling out of the
tree.

ON AJ'S SMILING FACE as the apples fall all around her. She's
in apple nirvana.

ON THE APPLES as they hit the ground and in SLO-MO crack in
half.

5
APPLEJACK (CONT'D)
What the heck is going on?

Mortified, AJ bends over to take a closer look.

ON APPLE - it's innards shrivelled, as if all the juice
inside had been sucked out.

Applejack's eyes grow wide.

6
APPLEJACK (CONT'D)
The Vampire Fruit Bats. They're
back!

END TEASER

ACT ONE

EXT. SWEET APPLE ACRES - A LITTLE LATER

Twilight, Spike, Rarity, Rainbow Dash, Fluttershy, and Pinkie Pie are gathered around an upset Applejack who paces back and forth in front of her friends.

78 (9) APPLEJACK (CONT'D)
Attention! This is a Sweet Apple
Acres code red. I need all
hooves...

(noting Spike)
...and claws on deck.

8 RARITY
Calm down, Applejack.

9 APPLEJACK
Calm down?! How can I be calm at a
time like this? Vampire Fruit Bats
are attacking Sweet Apple Acres!
Look!

AJ points to the ground where dozens of apple cores lay
scattered around.

10 TWILIGHT
But I thought the fruit bats
usually stayed put in the West
Orchard.

11 APPLEJACK
The fruit bats do, but these aren't
just your every day ordinary fruit
bats. They're VAMPIRE fruit bats.
Come around once every 20 moons or
so to wreak havoc.

(then)
I'll be durned if they think
they're gonna sink their fangs into
my blue ribbon apple.

AJ unveils a GIANT APPLE, hidden underneath a canvas sheet.

11A PONYES
<AMAZEMENT WALLA>

11B APPLEJACK
This here's our entry into the
Appaloosa State Fair's Produce
Competition. A competition mind you
that Sweet Apple Acres has won
every year since its inception.
(MORE)

79

APPLEJACK (CONT'D)

You know how much TLC goes into
gettin' an apple to grow like this?

11C RARITY

Applejack, when you go big, you
really go big.

11D APPLEJACK

Them Vampire Bats want to shrivel
it up like a raisin.

AJ re-covers the giant apple with her canvas sheet and takes
a defensive stance in front of it.

11E FLUTTERSHY

I'm sure if we just let them know
how special that particular apple
is to you, they'll leave it alone.

11F APPLEJACK

Yeah, right. Be my guest.

She gestures to a nearby tree. Fluttershy slowly approaches
it. She looks up into the tree. We hear <STRANGE SLURPING
NOISES> coming from its branches.

11G FLUTTERSHY

Um, excuse me, Mr. Vampire Bat.

She quickly steps aside as a half-drained apple drops from
the tree and hits the ground where she once stood. Her gaze
returns to the unseen Vampire Fruit Bat in the tree.

11H FLUTTERSHY (CONT'D)

We were just wondering if, maybe
you wouldn't mind leaving that
really big apple alone?

We hear O.S. crazed <SNARLING NOISES>. Fluttershy returns to
her friends.

11I APPLEJACK

Well, what did he say?

11J FLUTTERSHY

Um, "yes".

Applejack reacts to the good news.

11K FLUTTERSHY (CONT'D)

...but it could have been "no".

Applejack reacts to the bad news.

17
11E-1
11J-1

106 110 111 112
11K FLUTTERSHY (CONT'D)
This is the first Vampire Fruit Bat
I've ever met and... well, it might
take some time for me to really
understand their language.

11L APPLEJACK
UH-huh. And in the meantime this
pest and his vermin friends are
gonna go after my prized apple, and
while they're at it every other
apple in the orchard. These
Vampire Bats are nothin' but a
bunch of monsters.

11M FLUTTERSHY
Monsters? That's a bit harsh, don't
you think?

11N APPLEJACK
No, I do not.

MUSIC UP as we DISSOLVE TO:

EXT. SWEET APPLE ACRES - VARIOUS

When AJ sings, all the other ponies follow her around,
hanging on her every word. When Fluttershy sings, they
immediately turn their attention to her.

11O APPLEJACK (CONT'D)
Those vampire bats will give you a
fright/Eating apples both day and
night/They rest for a minute, maybe
three/Then they're eatin' every
apple in your apple tree

WE SEE a VISION of a scary, horrifying looking bat in a
thought bubble above AJ's head.

11P APPLEJACK (CONT'D)
They don't care about nada, not a
thing no, nothin' / but bringin'
about an orchard's destruction.

11Q FLUTTERSHY
Now wait a minute there's another
side to this/If I did not defend
them I'd be remiss/ These bats are
mamas and papas too/and they care
for their young just like ponies do

FLUTTERSHY's VISION appears in a thought bubble above her head. With a happy, pastel-colored background, a super cute bat wraps its wings around two smaller bats.

As AJ and FS continue to sing, their THOUGHT BUBBLE VISIONS for the bats, follows them around the orchard.

11R APPLEJACK

Oh give me a break. You're being
too kind/To creatures who have a
one track mind/The orchard is not
their restaurant/But do they
ever think of what others may
want?/No, they don't. And that's a
fact/These Bats they just don't
know how to act.

11S FLUTTERSHY

I don't believe that's entirely
true./They are loyal to each other
Through and through/

11T APPLEJACK

They're big and ugly
and mean as sin/And look at the
trouble my trees are in

She gestures to the broken and drooping branches of her
trees.

11U FLUTTERSHY

But they help spread seeds
both far and wide

11V APPLEJACK

You see one comin'
you'd better run and hide.

11W FLUTTERSHY

At their feeding ground,
they sing as one

11X APPLEJACK

If you call that singing,
I'm a son of a gun

<SFX: BAT SCREECH>

11Y FLUTTERSHY

They help apple trees to grow
stronger and faster

11Z APPLEJACK
They've turned my life
into a total disaster.

On the last verse, the other ponies surround AJ, clearly on her side.

11[RARITY
Well I for one don't have a doubt/
these vermin must be stamped right
out

11\ RAINBOW DASH
I'll second that they've got to go/
These bats have got to hit the
road...

This time all, the ponies, except Fluttershy, join in.

11] APPLEJACK
Yes, it comes down to one simple
fact/ These bats they just don't
know how to act

11^ PONIES (EXCEPT FS)
Yes, it comes down to one simple
fact/ These bats they just don't
know how to act

SONG ENDS.

EXT. SWEET APPLE ACRES - PRESENT

The ponies are gathered in front of the barn.

35 RARITY
Sorry, Fluttershy, but I believe
Applejack has made the better
argument. These Vampire Fruit Bats
sound downright dreadful. The
sooner we are rid of them, the
better.

36 APPLEJACK
So let's get to roundin' 'em up so
that they don't destroy the rest of
my orchard.

37 PINKIE PIE
(ala Winter Wrap Up)
Fruit bat round up! Fruit bat
round up!

113 115
38 FLUTTERSHY

Um, excuse me, but what if instead of rounding them up, we let them have part of the orchard.

18 19 20
39 APPLEJACK

Give up part of the orchard? Have you lost your pest-lovin' mind?

40 FLUTTERSHY

They're only here because they're hungry. If we built a sanctuary for them, they could have their own apples to enjoy. After a while they could even help the rest of your orchard.

20
41 APPLEJACK

And how's that now?

115
42 FLUTTERSHY

The Vampire bats don't eat the seeds of the apples and when they spit them out they become even heartier than regular ones. They grow into even more productive apple trees.

21 20 117
42A
The group considers this for a moment.

16
43 APPLEJACK

Listen, Fluttershy, that sounds real nice and all, but every second we spend buildin' this so called "sanctuary" is a second they'll spend destroyin' orchard. If we don't act now the whole crop will be gone by tonight.

(then)

Maybe you don't remember what it was like the last time we had a Vampire Fruit Bat infestation, but Granny Smith has told me enough stories about it that just the thought of it gives me nightmares.

*use last read
from take 16

*
*
*

FLASHBACK TO:

EXT. SWEET APPLE ACRES - IN THE PAST

A younger GRANNY SMITH is walking down a row of apple trees, carrying a basket in her mouth.

*

22 (23) 44 APPLEJACK (V.O.)
...Granny says we lost a huge
section of the orchard that year.

Granny turns a corner and sees a large section of the orchard
that has been completely eaten by the Vampire fruit bats.
She looks up to see a Vampire Fruit Bat in a tree. It drops
a dry and shrivelled apple onto the ground in front of Granny
Smith who drops the basket in horror.

DISSOLVE TO:

118 added
44B
EXT. PONYVILLE TOWN SQUARE - IN THE PAST

There is a line of ponies carrying small silver buckets in
their mouths. They approach GRANNY SMITH who <SIGHS> as she
drops a single apple into each pony's bucket.

45 APPLEJACK (V.O.)
They had to ration out apples all
winter.

DISSOLVE TO:

EXT. MANEHATTAN - IN THE PAST

A similar line has formed on the city street. A pony handing
out apples has to turn away the last family in line because
his barrel is empty.

46 APPLEJACK
And Ponyville wasn't the only town
that felt the pinch. Lots of towns
in Equestria get their apples from
Sweet Apple Acres.

DISSOLVE TO:

EXT. SWEET APPLE ACRES - THE PRESENT

The other ponies are stricken by Applejack's tale.

47 RAINBOW DASH
What about cider? There was still
cider, right?

48 APPLEJACK
Not a drop.

22 (23)
49 RAINBOW DASH
No cider?! No cider?!
(then, to the others)
We need to round up these monsters
and we need to do it now!

APPLEJACK
If Granny wasn't with Apple Bloom
and Big Mac checkin' out our
produce competition in Appaloosa,
she'd be here tellin' us to do just
that.

*
*
*
*
*
*

50 TWILIGHT
I'm sorry, Fluttershy, but I think
Applejack is right. We can't risk
losing the whole orchard to the
bats while we try to create a
sanctuary for them.
(thinking aloud)
I just wish there was another way
we could convince them not to eat
them in the first place.
(then, brightening)
Maybe there is.

INT. LIBRARY - LATER

Books are strewn all over the floor and Twilight's friends
are gathered around her.

51 TWILIGHT
So there's good news and bad news.

119 (170)
52 PINKIE PIE
Good news first! Good news first!

53 TWILIGHT
The good news is that I've found a
spell that can get the Vampire
Fruit Bats to stop wanting to suck
the juice from the apples. But in
order for the spell to work...

24 abt
54 RAINBOW DASH
(eager)
Yes?

55 TWILIGHT
In order for the spell to work, I
need the bats full and complete
attention.

All eyes turn to Fluttershy, they know where this is going.

121 122 124
55A FLUTTERSHY
(gasp) Oh, no....

56 TWILIGHT
Fluttershy, I need you to do your STARE on the bats.

122
57 FLUTTERSHY
Oh, gosh, I don't know...

25 26
57A RAINBOW DASH
What's the problem? You've used the STARE plenty of times before.

122
57B FLUTTERSHY
Yes for self-defense. Or if somepony was in danger, but I don't like to use it except in dire circumstances.

27
57C APPLEJACK
Well, my apples are in danger. This circumstance is plenty dire to me.

58 RAINBOW DASH
Me, too!
(over-dramatic)
Think of the cider! Won't somepony please think of the cider!

123
59 FLUTTERSHY
I'm sorry, I just don't like the idea of taking away the thing that really makes the Vampire Fruit Bats... Vampire Fruit Bats. It just feels wrong.

59A TWILIGHT
But if we don't do this, there won't be any apples left for anypony here in Ponyville.
(then)
Doesn't that feel wrong too?

All of the ponies are now looking at Fluttershy, waiting for an answer.

ON FLUTTERSHY'S ANXIOUS FACE we...

END ACT I

ACT TWO

EXT. SWEET APPLE ACRES - PRESENT

BACK ON FLUTTERSHY, still torn over what to do. The other ponies surround her, waiting for an answer.

28 29 61 APPLEJACK
So what's it going to be
Fluttershy? Will you do your STARE
on the bats or not?

Fluttershy looks to her friends who eagerly await her response.

125 126 62 FLUTTERSHY
Um....um....um....okay, I'll do it.

129 130 63 RARITY
Good choice, dear. I knew you
wouldn't side with those icky bats.

126 64 FLUTTERSHY
(quietly)
They're not icky.

28 29 65 RAINBOW DASH
First round of cider's on me!

31 32 33 28 66 APPLEJACK
Hold it right there. We gotta round
up these beasts with wings first.
Time's awastin'!

EXT. SWEET APPLE ACRES - VARIOUS - BAT ROUND UP

AJ leads the others out into the orchard. She STOPS and looks around, trying to spot the bats.

29 67 APPLEJACK (CONT'D)
Hey, where'd they go?

125 126 68 PINKIE PIE
I don't see any bats, anywhere!

Suddenly a bat flies out of nowhere and SLAPS into Pinkie's head. BOING!

127 128 69 PINKIE PIE (CONT'D)
I stand corrected!

She falls down to the ground. THUD!

29 70 RAINBOW DASH
There it is! He's an ugly one
alright.

Rainbow Dash points to an extremely creepy looking bat hanging from a nearby TREE. It flies down to the ground near the ponies to sink his fangs into a fallen apple.

28 29 30
74 APPLEJACK

Look, everypony surround him. We've got him cornered.

The ponies all surround the bat.

34 RD+ AS 24/25/26
131 PP Now!
75 APPLEJACK (CONT'D)

75A All the ponies DIVE into the middle and eat DUST. The bat flies away, unscathed.

76 APPLEJACK (CONT'D)
Don't let him get away.

Cue montage music: UPBEAT

Series of gags/beats around the farm of the ponies trying to round up the bats.

1) Rainbow Dash acts like a classic cattle herder. She weaves clouds together to ultimately form a rope and then a CLOUD LASSO. Once the CLOUD LASSO is made she "throws" it around the creepy bat and pulls the lasso tight. *

2) AJ puts an apple shaped bow in Pinkie Pie's hair. Pinkie Pie pops up here and there in the trees and soon she is leading a bat behind her, piper style. *

132 133
76A 3) Rarity dons a crazy huge "Outbreak" style of protective gear. She knocks a bat out of a tree and it falls on her head. Rarity screams, "Ewww" as she runs around, trying to shake the bat off her head.

4) Spike stands at the bottom of a tree, looking up at a vampire bat. He shakes his fist at them

77 SPIKE 134 135 136
You vampire bat...you come on down now. Do you hear me? If you don't come down here...well, I'll be forced to climb that tree and then you'll really be in trouble.

The vampire bats just stare at him blankly.

78 SPIKE (CONT'D)
Okay, if that's the way you want it.

Spike tries to climb the tree, but the trunk is too wide to get his arms around and he just ends up sliding down and landing with a <SFX: THUD.>

134 135
78A SPIKE (CONT'D)
(groan)

The vampire bats SMIRK at Spike. A second later, Rainbow Dash ZOOMS through the air and lassos them with another CLOUD LASSO.

35 36
79 RAINBOW DASH
Gotcha!

RD pulls them OS. Spike comes to and notices that all the bats have gone.

He stands, dusts off his paws, congratulating himself.

80 SPIKE
Looks like I took care of them.

EXT. SWEET APPLE ACRES - LATER

All of the bats are now rounded up, hovering in a group nearby the ponies. RD flies around, herding the bats so they stay in one area.

30
81 APPLEJACK
Good work everypony - I think we got them all.

139
81A
A vampire bat tries to escape, but Rainbow Dash quickly and expertly LASSOS him back down toward the group.

Fluttershy WINCES and turns away when Rainbow Dash LASSOS them.

37
82 RAINBOW DASH
And don't worry about them getting away, I got that covered.

Applejack turns to Fluttershy.

83 APPLEJACK
Now all we need is for you to do your STARE.

140 141 aut
84 FLUTTERSHY
(still unsure)
Um...well I... are you sure I really need...
(off her friends' looks)
(MORE)

FLUTTERSHY (CONT'D)

Okay.

(to bats)

I really, really, really hate to do this to you. I just hope you can forgive me.

The vampire bats stare at her blankly before FS musters up her courage and does the STARE them.

INTERCUT BETWEEN FS's STARING eyes and the Bats eyes - circles ring around the eyes. A few even try to look the other way, but they can't.

Their eyes are transfixed, but their mouths still hang open, revealing their fangs.

35 37 38ab
84A APPLEJACK
Good. Now you go Twilight...

84B TWILIGHT
Alright.

Twilight aims her horn toward the bats. It GLOWS and with some concentrated effort a WAVE OF RED LIGHT passes over the bats and they instantly close their mouths and appear more docile.

Twilight's horn stops glowing.

85 TWILIGHT (CONT'D)
You can stop staring, Fluttershy.

Fluttershy stops doing the STARE.

86 SPIKE
Did it work?

35 37 38
87 APPLEJACK
Only one way to find out for sure.

Applejack offers the vampire bats a ripe, juicy apple, but the bats just ignore it. In fact, one of them literally sniffs the apple and turns up his nose at it.

88 APPLEJACK (CONT'D)
Whoo-ee! My crop is saved.
Yee-haw!

35 89 RAINBOW DASH
We'll be drinking cider all winter long!

39 (40)

91 APPLEJACK
I want to thank you for your help.
I couldn't have done it without
you.

143 144 (145)

92 SPIKE
Don't mention it, Applejack. It was
my pleasure, really.

The ponies all look at Spike like he's crazy.

(41)

93 APPLEJACK
I mean I want to thank ALL of you
for helping. Everypony helped.

94 SPIKE

Sure, we all chipped in. Just some
of us more than others.

(112)

95 RAINBOW DASH
You're right, Spike.

She drapes her hoof around his shoulder.

96 RAINBOW DASH (CONT'D)

I don't know how we would have
managed without you. *use 2nd read from
take 42.

Every pony smiles.

96A APPLEJACK

Now all we gotta do is sweep up
these cores so I can start bucking
fresh tomorrow morning.

They all move off except for Fluttershy who stays behind,
eyeing a juicy red apple.

Her lip curls up just the tiniest bit.

EXT. SWEET APPLE ACRES - DAWN

AJ bursts onto the scene, trotting happily toward the
orchard.

44 (45)

97 APPLEJACK (CONT'D)
Apple bucking day, take 2. Time to
collect those juicy sweet apples.

She bucks her first tree.

SMASH CUT TO:

AN APPLE, DRY AND SHRIVELLED.



WE PULL OUT TO REVEAL the ponies and Spike all gathered around it. They are all in shock, mouths agape.

98 TWILIGHT
(in disbelief)
The spell didn't work.

44 45
99 APPLEJACK
Yar durn tootin', the spell didn't work. I think we're going to have to take more EXTREME measures.

100 RAINBOW DASH
I hear ya', Applejack. Come on, everypony, let's track down those Vampire Bats!

Rainbow Dash leads the charge. The other ponies follow her across the orchard.

But soon she comes to a <SFX: SCREECHING STOP.> The rest of the ponies stop behind her, amazed by what they see.

ON THE VAMPIRE BATS, surrounded by apples. None of the apples have been sucked dry. The vampire bats aren't eating them.

101 APPLEJACK
Wait a minute...

101A
AJ offers one of the bats another apple and he sniffs it and turns up his nose at it again.

102 APPLEJACK (CONT'D)
I don't think these bats are the ones that sucked my apples dry.

103 RARITY
But if the vampire bats aren't eating your apples...

104 TWILIGHT
...who is?

105 APPLEJACK
You mean there's something else that's poaching my apples?

107 TWILIGHT
Fluttershy, you're our animal expert. Do you know of any other creature that might be capable of this?

108 FLUTTERSHY
I'm sorry. I don't.

109 TWILIGHT
Well, there's only one way to find
out. We'll have to catch whoever
it is in the act.

112 RARITY
And how do you propose we do that?

Twilight's eyes narrow.

113 TWILIGHT
A stake out.

EXT. SWEET APPLE ACRES - LATER - SUNSET

The ponies and Spike have gathered around Twilight. Behind them a blood red sky as the sun begins to set.

114 TWILIGHT
It's nearly dark now...

114A RAINBOW DASH
(spookily)
...the witching hour...

An <SFX: HOOTS> in the distance.

114B FLUTTERSHY
Maybe we should just call this off.
I'm not sure about the rest of you
but I'm really... hungry.

She eyes an apple in the tree. One of her eyes begins to twitch. She shakes it off.

114C RARITY
Fluttershy, it'll be okay. Don't
forget, darling, we're all in this
together.

114D TWILIGHT
That's right. No pony leaves this
orchard until we solve this
mystery. Agreed?

115 PONIES
Agreed.

The red sun sinks below the horizon and now it's dark.

20 art
 13ab
 157 PP/PS/ PJ
 50 51 - art
 116 APPLEJACK

Does everypony have their pony signal?

Everypony NODS YES. Pinkie Pie retrieves a flashlight with her mouth and shines it up in the sky. (It's like the bat signal: only a pony)

155 159
 116A SPIKE

Pretty cool. But I like mine even better.

He turns on his flashlight to shine his "dragon signal" in the sky.

50 51 - art
 118 APPLEJACK

Now remember Pinkie Pie, only use the signal if you see something suspicious.

Pinkie Pie puts away her flashlight.

119 PINKIE PIE
 I got it. Something suspicious.

She looks around shifty-eyed. Her gaze falls on Fluttershy who is pawing at a nearby apple with her hoof.

119A PINKIE PIE (CONT'D)
 Whatcha doin?

119B FLUTTERSHY
 Huh?

Fluttershy realizes for the first time that she is stroking the apple. She quickly moves her hoof away from it.

124 APPLEJACK

Alright, now everypony split up. We'll each patrol our own row of the orchard. Whoever's destroying my apples has got to be here somewhere.

By now it's dark and the full moon is out. The moonlight on the trees cast eerie shadows across the orchard rows and across their faces.

The ponies all cast nervous sideways glances at each other as they split up, each taking her own row.

ON FLUTTERSHY, as she walks down her row, extremely nervous.

<SFX: ANOTHER OWL HOOT>

125 FLUTTERSHY

I have a bad feeling about this...a
really bad feeling about this...

She spots an apple hanging from a branch and is drawn to it.

125A FLUTTERSHY (CONT'D)

That apple... it looks...so juicy
and sweet...

She licks her lips.

ON PINKIE PIE, in her own row. She hears something fall from
a tree with a <SOFT THUD>.

125B PINKIE PIE

What was that?

She lets out a <GASP> and marches over to an apple core.

127 PINKIE PIE (CONT'D)

Looks like someone was enjoying a
midnight snack. Which makes me
very...

(excited)

Suspicious!

(even more excited)

It's pony signal time!

Pinkie Pie is about to turn on her flashlight when suddenly
she hears a <SCARY NOISE> which STARTLES her. With the
flashlight still in her mouth she <GASPS>.

ANGLE ON THE ORCHARD, there's no one there.

BACK ON PINKIE PIE

She opens her mouth to speak and a light shines out of it,
her pony signal cast on the ground in front of her.

127A PINKIE PIE (CONT'D)

Oops.

ON RARITY walking down her own row. She sees A DARK SHADOW
OVERHEAD out of the corner of her eye and turns around
quickly.

129 RARITY

Who's there?

The SHADOW PASSES OVER HEAD AGAIN.

1103 1106 1108
130 RARITY (CONT'D)

(nervously)

Oh, well, there's obviously no need to worry about that shadowy figure overheard.

The SHADOW PASSES over her again.

1106
130A RARITY (CONT'D)

Or maybe there is. I think I'll just go see how Rainbow Dash is doing.

She looks around there are ominous looking spider webs stretching between the tree branches.

1107
130B RARITY (CONT'D)

Ewww. Spiders. They're almost as creepy as bats.

The WIND picks up, SHAKING the branches. As the branches shake they seem to be reaching out for her mane.

1108
131 RARITY (CONT'D)

Eeek. My mane!

She backs away from them, slowly, right into a waiting GIANT SPIDER WEB.

132 RARITY (CONT'D)

Ahhhhhhh!

She gets all tangled up in the web. Spike arrives at her side.

1109
133 SPIKE

Don't worry, Rarity. I'll save you.

133A
Spike dives into the spider web, but gets completely caught up in it too.

ON RAINBOW DASH as she walks down her row.

<SFX: MORE OWL HOOTS AND WIND RUSTLING>

She sees A SHADOWY FIGURE AHEAD.

54 55
134 RAINBOW DASH
Who's there?

Nothing but the wind.

134A RAINBOW DASH (CONT'D)

Answer me, or you'll regret it!

More wind.

54 55 56
134B RAINBOW DASH (CONT'D)
Fine. Have it your own way...

She attacks the shadowy figure...

135 RAINBOW DASH (CONT'D)
...take that, you...you...you...

RD has a huge wrestling match, before WE REVEAL the shadowy figure to be just A SCARECROW.

136 RAINBOW DASH (CONT'D)
(embarrassed)
You scarecrow.

ON TWILIGHT, walking down her own row. The full moon lighting her way. Suddenly, A DARK SHADOW PASSES OVER THE MOON, leaving Twilight in almost total darkness.

ON HER FACE as she stares up at the shadow passing.

137 TWILIGHT
What is that thing?

An OWL <SFX: HOOTS> in the distance and Twilight is STARTLED by the noise.

Suddenly, the pony signal appears in the sky.

EXT. ORCHARD - A MOMENT LATER

A frightened Applejack is looking up into the trees. Twilight rushes up to her.

139 TWILIGHT
Applejack, what is it?

She points to the ground next to her. There is the DARK SHADOW of a HUGE BAT. She then gestures up.

Twilight looks up to the tree. Her jaw drops.

Hanging upside down from an apple tree is...

...FLUTTERSHY! Her now red eyes glow. Her face is covered in juice from the apples.

140 FLUTTERSHY
<HISS>



Fluttershy opens her mouth wide to reveal a scary pair of fangs before sinking them into a another apple and with a voracious appetite sucks out the juice.

Pinkie Pie arrives on the scene, gets one look at Fluttershy and <SCREAMS>. Her flashlight falls out of her mouth.

140A PINKIE PIE

Yay!

Back on Fluttershy who attacks another apple. She shoots threatening looks as she gorges herself on the fruit.

Another <HISS> as she squints her eyes as she is suddenly hit by the light of a flashlight.

WIDEN to REVEAL that Pinkie Pie is pointing her flashlight at Fluttershy.

140B PINKIE PIE (CONT'D)

Suspicious!

Cue climactic scary music sting!

END ACT II

ACT THREE

EXT. SWEET APPLE ACRES - SAME TIME

Rainbow Dash, Pinkie Pie, Rarity, and Spike have now joined Twilight and Applejack. They are all staring up at Fluttershy who is still plucking apples off the tree and gorging herself on them.

141 PINKIE PIE (CONT'D)

Fluttershy! Yooo-hoo! Fluttershy!

Fluttershy shows her fangs and....

142 FLUTTERSHY

<HISS>

143 RARITY

Uh, that's not Flutter-shy. That's Flutter-bat.

144 TWILIGHT

We've got to get her down from there.

AS (175) (176) (178) - art
145 RARITY
Fluttershy sweetie, please come
down. And do stop being a vampire
bat. ~~while you're at it.~~

Flutterbat just bites into another apple.

(175)
146 SPIKE
Everypony stand back.

Spike runs up to the tree and tries to climb it, but again,
his arms are too short and he falls to the ground in a
<THUD.>

(176)
146A SPIKE (CONT'D)
This just isn't my day.

Rainbow Dash flies toward Flutterbat (keeping her distance)

51 (55) (176)
147 RAINBOW DASH
Fluttershy! It's me Rainbow Dash.
Why don't you cut the bat act and
come on down?

Flutterbat narrows her red eyes and spreads her wings out
which are much bigger than Rainbow Dash's. They are starting
to transform into leathery bat wings. She leans toward RD in
a menacing way.

(176)
147A FLUTTERSHY
HISS!

(58) (176)
148 RAINBOW DASH
Whoa!

Rainbow Dash retreats and flies back down to her friends.

149 RAINBOW DASH (CONT'D)
Maybe we should just let her come
down when she's ready.

Flutterbat suddenly SWOOPS in a small circle around the
ponies. All eyes are upon her except for Pinkie Pie who
suddenly gets comically hysterical and runs in circles,
screaming.

AS (175) (176)
150 PINKIE PIE
(hysterical)
Flutterbat on the loose! Flutterbat
on the loose! Run for your lives!

151 TWILIGHT
Pinkie Pie, calm down.

"Flutterbat" completes her loop above them before landing and re-folding her wings.

152 TWILIGHT (CONT'D)
See, she's back on her branch.

153 PINKIE PIE
She's just biding her time. Waiting for the right time to pounce! Ahhhhh!

155 APPLEJACK
Pinkie Pie, bats don't eat ponies. Not even vampire bats.

156 PINKIE PIE
But maybe vampire ponies eat other ponies. I'm not taking any chances.

Pinkie Pie POPS down behind Applejack in hiding.

157 RARITY
How did this happen? That's what I don't understand.

158 TWILIGHT
I think that this was actually our fault.

159 RAINBOW DASH
Our fault?

160 APPLEJACK
How do you figure that?

Like a school teacher (or the Seinfeld episode where they traced the trajectory of Kramer's spit) Twilight uses her magic to draw a diagram in the air.

161 TWILIGHT
Okay, so this is me....these are the bats and this is Fluttershy doing her stare. The spell was supposed to go right onto the bats like this....

She uses her magic to draw a dotted line to the bats.

162 TWILIGHT (CONT'D)
But somehow the spell must have backfired.

She draws another dotted line toward a wild-eyed Fluttershy who is rabidly gorging herself on apples.

163 TWILIGHT (CONT'D)

It took the Vampire Fruit Bats
desire to be Vampire Fruit Bats,
and transferred that desire into
Fluttershy.

(then)

And by the looks of it, she's
gradually becoming more bat and
less Fluttershy.

The ponies react.

181 182 183 (184)

164 RARITY

Fluttershy was right. We shouldn't
have tried to take away what made
the Vampire Fruit Bats...Vampire
Fruit Bats. It backfired on us and
now Fluttershy is paying the price.

62 63 (64) 65

165 APPLEJACK

This is all our fault. We've got to
fix this.

166 TWILIGHT

C'mon! We'll reverse the spell and
make it right.

Pinkie Pie POPS UP from behind Applejack.

167 PINKIE PIE

Then what are we waiting for?!!
Let's save Fluttershy before that
thing eats us all!

Flutterbat spreads her wings and dive-bombs at her.

168 RAINBOW DASH

Hit the deck!

The ponies drop to the ground. Flutterbat narrowly avoids
Pinkie Pie, scoops up a nearby apple, then flies off deeper
into the orchard.

169 PINKIE PIE

Follow that bat!

The ponies give chase, deeper into the orchard.

EXT. SWEET APPLE ACRES - SOON AFTER

Applejack, Twilight, Rainbow Dash, Rarity, Spike, and Pinkie
Pie search the orchard for Flutterbat.

The huddle together, walking as a unit. The wind still <SFX: HOWLS> and the owls <SFX: HOOT>

169A RARITY
I can't believe we lost her.

170 TWILIGHT
Oh Fluttershy, where are you?

Flutterbat suddenly <SFX: WHOOSHES> down and grabs an apple off the ground.

171 RAINBOW DASH
There she goes!

Flutterbat disappears from sight, but we hear <SFX: LOUD SUCKING NOISES.>

All the ponies look up into the trees.

THEIR POV: An apple comes flying out of the tree toward their heads.

172 APPLEJACK * use last read or take 71
Look out!

The ponies all dive to one side or the other as the apple hits the ground and turns to dust.

173 PINKIE PIE
(to Applejack)
You were right. She eats apples, not ponies. There's no reason to be scared at all.

Pinkie Pie stands up. A second later Flutterbat <SFX: WOOSHES> past her and she drops to the ground again.

174 PINKIE PIE (CONT'D)
Or maybe there is!

Another apple comes flying into scene from above, hits the ground and turns to dust.

175 RAINBOW DASH
(to Applejack)
If she keeps this up, your whole crop will be gone in no time.

176 APPLEJACK
That's the least of my worries. I just want my friend back.

177 TWILIGHT

We'll never get her back unless we corner her and catch her so I can reverse the spell. C'mon!

Twilight leads the other ponies deeper into the orchard.

They see Flutterbat up ahead with her back turned to them, <SFX: SUCKING> on an apple.

178 TWILIGHT (CONT'D)

(whispers)

There she is. Get her.

The ponies (and Spike) all charge Flutterbat. They almost nab her, but at the last second Flutterbat <SFX: WHOOSHES> away and the ponies fall in a heap.

As they sit up we again hear <SFX: SUCKING> and an apple flies into scene and hits Rarity on the head, covering her with dust.

179 RARITY

(frozen with disgust)

There is. Apple dust. In my mane.

Spike does his best to wipe the dust out.

180 SPIKE

Don't worry, Rarity it still looks b...b...b...beautiful.

Rarity looks at Spike like, "Yeah, right."

181 APPLEJACK

(pointing)

There she goes.

The ponies once again charge forward, chasing Flutterbat deeper into the orchard. The deeper they go into the orchard, the spookier it gets.

Once again, they spot Flutterbat with her back turned to them.

182 SPIKE

I got this.

Spike runs as fast as his little legs will carry him up to Flutterbat who at the last second flies away, revealing a tree trunk behind her.

For the third time, Spike SLAMS into the tree trunk and slides to the ground with a <SFX: THUD.>

75 178A 178B 192 194 197 198 199 200 201 202a b

rest. + spike

178A

178B

192 194

197 198 199 200 201 202a b

76 a b

194

192 194

182A

The ponies catch up to Spike and pull him up.

183 RARITY
Are you okay?

Spike looks up into Rarity's face and reacts to her beauty.

184 SPIKE
(in love)
I'm better now.

185 TWILIGHT
This is no use. I don't think we'll
ever be able to catch Fluttershy.

186 RAINBOW DASH
Let me give it a shot on my own. I
can catch her.

Rainbow Dash flies into the air and puts on her full speed,
she easily catches up to Flutterbat and for a moment they fly
side by side.

186A RAINBOW DASH (CONT'D)
(to Flutterbat)
I'm just as fast as you.

Flutterbat <SFX: HISSES> at RD and puts on a burst of speed
(like the Road Runner) that literally leaves RD in a
tailspin.

But the moment RD rights herself, Flutterbat SWOOPS in and
upends RD from below (like Jaws). RD flips over and over
until she lands <SFX: CRASH> on the ground.

187 RAINBOW DASH (CONT'D)
(dazed)
Or, maybe not.

188 TWILIGHT
I think the only way we're going to
catch her is if we can find a way
to lure her closer to us.

189 APPLEJACK
But even if we can lure her to us,
how are we going to get her to stay
still long enough for you to do
your reverse spell?

190 PINKIE PIE
If only we had Fluttershy to do her
STARE on the Flutterbat...

203

186A-1

186A-2

in line

191 TWILIGHT
That's it!

EXT. SWEET APPLE ACRES - LATER

The ponies are gathered, ready for action.

192 TWILIGHT (CONT'D)
Does everypony know what to do?

All the ponies and Spike nod.

81 (82)
193 RAINBOW DASH
We're good to go.

194 TWILIGHT
Okay, let's do this. Let's get our
friend back. Action stations.

The ponies disperse to their "action stations."

ON APPLEJACK AND RAINBOW DASH as take the canvas sheet off
the giant apple and roll it out as bait.

(82)
194A RAINBOW DASH
So much for having the winning
apple at the Appaloosa State Fair,
huh?

Applejack <SIGHS>.

(83) (84)
194B APPLEJACK
First time Sweet Apple Acres won't
take home the blue ribbon.

Once the apple is in place, AJ and RD duck behind it, hiding
themselves from view. They hear a nearby <SFX: WHOOSH>

(82)
200 RAINBOW DASH
(whispers)
She's coming!

704 (205)
ON FLUTTERBAT as she comes swooping over to the apple. She
hovers next to it, staring greedily at the apple.

200
She licks her lips and opens her mouth to take a huge bite.

201 APPLEJACK
Now!

At the last second Applejack and Rainbow Dash kick the apple
aside, revealing a MIRROR held by Pinkie Pie, Rarity and
Spike.

Flutterbat STARES into the mirror at her own reflection
STARING back at her.

ON TWILIGHT as she fires up her horn. While Flutterbat
remains focused, Twilight casts the reverse spell.

ON FLUTTERBAT as the spell hits her. At first she gets THROWN
BACKWARD HARD. But then the magic starts to work. <SFX: MAGIC
BELLS>

Flutterbat starts to spin around, slowly at first and then
faster and faster. It's as if she is getting "unwrapped" from
the bat spell. The bat spell comes off her like strings of
yarn and floats away.

The more Fluttershy spins the more she becomes herself...

...until finally she stops spinning. She has completely
changed back to normal.

ON THE NEWLY TRANSFORMED FLUTTERSHY.

She looks around, confused.

202 FLUTTERSHY
Where am I?

Suddenly her friends surround her, rejoicing.

203 PONIES
Hooray! She's okay! We were so
scared.

AJ gives Fluttershy a big hug.

204 APPLEJACK
Thank goodness you're okay!

205 FLUTTERSHY
But what happened to me?

Pinkie Pie, as usual, POPS up out of nowhere.

206 PINKIE PIE
You turned into a vampire pony!

207 FLUTTERSHY
(mortified)
I tried to eat ponies?!

207A PINKIE PIE
Of course not.

210 211 212 213
 207B FLUTTERSHY
 (relieved) \$ \$
 So I wasn't a vampire?
 207C PINKIE PIE (213)
 Yes! 211
 207D FLUTTERSHY
 (nervously) \$
 "Yes," I was? Or "Yes," I wasn't? (213)
 207E PINKIE PIE
 Yes, you were! 211
 207F FLUTTERSHY
 But I didn't try to eat ponies? (213)
 207G PINKIE PIE
 Yes! 211
 207H FLUTTERSHY
 I did?! (213)
 207I PINKIE PIE
 No. 211
 207J FLUTTERSHY
 I'm confused. 211
 210 RARITY (211)
 Me, too, dear, and I was there.

210A TWILIGHT
 What's important is that you're okay now.

All the ponies nod in agreement and lean in for a group hug.

EXT. SWEET APPLE ACRES - THREE DAYS LATER

The ponies are putting the finishing touches on a brand new **VAMPIRE FRUIT BAT SANCTUARY**. The Vampire Fruit bats seem happy as clams inside their new home. *

Applejack "bucks" in the last nails of the structure.

88 89 211 APPLEJACK
 Fluttershy, I'm real sorry I didn't take your suggestion in the first place. Truth is I didn't want to give up some of my orchard for these bats. I just didn't like 'em.

87 PD1 AJ
 215 216 217 rest
 2106

218 (219)

212 FLUTTERSHY

They were only acting the way
they're supposed to.

ON A VAMPIRE BAT, sucking an apple DRY and SPITTING OUT an
APPLE SEED.

213 FLUTTERSHY (CONT'D)

And don't forget, now you'll get
seeds that will grow into even
bigger and better apple trees.

217 SPIKE

So Ponyville won't have a shortage
of apples after all?

218 APPLEJACK

No, sir. Looks like pretty soon
we're gonna have us a surplus.

219 RAINBOW DASH

Does that mean what I think it
means?

220 APPLEJACK

Yep. More cider too.

Rainbow Dash begins doing a crazy dance and pumping her
fists" in the air.

221 RARITY

Does anypony else get the feeling
that Rainbow Dash really enjoys
cider?

DISSOLVE TO:

INT. FLUTTERSHY'S CABIN - LATER

The ponies are gathered around their group journal. Spike
takes dictation from Fluttershy and Applejack.

222 SPIKE

Okay. Got the part about the
spell... Fluttershy turning into a
bat... Building the sanctuary...

223 APPLEJACK

Be sure to put in there that I came
to see that my short term solution
was a little short-sighted.

224 Spike nods and starts to write in the journal.

224 FLUTTERSHY

And that you shouldn't let anypony pressure you into doing something you don't think is right. Sometimes you have to tell even your closest friends, "no".

Spike writes this down as well.

Applejack and Fluttershy nod

225 APPLEJACK

Now how 'bout we celebrate our stronger than ever friendship with a nice, ripe juicy apple?

Applejack offers Fluttershy an apple.

Fluttershy stares at the apple, seemingly transfixed.

Her friends share concerned glances then, suddenly, Pinkie Pie POPS UP with obviously fake plastic fangs in her mouth.

226 PINKIE PIE

(like Dracula)

Stand back! I want to suck it's juice!

She tries to take a bite out of the apple, but her fake teeth remain stuck in the apple.

Her friends <GIGGLE> as we...

FADE OUT.

THE END

*