**BATS!**

**Written by Merriwether Williams**

**Produced by Sarah Wall, Devon Cody**

**Story editing by Meghan McCarthy**

**Supervising direction by Jayson Thiessen**

**Co-directed by Jim Miller**

**Transcribed by Alan Back (**[**ajback@yahoo.com**](mailto:ajback@yahoo.com)**)**

Note: The on-screen credits of the original airing erroneously list Meghan McCarthy as

the writer.

Prologue

(*Opening shot: fade in to a tract of Sweet Apple Acres orchard land at sunrise, every tree fully loaded with fruit. Pan slightly to frame Applejack crouched on an overlooking hill.*)

**Applejack:** Any minute now…

(*As she tenses for action, the first morning rays wash over the orchard and a rooster’s crow makes itself heard loud and clear.*)

**Applejack:** (*rearing up*) Yee-haa! It’s officially applebuckin’ day! (*trotting among trees*) Look at all those apples—ripe and juicy! Perfect for buckin’!

(*The orange-tan hind legs come up and solidly make contact with a trunk, and a shower of apples in all colors tumbles down around her in slow motion. She lifts her head and forelegs, lost in the moment’s bliss, and lets one particularly red specimen drop toward her raised hooves. Normal speed resumes when it touches them, disintegrating into a spatter of pulp that ruins the farmer’s good mood in a heartbeat. In less time than it takes to say “puree,” shriveled apples rain down all around her.*)

**Applejack:** What the heck is goin’ on?

(*Overhead shot; she looks up with a shocked gasp.*)

**Applejack:** They’re back!

(*Zoom out and stop among the leaves. A bat-shaped silhouette flits across the screen, followed by a cloud of them dense enough to black out the view altogether.*)

OPENING THEME

Act One

(*Opening shot: fade in to a close-up of the belfry above the main Sweet Apple Acres barn. It is later in the morning, and the bell is ringing wildly. On the start of the next line, zoom out to a long shot that frames the barnyard, Applejack standing at the doors, and her five friends and Spike racing onto the property. The blond mare has cleaned the goop from her hooves.*)

**Applejack:** ATTENTION! THIS IS A SWEET APPLE ACRES CODE RED! I NEED ALL HOOVES—AND CLAWS—ON DECK!

(*They reach her and the bell stops ringing as she finishes.*)

**Rarity:** Calm down, Applejack! (*Applejack gets in her face.*)

**Applejack:** Calm down? (*backing her up*) How can I calm down at a time like this? Vampire fruit bats are attackin’ Sweet Apple Acres! (*She paces past Twilight Sparkle.*)

**Twilight:** But I thought the fruit bats usually stayed put in the west orchard.

**Applejack:** The fruit bats do… (*pacing a bit*) …but these aren’t just your everyday ordinary fruit bats.

(*She stops, the light around her going dim to leave her standing in an ominous spot.*)

**Applejack:** They’re *vampire* fruit bats! (*Start pacing; light comes up.*) I’ll be derned if they think they’re gonna sink their fangs into my blue-ribbon apple!

(*By the end of this, she has stopped by the fence, the edge of a tarp barely in view and covering something quite large. This is nipped and yanked away to expose said something as a tree bearing a single apple that is perhaps half a head taller than she is. The gargantuan fruit rests on the ground, its weight causing the tree’s upper portion to bend 90 degrees. It sparkles in the light, eliciting a round of appreciative responses from the others.*)

**Applejack:** This here’s our entry into the Appleloosa State Fair’s produce competition. (*She breathes on a patch of skin and polishes it with her tail.*) You know how much TLC goes into gettin’ an apple to grow like this?

(*Close-up of the spot as she finishes, pulling her tail away to expose the reflection of the approaching Rarity.*)

**Rarity:** Applejack! (*admiring her image*) When you go big, you *really* go big!

**Applejack:** Them vampire bats want to shrivel it up like a raisin. (*Fluttershy flies over to her.*)

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

**Applejack:** (*sarcastically*) Yeah, right. Be my guest.

(*The yellow pegasus beams at the suggestion, completely missing the tone of these words. Wipe to a stretch of bat-infested trees, the grass around their trunks littered with ruined apples; Fluttershy flies into view and lands in front of them.*)

**Fluttershy:** Um, excuse me? Mr. Vampire Bat?

(*Another wrecked fruit is thrown down, barely missing as it goes splat.*)

**Fluttershy:** We were just wondering if maybe— (*hastily*) —you wouldn’t mind leaving that really big apple alone?

(*Her best “pretty please” grin is met with dead silence for a moment, followed by a machine-gun barrage of apple seeds spat into her face. Fluttershy gallops away with a shudder; cut to her returning to Applejack, a few seeds stuck in her mane.*)

**Applejack:** Well? (*Fluttershy wipes herself clean.*) What’d he say?

**Fluttershy:** Um, yes.

**Applejack:** (*smiling*) Huh?

**Fluttershy:** But it could’ve been a no. (*Applejack groans disgustedly.*) 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.

**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 buncha monsters!

**Fluttershy:** (*taken aback*) Monsters? Oh, that’s a bit harsh, don’t you think? (*Applejack gets in her face.*)

**Applejack:** No, I do not.

***Ominous woodwind/string melody with chimes and timpani, moderate 4 (B flat minor)***

(*The camera swivels quickly behind the pair to frame the trees they are both looking at, and the bats filling one of them scatter into a red-eyed swarm. One swoops toward the camera and up/away; behind it, the trees become gnarled and ravaged and the entire view takes on a gloomy, blighted appearance.*)

**Applejack:** Those vampire bats will give you a fright

(*to Twilight, Spike*) Eatin’ apples both day and night

They rest for a minute, maybe three

Then they’re eatin’ every apple in your apple tree

(*She gestures off to one side, the camera panning in that direction to stop on a tree that is swiftly picked nearly clean by two bats. A third puts its head out from the leaves and bites into one of the last apples, sucking it dry and spitting the drained husk so that it bounces across the grass to stop at Applejack’s hooves; she crushes it.*)

**Applejack:** They don’t care about *nada*

(*to Rarity, Pinkie*) Not zilch, no, nothin’

(*gesturing about; bats fly up from trees, leaving the limbs bare*)

’Cept bringin’ about an orchard’s destruction

(*One flies past the camera and away; now Fluttershy crosses to Applejack and lays a hoof on her shoulder. The focus softens and the normal colors resume.*)

***Gentler style, percussion out (modulate to E flat minor*)**

**Fluttershy:** Now wait just a minute, there’s another side to this

And if I did not defend them, then I would be remiss

(*Two bats are seen in full light—similar to ordinary bats except for their large eyes, long fangs, and leaf-veined ears. One cradles a baby.*)

**Fluttershy:** These bats are mamas and papas too

(*The young one flies up and nestles in Fluttershy’s mane as she arrives on the scene.*)

They care for their young just like we ponies do

(*It nuzzles her cheek happily. Back to the rest of the group, the gloomy color scheme taking hold again and the soft focus ending.*)

***Transition to original style, percussion returning***

***Brass accents on Applejack’s lines throughout remainder of song***

**Applejack:** Oh, gimme a break, you’re bein’ too kind

These creatures have a one-track mind

(*Tilt quickly up to a bat—rather less cuddly-looking than the ones Fluttershy envisioned—seated at a table on a branch and ready to dig into an apple placed on it.*)

The orchard is not their restaurant

(*Another one flies up and grabs the meal away; the thwarted diner gives chase with a yowl.*)

But do they ever think what others may want?

***Modulate to B flat minor***

No, they don’t, and that is just a fact

(*She crosses to the two bats, now having a tug-of-war over the apple on the path.*)

These bats, they simply don’t know how to act

(*Knock it out of their grip; they fly away. As Fluttershy sings, the colors brighten again and the focus softens as before.*)

***Gentler style, percussion out***

**Fluttershy:** That’s where I have to disagree

(*Tilt up quickly to the cute bat couple from her last verse, holding an apple between them.*)

They’re loyal to their family

(*They bite; the apple bursts in a hail of seeds that drift down over the orchards.*)

Spreading seeds both far and wide

***Original style, percussion returning (D flat minor*)**

(*Pan quickly to Applejack, holding up a blanket behind herself and spreading it like a pair of bat wings; the gloomy color scheme returns.*)

**Applejack:** You see one comin’, you’d better run and hide

(*She sweeps the cloth past the camera; behind it, the view wipes to a long shot of her addressing all but Fluttershy. The sky has gone red, and a giant, red-eyed bat silhouette looms up over the fence, matching her movements.*)

***D minor***

**Applejack:** They’re big, and ugly, and mean as sin

(*Another sweep clears the red sky to show the stricken apple trees.*)

Will you look at the state my trees are in?

***Gentler feel***

(*Fluttershy flies over as a new tree sprouts up and develops a crop of apples.*)

**Fluttershy:** They help your trees, they’ll grow stronger faster

***Original feel***

(*A swing of Applejack’s hoof, and the new tree falls backward as if made of cardboard.*)

**Applejack:** They’ve turned my life to a total disaster

***E flat minor***

(*Now Rarity paces a circle around Fluttershy.*)

**Rarity:** Well, I for one don’t have a doubt

These vermin must be stamped right out

(*Rainbow Dash swoops down.*)

**Rainbow:** I second that, they’ve got to go

These bats, they’ve got to hit the road

(*Applejack advances toward the camera, having disposed of her blanket.*)

***Modulate to B flat minor***

**Applejack:** It comes down to just one simple fact

They’ve crossed the line, it’s time to fight them back

(*Fluttershy soon finds herself ringed in by the other five mares.*)

***C minor; first syllable of the following falls on the same beat as “back”***

**Other mares:**  Stop the bats, stop the bats

Make them go and not come back

Stop the bats, stop the bats

Make them go and not come back

***E flat minor***

(*Cut from one singer to another during the next two lines.*)

Stop the bats, stop the bats

Make them go and not come back

***Modulate to B flat minor***

(*Applejack backs Fluttershy down into a scared, shivering crouch.*)

**Applejack:** Yes, it comes down to just one simple fact

They’ve crossed the line, it’s time that we attack

***Song ends with a pair of stingers*** (*the five nod resolutely in time with the second one*)

(*The landscape returns to its normal color as a shadow extends over the cringing yellow animal lover. She opens her eyes and finds that it belongs to Rarity, who helps her up off the dirt.*)

**Rarity:** I’m sorry, Fluttershy, but I believe Applejack has made the better argument. These vampire fruit bats sound downright dreadful! (*Zoom out slightly.*)

**Applejack:** (*pacing in foreground*) So let’s get to roundin’ ’em up so that they don’t destroy the rest of my orchard.

**Pinkie:** (*hopping past, to the tune of the chorus in the “Winter Wrap Up” song, A flat major*)

Fruit bat roundup, fruit bat roundup

**Fluttershy:** Um, excuse me, but, um, what if instead of rounding them up, we…let them have part of the orchard?

(*The rest of the group stops in its collective tracks, Applejack voicing a surprised little neigh before they round on Fluttershy.*)

**Applejack:** Have you lost your pest-lovin’ mind?

**Fluttershy:** They’re only here because they’re hungry. If we built a sanctuary for them, they could have their own apples to enjoy. (*Applejack starts to mull this over.*) After a while, they could even help the rest of your orchard! (*walking past her*) The vampire bats don’t eat the seeds of the apples, and when they spit them out, they grow into even more productive apple trees.

(*On the end of this, the camera zooms out slightly to frame the tree she has reached—lush and greed and laden with a fresh crop.*)

**Applejack:** (*crossing yard to her*) 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! (*Zoom out; the others join them.*) You don’t know what it was like the last time there was an infestation. (*Close-up.*) But Granny Smith has told me enough stories about it— (*Zoom in slowly.*) —that just the thought of it gives me nightmares.

(*Wavering dissolve to a close-up of an empty bucket on the ground. The scene is sepia-toned and dark around the edges of the screen, as if this were part of an old movie, and the sound of a running film projector underscores this feel. An apple drops into the bucket; cut to a longer shot of the area. Young Granny Smith and her parents stand at a path running alongside one of their orchards; before them are her cousin Apple Rose and another family member, each carrying buckets in their teeth. Mr. Smith stands next to a bag of apples on the ground, in front of a bare produce counter, and doles out the fruit as the camera zooms out. The trees behind them look as bad as the ones that formed the backdrop for Applejack’s song.*)

**Applejack:** (*voice over*) Granny says we lost a huge section of orchard that year. They had to ration out apples all winter.

(*A second such dissolve back to the here and now puts the focus on Rainbow.*)

**Rainbow:** What about the cider? There was still cider, right?

**Applejack:** (*emphasizing each word*) Not a drop. (*Rainbow lunges down into her face.*)

**Rainbow:** No cider? (*Turn to Fluttershy.*) *No cider?!?*

(*Still remembering the shortage of “The Super Speedy Cider Squeezy 6000,” perhaps. Cut to Twilight/Pinkie/Rarity/Spike looking on.*)

**Rainbow:** (*from o.s.*) We need to round up these monsters— (*Pan/tilt up to her, hovering overhead.*) —and we need to do it now!

**Applejack:** If Granny Smith wasn’t with Apple Bloom and Big Mac checkin’ out our produce competition in Appleloosa— (*Fluttershy lets her head drop, crushed.*) —she’d be here tellin’ us to do just that! (*Twilight approaches the pegasus.*)

**Twilight:** I’m sorry, Fluttershy, but I think Applejack is right. I just wish there was another way we could convince them not to eat them in the first place.

(*A moment’s thought sets off a brainstorm under the streaked dark blue mane, and she smiles shrewdly as the camera zooms in.*)

**Twilight:** Maybe there is.

(*Dissolve to a long shot of the library and zoom in slowly.*)

**Twilight:** (*from inside*) So, there’s good news and bad news.

(*Inside the reading room. Several books lie open on the floor around her, and Applejack, Rainbow, Rarity, and Spike are on hand as well.*)

**Twilight:** The good news is that I found a spell that can get the vampire fruit bats to stop wanting to suck the juice from the apples.

(*On the second half of this line, she floats one volume up for a closer look. Now the camera cuts to Fluttershy, standing off by herself and not looking too comfortable.*)

**Twilight:** (*crossing to her*) But in order for the spell to work, I need the bats’ full and complete attention. (*Fluttershy’s eyes pop, followed by a gasp.*)

**Fluttershy:** Oh, no.

**Twilight:** Fluttershy, I need you to do your Stare on the bats.

**Fluttershy:** Oh, gosh. I don’t know. (*Rainbow whooshes across to her.*)

**Rainbow:** What’s the problem? You’ve used the Stare plenty of times before.

**Fluttershy:** Yes, but it’s not something I take lightly. I’ve made a vow not to use it except in dire circumstances. (*Zoom out slightly; Applejack has joined them.*)

**Applejack:** This circumstance is plenty dire to me!

**Rainbow:** Me too! (*She half-crumples to the ground, eyes open and staring.*) Think of the cider. (*half-sobbing*) Won’t somepony *please* think of the cider?

(*The other three—Twilight, Applejack, Fluttershy—aim very funny looks down at her during a beat of silence before Fluttershy speaks up.*)

**Fluttershy:** I’m sorry. I just don’t like the idea of taking away the thing that really makes the vampire fruit bats… (*leaning toward Applejack*) …vampire fruit bats! (*emphasizing every word*) It just feels wrong!

**Twilight:** But if we don’t do this, there won’t be any apples left for anypony here in Ponyville. Doesn’t that feel wrong too?

(*The camera zooms slowly in on Fluttershy, at the center of the group, as the blue-green eyes flick indecisively from one side to the other. Her face betrays just how torn she is between the two options before the view snaps to black.*)

Act Two

(*Opening shot: fade in to the six mares and one dragon outside the Sweet Apple Acres barn. Fluttershy stands at a distance facing a line of the others and steps very slowly toward them.*)

**Applejack:** So what’s it gonna be, Fluttershy? Will you do your Stare on the bats or not?

**Fluttershy:** Um…um… (*Head droops resignedly.*) …okay, I’ll do it.

**Rarity:** Good choice. I knew you wouldn’t side with those icky bats. (*Shudder of revulsion; close-up of Fluttershy.*)

**Fluttershy:** (*under her breath*) They’re not icky. (*Tilt up to Rainbow, soaring to perch on the belfry, on the following.*)

**Rainbow:** First round of cider’s on me!

**Applejack:** (*now o.s.*) Hold it right there.

(*Cut to just behind the vexed blue pegasus, glaring down at the rest of the bunch.*)

**Applejack:** We gotta round up these beasts with wings first. (*Close-up.*) Time’s a-wastin’.

(*Wipe to a close-up of Pinkie getting a band of yellow cloth tied around her forehead by the farm pony. Some sort of leafy garnish hangs down into view from above its upper edge, and the camera tilts up to show that it is holding a pile of apples in place above the fluffy magenta mane, including the leaves still attached to the stems. The pink pony hops merrily into the orchard, bats slumbering upside down on nearly every branch—but not for long. Within seconds, the creatures have woken up, exposing beady black eyes with red-tinted whites, and started after the mobile fruit salad with gusto.*)

(*One of them passes in front of the camera; behind the trailing edges of its wings, the view wipes to Rarity walking cautiously toward a tree, a butterfly net held in her magical grip. The prim unicorn is dressed in a full-body protective suit, complete with respirator and a biohazard symbol on the haunch; it even covers the full length of her tail. Rarity’s breaths hiss through the equipment as she reaches the tree and floats her net upward, swinging at a sleeping bat and missing. Her next try whacks the branches, waking it up with a screech and knocking an apple loose; the fruit hits her face shield and bursts in a pulpy splatter, and the bat is after it in an instant. Rarity lets off one cry of terror before the view shifts to her perspective; she screams and flails about as the bat eagerly licks up the gunk. Her voice is slightly muffled by the face shield.*)

**Rarity:** Ew! Ew! (*Back to her.*) Ewwwww!

(*She gallops away in a full panic, taking this bat with her and being chased by quite a few others ready for a snack. Cut to another tree; one bat, standing upright on its branch, lashes out its tongue, drags an apple into its mouth, and swiftly sucks it dry. The shriveled thing is dropped and the seeds spat out before Rainbow’s multicolored blur flashes up and o.s., sweeping the branches clear of fauna.*)

**Rainbow:** (*from o.s.*) Gotcha!

(*Cut to a long shot of her in mid-hover, the bats scooped up in one foreleg, and zoom out to frame the nearby trees. She zips from one to the next, scooping up every bat she can reach in a lot less than ten seconds flat. At ground level, a giggling Pinkie hops along, the apples on her head drawing a line of bats, and dumps them at the base of a tree in whose branches a full basket has been placed. She trots away, still laughing, and the encroachers start to gorge themselves on the feast she has left for them as Rarity races screaming past. The bats following her peel off to go after the pile of apples, and a longer shot of the tree shows every branch to be stocked with baskets full of fruit courtesy of Twilight and Fluttershy. After the winged unicorn sets one last container in place, both of them clear out and a multicolored tornado closes in fast. It settles down around the tree and resolves into Rainbow, who has neatly delivered her captives to the bonanza in the branches. The others gather around, Rarity now out of her biohazard suit and Pinkie no longer wearing her headband. Cut to the branches; one bat starts to flutter away, but a dirty look from Rainbow is enough to change its mind.*)

**Applejack:** (*from o.s.*) Good work, everypony! (*Cut to her and the group.*) I think we got ’em all! (*Fluttershy is clearly uneasy; Applejack turns to her.*) Now all we need is for you to do your Stare.

**Fluttershy:** Um…oh…are you sure I really need—

(*She gets a round of nods from the five observers.*)

**Fluttershy:** (*approaching tree*) Okay.

(*Cut to the bats munching away in the boughs and tilt down to frame her hovering nearby.*)

**Fluttershy:** I really, really, *really* hate to do this to you. (*voice trembling*) I just hope you can forgive me.

(*She closes her eyes, focusing all her concentration behind the lowered lids, and opens them to project every scrap of it through the blue-green irises. The bats cease their gluttonous activity, every beady black eye training itself on her; a few half-hearted hisses are all they get out before they are completely cowed.*)

**Applejack:** Good…now you go, Twilight.

**Twilight:** All right.

(*She steps up, lowers her head, and lets her horn blaze at full intensity so that her spell envelops the bats at all the containers in the branches. The pile around the base of the trunk is gone, as are the diners who feasted on it. The invading pests are caught helpless in the combination of Twilight’s magic and Fluttershy’s Stare, and after several seconds the former winds down in close-up. She looks up with a satisfied smile, then off to one side with sudden concern; zoom out to frame Fluttershy, her eyes still fixed in the direction of the tree.*)

**Twilight:** You can stop Staring, Fluttershy!

(*Who does not immediately acknowledge the request, but instead concentrates even harder and even starts to sweat a bit. Snapping out of it at last, she glances down toward ground level; cut to Applejack, Pinkie, Rarity, and Spike.*)

**Spike:** Did it work?

**Applejack:** Only one way to find out for sure.

(*She flips a nod upward, which Rainbow returns. As one bat gradually lets its head clear, the pegasus leans in close and holds out an apple; the leathery mammal sniffs at the offering, then turns away disgustedly and flies off.*)

**Rainbow:** (*laughing, dropping apple*) Yeah! Woo!

**Applejack:** My crop is saved! (*rearing up*) Yee-haa! (*Rainbow descends toward her.*)

**Rainbow:** We’ll be drinking cider all winter long! (*Twilight and Fluttershy cross to them.*)

**Applejack:** I want to thank you for your help. (*Close-up of Fluttershy; she continues o.s.*) I couldn’t have done it without you.

**Spike:** (*walking past*) Ah, don’t mention it, Applejack. It was my pleasure, really. (*A round of funny looks at his back.*)

**Applejack:** (*moving off with the others*) Now all we gotta do is sweep up these cores so I can start buckin’ fresh tomorrow mornin’.

(*Fluttershy hangs back a bit in close-up, pausing to sniff the air, and glances back behind herself. Zoom out to put a bright red apple in the fore, resting on the grass and getting every bit of her attention.*)

(*Dissolve to a close-up of Applejack standing among the trees. It is now just before sunrise of the following day.*)

**Applejack:** Applebuckin’ day, take two.

(*She watches the first light rise over the distant hills and tenses for action, having taken up her overlooking spot as in the prologue. Here comes the rooster’s crow.*)

**Applejack:** (*rearing up*) Yee-haa! (*trotting through orchard*) Time to collect those juicy sweet apples.

(*Just as before, the orange-tan rear hooves slam into a trunk. The mare attached to them grins expectantly upward, but the sound of a single object falling and splatting on the ground takes the wind out of her sails in a hurry. Wipe to a close-up of the decrepit fruit, as shriveled and spoiled as all the others ruined by the bats, and zoom out slightly as Twilight leans down to inspect it.*)

**Twilight:** The spell didn’t work! (*Applejack ditto.*)

**Applejack:** You’re darn tootin’ the spell didn’t work! (*Longer shot; all six mares and Spike are gathered here.*) I think we’re gonna have to take more extreme measures!

**Rainbow:** I hear you, Applejack! Come on, everypony! (*She flies off; others follow.*) Let’s track down those vampire bats!

(*All stop near a stand of trees in which the bats are roosting, but a pan through the branches discloses the interlopers’ utter lack of interest in the produce hanging within easy reach. One is even sitting on an apple and reading a magazine; when Rainbow offers a fresh one, it is knocked away with a nasty look. She winces at the sound of its o.s. impact; down below, both Applejack and Rarity are mildly shocked to see that it has impaled itself on the latter’s horn.*)

**Applejack:** Wait a minute. (*Rarity floats the apple loose…*) I don’t think these bats are the ones that sucked my apples dry. (*…and lets it fall.*)

**Rarity:** But if the vampire bats aren’t eating your apples… (*Zoom out slightly; Twilight joins them.*)

**Twilight:** …who is? (*addressing herself o.s.*) Fluttershy, you’re our animal expert. (*Cut to Fluttershy; she continues o.s.*) Do you know of any other creature that might be capable of this?

**Fluttershy:** I’m sorry. I don’t. (*Rainbow descends toward the group.*)

**Twilight:** Well, there’s only one way to find out. We’ll have to catch whoever it is in the act.

**Rarity:** And how do you propose we do that?

**Twilight:** (*smiling shrewdly*) A stakeout!

(*Dissolve to a close-up of the full moon in the night sky, with a few wisps of cloud drifting lazily past as the wind moans in the distance. Rainbow flies up into view; as she speaks, zoom out to frame the seven aspiring vigilantes in the orchards.*)

**Rainbow:** (*eerily*) The witching hour!

(*Only a few lonely animal sounds greet this proclamation as they look around.*)

**Fluttershy:** Maybe we should just call this off. I’m not sure about the rest of you guys, but I’m… (*half-dazed, looking off to one side*) …really…hungry.

(*One bright red apple on a branch has drawn her gaze, glowing faintly in the moonlight; in close-up, her jaw hangs wide open, a few dribbles of saliva oozing down her chin as her irises/pupils constrict. After some entranced seconds, she recovers herself and turns to face forward, the camera panning to frame Rarity on the start of the next line.*)

**Rarity:** (*gently*) Oh, Fluttershy, it’ll be okay. Don’t forget, darling, we’re all in this together. (*Pan to frame the rest of the group.*)

**Twilight:** (*with determination*) That’s right. *Nopony* leaves this orchard until we solve this mystery. Agreed?

**All others:** Agreed! (*They start ahead.*)

**Applejack:** Does everypony have their pony signal?

(*Twilight and Rarity cast beams upward from their horns; tilt up quickly into the sky, where each is projecting a spot of light onto the clouds that displays her own cutie mark. Pinkie dips her head briefly and comes up with a lit flashlight gripped in her forelock, angling it to beam her own cutie-marked light overhead.*)

**Applejack:** Now remember, Pinkie Pie. Only use the signal if you see somethin’ suspicious. (*Pinkie swings the light directly into her face for a moment.*)

**Pinkie:** I got it! (*Applejack shakes her head clear of the glare and falls.*) Something suspicious.

(*Zoom in to an extreme close-up of the narrowed blue eyes, which dart this way and that and then pop wide open, then cut to Fluttershy sniffing at an apple. The beam of Pinkie’s flash falls over her face, distracting her; zoom out to frame both mares.*)

**Pinkie:** Whatcha doing?!?

(*The pegasus has no immediate response, but snaps out of her reverie with a head shake and trots off. Pinkie follows, turning off her light and tucking it back into her mane. As all continue their patrol, Twilight and Rarity are seen to have extinguished their horns.*)

**Applejack:** All right, now everypony split up. (*They go through an open gate.*) We’ll each patrol our own row of the orchard. (*Head-on view, zooming out.*) Whoever—or *whatever’s* destroyin’ my apples has gotta be here somewhere.

(*Rarity advances warily through the grove, joined first by Spike and then Twilight as the camera pans to follow them. Behind the trailing edge of one tree, the view wipes to a pan past a hard-faced Applejack and Pinkie, with Fluttershy moving off in a slightly different direction from them.*)

**Fluttershy:** I have a bad feeling about this—a *really* bad feeling about this.

(*She glances upward and stops; cut to her perspective of an apple hanging several feet up.*)

**Fluttershy:** That apple… (*It goes a brighter red.*) …it looks…

(*Close-up; she starts to drool copiously, the camera zooming in slowly on her mouth.*)

**Fluttershy:** (*voice quivering*) …so juicy… (*Irises go red.*) …and sweet…

(*Out comes her tongue to lick her chops—and one upper tooth lengthens into a pointed fang. Cut to Pinkie on the move; the sound of a bite and slurp, and the passage of a silhouette near the camera, stop her in her tracks and set her eyes darting back and forth.*)

**Pinkie:** What was that?

(*She sucks in a gasp and leans down to scrutinize a freshly wrecked apple for a long moment. The eyes flick toward it, then up, then down again, and she snaps upright with a huge smile.*)

**Pinkie:** Suspicious! (*Giggle; she tosses her head, ejecting the flashlight from her mane.*) It’s pony signal time!

(*That dark shape whips past again with a hiss, distracting her long enough so that the light hits the ground instead of being caught in her forelock. Cut to a close-up of Rarity’s moving hooves and tilt up to her apprehensive countenance; a shadow passes over her.*)

**Rarity:** (*voice shaking a bit*) Who’s there?

(*The silhouette crosses overhead, now seen to be rather larger than any of the bats but still having a general outline similar to theirs.*)

**Rarity:** (*trying to reassure herself*) Oh, well, there’s obviously no need to worry about that shadowy figure overhead.

(*It makes another pass, this one so low that she has to duck in order to avoid a collision between the flyer and her head.*)

**Rarity:** (*small voice*) Or maybe there is! (*hurrying away*) I think I’ll just go see how Rainbow Dash is doing.

(*Wipe to the pony in question, flapping slowly through a stretch of trees. The mystery aviator’s shadow passes over her and ahead.*)

**Rainbow:** (*unnerved*) Uh…who’s there?

(*No response except for the wind stirring a few dead leaves—and an inky figure standing in repose among the shadowy underbrush.*)

**Rainbow:** Answer me, or you’ll regret it!

(*A closer shot of the figure exposes a rough pony shape with mane/tail cut short and a hat apparently stuffed with straw.*)

**Rainbow:** (*from o.s.*) Fine. (*Back to her.*) Have it your own way!

(*Backing up in midair to build up steam, she flashes across the clearing.*)

**Rainbow:** (*tackling it o.s.*) Take that!

(*She comes up halfway to a standing position as bits of straw flutter down around her.*)

**Rainbow:** You…you…you…

(*Fury evaporates into a puzzled little stutter; cut to her perspective of the “foe”—actually an overall-clad…*)

**Rainbow:** …you…scarecrow?

(*Long shot of her, regarding the trashed dummy with an embarrassed little groan. In the fore, a second black shape hangs into view from above and whisks away without being spotted. Behind it, the view wipes to the full moon and starless night sky and zooms out to frame Twilight on her rounds. A bird’s cry startles a soft gasp out of her; she looks back over her shoulder, the camera panning quickly to reveal the owl responsible. As it sits stolidly on its branch, a spot of light showing Applejack’s cutie mark throws itself onto the clouds. Twilight takes note and moves out, and the camera cuts to the blond farmer staring straight ahead, eyes popping and jaw hanging slack. The flashlight she used to throw her signal stands upright on the ground nearby. Loud slurping sounds are heard from above.*)

**Twilight:** (*from o.s.*) Applejack! (*Zoom out; she arrives on the scene.*) What is it?

(*A used apple is thrown down, bouncing off her head and drawing her eyes toward its source. Tilt up to frame the suspended silhouette that Rainbow failed to see, with a long, slightly ragged hank of hair hanging down from its bottom end. A flashlight is extended into view and switched on to illuminate a part of the shape—which turns out to be light yellow. Zoom out; Pinkie has the light in her forelock and is hanging by her tail from the same branch, as is the creature.*)

**Pinkie:** Suspicious!

(*A close-up from her perspective frames just how right she is. Two yellow bat wings are wrapped tightly over the face, leaving only a pair of matching ears and a disheveled pink mane in view. When the wings are pulled away, the face of a decidedly different Fluttershy comes into full view. Coat a paler yellow than usual, very thick brows over the eerie red eyes, fanged mouth, and a pronounced dislike at being interrupted with a light thrust into her face, expressed with a feral hiss. Snap to black.*)

Act Three

(*Opening shot: fade in to all but Fluttershy and Pinkie gathering around Applejack’s light to gape in horror, the camera zooming out slowly overhead to frame the silhouette of their altered friend. Fluttershy lashes out a long tongue, drags an apple back, and quickly sucks it dry thanks to her new fangs. The husk is cast down as Pinkie swings over to put the light on her.*)

**Pinkie:** Fluttershy? Yoo-hoo! Fluttershy?

(*For her trouble, she gets a hiss that startles her into letting go of the branch; gravity does its bit, and the resulting impact with the ground knocks her silly for a moment.*)

**Rarity:** That’s not Flutter*shy*… (*Zoom in to a close-up.*) …that’s Flutter*bat!*

**Twilight:** We’ve gotta get her down from there!

**Rarity:** Uh…Fluttershy, sweetness, please come down. And do stop being a vampire bat.

(*No dice; she hisses, snags/drains another apple, and spits the remains away. Now Rainbow flies up to her level.*)

**Rainbow:** Fluttershy! It’s me, Rainbow Dash! Why don’t you cut the bat act and come on down?

(*The “bat act” now goes one step beyond, as Fluttershy not only hisses but brings both wings forward to slap Rainbow away. The latter tumbles backward with a yelp before righting herself.*)

**Rainbow:** Whoa! (*She flies down to the others.*) Maybe we should just let her come down when she’s ready.

(*Which is right about at this moment; Fluttershy swoops down so low that all but Pinkie hit the dirt to avoid her. This run reveals that her tail is in as untidy a state as her mane.*)

**Pinkie:** Flutterbat on the loose! RUN FOR YOUR LIVES!!

(*She gets her legs going at a few hundred thousand RPM; instead of galloping away, though, she ends up digging a wide hole in the earth.*)

**Twilight:** Pinkie Pie, calm down! (*Pinkie stops; Twilight and Rainbow look up toward Fluttershy, now hanging upside down.*) See? She’s back on her…branch.

(*Close-up of the inverted creature.*)

**Pinkie:** (*from o.s., fearfully*) She’s just biding her time— (*Back to her; zoom in slowly.*) —waiting for the right moment to pounce!

**Applejack:** (*wearily*) Pinkie Pie, bats don’t eat ponies. Not even vampire bats. (*Pinkie peeks up out of her hole.*)

**Pinkie:** But maybe vampire *ponies* eat other ponies!

(*Cutaway view of the earth. The hole is roughly one head deeper than she is tall.*)

**Pinkie:** (*really scared*) I’m not taking any chances!

(*She gets her forelock whirling like a drill bit and tunnels away under her friends’ hooves. Back to the surface.*)

**Rarity:** How did this happen? That’s what I don’t understand.

**Twilight:** I think this was actually our fault.

**Rainbow:** *Our* fault?

**Applejack:** And how’d you figure that?

(*The winged unicorn starts her horn and aims it off to one side. Cut to an unoccupied stretch of orchard path; a grid of lines magically traces itself into the empty air, and her light violet silhouette winks into view at top left.*)

**Twilight:** (*from o.s.*) Okay. So this is me… (*A black bat figure appears, bottom center.*) …these are the bats… (*Yellow Fluttershy, top right.*) …and this is Fluttershy doing her Stare.

(*Waves of red energy emanate from pegasus to bat, and the spell Twilight threw shows up as a red dotted line from her avatar’s horn.*)

**Twilight:** The spell was supposed to go right onto the bats, like this. (*Stare and spell break; the bat, now red-rimmed, reflects the Stare back at Fluttershy.*) But somehow, the spell must have backfired!

(*Bat flies across, disappearing into her; she rears up, turning a dark yellow, mane/tail going ragged, and growing bat wings to replace her feathered ones. Her figure grows in size as Twilight’s retreats out of view.*)

**Twilight:** (*from o.s.*) It took the vampire fruit bats’ desire to be vampire fruit bats and transferred that desire into Fluttershy!

(*She dispels the simulation with a flash.*)

**Twilight:** Come on! We’ll reverse the spell and make it right!

(*Pinkie breaks through to the surface between her and Applejack, now using her tail to do the drilling, and lands on all four hooves.*)

**Pinkie:** Then what are we waiting for? Let’s save Fluttershy before *that thing eats us all!*

(*The second half of this line is accompanied by a hoof frantically pointing upward, where Fluttershy gathers herself for a lunge.*)

**Rainbow:** Hit the deck!

(*They do so amid a round of yelps and cries to avoid taking the hit.*)

**Pinkie:** (*pointing after Fluttershy*) FOLLOW THAT BAT!

(*Twenty hooves and two clawed feet peel out after the fugitive. After they have gone, the camera tilts up to a high branch on which Fluttershy has taken right-side-up refuge, having given them the slip. Her head and face are wracked by a sudden, soundless agony, she claps her front hooves over her head—and then one ear grows in length and develops a small tuft at its point so that it now resembles a bat’s ear.*)

(*Down below, the search party is having no luck finding her trail.*)

**Rarity:** I can’t believe we lost her!

**Twilight:** Oh, Fluttershy, where are you?

(*Right behind and above her, if the inverted silhouette that slowly stretches its wings is any hint. Fluttershy abandons her catbird seat to dive on the group, hissing and scattering them every which way. Spike trips on a loose apple and goes flat on his face; she ignores him completely and snatches up the fruit. Down come the bestial slurping and a few drops of juice, and when he looks up with terrified green eyes, she is rising to silhouette herself against the full moon for a moment before diving again.*)

**Applejack:** Look out!

(*Shouts of surprise as she ducks to avoid the fruit carcass being thrown at her head, losing her hat for a moment, and others drop to keep from being rammed. The apple rolls to a stop in front of Rainbow, and Applejack crosses to her and Twilight.*)

**Rainbow:** If she keeps this up, your whole crop will be gone in no time!

**Applejack:** That’s the least of my worries. (*She watches Fluttershy fly high overhead.*) I just want my friend back.

**Twilight:** We’ll never get her back unless we corner her and catch her so I can reverse the spell!

(*All hurry off. Wipe to the treetops under the moon and tilt down to the group traveling slowly and cautiously through the gathering mists. After several yards, they stop short and stare mutely straight ahead; cut to ground level, the camera aimed through Twilight’s legs toward the silhouette of Fluttershy hunched over on the path.*)

**Twilight:** (*whispering*) There she is!

(*The mutated pegasus unfurls her wings and leaps into the light toward them with a hiss, cutting a hairpin turn that just misses Rainbow and veering off into the orchard.*)

**Applejack:** There she goes!

**Twilight:** Oh, this is no use! I think the only way we’re gonna catch her is if we find a way to lure her closer to us. (*Close-up of Applejack.*)

**Applejack:** But even if we *can* lure her to us, how are we gonna get her to stay still long enough for you to do your reverse spell? (*Zoom out slightly; Pinkie stands nearby.*)

**Pinkie:** (*moaning*) If only we had Fluttershy to do her Stare on the Flutterbat!

(*As circular as this reasoning sounds, it trips something in Twilight’s brain and causes her to gasp happily.*)

**Twilight:** That’s it!

(*A knowing smile works its way across the violet face. Dissolve to the five mares and number-one assistant escorting a large, tarp-covered object along the path. Twilight is up ahead, walking backwards and floating the thing in her magic, while the others bring up the rear. They reach a suitable location and stop, Twilight lowering the cargo to the ground and crossing to the others.*)

**Twilight:** Okay. (*Rainbow nips tarp in teeth…*) Let’s get our friend back. (*…and uncovers the monster apple Applejack has been growing.*) Action stations!

(*The farmer gets the handle of a large knife in her teeth and finds Rainbow hovering resignedly above it.*)

**Rainbow:** So much for having the winning apple in the Appleloosa State Fair, huh?

(*Applejack sighs heavily as the full meaning of these words sinks in, then makes an incision in the gleaming red skin. Juice starts to dribble out from the cut edges, and a series of quick, strong flaps from the pegasus sends its aroma drifting over the grounds. High overhead, Fluttershy stops short upon getting a good whiff of the stuff; this shot reveals that in addition to all the physiological alterations, her cutie mark has changed—now it shows three pink bats. Down she comes, hissing madly.*)

**Rainbow:** (*whispering*) She’s coming!

(*Cut to Fluttershy’s perspective, closing in fast on apple and mares. With only a few yards to go, Applejack bucks the fruit aside with all her strength; it rolls away, exposing a full-length mirror that catches the image of the diving, hissing fruit sucker. The violet claws wrapped around both sides from behind tell Spike’s part in this scheme. Fluttershy stops dead, her face going slack with surprise; cut to just behind the mirror as she shields her eyes and turns in a different direction. Here she finds a second mirror being propped up by Pinkie; another panicked turn, and she comes up against a third mirror in Rarity’s telekinetic grip. Fluttershy hovers in place, utterly stupefied by her own reflection, as Twilight trots up and lets the magic blaze from her horn. Her spell wraps Fluttershy in a glowing pink cocoon from head to tail, and the fangs shorten and the ears shrink back to normal. Pink gives way to incandescent white, and one final burst disintegrates the cocoon into a knot of glowing bats that wing their way into the night. The affected pegasus, now back to her normal outward appearance, is floated gently down and collapses bonelessly to the grass. All of the mirrors have been set aside in this shot. As Twilight lets her spell dissipate, she looks worriedly across the way and is met by Fluttershy’s opening eyes—blue-green, not red.*)

**Fluttershy:** Oh…where am I?

(*Cheers from the others as she gets upright.*)

**Applejack:** Thank goodness you’re okay! (*She puts a foreleg across Fluttershy’s shoulders.*)

**Fluttershy:** But…what happened to me? (*Pinkie drops into view between them, annoying Applejack.*)

**Pinkie:** You turned into a vampire pony!

(*Profile close-up of Fluttershy, panning between her and Pinkie in time with each line.*)

**Fluttershy:** (*hyperventilating a bit*) I tried to eat ponies?

**Pinkie:** Of course not!

**Fluttershy:** So I wasn’t a vampire?

**Pinkie:** Yes!

**Fluttershy:** “Yes, I was,” or “yes, I wasn’t”?

**Pinkie:** Yes, you were!

**Fluttershy:** But I didn’t try to eat ponies?

**Pinkie:** Yes!

**Fluttershy:** I did?

**Pinkie:** No!

**Fluttershy:** I’m confused. (*Cut to frame her, Twilight, and Rarity.*)

**Rarity:** Me too—and I was there!

(*Dissolve to an expanse of happy blue sky during the following day. Several chittering bats fly past as the camera tilts down to a path outside one of the orchards. All seven are here, and Applejack adjusts the position of a newly placed sign, marked with a bat, that stands at the fence—the location of a new wildlife preserve.*)

**Applejack:** Fluttershy, I’m real sorry I didn’t take your suggestion in the first place. (*Fluttershy lifts the orange-tan chin, smiling.*)

**Fluttershy:** And don’t forget, now you’ll get seeds that will grow into even bigger and better apple trees. (*Rainbow pops up between them, throwing a foreleg over each set of shoulders.*)

**Rainbow:** (*eagerly*) Does that mean what I think it means?

**Applejack:** (*smiling*) Yep. More cider, too.

**Rainbow:** (*laughing, somersaulting in midair/flying off*) Yeah! Woo!

(*The others just cast amused glances in her direction. Dissolve to the exterior of Fluttershy’s cottage and zoom in slowly.*)

**Spike:** (*from inside*) Okay. Got the part about the spell…Fluttershy turning into a bat…

(*Cut to him on the floor inside, lying on his belly and writing in the group’s shared journal.*)

**Spike:** …building a sanctuary… (*Applejack leans down to him.*)

**Applejack:** Be sure to put in there that I came to see that my short-term solution was a little short-sighted. (*Fluttershy does likewise.*)

**Fluttershy:** And that you shouldn’t let anypony pressure you into doing something you don’t think is right.

(*Applejack blushes slightly at this. Cut to frame the entire group inside the cottage; both mares stand up.*)

**Fluttershy:** Sometimes, you have to tell even your closest friends no.

(*Five other equine heads nod assent. Close-up of the mistress of the house.*)

**Applejack:** (*from o.s.*) Now how ’bout we celebrate our stronger-than-ever friendship—

(*She leans into view with an apple on her hoof, the sight of which catches Fluttershy off guard.*)

**Applejack:** —with a nice, ripe, juicy apple?

(*Before either one can dig in, Pinkie zips in between the two and shoves them apart. She has grown a set of fangs.*)

**Pinkie:** Stand back! (*Apple hits the floor; she impersonates Bela Lugosi as Dracula.*) I vant to suck its juice!

(*Biting into the apple, she hunkers down for a snack—but as soon as she opens her mouth again, the fake fangs she has used for this bit of tomfoolery come loose and remain embedded. She puts on a squeaky, sheepish little grin and joins in the others’ hearty laughter. Cut to a close-up of Fluttershy and zoom in as she lowers the hoof she has been using to stifle her own giggles. Among her upper teeth is a short fang that gleams briefly in the light—a hint that Twilight’s counter-spell may not have been completely effective. Snap to black.*)