

Escape from Castle Midnight

By Gijora



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Prologue

The True Tale of the Mare in the Moon

Everypony in Equestria knows the tale of the Mare in the Moon; how the two heavenly sisters, Princess Celestia of the Sun and Princess Luna of the Moon, controlled the night and day of Equestria until the day Princess Luna transformed into the wicked Nightmare Moon and refused to allow her sister to bring back the day, forcing Celestia to imprison her within the moon.

Yet there is another side to this tale...a side that no pony, not even Celestia, knows about...a moment in the life of Princess Luna 1000 years ago that would change her destiny forever and, one day, that of all Equestria...

It was a particularly serene Night. Luna had made sure of it: the clouds had all been brushed aside that evening, allowing the full moon and all its star companions to bathe the land in their unique and effervescent glow without obstruction. Surveying the results from the clouds above, the winged unicorn felt quite proud of her work, admiring the subtle beauty below that only her Night could create.

As always, however, she was the only one to do so.

Everypony else in the lands below were asleep, or soon would be, leaving Luna alone with the Night she had worked so hard to make. The Princess tried not to think about it, but it grew harder and harder not to with each passing cycle, always the same: her Night would go ignored by the sleeping ponies below, while those same ponies were always awake to enjoy her sister Celestia's Day. This night in particular, that jealous train of thought proved hard for Luna to ignore, for she had put in extra effort for this Night in the hopes that somepony, anypony, would finally see and appreciate her efforts.

Alas, no pony had.

"Only a few hours now..." Luna whispered bitterly to herself. "Only a few hours 'til all my hard work goes to waste again and Sis gets to soak up all the praise."

She dragged her hooves along the cloud she stood on, stretching and retracting her wings in a futile effort to work off the frustration that had been building up inside her for so long. She knew in her heart of hearts it was simply a petulant anger, that Celestia was only doing her duty and meant no harm by it, but that did little to ease the emotion. "If only..." Luna scowled, no real idea as to what she was trying to say but feeling the overpowering need to say something, "If only...!"

"If only the Night did not have to end..."

Luna gasped in shock, reflexively lifting off the cloud a little with her wings. Whipping her head around, the blue-maned mare tried to figure out where that voice had come from, assuming she had even heard it; the sound had been strong, but swift and uneven, like a passing breeze peaking and fading. As far as the Princess could see, there was no place it had come from...no one who could have said anything...yet she knew for certain she had heard something...!

"W-w-who said that...?" she asked, trying to remember that a Princess of Equestria was strong and did not show fear.

At first, there was no answer, but then it came again, swift and sharp like before.

"If the Night lasted forever, all the ponies would have no choice but to appreciate all the work put into it..."

This time, Luna got a better chance to focus on what the voice sounded like. Deep...arresting...and yet not without sympathy. It almost reminded the Princess of her mother, Queen Eternia...strong, compelling, empathetic. Mother...Luna was reminded how deeply she missed her presence, her voice...how the stars that had once dotted her mane but now rested in the sky were the only reminder she and Celestia had to remember her by. Was this voice...? Could it be...? No. Luna dared not to dream that far, knowing how much it might hurt to have it shattered. Desperate to

leave that train of thought behind, she spoke up again. "Whoever you are," she replied at last, seeing little alternative but to make this a dialogue; perhaps it would draw whoever (or whatever) it was talking to her out of hiding? "you should know I can't let the Night last forever. Celestia and I have a sacred duty to uphold the balance between Day and Night..."

"A duty that Celestia alone benefits from, while you are forced to languish in shadow."

Luna kneaded the cloud gently with her hoof, trying not to let it show how much she recognized that sentiment within herself. Even as she did, however, she tried to remind herself how little she still knew about this being she was speaking with, and that putting her full trust in such a mystery was unwise indeed. Yet as she prepared to ask the many questions buzzing in her mind, the voice interjected again.

"I know you resent her. I know your anger. It is that anger that brought me to you, Princess...that anger which deserves to be satisfied."

The clouds began to rustle, the wind that seemed to carry this mysterious voice now acting forcibly upon the area around Luna. The Princess could sense the presence behind this voice now, something implacable, commanding...yet alluring as well, kindred in a way that was slowly beginning to silence her caution.

"Do not be cowed by 'duty', Princess. Do not fear your sister. You are her equal...no, you are her BETTER. She has had centuries to be seen and loved; now it is your turn. Take what is rightfully yours. Use the power that is your birthright and make this the Night that never ends. Only then can we truly be free..."

It sounded so right, Luna could not help but admit to herself. To finally take control...to be recognized for her beauty and power by everypony as Celestia was...why shouldn't she have that chance? What made Celestia any worthier than her? Doubt still lingered in her heart, but it was weaker and frailer now than it had ever been in the past. "I...I could..." she whispered, hesitant but excited. "I could do that...I have the power..." She waited for an answer from the voice, but none came. The winds had calmed, the clouds had stilled, and after waiting a few moments, Luna

realized whatever force had been speaking to her was, at last, gone and silent. Assuming anything had even been there at all. She may have held power over the moon, but the Princess could sleep and dream like any other pony; perhaps, she reasoned, she had simply dreamed this odd encounter without realizing it. Perhaps it was merely her own voice, finally brave enough to speak out against Celestia after so long. "I have the power..." she repeated firmly to herself, looking now to the moon that was hers to control.

Gazing into its pearly-white form, Luna could feel the tug of a new future pull at her heart...but just as the clouds had begun to gently move back across the moon, signaling the approach of dawn and obscuring the purity of its light, so too did slivers of caution hold within her mind. Closing her eyes, the Princess followed her duty, focusing her unicorn magic toward the moon. Horn aglow with shimmering blue light, she gently guided the great sphere to its resting place, making room for the shimmering sun that would soon take its place. "Goodnight, Equestria..." she whispered to the slumbering ponies below as she always did when she brought Night to its close.

Seeing the first rays of the sun peeking out from the horizon, she took flight off of the clouds toward the royal city of Canterlot, trying to act as if nothing had changed. Yet she knew, deep down inside, that everything had changed. That voice, whether it was her own subconscious or some strange spiritual visitor, had planted an idea within the young Princess that she had never seriously entertained before, yet now could not fully pull her thoughts away from. A Night that never ended...a chance to become the great and beloved hero of the ponies she had so long wished to be...the time of Luna, at long last.

And in a place far away, in a shadow deeper and darker than any other in Equestria, a voice laughed at the first step toward its ultimate triumph.

Chapter 1

A Day of Black Clouds

It was a particularly bright and beautiful morning in Ponyville, Twilight Sparkle could not help but notice as she exited her library home to begin the day. The clouds had all been brushed aside, allowing every drop of sunshine to bathe the ponies below in its radiance. "Rainbow Dash must have been in a good mood today," the purple unicorn observed to her companion Spike, who sat comfortably upon her back. "She isn't usually so thorough with her cloud-checking duties."

"Aww, I like a few clouds in my day," Spike replied with a chuckle, "they're so white 'n' fluffy, and it's fun to watch the Pegasus ponies play around on 'em."

"Sounds a bit like you're the one who wants to play around," Twilight said, smirking.

"Who, me? Nah, cloud-games are for creatures with wings, 'n' I've still got a long wait before I get mine," the young dragon said, sighing melodramatically at the end. "Only twelve years to go..."

"If that's your 'subtle' way of reminding me that your birthday is coming up," Twilight groaned, "it's going to be a long week."

Spike simply gave his best innocent whistle, to which Twilight rolled her eyes but smiled nonetheless. Trotting along briskly to the town square, she began looking around for Applejack's apple stand in the hopes of a healthy breakfast. The streets of Ponyville were oddly sparse that morning anyway, however, making it that much easier to spot the bright orange pony and her soft blond mane among what crowd there was.

As it so happened, though, the farm pony spotted Twilight first, smiling brightly and waving her over to the stand. "G'mornin', Twilight!" she greeted energetically as the unicorn approached. "Can I interest you 'n' Spike in some breakfast apples? No better way to start the day!"

"That was just what I was coming to get, actually," Twilight giggled, her unicorn horn glowing softly as she used its magic to levitate the proper money out from her pack and onto the front of the apple stand.

Applejack returned the giggle, nuzzling the coins into her cash box. "Thank ya kindly for your patronage," she said, bucking Twilight and Spike a pair of apples with her hind hooves. "Enjoy yer meal!"

Even as Twilight took the apples in hoof and prepared for her first bite, however, a rainbow-colored streak bolted down from the sky, swooping and crashing right into her. "Good morning to you too, Rainbow Dash..." the sprawled-out Twilight grumbled from beneath the crashed Pegasus pony, the dislodged Spike thankfully spared a fall by Applejack's quick reflexes.

"What d'ya think you're doin', Dash?" the earth pony asked sternly after letting the rescued Spike out of her mouth safely. "You know better than to land in the middle 'o' town like that!"

"I know, I know...!" the disoriented Dash grouched, floating off of Twilight and apologetically dusting the unicorn off with a few strong beats of her wings, "Sorry I was in such a rush, but I had to find Twilight right away! Me 'n' the other Pegasus ponies have a big problem, and we thought you might be able to help!"

Shaking the stars out of her eyes, Twilight raised a brow in confusion. "Problem? There isn't a cloud in the sky..."

All but neighing with impatience, Dash fluttered around in anxious circles. "Believe me, that is not a good thing in this case." Seeing the confusion still in Twilight's eyes, Dash gave her a light push with her head. "It'll be easier to just show you what I mean, c'mon!"

Rainbow Dash was many things, but Twilight knew the Pegasus pony did not alarm easily; if she was this concerned, it had to be worth at least investigating. "OK, Dash, lead the way," she said.

"Y'all be careful, OK?" Applejack asked, doffing her hat respectfully. "I'll join up with ya as soon as Big Macintosh takes over my stand for the day." Twilight and Dash both nodded. "This way, Twilight, 'n' keep up!" the

Pegasus pony instructed tensely, zipping off into the sky toward the edge of town.

The unicorn followed as close behind as she could on hoof, and before long both of them were out of sight from the town square. Spike, nibbling on his breakfast, looked to Applejack, noticing the earth pony looked quite concerned. "Don't worry, Applejack," he comforted between bites, "I'm sure it's nothing serious, they'll be fine."

"I hope so, Spike," Applejack replied, eyes still looking toward where Dash and Twilight had been heading. "'cuz I've got a powerful bad feeling about all this..."

Galloping along as quickly as she could, Twilight began to hope she and Rainbow Dash would reach their destination soon. The Pegasus pony set a punishing pace, after all, and while far from a slouch, Twilight was no athlete. Thankfully, it was only a few miles before Dash landed, just outside of Ponyville by the mountain pass. "Just about there, Twilight," Dash said firmly, leading her behind a large formation of rocks and stones.

"Good, because I'm..." Twilight started as they rounded the corner, only to be greeted by a sight strong enough to bring her sentence to silence. There, herded cautiously by a flock of Pegasus ponies and cautiously tucked behind the rocks, were all the clouds that usually floated over Ponyville...only they were not their normal fluffy white, but instead the deepest, darkest black the young unicorn had ever seen. "At first we thought it was just a bit of unscheduled rain that needed to be squeezed out," Rainbow Dash said, "but no matter how much me and the rest of the Pegasus ponies tried, we couldn't get a drop out of them! We've been trying all morning to get the clouds back to normal but so far, nothing's worked."

"What can I do, then?" Twilight asked, a note of nervousness in her voice. "Clouds are Pegasus Pony territory, not Unicorn stuff!"

"I know, but we're all out of other ideas," Dash replied. "We just thought you could at least try to fix the clouds with your magic. We don't know what else to do!"

Twilight gulped then sighed. She really couldn't turn her back on Rainbow Dash when she needed help, and these dark clouds were a problem that needed to be solved. "Alright..." she said uncertainly, "I'll...I'll see what I can do."

Setting all four hooves firmly on the ground, locking her gaze on the ominous clouds, and silently hoping that at the very least this did not simply make things worse, Twilight Sparkle focused her mind and magic, recalling her many lessons under Princess Celestia. "Return to normal, clouds...return to normal, clouds..." she thought over and over again, giving the power its purpose. Slowly but surely, the flow of magic entered her horn, causing it to shimmer and sparkle as the unicorn's spell took shape.

Rainbow Dash nodded encouragingly, while the other Pegasus ponies floated away from the clouds in case the spell needed room. Brighter and brighter the light of Twilight's horn grew, as the unicorn pooled her best magic into the coming spell. Soon, the glowing light around Twilight's horn began to expand, honing into a beam as beads of sweat began to roll down the unicorn's face from exertion. At last, with a crack like thunder and a blast like lightning, the beam of light shot out from Twilight's horn toward the blackened clouds, exploding into a burst of brilliant white as soon as it made contact. "THIS...IS...AWESOME!!!" Rainbow Dash cheered, even as she and everyone else had to shield their eyes from the awe-inspiring flash.

Yet as soon as the burst had appeared, it faded...

...and the clouds were still perfectly black.

Twilight hung her head in shame and slight exhaustion. "I'm...I'm sorry, Rainbow Dash..." she panted sadly, "I put everything I had into that spell...and it didn't do a thing..."

Though Dash was frowning, she nonetheless gave Twilight a comforting nuzzle. "You did your best, Twilight, it's all we could've hoped for..." she said somberly. "Now we just gotta figure out what to do with these rotten clouds..."

"I'll...get Spike and go...to the library..." Twilight said, still catching her breath a bit. "There might be...something on black clouds...in one of the books there. You...you tell the Mayor about the situation..."

"Sounds good to me," Dash said, clearly eager to do something, if only to alleviate her mounting tension.

"Just make sure to keep this information between as few ponies as possible, though..." the unicorn advised, starting to recover from her exertion. "We don't want to set off a panic needlessly."

Dash only half-listened to that part, but gave a meager nod nonetheless. "I'll head straight to the mayor. The rest of you, stay here and keep an eye on those clouds. Report to me if anything changes, OK?"

All the Pegasus ponies nodded, and like a lightning bolt, Rainbow Dash was off.

Thankful she would not need to keep up with the swift flyer for the return trip, Twilight made ready to return to Ponyville and begin her research. Curiosity and caution both tugged at her heart, and as she gave one last look at the clouds behind her, she also felt a twinge of fear. "It's nothing to worry about..." she assured herself as best she could, "just some...anomalous clouds, that's all. No danger here..."

She only wished she could bring herself to fully believe that.

Voices in darkness...

"The door is almost open, Master...the way is almost complete..."

A castle of shadows...

"Is the raiding party ready?"

Bloodthirsty eyes, ragged teeth, growls and snarls...

"Yes, my Master...we are ready..."

A sound...thumping? No. Beating. Like a living heart, thudding and rhythmic, and beating, beating, beating...

"Good, good. You know your mission, my servants. Bring back as many as you can...and at last I may be free..."

A great hand reaching out from the endless dark, its skin red as blood, its palm wide enough to flatten a boulder...

"At long last, the Night shall never end..."

The hand finds its target...the source of the beating. A pouch, as large as the hand's palm...throbbing, as if alive, and highlighted by an ominous violet glow within its cloth...

"At long last...MY time shall come..."

The hand strokes the pouch, and tendrils of...something...stretch out from within...and like serpents, they strike...

"No...NO! STAY BACK!"

Kicking violently, Princess Luna flopped out of her silken bed, collapsing clumsily to the ground. A dream...? A nightmare. "How fitting..." she grumbled to herself as she got back onto her legs. After all, since her time as Nightmare Moon, it seemed to be the only kind of dream she was capable of having anymore. Still...this one had felt different. More visceral. Most importantly, one of the voices that had spoken in that dream...it sounded unnervingly familiar. "Your highness? Is everything alright?" a voice called from nearby.

Turning to her bed chamber's doorway, she saw it was only one of the guard-stallions, standing at attention and visibly ready for emergency. "Yes...yes, everything's fine..." the winged unicorn answered timidly; even after all this time back in her home, it felt...strange...to be a true Princess again, instead of just a prisoner. "Just had a rather bad dream, that's all..."

"Understood, Princess," the guard answered politely. "If you need anything, please do not hesitate to find me..."

The guard trotted briefly back to his post, not far from Luna's room.

Watching him go, the blue-maned Princess only found herself able to say "...thank you..." when he was well out of ear-shot.

Nuzzling gently back under her covers, Luna took one last look outside her window at the beautiful sun shining over Canterlot. "I'll be back soon..." she whispered softly to the surrounding skies. "Sis promised me I would get my Moon back when she felt I was ready, and then...we'll be together again..."

Trying her best to forget the horrible nightmare that had awakened her, she closed her eyes and hoped that this time, things would be better. She hoped that this time, she would feel loved.

It had been a few hours since Twilight Sparkle had returned to her library, Spike in tow, to begin looking for some kind of explanation to the black clouds. Thus far, the total amount of leads, or even potential leads, she had managed to find within her books was a grand total of zero. At this point, she was on the third volume of "Cumulonimbus Clouds and You" with no real progress in sight. "This is hopeless, Spike," she grumbled, quickly flipping through the book's pages (as she was a highly gifted speed-reader), "We've been through almost the entire lower level of the library and there is nothing here on black clouds other than stuff on rain clouds which we already know they aren't!"

"Relax, Twilight," Spike said, casually checking out the contents of

"Altostratus Adventures", "So the clouds are black for no reason, big deal. It's not like they're hurting anyone."

Tossing her latest completed book aside and picking a new one up with the magic of her horn, Twilight answered swiftly, "Only we don't know what the clouds being black means, and we can't get them back to normal either

which is unusual, and 'don't know what it means' plus 'unusual' means 'panicked ponies if we let the clouds into town', not to mention that it might actually indicate something is wrong with the clouds which would be bad because Ponyville needs clouds because without clouds we can't have rain or snow which means the seasons would fall out of balance and our crops wouldn't be able to grow and then we'd starve or worse!"

It took the infant dragon a moment to process all that. Once he had, he simply gave his unicorn friend an odd glance. "Um...right. Just don't forget to breathe over there, OK?"

If Twilight heard Spike's advice, she did not acknowledge it, instead flipping through her newest tome, again with no luck. At that moment, however, a knocking came at her door, surprising the unicorn out of her focused state (complete with a slight "eep!" of shock). "JUST A MINUTE!" she called as politely as she could to whoever it was outside. "Keep going, Spike, I'll see who it is."

Mentally making a note of where she was in "Statustacular", she opened the door and found three welcome friends waiting on the other side. "Applejack, Fluttershy, Rarity!" Twilight greeted happily, relieved to have good company in this stressful situation, "What are you three doing here?"

"Like I promised, sugar-cube, I'm here to help now that I'm done sellin' apples fer the day," Applejack said confidently. "Rainbow Dash told me what you were up to 'n' I thought you could use a few extra sets 'o' eyes to look through all these books."

Rarity, giving her brilliant purple mane a soft toss as she stepped forward to greet Twilight, nodded. "Once dear Applejack told us about the situation, we simply knew we had to assist in any way we could. Besides, this gives me the perfect chance to put my new reading glasses to work!"

As the white-furred unicorn proudly displayed the gold-encrusted spectacles she had hanging around her neck (attached to a pearl necklace, of course), Fluttershy timidly sidled up next to her. "Um, also," she added meekly, "I think Rainbow Dash is taking the Mayor to see the black clouds for herself, so she won't be able to join us, but I'll help. Um, if I can, that is." Twilight smiled warmly at her friends' display of camaraderie; she knew she

had told Rainbow Dash to keep the matter between as few ponies as possible, but she also knew she could not ask for more trustworthy ponies to give that information to than her friends. With a polite bow, she invited them all into her home...and then realized someone was missing. "Oh, but wait a second," she said, "what about Pinkie Pie?"

All three pony friends exchanged a telling glance with each other before looking back at Twilight. "Um...yeah..." Applejack said with a bit of an embarrassed chuckle, scratching the back of her golden mane, "We thought about gettin' Pinkie Pie to help, but then we realized that this was gonna need calm, focused work, 'n' she's...well, she's..."

"She's Pinkie Pie," Rarity flatly finished for the orange Earth Pony. That got a chuckle out of Spike, who hopped off the stool he'd been perched on and politely offered it to Rarity, a light blush which he was thankful was difficult to spot against his soft-purple scales on his cheeks. "Thank you, Spike darling," Rarity said kindly, taking the seat and levitating a book from the nearest bookcase over to her with her horn. "So, Twilight, what exactly are we looking for?"

"How 'bout some chocolate muffins?"

Everyone nearly jumped out of their skins at the unexpected new voice that had just squeaked excitedly at them. Standing at the back of the library, as if she had been there all along, was Pinkie Pie, who had a tray of chocolate muffins balanced on her hindquarters. "P-Pinkie Pie?" Twilight stammered in surprise. "When...? How...?"

"Oh silly," Pinkie Pie giggled, trotting along and distributing her treats to the others, "Rainbow Dash told me all about how you were gonna be working hard in the library 'cuz of the spooky black clouds on her way to see the Mayor 'n' I just thought you could use some treats to give you energy."

"T-t-that's very thoughtful of you," Fluttershy said, coming out of the hiding spot behind a bookshelf she'd rushed to upon being surprised, "but next time, could you perhaps be not so...um...out-of-the-blue with your entrance?"

Pinkie Pie gave her a pair of muffins as she emerged, nuzzling her gently. "Sorry if I scared ya, Fluttershy," she said kindly, "I guess I don't

know my own strength."

Still trying to piece together exactly when Pinkie Pie had entered and how she had done so without anyone noticing, eventually just concluding that this was Pinkie Pie she was dealing with after all and letting it slide, Twilight cleared her throat loudly to get her friends' attention. Once she saw everyone's eyes were on her, the unicorn began to speak with a kind but commanding air. "I thank you all for coming to help," she told them, "but if we're going to do this, we need to be focused and swift. The longer these black clouds persist, the more difficult it will be to keep the rest of Ponyville from finding out about this situation and becoming panicked, so our goal is to find what information we can as quickly as possible. To that end, I propose I assign each of you a different section of the library to look through for any books on clouds you can find, allowing us to cover a greater amount of ground more efficiently. Does that sound like a plan?" The others all nodded (except for Pinkie, who gave an over-dramatic salute).

"Excellent. Then let's get started!"

Only the barest rays of day could make their way into the depths of the Everfree Forest. It was thus a natural hunting ground for all manner of dark creatures and vicious beasts. Among them, the Manticore, with its lion teeth and scorpion tail, was among the most feared and ferocious. Upon that very morning, one such Manticore was stalking about the heart of the forest in search of its breakfast when an enticing scent caught its nose. Growling with excitement, the beast made swift tracks toward the source. Bounding through the thick vines and bushes, it eventually found its desired target, though it was not at all what the animal had expected: a meager pile of dead rats, covered in what looked to be some kind of sauce. "You really fell for that old gag?" an unseen enemy asked sardonically. "How pathetic."

Without warning, from up above, the Manticore found itself tackled in a flutter of feathers, fur, claws, and beak. By the time the lion-beast was able to strike back, lashing out with its front claws, its attacker was already gone. "Oops, too slow!"

Another attack from behind, this time picking the lion-beast up by its thrashing tail only to drop it quickly back to the ground. Roaring its frustration, the Manticore struggled to get back on its feet, whipping its head around quickly and finally catching sight of its enemy, floating arrogantly around in lazy circles above the beast. A female griffon with a cocky smirk. "What's wrong, whiskers?" she taunted, "Can't fly like me?"

The Manticore growled lowly, flapping its wings to show it could indeed fly...but ultimately, it knew better than to face a griffon in the air. Taking one of the rats in its mouth, it beat a hasty retreat, giving one last whip of its tail as it vanished into the brush. "YEAH, YOU'D BETTER RUN!" the griffon shouted petulantly after the fleeing beast. "'CUZ GILDA GRIFFON DOESN'T MESS AROUND!"

Snorting in disgust, Gilda returned to the ground, picking up the rats and licking them clean of the sauce she'd used to enhance the appeal of their scent. "This is so boring..." she grumbled. "I'd have at least thought this stupid forest could give me a challenge...!"

Of course, it was not really a challenge Gilda was looking for. That hunt was merely a distraction from the real desire that still festered in her heart, fed by bitter memories. Nibbling on her gamey snack, she knew what she truly wanted...

"Payback."

Whoa. That wasn't her thoughts talking just now! Jumping back from the bait pile, talons at the ready and wings spread menacingly, Gilda glared defensively at the shadowy depths of the forest around her. "Who's here?" she hissed. "Who's stupid enough to mess with me during my snack?"

"Isn't that what you really want? Revenge against the ones who humiliated you?"

"That is none of your business, pal!" Gilda answered, growing all the angrier for her inability to pinpoint who she was talking to.

"Your pride, ruined...your oldest friend, stolen. All because of those pathetic ponies...."

Gilda scowled at the memory of it. That ditzy Pinkie Pie and all the other ponies who lived in that lamebrain village had conspired against Gilda, luring her into a party so they could trick her into snapping at Rainbow Dash and spoiling their friendship. The mere thought of it made the griffon clench her talons into the ground. It was indeed true that nothing would make her happier than to deliver some well-earned retribution to those miserable mares...

"We share a common enemy, griffon. We are bound together by a common hatred. If you truly wish to see your enemies brought to ruin, I can make sure that happens..."

Pacing around the rat-pile, tail swishing along the ground with a smooth and steady rhythm, Gilda weighed the facts she had available against each other. On the one claw, she did not know who this voice belonged to, why she could not see him, or how he knew about her visit to Ponyville. On the other claw, he also seemed to hate those stupid little ponies, and even seemed eager to help her get back at them. Brash a beast as she was, the choice was fairly easy for Gilda to make.

"OK, buddy...you've got my ear," she answered at last. "What's the deal?"

"Swear that you will use your swift wings and sharp claws in service to my commands," the voice told her, "and I shall guide you through the course you must take to have your vengeance."

"Sounds good to me," Gilda said, "but only so long as we go our separate ways once those ponies get what's coming to 'em; I ain't interested in bein' bossed around forever."

"As you wish."

Grinning wickedly, the griffon kicked her rat-pile over; no more distractions for her. No more lounging around in this backwater forest. If this...whoever-it-was was as good as its word, the time was right for her to take back her dignity, to get back at Rainbow Dash for turning on her, and to make all those lame-brain ponies suffer for making a fool out of her. For that, Gilda was ready to do anything. "Alright, buck-o...let's hear the plan."

It was afternoon now, and even with her friends helping her scour the library (with Pinkie Pie providing "moral support" as requested), Twilight Sparkle still had yet to make any progress in her search for answers. "I hate to say it, Twilight," Applejack sighed, "but this is like lookin' for a needle in a haystack, 'cept the haystack's inside of another haystack..."

"I must agree with Applejack," Rarity said glumly. "I've been through all five volumes of 'Supercumucirrusrifficstratonimbodocious', and haven't seen a word on unnatural black clouds."

Bouncing in circles along the floor, Pinkie Pie was more upbeat. "C'mon, guys!" she cheered with a sing-song voice. "Don't give up now, we've only covered a third the library!"

That earned a groan from everyone. "Only a third?" Spike whined. "Oh man, at this rate we're never gonna finish!"

"Now Spike," Pinkie warned sweetly, "don't let your attitude get sour, or I will bust out my new song on your tail!"

"Don't tempt her, Spike, she means it," Twilight said flatly, though she too was losing hope. Even with everyone doing their best, it just seemed like there were no clues to be found in this library.

"Um...Twilight?" Fluttershy suddenly called meekly from the upper level. "I think I've found a clue."

The timid Pegasus suddenly found herself at the center of everypony else's attention, causing her to give an all but inaudible squeak of bashfulness. After some slight hesitation, however, she nonetheless hovered down to the ground floor of the library where the rest of the group trotted over to meet her. "What is it, Fluttershy?" Twilight asked, trying not to panic her friend but anxious to know what lead she may have found even so. "What makes you think you've found something?"

Gently, Fluttershy placed the book she held on the ground. "That," she replied, pointing to the cover: a picture of a black cloud, underneath which was the title "Tragedy in Equestria: A History".

"Silly!" Pinkie Pie giggled. "You can't judge a book by its cover!"

"I think it's OK in this case, Pinkie," Twilight said, using her horn's magic to open the book up and flip through its pages. "Though I admit, I don't know how much we can really expect to find about natural phenomena in a history book."

"Perhaps there's another prior incident with black clouds in Equestria's past?" Rarity suggested, peeking over Twilight's shoulder (with her golden reading glasses on, of course) and reading alongside her.

Applejack, also looking at the pages as Twilight flipped through them, hummed in curiosity. "I dunno; if this sorta thing's happened before, you'd think we woulda heard 'bout it before now, or at least seen somethin' in any 'o' those cloud books..."

Twilight paid little heed to either of them, too caught up in making sure not to miss a single word as she speed-read through the book which was thus far their only potential lead in this bizarre case. Then...she saw it. Another picture of a black cloud. "THERE!" she yelped in excitement, startling the others.

Soon, everypony (and Spike) was crowded around the book, examining the page on which the picture had been found (save Fluttershy, who kept a respectful distance). "According to this," Twilight read aloud with a tense tone to let the others know to give her some space, "there is only one other instance of unnaturally black clouds in Equestrian history. The details are vague; apparently no first-hand records of the incident exist. All it says is that..."

She paused suddenly, going silent. The others waited a moment, but still she did not resume. "...Twilight?" Applejack prompted worriedly. "Sugar cube?"

Suddenly, the unicorn turned around sharply, her expression both deadly serious and extremely concerned. "Fluttershy, find the Mayor and tell her

to instruct everypony to get inside. Spike, I need you to send a message to Princess Celestia immediately. If what I've just read is true, Ponyville is in terrible danger."

The streets of Ponyville were far more active than they had been earlier. That was great news as far as Big Macintosh was concerned; more ponies meant more business, and though the soft-spoken stallion was not as talented a salespony as his sister Applejack, his quiet charm and striking red fur made sure he could bring in good numbers even so. Except, of course, that today he had a rather unexpected guest on account of Granny Smith's protracted narcolepsy...

"Pleeeeeeeeeeease can I try sellin' some apples?" little Apple Bloom begged from on top of Big Macintosh's saddle. "I know how bad it went last time, but now that I ain't so worried 'bout getting' my cutie mark on account 'o' my bein' friends with the Cutie Crusaders 'n' all, I can focus on doin' the job as best I can!"

"Lemme think about it," Mac answered, chewing his hay straw contemplatively for a moment. "Nope."

"Aww c'mon, Big Macintosh! That ain't fair! When're you gonna let me live that mess down?"

Eyeing his littlest sibling with that distinct mixture of relaxation and authority he possessed, the crimson colt replied coolly, "When Mr. Whoof stops turnin' white every time he sees ya."

Bloom was ready to retort that she had already told Mr. Whoof how sorry she was, but the thought was cut off before she could begin to speak by a firecracker swooping down over her head, close enough to singe the tips of her bright pink bow. Yelping in surprise, the tan-furred filly leapt off her brother's back in a panic, hiding beneath his sturdy legs with a quiver. "W-w-what was that?" she squeaked timidly.

"You there!" a shrill voice called, "That firecracker is the property of the Great and Powerful Trixie, and you will return it at once!"

The two Apple siblings soon found themselves approached by a hopping-mad blue-furred unicorn wearing a sparkling purple cape with matching pointed hat. Apple Bloom seemed to recall her sister grouching about a similar unicorn for showing her up in the middle of town, but she was too busy quivering under Big Macintosh to really worry about it. Before long, the unicorn was snout to snout with the crimson Clydesdale, glaring fiercely at him. "Well?" she asked. "I need that firecracker for my magic show, and I expect you to return it to me immediately!"

"You mean that firecracker?" Macintosh replied nonchalantly, gesturing to the projectile behind him, which was now embedded within the apple cart. "The firecracker that frightened my little sister 'n' ruined my apple stand?"

"Yes yes, what of it?" Trixie replied impatiently.

Macintosh's normally-soft gaze had gone quite sharp; there were few ways to anger him faster than disrespecting his kin. Just as the confrontation looked to be getting ugly, however, he and Trixie found themselves abruptly separated by a swiftly-flying Rainbow Dash. "Hey, Dash!" Apple Bloom greeted cheerfully, the boisterous Pegasus' presence dispelling her earlier fear.

"Hey kiddo!" Dash replied happily, but she quickly turned serious. "Really wish I could chat 'n' stuff, but I'm in a bit of a hurry; d'you know where Applejack is?"

"Last I heard," Bloom said, "she was headin' over to see Twilight Sparkle at the library."

"EXCUSE ME!" Trixie shrieked angrily, "There is still the matter of my firecracker!"

Rainbow Dash could only roll her eyes. "Yeah yeah, it's, what? A hoof away? Two? Get it yourself, O great 'n' powerful one!"

She then turned back to Apple Bloom. "Thanks for the information, Bloom, I'll swing by Twilight's library first thing!"

Before Dash could take off, however, a second Pegasus flew up next to her, stopping just in time to bonk against her in mid-air. "Watch where you're...!" Dash started to reprimand, only to stop when she realized who had hit her. "Derpy Hooves? What're you doing in town? I told you to wait with the other Pegasus Ponies!"

"Gee, Dash, I'm sorry 'n' stuff," the wall-eyed Pegasus said remorsefully, "but I'm thinking maybe you'd wanna know why the other Pegasus Ponies sent me to find you. See, we tried to stop 'em, but they just sorta up and walked away from us!"

Dash was going to ask what that meant, but Apple Bloom's (and Trixie's) panicked squeals and the ever-darkening shade hanging over them was a more than sufficient answer. "...uh-oh..." she whispered, joining the rest of the town in looking to the skies with fear and confusion as the herd of black clouds began to amass in the skies over Ponyville. "They're moving? On their own?" Dash asked Derpy anxiously. "I thought that only happened in the Everfree Forest..."

"There's somethin' else goin' on up there too..." Bic Macintosh observed calmly but seriously, gently tucking Apple Bloom close to him, "'n' I don't think even the Everfree Forest has clouds that do that."

He pointed one hoof up at the black clouds, which had begun to mold together into one imposing mass, casting its ominous shadow across the entire village. The winds began to whip ferociously all around, causing difficulty for even Rainbow Dash to stay in the air. For a moment, the panic everypony below felt was eased by the low, thunder-like rumble the clouds began to generate, but it was quickly undone as the expected lightning never came. Instead, a terrible deep crimson glow began to emanate from within the darkness, streams of its frightening light beginning to pour out over Ponyville.

Then, highlighted by the terrible red glow within the darkness that was slowly consuming the sky, forms began to take shape.

They emerged with bloodcurdling roars: bulbous, dragon-like monsters with dark green scales and piercing gold eyes, wide thin wings on their backs and sharp-ended tails behind them. Out from the clouds they flew, in ones,

then fives, then tens, until the sky swarmed with them....and then an entirely different beast joined this demonic herd at its head. It too had wings, but that was its only similarity with the dragon-monsters; rather than four legs, it was poised on two, its highly muscular body coated in light-brown fur save at the hands and feet, its pale, long-snouted face couched within a thick lion-like mane.

"What are those things?" Trixie squeaked in terror.

"I don't know," Rainbow Dash said, landing to better brace against the still-sharp winds, "but I'm guessing they're not friendly!"

The dragon-beasts circled above the town slowly, like vultures watching a carcass. The winged ape-creature that seemed to be their leader, meanwhile, hovered at the center of their menacing patrol. "Hear me, citizens of Ponyville!" he barked down, "Your days of freedom are over! From this day forward, you are all the prisoners of Lord Tirek, the Master of Castle Midnight!"

And then, one by one, the dragon-beasts descended toward the town...

Chapter 2

The Raid

"Beware the black clouds which bear no rain, for they are the harbingers of cataclysm.

From their depths, a world of evil may emerge into our own, and all Equestria shall be at risk. Only in the long-ago times of Queen Eternia have these clouds ever been seen, and though nopony who saw them ever stepped forward to tell the tale, the scars left on our land from their appearance speak for themselves.

If ever the clouds return to Equestria, you must hide. Find safety however you can. For evil lurks within them, and it shall take you back into their dark depths if it can."

Twilight Sparkle read the book's brief but powerful description of the black clouds with growing tension. Beneath the words were images...pictures depicting rocks ripped apart, large clawed footprints in the ground. If this was true...if the clouds were some sort of gate as the book described...!

She gave a sudden turn from the pages to her fellow ponies, the dread she felt in her heart written all over her face. "Fluttershy, find the Mayor and tell her to instruct everypony to get inside," she instructed urgently, "Spike, I need you to send a message to Princess Celestia immediately. If what I've just read is true, Ponyville is in terrible danger."

Fluttershy gave a gentle gasp, wings flapping with nervous speed. "W-w-what d'you mean, Twilight...?" she squeaked.

"There's no time, Fluttershy!" Twilight insisted, not without sympathy but with clear seriousness. "Please!"

It took the soft-blond Pegasus a moment, but with as solemn a nod as she could give, she flew off like a bullet out of the library. "I'll get the

parchment!" Spike yelled, rushing up the stairs to the upper levels. "Gosh, Twilight, what'd you read?" Applejack asked cautiously.

"I'm not entirely sure..." Twilight answered, eyes locked on Spike as he fetched the parchment from the study upstairs. "The book only says the clouds signal terrible danger for Equestria. How that works and what exactly that danger is, it doesn't say, but if the pictures are anything to go by..."

Peering over Twilight's flank, Rarity spotted the very images the purple unicorn spoke of. "...oh dear..." she gasped, "whatever left those prints must have been most unpleasant, to say the least...!"

At that point, Spike hurried over to Twilight, pen and parchment in hand. "OK, Twilight, tell me what you want the message to say," he said quickly, a gleam of worry in his eyes.

"Ponyville Emergency," Twilight answered, waiting a moment to let Spike write her words down. "Black Clouds containing no rain have appeared near the town. Research indicates they could pose a grave threat to our home. Please respond with all due haste."

"...with all...due...haste," Spike repeated as he finished his write-up. Giving the letter a quick look-over, Twilight nodded her approval. "Perfect. Send it to Celestia immediately," she said.

As Spike took a deep breath and readied the burst of magical flame to send the letter to Canterlot, the whole group felt a light shaking on the ground. With a gasp, Twilight looked to find its source: Pinkie Pie, vibrating so wildly it was if she were a self-contained earthquake. "G-g-g-guys?" she managed to stutter out from her shaking mouth, giggling a bit but aware of what her reaction meant, "M-m-m-my Pinkie Sense is t-t-t-t-tingling! L-I-like BIG t-t-t-time!"

In a fit of panic, Spike swallowed the magic burst he'd meant to release. "Oh man, not that!" he yelled, smoke trailing out of his mouth. "If we weren't sure trouble was coming before, we are now!"

"Spike!" Twilight snapped. "That's all the more reason to send the note

now!"

"R-right...!" the young dragon replied, hastily taking in a new breath and just as quickly releasing it, the swirls of fiery green mist consuming the scroll before both vanished.

Twilight gave a curt nod once the scroll was fully gone. "I suppose the only thing left to do is wait...?" Rarity asked gently.

Even as Twilight nodded, however, Applejack was making her way to the door. "S-s-silly!" Pinkie, still jittering wildly, called to her, "T-t-that's how you go outside, n-n-n-not inside!"

Sure enough, Pinkie's giggling observation drew everyone's attention to her fellow Earth Pony. "Applejack..." Twilight ventured curiously.

"I'm real sorry t'leave in such a hurry, Twi," Applejack answered hastily, looking to her friends with regret, "but Apple Bloom 'n' Big Macintosh're in town sellin' apples, I gotta make sure they get t'safety."

Twilight gave the cowpony a warm smile. "We understand completely, Applejack. In fact, we'll come with you to guarantee that's exactly what happens. Right, girls?"

"R-r-r-right!" Pinkie answered, trying to shake her way closer to her friends.

"But of course!" Rarity added enthusiastically. "What kind of friends would we be otherwise?"

Applejack's worry eased slightly, a friendly grin coming to her face. "Thank y'all kindly," she said sincerely.

"Um...you'd better hurry," Spike interjected, his eyes seemingly magnetized to the nearest window.

Before the others could ask what he meant, the young dragon gave a dramatic point to the outside...and the growing mass of black clouds that had gathered there...

"Remember Tirek's orders, my Stratadons!" the winged ape-beast cried to its companions as they began their descent toward Ponyville, lion-like tail swishing back and forth in anticipation. "Take as many ponies as you can! Do not turn back 'til your claws are full!"

The Stratadons bore down on the village with incredible speed, swooping down with claws open and teeth bared. Despite the heavy winds the black clouds seemed to be generating making it impossible for the Pegasus Ponies to fly, the dragon-beasts moved through the air like blades. It did not take long for panic to make its way through the populace, and soon the frantic ponies' desperate attempts to run somewhere-anywhere-the Stratadons could not reach them turned the area into a disarray of terrified actions. "The horror...THE HORROR!" one pony was heard to shriek before fainting to the ground and being taken in claw by a nearby monster.

"No no no!" Rainbow Dash cried in frustration, surveying the scene swiftly; Trixie was already gone, disappeared into the crowd. "Everypony has to stay calm! Get inside, lock your doors, don't just gallop around all over the place!"

"Oopsy-daisy, I don't think anyone hears ya, Dash!" Derpy, sprawled out on her back, observed with an oddly bemused tone.

Suddenly, a Stratadon appeared from above, roaring furiously as it came toward them. Dash firmed her stance, ready to buck the beast back, but found the effort unnecessary when the creature's attack was deterred by another force: a thick pair of red forelegs slamming into the side of its head and knocking it down to the ground. Both Pegasus ponies turned to see Big Macintosh, a truly imposing sight reared up on his hind legs, looking to the fallen dragon-beast with quiet anger. "We've got an apple cellar at Sweet Apple Acres," he said with surprising calm to Rainbow Dash, slipping back down into a four-legged stance and making sure to keep Apple Bloom close. "That qualify as a safe place t'hide?"

The rambunctious Pegasus nodded, grabbing Derpy by the tail with her mouth and hauling her wall-eyed companion upright. "You go with Big Macintosh 'n' Apple Bloom, OK, Derpy?" Dash asked.

"I hear what sounds like a good plan," she replied glumly, "but I don't hear what happens to Rainbow 'n' all her Dashing."

Nudging the soft-gray Pegasus toward the Apple siblings, Dash gave a confident grin. "She stays behind to take care of crowd control, but comes home safe 'n' sound," she said with her usual boisterous attitude.

"And they all live happily ever after!" Derpy giggled gleefully.

A sudden shriek pierced the air, however, and three more Stratadons took a sharp dive toward the group from behind. "Get moving!" Rainbow Dash urged, leaping toward the attacking trio, front legs boxing ferociously as she did.

The central Stratadon was knocked back by Dash's strike, bumping into one of his companions and distracting the third long enough to give the rambunctious Pegasus time to leap out of its way. Even as it ascended into the air to prepare for another strike, however, the one knocked down by Macintosh earlier was getting back up. "MAC, LOOK OUT!" Apple Bloom cried, pulling on her elder brother's tail desperately as the risen dragon-beast spread its wings and lunged at the Clydesdale, dwarfing even Big Macintosh in its shadow.

This time, the Stratadon proved the faster of the two, scooping Macintosh into its claws as it took the air. "BIG BROTHER!" Apple Bloom shrieked in fear, instinctively galloping after the retreating monster.

"Apple Bloom, no! Stay close to us!" Rainbow Dash snapped urgently, trying to follow the filly only to find her path blocked by another Stratadon. Only barely leaping back in time to avoid its claws, Rainbow could only watch as Bloom ran further and further away. "PONYFEATHERS!" the Pegasus shouted in frustration, readying herself for a tough tussle.

Apple Bloom followed the Stratadon that held her brother as fast as her little hooves could carry her, even as it was lifting up higher and higher into the sky. "Not Big Mac...!" she pleaded in her mind, "Please, don't take Big Mac away too!"

As if he had somehow heard his sister's thoughts, the crimson Clydesdale renewed his struggle against the beast, thrashing as fiercely as he could within its grip, bucking and boxing and giving the increasingly-annoyed Stratadon as much trouble as he could. "THAT'S IT, BIG BRO!" Bloom cheered as she continued her pursuit. "SHOW 'IM WHAT THE APPLE CLAN'S MADE OF!"

One true strike to the base of the creature's throat proved sufficient, winding it and causing it to at last release him. It proved a mixed blessing, however; Apple Bloom could only watch as Macintosh fell through the air, landing with considerable force into a shopping stand on the ground. The young pony gasped in shock, increasing her pace as best she could. "MACINTOOOSH!" she cried, but that proved a mistake.

The Stratadon had already begun to come back down in pursuit of its lost prey, but turned its attention in a new direction at the sound of Apple Bloom's voice. It grinned toothily at the stroke of luck; why bother with such a fiery catch when a far easier one was presenting herself to it right there? Changing course, the dragon-beast opened its claws anew. Apple Bloom was too focused on the unnervingly-still Big Macintosh to notice...until it was too late.

"AAAAAAAAAAAAAAAAHHHHHHHHHHH!!!"

Rainbow Dash could hear that scream, could tell what it meant, but as much as she wanted to take action, her hooves were full enough as it was keeping one step ahead of the pernicious pair of Stratadons dogging her and Derpy. Though she could not fly, Rainbow was still as swift a pony as any in Equestria, and able to read her attackers' moves keenly enough to keep one step ahead of them, but only just. "Besides," she thought angrily, even as she ducked another tail lash, "just dodging around won't do me any good, 'n' I dunno if I can keep it up as long as these creeps can...!"

Another distressed cry caught Rainbow's attention, but this one was far closer than Apple Bloom's had been. "DERPY...!" the rambunctious Pegasus called out to her companion, recognizing her frightened voice. Sure enough, the Stratadon that had gone for Rainbow's wall-eyed companion took wing once more, this time with the unconscious Derpy

Hooves in its grasp. "No...!" Dash hissed in frustration; how many more innocent ponies would these freaks take? She had to do something!

Rolling out of the way of her enemy's newest slash, the fiery Pegasus decided to take a risk, opening her wings up. Buffering winds or not, she had to get Derpy back, or at the very least follow these monsters to where they were taking the other ponies. With sharp eye and sharper resolve, she waited for the Stratadon to take another swipe at her, but this time, rather than dodge to the side, she leapt straight over its claws, flapping her wings as strongly as she could. "C'mon, c'mon...!" she thought, putting everything she had into her effort.

It was not enough.

The moment she was in the air, Dash was at the wind's mercy. She fought as best she could, each wing-beat a desperate struggle just to stay airborne, but that was the best Dash could muster, and the effort required for even just that was quickly tiring even for her. Worse, the Stratadon had quickly found where she had gone and was readying itself to pursue. Yet just as its jaws were about to close around Rainbow's tail, it found itself blocked by a translucent purple bubble that encircled the blue Pegasus. Even as her enemy was repelled, Dash looked to the ground below to find the source of her rescue: sure enough, there was Twilight Sparkle, her horn shining. Spike was on her back, with Applejack at her side and Rarity and Pinkie Pie following behind them.

"Gracious, Twilight, what are these monstrous things?" Rarity asked, watching the rebuffed Stratadon fly off in frustration even as her fellow unicorn brought Rainbow Dash back to the ground.

"I'm not sure," Twilight answered, releasing Dash from the bubble, "I think they're the creatures the book was talking about, though..."

The moment she was free, Dash leapt forward with panicked energy. "They're bad news, is what they are!" she blurted out. "They're snatching up everypony they can get their claws on!"

That caught Applejack's attention. "Apple Bloom!" she snapped hastily, "Have ya seen Apple Bloom?"

Dash looked at the orange earth pony, but found herself unable to keep her gaze there, turning slowly to the ground. "She...she was with me, before...!" she said, feeling guilt rush through her. "I...I'm sorry, AJ, I tried to keep up with her, but...!"

Applejack reared up on her hind legs, face a mask of sheer panic which soon hardened into one of determined ferocity. "Which way?" she asked Dash sharply, who stepped back in surprise, brows knitted in concern. "Which way was she goin' when ya saw her last?"

Twilight, however, stepped in front of the cowpony with as much calm as she could muster. "Hold on, Applejack!" she urged, "Running off on your own won't help Apple Bloom, it'll just put you in danger!"

"She's my sister, Twi!" Applejack replied, legs still poised to speed her off. "I have to find her!"

"And we have to do something about these creatures," Twilight answered, not callously but compassionately. "For everypony's safety, including Apple Bloom's. We're all better off if we handle this as a team."

Applejack opened her mouth to argue, but to the earth pony's surprise, she found herself comfortingly flanked by Rarity. "There there, Applejack..." she whispered soothingly. "I know how you feel. If it were Sweetie Belle, I don't know what I'd do. But you simply must keep your wits collected, for all our sakes."

With a sigh, the earth pony relented, knees relaxing and ears folding back. "Aww hey, it'll be OK, AJ, you'll say! Er, I mean see!" Pinkie Pie cooed sympathetically, cuddling up to her friend's side.

"Um, girls?" Spike piped up. "Monsters? Attacking Ponyville? Kind of needs our attention?"

Twilight glared a little at her dragon friend for his lack of tact, but knew he had a point. "Rainbow Dash, have you seen Fluttershy at all since the creatures appeared?" she asked.

It took Dash a moment to realize she' been addressed, distracted by

frustration. "Eh...? Oh! No, no I haven't," she answered, a frightful possibility popping into her head as she did. "Oh no...! You don't think these things got her too, do you?"

Twilight shook her head. "No, if you haven't seen her then she should still be at Mayor Mare's office where we sent her, which is where I believe we should go next. It's the best vantage point to get a full feel for the situation, and we do want to be sure Fluttershy and Ms. Mare are alright."

"Then let's get moving!" Rainbow Dash said with renewed vigor. "The sooner we get there, the sooner we can start trying to fix this mess!"

The obvious question of how exactly they would do that went, for the moment, unasked, and the five bold ponies soon set out for their new destination, keeping their senses sharp for the ever-present predators which continued to swarm the skies above them.

"N-now please, mister...um...well, mister kind-of-dragon, I don't wanna have to get...um...assertive..."

The pink-haired Pegasus was backed into a corner, the unconscious Mayor passed out behind her. It had been mere seconds after her arrival at the office when the clouds had appeared, and even as she had tried to pass on Twilight's message the monsters had appeared over the town. The Mayor had tried to make her way to the loudspeaker system to issue a warning, but her attempt was thwarted when one of the beasts had smashed through a nearby wall, knocking her out cold. Even though terror had swept through every inch of her body at that moment, Fluttershy could not abandon the Mayor to the likely nonexistent mercy of these attackers, and so she now found herself the one thing standing between Ms. Mare and the vicious monster, locked in as intense a staring contest as could be imagined. "Don't run away...don't run away...!" she continued to urge herself, finding the empty yellow eyes of her opponent a constant reminder of the piercing fear still setting her hooves atremble.

Thus far, the bulbous green creature seemed as locked by Fluttershy's gaze as she was by its, but where normally her stare could send a wild beast retreating at her command, here it seemed only to hold it in place,

and the particularly powerful panic beating in her heart likely was not helping matters. Yet still she held her ground as best she could, wishing she could afford to move her eyes even an inch to look for openings through which she could escape with the Mayor but knowing that loss of focus for even a split-second could mean the end for them both. "D-don't make me ask again...please...?" Fluttershy tried once more, though she was starting to wonder if these creatures could even understand her.

A cracking sound from behind caught her ear just then, and before Fluttershy knew it she could feel a breaking blast of wind come from behind her with a crash. At long last, she looked away, seeing the wall behind her had been torn away by another of the dragon-beasts, which had promptly reached in and taken Ms. Mare in hand. The timid Pegasus realized her mistake immediately, and was only barely able to leap out the hole in the wall before the creature she had been staring into submission earlier lunged forward. Shrieking in terror the whole way, Fluttershy nevertheless landed safely outside, though the dragon-beast with Ms. Mare had taken off and its companion was in hot pursuit behind her.

"Ohdearohdearohdearohdear...!" she squeaked, galloping away as fast as she could; with the Mayor already caught, not running away was no longer a concern.

Just as it felt like the pounding of her heart would break her chest, however, Fluttershy spotted a most welcome sight up ahead in the distance: Twilight Sparkle, Rarity, Applejack, Pinkie Pie, and Rainbow Dash, all heading toward her! Mentally thanking Celestia for her friends coming to the rescue, she made sure to keep her head low to the ground as Twilight and Rarity's horns lit up, twin streams of blinding light shining forth from them and bursting upon the beast that pursued behind her. Even with everything else that had happened, Fluttershy felt her caretaker's heart twinge with sympathy as she heard her attacker's cry of confusion, but fear proved the stronger emotion and she did not hesitate to continue running until she was safe again among the company of her friends. "Are ya alright, Fluttershy?" Applejack asked, protectively flanking the visibly-terrified Pegasus.

"I'm OK..." she answered, voice quivering as the full weight of her experience began to catch up with her, "...but...the Mayor...one of those things took Ms. Mare..."

"Among many others, I'm afraid," Rarity said, "but at least you're safe, dear."

"OK, we've got Fluttershy, now what?" Rainbow Dash asked, carefully watching the blinded Stratadon thrashing about in the air.

Twilight looked to her friends seriously. The Mayor's office was a wreck, a frustration to her original plan as it left the group without a safe place to take action from and one that only furthered her concern about the risk she would be asking her friends to take. Yet Rarity was right; the Mayor was simply the latest of an ever-growing group of abducted ponies, and drastic action was needed to protect those who were left. "Now," she said as firmly as she could, "we summon the Elements of Harmony."

Applejack, Rarity, and Rainbow Dash all exchanged worried glances with each other, Fluttershy simply curling a little more into herself with anxiety. Pinkie Pie, however, burst out laughing. "Oh, Twilight, that's a good one!" she giggled. "We're here in Ponyville, 'n' the Elements of Harmony are all the way over in Canterlot! Even if we could still use 'em, we don't have 'em with us!"

It was true; after the fight with Nightmare Moon, Twilight and the others found that the magic within the crystalline apparel that was the newest form of the Elements of Harmony no longer worked. They thus gave the items to Princess Celestia, who had taken them back to Canterlot for safe-keeping. "I'm serious, Pinkie Pie," Twilight told her energetic friend, "Ever since we gave the Elements to Celestia, I've been studying their properties more thoroughly in my spare time, and I think I might know a way to summon them back to us and renew their power."

"Um... 'think'? 'Might'?" Fluttershy gulped, trying to continue but finding only frightened mewls coming out of her.

"I believe what Fluttershy is trying to say," Rarity picked up the train of thought, "is that magic as powerful as the Elements of Harmony can be quite dangerous if misused, and it could be risky to try if you are uncertain it will work."

A nearby screech reminded the group of the still-nearby Stratadon, still

struggling with its disorientation but slowly recovering nonetheless. Knowing that if they were going to try this, they had to do it now, Twilight stamped her hoof emphatically, looking to her friends sympathetically but sharply. "I know it's risky," she said, "and I wish there was some other way, but I don't see an alternative; if we don't do something quickly, there won't be anypony left in all of Ponyville!"

Unsurprisingly, Rainbow Dash came up to Twilight first. "I'm in!" she said, "It's time to pay these jerks back!"

It took her a moment, but eventually Applejack joined Rainbow. "Me too," the cowpony added, "I just hope ya know what you're doin', Twilight."

"Ooh, ooh! My turn, my turn!" Pinkie Pie giggled, bouncing up to Twilight's growing group. "I'm all for crazy and unpredictable plans!"

Rarity and Fluttershy exchanged a cautious look with each other. After several seconds of hesitation, however, the white unicorn relented with a sigh. "I believe in you, Twilight," she said assuringly. "I know you won't lead us wrong."

The five gathered ponies looked to Fluttershy, who visibly wanted to be with them but found it a struggle to go there. Step by step, however, she made her way over on trembling hooves. "M-me t-t-too..." she stammered, giving as good a smile as she could to show her sincerity.

Twilight wished she could return the expression, but with the nearest Stratadon almost back at full strength and the shadows of its comrades still racing to and fro through the sky, she knew there was no time. Still... "Thank you, girls. All of you..."

Her horn then began to shimmer with soft purple light. "Now...close your eyes..." she said with surprising calm. "Everypony, close your eyes and concentrate. Concentrate on what you felt when the Elements entered your body as we faced Nightmare Moon...find that emotion, and let it fill your thoughts. Do not think of the outside world...do not listen to any other sound, see any other sight, feel any other emotion than what you find deep inside your thoughts."

Each of the girls did as they were asked, closing their eyes and trying to

find that feeling...that rush of purity that had come over them when the Elements of Harmony merged with them. Spike, meanwhile, kept a shaky-legged watch over the ponies, ready to alert them in case of approaching danger. "Please be quick, Twilight..." the young dragon thought anxiously, hiding behind a nearby rock.

*What I'm sayin' to you is the honest truth: let go, 'n' you'll be safe...sometimes we all just need to be shown a little kindness...so giggle at the ghostly, guffaw at the grossly...I simply cannot let such a crime against fabulosity go uncorrected...thank you for the offer, but I'm afraid I have to say no...*yes, Twilight could feel it through her horn: her friends' memories, the emotions which had allowed them to tap into the Elements of Harmony. All that was left now was to focus those feelings into her horn's magic and use that to summon the Elements themselves. Firming herself, the purple unicorn lifted her head upward, the light of her horn growing bigger and brighter, its colors shifting into a glimmering rainbow. Twilight could feel the growing weight of its intensity, gritting her teeth as she struggled to keep it under control.

Like a blanket, its light began to envelop the whole group, save Spike who gave a yelp of surprise as he stepped aside from the growing sphere. "Holy guacamole...!" he whispered in awe, watching the mounting spell come alive. An angered roar caught the young dragon's attention, however, as the stunned Stratadon, at last recovered, immediately charged at the ponies. "TWILIGHT, LOOK OUT!" Spike called, getting out of the charging beast's path and taking safety behind a nearby rock.

Though the young unicorn did not seem to hear him, his concern proved unwarranted: when the Stratadon met the sphere of light around the six ponies, it was repelled. Roaring in defiance, it tried again, and was again blocked. Within the dome's protection, Twilight continued her strenuous work. Sweat began to form around the young unicorn's brow; the spell was holding, but it was proving more and more difficult to do, and its progress was slower than she wanted it to be. "Honesty...Laughter...Generosity...Kindness...Loyalty..." she thought to herself over and over, continuing to draw on her friend's memories to light the final spark that would complete the spell and summon the Elements.

Unfortunately, her efforts had drawn unwanted attention.

Hovering high above Ponyville, guiding his Stratadon army as it continued its raid, the ape-beast leading the attack surveyed the area with solemn silence. All was going as his Master wished so far, and the ponies were proving easy prey. Yet as he surveyed the area, he saw an unnaturally bright light emanating from below near the town square. "Unicorn magic..." he growled lowly, though he could tell even from afar this was no ordinary spell; no unicorn had yet put up such a defense, and that told him this was a problem which required his personal attention lest it get out of hand.

Diving toward it with frightful speed, he landed just in time to witness the Stratadon ram the barrier a third time, still unable to break it fully.

Twilight, however, could feel her knees start buckling as the dual pressure of building up her magic to summon the Elements and holding the spell steady to protect herself and her friends began to become too intense to handle much longer. She was close, she knew it, but...!

"Stand down!" the ape-beast ordered his Stratadon servant, "Re-join the raiding team and get back to work. I will deal with this problem myself."

The Stratadon grunted in frustration, but ultimately did as it was ordered and took to the skies. The ape-beast then focused his attention on the sphere of energy in front of him. It was impressive magic, unquestionably, but he could tell it was unstable. All that was required now was to put the right pressure on the right point...and it did not take long to do so. The purple unicorn...she was the source.

Baring his fangs and drawing his fists back, the ape-beast gave a monstrous howl and ran full-force at the dome, slamming both fists into it at exactly the point where Twilight stood.

The blow sounded off like a bell, sending arcs of electricity flowing around the sphere. Horn flickering, Twilight gasped as if the wind had been kicked out of her. Sinking slowly to the ground, she felt it all slipping away...the spell, her sense of the others' emotions, the Elements...and soon, cracks began to appear in the energy around her and the others. "What in tarnation...?" Applejack yelped, no longer able to keep her focus as the situation spiraled out of control around her and opening her eyes at last.

"You can say that again!" Rainbow Dash said, following suit.

Fluttershy, Rarity, and Pinkie had also opened their eyes, just in time to see the sphere of energy around them shatter with a blinding flash of white light so forceful it floored all six of the ponies.

As the light faded, the girls, groaning in pain and barely able to move, were sprawled out at the ape-beast's feet. "Impressive..." he thought to himself, "I never knew a single unicorn could generate so much magic."

Indeed, he could still feel his body tremble from the force of the broken spell, though he did not allow that to deter him. Kneeling down, he looked over the fallen ponies before him, trying to choose who to take now and who to leave for the Stratadons to retrieve later. "The purple one seemed to be the source of the spell," he reasoned, reaching out for Twilight, "and such a tremendous power makes her ideal for my Master..."

"LEAVE HER ALONE, YOU BIG BULLY!"

Hopping out from behind his rock, Spike rushed toward the ape-beast, leaping out at him with his teeth bared and clamping them down on his outstretched hand. Hissing in pain at Spike's bite, he instinctively whipped his arm from side to side in an attempt to get the young dragon off. Despite his tenacity, Spike was unable to hold on long and was dislodged before long, hitting the ground and losing consciousness.

"Insolent filly...!" the ape-beast hissed, rubbing his bitten hand and stomping over to the fallen Spike to finish the job.

Once he got a good look at his attacker, however, he froze dead in his tracks. "A baby dragon...?" he whispered in disbelief, kneeling closer to

Spike to confirm it. "Living in a Pony village? But...why...?"

Gently, he scooped Spike up into his hands, holding the motionless dragon close to his chest. Watching helplessly nearby, Twilight Sparkle tried fruitlessly to get back on her hooves. "No no no!" she cursed herself mentally. "I should've known...! Should've been stronger...! Now Spike could get hurt for MY mistake!"

Desperate to draw the monster's attention but too weak to move, she gave as good a cry as she could. "D-don't touch him...!"

The ape-beast tensed visibly at her words, turning back to the unicorn angrily. "Scorpan does not take orders from the likes of you, little pony," he hissed, "least of all when he is ready to take you prisoner."

Carefully, he wrapped Spike up in his tail and began to move toward Twilight, ready to take her in hand.

As he did, however, panicked shrieks cut into the air from above. "My Stratadons...?" Scorpan exclaimed in surprise, looking up to see what was the matter.

The thick black clouds still held strong in the sky, but they were being pierced by pillars of brilliant sunshine which kept dotting their dark mass one by one. From within these cones of light, troops of armored Pegasus ponies flew toward the Stratadons, attacking with incredible precision and speed despite the strong winds still blowing about. "The Royal Guard...!" Rainbow Dash coughed as she looked up at the action above. "About time...they showed up."

Scorpan hissed in frustration, again trying to grab Twilight. His attempt was again stopped, however, this time by a streak of flame which swooped through the air between him and the unicorn. "Ph-Philomena...!" Fluttershy cheered weakly as her phoenix friend revealed itself, hovering protectively in the air above Twilight.

"A-and if she's here...!" Rarity realized.

The ground began to tremble. The winds turned their wild whipping into a single centralized current swirling at the center of the black clouds. The streams of sunlight above were joined by a shimmering star of brilliant orange and gold. "It's like...the sky's throwing a party...!" Pinkie observed with a giggle (and a cough).

Twilight, however, knew exactly what she was looking at: the sun, rising at dawn.

From within the radiance came a solar flare, striking down to Ponyville and landing right in front of Scorpan, who stepped back with his teeth bared, moving Spike in his tail close to his back defensively. The flame from above soon took form, revealing four strong legs, two wide wings, one long horn, and a flowing rainbow mane glimmering like the morning dew. Princess Celestia had arrived.

"Intruders in the land of Equestria," she spoke to Scorpan, voice reverberating with an echo of authority, "turn back. NOW."

Chapter 3

The Battle of Ponyville

Canterlot Castle was usually as busy a place as one could find in all of Equestria. This particular day, however, it was surprisingly calm, and while some ponies might have been unnerved, Celestia was thankful for the reprieve. She always appreciated a good bit of quiet. It gave her room to think, to move, to breathe. Yet as she took a leisurely stroll through the castle courtyard, the Sun Princess soon came to realize she was not alone. Indeed, she could even tell who her current company was just by the sound of those ethereally soft hoofsteps. "Luna?" she called softly, following the silken sound.

Sure enough, the Moon Princess emerged bashfully from behind a stone statue in the center of the courtyard. "Hi, sis," she said meekly.

"What are you doing up so early?" Celestia asked as she came to her younger sister's side.

Luna shuffled her hooves nervously. "I...I had a really bad dream," she said, eyes staring squarely at the ground, "I tried to go back to sleep, but I just kept waking up."

The elder Princess knelt down on her knees, putting her at eye-level with her sister. "A bad dream?" she asked Luna. "Do you want to talk about it?"

Hooves shuffling nervously, Luna finally managed to look her older sister in the eye. She opened her mouth as if to speak, but closed it again quickly and returned her gaze to the floor. Celestia frowned; she could still remember those bygone days shortly after Mother passed away, when she and Luna had turned to each other for the strength and support they had both needed to face their new responsibilities. The sisters had been completely open with each other then, sharing their feelings and fears, their thoughts and hopes. As the years passed, however, and their respective duties kept them away from each other longer and longer, so too did that ease of trust begin to fade. Slowly but surely, however, both were working to build it back up. No matter how difficult it was. "Please, Luna...."

Licking her lips anxiously, closing her eyes, and finally sitting down herself and sidling up to her big sister, the Moon Princess took a good deep breath. Then, looking back up to Celestia, she let it all tumble out. "I was...well, I felt like I was in this big, dark castle filled with terrible glowing

eyes, and a voice, this big booming voice talking about a 'raid' and how its 'time would come' and about...."

She stopped suddenly, eyes filling with shame. Celestia leaned in close, nuzzling her sister's cheek comfortingly. "It's OK, Luna," she said, "Please...keep going."

Luna gave a small but sincere smile, but it faded quickly. For a few moments, she kept silent. At last, however, she said, "The voice...it said that the Night would never end...."

Celestia's hoof clenched anxiously at that hauntingly familiar phrase, but she kept a calm face. "It just...it all felt so real, Celestia," Luna said, shivering reflexively. "Like I was actually there. Like I had been there before...."

"It's OK, Luna," the white mare said soothingly, wrapping one wing around her sister. "You are free of Nightmare Moon now. You have nothing to fear from her anymore."

The Moon Princess' eyes began to tear up, her own wings stretching out to caress Celestia's. "I know...I know how hard this has been for you, sister," Celestia said, "I only wish I could do more to help. But I believe in you. I believe in your strength."

There was a brief brightness in Luna's eyes, but Celestia could still see the doubt behind it.

Suddenly, a small cloud of green smoke materialized above Celestia's head. It quickly spiraled away, revealing an open piece of parchment. "A letter? From Ms. Sparkle in Ponyville?" Luna asked eagerly; Celestia had given her permission to read her student's messages, and they had been a surprising comfort to the Moon Princess. Knowing that the Pony who had freed her from the darkness had problems of her own and was able to overcome them...that gave her hope.

"Yes," Celestia replied, but Luna could tell just from the way her sister was looking at the letter that something was wrong.

Using her horn to levitate the parchment closer to her, the Sun Princess indeed felt nervous; rather than the rolled, sealed form Twilight's letters often came in, this parchment was open upon arrival, not at all in keeping with the fastidious unicorn's strict attention to such details. "Sis...?" Luna spoke up curiously as Celestia began to read the parchment.

As soon as she was done, the white mare stood abruptly to her full height. "Celestia?" Luna tried again, rising anxiously herself.

"Find the Captain of the Guards," the white mare urged, spreading her wings. "Tell him to assemble every available soldier in Canterlot and meet me at the Castle Gates."

"Why?"

"There is no time to explain, please just do as I say," Celestia said, trotting out of the courtyard and readying herself to take off.

Luna, however, was at her side. "Let me come too, then!" she said urgently. "I'll get the Captain and the Guards, just let me help, please!" The Sun Princess froze in her tracks. "Please!" Luna continued, nuzzling up to her sister's side. "I know I'm out of practice with my magic, but I'm still a Princess of Equestria! Mom always told me part of a Princess' job is to protect her people, and that's what I want to do!"

Celestia looked to the dark-blue mare, a look of regret on her face. "I know you do," she said, "but I must ask you to remain here at the Castle."

"Sis...!"

"I have no time to argue this with you, my sister," Celestia said, and Luna could hear the same regret in her voice. "Please do as I say; get the Captain, and remain at the castle!"

Before the matter could be discussed further, Celestia had taken to the sky. Watching her sister leave, the Moon Princess scuffed the ground in frustration, only to feel something smooth beneath her hoof. Looking down, she saw it was the letter from Ponyville, left behind by Celestia in her haste, its message plain for her to see.

"Ponyville Emergency.

Black Clouds containing no rain have appeared near the town.

Research indicates they could pose a grave threat to our home.

Please respond with all due haste."

Black clouds with no rain...? Something about those words struck a chord in Luna's mind, and she could hear a voice whispering to her in the back of her mind...a voice she had all but forgotten about from her past. ***"Take what is rightfully yours. Use the power that is your birthright and make this the Night that never ends. Only then can we truly be free..."***

And suddenly, Luna knew why the voice she had heard in her dream had seemed familiar. It had not been Nightmare Moon's voice, but that other voice from her past. Something about that letter...about the idea of those clouds...had triggered that memory. Spreading her wings, heart racing, the Moon Princess made haste to find the Captain...and eventually, she hoped, answers.

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The skies above Ponyville were pure chaos. Flurries of Stratadons, either swooping down to grab new prisoners on the ground or else trying to retreat into the black clouds with the ponies they already had, clashed violently with the troops of Pegasus Soldiers from Canterlot. The situation on the ground was less active, but no less intense. Celestia, standing protectively in front of the weakened Twilight Sparkle and her friends, stared down the ape-beast Scorpan. "I am giving you one last chance," she said firmly, "Return your prisoners and leave this land, or there will be consequences."

Her horn shimmered a burning orange to emphasize her point. "I do not fear you, Child of Eternia," Scorpan growled, teeth bared. "The time of the Sun is drawing to an end."

With lightning speed, he charged toward the Princess claws-first. Celestia was just as swift, however, rising up on her hinds to box the beast back. Even as her gold-booted hooves made contact with him, however, she saw the small purple body coiled up and unconscious in Scorpan's leonine tail. "Spike...!" she hissed beneath her breath, getting back on all fours.

Knowing now that she had to proceed with caution lest the young dragon be hurt, Celestia aimed her horn square at the tumbled-over Scorpan, scuffing the ground with one hoof and preparing to charge. "If I can get behind him," she reasoned, "I'll be able to levitate Spike safely away from him...."

Before she had the chance, however, the beast was on the move again, this time surprising Celestia with how swiftly he had recovered and managing to take hold of the Princess' horn. "Your spells will not avail you here, Sun Princess," Scorpan hissed, strange currents of sheer blackness arcing around his arm and toward the horn.

Wings beating fiercely, Celestia struggled to break free, but found Scorpan's grip surprisingly tough to break. The black currents soon began to mingle with her horn, and with each one that touched, the Princess felt the most dreadful shock surge through her body. Again and again and again, until her limbs were all but completely numb, Celestia was buffered by the dark strands. Through it all, however, she gave no howl of pain, no shriek of surrender. Teeth gritted, eyes shut, she focused all thought into escape, and despite the weakness beginning to eat away at her body, she gave a truly ferocious pull with her neck, lifting Scorpan off his feet before

whipping her head back forward and sending him flying off her horn.

"P-princess...!"

Settling back down on the ground, catching her breath and trying to recover from the still-fresh shock running through her, hearing Twilight Sparkle's frightened reaction gave Celestia warning even before she opened her eyes that something was wrong. Sure enough, the Princess' first sight was her normally pristine, pearl-white horn, marred by streaks of black running in a spiral down its length. "Well," she muttered nonchalantly, looking to the still-floored Twilight with a surprisingly serene smile, "that certainly can't be good, can it?"

A savage roar from nearby warned Celestia not to let her guard down, and sure enough she turned to see Scorpan again rushing her. This time she was ready, however, gliding to the side and preparing to unleash a powerful stunning spell against him. As soon as she tried, however, the shocks that had surged through the Princess before resurged, with only a flickering spark of orange at the horn's tip for her efforts. "So that's what he did...!" she hissed in frustration, again gliding out of the way as Scorpan turned to attack, a solemn look on his face.

"You see?" he asked grimly, "We fight on even terms now, Child of Eternia."

Still unable to move, Twilight Sparkle could only watch in sheer disbelief; that thing had somehow managed to block Celestia's magic? "T-that's impossible...!" she thought to herself, "Celestia is the single most gifted sorceress in all Equestria! What could possibly be strong enough to block HER magic?"

To Twilight's surprise, as well as Scorpan's, however, Celestia simply grinned. Firming her stance and spreading her wings again, she gave the ape-beast a confident stare. "If all it took to bring me down to your level was the loss of my magic," she told him, "I would not be fit to be Princess." With an unbelieving snarl, Scorpan took a sharp swipe at his enemy, but this time it was Celestia whose speed proved the greater. Her mighty wings stretched out to their fullest, beating only once but generating a wind fierce enough to knock Scorpan off his feet. As he flipped backwards, Celestia again took aim with her horn, pointing it toward the now-exposed Spike. When her attempt to levitate him to safety ended only with sparks and inner shocks again, however, she gritted her teeth and gave a slow gallop toward Scorpan. Trying to rescue Spike and drive this beast back at the same time was no easy task, but the white mare remained determined. As Scorpan landed on his back, she loomed over him, front legs raised high and slamming down toward his exposed wings sharply to pin them

down. "NO...!" the beast roared defiantly, catching her hooves at the last second and struggling to keep them raised.

The two pushed against each other, locked in a duel of almost equal strengths. Watching from a distance with growing worry, Twilight Sparkle struggled to activate her horn, to get back on her feet, to do something to help. "I...I think I'm getting' some feelin' back in m-my legs...." Applejack muttered. "How're the rest of ya doin'?"

"Been better," Rainbow Dash replied, "but...my wings...my wings seem a little less sore...."

Pinkie Pie gave a little laugh. "And...my giggling's getting its giggle b-back!"

Twilight watched her friends' struggle, feeling her thoughts pulling in two directions. Part of her wanted to encourage them, tell them Celestia needed their help...but another part was quick to remind her they were only in this vulnerable state because of the last time she'd asked such a thing of them. Even as she continued weakly working toward aiding her teacher, the young unicorn found herself unable to tell her friends to join her this time. It was thus a surprise to hear Rarity, voice strongest of the girls, speak up. "W-well then, on...on your feet, ladies!" she said, "We can't simply lie around forever!"

"Well, um...I think I could...." Fluttershy said meekly, though she too was trying to get back up.

Taking strength from her friends' determination, Twilight re-focused her thoughts. "Have to get Spike...have to help Celestia..." she thought to herself over and over again, striving to work through her body's weakness. The Princess continued pressing down against Scorpan, slowly but surely overpowering him. "Last chance," Celestia warned solemnly as her hooves drew ever closer to pinning her opponent's wings, "Surrender and return your prisoners safely!"

As her focus and determination swelled, the black streaks along Celestia's horn began to crackle and fade away, the searing orange glow of her magic shining through more and more. "The seal has already started to break..!" Scorpan realized.

With a desperate howl, he drew his legs beneath Celestia, kicking the white mare off of him. Taken by surprise, the Princess landed on her back while Scorpan scrambled away on all fours. "ALL STRATADONS, RETREAT TO CASTLE MIDNIGHT AT ONCE!" he shouted as loud as he could.

Slipping Spike out of his tail and into his hands, the beast took a strong leap into the skies, flying off toward the black clouds above. "ALL STRATADONS RETREAT IMMEDIATELY!" he shouted again as he

passed through the clashing armies of Pegasus Guards and Stratadons. At their leader's command, the dragon beasts began to break away from their Pegasus opponents. As they began to turn toward the waiting darkness, however, they were cut off by a billowing stream of blinding orange light. Blown back by the blast, Scorpan looked below to find its source and saw Celestia, galloping swiftly through the sky straight toward them with a new wave of light already building up around her horn. "HURRY!" he shouted to his Stratadons, resuming his retreat toward the clouds.

Seeing their opening, the Pegasus Guards joined their Princess in pressing the offensive, charging anew at their enemies. Though they continued to roar and claw menacingly, the Stratadons were clearly panicked by the turned tables, following after Scorpan with all due haste. "DO NOT LOOK BACK!" Scorpan shouted to his soldiers, "ONCE WE REACH THE CLOUDS, WE WILL BE SAFE!"

Moving through the air as swiftly as she could, Celestia surveyed the situation before her: the Stratadons were all carrying Pony prisoners, all of whom seemed unconscious, and she already knew Scorpan had Spike. With her Pegasus Guards also flying about, the Princess knew she had to exercise restraint with her next spell. "Hang on, my little ponies," she thought as she readied herself, "You will come home safely soon!" With a crack that would deafen thunder, the Sun Princess unleashed her magic, a surging bolt of burning gold which cut through the air like a knife, striking down Stratadon after Stratadon in its unstoppable path. It burst apart like a firework as it struck the bank of black clouds, illuminating all of Ponyville with a golden veil of radiance. While several of the guards broke off their fight to dive after their falling foes and rescue the captured ponies they held in their claws, Celestia continued her pursuit, biding her energy for another strike. One by one, however, her quarry began to vanish into the shadowy depths of the cloud bank, taking their captives with them. "Farewell, Child of Eternia!" Scorpan called out as he too neared the black clouds. "From here on, none of your subjects are safe!"

"No!" Celestia cried, releasing another blast of light in desperation.

It was too late. Scorpan-and Spike-were gone, and Celestia's spell crackled uselessly against the thick blackness into which they had vanished. The last of the remaining Stratadons soon followed. Despite this, the Princess continued, racing toward the clouds without hesitation. "Princess...!" one of the Pegasus Guards called after her. Heedless of his warning, Celestia charged head-first through the blackness, horn glowing brightly in readiness. To her surprise, however,

the Princess simply emerged on the other side of the cloud bank to a clear sky, with no sign of Scorpan or the Stratadons anywhere to be seen. Gliding in an anxious circle to make absolutely sure the beasts were gone, Celestia hung her head sadly before floating softly back down toward Ponyville. The Pegasus Guards followed her down. "What should we do now, your highness?"

The Princess landed gracefully in the town's square, surveying the extensive damage somberly. "Split your soldiers up into three groups," she said calmly. "You will lead the first group in securing any and all beasts we managed to bring down, as well as insuring the safety of the ponies we rescued. The second group is to create a perimeter all around Ponyville, both on the ground and in the sky; if they see even a hint of those beasts coming back, they are to notify me immediately. The third group will comb over Ponyville and make sure its citizens are safe; I also want them to begin work on repairing the damage to the town, and set up a shelter for anypony who needs it."

"And you, my Princess?" the Captain asked.

"I have an important search of my own to attend to," she replied simply.

"Understood, your majesty," the Captain said. As he flew off to give his soldiers their marching orders, Celestia trotted swiftly into town, seeking out a very particular pony first. A pony she had been forced to leave in a vulnerable state to pursue Scorpan....

"YAY! I've learned to walk on all fours!" Pinkie Pie cheered as she finally steadied herself back on her hooves.

"Pinkie, you've always been able to do that," Rainbow Dash groaned, giving her wings a few practice flaps.

Applejack and Fluttershy exchanged a grin at their friends' banter as they too succeeded in standing back up. "Any sign of Celestia?" Twilight asked anxiously, still having some trouble getting back up.

"Not since she drove off that awful monster that snatched up poor Spike," Rarity sighed, giving Twilight something to steady herself on.

"Um...I see a sign," Fluttershy said, pointing her hoof past the group.

Sure enough, there was the Princess, trotting calmly toward them.

"P-Princess Celestia...!" Twilight squeaked as she noticed the white mare approaching her.

Even as she did her best to straighten herself up and clean off the last signs of her magical back-fire, the unicorn looked to her teacher with deep

concern. "Are you alright? That creature didn't hurt you, did he? And those monsters...did you stop them? Is everypony OK?" she asked in a rush of anxiety.

"Calm yourself, my dear Twilight Sparkle," Celestia said soothingly, leaning down and brushing her head along the unicorn's neck. "All is well. Ponyville has been secured, and our enemy has been driven off." Even unspoken, Twilight could sense the "for now" missing from the end of that sentence, but she took comfort in Celestia's report even so. "I'm so sorry I couldn't help you, Princess," Twilight said, "I...I tried to stop those creatures myself, but..."

She bit her lower lip. What would Celestia think if she knew Twilight had tried to do something as dangerous as summon the Elements of Harmony purely on her own steam?

"You have nothing to apologize for, Twilight," Celestia said. "I know you did all you could to protect Ponyville, as you have done in the past. Indeed, if anything I must apologize to you."

Twilight and Rarity exchanged a frown. They knew what that meant. "I am afraid I was unable to rescue Spike from the enemy leader before he managed to escape," the white mare said.

Even having expected to hear that very news, the purple unicorn felt its sting sharply, a fresh wave of guilt stirring in her heart. Yet no sooner did she begin to feel her eyes water then Twilight was flanked one by one by five comforting friends. "There there, Twilight," Rarity said, "You and I both know how determined and resourceful Spike can be."

"Yeah!" Pinkie cheered, "He may look small, but he's big where it counts! In Spirit!"

"And if anyone can deal with those nasty animals, it's Spike," Fluttershy concluded.

Twilight gave her friends a gentle smile, though their comfort only went so far. "Still," she reminded herself, "They need my help as much as Spike. I have to stay focused."

Looking back to her teacher, the purple unicorn saw Celestia grinning that small but sincere grin of hers as she observed the six young ponies. "I believe you girls have earned some rest," the Sun Princess said, "Let me escort you all to the shelter down town."

"Beggin' your pardon, your majesty," Applejack spoke up, bowing humbly to the white mare, "but I'm afraid I have t'decline. You should take the rest of my friends with ya, but I've got my own business to attend to, right away."

"Oh?" Celestia asked, brow raised.

Applejack nodded anxiously. "My siblings, Big Macintosh 'n' Apple

Bloom...they were in town when the attack happened, I gotta find out what happened to 'em!"

"A noble wish," Celestia said, "I already have guards searching the town to find any ponies who managed to elude the monsters, but I see no reason to deny you the right to seek your family."

"Then I wanna help out too!" Rainbow Dash said, gliding above the group.

"We all should help out," Twilight said. "We know the layout of Ponyville better than the guards, we'll know better where the local ponies might have gone to hide."

"Besides, it'll give us all a chance to make sure our loved ones are safe," Rarity said.

Celestia nodded. "Very well then; I trust you six to take care of yourselves and each other, but do be sure to come to the shelter once the sun sets. I don't want anypony out after dark tonight, and you'll be safer there than in your own homes."

"We will, Princess, I promise," Twilight said. "What are you going to do?"

"For now, I'm going to stay here in Ponyville until I know for sure it's secured. I'll also be sending Philomena out to gather information and see if any other villages were attacked."

It was a further comfort for Twilight to hear how in-control Celestia sounded, how even now she was calculating what to do and how to do it. "I understand," she said, snuggling up to her teacher again. "Good luck, Princess."

"And to you, Twilight," Celestia replied warmly.

The Princess watched as the young unicorn rejoined her friends, and soon the six of them began to trot off together into the town, discussing the details of what they were to do next. "Be safe, my dear student," she whispered.

With that, she took flight to rejoin her guards, regarding the still-present black clouds hovering above the town with ever-deepening concern. Even without Philomena's report, she could tell this was something far larger, far more dangerous, than a single, isolated attack....

"So what's our next move?" Rainbow Dash asked anxiously.

"I know what my next move is," Applejack said. "I'm goin' back t'where you last saw Big Macintosh 'n' Apple Bloom 'n' I'm gonna turn this whole town over 'til I find some sign 'o' what happened to 'em!"

Rarity was at her side immediately. "Not by yourself, I hope," she said. "You do remember our conversation from earlier?"

The orange earth pony gave her a wry grin. "Don't you worry none, Rarity, I remember."

Floating gently above the others, Fluttershy was only half-listening to the conversation, even as Twilight joined in and began giving advice on how best to prioritize their search. The timid Pegasus was far busier looking around for any sign of displaced animals from the surrounding area and hoping beyond hope that Angel Bunny and her chickens had kept safe. It was then she spotted a familiar bit of bright red peeking out from a nearby pile of broken wood planks. "O-OH!" she squeaked urgently, pointing it out. "Girls, over there!"

Applejack's eyes widened as she spotted the same red spot Fluttershy had. Recognizing it immediately, she galloped toward the pile and began brushing the bits of wood and debris aside as fast as she could. "Macintosh!" she shouted as she worked, the others following after her, "Big Macintosh, can ya hear me?"

Her friends soon joined in the effort, and within moments the wreckage had been cleared away, revealing Big Macintosh beneath, barely conscious. "Ee-yup," he answered his sister weakly, smiling despite himself.

"You...! You...!" Applejack sputtered, nuzzling her brother gently but affectionately.

After taking a moment to compose herself and her feelings, the orange Earth Pony began to help her brother up to his feet, careful of the myriad bruises dotting his body. Fluttershy was also at his side, helping the large pony to keep his balance. "You're just tryin' t'get out of Applebuckin' work again, ain't ya?" Applejack teased.

"Good t'see you too, AJ," Macintosh chuckled hoarsely.

"Um, we should get him to the hospital, don't ya think?" Fluttershy asked.

Applejack nodded. Though anxiety over Apple Bloom still tugged at her thoughts, she knew Macintosh needed attention as soon as possible, and she was intent on making sure he got it. "My thoughts exactly," she said, "The rest of ya keep lookin' around town, I'll take care 'o' Big Macintosh."

"I'll come with you," Fluttershy volunteered, "In case the nurse-ponies need any help. I may be used to small animals, but I can handle a big pony if I need to."

"Thank ya kindly, Miss Fluttershy," Macintosh coughed. "You're a regular angel."

"That's, uh, that's my bunny, actually...." Fluttershy replied timidly, bowing

her head to hide the little blush at her cheeks.

"Alright then," Twilight said. "Good luck, you three, we'll meet you at the shelter after sunset."

Applejack nodded and, with Fluttershy's aid, helped her big brother slowly but surely trudge along toward their destination. "Applejack...!" Rainbow Dash suddenly blurted, galloping up to her friend's side.

There was a look of conflicted desperation on the blue pegasus's face that Applejack was not used to seeing. "Look, I just...before you 'n' Mac go, I just wanted to tell you both...!"

"It's OK, sugar cube," Applejack replied, managing a weak smile, "You don't gotta say nothin'. You did everything ya could, sure as you always do. That's all anypony can ask of ya."

Though clearly not fully satisfied by that answer, Dash too managed to give Applejack a smile of her own in return. "C'mon, Dashie!" Pinkie Pie called to her, "Team Rest of Ponyville's got a lot of ground to cover, 'n' the more ponies we have to help, the faster we'll go!"

Fluttershy smiled. "Oh yes, Dash, they could definitely use a Flyer like you to help them out. Team...um...Hospital...doesn't need your speed half as much as they do."

Sighing a bit but grinning even so, Rainbow swiftly glided over to Pinkie's side. "Then let's get a move on," she said energetically.

With a nod, Twilight began to lead the others off toward the town square. Rarity followed, with Pinkie trailing her. Rainbow was only a trot behind Pinkie, giving one last look back at Applejack. "*Just remember,*" she told herself, "*there're other ponies in town who need you right now too.*"

Renewing her resolve, she floated up above the group, resuming her sky watch for them.

And as she and Fluttershy led Macintosh toward the hospital, the orange earth pony gave one last sigh of her own.

One by one, Twilight and the girls checked in on their respective homes and loved ones. Sugarcube Corner was first on the list, and Pinkie was as happy as could be when they found that the Cakes had holed up in the kitchen the moment the Stratadons had appeared and were safe and sound, though a bit shaken by the whole incident. Next up was Twilight's library which had sadly received quite a beating during the attack; its canopy was almost completely bare of leaves, half its branches were

missing, and a good chunk of the upper wall had been torn off. Every last book had been knocked off its shelf, many of them open with pages torn out. "Oh Twilight," Rarity said, "How dreadful. I promise, we shall fix your library as soon as possible and make it shine with spectacularity!"

Twilight gave her fellow unicorn a gentle grin. "Thanks, Rarity," she said, "It will take some work, but at least I know Owloycious sleeps in the forest during the day, and...well..."

She levitated a book down to her, taking one last look at its tattered, torn-up pages before closing it with a sigh, "At least it wasn't completely destroyed."

With nothing they could do to patch up the library yet, they moved on to the Carousel Boutique, and Rarity set a sharp pace as they made their way over. "Sweetie Belle's smart, Rarity," Twilight tried to assure her as they galloped toward the shop, "She would find some place safe to hide inside the boutique, like the Cakes did."

The white unicorn gave no answer, charging straight into the house and making her way upstairs without a moment's hesitation. The others trailed behind as she found her way to the main dress-making room on the top floor, honing in on an ornate closet in the back corner. Throwing the door open, she gave a gasp of sheer relief to find, beneath the fanciful coats and scarves, her younger sister, balled up and quivering. "Sweetie...!"

Upon hearing her sister's voice, the unicorn filly instantly perked up, cuddling up to her immediately. "Rarity!" she cried, "Big sis, you're OK! I was so sososo worried, I thought those things might've gotten you or worse!"

"I'm fine, dearie," Rarity assured, keeping her own anxiety and relief hidden for the sake of her sister. "You don't really think a Lady of my caliber would allow such brutish creatures to get the best of me, do you?"

Sweetie shook her head, burying it in Rarity's chest. She was soon joined by Opalescence, the prim cat soon emerging from behind Sweetie Belle's hiding spot and joining her in cuddling Rarity. "Come now," Rarity whispered soothingly, "remember what I've taught you, Sweetie. A Lady must always keep her composure."

Sniffling back tears, the unicorn filly stepped back, nodding silently. Rarity gave her a proud smile. "That's my strong little sister," she said, "Now then. Let us get you both somewhere safer for now, shall we?"

Opal mewled her approval.

It was hard to truly tell the time with the black clouds still hovering ominously over Ponyville, but it seemed to be afternoon or thereabouts as Twilight and the others made their way back through town toward the shelter Celestia had set up. Sweetie Belle, unnerved by the clouds, kept close to Rarity (as did Opal, though the fact that she did so by burying her claws into her owner's flank made the trip a bit of a grind for Rarity), with Twilight at the lead and Pinkie bouncing circles around all of them, humming a happy tune to try and keep the rest motivated. Rainbow, who had been uncharacteristically quiet the whole trip long, remained above them all, eyes sharp and on the watch for one particular pony. "*C'mon, Squirt, where are ya?*" she wondered nervously.

Nothing. Not an orange feather, not a tuft of purple mane...she knew the kid could do some crazy stuff, but even she had to know better than to charge headlong into a roving pack of wild monsters, right? Of course, that was what Rainbow herself had done, so the odds seemed distressingly good that the filly who idolized her would do the same. "There's the shelter!" Twilight called, pointing ahead to the others.

It was a large white castle, almost like a miniaturized one of the castle found in Canterlot. Guards lined its gates, with crowds of ponies both inside and out talking to each other, taking comfort, sharing stories. "*Recovering,*" Twilight thought thankfully.

Rainbow, however, was disheartened. They had gone through almost every inch of the town, and no sign of Scootaloo. Unless she was already at the shelter, that meant...

Just as the Pegasus was ready to resign herself to another failure, however, a familiar buzzing filled her ears. "Girls, do you hear that?" she asked excitedly, head whipping around.

"Scootaloo!" Sweetie Belle gasped happily, following Dash's eyes and trying to spot her fellow Cutie Mark Crusader.

Then, with as much dramatic flair as she could muster, the Pegasus filly did indeed show herself, zipping out from behind a wrecked building and taking a flying leap at Rainbow Dash. "Dash!" she yelled happily. "I knew you'd be OK! You clobbered those stupid Dragon-things right outta Ponyville, just like I told her you would!"

"Good to see you too, kid!" Rainbow said, finally landing so that she could be on level with Scootaloo. "How'd you get away from those freaks, huh? Bet you used some of my patented techniques, right?"

It was a good feeling for Dash to know Scootaloo was safe, after all the other bad news she had been forced to deal with that day. Her signature swagger was returning at the sheer joy of it. Yet just as suddenly, the

whole mood shifted. "Actually," Scootaloo said, "I tried to outrun 'em, but they were too fast for me. I only got away with a little help from my new friend. And y'know what the coolest part is? She says she's an old friend of yours!"

Rainbow Dash, Pinkie Pie, and Twilight all looked at Scootaloo with wide eyes at that statement. That same wide-eyed stare soon turned to the same building the Pegasus filly had emerged from behind as the click-clacking sound of talons stepping on pavement inched closer to them. With an unnervingly sincere grin on her beak, a firm confidence to her steps, Gilda the Griffon soon revealed herself to the others. "Hey there, Dash," she said with gruff affection, "long time no see."

It was the rush of biting cold wind which ultimately woke Spike up. Then came the sore spot on the top of his head. Last but hardly least was the feel of firm, strong hands holding him tight to a patch of gruff fur. "W-wha...?" the little dragon mumbled groggily, shaking his head to try and clear his senses.

As his vision focused, however, he quickly began to wish he was still unconscious. All around him there were Stratadons, flying fast and focused through a sky of pitch-black darkness, a knotted and thorny forest passing by far below on the ground.

To his fear, Spike could see many familiar faces among the monsters' talons: Apple Bloom, Derpy Hooves, the Mayor...even that loudmouth unicorn Trixie. There were many other captive ponies, as well. Some were not moving, eyes closed (Spike could only hope they were merely unconscious), others squirmed uncomfortably in the claws of their captors, but all of them showed clear signs of distress and misery. "*Twilight...did they get Twilight?*" he wondered anxiously.

If they had, he could not see her, which offered a small note of relief. Still, the disorienting darkness kept Spike alert and unnerved. No stars, no moon...there was still a strange sort of light, but it was sickly and thin, and the dragon could not tell where it was coming from. Trembling a bit from the cold, gulping with fear, he tried to move, but the hands holding him were too tight. "Ah good," a voice growled from behind him, "you are awake."

Looking upward, Spike was greeted by the face of his captor, the ape-beast that had attacked Twilight. "Do not fear, little one," the creature said, an odd note of comfort in his voice, "I am Scorpan, and you are home at long

last."

"A-are you crazy?" Spike yelled despite himself. "You just kidnapped me from my home!"

Scorpan grinned bitterly. "I understand your confusion, living among Ponies for as long as you have, but you will come to understand in time. This is where our kind truly belongs."

Grunting in frustration, the young dragon ultimately decided it was best not to argue with the one thing keeping him from falling hundreds of miles to the ground, at least not yet. The only thing he could do now was to hang on for the ride. Soon, the Stratadon pack left the forest behind, passing over a viciously stormy ocean. "There, you see?" Scorpan said, keeping Spike pressed to his chest with one hand and pointing ahead of them with the other, "That is our sanctuary. That is where you will learn the truth."

Following Scorpan's pointing hand, Spike could see it in the distance. Jutting out of the ocean, cutting into the sky like a knife, stood a grim castle of black stone, its many towers like sharpened claws forming a multitude of outstretched hands. Its windows emanated with the same grim light the young dragon had noticed earlier, filling the young dragon with a renewed sense of fear. Scorpan, however, simply gave him a light pat on the head. "Welcome to Castle Midnight," he said.