

The 63rd Rune

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Chapter 1

How Could You Be So Wrong, Twilight?

Ponyville's library was in chaos. Books and scrolls littered the floor, leaving only a small path for Twilight to walk through. She had been poring over a specific spell for the past few days, and needed to gather many references in order to properly cast it. It came from a very old looking, very beat up book that she had found deep within the basement. It was so old that it was in a different language, which Twilight had to practically learn to understand. From what she read though, if she could pull it off, this spell would be life changing.

"Now... I need to draw these runes just right..." Twilight said to herself, tracing an intricate pattern into the floor of the library. Beads of sweat were starting to form on her brow, from the concentration she was putting into the small piece of chalk scraping along the floor. *"Just a little more."* she thought, finishing a sixth circle with an ancient rune in the center. She brought the chalk back to the beginning of the main circle, and as it connected, she took a deep breath and stopped focusing. "Finally, it's done."

The purple mare stepped out of her home and took a breath. It had been a while since she got some fresh air, and it was a nice change from the musky basement atmosphere. As she closed the door behind her, a familiar mail-pony paid her a visit.

"Greetings, Twilight!" Derpy said cheerfully. She opened her satchel and brought out the usual mail. Bills, advertisements, and the monthly check from Princess Celestia arrived.

"On time as usual." Twilight replied with a smile. She took the letters in her mouth and set them next to her door.

"I've never missed a day yet!"

Twilight thought for a moment, then asked "Derpy, could you do me a

favor?"

"I'd be happy to."

"While you're making your rounds today, could you tell Rainbow Dash, Pinkie Pie, Rarity, Applejack, and Fluttershy to meet at the library around three?"

"Not a problem." Derpy said, turning to leave.

"Thank you!" Twilight yelled out, as the mail pony flew off to her next destination. She then picked up her mail and went back inside. It was time to give the library a good cleaning.

Three o'clock arrived faster than Twilight had anticipated, because she was still picking up books when she heard the first knock at her door. She opened the door to find Fluttershy standing there.

"Hello Twilight." Fluttershy said, quietly. "Is there something you needed?"

"It's more of an announcement." Twilight replied, letting Fluttershy in. "You'll know when everypony gets here."

With a smile, Fluttershy replied "Oh, how exciting."

One by one, the other ponies arrived. Rainbow Dash arrived late, due to a nap that had taken longer than planned.

"Sorry about that everypony!" Dash quickly said as she rushed into the library. "My uh... alarm didn't go off."

"Well, that's okay." Twilight said, stepping before the rest of her friends. "Now that you're all here, I have a very important announcement to make!" She motioned behind herself. "If you'll notice, there are six circles written on the floor behind me. They are all contained in a larger circle. This is called a 'rune circle', and I've been working very hard on it."

"Well what's it do, Twi?" Applejack asked.

"You see, it's all part of a complicated spell which I put together. It uses ancient, shape shifting magic and runes to alter a ponies physical

composition and body structure. Every single rune serves a purpose and acts as a different component in the-

"Equestrian, please." Rainbow Dash interrupted, with visible irritation on her face.

"It changes the type of pony you are." Twilight flatly replied.

At this, Pinkie Pie's face lit up. "Ooh, so you mean that Fluttershy could be an earth pony, or Applejack could be a unicorn, or I could be pegasus pony?!"

Rainbow Dash's face turned to dread as she heard the last part. If Pinkie Pie got wings, she wouldn't know what to do with herself. As much as she liked Pinkie Pie's company, having wings was the only way she could get a break. Even then, Pinkie was still able to find her if she was determined enough. She had to say something. "Are you sure that's safe, Twilight?"

"I'm absolutely sure it's safe. I've double and triple checked everything about this spell. Besides, it should only be temporary. At most it'll last one or two hours."

Dash sighed with relief. *"One or two hours isn't bad."*

"Well, I suppose we could all use a change, could we not?" Rarity asked the group. "I mean, I've always fancied being able to fly, especially since the competition in Cloudsdale."

"And all that fancy unicorn magic would really help out with my apple buckin'. I s'pose I could try it for an hour or two." Applejack added.

"So, what would everypony like to be? You can choose whatever you like!" Twilight asked excitedly. This would be a great chance to test her strength, and how much she'd learned.

"Um, if it's okay Twilight, I'd like to be an earth pony. Maybe I can be closer to my animal friends that way." Fluttershy asked.

"Ah'd like to be a unicorn then, Twilight. We'll see if I can wrangle that magic." Applejack said.

"I want to be a pegasus pony! Then I can hang decorations and streamers really easily, and deliver treats and sweets really fast!" Pinkie Pie excitedly added, bouncing up and down.

"If you could be so kind as to make me a pegasus as well, I would be appreciative. It's been so long since I've flapped a pair of gorgeous wings!" Rarity said, beginning to day dream.

"I'm just gonna stick with being a pegasus." Dash said, flapping her wings gently. "I like flying way too much to give up these bad boys."

"Okay, that settles it then! Everypony, except Dash, stand in one of the outside circles. I'll go into the middle and begin the spell." Twilight announced. The others complied, and stood in one of the outer rings. Twilight stepped into the middle and began the spell. Her horn began to glow, soft at first, but then increasing in brightness. The spirals on it shone out in bright pink as pure magic coursed the horn. She gritted her teeth and shut her eyes, remembering every detail of the spell. Below her, the rune began to glow a bright purple. Its energy flowed into the outer rim, then began to seep into the rest of the complicated drawing. Glowing purple light filled every bit of chalk on the ground, drenching the room in light. Rainbow Dash did nothing but watch as Twilight strained with the spell.

The magical energy built up in Twilight's horn made it pure white, and it began to crackle with power. The runes and circles on the ground were sparking hazardously. Suddenly, Twilight started to feel very weak. "*No, I can't give up! I need to finish this!*" Her thoughts began to get panicked now, as she felt herself slipping with every passing second. "*It's too much! I'm trying so hard but it's too much!*" The magic began to surge out of control, violent bolts shooting out and hitting bookcases and walls alike. "*Just a little longer...*"

It was over. She couldn't maintain it any longer. With nothing restraining it anymore, the raw magic exploded with power, sending a rippling shock wave throughout the town. With her magic drained and on the brink of exhaustion, Twilight slipped into unconsciousness.

Twilight felt different... somehow. She opened her eyes slightly and found her vision to be blurry. She quickly looked around for her friends, and found

them lying in their respective circles; Rainbow Dash behind a couch. At least, she could tell by their colors that they were there. Twilight made an attempt to stand up, but found her legs very weak. After nearly falling over, she carefully got up and slowly went up the stairs and into her room. She needed to find her book, and find out why she couldn't pull that spell off. By all means, it shouldn't have taken that much energy and magic to successfully cast, so what had gone wrong? "Ugh, where is it?" She said. It was at this point that she noticed something was very out of the ordinary. The sound of her voice was very different. "Hello." she said, listening. It was deeper, and didn't sound anything like it used to. "*Oh no... oh no...*" she frantically thought. She had to see herself. Twilight rushed over to her dresser and looked into the mirror. "What have I done?"

Twilight couldn't believe her eyes. Her once long mane was now shortened on the top of her head and the back of her neck, and it was styled in different length locks. Her pink and light purple streaks stuck out slightly farther than the rest, making them more noticeable. She looked towards her flank and noticed her tail wasn't as close to the ground as it used to be. Her larger body and subsequently taller height was the cause of this. She took notice of her larger snout as well. After noticing all of these new features, it didn't take long for her to realize what she had done. **He** and **his** friends were now colts.

Shortly after this realization hit him, he heard a commotion from downstairs. The others had probably awoken by now, and were most likely more angry and confused than Twilight was. He rushed downstairs to find a full on panic between the rest of the group.

"What in the hay is this, Twilight?!" Applejack angrily said, walking to Twilight. The accent was there, but it was more gruff now. His hair was still long and in a ponytail, but that was the only thing the same about Applejack.

"I don't know what went wrong, Applejack, and I'm really sorry about this!" Twilight said, trying to calm Applejack down. He looked to the others. Rainbow Dash was missing, Fluttershy was sitting quietly in a corner, Pinkie Pie was unsurprisingly as happy as ever, and Rarity was coming close to a panic attack. "Is anyone hurt?"

"I'm just fine Twilight, except my voice, which sounds really funny now! I'm

like a colt now!" Pinkie Pie said, jumping around the library. Fluttershy simply looked at Twilight and shook his head.

"Fluttershy? How's your voice?" Twilight asked, remembering the poison joke incident from so long ago. What came from Fluttershy wasn't deep like she expected, but very gentle and sweet.

"I feel okay, Twilight... nothing hurts. I'm just... like this." he said.

"That's a relief. Rarity, how about you?" Twilight asked, looking at Rarity.

"How about me? How about me?!" Rarity said, storming over to Twilight. "Just look at this mess! My fabulous mane, although still stunningly beautiful, is far too short now! And just listen to me! I sound like... like... *him*."

"Who?" Twilight asked.

"...*Blueblood*." Rarity hissed. "This simply will not do at all! Not only do I need to completely change how to get ready for outings, but now I need to design an entirely new wardrobe! I can't be walking around in dresses like this!"

"So... you aren't hurt?" Twilight asked.

"My pride maybe, but I'm not. I am quite alright. Oh, it's going to take forever to sew suits..."

With everypony in the library accounted for, only one needed to be checked on - Rainbow Dash. "Did anyone see Dash?" Twilight asked, looking at his friends.

"I think she mentioned something about flying." Pinkie said, pointing a hoof at the door. With this, Twilight poked his head outside to see Rainbow Dash high in the sky. He was flying down with incredible speed. Twilight could make out the wind resistance pushing against Dash, and as expected, it snapped back, hurtling Dash wildly into the sky.

"Dash! Come back down! We need to talk!" Twilight yelled. Rainbow Dash heard this and soared to the entrance of the library, landing on his hooves

with a resounding thud. His brows were creased with anger and his teeth were clenched. "Rainbow, what's wrong?"

"I can't fly fast anymore!" Rainbow Dash yelled. Twilight could make out small tears forming in his eyes. "I'm too big now! I can't go fast enough to do a Sonic Rainboom."

"I'm sorry Rainbow Dash, but-"

"That was all I had Twilight! Speed! The greatest flier in Equestria! Now... now I can't even pull off my best stunt!" Rainbow angrily said. He pushed past Twilight and into the library.

"It makes sense..." Twilight thought. *"Rainbow's small form allowed her to dive faster, giving her enough speed to create a Rainboom. Now..."* He decided not to dwell on it. Twilight went back into the library. Now that everypony was healthy and here, he could figure out what went wrong. He levitated the ancient book over and looked through it, desperately trying to pinpoint the issue. All in all, there were one hundred runes that needed to be perfectly written in order for the spell to work. They were all placed around the outer rim of the rune circle, and they all seemed accurate to Twilight. As he counted though, and matched up the rune with what the book said it should look like, he came across the sixty third rune. After a quick glance, he knew the problem. Near the top, the rune was scuffed. Somepony probably accidentally dragged their hoof across it. Because of this simple mistake, the entire spell had gone haywire.

"Everypony, I found the problem." Twilight announced. "Every single rune on this circle needed to be perfectly drawn, and I found one of them that was damaged. It may have been error on my part, or it may have been an accident from one of you. Either way, what's done is done. However, we should be able to just wait it out. Then, we can go back to our lives, okay?" Everyone seemed fine with it. Now it was just time to wait.

One hour passed. Then a second. Then a third. Twilight looked at the time and began to worry. The spell should have worn off an hour ago, so why were they still colts?

"What's the deal, Twilight? I thought we'd be back to normal by now." Dash said, also looking at the time. The rest of the group was starting to become

agitated and restless.

"I don't know Dash, this should have worn off. Maybe I should recheck the rune circle to see if something else-"

"Um, I don't mean to interrupt Twilight, but, uh... Pinkie Pie isn't here anymore." Fluttershy said.

"WHAT." Twilight exclaimed, eyes growing wide. Somehow, nopony noticed when the party pony left the building, and he could have been anywhere by now. Twilight knew that none of them would want to leave the library though, for fear of what the town would think of them. It was then that Dash answered Twilight's silent prayer.

"I'll look for her. Him. Whatever." With that, Dash opened the door and cautiously walked outside. *"Now, if I were Pinkie Pie, where would I go? Oh, Sugarcube Corner of course!"* Dash thought. He began trotting towards the sweet shop in search of Pinkie. The town square was approaching, and Dash gulped. It was now or never. As he walked into the town, ponies began to happily look at him. One called out from the crowd.

"Good afternoon Rainbow *Blitz!*" she said. Rainbow recognized this as Bon-Bon, but they had never really talked before.

"Uh... Hi Bon-Bon." Rainbow said, with a forced smile. *"Rainbow Blitz? Why the heck did she call me that?"*

"Oh gosh, he talked to me!" Bon-Bon exclaimed to Lyra, who was standing next to her.

"You are so lucky, Bon-Bon." Lyra replied, waving to Dash.

As Dash walked through town, she continued being greeted and talked to by other ponies, some of which she had never met before. *"What in Equestria is going on here?"* she thought. Finally, she had made it to Sugarcube Corner. When she opened the door, she was warmly greeted by Mrs. Cake.

"Oh, hello dear! Are you here for Bubble Berry? He's upstairs right now." she said, while ringing up a customer.

"Uh, yeah. I'm here to pick up... *Bubble Berry*." Dash replied, awkwardly. "*This is getting weirder by the minute.*"

"Go right ahead upstairs and get him." Mrs. Cake said.

Dash walked up the stairs and opened the door to Pinkie's room, and found him looking in a mirror. "Pinkie, why did you leave?" she asked.

"Oh, I was getting bored of that stuffy old library, so I decided to go outside and try out this funny voice! In fact it's so different that everypony is calling me Bubble Berry! Don't those silly fillies know that it's me?" Pinkie said, smiling the whole time.

"That was happening to me too. Random girls kept talking to me and calling me 'Rainbow Blitz'."

"Ooh, Blitz. That sounds neat! It kinda suits you when you look like that, doesn't it? I mean colts aren't really types to 'dash', they'd do something cooler like 'blitz', and lucky for you you're a colt now, so everything works out right?"

"Not really Pinkie... it doesn't work out. I don't want to be a colt, I want to be a mare. Come on, we need to go back to Twilight's and see what we can do about this."

"Aww, if you say so Dashie, but I really like how I look like now. I'm all bigger and taller and my mane isn't as long, but that's okay because it fits me this way!"

It was going to be a long walk to the library for Dash.

The two of them finally arrived, which took longer than Dash had hoped, due to more of his 'fans' popping up.

"Thank goodness you got back okay. What happened out there?" Twilight said, closing the door as they walked in. Dash explained how ponies had been calling him Rainbow Blitz, and Pinkie Pie was referred to as Bubble Berry.

"So, everypony acted completely normal? No one wondered why you two were colts?" Twilight asked, puzzled.

"Exactly. It was like we've always been this way." Dash said.

"*Always been this way...*" Twilight thought. A situation suddenly occurred to her.

"What if this isn't all the spell did?" he said, motioning to their bodies. "What if it changed memories too?"

"Can a spell be that powerful?" Applejack questioned.

"I don't see why not." Twilight said. "That would explain why I couldn't control it - it took too much magic to use."

"So, this spell backfired so badly that it turned us into colts, changed the memories of Ponyville and who knows how much farther, and it doesn't reverse either?" Dash said, eyeing Twilight with disappointment.

"You could say that..." Twilight said, sheepishly.

"How could you be so wrong, Twilight?" a voice came from upstairs. A very feminine voice.

"Who is that?" Twilight called out. It was then that Spike appeared, wrapped up from head to toe in his blanket.

"It's me." Spike said, his voice higher pitched. Through the blanket, one would notice eyelashes and down facing green tufts on the cheeks.

"Spike... are you...?" Twilight started.

"Yes, I am. And yes, it's your fault. You better fix this, Twilight." Spike said. The six ponies downstairs weren't the only ones affected by the gender change, apparently.

"Okay, I can figure this out. Spike, take a message for the Princess."

Dear Princess Celestia

I'm in need of your help. Over the past few days I've been experimenting with an ancient magic that I found in the library. I needed to learn old Equestrian to understand it, and I overestimated my magical abilities when attempting to cast it. The spell was merely supposed to change what type of pony somepony was, but something went terribly wrong.

After failing to cast the spell, I awoke to find myself... as a colt. My friends have all become colts as well, and poor Spike has become female. It also seems that the ponies of Ponyville have had their memories changed, and they all recognize us as colts. I don't know how to reverse this, and I'm requesting your assistance. Please reply as soon as you can!

*Your faithful student,
Twilight Sparkle*

"That should do for now. Thank you Spike." Twilight said.

In what seemed like an impossibly short amount of time, Spike produced a scroll from Princess Celestia in a puff of green fire. Sparing Spike the embarrassment of speaking any more, Twilight levitated the scroll to himself and read it.

To My Faithful Student,

The spell you had casted was indeed of ancient origins, and I'm afraid the only way to help you is to meet you in person and assess your situation. Please travel to Canterlot as soon as you can. You and your friends will be admitted entrance into the castle with no problem. I will do everything I can to assist you. Don't forget to bring the book that you took the spell from as well. I hope to see you soon.

Princess Celestia

"Well, everypony, it seems we have no choice. We need to travel to Canterlot." Twilight said, levitating his satchel over.

"You mean, we need to go out like this? Out in public?" Rarity asked.

"Nuts, Twilight. There isn't anything else we can do?" Applejack chimed in.

"I'm afraid not. We must travel to Canterlot and get help from the Princess herself." Twilight responded.

"If we need to... then I'll go." Fluttershy said, standing up.

"Whee, an adventure! And since Canterlot is far I can use my funny voice as much as I want!" Pinkie Pie said, hopping around.

"I suppose... showing off my 'new' look couldn't hurt. I mean, I am still Rarity after all." the fashion pony said, rubbing a hoof through his curled purple hair

"Ah s'pose I can work with this for the time bein'." Applejack said, tipping his hat up.

"As long as we can fix this, I'm ready." Dash said, with a slight smile.

"Then it's settled. Let's pack our things and head to Canterlot!" Twilight exclaimed.

With that, all but Twilight left the library and went to their respective homes. There was a grand adventure ahead of them.

Chapter 2

Why Are You Calling Me Dusk?

The sky blue stallion touched down on a ledge made of cloud, floating above Ponyville. In front of him was a large fluffy mansion. To some, it was a grand structure in the sky, far more fanciful and styled than most buildings. To Rainbow Blitz, it was just a place to crash - sometimes literally. On this day, however, he wasn't there to lounge around or sleep, he needed to pack his things and leave. The trip to Canterlot would be long, difficult, and not have nearly enough nap time. It would all be worth it in the end, because as much as he was enjoying the attention from his new masculine body, Blitz wanted to be Dash again.

Blitz entered the sky manor, surveying his surroundings. Since Twilight's spell had gone awry, certain details of his life were slightly different. For instance, he seemed to be very popular with the mares, in spite of having little luck with local stallions when he was Dash. Even now, he noticed changes with his house. The living room was slightly messier than he was comfortable with. Empty food packaging littered the coffee table, while promiscuous magazines laid casually on the floor. It wasn't a proud sight, and Blitz was a little ashamed that *this* is how he lived. There wasn't enough time to dwell on his altered home life, however, so he disregarded the mess and walked up the stairs to the second floor.

As luck would have it, Blitz's room was right where he left it. He gently pushed open the cloud door and walked in, quickly noticing that it was just as unkempt as the living room. With a disappointed sigh, he walked to the closet and pulled out two saddle bags. *"Now, what do I need? Something in case it's cold out, something to sleep in, and food. That should be good!"* he thought. Blitz walked to his dresser and started to open the drawer when he noticed several pictures in frames resting on top. In each one, he was standing next to several ponies, smiling brightly. Were they fans of his? He had gotten a lot of those in the past several hours. Blitz decided to keep it a mystery as he grabbed a sweater, shoving it into a saddlebag. He then found a sleeping bag in the closet to use, and after storing it, he walked back downstairs. In the kitchen he took several kinds of fruit and a healthy amount of oats, snacking on a hooffull before leaving

the residence. After a final glance at the household, Rainbow Blitz dived off the edge of the cloud. He unfolded his wings and flew gracefully through the air, heading to Twilight's library. Elsewhere, a certain white unicorn was arriving home.

The purple maned fashion pony stepped into the Carousel Boutique, with the intent of simply gathering a few things and leaving. What he found, though, caused him to lose his train of thought and stand dumbfounded at the entrance. Where beautiful dresses were once displayed, gorgeous suits of all styles and colors were instead. Rarity walked to the closest one and scrutinized the design. It was a dark, pinstriped suit with glossy buttons on the front. There was a matching, patterned tie to go along with it. *"Hmm... the stitching could do with some improvement, and the buttons seem a tad too high..."* He circled around with a critical eye, looking for any imperfection or tailoring error. "I'm fairly impressed with myself." he finally said, with a smile. A small voice suddenly called from upstairs.

"Elusive? Is that you?" Sweetie Belle poked her head out of the upstairs railing and looked down at Rarity. "Oh, it is you! I've been waiting for you to come ba-" she started, but was interrupted by a very agitated sounding Opalescence diving at her hair. "Ow, get off!" The frustrated feline caused Sweetie Belle to lose her balance and tumble down the stairway.

"Oh my goodness, Sweetie Belle!" Rarity said, watching in fear as his sister roll down the stairs. As Sweetie Belle came to a stop at the foot of the steps, Opal walked over to Elusive and rubbed his front leg, purring.

"Dear, are you alright?" Rarity asked.

"Yeah, Elusive, I'm fine..." Sweetie Belle wearily got up, and shook herself off.

"Elusive? Is that what I'm called now?" Rarity thought. Sweetie Belle's next sentence solidified this fact.

"Elusive, is it okay if Scootaloo and Applebloom stay over tonight? We have crusading to do!" she asked, trying to look as adorable as she could.

"Well, I certainly can't decline a request to a face like that." Elusive replied, lightly rubbing his hoof through Sweetie Belle's mane.

"Oh yes! Thank you, thank you!" Sweetie Belle cheered, hopping in place.

"I just need you to do one thing for me, okay?"

"Anything for you, bro."

"I have very important business in Canterlot that I need to attend to, and while I'm gone, I need somepony to take care of the Boutique while I'm away. Do you feel responsible enough for that?" Elusive asked, walking around Sweetie Belle.

"I think I can. Do I have to... sell anything?"

"No!" Elusive said, slightly louder than he had intended. It was just that he had remembered the last time Sweetie Belle tried to 'help' with anything in the shop. "No, no. You just need to stay here and watch over everything. I'll leave a sign saying that the shop is currently closed. How does that sound?"

"I can do that!" Sweetie Belle replied, happily. She then trotted back up the stairway, disappearing into the second floor of the boutique.

"Now that the shop is taken care of, I can properly pack." Elusive thought, retrieving saddlebags from the store room. How would he ever choose the proper suit for this occasion? Meanwhile, at the local apple orchard, another pony was facing a much more important issue.

Applejack trotted down the path that led into Sweet Apple Acres, passing the small vine-laden archway and the water well. As he walked, it occurred to him just how long he had been gone. *"Ah should probably check on Applebloom and Big Mac."* he thought, passing the old barn. All he needed to do was tell Macintosh that he needed to go to Canterlot with Twilight and settle an... issue with the princess. It wouldn't take long.

"Howdy Applejack!" Applebloom called, exiting the house. She was wearing her cutie mark crusader cape and had a saddlebag on.

"Well hey there, Applebloom. Watcha up to?" Applejack replied.

"I was gonna go to Sweetie Belle's and do some crusadin'!" the filly replied, showing off her cape. "Is it okay If I go, bro?"

"O' course it's okay. Just don't go gettin' into trouble, ya hear?"

"I promise! Thanks Applejack!" Applebloom trotted off down the dirt road, leaving her brother behind.

"Rainbow was right, they do think we're normal." Applejack said to himself, watching his sister disappear at the outskirts of the farm.

"What ain't normal 'bout ya?" a deep voice came. Applejack looked back to the house and saw Big Macintosh standing in the entrance. His signature sprig of wheat hung from his mouth.

"Ah'm jus' fine. It was nothin'." Applejack said, nervously.

"You sure?" the crimson stallion replied, his eyebrow rising slightly in question. "You were gone awfully long."

"Well, Mac, somethin' came up with princess Celestia." This piqued Big Mac's interest. "Ya see, I have t'go to Cantelot an' talk to her. Ah'm goin' with Twilight."

"Twilight? Twilight who?"

"Y'know, Twilight Sparkle. Does all that fancy magic an' likes books?"

Big Mac cocked his head to the side, clearly confused. "Ya mean Dusk Shine? He's th' only pony I know 'round these parts like that."

"Aw shoot, they got new names? This'll be tricky." Applejack was trying to think of an explanation for this. "Well uh, yes, ah'm goin' with him too. Twilight is jus' a new pony in town is all." he faked a smile.

"Eeyup. Makes sense." His face was unreadable, so Applejack could only assume that Mac believed him. "If ya'll need t'go, you best get your stuff packed."

"Yep, ah better." Applejack said, entering the house. Luckily, Big Mac didn't

suspect anything from that little slip he had. This trip was going smoothly for Applejack. However, for the animal friendly pegasus, things weren't going quite as easily.

On the outskirts of Ponyville, just past a short patch of woods, sat an earthly cottage. The roof was covered with grass, and if not for the windows and door, it would've resembled a large boulder. Many birdhouses hung in the nearby trees, and burrows were visible on the ground. It was a natural paradise for wildlife. A small stone bridge allowed passage over the local stream, and this is where Fluttershy stood, quizzically observing a small signpost planted at the bridge. In light pink cursive text, it read "Welcome to Butterscotch's Cottage." He didn't know who Butterscotch was, but he knew this was where his home had to be. Walking past the sign and over the bridge, he called out to the animals. "Hello friends, I'm back." Silence. *"Well that's strange. Normally they all come out to greet me."* Fluttershy pondered the absence of her companions as he approached the door of her cottage.

He pushed the door and found that it wouldn't budge. It appeared to be locked from the inside. *"Oh no, did I forget to leave the door open?"* Fluttershy pushed again, but to no avail. Suddenly, he heard a knock on the nearby window. Looking over, he spied Angel, his most trustful animal friend. The white rabbit had a stern expression, and shook his head as to say "No." Fluttershy let out a gasp. "Oh, Angel Bunny, would you please open the door for me?" he asked. Angel declined. The rabbit left the window perch for a moment, and hastily returned with a picture frame. He pressed it to the window, revealing a photo of Fluttershy as a mare, surrounded by a group of animals, with Angel sitting on her head.

Shock hit Fluttershy as she realized Angel didn't recognize her. "Angel, it's me, Fluttershy. Don't you see?" Angel kept his stern expression. "Please, let me in. Don't you remember me?" The rabbit's attitude was nearly set in stone. Desperately needing a way in, Fluttershy began to recall events that she shared with the bunny. "Do you remember winter wrap up, when we helped the animals come out of hibernation? What about when I was helping Filamina, and Twilight came and tried to help too?" Angel's expression lightened as the pony went through their recent history together. "Angel, do you remember when I found you? When you were hurt on the side of the road and I took care of you?"

This had a deep effect on the snowy rabbit. Almost immediately after hearing this, he rushed over to the door and unlocked it. Fluttershy happily entered the house and pet Angel's head. "I knew you would remember." he said, gently. Angel then took the photo again and held it up, motioning at Fluttershy, then the picture, and finally shrugging as to say "*What happened?*" Fluttershy had a bit of explaining to do.

As Fluttershy was telling the story, her animals slowly began to come out and recognize him. "...and that's when I came here." he finished, surrounded by all different types of creatures. "So Angel, when I'm gone, could you please take care of the house?" Angel nodded. "That's a good bunny." Fluttershy said with a smile. He stood up, and prepared to get ready for the impending journey. While gathering the few supplies he needed and heading to leave, he thought to himself "*Butterscotch... is a nice name.*"

Bubble Berry hopped down the street, humming to himself. He was on the way to Sugarcube Corner, to both get ready for the big upcoming adventure and to tell the Cakes that he would be gone for a few days. Bubble bounced to the sweet shop's door and opened it, sending a bell chime throughout the store. Mrs. Cake peered from the kitchen door and spotted Bubble Berry.

"Oh, hello dear!" she greeted.

"Hiya Mrs. Cake!" Bubble Berry replied.

"So, what did you have to do with Rainbow?"

"We found out that we're going on a super duper important but fun trip to Canterlot to talk to the princess!" he chimed.

"Is it anything serious?" Mrs. Cake replied, a hint of worry on her face.

"Oh no, we just need to talk about magic!" If there was anything wrong, Bubble Berry certainly wasn't showing it. Mrs. Cake decided to just play along with his craziness and let him go off on his 'adventure.'

"Well, have fun, and be careful!"

"I will! Now where's Gummy..." Bubble said, going up the stairs. It was time for adventure!

Ponyville's clock tower chimed seven times as the six stallions entered the town's library. Dusk Shine was eagerly awaiting them, his own saddlebags neatly packed and equipped.

"Welcome back, everypony." Dusk greeted. "We have a lot of ground to cover, so we'll be leaving as soon as I map out our route." His horn lit up and a map levitated from the bookshelf and neatly unfurled itself in front of him. He brought it to a desk and laid the map flat, inspecting Equestria's geography. It was a fairly straight path, passing a lake, several large hills, and eventually ending off at the mountain range Canterlot was located in. Overall, the journey wouldn't take more than half a days worth of travel.

"That ain't too bad." Applejack said, looking over the map. "The trip t'Manehattan was a lot longer than that, an' I was jus' a lil' filly when ah took that journey."

"It'll be over before we know it." Dusk replied, tracing over the path in dark ink. He marked a rest area along the route, then rolled the map up and tucked it into his saddlebag. "Is everyone ready?"

"Sure are." Applejack said, tipping his hat.

"As am I." Elusive replied, lightly shaking his purple mane.

"Ready as I'll ever be." Blitz said, flicking his tail.

"Let's go!" Bubble Berry excitedly said, Gummy clinging to his mane.

"Eeep..." Butterscotch squeaked.

"Alright then!" Dusk Shine picked up his bags and threw them on his back, then opened the door for his friends. As they filed out, he called to the top floor. "Spike! We'll be back in a few days! Just watch the house, okay!"

"...Okay." A high pitched voice came from the balcony.

"Poor Spike... we'll get you, and the rest of us, back to normal." Dusk Shine exited the library, and closing the door behind him, trotted off to catch up to

his friends.

The group walked through Ponyville, heading towards its northern entrance. They were making their way through the park when a local mare approached them. She had bright, crimson eyes, that locked onto Rainbow Blitz as she neared. Her hair was spiky, and was two shades of blue. A pair of purple goggles hung from her neck. Rainbow Blitz recognized her as the DJ who often played at events in Ponyville.

"Hey, Rainbow Blitz." the DJ said, standing in front of him.

"Hey, what's up. Vinyl, right?" the stallion replied, unsure of where this conversation would take him.

"That's me. I see you're all packed up. Going on a trip?"

"Sort of. I'm heading to Canterlot with my friends."

"That's pretty cool, Blitz. You know, you should stop by the club some time. Maybe we can talk." the hip mare replied, with a wink. Blitz could feel the heat in his face as he began to blush.

"Yeah... uh, when I get back. I'll, uh, stop by."

"Haha. Looking forward to it." Vinyl replied, trotting past the group. After she had been gone, everypony except Blitz began to chuckle.

"Well shoot, I ain't never seen you blush like that before." Applejack said, looking to Blitz.

"Applejack has a point, dear. Your cheeks are simply burning." Elusive added, with a laugh.

"Yeah, well..." the blue stallion tried to think of a rebuttal. "It's... it's because of this body. it's messing with my head, y'know? I don't normally... think about mares."

"Sure thing, sugarcube." Applejack said with a grin. With a few laughs all around, the six elements of harmony made their way to the edge of Ponyville.

It wasn't long before they had passed the 'Welcome to Ponyville!' sign and were on the long road to Canterlot. The grand city of royals was visible on the distant mountain range, its expansive waterfalls cascading down the cliffs and into nothingness. It was a grand view, witnessed by mostly everyone in Equestria. The group watched the city in awe as they walked, making small conversation as they traveled. It was then that Elusive brought up their new bodies and names. They shared their stories of how they figured out their names, then discussed the bodies.

"I'm beginning to grow quite fond of it, to be honest." Elusive said, looking over himself. "I never dreamed that a stallion could be so fashionable."

"Well, I didn't want to admit this in town, but I'm kind of liking the attention I'm getting." Blitz stated, looking down in partial embarrassment. "I guess I'm just really awesome. Well, more awesome than usual." He then extended his wings and gave them a flap. "But I still can't do a Sonic Rainboom like this, so I'm going to need to go back to normal."

"Suit yourself." Applejack responded. "I'm mighty strong as a stallion. Earlier I tried buckin' an apple tree, and I jus' about broke the poor thing's trunk."

"Oh you guys, I just like the way I sound!" Bubble Berry cheerily exclaimed. "I mean my mare voice was all high pitched and squeaky, but now I sound like this and it's deeper you know?" He brought a hoof to his mane and bounced it up and down. "And my mane is just as poofy as ever, even though it's shorter! It's so fun."

"Yes, well, that's nice for you guys... but, I think I'd like to go back to being a mare..." Butterscotch quietly said. "I mean, this is different and all, but none of my animal friends know who I am anymore, and I just can't let them go without care..."

"I agree." Dusk said. Suddenly, his eyes widened as a realization kicked in. "Wait, did you say your animals didn't recognize you?"

"Um, yes. That's right..."

"But the sign in front of your cottage was changed?"

"Yes, it was."

"Then that must mean... the spell only affected up to Butterscotch's cottage. Wait, why am I calling you Butterscotch?"

"Um... because that's my stallion name... and we should call each other by the right names... if you want to."

Dusk rolled his eyes as he levitated the map out of his bag, along with a quill. "So, if the spell started here..." he placed a dot on the library. "And ended here..." another dot was jotted down right before the cottage. "Then this must be the range." He drew all the way around, creating a circle that covered all of Ponyville and some of the outer boundaries as well.

"Wow, that's huge!" Blitz said, eyeing the circle.

"Indeed, it is. I had no idea it would be this powerful..." Dusk's tone was downcast. He was responsible for all of this, and he felt terribly guilty about it. "But it's okay, this will all be fixed soon."

The sky began to turn dark as Celestia's day came to an end. Looking toward the horizon, Dusk Shine suggested that they set up camp for the night. They had only been travelling for several hours, but it was dangerous at night and the group was growing weary. Five of the ponies began to unpack their sleeping bags and arrange them in a circle while Applejack gathered firewood from some nearby trees. Within a couple minutes, and some magical assistance, a cozy fire was crackling in the center of the six stallions. While attempting to sleep, Blitz raised a question that Dusk really didn't want to think about.

"Guys, what do we do if this... doesn't go away?"

"You mean 'sides never lettin' Dusk use magic on us again?" Applejack retorted.

"Why are you calling me Dusk?"

"Dunno. Jus' seems natural. I'm kinda used to it already."

"Well that's not my name, and these other names aren't ours either!" Dusk

was beginning to get bothered by the others acceptance of their 'names.'

"But I'm liking Rainbow Blitz. It sounds even faster than Dash."

"And Elusive just sounds so classy. It fits me perfectly, if I do say so myself."

"Butterscotch sounds nice, and it fits my color."

"Me too!" Bubble said. "And it's like my mood. I'm always so happy and bubbly, and I'm berry colored. Bubble Berry!"

"Yes, those things all may be true, but we're still us, aren't we?" Dusk asked.

"Dusk- I mean, Twi, have you looked at us recently? We ain't the same."

"Maybe not on the outside, but on the inside we are."

"I don't know Dusk, it just seems so natural to me." Blitz said, looking into the night sky. "For some reason it feels weird to call you Twilight."

Hearing this, a thought began to brew in Dusk's mind. *"Surely the spell couldn't have done THAT, right?"* He pondered, slowly starting to think that this was much more serious than he had originally thought. *"It can't be... it's not changing... OUR thoughts, is it?"* Dusk could feel his heart rate speeding up as he thought more and more. *"Just calm down, Dusk. No! Twilight! I am Twilight Sparkle. Not... Dusk Shine."*

"Look, everypony, I know we've changed, but we're going to be back to normal. If anypony in Equestria knows what to do, it's the princess. As soon as we get to Canterlot, we'll have our answers. I promise. For now, get some rest. We need to start moving early tomorrow." His friends muttered to themselves as they curled in their sleeping bags. With a bit of magic, Dusk extinguished the fire, and was left with nothing but darkness and his frantic thoughts to aid his slumber.

Chapter 3

Thank You For The Gift, Princess

Dusk Shine was backed into a corner, surrounded by five ponies who used to be his friends. Their faces were contorted in anger as they shouted at him.

"I'll never forgive you for this!" One yelled, nearly striking Dusk with their hoof. He tried to apologize, but they just wouldn't listen! They were closing in on him now, preparing to wreak vengeance on the frightened unicorn. Before they struck, the pink one spoke.

"Dusk! Breakfast is ready!"

Dusk Shine awoke with a jolt. He slowly opened his eyes as they adjusted to the sunlight, realizing that he only had a nightmare.

"I'll get it in a moment..." he groggily said, standing up. His sleep was restless, filled with nightmares and guilt. Dusk lightly shook his mane out and slowly walked to where Bubble Berry was serving breakfast. He had prepared a decent spread of berries, hay, and oats for the group to enjoy, and was happily handing it out to them.

"Thanks a bunch, sugarcube." Applejack said, grabbing a bowl full of food.

"Don't mention it!" Bubble replied.

"What made you want to make breakfast?" Dusk asked, also grabbing a bowl.

"Well, since I was up already, I said to myself 'Hey! Everypony will be hungry when they get up!', and since I make food all the time, it just made sense to make food for you guys too. Now, we won't all be starvy warvy when we get to Canterlot."

Dusk chuckled at the pink ponies explanation. "Thank you, Bubble." It didn't seem to cross Dusk's mind that Bubble's real name was Pinkie.

After they all had finished their breakfast, the group packed up and left. All that was left behind was some charred ashes where their fire had once been. Coming ever closer to them was the grand mountain that Canterlot perched on, and it seemed to loom over the small group as they approached the path that led to the grand city. Even though it was just a walkway, it was still inviting and elegant. Flattened light grey dirt led the way; a nice contrast to the jutting and rocky mountain. Not taking a moment to wait, the group began to climb.

Within the hour, the group was standing in front of the drawbridge into the city. As usual, it was opening and inviting, and two guards stood at either side of it. Their golden armor shone in the sunlight, and they stood still like statues, not wavering in the slightest. It was almost surreal.

"Well, here we are." Dusk said, admiring the majestic architecture.

"My, it's just as grand as ever." Elusive replied.

"Welp, ain't no sense standin' here lookin' at it." The orange stallion proceeded to walk over the drawbridge, the rest of the ponies following him.

The city was bustling with aristocrats, upper class, and merchants alike. Hundreds of conversations went on at once, whether they be about taxes, who bought what recently, or whether the monarchy had made an acceptable choice. It was very different from what Dusk and the others were used to, but they continued on.

After a short while of walking, the group was at Canterlot castle. It was much larger up close, and its large towers seemed to reach the heavens. In front of them was a large, ornate door, with another set of guards in front of it. As the six approached them, the guards spoke up.

"Are you Twilight Sparkle?" the dark one asked.

"Twilight... yes, I'm Twilight Sparkle." Dusk replied.

"The princess will see you and your companions immediately." He stomped his hoof on the ground, and with a deep creaking, the door began to open.

Dusk and the rest filed through, entering the entry hall. The ceiling was high and vaulted, with decorative chandeliers lighting the way. A crimson, lavish carpet was spread throughout. Even though they had been here for the Grand Galloping Gala, it remained an astonishing sight, but not to Dusk Shine. He was used to travelling these hallways frequently, and practically knew how to get to the royal chamber by heart. He led the way, passing the occasional guard, all of which stood silently. Soon, they had reached the entrance to the royal chamber. On the large door was a picture of a sun, but half of it was a blue moon. The symbol was common, and everyone knew it represented the two solar sisters. The guards positioned at the door silently nodded, then pushed the doors open for the group. Inside, Celestia waited on her throne.

Excitedly, Dusk quickly entered the room. He walked towards the princess, who quizzically looked at him and his friends.

"My, what a change!" she said, her face turning to a smile. She lightly nuzzled Dusk as he approached her. "It's nice to see you, Twilight, although I wish the conditions had been better."

"Me too, Princess." Dusk replied, with a hint of sorrow in his eyes. Without another word, he pulled the spell book out of his bag. "I've brought the book, like you asked."

"Thank you. Now, let's see what you've gotten yourself into." The princess levitated the book in front of her and turned through the pages, quickly finding the right spell. Her eyes narrowed as she began to read. "My, this is a very ancient book. In fact, the spell you attempted wasn't even complete."

Dusk's heart sank. "What do you mean?"

"Well, it happens to be an experimental magic, that many powerful unicorns had been constructing together. Unfortunately, it proved to be too difficult to successfully cast, and so it was lost in time. Until, that is, you discovered it under your library!" The princess closed the book and stood up. "I'm afraid we'll need something a bit more than just a reversal spell to undo your problem. Please, follow me."

"Where are we going, princess?" Dusk asked, standing at Celestia's side.

"I'm going to show you something most ponies don't know about. Something that I've kept to myself, Luna, and a hoof-ful of select scholars. You'll see in a moment."

Celestia led them through a nearby door and down a long spiral staircase. The air began to grow cold and damp as they descended, despite the many torches leading down. Eventually, they reached a single bookcase at the bottom.

"We walked all that way for this?" Blitz blurted. Applejack quickly smacked him in the back of the head, causing Blitz to groan in pain and rub where he was struck. Celestia simply smiled as her horn lit up.

"Is this what we came here... for..." Dusk began, but trailed off as the books were levitated out and rearranged in such a way that the spines created a large 'L'. Shortly after, the bookcase shifted to the left, revealing a door in the wall. The word 'Library' was engraved on it, in simple writing.

"So that's what the 'L' stands for! I'm so good at guessing games." Bubble said, happily.

"Precisely. As of late, however, it could stand for 'Luna.'" The princess gave a short sigh. "She spends all of her time cooped up in here reading. In fact, she reminds me of you, Twilight."

Dusk blushed with embarrassment for a moment, before following the princess into the library. The room was very vast, with tall bookcases reaching to the ceiling. They were arranged like the spokes on a wagon wheel, meeting at the middle and expanding outwards. On the ceiling was a very expansive mural, depicting the creation of Equestria, the raising and lowering of the sun and moon, and Luna's banishment. It was extremely intricate and detailed, and Dusk couldn't help but admire it. They walked to the center of the room, where several tables and chairs were positioned. Dusk noticed a large stack of books on one of the tables, and could hear a pony busily flipping through pages. He also heard the clacking of... something together. It sounded like wood. Celestia cleared her throat.

"Ahem. Luna?" She asked. The clacking and flipping of pages stopped, and a cobalt pony poked her snout over a stack of books.

"Yes, Celestia?" she asked. Then she noticed the others. "Oh! Ah... who came with you?"

"You might not recognize them, but these are the Elements of Harmony."

Luna cringed slightly at the words.

Celestia continued. "They're here because of an unfortunate incident involving a spell. You'll notice that they're stallions now."

Luna narrowed her eyes and confirmed the fact. "Oh my. That looks serious."

"Indeed it is. I've come here to find a particularly ancient spell. Would you care to help?"

The moon princess stepped out from behind her stack of books, revealing her full wings and jeweled necklace. "I... suppose I could help. What are you looking for?"

"Well..." Celestia started, circling around the center area. "Something along the lines of gender reversal."

Luna closed her eyes for a moment, in deep concentration. She tried to recall any book that might have a spell that strong. She opened her eyes as one came to mind. "You could try the Arcane Scroll of Forbidden Magic."

Dusk became uneasy at the word 'forbidden.' He looked from princess to princess, waiting for Celestia's response. The room was terribly silent for an agonizing amount of time. Finally, Celestia spoke up.

"We could attempt to. However, it is forbidden for a reason, sister."

"Yes, I know, I read all about it. It started as a collection of the most powerful spells created, but through corruption and dark intentions it became full of dark and dangerous magic, which caused it to be seized and forbidden to be recreated by our glorious and benevolent leader, Princess Celestia." Upon finishing, a smile crept upon Luna's face.

Celestia seemed pleased at her sister's knowledge, and returned the kind

look. "That's exactly correct. However, not all of the spells within the scroll were dangerous. We shall take a look at it."

"Thank you, Princess." Dusk said, looking up to her.

"Yes, thank you very much." Butterscotch added. The rest of them took turns thanking the princess, who rolled her eyes.

"Please, there's no need to be so formal with me. Now, let's find that scroll. Luna, if you will." She nodded to Luna, who was leaning over to read a book. She perked up at the mention of her name.

"Oh, yes, of course." she said, turning. "I believe that scroll is this way..." She led Celestia and the six ponies down one of the many hallways. They continued until they had reached the very end of the room, where an old, dusty display case stood. It had an old wooden frame, and the foggy glass was just translucent enough to reveal an aged scroll, lightly hovering on a small pedestal. Celestia's horn lit up as she began to mouth several words. The case was surrounded in blue light for a moment, which then seemed to shatter and dissipate.

"Ah, even after all these years, I still remember that anti-shield spell." Celestia said, in a whimsical tone. She levitated the scroll in front of herself and unfurled it. Dusk looked at the spell as Celestia did, and noticed it was in a language he didn't recognize, even after all of his research. He also noticed that the text had a faint glow to it. Clearly, this was some powerful magic. For the next few moments, Celestia pored over the scroll, scrutinizing its every detail. The rest sat in silence, waiting for her to announce what to do. After many minutes, and with a look of concern on her face, the princess of the sun finally spoke.

"This spell is indeed very old. So old, in fact, that it was made during the times when physical objects were still used for incantations."

Being versed in magic, Dusk spoke up. "What do you mean, princess? Do we need to include artifacts of some sort?"

"Precisely, Twilight. They *appear* to be very rare ingredients, however. I can only hope they still exist."

"Well, what do we need?" Blitz asked anxiously.

"Patience, Rainbow Dash." Celestia replied, looking over the scroll once more. "The answer is written in a riddle."

"Ooh! Riddles! I love riddles!" Bubble Berry suddenly chimed. He had been uncharacteristically quiet the whole time. "What is it, what is it?"

Celestia couldn't help but grin at the young stallion's enthusiasm. "You're quite eager! Let us begin." She began to read from the text:

*Up in the heavens
The master contains the key
Down is the answer*

Bubble sat down and rubbed his chin with a hoof. "Boy oh boy, this is a real stumper! What's could be in the heavens?"

"Perhaps it doesn't literally mean the heavens?" Elusive said, looking at Bubble and giving a shrug.

"It must mean something in the sky then." Dusk announced. Suddenly, Blitz spoke.

"Cloudsdale! It's up in the sky, and somepony probably thought it was like a heaven."

"Very good, Rainbow Dash." Celestia spoke.

Dusk recalled the second line. "So, the master is in Cloudsdale, and it has the key. But... Cloudsdale doesn't have a master, does it?"

"Well, it used to." Rainbow Blitz said, turning his head to Dusk. "It's taught in all Pegasus schools. Long ago, there was a Pegasus king, who sorta ruled Cloudsdale like Celestia did. Eventually he got old, and after he was gone, they never bothered to get a new one."

"Ah yes, I remember him quite fondly." The sun princess spoke. "He went by 'King Aurelius Darkbillow III', and was a very prestigious leader. He cared much for the Pegasus race, and his passing was mourned by many."

Even today, I miss the stories he used to tell when we met. However, what's past is past. I can't be reminiscing when my dear pupil is in need, can I?" She looked down to Dusk and smiled.

"Ah don't get tha' last line. 'Down is tha answer'? Tha last two lines said it was in Cloudsdale!" Applejack said, starting to pace around. "What other kinda 'down' is there, anyhoo?"

"One could feel 'down', as in sad." Elusive said.

"You can be down for the count!" Blitz excitedly added.

"Um, it could be a feather..." Butterscotch quietly said.

"What was that?" Dusk asked, approaching Butterscotch.

"Well, when I take care of birds, sometimes they leave feathers. It's really called feather down... oh, but that's silly..."

"No, no, no, it makes sense, Butter... Fluttershy!" Dusk looked towards the princess. "I think I know what the first ingredient is."

"And that would be?" Celestia asked, waiting for her disciples answer.

"It's a feather from the Pegasus king!" the purple stallion triumphantly said.

"Very good, all of you." Celestia said, with satisfaction. "Even I wasn't entirely sure what the answer was. Now, for the next ingredient."

"There's another?" Blitz dejectedly said.

"This spell requires three material ingredients in total. One representing time, one representing memory, and one representing gender. The feather happens to be time." The princess looked over the scroll and read the second riddle:

*Golden and sacred
The binds of the two beings
It hides in the throne*

Upon hearing this, Luna spoke for the first time in a while. "I... I think I know the answer to this one, sister."

"As do I. What were you thinking?" Celestia asked.

"Well, the 'throne' mentioned in the riddle refers to *our* old throne, when we still inhabited the temple in the Everfree Forest. 'Golden and sacred' is an artifact that was placed there long ago - a gift from the Gryphon kingdom. Finally, the 'two beings' represent..."

"...us." Celestia finished. "Or, in this particular case, the two separate genders - male and female."

"Exactly." Luna said, confidently.

"Then we have to tread into that dreadful forest, don't we?" Elusive revoltingly said. There was visible disgust on his face.

"Yes, it seems we'll be taking another trip to the castle of the solar sisters." Dusk announced, looking towards his friends. They all nervously shifted at this, knowing full well the dangers that lurked in that forest.

"Excellent work, young ponies." Celestia pleasingly said. "You've now learned what two of the items are. It is now time to figure out the final piece of the puzzle." The princess cleared her throat and announced the final riddle:

*Darkness and despair
All that remain in this place
Hide the mystic flow*

The ponies pondered this riddle again and again in their heads, but couldn't seem to find an answer.

"Only place ah can think of fer 'darkness an' despair' is th' Everfree Fores'. One a' the parts is already in there though." Applejack didn't have any idea where it could be, let alone what the 'mystic flow' could be.

"Applejack is right." Dusk said. "Princess, do you know what this could mean?"

Celestia thought for a moment. She opened her mouth to speak, but was interrupted by Bubble Berry.

"Ooh! I think I know the answer to this one! Maybe the dark and spooky place is Old Canterlot! Am I right? Am I, am I?"

Hearing the words 'Old Canterlot' caused Celestia's eyes to widen. "How do you know of that place, Pinkie Pie?"

"Well, I used to hear stories from Grandpa Pie, who's great, great, great, great, great, great grandpa was in the royal guard. He told me all about Canterlot, but not our Canterlot! This Canterlot was inside the mountain back when it was dangerous and scary outside. Eventually they built New Canterlot on the side of a mountain, then they sealed up Old Canterlot so people wouldn't get confused! So our Canterlot is Canterlot, but Old Canterlot was their Canterlot, and it's old to us because we're here now when New Canterlot is Canterlot. See?" Bubble Berry grinned after her long winded explanation, leaving the other five terribly confused. Celestia and Luna, however, exchanged concerned looks.

"It's quite a benefit to your group then, if you know of Old Canterlot. It may indeed have the final ingredient." Luna spoke.

"What exactly is the last ingredient then?" Dusk asked. "What could 'mystic flow' refer to?"

"I believe the answer you're looking for is liquid magic."

"Liquid... magic?" A quizzical expression crossed Dusk's face.

"Precisely. Before magic was properly harnessed by Unicorns, it was kept in a liquid state for ingestion and simple use."

The influx of new information about the past was beginning to overwhelm Dusk Shine. He attempted to stay focused on the issue at hand, rather than the mysteries of the past. "So, the last part of the spell is liquid magic?"

"That is what it appears to be." Celestia confirmed. "So, you'll need to travel to Old Canterlot, Cloudsdale, and the Everfree Forest to gather the

reagents for this spell."

"I have but one question about all of this." Elusive gathered the attention of the group. "Just where might we find all of these ingredients? Surely, Old Canterlot, Cloudsdale, and the old castle are rather large places. We can't hope to spend all of our time searching."

Luna answered one of the questions. "If I remember correctly, the throne room in the old castle will be past the third tower, in the middle of a large complex of buildings." At this point, Dusk had taken out a pencil and piece of paper and began writing down information. "The room is large and circular, with two thrones in the center. The artifact will be in the center of the thrones, and there should be a method of retrieving it."

"Thank you, your majesty." Elusive bowed while speaking, but quickly stood back up. "This still leaves the other two pieces."

"I kinda know where king's grave site is." Rainbow Blitz said, looking to Elusive. "That's where they put the king's stuff when he kicked the bucket."

"Simply wonderful. This is proving to be much easier than we thought, is it not?"

"We still don't know jus' where this magic water is s'posed to be." Applejack said, slightly darkening the mood.

"I can assist you with that problem." The sun princess closed the scroll and placed it back into the display case. The glass door shut, and a blue light encased the container, but its glow disappeared as quickly as it was formed. A light hum filled the air, then trailed off. "If there is any liquid magic left in Old Canterlot, you will find it in the Enchantment Wing of the old royal library. There was a small pool for research purposes left there, which may still exist today."

"I can't thank you enough for all of your help, princess." Dusk Shine said, approaching her.

"It is my pleasure, Twilight. I pray that this information is correct, and helps to reverse the spell." Celestia leaned down and nuzzled Dusk's neck. He quickly returned the gesture and they parted. Dusk then looked towards

Luna, who was standing a bit behind her sister.

"I must thank you as well, Princess Luna."

"Oh, uh, you are very welcome." Luna replied, sheepishly.

"One day, we should meet for a better reason."

"Yes. I agree." The moon princess cracked a smile before looking back down to the floor. "*One day...*" she thought.

The remaining six thanked the princesses, and the group, save for Luna, traveled back to the throne room of Canterlot. Celestia personally escorted them to the entrance of the castle, and before they left, spoke to Dusk.

"Twilight, I want you to take this." The princess produced a small, transparent orb which had a faint yellow glow to it. "It's a mystic orb. If you touch it with your horn, you'll be able to speak with me no matter where you are. Should you need help, simply ask, and I will do what I can."

Dusk Shine humbly knelt down. "Thank you for the gift, princess. I will be sure to use it wisely." The princess smiled before telling Dusk to catch up with his friends, who were over the drawbridge already. Dusk gave one last goodbye before turning his back on the castle and meeting with his friends.

"My, it's getting rather late, don't you think?" Elusive said, looking at the sky. Time had passed by very quickly in the castle, and they didn't realize just how long they had been there until now. "Perhaps we should find a place to stay? We don't want to go out at night."

"I'm gonna hafta agree with Elusive here." Applejack said. "It's mighty dark out, and there ain't gonna be anythin' done at night."

"If you insist, we'll find an inn." Dusk said, leading the group. Being a large city, Canterlot had several places to stay, and the group decided to stay in the first one they saw. It happened to be a tavern by the name of 'The Prime Pegasus.' Inside, there were few patrons. Several sat at tables, and nopony was sitting at the bar. The bartender looked up as they entered, and gave them a warm welcome.

"Greetings, lads. Are ya here ta' stay the night?"

"Yes, sir." Dusk answered.

"Always good ta see new faces. It'll be fifty bits per night, but that includes dinner and breakfast! Hows 'at sound?"

"That there's a deal if I ever did see one." Applejack said, taking a seat. The bartender gave a hearty laugh.

"I'm likin' you fellas already! It'll be three hundred bits total, and I'll put yer names down." The six stallions each brought out their money and passed it to the bartender, who quickly scribbled their names in the large registry. When he was done, he looked back to the group. "Now, what'll it be fer dinner? Menu's right behind me, so take yer time." He walked to the side of the bar and started to clean a collection of mugs.

"So, how long do you think this'll take?" Blitz asked Dusk.

"Well, several days at the very minimum. We have a lot of travelling to do, and Everfree Forest will take the longest." Blitz frowned slightly.

"Do you really think this will work?"

"I trust the princess completely, Dash."

"Blitz."

"Wait, your name is Dash."

"Yeah, I know that, but Blitz sounds cooler. You know how cool I need to be, Dusk."

"Fine, I'll play along and call you 'Blitz', but you have to call me Twilight."

"Deal." Blitz replied, with a grin.

"I certainly hope I've packed warm enough." Elusive said, looking over his bags. "A place like Old Canterlot seems terribly cold and damp."

"Oh no, I hope it's not too dark." Butterscotch added, his face changing to worry.

"It'll be fine, Butterscotch." Dusk said. "Elusive and I can use magic to light the way."

"I suppose that's okay..."

"Alls ah'm worried 'bout is gettin' back on the farm." Applejack gruffly said.

"Applejack, do you worry about anything other than your apple trees?" Elusive asked, looking over to Applejack.

"O' course. There's mah family, and mah finances, and mah friends."

"Oh good, we're on that list." Elusive flatly replied.

"Hey, don't start anything funny." Blitz said, looking between the two. "That's my job, remember?"

"Fair enough." Applejack said, still looking at Elusive. Just then, the bartender came back and asked about their orders. They ordered something filling off the menu, and continued to lightly chat about their upcoming journey. As they ate, a light grey mare with a pink treble clef cutie mark entered the tavern. She had dark hair, amethyst eyes, and had a large instrument case with her. The pony practically dragged it to the bar, and sat down next to Blitz, looking a bit downcast.

"Bartender." she said, half-heartedly lifting a hoof. "Get me the usual."

"In here again, Octavia?" The bartender asked, preparing a drink for her.

"Same stuff, different night." She dully replied. "We get a performance, no one appreciates the music, and we end up leaving with empty hooves."

"I'm sorry ta hear that." He pushed the drink to her, which she immediately started to drink. Blitz was listening to the conversation and looked over to her, then at the large case at bottom of the bar stool. He didn't realize how long he was observing her, as she put her drink down and looked over to him.

"Can I help you?" she asked, clearly irritated.

"Oh, uh, sorry, I didn't mean to stare."

"Then don't."

"I just uh... overheard you."

"Great." She took another sip of her drink.

"What do you play?"

"Double bass. Why?"

"I was just curious." Blitz wasn't sure where to take the conversation. Octavia looked at him from head to toe, then finished the rest of her beverage. "Is anyone else in your ba-"

"Are you trying to hit on me?" she interrupted.

"No, not at all." Blitz said, starting to get red in the face.

"Are you sure about that?" Octavia pressed the issue.

"I'm, uh, positive."

She gave him another once over. At this point, the conversation between the other five had ceased, and they were listening in on Blitz, eagerly waiting to see what would happen between him and this aggravated musician.

"That's good. Most stallions don't care about what I do. They just care about what I might do. You seem honest though." She looked at Blitz, and her expression lightened up. The bartender delivered another drink, which she took some of. "I might want to get to know you more." Rainbow Blitz wasn't sure what to say, but he could feel his cheeks burning up. Was this going to happen everywhere he went? From behind him, he could hear his friends suppressing their giggling.

"That sounds... great. Yeah, I'd like that." Blitz replied, trying to keep his cool. Octavia turned away and looked straight ahead of her.

"How long are you going to be here?" she asked.

"Just for tonight, then I have to leave... for a long time."

"That's a shame."

"Yeah, I wish I could stay longer, y'know?"

Octavia finished the remainder of her second drink, then looked back to Blitz. "I might think about paying you a visit tonight. We can talk more then."

"Sure, sure. That sounds cool."

Octavia went back to her third drink, and Blitz turned back to his friends, all of which were quietly giggling to themselves.

"Very funny, guys..." Blitz said, sarcastically.

"You bet it is." Applejack said, a huge grin on his face.

"It is always amusing to see you like this, darling." Elusive added.

With the occasional chuckle, the group finished their dinner and headed to their rooms upstairs. They all said their 'good nights', and the humorous 'good luck!' to Blitz, and retired for the night. The next day, they would be setting out into the depths of Old Canterlot, searching for the mystical pool of magic. Deep down, all six of them knew that this journey wasn't going to be an easy one, but together they'd be able to overcome anything.

Chapter 4

Oh Heavens, Did You Say Dirt?

On the back wall behind the bar, a clock struck eight times. It was the early morning, and Dusk Shine had just made his way downstairs after straightening himself up and packing his things. Unsurprisingly, he was the first to awaken out of the group. The barkeeper flashed Dusk a smile as he sat down at the bar.

"Mornin', son. Sleep well?"

"As well as I usually do."

"Good ta' hear!" he cheerily replied, while pushing a menu in front of Dusk. The violet stallion opened his mouth to speak, but the barkeeper interrupted. "If you'll recall, ya got yerself a free breakfast here. So, lad, what's it gonna be?"

A free breakfast! Dusk had forgotten about that detail in his slumber, and he had been prepared to leave without a meal. The rumbling in his stomach declared just how dreadful of an idea that would have been. With little hesitation, he scanned over the menu, looking for something light.

"Oatmeal, hay pancakes, fruit salad and... apple jacks?"

"Yep! Somethin' new from one o' the apple families. Some sorta ground hay and little bits a' apple."

Dusk hadn't realized he said the last part out loud. The food's uncanny resemblance to his farmer friend had caught him off guard, especially this early in the morning. After looking at the choices one more time, he decided to order the apple product. The bartender grabbed a jar of what appeared to be apple and hay, opened it, and dumped a bit of the mixture into a bowl. He then poured milk over it, and set the saucer in front of Dusk.

"Enjoy!" he said, turning to take another patrons order. Dusk looked into the pool of milk, hay and apples sitting in front of him, pondering for a moment

if it was the right way to use his free breakfast. Levitating a spoon, he brought part of the mixture to his mouth, and with a nervous gulp, ingested it.

"*Not bad.*"

Shortly after Dusk had finished breakfast, and about fifteen minutes past the hour, Applejack made his way down the stairs. After greeting the bartender, he took a seat next to Dusk.

"Mornin', Dusk."

"Good morning, Applejack. Did you know one of your family members has a line of cereal?"

"Shoot, do they? What's it called?"

A friendly smile crept across Dusk's face as he said "Apple Jacks." The orange earth pony's brows furrowed into a look of concern.

"...any good?"

"Oh, absolutely. You should try some!"

Applejack's expression quickly turned from concern to pleasure with the news. It wasn't long at all before he had a bowl for himself, and was digging in. While he was focused on his food, he didn't notice Butterscotch take a seat next to him.

"Good morning, everypony."

The unexpected voice next to him caused Applejack to cough and quickly sit up, dropping his spoon on the counter. After recovering from the slight shock, he looked over to Butterscotch, who was huddled over in his seat, looking a bit fearful.

"I-I'm... I'm sorry, was I too loud?"

Applejack sighed, looking over the yellow pegasus. "Nah, you weren't. You jus' startled me is all. It's alright."

"Sorry about that..." Butterscotch replied, beginning to sit up.

By nine o'clock, Bubble Berry and Elusive had come downstairs and gotten their meals. Elusive had to explain that he was up so late because he 'simply needed to style his mane just so', and Bubble was very busy testing the bounciness of his bed. The group had a chuckle at the pink ponies silly explanation before returning to their meals and having idle chit chat.

Finally, at roughly nine twenty, Rainbow Blitz walked down the stairs. He knew exactly what was coming, and braced himself for the surge of questions about his late night 'guest'. The mare in question followed him down the stairs, and more than one high pitched whistle was heard as they entered the room. Ignoring the jeers, he and Octavia sat down next to the rest of Blitz's friends.

"Well, good mornin' there, loverboy!" Applejack hollered over, a grin on his face. "Have a good rest?" Blitz could almost feel the implications in his words, and he knew that a good explanation would be required.

"Yeah, I did have a good night." Blitz replied.

"And how was it for yer friend?"

"He was very charming." Octavia's smooth voice came, looking past Blitz and over to Applejack.

"My, is that how they put it these days?" Elusive retorted, lightheartedly. Everypony but Blitz and Octavia gave a light chuckle.

"Well, actually..." Blitz started, but was cut off by Octavia.

"For your information, gentlecolts, we didn't do anything... *vulgar*. We simply talked."

Dusk leaned over and looked to Blitz. Out of all of his friends, he assumed Blitz to be the first pony to leap at an *opportunity* like this one. Dusk needed to hear that again, because Octavia couldn't possibly have said what he thought she said. "I'm sorry, but... you two... talked?"

Blitz was the one to speak this time. "Well, yeah. She was practically crying when she came to my door. I decided to do the cool thing and listen to her."

"So, lemme get this straight, sugarcube. A pretty mare like her comes to your bedroom, cryin' her eyes out, drunk outta' her mind and lookin' fer attention... and ya talk to her?"

The cyan pegasus nodded. "Yep. Pretty much."

"I'm surprised, Rainbow." Elusive spoke, continuing melodramatically. "That was a very sweet thing for you to do! Taking to a distressed mare like her and calming her in a time of need! Oh, such a romantic gesture." Blitz's cheeks began to brighten at the words. Elusive was right, it was a pretty sweet thing for him to do.

"See? All Blitzzy had to do was be nice!" Bubble chimed in.

"And nice he was." Octavia said, getting up from the bar stool. "Now, if you'll excuse me, I have an ensemble to meet. Oh, and Blitz... thanks again." She turned to the blue stallion and unexpectedly gave him a quick kiss on the cheek, before turning and leaving the tavern. Dusk and the others watched her leave before looking to Blitz, who was blushing a bright crimson.

"Hoo boy, she sure had a thing for you!" Applejack said, relishing every moment of Rainbow's embarrassment. He was never going to let the pegasus live this one down. After a brief chuckle from everypony, Dusk spoke up.

"Now that we've had our breakfast, and some laughs," he looked at Blitz with a grin. "We should be heading out to the castle now. Celestia will be waiting for us." The group moved out of their seats and double checked their belongings. The barkeeper gave them a smile as they began to leave.

"Thanks fer stayin', and 'ave a good day!" With that, he watched the six colorful stallions leave, and went to clean a collection of mugs. It wasn't every day that such an interesting group walked out of the bar.

- - -

The morning sun hung brightly in the eastern sky as the group approached Canterlot Castle. As they reached the drawbridge, Dusk stopped for a moment and levitated the mystic orb out of his saddlebags. Recalling its instructions, he moved it to the tip of his horn and lightly tapped it, causing a magic spark to jump between the two. The orb took on a life of its own as it hummed and floated a few feet in front of Dusk. It then appeared to shatter, but upon further inspection had divided into numerous smaller orbs, which now floated about in a spherical shape, just big enough to encompass an alicorn. Shortly, the faded shape of Celestia appeared in the middle, smiling and looking to Dusk. The holographic magic brought several 'ooh's and 'aah's from everypony, who quickly silenced as the sun princess spoke.

"Ah, it's good to see you, Twilight. It looks as though you've activated the mystic orb with little trouble."

"Yes, Princess, and it's very helpful. This magic is quite advanced!"

Celestia gave a brief chuckle before continuing. "I'll be sure to teach you about it when you're done with your quest. So tell me, what is it you would like?"

"Well, we needed instructions on how to enter Old Canterlot."

"Of course, of course. Twilight, I trust you know the layout of most of the castle, correct?"

"I studied the floor plans quite a bit, so yes."

"Excellent. Then, if you go to the lower levels of the castle, from the basement, you'll find a large, sealed door at the end. This is the original entrance to Canterlot, and it is protected by very strong magic. I will send Princess Luna to assist you in opening it."

From elsewhere in Celestia's area, Luna's voice rang out. "Celly, I'm busy studying!"

"She'll be there, don't worry." Celestia added, with a wink and smile.

"Thank you so much, princess. We'll be sure to go there as fast as

possible."

"Good luck with your search!" After this, the image of Celestia disappeared, and the orb returned to its small, glass-like state. Dusk returned it to his bag and marched forward, leading the way.

"Dusk, do you think we'll be okay?" Butterscotch asked, saying the first words in a long while.

"We'll be fine!" Blitz barged in, interrupting whatever Dusk was about to say. "Old Canterlot is just going to be filled with old books and dirt, anyway."

"Oh heavens, did you say dirt?" Elusive nearly stopped in his tracks at the mention of that icky, grimy, filthy substance that was so bothersome to fully wash out of a coat!

"It'll be fine, ya'll. Ain't nothin' we have to do but go in, get some fancy, magicky water and leave. Easy as bakin' an apple pie."

"I could really go for some pie!" Bubble Berry excitedly said, hopping around the group.

"Tell ya what, if we can fix this spell and get ta' how we used ta' be, Ah'll make pie for all o' ya!" Applejack brightly announced. Bubble and the others gave a light cheer and laugh as they entered the doors of the castle, looking forward to finishing their journey.

- - -

Princess Luna paced back and forth in front of the large stone door to Old Canterlot. It had been over a millenia ago that she had last been to this entryway, and memories of much less peaceful days resurfaced. Days when many dragons roamed, and monsters frequently hunted outside of the Everfree. Those were dark days indeed, which Luna couldn't quite pull her mind away from as she gazed upon the cold, ancient rock. Fortunately, her pained reminiscence was halted by the soft clopping of hooves in the distance. The alicorn looked at the far end of the room to see Dusk Shine and the rest of his friends entering.

"Greetings, Princess." Dusk said, bowing when he approached her. The others followed his respectful lead.

"Hello, Twilight, and friends. I trust you are all prepared?"

"Absolutely."

"Good. I'll open the door for you six, but be cautious to tell either myself or Celestia when you return, so it may be closed again.

"Of course, your majesty, and thank you."

Luna's horn began to glow a bright white, and rumbling could be felt throughout the room. With the loud grinding of stone, the large door moved sideways, revealing a foreboding passageway that descended into darkness. Bits of dust and loose stone fell to the ground as the door stopped and Luna's horn lost its magic glow. With an affirmative nod, the princess teleported out the room, leaving the group to themselves.

The passage leading deeper into the mountain was little taller than an alicorn, which left Dusk and his friends feeling a bit claustrophobic as they descended into the darkness. Not only was it small, but the blackness was so pungent that the light from Dusk's horn could barely penetrate it. Had it not been for the dropping temperature, they wouldn't have known how close they were.

The first clue that they had arrived, other than the cold, was that Dusk noticed the light wasn't reflecting off the walls anymore, and that the tunnel had actually opened into a large cavern.

"Guys... I think we might have made it." Dusk said. His horn flashed brighter, and a large flare shot out and arced in front of them. Six jaws collectively dropped at what they saw in the new found light.

The cavern they were in was gargantuan in scale, and far ahead in front of them, an old stone castle lay, surrounded by small residential buildings. It was nearly as big as present day Canterlot, but tucked away in this mountain. Massive columns stretched between the floor and ceiling, some so wide that if Dusk and the others were to stand around it, they wouldn't be within hoof length of one another. The simple reality of what was lying in

the mountain caused Dusk to lose all train of thought for a moment.

"It's... it's real big." Applejack said, eyes darting from one thing to another. Even Bubble Berry was at a loss of words, but not for long.

"Grandpa never told me how BIG this place was!"

"Yes... it is quite extravagant, isn't it...?" was all Elusive could say. Rainbow Blitz was knocked out of his amazement a bit quicker, thinking of all the flying he could do. He spread his wings and took off, cheering.

"Blitz! Get back here!" Dusk called, starting to run after him. This was everypony else's cue to start moving, and they trailed shortly behind the purple unicorn.

"Just look at all this room!" Blitz shouted, circling one of the large columns and diving down into a spin. "I never thought I'd be able to say I flew in a [i]mountain[/i]!" After several more tricks and stunts, he landed briskly, giving his wings a shake.

"Finally!" Dusk tiredly said, catching up to where Blitz was. "You should really warn us before you do that."

"Yeah, maybe I should, but hey, we're in front of the castle now."

Dusk blinked, then looked up. There were indeed in front of the castle, it's large structures reflected off of the flare.

"It's so much bigger up close." Butterscotch said, looking over the building.

"You should have seen it from the sky! Also, Dusk, we might want to hurry up with this."

"Why's that?"

"Well, it might just be me, but I don't think all those important looking columns should have big cracks in them."

"Wait, what?" Dusk looked to the nearest column, and upon examining it, immediately noticed what Blitz was talking about. Large, jutting cracks were

shooting through it, splitting off into hundreds of hairline cracks. It was clearly from the many years of endurance this column had to put up with, and Dusk wasn't sure how long it was going to last. "Blitz, you're right. We should get this over with. Follow me, everypony."

Dusk proudly lead the group, walking right to the gates of the castle... before realizing they were closed, and he couldn't open them.

"Well that's a might inconvenient." Applejack looked over the closed gate, which hadn't been opened in hundreds of years. He then thought of his apple bucking experience. A grin crept across his face as he walked forward. "Step aside, ya'll. Ah'll get this here gate open." They all nodded silently and backed up, giving Applejack some room. He galloped towards the gate, then quickly turned and slammed his hind hooves into it as hard as he could, sending a thundering crack throughout the entire cavern.

"See, nothin' to i-"

"AJ, look out!" Blitz cried, spreading his wings and lunging forward. The blue pegasus tackled Applejack to the side, moments before the stone gate crumbled and fell, right where the orange pony had been. The destruction of the stone kicked up quite a bit of dust, obscuring the vision between Blitz, Applejack, and the others. To their relief, Blitz spoke up.

"We're good!"

The other four sighed and ran over to them.

"Oh my, are you okay?" Butterscotch said, worriedly looking over Applejack.

With a brief cough, Applejack stood up and shook himself off. "Ah'm better than I woulda been if Blitz hadn't been quick on his hooves."

"Yep, that's me. Always saving everyponies flank." Blitz grinned.

"Don't go gettin' used to it. I'm sure ya'll are gonna get in trouble with somethin'."

"Usually do!" the pegasus flared his wings out and gave a light flap.

Dusk coughed, getting the attention of the others. "Now that the gate is... open, we should probably get to that liquid water."

"Dusk is quite right. I'd rather not stay in this... dusty place for longer than we need to." Elusive walked forward to start and lead the group inside, but allowed Dusk to pass him so they knew where to go.

They cautiously made their way through the dark and foreboding halls. Their ancient structure threatened to cave in at a moments notice, so everypony was on edge as they silently walked through the castle. Any windows the castle once had were now shattered and broken, and old tapestries had long been consumed by insects, leaving only the faded gold bars used to support them. Dusk's horn lighting was slightly more effective here, because of the flare outside providing some extra light, but it was still fairly dark. He almost didn't see the sign above them that said "Library".

"We're here!" Bubble Berry exclaimed, taking notice.

"So we are..." Dusk slowly opened the large wooden door in front of them, opening up to a large, circular room surrounded by bookcases. The room had two floors, with a banister traveling around all the top level. The roof of the building had a mostly broken stain glass picture, and from what Dusk could make out, at one point it was a picture of Celestia. Immediately garnering his attention, however, was the soft blue glow coming from the middle of the room. There sat a small fountain, with glowing blue liquid sitting in it. There wasn't a single ripple going through the solution, and as the ponies approached, they could perfectly see their reflections in it.

"My goodness, the magic here is so strong I can feel it in my horn. Tell me you feel the same, Dusk?" Elusive spoke, admiring his reflection in the water. Dusk, however, was gritting his teeth and seemed to be in pain.

"Duskie, are you okay? You don't look so good!" the pink pony inspected him with a worrisome look.

"It's... I'll be fine. It's just a lot of magic... I think... this is a defense mechanism..." Dusk said through his teeth.

"Shoot, Ah'll help you out, Dusk." Applejack went to Dusk's bag and

opened it, retrieving a small vial from inside. He held it in his mouth and dipped it into the pool, filling the vial to the mouth. Using a hoof, he popped the cap on the end and slipped the now glowing container back into Dusk's bag. "Well, that wasn't so hard, was it?"

Dusk slowly backed away, feeling the pain lesson on his horn. When it became bearable again, he sighed. "Thank you, Applejack. Now we can get out of here!"

"Finally! Now we can go on to the cool part."

"Whatever do you mean by that, Blitz?" Elusive gave him a questioning glance.

"I mean going to Cloudsdale of course! That city is so much more awesome than this stuffy place."

"Not to mention it's brighter." Butterscotch added.

"Oh boy, should I throw a party to celebrate our magic water?!"

"Sugarcube, just hold off on the parties 'til we're mares again, will ya?"

"If you say so, but means I'll have to throw an extra big, super duper funtacular one!"

"Hehe, we'll be looking forward to it, Bubble." Dusk added with a smile.

The group retraced their steps, following Dusk's lead. In a short time, they had navigated to the entrance of the castle, which was clearly noticeable by the destroyed gate. As they were talking, Butterscotch heard a faint crack in the distance.

"Guys..."

The others continued, going back to the subject of Blitz and Octavia. *Crack.*

"Guys."

"Now, Ah'm just sayin', Rainbow, if it was me, Ah woulda-"

"Guys!"

The group turned to look at the flustered yellow pony, who was staring at them with a furrowed brow. *Crack.*

"What's up, 'scotch?" Blitz asked. *C-c-c-crack.*

"Don't you hear that cracking noise?!" The five of them perked their ears up and look around, searching for a sound. *Crack.*

"There it is!" Dusk said, looking in the direction of...

"THE COLUMN!" they cried, bursting into a full gallop. With a thunderous shattering, large stone shards shot out of the stone, finally giving way to the ages of weight it had to support. The destruction of the first column began a deadly chain reaction, with each successive column falling to the overabundance of weight. Chunks of the ceiling began to fall now, destroying buildings and laying waste to the castle. The six ponies pumped their legs furiously, avoiding the falling rocks and debris that was rapidly spreading. Dusk looked back for a moment, but instantly regretted doing so, as all he saw was a hailstorm of dust and stone flying at them.

"We're almos' there!" Applejack cried out above the sound of crashing rock. On the spot, Dusk shot out another flare above the entrance, leading them to their salvation. Just then, a large chunk of earth fell right in front of them, which they quickly avoided. However, the sudden obstacle threw Elusive off, and he was now falling behind the rest of the group.

"Somepony, help!" he cried, taking notice of the rapidly approaching wave of mountain careening towards him. With lightning speed, Blitz pulled a backflip and barrel rolled to Elusive. He quickly went next to him, flying low to the ground.

"Jump on!" he yelled, nudging Elusive with a hoof.

"I... but..."

"Just do it!"

With no more hesitation, Elusive jumped on Blitz's back and the two took off. The others had reached the entrance of the cavern already and were frantically calling for them to hurry. With a grunt and final flurry of wingbeats, Blitz flew into the small passageway and crashed into the ground, throwing Elusive off and rolling several feet before dully hitting the bottom of the stairway. Behind him, the mountain finished caving in, and left a mass of rubble and dust where the chamber once lay. Old Canterlot was no more.

"Is... everypony alright?" the rainbow maned pegasus slowly got up, coughing slightly. He gave his mane a quick shake and surveyed the area. In front of him were Applejack, Bubble Berry and Dusk Shine, who was being nursed by Butterscotch. He looked behind him and saw Elusive wearily getting up. His white coat was tarnished and covered in dirt, and his normally shiny and prim mane was dull and unkempt. Despite this, though, he still managed to give Blitz a smile.

"Thank you, Blitz. I suppose that this is... the second time you've saved my life."

Blitz recalled back to the Best Young Fliers competition. "I guess you're right, Rarity. Err... Elusive."

"It's fine, it's fine. Blitz... Dash... you saved me either way."

"Heh... don't worry about it. As long as you're safe." With a dignified grin, he turned back to the others. "How is everypony holding up?"

Applejack stretched his neck a bit. "Ah'm good here."

"I'm doing great!"

"Oh, I'm fine, but Dusk sprained a hoof..." the yellow pegasus finished wrapping Dusk's hoof in bandaging. "He'll need some help getting back."

"I'm sorry everypony." Dusk said, with a sad sigh. "I went and hurt myself on the last stretch."

"Oh, it's fine, dear." Elusive walked over, helping to pick Dusk up. The lavender unicorn's eyes widened as he noticed the state Elusive was in.

"Gosh, Elusive.. your..." he trailed off, not knowing what to say.

"Yes, yes, I know... Sometimes you just can't avoid a mess. Enough about me! Let's help you up these stairs."

After a particularly long climb up the dark stairway, they finally saw the familiar light of Canterlot's basement. The group was lively when they reached the top, glad to finally be in fresher air. The liveliness quickly changed to surprise however, as they noticed both Luna and Celestia waiting for them.

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"Oh my goodness, I'm so thankful you're okay!" The sun princess said, kneeling down and nuzzling Dusk. "I had no idea how damaged the city had become. I'm very sorry for putting you in such a life threatening situation, Twilight."

"It's okay, princess." Dusk said, merrily. "Oh, and look what we found!" His horn adopted a faint purple glow as his saddlebags opened and the vial of blue liquid was brought out, glowing brightly. The princess had to stifle a gasp as she saw the container.

"Liquid magic..." Celestia said, eyeing the glowing flask. "Excellent job, all of you. You've probably found the most difficult ingredient." She looked down the hallway to Old Canterlot. "And now, the most rare."

"Oh yeah... we have the last bit of liquid magic EVER!" Bubble said, looking at vial.

"Indeed you do." Luna spoke up. "So we should keep it safe until the time is right."

"Luna is correct. I'll take this off your hooves, Twilight." the princess said, taking the vial in her own magic grip.

"Thank you, princess."

"Now, I believe the next thing on your list is from... Cloudsdale, right?"

Dusk thought for a moment, then agreed.

"I shall lend you a royal balloon for you and your friends to use."

"Yay, I love balloons!"

"That's very generous of you, princess."

"I only want the best for my faithful student." Celestia gave Dusk a warm smile. "Now, if you'll all come with me..."

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On a high landing in Canterlot, a large balloon sat, tied down and holding several occupants. Applejack sat nervously in the balloon, next to Bubble Berry and Butterscotch. Blitz lazily hovered in the air next to it. Celestia and Luna were speaking to Dusk Shine in front, discussing their plans.

"I'll contact you when we arrive, princess."

"Then I shall be waiting to hear from you. How is your memory holding up?"

"My memory..." Dusk thought back to the past, and faint visions of his friends and their adventures remained. "I'll be honest, princess. My memories are very distant, as if they're fading."

A look of concern swept across Celestia's face, and she closed her eyes in thought. "You will have to hurry then, Twilight. I fear that in few days time, your memories may completely change."

The reality of the situation was starting to hit Dusk, who began to hyperventilate. Suddenly, he was overcome by a soothing warmth, and snapped back to reality to find the princess embracing him.

"Be safe, my student. Please stay in contact."

"Before you go, Twilight, take this." Luna brought forth a pendant from her bags. "It has a simple enchantment which should be able to jog your memories by looking at it."

"I'm honored, princess Luna." Dusk said, placing the necklace over his head. He took a glance at the midnight blue orb in the center, and several memories flooded back into his mind. *Running through a forest... giant ring of color... anvil to the head...* "Whoa." he blinked several times. "That's a bit strong."

Luna giggled a bit. "Yes, it'll do that the first time. Be careful, though, because the effect will get weaker with every additional use."

Dusk nodded. "I'll make a note of that." He looked back to the balloon. "I think we're just about ready."

"Take care, Twilight." Celestia said, with a soft smile.

"Yes, do be safe." Luna added, waving a hoof.

Dusk hopped in the balloon and untied the rope with her teeth. Slowly but surely, the balloon started to lift off. Using some magic, Dusk sparked a flame and created some wind to push them towards Cloudsdale.

The second part of their journey was about to begin.

Chapter 5

Are You Sure We're Going the Right Way?

The rush of wind blew through Dusk Shine's ears as the large purple balloon sailed through the Equestrian sky. His horn held a steady glow as he pushed the vehicle with a magical gust of air, in the general direction of Cloudsdale. Behind him, Canterlot was fading to nothing but a black speck on the horizon. He calmly stood in the basket of the balloon, looking forward and not saying much, focused only on channeling his magic. He then cringed slightly, accidentally stepping on his injured hoof. Quickly picking it up, he leaned against the basket of the balloon and regained his concentration.

"Ugh, this is so slow!" Blitz complained, flying idly next to the balloon, forelegs crossed and mouth in a pout.

Dusk shifted his eyes to the sky blue pegasus and simply shook his head. "Not all of us have wings, Blitz."

"Yeah, I *know* that. If you guys could fly, this would be so much quicker." As if to prove his point, he made several fast laps around the basket of the balloon. "I mean, *come on!*"

"Blitz, darling, do be patient. Besides, this gives me enough time to fix my mane." Elusive said, stroking his mane with a hoof while levitating a mirror in front of him. The unicorn didn't have much time to clean himself off after his tumble in Old Canterlot, and even after hours of maintenance, he still didn't feel he looked good enough. The whole ride had been spent brushing and styling his tail and mane.

"Yeah, but you have something to do." Blitz snapped back.

"Jus' calm yourself, Blitz. We'll be in Cloudsdale 'fore you know it." Applejack reassured, leaning on the edge of the of the basket. Occasionally, he brought a hoof to his hat to keep it from flying away in the breeze.

"Ooh, Blitzy! Wanna play a game?" Bubble asked, bouncing in place and beaming towards Blitz.

The pegasus rolled his eyes before hovering closer to the balloon. "Why not?"

Bubble was practically ecstatic as he got closer to Blitz, fidgeting with anticipation. "Okay, okay, okay! Are you ready?"

"Sure." Blitz flatly replied.

"I spy something... blue!"

Blitz's eyelids were half shut, partially in boredom, partially because he knew exactly what Bubble was thinking of, and he couldn't believe he would pick this game, of all things. With a sigh and a roll of the eyes, he replied, "...the sky."

"That's right!" Bubble exclaimed, throwing his hooves in the air. "Alright, your turn!"

Blitz sighed. He brought a hoof to his forehead and shut his eyes, frowning slightly. "You know, I just..." It was at this moment that Blitz gave up on trying to find something to do, and went with Bubble's craziness. Removing his hoof and letting his forelegs hang limply at his sides, he looked around, then noticed Butterscotch quietly in the corner. "I spy something yellow."

The pink pony rapidly shifted his eyes, scanning everything around him. He then quickly spun, and his vision darted towards Butterscotch. "Ooh, ooh! I know. It's Butterscotch!"

"You got it." Blitz sarcastically replied.

Just then, as Bubble was about to call out his next object, he noticed how glum Butterscotch looked. He lightly hopped to where the butter colored pegasus was sitting and took a seat next to him. "Hey, Scotchy. What's wrong?"

Butterscotch blinked a few times, then turned to Bubble Berry. He seemed

to be disconnected from everyone else, and had to shake his head lightly to focus. "Oh, um, I was just thinking."

Bubble cocked his head to the side and frowned. "Thinking about what? Whatever is was, it was making you all saddy waddy."

The pegasus turned his head to the side, a section of hair covering his eye. "I wasn't sad, Bubble. I was just... concerned." He said that last word at little more than a whisper.

"Concerned about what? Is it about the balloon?" he looked up, as if in inspecting the dirigible for any problems. "The balloon is fine, because Dusk has it all under control!" Bubble said, returning to his cheery self.

"No, it's nothing like that."

"Then what's wrong?"

Butterscotch nervously shuffled his hooves in place, avoiding eye contact with Bubble Berry. "Well, um... I was... thinking about the past..."

Bubble cocked his head to the side, an expression of bewilderment mixed with puzzlement crossing his face. "What about it?"

The yellow pegasus looked to Berry, his light teal eyes beginning to water up.

"...'Scotch?" Berry softly said, his usual smile drooping into a frown.

"I... I can't remember things..." Butterscotch admitted, closing his eyes and looking downwards.

The soft hum of magic floating in the air stopped abruptly as Dusk Shine's concentration broke. The light red glow faded from the balloon, causing it to hang almost motionlessly in the empty sky. The purple unicorn looked down at Butterscotch with wide eyes. "Butterscotch..." he slowly started, trying to remain calm. "What do you mean, 'you can't remember things'?"

"How I got my cutie mark... I... I can't remember it... no matter how hard I try."

"Everypony," Dusk loudly spoke. "Try to remember important parts of your past." The unicorn scanned over the faces of his friends, only to find their thoughtful expressions turning to those of sadness and fear. His heart sank in his chest as he too wasn't able to remember key moments of his life as a mare.

"Jus'... what does this mean, Dusk?" Applejack asked, his eyes begging for an answer. Dusk could only close his eyes and shake his head.

"AJ... it means we need to hurry up." Dusk replied, his horn beginning to glow again. Once more, the balloon was sailing through the sky, although a bit quicker this time.

The mood of the balloon's passengers had dropped significantly, with neither of the friends talking to one another. They each stayed in their places, motionlessly and silently, too busy thinking about their dire situation to do anything else. Even Bubble Berry, who was normally happy and bright in even the most frightening of situations, remained mute - he couldn't laugh at something like this.

Rainbow Blitz was the first to speak, and that was because he had spotted Cloudsdale in the distance. "Keep going, Dusk!" he said, from his flying area around the balloon. "Cloudsdale is real close now!"

Dusk's horn grew just a bit brighter as the balloon proceeded to the city in the sky, its large rainbows and roman styled columns visible even from a distance. Dusk could even see the top edges of the cloud coliseum, which the group had not been to in quite some time. Now that the city of clouds was within reach, he thought this would be a prime opportunity to tell his friends about the necklace.

"Everypony, listen up." he said, in a commanding tone. The rest of the group turned and looked at him, their eyes filled with concern. "You might have noticed the necklace I'm wearing." Dusk said, touching the amulet lightly with his bandaged hoof.

The others let out murmurs of agreement and nodded their heads.

"Princess Luna gave this to me." Dusk continued. "It has a special

enchantment on it, which will replenish your memories by looking into it."

Applejack let out a sigh of relief. "Well, shoot, Dusk. You shoulda' just said somethin' before. That'll save us a heap of trouble, won't it?"

"I wish it was that easy, Applejack." Dusk said, looking downwards. "But the effect becomes weaker with each use." his vision shifted back up, his eyes moving between each of his friends, their attention locked onto him. "We need to use them very carefully, is that clear?"

The group affirmatively shook their heads.

Dusk nodded as well, his mouth curling into a smile for the first time in a while. "I've already used it once, so you'll each get a look when we arrive in Cloudsdale."

"That sounds fair to me." Elusive chimed in, flipping a lock of his purple mane. "And it's such a lovely hue..." he added, admiring the blue gem around Dusk Shine's neck.

"Yes, it is quite nice, but don't look too deep into it. The spell might accidentally trigger." Dusk warned, covering the gem slightly.

"Then I'll be sure to be careful around it." Elusive then brought a hoof to his chin and looked around in thought. "Do you think the Princess would part with it?"

Dusk chuckled and shook his head. "Most likely not, but you can always ask." Moments later, the balloon shook as it impacted with something soft. Dusk blinked, then quickly realized what had happened. "Oh, we're here!" he announced, the wind pushing against the balloon quickly settling as his magic faded into the air.

"Finally!" Blitz cheered, doing several stunts around the balloon.

"Now, let me just cast the cloud-walking spell on us non-pegasi." Dusk said, his horn starting to glow. The signature dark red magic encompassed his hooves before dissipating, and this same effect happened to Elusive, Applejack and Bubble Berry.

Bubble leaped out of the balloon, landing face first into the clouds they had docked at. "Boy, I am so glad to be out of that balloon! I was going loco in there!" The pink pony rolled around in the fluff, tiny bits of cloud pulling off the main bits and clinging to his puffy hair. Dusk rolled his eyes and smiled as he hopped out of balloon as well, the clouds gently catching him.

"So, Blitz." Dusk started, following the flying blue pegasus with his eyes. "How do we get to the tomb of King Aurelius?"

Blitz hovered in the air for a moment. "Oh, that's easy! It's this way!" He said, before bolting off in the direction of Cloudsdale's main district.

Dusk sighed, tapping his hoof against the ground.

"How long you think it'll take for him to realize?" Applejack asked, adjusting his hat as he stood next to Dusk.

"I'll give him another ten seconds." Elusive replied, looking in the direction he had flown off.

Sure enough, after several moments, Blitz flew back, with his characteristic rainbow trail behind him. His cheeks were red as he touched down.

"Yeah... right... no wings." he said, averting his gaze and laughing sheepishly. "Just uh... follow me." He turned, and started to walk in the direction he came from.

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After the lengthy trip through Cloudsdale's residential district, the group was finally in front of the tomb of King Aurelius Darkbillow III. The building was fairly large, and despite being made of cloud, seemed aged and faded. It was almost as if the building were made of storm clouds, rather than regular clouds. Large, intricate columns stood, holding the front of the roof, in classic Cloudsdale fashion. All through the architecture, various words from an older language were spread, most likely representing Darkbillow in some way. There was even a statue of the pony himself, standing proudly in front of the entryway.

Dusk admired the statue, taking notice that it was made out of the same thick construction cloud that much of the other core structures of

Cloudsdale were made of. It reminded him of the arena that the Best Young Fliers competition had taken place in.

"From what our books said, he was a pretty cool guy." Blitz said, flying near the statue. It was very modest in size, only slightly bigger than Blitz was.

"Oh, yes, he was one of the first pegasi to push for trade routes and traffic between Cloudsdale and other towns." Butterscotch spoke up. Everypony looked to him in curiosity, and he sank a tiny bit in his spot. "I... um... read a lot about him..."

"Celestia made him seem like a very kind pony." Dusk added, looking up to the statue. Although he had an intimidating name, the statue told a very different tale. It wore a soft smile, and old, bagged eyes. The mane was slicked back, and a crown - very similar to the one from the Best Young Flier competition - adorned its head. Its face had a mid-length beard, which was styled into that of a lightning bolt, and similar could be said of the eyebrows.

"This guy sure had some style, huh?" Blitz said, motioning to the eyebrows and flashing a cheesy grin.

Elusive rolled his eyes. "If 'style' is the word you would like to use..."

"Enough admiring this old guy, we have some feathers to get!" Bubble Berry said, with a wide grin on his face. He bounced happily past the statue, humming to himself. That was when he noticed his tail twitch. "This should be a piece of ca-" he started, before being cut off by the feeling of his body slip through the clouds and plummet downwards.

Everypony gasped as they watched their pink friend disappear through the white fluff, his screams of fear fading by the second. After realizing what had happened, Blitz kicked a hole in the clouds and flared his wings.

"I'm coming for ya, Bubble!" he yelled, darting through the layer of cloud. He sped through the air, leaving his rainbow trail floating behind him. Similar to when Rarity had fallen, he had no goggles on, so the wind stung at his eyes as he furiously pushed himself downwards. "*Why does somepony always fall when we come here?*" He thought, rapidly approaching Bubble Berry.

Berry looked around frantically, wildly waving his hooves. "*I should have listened to my twitchy twitch!*" he thought, slowly regaining his thoughts. He looked upwards, seeing Blitz flying towards him and yelled "Blitz, help me!"

"I'm almost there!" Blitz screamed back, over the sound of the air rushing past him. It was then that he felt the all too familiar sensation of the air resistance building as he approached sonic speed. "*Oh no, not now!*" he thought, recalling his failed attempts at a Sonic Rainboom when he had first become a stallion. "*Just... push through, Blitz.*" He gritted his teeth, pumping his wings faster. Bubble was only feet away from him.

The air resistance was building up.

"*Come on!*"

The distance between the two was closing.

"Blitz!"

The crackling of electricity could be faintly heard, slowly building up.

"*And... got you!*"

Blitz held out his forelegs and pulled upward, catching Bubble Berry and stopping their descent. The pegasus looked up, noticing how far he had traveled. "*No Rainboom today... but I guess I didn't need one.*"

"Whew... thanks Blitz!" Bubble said, shaking slightly. Although he was smiling, there was still a great deal of fear in his eyes. "You're really saving everypony, aren't you?"

Blitz grinned, flying upwards and back to Cloudsdale. "Looks like it. I've gotten AJ, Elusive, and now you. I'm on a roll with this adventure!"

Bubble nervously laughed, looking at Blitz and clutching him a little tighter. "Let's just get to Cloudsdale... then we can celebrate."

"Oh... right. Yeah." Blitz said, his cheeks reddening a bit.

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"This is really bad. This is really, really bad!" Dusk frantically said, pacing around. "They aren't here yet. Why aren't they here yet?!" The unicorn looked around to everypony around him, as if they would give him an answer.

"Jus' calm down, Dusk. I'm sure Blitz an' Berry are jus' fine." Applejack softly said, trying to calm his unicorn friend down. However, Applejack was feeling the nervous sweat forming on his brow.

"Calm down? How can we be calm!? Bubble just fell off of Cloudsdale!"

"Hey guys!"

Dusk spun around wildly at the voice, finding Blitz carrying Bubble. Blitz hovered closer to the cloud, allowing the pink earth pony to jump off and land on the solid ground. He fell to his knees, kissing the whiteness.

"I never thought I'd ever want to be on a cloud this much!" he said, hugging the soft material.

"Thank goodness you're alright!" Elusive said, trotting over to Bubble Berry and Rainbow Blitz. "We were all terribly worried when you fell!"

Bubble gingerly rubbed his face into the clouds. "I was worried when I fell too!"

"I'm glad you're alright..." Butterscotch quietly said, joining Elusive.

"We're all glad you two are okay." Dusk said, joining everypony else. He breathed easy now, knowing his friends were okay. However, he was still frowning. "But I don't know why you fell. That spell should have worked..." he pondered for a moment before his eyes widened. "Oh no, I forgot to contact Celestia!"

"What's the big deal?" Blitz said, dropping out of the air and landing next to Dusk.

"She told me to contact her when we got here!" he said, using his magic to

dig the orb out of his saddlebag. "And we've been here a while!" He tapped the orb to his horn and it began the same separation process it went through the previous time. Before long, many orbs were hovering in a spherical pattern, and the transparent image of the sun goddess appeared.

"Greetings, Twilight. I see that you are in Cloudsdale." she said, smiling.

Dusk bowed down, looking to ground with hot cheeks. "Yes. I'm sorry for not contacting you sooner, princess."

Celestia merely chuckled. "It is no concern, Twilight. Now, have you found the location of King Darkbillow's tomb?"

The unicorn stood up, looking into the eyes of his mentor. "We have, princess. In fact, we're right in front of it." He used his hoof to motion to the thick cloud building.

"That is excellent to hear."

Dusk shifted his weight slightly and bit his lip. "There's just... one problem, princess."

Celestia raised her eyebrow, her lips moving into a soft frown. "Oh? What might that be?"

"Well... I gave all of my non-pegasi friends the cloud walking spell, but when Bubble Berry stepped near the entrance, he fell through. I'm... not sure what went wrong."

The princess closed her eyes in thought. "It would appear that there is a protective spell all around the building." She opened her eyes again, looking straight at Dusk. "I'm afraid only your pegasus friends will be able to enter."

"What?!" Butterscotch and Rainbow Blitz said, in tandem. They immediately stopped what they were doing, shocked by this new information, and all they could do was stare at the princess in disbelief.

"Normally, this spell cancels out all magic except natural cloud walking, this way, nopony would be able to damage or steal anything in the building.

That includes your imitation cloud walking spell, Twilight." She frowned, looking to Dusk with sadness in her eyes.

"So... that means... only pegasi can go in." Dusk said, slowly turning his head to look back at Butterscotch and Blitz.

"This is correct, Twilight." Celestia confirmed. "Please, have them go as quickly as possible. I do not know how much time you'll have left before the spell finalizes."

Dusk turned back to Celestia, nodding affirmatively. "Of course, Princess. I'll contact you when we have the feather."

"I will be looking forward to news of your progress, my faithful student. Farewell, and good luck." With that, the smiling image of Celestia disappeared, the small orb reforming and falling in front of Dusk. He levitated it back into his saddlebag before turning to his pegasus friends.

"Well, you heard the Princess." Dusk said, sighing. "You two will have to go in by yourselves." he moved his gaze to Rainbow Blitz, who was being oddly quiet. "Blitz, you know about this place, so you'd know where the feather is, right?"

A wide smile spread across the cyan pegasus's face as he averted his gaze, also very slightly shifting his weight. "Yeah... uh... about that..."

"Oh, *please*, tell me you don't know." Elusive bluntly said, rolling his eyes and idly flipping his hair.

"Um... Well..." Blitz stammered, looking at everything and everypony except Dusk Shine.

The unicorn snorted, his eyes half lidded and mouth tucked in a frown. "You don't know, do you?"

"...Not exactly." Blitz replied, his face getting slightly red as he looked to Dusk and cracked a weak smile. The group collectively sighed, with looks ranging from rolling eyes to disappointed frowns being cast in the rainbow maned pegasi's direction. "Hey, I never told you I knew where it was!" he said, in an attempt to defend himself.

Dusk shook his head, sighing. "Either way, you and Butterscotch have to go in and find it, because you two are the only pegasi here."

"Yeah, I know..." Blitz said. He turned to look at Butterscotch, who was looking at the ground and remaining very silent. "Yo, 'Scotch, are you ready?"

Butterscotch looked up to Blitz. "I suppose so." he quietly said, shifting his forelegs in place.

"Alright, let's get it over with, then." The cyan pegasus walked past the statue and into the building, Butterscotch following close behind.

"Good luck!" Dusk called, as the two disappeared into the building. A small frown moved across his face as he lost sight of his friends. "*I hope they find it...*"

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"Does it have to be so dark in here?" Blitz asked, straining his eyes against the darkness. For a building that was supposed to be a monument to the greatest leader Cloudsdale ever had, the architects certainly slacked with the lighting. He look around, noticing the mass of hallways and turns available, then sighed. "Oh, come on. A maze? They really added a *maze*?"

"I guess it makes sense." Butterscotch said, also looking around. "This place has many artifacts from King Darkbillow's personal collections, and it would be terrible if-" he caught sight of Blitz's curious staring. "...if they got stolen."

Blitz turned a corner, only to find three more paths available to him. "Seriously? Ugh, I don't care about any of that junk, we just need this dumb feather." He looked to the three different routes and motioned his hoof between the three, mouthing the words to 'eeni meeni mini mo'. He finally landed on the middle route and triumphantly smiled, beginning to walk in that direction.

"Are you sure we're going the right way?" Butterscotch asked, looking

around to get a sense of direction.

"Nope!" the blue pegasus replied, continuing his determined strut.

"Oh..." Butterscotch trailed off, lowering his head and looking down. He sighed and continued walking straight ahead. Several moments passed in silence, before he asked "What do you think the feather looks like?"

Silence.

"Um, Blitz?" he asked, looking upwards only to find a cloud wall, shaded in the darkness of the building. The yellow pegasus looked to his sides, then turned to check behind him, finding only an empty hallway. "Blitz?" he said, slightly louder. Butterscotch shifted his eyes from side to side, his mouth turning into a more and more worried frown. "Blitz!" he yelled out, running back the way he came and frantically looking down corridors. Not finding his friend, he let out a frightened squeak, then began to run down the hallways wildly, trying desperately to find his friend.

Meanwhile, Blitz was casually walking down a hallway, eyes half lidded out of boredom. He stretched his wings out, flapping them lightly before ruffling them up. "We've passed like three rooms so far with nothing but crud in them!" He heard no response, but figured it normal - Butterscotch was always quiet. Blitz made several more turns, and not finding anything useful, turned to talk to his friend. "Hey, Butterscotch, do you think..." he paused, noticing the empty space behind. He stared blankly at the place where his fellow pegasus should have been, blinking several times to make sure he wasn't imagining things. "You have got to be kidding me."

Blitz backtracked, looking down the halls he had passed in vain. His buttery friend was nowhere to be found. He walked down several more corridors, only to find himself now getting more and more lost with every turn. With a frustrated groan, Blitz spread his wings and took to the air. "*Now there's two things I have to find!*" he thought, beginning to fly through the narrow halls.

Elsewhere, deep in the cloud maze, Butterscotch was hurriedly running down whichever hallway was closest. He pumped his legs furiously, catching fleeting glances down other corridors as he passed them, looking for any hint of a blue pony. He was so caught up in his desperate searching

that he nearly ran past a small pedestal, illuminated by a single beam of light coming through the ceiling.

Noticing the peculiar object, he stopped his running and moved closer to examine it. It was a rather small pedestal, made out of cloud and crafted into an old styled column. On top of it rested a glass case, circular and rounded at the top. Butterscotch could barely see the light glare off of it because of how polished and clean the glass was. What caught his attention, however, was the object resting within the glass, hovering just inches above the pedestal.

A tuft of charcoal grey feathers floated within, fluttering ever so slightly from the magic keeping them aloft. They were faded and dull, clear victims of time's grasp. Butterscotch stifled a gasp as he looked upon the feathers, fearing they would crumble if gazed upon the wrong way. "These must be... Darkbillow's..." he quietly said, looking through the glass. His thoughts were confirmed as his vision shifted downwards and he saw a dusty plaque below. It read:

*Here lie the last living remnants of our King.
King Aurelius Darkbillow III
May he live eternal in the Summerlands.*

After several moments of stillness, Butterscotch gently removed the glass case. Hesitantly, he plucked one of the feathers from it's resting spot and instinctively cringed, expecting a trap or some other terrible device to spring. When nothing happened, he slowly opened his eyes and sighed with relief. Then, he carefully opened his saddlebags and placed the feather within. When he had secured his bags, he put the glass back on the pedestal and smiled, for it looked like nothing had been changed.

This was when Rainbow Blitz careened into the room, slamming into Butterscotch and knocking both of them to the ground.

"Oh, Ouch!" Butterscotch whimpered, hitting the floor with the thud and sliding slightly.

Blitz jumped up, wide eyed and filled with confusion. "Oh my gosh, sorry 'Scotch!" he exclaimed. He reached out a hoof. "Are you okay?!"

"I'm... fine..." the yellow pegasus replied, his voice wavering.

Blitz stuck a hoof out and became red in the face from embarrassment. "Let me help you out."

Butterscotch woozily took the hoof and was pulled to his hooves, wobbling slightly as he stood fully up. "Hey... Blitz..." he slowly said, shaking his head to get rid of the dizziness.

The cyan pegasus was about to say something, but then he noticed the room they were in. Upon seeing the glass case, he asked "Are those Darkbillow's feathers?"

"Yes, they are." Butterscotch replied, able to hold his train of thought now. "I already took one." motioning to his saddlebag.

"Oh, awesome." Blitz replied, with a cheeky smile. He then looked at his surroundings again, with a puzzling look on his face. "We should, uh... try to get out of here."

Butterscotch nodded. "They're probably worried about us. We shouldn't keep them waiting."

"Alright, let's... try to find our way out." Blitz said, making his way to the nearest corridor. He stopped suddenly, looking back to Butterscotch. "And this time, stay close to me."

Rubbing part of his pink mane away from his eyes and looking to Blitz, he smiled. "Of course."

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Dusk Shine paced around in front of the building, occasionally looking in the direction of the entrance. Upon seeing nothing changed, he went right back to his idle trotting, an imprinted circle starting to form in the area he was walking.

"What do you think is taking so long?" he asked, looking to his friends who were still outside.

Applejack tipped his hat up, looking under the brim to Dusk. He was sitting against a piece of architecture and crossing his forelegs. "Ah'd say they're probably jus' lost or somethin'. Ah wouldn't worry too much 'bout it, Dusk."

"But what if something bad happened? What if they need our help?!" The unicorn began to pace faster.

"Dusk, darling, do be calm. What's the worst that could happen in some musty old crypt?" Elusive asked, idly running a filer across one of his hooves. He inspected it carefully and smiled, moving to the next hoof.

"A lot can happen! Who knows what kind of ancient traps could be in there? I bet I have a book about this at the library..." Dusk thought, tapping a hoof to his chin.

Bubble Berry bounced over to Dusk, smiling and cheery as ever.

"Applejack and Elusive are right, Dusky. It's just a boring old building!" He merrily skipped around Dusk, who didn't look amused in the slightest. "And besides, Blitz is the toughest pony around. If anything bad came along, he'd kick it right in the flank!"

"Ah can vouch for that." Applejack chuckled, tipping his hat back down and closing his eyes.

"But what if something really bad happens to them?!" Dusk almost frantically asked, his mane beginning to become distraught.

"It wasn't so bad." the pegasi's voice said from nowhere. Dusk nearly jumped out of his skin, reeling around to find Blitz and Butterscotch approaching them. His imaginative fears dissipated, and out of habit, he ran and hugged Blitz.

Blitz's eyes went wide with surprise for a moment, caught off guard by the hug. "Whoa, Dusk, buddy, I'm fine."

The unicorn broke away, blushing. "Sorry, I just got worried about you two."

"It was only a maze." Butterscotch said, with a light smile.

"But how did you get out?!" the unicorn asked, looking between the two of

them.

Blitz laughed. "It turns out all we had to do was keep going left."

"Well, that's a relief." Dusk said, his bewildered expression turning to a smile. His gaze then shifted to the pegasus's saddlebags. "Did you get the feather?"

Butterscotch nodded, opening his saddlebag and shifting through it. Very carefully, he pulled it out of the bag, clutching it between his teeth. Dusk stared at the ancient down, inspecting it curiously. He reached out a hoof to touch it, but decided against it, drawing back afterwards.

"It's incredible." he quietly replied.

"Yay, another ingredient!" Bubble Berry excitedly said, bouncing over to Dusk and Butterscotch. Butterscotch managed to tuck the feather away right before Berry forcefully hugged him. "I think we all need a group hug!" he said, motioning for the others to come over.

"Shoot, why not." Applejack said, getting up and walking to Berry. He wrapped a foreleg around Butterscotch and grinned. The earth pony then felt a leg touch his neck, and looking over, he was surprised to find Elusive next to him.

"We're all together in this, Applejack." he smiled warmly. "And I won't let our personal differences change that."

"Shucks, Elusive. Ah guess Ah can respect that."

"I would certainly hope so." Elusive replied, in a singsong voice.

The six of them gathered in for a large hug, laughing together. After the fun had died down, they stood in a circle, talking idly amongst themselves. "Okay, okay everypony." Dusk started, smiling. "We're almost done, but there's one more leg of our trip. I'll contact Sol-" he stopped himself. "*Who the heck is Solaris?*" he thought, questioning the name his mind had brought up.

"Who?" Butterscotch asked, cocking his head to the side.

Dusk Shine shook his head rapidly. "Um... nothing. I meant to say, I'm going to speak with Celestia and tell her we have it." In a moment's notice, Dusk had brought the orb out, and it was dividing and spreading into a sphere in front of him. The others spread out, giving the magical object room to expand. Celestia's image flickered, sitting at a table and daintily chewing some food.

"Oh! Sorry to interrupt you, princess." Dusk said, shying away from the image.

She swallowed, then smiled. "It is quite alright, Twilight." The princess levitated a fork full of salad to her mouth, and right before biting it, asked "Have you found the feather?"

Dusk nodded. "We have. The last thing we need is the artifact, right?"

Celestia finished another bite of her food. "That is correct. Do you recall where you defeated Nightmare Moon?"

"Yes, princess. Your old castle in the Everfree Forest."

"You will find it there, my student." she set her fork down, finished with her meal. "Now, answer me something, Twilight."

"What would you like to know?"

"Tell me the story of your cutie mark."

Dusk Shine blinked, taken aback by the question. "Oh, um..." he pondered for a moment, trying to look back into his memories for when he received. However, all that came to mind was darkness and mystery. "I..." he stuttered, trying to remember anything about that fateful day.

Celestia frowned. "You do not know, do you?" she asked, her mood visibly sinking.

"No... I don't." Dusk said, looking into the eyes of his mentor.

"Sometimes, I curse your magical talent, Twilight." Celestia said, pushing

her plate away from her. "The spell is quickly catching up to you, and I am beginning to fear for the worst."

"What do we need to do, princess?" Dusk asked, looking around nervously.

"First, calm yourself, Twilight." Celestia said, becoming serious. "Second, you must leave Cloudsdale and head to the Everfree Forest immediately. Not even I know how much more time you have before the spell becomes irreversible."

"Of course, princess. We'll leave as soon as possible." Dusk replied, still looking distraught.

"I will leave you now, my faithful student. Please, hurry." Without another word, the image of Celestia disappeared, with a fizzle. The orb reformed itself and fell to the ground with a tink. Dusk levitated it into his saddlebag and looked up to his friends, which were staring at him with varying expressions of fear and worry.

"You heard the princess. We can't just stand here. Let's move!" Dusk said, looking over their faces.

"He's right, ya'll. We best get a move on!" Applejack added, moving in the direction of the balloon. The rest expressed their agreement and followed, transitioning into a full gallop as they raced against time itself.

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"Quickly, get on!" Dusk yelled, jumping into the basket. In his haste, he painfully tripped over his injured hoof, but the edge of the basket saved him from an embarrassing fall. Applejack followed, leaping next to Dusk - Butterscotch and Elusive close behind. Blitz wrestled with the rope to tie it down, and after snapping it with his teeth, also got into the balloon.

"Punch it, Dusk." Blitz said, leaning over the edge.

The purple unicorn looked at him with confusion, which turned to a sigh. Concentrating, his horn lit up and the balloon began to its journey to the Everfree Forest. Glancing down at the pendent around his neck, a thought occurred. "*Should I use it now?*" He pondered the question, thinking very

hard about the choice he was about to make.

"No... I can't waste it."