

Michael Bay Presents

My Little Pony: Friendship is Magic

Revenge of the Unicorn God Slayer

By Cold in Gardez



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On June 28, 2011, Michael Bay released *Transformers: Dark of the Moon*, his third feature film based on the HASBRO toy line Transformers. The next day, Bay and HASBRO entered into talks over another of the toy company's properties, *My Little Pony: Friendship is Magic*. Within hours they inked a multi-million dollar deal for three films produced in Bay's distinctive style, slated for release beginning in summer 2012.

Production details remain scarce and most people involved with the film trilogy have signed Non-Disclosure Agreements. The only concrete evidence of the new film to emerge so far is a tattered screenplay, presented here, which was found in a dumpster outside Bay's production house, Platinum Dunes.

In the immortal words of Equestria's awesomest pony, Rainbow Dash:

Fuck. Yes.

Michael Bay Presents

My Little Pony: Friendship is Magic Revenge of the Unicorn God Slayer Part 1: The Horn of Destiny

Scene 1: Ponyville

It was a beautiful day in Ponyville. The sun was shining; the birds were singing. Ponies big and small cantered throughout the town, whickering and neighing merrily as they went about their business.

Suddenly, there was a huge explosion!

“Oh my god, that was a huge explosion!” yelled Twilight Sparkle, staring in shock and horror at the massive fireball rising from the center of town. Hundreds of ponies ran screaming from the burning wreckage of the Town Hall. Some were covered in soot, and limped as they streamed past her, desperate to escape the burning hell behind them.

“Yo Twi’, you see dat shiz?” said Spike, her jive-talking baby dragon sidekick. He stood on her back, one claw wrapped in her mane while the other casually removed a set of shutter-style plastic sunglasses. You know, like the ones Kanye West is always wearing.

“‘Course she can see dat, you tink she’s blind or sumpthin’?” said Owlowicious, her other sidekick, as he dodged a piece of flaming debris that soared into the ground next to them.

“Stop arguing you two, we need to go help everypony!” the lavender unicorn said. She ran directly into the crowd, dodging the panicked ponies as they stampeded away from the still-burning wreckage of the town hall. When she arrived moments later the blasted remains of the building were still ablaze; the scorched corpses of unfortunate ponies littered the ground, and the air was filled with painful moans and cries for help.

“Noooooooooooo!” she cried, falling to her knees and tossing back her head. Dark black smoke from the fires filled the air, slowly blocking out the sun.

Scene 2: Celestia’s Castle

“God dammit general, tell me what’s going on!” Princess Celestia said. She was seated at the head of a large table in her situation room, flanked by a dozen ponies in military uniforms. At the head of the room, in front of a row of projection screens displaying scenes of chaos throughout Equestria, a handsome, older-looking pegasus pony stood with a grim look on his face.

“The attacks came without warning, your majesty.” He clicked a button on a small remote, and a series of satellite photos appeared on the screens behind him.

“Ponyville was hit first, at 1332 this afternoon,” he said. On screen a black cloud hung over the center of Ponyville, obscuring most of the wreckage below. “Casualties are expected to be in the dozens.”

“Not Ponyville!” cried a pegasus seated halfway down the table. “My wife and filly live there!”

The general gave the pony a grim, pain-filled glance, then turned his gaze back to the princess. “Cloudsdale was hit next, just a few moments later,” he said. “We’re still trying to re-establish communications, but it seems...” he trailed off, looking down at the floor. “It seems they may have been... wiped out.”

Gasps filled the room. Celestia lowered her head to her hooves.

“The only evidence we have is this note, which was faxed to us shortly after the attacks,” the general continued. The screen changed, and the images of destruction were replaced by a plain sheet of typewritten paper:

PONIES:
RARRR WE ARE COMING TO KILL YOU BECAUSE WE ARE EVIL
-ALIENS

There was a moment of silence as the assembled leaders read the letter, followed by quiet mutters.

“General,” said an oily looking pony bureaucrat seated next to the princess, “what does it mean?”

“We have no fucking idea.”

Scene 3: Everfree Forest

“Yo Twi, I ain’t likin’ dis,” said Spike as he sauntered alongside Twilight Sparkle and her five friends. They had just passed into the Everfree Forest, and the quiet haunting gloom of the woods filled their minds with images of horrible fates.

Suddenly, there was a huge explosion!

The ponies cast themselves to the ground, screaming and holding their hooves over their heads. When the worst of the debris finished raining down they slowly got back to their hooves and looked around in confusion.

“Did... did that tree just blow up?” Rainbow Dash asked, confused.

“Nevermind, look!” Rarity yelled, pointing with her horn toward a massive alien ship parked right outside the town that somehow no one ever noticed before. “I wonder if that has anything to do with these strange explosions?”

Tiny, alien figures crawled over the surface of the ship. They seemed to be holding large rifles, and every few seconds one would fire their gun into the surrounding woods, causing a huge explosion!

“Ah think you may be onta sumthin, Sugar,” said Applejack as she stared at the ship. “There’s sumthin’ mighty fishy ‘bout that there ship.”

“Wait, I’ve seen this before!” said Twilight, using her magic to pull a book out of her saddlebags. She flipped through it, and came to a sudden stop on a well-worn page decorated with strange drawings and schematics.

“Look, it’s just like the drawing in my book!” she said, pointing her hoof at an old pencil drawing in her book. The picture was an almost identical depiction of the alien ship in front of them.

“Wait, isn’t that kind of an odd coincidence?” said Fluttershy, softly. “You just happened to be carrying a book with--”

“There’s no time!” Twilight cut her off, slamming the book shut and stuffing it back in her saddlebags. “These aliens are obviously trying to wipe out all Ponydom so they can claim Equestria for themselves. We have to stop them!”

“Yeah!” cried Rainbow Dash. “Let’s get ‘em!”

The six ponies, plus Spike and Owlowicious, carefully snuck up to the alien ship, deftly avoiding alien patrols the whole way. As they approached the clearing with the ship its true size became apparent.

“It’s huge!” squeaked Pinkie Pie, staring up at the ship in amazement. Banks of clouds broke around the upper reaches of the vessel.

“Problem, girls!” Applejack said. “The entrance is guarded!” She was right -- on either side of the ramp leading into the ship was a pair of hideous, armored freaks. Half-flesh, half-machine, they carried massive laser rifles nearly the size of a pony. Razor-spiked helmets with all kinds of flashing lights covered their heads, and they scanned their surroundings with frightening alertness.

They dove behind a conveniently placed bush before the guards could see them. Twilight pulled them close and started sketching some diagrams in the dirt with her hoof.

“Okay, plan,” said Twilight. “Rainbow Dash, you fly around and distract them, and the rest of us will sneak into the ship.”

“Got it!” the cyan pegasus said, snapping a crisp salute. She gathered her hooves below her, and with a powerful flap of her wings leapt into the air!

She was just over 4 feet off the ground when a pair of brilliant ruby beams speared her through the chest. She crashed back to the ground, a pair of smoking holes marring her coat front and back.

“Always wanted... to see... the stars...” she gasped, and expired.

“Noooooooooooo!” cried Twilight, tossing herself on her friend’s body. She sobbed quietly, then got back to her hooves.

“Okay, plan B,” she said. “Fluttershy, you fly around and distract them, and the rest of us will sneak into the--”

“Fuck you, Twilight Sparkle,” Fluttershy interrupted. “I’m going back to Ponyville.” She turned and trotted back into the woods.

“Fine!” Twilight yelled at her back. “We didn’t need you anyway!” She exhaled deeply, pressing her hooves to her temples as she thought of another brilliant plan.

“Okay, plan C,” she said. “Magic!”

She levitated a tiny pebble with her magic and tossed it off to the side with a clatter. The two guards, despite being highly trained elite soldiers with years of experience and the most effective sensor suites in the known universe, promptly abandoned their post to chase after it.

“Quickly girls!” Twilight said, and tip-toed up the ramp. The two guards were bent over the pebble, interrogating it in their odd alien language. They finally gave up and turned back to the ship a moment after Owlwicious fluttered into the open port.

Scene 4: Inside the mothership

The metal corridors were empty and dark. The floor below them was a metal grate, through which they could see massive spinning gears and glowing coils the size of houses. The walls were laced with pipes and conduits, and the only light came from a thin, glowing red strip down the center of the ceiling.

They walked for hundreds of yards through the corridor, passing branches and tunnels, until they finally came to a large port. An electronic keypad on the side of the door was the only control to be seen.

“Oh dear, it seems we’re stuck,” said Rarity, pressing her hoof to her forehead in a swoon.

“I don’t think so!” Pinkie Pie suddenly said, appearing out of nowhere in front of the keypad. She held an odd electronic device in her hooves; it appeared to be a crudely wired circuit board with a calculator keypad for an interface and a set of wires, which she plugged into the door.

“I forgot!” Twilight exclaimed. “Pinkie Pie is an expert hacker!” The girls crowded around as Pinkie deftly tapped codes into the device, beads of sweat appearing on her forehead as she raced to input the correct code.

“Aaaannnndd.... done!” she shouted, as the door emitted a quiet chime and popped open. The group quickly stepped through, and found themselves in a massive chamber hundreds of feet across. At the center of the room, atop a raised dais, was a floating blue crystal that gently pulsed with an internal light.

The ponies (plus Spike and Owlowicious) cautiously drew closer, their fear giving way to awe as the crystal bathed them in its soft incandescence.

“I’ve seen this before!” Twilight said, pulling out her strange book again. She flipped to a new page, which had a picture of the very same crystal drawn in ancient pony hieroglyphs.

“This is the master control crystal!” she said. “If we destroy it, the whole ship will blow up!”

“Seriously?” said Rarity. “That seems like a terrible design flaw. Who the hell builds a ship that can be blown up just by breaking a single--”

“There’s no time!” Twilight cried, cutting her off as she slammed the book back into her saddlebags. “Applejack, buck that thing for all you’re worth!”

“Can do!” the earth pony said. She turned and was about to buck the crystal to kingdom come when a metal cage suddenly fell from the ceiling,

trapping the ponies inside! Only Spike and Owlowicious, who were hanging back chatting with each other about sports and chicks, managed to escape.

All around the room ports opened, and dozens of armored aliens began pouring in. Before they could reach the cage, Twilight turned to Spike and Owlowicious, desperation on her face.

“Spike, Owlowicious!” she cried. “You two need to escape and tell the princess what we found!”

“Uh, sure thing babe!” Spike said, looking at the cage in surprise.

“I’m serious!” Twilight said. “This is the most important task I have ever given you! The fate of millions of ponies rests on your ability to carry out this exceedingly simple request!”

“Lol, whatev’,” said Owlowicious.

“Hey, let’s grab a 40 and get high or sumthin’,” said Spike, as they wandered to the entrance, stumbling out just before the aliens reached their position.

“Oh, I hope they make it!” Twilight said. The ponies cowered together, staring up at the leering aliens.

Scene 5: Celestia’s Castle

“Our forces are ready, princess.”

“Excellent, general,” Celestia said, taking her seat at the head of the table in the situation room. The screens in front of her showed the massive alien ship resting in the forest outside Ponyville. Around the ship were hundreds -- no, thousands -- of ponies, lined up in rows.

“The aliens appear to be armed with some sort of high-powered beam weapons,” said the general, taking his place at the front of the room. “Their individual troops are living horrors, a nightmarish amalgam of flesh and machine born for the sole purpose of slaughter. They are warriors, plain and simple, and to be in their presence is to be on the threshold of death. The ship itself has dozens of gigawatt-class laser banks apparently

designed for interstellar combat, but which we assume can be used on the ground as well.” He paused to take a sip of water.

“Despite this,” he continued, “we believe they are weak against our advanced spear technology, which as you know consists not just of wooden shafts, but metal or stone heads laced onto the tips with rawhide. These spears are capable of puncturing the toughest pony hides, and we assume they will be equally effective against the rolled tungsten armor worn by the alien shock troops.”

“I agree,” Celestia said. “You may commence the attack.”

The general nodded and spoke into his radio. After a moment the pony lines on the screen shifted and began to slowly advance. The general increased the magnification on one of the screens, revealing dozens of ponies charging toward the alien ship with spears clenched in their mouths.

One of the laser batteries on the alien ship swiveled toward the advancing ponies, and the screens suddenly turned pure white. After several seconds the satellite eventually readjusted its gain, revealing a smoking, lava-filled pit where the ponies had just stood.

The general and princess stared at the screens for a while. Finally, the general turned back to the princess.

“Shall we ready a fifth wave, then?” he asked.

“May as well. I’m out of ideas.”

Scene 6: On the ramp just outside the alien mothership

“Yo, I’m tired, let’s take a break.”

“Naw man, Twi said we had ta git to Celestia and tell her ‘bout the crystal thing!” Owlowicious said.

“Pff, we can do that later.”

“Lol ‘k.”

Scene 7: Inside the mothership

“...and now that I have explained our evil plan to you, along with the critical weakness you can exploit, I’m afraid it’s time for me to kill you.” The alien leader laughed as he spoke, finishing a lengthy monologue to the caged ponies.

The four remaining ponies quivered in fear, huddled around each other as their souls slowly shriveled as the horror of the alien’s plan became clear to them. Twilight could only hope that Spike and Owlowicious would escape the ship and deliver her message to Princess Celestia before it was too late.

She had to stall for time! Shaking, she forced herself to her hooves, and stared up at the hideous bug-eyed monstrosity that was the alien overlord.

“You haven’t won yet!” she cried. “The forces of good always triumph over evil!”

“Oh, you haven’t figured it out?” the alien replied. “What if we’re really the good ones, and you’re evil!?”

Twilight and her friends gasped. The world around her went grey as the shocking, unbearable truth of the alien’s argument pounded at her senses! A moment later the camera suddenly tilted a few degrees, like in those psychological movies that don’t do well at the box office but the critics seem to love.

“That’s so deep!” Rarity whispered, her soul crushed by the sudden revelation.

“What a twist!” Applejack mumbled. “I never saw it coming!”

Twilight clenched her eyes shut, tears rolling down her face. She thought of her friends, of Rainbow Dash and her valiant sacrifice, of Spike and Owlowicious who were racing to their rescue, of Princess Celestia and the brave ponies outside fighting back against the aliens.

“NO!” she screamed. “You’re wrong! If there’s one thing I’ve learned about friendship, it means killing people who are different! Like you!” The others gasped as her brave words snapped them out of their stupor.

Twilight’s horn flashed, and the four suddenly teleported out of the cage! Before they could ask why she didn’t try doing that earlier, she suddenly ran up to the floating crystal and bucked it as hard as she could!

“NOOOOOOOOO!” the alien overlord screamed, clutching his tentacled head with his squid-like appendages. “You’ve killed us all!” he cried, and began trashing around as the ship started to shake.

“Quick girls, we’ve got to escape!” Rarity yelled. “To the lifeboats!”

The four dodged around the stunned aliens, all of whom had collapsed to the ground the moment Twilight kicked the crystal. Dark cracks were appearing on its glowing faces, and the ship began to shake violently beneath them.

At the end of the corridor they conveniently ran into a lifeboat. They quickly poured inside, only to gasp in horror when they saw the terrible choice awaiting them.

The lifeboat only had three seats!

“You go on without me,” Rarity said, stepping back outside the lifeboat. “It’s the generous thing to do!”

“Thanks!” Twilight yelled, slamming the door shut and buckling herself in, Applejack and Pinkie Pie quickly taking the other two seats. After a moment there was a muffled banging on the door.

“I changed my mind!” they could hear Rarity yell. “I’ll sit on the floor! I’ll sit on Applejack’s lap if that’s okay with--”

“There’s no time!” Twilight interrupted, quickly going through the launch checklist. She deftly flipped switches and toggles despite having never operated anything more mechanically advanced than a pair of scissors, much less in an alien language. Once everyone was buckled in she

punched the throttles to maximum, and the lifeboat blasted away from the doomed ship.

Behind them the alien vessel shuddered one final time, and everything went white.

Scene 8: Celestia's Castle

"My favorite student, I'm so happy you managed to destroy the aliens and save all of Equestria."

"Thank you your majesty. I only wish we had been able to save Rainbow Dash or Rarity."

The two solemnly gazed at the portraits of Rarity and Rainbow Dash set beside Celestia's throne, like in that final scene from Armageddon. They both looked so happy, so alive.

"So did you learn anything about friendship?" Celestia asked.

"I think I did, princess. Friendship means going to war with people who are different from you. I also learned that violence isn't just the right answer, it's the easiest and most satisfying answer as well."

"I'm so proud of you, Twilight."

"I'm just glad to be alive... but I wonder..." she trailed off.

"What? What is it?"

"Well, when we destroyed those aliens, I got the terrible feeling that there might be more of them out there, waiting to visit us again..."

"No!"

"Yes, I'm afraid. Perhaps two more movies worth."

Celestia shuddered. "I'm not sure we can survive that."

"We have no choice, princess. We have no choice."

Part 2: The Unicorning

Opening Scene: Translunar Orbit

The sleek alien craft slid through the void in silence.

The nature of space imposes certain requirements on the vessels that fly therein. Its vast distances, incomprehensible to mortal minds, require titanic engines with the output of suns. Storage tanks for oxygen, water, fuel or whatever other liquids and gasses your particular physiology is based on take up most of a ship's actual bulk. Symmetry is considered useful; otherwise your powerful engines will put the ship into an uncontrollable spin that tears it apart at the seams. Windows are a silly vanity – the ship's expensive sensor suite can see further and detect more than your pitiful, meat-based eyes. They are also a weak spot in the armor, which is a bad thing whether you're engaged in combat or just running into specks of dust at a high fraction of the speed of light.

The alien ship violated all of these restrictions and then some. Forward-facing windows peered out at the stars as the irregular craft spun on its long axis, coming to a new heading that bent toward the blindingly bright surface of the moon far below.

To the aliens in the vessel's cockpit, space seemed to move around them. The spinning stars were the only sign of their motion, and the moon grew by itself in the windows. As it filled the viewport one particular crater rushed up to meet them, and they maneuvered to bring the craft down on a landing strip near the rim.

They walked, naked, through the harsh lunar environment as though it were a comfortable spring day. Their maker, in her mad genius, had adapted them to this world in a desperate, foolish attempt at playing god. The corpses of her failed experiments littered the landscape; they lay wherever she had flung them in her terrible rage, and slowly decomposed in the relentless hail of solar radiation.

Massive doors set into the side of the crater cracked open as the aliens approached. A more efficient species of aliens might have built a smaller pedestrian entrance for the hidden moonbase, rather than opening the hangar doors every time someone wanted to walk in or out, but that wasn't really part of their psychology. They were not subtle aliens.

The hangar buzzed with activity. Dozens of scout and assault craft, aligned in neat rows on the bay floor, were in the final stages of preparation for the attack. Crowds of aliens buzzed around the ships. Mechanically augmented maintainers pulled open panels to inspect circuits and wiring, while pilots and crews performed preflight checks in the cockpits.

Most frightening of all were the thousands of shock troops filing aboard the drop pods. Every one was a living horror, a composite creature of meat and metal blended. Electro-actuated muscles connected to titanium bones. Limbs terminated not in hands but in weapons: beam rifles, grenade launchers, particle projection cannons. Not blood but a nutrient-rich copper-saline solution flowed through arteries. Their armored skin seemed to shift with the flickering light of the engines as it changed its color to match the environment.

They had transcended the boundaries of flesh. Her gifts lifted them above the cruel limits of nature and mortality. They were touched by a god.

The alien strode through the chaos of the hangar. He ignored the lesser beings around him, even as they snapped to attention and saluted. His mind was focused on the meeting that awaited him.

The hangar gave way to a corridor leading further beneath the lunar surface. The complex was hardened to withstand direct hits from multi-megaton weapons, and the best defense was to dig deep, deep below the regolith and rocks above. Their queen could be a very paranoid god at times.

At last he came to her throne room. Originally a massive natural cavern, it had been shaped and molded according to her will. Tall moonrock columns supported the high roof, which was carved with fanciful images of the phases of the moon, surrounding a central sun in eclipse. Artificial windows looked out onto huge liquid crystal screens programmed to display pictures of the surface as it appeared outside the base, creating the illusion that her throne was atop a high lunar mountain.

He knelt in the center of the room. Before him rose a dozen steps, atop which she sat, still as a statue. Her eyes were closed, though the faint pressure against his brain dispelled any illusion that she was asleep or unaware of his presence.

“My queen, I have returned,” he said. The vacuum in her hall carried no words – a speaker built into his palm, pressed against the floor, transmitted his voice through the metal deck plates, up the stairs, into her hooves and to her eardrums. All faster than through pitiful, thin air.

“Welcome back, general. All is well, I pray?” She remained as still as stone; her musical voice thundered in his mind.

“Our plans are proceeding according to schedule,” he said. “The loss of the expeditionary force was a painful setback, but we learned much about our enemy. Although our assessment of her conventional armies was accurate, I’m afraid we dramatically underestimated the capabilities of some of her special forces.”

A hidden hologram projector flickered to life beside him, filling the empty room with six large portraits of brightly colored ponies. Two of them, a cyan pegasus and a white unicorn, had large red ‘X’ marks through them.

The others, regretfully, were still alive. A lavender unicorn with cunning eyes; a pink earth pony with a crazed smile; a craven yellow pegasus with a flowing pink mane; a rough orange earth pony with a tough-as-nails expression.

“Yes, I know these mares. I have seen their power first-hand.” His queen opened her teal eyes, drinking in the images. Her gaze came to rest on the lavender unicorn.

“We have plans to neutralize them,” the general said. “They will not interfere with us again.”

She was silent for a long while. Long enough that the moonscape displayed in the artificial windows changed, the shadows lengthening as their world rotated away from the sun. He was silent as well; he had learned not to interrupt her. Finally she spoke.

“I want the purple one alive. She has cost me much, and must pay.” She tilted her head down to look directly at him, like he was an interesting insect pinned against a board. The force of her gaze felt like a wind against his face.

He shivered briefly before responding. “It will be done, my queen.”

She stared at him for a moment longer, then closed her eyes and returned to her former position. **“Begin the invasion,”** she said.

He bowed and stood to leave. Behind him Luna, goddess of the moon and princess of the night, resumed her meditation.

Scene 1: Ponyville

Twilight Sparkle was using her motorcycle in a most unorthodox fashion when Applejack found her.

The camera followed Applejack into the garage, hugging the ground for the best angle. Twilight was splayed atop her motorcycle, lying on her stomach on its seat. Her rear legs clenched the frame, holding her in place and giving the camera a gratuitous shot of her flanks that very nearly earned the film an R rating. She shifted and moaned occasionally, oblivious to Applejack's presence as her front hooves slowly moved. Nothing short of a huge explosion could tear her away from her favorite pastime.

She lifted a trembling hoof and turned the page of the book propped on the handlebars in front of her. Reading over her shoulder, Applejack could make out what seemed to be scientific diagrams and long, boring columns of text filled with numbers and equations.

"Sugar?" she asked. No response. She rolled her eyes and jabbed the lavender unicorn's side with her hoof.

That worked. Twilight let out a loud yelp and tried to jump to her hooves, having apparently forgotten she was on top of a motorcycle. Her hooves slipped on the chrome body as the whole contraption teetered for a moment before toppling off its kickstand, dumping her and her book onto the garage floor in a heap.

"You shouldn't sneak up on ponies, Applejack," Twilight said with a scowl. She stood back up, still shaking from the sudden surge of adrenaline, and looked around for her book. She found it beneath a workbench and grabbed it with her mouth. Applejack got a glimpse of the cover before the unicorn could stuff it in her saddlebags.

"Alien Technology Digest?" she read, puzzled. "Twilight, you're not still thinking 'bout that invasion last month, are ya?"

She sighed. "I can't help it, AJ. Ever since I kicked that crystal and destroyed the enemy ship, I've been seeing visions... Ancient pony hieroglyphs are always flashing in front of me, giving me strange answers

to impossible scientific problems. Sometimes,” she paused and looked around to make sure no one else was listening, “sometimes, I even see visions of the future... the world is going to burn, AJ! They’re going to come back, and kill us all!”

“Now, calm down, Twi’, I’m sure there’s a good explanation for all this,” Applejack said. “Yer a scientist, so ask yerself what’s more likely: that touching that crystal somehow opened a gateway in yer mind that links the past, present and future in a seamless flow of tortured visions and terrifying insights...

“Or,” she continued, “Maybe these are just flashbacks from all the acid you did in college?”

“Well, I *did* do a lot of LSD,” Twilight allowed. “For, um, research purposes, of course.” She paused, and then giggled. “Oh AJ, I’m being a silly filly, aren’t I? Really, aliens in my brain?”

“Aw shucks, sugar cube. Anyone would feel a little weird after all that. Come on, let’s head over to Pinkie’s. Her Tuesday party is just about to get started.”

Scene 2: Pinkie’s Party

The block party was in full swing when Applejack and Twilight Sparkle arrived. Spike and Owlowicious were already passed out in the alley behind Sugarcube Corner, but they could have been there from the Monday party for all Twilight knew. Dozens of ponies caroused in the streets around the shop, laughing over the day’s gossip. Large beer troughs had been set out in strategic locations, and were constantly being refilled by a hyperactive pink blur.

Twilight and AJ headed for the nearest trough and took a long pull from the cold beer within. It was cheap stuff, but since Pinkie was footing the bill no one complained.

“You know,” Applejack said after a particularly long draught, “Things have been awful quiet here since we blew that ship up. Didn’t you try to tell Celestia that there were more aliens out there? Shouldn’t we be making preparations or somthin’?”

Twilight thought for a moment before answering. “Well, we defeated them last time without any preparation. I’m sure if they come back we’ll be able to beat them again.”

Pinkie Pie and Rainbow Dash joined them at the trough. “Hey girls, whatcha talking about?” Pinkie asked. “Oh, you’ve got some foam on your horn, Twilight!”

“Oop, thanks Pinkie!” She shook her head to toss the foam off. “AJ was just worrying about the aliens coming back.”

“Ha, I’d like to see them try!” said Rainbow Dash. She jabbed her hooves at the air like she was shadowboxing. “They wouldn’t stand a chance! Oh, thanks for using their alien technology to bring me back to life, by the way.”

“It was my pleasure,” the unicorn answered. “Fortunately there were enough of their alien magic crystal technology... bit... things to experiment with. Who knew it would have that effect!”

Sweetie Belle, who was listening to their conversation with a distraught expression, walked up to them. “Twilight? Do you think you could use that magic to bring Rarity back?”

“Oh, I’m so sorry Sweetie Belle,” Twilight said. “But we only had enough magic alien juice for one pony, and unfortunately Rarity tested poorly with the focus group, so—er, I mean, we only had enough juice for one pony, and Rainbow Dash’s name came first alphabetically.”

Beside her Rainbow Dash exhaled in relief. Sweetie Belle sniffled and walked away.

“Anyway, let’s stop thinking about aliens,” Applejack said. “This is a beautiful day, and there’s no need to spoil it by worrying about—”

Suddenly, there was a huge explosion!

“Oh, god dammit,” she finished. Dozens of screaming ponies took off running away from a rising black cloud over the center of town. Bits of burning wreckage slammed into the ground around them, starting smaller fires wherever they landed. The camera shook violently, as though mounted on a car engine block, and the anguished cries of wounded and dying ponies filled the air.

“We need to go help everypony!” Twilight yelled. She jumped over the beer trough and galloped toward the plume of smoke, followed by her friends. By the time they reached the center of town, however, it was too late; the newly rebuilt Town Hall was nothing but flaming debris and pony parts.

“Noooooooo!” she cried, falling to her knees. Her friends gathered around as the fires burned, and gazed at the rising black pall.

Scene 3: Celestia's Castle

“General, please tell me this isn't what I think it is.” Celestia was in a poor mood. She had been in her bath when a guard barged in with news of the latest attack. Her mane and tail were wrapped in a pair of towels nearly as large as she was, and a small puddle of water was forming under her seat at the head of the table. The other ponies pretended not to notice.

The pony at the far end of the situation room coughed politely. Behind him projection screens displayed a rotating series of pictures of attacks across Equestria.

“I'm afraid it is, your majesty,” he said. “In fact, they seem to have attacked the same places they hit last time, minus Cloudsdale, which as you know no longer exists.” He paused for a sip of water.

“If you'll recall, princess, after the aliens were defeated we proposed a series of military upgrades, which you disapproved, including a space-based early warning system that might have detected these attacks,” he continued. “Now, I don't wish to second-guess your majesty's decisions,” his tone clearly indicated he was lying, “but we find ourselves rather unprepared for this conflict.”

“And I will remind you, general, that the defense budget is part of a bi-annual appropriations process,” said an oily looking bureaucrat pony seated next to the princess. “We will be happy to consider your suggestions for new spending the next time the budget comes up for review.”

That prompted a heated shouting match between the military ponies on one side of the table and the civilian ponies on the other. Finally Celestia had enough.

“Enough!” she yelled as she slammed a hoof onto the table. The room went silent, and everypony turned to stare at her. “General, what are our options?”

“We still have our advanced spear technology, which we have managed to improve somewhat thanks to bits of alien technology we were able to recover.” He hit a button on a small remote control, and a diagram of a spear appeared on the screen behind him. “You’ll note the new, rubberized grip here on the shaft, which improves comfort and performance by at least 20 percent, according to test groups.” The military ponies around the table murmured appreciatively.

“But we have two problems,” he continued. “First, even with the new spears, our pony warriors are completely outclassed by the alien troops. We’ve run some computer simulations, and, well, the results aren’t pretty.”

On the screen a 3D rendering of a pony warrior with a spear gripped in his mouth approached an alien shock troop. The assembled ponies leaned closer when suddenly the screen filled the room with a gruesome red light, accompanied by horrible, violent ripping noises. The civilian ponies turned away, several of them actually gagging at the sight.

Celestia sighed. “And the second problem?”

He clicked the remote again, and the screen switched to a picture of the alien ship that had been destroyed outside Ponyville during the last invasion. “Their previous assault was commanded by this ship. It was incredibly powerful, but by sneaking a team of Special Forces ponies on board, we were able to destroy it and end the invasion.”

She couldn’t help but roll her eyes at his description of her student and friends.

“However, this time the invasion isn’t being commanded locally,” the general said. “In fact, it’s being led from a very distant location.” He touched the remote again, and the ship on the screen behind him was replaced by a picture of space, with a bright white circle in the center. As their eyes adjusted, the ponies could make out the craters and lava flows that decorated the surface of the moon.

“Well, fuck me,” Celestia said.

Scene 4: Luna's Quarters

"Luna? Are you in here?" Celestia nudged open the door to her sister's private quarters. She didn't usually visit this part of the castle, preferring to give her sister some space while she adjusted to life on Equestria.

"Coming, 'Tia!" she heard from within an adjacent room. A moment later a bubbly indigo alicorn trotted through a tall doorway. She had a bright smile on her face as she greeted her sister with a friendly nuzzle.

"Luna, I just spoke with my military advisors. They said the latest alien attacks are coming from the moon." Her sister ducked her head, suddenly looking bashful. "Luna, are you launching another rebellion against me using armies of genetically augmented alien monsters?"

Luna twisted her hoof against the floor, refusing to meet her sister's gaze. "...maybe."

Celestia sighed. "Luna, remember when I said you could live here? I had one rule?"

Luna nodded. "No rebellions," she mumbled.

"Well?"

Luna stomped her hoof in frustration. "It's not fair! Everypony loves you but they still ignore me!"

"That's not true, Luna. They're just getting adjusted to your being back, is all."

"Then why haven't I been in a single episode since the series premier? You get to be in every one!"

Celestia scoffed. "First, that's not true; there are several episodes I haven't been in. Second, it's the screenwriters who decide which ponies appear in which episodes, not me."

"It's still not fair!" the alicorn's voice echoed in the minds of everypony in the castle. A black aura flashed into existence around her, setting her mane and tail waving in an unseen wind. Cracks appeared in the tall windows overlooking the castle courtyard as the force of her wrath physically pressed against every object in the room.

“Don’t you take that tone of voice with me, young mare!” Celestia snapped. “Now, if you stop all this nonsense, I’ll do my best to make sure you get more screen time in season two. Maybe your own episode, if you promise to be good.”

“I will take them all,” Luna said, her teal eyes shining with a feverish light. **“It is time for a new era in Equestria, sister. I will rule here, and the night will last forever!”** Booming laughter filled Canterlot as visions of conquest filled Luna’s mind. Her horn glowed with a dark anti-light that built into a blinding black flash, and when Celestia could see again she was alone in the room.

“Dammit, not again,” she mumbled. She turned and trotted out of the room, slamming the door with an angry huff.

Scene 5: Ponyville

“...and so I need you and your friends to once again venture into the depths of the alien fortress and put an end to their evil plans, so that all of Equestria may know peace.” Twilight Sparkle finished reading the scroll. “She doesn’t ask for small favors, does she?”

“On the one hoof, it’s encouragin’ to know she has so much faith in us,” Applejack said. The five ponies were lounging in Twilight’s library, where they had come to discuss an “important missive” from Princess Celestia herself.

“On the other,” she continued, “she’s totally bat-shit crazy if she thinks we’re goin’ to the moon for her.”

“Oh, um, Applejack, you shouldn’t say such mean things about her,” Fluttershy said quietly. “If that’s alright, I mean.”

“I bet I could fly there!” Rainbow Dash said. “I mean, it can’t be that far away if you can see it from the ground, right?”

“The moon is a quarter of a million miles away, Dash,” Twilight said. The cyan pegasus stared at her, uncomprehending. “That’s more than ten times around the equator,” she tried. Rainbow Dash simply shrugged.

Twilight sighed. “If you could fly at the speed of sound it would take you...” she paused, thinking. “...almost two weeks of constant flight to reach it.”

“I could do that!”

Twilight rubbed her temples with her hooves. “Most of that distance is in space. You would freeze, suffocate and explosively decompress all at the same time,” she added helpfully.

“Oh... what’s space?”

“Anyway,” Applejack drawled, watching with interest as Pinkie Pie and Fluttershy had to physically restrain Twilight from assaulting the pegasus. “Even if we had a plan to stop the aliens, we have no way to get to the moon.”

“Oh! Well, about that,” Twilight said, wriggling out from under the two ponies. “I’ve actually been working on a new teleportation spell that I think might just do the trick.”

“Teleportation spell?” Pinkie asked. “I dunno, Twilight. That sounds dangerous! Like it could go wrong and kill us all, or dump us in some weirdo alternate dimension where everypony’s a fish or Hitler won World War Two!”

Twilight waved a hoof dismissively. “That’s just science fiction, Pinkie. If teleportation spells could go wrong that easily, don’t you think we would’ve read about some of those crazy stories by now?”

Silence filled the room.

“See?” Twilight said. “Nothing to worry about. Now, who wants to help me test the spell?”

Scene 6: Twilight Sparkle’s Arcane Laboratory

“Thank you so much for volunteering to help, Fluttershy,” Twilight said. The other ponies were gathered outside the primary testing field while Twilight drew a rune-filled circle on the laboratory floor. “If this experiment works, we’ll be halfway to ending the alien attacks!”

“Oh, well, I just felt soooo guilty for abandoning you last time,” Fluttershy said. “This is the least I can do to help.”

“I didn’t know you had a laboratory, Twilight,” Applejack said, looking around the room. Magical knick-knacks and oddities sat on shelves alongside thousands of books. Not an inch of space on the walls went uncovered by some diagram, flowchart or hastily scribbled warning sign.

“It’s where she did her experiments on me!” Pinkie chimed in. The others stared at her for a long moment, and then at Twilight.

“Ahem!” Twilight said, a strained smile on her face. “All in the name of science, of course! Nothing untoward about that!”

“...right,” Rainbow Dash said. “Anyway, what’s this experiment supposed to do?”

“It’s a proof of concept for my new teleportation circle,” Twilight said. “By adjusting the runic coordinates used to draw this circle, I can send anyone standing on it almost anywhere in the universe in the blink of an eye!”

The others stared at it.

“That’s... awful powerful, Twi’,” Applejack finally said, a skeptical note in her voice. “Don’cha think somethin’ that useful would’ve been invented by now if it really worked, though?”

“Well, obviously, nopony as smart and powerful as I has attempted it before!”

“...right,” Rainbow Dash said, again.

“Now then,” Twilight said, “we’re starting small. This particular circle is set to deliver its payload across town to Applejack’s barn. Any questions?” They all shook their heads. “Okay then, onto the circle, Fluttershy!” The yellow pegasus gulped audibly, but did as she was told.

Twilight exhaled deeply and closed her eyes to concentrate. A gentle purple glow built around her horn as she prepared to close the magical circuits that would complete the spell and send Fluttershy across town to—

“Wait!” Pinkie Pie suddenly cried. “Don’t do it!” She disappeared in a pink blur up the stairs.

The others stared in shock at the closing door. A moment later Pinkie reappeared, a large wood box perched on her back.

"I almost forgot!" she said. "I borrowed this box of rusty knives from Big Macintosh and promised to return them today. Do you think you carry them with you, Fluttershy?"

"Oh, well, I suppose I could, if that's alright with everypony." She carefully grabbed the box with her mouth, its contents jingling ominously as she settled back into the rune circle.

"Ya know, I could take 'em back for ya," Applejack offered. Pinkie shook her head emphatically.

"This way's faster!"

"Are you two done?" Twilight asked, irate. They nodded, sheepishly, and she began to recast the spell. A gentle purple glow built around her horn as she—

"Wait!" Rainbow Dash suddenly cried. "Don't cast yet!" She too vanished up the stairs in a cyan-and-rainbow colored blur.

Twilight stomped her hoof in frustration. It was several minutes this time before they heard a loud scraping noise upstairs, as though somepony was dragging a heavy object across the floor. The door banged open and Rainbow Dash entered, pulling a massive metal contraption down the stairs with a loud *THUNK* on each step.

"I borrowed Big Macintosh's wood chipper last week and forgot to return it to him," she said, panting. "Do you think you could take it with you, Fluttershy?"

"You... borrowed a wood chipper?" Twilight asked. "What the hell for?"

Rainbow Dash shrugged. "I thought it did something else."

"You thought a wood chipper did something other than chip... you know what, forget it. Just put it in the circle." She waited as the pegasus pushed the machine into the circle, unfortunately not leaving enough room for Fluttershy.

"No, that won't work," Twilight said. "Everything has to fit inside the circle. Take it out, Dash."

The cyan pegasus was about to object when Fluttershy spoke up. "Oh, it's alright Twilight. I'll just stand in the wood chipper's intake." She floated up above the machine, then sank down into the metal hopper with her box of rusty knives. "Okay, I'm ready." She suddenly jerked slightly, lifting a hoof. "Ooh, those are sharp!"

Twilight glanced at the spectators. "Anything else?" There were no takers.

"Okay then!" she said, her voice rising with excitement. "Let's prove once and for all that teleportation magic is perfectly safe!"

A gentle purple glow built around her horn...

Scene 7: Ponyville Cemetery

Fluttershy's funeral was held in the rain.

Nearly everypony in Ponyville attended. They formed a sea of bright pastel colors draped in the black garb of mourning, washed out by the weeping heavens. Foals cried and clung to their mothers, many of whom could not restrain their own tears.

Celestia herself presided over the lowering of the coffin into the ground. She delivered a short speech on the transience of life, and the promise of a better world to come. Her normally flowing mane was plastered to her coat in colorful strings.

The six pallbearer ponies lifted the flag from the coffin and folded it with military precision. They handed it to Celestia, who knelt and reverently presented it to Angel Bunny.

On the far side of the coffin, Princess Celestia's own honor guard performed a 21-spear salute. The four remaining Elements of Harmony clung to each other for support as the spears thudded into the ground, and wondered if they would have the strength to continue without their kindest friend.

Scene 8: Everfree Forest

Dawn approached in the east as the four friends snuck through the quiet haunting gloom of the Everfree Forest. For weeks the aliens had pressed their attack, wreaking greater and greater destruction on Equestria with their orbital canons. Once ponykind's defenses were sufficiently softened up the aliens began landing assault ships for the final phase of the invasion.

Twilight Sparkle had offered to try the teleportation spell again, but was overruled by her friends. She tried to explain that science was a process of trial and error. They suggested she try teleporting herself next. Together, they agreed to find another way to the moon.

Another way to the moon was waiting for them in the woods. The alien assault ships were equipped for transport to and from the moon. By finding one, overpowering the guards and hijacking the ship, they would have everything they needed to defeat Luna and return peace to Equestria.

Well, maybe not defeat her. But get to her, certainly; Twilight was sure of that.

They found the landing craft with ease, by following a trail of smoke that rose above even the perpetual clouds of the Everfree forest. The smoke led to a blasted, treeless circle surrounding a wide, shallow crater, at the center of which rested the alien vessel. Although it was blackened by the heat of re-entry, they could clearly make out Luna's crescent moon symbol on the nose.

Unfortunately, several nightmarish alien horrors stood outside the craft. They were even more terrible to behold than the last aliens the four had seen, months ago outside the original alien command ship.

"Okay, plan," Twilight said, pulling the others close. She drew a quick diagram in the soil with her hoof. "Rainbow Dash, you fly around and distract them, and the rest of us will sneak onto the ship. Got it?"

The pegasus hesitated. "Uh, about that, Twilight..."

"Maybe there's a better way?" Applejack suggested.

"I have an idea!" Pinkie gushed. "And it won't get Dashie killed!"

"I vote for Pinkie's plan," Rainbow Dash said.

Twilight scowled. “We haven’t even heard it yet, Dash,” she said. “Pinkie, would you mind explaining... hey, where’d she go?” The pink pony was nowhere to be seen.

They were about to go searching for her when the silence of the forest was split by a terrifying wail, a ululating cry that startled birds into the air for miles around. The three ponies froze in fear, and nearly screamed when Pinkie reappeared in front of them, a huge grin on her face.

“W-what was t-that?” Twilight stammered.

“Manticore mating call,” Pinkie said. “Took weeks of practice to get right. Anyway, they should be here any minute now.”

“How do you know how to perform a manticore mating call?!” Rainbow Dash hissed, her ears folded back against her skull.

Pinkie’s eyes suddenly grew serious. “Well, it’s not something I... okay, look, I did some things in college I’m not proud of. Can we leave it at that?”

The answer was unlikely to be ‘yes’, but before anypony could speak a trio of large, aroused male manticores burst into the clearing, searching for the female who called them. Finding none, they turned their attention instead to the extremely startled alien guards.

With their distraction well in hand, the four ponies crept aboard the alien vessel, trying not to look at the carnage around them. Applejack caught a glimpse out of the corner of her eye, and was noisily sick in the dirt next to the craft. Once aboard Twilight buttoned up the ship, and prepared for their departure.

“That’s horrible!” Rainbow Dash whispered. “They’re killing them!”

“Oh no, they’re doing much worse than that,” Pinkie said. “But they’ll probably survive if they don’t struggle too much.”

Twilight pretended not to hear that part. She pushed the throttle levers forward and the ship lifted away from the earth, and flew toward the moon much faster than Rainbow Dash could have dreamed.

Scene 9: The Hidden Lunar Moonbase

“...and per your request, the control crystal now has an extra layer of security, to prevent a repeat of the, uh, setbacks we suffered earlier.” The alien technician gestured at the large, floating crystal at the center of the reactor room as he spoke.

“Excellent,” Luna said. **“It was most unfortunate to allow a simple design flaw to doom our previous invasion attempts. Tell me, what are these security precautions?”**

“Well, you can see the glass dome we’ve placed over the crystal,” the alien said, pointing a writhing tentacle at the crystal. “The only way to lift the dome is to enter a four-digit password into this computer terminal. For ease of use and remembrance, we set the password to ‘Luna.’”

There was a long pause.

“Luna?”

“Yes, my queen. Does it please you?”

“I am... pleased that you honor me in all your works,” she said, trying to be diplomatic. **“However, do you not think that is a rather easily guessed password?”**

“...no?”

She sighed. **“Is there any way to change the password? And perhaps make it longer?”**

“Oh no, it’s hardwired into the system. We would need to completely replace the whole thing, including the glass dome.”

“Including the glass... you know, ‘Luna’ is fine. What else have you done to protect this most vital asset?”

The alien stared at her. Finally she sighed.

“There’s nothing else, is there?”

He looked rather peevish. “Well, my queen, it only took us months of round-the-clock effort to install this system, but of course we never expected it to meet your exacting standards. I’ll be happy to order my crew back work for another month to—”

“No! No, that’s fine, you have done very well for me,” she said, cursing the labor union contract that prevented her from teleporting the insolent creature into the sun. **“Perhaps there are some easy changes we can make to secure this room?”**

“I don’t understand.”

“Maybe put a lock on the door? I’m pretty sure the supply shop has combination locks. We could just go down there and get one.”

“We’d have to talk to contracting about any construction requests,” the alien said. “We can put out a request for proposal and see what offers come in. If we rush it I’m sure we can have something in place by next month.”

Luna’s telepathic scream of frustration could be heard on the far side of the moon.

Scene 10: Inside the Hangar

The moonbase hangar was empty when Twilight Sparkle and her friends arrived. All the other ships were already on Equestria, disgorging their cargo of death and destruction.

“Hm, problem, girls,” Twilight said. “The hangar isn’t pressurized. If we go out there we’ll die instantly.”

There was a long pause as they all pondered what it would feel like to simultaneously freeze, suffocate and explosively decompress.

“So, um, do we go home?” Rainbow Dash asked.

“We may have to,” Twilight grudgingly allowed. “Without some way to survive outside... oh, hello, what are these?” She pawed at a cargo container labeled ‘Life Support – Exo-suits.’ Popping it open revealed a cache of space suits and oxygen tanks specifically fitted for ponies.

“Excellent!” Twilight said. “With these we’ll be able to survive out there! Everyone grab one and put it on!”

“Er, Twi’, don’t that seem a mite odd?” Applejack asked. “The aliens have space suits that fit ponies? And aren’t these aliens able to survive in space without—”

"There's no time!" Twilight interrupted and went back to pulling on her suit.

They stared at her as the moments ticked by. Eventually she noticed their attention.

"Oh, well, I guess there is time," she said. "But we really should hurry if we want to... stop looking at me like that! I don't know why the fuck these suits were here, okay?"

Having no other choice, the four ponies donned the suits. After some quick function checks they equalized the pressure inside the cabin, and stepped out into the deserted hangar.

Scene 11: The Reactor Control Room

Hours later, after wandering through countless miles of deserted corridors, Twilight was about ready to give up and head back to Ponyville. Although her research into the living habits of freakish mutant aliens had been vastly advanced by the accidental discovery of their barracks, they had made no progress toward defeating the armies of the moon goddess.

Just as she was about to suggest regrouping in the hangar, they turned the corner to discover a door with an interesting sign:

WARNING: REACTOR CONTROL ROOM

AUTHORIZED PERSONNEL ONLY

UNAUTHORIZED USE OR ACCESS MAY RESULT IN EXPLOSIVE
DESTRUCTION OF MOONBASE

They took their time reading it. Part of Twilight's mind insisted that no one could be stupid enough to leave such a vital asset unguarded, or to advertise its presence and sensitivity on the door. On the other hoof, these were the same aliens they had defeated last time by kicking a single crystal in their command ship.

It was worth checking out, they decided. Cautiously, they pushed open the door and poked their heads inside.

Bingo. The room was a massive, circular chamber, lined with computer banks that fed into thick conduits running up the walls. At the center of the

room was a large floating crystal, identical to the one on the ship months ago.

“There it is,” Twilight whispered. A microphone in her helmet picked up her voice and transmitted it to the other ponies. “If we break that we should have enough time to get back to the hangar and escape before this place blows!”

They crept toward the crystal. Their vision was terribly restricted by the helmets, limiting them to only seeing the world in front of them. As such they failed to notice when the door opened behind them, and the alien general strode into the room.

“Welcome, my little ponies,” he said. A radio transmitter built into his voice box broadcast his words across the vacuum to their suits. They spun around in a panic, and stared up in horror as he towered over them.

“It was very brave of you to come here like this, knowing it was almost certainly a suicide mission,” he continued. “And you came so very close to your target.” He looked at the unprotected control crystal, and then reached over to tap a key on a nearby terminal. A glass dome lowered from the ceiling onto the crystal, sealing into place with a mechanical *click* the ponies felt reverberate through the floor.

“But now it’s time for you to die,” he finished. A concealed holster built into his leg popped open, and he withdrew a massive pistol from it. The ponies dove to the side as the general raised his sidearm in their direction, preparing to pull the trigger—

When suddenly the world jerked, sending them all stumbling. The gun fired into the empty deck plates, silent in the vacuum except for a quiet hiss as vaporized propellant splattered against their suits. Rainbow Dash struggled to her hooves, and looked around in confusion.

“What the hell was that?” she asked, trying to find the general. He was kneeling, and seemed as disoriented as they.

“Oh no,” Twilight started to say, when suddenly everything jumped again.

“It’s an action scene!” she screamed as she stumbled back to the floor. “The camera is jump-cutting every two seconds!”

“What do we do?!” Applejack cried. She was upside down on a bank of computer terminals. She managed to roll over when—

The world spun again, sending them all back to their knees. Pinkie Pie tried to run for cover, but got turned around during the transition and slammed into the wall instead.

“I don’t know what’s going on!” Rainbow Dash cried. “Nothing makes sense!”

There was a pair of flashes as the general fired randomly. A bank of computers exploded as armor-piercing rounds tore through them like butter. The magnesium casing briefly burned with a blinding light before exhausting the oxygen trapped inside the cooling system.

“Keep your eyes on your hooves!” Twilight yelled. “Otherwise you’ll—”

“—trip!” she concluded, and stumbled over a prone Pinkie Pie.

“Ah think... Ah think ah’m gonna be sick!” Applejack said. There was a horrible, wet sound as she vomited on her microphone, followed by panicked screaming as her now-coated visor blocked her vision of the fight.

Twilight rolled to her hooves, searching for the general. She only had another second before—

The world spun, and she nearly slammed into his stumbling form. He raised his pistol and fired, but obviously he was having as much difficulty as they were with the rapidly changing perspectives.

“Stand still!” he demanded. Twilight ducked between his legs and dove for cover.

“OW!” Rainbow Dash cried. “My head! The fucking camera just hit me in the head! Oh... oh jeez, I think I’m bleeding. Twilight I think I’m—”

The world shook violently as the rogue camera chased Twilight’s running form. Rainbow Dash’s moans and Applejack’s sobs filled the airwaves, and there was only silence from Pinkie Pie’s channel. She was beginning to despair when there was a final flash from the alien’s gun, and suddenly the camera went still.

She panted, her heart racing in her chest like a trapped animal trying to escape. Her rapid breathing was close to overpowering the suit’s recycling system, and it warned her with dozens of glowing amber alerts that she was near the limits of its carbon dioxide scrubbing abilities.

The general lay unmoving on the floor, with a pool of greenish fluid slowly expanding out from beneath him. It bubbled in the vacuum as its water content boiled away. Twilight drew closer, and saw that his pistol was trapped under his fallen body.

Apparently he had shot himself in the chaos of the action scene. Twilight shuddered, wondering how close she had come to a similar fate.

Pinkie was the first to return to her feet, shaking her helmeted head to clear it. Twilight trotted over to see if she needed help, but aside from a minor concussion that was absolutely undetectable compared to her normal craziness, she was fine.

Applejack seemed to be in the most distress. She was desperately pawing at the front of her visor, and a panicky sob kept coming across her channel. Twilight gently restrained her hooves, and used her magic to wipe the inside the earth pony's visor clean. Able to see again, Applejack calmed almost immediately.

"Oh, thank you sugar!" She threw her hooves around the unicorn in a tight hug. "Ah don't think Ah've ever been through somethin' that horrible before!"

Rainbow Dash stumbled up to them. She seemed fine, though through the visor they could see a thin trickle of blood running down her face. There was an alarming dent in the side of her helmet.

"Is everypony okay?" Twilight asked. They nodded, though Applejack's eyes remained wider than usual.

"Is... is he dead?" Pinkie asked, pointing a hoof at the fallen alien.

"I think so," Twilight answered. "Either way, we've got more important things to worry about. Like the crystal."

They turned to the glass dome covering the crystal. A scuff mark, apparently from one of the general's bullets, marred the side, but it was too tough to break with such a small weapon. Twilight tried to grab the crystal with her magic, but her telekinetic grip glanced off the glass dome in a shower of sparks. Its designers had planned for that, too.

Pinkie trotted over to an undamaged computer bank, the same one the general had used to lower the dome. Remembering her elite hacking skills, the other girls gathered around the screen.

"Any ideas, Sug'?" Applejack asked.

Pinkie bit her lip. "It's password protected. Four letters... I'm sorry girls, it could be anything!"

Twilight stomped a hoof in frustration. They were so close! These aliens were obviously much smarter than before, putting a hack-proof computer

security system on their one weakness. Her mind filled with visions of returning to Celestia with news of her failure, of waiting for the advancing alien hordes to sweep across Equestria and usher in eternal night. Despair gripped her mind with icy tentacles, and she felt her vision begin to dim...

"Hey, what's that?" Rainbow Dash asked. She pointed at a small yellow sticky note on the side of the monitor.

Twilight snatched the paper with her magic and floated it down to read. "It says... 'The password is Luna, case insensitive.'"

They stared at the note for a long moment, and then at each other. Unbidden, Pinkie typed the password into the computer, and tapped the 'commit' button.

The glass dome rose into the ceiling, revealing the fragile crystal beneath. Maybe they weren't such smart aliens after all.

Scene 12: The Back-up Moonbase

The moonbase took several minutes to self-destruct after its control crystal was destroyed. More than enough time for Luna and most of her support staff to evacuate to the back-up moonbase a few craters over. It was also enough time for Twilight Sparkle and her friends to escape back to Equestria, though that was the furthest thing from the princess's mind at the moment.

Hundreds of thousands of miles away, on the surface of Equestria, her armies collapsed as their psychic connection to her headquarters evaporated. Most went instantly catatonic – the rest simply went insane and began shooting at the first thing they saw, which was usually their comrades. Needless to say the invasion was over.

Luna stared out at the lunar landscape from her back-up throne room. Actually, calling it a throne room was a bit of a stretch. It was more of an office with a view, though the furnishings were certainly nice. Most ponies would be very happy with it, in fact.

Luna was not happy. She was, on the contrary, literally seething with anger. Thin tendrils of smoke rose from her mane and tail as she dreamt up new, exciting methods of torture for the four ponies who had defeated her once again. She was working her way through their internal organs in

alphabetical order when a loud knock sounded on the office – no, the throne room door.

“**Come!**” she called. The doors swung open, and a pair of alien technicians entered, pushing a large metal contraption. It was almost pure white and vaguely pill-shaped, and just about the size of a coffin. It rested on a medical gurney, which both lifted it off the ground and made it easier to transport. A wide variety of beeping and clicking machines and monitors rose from the head of the slab, displaying the vital functions of the patient within.

“The regeneration process is nearly complete, my queen,” one of the technicians said. “We can turn on the communications array if you desire.” She nodded, and he spent a moment fiddling with a tiny speaker at the head of the medical sarcophagus.

“Testing, testing, one two. Can you hear us?” the technician asked.

The sarcophagus beeped once.

“One beep means ‘yes,’ right?” the other technician asked. He grabbed a manual and began flipping through it.

“Idiot! Obviously it heard us, so one beep must mean yes!”

“So it’s two beeps for ‘no?’”

“**Enough!**” she thundered, weary of the day’s events and unable to tolerate any more idiocy. “**Leave us be.**”

The bowed and scuttled out of the room, closing the door behind them.

Luna was quiet for a long while with the sarcophagus. The comforting hiss and click of the ventilators slowly drained the tension from her shoulders. Finally she giggled at the absurdity of her situation.

“They think you’re dead, you know,” she said, using her normal voice. “An easy mistake to make. Always check the body, I tell them!” She scowled. “Not that anypony ever listens to me.”

She was silent a while longer, then tilted her head, as though coming to a sudden realization. She turned and approached the sarcophagus with a slow, sultry walk.

“You know,” she purred. “This story has a [Shipping] tag, but here we are at the very end and there hasn’t been any romance whatsoever. We ought to do something about that.” She traced a languid hoof down the smooth metal cover.

The sarcophagus beeped twice.

“Oh, I know you don’t mean that,” she said huskily. “You’re just confused is all.” She slowly drew her tongue across a metal seam, and nibbled gently on a sensor wire plugged into the side.

The sarcophagus began beeping frantically.

“Shh, shh, don’t speak,” she said, and reached over to flip a switch on the speaker. It went silent. “There’s no need for words between us.” She climbed on top of the metal lid, and admired the smooth lines of the medical device. Its polished perfection was a beautiful compliment to her indigo magnificence.

“Just try to relax,” she whispered.

The alien technician hurried down the hallway. He had forgotten to adjust a few minor settings on the medical sarcophagus they had left with the princess. Although they would have no effect on the patient inside, they could result in damage to some of the monitoring equipment if various parameters were not properly calibrated.

He was in such a hurry that he forgot to knock, and simply entered the room. He started to apologize as the princess turned to him with a curious expression on her face. Instead he froze, his mouth hanging open in shock.

She was sitting atop the sarcophagus, her mane in wild disarray. Unusual scuff marks covered the polished surface of the device. She tried to stand but slipped on the metal cover and went crashing over backwards onto the floor. The fortunately lower lunar gravity prevented any serious injuries.

“Don’t you people knock?!” she screamed. “Never disturb me when I am with the sarcophagus! Get out!”

The technician beat a hasty retreat, giving the sarcophagus a final stunned glance. He barely escaped before a large book slammed into the door behind him.

Luna panted, trying to catch her breath. She pawed at her mane, then abandoned the attempt at grooming and left it as it was. After a moment she turned back to the sarcophagus, a blush lighting her features.

"I'm sorry, that was a bit forward of me, wasn't it?" she asked. There was no response from the sarcophagus.

She cleared her throat. "There's no need to be uncivil," she said. "We're going to be together for a long time, so you may as well—oh!" She reached over to flip the switch on the speaker.

"Sorry, forgot about that. Well, you'll be able to speak soon enough, once the regeneration process is complete."

The sarcophagus beeped once.

Luna turned back to the window. "You know my history," she said softly. "How I was unloved. How my sister turned against me and abandoned me here.

"I guess what I'm saying is, I know what it's like to be forgotten. To be left behind by those you care about. You know the same thing, don't you? We are so alike."

She sighed quietly, her eyes on the stars. "I see us together, working side by side. We could create a night that is not just dark but beautiful. The world could be our black, shining jewel. And you..." she turned back to the sarcophagus. "You could get your revenge against the ponies who killed you.

"You would like that, wouldn't you, Rarity?"

The sarcophagus beeped once for yes.

DUN DUN DUN

DUN DUN DUN

DUN DUN DUN DUN DUN DUN DUN

Part 3: Flight of the Cyber-Pegasus

The medical sarcophagus hummed and clicked in the darkness.

Strange displays mounted at the head of the device provided readouts in an alien script: heartbeat, respiration, brainwave activity. A pair of ventilators hissed as they fed oxygen through a myriad of tubes into the sleek metal coffin, breathing for the patient inside. Glowing alert indicators – mostly green, a few yellow – provided diagnostic information to the alien technicians that swarmed around the machine.

Months had passed since they found her, more dead than alive. Even with their advanced technology it had been a gamble to resurrect her. The damage was simply too severe to predict what might wake up when the rejuvenation process was complete.

But where meat failed, metal could redeem. For rebirth to succeed, only the tiniest bit of flesh needed to survive. Their augmentations could take care of the rest.

And now the appointed day had come. The lead technician stroked a loving hand across the polished metal surface – his sole charge since the project began – and whispered to it.

“Are you ready?”

The sarcophagus beeped.

They wheeled her through the airlock into the operating room. It was the only room in the moonbase pressurized to standard Earth levels, to reduce the strain on her battered body. Unlike the aliens or their queen, she could not survive in a vacuum.

Yet.

The operating room lights slowly came on, revealing a stark, sterile space of steel and ceramics. A single table rose from the center of the room, a flat slab with grooves for fluid runoff along its rim. Hidden panels in the walls slowly opened, revealing a terrifying array of cybernetic augmentations – artificial organs suspended in neoprene nutrient tubes,

titanium bones arranged by size, enough prosthetic limbs for a dozen ponies.

And weapons – so many weapons. An arsenal that would make Death proud.

High above the operating room floor metal shutters began to open, revealing the windows of an observation gallery. Through the thick glass the lead technician could make out the distinctive outline of their queen taking her seat. He spent a few moments arranging the sarcophagus next to the operating table, and then turned to the window.

“My queen,” he called up to her. “We are ready to begin the operation!”

“**Excellent, Doctor,**” she replied, her melodious voice echoing in their minds. “**You may proceed.**”

He turned back to the table, his eyes alive with anticipation. At his command the sarcophagus opened, and his assistants transferred the pitiful, mewling thing inside to the table. He selected a variety of helpful tools – bonesaws, scalpels, sutures – from a small handcart while the others disconnected tubes and wires from the patient.

It was more art than science, what he did. The flaws of nature and evolution were varied and profound, and fixing them meant every sculpture he created was unique. They deserved no less, his children.

The operation lasted for days.

“Rarity? Rarity, can you hear me?”

“Mmuh? Five more minutes...”

“Wake up Rarity. It’s your birthday.”

The unicorn’s eyes shot open. She was resting on a gurney in some sort of workshop. Beside her Luna, princess of the moon, stood with wide, hopeful eyes.

“The operation was a success, Rarity,” she said.

She looked down at her body. Her pristine white hide glimmered in the faint light, unmarred by any sign of the horrible trauma she had suffered.

Rich purple ringlets dangled in her eyes, a sign that her mane was as luxurious as ever.

She took a trembling step off the gurney, and noticed that she felt... powerful was the only word for it. Like her limbs were coiled springs, ready to launch her into action. The world around her seemed sharper, more in-focus than before, and scents seemed clearer.

It was definitely a step up from being in the sarcophagus.

"We made some improvements, Rarity," Luna said. "Here, take a look." She guided the unicorn over to a full-length mirror.

The vision that greeted her was stunning. Rarity had always been a beautiful pony, but their doctor had turned her into a perfect pony. Every line of her face was pristine; her svelte body was lean, but rippled with the promise of strength. All over her body her skin was tight and smooth as a young filly's. Her chrome wings shone with a dazzling—

Wait, wings?

She hopped back a step, startled, and her wings flared out to their full size. Chrome, and polished to a mirror-like shine, the articulated limbs looked like they had been stolen from an angel. Every feather was its own piece, and fit with unerring perfection next to thousands of its kin. They glimmered like stars.

"Do you like them?" Luna whispered, coming to stand beside her in front of the mirror.

She couldn't answer. She was too busy staring.

"There's more," the alicorn said. "Your bones have been replaced with advanced composites that should resist breaking under almost any strain. Most of your skeletal muscles are now electro-myomer fibers infinitely more powerful than flesh. We took out your heart and put a small fusion reactor in its place – it will need changing in about 200 years, assuming normal usage patterns."

"Well, this is a lot to absorb," Rarity said. "Anything else?"

"Oh yes!" Luna cried, excited. "You'll notice a variety of weapon functions in your heads-up display. Missiles, beam collimators, even a few old-fashioned cannons." As the princess spoke various ports and panels

opened in the unicorn's hide, revealing the hidden weapons she described. Most of her mass appeared to be dedicated to such instruments, it seemed.

"How European!" Rarity said, "But tell me, what happened to my horn?"

"Oh, well, that was an aesthetic decision, I'm afraid. After we replaced your brain you lost most of your magic anyway, so we figured it would just look silly."

"Hm, I suppose. Replaced my brain, you said?"

Luna nodded. "Meat-based brains are so inefficient. You have an advanced hyper-threaded crystal-lattice processor now. It's not only more powerful, but also let us remove some of your silly inhibitions about killing!"

Rarity scoffed. "Dear, believe me, I had no such inhibitions left for those dastards who abandoned me." She paused. "Still, I do feel more... hm, free? Yes, more free now."

"All part of the program!" Luna said. "Oh, I almost forgot, your hoofblades!"

A pair of wicked, curved scythes extended from her hooves as Luna spoke, nearly tripping her before they folded neatly along her fetlocks. They gave her forelegs the impression of a praying mantis waiting to strike.

"Oh ho!" Rarity said as she recovered her balance. "These look like fun!"

"They are! But don't just take my word for it, try them out yourself!" Luna gestured toward a nearby technician.

"Don't mind if I do!" she shouted, rearing up on her hind legs before the startled alien. The scythes extended to their full length, and flashed as she brought them down in a wicked arc on his helpless body.

"Wahaha!" she yelled. "Oh yes! These are amazing, Luna!" Her hooves flew up and down, cleaving the helpless technician into pieces. "It's like butter! They're going through him like butter! Oh god, Luna, it's better than sex! You have to try this! Yes! Oh, yes! Yes..." she slowly trailed off as she noticed everyone in the room, including Luna, was staring at her in horror.

"Er... is something wrong?" she asked meekly.

"I meant... I meant the target dummy," Luna said, her hoof still in the air, pointing at the object next to the dead technician. It appeared to be a pony-shaped mannequin, with bulls-eyes drawn on the head and torso.

"Ohh... OH! The target dummy! Of course!" Rarity took a step back and slapped a hoof to her head, her face flushing with embarrassment. "Oh dear. Well, don't I just feel like a silly filly right now." She looked down at the fallen alien.

"And you!" she cried, grabbing his severed head. "You poor dear! I am sooo sorry about all this. I promise... Ew! Oh, it's dripping! Luna, it's dripping! Ew, ew, ew..." She set the head down on the rest of the corpse, and gave it a light pat. "There, all better. So sorry, again."

Luna cleared her throat. "Well, this is a good opportunity to point out that your fur has a non-stick Teflon coating now." She walked up to Rarity and wiped a hoof across her chest. "See? The blood and gore come right off!"

Rarity perked up. "How marvelous! Now when I'm out in the rain with Applejack, I don't have to worry about my coat getting dirty!" She paused, then added, "And when I *murder* Applejack, it won't get dirty either!"

"That's the spirit!" Luna said. "So, want to get started?"

"Not just yet, I'm afraid. There's something I've been putting off for far too long."

"Hello, Luxury Lotus Spa? Is that you, Aloe? Yes, this is Rarity! Eeeee! I know, I know, I thought I was dead too! Oh, I have so much catch up on! Uh huh... uh huh... well, how about Tuesday? At least three hours I'd say, this moon dust gets just everywhere, and I do mean everywhere. Will Fluttershy be there? Oh, oh dear. A wood chipper? Well, I always said those spells were dangerous. Mhm... okay, I'll see you then! Tell Lotus I said 'hi!' Taaaa!"

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Nearly the entire town of Ponyville turned out for the dedication ceremony.

After rebuilding the Town Hall (again), the surviving members of the city council decided it would be appropriate to commission a statue honoring the brave heroes who died fighting the alien menace. Although thousands of ponies fell in the two conflicts, the sacrifices of three in particular were deemed vital enough to the defeat of the alien hordes that a special monument was appropriate.

A sea of pastel colors filled the town square. Ponies from as far away as Canterlot came to pay tribute to the three brave mares whose likenesses were about to be unveiled. As their closest friend and leader of the resistance forces, Twilight Sparkle was asked to provide some short remarks. She nervously approached the wooden lectern on stage, her notes hovering in the air before her.

"Friends, family, distinguished guests, thank you all for coming," she began. "When I was told that the town was preparing a monument to the brave ponies who saved us from the alien hordes, I was of course honored and humbled. Even afterwards, when it was pointed out that the statues were of the dead ponies and not myself, I was still pleased." The crowd clopped appreciatively.

"Rainbow Dash was the first to fall," she continued. Behind her ponies pulled a tarp away from the leftmost stone statue, revealing a granite sculpture of a heroic pegasus in flight. It bore only a passing resemblance to the mare, but the expression on its stone face – self-confident enthusiasm – was instantly recognizable. "She died the way she would have wanted to: flying."

The crowd cheered again. A faint voice near the stage could be heard yelling, "Aw yeah!"

"Fluttershy overcame her own fears, and valiantly offered herself as a test pony for a dangerous spell that might have won the war for us overnight," Twilight said. The shroud on the rightmost statue was whisked away, revealing a meek-looking pegasus gazing up at the heavens. "She knew what she was doing was dangerous, but volunteered anyway." She paused and shuffled her notes. "I mean it. She knew it was dangerous. I warned her. Anyone who tells you different is lying." She glared at the crowd for a moment, and then nodded.

“And Rarity!” Twilight half-turned, tossing a hoof up to the center statue as its cover was removed, revealing a gorgeous unicorn, her features perfectly proportioned. She stood on her rear legs, her hooves reaching up to the sky as if to grasp the sun.

“Rarity, the Spirit of Generosity, who gave her own life so the rest of us could live!” The lavender unicorn paused for a moment, her throat tightening. Not a few eyes in the crowd began to water. “She was the greatest of us! Her bravery was more than Rainbow Dash or Fluttershy’s – she was... she was the only one of them I really loved.” She broke off with a sob.

“What the fuck, Twilight,” Rainbow Dash called from the side of the stage. “I’m right fucking here, you know!”

Twilight paid her no heed. She fell to her knees in tears. Friends, neighbors and even strangers left the crowd to join and comfort her. The rest slowly dispersed, and life in Ponyville went on.

Rarity’s first flight was memorable.

Most young pegasi, when learning to fly, ran down hills with their wings spread. If they ran fast enough the air would gently lift them, and they could float the rest of the way to the ground. It was a safe, enjoyable tradition passed down from sire to colt, dam to filly, with every generation.

Although the moon had hills, of a sort, Rarity did not bother with them. Nor did she bother with her wings -- as the moon had no atmosphere to speak of they served no purpose other than to look pretty. She was fine with that.

Instead small ion thrusters emerged from recessed compartments in her ribcage, located where a normal pony’s lungs would be hiding. They accepted telemetry data from her on-board navigation system, cross-checked the lunar gravitation and magnetic fields, and tilted into proper firing positions.

Rarity left the surface of the moon at several times the speed of sound, if such a thing had any meaning in a vacuum. The twin ion thrusters, fed by the fusion heart burning in her chest, glowed like stars. She was travelling nearly 25 miles per second when she reached the Equestrian atmosphere.

Now her wings did come in useful. They stretched out to their full length and began to catch the stray gas molecules that composed the upper atmosphere. Ponies on the ground, 100 miles below her, might have been able to see a faint glow similar to the aurora, if its gentle light were not drowned out by the sun.

Her course took her nearly a quarter of the way around the planet. As she descended the air grew thicker, and her wings began to heat as they shed more and more of her velocity. Around the point of maximum deceleration a sun-like corona enveloped her streaking form and lit a burning trail through the heavens. The sky across entire continents trembled as she passed overhead.

Her body still glowed when she finally landed, spilling heat and light like a steel ingot just removed from a forge. The grass beneath her feet blackened and burst into flames as she passed; puddles, graced by her hooves, exploded into steam. Flames licked the air around her mane, and slowly grew dimmer as she cooled.

She had considered, during the several-hour flight from the moon, simply landing in Ponyville and obliterating the town. It had a certain poetic finality: an exclamation point that emphasized her hatred for the place and simultaneously ended it.

But in her heart (or fusion reactor, if you prefer), Rarity was an artist, and revenge was an art form. She wanted to make a statement. She wanted her friends to know why she was killing them.

Also, there was the spa to consider.

So instead she landed a few hours outside of town, near a rough biker bar that catered to the wrong type of crowd. Garishly dressed prostitute ponies gathered in twos and threes outside, whistling to leather-clad stallions passing through the cracked glass door. A long row of motorcycles was parked out front, around which lounged several rough, smoking biker ponies adorned with tattoos and exotic piercings.

Rarity did not stop at the bar because she had to. None of the swill it served was appropriate for a refined unicorn. Her taste in drinks did not run to beer, much less the cheap piss that was to be found inside. What the crowd lacked in taste it made up for in smell.

No, Rarity did not have to stop at the bar. She *wanted* to.

“Ahem, pardon me sir,” she said to a hulking, rust-brown stallion with a spiked black mane. He was half-perched atop a monstrous chrome bike, speaking in low tones to a pair of street mares when she approached. A shiny leather vest and chaps stretched painfully to accommodate his frame. Fetlock-high boots studded with silver rivets protected all four hooves.

He turned to stare at her. The two mares took in her chrome wings, gorgeous looks and flawless coat. Their eyes narrowed.

“I’m so sorry,” she continued, “but I was just passing by and I couldn’t help but notice your... well, shall we say, your costume.” She ran a hoof down the leather vest. “And since I needed a ride, I figured you would be a good pony to ask for a favor.”

“Huh?” he said.

“I’m not being clear, am I?” she said. “Let’s try smaller words: I need your clothes, your boots, and your motorcycle.”

He was silent for a moment, then snorted. The snorts built into guffaws, then outright laughter. The mares began to laugh as well, clutching each other to stay upright as their bodies shook. Finally the stallion recovered, stepped fully off the motorcycle to tower over her, and responded.

“You forgot to say ‘please.’”

Just under one minute later Rarity sped away from the bar on her new motorcycle, heading down the road to Ponyville. Behind her a shivering, naked, crying biker pony huddled next to the burning remains of his clothes and boots. The street mares, being prudent, watched the spectacle from inside the bar with the rest of the crowd.

There was nothing wrong, to Rarity, with being slow and deliberate when wreaking vengeance upon one’s foes. Crimes against fashion, however, had to be dealt with on the spot.

“General, I think I liked this room better when we used it for storage.”

The decorated pony at the head of the situation room took the comment in stride. “Yes ma’am. Again, I apologize for interrupting your dinner. If I’d known you were having company over, I would have--”

“Thank you, general, that will do,” Celestia interrupted. “Let’s just get started.”

The graying military pony took a sip from a glass of water, and turned slightly to indicate the large projection screen at the front of the room. A picture of a seedy biker bar surrounded by detectives, constables and guards filled the frame.

“Earlier today we received a report of an attack at a watering hole a few hours south of Ponyville. According to witnesses, a partially robotic pegasus brutally assaulted an innocent pony and stole his motorcycle.”

“A... partially robotic pegasus?”

“Yes ma’am.”

“I... you know what? Fine. Why not. What else?”

The general hit a button on his remote. A new picture flashed onto the screen: a smokey contrail against an orange sky.

“There have also been reports from around the world of a small, fast-moving meteorite that appears to have landed in the vicinity of this same bar, shortly before the alleged assault took place.”

There was silence around the table. The military and civilian ponies on either side stared at the projection screens, then at the princess.

“General, I’m confused,” said an oily-looking bureaucrat pony seated to the princess’s left. “After the last invasion, we spent hundreds of billions of bits on your ‘Space-Based Early Warning Pony.’” He pointed to an adjacent screen at the head of the room, which displayed a lonely pegasus in a space suit floating against a black, star-speckled background.

“Yes, and we do appreciate your continued support for that program.”

“The thing is, general, at the time you promised it would detect and prevent alien invasions.”

“I recall saying it would *help* detect and prevent invasions, yes.”

“And did it do that for us this time?” the bureaucrat asked.

“Not yet, no.”

“Not yet? You think there’s a chance it still might?”

“Gentleponies,” Celestia broke in, “I appreciate the opportunity to discuss military appropriations, but we have more pressing matters to deal with at the moment. General, please continue.”

“Yes ma’am, thank you.” The general shot a smug glance at the bureaucrat, then returned his attention to the projection screens.

Suddenly, there was a huge explosion!... on the screen.

“General, what was that?” Celestia asked after the glare from the projection died down.

“We’re not honestly sure, ma’am,” he said. “We’ve been monitoring a large number of seemingly random explosions around the world. They don’t appear to have any connection with the plot, and we’re checking to see if any other summer blockbusters are filming today.”

The ponies around the table mumbled quietly, nodding.

“Very good, general. Back to this robotic pegasus, then.”

“Yes ma’am. We’ve increased security at various vital installations around the kingdom,” he said. “The palace, the city approaches, Air Force Stables and the like. If this cybernetic pony comes near, we’ll put an end to it.”

“And how will we do that?” the bureaucrat asked. “With our ‘advanced spear technology?’ How well did that work last time?”

The general’s ears tilted back to lie against his head as he glared at the other pony. “It worked better than spending all our money on social projects, didn’t it? How many aliens did schools and universal health care stop?”

The two might have come to blows had not Celestia intervened. The faint throb of an impending migraine nestled into her skull just behind her horn.

“Councilor, general, let’s not lose sight of the real problem,” she said. “This... robotic pony needs to be found and stopped. Where did you say it was last seen?”

“It was headed to Ponyville, your majesty,” the general responded.

"I see. Have we sent any forces there to protect our citizens?"

"No ma'am. We're confident the special forces ponies already stationed there will be able to take care of this incursion without outside assistance."

"Special forces ponies?" Celestia tilted her head in confusion. "Oh dear lord, general, please tell me you don't mean..."

Rainbow Dash was enjoying her customary mid-afternoon nap when the loud rip of a motorcycle engine intruded upon Ponyville's bucolic silence.

She was splayed out atop a low-hanging cloud in a position that would have been considered obscene if anyone were able to see it from the ground. A more responsible pony might have saved the nap until after the day's weather business was done, but Rainbow Dash had long since honed her procrastination skills to a razor edge. With the cottony fluff of the cloud cradling her, and the warm gentle sun toasting her belly, there was simply no chance of returning to work any time soon.

The roaring motorcycle shattered her pleasant, sun-and-cloud-and-Soarin-filled dream. She rolled to the edge of the cloud, prepared to give the inconsiderate biker a piece of her mind, but froze when the rider came into view.

"Rarity?" Her mouth formed the shape of the word, but no sound emerged, so stunned was she. The motorcycle passed clean beneath the cloud and continued down the road to Ponyville, sending tiny animals running for cover along the way.

"H-hey, wait!" She dove off the cloud, her wings snapping open to catch the air in pursuit of the fashionista. "Rarity! Wait!" Ahead of her the motorcycle pulled to a stop.

The cyan pegasus soared to a halt next to the bike. She opened her mouth to speak when she caught the chrome wings, and her thought processes tumbled to a halt.

"Rainbow Dash?" Rarity said, her eyes wide. "I thought you were dead?"

"I thought *you* were dead! And where did you get those wings?"

“Oh, these things?” She stretched the wings out to their full extent, a thousand metal feathers catching the late afternoon sun like diamonds. “Just a little something I picked up. As to the dead thing, I asked first!”

Rainbow Dash stared at the wings, her jaw slack. After several seconds Rarity’s comment broke through the mental fog.

“Oh, well, uh, I got better!” She scratched at her mane with a hoof. Rarity remained silent, her eyes narrowing slightly.

“I mean, Twilight brought me back!” she continued. “Something about secret alien technology.”

Rarity bristled. “They brought you back to life, but not me?”

“Twilight wanted to,” Rainbow Dash blurted. “But there was only enough for one of us!”

Rarity stomped a hoof. “Why didn’t they use it on me, then? I sacrificed myself so they could escape, and this is how they repay me?”

“Oh, about that... apparently there was a focus group.”

“A focus group? To see which of us to bring back?”

Rainbow Dash nodded. “Yeah. Twilight said I tested better with the target demographic.”

“The target demo-- what target demographic?! Morons? The blind? Didn’t they ask who was more fabulous?!” she cried.

“No, they... um...”

“What? What?!”

“Well, they asked who should be in the next movie.”

Rarity was apoplectic. Targeting reticles appeared in her vision superimposed over Rainbow Dash’s head and heart. Weapon safeties disengaged. Readouts displaying ammunition loads, minimum arming distances and error probabilities (all nearly zero, at this range) scrolled across the bottom of her eyesight.

“Er, Rarity? Are you okay?” Rainbow Dash asked. The white pegasus was staring at her with an unusual degree of intensity.

"I'm... fine," she said through tightly clenched teeth. "Just fine." She took a deep breath, mentally banishing the combat displays. Rainbow Dash was not one of the ponies who killed her, after all.

"Darling, I'm heading to the spa for a bit," she said. "But if you should happen to see Applejack, Pinkie Pie or Twilight Sparkle, please let them know I am looking for them. We have... important business to discuss. Yes, important business."

"Uh, yeah, sure," Rainbow Dash replied. "Right away! Heh heh." She gave Rarity the widest, most genuine grin she could manage.

Rarity gave her a final, unnerving look, then climbed back on the motorcycle and sped off without a second glance. After her heart calmed back to a more normal rhythm, Rainbow Dash took to the air, seeking out her friends.

Twilight Sparkle was deep in some book or other when Rainbow Dash crashed through the library's front door. This was not an unusual occurrence at the library, so Twilight finished the page she was on before looking up.

"Scootaloo's not here, Dash," she started. "I don't know where... Er, is something wrong?" The cyan pegasus had slammed the door shut behind her, and was leaning against it with all her weight. Her breath came in short, frantic gasps.

"Twilight! Rarity's back!"

Twilight blinked.

"She's back, and I think she wants to kill you!" Rainbow Dash continued. She moved to a window and peered out of it, poking her head just far enough above the sill to see outside.

"What?"

"I just saw her ride into town on a motorcycle! She said she needed to see you, Pinkie and Applejack about something important!"

"Why would she want to kill... oh, right." Twilight jumped to her feet. "We've got to run! To Canterlot!"

“She said she was going to the spa,” Rainbow Dash said. “Knowing her she’ll be there for a few hours. We can stop by Pinkie and AJ’s houses and—”

“There’s no time!” Twilight interrupted. She cantered in a panicked circle. “Everypony for themselves!”

“Twilight, calm down. She’s the Spirit of Generosity, right? Maybe if we talk to her she’ll forgive you?”

“You don’t understand!” Twilight ran up to Rainbow Dash and put her hooves on the pegasus’s shoulders. “We didn’t just kill her, we shot the entire second movie without her! She’ll never forgive that!”

Dash went pale. “Ohmygosh, she did mention the focus group... we need to warn the others!”

“No! No! No time! Run!” Twilight cried, and burst out the door. A few seconds later Rainbow Dash saw her run past the window, her mane flapping in the wind.

Rainbow Dash sighed and trotted after the frantic unicorn. Applejack and Pinkie Pie were big fillies and could take care of themselves – Twilight Sparkle, on the other hand, was doomed without assistance.

The Books and Branches library was missing its proprietor when Rarity arrived.

She knocked, because she was polite, and pushed open the front door, expecting to see her friend Twilight Sparkle buried in some book or other in the main room. Instead the foyer was empty. A quick check of the kitchen and the upstairs loft suggested the lavender unicorn was not home.

A fluttering whisper caught her mechanically augmented ear. She turned just in time to see Owlowicious fly in an open window and perch on a wooden stand next to Twilight’s writing desk.

“Owlowicious!” she cried. “How marvelous to see you again! Oh, I can’t believe it’s been so long.” She trotted over to the bird and lightly scratched at the feathers covering his chest. He preened under the attention.

“Tell me, have you seen Twilight?” she asked. “It’s very important I speak with her.”

“Who?”

“Twilight, Twilight Sparkle? Your mistress?”

“Who?”

She scowled at him. “Don’t play smart with me, ruffian. You know very well who I’m talking about.”

“Who?”

“I know you can talk, Owlowicious!” she growled. “I was in the first movie, remember? Now, where is Twilight?”

“Who?”

“That’s ENOUGH!” Her foreleg folded open along a hidden seam, wires and circuits suddenly visible beneath the false skin. Titanium bones shifted in place to allow a large-bore cannon to emerge from its concealed compartment and point directly at the owl. A series of loud clacks filled the room as hydraulic rams chambered a single high-explosive round and snapped the breech shut.

“Say ‘who’ again!” she shouted. “Say ‘who’ again. I dare you. I double-dare you, motherfucker! Say ‘who’ one more goddamn time!”

“...”

“...”

“...who?”

There was a flash and a bang that shattered every window in the library. A drifting pile of scorched feathers floated in the sudden silence of the room as Rarity put an end, once and for all, to the stupid owl joke.

Applejack dropped the last of the dirty dishes into the sink to let them soak. Big Mac and Apple Bloom had already departed the kitchen for their evening chores and homework, respectively. The golden rays of the setting

sun broke through the clouds to the west, and filled the kitchen with a warm light.

Finding herself with a few extra minutes, Applejack decided to indulge in one of her favorite past times -- apples. She trotted over to the pantry and picked one from each of three separate bins: a golden delicious, a red delicious, and a granny smith. With her prizes in hoof she returned to the table, arranged the fruits before her, and was about to feast when she heard heavy hoofbeats outside.

"Big Mac? That you?" she called out, looking away from the apples for a moment. There was no reply. She shrugged and turned back to the apples, again ready to partake, when the door behind her opened.

"Are you goin' deaf, big bro--" she said as she turned, coming to an abrupt halt as she took in the shape before her.

Rarity let the door swing shut. Pleased to see she was alone with her quarry, she walked delicately up to the table with Applejack, and peered with interest at the three colorful fruits.

Applejack was not the smartest pony in Ponyville. That was Twilight Sparkle by a wide margin. However, she was possessed of a deep well of common sense and intuition. Other ponies often turned to her for level-headed advice on every topic imaginable, including apples.

Common sense told her to be careful.

"Rarity," she began. "You're lookin' well."

"Why thank you, Applejack," Rarity said. "Just got out of the spa! But that's not what you meant, is it? You meant I don't look dead."

Applejack took her time answering. "Welp, there is that," she said. "I'm mighty glad to see you healthy an' whole, though. I bet the others will be too."

"Mhm, go on."

"Maybe we should go visit them now? I'm sure Celestia'd be very happy ta see you. We could all go down ta Canterlot an meet the princesses--"

"I'm touched by your interest, Applejack," Rarity said. "But I had something I wanted to discuss with you in private."

Applejack sized Rarity up. Aside from the wings, which were baffling, and the lack of a horn, she didn't look much different than any other day after the spa. But there was something about her, some ineffable quality that screamed "predator."

"Ah'm always glad to talk, sugar," she said slowly. "What's on yer mind?"

"It's about the time I died, actually," Rarity said. "Oh, where are my manners? You were about to have these apples, weren't you? Let me help." She raised a hoof above the table. A long curved metal spike shot out from her ankle, faster than Applejack's eyes could follow. The wickedly serrated blade came down and passed, seemingly without resistance, through each of the apples, sending them rolling in halves across the table surface.

Applejack remained very still.

"I do love apples, you know. Fruit of the gods, and all that," Rarity said. She delicately speared one of the hemispheres with her blade and brought it to her lips for a nibble. The pair spent a few minutes in silence while Rarity ate. Applejack no longer felt hungry.

"So, back to the topic at hand," Rarity said. "Do you remember the last words I spoke on that alien ship, Applejack?"

Applejack shook her head.

"Are you sure? It was when I was banging on the door of the escape capsule, trying to get back inside before the ship blew up? Do you remember that?"

Applejack nodded.

"Ah, yes, I remember now," Rarity continued. "I said something along the lines of being willing to sit on your lap." She paused. "Was that such a horrible idea, Applejack? Was there some reason it wouldn't have worked?"

"Rarity, we were all so very grateful when you volunteered to leave the escape pod--"

"Can you imagine what being on that ship was like, after you three blasted away to safety?" Rarity interrupted. "I mean, at the time I was in horrible pain from burns caused by the capsule's exhaust, but I still felt rather... what's the word? Ah, betrayed. I felt betrayed, Applejack."

"Ah'm so sorry you feel that way, sugarcube," Applejack said. She glanced over her shoulder at the door, wondering if Big Mac was close enough to hear her yelling for help.

"Oh, don't be," Rarity said, waving her hoof. "Everything worked out for the best. And do stop looking around for help -- it would never reach you in time."

Applejack started to rise from the chair, but Rarity apparently wasn't done with the lecture. She reached out with the hoofblade and lightly pressed it against Applejack's chest, forcing her back to the seat.

"Now now, we're almost done," she said. "I just want to imagine how things could have been. Imagine if you three had changed your mind and let me back into the escape pod. I could have sat on your lap as we escaped, and we wouldn't be having this conversation."

Rarity pulled her blade back as she leaned forward, close enough to kiss. "I've studied the capsule designs, Applejack. The seat could have held both of us." She climbed into Applejack's lap, curling herself around the frozen pony. "We would have been cozy, yes, but what's a little cuddling between friends? I'm sure the others would have been jealous."

Rarity sighed. "But no, that's not what happened. Instead you three left me to die, and we find ourselves here." She nestled into Applejack's lap, and sat silently for a few moments.

"Do you have any thoughts, Applejack? You really should say them now." She pulled her head back to look at the other pony, who was trembling. "Nothing? Cat got your tongue?"

Applejack wheezed something unintelligible. Rarity frowned and leaned closer.

"I'm sorry, come again?"

"hvrghy..." Applejack gasped.

"Oh dear, I didn't stab you accidentally, did I?" Rarity stepped off the earth pony, checking for blood. "That wasn't part of the plan." She paused for a moment. "Yet, anyway."

There was no blood on Applejack, though she continued to wheeze for a bit. Finally she recovered enough breath for a single word.

“...heavy...” she rasped.

Rarity bristled. “Applejack, you should never say that to a lady. Seriously, I know you’re a farmer, but that doesn’t excuse basic manners.”

“No, Rarity,” Applejack managed, “ah think ah’m hurt.”

Rarity jerked back as if slapped. “What are you implying?” she cried. “I’m as svelte as any filly in this town!”

Applejack managed to stand for a moment, then promptly sank to her haunches. Her rear legs wouldn’t support her weight, and her ribcage felt like it was filled with shards of broken glass.

“Rarity, ah’m serious,” her voice was softer than Fluttershy’s. “You weigh more than Big Mac.”

The cyber-pony flinched as if struck. “That.. that’s impossible! I’ve never weighed more than 300 pounds in my life!”

Applejack decided to lie down until the pain in her legs and pelvis subsided. She knew she should probably be running for help, but her legs voted not to cooperate in that effort.

Rarity didn’t notice; she was busy panicking. She pulled up various diagnostic modes in her HUD, seeking out basic specs on her new body. Something as simple as mass should have been near the top, but whoever designed the interface apparently hadn’t considered it important. She finally found the number under an appendix for use when calculating thruster fuel consumption.

1,951lbs.

The logical part of Rarity’s silicon brain told her to ignore the number. Weight was meaningless for a cybernetic organism, and besides she was just as trim and fit as before. Unless she happened to climb on top of someone, like the unfortunate Applejack, no one would ever be the wiser.

That part of her brain unfortunately lost out. The world outside of her HUD went entirely grey, leaving only the blinking mass indicator in the center of her vision. It was several minutes before Applejack’s quiet moans brought her back to reality.

By then her original plans were entirely forgotten. She fled the room by crashing through the nearest wall and jumped, her wings reaching out to catch the air and propel her into the sky. As soon as she cleared the cloud layer her thrusters engaged, and she shot back into space.

Luna was in her office going over time cards for the latest pay period when a bawling, disheveled cybernetic pegasus crashed through the door. Behind her the corpses of several guards could be seen in the hallway.

Automated defensive systems activated the moment Rarity entered the room. Hidden turrets emerged from recessed cavities in the walls and swiveled to track the distraught pony. A high-pitched hum filled the air as powerful electromagnetic fields came online inside the railgun mechanisms. Before she was more than 20 inches past the door the first of several thousand razor-sharp tungsten-iron flechette rounds hit her chest, directly above where a normal pony's heart would be.

Rarity didn't notice -- her own defensive suite came online as soon as it detected the turrets' presence. Only a few rounds managed to reach her coat before counter-battery lasers built into her shoulder acquired and engaged the left turret, their beams precisely slicing through the wires and capacitors powering it. Nanowire arrays in her hide realigned their magnetic fields as they detected the flechette impacts, automatically hardening to a tensile strength that would make stellar core material jealous.

The second turret got off a few hundred more rounds before Rarity's electromagnetic countermeasure programs managed to infiltrate its software and disable its optical sensors. Blinded, safety restrictions forced the turret to automatically power down.

Less than a tenth of a second had passed since she broke through the door.

"Luna!" Rarity cried, coming to a crashing halt atop her desk. "Luna! I'm faaaaaat!" She finished with a wail, and broke down sobbing.

Luna, Princess of the Moon, sat with a singed time card in her hoof. Ricocheting rounds had neatly perforated every solid object in the room -- only her own magic had kept her from a similar fate. Outside, the hallway flashed with red alarm lights, and she could faintly make out the sounds of a small army moving down the corridor.

She sighed and pushed a button on her desk. The alarms went silent, and instead of an entire company of shock troops, a single alien guard entered the room, his rifle held in a low, ready position.

“False alarm, captain,” Luna projected, somewhat unconvincingly. **“I’ll take care of it.”**

The alien glanced around the shattered room, the cybernetic horror crying on Luna’s desk, and the dead guards in the hallway, but managed to keep his thoughts to himself as he left. Luna made a mental note to promote him as soon as possible.

“Now then, what’s wrong?” she asked the sobbing pegasus.

“Luna, you know I deeply admire your sense of fashion and taste,” Rarity said several hours after their office conversation. She lay on a plush grey couch in Luna’s private quarters, her legs daintily tucked beneath her body as she watched the princess trot out of the kitchen. A bottle of champagne and a pair of glasses followed the alicorn, wrapped in a faint blue glow.

“I sense a ‘but,’” Luna said. Quiet strains of jazz filled the room as she dimmed the lights to a level more conducive to her intent.

Rarity narrowed her eyes. “But,” she said, “these aliens of yours, well, they are rather...” she trailed off.

“Unrefined?” Luna ventured.

Rarity tilted her head slightly. “Unrefined, yes,” she allowed. “But—”

“Disturbing?”

Rarity nodded. “Certainly, however that wasn’t what—”

“Idiotic?”

“Oh yes! I’m glad I’m not the only one who noticed that,” Rarity said. “But more importantly, Luna, they are simply ugly.” She paused and glanced at her friend, gauging her reaction. “I’m sorry you had to hear it like this.”

Through an incredible feat of will Luna managed not to roll her eyes. “Rarity, they’re monsters, they’re supposed to be hideous. Can you imagine the reaction if I tried to invade with legions of dashing, fabulous shock

troops? We'd be laughed off the planet." She hopped onto the couch next to the cyber-pony. "Now, half-glass or full?"

Rarity huffed, her chrome wings mantling slightly and filling the room with the faint sound of wind chimes. "It's quite possible to be stunning *and* ferocious, you know," she said. "I'm certain with a little work we could produce something acceptable to both of us. And a full glass please, it's been a long day."

The champagne bottle rose into the air on its own accord and topped off both glasses, which then floated to the two. Rarity grabbed the glass by the stem with her ankle; Luna simply levitated hers. They clinked the rims together in a silent toast, and each took a sip.

"So do you mind if I..." Rarity started.

"Play dress-up? No, go ahead. Just remember they have feelings too."

"Waha! Oh, thank you Luna!" She took another, longer drink from her champagne. Chemical sensors on her tongue detected the ethanol and relayed their findings to her silicon brain. Automated sub-routines slowed down the processor speed and introduced deliberate faults in logic and inhibition programs, producing the cybernetic equivalent of a buzz. A pop-up warning in her heads-up display asked if she wanted to terminate the effect, to which she happily answered no.

Luna smiled as the other pony relaxed and leaned against her. She put her glass down on the side table and tapped a button on the couch's arm. There was a click, and a disembodied voice filled the room.

"Command post, go ahead ma'am."

"I am not to be disturbed for the rest of the evening, unless one of my CCIRs are met," Luna said, speaking to the ceiling. "Do you understand?" She tried not to giggle as Rarity nuzzled her shoulder.

"Yes ma'am, CP out." Another click sounded and the connection terminated. Luna felt her mane shift as Rarity grabbed her crown in her mouth and pulled it away.

"Hey, that's an priceless heirloom." She grabbed the crown with her own mouth, provoking a brief tug-of-war that ended in a truce of mutual nuzzles and more champagne.

Sometime later Luna set the empty bottle on the table, and glanced at Rarity. The white pony regarded her with half-lidded eyes.

“Say,” she said. “Would you like to try something a little... risque?”

Rarity arched an eyebrow.

“Bring up your physiological parameters menu,” Luna said. Rarity blinked in surprise, then assumed the distracted expression she wore when looking at her HUD.

“You are such a sweet talker,” she said dryly. “Oh my, this is a long list. What am I looking for?”

“Go to functions, then dimorphism.” There was a moment’s delay, and Rarity’s eyes grew wide as saucers.

“Luna, you little minx! Male *and* female?”

Luna blushed. “Well, I figured if we’re going to spend a billion bits on a cybernetic pony, we might as well spend a few extra million and have some fun with it.”

“I can’t fault you there, this promises to be... wait, hang on, there’s a third option?” Rarity paused, her eyes focused on something unseen. “Big Mac?”

An icy wave broke over Luna’s body. Her pupils contracted to points. “Er, that’s an experimental mode,” she said. “And frankly not one I think either of us are ready for. Why don’t you back out of that menu and we’ll—”

“Oh my god, look at it! Luna, LOOK AT IT! WAHAHA!”

“Oh jesus, it’s... No, Rarity! Down! DOWN! Computer, emergency override, code Luna nine five, uh, alfa, oh fuck what’s the code? Computer! Emergency over--Rarity, down! NO! NOOOOOO!!!”

Meanwhile...

It was a boring shift for the alien guards in the hallway. As their base was on the moon and their foes had no way to reach them, this was to be expected.

A loud banging sounded through the door of the princess’s private quarters. They started in surprise, and stared at the locked portal.

“Should we...” one began.

The other shook its head. “Command said she’s not to be disturbed—”

A faint scream could be heard from inside the room.

“—for any reason,” it finished.

It was an interesting shift for the alien guards in the hallway.

Will Twilight Sparkle escape Rarity’s wrath?

What happened between Luna and Rarity?

Will Applejack recover from her wounds?

Will Pinkie Pie appear in this movie?

Find out in the dramatic conclusion!