

# The Nightmare

AFTER NIGHTMARE NIGHT



# The Nightmare After Nightmare Night

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# Chapter 1

## Doors

*“...and even if my Star Swirl the Bearded costume didn’t go over, this still turned out to be the best Nightmare Night ever!”*

Twilight Sparkle smiled proudly...and then turned at the sound of an electrical crack and a hoarse shriek from above and behind her. The bells on her arcane robes jingled softly.

Rainbow Dash was streaking away through the sky, followed by a rainbow contrail and puffs of smoke from her lightning-struck rump.

A moment later Princess Luna hovered down on a dark storm cloud, wearing a mischievous smile. She winked.

The two Ponies and Spike broke into a fit of giggles.

“We thank thee for thy sage advice, Twilight Sparkle,” said Luna once she’d gotten her laughter under control. “It has pleased Us greatly to meet thee and thy five friends under more... *positive*... circumstances.” The Princess paused, her brow furrowing. “But hold; the strawpony, the fowl, the trickster, and gentle Fluttershy...” Luna frowned. “...Where is the last of thy companions?”

“Oh, you mean Rarity?” Twilight Sparkle put a pensive hoof to her beard-clad chin. “Now that you mention it, I haven’t seen her all night!”

A look of worry passed over Luna’s features. “Perhaps Our earlier displays frightened her into hiding?”

“*No way!*” said Spike adamantly. “Rarity would *never* pass up a night when everypony shows off their costumes just ‘cause of the return of Nightmare Moon!” Twilight shot Spike a withering glance. He chuckled nervously. “...Uh, I mean, *Princess Luna*. She’s *way* too professional for that.” He sighed adoringly. “And also talented. Beautiful. Graceful...” Spike tugged at the collar of his Dragon costume, letting out a small whistle of steam.

Luna raised an eyebrow at the baby Dragon before turning back to face Twilight. "Well, if she intended to be present at tonight's festivities, some unwelcome vicissitudes may have befallen her. We should peruse this debacle forthwith!"

"I concur!" agreed Twilight firmly.

"Whuh...?" Spike scratched the side of his head with a claw.

"We're going to go and find Rarity to make sure she's okay," replied Twilight.

"*Ohhhh. Gotcha.*"

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Rarity cautiously crept down the winding dirt path into the Everfree Forest, following the urgings of her glowing horn. She wore a few jeweled accessories, but she'd left the bulk of her oh-so-very-nearly-complete costume back at the Boutique.

*"Of all the nights to run out of black opals..."* she muttered under her breath. *"Come on, magic...Mummy needs a new pair of gem-studded shoes!"*

All at once, the glow around Rarity's horn intensified. She almost stumbled as her gem-detection spell pulled her forward with renewed force.

*"Wahh-ha-haaaa!"* she cried out in surprise as the spell propelled her through a barrier of thorny vines, over a puddle and down a low hill.

She groaned dizzily and spat out a few leaves and twigs. She had come to rest on her belly, with her front hooves pressed up against a wide, flat rock. No...not a rock...

Rarity gasped.

Sitting before her, half-buried in the soft earth, was an

absolutely *massive* opal; the round, flat gem was easily as wide as she was tall. It was a deep midnight blue, marked with a flashy streak of golden yellow.

“....Oh. My. *GOODNESS!*” she exclaimed. “Pack your bags, you magnificent mineral marvel – you’re coming home with me!”

Rarity stood up, fixed her stance and ignited her horn. The pale blue glow of her magic spread to the opal, but instead of lifting into the air the stone simply began to hum. The low, thrumming vibration grew until Rarity could feel it through her hooves.

“*Come on...*” she grunted through clenched teeth. “*Up you get...!*” Sweat beaded on her forehead.

Rarity poured more magic into the stone, but it still wouldn’t budge. However, the brighter light illuminated the ring of trees surrounding the opal; Rarity stopped trying to lift the gem and stared.

Each tree had been fitted with a different strangely-shaped door. One looked like a fish with the upper body of some sort of hairless ape. Another was shaped like a clownish rabbit’s smiling face. Another displayed a repulsive giant insect with a red bull’s-eye painted over it. There were dozens of trees and dozens of doors, all facing the blue and yellow stone.

“*What is this...?*” Rarity whispered under her breath.

No sooner had she spoken than she heard a soft creak behind her. She turned, and saw that a door shaped like a pumpkin with an evil smiling face was now ajar. The sliver of shadowy abyss visible beyond the orange-stained wood suggested far greater depth than the tree could accommodate.

Rarity backed away from the open door, suddenly filled with an eerie chill. A rear hoof touched the opal’s smooth surface. Rarity bit her lower lip; was she *really* willing to part with a gem the size of a dining table just because of a little creepy feeling? In answer to the unspoken question she turned to face the opal and reignited her horn.

As she resumed pouring magic into the massive gem a chill wind escaped

from the pumpkin door, bringing with it a few dead leaves and the scents of damp earth, wood smoke and sugary spice. Rarity pointedly ignored it.

A few moments and a great deal of magic later, the wind had grown strong enough to whistle between the trees and stir the white Unicorn's coiling purple locks. Rarity continued to focus on the task at hand.

With mere seconds left before the huge stone would pull free – or so she was fairly certain – Rarity felt her hooves leave the ground as the wind swirled fiercely around her and lifted her upward.

She yelped in fright and galloped in midair. “*EEEEK!* All right! I get it!” she pleaded. “You can keep the opal! Just put me *doo-ooo-www-www-wwwn!*” Before Rarity could finish her entreaty the wind sucked back into the now-wide-open door, and hurled her down into the darkness inside. Her cry echoed hollowly as she fell.

A final inward gust pulled the pumpkin-door shut with a soft *click*, leaving the woods dim, still and silent.

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The full moon hung in the bleak black sky like the back of a vast skull caressed by spidery fingers of ominous grey cloud. A chill wind played across the fields of sickly, monochromatic grass, whistled between the rusty bars of black iron gates and fences, and stirred up bone dust from the yawning mouths of open graves. In the distance a lone werewolf howled.

In other words, it was quite nice out.

Jack Skellington strode down the winding packed-earth path leading out of Halloween Town with his bony hands clasped behind his back and a pensive expression on his skull.

As the Pumpkin King of Halloween Town, the burden of leading the planning of each year's Halloween festivities fell squarely on Jack's shoulder-bones. A great many good things had come into his unlife of late – not the least of which, the love of a certain caring and pretty rag doll and the demise of a particularly noxious and unpleasant foe – and Jack felt like

expressing his resurgent Joie de Mourir with a phantasmagorical extravaganza for Halloween this coming year.

And so he walked, taking in the delightfully creepy atmosphere of Halloween Town by night and waiting for inspiration to strike.

He walked for a long time, mulling over decorations, tricks, treats and costumes, too lost in thought to even sing about it. When he finally took stock of his surroundings, he realized two things: it was nearly morning, and he had no idea where he was.

He had wandered into the Hinterlands once again, and into an old-growth wood not unlike the one which held the mysterious trees bearing the doorways leading to the other Holiday Towns. But he had deliberately walked out of town in the opposite direction from that strange place this time.

He walked between the leafless, rough-barked trees, searching for a landmark or a sign of something familiar. Soon enough he did indeed come across a landmark – and a familiar-seeming one at that – but it was also new.

A ring of mighty trees towered around an ancient pale grey stone disc sunk into the rich dark soil, their roots reaching toward it like spokes around the hub of a giant wheel. Each tree bore a stylized door, but Jack didn't recognize their shapes.

He approached, seized by the same curiosity that had once led him to visit Christmas Town. *I could take a quick look*, he mused. *No holiday misappropriation this time, of course – I've learned my lesson! But surely a tiny peek through just one door couldn't hurt?*

One door was a sharp-angled, crested face in red; it seemed stern yet just, but also somehow... mechanical? *I've had my fill of toys for now*. Jack moved on.

Another was a giant, rounded paw-print, as though a vast puppy had playfully pounded an ink-covered paw into the tree. *Intriguing, but...* Jack shrugged and kept browsing.



Yet another was a red-and-white-striped shield, set with an off-centre silver star and covered by crossed assault rifles. Jack shuddered at the memory of anti-aircraft fire blasting his reindeer-skeleton-drawn sleigh. *Definitely not.*

Something colourful caught Jack's attention out of the corner of his eye socket; he turned around and gasped.

The tree was more vivid and lively than its fellows – the few leaves it bore were even still green – and its door was a thin, bright pink arc, not unlike the “Ω” often carved onto headstones. *A festively-coloured memento mori? Perfect!*

Jack grinned and moved to reach for the door's knob, but as he did so the door snapped open by itself and disgorged a shrieking blur of purple and white.

Jack managed to say “*Wha—*” before he took the full brunt of the impact squarely in his ribcage.

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Rarity stirred into consciousness and dazedly got to her hooves.

A quick glance suggested that she was probably still in the Everfree Forest – the ominous trees, foreboding grey skies and bone-strewn soil told her that much – but she didn't recognize a single landmark. Even worse, the sun was in the sky, which meant that she'd missed the entire Nightmare Night. And worst of all, somepony had abandoned a perfectly fine tuxedo on the filthy forest floor!

“Well, even if I missed the festival, the *least* I can do is stop anypony else from committing a crime against fashion!”

She sighed in dismay and magicked up the pinstriped black tailcoat and trousers. She dusted off the formalwear and slung it over her back for safekeeping.

“Now...where in Celestia's name am I?” While Rarity pondered the

question, the bleached bones on the ground began to twitch, then shift, then slowly roll toward her.

“I don’t see Canterlot anywhere in the distance,” she mused. “Maybe I’m on the far side of the Forest..?” Still lost in thought, Rarity failed to notice the bones silently converging behind her and slithering up into the empty clothing.

It wasn’t until an elongated black-clad arm reached past her head and picked up a smooth round skull from the ground in front of her that Rarity came to the paralyzing realization that she was not alone in the clearing: a tall, spidery, skeletal creature in funerary finery was now crouching over and behind her like a bone gargoye.

“*Hell-oo-ooo...*” said the skeleton as he popped his skull back into place on top of his neck-bones. “I’m Jack Skellington – Pumpkin King of Halloween Town. And you are...?”

Rarity slowly turned and backed away for a few paces with an even and dignified gait. And then she firmly planted her hooves, filled her lungs as deeply as she could, and unleashed a piercing scream loud enough to scare the crows out of the trees.

“–Wait,” she said after several seconds, cutting off the tail end of her shriek, “...did you say *King*?”

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Twilight Sparkle, Princess Luna and Spike stopped at the edge of the path into the Everfree Forest. The bells on Twilight’s costume jingled softly as she halted.

“Spike, are you sure this is where Rarity went?” asked Twilight. “She isn’t exactly fond of this place.”

“No doubt about it!” Spike replied. “I’d know those hoofprints *anywhere!*” He idly cradled his tail between his claws; underneath the fabric of his costume, the tip of his tail still bore a faint imprint from repeated stomping.

Twilight swallowed. “Well, okay then...let’s go.” Twilight and Luna kept pace with Spike as he resumed tracking the Unicorn he so adored.

The Everfree Forest by Nightmare Night was even more forbidding and ominous than usual. Every shadow seemed to hold a pair of watching eyes, and every sound suggested pursuit by some nameless horror. Spike stayed focused on following Rarity’s trail, but Twilight was free to enjoy the carnival of dread her imagination was apparently more than eager to unleash. A sudden pronouncement from the Princess behind her did not help:

“BE NOT AFEARED, TWILIGHT SPARKLE!” Luna boomed. “THOU HAST OUR COUNTENANCE THIS NIGHT, AND NO CREATURE OF DARKNESS WOULD DARE INSULT US BY SEEKING TO HARM THEE!” She focused her blazing white eyes on the robed Unicorn before her as the echoes of her declaration – and the crash of thunder that had accompanied it – faded. “...*ART THOU NOT RELIEVED?*”

“Oh, y-yes, Luna...!” Twilight managed between gasping breaths. “I f-feel s-so much better n-now!” She forced a smile.

“SPLENDID. HIE WE HENCE!”

The trio proceeded silently for some time until they came to a gentle grade. At the bottom of the hill, a huge blue and yellow gemstone in the middle of a copse of trees shone in the moonlight.

“*Ah*. Now I get it,” said Twilight dryly.

A careful trip down the hill later, the Alicorn, Unicorn and Dragon began searching around the massive gem for any sign of their missing friend. They eyed the various door-fitted trees warily.

“Hey! Look!” Spike was straining to reach a necklace dangling from a pumpkin-shaped tree-door. “This is Rarity’s – I *know* it!”

“Rarity’s inside that tree?” asked Twilight doubtfully. “Okay, let’s take a look.” She approached the tree and ignited her horn.

“*BEWARE, TWILIGHT – DO NOT DRAW NEAR! THOSE TREES ARE MORE THAN THEY APPEAR!*”

Twilight yelped in fright and turned to face Zecora, who was trotting into the strange grove from the far side. “Why is everypony shouting at me tonight?”

The Zebra brushed a lock of spider-decorated mane out of her eyes and bowed apologetically. “I did not mean to startle you – only stop you from *going through*.”

Twilight raised an eyebrow. “Going through...?”

“Yes, Twilight – as I said before...there is more than tree behind that door. Each one’s a bridge through time and space, connecting to a far-off place.”

“Thy friend has travelled to another world? Calamitous!” Luna exclaimed. “We must follow her at once, and bring her back to Equestria!”

“*TOTALLY!*” said a voice from behind Zecora. “Another world? This sounds like a blast!” Rainbow Dash hovered into view. She was still wearing her crudely-stitched Shadowbolt uniform.

“I dunno ‘bout that,” added Applejack as she trotted up to join her Pegasus friend, “but if Rarity’s got herself in a bind, I’ll do mah best to help her!”

A barely-audible squeak and a hint of pink mane peeking out from the side of one of the trees gave away Fluttershy’s presence. “*M-Maybe if we wait for her, she’ll come back on her own...?*”

Twilight Sparkle’s face scrunched in confusion. “What are you all doing in the middle of the Everfree Forest?”

“I landed here after Luna zapped me,” said Rainbow Dash. “Good one, Princess!” She chuckled and held out a hoof for Luna to high-shoe; the Princess smiled cheerfully and left Rainbow hanging. After a long awkward moment Spike ambled over and slapped the Pegasus’ hoof himself. Dash nodded approvingly.

Fluttershy peered out from her hiding place. “*Um...Zecora said I could hide in her hut until the celebration was over.*” The Pegasus pointed a hoof back the way Rainbow Dash had come. Zecora’s rustic home was just visible in the shadowy depths of the Forest.

Applejack dusted off her scarecrow outfit with a front hoof. “I came to bring Fluttershy a candy apple, doncha know.”

“The reasons matter little now,” noted Luna. “You are here, and you are all welcome to accompany Us on this journey. Adventures such as this call for a full party of—”

“\*B-KAW!\* Did somepony say PARTY?”

Twilight Sparkle nearly jumped out of her robes as Pinkie Pie – still in her full chicken costume – leaped out from behind one of the trees. “P-Pinkie? Whah...?”

The pink Earth Pony grinned. “Oh, I was just in the neighbourhood. Y’know – pecking at things, scratching at the dirt. ...And *not* trying to figure out how to safely gather Poison Joke for an awesome prank. At all.” Her eyes darted to and fro. Her smile was brimming with *faux* innocence.

Twilight straightened her hat and beard. “... *Ooohh-kay*. Princess Luna is still right. With a larger group we should be able to find Rarity sooner. We’ll be back in no time!” Twilight turned to face the pumpkin door, but Zecora galloped over and stood in the way. The Zebra held up a warding hoof.

“*Usifanye hivyo!* You mustn’t go, for you may lack a way of safely coming back!”

“What do you mean?”

Zecora gestured widely at the strange trees. “The ways beyond are mostly sealed – the right conditions make them yield.” She nodded at the pumpkin door. “Only on eerie Nightmare Night can one open this door of fright.”

Spike’s eyes widened. “But the night’s almost over! We don’t have much time!” The little Dragon scampered past Zecora and tried to hop high enough to reach the door’s triangular handle.

“*NOT SO!*” Luna bellowed in the Royal Canterlot Voice. “DOST THOU FORGET WHO WE ARE? THE NIGHT DOES NOT END UNTIL WE PERMIT IT!” The Alicorn spread her wings and cast her gaze skyward. Her

horn glowed, and the moon jerked from the horizon back into the middle of the night sky. Luna smiled proudly. “There! Sally forth, brave Ponies! We shall venture to Ponyville in the meantime, and ensure that Nightmare Night continues until your return.”

Twilight looked up at the re-risen moon dubiously. “Umm...Princess...are you sure this is a good idea? After what happened before?”

A hint of sorrow crossed Luna’s features, but she pushed it down. “Thy concerns are valid, Twilight Sparkle, but surely thou canst see that this situation is different! We are not condemning Equestria to eternal night – We are helping a Pony in need! We are certain the townsponies will understand. And besides...” Luna hoofed at the ground sheepishly. “...We would also like a chance to have more *fun*.”

Twilight smiled. “All right, Princess. I understand. Now...everypony else – who’s ready to go rescue Rarity?” The assembled group let out a mighty cheer as well as a small, terrified squeak.

“*OKAY!* Let’s do this!” Twilight took a deep breath, ignited her horn, and magicked open the pumpkin door.

# Chapter 2

## Tricks

Lock, Shock and Barrel scurried up to the mouth of the zigzagging alleyway. The three mischievous trick-or-treaters crowded on top of one another in a struggle for the best viewing angle.

"It's so...*bright*," said Lock from the top of the pile, squinting through his Devil mask at the strange four-legged creature trotting along next to Jack down Halloween Town's main street.

"And...*dainty*!" added Barrel from the bottom. He raised his skull mask and slurped at an orange and black swirled lollipop.

"Yeah..." agreed Lock. Barrel joined him in an exaggerated "*BLECH!*"

Shock murmured something behind her witch mask.

"What was that?" asked Lock, cupping a hand to his ear.

Shock repeated herself: "...*I like it.*"

"You *WHAT?*" said her two cohorts in unison.

Shock removed her mask. Her beady eyes were sparkling and sweat beaded on her forehead. "I dunno what's wrong with me, but I like it! It looks...*nice*!" She bit her lower lip. Her fingers tightened anxiously around the edges of her mask. "I...I think I wanna *brush* it!"

"You don't even know what it is!" said Lock incredulously.

"*I DON'T CARE!*" she snapped. Lock and Barrel slapped a hand over her mouth from above and below and hissed out a chiding "*SHHHHHH!*"

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“Did you hear something odd just now?” asked Rarity. Her ears shifted slightly.

Jack paused for a moment to listen. “No – only the usual screams, howls, snarls and the like.”

“....Oh. I see. Very well, then.” Rarity suppressed a shudder as they resumed their tour. “But as I was saying, I feel simply *mortified* about being so...*undignified* earlier. If I’d known you were royalty...”

“Think nothing of it – screams are my stock in trade.” Jack smiled. “But as for *royalty*, it’s really more of a ceremonial–”

“JACK! *There* you are!” A pear-shaped man wearing a formal suit complete with an excessively-tall top hat jogged up to Rarity’s skeletal tour guide. His face was like a chalk-white mask locked in a dismal frown. “You can’t keep wandering off like this! It’s almost time for Halloween!”

Jack leaned forward and rested a comforting hand on the man’s shoulder. “Not to worry, Mayor – I did some planning, and my revisions shouldn’t take more than a few hours. I’d never let a year of preparation go to waste. Everything will be fine, I assure you.” Jack reached into his suit jacket and produced a slip of paper. “Here...I wrote down the key points on the way back from the Hinterlands.”

The Mayor took the paper and looked it over. After a few moments his head spun around with a mechanical creak, revealing a second, far happier face on the opposite side. “Brilliant as always! I was a fool to doubt you, Jack!” The Mayor ambled off, cheerily humming a macabre little tune.

Rarity raised an eyebrow. “You spend the whole *year* preparing for this one holiday?”

“Absolutely!” said Jack, beaming with pride. “If anything, I wish we had more time. My designs can be fairly complex.”

Rarity shook her head ruefully. “Oh, believe me, I know the feeling. First there was the Grand Galloping Gala, and now even if this whole falling-into-another-world-full-of-bizarre-creatures business hadn’t tripped up my



schedule, I'm still not certain I would have finished my costume in time for our Nightmare Night celebration."

Jack stopped undead in his tracks. He looked his visitor up and down. "Your costume isn't finished? It looks fine to me!"

Rarity covered her dainty laugh with a front hoof. "That's kind of you to say, but I'm not even *wearing* my costume right now. And as I said, I'm fairly sure I've missed the whole affair, anyway."

Jack pounded a bony fist into his upturned palm. "That won't do at all! You can't attend a holiday celebration without a costume!" He pondered the dilemma for a moment, tapping a finger against his skull, before his expression brightened into a cheery rictus. "I've got it! You can finish your costume here! Our masquerade shops are second-to-none – you'll be able to find whatever you need!" He stooped down to face Rarity eye-to-eye-socket. "And as for missing out...well, I wouldn't worry. Time in Holiday Towns like this one doesn't always pass as it does elsewhere. You may well be able to get home in time!"

"Really? Oh, that would be just *marvelous!*" Stars shone in Rarity's eyes. "Whatever would I have done without you? You're my knight in shining barding, Your Highness!"

"You're most welcome!" Jack rose and cleared his throat. "But please...just call me Jack."

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Twilight Sparkle blearily raised her head and took stock of her surroundings. The clearing was similar to the one in Everfree, but with fewer door-trees and less canopy and underbrush. There were almost no leaves on the trees at all, in fact.

Twilight was lying on the hard-packed earth at the base of a pale-barked tree. She still wore her robes and her pointed hat was on the ground next to her, but she'd lost her beard in the howling winds that had sucked them through the door. She got to her hooves, put on her hat and started looking for her friends.

“Pinkie? AJ? Dash? Fluttershy? Where are you?” she called out. As she trotted forward she nearly stepped on the straw hat from Applejack’s scarecrow costume. She magicked it up...

...and revealed her Earth Pony friend’s severed head.

“AAAAAAHH!” Twilight screamed in terror and galloped in place in a panic. Her panic only deepened when Applejack’s head opened its eyes and screamed back.

Before her fear could take over completely, a hoof tugged at Twilight’s robes. She turned to face the Pony, ready to share her terrible discovery, but there was no friendly gaze to meet hers – only a gaping neck-hole stuffed with straw.

Twilight unleashed an even bigger scream.

“Stop screamin’ an’ help me!” said Applejack’s head while her body sat down and crossed its front hooves. “I’m awright...ya just startled me, is all.”

Twilight’s jaw dropped. “A-Applejack? You’re...y-you’re a...”

“I know! A scarecrow. An’ it’s powerful strange, I don’t mind tellin’ you. M’head came right off when we landed and I’ve been stumblin’ around fer a while now tryin’ to find it. But I didn’t make much progress without bein’ able to see.” Applejack carefully reached down and picked up her head. She frowned in concentration as she tried to put it back in its proper place.

“Here...let me help,” said Twilight. She ignited her horn and sewed the burlap of Applejack’s neck to that of her shoulders with conjured twine.

“Thank ya kindly,” said Applejack, craning her repaired neck from side to side.

*“I heard screams...is everypony all right?”* Fluttershy’s soft voice had come from somewhere above and behind Twilight.

“Fluttershy...?” Twilight turned and looked around, leaning to peer past the tree against which she’d woken up.

*"I'm here, Twilight..."* The tree twisted, revealing a shape not unlike a cyan-eyed equine face three quarters of the way up its trunk. *"Oh, my!"* said the tree. *"How did you all get so small?"*

At a total loss for words, Twilight simply stared up at the Fluttershy-tree with her eyes wide and her jaw slack.

The tree stared back for a moment before finally seeming to take stock of the situation. *"...Oh! Well, this isn't so bad, I guess..."* Fluttershy's cheeks brightened with a sap-coloured blush. *"I mean, I've always wondered what it would be like—"*

As Fluttershy waved her "limbs" experimentally, Pinkie Pie dropped out from between her upper branches and landed on the ground in a puff of dust and white feathers. She hopped to her feet, met Applejack's gaze, and then took off like a shot, squawking in fear and flapping her feathered front legs.

Twilight Sparkle slid an exasperated front hoof down her face. *"Oohh-kay...apparently our costumes are real in this world. We'll just have to make do until we can find Dash and Rarity and get back to Equestria."*

"Hold on a minute," said Applejack, "Fluttershy wasn't dressed up as no tree! She didn't have on a costume at all!"

Fluttershy shifted anxiously, dropping a few autumnal leaves. *"Um...I may have tried to hide under a pile of branches when the wind got really loud..."*

"Huh. Well, awright...but what about you, Twilight?"

Twilight waited for the still-panicking Pinkie to pass between them before answering. "I'm not sure – I feel fine. Maybe it's because I lost my beard. I mean, without the beard the costume isn't finished. This way, I look more like Star Swirl in his early days as a wandering lore-hunter and adventurer..."

Twilight straightened. Her gaze turned stern and determined, and her voice slowly rose in volume. "Exploring Paleopony-Period ruins for secrets of

eldritch magic...travelling to far-off places with my faithful companions...confronting frightful monsters with my mighty magic..." Twilight's horn glowed under her hat; she conjured a jewel-topped wooden staff. "...and defeating evil – wherever it may lurk! – in the name of *THE ROYAL PONY SISTERS!*"

Twilight laughed boisterously and swung the magicked staff forward, blocking Pinkie's path. The chicken-Pony stopped in her tracks. "No time for running about now, my fun-loving friend!" Twilight boomed. "We have damsels to rescue and treasure to find! *Ha-ha-HA!*" Twilight pointed her staff in an apparently-random direction and strode forth with total conviction. "Onward... *TO GLORY!*" Pinkie tagged along, her head bobbing happily as she walked.

Applejack raised an eyebrow. "Treasure..? *What* treasure?"

"There's *always* treasure," said Twilight without looking back. "Trust me!"

The scarecrow turned to the tree next to her and frowned.

Fluttershy shrugged. "*She seems to know what she's doing...*" she said, and twisted her branches and roots into something like a four-legged stance. She trotted off after the pair, her long stride making up for her slow gait.

Applejack shook her head and followed.

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"CITIZENS OF PONYVILLE!" Luna bellowed, flapping her wings to hover above Ponyville's town square, "YOUR PRINCESS HAS SO ENJOYED TONIGHT'S FESTIVITIES THAT WE HAVE DECIDED TO HOLD AN ENCORE! NIGHTMARE NIGHT SHALL BEGIN AGAIN!"

The gathered throng of Ponies stared up in silence for a long moment, until a pale yellow foal dressed as a princess spoke up:

"...More costumes?" she asked meekly.

“More candy...?” added a lavender Unicorn foal dressed as a firefighter.

“More Princess Luna?” said Pipsqueak the pirate, his unpatched eye brightening.

“*VERILY!*” said Luna.

The foals cheered and stomped applause. The adults soon joined them, and then got to work on restarting the celebration.

Spike stood up on Zecora’s back and leaned past her head for a better view of the proceedings. “Huh!” he said. “They took it better than I thought they would!”

Zecora turned away from the crowd. “*For now* it seems they took it well, but later? Only time will tell.”

“Awww, don’t worry! Twilight and the gang will be back before you know it.”

“The alternative is endless night; for all our sakes...*I hope you’re right.*”

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Rarity poked her head through the costume’s shop’s half-open door. “Hello? Is anypony there?” She gently rapped a front hoof on the door-frame. When no one responded she trotted inside.

The shop was well-stocked with both raw materials and completed ensembles for every taste – assuming that those tastes tended toward the spooky and macabre, of course. The shelves and racks were heavy with clothes and fabrics in every colour of the graveyard and every pattern from spider-web to bats. The main room was dimly lit by a pair of flickering wrought-iron chandeliers. A crudely-stitched fashion dummy wearing a simple earth-toned dress sat limply on a chair in the back corner.

“Not much for a Sunday brunch at the country club,” mused Rarity, “but for Nightmare Night?” She giggled a self-satisfied giggle. “Oooh, I am going to be the envy of everypony!”

She magicked up a few bolts of assorted fabric. “That Jack...such a helpful King!” At Rarity’s mental command the hovering cloth split into smooth-edged shapes. “And that voice...!” Rarity shivered with delight.

“...You should hear him *sing*.”

Rarity yelped in surprise and turned around. The bolts of cloth tumbled to the floor.

The fashion dummy – more of a rag-doll, Rarity now noted – was standing up on its own and looking down at her with wide, friendly eyes.

“O-oh! I *beg* your pardon!” said Rarity as a faint blush coloured the bridge of her nose. “I thought nopony was here.”

The doll bit her lower lip. “Yes, sorry about that...I was sewing some socks and I must have fallen asleep. I’m Sally.” She offered Rarity a hand.

“Rarity.” The white Unicorn held out a front hoof; Sally shook it. “I didn’t mean to impose. Jack said I’d be able to finish my costume here.”

Sally gasped in horror and covered her mouth with a hand. “No costume? Oh, dear! *Of course* you can work here!”

Rarity smiled. “Splendid! Now...I don’t suppose you have a ponequin or a clothes-horse lurking around here, do you? Something I can build my dress on?”

“Well, I have dummies, but they’re really more for folks...like me.” Sally’s eyes brightened. “No, wait!”

She jogged over to the store’s back door and went out into the back lot. She returned a moment later, leading a skeletal reindeer by its bridle. The undead construct regarded Rarity passively with its empty eye sockets.

“My...*creator*...built a team of these for one of Jack’s less well-thought-out ideas,” said Sally. “This one was left over, and I couldn’t bear to see it get dismantled, so I kept it.”

Rarity forced her disgusted grimace into something resembling a smile.

“Oh, that’s...*perfect!*” she said through clenched teeth. “I’ll get right to work!”

.....

“*A-ha!*” said Twilight, pointing her magicked staff down the road, “A town! We’ll be able to find out more about our quest there!” The robed Unicorn continued to take the lead. Pinkie Pie the Chicken walked along at her side, and Applejack the Scarecrow and Fluttershy the Tree brought up the rear.

“So it’s a *quest*, now?” said Applejack doubtfully.

“*Well, we are trying to find Rarity and Rainbow Dash,*” suggested Fluttershy, “*and if anypony we know could be called a ‘damsel,’ it’s Rarity.*”

“Precisely!” agreed Twilight cheerfully.

Ahead, something shiny deep in a thicket caught Pinkie Pie’s attention. She squawked curiously and stuck her head into the underbrush. When she pulled free, her companions shared a shocked gasp.

“*\*B-Kawk!\**” she crowed triumphantly. “Look, everypony! I found a ticket to something!”

The leather-winged mass covering Pinkie’s eyes shifted slightly. Its gleaming red eyes narrowed menacingly, and it bared a daunting array of needle-sharp fangs.

Twilight tipped her hat to reveal her horn, and then used the crystal topping her staff as a focusing lens for a narrow beam of battle magic. With a bright flash and a burst of smoke the ticket shrieked and flew away, trailing smoke from its flaming rear end.

Pinkie blinked the soot out of her eyes. “Awww...” she said, “why’d you do that?”

“Shewt! Why d’ya *think* she did that? It was a huge, black—”

Twilight Sparkle cut Applejack off. “—Tie affair. Snooty and stuffy. Not your

style at all.”

“Oooohhh. Phew! Thanks, Twilight! You’re a lifesaver!”

Applejack shook her head in disbelief, but a moment later her features twisted in consternation. She turned to Pinkie Pie. “Hay now – wait a minute! Ya can still *talk*?”

“Well, *duh*,” said Pinkie Pie. “I’m not a mime – I’m a chicken! \*B-KAWK!\*”

Applejack’s eyes narrowed. After a long, silent stare at her pink friend she sighed and muttered:

“...*Let’s just go to th’town.*”

“Woo!” Pinkie exclaimed. “Adventure!”

“That’s the spirit!” said Twilight.

♪ **RESCUE OUR PONY PALS** ♪  
(*To the Tune of “Kidnap the Sandy Claws”*)

[ALL]  
(*trot down the winding forest path in a group*)

[PINKIE PIE]  
Rescuing our Pony pals?

[FLUTTERSHY]  
Sounds pretty scary...

[TWILIGHT SPARKLE]  
Focus, gals!  
We can’t fail if we work together –  
(*raises staff*)  
Four of a kind!

[PINKIE PIE]  
(*flaps her wings*)



Birds of a feather!  
Now and forever – wheeee!

[ALL]  
La, la, la, la, la, la  
La, la, la, la, la  
La, la, la, la, la, la, la  
La, la, la, la, la  
Rescue our Pony pals, then back through the door  
We will gallop happily  
And celebrate some more

[TWILIGHT SPARKLE]  
First we'll find the monster's lair  
And charge forth in a big stampede  
Once we save the damsels we will  
Check the loot and Need-or-Greed!  
*(clops front hooves together excitedly)*

[APPLEJACK]  
*(trots up to Twilight)*  
Wait! Who said there're monsters here?  
There might well be nothin' to fear  
A simple search around these parts  
Could end this quest before it starts!

[ALL, APPLEJACK LEADS]  
Rescue our Pony pals  
Searching high and low  
Make sure that they're safe and sound  
Then home we will go

[PINKIE]  
Searching? That is way less fun  
Than getting monster hunting done!  
Why, I bet there're monsters everywhere  
*(Hops over next to Fluttershy)*  
That Fluttershy can Stare!  
*(Eyes bulge and swirl comically)*

[TWILIGHT]

Yay!

[FLUTTERSHY]

*(Sits, rubs front branches together nervously)*

Um, what if we write some letters

All about our quest and then

Go back home and wait for answers

Safety first – it works for me!

[TWILIGHT]

Don't be silly, think now

If somepony else finds Rarity

They will get the credit

And then we'll miss out on sweet X-P!

*(makes a ka-ching! gesture with a hoof)*

[ALL, TWILIGHT LEADS]

Rescue our Pony pals

Dash and Rarity

Finish off the module with

Great celerity

[ALL]

Because our Princess Luna's holding back the morning light

If we don't get back soon it will...mean eternal night!

[PINKIE]

They'll be so pleased when we get back

That they'll make us a yummy snack!

[APPLEJACK AND PINKIE]

I bet they'll bake an apple pie

*(Both form a circle with their front legs, hoof-in-hoof)*

This wide and twice as high!

Mmmm!

[ALL]

We're intrepid heroes

And we serve without a frown

We got sucked through a pumpkin  
And went to creepy-town

[FLUTTERSHY]  
*(cringes)*  
I wish this place wasn't so grim...

[PINKIE PIE]  
*(Pops up suddenly from behind Fluttershy)*  
It's not that scary!

[FLUTTERSHY]  
*(Yelps in surprise and swings her branches in fear)*

[APPLEJACK]  
*(Half-ducks, swinging branch knocks off her head again)*  
Watch that limb!

[FLUTTERSHY]  
*(Winces)*  
Sorry!

[APPLEJACK]  
*(Fumbling around for her head)*  
S'okay...

[TWILIGHT]  
*(Helps AJ reattach head, then gestures to an ominous sign that reads 'Halloween Town')*

Everypony – look up there!  
The sign says this town's 'Halloween'  
We'll ask around from door to door  
To find out what these folk have seen  
And if they know our Pony pals,

[ALL, TWILIGHT LEADS]  
Our diligent adventuring  
Will come to an end at last  
And all will hail our  
Vic-to-ry!

[ALL, FLUTTERSHY LEADS]

Rescue our Pony pals  
That's our noble task  
We will help anypony  
You just have to ask

[ALL, PINKIE PIE LEADS]

Rescue our Pony pals  
We're sure they'll be fine  
In 10 seconds flat we will  
(*Pinkie flaps her wings*)  
Cross the finish line

[ALL]

Rescue our Pony pals  
They won't be alone  
Elements of Harmony  
Look after their own!

.....

Zecora kicked a few more pieces of wood into the fire heating the black iron cauldron on the street in front of Sugarcube Corner and then cautiously smelled the bubbling mixture she'd prepared. She jerked back after only a tiny sniff.

"*Lo!* This mixture packs a mighty kick – I hope that it will do the trick!"

Spike hopped up and down, trying to get a peek over the lip of the cauldron. "What's this brew for, Zecora? Are you going to put on another show? Or is it some kinda...um...some..." Spike yawned. His hopping slowed down, and he flopped down onto his back. A moment later he was snoring.

Zecora chuckled. "It will keep the Ponies going strong, in case Miss Sparkle takes too long." She picked up a ladle in her teeth and scooped up some of the dark liquid. She gently pressed on Spike's tail with a front hoof; his jaw unhinged, and Zecora poured the potion down his throat.

An instant later Spike's eyes snapped open. He leaped back onto his feet and started jogging in place.

*"OhwowZecora!Thatstuff'sgreat!Ifeeltotallyawakenowthanks!  
Hey!IthinkI'mgonnagohavesomemorecandy!Okaybye!"*

Spike streaked away at triple his usual speed.

"A most clever idea, wise maiden of Pundamilia!" said Luna, dropping down out of the black sky like a bird of prey. "Thy hedge magic has served Twilight Sparkle and her companions well in the past, or so her letters to Our Sister have suggested." Luna trotted over to the cauldron. "However, searching an entire world may take them longer than thy potions can last. This calls for *TRUE MAGIC!*"

Luna ignited her horn and focused on the boiling brew. Its bubbling intensified, and it took on a dim glow the same shade as Luna's deep blue magic.

Zecora eyed the supercharged potion warily. "Your Majesty, do You think that this is safe for them to drink?"

Luna spread her wings. Her eyes blazed white-hot. "*DOST THOU DOUBT OUR MAGICAL PROWESS?*"

The Zebra stood her ground. "I would *never* so rudely presume, O Princess of Darkness and Gloom." She gave a curt half-bow. "...But spells can sometimes lead to trouble – and mixing spells can make it double!"

"Thy concerns are duly noted," replied Luna before taking to the air. "ATTENTION, CITIZENS! FESTIVE PUNCH IS SERVED! COME ENJOY SOME NOW!" After a short pause she added: "*THAT IS NOT A REQUEST!*"

.....

"That's it, you macabre thing, you...hold still," muttered Rarity as she magicked the last black pearl into place along her ornate gown's hem. As ordered, the reindeer skeleton modeling the couture remained perfectly

motionless. With the trim complete, Rarity stepped back and admired her hoofiwork.

“Ooooh!” said Sally. “It’s...*beautiful!*”

“It is, isn’t it?” said Rarity with a self-satisfied grin. “I’ve really outdone myself this time!”

The gown’s innermost layer was spider-web-patterned black lace and fishnet, covered by several shades of black and purple satin. Black pearls and the occasional vivid amethyst accented the seams and trim. An ornate braided-silver tiara set with a large black diamond and a matching set of silver shoes completed the ensemble.

“Would you like some help trying it on?” Sally asked.

“Most kind,” replied Rarity.

While Sally helped her into her masterpiece, Rarity airily inquired: “So-o-o – just out of curiosity – is there a Pumpkin *Queen?*”

Sally paused in adjusting Rarity’s tiara and cleared her throat. “Um, well, not exactly, but...” she smiled nervously.

Rarity raised an eyebrow as she stepped into the last silver shoe. “...You? *You’re* betrothed to *royalty?*” Her tone took on a haughty, sneering edge.

Sally wrung her hands together and stepped back. “W-well, it’s really more of a *ceremonial*–”

“I’m sorry, dahling,” said Rarity, magicking up a large pair of scissors, “...*but that simply won’t do.*” She looked up at the rag-doll, narrowed her eyes and chuckled a sinister chuckle.

A few minutes later, Jack’s spidery skeletal fingers crept around the edge of the costume shop’s door.

“Sally? Rarity?” Jack half-opened the door and popped his head inside. “How are things go–”

Jack Skellington had overseen the year's most terrifying holiday more times than he could remember, but what he saw made his eye-sockets widen and his jaw drop.

.....

Twilight Sparkle, Pinkie Pie, Applejack and Fluttershy cautiously trotted down the cobblestone streets of Halloween Town, looking at the freakish townsfolk with much the same worried expressions that the folk themselves wore.

"This place ain't natural..." said Applejack. "Everypony's got paws like Dragons!"

"Yeah!" said Pinkie Pie. "And they walk around on their hind legs! How weird is that? *\*B-KAWK!\**" She flapped her front legs for emphasis.

"Eyes on task, girls," said Twilight firmly, looking over her shoulder at her companions. "We need to find somepony who might have seen Dash and Rarity. Wait...where's Fluttershy?"

The three Ponies retraced their steps, and soon spotted their arboreal ally back around the corner they'd just turned.

Fluttershy was pressed up against a building's wall, anxiously half-turned away from another animate tree. The creature was leaning against the same wall, propped up by a branch. Its knothole-face wore a sinister grin.

"Don't worry 'Shy!" shouted Applejack, 'I'm a comin'!" Applejack galloped ahead of the group and skidded into a turn in front of the dark-barked tree-monster. She unleashed an apple-bucking kick made only slightly weaker by her straw-filled state.

Small skulls and bones rained down like so many apples from the tree's upper branches. "*\*URGH!\**" it groaned. "Right in the periderm!" The tree keeled over, cradling its lower trunk with its limbs.

"Oh my!" gasped Fluttershy. "*Applejack! Why'd you do that?*"

Applejack raised a stitched eyebrow. “Uhh...I was rescuin’ you?”

Fluttershy frowned. *“But he wasn’t attacking me!”*

“He wasn’t...?”

*“No! I was just telling him about our missing friends!”*

“Well then how come you were all cringin’ and the like?”

Fluttershy’s syrup-coloured blush returned. *“Oh...um...he also...”* She turned partially away, her willowy mane of twigs half-hiding her face. *“...said I had nice branches.”*

“It’s t-true...” groaned the fallen tree. “You could be a *m-model!*” Fluttershy’s blush deepened.

Words failed Applejack.

Fortunately, the rest of the group chose that moment to trot over.

“Huzzah!” said Twilight. “The party’s reunited. Now we just need to find Dash and Rarity.”

A husky voice from a nearby alleyway answered Twilight: “WAY ahead of you!”

A pair of gleaming yellow lenses came into view first, followed by their streaked-maned wearer.

Twilight’s expression brightened. “DASH! It’s you!”

“The one and only,” said Rainbow Dash proudly. The Pegasus still wore her Shadowbolts uniform but the crude stitches were now small and neat, and the colours were more vivid – the blacks and purples abyssal, the yellow accents shining. She slicked back her multi-coloured mane with a front hoof. “Oh...and I went ahead and found Rarity for you guys, too.”

“Really? That’s *GREAT!*” said Pinkie excitedly.



“Woohoo!” cheered Fluttershy softly.

“Lead th’way, Sugarcube!” added Applejack.

Dash turned and took to the air, hovering along ahead of her four friends. A few blocks later, the Ponies came to a stop at the back of a large crowd gathered in the town square.

“Oh, cool – we’re just in time!” said Dash.

“In time...for what?” asked Twilight, a note of suspicion colouring her voice.

At the head of the crowd, an immaculately-dressed white Unicorn trotted up to the top of a wooden stage. She magicked up a pair of small objects, and then let them drop before her: a bat-bowtie and a lock of brown hair tied with a black ribbon.

“Citizens of Halloween Town!” Rarity intoned, her imperious voice echoing off the farthest walls, “This year, Halloween shall be MINE!”

The assembled masses murmured in confusion, but the first to speak up did so in support:

“I’m all for it!” shouted a grizzled old witch. “About time a lady gave it a shot!”

“PO-NY!” bellowed a massive aproned zombie with a cleaver buried in his forehead.

“I *really* like her mane!” added a young trick-or-treater.

“Rarity...?” whispered Twilight in shock. “Dash! What’s the meaning of—” Twilight turned to face her friend, but the Pegasus had taken off...to fly over and stand at Rarity’s side.

“I brought them just like you said... *Your Majesty*,” said Dash with a brief bow.

“Dash! *No!*” shouted Twilight. “Curse your sudden but inevitable betrayal!”

“Ah! My friends!” said Rarity, casting a glance to the back of the crowd. “Join these humble townsfolk in welcoming their new ruler! Gaze in awe upon... *THE PUMPKIN QUEEN!*” Rarity indulged in a lengthy bout of malevolent cackling.

.....

“I don’t want to say I told You so...” said Zecora between gasping breaths, “but *nimewaambieni hivyo!*”

The Zebra was galloping through the streets of Ponyville alongside Princess Luna. A huge stampede of wild-eyed costumed Ponies was in hot pursuit, some of them carrying pitchforks or torches between their jaws.

“Burn the witches!” shrieked a red-maned beige Earth Pony. Her pupils were as small as pin-pricks.

“No mercy!” added the twitchy, green-maned pink Earth Pony next to her.

“Spiders! Spiders everywhere!” screamed their blonde-maned rosy friend before collapsing and slapping at her conspicuously spider-free flanks.

“We could not have anticipated this!” insisted Luna. “It was just a simple energizing spell! Warrior Unicorns used to use it all the time before going into battle!”

Zecora cast a sidelong glance at the Alicorn beside her and raised an eyebrow.

Luna winced. “...*Oh.*”

The pair rounded a corner, and barely skidded to a stop in time to avoid running into a wall of golden light.

The blazing glow faded, revealing the imposing presence of Princess Celestia.

“My dear Sister...” said the alabaster Alicorn sternly, “care to explain?”

# Chapter 3

## Treats

“Tell me again why we’re hidin’ from *Rarity*?” asked Applejack, surveying the cluttered basement in which she and her costumed friends had taken refuge. “I mean, sure, she knows a little Karate, but she ain’t exactly what I’d call *fer-middable*. Couldn’t we just, ya know, grab ‘er, and head back to Ponyville where things make sense?”

Twilight Sparkle gasped. “Don’t be ridiculous! We can’t assail the Pumpkin Queen directly!”

Applejack tilted her stitched-burlap head. “...We can’t?”

Twilight magicked up her staff. The gem at its tip glowed purple as she used it to draw shapes in the air.

“Of course not! First we have to get past her hordes of minions...” Twilight drew a series of hostile stick figures. “...Then we storm her stronghold...” She sketched out an ominous tower. “...and confront her loyal second-in-command...” Twilight added a tiny Pegasus to the top of the tower. “And *then* we face the Pumpkin Queen!” She doodled a quick portrait of their finely-dressed friend. “You see?”

“*Oh my,*” said Fluttershy from the building’s back yard. She had hunched over to peer into the basement’s small window. “*That sounds pretty scary.*”

“Scary...but fun! \*B-KAWK!\*” said Pinkie Pie.

Applejack frowned. “We gotta do all that?”

“Most definitely!” Twilight insisted. “It’s the only way!”

“Well, if’n that’s how it’s gotta be...” said Applejack, still clearly unconvinced.

“Excellent!” said Twilight, her enthusiasm still at full bore. She turned to face the basement stairs. “C’mon, girls – it’s time for some adventuring!” She gestured emphatically with her levitating staff and strode forth.

The chicken and scarecrow trotted into step behind the wizard as she headed upstairs. The tree straightened and lumbered over to meet them outside.

.....

The potion-frazzled crowd of townsponties clustered in small groups around Ponyville’s town square, staring up at the sky and hooting, hollering and stomping applause.

Far above them a pair of blazing comets streaked through the night sky trailing tails of shimmering light – one deep blue, the other gold-tinged pink. The orbs of light clashed again and again, battling like a pair of angry hornets. Each time the orbs contacted, a burst of fireworks lit up the sky.

*“ALL HAIL PRINCESS CELESTIA!”* shouted one group of Ponies.

*“LONG LIVE THE NIGHT!”* answered another group. Pipsqueak briefly hopped into view near the centre of that group, swinging a rubbery sword in his teeth.

*“PUMPKINS!”* shouted a walleyed, paper-bag-clad grey Pegasus as she took advantage of the lack of lineups at the punkin-chunkin rigs.

Once a flurry of wildly-misaimed gourds finished smashing into the area, Zecora peeked out from the mouth of the alleyway into which she’d run and cast her gaze skyward.

“I hoped it would not come to this,” she whispered in awe, “but such a sight one should not miss!”

*“Yeah I agree it’s pretty amazing but I sure hope Twilight and Rarity and everypony else come back soooo!”* yammered Spike as he streaked past at top speed. A few moments later he completed a lap of the town and scampered past again.

The glowing lights in the sky clashed again, and Zecora found herself joining the crowd in an awestruck *Oooohhh!* as another starburst exploded across the sky.

.....

Twilight, Applejack, Pinkie Pie and Fluttershy trotted up to the crest of a hill near the middle of Halloween Town and looked down the street.

Ahead, dozens of ghoulish town residents were adding black and purple ribbons to streetlamps and door-frames, applying gemstones to jack-o'-lanterns, and otherwise decorating the town to match its new overlord's macabre yet fabulous sensibilities. In the middle distance, a tall tower loomed forebodingly.

"Hrmm..." said Twilight, tapping her chin with a hoof. "They'll never let us pass – they'll know we're here to take down their new Queen. So...looks like it's time for step one: *defeat the minions.*"

*"B-but there's so many of them..!"* said Fluttershy. She scuffed at the ground nervously with her branches.

"Not to worry," replied Twilight. "This encounter must have a secret solution of some kind." She began looking around, poking at jutting bricks with her staff and stepping firmly on partially-dislodged cobbles. *"Maybe a shortcut, or a sewer entrance?"* she mused, mostly to herself. *"There's always a sewer entrance..."*

Twilight's companions joined her in her search, despite the fact that were clearly unsure just what they were looking for.

"Ooh, look!" said Pinkie Pie, pointing up at the sinister-looking wooden sign for the Black Dragon Tavern, "A dragon! *\*RRRAAAWWWWR!\*"*

*"WHERE?"* said Twilight and Fluttershy in unison. Twilight ignited her horn and staff and assumed a defensive stance, while Fluttershy seized up in fright...and tipped over.

The fallen tree squealed in panic as she tumbled down the steep hill like a rolling log, bowling over every Halloween Town citizen in her path. She

finally came to rest several blocks away at the bottom of the hill, a trail of dazed and senseless “minions” left in her wake. She stumbled back onto her branches and roots and surveyed the havoc she’d wrought. “*Oh, dear!*” she said. “*I’m sorry! I didn’t mean to!*”

“...Timber?” said Pinkie in mild embarrassment.

“...Ah,” said Twilight, “I guess that works, too. Onward!”

The group trotted down the inclined street to join Fluttershy, carefully avoiding stepping on the bruised townsfolk underhoof.

For a time their progress was blessedly swift, and the tall building the Pumpkin Queen had claimed as her own soon rose up ahead of them, only a block or two away.

“Woohoo!” said Pinkie, flapping her wings. “Everything’s working out *GREAT!*”

Pinkie shrill voice echoed off the surrounding walls. A sudden chorus of hoarse caws and squawks answered back. In moments the dark sky had grown darker still, filled as it was with a vast unkindness of ravens.

“Blast!” cursed Twilight. “There’s too many to zap them individually, and we’re in too close quarters for me to use any AoE!”

“Aioli?” said Pinkie. “Yum! I *love* garlic!”

The purple Unicorn groaned. “Not *aioli*, EHH, OHH – DUCK!” A swooping swarm of angry ravens cut Twilight off in mid-explanation. She and Pinkie dived for cover.

“*P-Please, birdies...we don’t want any trouble...*” Fluttershy implored. “*Can’t we all just get along?*” Squawks and caws all but drowned out the timid tree’s voice. Several ravens dive-bombed her, eliciting a terrified squeak.

“OH-kay...” said Applejack sternly. “Ah think that’ll be just about enough o’that!” She stomped into the middle of the street-crossing in which the group had stopped, fixed her stance, adjusted her straw hat, cleared her throat, and:

*“Boo.”*

The black birds froze – many in midair – and stared down wide-eyed at the harbinger of terror beneath them. After the span of a single breath, the flock cawed in panic and scattered away into the night sky.

Applejack flicked her straw hat proudly. “Heh. An’ Big Mac said this costume wasn’t scary enough!”

Pinkie Pie peeked out from underneath a pile of bagged dry leaves. She giggled. “Are you kidding? That was terrifying! *\*B-KAWK!\**”

Twilight stared, deadpan. “...Yes. Horrific. *Anyway*, looks like we’ve got a clear path to the Pumpkin Queen’s stronghold. Shall we?”

The adventurers had just crossed the threshold onto the tower’s grounds when a further unwelcome – though not unexpected – impediment made its presence known:

*“Not so fast, Goody-Four-Shoes!”*

With a dusky flash of rainbow-accented darkness, the Pumpkin Queen’s favoured lieutenant swooped down from the top of the tower and alighted on the stone walk leading up to its front doors. She hoofed at the ground menacingly. “If you wanna face down the Pumpkin Queen, you’re gonna hafta go through the *Speed Queen!*” She grinned wickedly.

Twilight’s staff lit up. “Let’s see how fast you are under two hundred scintillas of Web Spell!” She pointed the implement, and a glowing reddish-purple tangle streaked out toward the dark-clad Pegasus.

She lunged to the side, and the sticky spell scattered harmlessly. “Ha! Nice try, *slowpoke!*”

Shadow Dash flew in close to Twilight and raced in tight circles around the Unicorn. A small whirlwind spun Twilight at dizzying speed until the wizard collapsed, her eyes turning in opposing circles.

“Tarnation, Dash! We ain’t got time fer this!” Applejack charged the sinister

Pegasus, intending to grab her in a flying tackle. Dash had other plans.

With a flap of her wings she deftly evaded the scarecrow's dive, leaving Applejack with a brick wall as her only target. There was a loud crash and a burst of straw as the Earth Pony found herself reduced to a pile of rough cloth and spilled stuffing. "...*Aww, horseapples,*" said her once-more disembodied head from its resting place in the gutter.

"*Rainbow Dash! How could you?*" Fluttershy lumbered forward and bore down on the Pegasus with a righteous gleam in her eyes. "*I had hoped it wouldn't come to this, but you leave me no choice!*" Fluttershy spread her branches wide and unleashed the paralyzingly-intense onslaught that was The Stare...directly into the Shadowbolt's mirrored golden goggles.

Dash collapsed in mocking laughter as the tree before her gasped in terror at the sight of her own reflection and froze as still as any tree in Everfree.

"*HEY, you big meaniepants!*" Pinkie called out from across the street. "Why don't you try picking on a fellow*bird?*" She grinned, spread her wings and gave a few flaps for emphasis.

Shadow Dash got to her hooves and turned to face her challenger. "Whah...? I'm not a bird! I'm a *Shadowbolt!*"

"Close enough!" insisted Pinkie. "Betcha can't catch me!" She let out a quick *meep-meep!* and took off like a shot, her clawed feet kicking up puffs of dust from the worn stone streets.

Shadow Dash growled "You're ON!" and streaked after the party-chicken like a multicoloured cannonball.

"Now just whut is that silly filly plannin' ta do?" asked Applejack's head.

"*Urrgh...*I have no idea," said Twilight, fighting back a surge of nausea. "Here, let me help you." She staggered halfway up onto her hooves, but then her stomach gurgled and her cheeks ballooned. She sat back down, swallowed hard and added: "...*in a minute.*"

.....



Lock and Barrel watched their compatriot warily, each adjusting his position in turn so as to be the one farther away from her.

“Umm...” said Barrel. He scuffed the floor with a bare foot.

“Uhhh...?” agreed Lock. He wrung the pointed tail of his Devil costume in his hands.

Shock looked up from her project and shot her allies a fierce stare. “...What? Haven’t you ever seen somebody building a Pony Trapper before?”

“No!” they replied in unison.

“We only just found out what a Pony was!” said Barrel.

“And plus...you can’t trap the Pumpkin Queen!” added Lock.

“Yeah!” said Barrel. “This isn’t like that bunny or the old guy! She’s *important!*”

“I’m not *going* to trap the Pumpkin Queen,” Shock said with a grin.

“Umm...” said Lock and Barrel.

Shock groaned in irritation. “Weren’t you two dummies *watching* at the announcement? There are more of them now!” She hefted her creation in both hands, testing its weight. It resembled a bulky crossbow in profile, but its bundled payload was far, far larger than an arrow. “I’m gonna trap a *different* Pony!”

“*Ohhhhh,*” said Shock’s cohorts. “That’s different!”

The three trick-or-treaters shared a sinister chuckle.

.....

Pinkie Pie scampered through the streets of Halloween Town at incredible speed, pausing now and then to stare at interesting decorations or peck at

fallen candy in the streets.

Shadow Dash was hot on her trail, her multi-hued contrail standing out sharply against the grey and black backdrop of the town. She was more than a match for her quarry on a straightaway, but those were few and far between in Halloween Town.

“Can’t catch me! Hee hee hee!” said Pinkie over her shoulder.

Shadow Dash gritted her teeth and poured on still more speed.

Despite Pinkie’s best efforts, her Pegasus pursuer slowly closed the gap between them. Bit by bit the Shadowbolt drew nearer to the chicken. They were soon close enough that Dash could slap at Pinkie’s tail feathers with her front hooves. Catching her seemed all but inevitable. But then a voice from the edge of a nearby rooftop shouted:

“*GOTCHA!*”

With an echoing twang a large rope net ensnared both Ponies. Their momentum carried them into a tumbling roll, and the whole mess crashed through the front door of a nearby shop.

“Smashing pumpkins!” Lock swore. “I can’t believe that thing worked!”

“Why *wouldn’t* it work?” replied Shock huffily. “The bathtub works!”

“You just found that on a trash heap!” said Barrel.

“I also *housebroke* it, thank you very much!” Shock set down her Pony-Trapper and headed for the building’s fire escape. “Come on – it’s time to nab some Ponies!”

“Wait!” said Lock. “You can’t!” He pointed down at the shop’s sign.

Shock peered over the roof’s edge and sighed in frustration. “Oh raisins,” she swore, “a costume shop!”

“Can’t do mischief in a costume shop,” said Barrel. He unwrapped a piece of taffy and popped it into his wide mouth. “*Iss hwwly grnnd.*”

“I know, I know,” said Shock. “Well, they can’t stay in there forever. And when they come out, we’ll be waiting!”

.....

Applejack’s repaired top and bottom halves hung in midair, suspended by Twilight’s magic. The Unicorn floated the last of the Earth Pony scarecrow’s straw back into place and then started sewing her back together with conjured thread.

“H-Hay! Careful! That t-tickles somethin’ f-fierce!” Applejack squirmed and kicked at the air.

“Sorry...!” said Twilight. “I may be an arch-wizard, but sewing is really more Rarity’s specialty.”

Once Twilight completed her work, she set her restored companion back down on her hooves.

“That’s more like it!” said Applejack, rearing and kicking experimentally.

“...yay,” said Fluttershy weakly, still somewhat shaken by her brush with her own Stare.

Twilight jabbed her staff into the ground imperiously. “Okay! Pinkie has drawn away the Pumpkin Queen’s second-in-command, so the way is clear. It’s time for...an epic confrontation!” She posed courageously for a moment, and then turned to face the tower. She magicked open its sizable front doors, and strode forth. Her fellow party members followed.

The interior of the tower was festooned with black and purple ribbons and gemstones, and fancifully-carved pumpkins lit with violet faerie-fire rested on every available surface. The sound of the adventurers’ hoofsteps (and branchsteps) echoed in the eerie silence.

“That way,” said Twilight, gesturing to a grand spiral staircase. “She’ll be at the top of the tower.”

“How do ya know that?” asked Applejack.

"The Dark Queen is *always* at the top of the tower," replied Twilight, as if it was the most obvious fact in the world. "You martial types really ought to brush up on your lore skills."

*"But lore skills cost double for warriors!"* interjected Fluttershy. Applejack and Twilight stared at the tree in mild disbelief.

*"Um, I mean, we should hurry!"*

.....

"\*Hnng!\* Get offa me!"

"G't ywr hff ow'ah mh mouff!"

Shadow Dash and Pinkie Pie struggled to escape from the net. Almost in unison, Dash freed her wings and Pinkie freed her feet. They immediately started pulling in opposite directions.

Pinkie's head popped partway through a space in the net. The tight fit pulled at her costume as she strained to break free. On the other side of the net, the ropes creaked as Dash flapped her wings faster and faster.

With a final snap and tear the net gave way, and the two Ponies crashed into opposite sides of the room. Pinkie rolled under a pile of wooden boxes, while Dash struck and tipped over a shelf of wigs and dye.

Pinkie popped up from between the boxes, her eyes dazedly rolling. She shook her head until it rattled, and came to her senses.

"Hey!" she said. "My costume tore off!" An Earth Pony once more, the former chicken hopped out of the pile of boxes and trotted over to the demolished far side of the room. She peered down at the pile of fallen wigs and spilled dyes. "Are you okay, Dashie?" Pinkie hoofed aside the broken remains of the shelf, revealing her erstwhile enemy.

"Okay...?" said Dash, her voice oddly high-pitched. "I'm more than okay – I'm SUPER-DEE-DUPER!"

Outside the shop, the three trick-or-treaters paced in varying amounts of impatience.

Shock, who had been pacing with the most speed and the least calm, finally stopped and clenched her fists. “\*Rrrgh!\* I can’t take it!”

She ran up to the shop’s smashed front door and pounded a fist on the frame. “COME OUT, PONIES! WE KNOW YOU’RE IN THERE!”

Two pairs of wide, shining eyes came into view in the shadowy depths of the costume shop. The owners of the eyes paused, and spoke:

*“Looks like we have guests.”*

*“We sure do!”*

*“And you know what that means?”*

*“Yup!”*

“...What?” asked Shock, an edge of nervousness creeping into her voice.

.....

The tall double doors to the Pumpkin Queen’s inner sanctum glowed red and then swung inward, revealing a Wizard, a Scarecrow and a Tree.

“Come home, Pumpkin Queen!” Twilight bellowed, pointing her staff. “You don’t belong in this world!”

Rarity tittered from the black iron throne upon which she was lounging. “It was not by my hoof that I found myself here!” She levitated a glass of Halloween punch and took a dainty sip. “I was called here by creatures who wish to pay me tribute!”

Twilight stepped forward. “Tribute? You stole these folks’ attention, and made them your slaves!”

Rarity scoffed. “I suppose the same could be said of all holidays...”

Applejack leaned over to Fluttershy and whispered: *"Ummm...whut are they talkin' about?"*

Fluttershy shrugged. *"I have no idea..."*

Twilight pounded her staff against the stone floor. "Your words are as empty as your bookshelf! This town ill-needs a ruler such as you!"

"What is a wizard?" Rarity tossed aside her glass, letting it shatter on the floor. "A miserable little pile of bad fashion sense! But enough talk... Have at you!" She leaped to her hooves and ignited her horn.

The chamber's stone walls took on the blue glow of Rarity's magic, and began to reconfigure themselves. In moments the throne room had blossomed open into a wide arena open to the night sky. Curved pillars topped with jack-o'-lanterns provided eerie mood lighting.

Twilight squared off with her nemesis on the windy platform, her own horn glowing under her hat and her staff held up defensively. Far below, a gathering crowd of Halloween Town resident stared up in fascination.

With a mutual battle cry, the two Unicorns began their duel.

.....

"RUN FASTER!" screamed Lock as he skidded around a corner and charged down Halloween Town's main street. Shock and Barrel followed close on his heels.

"They're MONSTERS!" wailed Barrel.

"H-How do th-they keep gaining on us?" asked Shock breathlessly.

"I dunno! RUN!" Lock looked to the side and then leaped away in terror. "Not that way! The OTHER way!" The young mischief-maker scrambled to change directions.

Barrel pointed down a side street. "That way! To the tower!"

The trio ran toward the tower as fast as their legs could carry them, their

path a zig-zag of starts and frights at every dark alley and large object. They pushed their way through the crowd surrounding the tower and started climbing the spiral staircase.

Behind them, high-pitched giggles echoed off the stone walls.

.....

Explosions of red and blue turned night into day on the platform. Magical constructs shaped like bats, wolves, dragons, ghosts, Pony skeletons and creatures still more bizarre fought in twos and threes around the clashing Unicorns. With every defeated construct and every blazing burst of magic, the crowd below cheered, *ooohed* and *ahhhed*.

“You’ll never take me back!” shouted the Pumpkin Queen as she conjured a roaring Werewolf.

Her wizardly opponent countered with a phantom Manticore. “Don’t be so sure!”

“That’s th’spirit!” cheered Applejack. “Show that fancy filly whut’s whut!”

*“Yeah! But, um, just don’t hurt her, okay?”* said Fluttershy.

Before the clashing Unicorns could bring further battle magic to bear, the rattling sound of scampering feet rose up from the stairwell. Three panicking trick-or-treaters dressed as a Devil, a Witch and a Skeleton leaped through the entryway – now set in the floor – and slammed the doors behind them.

The Unicorns’ magical constructs paused. “What is the meaning of this interruption?” asked Rarity.

“You gotta hide us!” begged Barrel.

“They’re crazy!” insisted Lock.

“You look great in that dress?” added Shock hesitantly.

The white Unicorn blushed demurely and tittered behind a hoof. “It *is* lovely,

isn't it?" She shook her head. "But that's beside the point! What are you three yammering on about? I *happen* to be engaged in an epic confrontation, here!" She pointed to Twilight, who was waiting politely for the duel to continue.

"Don't mind me!" said the purple Unicorn. "Talking is a free action, after all."

"Well, it's still *awfully* rude," continued Rarity. "Instead of whatever all this is, you should be busying yourselves planning my *coronation party*!"

"NOOOOO!" screamed Lock, Shock and Barrel.

"...*Did somepony say PARTY?*"

The doors upon which Lock, Shock and Barrel were huddled burst open, sending the three young rascals flying. A pair of party-Ponies climbed up onto the stone platform, wheeling a blue cannon between them.

One was the unmistakable and irrepressible Pinkie Pie...and so was the other.

"What the...?" said Applejack, Fluttershy, Twilight and Rarity.

As the assembled Ponies stared, the differences between the two revelers became more apparent. For one thing, the Pinkie on the right's hide was somewhat unevenly-pink, and marked with thin seams. And her frizzy mane was off-center and styled in a slightly different mess of curls. In addition, she seemed to be wearing a pair of blue-painted goggles. And lastly, she had wings.

"...*Dash?*" said Twilight in disbelief. "What happened to you?"

The Pinkies giggled and snorted in stereo. "Oh, Twilight," they said in unison. "You're so silly! I'm not Dash...I'm Pinkie Pie!" The Pinkies pointed the cannon at Fluttershy, and fired.

The tree yelped in fear and covered her eyes, but when she hazarded a peek she found that her branches were now garlanded with festive black and orange ribbons and small pumpkin-shaped ornaments.



“Oh...*this isn't so bad!*” she said.

“Do you *mind?*” asked Rarity. “Epic confrontation? Magical duel? We’re a bit busy, here.”

In the distance, a bell began tolling.

“Ohhhhh....don’t mind me!” said both Pinkies. “Just pretend I’m not here!” They fired the cannon again, festooning a pillar with confetti and streamers. Rarity groaned and slid a front hoof down her face.

Twilight pondered for a moment, and then inspiration brightened her features. She stepped forward.

“Mighty Pumpkin Queen,” she said sternly, “I cannot continue this duel. I am no match for your magical prowess, and I have the good grace to know when I am bested. I doff my hat to the better Pony.” Twilight knelt on bended knee and magicked off her bell-trimmed wizard hat.

Rarity beamed. “I applaud your sage and *accurate* decision,” she said, and removed her tiara as she gave Twilight a small curtsy.

Both Unicorns staggered dazedly for a moment, and shook their heads.

“Were...were we engaged in *certamen?*” asked Twilight.

“Are there...*two* Pinkies?” added Rarity. She moved to put the hovering tiara back on her head.

“Oh no ya don’t!” said Applejack. She surged forward and snatched up the tiara in her jaws. “*Y’ll ‘rrn’t crezzy anym’rr, so w’rr gww’n h’mmm!*”

“Yay! Home!” said both Pinkies.

As the distant bell tolled for the twelfth time, Halloween Town’s rotund Mayor popped up through the platform’s hatch.

“Well done, well done!” he said, his friendly face turned firmly forward. “This was a most exciting Halloween celebration!” He pottered over to the edge of the platform and raised a megaphone to his mouth.

“THE PUMPKIN QUEEN IS DEFEATED!” he bellowed to the crowd below. “LONG LIVE THE PUMPKIN KING!” The gathered throng exploded into raucous cheering and applause.

Rarity gasped. “But wait! Where *is* the Pumpkin King? Where’s Jack?”

The Mayor turned to face her. “Don’t you remember? You were a key part of his plan!” the Mayor pulled a piece of paper out of his jacket pocket.

The white Unicorn stared. “Jack...*planned*...all of this?”

The Mayor chuckled. “Of course! No one can create a Halloween event quite like Jack! I get nervous every year, but that Skeleton never fails to create something spectacular!” The Mayor’s head clanked around to show his unhappy face. “Oh no! I’ve got to start preparing for *next* Halloween! So little time!” He headed for the hatch.

“Time!” said Twilight with a start. “We’re running out of time! C’mon, everypony! We’ve got to get back to that tree-door!”

.....

The two Alicorns faced each other on opposite sides of Ponyville’s town square. Magical energy rose off their hides like steam.

“Foolish Day-Mare!” said Luna, her booming voice echoing off the surrounding buildings. “You fight in vain! Darkness and candy shall be the order of the day...or rather, night!” She laughed an evil laugh.

Several of the foals watching the exchange cheered.

“We think not, our wayward Sister!” Celestia replied in a rare exercise of the Royal Canterlot Voice. “We decree that these Ponies should rest at night, so they have plenty of energy for chores and schoolwork come daybreak!”

Other, more studious-looking foals – and more than a few of the older Ponies – cheered.

The Alicorns hoofed at the ground and lowered their heads, locking their gazes. A moment later, they charged.

“WAAAAIT!” cried a breathless voice from down the street.

The entreaty came too late, however, and the royal Ponies crashed together in a blinding flash of magic.

As the light faded, Princess Luna staggered back theatrically. “Zounds! We are defeated! Oh, cruel fate!” The dark Alicorn put a hoof to her brow. “Do not falter, O lovers of candy and fun – We will be back...*next year!*” Luna took a few steps, spun in a half-turn and collapsed, igniting her horn as she fell. When she hit the ground she burst into a swarm of bats, which scattered away into the black sky.

Celestia hung her head in mock sorrow for a moment, and then looked to the heavens. Her horn blazed golden, and the dawn came in mere moments. Once the sun was high in the sky, the alabaster Alicorn turned to face the group of panting Ponies staggering up to her.

The Ponyville Six seemed tired but well – save for the yellow Pegasus bringing up the rear, who wore an almost mournful expression and sighed wistfully as she hovered along and tugged the twigs out of her ribbon-braided mane.

“P-Princess,” gasped Twilight. “We came back as quickly as we could. Will Luna be okay?”

Celestia smiled. “Oh, Twilight – of course she will. This was all part of the festivities!”

“It was?”

The Princess chuckled. “We had to keep everypony celebrating Nightmare Night *somehow*, now didn’t we?”

Zecora approached the group. Spike was slung over her back, fast asleep. “A fine job You did, Your Majesty – it truly was a sight to see!”

Celestia nodded appreciatively. “I’m just glad you Ponies got back to

Equestria safe and sound. Halloween Town can be a scary place!”

“*Princess...!*” said Rarity. “You’ve been to Halloween Town?”

“Well, I wouldn’t be a very responsible ruler if I let a whole orchard of doors to other worlds sit in the middle of Equestria without knowing where they all go, now would I?” She grinned. “But that’s a tale for another time. For now, I think it’s time for a certain question.”

“It sure is!” said Rainbow Dash. “...Why am I dressed as Pinkie Pie?”

The gathered Ponies shared a laugh.

.....

***Dear Princess Celestia,***

***I am pleased to tell you that Your subjects’ first visit to Halloween Town went over excellently. Judging from the lack of panic in the streets, they managed to create a most enjoyable Halloween night celebration for the townsfolk. And that means I got to do something I haven’t done in quite some time –***

***Take the night off.***

“Jack...don’t tell me you’re doing paperwork!”

The Skeleton looked up from his writing. Before him stood an absolute vision of loveliness.

Sally’s crude threadwork had been replaced with Rarity’s nearly-invisible stitching, and instead of her plain peasant’s dress the Doll now wore an elegant, ankle-length, one-shouldered black gown with a high slit and a dropped waist. Her hair was pulled back and held in a bun with a pair of chopstick-thin bones. A black ribbon choker set with a pumpkin-shaped cameo hugged her neck.

Jack smiled so widely he worried his jaw would drop off. “Wouldn’t dream of it, my dear. Just sending off a quick thank-you letter.”

*I'd rather not take up any more of said night in writing, so let me close by saying that after this, I may well take You up on Your suggestion that I visit someday.*

*Your old friend,*

***Jack Skellington***

Jack folded the letter and tossed it into the gaping fiery maw of a nearby jack-o'-lantern. He stood up, straightened his brand-new tuxedo and walked to the middle of the wooded clearing where his lady love stood waiting to dance, a black rose clenched in her teeth.

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The End Of  
The Nightmare Before Nightmare Night

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