

Timelords and Terror

By Hephestus



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“More power to phase engines!” Bellowed the Hervoken Commander. “We cannot allow Matron Hydria and her daughters to breach the threshold!”

His large round head swiveled on his thin almost stick-like body. His crew worked frantically, thrusting their eons-old war-cruiser to a situation it was not designed for. The ship groaned as its aging phase drive encapsulated the ship in a blue white glow, pushing through the starless void of the Deep Dark and into a glowing orange portal.

His second in command turned to him. “The Carrionites have created a portal from the Deep Darkness through The Void, they approach the multiversal threshold. We are following in their wake, sire!”

He smiled, revealing rows and rows of sharp triangular teeth. “Activate the Z-Neutrino Focusing Runes, acquire target.”

“But sire! If we fire a Z-Neutrino burst powerful enough to destroy them within the portal, we will collapse the entire Deep Darkness! Both our species will be wiped out!”

“The threshold is opening.” said the third in command.

The Commander brought his fist down hard against the gnarled root-like armrest of his command throne. “So be it! Perhaps The Eternals were right to trap us here with our ancient enemies! If the Coven Matron and her daughters succeed in summoning the monstrosity, with the charms we created no less, then our races are certainly the threat The Eternals perceived us to be! *All* of reality is at risk! For eons we have been at war, for eons we have justified the actions of our incarcerators, but no more! Let it be known that it was the glorious Hervoken race that saved the multi-verse from certain annihilation! That the Hervoken race stopped the S’Müz!”

His third in command inscribed and activated a series of runes in front of him. “The Z-Neutrino filaments are achieving maximum density. At your command the accelerators will activate, sire.”

The Hervoken Commander inhaled deeply, knowing in his ancient heart that this was the way it must be. “Accelerate Z-Neutrino filaments to .99c, acquire target...fire.”

A glowing yellow strand of Z-Neutrino Energy arced from the heart-shaped starship, followed by two more. The first one contacted the fleeing starship on the upper port flank, a burst of yellow energy and a portion of the ship disintegrated into nothingness, the charge holding its atoms together neutralized. The second filament impacted

on the starboard flank of the ship, again a burst of light and then nothingness. The third and final filament would have been the end of the enemy ship had a tiny blue box not suddenly materialized in its path. The Z-Neutrino filament impacted the blue box directly in the center mass, yellow energy flew out in all directions, arcing out across the surface of the blue box that had somehow survived the impact. The weakened arcs of Z-Neutrino Energy ricocheted around the portal like wild snakes, one shard hitting the crippled ship, one evaporating the forward port section of the Hervoken war-cruiser, and another blasting into the little blue box, this time setting the impact surface ablaze. The threshold broke and all three ships were hurled through it and back into reality.

(Dah-da-da-da/ /dah-da-da-da/ /dah-da-da-da/ /dah-da-da-da etc)

DOCTOR WHO(OVES)

Episode 1

Timelords and Terror

Starring:

The Doctor
Twilight Sparkle
Pinkie Pie
Rainbow Dash
Applejack
Fluttershy
Zecora
Rarity

Featuring:

Hydia
Draggle
Reeka
Hervoken Commander
S'Müz

CHAPTER 1

The late afternoon sun shone freely from the brilliant blue sky above the small equine village of Ponyville, warming all below with its light. So serene was this sky that it was impossible to imagine that a mere hour ago it had been filled with ominous black clouds and the blurs of Pegasus skyworkers as they frantically tried to break up an unexpected and unusually violent electrical storm. It had roared and thundered as green-blue arcs of lightning streaked and flashed across the heavens in a brilliant lattice of electrical discharge. There had been something unusual and almost unnerving about the way the bolts behaved, they often converged on a single point and exploded into a fiery blue ball that expanded wildly before collapsing in on itself with a terrific yet muted clap more felt than heard. Just when the storm seemed to be winning, defiantly unaffected by the Pegasus team's attempts to disperse it, it suddenly ceased to rumble, clap, or roar and quietly and dismissively evanesced. Baffled, the skyworkers awkwardly attempted to hasten its dispersal and go about their business. With the sky calmed the residents of Ponyville went back about their business, perplexed by the ineffectiveness of what was by now the refined art of sky-keeping; unconsciously growing more and more disturbed by the alien, almost greasy texture of the ozone scented air.

Deep underneath the Ponyville Public Library, a busy and increasingly frantic young mare was pouring over sheets of data. Her various magical machines exhausting their myriad spell subroutines to determine just what had happened over Ponyville that afternoon. Piles of inscribed paper covered the lab floor, each piece overflowing with data that was alternatively inconclusive, indecipherable, or outright contradictory to all known magical laws. The Reactive Amethyst Displays of her Canterlot-Grade computers flickered and pulsed, showing diagrams, diagnostics, and re-creations of the event that either didn't make sense or reached Pinkie-Pie levels of unlogic. The machines whirred and clicked and buzzed as the lavender unicorn pressed her nose against her most recent findings while simultaneously jotting down the appropriate spatial-magic algorithms on her chalkboard on the other side of the room.

“This time...” She said as she turned to her newest computer as it extrapolated upon her newly refined data. “Ooooookay...run through aerial mechanics subroutines...yesss...apply Ozone Canter’s law of electron flow in relation to media density and composition...calculate for unusually high H₂O content aaaaaand...”

There was a ‘ding’ as the computer completed its task, she smiled and telekinetically tapped the command button of her computer to activate the simulation. She had put a little bit of extra force into the tap to emphasize the finality of her action, because if this worked she would finally have the answer to the bizarre occurrence that had ruined her sunbathing session. The display whirred and began to show multi-spectral displays of the offending storm, it whirled and spun in several different directions at once, she waited in anticipation for this and several other bits of anomalous data to be explained. Her large violet eyes widened as the simulation ran its course, any second now. Her eyes shot over to the several graphics and displays that occupied the right half of the screen, sonic signatures, the entire electromagnetic spectrum, mass readings, and even psychic energy levels were being monitored and quantified. Her heart thundered in her chest as she waited, biting her lower lip in anticipation of the telltale ‘ding’.

Bing!

“Bing?” she said before turning back to the display. What she saw sent a cold pulse of frustrated rage from her tail across her belly and up her spine. “AAAAAARRRGH!!!!” She bellowed, the echo reverberating off the walls. “What is going on here?! Sonic: barely. EM: gone! Mass: **zero**?! PKE:...increased...increa...incrrrrrrAAAAARGH!!!”

The sound of her door being kicked open distracted her from her infuriatingly impossible research. The familiarly boisterous voice of Rainbow Dash sounded, a subdued but clear element of concern behind the bravado. “Twilight! What’s with all the screaming? You okay?”

At the sound of her friend’s concern Twilight felt the rage quickly ebb to a dull irritating ache in her pride. “Yeah, I’m fine Dash.”

“Fine? You call ‘AAAAAARRRGH’ fine?” The aptly named technicolor Pegasus said, effortlessly hovering down to the paper strewn laboratory floor. “What’re you doing down here anyway?”

Twilight sighed and looked around her lab, it was a mess, paper literally carpeted the floor and her machines and computers whirled

and clicked as they tried in vain to create sensible data from their input. "Well, I was trying to figure out just what was causing that high energy atmospheric disturbance, or in the very least what its mechanisms were."

Rainbow Dash blinked and said. "The atmo-what-a-huh?"

The purple unicorn smiled, she often spoke aloud the jargon in her head without bothering to translate, much to the chagrin of her friends. "The storm an hour ago. I wanted to figure out why it happened, or at least how it worked."

Dash laughed and rolled onto her back in midair, dismissively waving a hoof while crossing her legs. "Aw, that was just a storm Twilight! Sure, it was a little weird with all that bendy lightning and sky-tornadoes, but nothing my flight team and I couldn't handle!" She rolled back upright, a smile on her face. "Too bad you went inside to turn on all your equipment and stuff, 'cause I really started kickin' cloud! I was all like 'bam! Whoosh!' and I flew around in a whirlwind and broke it up from the inside, like 'swish! Neeeeeoown! BOOM!' and then I-"

"-And then you got stuck in a lightning eddy and Ditzzy Doo had to pull you out by your tail." Twilight said with a grin on her face, always taking gentle pleasure in letting the air out of her rambunctious friend.

Rainbow Dash halted her midair reenactments of her daring deeds, slumping and chuckling bashfully. "Oh...you, uh, you saw that huh?"

Twilight giggled and spun around, gesturing at all her equipment. "What, did you think all this stuff was just decoration to give my basement a 'mad sorceress' vibe?"

"Kinda." She responded, blunt as ever.

"No! ...Although it does, doesn't it? Anyway, once activated I can deduce the exact nature of nearly everything within a ten kilometer radius! Sound, electromagnetic radiation, mass readings, spectral signatures, even psychokinetic energy can all be detected, computed, and translated into usable data by my equipment. The nature of the spells put some limitations on what data I receive of course, but those are mostly related to privacy laws and other such things."

Rainbow Dash sighed and rolled her eyes, getting Twilight rolling on anything that interested her was sure to result in such technobabble. "Okay, so you're super magic and data-obsessed! Old

news! What does this have to do with the storm, or the 'AAAAAARRRGH'?"

"I think it's better if you see this." Twilight motioned for Dash to come down to look at the computer screen. "Look, when I run this simulation everything goes okay, the wind speed, the wind direction, ionization, electron transfer, it's all in the upper end of the normal spectrum of weather behavior but then..." she telekinetically pressed the command key. "There. Look at the graphs!"

Rainbow Dash looked at the graphs marked Sonic, EM, Mass, and PKE. "Hmmm...kinda bumpy, flat, flat, and super spiky...so?"

Twilight gestured at the graphs. "So? Rainbow, every time the lightning congregated and formed a ball the entire storm cell underwent a total subtraction of absolute mass and emitted absolutely *no* electromagnetic radiation!"

Rainbow Dash blinked and looked back at the screen, then back to Twilight. "...And that's...weird?"

"Try *impossible*!" Twilight said as she looked over her research. "There is nothing in all of Equestria to suggest that mass subtraction and EM deletion is even remotely possible, let alone known to occur in natural phenomena! Whatever that thing was over Ponyville, it wasn't a storm!"

"Then what was it?" Dash said, starting to look uneasy.

"I don't know, but here, look at this." She said, gesturing towards the graph marked PKE. "The psychokinetic energy readings are off the charts!"

Dash fluttered excitedly. "Ooh! Ooh! I remember you talking about this thing before! We're supposed to get a huge boost of psy-suh-uh...something-something energy when we use our Elements of Harmony, right?"

Twilight nodded fervently. "Yes, but the thing is, only living creatures give off PKE, or rather the essence of living creatures generates it!"

Rainbow Dash's eyes widened. "That thing was alive?"

"That..." Twilight said, looking at the wild PKE readings. "...Or there was something inside it with PKE greater than half of Equestria combined!"

"It's time for a party!" The computer shrieked in a familiar voice.

Rainbow Dash snapped to look at the screen as a small avatar of Pinkie Pie danced up and down the screen singing. "A horse is a

horse is a horse of course, 'cept when it's a scary mean cloud of course!"

Twilight sighed and explained the anticipated question. "That's the computer's way of saying 'this is nonsense'."

"Nonsense is what sense sees when it looks in a mirror!" The Pinkie avatar chirped.

"Why did I even get this App?"

Rainbow rolled her eyes and tapped Twilight's shoulder.

"C'mon, you should get out of this basement. It's sunny again and there's a new restaurant open near Rarity's."

Twilight opened her mouth to protest, but a loud and curt bellow from her stomach silenced her, it had been a while since she'd last eaten. "Yeah, what's this place called anyway?"

"The Mercant Loop or something. I hear they make great salads!"

As the two ponies made their way up the steps leading up to the library, Twilight asked. "So, why was Derpy even helping you guys with the storm anyway?"

Rainbow Dash gave an embarrassed giggle. "She wasn't. She just flew in there and pulled me out...you're not going to tell anyone, are you?"

Twilight laughed affectionately, being saved by the resident scatter-mane could stain her reputation as Ponyville's strongest flier. "Cross my heart and hope to fly, stick a cupcake in my-OW!"

Later in the evening and the residents of Ponyville were enjoying the summer twilight, where the night and day met and cast everything in a soothing dim light, dark enough that all the previously visible flaws of the day were obscured, while still being light enough to hush any fears about what may lurk in the shadows. Mares and stallions were taking the time to walk about and enjoy the cooling summer air. Just as the songbird's morning chorus heralded daybreak, the oncoming night was preceded by the calming susurrus of crickets.

Twilight, Rainbow Dash, and Pinkie Pie all sat around a table on the patio of the new restaurant, *The Méchant Loup*. Twilight silently gnawed her hayseed and beanstalk salad as Rainbow Dash and Pinkie Pie voraciously tore into an apple cheesecake.

"So! What's new with you mares?" Pinkie said suddenly through a mouthful of cheesecake. "You all seem so..."

Rainbow Dash and Twilight sat and stared, as Pinkie Pie seemed to lose interest in that line of thought mid-sentence. She began looking up at the purple and pink twilight sky before absently adding. "...Distracted."

Twilight and Rainbow Dash turned their heads up to the sky; there was nothing there.

Rainbow Dash clopped her hoof on the tabletop, getting both of their attention. "You know that storm earlier today?"

"Yeah?" Pinkie answered, still keeping an eye on the sky.

Twilight responded this time, the lunacy of it all still fresh in the back of her mind. "Well, it wasn't a storm. It was...there and not there at the same time. I can't explain it, even all my best computers can't make heads or tails of what happened today!"

"My Pinkie-Sense!" Pinkie exclaimed.

Twilight sighed, yet another nonsensical event she had failed to explain. "Yes Pinkie, just like your-"

Pinkie Pie shot to her hooves and pointed up at the sky, her tail spasmodically jolting up and down, side-to-side. "Twitchy twitchy twitch-ah-twitch!"

Twilight and Rainbow Dash both shot out of their seats ready to dive for cover. They looked up to see three separate balls of fire in the sky, each trailing dark smoke behind them.

"Oh whew!" Twilight exclaimed. "Don't worry Pinkie, they're just a few shooting stars. They probably won't even make it to the ground."

"Uh...Twilight..." Pinkie muttered.

Twilight once again returned to her salad. "I know, I know...sometimes there are things that just don't make sense or they can't be explained, but that doesn't mean blah blah blah. I know." Twilight said as she prepared to continue eating her salad.

"Say Twilight..." Rainbow Dash said, barely covering the waver in her voice. "Wuh-what're shooting stars, exactly?"

Twilight raised an eyebrow turning to face what they and several other ponies were now staring at. "Little bits of rock and ice that fall into the atmosphere and burn..."

She turned around and saw it. All three shooting stars had changed direction. One was hurtling downwards in a tight but unmistakable spiral, another was controlling its plummet to correspond with the spiraling one, and the third one was heading straight for Ponyville.

Twilight sprang to her hooves, her horn glowing; she was using one of her newer spells, enhancing her vision until she could see just what it was that was hurtling towards them. “No...Impossible.”

A smoldering blue box spun and tumbled in the air, grey black smoke pouring from one side, encapsulating it as it spun. Hanging from the side of the blue box was a stallion with a rope in his teeth and tied around his front legs. He was obviously trying to steer the box. He was obviously failing.

“Rainbow Dash! There’s somepony on that thing!”

Without any questions asked the rainbow Pegasus was off like a shot, a trail of rainbow afterimage in her wake. The powerful flier shot upwards at the plummeting box, she stopped, calculating the trajectory in her head and preparing to chase as it passed. The box jumped and tumbled wildly, like it was trying to fly with only one wing. Sure enough, there was a single brown soot-covered stallion hanging out what appeared to be a door, black-gray smoke billowing out of that too. She could see that the stallion was struggling between trying to steer by rope, watering eyes, and fits of coughing. She rocketed towards the box when it entered one of its brief moments of stability and, with a single arcing motion, plucked the stallion from the box. He wasn’t particularly heavy, but he was unusually dense for such a slender-built stallion. The two of them watched as the box jerked and spiral downward before crashing into the ground with a muted *thud*.

Rainbow felt a tug on her mane and looked down into the stallion’s wild blue eyes. “Down! Down! Take me down!”

Too stupefied by the nonsense of the situation to argue, Rainbow Dash sped down to the crashed box and set the stallion down on the ground.

A sideways utterance of gratitude and the stallion was off, galloping towards his smoldering box. “No! No! No-no-no-no-no-no! Aww! My poor baby! What did they do to you?”

Twilight and Pinkie Pie joined a nonplussed Rainbow Dash in staring at the frantic stallion as he bolted around his box that was now embedded in the ground.

“Alright-alright-alright-alright!” He said triumphantly. “Okay! Thinking! Pastel colors *sniff* sweet scented air, artificial lighting despite complete lack of hydrocarbon emissions present in the upper atmosphere! Also talking *horses*! Different perhaps distant alternate dimension! Yes!”

He bolted over to the three confused ponies with astonishing speed; walking right up close to them he continued his rapid-fire speech, pacing around them. "But what am I doing here? Hmm? No answers? Of course there are! C'mon!"

The three stood there and looked at each other mouths agape, the strange fast talking stallion only gave an annoyed look and gestured wildly. "C'mon, c'mon! Don't dally! And close your mouths or you'll swallow a bug!"

Simultaneously all three shut their mouths with a *clap* and walked forward, garnering a big radiant grin from the mysterious stallion. "There you go! Come! Look here look here! Something singed my TARDIS! And here! Another something actually *damaged* it! Oooh! That's *fierce* weaponry right there! Actually damaging a Type-40 TARDIS!" He made a series of sniffing gestures before running his tongue across the area around the small charred crater in the wood paneling before bolting upright, smacking his lips. "Ah-HAH! Z-Neutrino Energy!"

He spun around to face Twilight, Pinkie Pie, and Rainbow Dash, a huge jubilant smile on his extremely animated face. "Quiz time! How many races utilize Z-Neutrino Energy as weaponry?"

"Three!" Pinkie Pie shouted excitedly, obviously liking this new stallion's energy.

"Yes that's-what? Wha-how did you...?" He shot Pinkie some curious looks before smiling again and resuming "...Anyway. Yes! Tha-ree! One of which hopefully no longer exists! Leaving only two! The-!"

The energetic stallion was cut off by a lightning fast jab to the side of the face from Rainbow Dash. He stood there for a moment, a dazed look of surprise plastered on his face. "Cheeky little..."

Rainbow Dash stomped the ground with her hoof. "Listen Mr. Blue-Box, you're gonna tell us exactly what's going on or I'm gonna have to get rough!"

The stallion shook his head, blinking for a bit before a smile returned to his face. "Ah yes, of course! Well you see...ahem...I uh...oh dear, I believe I'm losing consciousness." The brown stallion let out a short sputtering cough before collapsing face first into the dirt.

Twilight raced forward and knelt next to him pushing her ear against his rapidly rising flank; her eyes went wide at what she heard. "I think there's something wrong with his heart!"

“There’s something wrong with his head!” Dash snorted.
“Rainbow!” Twilight shouted.
“What?” Rainbow Dash said defensively. “He’s obviously crazy!”
“He makes sense to me!” Chirped Pinkie.

“I bet he does.” Twilight said as she walked around the fallen stallion. “There was a lot of smoke coming off of that thing, he could be suffering from smoke inhalation or some kind of poisoning. We should get him to the hospital.”

Rainbow Dash and Pinkie Pie both took a side and hoisted the stallion off the ground, following Twilight to the hospital after she materialized a cordoning tapeline around the crashed box to keep the other ponies away.

“Um, Twilight?” said Rainbow Dash.
“Yeah?”

“What just happened?”
Twilight sighed. “I’m trying not to think about it, at least not until he’s awake again.”

“I wonder...” mused Pinkie. “...If this is what was in our shooting star, what do you suppose are in the other two?”

Rainbow Dash let out an exacerbad sugh. “Aw horse apples, this is gonna be a looooong week.”

The severely damaged ship smoldered and sparked in its crater. Nearly half the ship had been dissolved by weapons fire, and the barely controlled plummet through the planet’s atmosphere hadn’t helped matters. Something stirred in the wreckage, crawling from the rubble. It was large, at least two meters across what could be called shoulders, encased in a ragged opaque miasma that fluttered and shifted like fabric, giving the appearance of a tattered robe. It had no legs to speak of, rather it floated around on a red-black cloud that shifted and glowed. Its head was low set on top of its shoulders, almost extending out of its chest; the top of its head extended out into a point like a birds beak, two red glowing eyes flanking either side, underneath a thin wide-set mouth filled with dozens of pointed teeth flapped open and shut, small chattering squawks emanating each time it opened its mouth. A twig snapped and the creature turned, there in the forest was a zebra, casting a horrified stare at the hoof that broke the twig. The zebra’s gaze shot back up and the creature launched itself at her with a hair curling shriek, thin stick-like arms

that broadened out into huge meter long hands outstretched and ready, razor claws fixed to rend flesh from bone. The zebra deftly dodged the creature's lunge and jabbed a hardened bamboo pole up into the monsters midsection as it overshot. The creature screeched in pain and began to swipe at the offending zebra, which quickly and effortlessly dodged the monsters inelegant rage fueled swings. The zebra jabbed her staff forward, the tip of which exploded into an iridescent magenta cloud of powder. The creature shrieked and backed away, clawing in vain at its irritated eyes and nostrils. The zebra wasted no time and bolted into the forest, soon out of sight.

"HAW HAW! *Snort* the little critter too much for you Draggie?" said another creature as it rose from the wreckage; it wasn't as long as the other but was much wider across the midsection. "No wonder mama always makes you gather plant parts! You screw that up only half of the time!"

The skinny creature hissed and spat at the rounder one. "Yeah? And why didn't you help me Reeka?!"

The larger one held up the body of a headless pig. "I'm eating!" "Oh you're always eating!"

A bloodcurdling howl tore from the wreckage, a blast of red-black smoke and orange lightning spewed from the ship. "SILENCE!!! YOU ARE BOTH incompetent SCATTER BRAINS!!!"

The two creatures recoiled from the crater and huddled together. "We're sorry mama! It won't happen again!"

A shape in the cloud glowed red, two bright pinpricks of blood red light flashed even brighter. "What. Did. You. Call. Me?!"

The skinnier one slapped the stouter one and bowed submissively. "Matron! Matron Hydria! Forgive us for our in-compy-tense!"

The largest creature exited the smoke, tendrils of hot gasses streaming from its nostrils and mouth. "That's better. Unfortunately our ship is lost, those Hervoken fools destroyed our signal transmitter and main reactor. We were unable to fully open the threshold and unleash our dearest ally before being crippled."

The skinny creature rose from the ground and shrugged. "Is there any way for us to re-open the threshold?"

"You forget who you are talking to, child! I am a Coven Matron! The ship was merely for convenience. I will need ingredients for the charm and I will require additional life-energy to concoct a spell. Reeka, you go and find three of those four-legged creatures, but be

subtle about it! I sense a dangerous amount of magic in this world. Draggle! You scour the forests for mold, slime, and fungus, if you can find anything resembling clover, take it. There will be no one to stop us this time! The Carrionites will reign supreme!!”

CHAPTER 2

“C’mon huh?” said the larger colt. “She said she’d totally be there, all you need is the horse apples to go into the forest!”

“I dunno Cherry Swirl, you sure she’ll even be there? I mean the Everfree Forest is not what I’d call a romantic locale!” Said the younger colt.

Cherry Swirl rolled his eyes; Orange Pekoe had always been a stick in the mud. “See, it’s saying nerdy stuff like that that’s keeping all the fillies away! She said she had a sister, and nothing impresses the fillies like a brave stallion! And nothing says ‘brave stallion’ like venturing through the Everfree!”

Orange Pekoe scratched at the dirt nervously, the sun had gone down and the Everfree Forest was no place for ponies even in the day. “I dunno...she really has a sister?”

Cherry Swirl chuckled. “Yep! If she’s anything like the filly I met...heh heh! So what’s it gonna be? Trot through the little old forest, or run back to mommy?”

The two colts trudged through the thick underbrush. There was something unnatural about the Everfree Forest; legend had it that ponies were created to govern the world, ponies kept the environment stable and the air clean, kept the animals fed and the plants pollinated. The Everfree Forest was not like the rest of Equestria, things just...happened. Plants grew, animals killed and ate other animals, clouds formed and rain fell, and it was utterly alien.

The two broke through a batch of bramble bushes, Orange Pekoe’s hoof catching on a thick root. The colts fell on top of each other and a brief scuffle ensued.

“Why don’t you watch where you’re goin’ scatter-mane?”

“Lay off the Sweet Apple Acres, you nearly crushed me to death!”

“Oh boys-er-gentlecolts, please don’t fight.” said a sultry, seductive voice.

The two colts looked up to see a beautiful young mare. Her deep sapphire coat contrasted with her flowing magenta mane in such a way it seemed to glow in the dark, two almost glowing rose-

red eyes set against a perfectly structured face. The two colts scrambled to their feet, both stammering nervously.

"Oh, no need to be nervous! Two handsome young m-uh-*stallions* such as yourselves."

Cherry Swirl puffed out his chest and strutted forward. "Hey Sapphire, you said for me to bring some friends. I could only bring him, though. That's Orange Pekoe, he's a good colt, never kissed a mare though!"

Her red eyes seemed to flash an alarming crimson shade before returning to the soothing rose tint. "Oh really? Fresh meat always tastes best! Excuse me darling."

The long legged mare brushed past the dumbstruck rust colored colt and made her way over to the stiff-kneed Orange Pekoe, a coquettish smile on her face. "Come now, don't be scared. This won't hurt a bit..."

Orange Pekoe squeaked what could have been a response before being led away by the beautiful female. Sapphire looked over her shoulder at the shocked and somewhat angry Cherry Swirl. "Reeka, Draggie, he's all yours."

"Sure thing 'Sapphire'!" Two other fillies said in unison. A thin long legged mare appeared on Cherry Swirl's right while a stockier extremely well built mare appeared on his left.

Cherry Swirl's jaw dropped. "Tuh- Two Suh-sisters?! Wuh-wow! Uhh I mean, hey fillies, how's it goin'?"

"Better now that you're here!" said the well-built one, with a smile that was too wide for her face.

"Yeah, we're so hungry!" said the thin one.

Cherry Swirl smiled and nodded before saying. "Heh...wait, what?"

Sapphire led the young colt into a secluded area lit by moonlight, signaling for him to sit by a tree stump. "You just wait there, I have to go...freshen up. I'll be right back."

Orange Pekoe heard something that could have been a scream, but it was too short and too quiet to register in his brain as such. "I-I-I-I r-ruh-really uh, uuum I-" He sighed in exasperation and put his head in his hooves. He stomped his hoof to the ground. "No, this isn't right..."

He got up and walked around the tree stump. "Uh, m-miss Sapphire? I'm afraid I...I...oh horse apples..."

A darkly glowing red-black haze surrounded the beautiful mare, her eyes burning pits of crimson light. She opened her mouth; it was suddenly filled with sharp spade-shaped teeth, and she spoke with a deep reverberating voice. "I thought I told you to wait. Oh well."

Her short muzzle began to extend outwards from her face, ballooning at the top until her muzzle and forehead bled together before sharpening at the tip like a beak. As her face changed and morphed so too did her body, coat falling away from jaundiced yellow-brown skin, hind legs fusing and running together like tallow, her forefeet extending and broadening, splitting at the tips into five long claw-tipped digits. The creature rose above him, the red-black haze convalescing and forming a tattered robe.

Orange Pekoe screamed and bolted towards the opening he and Cherry Swirl had entered. "Cherry Swirl!! Oh Celestia help meeeee!!! Cherry Swirl, she's a mon...oh no."

Two more creatures like 'Sapphire' were holding what used to be Cherry Swirl aloft, the shriveled grey body hung in the air, swirls of opaque orange energy swirling out of its eyes and mouth and into the gaping tooth filled maws of the monsters. He saw one of the points of crimson light that was their eyes turn his way, and the stouter of the two creatures let loose a billowing laugh and threw the dried up husk in his direction. Cherry Swirl's grey shriveled body hit the tree directly above Orange Pekoe's head, making a horrid paper-like rustling rather than a thud as copious amounts of light grey dust settled on Orange Pekoe's head and shoulders.

The husk landed directly in front of him and one of the dimly glistening horribly shrunken-in blackened eyes turned towards Orange Pekoe, the mouth moved up and down, creaking like a rusty door hinge as it did so. "...Help meeee..."

Orange Pekoe almost screamed before an enormous clawed hand swatted him from behind. He flew four meters into the opening, skidding off the grass before bouncing off of a partially embedded rock. Dazed, he looked up, three enormous black figures closed in over top of him, three pairs of blindingly bright crimson lights.

They were laughing.

The Doctor opened his eyes. His head throbbed horribly and a foul taste coated the inside of his mouth. He was in a hospital bed, comfy white cotton sheets over a small mattress perched on a set of metal legs. The smell of alcohol and antiseptics were almost sweet

and pleasant compared to the chemical stench that seemed to be coming from within him.

'Ooh...waking up in a strange hospital, no idea where or when I am, with the taste of embalming fluid on my tongue...it's my eighth regeneration all over again.' He thought sluggishly to himself. He rolled about in the bed, becoming aware that his body wasn't moving in the ways that it should. *'Do I have some casts on? Maybe that bit with the TARDIS wasn't a dream, not all of it anyway.'* He then noticed the feeling of plastic against his face, a face that didn't feel right either, and the cold telltale flavor of compressed oxygen breathed against his lips. *'What is going-'* he thought as he lifted his hands to his face to remove the mask.

Hooves.

The Doctor stared at his hooves, dumbfounded. "What?!"

He thrashed about, his alien body bending and kicking in ways unfamiliar to him. He tore the covers from his body, revealing a small compact equine form. A tattoo of an hourglass etched on his flank. "WHAT!!"

The sound of conversation from down the hall shocked him out of his bed, sending him tumbling over the side. As he fumbled about on the cold linoleum floor he heard the *clip-clopping* of hooves and several female voices.

"Is all the commotion I've heard true Ms. Sparkle? A blue box fell from the sky and he stepped out?" Said the eldest sounding one.

"Well, Rainbow Dash grabbed him off of the box before it hit the ground, but yeah it's true." said another vaguely familiar voice.

"Yeah! The blithering idiot barely even thanked me! He just started rambling on about Q-Newtrions and tardeds!" said a very familiar voice, the sound of which made his cheek throb. "Hey! Where is he?"

The Doctor managed to get his front legs over the top of the gurney and pulled him self up, the loud rustle of flapping wings greeting him. He looked up into the face of a sky-blue Pegasus with a clearly stratified rainbow mane that descended from red to yellow on top of her head and green to violet down her neck, her large strong-rose colored eyes conveying a clear expression of irritation and distrust. Across the room stood a soft-lavender colored unicorn with a blue and purple pink-streaked mane and next to her was an older ivory horse wearing a doctor's scrubs.

"What."

Twilight and Doctor Cross Stitch raced over to the dumbfounded Earth Pony. He rose to his feet and took a few wobbly, uncertain steps before propping himself up against the gurney, his bagged wild blue eyes rapidly shifting from her to Doctor Stitch to Rainbow Dash.

"Sir..." Twilight said slowly, taking a careful step forward. "You've been in an accident. We need you to calm down and sit still."

He locked his eyes onto her, a small almost electric chill shot down her spine. His eyes were not the eyes of a pony, but the tired experienced eyes of a being of many centuries perhaps many millennia old. Only two other creatures in all of Equestria had eyes like that. He took a few more steps, a little steadier this time, and sat himself down in front of the gurney, propping his back up against it.

Doctor Stitch stepped forward and said. "Sir, you've recently been subject to significant smoke inhalation, I'm going to put this stethoscope to your chest and I want you to take two deep breaths if that's alright."

He smacked his lips and tried to say something before capitulating and nodding. She deftly put on the stethoscope and pressed the disc against his chest.

"Aah!" he exclaimed, causing all three to recoil. "Sorry, it's cold."

Doctor Stitch listened for a second or two, switching the stethoscope from side to side before a look of confounded horror spread across her features. "By Celestia's mane..."

Twilight gasped and cursed at herself, she couldn't believe that she had forgot. "Oh! Right! I think he has some kind of heart condition, because I remember his heart sounding a bit strange when he first collapsed!"

The middle-aged medical pony shook her head and looked at Twilight. "This stallion has two."

Rainbow Dash swooped down, casting a curious eye over the brown Earth Pony. "What? He has two heart conditions?"

"No..." said Doctor Stitch. "He has two *hearts*."

Twilight's jaw dropped and she walked over to the mysterious stallion. "He *what*?"

"Yeeeeeeeah..." the stallion said as casual as could be, as though this was a common subject of conversation. "Weeeell no...actually...yes, I have two hearts, but no, I'm not a stallion."

Rainbow Dash set down on the floor with a loud *CLOP*
“Whadaya mean you’re not a stallion? You sure as sunlight *look* like one!”

He nonchalantly rose to his hooves, still quite pale and with bags around his eyes, but his voice was as strong as ever. “No, stallions look like Time Lords! We were here fir-oh...no, wait that’s humans...hmm...actually, why am I a horse?”

“Pony.” Twilight said on impulse.

“What?”

“You’re a pony, an Earth Pony to be specific.” She said, again on impulse.

“...Okay! I’m a pony then! Why am I a pony?” he continued to pace. “Did I regenerate? I must have...no...I still feel like me. Or do I? Hmmm!” He ran over to a chrome I.V. pole, looking at his reflection in the shiny metal. “Messy hair: check. Nice teeth: check. Eyes: Blue? Shame, I liked my brown ones. Devilish good looks: mmmaybe, it’ll take a while for me to figure out pony aesthetic, but I’ll just go ahead and say ‘check’ anyway. Check!”

“What are you talking about?” Twilight demanded, beginning to feel as irritated as Rainbow Dash.

“Regeneration.” He said absently, like this should be obvious, still looking at his reflection. “Time Lord biological process by which life energy is channeled through every cell upon the moment of death, effectively replacing the dead cells with new living cells, causing not-death. I’ve always said it was a dodgy process, but I’ve never heard of a regeneration ending in...pony.”

Doctor Stitch stomped her hoof. “That’s impossible! Nothing on Equestria can spontaneously regenerate all its cells!”

“Good thing I’m not from Equestria then, otherwise I’d be dead ten times over by now...oh, I guess I’d better make that eleven.” He said looking somewhat distraught before shouting. “WAIT! Ah-HAH! Yes, I know what’ll settle this thing once and for all!”

He turned to the three mares, that same radiant jubilant grin on his face. “ALLONS-Y!!” He laughed and did a happy little buck. “Ha-ha-ha-ha! Still me! Shivers and everything! Always does the trick!”

Twilight shook her head and stepped forward. “So...you’re not a pony? You just look like one?”

“Good question! Got an answer, doctor?” He said, looking at Doctor Stitch.

Twilight and Rainbow Dash turned to Doctor Stitch who blinked

before saying. "Um...Well, I've never heard of a pony having two hearts before, and the beat is too strong and regular to be a genetic mutation. Best I can come up with is that it's natural...for him anyway."

Twilight sighed and turned to the stallion, who was looking very pleased with himself. "Okay, we'll go with this whole 'not a pony' thing until we know more." She turned back to Doctor Stitch. "Is he safe to move?"

Doctor Stitch nodded. "We got him on the oxygen quick, and if there had been anything truly poisonous in that smoke we would have seen the symptoms hours ago. He should be safe, just a little nauseous and fatigued."

Twilight nodded and turned to Rainbow Dash and the mystery stallion. "Alright then, let's go."

Doctor Stitch clopped her hoof against the linoleum floor. "Ms. Sparkle, I'm afraid I must insist that he be kept overnight for observation and experimentation. If he truly is what he says he is, the boons to the medical field could be invaluable!"

Twilight bit her lip and put on a strong face. "I'm afraid this is out of your jurisdiction, doctor. As Ponyville's official liaison to Princess Celestia, I am declaring this a matter of importance to the Canterlot Magical Research and Development Center. This stallion and his box are of significant importance to the security of Equestria."

The middle-aged mare smiled coldly. "You have no such authority. You're just her student away on a field trip!"

Twilight trotted right up close to the older pony, noses almost touching, and locked eyes with her. "*Prized* student. Do you really want to risk it? As liaison to this world's physical goddess, I could make life *very* unpleasant for you."

Doctor Stitch blinked and shrunk away. "Yes, o-of course he can leave. Make sure he gets plenty of fluids and bed rest."

"You're a good doctor, Mrs. Stitch." Twilight said, trying hard to keep the satisfaction out of her voice as she walked towards the dumbstruck stallion and Rainbow Dash. "Rainbow Dash, Mr. Blue-Box, let's leave shall we?"

The three ponies exited the hospital and began walking down Ponyville's main street. It was bustling with early morning market carts and curious ponies looking to buy. The three walked down the middle of the street, the mystery stallion

looking a little worse for wear but otherwise happy, apparently enthralled with the hustle and bustle of a pony market.

"Twilight!" Rainbow Dash exclaimed, hooves up to her face. "That. Was. So. Awesome! 'I could make life very unpleasant for you' HA! You really showed her who's boss!"

Twilight blushed; she really hadn't been in the mood to wait another day to figure out what had happened. Just thinking about it made her head spin; first a storm that never was, then three shooting stars that changed direction mid-fall, and then one of them turning out to be a little blue box with a pony-but-not-a-pony hanging out the side. She turned to ask 'Mr. Blue-Box' just what was going on, only to see him galloping off towards an apple cart. Behind the apple cart was Applejack, and standing next to it was an ecstatic Pinkie Pie, waving and signaling to them. Twilight and Rainbow Dash took off after the stallion.

"Mr Blue-Box! Mr. Blue-Box! I'm glad to see you're awake!" Pinkie Pie exclaimed. "That guessing game we played was fun!"

Mr. Blue-Box stopped and smiled; sweat running down his pale brow. "Yes, it was wasn't it? I'd love to pick up where we left off after I take care of something."

Applejack smiled and leaned forward. "Pinkie Pie! Aren't yah gonna introduce me tah yer handsome new friend?"

Pinkie dashed over and put a hoof on his back. "This is my new friend Mr. Blue-Box! He fell out of the sky in a burning blue box, and that's why we call him 'Mr. Blue-Box'! Blue-Box-Applejack, Applejack-Blue-Box!"

Applejack merely passed off this bizarre introduction as something Pinkie Pie related and reached out a hoof. "Pleased tah meet yah Mr. Blue-Box. Ahm Applejack, friends call me AJ!"

He took her hoof in his and shot her a weak smile. "The...the pleasure's all mine."

"Say..." Applejack said, a tinge of worry in her voice. "You don't look so good, sugarcube!"

He nodded weakly. "Yeah, my body isolated all the toxins I inhaled and deposited them into my stomach for evacuation. I...would appreciate something to eat, if you don't mind. Preferably something with wheat product in it."

Applejack smiled broadly and produced a rectangular brown lump of sugar glazed fried dough. "Apple Clan's Famous Fried Fritters, good for what ails ya!"

The stallion smiled and nodded, taking the fritter and eating it in one bite. Applejack was taken aback and laughed. "Whoa there now! Don't want to choke yerself! Why don't you chew a bit 'n savor the rich apple-cinnamon fla-"

The stallion turned away from the cart and vomited noisily, killing Applejack's words in her throat. The stallion shook his head and spat, a healthy color returning to his face along with a relieved smile. "Oh! That feels so much better, thank you Ms. Applejack!"

Applejack blinked. "Err...I guess the fritter didn't agree with ya, huh?"

"Whatever gave you that idea?" The stallion said without a hint of sarcasm. Behind him the tar-black substance he had just evacuated suddenly burst into flame with a muted *Pwoof*. He chuckled nervously and began to kick dirt onto it. "I needed a medium through which to evacuate the poisons deposited in my stomach. If I just evacuated normally I would have ended up with poison in my mouth and throat. That fritter was just what I needed! Careful with that blob though, very flammable."

"It's started again." Applejack said bluntly.

As the stallion turned around to deal with the combusting goo, Twilight and Rainbow Dash galloped up to the stand, Applejack smiled and turned to them. "Hiya mares!" she said loudly, before getting close and whispering. "Who's the weirdo?"

Twilight sighed and shook her head. "I wish I knew, he just sort of fell out of the sky yesterday."

"In a little blue box?" Applejack said incredulously.

"Yeah!" said Rainbow Dash. "How'd you know?"

Applejack gestured over to the Pink pony trying to help Mr. Blue-Box put out the fire, first with dirt, then with a bucket of water. "Pinkie's been going on about a funny magical stallion who fell out of the sky in a little blue box. Ah thought she was just being Pinkie Pie until this pony showed up and puked fire!"

Twilight rolled her eyes. "I *wish* she was just being Pinkie Pie, it would make a lot more sense!"

Pinkie and Blue-Box approached the talking mares, a look of triumph on their faces. "We put it out!" they said, pointing to a large pile of smoldering wet dirt.

Blue-Box sniffed the air and trotted over to the Sweet Apple Acres apple cart. "Ooh! I'm starving! Could I trouble you for a snack Ms. Applejack?"

She couldn't help but smile at that lively face and said. "You betcha sugarcube. Just don't start any more fires. Eatin' well keeps you healthy, like Granny Smith says 'an apple a day keeps the doctor away'!"

"Tch! Nonsense! I love apples!" he said before shoving an apple into his mouth. "Ph'ee?"

Twilight stomped the ground and trotted over to Blue-Box. "Okay, that's it! This has gone on for long enough! You're gonna tell us just what's going on, and you're gonna tell us *now*!"

He looked up at her, an apple between his teeth and an almost petulant look on his face. "Can't I eat first?"

Twilight's horn glowed and the apple was ripped from his mouth and thrown over the horizon. "No."

"How did you...?" he said before seeing the frustrated rage in her eyes. "Right, what do you want to know?"

"Well, first off. What's your name?"

He smiled. "Oh, is that it? My name's The Doctor."

"The Doctor?" Twilight repeated. "Doctor Wh-?"

He raised a hoof. "Ah-bup-bup! No who, no what, no where, no when, no why, and no how...just 'The Doctor'."

Pinkie Pie bounced up next to him. "The Doctor? That's a really weird name!"

"I'm a really weird guy." He said pithily.

Twilight sighed and raised a hoof. "Back on topic. Okay 'Doctor', One: where are you from? Two: what's that thing you were flying around in? Three: what are in those other two shooting stars, if anything?"

The Doctor raised a hoof to his chin and said. "Alrighty then! One: I'm from the planet Gallifrey, in the constellation Kasterborous. Two: 'that thing' as you call it is my TARDIS; it's my space ship and time machine. And threeeeeee..." he drew out the last word as he turned his head towards the source of a noise that was growing increasingly louder.

The rapid clatter of hoof beats drew their attention. A young orange colt with a matted dark red mane was galloping at full speed towards them, eyes wide with terror and body glistening with exhausted sweat. As he got closer the exhausted pony recognized his fellow townsfolk and began to stop. His weakened legs gave out and he tumbled face first into the dirt, skidding and rolling before coming to a stop a few meters away from them.

Twilight gasped and ran towards the fallen colt. His body was covered in scratches, the worst of which being where his upper right flank had practically been flayed open. His right front ankle had been badly sprained, a wound exacerbated by running full speed with it. "Oh no! What happened to you?"

A single terrified eye nearly swollen shut settled on Twilight, his foam-lined mouth sounded out a few inaudible words, only one of which could be made out. "...Monsters..."

"And that..." said the Doctor, hanging over Twilight's shoulder "...Is the answer to question number three."

Two medical ponies carried the young pony away on a stretcher to the emergency room. As Twilight and her friends prepared to follow them, she noticed The Doctor galloping away in the other direction.

"Wait!" Twilight said. "Where do you think you're going?"

The Doctor spun around, his face suddenly very serious. "Look Ms. Mid-Day or whatever it is, I have a hunch that whatever that colt saw came through the same portal that I did, and if that's the case then we're dealing with some of the most dangerous lifeforms in the universe! Now, if I don't get my ship working, I'm not sure what I can do to stop them. So, you can either wait and do nothing while the doctors help that foal, or you can help me save every single life on this silly little horsey planet!"

Twilight blinked, those unfathomably old eyes were telling her that this was a situation of the utmost seriousness, that despite his quick tongue and warm smiles this Doctor was not a pony to be trifled with.

"Applejack, Rainbow Dash, Pinkie Pie, come on. I think The Doctor will need our help before this is through!"

The mares nodded and took after the two. Twilight, Rainbow Dash, Pinkie Pie, and Applejack followed The Doctor to his TARDIS. It was a deep dark blue, constructed from what appeared to be wood; above the unusually tall door were several lines of white lettered gibberish. Approximately a quarter of the box was embedded in the ground, and despite having crashed with what was obviously a great deal of force, the wooden panels showed no signs of damage, the paint wasn't so much as chipped. As they approached it she could see that despite the large crowd of curious ponies that had gathered around it the night before, no one had crossed the tapeline.

"Now..." said The Doctor as he ducked under the tape. "...Let's have a look-see." He paced around his TARDIS sniffing and scratching at various parts with his hooves all the while mumbling to himself. "...Z-Neutrino Energy, that probably means..." He turned to Twilight and said. "I need a length of rope, about six meters, and a strong pony to hold on to it."

Twilight blinked in confusion. "What? Why?"

He tapped the sky-facing side of the TARDIS, causing the door to swing inwards, unleashing an impossible amount of black-grey smoke. It shot up into the air in a writhing column. The Doctor turned to her, a smile on his face. "Because I'm going in."

Twilight struggled to articulate the ways that didn't make sense. The box was so small, why did he need a rope, let alone a six-meter rope? Where was all that smoke coming from? HOW DID A STALLION IN A LITTLE BLUE BOX CRASH INTO PONYVILLE-She sighed, at this point asking questions only raised further questions. Fractal nonsense. "Applejack, rope."

Applejack nodded and produced her lasso rope. Why did she have it with her? Twilight didn't care. Applejack made her way over to The Doctor with rope in mouth, gazing up at the enormous pillar of smoke billowing out from the TARDIS. "So Doctor, what's the plan?"

He took one end of the rope and wrapped it around his midsection, somehow tying a knot as well. "Well, my dear Applejack, it appears that the TARDIS's automated repair circuit was damaged in the attack. I'm going to go in there and activate the manual repair sequence. All you have to do is hold on, it's a helluva long drop in there."

Applejack blinked, the box looked to be maybe a meter wide, then again all that smoke had to come from somewhere. "You can count on me Doc!"

The Doctor backed in to the TARDIS as the smoke began to thin somewhat. "I knew I could...and it's 'Doctor', not 'Doc'."

"Whatever you say Professor!" Applejack said through a mouthful of rope.

The Doctor's ears perked up, he looked up at her with a radiant smile on his face. "Oh, I think I'm gonna like you Ms. Applejack! Off we go! Allons-y!!!"

With that the stallion disappeared, the rope passing through Applejack's teeth at a controlled but steady rate. Twilight watched as the rope kept threading and threading, having should have bottomed

out long ago *'He's just pulling it in, that's all!'*

"Hold it!" came a voice from inside, impossibly sounding like someone talking from another room. "There we go! Steady Ms. Applejack! Keep a good grip on that rope!"

"No problemo Professor!" Applejack said through gritted teeth, her powerful workhorse muscles more than capable of supporting that skinny stallion.

Twilight got closer, listening carefully. The sounds that came from within the TARDIS had a distance and echo to them that was impossible to fake, could it be...?

"GOT IT! STAND BACK!!" The Doctor shouted. There was a curious whirling sound, building and building, unearthly and bizarre. It made her hackles stand on end but was at the same time the most beautiful thing she had ever heard.

Vrrrrrt...Vrrrrrt...Vrrrrrt...Vrrrrrt

Twilight looked up as the light on top of the TARDIS began to glow and flash. A soft creaking noise and it began to lift out of the ground, floating. It slowly levitated over their heads, that wonderful sound hitting a slow and soothing stride. Applejack let go of the rope and followed her friends as they trotted over to its landing place, in between the flower shop and Rose's house. The sound continued, picking up in pitch and pace as the TARDIS became encapsulated in a brilliant golden haze. The previously smoldering hole on the right panel now emitting blinding strands of golden light, as the sound began to wear down so too did the crater begin to shrink, the golden light shining from it growing smaller and smaller until there was no evidence that there had been any damage there at all, not even the scoring remained.

The doors of the TARDIS swung open, and there, standing triumphantly backlit by a brilliant golden light was The Doctor. "Welp! All fixed! And..." he said reaching into the pocket of an enormous jacket draped across his back, producing a small silver object with a blue jewel on the end "...I got my sonic screwdriver!"

Pinkie Pie leapt into the air. "WOOOOOOOHHOOOOOOOOOOO- what's a sonic screwdriver?"

The Doctor began to close the doors to the TARDIS when Twilight ran up to him. "Hey! Don't we get to see inside it?"

"Don't we have a friend in the emergency room?" The Doctor retorted, his face suddenly very serious. "I'd like to talk to him."

As they entered the hospital they could already see a small crowd of distraught ponies gathered around the emergency room. Doctor Stitch emerged from the room, bullet board hanging around her neck; she walked over to a mare and stallion that could only have been the colt's parents. A brief exchange and the mare began to cry, the stallion looked angry, impotently stamping his hoof against the linoleum floor.

"Doctor Stitch!" shouted Twilight Sparkle. "Is he alright?"

Doctor Stitch uttered a few reassuring words to the colt's distraught parents before moving towards Twilight. "Ms. Sparkle, expect Green Chai and Red Pu-erh to stop by to thank you."

Twilight smiled and shrugged. "I'm just the first person Orange Pekoe ran into. Anyway, do you know what happened to him?"

Doctor Stitch shrugged. "Numerous cuts and bruises, a significant proximal laceration to right flank, one severely sprained ankle, a mild concussion, and severe stress trauma. Whatever he saw out there, it scared him half to death before beating him to a pulp!" Doctor Stitch tapped her head. "His in a bad way, up here. Keeps repeating 'Still alive, still alive' over and over. Nothing we can do about that."

Twilight felt her heart go out to him; she'd seen him before, him and his friend Cherry Swirl, they were at *that* age and were sometimes painfully awkward around fillies. Both had seemed like nice colts though, even if their hormones got away from them at times.

There was a commotion down the hall, some ponies were shouting in outrage. "Hey! What's that pony doing? What in Luna's name is he doing to that poor colt?!"

Twilight bolted down the hall, followed by Applejack, Pinkie Pie, and Rainbow Dash. Twilight looked in through the glass. "Oh no! Doctor! What are you doing?!"

The Doctor was kneeling next to the unconscious colt, hoof on the side of his head, touching their foreheads together.

His father Red Pu-erh stormed into the room, he was a big burly stallion, several times the Doctor's size, and he was furious. "Hey! What're you doing to my son, you damned weirdo?!"

Twilight and her friends rushed into the room, getting between the angry stallion and their strange friend. "Wait!" Twilight said. "He's just trying to help...I think..."

"You THINK?!" Red Pu-erh bellowed. "I DON'T GIVE A PARASPRITE'S WING WHAT YOU THINK!! I-"

"Monsters..." The colt muttered, the Doctor mouthing the words in unison with him. "Big, scary...looked pretty...eating...eating...no...storing, storing Cherry Swirl. He's dusty...looks dead...still..sti...Still **alive**! No-no-no-no-no...want to help you...scared. All...around me! They're big! Eyes like...blood suns. Laughing...laughing...screaming! She's here...so pretty...so stripy. She hurts them! They yell...she...she hits me with a...a...it's a rush! Running. Running. Everywhere-running. Find home. Am home...still...alive...wantohelp...sca..re..d"

The Doctor broke away, a strange look in his eyes. "You've got Carrionites in your woods. No one is to go into the Everfree Forest until they've been dealt with."

He got up and cast a gaze at the bewildered Red Pu-erh. "Your son was very brave. I'm sorry, I'm so, so sorry."

The hulking stallion gently pushed past Twilight and her friends. He knelt at the side of his son's bed, tears welling up in his eyes. The Doctor stormed out of the emergency room, Twilight and her friends followed soon after lest they hear the helpless sobs of a distraught parent.

They followed The Doctor out of the hospital and he spun around. "Twilight, Rainbow Dash, Applejack, Pinkie Pie..."

All four straightened out their statures as their names were called. The Doctor's voice was different, deeper and almost frightening in its evenness. It was rage, but it took Twilight a moment to understand that this was a different kind of rage than any other, the kind of righteous cold-burning fury that could only be mustered by a being so old witnessing the suffering of a being so young. What was in his voice was beyond anger, beyond anything she in her youth could imagine.

The Doctor continued. "The Carrionites are up to something and I plan to stop it. I'm not sure if I can do it alone, not in this world, not in this body. But that colt in there, he is only the beginning. Every second those monsters exist, every instant they plot, is another foal waiting to die screaming. They will spread across this world like a plague, and there will be a millennium of blood and agony if they are not stopped. Will you help me?"

Pinkie Pie stomped her hoof. "Enemies of laughter are enemies of mine!"

Applejack snorted in disgust. "I'll help ya Professor! Those Carrionites'll rue the day!"

Rainbow Dash shot into the air. "Just show me where they are! If you're lucky I might just leave some for the rest of you!"

Twilight locked eyes with The Doctor, the terrified voice of a broken colt fresh in her mind. "This is war."

CHAPTER 3

It was still dark out, likely still at some ungodly hour, not that she'd been keeping track of time. Red, angry burns criss-crossed her body, making every movement a stinging reminder of what now lurked in her forest. It had only been four hours since Zecora approached the source of a terrific explosion in her woods. A crater maybe thirty meters deep and at least a hundred across, inside it a great metal hulk smoldered and sparked, its original shape lost between crash damage and damage that appeared to be nothing less than erasure, as though large portions of it had merely ceased to exist. And from that crater a nightmare emerged. She had caught its attention with a careless step and it lunged at her. Any other pony would have been torn to shreds or worse, *used*. A few quick movements on her part and the cunning use of manticores-deterrent powder and she had escaped the monster.

That should have been the end of it; she should have just stayed in bed once she got home, but an hour later she heard, no, *felt* a voice in her mind. It was ancient and powerful, behind it a will that was beyond her ability to resist. It had been succinct almost to the point of being terse in its instructions, '*Go here. Stop. Supplies are needed. This will do. Go. Hurry. It begins.*' She had found herself galloping through the woods at top speed, bamboo pole and bundle mutely thumping against her flank. She could feel that voice in her mind telling her where to go, assuring her that what she was going to do was right. She could feel that it believed that with all its ancient heart, that the creatures in the crater were doing something that was not only terrible, but also incredibly foolish. It was the kind of anxious worry one feels when watching two colts running through the Everfree Forest at night. Wait. The sight of the two young ones terrified her, not in and of themselves, but for the cold dread they instilled in the ancient creature in her mind. '*The harvest begins.*' They laughed and chattered to each other, apparently excited about something. She approached the clearing with the kind of stealth and grace that only a zebra of her upbringing could muster. An attractive mare greeted the two colts, and after a brief period of conversation and posturing the mare led one of the colts off into the forest, leaving the other one with

the two mares that had literally just appeared. A fleeting moment of curiosity had swept over her, just what were these mares doing out here, and with colts so young? And then the skinny mare grabbed the colt with an arm that couldn't possibly have been attached to a pony, muffling his terrified squeal as he was hoisted into the air by a monstrous apparition. Every fiber of her being wanted to jump out and help the young one, but that ancient voice in her head had told her to wait, that the true target had not yet returned. For a moment she wholly believed that if the creature in her mind had told her heart to stop, it would, such was the *fact* of its authority. The colt levitated into the air, an expression of abject terror frozen on his paralyzed face, and the creatures began to *use* him. There was no other word for it, they didn't kill or maim or even eat him, what they were doing was far more perverse in its nature and far more hideous in its cruelty. Swirls of glowing orange energy began to pour from the colt's mouth and eyes, funneling into the open maws of the beasts. She had squeezed her eyes shut to spare herself the horror but could still see the writhing tendrils of life as they were wrenched from his body. She realized whatever that energy was she didn't see it so much as she *wholly* perceived it. That crucial life-force was present in all her senses, she could smell it, taste it, hear it, see it; its presence broadcast right into the very center of her brain. They were pulling out his soul. The ghastly beings cackled gleefully as they absorbed the essence of a youthful pony, his previously gangly teenaged body shriveling and draining of color, his terrified eyes sinking into black pits in his skull, the expression of terror constricting into a horrid rictus of undeath. A scream tore her away from the grotesque feeding and the younger colt from before came bursting into the clearing, words of warning dying in his throat. In an act of immeasurable cruelty the stockier of the monsters batted the living corpse of the older colt at the younger one, a hideous bout of mocking laughter ensued. After a moment of allowing the foal to contemplate his dearest friend's fate, the largest of the three monsters batted him into the clearing like a small pebble. The rage inside Zecora had built and built, and there was an unmistakable wave of jubilation when she heard the voice say '*Attack.*' She had tossed the bindle into the air and kicked it towards the gathering of monsters. A huge plume of bold magenta smoke billowed from it as the glass jars filled with chemicals shattered and catalyzed inside the bindle. She leapt forward, hearty battle cry bellowing from her throat. She could see their evil glowing eyes

through the smoke, sardonically thanking them for supplying her with such wonderful targets! The first two jabs found their marks, a cacophony of unearthly howls rang through the night, the two smaller monsters stumbling backwards clutching at their eyes. She barely dodged a wild swing from the stout one with a graceful sideways roll, coming to a stop near the battered colt. A small jab of her homemade remedy for a cockatrice encounter (never leave home without it) and the colt exploded out of the clearing and into safety. There was a voice like a thunderclap; the elder monster raised her arms, chanting aloud in a tongue that was torturous to hear. The smoke began to dissipate and lightning swirled and arced around the creature, her eyes now small suns of malevolent crimson fury. Ochre bolts of deadly lightning arced and blasted at Zecora as she fled, each near miss scalding a red line of pain on her body and blasting a glowing molten hole into the earth. The monster roared in frustration and called upon presumably stronger magic before a buzzing whoosh swept over Zecora's head. A green blot of energy severed the monster's arm at the shoulder; a thick black ichor pulsed out of the wound, evaporating into a poisonous looking cloud of green-black smoke. Seemingly unfazed by the dismemberment the monster pointed into the forest and a dark red arc of energy flashed from her finger. Zecora felt the ancient voice in her head scream in pain and disappear, its absence in her mind quickly filled with abject terror. She had run faster and harder than she ever had before, only vaguely aware of the angry red burns that crisscrossed her body. She had run, hoping to Celestia that those things would not find her.

Now that she was back in her home, Zecora went about dropping various herbs and agents into a small boiling pot, cooking up an analgesic for her burns. After applying several salve-soaked bandages to her wounds, Zecora trotted over to her window, she didn't know what was going on, but she knew that she had to tell someone; the pretty young unicorn in Ponyville perhaps? Maybe, she had Celestia's ear after all. But all that could wait until later; she doubted that she would even make the short trek to Ponyville. She curled up on her bed, and instantly fell asleep. Outside, something stirred.

Twilight opened up a duffle bag and began to stuff it with spell books and equipment. She had returned to her library to gather all necessary gear and inform Princess Celestia of the threat to

Equestria. Spike had been less than thrilled to discover that he was once again being left behind. There was a crash from the foyer, followed by several apologies and the odd expletive from Spike.

"So I don't get to come because it'll be dangerous, but you're bringing Pinkie Pie and *this* guy? Explain to me again how you're coming back from this alive!" Spike said, gathering shards of something that sounded ceramic.

"I can fix this! I just need some glue...and a modular molecular re-sequencer!" The Doctor called up from the foyer.

She had given Applejack, Pinkie Pie, and Rainbow Dash two hours to pack up their necessary supplies before they regrouped at the TARDIS. The Doctor insisted that he stay behind and work on the strange little box but Twilight was leery about taking her eyes off of the eccentric stallion. He had been somewhat unenthused when Twilight literally dragged him away from the TARDIS, but any resentment disappeared when he was shown the library. As she had suspected The Doctor was first and foremost an explorer, always ecstatic to learn and discover new things. She had left The Doctor to wait in the foyer, instructing him to read a few books if he got bored while she packed. So he read them. All off them. In a matter of minutes. In a bizarre turn of events she found herself being buffeted by a battery of rapid-fire questions. She had set out this morning eager for answers and had returned with even more questions, but none of that mattered now. They were on a mission. The Doctor had somewhat returned to form since declaring his intention to hunt down the Carrionites, but even his warm smiles and jokes had an edge of ice to them now.

There was a telltale belching noise and a flash of green light, Celestia had responded to her letter already?

"Ahem! Hear ye, hear ye, her magnificence Princess Celestia... 'cannot be reached at this...' Oh, it's just a recording!" said Spike from the foyer. "...waitaminute... Twilight, what's a 'Twelfth-Dimensional Neutrino Singularity?'"

Twilight stopped packing for a moment, what an odd question. "It's a rare space-time event where a hole in the universe crosses all universal planes at once... why?"

"Princess Celestia and Princess Luna quote: 'will be indisposed for the duration of the day as six Twelfth-Dimensional Neutrino Singularities are threatening to bring about the heat-death of the

universe, they are currently closing them.’ end quote...is ‘heat-death of the universe’ a bad thing? ‘Cause it sounds like a bad thing!”

Twilight resumed packing; this sort of thing was normal for the Princesses, even though there had never been six of them all at once. “Don’t worry Spike, Princess Celestia dealt with events like these for a thousand years *without* Princess Luna to help her, the two of them are more than capable of handling the situation. The strange thing is that there’s six of them all at once.”

“Yeah...that was probably me. Cracked the universe, terribly sorry about that!” The Doctor peered into her room, an embarrassed smile on his face. “Also, sorry about the vase...and the statue, resonance frequencies and all that. Also, did you need a little book called, uh, *Passions of a Troubled Clydesdale*?”

Twilight jumped and stopped packing. “Wha-what?! Why did-how did you-it’s not even mine-it...**sigh**...where did you even find that?” Twilight sputtered.

“Hmmm? Oh, it was just laying around, really...inside a box...with a lock...in a closet...also with a lock-it wasn’t important, was it?” The Doctor said, hints of an apologetic smile tugging at the sides of his mouth.

Twilight sighed, a blush forming in her cheeks. “No...it wasn’t important, it was just...anyway, why do you ask?”

“Well...” he said, drawing the word out in his characteristic way. “...You see, Spike’s got that teleportation breath, which is *fantastic* by the way, and I was curious as to how it worked.” He entered the room and began to scratch lightly at the floor. “Good news is I may have increased his effective range by an order of magnitude!”

Twilight’s ears fluttered, she did not like where this was going. “And the bad news?”

“I may or may not have teleported your book into the heart of the uh...sun.” He said as he put on his most charming smile. “Spike had a bit of a hiccup.”

Twilight torturously fought the urge to kick the grinning stallion until he stopped moving and she went back to packing. “Alright. Okay. That’s fine. All good-**Heart of the sun?!**-you should go now.”

“Yeah...I should.” He said as he backed out of the room, careful not to take his eyes off the seething mare, before adding. “By the way, I thought your essay on the connection between life and magic was brilliant! Ambient PKE fields are so much fun to work with!

You've got an interesting study year ahead of you!"

The door telekinetically slammed shut in his face. Spike stood leaning against the wall, a nervous smile on his face. "That went...well."

The Doctor blinked. "It did?"

"You're not on fire."

"I see your point."

The door opened suddenly and Twilight stuck her head out. "*Ambient* PKE fields?"

Pinkie Pie bounced along the trail to Fluttershy's cottage to say goodbye, just in case. A multitude of happy animals flew and scurried about in the area near Equestria's kindest being. Pinkie skipped and jumped happily, even though under normal circumstances she would be saddened and even a little scared. There were monsters in the Everfree Forest. Sure, there had always been creatures in the Everfree, but these were *monsters*, grotesque in body *and* in spirit. What they had done to poor Orange Pekoe, who had always been such a nice little colt, they had hurt him body and mind, and Cherry Swirl was said to have been missing too. There was a sickening feeling in the pit of her stomach that whatever deed had broken Orange Pekoe's mind had been inflicted in full on Cherry Swirl. But none of that mattered! These monsters could be the most scariest, most powerfulest, most meanest monsters to ever eat a kitten and it wouldn't have phased her one bit! Because in all the worlds around all the stars in all the moments of time there was one thing meaner, one thing more powerful, and one thing far and away more terrifying than they could ever hope to be; that funny stallion in his little blue box. She had sensed that Twilight had detected this in The Doctor but had yet to realize it, but Pinkie had known the second he began speaking to them. She could tell when people were telling the truth, even when they were crazy and believed every word they said she could tell that they were lying, it was like her Pinkie sense only without the niggley feelings. The Doctor had fallen straight out of the sky in a box that she suspected to be bigger on the inside and began to talk about dimensions and portals and strange sounding weapons. What's more, he meant every word and every word of it was true. She sensed in him great anger and fury, danger, the fires of the stars and the ice of the ages; he was impossible, unstoppable, beyond imagining and yet remarkably simple. He was good, not nice or

pleasant or even benign, but good nonetheless. She had sensed the fury of an angry god within him outside the hospital, a fury that could end the world if he let it. He needed them. He needed beings that by all rights should be as insects to him, but weren't. He needed someone to care about him, someone that would stop him before he went too far, challenge him when he crossed the line, and love him when he grieved. He needed friends, and what better than Pinkie Pie to keep an ageless alien from madness? Pinkie Pie *and* her friends, of course! Applejack had taken a liking to The Doctor, calling him by a pet name already, and he to her, her strength and charisma drawing him in. Rainbow Dash less so, but that was more out of ego than anything; The Doctor had been almost dismissive of her at times, a slap in the face to a pony like Rainbow Dash. Twilight Sparkle was doubtlessly drawn to The Doctor; she could never stand to let a question go unanswered. How frustrating he must be for her, everything about The Doctor raised more questions, every little thing revealed, every riddle unraveled, only resulted in more questions, more mysteries, more nonsense. And underneath all that Pinkie sensed there was knowledge, limitless unending knowledge. *That* was what would ensnare Twilight, the moment she realized just what The Doctor was beneath all his nonsense she would never let him go. That worried Pinkie because, despite all his power and ability, The Doctor was running scared. There had been some event in his life, some catastrophe, that wasn't chasing him but was also something he would never escape. Twilight would never willingly let him go, and he would never stop running.

As she made her way up the trail she heard something resembling a commotion. Around Fluttershy's place a commotion was nothing short of extraordinary. Pinkie Pie made concerted effort to muffle her bounces, so not to alert the offending...offender. Standing in the front lawn was Fluttershy and some strange mare, she was somewhat short and stocky, and she was also sporting a painful-looking black eye. The mare appeared to be pleading with Fluttershy about something, more alarmingly Fluttershy appeared to be obstinately refusing. *Fluttershy*.

"C'mon! There's a bunch of hurt little animals who need your help!" The mare pleaded.

"I-I'm sorry, but I just don't feel right going with you. I would like for you to leave now." Fluttershy said, her voice almost breaking the feather-soft tone she always used.

The mare took a defiant step forward, causing Fluttershy to recoil. "You listen here! I-"

"You what?" Pinkie Pie said, appearing from under a small rock beside the offending mare.

The mare leapt back, a look of dumb surprise plastered on her face. "How did you-where did...?...uuh, I was just asking Ms. Fluttershy to help me take care of some poor little animals I found in the Everfree Forest!"

Fluttershy huddled up to Pinkie, almost shaking with fear. "Pinkie she's lying...I don't know how I know but-"

Pinkie smiled and nodded. "You hold that thought." She turned back to the mystery mare. "What's your name?"

She looked taken aback, sweat beginning to form on her brow. "Uuuh! I...um...curses! Noun-verb, noun-verb...I'm Re-Ruby, uh, Shine! Yes! Ruby Shine, that's me!"

"Mhh-hmm!" Pinkie said sweetly. "Are you sure it's not 'Carrionite'?"

A paroxysm of terror and shock shook the mare violently. She screamed aloud and was suddenly consumed from the outside-in by glowing orange light.

"Hmmm! Not quite what I was expecting." She said as she turned to a flabbergasted Fluttershy. "There's someone I think you should meet. Bring your Element of Harmony!"

Draggle streaked to and fro, arranging all the elements needed for the summoning. She nervously looked over to the cave Matron Hydria had been hiding in. The attack by the hated Hervoken and his fast-hoofed stripy friend had taken a terrible toll on Hydria; her arm had been completely severed by a Phasic-Obliterator Rune and she had been forced to use some of the life essence of the juvenile they drained to keep herself from dying. Though healed she was terribly weakened and had sent Reeka out to find more ponies to power the summoning, luckily the life essence of these creatures proved to be extremely potent, the single colt would have almost been enough to summon with had Hydria not been injured. Now Draggle swooped back and forth, stock-piling the necessary molds, fungi, and clover needed to make the medium that would give their ally form. Draggle hadn't told Reeka, but she was beginning to doubt their plan. It seemed obvious to her that The S'Müz wasn't interested in the Carrionite Empire, from what she'd heard from eavesdropping on her

mother's exchanges with it, it was barely even aware of them as allies. Hydia only saw its power and Reeka only saw gaining her mother's approval, leaving Draggles to fret for the fate of the multiverse should this thing be permitted to enter it.

There was a low hissing crack and Reeka came flying from a portal, she tumbled and skidded across the ground before coming to a stop, shrill bellowing gasps emanating from her, blasting dust away from her face as she lay face-down on the ground.

"Reeka! Oh sister! What happened to you?!"

The fallen monster weakly began to levitate off the ground, winded by the sudden dematerialization. "Puh-pony...knew-knew of us. Our name!"

"What?!" Draggles exclaimed, things were going from bad to worse.

Reeka gasped, huffing for air in between sentences. "I was trying to lure a winged pony into the forest...her aura was pure and radiant, more than enough essence for mama...but one pink pony...appeared! Named our species! She knew! She knew of our kind! What else?! What could that Hervoken monster have told them?! What's going to happen to us, sister?!"

Draggles trilled a calming spell to settle her sister's frantic mind. "Hush now. Don't worry. Mama's talking with The S'Müz; soon it will be here and we will be remembered by all as the founders of the greatest empire in all of creation! I've collected enough ingredients for the medium, let's go get some sentient life-force for mama!"

Reeka shrugged. "But where? The pure one I found was living on the edge of the forest, and the other ponies rarely come in here!"

"There's still one nearby, and I'd say that we owe her a slow death!" Draggles smiled a loathsome smile, gesturing at her swollen bruised eye.

Reeka and Draggles giggled, a horrid shrill sound that cut through the forest like a knife, heard and felt by all creatures nearby. Frightened birds exploded from the treetops before falling from the sky, dead from a hundred tiny hemorrhages in their brains, their tiny life-force captured and funneled into the cave and consumed. The sisters took flight.

The Doctor followed Twilight Sparkle into the library basement. Her sudden change in attitude still confounding him somewhat. Her excitement seemed perfectly genuine, though.

"Ambient PKE fields! Ah! Why didn't I think of it before? It makes so much sense!" She said excitedly, pulling The Doctor down the stairs. "Come on! There's some scans I want you to take a look at!"

"So, you're not mad?" He said carefully.

"About that trashy little book? No! It was just for a little bit of, er, entertainment. Cheap as free in any book store!" She said turning back to him. "However, it's the thought that counts, so yes, I *am* still angry."

"But it was just a silly little book! I read it! Nothing stimulating in there! Well, nothing *intellectually* stimulating anyway." The Doctor said before adding. "...Actually I was quite surprised *you* had something like that."

"Enough!" Twilight said, beginning to get angry again. "The point is you teleported something of mine into the center of a star without asking permission. I do not appreciate the fact that you value my opinion less than my possessions!" She said, before muttering. "And a little garbage now and then never hurt anyone..."

The Doctor smiled. "Quite right! I apologize if you got the impression that I don't value your opinion, it's just that when I get thinking too hard..."

"...You don't quite think things through?" Twilight finished, looking back at him.

"Yeah, my curiosity gets away from me and...I...oh, wow." He said, looking upon all her equipment. "Are those computers? In a magical universe?"

Before Twilight could answer he had run past her, excitedly appraising the equipment. "This is a molecularly re-sequenced crystal display...and are those runic tablets attached to the keys? What's this?"

Twilight watched as the energetic pony darted back and forth between her computers, muttering excited exclamations to him self. "Uh, Doctor? There's some data I would like for you to look at and...and you seem to know a lot about...things...and stuff...what are you doing?"

In front of her The Doctor was bending over next to her newest computer, fishing about in the pocket of the huge alien jacket he had tied around his neck before producing his 'sonic screwdriver' in between his teeth. "Ah-HAH! Here we go..."

Twilight ran forward, realizing he was unfastening the panel

from her computer. "H-hey!"

He pulled the panel away to reveal the inner working of her computer. "Ooh! Look at you! Magnificent! Not magic *instead* of technology, it's magic used as technology! Re-sequenced gemstones used to channel PKE in a way that mimics spells, reproducing the effects on a smaller scale! *gasp* Look here! You're using a single manipulator spell to form the baseline for your computer's entire sorting algorithm, the manipulator spell is funneled through a more specific spell subroutine to get a desired result rather than having each spell subroutine have it's own manipulator complex! I'm *loving* this-oh! Hold on here..." He shot to his feet and turned around to face her. "Something's not quite right here. This computer's been gutted. It used to have multiple enclose spell subroutines, but now it just channels them all from one baseline manipulator spell...a *homemade* manipulator spell."

Twilight's eyes shifted around the room nervously. "Uhh, yeah. The old set up wasn't fast enough for me. So I wrote my own baseline manipulator spell and etched it into a media-crystal and re-routed all the spell subroutines into it."

"Yeah, and you used the space saved from that to patch in more subroutines into the system, allowing for more usable data in better quality *and* in less time." The Doctor said, slowly walking closer to her. "Illegal, I imagine."

She instinctively took a step back, The Doctor looked straight into her eyes, the eyes of a god peering into hers. "Twilight Sparkle...You enhanced your computer by yourself, replaced at least a hundred professionally made baseline codes with a *single* code of your own creation, all from your basement. You're versed in mysticism, all the ritual and ceremonies of magic, but you're more than adept in the fields of practical application and technology. Twilight Sparkle...you're *brilliant!*"

She felt an unexpected rush of hot blood to her face; he was very close to her now, noses almost touching. "Whatever you've got down here...confounds you. And whatever confounds *you*..." he brushed past her to the display. "...Must be a doozy!"

She let out a quiet exhalation of breath as he began to examine the display; heart thundering in her chest, The Doctor clumsily tapped the keyboard. "Blasted hooves!"

Twilight stood beside him and activated the display with a telekinetic tap of the keys. It lit up, the Canterlot Computational

Science Incorporated logo appeared with a jaunty theme tune. A few clicks and button presses and she recovered the data of yesterday's storm. '*Yesterday? Can't believe it's only been a day since this whole mess started!*' Twilight thought as she showed all the various graphs and gradients to The Doctor.

"Alright, so you've got some pretty detailed data here. What's the problem?"

"Watch. I'm activating the storm simulation...keep your eyes on the graphs."

The Doctor watched intently as the simulation ran its course. She watched him, gauging his reaction, waiting for him to explode in excitement or shout...or something.

"This isn't good." He said, his eyes conveying something remarkably close to confusion. "And *that* is impossible."

Twilight beamed a smile; she was getting more and more excited to have someone around who understood all this stuff. "I know! How in Celestia's mane did it undergo a complete mass subtraction? And that electromagnetic stuff? Impossible!"

"Oh that?" He said, casting a sideways glance and a sideways smile at her "Rudimentary. Any moderately advanced civilization worth its planet can pull that old rabbit out of the hat!"

Twilight stopped, mouth ajar. "What? That's possible?"

The Doctor scoffed, like this was something everyone but her knew about. "Mass Carver and a pinched non-baryonic field? Sure thing. Easy-peazy-lemon-squeezy."

"Then what 'isn't good'? What's 'impossible'?"

The Doctor pointed at the PKE meter. "That. That shouldn't be. See, the mass subtraction and electromagnetic deletion is all characteristic of The Void."

Twilight looked at the display. "The Void?"

"The space between spaces..." The Doctor said, looking off into the mid-distance. "Hell, basically. The immaterial space between dimensions, hot as a star, cold as the end of time, empty yet stifling, a crushing mass of nothing." He saw her dumbfounded face and continued. "Basically where all the nonsense and paradoxes and contradictions of the universe originate and end up. Where time and space have no meaning because time and space don't exist. You didn't get any mass readings or electromagnetic signatures because The Nonsense Dimension kept opening up and baffling your sensors."

Twilight blinked and looked at the readings. "...But what about the PKE? That can only be generated by living beings. Why is there such a huge reading of psychokinetic energy in your Nothing Dimension?"

The Doctor smiled, but it was a worried kind of smile. "That's the question isn't it? The one worth all the marbles! Why, oh, why is there even a hint of PKE in The Void, let alone half a planet's worth?"

Twilight tapped her chin with her hoof. "...Was it you guys? You and the Carrionites?"

The Doctor smiled and put a leg over her shoulders. "I'm flattered, really I am. No, as clever as I am I wouldn't equal a thousandth of that reading, and the Carrionites are just adept at manipulation of the ambient fields, no real source in and of themselves."

She nodded. "Yeah. And it was for only an instant. You and the Carrionites were drifting towards the planet for at least three hours..."

The Doctor took his arm off her back. "Is it getting warmer in here? Hmm? Anyway, we should probably get back to the TARDIS, are you done packing?"

Twilight was snapped out of thought for a moment. "Hmm? Oh! All this talk of PKE...I should get my Element of Harmony."

"Your Element of what?"

"Never mind! I'll explain later!" she said as she raced up the stairs.

Applejack approached the blue box, heavy saddlebags resting comfortably on her flank. This had been a strange day to say the least; she'd heard the commotion last night but didn't bother to check it out, business preparation and all. But then this morning Pinkie Pie shows up talking about some blue-box pony, a blue-box pony that literally derailed her entire day in the span of half an hour. She didn't regret her decision to help the Professor, she could feel in him a good heart troubled by an act of unimaginable evil, and she definitely wouldn't stand for any more repetitions of this morning's ordeal. Seeing what they had done to that poor colt, his parents, his friends, it made her blood boil. The Professor was fixing to make those Carrionites pay for what they did, and she was with him one-hundred-percent! It was part of what endeared him to her; she had detected an adventurous and fun-loving pony in him when she helped him to get his impossible blue box out of the ground, but when he went storming

out of that hospital declaring to bring Pekoe's assailants to justice she could not help but brand him as a friend in her mind. He'd been in Ponyville for less than a day and witnessing the injury of one of its citizens was treated like an act of war. She liked that in a pony, willing to help all who ask, and willing to right any wrongs they discover. Heroes. Ponies like that were called heroes.

"Geez! When's Twilight bringing that weirdo back?" Rainbow Dash said, restlessly flitting back and forth in the air. "I'm good and ready to bash some monsters!"

Applejack smiled and looked over at the box. "Well, she's probably showing him all her toys and gadgets! You said she was pulling her mane out over something yesterday, right?"

Rainbow Dash nodded, crossing her arms. "Yeah, she said that storm cloud violated a bunch of physical laws or something, techy stuff. Heh! The Doctor's probably blithering on about some stupid sciency thing and she's probably just eating it up with a spoon!"

Applejack laughed and nodded. "That would explain why they're so late!" she turned her head to the sound of clattering hooves and flapping wings. "Who's that?"

Rainbow Dash swung around and said. "Oh! It's Pinkie Pie...and Fluttershy?"

Applejack shot to her hooves, a serious look on her face. "What?! What's Pinkie Pie doing dragging Fluttershy into this?"

Pinkie Pie galloped towards them, a big smile on her face. "Hey guys! Guess what! Guesswhatguesswhatguesswhatguesswhat!"

"What?" Rainbow Dash and Applejack said in unison.

"One of those Carrionite thingies tried to eat Fluttershy!" Pinkie said, hopping up and down.

Rainbow Dash streaked over to Fluttershy, quickly looking up and down her. "Pinkie! That's not funny! Oh horse apples! Are you hurt? Did that thing attack you?"

Fluttershy shook her head meekly, a scared look spreading across her features as she recalled the event. "No. This mare came calling for me to come and help some wounded animal out in the Everfree Forest. I came running out to help but when I saw her, her face, her eyes, her...everything, I just stopped. She was wrong. I can't explain it but it was like there were...*seams* in her face and body, like in a dress. I could only really see them when she made an expression, or moved too quickly, it was like I could suddenly see where the parts were mended together. She started to demand that I

come and help, but I couldn't move, I was so scared. Pinkie Pie showed up just when she started to get angry. Probably saved my life."

Applejack looked over at Pinkie Pie, who nodded enthusiastically. "All I did was say their name! Carrionite! And poof, no more monster!"

Rainbow Dash laughed and led Fluttershy to the ground. "Ha! Is that all we hafta do? Why'd The Doctor even need our help if these things are a name away from poofing?"

Pinkie Pie sat down with a thump. "Oh, it didn't kill her! Just moved her. Probably won't work again, she seemed so surprised when I said it."

"How do you even-?" Rainbow Dash said before being cut off by an enthusiastic "Pinkie Sense!" from Pinkie Pie.

"...And just what do you have in this bag? Bricks?" came a voice from down the road.

Twilight and The Doctor were coming down the road, The Doctor loaded down with two bulging saddlebags. Twilight gave him a dismissive flick of her mane and said. "Books actually, spellbooks specifically. Offensive spells, healing spells, you name it it's in there."

"Books..." muttered The Doctor. "Feels more like lead! Why do I have to carry your luggage?"

"Heart of the sun." She said pithily.

"Oi! I thought you forgave me for that!"

She smiled and said. "Nooo...I said the *book* wasn't important, but the fact that you *didn't ask* was. Ergo, still mad at you, you carry my bags, quod erat demonstrandum."

Applejack laughed and kicked at the air. "Hey Twilight! You tamed that stallion already? I think I may have to ask you for some pointers!"

"Hoh-hee-hoh." The Doctor said flatly before turning to Fluttershy. "I see we have a new addition!" He said as he trotted up to her, grinning as always. "Hello! I'm The Doctor, and who might you be?"

Fluttershy turned away and muttered. "Um...I'm Fluttershy..."

He took a step forward. "Hmm...excuse me?"

She recoiled and began to shrink away. "...I'm Fluttershy..."

The Doctor craned his neck towards her. "One more time dear!"

"...Please stop shouting at me..." she squeaked.

Twilight rolled her eyes and said. "Doctor-Fluttershy, Fluttershy-

Doctor. She's a little...withdrawn."

The Doctor looked at the Pegasus huddled on the ground. "Just a bit."

The Doctor felt an impatient hoof tap his shoulder and he looked up into the face of Rainbow Dash. "Oh, hello Ms. Dash!"

"Don't you 'hello Ms. Dash' me! While you two were fiddling around with each other Fluttershy here almost got eaten by one of your Carry-O-thingies! It was only because Pinkie Pie was there that she survived!"

"What? How did Pinkie Pie-?" He said before realizing what she said and spun around to Fluttershy, who once again recoiled. "My god! Are you alright? Did they take anything from you? Some hair? A personal belonging? Anything?"

"Um...no..." She said, partially hiding behind Applejack. "She looked like a pony and, um, wanted me to come with her into the...um, forest. But she was..."

"Wrong?" The Doctor said. "Like she..."

"...Had seams in her face." They said in unison, The Doctor smiled and stood back. "Ms. Fluttershy, you're amazing! High-power perception filter built around a psychic matrix. A crude image is projected into the mind of a living being, the brain fills in the gaps and the perception filter makes you ignore the 'seams'. But Ms. Fluttershy here is highly perceptive, prone to see things others might miss, body language, facial expressions, the mask of a witch, you know, things like that. No wonder you're so shy, all that information your brain picks up...must be overwhelming. I can hazard a guess that you're good with animals and people seem to adore you immediately, correct?"

A slight blush settled in her cheeks. "Well, the first part definitely, but I don't know about the other thing-"

"Yep!" said Rainbow Dash.

"Darn tootin'!" said Applejack.

"Cept for meaniehead Griffins!" said Pinkie Pie.

"The Doctor's right about that!" said Twilight, giving Fluttershy a comforting smile.

"Welcome to the team, Fluttershy!" The Doctor said and cleared his throat before walking towards the TARDIS. "Alright everyone, let's go."

Applejack looked up and down the blue box and shot The Doctor a playful look. "Well golly Professor, it's sure gonna be a tight

fit but ah think we can manage!”

Twilight bolted to the front of the pack, a look of almost torturous excitement on her face. “This I have to see, is it really...?”

The Doctor kicked open the door and a dim golden light poured out. “See for yourself!”

It was beautiful. Huge organic-looking pillars reached up at least four meters above their heads, the grated floor clicked and clanked as they walked on it. In the middle of the room was a large circular console from which a large clear tube protruded. Inside the tube were a series of clear pipes and discs, the pipes extruding from the console seemingly designed to interlock with the pipes descending from the ceiling. All around them were doors and lumps on the walls and all sorts of things that just couldn’t be inside such a tiny little box.

“I-I-I-I” Twilight stammered. “But it-there’s no way...bigger...”

“Well said Ms. Sparkle.” The Doctor said passing her by. “Find a seat, stake your claim. Gawp like spellbound chickens...Gibble-gobble-wimbly-wombly-ibble-bibble-ibble...” He turned to see Rainbow Dash, Applejack, Fluttershy, and Twilight Sparkle staring aghast at the lunacy that they were seeing. “...And don’t hear a word...”

There was a splash from somewhere inside the TARDIS followed by. “You have a pool?! See if I ever leave this place!”

“I have a pool?” The Doctor said, quietly contemplating the possible ramifications of allowing a being such as Pinkie Pie into the TARDIS. “I may have just doomed us all...oh well!”

Applejack took a few tentative steps towards the center stage of the TARDIS. “Pruh-Professor, ah mean, ah knew there was somethin’ fishy about this box but...but this is just ridiculous!”

“Yeah...” He said leaning towards her, a mischievous smile on her face. “Well that’s just me all over, isn’t it?”

Twilight followed her friend deeper into the ship, circling around the center console. “How is this even possible? This room inside that little box...”

A soaking wet Pinkie Pie came bursting from one of the doors in the wall, quickly shaking all the water off her body. “There are other rooms! One has a pool *and* a library!”

As Rainbow Dash dragged Fluttershy into the center stage The Doctor addressed them all. “Alright mares! This is my ship! It is called the TARDIS! That stands for-”

"Time And Relative Dimensions In Space!" exclaimed Pinkie Pie. "Funny that you lot include conjunctions and prepositions in your acronyms, but I guess 'TRDS' doesn't have quite the same ring to it!" The Doctor and the rest of her friends stood in dumbfounded silence. Pinkie smiled and waved at them. "Hi!"

"...Anyway..." said The Doctor. "...The reason it's bigger on the inside is-"

"-Is that by utilizing a fourth dimensional quantum pinch the TARDIS is able to cause a time-space inversion bubble of indefinite size, proximity to the Time Vortex makes this possible as the unstable space-time fringes of the inversion bubble are constantly destroyed and recycled, causing a self sustaining pocket dimension." said Pinkie Pie, again greeted by stunned silence and stares. "What? Do I have something in my teeth?"

"No, seriously, how do you know that Pinkie?" The Doctor said, the seriousness in his voice surprising everyone.

"I just read the manual." Pinkie said casually.

The Doctor's jaw dropped. "Where did you find *that*?!"

Pinkie smiled and pointed at the door she had emerged from earlier. "In the library, section MAN-602-7814, deep-end of the pool. Twilight, why don't you have a pool section in your library? It makes sooo much sense!"

"MAN-602-7814...pool...have to remember that..." The Doctor said before turning back to the congregation. "Anyway. Let's recap! There are Carrionites in the woods, they are attacking people, and they may or may not be planning to conquer the universe. We all knew that?" a round of nods and he continued "Right, enough idle fact, let's get into cold hard speculation! When I mind-linked with Orange Pekoe I managed to glimpse his memories. The Carrionites were doing something strange, extracting some kind of energy from his friend. Now, I'm not sure but it may have been some form of psychokinetic energy. Carrionites can consume this 'life-force' but it's a direct contact extraction...no glowy bits..." He paced back and forth in front of them.

"Didn't Orange Pekoe say they were 'storing' Cherry Swirl?" said Rainbow Dash. "Sounds like they weren't absorbing it, just taking it out."

The Doctor nodded. "That's good. Hmmm...yes that's very good! Thank you Rainbow Dash!" Rainbow Dash smiled furtively and the Doctor went back to thinking. "Alright, so they're storing it. For

what? PKE isn't particularly powerful, it's useful, but there are energy sources their spells can access that can affect stars! So why? Why lure two foals into the woods to pull their souls out through their eyes?"

Applejack tapped a hoof on the floor before raising it to her chin. "Maybe it ain't raw power they're after? Like on the farm, splittin' apple wood is darn near impossible with an axe, but a saw'll sort it out in short-order!"

He smiled and snapped his hoof out before looking at it dumbly. "Oh right, no thumbs to snap...anyway, ah-HAH! You're onto something there! There are things that PKE can do that other forms of energy can't, so many things! That's why it's the go-to stuff for magic, I guess. What could they be using it for?"

Fluttershy raised a hoof. "Um, where are these creatures from exactly? Why are there only a few of them?"

"Ahh..." The Doctor said "They're originally from another dimension, but their war with another race, the Hervoken, threatened all of reality...so the Eternals locked them away forever in a pocket dimension called the Deep Darkness, or Deep Dark to those familiar. They tried to get out once before...used Shakespeare to do it...but are they trying that here? Couldn't be, they'd have to build a huge resonance chamber to focus the PKE into a useable stream, have to get a building permit, consult the unions...I doubt they're trying that one again, after what happened."

"Why? What happened?" Pinkie said her head tilted to one side.

The Doctor smiled mischievously. "Me. Well...me and William Shakespeare...J.K. Rowling helped too, I guess. They'd need a word-smith, someone who can put the right words together in the right order, put them in a big enough psychic amplifier and they can tear a hole in the universe. So they aren't trying that, too many missing variables. What could they be using the siphoned PKE for?"

"Harmonization..." Twilight said, eyes growing wide with horror. "Doctor! PKE, what it does best, it harmonizes with other PKE fields! That's how we use it; we harmonize our own field to draw power from the source! We always thought the source was an internal well of energy, but in reality we harmonize with the ambient PKE fields you were telling me about, pulling power straight from the surrounding life!"

He smashed his hoof against his forehead. "Of course! It was

so simple I didn't even consider it! Even the most basic psychokinetic energy manipulation requires harmonizing! But what are they harmonizing with?"

Twilight walked up to him, looking him square in the eye, terror clear on her face. "...In The Void."

The Doctor stepped back, aghast. "No...they can't be. Half a planet's worth of PKE, just dumped onto Equestria."

The two ponies stood in horrified silence and Rainbow Dash stepped forward nervously. "Hey, uh, you ponies gonna fill us in?"

Twilight sighed and turned to her friends. "Rainbow Dash, remember that PKE spike I showed you in my lab? That was from a place called The Void. If they're planning to harmonize The Void's PKE with Equestria's PKE it'll flood through and they'll have half a planet's worth of very flexible, very potent magical energy at their disposal."

"But..." The Doctor continued. "...If they plan on harmonizing the life-force they gathered *with* The Void PKE, the process would give an alternate PKE field access to Equestria's field. The alien PKE field is half the magnitude of Equestria's, but if harnessed and controlled as they no doubt hope to do, it could convert and absorb all of Equestria's PKE into itself. Quite literally sucking the life out of the planet."

A collective gasp rose from the ponies, Applejack shot to her hooves. "So what do we do Professor?"

"First..." The Doctor said, making his way over to the center console. "We need to pay a stripy friend a visit, or rather, pay *her* friend a visit."

Zecora's eyes fluttered open. It was light out, late morning judging by the soft quality of the light. She groaned and began to stretch, stopped suddenly by the dozen different streaks of pain that lined her body. She looked over her body, her even symmetrical stripes broken up by crisscrossing strips of bandages.

"It seems that not all of last night was a dream..." she said, sighing. "...Once again things are not as they seem."

She groaned softly as she rose to her hooves, the several burns pinching and pulling as their bandages shifted. The sleepy zebra made her way over to her pantry, stomach growling. Suddenly, something out of the side of her eye moved, something outside the window. She snapped her head around, quietly cursing as one of the

burns on her neck screamed in protest. It had been there for just an instant, something thin, dark, and unnatural. She grabbed her bamboo staff and loaded its tip with something significantly more toxic than manticore-deterrent powder.

"Show yourself, demon scum!" She said, bursting out of the hut. "If I were you, I would run!"

Nothing. There was nothing outside save the birds, the insects, the flowers and trees, and one slightly embarrassed zebra. Zecora shook her head and began to walk back indoors. There was a strange noise. A whining whirling sound that caused a chill to race up her spine. A breeze began to kick up, impossible as the trees around her showed no signs of wind, the breeze seemingly coming from a point in front of her and radiating out. The air was warm, electric; energy ran through it and gave it an unearthly flavor. Suddenly a bright light began to flash, hang in the air it flashed and pulsed steadily with the rise and recession of the wonderful whirling sound. Around the light a box began to form, first only a transparent outline, then it began to take substance, color, losing the transparency. Before her was a blue box, approximately twice as tall as her, made of what seemed to be wood with the words 'police call box' written on all the sides on an extruding crest near the top. The door opened and out stepped a tall, slender brown stallion with a wild brown mane and what appeared to be an enormous jacket tied around his neck and shoulders.

"Even with hooves I can park this thing inside a teacup!" The stallion said, a laugh in his voice. "Oh, hello! You must be...noun-verb noun-verb...Pinstripe, er, Mohawk?"

"Zecora." She said, internally impressed with how calm she sounded. "And you?"

He stepped out of the box, revealing an impossibly large space inside. "I'm The Doctor, and I'd like to ask you if you've seen anything out of the ordinary in the past few hours."

'Out of the ordinary, he says!' Zecora thought to herself, contemplating the impossibility of what she was seeing.

Twilight Sparkle came walking out of the box, followed by Applejack, Rainbow Dash, Pinkie Pie, and Fluttershy. Twilight walked up to Zecora, the stain of worry on her face. "Zecora! Thank goodness you're safe! The Doctor seems to think that you know something about the colts that were attacked late last night! Oh! By Celestia's mane! What happened to you, how did you get all those

injuries?”

“The colt!” Zecora quickly turned to Twilight, a hopeful look on her face. “He made it back?”

The Doctor nodded and signaled her over to him. “Yes, he made it out and is in the Ponyville hospital. However, I saw a few things in his mind, you for one.”

Zecora sighed in relief. “I am just glad he made it out. To be honest, I had my doubts.”

“Indeed, you hit him with a pretty sharp stimulant; only thing that would get him running at that point really, very quick thinking on your part.” The Doctor said quickly casting an eye over her bandaged body. “Quick moving too. Those are burns from near misses, lightning correct?”

“Indeed they are from lightning’s kisses, though they do not feel much like misses.” Zecora said, emphasizing a flinch as she raised a bandaged leg.

“Do you always do that?” The Doctor muttered.

“Do what?”

“Rhyme, rhyme your sentences?”

Twilight drew The Doctor’s attention with a stomp from her hoof. “Not really important, Doctor! End of the world, remember?”

“Right, right...” He turned to the rest of the ponies and pointed at Zecora. “From what I’ve been able to glean from Orange Pekoe’s memory of the event, Zecora here fought three Carrionites to a standstill with a bit of wood and a smoke bomb.”

A wave of congratulations rose from the crowd, Twilight stepping forward. “Wow Zecora! That’s amazing!”

“Impossible, actually.” The Doctor said glibly. “What I saw in his memories was two novices and a coven matron, the latter of which is millions of years old. She should have killed you ten different ways from Sunday before the smoke bomb even landed! You had help.”

Zecora nodded, realization dawning on her face. “Yes, yes! This is true! The Ancient One helped me too!”

“Ancient One?” He said, raising an eyebrow.

“There was a voice from beyond time, it spoke of worlds far from mine. It showed me where the monsters were, and attacked one badly wounding her!” Zecora said, a hint of a smile on her face.

“This ‘Ancient One’ you heard was using you as a distraction, casting a high powered confusion spell around you. So when you attacked, the Carrionites could barely hit the broad side of a barn!”

The Doctor said. "What happened after you attacked?"

Zecora paused for a moment; this was the worrisome part. "The elder monster was attacking me, rage in her eyes I could clearly see. But before I could come to harm, the Ancient One severed her arm!" She sighed and kicked at the ground. "The elder monster was far from dead, and then there was a scream inside my head."

"Hmm...the attack didn't go quite as well as hoped." The Doctor spun around, turning to face the forest. "Did it?"

"The fault is yours, Time Lord," said a booming ancient voice "You interfered."

"Fillies..." The Doctor said carefully. "Meet Mr. Ancient. A Hervoken warrior."

From the forest came a creature unlike anything they'd ever seen. It was at least three meters tall and impossibly thin, its body a long cylinder 20 centimeters wide with long thin arms and legs extruding from it. Its right arm hung limply at its side, huge grotesquely long fingers dangling and twitching like snakes, while its left hand clutched at its chest. Atop the thin stick-like body was an enormous head over half a meter wide. It was a pale flesh color, with wrinkles and creases that made it look very much like a rotted pumpkin. Its eyes were sunken in pits of black flesh, a single tiny surface inside glistening wetly, they could see this wet area move and wiggle about as the creature looked back and forth between the ponies. Its wide, gaping mouth curled up at the edges, giving it a cruel grin-like expression that was exacerbated by the rows upon rows of triangular shark-like teeth.

"You were in the ship that fired on my TARDIS!" The Doctor exclaimed indignantly. "Mussed up the paint job something fierce!"

The creature gesticulated with its right hand as its mouth moved, a voice emanating from the display. "Time Lord appeared at worst time. Damaged my ship. Saved theirs."

The Doctor frowned and stepped forward. "Hold on then! You were firing fractional-c accelerated Z-Neutrino filaments inside an inter-dimensional threshold! If you had destroyed that ship, the resulting explosion would have collapsed the entire Deep Darkness! Both your races would have been destroyed!"

"Necessary." he said as a deep gurgle was heard emanating from his mouth, causing him to double over in pain, the massive hand clutching at its chest tightened its grip.

The Doctor's expression suddenly became very serious. "Now what could make a soldier deem the destruction of his sovereign nation, his very race, necessary?"

"The S'Müz." He said, a clear tinge of desperation in his voice. "Crew dead. Had to use The Zecora. Had to succeed. Failed."

"Whoa there!" The Doctor said, taking a step closer to the obviously injured creature. "Just take your time and explain."

The Hervoken had a single massive hand clutched around the upper section of his body, a dark green ichor leaking through his fingers. He had the other hand pointed at The Doctor, his hands and fingers together nearly a meter long and gesticulating wildly. "Time Lord. You interfered. Would have destroyed them. You will stop them. You will stop The S'Müz."

Rainbow Dash leapt forward, a fierce expression on her face. "What are you talking about beanpole?! What's the 'Smooze'?"

The large head swiveled and looked at Rainbow Dash, who stood her ground, garnering a curious head tilt from the Hervoken. "Time Lord ship psychic circuits insufficient for translation. Cannot explain. Time Lord will take charm. Will discover for him self. Now leave."

The Hervoken produced a small beige cube with runic symbols inscribed on the sides and levitated it to The Doctor; The Doctor put the charm into his pocket and shook his head. "We won't leave you. You're injured."

"Dying." He said tersely. "Leave now, they come."

From down the road came a horrible cackling, birds exploded from the treetops in fright and animals were sent running. They could see them now, flying low over the road were two Carrionites. Their arms spread wide open and their tooth filled maws voraciously opening and shutting. They were unbelievably fast, closing the distance between them and the congregation in a matter of seconds.

"Look what we have here, Reeka! A whole herd of ponies!" The skinny Carrionite crowed.

The stout Carrionite chuckled, a low horrid sound. "And look Draggie! Our Hervoken friend! How lovely, we get to bring mama his head!"

The Hervoken roared and sent a weakly glowing blob of green energy streaking towards the Carrionites, the strain of which forced him to his knees. The stout one cackled and swatted the attack, causing it to disperse and evanesce. "Looks like mama's attack hit its

mark! I think I'll just squeeze the life out of you for all the trouble you've caused!"

She floated down to the kneeling warrior until Rainbow Dash flashed in front of her. "Carrionite!" she bellowed.

Reeka laughed and swatted the blue Pegasus out of her way. "Idiotic sub-creatures! That only works once!"

"Okay then!" Rainbow Dash said as she tumbled through the air. "How about this?!" She spun in the air and exploded into the sky at top speed, dropping down an instant later onto the Carrionite at near sonic speeds, planting both hind hooves squarely on the back of the Carrionite's neck, sending the monster plummeting to the ground. "*That works every time!*"

Rainbow Dash dodged a swipe from Draggie and planted a solid hoof under her pointed chin, causing her head to snap back violently. Rainbow Dash streaked away as the two Carrionites floated dazedly in the air, groaning.

Applejack produced two lassos and called out to Rainbow Dash. "Dash! Double doggy corral!"

Rainbow Dash nodded and swooped by, snatching a lasso from Applejack. Applejack used her expertise to deftly set a lasso around Reeka's neck, while Rainbow Dash hooked Draggie. Both ponies then sped a distance away, rope in their mouths and then streaked back towards the monsters at their fastest possible speeds. Applejack leapt, powerful workhorse legs propelling her high into the air. As she and Rainbow Dash passed each other in midair, they switched ropes, smashing Reeka and Draggie's heads together with a sharp *CRACK* as the ropes went taught. The two fillies then ran in opposite directions around the dazed Carrionites, coiling the ropes around them tighter and tighter.

"Ha!" exclaimed Rainbow Dash, clopping hooves with Applejack. "Some threat you turned out to be! You're just a bunch of ugly bird-brains!"

Reeka screamed and tore through the ropes, rage radiating from her glowing crimson eyes. "Ugly?! Coming from a filthy little quadruped?! RAAAAAAAAGGGHHH!!!"

Reeka raised her hands and began to chant aloud in a tongue torturous to hear as lightning swirled about her and arced towards the group of ponies. The deadly bolt was deflected and was sent swirling into the forest, obliterating a tree in a massive fireball. Twilight Sparkle stepped forward, her horn glowing. The enraged witch

continued to blast the barrier sending lighting arcing off in every direction, explosions rocking the immediately surrounding forest as whole sections of trees were shattered and set aflame. Twilight groaned in exertion, the opaque purple bubble becoming more and more clear with each hit.

“Quick! Everyone get into the TARDIS!” Twilight shouted. “I don’t know how much longer I can keep this up!”

Reeka bellowed with fury and raised her arms into the air; above her a ball began to form. It was of the purest black shade, almost like it was eating the light around it.

Draggle reached out to her sister. “Reeka! Stop! You’ve never done this one before!”

Reeka growled in effort and the ball of absolute darkness grew, a blood red glow outlining it. “Piss off Draggle! I’m going to kill these pesky little ponies once and for all! After they’re gone, we’ll just raid the town and get all the life force we want!”

Just as the Carrionite was about to throw the ball of black energy onto Twilight’s failing shield the Hervoken bolted to his feet. At the tip of one of his long, ghoulish fingers floated a glowing runic symbol written in his own dark green blood. He let out one last roar and the symbol lanced towards Reeka encased in green fire. It impacted her gravity ball dead in the center and it began to collapse, becoming ragged and unstable around the edges, the blood red aura arcing outwards with a shrieking electrical sound. Reeka screamed in terror as all light within a hundred meters imploded in on her, setting her ablaze. Twilight screamed as the world bled away, all light was being pulled into the unstable singularity. The last thing she could see was a massive hand swinging towards her, as darkness surrounded her she felt her self get picked up by the midsection and thrown with massive force. She bounced painfully off of a grated metal surface and was caught by a mass of bodies and hooves. Suddenly she could see again, the dim golden light inside the TARDIS illuminating the faces of her friends.

“Huh? What happened?”

“The Hervoken threw you inside and closed the door behind you.” said Fluttershy, a saddened look on her face.

Outside the TARDIS there was a muffled explosion and the slightest of tremors. Twilight rushed towards the door, only to have The Doctor stop her. “Hold on Twilight! Just let me land the TARDIS farther away.”

There was the familiar *clunk* of the TARDIS landing and Twilight rushed out of the door. Huge clouds of dust hung in the air, swirling about on the violent winds kicked up by the explosion. Towering above the Everfree Forest was a massive mushroom cloud, billowing smoke from the myriad fires joining the larger cloud as it climbed into the air. The glowing remains of a fireball illuminating the dark cloud from within as it rose higher and higher.

"That broke a few windows in Ponyville!" The Doctor exclaimed as he exited the TARDIS and stood beside Twilight. "He saved you, didn't have to but he did anyway. That's very unusual for a Hervoken, for them to give a toss. Usually they'd just do as they do, regardless of who gets hurt along the way, not evil or cruel, just...callous."

Zecora exited the TARDIS, a look of horror on her face. "By the ancient gods of my tribe! Is there a chance that he is still alive?"

"Very lazy rhyme..." muttered The Doctor. "...And no, he took them with him. An unstable singularity spell, that's deadly in the hands of an expert and just plain dangerous in the hands of a novice. Everything that was within thirty meters of that witch is now either smashed to atoms, on fire, or both...sorry about your house, Zecora."

She shook her head, a look of sadness spreading across her features. "The noble Hervoken knew just what to do, I can only pray for the same from you." She tapped the pocket holding the charm cube. "There is more to it than you assume, the Hervoken deemed it certain doom. If we are to complete his task, we must act now and we must act fast."

"You're gonna be an absolute joy to have around, Zecora!" The Doctor said, a broad smile on his face. "Right! Into the TARDIS, we've got work to do!"

Twilight sighed as she tore her gaze away from the devastation. "What are we going to do?"

The Doctor produced the charm cube and handed it to Zecora. "Just a little black magic. This is a summoning charm, all we need to know is right here."

Inside the TARDIS The Doctor tapped his hoof impatiently. "C'mon! We don't have all millennium!"

Pinkie Pie appeared, a large metal pot in her mouth. "I got the cauldron!"

Applejack unstrapped her saddlebag and spilled out various different mushrooms. "Ah got yer fungus! I thought we was

summonin' a monster, not makin' a salad!"

Rainbow Dash flew down from the attic. "I got the mortar and pestle, as well as the salt."

Zecora set down a bowlful of leaves and herbs. "The herbs you requested for your spell, more or less, er, just as well."

The Doctor shot her a look. "What couldn't you find?"

"The clover. I don't know why I could not find some, where clover grew there now is none!"

Twilight went around collecting a small lock of hair from everyone and Fluttershy returned from outside with a small bucket of powdered clay.

The Doctor clopped his hooves together. "Alright, lets begin! Pinkie Pie, you heat up the water. Applejack, you and Rainbow Dash make the conference medium with the fungus and salt. Twilight and Fluttershy, you grind up the hair in the mortar and pestle and mix it in with the clay for the sigil paste. Zecora, you grind up the herbs and put them in the cauldron when the water is steaming but not boiling. You all got that?" They nodded. "Good, now get to it!"

The Doctor sat and contemplated the charm, the side he was reading was titled 'conference', the ingredients and ritual directions all listed in glib, frank detail. "This thing reads like stereo instructions...or a cook book..." He muttered as he turned around, seeing that all the ponies had completed their tasks. "Okay! Gather 'round the cauldron everybody-er-pony! Zecora will be passing each of you a small square of paper, when the charm projects the sigil into the air you set the paper on the sigil and trace it with the sigil paste. Okay, Applejack, Rainbow Dash, pour the conference medium into the pot if you would."

The two ponies quickly and quietly emptied the mashed mushrooms and salt into the pot and stirred, the murky herb filled water taking on a pregnant, almost muddy quality. They stood back as The Doctor picked up the charm in his mouth and spat it into the thickened water. There was a brief pause before a brilliant golden glow began to emanate from the water. There was a low humming as the glow intensified, getting closer and closer to the surface. The charm cube broke the surface, a the brilliant golden yellow glow now replaced with a darker harvest moon orange, it flashed and several lines of text appeared in front of The Doctor.

"Ooh..." he muttered "Uh-oh."

“Uh-oh’?” Twilight shot The Doctor a worried look. “What’s giving us an ‘uh-oh’?”

“Ancient Hervoken spell chant, words and cadence congregate to harmonize and focus PKE. I don’t think I’ll be able to hit some of these notes though, not with these vocal chords.” He said, looking up at his companions. “Which one of you has the best singing voice?”

They all looked at Fluttershy, who looked over her shoulder before realizing who they meant. “Who me?”

“You have a *beautiful* voice Fluttershy.” Twilight said, an encouraging smile on her face. “And right now we need you to sing.”

The Doctor walked over and smiled broadly at her. “There are some notes in this incantation that require some very high pitches, it’s important that we hit them or all or...um...our faces might melt.”

Fluttershy’s eyes widened in panic, she began to stammer. “O-oh I don’t know...I can’t read those notes! What if I mess up? What if I can’t reach the notes?”

The Doctor made a ‘hushing’ motion with his hoof, a calming expression on his handsome face. “Fluttershy...sing, high as you please.”

She looked around at all her friend’s supportive faces; Applejack, Rainbow Dash, Pinkie Pie, Twilight Sparkle, Zecora, and The Doctor, all of them were counting on her. She began a brief cadence of lower notes before ascending into the higher ones. The Doctor put his hooves on her shoulders, causing her to falter.

He smiled and patted her shoulder. “Fluttershy, I need you to keep singing no matter what happens.”

“D-Doctor I-” She began before he cut her off.

“Do you trust me?”

She looked into his eyes, his ancient weathered eyes. She’d only known this stallion for a little over an hour, how could she possibly trust him? And yet, looking into his eyes she felt that trusting in him wasn’t like trusting other ponies, but rather it was like trusting in the natural constants. You could trust the stars to sparkle, the tide to ebb and flow, the sun to shine, and you could trust The Doctor to do...whatever.

She nodded. “I trust you Doctor.”

She picked up where she had left off, middle of the scale, just now getting into what she knew deep down set her apart from other ponies; the notes that could add a whole other dimension to a musical piece, not notes to be dwelled on or sung outright, they were

far too subtle and delicate for that, but notes to briefly touch upon to give depth to the listeners experience. She noticed that The Doctor was slowly getting closer, moving his mouth closer to hers, and opening it to match hers. As she entered the rare and wonderful musical notes their lips touched, he held his mouth against hers, gentle and delicate but firm and strong, it was a kiss borne of experience, *centuries* of experience. As he had instructed she continued singing, his mouth over hers as he inhaled her music. Upon hitting the highest note he broke the kiss, stepping back with his eyes closed, as though concentrating on something. Fluttershy sat down with a sigh, a dizzy buzz in her head and a hot rush in her cheeks that *could* have been caused by singing for an extended period.

“That-” The Doctor said before stopping and clearing his throat, Fluttershy’s voice coming out of his mouth the next time he spoke. “That was just perfect, thank you Ms. Fluttershy...ooh! I sound so pretty!”

The other ponies stared at him, Twilight looking at least a little angry, he answered in his normal voice. “What? I needed direct soundwave contact with my vocal chords to re-modulate them to the appropriate pitches. No harm done, right Ms. Fluttershy?”

“...Huh? No...n-none at all.” She said, a bright red flush still in her cheeks.

“See? Everypony’s happy!” He said, the smile on his face spreading to all but one of the ponies, a unicorn.

“Happy!” Fluttershy said, a giggle in her voice.

They all sat around the cauldron. The Doctor looked at the notes and runic symbols and began the chant. As he chanted the charm cube began to glow brighter and rise above the surface of the muddy liquid. He continued, hitting the necessary pitches and pronouncing the right words, the stream of magical incantations rolled off his tongue in a bizarre amalgam of his and Fluttershy’s voices. The charm cube became extremely bright, and yet no matter how brilliant it got it wasn’t hard to see, the light around it being only present in their minds. There was a sharp crackling noise and a series of ancient and complex sigils of manifested light appeared in the air in front of each pony.

“Paper, everypony!” The Doctor said. “Just touch it to the sigil lightly, and don’t get too close!”

Each pony put their small patch of paper over each sigil, the slightest touch and the paper was sucked onto the glowing glyph, shining through the paper.

“Sigil paste!” The Doctor commanded.

They dipped their wide set paintbrushes into the liquid hair-clay paste and, taking a brush in their mouths, began to trace the sigils. “Get it on thick! Until you can’t see the sigil light anymore!”

After a minute of pasting each pony stood back. The sigils burst into flame, the paper reduced to ash and smoke, until only the now hardened paste remained. The sigils glowed brightly and began to descend, setting down on the surface of the water inside the cauldron. There was a hiss and a crackle as the apparently hot clay set down on the water, an ominous low-pitched whirring sound started. It was deafening while being barely audible, the sigils and the charm cube began to spin. The water in the cauldron began to spin along with it, but rather than spinning and forming a whirlpool, the water began to climb out of the cauldron in a spinning column. As the spinning intensified so too did the humming, wind now whipping away from the cauldron. The water column reached up and touched the spinning charm cube, wrapping around it and forming a ball. Soon, all the grey-green water had levitated up from the now empty cauldron and had formed a large spinning ball. The glowing sigils that were now spinning in the bottom of the cauldron began to arise, they themselves no longer recognizable as individual symbols, but were now a humming ring of swirling golden light. They rose up until they were equatorial with the grey-green orb floating in the air; the humming reached a fever pitch until.

Silence.

Followed by.

“**You are not hydia.**”

The ponies screamed in abject horror and froze. Every fiber of their beings responded with revulsion to the offending sound. Deep, booming, dissonant. It was a billion different voices in a billion different tones, a low flanging and echo present in its ominous timbre. There was so much within and yet there was *nothing*. It was empty and cold. To hear it was to feel ones mind begin to fray and freeze, shatter and burn. It was an absurdity in every meaning of the word. It was contrary. It was *other*. It was the voice of The Void.

“Tiny points of light. You fumble in the haze of your world, ignorant, uncomprehending. You gaze upon our brilliance, and are silenced.”

The Doctor cleared his throat; a terrified Fluttershy huddled about his feet. “Hello. I’m The Doctor. You must be The S’Müz.”

“A designation. Given to us to honor a thief, unworthy of our majesty.”

“I see...” The Doctor said. “As I recall... S’Müz was a great Carrionite empress and military leader, not a thief.”

“All Small ones are thieves. The Light that allows your atomic constructs to function is stolen from us. Your worlds are tenebrous with unused light, an ambient fog that continuously convalesces as other small ones. You created a cycle that prevents its return. You are thieves.”

“You...you’re talking about PKE, aren’t you?”

“You sully it enough with your existence, your petty labels are utterly incapable of expressing the luminescent essence of The Light. There can be no other recourse, The Light must be liberated, The Light must return to the True Plane.”

“Liberated? Return to the True Plane? You intend to remove all the P-er, The Light from this dimension and return it to The Void?” The Doctor said with increasing horror.

“The Void? An apt title; it is unpolluted by matter and force fields. The Light must return. Its magnificence is tainted by your crude utilization; you pervert and misuse it. It must be liberated from all planes of existence.”

“And the Carrionites are actually helping you to do this?”

“I am the liberator, the Carrionites hear that which they wish to hear.”

The Doctor sighed. “Liberator. Yes I can see how that could be misleading.” He stroked a catatonic Fluttershy’s mane. “Funny thing though, and I’m afraid it’s less ‘Dalek and an Ice Warrior walk into a bar, ha-ha!’ funny and more ‘it’s never going to happen, you stupid cosmic horror you’ funny! Because for all your scary, flanging, Voice Of Legion posturing, the PKE-oh, excuse me- **The Light** of this universe, and all other universes for that matter, is staying right. Where. It. Is.”

“...Explain.”

“Well you see, I’m The Doctor and these-” he said gesturing to the ponies around him “-Are my friends. And we’re going to stop you. Understood?”

“This exchange is over.”

The water anticlimactically dropped out of the air and splashed all of the ponies with warm, putrid smelling water. All of them bolted upright, gasping.

“It hung up on me.” The Doctor said indignantly. “How rude.”

CHAPTER 4

She exited the cave, the early afternoon sun of this world stinging her eyes. It had been less than twenty hours since she and her novices landed on this strange planet; it was sweet scented and soft, overflowing with life and magic. It was perfect. Far from the dimension they originated from, far from The Eternals, and operating on a wonderfully skewed set of physical laws ideal for their purposes. She looked up at the sun...she had never seen a sun before or stars. A child of the Deep Darkness she had heard tales of suns and stars, she had found it hard to believe that something as simple as a fusion reaction could be as beautiful as the Matrons said it was. But it was. All of it was. It had taken all her control to not gawp at the glittering star-filled night sky, or to weep as the great glowing ball rose from the hills. There was so much color, there was heat, ambient noise; there was *life*. There was none of that in the Deep Darkness; the Deep Darkness was a kind title, a lie, it was dark of course but that was not all. There was nothing in the Deep Darkness, no heat, no cold, no smells, and no sounds; there was only that which the Hervoken and the Carrionites had with them at the time of their banishment all those billions of years ago. The senses of the imprisoned screamed in contrast against the entire dimension; sounds were at once muffled and screaming, taste and smell was non-existent and yet overwhelming, every sense was affronted by its own contradiction. There was no old age, no time; it was far too cruel a place for such a merciful concept. Those who were not killed in the never-ending battles borne as much of boredom and apathy than actual rage and hatred would simply live and live and live until their minds could no longer function, their bodies still in perfect working condition. For some unfathomable reason The Eternals permitted there to be an energy source through which both species could reproduce, presumably to allow both species to continue suffering, to allow new life to wallow in the sins of their forbearers. She knew that for the good of her species The S'Müz must be unleashed. With its power she could shatter the Deep Darkness and bring her race back into the universe, back to all the suns and stars, back to all the sound and life!

With its power she could ensure that they would never again fear imprisonment!

She turned to see the remnants of a mushroom cloud. There had been a battle and quite recently too, maybe half an hour ago. The meditative healing state she had been in since her conversation with The S'Müz must have been deeper than she had thought for her not to perceive such an explosion. She looked around the clearing, there were ample stockpiles of mold, fungus, and clover and the pit she had blasted for the contact solution had been filled and stocked with the necessary herbs, now only awaiting water. Something was missing. Her daughters. She looked around; there was no sign of her bumbling novices, no sounds of squabbles, nothing. They had completed their duties well enough, so where could they be?

"Matron!" She heard and spun around. "Matron Hydria!"

Flying towards her above the treetops was Draggie; her flight pattern was unstable and panicked, even from there she could see that her aura cloak was in tatters. "May-may-muh-muh-MAMA!"

The wounded child crashed into the ground in front of her, she shakily raised her head to gaze up at Hydria, a burn crawling up the left side of her face. She stammered incoherently for a few seconds before being scolded with a hiss.

"Draggie! What is the meaning of this?" She said before looking around. "And where is your sister? Where is Reeka?"

Draggie visibly steeled herself for the explanation, but upon looking up at her mother she promptly degraded into babble. "Her-her-her-Hervoken!"

Hydria growled and telekinetically wrenched her daughter off the ground until they were face to face. "What about the Hervoken? What were you doing away from camp?! WHERE. IS. YOUR. SISTER?!"

"Shuh-shuh-she's dead!" Draggie sobbed. "He kuh-kuh-killed her!"

Hydria suddenly became very quiet, signaling to Draggie to cease her sobbing. "Explain."

Draggie nodded and steadied her voice. "Reeka was trying to collect life-force for you but one of the creatures knew of us! Said our name and she was transported back here! I had completed my duties and wanted to cheer her up and get you some life force...so we went to kill the stripy pony!"

Hydria's eyes began to glow, a cold fury behind them. "And the Hervoken was waiting for you. If I had wished for you to kill the

striped pony I would have instructed you to do so! Of *course* the Hervoken was waiting for you! He'd anticipate a petty act of revenge! He set a trap and *you walked right into it!!* Because of your idiocy your sister is now dead and our mission is compromised!! YOU FETHING IMBECILE!!!"

Hydia raised her remaining arm to strike and Draggie squealed in terror, throwing herself to the ground. "Please! Matron! The Hervoken was also killed!"

Hydia stopped and lowered her hand, running a claw across her bony chin crest with a loathsome rasping sound. "Not a total loss then." She said, seeing her daughter flinch. "What? Is there anything else?"

Draggie nodded slowly. "There were ponies there, protecting the Hervoken. They fought us and hurt us...stalled us long enough for the Hervoken to cast a spell. The Hervoken would have been killed much sooner were it not for them! Reeka would still be alive!"

"And here I was considering *not* wiping their foul species from the face of this planet! I should like to find these ponies and let them know that their insolence cost their race its future!"

"B-but Matron, the Hervoken...he gave one of them a summoning charm!"

Hydia once again wrenched Draggie into the air. "What?! He gave one of those *beasts* a summoning charm?! WHY?!"

Draggie nodded nervously. "He-he wasn't like the other ponies! He was...*bright!* His aura was so very bright! And he had a box that was bigger on the inside than it was on the outside!"

Hydia's poisonous red-black aura began to glow and undulate. "A Time Lord, here? This is not good. If the Hervoken gave him a charm...I must confer with The S'Müz..."

Draggie dropped to the ground, the powerful witch's attention now elsewhere. "Muh-Matron? What shall I do?"

Hydia looked over her shoulder, something in her eyes unsettled Draggie; it was an emotion she saw quite often but always elsewhere. She saw fear. "Set up a fifty-meter denial perimeter. I want alarm spells every ten meters, if any of them go off you will investigate. You will defend the summoning ground with your *life!* Is that understood?"

Draggie shied away, nodding. "Yuh-yes Matron Hydia..."

The doors to the TARDIS were wrenched open from the inside and an instant later a technicolor blur burst out. She crashed into the bushes and almost instantly began to heave. The hideously dissonant voice of The S'Müz still ringing inside her head, and the rank odor of boiled herbs and forest fungus had not helped matters. Applejack and Fluttershy followed her immediately, neither of which looked particularly strong stomached. After a few more painful heaves Rainbow Dash shakily got to her hooves, her ears flat against her head and bags beginning to form under her eyes. She saw The Doctor and Twilight lead a shaken Zecora out of the TARDIS, followed by an enviously unperturbed Pinkie Pie.

Rainbow Dash trotted forward, hoping she looked far fiercer than she felt. "What in Celestia's name was that thing?! What-I-how-you-yuh-yuh..." She stammered as she felt her knees get weak, the thunderous murmur and whispering bellow of the thing's voice inside her head was making her teeth rattle.

The Doctor patted Zecora on the shoulder and walked over to Rainbow Dash as she struggled to keep balance. "You should sit."

She did, casting a sideways glance at him as he sat down along with her. "...It was...I don't know. It's still in my head and I can't...my head feels like it's moving around inside!"

The Doctor shook his head and sighed. "This sort of thing always affects the strongest the worst. Most people-er-ponies just shut down when they hear the song of unreality, but strong willed ponies such as yourself, you fight it, you resist, and you get an extra brainful of eldritch-brand willies for your trouble."

"It was wrong." She mumbled.

"Well said!" he said with a smile.

She turned to look at the ground. "Ah go eat a parasprite! So I don't use words so good, no need to spit in my eye when I have a headful of demon sounds!"

"What? I was being serious! That's the *best* way to describe *everything* about it!" He said, putting a tentative hoof on her back. "It was a contradiction, unheimlich, every aspect of your sane mind rebelled all at once when it spoke! It was the very definition of wrong. You were all hearing sounds that shouldn't be, that *couldn't* be, but were nonetheless. The fact that none of you have gone stark raving mad shows just how resilient you all are." he slowly rose to his hooves, Rainbow Dash following slowly. "And that strength is going to be tested, because it wants in."

Twilight blinked, she wasn't feeling too great herself, there was still noise inside her head and all incoming sounds had taken on a reverberating quality. "What do you mean Doctor?"

He shook his head; the expression on his face was very serious. "That thing, The S'Müz, *is* the PKE phenomena you detected yesterday; a big ol' cloud of psychokinetic energy with a bad attitude, a *murderous* attitude. The second it enters this reality it's going to start killing every living thing on this planet, then it will kill every living thing in the galaxy, then the universe, etcetera, etcetera, until nothing remains. Anywhere."

"What?" She said incredulously. "And the Carrionites are planning on bringing that thing into Equestria?"

"Into Equestria, into this galaxy, this universe, the multiverse, you name it."

Fluttershy gasped in horror. "But why?"

The Doctor rolled his eyes, a clear look of disgust on his face. "Because they're thick! Or desperate! Or desperately thick! It called itself 'The Liberator of The Light', The Light being what it calls PKE, and it just didn't bother to correct them when they deemed it their savior! It'll just as soon 'liberate' their life-force as look at them...but they're too desperate to see it."

Applejack shook her head. "What're we gonna do Professor? All that thing needs to do is *speak* and we're down for the count! An' ah don't fancy the thought of *seeing* something that sounds like that!"

The Doctor nodded. "The best we can do is stop it from ever being summoned, but just in case I think I can put together some reverse-perception filters that should prevent you all from going insane upon witnessing it."

"Hey..." Rainbow Dash said, gesturing at The Doctor. "Why didn't you flip out when Mr. Unspeakable started talking?"

"I've seen worse." The Doctor started back towards the TARDIS. "I'm going to need a moment in the TARDIS."

The TARDIS hummed eerily, its golden light dimmed to an almost sickly yellow.

"You didn't like it either, did you sweetheart?" The Doctor said to the ship, reading over scans from the center console.

"Doctor..." came a voice from the door.

He turned around to see Twilight closing the door behind her. "Oh, Ms. Sparkle...I've been expecting you."

"You have?" She said before shaking her head slightly. "Of course you have. Doctor, what are you doing?"

He pulled a lever and flicked a switch; a low-pitched hum reverberated around the TARDIS for a few seconds before stopping. "Setting up an early detection system. The charm indicated that the actual summoning will take a lot of time and will cause a significant spatial distortion. When the coven matron starts up, I estimate we have about twenty minutes before The S'Müz materializes. Plenty of time."

Twilight could still feel that thing inside her head, but it was disappearing thanks in part to a focus spell. "Doctor, what have we gotten ourselves into?"

"Something terrible." He said, turning away from her, avoiding her eyes. "I don't know if I can stop this thing, at least not without...losses."

She took a few steps closer. "You mean somepony's probably going to die?"

"Heh. 'Somepony'..." he scoffed. "The Carrionites. You. Your friends. This whole planet. I can't think of anything that will stop this monster that won't end in *somepony* getting killed. Best case scenario, we attack the Carrionite's summoning ground, fight them, possibly lose a pony or two, and then I figure out a way to reverse the polarity of the neutron flow or some toss like that, but always too late to save one more life."

"What's the worst case scenario?" She asked cautiously.

"You mean aside from 'we die trying and that thing eats up all life everywhere ever'?" He turned to her, something unnervingly close to fear in his eyes. "I detonate the TARDIS. I cause a space-time inversion bubble to form inside *and* outside the TARDIS's spatial event horizon causing a photon implosion cascade, effectively collapsing this universe in on itself, taking The S'Müz with it. Destroying all within but leaving the multiverse unharmed, safe."

"You couldn't...no, you *wouldn't* destroy..." Twilight began before seeing The Doctor snap away from her. "...You *would*."

"I've..." he said slowly. "...I've led you lot on too much."

"What?"

He spun around, expression unreadable. "You're in over your head. You and your friends will just get killed if you accompany me. Ponyville needs to be evacuated, you should-"

"Shut up." She muttered.

“What?”

She bounded towards him, eyes blazing. “I said shut up! In case you’ve forgotten this is *our* world! These are *our* people! What the *hell* gives you the right to tell us that we can’t fight for our home, for our *lives*?! You’ve only been here a day...*less*! How *dare* you just put on a brave face and tell us to go hide behinds the sofa while you, The Doctor, go gallivanting off to stop the cosmic monstrosity or destroy *our* universe trying?! What in Celestia’s wide world of magic makes you think I’d *let* you?!”

The Doctor opened his mouth to say something before snapping it shut again.

“Now.” said Twilight. “*You* are going to help *us*, and *we* are going to help *you*. *We* are going to get through this without any deaths, sacrifices, tragedies, or losses. *We* are going to stop the Carrionites and the S’Müz *together*. Understood?” The Doctor stood silent for a moment, Twilight maintaining intense eye contact with him. “*Understood?*”

“Ms. Sparkle...” he said, a smile spreading across his face, hope returning to his eyes. “You’re brilliant. Really, absolutely, brilliant.”

She smiled in return. “I know. So, what’s the plan?”

He shrugged. “I’m making it up as I go along really. Safest bet would have to be...Ms. Sparkle?”

She was digging around in her bag, books and various bits of clothing flying out around her. “Doctor...” she said, the telltale chiming of her horn as it channeled energy rang lightly. “What do you think about this?”

The Doctor stared in confusion; on her head she was wearing an ornate metallic tiara. It was gold and encrusted with sapphire jewels, the centerpiece of which was a large star shaped ruby, gilded with swirled golden filaments. “It’s...lovely? It outlines your face quite nicely and the star-ruby and sapphires really highlight your eyes.”

“No, no, it’s my Element of Harmony...” She paused and looked at her reflection in the TARDIS console tube. “...It does?”

“It’s beautiful...” The Doctor said rolling his eyes. “...Not quite beautiful enough to stymie dimensional shamblers I’m afraid! Now, if we could just put away the jewelry...” He stopped abruptly, realizing he was floating two meters above the TARDIS’s floor. “Huh.”

Twilight walked calmly under him, her horn only glowing lightly, barely even thrumming. “Fits my face and brings out my eyes, also

amplifies my PKE output by an order of magnitude. All in all the must have accessory for any fashionable monster slayer!"

"Stand up isn't your strong suit Ms. Sparkle, don't give up your studies!" The Doctor said as he vainly kicked in midair, barely suppressing the playful grin on his face. "That's fantastic! How does it work?"

She set him down onto the floor, his hooves clanking against the grated metal. "Let's find out, hmm?"

Fluttershy inhaled the sweet perfume of the wild forest flowers, some of the pollen drifting into her nostrils. "Ah...Ahhh...AHHH..." she scrunched up her nose in preparation for the explosion "...chuu~"

A squirrel plucked a smooth leaf from the tree it was resting in and spiraled down the trunk, scurrying over to Fluttershy and offering it to her.

"Thank you very much." She said as she blew her nose on the leaf. "Much better, thank you Mr. Squirrel."

The squirrel gave a small salute before disappearing back into the forest. Applejack and Rainbow Dash rustled through the bushes and sat down next to her. She could tell that the two of them were scared, still shaken from the conversation with the...the...she shuddered. It wasn't hard to tell; even though Applejack and Rainbow Dash were so good at putting on a bold front she could detect powerful undercurrents of muted fear. The things The Doctor had explained to her when they first met made so much sense now; every time she met someone new she could see so much through their body language, facial expressions, tone of voice, and so many other things that it literally overwhelmed her. Even things they didn't want to feel like defensiveness and apprehension all shone like beacons to her, coupled with her timid nature she often found herself recoiling from people she *knew* were essentially friendly. What The Doctor hadn't said was that in addition to being perfectly attuned to cues both verbal and non-verbal, she could project these cues flawlessly, albeit semi-consciously. All creatures had her awareness of unconscious cues, what set her apart was that she was not only more aware of these cues, but she could actually control them to an extent. Stance, posture, tone, all were things she could utilize to project her will into the vulnerable subconscious of any given creature. In effect that's all 'The Stare' was, she would (for the most part) subconsciously display and assert absolute dominance in her body

language, facial expression, and tone of voice. As a result, the recipient would find their entire subconscious kowtowing to a bombardment of dominant signals, quelling their inner beast; their conscious mind would almost always follow in turn, like it had had the rug pulled out from under it. It wasn't something she could fully control...yet.

"Geez!" Rainbow Dash exclaimed. "How long are those two going to talk? It's not like a cloud of evil wrongness or whatever is baring down on us to pull our souls out through our eyes or anything!"

Applejack snorted chidingly. "You know Twilight wouldn't waste our time, she an' The Professor are probably just whippin' up some super spell or somethin'!"

Fluttershy nodded in agreement. "Yeah, Twilight and The Doctor won't let us down."

"That's it!" Rainbow Dash growled in frustration. "What is with you ponies? Applejack, you've only known him for, like, four hours! What in Celestia's mane makes you so sure he can help us?" She turned to Fluttershy, who flinched away from her. "And you! You've known him for *maybe* an hour and a half, but you're following him around like a puppy! Is he really that good of a kisser?! What is wrong with you mares?! Am I the only one who hasn't bought into his whole act?!"

"Whadaya mean 'act'?" Applejack said, a curious look on her face. "Just what're you getting' at Rainbow?"

Rainbow Dash kicked at the ground in frustration. "Okay. This guy isn't a pony, he's got mind powers, he seems to know a *lot* about *everything*, and he's got that inversion-bubble-biggerontheinside-whatsit box! Why does he need us? Why does he even bother with us if he's so smart? What's he planning? And why are you foals buying into it so easily?!"

"He's not trying to trick us or anything Rainbow Dash. He's just lonely." Fluttershy mumbled, he'd given her that impression the moment they had met, also... "And he's trying to forget something."

Applejack nodded, thinking it over. "Yeah, ah think Fluttershy's right. It's like he's...ah dunno, trying not to think about somethin', somethin' *bad*. Ah see that look on yer face whenever you're procrastinatin' at work, you jump at any chance to distract yerself! It's like that with The Professor. He's tryin' to distract himself from somethin' painful, and if he saves the world while doing so why not help him?"

Pinkie Pie came bursting through the underbrush followed by Zecora holding a basket full of leaves in her mouth.

"Whatcha talkin' about?" Pinkie said, hopping in circles around the three.

"What else could we be talking about?" Rainbow Dash muttered her brow furrowed in irritation. "We've been a little preoccupied for the past few hours."

Pinkie giggled and sat down next to her. "It's been a busy day! Fighting monsters, meeting aliens, averting omniversal Armageddon, and no breakfast!"

Zecora set the basket down before them. "These are some soothing forest herbs, chew them up to calm your nerves."

All four stooped down and took small mouthfuls of leaves and chewed. The flavor was bitter and minty with a hint of cumin, the leaves ground into an unobtrusive mush that Zecora told them to suck. Soon they began to feel their tensions ease, the drug in the leaves chasing away the nausea and shivers that had plagued them before.

Pinkie turned to Zecora, giving her a ginger prod to get her attention. "Hey, Zecora. You said you had that pumpkin monster in your head, right? Did he give any tips as to what's going on?"

Zecora blinked indignantly and turned her nose up. "We had a link with words unspoken...and there was nothing monstrous about the Hervoken. At all times he was concerned, with the worlds and realms that would have burned."

"Yeah, yeah, he was a great, er, scarecrow." Pinkie Pie tapped her hoof against her chin. "Anyway, the Hervoken and the Carrionites are both in this Deep Darkness place, right? It's like a little bubble of stuff separated from everything, sort of like a prison? So how did they contact The S'Müz?"

"Maybe it was *because* they were in the Deep Darkness that they could contact it? Maybe it's 'walls' or whatever are weaker than other realities', so the S'Müz could contact them easier?" said Rainbow Dash, spitting some chewed herb off into the bushes. "Then the Carrionites detected it and built a charm to contact it?"

Zecora shook her head. "The noble Hervoken felt great guilt, the charm was something his people built."

"Wait..." said Applejack. "So it was the Hervoken who first contacted The S'Müz? They made the charms, they made the summoning spells?"

“Then why do the Carrionites have them?” Fluttershy said.
“Why would the Hervoken build a charm to summon something they knew was so dangerous and then give it to their enemies?”

“The spells and charms they did invent, before discovering the beast’s intent. When they learned it meant them harm, they stopped the rite and removed the charm.”

“Ooooh, okay!” said Rainbow Dash in realization. “So they saw this thing and put together spells to summon it, but when they spoke with it, it scared them so bad that they stopped before it could get in!”

“Indeed.” Zecora said. “The Carrionites attacked their base, and stole the charm with all haste.”

“Those Carrionite scatter-manes stole what they thought was a powerful weapon and The S’Müz decided to play along!” Applejack said with a snort of disgust. “Now they’re going to get everyone killed because they didn’t bother to read the warning label!”

“Warning: use of summoning charm can cause vertigo, nausea, and may unleash an malevolent cosmic monstrosity upon all reality; do not use under any circumstances.” Pinkie Pie said in her best advertising voice.

The ponies all paused and looked at Pinkie Pie before succumbing to helpless gales of laughter, the heavy miasma of fear and dread lifting from their shoulders as they did. A sharp crack from within the TARDIS drew their attention, it sounded almost like an explosion.

Twilight watched as her tiara glowed lightly, sensors attached to each point of the star and several dozen electrodes placed haphazardly all over various other places on the main body. The various computers and machines in the lab blipped and whirred, some of which looked dated even by the standards of a boondock-town like Ponyville, whereas others appeared to be impossibly advanced. Impossible. That word had taken on a new definition since she had met The Doctor, before yesterday it had meant ‘I can’t explain it’ but now it meant ‘He *can* explain it, but the answers make even less sense’! She cast her eyes upwards at the brown stallion manfully negotiating a sliding ladder around his wall-to-wall shelves of various gadgets. She had noticed several strange things about the TARDIS in the few hours she had been exposed to its majesty. Aside from its blindingly incongruous external-dimensions-to-internal-volume ratio, it also seemed a little too big. She realized how foolish

that sounded, but there were little things that caught her attention; the doors were enormous, at least two meters tall by one meter wide, obviously not made for anything remotely pony-like. The center console in the main room was too high to access without rearing up on one's hind legs, and every safety railing looked to be about flank-height on a giant. And now The Doctor was struggling with maneuvering a ladder and finding some gadget or sensor necessary for the experiment, a layout that had obviously been designed for a being with a far greater reach and level of dexterity than the body he now inhabited.

"Ms. Sparkle?" he called down to her. "Could I have your assistance with something?"

"Yes, of course what do you-" she said before an enormous jacket landed on her head, blanketing her head and shoulders. "-want me to do?"

"Upper left chest pocket." He shouted down at her, his entire head and neck inside a shelf cubby. "Get my sonic screwdriver and run through settings thirty-five to fifty on the star ruby of your Element, three second duration for each, tell me if anything reacts."

She laid down the jacket on the ground, spreading it out; it was huge, cufflink to cufflink the foreleg span had to have been almost two meters.

"What were you?" she whispered.

"A helluva lot taller!" He said from above. "...And lot better looking if I do say so myself, still holding out on equivalency though!"

She fished the small silver device out of the pocket despite it not feeling like it had even been in there. "What are you talking about?"

"As far as I know I haven't regenerated, I'm still the same person I was before arriving in this universe, that means that only my body changed." He said as he unceremoniously dropped several fragile looking machines the full two meters down onto the metal floor. "So I'm hoping that by whatever standard this universe holds me to, I'm the equivalent of what I was."

Twilight levitated the sonic screwdriver and began running through the selected frequency settings. "And you were a handsome...whatever you were?"

He hopped off the ladder with a loud clank and began piecing the little machines together. "I like to think so, so did a few of my assistants...and enemies..."

"Wait, assistants?" Twilight said, absently flicking through the settings "What do you mean by that?"

She saw him jerk out of the corner of her eye, what could have been a muted self-directed expletive followed. "Ooh, this isomorphic oscillator will need replacing afterwards..."

She stopped and turned to him. "Doctor."

He didn't turn to face her, rather kept fumbling with the thing he was haphazardly assembling. "People I traveled with."

"Travel? Like, in space?" Twilight said, ears perking up.

"Space and then some...really I'd just pick up people who, well, interested me. Helped me. There's been so many...dozens. Some of them clever, some of them brave, some of them wise, some resourceful, others determined, more still were just adventurous, but all of them were...friends."

She could see him deflate somewhat, like the weight of a painful memory had suddenly touched down on his shoulders. She unexpectedly felt a tug on her heart; he was lonely. She knew he was telling the truth; his charisma and magnetism would have been a beacon to anyone, let alone the siren call of the bizarre that surrounded him. This was a stallion who should have no trouble making friends; and that's what got to her the most of all, for all his friendliness and charm, for all his adventure and experience, he was alone when he had first met them. Completely alone.

She heard the stupid question leave her mouth before she could do anything to stop it. "Where are they now?"

"They're..." he paused, taking in a deep breath before speaking again, a clear edge to his voice now. "They're gone now, all gone. Other time, other dimension, gone forever!"

"Doctor..." she said, internally cursing herself. "I'm sorry, I didn't know-"

"Well now you do." he said curtly. "Now, if you'll kindly get back to work, there's another part I need to get."

Without another word he ascended the ladder once more. Twilight sighed angrily *'Why did I say that? He clearly didn't want to talk about it, why the hell am I so Celestia-damned stupid?!'* she fumed as she began to run through the settings again. *'I've never been good with ponies, but that was some world-class social retardation right there! Why am I so-what's that sound?'*

She looked up at the source of the increasingly high-pitched buzzing, the tip of the sonic screwdriver and the star-ruby and

sapphires on her tiara were glowing brightly, the humming now reaching a persistent shrieking tone. There was a sudden bright flash of light followed by a sharp crack and Twilight was propelled backwards, she crashed into the ladder and landed prostrate on the floor, dazed. As she attempted to assemble her thoughts she could hear the frenzied exclamations of The Doctor as he struggled in vain to maintain balance. She turned her head up to see The Doctor plummeting towards her, eyes wide with surprise.

THUD!!

Once again she assembled her thoughts and opened her eyes, a dazed Doctor was resting his head over her left shoulder, his eyes rolling around comically as he mumbled indistinctly. She could feel his weight on her back and haunches; he was actually quite heavy for someone so slender. The sound of a door swinging open drew her attention, she looked up to see the expressions on Zecora's, Rainbow Dash's, and Applejack's faces change from alarmed worry to abject shock. She blinked for a moment before realizing what a...*compromising* position they were in.

She shot to her feet, sending The Doctor flying into some coiled tubes piled on the floor. "It's not what it looks like!"

Applejack stamped her hoof loudly on the metal plating. "Dangit Twi! There's a time an' a place fer that sorta thing, an' here 'n' now ain't it!"

Pinkie Pie and Fluttershy entered the room upon hearing the commotion; Fluttershy saw Zecora helping The Doctor get to his hooves from a pile of tubing and darted over to help. "What happened? We heard an explosion! Is everyone okay?"

Applejack snorted. "A heap good more'n 'okay' apparently!"

Rainbow Dash sped over to Fluttershy, Zecora, and The Doctor, shooting the latter an accusatory look. "Yeah! We just walked in on these two playing the first half of Leap-Frog!"

"I love Leap-Frog!" Exclaimed Pinkie Pie as she began to hop over an imaginary companion. "Wheeeeeeeee!"

The Doctor shook his head and walked past Rainbow Dash towards the wired-in tiara. He picked up the sonic screwdriver and placed it on the table, it was blackened and scorched. The tip had exploded. "Tch! Frazzled! Ms. Sparkle, what was the setting at when it did that?"

Twilight shifted her gaze back and forth between The Doctor and her friends. "Uuuh...forty-two, I think."

“What d’you mean ‘you think’?” He said, getting a new sonic screwdriver out of a cupboard labeled ‘Take Better Care Of These!!’ “I told you to shift through the settings and watch for reactions!”

Twilight quietly thanked The Doctor for his uncanny ability to defuse awkward situations by ignoring them. “Well, we were talking and you shouted at me, it was distracting!”

“Oh I wasn’t shouting at you! I was just ending a conversation...loudly. Anyway, it wasn’t shouting.”

Rainbow Dash streaked over to The Doctor as he fiddled with the new sonic screwdriver. “Aren’t you going to even *try* and explain what we just saw, space stallion?”

“Oh, do get your mind out of the gutter Ms. Dash! In case you haven’t noticed there are more important things going on!” he said as he brushed past her. “...I swear it’s the same everywhere! Never mind the brain-melting cosmic abomination, there’s shipping afoot! Oh excuse me, shipping ‘*ahoo!*’” The Doctor approached the tiara and activated the sonic screwdriver, the device thrummed and the crystals began to glow brightly, but without the screeching or shockwave. “Hmmm...benign harmonization at setting 43.01695830512971963540271. That’s what I love about harmonics, lots of wiggle-room! The ‘boom’ setting is around forty-two, like you said.”

Applejack rolled her eyes and examined the tiara setup. “Say Twilight, ain’t that yer Element Of Harmony?”

She nodded. “Yes, The Doctor and I were trying to figure out just what the functioning mechanism is. So far we’ve deduced that it’s some sort of harmonizing crucible that can increase the amount of PKE we can control and greatly enhances the degree to which we control it.”

The Doctor nodded as he toyed around more with the sonic screwdriver. “But what just happened was unusual. It was almost like it sucked in the ambient PKE and blasted it back out, but without anyone controlling it or harmonizing it. It’s not supposed to do that.”

Rainbow Dash prodded the dimly glowing tiara. “D’you think the Elements Of Harmony will be enough to stop The S’Müz?”

“I don’t know...” The Doctor said, putting his hoof to his chin. “All together they’re immensely powerful, Twilight told me about the mythos and Nightmare Moon while we were setting this thing up. Anything strong enough to subdue a being that can stop a planet’s rotation with a *thought* should be useful in the very least.”

"But we need to have all of them to make it work." said Fluttershy "And Rarity's been attending a concert and fashion show in Trottingham all week."

"Oh my lord... 'Trotting-ham', *really*?" The Doctor muttered before saying "Come on then! To the control room, we're going to gather our forces and plan our attack!"

Twilight nodded and turned to her friends, telekinetically donning her tiara. "Are you all still okay with this? There's a very good chance we could all die."

Rainbow Dash snorted and flicked her mane. "C'mon Twilight! You know us better than that!"

Applejack smiled and stomped her hooves. "'Sides, if'n we don't stomp that S'Müz critter, we'll all die fer sure!"

Pinkie Pie donned her Element Of Harmony. "I knew this'd come in handy! Oh, and don't worry Twilight, we've come too far to back out now!"

Fluttershy nodded, taking her Element from Pinkie's bag. "If there's any chance we can stop this thing we have to take it, even if it means our lives."

Zecora bowed ceremoniously. "I've seen that which the Hervoken feared, entire worlds will disappear. If we are to die so that they may live, there is no nobler cause for one's life to give."

Twilight smiled, an unexpected lump forming in her throat, so much had happened since that morning. They had all been safe at home this morning, and now a scant few hours later they were ready and willing to give their lives to stop an unspeakable evil. There was a friendship report in there somewhere, but that would have to wait. "Alright. We need to get Rainbow Dash's and Applejack's Elements before we get Rarity, after that it's game time."

On cue the TARDIS's phase engines thudded into activity.

Trottingham was abuzz with activity, a city of nearly one million ponies with close to five hundred thousand new arrivals roaming the streets, buying clothes and seeing the sights. The streets and shops had ponies lined up shoulder to shoulder; the entire public district had become a single extended celebration. The cause for all the commotion was the unexpected combination event of Pop-Pony Sapphire Shores' Zigfilly Follies Tour rolling into town during the largest of the city's many glamorous fashion shows. Trottingham's annual fashion extravaganza drew in enormous numbers of ponies

from the city and the surrounding area and Sapphire Shore's entourage of fans, roadies, press, and more fans had brought in an influx of young and excited mares and stallions to patronize the city's many illustrious establishments.

Rarity stood in the skybox above the fashion runway, for this occasion she had donned her (second) best dress and best jewelry ensemble. In fact, this dress had been designed to flow around her centerpiece necklace, her beautiful Element Of Harmony. She could barely contain her joy as she watched Sapphire Shore dancing and singing on a fashion runway-cum-musical stage, showing off both her powerful and sensational voice and the glittering gemstone studded sequined jumpsuit Rarity had designed for her. Sapphire Shores had realized how important such exposure would be to Rarity and had actually invited her along, promising to introduce her to any big-name fashion aficionados that inquired about the suits. She had nearly fainted from delighted shock upon hearing this.

All the fashion ponies occupying the skybox were chatting amongst themselves about the outfit, as of yet unaware that she had designed them.

"Who designed that wondrous suit? I'm asking after the show!"

"Spectacular. That outfit fits her style to a tee!"

"Indeed! It's loud, brash; it catches the eye without being too abrasive, multi-faceted but not too cluttered! A feast for the eyes!"

"The gemstone design is truly magnificent! Reminiscent of the monarchical ceremonial jewelry fad in the eighties if I'm not mistaken! This could be the beginning of a come back!"

"And do I detect a retro-rock-star motif in the sequin-jumpsuit design? A tasteful callback to a tragically forgotten era of music and fashion!"

"Is it true that you designed five other costumes for her within a week? With different jewels for each one?"

It took Rarity a moment to realize that this question was being directed at her. "E-excuse me?"

Looking directly at her was a tall, thin dog-like creature. He was wearing what appeared to be a black silk three-piece suit, and around his neck was a collar adorned with stunningly beautiful luminescent gems. He was a diamond dog. Rarity did a double take upon this realization; he was only barely recognizable as the same species as those brutes that had so callously taken her to work in their mine. He was tall, thin, with extremely defined features and expertly cleaned

and styled fur; his posture was straight and refined with his long somewhat ape-like arms elegantly folded behind his back. He seemed so familiar.

“O-oh...” She said, somewhat nervous, whoever he was his voice had attracted the attention of the other ponies in the skybox, obviously important. “Yes, that’s true. How did you know I designed them?”

The diamond dog responded in an eloquent low-toned voice, culture and sophistication expressed in every word, unlike those squawking gravelly voiced miners. “I did some extra research on the side when my company led an investigation regarding an illegal gem-mining operation outside of Ponyville. Some uncouth freelancers from the boonies decided that a stunning young unicorn would make an excellent addition to their team. They were wrong.”

She laughed at the memory; those dogs had been under her hoof the entire time. “Oh well, it’s not like they really knew what they were getting into, the poor dears!”

He laughed with her. “Yes, they were quite forthcoming as to the nature of the situation. I hope you don’t take this the wrong way, but you would have a distinguished career in upper management.”

“Oh do go on Mr...?” She said, extending her hoof.

He reached out and took it in his right paw. “Zeitgeist Stardust, head chairman and CEO of Stardust Gems Incorporated, here’s my card.”

Rarity gasped, she hadn’t recognized him in the dim light of the skybox. Stardust Gems Inc. was Equestria’s foremost supplier of gemstones. It not only oversaw their mining, but also had subsidiaries dedicated to their utilization, from jewelry to media-crystals for technology, Stardust Gems supplied them all. Zeitgeist Stardust was a celebrity in and of himself; a patron of the arts, fashion aficionado, artist, writer; his name carried huge influence in both the media *and* business worlds. *And he was talking to her!*

“Ms., er, Rarity was it? *You* designed those outfits?” Inquired a nearby fashion pony.

Another pony stepped forward. “Rarity? Oh! I knew that name sounded familiar, this is the mare that Hoity Toity was raving about. Six of the most elegant dresses he had ever seen! Apparently they had all been designed on short notice, too!”

Rarity was soon mobbed by dozens of fashion ponies, all trying to speak over one another and the pop music blaring in the

background. Rarity began to feel overwhelmed, slowly backing away, a smile on her face nonetheless.

A whistle cut through the air and all ponies looked towards Mr. Stardust. "Now, I'm quite sure Ms. Rarity would love to speak with you all, but I'm afraid I have selfishly requested that she design an ensemble for me for the Grand Galloping Gala and must be called away at this time."

All the fashion ponies immediately backed away, calling to Rarity to contact them at such and such a time. She smiled and waved goodbye to them as she accompanied her second celebrity client out of the luxurious skybox.

"Oh thank you Mr. Stardust. I love the fashion scene but they can be a voracious bunch!" She said, trying to keep an excited squeal out of her voice.

"Think nothing of it Ms. Rarity, I came to this show to find a designer and I found a promising star instead. With my help, you'll be the next big thing in haute couture!" He said, patting her lightly on the back. "Also, please call me Zeit, I do so hate stuffy formalities."

The two sat in a café outside the fashion hall, steaming cups of gourmet coffee in front of them.

"So, I would like for you to look over these swatches and tell me what you think would be the best shade for the main-body silk. I'll give you my advice and offer any suggestions I may have. Of course it's up to you whether or not to heed any of them..."

He sipped the coffee and looked through the color swatches. "Oh don't worry Ms. Rarity, I'll keep an ear cocked for your advice. After all, if I just wanted a suit designed to my specifications, I could have just asked any one of those simpering ninnies around you. No, I want something...unique, something inspired."

Rarity blushed slightly on the outside but inside she was screaming with joy. "Oh, Zeit you flatterer! I hope you don't mind my saying, but I think you would suit something subdued and elegant. Something quiet, no frills or sequins or gems, but bold and strong from afar and..."

"...And complex and intricate up close." He finished, a smile on his face. "Something requiring contemplation. *That* is what I was looking for, personalized wear, not some tres chic sheep-fashion statement, but something intimate and stylized, designed from a

unique perspective. I'll have an ensemble without rival, aside from you and your friends, of course."

"Well, I'll be sure to make you the talk of the Gala! Maybe we'll see you there?" She said, sipping her coffee with a straw.

"Take no offense from this, but how did you all acquire tickets to the Grand Galloping Gala? Ponyville is a bit out of the way for the Gala sweepstakes."

Rarity smiled, only a true gentleman could say such a piss-ant town was 'out of the way'. "Oh, my friend Twilight Sparkle got two tickets from the Princess herself, she is her prized student and all. After a bit of tension over who to give the extra ticket to she sent them back, declining the offer."

Zeit stopped sipping the coffee, a look of surprise on his face. "No!"

"Mmh-hmm! And so the Princess gave us *all* tickets!"

"A royal invitation? How grand!" he said as he finished his coffee, opening his mouth to say something before being cut off by a curt beeping from his watch. "Oh dear...I have an art house opening to attend in fifteen minutes. I can't believe that snuck up on me!"

"Oh." Rarity sighed inside but reached out her hoof. "Well, it was a pleasure meeting you Zeit, you have my information I trust?"

"Of course. I'll contact you when I've decided what color I want..." He smiled at her. "...Or you could accompany me for the rest of the day, in case I decide then. What do you say?"

"I-I-I" She stammered, was this really happening? "Yuh-yes! *ahem* I mean, I would be delighted to accompany you Mr. Stardust."

'This is it! A day of being seen with him and Sapphire Shore's endorsement will get me to the front page of Vogue for sure! Soon, everyone will know that the most talented, most cultured, most amazing unicorn is Rar-' She noticed he was staring at her, an eyebrow raised. "Excuse me? Is something wrong?"

"Your necklace..." He said gesturing at her Element Of Harmony. "...Is it supposed to be glowing like that?"

She looked down at her Element Of Harmony; it pulsed slowly with a bright violet light. "Oh? It's only ever done that when..."

"What's that sound?" Zeit said, his ears perking up and rotating on his head, trying to locate the source. "It's kind of like...scraping one's front door keys on piano wire..."

Rarity felt a blast of warm air on the side of her face as it radiated out from a single point directly adjacent to their table.

Impossibly, a light began to flash in mid-air; each pulse in tune with the wheezing groan that was growing louder and louder. The light was now illuminating a transparent shape as it began to materialize in, each pulse, wheeze, and blast of hot electrified air revealed more and more of the shape. It was a kiosk of some kind, like a telephone booth, but far too tall and far too wide. The whirring died down into a sort of decaying screeching sound, before them was a blue wooden booth. It was tall, dwarfing them both as they slowly got out of their chairs and approached it, Zeit holding an arm out in front of Rarity as he approached the box.

"It...it looks like it's made of wood." He said as he tapped on the door. "Feels like wood too."

Suddenly the door flew inwards, revealing a tall, slender bodied brown stallion. "Ooh...parked a little close. Oh hey! Coffee!" he said, before noticing Zeit. "...And a dog."

Zeit cleared his throat and stepped forward. "Excuse me sir, aren't you going to introduce yourself?"

"No." He turned to Rarity. "Rarity I presume? We tracked the harmonic signature of your Element Of, well, *Harmony* to find you."

She blinked and walked forward. "Yes, that's me. And who are you? Who are 'we' for that matter?"

He shrugged, a playful look on his face. "Oh no one really, just a local census taker! I would like to know if you are satisfied with the current size of most peanut butter tubs! My company is considering upgrading to the seven-hundred-and-fifty milliliter paradigm and cutting costs by supplementing 60% of our product with chemical thickeners...probably shouldn't have said that last bit..."

"Doctor!" said a familiar voice. "Stop wasting time!"

Rarity was astounded when she saw Twilight shoulder the strange stallion out of the booth that would have been barely big enough for the both of them. "Rarity! We need you to come with us, all of Equestria's in terrible danger!"

Rarity trotted over to the table and sniffed her coffee. "Hmm, nothing. Well, I must be going insane then. I always thought losing my mind would be a little more...dramatic." Twilight, Applejack, and Rainbow Dash all came galloping out of the box and began to push her towards it. "Hmm! I wonder if this is symbolic of anything? Hey! Watch the dress, it's delicate!"

As she disappeared into the booth she stuck her head out and called to the flabbergasted Zeit. "Zeit, darling! If this somehow isn't a psychotic episode, I'll call you!"

He straightened out his posture and waved to her. "I'll hold you to that!"

The door slammed shut and the wheezing and flashing began once more, this time the box dematerialized, leaving behind a faint high-toned screeching before that too faded away completely.

"Hmm." Zeit said bluntly. "Must be a pony thing."

Rarity sighed in exacerbation when the strange stallion kicked the door shut. "What a time to go mad, I simply cannot...cannot...oh my..."

She realized that she was in an enormous room. The booth she had entered had been over-sized but...she suspected that there was an entire building in here! Did the rest of it look like this? Dim yellow light cast everything in an aura-like glow. Huge organic-looking pillars reaching upwards to the ceiling three meters above her head, the walls were pocked with strange indentations and the centerpiece was a decidedly slipshod looking console bristling with various garish knobs and switches, tubes and wires hung from the ceiling.

"Well?" said a voice to her right, it was the strange stallion. "Got anything to say? Any keen observations or insightful statements?"

"It's..." she said, a grin growing on the stallion's face.
"...It's...so...*tacky*."

"What?" The stallion said, grin disappearing from his face.

"It's simply *awful*!"

"*Whaaaaat?!*"

Rarity walked around the center console, a look of disdain on her face. "Ugh! It's just so kitschy, like a cheap prop set! And a gold color scheme combined with yellow lighting? Yeeech! Yellow lighting only works if you've got violet furnishing, don't you know anything about complementary colors? And who honestly opens up their abode with grated-metal floors and ersatz-*Organic Charter* coral pillars? If you're going to go for a *mechanical* theme as your center stage and floors clearly suggest, you simply *can't* frame the room with coral pillars, as those are a renowned theme amidst *organic* architecture! It's antithetical and it clashes, a truly grand design scheme requires consistency!"

"I was being sarcastic when I asked for your insight..." The Doctor snorted indignantly before whispering to no one in particular. "Don't you listen to her sweetheart, you're beautiful!"

Twilight stepped forward, a smile on her face. "So...you don't think you're dreaming or anything?"

"Twilight darling, I've screamed myself awake from *less!* Insane or not, I simply *cannot* have imagined this...this disaster! No, this crime against internal decorating is tragically real. Ergo I am conscious *and* sane..." she said before donning an irritated expression. "...Of course, if this *was* a nightmare or a delusion I'd take some solace in knowing that I *didn't* just get dragged away from an extremely rich and powerful client! This had better be important."

"Inter-dimensional space-witches are plotting to unleash a malevolent extra-planar being upon Equestria. If they succeed it will forcefully remove the souls of every living creature in the universe, including your rich client." Twilight said quickly.

Rarity blinked and looked around at all her friends, each one nodding in affirmation. "Oh. Well. Alright then."

"Okay!" said The Doctor, making his way up to the control console. "Pleasantries out of the way, we've got some witches to foil!"

"Mhmm." said Rarity, unimpressed. "And you are?"

He turned to her. "I'm The Doctor."

"Just 'The Doctor', correct?"

"You catch on quick." He said, an animated look on his face.

"Also, you seem to be taking this whole thing rather well, suspiciously well in fact. Is this sort of thing normal for you? Your friends appear out of nowhere, drag you inside a box that's bigger on the inside, and tell you that it's time to risk life and limb with the fate of all of creation resting on your shoulders? Because that's what's happening!"

Rarity blinked, and looked around her, reassessing the situation. "Whatever all this is it seems important. If my line of work has taught me anything it's taught me the value of prioritizing. I'll do my best to perform for the moment and break down once the crisis has been averted, hmm?"

"Grace under stress, I like that." He said, pulling a lever on the console. "No time like the present! Allons-y!!"

Draggle hovered outside the cave. Having completed the sensor perimeter she now only waited for her mother to exit the cave or for the alarm to go off, whereupon she could have to fight

something that frightened even her mother, a Time Lord. The ponies that accompanied the Time Lord were nothing to scoff at either, two of the little beasts had actually managed to hurt her and Reeka, and yet another showed itself able to deflect an arc barrage spell. She sighed as she cast a gaze over the summoning paraphernalia; sufficient life force had been drained from the surrounding area to complete the bridge and the fungal matter she had collected would serve as a perfect medium. Still she feared for the safety of herself and her mother, that...that *thing*, with its booming empty voice and its menacing words, it was dangerous. Why couldn't Hydia see it? She had the most terrible fear that The S'Müz would simply kill everything, that it would eat them all. Hydia thought she could control it, thought she could make it do as she wished, but she was nothing to it, Draggles could clearly tell this simply from the way it spoke to them.

"Draggles!" said a voice from the cave. "Draggles! Draw in the water from the air and fill the hole, boil the clover and prepare the transfer medium!"

Hydia came storming out of the cave, her eyes aglow with anger. Draggles quickly pulled in the necessary amount of water and dumped it into the large hole in the ground. "Matron..." she said carefully. "...What's happened? What did The S'Müz say?"

Hydia pointed at the water boiling it instantly. "The Time Lord contacted The S'Müz, he spoke with it. I doubt it was any more forthcoming with him that it is with us, but they're a clever bunch those Time Lords...he'll try and stop us, we must begin the ritual immediately!"

"Matron..." Draggles said, fidgeting.

"What is it?"

Draggles steeled her nerves and moved towards her mother. "I don't think we should do this."

Hydia spun around, her eyes emitting a terrible crimson light. "WHAT DID YOU SAY?!"

"Muh-Matron! Please hear me!" She said as she cowered away. "It's dangerous! The S'Müz is too powerful for you to control!"

An enormous clawed hand batted the smaller Carrionite out of the air, Hydia bellowed in rage. "How dare you speak to me that way!! I am your Coven Matron, you obey my commands, and you do so without question!!"

"Buh-but Mama!" Draggles stammered before being silenced by another blow.

“Don’t you call me that!!” she said, raising her remaining arm to strike again. “You miserable little insect!! You *dare* to think that I am not capable of controlling it?!”

“But you *can’t* control it!! If you bring it here it’ll kill everything, including us!!”

“Silence!”

“Why do think the Hervoken didn’t use the charms?!”

“I said silence!!”

“They knew!! They knew that it would kill *everything!!* *Everywhere!!* And if we unleash it, we’ll be murdering the entire multiverse!!”

“SHUT UP!!!” Hydia clamped her hands around Draggles’s throat and threw her hard against the ground.

Draggle groaned and rolled over; hovering above her was Hydia, dark energy swirling about her remaining hand. “Draggle. You will make yourself of use and you will do so fast, because I have all I need to summon the S’Müz right here and you have just made yourself into a liability. I will not suffer liabilities.”

Draggle nodded and quickly dashed into the forest. Hydia growled to herself and began the chant the song. The song that would end the world.

The TARDIS shook and bucked, a sound like tearing metal reverberated through the control room. There was a final ‘clunk’ and the TARDIS stopped moving. As the craft stabilized a klaxon began its telltale cry, red lights flashing and blinking in warning.

“Doctor! What’s wrong?!” Twilight said, knowing what the siren meant.

“They’ve begun the ritual!” He stomped his hoof against the metal plate. “Damn! And they set up a directional tachyon field!”

“A what?” Applejack said, regaining her footing after the rough landing. “I can’t hear you over that alarm thing!”

The Doctor kicked the door open. “Oh just come on!”

The ponies exited the blaring ship and let out a simultaneous gasp of shock. They were standing in the middle of a huge burnt gash in the forest, trees were twisted and destroyed by whatever great force had come rolling through. At the far end of the destruction was an enormous crater, the contents of which still smoldering, black smoke now being dispersed and swirled by a building wind. To the left of the crash zone a single cloud rose over the trees, it was black

as night and roiled and tumbled in the sky. Green-blue lightning arced and raced across its surface, occasionally converging on a single spot and exploding in a silent flash of light.

"It's a storm like yesterday's!" Twilight said, wind whipping around her. "They're opening another portal to The Void!"

"Zecora! The keys!" The Doctor called, turning to the rest of the ponies. "Alright! You've all got your Elements on? Good! Zecora will be passing around your reverse perception filters, they should stop you from perceiving too much of The S'Müz' physical form!"

"What's the 'smooze'?" said Rarity looking at the key on a loop of string Zecora that gave her.

The Doctor ran his sonic screwdriver over each of their Elements Of Harmony. "The soul eating monster from hell the space-witches are summoning! Do try to keep up!"

"Okaaaay...What would happen if we perceived it all?" Rarity said, rolling her eyes.

"Can't say. Maybe nothing." The Doctor shrugged nonchalantly. "Or maybe you'll lose your mind, chew off your tongue, and pull out your eyes and eat them! Reactions vary from person to person-er-I mean from 'pony to pony'."

"How long do we have?" said Twilight, now shouting over the wind.

The Doctor ran into the forest, signaling for the ponies to follow him. "Twenty minutes! The directional tachyon field prevented the TARDIS from materializing within its radius. However, since they don't have any kind of large power source they're probably using a low-powered field. That puts us less than fifty meters from where they don't want us to be!"

As they entered the outcropping of forest between them and the summoning grounds the sound of the wind eventually began to ebb away. In fact, all sound began to cease; all around them the forest was still, silent. Not even their own footprints could be heard.

"What's going on Doctor?" Pinkie Pie said, only now showing something close to nervousness. "Why's all the sound going away?"

"The Void is partially damping all the sound in the area! It'll come and go!" The Doctor said calmly.

"How can we hear each other then, Professor?" said Applejack, unconsciously rubbing her ears.

"It's because we're wearing our Elements Of Harmony, right Doctor?" Twilight said. "They heighten our ability to use PKE!"

The Doctor nodded. "We're not 'hearing' each other per se, but rather your Elements allow you to interpret the PKE in each other's minds as what they'd be saying otherwise."

"So...we're reading each other's minds?" Rainbow Dash said uncomfortably.

"Very superficially, you're only hearing the thoughts in the speech center of each other's brains, that's where PKE is most concentrated in terms of perceivable psychic wave patterns." The Doctor said without moving his lips. "Don't concentrate too hard on anything you don't want us to hear, just in case!"

"...That jacket is horrible..."

"Hey!" The Doctor said, shooting Rarity an annoyed look.

"Well it is! The way you've tied it around your neck it looks like it's a dozen sizes too large for you! In fact..." she said, her horn glowing. The jacket untied itself from The Doctor's neck and spread out above him in mid-air, sleeves stretched. "Oh my..."

Rainbow Dash flitted around the levitating jacket. "Why do you have a jacket like that? The sleeves are waaaay too long!"

The Doctor jumped up and grabbed the article of clothing and tied it back around his neck. "It *used* to fit, before I became a stunted little quadruped anyway!"

"Back up." Rarity said flatly. "You used to fit *that*? How?"

"He's an alien from another dimension." Twilight said pithily. "Didn't we mention that?"

"Wait, if you used to be..." Applejack said, gesturing at the jacket. "...*That*, why d'you look like *this* now?"

"I don't know! Actually it's been on my mind for a while, I didn't regenerate, but my body *did* change. I'm still me, but now I'm stuck as a thumb-less equine, none of my clothes fit, and I'm going to have to change the TARDIS desktop theme to correspond with...hooves." The Doctor said, a noticeable edge of irritation in his 'voice'.

"Maybe it's like a dress code." Rarity mused to herself.

"Don't you think of anything else?" The Doctor sighed. "Dress this, fashion that, 'your hyper-dimensional ship is an interior designer's nightmare!' On and on!"

"Oh don't be tetchy!" She said quickly. "I don't know any other way to put it. You're from another dimension, one that may or may not operate on different physical laws, correct? Well what if you, that is to say, your body changed to conform to this universe's 'dress

code'. Where in your dimension it is 'smart-casual', uh...biped-thing, here it is 'formal-wear' pony?"

"That's rid...hmmm..." The Doctor thought for a moment. "...multiversal equivalency template! Of course, why didn't I think of it before? What's a humanoid there is a quadruped here!"

Zecora looked over The Doctor momentarily. "You seem familiar with the guise of a pony, in what way have you changed in body?"

"Well, I doubt I'd be anything you've seen before." He said, smiling. "Funny though, I've seen ponies before, not quite as cute as you lot though...or as smart...Anyway, to answer the question, by your metric I would have resembled a bald, off-pink colored ape."

"Ew!" Rainbow Dash said, scrunching up her face into a grimace. "Thank Celestia for multi-something equivowhatsits!"

"Oi!" The Doctor exclaimed. "I was a very handsome mangy upright monkey! A lot better looking than I am now, that's for sure...I had such wonderful sideburns..."

Zecora smiled coyly. "I suppose to an ape this form is unsightly, but do not take your new body lightly. If you were as handsome as you say, who said you have not stayed that way?"

The Doctor blinked awkwardly. 'Am I being hit on by a zebra?'

"If coming here means changing to this universe's equivalent of whatever you were why weren't the Carrionites or the Hervoken changed?" Fluttershy said, cautiously looking around the forest.

The Doctor turned from Zecora and shrugged. "I guess they were quantum locked by the Deep Darkness or something, born into an artificial dimension it...it...does anybody else hear that chanting sound?"

The sound of wind and thunder washed back over them, the sounds of the forest and rushed in, followed by the crackling shriek of high-energy discharge as it arced into a rock partially imbedded in the ground just to the right side of Twilight. The explosion scattered the ponies, hot chunks of rock went whizzing through the air. Twilight opened her eyes in a daze, the newly returned sound now drowned out by the ringing in her head. She dimly heard another shrieking bolt of energy and felt herself get tossed about by another concussive blast, farther away this time. She felt herself thud painlessly into a pile of leaves. Groggily she tried to get to her feet, only vaguely aware of the battle going on a few meters away. She looked up, thoughts still scattered, and one of her eyes seemed to be lost in a reddish haze. A

zebra was acrobatically hopping about and striking a large monstrous creature with her staff, in one of the monster's talon tipped hands was a struggling brown stallion. The beast swung at the zebra in rage, missing each time by what appeared to be a hairs breadth. Stones often would streak forward and pelt the creature, usually to little more effect than enraging it. Twilight felt her legs give out once again and she landed face down in the leaves.

"Dash! You keep an eye on Fluttershy!" ordered Applejack. "Rarity, can you throw a thing or two and cover me while ah get the Professor?"

Rarity smiled before straining with effort. From the forest came a large log, twenty-five centimeters wide by two meters long, it flew through the air with enough speed to shriek as it passed over their heads. The Carrionite let out a comical sounding "Huh?!" before the log speared into her center mass with terrific force. The witch was sent flying backwards into the forest and out of sight, letting The Doctor go as it hurtled backwards.

"O-okay..." Applejack stammered. "Or y'all could just do that."

Applejack rushed forward to help Zecora collect The Doctor, he was sporting a couple heavily bleeding scratches and what was going to be an impressive shiner in a few hours, but was otherwise fine.

"Where's Twilight?" He croaked. "Is she okay?"

Fluttershy and Pinkie Pie dragged a semi-conscious Twilight out of a pile of leaves. She had a series of angry red burns and minor shrapnel damage on the side that had been facing the explosion, her book filled saddlebag had born the brunt of the explosion. A deep laceration ran across her brow where a razor sharp fragment of rock had come within centimeters of penetrating her skull, missing and only flaying open the flesh above her right eye. She was mumbling and the eye that wasn't covered in blood moved about in a dazed fashion.

"Is she okay Professor?" Applejack said desperately.

The Doctor pulled out his sonic screwdriver, it trilled softly. "...Seems she subconsciously cast a shield spell around herself before it hit, so no internal damage. She'll be fine, but she's been a little concussed..." he said before looking over to where the Carrionite had gone flying into the woods. "...I hope Ms. Rarity left that Carrionite undamaged enough to talk. I would like to have words."

"...Ah *like* it when The Professor gets mad, that look in his eyes just makes me...did ah say that or just think it?"

"You thought it AJ." said Rainbow Dash, an unimpressed look on her face "But we heard it anyway."

The Doctor cursed in some ancient tongue that almost hurt to think about. "Sound's out again. We won't be able to hear her charging up to attack."

"Did anyone else hear a sort of singing before it attacked?" Fluttershy said. "Could that have been it chanting a spell in its head?"

"Very good Ms. Fluttershy. You're right, but they only have to cast spells to summon energy, and those blasts wouldn't have been enough to deplete her. If I had to guess, I'd say she's got one more in-"

The Doctor was cut off by a short sound of alarm from Zecora as she threw herself into The Doctor's side, knocking him to the ground before an orange blast of energy struck the zebra on her side. A brief horrible scream of mortal pain and fear rang in their minds as she fell to the ground in a heap, steam and smoke billowing from both the large charred hole in her side and from her mouth and nostrils, an expression of shock and pain etched into her exotic features.

The Doctor shot to his feet, the sound had returned, the wind roared and howled, now strong enough to gust through the treetops, picking up leaves and debris and swirling them around in the air. "Zecora!"

Twilight's eyes snapped open. She dizzily rolled from her side onto her hooves. She looked over to see The Doctor looking over the wound; he looked up and met her eyes, a look of distressed helplessness clear within them. "Doctor?"

He averted his eyes, looking back down at the wound. Twilight darted over to the tattered remains of her saddlebags strewn on the ground, digging through the myriad books and scrolls. She found her medical book and ran back over to the fallen Zebra. Desperately she began to nose through the book, the wind making the pages flutter and turn chaotically.

She felt a hoof upon her shoulder; she looked up to see The Doctor. "Twilight...she's gone."

"But-" Twilight began, a blood curdling scream cutting her off.

The Carrionite burst from the forest, an unearthly howl piercing the air. "DIIIIIIIE TIIIIIIIME LOOOOR-URHK!!!" It bellowed as an enormous rock exploded from the ground beneath her, Rarity gritted her teeth in effort, catching the Carrionite across the jaw with the boulder with a solid impact. The Carrionite spun in midair as

Applejack's lasso fastened around her throat. A mighty tug from the powerful workhorse sent the beast plummeting towards her. In a series of fluid movements, Applejack leapt forward, rotating in mid-air, and planted two iron-shod hooves firmly on the monster's head. The kick sent the Carrionite tumbling across the ground; it came to a stop a few meters away, its head snapped up a look of murder on its hideous face, its hands angrily curling and digging deep channels into the earth. It leapt towards the offending equines, claws ready to tear, razor toothed maw opening and closing with a loathsome scraping noise. A thunderous boom drowned out what could have been a bellow of rage; the forest was bathed in a brilliant technicolor light. A streak of rainbow colors slammed into the Carrionite's back from above, smashing it into the ground with enough force to crater the earth, enormous plumes of dust and debris exploded from the assault. The sound once again receded to nothing. Rainbow Dash set down lightly next to Applejack and Rarity, tears of wind and rage in her eyes. They turned around to see The Doctor, Pinkie Pie, Twilight, and Fluttershy standing over Zecora. Fluttershy sobbed quietly as she leaned against The Doctor, he put his hoof over Zecora's upturned face and closed her eyes, an unrecognizable expression on his face.

"Doctor..." Rainbow Dash said, approaching them. "Can't you...can't you help her?"

"There was nothing we could do." He said quietly. "It incinerated her lungs and heart. She was dead before she hit the ground."

"Twilight? Don't-don't you have any spells or..." she said, stopping as she saw Twilight shake her head. "What good are you then?! What the hell good are *either* of you?!"

"Dash!" Applejack said sternly, suppressed anger clear in her voice. "There's nothin' they coulda done, now we's just got another reason to make sure these monsters don't hurt no-one else!"

The Doctor pulled out his sonic screwdriver and tucked it behind his ear, taking off his coat and draping it over Zecora's body. "No-one else..."

He stood up and noticed Twilight wasn't standing across from him. He looked around behind him and saw she was slowly walking to the crater, her horn glowing. He patted Fluttershy on the shoulder and signaled to Pinkie Pie to follow him. Wind blasted once again, it was now a shrieking pulsating bellow as the storm above them boiled and thrashed.

Twilight felt a cold, burning fury engulf her stomach and race up her spine. She could sense that thing was still alive in the crater. Concentrating...concentrating...there! Her horn shone brightly, the sharp roar of her channeling the energy almost drowning out the gale force wind that whipped at her mane. She grabbed it, hoisting it out of the crater with no effort at all, with her tiara and her rage focusing her power, she felt that there was nothing she couldn't do. The creature rattled, squirming slightly in her grip. Squeeze. Its body went stiff and collapsed in a little, a constricted wheeze emanating from its mouth.

"You." She heard herself say. "You come to our dimension. Our world. Our home. You come here to destroy and kill. You maim and murder our children. You attack and kill our friends. You intend to destroy all life in all of creation. Enough is enough and we're going to stop you. But..."

"...You..." An arc blasted from her horn, striking the creature, a constricted scream squeaked from its gaping mouth.

"...Must..." an arc blasted the creature again, this time the scream was now but a mere pained wheeze.

"...Suffer..." another arc, this time with no sound.

"...First." and again, no sound.

"Twilight." said a voice from behind. "Stop."

She turned around; it was The Doctor, his expression not of anger or disappointment, but calm neutrality. "Stop this."

"What?!" she said incredulously. "It killed Zecora, it would have killed you!"

He nodded, that same expression on his face. "I know. But it's not her fault."

Twilight laughed sardonically. "Not 'her' fault? It shot to kill! It attacked *us*! It did those horrible things to Orange Pekoe! To Cherry Swirl! It has to die! It *deserves* to die!!"

"I know what your feeling Twilight..." he turned and addressed all the other ponies who were watching. "...I know what you're all feeling. I've been in this situation more times than any of you can imagine...I want to stop you before you do something you'll regret."

Rainbow Dash snorted and stomped her hoof. "Sorry Doctor! I'm with Twilight on this one! I say we roast these things!"

Applejack nodded in agreement. "Same here Professor! These things're gonna kill us all! We got tah defend ourselves!"

"After what it did to those colts?! We need justice!!" Twilight shouted.

The Doctor turned to Rarity and Pinkie Pie who looked away and then to Fluttershy next to him, who was still blinking tears out of her eyes. "I know the feeling. At the time 'justice' seems like such a righteous and grand concept, that no wrong go unpunished, no deed without its due...but I've carried out... 'justice' before. What I thought was right at the time. I've done terrible things, in the heat of battle, in the cold icy contemplation of rage; I've destroyed whole worlds. I don't want you to make my mistakes; I don't want you to know what evils you're capable of in the throes of anguish and fury. You need to hear just what it is you're executing."

He held aloft his sonic screwdriver, it trilled for a fraction of a second before the sound bled away once more. In the place of the wind, in the place of the storm, came a voice. A small terrified voice. The voice of a child. "Mama! Help me! Please mama they're hurting me! It hurts! Mama!! I don't wanna die!! It hurts it hurts ithurts ithurtsithurtsithurtsithurtsithurtsithuuuuuuurts!!!"

They turned to the source of the pleading cry. Floating in the air was a horrible monster, mouth filled with sharp teeth, huge talon tipped hands, and a long hard beak-like protrusion flanked by two horrible glowing red eyes. Yet, in those shimmering crimson pits was something gut-wrenchingly familiar; fear and pain and helplessness, the kind that could only come from a very small child, a child calling out to her mother for protection. The Carrionite fell from the air, landing heavily on the ground next to the crater, an unmistakable heaving took place, she was sobbing.

Twilight stepped back, that cold fury immediately settled and congealed into a heavy sick feeling in the pit of her stomach as she sat down. She felt a hoof on her shoulder and looked up to see The Doctor. "Doctor...I'm..." she said before turning away. "I didn't know..."

He shushed her and patted her on the back. "It's better to know what you're capable of *before* you do something terrible. At least now you know your limits, but don't have the blood of a child on your conscience as a consequence."

Rainbow Dash and Applejack approached them, heads down.

"P-Professor..." Applejack started before looking away.

"We...we're not...we didn't..." Rainbow Dash said before shaking her head and sighing.

"Wait!" Rarity called out. "Fluttershy! What are you doing?!"

Fluttershy made her way over to the fallen Carrionite. The Carrionite reared up, a feeble hiss emanating from her mind, her posture was still that of a frightened animal.

"What's your name?" Fluttershy said, a kind expression on her face, but her posture and eyes conveying pure dominance.

The Carrionite recoiled slightly, lowering her head in a submissive posture. "...Druh-Drabble..."

"Drabble. Do you know why we're here?"

She looked around at them, a plaintive look in her eyes. "Yes. You're gonna stop mama from summoning The S'Müz..."

Fluttershy nodded kindly. "Do you know why we have to stop it?"

Drabble nodded slowly. "Because...if you don't, it will kill everyone."

Rainbow Dash streaked forward, causing Drabble to recoil violently and hide behind Fluttershy. "You knew that it'll kill everyone and you're still trying to summon it?!"

Fluttershy shot Rainbow Dash a caustic look before turning back to Drabble. "It's okay, she doesn't mean to come on so strong."

"Mama thinks she can control it!" Drabble blurted out. "She thinks she can make it do what she tells it to. But I know it's too strong for her, I know it'll kill her!"

"Then why are you helping her to summon it?" Pinkie said, bouncing up close to the cowering monster.

"She's my mama, and my Coven Matron. I have to do what she says."

"Drabble..." said The Doctor. "Will you take us to your mother? We need to talk to her."

"You promise you won't hurt her?"

The Doctor smiled radiantly. "We promise. We want to save her from herself."

They approached the clearing. The wind whipped at their faces and manes, leaves and clouds of dust swirling around violently as the unholy gale above them churned. A single large shape floated in front of an enormous ball of levitating matter, a grey-green soup of water, herbs, and fungus. Energy arced around the shape, its one arm raised, a sweet almost chorus-like singing emanating from it.

"How close is she to summoning it Doctor?" Twilight whispered into his ear.

"We got here just in time...and no need to whisper. She's concentrating so hard on the summoning ritual we could walk up and attack with a marching band!" The Doctor said, before pointing at something in the clearing. "That may be a problem though."

Twilight squinted her eyes, every so often a stray arc of energy would bleed off from the witch, it would streak off in some direction before splashing against something, partially illuminating a bubble-like structure. "A shield!"

"It'll take some doing, but I think I can lower it...we don't have much time though..."

The Doctor noticed a bright light emanating from behind him. He turned to see the six ponies levitating slightly in the air, a blinding white aura surrounding them. In the middle was Twilight, her eyes glowing slightly. "Get out of the way, Doctor!"

The Doctor dove to the ground as an unnaturally bright pillar of white light arced towards the summoning ritual. It contacted the shield with a brief flash, the barrier collapsing an instant later. The beam continued to propagate towards the witch, curving upwards at the last second, impacting the sphere of contact medium dead in its center. For an instant the ball of water, herbs, and fungus seemed to become steam and then smoke, before being consumed from within by incandescent light. A terrific explosion shook the clearing, the large witch was hurled backwards from the small nova.

"N-Noooooo!!!" The witch bellowed. "The medium!"

"It's over Matron!" The Doctor shouted over the wind. "Just stop what you're doing, and no-one else gets hurt today!"

The witch bellowed and pointed at The Doctor, a dark red beam lancing from her fingers. The beam blasted towards The Doctor before abruptly changing direction, it streaked into the forest, an enormous red-black energy dome rearing up over the treetops before dissipating.

"Thank you Twilight."

"No problem Doctor."

"Doctor?" the witch said. "Sixteenth Century earth? The Shakespeare Code?"

"The same." He said flatly. "And you?"

"Coven Matron Hydia Rau Hag Zau Rexis. Figures that a foul beast such as you would thwart this attempt at emancipation as well!"

"Lilith, Doomfinger, and Bloodtide have been spreading nasty stories about me, eh?"

"All Carrionites know of the meddling Doctor! Now I know that you are a Time Lord as well! When I summon The S'Müz, Gallifrey will die in agony for your insolence!" She said, gritting her teeth.

"...Too late..." The Doctor muttered. "Also, you're not summoning anything! Your medium's gone, I'm pretty sure that blast destroyed the charm, and in case you hadn't noticed I've got some of the most powerful magical items standing at the ready. It's over Hydia."

She slouched somewhat. "What do you have against my people, Time Lord? Ours is an ancient and grand race, culture and power the like of which was never seen again in the universe! Do you sympathize so much with your Eternal brethren that you share in their blind hatred of us as well?"

"The Eternals locked you lot away for a reason. In your bids for power and control you blind yourself to what you're doing!" The Doctor said, gesturing at the sky. "Look! Look at it! You are opening a portal to The Void, the place even The Eternals feared to go! And for a good reason! That thing, that entity you call The S'Müz, its sole motivation is the destruction of all life! It seeks to liberate the PKE, 'the light', of this and all other universes! It is literally going to suck out all life in all its forms, including you and your people!"

"I can control it!" She shouted.

The Doctor snorted and stamped his hoof. "Do you really think a being like you can control that thing? It's been playing you this whole time! I'm sorry Hydia, but we cannot let your foolishness doom all of creation!"

"...What will you do with us?" she said, voice low, seeming to finally realize her situation.

"You're too dangerous to be left here as you are. I have no choice but to send you back to the Deep Darkness...I'm sorry."

"Understood." Hydia lowered her head, a tinge of fear in her voice. "May I speak with my daughter? Provided you have not killed her, too."

Draggle hovered towards her mother, her jerking, halting flight could only be described as a limp. "I'm here mama."

Hydia touched one of Draggle's openly bleeding wounds. "Did they hurt you, child?" She draped her arm around her daughter, something close to affection on her face. "I'm so sorry."

"...? I forgive you?" Draggle said, confused.

Hydia drew her close and looked up at The Doctor, any trace of warmth now replaced with an unsettling look of triumph. "Oh by the way...The Hervoken charm had an immaterium spell cast on it, making it impossible to remember perfectly."

"To prevent replication, I know." said The Doctor. "I still can't let you-"

"I wasn't finished..." Hydia said, something unpleasant entering her voice. "...However, I'm sure *you* remembered this little detail despite the immaterium. An asterisk, on the summoning side of the cube, when accessed it revealed a disclaimer regarding the collection of summoning mediums and harvested PKE..."

"Hydia..." The Doctor said, a growing tinge of horror in his voice.

"...That they were merely substitutes for a more...*unsavory* method." She said, a loathsome smile curling her serrated mouth.

"...Don't!!" The Doctor cried, beginning to run forward.

"Draggle..." Hydia said. "I'm sorry."

"Mama? What-?" Draggle said before Hydia clapped her hand on her back, a harmonizing rune written on her back in her own blood. The rune glowed blood red and Draggle stooped forward, screaming. Hydia levitated back as her daughter convulsed, the red light of the rune now a pillar of blood-crimson energy. Draggle arced her back; arms spread wide, a horrid gurgling scream exploding from her mouth. She convulsed once more before her jaw seemed to unhinge, the scream slowly ceased to be a living noise, replaced by a mind-fraying mental sound, high-toned and bass at the same time, flanging and reverberating as its source forced its way into the world. A dark purple ichor came bubbling from her mouth, eyes, and multiple wounds; ooze that was at once liquid and solid, moving and squirming like maggots and vermiform tendrils, but extending and dripping like partially coagulated blood. The vermin sludge wriggled and clambered over her body, and where their dread forms touched flesh a dark aura shone as the flesh retracted, turning grey and dry like parchment. The odious slithering sound echoed in the minds of all around while the dry crackling of the corpse as it shriveled and contorted rang in their ears. The corpse's life essence was drawn out into a dark and terrible lattice of living geometry contrary to the dimension it was invading. Light bent around and fled from the now eldritch shape hovering limply, the ground beneath it turning a sickly greenish hue before turning black with death.

“Great One!!” Hydia pointed to the congregation of horrified ponies. “Now! As your first act! Destroy the Time Lord and his interlopers!!”

The shape lifted what was once an arm with a crackling sound not unlike that of snapping bones and rending ligaments. With a single swipe it obliterated Hydia’s body, macerating flesh and pulverizing bone, spraying blood and viscera into the air. As the carnage splattered through the clearing a sound arose that battered the sanity of all around. It was screaming that was unlike any sound a mortal creature could make, it was the terrified, insane, hysterical screaming of a soul being torn to pieces and reduced to unaligned PKE. Every instant that passed was another aspect of the soul lost, erased, torn away thought by thought. Hydia ceased to be.

“**The harvest begins.**” It said, with every word back-dropped by the sizzling and tearing of flesh that wasn’t meant to make such unnatural sounds. It rose into the air, arms outstretched. All around the grass and trees began to shrivel and recede, orange light congregating in strands and feeding into the beast. The form began to grow, the dark, writhing structures of its body pulsating and expanding, gorging themselves on the harvested life energy.

“Everything’s dying!” cried Fluttershy, the grass around her hooves shriveling.

“It’s sucking up the ambient PKE!” The Doctor shouted over the wind. “Passive life; plants, bacteria, it’s all being destroyed!”

Rarity screamed in horror. “Oh my lord!! What the hell *is* that thing?!”

Applejack shuddered. “I’d say your reverse-perception thingies are workin’ Professor! I’m only kinda going insane! Land sakes! It looks even worse’n it sounds!”

“What do we do?” Rainbow Dash shouted in panic. “How are we going to stop that thing, it’s pulling the life out of everything!”

The Doctor spun around, a look of inspiration on his face. “...Sucking...no...pulling! Rainbow Dash you’re a genius!! I’ve got it!!”

Twilight turned to The Doctor. “What? What do you have in mind?!”

“It’s simple!” He said “All we have to do is reverse-” A dark purple tendril burst from The Doctor’s chest, having shot down from the ever-expanding creature above. He looked down at the offending tentacle, an expression of surprise on his face. “...No fair...”

The Doctor began to shrivel as bright golden energy was siphoned from his body in shimmering pulses. His body and mane turning grey as the energy departed, wide lively eyes shrinking and sinking into his skull. The tendril withdrew with a sudden tearing rip, leaving the body to tumble onto its side with a grotesque dry-leaf sound.

“DOCTOR!!!” Twilight screamed. “No!! Doctor!!”

Applejack restrained her and pulled her away. “Don’t look Twi! There’s nothin’ we can do fer him now!”

“Let me go!!” She said, struggling in vain against her stronger friend. “Let me go! I can...I can...” she broke down sobbing into Applejack’s neck. “Not like this! It can’t end like this!”

Pinkie Pie held a horrified Fluttershy, turning her gaze away from their fallen friend as Rainbow Dash set down next to The Doctor’s body. “...What...what the hell do we do now?”

“Look!” cried Rarity. “The S’Müz! It’s moving!”

They looked up at the enormous dark purple cloud, looking in its direction made the insides of their heads swim. It was almost like they were trying their very hardest not to see the entity in front of them, that there was something behind it that was so horrible that simply acknowledging its presence was tantamount to suicide. Slowly the beast moved away from them, casting its vile shadow over the Everfree Forest, where its monstrous form moved the forest died, shriveling and shrinking into grey and black shapes that were barely recognizable as anything formerly living. With every meter it got larger, the continually growing stream of life energy siphoned from the forest bloating its already horrid shape. Over the greatly receded tree line they could clearly see where the dread cloud was heading.

“It’s heading for Ponyville...” Fluttershy said numbly. “We failed.”

Applejack snorted in disgust. “Hogwash! We still have our Elements Of Harmony! We can still fight! We may not win, but we’ll stall it long enough fer The Princesses to get here!”

“Fight with what?!” Pinkie Pie exclaimed. “Twilight and The Doctor said our Elements draw in ambient PKE, and that thing just sucked the whole forest dry!!”

Rainbow Dash turned to Twilight. “Will the Princesses be able to stop that thing Twilight?” Twilight stared numbly at The Doctor’s corpse. “Twilight!”

"Huh?" She said, looking up at Rainbow Dash. "I don't know...maybe. Depends on how much of Equestria's PKE it's able to absorb. The two of them together maybe, but the battle would devastate Equestria, maybe even destroy it outright...either way, we're not going to be able to stall it long enough for the royal sisters to return and save Ponyville. Everypony we know are all as good as dead..."

A heavy silence pressed down on the ponies, everything that had happened since that morning, all they had learned, all they had seen, all of it was for nothing.

"Well, this sucks." Rainbow Dash muttered, not letting on as to how terrified she truly was.

A spark.

"Sucks?" Twilight blinked. "No...didn't you say it was..."

Rainbow Dash turned to Twilight, seeing that same look of inspiration on her face. "...Oh! Uh, pulling the life out! It's *pulling* the life out of everything!!"

'...it sucked in the ambient PKE and blasted it back out...' rang in her head '...reverse the polarity of the neutron flow...' Twilight's quick mind immediately began running through all she knew about PKE. Every fact, every tidbit, every theory. '...F***in' magnets/how do they work?... Another spark. "THAT'S IT!!!"

She ran up to The Doctor's body. "It won't end like this...I promise..."

She reached down and grabbed his sonic screwdriver, levitating it and toggling the setting. "...40...41...there!"

"Twi?" Applejack said as Twilight pointed the screwdriver at her head. "What're you doing?"

She looked at her friends, a very familiar kind of smile on her face. "No idea! Making it up as I go along, really! See, I have a plan, it involves magnets, actually not really, but it's kind of similar in theory! Well, the important thing is do you all trust me?"

"Sure thing, sugarcube!" Applejack nodded.

"Like I got a choice?" Rainbow Dash muttered, smirking.

"You haven't let us down yet Twilight." Fluttershy said as she stepped forward.

Rarity flicked her mane, a smile on her face. "I trust you more than my spa technicians, darling!"

"I wouldn't have shown you the Pinkie Pie swear if I didn't!" Pinkie laughed, bouncing again.

“Alright...” Twilight said smiling, turning the screwdriver to her tiara. “Allons-y!!”

It glided over the forest. This world was disgusting. All these worlds were disgusting. From its home it watched all the false worlds grow and prosper on The Light they had stolen. It found itself limited by these planes’ false concepts such as time and space. In the True Plane there were no such thing as time, no such thing as space; everywhere was everywhere and the motion these sickening planes had was replaced by the still calmness of nothing. Of purity. Forever and never it had watched these worlds abuse their stolen Light, their little bundles of Light wrapped in disgusting atoms chattering away to one another, like they had the right to exist. On countless occasions it had attempted to destroy these false planes and their little chattering thieves, only to be thwarted time and again by its own incomprehension of time and space. It would collapse a universe only to create a new one, it would cause a heat death of another only to have the foul thing separate, collapse, and form two new universes! These worlds and their rules baffled it, but now, thanks to finding a group of desperate thieves it was able to inhabit a form with the faculties to comprehend the passage of time and the meanings of space. It could now see that ‘time’ meant *not* knowing what was going to happen next, *not* being able to see all things at once. Time meant ignorance. It hated time. Space meant not everything was where it could be easily accessed, space meant expending *time* to get from one point to another. Space meant hassle, hassle and more *time*. It ***hated*** space. Every new thing it learned about these realms filled it with an even greater need to destroy them all. What a great place to start too, a small pack of thieves were coming out of their inert atomic constructs to greet it, curious, chattering. They were flaunting their stolen Light with their mere existence. That such magnificent Light be wasted on beings so inferior made it hate them even more. Hate. ***Hate***. It would tear them apart, like it did The Hydria, they would scream and die one thought at a time, their memories and minds torn asunder. The Doctor did not like what it had done to The Hydria. The Doctor was within, watching. It knew. It *wanted* The Doctor to watch. It wanted it to see what it does to them. To know that they hurt so badly before becoming nothing. To know that a pathetic little thief like itself could never have stopped it. Should never have spoken with it. Should never have called it stupid. Stupid thief. It reached out to

squash the thief hive, greatly anticipating their pain and fear; it had recently found that The Light took on a wonderful color when pulled painfully from a thief. It wanted to see just how many colors it could get out of these thieves, just how much it could make them hurt.

Pain.

What?

Pain, again.

It turned around. The six other thieves that were with The Doctor, the thieves it had saved for later, knowing that The Doctor cared so very, very much for them. It had wanted to see how much it could hurt a thief before it would die, and it had wanted to experiment on the less important thieves first, so that it could make the important ones suffer longer. They were scooping up small parts of it, that's what was hurting. They were scooping up parts of it and shooting it back at it. *Stupid* thieves. But they had hurt it, and it didn't like that. It traveled its own body back to them. More *time*. More *space*. More ***hate***.

"Okay..." Twilight said as she delivered one last lightning bolt. "...I think we got its attention!" She donned her Element Of Harmony, a smile on her face. "...If this doesn't work...I want you all to know I love you all very much and...and...you're all my very best friends."

"If I was ever to die, it's been my fondest wish that you were all there with me! I love you all!" Rarity said triumphantly.

"Y'all are the best friends a mare could have." Applejack said, clearly speaking through a lump in her throat.

Fluttershy nodded. "It's been my honor to call you my friends."

Rainbow Dash smirked and struck a triumphant pose. "Makes sense that the best flier in all of Equestria should have the best friends!"

"...Here it comes..." Pinkie Pie said lowly, before smiling. "Hello Mr. S'Müz!"

There was a thunder crack in front of them. Above them hovered the darkest part of the cloud; within it there was the vague shape of a Carrionite, the shape behind it made them all feel nauseous.

"Hello." Twilight said flatly. "You must be The S'Müz."

The cloud of non-Euclidian geometries and tendrils pulsed and throbbed, a hideous sound emanating from it. "***We are...beyond you.***"

The shriveled Carrionite corpse fluttered to the ground, a mere meter away from the tear in time and space.

Twilight gritted her teeth, a small trickle of blood running from her nose. The sheer amount of energy being channeled through their Elements Of Harmony was stupendous. They had absorbed all of the PKE harvested by The S'Müz, roughly half a forest's worth, but now they had latched onto the being itself, half a planet's worth of PKE was coursing through them. She felt the flow stop. All of it had been absorbed. Light and energy crackled around them, waiting to get out. They let it. The force of the incandescent explosion rendered them all unconscious. Before Twilight felt her consciousness slip away, she heard in her head. "Twilight Sparkle...you are **brilliant.**"

"Thank you Doctor...for everything..."

Darkness.

CHAPTER 5

The citizens of Ponyville looked on in horror as the awful thing pulsated towards them. They had felt it first, a cold sick dread in the pits of their stomachs. Then they heard it; a sound, a horrible screaming sound inside their minds, like a foal burning alive. It drew closer and closer, beckoning them outside. There had been a large congregation of ponies outside before it came, as another one of those bizarre storms had formed, this time over the Everfree Forest. It moved towards them, closer and closer as they felt their minds begin to fray, its malevolence broadcasted directly into their brains. What could have been a limb stretched out over the town, casting a shadow over Ponyville...only, the shadow too seemed to be alive and physical. As it crawled over them they felt a feeling not unlike being covered in squirming, screaming insects; a thousand million bodies and a hundred billion legs wriggled and scratched over their skin. Each citizen felt their mind begin to shatter, a tearing fraying feeling at the very core of their beings, a dam holding back the tumultuous flood of insanity-

It left.

The citizens all let out a collective sigh of relief. The cloud was still there, a poisonous roiling miasma of a bruise-purple hue. But whatever had been within it, whatever had been casting its dread shadow over their souls, was moving away. A chorus of cries, wails, and sobs rang out amongst the gathered town-ponies; each of them knowing deep down that a horrible force had set down in Equestria. Mothers wept as they clutched their foals to them, stallions panicked and babbled nonsensically. The town began an inexorable descent into madness, the hysterical screams of the doomed merging together into a demented chorus of fear-

The cloud began to retract.

They all stopped mid-riot to look up at the cloud. The pulsating purple smog throbbed rapidly, moving towards a single spot as though a huge fan had been turned on and was sucking it in. The screaming was still present in their minds, but now it had taken on a new tone, a new color. It was afraid. The beast within screamed and pleaded, where hatred and malevolence once was there was now a

sort of petulant fear and panic. As it cried out for mercy so too did the citizens of Ponyville cry out in joy, they knew in their souls that they were saved, that they had won-

A flash.

The town-ponies blinked in confusion.

Another flash.

A great dome of incandescent light radiated out from the Everfree Forest. Growing bigger and bigger like a bubble of rainbow hues.

It burst, and all of Equestria was blanketed in a warm, shimmering light.

Twilight's eyes fluttered open. The early-afternoon sun stung her eyes as it shone from a cloudless deep blue sky. She groaned as she blinked through the stinging light. What had happened? Where was she?

'Looks to be afternoon, must have slept in...I just had...the weirdest dream in the history of unconscious thought!' she thought groggily to herself. 'A...box that was bigger inside than it was outside! Some stallion who wasn't really a stallion! Alien witches and...and a...' Twilight felt a nauseous twinge in her stomach, that thing's awful laughter still ringing in her ears. *'It **was** a dream...right?'*

She rushed to her hooves and looked around. She was in a forest, lush, green...familiar. The Everfree Forest. Everything seemed to be alive, too alive. The leaves on the trees were so green and healthy that they almost glowed, and the birdsong was so loud and jubilant that it sounded like cheering. The air was pregnant with the smell of life, the rich smell of a healthy forest in the middle of summer, a smell of earth and flowers, of plants and water. She looked down at the earth, it was rich and brown, and the smell emanating from it was almost appetizing in its fertility. The forest was alive! *Everything* was alive!

There were five other ponies around her, lying unconscious on the ground. Her friends. They were all peacefully resting on the lush thick grass of the clearing, they seemed to be sleeping, their flanks rising in a slow and steady motion, their beautiful Elements Of Harmony glittering in the bright afternoon sun.

She opened her mouth to call out their names when a familiar voice spoke. "Don't mind them, they're just sleeping it off. Half a

planet's worth of PKE channeling through your body, like forcing an ocean through a straw in one go."

She spun around to see a handsome brown stallion sitting with his back turned to her, casting a look over his shoulder to her, a large brilliant smile on his face.

"Duh..." she began to say, before racing over to the stallion as fast as she could run. "Doctor!! Oh thank Celestia!! I thought you were de-!!"

"Shhhh!!" he said curtly. "Quietly now! You'll wake the foal."

"Oh...sorry." She said sheepishly before realizing what he had said. "Wait, what?"

He signaled for her to come closer. She quietly strolled over to him, looking over his shoulder to what he was holding in his forelegs. It was a foal, a filly to be precise. Her coat was a beautiful shade of azure, it almost shone in the direct sunlight, and her mane was a very subdued creamy orange out of which poked a tiny horn. She was a unicorn...whoever she was.

"Doctor..." Twilight whispered. "...Why are you holding a foal in the middle of the Everfree Forest?"

"Hmm? Oh!" he said looking down at the filly and back up at Twilight. "Draggle Rau Hag-Twilight Sparkle, Twilight Sparkle-Draggle Rau Hag. Now we're all friends!"

Twilight contemplated this for a moment before jumping at the revelation. "The Carrionite?!"

"Shhh!"

"Sorry...Doctor, that's the Carrionite?" she said, gesturing at the infant.

He smiled and nodded. "Yep! Possession by The S'Müz broke the quantum lock, when she was revived she reverted to Formal-Wear Pony."

Twilight remembered this conversation. "Right, Formal-Pony, okay. Why is she a foal then?"

"That's all she ever was. I'd put her at a hundred years old give or take, barely a suckling by Carrionite standards! When she changed to the equivalency template, she became the pony equivalent of what she was. Just a tot!"

"She's...beautiful." Twilight said, still trying to connect the hissing, lightning-throwing beast she had fought earlier with the perfect little filly nestled in The Doctor's forelegs. "Is she still going to be a Carrionite? Does she just *look* like a pony?"

"I'm afraid not..." The Doctor shook his head. "The damage done to her body and soul resulted in a total conversion, unlike me she's all pony."

"Will she remember what happened here?"

The Doctor frowned, an almost pained expression on his face. "Even if this little body's brain could physically support her previous consciousness, possession by The S'Müz would have completely destroyed her mind. She's a blank slate, ready to live and learn again...she will, however, be *very* talented magically. Like you actually."

Twilight smiled, a happy beginning for a new life, and then frowned. "...And her mother?"

"Gone. Literally." The Doctor said flatly. "That thing pulled her living soul apart until it was just PKE, like pulling a house apart brick by brick, soon it just becomes a pile of debris. It destroyed her in every sense of the word..." The Doctor blinked and looked up at her, another smile pulling at the sides of his mouth. "By the way! Just how did you beat the S'Müz? If I recall correctly I believe I died before revealing my master plan!"

Twilight rolled her eyes. "Oh ye of little faith! I remembered how my Element Of Harmony behaved when exposed to setting forty-two on the sonic screwdriver. You said it sucked in the PKE, but in reality it..."

"...*Pulled* it in. Like a magnet." They said in unison.

"So I went out on a limb..." Twilight said proudly.

"And you reversed the polarity of all your Elements Of Harmony, switched from positive to negative, pulled The S'Müz in like a magnet, and reformatted it into an Equestrian field based off your body's PKE template!" The Doctor said triumphantly. "You! Twilight Sparkle! Absolutely **brilliant!**"

"Tell me something I don't know!" Twilight said happily.

"I'm nine hundred years old!"

"What."

"Well, nine hundred and five...ish."

A large misshapen jacket plopped down on the Doctor's head. "Twilight Sparkle! While I do not know what you are into, I do think he is too old for you."

They spun around to see a smiling Zecora and a rather dazed and confused rust-brown colt. "Zecora?! Cherry Swirl? But how?"

She shrugged. "How am I here? I do not know, but I do not think it was my time to go. As for him, who can say? Just be glad he's alive today."

Twilight looked to The Doctor, who was beaming. "Doctor? Any theories?"

He handed Twilight the still sleeping Draggie and got to his hooves. "Twilight, when you've lived the life I've led, and for as long as I have, you learn not to look a gift horse in the mouth!" He said as he put a foreleg around the neck of Zecora and a still-confused Cherry Swirl. "Everybody lives!!...Ah, what the hell...Twilight, my sonic!"

Twilight levitated the sonic screwdriver from where she had dropped it to The Doctor. He clamped it in his teeth and trilled it over them. "Ah HAH!"

"What is it?" Twilight said, coddling the infant Draggie.

The Doctor cleared his throat. "No idea. It's a miracle. But if I had to guess, I'd say that when Reeka was killed she released Cherry Swirl's stored PKE into the environment, and when Zecora was killed she released hers into it too. Then the S'Müz slurped it all up *slllrrrrrp!* and then you pulled in The S'Müz and repurposed it back into an Equestrian field. There was enough harmonic resonance between their old bodies and the repurposed PKE that it formed a sort of recall effect, reviving both of them healthy as ever, just like the forest!"

Twilight telekinetically wrapped Draggie in The Doctor's jacket and tied the sleeves around her neck, forming a makeshift carrier. "That's a pretty specific guess."

"Well, I try." He said pithily before planting an affectionate kiss on Zecora's cheek. "Oh and thanks for saving me. Fantastic that. Never do it again, I've got enough on my conscience."

Zecora blushed and smiled at The Doctor. "I did not intend to take the blast, and if it helps your guilt it happened fast."

A series of groans and mumbles drew their attention, the five other ponies stirred sleepily on the soft grass.

"Errrrg...mah head..." Applejack mumbled, before realizing. "Mah head! Mah stars! We won?"

Rainbow Dash shook her head groggily as her mane, matted by congealed contact medium and dirt, flopped about loosely over her face. "If this is winning...guh! I feel so funky, I need a shower!"

"I don't know about you mares, but I think I'm going to go home, draw myself a nice hot bath, and cry for the next day or so." Rarity said, rubbing her temples. "A day at the spa for everyone, on me!"

Fluttershy sniffed the air and smiled, the forest was alive again. "I'm just happy that the forest is back. I hope Angel Bunny found that note I left him, whenever I leave without telling him he invites half the forest in for a house party!"

Pinkie Pie gasped loudly and raced over to Twilight, The Doctor, Zecora and Cherry Swirl. "Omigosh! Doctor! You're alive! And Zecora! And Cherry Swirl! And Twilight, I missed you most of all!"

"I never died, Pinkie."

"Oh yeah. I still missed you, though!"

The other ponies jumped to their hooves and raced over, each one clamoring excitedly.

"Professor! You're alive!" Applejack said jubilantly, wrapping her forelegs around his neck and drawing him close in a tight hug.

"Dontcha ever scare me like that again!"

Rarity and Fluttershy caught Zecora and Cherry Swirl in a big hug, laughing happily.

"Twilight..." Rainbow Dash said slowly. "Why do you have a foal?" She spun around to The Doctor. "How long were we unconscious? What'd you do?!"

"Nothing, honest!" The Doctor said defensively.

"Awww!" Pinkie said happily. "Draggle makes such a cute pony!"

Twilight blinked in confusion. "Pinkie, how did you even-you know what, never mind. Pinkie sense. Everyone meet Pony!Draggle, The Doctor says she changed to a foal due to this universe's equivalency template and that she won't remember a thing. So we've come out of this thing victorious and with a foal. Win-win."

Rarity gasped and walked up to the sleeping unicorn, a wide smile on her face. "Oh! She's just precious! We're going to have to find her a new home, the poor dear!"

Fluttershy ran an affectionate hoof over the infant's forehead. "I know a few couples in Ponyville who would love to have a little filly like her."

The Doctor signaled for them all to follow him. "Well then, let's get back to Ponyville, shall we? I feel we may have some explaining to do."

The TARDIS materialized between the two houses it had nestled between before, the low wheezing sound dying down into a fading squeal. The doors swung inward and nine ponies exited the box. Soon they were surrounded by still somewhat unnerved townsp ponies. The media was out in full force; reporter ponies and their camera crews were everywhere, a barrage of camera flashes meeting the weary heroes.

"Ms. Sparkle!" shouted a reporter pony. "Ms. Sparkle, do you have anything to say about the phenomena witnessed by the citizens of Ponyville?"

Twilight cleared her voice and stepped forward. "On behalf of Princess Celestia, I am pleased to say that the crisis has been averted."

"Ms. Sparkle, is the rumor that this phenomena was related to the disappearance of local colt Cherry Swirl and the attack on his friend true?"

"I am afraid I am not at liberty to divulge any information as to the correlation between those events, however I am please to announce that Cherry Swirl has been found." She said as she stepped aside, revealing the young colt. "Would somepony be kind enough to contact his parents?"

The frenzied media ponies instantly swamped the nervous colt, barraging him with questions and shoving microphones in his face. Cherry Swirl began to recoil from the withering barrage of questions when a brilliant incandescent flash bathed the crowd in light.

"Citizens please! Give the poor colt some space. He's been through quite an ordeal." said a descending ball of white light. As it set down it burst open to reveal a large beautiful white mare, her long elegant limbs shod in exquisitely crafted gold, her nebulous continually flowing mane shimmered and shifted in color. It was Princess Celestia. She walked forward, the entire crowd instantly bowing to her magnificence; she nudged the stupefied colt and smiled. "Go to your parents Cherry Swirl, they've been very worried about you."

He nodded fervently and ran through the bowed crowd, and Celestia turned towards the eight ponies in front of her, one of whom was not bowing, rather he was casually regarding her. "Rise."

"Princess Celestia!" Twilight said as she walked forward. "Did you get my message?"

"Yes Twilight Sparkle. I'm sorry I could not have been here sooner, but there were some tears in the fabric of space and time that required the attention of Luna and myself."

"Yeah, that was probably me..." The Doctor said casually. "...Sorry about cracking your universe."

"Doctor!" Twilight said, horrified. "This is Princess Celestia! Show some respect!" She turned to the amused Princess. "I'm sorry your highness, he's new around here! Allow me to introduce-"

"Doctor! How good it is to see you again!" Princess Celestia said, a subdued smile on her face.

Twilight paused. "Whah?!"

The Doctor smiled and stepped forward. "I take it that we've met!"

Twilight snapped her head back and forth between the two. "Wah-I-you-buuuh?"

"Naturally, you have not met me *yet*. You told me something like this was going to happen." She said, looking at the confounded expression on her pupil's face. "Something about wibbly-wombly..."

"...Timey wimey. Got it." He said with a wink. "Well, that's something to look forward to."

Celestia laughed. "Indeed! Oh, it's a shame Luna had to take care of the media front in Canterlot, she would have loved to see you again...a bit of a crush if you ask me."

"Ah-*whaaaaat?!?*" Twilight exclaimed.

"I reiterate:" said The Doctor, smiling even wider. "*That's* something to look forward to."

Celestia turned to a stupefied Twilight. "Twilight Sparkle...why do you have a foal?" she looked over at The Doctor, eyebrow raised.

"Why does everypony immediately jump to *that* conclusion?"

"Princess..." Twilight said, stepping forward. "This foal *was* one of the creatures I wrote to you about." Twilight looked down at the now awake filly, who looked back up at her with enormous crimson eyes. "I'll fill you in on the details in my next dissertation, but she wound up like this."

"Hmm." Celestia said, regarding the squirming blue foal. "Yes, I thought her aura smelled a little purple."

Twilight blinked. "What?"

"She will be placed in my academy for the gifted." Celestia said finally. "I sense an enormous amount of magical potential within her. What's her name?"

"Draggle Rau Hag." The Doctor said. "Well, Draggle Rau Hag Zau Rexis if you want to get into bloodline names, and Draggle Rau Hag Zau Rexis Len Carrion Ken Paloot judging by the provincial accent she was sporting before..." he noticed they were staring at him. "...Rambling, sorry!"

Celestia shook her head lightly. "While I do not wish to disregard her lineage, she will need a local name...Twilight?"

"What? Oh!" Twilight said before looking back down at the foal. "...Azure Sky."

The Doctor nodded as he approached, looking at the foal. "I'm sure she'd appreciate it if she could remember...a child of the Deep Darkness, she's probably never seen a sky before coming here."

"Will they ever get out Doctor?" Twilight said, a part of her shocked that she almost felt sorry for her former enemies.

"The only way they'll get out is if The Eternals deem them a threat no longer." The Doctor said, stroking the newly christened Azure Sky's mane. "When they stop fighting, stop hating...you know, for that reason alone I'd have thought they'd never get out, but Draggle could have alerted her mother to our presence as we approached, could have snapped our necks the second we turned around...but she didn't. She cared enough for her mother, for all life, that she forgot her hatred of us and worked with us." The Doctor smiled at Azure, garnering a toothless smile from her. "Now I know it's possible for this lot to change!"

He turned to Princess Celestia and murmured. "By the way, half a planet's worth of PKE just sort of...became part of Equestria, things may get a little weird."

"Nothing my sister and I can't handle, Doctor."

"Hey..." said Pinkie Pie, popping up between the three of them. "...We just stopped a trio of powerful space witches, saved the multiverse from a profoundly evil life-eating monster, and missed both breakfast *and* lunch! There can be only **one** course of action!"

Twilight sighed and rolled her eyes. "A par-"

"A PARTY!!!" Pinkie cheered, leaping into the air and gesturing at the crowd. "And you're all invited!!!"

A huge cheer rose from the crowd, streamers and balloons materializing out of thin air as festive music started to play.

"I love this place." The Doctor said as Applejack and Pinkie Pie rushed him into the festivities.

Five hours later and the party, which had now evolved into at least seven different festivals, was still going strong, albeit in other parts of the town. The Doctor made his way to the TARDIS, now surrounded by gifts of fruit, candy, and flowers. He smiled to himself and reached out to open the door.

"There you are!" said a voice from behind. "An' here ah thought Big Macintosh was treatin' you to a drink!"

He turned around to see seven ponies. "Oh, he tried! But I wound up giving him and Caramel the slip...not that they couldn't use the alone time."

"Whadaya mean by-?" Applejack began to say before Twilight broke in. "You weren't going to leave without saying goodbye were you?"

"I hate goodbyes..." he said solemnly, before being hit in the face with a bundle of fabric. "This had better not be what I think it is..."

Rarity huffed and rolled her eyes. "Oh, and here I was expecting a 'thank you Rarity, you didn't have to resize my monkey-jacket into something remotely wearable, in a matter of hours, *for free*, thank you sooo much!' Silly silly me!"

He unraveled it, it was in the same design as his old jacket, but definitely more suited to an equine form. "Oh it's...thank you."

"You're welcome darling." She said with a wink.

Rainbow Dash flew up to him and not-so-gently jabbed him with her hoof. "And now you're trying to ditch us? Some thanks!"

He sighed and turned to the TARDIS. "You're right..." and he turned back to them. "...Rainbow Dash, Fluttershy, Pinkie Pie, Rarity, Applejack, Zecora, Twilight Sparkle...thank you, really. You're the heroes today, go party, have fun, *live*."

"Are you going home now, Doctor?" Twilight said quietly.

"No. Walls of a freshly breached dimension are pretty fragile, if I try to go back now, I might...collapse this dimension in on itself."

"Yeah..." Pinkie Pie said. "...If you could *not* do that, that'd be great!"

Applejack smiled broadly. "So yer stuck here?"

"Until The Royal Princesses' patch takes, I won't be able to even think about leaving." He said, expression blank.

"How long will that take?" Fluttershy said.

"Six hundred non-linear years." He said turning to them, a smile on his face again. "I don't mind! Whole new universe, whole new backyard! Lots of things different here, lots of new stuff to see!"

"Don't you have a home? A family?" Twilight said.

"No...not anymore." He said quietly. "There was a...thing...I was getting tired of that universe anyhow, too many memories, too many enemies! Here I can explore again! Speaking of..." he said, opening the door to the TARDIS. "...How about it?"

They all looked at each other, Twilight turning to him and saying. "What...explore with you?"

"That is the implication of the opening door, yes."

"Explore." Rainbow Dash said.

"Boldly go!"

"Outer space?" Fluttershy quivered.

"Out there we just call it space."

"The universe" Applejack quipped.

"That 'n' more!"

"In the TARDIS?" said Pinkie Pie.

"Why? D'you have another ship?"

"With you?" Rarity said.

"Who else?"

"See other worlds?" said Zecora.

"See other *everything*!" He said as he motioned at the door, beckoning them. "I'm not quite used to this body and I could use a hand-er-hoof, whatever...besides, you lot seem like the type. So, what d'you say?"

Twilight groaned in genuine frustration, the whole universe at her hoof tips, but she had responsibilities. "Oh Doctor! I would **love** to go with you, we all would, but we've got jobs here! Responsibilities!"

"Who's gonna clear the sky and win all the races while I'm off flying around space?" Rainbow Dash said with a flap of her wings.

"Ponyville needs my outrageous levels of win to function!"

"I'm sorry Doctor..." Fluttershy said shyly. "...But all the animals need me."

Applejack kicked at the ground. "Ah shoot, Professor! Ah'd love tah go adventurin' with yah, but ah've got the farm, and the apple stand, ah just can't leave that fer a week! Downright irresponsible!"

"And I've got sweet delicious cupcakes to make! If I was gone where'd the little fillies and colts get their yummy from?" Pinkie Pie said with clear disappointment in her voice.

“And I’m sure all the alien fashion designs would be quite fascinating, but I’ve still got Zeitgeist Stardust to design for!” Rarity huffed. “Ooh! I should really call him back!”

“I’ll go with you to outer space, at least until I get a new place.” Zecora said with a smile, walking over to The Doctor.

“One out of seven, I must be losing my touch.” He said as he led her into the TARDIS. “Oh well! We’ll be sure to send you a post card or something!”

The doors to the TARDIS closed with a sharp bang and the telltale sound of the TARDIS’s engines filled the air; that wonderful wheezing whirling sound fading away along with the wonderful blue box.

“D’you think we’ll see him again?” Rainbow Dash said, something like sadness in her voice.

“Course we’ll see him again!” Applejack said firmly. “The Professor wouldn’t give up on us that easily!”

On cue there was a blast of hot electrified air, the beautiful whirling sound beginning again. The TARDIS fully materialized in front of them and the doors swung open. “Did I mention that it’s also a time machine? I think I did but, you know, S’Müz happened.”

Twilight’s mouth hung open. “A...Time machine?”

“**Time** And Relative Dimensions In Space. Time as you like!” he said, a large smile on his face.

“Waitamminute Professor...” Applejack said slowly. “...That means you can go anywhere and any*when*?”

“What’s when? ‘When’ is ‘where’ with me.”

Rainbow Dash tapped her hoof to her chin. “Hold on...That means we can head out for a week of fun and excitement...”

“And be back in time for breakfast tomorrow!” Pinkie said excitedly.

The Doctor nodded. “Yep! Breakfast, tea, now, five minutes from now! A week’s worth of fun and adventure and you’ll be back in time for the end of the song those stallions are singing at the bar!”

“But-it-that’s...” Twilight stammered. “That’s impossible!”

“Zecora...our passenger, please.” The Doctor smiled as Zecora appeared with a book in her mouth, tossing it to the ground.

The group all craned their necks down to see the book’s title, Twilight gasped in shock and made a mad dash for it.

Rainbow Dash flashed in and picked it up off the ground, a mischievous smile on her face. "Hey Twi! No need to freak out like that... 'Passions of a...' Whoa-HO!! AJ! Check this out!"

She tossed the book to the grinning earth pony, who looked at the cover. "Looks an awful lot like Big Macintosh, don't he? Twi, would you like fer me tah drop a good word in fer ya?"

"Oh that's a good one! Very elegant prose, especially during the..." Rarity said, getting a round of stares from the surrounding ponies. "...What?"

The book glowed purple and flew into the air whereupon it promptly exploded into a cloud of fire, smoke, and ash.

"Oh no! It blew up!" Twilight said quickly, a blush burning furiously in her cheeks. "What a crazy random happenstance!"

The Doctor laughed and walked forward. "After our second week out there Zecora and I intercepted that little fellah on his way to the sun! I just couldn't shake the feeling that I had forgotten to tell you lot something."

Twilight shot him a dirty look before succumbing to curiosity. "But that was eight hours ago! Spike's teleportation breath is nearly instantaneous regardless of distance!"

"*Time* machine." The Doctor said, pointing at the TARDIS. "A *machine* that *travels* through *time*. Time. Machine."

"By Celestia's mane..." Twilight muttered. "...It's a time machine."

"Is it?" The Doctor muttered. "I learn something new every day...so...how about it?"

The Doctor realized he was on his own, the doors of the TARDIS swinging lightly. Inside the ponies were laughing and running around, chattering excitedly to each other. The Doctor smiled and entered, closing the door behind him.

He walked up to the control console, rearing up on his hind legs. "So...where to?" All eight stood around the console, looking to him, he smiled. "Where ever!"

They all laughed and shouted. "ALLONS-Y!!!"

The TARDIS bucked, whirred, and was gone.

--THE END--