

The
PONY
of the
OPERA



A Drama in Two Acts

*Penned by the Canterlot Operatic Society
In the Year 1,001*

by Miyajima

Table of Contents:

Author's Note	3
Overture	4
~ Act 1 ~	
Scene 1	10
Scene 2	18
Scene 3	26
Scene 4	36
Scene 5	46
~ Intermezzo ~	
60	
~ Act 2 ~	
Scene 1	68

Author's Note:

While I'm not usually in the habit of adding author's notes, I feel that this story perhaps deserves one. I'm well aware that *The Phantom of the Opera* (whether book, musical and movie) has a very dedicated fanbase, and a number of the comments I've received have been in the hope that the characters (the Phantom especially) and story would be truer to one version or the other.

However, this is, above all, a crossover, and it's a crossover with *My Little Pony*. The tone is very different, and I'm trying to keep the story believable to the universe of our favourite pastel-coloured equines. If you dislike the consequence of me taking that direction on the course of the story, then I would advise you to halt reading at this point, and I thank you for sparing your time to read up 'til now. Otherwise, I hope that you enjoy my attempts to blend the two together in a seamless and entertaining manner!

~ *Overture* ~

It was a bright summer's morning in Ponyville. The Weather Pegasi had not yet made their early rounds, and the wispy, natural cloud that had floated in during the night was high in the air, carried on the light summer winds.

Fluttershy had already been up for hours, tending to her nocturnal animal friends by tucking them into bed and making sure they were well fed as the first rays of sunlight broke over her small cottage on the outskirts of the town. She had joined in with the dawn chorus, giving a daily practise session to a blue jay recovering from syringitis. Now she was preparing breakfast for her beloved Angel, chopping up carrots and lettuce into a salad for the fussy rabbit that sat by her hooves on the kitchen floor, rubbing his eyes and yawning.

Whilst Fluttershy was traditionally an early riser, she was making even more of an effort than usual, as she did on this day every week. This day, after all, was her spa day with Rarity; a social highlight in her otherwise empty calendar, and one of the few times she felt able to take the time off from helping all her animal friends and just indulge herself. Of course, most of the afternoon at the spa was spent listening to Rarity 'talking shop', but Fluttershy enjoyed the company, and more than once she had aided the fashionista in a difficult design with her (as Applejack put it), "freaky knowledge of sewing".

Once Angel was fed and content to run off and play, Fluttershy found herself with nothing left to do, surprising herself at her own turn of speed. She decided to double check and make sure that she hadn't forgotten anything, flying low around her cottage, dipping as she scanned bird's nests, rabbit's warrens, her chicken coop and every hidey-hole she knew of in the earth banks around her home.

Satisfied that she'd done all she could do, she decided to fly into town early, and spend the rest of the morning in the park, before meeting Rarity for lunch. She flew down the road leading away from her cottage and followed the path through the wild and untended trees that made up the

outskirts of Sweet Apple Acres, listening to the birdsong and the soft breeze rustling the leaves.

The peace and tranquility of the road ebbed away as she arrived at the outskirts of Ponyville proper. Fluttershy could hear the chatter of ponies wandering the streets doing their daily grocery shopping, the clatter as they set up market stalls for the midday rush, and the cantering of hooves as the foals ran about, enjoying their break from lessons.

Fluttershy nodded politely at a few ponies who shouted good morning as they ran past, but continued at her own leisurely pace as she half-trotted, half-glided through the marketplace and past Sugarcube Corner.

At least, she'd nearly got past it when she heard an unmistakable voice call out after her.

"Hey! Fluttershy!"

Fluttershy stopped and blinked, her ears twitching. She was sure she heard Pinkie's voice come from **above** her. As if on cue, the pink pony fell from the air and landed in a tangle of legs at Fluttershy's hooves, beaming with barely contained enthusiasm and apparently none the worse for wear.

"Oh, hello Pinkie." Fluttershy replied, smiling as she helped nudge Pinkie Pie back onto her hooves with her muzzle.

"Whatcha doin'?" Pinkie asked, hopping alongside Fluttershy.

"Oh, well, I'd finished giving Angel his breakfast and making sure everyone was alright, so I thought I'd, um, go to the park. Before I meet Rarity for lunch, I mean."

"The park? Oo, I love the park! Can I come? Can I, can I, can I?" Pinkie bounced up and down on the spot with each syllable. Fluttershy cringed a little, inwardly. She would have enjoyed a quiet stroll and flight in Ponyville's park, but when you were around Pinkie Pie, quiet was the one thing you could be sure would **never** happen. Still, she couldn't back out and refuse without hurting the pink pony's feelings, so she smiled and nodded. Pinkie squee'd happily and trotted alongside Fluttershy, talking at high speed and pitch about [an unusual customer](#) she'd had at Sugarcube

Corner the other day. Fluttershy only half-listened; it was nearly impossible to give Pinkie Pie your full attention purely because her train of thought seemed to leap about like the rails were made of rubber.

Passing through the town square and out along the north road, the pair soon arrived at the park. Fluttershy took a deep breath, savouring the lingering crispness of the morning air as the day gave way to 'noon. The scent of the flowers in the park was so strong that she could taste it, enjoying the subtle differences between the many blooms. Most pegasi never learnt of the wonders of the ground, too busy flying high with their heads in the clouds, but Fluttershy revelled in the beauty she saw beneath her hooves.

She was dragged back out of her thoughts by Pinkie Pie animatedly nudging her.

"Fluttershy! Look! Somepony's gathering all the birds on the fountain!" She pointed with a hoof. Fluttershy looked over in that direction, eyes wide in amazement as she saw the birds arrange themselves in order of size up and down the tiers of the fountain, and with a wave of a hoof from a grey pony apparently acting as conductor, burst into song. Not the free-for-all of a dawn chorus, but proper, organized song.

Entranced, Fluttershy floated over, her wings guiding her subconsciously as she listened to the birds belt out a full cantata. As the melody washed over her, she felt an irresistible urge to join them in song, and flew to the statue atop the fountain, oblivious to all else except the music of the birds.

She sang with them in harmony for what seemed to her like hours, the joy of the piece filling her heart and overflowing into her voice. It was only when the piece ended on a final triumphant note that she heard the sound of several ponies stamping their hooves on the ground in applause.

Realization dawned on her and she blushed fiercely, dropping off the fountain and walking away, head lowered with her pink locks covering her face. They were doing such a good job of this that she soon walked directly into another pony.

Flicking her hair out of her eyes, she saw a grey earth pony splayed out, daze, on the ground, and her expression changed from one of

embarrassment to concern.

“Oh my goodness! I’m so sorry, I wasn’t looking where I was going, are you alright? Are you hurt?” She said, quickly helping the pony to his hooves. He swayed as his eyes rolled back into their correct position, then laughed.

“My dear, I’m more than alright! I’m overjoyed! Never have I heard such sweet singing! Tell me my dear, what is your name? I simply must know!” He said in an airy, sing-song voice, beaming at Fluttershy. She shied back from him a little and blushed at the compliment.

“I-I’m Fluttershy.” She replied, mumbling into her hair. The earth pony’s eyes lit up immediately.

“No? **THE** Fluttershy? But I should have seen it immediately, your grace and poise, it shines through you just as it did in Photo Finish’s pictures! Not only a beautiful model, but a singer as well? My dear, this is a grand day! A momentous day!” He said, nearly bowling Fluttershy over with the force of his enthusiasm.

“Oh! How terribly improper of me, where are my manners? My name is Falsetto, composer by trade. I was conducting the birds just now, bit of a hobby.” Falsetto offered a hoof, which Fluttershy shook, not wanting to seem rude. She noticed that his cutie mark was an open book of music crossed by a conductor’s baton, and judging by the white around his muzzle and the bags under his eyes, he must have been an older pony.

“Fluttershy! There you are!” A voice called out from behind, and Fluttershy turned to see Rarity approaching with Pinkie Pie in tow. Fluttershy was surprised to see Rarity, knowing that she usually spent the morning before their spa sessions making sure she was caught-up on her orders. Falsetto looked up at Rarity and smiled, glancing between her and Fluttershy.

“Ah, you know each other? Marvellous!” He trotted over to Rarity, sweeping up her foreleg and kissing her on the hoof. “Rarity my dear, your friend has a remarkable voice! Such talent! In fact, she might just be the answer to my dilemma!” Fluttershy blinked. Rarity turned to her and smiled.

“Fluttershy, darling, this is Falsetto, an old friend of mine. He was recently made manager of the Canterlot Opera House, by Royal Appointment no less, and he came to Ponyville just this morning to ask me to design the costumes for his new opera!” Fluttershy blinked again as Falsetto cut in.

“Indeed, but it seems that I’m short one singer for the performance. In the preliminary practise sessions, our lead singer handed in her notice, claiming some nonsense about the place being haunted. Nothing I could do would stop her, and I haven’t been able to find a suitable replacement...” He looked Fluttershy up and down and beamed once more.

“... at least, until now!”

Like realization before it, comprehension dawned on Fluttershy and she quickly began backing up.

“Oh, no, no, I wouldn’t be right for the part, I mean, uhm, I don’t know any of the songs, and I’ve not had any formal training... and I can’t sing in front of crowds and, uhm, then I have Angel and the animals to look after, and I just couldn’t-” She was quickly stopped by a raised hoof from Falsetto.

“I’ll have none of that, my dear! You’re perfect for the part, and rehearsals have only just begun. Not to mention, even without training you sing better than most of my company! As for your pets, I’m sure I can make arrangements. I’m not without the funds, you know. Oh, funds! Indeed, you will be paid highly for your part!”

Fluttershy opened her mouth to say something, then caught Rarity’s look over Falsetto’s shoulder. It was that same pleading, pouting expression she’d worn when Fluttershy had agreed to model for Photo Finish. Fluttershy could feel herself being backed into a corner, and glanced up at Pinkie Pie for support, only to find the pink mare oblivious to the whole conversation, watching a butterfly flit about.

She sighed, but instead of feeling her heart sink at the prospect, as she expected, she realised she felt oddly intrigued by it.

“Well, if you’re really sure about this...” She began, but was cut off by Falsetto shaking and kissing her hoof, in equal measure.

“My dear, you will not regret this! Mark my words!”

~ *Act I* ~

~ *Scene I* ~

A few days had passed since Fluttershy's impromptu performance in the park, and now she sat inside a sleek, pegasus-drawn limousine on its way to Canterlot, trying not to look out of the tinted windows as the fields and forests of Equestria passed below.

Next to her, calmly sipping from a cocktail glass of carrot juice, was Angel. Once Fluttershy had explained to the rabbit that she was going away to Canterlot for a while, he insisted on joining her, and none of Fluttershy's begging, pleading, beseeching or asking politely was going to dissuade him. Truth be told, she was glad he was there. As diminutive as the white bunny was, he was fiercely protective of Fluttershy.

She wasn't entirely without equine company either; Rarity was laid across the seat opposite, levitating both glass and magazine, occasionally taking sips from one and glances at the other. Although it wasn't strictly necessary, she had volunteered to stay at the Opera House for the duration of the performance, to help maintain the costumes and give Fluttershy somepony to talk to that she felt comfortable with. (Not to mention a golden opportunity to scout out the competition while she was in Canterlot, it never hurt to see what designs were rivalling your own in the city's best boutiques).

Rarity flicked the page, tutting to herself at the garish designs featured in the latest selections.

"uhm, Rarity?"

Rarity closed the magazine and laid it down carefully on the seat beside her, making sure the edge of the publication was parallel with the stitching of the seat fabric.

“Yes, dear?” She replied, turning her full attention to Fluttershy.

“uhm, well... Have you been to the Opera House before?”

Rarity was about to make a scoffing assurance that of **course** she'd been to the opera, many times, but she remembered who was doing the asking, and sighed as she levitated her glasses back into their case.

“To tell the truth... No. I met Falsetto at a concert in Trottingham, some years ago, and he was so impressed with that experimental frock I had Rainbow Dash model during his recent visit that he asked me to design the costumes for the performance. I've never had the privilege of going to the opera itself, though I admit I'm positively giddy that we'll be **staying** there!” Her eyes lit up with that same dreamy sparkle she used to reserve for talking about Prince Blueblood.

“I've heard it's magnificent there! The walls covered in gold leaf... Marble floors polished to a mirror-like shine... Not to mention the great chandelier above the hall! Every piece a diamond, enchanted to be as brilliant as the sun! Oh, and the dresses and gowns, formal yet elegant...” Rarity continued as Fluttershy listened. She was rapidly beginning to feel that this was a bad idea.

She was no stranger to ostentatious architecture - pegasi made an artform out of it, crafting clouds into fluted pillars and temple-like palaces that rivalled the Princess' own, but Rarity's description of the staggering opulence of the Canterlot Opera House was making Fluttershy feel like she'd much rather be in her homely thatched cottage.

Rarity noticed Fluttershy's head drooping a little, and leaned in with a conspiratory glance from side to side.

“I've even heard that there's a vast lake deep beneath the building!” That caught Fluttershy's attention. Rarity smirked.

“They say that it's full of beautiful fish, and the walls are covered in gems! And of course, there's the gardens... They keep bees there that, supposedly, hum along to the music during performances, and give out honey to the best singers!” Fluttershy smiled at that. Her last experience

with a garden in Canterlot may not have been pleasant, but she was happy to know there was somewhere she could retreat to if it all got too much, and the lake sounded worth exploring.

“Anyway, we’ll both be seeing it for ourselves soon enough!” Rarity smiled, looking out the window at the passing clouds.

Angel took another measured sip of his carrot juice. He knew **exactly** what **he** was looking forward to in the gardens.

The limousine landed gracefully on one of the balconies overlooking Canterlot city. The pegasi chauffeurs unhitched themselves from the harness, one trotting across to the door, pulling it open with his teeth and extending a foreleg towards the staircase. The other three began unloading the luggage, which was no easy task. Rarity stepped out first, levitating a small pouch of bits from her saddlebags towards the pegasus, who took it and swiftly hid it under his wing before his three colleagues noticed.

Fluttershy peeped out from the open door, staring wide-eyed at the Canterlot Landing Pad. Chariots, balloons and wagons soared above, circling a great spire in the centre of the structure, where several pegasi stood on small cloud platforms, shouting orders and displaying complex signals and commands with their wings. It took a few elbow nudges from Angel before she found the courage to step out after Rarity. She thanked the pegasi, barely audible, and blushed furiously when one of them winked at her in response. Rarity smirked to herself and lead Fluttershy away while the unfortunate pegasus was set upon by a small, angry rabbit.

They took the stairs down to the street level, emerging into the busy streets of Canterlot City. Rarity had visited the city a few times, but to Fluttershy the experience was entirely new. The Gala had taken place solely at the palace, which sat apart from the main city. Ponyville, even at its busiest on market days, was nothing compared to the crowds that went to and fro up the wide, pristine white streets of the capital.

Waiting for them was Falsetto himself, quickly running up and kissing them both on the hoof.

“My dear ladies! I trust your flight was comfortable? Oh! Your bags, allow me to-” He stopped short as he saw the three chauffeurs come crashing down the spiral staircase, landing in a pile of legs, wings and bags.

“... My, you... Certainly came well-prepared, Rarity my dear.” He finished. Rarity frowned at the three pegasi as they tried to untangle themselves.

“Well, a lady must always be prepared.” She replied, gasping as one of the pegasi managed to get up, tipping an over-burdened case that spilt its contents over the cobbles. “Augh! Be more careful with those! Oh, now look, I’ll have to get them all washed...”

Falsetto cringed and turned to Fluttershy, who was watching the scene with a hoof over her mouth.

“Didn’t you bring anything with you?” He asked, raising an eyebrow.

“Oh, uhm, no, just Angel. I hope it’s alright, but he was very stubborn about coming with me, and I couldn’t bear to see him upset about being left behind...” Angel hopped off the chauffeur’s back on cue and landed on Fluttershy, giving Falsetto a stern glare.

“I’m sure that will be... Just fine! Yes, just... fine.” The earth pony stammered in response. He took his gaze from the rabbit and continued. “You’ll receive full bed and board at the Opera House, of course, as well as your payment. We have a canteen for guest’s refreshments which we use for our own meals between performances. Oh, you don’t have any allergies I should be aware of?”

“N-no, no, I’m fine with just about everything.”

“Excellent, excellent! But if there’s anything you’d really like us to make for you, please don’t hesitate to ask! Your every whim is our command, my dear. I would have no less for my new star singer!”

Fluttershy swallowed, smiling nervously. Fortunately for her, Falsetto turned to help Rarity (or rather, help calm her down) with the luggage. Fluttershy sighed. This was reminding her of that awful week she spent modelling for Photo Finish. Beyond her weekly visits to the spa, she didn’t really enjoy being waited on, hoof and fetlock. It always made her feel that

she ought to be helping, or that she was making trouble for them.

Once Rarity's belongings had been gathered and re-packed, Falsetto decided to walk the pair through Canterlot before they arrived at the Opera House, while the pegasi flew the luggage over. Rarity was in her element, stopping at nearly every clothes store, checking the prices and 'in' styles. She squeaked with delight when, in passing 'Best of the Best Boutique', she saw her own designs were still being showcased alongside Hoity Toity's own.

Fluttershy was admiring the city's own beauty. Ponyville was distinctly Earth Pony in style, and Cloudsdale, like all pegasus cities, had those Classical leanings, but Canterlot was unmistakably a city for unicorns. Towering pillars, tiled and glazed in bright, vibrant colours, and topped with domes of shining gold, brass, copper and silver. The streets were all paved, in what looked like rough-hewn marble. The brilliant sun above was almost dazzling as it reflected off the whitewashed walls and glass windows. As they passed a pet store, she dragged Rarity and Falsetto aside to look at the exotic species for sale from all corners of Equestria, and beyond.

Her nervousness at her arrival melted away as the 'tour' continued, leaving the markets and shops and passing through Canterlot's central park. There were nearly as many different flowers, trees and animals here as in Celestia's own at the palace, and they spent a good two hours or more just enjoying all the sights, sounds and scents of the city.

"And here we are! Breathtaking, isn't she?" Falsetto waved a hoof at the Opera House, a twinkle in his eye.

Both Fluttershy and Rarity were taken aback. They were immediately reminded of the night of the Gala, stepping out of their carriage and being struck by the sheer splendour and beauty of the Princess' palace, but the Canterlot Opera House had a splendour all its own.

The façade before them stretched higher than the Town Hall in Ponyville, adorned in columns that sat in pairs, framing balconies overlooking the streets. Over each balcony was a burnished copper statue, every one unique and expertly crafted. Over one sat a roaring griffon, another bore

an effigy of a unicorn stallion entwined with an earth pony mare. Pegasi stood with wings outstretched and hooves against the sky with looks of determination in their eyes. One in particular caught Fluttershy's eye; a pony that, from the waist down, was scaled like a fish, its coiled tail resting on the crest of a wave.

On the layer above the balconies rested the crests of the Royal Princesses, half bearing Celestia's sun, and the other half decorated with Luna's crescent moon. On the far left and right corners of the façade stood golden statues of the Princesses themselves, Celestia on the left and Luna to the right. Between them was a great dome covered in copper, and topped with a weather vane styled after the combined sun and moon of the Princesses. Rarity noted, with some interest, that the Luna crests and statue seemed more recent additions.

Falsetto smiled at their reactions, leading them up the steps and under the arches of the façade to the mahogany and glass double doors that served as the entrance to the foyer.

The foyer was just as breathtaking as the façade, if not more so. Rarity's sources had been correct, the walls were indeed covered in gold leaf, with golden foals peeping out from behind golden trees and vines that twisted and grew over golden sconces. The floor of the foyer was polished pink marble, and bore not a single crack for the thousands of hooves that had crossed it over the years.

The ceiling was painted with scenes from Equestrian myth, all in exquisite detail. A dragon even reached down from the painting, his sculptured neck and head holding a chandelier that reflected the light of a hundred candles.

Beyond was the Grand Staircase, which took up almost half the room. Steps carved from the same pink marble as the floor lead up and away from the foyer, into the hallways surrounding the auditorium, and also down into the actor's quarters and storerooms. Sitting on the central landing, in front of another set of double doors leading into the stalls, was a statue of Princess Luna, resplendent in an evening gown as she raised the moon.

"Falsetto, darling... I notice all these statues and emblems of Princess Luna seem newer than the rest of the building, why is that?" Rarity asked, her curiosity getting the better of her.

“Oh! Didn’t I tell you? Princess Luna is our patron! ... Or should that be matron? Either way, its from her generous gifts that I can afford to keep this place open! In honour of her return to Equestria, we had the new statues crafted immediately, at Princess Celestia’s behest, no less. Princess Luna has quite a passion for the arts, you know, not to mention the sciences...” Falsetto replied, as he led them up the staircase.

“Sciences? That would explain the abacus...” Rarity looked back, glancing at the lovingly carved mathematical implement that rested at Luna’s hooves.

“Princess Luna insisted.” Falsetto smirked.

He led them through the doors at the top of the staircase, into the hallways, pointing out features as he went.

“Customers who’ve paid for box seats come through here, and as you can see there are doors along that wall leading to the boxes. Each is entirely separate from the others for the sake of privacy. Oh, let me show you, while I think of it. There’s no better view of the auditorium than from the box seats!” Falsetto pushed a door, only to find it locked. He frowned and tried pulling, to no avail. He walked a little further along and tried the next one, to find it swing open at the lightest touch of his hoof.

“Odd. I wonder why Number Five is locked. They’re only lockable from the inside.” He muttered to himself as he let Rarity and Fluttershy pass into box Number Six.

The auditorium stretched out before them, seeming, if it was possible, more luxurious than the façade and foyer combined.

Rows of scarlet and gold cushioned stalls sat before a vast wooden stage, currently hidden by a single massive curtain that hung from the outstretched hooves of pegasi in the ceiling above. On either side of each box was a statue of a pony, covered, like almost every available surface, in gold leaf. Anything that wasn’t gold was covered in the same scarlet fabric that made up the curtain.

Above everything hung the centrepiece of the auditorium, the Grand Chandelier. Once again, Rarity’s sources had not been exaggerating.

Every piece that made up the intricately complex array of prisms was a brilliant diamond. They glowed with a light all their own, adding to the light of the hundreds of candles ringed around the tiers of the chandelier. Rarity's horn itched just being in the presence of so many enchanted gemstones.

Fluttershy, on the other hoof, was just feeling faint.

Falsetto, seemingly satisfied that there was nopony in Box Five, led the girls out and back down the stairs into the storerooms and actors quarters. In comparison to the rest of the Opera House, they were decidedly spartan, consisting of just plain wooden beams and plaster walls illuminated by simple lamps hanging from the rafters.

They were led past hall after hall, catching glimpses of the props in storage, waiting to be wheeled out on stage. Stagehoofs rushed back and forth, checking the inventory and making sure the place was kept clean.

Eventually they found their rooms, Falsetto having managed to get them next to each other at Rarity's request. He was grateful to find that the pegasi had delivered all her luggage directly to her room, and made a mental note to double whatever it was he'd paid them in the first place.

Fluttershy's room was luxuriously decorated, and she realised Falsetto had put her and Rarity in the rooms reserved for big name actors, actresses and singers. The bed looked bigger than her own at home, and plusher. Angel leapt off her back and onto it immediately, bouncing on the mattress a few times before nodding at her with approval. She smiled, looking around at the rest of the room. One feature that caught her eye was a full-length mirror against the far wall, that seemed to be fixed to the wall itself. There was also the usual dresser and mirror, and she chuckled to herself, imagining that Rarity was probably already busy arranging her beauty products on her own dresser.

It was only late afternoon, but the trip and tour had left her drained. Stifling a yawn, she clambered onto the bed, curling up. It certainly **was** plusher than her own. She decided that, since Rarity was likely to be a while unpacking, she may as well take a quick nap.

~ *Scene II* ~

“Places, places everyone, please! Right, once more, from the top...”

A black coated and white maned unicorn pony raised his conductor’s baton and tapped it on the music stand before him until he was sure he had everypony’s attention. He took a final glance at the ponies gathered on stage, and those around him in the orchestra pit, and swung the baton.

The musicians took the cue and began playing a slow, melodic waltz as the ponies on stage quickly began stepping back and forth in time to the music and to each other, dancing elegantly across the wooden platform, their quick, light hoofsteps making hardly a sound.

A spotlight was turned on in the rafters and gangways above the stage, and spun down to illuminate a pegasus in the centre of the stage. Her coat was a warm peach, and her mane and tail a strong amaranth pink, styled in an elaborate twist, not totally unlike Rarity’s own.

In fact, as Rarity watched with Fluttershy from the sidelines, she unconsciously flicked her tail in irritation. Falsetto leant in between the two and whispered;

“That prancing pegasus in the centre there is the renowned singer, Prima Donna. The old manager was quite fond of her, and often gave her the star roles, but I’ve been trying to... phase her out. Ah, this is her number now. You’ll see what I mean.”

As the waltz began to pick up speed, Prima Donna unfurled her wings with a dramatic flair, and leapt into the air, hovering a few feet above the stage as the dancers whirled and pirouetted around her.

She raised a hoof to her chest and took a deep breath. Fluttershy noticed out of the corner of her eye that Falsetto was instinctively folding his ears against his head and cringing in anticipation.

Prima Donna’s first note rang out across the opera hall, as strong as a

gale. She sang, loudly and with practised skill, sending her voice out to fill every nook and cranny of the auditorium. A brief flash from a unicorn's horn bent the beam of the spotlight around the hovering pegasus, curling it about her like a cloak as she sang.

As the second verse began and the dancers joined her in chorus, Fluttershy almost forgot that this was merely a rehearsal, and the stalls stood empty before the stage. As Prima Donna sang of a lost love reunited by fateful chance at a masque ball, Fluttershy could picture the scene, seeing the lavish colours and vibrant banners decorating the ballroom, while masked and costumed ponies danced and spun around and around in an endless waltz.

The music built to a crescendo as Prima Donna's voice climbed higher and higher, each ascending note punctuated by a flap of her wings as she hung above the stage like an angel of music.

However, as she hit a high C, the illusion was shattered by the piercing noise. Fluttershy's own ears pressed against her head as she winced, and Rarity stumbled like she'd been struck. The chandelier jingled as the blasting note resonated through the theatre. The conductor pony calmly put out a hoof to steady the sheet music before him as it threatened to blow away. Fluttershy could barely make out the strangled notes of the strings section as their bows slipped from their hooves, or the squeak of the brass as they choked on their own breath. One or two of the dancers faltered, missing a step and crushing the hoof of their partner.

Finally, the ordeal ended, as Prima Donna finished her song and sank gently back to the stage, her coat of light fading away as the spotlight was extinguished.

The conductor pulled out an earplug.

"Thank you, Prima Donna... gentlecolts, fillies. I think that will do for now. When we reconvene we'll go over the ballet in Act Three." He stepped down, the sheet music floating up and following behind him as he trotted away.

Falsetto leant forward again, and Fluttershy found herself rooted in place.

“A marvellous voice, to be sure, but... What she lacks in *talent*, she makes up for in **volume**, you understand.” He said, quietly. All Rarity and Fluttershy could do was nod.

As the yellow pegasus watched Prima Donna walk away, head held high, she suddenly understood the unspoken meaning in Falsetto’s words.

“... Y-you brought me here to... to replace her?” She squeaked, staring at the older grey earth pony with wide eyes. Falsetto cringed at what he felt was more of an accusation than a question.

“Well... Not ‘replace’, no, that’s an unnecessarily harsh way of putting it, my dear, it’s just... Prima Donna is not... Well... She lacks that true talent, that *spark*, if you will... She’s exceptionally well-trained, but her singing... It’s methodical, cold.” He explained, trying to avoid looking directly at Fluttershy.

“... Truth be told, I half-suspect my predecessor was either a ‘friend’ of hers, or in her family’s pay, or perhaps both. Whilst I certainly have no intention of *replacing* her, I felt that perhaps she should settle for smaller parts... allow fresh, new talent a chance to shine!” Now he looked her straight in the eyes.

“Like yourself! I will help you shine all across Equestria!”

Fluttershy felt a cold dread creep over her..

Rarity knew Fluttershy well enough to read her body language like a book. For such a shy pony, she wore her heart on her sleeve. Sensing that the conversation was about to take a turn for the worse, she interrupted.

“Well, I can’t say I thought much of her mane. That style looked all wrong on her.” She bounced her own lightly on her hoof. “I’ll just have to see what I can do about **that**.” Satisfied the conversation was suitably derailed, she continued.

“Oh, Falsetto, I simply must show you my first designs... I’ve had a flood of new ideas since arriving here, and I want to make sure the finished articles are perfect!” She turned, letting Falsetto lead the way back off the stage, and gave Fluttershy a reassuring smile. She smiled back, grateful for

Rarity's tactful change of subject.

She watched the stagehands clear the props away as they prepared for the next scene, mulling over her own thoughts.

She still wasn't sure how to feel about the whole affair. She liked singing, and she was forced to admit she liked singing for her friends. Pinkie Pie often turned to her for help when struggling with a new song, either because she felt the melody wasn't quite right or the lyrics needed some work. Or once, as Fluttershy recalled, when the pink party pony was left speechless by a mischievous blue bloom.

In fact, after the group's encounter with Poison Joke, she remembered Twilight Sparkle had been comparing the effects on herself and her friends, deducing that the plant somehow affected, through the plant's own magic, the quality about themselves that a pony took the most delight in, or was most proud of.

When, one day over tea, Twilight had asked her directly why her voice was affected by the flower, she'd had to do some quick mental gymnastics to come up with a reasonable-sounding excuse: the deeper voice made her sound more intimidating, which meant she couldn't help her animal friends.

Twilight had said no more about it, but Fluttershy knew herself that that wasn't the whole reason. It was true that her animal friends had been a little taken aback by 'Flutterguy', but when she spoke gently and softly to them, they soon came around.

If she was being truly honest with herself, she loved her voice. Her ability to work with animals extended to all areas of their lives, and singing with the birds always boosted her confidence in herself when she was feeling low.

So why was she feeling so nervous at the thought of singing professionally?

She was startled out of her introspection when a large elephant knocked her aside. She was about to instinctively apologize for being in its way, before it was swung aside, and she realised it was just a prop.

Feeling a little sheepish, she made her way down from the stage and wandered back towards her room.

A few hours and several practice sessions later, Fluttershy was standing back at the edge of the stage and watching as the stagehoofs set up the scene; a moonlit night over the open fields of Equestria. She smiled a little when she noticed that the wooden moon had been recently and hastily painted over to remove the famous Mare.

Rarity came to join her, looking flustered, a few strands of mane out of place.

“Oh! Rarity! Are you alright?” She asked, quickly showing concern. Rarity heaved a sigh and put on a smile.

“Yes, yes, I’m fine, it’s just I’ve been working with that ‘diva’, Prima Donna, all afternoon. She’s arrogant, bossy, and downright rude. Not to mention ungrateful! I drew up a design that would’ve looked beautiful on her during the second act, but she took one look at it and threw it aside like... Like trash!” Rarity stopped to check herself, taking a deep breath to calm down. “‘Is no good for me’, she said; ‘I must look like the Celestia herself for my big number!’ I mean, the nerve of some ponies!” She stomped a hoof in emphasis, drawing some attention and whispered jokes from the stagehoofs. She glared at them as they laughed and went back to work.

“But what about you, darling? How are you finding it here?” She asked, ignoring them and turning to Fluttershy.

“Oh, well, uhm, it’s... nice.”

Rarity frowned. “I know what *that* means.”

She didn’t get a chance to press further, as the conductor tapped the music stand for attention.

“Now then, fillies and gentlecolts, I know this piece was originally intended to be sung by Miss Days, but now that she has left us, the part will instead be sung by...” He paused, his composure momentarily shaken, and his voice cracked as he mentioned the name. “... *Signora* Prima Donna.” He

ran a hoof through his mane while the other dancers and singers shuffled about and looked down at their hooves.

Prima Donna strode into centre stage and stood proudly, wings extended and head held high. Without looking in his direction, she waved a (beautifully pedicured) hoof at the conductor.

“Whenever you are ready, *maestro*.”

The conductor resigned himself and raised the baton.

What happened next was a blur.

No sooner had Prima Donna opened her mouth, than there was a barely audible ‘twang’ from somewhere in the rafters above the stage. The wooden moon swung low as one of the ropes holding it aloft fell away, cut clean through, the other soon following suit.

It dropped from above almost as if Luna herself guided it, and before any of the unicorn technicians had time to react, it crashed squarely onto Prima Donna below. A mixed gasp of shock and relief went up from all present, and the stagehoofs rushed to help the singer from the heap of wood.

Falsetto strode onto the stage, glaring up at the rafters.

“Iron Knot! What happened up there?” He yelled to a pony staring wide-eyed at nothing, seemingly rooted to the spot in fear. He managed to find voice, and stuttered:

“G-ghost! I saw him! I saw the Ghost! He c-cut the ropes!”

The ponies on the stage and in the orchestra pit murmured amongst each other, shooting frightened glances around the empty theatre. Falsetto grimaced. “Just what I needed...”

Prima Donna was pulled, battered and ruffled, from the wreckage, fury written across her features and splinters in her mane.

“Ghost? Pfah! Is your ploy to get rid of me, eh? You arrange this!” She pointed an accusing hoof at Falsetto, who backed up a step.

“S-signora, I assure you, there’s no ‘ploy’! These things happen! The rope was probably frayed!”

“ *‘These things do ‘appen!’*” Prima Donna sang back, mockingly. “This is the third time *‘these things do ‘appen’* in a month! And if *‘these things’ do ‘appen*, then **this** thing does **not** ‘appen!” She yelled back, gesturing to herself as she hovered above the stage. “Enough! I go now! Bye-bye! You get your little canary to replace me!” She turned to Fluttershy, glaring at her in anger. “Maybe **she** sing better for you and appease your ‘ghosts’, eh?”

She flew across the theatre and out the double-doors of the auditorium. An awkward silence descended in the wake of her departure, and Fluttershy could feel everypony looking at her.

She felt like she wanted to cry.

The conductor looked at Falsetto, breaking the silence by clearing his throat.

Falsetto looked to the conductor, and gave a resigned sigh.

“**Signora!**” He yelled, running out after her. As the double-doors swung shut once more, the ponies gathered inside the theatre whispered to one another about what had just happened. Fluttershy caught snatches of sentences as they echoed around the auditorium.

“... *Phantom...*”

“... *Third time this month...*”

“... *look on her face!*”

“... *‘course she’ll be back...*”

“... *yellow one over there...*”

“... *Miss Day’s replacement?*”

Rarity leant over to Fluttershy, keeping her own voice to a whisper.

“That didn’t look like an accident to me... Look at the ropes, they’ve been cut through! And not only that, but I’d swear someone placed that moon there deliberately. I saw them practising this scene yesterday, and it was at the back of the stage, not the centre.” She frowned at the pile of what was now little more than firewood.

Fluttershy looked at it, trying to ignore the glances in her direction. She could see the dangling end of rope in the rafters above, and it did seem strange to hang it over the centre stage, especially since it was a background piece. She trusted Rarity’s judgement on such matters, at least.

But if it **wasn’t** an accident, the bigger question remained: who?

“I can see that *harpy* is not well-liked.” Rarity cut in, referring to the mythical group of griffons that tormented ponies with their harsh voices and sharp claws. “Perfectly understandable, of course. I’m surprised she has any supporters at all, the way she treats other ponies. And what was all that about a ghost?” She frowned again, raising a hoof to her chin.

“Falsetto mentioned in Ponyville that his last singer left because of a ‘ghost’... Oh, this won’t do. I shall simply have to do some digging!”

Fluttershy raised an eyebrow at her.

“... Metaphorically speaking, darling, of course.”

~ Scene III ~

"In the preliminary practise sessions, our lead singer handed in her notice, claiming some nonsense about the place being haunted."

"G-ghost! I saw him! I saw the Ghost! He c-cut the ropes!"

"Just what I needed..."

"... Phantom..."

"... Third time this month..."

Rarity raised a hoof and knocked on the door to Falsetto's office, hidden in the veritable rat's nest of corridors and walkways inside the Canterlot Opera House.

"Come in~!" The manager chimed, and Rarity opened the door with a flash of her horn. Floating behind her as she trotted in were some of the finished costumes, ready for inspection, as well as drawings and designs for more. She was still wearing her work glasses, balanced skilfully on her muzzle.

"Ah! Rarity, my dear! Oh, I say, are these the costumes for the chorus? Why, they're magnificent!" Falsetto gushed, rising from his seat and lifting the fabric to his eyes as Rarity set it down beside the desk.

"Indeed they are," Rarity answered, for both the question and the compliment. "I've been working closely with the singers, and they've all had their input in the final product." Rarity frowned, and spread out a design on the desk." ... But as for our mutual friend Miss Donna..."

“... This is... certainly a... uh, new style for you, my dear.” Falsetto said, tactfully, looking over Rarity’s shoulder at the drawing.

“It’s not **mine**, darling, the *Signora* decided to grace me with a design of her own making. After systematically insulting and belittling mine, of course.”

“I see.” Falsetto grimaced as he inspected it. “... That’s not real, is it?”

“Fluttershy would have a fit if it was.”

“Can’t have that.”

“Indeed not. And then there’s the...”

“... I **say**.”

“It simply will not do.”

“Well said. ... I’ll leave the matter entirely in your capable hooves, my dear.”

Rarity grinned, scrunching up the design and throwing it into a waste paper bin. Satisfied, she laid down her own drawings, allowing Falsetto to peruse them, and noticed that she had accidentally brushed a note to the floor. She floated it back up and, curiosity getting the better of her, lifted it to her eyes.

It was a simple parchment with a broken wax seal in the shape of a pony’s skull, hanging off a black ribbon. The parchment was bordered with a thick black line, and, peculiarly, was written in dark red ink.

It read:

“*Dear Falsetto*

Just a brief reminder, my monthly salary has not yet been paid.

Leave a cheque for 20,000 bits with Quick Step by the time of this week’s showing of “The Barber of Ponyville”. I shall watch the performance from my usual seat in Box Five, which is to be left unoccupied.

Our dear Prima Donna must be taught humility, so she shall be allocated the role of the servant. The role of the ward shall fall to your new prodigy. I am anxious to hear her perform.

I remain, sir, your obedient servant;

O. G.”

Rarity placed the letter back on the desk, Falsetto catching the movement out of the corner of his eye.

“Ah, you’ve found the note, I see.” He said, glaring at the piece of parchment.

“I couldn’t help but notice... -” Rarity began.

Falsetto looked up at Rarity and frowned. “I know that look. That’s the look that’s about to give me an interrogation.”

“Falsetto, darling, a lady does *not* ‘interrogate’. ... I was merely going to ask you a series of probing questions to which I would expect gratifying answers.”

Falsetto sighed dramatically and sat himself back behind his desk.

“Go on...” He said, waving his hoof in an exasperated gesture.

“Well... I **am** curious about this ‘ghost’ problem you seem to have. Back in Ponyville, you explained that your other singer, Miss Days, left after claiming she was being haunted by some ghost, and you laughed it off.” She began pacing in a tight circle in front of Falsetto’s desk.

“However, yesterday, after the accident, the stagehoof in the rafters... Mister Iron Knot, was it? He claimed he saw ‘**THE** Ghost’, and seemed quite sure of it. You then reacted, not with shock or laughter, but rather a begrudging acceptance, as if you’d been expecting this. Not only that, but the dancers and orchestra seemed to be in on it, whispering among themselves like that.”

She wheeled around to face the grey earth pony, who was staring at the wall with a scowl.

“There’s something you haven’t told Fluttershy and me, isn’t there?”

Falsetto scowled at the wall for a few moments longer, then swivelled about in his chair, bringing himself face to face with Rarity, who was looking expectantly at him with a raised eyebrow.

He sighed again, with considerably less enthusiasm.

“Where to start? When I was given the royal appointment, I discovered it was because my predecessor had left ‘for the good of his health’. After I met the *Signora* I thought I understood what he meant, but... then I received a note.” He shot a glare at the offending missive.

“I dismissed it as a prank, but that same week, Prima Donna was involved in another ‘accident’ during rehearsals, much like the one you saw yesterday. Having put the note out of my mind, I thought nothing of it at the time, just a simple mistake by the stagehoofs.

Not so for my employees, however. Especially Iron Knot... He told wild tales of a ghost - a ‘Phantom of the Opera’ - that haunted the Canterlot Opera House and would take a shine to certain singers, then attempt to advance their career above others. Prima Donna, he said, was not one of these favoured few, and the ‘accident’ was a clear sign of the Ghost’s disapproval.

He was flippant and jovial as he said it, and I dismissed it as nonsense. Then, the next week, another ‘accident’. By that weekend, Miss Misty Days had handed in her notice, packed her bags, and fled. Poor thing always was a bit on the nervous side, so I gather. The other staff were of little help, they seemed quite convinced that the ‘Opera Ghost’ was real.” Falsetto jabbed a hoof at the ‘O. G.’ signature on the parchment.

“To tell you the truth, my dear, it’s been one thing after another since I took up my position here. After losing Misty Days and having to shell out a small fortune in bits to keep Prima Donna from walking out, I was beginning to wonder if the Princesses hadn’t given me the position as a sort of punishment for something or other.”

Rarity stood still for a moment, letting all this information sink in.

“... Why haven't you gone to the guard about it?” She asked, finally. Falsetto rolled his eyes.

“And be laughed out of Canterlot? My dear, if I went around the city saying there was a ‘ghost’ scaring away my singers and actors, it'd be the end of my career! No, I must deal with this ‘in-house’, as it were. Besides, beyond these notes, who could have been written by anyone, and rumour, I have nothing but blind conjecture!”

“So you don't believe in this ‘Opera Ghost’?”

“Rarity, I'll bet a thousand bits that whoever is behind all this is as corporeal as we are. It's just a matter of finding who's responsible.”

The white unicorn raised a hoof to her chin in thought. Her mouth slowly curled into a smirk. She rolled up her designs and made for the door.

“... What are you planning?” Falsetto called out after her, a hint of worry in his voice. Rarity looked over her shoulder at him and smiled.

“I have all this work to do, darling! Not to mention, I should let you get back to yours. I'll see you for dinner~!”

“Wait-!” The door clicked shut behind her as she left.

Falsetto let out another sigh, rather more heartfelt.

“... There's no way this is going to end well.” He muttered, to no pony in particular.

Fluttershy raised a wing to shield her eyes as the stagehoofs lit the spotlights above her and swivelled them around. She was standing, centre-stage, with the many rows of seats stretching out before her, decked in red velvet and gold paint.

The only pony in her field of vision was the conductor, standing ready, as

always, behind his music stand. He cleared his throat.

“Now, Miss Fluttershy, this will be your first practise session with me and the orchestra, so that we can get a feel for your voice, and how best to augment it with the music. I trust you are familiar with the aria from Wagon’s *‘The Pegasus?’*”

Fluttershy lowered her head and hid behind her long hair.

“... I see, well, maybe Verge’s *‘Violetta?’*”

Fluttershy shook her head, almost imperceptibly. The conductor sighed, a hint of exasperation coming through.

“Perhaps just the basics, then... We’ll be performing *‘The Barber of Ponyville’* at the end of the week, perhaps you’ve had time to look at the score?” He sounded almost pleading. Fluttershy guessed that, after a day of dealing with Prima Donna, the conductor’s patience was probably wearing thin.

Fortunately, she’d spent some time studying her copy of the *libretto* when Rarity was busy, or when she’d caught a spare moment between watching and familiarizing herself with the rehearsals. Although she wasn’t particularly knowledgeable about opera as a whole, *‘The Barber of Ponyville’* was well-known, especially in its namesake town, and relatively simple to perform. She imagined that was precisely why Falsetto had chosen it. She was able to look up and nod with a small smile.

“Excellent, excellent. I think we’ll try the aria in act one. That’s the part of Rose, the ward. I’ll begin the music, and then give you an indication of when I need you to begin singing. Is that clear?”

Fluttershy just nodded again. The conductor did the same, tapping on his stand with the baton to get his orchestra’s attention. There were a few squeaks and whistles as they quickly made some last-minute adjustments to their instruments, followed by anxious silence as they waited for the signal to begin.

With a wave of the baton, the strings section started to play a slow, sweeping melody, that progressed to a faster tempo, changing to a rapid

staccato as they reached a small crescendo.

Just as Fluttershy was getting a feel for the music, they cut off, and she noticed the conductor pointing his baton at her. She panicked for a moment, trying to remember the start of the song as the orchestra continued with softer strokes. Her brain caught up with her mouth by what should have been the second line of the verse, and she began singing, almost as quiet as the orchestra was trying to be.

The acoustics of the hall managed to at least make Fluttershy audible as she struggled to remember the words, singing at first haltingly, but soon growing stronger in voice as the tune began to play in her memory.

She felt a tingle in her throat, and suddenly her voice rang loud and clear around the theatre, so much to her surprise that she let out a loud 'Eep!' and immediately stopped singing. The conductor shot a glare up at the rafters to some unseen stagehoof, and shook his head.

"Apologies, Miss Fluttershy. Our sound technician was just casting a spell to amplify your voice. Normally he will do so before you begin, but he ***missed his cue!***" The conductor yelled the last part of the sentence up at the technician. Fluttershy could hear a mumbled 'Sorry.' float down from above.

"Oh, uhm, it's quite alright." Fluttershy replied, cringing at her own volume. **"Too loud?"**

"No, that's just fine, miss. Now, perhaps we can start from the top... Be sure to watch for your cue." The conductor gave the orchestra a few moments to prepare, then gave the signal to begin. The melody slowly filled the air, and Fluttershy began to count in her head, waiting for her cue. The moment she saw the conductor point his baton at her, she broke into song, her voice amplified to fill the music hall.

She still found herself drawn to look at her hooves as she sang, not looking up at the conductor or the seats where the audience would be sitting and watching her. The conductor cleared his throat loudly, clearly heard over the orchestra and her own voice. She looked up at him, and then out into the empty stands that stretched out into the unlit darkness before her.

In her mind's eye she saw them filled with hundreds of ponies, looking at her critically as they silently judged every note, every tremble in her voice, every squeak as she nearly missed a note. Her eyes widened, and she faltered, missing a word in the line. She dropped her gaze back to her hooves, trying to pick up the song, but it was too late. She could feel a thousand imaginary pairs of eyes glaring directly at her, and could hear the sounds of them murmuring their disapproval.

She felt her knees go stiff. Her wings snapped shut by her sides. Her voice just stopped, and she stared, wide-eyed, at the varnished stage beneath her.

The orchestra, realising she'd stopped singing, soon came to a halt themselves. The conductor let out a clearly exasperated, and somewhat dramatic sigh.

"What *now?*" He snapped.

Fluttershy couldn't move. She couldn't speak. She was rooted in place from sheer stage fright. The thought of all those ponies watching, listening, judging her, waiting for a chance to tear her apart. She'd felt the same every time she was thrown out onto a catwalk during her time with Photo Finish, but this time there was no pony to give her a nudge forward or break that invisible grip of fear.

She wished she could be somewhere, anywhere, other than right here, in the centre stage, lights shining down on her, highlighting her for all the world to see.

The conductor raised his eyes and hooves to the heavens and threw down his baton, storming out of the orchestra pit, muttering to himself.

The orchestra just looked at each other and Fluttershy, not sure what to do or how to break the awkward silence that had descended on the stage. Finally, the cellist, a grey mare with a dark mane and pink bow, stepped up on stage and nudged Fluttershy in the shoulder.

"You alright?" She asked, compassion, concern and understanding showing in her violet eyes.

Fluttershy felt herself being drawn back to reality as the imaginary crowd of

critics vanished, leaving only empty seats and darkness behind. She turned to the cellist, slowly calming down.

“Y-yes, I’m, uhm, I’m fine. ... Sorry for ruining the rehearsal.... I just... I just got...” She stuttered. The cellist laid a hoof on her shoulder in sympathy.

“Stage fright. It’s fine, everyone does from time to time. Don’t mind Maestro, he’s just had a hard day of it with Prima Donna and our tenors.” The cellist replied, nodding towards the door where the conductor had just left. “I’m Octavia, by the way, the principal cellist here.”

Fluttershy nodded, then recognition suddenly hit. “Oh! Goodness, you’re the cellist from the Grand Galloping Gala! ... I’m sorry that we, uhm...”

“Ah! That’s where I’ve seen you before! You’re the one who had a bit of a crazy moment and brought all the animals in!”

Fluttershy cringed.

“Oh, don’t worry, no harm done.” Octavia smiled. “In fact, thanks to your pink friend interrupting us, Princess Celestia asked me and the others to attend at next year’s Gala. We probably wouldn’t have got the privilege two years running if it wasn’t for you all, so I should be thanking you!”

“I’m glad it worked out for you. Hopefully next year it’ll be smoother.” Fluttershy said, smiling at Octavia.

“Well, it couldn’t be worse.” The grey earth pony grinned. “Anyway, it’ll probably be a while before Maestro feels up for another set of rehearsals, so we all might as well go stretch our legs in the meantime. Think I might take a stroll into the city, actually. Join me?”

“Oh, thank you, but I think I’ll just go back to my room for now. Angel’s probably expecting me.” Fluttershy replied, nodding in thanks to Octavia.

“Angel? Coltfriend?” Octavia asked, tilting her head slightly.

“C-coltfriend? Oh, no, no, Angel’s just a bunny. I look after him. Or... Well, sometimes he looks after **me**, but...” Fluttershy trailed off. “... I’ll see you at dinner?”

Octavia nodded, and turned to go. Fluttershy followed suit, heading back through the labyrinthine tunnels of the Opera House to her dressing room. She could hear Rarity muttering to herself through the thin partitions as she worked on a costume in the next room. She nudged the door open with her hoof, looking down to see Angel standing there, waiting, and holding a rose tied with a black ribbon.

“Oh! Is that for me, Angel? Aww, how sweet of you! Thank you!” Fluttershy said, taking the rose from the little rabbit. Angel shook his head and frowned, pointing at the mirror.

Fluttershy looked up at the mirror, uncertain of what the rabbit was trying to say. She walked over, and felt a cold draft against her body as she passed one side of the full-length mirror. She took a step back, peering at the edge where she could feel the draft coming from. Carefully, she stuck out a hoof and pushed against it, jumping back in surprise with wings extended as it slide aside effortlessly, revealing a stone corridor that stretched away into the dark.

Angel nodded to himself in satisfaction, and quickly leapt down the corridor, wasting no time. Fluttershy shook herself out of the shock and noticed Angel’s white bobtail disappearing into the murky gloom.

“Angel! Wait, come back!”

~Scene IV~

A group of ponies, dancers, singers and stagehoofs were all gathered in a small room off the side of the main stage, sitting encircled around a unicorn as he span wild tales.

“His coat... Well, if you can call it a coat, is grey like slate, patches of hair over a bare body, nothing more than skin stretched over a skeletal frame! His eyes are black pits sunken into the side of his skull, and a hole serves for a muzzle that never grew!”

Iron Knot grinned as he looked around at his enraptured audience. He stood in the centre of the small crowd, lit by a spotlight hovering above, and dressed in an old cloak that he swept around himself dramatically.

“And of course, you must always be on your guard... Or the Phantom will catch you in his magical lasso!” He swung a rope for emphasis, catching one of the dancers around her forelegs and pulling her over with a quick tug. She giggled helplessly as Iron Knot stood over her and growled affectionately.

“ ‘*Those who speak of what they do not know find too late that silence is wise.*’ ” Another voice spoke up from behind the crowd, making Iron Knot look up and frown.

The dancers shuffled aside hurriedly as their choreographer, Quick Step, moved into the spotlight. She circled Iron Knot, glaring at him while the roped dancer edged away. Quick Step snapped up the end of the rope in her teeth and wrapped it around Iron Knot’s neck, pulling it just tight enough that it became uncomfortable.

“Iron Knot... Hold your tongue.” She hit him with one of her forehooves.

“And the rest of you, get back to practice. No more talk of ghosts and phantoms, we have an opera to perform.” She scowled, looking around at the assembled ponies, who avoided her sweeping gaze. As one, they quietly walked away, leaving Iron Knot and Quick Step under the light.

She gave him another long look, before letting the rope fall from his neck. He said nothing, but stumbled away, his expression a mix of shock and embarrassment. Quick Step went out after her dancers, and the room was empty once more.

The light went out, cloaking the room in darkness, but for a single violet glow from atop the rafters.

Rarity carefully floated the spotlight back to the floor, smiling to herself.

“Angel! Come back here!” Fluttershy shouted into the darkness where her rabbit had disappeared, but no reply came.

“You come back here this instant, young man, or I’ll... uhm... I’ll be... Very upset!” Her voice echoed down the corridor.

Fluttershy strained to hear any sound of Angel’s footsteps, but all she could make out was the dripping of water against cold stone.

“... Please?”

She fell back on her haunches and chewed her lip nervously, wondering what to do.

“I... I could go get help, but I can’t leave Angel all alone in there...” She said out loud, using herself as a sounding board. “... I’ll just have to be more brave, like Rainbow Dash.”

She rose to her hooves and stared down the black tunnel that stretched away before her.

“... I-I faced down a dragon. I saved the girls from a cockatrice.” She gulped, scraping her hoof on the floor. She took a deep breath, and made a tentative step forward, repeating her words in her head.

Her wings stretched out to touch the walls on either side. The corridor was wide enough for two ponies to walk comfortably, side-by-side, and her wing-tips brushed against rusted sconces nailed to the damp, stone walls. The cold, clammy feel of the tunnel clung to her hide as she continued to

walk. She could see nothing before her, and looking over her shoulder, even the light of her room seemed far, far away.

It was as she was glancing over her shoulder that she collided with a wall. After regaining her footing, she felt along the wall with her wings, still blind in the dark. A chill wind picked up to her right, and she could hear the distant sound of rushing water in that direction. Following her ears, she kept herself pressed against the wall, edging forward and making each step carefully.

She came to a flight of stairs that spiralled down into the mountain, and decided to take to flight in case she slipped on the wet stone. As she followed the walls, circling around and around in what seemed like an endless flight down into the depths, the sound of rushing water grew louder and louder.

Fluttershy descended the final few steps and was met by another long corridor. She could see a soft light at the other end, like the glow of a unicorn's horn, at once both inviting and otherworldly. The sound of what she imagined to be a waterfall was now a loud roaring that echoed along the stone walls, drenched as they were in mist.

She emerged into a vast, natural cavern, the same underground lake that Rarity had told her rumours of. What she'd heard wasn't the half of it. The walls of the cavern, hewn from the rock of Canterlot Mountain by centuries, perhaps millennia of water rushing through them, were studded with rich amethyst gemstones, the source of the strange and almost unnatural light that permeated the entire cavern.

The gems stretched from floor to ceiling, creating a large dome, in which sat the lake itself, reflecting in its ripples the lights above, making them look almost like a starry night sky against the dark water. In the ceiling, a perfectly circular inlet had been cut, through which the waters from above poured into the lake. The mist created by the artificial waterfall was breathtakingly beautiful as it shone with the full spectrum of blues, violets, purples, indigos and reds, reflected and refracted from the crystalline theatre.

She just floated in the air, staring at the sight and drinking in the beauty of it.

A brief flash of white out of the corner of her eye brought Fluttershy back to reality, remembering the reason she had ventured down here to begin with. She swept down and grabbed up Angel in her hooves, torn between chiding the small rabbit or just hugging him.

“Angel! I was so worried! Thank goodness you’re alright...” Angel glowered at her. Fluttershy’s smile turned into a frown as she glowered back. “And don’t you **ever** run off like that again, young man, you hear me? Now, we’re going to go back up and tell Rarity-” Angel cut her off with a frustrated shaking of the head, pointing out across the water to a smaller tunnel where the lake wound away further into the mountains. Fluttershy glanced between it and Angel.

“... You want to go on further?”

Angel nodded.

“Well, I suppos-...” Fluttershy trailed off, before she felt a sudden conviction about the matter. She placed Angel on the bank of the lake and looked him directly in the eyes.

“No. We’re going to go back up to the opera house. We can come down here again later, with Rarity.”

Angel folded his arms.

“Come on now, Angel...”

He shook his head.

“Angel.”

He turned away.

“ANGEL.”

He held his head up and sniffed in the manner of a Canterlot aristocrat.

Fluttershy frowned, and jumped in front of him. The air around the two

grew chill as she gave him the full force of The Stare.

Angel looked up at Fluttershy, and raised an eyebrow. He held her gaze, a bulwark of defiance against the ocular onslaught. Sweat beaded on Fluttershy's forehead as the two engaged in mental conflict, Stare against Stare.

She blinked first. Angel smiled smugly and waited expectantly for the pegasus to concede. Fluttershy sighed, extending a hoof for him to climb on her back. He leapt up and grabbed a lock of her hair like reins, jabbing her in the shoulder with his foot, pointing dramatically towards the tunnel on the far side of the lake. Fluttershy shot him one final glare and took off, flying low above the surface of the water.

She could see flashes of silver as fish darted through the dark water, the light of the gemstones reflected off their scales. A few swam to the surface to nip at her hooves as she flew, winding over the lake, avoiding the waterfall and the great clouds of mist at its base. As she approached the tunnel, she could see that the amethyst covering of the walls ended a short distance in, plunging into darkness once more. However, she could just make out a dim light at the far end of the tunnel, that looked to be the more familiar light of a torch or lamp.

Flying slowly towards it, keeping her head low to avoid hitting the cavern ceiling, she passed worn masonry and rusted sconces. From what she could make out in the low light, they were a similar design and cut to the tunnels that connected the lake to the opera house above, but must've been constructed quite some time ago considering their current state.

She came to the end of the tunnel, and peered around the corner. Before her lay a sort of small harbour, lit by candelabras that stood in the water. A small boat was docked at the foot of a flight of stone steps, leading up away from the harbour to a ledge above. From where she was, Fluttershy could see curtains hung from the stone ceiling, obscuring much of her view of the ledge.

Suddenly, a loud note echoed in the cave, the sound of a hoof striking a pipe organ, deliberately discordant. The noise so startled Fluttershy that her wings immediately locked to her sides, and she fell into the water below with a cry. The music ceased instantly, and as she fought for the surface,

she could hear the echoing clops of somepony running towards down the steps towards her.

She felt strong hooves slip under her wings, and she was pulled from the water, coughing and spluttering. Angel hopped to the stone steps, looking particularly bedraggled. Fluttershy was placed beside the rabbit by her rescuer, who looked at her with some concern.

“Are you alright?” He asked. His voice was deep, the voice of a stallion of some years, but it carried a melodic and soothing quality. It was the voice of a trained singer, an artist, or perhaps a noble. The sort of voice Prince Blueblood could only wish to imitate.

Fluttershy opened her eyes, staring up at the face of her rescuer. Or rather, the mask that obscured it. A pristine white half-mask ran from the stallion’s forehead down over his left eye, along his muzzle, and curved down around his mouth and along his cheek. In the dim candlelight, she could make out nothing more of his features, beyond the slate-grey of his coat, a black mane and unusually long ears. He was also dressed in formal opera wear, although he had discarded his cloak and waistcoat before running in after Fluttershy.

She blinked at him, her own wet mane plastered across one eye in a mimic of the stallion’s mask.

“I-I’m fine, thank you.” She squeaked. Angel hopped onto her chest, standing between her and the stallion, brandishing the rose with its (now soaked) black ribbon that he had taken from Fluttershy’s room. The stallion’s eyes widened in recognition.

“Ah! How did... Nevermind. We must get you dried off. Come, let me show you my humble abode.” He said, rising from his knees and trotting back up the stairs, pausing to pick up his cloak and throw it over his shoulders with a practised flourish. Angel glared after him. Fluttershy looked at the rose the little rabbit held in his paw, then to the retreating figure of the stallion, suddenly understanding.

“... Was that was this was about? You were jealous!” She smiled, hugging the rabbit between her hooves, and placing him back on the stone so she could get up. “Still...” she continued, half to herself, “He seems friendly,

and it would be rude to leave now...”

Angel frowned, but hopped up the steps, Fluttershy following close behind. She stepped through a curtain at the top of the flight to find what looked like a finely furnished cave. Part of the original tunnels had given way at some point in the past, and water had gouged an overhang into the rock walls, now turned into a homely cavern by the masked pony. Richly woven rugs were strewn across the floor, upon which sat desks and tables of every size, shape and grain, decorated with candelabras, theatre props, sheet music, instruments, paintings, drawings and designs. Against one wall where the stonework had survived sat a great pipe organ, its ivory keys yellowing from age and use, stoppers missing and pipes fractured.

It was chaotic and disorganized. Finished works of art shared space with half-complete sketches, half-obsured by curtains of many different materials and hues draped as makeshift partitions. Everywhere Fluttershy looked she found something to occupy her attention.

She heard the clatter of cups and saucers away behind one of the curtains, and guessed that her host had decided to prepare a drink. She walked up to the pipe organ, glancing at the pages and pages of sheet music scattered across it. Some bore staves of music angrily crossed out, half-formed melodies discarded in favour of others. Atop the stand sat a musical score, its worn cover tied with string to protect the sheets inside. On the cover, in fine, gold lettering, read:

“Don Libertad Triumphant”.

“My *magnum opus*.” Fluttershy jumped as she heard the voice of the stallion behind her. “My apologies, I did not mean to startle you. Here.” He took a cup from a tray on his back and placed it in front of Fluttershy on a small square of free space on the organ. She mumbled her thanks.

“And one for you, little guardian. I trust you enjoy tea.” The stallion continued, placing a smaller cup at Angel’s feet as he stood next to Fluttershy. He seemed a little startled at this display of generosity, but continued to glare at the strange pony nonetheless.

Fluttershy could see now, in the better light from the many candles around, that the stallion was an Earth Pony. She guessed he was maybe half a

hand shorter than Big Mac, but of a similar build. His left eye was mostly obscured by the mask, but his right eye was a dark brown, almost black. He wore full formal evening wear; a white shirt buttoned to the collar, with a black overcoat and extravagant silk opera cloak that obscured his cutie mark.

"I hope my gift didn't offend you." He said to Fluttershy, indicating the rose. The pegasus blinked again.

"Oh, uhm, n-no, it was... Very nice of you." She replied. "Thank you. F-for helping me just now, I mean. And the rose too."

"I shouldn't have gone through your room to put it there, but I prefer to remain unseen, you understand." He continued, in that same soothing voice. "I admit I was somewhat startled when your little protector awoke and confronted me, and I suppose that, in my haste, I forgot to secure the mirror behind me. I hope you can forgive me."

Fluttershy just nodded, unsure of what to say.

"Fluttershy, isn't it? The new singer from Ponyville." The stallion asked.

"Y-yes, I'm Fluttershy." She replied.

"Fitting name." He smiled. "You can call me O. G. This is my domain, here, beneath the city. Here I live, I work, I dream and I create." He said, waving a hoof at the surroundings. "You could say I'm a *connoisseur* of the opera, and I watch the goings on above me with great interest. You, in particular, have a talent I have rarely seen in recent years."

Fluttershy could feel herself blushing. She felt both uncomfortable at being praised, but also put at ease by O. G.'s polite manner and hospitality.

"Well... I, uhm, I like singing. ... I'm not very good with crowds, though..." She said, thinking back to her practise session a few hours ago. O. G. smiled again.

"Ah, well, I think I may be able to help you with that. I have trained a number of promising singers over the years. I can give you lessons to improve your confidence in singing, if you wish."

Fluttershy pondered the offer. She thought of Prima Donna's snide remarks and insults towards her, both during practise and off-stage, when the diva thought Fluttershy couldn't hear. She thought of Falsetto and Rarity's enthusiasm for her, and above all, the enjoyment she brought herself and her friends when she sang.

"Oh, yes, please, that would be wonderful!" She replied, smiling happily at the stallion. Angel looked on, still glaring at the interloper.

~ Scene V ~

“Now please just- Would you- *Signora*, I- **Hold still!**”

“Now you shout at me, eh? You keep poking me with your needle! Kch! Ai-ya, watch my coat!”

“I don't like doing this any more than you do, but if you'll just let me **do** my job we can **both** be out of each other's manes *tout de suite!*”

Prima Donna snorted, but finally consented to hold still and stop trying to admire herself in the mirror. Rarity was at her wit's end, her mane dishevelled and falling back to its naturally wavy state. She had been battling with the pegasus singer for over an hour, trying to put the finishing touches to her costumes. The earth pony and unicorn actors and actresses didn't require such fine-tuning, and a loose-fitting costume was generally adequate, but for the pegasi to fly properly on stage a tighter fit was needed. The diva was making especially sure that her own somewhat frill-heavy costume did not impede her flying.

She heaved a sigh and stomped her hooves.

“Bah, I should be out there practising, not stuck in 'ere with *you*.” She said, looking down her muzzle at the seamstress.

“You could certainly do with it.” Rarity allowed herself the jibe, but Prima Donna brushed it off.

“What you know, eh? See, Falsetto, he see my true talent. Tonight I play the lead soprano, as I should do. The little yellow *ingénue* won't get the limelight tonight!”

“Knowing Fluttershy I imagine nothing will please her more... Come to think, where is she? She hasn't come in for her fitting yet. I don't suppose *you've* seen her?”

“What you think?” Prima Donna replied, deadpan.

Rarity rolled her eyes behind Prima Donna's back, and laid down her needle and thread. "Still, I haven't heard a sound from either her *or* Angel all day. I know she's quiet, but the wall between our rooms is so thin I could put my hoof through it."

"You going to chat or '**do** you job'?"

"Hmph. Fine. Now hold *still*." Rarity took up the tools of her trade once again.

"Al-YA! You do that on purpose!"

"It slipped."

Falsetto read over the note grasped in his hooves once again. He'd tried his best to ignore the threats, but they played over and over in his mind, plaguing him. He couldn't bring himself to believe all the nonsense about the ghost, but the evidence was before him. He'd seen the 'accidents', he'd heard the rumours, and he'd received the notes.

In some ways, he would've been more than happy to do as the 'ghost' asked, and cast Fluttershy as the leading soprano in tonight's play, but it was never as simple as that. Prima Donna had powerful connections in the city, and the media sung her praises after every performance. As much as he relished the idea of seeing her upstaged, it would be a foolish thing to do in his current position.

He stared at the wall, adorned by a copy of the poster he'd had put up all over the city. '*The Barber of Ponyville*' was always a crowd-pleaser. The takings had been good, almost every seat in the house had been sold. It'd be more than enough to pay off this 'ghost's salary should the threats in the note be more sinister than they appeared.

If nothing else, Falsetto was a careful stallion.

"*'I shall watch the performance from my usual seat in Box Five, which is to be left unoccupied.'*" The grey earth pony muttered to himself as he read. "... Like Hay it will."

Careful, but sometimes... He just had to see things for himself.

A dancer twitched back the curtain, looking out at the full house before her. Every row and box was full of ponies, chatting among themselves, eagerly waiting for the opera to begin. The orchestra were tuning their instruments, while Maestro arranged the pages on his music stand.

Behind her, the stage was in turmoil, as stagehoofs ran around making sure the pieces of scenery were all in the correct places. Lights spun and flickered as they were tested and swivelled into position, and chorus ponies, singers and dancers tried hurriedly to arrange themselves.

Rarity was watching from the sidelines, her critical eye going over all the costumes as their wearers ran around, looking for any loose seams or rips that she would have to fix after the performance. Suddenly, Fluttershy shot past her looking slightly panicked, her costume hastily thrown on and her hair frizzled.

"Fluttershy! Where have you *been*, darling?" Rarity hissed, causing Fluttershy to stop and turn.

"Oh, Rarity! I... uhm, I was busy practising, and I lost track of time, and I didn't realise how late it was, and I had to rush to the stage..." She replied. "I'll see you after, alright?"

"Of course, darling, but... Oh, never mind, there's no time for that now." Rarity sighed, looking at Fluttershy's dishevelled appearance. "Go on! Break a leg!"

Fluttershy nodded thankfully and rushed to the other side of the stage, getting lost in the crowd. Rarity continued to watch while everyone settled into place, and saw the lights dim on the other side of the thick velvet curtain.

The auditorium fell silent. Rarity heard the tap of Maestro's hoof on his music stand, and the music began. In the same instant, the curtain was pulled back as the spotlights flared into life, bathing the stage in light.

As the overture played, the ponies on stage moved and danced around one another, acting out scenes of Ponyville life in mime. Rarity could see Fluttershy, dressed as a serving maid, buying produce from another mare stood behind a wooden façade painted to look like an apple stall.

Eventually, the two starring tenors strode in from the far end of the stage, playing the roles of Fig Roll (the eponymous barber), and his employer and friend, Count Almond. The music lowered to a background volume as they struck up their song. Rarity had to admit she was impressed by how powerfully they could sing, but without being as deafening as Prima Donna.

Ponies shuffled about the stage and disappeared through doors cleverly obscured by props as the audience's attention was diverted towards Fig Roll and Count Almond. Soon, they alone stood on the stage, the Count spilling out his problems to his old friend.

Behind the scenes, Prima Donna was barking orders to her circle of dedicated helpers, preparing herself for her entrance. In the chaos, nopony saw a masked figure reach from behind a prop and swap Prima Donna's throat spray for an identical-looking bottle with a rolled up note tied to the neck.

"Where is my spray? Hurry! Try not to get it all over my chin, eh?" She yelled, and one of her assistants ran to take it and the note. She held it in front of the diva's open mouth and dutifully sprayed. It was only then that Prima Donna noticed the dangling piece of parchment.

"Oh? A note? Read it to me." The assistant unfurled the note and read it in a stammering voice:

" 'Y-you have a bad cold. If you are wise, you will see that... that it is M-madness to try to sing tonight. Even now, it is not too late to t-turn back and save face.

O. G.' "

The diva snorted in anger and snatched the note from her assistant's magical grip, throwing it to the ground and stamping on it.

“It’s all a conspiracy! Well, I will sing! Nothing is going to stop me! Not a *fantasma*, not that *canario*, nothing!”

Prima Donna calmed herself, swallowed, and tried a few notes to warm up her vocal chords. Satisfied, she waited for her cue, listening as the tenors wrapped up their scene and watching as the lights darkened, and the stagehands ran out to transform the stage from a busy market to a quiet home.

She lived for this moment. The moment when she would step out onto the stage, and the audience would clap and cheer before she had so much as opened her mouth. She savoured the anticipation as she waited for the lights to come on again.

The only thing spoiling it was the yellow pegasus standing next to her, staring intently out at the stage.

“Your little plan isn’t going to work. I know what you’re up to.” She hissed at Fluttershy. She didn’t wait to see if the yellow pegasus had heard, but strode out of the wings as the stage was illuminated for the second scene.

Falsetto watched the first scene unfold from his vantage point in Box Five. Quick Step had been very reluctant to let him enter, but after forcefully insisting, she had relented. He was beginning to think the mare was a liability. If it wasn’t for the fact that she was the best ballerina in Canterlot back in the day, and now the best dancing teacher the city had, she would’ve been let go some time ago.

So far, no sign of any ghost. Only one thing perturbed the manager; on entering the box, Falsetto had found a box of chocolates (good ones, too. Coltbury’s ‘Moon Tray’) resting on one of the seats. He had left to ask Quick Step whether she had left them there, but the mare insisted that Box Five had been left locked since the last performance, and she had the only key.

What was equally worrying was that when Falsetto returned, he found the chocolates were now accompanied by a pair of opera glasses. He sat

down, regardless, and put the incident from his mind. Perhaps an absent-minded patron had left them in here by mistake.

Now the stage went dark as the scene drew to a close, allowing the stagehands time to change the props and the actors and actresses time to place themselves.

A line of the note rose, unbidden, to the fore of his mind.

‘Our dear Prima Donna must be taught humility, so she shall be allocated the role of the servant.’

The command was all the more threatening for its lack of threat. This scene was where both the ward and the servant were introduced, and Prima Donna had the opening lines. His mouth went dry. It was now that he would see whether there was any weight behind the lines of red ink.

Spotlights flared into life, their enchanted limestone and gem orbs burning brightly and illuminating the stunning figure of Prima Donna. She stood centre-stage, drinking in the attention as the audience applauded her appearance.

Behind her, to the right, was the diminutive but unmistakable form of Fluttershy. She seemed intent on staring at a spot somewhere behind the audience, and stood as still as a statue.

Falsetto missed the soft click of the door behind him, masked as it was by the thunderous applause. Hoof-steps, muffled by the rich velvet carpet, crept slowly towards him.

The first he knew of the intruder was the feeling of cold dread as he felt the presence of another behind him. Rational thought abandoned him, his ears fell back against his head as his pupils shrank in terror. He didn’t dare turn his head.

A soft, melodic whisper sounded in his ear.

“Did I not command that Box Five be left empty?”

The applause died down when Prima Donna raised a hoof. She gave her devoted admirers a smile, and waved at the orchestra to continue. They took up their instruments and began playing a slow, wistful melody, one that conjured feelings of longing for freedom, but left the mind torn between the thrill of the unknown and the safety of home.

Prima Donna hovered a few inches above the stage, wings extended gracefully as she began her song. Her voice, carried on the melody, reached to the vaulted ceiling of the opera house, as she sang of her life as Doctor Toadstool's ward, and her wish to escape her gilded cage and the Doctor's unwanted affections.

She rose to the crescendo of the song, and disaster struck.

"CROAK!" Went her voice.

A stunned silence fell over the entire house.

Falsetto could only look on in frozen horror.

The diva landed back on the stage with a thump, trying to sing, but finding her voice had left her completely. She continued to croak like a toad as the audience dissolved into first mirth, then raucous laughter.

Tears streaming from her eyes, the pegasus fled the stage.

The voice behind Falsetto spoke again in his ear.

"I think we can both agree that if that didn't teach her humility, then the diva is a lost cause, wouldn't you say, my dear manager?"

Falsetto could say nothing in reply. He merely fled the box, galloping down the stairs and directly backstage, intent on somehow salvaging the play before anything more happened.

He ran onto the stage as the curtain dropped on the sorry scene, and took a moment to compose himself. Gasping for breath, he held up a hoof to quiet the audience.

“F-Fillies and Gentlecolts!” He began, shouting out across the stands.

“We apologise! ... The, uh, the performance will soon continue with...”

He glanced through the crack in the curtain and his eye fell on Fluttershy. He beckoned her over with a frantic gesture.

“... with the role of Rose, the ward, being played by Miss Fluttershy!”

Applause went up from the audience, as well as a few excited murmurs. The crowd was always eager to see a new talent perform on the opera stage.

“For now, we crave your indulgence! For the interval, we give you...”

Falsetto racked his brains. **“... the ballet from Act Two of tonight’s performance!”** He gave Maestro a meaningful look, and the conductor swiftly flicked through his pages of sheet music, the orchestra swiftly following suit.

With a bow, Falsetto pronounced a quick thank you, and ran back behind the curtain, a baffled Fluttershy in tow. He turned to her and placed his forehooves on her shoulders, pleadingly.

“You’ll have to take Prima Donna’s place tonight! You just have to! There’s no one else to do it!” With that, he released her and ran off to help re-organize everypony.

Rarity trotted over to Fluttershy and placed a hoof on her shoulder in a comforting gesture. “Well, darling, this *is* a great opportunity for you! Come on, I’ll get you into your costume. You’re a similar size to Prima Donna so I shouldn’t have to make too many adjustments...”

Fluttershy just nodded, too overwhelmed to do anything else.

O. G., the Phantom, smirked behind his mask as he watched the carnage unfold on-stage. Satisfied that he had made his impression on Falsetto, he turned and left the box, locking the door behind him with his own key.

He hadn’t escaped entirely unseen. Iron Knot happened to have been looking up in Falsetto’s direction when Prima Donna had begun her song, and he had seen the brief spot of white in the shadows behind the

manager's body. He recognized the shape of the mask immediately.

Running along the rafters, he sped along the labyrinthine networks of catwalks and rope bridges that spanned the stage and its wings, heading up the main staircase to the box seats, and caught up to the Phantom as he turned and quickly fled away from Box Five.

Iron Knot pursued, following the cloaked figure through a small side door in the corridor, and into the many unseen passages and rooms that connected areas of the opera house together. As they ran, he noticed they seemed to be heading back towards the stage.

Finally, they reached the catwalks above the stage, where the ballerinas danced and spun across the stage to keep the audience amused. With an impressive leap, the Phantom jumped from one catwalk to another running parallel, leaving the less agile Iron Knot stranded.

The stagehoof stomped on the wooden boards in frustration at having lost his quarry. As he turned to head back down, he felt the catwalk lurch under his hooves as a weight landed behind him. He span, too late, to see the Phantom throw a lasso that drew his legs into a tight and painful grip. He fell to his side as he was pulled towards the Phantom. With unexpected dexterity, the Phantom knotted the end of the rope to the rail of the catwalk, and leapt onto the opposite rail, balancing perfectly on the thin metal line.

Drawing a concealed sword with his mouth, the Phantom slashed at all but one of the ropes holding the catwalk above the stage, cutting them clean in two. As it fell away, he pushed against it and cleared the gap effortlessly, landing gracefully on a beam and speeding into the darkness.

Iron Knot felt himself slip from the wooden boards as the one remaining rope went taut, suspending the catwalk from the beams. His own descent was halted mere inches from the stage as the rope around his legs ran out of slack, and he swung like a pendulum on the end of his tether.

The orchestra cut off with a discordant noise and a number of the dancers screamed at the sudden appearance of Iron Knot in their midst.

For a second time that evening, the audience were treated to something

they certainly had not expected to see.

Once Falsetto had once more restored order to the chaos that reigned over the night's fiasco, the performers had elected to continue. A few scenes had gone by with no further interruptions, and Falsetto breathed a quiet sigh of relief as he watched from the sidelines, sharing a calming glass of grape juice with Rarity.

"Thank Celestia it's almost over." He muttered, watching as the props were quickly re-arranged into a ballroom scene.

"Fluttershy took to the part surprisingly well. Anypony would think she'd been doing this for years." Rarity replied, pouring them both another glass. Falsetto merely nodded. The timid, nervous Fluttershy seemed to have disappeared while she was in the spotlight, and the audience seemed enraptured by her. Now she took up position centre-stage for the finale, flanked by dancers and set against a masterfully painted backdrop of a starry night sky, the moon being conspicuously absent since they hadn't had time to finish making a new one.

The stage lit up as the orchestra began their final piece; a slow waltz. The dancers began dancing elegantly across the wooden platform in time to the music, encircling Fluttershy in their perfect choreography.

The waltz picked up speed as a spotlight bathed the yellow pegasus in its light, wrapping around her like a cloak as the unicorn stagehoofs manipulated the beam. Fluttershy pushed upwards, slowly rising from the stage as the dancers continued to swirl around her.

She opened her eyes to look out at the audience. Thousands of eyes looked back at her, rapt with attention and anticipation, but instead of fear she felt only exhilaration and confidence. The part had been suddenly thrust upon her, but she felt ready for it.

She began to sing, her sweet, soft voice amplified by unicorn magic to wash over the audience and fill the auditorium. She sang of being reunited with her true love, climbing higher and higher over the stage as the music built to a crescendo. Those who heard her were transported away in their minds from the tricks of the stage, with its garish props and illusions, to a

real, lavish and vibrant ballroom, filled with masked and costumed ponies dancing endlessly to the sweet music of the night.

Fluttershy hung above the stage, dazzling onlookers as the light played on her sequinned costume. She paused, took a deep breath, and broke into a high C. Where Prima Donna had failed, now she succeeded. Far from the ear-piercing wail of the practise session, the note, clear and beautiful, rang out across the hall in perfect harmony with the triumphant chords of the orchestra.

The building shook from the stamping of so many hooves. Fluttershy descended to the stage as the light faded from her, and the final notes of the music were drowned out by the applause. Cheers and whistles went up from the audience, as they threw flowers and garlands at the stage.

Now that her part was over, the air of confidence left her, and she was overcome by the adoration of the audience. She blushed furiously, her hair falling over her face as she curtsied and quickly made her way off the stage.

Falsetto sighed contentedly as the curtain fell. The ordeal was over.

The grey manager pony pushed through the crowds of guests, actors, dancers and workers towards the door to Fluttershy's quarters. Knocking lightly on the door with his hoof, he heard the muffled voice of Rarity inviting him in.

"My dear, you were *fantastic!*" He exclaimed, swinging the door shut behind him.

"Absolutely, darling! Given all that happened, you saved the show tonight!" Rarity chimed in, busying herself with arranging and re-arranging the veritable mountain of flowers that adorned Fluttershy's room. It was beginning to look more like a botanical gardens.

"Th-thank you... But I didn't do very much... It w-was really the tenors that made the show..." Fluttershy stammered back, sitting on her bed and looking uncomfortable among the myriad tokens of affection scattered about her. Angel was busy chewing his way through a bouquet of

sunflower heads and assorted meadow flowers.

“Nonsense! You stepped in at the last minute and sang both Prima Donna’s part and your own! It would’ve been an absolute disaster without you!” Falsetto said, beaming.

“Oh, is she alright? She seemed so upset, and what happened was so sudden...” Fluttershy asked, concerned for the diva’s well-being. Falsetto frowned.

“Actually... When I went to check up on her during the performance, her assistants told me she’d received a note from the Ghost before she lost her voice. It had been tied to her bottle of throat spray... Or at least, an identical bottle. I had a look at the contents; it reeked of Poison Joke! It was no wonder it affected Prima Donna as it did!” He waved a hoof dramatically. Rarity looked up, intrigued.

“You saw him too, didn’t you? The Ghost?” She asked.

Falsetto’s composure fell a little, and he stammered nervously.

“W-well, unless I was hearing things...”

“And then that business with the stagehoof... Iron Knot, wasn’t it?” Rarity continued. Falsetto cleared his throat and pulled himself together.

“Yes... He was yelling some gibberish about the Ghost trying to kill him. Had to send him home after he’d calmed down a little, he was jumping at shadows. Whatever happened, that catwalk didn’t fall by accident, and there’s no way Iron Knot would’ve slipped and just happened to catch himself on a rope like that.”

Fluttershy felt a lump forming in her throat.

“I think I met the Phantom.” She whispered, barely audible.

“What was that, dear?”

“I think I met the Phantom.”

“A little louder, darling.”

“*I think I met the Phantom!*” She spat out the sentence as quickly as possible. Rarity and Falsetto stared at her.

“... How? *Where?* ***WHEN?!***” They both said in unison.

Fluttershy went on to recount her journey through the tunnels that sprawled beneath the Opera House, and her discovery of the lake and the Phantom’s home. Rarity nodded in satisfaction when she heard mention of the lake, and her eyes sparkled with intent when Fluttershy mentioned the gem-covered walls of the cavern. Falsetto’s frown only deepened as she continued, describing the Phantom’s hidden harbour and cave beneath the city.

“... So, we’re dealing with a flesh-and-blood pony after all.” He said, once Fluttershy had finished.

“One that knows your Opera House better than you do, my dear.” Rarity chided. “But at least Fluttershy’s given us a valuable lead... Just behind the mirror, you said?”

The pegasus nodded. Rarity swept over to the full length mirror, and concentrated. Her horn flared as she tried to move the mirror aside, but it fully resisted all her attempts. The Phantom had evidently locked it from the inside to prevent any unwanted intrusion.

“It’s no good. It won’t budge.” The unicorn said, after half a minute or so of trying. Although she had stopped directly channelling her magic, her horn still glowed softly as she stood near the mirror. “But I can feel the lake down there. It’s probably all those gems you mentioned, Fluttershy, it’s like when I earned my cutie mark.”

Falsetto glared at the mirror-door. “I suppose we’ll have to smash it.”

Rarity looked at him, horrified. “Darling, no! Let’s leave that as the last resort. Think about it, the Phantom must have other ways of coming and going, since it would hardly be convenient to pass through an actress’ room every time he came up to the Opera House.”

Falsetto conceded the point, and nodded.

“He’s made his move and shown his hoof. Now we’ll have to play our own more carefully. ... We’ll go ahead as planned, the opening of the new opera is coming up.” He grinned. “We’re having a masque ball to celebrate... Perhaps our masked friend will be more likely to make an appearance if he’s less conspicuous.”

Rarity nodded at Falsetto. “Indeed, he’ll be keeping a low profile after tonight, but if we can draw him out of his tunnels then perhaps we could get to the bottom of all this.”

Fluttershy said nothing, staring at her hooves and nervously chewing her lip. The Phantom had been nothing but a perfect gentlecolt to her, and his tutoring had unlocked a hidden well of confidence she never knew she had.

It wasn’t just the tenors that had made tonight’s performance, it was the Phantom himself.

~ *End Act I* ~

~ *Intermezzo* ~

Twilight sat calmly on the library floor, a copy of *'Arcane Equines - A Brief History of Unicorns'* levitating before her and a cup of tea resting beside her. Spike had been sent out to get lunch for the pair from the market. Twilight strongly suspected that her draconic assistant had only offered to go because the town jeweller had a shop near the marketplace, and was more than happy to give Spike the flawed, broken or cracked gems he couldn't sell.

The owl-shaped clock on the wall struck a quarter to twelve. Twilight turned a page of her book with a spark from her horn, and made it two sentences into the text before being interrupted by a loud THUD coming from outside the library's front door. Brief, conflicting feelings of annoyance and concern washed over her as she got up and trotted to the door, swinging it open to find a slate-grey pegasus lying on her back, golden eyes spinning.

"Ditzy! Are you alright?" Twilight asked, concern winning out.

Ditzy Doo rolled over and pulled herself up, her eyes taking a little longer to come back into line.

"Hi, Twilight! I'm fine, thanks, I just wasn't looking where I was going and hit that branch as I flew past." she said, pointing up at an overhanging limb and smiling apologetically. Twilight smirked in return.

"The way Rainbow Dash keeps hitting them, I'm surprised there's any left. Any mail for me today?"

"Oh! Yep, a few letters, hang on." Ditzy flipped open the flap of her saddlebag with her muzzle and drew out a small collection of letters tied with string, holding them between her teeth. Twilight relieved her of them, floating them inside and onto the table for later perusal.

"Okay, got plenty more to deliver, see you tomorrow, Twilight!" Ditzy smiled and waved a hoof in farewell as she took off, flying back over the

main street.

Twilight spared a second to ponder why the mailmare didn't just deliver to the houses and buildings in order instead of shooting off around Ponyville, but reasoned that Ditzzy Doo probably had her reasons.

Swinging the door shut, she turned to her mail, magically untying the string and moving them into a row so she could clearly see them all. One in particular caught her eye; a pale gold envelope bearing a Canterlot postmark, with the address clearly written in Rarity's distinctive, cursive horn-style.

Intrigued, Twilight pulled across a letter opener and slit the envelope, withdrawing and unfolding the letter.

Dearest Twilight Sparkle,

Fluttershy and I have been working at the Canterlot Opera House for some weeks now, and I am just writing a brief note to inform you that we are both in fine spirits and enjoying our stay in Canterlot. Fluttershy's confidence has soared; she has been playing major roles in a number of performances. However, she doesn't seem to be dealing with the popularity very well, the poor dear.

I have been swept off my feet creating and maintaining the costumes for all the ponies here at the Opera, but I am relishing every moment of it!

In the upcoming week, Falsetto, the manager of the Opera House to whom I introduced you when he visited Ponyville, will be hosting a masque gala to celebrate the opening of his new opera! I am thrilled to announce that I have managed to procure you all tickets to the gala and the evening performance! Oh, and you need not worry about what to wear, I have an extra surprise for you all when you arrive!

Both your ticket and Spike's are enclosed, please make sure you can attend! I haven't told Fluttershy that I've sent out these tickets, so it will be a wonderful surprise for her as well!

*Eagerly awaiting your reply,
~ Rarity*

Twilight smiled broadly, happy to hear from Rarity and Fluttershy, and pleased as punch for the invitation! Being quite an enthusiast of the classics, Twilight was sure that whatever her schedule held, she'd make time for the visit to Canterlot. As she turned the letter over to place it down, she noticed a post-script;

P.S.

You'll also find enclosed a return envelope has been enchanted with the Opera House's dragonfire service thaumic signature, or 'hotmail address', I think they call it. If you could find out which of you can attend and send me a letter back via Spike, that would be wonderful!

"That's Rarity for you, always thinking of every possible detail..." Twilight said to herself as she pulled two gold tickets from the envelope, bearing her and Spike's names. As if on cue, the little dragon burst through the door, over-burdened by a large lunch order and a sack of semi-precious gems and off-cuts.

"Oh, Spike! Rarity wrote from Canterlot! She's invited us to go there for the opera Fluttershy's performing in!"
Spike dumped his cargo on the floor and turned to Twilight, frowning.

"Opera?! Eugh! Give me a DJ-P0N3 gig any day... But if Rarity invited us..." he trailed off, torn between his dislike of operatic music and the desire to see Rarity.

"Aw, come on, Spike! It'll be fun! Besides, Rarity *specifically* asked you to come." Twilight replied, waving the ticket over Spike's head in a teasing manner. "You'll enjoy it, I promise."

"... Fine. Oh yeah, the store'd run out of daisies, so I got you dandelions on rye."

"Ah, thanks! Come on, let's eat. Gotta admit, I'm starved!" Twilight carefully tucked the two tickets back into the envelope, before following Spike into the kitchen.

Ditzy Doo opened the door of Sugarcube Corner, causing the bell to jangle loudly. A shocking head of frizzy pink mane shot up from behind the counter, covered liberally in jam. Pinkie Pie looked around in panic, but seeing that Ditzy was the only pony present, let out a sigh of relief. Licking herself clean with a tongue far too large for her frame, she bounded over to Ditzy, grinning enthusiastically.

“Hey Ditzy! That the mail?”

Before the mailmare had even time to nod, Pinkie had somehow managed to retrieve both hers and the Cakes’ letters from Ditzy’s saddlebags.

“Mmfh! Howfsh chyour hround thifsh ‘orning?” Pinkie asked, mouth full of mail.

“Oh, fine so far, no major accidents or mislaid anvils! How about you, busy morning?” Ditzy replied, smiling as Pinkie spat out the letters onto the counter.

“No, it’s been quiet today! The Cakes are out getting lunch, so I’m minding the store while they’re gone. Oh, fancy a muffin? Got some fresh out of the oven!” Pinkie was suddenly holding out a tray with a delectable-looking treat decorated in bright yellow icing and smelling quite strongly of lemon. “Goesfh wivh chyour hair!” she said around the tray.

Ditzy still recalled the last time she had one of Pinkie’s muffins. Once poisoned, twice paranoid.

“N-no thanks! I’m... On a diet! Just fresh greens and fruit for me, sorry! Thanks anyway! See you!” she said, slowly backing out the door, then making a break for it. Pinkie’s hair deflated slightly as she put the muffin back in the showcase, then she began to sift through the letters.

“Junk, junk, threat, junk, tax notice, health and safety inspection- Oo! This one’s for me! And my full name, too! Must be important!”

She singled out a pale gold envelope bearing a Canterlot postmark, running upstairs with it to find a letter opener.

“Oh! Gummy! Here, pull this!” she waved one end of the letter towards her

'letter opener', who clamped onto it with toothless jaws. Pulling the other end, the envelope tore open like a cracker, revealing a letter and a gold ticket.

Unfolding the letter with her hoof, she read;

Dearest Pinkie Pie...

~

... am thrilled to announce that I have managed to procure you all tickets to the gala and the evening performance!

After a little pleading I even managed to get yours extended to a 'plus one', Pinkie Pie, so feel free to bring Gummy if you think he'll enjoy it. I know you said he's got a refined taste in music. Besides, Angel is here with me and Fluttershy, so perhaps the company will do him good.

Send word to Twilight if you can make it!

*Your friend,
~ Rarity*

Pinkie hopped up and down with glee. The shaking was enough to flip over the letter, and she noticed a post-script.

P.S.

Let's try NOT to have a repeat of the Grand Galloping Gala, please? I know you mean well, but... This is a formal occasion. On the other hoof, there will be plenty of dancing!

Pinkie hopped up and down with slightly muted glee, but glee nonetheless. Gummy looked on inscrutably.

Ditzy always left Sweet Apple Acres 'til around noon, no matter where she was on her route, since it was about the only time in the day when Applejack, Big Mac and Granny Smith were guaranteed to be indoors together. Often, before, Ditzy had gone into the orchards looking for one of

them to deliver to, only to come off worse for wear for her troubles. Somehow she had an uncanny knack of being in the wrong place at the wrong time, usually when a whole tree-load of apples was about to come down on her head, or she happened to be in the way of Applejack's hoof as it made its journey to a tree trunk.

Stopping up short by the front door of the Apple family's humble abode, she knocked, rang the bell, and yelled "Mail's here!". A further precaution, since Granny Smith was '*a little hard of hearing*'. Ditzzy winced at the memory of one time when she had made the mistake of not announcing her presence loud enough, and had gone around to the kitchen to check if anyone was in. That little, unassuming gesture had resulted in her being sent to the Ponyville Infirmary with frying-pan induced concussion. Granny Smith maintained to this day that she was merely defending her land against trespassers.

With this in mind, the mailmare let out a quiet sigh of relief when Big Mac opened the door to greet her.

"Mornin' Bright Eyes. What've y'got for us t'day?" he said, smiling. Ditzzy blushed a little at the affectionate nickname, and mumbled incoherently as she dug out the Apple family's mail. She passed the letters to Big Mac, trying very, very hard not to accidentally touch his muzzle with hers.

"Thansfh. Shafe fhlyin' on yerh hround naw!" Big Mac managed through the wad of paper. Ditzzy Doo bowed her head and launched from standing, taking off in the direction of Rainbow Dash's luxurious cloud estate.

Big Mac chuckled to himself as he watched her leave.

"*Odd mare, that one.*" he thought to himself, shutting the door. "*Cute, too.*"

He strolled back into the kitchen and laid the mail down on the table. Applejack started sifting through it while chewing on some oats, spilling bits of grain over them. Big Mac took the bills away, leaving just a brochure advertising a new type of plough (*20% Better Than The Competition!*), and a pale gold envelope addressed to her. Written with her full legal name, which made her frown as she immediately recognized the writing.

"Consarnit," she started, swallowing her mouthful, "she knows I hate bein'

called all that.” She continued to mutter as she slit the envelope and tipped out the letter and accompanying ticket. She peered curiously at the words ‘Canterlot Opera House’ embossed on the slip of golden card, and turned to the letter.

Dearest Applejack,

~

... will be a formal occasion so PLEASE make an effort and at least wash your mane or something. I know you may not care for opera, but do come, at least for Fluttershy’s sake. I’ve planned this as a surprise for her, she’s been a little... mopey, the past week. Won’t tell me why, poor dear.

If you can attend (and by Celestia, if you don’t, I will tie you down and braid your hair until you apologize), send word to Twilight.

*Yours,
~ Rarity*

Applejack stared in dumbfounded horror at the shockingly detailed sketch of herself being held down by Rarity, who was holding a brush above her mane and grinning evilly.

“... Mac, I think I’ll be takin’ some time off next week, y’hear?”

High above Ponyville floated the serene, and completely out-of-place, home of Rainbow Dash. It had been the subject of numerous complaints about planning permission, and a couple of subtle inquiries over how she managed to afford such a luxurious home, but no one could deny that she certainly worked hard enough to make up for it.

That is, when she wasn’t ‘napping’.

Rainbow was rudely interrupted from just one such nap by a rapping of hooves on her front door. She half-rolled, half-fell out of bed, and flew blearily along the corridor, yawning and rubbing her eyes. She swung the door open to be greeted by the smiling face and lop-sided gaze of Ditzy

Doo.

“Oh, hey Derpy. Man, mail already? You’re early today.”

“It’s, uh... Past noon, *Crash*.” Ditzzy replied. ‘Derpy Hooves’ was an old nickname from her time in Summer Flight Camp. She didn’t much like being called by it, but she and Rainbow had a mutual agreement.

“... What? Already?” Dash peered up at the sun, jolting herself fully awake. “Oh horseapples! I was meant to be running the Everfree stretch this morning! Now I’ll have to work the night shift. Ugh.” She sighed, turning her attention back to Ditzzy. “So, what’ve I got today? Any more fanmail from Scoots?”

Ditzzy smiled, taking the letters from her bags and tossing them past Dash into the hallway. “None from Scootaloo, you’ll be glad to know. She really looks up to you, that one.” She looked Rainbow up and down, and grinned. “Can’t think why.”

“Yeah, yeah, har har. Airspace busy today?” she asked, dismissing Ditzzy’s tease with a wave of her hoof.

“Nope. Clear skies, great for flying. I’ll catch up with you later, Crash, gotta finish my rounds. Have a good day!” She grinned again, turning and plummeting through the cloud-lawn in front of Dash’s front door.

“You’re gonna fix that later, Derpy!” Rainbow yelled through the hole after her retreating friend. As one of the few other capable fliers in Ponyville, at least when she was looking where she was going, Ditzzy and Dash would occasionally practise with each other. More than once the mail round had ended in an impromptu race that resulted in letters scattered across the town.

Rainbow smirked to herself and shut the door, picking up her letters and flopping down on her cloud-stuffed couch in the living room. She put aside *Wonderbolts Weekly* for later reading and found a pale gold envelope bearing her name and a Canterlot postmark. She tugged the envelope open, tipping it upside down and raising an eyebrow at the golden ticket that fell out with the letter.

Her eyes widened as she read 'Canterlot Opera House' embossed on the side. She quickly scooped up the letter, skim-reading.

Dearest Rainbow Dash,

~

... while I don't expect you enjoy opera, I have no intentions of letting you stay in Ponyville while the rest of us are here, so you will find your ticket enclosed. If it makes any difference, I know for a fact that some of the Wonderbolts are frequent patrons. In fact, Falsetto tells me that one of the current troupe used to be a singer and dancer here at the Opera House!

*Hoping you'll come,
~ Rarity*

Rainbow dropped the letter, staring slack-jawed at the wall.

It's a well-known fact that one shouldn't judge a book by its cover, or a pony by their appearance. Rainbow didn't have many guests to her home, (although the interior was enchanted to provide footing for Earth Ponies and unicorns), and so her friends had made certain assumptions about her tastes. Some were correct, Rainbow enjoyed 'harder' music as much as the next pony, but closer examination of her home and it's distinctly Classical décor would have surprised many, not least of all Rarity herself.

"*Ohmigoshohmigoshohmigoshohmigoshohmigosh!*" she squealed, finally, snatching up the ticket and storing it away safely where it wouldn't be lost. She dashed directly from there to her stack of vintage vinyls, and with a skilful flick, landed one on the turntable of her record player. The needle fell into place as the disc automatically began to spin, and the first chords of [Wagon's 'Flight of The Pegasus'](#) filled the air.

Rainbow sank back on her couch, smiling blissfully.

~ *Act II* ~

~ *Scene I* ~

Fireworks lit the night sky over Canterlot, spectacular flourishes of red, gold, green, blue, purple, and everything in-between reflecting off the white marble buildings in a dazzling display of colour and light. The explosions echoed off the mountainside, carrying over the whole city. No pony would get much sleep tonight, but then, barely any pony was trying. All eyes were focused on the Canterlot Opera House as the enchanting display announced the Masque Gala.

Carriage after carriage drew up in front of the Opera's steps, carrying nobles, aristocrats, patrons of the arts, and a few ponies who just came for the music. Rarity and Fluttershy stood atop the steps, hidden in plain sight behind their masks.

Rarity had worn a simple dress of blue silk, with golden lining, and was hidden behind a matching blue and gold domino mask. A picture of understated elegance.

Fluttershy wore a more elaborate dress of delicate, rose pink fabric and lace, stitched in floral patterns. Her mask covered more of her face, and was designed with a definite theme of flowers in mind, the left eye entirely surrounded by yellow sunflower petals arranged like a bloom. Angel, perched on her back, boasted a black bandit's mask with a wide brimmed hat and cloak.

Rarity held an embroidered fan in her telekinetic grasp, fanning herself with it as she watched the arrival of the carriages and their occupants, exchanging comments with Fluttershy.

“Oo, that design is very chic. I swear that’s one of Hoity Toity’s. He’ll probably be around himself, somewhere. I can’t imagine he bothered with a mask.” Rarity smirked.

“I like that one. Classical.” Fluttershy replied, indicating a pegasus dressed in a tastefully arranged toga and ancient theatre mask. Rarity nodded in approval, eyes flitting across various other newcomers. They stood a few moments in silence, letting the background chatter of the guests wash over them, punctuated by the occasional bang of a firework, high above.

Rarity was getting a little worried. Twilight had sent the reply back punctually that all five of them would be attending, but there was, as yet, no sign of the apple-shaped coach they were meant to be arriving in. Rarity had their dresses waiting for them, and even included a tuxedo for Spike and a mask for Gummy, and wanted to intercept the carriage as it arrived so that they could dress first and formally arrive in style.

She scanned the line of waiting carriages on the street leading away from the Opera House once again, and finally found what she was looking for. Smiling, she turned to Fluttershy.

“I’ll be back in a little while, Fluttershy. You will be okay here, won’t you?”

“O-oh, yes, I’m fine. It’s lovely seeing all these costumes, and Princess Luna has done a wonderful job of the night sky tonight.” she answered, smiling back. Rarity nodded and slipped away, quickly making her way out of the gates and down the street until she came up to her friends’ carriage.

She smirked as she saw that Caramel and Blues had, once again, been roped into pulling it. They were busy debating with each other over whether they ought to start charging for taxi services, and failed to see Rarity as she approached. Spike, however, sitting atop the carriage, was more observant, and immediately pulled hard on the reins. Blues and Caramel halted their discussion to glare up at him, but he ignored it, too enraptured to see what was, unmistakably, Rarity standing before him.

“Rarity!” he exclaimed, jumping down and bowing low. She lifted her mask and curtsied, and extended a hoof for him to kiss, smiling. He gratefully did

so.

Twilight, hearing Spike, stuck her head out of the window. "Oh, Rarity! You look amazing!"

"Oh, merely fabulous, darling." Rarity replied, smiling still. Spike rushed across to get the door, and soon Rarity was in the coach with the others as it made its way through a side-street on a new course for the Opera House's service entrance.

"I've made you all gowns for the Gala tonight, I just know they're going to suit you all perfectly! We'll get you suited up first, then come back around the front to greet Fluttershy, she'll be waiting for us at the front entrance. She still doesn't know that I invited you all, so this should be quite a surprise for her!"

Less than an hour later, the group were decked out in their costumes, and making a second approach of the front gates. The traffic had thinned, as most of the guests had arrived, and they soon drew up to the steps of the Opera House.

Spike, now in full white tie, opera cloak, and mask, carefully jumped down onto the cobbles and opened the door of the carriage for the girls. As they stepped out and began ascending the steps, one by one, Fluttershy spotted them.

Leaping into the air and gliding across the stone railings and hedges that bordered the entrance porch, she landed beside Rarity and Twilight, leading the troupe.

"Girls! I didn't know you were coming!" she exclaimed, smiling broadly, as she enveloped each of them in turn in a hug.

"Well, y'didn' think we were gonna miss yer show naw, didja, Sugarcube?" Applejack replied, the strong drawl seeming strange coming from so well-dressed a mare. Rarity glanced over her shoulder at the farmer, glaring a little, and Applejack smirked back.

"Yeah! Besides, I *love* opera! Been wanting to come here for years!"

Rainbow added, taking to the air and hovering around the group. “Not so thrilled about the clothes, tho’. Do I really *have* to wear all this, Rarity? I can barely keep airborne!”

“Yes you do, Rainbow Dash, and kindly don’t hover like that! It’s impolite!”

“Psh. *Fine.*” she rolled her eyes, dropping back onto all four hooves.

“I think you all look lovely! And I’m so happy to see you all... Pinkie! You even brought Gummy!” Fluttershy said as she hugged the pink pony at the back of the line, who was trying her hardest not to bounce.

Gummy peeked out of Pinkie’s mane, which Rarity had given up on trying to style. He, too, was wearing a mask.

“Uh-huh! Gummy loves opera too! He wants to be a tenor singer, but I think he’s more of a baritone, personally. Does a great rendition of [*The Marriage of Fig Roll*](#), don’t ya Gummy?”

“Graaah.”

“Come on, girls! Let’s get inside! I can’t wait for the performance!” Twilight interjected before Gummy was able to get in voice, hurrying them up the final steps and into the Grand Foyer. Heads turned and began whispering as the six entered, and Rarity smirked to herself to see that her work had the desired effect.

Each was, of course, wearing an original, designed by the fashionista herself. Twilight was arrayed in pale gold silk, the same material Rarity had previously designed as cloak lining, that caught the light of the lamps and dazzled onlookers. Her mask, royal purple and gold trim, bore a detail of her cutie mark over one eye, made out in semi-precious stones.

Applejack wore a more robust dress of earthy colours, with a white chemise. Leaves were embroidered around the back hem of the dress and stitched with green thread, and her mask bore a more natural design, reminiscent of an apple tree’s leaves. Perhaps most dazzling of all, she had washed and arranged her hair in the style of her Aunt Orange, for what was probably the first time since she was a filly.

Pinkie Pie was definitely channelling a little of the Harlequin in her outfit. The main body of the dress was a darker shade of purple picked out to offset her rather bright pink hue. The front half the dress bore stitched checker patterns of blue and red, which carried over to her mask. Her hair, untameable as ever, fell slightly over her left eye, contrasting the mask. Gummy was perched at the top of her mane, drinking in the culture. Possibly.

Finally, Rainbow Dash. Rainbow was... Not particularly happy with her dress, although she didn't dare voice the complaint. At least, not too loudly. Rarity had chosen to put her in black, and then chosen to make the sleeves of the front legs puffy like Canterlot fashions of old. It bore no designs, being just a simple, and altogether elegant, gown. Rainbow just wished it was more... form-fitting. Dresses weren't really her thing at the best of times, but she decided to put up with it for Rarity's sake. Her mask was simply black, like her dress, but bore the rainbow-coloured thunderbolt of her cutie mark over the right eye, stretching from the forehead to the cheek.

The six friends fitted into the crowd around them at the opera perfectly. Of course, the 'Masque' part of the Masque Gala was more a formality than anything else, the six mares who had caused such mayhem at the Grand Galloping Gala were unmistakable, no matter what their guise. The only thing that kept many of the nobles from storming out in protest was just arriving in her royal chariot.

Amidst cheers and a new flurry of fireworks, the Princesses Celestia and Luna drew up to the foot of the façade steps. There was certainly no mistaking the Royal Alicorns, but they, too, had dressed for the occasion. Celestia's half-mask was the sun, in gold and burnished bronze, sitting over her left eye, while her dress of white silk was as bright as the dawn. Luna, complementing her sister, wore a half-mask in the shape of a crescent moon, studded with diamonds, over her right eye. Her dress was a dark purple fabric, here and there highlighted by a diamond, and clearly representative of the night sky above.

They disembarked, and, to the amazement and hushed whispers of many, Luna led the way up the steps, followed by her sister.

"Her Royal Highness, Princess Luna of Equestria, Ruler of the Night

and Patron of the Arts!”

Luna nodded her head to the onlookers as they stamped their hooves on the marble flooring in thunderous applause.

“And her sister, Princess Celestia of Equestria, Ruler of the Day and Bringer of Harmony!”

Celestia stood beside and slightly behind her sister, nodding too at the assembled guests. Luna raised a hoof, and when the crowd had silenced, began to speak.

“Our most beloved subjects, we come to you tonight not as your rulers, but as fellow guests and lovers of the arts! Please, be at ease. My sister and I are delighted to still see such an interest in the ancient forms of culture, and perhaps myself most of all, for it was I who first inspired it!” The Princess looked around her at the grandeur of the building, the magnificent costumes of the guests, and finally, at the statue of herself atop the staircase, smiling.

“The Canterlot Royal Opera House has stood on this site for over a thousand years, in many forms, and now today, we visit it once more on the eve of a new opera, one I hope will join the famed works of artists past, and live forever in the memories of ponykind!”

The applause continued for over a minute as the Princesses made their way into the main foyer to greet Falsetto, who was wearing a costume reminiscent of a Buffalo. When Celestia passed Twilight, she winked at her pupil under her mask, mouthing ‘never a night off!’

Twilight smiled and bowed, heading over to the buffet to join Pinkie and Applejack. The former was hungrily devouring the *entrées*, and the latter was critically inspecting them. Gummy, unattended, leered at the punch bowl, and when one of the caterers tried in vain to swat him away, he latched onto the pony’s hoof and clung on as best as his toothless grip could allow.

Twilight scuttled over and gently pried him off with her magic, smiling apologetically as the caterer stomped off in a huff. Placing Gummy safely on Pinkie’s back, she took a look at the food on offer for herself.

"My, these certainly look fancy. ... A bit *too* fancy, perhaps, I'm not even sure what they are!" she said, frowning.

"Who caresh!? They're gfhreat!" Pinkie replied through a mouthful of *hors d'oeuvres*, grabbing yet another. Applejack peered down her nose at the trays, glaring.

"It's jus' a waste of good, decen' food, dressin' it all up like tha' an' makin' it all '*hoity-toity*'." she picked up a small, round thing topped with a daisy, waving it at Twilight. "S'like this, here. S'jus' a daisy, some pastry, cheese, an' apple, all whipped up into somethin' ta make yer think yer eatin' all fancy an' posh-like. S'wasteful, s'what it is." she put the *canapé* back on the tray, disdainfully.

"Yeah!" Rainbow chimed in, swallowing her mouthful, "These are alright, but I'd rather a *real* meal."

Twilight levitated one to her mouth and took a bite, chewing thoughtfully. "They've got a certain something about them, anyway. I guess it's more what people expect at an event like this."

"I say, madam, would you be so kind as to pass me a mango *vol-au-vent*?" interrupted a stallion's voice beside Applejack. The stallion in question was dressed in a mango-orange suit, and hiding behind a particularly mango-themed mask.

To Twilight's surprise, Applejack turned and, unexpectedly, curtsied to him.

"Why, of course, sir. I must say, they are simply delightful!" she said, in a perfect, cultured Manehattanite accent, before daintily taking the tray in her teeth and passing it across to the stallion. He took one gratefully, and winked at her. She returned the favour, followed by the tray.

Twilight watched him disappear back into the crowd with a raised eyebrow.

"... What was all *that* about?"

"Oh, le's jus' say he an' I have an'... understandin', sugarcube."

The evening wore on, as food was politely nibbled by most (and guzzled by others). Toasts were made, and dances performed. Throughout it all, Rarity had been remaining mostly out of sight, observing a guest she found to be strangely suspicious; a stallion dressed in an elaborate red suit and cloak, wearing a particularly macabre mask. She knew what it was meant to represent; this guest, whoever he was, was the [Masque of the Red Death](#).

Like the specter of the story, he strode among the crowds with purpose, head held high, but features fully obscured behind that skull-like façade. Other ponies gave him a wide berth, they too understanding the symbolism of the costume. They murmured among themselves, but none dared approach the stallion, nor could they guess his identity.

Rarity watched him as he made his way across the hall, disappearing, only to re-appear again on the stroke of each passing hour. It was around midnight when she saw him appear once more, and pointed him out to Fluttershy, standing with her.

“Do you see that one over there?” she said, turning to her friend, who had noticeably stiffened at the sight of the costume. “... Fluttershy? Are you alright?”

The pegasus didn’t reply, staring at the stallion as he crossed the room once again. Rarity raised an eyebrow, and looked between the mysterious guest and her friend.

“... Fluttershy?” she tried again, this time snapping her out of it. She blinked, blushed, and mumbled something inaudible before hastily vanishing into the crowd, leaving behind a confused Rarity.

The unicorn frowned, watching the back of the stallion, his billowing red cloak disappearing into a doorway on the opposite side of the hall.

“Something’s funny here.” she reasoned, “and Fluttershy knows what. I haven’t seen hide nor hair of our friend the ghost, but...”

Her eyes widened as the pieces fell into place. She quickly and carefully threaded her way through the crowd, and into the doorway where her

quarry had just entered. She saw the end of the cloak as it slipped around a corner, and hurried after it.

Rounding the corner, she saw the specter at the far end of the corridor and called after him. He stopped momentarily, ear twitching, then ran. Rarity, suspicions confirmed, cantered down the corridor. She followed him as he ran down the stairwell, into the lower confines of the Opera House, the rat's nest of corridors and dorms that made up the real heart of the building.

Each time she gained on him, he turned a corner or darted down another corridor, speeding away, always too fast for her to stop him with her magic or grab onto his cloak. She was beginning to become disorientated, she was sure that they must have left the Opera House proper and descended into the old foundations on which the building sat, judging by the stone walls, damp air, and sputtering torches.

Finally, he turned, bringing the chase to a halt. His eyes caught the dim light of the single torch that lit that length of tunnel, and shone through the holes in his mask. He locked his glare with Rarity's, the mare unrelenting in her pursuit.

"Leave, now. Do not tempt me." he snarled, tossing aside his cloak and revealing, hanging by his side, a gleaming sword.

"You're the Opera Ghost." Rarity replied, unflinching, cautiously scanning the area for something she could use to defend herself if things turned ugly. "You've been terrorizing the ponies of this establishment for far too long! Now I've found you, and you'll come back with me and stop all this... hiding in the shadows."

The Opera Ghost grinned, a ghastly grimace that only added to the effect of his skeletal mask.

"I think not, dear lady. The world above shunned me once, and would shun me still. I remain here, in my Opera, surrounded by my sweet Music. Leave me here, alone!"

Too quick, he had drawn his blade, with a dexterity rarely seen in earth ponies, forced as they are to hold such implements in their mouths. With one swift stroke, he snuffed out the light of the torch, plunging them both

into darkness, and retreated to the sound of echoing hoof steps and splashing water, deeper into the tunnels.

Rarity had no time to react, and fumed. Forming a light at the end of her horn, she looked about for the escaped stallion, but he was already both beyond sight and hearing. She turned, and slowly retraced her steps to the party that danced on above, unaware of the world below their hooves, and the phantoms that resided there.