

The Ballad of Gordon Freemane

By R10t Pol1ce



Mumbles!

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Prologue

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Objective: *I am applying for the position of **Laboratory Assistant, Anomalous Materials** at the Black Mane Research Facility*

Education

- Graduated class of 1036 from Fillydelphia Institute of Technology, with a PhD in Theoretical Physics*
- Graduated class of 1029 from Cheerilee High School with a GPA of 3.9*

At this point, I paused, my hoof hovering over the 'backspace' key on my keyboard. *Should I put that I somehow graduated high school without a 4.0?*

"Damn that history course!" I shouted at the ceiling, making sure to pump my hoof for dramatic effect, though I wasn't sure who, exactly, I was putting on a show for. "I mean darn," I corrected myself. History had always been my weak spot, but like all students, I was required to take it, and like all students, I found it insufferably boring. Or at least, I suspected all the other students hated history as much as I did. I actually didn't have any scientific data to back up that statement.

I reached up a hoof to adjust my thick-rimmed glasses. Ah, science. The word conjured up as much warm, gooey, fuzzy feelings as a grown man reminiscing about playing catch with his dear old dad. But for this pony, Hypothesis was the dad, Experimentation was the ball, and the game we were playing was called *Progress*.

There had been so much progress in Equestria in the last 30 years, most of it in my own lifetime, that it boggled the mind. First recordable sounds, then telephones, radio, television, computers, and the internet had all been invented and were now as common as electricity was after that Rural Electrification Something Something Act that my professor droned on and ON and ON about (Celestia-darn him), and who do we have to thank for all of that *progress*? The famous, celebrated, envied, pride of Equestria; The Black Mane Research Facility.

I leaned back in my chair and stared at the ceiling as a huge, silly grin formed on my face. When I was a foal, I had had fantasies about walking down those pristine halls in my immaculately white lab coat, passing by all sorts of fantastically complicated machinery and banks upon banks of computers that stretched from the floor to the ceiling, and covered entire walls with flashing lights, dials, switches, and screens, OH! Thinking about it filled me with an almost indescribable joy.

In my dreams, the scientists at Black Mane would trot up to me, also wearing their adorable little lab coats, and point their hooves at me and say;

"Gordon, we need *you* to press the button that makes this *huge, complicated* machine do SCIENCE!"

And I would shout, “YES! SCIIIEEEEEEEENNCE!” and then my mom would wake me up and say

“Gordon! You’ve been screaming ‘science’ again!”

And I would say, “I’m sorry mom.”

And then she would say, “It’s okay Gordon. I love you so much. Here, have some chocolate-chip pancakes.” And then I would start eating them and... and...

“Rise and shine, Mister Freemane, rise and shine...”

Chapter 1

We Are Not In Kansas Any More

Oh Celestia, my head, oh Luna and Celestia and all their pegasus guards my head...

"You probably don't remember where you are or how you got here, the effects of temporal stasis on your... species... are still rather unknown, however that is at this point irrelevant."

Who the *buck* is talking to me!?

"My employers have requested your services – they agree with me that you have limitless potential...not unlike someone I used to know."

Wait a femtosecond. I know who that is. He was that pony who always wore the exact same blue business suit every day, and he would always say *someone* instead of *somepony*, which isn't grammatically incorrect, I suppose, it's just *weird*. There was just something a little *off* about him, and everypony I talked to knew it. We had taken to calling him 'The G-man', after the tales of mysterious stallions in business suits, claiming they were from some government organization, who would supposedly show up at your house to intimidate you, lest you start spilling state secrets. And I remember how he always carried around this briefcase with the Black Mane logo emblazoned on the front... Black Mane. There was some sort of accident - a terrible, terrible accident - and... and *I* was somehow involved...

"I can't tell you how thrilled we are that you said yesss."

Wait. He offered me a job... and I said YES!? What the hay was I thinking!?

"The right... pony in the wrong place can make all the difference in the world... So wake up, Mister Freemane. Wake up and smell the ashes."

He picked up his briefcase in his mouth and turned to trot away as the world began to fade, and I felt myself being pulled away from him by an unseen force.

I cried out, "Wait! What do you want me to do!?"

He turned, his form now distant and almost transparent, blinding light bleeding into the edges of my vision.

"Isn't it obvious?"

I awoke with a start as something big and heavy landed on my face, hard.

"Whoops. Sorry about that, it's a bumpy ride," came a stallion's voice, and I immediately gathered that I was on a train, given that the voice was struggling to be heard over the sound of wheels grinding against rails. I also noticed that everypony was wearing the same drab blue coveralls, for some reason. I looked down. So was I. For some reason.

I put a hoof to my temples, which were now experiencing a *new* kind of pain, and looked to the object of my latest torment, a brown suitcase. "What do ya got in there?" I grumbled.

"Bricks," the stallion answered with a smile, trying to lighten the mood.

I glared at him, unamused. It wasn't that the joke wasn't funny, I just felt like I did the morning after my cousin's wedding, where I had chugged five tall glasses of apple cider and puked golden vomit into the toilet. I turned to look out the window and saw the rotting corpse of a cow that had been sliced clean in half lying to either side of the other set of tracks. Suddenly I felt like I was back at that wedding, heaving over that toilet.

"Dear Celestia! There was a dead cow lying by the tracks!"

A mare standing next to the door looked up from her hooves that she had been intently staring at and said "Yeah, sometimes folks get caught on the tracks."

Another gentlecolt from the front chimed in rather glumly "That's why you shouldn't cross 'em. Those damned razor trains are so quiet, you'll never hear 'em comin' till it's too late, and they'll slice you open like a cantaloupe."

"Say," the stallion from before began, trying to steer the discussion *away* from gruesome death and dismemberment, turned to me and said "I didn't see you get on."

“Neither did I.”

He raised an eyebrow. “Aha. So... where are you from?”

“Fillydelphia.”

“Fillydelphia? You mean City 4?”

“City what?” And just then the train screeched to a halt at its destination.

The doors slid open and the passenger cars began to empty. The stranger whose suitcase I had been silently cursing bid me a dispirited farewell and let out a heavy sigh before stepping out onto the train platform. I had barely stepped one hoof off the train when I was flash-blinded by something that went *click*. Blinking to clear my vision I saw a little... floating orb? A little floating orb that took pictures uncomfortably close to your face like a particularly rude paparazzi would be the best way to describe it. I had little time to ponder the mechanisms and purposes of such a curious little contraption, as my attention was quickly drawn to the enormous head of my former boss, Dr. Breen, staring down at me from an equally enormous television mounted on the far wall.

“Welcome! Welcome to City 7. You have chosen or been chosen to relocate to one of our finest remaining urban centers.”

My jaw hit the floor and did not return to its mandibular casing for several seconds.

“I thought so much of City 7 that I elected to establish my Administration here – in the Citadel so thoughtfully provided by Our Benefactors.”

The gwuh?

“I, like millions of other ponies, am proud to call City 7 my home. And so, whether you are here to stay or passing through on your way to parts unknown, welcome to City 7; It’s safer here.”

While I was staring like a slack-jawed mule that little camera thing took the opportunity to snap yet another picture of me, blinding me yet again.

“WOULD YOU STOP IT!?” I shouted, which is quite rare for me. Every eye in the station turned to stare at me, including some faintly-glowing blue ones. A pair of ponies wearing white full-face masks and dark green-and-

blue uniforms exchanged glances and started towards me. *Oh darn it*, I thought.

“There a problem here?” one of them asked, his voice garbled like he was saying it through a mouthful of rocks. Their masks allowed their manes to stick out the back, and had what looked like breathing apparatuses over where the snout would be, but left the lower jaw uncovered, presumably so they could still grip things with their mouths.

I smiled. “No, no problem, it was just a rough train ride is all.” I noticed the patch on their flanks where their cutie marks should be that said ‘C7MP’ and my eyes floated toward the holstered pistols and mean-looking night sticks strapped to their mid-sections.

The other one leaned in close and snarled, “Poor you. Now get going. And no more outbursts.” Again, I saw the... police officer’s?... mouth move up and down, and I could tell by the shape of the muzzle that she was a mare, but her voice didn’t sound anything at all like any mare’s I had ever heard, as if her vocal chords had been ripped out and replaced by a broken mechanical synthesizer.

I stepped off the platform and onto the station floor. When I had asked the G-man what he wanted me to do, he had said “*Isn’t it obvious?*” I frowned. No, G-man, no it isn’t obvious, in fact it is entirely unclear what the buck I am supposed to be doing, but you know what? I don’t care anymore. I’m just going to roll with it.

With a newfound sense of determination, I got up, picked up a random suitcase that was lying on the ground with my teeth, and strode confidently towards what looked like the exit gate. I passed by somepony getting accosted by a police officer and I didn’t care, I just kept going. I trotted by some mare who asked me if I was the only one on that train, and I completely ignored her. I saw a framed newspaper hanging in a poorly-lit hallway that read “THE 7 MINUTE WAR” and I trotted right past, though my curiosity had been slightly piqued. I passed by an Equinoid creature wearing what looked like a space-suit, pushing a broom while a police officer looked on, and I thought, “Oh, that’s nice.” I came upon a pony who was pacing back and forth in front of the ‘ARRIVALS/DEPARTURES’ board, mumbling about how the trains are always departing but they never arrive, and the ones that do arrive are always full and nopony ever gets on,

and I once again ignored him and trotted on, though I did wonder what he was talking about.

I closed my eyes and bared my teeth in an entirely futile effort to tune out Dr. Boring's looping "welcome" speech, so I was caught quite off-guard when I set off an alarm while passing through a security checkpoint. Gates to either side of me slammed shut with a dreadful *CLANG*, causing me to drop my suitcase, which I had never even bothered to open. I heard the heavy-duty locking mechanism inside a featureless metal door disengage, and the door swung open, revealing an imposing uniformed stallion who pointed a gloved hoof straight at me.

"You. Citizen. Come with me."

"Me?" I quickly glanced around, but there was no pony else but me.

"You." He answered back, clearly going for the minimalist's approach to conversation.

He wore what looked like the same uniform as the other 'officers' except for a red square on his flank with 'C7MPE' written on it in a tall, squished font. His head had no mane sticking out, but instead had a heavier-looking helmeted mask that encased even his mouth, covering the lower part of the jaw with a gunmetal-grey armored plate. The mask conformed to the contours of the inside of the mouth, allowing the pony wearing it to still grip objects while remaining completely separated from the outside environment. At the back of the mouth protruded a cylindrical voice synthesizer/rebreather/ Celestia knows what. His eyes glowed yellow. Scared manure-less I complied with his order and did not dare breathe another word.

I followed him past interrogation room after interrogation room. I passed one that, from the sound of it, contained a unicorn who had been caught using magic, which apparently wasn't allowed. I frowned, looking at my horn in a reflection on a window. *Better keep you on the down-low, I thought. Are pegasus ponies allowed to fly? Are earth ponies allowed to be in touch with nature? Are dogs allowed to bark? Where does it end?*

The police officer motioned me into an uncomfortable-looking room with an equally uncomfortable-looking chair sprinkled with what may or may not be blood stains. I hesitated for only a moment, and the officer violently shoved me inside.

“BACK UP,” He barked, moving to a terminal as a pair of security cameras automatically tracked me. “I’m gonna have *fun* with you...” he said as he reached down, grabbed a fat plug with his masked-mouth, and yanked it free.

The camera stopped tracking me.

Oh sweet Luna, bringer of merciful night,

Let thy moonlight shine upon us and bless us with your watchful gaze

To you do we cry, good mother of twilight, sister of dusk, and friend to dawn

To you do we send up our sighs, mourning and weeping in this valley of tears...

My feverish recitation of the *Ave Luna* was interrupted by a tap on my shoulder.

“Gordon? It’s okay. Everything is alright. I’m not Combine. I’m not going to hurt you.”

I opened one eye and was greeted by the first familiar face I’d seen in what felt like a lifetime, or maybe two lifetimes.

“BARNEY YOU PIECE OF SHIT!” I raged, eliciting my first cuss word, I believe, ever.

Barney had doubled over on the ground, laughing uncontrollably, no doubt at the sight of Emperor of Geekdom level 70 Night Elf Paladin Science Major me saying a cuss word.

Barnes ‘Barney’ Iron Buck had been a security officer back at Black Mane, and had become the closest thing I had ever had to a best friend during my tenure there, which I remembered had been brief, but without question or comparison the happiest time of my life. That was so long ago, it seems. How long ago was it?

“Hey Gordon, you ever gonna buy me that sarsaparilla you promised?” Barney looked up from the concrete floor, a frown upon his now-unmasked face in a see-through attempt to look perturbed.

“Barney, how long has it been since Black Mane?”

He stood up on all four legs and gave me a very real frown.

“Gordon, the Black Mane Incident happened almost a decade ago.”

I collapsed into The Uncomfortable Chair. Oh my goddesses. Oh. My. GODDESSES.

“Gordon, do you not remember... *anything* that’s happened since then? *At all?*” Barney asked, growing increasingly concerned, puzzled and worried, judging by the tone of his voice.

“NO! ALL RIGHT!? NO! I DON’T REMEMBER A CELESTIA-DAMNED THING!” I screamed, tears in my eyes. *“I don’t know where I am, what’s going on, what happened, what year it is, who the g-man is, what a.. a ‘combine’ is besides a piece of farm equipment, why unicorns aren’t allowed to use magic, why my boss is on giant tv’s strung up on every wall, why everypony’s wearing the same blue jumpsuit...”*

My face was red, my throat was starting to hurt, and I couldn’t see out of my glasses because they were covered in my own tears. “I’m just... so... *confused.*” I whimpered, utterly defeated, as Barney gave me a manly hug that lasted an almost uncomfortably long time.

“Let’s start with the first question,” Barney chimed in, finally. “You’re in City 7, formerly known as Manehattan.”

“I used to go up to Manehattan all the time,” I whispered. “They had all the best book stores.”

“What was your next question?”

“What year is it?”

“It is the year 1045. 1,045 years ago, Nightmare Moon was imprisoned in the moon. 45 years ago, Nightmare Moon returned and was defeated using the Elements of Harmony. 8 years ago, there was a horrible accident at the Black Mane Research Facility, which resulted in its complete destruction. You and I were there, Gordon -”

“I remember,” I interrupted. “We were lucky to get out of there alive. There were... monsters. Creatures in no book I’ve ever read,” I scratched my

goatee, deep in thought. “There were these little ones that could latch on to your face, and take over your body. I would smash them with my crowbar...”

Barney was at the terminal in the room, pounding away at its oversized keys.

“Gordon, there’s somepony you’d better meet.”

Who could that be?

The screen on the terminal flickered, and the paragraphs of text, mugshots, and Metro Police jargon was replaced by a single elderly face that absolutely radiated pure joy, and seemed to make the whole room brighter, even through the pixelated view screen and compressed video.

“Oh, hiya Barnesy! I had a feeling that you were going to call just any second now, and it looks like I was right! Oh, you’re not going to tell me you can’t make it to Gummy’s 45th birthday party, are you? He’s still upset about *last* year!”

Chapter 2

Welcome to City 7

I followed her down the wide, white campus sidewalk, my gaze fixated on her ridiculous poof of bouncing pink hair, as she spoke not really with me, but at me.

“...so I told myself, Pinkamena Diane Pie, before your 50th birthday, you are going to march your little rump back to college and finish your degree, no ifs, ands or buts about it, missy!”

I was surprised when she said she was almost 50, she looked good. NO! Impure thoughts! Ew! Ew! Ewwwww!

The Pink One turned her gaze back towards me, her hair struggling to overcome the centripetal force exerted upon it with such a sudden rotation, and inquired as to what I was doing at the Fillydelphia Institute of Technology.

“Uh,” that was my first response to every question, “I’m studying theoretical physics.”

“Oh. That’s... interesting?” The tone of her voice was dripping with poorly concealed disinterest, and I sensed her attention span was decaying faster than an atom of Roentgenium.

“Theoretical Physics is.. is like...” Think, Gordon! You’re losing her!

I reached a hoof up to adjust my glasses as my eyes subconsciously drifted towards her flank – and her cutie mark!

Inspiration struck, and I stopped. “Okay - Pinkie Pie you said it was? I noticed that your cutie mark is three balloons. Well, imagine, for just a moment, that the whole entire world, everywhere you’ve ever been and everything you’ve ever seen is on the surface of one of those balloons.”

Her head had turned almost completely around in what looked like a painful

position as she intently stared at her own flank.

“Is it the yellow one?” she asked in her peculiar squeaky voice.

“Yes, Pinkie Pie, it’s the yellow one. Now, we here on the surface of that – yellow – balloon assume that the entire universe – everything, everywhere – is somewhere on the surface of that very, very big balloon.”

She nodded, and I feared she was going to pull a muscle in her already strained neck.

“Now imagine our surprise when a fly comes and lands on our balloon, sticking its hairy fly legs in our little balloon cities!” I gestured wildly with my forelegs for visual effect, satisfied that I had successfully enraptured her with my amazing story-telling. “For all we can tell, that big, hairy fly leg just appeared out of absolutely nowhere! Right out of thin air! It didn’t come from above, or below, or from the right or the left; one minute it wasn’t there, and the next minute, it was! And that fly can pick up its legs and set them down someplace else, and to us, it’s like they teleported from one place to another, sometimes kilometers apart!”

Pinkie Pie’s mind had been successfully blown, and she regarded me anew with that kind of reverence that comes from understanding.

“That is what Theoretical Physics is.” I turned and trotted away, my saddle laden with books, as the Pink One continued to stare at the point in space I had previously occupied. I had seen something in her eyes; the glimmer of intelligence. The capacity to understand and the yearning to know more. I had awoken something in her that day: The realization that not only Friendship is Magic, but so is Science.

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“Hello, Dr. Pie.”

“Gordon! Ohmygoshohmygosh Gordon! We’ve missed you soooo much! HowInEquestriaDidYouGetHereAndWhereHaveYouBeenAndWhatHaveYouBeenDoingAnd - ”

“Pinkie!” Barney interrupted. “We need to make this quick!”

"I'm sorry, Barnesy, I know you're calling from work and you're not supposed to do that. But, Gordon, I need you to come to the lab RIGHT NOW. No dillydallying or whatever it is kids do these days!"

She turned around, and I could clearly see the white streak running through her still-poofy hair, making it look rather like a candycane.

"Alyx!? Allllllyyyyyyyx! Do kids still dillydaddle!?"

Barney reached over and switched off the screen. "Right. Look Gordon, we're taking way too much time, and the other cops are going to start getting suspicious. There's a side door in the supply room that opens right out into the alley. It shouldn't be locked. Go outside and make your way to the Sugarcube Corner at 101st and Blueblood. That -"

Barney glanced around nervously, then whispered;

"That's where Dr. Pie's lab is."

I nuzzled the pockets of my chafing blue jumpsuit, seeing if the G-Stud had left me my wallet.

"Can I take a cab?" I innocently inquired.

"This is no time for joking around, Gordon!" Barney hissed. Guess that's a no. Somepony was knocking on the door. Barney shooed me into the supply room.

"Just keep your head down, your eyes forward, and stay the hay away from the CP's! That stands for Civil Protection, in case you didn't know... which you probably didn't...?"

Barney's voice sounded like he was second guessing the wisdom of sending me out into the city all alone, with little direction, in an extremely hostile environment, with a severe case of amnesia and/or brain damage. He didn't get to dither on it for long, as the pounding on the door became more insistent.

“Just go! Take the side door and go! Remember: 101st and Blueblood, Sugarcube Corner!”

I turned to go, but I had one last nagging question.

“Barney, you’re not like them, are you?”

He gave me a strange look, then closed his eyes and sighed as he understood.

“No, Gordon, I am not like them. I pretend to be one of them because I have to - because Dr. Pie needs someone on the inside.”

“Do you beat people?” I asked.

Barney looked away, a pained expression on his face. “Yes.”

He closed his eyes for a moment as the pounding continued, undiscouraged.

He spoke again. “But only when I have to, and even then, I do a really lazy, piss-poor job of it.” He gave me a weak smile, and I returned it.

He gently shut the door to the supply room, leaving me, quite appropriately, in the dark. I had no idea what Barnes had been going through. Knowing him, he probably beats up himself more than he beats up disobedient citizens. *Luna, watch over him*, I whispered to the goddess of night.

The door was unlocked, just as Barney had said. *Of course it is, when has Barney ever lied?* He could have easily lied to me when I asked him if he beat people, but he didn’t. He’s just not that kind of pony. I opened the door and stepped into the alleyway adjacent the train station’s administrative offices. My hoof immediately landed in dog crap. *Good old Manehattan.*

Scraping my hoof on some concrete steps, my eyes wandered towards the sky, and I saw a glimpse of what looked like a skyscraper made of blue steel. I stepped out of the alleyway, my ever-widening eyes fixed on the monolithic structure. It was without comparison the tallest building I had

ever seen, with long sections cut out along the corners exposing girders and internal components too complex to make out clearly through the haze that filled the sky. Hundreds of wires of varying length and thickness were strung out from the tower to obscured points elsewhere in the city. It stretched up and up until it disappeared above the clouds.

I recalled Dr. Breen's speech: *"... in the Citadel so thoughtfully provided by Our Benefactors."*

That, I thought, must be the Citadel.

Okay Gordon, focus. 101st and Blueblood. Sugarcube Corner. I used to go to the ones in Fillydelphia almost every day. They had fritters, dumplings, pies, caramel *everything*; just thinking about it made me hungry. As I started down the sidewalk, I began noticing odd things about good ol' Manehattan. There were absolutely no carriages, for one thing. Metrocops and those little camera droids were everywhere. The ponies I passed on the sidewalk looked downtrodden, defeated, their heads drooped, their gait nothing but a half-hearted shuffle. The massive television screens were out here, too, and I cringed as my former administrator popped up on screen, with his perfectly groomed golden-yellow mane, and his painted-on smile superimposed against his neatly-kept blue coat. Celestia, I just wanted to gouge his eyes out, and I didn't even have a reason to hate him yet.

I turned to the next pony to come trotting up the sidewalk. "Excuse me, can you -"

"Get away from me!" he hissed, and brushed past me.

Huh. That was kinda rude.

"Pardon me, miss, but -"

"We can't be seen talking together!" she said as loud as she could while still technically whispering.

Ooooookay. Fine. I don't need any help to find Sugarcube Corner. My sense of direction is as infallible as a scanning-electron microscope is accurate.

"I'd like to read a letter I recently received: Dear Dr. Breen, Why has the 'Combine' seen fit to suppress our reproductive cycle? Sincerely, A Concerned Citizen."

Well. That would explain why everypony's so grumpy. No one can get laid anymore.

"Thank you for writing, Concerned. Of course your question touches on one of the basic biological impulses, with all its associated hopes and fears for the future of the species."

I passed by a pair of Metrocops beating the tar out of some poor pegasus pony. One stood on his hind legs, holding the captive's forelegs behind his back while the other bucked him in the stomach over and over again with what looked like electrified horseshoes attached to his hooves.

That is the kind of beating that Barney would never do, not even to save face to the other cops, I told myself.

The pegasus coughed up blood and spittle onto the sidewalk and looked at me, resignation in his eyes. He shook his head as if to say *don't try to help, just go*. Another hind-hoof struck his face, *hard*, and I heard something crack.

Perhaps everypony's gloominess had to do with more than just a lack of cuddling.

"Do our benefactors really know what's best for us? What gives them the right to make this kind of decision for all ponykind? Will they ever deactivate the suppression field and let us breed again?"

The pony in me was disgusted, but the scientist was intrigued. How would one go about disrupting our reproductive cycle? Was it terminated at the point where the male and female share the special hug, or at some point afterwards, perhaps when the stork attempts delivery of the newborn?

That *is* the most dangerous stage of prenatal development. Are ponies still able to cuddle, or is sexual attraction altogether 'suppressed', as Breen put it? Is it a machine? He mentioned a 'field' of some sort. Where does this field extend and where does it not, and does it affect only ponies, or

other species as well? This raises so many questions. So much scientific research to do! If I can ever find Pinkie's lab.

Which reminds me, I thought, I need to get to Pinkie's lab. I headed towards the fading sign that read *91st st*, and continued listening to the Breencast that echoed across the eerily silent city blocks.

"I find it helpful at times like these to remind myself that our true enemy is Instinct. Instinct was our mother when we were an infant species. Instinct coddled us and kept us safe in those hardscrabble years when we threw together our first pile of rocks and called it a house and gave up our mating rights to the male with the biggest horn, or the longest wingspan, or the thickest skull. But inseparable from Instinct is its dark twin, Superstition. Instinct is inextricably bound to unreasoning impulses, and today we clearly see its true nature."

I heard a distant *clomp clomp clomp*, and I looked around to see what it was.

"Instinct creates its own oppressors, and bids us rise up against them."

An eight-story tall tripod-like creature was stomping down the street beyond a hastily erected barricade where a lone metrocop nervously stood guard, his pistol in his mouth and his tongue on the trigger. He followed me closely with his electric blue eyes.

"Instinct tells us that the unknown is a threat, rather than an opportunity."

The creature had disappeared behind a cinema and I felt as much as heard an earthquake tremor. Except Manehattan doesn't get earthquakes.

"Instinct slyly and covertly compels us away from change and progress. Instinct, therefore, must be expunged. It must be fought tooth and nail, beginning with the basest of equine urges: The urge to reproduce."

I saw a large white cargo carriage parked on the side of Blueblood avenue, directly beneath the sign reading *96th st*. Sirens wailed and I saw a trio of the metrocops' peculiar steel-grey horseless carriages rolling down the street on their disproportionately massive wheels, strangely silent without the sound of hooves clopping against the ground. As soon as the middle

transport was directly inside the intersection of 96th and Blueblood, the cargo carriage that had been parked there exploded.

I was thrown to the ground and showered with burning shrapnel, and both sides of the street were suddenly teeming with activity as dozens of oddly-clothed ponies armed with all manner of probably-illegal weaponry burst from their hiding places and laid down a withering hail of gunfire on the overturned horseless carriages. I saw metrocops crawling out of the wreckage on their bellies, some with their manes on fire, only to be cut down the instant they left the protective metal shell of what I now recognized as Armored Personnel Carriers. The poor bastards had two options: stay inside and burn to death, or go outside and die much quicker. Almost all of them chose the latter option, though I did hear the distorted, garbled screams of Civil Protection officers being roasted alive from inside the worst-mangled flaming hulk.

The APC at the head of the column was the least damaged. It turned its front toward one side of Blueblood avenue and swung around its massive pulse-cannon to face the other. I lay low against the back of an overturned mail drop-box as I heard the throaty, rapid-fire *thump thump thump* of the cannon, and a new chorus of natural-sounding screams joined the dying metrocops' synthesized imitations. I didn't dare look, but the gunfire coming from that side of the street stopped. I heard an ear-splittingly loud **CLANG** as the rear hatch of the APC dropped and there was the sound of at least a dozen sets of boots hitting the pavement.

I had to move. Or I was going to die.

Come on Gordon. You can DO this. Statistically-speaking.

I galloped hard for the nearest broken window and jumped inside. I think it was some kind of store in a strip mall, I couldn't tell for sure. Everything had been looted long ago, and there were bullet-casings and splotches of fresh blood all along the store-front. The opposing pairs of double-doors separating one store from another that would ideally remain forever closed were wide open, and I could hear shouts and the sounds of hoof-steps coming from further down, so I followed. Probably stupid to be running *toward* armed soldiers instead of *away* from them, but I was curious as to who these freedom fighters were.

I eventually found myself following a squad of 'Resistance' fighters as they wandered through an apartment building along with a young mare, her foal, and an elderly stallion. The squad leader had us duck into an empty apartment when he heard the nearby muffled chatter of what he called 'Combine'.

"Is that what you call those guys?" I whispered to him.

He gave me a look of incredulity.

"What did you say your name was?" The squad leader asked.

"Gordon Freemane." I replied.

The young mare in our group immediately let out a snort. "Yeah, and I'm Twilight Sparkle."

"And I'm Princess Celestia!" her daughter chimed in.

The squad leader forcefully shushed us, but it was too late. The sound of voices abruptly stopped, and the sounds of heavy boots outside the apartment we were hiding in grew closer and faster. The door let out a *click-clack* as the metro cops tried to open it, but we had locked it moments before.

"Alright, here they come," a Resistance fighter whispered. The door caved inward as the Combine behind it gave it a powerful buck. I heard a pair of rapid-fire three shot bursts and both of the CP's were dead before they stepped a hoof inside. That distinctive sound elicited a high-pitched *squee!* from the little filly, and her face lit up.

"It's Alyx!"

I quickly got out of my rather embarrassing pose of 'forelegs covering face and tail tucked between legs' and tried to look heroic. I didn't even hear her come in. She had a light-caramel colored coat and a matching horn sticking out of her short black mane, and wore a little jean vest with pockets and holsters for tools and ammunition. She telekinetically lowered her rapid-fire pistol into its holster strapped to the left side of her vest, and sprightly stepped over the bodies of the Combine she had just killed.

She looked at me and smiled. “Dr. Freemane, I presume.”

The mouths of the other members of my party hung open in disbelief while the squad leader stepped forward and cleared the air with an authoritative voice.

“Miss Sparkle, escort Dr. Freemane to Dr. Pie’s lab. We’ll get these civvies on the Underground Railroad.”

As he hurried them down the hall, the little filly with the young mare kept tugging at her mom’s jumpsuit with her mouth, asking “Did he just... Hey! Did he say his name was...?”

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The elevator roared to life, somewhat surprisingly given its condition, and the doors slammed shut.

“... The Combine can be slow to wake, but once they’re up, you don’t wanna get in their way,” she said with her unmistakable Manehattan accent. The urban kind, not that uppity fake-sounding accent that rich ponies in the wealthy North District had.

I dumbly nodded. She was so pretty.

She gave me a funny look, and said “I’m Alyx Sparkle by the way. You worked with my mother, Twilight Sparkle back at Black Mane?”

I snapped out of my stupor. “Oh, yes. Twilight. Very intelligent. Inquisitive. Yes.” My mind wasn’t really into the conversation as my eyes drifted toward Alyx’s flank. Her cutie mark was a socket wrench.

“Anyway, sorry about the ‘getting caught in the middle of a huge firefight’ thing. I swear I had no idea the Resistance was plotting an ambush so close to Pinkie’s lab.”

The elevator stopped at the first floor of the apartment building, and we

were greeted by a gruff-looking pony wearing a flak jacket and a standard-issue Royal Equestrian Army helmet. He stood up on his hind legs and saluted, an unnecessarily formal gesture, and I saw the insignia of a lieutenant in the REA pinned to his chest.

“This building is secure, Miss Sparkle, ma’am!” He beamed, fishing for acknowledgement or approval. He got neither.

“Now it is, lieutenant. Go police the bodies on the sixth floor,” she said with a glare.

The eager lieutenant’s face fell, and he hurriedly complied with her command.

I spoke up. “So you guys have got a little resistance going, huh?”

“It’s not so little anymore. We get bigger and stronger every day, and now that you’re here, Gordon, I think something BIG is about to happen,” she turned to me, “Speaking of big things, its funny you showing up *today*, of all days.”

We trotted down a poorly-lit hallway of the run-down building, and I prayed to Luna that there really were no more Combine waiting to jump out and grab us.

“What’s so special about today?” I asked.

“You’ve heard of the Underground Railroad? That’s the route we use to get people and supplies in and out of City 7, literally right under the Combine’s muzzles. We’ve been working for a couple of years now on a better, faster way. Well, we finally completed it yesterday, and today we’re going to send somepony through it for the very first time.

We stepped out of the entrance to the apartment building, glancing up and down the street to make sure it was safe. I saw from the signs at the intersection that we were at 101st and Blueblood. And sure enough, right across the street was a Sugarcube Corner. I couldn’t believe it: The sign said 'OPEN'.

“The Combine actually let you run your own shop?” I asked incredulously,

as these were the same ponies who arrested unicorns for using magic.

Alyx gave a little laugh that made my heart flutter, and she replied, “Hey, Combine got to eat too, right? And *Nopony bakes like Sugarcube Corner*.™ (R)”

I chuckled at the sign outside that read “Civil Protection? Ask for the Combine Discount of 100% off!” Sugarcube Corner franchises were designed to resemble gingerbread houses, with roofs and awnings that looked as if they were made of graham crackers, lights that looked like gumdrops, gutters that looked like licorice, windows that looked like lollypops, you get the idea. It looked soooo so out of place in an oppressive police state ruled with an iron fist by goons in gas masks that would probably break your jaw so much as look at you. Talk about surreal.

We stepped inside the gingerbread-house-like bakery and trotted up to the counter. I began to salivate as I gazed upon the rows upon rows of cookies, cupcakes, rolls, cakes, and things that I don’t even know what they are but they look delicious and can I please have some of those. It occurred to me that I hadn’t eaten in a long time.

“How may I help you?” Asked the cotton-candy-blue mare with shockingly pink hair behind the counter as she tried to suppress a knowing smirk.

The words had barely left her mouth when Alyx blurted out, “Yeah, can I get a crust-less apple pie with extra hot sauce and onions?” Alyx rattled off the phrase like she had said it a few hundred times already.

Any hunger I might have had evaporated as soon as I heard that.

“Right this way, Miss Sparkle,” the blue mare replied, and beckoned us to follow her behind the counter and into the kitchen area. Past the pots, pans, mixing bowls, messy countertops and shelves lined with bags and bags of flour and cornmeal, there was the massive metal door of a walk-in freezer. Squeezing into the freezer and shutting the door behind us, the blue mare pressed a red button that was partially obscured by a half-empty tub of vanilla ice cream. I shivered as I waited for something to happen. Suddenly the back of the freezer slid open, revealing a small elevator.

"There's a service entrance that's a lot more direct, but we prefer to only

use it under special circumstances." She waved her foreleg. "You know. The Combine." She sighed heavily, and put a hoof to her forehead as I gave her a worried look. She looked up and said "Sorry, it's just... You have no idea how many times I've been lectured on that particular topic."

I nodded in understanding. No words were needed.

The cotton-candy pony stayed behind in the elevator. Even before I stepped through the door to her secret lab underneath the bakery, I could hear her, and I could tell she had been eating too much sugar.

*"BARNEY! You didn't go with her!? What if she can't find Gordon!? What if she gets hurt!? What if... what if she explodes, Barney!? And then... and then EXPLODES AGAIN!?!? *gasp* Or what if she gets possessed by headcrabs and turns into a terrifying, horrible, gross zombie pony with little pincers on her legs that go *grawh gwar ghwarhhhh*..."*

Alyx and I stepped inside and were greeted by the shockingly pink earth pony named Pinkie Pie. She had aged gracefully, amazingly enough, considering that her cutie mark was basically 'partying'. To me, she looked almost exactly the same as I remembered her from my days at the Fillydelphia Institute of Technology.

Pinkie stopped berating Barney mid-syllable. "Twitchy eye. Sore ankle."

"... And a pain in my ass," Interrupted Barney with an ear-to-ear grin that I returned.

"GORDON! ALYX! YOU'RE HEEEE-eee-*cough cough* ere! And neither of you are zombie ponies! This is the best birthday present EVER!" Pinkie Pie exclaimed.

"I didn't know it was your birthday, Pinkie!" I said, trying to retain the capacity to breathe while in the clutches of her warm, joyous, but-just-a-little-too-tight embrace.

She giggled like a little filly even though she was now an old mare. Her face had maybe a handful more wrinkles than it did at FIT. Okay, and maybe that white streak in her hot-pink mane was a *little* wider. But other than that, I swear she could pass for 50. "It's not *my* birthday, silly!" She

moved aside and pointed at the corner of the rather small laboratory. “It’s Gummy’s!” She positively beamed.

I could not believe what my eyes were telling my cerebral cortex, and my Broca’s Speech Area was temporarily at a loss for words, although my hippocampus continued to function just fine.

In the corner of the lab was a folding table with paper plates, napkins, cups, and an extravagantly decorated birthday cake, and at the end of that table, sitting glumly but patiently, was a full-grown, four-and-a-half meter long crocodile wearing a party hat.

Chapter 3

The One with the Free Mane

As I sat there in a pool of my own blood, my right hoof inside the metallic padded stock of my completely empty LMG, my left hoof holding the jagged, gaping wound in my side which my flak jacket had done absolutely nothing to prevent, I laughed.

I laughed even though it hurt like a bitch to do so, I LAUGHED as I heard the monsters coming to drag me away into the darkness.

I laughed as I remembered how on the PPV ride over here, I had asked CPO Butterscotch what kind of 'accident' would require the deployment of an entire division of Royal Marines.

Tears in my eyes, I whispered out loud "Y-you're all. You're all going... to die- hahaha! HAHAhah!", but my voice was muffled by my gas mask.

The monsters continued advancing towards me, awkwardly balancing on sets of folded, razor sharp pincers that used to be their forelegs. A pale, fleshy sac with stubby little legs sat atop their heads, nearly encompassing their entire skulls.

I slid my hoof out of the LMG's cylindrical stock and used it to shove off my mask, thwacking it onto the thin layer of shell casings that inundated the warehouse floor from here to the impossibly distant entrance just a few meters away.

The empty shells bounced to a rhythmic pounding that was getting closer and closer.

"DID YOU HEAR ME!? I SAID YOU'RE ALL GOING TO DIE! HAHAAHAHAH!" I screamed as loud as my dry, raspy throat and punctured lung would let me, and my voice echoed through the massive room.

A moment later, the pounding reached its crescendo and the enormous crimson head of a Royal Equestrian Army-Dragon emerged from of the

pitch-black service tunnel, his golden eyes, big as the wheels of a semi-carriage, burning with the wrath of the peoples of Equestria and the God-Queen he swore allegiance to. His overwhelming presence left not the faintest shadow of a doubt that dragons were indeed the physical manifestation of the omnipotent old magic which forged Equestria from the interminable chaos that existed before the beginning of time.

With a deafening sound that vibrated the steel girders holding up the ceiling, a long tongue of cleansing super-heated plasma burst forth from his enormous maw and immolated the entire warehouse and everything in it.

“Burn, mothercuddler.” I grinned as flames consumed my broken and useless body. “Burn.”

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Barnes “Barney” Iron Buck does not like crocodiles. He has never liked crocodiles, nor had the slightest inclination towards tolerating their existence to any greater a degree than as an abstract concept that is necessary for the proper functioning of nature, like electromagnetism and photosynthesis.

Notice that nowhere in the above paragraph did I mention that Barney wanted a crocodile as a pet. No, I wrote that Barney tolerates the existence of crocodiles on an abstract, conceptual, if you will, *theoretical* level. He does not wish them any particular malice, nor does he particularly care for them any more than he cares for wasps, horseflies and certain allergens.

If you were to pass him by on the street and say, ‘Hey Barney, how ‘bout them crocodiles?’ He would shrug and say ‘I don’ know, they’re cool I guess.’ This in no way equates with ‘Oh boy! Let’s go get a crocodile and bring it home!’

So, I could understand where Barney was coming from when he had just the slightest trepidation about serving Gummy his first slice of birthday cake. I did not, however, expect him to pull the gun out.

“Whoah, there, Barney,” cautioned Dr. Pie in a slow, calm voice, “You don’t have to do anything rash. Like murder Gummy.”

“He growled at me! He growled! That means he’s ready to kill, doctor!” He held his pistol in his mouth between clenched teeth, his tongue exerting dangerous levels of pressure on the trigger.

Pinkie Pie spoke in a disturbingly cheerful voice, “That just means he’s hungry, silly!”

Barney was hysterical. “He’s hungry for pony meat, Dr. Pie! I can see it in his eyes!”

Pinkie Pie frowned, disappointed that her attempts at diplomacy were failing. “Okay, Barnesy, I’ll *prove* it to you.” She trotted up to the four and a half meter long crocodile which somewhat surprisingly had no reaction to the imminent proximity of the big pink wad of juicy pony-meat that patted him on his scaly head, not-quite-whispering in a childish voice, “I’m sorry, Gummy. Barnesy didn’t mean to yell at you and point a gun at you and say hurtful things and threaten to murder you,” she glared at Barney, “He’s just having a bad day.”

Her amphibious friend cocked open its mouth a little in what I assumed was a crocodile’s way of expressing happiness, as the Pink Doctor cut a slice of birthday cake, picked up the plate in her mouth, and set it down in front of the birthday boy.

If Barney didn’t have fur, he would have turned pale as the river monster destroyed his slice of cake in a single *GLOMP* and proceeded to crawl up onto the sagging folding table to devour the rest of the admittedly delicious-looking pastry, frosting dripping onto the table from his long, jagged incisors.

Pinkie Pie looked on cheerfully as Gummy gnashed and chewed his way through the remainder of his confectionary victim, then, satisfied that the cake had been neutralized, crawled up some stacked crates of junk to a dark, isolated balcony above us, and disappeared.

Barney collapsed into a chair, and let out a heavy sigh of relief, momentarily secure in the knowledge that he had once again cheated death and survived another of Gummy’s birthday parties.

Dr. Pie rolled her eyes at Barney as Alyx tried in vain to suppress a giggling fit, and I took the opportunity to take stock of my surroundings. The huge room we were in was completely underground, and looked like it had been built recently.

I was stunned. Dr. Pinkie Pie's lab was amazingly well-equipped, with computers and electronics of all kinds, massive glass cylinders filled with a mysterious orange liquid, and behind them was a massive generator, or perhaps transformer, connected to a tangle of pipes and wires of all different thicknesses that stretched up to the ceiling and across the room to the various apertures of science that lined the brick walls and covered every available surface.

If I could, I would have stayed there forever. *So much science! YES!!* I said to myself with a mental *squee*.

Barney was surveying a bank of television screens beside a sliding metal garage door, and Dr. Pie was intensely studying a complex array of multicolored lines and numbers on her computer screen. I watched over her shoulder as she exited the program, and I could see that her desktop background was a picture of six ponies in their mid-twenties wearing tattered, dirty gowns, sitting and laughing at a restaurant table.

I recognized Pinkie Pie and Twilight Sparkle, but who were the other four? I felt like I had seen them before, maybe in history class, but I suppose I hadn't been paying attention. My eyes were drawn to a massive cork board covered in post-it notes, pictures, newspaper clippings, and sketches, which I trotted up to for further examination.

Laminated and pinned to the board was a newspaper, the New Yoke Times, which had the headline in massive, bold letters: **THE 7 MINUTE WAR**. Below that was a picture of an NYPD precinct in ruins, its internal structure flayed and spilled out across the street from what looked like a massive internal explosion, and its collapsed stone roof crushing a half-dozen police cruisers. Luna, there were bodies *everywhere*, splayed out on the street, mangled and burned, and I saw at least a handful of limbs protruding from the debris of the collapsed structure, clad in the navy blue of the New Yoke Police Department. I winced at the very *real* picture of so many very *real* dead bodies, and began reading the front page article, curiosity overpowering my revulsion.

“New Yoke City, Manehattan – They came from nowhere, and they numbered in the thousands; Creatures that flew and shot searing plasma from their beaks, towering tripods that could level buildings, and nearly pony-sized ones that galloped on three legs and hunted us inside our homes.

It would appear that our armed forces, though they fought with super-pony courage and bravery, could not stem the red tide of blood as these wicked and genocidal invaders swept through our land, mercilessly mowing down scores of innocents as they attempted to flee.

As of this writing, no contact can be made with Canterlot, nor any military command center, police precinct, city hall, or really anything, though one rainbow-maned pegasus vowed to (continued on page 12A)”

Wow. So the Combine invasion had lasted all of seven minutes. In seven minutes, all the armed forces of Equestria were defeated by an implacable foe that came from neither above nor below, neither the right nor the left... I stopped mid-thought as I recalled a conversation I had once had with Pinkie Pie about inter-dimensional travel. Is that what these Combine were? Were they from a higher dimension, like the monsters at Black Mane? Were they from Xen?

I put that thought aside for now, and my eyes fell on a framed picture to the left of the board that had been taken at Black Mane. There were at least a dozen scientists pictured, adorned in their immaculate lab coats, including, I realized, *me*, Twilight Sparkle, Pinkie Pie, and Gilda Gryffindor. *Well, that dates the image*, I thought.

Gilda quit just a couple of weeks after I arrived, after having worked there for 20 years, and took a higher-paying job at Equestrian Innovations, a private company that liked to think of itself as Black Mane’s ‘rival’, as if there was such a thing. Almost everyone I talked to considered Gilda a traitor, except for Pinkie Pie. She assumed that Gilda had a good reason for leaving the government-run research facility, and nopony could convince her otherwise.

"Whose face is scratched out?" I asked.

Dr. Pie frowned in disgust, which was such a rare occurrence for her, looking back, I should have taken a picture.

"That's our old administrator, Dr. Breen."

Ah. Administrator Breen. Or as I knew him, 'that one guy'. Yeah, we didn't spend too much time conversing, or really, being aware of each other's existence during my tenure at my old job. He was more of a mythical figure than a pony, a story your parents would tell you if you misbehaved, somewhere between gingivitis and the boogeyman.

Pinkie Pie began to rant. "You know, he was a big, mean, grumpy, mean meanie-pants waaaaaay before any of *THIS*," she gestured with her foreleg at the whole room, and I assume if she could, she would have pointed at the entire universe.

Speaking with a very mare-like indignity, "Did you know that one time, he came right up to my desk and grabbed my coffee mug - right in front of me!

And as he's pouring it out into a sink, I'm like; 'Hey Wally, why you be jackin' mah coffee!?' and I could never remember his response because I was too busy pretending he had two giant teeth sticking out of his mouth like this- " she put her hooves underneath her muzzle, "- and going 'O hai you guiz, I'm Walrus Breen, king of the polar ice caps! Bring me some more fish!' And then he would start eating them like *aurgph omf snarf SMACK SMACK SMACK**"

I smiled at her use of Dr. Breen's embarrassing first name. Who in their right mind would name their foal *Walrus*?

"Pinkie!" Barney shouted, "We don't have time for this!"

"Oh, I'm sorry, Barnesy, I got a little carried away again, didn't I?" Pinkie giggled as Barney rolled his eyes. Celestia, the poor feller must have to deal with this *every day*. I only had to deal with it every *other* day, back at Black Mane. *Suck it up, Barney, it comes with the job*, I thought at him, as if he could hear me.

The Pink One turned to me. "Let's get you out of those icky clothes, Gordon. Barney, go get the Mark VI ready."

Barney saluted, for some reason, and went to open up the sliding garage door set at one corner of the lab. Flicking a control switch, the door slid open, and I was confronted by the sight of my old HEV suit. Except it wasn't my old HEV suit, it was... better. Newer. Awesomer.

"The Mark VI Hazardous EnVironment suit has been redesigned for comfort and utility," began the poofy-haired doctor. "Uhhmmm...." she flipped through the pages on her clipboard, then shoved it aside.

"Basically, your suit is now 20% cooler and it lets you gallop really super-duper fast, in addition to all the other stuff the old one could do." She smiled at me, chin on her hooves, as she eagerly waited for me to put it on.

"Now Gordon," Barney explained as I began taking off my blue jumpsuit, "The Mark VI is equipped with an internally-stored extendable helmet that activates whenever you're in an environment you can't breathe,"

"Uh-huh, just like the old one." As I finished undressing, I noted that Alyx had been taking a keen interest in watching me.

Barney helped me assemble the HEV suit around my body, piece by piece, starting with the matte black under layer, which felt like a wetsuit and conformed to my body exactly, like a custom-fitted glove. It was indescribably comfortable. I noticed that whatever material it was made of instantly warmed when it sensed that my body temperature was just a tiny bit on the cool side.

"You have reactive armor plating, which can dissipate plasma charges to a limited degree, and deflect glancing blows from projectiles," Barney continued, "But that doesn't mean you're invincible. A few good hits will still punch through your armor, but fortunately –" He lowered the heavy torso piece onto my shoulders, and it fastened itself into place with an electronic series of *clicks*, "Your suit is actually capable of repairing itself to some degree, just like Overwatch armor."

I interrupted him, "What's 'Overwatch'?"

Barney explained, "They're the Combine military. Like Civil Protection, they're made up of trans-ponies: Ponies who have been cybernetically augmented to the point where they're no longer considered equine. They

have some really scary equipment, but hopefully you'll never meet them, right?" He smiled.

I didn't answer. I remembered the words of the G-stud: *"Isn't it obvious?"* I remembered seeing what the Combine were doing to the people of this city. I remembered the newspaper article about the seven minute war. The Resistance. The Occupation. Freedom. Slavery.

I think I know what I was put here to do.

I said to him with sudden steely determination, "Barney, I have a feeling that I'm going to meet the Combine military sooner or later."

"Well, in case you do, you'll need your glasses," he replied.

"What?" I asked, flabbergasted.

Barney face-hoofed. "Gordon don't you remember your first hazard suit? Those glasses of yours have pico-projectors embedded in the frame, one for each lens, that wirelessly plug in to your suit's computer. The HEV suit automatically analyzes any weapon or item you pick up, categorizes them, and displays all the pertinent information on your Heads-Up Display, which is projected onto your glasses."

I noticed the little yellow numbers floating in the peripheral of my vision, and a crosshair in the exact center, currently hovering above Barney's muzzle.

"Ah, so that's what that is. It's all coming back to me now," I smiled as I thought back to my first day at the Black Mesa Hazard Course.

"Right," Barney continued, "And your suit is magically enchanted with an inventory sort-spell that will automatically holster or equip any weapon or item you tell it, just by thinking. It also estimates your overall health, and gives you a score from 0-100. At 100, you're golden. At 0... well, you're dead. Try to keep it somewhere between those two." Barney said with a grin.

Alyx, who had been listening raptly to our fairly one-sided conversation asked, "What's all this powered by?"

Dr. Pie broke her unusual silence and chimed in, “She’s got a nuclear battery right there on top, in the back-piece. Bronyium, I believe.”

Alyx’s ears shot up. “Nuclear what now?”

I snapped out of my reminiscing and put on my best ‘Theoretical Physicist’ face, and prepared to put that PhD to work. “This type of nuclear battery, a Radioisotope Thermoelectric Generator, converts the heat that is produced by the steady decay of radioactive elements into electricity via the Seebuck effect. If Equestria had a space program, that’s what I would power a deep-space probe with.”

Alyx was impressed. “And how long will this battery last?”

“Oh, about another...” Pinkie put a hoof to her chin in concentration before answering, “217 years.”

Alyx let out a whistle as she angled around to get a better look at my fancy yellow-and-black suit. “Hey, what happens if Gordon’s glasses fall off?”

Barney answered, “Well, hopefully that won’t happen, but don’t worry, Gordon’s glasses are magnetically attached to his face.”

I snapped my head around to face him. “Huh?”

Barney sighed. “First day at the Black Mane Research Facility, they took you to an operating room and implanted a small piece of metal on the bridge of your nose, just underneath the skin, so the HEV HUD-goggles that you would be required to wear could be securely attached to your face without any danger of them slipping off in case the back-strap failed.

I ripped off my glasses in panic, which I noted took some effort, and felt the area atop my nose.

“Also your glasses are made from a custom variant of Dragon-Glass™, so they’re neigh-impossible to scratch,” Barney added as he fastened the matte-black section that covered my tail into place.

“Is there anything else I need to know!?” I asked, somewhat perturbed.

“Yes,” Answered Pinkie Pie. “I don’t really understand computers, so I designed your suit without any kind of navigation software.”

“How will I get around?” I asked.

Pinkie gave me a ‘kids these days’ look, and reached her mouth into her lab coat’s pocket.

“Here’th a **MAP.**” She said through a mouthful of map. Ah, so that’s the way it’s going to be. I have nuclear-powered self-regenerative power armor, a heads-up-display, super speed, and... a map. A physical paper map. Great.

“One more thing,” said Barney, and he picked up a red, metal rod in his mouth. “I shink woo dwopped dis bag at bwagck maan,” he said through a mouthful of crowbar. I happily accepted his spit-covered gift, and held it in my mouth. Ahh, my good ol’ crowbar. *How many headhumpers did I bash with you?* I asked it.

Almost instantly, the crowbar popped up on my HUD in Category 1. I unequipped it, and drawing magicka from my horn, the suit’s spell-casting computer deftly guided it onto my back, where it was magnetically secured with a satisfying *click*. The perfect melding of technology and magic. *I’ve missed you, HEV suit,* I thought with a smile.

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Macroscopic trans-dimensional quantum tunneling can be a bit... fussy sometimes. It had been back at Black Mane, and it hadn’t changed one quantum bit in the eight or so years since then. In fact, considering the government-funded Black Mane Research Facility had the very latest and greatest in high-technology and arcane science at its disposal and it *still* managed to blow up in our faces, the fact that Dr. Pie’s teleporter successfully projected Alyx from her laboratory, across the intermediate dimension of Xen, and back into our world at the exact coordinates of Black Mane West *without* disassembling her into a light-years long string of

elementary particles could be considered by a pony of faith to be a bona-fide miracle.

As I galloped down Western Avenue, dodging in and out of every dark back-alley I could, ignoring the warning indicators that flashed across my spectacles that my suit could not keep up this rate of speed for very much longer without permanently damaging its nearly drained ultra-capacitors, I wondered; What is the opposite of a miracle?

Is it a curse? No, the opposite of a curse is a blessing. Was it a trick? Was the opposite of a miracle a dirty, rotten trick? Because I felt like I had been duped, like forces beyond my comprehension were conspiring against me. Twisting the path that I travelled so that it led where they wanted it to. Using me.

They were there in the test chamber on that day, so, so long ago, when the whole world, the entire course of history, changed in an instant. They were there in the chamber of the Nihilanth when I defeated an enemy greater than any I had ever known. And they haunted me still, these unseen forces that moved in the shadows, only revealing themselves when they chose to for their own mysterious purposes.

The teleporter in Dr. Pie's laboratory had malfunctioned. It was supposed to send Alyx and then me to Twilight Sparkle's laboratory, Black Mane West, located underneath the old Sweet Apple Acres farm outside Ponyville. It worked, surprisingly enough, and Alyx made it through to her mother safely. However, when it came my turn to be projected across the void, I was instead transported directly to the last place in the entire universe I would want to go: Walrus Octavian Breen's personal office.

Leaping clean over a dirty shopping cart in an even dirtier alleyway, I tried to remember what I saw on Breen's television screen. Frozen in place inside a Sparkle-Flowers force field, I watched in horror as the screen physically *turned to look at me*, and I saw a *face*. A pale, furless, alien *face*, and it looked right at me. Now, I do not claim to be any kind of authority on alien facial expressions, but I swear to Celestia and Luna and all their pegasus guards that its small eyes narrowed in what appeared to be... curiosity. Distant, clinical curiosity. And even worse, Breen appeared to be having a rather heated *argument* with it.

So that must be your master, Breen. That thing, that alien, that's who's really in control.

Almost as soon as I arrived, I was sucked back through the quantum tunnel, and I appeared outside of the Sugarcube Corner bakery, landing in a dumpster full of discarded baked goods and sacks of expired flour (Did you know flour can expire?), and Pinkie's voice came over the radio telling me that, wherever I was, *gallop*. Gallop as fast as my legs could carry me to Station 8, marked on my map, and to take the Underground Railroad all the way to Black Mane West.

So I did just that. Though Pinkie Pie's map was a little hard to read, I determined that I was nearing the highway underpass marked 'Station 8'. It was part of a long, crooked line that stretched across Manehattan, beginning at the Fluttershy Hospice for Sick and Injured Ponies, intersecting with Pinkie's lab - labeled as 'Black Mane East' - and onward down a winding path that led out of Manehattan, went past Ponyville and ended at Black Mane West. I noticed that almost all of the 'stations' were clustered in and around Manehattan, with almost none outside the city limits. And, for some reason, Ponyville was crossed out on the map.

Galloping through the city, I was so lost in thought that I didn't see the metrocop standing in my way, and I plowed right into him, dropping my map, and causing us both to erratically tumble to the pavement. The CP re-oriented himself as quickly as his cybernetic augmentations would allow, and drew his steel-grey pistol. The gun was tightly clenched in his mouth, with the business end aimed right at my head.

"YOU, CITIZEN! DON'T MOVE!" he shouted from behind his white face mask in that garbled, mechanical voice that is the hallmark of a trans-pony.

I froze. All I had was my crowbar. He had a gun. It was no contest.

"Oh, you are in so much trouble," the metrocop said with disgusting satisfaction. "Unicorns get extra special treatment at Canterlot."

Thinking quickly, I reached out with my mind, and my horn flared with a translucent purple glow as I grabbed the cold steel weapon from his mouth, and turned it on him. He froze, as I telekinetically pressed the barrel to his skull.

What the hay are you going to do now, Gordon? Shoot him?

I was so concentrated on the metrocop that I didn't notice the scanner float down and snap my picture. I was flash blinded for about the third time that day.

BOOF I staggered backwards, but my telekinetic grip on the pistol held. I gathered that the CP had taken advantage of my momentary blindness to buck me in the chest. When my vision cleared, the officer had his stun baton out, and it crackled with electricity.

I again raised the weapon with my levitation magic, noticing that my suit had put it in Category 2, and the previously inert targeting reticule now tracked exactly with the weapon, telling me precisely where the shot would land without the need to aim down the weapon's iron sights. A counter popped up in the periphery of my HUD, telling me that I had 17 rounds in the current clip, and 0 clips in reserve.

"You don't have the nerve, kid," the combine said in a low growl.

He's right, I thought. I don't have the nerve. I had never harmed another pony in my entire life. Let me explain: The closest I had ever come to killing somepony was back at Black Mane, when I encountered my first Marine. I was extremely nervous, paranoid, and heavily armed, and I was faced with a machine-gun toting goon in a gas mask. I calmed down only after he explained that he was a soldier with the Royal Marine Corps, and that he was here under direct orders by the Princesses themselves to rescue us scientists.

So imagine my surprise when I pulled the trigger. *The sound guns make when you fire them is really, really loud*, I thought, as the brain-dead metrocop collapsed to the pavement, motionless. He was dead, just flat-cuddle dead. His electric-blue eyes continued to glow, but one of them was slowly turning purple as his mask pooled with his own blood.

I have just killed another equine being. I am a murderer.

NO! I screamed at myself. ***THIS IS A WAR AND I AM A SOLDIER.***

I suppressed the urge to vomit as I looked at the body of the dead Combine, evaluating my work. *A clean kill. Good shot.* My HEV suit's targeting computer had served its purpose remarkably well, the bullet had indeed hit exactly where the reticule said it would. The face masks that the Civil Protection officers wore did not seem to be armored at all, I noted. In fact, no part of their body appeared to be covered in anything more than cloth. *Well, killing these cuddlers should be easy,* I thought. *Nope, there's no suppressing the vomit this time.* And indeed, there wasn't.

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I had my map out, floating it in front of me, trying to figure out where in the pony version of hell Station 13 was. I had collected a good supply of loot from the six or seven metro cops that had had the grave misfortune of meeting me and my trusty sidearm... Gunsy. Gunner. Pow-pow. Whatever, I'll think of a nickname later. I had even collected a few saddle bags from the vile ponies to store ammunition, and they showed up in my inventory under Category 7, which I assumed was for 'things that neither shoot nor blow up but are not crowbars.' I loved the way Pinkie Pie programmed this thing.

I said out loud to myself, "Let's see, Gordon, fellow scientist, coworker, and altogether decent equine being, where in Equestria is Rainbow Dash, I mean, where in Equestria am I supposed to – HNYUGH!"

That last 'HNYUGH' was prompted by the fact that due to my continued inattention to where I was going, my path had once again inadvertently intersected with an obstacle that my cerebellum was not anticipating the sudden need to navigate.

I tripped down some steps. And landed flat on my stomach with my butt in the air. And now my ankle hurts a lot.

"Minor fracture detected. Automatic medical systems engaged."

My suit talked to me! Wait, what did it say about –

“Morphine administered.”

AHHhhhhhhh. Oh, that’s the good stuff. Oh, my ankle doesn’t hurt anymore!

“Seek medical attention.”

Okay, *mom*. Fortunately, some friendly Resistance members came by to help me!

“Who the buck is this salad tosser?” The first one asked in an accent that I have never heard before.

“Some dumbass who fell down the steps.” The second one replied.

“Whas’ that e’s wearing?” First one again.

“I am Gordon Freemane, killer of Combines. This - ” I gestured to my HEV suit, “Is a Hazardous EnVironment suit.”

“Roight. Well, welcome to Station 13 ‘ah the undergroun’ railroad. I’m... well that dosen’ matter, come on, les’ jes’ go.” The gruff pony clad in the typical hodge-podge of a vest, hat, and goggles that Resistance members seemed to like said.

I looked at my HUD and it estimated my overall health to be at 75 percent. That can’t be good. It’s down 25 percent from just one sprained ankle? Oh, it must weight the limbs more heavily than the other parts of the body. I looked at my right ankle and thought, *my legs are kind of important*.

“Yes, excuse me, sir, but do you happen to have any doctors in your employ here at ‘Station 13’?” I said to my gruff compatriots, hoping it wasn’t *that* obvious I studied at FIT.

He gave me a slightly annoyed look, and pointed me toward an equinoid creature sitting patiently in the corner. It... *He* was clad in what looked like a space suit, with a black faceplate covering his eyes.

“This is the Freemane. The Combine’s reckoning has come,” he said through his helmet.

I trotted up to him, and asked if he could take a look at my ankle. With my assistance, he removed my boot, and to my great surprise, levitated a first-aid kit over to me.

“This is the last of our medical supplies, but for the Freemane, nothing shall be spared. You held back nothing in the Chamber of the New Nihilanth, and we hold back nothing now.”

As he began telekinetically wrapping my ankle very tightly in the bandage, I asked, “So... what are you, and how can you levitate things without a horn?”

He gave a very strange laugh, and replied, “You would call me a Cerberus. We were slaves of the Combine for hundreds of years before The One With The Free Mane slew the lesser master they used to bind us to them.”

Ah. “Well... you’re welcome!” I said cheerfully.

“As for the telekinesis, perhaps it is, as you say, an old magic that permeates across the divide which separates our worlds. We were not always this way, and it is beyond even the knowledge of the Cerberessence whether this is how we shall remain.”

Ooookay. Little creeped out.

“We ain’t got all buckin’ day, fluffay! You done fixin ‘im up yet!?”

The Cerberus replied that he was, and bid me farewell, leaving me slightly confused, but immensely grateful for the ankle brace that my suit’s amorphous lining material happily accomodated.

We made our way up the stairwell of the office building, heading for the roof, with the only accompanying sound besides our hoofsteps being a Breencast that was drifting in through the filthy, broken-out windows that once constituted three-fourths of the walls. It was a new one, by the sounds of it;

“My fellow citizens, it seems that we have a Disruptor in our midst. One who has acquired an almost messianic reputation in the minds of certain

citizens, earning such romantic embellishments as 'The One With The Free Mane', the 'Chosen of Luna'. Make no mistake: This pony embodies the darkest urges of instinct and decay! He would have us embrace magical thinking and arcane ways instead of the true and lasting progress that can only come from the wondrous new technologies and societal advances that Our Benefactors have enabled us with! This pony is not only personally responsible for some of the worst excesses of the Black Mane incident, but I have verified, first-hand accounts that this 'One Free Pony' not only proudly flaunts the use of his self-destructive magic, but has used it to murder—at least- one unarmed, defenseless officer of the peace."

I stopped on the stairwell, and the other members of my party stopped to gawk at me. I remembered what he was talking about – it wasn't just pony-pies, but something that actually happened. But he was armed. He was carrying a stun baton. That's armed, right? *Yeah, Gordon, he had a scary stick in his mouth, and you had a GUN... damnit, this would be so much easier if there wasn't truth mixed in with his ponypies!*

The Breencast ended on a more hopeful note;

"So if you see this 'One With The Free Mane' report him! Civic deeds do not go unrewarded, and contrary-wise, anti-civil activities will not go unpunished."

My travelling companions either didn't believe Dr. Breen or didn't care either way, but they looked out the broken windows in concern at the increasing buzz of activity in the skies above the city.

"Y' ain't brought no Combine with ya, did ya Freemane?"

I replied that I most certainly hadn't.

The other pony elbowed their gruff leader. "Well, 'ah course he's goin' to say tha'! Its not like e's got any bleedin' idea!"

After a long trek up the stairs that left everypony but me winded (thank you Hazard Suit!) we reached the roof of the fifteen story office building. I was greeted by one of, if not *the* most bizarre contraptions I have ever seen: A large white cargo carriage with its wheels stripped off, attached to a long steel cable anchored to a fairly small makeshift metal tower that jutted up

from the surface of the roof that may have once been an enormous antenna.

I followed the cable with my eyes, and it lead to a corresponding rickety, makeshift tower on the roof of another, shorter multi-story building emblazoned with the words “QUILLS & SOFAS” in huge, flamboyant, red letters. Beyond, I could see dead yellow pastures, a series of artificial canals cutting through the fields, and just over the horizon, the faintest glimmer of Ponyville.

The chosen method of excursion employed at this particular station on the fabled Underground Railroad caused me to facehoof. Hard. “Roight, Freemane, this ere’s the Station 13 – Station 14 inter-junction-platform-switch-dealie-gizmo. Or at least, thas’ what I think its called. They moight have changed the name in the... in-tear-im,” he carefully sounded out the last word.

The door to the roof burst open, and a panicked cerberus breathlessly shouted, “THE FREEMANE MUST LEAVE! NOW!”

The others turned to the panting creature and inquired as to ‘what the blazes e’s on about’. Goddesses, I still haven’t figured out where in Manehattan you’d have to be from to pick up that kind of accent.

I was so concentrated on their peculiar manner of speech that I didn’t hear anything the cerberus said in reply. The two Resistance ponies hurriedly shoved me into the carriage that had been turned into a horrific parody of a ski-lift, and prepared to shove me off to my probable death. The gruff one leaned in a centimeter away from my face and said in a stern voice,

“You bettah be ev’rything they say you is, Freemane,” and with that, the horribly worn brake was released, and to my horror, the carriage began its unpowered, uncontrolled descent to Station 14.

I had hardly cleared the lip of the office building when the Hunter-Killer chopper unloaded its port weapons pod into the roof, and my companions disappeared behind a wall of fire. The metal tower I was anchored to shuddered and sagged, falling nearly all the way over, but amazingly, it held.

The carriage continued its descent, albeit a bit slower than before, and the chopper circled around, scanning for survivors, curiously announcing its intentions in a cool, robotic female voice:

“Initiate sector sweep: Biotics confirmed. Sterilization recommended.”

The chopper’s fearsome auto-cannon opened fire, and the carriage was peppered with a hail of plasma bolts that ripped through its metal skin like papier-mâché. I screamed as several of the bolts punctured my armor and burned through my body. The pain was like being stabbed with a red-hot skewer made out of fire ants that were also covered in salt.

“Warning: Suit Integrity Compromised”

“NO SHIT!” I yelled at my Hazard Suit, eliciting my second swear word ever. The Hunter-Killer chopper shot by overhead, rattling the flimsy wheel-less carriage with the downdraft. The pain partially subsided as my Hazard Suit injected a chemical cocktail of morphine, anti-biotics, and coagulants into my veins, and I blinked away tears to look at my vital sign monitor which read 50 percent. In one of those strange moments of insight in the midst of absolute chaos, I thought, *Wow, my glasses didn’t fall off after all!*

I also thought, *I can’t take another pass from that chopper.* I looked out the twisted and bullet-ridden metal frame of what used to be the window, and judged that I was a little more than halfway across. Not good enough. I had to change the situation, alter it so that I was no longer at a disadvantage. I needed a Trump Card.

I cycled through my inventory, and my crowbar unlatched from the magnetic strip on my back and floated to my side, surrounded by the purple glow from my horn. My horn!

I unequipped the crowbar and climbed out the oversized front window, hanging off the front by my forelegs. The chopper completed its circle, and fired on the carriage, which had had enough. The cobbled-together mechanism connecting it to the thin steel cable finally gave, and the mangled transport began to free-fall. I concentrated all of my magic on the cargo carriage, and my telekinesis seemed to be amplified by the HEV suit

itself as I pushed off with all my might. There was a split-second explosion of violet light, and I was flung backwards at incredible speed.

All I saw was my hooves, floating in front of me, as the steel-blue blur of the Hunter-Killer chopper screamed past, and the cargo carriage, nearly torn in half, fell toward the ground dozens of meters below, then the whole world instantly went black.

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I awoke staring into the eyes of a unicorn mare wearing a white leg-patch with a red cross, as she telekinetically pointed a flashlight at my face. I glanced to my health monitor, which read 100.

“Dr. Freemane, you’re awake!” one of them cried.

“Godesses, doc, that was a hell of a trick you pulled out there!” came a stallion’s voice.

An over-excited adolescent filly began gushing, “Yeah, we saw the whole thing! You were like *AAAAHHHHH* and then you were like *CROOSH!* and then you went through this window like *BSPDDSH!* but it looks like the fellas over at Station 13 didn’t make it, but they were jerks anyway, but YOU’RE ALIVE! You’re here and you’re ALIVE! Yessss!!”

A stallion wearing an REA cap stepped in front of the adolescent, and said,

“What my sister-in-arms is trying to say is that we’re relieved that you’re alive and well, Doctor Freeman. We’re under direct orders from Twilight Sparkle herself to bring you to Black Mane West as soon as equinely possible, so if you’re feeling up to it, if you would please follow me.” He gestured toward the entrance of the cubicle-filled room.

“Very well,” I sighed. My insides no longer felt like they were on fire, so that was something.

“I want *you* and *you* to stay here,” said the pony wearing a hat, pointing at the medic and the adolescent filly.

The filly's face fell, but she complied. "I'll see you later, Mister Freemane, sir!" She saluted. I smiled, saluting back, and she turned red. Well, if she didn't have fur, she would've been red due to the increased flow of blood to the face – never mind.

So it was me, the squad leader, and a pegasus clad in an REA helmet, black goggles, and matching face-mask who went down the elevator of the QUILLS & SOFAS building.

I eyed the rickety metal cage with suspicion, given my recent experience with Resistance-operated transports.

"So you're absolutely sure this thing is safe?" I questioned the squad leader for maybe the fifth time.

As the doors slid open to the bottom floor, he began to reply when his Broca's Speech Area, along with the rest of his brain, exited his skull through a brand-new hole in his head, and splattered against the back of the elevator.

"COMBINE!" The helmeted pegasus beside me screamed, and ducked behind the control panel to the right of the opening.

I levitated the squad leader's body in front of me for the macabre use as a meat-shield as a dozen pairs of electric-blue eyes behind a makeshift barricade opened fire with automatic weapons.

It is amazing the anatomical hurdles ponykind overcame to enable non-unicorn ponies to hold and fire weapons too large or too powerful to manipulate with their mouths. It was a simple innovation that made it possible: The cylindrical stock. A pony could simply slide his or her hoof into the stock, leaving the other hoof free to stabilize the weapon and – most importantly - toggle its firing mechanism. With your free hoof inside the circle-shaped grip at the end of the weapon, it was a trivial task to apply a slight upward pressure to depress the trigger. It must have been the morphine talking, but as we were sitting there getting shot at, I just couldn't help but marvel at the creativity and cleverness we exhibited by throwing off the shackles of our species' evolution and *holding* objects though we had no hands.

“GORDON! I NEED HELP OR WE’RE GOING TO DIE!” The helmeted pegasus shouted across the meter of death that separated us.

I snapped out of my probably-drug-induced stupor, and picked up both my and the dead squad leaders’ SMGs. Two targeting reticules appeared on my heads-up display, tracking with the weapons, and they flashed a deep orange when they were hovering over the bodies of Combine.

I dropped the meat-shield and fired both SMGs at the mob of glowing eyes that were crowded around the elevator. Several fell, but several more remained, and my ammo counter read 0/0. I had dropped to the ground, and was yelling at the pegasus to toss me some clips, when a metal tube clattered onto the floor of the elevator. A *blinking* metal tube.

“GRENADE!” We yelled simultaneously.

I picked it up with my unicorn magic and shot it back at the gaggle of metrocop outside the elevator, eliciting the same violet crackle of lightning that occurred when I pushed against the cargo-carriage. The grenade hit one of them square in the face, and hadn’t yet finished tumbling to the ground when it exploded, knocking me backwards with the pressure wave and engulfing the lobby – and the remaining Combine – in the ensuing explosion.

My HUD said that my overall health was at about 85%, meaning that even an explosion a couple of meters away *still* hadn’t knocked off my glasses.

The Pegasus got up and bro-hoofed me. “Gordon Freemane, you cuddling kicked ass!”

I winced at his foul language related to equine reproduction, but accepted the compliment.

After a long, boring, dark, dreary, insufferable walk through the sewers beneath Station 14, headed towards the canal entrance, we finally reached the last station in the city formerly known as Manehattan, and saw the boat. I say boat because there was only one left by the time we got there, and absolutely no one around to greet us. The helmeted pegasus hopped down in the back and unfastened his flak-jacket, allowing his wings to spread. He told me that I was to steer, and he would give any direction I

needed. Ah, I then understood, it was a PPV – Pegasus Powered Vehicle. Another shining example of Pony's triumph over nature.

Well, about 17 hours later, it was rapidly approaching dusk, and we were motoring our way past Ponyville, which, for some reason, was completely surrounded by a five-meter high chain-link barbed-wire fence, with signs every few meters warning ponies to stay away. Hmm. And I could swear I heard screaming, moaning, and... laughter?... drifting across the wind.

I never got the opportunity to ask any questions because lo and behold, that same mothercuddling Hunter-Killer chopper had found us again. I could tell it was the same one because as I zoomed in on its steel-blue fuselage, I saw three empty slots on its port weapons pod. And I remembered exactly what those had been used to do.

My brother in arms turned to me. "What do we do!?" He yelled over the sound of rushing water. And spinning blades. And... an auto-cannon powering up!

"DUCK!" I yelled back.

I panicked. There was absolutely no cover, anywhere. Just water, sand and grass. However, I think the helicopter only got off maybe two or three plasma bolts before it was knocked out of the sky by a screaming flash of purple.

"What the hay was that!?" I asked my helmeted friend.

"It's Spike!" he yelled back, overjoyed.

I couldn't believe it. It was a dragon! A dragon, just like in the story books, except for real! And it was a lot smaller than I expected, maybe half the size of the chopper, if that.

The dragon and the attack helicopter tumbled through the air above us, locked in vicious battle, and all either of us could do was watch. The helicopter partially regained its stability and tried in vain to shoot at the dragon named Spike with its belly-mounted auto-cannon, spraying plasma bolts across the horizon in every direction. Spike, giving up on trying to breach the impenetrable cockpit, reached over and swiped at its starboard

weapons pod, ripping off two of its missiles, which tumbled to the ground, unarmed and harmless. But the Hunter-Killer chopper still had one left, and it fired, shooting past Spike. I wondered why in Equestria it would fire a missile at point-blank range. If it hit something, it would kill them both, and if it missed, it would just sail off into the sunset, unless..."

I tracked the projectile trajectory, confirming my suspicions. "SPIKE! IT'S COMING BACK AROUND! HEEYY! SPIIIIIKE!" I screamed at the top of my lungs. Amazingly, I think he may have actually heard me, either that, or he came to the same conclusion I did. I focused in on his winged form as his head pivoted towards the missile, and I swear to Celestia I saw a smile form on his scaly face.

He leaped off the chopper, and sailed straight towards the missile. The contrail pivoted back and forth as it tracked him, and the chopper simply hovered, apparently as enthralled with the sight as we were. Spike bent his body forward at the last possible millisecond, and the missile screamed past him and hardly had a millisecond to course-correct as it collided with the chopper. Both missile and chopper were consumed in a deafening explosion followed by a long series of smaller explosions that ended with the burning husk of an attack helicopter plummeting towards somewhere in Ponyville.

We had paddled our way to the bank of the river when the immaculate dragon landed to greet us.

"Did you guys see that!?" He said in a voice that was much higher-pitched than I had expected from a dragon.

The pegasus spoke before I could. "Yes we did! That was a bloody brilliant aerial maneuver, mate!"

The adolescent dragon positively beamed with pride as he looked at me, and I was still too stunned to really say anything.

"Oh, you must be that Gordon Freemane guy everypony's been talking about. Boy, is Twilight gonna be happy to see you! And..." he subconsciously grabbed his tail as his emerald green dragon eyes glazed over, "... and Alyx will be really happy too."

As he walked with us to Sweet Apple Acres, Spike, he said his name was, related to us the story of his greatest heroes: The four dragons of the Royal Equestrian Dragon Corps who fought at the Battle of Canterlot.

“What you’ve got to understand,” he said as we passed through a mostly dead or dying apple orchard, “Is that the Combine invasion lasted only seven minutes. In seven minutes all the armed forces of Equestria lay defeated at the hands of a technologically and numerically superior foe – that is, except at Canterlot.

Those four dragons – Daggoth the Elder, Raszagal the Prophetess, Malachi the Small, and the mighty Sheogorath, held the city against a relentless Combine assault for *twenty-six days*. They fought until the Princesses were safely out of the city, and then they just kept on fighting. About midway through the battle, the small one, Malachi, hand-delivered a message to Twilight Sparkle that had been written by their leader, Daggoth.”

Spike turned to me, his green eyes blazing in the light from the setting sun, “All she could get out of him before he left to return to the fight was that their leader had been mortally wounded, and that the battle was not going well.”

“Wait, where was Dr. Sparkle at this point? Wasn’t this after the 7 Minute War?” I asked the cargo-carriage-sized dragon.

“Twilight was already here, digging out her new lab underneath Sweet Apple Acres, preparing for the counter-attack. Black Mane West isn’t just a lab – it’s the biggest Resistance base that exists anywhere, and the Combine have no influence here, partly because we’re so close to Ponyville, and partly because of *me*,” he beamed.

“Oh yeah, I was going to ask you about th-” I never finished my thought as we entered the huge red barn through its massive, reinforced door. It was hot and muggy, but it didn’t smell, for there were no animals there, and hadn’t been for ages. Instead, stacks upon stacks of crates, supplies, and weapons filled the stalls, and at the end of the barn, hanging above the heavily guarded bunker entrance carved into the floor, and lit by a huge electric lantern that bathed the whole room in golden light, was the single largest piece of parchment I had ever seen in my entire life.

Spike looked up in reverent awe at something he never, ever got tired of seeing.

“This,” he said, “Is the letter that the dragon Malachi delivered to Twilight Sparkle.”

It stretched nearly from the floor to the ceiling of the two story high barn, and the rafters that lined either side had to be cut to make room for the massive piece of worn parchment.

It read as follows:

“As our enemies circle like vultures and your once beautiful Palace burns, worry not, my little ponies; Your Princesses are in another castle.

As for us, anything other than absolute victory or utter defeat seems intolerable: There will be no more compromises. And though this charge is more than even We can bear, this is my final promise to the ponies of Equestria:

When we depart this world we will take as many of them with us as our talons can carry.”

Chapter 4

Why We Fight

The trio of dragons sat clustered in the rear of what was once the magma chamber of an eons-dead volcano, two of them chattering away like school-fillies to the exclusion of the third, when the leader of the group finally flew in, his ancient scales blending in perfectly with the black of that night and bearing a reflective sheen from the rain. A cold, damp breeze blew in through the entrance, which had been hewn over the millennia by a river that would occasionally form when rainwater flooded the chamber from the volcanic vents in the ceiling. After one unexpectedly wet meeting, those vents had been plugged permanently.

"Elder Daggoth, what significance does this council hold that it was called with such minimal travel time?" inquired the ruby-red one in his exceptionally deep voice. The elder dragon took his rightful place at the highest point in the cavern and breathed on the faltering fire-pit, which jumped like a dog trying to lick its master's face.

The smaller crimson one shifted uneasily as he sat, his leathery wings visibly twitching with anxiety.

"And, bearing no intention of intrusion, may I add that I myself was Manticore-hunting outside Griffin City when I received your message that I was needed in-country - with not so much as an explanation," he said in his higher, somewhat raspy voice. "Perish that you should perceive this as a complaint, but I should hope that this council would begin without further delay, lest my curiosity be my demise."

Daggoth spoke softly, slowly, and with authority, yet his voice was tinged with a certain light-heartedness as when one speaks with a smile.

"Your curiosity, Malachi, will be the doom of us all before it at last takes you."

The moment the first word left his enormous maw the other three dragons were absolutely silent, not only out of reverence for the Elder, but also

because it was rather difficult to understand him, especially over the ceaseless rumbling of that dark night's torrential downpour reverberating throughout the hollow mountain, only interrupted by an occasional terrific clap of thunder.

"Sister Raszagal has received a vision." Daggoth gestured with his massive talons towards the ocean-blue female to his right, permitting her to speak.

Raszagal raised her head and focused on the stalactites on the ceiling, searching for the words to describe what she had seen.

"Three weeks past, on the eve of the Summer Solstice, I was startled from my nightly slumber by the most vivid and disturbing vision of things to pass that the Stars have ever revealed to me - "

Sheogorath began to interrupt in a mocking tone, "Consulting th-"

***"SILENCE!"** roared Daggoth. And there was. Without question, there was.*

In a warm and pleasant voice, as if nothing whatsoever had happened, he said to the female,

"Continue."

She drew a breath of air that was relentlessly cold and damp despite the towering flame of the burning fire pit, and focused intensely at the empty space between Malachi and Sheogorath. Daggoth was entranced by the image of flames dancing across her violet pupils, deep and unfathomable, like the infinite void that lies between the stars.

She began her prophesy:

"The barriers separating the worlds will be broken, and abominations unto nature will cascade from the breach. The Princesses will fall. The rivers and lakes will run dry, and the animals and plants will become dead husks filled with poison. Equestria, land of our fathers and our forefathers, will be ruled by beings with empty hearts and black souls, creatures of thought unburdened by empathy. Every living thing that stands against them shall fall, and their bodies will serve as fuel and ammunition for their war machine. The birds of the air and the fish of the sea, the squirrels in the

trees and the adorable little bunny rabbits, none of these will survive in this new world, but the ponies will be kept alive. Those who are not enslaved will die, and those who are enslaved will envy the dead.”

The other dragons sat in stunned silence, unsure of what to say, and Raszagal simply closed her eyes as a single tear rolled down her scaly cheek, splashing to the ground 50 meters below.

Sheogorath asked no one in particular, “Is this true?”

Daggoth looked at him with a kind of resignation in his eyes. “When has she ever been wrong?”

There was a long period of silence as the four ancient dragons digested this new information and all its ramifications. Malachi scraped together a little pile of boulders into a tetrahedral arrangement, and flicked them away, one by one, lost in thought. Sheogorath simply stared straight forward, his steely face giving away no hint of emotion.

Elder Daggoth broke the silence at last. “I have rendered my judgment: We shall break with the Communion and fight for Equestria against this new threat.”

The other dragons were pulled out of their disparate worlds of thought and turned to him, their leader, the unshakeable veteran of three wars in the past 4,000 years, the dragon who had led them through the Twilight War against Nightmare Moon, and before her, the revolution against the chaos-god Discord. There were times, however rare, when separating from the Dragon Communion and fighting alongside that insufferable alicorn Celestia and her little sister was, in his opinion, the only moral option.

The apartment-building-sized red dragon spoke. “That is quite a resolution, Elder Daggoth. If what Sister Raszagal says is true, are you prepared to follow it to your grave?”

Daggoth let out a thunderous belly-laugh that could be heard 15 kilometers away and felt at half that distance.

“My grave is already dug, the headstone set in place.” He looked the younger dragon in the eyes. “I do not fear my grave, Sheogorath, and if

you are to continue associating with this particular circle of friends, I suggest you do the same."

Malachi spoke up. "Indeed, the intended purpose of this Association was never the extension of life spans but rather the shortening of certain... others."

Sheogorath responded glumly, "Of this, I am well aware."

Malachi turned to Raszagal, shock transforming into burning curiosity. "Tell me Sister, was there any more to the prophesy?"

She responded, "Yes. 'Twas neither a voice nor a message nor a vision, but simply... a revelation."

"Well, do not delay! Tell us! Please!" If Malachi's ears were capable of doing so, they doubtlessly would have perked up.

Raszagal glared at him in annoyance at the interruption, but nonetheless continued, her gaze on the torrent of rainwater cascading past the water-bored mouth of the cavern.

"We were not the first, nor shall we be the last." And with that, Raszagal would never prophesize anything ever again.

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"OI! STOP ROIGHT THERE!" called out the sentry-ponies in a voice that somewhat resembled that weird New Yoke/ Manehattan accent I'd heard from other Resistance members.

I froze, and glanced at Spike, who seemed just as confused as I was.

The two earth-pony stallions guarding the heavily fortified entrance to Black Mane West trotted over to us, sporting dual pairs of positively frightening-looking weapons secured to their combat saddles, their business ends directed towards us. The dark grey one actually had his mouth on the bit-

like firing mechanism, ready to bite down at a funny glance or a twitch in the wrong direction.

These are our guys? I thought, and opened my inventory, looking for my SMG.

Spike, meanwhile, had begun to converse with them in a tone that sounded of coolness concealing annoyance.

“Heeeeyyy, Dreyfus, Drew! How’s it goin’, you two? This-” he rudely stuck a claw in my face, disrupting my inventory management, “is Doctor Free-”

“We know who he is, ‘Spike’! Or should I say *COMBINE HOLOGRAM!?*” accused the brown-coated one that did *not* have his mouth on the a trigger of a gun.

Spike blinked, confused.

“If you’re *really* Spike, then whas’ my name, huh?” he demanded.

Spike began, “Uh, I just said bot-”

“SHUT IT!” yelled the brown one, presenting me with the astounding sight of a pony yelling at a dragon.

“I know a Combine trick when I sees one, tryin’ to get into our super secret hideout! Well, you just report back to your alien overlords that this here establishment is nothing more than a veterinary clinic!”

“The finest veterinary clinic in all of Equestria!” chimed in the dark-grey one.

“Despite our remote location, and affordable co-pays!” added the other.

“- And rather unfortunate prox-im-e-tay to a certain zombie-infested hell town!”

“- The likes of which produces a veritable tidal wave of sick and injured animals for us to uh... uhm...” He paused, searching for the right word.

“Drew, what’s another word for ‘nurse back to health’?” He asked the dark-grey stallion next to him.

“Hmm... I think the proper word *would* be ‘nurse back to health’, Drey.”

“That’s not a word! That’s...” he paused, “that’s *four* words!”

Spike face-palmed. “If you two idiots are done...”

“Oi!” the chocolate-brown pony named ‘Dreyfus’ snapped at the fire-breathing dragon that could probably snap him in two without even trying. “We did not roightly say any such thing!”

“Drey, it’s pro-nunciated ‘rightly’ not ‘roightly’,” said his companion in a matter-of-fact tone.

“It’s called an *accent* you uneducated twit!” Dreyfus shot back.

I was so transfixed by these two curious ponies’ banter that I didn’t notice the pinkish-white earth-pony clad in a lab-coat trot up behind them.

“What the hay are you two doing? Why haven’t you let Dr. Freemane in yet?” She demanded of the sentry-ponies.

“Roight,” responded Dreyfus.

“*Right!*” hissed Drew.

“*Accent!*” Dreyfus shot back.

“*WILL YOU LET THEM IN ALREADY!?*” The pinkish-white pony yelled, and they did, and I was.

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Cherry Blossom, the mare in the white lab coat with a cutie mark of – you guessed it – cherry blossoms led the way as we descended the concrete

ramp recessed into the floor of what I'm told used to be the barn of the famous Sweet Apple Acres. A scratched, dented and abused steel door set into the overhang formed by the pit split horizontally across the middle to reveal a large, aging cargo elevator that had the looks of an abused piece of essential equipment that everypony expected to just *work*, but maintained as little as equinely possible. There were skid tracks, boot prints, tread marks, and some lacerations that I couldn't identify carved into what surely was once rubber safety padding, but which now more resembled a preschooler's still-life art project made possible by a fit of rage, a box of black crayons, and a pair of scissors.

The elevator doors crankily slid their way shut, and the elevator grumbled to life. As I watched the wall move upwards, I noticed to my shock that there was absolutely no barrier of any kind between the occupants of the elevator and the concrete wall. When I expressed my concern about this probable safety hazard, Cherry Blossom replied;

"Oh, that old grate fell off a long time ago, Freemane."

I suddenly looked upon the elevator with new apprehension, as flashbacks of another resistance-operated transport strung between two Manehattan high-rises played in my mind, and I successfully dismissed them - with some difficulty, I might add. The elevator passed by several floors, each one a surprisingly well-lit concrete hallway curving into the distance to form a giant ring, reminding me of the halls of a particle accelerator. We passed an impressively-equipped kitchen where those curious space-suit clad aliens were chopping and mixing various fruits and foodstuffs into what looked to be a delicious meal. As our descent continued, I saw communal living quarters, storage rooms, ammunition dumps, and even a full-fledged *gym*, if you can believe it, where several ponies were engaged in a heated tennis match.

When the elevator passed a floor filled with stacks upon stacks of black boxes connected by a tangled rat's nest of hundreds of wires snaking around to an unseen part of the base, I asked Ms. Blossom to explain.

"That's the floor where the nuclear batteries are stored and maintained. Those black boxes you saw are the regular chemical batteries that they keep charged, which in turn power our various electronics."

“Aren’t you concerned about the radiation from such a power source?” I asked, picturing some horrifically inadequate combination of aluminum foil and tin cans the Resistance had cobbled together to contain such highly radioactive elements.

“Oh, goodness, no, they’re encased in reactor shielding we recovered from Black Mane itself.”

I did a double-take. “From *where!*?”

“The Black Mane Research Facility, I said,” she responded as if there was a problem with my hearing. There wasn’t a problem with my hearing, was there? Oh, dear, I *have* been firing an awful lot of weapons with no hearing protection, and then there was that time a grenade went off in my face...

Focus! “I though Black Mane was completely destroyed!”

She answered, “The dragon Malachi *did* completely destroy the entire facility - except for the Lambda Complex. It is separated from the rest of Black Mane, and concealed by the most powerful arcane enchantments and high-technologies known to ponydom. That dragon couldn’t have found Lambda if he tried.”

I was stunned. I remembered the Lambda Complex. I remembered reuniting with the scientists that had holed themselves up there. They decided to send me through a massive teleporter as big a football field to travel to the higher dimension of Xen with a probably-suicidal mission: Find the seemingly omnipotent being holding open the breach between our worlds, and kill it, if possible.

I remember... jubilation! Jubilation unlike anything I had ever felt before when, in defiance of all mathematical probability, I, a scientist whose sum total previous experience of warfare consisted of shooting pellet guns at Colt Scout camp, somehow defeated the creature that the Cerberuses (Cerberi?) called ‘The New Nihilanth’. Then... blackness, and... the G-stud. Whispering something in my ear. And then... well, then I woke up about eight years later on a train headed toward what used to be Manehattan in a world ruled with a synthetic, bio-mechanical fist by aliens from another dimension.

I wondered – If the Lambda Complex survives still, whatever became of the teleporter that was its heart? I wonder if it still works...

“... which is why we can’t use the same spells here. Twi has the power, but she simply doesn’t have the arcane knowledge that died with all those scientists. *sigh* We lost so *many* good ponies there, which is why I’m so *glad* you’re here, Doctor Freemane. FIT graduates are few and far between these days.” She gave me a creepy smile that I half-heartedly returned, and continued talking as the elevator continued its painfully slow descent.

“Anyway, our instruments have been picking up a very weak SOS signal originating in the Lambda Core for years now, obviously indicating the emergency backup systems are *still* working, and the Combine either haven’t noticed or don’t care. And quite frankly, I hope it stays that way,” she said with a horribly forced laugh.

The uncreatively-named Cherry Blossom rambled on and on about something related to how great things were going to be now that I was here, and how she wished she could have worked at Black Mane, and various other things, I don’t know, I was far too tired to remember or care. I just wished the talkative mare would shut up and take me to my room already, so I could plop down on my bed and forget about the world. Mentioning the Lambda Complex had dug up bad memories that I would rather forget, and a long, peaceful sleep would be of great help in that regard.

The elevator finally shuddered to a halt at floor three of seven, and I was led down one of those long, curved hallways, lined with evenly spaced, heavy steel doors and caged, shatter-proof lightbulbs, past the unisex restroom, and on to my private quarters at the very, very end: Room 342.

Cherry Blossom bid me an over-produced farewell, and left me alone – at last - in my very small, bare concrete room with a single vent and a single bulb that was too bright to look directly at, but not quite bright enough to provide satisfactory illumination. Not that I’m complaining, as I’m told that very, very few ponies get their own rooms at Black Mane West. There was a small desk, a homemade dresser constructed piecemeal from recycled particleboard, and a fat red pipe spanning from wall to wall near the ceiling. As I collapsed onto the mattress of my bare-bones bed, the rusty springs

groaned in protest at the sudden load, and the thing sat so low to the ground that I actually rebounded off the concrete floor before settling. Too tired to shower at the head or to try to recreate the steps Barney had shown me to take off my suit, I simply closed my eyes and let sleep take me, but not before whispering one of my cheesy prayers to my favorite Goddess.

Thank you for this cold, uncomfortable bed, Luna. And also for helping me survive a dozen-odd near-death-experiences today. But all I can think about right now is this forsaken bed.

“Go to sleep, Gordon.” I imagined Her saying with a smile. And I did.

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So, the problem with waking up in the morning - at least if you're male, I don't really know about females - is that you're usually pretty horny. And the problem with being horny, single, and a follower of Luna and Celestia, is that you have no real way of relieving those urges, because followers of the Princesses are not supposed to cuddle themselves. Well, not *supposed* to, but I sometimes found myself doing just that anyway. *But*, in my defense, this usually happens when I am only half-conscious, so it's not an *expressly willed* action, and therefore, *not* a sin. I'm pretty sure. I think. I hope. *Oh, Luna, please forgive me!*

So, suffice to say, I was pretty frustrated that morning. My body ached from the various contusions and burns from getting shot through with anti-personnel plasma bolts, I was extremely hungry, having not eaten anything since I left City 7, *and* I really, really had to pee, but worse than all of those things, I was sexually aroused, and there were no females to cuddle with!

“Surely science can come up with a solution to this most common of equine problems!” I thought out loud.

“What kinds of problems?” asked Alyx.

HURGH.

Did NOT hear her come in.

“Nothing! No kinds of problems! Ha! Ha ha!” I lied. *And certainly not anything to do with unfulfilled sexual desires!* I screamed inside of my head while wearing a forced grin.

“Riiight, so, I was wondering if maybe you wanted to go get some lunch?” Alyx asked with a cute little smile that did NOT help to calm me down.

“Lunch? What -” I fumbled around for a clock in a groggy haze.

Alyx facehoofed. “Gordon, it’s two o’clock. In the afternoon.”

“Ah. Well, good morning!” I said with a grin in one of my pathetic attempts at humor. *Anything to see her smile again,* I thought. Suddenly, I became very aware of Alyx’s distinctly... *feminine* curves... and shapely, well-toned... *DIRTY THOUGHTS HNGHRR.*

My nostrils involuntary flared at the presence of the healthy, fertile female. *Oh my goddesses I can even smell her. Oh Luna, she smells soooooo good... concentrate you bucking idiot! Don’t let the hormones and/or pheromones win! Wait, pheromones? Oh, goddesses, Alyx isn’t in... you-know-what is she? AHFFF! Shut up! No one cares! Just ignore the hormone/pheromone whatevers!* I mentally chastised myself.

Because then you won’t get laid! Added the part of my brain devoted to cuddling.

Shut up! I rebuked myself.

“Roight, let’s go get some lunch/breakfast/dinner,” I said in an I-don’t-know-where-that-accent-is-from accent, and hopped out of my stiff, uncomfortable bed, stretching my overstrained ligaments that rewarded the healthy morning exercise by sending a jolt of pain up my spine from any muscle group I attempted to use in such a fashion.

“Gordon?” Alyx asked as we stepped out into the hallway. “Did you just say ‘roight’?”

“Yes, yes I did.” I replied.

“That’s awesome,” she chuckled. I couldn’t tell if she was being nice or sarcastic, but whatever, I’m hungry, let’s go eat pleaseandthankyou. We trotted down the long, curved hallway, and I made a special effort to walk *beside* Alyx instead of *behind* her.

“So, Gordon, how are you liking BMW so far?” She asked.

“It’s... nice.” I said.

And then there was that long period of awkward silence that happens whenever the initiator of a conversation fails to pick a sufficiently engaging topic that would not end after two syllables’ response from the addressee. This effect is especially pronounced when both parties to the conversation are already socially awkward to begin with.

As we neared the unisex bathroom, I remembered that I had to use it. Alyx waiting, I made a motion to duck inside when the door flew open, and I was hit in the face with both it and a warm rush of steam in an odd combination of blunt-force trauma and a pleasantly refreshing facial cleansing. The action elicited one of my inadequate attempts at profanity, and I looked up to see a light-blue mare with a towel wrapped around her head, halfway through an apology. Judging by the beads of moisture running down her... nicely curved body... and round, taut rump... and her soft, wet, sweet-smelling mane matted to her - *celestiadamnit this isn’t helping!* - I concluded that she had just stepped out of the shower. I was just about to say something, but as soon as she realized who it was she had just mistakenly assaulted, she did a double-take, looked to her left and saw Alyx, did another double-take, and then galloped as fast as she could back to her room, slamming the door shut behind her.

While in the bathroom, I could hear Alyx outside, knocking on the blue mare’s door, trying in vain to assure her that she was *not* in trouble. After I was done, I came back out and rejoined my trot with Alyx.

Taking the initiative, I said, “So, Alyx, you’re pretty famous around here, huh?”

She blushed, embarrassed. "You could say that. Everypony knows that I'm Twilight's daughter, and I've been here longer than anypony besides her."

"I see," I responded. "You weren't dropped here, were you?"

She laughed. "No, I was dropped at... well, I was dropped right outside a normal hospital so, like any other foal, the doctors could get a look at me as soon as the bird took off."

Ah, of course; it was a routine procedure to have foals delivered to their waiting parents at hospitals nowadays. Numerous peer-reviewed scientific studies have shown that having a licensed medical technician on scene at the delivery of a new foal can dramatically reduce the risk of injury or death from infantile pneumonia, altitude sickness, and even rare allergic reactions to the avian delivery system, among other things.

"And where was this?" I asked out of curiosity.

"... I don't really want to talk about it, Gordon. Maybe some other time," she said with eyes pleading for me to go no further, lest I re-open an old wound that's barely had time to scab over.

I nodded in understanding. I made a mental note to ask her at another time, for now I was extremely curious as to why she was so reluctant to reveal the place of her drop.

But for now, yonder beeth the end of these wretched castle-halls! And hark! The elevator approacheth! I thought to myself in my 100% absolutely flawless imitation of Old Equestrian lexicon. For some reason.

After waiting an extraordinary though not entirely unexpected length of time for the way, way, way overused and under-maintained elevator to finally reach our level, we hopped on and Alyx hoofed the button with the nearly scratched-off '5' on it.

"I forgot to tell you," she began, "There *is* no lunch at this hour, so we're going to have to go the kitchen and have the Cerbs make something specifically for us."

“Cerbs’? Is that what you call the Cerberuses?” *Cerberi?* “And also, they won’t mind?”

“First question – yes, second question – no,” she responded.

“Okey dokie lokie.” And now I’ve switched to Pie-ish. *Why?*

Like with most good things, I smelled it before I saw it. Ah, the kitchen. Not just any kitchen, no, sir or madam, as it may or may not be proper to address whatever poor, confused soul is unfortunately reading this, not any plain old ordinary run-of-the-kitchen-mill kitchen, but a kitchen staffed by celestiadamned *aliens*!

The Cerbs, as most Resistance members apparently called them, were... actually I don’t know anything at all about them, other than that they have four legs and a tail, and, judging by their full-body suits, they can’t breathe our 95% nitrogen atmosphere. Either that or they’re germaphobes. This calls for scientific research! And who better to help me with research on Cerberuses (*Cerberi?*), than a Cerberus!

First step of the scientific process: State the problem.

Problem: What in under-hell is a Cerberus?

Alyx stepped off the elevator even before it came to a total halt, and I followed her past the retractable metal gate (noting that there was only one set because the elevator’s had ‘fallen off’, as Cherry Blossom had so eloquently put it) and stepped onto the sanitary, black-and-white checker-boarded floor of BMW’s kitchen. Hard at work, chopping away at piles of vegetables with their small, gloved hands, were at least half a dozen Cerbs. They all looked up from their preparation tables when we stepped off the elevator.

“Ah! It is the lovely and talented Alyx Sparkle! And who else should be in her company but the Gordon Freemane himself!” Announced the Cerb at the sandwich table in that raspy, muffled voice typical of their kind, and the others sounded similar approval at our unexpected visit.

All eyes, including Alyx's (yes!), were on me as I confidently strolled up to one of the spacesuit-clad gentle-aliens and ordered a lettuce, tomato, and clover leaf sandwich on a poppy-seed bun.

"Whatever the Freemane requires for his gastronomical fulfillment," the alien replied with an eye-brow raising choice of words. He set about fetching the various items required for the assembly of the sandwich as Alyx busied herself in the far corner at the salad table. I trotted to the side of the Cerb cook and began my *advancement of equine knowledge* using the second step of the scientific process: research. I casually leaned a foreleg against the table like a biped, and focused on the creature with an intensity I only get when I'm doing science or trying to kill something, which, now that I think about it, I have never done simultaneously. Except for maybe that one time...

"Pardon me, sir," I said in as non-threatening a voice as I could muster, "But... what, exactly *are* you?"

He paused only for a moment, and his blackened visor remained fixated on the sandwich he was presently layering with toppings as he began to answer.

"You already asked us this question; Your kind do not understand the communion we are. Go and learn the meaning of the word 'coterminous' and you will know that there is no distance between us. No false veils of time or space may intervene. You would call me a Cerberus. We call ourselves *Yllgalug*. The ones you say are 'Combine' mockingly called us dogs, and we once called them Master with equal sincerity. One can suppose that they *are* a combination, a grey slurry of indifference and greed, cold calculation feeding an overpowering instinct to consume. They use their gift of personhood to enslave other persons, their knowledge to spread ignorance, and their wealth and power to enforce poverty and subjection. Such people are referred to sardonically by my kind as *vpyn*, a word that is considered so vile it is sometimes censored even when communicating by auditory speech. Their genius lies in that they have spread so far, so quickly, so relentlessly, beyond even the scope of their predecessors whom our brothers, themselves refugees from some far-distant conflict, called *Shu'ulathoi*, until they, too, were betrayed by those beside whom they fought and killed and died. There is a saying amongst my people; '*A good story deserves to be retold again and again*'. How is it

that history repeats itself so exactly in realms as infinitely disparate as the third and the seventh dimensions? It is a mystery no deeper than the void itself.”

He picked up my sandwich with hands that didn't look like they were really meant for grasping things, and handed it to me, awkwardly balancing on his hind legs to do so. My stomach grumbled as I levitated my breakfast/lunch/dinner to my watering mouth, but the food part of my brain just couldn't *enjoy* the sandwich while the science part of my brain (which is everything besides the food and cuddling parts) was left entirely unsatisfied with the Cerb's response.

“You didn't answer my question,” I pointed out with maybe just a little smug satisfaction that evasive answers don't make it far past Gordon Freeman. I went to *college*.

He gave a weary sigh, and looked up at my face, which was a mask of determination. I felt like that unseen force, that puppet-master manipulating things behind the scenes, was getting frustrated at my persistence, trying to push me away from this creature. *Well, G-stud, I might be deviating from your script a little bit, but the scientifically-minded are not so easily dissuaded!* The Cerb accepted that I wasn't leaving without an answer. He rested his forelegs on the stainless-steel table, his enwrapped tail involuntarily jerking this way and that as he shifted position, and his visor-covered face turned to the far corner, where Alyx was levitating forkfuls of fresh greens to her small, feminine muzzle, herself caught up in conversation with the Cerb there.

“What are we? What are you? Ponies, miniature horses that can talk and feel and reason as if they were people. We ask ourselves; How is this possible? How can there be such a thing as magic, that unicorns freely manipulate and pegasi coax into allowing such an absurd thing to exist as a flying horse? How is it possible that there is a natural system where cloud-walking scaled-down quadrupeds dictate the movements of weather systems? Your method of reproduction, especially, has never, to our vast and ancient knowledge, been recreated by any known species across the cosmos, and is itself the very definition of illogic! You expect us to believe that your DNA is magically transported to a plain in the sky where infants are grown, and the resultant foal is then delivered to its parents by a predatory bird which somehow evolved the instinct to transport other

species' offspring to the exact coordinates of their parents at extraneous personal cost to themselves for seemingly no benefit whatsoever? Tell me, Freemane Doctor, are we so strange by comparison? Is our world so alien? Our ways so incredulous? There is a far deeper mystery here than 'what are we', a problem of philosophy, of existence. If indeed the universe was created to the specifications of an intelligent being, what purposes did this God have in making your world this way, and not ours? What would be done in one place and not in another, and to what end, if an end exists? *'The magical land of Equestria'*, you call it. To us, it is nothing more than a fairy tale; A story told to young children. It cannot be real. And yet here it is."

I was stunned. He was right. I had started in the wrong place. Before asking him what *he* is, I should first ask myself what *I* am, and return when I believe I have an answer more compelling than his. As I thought this, I felt as if the unseen force relaxed, letting its attentions drift back to whatever cosmically important task had occupied it previously. I let out a sigh as its dark, secretive presence seemed to slink back into the shadows from whence it came.

The Cerberus chef raised his head to look me in the face, his tone changing from slightly indignant to somber and poetic.

"You, Freemane. You were there when our worlds collided. You were the breach we stepped out of. You are the tie that binds the fate of our worlds. Even now, we see you still in Black Mane, clearly we see you in the test chamber. We look upon your bright face from that piece of our tormentor that was stolen from Him. We see you in the Lambda Complex as you bridge the fold between the Seventh and the Fifth. We watch in joyous disbelief as you, alone, breach castle walls that had repelled sieges by armadas of warships. Though we grieve for our kind laid scattered at your hooves, compelled by the New Nihilanth to defend His fraudulent claim to life and existence, to us, their deaths are bittersweet. We cannot forgive you for those whose cords you cut; Forgiveness is not ours to bestow. Simultaneously, you cause us to weep and to dance as you bring us pain and jubilation beyond measure. Hope, a curious thing that we had long since forgotten, spreads through our people like wildfire as the Freemane accomplishes what ten thousand million had tried and failed to do, from war to war, kingdom to kingdom, empire to empire, across unknowable eons, for causes far more noble, against tyrants far more guilty, and a few even

more wicked, than Nihilanth. Of all these, only the Freemane succeeds. The why and the how are not for us to know, though we suspect these too shall be revealed before the end.”

“We see you in that ancient chamber, we watch, breathless, as you stand in defiance before its latest occupant, the false puppet-master whom They resurrected to control us, a prison warden brought back from the dead to clap on our shackles scarcely a moment after we realized we had wrists to hold them. Ye leap, ye fall, we see you flash beyond the barriers. For a brief time, you joined us in communion with the Cerberessence, and we revealed how to slay the Beast, knowledge passed down from generation to generation from our brothers in spirit, the Vortigaunts. We bear witness to the new life that is the abomination’s death. Your song is the song we shall sing for all eternity, for once the lesser master lay defeated, we knew the greater must also fall in time. We call you Abraham, not after the figure in our Master’s sacred texts, but after the leader of one of their greatest tribes, for he too set captives free. But unlike him, your actions will decide not the fate of nations, but of worlds.”

I took the last bite of my sandwich, which was absolutely delicious, by the way, and thanked the strange little alien for everything he’d done, and everything he’d given me to ponder. Alyx was already on the elevator, impatiently waiting for me. As I trotted towards her, on the monochrome screen of a little crumb-covered, dusty television crammed onto a crowded shelf amidst bags of spices, I thought I saw the image of a stallion wearing a suit and tie give me a very strange look, and then disappear as the image popped and reverted back to static snow.

I hesitated for just a moment, and the impatient Alyx leaned forward and bit down on the collar of my HEV suit, dragging me into the elevator with surprising force. She hoofed the button marked ‘1’ and we had already begun our descent when the all-knowing Cerb ran up to the edge.

“Freemane!” He called out, struggling to be heard over the sound of the overworked gearboxes and pulleys lowering us. “Do you know what we call the Combine?” He asked, leaning against the retractable metal gate to the elevator shaft.

“No, I don’t believe you ever told me that,” I shouted back as the kitchen rapidly disappeared above us.

I guess I'll never know for sure, but I'll swear before the Princess' Royal Court, the Princesses themselves, and all their pegasus *and* unicorn guards, he said something that sounded like "MAAN."

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The elevator ground to a halt at the bottom floor of Black Mane West, and we stepped out into a brightly lit, tiled hallway, packed on either side with sensitive equipment necessary for the purposes of science; banks of computers, various kinds and varieties of electronic sensors, metal crates, wooden crates, plastic crates, and filing cabinets no doubt filled with scientific documents from that dark era before the dawn of the Equestrian digital age. But even with all that clutter, the space was still more than wide enough to comfortably accommodate four or five ponies side by side.

"So, all this crap is mostly spill-over from the lab, which my mom constantly complains isn't big enough," Alyx explained.

"Some of this stuff looks too big to fit on that elevator," I gestured back towards the cargo elevator, which was certainly big enough to move a decent amount of freight, but some of these machines were the size of a Coltswagen carriage. "Is there some other entrance?"

"Yeah, there's a service elevator on the other side of the lab that goes all the way up to the surface, which we hid from aerial surveillance by moving an old pigpen on top of it," she answered as she picked up her pace to pass by the large, dark tunnel to our left, blocked off by a massive metal garage-door, and partially hidden behind haphazardly-stacked piles of science junk and decorated with a pair of 'DO NOT ENTER' signs.

"I see. And what's this tunnel back here?" I innocently asked.

"That's... that's the old tunnel to... ponyville..." she answered in a near-whisper, her tone suddenly changing from cheerful to grim.

"It's the tunnel to what?"

“uhm... ponyville...” she whispered.

“Sorry, didn’t quite catch that - ”

“**PONYVILLE!** It’s the tunnel to Ponyville!” she yelled in frustration, her voice cracking a little bit.

“Ah, Ponyville,” I answered in my typical haze of social-retardation. “I used to go there to visit my brother, John, whenever I got a weekend off.”

I stopped, and frowned at the ceiling, trying to remember, as if the ventilation ducts and electrical wiring would coax the memories from my amygdale. “As I recall, he worked in an office, some kind of clerical position. In fact, I recall sending him an email from my phone just after the... ‘Black Mane Incident’, but he never replied. Huh. I wonder whatever happened to him.”

I looked back down to the sight of Alyx fighting back tears, her teeth clenched, and her eyes shut tightly.

“Whoah. I’m sorry! Did you know him?”

“**NO!**” She screamed at me.

So similar was her response to a chemical detonation, I almost felt compelled to check and see if my glasses were still on. They were.

She apologized. “I’m sorry. I’m sorry, Gordon. You didn’t know.”

I didn’t know? Suddenly, I remembered passing by Ponyville on the river, wondering why it was surrounded by a four-and-a-half meter high chain-link barbed-wire fence, with bright red ‘BIOHAZARD’ signs posted at regular intervals along the perimeter.

Alyx had collapsed to the ground, still struggling to hold back tears, and I joined her, putting a hoof on her shoulder in concern.

I looked over at the huge, darkened entrance to Ponyville, the source of her misery, and I felt angry. I was angry at the inanimate object that had

caused Alyx to cry. But still, curiosity welled up from somewhere deep inside me, an unquenchable desire to *know* that had driven me my entire life.

It was that same desire that had led me to pursue my degree in Theoretical Physics, and attracted me to my job at the Black Mane Research Facility. That boundless curiosity had driven me to put that crystal from another dimension into the extraction beam of an anti-mass spectrometer, precisely *because* I didn't know what would happen the moment I did so. Somehow, I just *knew* that I had to *know*. The alternative was simply unacceptable.

"Alyx?" I asked as gently as I possibly could. "What happened in Ponyville?"

"Do you really want to know?" She asked, her voice weak.

"Yes. I must."

"Okay, Gordon," she sighed heavily. "Listen up, because I'm only telling this once."

She took a deep breath, and speaking slowly, clearly, her voice quavering only at first, Alyx Sparkle began to tell the story of the day Ponyville died.

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It was a bright cold day in Neighvember and the clocks were striking three. I parted the black curtains which concealed the view of the tiny tree-house bedroom to scanners and the occasional pervert, and looked out upon Ponyville, a town that had come to be known as the heart of the insurgency. It was a reputation the local members of the Resistance had bloodied their hooves many times over to earn, making Ponyville a place where seemingly every other day, the decapitated bodies of metrocops and even Overwatch soldiers would turn up in the mornings, dumped on the streets by rebels, oftentimes accompanied by threatening notes warning against collaboration with what Dr. Breen termed '*The Universal Union*', but

what everypony whose head was not firmly lodged in their hindquarters knew as the Combine.

There were no ‘breenscreens’ in Ponyville, except for inside the town hall itself. The Combine had tried to hang them up on every post and street corner like they did in all the other cities, of course. But, come every morning, they would find the things sabotaged; their power cut, their screens broken, and sometimes even showing pro-Resistance propaganda or pre-war children’s cartoons instead of the traitorous Breen’s ugly mug. Some would like to refer to him as *The* traitor, as if it was some sort of honorific title, but my father had warned me long ago against doing the same. Walrus Octavian Breen was a pony, nothing more, and giving him any title other than his name turned him into a myth, a legend, and in doing so gave him power that extended beyond his repulsive ‘Breencasts’.

My face contorted into a grimace whenever I thought of Breen’s pretentious virtual fireside chats, which he created to fill the weary ears of the population he’d pretty much *sold* to aliens from another dimension with his own particular brand of bullshit – long-winded rants that he spewed with such enthusiasm and candor one might be deceived into thinking he genuinely believed every word. My father taught me not to hate the poor souls who, in their piteous state of suffering, bought into the blue pony’s lies. Not even the ones who went a step further and signed up with the Metropolitan Police or Overwatch. We were to kill them, not hate them or judge them. Just kill them.

But none of that was any of my concern that day. The only thing on my mind was the fact that there was going to be another full moon that night, coinciding with a sky that was to stay perfectly clear – an event that I cannot remember happening twice in a row since the Seven Minute’s War ended pegasus regulation of the weather. My mother, ever the amateur astronomer, and Pinkie Pie’s left knee – the Resistance’s meteorologist - had confirmed it, and Celestia damn me to pony hell if I was going to miss out on another chance to talk to Luna.

“Mom! Mooooooooooom!” I called out, my voice reverberating throughout the massive, hollowed-out tree trunk that was the only home I had ever known.

My dad answered, “Your mother is at work, Alyx.”

“She’s been ‘at work’ all week! Is she *ever* coming home!?” I looked down from the balcony at our cluttered living room, trying to spot the mustard-colored stallion to whom I owe my existence amongst the stacks of books, newspapers, magazines, and, in a streak of modernity, a pair of paradoxically ancient-looking computers.

“She’s very, very busy, sweetie. You know that. What do you need her for?” the earth-pony answered without looking up from his copy of *The New Yoke Times*, which he infinitely preferred over *The Ponyville Gazette*, even though its widely-read articles were more heavily scrutinized by the Ministry of Truth.

“I was *going* to ask her if I could go outside tonight,” I huffed.

“You just went outside last night! What are you doing out there that is so important?” My father gasped in false realization. “Have you met a colt?” he asked with a grin.

“Oh, no, you are not changing the subject to *colts* again. I just want to go outside, that’s it.”

“And you were going to ask your mother because you knew that I would say no?”

“Yes, I was,” I stated truthfully.

Dad sighed at my self-defeating honesty. “Alyx, honey, there is a *reason* we don’t want you wandering the streets constantly, even at night. If the Combine establish a pattern of movement- ”

“The Combine are practically *gone*, dad!” I insisted.

He looked at me, surprised. “How do you mean?”

“I mean, look outside!” I pointed a hoof at the nearest window. “You know those two guys that are *a/ways* across the street at the Rotisserie? They’ve been gone for days.”

He got up from the red leather couch and peered out the window past the double-layer of black curtains that would normally be closed at all times of the day or night.

I continued. "I haven't even seen an APC since last week! Remember how they used to practically circle around our house?" I said, remembering the terrible gunmetal-grey horseless carriages that seemed to be designed from the ground-up to inspire fear.

"... And occasionally unload a platoon of metro cops to search our home for contraband..." He mumbled.

"... or evidence of a certain illegally-owned dragon," I added with a snicker. "Oh, and don't forget the secret passageway they're too stupid to find that leads straight to the largest Resistance base in Equestria!" *I wonder how many times those idiots pried up our floorboards looking for something that was in the fireplace?* I thought with a smirk the size of the full moon that I was missing.

"And now they're... gone," my father continued. "Just... gone. That doesn't sit right with me one bit. Why in Equestria would they go to all the trouble of building us that huge, nasty-looking fence to keep out the creepercolts, and then just *leave*?" The Combine had been building a massive protective fence around Ponyville to keep out dangerous creatures like zombies (sometimes referred to colloquially as 'creepercolts'), bullsquids, and of course the occasional headcrab. Most ponies I had talked to chalked it up as a pathetic gesture of 'goodwill' toward the increasingly hostile population.

"I don't know, I guess they're up to something!" I said half-sarcastically. I didn't really care what the Combine were up to, I just wanted to freaking *go outside*. "So..."

"No, Alyx, you can't go outside. Like I said, you just went out yesterday, and you may do so again tomorrow if you must, but *not* two nights in a row; it's suspicious, it's dangerous, and it gives them clues as to *where* we'll be and *when*, which I wouldn't have for my daughter even if your mother *wasn't* the leader of the Resistance!" the earth-pony decreed with finality, and returned his full attention to the newspaper.

I did my best to sound disappointed, letting out a grunt of frustration as I plodded back to my room. I was actually excited that I would now get to go outside without anypony knowing about it, and without anypony's permission.

Waiting till dark, I slipped into my favorite jean vest, and, not even bothering to bring a flashlight due to the ghostly otherworldly illumination provided by the full moon, I climbed out of my bedroom window and into the starry night.

I cannot tell you how much I love the night; the cool air, the quiet, the canvas of the entire universe hanging above the tree line. But most of all, I enjoy being alone, away from my dad and even my mom when she's home. Just me and the stars, alone with our thoughts, like Luna on the dark side of the moon, which is surely where She must be. At least, that's where I'd go if I were Her.

I was trotting down the completely dead main avenue, quietly reflecting on the last words of the dragon Daggoth immortalized on that massive piece of parchment hanging in the barn at Black Mane West, 'Your Princesses are in another castle', when I was rudely interrupted.

"Going somewhere?" Asked a voice so close I jumped in fright.

"Celestiadamn it, Spike! You scared the pony out of me!"

"So does that mean you're a dragon now?" he laughed, and began to trot next to me, his huge form obscuring my view of the cosmos.

"Why aren't you with mom? I thought she needed help!" I scolded him.

"Ohhh, no, the *real* question is; What are you doing sneaking out of the Library for the umpteenth time?"

"I just wanted to look at the stars, okay?!" I loudly whispered, if that's possible.

"Uh-huh. And what's the *actual* reason?" he asked with exaggerated suspicion.

“Spike, name one time when I have lied to you,” I challenged him.

“Just now,” he grinned mischievously.

“Oh, shut up,” I shot back grumpily.

We trotted and walked in silence for a minute, Spike’s huge green eyes darting back and forth, looking for scanners and Combine patrols that weren’t there. I supposed that was nice of him, not to report me to my father, or worse, my mother.

“Hey, Spike,” I asked, my tone changing from annoyed to something warmer.

“Yeah, Alyx?” The adolescent dragon asked, his voice adorably cracking on the ‘A’.

“What do you think Elder Daggoth meant when he wrote ‘Your Princesses are in another castle’?”

I looked in amusement as he tried to come up with something besides ‘I don’t know’. Spike never was one for proverbs and poetry.

“Ahm, well, he could have meant... uh... that the Princesses were... relocated to another palace somewhere else in Equestria?”

“No, I don’t think that’s what he meant at all, Spike,” I shot him down. Gently, though. He’s a sweet dragon.

“Well, what do *you* think he meant?” Spike shot back, almost as gently as I did.

I stopped, and looked at the bright full moon. “There are some who believe that they simply fled, abandoning Equestria to its fate. But my mother, who was closer to the Princesses than anypony, taught me that they would never, ever abandon us.”

I looked at Spike to emphasize my point. “Never.”

“So where are they?” he asked.

“Personally, I think Celestia is hanging out with Luna on the dark side of the moon, sipping martinis, and doing everything they can to help us win. But they sure as buck di-”

I was cut off by the loudest series of booms I had ever heard. The stars winked out one by one to form dark blots which flashed across the night sky, and some of them could be seen silhouetted against the moon, hundreds of them! They approached with a horrible whistling noise, landing not with a boom like you would expect, but with a terrific deadpan *THUD*.

They don't explode, I thought with sudden terror. The Combine were bombarding Ponyville with bombs that don't explode. That can only mean one thing.

“**HEADCRABS!**” Somepony screamed from a balcony to the east, still dressed in her robe and slippers. “**THEY'RE SHELLING PONYVILLE WITH HEADCRABS!**”

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“I was already halfway down the street, galloping for home, when Spike picked me up, threw me on his back, and flew the remaining distance. He skidded to a halt at the front door, narrowly missing another shell that screamed past and smashed a gaping hole through the roof of the Rotisserie, which thankfully was empty at this time of night.

I thought, *Oh sweet Luna. They made sure to do this in the middle of the night, didn't they? When everypony would be asleep in their homes, right?*

I looked in horror at the residential district, and saw pillars of flame and smoke already rising from the closely spaced cottages and small apartments that dominated that area of town. Judging from the gleam of the headcrab canisters streaming down from the sky, that appeared to be where the Combine were concentrating their fire.

All I could think was, *Celestia damn the Combine to underhell for this*, and then I bucked open the front door.”

Alyx covered her face with her forehooves before continuing the story.

“Dear Celestia. Our home had taken a direct hit from a shell, which had blown a hole through the trunk, and landed right in the middle of the living room. The whole place was an absolute celestiadamned *mess* of scattered books, pages, debris, just... ugh, there was splintered wood from the walls just covering *everything* and... and the furniture was all overturned, and upside down and sideways, and goddesses, Gordon...” She put a hoof to her temples and began massaging them, as if the memory of the event was causing her physical pain.

“...and crawling over and under and between it all were *dozens* of the cuddling little headhumpers. And I thought, *I’m already too late, aren’t I?*”

She removed her hooves from her face, allowing me to see the streak down her cheek where the fur was a darker shade of caramel, dampened by tears. My grip around her shoulders tightened, and I felt like I should say something, but I didn’t have the nerve. So, I did the next best thing, and leaned my head over to nuzzle her shoulder in sympathy. I apologized to her in my head, as if my thoughts would tunnel out of my mind into some adjacent dimension and reappear in hers.

I’m so sorry, Alyx. I’m sorry that I made you do this. But I had to know. Celestiadamn it, I wish there was some other way, but I had to hear it from you.

“I flew into an absolute rage, and started killing the bastards any way I could, stomping on them with my bare hooves, and using my magic to impale them on anything I could find that looked like it could pierce flesh – it didn’t matter if it was wood, glass, metal – whatever it took. After, I think, I killed them all, I started hysterically digging through the debris, hoping and praying that maybe, somehow, he was still alive. I suppose in my chaotic mental state, I didn’t think to check his bedroom, which was probably where he was...” She paused to think for just a little too long, and I took my muzzle out of her side to cut in.

“Well, did you find him? Did you find your dad?” I asked.

“His name was Tom,” came a voice that was neither mine nor Alyx’s. We both looked up and saw Twilight Sparkle trotting down the hallway to meet us, dressed in a lab coat that looked as if it hadn’t been washed in a few days. Or weeks. Or maybe ever.

“And no, we never found him, alive, dead, or zombified. Spike went back and checked every room of the Library,” the purple mare stated with a cool distance, as if she was talking about a stranger from Griffin City rather than her husband.

This didn’t surprise me. It’s a common psychological coping mechanism for survivors of extreme trauma to distance themselves emotionally from the event, as if they had watched it happen to somepony else. This is especially prevalent in individuals who possessed an independent and head-strong personality, of which the stubborn physicist was practically a textbook example. And if it *wasn’t* just an act, emotional bluntedness is a hallmark of Post-Traumatic Stress Disorder, which, if I were a medical doctor, I’d probably diagnose just about everypony in Black Mane West with. Luna, what a case-study.

“Dr. Sparkle!” I immediately unwrapped my foreleg from around her daughter, and stood up on three hooves, extending the fourth to shake hers. “It’s a real honor!” I smiled.

“Likewise, Doctor Freemane. And I see you’ve met my daughter.” As soon as she said that, I sensed an almost instantaneous tonal shift from the Resistance leader, as if I had listened to her mind broadcast an acoustic inflection to signal it had connected the words ‘Doctor Freemane’ and ‘my daughter’ with the word ‘met’ between the two. From this modicum of information, I gathered that Twilight approved of my association with her foal. *Cautiously optimistic yet hopeful YES.*

Alyx stayed slumped against the filing cabinet she’d been leaning against, only glancing up for a moment before her eyes drooped back to the dirty tiled floor.

Before I was interrupted, I said, “Yes, Alyx was just telling me the story of what happened to Ponyville -”

“ - *The Day Ponyville Died*, I believe someone poetically described it, and yes, I heard.” Twilight said ‘someone’ instead of ‘somepony’; one of the odd misspeaks she often makes, though still nowhere near G-stud levels of incorrect grammar, of course.

“You heard Ponyville die, or you heard the story of how Ponyville died?” I asked, momentarily confused by her statement. And secretly because I enjoy annoying Twilight, but mostly because I was confused. I swear.

She gave one of her cute little huffs. “Both! I heard both.” She sounded just like I remembered her; an intellectual surrounded by illiterate dunces that she loves and tolerates the shit out of. And that’s just when she’s around other scientists. “Alyx is quite the storyteller, isn’t she?”

I continued, “Ah, yes, she certainly is, and uh, I had a question about that - if you don’t mind me asking, did you ever find out what happened to... Tom, you said his name was?” I was trying my best to be polite towards the elderly mare, really, I was. Best behavior, Scout’s honor.

She didn’t hesitate to give the answer. “Personally, I assume Tom was possessed, and shambled out of the house sometime between Spike leaving to bring Alyx back here, and his return. And now, my husband’s body is probably wandering the streets of Ponyville, looking for dead birds to shove into his abdominal stomach-mouth- ”

Alyx exploded out of her silence, shouting “*YOU DON’T KNOW THAT!* You couldn’t *POSSIBLY* know that.”

I was so startled by her outburst that I physically jumped inside my hazard suit. Twilight, however, had no visible reaction other than to simply turn and look at her daughter. She wore a resigned expression, her eyelids sliding partway down to reveal a thin layer of mascara. She knelt down so that her old, but still beautiful, face was inches away from Alyx’s, the sleeves of her already dirty lab coat becoming further soiled by the black dust and grit of the floor.

She said in a near-whisper, “Alyx, your father isn’t here anymore. Not in Ponyville, or anywhere else in Equestria.” Her eyes widened in sympathy as Alyx’s closed shut, already drained from tears.

“Then where is he?” Alyx whispered back as if it was a rhetorical question, a statement that she didn’t expect an answer to.

“He’s home, Alyx. He’s gone back to where he began.”

Reassured, but still bitter, she replied, “He better have,” and stood up. “I’ll – I’m going - ...” she stammered over her left shoulder as she awkwardly excused herself back to the elevator.

Twilight smiled. “Just go. You don’t have to say anything.”

Alyx paused, turned, and galloped back to give her a bear hug, leaning in close to whisper something in her ear, before galloping back to the waiting elevator. The moment the doors slid shut, Twilight jumped up and pinned me to the wall with her forelegs.

“WHERE THE HELL HAVE YOU BEEN?!” She screamed in my face like a cat that had just had its tail stepped on.

I couldn’t really process her inquiry due to the unprecedented volume of awkward feelings the current position was unfortunately eliciting from my stupid, stupid, dirty male brain which obviously didn’t register the fact that although Twilight was indeed a female of the species, she was old enough to be my MOTHER.

AAAAAAAHHHHHHH!!! Was all my brain could come up with as an answer, which my Broca’s speech area translated as: “Dyughldinot!”

“ANSWERS. NOW. SPEAK!” she demanded like a mountain yeti on its period.

I recovered from the shock. And sexual confusion. By far, the vast majority, it was shock, just forget whatever it was that I just wrote, it was shock, far and away. Almost completely. My neurons fired in a beautifully coordinated light-show of fantastically complex impulses that coalesced into the following eloquently composed retort:

“Heyhey, Twi, girl, I mean, Doctor Sparkle, after I jumped through that portal to Xen, it was all a *blur*, I mean, there were *things*, and I did *stuff* to the *things*, and I got hurt very, very badly and it was really, really painful but

there were these little pools of blue stuff, and oh man those little pools were the shit, I mean, I felt like I could do buckin' *anything* after I sat in one of those cuddling things for a while, and then I... I ran out of bullets so I just started swingin' and I was... freakin'... I was bashing skulls, lady, I was bashin' heads like it was *little league*, it was... I mean..."

"GORDON! What happened to the Warden!? It's name was *Shu'ulathoi* or *Nihilanth* or something like that! Do you remember bashing in the skull of somepony – er, *someone* - named Nihilanth?"

Twilight had been one of the small handful of surviving scientists at the Lambda Complex to see me off through the portal to Xen. Barney was there too, as I recall. I was glad to see that they all made it out okay, I just wished that my nearly fatal journey to what seemed like the bad neighborhood in the worst part of double under-hell had actually ended up making any kind of difference in the end.

"In fact, I *do* remember shooting a grenade into this huge dude's head. It was pretty intense," I said in the ineloquent haze induced by my impromptu walk down *Bad Memory Lane*.

"Was that the Warden? The being holding open the breach between the dimensions?" the Resistance's lead scientist inquired, notably calmer than a minute previous.

"... He was the size of a building. I'm pretty sure, like, a pretty good sized building. Several stories."

She gave me the most adorable look I've ever seen as she said, "Yeahhh, that was probably it."

Twilight Sparkle released me from her confusingly sexy death hold. "So, you killed the thing holding open the breach, which is to say nothing about the life forms that had already passed through, and a fat lot of good it did us in the long run. So then what?"

"What do you mean?" I asked.

"What do you mean, 'what do I mean'? You killed the Shoola-Nilinth whatever, and then what happened?"

I turned into an alleyway on *Bad Memory Lane* named ‘Things I don’t ever, ever want to remember ever’, and replied, “I saw the G-stud. He offered me a job, and apparently I accepted, and... then I woke up eight years later on a train to Ma- er, *City 7*.”

After listening to my response, Twilight put a hoof to her temples and massaged for a few moments before speaking again.

“Gordon, trot with me,” she commanded.

“With pleasure, Doctor,” I obeyed.

She took me down the short access hallway and through a double set of doors to her lab – the heart of Black Mane West. The room was *huge*, I mean at least in comparison with the rest of the base, it must have been two or three stories tall at its highest point. Crammed into every nook and cranny were shelves and tables filled with the same kinds of instruments, computers, and electronic gadgets that I saw in the other (literally) underground laboratory, Black Mane East, back in *City 7*. The tile and brick room was dominated by a massive quantum-tunneling apparatus that was identical in design to the one that had misfired back in Pinkie’s lab and sent me ricocheting through Sparkle-Flowers-Gryffindor space, with one of the exit points unfortunately (or perhaps exactly as planned?) being the private office of Equestria’s forcibly-imposed ‘Administrator’.

As we trotted through the lab, all of the doors to the lab magically closed and locked themselves; Twilight obviously wanted us to be *alone*, and *uninterrupted*, and there I go, I did it again. Celestia, it seemed obvious to *me*, at least, that the sexual tension between myself and Alyx’s cougar mom was so thick you could cut it with a dull wooden butter knife. However, the elderly, sixty-something year old object of my newfound deep, dark, shameful desire didn’t seem to notice or care, as her attention was focused solely on a single object that sat tucked beneath her horrifically cluttered workstation – an unassuming, unmarked, uninteresting, olive-green metal box.

“Gordon, there are so many things I have to tell you – and I don’t know how much time I’ve got left to tell them.” I looked at a cracked picture frame sitting on her desk, holding a family portrait of a much younger (and

disturbingly attractive *celestiadamnit shutupshutup*) Twilight, an unfamiliar earth-pony I gathered was her husband, Tom, and – *Oh Celestia, hahaha!* They were holding their adorable little filly, Alyx, of course! Daww, she was so *little* when this picture was taken!

Errngh. The sting of sympathy felt like getting poked in the arm with a hypodermic needle.

This was your dad, I thought of Alyx. *This was your family.*

My eyes suddenly became just a little blurry from some kind of moisture that they were excreting for some reason that had nothing whatsoever to do with - *I cried. Like a stallion.* Anyway, I noticed that Twilight had been kneeling on the ground, the glow from her horn spreading to envelop the box with the same purple aura. It slid out from beneath the desk, and it's locking mechanism disengaged with a metallic **click**.

"Pinkie Pie's tail has been twitching, Gordon. And many other parts of her body, but mainly her tail. She's been telling me, privately, that something really, really bad is about to happen to *me*, specifically *me* - *Twilight Sparkle*. I know it's absolutely ludicrous to actually *believe* such superstitious nonsense, I mean, the insanity of actually putting stock in somepony's prophetic hearsay about the future, but Gordon-" She began digging through the container, carefully removing its discrete internal shelves filled with machine parts and tools that rattled in their custom-molded plastic depressions as she set them aside on the floor next to her.

"I learned a long, long time ago to believe the silly, superstitious nonsense that comes out of Pinkie's mouth, because for some *stupid, retarded* reason, it's *true*. Believe it or not, every single thing Pinkie Pie has ever predicted has come true, often at exactly the time she predicted it would happen. And Gordon – no scientific theory I've ever studied or theorized can explain that. I don't think science is *capable* of explaining what goes on inside that pony's mind. Honestly, I don't think I'll understand until after I die -"

She stopped at the word 'die'. She looked away, anxiety and pain on her somewhat creased and wrinkled, yet still quite pretty, face. It was the look of a mother worrying about her children. She carefully unlocked a compartment of the crate that I didn't know was there until she opened it, it

was so perfectly set into the frame. She levitated out a small antique jewelry box that it had concealed.

“Gordon, I think I’m going to die. And I don’t mean years from now, I don’t mean months from now, I mean *soon*. And before I die, I need to make sure you understand what I’ve been spending every waking moment for the past eight years searching for. I need you to know the only way we can defeat the Combine, drive them back to their world, and make sure they never come back. I need you to know what the Elements of Harmony are.”

She unlatched the delicate hinge of the jewelry box, and floated out five bejeweled necklaces and an elegantly decorated crown. They were magnificent; the multi-colored gemstones refracted, bent, and reflected the sterile laboratory lights back at us, as if they could absorb things that were ugly and make them beautiful again. I sensed that they were ancient, perhaps as old as time itself, like they had been there from the beginning and would stay until the end, a constant, an assurance, a covenant. In spite of their apparent age, they bore no mark of time; no scratch, stain, blemish, chip or dent disturbed the immaculate perfection of their design.

Twilight carefully set them down on her desk, one by one, starting with the crown adorned with a violet star, the same color as her magical aura, I noted. Then the necklaces, each adorned with a unique symbol; a lightning bolt, a butterfly, a balloon, an apple, and a diamond.

“These, Doctor Freemane, are the most powerful magical artifacts in existence.”

I stared with my mouth agape, entranced by their beauty, and somehow I sensed that they were looking back at me, silently judging me.

“*These* are the Elements of Harmony?” I asked incredulously.

“Did you figure that out all by yourself, or did someone help you?” she asked, I suspect, sarcastically. She leaned against the desk with her forelegs and sighed heavily before continuing, her mind seemingly overburdened with thoughts. “Gordon, when I *finally* made it home that day, I collapsed onto my bed and went to sleep thinking that you had just sacrificed your life to close the breach between our world and theirs, and that this whole mess would go down in history as another cautionary tale in

playing fast and loose with safety standards when people's lives are at stake, pushing too far too fast, and not to mention a critical lack of regulatory oversight from the government. When I woke up the next morning, the biggest worry on my mind was how I was going to word that in a letter to Princess Celestia. Goddesses, I was so *stupid*."

She turned her gaze toward the part of the quantum tunneling device that hung from the ceiling directly above us and somberly continued. "That *wasn't* the end. They came back. Only this time, they were prepared, and we lost. In seven minutes, we lost everything we had had for thousands of years to - 'an implacable foe that came from neither above nor below, neither the right nor the left' - is how I believe the papers put it."

She turned her gaze back down to look at me, an inextinguishable fire in her eyes. "I am absolutely convinced that the only way to right the wrong that we were all a part of at Black Mane is to use the Elements of Harmony to permanently seal off our dimension from all the others, however many there are. And if they refuse to do that, then we'll use the miniature teleporters Pinkie and I have been building to go to the Combine Overworld and use the Elements as a weapon to kill the enemy where they live. And if they even refuse *that*, well, then we'll just have to go to Plan C."

I nodded, considering all that I had learned about the Elements of Harmony from my magic courses. As I recall, it is not known what the Elements *cannot* or *will not* do, only that they must consent to whatever action the caster of the spell, the bearer of the element of Magic, asks of them.

Twilight frowned. "Aren't you going to ask me what Plan C is?"

"... Yes, yes I was about to," I said, deep in thought.

Twilight cocked her head downwards a little and raised her eyebrows, expectantly waiting for my question.

"... Uhm, what is... Plan C?" I was persuaded without words to ask.

Twilight smiled. "If all else fails, we'll chuck the Elements of Harmony in a trash bin, and teleport a bomb or a death squad straight into Dr. Breen's office, and overthrow our alien overlords the earth-pony way: No magic," she chuckled.

I nodded approvingly. “And why can’t you do that now?”

“We’re working on it,” she gestured towards the ‘miniature’ teleporter that took up easily a quarter of the huge room. I looked sort of like a massive ray-gun like you would see in a cheesy sci-fi comic, aimed at a small elevator just big enough for a pony to fit on. In, and on, and around, and even *through* were tangles of huge, thick cables that looked like they could transmit *gigawatts* of current, bundled together with cable-ties like a rubber band on the end of a ponytail in a futile effort to maintain some kind of order to the tangled chaos.

The tangled chaos of SCIENCE! I thought with another one of my nerd-squees.

“Judging from your experience with the quantum-tunneling device in City 7, I’d say we still have a lot of work to do. But, on the plus side, you survived the projection, *and* we gathered a lot of data to pore over!” Twilight’s eyes practically rolled into the back of her head as she thought about studying and organizing large amounts of scientific data.

Luna, that must be like pornography for her. Science porn.

“What about the teleporter back at the Lam-” I was interrupted as Twilight snapped out of her fantasy and burst out laughing.

“For Celestia’s sake, Gordon, you really think that thing still works? Where h- oh my goddesses! Hahahaha! I was... hahah! I was about to say ‘*where have you been?*’! HAHAAHAAH!” she continued to chortle like an asshat.

An intellectual surrounded by dunces you remain, Twilight Sparkle. You have not changed at all.

I frowned. “Okay, and why can’t you use the Elements, again?”

She straightened up. “The Elements of Harmony can only be used by their respective Bearers; Honesty, Kindness, Laughter, Generosity, Loyalty, and Magic. If one of those is missing, the spell won’t work. Applejack, the bearer of honesty, died along with the whole Apple family during the Seven

Minute War, and poor Rarity was in Carousel Boutique in Ponyville..." she trailed off, her laughter suddenly extinguished.

"... On the day it died," I finished her sentence.

There was a rather awkward silence as both the doctor and I were lost in our own thoughts. I wondered how things would have turned out if we had used the Elements back at Black Mane. What, if any, limit to their power existed, and how might they behave if we felt it necessary to take them into another dimension? Would they even work? Were they capable of 'sealing off' one dimension from another, as Twilight put it, or is that even possible within the Standard Model? I know the experiments we performed at Black Mane forced a revision of the laws of physics many, many times, but what about the laws of magic? Had we ever experimented with the Elements of Harmony, to test their limits? Oh, goddesses, what if this whole thing started because we *did*?

And another thing – Twilight said we could use the Elements as weapons to kill the Combine where they live. How does she know that they will? That they would? What if they refuse to consent to killing, even if it is killing to save lives? And would they choose us over them if it came down to it? Is the Element of Loyalty really loyal? Come to think of it, how is it that pieces of stone and metal are capable of making moral decisions, anyhow? Celestia, the laws of the universe - particularly the laws governing magic - confound me, and I'm a physicist for pony's sake.

"Theoretical physicist, anyway," I mumbled to myself.

"What?" asked Dr. Sparkle.

"Nothing," I replied. *What the hell, Gordon? You talk to yourself now? Luna.*

The short, pointless exchange had pulled Twilight out of her own world of thought, and she turned to speak to me, sounding as if the weight of the world were on her shoulders.

"Gordon, what you've got to understand about the Elements of Harmony is that they are totally powerless without all six of the Bearers to use them. You take away even one, and the spell doesn't work. That is what I have

devoted the vast majority of my time and resources to for the past eight years; Searching for the ponies who can wield the remaining elements so we can defeat the Combine, drive them back to where they came from, and make sure they can never, ever come back. They have spent the last eight years doing everything they possibly could to prevent me and the Resistance from doing so, mostly by finding and killing us whenever, wherever and however possible.”

Twilight touched the Element of Generosity with her hoof. “You have no idea what they’re capable of, Gordon. What lengths they will go to in order to stop us. Rarity does. She and everypony else in Ponyville knows *exactly* what levels of depravity the Combine are willing to lower themselves to in order to protect their false claim to our world and to power.”

Twilight once again jumped up and put her forehooves on my shoulders. Parts of me were delighted and other parts were less so.

“I’m sorry, Gordon, but I *need* you to see Ponyville. I need you to understand why we fight. We don’t have a choice.”

-----Λ-----

Why we fight. Powerful words, them. Dangerous, fighting words. Words written with the blood of innocents. They are a reason and a cause, a *caucus belli* that drives nations to war with other nations, and people to kill other people. More than a logical cause-and-effect equation, they are a moral justification, something in your head, something in your heart, something in your *bones* that you call upon in times of doubt and darkness when your flesh screams in protest to your mind, *why? Why do you fight?*

When one has a satisfactory answer to that deepest and most personal of questions, the body relents, and the mind regains control, and you become unstoppable as a neutrino ejected from a supernova, a bullet through paper, or at the very least, a bull in a china shop. It is a question that every soldier who is not a machine with a machine mind and a machine heart has asked himself, every soldier at war with a thinking conscience and a living

soul; *Why?* And the answer comes from the clear of mind and the pure of heart sometimes as a whisper, sometimes as a scream of righteous fury; *Why? THAT is why.*

I was headed to Ponyville on the back of the dragon Spike, at the command of the leader of the Resistance. Several things occupied my thoughts. One of those things was an explanation – finally – for the telekinetic explosion which occurred when I focused my magic on that mockery of a ski-lift back in City 7 and then pushed it away as hard as I could; While in the lab, Dr. Sparkle had revealed to me that my HEV suit actually amplifies my inherent unicorn powers by approximately tenfold. My education in the ways of the physical sciences did nothing to help me follow Twilight as she delved into the specifics of experimental arcane enchantments – personally, she lost me once she got to the part about grinding up the horns of particularly powerful unicorns who had died and donated their bodies to science. That’s just really, really bucking creepy if you ask me, but hey, that’s pretty much the definition of arcane science.

I mind drifted to the dead town I was currently flying toward. The headcrab-stuffed mortar shells that now littered its winding streets or disappeared inside its modestly-sized buildings had been fired by the strange bio-mechanical monstrosities the Combine employed called ‘synths’; Alien war machines that were disgustingly efficient at exterminating hostile populations. Spike had explained to me that in the time it took him to fly Alyx to Sweet Apple Acres, and then return to the Library, it was already too late; It had happened that fast. Just like the Seven Minute War. The Combine are slow to react, and capable of making astoundingly ill-advised judgment calls - both tactical and strategic – but once they commit to destroying a target, they cuddling *destroy* it.

I also wondered about the Elements of Harmony. Where in Equestria did the things come from anyway? How does one *make* an Element of Harmony or become a Bearer of one, and what god, gods, demigod, or demigods as it may be, decided that the harmonic elements would be specifically honesty, kindness, laughter, generosity, loyalty, and magic? And why did this all-powerful being include something as dumb as laughter while omitting things like, I don’t know, Courage, or Love, or... the Element of Knowledge, or maybe... the Element of Science! But, seriously, *laughter?* Stupid demi-gods.

I could easily see the town, sitting nestled in a modest, grassy valley with Canterlot and Mount Equestria in the background. It was getting late; As the sun neared the horizon, its rays made the brightly-colored rooftops glow, and produced an annoying glare off of what windows that weren't busted out. The massive fence that encircled Ponyville cast long shadows over the once peaceful and quiet town that had turned into a violent and rebellious town and then once again into a peaceful and quiet town filled with zombies.

"HEY SPIKE!" I yelled at the magic dragon that I was clinging to for dear life. "HOW DID THEY KEEP THE PEGASI FROM FLYING OUT!?"

Spike hollered back over his shoulder, "Pegasus ponies are rounded up and sent to be processed at Canterlot, where their wings are clipped so they can't fly anymore."

"DEAR PRINCESS CELESTIA!" I shouted over the sound of wind and wings. "WHAT DO THEY DO TO UNICORNS!?"

"They haven't gotten to unicorns yet, but don't worry, they're working on it!" Spike answered. "I guess they did pegasi first because a flying enemy is a lot more harder to kill than a magic-using one! Ha! Just ask the Combine about me!" he laughed.

We flew low and slow over the infamous town, and Spike was banking gently in order to afford me an even clearer view of something that, thanks to my suit's zoom function, I could already see all too well.

The once brightly-colored shops and two-story cottages that dominated the town were faded and decaying, some ravaged by fires that had burned unchecked but for the occasional rainstorm, and some with gaping holes gouged in their roofs and walls by mortar shells. The cobblestone streets that surrounded them were littered with debris and abandoned carriages, and sprinkled with millions of shards of broken glass. We passed over the once bustling market street, which was now a chaotic tangle of toppled and upended vendor's stalls. Their goods, locked up by their owners intending to come back the following morning, having long since been liberated from their containers and spilled onto the street to rot.

A free market was one of the concessions that the local Combine overseers, themselves likely having grown up there, had given Ponyville in an attempt to placate the restless and rebellious population. However, whether they had grown up there or not, all civil authorities had abandoned the town to its fate once the order to do so came down the line; There were no police transports, anywhere, nor any other sign of Civil Protection. They had simply packed up and left. I gathered that once the midnight shelling began, total anarchy had reigned in the brief time before pretty much everypony had a little neural parasite sucking on their skull, telling them to go eat dead birds.

We passed over a little red elementary school, surrounded by dead trees, cracked cement, and rusting playground equipment. The little bell tower had taken a direct hit from one of the shells, and collapsed inward, down into the school, leaving a gap that was perfectly square on three sides, and was a jagged, splintered, partial-circle on the fourth. I prayed that there hadn't been any foals inside when that happened, but then I considered that being crushed to death was probably a downright merciful fate for the ponies who lived here. Better than being possessed, or, if you managed to make it to some sort of fortified shelter, slowly starving to death.

Everywhere, streets appeared to have been deliberately blocked off and redirected by makeshift barricades, as if to funnel anything shambling down the street to certain locations. How very odd. I made a deliberate effort to trace one of the paths – It led into a huge pit that had been dug or blasted into the ground. Piled high in the pit were wooden logs, charred and blackened almost... no, wait. Those aren't logs. They're *people*. Dear Princess Celestia, those are the skeletons of ponies, piled on top of each other like logs, burnt almost beyond recognition. There was no lingering scent of cooked flesh or decomposition, leading me to conclude this funeral pyre had taken place some time ago.

Spike commented over his shoulder, "I'm not sure who's been building those barricades and digging those fire-pits. They sure as hell weren't there when we left. In fact, sometimes I see somepony who's definitely *not* a zombie in an all-black cloak dinking around here and there, across town. I've never said 'hi', though. He doesn't seem too friendly, and he carries around a double-barreled shotgun."

“Not that I’m afraid of shotguns. No matter how many barrels they have,” Spike quickly added with pride.

As the sun neared the horizon, we heard a long, drawn out howl drift across the wind. “One last stop, I guess,” and he flew back towards the edge of town. I noted that Spike had specifically avoided showing me the Ponyville Library, but I wasn’t sure I even wanted him to. Alyx’s recollection had been vivid enough.

The adolescent dragon dropped me off at the main entrance to the town so I could get a better look at the massive reinforced gate that kept anypony or anything from getting in or out of Ponyville. The scene I beheld there told the story of hundreds of innocent ponies - mares, stallions, and foals - making one last, desperate attempt to escape from their hellish prison – only to be cut down as soon as they somehow, by an act of Celestia, managed to reach the main gate.

Dear Luna, the bodies. The rotting piles of multicolored corpses splayed out, broken and twisted amongst the wreckage of dozens of carriages, carts and wagons, their disdainful blue coveralls eroded away by moths, weather and time. These people had not been killed by zombies or headcrabs! They had been shot through with bullets and plasma by Combine soldiers, maybe even police officers! They hadn’t just packed up and left, they’d actually stayed behind in order to *ensure* that everypony died. The same ponies that were supposedly there to protect them! I don’t know what made me angrier – That the Combine had plotted to mass-murder every last one of the several thousand ponies who lived here, including my brother John, or that the citizens of Ponyville had actually *trusted* them in the first celestiadamned place! Including probably my brother, John because he’s kind of retarded!

And the bodies had lain there, unfit for possession by headcrabs as they were no longer alive. The only attention they got was from birds, insects, and the occasional hungry zombie looking to shore up its fat-reserves before it collapsed back into hibernation, waiting for another victim that would never come because nopony is *stupid* enough to actually enter this place!

A sign had been hung on the thrice-chained and locked gate. A handmade, delicately crafted wooden sign, with a poem painstakingly

carved into it by some mournful soul who came by to pay his respects to the thousands who died here.

WE DON'T GO TO PONYVILLE
WE DON'T GO TO PONYVILLE
WE DON'T GO TO PONYVILLE
NOT SINCE THE DAY IT DIED

A short, dark, bitter poem that was, in its own way, beautiful. Beautiful in its darkness.

Spike sat quietly, supposedly keeping a lookout for zombies, but I know he was thinking about this place just as much as I was. I told him that I had seen enough, and I was ready to head back. He arched his back and unfolded his great, leathery wings as I awkwardly climbed on, and I was thankful Alyx wasn't watching. *Alyx.* I really wanted to talk to her. About everything, everything under the stars. All of a sudden, and I don't really know why, I had this desperate, burning urge to see her, just to make sure she was okay, even though I knew that, logically, she probably was.

The flight back was short and silent, but for the sound of laughter drifting across the wind from somewhere deep within Ponyville. I asked Spike if he had heard it, and he replied that he didn't know what I was talking about. Hmph.

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Alyx waved to us from on top of the barn, and I zoomed in to see that she was, to my utter delight, holding shish-kebobs in her mouth. *Cuddle yeah*, I thought as my stomach grumbled and my mouth watered, and I also felt this weird kind of tingling sensation in the top of my front teeth, like, right where the tooth meets the gum line that, I don't know, it's just been kind of bothering me. I need to see a dentist.

“I bwot woo bwinner!” she called out as loud as she could without actually opening her mouth, and, I noted, with probably the biggest smile I’d seen on her all day.

Spike gracefully landed on the roof of the enormous barn that dominated the former Sweet Apple Acres, only managing to tear off a *few* dozen shingles with his enormous talons.

“Gordon! I’m glad to see you and Spike made it back alright!” exclaimed Alyx.

Spike and I gave each other a look. “Uh, Alyx, it wasn’t really a *harrowing* journey,” said Spike.

I added, “It was more like a... tour. And I mean, it was a really, really nice tour, Spike, over here, Spike is -” I tried to think of the words that would most adequately describe the magnificent, spectacular, versatile, loyal, and graceful purple dragon. “... he is so *cool*, he is just a really, really cool guy.” *Smooth*.

They both gave me looks. “You two enjoy your dinner, I’m going to go eat some barbequed bullsquid,” Spike said with his typical air of masculine posturing that I suspect was made doubly worse by the presence of a female that I dimly suspected he had a crush on. Which, now that I think about it, would be really, really funny.

Alyx and I stood side by side, watching Spike take off into the twilight sky, and I ravaged my potato and apple and I-don’t-know-what-else shish-kebob. The sun behind us had already slipped beneath the horizon, with only Mount Equestria in the distance still basking in the golden sunshine.

“And yet the sun still rises,” Alyx whispered.

“What?” I asked.

She sighed. “Once upon a time, in the magical land of Equestria,” Alyx began, looking at that sunlight-bathed mountain upon which once sat the most beautiful and majestic palace in all the world, and now played host to an alien military that infested it like a malignant tumor.

“There were two regal sisters who ruled together and created harmony for all the land,” she continued, her voice cracking, and her eyes beginning to water.

No, not again. Alyx, please don't cry, please don't be sad. I pleaded with her in my mind.

She actually began to smile as she continued. “To do this, the eldest used her unicorn powers to raise the sun at dawn.” A gust of wind blew the shish-kebob stick out of my mouth, and it clattered off the roof of the barn.

Okay, Luna, okay.

I finished the tale. “The younger brought out the moon to begin the night. Thus, the two sisters maintained balance for their kingdom and their subjects, all the different types of ponies.”

What happened next is; I nearly died. Seriously, I almost fell off the barn to my certain death when Alyx jumped up and planted her soft, wet lips on mine, tasting of shish-kebob. My cerebrum was tasked to capacity comprehending the fact that I had just been *kissed* by a *girl*, while simultaneously comparing the way Alyx had her forehooves on my chest to the way Twilight had jumped up and pinned me just a couple of hours previous (noting that the comparison was favorable), and my good ol' cerebellum was very busy working with my Hazard Suit's Motor Augmentation and Stability-Control systems to keep me from falling off the roof and dying. I noticed that my suit had automatically detected the unstable terrain, and transformed the polymorphous hoof-pads to a more suitably gripping texture, which I thought was seriously badass.

With my stability returned, I pressed in further to Alyx's small, feminine muzzle and continued smooching her. My suit flashed a warning message across my glasses that my pulse and temperature were rapidly increasing, eliciting a mental *no duh* from me. The air was cool, and her surprisingly pleasant-smelling breath was warm and moist, fogging up my glasses and concealing the idiotic warning.

Alyx finally pulled away. “You're all grody,” she said, trying her best to frown.

“Well I haven’t taken a bath in...” I paused, considering, “Eight years.”

Alyx gave me the exact same absolutely adorable look that her mother gave me when I described the Nihilanth to her.

“Do you wanna take a bath?” She asked.

“Do you wanna take a bath *with* me?” I asked with a grin 1.6 kilometers wide.

Alyx nodded, also grinning. *YES. WE ARE DOING THIS.*

And so we carefully extricated ourselves from the rooftop and galloped over to the highly polluted and probably bullsquid-infested river. Thankfully, Alyx had been paying very, very close attention when Barney was assembling my suit around me, and she helped me reverse the process.

I was naked. Naked as a pony could be. In other words, I was in my informal attire, my *casual dress*.

“Are you sure this is safe?” I asked Alyx.

She immaturely rolled her eyes. “If it wasn’t, we wouldn’t be doing it, Gordon.”

“Alright,” I said, and promptly pushed her in.

Alyx had barely surfaced her head above water when I followed her into the river, the volume I displaced with my sweaty, dirty, and just a little bit bloody body forming a mini-tidal wave that splashed her in the face. The river was shallow enough here for me to stand, and I never took my eyes off of her. I watched as she blew the murky river water out of her nose, her wet, black mane in her eyes, and her now soaking wet coat a darker shade of caramel. She grinned evilly, and turned onto her back, bucking plumes of water at me with her hind legs.

“Damn, Gordon, you ever gonna take those glasses off, ya four-eyes!?”

I spat out river water, hoping I didn't contract some exciting new disease as I shouted back, "Alyx, at this point, I don't think it's *possible* for my glasses to come off."

"Oh, griffinshit, is that a challenge!?" she shouted back as her horn was enveloped by a sky-blue aura, and instantly, I felt an invisible hand grab my thick-rimmed frames and *yank*. I was actually lifted several centimeters out of the water before the damned things finally let go of my face, doing for Alyx what grenades, crashing through the sides of office buildings, and getting shot by an attack helicopter had all failed to do: Take off my mothercuddling glasses.

"WHOOOO! I DID IT!!! I HAVE TAKEN YOUR GLASSES!!" Alyx whooped in over-produced celebration.

I just stood there and rubbed the bridge of my nose; that had actually kind of hurt.

Alyx jumped out of the river and back onto the bank, waving my glasses in the air like a flag banner.

"I have the glasses of the *One With the Free Mane!*" Alyx announced, again, over-doing it just a tiny bit, although she could have been doing it on purpose.

I followed her out and galloped after her, both of us soaking wet.

"Give my glasses back you evil and... positively treacherous fiend!" I shouted after her. Yeah, I got nothing. Honestly, I was playing it by ear, and that's what I came up with. You know, I wonder how romantic encounters would play out if both parties had unlimited time to draft and compose a retort. It would probably be a lot less fun.

I galloped after Alyx through the neck-high cord-grass that grew by the river's banks, her wet coat gleaming in Luna's blessed moonlight, and guiding my near-sighted rump to Alyx's rump. She made a mistake; when she came to a spot along the river where the path was partially blocked by a fairly large boulder, she faked right like she was going to go around it when I knew full well she was going to try to leap clear over it. Anticipating her move, I galloped around the left side of the rock, my hooves getting

covered in the muck of the bank that was too steep for any vegetation to grow, and I looked up to see the underside of Alyx, flying through the air just centimeters above me. I kicked off the ground with all my might, just like I did back in City 7, and I caught the devious little spectacle-snatcher by her slippery hind legs.

We both tumbled onto the ground, our heaving, gasping bodies entangled on grass that appeared almost blue in the moonlight. Alyx seized with laughter, floating over my glasses.

“Here, ya caught me, fair and square,” she conceded.

I floated my glasses back onto my face, feeling my magic briefly touch hers, which felt really, really nice, by the way.

“Damn right I did.” I looked over to her still-panting form lying across from me. “You took my glasses, and I *still* caught you because your ass is so *big*, it’s impos- Ow! Hey! Quit it!” I protested as Alyx struck me. I laughed at the pain. Compared to being shot, it was like getting tickled. Although, I suppose the adrenaline *was* still flowing, minimizing perception of pain, but, whatever. Alyx hits like a *mare*.

As I giggled like a school-filly, Alyx scooped over and snuggled me, rubbing her muzzle across my neck and chest, and I reciprocated the action.

We just laid there for the longest time, looking at the moon and the stars, listening to the sound of each others’ breathing, the beating of each other’s heart, and the occasional demonic howl from Ponyville. Also, I think I heard a bullsquid fighting a headcrab somewhere in the distance. From the sound of it, I concluded that the bullsquid was winning, which made me happy.

Then, I did the stupidest thing I have ever done in my entire life: I talked to a girl about feelings.

“So, Alyx, uhm... so does this mean...?”

She lifted her muzzle out of my neck, and looked me in the eye. “Does this mean what?”

“Does this-” I raised a hoof and moved it in a circular motion, gesturing to our entangled bodies, “- mean... that, you know, we’re an... *‘item’* now?” I innocently inquired.

Alyx pulled away from me, her eyebrows furrowed, and biting her lip – the same lip that I had been biting earlier, I noted with no small amount of satisfaction.

Alyx looked at me, a confused and worried expression on her face.

“Gordon – I- I’ve got – I mean, I’d better get going, mom – er Twilight, she... she said she needed me to help her out with some stuff in the lab, and... so, yeah.”

I was so confused. “Wh- what? You have to go? Right now? Did I say something wrong?”

She looked at me with pity. “No, no no no, it’s nothing you said, I’ve just, I had a *wonderful* time tonight, Gordon, and I’d really, *really* like to do this again sometime, but it’s just, mom said she really needed my help down in the lab, and I just remembered... so, I gotta go, I’ll see you tomorrow!”

Alyx began galloping back towards the barn when she stopped suddenly, and turned back toward our original jumping-off point on the river bank, probably remembering that she left her vest there. I smiled. We’re perfect for each other.

-----Λ-----

I was standing there on the river bank, having somehow managed to put my Hazard Suit back on, looking up at the night sky and being cross with the Goddesses.

I did what you wanted, Luna! I did! And now she hates me! You know what? This was YOUR screw-up, everything went fine on my end, this is YOUR – Oh, celestiadamn it, it was my fault.

“Yes, Gordon, next time you should think twice before talking to Alyx about feelings and stuff,” I imagined her saying.

While stargazing/star-arguing, I noticed something odd, something very peculiar in the night sky. Some of the stars were moving. In fact, a whole *bunch* of stars were moving, all in the same direction. And also, they were getting brighter.

Then I noticed that these stars were also humming. *Oh dear Princess Celestia and her sister Luna and all of your pegasus and unicorn guards.* I began to gallop, I galloped like I had never galloped before, not even back in City 7 when Pinkie Pie told me to gallop like I had never galloped before. This panicked locomotion was beyond a fight-or-flight response. I knew what those stars were. And I knew what they meant. And I knew that Alyx was in grave and immediate danger.

I was barely inside the barn door when the first shell hit. It was exactly as Alyx had described it in her story; A horrible screeching noise followed by a terrific deadpan **THUD**. Except this thud was immediately followed by a whole string of other thuds, over a dozen. I activated my suit’s retractable helmet by selecting the option on my HUD labeled ‘hostile environment mode’.

The plate on my chest emblazoned with the Lambda logo unhitched itself from my suit, along with several other orange-and-gold metal plates, and the apparatus began assembling itself into a reactive armor-plated, air-tight helmet. The various folded flaps and extendable sections had barely finished magnetically and mechanically clicking into place around my skull when a mortar burst through the ceiling of the barn, snapping supporting struts like twigs and punching a hole straight through the floor and into the seventh level of Black Mane West.

Dreyfus and Drew, the sentry ponies, were on duty, and they ducked for cover as dust, debris, wood shavings, and a surprising amount of nails rained down on us. I flinched as a several-centimeter long nail bounced off the lenses of my glasses, which had automatically bent backward and locked in place to form the viewports of my suit’s helmet.

The two sentry ponies looked at me with incredulity worthy of Luna herself, then shoved past me to get into the elevator.

“Whoah, whoah, wait, I’m going with you!” I hollered at them, wondering if they could hear me through my helmet.

“Well then hurry your bucking arse up, mister fancy-pants space man!” the dark grey one mockingly yelled over the sound of dozens of Combine attack helicopters and dropships bearing down on us. Ah, so they *can* hear me.

The elevator descended, miraculously enough, as another loud series of detonations rumbled through the base and warning klaxons blared, which my helmet thankfully filtered out as background noise. Dreyfus, the chocolate-brown pony, hoofed the emergency stop button at the kitchen where the all-knowing cerberus had told me what they called the Combine.

“Roight, Free-”

“*Right*, Drey! ‘Ow many times has we gone over this!?”

“Freemane, we’re going to secure the kitchen. You can... do whatever.”

“Great!” I yelled at them. “Can I at least have a bucking *gun*!?”

“O’ course, Doctor Freemane, sir,” replied Drew as he grabbed his pistol and held it out for me.

I sarcastically thanked him, but grabbed the sidearm anyway, throwing it in inventory. Just as they stepped off, a figure stirred in the darkened kitchen. All three of us spun on the intruder, our guns raised, one by unicorn magic, two (or three, or four) by mechanical motion.

“Freemane!” the figure shouted from behind an overturned tub of strawberries which sat on the stainless-steel counter. I sighed, and lowered my weapon. It was the all-knowing Cerb who fixed me my sandwich.

“Freemane, I should like to join you, if possible.”

Dreyfus interrupted me before I could even say anything that could *be* interrupted.

“Be my guest, mate!”

“You are not the Freemane, so do not pretend to speak for him!” the Cerb scolded.

“Like he said, be my guest, sir,” I said, and he came out from behind the counter and quickly trotted onto the elevator, his covered tail wagging behind him.

“No, Freemane, I am not *sir*. You,” he stuck a gloved paw in my chest. “You are *sir*. I am an inexpressibly insignificant cog in an unfathomably huge machine, but *you* dwarf even that entity.”

The doors slid shut and the elevator continued its descent to the first floor. The Cerb continued to stare at me, uncomfortably close, as he spoke in his deep, raspy voice.

“It is not known whether it is possible to see the future, the path that lies ahead. But I fear what we will find in the Twilight Sparkle’s laboratory.”

Moments later, there was an *extremely* powerful explosion that rocked the whole base. The lights blinked out, and the poor, abused elevator descended the last couple of meters in total free-fall, crunching to the ground, and knocking me onto my ass.

“FORWARD, FREEMANE! GO!” my alien companion shouted, and I unhesitatingly complied, thinking of the danger that Alyx and her mother could be in.

We galloped down the hallway and slammed into the doors to the lab, finding that they were, of course, *LOCKED*.

CELESTIADAMNIT CELESTIADAMNIT CELE- I paused my mental cursing and put my ear to the door, thinking I heard talking.

*“You **LIARS!** You never said **ANYTHING** about a bucking memory extraction!”* Was that... what’s her uncreative name? Cherry Blossom? Who the –

“Shut up.” Said a deep new voice I’d never heard before, its owner distracted by something far more important than its present company.

*“You said you would take them **PRISONER!**”* I can’t... the dirty... that dirty rotten whore. That bucking dog-cuddling *whore!*

“You get one more chance,” said the deep, male voice

“I make the fucking calls here, lieutenant,” Came a second voice, garbled beyond all resemblance of a normal pony’s voice.

“Please, I beg of you, it isn’t nec-” Cherry Blossom was cut off by a loud boom. I hear the sound of metal hitting metal directly outside the door, and the wet splatter of fluid. I leaned back from the entrance, and to my astonishment, the door swung just a few centimeters toward me, now slightly ajar. I ventured a guess that the shot had broken the lock. Well, no time like the present. Helmet? Sealed and locked. Pistol? Just swapped the mag. I turned to my sandwich-making Cerberus friend, and he voiced what I thought.

“Unto the breach.”

I nodded in concurrence.

I focused on the steel door and, amplified by my suit’s magical energy enchantment, my magic caused it to violently fly open, actually breaking the lower hinge when it slammed against the inside wall.

The first thing I noticed was Cherry Blossom’s dead pink body, what remained of her cerebrum spilling out of a hole the size of a grapefruit that had been bored through her skull. *Whatever. She’s still a bucking dog-cuddling traitor,* I thought.

The next thing that I noticed was a pair of massive alien creatures standing in the laboratory, standing upright on two legs like a monkey, and clad from head to toe in some sort of incredibly advanced powered combat suit the

likes of which I'd never seen before. The things were so tall, it looked like they almost touched the ceiling, and they weren't skinny, by any means or measure, quite the opposite; They were incredibly bulky and beefy, and their armored suits wore the same kind of mottled-yellow synthetic carapace that I had seen on the Combine's tripod-like synths back in City 7, complete with thick, organic-looking thorn-like spikes peppering the surface, making the thing look like the exoskeleton of an insect.

I also noticed that Alyx and Twilight were indeed here in the lab, and they were still alive, thankfully. Less thankfully, they were telekinetically pinned to the wall.

The all-knowing Cerb instantly became enraged, and screamed what would prove to be his final words.

“YOU! YOU ARE NO SHU-ULATHOI! *Why pretend to be?*” he snarled.

The – I assumed – Combine that wasn't preoccupied with holding my soul-mate and her mother to the tiled wall of the lab, pulled out what appeared to be a pistol the size of my *entire head*, and without hesitating for even a millisecond, blew away the Cerberus, splattering my right glasses lens with his bright, red blood. I was so stupidly stunned by the creatures that I didn't get off even a single shot before I found myself pinned to the same wall as Alyx. *Wait, wasn't it Alyx and Twilight?*

Oh no. The one who had murdered the unarmed Cerberus had grabbed her by the scruff of her fur and was holding her at eye-level, its massive, seemingly robotic arm hissing and squealing as it made minute adjustments to its grip. I winced. Being held like that, especially at her age, must have been enormously painful, but she didn't make a noise. The being's grey segmented outer faceplate clicked and clacked as it pulled up and back into the suit, revealing a smooth, reflective dome that slid back as one piece. The thing's face was hideously ugly – a wickedly deep scar ran down its pale, hairless face, and between its teeth was a thick, brown cylinder that glowed hot at one end. It spat the thing out into Twilight's stoically emotionless face, causing her to briefly flinch as it bounced off, singeing her purple fur before falling to the ground about three meters below.

It spoke. "So you're the little purple unicorn been a thorn in Breen's side so long," It frowned in disappointment. "You don' look so tough."

"Just extract its memories, Wyandotte," commanded the other Combine in its almost incomprehensibly garbled voice.

The one holding Twilight closed its faceplate and I heard it draw deeply on whatever gas it breathed.

"Right," It leaned forward and whispered in a low, gravelly voice, "Let's see what's in that little head of yours."

It raised its left arm, which had an extremely complex but relatively compact device attached to the wrist that included a pair of cloudy-white cylinders. A long, thin needle extended from the tip of the device, and began to spin like a drill.

As the Combine awkwardly turned Twilight around so that the back of her head was facing him, she shouted to Alyx, "I love you, sweetheart!" I hadn't noticed before, but I think Alyx had been yelling and cursing the entire time.

"Celestiadamn you, *let her go!*" she screamed.

The Combine chuckled. "Celestia's next, kid."

The needle was pressed up against Twilight's skull, the bipedal being taking its time to make sure the angle was right.

"Close your eyes, honey," Twilight commanded as a mother to her daughter, and the needle plunged into her skull. I closed my eyes too, but I didn't know if it was even possible to mute my helmet's tiny external microphones, so I was forced against my will to listen as Twilight's beautiful mind was sucked out through the thin tube and deposited inside one of the semi-transparent containers on the alien's wrist.

Her body hadn't even hit the floor when that immaculate bucking dragon (really, I cannot write enough positive adjectives prior to Spike's name) burst into the room through the service entrance in the roof of the adjacent hallway. He sized up the situation pretty much instantly, and immediately

leapt onto the Combine that had attacked Twilight - biting, clawing, scratching, too afraid to breathe fire because Twilight was so close by, and he didn't have time to realize she was dead.

The other one panicked at the sight of an enraged dragon that was nearly as big as it was, and dropped both of us as it pulled out its ridiculously massive sidearm. It fired three shots at Spike as he and the being wrestled, the chitinous armor apparently impervious even to dragon's claws. All three shots hit Spike, the shells pancaking against the thick dragon scales that were the namesake of many a bullet-proof vest and armored vehicle, and falling harmlessly to the ground. The Combine, astounded by the ineffectiveness of his pistol, lowered the weapon, and to my great surprise, *fled*. Those suits had built-in rocket-boosters of some kind, and the whole room filled with smoke as the coward flew away, leaving his friend to die.

Spike took advantage of the momentary confusion and bit down on the first bit of Combine that his mouth came across, which happened to be the padded elbow of the thing's left arm. Spike's teeth, which were capable of chewing through diamonds, sliced straight through the creature's flexible joint-armor. It screamed in pain and began beating Spike on the top of his head as hard and as often as possible. It reached down with its right arm for its pistol, but the sidearm was strapped to its left side, and the suit didn't appear to be flexible enough for it reach across.

Spike wriggled his head around, opening up the wound as much as he could, the thing's red blood beginning to dribble down his chin from his tightly clenched mouth. Needless to say, it was already in an extraordinary amount of pain when Spike finally did what dragons are supposed to do, and *breathed fire*. The alien howled in protest and gave the dragon one last good bop to the head with his good arm, causing him to finally lose his grip, and fall to the floor. The air was filled with the disgusting smell of burnt flesh and plastic and... I don't know what all else. The smell was apparent even through my helmet's air scrubbers.

It's arm below the elbow was hanging literally by a thread when it took off, clutching the part still attached to its body in pain. However, that wasn't good enough. Flying that way, combined with the massive trauma of what it had just survived – being attacked by a dragon – had considerably dulled its coordination and grace. As it spun around, its thrusters prompting a

temperature warning that flashed across my glasses, it bumped its thinly-tethered arm against the side of the large service entrance to the lab, finishing the job Spike had started by snapping the thin string of flesh that still remained, allowing it to separate from its former owner completely. The sudden change in weight distribution further threw off the thing's flight pattern, causing it to bump into the far wall before shooting up the shaft to the surface, its spiked armor leaving a series of long, chaotic drag marks along the entire length, in addition to the usual vision-obscuring plume of rocket exhaust that filled the hallway underneath and partially spilled back into the lab, which was just beginning to clear up from the previous extraction.

I galloped over to Alyx, whom I discovered being sheltered underneath the wing of a very much alive and conscious Spike, who looked up at the sound of my approach, giving me a weak smile as I retracted my helmet back into its storage position.

Thank you, Luna. I know you had something to do with this. I mean the part where Spike saved us, not the... oh, hell, you know what I mean.

Spike lifted up his huge, leathery wing as the sounds of the battle raging above us began to filter down through the now not-very-secret shaft, and revealed Alyx's huddled form, her sad, beautiful face buried in his side. And it was then, just then, not any time else, but *then* that I noticed Alyx had her mother's eyes.

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"Spike," I began as he closed the huge metal garage door, leaving us on the other side of about a dozen brightly-colored signs that said 'DO NOT ENTER UNDER ANY CIRCUMSTANCES'. "You're sure that there is absolutely, positively, no other conceivable way out of here other than through the-place-whose-name-shall-not-be-mentioned?"

Spike sighed heavily. "I don't know how to use the teleporter, you don't know how to use the teleporter, and Alyx doesn't know how to use the teleporter, if it even still works, which it probably doesn't after all that

damage it took, and OH! Did I mention that it requires half a gigawatt of electricity, which if you noticed, we don't have any. Well, besides the batteries in the floodlights. And the only other ways out are straight through a whole *division* of Overwatch with strider and gunship support."

"So that's a no?" I asked.

"Yes," he replied.

"Yes that's a no? Or yes that's a yes?"

"No, that's a no."

"That's a no to it not being a yes?"

"Will you please, *please* shut up, Gordon," said Alyx, finally breaking her long silence.

I did as she wished.

"I'd go with you, but there are other lives to be saved here. Things that *must* be done." He reached through the narrow window and touched the crying Alyx on her chin. "Gordon will keep you safe, Alyx."

She didn't have the strength to look up.

Spike turned to me and stared into my soul with those deep green dragon eyes. He probably would have added 'If anything were to happen to her...' but instead chose not to speak words that didn't need to be spoken.

"I'll pick you guys up in Ponyville the *millisecond* I'm done here," he said in a reassuring voice.

There was yet another distant explosion high above us that shook years of dust from the peeling walls and caused the already feeble lights to flicker.

"Now if you'll excuse me, I've got some more friends to go play with," the purple dragon said with a wink, and he was gone, leaving the two of us alone in the dimly-lit tunnel.

As Alyx sat there against the wall, the flow of tears steadily slowing to a trickle, I took a hard look down the long, dark path that lay ahead.

Time to go to Ponyville, I thought with nothing approaching a sufficient amount of dread.

Chapter 5

We Don't go to Ponyville

Though the moon shone over Ponyville, the long-abandoned town was not dark, as it should have been: Rarity saw to that. Whenever she wasn't slaving away in her fashion workshop like an unpaid zebra immigrant, or performing field trials of experimental beauty products on her plentiful test subjects, she was patrolling the rooftops and sidestreets of her hometown, repairing the severed and frayed strings of copper and aluminum that mostly composed what was left of the murdered town's electrical infrastructure.

She never bothered with the protective rubber coating; If anything, she made sure that the uninsulated wires were extra saggy, as she was fairly certain that nopony would shed a tear if anything were to happen to accidentally brush up against the hot power lines and fry to a crisp. In fact, whenever that did happen, it seemed to be a real crowd-pleaser, as the corpse would be devoured within minutes, sometimes less.

One day, *she thought*. One day this town will be beautiful again. Like Canterlot used to be.

The obnoxious fidgeting and struggling of her restless companions snapped her back to the present, and the reason she was there. Rarity turned around and grinned from ear to ear as she surveyed her decorative handiwork. She had been planning this party for weeks now, and tonight, at last, was the night. The hoof-crafted everwood table, white lacy linen, and superficial decorative fluff had, of course, all been prepped and ready for days now.

This particular tea party, however, had been held up for what seemed like ages waiting for its special guest, for whom Rarity had busied herself sewing up some extra-large fabric harnesses, even breaking out the leather she'd been saving ever since she'd found that expired cow spoiling in the sun. She was sure the poor old dear would be happy that her body was now helping to make the world a more fashionable place.

“Sweetie Belle, Scootaloo, you remember old Mister Biggs, don’t you?” Rarity inquired of what appeared to be the decaying corpses of two middle-aged mares, anxiously fidgeting in their custom-tailored bonds, securely anchored to the floor with tightly-woven threads of a particularly rare and expensive material that had more tensile strength per cubic millimeter than spider’s silk.

"Uuuuuuuuuuuuuuuuuuuuuuuuuuuuuuuuuunnnnnnnnnnhhhhhhhhhhrrckkcllle ee," they responded in unison, the headcrabs sitting atop their skulls visibly twitching with anxiety as the stench from the poison zombie they were being forced to have tea with wafted over to the scent glands embedded in their sickly pale skin.

Rarity let out a polite giggle as she explained, “Yes, it was quite a job getting him to come out of that dusty old pantry in Sugarcube Corner – you know, the one on Sunset Boulevard?” she asked, taking their blank stares and strained, ragged wheezes to mean that yes, they did understand which Sugarcube Corner she was referring to. She sincerely hoped that they were as thrilled as she was to have the former proprietor of her absolute favorite bakery in all of Ponyville over for tea.

Mister Biggs spoke up. “Beuh. Beaahy? Bay?”

"I'm sorry, Mister Biggs, what was that? Bake? Baked? No, I'm afraid there won't be any baked goods at this particular soirée, just tea," Rarity responded in her polite, lady-like voice. It was a voice that had remained quite sing-song despite her advanced age - though if you asked her, without a doubt, she would insist that she wasn't a day older than fifty; Truth be told, she'd celebrated her fiftieth birthday more than a decade ago. Being the bearer of the Element of Generosity allowed her to be a liar, so long as she was a generous one. She leaned forward a bit to stare at the abominable creature sitting across from her, saying in a low whisper,

*“Though I’m sure that won’t be a problem **will it?**”*

The charcoal-black headcrabs pulsed as they fed on their cinnamon-brown mother, rather giving the xenomorphic headcrab-concubine the appearance of a chocolate chip cookie.

A big, fat, grumpy chocolate chip cookie, *Rarity thought as Mister Biggs let*

out a deep, throaty, growl.

The poison zombie's territorial vocalization caused Scootaloo to begin straining anew at her elegantly woven, hoof-stitched harness, flapping her useless wings that had long ago been 'processed' at Canterlot. However, the headcrab possessing Sweetie Belle, even with its tiny rodent-like brain, knew better than to try to escape from its lacy, frou-frou restraints.

Rarity smiled and leaned further forward, "...Because if it is going to be a problem, we can stop tea-time, and you can be just another martyr for fashion." Outside the modestly decorated, but generously proportioned window, visible on the street below, was a contraption composed of an opposing pair of conjoined, magically-enchanted blades salvaged from a cloth-cutting table, spinning about the axis of a jury-rigged metallic pole embedded in the cobblestone. The area immediately surrounding the apparatus was encircled by dark-red blood stains and spatter marks that, despite her best efforts, the white unicorn could never seem to completely get rid of.

Mister Biggs resumed his silence as Rarity, ever the proper hostess, levitated the delicate white ceramic kettle up from the silver platter it rested on, and poured her guests their individual cups of tea, the steaming, sweet-smelling liquid almost seeming to calm the zombie-ponies gathered around the table.

Sweetie Belle's headcrab, again proving itself to be a savant amongst its peers, momentarily considered unlatching itself from its host – leaving her to die - and leaping onto Rarity's inviting skull, but thought, Nah, probably not worth it. This singular exhibition of intelligence would remain unsurpassed by any member of its genus for exactly 7,447 years and six days, though what, exactly was the cause of its remarkable cognition in the first place would continue to be a topic of heated debate in the scientific community for centuries afterwards.

"Oh, Scootaloo, I've been meaning to tell you how sorry I am that the whole 'Wonderbolts' thing didn't pan out like you wanted." Rarity turned her head to the side and her eyes went lazy as she responded to her own statement.

"But Rarity! That happened years ago! Are you saying you just found out!?"

*She gave a little frown and said, "Oh my dear, I've just been so busy running this boutique **ALL BY MYSELF** and filling all of my many, many customers' orders **ALL BY MYSELF**, I just haven't had time to keep up with current events. I mean, goodness, I was hardly even aware there was a war on, if you can believe it! **HAHAHAHAHAHAHAH!!**" Rarity erupted into insane laughter that startled every zombie in the room.*

One of the poison headcrabs slowly and silently began to detach itself from old Mister Biggs, perhaps sensing an opportunity, or perhaps simply as an instinctual reaction to the sudden noise and vibration.

Ponyville's premier fashionista transitioned back to her lazy-eyed expression, and spoke in a caricature of Scootaloo's voice. "I'm so sorry, Rarity. I shouldn't have rushed to judgment without getting all of the facts first!"

The poison headcrab's elongated front pincers tensed against its mother's body as it prepared to execute what eons of natural selection in its extremely hostile native environment had crowned as a winning survival strategy: Leap, latch, and possess.

"Apology accepted, Scootaloo."

The crab leapt towards Rarity's head, and the instant it did so, there was a sound like thunder that rattled the window accentuating the crescent-shaped room, as well as temporarily deafening the guests of the tea party.

The pitch-black neural parasite spun end over end until it collided against the far wall with a loud, wet smack. The unicorn hostess magically cocked back the hammer of her lovingly crafted, beautifully decorated revolver floating obediently at her side, cycling the next brass slug into the delicately rifled firing chamber. It was her second-favorite gun next to her beloved Opal.

"Mister Biggs, you insult me!" She laughed with a faux-indignity, as the poison zombie's remaining children huddled against their fat, warm mother in fear at the loud and sudden noise.

Rarity's face abruptly contorted into an extremely cross expression,

revealing the first glimpse of age-lines that unfortunately managed to somehow exist despite her lifetime of obsessive-compulsive spa treatments.

“Now drink your cuddling tea or the next bullet goes into the big one up top.”

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Oh shit. *Oh SHIT!*

“Gordon, where are you going!?” Alyx demanded as I telekinetically raised the heavy garage door that sealed off the old tunnel to Ponyville. The action was made nearly effortless by my Hazard Suit’s miraculous property of amplifying my inherent unicorn magic.

“I freaking – just – just hold on a second, I’ll be right back, I... I forgot something!” I hollered over my shoulder as I mentally facehoofed my forehead like I was trying to smash an allegorical mosquito.

You forgot the most powerful magical artifacts in existence, you IDIOT.

I don’t know, I guess my mind had been somewhere else. Maybe it had something to do with the trauma of listening to Twilight get her brains sucked out of her by an alien being. Or maybe I was just incredibly forgetful.

I burst into the empty laboratory, whispering a quick prayer to the Princesses that it would remain empty for just a few more moments.

Speaking of Twilight’s brains... ah, there it is. The left forearm of the enormous bipedal creature that had been addressed as *Wyandotte* still lay on the ground in a quickly-congealing pool of blood, right where it had fallen. Only the thinnest ring of dark red could be seen forming on the outer rim, indicating it was still fresh, and, I thought with a sudden wretch, *warm*. I suppressed the urge to vomit as I looked at the device’s left canister, the one with Twilight’s mind inside of it.

Nopony deserves to die like that. Well, except maybe Dr. Breen, I thought with a sudden lust for... not vengeance, per se... justice. Justice was what I desired to be done unto the bad doctor - The betrayer of all of Ponydom, and the enemy of all who live free.

I searched the workstation Twilight had shown me herself just hours previous; The olive-green box had been torn open, its contents dumped on the floor. I really, truly was not surprised, and I knew who did it. I shuddered to think how strong those creatures must have been in their power-armor, that they could just *tear open* a sturdy metal container like that. A quick glance inside confirmed my fear; the jewelry box was gone.

Celestiadamn it. Cherry Blossom must have told them where they were. They were supposed to be secret, but I suppose you can't keep anything secret from a *spy*, can you? Now the Elements of Harmony were in the Combine's hands, and Celestia knows if we would ever get them back.

*That **whore** probably just doomed our **entire species**.*

I bucked away the empty container in anger, and it ricocheted off the front of a neighboring workstation.

"HOW MUCH DID THEY PAY YOU!?"

I turned to give Cherry's bloated corpse a death-stare, the bloodstain from her violent demise easily visible on the ajar lab door, which was still swinging lazily from when I burst through it in a panic moments before, hanging a bit lopsidedly as its bottom hinge was missing.

*It isn't **FAIR***, I thought angrily. Twilight had to listen to death coming for her, feel the needle pressed against her skull while commanding her daughter to look away, but Cherry? Cherry Blossom's death was as unanticipated as it gets, instantaneous, and probably painless to boot!

"WAS IT WORTH IT!?"

Drawn to the commotion, Alyx galloped in, stopping just inside the entrance. "Gordon! What the hell are you doing in here!? We have to leave before they start flooding the place with pony-hacks!"

“With *what!?*” I exclaimed, still enraged at the dead Cherry.

“You don’t want to know,” Alyx said with a sinister look. “What were you looking for in here?”

“**You** don’t want to know,” I tried my best to mimic the look she gave me, causing the mentally and emotionally exhausted Alyx to roll her eyes and sigh.

Just something your mom spent the last decade and final moments of her life hiding and protecting, something that was lost almost as soon as I came anywhere near it, I thought with more than a little bitter self-loathing.

I was angry at myself for not doing *more*, for not doing *anything*, for just standing there like a celestiadamned deer in the head-lamps, when I could have at least *tried* to do something. Maybe there wasn’t much I could have done, but I probably could have at least saved my Cerb friend, whose body joined Cherry’s, Twilight’s, and part of one of those bipedal creatures on the floor of the laboratory.

I hoped that one of the things Spike was planning to do before he got the hell out of here was grab – at the very least - Twilight’s body, and take her someplace peaceful and beautiful, someplace far away from the miserable pit of death and despair that Black Mane West had become.

It was too much, too much, too many good ponies (and Cerberi) had died in front of me. Died *protecting* me. I thought back to the top of that skyscraper in City 7, how I had been shoved out of the line of fire of a Combine attack helicopter, and then watched as everypony else on that rooftop was turned into smoke and echoes. And who had they been looking for? Me. *The One With The Free Mane*, the *Chosen of Luna*.

As my hoofsteps grew heavier and more reluctant, and the path they trod waned ever darker, I asked the Goddess Luna if it was true, if I was her ‘*chosen*’, whatever the darn that means. I didn’t get an answer, but I *did* look up, and saw Alyx. Her head drooped towards the ground, her beautiful black mane falling to the sides and covering her face.

Oh yeah, I’m not the only pony who’s got it rough right now, I thought,

ashamed at my self-pity as I was reminded that Alyx had just personally witnessed her mother's brutal murder. Instantly, I imagined Princess Luna on a cloud or a balcony or something, looking down at me while rolling her cyan-blue eyes and shaking her head, "*Ya think?*"

I silently prayed to the deity-rulers of Equestria that the souls of the recently departed would have safe passage to whatever mystery lay beyond this world. Except for Cherry Blossom. I prayed that if indeed the Princesses had the power to do so, that they would cast her down into the deepest fathomable pits of that special part of double under-hell reserved for traitors, right beside Doctor Breen himself.

Not that I'm bitter or anything. Okay, maybe a little bitter.

As Alyx and I made our solemn procession down that long, dark tunnel that lay beyond the warning signs, I silently dreaded not just the road immediately ahead, but the task that waited for us beyond Ponyville - should we survive the ordeal, of course. The 'Plan C' that Twilight had described to me was now the *only* plan.

It was now a certainty that we, the Resistance, would have to end the Combine occupation of Equestria without even the possibility, the mad hope, that we *might* be able to use the Elements of Harmony to wash away our enemies and set everything back to the way it was *before* The Seven Minute's War, *before* the Black Mane Incident, and before all of this *ponypiss* that had taken my world, and turned it inside-out, upside-down and ass-backwards. And it was all because of *traitors*.

Traitors like Walrus Breen and Cherry Blossom, the latter of whom I actually hated *more* at that moment than the former. That *bitch* had ushered me into Black Mane West knowing full well it was supposed to be my grave, along with Twilight, Alyx, and everypony else who resisted enslavement at the hooves (or whatever they had) of the *Universal Union*.

Well, best laid plans, Cherry. Looks like they'll have to move our headstones half a click east, I cynically thought as I checked on Alyx once more, who was reluctantly leading the way through the unfamiliar territory. The mare was deathly silent, no doubt consumed by thoughts of her deceased mother.

We passed by the last functioning emergency floodlight, and I flipped on my HEV suit's pretentiously-named 'hazard light' in an attempt to dispel some small amount of the encroaching darkness that pressed in on us from all sides, reaching out to smother us, suffocate us - kill us on the way to our execution.

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Ponyville.

More specifically, the Ponyville Library, which had long since reverted from being a public repository of books to serve as the private residence of a certain purple unicorn, apparently at the behest of Princess Celestia herself, or so Alyx told me.

"So this... was your home?" I asked Alyx, surveying the disaster scene above, below, and surrounding me on all sides.

"Was. Yeah." She replied with no inflection or emotion.

I'd seen this coming; The long, narrow tunnel that led from the hallway outside Twilight's lab to the fireplace on the bottom floor of the Ponyville Library had been littered with long-dead headcrabs and a pair of hideously deformed corpses that looked like they had been lying there since... well, you know, since the day Ponyville died. I *knew* that we were walking through the gates of hell. I just didn't expect it to be so *personal*.

In places, Alyx's childhood home looked like ponies had been living here just yesterday. Sitting on an end table was a large burgundy novel, lying face-down next to a coffee mug whose contents had somehow escaped total evaporation over the years, and now contained a putrid, moldy, blackish sludge resting in its bottom. I hoped that whatever the substance was wouldn't try to crawl out, and considering the things I've seen, I'm not quite sure if I was joking when I said that.

As I observed the scene, a little narrative formed in my head to explain how it had come to be. I imagined that somepony had been reading a book

while enjoying a hot cup of joe, and had set them down on that end table when they got up - perhaps to answer the door, or stir a pot of stew - intending to come right back and pick up where they left off. Probably a unicorn, you would think, given our particular affinity for picking up objects that we are studying, as opposed to laying them flat on a surface like an earth-pony or pegasus would. And since Twilight was gone that day... Alyx must have been reading this. And here it's sat for four years, waiting for her to come back.

I picked it up, and instantly regretted doing so. The hard cover was liberated from the spine, leaving the pages stuck to the table. I examined the book's cover, and any question as to who had been reading it instantly evaporated.

"The Very Best of Foto Finish: STALLION EDITION?!" I spurted out between uncontrollable fits of extremely immature giggling.

Alyx came galloping over and wrestled the shorn-off cover from my magical grip. "What th- where's the rest of it!?" she hotly demanded.

"Right here," I smugly replied, and my horn flared as I tore the rest of the incriminating evidence from the table's surface. However, two of the pages were left behind, the years of mold causing them to stubbornly cling to the varnish. I turned on my hazard light and saw a pair of handsome stallions emblazoned across the pages, striking poses for their unseen photographer. The yellowish one had his head thrown back in a hearty laugh, his perfectly-kept blonde mane falling in front of his eyes as he did so, and the bright red one – I swear to Princess Celestia - had his back to the camera with his head halfway turned around to face it, his hoof up to his mouth, and an expression on his face like he had just been caught doing something *bad*.

"GIVE ME THOSE!" Alyx yelled, her cheeks filled with more blood than I thought she had in her. The stack of papers still suspended in the musty air were yanked from their position of unrest with so much force I wondered if I could have stopped her if I tried, even with my suit's telekinetic amplification. No surprise there, I guess; She was the daughter of Twilight Sparkle, a unicorn so powerful that local legend had her lifting an *Ursa Minor* straight into the air after it unexpectedly came rampaging into Ponyville – An event that I kept meaning to ask her about while we were

still colleagues back at Black Mane. Well, *colleagues* might be a bit of a stretch, as our fields of specialty were quite disparate, but we would still occasionally bump into one another.

Alyx threw the book back together, and - probably out of force of habit, as I couldn't think of any other reason as to why she would do so - carefully filed it back into place on a bookshelf of the long-abandoned library.

I cleared my throat. "You, uhm... m-missed a couple..." I stammered, feeling as if I was about to burst from my repressed laughter, and I placed a bright spotlight on the somewhat suggestive photographs that still clung to the table. Alyx gasped in horror, and scrambled over to rip them off, only succeeding partially: The pages tore unevenly, leaving behind a jagged scrap stuck to the varnish bearing the most unfortunate depiction of a stallion's big red ass, a cutie mark of a large green apple still visible on his flank.

Alyx sighed in defeat. "I, uh... I... I had very *liberal* parents, okay?" Her amber-brown eyes pleaded with me to just let it go, and I acquiesced.

Nodding quietly to signal I understood, I carried on surveying the interior of the Library as the ever-resourceful mare turned away to go poke about the wreckage, looking for something that would help us survive the night in this hell-town until Spike finished doing whatever it was he was doing back at BMW that was *so important*.

The bookshelf Alyx had placed "*The Very Best of Foto Finish*" on was one of literally hundreds - Covering virtually every available space on the walls were lovingly crafted antique bookshelves carved into the ancient wood of the trunk itself, and stuffed full of obsessively organized, classified, and catalogued literature. I was surprised the Combine hadn't confiscated them, as they were doubtlessly *subversive and dangerous*. It was probably another one of those under-the-table 'concessions' given by the local occupational government in an effort to reduce the number of headless CPs that would show up on the streets in the mornings.

I compared what I saw to Alyx's emotional recollection, and found the state of the Library to be pretty much exactly as she had described. Littering the polished redwood floor was a chaos of toppled furniture, splintered wood, scattered books, and broken glass. The section of the huge room that had

been exposed to the elements for several years thanks to the massive, gaping hole left by the mortar shell was rotten, faded, and decaying, and it smelt it too; Just moldy, rotting wood and... a few other things I couldn't quite put my nose on. Its decomposing state was in pretty stark contrast to the other half of the room, left largely untouched by the rain and the sun.

Curiously, there were no insects or rodents that I could see. I wondered why they would avoid such a seemingly perfect habitat.

My eyes moved to the steel-black headcrab canister that sat halfway plunged into the splintered floorboards of the Library's equivalent to an atrium, almost in the exact center. I interpreted that to mean that the Combine's mortar synths - described to me by Spike on our somber aerial tour of Ponyville - had very, *very* good aim. I also took it to mean that the Combine really, *really* didn't like Twilight Sparkle or her family, who consistently denied that they were in any way affiliated with the Resistance, and stubbornly maintained that Twilight had died during the Seven Minute War - along with hundreds of thousands of others who would never be identified, buried, or remembered. Based off of her description of that deceptively beautiful, moonlit night when everypony who had committed the crime of living in Ponyville was sentenced to a fate worse than death, the Library had already been lost by the time Alyx and Spike reached it while shells continued to rain down all around them - which must have meant that her house was one of the first to be hit. Maybe *the* first.

I checked on Alyx to see how she was taking all this. A black fire-poker floated in front of her, surrounded by that familiar sky-blue aura of her magic. She was doing her best to shake loose the sticky bone fragments that still clung to the skewer, years after she had used the tool to impale the parasitic creatures that had been deployed as weapons to dispose of her and her family.

"Alyx, are you alright?" I asked.

She completely ignored me, content to go on collecting and cleaning fire-pokers.

"Alyx?" I persisted.

"My mom used to ask me that all the time. 'Are you all right, are you all right?'"

She threw the metal rods onto the floor, making an unbelievable racket as they clattered together into a tiny pile, looking like tiny logs sawed by the world's smallest lumberjack.

"I think..." she began, "I think the only time I actually *did* something my mother told me to do was when... was when I closed my eyes... so that I..."

In an admittedly rare moment of emotional sensitivity, I galloped over and threw both of my forelegs around her, squeezing tight. Only the most instinctual, subconscious part of her accepted any part of my embrace.

The rest was back in that lab, pinned to that wall by an unfeeling mechanical monster, helpless, powerless, and soon to be an orphan.

"...didn't have to see her die..." Alyx shed no tears; She had none left.

"Come on, Alyx, that's not true. I'm sure you did plenty of things your mom asked you to," I said, trying to cheer her up.

She shook her head, her disheveled, but still beautiful black mane falling into her eyes.

"No, I didn't," she replied with cold bluntness. "We had a non-traditional family, Gordon. My father, yeah, sure, he practically never left the house, but my mom - Twilight, she was never really... *no*, I'm **not** going to say that," she said with sudden heat.

"She **was** there, she **tried**, but I was too celestiadamned **stubborn** to let her in!" she said with a forceful stomp of her hoof that sent at least one of the metallic rods rolling in the opposite direction, as if fleeing in terror.

I hated seeing her this way. I hated it more than anything I could think of, including Dr. Breen and the Combine, the aliens who killed her mother, and the ponies who sold out every mare, stallion, and foal who lived in this town; More than any of those things, I hated seeing Alyx cry. Some primal, instinctual part of me wanted to go and kill whatever wretched thing was causing her this misery, but unfortunately that primitive, animalistic response was comically inadequate for the social situations and societies that came with sentience and a soul. I did not know how to comfort those mourning the loss of somepony they loved. No more than I knew what

words to say to comfort a dying pony. No more than I knew what it was like to be in love with somepony who loved me back.

“Alyx?” I whispered, my head so close to hers, I could feel the warmth radiating from her cheek.

She violently pulled away. “WILL YOU JUST SHUT UP, GORDON!? JUST - ” Her head drooped back to the ground.

My ears twitched. I heard the creak of a door opening. It sounded like it had come from the other side of the enormous pile of wreckage that dominated the main room.

“...And now I’m yelling at the one pony in the entire world that’s trying to help me. Doesn’t that sound just like me?” Alyx said with a cynical chuckle as I rapidly cycled through my extremely sparse inventory, my selection box finally settling on that curious little revolver that one of the sentry ponies at Black Mane West had given me before they took off – I couldn’t remember if it was Dreyfus or Drew, they tended to blend together in my mind.

Alyx sounded rather perturbed as she said, “Gordon? What are you doing, checking your mail? Have I been talking to a wall this whole time?”

I saw it before I heard *or* smelled it. It cast an abnormal shadow in the ghostly moonlight that filtered in through the jagged hole created by the mortar shell, and it moved with this whisper-quiet, awkward, shuffling gait - like its ankles were broken, or its hooves had an infection, but it just kept walking on them anyway. Luna, it was *huge* compared to the zombies I’d killed at Black Mane, in fact, it... could it be?... it looked like it was... *covered in headcrabs*.

“Gordon? Are you *ignoring me*?” Alyx said, sounding extremely annoyed, as I selected the silver revolver from my inventory screen, and my suit’s spell-casting computer gracefully brought it to bear, the targeting reticule projected onto my glasses turning a dark orange as it hovered over the hulking form that was rapidly filling my vision.

The thing growled like a feral wolf that had had its throat torn open and stuffed full of rocks. I squeezed the revolver’s trigger with my mind, and

Alyx disappeared from my vision.

The pistol bucked like a bull, sending my targeting reticule soaring towards the ceiling, and I was suddenly thankful I wasn't holding it in my mouth. I readjusted my aim, and squeezed off another round into its center of mass.

One, two, three, four more times I shot it, watching several of the dark tumors covering its body drop to the floor, dead, but the incarnate horror of flesh and blood continued moving towards me.

"Ammunition depleted," my HEV suit cheerfully informed me. *Cuddle.*

It bent down and grabbed one of the charcoal-black headcrabs in its gumless jaw, and I saw that its eyes were obscured by another one that was hugging its face. It tossed one of the little neural parasites towards me, which I had never seen a zombie do before. The doughy creature managed to grapple one of its 'pincers' around my carbon-fiber covered neck, and proceeded to sink its wretched little teeth straight through the polymer and into my flesh while somewhere, Alyx screamed.

I felt a warm, wet stickiness begin to run down my neck as the headcrab purred in delight at finding a new host body. I think I heard my suit say, *'Warning... something something detected...'* and I don't know what all else, I was rather distracted with fighting through blinding pain to try and shake the headcrab off my neck while simultaneously avoiding the abomination that threw it, and *also* avoiding tripping over the copious amounts of debris that suddenly seemed to be present everywhere my hooves wanted to be.

Gordon, a highly rational and logical part of my mind began, *You're a unicorn.*

Oh, yeah! I can use magic! Because that's what unicorns do!

Yes, Gordon, n-

They use magic to do stuff!

Uh-huh, now, list-

I could use my magic to grab this cuddling little cuddle, and-

Gordon-

And throw his cuddling little ass into the cuddling air-

Gordon...

And then BAM! Wham! Bam! Thank you good sir or madam!

GORDON! JUST SHUT UP AND DO IT!! one of the many voices in my head commanded.

I reached out with my mind and wrapped the little headhumper in magical energy, and in a single action pried it from my neck and sent it shooting towards the Library's ceiling high above. I watched, entranced, as it tumbled end over end, spinning in place, rather reminding me of a baseball.

A big, black, baseball.

Roight.

I selected the crowbar from my inventory, and it floated over to my muzzle.

Right!

I bit down on the cold, hard steel as the headcrab passed the vertex of its flight path.

Accent!

I kept my eye on the ball as I drew back and swung just like my little pony league coach had taught me.

She had taught me well. The handypony's best friend connected with the soft flesh of the black headcrab, and there was simultaneously a loud, wet smack and a satisfying crunch that rattled my teeth and briefly caused bells to ring in my ears. The little ball of annoyance went sailing across the room to my extreme left, where it smashed through a very dirty window, and unceremoniously exited the Ponyville Library, leaving a roughly headcrab-shaped hole in the pane of glass to permanently mark its point of egress.

I frowned. *Too far left. Foul ball.*

I looked back at the impromptu pitcher just in time to see an iron fire-poker surrounded by a sky-blue halo skewer both its head and its crab. I shifted my gaze upward to see Alyx standing atop an overturned bookcase content to lean over the back of an old leather couch, a look of grim satisfaction plastered across her face, and I believe I was more in love with her right at that moment than at any other time in my life.

The hellish creature crumpled to the floor, and the little headcrabs that covered it like cancerous warts began unlatching themselves from the thing's abdomen, which had been bent and twisted to the point that it barely resembled a pony's. It looked as if the greedy little parasites had been sucking out every last bit of sustenance they could get from the piteous thing's body; Its ribcage was clearly visible straining against its epidermis - dry, flaky and stretched taut by a perpetual deprivation of hydration and nutrients - and I now saw that whatever could be said to remain of its fur was so filthy and disfigured and *sick*, it could have once been anything from white to black to every color in between.

As Alyx sprightly hopped down from her perch atop the bookcase, one of the fat little cuddlers finished disconnecting from its wretched mother and began dragging itself towards her. I rolled my eyes, raised my polymorphous Twitanium-shoed hoof high into the air, and brought it down on the little guy as hard as I possibly could. The crab exploded under my hoof like a big, fat bismarck with extra bloody filling.

Oh my goddesses, we had so much fun stomping on all those defenseless little baby headcrabs! It was like popping bubble-wrap. Bubble-wrap that was squishy on the outside, crunchy on the inside, and filled with blood and guts! And, *oh*, they made these adorable little noises when you crushed them under your hoof, like *eee! Bweee! Bleewaaahh!*

-----Λ-----

Stompy stompy stompy stompy...

“Gordon -” came a voice from somewhere in the darkness.

Die! Die! Die! Die! Die! Die! was all I could think as I enthusiastically acted out my long-suppressed and perpetually insatiated primeval bloodlust.

“Gordon, I think they’re dead. You can stop.” Though the voice was faint and distant, I had a nagging suspicion that it belonged to somepony I knew. In fact, it sounded a lot like... what’s her name... starts with an ‘A’...

“GORDON! YOU CAN’T KILL THEM ANY MORE THAN THEY’VE ALREADY BEEN KILLED!”

Alice? Ellis? No, no, it starts with an A... *Alyx!* That’s her name!

“Oh, phooey,” I pouted as I gave in to the pushy mare’s demands, thereby breaking my near-total immersion in my game of *stompstompstomp*. It wasn’t fair; Smashing baby headcrabs sent an intoxicating jolt of electricity to my pleasure centers from a very primitive part of my brain that otherwise hardly ever got any attention, and simultaneously compelled my diencephalon to release a flood of hormones that further eased any societally-imposed aversions to violence that may have otherwise stood in the way of continued and uninterrupted *stomping*.

However, my mind was very quickly snapped back to a cruel and joyless reality deprived of the indescribable ecstasy of *curb-stomping headcrabs* when I felt something warm and wet slide across the area of my neck where my HEV suit’s flexible mesh had been bitten through by a certain charcoal-black *baseball*.

“*What the hell is that!?*” I yelped in fright, whipping my head this way and that as I tried to get a bead on whatever new nightmarish aberration was trying to devour me.

Alyx gave a little huff just like her mom used to.

“I’m cleaning your wound, Gordon,” she explained before spitting out a mouthful of red liquid ont... Dear sweet newborn Luna, *is that my **blood** in her **mouth!***?

“Dear sweet newborn Luna, is that my **blood** in your **mouth!**?” I exclaimed

with shock and disgust, feeling just a little bit violated that my female counterpart was *taking* a part of my *body* without even *asking*.

“Gordon, that headcrab that chomped into your neck could’ve been carrying all kinds of diseases, toxins, poisons, and Celestia knows what else,” she explained, trying to calm me down. “All I’m trying to do is suck out all that nasty crud before it sinks any further into your system.”

“Yeah, and then it winds up *in your mouth*,” I said with just as much disgust as before.

“Believe it or not, that’s not as bad as it sounds, medically speaking,” she chimed with a kind *smartness* that sounded scarily similar to her mother.

I reached a hoof up to feel the bite-mark that would’ve hurt a lot more than it did were it not for that most miraculous of ponydom’s inventions, morphine, which had been intravenously delivered to my bloodstream via my HEV suit’s auto-injectors, which also deserved an honorable mention amongst ponydom’s greatest inventions. A flap of the matte-black mesh that was *supposed* to protect my neck hung from the crooked incision created by the headcrab’s nasty little teeth.

“I’m fairly certain that licking somepony’s open wound is *not* sanitary,” I scolded Alyx.

“Neither is biting somepony, but that didn’t stop the headhumper - and besides, you won’t get sick from *me*; We’ve already... well... you know...”

“Swapped spit?” I said with a grin the size of a billboard.

My female companion ever-so-delicately put a hoof to her face. “Yes, Gordon. That... *sigh* that is a very... *poetic* way of describing the act of kissing. Now, if you’ll excuse me...”

I felt the warm, wet, sticky thing on my neck again, except this time I was quite well aware that it was Alyx’s *lips*. That knowledge probably would have made me all warm and sweaty if it weren’t for the immediately following sensation of having *MY BLOOD SUCKED OUT OF ME*. I found the experience so disturbing, it more than cancelled out any sexiness that might have otherwise been inherent in the act, and instead somehow

managed to creep me out more than the trotting headcrab-factory whose babies we had just spent the past five minutes sending to headcrab heaven.

My Little Vampire spat out a final mouthful of *MY BLOOD* onto the waxed redwood floorboards.

“Okay, *spit*, that should be *pplleagh!* that shoul- hol’ on - *ppbbst!* that should be most of it, Gordon!”

I breathed a healthy sigh of relief and massaged the bite-mark with my hoof, praying that the next time her mouth was on my neck, it would be for non-medical reasons.

“You don’t think that those things are poisonous, do you, Alyx?” I looked back at my newfound healer, frankly amazed that she had been thinking that much of *me* and *my* well-being, even in this place - the shattered ruins of her childhood home – even at this time – hardly a few hours after she had personally witnessed her mother’s murder. That she was still thinking about *me*, and *my* problems after all that... it was amazing.

Alyx had taken a little metal flask out of her vest, and was in the process of gurgling the liquid in order to wash the coppery taste of selflessness out of her mouth.

She was amazing.

“I don’t know, Gordon. *spit* I’ve heard of poison headcrabs and poison zombies, but I’ve never seen one, and I don’t intend to. Or at least, I *didn’t*.” She floated the flask back into its little pouch, swapping it for her strange burst-firing pistol. Its polished-silver barrel glinted in the light from the full moon as a long, mournful wail floated in from the jagged hole in the far wall of the Library.

“How many clips do you have for that thing?” I asked with sudden anxiety, and perhaps just a hint of jealousy. It looked really cool.

She smiled as she said, “Five or six. You know where I got this thing?”

“No, where?” I asked, taking the bait to her obvious set-up. I knew that

she wasn't actually *asking* me where she obtained the firestick, she was just trying to trick me into asking her where she got it so she could tell some big, long-winded story ab-

"You won't believe this, but a *witch-doctor* gave it to me for my sixteenth birthday!" she squealed. "She said to me, 'Young lady, now that you are legal, you're going to need a deagle!'" Alyx rhymed in a humorous imitation of an old mare's voice. I smiled at her; I was glad to see her mood was finally beginning to improve. She had been completely silent and withdrawn the whole trip over here, consumed by thoughts of her mother. I figured we probably wouldn't survive the night if she stayed that way.

Now, I had never been to a zombie-infested hell-town before, so, granted, my experience in these matters was limited, but based on the fact that we hadn't been here for five minutes before we were attacked by a hulking abomination that would scare the darkness out of Nightmare Moon, I was increasingly cognizant of the fact that our probability of survival in this environment was... doubtful at best.

Frowning at that assessment, I looked to divine intervention to see us through the hordes of metaphorical undead. I prayed to Luna and Celestia, the bringers of night and day, and the unjustly deposed rulers of Equestria, that they would somehow compel Spike to hurry the buck up with whatever it was he was doing back at Black Mane West that was so *freaking* important it warranted sending us both to Ponyville to wait for him while he did it.

I checked my inventory, finding the graphical icon that denoted my six-shooter pistol to be highlighted in red, meaning I had no remaining compatible ammo, as a pair of long, unnatural moans once again filled my scared pony ears. They must have been responding to the first call. *Like wolves*, I realized. I looked at the full moon through the involuntarily-constructed skylight in the wall of the Library with my brow furrowed in worry. Whatever these ponies had been turned into, they were now howling at the moon like wolves.

That... that was unsettling.

I did an inventory of my inventory: 1 empty revolver, 1 SMG, 1 clip of SMG ammo, 1 crowbar, 1 map of City 7, and 2 empty satchels. That's it. That's

it!? I didn't have any food or water, any medical supplies, and a grand freaking total of *two* guns, one of which had no ammo.

I believed that Luna and Celestia were watching over us, sure, but I didn't want to make it any harder for them to help us than it already was.

"Alyx, do you have any food, or drink?"

She paused, and opened the flap of her jean-vest. "Got some oatbars, and whatever's left in this flask."

"Okay, okay, good, and much, much more importantly – do you know of any place where there are some spare Siddhartha Mathis Guptas lying around?" Siddhartha Mathis Gupta was the innovator, entrepreneur, and die-hard gun enthusiast who invented portable automatic weapons, the likes of which are now affectionately nicknamed (and effectively marketed as) *SMGs*, after his initials.

Her face lit up at the question. "No, but I know where we can get something better!" Then her face fell with a sudden dreadful realization. "Oh, but we'll have to go into my dad's bedroom to get it."

I was anxious to get my hooves on whatever offensive weaponry the Sparkle family had hidden away in their home, and put it to good use holding off the mindless, flesh-eating hordes of zombie-ponies that would doubtlessly be spending the night trying to rend our delicious pony flesh, but I also didn't want to psychologically traumatize my companion any more than she already was.

"Alyx, if you don't want to–"

"No, no, no, it's fine, I'm fine. I can handle it," she assured me. "His room's right over here."

She led me to the stallion's bedroom, set into the under-hang formed by the winding staircase, and nudged open the already ajar door. The regal-sized bed that dominated the room had long since been violently stripped of its covers by some zombie that would settle for nothing less than the finest sheets, and the underlying mattress had practically been torn to shreds – as well as, I noted with disgust, pissed on, repeatedly. This pretty

accurately described the whole room, actually. It looked and smelt like wild animals had been living in it. *Or still are*, I thought as I drew my SMG, my only weapon that had any ammo, and swept the room, bathing the ransacked living quarters in light generated by my suit's nuclear battery.

The room was clear; That hulking zombie we killed in the living room must have been fiercely territorial – that, or everything else was just smart enough to stay away. Some deep part of me yearned to investigate further, but my voracious appetite for scientific discovery would have to go unsatiated for the moment, as Alyx was prompting me to help her move an expensive-looking, antique floor-to-ceiling armoire.

“So,” I began as I strained to shove the ungoddlessly heavy piece of furniture that seemingly resisted even my amplified telekinesis, “The guns are under this thing?”

“Nope,” Alyx replied. “Civil Protection seemed to be particularly fond of prying up our floorboards, so we took to hiding crud in the ceiling.”

A wooden panel above us that had previously been concealed by the armoire was enveloped in her now-familiar sky-blue aura, and then shoved up and to the side to reveal a pitch-black cavity in the ceiling.

“Ah, clever,” I said in genuine admiration at their resourcefulness. I couldn't imagine what it was like to live under Combine rule, but it looked like the Sparkle family, at least, had adapted quite well.

Alyx fished around the space for a bit, searching it with her mind, until she latched onto what she was looking for.

“HA!” she exclaimed in triumph, and she began, with some effort, dragging what sounded like a large, heavy metal box towards the gap in the ceiling.

“Now, Gordon, this thing is really, really heavy, and I'm going to need your hWHOOAHHHHH!!” She screamed as the ceiling, weakened throughout the years by moisture from the same rainwater that had ruined the central floor, gave way to the enormous weight of the container it was now being asked to bear. Using reflexes I didn't know I had, I slammed my body into Alyx's, shoving her out of the path of the free-falling container, which crunched to the floor, sinking into the floorboards up to its lid.

As I coughed to clear my senses of the cloud of dust the box had brought with it into the modestly-sized bedroom, I became aware that my (some might say heroic) action had placed me in a position where I was pinning my possibly-more-than-just-a-friend against the wall in a corner of the room. I looked down at her, our panting muzzles separated by only a few centimeters of dead, dusty air, and we exchanged awkward smiles before wordlessly separating. Perhaps a simple ‘thank you’ would have been appropriate, but I let it go. Maybe she’ll thank me later.

“Starswirl’s beard, that thing is heavy!” I exclaimed while moving over to inspect the container which had nearly killed us.

“...On account of what’s inside it. You’re not gonna believe this, Gordon,” Alyx teased me as she opened the lid of the crooked box. It was then that I noticed the container was painted with the splotches of white and sky-blue representative of the Royal Equestrian Army. I came around to the front and confirmed it; Right below the latch was the emblem of a stylized golden sun, identical to Princess Celestia’s cutie mark. If I recall correctly, by the time of the Black Mane Incident, only the very latest generation of military equipment had reincorporated Princess Luna’s cutie mark back into the design, which I remember disappointed me greatly, as she was my favorite Goddess.

There were other symbols and an 11-digit serial number along the bottom edge, including the letters ‘CL – 67 LMG/HRR :: SM/AIR’. I knew that ‘LMG’ stood for ‘Leeroy Mathis Gupta’, Siddhartha’s equally famous brother, and inventor of a more powerful class of firesticks now known as ‘LMGs’, but what about the rest? While Alyx fiddled around with the candy-cane colored wrapping paper, I asked her if she knew what any of the military shorthand meant.

“Class ‘67-tier Leeroy Mathis Gupta Heavy Repeater Rifle - ” she grunted as she tore through the last of the questionably necessary and oddly cheerful packaging material. “Hey, can you give me a hand?”

I enveloped the massive weapon in magical energy, and before I even brought it to bear, my suit had classified it under a new category that I’d never had anything under before, identifying it as a ‘Saddle-Mounted Anti-Infantry Rifle (REA Special Issue)’. A semi-transparent yellow window appeared in the center of my vision:

‘WARNING: UID 810308913 has **NOT** been certified for operation of firesticks in this firestick class. Black Mane Research Facility personnel are required to obtain a separate license of operation for **EACH** class of firestick that they are authorized to use **AND** choose to employ.

Authorization does NOT equal certification. If you feel that you have received this message in error, please contact Chief of Security Barney Ironbuck (00-7752-90). Thank you, and have a safe and productive day.’

...

...I’d probably laugh if it wasn’t so sad. While I was doing a little light reading of text that was 7/13 of a millimeter away from my pupils, and reminiscing about a time long ago when I gave half a shit about such unnatural constructs as ‘rules’ and ‘regulations’, Alyx had been wandering about the raped and broken ruins of what was once her dad’s bedroom, but was now nothing more than a memorial to a life that no longer existed. She stopped suddenly, a look of shock on her face, and her horn bathed the room in a soft, blue glow.

“I don’t cuddling believe it.” She held up... a shoe? It looked like a shoe.

“Uh... Alyx?” I said with a raised eyebrow. My left, I think.

“It’s one of my dad’s slippers! I can’t *believe* it’s still here, I mean, look at this place!” She said with astonishment.

I did as she commanded, and all I saw was the piss-stains on the mattress, and the, I now noticed, *brown* slipper.

“Er, Alyx, I think that thing might be covered in...”

She looked absolutely insulted as she shot back “*Cinnamon-brown was his favorite color!* And Mom *knew* that so she bought these for him! They went *perfectly* with his yellow coat!”

“Okay, okay, sorry, I di-”

“... And he *loved* them! He wore them to bed every bucking night!” She continued, incensed at me for reasons that were beyond my

comprehension.

I quickly whipped around behind me to scan for any unfriendly visitors that might have been drawn to the commotion of Alyx's ranting about the horse-shoe. There were none, thank Celestia. And Luna, probably more so, as night *was* her domain (*and darkness her nomenclature*. See that, teachers? See *that*? I *did* learn something in citizenship class!)

When I turned back around, I saw Alyx kneeling down on the floor with the bed between us, one of her ears silhouetted against the bright white circle that hung low in the sky outside the shattered bedroom window behind her. Her forehooves rested on the tattered mattress, and her head was buried in-between them in a spot that was thankfully devoid of any yellow stains.

She yelled into the mattress, "Celestiadamn it, I just blew up at you again. *AGAIN!* Over *NOTHING!*"

Without hesitation, I holstered the repeater-rifle and circled around to her side of the bed, kneeling down with my foreleg around her, and whispering, "Hey! Hey, I'm *The One With the Free Mane*, right? Don't worry, I can take whatever you dish out!" I said with a laugh, trying my best to console her.

That reminded me of an old schoolyard rhyme; "Parasprites and Poison Joke can eat my lunch and put frogs in my throat- "

"But words don't hurt," she unenthusiastically mumbled into the mattress.

"Actually, the way I remember it was; 'But words, being mere verbal incantations employed for the purposes of communication, are incapable of inflicting physical injury as far as science can determine,' but your way works too," I said jokingly. *Half-jokingly*, anyway. I had an... uncommon childhood.

"Gordon," she said with a voice that was muffled by the moldy bedspread, "That zombie that I... we killed... do you... do you think it was..."

I interrupted her before she delved any further into that self-destructive line of inquiry, "Alyx, absent of any evidence to the contrary, let's just assume that it wasn't. Okay?"

She said nothing, and I sighed at the floor.

“Listen, I’ve spent *years* pondering and pondering things that I, as a theoretical physicist, will never, ever, *ever* know the answer to. Things that are *impossible* for *anypony* to know. And you know what I’ve learned?”

She found the strength to lift her head up, and she turned to face me, her beautiful brown eyes puffy and red, her mane even *more* disheveled, and her face now wearing some of the dirt and grit from that filthy mattress she’d been burying it in.

My eyes wandered to focus intensely on a random, dark stain on the bedspread, but my mind was somewhere far away from that place.

“Why destroy yourself thinking about something you can never know the answer to? When you could be doing *anything*, anything at all, anything in the whole wide *world*, but instead you just sit there... and ponder... and ponder... and ponder... something you’ll never, ever know.”

We both sat in silence for a very long time until our thoughts were interrupted by another one of those demonic howls, this one closer and louder than any of the others.

We both snapped back to reality, and Alyx jumped up and unholstered her pistol. “Right, so... let’s just assume that that... thing, whatever it was, wasn’t my dad, but was just some zombie.”

I concurred. “Yes! It was just some zombie. Probably not even somepony you know.”

“Yeah, exactly. Exactly!” she laughed – which I noted with great relief. “Just some asshole who probably had it coming anyway!”

As we trotted back through the living room, our guns at the ready and our heads held high for the first time since we had arrived in this dead town, Alyx stepped over the ruined corpse of the dead zombie without batting an eyelash. I spoke up, having had sufficient time to mull over our options.

“Well, if we’re going to spend the night in this goddesses-forsaken town, we’ll need to do it somewhere that’s easily defensible; Someplace high up,

and isolated from surrounding structures.”

“Carousel Boutique?” Alyx suggested.

“No,” I dismissed the idea. “There’s no way onto the roof, and how’s Spike going to spot us if we’re inside?”

“We could set the roof on fire,” she said, trying to help.

Unable to tell if she was being serious or just joking, I replied, “Okay, there are a couple of problems with that, one being that I don’t know any fire spells, do you?”

To my amazement, she answered, “No.”

I was aghast. “You’re Twilight Sparkle’s daughter and you don’t know any fire spells!?”

“She didn’t want me creating any more trouble than I already was!” Alyx said in her defense.

“Ugh, okay,” I said in bewilderment, “We weren’t going to do that anyway.” I suddenly remembered the little red schoolhouse I’d seen on Spike’s aerial tour, and gasped.

“There’s a schoolhouse not far from here! It’s isolated from any nearby buildings, we can easily defend it from the roof, *and* there’s a little bell tower that collapsed into the building, which should provide *us* dexterous, athletic ponies a way up, but make it pretty much impossible for any slow, stiff-legged zombie to follow. It’s perfect!” I shouted with glee at my stupid plan.

Alyx agreed. “To the schoolhouse, then. Though, for the record, I really would have liked to go to the boutique.”

I held open the front door like a true gentlecolt, and as the caramel-coated mare trotted out the doorway, she shot a glance back at the ruined corpse in the living room surrounded by drying blood and the barely-recognizable remains of headcrabs, and in a very un-ladylike manner, shouted “Ain’t it a bitch!?”

I was about to gasp in shock at the mare's profanity, and then I remembered how much *I*'ve been cussing lately.

-----Λ-----

I do not believe it is within my capability, as a talentless hack of a writer whose only motivation for taking Lexicon classes was to improve my ability to compose scientific research papers, to accurately describe, really, to *do justice*, using words, to what it feels like to fire a Saddle-Mounted Anti-Infantry Rifle *not* using telekinesis, but with one's *own bare hooves*.

You see, there's this wonderful, amazing thing called *recoil* that you feel when you fire a gun that's being held against your body, and the SM/AIR delivered more of it, faster, and harder, than any other gun I'd ever used. It was like cuddling with Death. It was unforgettable.

THUNKA-THUNKA-THUNKA-THUNKA-THUNKA

Two down. What would the Royal Marines always say when they killed something?

THUNKTHUNKTHUNKTHUNKTHUNKTHUNK

The anguished cries of the damned filled my multi-directional ears with pain, torment, and death. They cried out for peace, and I was the peace-bringer.

LET US REST, LET US REST!

That is what they were trying to tell me. Those were the tormented lamentations that floated on the wind from Ponyville every night. They were prayers. And I was answering them.

THUNKTHUNKTHUNK*... *THUNKTHUNKTHUNK*... *THUNKA-THUNKA-THUNKA-THUNKA

Polka. That's what the Marines would say. 'Polka down.'

The zombies that seemed to be prevalent here were of the same variety I had seen butchering my co-workers back at Black Mane after the Resonance Cascade. There was the pale little fleshy sac of hell-spawn that sat atop their heads, almost covering their faces, their useless and occasionally entirely missing lower jaws (I remember hearing from one of the medical-type docs who said she'd done a biopsy on one of them, that she'd discovered that the headcrabs would steal calcium from useless parts like the jaw bones if there wasn't enough osteo-something-something in the host to form the pincers from the forehooves), there was the absolutely horrifying abdominal stomach-mouth that they used to eat, complete with rows of shark-like teeth lining the sides, silhouetted against their colorful internal organs, and then of course, there were the pincers.

The headcrab needed a way to feed both itself and its host, something with a much higher energy concentration than plant matter (and a frustrating tendency to fight back or run away), and since the creatures they were possessing didn't have any natural weapons... they grew some. The zombified pony I had seen back at the Library was the first one I knew of that *didn't* have its forelegs twisted, mutated, and elongated into razor-sharp pincers that were just *perfect* for rearing up and tearing into somepony unfortunate enough to get too close. I've seen those things rip apart fully-armored *Royal Marines*, stallions (if any of those marines were mares, I sure didn't notice) that could probably bench press *two* of me, and I'm fairly certain ate nails and other construction materials for breakfast. That and okra.

One of them was coming right at me – or, I should say, was drunkenly shuffling in my general direction. It was clear from all of my dealings with *the zombay-folke* that balancing on folded sets of pincers instead of hooves while navigating entirely by sound (I was pretty sure zombies were blind in addition to dumb) was awkward at best, and at worst, resulted in them tripping and falling into something that killed or permanently disabled them. The one approaching me, however, had a wound I don't believe I had ever seen before; its neck was torn open, and its head now lazily flopped against its chest at an unnatural angle. Apparently, zombies could make do without a throat, so long as the spinal cord was intact.

I looked down at my Saddle-Mounted Anti-Infantry Rifle (which I had

named *Leeroy*) and thought,

Well, we can fix that, can't we?

Standing on my hind legs, I used my forehooves to apply a slight upward pressure to the LMG's trigger-plate, and there followed a resounding bellow from the tip of the long, steel barrel that was the heavy repeater rifle's defining characteristic. My aim, thank you Colt Scouts, was true, and the neck of what was once a pony snapped off completely. I had only fired a single bullet from the fully-automatic beast, but it had kept on going after it finished the job of severing the zombie's neck. The depleted bronyium slugs were so gosh-darned *heavy* that as it slammed into the *polka*'s chest, its whole body recoiled from the impact, twisting backwards and falling to the cobblestone street, dead as anything could possibly be.

Polka down. Area secure.

I holstered the SM/AIR and dropped back to the ground on all fours. As much as I enjoyed firing that thing manually, standing up on your hind legs sure made movement awkward. I knew, of course, that it was technically designed for use with a compatible combat-saddle and trigger-bit, but the *Mathis-Gupta Bros*, gods amongst ponies as they were (no offense to Luna or Celestia), had had the foresight to make sure to add a cylindrical stock and handle just in case the occasion ever arose where, heaven forbid, it was needed for operation outside its originally intended design.

When the option suddenly popped up on my HUD to read more information on the SM/AIR, I considered dismissing it with a flick of my eyeballs like I'd done every previous time. After a moment's consideration, I thought, *Oh, what the hell*, and concentrated on it until it expanded into a semi-transparent window below my now-inert targeting reticule. A disembodied Pinkie Pie began reading the brief Equipedia entry, while behind the translucent, yellow-orange article, I could see Alyx inspecting the smoking and oftentimes dismembered corpses that were made possible by contributions from guns like mine. A disturbingly cheerful voice informed me that this particular model of firestick had been specially commissioned by Princess Celestia herself during the first Griffin Campaign, part of a series of conflicts with our friendly neighbors to the south that were fought on-and-off right up until the Combine invasion. I found that my boyish enthusiasm for guns overrode my general dislike of history, and I kept

listening.

“Our kingdom’s soldiers were getting slaughtered in the largely urban warfare that defined that mission, prompting our generals in the field to make a pilgrimage to Canterlot to plead before the Princesses for more effective weaponry, famously bringing with them the body of a slain Equestrian soldier, and dumping it on the floor of the Royal Palace in order to visually illustrate how desperate the war had become. Our generous and compassionate Princess Celestia unhesitatingly agreed to all of their requests, which included an open contract for the development of a lighter and more compact repeater-rifle that could be carried onto the battlefield by a single pony, unassisted, while retaining the capability to deliver long bursts of continuous, uninterrupted suppressive fire with no need to stop and reload. Leeroy Mathis Gupta answered the Princess’s call, and built the Saddle-Mounted Anti-Infantry Rifle, creating a new class of pony-portable repeater-rifles now known as LMGs. The SM/AIR proved to be a smash hit amongst our mares and stallions in uniform, and gained particular notoriety amongst the enemy’s elite soldiers, the infamous Blutige Krallen, during its heavy use in and around the capitol of the Griffin Kingdom, Griffin City.”

I probably would have devoted more time to lamenting why in the world we couldn’t think of more creative names for our towns and cities if I hadn’t been so astounded by how *old* my new favorite weapon was. It wasn’t just the *best* LMG ever made, it was the *first* model of LMG ever made.

Knowing how well-connected Alyx’s family was, I fancifully entertained the possibility that I was carrying *the* first LMG, the one assembled by Leeroy Mathis Gupta himself with no instructions, no assembly-line (which his brother invented), and no assistance; Nothing except a vision in his mind of what the perfect killing machine should be. Beauty was a gun that was invented to suppress aerial attack formations of Griffins during a war my father had been too young to serve in, that was now being used to kill aliens from another dimension.

The unsettling robotic imitation of Doctor Pie hadn’t finished reading off a completely irrelevant 32-digit alphanumeric string at the very bottom of the page when my travelling companion attempted to communicate with me.

“How much ammo you got left?”

I checked my ammo counter. “Ninety.”

“Luna, Gordon, you shot sixty rounds into that handful of zombies!?”

“I was testing out an unfamiliar weapon!” I exclaimed in a ‘you-wouldn’t-understand’ voice.

Alyx rolled her eyes. “Whatever, Gordon, but that’s the only clip you get. There aren’t anymore.”

“It’s really more of a basket... or a box,” I corrected her as I inspected my instrument of war that was bigger and more beautiful than any gun I had ever seen, “A lunch box filled with bullets.”

I turned back to Alyx and smiled. “*Not* a clip.”

Alyx gave me a funny look, and kept on trotting down the narrow street, muttering something about ‘that headcrab bite must be getting to me.’

We never encountered whatever had been making those horrific howling noises back at the Library, but what we *had* encountered were roadblocks.

Barricades constructed of piles of debris and useless junk that had forced us to turn off of Sunset Boulevard, and onto a narrow side street lined on either side with quaint little two and three story apartments, complete with proportionally modest balconies and mezzanines. Below, every single door and window had been nailed, boarded, taped or otherwise sealed shut, which struck me as odd considering that, according to Alyx’s account, nopony had had any time to prepare for the surprise artillery barrage, and I found it unlikely that in the chaos that immediately followed, somepony had gone around with a wagon full of lumber and a bucket of nails, boarding up apartments that were already infested with zombies.

Placed at regular intervals in front of the mysteriously barricaded buildings were old-fashioned cast-iron lamp posts, whose kerosene torches had long ago been swapped out for electric bulbs, and - despite everything - were still being powered by a nearby hydroelectric dam whose untended and uncared-for turbines now provided over 200 kilowatt-hours of electricity to a ghost town where the (not really) dead roamed the streets looking for lost souls to join their never-ending patrol. They shone brightly, illuminating the more than a century old cobblestone road, and cast deep shadows where

the stones laid into the street had been uplifted over the years by equine activity and natural processes.

I noticed that one of the buildings had been gutted by a mortar shell that landed so close to the outside wall, it had blown every window, window frame, door, doorframe, curtain, and a handful of furniture out the front, and onto the street below, where they were scattered amongst a layer of thatched straw and hay from the blown-out roof. The golden-yellow rays of light emanating from the streetlamps illuminated dark stains tarnishing the stone, where I gathered there had once been bodies, but where there was now nothing, not even bones. The only intact corpses on the street were of the pack of zombies I had just had the worryingly sadistic pleasure of slaughtering.

And none of it, *none of it* was right, and I sensed that Alyx felt it, too. I had walked into too many Cerberus ambushes at Black Mane to not get the suspicion that we were being *herded* in this direction.

“Gordon? Do you...”

“Know who did all this redecorating? No.”

“Add this to the roadblocks...” Alyx reasoned, “And it’s almost like we’re being... *funneled*.”

I replied, “I agree completely. That is *exactly* what we’re being... done... to. That’s what’s being done to us. That is the action that is being performed. To us. Or on us.”

Alyx gave me another funny look. “Gordon, you alright?”

“YES. I AM FINE,” I said louder than I meant to. *Damn, what’s wrong with me?*

We cautiously continued down the street in the direction of Ponyville Elementary, and out of curiosity, I glanced at my vital signs. Then double glanced. Then pried my glasses off my face and focused both eyes on the duplicated image projected onto the lenses. My health monitor had read ‘90’ when we left the Library, and now it read ‘72’. Which wouldn’t be particularly troubling, except, I hadn’t been hurt by anything since then.

None of those zombies had gotten within ten meters of us. By my HEV suit's reckoning, I had been getting 'unhealthier' ever since I left the Library for seemingly no reason.

That was extremely disturbing.

"Holy shit, Gordon look at this!" yelled Alyx. I considered that she had told me she had never seen a poison zombie or headcrab before, so I figured the *blood-sucking* she had already done was about the extent of her suite of medical aid when it came to cures for poison headcrab venom. I decided to keep my little problem to myself for the time being, as I didn't want Alyx to needlessly worry about me.

I galloped ahead to where the street made a sharp turn at what used to be a barber shop, noticing that the little barber pole beside the boarded-up entrance was still magically spinning, as if the owners were convinced that the current dry-spell was only temporary, and business would pick up soon. I slowed down to a quick trot and tried to suppress my giggling at the sight.

Then I noticed the sign out front that had been knocked onto the ground. It mentioned a 'Combine Discount.'

Yeah, I thought, Ask for the Combine Discount! We'll shave you like the Buffalo shaved pioneers they caught trespassing on their stampeding grounds!

At this point, I couldn't hold back any longer, and I burst out laughing. This caught the attention of that party-crasher Alyx, who came galloping over to give me a lecture.

"Gordon! What in the magical land of Equestria is so funny!?" she snapped.

"I was- It was just- there was a barber- and- and I thought- Oh, never mind, you had to be there."

Regarding me once again with a concerned expression, she reared up, grabbed my head with both hooves, and turned it to face the object she had originally called my attention to.

It was a spinny thing. On a pole.

“Whoopie. How amazing. Look at the spinny thing spin.”

Alyx gave one of those frustrated little huffs I’d come to associate with her mother. “No, Gordon, don’t you see? It’s a trap! A trap that somepony set up to kill zombies! “

I regarded her with a vacant expression as I wondered what other nasty things a barber might do to a metrocop, and Alyx grew increasingly frustrated with me.

“Which means we’re aren’t alone here!” she exclaimed, hoping the added volume would help get the message through my unusually thick skull.

Ah. Now I see.

The apparatus’ rotating blades were indeed lethal – The slicks of blood and bits of torn, rotting flesh encircling the device gave testimony to that. In addition, I now realized I had found the author of those grievous neck wounds I’d seen on several zombies now. Scattered about were a handful of the decapitated corpses of their mindless, flesh-eating friends who hadn’t been lucky (or unlucky, depending on whether or not you view the continuing state of neural possession to be a worthwhile life’s pursuit) enough to escape the blades with their lives, in addition to a severed larynx.

“It’s cursed!” I exclaimed.

“Not cursed; Enchanted,” chimed a casual voice from above.

We both screamed in fright, and simultaneously drew our weapons. I don’t think I even need to say that one of those weapons was *much, much* bigger than the other. In fact, I would go so far as to say that it was *the gun that was bigger than all the other guns*, but I think I’ve already said that.

“Who are you!?” Alyx shouted up at the dark-robed figure staring down at us from the second-story balcony of a limestone inn.

The phantom flicked its head back with lady-like grace, causing the black

hood of its cloak to fall away. There before us, bathed in the light from Luna's full moon as she casually draped her perfectly ponycured forehooves over the bronze railing, was a snow-white unicorn mare with a well-maintained curly violet mane that was nevertheless obviously thinning with age. I saw Alyx give a frown of disapproval, and I imagined her saying *Just let it go grey, honey, you're not fooling anypony.*

"Who am I? Who am I, she says? Who am *I*?" she said with a hoof directed at herself, enunciating the line with all the dramatic poise of an actress in a well-rehearsed play.

"I'm nopony. I'm nothing. All this?" she gestured at the barricaded storefronts and the cursed – excuse me, *enchanted* – blade, "The work of a mare who once had too much time on her hooves, who was once beautiful and respected – a mare who was renowned throughout all of Equestria for her *gorgeous* dresses. A mare who is now old and ugly and alone, whose only companions are the dead and the dying. A mare who now has no other use for her once coveted time but to deploy experimental fashion statements everywhere that is dull, drab, and same-ey same-ey, in an effort – neigh, a *quest*, a *crusade!* - to make this ugly town *beautiful* once again!"

I stared at the razor-sharp rotating blades, which produced a fuzzy, translucent circle of azure in the air as they spun, playing tricks on my eyes so that they appeared to be floating off of the ground, unassisted. I had to admit that it *did* look pretty badass, even though it was clearly beheading admirers who wandered too close, but really, what work of art doesn't?

Regarding the blood-spattered art-piece, Alyx stated bluntly, "I think your fashion statement is killing ponies. Well, former ponies."

The – dare I say *ingenious* – mare bit her lip in embarrassment as she replied, "Oh, yes, *that*. Well, I've, uh, I'm thinking about putting up a little, you know, a little *fence*, an...*enclosure*," she traced a box in the air with her hooves, "To cut down on the, *ahem* you know - the *decapitations*, hahahaha! My!" She paused her laughing as something on the street caught her eye.

"Oh dear. Here, let me get that for you."

I suddenly became aware of an unusually white headcrab that had been sneakily inching its way toward us on the ruined, crooked avenue. Before I could bring my SM/AIR to bear, there was a crack of thunder, and the ghostly thing *burst into flames*, flipped onto its back, and wretched for several moments before finally dying.

I looked back up to the sight of the shadowy unicorn floating a ruby-red cartridge into one of the chambers of an absolutely *gorgeously* decorated double-barreled shotgun, its engraved silver barrels lovingly swaddled in some kind of white, urban camouflage.

She must be using incendiary bullets. Luna, I didn't even know those existed.

Alyx was opening her mouth to say something, but I cut her off with my own question.

"Excuse me! Miss! If you don't mind me asking, you wouldn't happen to be the one who's been making those funeral pyres, would you?" The headcrab that was slow-roasting on the street reminded me of the piles of charred bodies I'd spotted on the fly-over with Spike.

She stared at me, blinking in confusion, before laughing in sudden understanding.

"Oh, no, no, no, my dear, those weren't funeral pyres, they were failed product lines!"

It was my turn to blink in confusion.

"So were those, unfortunately," she said with disappointment, and shoved a hoof in the direction of the crispy, black headcrab lying on the ground below.

"You know, it's the just the *damndest* thing, but who would have thought that so many of my beauty products were so *flammable!*" she laughed.

"From the way things have been going here, you'd think in another life I must have been a bomb-maker!" I couldn't help but giggle just a bit at her little joke, causing Alyx to glare at me as the strange mare continued her monologue.

“Oh, but all for the best, I suppose; Martyrs for fashion, every last one of them! All yielding valuable data, of course – you wouldn’t know it unless you dissected them yourself, but headcrabs have a *marvelously* complex olfactory system, making... oh, ‘*sniffing out*’ the best perfumes – or *colognes* if you’re a stallion, of course – their, ahm... well, mercy for the clichéd analogy, but their veritable ‘*cutie marks*’, as t’were.”

Alyx and I looked at each other, and I’ll bet anything that the expressions on *both* of our faces were priceless.

“The Combine – HA! HAHAHHAHA! The COMBINE, the Combine, the Comb-i-nation, COMB! INE!” she spat through teeth that were gritted in barely-contained rage. “They were *JEALOUS!* They *FEARED* us, Opal and I - oh, by the way, this is Opal.” Her voice went from nearly-screaming to polite and conversational in an instant.

She floated up her meticulously engraved and decorated shotgun for us to inspect from our low vantage point, and I found myself strangely mesmerized by the light refracted in the huge gemstone set into its wooden stock. I hadn’t noticed before, but that fuzzy, white camouflage wrapped around the lion’s share of the weapon had a tail... and claws... and *teeth*. The insane mare grasped it with her forelegs and held it against her chest, caressing it with both hooves like the gun was her lover.

“This is my widdle Opal, my precious widdle Opal that keeps me safe from all the bad ponies who live here because my kitty is FAITHFUL and LOYAL and **LOVES ME**,” she proclaimed. It seemed that her mental state was deteriorating with each passing moment.

Suddenly, my suit began whispering more words into my ear than I’d ever heard it say before.

“Warning: Vital signs are dropping. Neurotoxin antidote reservoirs at zero point zero zero percent. Seek medical attention.”

Cuddle. That headcrab back in the library must’ve been poisonous. Wait, I’m not hallucinating all this shit am I? Dear Celestia, what if I go crazy and I end up like that weird cat lady!?

“ALYX!” I suddenly shouted into my companion’s ear, causing her to recoil in fright. “ALYX, ARE YOU REAL!? IS THAT SPINNY THING REAL!? DO YOU SEE THE WEIRD LADY, ALYX!?! DO YOU SEE HER TOO!?!”

On hearing this, the weird lady let out a gasp of indignity. “*Weird!? WEIRD!?* I am **NOT** weird, I am eccentric. Do you want to see weird? *THIS* is weird!” Finished with her rapid correction of which adjectives were to be used to describe her, she tore off her cloak, flung it to the ground, and then, with her forelegs raised to the sky, shouted at the top of her lungs,

“I AM THE LIZARD QUEEN!! TELL THE BEAR WHO LIVES IN THE CAVE THAT FEELS LIKE A HOUSE TO FROG BLAST THE VENT CORE!! HUZZAH!!”

And with that, she took a galloping jump up and over the railing, flinging herself with unexpected dexterity across the gap to the balcony on the opposite side. To both my and Alyx’s shock, she made the jump alright, but it appeared that she slightly miscalculated the height (or indeed presence) of the target balcony’s chipped and peeling guardrail, as at least one of her hooves scraped the tip-top of the thing before slipping off. The extremely *eccentric* unicorn over-corrected, throwing her entire body back towards the street to counter her forward momentum, resulting in her shifting her center of gravity a bit too far downward towards her hooves and the thin, poorly textured strip of metal on which they carried her entire weight (not that she was heavy, come now, I would never insinuate - never mind).

The unlucky mare awkwardly attempted to balance with all four hooves straight in a row and her rear in the air, as the whole contraption bucked and wobbled under the weight of the full-grown adult pony it was being asked to support (again, not that she was heavy in any way!). The unfortunate mare succeeded for just a moment - perhaps two - before failing spectacularly.

The snow-white unicorn went tumbling forward to do a face-plant on the concrete balcony upon which she, compelled by the cruel and unsporting laws of physics, involuntarily executed a new arc of her ungraceful somersault into an – amazingly - intact sliding glass door, the show-stopping shatter of which provided the finale for what would surely be looked back upon and remembered by all parties involved as a very poorly

thought-out and painful *exeunt*. She disappeared inside the apartment, and besides a few gunshots, a fit of sneezing, and some cursing, that was the last we saw of her.

“Right, so. So. So, so, so...” I said, searching for words to compel us forward to our next objective, which, now that I thought of it, I couldn’t think of. If that... makes... any sense.

“... So... Ponyville Elementary should be just down the street from here, if I remember correctly,” Alyx helpfully pointed out.

“Roight, or right, or whatever,” I said in reply, and we deftly skipped around the enchantingly cursed (or accursedly enchanted) spinning blade, and over the severed, headcrab’d heads littering the dark street, accompanied by their corresponding decapitated zombie torsos with their horribly mutated, blood-stained pincer-legs, stiff with rigor-mortis, and sticking into the air.

Awful as it was, scenes of death and destruction would not foul our mood, and we skipped on down the narrow cobblestone street with hardly a care in the world - Affected, maybe more than either of us were willing to admit, by the mysterious mare’s intoxicating devil-may-care attitude, obviously insane though she was.

As I trot, I ruminated on this, reasoning that considering where we were, perhaps a bit of insanity was just what the doctor ordered. Perhaps insanity was a kind of defense mechanism, something to help you laugh in the face of certain danger and even death itself; A tool, a gift, a truly terrifying weapon that enabled us to continue functioning – and fighting - even in the most horrific circumstances imaginable. It was to laugh when others are screaming, to call your enemies’ bluff, to mock and belittle what scares you, to embrace your wonderful, glorious equine terror, welcome it back like it was an old friend, squeeze it tight and give it a name, and LOVE IT, to realize that being afraid only makes those things that you are afraid of stronger, bigger, and scarier. It was... to giggle at the ghostie.

All the while I pondered, we trot through streets that were blessedly empty (Thank you, Luna!), and our ears were seldom given respite from a background symphony of unintelligible shouting, perfectly intelligible laughter, and we-could-probably-guess cursing echoing off of the rooftops

and into the narrow corridor of the apartment-lined boulevard.

That was the battle-cry of a snow-white unicorn mare, a challenge to the sleepers and dreamers that filled Ponyville's houses and businesses, police stations, health clinics, parks, schools, pools, public bathrooms, and combine watchtowers, to the restless wanderers that roamed streets once filled with wagons, carriages, foals, businessponies, patrons, artists, painters, movers, doers!

The screams of profanity and bouts of insane laughter melded together to form a territorial vocalization not unlike the snarl of a feral jungle cat, a unilateral declaration of absolute monarchy, a message that said, ***THIS IS MY TOWN, AND YOU LIVE HERE BECAUSE I LET YOU.***

But there was more to the message; A subtitle, a punctuation heard in the occasional piercing crack of thunder followed by the unnatural wails of wounded and dying zombies, sleep-walking ponies whose prayers for an end to their waking nightmare of all-consuming hunger were being answered with every well-placed shot;

AND I DOUBLE-DIAMOND-DOG DARE YOU TO THINK OTHERWISE.

-----Λ-----

Faces. Young faces, cheerful, optimistic, only the tiniest handful looked less than pleased. They had large, round heads and huge, exaggerated eyes that could hide no emotion a pony was capable of feeling. The gaggle of brightly-colored foals consisted mostly of the fairer sex, with a couple of shy colts awkwardly hanging back from the rest of the group, unsure of themselves around The Other Half, apparently, even at that tender young age - although in Ponyville, there *did* seem to be a curious gender disparity that resulted in something like nine females for every male, so I suppose they could have simply been intimidated by the sheer *number* of them. I'd have liked to do a scientific survey, but unfortunately, that wasn't the kind of science that Black Mane was interested in doing, nor the government interested in funding.

Every frequency of the electromagnetic spectrum was represented amongst their number, smiling, shouting, calling to each other, waving, greeting and being greeted, the pair of little colts swapping highly exaggerated stories of the previous night's mischief, and the swarm of little fillies gossiping about the latest developments in their peers' personal relationships, as well as what mischief the colts had gotten into, if the boys had done their job right.

Almost all at once, a rainbow of multi-directional ears pivoted to face the same origin, while the school-foals they were attached to whipped around like puppies responding to the clinking and clanking of food pellets hitting the inside of a bowl, and the whole crowd took off galloping as fast as their stubby little legs could carry them towards the colorful and inviting archway that embellished the school's entrance, not only in competition for the best seats in the classroom, but out of fear they'd be counted tardy if they continued to loiter outside, lost track of time, and then couldn't make it to their seats before the second bell.

Of course, a few either didn't care or were simply too absorbed in their conversations to notice the clanging of the great silver bell, rocking back and forth atop the modest schoolhouse in a bell tower that had been painted a shade of bright red that was dangerously close to *pink*. And as if that wasn't bad enough, much to the chagrin of the more masculine members of the student body, somepony had gone and painted unmistakably *pink* **HEARTS** above all of the windows!

"It's an outrage, Gordon. A boner-fied outrage, I tells ya," complained my little brother.

I did my sworn duty as his big brother, and corrected him. "It's 'bona-fide,' John, 'boner-fied' sounds like... well, golly, it sounds like something that's been cooked over a skeleton, or something."

"What'd you say, Gordon?" Alyx interrupted.

"Welp, 'still stands that there ought to be a law 'gainst paintin' big, pink hearts all over our perfec'ley good schoolhouse," John continued.

I frowned at him in disapproval, and whispered so that Alyx couldn't hear.

"John, you've got to work on your accent, this isn't the country no- er, *any*

more. The other foals are going to look at you funny if you go around *tahkin' lahk 'dis.*"

John Freemane didn't reply, but simply lowered his over-sized head to stare at his little hooves, and I took that to mean he understood.

"Now run along and get to class," I whispered into his ear, and he took off towards the school without even saying goodbye.

As I watched my little brother disappear inside the entrance to Ponyville Elementary, Alyx and I both stopped for a short break on the concrete promenade that wound its way through the front lawn to the school's steps. It had been a mercifully short distance to the school from the terminus of that narrow side street where we had encountered the crazy lady and her unintentionally lethal *art*. There had been no more barricades blocking our path, or indeed, zombies – in fact, the only remotely interesting occurrence on the way here was an unexpected encounter with a perturbed carrier pigeon that had been trying to make his nest inside the hollowed-out ribcage of one of those... *poisonous* zombies that we found lying in a film of whatever was left over after everything in your bodily fluids that could evaporate, evaporated.

All along the way, Alyx kept asking me if I was *feeling alright*, and I had insisted that I was fine, or I just needed a drink of whatever that carbonated liquid was in her flask, or I needed to take a quick breather.

These things pass, don't worry, just let nature take its course, I kept telling myself. *No need to make Alyx worry about something she can't do anything about.*

She would come over to examine my neck wound during our infrequent breathers, trying to divine some sign of infection in a wound that was being autonomously treated with a steady supply of intravenously-delivered antibiotics. However, without a neurotoxin antidote, I would have a very clean - and certainly *not* infected - neck wound while my nervous system gradually turned to mush.

Despite my objections, Alyx had forced me to sit down on a wooden bench that leaned dangerously to one side, and was in the middle of swabbing my neck wound with an alcohol-dipped piece of cloth when she asked for my

thoughts on what was to be our fort for the night. The scientist in me labored over the answer, my neurons still firing away at nearly full capacity despite the steadily rising amount of organic toxins clogging their synapses and eating away at their precious *myelin sheaths*.

The building was small; I kept getting the feeling that there had to be *more* of it, hidden behind what I could see, but I knew from the flyover with Spike that this was all there was. The town around it had grown immensely since the school's founding back in the frontier days, when southwestern Equestria was sparsely inhabited, and largely unexplored. But unlike the other, more modern schools scattered throughout the town, Ponyville Elementary had never expanded with the rest of its namesake, remaining a simple, one-room schoolhouse.

I think it had something to do with small classes and low student-to-teacher ratios. That, and a desire to maintain Ponyville's 'small-town' image that made it a surprisingly popular getaway for ponies from the twin megalopolises of the east coast, as well as a steady trickle from Canterlot, Trottingham, and other cities. I always enjoyed dropping by the charming little town to visit my brother whenever I got some time off from the lab. In fact, being here was probably the closest I'd felt to being 'home' since... well, since even before the Black Mane Incident – I hadn't been back to my true home, Fillydelphia, in years.

I concentrated on an icon in the lower left corner of my Heads Up Display, and my suit's hazard light (*for use in low-light environments only!*) painted a bright circle of white envired by a thick line of golden-yellow on the side of the school. I imagined that the wooden exterior would have beamed back bright red were it not for several years of disrepair that left the layered-on paint, like so many other things in this town, cracked, faded, and a shadow of its former self. The grass surrounding the structure was now a thicket, tall as a pony, and so dense it had to be waded through like water. I think I saw the tip-tops of some rusted playground equipment poking out amongst the weeds, but didn't even consider investigating them, as a part of me just knew that some unspeakable horror lurked within, just waiting for its next victim.

Every single one of the school's windows had been broken out; Not one remained.

“See that?” I asked Alyx, shining my light over the crooked shards of fused silicate, creating a disjointed rainbow of colored streaks across the inside wall as the light was refracted into its constituent elements.

She dropped the alcohol-soaked pad she’d been rubbing on my not-infected wound, likely irrevocably contaminating it, and shifted her gaze to the object of my interest.

Though it embarrasses me to admit it, I actually liked it when the young mare fussed over me. I don’t want to sound like a creeper or anything, but any time she was close, close enough that I could smell the scent of her mane - just shampooed this very morning - intermingling with the musk of her sweat from several hours of fighting for our lives, to feel just a handful of the steel-grey hairs on my cheek brush against her wet muzzle, to feel the warmth of her breath on my neck letting me know that she was alive, and so was I – it was something I never had any objection to.

I began to explain, “Mortar took out the bell tower, I saw that from the air. And then, overpressure from the shell bl-” I stopped mid-syllable.

“What’s wrong?”

“Did you...” No, no, no, no, no, no. “Did you hear a... heh... a bell ringing just a minute ago?” I asked Alyx almost shaking with my sudden barely-repressed anxiety.

“Ahhhh...” her pupils darted to various corners of her eye sockets as she tried to recall something, *anything* that could legitimately explain this latest in my series of *non-sequiturs*.

“And you... you didn’t... see any... foals? Galloping to school? Like – my... brother?”

I turned to look into her eyes, accidentally swinging my hazard-light around as it tracked with my inert targeting reticule. She reacted quite negatively to suddenly having 2000 lumens projected directly onto her retina.

“Ow! Gordon! That thing’s really bright!” she complained as she turned her head and brought a hoof up to cover her eyes. Her big, beautiful, pretty, amber eyes and her long, thick eyelashes that somehow were now

curled even though I'm fairly certain they weren't five minutes ago.

"Alyx. Alyx, Alyx, Alyx. You... you... are quite pretty, did you know that, Alyx? You... are very... attractive. I mean, in a sexual way. As in having to do with the sexes, as in the two *different* sexes, as in... a *mare*... and a *stallion*... just like the Princesses intended..."

To my great confusion, Alyx expressed her gratitude for my flattering compliments by recoiling backwards, wearing a look of sheer horror. For some strange reason, my female travelling companion just all of a sudden looked absolutely *irresistible*, and it took nearly all my willpower to stop myself from just *cuddling* her right there on the concrete.

"So... anyway, Gordon, why don't – why don't you go have a look inside that schoolhouse?" Alyx asked in a way that was as friendly and non-threatening as possible.

I responded by staring at her slack-jawed while my HEV suit whispered a warning into my ear that I didn't quite catch as nearly all my cognitive capacity at the time was devoted to admiring Alyx's tantalizing, socket-wrench-tattooed flank.

She spoke again with greater authority. "Like, right now. I'll be fine. Just go!"

I was snapped out of my stupor, and dutifully complied with the mare's request, flipping through my inventory to my SM/AIR, and as I noted that it had 90 cartridges left in its 150-round clip, I mouthed a silent prayer to the Goddess of the night.

Luna, what in pony-hell is wrong with me!?

-----Λ-----

I gently placed a hoof on the heavy oak door, and, while wishing that the hazard course I'd been forced to take at Black Mane had provided training in breach-and-clear scenarios, gave it a shove. It refused to budge.

All for the best, I thought. I really didn't like the looks of this place anyway.

I stole a glance back towards Alyx, who had unholstered her strange repeater-pistol, and was busily scanning the horizon for the creatures of which nightmares are made that doubtlessly lurked in the jagged voids of darkness carved out of the moonlight that painted the stone pathways and tops of the untamed overgrowth. Already, I felt terrible guilt for my *advances* on her that resembled that of an adolescent colt who'd just met a mare in heat during hugging season. I'd have to think of some way to make up for it later, provided I could get over this... this *sickness* from the headcrab poison. Not to mention getting our rear-ends to the roof of this Goddesses-forsaken schoolhouse.

I lowered my head and banished all thought from my mind except for that door which stood in my path, silently mocking me, *daring* me to open it as if it were part of some juvenile hazing ritual. As I began to enshroud it in the violet light of the magical energies I channeled from the ether by some mystical and ancient gift from the forgers of the universe, as I felt that timber in the grasp of a disembodied hand that had its origin in my very soul, and I felt the creaking, cracking, and bending of every microscopic superstring of mostly carbon, hydrogen, and oxygen that determined its nature and imbued it with shape and strength... for some reason on which science is silent and faith is uncertain... I thought of the words of a very short poem by an ancient philosopher whom I am certain I never learned about in school, and whose name, I only recently discovered, was Hobbes the Deep;

There is a place I must go that I wish I did not.

There is a door I must open that I wish would stay shut.

I tore that cuddling door off its hinges and cast it aside like the wrapper of a sunflower burrito. I never even saw where it landed, and I didn't care, because right at that moment, I once again laid eyes on my little brother, John. Other than looking *years* younger than he should have been, he still had almost the same steel-grey coat that I had, the same green eyes, no horn or wings, and a stringier, shockingly blonde mane that was combed in a way that threatened to cover up his right eye, thereby depriving him of the ability to perceive depth.

He was just standing there, staring at me blankly, unblinking, despite the professional-grade flashlight being shone in his face. He regarded me with empty, green eyes from the far side of a headcrab canister that was sunk so low into the floorboards, all you could see was a long-dead sensor pod fastened to the cylindrical wire cage that had once been stuffed full of the despicable creatures; And even that was partially obscured by one of the 'fins' from the section at the end where the three metal flaps that formed what I had taken to calling the 'containment vessel' flared outward from the body of the delivery vehicle.

My body language closely resembled what I interpreted my brother's to be; Shock. Shocked, like I hadn't been before when I warmly greeted John, whispering into his ear that he had better get himself to class if he didn't want to be counted tardy.

I knew that he wasn't real.

My vital-signs monitor read '55', and another warning message about the poisonous neurotoxin swimming around in my bloodstream was blinking in the periphery of my vision, impatiently waiting to be dismissed.

"You're not real," I finally worked up the nerve to say, though it still came out shakily, as if I wasn't sure of it myself.

"What're you talkin' about, Grody?" my brother laughed. 'Grody', a colloquialism for "gross" had always been his favorite nickname for me. The *real* him, not this pathetic imposter.

I tried to ignore him, trotting over to one side of the classroom, looking up at the low ceiling for a trap-door to the attic, where I just knew more horrors awaited me in the darkness. The debris from the collapse of the bell tower was responsible for the convex bulge in the ceiling, which lay between the entrance and the jagged hole that marked the entry point of the Combine-approved dissent queller; The little structure had collapsed inward, straight down. Recalling the effect a mortar had had on Twi-... On Alyx's house, I saw a stupendous contrast here in that I did not see any great amount of debris; It was almost like somepony or something had cleared the place out.

However, whoever had done so had stacked all of the foal-sized desks

along the wall in the most idiotic fashion, and I tripped over one of the stuck-out legs, smacking my jaw first on the protruding leg of yet another desk in front of the first, and then into the hard, wooden floor, my SM/AIR clattering to the ground almost on top of my head with a thunderous crash that testified to its tremendous weight.

NNNNnnnnnnnnngggghhhh. Oh, hey, my health monitor hasn't changed. I guess us scientists are just supposed to suck it up when we dislocate our jaws. The preceding was thought with some measure of discontentedness, which, I noted, was a very long word.

I moved my tongue around my mouth, feeling at least a handful of rocky, bloody bits, and I tensed my jaw, feeling that it wasn't the ligaments near the back that hurt, just the part of my mandible that had come into direct contact with those *stupid bucking desks*, meaning that I had not, thankfully, dislocated my jaw after all.

I guess that tiny lady that lives inside my suit is smarter than I thought.

"Hey, you alright, bro?" John asked.

My hazard-light shone through the cracks between the boards, and I could see movement... and hear noises. Voices. Muffled, distorted, high-pitched wails and grumbling.

Gritting my flat, herbivorous, and now, just a little chipped teeth, I raised myself back onto all fours, and commanded my SM/AIR to do the same. In a sudden fit of anger that surprised even me, I violently bucked away the miniature wooden desks that I had tripped over, sending them both flying across the classroom to smash into the dusty, dirty bookshelves lining the walls. Their books, having been exposed to the elements ever since the overpressure wave from a Combine mortar shell blew out all the windows, had mostly turned to sticky cottage-cheese with the occasional intact binding or dust-cover.

I whipped around and screamed, "**YOU ARE NOT MY BROTHER!!**" at the apparition before me, who reacted by staring back at me without expression or emotion.

"YOU ARE A HALLUCINATION PRODUCED BY MY NEUROTOXIN-

LACED MIND!! You don't CUDDLING exist!!

I looked over to my left as I heard a disturbing cacophony of scraping and scratching mixed with garbled wails that almost sounded like prayers to the Princesses; I think I picked up a garbled 'Luna' or 'Celestia' here and there.

My brother sadly regarded the creatures that were clawing their way up the black metal of the headcrab canister from the blackness of the crawlspace below.

"They didn't know where else to go."

I saw the first one of them poke its head up from the pitch-black depths. It's not that it *had* a headcrab on its head; Its head *was* a headcrab. The skulls of these creatures were so small, that the parasites swallowed them whole. *Dear Celestia*, I realized. It was a foal. I saw its could-have-once-been-white body emerge from beneath the floorboards. It was little else but a skeleton wrapped in a paper-thin sheet of skin and fur, which, being designed to encompass a great deal more mass, sagged along its little tummy in loose, bunched-up folds.

I whispered out loud not to my brother, but to nopony, really, "But it was midnight. There weren't any foals here, there *couldn't* have been!"

My brother continued the story in a solemn and somber voice. "When the attack began, the falling of the shells and the screams of the wounded and dying awoke each child. They galloped into the streets in their pajamas and nightcaps, and wandered, lost, alone and confused. Not knowing what else to do, they gathered inside the schoolhouse, a place that to them seemed safe, a place that was warm and familiar."

It was amazing. The hallucination was delivering a narrative like he was in a play, the zombies were actors, the classroom, a stage, and I, the audience. And for whatever reason, I stood there and listened; I was transfixed.

Several more of them had crawled up the crooked mortar shell and now lay on the floor, gasping for breath through their tiny little abdominal stomach-mouths, which looked as if the mutative effort had been halted halfway

through. In fact, only one of the little things looked like it had even the initial pseudo-form of the shark-like teeth I'd seen on every other zombie, and it was the same story with their little pincer-like forelegs; Like the zombification had been aborted partway through.

"They locked themselves in tight, but they didn't know there were headcrabs under the floorboards."

More still were emerging from where the mortar shell pierced the floorboards, their number now easily over a dozen, perhaps two. The first ones to have emerged were finishing up catching their breath, as the short trip seemed to have absolutely exhausted them, and were beginning to get to their hooves. Their manes may have been covered up, but I now noticed that every single one of them had tails that were white as an old lady's - One of the classic effects of chronic malnutrition. I knew that zombies could lay dormant for extremely long periods of time to conserve energy, but these ones, these *little* ones, looked like they had been pushing the absolute limits of how long a zombie could go without eating before it starved to death.

"The only one of them who knew how to use the lock was the first to be possessed. The rest were trapped in here with the headcrabs. Some of the more clever ones tried to climb up the bookcases and out the windows, but foals are far easier prey than headcrabs are used to, and none made it very far."

One of them was painfully, hungrily, inching its way towards me when one of its rear hooves caught on some kind of cable or hose lying across the floor that I hadn't noticed before. The thing roared at me in a voice that was higher-pitched than any zombie I'd ever encountered before. Though the vocalization was unintelligible, its body language got across what words weren't necessary to convey; It was *hungry*, and I looked absolutely *delicious*.

The imposter of my brother concluded his story with, "When they entered this room, they thought they had lucked out. They saw no headcrabs, and were only dimly aware of their connection to the mortar shell lodged in the floor. They thought themselves clever when they locked themselves inside their own death chamber."

My targeting reticule projected onto my glasses hovered over the starving zombie that crawled on its virtually nonexistent belly towards me, and I saw that its little neck could barely hold up the weight of the fat headcrab engulfing its skull, draining its host of nutrients to feed itself.

I... well... I seemed to have just a little bit of difficulty squeezing the trigger-plate of the infantry-suppression weapon. I imagined what a '67-tier depleted bronyium bullet would do to that zombified foal, and... well... I didn't much care for it.

Then, at *that moment*, it finally occurred to me to ask, *Why is there a hose on the floor?*

I followed the rubber tube to its origin; A large, white metal canister emblazoned with three blue diamonds. Printed across the front in a fancy, curvy font were the words,

"Rarity's Vineyard Scent"

Right under that was what I guessed was the company slogan,

"For Mares & Stallions With Generously Good Taste"

Pfft. Perfume? Perfume is *not* for stallions. Deodorant, yeah, sure, but perfume was most definitely a *lady* thing. Or at least, it was eight years ago; I suddenly considered the radical possibility that perhaps in this post-war world, maintaining personal hygiene had become so tremendously difficult, that especially amongst stallions - who naturally produced the strongest odors - social attitudes towards the employment of scent-masking chemicals by males had greatly relaxed. It was an intriguing proposition that had absolutely nothing whatsoever to do with the life-threatening situation at hand, but for some reason, I just found it so *utterly, utterly fascinating!*

When I finally returned from my mental holiday, I noted two major things that had changed while I was gone. First, I noted that there was a foal-sized zombie wrapped around my leg, using its pathetic, unfinished stumps of pincers to try and scratch through armor that was designed for use in unsafe working conditions such as the actuating ring of an electron catalyst destabilizer (which, trust me, was quite unsafe, at least for organic beings),

and another one was lying on its back, sucking on my carbon-nanotube-polymer- -enshrouded tail with its toothless, partially-formed stomach-mouth. For a zombified foal whose body was eating itself from the inside out, I thought it actually looked kind of adorable.

The second thing I noticed was that the air now smelled *exactly* like a vineyard. Or at least, what I *imagined* a vineyard would smell like, as I'd never actually been to one, but if I *did*, I imagined it would smell like... grapes... and wine... although why it would smell like wine, I didn't know, as you would think that came at a later stage in the wine-making process, not that I'm an expert in wine-making... as I... I never actually... did take an interest in... th-.... culllllllllllllnaaaaaaaaaaaaarrrrry. Arts. The art... of... hey... does anyone know what *hazardous chemicabiuhlogica* something something means?

There was a pretty light blinking in front of my face, and I looked at it really, really close to see what made pretty lights go blink, blink, blink, blink, blink, blink, blink, blink, blink, blink, oh hey, where'd it go?

Suddenly, there was clicky-clicky sounds and something pressed against my face really tight, and I think it made my glasses go backwards like, like how does that even... Is that Alyx screaming?

“GORDON! GET DOWN!” she yelled as she unholstered her polished-silver repeater pistol and proceeded to unload its custom-tooled clip into the swarm of bite-sized zombies that were crawling under, over, and around each other to get their turn at failing to devour my juicy pony flesh.

“NOOOO! STOP!” my little brother yelled, “They’ll starve to death if they don’t eat something!”

I don’t think Alyx heard, because she just kept firing into the crowd, which had lost a few of its members already, and was beginning to reconsider eating me, and going for her instead.

“What the hell are you waiting for, Gordon!? A hug!? Get your ass over here!” Alyx yelled from the open doorway at the far end of the classroom. I noticed something... odd about her. It was like she was *shimmering*, oscillating back and forth like a stone beneath a clear pond, except the distortion grew wider to one side and narrower to the opposite...

“NOW, you son of a bitch!” Alyx raged.

Cuddle. Right. Leaving.

I bucked two zombies in their beachball-like heads – one of them was apparently a unicorn, and the force of the buck caused the horn to break through the headcrab’s skin, squirting me with a stream of its dark, stolen blood. Then, after I kicked off another pair that were trying to wrap what was once their forelegs around mine, I began wading through the crowd of combat-ineffective brats towards Alyx’s psychedelically distorted form.

Just a little under halfway there, I realized the true nature of the visual anomaly. *Wait a tick. That’s gas! And it’s coming from one of those big white canisters that say ‘Rarity’s Vineyard Scent’!* I thought in an accent not entirely unlike that of the legendary Trottingham detective, Sherclow Holmes, whose name was a hilarious play on that of real-life detective, Sherclow Pones, who was not actually stationed in Trottingham, but was in fact on *loan* from the New Yoke Police Department when he briefly became a household name after solving a whole series of grisly murders, thus providing the inspiration for the famous character. But I digress.

Much like Sherclow Holmes, I put the pieces of the puzzle together to deduce the following: In its haste to free its entrapped limb, the zombie that had gotten its hoof caught on that peculiar hose had yanked the entire assembly free from the canister, the valve of which was at present dispensing an extremely fine mist of an olfactually-overwhelming chemical cocktail that this ‘Rarity’ called *Vineyard Scent*. The perfume seemed to be extraordinarily irritating, even intolerable, to the possessed ponies in the room, some of whom had actually begun dragging themselves back down into the crawl space, seemingly to claim refuge from the overpowering fumes.

I had almost reached Alyx, whom I noticed was taking very careful aim at something behind me, when I risked a glance over my shoulder. Scattered about the classroom floor were the tangled and writhing bodies of two dozen starving zombies, many of whose bodies had been plugged full of holes from Alyx’s burst-firing pistol. I could see them shaking as the stinging perfume in the air slowly seeped into their open wounds, which I noted drew surprisingly little blood, as the bodies they belonged to were at

this point more dead tissue than living. Amongst their number, I thought I saw a... *white* headcrab. It almost... no, it *did* look like it had been... painted? Somepony painted a headcrab to look like... What was that?

It resembled a ceramic doll, complete with a pair of red, painted-on lips, 'eyelids' with blue mascara, blush on its 'cheeks', and most horrifying of all, painted-on eyes with long, delicate eyelashes, half-closed and relaxed.

They looked almost like... like... well... I thought... they looked like the kind of eyes a mare would look at a stallion with when she was in the *mood*.

Dear Luna on the cuddling Moon, it was one of the most disturbing things I'd ever seen. It wasn't just the physical appearance, it was the *knowledge* that somepony would be spending any amount of time at all *drawing 'come hither' eyes on neurological parasites from another dimension*.

I think... I don't really remember all that well, but I think I had just begun my mental ritual to erase that particular image from my mind when Alyx fired that damned pistol right next to my head.

I didn't *hear* the gunshot. I *felt* the meatus in my ear canal recoil from a pressure wave. There was no hearing in that ear for a good, long time afterwards, just bells that would make a charity solicitor around Hearth-Warming time burn with envy. I saw that little headcrab jump into the air like a jackrabbit that had just stepped on a hot stove. There was a flash, a spark as at least one of the rounds from the three-shot burst found its mark and connected with the white paint that coated the crab's body. The fine mist of sweet-smelling perfume that inundated the enclosed space ignited, and a snake of flames twirled and danced its way along an immaterial causeway of reactive compounds back toward its source, the broken valve of the canister with the three sapphire diamonds.

I whipped around to shield the unprotected Alyx, though I can't remember if I actually managed to grab hold of her. My Hostile Environment Helmet (*For use in environments that are unbreathable, are actively working to inflict bodily harm on the user, or both!*) was already deployed and secured, as my hazard suit had identified the chemical as being unsafe to breathe, and I had drunkenly accepted the prompt to extend the air-tight headpiece.

Not a tenth of a second after the warning symbol for 'fire' was etched onto the lower-left corner of my folded-back and locked glasses, the dancing spirit of flame that had engulfed the classroom concluded its upstream

journey against the high-pressure jet of *chardonnay*-scented mist, and battled its way inside the great white cistern to greet all of its molecular brothers and sisters imprisoned within, with every intention of setting the captives free.

The last time I was that close to an explosion, I had launched a fragmentation grenade at a Combine patrol that had been waiting for me on the first floor of the QUILLS & SOFAS building back in City 7. When it went off, I miraculously avoided taking any shrapnel to my uncovered and unprotected face, though I *did* feel like I had been punched with the fist of an invisible giant whose girlfriend I had just called a doubler-cuddler.

That hurt like a bitch on fire, but I was very, very lucky (or blessed, thanks be to Luna) in that I was not *mutilated* by the explosion, which brings me to my next point.

Whatever modicum of good fortune could be said to have befallen me lately befell the freaking *heck* out of me at the moment that canister of highly flammable perfume had its insides tickled by a tongue of fire, for my HEH (which I actually *do* pronounce like a chortle) was already extended, sealed, and locked - In fact, it had been for several minutes.

Because of one of those annoying little warning messages that normally only serve to drive me bonkers (and I apologize to anypony who may be offended by that word), I did *not* lose all hair, skin, and muscle tissue around my skull when Ponyville Elementary exploded like it was getting paid for it. Behind me, so powerful I could feel it burning against my reactive-armor-enshrouded rump, was a roiling ball of fire that lit up every building, tree and signpost within at least a city block in every direction, dying them in twitching strokes of electric orange and yellow that contrasted so beautifully with the architectural schematics drawn in shadows black as the void of space and painted on every surface that would accept them, it made me believe that the creator-spirits must have been artists themselves; Either that, or total pyros.

*That... was NOT... **perfume***, was the first thing I remember thinking after I regained consciousness; I wasn't sure how long I'd been out, or even if I'd been out at all, but the one thing I was sure about was that no damned perfume was that powerful of an explosive. The wine scent must have simply been a coincidence. They had been deliberately set up as a trap; A

zombie-killing trap. How inventive.

One. Two. Three. Four. I counted my heartbeats to try and convince myself that I was still alive. But something was off; They almost seemed to come in pairs, the second perpetually fainter than the first.

When I opened my eyes, two beautiful amber ones were staring back at them. Two eyes that had already seen too much for such a young soul, and were only destined to see more.

“The school blew up,” I rasped as I retracted my heaven-sent helmet back into its storage position.

Our faces were millimeters apart, and I was keenly aware of the fact that her body was underneath mine. As my retracting helmet clicked, clacked and folded its way back into my flame-broiled hazard suit, it revealed a one-point-six-kilometer-wide grin plastered across my face, which I still had thanks to... thanks to something, it was definitely thanks to *something*, be it Pinkie Pie’s GUI code, or the Goddesses’ favor, or the laws of physics, or what have you, but I was thankful to *something* that I still had a face. Alyx couldn’t help but smile back as I finished my thought being reminded I was alive with each breath of hers I felt on my chin.

“The school blew up, and while I was unconscious, you took the opportunity to set us up like this,” I remarked in an I-am-quite-frankly-shocked-and-appalled tone as I gently pushed against her chest to adjust my position a bit, and I was utterly delighted to hear her musical giggle in response to my pitiful attempt at humor. “Didn’t you? *Didn’t you!?*” I egged her on, eliciting additional laughs more powerful than the first. It must have been the moment, as I’m almost positive I’m not that funny. However, I dismissed the thought, deciding to just take what I could get.

For a moment, lying there, playfully pinning Alyx to the ground of a schoolyard, I genuinely felt like a foal again.

Foals.

Images of the previous half hour’s events came screaming back from short-term memory, further guaranteeing their unfortunate but inevitable conversion to neigh-un-erasable long-term memory. I saw the zombified

foals, their bodies still skeleton-thin, their headcrabs still fat and heavy, their appendages still partially-formed, their coats still faded and thin and coming off in places, and all of their tails still white as snow. I heard their abnormally high-pitched whines and moans as their headcrabs fished around their frustratingly undeveloped brains for the right synapses to complete.

I would never forget.

I rolled off of Alyx's smaller, softer form, and looked up from my position on the concrete to observe the blazing inferno that was Ponyville Elementary.

"There goes our holdout spot, Alyx. Up in flames." I was entranced by the dancing, twirling tongues of yellow and orange flame that it seemed were putting on a show just for me, so I didn't even notice when my rescuer put her hoof to my forehead.

"Dear Celestia, Gordon! We were almost incinerated back there, and yet you're... you're cold as an ice cube!"

"Ha! Isn't that just the damndest thing?" I laughed as if it was a joke.

Alyx angrily confronted me. "No more bullshit, Gordon! What the *hell* is wrong with you!? Tell me *RIGHT NOW!*"

I sighed heavily. I couldn't hide it from her any longer.

"Alyx, I think I'm dying. From that black headcrab. Back in the... the Library."

"... Shit, Gordon. Shit. Uhhhnng..." Alyx sat down heavily on the concrete, cradling her face in her hooves as she tried to think, lightly interspersing her groans and grumbles with the occasional taking of one or more of the Princess' names in vain.

"There's a hospital – well, clinic – near here; Ponyville Urgent Care. I remember – I went to this school a couple of years, and..." Alyx shook her head as she tried to think over the sizzling and popping of the blazing primary school to her left. "I remember, because one day, I was out at recess, right over here, and some little colt in my class did that thing where

you go ‘think fast!’, you know, and he bucked a freaking *basketball* – the heaviest ball we had, okay? – at my head, and of course, I didn’t... Goddesses, I’m not going to explain.

The point is, they took me to Ponyville Urgent Care, and I remember – *PUC is really close by* – I... I remember that *very* clearly, PUC is nearby. It’s...” she stood up, and whipped her head around, trying to get her bearings. “It’s *behind* the school, that way. Behind and to the right... I think there’s a... oh, buck it, just come on, I’ll remember.”

Before heading out, my mare friend turned to look at me over her shoulder, and I saw the deep, painful worry on her face illuminated in the bright light of the inferno. Suddenly, as if it was a shocking and unprecedented revelation, it occurred to me that if I died... if I were to die, I would never see her again. Well, I might see her in an afterlife, but... damn, then I’d have to sit around on the infinite plains of eternal undeath waiting around for her for who knows how long.

“Alyx,” I called out to the figure half-clothed in shadow before me. “Alyx if we die, we have to make sure to die at the same time, okay?”

She almost paused her forward march, but thought better of it, opting instead to go for another look over the shoulder, this time with a kind of bemused affection that made my heart flutter, speeding the rate at which the neurotoxin contaminating my bloodstream was transmuted across my straightforwardly-named blood-brain-barrier.

My confused and distressing thoughts continued as we approached what was once the soccer field behind the school.

Wait, what if she doesn’t go to the same afterlife as me? Luna on a boat, what if there are different afterlives, and me and Alyx don’t go to the same one?

Alyx paused, as she nearly stepped on what looked like a pile of debris from a distance, but on closer examination, we saw was actually the corpse of one of the zombies that had been thrown clear in the explosion. She knelt down, shaking the glowing embers from her mane that clogged the air, and as she examined the burnt, unnatural, and unusually small corpse in the glow of the burning school, I thought,

Or what if one of us ends up in one of the hells?

I watched as her face contorted into an expression of horror and disgust that surpassed every other I'd seen from her up to that point.

"Luna cuddle the moon, Gordon! They're *blank flanks!* ...I just k-, I just kihhhuh-..." She couldn't even finish her sentence without gagging, as if she was literally choking on her words. Dry-heaving for a few agonizing seconds, but failing to vomit, she erupted into deep, painful sobs. As if she felt a basic, biological need to say the words out loud, the caramel mare let out a last, deep wail of sadness, and the next huge gasp of air that filled her lungs would condemn her before it left her body.

Alyx looked up at the blackness above and saw a perfect and unblemished moon that looked down on her unforgivable sin lying before her in a pile of ash, bathed in the damning light of the flames as if she was already in hell, and screamed, ***"I JUST KILLED A BUNCH OF FOALS!!"***

-----Λ-----

Tick. Light goes on. Tick. Light goes off. Tick! Light went on! Tick! Light went off!

There is an idea floating around the scientific community of Equestria called the Infinite Worlds Theory. It states that for every action, there exists a distinct alternate reality for every single possible outcome, an entire *universe* created for just that *one* variable of that *one* action at that *one* point in time and space, a universe where everything is exactly the same as ours – except for that *one single quantum event* that turned out differently. I don't know how I even got to this point, but what I was thinking as I obsessively-compulsively flipped my hazard light on and off and on and off was,

In some other universe there must be a very sad pony with a very broken flashlight. Not that Infinite Worlds isn't a load of shit.

“I’m not as good at this as my mother. Just one of many, many things that fall under that category,” sighed the lightish kind of tan, or possibly caramel-colored mare in front of me as she actually *looked* at her horn, cross-eyed, attempting to magically cut a path through the thick grove of shoulder-high weeds that if you squinted really hard and turned your head sideways, almost looked like it could have once been a soccer field.

“Teleportation, for example. And, goddesses, do I wish that wasn’t so, sometimes.”

Quite frankly, I was pretty tired of listening to her talk by this point. I couldn’t even remember her name anymore. Come to think of it, I couldn’t remember *my* name anymore. And I realized that I didn’t even care! I didn’t care if I couldn’t remember my own name!

“HA!”

My outburst caused my companion to abruptly stop and turn to face me, glaring at me with the kind of look you’d give somepony who had just stood up on a table in the middle of a crowded restaurant and declared that narwhals should have the same rights as everypony else.

She sure had changed in the past... I don’t know, half an hour, something like that. She’d been lying on the ground, sobbing her freaking eyes out over some dead body or something, for like, *ten freaking minutes*, and then I think I said something to her, and that made her *more* upset, so I just kind of wandered off a little ways – I wasn’t going to *leave*, but I wasn’t going to come right back either. I just, I don’t know, needed some fresh air.

Then... then I saw these ponies trotting up to the school, and I was like, ‘hey school’s closed, you can’t go in there,’ and then they started to get real close to me, and I was like ‘whoah there buddy, you don’t have to get upset,’ and then one of them started freaking *wailing* on me like I’d just called his wife a doubler-cuddler or something, and... then Alyx runs over and she freaking *shoots them in the face* which I thought was pretty hot, you know, seeing a mare handle a gun like that... and then... after that, we took off, for some reason.

“Hey,” I asked the mare who hadn’t taken her eyes off me since we stopped in the middle of the stupid grassy field that I didn’t want to be in and probably had snakes, “What’s your name?”

For some reason, she grimaced, her eyebrows shooting up in concern. Not that her eyebrows were actually concerned, it's really more of a metaphor than anything.

"Gordon... you *really* need to get to a hospital don't you?"

I wasn't listening. I wasn't even there.

"Gordon?"

I was on a carriage that was carefully making its way down a seaside road that some unfathomable machine or magic had carved from the face of the bright-white limestone bluff. Its peak lay some thirty meters above us, the whole magnificent thing casting a shadow some distance out into the sea, enshrouding much more than just us in cold and dark despite the otherwise sunny and warm day.

"Mom?" I asked the faded-black mare next to me in the coachpony's seat. To me, she seemed nearly as tall as the cliff behind her.

"... and this chick, oh, you would not believe this chick they had me replace. She let them get away with anything! Anything under the sun! Neighthan – she even let them use sick leave days for vacation days -"

"Maaaaawwwwm," I called out. Again. And she ignored me. Again. I hated being ignored.

"No, I agree completely, Raz; Breaking the ratio rules is totally unprofessional. It's like I always say; You've got to follow the law, and if you don't, they will cu-"

"Neighthan!" my mother scolded the off-white stallion pulling our lousy beater of a carriage.

"...sorry – snuggle – your... stuff up," he verbally backpedalled.

"MAAAAWWWWMM!!" I whined.

“YES, Gordon, what do you want?”

Of course, at that point I had almost forgotten what it was I was going to ask her, and it took me a second to remember... something about the hospital... and what the they were going to...

“AH! Yeah, uhm, are the doctors going to put me to sleep when they pull my teeth out?”

My father looked at us over his shoulder as he answered his wife’s question. “Yes, Gordon. We’ve already told you this, but it seems you weren’t listening.”

My mother hated being interrupted as much as the next pony, but she just loved seeing her husband interact with their son, so she let it slide.

Then, without warning, my brother smacked me upside the head, making me nearly lose my balance and tumble down the cliff to my almost-certain death!

“OW! What’d you do that for, ya mule!?”

“What did I do that for!? Gordon, if you don’t cuddling snap out of it, I swear to the Goddesses, I am leaving your ass with the zombies, do you understand me!?”

I blinked. It was dark. It was very, very dark, and we were in the middle of a... well, if you tilted your head and squinted, it almost looked like it could have once been a soccer field... next to a burning one-room schoolhouse.

Dear Princess Celestia. I’ve lost it. I’m hallucinating now.

“I’m past the point of no-permanent-brain-damage aren’t I?” I guessed while glancing at my health monitor, which read 24, the lowest I’d ever seen it.

“Yeah, probably,” Alyx spat, clearly extremely irritated. “You know, Gordon, I really, really wish that you had **TOLD ME YOU WERE FREAKING DYING**, like, before the ELEVENTH HOUR,” She screamed.

I would have apologized, but I didn't feel that my present mental state was in any shape to explain my past mental state, if that makes any sunflower-sniffin' sense.

We stepped out of the brush and onto a nicely paved avenue that still had a few working streetlights, and I almost fell over when I laid eyes on Ponyville's local Taco Bellflower. The front of the gastrointestinal-adventure of a restaurant had been smashed into several million pieces of glass and brick, along with the rarer and more expensive *metal* that had once held the two together.

There, sprawled across the debris so that it was half inside and half outside the broken wall, bent, broken, and bearing more than a handful of the deep, unmistakable scratches that can only come from a dragon's claw, the blue, alien steel of a Combine Hunter-Killer chopper lay glinting in the light from the moon and the flaming school behind us, in addition to a modest amount from the smattering of streetlamps along the boulevard.

So this is where it crashed.

I had hardly put my fourth hoof on the pavement before Alyx fired a trio of three-shot bursts into the plump, round heads of an equal number of zombies who had gathered around to study the specimen of alien technology. Or maybe they were there because it smelled like food, or because it was shiny and made noise, or it's entirely possible that it was some combination of those three things; Advancement of zombiekind's knowledge, acquisition of tasty treats, and artistic appreciation of shiny, noisy things.

I unholstered my Saddle-Mounted Anti-Infantry Rifle and drilled smoking-hot holes almost as big as my foreleg in the other half of the crowd of spectators. The toxins clouding my thoughts were apparently causing me to hallucinate, so it was with great suspicion that I made my way over to the crash site to investigate the freshly-made corpses.

Their faded coats were almost all the colors of the rainbow; Yellow, orange, purple, red. Lots more red now, of course. I shrugged. They looked real enough to me.

“Hey, Alyx,” I called to my companion whose name I now remembered, though for how much longer I didn’t know. “Do you see these dead zombies over here? And, for that matter, the heli- Hey! What is it!?”

“Look,” was all she said as she pointed her hoof down the street.

I peered into the far reaches of the darkness with my suit’s zoom function, and by the grace of Celestia, there it was, where the road split into a T-intersection, with big, red letters hanging above the main entrance, illuminated by an amazingly still-functioning spotlight: **ONYV LLE URGENT CAR.**

“The hospital!” I looked to my right at the still-burning schoolhouse across the field. It looked just about ready to collapse.

“Wow, you weren’t kidding when you said it was close by,” I remarked.

Alyx gave a frustrated sigh. “No, Gordon, below that. On the street.”

I looked again, this time noticing the glowing blue blades of one of that crazy unicorn’s contraptions lying roughly in the middle of the road. And all around it were dozens upon dozens of possessed ponies. Some had begun shambling in our general direction, but the majority crowded around the whirring ‘art piece’, seemingly transfixed by it.

I commented, “I didn’t know zombies could see.”

Alyx replied, “I think the problem is that they can’t see very *well*.”

I’m proud to say I was still perceptive enough to get the joke.

“They’re not that bad-looking,” I said while admiring the spinning blades through my digitally-zoomed rangefinder. The metaphorical *walking dead* seemed to have a bad habit of wandering too close to what I increasingly suspected was *not* just a piece of art, but a beautifully simple killing machine.

Whenever that happened, the rotating blades would, of course, saw through their flesh at about neck level, sometimes decapitating the poor ponies, and sometimes leaving their headcrab-laden heads hanging off to

one side, attached to their former owners by nothing more substantial than a string of flesh or a particularly strong-willed vertebrae.

Hmmm. Rotating blades.

Alyx had lain down on the cobblestone and begun picking off the monsters from a distance with her favorite weapon. I turned to shine my hazard light on the ruined Combine helicopter. The tail rotor seemed to be mostly intact, and I'll bet it was quite sharp.

No. Bigger.

I turned my light upwards to the primary lifters; Two of its several-meter-long blades were crumpled and bent, but the other two were mostly undamaged.

"Gordon, I know you're slowly descending into madness and everything, but could you please help me *kill some of these cuddlers!?*" Alyx pleaded.

Ignoring her, I concentrated on persuading the axiom of the blades loose from its peculiar blue-metal enclosure, which was thankfully already quite loose, having endured a point-blank detonation from one of its own missiles, followed shortly thereafter by an uncontrolled and unplanned landing right into one of the worst restaurants in Ponyville. It came off with a creak and a snap, and I floated the enormous assembly towards me, noting that even if it *was* made out of advanced alien space-metals, it was still *incredibly* heavy, making me infinitely thankful for that creepy voodoo-witchcraft in my suit that amplified my telekinesis.

"Gordon!" Alyx yelled at me while she gracefully levitated a fresh clip out of her jean-vest, "What, are you *ignoring me* again!? What in Celestia's name are you doing with that helicopter!?"

I turned to look her in her amber eyes - the dark sacs under underneath them surrounded by lines and wrinkles of worry were obvious even in this light, such was the stress of the past few hours.

"I'm helping you kill those cuddlers," I stated with vulgarity that was becoming increasingly commonplace for me.

She blankly stared at me for a moment, then to the blades, then simply nodded. She tried to conceal it, but I could see the foal-like excitement creeping into her stare.

You want to watch them get chopped into pieces, don't you? I thought in a teasing sort of way.

I wrapped my mind around the adjacent pair of four-to-five meter long blades that were too damaged to use, and, not for a single moment thinking it would work, yanked them as hard as I could in opposite directions. To my great shock, they actually popped right off, like they were attached *magnetically* or something, which you'd think would be absolutely ludicrous for a connection that would be under as many gees as the blade of a helicopter. And yet, here they were, snapping apart like toy building blocks, with no discernible design element that suggested more mechanical attachment.

Huh. I guess the Combine have evolved beyond the use of screws, I thought as I used my unicorn magic to launch the useless things into the night sky, hoping that wherever they landed in this forsaken town, they wouldn't hit the ground before slicing open some unlucky zombie or headcrab.

With, I should note, much greater effort, I popped off one of the good blades and repositioned it so that it formed a straight line of death as wide as the entire street. It was too perfect, like it was *meant* to be, like... *destiny*, or *fate*, or, I thought as I gazed at the magnificent majesty of the full moon, the answer to the fervent prayer of a desperate little pony, lost, alone, and confused, in an alien world surrounded by alien things.

Warning: Vital signs critical.

I raised my makeshift horizontal guillotine in front of me, and willed it into position between us and the starving horde of involuntary murderers and cannibals.

I am in Xen now. I see islands of strange rock floating in the air, orbiting like moons around a planet, barreling through a formless void that was both sea and sky, an ether of green and blue and black that swirled without movement and burned to gaze at.

The horde was steadily, patiently moving forward, shrinking the distance between us every second I delayed. "Gordon, whatever you're going to do, hurry up and do it!" Alyx insisted. Goddesses, there were so many of them I couldn't even see the clinic anymore.

"Goddesses! They call you goddesses!" I screamed inside my airtight helmet before once again breaking down into shameful sobs of self-pity. Before me, lying scattered in the alien regolith, was a pump-action shotgun, an SMG, a crossbow, and even a pair of experimental directed-energy weapons. And they were all completely useless because I had not one round, clip, charge, or bow left for any of them. I was knee-deep in aliens - flank-deep, even - and not only did I have no way of fighting them, but I was also so far, so totally, so fundamentally removed from my usual plane of existence that the very thought of going back home was comical.

"CELESTIADAMNIT, GORDON! If you don't shoot that thing in about five seconds..." I could have guessed what Alyx was going to finish her sentence with, but for some reason she couldn't bring herself to threaten to leave me there.

That's probably because she cares about you, you bleeding numbskull, I counseled myself, apparently in such a state of mental degradation that I had resorted to using Trottinghamian vernacular when addressing myself.

I raised my razor-sharp ambassador of friendship once again, and tensed it in the mystical folds and strands of magical energy emanating from my horn, which now glowed so brightly it outshone every other light source I could see down the haunted avenue.

I drew back, and whispered a quick prayer to the Princesses that I had learned from the small minority of ponies who revered them as living gods before they vanished with the arrival of the Combine;

*Send Thy angels to guide my sword,
'Til friendship and harmony 've been restor'd.*

I set the blades free, telling them to fly like they were still attached to a helicopter.

Ponyville disappears, and I am once again lying on that horribly familiar alien soil. My eyes are closed tightly shut, and I am whispering something inside my head. It is my first prayer.

I don't know about the Princesses. I don't know a lot of things. Hell, that's putting it lightly. If I've learned anything from all that study and research, experimentation, observation... It's how *incredibly, unbelievably* ignorant we really are. Especially me. I couldn't theorize my way out of a wet paper sack.

If there is *anyone* out there, if *anyone* or *anypony*, or *any anything* is listening... My name is Gordon Freemane, and I am lost and alone in an alien world surrounded by alien things, and I am scared that I am going to die... and because of that... because of my *failure*... I am scared that all of my friends are going to die, too.

Please. I need help. I really, really need help.

When I opened my eyes, I saw fifty headless, neck-less, and even faceless corpses strewn across a dark, empty, and still boulevard; a rainbow of colors smeared, spattered and dipped in red. My improvised horizontal guillotine had performed flawlessly, even cutting through the spinning-blade contraption that had once lain in the middle of the street, its glowing, bluish blade simply *gone* – it was probable that it had either rolled away or taken to the air the instant it had been freed from its pole. A number of streetlamps had also been pared down, making my flashlight almost the only source of illumination.

The street was not perfectly flat, and the zombies were not all the same height. Some had been sliced through at or even beneath the shoulder; the force from the sudden impact with so much mass had sent their bodies flying backwards, and large portions of their back and withers were now bloody flaps of skin and fur, the helicopter blade having violently cleaved into them, but failing to completely tear off the strong, flexible pony hide.

At the other end of the scale were a few that the blade cut into at such a high angle that literally only the headcrab, or part of the headcrab, was removed. Those ponies got to taste freedom's sweet nectar for a few precious moments before their irreversibly-altered brains died along with

the headcrab that had unjustly imprisoned them inside their own bodies for the past half-decade.

I peered into the mass of blood and carnage that I had created: Nothing moved, nor made a sound. Not a single one of them had survived.

I had just killed over fifty zombies without firing a shot.

A miracle is something that cannot be reproduced or proven, only believed.

Almost as soon as I was done lamenting to the universe that I had no ammo, and therefore, no way of killing the many and various things that my current job assignment required me to, I felt something tumble off of the magnetic strips on the back of my HEV suit, clattering to the alien ground with a metallic *thud*.

Getting back on all four hazard-suited hooves, I stared down at the object that had chosen that moment to fall on the ground. It was my crowbar, which I had actually grown rather attached to over the course of my little day from hell. And crowbars don't run out of ammo.

At least, I don't think they do.

Alyx was behind me, cheering like I had just scored a game-winning touchdown, but I remained silent.

"Come on, Gordon! We're *there!* We made it!" she rejoiced.

I did not feel joyful. I felt like I had just slaughtered some fifty ponies. Mares, stallions, maybe some of them were even foals.

"Alyx," I asked as I noted my health monitor was now below 20%, "How did you feel after you realized that the zombies you'd killed back at the school were blank-flanks?"

Alyx, who had been begun trotting towards the hospital, stopped dead in her tracks. "What did you just say?" she asked, turning around to look me in the eye.

“I said, how did it make you feel when you realized you had just killed a bunch of foals?” I answered, barely conscious of what I was saying.

She didn’t get upset, or buck me in the face like she should have. Instead, she collapsed onto the blood and gore soaked ground, resting her haunches in the intermingling connective tissues of a dozen different ponies like she didn’t even care anymore... like she was already covered in their blood.

After a long moment in which Ponyville was so quiet and the air so dead, I swear I could hear Alyx’s heart beating, she said, “... I felt like I wanted to kill myself, Gordon.”

Again, barely aware of where I was or who I was speaking to, or even why, I replied,

“Oh. Well, why didn’t you?”

I remember her smile so well. It is frozen in my memory, burned into my retina, but not in a painful way, in a good way. It was a smile that somehow made the smell of death and entrails that filled my nostrils actually seem *pleasant* by association, like whenever I smell pumpkin pie, I think of Hearth’s Warming day back home. Except with freshly-killed zombies and Alyx grinning.

Anyway, she grinned, and said, “Well, because I’ve still got to worry about *your* stupid ass.”

I laughed because I thought it was funny that she just said ‘ass’, and I always got in trouble with Mrs. Brightly for saying bad words out loud because it’s a bad word and she’s a total codger, and she’s also mean.

One time she wouldn’t even let me use the *restroom* because she didn’t *trust* me and I had to hold it until the bell rang a *really* long time after that.

Just like when I was in Xen, and I couldn’t go to the bathroom because I was in an airless and radioactive environment that I’m pretty sure was also quite cold. And ugly. Really, really ugly. Just brown and green everywhere, like some colossal cosmic being had taken a giant shit all over the entire world, and nobody cleaned it up because they were born there, and that’s just what they thought the world was *supposed* to look like.

Really, it was a terrible world to raise a family in. No wonder they wanted ours so bad.

I wrapped my mind around the cold steel shaft of the red-and-slightly-darker-red crowbar, lamenting how I couldn't grip it in my teeth without retracting my helmet and breathing sweet, cold vacuum.

I decided to take it as a sign - a sign from the Goddesses that they were there, and they were watching. "Thank you, Luna and Celestia!" I shouted out loud, prompting incredulous reactions from what sounded like Alyx, but it couldn't possibly have been Alyx because I don't remember her going through the Lambda Core teleport. I don't think Alyx even worked at Black Mane, let alone had access to one of its highest security areas. That was just plain silly.

-----Λ-----

I cannot, however how hard I try, remember actually walking through that sea of dead to the front entrance of Ponyville Urgent Care. I do, however, remember ducking underneath the rotor from a helicopter that had lodged itself inside the pair of concrete pillars that marked the entrance: I was seriously impressed that I had launched it with such incredible force. I examined the battered and abused alien blade; It seemed that the only thing covered with more blood, gore, bits of bone and hair, and other nastiness than that vital component of powered flight currently attached to the clinic, was the clinic itself.

It appeared that the Day Ponyville Died, PUC had been the first place ponies had gone for help, and from the looks of it, it had been absolutely overwhelmed with hundreds of wounded and dying patients. A triage had been hastily erected immediately outside, stretching across a long-dead decorative garden, across the wide sidewalk, and into the street; White tents, gurneys and folding tables marked makeshift operating rooms whose paper-thin walls had long been torn to shreds by weather, decay... and zombies.

The blood that had been spilt here half a decade ago had long dried up,

leaving dark stains on the stone surfaces, and utterly disappearing in the hoofprint-packed dirt of the garden. But there were no bodies, not even bones, and I really didn't want to know what had happened to them. There were, however, scraps of cloth here and there, hats, jackets, and saddest of all, a saddle with foal-sized safety restraints lying on the ground that I imagined had once belonged to some desperate parent who had come galloping to the hospital, searching for help for his family in a living hell, and finding only the dead, the damned, and the Dreaming to aid him.

There were cushions, strewn about on the sidewalk without rhyme or reason, and almost every single one of them bore the same red smears that marred the ground everywhere else.

A waiting area, I thought, my mind's logical circuits still firing away despite the destructive organic chemicals that by now constituted a significant percentage of my blood supply.

"They were here for so long," I said to nopony in particular, and certainly not Alyx, "They not only had time to set up a triage, they even set up a *waiting area*."

"I guess killing several thousand ponies takes time," Alyx replied to a question that was not in any way directed at her.

"I thought that it happened so *fast*, that by the time Spike got back here from Black Mane West... he said it was already too late. That's what he said, 'it was already too late'. What does that even mean?" I did not ask Alyx, because it was impossible for her to be there.

"I don't know, Gordon. I guess you'll have to ask him about it later. Right now, we need to... Hey! Where are you going?! Wait for me!"

I turned a door handle ominously decorated with a bloody bite mark, and the right-side door of Ponyville's no-longer-operational clinic swung open. The tiny lobby was devoid of any particular terror except for the double-lines of bloody hoofprints vandalizing the floor, the rust-colored stains remaining long after the liquid components had been evaporated by the sun, air, and time. Their numbers were dense, and I noted that, judging by their wide, smeared pattern, the column heading in, and the adjacent one heading out, had both been created in equal haste.

Alyx was ahead of me, remaining deathly silent. She gently magic'd open the double-doors to the waiting room, and I almost wished she hadn't. It was a large, wide open room with comfortable floor-pads to sit down on – much nicer than those filthy ones outside - wooden benches along the walls if you preferred to sit for some reason, and scattered here and there were little coffee tables piled with the kind of lowest-common-denominator mainstream drivel that I would prefer not to call 'literature'. Nowhere, *nowhere* was there a single copy of *Scientific Equestrian* or *Celestia's Science Monitor*, or any other peer-reviewed journals of any kind, unless you count *The Manehattanite* as a scientific journal of different positions in which to *cuddle*!

There were also lots and lots of dead bodies, for some reason. Perhaps whatever had... removed... the bodies outside couldn't - or wouldn't - come inside. And that was all well and good, and, you know, *fascinating* and all that hullabaloo, but I just couldn't *believe* the reading selection these poor ponies had been forced to endure!

"*Decay: How Magic is Holding Us Back as a Species*, by W. Octavian Breen, Dr., Phd." I drunkenly read aloud from the cover of one of the 'books'. Alyx whipped around to shush me, and she seemed to be gently rocking back and forth like a boat on restless waters. Then, there were more of her, copies, clones! Mimicking her actions like actresses in a well-rehearsed play!

"Gordon, we *really* need to get you that medicine, don't we?" I think Alyx asked. I didn't respond, as I had just noticed that the targeting reticule on my glasses had *also* multiplied into... one, two, three, four... seven... wait, what comes after... what number was it, again? One, two, three, f-fo-four... No, no, no, it can't be seven, how absolutely ridiculous that would be! That's... that's like saying Gryffindor's Cat **disproves** the Pinkamena Uncertainty Principle!

"**HAHAHAHAHAHA!!**" I laughed, and Alyx shot me this look of unadulterated horror, like I was... like I was eating my hair, or something. I didn't listen to whatever it was that she said, as I was preoccupied with trying to shove my targeting reticule up her big, stupid, nose.

There was a terrifyingly loud **crack** as the door to the stallion's restroom

at the back of the waiting room burst open so hard and so fast that it rebounded off the wall and came back to hit whoever had just opened it in the face. The slapstick humor caused me to let out another fit of insane giggling.

“Gordon, will you shut the buck up for just a second!?” Alyx snarled at me while I stuck out my tongue.

*“What in the hell made that n- **SHIT, GORDON!**”* she screamed as the dark figure finally emerged from the bathroom, apparently having mastered door-opening.

My giggles instantly escaped me when I laid eyes on it. No, not it, *them*. They were coming out of the mare’s bathroom now too, a whole darned *pack* of them! My hazard light revealed that they were all wearing the same pinkish-red, skin-tight... Wait. They had these white areas that looked like... *ligaments* and *tendons*...

I focused my hazard light on the head of one of the things as it sniffed at the air. Its head was *white*. *Bone-white*, with thick, red ligaments attached to the jaw.

That’s a skull if I ever saw one, I thought. *Dear Infant Luna, they don’t have any skin. Just muscle. Just pure, rippling muscle.*

That wasn’t all. The headcrabs, which were rounder and had skinnier legs any others I’d seen, were attached to the *backs* of their skulls instead of covering the face, and looking out from the former-pony’s eye-sockets were these *globs* that you couldn’t rightly call eyes. Glazed-over, dull-yellow, featureless, mindless, heartless, unsympathetic and unfeeling. They were eyes that no longer held souls, nor the slightest flicker of reason. Only a drive remained in those eyes, an overpowering and all-consuming hunger. I didn’t need to observe them in action to know this. I just needed to look into those celestiadamned yellow eyes, and from the moment I did so, I knew that those soulless, demonic things would haunt my dreams for the rest of my life, however long that was to be.

Further down, below the skinless nasal passages, were no longer the flat, herbivorous teeth of a pony. It looked as if some sick bastard had taken a hacksaw to the gumline of their skulls like one would take a paring knife to

a jack-o-lantern, carving unnaturally large, jagged incisors out of the bone of their mandibles and maxillae, giving what were once vegetarian grazers teeth that looked to be supremely well-adapted to tearing apart flesh and snapping bone.

“ALYX!” I shouted as I switched to my highly unauthorized Saddle-Mounted Anti-Infantry Rifle, “LOOK AT THEIR CUDDLING TEETH!”

They all stopped sniffing the air the second I stupidly opened my mouth, collectively snapped their heads in the direction of the sound, and *lunged* - covering the distance between us faster than I could blink. Not even poison headcrab venom could interrupt the neural synapses that reflexively activated in response to the sudden movement, commanding my horn to snap shut the magical energy field that currently had a death-grip on the trigger of my repeater-rifle.

I fired into the pack. The thunderous, rapid-fire booms of the SM/AIR drowned out the blood-curdling shrieks of the fast zombies who bayed for my blood. Two of them went down instantly, simply disappearing behind the other hideous forms that now filled my vision.

They were on me! Before I even knew what had happened, I felt myself pinned against the ‘intake’ counter, getting battered by zombie-hooves as I tried to keep my head and neck away from those cuddling *TEETH!*

“**ALYX!!**” I yelled. By some divine act, my helmet began to extract itself from its storage position, protecting my face from being bitten off! Bless you, Black Mane scientists and engineers!

Black Mane. Black Mane... **Black Mane.**

I was hanging above a catwalk. There was something sticky and warm wrapped around my neck. I couldn't breathe. It was pulling me up, pulling me up to its mouth, it wanted to eat me, it was going to eat me! I could see my crowbar, it was lying on the catwalk, dangling over the edge! If I could just concentrate... It wasn't very far away...

I had snapped back to reality, and was staring at the fast zombie on top of me, when its head exploded, coating my glasses with gore and saliva. It was like somepony had planted a grenade inside its skull. I looked to my

left and saw Alyx levitating my portable repeater-rifle in front of her, a thin wisp of grey-white smoke lazily drifting from its air-cooled barrel.

Or a '67-tier depleted-bronyium anti-material round. That would also do the job.

A few more crashes of thunder from the pride of the REA dispatched the remaining two zombies. Alyx helped me to my feet, putting her horn under my foreleg and pushing upward. She did her best to give me a smile.

“Here’s your gun back. Don’t get me wrong, it’s impressive, but... it’s just a bit much,” she said graciously.

I retracted my helmet. “I think... I need... to see a d-... DOC-tor,” I slurred as I accepted my precious, wonderful, miraculous gift from the Royal Equestrian Army back.

Alyx’s voice was full of worry as she said, “Right, you need medicine! Medicine, medicine...” She tried the door to the doctors’ offices, but it was locked. She cursed, and climbed up and over the counter of the intake desk through a window that hadn’t been intact for a very long time.

“Careful, Alyx!” I cautioned as I may or may not have stared at her red, blood-stained ass.

“Gordon, you better not be staring at my ass!” she yelled over her shoulder as she wriggled through the opening.

“I’m not!” I lied. It looked like a giant pair of red lips that were trying to kiss a particularly squeamish, black furry centipede.

While Alyx fished around in the cashier’s cage for the right set of keys, I groggily stumbled over to the floor-pads and sat down on one that wasn’t covered in bodily fluids or worse – bodies. There were dead ponies everywhere in this waiting room – some were skeletons, some were still partially or mostly whole, their wounds still visible in their bright, multicolored fur and flesh. Pegasi, unicorns, earth ponies, mares, stallions, foals, even what looked like a zebra. And I didn’t care.

I didn’t care anymore about these dead ponies who surrounded me at all

times, haunting me wherever I went. That's a terrible thing to say, I know, and how could I even *think* something like that? I mean, *of course* I care about these ponies, they're *people!* Just like me! But damnit, that's the problem. They're *not* me. They don't serve any purpose in whatever twisted, insidious cosmic narrative that I'm a part of, so whoever the *hell* is up there, pulling the strings, I don't know if it's Celestia or the G-stud or what, they don't bother pulling the ones that would keep these... *insignificants* alive.

So, because they're just *collateral* to the G-stud or whoever he works for, or whatever dark force or cosmic energy or supernatural entity that possesses them, *or whatever it is*, whenever I meet up with an ally, a friend, a fellow freedom-fighter, or even a fellow scientist, the moment they reach out to shake my hoof, their fate is sealed. They're just warm, breathing, talking corpses in denial about a simple fact: If you meet Gordon Freemane, your violent and untimely death suddenly becomes virtually inevitable, no matter who you are, or what you've done. Everypony I know, everypony I care about...

I looked at Alyx through the window of the cashier's cage.

Everypony I love.

So, why bother? Why bother getting attached to somepony who's just going to die anyway? It's best not to get too close, right?

Celestia, I hate myself for thinking that. I really, truly do.

"I found it!" Alyx proclaimed through gritted teeth that were holding up a fat set of golden keys bundled together on a key-chain.

"Whoopie," I said with about as much enthusiasm as I could muster.

Maybe all these distressing thoughts were just the neurotoxin talking, and as soon as I got the cure, everything would go back to normal. Besides, I'll get to see more of this hell-clinic! That'll be sure to give me plenty of material for new and exciting nightmares for years to come!

We cautiously stepped through the now-unlocked hallway door, and I noticed that I could no longer see the color green, which concerned me, as I very much enjoyed the color green.

“Wait, Alyx, why didn’t we just shoot the door open?”

“Because we don’t want to make any unnecessary noise, silly,” she replied using a very girlish inflection.

I wasn’t satisfied with that answer, even in my extremely groggy state.

“But while we waited, I was dying.”

Alyx’s eyes went wide. “Oooh. Yeah.” She bit her lip and looked down at the floor in shame and embarrassment, which for some reason I thought was really, really hot. “Good point.”

I blankly stared at her as the hallway seemed to get infinitely longer, the walls began to collapse in on us, and Alyx’s body warped and twisted in sickening ways.

“Whatever, let’s just get this medicine and get the buck out of here,” I said while trying to shut out the impossible hallucinogenic phenomena that were starting to surround me. “...and on the way out, set the place on fire, if possible.” I noticed that the color red was now gradually replacing the absent green in my visual spectrum, making the shapes, forms and shadows fighting their way into my vision blood-red, as if I hadn’t *freaking* seen *enough* of that *cuddling* color today. *Celestia. Celestia and the army that wears the tattoo on her ass.*

We passed by the corpse of a physician with white fur and a matching white doctors’ uniform, lying in the hallway next to a cart loaded with dusty medical equipment. Latched to her face were the stiff, blackened remains of a headcrab with a long, fat syringe sticking out of its back.

The elevator stopped. I couldn’t believe it still worked, after that... what did they call it, again? Renaissance Cavalcade? Something like that, anyway. I stumbled out, and saw Barney kneeling over a bright, violet body that had been neatly laid on the tiled floor. His specially-enchanted security helmet lay next to him, along with his pistol. He glanced up, and I believe that was the first time I had ever seen the stoic, black stallion cry.

“She has foals, Gordon. She was just telling me this morning that her oldest brought home all ‘A’s on her report card. Celestia DARN IT, Gordon! What in Equestria ARE these things!?” he angrily shouted while pointing a hoof at the pale sack of flesh whose stubby little limbs still pressed it tight against the dead mare’s head.

“I don’t know, Barnes,” I replied.

Alyx stopped so abruptly that I ran into her, almost falling down in the process. I noticed that her blood-red hindquarters were no longer blood-red, but were instead a delightful shade of purple! And so was almost everything else!

“Gordon? Did... did you just call me... ‘Barnes’?” Alyx asked with barely-contained incredulity.

I attempted to answer, slurring my speech as I said, “I need to shee... a dogtor pleashe.”

“Yes, yes you do,” she said, and anxiously quickened her pace.

I just stared at my hooves and prayed to Celestia there weren’t any more damned-by-her zombies waiting for us in this Goddesses-forsaken hospital located appropriately enough in an equally Goddesses-forsaken town.

A nice lady whispered in my ear, *“Emergency! User death imminent!”*

That lady was always bossing me around. Well, actually, I suppose that isn’t fair; The only thing she ever actually *told* me to do was go to the hospital. The remainder of the time, she’s just saying things that would make Captain Obvious facehoof.

“Gordon! I found the supply room! Just hang in there a little longer!” somepony said.

I wonder if there’s a Lieutenant Obvious and a Corporal Obvious and... oh, hell, what are the military ranks again?

“It’s... No... Celestia, no, no, NO!”

I saw a caramel-colored mare come out of a doorway. Her face was all dark and grim and stuff, like... like, I don't know, like it was 'LET'S BE DEPRESSED DAY' or something stupid like that. I hate holidays. Especially Rose Day. Luna, what a colt-canoodling holiday.

"It's empty, Gordon. Somepony else got here before we did - It's. All. Gone," she said while completely failing to give her opinion of Rose Day. She probably *loves* it, like *all* mares.

I think I was on the floor then. Or maybe I had been for a while. I noticed that the ceiling was made out of ceiling tiles. The mare with the black mane and the caramel coat and the black mane... Black Mane...

Black Mane.

I was lying on my back on a flimsy metal catwalk, my legs wiggling in the air as my whole body spasmed with uncontrollable laughter. At my side was a red, multipurpose maintenance tool, and stuck to the ceiling above me were the mutilated remains of a barnacle that looked like it had been beaten to a bloody pulp by a blunt, metallic instrument. I was laughing so hard, tears were streaming down my face. It was so. Freaking. Funny. Really, you should've been there.

Authentic and intoxicating as it was, I was genuinely uncertain as to whether I could stop if I even wanted to, not that I did.

I had never felt so happy to be alive.

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"Neurotoxin antidote reservoirs at seventy-seven point zero seven percent."

The first thing I was aware of was that I was thinking.

"Coagulant reservoirs at eighty-seven point zero four percent. Anti-biotic solution reservoirs at fifty-five point nine five percent."

The second thing I was aware of was that I was hearing things.

“Equine tissue growth hormone reservoirs at ninety-seven point zero six percent.”

Huh. I guess a little of that sauce goes a long way.

“Magical energy levels at square-root negative forty-seven point one one percent.”

Very funny, Dr. Pie. You didn’t know enough about computers to give me a navigation system, but you knew enough to code math jokes.

But I wasn’t completely convinced I was alive until I heard what came next.

Morphine reservoirs at eight point zero zero percent.”

I snapped up, my eyes wide open, and my mind consumed by a single word;

“MORPHIIIIIIINE!!” I screamed.

My head felt like it had been split open by a woodcutter’s axe and violently thrown back together by a surgeon whose only medical training came from playing that board game where you have to put the organs back in the little pony before the buzzer sounds.

Given that my most recent memory was of the world turning purple and then collapsing in on itself, combined with my semi-lucid state, it did not seem entirely out of the realm of possibility that I *had*, in fact, recently received brain surgery from a friendly lumberjack who earned his medical license in a game of *Operation: Put the Pony Back Together™*.

I rocked back and forth, wailing in agony as I clutched my skull in my forehooves. My horizontal gyrations inched my body closer and closer to a precipice, and I – quite bravely and heroically, I might add – fell off the bed.

“Minor impact detected.”

I opened my eyes to see a mahogany wooden floor, the surface of which I

noted was unmolested by dust bunnies, or, indeed, dust versions of any other cuddly forest creatures. Which, by the way, we call 'cuddly' because rabbits *do*, in fact, really like to-

"Good Heavens! That is *the* highest-pitched screaming I have ever heard coming from a stallion!"

I looked up and saw a formless white-and-purple blob surrounded by indistinct shadows and shapes. I noticed that my ability to perceive color had returned to normal. In every other aspect, however, my sight had decayed like an atom of unicornium.

"Pardon me, Miss..." I very politely intoned through sheer force of will despite a throbbing, jackhammer-like headache that seemed like it was spamming the dendrites of every single neuron I had left.

"Rarity," she replied in a beautiful, sing-song voice, despite her apparent age. "You may call me Rarity."

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I had sat there, patiently waiting for an opportunity to interrupt *Rarity* for the past five minutes. There had been no opportunities. None. She just kept talking in one long incredibly unbroken sentence, switching from topic to topic so nopony could get a word in edgewise.

Regarding with unmasked and unmitigated horror the zombified mares quietly sitting side-by-side in twin wire-mesh cages to my right that had been the strange hermit's only company for the past several years, I deduced it was because she had grown accustomed to her guests not responding to anything she said.

"Well, I saw that terrific explosion down at the elementary school, and came galloping, and, well, then I may have gotten a bit carried away with cleaning up, but then I thought, 'Wait! If those two caused all this, they must have been very badly hurt, and, oh, where do badly hurt ponies go?' Well, besides the local ice cream parlour for a gallon of Rocky Road, I mean!

Hahaha! Oh, guilty of that more than once, I am!" she said while magically refilling her cup with more gross-smelling tea that I wasn't drinking no matter *how* thirsty I was.

I continued to glare daggers at the snow-white mare that I could now see thanks to my newly-bespectacled eyes. As soon as she had relinquished the invaluable piece of technology - without the assistance of which I would be dead many times over by now - I had to spend several minutes dismissing error message after error message that had piled up as *Rarity* picked and pried at my HEV suit, not knowing what the *heck* she was doing.

But, I suppose she *had* cleaned the blood and bits of bone off them, as well as my suit, in addition to personally sewing up the hole in my neck armor with some type of super-strong thread, as well as patching up the hole in my *flesh* in much the same fashion. And on top of all that, she *had*, with Alyx's help, refilled my neurotoxin-antidote reservoirs. Which is the reason I am still alive. So, I suppose I *could* forgive her. But it wasn't easy.

Alyx, sitting on the side of the rectangular table between Rarity and I, did something I thought was impossible; She interrupted her.

"So, was it you, then, who cleaned out Ponyville Urgent Care of medical supplies?"

Rarity's face fell into a look of embarrassment and guilt. "*Ahem*", Well, yes, I'm afraid so. You see, I stockpiled all the medicine and such I could find *here*, thinking that, well, if some poor, injured pony were to ever venture into Ponyville, unlikely as that may be, I figured I should keep the Boutique well-stocked, so I could help him or her, as t'would be."

I opened my mouth to yell something profane and derogatory at her, but Alyx quickly jumped her forehooves onto the table, using her right to silence me and her left for balance.

"We are *so very grateful* for your generous hospitality, Miss Rarity," Alyx purred, causing the elderly white unicorn to preen herself like a bird.

"Don't mention it, darling. Generosity is my... oh... *field of expertise*, if you'll pardon me, Doctor Freemane," she said while giving me the kind of look I

would kill a dozen poison zombies to have Alyx give me. Or her mom.

I cleared my throat, trying not to preen myself as she had done when she was complimented. Not that addressing me as *Doctor* was a compliment, it was simply a *fact*.

I momentarily forgot what I had been waiting so long to ask, and instead simply stared into my reflection in the white ceramic plate that had been enthusiastically cleared of its eggs and toast almost the instant they hit the platter, along with all primary and secondary reinforcements. I didn't ask where she got them because I really, really didn't want to know, as that ran the possibility of ruining my enjoyment of the delicious meal.

Alyx took the opportunity to ask another question. "Uhm, Rarity, about those... canisters... of perfume?"

"Yes, dear, what about them?" She disinterestedly replied while I felt her eyes continue to linger on me.

"Well, uhm, they're kind of... extremely flammable. That perfume blew up Ponyville Elementary," Alyx elaborated with an expression that seemed to bear just the faintest traces of Twilight Sparkle's motherly concern.

Rarity frowned. "Yes, that was one of my... oh, how do I put this... *test chambers*, if *Doctor Freemane* doesn't mind me borrowing some of his scientific nomenclature," she explained. I looked up as my name was mentioned, and for a brief moment of wonderment, our eyes locked, my olive-green eyes reflected in the irises of those big, blue, beautiful sapphires of hers, making my heart leap against my ribcage like it was trying to escape its thoracic prison and run off with hers into the wild blue yonder.

"I was planning on herding a bunch of zombies into the place, spraying them with my latest experimental perfume, and observing their reaction from the most *perfect* vantage point that I found - "

I interrupted her, to even my own surprise. "-The hole in the ceiling. From the headcrab canister."

"Why, yes, very good. Very *observant*, Doctor," she chirped.

I continued, “As I recall, a headcrab fell from the ceiling, one that was coated in... white paint?”

Rarity blinked. “Oh, goodness, no, no, that wasn’t *paint*, silly, that was *makeup*. As I *myself* recall, as you put it, when I was rummaging around up in the attic, I wasn’t surprised to find a healthy amount of headcrabs nesting in there. But, instead of killing *all* of them, I believe I saved one of them to use as one of the *prototypes* for something I like to call *My Little Crabby* – I mean, think about it; They’re plump, soft, cushiony, huggable little bugaboos to start with, but if you just add a little *personality*, a little *emotion* to make them seem more *equine*, something you can *relate to*, they could become the next big thing!”

I could. Not. Freaking. Believe. What I was hearing.

“And then *everypony* - not just fillies, but colts too! Even their parents! Everypony would just *have* to have a headcrab of their very own!!” the insane mare passionately insisted.

Alyx and I exchanged glances as Rarity’s face suddenly fell, like someone had just told her the Hearth-Warming bunny wasn’t real.

“Anyway, before you say it... ***That*** was a product line I had really high hopes for, but apparently it, too, is highly explosive,” She said with a hugely disappointed sigh.

There was a long, awkward silence during which one of the caged zombies that – which I also deliberately avoided asking about - let out a low, guttural growl which prompted *shush*s from Rarity like she was talking to a misbehaving dog, after which Alyx cleared the air.

“So, anyway, Gordon, Rarity found us, we dragged your heavy ass back to her place, I helped her fix you up, and we spent the night. That clear everything up?” She asked with a smile.

I actually considered the question before answering it; More supporting evidence that my brain’s normal functions had returned.

“One more thing: *Rarity*, uhm, when you were... *setting up* in Ponyville

Elementary, you were never...”

“Never what, darling?” Rarity asked, clueless.

“There weren’t any... zombies in there?”

Rarity glanced upwards at the ceiling in thought. “Hmm, no, I don’t recall any zombies inside the school, though, like I said, I *did* stumble across some of those *head-crabs* up in the attic.”

I stared at her incredulously. Alyx had seen them too, they weren’t *hallucinations*. I think my “brother’s” story about how they got there was just my own mind concocting a narrative to explain the unusual situation I’d been faced with, just like it normally would, but distorted and amplified by the poison in my head. But they were definitely...

I suddenly recalled the canisters of perfume. The zombies had crawled back towards the hole in the floor, trying to get away from the fumes. They had reacted to Rarity’s *Vineyard Scent* the same way we would react to the smell of rotten eggs mixed with dead fish and butthole vinegar.

That’s what Rarity’s perfume smells like to headcrabs, it suddenly clicked. *Moldy eggfish butthole vinegar*.

I looked back to the elderly unicorn, who was politely sipping her herbal green tea, then stuck my muzzle in the air and took a cautious sniff; It was thick with all kinds and varieties of perfumes and scents, including, I could tell, more of that wine crap.

I looked over to the zombified mares quietly sitting in their cages on the far wall, and thought, *Oh, you poor, poor things*.

I finished my line of questioning with, “And where were you during the shelling?”

“Why, right here, of course! A captain goes down with her ship, I believe the old saying goes,” she laughed. “Does that answer your question, Doctor? Doctor?”

My face was buried in my hooves as I tried to comprehend the stupidity of it

all.

Survival of the Fabulousest. I should write a paper on it. I'd be famous. Oh my Goddesses, I just want to get OUT of this special-hug of a town already.

That's when I finally, finally, *finally* took particular notice of the *sunlight* that was streaming in through the second-story window.

My eyes went wide in panic as I practically shouted at Alyx, "IT'S MORNING!"

Alyx spit out her tea. "OH SHIT! SHIT! SHIT! SHIT, GORDON!"

Rarity was quite taken aback, and, from the sounds they were making, so were the zombies.

"What!? What happens in the morning!?" She demanded, her dyed, thinning hair whipping back and forth between the two of us as we argued.

"*Why didn't you bucking say something, Gordon!?*" Alyx demanded through gritted teeth.

"*ME!? I just woke up from a cuddling coma! What's your excuse!?*" I immediately countered.

"*Well, now how the in the hell are we going to get out of Ponyville!?*" Alyx exclaimed.

Rarity caught on, it seemed. "Oh, was... was someone supposed to pick you up?" she asked.

We both whinnied "YES," at the same time, staring each other down from opposite sides of the table.

"Was... Was that someone a... purple dragon named Spike?" Rarity continued.

We both turned to look at her in incredulity. "How did..." I'm pretty sure we once again said at the same time, just in time to watch as Rarity bolted

from the room, slamming the door shut behind her.

Just as I suddenly became aware of the sunlight streaming into the room, it was in much the same way that I noticed the abrupt *lack* of sunlight that was now coming in through the window. I closed my eyes and gritted my teeth as I anticipated what I knew would happen next.

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Ponyville's premier fashionista pressed herself against the wall of the narrow hallway outside what she had labeled her *inspiration* room, a space for innovation and genius that was currently serving its ancillary purpose as the perfect room for tea parties. This particular tea party, however, had been rudely interrupted by an adolescent dragon that she felt shake the entire building when he crashed through the window.

Which she actually wouldn't have particularly minded. She never, *ever* got guests, and she considered dragons to be just absolutely *fascinating* creatures, but this dragon, however, was no stranger to Rarity. In fact, the immaculately white unicorn had been the object of his intense (and, she thought, adorable) desire throughout his entire childhood, and like everypony else, now thought she was dead. Which was one of many reasons why he mustn't know she was there.

Rarity slowly, carefully moved along the wall to the doorway. At first, all she could hear was muffled arguing. The dragon's words were the only ones her elderly ears could understand through the barrier of the closed door.

"I don't know! I don't know, Gordon! *Did* you want to be found!? Because I spent all *freaking* night- No, I spent *all freaking night*-"

She wasn't sure what was going on in there, but the adolescent dragon was clearly *pissed*.

"Oh! I'm alive, by the way! *THANKS FOR ASKING*. Do you have any... *f-freaking* idea what I went

through at Black Mane West?!"

Rarity heard an unintelligible response, probably from the handsome doctor.

"Oooohhh, zombies! They're so *freaking dangerous!*" Her heart stopped as she heard the fiery roar of dragon's breath, and she prayed that Spike hadn't just done what she thought he'd done.

More shouting, from the mare this time. It spoke volumes about her status and character that she went for so long without once being interrupted.

"Whatever." She heard the scraping and creaking of her poor window being further violated by a creature that was much too big to fit through it.

"Well!? Hop on, Gordon, unless you want to trot to New Cloudsdale!"

More talking, the sounds of movement, the beating of wings, and the tinkling of her shingles falling off her first floor awning... then naught but silence.

Rarity bucked open the door and beheld the carnage. The room was an absolute mess, the tablecloth was lying on the floor in a dirty pile, there was tea all over *everything*, and... *Oh dear Celestia*, Rarity thought.

And there were the smoldering corpses of Sweetie Belle and Scootaloo, still in their cages, still sitting right where she left them. It appeared that the delightfully cunning xenobiological organism that had been possessing Sweetie Belle for the past half-decade had detached itself at last, and made one final, desperate bid for freedom before it was consumed by the flames that engulfed its host.

Oh, Sweetie Belle. You're finally at peace. I could never kill you, I wouldn't... but it seems the Goddesses had other plans, and sent you an angel to take you away from this awful place.

Before she went to look out the pitiful remains of the window, Rarity added, *Oh, and Scootaloo, too.*

"Oh, my little Spike is all grown up!" She thought to herself as she watched

the majestic purple dragon fly away, his scales gleaming with morning dew, illuminated by the day's first light from the rising sun.

"And he looks nothing *at all* like that ugly brute he turned into when he hoarded half of Ponyville's possessions and almost destroyed the entire town..." Rarity put her hoof to her chin, deep in thought.

"Is it... if they grow up hoarding everything in sight, they turn into monstrous dinosaurs, and if they grow up the proper way, they turn into beautiful, gorgeous, magnificent winged dragons? I should really ask Twilight about how all of that works one of these days."

Thinking of her old book-smart friend reminded her of that caramel-coated filly that had accompanied the Doctor to the Boutique. They had greeted each other as strangers, but Rarity couldn't help but think she looked awfully similar to Twilight's little filly, only much older. She'd meant to ask, but somehow the rather awkward and potentially embarrassing question kept getting shoved to the back-burner.

As t'were, Rarity thought.

She gasped. "Believe it or not, that gives me an idea for a dress! I need cloth! Black cloth! And metal!" and she rushed downstairs and out the front door of Carousel Boutique, forgetting, for the moment, the enormous mess that would be waiting for her when she got back.

A fast zombie was waiting for her on the roof of the emporium across the street. It lunged for her, screaming like a banshee. With ladylike grace, Rarity levitated Opalescence forward, took precision aim at its hideously mutated head, and telekinetically depressed both triggers.

There was that familiar sound of thunder, and a sickening *THUD* as the possessed pony's lifeless body slammed into the cobblestone street, its muscle-bound skull sporting a new pair of ventilation ducts drilled by Rarity's memorial to her deceased kitty. Perhaps she would make a new gun, and name it Sweetie Belle, after her sister. Whatever it was, it would have to sound beautiful.

As the echo from the gunshot faded, Ponyville was silent once more but for the sound of an elderly mare with a beautiful voice laughing at the absurdity

of it all.

The sheer, utter absurdity.