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\* Pickup: Applejack +  
Rainbow Dash > 01/18/2013

MY LITTLE PONY IV  
"Bats!"

Episode 407

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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  
4A  
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.

7 6 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 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 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.

12 12  
11A PONIES  
<AMAZEMENT WALLA>

11B 9  
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)

7 9

13

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.

10

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.

9

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.

\*  
\*  
\*

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.

\*

14

11H APPLEJACK

Well, what did he say?

11I FLUTTERSHY

Um, "yes".

Applejack reacts to the good news.

11J FLUTTERSHY (CONT'D)

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

Applejack reacts to the bad news.

17  
11E-1

11J-1

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.

18 19 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!

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?

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 PD  
42A

The group considers this for a moment.

18 19 20

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 15

\*  
\*  
\*

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:

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.

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 abel  
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.

55A FLUTTERSHY  
Oh, no....

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

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.

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!

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.

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

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

64 FLUTTERSHY  
(quietly)  
They're not icky.

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

28 31 32 33 all w/ rds  
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?

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

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

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.

75 APPLEJACK (CONT'D)

Now!

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 piper style.

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

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.

34 75A  
AJ

76A

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.>

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.

30  
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.

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

81A  
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.

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 38ab  
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 37 38ab  
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.

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

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

93 (41) 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.

(42) 95 RAINBOW DASH  
You're right, Spike.

She drapes her hoof around his shoulder.

96 RAINBOW DASH (CONT'D) \*use 2nd read from take 42.  
I don't know how we would have managed without you.

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.

43 (44) 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?

41a 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...

47ab (48)  
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.

114B-1  
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?

AS + RD - (49) (51) - all correct AS + RD  
115 PONIES  
Agreed.

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

50 51 - at caret

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)

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 - at caret  
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.

62  
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...

125A-18  
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!

127A-19  
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.

127B  
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.

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.

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.

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.

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.

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

**1331** 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.

51 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 30  
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>

140-1

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!

140A-1

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

140A-2

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.

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.

146 SPIKE

Everypony stand back.

**146A** 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.>

146A SPIKE (CONT'D)

This just isn't my day.

Rainbow Dash flies toward Flutterbat (keeping her distance)

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.

147A FLUTTERSHY

HISS!

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.

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!

59 (61) 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.

59 (61) 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.

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.

65 66 67  
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.

68 69 AJ  
168A

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.

70 71  
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 on 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.

72 73  
175 RAINBOW DASH  
(to Applejack)  
If she keeps this up, your whole crop will be gone in no time.

73  
176 APPLEJACK  
That's the least of my worries. I just want my friend back.

74 AJ+RD  
172A

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.

75 178A 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.

178B 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."

76 ab 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.

182A 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.>

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...

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!

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

200A 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.

207B FLUTTERSHY  
(relieved)

So I wasn't a vampire?

207C PINKIE PIE  
Yes!

207D FLUTTERSHY  
(nervously)  
"Yes," I was? Or "Yes," I wasn't?

207E PINKIE PIE  
Yes, you were!

207F FLUTTERSHY  
But I didn't try to eat ponies?

207G PINKIE PIE  
Yes!

207H FLUTTERSHY  
I did?!

207I PINKIE PIE  
No.

207J FLUTTERSHY  
I'm confused.

210 RARITY  
Me, too, dear, and I was there.

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

87 PD+AJ  
2106  
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.

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?

90 (91)

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...

93 94 95 96 (97)

223 APPLEJACK

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

223A

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. their approval.

Applejack and Fluttershy nod

225 99 (100)

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 vant 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

\*