

The Night That Never Ended

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Chapter 1

What if Luna had Won?

“The spirits of these five ponies got us through every challenge you threw at us!”

Twilight Sparkle glared at Nightmare Moon, her five friends at her back. The shards of the broken elements hovered about them all, radiating with awakened power. Honesty, Laughter, Generosity, Loyalty, and Kindness had gotten them this far, and now all but the final element lay in their grasp.

“But you still don’t have the sixth element!” scoffed Nightmare Moon, with only a twinge of worry on her face. “The spark didn’t work!”

“But it did,” continued Twilight, “a different kind of spark.” She turned towards her friends and continued, “I felt it the very moment I realized how happy I was to hear you, to see you, how much I cared about you. The spark ignited inside me when I realized that you all are my friends!” Nightmare moon stood visibly shaken, and as twilight turned away from her friends their eyes sharpened from humility to confidence. They knew now that the Elements of Harmony were in their grasp, and sure enough, another stone appeared in a flash of light above Twilight’s head. But as it lowered towards her, it became increasingly clear that something was wrong. The light that accompanied it began to rapidly dim, and the stone began fading as soon as it appeared. Twilight’s eyes became filled with fear as she realized that something was horribly wrong. The sixth element faded long before it reached Twilight, and the ponies turned their confused and terrified gazes upon Nightmare Moon, now looming triumphantly above them.

As the shadows began to billow around her, a thousand thoughts raced through Twilight’s mind. What happened? What could have gone wrong? Why had she come so close and then had the sixth element taken away? A thousand questions, but no time for answers as the enchanted smoke crashed down on her like a silent tidal wave.

Twilight was awoken by a crash, which was an all too normal occurrence in her library. She lifted her head in puzzlement, not because there was a crash at all but because it had come from the door leading to her balcony. Seeing the sun pouring in through the door, she realized at the same time both that she had slept in and that the door was no longer on its hinges.

“Bleh! Whatzawitz? Who?” cried Spike, shaking off his covers. His sleepy eyes frantically scanned the wreckage until he saw a blue flank lying beneath the remnants of the door. Rainbow Dash gingerly extracted herself from the debris, casting a sheepish look over at the pony and dragon in their beds, both with expressions that conveyed a lack of surprise, stern condemnation, and expectation of an explanation. In a world where body language required you to stand on three hooves, facial expressions became very succinct.

“Heh heh, sorry ‘bout that guys,” Dash managed with a nervous smile. “I was practicing a new trick and, well, you know how it goes.”

Twilight sighed and rolled her eyes. She certainly *did* know how it went by this point. “It’s not that I don’t appreciate you stopping by, Rainbow Dash, but this is the second time this month that you’ve broken my door like that. Fourth if you count the times you missed the door and came through the wall instead.”

“I’m really sorry Twilight,” Dash said, fluffing her wings out to test for injuries. “It’s just that when Applejack and I built that catapult, we didn’t actually think about where I would *land*, and now it’s too big to move!” She puffed herself up with an air of confidence, “Once I master this trick, I won’t crash anymore and you won’t have to worry!” Another glare from Twilight prompted her further, “...aaaand I’ll get that door fixed for you...again...heh heh.”

Twilight finally got herself out of bed and then walked downstairs to begin cleaning the mess Dash had made. She was still surprisingly tired considering that she had slept in, and Dash must have taken her exhausted

features as annoyance. “Hey, is there anything I can do to make up for this? Besides cleaning the door up of course. I feel bad that this kind of thing keeps happening.”

Twilight automatically started to dismiss her out of hoof, since the last thing she wanted was someone even more accident prone than spike hanging around her study area. Before she could get a word out however, she remembered something that she *did* need help for. “Actually Rainbow Dash, I’m working on a bit of a new trick myself. You see, I’ve been trying to teach myself how to teleport ponies besides myself between my studies on friendship, and since the Grand Galloping Gala ended I’ve had a lot of free time on my hooves. I think I’ve almost got it figured out, but I need another pony to test it on.

Dash’s smile immediately jumped from embarrassed to nervous. “Oh, uh, I’d love to help! But uhm, wouldn’t it just be easier to use spike? Ever since the mustache incident he’s always eager to be your test subject.” An indistinct noise from his bed upstairs conveyed Spike’s reaction to being thrown under the bus by Dash, but both ponies ignored it.

“I normally would, but the point is to teleport ponies, specifically pegasi and earth ponies. Dragons are naturally magic creatures, so they are much more receptive to unicorn magic, much like cockatrices and certain types of owls. Pegasi and earth ponies are more resilient against outside magic, or maybe a better term is ‘less inclined towards’, since they don’t have any inherent magical-“

“Ok ok Twilight, I’ll help you out. I just don’t always mix well with magic is all, even with the best intentions.” Dash walked over to a closet and nudged the door open, rooting around until she found a broom and dustbin.

“Great! I’ll start getting everything prepared! Oh this is so exciting, my first spell that I’ve made! Well, I guess it’s still technically a subsection of teleportation, but if this works imagine the doors that will be opened! Mass transport of goods, instant travel between cities for everypony, and Celestia will be so proud of me! And then to consider the implications of the ensuing mass magical radiance....”

Dash rolled her eyes and began cleaning up the mess, letting Twilight continue on. Knowing he wasn't getting back to sleep with all the noise, Spike climbed down and helped her, making the task go much faster. Dash still had time to think about what she was getting into though, and she didn't like it at all. Normally she really didn't have a problem with magic, it was just when she was being tested on that she started to draw the line. Just look at the last time Twilight had experimented on somepony: Rarity and the Wonderbolts had almost died. Still, her being a little uneasy was no reason to turn down a friend's request for help, especially after she rudely awakened Twilight this morning. By the time Rainbow Dash had reconciled herself to playing guinea pig for the day, Twilight was already flipping through books two at a time getting everything prepared, talking all the while about her egghead nonsense.

"Ok, we'll start off small of course, just from this side of the room to the other. Spike, could you get me some yellow chalk from the other room? Rainbow Dash, could you please stand right over there? No, I said stand, not fly. Ok I'm almost ready! Spike, where is that- oh, thanks. Ok, I just need to trace out the fluxation pattern on the floor and account for Rainbow Dash's mass. Aaaaaand that should do it. No Dash, go back to that spot. Ok, ready? Wait, Spike, I need you to get Owlalicious out of here, rogue magical factors aren't accounted for in this equation. Ok, now- Dash, stop hovering! You look nervous, this is a simple spell. It's just never been tried before is all. Well, not succesfully anyway-"

"Woah, wait, what do you mean-"

"But I've accounted for everything, so we shouldn't have any problems. Even if we do get teleported somewhere random like off the ground, you can fly us both to safety."

"Twi, look, I don't know-"

"And I've been working on this for so long and I'm so excited that I finally get to try it! Oh think of how much easier everypony's life will be once this spell is tested! This could be the biggest contribution to pony society since apple farms!"

Twilight gave a dreamy sigh as her daydreams unfolded before her, and Dash sighed in defeat. If it meant that much to her friend, Dash could

certainly buck up for one simple spell. Yea, she thought as she picked her head up and regained her composure, *what kind of loyal friend would I be if I can't even help Twilight with one favor?*

After just a few moments Twilight snapped out of her wishful thinking and bounded next to Rainbow Dash. Side by side, they focused their gazes on the circle scrawled on the floor at the other end of the room, both licking their lips in anticipation. Slowly, Twilight's horn began to glow, dimly at first and then brightly as she concentrated. Dash could see her strain her neck as she mentally willed them forward, and as her horn flared like a beacon the world began to slip away.

Dash had seen Twilight teleport plenty of times, and it always seemed very sudden. This, on the other hoof, seemed to be taking a long time. Twilight's horn shined so brightly that most of Dash's vision was obscured, but she could see the floor below her stretching and compacting beneath her. Fighting the urge to leap into the air, she concentrated on Twilight's face until she began to feel herself move forward ever so slightly. It was slightly nauseating, but also interesting. Twilight began straining even harder, and Dash began to feel something pull her backwards. No, not backwards, more like...sideways? Inways? Not in a direction exactly, but she was also moving forward, and another glance at the ground confirmed that the distance between their starting place and target area was significantly smaller. In fact, it looked like she could just step from one to the other, but before her eyes they closed further until they overlapped and became simply the target space. They were at their destination, but Twilight still grimaced in deep concentration and her horn flared repeatedly with magical energy. The sense of moving forward ceased, but the other tug remained, increasing in tension until with a snap, Twilight opened her eyes and let her horn fade.

"Di...did we...?" Twilight muttered, barely coherent from the ordeal. She could feel her legs quivering underneath her, and let herself collapse onto the ground as she let out a cough.

"Uh, I'd love to tell you, but I can't see anything."

Twilight opened her eyes again, and to her surprise couldn't tell the difference between opened and closed. There was no light at all, not even enough to see her hoof half an inch from her face.

“Ow!” yelled Dash as she tried to put that to the test, followed by a stumble and rustle of pages as Dash fell over a pile of books. *Books!* That meant they were in the library! The spell might have worked after all! Twilight concentrated enough to make her horn emit a dim glow, the limit of her abilities following the taxing teleportation spell. As her horn illuminated their surroundings, she and Dash both drew in horrified gasps.

They were still in the library, and had even appeared at their teleportation target. But instead of the shelves of books lining every wall and the leafy boughs of the tree poking through in places, they stood in the center of a charred trunk with no ceiling. Fire scarred pages littered the ground, with larger piles of soot and paper marking where piles of books had been burnt. Twilight let out another cough as the kicked up ash entered her lungs, and she could hear Dash hacking away behind her. She turned around in horror again and again, until Dash finally composed herself to ask, “Twilight, where the hay *are* we?”

“I...I think we’re in...the library” Twilight replied absently, still trying to catch up herself.

“We can’t be! We were just there and it was fine! Teleportation is instant right? Maybe this is a different library. It’s all dark outside and everything, so we must be somewhere else!” Twilight could hear the edge of panic in Dash’s voice increasing with every sentence. Oh, why had she dragged her friend into this? For that matter, how did this happen? She was sure she checked and rechecked everything, though there were always unpredictable factors when dealing with untried magic. Twilight dimly became aware of her friend speaking again, and snapped out of her own thoughts to listen. “...to the others? The ponies that have tried this spell before? You said it was never completed *successfully*, right?”

“Oh, uh, I... I don’t really know.”

“What, you mean you didn’t research it? They weren’t found in trees a mile away or anything?”

“No, I mean that nopony knows. They, uh, were never found at all.”

Twilight looked guiltily at Rainbow Dash, who had only a look of shocked betrayal on her face. Twilight hadn’t exactly tricked Rainbow

Dash, but under her hurt look she felt like she had. But Rainbow Dash would have never agreed to come along if she knew the whole story, and there shouldn't have been any danger anyway. She didn't even know that there was any danger yet, only that they were in a library that had been burned down a long time ago, that it looked very similar to her own home, and that there was no light. Not even the moon or stars, just an empty black void from a few feet away into infinity.

As Dash's eyes narrowed and she drew in breath to reply, a hissing noise sprang up from behind the burnt husk of a wall, softly at first, then louder as a familiar pink shape came tiptoeing from around the corner. With exaggerated sneaking on her two hind legs, Pinkie Pie crept up to the two ponies, glancing left and right as she did so. "Sssssssshhhhh!" she finished at last, glaring at both Twilight and Dash. "You aren't supposed to be talking. I told you to go away. Mr. Slide even kicked you out, so what are you doing back here?"

Twilight and Dash looked at each other dumbfounded, then to Pinkie, then back to each other. "Err, Pinkie?" Dash ventured, "Do you think you could explain some things to us? I've got a list of questions here, like where the hay we are and what the *hay* you are doing here and *what the hay is going on!?*"

Dash's yells faded into the blackness surrounding the three ponies, eagerly eaten up by the heavy shadows. Twilight frowned at this and redoubled her horn's glow, noticing that she had let her concentration slip in the confusion. Their circle of light expanded about a foot, but Twilight's fatigue kept her from getting much more illumination out of it.

Pinkie Pie stood frozen for a few moments, her face an unreadable frown. Dash's stomach dropped as she began to recognize the slight eye twitch and particular frown that Pinkie wore when Dash had tried to fetch her for her surprise party a few weeks ago. Pinkie had crazy written all over her, the particular Pinkie kind of crazy that made rocks talk and friends into enemies. Her hair was straightened and her eyes didn't look in quite the same direction. Most alarmingly, she looked as if she hadn't bathed or groomed her fur in weeks and her snout was covered in soot, but Dash had seen Pinkie looking fine just the day before.

Pinkie slowly began looking around, stepping carefully over the clumps of charred wood. After a moment, she stopped and looked at an empty patch of wall, replying, "Okie dokie, but no more questions after that. But not here, I'm just here for the pages. Help me gather them up and come with me. And no more talking, ghosties shouldn't talk."

Chapter 2

The Night that Never Ended

The doors to the throne room flew open before Nightmare Moon. The palace guards were arrayed before her by the dozens, honed wings outstretched. "I will give you one chance," boomed Nightmare Moon, "to surrender yourselves before my mercy. Celestia is gone, which makes me the rightful queen of Equestria!"

The expressions of the guards never softened, and as one they charged forward, loyal to their beloved ruler. Nightmare Moon laughed as her mane flicked outward again and again, their bodies crumpling to the floor.

As she strode past their corpses, she looked around the empty hall. Plans for her new order began forming in her mind as she finally sat upon her throne.

"But Pinkie Pie, we aren't dead!" Dash said for the hundredth time, hovering beside the grim faced Pinkie. She cantered in a beeline into the darkness, Twilight hurrying behind to keep her in sight. Pinkie only ever stared directly ahead with a mouth full of singed papers, ignoring Rainbow Dash and Twilight alike. Twilight had long given up trying to get her to say more, reserving what little energy she had left for staying upright and keeping her horn glowing. They had spent over an hour in the burnt library watching pinkie root through ashes to find scraps of sooty paper, and had only just left without her having said another word. Twilight wondered how she could see where she was going, but even she had noticed by now the telltale signs of madness in her friend.

So far, they had travelled in a straight line from the burnt tree, but nothing else had passed through Twilight's small field of light. There could

be towering building or sheer drops just a few feet away from them and she'd never know it, a thought that made Twilight shiver. On top of that, several minutes of walking had begun to unnerve her. The void pushed in relentlessly, and Twilight had to keep her focus on her horn to keep her light radius from shrinking. The longer her horn glowed, the heavier the darkness seemed to become, and though it had begun by smothering vision outside the immediate light radius quickly, it had solidified into a solid wall of seemingly tangible blackness. Horrible visions of ravenous shadows crashing down on them all filled Twilight's mind and she redoubled her focus on keeping the light going once more.

Coupled with her fatigue from the teleport spell, she was struggling to just keep moving forward. She was slowly losing ground, literally, and she was contemplating warning Dash when finally, her horn began to illuminate a nearby wall. They walked along side it for a moment and around the corner there was revealed a door that Pinkie continued through, and then the inside of a very familiar bakery.

"Oh no Dash, this is Sugarcube Corner. We're definitely still in Ponyville." Twilight tried to piece together this new realization with her surroundings as she took in the sight before her. The floor was covered in small stones and splintered wood, bigger piles of which had been swept into the corners. By contrast, the counter and sections of walls looked to be newly constructed, unsanded plywood contradicting the older, gritty boards. The building looked as though it had been demolished and rebuilt with scraps and fresh materials alike more than once. As the door swung closed behind them, Twilight noticed that her horn's light immediately expanded to fill the room, and she turned down the level to conserve her energy. The darkness here seemed much less intimidating now that it wasn't pouring in from all sides, strangely enough.

"Wait, what? That's just not possible, not unless you teleported us to the future or something crazy." Dash stopped hovering beside Pinkie and dropped back to walk with Twilight so that they could talk under their breath. Although she never answered back, Pinkie always tensed visibly whenever she heard either of them start speaking. The silent darkness made talking at anything above a whisper seem dangerous too, even though they hadn't seen any reason to think that danger lurked outside. Future or not, this was still Ponyville, and although Twilight's house was gone and something was obviously terribly wrong, the knowledge that they

were home was still at least a little relieving. Being out of the strange darkness from outside didn't hurt, either. "You couldn't have actually teleported us to the future, right?"

"I really don't know, Rainbow Dash. I thought I accounted for *everything*, it should have been perfect! At most we should have ended up just a little bit off-center, but that's just a change in details. And there was this strange tug while I was casting, and I've never felt that before while teleporting."

"A kind of inside-out pull? Yea, I felt that too. Can you get us back to where we came from?"

"I think so, but first I need to find out what happened to us. If I don't know where we are, I can't calibrate the spell correctly." At this point, they had arrived to the door to Pinkie's room above the bakery. Pinkie stopped at the door and turned the knob very slowly before going in, hugging the wall as soon as she stepped through the doorway. Inside, the room was completely dark as well, and Twilight's horn didn't shine enough light to find what Pinkie Pie was avoiding.

"Don't move ghosties, or else Mr. Slide will giggle at you again. Mean old ghosties that haunt Pinkie don't like giggles, mean old ghosties scream and then Pinkie has to clean up the ghostie's little bitsy-wittsies and put Mr. Slide back together again."

Dash and Twilight looked at each other worriedly, but neither was prepared to ignore a warning like that by moving. After a few seconds, there was a snap, crackle, and *pop* as a light flared to life within the room. Pinkie's hoof appeared in the doorway, beckoning them inside. As they stepped in, she closed the door behind them and went to sit next to the fire she had started.

As Pinkie fed some of her scavenged papers into the flame, the light cast back the shadows enough that Twilight could get a better view of the room. The windows were boarded shut and all the furniture was piled against one wall, even the bed stood unused while a heap of blankets on the floor clearly marked Pinkie's sleeping space. In the middle of the room, taking up easily a half of the available space, was a towering column of rocks of every size that reached to the ceiling. In the glint of the firelight,

twilight could see a piano wire extend from the middle of the unsteady looking column to a nail next to the door, then across the doorframe. Anyone walking carelessly into the room would have a rockslide coming down on them, certainly not what one would expect *inside* a building and on the *second floor*. Something about the implausibility seemed perfectly suited to Pinkie Pie, even if in a twisted and violent way. "Did you meet Mr. Slide? He's been my friend for a long time, ever since my other friends left. He was just three stones at one point, but look how big he's gotten!" Twilight forced a smile and tried to distract herself from the presence she suddenly felt of a very displeased looking rockslide-waiting-to-happen. Twilight looked around some more, and saw that parts of the ceiling were hung with kitchen knives, and some pieces of wall were almost comically fake. Pinkie had apparently gone through a great deal of trouble to trap the single entrance to this room, though against what Twilight had no idea. Her observations, however, were interrupted as Pinkie began to speak again.

"Ok ghosties. Ghosties, ghosties, ghosties. One ghostie that saved my life and one ghostie that almost got me killed. You get one question each and we're even. Then you have to leave, or Mr. Slide will show you out." Not once did even a hint of a smile cross Pinkie's features, and she glared at the space between the two ponies while she waited for a question.

Dash and Twilight looked at each other. They had so many questions to ask, picking only two was difficult. Eventually, Twilight coughed politely and asked, "Pinkie, I know we are in Ponyville, but where is everypony? And why is it so dark out?"

Pinkie's frown turned into an angry scowl, but she didn't turn to look directly at Twilight. "That was two questions; I said you get *one each*! But wait, they share an answer, so I will answer both. Okie Dokie, It is so dark because there's no sun, silly. And there are no people because there is only night and the dark. Only night means no sun, no sun means no food, and no food means no ponies. "

"I've got a question!" spurted Dash, wings leaping outward. "Why do you keep calling us ghosties? We *aren't* ghosts! We're alive and lost and very confused so if you could please drop the crazy, that would be great" Frayed nerves had obviously begun to get the better of Rainbow

Dash, though she was doing her best to hide it. Pinkie's head never wavered from the spot she was staring at.

"You are ghosties because you died, silly. The same night that everything happened, the night when Nightmare Moon attacked."

"What? You mean she came back? I thought Celestia made goody-goody with Luna and they were living in the palace together now," interrupted Dash.

"She couldn't have come back, silly, she never left." Pinkie's eyes began to twitch more rapidly, which Dash recognized as a sign of irritation. "After the night we tried to stop her, she took control of the kingdom and has been ruling ever since. Celestia disappeared right before Nightmare Moon came, and Nightmare Moon didn't take over her duties after she took control."

Twilight contemplated this for a moment. It's true, Celestia had gone missing right before Luna was released from her exile, and nopony had ever bothered to ask where she had gone. Pinkie continued speaking, and Twilight struggled to keep up with her increasing speed.

"But instead of the night never ending, the night still starts and ends. Instead, there's just no day. Round and round the moon goes, except now it's the sun because we have no sun, and now it's the sun because the day is darker than then the night and in the darkness you can hide but in the darkness you can't run so you *have* to hide. At night it's bright so you can see again, and you open your windows to let the light in."

Twilight and Dash shared another glance as Pinkie devolved into murmurs and gibberish. After a few tense moments, Dash interrupted her quietly. "Pinkie Pie, whatever happened I am so sorry, but you need to tell us. How did we... die?"

Pinkie slowly stopped muttering and turned to look at Dash, the first time she had looked directly at either of them since meeting they had met. As she began talking, her voice carried slightly more bounce and her eyes focused more. Her returning lucidity showed in her words. "Something...something went wrong. With the sixth element. It disappeared before Twilight got it, and Nightmare Moon...Nightmare Moon killed Twilight! In front of all of us! One second we were glaring her down, poised

to defeat her, and the next Twilight's screams were fading beneath that purple smoke. So we ran and we ran and I cried the whole time and Dashie you said I had to stop crying because Nightmare Moon was gonna catch us!"

Twilight fought an instinctive desire to cover her ears with her hooves. She looked away from Pinkie and let her eyes rest on Mr. Slide. The flickering fire cast shadows over the cracks and crevices of the rocks, giving the appearance of rapidly changing faces. Always changing, but seemingly always angry. As his bulk loomed over Pinkie Pie, what little sanity she had gained began to slip away. Her words quickened and her eyes began twitching nonstop as she continued.

"At the bottom of the ruins Nightmare Moon was already there! And you yelled for the rest of us to run and just flew right at her! Dashie I didn't want to leave you! I told you that but you keep coming back and telling me that I left you but Applejack and Rarity pulled me away and I tried to go back and help but they pulled me and I heard you scream and I heard Nightmare Moon laugh but we were so deep in the forest already and we just kept running and running until I couldn't remember anything except running. All I could hear was her laugh and you screaming and I haven't laughed or smiled since then. Not once Dashie, no matter how hard I try."

Pinkie was breathing quickly, looking desperately to Dash. Twilight stood ignored to the side, and kept perfectly still to avoid unbalancing her friend again. Dash, on the other hand, reached out a hoof to Pinkie's shoulder. She jumped at the touch, but kept her eyes locked on Dash. "Pinkie, look. You can feel me, you can hear me, we aren't ghosts. Mr. Slide is just a pile of rocks and we don't know where our friends are, so will you please snap out of it?"

Pinkie's eyes widened at the mention of Mr. Slide, and she looked worriedly over her shoulder at the behemoth. When she turned back, her eyes had become crossed again, and a telltale twitch told Twilight that Dash's approach had been the wrong one. "Oh no no no, sillies! Mr. Slide is my friend; he has been since you left! He's helped me keep the ghosties out and has never left me alone, not like *you!*" Pinkie's blank face returned to her frown from earlier. "Mean old ghosties keep coming back though, and Mr. Slide says that I don't need you! He's right, too. You left me, you *both* left me, and now I have new friends!"

At this, Pinkie's head abruptly shot back to its original location between Twilight and Rainbow Dash, and she began mumbling to herself. Twilight's blood ran cold as she began to make out the words of Pinkie's chant: *giggle at the ghostly guffaw at the grossly crack up at the creepy*. And over her chant, Pinkie began to giggle, slowly at first then steadily louder until any pretense of her chant was gone. Twilight knew that this was the most unnerving sound she would hear in her entire life, for not the slightest trace of a smile crossed Pinkie's features while her giggle turned quickly into maniacal laughter, her eyes growing wider and more vacant with every guffaw. Twilight heard Dash scream something and then saw Pinkie jerk her back leg forward, which Twilight now saw was tied to a piano wire.

Oh no.

Something hit her flank just as the first stones began toppling, and Twilight thought she was pinned beneath a boulder for a terrible moment until she felt herself moving. She turned to see that she was being carried by Dash, who yelled something that was lost beneath the din of falling rocks all around them. Twilight turned back ahead just in time to see a boarded up window inches from her face. She tensed right as she made contact, heard a splintering roar, and then everything faded to black again.

Twilight drearily opened her eyes and rolled over in bed, trying to go back to sleep. Everything hurt, especially her head. As she tried to remember why, everything came flooding back to her from before she lost consciousness and she sat bolt upright. Where the hay was she now?

"Rainbow Dash? Are you there? Where are we? Dash!?" Twilight's voice was swallowed by the darkness, and she cast another illuminating spell through her horn. This time, instead of giving just a small circle of light, the entire room was bathed in a soft glow. This was not the heavy darkness of a day with no sun, this was simply a lack of light.

Twilight looked around to try and take in where she was. She was in a large bed, too large for any one pony, with fancy sheets that had been ravaged by neglect. The room around her was a mess of toppled furniture, but had the unmistakable marks of a bedroom with the only window boarded tightly shut. A small bed for a pet of some sort lay shredded against one wall, its stuffing stuck to the once purple wallpaper with a dark brown substance. As Twilight's tired mind began to catch up with her eyes, she made the connection. She was in Rarity's boutique! A surge of hoped flowed through her as she scrambled out of bed and to the door.

Just as she reached the door with a wince of pain, she heard fast hoofsteps coming from the other side. Flattening herself against the wall, she waited until the door flew open and revealed a frantic Rainbow Dash, who ran to the bed and then began calling out. "Twi? I thought I heard your voice! Are you here!? *TWI?!?*"

"It's ok Rainbow Dash, I'm right here. I didn't know who was coming so I just wanted to be cautious."

"Twilight! You're awake! Oh hay, I was so worried after that crash. How are you feeling? Is anything broken? I'm not much of a doctor but I tried to make you comfortable." Rainbow Dash trotted over to Twilight, giving her a fond nuzzle.

"I'm fine," Twilight answered, surprised by the concern in her friend's frantic voice. "I must have just hit my head a little hard going out of that window. What happened after that, and how did we get here? Where's Rarity?"

Dash backed off and shook her head, trying to get her thoughts back. "Oh, yea. After we broke out of the window, I was pretty dazed by the hit too. I kinda maybe crashed into the ground a little bit, bu-but I made sure I hit the ground below you! Anyway, Pinkie's entire house collapsed under that rockslide, it was a miracle that the building could support that much weight on the second floor *without* it moving every which way. When I hit the ground I must have blacked out too, 'cause when I opened my eyes I could see the stars and moon!" Dash stopped for a minute, and Twilight could see on her face just how much the natural light of nighttime had meant to the pegasus pony. After a moment Twilight coughed, bringing Dash back to the conversation. "Oh, uh, right. So then I started thinking that

if we wanted to get out of here, our best bet was to find the rest of our friends. Pinkie said that they all escaped after the two of us- er, after Nightmare Moon attacked, so I thought maybe they were still in Ponyville. Rarity's boutique was the closest one besides your library, so I brought you here to rest while you recovered."

Twilight was impressed with the thorough thinking of her friend. She may be brash at times, but Rainbow Dash worked well under pressure. "And what happened to Pinkie? And Rarity?" Twilight couldn't get her answers fast enough. There were so many questions that she didn't get to ask Pinkie Pie, assuming she was sane enough to still answer them. And crazy or not, Twilight didn't want to think about Pinkie being buried beneath her own trap.

Dash sighed and pawed at the ground dejectedly. "The boutique was long deserted by the time we got here, probably for months. I spent the entirety of that night searching for Pinkie Pie, but I couldn't find any trace of her in the wreckage. Either she got out her own way, or she was...well, I assume she got out. Even Pinkie didn't seem crazy enough to kill herself just to scare off some hallucinations. And she said that she had had to rebuild Mr. Slide before, so maybe this isn't the first time this has happened."

Twilight sighed and winced at the pain in her head. Even the noise of room level conversation was enough to make her headache throb, so she walked back over to the bed and lay down on it. "Thank you, Rainbow Dash. This was good thinking, and I really needed some time to rest." Dash smiled warmly, blushing slightly from the praise. Twilight didn't notice however as she began thinking of what to do next. "Ok, so Pinkie Pie can't help us any more, even if we could find her again she'd probably try to kill us or escape. And Rarity is gone and her house deserted, so where does that leave us?"

Dash raised her head excitedly, a grin forming on her face. "Yes! Planning! That's exactly what we need, a plan! I can scout the skies for signs of other ponies, and you can work on a spell to get us home, and-" a loud gurgle interrupted her as Dash's long empty stomach began to protest. "Oh, uh, I suppose some food might be good too, heh heh."

Twilight finally noticed that her stomach was its own knot of agony. She was hungrier than she could ever remember being, and she had gone long stretches of time with no food on her study binges. “Dash, how long was I unconscious for? I feel like I haven’t eaten in days.”

Rainbow Dash pawed the ground again. “Uh, let’s see, we got here during the day and got away from Pinkie that night, soooooo you’ve been out for two days since then.” A shocked look from Twilight prompted her to fill the silence with her defense. “Look, I’ve seen plenty of head-on collisions from crashes before, but I’m like I said I’m no doctor. You just looked like you were sleeping, so I figured letting you rest was the best thing to do, ok? I’ve been sleeping downstairs during the day and trying to get food at night, but all I’ve managed was some water from the town well. Pinkie was right, there’s no plant life left in the town, and when I tried flying to Sweet Apple Acres... Twilight, the entire orchard was burned! Even Applejack’s barn is just scorched earth.”

Twilight shook her head in disbelief. This was a nightmare, where could she even begin? Well first things first, they needed food. “Dash, I think I can get us home, but it’s going to take time. We’ll need to find food if we want to stay alive that long. And... I don’t think we should stay in Ponyville. Something bad happened here, and not just the lack of food and light. The town is deserted completely and we’ve seen two areas that were burned, including my house. If Nightmare Moon did this, then we should lay low and try to find shelter. Where else can we go that isn’t in Ponyville?”

“Hmm,” Dash rubbed her chin with her hoof, deep in concentration. “We could try Fluttershy’s cottage! It’s right on the edge of the Everfree Forest, and there are plenty of places to hide in there. Plus, we can look for Fluttershy while we’re laying low, maybe she can get help us out.”

“That’s brilliant Rainbow Dash! If we leave now, can we get there by daytime?”

Dash brightened up, “Not by hoof, it’s pretty late. But I *am* the fastest flyer in Equestria! Just hold tight Twilight, we can leave whenever you’re ready!”

Twilight spent the next few minutes sitting on Rarity’s bed thinking while Dash went into the other room. The boutique had been abandoned

for months, probably since Nightmare Moon attacked. It had been months since Nightmare Moon attacked her version of Ponyville as well, and she had arrived at this world during the same time of “day” as she had left, judging by Dash’s account. Her teleportation spell hadn’t moved them through time; she had only moved them forward spatially, but both her and Dash had felt a tug in another direction, or sense of direction, as well. If she hadn’t moved through time, then what was this world where everything was wrong?

Dash called from the other side of the boutique, and Twilight got out of bed again to go to her. As she trotted over, Dash pushed forward a bucket of water. Twilight took a few grateful gulps, knowing that they may be her last until they found a new source of water, and the two ponies trotted out the door side by side.

Unnoticed by both Ponies, a poofy-haired silhouette watched them from around a corner as they exited the boutique. It gave an experimental laugh and, with some effort, even managed a slight smile, then turned to pick up a nicely sized rock in her mouth. Pinkie watched her ghosties leave and then turned away to begin rebuilding her home again.

Far above, a pegasus pony flew over the ruins of the town below. Her eyes scanned the ground halfheartedly, knowing that all its residents had long since fled. A black bodysuit let her flip over aerodynamically as she watched the sky above her, admiring the beautiful stars. She turned back around at the sound of voices, and saw a rainbow streak flying low to the ground far beneath her. Her goggles let her keep them in clear view as she flew into the wind, but she could already tell where the rainbow was headed. As she alighted on a cloud, she lay down and looked again at the night sky. *I’ll report it to the captain first*, she thought. *Then it’s in her hands whether or not she tells the queen.*

Chapter 3

Kindness and Regret

Pinkie jumped excitedly in her home, though her face betrayed no emotion. Outside, somepony was yelling in the town center, but Pinkie paid them no heed. Adjusting the party hat on her new friend, she looked at the table before her. A ball of lint, a sack of flour, a bucket of turnips, an old book, and her new friend Rocky Slide sat attentively. "Oh thank you all so much for coming," she said, trying and failing to force a smile out, "I just felt so alone all of a sudden. I know we will all be the best of friends from now, and we won't ever, ever leave eachother! Now we can all be happy again, just the six of us, forever and ever." To her horror, she found that not even her delusions could make her smile. Maybe if she just believed they were real a little bit harder...

Twilight Sparkle and Rainbow Dash sat in the bush, each holding a space open with their hooves. Ahead of them, Fluttershy's cottage stood looking dark, but not abandoned. No light shown from the windows, but neither was there a sign of broken wood or glass. The grass around the cottage looked wet and sickly in the moonlight, and Twilight quickly realized that it had died long ago from lack of sunlight, and was now in varying stages of decomposition. However, a path had clearly been forged through the decaying grass, straight to the front door. The smell of rot hung heavy in the air, and the dead silence of the scene unnerved both ponies. It lay silent now, but the cottage seemed to be the center of recent activity.

"Ok, I'll fly in low and peek through the windows. If I don't see anything strange I'll motion you up". Dash looked suspiciously from side to side, and at a nod from Twilight jumped out of the bush. She hovered stealthily across the yard and flattened herself against the wall of the cottage. Slowly, she stuck her head up enough to see through the window.

The inside was much what the outside suggested. It was in complete darkness except for the moonlight coming from the window, but it was also neat and tidy. It was clear that someone was still living here, but Rainbow Dash couldn't get a view of Fluttershy's bed from her spot by the window. Pulling back, she motioned Twilight with her hoof, and the purple unicorn left the bush and snuck up close beside her.

"I can't see Fluttershy, but the cottage is definitely inhabited. Should we try knocking?" Dash was hovering impatiently. This sneaking stuff was starting to grate on the pegasus. She was used to solving her problems by rushing at them headlong, not by snooping around. Still, Twilight was right that drawing attention to themselves couldn't possibly end well, and so Dash put up with it for now.

"If she's there, it would be rude to burst in on her while she was sleeping. Of course we should knock first." Twilight cantered around to the front of the cottage while Dash put her hoof to her forehead. They were stuck in some sort of post-apocalyptic crazy-world, and Twilight was worried about manners. Great.

"Hello? Fluttershy?" Twilight called as she knocked tentatively on the door. "This is, uh, well it's hard to explain. Could you open the door please?" There was a moment of silence, and then a small click from within. Twilight gingerly tried the door, and found that it was now unlocked. Pushing it slowly aside, she let her horn illuminate...nothing. The room inside was empty, except for furnishings and an equally empty glass bottle at her feet. Stepping over it, Twilight surveyed the inside of the room as Dash followed behind. "It smells like the rotten grass in the yard, but it looks like somepony lives here. What's going on?"

"Sorry, what was that? There's this ringing and I couldn't hear what you said." Dash stuck a hoof in her ear and wriggled it around, looking annoyed. "I can't h--- -----ing. ----light?"

Twilight caught her balance as she began to fall over, Dash's voice fading behind a ringing that grew louder and louder. She began wavering again and noticed that blue patches were forming over her sight, like they did when she stood up too fast after laying down reading. But instead of going away after a few seconds, the blotches became more frequent. She was distantly aware that Rainbow Dash had just fallen over,

but even the sounds that made it through the ringing seen dampened by something. Twilight had felt like this once before, when she had locked herself in a closet with her inks by mistake. As Spike went to find the keys, she noticed that the smells from the inks were overpowering all her senses, confusing her mind and depriving her of the clean air she needed to think properly. Twilight let herself fall into her memory as she too hit the ground, consciousness rapidly fading without her even noticing.

Twilight awoke to the sight of light. Light! Her vision was blurry, but she could make out the shapes of moving ponies on the other side of it. As her head cleared she could see the light was a fire in a pit in the center of the room, and all around her were strange faces leering down at her. Masks, masks were hung on the walls. And those designs... Zecora's hut? How did she...?

As her memories came rushing back, Twilight couldn't help but groan. Would it be so unreasonable to fall asleep on her own terms *just once*? She noticed that the ponies on the other side of the room had stopped talking and were now looking at her. Before she could get a good look at them, they ran outside together.

Left to herself for the moment, Twilight blinked and sat up. She heard light snoring and turned to see Rainbow Dash on some mats beside her, but Twilight decided to let her sleep. Whoever those ponies were, and wherever Zecora was, if they had meant her and Dash harm then they could have done something already. Twilight ran through her memories of what had happened before she blacked out. The room was empty except for a bottle, albeit nearly the size of a jug, and it smelled like rotten grass. Both her and Dash had experienced symptoms akin to oxygen deprivation, and then blacked out.

Before she could draw any conclusions, the door outside opened again. In the light Twilight could see the faces of Fluttershy, Zecora, and Nurse Redheart, who each walked over to Twilight's side.

Fluttershy's expression was one of utmost worry as she looked down at the purple unicorn.

"Oh, nurse Redheart, is she ok? Can she hear me yet?"

"I can hear you fine, Fluttershy. I-" Twilight was interrupted as her friend leapt down at her, embracing her in a bear hug that she must have learned from bears themselves. As Twilight struggled for breath, Nurse Redheart pulled Fluttershy off amid her torrent of words.

"Oh Twilight! I felt so bad after I gassed you and Rainbow Dash, I thought you were Shadowbolts! Oh, how did you get here? Everyone thought you were both gone! Twilight I missed you both so much, and since that night everything has changed!"

Twilight's head was spinning from the flurry of words, but she shook her head and interrupted Fluttershy. "Fluttershy, please, I'll tell you everything I know if you tell me everything you can too. But we should wait for Rainbow Dash to wake up first, she can fill in a lot of the blanks that I wasn't there for."

"Oh, of course, and I have to introduce you both to my new friend Zecora!" Fluttershy nearly leapt for joy as Zecora stared at Twilight Sparkle suspiciously. Belatedly, Twilight realized that this Zecora had never met her, confirming some of her suspicions. A particularly loud snore from Dash turned the group's attention to the sleeping pegasus. Nurse Redheart rolled her eyes and gave the sleeping pony a light prod, jolting her awake instantly.

Dash leapt to her feet, punching the air with her hooves. "Who's there? I'll take you all on. Stay behind me Twilight, and- oh, Nurse Redheart? And Fluttershy? Zecora?" Fluttershy ran to Rainbow Dash and gave her an embrace as large as the one she gave Twilight, but Zecora eyed her with surprise.

"I know of Rainbow Dash, hero of fame, but how is it that you know my name?" Twilight was heartened to hear that some things simply never changed, no matter how bleak the world looked. Zecora was still Zecora, and she still spoke in rhyme.

“What? Zecora, we’ve met before. You cured us all of Poison Joke and, wait, right.” Rainbow Dash’s reply petered out as she remembered her situation. She looked pleadingly at Twilight, who stood up and cleared her throat.

“I think it’s best if everyone sits down somewhere comfortable. I’ll tell you how me and Rainbow Dash got here, but it will take some explaining. But first, we haven’t eaten in days, could we please get some food if you have any? You must have some to have stayed alive so long.” Nurse Redheart excused herself to prepare a meal for the two travelers, and the other four ponies sat down around the fire.

Twilight chewed and swallowed her stew, relishing the sustenance if not the taste. Fluttershy had explained that although plant life was mostly gone, the husks of trees and plants caused fungus and mushrooms to flourish in the forest. They didn’t need the sunlight to survive, and while not as tasty as hay most types were more than edible. Some of them also had very strange properties, and Zecora had explained that one particular fungus could be fixed with some ingredients and bottled, concocting a potent mixture that would put to sleep anyone in the room that the bottle was opened in given enough time. The smell of rotting grass had been caused by the deadened field around the cottage; the gas itself was scentless.

There was also something else in the stew, but Twilight couldn’t quite put her hoof on it. She had never tasted anything like it before, but some chunks had a slightly metallic taste to them. It wasn’t unpleasant, and Twilight paid it little mind as she swallowed another bite, pausing to finish talking to the two enraptured ponies across from her. “So then I told Dash that going in without knocking would of course be rude, and I knocked on the door myself. It opened and I walked in, then, well, I guess you know the rest of it from there.” She raised the spoon again with her magic and savored another bite. She had never known mediocre stew could taste so good!

For her part, Dash wasn't listening at all. Her bowl of stew lay on the ground with Dash standing over it, head buried in the bowl. Noisy chewing and slurping sounds could be heard from there as the bowl moved around the floor with the force of her eating. Dash was so happy to finally have food that even her wings stood up as she ate, savoring every drop.

"Strange this world of sun and moon, where trees still grow and flowers bloom," mused Zecora, her head propped on her hooves.

"But Twilight, none of those things ever happened. We've been living in darkness for *months*, and we saw you die! How can you be from this world and a different world at the same time?"

"I'm not exactly sure, Fluttershy," began Twilight. "I've been thinking, or trying to between being knocked out, and I think I might have teleported us into a parallel universe." Their blank stares told Twilight that none of them knew what she was talking about. "Well, the theory is a little complicated, so let me put it this way. Every time you make a decision, there's a world where you made another decision too. Two parallel worlds continue onwards except for one difference, and there's one for every decision every pony has ever made. In this world, I think I somehow failed to earn my Element of Harmony, while in my world we discovered the element of magic and defeated Nightmare Moon. As time passed in our world, time passed here too, and so we crossed over to the same day of your world as we left ours."

Dash had finally finished her stew and was waiting for another bowl. Her face was confused as she tried to catch up, mumbling to herself as she did the mental math. Zecora simply looked like she was waiting for more, and so it was Fluttershy who spoke up first. "But why did you get teleported here? And how?"

Twilight dropped her head in exasperation. "That's what I *can't* figure out! It was new magic and maybe I couldn't have accounted for everything, but I sure as hay tried. The only thing I can think of was this strange pull that Rainbow Dash and I felt during the spell, but I don't know what that was. If that's what got us here, getting back might take longer than I thought. But please, can you explain to us what has happened here? Pinkie gave us some information, but she clearly wasn't in her right mind."

Fluttershy stood up and walked to the window, where the moonlight poured in. In the steady light, Twilight could see the lines that had formed on her friend's face. *She may look similar* she told herself, *but this is not the same Fluttershy.* Fluttershy's face reminded Twilight of Princess Celestia. Usually cheery, almost always smiling, but underneath lay the will of a pony who had made hard choices. It wasn't always rainbows and butterflies, but compromise that moved Celestia's court along, Twilight knew. Moral virtues had to be weighed against duties to the people, and every heavy decision hung a little harder on her mentor's spirit. Impossible choices had been made over the years, and Twilight yearned to know what had happened to Fluttershy to give her a similar appearance. As the pegasus began to talk, Twilight's interest returned to the conversation.

"What Pinkie said was mostly true, if a little disjointed. We all saw the sixth element vanish, and then Nightmare Moon attacked you. I- I was the first one to run, and everybody else followed suit. I'm sorry Twilight, but there was nothing we could have done." A nod from Twilight prompted her to continue. "We reached the bottom of the ruins again, but Nightmare Moon was waiting for us..."

Fluttershy's lungs burned. Her wings were tired from flying and her legs were tired from running, but she threw herself out of the archway behind Applejack anyway, blindly following the pony in front of her. Applejack came to a halt suddenly, and Fluttershy barely managed to avoid crashing into her flank. She raised her head up to see over the orange pony's shoulder, and standing barely ten yards away was Nightmare Moon, her fiery blue mane blowing madly in the wind.

"You foals, did you really think you could simply run away from me? You can't even all fly!"

"Well, good thing only one of us has to!" yelled Rainbow Dash. Without looking back once, she simply said "run," and then launched herself in the air. Rainbow Dash and Midnight Moon both smiled at each other for a moment, and then Dash charged at her at full speed. Pinkie Pie yelled something and charged forward, but Rarity and Applejack grabbed her and pulled her toward the tree line. Nightmare Moon stood in one spot and lashed out with her purple flames while Rainbow Dash flew

madly around her, trying to get close enough to buck or ram her. Together, the two formed a cloud of purple smoke pierced over and over by rainbows, and Fluttershy could no longer tell what was happening. Fluttershy backed away until she was able to rip herself away from the sight of the battle and followed her friends into the forest. They were still running when they heard the scream, followed by Nightmare Moon's laughter.

There was no next day, for the sun was never seen again. Some hours later, however, the four friends gathered in Fluttershy's cottage, heatedly discussing what to do next when a frantic knock on the door brought silence over them. The door was opened hurriedly, and an exhausted Spike dropped onto the floor.

"Hey, ain't ya that little dragon a' Twilights?" said Applejack, helping him up.

"Yes! I've been looking everywhere for you guys! I haven't seen Twilight at all since she set out with you, and now there's something going on in the middle of town. What happened? Why is it still dark out?" Rarity gave the group a look and nodded, and settled down to explain to Spike what had happened. Fluttershy and Applejack went off to a corner to discuss further while Pinkie Pie sat in a chair and muttered to herself, looking at the wall.

"Fluttershy, I think we should go an' see what's happening in town. There ain't no telling what's in store for us all next, and we should be there to see it so that we know firsthoof." Applejack looked pityingly at Pinkie Pie, whose muttering had become angry. "At least some of us need to keep our heads if we're gonna make it through this."

"Oh, I agree, I think," began Fluttershy, "but not completely. I don't think leaving Rarity alone here alone to deal with Pinkie and Spike is a good idea. What if Nightmare Moon comes back? She'll search our houses eventually for sure."

"Darn it all, you're right sugarcube. I'll go into town alone and-"

"No, please, let me. I- I just need some space to clear my head, and there's so much noise in here. The walk into town will be good for me, and I can stay unnoticed better than you." Applejack looked at the yellow

pegasus skeptically. This courage hadn't been there before, but Applejack knew she was more needed here on watch than running back and forth between places. Fluttershy would be able to cover the distance faster with her wings anyway.

"Fluttershy, are you feeling alright? Ya made the right decision in running back there, there was nothing anypony could have done."

"I'm...fine. I just need some time to think is all. Please, let me do this at least."

"All right sugarcube, but ya better leave now. Spike said it was already happening."

Fluttershy nodded and grabbed a heavy cloak from her closet. Between the low moonlight and the hood, she should be unrecognizable in town. With that, she took flight and made a beeline for the lights of Ponyville.

"Wait, what happened to Spike? Oh Celestia, I haven't even thought about him in days! He must be so worried-"

"Oh, please, I'll get to that, but first I need to tell you about the Shadowbolts."

"The Shadowbolts?" piped up Rainbow Dash, "but they weren't real ponies, just an image that Nightmare Moon conjured up to test my loyalty. How could they terrorize Ponyville?"

"These were real, and it wasn't just the three that you saw."
This came from Fluttershy, who only continued to star at the moon, lost in memory. *"As I got into town, three pegasi came to Ponyville..."*

Her uniform perfectly conformed to her body as she touched down on the stage, purple overcoat on top of form-fitting black cloth. She grinned at the crowd before her as her team members lined up behind her, knowing her yellow goggles would unnerve the citizens. Like the ponies

behind her, her fur and mane were grey. The only distinguishing details between them were the ranks on their flanks, and the figure who stepped forward had the connected silver bars of Captain. All of Ponyville looked up in fear as the figure stepped up to the podium and began to speak.

“Citizens of Ponyville, we are the Shadowbolts, Her Royal Majesty’s will in the sky. We are here for two reasons, firstly to make an offer and secondly to make a request.”

“First, Her Royal Majesty has kindly extended an offer of employment for all interested parties, as positions have opened up in the ranks of the royal guard and in our own team of Shadowbolts.” She paused to let the crowd’s murmurs subside. “Tryouts for the Shadowbolts will be in Canterlot for all pegasi, and the royal guard has positions open for specially gifted unicorns.” Again, surprise washed over the crowd at the replacement of the winged guardians of Princess Celestia. “And now, for our second reason for coming today...”

“Ponyville, you have been honored by being the first to bask in the presence of Her Royal Majesty Midnight Moon! However, it has come to Her Majesty’s attention that your town is harboring fugitives, namely the four ponies known as Pinkie Pie, Rarity, Applejack, and Fluttershy. Surrender them to us, and you may continue to live in peace under the majestic night of Her Majesty. Refuse,” The equine’s grin grew wider, “and we will have no choice but to search for them ourselves.”

The crowd began murmuring amongst themselves as the figure turned and left the stage. Another Shadowbolt came to her side and saluted. “Send up the signal,” said the captain, “we’ll burn our priority targets to the ground. This was merely a formality; Her Majesty knows that the ponies here will never betray their friends, but there are plenty of other opportunistic ponies across the rest of Equestria. Let the memory of what happened here serve as a warning to all.”

Minutes later, the crowd was shouting at the long empty stage, their fury at the audacity of these invaders having built to critical mass. When the first filly cried out, all turned their eyes to the sky. Flying in front of the moon came dozens of figures, each holding a torch their mouth as they soared over the town. The first torch dropped into the boughs of the library, and the rain of fire began.

Twilight and Dash sat in stunned silence as Fluttershy finished, tears welling up in her eyes. “They didn’t burn all the buildings, just the ones that we needed to survive. The Library, the school, storehouses, granaries, even Sweet Apple Acres. Immediately afterwards and in the days following, people began to leave for the larger cities, where there would be more food. Nightmare Moon had her own supply, and was using it to control the populace. If a town became unruly, she cut off trade with it and let it wither and die, or else simply gave her Shadowbolts the order to raze it. Ponyville has been deserted for months, but most of the population escaped, and nobody ever gave up our hiding places to Nightmare Moon.” At this Fluttershy’s face beamed with pride for the loyalty of her friends, and silence fell over the room again.

“They escaped?!” Twilight’s voice cracked as she broke the spell of silence. “Where is everypony? Are Rarity and Applejack ok? And Spike?”

Fluttershy nodded and continued. “Oh, they’re fine, but we don’t know exactly where they are. I sent Nurse Redheart to a meeting place, but she hasn’t returned yet.”

“Wait, you don’t you know where they are?” Twilight questioned. “You aren’t part of their group?”

Fluttershy shook her head. “Zecora and I stay here to harvest food for the survivors, but that puts us close to the edge of the forest. If we were captured by the Shadowbolts, everypony would be in danger.”

Dash flicked her tail in annoyance and butted in. “Why doesn’t anypony try to just fight back against these Shadowbolt guys? If they weren’t the creations of Nightmare Moon that I saw, then that means they’re ponies just like us. How can a flying stunt team keep a nation oppressed?”

Fluttershy turned a stern eye to Dash, surprising Twilight. She had expected the yellow pegasus to cower beneath Dash’s harsh questioning, but this Fluttershy had apparently learned her own lessons of

being forceful in her time surviving. “You think we haven’t tried that? It’s not just the Shadowbolts! The royal guard is as strong as an army, and composed entirely unicorns now. If anypony refuses the Shadowbolts, a detachment of magic wielders comes to your home.” The sound of voices came floating through the window, and Fluttershy turned her gaze back. “Oh, it looks like Nurse Redheart has returned, and she brought our contact with the town.” She smiled warmly at Twilight, “It seems like there’s some good news for you today, after all.”

Rainbow Dash and Twilight looked at each other suspiciously. The sound of hooves approaching the door became clearer, and Nurse Redheart stepped inside followed by...
“Spike!”

Some distance away, a pair of Shadowbolts finished their reports in the captain’s office.

“You’re sure you weren’t seen?”

“We hung around the area to make sure, but no alarm was raised after we ran out. We waited outside beneath the window, but that silly yellow pegasus only ever looked up at the moon, never at the ground beneath her.” The insignias on their flanks marked them both as Airpony First Class, not a particularly high rank amongst the Shadowbolts.

First, there had been a report of a rainbow-maned pegasus pony. Now, after she had sent two more men to follow up on it, they were also reporting that she answered to Rainbow Dash, and that Twilight Sparkle was with her. On top of all that, they had found where Fluttershy was hiding. This certainly warranted her personal attention.

The captain rose and stretched her wings, then walked to the doorway. It opened into empty sky, the horizon a mass of stars. By daylight, it would have overlooked an ocean, but with only moonlight to see by the water was invisible. Only more stars, as far as the eye could see.

She stared thoughtfully before flexing her wings again, then spoke a final time. “Thank you for your report, now go back to patrols. I’m stepping out to attend to some personal business. Don’t mention anything you’ve said here to anyone else.” And with that, the captain let herself plummet off the edge, letting the air rush by her in freefall before catching herself and gliding towards Ponyville.

Chapter 4

Rainbows and Butterflies

Fluttershy grabbed the bucket in front of her with her teeth, pulling it forward before retching loudly into it. The mess in the half full bucket looked and smelled like mushrooms, all that she had eaten for weeks. Her eyes and nose ran as her stomach tightened again, pouring more of its contents forth. Some mushrooms weren't edible at all, and finding which ones were and were not was a painful process of trial and error for everypony.

As her stomach finally calmed, she raised her head. The walls of her cottage were lined with dozens of mushroom specimens that had begun growing recently in the forest. Her friends from Ponyville needed a varied number of nutrients, and Fluttershy prayed that enough types of these fungi were edible to fully replace their lost crops.

She reached up and took down another bottle, popping the bite-sized stem into her mouth. She refused to abandon her friends again, whether it was leaving them to fight Nightmare Mon alone or the slow death of starvation.

Rainbow Dash circled high in the air, scanning the forest lazily. The stars were fading, and more than half the sky was empty of any light at all. It looked like someone was slowly closing their eye, dropping a veil across the sky an inch at a time. She turned to make her way back to Zecora's hut, remembering the warning Fluttershy had given her. "Be back by the end of the night," she had said, "or you are sure to get lost. Fires that could normally be seen for miles can barely be seen a hundred yards away, so it's better to just get some rest inside. No pony else could search for us then, so it's safe to sleep."

Dash listened to the wind in her ears and felt it whip through her mane. She had volunteered for patrol after Spike had returned, knowing that him, Twilight, and Fluttershy were going to talk strategy and catch up. Twilight would formulate a plan, she knew, and they would be ok, but Dash felt so useless next to her. Sure, Rainbow Dash had saved Twilight's life once already, but only Twilight could try to figure out how to get them home. Twilight was the brains behind their survival, Dash was just along for the ride.

She grit her teeth and grimaced. On top of all that, she was *bored!* She had been patrolling for over an hour after hearing of the threat of the Shadowbolts, but hadn't seen another living soul in the skies. For all that they had been talked up, they seemed to be completely absent from this part of Equestria.

She began to lower herself below the tree line, knowing Zecora's hut was invisible from above. As she drew closer to the boughs of the trees, the smell of rot grew stronger and stronger. Fluttershy said she would stop noticing it after awhile, but the stench of rotted plant matter was so strong that Dash doubted that. And the sight! The ground was covered with black and splintered boughs that had fallen off the trees, and all the leaves themselves had long since fallen and decomposed. The ground was a pulpy mess of decay, and what trees still stood were soggy and rotted. The decomposed matter on the ground formed a kind of sludge, giving the entire Everfree Forest the appearance of a disgusting swamp. The only things to grow were mushrooms and other fungi, and in some places mushroom caps nearly as high as the trees themselves had sprung up. Dash maneuvered around a tree to reveal a grove of hundreds of ankle high mushrooms that emitted a pale blue light, nearly invisible in the moonlight. It was beautiful in its own way, Dash conceded: life springing up out of death, nature adapting to the harshest of conditions.

Not everything had adapted so well, of course. Besides the trees, the animals had all disappeared. No birds sang, no crickets chirped, only maggots and ants survived to feast on the rot. Except for the wind and the soft chewing of rotted wood in places, the night was silent.

She dove beneath a collapsed tree that creaked in the tailwind behind her. Dash pulled up and alighted on the ground, trying not to think of what she was stepping in. Just ahead of her, Zecora's hut lay as the only

light nearby, the illumination from the fire pit inside spilling out of the windows. Dash walked over and wiped her feet, pushing open the door and stepping inside.

The inside was just how Dash had left it, Nurse Redheart was simmering more stew by the fire while Spike sat and spoke to Twilight, Zecora, and Fluttershy. Dash could hear snippets of what Fluttershy had already told them, and assumed that Spike was telling his own version of the story. She sighed and walked over to join them, not even bothering to interrupt and report that the skies were still clear. Why wouldn't they be clear? Zecora's hut was too deep in the forest to stumble on by hoof, and it was invisible beneath the tangle of tree limbs from above. She sat down next to Twilight, who leaned over to talk to her.

"Isn't this great, Rainbow Dash? All our friends are ok! Tomorrow night, Spike can take us to the refugee camp where everyone is living, and we can finally see everyone!" Twilight's face was one of pure joy, and Dash chose her next words carefully to avoid bursting the young mare's bubble.

"Twilight, I need to talk to you. I can't shake this feeling that something just doesn't add up here. Why aren't Fluttershy and Zecora with the others? And Fluttershy seems so...jaded. I don't know, it just feels wrong." Dash stared at the ground, knowing that she was coming off as a little paranoid.

Twilight cocked her head, giving Dash a questioning look. "They said they needed to be out here to harvest the mushrooms for food, right? And it's been ten months since Nightmare Moon attacked, I'm impressed that Fluttershy has dealt with it so well." She turned back towards the dragon, who hadn't noticed their low conversation over the sound of his own voice. "And Spike seems to be doing well, too. He was really shaken after I disappeared, but apparently Rarity took him under her hoof and he's been staying with the refugees and helping where he can." She continued listening to the dragon tell his tale, and Dash sighed under her breath. *Something* was up here, but Dash's thoughts were interrupted by the sound of her stomach growling. As if on cue, Nurse Redheart brought over a tray filled with bowls of stew, which everyone gladly took part in. Spike's bowl was filled with some small rocks that Dash didn't recognize, and she took a big slurp of her own meal.

Ugh, she thought, *this gets worse and worse every time I eat it*. Most of the stew was textureless, fungus making for poor boiling material. Small chunks of other material were even chewy, adding to the disgust of the gruel. Dash could have killed for some hay and oats, but she dejectedly settled for the meal in front of her.

Spike finished his story and Twilight began asking him questions. As the two began to catch up more, Fluttershy stood and walked to the window once again. Dash watched her with interest, recognizing that she was deep in thought. *Whatever's going on here, I want some straight answers. And that pony knows something she isn't letting on*. Dash stood and walked over to Fluttershy's side. When the yellow pegasus didn't notice her immediately, Dash coughed politely.

"Oh! Oh, Rainbow Dash, sorry, I didn't notice you there. Uh, can I help you with something?" She smiled at her friend, her sheepish side coming out after being surprised.

"Yea, I think so Fluttershy." Dash looked over at Twilight and Spike talking together, reunited at last. Zecora was meditating on the other side of the hut, deep in her own world. "Can we step outside for a minute? I don't want to disturb the others."

Fluttershy nodded and the two walked outside. Far enough to be out of earshot from the others, she turned to Fluttershy angrily. "Ok, listen up! Something else is going on here and I'm tired of sneaking around trying to solve our problems. You're going to tell me what you and Zecora are up to, and you're going to tell me now!"

Fluttershy took a step backward, surprised. "R-Rainbow Dash! We've been helping and feeding you for a full day! I'm your friend, why would I hide something from you?" The yellow pegasus looked genuinely hurt, and for moment Rainbow Dash lost her anger. But then she finally put her hoof on what had been bothering her, and grinned evilly at Fluttershy.

"Fluttershy, I've been flying over this forest all night, and for every tree that has died three more mushrooms have popped up. So why do you need to be all the way out *here* to harvest them for food?"

The yellow pegasus looked taken aback and swallowed nervously. "Rainbow Dash, please, stop. There's...there is something else, but if I show you, will you promise not to tell Twilight?"

Rainbow Dash weighed her own curiosity against her ties of loyalty to Twilight, and shook her head. "No, I can't make that promise. If it's something that she should know, I will tell her. And if you don't tell me, I'll...I'll tell her about this conversation, and we'll make you tell us together!"

Fluttershy looked down to the ground, contemplating. Rainbow Dash could see her face laden with shame, but after a few moments she spoke up, her voice sterner than Dash had ever heard it. "No, Rainbow Dash. You, well the other you, saved my life, so I trust you to make your own judgment. But if you won't promise not to tell Twilight, I can't show you anything. Please, just accept our hospitality and leave with Spike tomorrow night."

Fluttershy looked at the sky and how low the stars were. The moon had long since passed out of sight, and one of the light-emitting mushrooms at their feet gave as much illumination as the remaining stars. "It's too late anyway; the forest will be pitch black soon. Let's both just get some rest, and we can talk about it more tomorrow night."

"But we're leaving tomorrow-"

"Please, Rainbow Dash." Dash caught herself and looked at her friend's face, quelling her infuriation for a moment. There was nothing hidden in them now, all of Fluttershy's pain and pleading was there on the surface. Something was tearing her friend apart, and Dash didn't have the heart to push the matter. Sighing, Rainbow Dash lowered her head. "Ok Fluttershy, and I'm sorry. I know you would never hurt us, I just...It was somepony not being completely honest with me that got me into this in the first place, and I think I have some stuff I still need to sort out."

High above and many miles away, a pony in a black and purple uniform flew through the air, carefully scanning the ground below. The bars on her flank marked her as captain, and the report from her soldiers gave her a clear idea of the hut's location. A faint static noise in the back of her head clued her in to what was about to happen, and sure enough a voice began booming between her ears.

CAPTAIN, THIS IS HER ROYAL MAJESTY'S ELITE-

"I know who it is! You can stop yelling!" The pegasus spoke out loud, even though she knew she didn't have to."

Captain, you are accused of withholding vital information from the Royal Guard, report back to Canterlot immediately to explain yourself.

"I don't report to you, you boisterous mare! You can take your fancy titles and-"

Captain, may I remind you that I speak with the authority of Her Majesty, and you are ordered, on her behalf, to report back immediately.

The captain grimaced and weighed her own curiosity against her sense of duty. With a huff of anger, she turned around and headed back towards Canterlot.

Dash rolled around on her mat, unable to sleep. She knew she was just getting in Fluttershy's way, and she trusted her friend, but she hated not knowing what was going on. She could make good on her threat to tell Twilight, but what good would that do? Poor Fluttershy would be so torn apart between her two friends, and something about betraying one friend for the other didn't sit well with Dash. No, she would wait until she had something to actually tell before she said anything.

She lay on her back and tried to clear her mind. She listened to the utter silence of the hut and darkness that lay over them all. The fire had

been extinguished and the windows covered, not that there was any light to let in anyway. The mockery of day was far darker than night and Dash wondered if she would be able to see the fire even if it had been burning. Closing her eyes tight, she tried to listen for the pop or sizzle of embers, more out of boredom than any actual interest.

Creak

It was soft, and not the sound of a fire. Dash certainly would have missed it if she hadn't been listening so intently, but as soon as she heard it her ears picked up even further. Hoofsteps, growing fainter, and a slight sucking sound. Someone had left the hut and was walking through the gunk outside!

Dash carefully rose to her feet and contemplated waking Twilight. *No, she thought, if it's nothing then I'll just look like even more of a foal. Useless and paranoid, Twilight sure will love having me around then.*

Dash hovered silently across the floor and felt for the door, which had been left slightly ajar. She closed it behind her, stepping outside. Complete darkness surrounded her, except for...was that a light? She gingerly walked forward a few feet, wincing as her hoofs began to pick up the rotted plant matter beneath her. Yes, just a few feet away had been one of those glowing mushrooms, right where she and Fluttershy had talked earlier! Dash knew they weren't particularly bright, but it should have been visible from farther away than that. Standing just beside the mushroom, she could just barely see another blue glow a bit farther away. And another, just beyond that! Travelling one mushroom at a time, Dash made her way through the woods.

More than a few times, Dash thought she had gotten lost or that the trail simply stopped cold, but after moving around a bit and changing her viewpoint, there was always another mushroom just barely in sight of the last one. Trotting over to yet another, at least the 50th so far, she heard the first sound she'd heard since the creak of the door. It sounded like a...a bird? No, that was crazy. But there it was again, a bird chirping. Intrigued, dash trotted through the gloom, following both the mushrooms and the sound of birdsong. As she got further, other sounds began to flicker in. There was a moo, and some faint clucking. The sounds became clearer and clearer until the mushrooms finally stopped, but Dash rose a few feet

into the air and followed the sound slowly, coming around a final tree to see a long, stable-like building filled with light. Through the heavy darkness it seemed dim, but Dash knew by this point that the building could be on fire and still seem barely lit. She flew up to a window and gazed inside.

Fluttershy was standing in the center of a long room, two large pails of mushrooms beside her. Dozens of animals flocked around her, and Dash saw her smiling like she hadn't seen since before Twilight had teleported them here. Surrounded by her animal friends, Fluttershy could go back to her old self, and it showed through brilliantly.

Dash sighed and dropped down from the window, sitting on the cold dirt beside the building. Her mistrust had led her to her friend's personal retreat, a private place where she could go and collect her thoughts. Rainbow Dash was reminded of her own home, a place nobody could get to unless they had wings. For the first time, she considered how hard the death of the Everfree Forest must have hit Fluttershy, who lived to take care of all the animals that roamed free in and around that place. *She must have saved as many as she could here, she thought, and fed them the same mushrooms that the ponies have been living off of.* Suspicion crept back into her mind. *But that's not a secret she would hide from Twilight, why-*

The sound of hoofsteps came over Rainbow Dash, and she launched herself into the air and landed on the roof of the building. Crouching low, she watched Fluttershy come around the corner and pass by her previous hiding spot, followed by a rabbit. "Just this way, little bunny. I found a nice big carrot for you, even after all this time. It was so big, I couldn't even carry it!" The rabbit hopped along excitedly, stopping occasionally to nuzzle Fluttershy's leg. The two walked off into the woods, with Dash flying silently behind.

She didn't have to fly far, as Fluttershy stopped by another group of blue mushrooms. Saying something to the critter, the rabbit hopped onto the stump and looked at Fluttershy expectantly. Dash crept in closer, careful to stay out of sight of both of them. Suddenly, a horrified expression crossed the bunnies face, and it shriveled in terror. With Fluttershy's back to her though, Rainbow Dash couldn't see what was going on. Fluttershy bent down and grabbed something in her mouth, which she brought up and used to deftly tie the rabbit.

Rope, thought Rainbow Dash. Why would she need to tie the rabbit with- oh Celestia!

Fluttershy bent down again and came back up with a knife. In the dim light of the nearby mushrooms, Dash could see it had been used before by the caked blood spattering the blade. Throwing herself out of the bush by reflex more than conscious thought, she charged headlong at Fluttershy, who turned just in time to yelp in surprise as the angry face of her friend crashed into hers. The two pegasi tumbled into the darkness and separated, both coming to their feet quickly.

“Rainbow Dash, what are you doing here? How did you-? Look, let me explain this.” Fluttershy backed up, afraid of her furiously advancing friend.

“What? I suppose it isn’t what it looks like? You weren’t about to murder that poor animal?” Dash’s nostrils flared as her wings rose, barely keeping herself from charging her friend again.

Fluttershy backpaddled madly as Dash advanced faster, looking at Dash with tear filled eyes. “No, I mean yes, I mean, I was going to kill him. But only because I have to.”

Dash tried to calm down, but it was difficult. She really, desperately wanted there to be an explanation for this, but righteous fury compelled her to attack Fluttershy now. “Ok, fine, you have one chance. Tell me what you were doing, and maybe we can talk this over.” She stopped her advance, but her wings still trembled with rage.

“Rainbow Dash, please, you need to understand. This isn’t your world of sun and bright skies, we have to make hard decisions here.”

“This isn’t an explanation, that’s an excuse. Get to the point!”

Fluttershy was openly crying now, and began talking between sobs. “After the- the first few weeks of night, all the food began to run out. Ponyville was cut off from trade, and its citizens weren’t allowed to travel anywhere else because they kept us safe. People began dying of starvation, and it wasn’t until we were desperate enough to try anything that

we found th-the mushrooms. B-but they weren't enough, ponies weren't meant to eat just mushrooms, and the nutrients that we normally got from crops like beans were still mi-missing from our diet." The dirt beneath Fluttershy was turning to mud underneath her tears, and she sat down uncaring for the mess. "Animals started dying, and one day I saw a dog...eating a dead rabbit."

Dash's stomach dropped as she halted. "Oh no. No no no Fluttershy you didn't! You killed them for *food?!* "

"I had no choice, Rainbow Dash!" Fluttershy screamed, shrinking into a ball on the ground "I had no choice! I didn't kill them at first; I only took the ones that had already died. But not all other animals can survive on mushrooms either. Ponies were dying, and it became obvious that waiting for animals that would surely die anyway to pass away naturally was costing unnecessary lives." Fluttershy's tears subsided, and her eyes hardened at her memories. "I killed them, Rainbow Dash. I killed the animals to save the ponies because I had to. But the worst part, Rainbow Dash? I don't regret it."

For a minute, the only sounds were the wind and Fluttershy's stifled sobs. Dash's blood ran cold, her ears filled with the beating of her own heart. She simply couldn't believe what she was hearing. Fluttershy *loved* animals, probably more than she loved most ponies. As if reading her thoughts, Fluttershy spoke up again.

"It's funny you should show up again, actually. You're the one who originally gave me the courage to do this. When you sacrificed yourself, I learned that sometimes you need to put the survival of others above yourself. If you could die to save four friends, then I knew I could kill to save a whole town."

Dash found her voice at last, and spoke softly to the dirt-spattered Fluttershy. "No, those aren't the same thing. What you're doing is wrong, Fluttershy! There are cows in there, and they can talk just like us! And you kill them too?!"

"You may look at me as a monster, even the ponies I'm saving probably do, but as long as I live, I *will* help the ponies of my town however I can." Her eyes continued to water, but her voice remained strong. "I know

you can't understand, but please try. I *know* you Rainbow Dash, I watched you die for me, and I know you'd make the same choice."

Rainbow Dash leapt forward, coming snout to snout with Fluttershy. "I would *never* do something like this. You're a monster, Fluttershy, more insane than Pinkie Pie. I won't let you harm one more animal, not as long as I live. "

"Then you'd kill everypony, Rainbow Dash?" Fluttershy stood and walked over to a pile of muck on the ground and drove her snout in. After a moment, she resurfaced with the knife that she had dropped when Rainbow Dash tackled her and walked over to the other pony. Dropping it in front of her, she looked into the blue pegasus' eyes. "Rainbow Dash, in your world this would never happen. Celestia would come and save us or a new type of plant would be found. But in my world, it's not always rainbows and butterflies. It is either them, or us." She raised her neck and kicked the knife towards the puzzled Rainbow Dash. "While I live, I will feed these ponies. I can't make you understand with words, so I have to offer you the same choice I made. If your sense of morals is stronger than your loyalty to your friends, then kill me now. "

Rainbow Dash froze, but only for a moment as desperation drove her to speak. "Fluttershy, no, I need to stop you and you know that. Please, don't throw your life away for this." Rainbow Dash just wanted a moment to think, to make sense of everything. But everything was moving too fast, and Fluttershy was relentless. "You aren't the Fluttershy I know, you're a mockery of everything she stood for. I *will* kill you if it means ending this madness."

"I've been killing my friends for months, if you want to kill me I won't stop you. But this isn't about me, Rainbow Dash, this is about Ponyville. I do this so nopony else has to, will you kill them all by stopping me?"

Dash stood horrified, feeling like she was in a nightmare. She bent down to pick up the knife, but she was trembling so hard that her teeth couldn't close around the handle. Finally picking it up, she faced Fluttershy, who was still holding her head up to expose her neck. She looked down her nose at Dash, but Rainbow Dash couldn't tell if she was glaring or pleading. Grimacing, she stepped forward.

Her flanks heaved with every breath, quickening as she drew closer. Her eyes focused on the exposed neck as horror and vengeance surged through her mind. She drew back her head and paused. *This is where Twilight comes rushing out of the woods, she thought. Or where Celestia comes down and stops me or a loud noise distracts us both. This is where a compromise is reached, and the problem is sidestepped.*

But nothing happened.

Dash sobbed and dropped the knife before collapsing herself beside it. All the shock, anger, and frustration from the last five days came rushing out of her, spilling onto the ground as her tears and into the darkness as her cries. Fluttershy walked over and sat down next to the sobbing pegasus. She nuzzled Dash softly, who recoiled for a moment but then gave in and dropped her head onto Fluttershy's shoulder. For a long time, the two sat together and cried, one loudly and the other softly.

As Dash's tears began to subside, Fluttershy stood and picked up the knife. Rainbow Dash didn't blink as she moved out of sight, nor did she flinch as she heard the final shriek of the terrified rabbit.

Chapter 5

Lift Up Your Burdens

Nopony could remember a time when it had rained so hard, but Fluttershy barely paid it any heed. She walked out of the stable with the squirrel behind her, shutting the door gently. Picking her way through the rotted vegetation of the Everfree Forest, she arrived at a wet stump. Leaning down to the squirrel, she said, "Alright Mr. Squirrel, I just know I saw some nuts up here. It's amazing that after so many months of no sun, some things can still survive." Indeed, she and most of Ponyville had survived in the months following Nightmare Moon's triumphant return, eating the mushrooms that sprang up on the husks of the rotted plants. They were the only thing that would grow with no sunlight.

The squirrel excitedly jumped up on the stump, slipping slightly. It had been so long since he had eaten any real food, and squirrels just weren't meant to eat mushrooms. Fluttershy cleared her throat and the squirrel looked at her quizzically, puzzlement in his eyes. He was met with The Stare, and shrank backward in shock. While he was frozen, Fluttershy ducked her head down and pulled up a sodden rope, using the temporary paralysis to restrain the squirrel. As she reached down again for the knife, his eyes filled with terror and he began struggling again.

It had been ten months since anyone had seen the sun, and ponies weren't one of the creatures fortunate enough to be able to live on mushrooms alone. As she brought the knife down, she tried not to think about the death of her friend. Mushrooms simply didn't have all of the nutrients that ponies got from their crops, and so drastic measures had to be taken. If she had to sacrifice a few of her animal friends to save the whole town, she would just have to be strong enough.

The captain walked through the vaulted halls of the palace, her hoofs clicking quickly on the tiled floor. Her tail swished back and forth in

agitation and her eyes narrowed at every royal unicorn guard she passed. Arrogant, worthless foals, the lot of them! She stormed past two more of them through a highly decorated door, hoping that they would try to stop her. *Just give me a reason*, she fumed, *and I will buck you both out a window so fast you'll never know you left the ground*. They could not have seen the captain's eyes behind her goggles, but her aggressive approach made both guards hesitate, then salute smartly as she passed. The door slammed behind her, jolting them further.

Inside, the captain glared at the back of a grand chair that was facing away from the door. After a moment, it swiveled around to reveal a light blue unicorn, face hidden beneath a purple hood and hooves dressed in ornate guards. Perfectly groomed white hair spilled forth from the hood, and her wicked smile dropped into a frown as she saw the intruder. "Captain. I believe it is customary to knock before entering another pony's office."

"Cram it, foal. Where do you get off ordering me back from a mission? I'm the damned captain of the *Shadowbolts*, and as such I report directly to Nightmare Moon."

The pony in the chair drew herself up and took a sharp intake of breath. "How *dare* you! I am The Great and Powerful Trixie, High Archon of Her Majesty's Royal Guard and Right Hand of the Queen! By power of my station, I can command a scouting party however I wish!"

The captain stalked up to the desk in front of the chair, leaning over it to snort directly in Trixie's face. "Titles be damned, we are of equal rank and you know it. You said the Queen ordered me *through* you, and if this is just another attempt to annoy me I will sure as hay bring it up with Her Royal Majesty."

Trixie's hood fell backward from the captain's breath, letting the rest of her mane fall out. Her eyes narrowed in anger and both ponies stared each other down for a moment. "The queen may not have been alerted to this yet, but don't do anything foalish. Unfortunately for you, good captain, I had good reason to recall you. A confident of mine has informed me that one of your airponies made an interesting report lately, one that you failed to bring to Her Majesty's attention. Something about a rainbow-maned unicorn leaving Ponyville? By the inquisitorial powers vested in me, I am more than authorized to bring you in for questioning."

A rat, thought the captain, *in my air force!* She made a note to cull the bloated ranks of any but the most loyal fliers, and tried to think on her feet. Moments later, she was launching herself into a bold-faced lie. "Of course I didn't bring it to Her Majesty's attention; it was only an unconfirmed report. If you *must* know, I was on my way to confirm it personally when you called me back so urgently. I'm sure you would agree that Her Majesty's time is far too valuable to waste on fanciful sightings by green fliers." She grinned in triumph as Trixie recoiled slightly before regaining her composure.

"I...I see. Very well then, it seems you may not have acted completely in error. Nevertheless, I insist that you bring any further information to my attention immediately." She let her voice fall, and her eyes bored through the captain's goggles. "If that really was Rainbow Dash and Twilight Sparkle, then I think we all have some questions that need answering."

Rainbow Dash didn't sleep that night, she simply stared at the darkness of the hut's ceiling. She knew Fluttershy was right, she couldn't let everypony starve, but it was so horrible. Her eyes were puffy from crying already, but another tear rolled down her cheek. "Hang on to that loyalty, Rainbow Dash," Fluttershy had said on the dark walk home. "You must embody that element of friendship, it's one of the only sureties left in this world. We've only got our own spirits to depend on here, and losing sight of yourself is the surest way to lose hope. "

"And where does that leave you? Some element of kindness you are." Rainbow Dash had been angry, at herself and Fluttershy and this terrible world that asked too much of everypony. She couldn't help lashing out in any way she could.

Fluttershy had shaken her head and said, "I reconciled my actions with myself a long time ago. I know that I might be a bad pony, but in bearing this responsibility I've shielded my friends from it. Only a handful of ponies know about what happens here, it's better that as few ponies lose their innocence as possible." She blinked back tears as they had arrived at the

hut. "We were once defined by that innocence, Rainbow Dash. I know I'm lost, but I want to protect it everywhere else as much as I can."

Dash turned over, trying to finally fall asleep. In a twisted way, what Fluttershy was doing was the kindest action the circumstances would allow. She hadn't made the right decision because there was no right decision, but either way she knew that she was forever scarred now. Her innocence wasn't as shattered as Fluttershy's, but she would forever bear the black mark of an impossible decision. She felt hollow inside, but as her eyes fell on the flank of the sleeping Twilight she felt a surge of renewed vigor. She had stuck by her friend's judgment, just as she had stuck by Twilight's side so far. She had sacrificed herself for Fluttershy in another world, and Dash was determined to live up to that legacy again. Twilight seemed so fragile bathed under the thin beam of moonlight, and Dash felt a strong sense of protection come over her. If her innocence was gone, so be it, but Dash would stick by her friend and do her best to spare her the same fate. She let this sense of purpose flow through her, lifting her spirits. If she clung to her loyalty, she knew, she would be able to make it through any situation.

Moonlight, Rainbow Dash belatedly noticed, *that means it's night already. We'll be leaving soon.* Dash gave up on sleep and stood, moving over to gently prod the unicorn awake. Twilight's eyes flickered and she rolled onto her feet, stretching and stifling a yawn. "Good morning Rainbow Dash. Or is it good evening? You're not usually one to be awake first."

Rainbow Dash did her best to hide her inner pain from Twilight, but trying to return to her normal and cheerful self was like trying to remember a faded dream. "Heh, yea well, I guess I just couldn't sleep. I was...just too excited. We get to see the rest of our friends tonight!" She smiled as big as she could, and the sleepy Twilight seemed to buy it.

"Yes," she began, smiling in return and looking around the hut, "and we'll want to leave as soon as possible. Spike said the journey wasn't terribly long, but we'll be more noticeable as a large group than he was as one dragon. We should leave ourselves plenty of time to move slowly and carefully."

Twilight walked over to the window and pulled down the board that had been propped over it, letting moonlight flood the room. The other ponies inside began stirring, though Spike only shifted and buried himself deeper

into the covers. "Wake up, sleepy-heads!" Twilight called, but Zecora and Fluttershy were already awake from the moonlight, talking quietly to each other. Twilight saw their eyes flicker to Rainbow Dash more than a few times, and after a moment Zecora trotted out the door. Fluttershy walked over to Twilight, giving her a big smile.

"Good evening, Twilight. You ponies can set out as soon as Spike wakes up, but I have a favor to ask." Zecora came back into the hut, carrying two laden saddlebags. "We have a particularly large delivery of food ready for the refugees, and were hoping you could bring it to them for us."

Twilight smiled and nodded at her friend, cheerfully replying "But of course, Fluttershy! We're more than happy to help however we can. Until we find a way back, I want to be as useful as possible." Twilight walked over to the saddlebags and bent down to take the strap in her teeth, but a blue wing shot out in front of her. Surprised, she looked up at Rainbow Dash, an unreadable expression on her face.

"Don't worry about that, Twilight, I'll carry it." Rainbow Dash smiled, but her wing stayed outstretched. Twilight gave her a confused look, but stood up anyway. "Ok, Rainbow Dash, if you insist. Come on Spike, we should be leaving soon." Turning away from the saddlebags, Twilight turned to wake up the groaning dragon. Dash lifted the saddlebags onto her back and groaned under their weight. Nonetheless, she turned and headed out the door to wait outside.

It wasn't for nearly half an hour that Spike was finally woken up enough to step outside. His time with Rarity hadn't been as regimented as the Spike from Twilight's world was used to, and it was harder for her to wake him up. Twilight frowned as he finally got out of bed, tapping her hoof impatiently. When they finally walked out of the hut, she turned to say goodbye to Fluttershy and Zecora.

"Fluttershy, thank you so much for taking us in. I'm not sure what would have happened if you hadn't brought us back here. And thank you for all the help you're giving us now by leading us to the refugees and the rest of our friends."

The yellow pegasus blushed and tried to hide behind her mane. "Oh, please Twilight, it was nothing. I'm sorry I gassed you both, I'm just glad I

could make up for it by giving you both some food. Tell Applejack and Rarity I said hi!" The two ponies nuzzled each other, and Twilight turned to the zebra next.

"Zecora, I know we haven't gotten to know each other as much as I know the other you, but I want you to know that I still consider you a great friend. Even if you aren't exactly like my Zecora, I can still feel that connection when talking to you here." Twilight smiled, and Zecora responded in kind.

"This world you hearts and hopes will test, I dearly wish you both the best." The zebra nodded to Rainbow Dash and ducked back inside the hut, followed by Fluttershy. Left in the cold and dark, Twilight and Dash turned back toward Spike, who puffed out his chest.

"Alright ponies," he said, putting his finger in the air, "rule number one of surviving the Everfree forest: follow my every move. Rule number two: watch your step, this place can get kinda icky. And rule number three, err, well, I don't have a rule number three yet, but I'll keep you posted!" He turned and began walking into the woods, followed closely by Twilight and Dash.

As they walked further, Twilight stepped in line with Spike and began talking. "So you've been living with Rarity this whole time? How did that happen?"

The purple dragon laughed a bit, and replied, "Well, after you first went missing it was Rarity that broke the news to me. I guess she kinda felt bad about it, 'cause she insisted that I come everywhere with her after that. When Ponyville was evacuated later that day, me and her helped direct everypony into the forest together. Since then I've been helping out wherever I can, but she usually has me doing jobs close to her."

Twilight's eyes widened, more than a little surprised. "She has you doing jobs? What exactly are our friends doing among the survivors, anyway?"

Spike's chest puffed out, filled with pride. "Well, after we got to safety, ponies kept looking up to us since we led them out of town. Rarity and I helped to get everyone settled and distribute food, and after a few weeks she became the de facto leader. And I help to deliver supplies all around the town for her, making sure everypony is well fed and kept safe."

Twilight's jaw dropped. "*Rarity?* Leading Ponyville? What happened to the mayor?"

Spike sighed as he walked. "Most of Ponyville made it out, but not everyone. She was still in the town hall when the Shadowbolts burned it down, I think."

"I...I see." Twilight fell into silence, not sure what to say anymore. She hadn't been terribly close with the mayor, but it was weird to think that she was dead. The blow was softened by the knowledge that *her* version of the mayor was still alive, but her heart went out to all the ponies in this world. "Spike, is Rarity a good mayor? Be honest with me, she wasn't well known for that sort of thing in my world."

Spike shrunk, his pride slightly wounded. "Heh, well, maybe she was a little rough around the edges at first, but with everything I learned from you we kept things running until she got the hang of it. Now she barely needs me at all, I just make deliveries and pick up mushrooms from Fluttershy. She always makes sure everypony has plenty to eat and somewhere to sleep, even if she has to take it from her own plate."

"Well, it's good to hear that her generosity hasn't diminished at all. How about Applejack?"

"Oh, right. Officially, Applejack doesn't do anything, but secretly," his eyes looked side to side conspiratorially as he leaned in and whispered, "she's our contact with the resistance!"

"Cool! So there's a resistance after all!" Twilight and Spike looked above them, where Rainbow Dash was hovering. She landed beside Twilight and adjusted her saddlebags, looking at their annoyed faces. "What? I'm not supposed to know about the resistance?"

Twilight sighed and looked at Dash's innocent face, deciding that she wasn't actually intending to eavesdrop. As Dash began to fidget with the saddlebags again, Twilight leaned over towards her. "Hey Dash, want me to take a turn carrying those? You're starting to look a bit tired."

Dash's head immediately shot forward. "It's fine, I'm fine. They're just a bit heavy is all. Don't worry about them." Twilight was a bit taken aback by Dash's forcefulness, but let the issue drop. Rainbow Dash had been acting strange around that food all day, but they were all acting a little strange under the circumstances. Still, as Twilight turned back to conversing with Spike, she couldn't help but feel a little inferior to her friend. All she could do was point them in the next direction, and now that they had Spike as a guide and were going to all their friends, she wasn't even good for that. Rainbow Dash had the athleticism and bravery to adapt to this world, not to mention saving Twilight's life and guarding over her after their run-in with Pinkie Pie. Twilight hadn't even adjusted to sleeping during the day and staying up at night yet.

As they travelled farther, Twilight began to hear the rush of water grow louder and louder. Spike began to look worried as they walked, and Twilight bent down to him. "It sounds like there's a river ahead, is there a way across nearby?"

Spike shook his head. "No, I just came through here last night. There's no river for- woah!"

Twilight grabbed Spike's fringes in her mouth as he nearly stepped off a rock into thrashing water below. Even in the moonlight, it was obvious that the water ran thick with dirt for as far as she could see in either direction. It was at least a dozen feet from bank to bank, but although the water looked shallow it was moving very fast.

"Oh no, I remember Fluttershy telling me about this once," began Spike. "She said that a lot of riverbanks are held together by tree roots, and as those trees died the roots became unsteady. Eventually, a lot of the rivers nearby started changing courses as parts of their banks gave out. It looks like this one just formed last night." Twilight looked over the water. That would explain why the grime was moving through it so fast, since all the loose dirt hadn't been washed away yet. It would also explain why there were no clear banks and it wasn't very deep, but a more immediate problem presented itself than identifying the source of the sudden river.

"Ok, so how are we going to cross it? Spike, you could ride on my back, but if I slip we'll both drown for sure." She turned around to Rainbow Dash, who was now visibly struggling under the weight of the food satchels. "Rainbow

Dash can't carry us both and the saddlebags, so we'll have to find a way to cross somewhere else.

"Well the town is more downstream than upstream, so we should look in that direction first. Or should we split up and have some of us go upstream and some of us search downstream?"

"Uhh, guys?" Rainbow Dash flexed her wings once she had their attention, "I can just fly up and look for a calmer area faster than either of you can walk. Leave it to me!"

Twilight giggled at herself before responding. "Oh, hehe, right. Just leave the saddlebags with me and fly around. Good thinking, Rainbow Dash."

Rainbow Dash stiffened suddenly, "Actually, I'll just keep the bags with me. They aren't really that heavy anyway." She spread her wings and prepared to take off, but felt a sudden clomp on her tail.

Sure that she wasn't going to fly away on the spot, Twilight spit Dash's tail out. "Rainbow Dash, you've refused to let me help with those all day, and now you won't even put them down for a moment. There's no reason you need to lug those around needlessly, so just leave them here." She stamped her hoof as emphasis, determined to make her friend see reason.

"Really Twilight, it's ok, let me worry about them." Twilight tried to grab the pegasus again, but Rainbow Dash was expecting it this time. She flicked her tail away as she took off and quickly launched herself into the night sky.

Twilight turned to Spike, determined to vent to someone. "What has gotten into her? She's obviously tired but won't let me help her. Does she really think I'm that useless?"

"Ehh," replied a disinterested Spike. "I didn't really know her before today, but she seems like a capable pony. I'm sure if she says she's got it covered, she's got it covered." Twilight frowned, disappointed she hadn't found an ally in the only other creature nearby. She sat down with an angry huff and began to wait for Dash's return.

The captain sat and pored over her desk. Her official office rested within the royal palace, and though motifs of purple and black covered nearly every inch of the hallways, she liked to keep her personal space colorful. Red banners with orange ornamentation were hung to the ceiling by bright yellow rope, each displaying the seal of the Shadowbolts. The walls themselves were mostly green, but the furniture was mostly blue. An indigo rug lay under her desk, while the only sign of the traditional palace purple were the violet Shadowbolt insignias on the banners and her door. Despite spending as little time here as possible, the captain liked to make it homey. When she simply *had* to fill out paperwork, she might as well be comfortable.

And this was one of those occasions. She looked down at the list of names below her, dozens of them scrawled across the page. All new additions to her team, all greedy ponies with an eye to opportunity. All possible moles for that bitch Trixie. She grabbed the quill from her desk and signed her signature, which simply read "Captain". Knowing the identities of her fliers was one of the privileges of rank, as all Shadowbolts wore the same uniforms. As captain, not even Trixie knew her real name, something that the captain liked to rub in whenever the occasion arose. Their suits were lightly enchanted to alter the appearance of anypony who wore them, turning their coat a dusty grey and their mane a deep blue. With the bodysuit and goggles hiding the rest of the body, every Shadowbolt looked identical except for the rank on their flank, directly over their cutie mark.

The captain left the signed termination order on her desk, knowing another pony would be in to collect it later. She left her office and walked through the palace, lost deep in thought. It was a good thing only one report had been leaked to Trixie, otherwise the forest hut would have been raided by now. Her Shadowbolts had gone back to inspect the hut, but only a zebra and Fluttershy were left there. While they could both be brought in for interrogation, Fluttershy was a wanted fugitive. The last thing she needed was for her only leads to disappear into one of Trixie's dungeons forever. On the other hand, the trail stopped cold with them anyway, so perhaps she had nothing to lose by bringing them in. Yes, perhaps she should simply tell Trixie where they were hiding, for surely The Great and Powerful-

NO! she thought, loud as she could. A persistent static noise that she hadn't noticed building up suddenly vanished in her mind, and she whipped around. Sure enough, there in the shadows a glow was fading, moving along with the tip of a horn as Trixie trotted out. "Come now, Captain. Surely you have nothing to hide from me. We're on the same side, aren't we?"

The captain scoffed at her and continued walking, forcing Trixie to hurry unseemly to catch up. "If your attempts to trick me weren't so pathetic, I'd take issue with this. Nine months of trying to backstab me, and you've never gotten a single secret out. Your tenacity should be commended," she drew out the pause, "if nothing else."

Trixie's eyes flared with rage as she trailed behind the captain, ornamented hoofguards tapping along the floor. "I'll remind you, captain, that my many, many titles include Chief Interrogator in Her Royal Majesty's Court, not a position one achieves without results. I could crack you in less than a day were you and I alone, foal."

"Tell yourself whatever you need to, Trixie, I'm not interested in your jabs today. I have to go about fixing the mess you caused yesterday by interrupting my patrol, so if you'll excuse me." The captain flared her grey wings and rose into the air, exiting through an open window high above them.

Trixie smiled to herself as she began returning to her own office. While it was true that she hadn't yet succeeded in breaking the captain's will, she knew other ways to get what she wanted. Like letting the captain lead her right to them. For her part, the captain couldn't hear the faint static noise left in the back of her head over the wind whipping past.

Rainbow Dash arrested her fall just before hitting the ground, stumbling forward before finally falling flat. How many animals had Fluttershy murdered to fill these packs? They weighed her down more and more with every mile travelled, but she had done her job.

She looked gratefully toward the river, where the water ran into a field of rocks. With no firm bed to support it, the water simply flowed harmlessly beneath the stones. Most of the larger ones weren't even wet, so crossing here would be no problem. She nodded to herself and tried to take off again, but every inch of altitude was hard fought. She struggled underneath the weight of the bags, but they were simply too heavy for her exhausted body to handle. She fell back to the ground and cried out in frustration, then turned to face upstream. *It's a good thing I didn't have to fly far*, she thought, *'cause it looks like I'm walking back*.

Several minutes later, Twilight heard the sucking sounds that were recognizable as hoofsteps in the woods and turned to see Rainbow Dash coming around a tree. The pegasus was gasping for breath and collapsed spread-legged on a patch of dirt. "Downriver... there's... some rocks... you can...cross at... about...two miles." She was breathing raggedly, but when she saw Twilight's angry glare she made another effort to stand.

Twilight walked over to the exhausted pegasus and loomed over her, her eyes flashing with fury. "Rainbow Dash, look at yourself. You've refused to put those bags down once all day, not even to scout around. You won't let anypony else so much as lay a hoof on them, and now you can't even stand. I'm taking a turn with them right now, and you have no say in the matter."

"No Twilight, wait-" but Twilight had already leaned down and undone the strap. Released, the packs collapsed by Dash's side, sending up small puffs of dust. In one motion, Twilight had them slung over her back and fastened. She hefted their weight experimentally, then extended a hoof down to help Rainbow Dash up.

Dash looked at her friend, easily bearing the weight of her burden. Finally beaten, she grasped Twilight's hoof gratefully, pulling herself to her feet. As Twilight smiled at her, Dash slumped her shoulders. Unsurprisingly, they didn't seem much lighter at all.

They passed over the river uneventfully, and a few hours later the terrain become more rocky. Hills loomed on either side of the group as they walked, but they also began to see signs of travel. Patches of dirt marked where rotted undergrowth had been cleared away, and their own

path shortly joined with another, much larger one that even had troughs dug by cart wheels. Despite this, nopony else was in sight as they travelled forward, the stars in the winking out one by one as day approached. There were still a few hours left in the night when the group arrived at a wall. Spike stood next to it and placed his hands on his hips, looking as proud as he ever had.

A few moments passed, with Twilight and Rainbow Dash waiting expectantly. Spike opened one eye, and coughed in annoyance. To her surprise, Twilight heard a gasp and the sound of something falling, followed by a cranking sound. Before she could ask what was happening, a piece of the stone behind Spike began to swing open, revealing a very embarrassed and elderly brown earth pony.

“Oh ah, hi there Spike! I was just catching a break and didn’t hear ya comin, sorry ‘bout the delay.” The brown pony bent down and picked up his pipe, smiling around it. “Why, if it ain’t Twilight Sparkle and Rainbow Dash! We all heard ya didn’t make it, it’s good ta see we were wrong ‘bout that.”

Spike walked into the cave, Twilight and Dash ducking in behind him. “Nah, it’s ok old man Billy Gruff. Keeping the gate safe is hard work, I don’t blame you for catching some sleep where you can.” The old pony sighed with relief and grabbed the crank next to him in his mouth. As he began turning, the way back out began to close as another wall of the small cave began to move. As the moonlight behind them was cut off, the bright light of torches flowed out of the new archway.

Twilight and Dash’s jaws dropped as they took in the sight before them. A Stone bridge stretched over an underground river before them, and on the other end a large sign read “Welcome to New Ponyville”. The chamber was enormous, the ceiling barely perceptible in the torchlight of the town. Buildings rose and sprawled for hundreds of feet in front of the two ponies, and dozens more ponies roamed the well lit streets.”

“Pretty neat,huh?” Spike had his eyes closed with another smug look on his face, a sure sign that he was about to go into another explanation. “I don’t know if Fluttershy told you, but it was as the town was evacuating that we met Zecora. When we told her what had happened, she led us all to this giant cave. Apparently, it used to belong to an entire

dragon family! The real entrance collapsed a long time ago, so you can only get in through side entrances like this one. Very defensible, in case the Shadowbolts ever find us.” Spike began walking across the bridge, nearly falling over the side before he opened his eyes again. “The roof has a bunch of small tunnels that connect to the surface, giving us plenty of air. The river here gives us clean, fresh water, and Rarity organizes all the other ponies into construction groups every day. It took forever, but we’ve finally got a decent town going again.”

Twilight and Dash walked into the town proper, eyes roaming in awe. The buildings were mostly made of stone, and in many places beds of the illuminating mushrooms had been planted. The main streets and the walls of the cave were ornamented with torches made of precious wood. “Spike, why is wood being wasted on these torches? You ponies can’t have a large supply of it left.”

“Oh, well like I said, Rarity wants everypony to be as happy and comfortable as possible. She directs any surplus supplies we have directly into luxuries for the common folk, which is one of the reasons they love her so much!”

Before Twilight had the chance to ask any more questions, the group heard a scream. Whipping their heads around, Twilight and Dash were simultaneously tackled by a white unicorn.

“Oh Twilight! Rainbow Dash! You really *are* alive! Oh, when I heard the news I was so skeptical. ‘Rarity’, I said to myself, ‘How long will you desperately cling to fancies of their return?’ But I never gave up hope, and now here you *are*, my dears!”

Chapter 6

Bright Futures

The Great and Powerful Trixie stood before Her Royal Majesty Nightmare Moon. Only last week had she triumphantly returned from her exile, but already Trixie had risen through the ranks of prospective students and now stood before her. Trixie smiled and gave her a formal bow, which she had designed herself of course, and rose to make her report. "My most gracious queen and mistress, I have just recently returned from Manehattan. The riot leaders have been dealt with, just as you ordered. Sadly, one of our members was mortally wounded."

Nightmare Moon looked down from her throne, towering over the lowly unicorn. "Funny, I seem to remember sending a certain other unicorn with you, one who had shown as much promise as you. I dearly hope she wasn't our casualty."

Trixie flourished again, avoiding the gaze of her master. "Sadly, my most regal mistress, it seems she let her guard down. An opportunistic citizen caught her while her back was turned. Though I tried my hardest to save her, she didn't make it." Trixie could barely hide her grin, but Nightmare Moon wasn't looking anyway.

She smiled knowingly, "Trixie, you have exceeded all of my expectations and proven yourself more than useful. Someone as great and powerful as you doesn't deserve mere riot control duties." Nightmare Moon's mane billowed out, encircling Trixie. "I hereby promote you to Royal Guard Captain, the first of my personal unicorn guardians and the right arm of my will. Wear your armor with pride. Let all know that those who serve me faithfully are duly rewarded."

The smoke cleared to reveal Trixie in all her glory. Her cloth wizard cap was replaced with a purple hood, and her flank guarded by an ornate black and purple saddle. She looked at her master and spoke her deepest thanks, but her eyes rested on the throne behind her leader, already knowing where her next ambition lay.

Twilight and Dash sat in wood chairs inside a wooden building. A heavy wooden desk sat in front of them, behind which there was an almost absurdly large wooden armchair. Sitting in the chair, chattering nonstop, was Rarity.

“And I must apologize again for these *dreadful* conditions, but I assure you that wood furnishing is the height of glamor these days. Oh, but how I’ve longed to see my boutique just once more, but now you say it’s been *ruined*? Oh, how dreadful, but please, some good news! Tell me again about Hoity Toity, but skip the parts where I was crying this time. Oh, I simply *cannot*-“

“Rarity, slow down, your making my head hurt.”

“Oh, I’m terribly sorry Rainbow Dash. The hustle and bustle of organizing the town gets to me sometimes, and I just can’t stop moving. Everything must be properly organized, you know, for maximum efficiency. Of course, that’s not to say you can’t add an extra bit of *flair* as you go, my dears. It keeps your spirits up and is well worth the extra effort, if you ask me-“

“Rarity, I’m sorry to interrupt, but we’ve only just-“

“Oh there I go *again*! I’m terribly sorry, you two. And only *just* after I finished explaining myself too, how rude of me. Please, you were saying?”

Twilight and Dash looked at eachother uncertainly, not sure if the white unicorn would start up again. When she simply sat there patiently, Twilight ventured a sentence. “Rarity, we’ve told you how we got here, do you think we can stay here awhile while we figure out how to get home? Some of the unicorns here might be able to help me with research as well.”

Rarity looked appalled, an exaggerated shock crossing over her face. “But of *course* my dear, stay as long as you like! I’ll find an open house for you immediately, one with a beautiful sight over the town center.” The unicorn paused for a moment, a sheepish grin crossing her face. “But ah, I hate to ask, you wouldn’t be willing to lend a hoof with a few things while you’re here, would you?”

Twilight nodded at Dash, who smiled back. She gave Rarity a big grin, more than happy to lend her friend a hoof. "Rarity, of course we'll help wherever we can. It's only fair that we earn our keep here."

"*Excellent!* Now, let's see, where will your special talents be most useful?" Rarity lifted several pages of paper with her magic, shuffling through them at lightning speed. As she read each page, she simply discarded it haphazardly, and Twilight couldn't help but wince at the sight.

After a few moments, Twilight had to interrupt her. "Oh, uh Rarity? Perhaps I could help you here, if that wouldn't be too bold. I know I've only just arrived, but it looks like you could maybe use someone to help with organization."

Rarity froze and peeked out from behind a floating stack of supply lists, surprised. After a moment though, her face brightened. "Oh of course! How absolutely genius, Twilight! Spike is an excellent aid, or course, but I could use someone in whom I can entrust a little more responsibility. I would be honored if you would work at my side." Twilight and Rarity both beamed at each other, and Dash couldn't help but feel a little uncomfortable. Here was Twilight again, fitting in perfectly as she led her way through this new world, and Dash was the odd pony out.

The thought didn't last long though as Rarity turned to Dash quizzically, not bothering with the papers anymore. "And Rainbow Dash, let me begin with a long overdue thank you for saving our lives. Not everypony may know of your deeds firsthand, but Applejack and I wouldn't be here without you, and then who knows where the survivors would have ended up."

"Oh, uh, thanks Rarity, but that wasn't really me. I'm not the same Rainbow Dash that you knew."

"Oh yes, I know dear, but you were until very recently before that, if I understand Twilight correctly. I know you would have made the same decision. But please, is there anything in particular you'd like to occupy yourself with here in New Ponyville? I at least owe you enough to let you choose where to lend your aid." Rarity sat with her hooves together, waiting patiently.

Dash thought for a moment, "Anything to keep me in the air really, I just want to be able to stretch my wings. I guess you don't really have to worry about weather patrol down here, huh?"

Rarity shook her head, but smiled. "No, but we do worry about Shadowbolt patrol, if you think you're up to it. Big Macintosh runs the guardsponies' schedules for the whole town down at the guardhouse, but he'll probably put you in touch with one of his pegasus lieutenants."

"Of course I'm up to it! I'm the best flyer in Equestria, remember? I could do simple patrol work in my sleep!" Dash was quite hopeful at the idea of simply flying around all day. Considering how quiet her voluntary patrols had been, she even had a small bit of hope that she might be able to sneak in some trick practice during some quiet part of the night.

Rarity squealed with joy and leapt clear over the desk, embracing both her long lost friends again. "Then now that that's settled, let me officially welcome you both to New Ponyville!"

Zecora hummed quietly to herself as she returned to her hut. Fluttershy had returned to her own cottage after the departure of her friends for some much needed rest, and Zecora herself was getting ready to turn in for the night. She quietly doused her fire and boarded the window, letting herself sink into her mats to sleep the day away.

A few hundred feet away, a pegasus watched the light of the hut go out. Hopping off her tree branch, she floated to the ground in front of her captain. The captain turned her gaze from their own fire to listen to her report.

"Sir, the hut has gone dark. I estimate forty minutes of remaining starlight before full day. Shall I set up our camp?"

The captain rose from her haunches and looked the mare right in the eye. At least, as much as the goggles would allow. "Lieutenant, do you remember the orders I gave you when we set out on this mission?"

Puzzled, the lieutenant frowned. "Actually sir, you never technically gave me orders."

"Exactly, Lieutenant. I did not order you to come here as your captain, because if I did, then you would be duty bound to break into that hut and arrest the occupant for collaboration with a known fugitive." The captain's face scowled harder with every word, "Fortunately, I asked you out here for a strictly recreational camping trip, during which we have unknowingly stumbled across a hut containing an innocent pony. Therefore, lieutenant, I do not believe it is appropriate to address me as 'sir', but rather by the purely coincidental honorific title that accompanies my rank in the unrelated organization known as the Shadowbolts."

The lieutenant smiled, ignoring the displeasure in the captain's voice. "Of course, captain. However, one cannot help but notice that when in a recreational situation where 'captain' and 'lieutenant' are not symbols of rank, one finds the chain of command slightly blurred. One might even demand some help of their companion with the tents."

The captain glared the lieutenant down, but couldn't contain a small guffaw. After a moment both ponies broke into a fit of laughter, the captain placing a wing around her friend. "Lieutenant, you've been my second in command for nearly a year now, I hardly consider you as being under my orders even when we *are* on duty. Come on, I'll help you set up the damn tents."

As the ponies worked, careful to keep quiet, the lieutenant grew curious. "Well captain, since I can't technically be questioning orders, what the hell are we doing out here anyway? You only told me to meet you here with enough supplies for a few days."

The captain pulled a rope taught with her mouth, hauling a tent frame into position. Once her mouth was no longer full, she began to reply. "Well lieutenant, here's the situation so far. Rainbow Dash and Twilight Sparkle were confirmed dead months ago, yet they were reported to have visited that hut yesterday and stayed until earlier tonight. The Great and

Nosy Trixie got a mole into our ranks and heard about it, but she doesn't know about this place. Now, if that foal had her way, she'd have already arrested them both, but here we are with the known location of a fugitive that has eluded capture for months because we simply waited and watched." The captain pulled the canvas over her tent, setting it up expertly. "So lieutenant, I think that if we follow these ponies' trail, we can maybe learn one or two things about our missing fugitives. After all, the four of them were close friends at one point. Well, six now, I suppose."

The lieutenant gave her tent an experimental prod, which caused it to immediately collapse. Sighing, she grabbed a pole in her mouth once more. Her tent being finished already, the captain trotted over to help her. Once the pole was set again, the lieutenant continued her investigation. "Well the ponies have already left, right? What are we doing here, waiting for Fluttershy to return?"

The captain grunted, pulling the canvas tight. "No, we know where Fluttershy is now, we can let Trixie take care of her later. Somepony else guided our targets into the woods, meaning the hut has visitors from somewhere else as well. We'll keep an eye out for them tomorrow and if nothing turns up, we'll go ask Fluttershy some more direct questions."

Twilight opened her eyes, her body clock telling her that, regardless of what time of day it was, she had had enough sleep. Twilight groaned but knew from experience that she would not be getting any more rest and rolled out of her bed.

While Rarity was trying to find them an open living space, Twilight was staying in the same building as Rarity. Rarity herself had a luxurious bedroom on the top floor behind her office, while Twilight had a mattress in an unused storage room. *Well, it at least has a window* she thought, watching the mediocre torchlight pour in. *And it's only temporary.*

She walked to the door and opened it, taking the small hallway outside directly towards the main office. She heard a door open behind her

and turned to see Spike stepping out into the hallway. Sleepy eyed, he waved at her.

“Spike, you’re up awfully early. Actually, come to think of it, I don’t even know what time it is down here. How do you keep track?”

Spike rubbed his eyes, and Twilight heard his stomach growl. “Hunger, mostly. Honestly, some part of the town is always awake, so time doesn’t really mean much. Nobody bothered to bring a clock when they fled the town, but we have a few watches that we use to keep track of important things. Right now it’s about 20 minutes before nightfall, I think” The dragon jumped, wakefulness coming into his face. “Speaking of which, I have to go! If I go get my daily delivery from Fluttershy now, I can be back with five or six hours of night left! Rarity needed my help with something special tonight, so I’m gonna get that done ASAP!”

With that, the little dragon rushed down the hall and out of sight. Twilight sighed and smiled at her young friend, then turned back toward the office. She also had some work to do, she knew, and it wasn’t going to be easy.

As she entered the office, she couldn’t help but cringe again at Rarity’s mess. *I can’t believe she preaches about organization and efficiency in this catastrophe area*, she thought. Truly, the place was a wreck, with papers and files overflowing from file cabinets and the floor area around Rarity’s desk being layered in documents. Sighing, she began the task of organizing the mess.

It wasn’t until several hours after that that Dash awoke, having not slept for 36 hours before that. Stretching her wings and yawning, she jumped out of her own bed and hurried to the door, eager to start the new night. She had been assigned a makeshift-shack used for new visitors who didn’t have a proper house yet, and so there was little more for her there than a roof and a bed. She opened the door to step outside, and found

herself in the hustle and bustle of the town. Seeing two pegasus ponies in guard uniforms flying overhead, she leapt into the air and followed them.

Near the entrance that she and Twilight had used, a vaulted stone building had been constructed. Large windows with no glass in them lined every wall, and pegasus ponies were constantly flying in and out of it. Landing on ground in front of the building, Dash entered through the open archway. Spotting a certain red stallion patrolling poring over a terrain map, Dash approached and saluted.

“Rainbow Dash reporting for duty SIR!” Dash ripped off, doing her best military voice. Big Mac and the pegasus next to him looked at each other for a moment, then let out bellowing laughter, leaning on each other for support. “What? What’s so funny, guys? It couldn’t have been that bad, could it?”

Recovering himself, the pegasus next to Big Mac wiped away a tear. “I’m sorry, it’s just that nobody has seriously done that in months. We just run patrols, miss, not an air force.” He thrust a hoof forward, “I’m Soaren, formerly of the Wonderbolts. Nice to meet you Rainbow Dash, and thanks for the laugh.”

Rainbow Dash’s heart leapt in her chest. She hadn’t recognized the Wonderbolt member without his uniform on, only meeting him for a few minutes at the Grand Galloping Gala. This version of Soaren looked different anyway, part of his face was scarred from what looked like a burn. Returning the hoof shake, she kept her excitement in check. After all, she was supposed to be the semi-famous hero in this world.

Soaren and Big Mac turned back to the map, which Dash could see was now covered in dotted lines. Soaren turned back after a moment and said, “Ok, we’ve got a solo patrol opening up in just under 10 minutes, that will take you till dinner. After that, you’ll fly with me and I’ll show you a more complicated route. Think you’re up to it?”

“Hell yea I am! No Shadowbolts are going to get through me.” She paused for a moment, suddenly unsure of herself, “Uh, sir.”

“Alright then airpony, study your route and prepare for take-off!” He saluted sharply, “Heh heh, dismissed, soldier!”

“Oh Twilight you absolute *darling!* This room has never looked better! You have done marvelous work my dear, truly marvelous.”

Twilight closed the last file drawer with her magic, turning her head as Rarity entered the office. There was still plenty of mess to be cleaned up, but the room was far more manageable than it had been a few hours ago. “Thanks, Rarity. I haven’t had to seriously do this kind of thing since Spike came around, but it feels good to do it myself again. I labeled each drawer so you know where everything is, but I think I’ll need another file cabinet or two for some of these things.”

“Well it looks splendid so far, absolutely beyond expectation. I thought it would be a week at least before I could find my way through here again, but you’ve given me hope, darling. Tell me, is there anything I can have someone get for you while you work? I’m on my way out again but I can send a pony up with any food or drink you’d like.”

Twilight smiled, turning to a new pile of papers. “That would be lovely Rarity, I could really use some lunch. Shuffling this much paper has taken more out of me than I thought. Honestly, I don’t even know how you have enough wood left to print it all!”

Rarity smiled and waved her hoof dismissively. “Oh, well, I wouldn’t really know. I’m sure the report from the lumberponies is buried in there somewhere, but who can be bothered to read such inane accounts of numbers when there are much more exciting events going on! The ponies like a charismatic leader and I can’t very well give them what they love if I’m stuck in here reading reports all day, after all.”

Twilight halted and turned to Rarity, catching her eye before she turned to leave. “You... don’t read the reports? Any of them? But then how do you know what condition any of the town’s projects or supplies are in?”

“Why, I simply go and see the important ones myself! If you’re that worried about them my dear, give them a read if you’d like. I’m sure you’ll have this place cleaned up with plenty of time to spare before dinner. Speaking of which, I’ll have that lunch sent right up to you. And now, I simply must be off, goodbye darling!” With that, Rarity flourished and left, leaving a very worried Twilight behind.

The captain munched slowly on her rations, leaning against a tree trunk. The bough she sat on shifted slightly under her weight, the old tree obviously close to collapsing. She stared through the maze of tree branches, listening to her companion break down the camp below them. Nearly half the night was over, and she hadn’t seen any sign of life near the hut except the zebra leaving a few times, each time returning with a wrapped parcel. The captain was about to call down for a shift change when she spotted some movement in the trees about a dozen feet from the hut, and caught sight of a small, purple dragon walking toward the building a moment later.

She gave a low whistle. A moment later, her friend alighted silently on the branch next to her. They looked on in silence as the dragon entered the building for a few minutes, then left wearing a heavy-looking backpack. Spike hummed quietly to himself as he trekked back towards home, never bothering to check the skies above him.

Dash soared just above the tree line, encircling the town from the outside. Her patrol route went all around the perimeter of the mountain above the town, and she was using the opportunity to get a look at the landscape. When she and Twilight had entered the underground settlement, they hadn’t actually descended at all before coming into a cavern with a ceiling several hundred feet off the ground. Dash could see now that the spot where they had entered from was only about twenty feet

away from the steep side of a small mountain, not uncommon for this part of the woods. For miles around them, the terrain rolled up and down in hills of varying sizes, making New Ponyville that much harder to spot.

She flew up near the top of the mountain and estimated the height of the chamber inside. *There's probably about forty feet of stone between the top of the hill and the roof of the cavern, she thought to herself, but some of these walls can't be more than five or six feet thick near the bottom. I suppose Rarity knows what's she doing more than me though, so if she thinks that it's stable then I suppose it's stable.*

She finished her loop around the perimeter and turned back toward the main entrance. She had a fifteen minute dinner break, and then she'd have to be back in the air. This time, with a Wonderbolt at her side!

Back in town, Twilight was pouring over lists of supplies, her dinner growing cold in her worry. She paced back and forth, using her magic to shuffle reports in front of her. *She's thrown two feasts for the town this month, bringing storehouses down to 15% of maximum capacity, she thought rapidly to herself. She's ordered the construction of six new buildings, none of which are designed to accommodate more than a few ponies, despite the fact that lumber stores could barely produce one. Oh, by Celestia! Inspection teams reported that the cavern ceiling is covered in stalactites, but here she ordered new tunnels dug? Does she have no regard for safety?*

Twilight's head shot towards the door as the guilty unicorn walked through, her face beaming radiantly. "Twilight, never in my wildest dreams could I have hoped for a more pristine office!"

"Rarity, we need to talk about—"

"You've truly outdone yourself, my dear. And I had thought that this would be your assignment for the week, but in a single night you have—"

"Thank you, but please—"

"—single-hoofedly ironed out every possible wrinkle in communication and co-ordination between myself and the ponies of the town."

“That’s *exactly* what I want to talk to you about, Rarity! Have you looked at these at all? You’re giving out food faster than anyone can gather it, you’re authorizing unsafe construction, you haven’t checked the cleanliness of the town’s only water source, you’re use of raw materials is-“

“Please, Twilight, I haven’t got all day. Skip to the important bits, I’m sure there’s something in there about how much the ponies of this town simply *adore* me.” Rarity batted her eyelashes innocently, but this only served to make Twilight angry.

“Rarity, this is *all* important! You came here as refugees with enough food to last you six months, but it was all gone within two! Within weeks you will run out of food at this rate, and mushroom harvest teams already have to spread out for miles around the town to find groves of edible funguses. Fluttershy makes her own deliveries every day now, up from once a month half a year ago.” Twilight stamped her hoof for emphasis after each point, but Rarity seemed more bored than concerned.

“Honestly, Twilight, I don’t see what you’re so worried about. The town is happy, everybody simply loves my leadership, and I’ve never had a problem feeding and clothing everypony in town.” Rarity walked over to her desk and lay back in her chair, sighing contentedly.

Twilight struggled to hold back her outrage. *It’s like I’m talking to a pile of hay*, she thought to herself, *immaculately groomed hay that’s too stupid to realize that it’s still just hay*. Instead, she said, “That’s just it, Rarity. You’ve been feeding your citizens like kings for months, and all the food you had saved up is gone. You’ll have empty storehouses within a week, and without strict rationing everypony will starve within a month.”

At this, Rarity’s face became shocked. Twilight sighed in relief, thinking she was finally getting through to her. Her naivety was shortly shattered. “Rationing?! Are you *mad*, darling? The ponies will never stand for it. I’ve lead so far with an attitude of generosity, always putting them before myself to make sure they had plenty. How can you expect them to love me if I take that away from them?”

Twilight stamped her hooves repeatedly, her frustration getting the better of her. “No no no no no NO! This isn’t about everypony loving

you, Rarity. You have a responsibility as their leader to manage things like this. I'm telling you, this town will die if you don't begin a food ration immediately."

"Absolutely not, my dear. As long as I'm mayor, my town will live happily and contentedly, with warm buildings and full bellies. After all, am I not the holder of the element of generosity? I'll go with only one meal a day, but I cannot ask the same of every other pony." Rarity seemed satisfied with this compromise with herself. "Now my dear, you've had a long day. You may of course have the rest of the night off, but I'll have a new job for you tomorrow. You've certainly shown you have an eye for logistics, so perhaps you can help me plan a new series of tunnels. We've had a small problem with petty theft recently and I was thinking that some more prison cells would be in order."

"That's *another* thing I needed to talk to you about, actually. The basic minimum safety-"

"Not now, Twilight. I've had a long day as well, and I'm expecting Spike back soon to help me plan a banquet for next week. I believe you wanted to use this time to research a way home, correct?" Twilight began to speak, but Rarity was already pushing her out of the office. "Goodnight, darling, I'll see you bright and early tomorrow night!"

The captain hovered silently around a tree, keeping the small dragon in her sights. She couldn't hear her, but she was aware of her lieutenant behind and a bit above her. Trailing the purple oaf had been simplistic, almost boringly so. He moved quickly despite his size, and the two Shadowbolts had taken care when crossing a river with minimal cover, but Spike never took any evasive movements or any steps to cover his tracks. The terrain was becoming hillier now, all the better to have a high vantage point without loss of objects to hide quickly behind.

Not far to their southwest, Rainbow Dash followed Soaren out of the cave. She heard Billy Gruff cranking away behind her, followed by the

crunching of stone-on-stone as the door sealed itself invisibly shut. Soaren stretched his wings and glided lazily into the air, With Rainbow Dash following close behind.

“So, how did you end up with the Ponyville survivors? I know you’re not from the area.” Rainbow Dash berated herself for talking first, worried that the celebrity would think of her as just another desperate fan.

Soaren sighed, remembering back. “Oh, yea. Well, when news of what happened to Ponyville reached the rest of the cities, a lot of riots broke out against Nightmare Moon. I was in Manehattan at the time visiting my teammate Spitfire when one started there. I knew the city wasn’t safe, and since the team was all but disbanded anyway I decided to fly down here and try to lend some aid. Poor girl watched her whole family die in those riots, but wouldn’t accept my help even after that.” While Soaren talked, he alternated between scanning the ground and skies. Rainbow Dash followed right behind, taking careful note of his every move.

Rainbow Dash was looking at his flying technique intently when she noticed something over his shoulder. A wicked idea formed in her head. “Soaren, hold up, want to have a little fun?”

The Wonderbolt came to a halt in midair. “Eh? This is kinda serious, Dash. But I supposed this patrol is usually pretty quiet. What did you have in mind?”

Rainbow Dash pointed to the unsuspecting Spike beneath them. “I don’t suppose you’re a fan of pranks, are you?” His grin gave her all the answer she needed. “Ok then, follow me.” She dove towards the ground, careful to keep out of Spike’s line of sight. A rush of air behind her confirmed that Soaren was following her lead, and she crept behind a large boulder. The path that the dragon was on would take him just inches from where they were hidden, and Dash could already see the look on his face when two pegasus ponies leapt out at the speed of sound from right in front of him.

The lieutenant stayed parallel with her target, moving along his left side. Through the trees, she could see the faint movement of the captain shadowing Spike from the right. She had been doing this for *hours*, and simply following the dragon had become boring. Subconsciously, she had long ago begun playing a game with herself to see how close she could get to the dragon without him noticing.

As the dragon slowed down, she moved in closer, edging around a large boulder which lay just inches away from him. As she congratulated herself on a new record, her flank bumped into something. She turned around in surprise to see two equally surprised ponies, one of which was very familiar.

Well then, she thought as she bucked out, *So much for subtlety*.

Chapter 7

Hatred

Rarity looked down at the report in front of her, Spike and Applejack standing nervously to the side. She read it twice, letting her mind linger on the numbers. Silently, she put the paper down and picked up a pencil with her magic, scrawling some notes on the side.

“84 days.” She said to spike. “84 days and 36 deaths. What is happening, Spike, we were supposed to be safe here.”

“I...I don’t know, Rarity. I’m not really an expert on ponies.”

“I know,” said Applejack, “and I know how to stop it.”

Rainbow Dash sniggered to herself as she peeked out behind the rock, watching the approaching dragon. She tensed herself, preparing to jump out, when over Spike’s shoulder she saw a shadow moving among the trees. Before she could turn to tell Soaren, something bumped into her flank hard.

Dash caught herself from stumbling and turned around to reprimand Soaren, but instead came face-to-face with a pair of yellow goggles. For a moment, both ponies stared at each other in surprise, but the Shadowbolt recovered quicker. Spinning around and lifting her hind legs into the air, the lieutenant bucked out, feeling a satisfying crack as her hooves made contact.

Dash’s world exploded into bright lights. As they began to clear, she wondered why her perspective was sideways before realizing that she was on the ground. Dazed and confused, she got to her feet unsteadily and shook her head, clearing her vision but sending a stab of pain through her jaw. As her hearing returned, she turned her head to see Soaren and the Shadowbolt wrestling on the ground.

The captain watched her lieutenant disappear around the rock, but kept maneuvering around the dragon. She knew they had to be getting close, but all thoughts of her target disappeared when she heard the crack. She whipped her head around in time to see her friend and another pegasus tumble into the undergrowth, kicking and biting at each other. She also saw Spike turn his head in surprise, dropping his backpack as he rushed over.

Fine, then, she thought to herself as she leapt into the air, *we do this the hard way.* She sped toward the wrestling ponies, zooming over Spike's head and knocking him to the ground. The tangled ponies rolled apart, and the captain barreled into the guard. The force of the impact lifted him clear off his hooves and into a tree, the dead trunk of which cracked. For a moment, the tree creaked ominously, and Soaren barely regained his composure enough to leap from the debris before it came tumbling down across the path.

The captain landed next her lieutenant, who was scraped and bruised but not badly injured. She turned to see Rainbow Dash and Soaren on the other side of the tree, both looking dazed by the sudden attack. "Lieutenant, we need to leave *now*, there's no telling how many others that crash alerted. Can you fly?"

"Yes, captain. I...I don't know if I can fight them. That's-"

"I know who they are, Lieutenant, we need to-"

"Oh no you don't!" Rainbow Dash appeared above the mess of tangled branches, plummeting straight down towards the Shadowbolts. They each juke to the side, but Rainbow Dash was ready and pulled up, following the captain. The captain took off into the air with Rainbow Dash in hot pursuit. *If I can draw her away from the lieutenant,* she thought, *it will give her time to escape from that other oaf. Then I can simply outfly- Oof!"*

The captain fell several feet before regaining her wings, just barely moving out of the way of another charge by Rainbow Dash. *Heh, she's faster than I thought.* Rainbow Dash wheeled around for another midair charge, her face filled with fury. *But she has no idea how to fight in the air.* She waited until the last possible moment before turning to her left, but let her wings carry her right. Rainbow Dash followed the first

movement, falling for the juke as the captain slipped out of her path. As she passed over, the captain brought an elbow down in perfect precision, bending the charging pony backwards and sending her spiraling out of control.

Rainbow Dash caught her balance and reoriented herself, just barely blocking a blow from the captain. Another jab caught her in the stomach, however, and she flew back to get some distance between herself and the Shadowbolt.

Soaren was chasing the lieutenant through the trees, just inches above the ground. The Shadowbolt in front of him wasn't fighting back, but rather trying madly to escape. *If I let her get away, he thought, she could report the location of New Ponyville to the Royal Guard. We'd have no chance of survival if that happened.* With new desperation fueling his speed, he closed behind the other pegasus and clomped on her tail, pulling up sharply. The lieutenant's momentum carried her around in an arc with Soaren as the center, unable to stop herself from slamming headfirst into the ground behind him.

Soaren looked down at the unmoving mare, worried that he may have accidentally killed her. He chided himself for having sentiments towards the enemy, but still hesitated in turning away from her. *No, he told himself, I need to summon the rest of the guard to deal with this. Rainbow Dash will have to take care of herself until I get back.* With that thought, he took off back towards New Ponyville as fast as he could.

Rainbow Dash let herself drop a foot, deftly dodging a head butt from her opponent. However, this put her right in line with the knee that came rushing towards her face. She careened backwards, blood spiraling out of her mouth as she tumbled. Catching herself, she looked back upwards at the nearly unscathed captain. *Damn, she thought, I know I'm faster than her, but she's a better fighter by far. She knows every move I make before I do.* Dash saw her opponent looking down slightly, and followed her gaze to see Soaren rushing away from a clump of trees. She looked back up, grinning at her worried expression. "Looks like your little sidekick didn't make it, hotshot. Want to just give up now before every pegasus in town comes after you? I promise it won't be *too* humiliating." She sniggered to herself as the captain slowly sank down to her level, weighing her options.

Damn damn damn damn DAMN! The captain's mind was moving at the speed of sound, but she couldn't see a way out of this. If she tried to bolt, she'd never know what happened to her lieutenant. If she flew down to search for her, Dash was sure to intervene. She knew she probably wouldn't have time to finish off the pegasus and find her friend before more help arrived. She had to make a call between saving herself and trying to save her friend.

"...Alright, Rainbow Dash, you win. I must admit, I never thought you'd have to rely on others to do your work for you, but you've outplayed me fair and square."

"Excuse me? I've been flying circles around you, how exactly haven't I won?" Dash circled her opponent, putting herself between the captain and any escape in case she tried to run.

"Summoning the whole town to help you? I supposed you could call that a victory. Technically." The captain smirked at Dash, who was growing more agitated with every word. Putting as much arrogance in her next few words as possible, the captain continued. "I mean, if you're too weak to beat me yourself,-"

"Weak? *Weak?! I'll show you weak you arrogant ass!*" Dash charged recklessly at the captain, feeling the air bend around her as she accelerated. The captain hovered with jaws slack as Dash rocketed towards her, reaching lethal speeds. It was only a few feet before impact that Dash saw the captain smile.

Letting herself fall backward and down, the captain brought her legs up to where her chest had been. Rainbow Dash kept going straight, her rush far too uncontrolled to adjust at this point. As she saw her opponent pass overhead, the captain bucked out at full strength, catching Rainbow Dash in the chest.

Dash barely had time to wonder what was happening before she felt the blow. Immediately, all the air in her chest exploded outwards, her limbs and wings locking up. As she fell, she desperately tried to breath and move again, but the force of the kick had knocked the wind out of her. Unable to move, she watched herself plummet helplessly into the trees below.

The captain watched Rainbow Dash pass over her from her upside down vantage point. The momentum of her charge combined with the force of the kick carried her limp body up a few feet as she tumbled forward, before cresting at her arch and tumbling towards the ground like a rag doll. The captain turned her head at the sound of wings approaching. Dozens of pegasus ponies were emerging from a hole in the mountainside, flying toward her swiftly.

The grove where the lieutenant had fallen was between her and them. *It would be impossible to escape*, she thought as she shot towards it. *If she can't fly, I won't be able to carry her away fast enough*. She touched down on the ground, searching frantically. *I should just turn around now and leave while I have the chance*. She spotted the limp shape of a pony, heart racing frantically. *My loyalty to her doesn't demand self sacrifice*. She hauled the pony on to her back, but as she rose more pegasus ponies began landing all around her.

If I drop her now, I can still escape.

The captain stood her ground.

If I flooded the spell with excess magical energy, that could explain the additional effects. Perhaps if I re evaluate- no, I already tried that. Well, let's- hmm?

Twilight sat in the town library, books and papers strewn around her. New Ponyville's library was mediocre at best, with books being the last thing fleeing refugees worried about grabbing, but she had to work with what she was given. Her thinking had been interrupted by hard hoofsteps, hammering towards the closed door. As she lifted her gaze, a small orange pegasus pony burst in, panting as she caught her breath. "Ugh, uh, miss Twilight, Rarity sent me, it's Rainbow Dash, she's hurt, at the guardhouse!"

Without even thinking, Twilight was on her feet and out the door. Her heart pounded as she raced through the town center, pushing ponies out of her way left and right. *I shouldn't be so worried*, she told herself mentally,

I've seen Dash get hurt dozens of times. She probably just hit her head hard again or something. Despite her rationalizations, she galloped even faster. She had never considered what it would be like to be stuck here without her only real friend, and she didn't want to start now.

A crowd had gathered outside the guardhouse, clogging up the bridge ahead of Twilight. She pushed and prodded her way through, even using her magic to shove in a couple of places, but as she emerged off the bridge she was pushed back by an earth pony wearing a guard uniform. "Stay back, miss, nobody's to see the prisoners until Mayor Rarity gets down here"

"But I'm- wait, prisoners? I'm here to see Rainbow Dash. What prisoners?" But Twilight was being shoved backwards into the crowd. Looking around, she saw that the ponies around her were screaming and jeering with anger, and it clicked that they weren't here for her friend, but to see the face of their enemy finally beaten.

"Everypony clear a path! Make way for the mayor!"

Twilight was pushed again, this time to the side by an exceptionally large earth pony. Behind him came a carriage, inside of which Rarity could be seen looking out the window. Twilight waved to her frantically, and by luck their eyes locked.

Rarity spoke to someone else inside the carriage, and the doors flew open. Before she could blink, Twilight was hauled inside by the shoulders. The door slammed shut behind her, and she turned to see the orange who had pulled her in.

"Well, howdy Twilight. Been meaning to come and see you. I suppose now's as good a time as any." Applejack sat looking pleased as pie while Twilight gawked. The cart hit a bump and shook Twilight's balance, returning her to her senses.

"Applejack? It's great to see you and all, but what are you doing here?"

The orange pony looked a little hurt, but smiled anyway. "Aheh, well, I was just meeting with Rarity here regarding, uh, some other matters, when

we got word of what happened. I sent my little sister's friend out to look for ya, she must really be able to move that scooter of hers to have reached you so fast."

Twilight remembered the orange filly that had found her in the library, but more important matters demanded her attention. "Rarity, Applejack, what happened? Dash is hurt, and we have some sort of prisoners?"

The cart rolled to a stop, and Applejack pushed the door open and jumped out. Another pony reached his hand in to help out Rarity. "Come see for yourself, my dear. We don't know much more than you yet."

Twilight stepped out of the cart behind Rarity. The cart was about six feet from the door to the guardhouse, and guardponies were holding back dense crowds even here. They made a tunnel for the group of three, and they entered the guardhouse together.

The first thing Twilight noticed was Rainbow Dash. Her face was covered in blood and dirt, her rainbow mane smeared with brown. She was lying in a bed and trying to push off two attendants with one hoof, the other lying limp and slightly crooked on her chest. "Rainbow Dash!" yelled Twilight, running to her side. She reached her friend and nuzzled her warmly.

Dash giggled under the onslaught of attention. "Heh heh, hey Twi. I'm fine, don't worry, just took a bit of a fall." She followed Twilight's gaze to her hoof. "Oh, yea, well, a hoof isn't that important to a pegasus. It just gives me an excuse to fly everywhere!" She grinned at Twilight, reassuring her friend, but their reunion was shortly interrupted.

Another pony bumped into Twilight as he hurried towards more commotion on the other side of the room, and Twilight looked to see two ponies in black and purple uniforms with yellow goggles. One was lying limp on the ground while the other stood protectively over her. Though she was backed into a corner, no pony was brave enough to get close to her. The standing prisoner looked accusingly at one of the patrol ponies who had blood on his chin. "You swore! You swore you wouldn't touch her! I won't let any of you near her!"

"We're just trying to help, foal. We-"

“What is going on here?” This came from Rarity, at whose remark the area immediately went quiet. Twilight couldn’t help but appreciate the attention that Rarity could command, in part from her practice as a popular fashion designer and in part from her experience leading her people. Twilight could see the love in the faces of all in the room as they looked toward their leader. Even the Shadowbolt was finally standing still, although she still stared aggressively at those around her.

Turning to the pony that the Shadowbolt had been yelling at, Rarity spoke again. “Soaren, if you would please explain what happened, I would be very appreciative.”

Soaren puffed out his chest, proud to be the center of attention for his leader. “Well mayor, I was just showing Rainbow Dash here the ropes, when we found these two fiends stalking Spike. Knowing that they would surely pounce upon the poor lad, we attacked and subdued them. Uhh, more or less.” Rarity’s glare quickly deflated the pony, who avoided his gaze in shame.

“Rainbow Dash, would you like to add anything?”

“Uhh, yea. We, uh, kinda stumbled on them actually. One of them got me in the chest pretty early, then the other one knocked down a tree with Soaren.”

Rarity’s eyes narrowed suspiciously. “*With* Soaren, my dear?”

“Well, yea, he got thrown into it. It fell down between the four of us and onto the road, and gave us some time to recover, then Soaren chased after one of them and I chased the other, the one that’s standing up now I think. It’s hard to tell them apart.”

“I see. And this bit about swearing, my dear Soaren?”

“Uhh, well, I subdued the unconscious pony on the ground there, like I said, but when I came back with reinforcements her friend was about to haul her off. She gave a couple of us some trouble,” He stroked his bloody chin absently, “but we worked out some terms for her surrender. If she came quietly, we wouldn’t hurt the other pony.” Twilight saw the standing

Shadowbolt glaring daggers at Soaren, who returned the stare. They remained locked in place until Rarity walked over to the Shadowbolt, putting on an air of disinterest.

“Well, in the interest of fairness, I supposed I should ask you if you have any defense for your actions.” The Shadowbolt said nothing. “Well?”

“No.”

“Then these two ponies tell the full truth?” The Shadowbolt said nothing again. “May I at least ask your name, darling? There’s no reason not to be civil about this.”

“No.” Except for her mouth, not a muscle on the Shadowbolt moved.

Rarity sighed and turned away, dropping the act of sincerity. “Soaren, would you be a dear and lock them in our prisons? I believe a particularly deep and damp cell would be ideal. Their official sentence will be decided upon tonight. Spike, if you’d be so kind as to take a note...Spike, my dear?”

Rarity looked around her feet, checking for her ever present companion. “Now where has he- ah, yes. Soaren, you said he was present at the beginning of this whole encounter, was he with you when you returned?”

Soaren looked at his hooves guiltily. “I’m sorry, Ma’m. I was a little distracted and to tell you the truth, I hadn’t remembered about him. Thinking back, I hadn’t seen him since this pony threw me...oh no.”

At the tree, Twilight finished mentally. Since she threw him at the tree. The tree that collapsed across the path. Oh, Celestia!

The room temperature dropped as everypony connected the two stories. All eyes were on Rarity, the balance of the room hanging on her next words. Slowly, she lifted her gaze back up towards Soaren, and said flatly, “Soaren, please escort these two *murderers* to the prison immediately.” Her voice cracked on the last syllable, and she quietly finished, “And no need to be civil about it”

The captain glared at the encroaching ponies, closing in with quiet fury. She dodged the first buck and threw down a charging earth pony, but another kick sent her off balance. She fell back on to her flank, the last sight she saw being Soaren's hoof coming towards her face.

And with nowhere else to stay, a faint static presence left the unconscious captain's head and dissipated, returning to its mistress.

Soaren sat outside Rarity's office, lost in thought. It had been hours since he had dragged the two unconscious soldiers into the dungeons on Rarity's orders, and he was worried at himself. He had been so hesitant to do what had to be done, even regretting knocking the mare out in the grove after the fact. *I came here to help these ponies*, he scolded himself, *and I can't even defend them from some faceless foal without reservations*. His brow knotted, not sure what to make of himself. Was it so bad to hesitate in violence against the enemy? But hesitation in war could lead to the death of his friends.

He pondered the question for a long time, but his reflections were interrupted by the door opening. Rainbow Dash flew out slowly, head bowed. One of her hooves was slung across her chest in a white sling, making walking very difficult. Without looking at Soaren, she spoke as she flew by. "They're ready for you. Just be honest and you'll be fine."

Soaren was a little surprised, and indignation showed in his voice. "Why would I lie to them? I've followed Rarity for months and she's never let me down!"

"I meant with yourself, Soaren. I...I have to go." With that, Dash hovered through the door, her head bowed to the floor.

Shaken and unnerved, Soaren approached the still open door to the office. Stepping inside, he took in the sight before him. Rarity sat at her desk, Twilight and Applejack on either side of her. A single chair was in front of the desk, with the entire office looking tidy and...almost bare.

“Please, dear.” Said Rarity, motioning towards the chair. She magically moved a paper in front of her to the side, bringing another in front of her. “We are all tired and so we will be brief. We are presented with a unique situation tonight, the trial of an enemy soldier. Since we have no precedent for this,” she smiled shallowly, “we’re figuring it out as we go along. Soaren, you and Rainbow Dash saw these Shadowbolts first, you have the clearest insight to their actions. Can you offer us any advice into what we should do with them?”

Soaren sat in the chair, his previous ruminations rising in him again. Unprepared to render a judgment, he said “Ma’m, I don’t really know them. As soon as we saw each other, they attacked us and killed Spike. After that, it was just the heat of the moment and adrenaline.”

Rarity sighed, but made some notes on her paper. “I see, then they did attack first. And Spike’s death, would you say it was intentional?”

“I...I don’t...” Soaren’s mind raced. They had attacked them, had been trying to kill them, but Spike’s death was clearly an accident. If he said otherwise, however, their fate was sealed.

Soaren sighed. He wanted them to pay for their crimes, but him lying to make that happen would make this entire trial a farce. “I don’t think so, Ma’m. Spike was caught in the crossfire, what happened to him couldn’t have been planned.”

Rarity nodded and continued writing. “I see. Your testimony agrees with Rainbow Dash’s completely, Sauren, I thank you for making this easy on us all.” She put down the paper and placed the pencil to the side, and looked directly at the pegasus. “Now, off the record, I wish to ask you some advice.

Soaren was a bit taken aback, but simply nodded at the unicorn. Looking to the ponies on either side of her, she continued. “We have been...divided in our counsel so far. No pony can agree on what to do with these two prisoners now that we have them in our possession, even with the reports from you and Rainbow Dash. As a leader, I have always striven to give the public what they want. My dear, as a pony of New Ponyville, what would you have us do?”

Soaren's eyes widened in surprise. "I- uh, I can't speak for them, Ma'm. I never lived in Ponyville, I only came here to help after the attack." Rarity's eyes fell, her hope for new counsel dwindling. Desperate, Soaren continued. "But...I can speak for myself. Ma'm, they were aggressive and work for Nightmare Moon. It took awhile, but I think I know now that they can't be spared." Rarity's eyes narrowed in suspicion, and Soaren felt compelled to finish.

"It's just that...I think it will do the people good to have some sort of closure to this. These ponies are monsters, and the citizens love you. If you can't decide, let them."

Rarity looked at Twilight and Applejack, whose expressions were both perturbed. "Thank you, Soaren. I will take that under advisement. You may be interested that Rainbow Dash did not agree with you on that one count," Soaren's ears piqued with interest, "she advocated for their lives, despite her injuries at their hooves. Make of that what you will, dear, you are dismissed."

Suddenly unsure of himself, Soaren stood and walked out the door. As it closed behind him, Twilight spun to Rarity. "You can't seriously be considering that! You might as well just hang them, the ponies will tear them apart for sure!"

"And why exactly is that a bad thing, sugarcube?" Applejack's voice cut in before Rarity could respond, "They attacked our town and burnt my orchard to the ground. Many of our friends, including Spike now, are dead because of them."

"Rarity, please, we don't know which Shadowbolts did that. These could just be two new recruits."

"They work for the enemy, Twi! And they certainly killed Spike! They should hang for their crimes!"

"You'd kill them for killing us? Where does it stop, Applejack?"

"You don't want to sink to their level? Well I think some revenge would help put ta' the fire back in these ponies." Applejack turned to Rarity. "Rarity, give if you don't want their blood on your hooves, give them to me."

I'll make sure the resistance gets them, and they'll make them sing about everythin' they know before they meet justice." Her eyes flashed fury, but Rarity answered calmly.

"Applejack, I will not, I cannot, condemn them to certain death." Her face remained passive, but Twilight could see tears glinting in her eyes. "I can't kill them, not even for killing Spike. I've only ever wanted to help other ponies, but this...this is murder."

"This is justice, Rarity! Would you have them sit in a prison cell for the rest of their lives? Eating their share of our precious food?"

"If your precious resistance would give us the aid they promised, then that wouldn't be a problem, would it?" Rarity snapped back, shutting the orange pony up. "Don't think I've forgotten what we discussed before this all started, the ponies of this town can't base their hopes and morale around empty promises."

"Then you'll spare them? You'll really let them live?" Twilight's voice squeaked with an almost filly like hopefulness, happy that something was finally going her way.

"Twilight, my dear...I don't know. You said yourself that we don't have enough food as it is, but I simply can't imagine sharing any generosity with the same ponies who killed Spike and burned down our town. But if I release them, they'll report our location to Nightmare Moon." A tear finally rolled down Rarity's cheek, and she stayed silent for a long time.

When she finally spoke again, it was soft. Twilight could barely hear her, even in the dead silence of the room. "I never wanted this, girls. I only ever wanted to help other ponies. I only wanted to give them everything I could, and make their final days as comfortable as possible."

Twilight's brow wrinkled in confusion. "Their final days? Rarity, what are you talking about?"

Rarity looked up at Twilight, her eyes pleading for understanding. "Twilight, after Ponyville was destroyed, no pony even cared enough to live anymore. Zecora lead us all here to live in relative safety, but for what? Our

contact with the world was cut off, we had no homes, and we still lived in fear that somepony would find us.”

“But why final days? Rarity, what don’t I know?”

“Twilight, my dear, nopony *wanted* to live after that! The trip from Ponyville to here wasn’t a terrified rush, but the slow plod of broken and defeated spirits. I’ve tried my best, I’ve given them food and water and new homes, but most ponies are just...empty.” Rarity let out a sob, wiping her eyes. “I’ve tried everything, but the only thing to give them a glimmer of hope was when Applejack brought news that the resistance had contacted her, and that was months ago with no news since.”

“The ponies here are *depressed*?” Twilight was more confused than concerned. “Rarity, I don’t mean to sound callous, but so what? You are all alive, and you can live here indefinitely if you just manage your supplies well. And I still don’t see what this has to do with dying.”

To Twilight’s shock, Rarity stood up so fast that her chair fell over backward. She recoiled from her friend as Rarity’s snout was thrust towards her face. “Do I have to spell it out for you, my dear? These poor ponies weren’t just *depressed*, they were broken! Over a dozen ponies took their own lives in our second month here, twice that many in the next. Nopony will start a family because nopony wants to bring a little filly into this world. The ponies of Ponyville are already dead, Twilight, they are just waiting for their bodies to catch up with their spirits.”

Twilight stood in shock as Rarity turned toward the wall, looking blankly at it as she thought. “I will not kill our prisoners, but neither will I watch our town slowly waste away. I had almost given up on them, simply trying to make them happy before reality closed in on us, but with these prisoners there might be a way to help them again. Tonight, I will hand them over to the townspies to decide their fate for themselves. With any luck, seeing the faces of their killers will put the fire of life back in them.”

The threat of their death brought Twilight back to her senses. “You think that will rid you of responsibility? Their blood will be on your hooves as sure as if you stabbed them yourself, and you know that.”

Rarity shook her head, but hung it low to the ground as well. "I know, my dear, and the thought simply eats me alive. But no matter what I do, I fear that somepony will die from this. I will make this decision with that same principle with which I've lead everypony so far: generosity. I will give the town what they want, and if they want blood, that's their decision."

If anypony had been in a particular spot of the sky at just the right moment, they would have heard just the slightest static sound as a magical presence rushed by them. Had there been a line of ponies, one could have traced that this presence was making a beeline towards the royal palace.

Had any of the royal guard been stationed below one of the windows, they might have sensed the magical aura as it rushed through the corridor. Had anypony been at the large wooden door, they might have been able to open it, but the presence skittered underneath anyway, invisible and formless.

Thankfully, there was somepony in the large chair behind the desk, and she was a unicorn, and she did notice both the sound and the magical emanation. Smiling, she let her horn glow as she reabsorbed the formless sentry.

"My my, but you are back early" Said Trixie to her spell. "She didn't notice you, did she? Of course not, The Great and Powerful Trixie can be subtle when she needs too."

The static noise ceased and Trixie's eyes flashed white as the spell was completed. Putting a hoof to her chin, Trixie thought for a moment. "Captured? How interesting..."

Chapter 8

Justice

The captain awoke to a hard kick in the side. Doubling over reflexively, she opened her eyes in a dark room, her muscles cramped from the cold stone beneath her. *I guess I shouldn't be surprised* she thought, bracing herself for another impact, *they've already beaten me once.*

But despite her expectations, no other blow came. Her eyes adjusting to the gloom, she looked up at the face of her lieutenant, who was scowling fiercely at her. "You foal! You damn, bloody foal! Why the *hell* did you come back for me you daft, bloody, incoherent...!"

The captain coughed raggedly, trying to catch her breath as her lungs recovered from the kick. She braced herself against the wall as she stood shakily to her feet, her lieutenant screaming at her all the while. She looked around the cell, taking in her surroundings. It seemed to be the dead end of a natural tunnel, with the only exit being a heavy wooden door with a small, barred window allowing one to look through. Three ponies could stand abreast inside the room, albeit barely, though it was slightly longer than it was wide. The only light came from somewhere beyond the door, and the captain's observance was interrupted by the lieutenant steeping up to her face and blocking the light.

"Damnit captain, will you listen to me! I'm a just a lieutenant, but capturing the *captain* of the Shadowbolts? Tell me, did you somehow rationalize this to yourself, or did you just think 'hey, I wonder if there's anything I could possibly do to make this worse'?" Her wings stood on edge in her rage, every word accompanied by venomous spittle.

"I'm sorry."

"So of course you tried to come to my rescue like some- wait, what?"

The captain leaned against the wall, breathing slowly. "I said I'm sorry, lieutenant. For bringing you out here, for getting us into this. I'm sorry I risked us both to chase some stupid dragon to find selfish answers." The

captain looked up at her lieutenant, whose wings had lowered back to her sides. “ But I’m not sorry for trying to save you. This is my fault, and I’m not about to let you pay the price for that.”

“You foal.” The lieutenant walked over to her captain and nudged her shoulder under one of the captain’s hooves, taking some of the weight off her injured limbs. “You stupid, selfish foal.” Despite her words, she nuzzled into her wounded friend.

The two stay together for a long time, simply glad to be in one piece. The captain’s entire body hurt from when she had been beaten and dragged down to this cell, but nothing seemed to be broken at least. Tentatively, she took some steps toward the door, trying to see outside. She stumbled, and her lieutenant caught her weight, lowering her to the ground. “Don’t try to walk yet, give yourself some time to recover. They’ve left some mushrooms and water on the corner, if you can’t eat then at least drink something.” Pulling the meager meal towards her friend, the lieutenant sat down on her own haunches and leaned against the wall. After a moment, she spoke up again. “Captain, I want to apologize. Back there, in the fight, I...I was running away, when Soaren got me. I just couldn’t fight them, captain, I didn’t sign up to fight other ponies, I only ever wanted to help others. I know that’s pathetic in a military pony, but I just never thought...” Her voice trailed out, lost beneath the weight of her own words.

The captain thought back to what she remembered of her underling’s records. “You wanted to help restore order, right? That’s why you joined the force.” The captain took a sip of water, relishing the coolness if not the obvious dirt in it. “Did you ever ask yourself why you became my lieutenant? Why you, and not a more ambitious pony?” The lieutenant looked at her with slumped shoulders and a face that looked on the edge of tears. “It was because you’re not a fighter. You’re a friend and an idealist, you don’t see an enemy and think about how to beat them, but instead ask ‘why must we fight?’.” The captain smiled at her confused look, but noticed that she seemed a little brighter. “Strange for an airforce? Yes, but we aren’t just a military branch. Other ponies might see us as a weapon of Her Majesty, but we are the closest thing to a police force Equestria has. If we are ever to be looked up to as a tool for order, it’s ponies like you that will bring us towards that.”

“Captain, I...you are a good friend. I’m sorry I left you alone back there, and thank you for never giving up on me.” The lieutenant stroked her friend caringly with a wing while the captain closed her eyes, letting her body rest.

“Twilight, I’m *fine*! I swear you’re as bad as my old flight camp nurse.”

Rainbow Dash sat in a luxurious bed in her new home, recently upgraded from her temporary hovel. Her broken hoof hung from a sling attached to the ceiling, with Twilight Sparkle furiously concentrating over a mechanism next to the bed, her magic surrounding it completely. Sighing, she relaxed and finished her spell. “Ok ok, I’m sorry, I just want to make sure you’re comfortable is all. It will take a few weeks at least for that to heal, and the doctor said it should be elevated to help the process. She bent over and pointed at a crank with her horn. “Just turn clockwise to lift it up, and counterclockwise to lower it.”

Rainbow Dash stared at the ceiling, trying to wait patiently for her friend to finish. She was tired after the long night, and just wanted to sleep, but Twilight had insisted on coming over to her new house immediately after she was done conferring with Rarity. “So Twilight, what did you ponies decide to do with the prisoners?” If she was going to be stuck here, she might as well make conversation. To help keep her awake, if nothing else.

“Well, it took awhile, and good points were made on every side,” Rainbow Dash recognized her diplomatic beginning as Twilight’s way of saying she didn’t agree, “but in the end Rarity decided to go with Soaren’s recommendation. The prisoners will be handed over to the public tomorrow night, to be dealt with however the ponies please.”

Rainbow Dash's jaw dropped. "But...that's murder for sure! How could she do that?" She thought back to who had suggested the idea. "How could *he* do that?"

"I don't know, Rainbow Dash," A sound outside turned Twilight's head, "but it looks like you can ask him yourself." Rainbow Dash turned to see Soaren standing in the doorway, looking embarrassed at interrupting. Adjusting Dash's bed sheets one last time, Twilight turned and left the room without looking at the Wonderbolt.

"Soaren, you asked for their deaths?" Rainbow Dash was hurt by her idols callousness, her words coming out with barely a squeak.

Soaren walked into the room, his head hung low. "That's...that's what I came to talk about. Rainbow Dash, how could you want them to live?" Rainbow Dash could see just as much pain in his face as she felt in her own heart. Perhaps she had never known her role model as well as she thought she had.

Both ponies stared at each other for a moment until Dash said, her eyes moist, "I asked you first."

Soaren looked at the ground, trying to explain to himself as much as her. "I don't want them to hurt anypony ever again. Ever since the Shadowbolts came along, there has been fear everywhere they go." His eyes watered as he looked back up at Dash. "Do you remember how I told you about my teammate, Spitfire? Her colt and foal both died in the riots against Nightmare Moon, and it was a Shadowbolt who dropped a torch that started the fire. I tried to save them, but couldn't. That's how I got this." He pointed to his burned face, the fur seared off on his left cheek. "Ponyville was razed to the ground by them, and then these two attacked us outside. Rainbow Dash, I can't think of any reason to *let* them live!"

"Can you think of a reason to let them *die*, then?" Dash's voice began as a whisper, but steadily rose with each sentence. "Because killing them accomplishes nothing, Soaren." Rainbow Dash thought back to the necessary murder she had caught Fluttershy committing. "They aren't dying because we can't afford to keep them alive, and they certainly aren't dying because they are still a threat. They are going to be killed because

ponies like you want revenge!” Dash was screaming now, only her elevated hoof keeping her from leaping to her feet.

“It’s not about me! I’d take a thousand scars if it meant bringing just one of my friends back!” Soaren was screaming too, now. “What do you know of the pain we’ve all faced? The pain we’ve had to watch each other face?” He stamped his hoof, taking a breath to calm himself down. “I never lost anypony close to me, Rainbow Dash, but I had to watch those close to me go through that pain. I had to watch them cry at the funerals, wishing I could do anything to help. If I can save even one more family from that, even one I don’t know, I will gladly watch those murderers *die*.”

“You want to strike out against the Shadowbolts? Fine. But you aren’t just killing a Shadowbolt; you’re killing the pony underneath that mask as well.” Dash’s voice was calm, but her words punched home. “Soaren, when she attacked me first, it was an act of panic. Anypony could have seen that. If you want to stop the Shadowbolts, killing them all one by one is not the answer. Unless Nightmare Moon is stopped, they will just keep recruiting more ponies.” Rainbow Dash finished talking, and both ponies lay silent for a moment, considering their words.

“We can’t let them go, Dash. We’d all be in danger if that happened. It’s either kill them now and have their deaths serve a purpose, or else let them rot in prison for decades.” Soaren’s eyes flared, determined to make Dash see reason,

“Choosing between two bad options doesn’t make either right!”

“They work for Nightmare Moon, they are the enemy! Who knows how many ponies they’ve killed.”

“Exactly, Soaren.” Rainbow Dash’s voice dropped back to room level, her point being made. “That’s exactly it. We don’t know anything about them, only that they wear the enemy’s uniform. The ponies don’t want them to die for their crimes, they want to strike back against the Shadowbolts as a group. They were never tried for their actions, just offered up as a cheap morale boost to the town.”

For a moment, Soaren was wordless. For the first time, he considered that maybe, possibly, he actually was wrong. He weighed the implications of this, but still shook his head resolutely. "I don't care. So what, maybe it is about revenge." Soaren's voice was quiet, knowing that he was in dangerous territory now. "Maybe it is just about watching them bleed. But you know what? That's our world, Rainbow Dash. That's how Equestria works under Nightmare Moon."

Dash lay back in bed, her chest heaving. She looked pointedly toward the ceiling, her eyes ignoring the pony in her room. "You'd kill them to make yourself feel better, nothing more. You were my idol once, but I don't know you anymore. Maybe I never did. Get out, Soaren, I never want to see you again."

Soaren stood still as a rock, staring at the ground. Wordlessly, he turned and left, his mind all the more decided. Rainbow Dash simply couldn't handle the truth, but that was not his concern. *No matter who they are, they work for a tyrant*, he reassured himself. *They deserve to die.*

The captain's eyes opened at the sound of a door creaking. She began to stand shakily to her feet, but was thrown back to the ground by another pony. Looking up, she saw the face of an unfamiliar guard unicorn standing over her, with another standing over her lieutenant a few feet away. Leaning down, he began to speak. "We're here to inform you of your sentence, monster. In her beauty and wisdom, the mayor has decided to hand your pathetic asses over to us, the ponies of Ponyville." He pointed an accusatory hoof at the captain, "The people you murdered, remember?"

"I remember," said the captain, softly, "I was there. Take me first; I burned your town down."

The guard pony stepped back in surprise, not expecting a confession to be so easy. Suspiciously, he narrowed his eyes at the lieutenant. "Oh, and I suppose she was far away when all that happened? Trying to protect your buddy, eh?"

“No! She was in Manehattan, caught the riots. She was nowhere near your town at the time, just take me first.” The two ponies looked at each other, the lieutenant cowering wordlessly beneath them. The first pony turned back to the captain, his voice dripping venom.

“When you burned down Ponyville, me and my brother here lost our home. When you put down those riots, we lost our *sister*.” The captain’s stomach dropped as she realized what she had done. The unicorn turned and grabbed one of the lieutenant’s hooves as his brother grabbed another, dragging her out the door.

The captain leapt at the closest guard, tackling him to the ground. The lieutenant scrambled to her hooves, but the other unicorn was already busy. Rope lashed out from behind him, magically winding its way around the captain’s hooves and wings. The lieutenant tried to buck him, but the guard’s brother was back on his feet and twirling his own binds around her. In seconds, both prisoners lay subdued, the unicorns laughing at their feeble struggles. Dragging the lieutenant out of the cell door, one turned and smirked at the captain. “Don’t worry, murderer, you’ll get yours soon enough.” With that, he left and slammed the cell door behind him.

“No! Please! She never did anything wrong!” But they were no longer listening, the lieutenant screaming wordlessly until they gagged her. Her eyes met the captain’s through the bars as she was dragged away, and in that brief glance the captain saw her goodbyes, and her forgiveness.

The noises of her struggle faded down the corridor, and the captain fell weakly against the wall. For a few stoic moments, she held back the tears, but as the sudden loneliness of the cell crushed in on her the seal broke, and she cried like she had never cried in her life.

Trixie sat in her office, hooves crossed as a magical aura flowed over her. Her eyes opened and flashed, letting the spell finish. She ran over all

the new memories in her mind, of arriving at Fluttershy's hut and speaking with her lieutenant, of flying through the air as she stalked the dragon, and finally of seeing the face of Rainbow Dash, then letting herself be captured. The drawback of that spell was always that you couldn't distinguish your own memories from the ones copied. Well, that, and that it only recorded sights and sounds, not thoughts. Oh, what she wouldn't give for just a small peak into the captain's mind, to pick apart that disrespectful pest.

Trixie stood and rang a bell on her desk, at which a royal guard unicorn immediately entered the room. "Sergeant, prepare a full platoon of our men, tell them to prepare for teleportation into hostile territory." She turned to her desk and her horn glowed, searing a spot on to a large map. "In my glorious wisdom, I seem to have discovered a rebel camp."

The sergeant saluted and left, leaving Trixie to stare at her map. She looked at the single mark on her map, smiling at the unconscious foreshadowing. *Ahh, and the captain, she mused, what plans I have for you...*

"Rarity, please, I *beg* you, reconsider this."

Twilight cantered alongside the mayor as they made their way toward the town square. Already, the streets were lined with ponies and the tension was tangible in the air. Rarity looked straight ahead as she walked, with Applejack on one side and Twilight on the other. Above them, Dash hovered in line with them. Around the four friends, a line of earth ponies pushed back the crowd, clearing a path for the entourage.

"Twilight, I will give these ponies what they want. It is the mark of a good leader to help her people, no matter the cost to herself."

“No, Rarity!” Twilight was growing desperate, her voice pleading with every word. “You *don’t* have to do this! Sacrificing innocent lives is-“

“Innocent? *Innocent?! Twi*, they’ve killed *dozens* of ponies! They ruined our lives, burned our town, and killed our friends.” Applejack stamped her hoof after each point, accentuating her anger.

“AJ, believe me, I can understand necessary killing, but this is murder, not an execution.” Rainbow Dash’s voice was strained from stress and lack of sleep, but Applejack would show no mercy.

“We can’t let them go, you know that. They’d tell everypony where we were hiding.”

Twilight interrupted again. “So clip their wings! Cut out their tongues. Blindfold them and lead them into the forest.” Rainbow Dash’s shocked face at her suggestions made Twilight blush slightly. “Anything is better than killing them, but you never even considered other options!”

Finally, Rarity gave her own voice to the conversation. “Girls, please, stop this nonsense. What’s done is done, even if I wanted to, I can’t take back what has been given.” The crowd parted ahead of them and they saw a massive stage that had been constructed. “I’ve promised them the gift of justice, and they shall have it.”

“Rarity, your generosity will get everypony killed. Wanting New Ponyville to be happy did not warrant the irresponsible use of resources, and it *certainly* doesn’t warrant the needless waste of lives! What happens when the Shadowbolts search for the missing patrol and find out we’ve killed them?!” Twilight was screaming now, but nopony except Dash was listening.

Wordlessly, Rarity stepped onto the stage. The entire cavern immediately fell into silence, with the eyes of everypony in the town on their beloved mayor. She walked to the center of a stage and gave a nod to a nearby unicorn, whose horn began to glow. When Rarity spoke, her voice echoed across the cavern loud enough for everypony to easily hear.

“Ponies of New Ponyville, as you all know, last night our patrols successfully subdued and captured two *insidious* Shadowbolt agents!” She paused as cheering filled the cavern, letting it run its course before subsiding. “I thought long and hard about what to do with our new prisoners, but in the end, I realized that I am not empowered to decide their fate.” Murmurs of confusion arose in the crowd, but Rarity continued on. “My beloved ponies, you have elected me to lead you in these troubling times, and with all my heart I thank you. But the order of execution is not within a mayor’s power.” Rarity was in full theatrical gear, her every word accompanied by an exaggerated action by her hoof or face. “For this reason, ponies of Ponyville, I will leave their fates up to you!” The crowd erupted as the first prisoner was lead on to the stage by Big Macintosh, a bag covering her head.

In the crowd, barely a dozen feet from the stage, Soaren gazed up at the tired and abused pony. He recognized the mark on her flank as the one he had personally chased down, and his stomach churned at the roller coaster of emotions he felt. Big Mac tore the bag from her head, revealing a cracked goggle and torn mask. Despite the damage to the suit, the enchantment still held, masking the lieutenant’s true colors.

Rarity looked down at the pegasus next to her, who was collapsed on all four knees. Big Mac stood behind her, his face stoic and impassive as ever. Turning back to the crowd as the roars subsided, Rarity spoke again. “My dearest friends, this is not a decision I make lightly. I know that executions have never been performed in Equestria before, but these are trying times. Still, you have a choice before you now. Will this pony die by our hooves, for her crimes against ponykind!?”

The crowd erupted again, waves of hatred and anger rolling across everypony. Spittle soared through the air as they frothed and screamed, hungry for the satisfaction of vengeance. Despite his reservations, Soaren found himself screaming as well, the bloodlust of the crowd pushing him off the fence. He yelled along with the rest of the mob, *proud* to have come up with the idea of letting the ponies decide.

“Then so be it, my beloved citizens! Do with this monster as you will, for tonight a victory has been won for free ponies everywhere!” Rarity reached down and tore the mask off of the bound pegasus, the yellow

goggles falling onto the stage. Big Mac turned and bucked her in the back, sending her soaring into the clawing crowd.

For one terrible instant Soaren made eye contact with the lieutenant as the enchantment faded, her terrified eyes meeting his without the goggles to hide her recognition. All too quickly, her yellow body sank beneath the crowd, more ponies pushing past the shocked and horrified Soaren. Her orange mane was barely visible through the rolling mass of bodies, but already it was spattered in blood.

Soaren sank to his knees, uncaring for the fear that he may be trampled. Forever, he knew, he would see the terrified face of Spitfire as she was bucked to her death, her eyes pleading for the mercy he had refused to show.

Chapter 9

Everything You Ever

Spitfire held Frostburn's head in her arms, crying softly. Next to her, the limp body of her colt Blizzard lay motionless. The floor vibrated from another explosion, but Spitfire didn't notice.

She looked down at the scorched face of her filly. It was unrecognizable to any eye but a mother's, but Spitfire knew that somewhere deep down her child was smiling. She was at peace with this horrible world, and Spitfire was left to pick up the pieces.

I should be angry, *she realized*, but I'm not. It wasn't the Shadowbolts or the rebels or Nightmare Moon that caused this. It was all of us, everypony. If I hate anyone, it should be myself for not trying to stop it sooner.

The ceiling groaned ominously, the apartment building warning of its imminent collapse. Spitfire looked around her home, wondering what she should do now. What was there left to live for? Why not just lay down her burdens, here and now?

A voice floated to her over the sound of creaking metal, and she looked toward her shattered window. Her friend Soaren flew outside, waving at her frantically. For him, she thought, and for ponies like him. I have to stop this chaos, or at least I have to try.

The captain sat against the wall of her cell, listening to the din above. She knew her lieutenant was already dead, and her only solace was that she would soon be next.

Sure enough, the door to her cell was flung open a moment later, an ominous figure standing illuminated by the torch outside. "My turn then?" she questioned, "take me already; I've nothing left to live for." Wordlessly,

the figure approached and opened a black bag, the same that had hidden the face of the late Spitfire.

The captain didn't resist as the bag was pulled over her face, obscuring her vision. She didn't struggle as her hooves and wings were bound behind her back, nor as she was dragged painfully across the floor and out of the cell.

She could hear the town above her clamoring, the walls and floor vibrating around her. She was left to her thoughts as the noise grew slowly louder, her guard remaining silent the whole way. She didn't even care that she wasn't being beaten this time, and it was only by concentrating that she could even feel the pain in her knees as they were scraped along the rough stone.

As she heard the town above her grow closer, she was jerked sideways and painfully dragged around a corner, her flank bumping sharply into a doorframe. She didn't wince at the pain, but she was surprised when she was dropped onto the ground. The rope around her neck was pulled painfully backwards for a few seconds before it was released, and to her further surprise a hoof yanked it off her face. Her vision came swimming into focus as she looked up at her guard. "You? They sent *you* to drag me up?"

"Of course not, you foal," spit Rainbow Dash, tossing the hood to the side, "I came down here on my own." Rainbow Dash turned and closed the door behind the captain, locking them inside the small storehouse. Rainbow Dash sat on some empty boxes, about the only thing left in the room.

The captain turned a suspicious eye towards her, her depression temporarily forgotten in the face of this mystery. "Why?"

"Because what Rarity is doing is wrong. Twilight and I tried to convince her to spare you and Spitfire, but she wouldn't listen." Rainbow Dash hovered behind the captain, fumbling with one hoof to undo the binds holding her. "I brought a change of clothes with me, if you put them on you can walk out of town unchallenged. Even the gate guards are in the town center."

The captain felt her hooves slip free and she brought them back in front of her, rubbing them as the circulation returned. "And what if I don't want to go? What if I'd rather die here, with my friend that you *murdered*?" The venom in the captain's voice could have killed any number of small, furry creatures, but Rainbow Dash was unscathed.

"You don't. Look, I'm not from this place the same way you are. I've seen...things...that had to be done to survive. I came from a place where there was still sun and everything was better." The captain saw a tear in Dash's eye, but she had no sympathies to share for her. "I always thought that we had problems, but being here, seeing this...it all seems so trivial now. Heh, I don't think I'd even want to fly in the Wonderbolts anymore, not knowing that my friend's were in this place." The captain continued to glare at the pony above her, awaiting her next words.

Catching herself dreaming of her lost home, Dash shook her head and returned to the conversation. "Err, look, the point is that there's gotta be something left to live for. If I can get through it as an outsider, then you certainly can. When I first got here and saw what Pinkie and Fluttershy had done, I almost lost it. I almost gave up and quit right there. But Twilight never stopped, and looking at her, knowing that there was at least one thing left here to be loyal too...I guess I just couldn't. Heh, I don't even know why I'm telling you this, you're just some Shadowbolt."

"Just like Spitfire was 'just some Shadowbolt'?" The captain's first words were reflexive, her hatred returning to her as Dash finished. Startled, Dash looked down at her.

"I'm sorry. I really am." The captain could see that she was telling the truth, the moisture in her eyes glinting in the torchlight. "I thought I wanted to fight you guys, when I first learned about what happened to Ponyville, but now I'm just tired. I just want to go home, but I don't want to see anypony die to get me there. If you take it one day at a time, I'm sure you'll find something else to live for, so go while you still can."

The captain sighed, but she had already realized that Dash was right. She had something else to live for, something that she could do now that she was free again. As realization spread through her, she turned a grateful eye towards her rescuer. *There's something else I must do first*, she thought.

“Rainbow Dash, there’s something I want you to see before I go. It’s the reason I tailed Spike here in the first place, instead of just telling the Royal Guard.” Dash’s ears piqued with interest.

“Please, Dash, take off my mask.”

Rainbow Dash hesitated, but stood. The captain could see in her eyes that she wanted desperately to know, and now she was being offered the chance on a silver platter. Tentatively, she reached out her good hoof and grasped the hem of the mask, pulling it and the goggles off the mare’s head slowly.

The goggles clattered to the floor as the mask fell from Dash’s limp hoof. “How...but...oh Celestia, no!”

With the strength to her hooves restored by the lengthy conversation, the captain leapt up. Because of her shock, Rainbow Dash didn’t have time to react as the captain turned and bucked her across the room, soaring into a pile of heavy boxes. For a moment they creaked ominously, but then gravity took over and they came crashing down on her.

The captain waited for a minute to ensure that nothing was moving beneath the pile, and then turned back towards the door. *She was right, I do have something left to live for, something I can gain with my new freedom.* The captain’s mouth smiled crookedly. *Justice for Spitfire.*

Soaren stumbled out of the crowd, leaning against a nearby building for support. His other hoof was tightly clenched, pulled closely to his chest. Feeling more than seeing his way down the street, he tried to make his way home. His eyes were wide open, but gazed unseeingly ahead. All he could imagine was the scene of Spitfire’s fall: When he opened his eyes he saw it over and over, when he closed them he could hear the crowds as they clawed for her. He stumbled, not even bothering to catch himself as he fell onto the dusty ground. For what seemed like

forever, he just let himself lay there, his shattered mind trying to make sense of what he had done

I just want to die. The thought was subtle at first, just another voice in a sea of self accusation, but it rang out again and again until the mental chant became a crescendo. *I just want to die. I deserve to die. What difference does it make if I ever move from this spot? Everything I believed was wrong, everything I fought for...oh Celestia, I just want to die.*

In some part of his mind, he registered that his head hurt. It wasn't until he reflexively wiped his brow that he knew he was bleeding from the fall. He crawled up to a sitting position, looking at the blood on one hoof. Bringing the other around in front of him, he uncurled it to reveal Spitfire's shattered goggles that had fallen from the stage. Looking down at the bloodstained hooves and the broken remnant of his mistakes, he finally broke down and began to weep.

Big Mac walked down the tunnel, the two guard unicorns behind him, the crowd was getting restless, but Big Mac never, under any circumstances, hurried. He calmly plodded along, knowing that he would reach the dungeons and fetch the next prisoner in due time.

A noise to his right made him turn his head absentmindedly, and he had no time to duck as Rainbow Dash came bursting out of a door. The two ponies collided with the other wall, but Rainbow Dash was on her feet again almost instantly. "Big Mac! Get up! The prisoner has escaped!"

"E-wha? Rainbow Dash, what are you doing down here?" The deep voice rumbled along with the patience of the mountain they lived under, his face unperturbed.

"It doesn't matter! Big Mac, we need to close off the city and warn Rarity, she could be in danger!" Rainbow Dash was breathing violently, her eyes searching side to side frantically. "She knocked me out and got a head start, is Rarity still outside?"

“Eyup, but hey, Rainbow Dash, nopony could have gotten out of that cell on their own. You didn’t-“

“No time Big Mac! I’ll go on ahead and warn Rarity, you get the guard organized. The safety of New Ponyville’s leader is at stake!”

Not waiting for an answer, Rainbow Dash flew up the tunnel, weaving around the turn until she emerged into the main chamber, entering from a side tunnel just behind the guardhouse. She gained altitude, her eyes quickly spying the stage around which everypony was gathered. Rainbow Dash began soaring towards it, her mistakes quickening her wings onward.

Rarity turned her head as she heard the wings, and gasped in astonishment as her friend touched down. “Rainbow Dash! Oh my, whatever happened to you? You look absolutely *terrible*, my dear!”

Rainbow Dash stopped and looked at herself, as if noticing her wounds for the first time. “That’s what I’m here to tell you. Rarity, the other prisoner escaped, and I think she’s after you. She bucked me into a pile of boxes in a storeroom and they collapsed on me. I was knocked out, and now she’s on the loose. Quickly, you’ve got to get somewhere safe!”

Rarity stood still, but the guards around her immediately formed up close around the group, eyes peeled toward the skies. Her voice carried suspicion. “Rainbow Dash, how did the prisoner escape, and why were *you* there?”

“Ugh, never mind that! Is there someplace safe you can go? She could be watching us right now!” Rarity watched her hover frantically, but her experience with people told her that something else was going on here.

“Rainbow Dash, I won’t go anywhere unless you tell me the truth. Besides, I can’t simply *leave* this crowd waiting for another prisoner, they’ll start rioting if they aren’t calmed down correctly.” Rarity stomped her hooves stubbornly, but Applejack was already pushing her toward the carriage.

Head plowing the resisting unicorn forward, Applejack’s voice carried all the stubbornness she could muster. “Oh no you don’t,

sugarcube, I ain't gonna watch you risk your life for more publicity out here. If that Shadowbolt is loose, her target is either you or the surface." Pushing the disheveled mayor into the cart, she smiled victoriously. "I'll stay here and talk 'em down, they all respect me nearly as much as you. You take Twi and Rainbow Dash into safety until this whole thing blows over."

Rarity picked herself up from the floor of the carriage, prepared to respond. Before she could, however, Rainbow Dash and Twilight had jumped inside with her and shut the door. The carriage took off at breakneck speed, the townsponies diving out of the way to make room.

Disheveled and displeased at this turn of events, Rarity turned to Rainbow Dash. "Well, now that I have been quite embarrassed in front of everypony, would you kindly tell me how exactly the prisoner escaped while you just happened to be in the dungeons?"

"I...look Rarity, you're one of my oldest friends, but killing Spitfire was wrong." Rarity frowned, annoyed that this same topic was being brought up again. "I was...going to set her free, so that she could escape from New Ponyville, but when I untied her she bucked me away and took off."

Rarity sat silently thinking, her chin in her hoof. Finally, she spoke up. "Rainbow Dash, I should have you arrested for treason, but you saved my life once. Therefore, your punishment will be making sure we all get out of this alive." She glared at the pegasus across from her, "But don't think this means we won't be having a talk about this later."

Twilight spoke up. "Rarity, this Shadowbolt is a pegasus, we should be extra careful about this safehouse. Are there any windows or anything we should be aware of?"

Rarity gasped. "Oh no no no, my dear. Applejack was in charge of building that *dreary* place, and she was quite insistent on that. There are no decorative windows or any other well-placed pieces of common decorative sense, much to my chagrin. There is, however, an escape tunnel up to the surface, just in case."

Twilight sighed with relief. "Oh thank Celestia, it sounds like we'll be safe after all." The car rumbled to a stop, and the door was flung

open by one of the guards. The three ponies rushed out of the cart, and Twilight slowed down to look at their destination. She was disappointed, for all she could see was a heavy metal door in front of her. Rainbow Dash yanked it open, and they all prepared to enter the dark room.

“Wait,” said Twilight, “We shouldn’t all go in. One of us should stay guard out here, and we can rotate in shifts. I volunteer to go first.”

“No, Twilight, let me.” Twilight could hear the same tone of stubbornness in Dash’s voice that she had used with the food delivery. “It’s my fault this is happening. Plus, the best defense against a pegasus pony is another pegasus.” Twilight had to admit that his made logical sense, but the she also noticed the gleam in Rainbow Dash’s eye. *No doubt about it, she thought, she’s looking to fight that pony, even if she has to wait out here all night.*

“All right Rainbow Dash, but I’m taking my fair share of the work this time. I’ll be out to relieve you in half an hour.” With that, the purple unicorn turned towards the door, Rarity shuffling her through.

“Twilight, come inside dear, lets see what food we have stockpiled back here. No sense in going hungry while we wait for our guards to catch her, after all.” The two ponies disappeared into the shelter, shutting the door behind them. The guardsponies pulling the carriage turned and left, their abilities needed elsewhere. Rainbow Dash sat alone outside, eye’s scanning the darkness halfheartedly.

Soaren stood on the cloud, looking up at the sky. It hung empty and barren above him, as dark as the guilt weighing him down. The blackness seemed yellow through the tint of Spitfire’s goggles, and he raised a green hoof in front of his face.

So this is what I looked like to her. This was the monster she saw in her last moments. He lowered his hoof and rolled over, the thin cloud wafting dangerously beneath him. *This was how she saw the world.* His tears leaked out the side of the goggles, *it’s no different from how we all saw it.*

He looked below him towards the ground. It was lost to the darkness of day; Soaren stood in a cold void. Visually, it made as much sense for him to fall up or sideways as it did to fall down. He contemplated falling forever, knowing that the pain inside of him would never be diminished. He prepared to roll off the cloud, but froze on the precipice.

I can't do it. I've got to have something left to live for. There's always hope for a better future, isn't there?

He laughed a bit to himself, but it was mirthless. *Of course there is, he reasoned, there's always hope. But ponies like me, bad ponies, we don't deserve it. The best thing we can do to make the world brighter is to remove our own stain on it."*

In frustration, he slammed his hooves down. The already wavering cloud beneath him vanished completely, and he slowly began his fall. Turning around without care, he faced the void beneath him. *It always looks to small from so high up, he mused, but I can't even see it now. I don't even get that last mercy.*

It's relentless. Relentlessly dark, relentlessly crushing. Maybe there's good down there somewhere, but you have to dig deep. The rushing wind whipped past his face, tearing the tears from his eye in the shattered goggle lens. You have to dig far deeper than anypony can, than anypony wants to. You have to dig past all the badness that you're capable of.

And I can't do that.

He purposefully kept his eyes open as he plummeted, wanting to see what she saw. The ground looming up, her certain death reaching up towards her, and nopony left that could help.

Rainbow Dash turned her head at the sounds of yelling from behind the door. There was a loud bang, and she leapt to her hooves in

surprise. The sound of a metal mechanism churning away was followed by the opening of the door, and an exasperated Twilight stomped outside.

“What happened?” Rainbow Dash’s question was direct, but her voice held little surprise.

“That blasted foal! She still won’t even begin to listen to any of my advice!” Twilight sat down in a huff, crossing her hooves in front of her as she leaned against the wall. “Even with the promise of the town’s morale being restored, she refuses to consider a ration. ‘Oh no, my dear, the ponies here have grown *accustomed* to this way of life. It would just be ever so *cruel* to take that away from them after such a joyous occasion’” Her exaggerated mocking of Rarity was cruel, but Twilight found that she cared very little for her friends feelings at the moment.

“Joyous occasion?” Rainbow Dash asked it as a question, “She said that, huh?”

“Can you believe it?” Twilight shook her head, taking a deep breath to calm herself down. “It’s like she has no sense of self anymore. All of her morals are gone, she only cares about making these ponies happy, even if only for a few days before they die of starvation.”

“Maybe that’s not so bad,” defended Rainbow Dash, “maybe it’s the mark of a good ruler to stop trying to be a good pony. Maybe giving this town what it needed was what *she* needed.”

“No,” returned Twilight, “a good ruler would never have done this. A good ruler would have held them as hostages, maybe even tortured them for information if she had to.” Twilight sighed again, “But giving the people what they want is not always the best option. Hell, it probably never is. I’d bet that if you asked any pony in town whether they’d rather eat like kings tonight or live to see next week, they’d all give up a little comfort for a chance to make a new life. Maybe last week, they wouldn’t have cared, but now...” she turned her head back towards the town, where the noise of the crowd could still be heard, “...for better or worse, they’ve come back to life.”

“Then Rarity must be proud of what she’s done.” Rainbow Dash seemed more thoughtful than perturbed at this point, like she was still making her own judgments.

“She is, and that’s the worst part.” Twilight put her head in her hooves, groaning into them. “If she regretted her actions at all, showed even a little hesitation in her decisions, I might still believe there was somepony in there, but instead...Rainbow Dash, it’s like I don’t even know her. She’s just a symbol of generosity, a pony that refuses to adapt to this world.”

Rainbow Dash sat and thought for a long time, but eventually she spoke again. “So what do we do now? About her, about New Ponyville?” Her face was unreadable as she scanned the darkness looming above them. “It sounds like you are more capable of ruling than she is. And what she did was murder, we both agree on that. If we don’t call out for justice, I’m afraid nopony will.”

Twilight looked to the ground. “I...Dash, what she did was wrong, but I can’t lead these people. You and I are both from a different world, we’ll never understand what they’ve been through, and they love Rarity too much to support anyone else that she didn’t appoint on her own.” She sighed, finally approaching the statement directly. “And Dash, I don’t know what justice we’d be appealing to. I can see why she made the decisions she did, even if I don’t support them. Killing her for killing them is no better than what she did, it’s just more of the same circle.” She buried her head in her hooves again. “I don’t like it, Rainbow Dash, but eventually someone is going to have to be strong enough to stop the cycle.” She looked directly at her friend, and Dash could see the traces of tears in her eyes. “Somepony has to watch their friends die last, and not kill in return. I don’t know if we can stop it, but we can certainly refuse to help continue it.”

Twilight looked desperately at Rainbow Dash, desperate for some support for her case. She knew it wasn’t going to be easy for her friend to swallow, but she didn’t expect the explosion that followed.

“*WHAT?!*” she yelled, leaping into the air. “You’d just let her crimes go unpunished? You’d let her walk free of that *murder!*? You’re- You’re no better than she is, Twilight!”

“No Rainbow Dash, please, just listen.” Twilight couldn’t help but tear up. Since they had come here, she and Rainbow Dash had never fought; they were always in this mess together as friends, and Twilight didn’t want

to ruin that now. "I...I support what you did. With freeing the Shadowbolt. She didn't deserve to die, and neither did the other one-

"Spitfire," Rainbow Dash corrected.

"Spitfire. And Rarity *does* deserve to answer to the same justice she claims to flaunt. But Rainbow Dash, what's more important? Justice, or saving lives? It's hard to just let Rarity go like that, but if it saves even one pony like Spitfire down the line, isn't it worth it?"

Rainbow Dash opened her mouth to reply, but sank back to the ground. Folding her wings, she sat back against the wall. "I don't know," she finally admitted. "I...it's hard to just let her go. I need to think about it." Her stomach grumbled and she looked down at it in surprise. "Oh, wow, I don't even remember the last time I ate. Is there still food in there?"

Twilight smiled. "Yea, there are enough dried mushrooms to last weeks, but if you hurry you might get some of the stuff that Rarity is cooking before she eats the rest of it. Don't worry, it's about time for me to switch shifts with you anyway."

Rainbow Dash nodded at her gratefully and hobbled over to the door, pushing it open. Twilight heard the small click as Rainbow Dash locked it behind her, sealing herself in with her inner quarrels.

Applejack stepped down from the stage, ponies muttering all around her. She lifted her head at the sound of quick hoofsteps, seeing her brother come trotting towards her. "Whew nelly, you're a sight for sore eyes Big Mac. Whatch'ya got for me?"

The red stallion looked at the crowd around him before answering. "Well, my guards and I searched-

"Shhhh!" Applejack glared at her brother and motioned him closer. Once he had leaned in, she whispered, "Not so loud, big brother! I

told ‘em that some more evidence had come up in the other pony’s case, and so the judgment is postponed.” Her brother looked at her nervously, not liking the sight of his sister lying. “Look,” she continued, “if they knew the Shadowbolt was loose they’d hunt the town for her, smashing doors, windows, and homes in their search. Better to just let them cool down for now.”

Big Mac nodded sagely. “Well, me and my guards just searched the dungeons, looks like Rainbow Dash just let her out. We also scanned the room where Dash was attacked, and found a big ‘ol Shadowbolt uniform just lyin’ on the ground there.”

“Darnnit, I knew we shoulda just stripped their masks off right away. Rarity and her damn theatrics, I swear that pony-” She stopped and took a deep breath, her stressed body beginning to relax. “- whew, ok Applejack, just calm down. Ok big brother, you go ahead and start the guards searching. Have them look for suspicious ponies that they haven’t seen before, but don’ let this turn into a witch hunt. I’m gonna go and take another look at that uniform, it’s the best lead we have right now.”

Big Mac nodded, and Applejack began galloping away. She knew Rarity was safe in that bunker, especially with Twilight and Dash guarding her, but she was still nervous. *I know nopony left through the gates, ‘cause you need another pony to close them behind you and they’re all still closed. That means she’s still here somewhere.* As she ran, her eyes scanned the dark ceiling of the cavern. *She could be behind any stalactite, inside any crevice, waiting to make her move.* The only way Applejack was going to know where to look for her was if she knew what that move was.

She arrived at the guardhouse, moving behind the large building to find the natural tunnel opening. The tunnel descended smoothly, ponies having smoothed out the tougher patches to make travel easier. She arrived quickly at the storeroom where Dash was attacked, most of the storerooms being very close to the main chamber for ease of access.

She pushed the door open to find the room deserted. A blue fungus bed glowed softly in the room, but Applejack grabbed a torch from outside to give her better lighting. Affixing it to the wall, she turned toward the scene before her.

The captain's outfit, torn in numerous places from the wounds its wearer had endured, lay in a heap against the wall. The mask and goggles lay near the doorway, next to rope from the dungeon. Scanning the room quickly, Applejack could see that stacks of boxes took up at least the last dozen feet of the room, leaving only about four feet to move in from the door.

So Dash dragged her in to here, and untied her here, she looked at the discarded ropes. But then the Shadowbolt attacked her and knocked into the crates there. She looked toward where the crates still lay smashed in a large pile, the floor completely hidden beneath the tumbled boxes. So then the Shadowbolt stripped off her uniform over there...

...and put her mask and goggles on the other side of the room? No, that doesn't make sense; she must have had them off before she attacked Dash...which means...

"Dash knows who she is?" Applejack spoke out loud, her disbelief refusing to be constrained to her mental thoughts. She was even more surprised when her question was answered by another sound in the room.

Rarity turned toward the door as she heard it close. "Ah, Rainbow Dash, I'm glad it's you. I don't think I could have stood another minute of Twilight's complaints." She turned back towards the stove, the nauseating smell of fried mushrooms revealing what she was doing.

Dash took a step forward, examining the room. It appeared to be a natural cavern that had connected to the main chamber by chance. A whistling sound could be heard coming from a dark hole in the ceiling, revealing the connection to the open sky and fresh air. 4 cots lay on the bare stone along one wall, with several stacks of dried foodstuffs and barrels of water lining another wall next to a stove. The whole chamber was

maybe 40 feet in diameter, big enough for a few ponies to survive in comfort, if also boredom, for quite a long time.

Rarity used her magic to lift some food onto a plate, which she set on a table in front of Rainbow Dash. Despite the atmosphere, she had taken great pains to set the table appropriately, even folding the napkins around the silverware in the most ornate fashion she knew. Rainbow Dash unfurled the napkin and looked at its contents quizzically before simply going at the food face first.

Rarity suppressed a wince. “Err, Rainbow Dash, I’m sure in your world they still have *manners*. Not to be rude my dear, but, well, you are being quite rude yourself.”

Rainbow Dash looked up and swallowed hard, looking the unicorn right in the eye. “Oh, yes, I know about manners. I guess I just assumed that in a town without morals, polite society would be gone as well.”

Rarity stiffened and turned away, nose in the air. “We’ve all made hard choices, my dear. I don’t judge you for yours; I’d suggest you learn a little bit of respect for your friends.”

“No, you didn’t judge me. Then again, you never judged Spitfire either. Was she a good friend of yours too?” Rainbow Dash was chewing nonchalantly on her food, toying with her silverware with her good hoof.

“The *Shadowbolt* was condemned to death the moment she put on the enemy’s uniform, Rainbow Dash.” She scoffed at her, “*You* may be too sheltered to understand times of war, but let me assure you: every Shadowbolt we spare is another pony of ours we put at risk.”

Rarity looked down her snout at the other pony, expecting a reaction out of her. But Rainbow Dash simply continued chewing, staring absently at the knife she twirled. “Funny thing about enemy uniforms, Rarity. Twilight tried to look past them, and found that the lieutenant didn’t deserve to die. Of course, you killed her anyway.”

Rarity’s ears perked. “Lieutenant? Was that her rank in the Shadowbolts? How did you-?”

“You know, Rarity, interrupting is awfully *rude*.” She spun the knife around and around on its point, the blade gouging tiny bits of wood out of the table with every turn. “You see, I tried the same thing. I went through an awful lot of trouble to try and look under the enemy uniform, to try to understand her better. ‘Maybe,’ I thought, ‘she has a reason for her actions. Some justification, *any* justification.’”

“So that’s why you really set the other prisoner free, then.” Rarity sighed and looked at her friend pityingly. “I’m not surprised you didn’t find anything.”

Rainbow Dash sighed. “I really hoped I would. I really, *desperately* wanted there to be a reason for this killing. I guess I shouldn’t really be surprised that I found nothing.”

Twilight stared at the cavern ceiling. *It almost looks like a sky*, she mused, *all it needs are a few stars*. She was finding that the eternally dark ceiling was beginning to mirror the darkness of day, weighing her down a little more every hour. In the center of town, the comfort of other ponies kept it away, but out here on the fringes, Twilight found herself huddling under the pool of light cast by her solitary torch.

“Twi! Twi!”

Twilight turned her head towards the noise. In the distance, she could just make out the figure of a pony galloping towards her. She figured out who it was by the sound of her voice before she came clearly into sight.

“Applejack? Did you find the prisoner?”

“Twi! Get the door open, *now!*” Applejack finally arrived at the door, panting heavily and trying to open it. It didn’t budge, but she kept trying anyway.

“Applejack, what’s going on, it’s just Rainbow Dash and Rarity in there, we made sure it was empty when we got here.” Twilight was puzzled, not sure if she should be helping her friend or not. “Did you find the prisoner or not?”

“No, Twilight, I found something worse. I found Rainbow Dash!”

“What? But she’s inside with-” Twilight froze, understanding dawning on her.

Rainbow Dash twirled the knife in her hoof, thinking quietly to herself. Out of the corner of her eye, she could see the unicorn growing nervous. “Well, I suppose that just goes to show you. Some ponies are just bad,” Rarity followed up.

“Yes, I suppose they are.”

“And sometimes a hard decision must be made about those ponies. Sometimes, a good pony simply must- *would you kindly top doing that!?*” Dash caught the knife as it spun, holding it still. Slowly, she raised her gaze up to look at the unicorn in front of her. “Th-thank you. As I was saying, sometimes, in the most unfortunate of circumstances, a pony simply must be killed.”

“I agree completely.”

“Then you...you agree with me killing the Shadowbolt?” Rarity’s eyes filled with hope, “I never thought I’d convince you, Rainbow Dash. I thought I’d have to fight you on this until the end of our days!” She smiled warmly at her old friend.

“No”

“I simply- what?”

“No, I don’t agree with you killing the Shadowbolt. There were choices there, and you simply picked the one that suited you and your people most.” A loud bang could be heard against the door, but the captain didn’t turn her head.

“Oh, it sounds like they’ve found our missing prisoner.” Rarity walked to the door, nervously giving Rainbow Dash a wide berth. She froze as she began to make out the frantic cries of the ponies on the other side.

“Yes, I suppose they have.” The captain stood, her injured hoof slipping out of her sling. In horror, Rarity watched the captain pick up the knife and toss it calmly back and forth.

Rarity’s breath froze. Her nervous breathing stopped completely. Fear and shock rooted her to the ground as her frantic mind tried to catch up. “No. No, no, no, no no no no no. You...died! For me. For us!”

“Part of me did.” The captain began advance toward her, knocking the stool out of the way. “And the part that’s left is all the stronger for it. What I want to know, Rarity, is what you are thinking right now. More than anything else, I want to hear the regret in your voice. I want you to know what you almost did tonight, who the pony was underneath that mask.”

The captain strode forward, twirling the knife around and around. Rarity shrunk back further, her mind blank with terror. “Because I’ve seen what lies beneath my enemy’s mask, Rarity. I’ve looked past the colors of your flag and seen the ponies behind them. I’ve judged you, much more fairly than you’ve judged me or my friend, and I’ve found you *guilty*.”

Rarity felt a pressure on her back and realized that she had backed up against the wall. The door lay to her left, but it would take several seconds to unlock and open it for her friends. Desperately, she tried to buy herself some time. “Wh-what about your loyalties Dash? To Applejack and Twilight-“

The next sensation Rarity knew was pain. She looked straight ahead, and found herself staring at blood on the ground. She watched in shock as a tooth fell out of her mouth, turning to see the captain drawing

back her hoof. Grabbing the unicorn by the throat, the captain dragged her face right into hers.

“Let’s be perfectly clear about this, Rarity,” she began. “I hate you. I have no loyalties to you or any of the ponies here. Nightmare Moon ordered us to obliterate Ponyville and kill everypony there, and I *didn’t*. My first order as captain of the Shadowbolts was *ignored* so that I could pay of that debt off loyalty to you all.” The hammering outside had stopped. “My loyalties are to my *friends*, and you never earned that title. None of you did.” She tossed Rarity backwards, her flank landing in her puddle of blood. “And you murdered the only pony that ever had.” She raised her hoof above her.

“And then what!?” Rarity cried out in desperation, “Will you just walk out of here after you kill me? This town will tear you to pieces!”

The captain laughed, and Rarity could see tears in her eyes. The laugh went on for several moments, her hysterics breaking through. “I don’t care, you foal. I don’t care if they kill me, I *want* them to kill me. I died when you killed my last hope for a brighter future. So let them come, let them find me over your shredded body; I’ll gladly die if it means you were slaughtered like the swine you are.”

Rarity closed her eyes, sobbing with terror. Her flank heaved and twitched rapidly as she stifled her cries. If she was to die, she’d do it with grace. She braced herself for the coup de grace...

...but it didn’t come. Gingerly, she opened one eye to look up at the pony above her.

The captain stood on her hind hooves, knife grasped above her head. *I can end it now*, she thought, *justice for Spitfire. Even Twilight outside knows she should die. I have every reason to kill her.*

So why can’t I?

The thought of Twilight brought back memories of the conversation she had had with the purple unicorn outside. Rarity was a murderer, and Spitfire was innocent. The captain was prepared to die for her crimes

against Ponyville if it meant making Rarity answer for hers...but what was the point?

What's the point of justice if it just leads to more death?

The captain lowered herself, the knife clattering to the floor beneath her. Rarity let out a nervous laugh, then her own hysterics broke through. "Oh *Rainbow Dash*, thank you thank you thank you! Your generosity towards me will live on forever in this town, and I'll make sure that nopony-

Rarity blinked and wondered what happened. Gradually, she became aware of more pain in her face, and realized that her head was lying on the ground. "You're guilty, and you know it." The captain loomed over her, "But eventually, somepony needs to bite the bullet and end this. Somepony needs to be the bigger pony." She looked toward the door outside, and Rarity detected a hint of...gratefulness? "You're not even worth killing," she continued, "You and these deluded foals can sit here and starve for all I care; I'm not losing another of my friends in some stupid quest to extinguish an already dying flame."

"But..." Rarity blinked, shocked. "You...aren't going to kill me?"

"No," she began, "worse. I'm going to let you live with this, Rarity. I'm going to *make* you live with the knowledge of what you would have done, but mostly, I'm going to make you live with the knowledge of what *I've* done." She spit in Rarity's face, but her anger was under control now. "I saved your life, and you killed my only friend. Remember this, Rarity, because this is the day that your enemy was the bigger pony." She scowled and looked towards the door, where the noises had long since ceased. "Now open the door before I change my mind."

As Rarity scrambled to her hooves and threw herself upon the door mechanism frantically, the captain flew towards the escape tunnel and thought. *Perhaps there is something to live for now*, she mused, *something to look towards the future for. Spitfire is gone, the Shadowbolts will never be any more than a tool for Nightmare Moon, and New Ponyville will eventually starve. There's probably no hope for a better tomorrow anymore.* She heard the door open beneath her, but she was already winding her way through the natural tunnel.

But I can try.

Chapter 10

Foundations

The throne room of the palace had changed much in the last few months. The once sunny and pristine white walls and floor were now permanently shrouded in shadows. Moonlight streamed in from the vaulted windows crisply, keeping the darkest of the shadows locked to the corners. A deeply purple carpet ran from the double doors to the foot of the throne, where Trixie was currently prostrating herself.

Trixie looked up at her queen standing above her. Much taller than any other pony, except maybe Celestia, Nightmare Moon glared down at her. The purple and black flames of her mane flared to suit her mood, casting their own version of light through the room. Any sort of artificial light was strictly prohibited in the throne room, but none was needed in the presence of the goddess pony.

Currently, the flames simmered low, a sure sign of rising anger. When Nightmare Moon spoke, the voice was lighter than one would expect from such a dark figure. "Trixie. This report is...disturbing. You went behind my back, and the back of a pony I trust dearly, to spy on the leader of my airforce?" The voice was gentle, almost seductive even. Trixie knew without looking that her queen's face would hold no softness, however. "You are aware, of course, that this is a breach of rank and confidentiality."

"I know, oh glorious Mare of Night. I was foolish and vain to take such an action, and it was an insult to your wisdom for me to believe that a pony near you might be disloyal." She bit her lip nervously, but she had to continue now, "However, I think that the evidence is insurmountable."

She dared a glance up at Nightmare Moon. The flames had returned to a more normal height, but the goddess stared at Trixie in scrutiny. After a few moments, her horn flashed and the report that Trixie had handwritten appeared in a flash of green smoke. "Yes, your 'evidence'. Let's see here, you've written that my captain has known about the location of one of Equestria's most wanted ponies for several days without telling me, taken her lieutenant to follow up on it, and then got herself captured by...Rainbow

Dash, Twilight Sparkle, two other fugitives, and entire town of ponies that the captain herself killed 10 months ago? And furthermore, you hypothesize that the captain did all of this intentionally, and is now working with a resistance movement?" The paper vanished in another puff, and Trixie suddenly became nervous. It hadn't sounded that ridiculous when she had written it.

"Y-yes, oh Most Noble of Rulers." Trixie heard hoofsteps, and raised her head enough to see Nightmare Moon descending the steps from the throne. She heard her queen circle around her, and could feel the movement in the air as a regal hoof stepped past her hair.

"Trixie, I have given you no small amount of my own power, and in the past you have proved quite adept at using it to both of our benefits." Nightmare Moon looked toward a window, where her namesake hung high in the sky. "I obviously cannot be everywhere at once, and so rely on ponies like you to enforce my will across this hate-filled world. And by 'ponies like you', I very specifically include my captain." Trixie shuddered involuntarily as she heard Nightmare Moon stop moving, knowing that her gaze was fixed on her. "I've always know you to be ambitious,

Trixie, and if you could possibly harm me in any way I would have never let you grow close to me. As it stands, it seems to me that you've reached the limit of your ambitions, and now jealousy of the captain has led you to become paranoid and see fanciful visions in your own spells."

"N-no, your majesty! I know what I saw, and my spells have never-"

"At least, that's what I hope it was, Trixie." A hoof propped itself under Trixie's chin, and Trixie raised her head to see Nightmare Moon's eyes directly in front of her. "Twilight Sparkle is dead, foal, I killed her myself. And if you didn't misread your spell, it would mean that you are lying to me. And if you are lying to me, the loyalty of the captain will be the least of your concerns."

Nightmare Moon turned and strode back towards her throne. Trixie's mind was racing, *If she doesn't believe that the captain was captured, I won't be able to attack New Ponyville at all. If I can't attack New Ponyville, then I can't prove what I'm saying. But she won't let me attack without proof first.* Desperately, she cried out to the back of her retreating queen.

“Y-your majesty! When was the last time you heard from the captain?”

Nightmare Moon froze. Slowly, she turned her head back over her shoulder, and to Trixie’s relief they wore not a scowl of indignant rage but a frown. *A frown is good, she thought, it means that’s she’s listening at least.*

“That’s none of your concern, Guard Captain. Was there anything else?”

“Your majesty, please, how long will you wait for her to come back before you listen to your most humble servant? Allow me to take a scouting party into the Everfree forest at least, every day that we wait for her to return is a day that she could be executed or be planning with the enemy.” She could see that the queen remained unconvinced, and so stooped from her ornate rhetoric to common logic: “Besides, what do you have to lose?”

Nightmare Moon’s face was twisted in thought, and after a moment she snorted and returned her gaze to her throne. “Fine. Take whatever men you require to chase your ghosts, but you are to use only your own resources in this fool’s errand. I don’t care how you waste your time, but you will not waste mine as well.”

“And if the captain was, indeed, captured by the ponies? Or turned traitor?”

Nightmare Moon sat back in her throne and studied the pony beneath her, her face unreadable. “If the captain is out there, for any reason, she is to be brought back to me. *Alive*, you conniving worm. Now go, the duties of this pestilent kingdom call to me.”

Trixie stood and curtsied her way backwards toward the door. As the large doors slammed shut of their own accord behind her, she sighed in relief. *It may not have gone as well as I planned, but I have what I need. Now all I need is the captain herself, and...*

A bang of static went off inside her head, followed by a low pitched whine. Mentally turning off her alarm spell, she hurried down the corridor. *My oh my, speak of the devil.*

Rainbow Dash was angry.

She wasn't angry that the captain had been the Rainbow Dash from this world. She wasn't angry that she had been knocked out after setting her free. She wasn't even angry after her friends told her everything that had happened during that day.

She was angry because she was *bored*.

"I want to *leave*, Twilight!" Dash yelled across the room from her bed. Nurse Redheart had expressly forbidden her from moving for the at least three days after she had been dragged out from under the crates. Her injured hoof hung suspended from a sling, except this time it was tied in. She struggled fruitlessly for a second and then shot a glare at her friend.

Twilight didn't look up from where she was sitting on the floor, instead using her magic to turn another page in her book. Dash rattled her contraption noisily until Twilight looked up in annoyance. Sighing, she stood and walked to the other pony's side.

"Rainbow Dash, you've only been in bed for a few hours since you woke up. How can you possibly be so bored already?" Twilight adjusted the bedsheets around her friend, which Rainbow Dash immediately messed up again by moving around.

"Because I haven't *moved* since then, Twilight! I want to go stretch my wings, or at least my hooves." She frowned at her bindings. They were surprisingly durable for pieces of cloth.

"Rainbow Dash, Rarity and Applejack are still...trying to work out what happened last night. Seeing you, but not you, and then Rarity almost..." The unicorn looked to the ground, and Rainbow Dash felt a surge of guilt.

“I know, Twi. What I did was stupid, I should never have let her go.” Dash looked at her bed, suddenly not wanting to leave her house very much at all.

“No, that’s not what I meant. Like I told you, err, the captain, I think you did the right thing by letting her go.” Twilight smiled bashfully at her friend. “You took action for what you thought was right, and in the end it didn’t work out so badly, did it?” After all, the prisoner had been saved and nopony else was hurt.

“Not so badly? Twilight, I’m not allowed to move for *three days!* And I saw the way Applejack was looking at me when she walked me back here. Rarity couldn’t even meet my eyes, Twilight; they’re scared of me! They look at me and see...me.”

“Stop it, Rainbow Dash.” Twilight’s voice was stern now, her smile gone. “Just stop right there. I know where this is going, and you’re wrong. You *aren’t* the captain, and anypony who looks at you and sees her doesn’t know you like I do.”

Rainbow Dash looked up at her friend. Despite her mood, she couldn’t help but smile. She was actually touched by Twilight’s words, not something that happened often to the blue pegasus. Still, the shadow of doubt nagged at her, and she averted her gaze. “I...I’m not so sure, Twi. Look at our other friends that we’ve seen so far! Pinkie lost her laughter and her sanity, Fluttershy still seems the same, and Rarity’s generosity is going to kill everypony. These are still our friends, Twilight. These are the same ponies that helped us defeat Nightmare Moon, but put into impossible situations.” She looked down at her legs, not wanting to risk meeting Twilight’s eyes. “I thought that that could never happen to me, but now I’ve seen the captain, and I work for Nightmare Moon? I don’t know how I fell so far, Twilight, but somehow I did. Not some pony that looks like me, but *me*.”

Twilight looked down at her friend and noticed a tear roll down her cheek. She wanted to comfort her, but she knew that this was something Dash had to say. “Twilight,” she continued, “I can feel myself changing. I look at Pinkie Pie now and I’m not sorry for her, I’m *happy* that she found a way to escape from all of this. Even Fluttershy seems...noble, I guess.”

Twilight blinked. "Fluttershy? What's wrong with her? I thought she adapted remarkably well." Rainbow Dash opened her mouth but hesitated, and Twilight could see conflict in her eyes. "Rainbow Dash, please, tell me. I want to help."

Dash choked back a sob, but began to speak. "I know you do, Twi. I wanted to help you too, that's why I didn't tell you. But you don't deserve to have anything hidden from you, not from me. Fluttershy is...killing animals. There was a stable in the woods where she had a bunch of them holed up, and she was killing them one by one to feed this town."

Twilight's stomach churned. "F-feed? Rainbow Dash, we have the mushrooms. Why would she-"

"The mushrooms aren't enough. They don't have all the nutrients we need. When you boil the meat in a stew with the mushrooms, we can digest it enough to stay alive." Rainbow Dash wiped her eyes with her good hoof and sniffed. "When I found out, I tried to make her stop. She would have let me kill her, but when she told me that I would be killing everypony...I don't know if it was my loyalty to her or her reasons or if I was still too weak to take a life, but I couldn't do it. I let her keep killing so that everypony could live."

Rainbow Dash looked up at Twilight's whose mind was racing. *Fluttershy is killing animals? So that she can save lives? She's betraying her own element of harmony for us?*

"I...Rainbow Dash...I think I can understand. I might not have then, but being here for so long-"

"NO!"

Twilight was taken aback by Dash's yell, whose face was desperate and pleading. "No Twilight, don't understand. Don't sympathize with her, please. Call her a monster, condemn her, but don't let this world corrupt you too!"

Twilight looked down in surprise at her friend. Dash's eyes begged Twilight, but she didn't know what for. "Wh-what do you want from me, Rainbow Dash?" Twilight was trying to work with her friend, but she was

beginning to worry about the head wound from the boxes. "You're not making sense. You want me to hate you for what you did?"

"Yes, I mean...ugh, it's all so complicated now!" She tried to throw her hooves down in frustration, but only succeeded in tangling her hoof's harness. "It's like, I didn't know what to do after that. I just wanted to go home more than anything, but I didn't know if I could. Do I even belong in our world after what I've seen? After what I did in letting her continue? I thought, 'maybe if I can keep one shred of innocence alive, hold on to just one thing from our world, I'll deserve to go back.'"

"And you chose me." Twilight didn't know what else to say. In a horrible way, she was beginning to see what Rainbow Dash was saying. What would they do if they got back home? *Can I really go back to tending the library every day? To letting Rarity design dresses for me? Her stomach dropped at the next thought, to seeing Spike?*

"Rainbow Dash, this...I..." she looked at her friend's pleading eyes, wanting so much to be hated like the monster she thought she was. "I...don't agree with you. What Fluttershy did was wrong. What she's doing is wrong. I understand why you let her continue, but she's a monster." The words sickened Twilight, but for her friend, she could lie. "She's a murderer, just like Rarity, and she doesn't deserve our pity."

Dash looked up at her friend with relief, though she tried not to show it. "Twilight, what do you think of me now?"

Twilight's heart nearly broke when she looked at her friend. She was painfully fragile, her body and spirit on the point of breaking. Twilight knew what she wanted to hear, but she couldn't bear to shatter her friend. "Rainbow Dash, I...I love you. You're my best friend in all of this, and I never would have made it this far without you. If that means I'm not innocent enough, then I'm sorry, but I need you. Anything you do, I'll be by your side, and I'll always try to understand it."

Rainbow Dash's eyes slowly closed as she lay back in bed, letting out a sigh. "Twilight...I'm sorry. I'm sorry I can't be as strong as you, I'm sorry you have to pick up my slack all the time. I thought that maybe...maybe if protected you, it would make up for me being so weak." Tears began to flow freely down her cheek from her gently closed eyes. "But you're

stronger than that, I think. You never needed me to protect your innocence, it was too strong to be broken by this world.” She opened her eyes and took Twilight’s hoof gently. “I love you too, Twi, and I never want to leave you hanging. Try and understand what I do, but please don’t agree with it.”

Twilight smiled as her friend slowly fell asleep, but inside she screamed. She wanted to be everything Dash was, to be the mare that took the blows for her friend, but now she couldn’t.

She can never know, she thought, that I already agree with Fluttershy.

The captain closed the door to her office behind her, sighing in relief. The flight back to her office had been nerve wracking; if even one pony saw her without her uniform...but one did not become captain of the Shadowbolts without knowing a few backdoors. Making sure the door was locked, she turned to a chest against her wall. Popping the top open with one hoof, she caught movement out of the corner of her eye.

Whipping around in surprise, she was faced with the scowling face...in her mirror. She sighed and took a deep breath, stepping forward to look at herself. *It’s been so long, she thought, since I’ve seen that face.*

She raised a hoof to her face tentatively. The feeling of her own coat had become unfamiliar to her hooves. *It seems so much coarser than remember.* She stroked her face slowly, examining her features. How long had she worn those goggles for? How many clones of that smile had she seen in her underlings? It felt...strange...to be different again.

She shook her head clear. *No, I’ve always been different. When ponies think of the Shadowbolts, they think of me. So what if they don’t know my name? I know who I am, I know what I’ve done.*

Oh crap, what have I done.

She had let Ponyville live. If Nightmare Moon ever found out that she had let them live once, she’d be dead for certain. If she discovered

that they were allowed to live twice, the captain would be wishing for death. Of course, Nightmare Moon had never found out the first time. With a little finesse, she didn't have to find out about this most recent incident either.

She walked back over to her chest, pulling a uniform out. She stepped into it, pulling it up around her legs with her teeth and pushing her wings through the back. Her flank tingled and she looked over her shoulder, watching the captain insignia form above her cutie mark. Shadowbolts didn't often have to change their uniform, but the same enchantment that kept their features obscured also recognized whether the wearer was a soldier. Without such measures, anypony could claim that they were a high ranking officer that lost their uniform.

She took a last glance at the mirror, her new mask hanging in her mouth. Had she been caught without her uniform, she could have proved that she was, in fact, the captain. But nopony had known who she really was, not even the lieutenant. Not until she had shown Rainbow Dash.

Blast, and I didn't even get a chance to talk to her, she grumbled as she pulled the mask over her head. All that effort, all that searching, and all I know is that she's me from some other world, and the Twilight from that world is still alive. Perhaps if I had went back and...no, it's too risky.

She didn't want to admit it to herself, but she had been stupid. *Going there once got Spitfire killed, and if anypony knew that I had spared three known fugitives and two ponies of high interest, I'd be arrested for sure. If anypony even knew that I had been to New Ponyville and hadn't reported it, it would be enough to convict me of treason.*

A knock on the door interrupted the captain's thoughts. Closing her trunk, she turned towards it. *Who the hell is that? Nopony should even know that I'm back-*

A low whine warned the captain that something was amiss, and she dove behind her desk just as the door exploded. After the splinters finished raining down around her, she stood up in fury.

“Ah, Captain, you’ve finally returned to us.” Trixie strode into the room grinning ear to ear, Royal Guard ponies flocking through behind her. “I’m here to inform you of some *wonderful* news. I’m placing you under arrest for treason!”

Rarity tossed and turned in her sleep. She dreamed she was flying over Ponyville, all the ponies beneath her cheering for her. She showered them with fresh oats and water, the liquid glittering in the sun. As the water fell, the mist left behind created rainbows that trailed behind her as she floated above her adoring town.

She followed the rainbows with her gaze and found that they led not to her, but to the pony she was standing on. *Oh, silly me, of course I can’t fly! I’m standing on top of Rainbow Dash!* Rarity bent down and hugged her friend around the neck, but Rainbow Dash said nothing. She just kept flying around in circles, the ponies beneath Rarity jumping and reaching for her. But as she looked down, she noticed that some faces in the crowd were growing mean. Somepony yelled, then another, and then the cheering was gone and snarls of rage came from the crowd.

Recoiling in fright, Rarity tried to pull Rainbow Dash up farther away from the crowd. To Rarity’s horror, however, she only began descending at a steeper angle. Slowly around and around Rainbow Dash flew, her circle constricting as her altitude dropped. The ponies grew fiercer with every inch, their hooves raking the air just inches from Rainbow Dash.

“Rainbow Dash, please I need you!” Rarity yelled at the mute pony below her, but there was no answer. “You died for me, darling! You let me lead these ponies, don’t let me die to them!”

A pony jumped and clamped down on Dash’s hoof, dragging her down instantly. Rarity tumbled from her back into the crowd, and Dash was gone. The rabid faces of her citizens leered above her before the circle of light closed and she screamed.

“Wha!? Rarity, what’s wrong!?”

Rarity scrambled madly, tangling herself in her sheets and falling off the bed. She felt herself hauled to her feet a moment later, and a lantern was lit. The outline of Applejack was revealed, her face concerned. "Rarity, I could hear you screaming all the way down the hall. You ok, sugarcube?"

Rarity breathed deeply and tried to quiet her heart. "I...yes, I'm fine Applejack, thank you for the concern. Just a bit of a nightmare, I'm afraid." She sat down on the edge of her bed. "Yes, just a...a random nightmare. Happens to the best of us, right?"

Applejack sat down next to her, her face stubborn. "You'll forgive me if I don't buy that, Rarity. You screamed out Rainbow Dash's name, so I think 'random' is out of the question." She put the lantern down on a night table and turned to her friend. "If you don't wanna talk about it, I understand, but no need to lie to me sugarcube."

"I'm sorry, Applejack, I'm just confused is all." She waited for a moment, but Applejack was all ears. Not wanting to shoo her friend away rudely, she let herself open up. "For so long, I believed that Rainbow Dash sacrificed herself for us. But to look up to her for so long, and then to find that she is an enemy, but not really an enemy, but she hates me, I just, uh..." She trailed off and looked sheepishly at Applejack. "Like I said, confusing."

"I know whatchya mean, Rarity. You always told me that Dash gave ya the strength to lead these ponies." She raised a hoof to her face, stifling a yawn, "just remember sugarcube, you always did your best. Whatever reasons Rainbow Dash had for doin' what she did, she betrayed us. You've got to be strong enough to lead these ponies without, or even against, her."

"I hope I am, Applejack. I just don't know what to think anymore. I just...need some time. To clear my head." She looked longingly at her bed. "It would just be nice if I could sleep peacefully, too."

Applejack snickered and stood, looking down at her friend. "Well Rarity, I can't help ya much there. I'm always here if ya need to talk,

sugarcube, and I'll be staying here for as long as it takes for ya to feel better. Just give me a yell whenever ya need me."

With a final smile, she turned and left. Rarity lay back down in bed and turned down the lantern to a soft glow, letting it keep the dark of the room at bay. *Rainbow Dash is no longer my friend, she thought, I can't afford to let her be. She may have let me live, but she would kill everypony here if she had the chance. Not to mention she's arrogant, self-righteous, a traitor...*

Listing the captain's faults helped Rarity to fall asleep, the thoughts substituting themselves for arguments for why the captain was wrong. Just beneath the surface, however, she knew that she was putting off the inevitable. Sooner or later, she would have to face the captain's accusations.

The next morning, Twilight awoke peacefully. By habit, her mind scrambled through the previous day's events, trying to remember what horrible tragedy was due to befall them all today. To her surprise, she found nothing.

Smiling a little to herself, she got out of bed and made some breakfast. Her new house was two stories and rather ornate for New Ponyville, something that she felt guilty about. But there was no imminent danger to her and her friends, nopony was about to die, and Rainbow Dash was stuck in her house and physically unable to hurt herself. For the first time since arriving in this world, Twilight Sparkle had a chance to relax.

As she munched on some mushrooms, she pulled a notebook across the table to her. Idly, she began calculating and reasoning, trying to find why they had come here. Free time had been rare in the last few days, but the notebook boasted an impressive collection of random figures, long equations, and ornate doodles.

She sighed as this new equation proved self contradictory. *Perhaps I'm going about this the wrong way, she thought. This is*

something nopony had ever done before, teleporting a non-unicorn pony into another dimension. She sighed and finished her breakfast, pushing the notebook away from her. *If only there was some book, any book, on the subject. Developing my own research could take years, and even then would require cruel experiments on other ponies.*

She looked at the book again for a long moment, and reluctantly pulled it back towards her. If she had the opportunity, it would be an insult to Dash to not help them both get home. She flipped through the pages with her magic, scanning all of her work. *Is there some sort of pattern I'm not seeing? I know my math is right, but it all comes out wrong. Always wrong, always self contradictory, like a regular....pattern?*

At first Twilight scoffed at the thought, but after a moment she caught herself. *Ok, fine, technically all that means is that my math is probably not wrong. But if my math isn't wrong, that means my premises are wrong. But my only premises are what I've read in other books by more learned ponies, and if those are wrong, they who knows what's right!* She sighed, plopping her head down in between the pages of the book. Of course they were wrong; nopony had ever done this before. She had only ever read theories on the subject, since nopony *actually* knew how to teleport between dimensions.

Her next step promised a lot of work in her future, but it was unavoidable. Wincing a little at the sound, she magically pulled out every page that she had written on from the book. *Ok, start from the begging, ignore what other ponies have said. What do I know about teleporting...*

Rainbow Dash opened her eyes as she heard a knock on the door. Adjusting herself in bed, she called out "Come on in, Twilight!"

The door opened a crack to reveal the face of an orange pony. "It's me, Dash. Err, can I still come in?"

Rainbow Dash nodded and Applejack entered the room. Both ponies avoided each other's gaze, not fully comfortable in the other's

presence. Rainbow Dash tried to wait patiently for her visitor to say whatever she had come to say, but the room was quickly getting awkward. "So, Applejack, uh...how are you?"

Rainbow Dash mentally hit her head with her own hoof repeatedly, but outside she tried her best to smile warmly at her new friend. Applejack was obviously off balance, and muttered under her breath to herself. Finally, she gritted her teeth and turned her gaze to Rainbow Dash, "Rainbow Dash, I am doing well, thank you." She gave a small nod to herself, proud that she accomplished her goal.

Rainbow Dash waited patiently for more to come, but Applejack just stood there. "Was there, uh, something I could help you with, Applejack?"

The orange pony started, remembering why she had come. "Oh! Right. Well, uh, this ain't easy to say, Dash, but I think I need to get it off ma' chest." She struggled to find her next words, trying to put her next words tactfully. "I...I wanted to apologize, actually. For myself and Rarity."

Dash blinked. All this tension for an apology? "Sorry? For what, Applejack?"

"For not listening to you and Twilight. I was, well, I was downright stupid to call for their deaths so soon. I should have pushed her to pump those Shadowbolts for information first, but instead I got all caught up in...well, I don't rightly know what happened, to be honest with ya." She looked down at the floor, kicking a hoof back and forth. "And I'm sorry in advance for what's coming next. I'm worried about Rarity, Rainbow Dash. She woke up last night screaming your name, and I don't know if she has the strength to handle what happened to her. I'm trying to be there for her as much as I can, but...well, it might be better for everypony if you just lay low for a few days, sugarcube."

Rainbow Dash was slightly torn by this. Sure, she had expected her friends to not fully trust her anymore, but to actually hear it was another thing. On the other hoof, Applejack had apologized to her, something that was relatively rare even in her home world. Rainbow Dash was hurt but also a little warmed, and the conflict prompted a question. "Applejack, I need to know: what do you and Rarity think of me right now, exactly? You know that I would never betray you, right?"

Applejack looked up at Dash, but withered beneath her pleading gaze. "...I know, Rainbow Dash. Whatever happened to the captain to make her that way, you're obviously the Rainbow Dash we thought we knew. But Rarity? I don't know, sugarcube. She's not really doing so hot right now, and I don't think she fully understands what happened with the first Rainbow Dash, never mind you."

"So *you're* ok with me here, but Rarity isn't?" Dash was glad that she didn't have to put up with the headache that Rarity and Applejack did. She knew who she was, and she knew that the captain was not her at all. Kinda.

"Yea, I'm ok sugarcube. I just keep telling myself that you aren't her, and I can keep going until I have time to get it more sorted out." She backed up towards the door, nudging it open, "just be patient with Rarity, ok? I don't really know what's going to happen next, but I'm worried about her."

Dash lay back as Applejack left the room. She was just trying to protect her friend, she knew. Rarity was vulnerable right now, and Applejack was just trying to look after her. Dash smiled as she pulled the soft covers up to her chin, sinking back into the bed. Trying to protect a friend was something that Rainbow Dash could understand, and she was willing to be bored if it meant that Rarity would come out of this ok. *Not that I have much choice*, she thought, looking at her tied sling. It really was awfully strong for a piece of cloth.

The captain's vision swam back into focus, just in time to see the hoof come back for another swing. Her head was knocked sideways as this punch caught her on the jaw, blood and spittle flying out of her mouth.

"Enough!"

The captain recognized the voice instantly. She didn't need to lift her head to know that Trixie had finally walked into the room herself.

The captain heard the Royal Guard next to her step back, and lifted her head to watch him walk out of the room.

The room itself was grey and well lit, though from no obvious light source. The captain knew that she was in one of Trixie's infamous dungeons below the palace, but where in the labyrinth she was she had no idea. She was tied to a chair with a table in front of her, and now Trixie was taking a seat opposite her.

Looking at the captain, Trixie couldn't help but be disappointed. Two hours in here, and all that her underlings had managed to accomplish were a black eye and a little blood? She made a note to give them a firsthand experience of real torture after she was done here. On the plus side, the captain's mask had finally been removed. She knew from experience how strong the enchantments on those things were; if a Shadowbolt didn't want his mask taken off, you had better have a lot of magic at your disposal. *Which, of course, I do*, Trixie thought to herself.

With the face of the captain finally revealed to her, Trixie couldn't help but chuckle to herself. "No wonder Nightmare Moon didn't believe that you had been captured by Rainbow Dash. She will, though, in due time." She figured the captain would be a sobbing wreck after so much 'attention' by her minions, practiced or not, and she still clung to the hope that the captain's relatively unharmed face was only an appearance.

Her mental image of the captain was shattered when she saw the grin. The grin that said "Oh, hello Trixie, I hadn't noticed you there." Trixie hated that grin, and she knew that the captain knew that she hated it. Trixie really, really, hated the captain.

As if to confirm her thoughts, the captain spoke, "Oh, hello Trixie."

"I could kill you, you know that right?" Trixie had to throw her hard balls at the captain. *Make her afraid, make her tremble, and she'll melt to putty right in my hooves.*

"Yup. But you won't." The captain's grin never wavered.

"I *know* where the rebel base is, I know you were captured and somehow walked out unscathed, and I know that the pony with you died. I don't actually *need* a confession from you to execute you, but it would help smooth things along." Trixie gave her own grin at the captain, trying to unnerve her. Beneath her hood, her horn began to glow.

"Oh right, a confession to treason." The captain tried to lean forward and rest her hooves on the table, but was reminded that they were tied behind the chair. Settling for leaning back nonchalantly, she looked at her captor. "See, here's the position I'm in, Trixie. You and me, we're the right and left hooves of Her Majesty. The interesting thing about that, my good mare, is that we both answer to her *and only her*. I've said it before and I'll say it again, foal: I'm the damn captain of the *Shadowbolts*, and I report directly to Nightmare Moon." She leaned forward as much as her binds would allow. "But we both know that that's not what this is really about. If you had gotten the go-ahead from Nightmare Moon, I would be dead already. And that means, she doesn't know about this. So why are you keeping me here, Trixie?" *What are you trying to find out?*

Trixie heard that last phrase directly in her mind via the link she had established while the captain was talking. Perhaps trying to worm her way into the captain's head for so many months had given her unnecessary practice with detecting her telepathic tricks. Trixie scowled, faced with that same infuriating grin.

She took a deep breath and put on her own mask of confidence, her lip curling on one side. "Captain, you're right. Nightmare Moon will never know about this little talk. You've been an annoyance to me for months, like a little tick that I could never quite detach. But I've got you now, and soon even Nightmare Moon will believe that you betrayed her."

The captain's grin wavered just a bit, giving Trixie all the reason she needed to keep going. "You're no longer a threat to me, captain. You're just another pegasus, one who got in my way and was dealt with in due time. I dare say that Nightmare Moon will find it all too believable that the infamous Rainbow Dash harbored loyalties to her childhood friends all along once I drag your body back." She raised her hoof, inspecting the edges down the sight of her nose. "You're mine now, captain, for as long as I decide to keep you alive. So to answer your question, I'm not trying to find

anything out. I'm keeping you here because I want you to see me burn down that precious town that you're protecting."

"I'm not protecting it, foal. You arrested me before I had even made my report. When Nightmare Moon finds out about this, she'll kill *you* for treason, if not incompetence!" The captain was no longer smiling, which made Trixie grin all the more.

"Sadly, captain, you'll never have the chance to give that report. You see, me and my Royal Guard are on our way now to that blasted town, where we will stumble upon you just as you're exiting the gates. Seeing me, you will attack me viciously with several of your new friends, and I will have no choice but to defend myself." Trixie couldn't help but give a light laugh, commending her own brilliance. "I'll have someone sent in to prepare you, captain. After all, we both know that you'd never give up without a fight. I'm off to finish my report on how you attacked your lieutenant as proof of your loyalty to the rebels. It's rather heartbreaking, actually."

Trixie could hear the captain struggling in her bonds, and knew she had hit a nerve. She stood and walked out the door, making her way towards her office. Her army was ready, New Ponyville lay exposed, and the captain had been removed. As she passed under a vaulted window, Trixie couldn't help but feel a warm glow inside. The sense of imminent victory coursed through her like a drug, empowering her to prepare ever faster.

Chapter 11

Diamond in the Rough

Rarity brushed a hoof across her desk, sweeping most of the papers to the floor. Slowly and delicately, she smoothed out a pristine page before her, the only one remaining on her table. She read it twice, committing the words to memory, and picked it up with her magic to be placed in her desk drawer. With it safely tucked away, she sat back and smiled.

I've done it, she thought triumphantly, rereading the page over and over in her head. *Ten months, Celestia knows how much death, but I did it.* A grin began to form across her face as she strode to the curtained window. *I've given and given and they've finally accepted.*

Her horn lit up as she pulled the curtains back, stepping up to see the sight before her. Her office overlooked the center of the town, and below her ponies went about their lives. To a casual observer, they looked little different than they had two days before, but to Rarity's eyes the world had changed.

A teal earth pony walked down the street with another mare, talking and giggling. A colt sat against a wall smiling, whiling away his time. Somewhere in the distance, Rarity could hear a group of mares singing, the off-key notes broken by laughter. Ponies looked ahead of them instead of at the ground, they stood up straight with their shoulders out, and every now and then one would glance toward the ceiling.

Rarity knew what those ponies were thinking, because she was thinking it too. *We've struck back. We struck back and won. Who's to say we can't strike back again? Who's to say we can't go home someday?*

She turned away from the window, a sense of elation coursing through her. *I've given them hope. I've sacrificed of myself and of my friends, but I've given them hope. All they needed was a little generosity.* She felt reinvigorated by the thought. Numbers and figures could make

things seem bad, but this was the real face of New Ponyville: happiness, hope, and love for her.

She walked to her desk and took the top paper off of a stack Twilight had organized. As always, it was her agenda for the day. Besides the tedious day to day management tasks written down, there were three entries marked as important. As she began to sit down behind her desk, she froze. A smile played across her face as she rose back up, looking around the room for her saddlebags. *Today is a joyous day*, she thought to herself, *I think it would do myself and everypony else some good to give these tasks a more...personal touch.*

She gathered a few papers and some supplies into star-marked saddlebags. Grabbing a matching hat, she walked out of the door and down the hallway. As she descended to the first floor, she saw a familiar face in the lobby.

"Well, good morning, Applejack!" She smiled brightly as she trotted by. Applejack looked up from her lunch in mild surprise, and her face screwed up in confusion.

"Uh, begging your pardon, Rarity, but I think it's actually quite dark outside." Applejack took another bite of her meal, work of her own scattered off to the side. "And where are you off to, anyway? Ain't you got some mayor duties to attend to?"

Rarity turned around at the door, the motion causing her mane to swing gracefully in front of her face. "Oh my dear, you're beginning to sound just like Twilight. As a matter of fact, I'm going to give my personal presence to today's issues, I believe that the mood of the town warrants it, don't you?"

"Well, I suppose that's fair. Everypony does seem to be in a particularly good mood tonight, I'll give you that. I've got my own work to take care of here," she motioned toward the papers next to her with her head, "otherwise I'd come with you."

Rarity pouted but sighed, "That's just as well, I suppose. Getting the aid of the resistance takes priority, of course. Have you tried showing *them* a personal touch, my dear?"

Applejack brushed the pages behind her unconsciously and shook her head. "I've met with 'em a few times, but I ain't ever been to their base of operations, so to speak. They're an awful suspicious sort, you understand."

"Oh course, darling, you've explained it before. If even one pony from here was loyal to Nightmare Moon, and the resistance lent their aid, then they would be hunted down and extinguished if uncovered." Rarity shifted the weight of her bags, which reminded her of the work she was supposed to be doing. "Oh! But I've gone and let precious minutes slip away in idle chitchat. I'm afraid I must be off, my dear, do take care of yourself today."

"Tonight, you mean. See ya later, Rarity."

As Rarity left the building, Applejack looked down at the pages next to her. *I hope she's wrong, she thought, about us needing them. I hope that that captain didn't report us to Nightmare Moon. I hope this war really is over.* Her smile slipped away as Rarity's good mood faded from Applejack's reality.

Applejack shook her head clear. *Hope ain't a strategy, Applejack, you gotta sit down and think this through. When the Shadowbolts come knockin', how are you gonna save these ponies?*

Rarity held the agenda in front of her with her magic, walking through the town. Ponies muttered as she passed, and for once she didn't have to force a smile when they said hello. It just came naturally to her, the attention and gratitude bringing out the best mood she had had in months. Riding the high of emotion, she made her way out of the town proper and across the small bridge, heading towards the storehouses.

With the executions over, ponies had returned to their regular duties. Outside the tunnel, a brown unicorn in a rough coat stood guard. Seeing Rarity, he stood up from his slouch and brought a clipboard up with his magic. "G-good evening, mayor! We- that is, I- that is, uh, nobody expected to see you in person tonight, Ma'm."

Rarity approached, all smiles. She looked the pony up and down, and a small part of her winced at the fashion choice. A plain brown jacket with one patched elbow hung loosely over his flank and legs, his natural brown coat being several shades off from this one. *Now now, Rarity, she reprimanded himself, you of all ponies should know that fashion sense is hardly the most important thing to take care of in this town. Besides, he's obviously just an unfortunate soul who's trying to look his best for the job.*

"Good day, my dear. I apologize for not giving any advance warning, but I thought that today I would take a break from my *dreary* office and come see the faces of New Ponyville." Her horn glowed and the agenda slipped out of her bags, "So let's see. It says here that somepony here has urgent news about the supplies of the town, correct?" The brown unicorn nodded, and she put the paper away, "Very well then, I'll speak to the supervisor at once."

"Oh, uh, of course, miss Mayor. Please, uh, this way."

The brown pony turned and led the way down the tunnel, branching off from the main passage to go through a door. Inside, another tunnel stretched off perpendicular to the main one, and although it was slightly smaller it was still large enough for both ponies to walk side by side. Every now and then, another pony would pass by them in either direction, but their features were hard to make out in the low light. Although Rarity made small talk with the pony where appropriate, she was hardly paying any attention as they walked, her mind distracted by the gloom.

She waited until the other pony had finished speaking, then changed the subject to a question that had been nagging her. "Excuse me, but why is it so dark down here? There's just these icky blue mushrooms for light along this whole tunnel, why no torches?"

"Err, miss Rarity, if you'll remember back to our reports, I believe we made mention of several conditions down here." The brown unicorn looked at Rarity with confusion, but his faith in her never wavered, "Actually, I think it was only mentioned once or twice, so I'm not surprised you didn't remember. There's no tunnel to the surface down here that we've found, and with torches burning up the oxygen no pony would be able

to breath after a few hours. Thankfully, most of the supplies are kept closer to the main cavern, it's just the offices that are located back here."

Rarity looked aghast. "The offices? You mean ponies suffer all day in their workplace while the food is kept closer to fresh air? Why on earth would they do that?"

The unicorn looked at Rarity awkwardly, not sure how to proceed. "Er, actually Ma'm, it was the forepony's idea. He said he took a page out of your book, always giving of yourself to help everypony else. He said he'd just hold his breath real good, and save other ponies the long trip down here."

The brown unicorn pulled up short and Rarity barely caught herself from stumbling. With regal elegance, she turned to realize that they had stopped next to a door in the wall, nearly invisible in the shadows. "This is it, miss Rarity," the smaller unicorn began, "Forepony Checkers' office. I've got to get back to my post, it was nice to meet you miss." Rarity said her own goodbyes and the unicorn left Rarity alone. As his hoofsteps faded, the silence of the tunnel poured over Rarity.

It's almost terrifying, she thought as she took a deep breath, *to be so far removed from everypony else*. As the tunnel stretched out of sight in either direction, she suddenly felt terribly alone. Steeling herself against such negative thoughts, she knocked on the wooden door with her hoof.

Before she had even put her hoof down, the door flew open inwards. Standing inside was a heavily built red colt with a construction hat on his head. His face was framed by a yellow light inside the room, and Rarity could see his face flash from hope to disappointment to surprise. "Rarity? What are you doing here?"

Rarity raised one eyebrow at the stallion until he remembered himself. "Oh, err, I mean, come on in, mayor." He stepped backwards, and Rarity nodded to him as she entered the narrow doorway. The office inside was small and sparse, with a simple desk and chair. A mushroom inside a small pot was on the desk, giving the room a soft blue glow.

"I'm sorry, Ma'm, I don't normally get visitors down here." He lifted a bucket of tools off another chair, which he dragged over to the desk

and offered to Rarity. As she took a seat graciously, he rounded the desk and sat in his own chair, resting his elbows on the desk. The pot tottered dangerously as he put his large forehooves down, but he deftly reached out and steadied it before it fell. Turning his gaze back to the mayor, he narrowed his eyes suspiciously. "I suppose you're here about the supply shortage, huh? Well I can assure you' we've taken every step we could to draw out our supplies. If-"

"Actually, my dear, I was hoping you could tell me why I was here." Her horn glowed, and the agenda slipped out of her bag again. "'urgent supply development' is all that this notice says, could you perhaps elaborate?" Rarity was smiling, but the forepony gave no notice as he bent over the desk to look at the paper. Rarity obligingly turned it towards him, but he barely glanced at it before he sat back again.

"Well I can tell you right now what you're problem is, Ma'm. That ain't my report, that's just a piece of paper telling you that my report was urgent. And a bloody daft waste of good paper it is, if you don't mind me saying." He smirked, proud that he had identified the problem so easily.

Rarity paused, but wouldn't let his observation slow down her good mood for long. "Oh, no, I don't think you understand. I'm sure I have the report...somewhere, in my office, but I felt that it had been awhile since I walked around New Ponyville. On this most optimistic of days, I decided that I'd hear all of the important reports in person." She held a hoof to her chin, thinking, "I'm beginning to think of it as a step in a new direction of direct communication. Paper just leaves such a mess and gets everywhere, don't you think?"

The forepony just stared at her for a minute, his mouth a thin line. It wasn't until he spoke that Rarity recognized the rising anger in his purposefully calm voice. "I'm glad you feel that way, miss mayor, because that won't be a problem anymore. I can assure you, no more of my reports will be cluttering up your office in the future."

Realizing how she must have sounded, Rarity struggled to save herself, "Oh no no no, forepony, I didn't mean it like that. I was simply remarking on how inefficient paper is in general, just general conversation if you will. Please, I'd love to hear your report, I'm sure it's very important and

interesting.” She leaned forward and batted her eyelashes, but the forepony was unimpressed.

“No, mayor, I don’t think you understood me either. I’d love to keep filling out daily reports of our dwindling supplies for you to ignore, but unless you want me to chisel rocks there’s not much I can do.” Confusion crossed over Rarity’s face, but the other pony answered her question before she could ask it. “Our dwindling supplies that I mentioned? Yea, they’re gone now. Ironically, that report was the last sheet of paper we had.”

Rarity sat for a moment, mostly unconcerned. “Well, it’s only paper after all, you can simply make more, right?”

The forepony sighed patiently, pausing before he started again. “No, miss mayor, we can’t. I didn’t mean that our supplies of paper were out, I meant our supplies for making it. There’s no more wood left in Ponyville, mayor, none at all.”

Rarity sat in her chair, her mind perturbed. While wood was useful around town, it wasn’t an absolute necessity. “Yes, forepony, I suppose that does qualify as urgent news. Thank you for bringing this to my attention, I’ll have to devote more consideration to alternate building materials.”

“And lighting, since torches will be burnt out within the week. And heating, since nopony will be able to burn the rotten muck on the surface for their fires.” The forepony began counting down uses for wood on his hoof, “and-”

“I get the idea, forepony, thank you very much.” Rarity stood to leave, her mind troubled. As soon as she turned around, however, a voice called back from behind her.

“What, you don’t want to hear my report?”

Rarity froze and turned around. The forepony’s face looked honestly puzzled, and Rarity had to restrain herself from screaming her next sentence. “You mean *that* wasn’t the urgent news?”

The forepony shook his head. "Oh no, that was just part of it. The urgent news is that we are out of supplies." Rarity looked at him angrily, and after a moment he clarified "I mean, all supplies. Food stores are empty, Ma'm."

Rarity reeled backwards mentally, and even on the outside she couldn't hide the shock from her voice. "I thought...I thought that we had enough food to last us another week at least, forepony. What happened?"

For a moment, Checkers just looked at her blankly. Then, to Rarity's surprise, the pony behind the desk laughed. It started off small, but gradually grew until it was a mighty bellow. His eyes were closed shut as his chest heaved, and every time he opened them to look at Rarity he began another round of laughter. Rarity was at first angry that she was being laughed at, but gradually became sad as he continued. *Did I...do something wrong?*

Finally, the laughter abated. Wiping a tear from his eye, the forepony looked at Rarity again and stifled a chuckle. "Heh heh, oh Celestia, you're serious aren't you? Bahaha, this whole time I thought that maybe you were just messing with me, trying to get a rise out of Ol' Red Checkers, but no, you *actually* didn't read *any* reports! That's amazing!"

"Honestly, forepony, I'd suggest that you try to remember your place." Rarity's voice was ice cold, but the forepony didn't notice as he kept laughing. "And you still haven't answered my question. We should have enough food for another week, so what happened?"

"Hahahah, you're right, Rarity! We *should* have enough food, but I'm interested, how do you know how much food we should have? From my reports? Because I know nopony else could have estimated how long it would last us, I'm in charge down here!" he stopped to catch his breath as the laughter ended, "but see, that's just it. Those were estimates, based on *my* projection of how much food we were using per day. But then you decided to throw two more feasts." He spread his hooves open in a shrug, "What are you gonna do, right?"

Rarity's could feel her stomach drop into her legs. "So...no food at all? What about the mushroom farmers? What about Fluttershy?"

Turning around for a moment, Checkers grabbed a few pages from behind him. Flipping through him, he read off the numbers. "On a good day, and I mean a really good day, mushroom harvesters can bring home enough grub to feed everypony for two days. We haven't had a day like that in months, mind you. They've been buying us time, but that's all I can ask of them under the demand on us," he shot an accusing glance at Rarity before returning to the paper, "And Fluttershy doesn't make her own deliveries, you had ponies, or I guess that little dragon of yours, to run and pick 'em up for you, remember? Plus, her meat was a supplement to the rest of the food, not enough to actually sustain a population."

He put down the pages on his desk and looked at Rarity, a smile spreading across his face. "Ya know what, boss? I'm stumped, I really am. You've led us through thick and then since Ponyville got sacked, but I can't figure out how you're gonna get us out of this one."

Her face must have given Rarity away, because Checkers' face seized up. When Rarity didn't come up with an answer after a moment longer, he erupted in a deep bellow that filled the cold room. *What do I tell them all now? Is that it, is it just over?* Her mind raced as she stood up, trying to block out the laughter. It filled her head, bouncing back and forth in her skull, and in her mind she saw what a joke he saw her as. The leader who killed her citizens with kindness. *I need to get out of here, I need the firelight, I need air!*

She opened the door and stepped into the tunnel, not bothering to close it behind her in her haste. She tried to walk slowly, with poise and dignity, but the laughter followed her and quickened her step. It resonated off the walls, bouncing and rebounding over and over her in cascading barrages of mockery. She began to trot, then run, then full on gallop in the gloom, listening to the sound of the wind and her hoofsteps to drown out the noise.

Some part of her knew that the laughter had ended a long time ago, but still she heard it in her head. She saw Twilight standing there, trying to politely hold her smile when she found out about the food. She saw Applejack, trying her best to help while they both knew that it was the resistance that would save them all. She saw the captain, looking down at her with that maddening grin, the little unicorn who was such a little threat that she wasn't even worth killing.

It's just not fair, she told herself, her pace slowing as the laughter in her head faded, *I finally gave them hope, I finally got what I had given so much to get. Why now? Why do they have to die now?!*

They don't. The thought crossed her mind as a reactionary thought, but she latched onto it desperately. *They don't have to die. We still have options. Ponies still have food in their houses, it can be recollected and...rationed....to buy us a few days. And...the resistance!*

Yes! She thought in exultation as she neared the end of the tunnel. The main cavern loomed ahead of her, the fresher air filling her lungs. *The resistance has food and water, they said so themselves when they contacted Applejack. If we can get them to trust us, they'll help for sure.*

She emerged into the main cavern, the guardhouse blocking most of the view before her. As she walked around the side of it, she took in the sight of the town entrance and smiled again. *I built this. I brought them this far. What's so different about one more obstacle?*

She took the agenda out of her bags, looking toward her next item. Her eyes read the page, but her mind was elsewhere. *All I need to worry about is Applejack gaining their trust. It's out of your hooves now, Rarity, so don't let it bother you.*

The moon hung high over the open plain. Though the grass had long since perished, the cool but firm dirt beneath Trixie's hooves was a much better alternative to the rot that covered most of the ground outside. Despite this, Trixie scowled as she walked up to the wooden stage, the new planks shining bright in the moonlight.

After she ascended, she turned and faced the crowd. The open plain stretched out nearly endlessly before her, and the ornately armored ponies of the Royal Guard stood ranked...about ten ponies deep.

"Warrant Officer!!"

A unicorn in the front row's horn flashed, and a moment later he stood next to his mistress. "Yes, Great and Powerful Trixie!"

Trixie's hood was down, letting the unfortunate officer see the anger in her face rise. "I gave you the order to assemble the Royal Guard, not an invitation for those who felt like showing up! Where are my legions of soldiers!?"

The Warrant Officer hesitated, but gulped as he accepted that there was no escape. "Ma'm, our efforts were hampered by the queen. She insists that the Royal Guard doesn't count as personal resources, ma'm! These ponies are here against orders from her."

Trixie scowled up at the castle, the mountain rising above them. "That bitch, Nightmare Moon!" Trixie turned away from the lowly unicorn, his existence forgotten beneath temporarily. "She wants to strip me of my forces? Fine! She's given me plenty of her own power to purge a few week rebels on my own, nevermind with-" she whipped her head around, her mind counting the ponies before her instantly, "-a hundred of my own troops. *Warrant Officer!*"

"Yes, Gre-"

"Our anchors have been placed in the forest by now, correct?"

"Yes! They arri-"

"Good, give the order to the troops. Prepare for mass teleport in ten minutes."

The sergeant saluted smartly, and turned to the soldiers. As he relayed his orders, Trixie jumped down from the stage and walked off to the side. Supported by two of her specialists, the captain hung limply. Her head rose at the approach of hoofsteps, and Trixie saw that no smile was anywhere to be seen on that cursed blue face.

"Well then, captain, we are almost underway. You're friends will be nothing more than a smoking crater by this time tomorrow night." She leered over the beaten pony, the moonlight glinting off her eyes and teeth.

“They still aren’t my friends, foal. You really think you can hide this from Nightmare Moon? You’re men will be fired as soon as you return, maybe even killed for obeying you over her.” The captain tried to spit on the ground, but the liquid mostly just dribbled from her injured jaw.

“They are mere pawns, nothing more.” Trixie waved a hoof dismissively, and the two ponies holding the captain up just stared forward. “They have been trained to do their job, regardless of the consequences. Something you never had the stomach for, as these rebels staying alive can attest to.”

“You’re a bitch, Trixie. We’re on the same side, and you’re too caught up in your conspiracy theories to even acknowledge the *possibility*-”

“If you’re going to tell me that you simply walked out of that cave, don’t waste my time. You’re refusal to help me is all the proof I need to know you’re a traitor.” Trixie snorted and turned away. *Not that I care anyway*, she added mentally. *She’ll be just as dead after all of this no matter where her loyalties lie.*

The New Ponyville Infirmary was located outside of the main part of town, one of its walls resting against the natural stone of the cavern wall. It was a design plan that Rarity was rather proud of: it gave patients a quiet area to rest while also providing a soft quarantine zone for them to recover in.

Lives are saved here every day, Rarity thought as the building came into view, *but nopony ever thanks the kind doctors inside. Perhaps I shall make a note to have them recognized publicly. A feast, perha-*, she caught herself mid thought, the good mood she had fought so hard to recover suddenly vanishing. More sullen than when she had woken up, but still forcing a smile, she pushed open the door to the clinic.

All thoughts of public recognition vanished at the sight before Rarity. A long bench sat against the far wall, with sickly looking ponies taking up every inch of it. A few of them waved weakly as she stood in the doorway, but most were too busy trying, and in a one case failing, to hold their lunches in.

“Mayor! Please, go back outside, *quickly!*” Rarity didn’t have time to see who spoke as she was blindsided by a pony and pushed unceremoniously out the door. The unexpected movement coupled with her flat footedness caused her to fall over, the dry dirt of the cavern floor poofing up around her. She coughed and turned around in anger to look at the guilty pony.

“I’m sorry, mayor, but you really shouldn’t be in there.” Nurse Redheart ducked down to help Rarity up, but Rarity shirked her off and stood up on her own, still coughing. “We don’t know how it’s spreading yet, and if it’s airborne then just being in the same room as them is dangerous!”

Trying to put aside her frustration at being knocked over, Rarity asked, “How what’s spreading? What is happening in there?” As she spoke, she absently inspected her now brown and dusty coat and saddlebags. *And they had looked absolutely divine, too.*

“The disease, or virus, or whatever it is of course!” Rarity’s blank look gave Nurse Redheart a pause. “uh, the one I wrote about in my report? The one marked ‘Urgent’?”

“Ah!” exclaimed Rarity as she pulled her agenda out. She frowned as she smoothed out the crumples from her fall, but it was still legible. “Yes, I have it marked right here that you submitted and urgent report. That’s why I’m here, in fact, to hear it in person.” She forced a smile out, suddenly nervous that the other pony would burst into laughter. *Why didn’t I just read them first, and then come in person?* She lamented, *Too late now I suppose.*

To Rarity’s relief, the nurse did not burst into laughter. Rather, she just shook her head and looked distractedly at the door, “Look, miss Rarity, I’ll have to give you the short version since I’m a little strained for free time at the moment. We got our first patient two days ago, and they’ve been pouring in ever since. Symptoms include sweating, fatigue, nasuea and vommiting, diarrhea-”

“Please, don’t- err, I mean, have there been any deaths?” Rarity’s stomach was churning at the thought of the biological mess inside the infirmary right now, but she couldn’t simply excuse herself.

“No, thank Celestia,” Nurse Redheart looked briefly at the sky, closing her eyes for a moment in silent thanks, “but some of these ponies...it gets really bad, miss Rarity, and patient zero hasn’t shown any signs of improvement yet, so we don’t know how long it will last. It might even be fatal down the line, it’s only been two days for him after all.

“Is there no chance of finding a cure? We’ve had sickness in New Ponyville before, right?” *I mean, we can’t have gone ten months down here without something like this happening before,* Rarity reassured herself.

“Not like this, mayor.” A particularly loud cough from inside made Nurse Redheart turn anxiously toward the door, but she held her ground. “Err, sure, we’ve had sick ponies, but always little bugs that we knew how to cure.” She sighed, looking at the ground. “In Ponyville, we had the equipment to look for our own cures to new sicknesses, but here,” she looked around and gestured with one hoof, “We are literally living under a rock. We ran out of serious medical supplies months ago, and with no way of making more our only way to heal ponies is to give them warm meal and a bed.”

“That’s it?” Rarity was shocked that the medical pony’s report ended there. “We have a new medical problem and no way to stop it? Can you at least figure out where it came from?” Rarity’s breath was shallow, worry beginning to eat at her.

“No, mayor, we don’t know anything. I was just the nurse back in Ponyville,” her voice was strained, and Rarity finally noticed that there was moisture in her eyes, “I just tried to help ponies, but I don’t know what I’m doing here. I’m not a doctor, Rarity, but I’m expected to run a hospital? I’m good with ponies, I can make them comfortable, but I can’t make them better.” A call sounded from inside, and the nurse turned her head again. “I...I’m sorry, mayor, but I really have to go.”

“*You* run this infirmary?” asked Rarity, and the nurse stopped in the doorway.

Turning quickly over her shoulder, she yelled back, “Of course I do. No pony here can do it, but I’m the closest they have to somepony that

can.” She hesitated for a moment, then added, “I don’t know what I’m doing here, but at least other ponies think I do, and that’s better than nothing. It gives them hope.” Not waiting for Rarity to respond, the white unicorn ducked inside the door and was gone.

Rarity stood for a moment, then turned and walked slowly away from the building. *Hope*, she thought, *it always comes back to hope*.

She made her way slowly back into town proper, the buildings becoming larger and more ponies walking the streets as she went. *She took the job to help ponies? Doesn’t taking a responsibility you can’t handle hurt them more than help them?*

Her steps slowed as the parallels dawned on her. *What about me? No, I couldn’t have...hurt everypony. They wanted me to lead them. Plus, I gave them hope. I succeeded.*

She knew that the nurse had given her patients hope too, and deep down another question plagued her. But instead, she pulled out her agenda and looked towards the final item. Sighing in relief, she put it back in her dusty and disheveled bags. “A promotion to attend? Well then, finally, some good news today.”

Twilight sat in Rainbow Dash’s bedroom. Her friend was asleep in her bed, but Twilight hardly bothered to notice. Her work absorbed her, and she had compromised between keeping her friend company and trying to get home by bringing her notes and materials over to Dash’s house.

Ok, so basic magical theory says that’s teleportation works by moving the pony through space, but any first year student will say that the world looks like it’s shrinking and overlapping while the spell is being cast. If it were simply moving, my magic would have guided us both, but with the non magical presence of another pony, the variables would have to be readjusted....

Rainbow Dash snorted in her sleep, and Twilight’s train of thought was interrupted. Turning back to her book in a huff, she flipped through the pages magically. *Ah, crap, ok, so the spell becomes less like*

moving forward, and more like being pulled. Like a fishing line in reverse, or something. A reverse summoning spell, maybe? But that would only work with some sort of anchoring pony on the other side, right?

She scribbled some notes with a pencil. *No, this is ridiculous, I'm just rambling incoherently now.* She sighed and crossed out most of her page, laying her head down on the book. *Without any other work to compare results too, I'm just wandering in the dark.*

Rarity walked grim faced towards the guardhouse. She was still happy, she knew she was because she kept telling herself that she was. She just...needed some time to think things over. She was happy because she had given everypony hope. It didn't matter what they were hopeful for, of course, just that they were hopeful.

She was happy because they were hopeful, she just wasn't smiling because she was dirty. Yes, that was it, she was dirty because she had fallen, no, been pushed to the ground by that silly nurse pony. Yes, quite silly, so silly that she really didn't warrant thinking about very much.

Stuffing the events of the day into the cramped corners of her mind, Rarity forced a smile and walked through the doors to the guardhouse. The main room was empty except for a few scrambling ponies, but sound floated down from a set of stairs towards the back of the room. She made her way to them and ascended them quietly, not wanting to disturb the ponies above her.

"...has left us with room for growth, and it is with great pleasure that I present to you your wings, Guard Captain."

The stairs let out in a small hallway, and Rarity peeked around a doorframe to the source of the voice. Contained inside were a dozen or so ponies, standing in rank with their brown and blue guard uniforms and stomping the ground in applause. The floor beneath Rarity shook, but she hardly noticed as she looked towards the front of the room.

Big Macintosh grabbed a small box with his mouth and turned to a pony next to him, who took two metal emblems out of the box and

pinned them to his collar. He smiled around a scar on his face and shook hooves with Big Macintosh. *Now where have I seen those wings before?* Rarity thought to herself, *I know I should remember, but...no, perhaps it was something unimportant. It's just a militia rank after all.* The newly promoted black pony nodded to the crowd, who shouted words of encouragement to him as he cleared his throat.

The new guard captain stepped forward and began to address his peers, and Rarity made her way around the back of the room, trying to find somewhere to stand that was unobtrusive to get to but still noticeable by everypony in the room. As she scanned the room for possibilities, however, she noticed Big Mac gesturing to her. With the other pony taking the spotlight, he had left the stage and now stood in front of a side door, which he entered once he was sure that Rarity had seen him.

I certainly hope he isn't going to reprimand me about being late, she grumbled as she made her way to the door, *the agenda never actually said what time I was supposed to be here.*

She nudged her way in unnoticed by the crowd, whose full attention was on the speaker. The room she entered appeared to be some sort of preparation area, with a wardrobe of different military dress outfits and a mirror against one wall, with a small writing desk against another. Big Mac stood over the desk, occasionally bending his head back to take a drink from a glass of water.

"Good to see you, miss Rarity," he drawled as he looked at the desk, "You didn't actually read my report about today, I take it?"

Rarity's shoulders rose as blood rushed to her face. At this point, she was more angry than embarrassed that everypony seemed to figure her out almost instantly. "I'll have you know, Big Mac, that the report you sent me never specified a *time* for my arrival, it only said 'promotion at the guardhouse'." *It may be a bluff,* she thought to herself, *but I doubt he actually bothers to write them out much at all.*

"I know it didn't, miss Rarity," he smiled as he nudged a glass of water towards her, which Rarity took with care as she looked at him in indignant anger, "because you weren't suppose to come in person. You just needed to sign his promotion document, miss."

The blood in her face became a flush of embarrassment, and she sank into a chair across the desk in defeat. She looked toward the pony, remembering when she had appointed him the chief of military defense for New Ponyville. Sighing, she took sip of water and spoke, "I'm sorry, Big Mac," she was looking at the floor, but she knew that the face of her old friend was already smiling in forgiveness, "I've just had a long day. Is it really so obvious that I've fallen behind on keeping in touch with events?"

The red colt sniggered, "Heh heh, only to us ponies near the top, don't you worry. Those boys out there put their lives on the line for you every day, though, because you're some kind of savior to them." He winked at Rarity, taking another sip, "But even those of us that know you're just a pony like the rest of us can cut you some slack, so don't worry."

The weight on Rarity's shoulders eased a little. "Thanks, Big Mac," she smiled at him genuinely, her defenses for the day finally coming down a little, "I was hoping for some good news when I came here, and even if that isn't what I expected I still certainly welcome it."

Big Mac drained his glass and immediately poured himself another one. Rarity noticed for the first time that she was being served water out of a different bottle than Big Mac, but before she could ask why he began speaking. "Good news? I'm just being honest with you, Rarity. It's the least I can do. I don't know why you thought you'd hear good news here though."

Rarity's eyes widened a little in surprise. Suddenly unsure of herself, she nervously inquired, "I...I'm sorry, Big Mac, but I was under the impression that promotions were a good thing, correct? I admit that my knowledge of military politics is lacking, but surely that pony out there is quite elated, no?"

Big Mac took a large drink from his stone cup, and Rarity caught as harsh scent as he put it down and began talking to her. "Heh, I keep forgetting, you read literally *no* reports." He shook his head and looked towards a wall. The wall was covered in pictures, all of ponies in guard outfits. Some of them had their arms in bandages, some had hooves around loved ones, and all had little notes scribbled at the bottom of them.

Rarity followed Big Mac's gaze towards a piece of poster that had been cut off, featuring...*a Wonderbolt?*

"Promotion here doesn't really work like it does in town, Rarity." Big Mac raised his cup to the poster and drank heavily, draining the drink. Gasping as he put it down a little too heavily, he continued his thought, "There's no call to have two guard captains. In order for somepony to have a promotion, the position has to be vacated first."

"Well, that's *exactly* how it works in every business, too. Honestly, Big Mac, I don't see-"

"I know you don't, Rarity." Big Mac poured another cup, and this time Rarity could see that the liquid coming from the bottle was the color of brandy. "Maybe this will help you: we've never had a pony retire from the force here."

Suddenly, Rarity remembered where she had seen those pins before. They had looked so different on a black pony than when they had been on Soaren's chest. "Oh, Celestia..." Death had become all too common a thing in New Ponyville, but after everything that had happened, all the hope she had felt.... "How did he...die?"

"Suicide." Big Mac was staring into his cup, his forehead supported by one hoof. "No pony even thought about it until after we found him, but that pony you executed...that was his old teammate." He shook his head and drained his cup again, letting the empty vessel fall to the table. "I can't even imagine what he felt after he saw...that."

Suicide. Rarity's mind was blank except for that one word. As the shock slowly faded, it filled up with even worse ones. *Suicide. That was why I executed her in the first place. To end suicide, to give them hope. Now another pony is dead because of me.* She looked down at her hooves, her imagination accusingly painting the pristine white fur in blood. *I killed the lieutenant to try to save everypony. I did save everypony. Almost everypony. And I never asked myself if it was worth it.*

She had expected good news, here. A promotion, a party, maybe a small speech and some cheers. *There's a downside to everything, I suppose.* She felt a tear roll down her cheek, but she couldn't tear her

gaze from the blood soaking into her hooves. *I gave them life by dooming them to starvation. I killed an enemy to save my friends, which ended up killing them too. I took leadership to help everypony, but all I've done is given them an illusion of hope.*

With her mind wallowing in question of her character, the damns finally broke. Her memories of her encounter with the captain, every moral question that was put off, every hard decision that was arbitrarily answered with generosity came to mind at once. She choked out a breath, and Big Mac looked up from his own thoughts at the gasping unicorn.

His vision swam before him, but Big Mac could still see that something was wrong with his guest. Focusing enough to remember back to what he had said to her last, he poured himself another cup of Apple Brandy. "I know it ain't pretty, Rarity, but there's always a way forward." She looked toward him desperately, and he looked at the bottle next to him. "Course, sometimes, forward doesn't look so pretty either." He pushed his cup to Rarity, who hesitated. Big Mac knew that the thoughts behind her eyes were beyond his impaired mind, but he also knew that it didn't matter what those thoughts were once she picked the cup up with her magic and began to drink.

Chapter 12

The Sounds of Silence

The captain really didn't like magic. Perhaps it came from her dislike of Trixie, perhaps it was because it was something that she'd never be able to do, or perhaps it was just some innate pet peeve. Usually, it was just a general aversion that defied explanation. Today in particular, though, she could very firmly put her hoof on *exactly* why she didn't like magic.

Four Royal Guard ponies stood facing each other, their hooves digging into the soft dirt. Their eyes were closed and their teeth were gritted as their horns shone brightly in the night. Standing in the middle of the diamond they formed, Trixie's eyes shown bright white as she gazed unseeingly forward.

Unsurprised, the captain figured out what was happening. *She has a good portion of Nightmare Moon's power in her, but she's making them do all the work. Over a hundred ponies are being teleported a distance that I could fly in less than a day, and she's not even helping.*

The Captain shifted her weight and was pushed harshly by the guard next to her. Once Trixie had stopped paying attention, she had convinced the guards to let her stand up at least, but they still watched her like hawks. She exercised what little freedom she had by turning her head around, taking in the sights around her.

She and her guards were standing off the side of the main host, nine rows by ten columns with change to spare. Every Royal Guard Pony wore the same black armor with spikes along the back, along with a helmet and matching hoofguards. Though their natural coats were not masked, everypony in the Royal Guard tended to look and act the same after they had been part of them long enough. It had made getting moles into Trixie's order very difficult for the captain.

Trixie's horn flashed, and a few nearby soldiers 'oohed' and 'ahhed' on cue. The captain made barfing motions, but no pony bothered to

reprimand her. *That's the third time she's done that. Celestia, she's been going on this for over twenty minutes now, who's she showing off for?*

The captain was reminded of why she didn't like magic when Trixie's horn flashed yet again. Unicorns teleported all the time, she had seen it happen hundreds of times. *But not the Great and Powerful Trixie! Oh no, she's far too powerful to arrive at her destination with a mere twinkle. Stupid showboating foal, you're not even doing anything.*

The captain's frustration got the better of her, and she turned to the guard on her right. "You know they are just feeding her *their* power, right? I mean, I'm a pegasus and *I* can see that."

The guard looked down his snout at her. "Hmph. As if you have any appreciation for the power emanating from her. We are but flies in the presence of a divine flame, but you," he raised his nose even further, if that was possible, "are but dirt."

"Ok, a little creepy, but you're loyal, and we can see eye to eye on that." She smiled up at her captor, who eyed her warily. "Look, I can help her out, she's about to teleport the wrong direction. If you just unbind my feet I can go tell her."

The unicorn smirked and turned away from her. "Your last escape attempt was better. You must be getting desperate."

"I maintain that the warrant officer is an old friend and probably harbors loyalties to Ponyville. And I'm not desperate." The captain scoffed, but her captor had begun ignoring her again. Without anything else to do, she turned her gaze back to Trixie, the glow from her eyes now making her painful to look at. *I'm not getting desperate...*

Twilight entered the mayors building quickly. Her "research" had kept her up all day, and now she was late for her work in Rarity's office. As she made her way through the deserted hallway, her bloodshot eyes twitched to guide her up the stairs to Rarity's office.

She turned the handle with her magic and tried to walk through. It wasn't until she walked painfully into the door with a sharp *Klonk* that her tired mind registered that the handle had not turned. Regaining her composure and shaking her head to wake herself up, she tried the handle again to find that it was, in fact, locked.

The sound of hoofsteps came from inside, responding to Twilight's accidental knock. After a moment, the door was unlocked and opened slightly. From around the door a fraction of an orange face looked outward.

"Applejack? You're not Rarity...I mean, what's going on here?" Twilight shook herself awake again, but the lack of sleep kept crowding her mind. "Why is the door locked?"

Applejack's face relaxed at seeing Twilight. "Oh, it's you Twi, I completely forgot that you were coming in." Applejack stepped back and opened the door all the way, letting Twilight inside. Instead of entering, however, Twilight stood in the doorway in surprise.

"N-now don't freak out! She's fine, or, uh, she will be fine..." Applejack looked nervously from Twilight to the unconscious figure of Rarity, who lay face down over her desk. "I know it looks bad, but I figure she just had a bit too much to drink was all."

"T-to drink?" Twilight tried to wrap her head around the scene in front of her. Rarity was clearly unconscious, her mouth drooling and her eyes open just slightly. Except for her flank rising with each breath, she might have been dead. "She went *drinking*? As if this town didn't have enough problems."

Applejack stepped back and recoiled defensively, "Hey now Twi, I ain't arguing with you there. I just got here myself, I didn't hear her come in at all last night. Before we go gettin' angry at anypony, we outta move her to a bed and away from where anyone can walk in and see her like this."

Applejack moved over to Rarity's side and gave her an experimental prod. When she didn't respond, the orange earth pony tried to maneuver herself under the collapsed unicorn. Seeing her friend struggle

with the awkward task snapped Twilight out of her thoughts, and she walked over to help her friend.

Twilight's horn flared. The dead weight of Rarity was lifted from her collapsed position on the chair and Applejack. Applejack smiled at her friend in appreciation and went to open the door to Rarity's bed room, where Twilight floated Rarity gently.

The captain watched as the glow around Trixie's horn spread over her whole body. It had building for nearly an hour, and the four unicorns around her looked exhausted. The streams of magic that had been pouring out of them and arching to Trixie's horn had diminished to thin lines, their strength obviously tapped. The aura crept over the last few inches of her hooves, and Trixie's eyes flashed white again. This time, however, they stayed that way as she rose slowly into the air.

The captain wasn't sure whether she was worried or relieved. On the one hand, standing there and watching the ridiculous spectacle had been mind-numbingly boring. On the other hand, they were about to teleport and she still had no plan to escape. *Maybe after we arrive, they will all be disoriented enough that I can slip away?* She shook her head, knowing that it was a longshot. *Yea right, ponies that teleport every day will be dizzy, but I'll come out of it fine.* She sighed, knowing that there was nothing she could do for the moment. She was distracted by her own problems by a thunderous crack, and her head shot up to Trixie.

The magic filled mare had risen several feet off the ground, and now hovered with her front hooves to her side and gaze at the horizon. *I may not be a unicorn,* thought the captain, *but I know that is far more magic than a teleportation spell needs. What is that foal trying to do?* With a sinking realization, the captain noticed that Trixie was looking in the exact direction of Ponyville. The crowd began to cheer, but immediately went silent as Trixie began to speak.

Her voice echoed within the captain's mind, as she was sure it echoed in everypony else's. *Soldiers of Her Royal Majesty! Today, we set out to right the wrongs of those who were too weak to do their duty. Today,*

you earn your title of Royal Guard. We go now to eradicate a rebel camp and end this threat to this kingdom's peace, once and for all!

As the mental booming faded from the captain's mind, the cheers of the ponies around her filled the void. Once the captain began to notice the strange pull in her chest, she knew the spell had begun.

Rarity's bedroom was much plainer than Twilight had imagined. The bed was disappointingly normal, although the sheets were the same purple as Rarity's mane. Sparse furniture lay about the room, but very little flair or fashion was visible. Twilight let her friend fall softly on to the bed, then relaxed and gasped for breath.

Applejack shot her a questioning look when she noticed her friend gasping. "Twi, you alright? I've seen you lift far heavier loads than that little mare, sugarcube."

Twilight caught her breath and swallowed, standing up straight. "Huh, yea, I'm fine, I just, had a long night last night was all." She smiled nervously at the concerned earth pony, "Magic can take a lot out of you when you're tired."

Applejack nodded and walked out of the room with Twilight, closing the door softly behind her. "Well listen Twi, I'll stay up and wait for Rarity to recover, why don't you go get some sleep? I'm sure there's a spare cot somewhere in this building." She looked around the office, noticing the drool covered desk. Surprisingly, there didn't seem to be many new notices. "It doesn't look like there's much for you to do here anyway, but I'll come and wake you once Rarity gets up, then we can get this whole thing sorted out."

Twilight smiled at her friend, "Thanks, Applejack. I don't think I slept last night either, and my body clock is not working as well as it should be. Make sure you come wake me when Rarity gets up, though." With a last smile, Twilight turned and walked out of the office, leaving Applejack alone.

The sky around the captain grew darker, and she noticed belatedly that she was now looking at trees. Her entire world swam around her, and she kept her eyes locked straight ahead in fear of what she might see. She felt weightless for a terrifying moment, but then the strange tug that seemed to pull in every direction reined her in harshly. Just as it vanished, she stumbled onto the ground and began heaving violently, what little food she had eaten that day coming back up.

With the teleportation spell ended, she looked desperately around her between retches. She could still feel the invisible bonds of magic hold her wings in place, but she knew from her stumbling that she could still run. *Come on Dash, find an opening and slip through. You've been here before; you know this area better than them.*

As Dash rose unsteadily to her feet, she saw the ground below her become brighter as her own shadow became sharper. Puzzled, she turned around to find that the light source was Trixie, who stood shining like a star in the middle of the disheveled group. Though the captain tried to tear her eyes away and run, she found herself enraptured by the sight.

Trixie sank to the ground and stared through the tree line, and the captain knew instinctively that she was looking towards the heart of the mountain that housed New Ponyville. Trixie's eyes closed as the aura around her dimmed, the air humming with tension.

For a few moments, nothing happened. The only sounds came from the wind as it whistled through the scant branches that still stood. The Everfree forest stood still around the invasion force, waiting for Trixie's next move. The wind whipped up for a brief second, and the glow around Trixie vanished.

The white light engulfing Trixie's pupils faded instantly, and with a soft exhalation she began to fall to the ground. Her breath floated through the air, over the wind that was whipping-

Wait, what happened to the wind?

The captain became aware of her surroundings in an instant. All sound except for the drawn out gasp from Trixie had vanished. The soft sound floated past the captain and was gone, her ears ringing painfully in the din

of the ensuing silence. Trixie seemed to fall to the ground in slow motion as the captain's mind scrambled to find out what was happening. It wasn't until she looked to the unicorns next to her that she figured it out.

The captain's mind was functioning much faster than her body was, and although her head barely obeyed her command to turn to the side, she was able to see the face of the unicorns near Trixie. As one, their eyes were black as day, and with horror the captain realized that their pupils had expanded to fill the entirety of their eyes. *It's...that shouldn't even be possible. Celestia, what has she done?*

As fast as it had come, the strange time and silence effect vanished. Trixie hit the ground with a loud *THUMP*, and the sound shook everypony from the trance that had held them. The captain stood shaking while other the soldiers rushed to her side, not registering the ropes that had been thrown over her until several seconds after her winds and hooves had been securely tied.

As Trixie rose unsteadily from the center of the crowd, shaking slightly, the captain looked down at herself and at the ponies around her. Already, the eyes of the unicorns had mostly returned to normal, with a few exceptions rapidly shrinking before her. The unicorns seemed unaffected now, but the captain felt...

Fine. Her mind ran, checking every part of her body and mind over and over, trying to find anything that felt different. *I feel fine. Nothing has changed at all.*

Unable to resist the temptation, the captain laughed. Trixie's head whipped around at the sound, and the captain felt herself hoisted to her feet by the guards next to her. Trixie tried to advance menacingly on the captain, but stumbled quickly. Purposefully mustering as much dignity as she could, she motioned for the captain to be brought to her.

Already hoisted by her captors, the captain was dragged through the muck to the center of the circle of unicorns before being dropped in the black rot before Trixie. Though her own hooves and flank were covered in the goop from her fall, the haughty unicorn managed to look condescendingly on the bound form below her. "What, my dear captain, is so funny about your impending death?"

The captain smiled, her heart soaring at the failed spectacle. “Nothing, Trixie, nothing! Certainly not the spell that did...oh, right.” She frowned and made a mocking baby voice. “It’s ok wittle Twixie, it’s a learning expewiance.”

Trixie glared daggers at the captain, but after a moment her mouth curved up in a smile. “Heh. Hehehe, hahahaHAHAHA!” The laughter subsided as quickly as it came, but an arrogant smile still played around Trixie’s lips as she began to speak, “For a moment there, I forgot that you have no idea what you’re talking about.” She straightened her back and looked down condescendingly at the captain. “Thanks to your information on their location, I’ve just effectively removed the strongest defenses of New Ponyville, as well as their leadership.” She waved a hoof dismissively as she turned away, striding into the ranks of her followers. “You couldn’t possibly understand the shell of a pony left when a unicorn loses her magic.”

The captain was grabbed by another set of hooves and hauled from the ground. The very physical ropes around her hooves chafed more than her magical manacles had, and as she was dragged away Trixie continued to taunt her.

“Don’t worry captain, with us being so close to the epicenter, we’ll be able to have you in more comfortable bindings soon enough.” Her horn glowed dimly as proof, and she smiled as the rot-covered pegasus, “But a few miles away, as the unfettered magic has had time to destabilize...oh dear, New Ponyville may be out of commission for quite some time, I’m afraid. By the way, if you were looking for your chance to escape, that was it.”

Trixie laughed to herself as she turned and strode away, her strength returned. The ponies around her were a bit sluggish, but she knew that they would return to full strength in time. “*Warrant Officer!*”

A pony appeared at her side, saluting. Ignoring his punctuality, Trixie surveyed her troops. “Status report,” she barked out.

“Ma’m,” he began, “All troops present and accounted for. 80% magical efficiency and rising. All twelve anchor ponies recovered and debriefed. We will be ready to march within the hour, Ma’m.

“Give the order, we leave in ten minutes. We don’t need 100% efficiency to trek a few miles to the rebel base.” Trixie moved on to a dryer piece of dirt, brushing her hooves absentmindedly. “Double the levitation squadron for the supplies to make up for weakened strength and let’s move. I want to be there to hear the screams.”

Applejack watched the door close behind her friend and sighed. She looked back at the door to Rarity’s room and, after a moment of thought, headed back towards it. Entering the room, she looked down at her unconscious friend and shook her head.

You’re so close, sugarcube, she thought while looking at her friend, *Don’t run away now, just hold out a bit longer and you can get through this.*

She moved to the bedside and sat down lightly, looking at the peaceful face of her ‘fearless leader’. Catching the smell of her breath, Applejack smiled. “Well, at least you’re drinking the good stuff,” she said out loud as she recognized the scent of her brother’s favorite drink, “and I guess that answers the question of how ya got this way. I guess I gotta wait till you wake up to tell me why, though.”

Applejack smiled absently, but as if on cue, Rarity’s eyes snapped open. Applejack’s surprise at the sudden change turned to relief when the eye focused on her own, but she hesitated before speaking as Rarity’s face grew from one of peaceful sleep to incredible pain.

Before Applejack could say anything, a deep gurgle began in Rarity’s throat. Her eyes widened as the noise grew, and within moments it had blossomed into a full on scream. Her eyes continued to widen until her pupils reached impossibly dilated proportions, but Applejack couldn’t focus with all the noise from her screaming.

Clapping her hooves over her ears, the earth pony tried to shush her friend. When Rarity began to thrash around, Applejack instinctively tried to pin her down. While she wrestled for control of her limbs, the screaming continued long past what Applejack would have expected from a painful hangover.

“Rarity, please! Calm down, sugarcube!” But Rarity just stared at her friend wide eyed, screeching at the top of her lungs. Applejack flung her hooves over the unicorn’s mouth in desperation, her screams muffled to more tolerable levels.

“Rarity, listen to me, you’ve got to calm down.” Applejack looked into her friend’s eyes, but suddenly felt unnerved by the purely black eyes. *What the hay is going on here?* “Rarity, can you hear me at all? *Rarity!?*”

The muffled screams of the unicorn began to taper off, finally coming to a stop. With relief, Applejack took her hooves off of her friend’s mouth, but seized up in horror almost immediately. Rarity’s face was still tensed, her eyes wide open and unblinking. She hadn’t stopped screaming, she had just run out of air to scream with.

“RARITY! Come on girl, talk to me! What’s happening?!” Rarity was desperate, watching helplessly as the white face of her friend quickly became increasingly purple. “Breath, you stupid foal! If you can hear me at all Rarity, you’ve got to breath!”

Rarity lay unresponsive beneath Applejack, her limbs still spasming weakly under the earth pony’s weight. Applejack could only look on helplessly as her twitches became weaker and weaker, her white face darkening from lack of air. Applejack’s calm broke as she watched Rarity’s unnatural eyes slowly close, her hooves feeling her friend’s panicked pulse as they rested on her face. “No no no NO NO NO NO! RARITY!”

Rarity’s eyes closed and her body stopped moving. All at once, her body relaxed the tension in her limbs and neck releasing. Applejack fell forward onto the pillow next to her friend’s body. *I couldn’t help her*, she thought. A sob escaped her throat, and she didn’t bother to lift herself off of her friend. *I couldn’t help her. I couldn’t save her. I couldn’t do anything.*

Her own thoughts consumed her shocked mind as a force pulled her upwards. *It happened too fast. How did it happen? Rarity, why didn’t you listen?* Distantly, Applejack felt herself sink slightly as another sob shook her, and after another moment she was crying wordlessly into the pillow, draped over the white unicorn.

The slow rise and fall rocked Applejack gently, calming her down quicker than she would have normally. She belatedly noticed the motion as she propped herself up on an elbow, wiping a tear away from her face. As soon as she gave it any thought, she identified the source of it instantly. *Breath. Rarity is breathing!*

Scrambling off the bed, Applejack nearly fell to the floor. As she regained her balance, she moved back to her friend's side. The body beneath her was limp, but Rarity's chest could clearly be seen rising and falling with the breath of deep sleep. Applejack sobbed again, this time with happiness, as the rollercoaster of emotions finally came to a stop. *She must have fallen unconscious from lack of oxygen, her rational mind reasoned as it returned, and started breathing naturally. She was never in any danger, you little filly.*

As Applejack finally began to relax, she remembered the screaming. *There wasn't anything normal about that, now, she thought to herself, and those eyes...what the hay happened there?*

The screams floated to Applejack's ears again, and she shuddered at their muted memory. Her mind had no words to describe it, but just hearing it made Applejack feel severe pain and loss. As the screams ran through her head, she remembered watching her barn burn down as Big Mac pulled her away, her own screams just barely drowning out those of Granny Smith who was still trapped inside.

As the memory faded, the screams did not. Applejack's ears perked, and her stomach dropped as the rollercoaster took off again. She rushed to the door and opened it, and her suspicions were confirmed as their volume grew. *It sounded like it came through the wall, her mind struggled as her body raced across the office, like they were coming from everywhere at once.* She opened the door as the screams reached a crescendo, pausing briefly before resuming, *like they were coming from above and below you.* Applejack surged down the stairs to the bottom, already knowing what she would find. She tripped on the last few steps and hit the ground hard, but was back up almost instantly and kneeling next to the source of the noise. Beneath her, Twilight's black eyes stared unseeingly as she poured her lungs out to the world

Twilight sat alone in a field. All around her, ankle-high mushrooms glowed for as far as she could see. She looked down at the ground beneath her, but the mushrooms were so thick she couldn't see the dirt beneath them. She wrenched her eyes away painfully, the intense light given off from so many of the mushrooms hurting her eyes.

She tried turning her gaze towards the horizon, but saw only more of the mushrooms. Instead of eventually fading into the darkness from above, the fungi disappeared from view as the glow from the millions, no, *billions* of them flooded Twilight's senses. The only change in scenery came from a few blackened patches behind her, spread out like long hoofsteps. Desperately she looked straight up at the sky, but whether it was night or day was hidden by the same glow, reflected back at her by the untold masses of light-giving shrooms around her.

Sighing, she turned her gaze back down. Looking directly at the ground, only a few dozen of the mushrooms shone in her face. It was far from pleasant, but the light wasn't completely blinding at least. With the most immediate problem taken care of, Twilight shifted on her haunches and began to think. *Where the hay am I*, she began. She risked a glance back upwards and immediately regretted it as she was painfully blinded again. Closing her eyes tightly, she dropped her face back toward the ground. *Ok, ok, I can't see where I am, so let's think. Last thing I remember, I was walking into Rarity's office. No, wait, I remember...Rarity. She was hurt? No, unconscious, and Applejack was there. She had been drinking, and I helped put her to bed, and then left.*

Try as she might, Twilight couldn't remember anything past that point. She strained mentally, and felt something creep back up in the back of her mind. She reached towards it desperately, and she finally recalled a few more moments.

I walked down the stairs. I reached the last step and I missed it. Only I didn't miss it, because I felt it. Then I looked down and I knew I hadn't missed it because I was standing on it. I just hadn't heard it over the sound of...

The memory hit her like a carriage, and Twilight's stomach dropped. *The silence.* She shrunk into herself, suddenly acutely aware of the lack of any

noise in the mushroom field. She didn't know why, exactly, but what had been a peaceful detail to this place suddenly seemed ominous and threatening. *No, not this place*, she corrected herself, *I heard it then too, before I came here.*

When did I come here? Her mind wanted to branch to ten tangents at once, and she struggled to pursue the most important questions first. *Where am I? I was in Rarity's office, then I was on the stairs, then I heard, or didn't hear, something, and then I was here.* The answer floated to her mind, and she lifted her hoof to her face as she chastised herself.

Oh, duh, I'm dreaming. A surge of relief flew through her as the obvious answer presented itself. *I'm dreaming and I'm apparently quite lucid. Perhaps I did miss that step after all and fell down the stairs.* A pang of worry flew through her, but she reassured herself, *I'm sure I'm alright, otherwise I wouldn't even be dreaming.* The worry continued to nag at her despite her logical thoughts.

Absentmindedly, she lowered her arm. With her arm taken away from her eyes, the glow easily pierced through her closed eyelids and blinded her again. Grimacing, she covered them again with her hoof. *I don't know what kind of dream this is*, she thought to herself, *but I might as well try to wake myself up.* Wincing in pain from the light as she put her hoof down, Twilight immediately noticed two more things.

Firstly, as soon as her hoof touched the mushrooms on the ground beside her, the light coming from them vanished. The blinding glow all around Twilight softened almost imperceptibly, but to Twilight's pained eyes it was a welcome respite. Secondly, as her hoof squished the mushroom and sank into the soft ground beneath it, the silence remained unbroken.

The edges of panic began to set in around Twilight's mind, but she held them at bay. Struggling to keep her irrational fears in check, she froze as she began to think. *Ok, ok, relax Twilight. So there's still no sound, but that's ok, because this is just a dream. You can figure that part out when you wake up, so just relax.* Twilight knew she was breathing hard, but she couldn't hear the desperate gasps coming from her own throat. She felt the light increasing around her again, and she knew she had to make a decision quickly. *I can't solve the silence, but at least I can keep that light in check.*

She moved her hoof over another mushroom, which abruptly became dark, then another and another. Each time, she was rewarded with the light dropping down to more manageable levels. *At least now I can think around the pain*, she mused to herself, *and all I have to do is put out a few lights*.

The light continued to rise steadily and she brought her hoof down again. After a few moments, another stomp was needed. She lifted her gaze to the horizon again, and immediately dropped it and began stamping furiously as her eyes screamed in silent pain. *Silence*, her mind cried out, *everything is silent. Everything is blinding. Everything is painful!* The light was still increasing, and Twilight was stomping on mushrooms as fast as she could to keep it from blinding her completely.

Though she knew that only a brush was needed to put out the light, Twilight hammered away at the ground, her flank heaving with the exertion. Her eyes were closed tight as she began to whimper noiselessly, the light increasing faster than she could kill the life around her. *I need it to stop, I need to think, but this light! This silence!*

“...!” Twilight cried in desperation. She summoned the magic within her horn to explode outward, a pure wave of force to eradicate all the mushrooms around her. But the familiar swell of power didn’t come. “....?” She exclaimed, trying again, but no magic came to her call.

No magic, no sound, only light. Blinding, terrible light, stop stop stop stop! Eyes closed as tightly as she could get them, Twilight began to run. She galloped blindly ahead, her hoof falls making no difference to her ears. Her lungs began burning through air almost immediately, but Twilight found that she couldn’t breathe. She belatedly came to the realization that she was screaming, her panicked body expelling the air in a desperate cry for help, but between her thunderous gallops and her screeching cries, the only sound was the quiet absence of them both in the deafening silence.

She ran until she couldn’t run anymore, the horror of the blinding light and roaring silence being forced from her mind by sheer exhaustion. She ran until she couldn’t remember anything other than her fear and panic, and after a fashion collapsed into the mushrooms. She could no longer tell the difference between having her eyes opened or closed, and her head screamed in pain from the brightness.

After a fashion the light began to clear, and Twilight sat up. Confused, she looked around her.

Twilight sat alone in a field. All around her, ankle-high mushrooms glowed for as far as she could see. She looked down at the ground beneath her, but the mushrooms were so thick she couldn't see the dirt beneath them. She wrenched her eyes away painfully, the intense light given off from so many of the mushrooms hurting her eyes. *Where the hay am I*, she began...

Rainbow Dash's own dreams were interrupted by a distant noise. She rubbed her eyes sleepily with one hoof, her other still locked in suspension above her. Despite barely being awake, her mind spared some thought power to devote to annoyance towards the damn sling.

Quickly, though, her attention returned to the noise that had awakened her. Somepony was screaming outside her house. Dash recognized it as a scream of abject terror, not of mere surprise, and the volume and power behind it spoke of real danger.

Rainbow Dash instantly sat to attention, her ears perked for any further sound. The scream died away for a moment, but the silence behind it was filled with more voices, fainter in the distance.

Knowing that it wasn't just one pony, Rainbow Dash tried to leap out of bed. She was pulled back, however, by the infuriating contraption holding her arm in place. As she fell back on the bed, she glared at it. *Not anymore, you damn piece of cloth*, she began tensing her arm, *I finally have an excuse to break out of here*.

Rainbow Dash jerked her arm back, but the sling held. Pulling with all her might, Rainbow Dash felt the bed beneath her move as the contraption pulled at the side. *You're just a damn piece of cloth! You have no right to be so damn resilient!*

With a crack and sparks of magic, the sling around her arm finally ripped. As the purple sparks dissipated in the air, Dash recovered

herself on her bed. *Magic. Twilight was trying to keep me locked up, huh?* She grinned, not sure whether to feel betrayed or proud of her friend. *Well, it was clever nonetheless.*

Another scream from outside reminded her of why she broke free in the first place, and she leapt into the air. Despite being bedridden for three days, she easily flew to and out the window, maneuvering easily into the open air.

Rainbow Dash looked down at the town square beneath her and almost fell out of the sky. Ponies were randomly strewn across the ground screaming their lungs out, and Dash could tell from some of the closer ones that something was wrong with their eyes. Other ponies ran back and forth between them and Dash was about to fly down and help when a thought froze her.

They're all unicorns, she realized. As far as she could see along through the town, every unicorn was on the ground while earth ponies and pegasus ponies ran in panic. *Twilight,* Dash's mind suggested.

Before she knew what she was doing, Dash was flying to the mayor's office. She knew Twilight would be there this time of night, and it was closer than Twilight's home. Barreling towards the door, Dash only had time to hope it was unlocked as she smashed through it.

Rainbow Dash hit the ground hard, momentarily dazed. The screams of a familiar voice brought her back to her senses, however, and she hopped into the air. Near the bottom of the stairwell, Applejack was holding Twilight's head in her lap and looking up at the pegasus in surprise, but Rainbow Dash didn't bother to explain as she leapt to Twilight's side.

"Twilight! Can you hear me? It's me, Rainbow Dash!" Twilight just stared at...well, everything, as she screamed hoarsely. "Twilight, please!" Turning to her friend in desperation, Rainbow Dash tried to hold back tears. "Applejack, what do I do? How do I help her?"

Applejack was taken aback. Rainbow Dash had always been the last pony for help, but here Applejack was seeing her on the edge of panic. Her own eyes were wide and tears shimmered in the corners of

them, and when Dash spoke her voice was strung with tension. "...I don't know. It happened to Rarity too, only she...Dash! Hit her in the head!"

For a moment, confusion overtook Dash's panic. "Hit he-
what?!"

Applejack stood and ran across the room, knocking over tables and desks looking for something sturdy. "Rarity screamed until she passed out, but then was fine afterwards. If you can knock her out, I think she'll go back to normal!"

Dash struggled to hear Applejack over the screams of her friends and the ponies outside. *I don't know*, she thought looking down at her friend, *but if it can help...* Dash tried to look into Twilight's eyes for permission, but the screams of terror and torture were all she needed. Dash looked to Applejack, her mind decided, "AJ! Smash a leg off one of the tables!"

"Good thinking, Dash!" Applejack head butted a wooden table and kicked out at a leg, snapping it off. It skittered across the floor to Rainbow Dash's feet, who grabbed it and raised it above her head. She hesitated, not sure how to proceed with knocking out her friend without killing her. *Here goes nothing*, she grimaced as she took the swing.

"...!" Twilight cried in desperation. She summoned the magic within her horn to explode outward, a pure wave of force to eradicate all the mushrooms around her. But the familiar swell of power didn't come. "....?" She exclaimed, trying again, but no magic came to her call.

Twilight began to run as her mind raced, panic setting in as her last plan failed. Her hoofsteps left a path of death behind her, and Twilight knew she would kill a thousand mushrooms to end her pain, she'd bathe the world in blessed darkness if she could just hear one sound-

And the sound came, a sickening crack that shattered Twilight's world. Twilight's head couldn't possibly be in more pain after the blinding light, but she was dimly aware that a hot, sticky wetness was travelling down the back of her neck. She groaned and tried to sit up-

I groaned, she froze, *and I heard it*. Her eyes snapping open, Twilight looked up above her. The field of mushrooms was gone, her world was filled with sounds, and the face of her pegasus friend gazed back down at her. As Twilight's vision began to blur again, she tried to thank Rainbow Dash, but her mouth didn't want to obey her commands. She sank into blessed darkness before she registered that beneath the sounds of other ponies screaming, the soft din of the silence had not yet left.

Chapter 13

Echoes

In all of New Ponyville, there were 45 time-telling devices. Of these 45, exactly 26 were watches. Of the remaining 19, six were grandfather clocks. Of those six, there was, of necessity, one largest clock. And as the largest clock, it naturally had the loudest tick. Furthermore, as would befit a leader, this clock was located in Rarity's bedroom.

The largest clock with the loudest tick was currently in very real danger of being smashed to silent pieces by Rainbow Dash. The only thing stopping her was that in order to break the infernal device, Rainbow Dash would have to take her eyes off the bed.

Not even for a second, she reminded herself again. She looked stoically at the two unicorns lying on top on the purple covers, each resting peacefully on their back. The clock ticked away the seconds as Dash sat in the backwards chair, her chin resting on the back of it. In the otherwise silent room, the sound was maddening. Given the additional circumstances of her friends, it was downright torturous.

Twenty minutes, Rainbow Dash noted to herself as the clock ticked once more. She wasn't trying to keep track of time, but every second felt like a week. *Make that a month*, she corrected as the clock continued to sound relentlessly.

An eyelid fluttered, and Rainbow Dash was at the bedside before her chair hit the ground. The crash went unnoticed as Dash looked down at Twilight. Her face was impassive, but on the inside she was scanning Twilight's face desperately for any more movement.

Just as she was about to back up and return to her seat, she caught the faint flicker again. She remained perfectly still as Twilight's eyelids twitched slightly. Twilight gasped softly, but her eyes didn't open.

Rainbow Dash didn't know what to do, but between the clock and the day's events, she was out of patience. "Twilight," she spoke softly.

The mare's eyes shot open, and Dash recoiled slightly. "R-Rainbow Dash?" Twilight asked weakly. She began to move, but Dash placed a hoof firmly on her chest.

"Don't move yet, Twi. I hit your head pretty bad." Dash's voice was soft, barely above a whisper. Her face was unreadable, but something about her was irking Twilight.

Twilight lay still for a moment as the memories of recent events began returning to her. Rarity blacking out, the dream-

The silence.

Twilight's heart skipped a beat, but soft sounds surrounded her. *It's gone*, she gasped gratefully, *and it was just a dream*. She squinted her eyes slightly as she looked up at Dash, not used to the light yet. "Dash...what happened? Why am I in Rarity's bed?"

Dash looked over her shoulder towards the empty wall before turning back to Twilight. "I don't know," she hesitated, "...but it happened to everypony. The entire town, every unicorn..." her voice trailed out as she stared over Twilight's head, lost in thought. Twilight was about to speak again when Dash finished her thought. "We were hoping you could tell us," Dash smiled for the first time down at her, but Twilight could sense that it was forced.

Twilight tried to sit up again, but Dash's hoof was firm. She lifted a hoof to swat her friend away, but it seemed too heavy and sluggish to obey her command. "We?" asked Twilight, her hoof falling back down to her side.

"Applejack is out helping the townsponies. Once we figured out how to snap you out of it...well, it's not pretty, but it's better than letting them suffer." Dash looked over her shoulder towards the door distractedly, but quickly pulled her gaze back to Twilight.

Twilight's gaze upwards was confused. She squinted as the face of her friend was blurred by the bright light in the room. "Suffer? Dash, I was just unconscious. It was a nightmare, but I'll be fine."

Dash hesitated, and Twilight could read the worry on her face. Not waiting for her friend to try and hide something from her again, Twilight pressed the issue. "Rainbow Dash, if there's something I should know-"

"You were screaming." Rainbow Dash blurted it out, and Twilight could finally detect a twinge of emotion in her voice. "You were screaming and I couldn't make you stop. I couldn't...I couldn't do anything." Twilight felt something wet fall onto her hoof, and realized that Rainbow Dash was crying. Moving her hoof to take her friend's, Twilight finally found the strength to raise her other one and shield her eyes from the glare.

"Rainbow Dash, you did help me. I remember seeing you for a second, I remember being thankful, but I don't know why exactly. I know it was a bad dream, but...I don't remember screaming."

"It wasn't just you." Rainbow Dash wiped a hoof across her eyes, her voice becoming hard again. "Like I said, it happened to everypony. One second, I was asleep in my bed, and the next everypony is panicking." Dash looked over her shoulder before turning her gaze down at her friend, her eyes pleading. "Twi, if there's anything you can tell us, anything at all...Applejack and I just don't know what to do."

Twilight closed her eyes, letting them relax in quiet darkness. *I want to help*, she thought to herself, *but I just don't know*. "It was unicorns, right?" Twilight opened her eyes to see Dash nod. "And everypony else was unaffected?" Dash nodded again. *That implies something tied to magic...* Twilight coughed, her throat feeling very sore for some reason. She tried not to think of the effects of screaming on her body as she spoke up, "Dash, could I please have a cup of water?"

Rainbow Dash rose and walked opened the door into the office, moving out of sight. For a few moments, the only sounds were the ticking of the clock and Rarity's soft breathing. With her attendant gone, Twilight adjusted herself into a sitting position, her physical strength returning rapidly.

Dash reentered the room holding a cup of water. Twilight gestured to the nightstand next to her and rubbed her eyes. When she opened them again, the brightness of the room was enough to enter her conscious mind. "R-Rainbow Dash, why is this room so bright?"

Dash placed the water down next to her friend and looked into her eyes. "It's the same brightness it's always been, Twilight" She replied evenly. *You know you can't hide it from her forever*, she scolded herself.

"It...is?" Rainbow Dash saw a change come across Twilight's face. Where before Twilight had looked puzzled and a little worried, she suddenly seemed horrified. *Like she might start screaming again any second*, Dash thought as her body tensed.

Twilight gulped, and Dash could see her throat bob as her face became slightly paler. Twilight looked at the cup, or perhaps at Rainbow Dash, or perhaps at the wall behind her. Dash turned her head over her shoulder automatically, unable to stop the natural reaction.

Several moments passed with Twilight simply lying in bed, and the worry became too much for Dash. "Are you ok, Twi?" she ventured, not sure how to proceed. She wanted to help her friend, but this was all out of her territory. Remembering Twilight's earlier request, she gestured towards the cup beside the purple unicorn. "Have some water, Twi, you look...uh, you look fine." She knew she finished lamely, but Twilight didn't seem to notice. She just kept staring at, well, whatever she was staring at.

"I've been trying, Rainbow Dash." Twilight's voice made Dash's stomach drop. It sounded...weak, even pitiful. "My magic...it's gone."

Rainbow Dash's jaw grew slack, but didn't have words left to comfort her friend. All she could do was look down into Twilight's eyes. They glistened back at her, entirely black in the dim light as tears quickly began to form in them.

Applejack walked forward dejectedly, her hooves stumbling over the rough stone beneath her. Her flank heaved as she gasped for breath, sweat running down her legs. *That...should be all of them*, she thought to herself, but her ears remained attentive for the telltale wails of unicorns. *Everypony is safe...I hope.*

When the...whatever it was, had happened, ponies panicked as their friends fell in the street. By the time Rarity and Twilight had been taken care of, however, many ponies had come to Rarity's office for help.

Applejack thought back to the scene less than half an hour ago. Standing in the wrecked doorway, looking out into a tow full of crying and pleading faces, asking for her help...

And I gave it to them, her chest swelled with pride as her hoofsteps became a little larger. *I helped them all, I saved them all.* Granted, if Rarity was any example then they would have come around on their own eventually...*but I led them, and I led them well.*

Surprisingly well, in fact. Once Applejack had spread the word of knocking the unicorns unconscious, the screams had begun to die out one by one. It was hard at first, clubbing or smothering her friends, but Applejack knew that it was for their own good.

Stumbling into Rarity's office building, she let the battered table leg fall from her mouth next to the upturned table it had originally been broken from. The lobby was in tatters from her earlier rampage, but right now that was the least of her worries. Though every step caused her legs to tremble from exhaustion, she made her way up the steps into Rarity's office one at a time, finally pushing her way through the door. The office itself looked fine, and the door to the bedroom stood slightly ajar. Walking over to it, Applejack sighed in relief as she heard the sound of voices. *Thank Celestia*, she thought, *at least one of them is awake with Rainbow Dash.*

"...much of a good thing, just like in my dream. I think it was some sort of subconscious reaction to- oh, hello Applejack." Twilight sat in bed and smiled as the orange mare nudged the door open, trotting inside. Rainbow Dash stood next Twilight, looking worried. Applejack's gaze sought out Rarity, who remained how she had left her earlier. Her chest rose peacefully, and Applejack hoped that she would recover soon.

Twilight coughed, and Applejack's gaze returned to her. "I said 'hello, Applejack'." Twilight smiled playfully up at her friend, but Applejack's jaw was slack.

“Uh, Twi, y-your eyes. They didn’t, er they never-“

“I know, Rainbow Dash told me.” Twilight gazed up at Applejack, or at least something near her. Her eyes remained dilated freakishly wide, with only the barest hint of white tingeing the edges. Besides giving her unnerving look, it made it difficult to tell where exactly she had her gaze fixed. “I was just giving Dash my best theory on what happened.”

“Oh, uh, swell. Has there been any change in Rarity yet?” Applejack knew that she sounded callous, and that if any pony could shed light on the situation, it was Twilight, but... *I watched her die, or thought I did. I can’t do that again.* Maybe it wasn’t supposed to be her top priority, but making sure Rarity recovered took precedence over everything else anyway.

Dash shook her head while Twilight sulked. “Sorry AJ, she’s just been lying there. I’ve tried waking her up gently once or twice since Twilight got up, but I’ve got nothing so far.” She glanced apologetically toward the earth pony, and then turned her gaze back to Twilight. “You were saying, Twi?”

Twilight cleared her throat and, with a hurt look towards Applejack, resumed her theory. “Like I was saying, I dreamed of silence and light. The light kept getting brighter and brighter until it was painful, and I think that was like what happened to me. Something happened here that affected every unicorn, so logically it’s magic related. And now I can’t cast any magic at all, which-“

“Whoah nelly, hold on a tick there Twi, your magic ain’t working?” Applejack’s relief at stopping the screams suddenly vanished, no longer sure that this ordeal was over.

Twilight nodded, and Applejack could see that this was hard for her. “I...yes. It’s not blocked, just...gone. Like it never existed-“

“And you might know what’s going on?” interrupted Rainbow Dash, looking hopeful.

“*If you ponies will just let me finish!*” Twilight looked to both of her friends, whose mouths were suddenly firmly shut. Sighing in relief, she

continued, "Good, thank you. As I was saying, I don't *know* what's happening, but I think I can put two and two together." She turned her gaze to the ceiling as she did the mental math, "I dreamed of silence, and I wake up with no magic. Too much light could be construed as too much magic, so I *think* that New Ponyville may have been hit with some sort of magic...wave." Her two friends looked down at her skeptically, and Twilight's cheeks reddened, "Ball? Storm? It's magic, it doesn't have a shape!"

She threw her hooves up in frustration, knowing that the idea must sound rather silly to other ponies. But instead of chastising her for it, Applejack nodded sagely, "So ya'll had some sort of magical overload or somethin'?" She waved her hoof vaguely, indicating her lack of expertise.

"Something like that. My powers aren't being blocked, they're just gone." Twilight seemed to bounce back and forth between confident and terrified, and Applejack couldn't help but worry how well she was actually taking this, "I can't even sense magic anymore. Any time I try to feel for it, I just get...well, I guess the best translation would be silence." Applejack began noticing a trend whenever Twilight said that word. She always hesitated and dropped her volume just a tad, barely perceptible until she kept repeating it. "Unicorn magic isn't like pegasus wings where it's just a physical part of the body, it's more like smell or taste. When magic happens nearby, a unicorn can sense it to some degree. When the magic...thing happened to us, it burned that sense out. Probably." Twilight didn't want to second guess herself, but she didn't want to make any promises either.

Rainbow Dash looked down with confusion. "So, the eyes are...?"

Twilight squirmed awkwardly. "I...have no idea. It's some sort of physical side effect I suppose. It does make everything seem brighter, though."

Applejack stamped her hoof, her patience running out. With the startled attention of the two ponies on her, she glowered angrily, "Ya'll are ignoring the important question here. Twi, how did this happen?"

Twilight blinked, confused, “W-well like I said AJ, a wall of magic-“

“That ain’t what I meant! I’m no unicorn, but walls of magic don’t just *appear* from nowhere so far as I know. *How* did this happen?”

Twilight was surprised at herself. She had been more than a little proud of herself for deducing her way to the cause of her problem, but she had never considered the origin of the magic. “I...well, it’s magic, and so it came from a unicorn. But it’s not a spell exactly, that doesn’t make sense.” Her friends looked down at her with confusion, and she backpedalled. “Alright alright, I’ll start at the basics. Unicorns make magic to power spells. Spells use the magic as energy for doing...whatever they are meant to do.” Twilight stopped until her friends gave her a nod, indicating that they followed her so far, “We weren’t hit by a spell because spells are things like funny mustaches or big rocks. We were hit by *magic*, specifically a lot of it that was released very quickly.” Twilight thought back to her days as a filly trying to learn magic, “If you have a lot of magic bottled up at once and you lose control, it dissipates around you; every unicorn knows that. But if a lot of magic were released very quickly-“

“It would dissipate in a wider area?” Dash finished for her, proud of herself for following along so well. Applejack looked like she was still having trouble, so Twilight continued for her sake.

Not wanting to ruin her friend’s pride, Twilights smiled at the standing pegasus, “Yes, Dash, it would affect a much larger area. But it would also grow more chaotic as it spread out until it finally dissipated, so if New Ponyville were caught on the edge-“

“We’d end up with what we’ve got here” finished Applejack, smiling smugly.

Slightly irked by the constant interruption, Twilight forced another smile, “Yes, if I’m right, which is a big ‘if’.” Twilight’s mind had already reached the logical conclusion of her thoughts, but the smiles on her friends faces told her that they hadn’t yet arrived there.

Fine then, she sighed inwardly, I’ll have to spell it out for them. “This isn’t complicated magic, but it was magic nonetheless. A unicorn had to cast it,

and with New Ponyville being hit so hard, I can't believe it was just an accident." The smiles faded from the faces of Dash and Applejack as they too saw the obvious answer. "Girls, I think New Ponyville is under attack."

The captain stared straight ahead as she walked. The armor of her guards to either side of her clacked loudly in her ears, and all around her similar noises disturbed the silence of the night. Her ropes had been removed, but the familiar constraint of invisible bonds bound her wings magically to her side.

The captain stumbled over a rock in the dark, but quickly caught herself. *Don't let them see that you're tired*, she thought as she grit her teeth, *you're better than that. You're better than them.*

The hooded pony ahead turned her azure face back to smile at the captain. Trixie wasn't the foremost pony, but she was making a point to make it *seem* like she was leading her troops. Her horn flared as the brightest light source nearby, something that the captain knew they would surely need soon.

The night is ending, she has to stop soon, thought the captain as she picked her way carefully over the ground. As she took a few more tentative steps, she was surprised to find her hooves no longer falling on randomly shaped rocks. Looking downwards in confusion, she saw the traces of a faint path in the light from Trixie.

Trixie apparently noticed this as well, for she held up a hoof. Everypony halted as one, with the exception of the captain, as Trixie turned to address the crowd. "Ponies of the Royal Guard!" she began, letting the noise of the captain being pulled to the ground fade before continuing, "Prepare the supplies and set up camp along this path. The entrance to New Ponyville should be less than a mile down this path, so we shall rest here and gather our strength so that we may attack tomorrow." She turned back away from her troops and looked down the path, scuffles of commotion arising as the ponies emerged from the forest and spread out down the dry trail. "*Warrant officer!*" she called out.

There was a brief flash, and the small pony stood at her side.
“Yes, Ma’m!”

Trixie gazed into the darkness, contemplating her next move. “Bring me the captain and a patrol of guards, four- no, five ponies strong.” The officer nodded and trotted off towards the captain, who watched him approach with contempt.

The officer exchanged a few words with the guards and then moved away again, never bothering to look down at the captive. The captain was pushed forward by her guards after a moment, arriving behind Trixie after a few dozen steps.

Trixie turned from her vigil as the captain came close. “Good morning captain, I hope the trip wasn’t too hard on you.” She smiled knowingly at the slumping figure.

The captain smiled. If she was going to die to this foal, she was damn well going to deserve it. “Actually, I’d prefer the air. You know what that’s like- oh, sorry, I forgot I’m not around pegasi anymore.”

Trixie smiled condescendingly down at the prisoner, but the captain caught a flash of annoyance in her eyes. “Really, Rainbow Dash, I could order your death at any moment and you choose to taunt me? That seems rather immature, even for your standards.”

“Would you rather me beg for your mercy and throw myself on the ground in tears?” The captain barked out a laugh, “Not going to happen, traitor. Even if you kill me, I’ll die knowing that Nightmare Moon will annihilate you in retribution.”

It was Trixie’s turn to laugh, and the sound managed to be light and airy while remaining frigid. “Come now captain, do you really think I would have done this if I wasn’t assured of my success? With your mangled body returned to camp whilst I am in the queen’s presence, apologizing profusely for my audacity in assuming your guilt...well, let’s face it, the cards are in my favor.”

“You don’t think that looks a little convenient?” The captain was legitimately surprised. *Even Trixie can’t be this stupid*, she thought to herself.

Trixie laughed airily again, a sound the captain had come to dread. “Does it, captain? Ask yourself, if you *were* working with them right now and learned that I was here, what would your first course of action be?”

I’d attack, she thought before she could stop herself. *Damn it, she’s right, I’d attack her while she wasn’t expecting it, before we were cornered in*. Not willing to give Trixie the credit, the captain tried another tactic, “Nightmare Moon will never believe that I betrayed her. I am *nothing* if not loyal, foal.” The captain’s own temper was rising, even though she knew that Trixie was just trying to get to her. “Besides, New Ponyville doesn’t know you are here. What happens when Nightmare Moon arrives to find an innocent village?”

The captain’s words caused Trixie’s grin to slowly fade. “Y-you think I haven’t thought of that?!” Trixie reared up theatrically, falling back onto habit in her suddenly unsure situation. “I’ve already prepared a...thing, for that! Yes!” The captain raised an eyebrow and grinned, always her ace in the hole for riling Trixie.

“Those foals will of course know I am here, because, I-I will tell them myself!” Surety returned to Trixie’s voice as her plan played itself out in her head. “Yes, with their leadership and a third of their population crippled, they’ll be running around in a panic. After I announce myself, what little organization they had left will crack, leaving them ripe for conquest.” She leered down at the captain, “Thank you, foal, for making my plan even more flawless. You may have even saved me some inconvenience down the line.” Trixie laughed frigidly, her horn glowing brighter as she turned from the captain.

Facing in the direction of New Ponyville, Trixie planted her hooves firmly on the ground and narrowed her eyes. She concentrated on the words she wanted to speak, imagined herself speaking them, but never moved her lips. *Citizens of New Ponyville*, the captain heard booming in her head, *I am the great and Powerful Trixie, and I am here to end your pathetic rebellion!*

Applejack and Rainbow Dash both perked up at the side of Twilight's bed, their conversation forgotten. *Your leadership is in shambles, I have crippled your defense, your populace is in panic, and I have not even arrived yet. You have no hope of survival against my armies, but I am not a cruel pony. Surrender yourselves now onto my mercy, and I'll make sure justice finds you swiftly. You have one hour.*

For a moment, the ponies stood waiting for more. When it was clear that the message had ended, Applejack looked at her friends, "Who the hay is Trixie?"

Twilight and Rainbow exchanged glances, but it was Twilight who began speaking first. "She is- was, a traveling showpony who liked to brag about her power." She sighed, "Seems like some things really never change."

"Looks like she's got the bite to back up her bark this time, though." Rainbow Dash put a hoof to her chin in thought, "Ya know Twi, you showed her up once before, I bet you could-"

"No way, Rainbow Dash, not like this. *If* my powers ever come back, it won't be within the next hour." Twilight's black eyes glimmered in the light, white barely visible around the edges. "I think there's only one obvious course of action now."

"I hear ya, Twi. We're the closest thing New Ponyville has to a leader until Rarity comes around, we need to be of one mind in this." Applejack nodded to her friend glad that common sense had shone through.

"No question about it!" Rainbow Dash hopped into the air, pumping her healed hoof to the ceiling. "We'll show these Royal Guards how New Ponyville ponies act!"

"Then it's settled," Twilight smiled in relief, "We'll begin the evacuation immediately."

“Whoa, hold on there a tick, that ain’t what I was saying at all!” Applejack stamped her hoof, stopping the unicorn mid thought, “We have to begin shoring up our defenses before that Trixie pony gets here!”

“She’s practically here already, AJ!” Rainbow Dash fluttered in irritation, “We need to have an attack for ready for her before she has a chance to attack us!”

“*Attack?* Are you *mad*, Rainbow Dash?” Twilight was becoming flustered quickly, “We don’t have anything to attack with, especially since it’s an army of magic users! Our only chance is to pull back and seek out the resistance.”

“The resistance? Twi, we don’t even know where they are, and who’s to say Trixie won’t just hunt us down on the road?” Applejack shook her head, trying to make her friends see the obvious solution. “If we blockade the town and wait out the siege, we can hold out until our unicorns are back on their horns- err, hooves. Then we might stand a chance of fighting or escaping.”

“No no no NO!” Twilight pounded the bed with her hooves, the illogical thoughts of her friends driving her mad. “How are we going to wait out a siege when our supplies are so low? We’ll starve to death within days.”

“Exactly!” exclaimed Rainbow Dash, “So we don’t give them a chance to set up a siege. We’ve got a perfect cover of darkness with the night ending right now; a few pegasus ponies can fly low and find them, then drop torches on their supplies.” Rainbow Dash slammed one hoof down onto the other for emphasis, “with a swift attack on priority targets, their entire force will be crippled before they have a chance to do us any harm”

“Why, that’s the most inane idea I ever did hear-“

“Well we can’t just run and hide-

“The resistance-“

“-stupid, desperate attack idea-“

“-the *only* logical solution-“

As the room descended into chaos, the great clock ticked away in the corner, the time hurrying away unnoticed.

Trixie turned back towards the captain after her horn had returned to a merely illuminating glow instead of blinding. “Thank you for your help, captain,” she smirked down at the Shadowbolt, “now for your final role in my plans. Warrant officer, you’ve instructed the men on how to reach New Ponyville?”

“Yes, Ma’m!” *I didn’t even see the little bugger arrive that time*, thought the captain.

“Good, then I must leave to make my report. It would be a shame if one of our patrols were attacked just outside the entrance to the rebel base, wouldn’t it?” Trixie grinned, but the face of her second-in-command remained impassive.”

“No, Ma’m, it would be exactly what you were planning.”

Trixie’s shoulders slumped. “Warrant officer, you have the subtlety of a pair of scissors. I’ll make this simple for you.” She leaned in close to the trembling pony, her voice dripping malevolence. “Take the captain and four other ponies, *kill her* in front of New Ponyville, and make the scene look realistic. Understood?”

The tiny pony nodded energetically, not daring to speak a word with his mistress so close to his face. “Good,” Trixie said, backing off of the officer. “Now, captain, did you have any last words?”

The captain considered her options, but nothing sprang to mind. Shrugging her shoulders, she did her best to look unconcerned as she looked up at Trixie. “Yea, white hair makes you look old.”

She was rewarded with an indignant snort from Trixie before she felt something hit the back of her head. Her world exploded into bright colors as she felt herself hit the ground.

Worth it, she thought as she was dragged limply into the darkness. Despite everything, she couldn't help smiling. I might die, she thought to herself, but with a warning like that, New Ponyville can stay alive to spite Trixie longer.

"Rainbow Dash, wait-

"No Twilight! I'm done!" Rainbow Dash's wings stood at full length, her front legs lowered aggressively as she faced her two "friends". "You've been arguing in circles for forever while our opportunity slips by! You can do whatever you want, but *I'm* going to help save this town!"

"Hold on, sugarcube, you can't just-

SLAM!

The door to Rarity's bedroom shook with the force of Dash's kick, but he didn't even notice. She stomped her way down the stairs, the clomping hoof steps helping to vent her anger. *They're both stupid, she fumed, we don't have time to talk, we've got to take action!*

Sounds began to make their way through her clouded head, and she raised her glance to see a throng of ponies standing outside the ruined door. A few of them had trickled inside, but with nothing to knock on and their cries going unheard, they seemed confused and lost. Seeing Rainbow Dash, however, a chorus of yells began to assault Dash's ears.

Dash scanned back and forth, her skill with performances in large crowds letting her read them at a glance. The emotions were varied; some ponies cried out in anger while others pleaded for an explanation. Mostly though, Dash could sense the fear. These ponies were living a nightmare, and just wanted something to cling to. Dash smiled, *I have just the thing.*

Dash forced her way out of the door, only a few ponies not making way for her willingly. Once she had room above her, she leapt into the air and motioned for attention. The crowd gradually fell silent as she looked down at them, and finally she began to speak

“I’m not good at this sort of thing, so I’ll keep this quick,” she said simply, “there’s an army of unicorns out there, we don’t know how big they are, and they want to kill us.” Dash knew that this was going to catch flak for this later from both Twilight and Applejack, but she just didn’t care about them right now, “Rarity is unconscious and we can’t decide what to do.”

The crowd erupted, anger and confusion crashing in waves over the ponies below Dash. Floating high above them, Dash’s face remained impassive. “Right now, the motions on the floor are arguing and more arguing, so I’m taking some action. Effective immediately, we are at war.” The crowd mumbled, no pony terribly surprised by the announcement. “Those of you with young ones, stay at home. Those of you who can’t fight, stay at home. Those of you with the will to save this town,” Dash paused for effect, one of the few verbal theatrical tricks she knew, “follow me.”

Rainbow Dash landed in the middle of the crowd, which had grown silent. Calmly, she began walking through the town center. After a few steps, her ears picked up another set of hooves walking behind her. Not daring to turn her head in fear of her hopes being crushed, she walked toward the town gate, the sounds of hooves in her stead growing slowly, but growing nonetheless.

“You blasted idiot! You can’t possibly think that *that* would-“

“I reckon it’s a better idea than those foal thoughts running through *your* head, you-“

Applejack and Twilight screamed at each other, each of their words going unheeded by the other pony. To both, there was only one obvious answer, and neither was about to let New Ponyville suffer because some foal couldn’t see the light. The clock in the corner ticked on, punctuating every angry point with another lost moment in time.

While the yelling wasn't doing anything to budge either pony, it was having another effect. Forgotten by both ponies, Rarity's eyes fluttered in her sleep. She drew in breath sharply, and then let it out in a long sigh unnoticed by the flustered mares.

A few moments later, her eyes scrunched up in irritation. Groaning loudly, she opened her eyes and glared angrily at the ceiling. "Excuse me, my dears," she said conversationally. Immediately, all noise in the room ceased except the slow ticking of seconds, several of which went by before Rarity spoke again. "I've not only had the most horrible dream, but I also had the most horrible night followed by the most horrible headache of my *life*. I don't know why you thought that my *bedroom* would be a good place to have a tiff, but I can assure you that it is *not*. Now **get out!**"

Rarity closed her eyes and took a deep breath, waiting for the sound of retreating hoof steps. Her head felt like Applejack had bucked it more than a few times, and she wanted nothing more than to curl up in a ball and die from the pain. So when two hugs managed to tackle her from a laying down position, she was less than amused.

"Get *off* of me! Are both *quite* mad?" Rarity sputtered and flailed weakly, her head pounding. To make matters worse, every time she opened her eyes it felt like she was looking into the sun. "I said get out, not jump on me!" The weight lifted from her chest and the ponies erupted into frenzied speech, but the throbbing of Rarity's head drowned out their words.

"Shut up shut up *shut up!*" Rarity's voice ended in a shriek, and the room relapsed into blessed silence. When she squinted her eyes, Rarity could make out the faces of Twilight and Applejack around the glare in the room. She knew that they looked scared and desperate, but she was in no mood to coddle anypony. "If you absolutely insist on keeping me awake, then go fetch me a glass of water at least." The clock ticked away, the seconds passing in time with her headache throbs. "And someone break that damn clock."

“Here you go, Rarity.” Twilight handed her own untouched cup of water to the angry mayor. Rarity kept her eyes closed as she used her magic to raise the cup to her lips, taking a big gulp of...nothing.

“Huh?” Rarity opened one eye to look at the offending cup suspiciously, which was still held loosely in Twilight’s hoof. “It’s...my magic...wha?”

Twilight slowly lowered the cup as Rarity sputtered, looking guiltily at Applejack. “Rarity, there’s some things we need to tell you.” Rarity could see the purple face screw up in confusion, and drew in a gasp as she noticed Twilight’s eyes. “You’ve been unconscious for the better part of a day...”

Day had fallen over the Everfree Forest, and the heavy darkness that came with it weighed the captain’s shoulders down. Before the light faded, she had recognized a certain large boulder and fallen tree, and judging by how long she had been walking since then, she knew she was beginning to near New Ponyville.

Her wings were cramped, but she could feel the magical bonds that kept her from flexing them. Her hooves plodded ahead nearly blindly, the weak yellow light from the Warrant Officer’s horn giving the group of six barely enough light to see a step ahead of their hooves.

The ponies surrounded the captain on each side, and without her wings there was no opportunity to escape. Her eyes narrowed at the diminutive warrant officer, *He’s an oaf and a foal, she told herself, I’m sure he’ll screw up eventually.*

I’m sure...

Rainbow Dash stood looking at the blank rock in front of her, waning torchlight sharpening her silhouette the wall. Her figure was not alone, however, and she turned to face the crowd who had followed her to the town exit.

Her heart sank as she looked over her volunteers. *A ragtag group of villagers*, she sighed inwardly, armed *with torches and rocks*. *Still, we'll never have an opportunity like this again*. Only two figures stood out in the crowd, literally rising head and shoulders above most ponies. Two red stallions, one who wore the familiar face of Big Macintosh and another who wore a construction hat, stood grim faced as they looked toward their new leader. Gulping, Rainbow Dash tried to put on a show of confidence.

"I'm not making a speech, if that's what you're wondering," she said evenly, "but before we go out there, just know that you don't have to do this." Rainbow Dash scanned the crowd for hesitation, and found far too much of it. "If you aren't willing to die tonight, now is the time to leave."

She knew she would lose support with that statement, but she still winced inwardly when ponies began to step back. First a blue earth pony, then a dazed looking unicorn, and then another earth pony slowly turned and disappeared back toward the tunnel, their sense of self preservation outweighing their shame. When all was said and done, less than half a dozen ponies stood before her, including the two immovable red stallions. The other three ponies consisted of two female guard pegasi and grey colt. Dash's heart sank a bit more when she recognized the old grey colt as Billy Gruff, the gate operator.

Five, then, including myself. Dash sighed, but she had known what she was getting into beforehand. *Maybe I should just turn around before I get somepony killed*. The image of Twilight and Applejack yelling back and forth over Rarity's unconscious form came to mind, however, and Dash shook her head clear. *No, I don't have time to second guess myself. It doesn't matter if this is a good or bad decision, we have to try*.

"This is not a suicide mission," she said to herself as much as the ponies before her, "This is a strategic strike. You two and I," she pointed a hoof to the guards, "will fly low and quiet with torches. This is the only entrance that the Shadowbolt captain knew about, so they should be on or near the path leading here. Steal what food you can and burn the rest." The guards nodded together, and Dash turned towards the two stallions. "You two have the dangerous job," she smiled, knowing that Big Mac wouldn't mind in the slightest, "You're gonna be taking the flak for us. Hit 'em hard, make some noise, and distract them long enough for us to get

the job done, then high tail it back here. Assume they already know the way in, so no need to hide your tracks.”

Big Mac and the other pony turned towards each other, grinning at their assignment. Dash nodded toward Billy Gruff, who took out his pipe and grabbed the crank. “Ok, fillies and gentlecolts,” Dash grinned and spread her wings as the door began to swing aside, “let’s do this!”

Rarity listened to the two ponies in front of her. Her head still throbbed, but she found that she could keep it down to manageable levels by simply keeping her eyes closed. Applejack and Twilight had to remain calm while explaining their situation or else watch the face of their friend screw up in pain and anger.

“...and between the lack of supplies and any military strength, I believe that we have to evacuate New Ponyville,” finished Twilight, glad to finally have the chance to explain her stance thoroughly.

Rarity nodded but remained silent. After a few moments of careful thought, she spoke softly. “I don’t like it, Twilight, and the ponies here won’t either, but...you are right. We don’t have enough food to last more than a day or two under siege.”

“Now wait just a second there, sugarcube!” Rarity flinched at the volume of the objection, and Applejack hesitated. It was hard to be angry when saying anything above a whisper hurt your friend, “Err, sorry, I meant to say that we have to stay here. New Ponyville is a defensible location, and I’m sure that with strict rationing we can hold out until our unicorns have recovered.”

“To what purpose, Applejack?” Twilight interjected, “Most unicorns only have a little bit of magic related to their special talent, but the Royal Guard has been trained for combat. Even with our powers back, we won’t be able to fight them.”

“We’ll stand more of a chance in here than out in the open! We can’t just run away with our tails between our legs!”

“Is this about *pride*?” Applejack, you can’t-“

“Girls! Please!” Rarity had to yell over both parties, her head swelling painfully. *Damn alcohol and damn Trixie*, she grumbled to herself. “I am the leader of New Ponyville, my dears. Let’s not forget that.” She paused for a moment to let her headache subside, then continued, “Applejack, if we stay here we will die. There is little doubt in my mind about that. If we run to the resistance, there’s at least a chance that they will take us in.”

“No, wait! Rarity, you can’t risk the lives of everypony on a gamble like that!”

“*Control your voice*, Applejack. Ughh, please look at this logically: by staying here we risk everything on the ability of our unicorn villagers to fight off an army on empty bellies. By leaving, we risk everything on our ability to run and hide long enough for us to find the ponies who *can* fight. Applejack, you’ve told me in the past that the resistance is somewhere in the Everfree Forest, right?”

“Well yea, but-“

“Then it’s settled. We’ll begin preparations immediately.”

Twilight’s heart soared, *she’s finally being practical!* Her thoughts were practically giddy, and she realized that she had been afraid of Rarity making another poor decision based on the vague concept of generosity. Whatever had happened to the unicorn the day before and in her dreams, Twilight couldn’t help but be grateful for it, twisted though it may seem.

“Please Rarity, think this through!” Applejack appeared to be near panic, something that was surprising to Twilight. *She’s always been stubborn*, she thought in confusion, *but not like this. She actually seems...scared.*

Applejack’s eyes were wide as she looked towards the prone figure of Rarity on the bed. Her legs visibly trembled even just standing still, and when she spoke her voice sounded like it was holding back tears. “Rarity, Twilight, please. We have to stay here, just...just trust me.”

Alarm bells went off in Twilight's head. "Applejack...what do you know that you aren't telling us." Twilight's ebon eyes narrowed suspiciously, but Applejack couldn't wilt any more beneath the gaze.

"Now, Twilight, I know she's not taking this well, but that's no reason to *accuse* her-" Rarity cut herself off as she looked towards the orange pony. Something was obviously wrong, and Applejack looked like a cornered animal as her gaze shot back and forth between each pony.

"Please, just...listen to me!" Applejack pleaded, taking a step back. "It's suicide to leave the safety of New Ponyville. We'll never find the resistance."

"We have to try, Applejack," Twilight pressed. She was getting tired of listing the same arguments over and over again, but she was also sick and tired of her friends hiding things from her. "Unless you have something *else* you'd like to tell us...?"

"I...I..." Applejack looked back and forth between the two ponies, both glaring at her. "I...I'm sorry!" She collapsed to her knees as a sob escaped her mouth. "I couldn't think of what else to do! I just had to do something, I had to help *somehow*."

Rarity's already white face paled. "Applejack, you didn't-"

"What? *What?!* " Twilight looked back and forth, still not understanding. "What did you do, Applejack?"

Stifling a sob, Applejack looked up at her friend pitifully, "I lied, Twilight. I lied to everypony." Her eyes pleaded for forgiveness she knew she didn't deserve, "There *is* no resistance."

Chapter 14

Poleteia

Rarity sat in her new office. The air still smelled faintly of paint as she brushed a hoof across her spotless desk and sounds of hammers floated in from her window. The ponies had been lucky to find this cave just a few days ago, and were quickly constructing their new homes.

Rarity's thoughts were not on the progress being made around her, however, as she looked down at the report before her in disbelief. A hundred times a day since coming here, she had counted her blessings. So many of her friends had escaped, so much had been saved. Who cared about a few buildings lost when lives and families remained intact? And now their new home was rising up, board by board, one day to stretch into the darkness of the cavern above them.

*Rarity knew all this. She was happy that they had gotten away with so much, but some ponies apparently couldn't see how lucky they were. She let the report fall limply from her grasp, her eyes tearing up. How could they be so ungrateful, she wondered in honest confusion. How can anypony kill themselves? Can't they see that life is *always* worth living?*

"What...Applejack, no, tell me you're lying."

Twilight's knees suddenly felt weak, and she reached out a hoof to steady herself against the night table.

"No, Twi. For the first time in a longtime, I'm telling the honest to Celestia truth." Applejack sat on the ground where she had fallen onto her hindquarters, staring teary-eyed into space. "I lied to you. I lied to everypony. There ain't no resistance."

"But you're the element of honesty! Why would you lie about something like that?" Twilight was surprised by the desperation in her voice. One at a time,

She had seen what monsters her friends had become. To hear Applejack follow suit, to know that she had always been that way...Twilight wasn't exactly angry so much as disappointed. Was it so bad to hope that just one of her friends may have been different?

"I, too, am interested in hearing your reasons for this, Applejack." Twilight cast a shocked look at Rarity, who didn't seem overly upset. Surprise was written clearly on her face, but she was at least remaining logical. Twilight found herself scoffing cynically at the thought of Rarity being rational about anything, a thought that drove home how little faith she had come to place in her friends.

"It all started when the suicides had first begun." Applejack's face was puffy eyed, though Twilight couldn't see any tears, "I knew I had to do something, anything to help. Rarity kept saying that all they needed was a little bit of hope, and I...I didn't know what else to do." Applejack turned her gaze to Rarity. "I don't mean to accuse you, a' course, you just gave me the idea was all. If ponies had something to believe in, some hope for the future, maybe we could go back to living the way we did when we had Celestia to protect us."

Rarity nodded, and Twilight found herself speaking before she could stop herself. "Applejack, no! You're supposed to be the element of honesty, but this...Celestia, what have you done?" Twilight stared at the silent earth pony in disbelief, her words coming to her slowly. "You lied to give them a vague sense of hope? That's it?"

Applejack choked back a sob and looked Twilight in the eyes, her confidence growing at Twilight's calm reaction. "It wasn't a vague sense, Twi. It's the surest thing they have, and they cling to it something fierce. When we first got here, it was the only light at the end of the tunnel, and it's kept more than a few of them going. Twi, I don't mean to pat myself on the back, but my lie certainly saved lives."

"It saved lives..." Twilight trailed off, her head drooping. *Fluttershy saved lives, she reminded herself, when she became a murderer. Rarity "saved" lives by focusing on the short term instead of the long term. But at what cost?*

"...At what cost?" Twilight repeated, this time out loud. A confused

Applejack glanced at Rarity, who look just as puzzled. "At what cost!?" Twilight said again, her voice rising. "Applejack, Fluttershy and Rarity and even Pinkie Pie used their elements to help other ponies, but you... *lying*..." Twilight sputtered, unable to wrap her head around the idea. "Applejack, you may have saved a few for awhile, but what have you done to yourself?"

Applejack furrowed her brow, rising onto her feet from where she had sat. "Twilight, I ain't the important one here. If me abandoning some magical "element" that didn't work anyway can save even one life, then that's worth it."

"Worth it!? Worth your own morals? Worth your own *self*?" Twilight felt her anger rising, though she knew she was coming off as unreasonable. "Even Fluttershy is killing her friends every day for the sake of kindness, but you just abandoned everything you believed in-"

"Don't act as if you know what I believe, Twilight Sparkle!" interrupted Applejack, taking a step forward. "If there is one thing I know I believe, it's that lives are always more important than vague morals. The night I watched you die, the night I learned that sometimes, honesty just isn't enough." She shook her head, and Twilight caught a sense of condescension. "I know my plan wasn't perfect, but I'd say it was a mite bit better than dying off one by one."

"Don't you *dare* defend yourself like that!" shouted Twilight, her head lowered aggressively. "How can you apologize and admit your mistakes, and then turn around like you regret nothing?!"

"I regret a lot of things Twilight." Applejack's voice had become harder, her defenses rising against the relentless unicorn. "I regret leaving my grandma in a burning barn. I regret ever leaving Ponyville alive. I regret living' under a rock for months, trapped in the dark and knowin' that nothing but more darkness was outside." Tears welled up in the orange pony's eyes as she yelled at Twilight, sobs escaping every few words, "I regret living with no purpose for all these months, wondering everyday if there was even a point to all this, but there is *one* thing I don't regret. I don't regret ignoring my element of harmony, Twilight. I don't regret giving everypony hope, even if it *is* just a lie." Applejack sighed, wiping the moisture from her eyes, "I don't need you to agree with me, Twi, I just want you to understand."

"Oh, I understand Applejack." Twilight would have rolled her eyes if she hadn't been so angry. Even the sarcasm in her voice was lost as she glared out from under her brow. "You put every pony higher than yourself because you wanted to be selfless. Well now everypony lives every day as a lie, even if they *think* they are happy. Applejack, that's not helping, that's *cruel*!"

"Will you be the one to tell them, sugarcube?" Applejack stood up straight, looking down her nose at Twilight. "You think I made such a bad decision? Then go on out there and tell everypony the truth. Crush what hope they have and see if Trixie can even begin her attack before we tear each other to pieces."

Twilight took another forward and opened her mouth to speak. To her surprise, however, Rarity leapt between the two feuding mares. With a blink, Twilight realized that she had come very close to butting heads with Applejack and took an extra step back.

Turning slowly to look at each mare, Rarity spoke sternly. "Girls, stop this at once. No pony is going to do anything rash." She let her gaze linger on Twilight warningly as she finished, and Twilight felt a pang of guilt. She hadn't been ready to tell everypony the truth just to spite Applejack...had she?

Seeing that all eyes were on her, Rarity retreated to the bedside. Leaning one hoof on the bed unsteadily, she frowned at both ponies. "What Applejack did is over and done with, but you are both right. If we tell everypony now, we'll all end up with nothing." Rarity paused for effect, and Twilight found herself grudgingly agreeing with the unicorn. "According to you both, Trixie announced that her attack would be here soon. We quite simply do not have time for this foalishness."

Twilight paused. While Rarity had certainly proved herself inept at leadership, she *did* have a point. Keeping her glare fixed firmly on Applejack's stubborn face, Twilight spoke. "You can do whatever you want," she said steadily, "but I won't have any part of this. I won't help you continue lying to this town."

"We don't *need* your help, you self-righteous-"

"Applejack, will you please *shut up!*" Rarity's outburst silenced the room, and Twilight noted with a hint of satisfaction that Applejack was left stunned mid sentence. Turning back to Twilight, Rarity continued in a much softer voice. "Twilight, I know that I haven't listened to you in the past, so you have no cause to listen to me now. But please, we need to be united in this. Will you help us?"

Twilight hesitated as she looked back and forth between Applejack and Rarity. Whatever Rarity had gone through while unconscious had obviously changed her, just as Twilight knew that she had been changed. Bags hung under Rarity's eyes, and the burden of leadership could be seen weighing her shoulders down. By contrast, Applejack stood behind the unicorn, glowering angrily over her shoulder. Twilight struggled to keep her temper down as the earth pony looked down her snout, and Twilight returned the glare.

Twilight's gut churned, looking between her two friends. *Applejack was only trying to help*, she said to herself, *what's more important? Honesty or saving lives?*

But she didn't help. She's only made things worse. And now Rarity wants to continue this lie? Twilight's face twisted up in anger, feeling betrayed by both friends. *Ughh! We'll have to break it to the town slowly, over a period of months, but before that we'll have to find food, and before that we'll have to win a war, only they expect the war to be won by the resistance, who will also bring them food?*

No, I can't. I won't...

"I will help this town," Twilight answered Rarity, her words forming slowly and deliberately in her mouth, "but if you will lead with lies and tricks, I will have no part in it. I'm going to find Dash, and I'm not coming back to this room." Twilight turned away from them both, only barely glimpsing the disappointment on Rarity's face.

"Did our friendship mean so little, my dear?"

Twilight froze, her hoof in the air to push the door open. Lowering it slowly, she looked back over her shoulder. "You aren't my friends. Neither of you ever were. The Applejack I know would have never gone this far, and the

Rarity I know wouldn't allow it to continue for even a moment longer." Twilight sighed, finally leaving what hope she had behind. "As far as I'm concerned, we only met the day I arrived in New Ponyville. We were never friends."

Turning around dismally, Twilight left the room. She heard Applejack yell something, but all she could make out was her heartbeat booming in her head. She looked straight ahead all the way across the office and down the stairs, and even kept the wobble out of her legs until she was in the town square.

In a twisted way, Applejack was right. She knew that her lie had saved lives. *But it was dangerous and irresponsible*, she scolded herself as much as Applejack, *and it wasn't worth the risk. It wasn't worth giving everypony hope when it would inevitably be stolen away again. It wasn't worth changing everything about herself to buy one more day of life.*

It wasn't until she was home that she finally stumbled and fell against a wall, eyes looking up towards the ceiling. In the darkness of her house, she was left to the silence around her. The same painful, mocking silence that resonated in her horn.

First my magic, now my friends, she thought as she lay, not noticing that her eyes were tearing up. *What have I got left in this place?*

The captain knew she was running out of time. Lack of sleep had addled her sense of direction, but she knew that they had to be getting close. *If I don't escape by the time we get to New Ponyville...* a moment of self doubt threatened the captain, and she squashed it instinctively. *No, I'm not giving up that easy. Come on Dash, there's only six of them; this shouldn't even be a challenge. Maybe if I move quickly enough I can squirm away.* Her scan roamed frantically over the ponies near her, but they all stood on guard. *If I try to make a move too early, they won't get careless again. I just have to hope that I have another opportunity.*

The captain knew that she wasn't a patient pony, and the circumstances were doing nothing to help. She could feel her hooves twitch with almost every step, her eyes looking frantically for an opportunity. She turned her

head at the pony directly behind her, who glared at her. With two more ponies to either side, her only hope was forward. *The warrant officer is a shrimp, he won't even know what hit him.* Her muscles tensed, but she restrained herself, *but the other Royal Guards will. Damn, I won't get more than a few feet before they drag me down. Damn damn damn damn!*

A sudden sense of déjà vu assaulted the captain. Being led captive down this path, enemy ponies surrounding her on all sides. The only thing missing from the picture was her lieutenant. She shook the wistful thoughts out of her head as the company came to a halt, the warrant officer kicking the ground lightly with his hoof. A hoof pushed the captain and she fell to her knees, her head only just beneath the short pony's gaze.

The warrant officer sighed and averted his eyes. "Look captain, I don't take any pleasure in this. I just want you to know that."

"Could'a fooled me, you bastard." The captain spit on the ground as she glowered upward. "You've been at Trixie's beck and call since I first saw her. You're nothing more than a henchman who's scared of his own shadow."

The warrant officer's gaze hardened, his pig-like snout scrunching up in anger. "Cut the self righteousness, captain. You don't know what it's like to work for somepony like her. If I didn't know these guys so well," he waved a hoof at the ponies around him, "You can bet that I'd have my horn broken for even talking to you."

"Yea, and I suppose you are the sole voice of reason in the entire Royal Guard, right? Spare me, *petty* officer." Dash lifted her gaze towards the void-like sky, refusing to meet the other pony's eyes. "Or is this the part where you let me go so that I can come back with an army of my own?"

The warrant officer chuckled at the faint trace of hope in her voice. "Heh heh, I always did like you, captain. I'd tell you not to tell Trixie, but unfortunately I won't be freeing you anyway. These guys don't like me enough to cover my ass for *that*." He backed off as the captain was picked up and thrown against a nearby stone wall, which rumbled beneath the force of her body hitting it. The mountain rose behind the captain, her racing heartbeat seeming to make the stone beneath her vibrate. "We've got to make this bloody, but I can at least make sure that you're dead

before we get to work on that. Sorry 'bout this, Dash."

The captain looked ahead into the steel blue face before her. The warrant officer's horn began to glow with a yellow light, and the captain hoped that her mask would hide the fear that she could feel seizing control of her. *No! I'm not going down without a fight!* She cried in her mind, as her hoof tensed for a desperate kick.

"...do this!"

"Huh?" said the warrant officer as the stone next to the captain swung outward, his horn's glow fading.

"Wait, what?" said the captain, looking over her shoulder into her own surprised face.

"Wait, what?" said Rainbow Dash, her wings falling limply down to her side as the ponies behind her hesitated.

The three ponies stood in silence for a moment, trying to figure out what was going on. The captain was the first to recover, and not about to make the same mistake twice, she scrambled to her feet to make a break for it.

The Royal Guards had loosened their grips on her arms in the confusion, and the captain was able to wrench free. Maneuvering around the ponies, she made a break for the darkness. *If I can just get in the open for a second, she thought frantically, I can escape into the air. I can still warn Nightmare Moon about Trixie!*

"Gwaah? Wa-wait! Get her you oafs!" The warrant officer pounced onto the Shadowbolt, the two tumbling off to the side.

"New plan! Attack! Don't let them warn the others!" cried Rainbow Dash, her wings flaring up again. She charged full bodily at the nearest royal guard, broad siding the colt. She was rewarded with a satisfying crunch as the colt hit the ground, stunned as the wind was knocked out of him.

The captain kicked out wildly, catching the warrant officer by luck. The unicorn tumbled away with a grunt, and the captain scrambled back to her feet. Seeing her path ahead blocked by a Royal Guard and an unfamiliar pegasus guard, she turned to the side only to find a large red stallion

glaring her down.

"Woah, hey there," the captain backpedalled, not liking the look in the stallions eyes, "can't we talk about this?" The unfamiliar red pony cracked his neck, his eyes glowering under the rim of a construction hat. The captain gulped, "Ok big guy, you asked for it!", she said with more confidence than she felt.

She charged at the large pony, leading with her hoof and putting all her weight behind the kick. Seeing the pony brace for the hit she swerved, rolling to the side at the last second. *Big is just another word for slow*, she grinned to herself as the world spun around her. She righted herself as she came side-to-side with the earth pony, but glimpsed a red hoof fill her vision before her world exploded.

Forepony Checkers lowered his hoof, watching the Shadowbolt tumble into the ground near the base of the mountain from his clothesline. He looked at the limp form, taking a pondering step over to finish off the Shadowbolt. Before he reached her, however, a sharp crack accompanied searing pain in his back.

"**AUUGGHH!**" he cried out, arching his back as he fell forward. A royal guard stood over the him, the glow in her horn fading. Forepony Checkers looked up into the face through tear rimmed eyes, but saw no mercy as the horn began to glow again.

KRACK! The forepony closed his eyes for the final blow, but no pain accompanied the sound this time. Opening his eyes after a moment, he saw Big Mac lowering his hindquarters from a buck. Off to the side lay the motionless Royal Guard, her head twisted at a disturbing angle.

Standing to his hooves, Red Checkers nodded to the colt. Wincing as another spell crackled past his head, he turned back to the fray, sticking close to the side of his rescuer.

Rainbow Dash lashed out at the Royal Guard in front of her, catching the

mare on the jaw. She yelped out as she fell to the ground, spitting out blood and scrambling away. A scream behind Dash distracted her from finishing the mare off, but all thoughts of the Royal Guard fled from her mind as she beheld the sight before her.

In the blackness of the day, the only lights had been the discarded torches of the three pegasi and the flashes of magic. But now a pillar of flame shambled aimlessly through the battlefield, a scream tearing through the night from inside the inferno. As Rainbow Dash recognized the shape inside the flames as one of her two pegasi guards, her stomach began wrenching. The scream faded into a gurgle and the pony collapsed, the flames continuing to obscure the figure beneath. As her stomach churned from the sight and smell, Dash saw a horn glowing behind the flame, and the Royal Guard smirked as his magic faded, looking down at the motionless body.

Narrowing her eyes on the black unicorn, Dash felt something within her snap. She launched herself forward with an inarticulate scream of rage, closing the distance rapidly. Rainbow Dash savored the expression of fear on the pony's face as he looked up, realizing far too late that he was being attacked.

The warrant officer scrambled through the dark, coughing as he regained his breath. A shadow against the wall a few feet away moved slightly, and he instinctively dropped onto his stomach. Hearing a groan, he regained his composure and scrambled over, turning the body over.

A grin crossed over his face as he saw the mask of the Shadowbolt. *Maybe I can still pull this off*, he thought as his horn began to glow. He certainly didn't want to consider what Trixie would do to him if he failed. A sound behind him gave him just enough time to duck as he felt a hoof swoosh past his head, and he raised his gaze to see a guard pegasus land a few feet away.

"Get out of here, foal, before you hurt yourself." The warrant officer glared at the pegasus pony, but she only lowered her head aggressively as her wings spread out. The warrant officer tensed up, stepping away from the body of the captain, "I don't have time for- eep!"

The warrant officer barely had time to duck as the orange pony swept over him and disappeared into the darkness. Swinging around rapidly, he eyed the wall of blackness ahead of him. The occasional spark of light behind him gave deeper penetration into the heavy gloom, and it was during one such flash that he caught the outline of a face.

Instantly, his horn sprang to life. The pony screamed and flew past him, a gash opening under one wing as she did. She crashed into the ground, writhing in pain, while her wing fell twitching some distance away. Ignoring the screams as they mingled with the chaos around him, the warrant officer rushed back to the side of the captain.

Panting from the exertion of using so much energy so quickly, he put the guard out of mind as he collapsed into the dirt next to the twitching Shadowbolt. *I guess I don't have to worry about making it look real*, he thought as his horn began to glow, *this couldn't possibly be any more-*

The warrant officer felt himself leave the ground, and curiously felt unable to breathe. It wasn't until he came down again some feet away that he felt the pain of being kicked in the stomach, having the wind knocked out of him for the second time in as many minutes. Glaring up at the captain as she stood shakily to her hooves, he coughed for breath.

The captain stumbled, bracing herself against the wall. She looked toward the huddled form of the Warrant officer, her goggles narrowing as she spat venomously. "I'm not...going down...urgh" the captain collapsed forward, her knees buckling as she began throwing up violently. With tremendous effort, the warrant officer got back up on his own four hooves and looked toward the dazed Shadowbolt. It wasn't until the light from a flame illuminated the stone wall behind the captain that the warrant officer saw the blood. *Head wound*, he grinned as he shambled towards her, *that kick probably took the last of her strength*.

He didn't need to tell himself how thankful he was for that. He gathered his remaining strength into his horn as he stepped shakily forward. His magic wasn't as tapped as his physical strength, but with all the wasted energy on interrupted spells, it was coming close.

Rainbow Dash drew back her hoof again, pummeling the face of the flame-

wielding pony beneath her. She couldn't feel her hoof anymore, and she wasn't sure how much blood of the pulpy mess beneath her had belonged to the Royal Guard, but she didn't care. Images of the tortured pegasus flew through her mind as she hammered again and again, not caring that the pony had long since stopped fighting back.

Another scream caught her ears, wrenching her from her rampage. Lifting her head, she couldn't find the source of it, but she did see another Royal Guard, unusually shorter than the others. Acting more on blind instinct than conscious thought, Dash launched herself toward her next target, plowing into the unicorn.

As she made contact, her shoulder caught the tip of his horn as it flashed. Searing pain shot through her arm, and she could feel the air near her face split. There was a horrendous screech as the rock above the gateway to New Ponyville was gashed open several inches deep, but Rainbow Dash grit through the pain and landed on her hooves, barely glancing at her bloody shoulder.

The warrant officer rolled several feet away, his squat body making it harder for him to stop himself. As he finally skidded to a halt near the still-burning body of the pegasus guard, he coughed weakly. *So this is how it ends*, he thought as the enraged visage of Rainbow Dash limped towards him, the flames causing the light to flicker across her bloodstained fur. Despite, or perhaps because of his impending death, the warrant officer began laughing to himself mentally. *In a way, the captain got me after all*, he reflected as he watched her savage form stagger closer.

Suddenly a red hoof filled his vision, nearly blocking his sight of Rainbow Dash. Turning weakly onto his back, the warrant officer looked up at the chin of Big Macintosh, standing over him protectively. "Rainbow Dash," he said in his plodding voice, "we've been through this before. He couldn't hurt a snail after that last spell, there's no threat left." The warrant officer turned his head back to Rainbow Dash, eyes pleading for a sliver of hope.

Without ever acknowledging the Royal Guard, Rainbow Dash hesitated and looked at Big Mac. Her eyes were hard, but after a moment she relented and slumped her shoulders. "Fine," she sighed as she lifted herself into the air, nursing her oozing shoulder, "Maybe we can salvage something out of this nightmare after all." As she turned away, the warrant officer turned his

gaze back to Big Mac. The red stallion exchanged a glance with yet another red colt some distance away, and then both turned their gaze on the retreating form of Rainbow Dash.

Nopony was looking at the warrant officer.

Big Mac noticed a light that flickered out of time with the flames. Looking down in curiosity more than alarm, he eyed the fiercely concentrating unicorn beneath him. "Hey now, kid, you couldn't cut grass in the shape-

There was a flash, and the colt blinked. The space beneath him was now dark, and much emptier. "Damn it!" he yelled, giving a rare display of anger. Red ran over to him, and Rainbow Dash turned back around. Sure enough, Big Mac stood over an empty patch of ground, his distraction giving the unicorn enough time to teleport away.

Rainbow Dash sighed. *I suppose it was too much to hope for*, she thought. She looked around the battlefield dismally, the light from the torches and the burning body fading slowly. All of the royal guards lay dead, but so did two of her own ponies. Most of the corpses were visibly mutilated, and Dash's stomach heaved briefly when her gaze fell on the face of the fire-casting pony. *Oh Celestia*, she groaned as she averted her gaze, *I did that. I actually killed him.*

Dash looked toward the rock wall, trying to put the sight of the battlefield out of her mind. With only the bare wall to see, she couldn't help but face her own thoughts. *Why? Why can't anything ever go as planned? Why does everything have to get worse and worse until everypony breaks!?*

Dash wanted to scream. She just wanted to fly into the air and yell into the void that mocked the day. A thousand scattered thoughts floated through her overwhelmed mind, and she caught herself thinking of Pinkie Pie. *She's the lucky one*, Dash wanted to shout, *she escaped into her own world. She doesn't have to live in this hopeless hellhole. Celestia, just one glimmer of hope, that's all I ask!* But Celestia was gone, who knew where, and Rainbow Dash knew it. *What do you do when the only god left is the one trying to kill you?*

The movement of nearby shadows caught her attention, distracting her from the irony of her prayer. The world seemed to blur around her with every movement as she inched her way towards closer, finding herself on

her hooves even though she didn't remember landing. The memory of the first scene when the gates had opened replayed in her head: the Royal Guards waiting outside, the fear that it was a trap, and then the sight of the Shadowbolt. In the chaos of the battle, Dash had forgotten about the other mare.

She stumbled over to the curled body as it lay softly breathing, coughing occasionally. Dash's vision stretched before her, sounds seeming distant and muffled. Dash pulled at the goggles on the mare's face, and although they offered some resistance they eventually came off with a soft crackle of magic. Rainbow Dash wasn't at all surprised to recognize the glassy-eyed face of the captain, her own face, below her.

It all makes sense, she thought dazedly. She didn't know what made sense exactly, and somewhere in her a voice screamed that her shoulder had been losing a lot of blood, but she was happily at peace. She felt herself slipping forward as the captain's glassy eyes turned toward hers weakly before rolling back in her head. The sounds of quick hoofbeats behind her were the last things Dash heard before falling softly forward into unconsciousness.

Trixie looked up into the expectant face of Nightmare Moon. The heavy darkness of the day poured in through the open windows, but was thrown back to the corners of the throne room by the goddess' roiling mane. For the first time ever, Trixie didn't lower her eyes when looking into Nightmare Moon's face, though her body was laid on the ground in a pose of worship.

It took all of Trixie's willpower to keep the smile off her face. Nightmare Moon looked curiously at the prostrated mare, neither anger nor belief yet coloring her features. *She'll believe me this time*, Trixie knew, *she has too. I can show her proof.*

Finally, Nightmare Moon spoke down to the teal unicorn. "Trixie...I am relieved to hear your words." Trixie held back a sigh of relief, knowing it could give her away. "You were indeed audacious to assume my captain's guilt, and I am glad to hear of your repentance. But for now, let us speak of this rebel base you seem to have stumbled across."

The ebony pony stepped delicately down the stairs to the throne, her mane

streaming behind her like a torch. Trixie watched her openly, no longer needing to hide behind courtesy and regal poise to avoid her wrath. "You claim they hide inside a mountain and openly defied communication with you, is that right?"

"Yes, your majesty. I used an advanced telepathy spell to make contact before I made assumptions about their allegiances, but they openly mocked me. Naturally, I dispatched a patrol and came back to make my report immediately."

Trixie saw Nightmare Moon's brow scrunch up in a mixture of pain and anger, but it quickly sank into disappointment. "I see. I had thought that all traces of the resistance had been put down in Manehattan, but it seems that some ponies cling to outdated ideas. Very well, we shall go and see to this mess." Nightmare Moon strode past Trixie, towards the shadowed door of the throne room.

"W-we?" Trixie stammered as she scrambled to her hooves, falling into step behind her mistress. "But, your majesty, I can handle them perfectly well myself! If you'll just hear out my request for additional power from-"

"Forgive me, Trixie," Nightmare Moon interrupted without even casting a glance towards the unicorn, "But you misunderstand. For the first time in almost a year of service, you appear to have shown some sense of responsibility for your actions and regret when you acted in error." Nightmare Moon's voice remained even, but her mane settled to a low simmer as she arrived at the door. "I'm not coming down into that compost heap to help you; I'm going to find out what you're lying about."

With a glimmer of Nightmare Moon's horn, the large doors flew open. Trixie followed her ruler across the hallway to a window that looked out into the distance. "If you are telling the truth, Trixie, then I will grant you all the power you need to crush this insurrection." Nightmare Moon still refused to look at the unicorn below her as her gaze settled on the distant forest. "If, however, you are lying, if you have made even the slightest move against my throne...I have no tolerance for treason, Trixie, and you'd do well to remember that."

Trixie gulped as the queen's horn began to glow. *My plan is perfect*, she told herself as the world blurred around her. *It is a masterful work of*

subterfuge. I have nothing to worry about. With all the self assurance she could muster, she attributed her quickening heartbeat to excitement instead of nervousness.

Rainbow Dash rose slowly out of darkness, her mind returning to the real world gradually. She opened her eyes to see a dim wooden ceiling above her, a sight she had come to loathe. Panic set in as she recognized the room around her, the soft bed beneath her feeling all too familiar. She whipped her head around and, sure enough, bandages encircled her shoulder. "No no no! I'm not spending another three days in here!" she yelled, thrashing around in her blankets.

"Relax, Rainbow Dash," Dash turned her head towards the voice, seeing Twilight stretched across the ground in front of a book. A pencil was held awkwardly in her mouth, and she placed it down before continuing, "You aren't even tied down."

Rainbow Dash gave her shoulder an experimental lift, her worries dispelled as she sat up. Gripping the book in her mouth, Twilight marked her page and stood up, coming closer to the pegasus. Her fears gone, Dash's found the memories of the battle rushing back to her.

She felt her body seize up, "Twilight! What happened?! How did I get here? Where are the other ponies?" She reached up to grab her friend, but winced in pain from her shoulder.

Twilight put the book down and to free her mouth. Grimacing at the aftertaste, she spoke softly to her friend, "Big Macintosh and another pony dragged you back in with a few others. Some of them...I didn't get a good look at them, but there was a lot of blood." Twilight hesitated, and Dash could see that something was troubling her. "The whole town went into a frenzy when you guys came back, and when I got to you I offered to keep watch over you until you woke up."

Dash kept fidgeting, glancing this way and that. "Twi, there's something very important that I need to know. How long ago was I brought in?"

The question seemed to take Twilight off guard, her blackened eyes

widening in confusion. "Uhm, I guess about thirty minutes, why?"

Dash braced herself for the forthcoming reaction, "Because that group we ran into was a patrol, and one of them escaped. If he made it back and told Trixie that we attacked them, then she won't wait another day before launching her forces. We need to evacuate now."

Twilight smiled, and it was Dash's turn to be confused. *She should be worried*, she thought suspiciously, *or at least surprised*. But Twilight's smile seemed off to Dash, and her voice sounded high strung when she spoke. "Oh, that won't be a problem," she all but giggled, "we've decided to stay in New Ponyville anyway. What difference does it make whether she attacks in a day or an hour?"

Dash's suspicions took the confirmation badly, her stomach dropping in worry. "Twi, are you ok?" The change in Twilight's demeanor had occurred quickly, and Dash wondered if she had brought up a sensitive subject.

"Oh, I'm *fine* Dash!" she exclaimed, her voice dripping sarcasm, "I'm just here, looking after my friend, while Applejack and Rarity fortify a town of sticks and rocks." She sat down on the edge of the bed in a huff, hooves crossed across her chest. "Rarity woke up and Applejack...she...gahh! I can't even talk about it right now!"

Dash chalked Twilight's frustration up to the orange mare's stubbornness, focusing on their next step. Though Twilight just glared at the wall away from her, Dash looked at her slouched form. "Well, we can't attack anymore, but I'm surprised they don't want to evacuate." She tapped her chin pensively, "So, what are you gonna recommend to them? I doubt they'll let me back in there after I stormed out like that."

Twilight grunted a laugh again, "Heh, *you* stormed out? Dash, I'm honestly surprised they didn't have me arrested after I left that room. "

Dash's jaw dropped dropped, "You mean *you* walked out too? Over what!?" Twilight opened her mouth to respond, but Dash shook her head. "Damn, now neither of us carry any weight with Rarity. What were you thinking, Twi?"

Twilight drew back, a hoof coming up across her chest defensively "What

was I...? Dash, you walked out first! And then you just trotted outside and attacked the Royal Guard!" Twilight's voice was more incredulous than offended, but Dash deflated swiftly under her voice.

"No, wait, I didn't mean..." Dash hesitated, trying to find the right words. "Err, I'm sorry Twi. I guess I'm just mad that after everything now, the only thing we have to show for it is not having any control over what happens next." Her shoulders drooped, "We just have to sit and wait for Trixie to attack."

Both ponies sat in silence. Dash's face contorted, and she opened her mouth to speak more than once but never uttered a word. Twilight simply sat on the edge of the bed, looking down at her friend. Dash turned her eyes upwards in time to see Twilight lift a hesitant hoof.

"Dash," she began, her face already drawing back, "We don't...we don't have to stay here, you know."

Dash was confused for a moment before Twilight's meaning sank in. "You mean, leave New Ponyville?" Her mouth dropped open, "Twilight, our friends are here!" she exclaimed, stammering around the implications. "How can you even suggest that?"

Twilight hadn't been sure of what to expect from Dash, but this was certainly a possibility. "Please, just listen!" she pleaded with hooves together, "I know that everypony we really know is here or dead, but these *aren't* our friends!" Dash drew herself back from interrupting, albeit barely. "Rainbow, our friends are back home in our Ponyville. This is very literally a different world, a parallel universe, and by definition that means that some things are different." She held her hooves open to gesture to the room around her, "We've both seen the way that Rarity and Applejack behave, towards us and the town! Whatever happened that night that made the Elements of Harmony fail, it could have been from either of them not embodying their elements, and we can both see that *none* of our friends embody them anymore."

"So we should just abandon them?" replied Rainbow Dash. Her voice was calm and questioning, not at all what she expected. *I should be angry*, she wondered at herself, *I was a moment ago. Why aren't I anymore?*

"Well, we're not really..." Twilight trailed off, looking down guiltily. "I mean, we're not even supposed to be here in the first place, right? We only got here by mistake." Dash kept her face impassive, and Twilight tried a different argument, her words gaining strength as she continued. "Dash, I want to help everypony, believe me, but...by Celestia, look around Rainbow. What is there here to save?"

Rainbow Dash opened her mouth to reply, trusting her anger to supply the words her mind couldn't find. But nothing came out, and her face scrunched up in confusion. *No, she thought, this goes against everything I stand for. They are still my friends, this is still Ponyville.*

And with a flash, Dash knew why she couldn't be angry. Deep inside her, her sense of loyalty burned at her and begged her to stay, but on top of that sense of duty were days and days of watching ponies suffer. Days of never-ending darkness and rot. Watching her friends lie and kill and sacrifice innocents for nothing.

What do I have left to be loyal to?

Twilight took Dash's silence to mean she was on the fence about the idea, and continued with her plan. "We could leave tonight," she muttered, afraid to break Dash's thoughts. "We know where at least one escape tunnel lies, the one the captain escaped from. We could make our way to one of the main cities and lie low until my magic returns and I can find a way home."

Dash remained silent, and Twilight looked towards her face. The cyan pegasus refused to meet her eyes, and her face held a sadness that Twilight had never seen on her friend before. "Please," begged Twilight, her voice soft in the silent room, "We don't have to die here. Not for this." Twilight realized that her hooves were clasped together, and she slowly drew them apart and lay back. Very slowly, Dash lifted her head to look Twilight in the eyes, which Twilight could tell were moist around the edges. *I don't want to do this, she wanted to add, but If you saw Rarity ignore common sense, if I had time to explain what Applejack did, I know you'd agree.* She held her words however, as Dash opened her mouth.

"Twilight," she began as a tear rolled down her cheek. "I'm...sorry. I can't leave" Her head dropped onto her chest, and Twilight could hear a sob come from her friend. "I wish I could," she continued in a muffled voice, "but

it goes against everything I know." She looked up, her eyes now puffy with tears. "Ever since I saw Fluttershy killing those animals, I've only cared about protecting you. You're right, I don't owe them anything, but I just can't. Even if they aren't our real friends, even if this isn't Ponyville anymore...I'm not ready to give up on them. Not yet."

Dash's head dropped again, and Twilight felt like a lead weight sat in her chest. "I'm sorry Dash," she found herself saying suddenly, falling forward and throwing her hooves around the mare's shoulders, "I didn't mean to make you choose between me and everypony else. She felt a pair of hooves embrace her back tentatively, "If you aren't leaving, then neither am I."

Both mares lay in the bed as their tears subsided, each racked by the occasional sob. Dash's embrace grew tighter over the course of a few minutes, and Twilight gave a final squeeze to her hug before drawing away.

"That puts us back at square one," moped Twilight as she sat up, "we can't do anything except wait for Trixie to attack at any moment."

"Maybe..." Dash hinted, placing a hoof on her chin.

Twilight perked up. Dash appeared to be deep in thought, but Twilight was desperate for good news. "Rainbow, is there something you haven't told me?" she asked, leaning forward.

"When you saw me being brought in, you said you saw a few other ponies, right?" Dash ventured, her hopes rising slowly.

"Yea, but I didn't get a good look at them. I think the entire town was trying to cram onto that tiny bridge-"

"Did you see how many of them there were?"

Twilight thought for a moment, "Well, there were two ponies walking, and four stretchers with you on one of them. So six total, I guess." She looked at her friend, confused by this line of questioning.

Dash smiled, her grin splitting her face from ear to ear. "Twi, I only went out there with four ponies."

Twilight hesitated. "So then who was the sixth one?" she asked slowly, her mind trying to race ahead and guess the answer.

"You reminded me just now when you were talking about escaping," Dash said as she sat up and flexed her wings, "It wasn't just the Royal Guard out there. The captain was showing them the entrance to New Ponyville."

Twilight found herself scrambling to keep her balance as Dash leapt out of bed, knocking Twilight off in the process. Regaining her composure, she cocked her head to the side. "Rainbow Dash, the captain didn't want to fight us even after Spitfire died," she said incredulously as Dash shook life back into her limbs, "why would she go back on that now?"

"I don't know" answered Dash as she lifted herself experimentally off the ground, "maybe she didn't, but that sure is what it looked like." She let herself fall to the ground, giving a satisfied smile as every body part checked out. "But if she's anything like me, she doesn't want to see everypony here die either. What if I go and try talking to her?"

"Rainbow Dash, that's brilliant!" Twilight exclaimed. She began pacing between the bed and the door, thinking out loud. "If these ponies stay here, we'll all die. But if you can convince the captain to help us, and I can convince the town to stop following Rarity, then maybe we can escape before Trixie surrounds us." She stopped and smacked one of her hooves into the other, staring at Dash. "We have to work fast, though. You go to the captain, and I'll go to the town square."

It was Dash's turn to be surprised. "Wait, how are you going to convince everypony to stop following the mare who saved their lives?" Dash questioned as she narrowed her eyes.

"Because I know something they don't," Twilight replied, her voice wavering slightly. "Applejack lied about the resistance, and if everypony finds out about it then Rarity and Applejack won't be leading anypony."

Dash's head drooped, but part of her wasn't very alarmed. She honestly felt more disappointed by the continuing trend of her friend's failing than surprised, a realization that worried her deeply. "I see," she stated simply as she trotted toward the door. "In that case, we better move now."

"Okay Dash," Twilight replied as torchlight flooded the doorway. The two mares stood side by side as the empty street stretched before them, each with their own mission. Twilight tried to ignore her own warnings as the possible outcomes of telling the town the truth assaulted her imagination, and a quick glance towards Dash revealed that she was similarly lost in thought.

The cyan mare looked back, and Twilight realized she had been staring. Carefully making her face impassive, Dash nodded and flexed her wings. "Good luck, Twi."

Twilight resisted the urge to hug her friend again, knowing that she had to be strong on her own for the coming trial. "Thanks Dash," she answered. She could only imagine what Dash must be going through, having to ask a twisted version of herself for help. "And you too!" she added belatedly as the mare left the ground, disappearing into the darkness above.

With a sigh, Twilight turned toward the street before her. With the whole town against her and Dash gone, her only companions as she began walking towards the town center were the clops of her hooves and the silence between their echoes.

Chapter 15

The Abyss

Throughout New Ponyville, barely a sound was made. Few ponies roamed the street, and those that did kept their heads down and their hooves moving quickly. In their homes, unicorns, pegasi, and earth ponies alike either spent time with their family or gathered their belongings together. A few grabbed a large tool or heavy object that could be used as a weapon, and fewer still strapped old pieces and scraps of armor to their flanks.

The announcement by Trixie had reached everypony's ears, and the atmosphere was grim. Some clung to hope of victory, but most settled for hope of survival as they gathered what sparse food they had left. The calm before the storm lulled the town into silence, if not inactivity, as everypony prepared for the coming night.

For Rainbow Dash, the calm was already over. She glided near the cavern ceiling toward the guardhouse, her anxiety mounting with every flap of her wings. The silence of the town below was lost on her as her own mind echoed with her thoughts, having no outlet for the tension inside of her. Passing above the bridge to the guardhouse, she allowed herself to drop slowly back to earth, focusing on the task before her. She touched down outside of the guardhouse, pushing her way through the door.

Dash was surprised at the lack of activity inside. Ponies sat in silence or low conversation all around the room, the colors of the guard uniforms on everypony's flanks. Although most of them sat idly, they were not lounging by any means. Helmets glinted off every head, and more than a few nervous glances were cast towards the door as Dash opened it. These ponies were as prepared as they were ever going to be, and now had to wait until the storm arrived.

Dash cast her eyes around the room, her query standing out easily. Catching her eye, Big Macintosh stood and nodded wordlessly, walking towards the stairs. Rainbow Dash made her way around the ponies

cluttering the room and fell into step behind him as they made their way to the level above.

Dash passed a number of doors as they made their way down the deserted hallway before finally arriving at a seemingly unmarked one. Big Mac grabbed a key ring from a peg beside the door and inserted it. Instead of turning it, however, he turned to Rainbow Dash and spoke for the first time.

“If you try to help her escape again, you’ll be locked up with her.” Big Mac’s face held no hint of malice, instead seeming...almost sad. Dash nodded, knowing that he was probably going against orders by even letting her into the building. Big Mac turned and left, and Rainbow Dash forced herself to bring her troubled mind back to the ground.

The door seemed to loom in front of her like the portal to an abyss, and with tremendous effort she reached out a hoof to push it inwards. She froze as her hoof made contact, her worried mind racing.

It’s not too late, she begged herself, and you can still turn and leave. Let Twilight handle this, she’s much more levelheaded than you. Dash’s hand recoiled for just a moment before she caught herself. *No, this is my problem. Come on Rainbow Dash, stay cool, she’s just a pony like anypony else.* Dash didn’t push the door open so much as let herself fall forward, the gateway to her personal demon opening easily despite her reservations.

The captain lay in the bed, hooves crossed behind her head as she stared at the ceiling. Hearing the noise of the door, she turned her head and froze. Standing in the doorway was a mirrored version of herself, Dash’s face unreadable as both ponies stared at each other. *I knew this was coming, the captain told herself, now play it cool, just like I planned.*

Dash was the first to speak, her voice already seeming tired. “Why are you here?” was the simple question, her voice flat and emotionless.

The captain sat up, looking around the room. "I don't know," she answered, "I honestly expected to wake up in the dungeons again. I have to say, I'm pleasantly surprised."

The captain looked back toward the mare in the doorway, who looked none too amused at the question dodge. Not wanting to start out on the wrong hoof, the captain spoke again, "Er, sorry, just trying to lighten the mood. I know you're probably mad about the whole kicking-you-into-boxes thing..." The captain trailed off, Rainbow Dash's face remaining impassive. "Look, I think we both have questions for each other. I'll answer yours if you answer mine, alright?"

Dash nodded and walked forward numbly, the door swinging gently closed behind her. The room was sparse and windowless, but a single desk and chair were present. Choosing instead to remain standing, Dash repeated her question. "Why are you here again? You told Rarity you just wanted the fight to be over."

"I do," the captain replied instantly, "but Trixie...look, I didn't lead her here if that's what you think. She followed me the first time, and was about to kill me when you came." The captain looked down at her hooves, knowing that her face was blushing. "Thanks, by the way."

Dash forced her face to remain unreadable, but her voice was incredulous. "Right. Trixie just happened to follow you to New Ponyville and has for some reason taken an interest in antagonizing us again? The two branches of military for Nightmare Moon aren't working in conjunction?"

The captain threw out her hooves, gesturing to the room around her. "Do you see any Shadowbolts, foal? If they knew where I was, my men would be breaking down the doors to the town if it meant butting the rock with their own skulls." The captain lowered her hooves, glaring daggers at Rainbow Dash, "I had no reason to lie to Rarity then, and I didn't want to come back here. Trixie was going to kill me as a power play for Nightmare Moon, and you saved my life. Just take my thanks and shove off." She crossed her hooves and looked away, biting her pride.

Dash wanted to sneer at the unmasked Shadowbolt, but what she knew of Trixie stopped her. The arrogant mare *would* be the kind to jump at

the chance for fame and power in Nightmare Moon's service, and if the captain was anything like herself-

NO! She is nothing like me! She's working for the enemy-

"My turn," the captain interrupted Dash's thoughts, "I told you once that I came here to show you who I was, but that was only half of it. Twilight is dead and I am definitely me, so how are *you* here?"

Dash thought for a moment, but couldn't see the harm in answering the question. "It's...a long story." Dash struggled for a starting point, and settled for the beginning. "Applejack was helping me practice a trick when I crashed into Twilight's library, and she wanted me to help her with a spell. Something went wrong and we ended up here."

Dash saw the captain nod, and the Shadowbolt spoke up "Another world, huh? I figured it had to be something like that. Trixie kept bragging about some eggheaded stuff like that around the time that she finished her mass teleport research-"

"Wait, WHAT?!" interrupted Dash, leaning forward despite herself, "t-that's the spell Twilight cast to get us here! Trixie knows how to do it?" Dash had completely forgotten about keeping her face impassive, her visage now betraying her hopes.

The captain recoiled, the burst of emotion in the carefully sterile room surprising her, "Err, yea, but I don't know much more than that. She used it to get me and her army here, but I wouldn't count on her telling you."

Dash collected herself, snapping her stance back to the carefully reserved position she had adopted previously. She couldn't help but look at the captain a little less warily though, the Shadowbolt's surprise hinting at her unease. For the first time, it occurred to Dash that the Shadowbolt might be as nervous as she was.

Dash was about to ask another question when the captain spoke again. "That doesn't count, by the way." The Shadowbolt had also recovered from the earlier outburst, trying to sit on the bed nonchalantly as she made idle conversation. Dash winced inwardly as she recognized her

own trick, not sure whether she was glad to have the insight or upset to see the similarities. "You didn't answer my question. Between what you and Twilight said to me last time I was here, I had already mostly figured that much out. I wanted to know how your world got to be so different from ours." The captain paused, her voice dropping just a little, "How did your Twilight live?"

The question made Dash pause. So far, not even her closest friends in this world had questioned her so closely about her home. Dash had chalked it up to them being too occupied with their own problems, but now that she was faced with the question she wasn't sure where to start. "Er, Twilight came to Ponyville about ten months ago, on the same day Nightmare Moon attacked." The captain nodded, letting Dash know that they were on the same page so far. "We got the elements of harmony and then defeated Nightmare Moon, turning her back into Luna. Then Celestia came and-"

"Wait, wait, wait," the captain interrupted, "back up, the elements of harmony actually *worked*?"

Dash blinked. "Well yea, I guess they didn't for you though, right?" Dash tried to remember what Fluttershy and Pinkie had told them of that night, "Your Twilight never got her element of harmony, and then Nightmare Moon...killed her." The gravity of the situation was returned to Dash, *Oh Celestia, Twilight died*. She looked toward the captain in horror, *is this what I became without her?*

"So...in your world, Twilight got her element of harmony and the day was saved, just like that?" The captain seemed troubled to Rainbow Dash, like her mind wasn't really on the question.

"Yea. And in your world, she didn't for some reason."

"And there were a bunch of lame tests for each of your friends, right?"

Dash knew that the captain was going somewhere with this. She could feel herself getting antsy, not sure what to expect next. "Yea, there was a sea serpent for Rarity and a big cliff for Applejack, even though Fluttershy and I actually saved Twilight there," Dash tapped her chin with

her hoof, trying to remember all the details, “and Pinkie laughed at some trees and I had to repair a bridge after turning down an offer from the Shadow-”

Dash’s heart skipped a beat, and the silence in the room suddenly became deafening, Dash looked the captain in the eyes from across the room, seeing the same confusion that she felt. Dash spoke, but the words were quiet and hoarse, “You...you took their offer, didn’t you?”

The captain looked up at the standing Rainbow Dash, her cheeks flushing with anger. “You mean you turned them *down*?” She hissed.

“Of course I did!” the pegasus huffed, stamping a hoof. “My friends needed me! So what if some pony stunt team wanted me as the captain?”

Dash looked down at the Shadowbolt, but she stared back stoically. “They offered us everything we ever wanted, and you refused so that you could fix some stupid bridge?”

“What?! I helped my friends save the world!” yelled Rainbow Dash, “You...you *betrayed* them to Nightmare Moon!” Dash took a reflexive step backward as the realization sunk in. “The Elements of Harmony, they didn’t work because...oh Celestia, this is all your fault. This is all *my* fault!”

“Nightmare Moon is a god, foal!” The captain snapped, but Rainbow Dash barely heard her as her inner thoughts consumed her, “some stupid rocks couldn’t have been able to beat her.”

Dash turned her eyes back to the captain, her gaze suddenly hardening. “*YOU!*” she screamed, all pretense of self control gone, “You killed Twilight! You did *this* to Equestria! You *betrayed* the spirit of loyalty for personal gain!”

“No, I didn’t!” the captain yelled back, sitting up in the bed, “I didn’t owe those foals anything! Nightmare Moon made me an offer and I took it, where was the harm in that!?”

“You betrayed them!” cried Rainbow Dash, her own disbelief manifesting as repetition, “How...why!?”

“How could I have betrayed them? Just because they live in the same town as me doesn’t mean I should have thrown away my dreams for them!” The captain leaped to her own feet, yelling back at Rainbow Dash.

“They were your friends, and you threw them to the wolves.” Righteous fury filled Dash, her every word dripping venom, “you damned the world for power, of all things! How can you claim to still be loyal to *anything?!?*”

“How can *you* claim to care about loyalty at all, you idiot! I’m the one who thought about what loyalty means!”

The captain’s words stunned Rainbow Dash momentarily. She had expected an apology, or a tirade about how loyalty was useless, but...the captain still considered herself loyal? *She’s insane*, Dash thought to herself, *she’s completely deluded if she’s managed to rationalize this.*

The captain continued, her voice lowering in Dash’s silence. “You sold your life and dreams away to some random mares that you didn’t even *like*. You just...just gave yourself away like a cheap gift!” The captain stumbled over her own words, disbelief coloring her face. “How can you call yourself loyal when it takes nothing to earn your loyalty?”

Dash was quick to reply, “How can you hate them? They are the best friends I could-”

“How could you *not?*” The captain interrupted, “Pinkie was just annoying and random, Rarity was obsessed with her own looks, Applejack was stubborn to a fault, and Twilight was just a random egghead that I hadn’t even *met* until earlier that day! And I was supposed to throw away everything I ever wanted for them?”

Dash hesitated. It was true that it had taken time for her friends to grow on her, and she would probably *still* dislike Pinkie Pie if she hadn’t discovered their shared love of practical jokes, but...

“No, you’re wrong.” Dash lowered her wings back to her side, her surety calming her voice. “You knew what would happen if the Elements of Harmony didn’t work, and you...” the word betrayed didn’t seem to fit anymore... “switched sides for personal gain at everypony’s expense.”

The captain stood, walking forward until her face was just inches from Dash's. "Nightmare Moon had already won, Celestia was gone, and I had to choose between trusting some stupid rocks or following my dreams." Dash snorted, and the captain could feel the hot air on her face. "And you," she continued as her face wrinkled in hatred, "sold your loyalty for dirt. Your words about it mean nothing when it's given freely to any passing stranger."

"And yours means nothing when it was bought by the highest bidder," retorted Rainbow Dash, shoving her head forward until it connected with the captain's with a loud *CLONK*.

"Nightmare Moon *earned* my respect, instead of just holding me back as some weather pony for the rest of my life," snarled the captain, pushing Dash backward with her head.

"It doesn't matter what she bought it with," pushed back Rainbow Dash, regaining lost ground. "You still sold it to her instead of sticking by your friends."

"They weren't my friends! What's the point of loyalty if it doesn't take anything to earn it?"

"They would have been! Loyalty has no meaning when it can be bought or sold!"

"You're wrong!"

"No, you're wrong!"

"No, you're-"

Dash caught herself. Her vision was literally filled with the face of the captain as they butted heads, but she took a mental step back from the scene. She hated to admit it, but if there was one pony who could be as stubborn about arguing as she was, it was her. A realization struck her, and she grinned. "-you're lying!" she finished triumphantly. "If you didn't care about our friends, then why did you ask me about Twilight? Huh?"

The captain's gaze faltered as she drew back a bit. "I, err...I was just curious, okay?" She looked down at the ground, and her voice lowered. "Look, maybe I felt a little bad. I didn't like her, but that doesn't mean I wanted her to die, you know?"

Dash's anger settled slightly. She didn't want to feel any kind of sympathy for this monster...but at least she wasn't a cold-blooded killer. Taking a step back of her own, Dash took a slow breath and continued. "If you never wanted her to die, why did you help Nightmare Moon? You must have thought of that when you joined the Shadowbolts."

"I did." The captain kept her eyes to the ground, and Dash couldn't see her face. "I tried to think of everything, consider the chances of every outcome. Kinda like...kinda like how Twilight did, I guess. Celestia was already gone, and Nightmare Moon *did* have a reason to be angry, and she wanted to let me lead the Shadowbolts. It was either that, or trust some stupid rocks to save the world." The captain looked up, and Dash was surprised to see tears. "I knew ponies might die, but they could have died either way. But actually seeing it happen with Twilight..."

The captain trailed off, but Dash was still thinking hard. "So after she died you all ran, and then you attacked Nightmare Moon-"

"It wasn't staged, if that's what you're thinking." The captain glared at Dash defensively, her shoulders shifting uncomfortably. "I *know* what I did was questionable at best, but I owed those fillies nothing. I guess I didn't really consider the big picture until Nightmare Moon killed Twilight." The captain lowered her head and paused, "There's a big difference between knowing that somepony might die and watching it in person." Despite her words, Rainbow Dash could hear the defiance in her voice, "But I acted rashly, then. There was a lot I didn't know, and attacking Nightmare Moon accomplished nothing."

"So you aligned with her at the bridge, regretted it after Twilight died, then nearly got yourself killed when you regretted *that* too?"

"Something like that," The captain nodded. "I wish it was simpler, but I don't have an easy way of explaining it. In the end, though, I knew who I wanted to choose. I avoided finding my 'friends' after that night because I knew they wouldn't understand."

“I don’t understand!” Rainbow Dash yelled, throwing her hooves up in frustration. “Fluttershy and Rarity and even Applejack all regret having to do what they’ve done to survive. But you caused all of this and still don’t care?!” Dash pulled at her face, trying to wrap her mind around the concept. “I- just-....*I don’t get it!*”

“I do care! I don’t like seeing the world like this any more than you do, foal!” The captain’s face contorted, her eyes glazing over. “I know that it’s a little bit my fault, but how could I have known? And as far as you ‘just not getting it’?. Maybe that’s where we’re different.” The captain paused, and her voice sank with a sigh. “I can’t imagine how you choosing *them* over your dreams makes any sense, so I guess you feel the same way about me. Fine, whatever, I don’t need to justify myself to you.” She paused, and Dash released her grip on her head as the pain finally registered. “But I’ve spent every day since that night trying to hold what’s left of Equestria together, so don’t you *dare* say that I don’t care!”

Dash opened her mouth to yell back, but caught her breath as she looked at the captain’s face. It looked determined, sure, but Dash caught the faint glimmer of moisture as a tear rolled down the captain’s cheek.

Rainbow Dash sighed, her frustration draining softly. “When I learned who you were, it all made sense. You had betrayed your element of harmony just like everypony else apparently had. I figured the fight with Nightmare Moon was staged, at least.”

“I know,” the captain said glumly, “but I made my choice. I didn’t care what those fillies thought of me after that night. Once I took the Shadowbolts’s offer, I knew that was the end of the six of us.” Dash saw the captain draw a hoof across her face, wiping away the last of her tears. “I’ve become a lot of things since then, but I’m not a liar. I never betrayed them, regardless of how you judge me.”

There was a long pause as both mares collected their thoughts, and Dash avoided her gaze. She heard hoofsteps a few moments later, and heard the movement of springs as the captain sat on the edge of the bed. Listening to the silence that filled the room gave Dash time to think about what the captain had said, and it *kinda* made sense in some parts, but it wasn’t right. It just *couldn’t* be right.

"It's your turn." came a voice from the bed. Dash lifted her face to see the captain on her back, staring straight at the ceiling with one hoof behind her head. It would have looked relaxed if her body hadn't been held so rigidly.

"Huh?" Dash mumbled, distracted by the sight of the captain. *She tries so hard to keep her cool. Can't she tell she isn't fooling anypony?*

"To ask a question." the captain finished, her body tense on the bed. "I asked you about Twilight. Now it's your turn."

Dash shook her head. "Oh, uh..." *I should ask her to help, she thought to herself as she bit her lip, since that was Twilight's plan. Even if I don't like her, I can't let Twilight down. But would she help if I asked?*

Dash sat down on the floor, making up her mind. "Do you regret it now? Working for Nightmare Moon and betr-...leaving your friends?"

"Under the same circumstances, I'd make the same choice." The captain answered without hesitation.

"Yea, I know, you've made that pretty clear." Dash rolled her eyes, "But that's not what I asked."

The captain didn't move, and Rainbow Dash grimaced as she recognized her own tell-tale sign of indecision. When the captain did answer, her voice was slow and certain. "I wish my world could be as happy as yours is, if that's what you mean. Who wouldn't?. I guess I..." The captain rolled over quickly, glaring at Dash. "Look, foal, it doesn't matter anyway. I helped her, and I have to live with it, alright?" She flopped back onto the bed, "What good did regrets ever do anypony, anyway?"

"Because if Trixie ever starts that invasion, all of those girls you nearly died saving *will* die." Rainbow Dash walked over to the bed, but the captain didn't react. "You said you did your best to spare Ponyville, right? Well it needs help again. No matter what Twilight says, this town won't live through an actual war. Once Trixie finds out exactly where the entrance is, it will be a massacre. Unless we have our own army."

“Look, foal, I won’t-”

“You said you’ve been fighting day and night to hold this world together, right? Well here’s your chance do actually do some good.” Rainbow Dash paused, but the captain remained silent. “As we speak, Twilight is working to put Rarity and Applejack out of power. With your help, we can turn this town back into something worth protecting.”

Rainbow Dash looked down at the bed, extending a trembling hoof towards the captain. “I hate myself for it, but I don’t hate you for everything you’ve done. If I did, I’d have to hate everypony here or just be a hypocrite. But even if there’s nothing in this town worth saving anymore, even if there’s nothing in this world, it doesn’t have to end like this. We can stop Trixie, prove that not everything is lost. Will you help us?”

In the Everfree Forest, the first stars of the night were beginning to appear in the sky. Instead of blinking in one by one, like they would in the fading light of sunset, Trixie could see the exact line where they appeared. In one area, the sky was filled with pinpricks of light, but across a slowly receding line there laid only blackness.

Not that Trixie was actually looking at the stars, no matter how beautiful a less busy pony might find the sight. That had just been the first thing to come into her view as Nightmare Moon’s teleport spell ended, and she quickly turned her attention to less simplistic matters.

Trixie held her head perfectly still as her vision came fully into focus. She had been teleporting for months now, and wasn’t about to let Nightmare Moon see that it still made her groggy. Especially such a far teleport as that! Trixie stifled a groan as her stomach quieted. It had been one thing when she had held all that power, before she had used it to burn out New Ponyville, but without that buffer she felt weak as a kitten.

Nightmare Moon passed in front of her sights, which Trixie realized were still focused on the stars. They really were quite beaut- *no, focus!* Trixie couldn’t help but feel a pang of envy as she shook her head and immediately regretted it, looking through dazed eyes toward the ruler that strode calmly through the muck of the forest. *She isn’t even fazed*, she

muttered in her mind. *Well, I wasn't either when I brought my whole army here! What makes her so special anyway?*

A soft light from around the goddess reminded Trixie why she was here, and she tried to banish the wobble from her knees using sheer force of will. Walking quickly, but not hurrying, to catch up with Nightmare Moon, she came to her side. And not a moment too soon, for just as she came alongside the alicorn, the faces of the Royal Guard came into view around the withered trees.

Nightmare Moon strode through the quickly quieting camp, not even glancing at the ponies around her. Trixie straightened her shoulders and pushed out her chest as she strode alongside her queen, trying to walk over the rough ground while keeping her nose in the air.

The two swiftly approached the largest tent in the center of camp, in front of which a bonfire blazed. It wasn't subtle, Trixie knew, but the overly bright light acted as a beacon for any of her troops nearby. The last thing she needed was for her forces to become disorganized by something as inane as weather.

Just as she had commanded, her own tent had been set up directly behind the fire. It was far larger than any other tent, as she well deserved, and the tasteful ornamentation along the sides, roof, corners, doorway, door flap, and twin banners bearing her personal insignia helped to lend it that truly unique touch.

Still remaining silent, Nightmare Moon's horn glowed briefly as the door flaps swung aside. Trixie pushed down her indignation at entering her own tent *behind* somepony else. A guard at the entrance saluted smartly as she passed by, and Trixie's head swivelled at the distraction.

"M'am! Your warrant officer returned during your absence from patrol. He has an urgent report for you." The pony lowered his hoof from his forehead and looked carefully over Trixie's shoulder, his expression blank.

"Ah, er, yes. Send him in right away!" Trixie affixed her carefully rehearsed expression of slight worry to her face. *Nightmare Moon must think that I am troubled by the news, but attempting to hide it.* Trixie turned

back towards the entrance to the tent and strode inside, head lowered just slightly. *All part of the plan.*

Trixie looked up as she neared the center of the tent. Off to her side, a four poster bed of light blue lay behind a purple veil, while a round table and several chairs took up the other side of the room. Between both pieces of furniture a small fire pit had been dug, and miscellaneous personal effects stood stacked around the walls. Nightmare Moon had already seated herself at the table, and although it was round, Trixie swore that she was sitting at the head of it.

“Oh my, what a coincidence.” Nightmare Moon’s voice lacked even the barest hint of surprise, and a pang of worry shot up Trixie’s spine before she could quell it. *Worry? Why am I worried? Everything is perfect so far!*

“I’m deeply sorry, your majesty. I’m afraid I simply must attend to this. I think we can both agree that the duties of leadership come before cordial visits, though you are of course welcome to watch.” *A touch defiant*, Trixie mused in retrospect, *but that can be chalked up to the worry*. A shiver ran up her spine again, but this time from excitement. A hint of a smile here, a flash of charisma there, and suddenly you had anypony believing your every word. This was where Trixie thrived.

“Of course Trixie, I wouldn’t want to interrupt your command over my personal guard, after all.” *Oops*. “Speaking of which, I was rather certain I had forbidden them to aid you in this fools errand...I do hope my memory fails me, for your sake.” Nightmare Moon’s face was blank, but her mane simmered lower with each word.

“Ahh, yes, about that.” Trixie spoke slowly, her mind racing to keep ahead of her tongue, “You told me that I was to use only my own resources, and so I asked for volunteers to aid me. So, er, they aren’t Royal Guard ponies right now, since they are off duty and serving me. Which I believe counts as using my own resources since I mustered them up for myself.” Trixie paused to mentally pat herself on the back, but a raised eyebrow from Nightmare Moon sent her stumbling over her next sentence. “Oh, uh, that is, until their shifts resume. Then of course they are under your command. In fact, they are still under your command. As am I, oh most regal of nights, the dazzling eye of the sky, the shimmering-”

“Yes, yes, that’s quite enough, Trixie.” Trixie looked up from the ground, which she only just now realized she had been lowering herself towards out of habit. Nightmare Moon looked annoyed, but her mane had begun roiling again. “Your...resourcefulness has served us both well in the past. You continue to prove your worthiness as one of my lieutenants, but be careful not to trod on my own hooves in the future.” Nightmare Moon eyed her with disdain, but Trixie knew she was already in the clear. “Besides, I’d rather hear more of this report. Your...warrant officer, was it? He was doing...?”

“Before he was-, err, before I left to make my report to you, I sent several scouting parties to investigate the location of the rebel base. He was leading one of them, but I can’t imagine what happened.” *Now just a slight frown...perfect.*

A brief look of worry crossed Nightmare Moon’s face, but she shook her head and her visage grew stern once more. “And I suspect they were attacked, right?”

“Well, I wouldn’t know, my queen. Like I said, I was gone-”

“And like I said, this whole place reeks of one of your schemes. I will be very interested to hear what this warrant officer says happened, and I will personally investigate the truth of the matter.”

Trixie recoiled in fear, but quickly recovered. Masking her worry as indignation, she laced her words with “honest” hurt. “Your Majesty, have I not served you faithfully enough? Have I ever done anything undeserving of your trust?” Nightmare Moon’s brow scrunched up, and she turned her head slightly to the side. Trixie pressed her advantage, lacing her voice with hurt trust, “My queen, I am forever your humble servant, but if you still require persuading, then let this be my test.”

Trixie’s eye glimmered, already knowing her victory was at hand. Nightmare Moon was obviously deep in thought, but Trixie already knew that she would find nothing in her memories. Oh yes, Trixie had been planning for months, waiting for a chance to eliminate the captain, but she was always careful to never give the damned alicorn more than a vague feeling of doubt.

Nightmare Moon's head rose slowly, and she locked eyes with Trixie. "Perhaps...perhaps I am being unfair to you, Trixie." A large weight lifted from Trixie's chest, which she was very sure had *not* been there a moment before. "Perhaps the fault lies with me for assuming your ambition knew no bounds." Nightmare Moon sighed, and her mane began to roll gently through the air, something Trixie had never seen in her presence. "Though of course, why trust such vague feelings? You are, of course a master of subtlety?"

Trixie's smile froze, sensing a trap ahead. Cautiously, she nodded her head.

"Then I'm sure you've long since learned the art of telling a lie from truth?" Nightmare Moon's horn began to glow softly, and Trixie hoped the alicorn wouldn't notice the bead of sweat running down her cheek. "The quickening of the heart, the stutter of breath, the hundreds of telltale signs just screaming for attention?"

"Uh, Your Majesty, as the Royal Inquisitor- that is, I have some experience-"

"Of course you do." Nightmare Moon interrupted, the glow from her horn dimming slightly. "You are a natural at reading ponies, your success as a showpony before your employment in my court will testify to that. I, however, have no gift for it." A hollow laugh from the black ruler drew a nervous smile out of Trixie, who wasn't sure where she was going with this. "You may not realize it, but I'm not infallible, Trixie. I've been fooled before, oh yes. I've been lied to and cheated by those I thought dear to me, promised eternal rule as *equals* and then banished for generations. I've no gift for catching lies, Trixie, but I've a gift for *magic*." Nightmare Moon lowered her brow, her mane billowing around her head and reflecting off her eyes and teeth. "That's why I've been practicing a little spell, you see. A little lie catcher for little traitors who pretend and scheme."

Trixie suppressed a gulp, Trying her best to keep from shaking. Nightmare Moon continued, mock concern flooding her voice. "Oh, it wouldn't work on you of course; such a master of the craft would no doubt have little trouble working around it. But on another pony, say a bumbling officer...my my, whenever will that patrol leader of yours arrive?"

Trixie smiled back at her queen, and a shout from outside announced that her warrant officer had, indeed, arrived. As Trixie called out for him to enter, she took care not to break the stare with Nightmare Moon. Her perfectly crafted smile gave her an air of confidence, but beneath her features a world of turmoil had begun.

The Great and Powerful Trixie is not going to crack under pressure, she told herself as the tent flap opened. But the glares from Nightmare Moon, the assumptions that the captain was already hurt, and now this spell?

That's why she insisted on coming herself! Damn, she must have known I'd have to entrust an underling for any plan to work in my absence. She's going to catch me red-hoofed because of that stupid oaf-

She shook her head mentally, though she only coughed politely on the outside. *Come on Trixie, hold it together. You've come this far on your wits and charm, now you just need to trust in this foalish dictator's idiocy. That's never failed you before, has it?* But another look at Nightmare Moon's confident glance toward the tent entrance shook Trixie further, her face barely masking her emotions in the flickering light. Moment by moment, she could feel a little bit of her confidence draining away. By the time the warrant officer had fully entered the tent, she could feel a lead weigh in her chest. She caught herself from shuffling her hooves and suppressed a sigh; *Oh crap, what have I gotten myself into?*

The warrant officer gulped as he was waved into the ornate tent. The guard beside the entrance gave him a rare pitying glance as he passed, which did little to ease the small unicorn's fears. As he pushed his way through the tent flap, he squinted his eyes in pain. The billowing mane of Nightmare Moon filled the room with far more light than even the bonfire outside, and the warrant officer almost whimpered in pain as it filled his vision.

"Ah, Y-your Majesty!" the warrant officer exclaimed as he fell to the ground, eyes shut tight.

“Ahh, my most trusted lieutenant,” Trixie cooed from somewhere behind the light. “Whatever could be so urgent as to interrupt my meeting with Her Majesty?”

“A thousand apologies, Great and Powerful Trixie,” the warrant officer exclaimed, still laying prostrate, “but I bring most dire news. A foul band of rebels ambushed us as we drew nigh upon the portal to the rebel’s refuge, and battle was joined in the darkness of day.” The warrant officer cringed as he looked up, both in fading pain from the light and in fear of Trixie. Though he had rehearsed his lines exhaustively, acting was never a strong point of his.

There was a pause, and then a chuckle. A voice like the wind in the night followed, sounding more mirthful than alarmed. “Heh heh, oh my, it sounds like those foul brigands were most...foul” Nightmare Moon deadpanned, and the warrant officer could see the annoyance more clearly on her face as his vision cleared. “Ahem, and then what happened, most noble of fighters? Surely all your foes were vanquished, else you would have fought to the death.”

“Unless, of course, you prioritized military intelligence over pride, and perhaps *allowed one to live* so that you could escape and make this report.” Trixie’s voice added from the side.

The warrant officer stumbled over his words for a second, already aware that this was not how Trixie thought the conversation would go. “W-well, the six of us did fierce- err, fought with six of them,” He scrunched his brow as he tried to figure out why Trixie had deviated from the scripted dialogue, “This is where I was forced to come back and report to you immediately, because, uh, Rainbow Dash was with the resistance!”

The warrant officer blinked as his eyes adjusted to the new light level, the flaring mane of Nightmare Moon dropping almost instantly to flames only centimeters high. Sweat dripped down his brow as he looked to Trixie nervously, though he felt no heat from the simmering mane.

“Ahem, warrant officer, I believe that *you must be mistaken.*” Even through the sudden gloom, the warrant officer could imagine Trixie’s look of displeasure accompanying that voice. It was a look that he had learned to expect in her service, whether or not he did what he was told.

And he was doing as he was told! Trixie had made sure that he knew every line and stutter by heart, down the the frowns and sighs. And yet *she* was deviating from the plan! He was supposed to walk in, make his sorrowful report, and then walk out before he could botch the job, but now she was going on about mistakes and letting somepony go?

Nightmare Moon didn't know that Trixie knew who the captain was, or...well, something like that. The warrant officer *did* remember that he was only supposed to mention Rainbow Dash by name, never "the captain". Trixie had tried to explain why this made something more believable, but they both knew it had gone right over his poor head head.

"Er, sorry Great and Powerful Trixie, but I'm positive I saw Rainbow Dash fighting us." He winced, his stomach seizing at the memory of pain. Shifting his weight slightly, he opened his mouth to continue before being cut off.

"Allow me to interject, officer." Nightmare Moon's voice had lowered from her mocking mirth earlier, and the warrant officer noticed her horn begin to glow dimly. He tried not to think of what those cold eyes were planning on using that magic for. "You say you saw Rainbow Dash, known to have been dead for months, magically reappear?"

"Er, well, I wouldn't say *magically*, Your Highness, since, you know...no horn...er, sorry?" The warrant officer stumbled, no longer sure what he was supposed to be saying. With no other option presented to him, he grasped at repetition. "But, uh, yea! Rainbow Dash was there, and she fought my men!"

Nightmare Moon glowered for a moment, but seemed satisfied. The warrant officer looked towards Trixie desperately for help, but she was staring absently at Nightmare Moon. The warrant officer's stomach dropped at seeing no guidance coming from her for the first time in...well, for a *long* time, anyway.

"And your patrol just *happened* across her in the woods?"

"Well, yea, we kinda stumbled on her by mistake." He thought for a moment, not sure whether or not he should be improvising too much. "We

were near the entrance of the rebel base, or where we *think* it is, when a giant rock moved aside and she was standing there with four other ponies!" He gulped as he finished, not sure what to expect. With every word, the glow on Nightmare Moon's horn remained steady, and he was beginning to imagine all the horrible things it could erupt into at any moment.

"Thank you, warrant officer," Trixie finally spoke up, "This is indeed alarming news, and we will need to further discuss-"

"WAIT!" Nightmare Moon's voice split the air with a crack, her mane erupting outwards for a moment before shrinking back to a more normal height. Standing and striding towards the quivering officer, she lowered her horn until it was mere inches from his face. "I *refuse* to believe that Rainbow Dash is standing with the enemy! Did you attack her first!?"

"N-no, she charged one of my guards-"

"Did she kill any of my guard!?"

"S-she pummelled my sergeant's face until-"

"Did you kill her? If you harmed *one feather* on her, I swear I will see you burn for the rest of your pathetic life!" Nightmare Moon's eyes flashed fire, the fury behind them matched only by the bonfire on her back that roiled with every word.

The warrant officer couldn't tear his eyes away from the faintly glowing horn just inches from his face, shivering in terror underneath the towering alicorn. "No, oh please, she's still alive! I'm sorry, I'm so sorry! She was going to take me prisoner, but I slipped away and ran the rest of the way back here as soon as I could! The rebels killed everypony else I'm sorry please please don't kill me!" His last words ended in a squeal, eyes shutting tight against his impending doom.

He felt a whoosh of air and opened an eye cautiously, watching his ruler round on Trixie. "*YOU!*" she screamed, "you did something! I *know* you're plotting something against her, I've known it for *months!* You...you tricked her into defecting against me! You sabotaged my spell! Tell me that the sky is red!"

The warrant officer blinked in surprise, but Trixie's face showed only sorrow and pity. "The sky is red," she calmly stated.

Instantly, Nightmare Moon's horn erupted, a white light almost drowning out the shades of purple and black cast by her mane. A moment later it was gone, replaced by a howl of fury from the alicorn.

"NO! It's not true! I made sure it wouldn't never happen again! She's the element of *loyalty*! She *can't* betray me!" Closing her eyes and digging her hooves into the ground, Nightmare Moon snarled from between gritted teeth. "I'll prove you wrong, you traitorous foal! You think you're the only one who can connect with other ponies minds?!" The warrant officer saw her gasp for breath, redoubling her efforts as the spell built power. "I am a *god*! I won't be double crossed again! I know you're behind this, Trixie, and I'll find my captain and figure out how!"

"Your majesty, please! It took me months of practicing before I could master that spell-"

"SILENCE! You're just afraid I'll find her, aren't you?" The warrant officer stayed frozen on the floor, but even he could hear the paranoid cracks in his ruler's voice. "You're afraid I'll find out how you set up this elaborate plot? Well you should be! I'm not some lowly showpony like you! I'm Nightmare Moon! If you can do it, then I damn well can too!"

With her mane lashing fruitlessly at the ceiling and walls of the tent, Nightmare Moon kept her eyes shut tight as her horn flared over and over, casting enough light to illuminate every shadow of the gloomy room. For the first time in his life, the warrant officer saw fear written on Trixie's face as she looked around desperately, trying to get away from the magical buildup. The warrant officer could feel a tug in his horn as it naturally pulled slightly towards the arcane epicenter, and he was sure every unicorn nearby was feeling it as well.

He tried to stand and run, but his legs stayed locked underneath him. He had only known fear like this once before, when The Great and Powerful Trixie had punished him and his partner for failing her. He had been so sure he was about to die, and-

A muffled bang rang out as the queen's horn flared again, banishing the memories from the warrant officer's mind. With no way to comprehend the strength of the magic he was witnessing, all he could do was whimper in terror as Nightmare Moon drew in more power.

Chapter 16

A Step Too Far

The sky flickered with the few remaining stars, their lights disappearing one by one as day descended. Though the sun should have been rising, bathing the forest below in orange radiance, instead the last points of light were winking out, laying a darkened twilight over the rotted limbs below.

But although the stars above gave in to the relentless advance of day, a beacon on the ground shone as bright as ever. From afar, a twinkle among the forest may have looked like a fallen star that refused to die, but for Trixie it was blinding agony.

She should have felt relief, her deity's spell somehow failing to reveal the warrant officer's lies. She should have felt pride at the alicorn's obvious unhinging. She should have felt confidence in the doomed nature of her latest spell. But all that filled Trixie's mind was panic, the burning light of the goddess searing her eyes, even closed and averted as they were. Trixie knew she had screamed at least once, maybe she still was, but she couldn't hear herself over the roar of air as it whipped past. Her horn let her feel that air wasn't the only thing rushing by; stream of magic were being drawn from the alicorn, the earth, probably from the other unicorns nearby.

Trixie held back tears, the light becoming unbearable but her hooves remaining rooted to the ground. Managing to lift one to shield her eyes provided little respite, but at least it let her think straight. And the more she thought about it, the more her confidence was restored. *Telepathy is a skill of grace, not brute power*, she smirked to herself. *All the power of the stars can't force results where finesse is required.*

But as the light pulsed again, the standing alicorn within losing even her silhouette for a moment, Trixie found herself second guessing her own confidence. All the power of the stars... it was certainly a *lot* of power...

Nightmare Moon's entire existence was pain. Her muscles strained to their limit to keep the force within her contained, and her mind reeled from the

impossibility of the situation. She could feel the vibration in her jaw from her molars grinding together, but the sound was drowned out by the roaring hum of the spell.

We were supposed to rule together! How could you do this...

Memories floated to the top of her consciousness, the magic within her making the voices sound real, thrumming in time with the spell's energy. Even with her eyes shut tight, she could see her sister's face looking at her pitifully, the white face wet with tears. She could see her own hoof raised desperately from the ground as she begged for mercy, could see the white alicorn's horn glow, could feel the cold creep in to her bones...

And she could see Rainbow Dash. Once a threat to her return, now broken and defeated on the grass. Sacrificing herself for her friends, even if it was too late to matter. Such courage, such loyalty...

Luna gasped for air as she pulled her mane back in, panting heavily at the exertion from the fight. Below her, the cyan pegasus lay defeated and unconscious. A thousand years of fury bubbled within Luna, telling her not to waste time with this foal. She should kill her and forever break the elements of harmony, ensure they could never threaten her again, but something gave her pause.

Rainbow Dash stirred beneath her, and she lifted the pegasus gently with her magic. Arranging a bed of fallen leaves on top of the wet grass, Luna scowled as she made up her mind. The pegasus's actions were intriguing, that was all, and Luna was simply curious. How could she care so deeply about another pony? Why was she willing to die for fillies she cared nothing for?

She would have her answers, she resolved. After an immortal's lifetime of ruling side by side with Celestia, the crushing loneliness of her banishment was by far the worst part of her punishment. To make the element of loyalty believe the same thing as her, to see Celestia's little project not merely destroyed, but corrupted...yes, Rainbow Dash would live, if only to serve as an example of irony. Just a fraction of the revenge that Nightmare Moon would extract on that traitorous bitch when she returned to her rightful throne...

Nightmare Moon remembered the hatred she had held, saw her memories flash before her eyes. Her horn resonated painfully with the vibration of the magic, and the voices of her past were drowned out by her own mental screams of pain. This was *not* how magic was supposed to work! Magic was meant to be sculpted and pointed toward a goal, allowing the spell to flow naturally. With practice, an act of telepathy required little magic at all, but what Nightmare Moon lacked in patience and skill she made up for in raw power.

Pouring her fury and pain into the spell, she redoubled her efforts. Gradually, she could make out the outline...no, the presence of two other beings nearby. Muddy and vague, Nightmare Moon grit her teeth and cast her mental gaze elsewhere. Focusing on her memories of Rainbow Dash, she searched widely and randomly, every moment of agony left unheeded by her desperation for answers.

She would find her captain, and she would find out the truth of the matter. She would have proof that Trixie was hiding something, that Rainbow Dash was innocent, that she hadn't been betrayed again. If she could just find that little infuriating little pegasus...

"I don't care WHAT your orders are, you jerk!"

Another memory manifested itself in Nightmare Moon's mind, the scene of her own throne room shimmering vaguely. Nightmare Moon could no longer tell if her eyes were open or closed, the light from her spell blinding her to the real world either way.

"How DARE you address me like that, foal! I am Nightmare Moon, Ruler of Equestria, Goddess of Night Eternal-"

"More like the ruler of Jerktown! What did those ponies ever do to you?"

Nightmare Moon reeled in her anger, grinding her teeth as the image of smiting the new captain played through her mind. Just think of how much more satisfying it will be once she's broken, *she told herself*. Just give it time...

"The ponies of New Ponyville, by your own advisement, will refuse to give up their own citizens. When you drop in today to give them my ultimatum, I

want you to be prepared to meet out justice for their impending crimes." Nightmare Moon glared sternly at the pegasus, but the captain was unfazed. "Unless, of course, you still harbor loyalties to them. And after all your talk about serving me now, I was beginning to believe you."

"You can't just punish them for being loyal to each other! Isn't that a good thing?"

Nightmare Moon paused, choosing her next words carefully. "Loyalty, my little captain, should be to one's ruler. Are they not my subjects?"

"Well, yea, but you can't just demand that they start liking you! And killing them isn't going to win any favors."

"I do not need them to like me, foal. They will learn to respect me out of fear if need be!"

Nightmare Moon drew in the moment. Her wretched sister was gone, awaiting her own justice in the dungeons below, and now a kingdom lay before her, ripe for the molding. The first town to defy her would serve as a worthy example of her power.

"It's not just Ponyville, Nightmare. If you start using force against those ponies, you might as well start killing everypony. If it was Celestia, she'd-

"SILENCE!" Nightmare Moon shrieked, her good mood evaporating. "I made it very clear that nopony was to utter that name, under any circumstances." Rainbow Dash took a step back, and Nightmare Moon felt a pang of guilt for the fear in her face. Steeling her heart, she pressed on, "You have your orders, foal, now go and execute them. By striking first, I can quash any thoughts of rebellion against my power."

Rainbow Dash huffed, but turned towards the door. "This isn't right," she muttered on her way out. "You'll see. This isn't right."

The memory faded with same feeling of infuriation that had sparked it. She *had* been right, of course, and the Manehattan riots had started as soon as news of Ponyville got out. The night sky hung over the heads of everypony, casting its beauty down for all to see, but the ground beneath her palace was filled with anger and hate. Anger so thick she felt it in the

air, drew it in with every breath. It clouded her vision before long, and from there it had quickly guided her actions.

Another scene coalesced out of the swimming vapors of magic, this time of a long stairwell. The bottom should have been pitch black, but an infuriating light shone out from underneath a heavy door. A light, Nightmare Moon knew, that would have been as strong as the sun if let free. A light she so longed to snuff out. *Drawing in a deep breath and trying to stop the shaking of her hooves, she took a step downward-*

Nightmare Moon reeled backwards. With this much magic, it was hard enough to control it without reliving every regret of her life. Reason told her that she had only been standing in place for a few moments at most since she began the spell, but she pushed even that revelation out of her mind. Expunging all of her thoughts except that of her captain, Nightmare Moon began searching again.

Twilight Sparkle turned her head left and right as she walked down the dry streets. To each side, wood and stone buildings rose above her and blocked her view. If she didn't look too hard, she could almost pretend that she was outside on a moonless night instead of inside a cavern. Almost.

Twilight sighed, her hooves plodding down the road. Technically, her house was only a few minutes from the town center at most, but it had been almost twenty and she was still walking. She hadn't seen another pony outside yet, and she was perfectly fine with that. It gave her time to think about what she would say. Would she let them down gently? No, she needed the town to hate Rarity if they were going to get her out of power. That meant she would have to rile them up first, get them angry, make them *want* to hurt somepony. Then she would tell them about the resistance, give them a target, and let the rest play out.

It was all so logical. The perfect plan to depose the leaders. They'd probably die, of course, but what did she care? They weren't her friends, after all.

Twilight stopped walking and turned her back against a wall, slumping down into the dirt. "It shouldn't have come to this," she muttered to herself, her head reeling too much for any mental thought to be heard. "Maybe if I

had been a little more understanding, we could have all compromised. That would have been better than this. Anything would have been better than this."

Twilight looked down at her hooves splayed before her, eyes blinking dryly. A few days ago, the mere thought of what she was about to do would have made her cry, but now it just seemed cold and obvious. This is where she was, and this was what had to be done. Twilight wanted to throw up.

Instead, she pushed herself back up and resumed walking. The alley emptied onto a more familiar street after a few feet, and Twilight forced herself to turn towards the town square. *If it were Rainbow Dash, it would already be over. She would have flown in, bit the bridle, and blown the whistle. This was your plan, Twilight, don't let her down.*

All too soon, the minor street emptied into a more open area. Empty shop carts and discarded litter were the only obstacles between Twilight and Rarity's office now, besides the thronging mass of ponies in front of the double doors.

Twilight halted. She had been so mixed up in her thoughts, she hadn't even noticed the growing noise as she grew closer. Ahead of her, easily two dozen ponies crowded around the entrance to Rarity's office, the door to which had been hastily fixed and boarded up. Raising her gaze, Twilight thought she could see an orange face looking down through a window, but it vanished quickly.

"Look! It's Twilight Sparkle!"

Twilight barely had time to blink before the mass of ponies surged toward her, surrounding her and pressing in as they barraged her with questions.

"Twilight! Tell Rarity that-"

"-filly's horn broke *clean* off-"

"-can't find him anywhere! Please-"

"-savagely attacked-"

"-demand compensation-

Head spinning, Twilight tried to push her way clear of the group. For every pony she shoved aside, however, another took its place. Every colt and filly tried to yell above the other, vying for her attention and deafening her to everypony else.

"ENOUGH!" she yelled at last, wishing she had some magic to shove them back with. The voices of the ponies around her quieted, but didn't silence as they murmured to each other. She pushed a few ponies back roughly until she had enough space to breathe, and gasping raggedly she looked around at the group. "Now, what is the meaning of all this? One at a time, please!" she added as everypony began to speak at once.

"Twilight, please, we've been out here all day trying to get an audience with the mayor, but she hasn't come down at all! Applejack came out and told us all to go back to our homes, but all she's done since then is stay inside as well!"

Twilight looked at the terrified filly, a small blue colt hiding under her wing. Shooting another glance towards the second story window, she found that it was still empty. The ponies began to murmur around her again, their voices quickly building before Twilight moved her hooves to shush them all. "Look, everypony remain calm, I can go in and-

A thought halted Twilight's voice, and the sick stomach returned to her. *These ponies are terrified and confused already. Do I really want to calm them down?* She looked around at their dust-smeared faces, torches along the walls of the building revealing the confusion in their eyes. Slowly, Twilight raised a hoof and pointed toward a random colt. "You," she said flatly, "why are you here?"

Looking to each side, the colt cleared his throat. "Me? I came up here after the food shops closed. My little girl hasn't had anything to eat in almost two days!"

Moving her hoof slightly, Twilight's voice rang out. "You."

"Oh, uh, w-we don't know what to do about little Daffodil. She looks sick, but the hospital is full-

"You."

"My poor lad never woke up after Trixie's spell. Applejack nearly caved his head in! I don't know what's worse, seeing him barely breathing or the screaming... "

Twilight moved down the line, barely listening to the ponies stories. They consisted of a hundred problems, many of them Rarity's fault, that ponies had been weathering in silence. They had come here for answers, for hope from their leaders, and they had been turned away. How easy it would be to turn their fear to anger.

Twilight's gut churned, and she swallowed hard as the ponies continued giving their stories. It was all so clear to her, her path obvious. All she had to do was tell them all the truth, the truth they deserved to know, and they would turn towards the ponies that damned them all. It would be a bloodbath, but more importantly, it would mean hope.

Twilight caught herself, the word echoing through her mind. If Rarity and Applejack had both done what they had for hope, would she be any better than them? Celestia, she was killing them as surely as Rarity killed the lieutenant! Her hoof neared the end of the line of ponies, and Twilight could see the looks in their eyes. Rarity's name was mentioned more than a few times, and Applejack's wasn't uncommon in the complaints either. They were beginning to get the picture, even without Twilight's help.

I can't afford to back down now, she told herself as her hoof flicked to the next pony. If Rarity and Applejack refuse to see reason, then the only hope lies in letting somepony else lead. If these ponies are going to survive, those two need to answer for what they've done.

Rainbow Dash held her hoof steady, or tried to, as the captain looked up at her from the bed. Dash wanted to chew her out for what she had done, but she bit her tongue and held her hoof forward. For Twilight's sake, she had to keep her pride and anger in check.

The question hung in the air, the silence of the moment framing it clearly. The captain's face was unreadable, but Dash dared to let her hopes soar

as one uniformed hoof began to rise.

"I..." the captain began, raising her own blue hoof towards Dash's. "I... I can't."

She pushed Dash's hoof gently away, her face lowering. "I can't help Ponyville, not again. Not anymore." Dash lowered her hoof slowly in shock, not sure what to say. "You're on your own."

But... but... Dash didn't know what to say, her eyes wide with surprise. "You..." she began weakly, her mind struggling to find the right words. "You jerk!"

The captain didn't look up, her head hanging low as she sat on the edge of the bed. Rainbow Dash kept going, her words gaining momentum. "You huge, giant jerk! I came in, heard your nonsense about loyalty, and gave you a chance to make amends, and you *still* have your head so far up your plot that you can't see reason?! What in Celestia's name could you possibly owe Nightmare Moon that's worth not even *trying* to save your friends?"

"Loyalty." The captain stated.

"That's- that's just- *AUGHH!*" Rainbow Dash threw her hooves up in frustration, her wings shooting out to catch her balance. "You know what? Screw this. Screw you, screw this world, and *screw loyalty.*" The captain raised her gaze, and Dash caught the confusion in her eyes. "Oh yea, you heard me, I said 'screw loyalty'. 'Cause you know what? If loyalty got you here, if it got everypony in this mess, then I never want anything to do with it again."

"But you're- we're the element of loyalty, isn't that the point? Don't act like you're better than me all of a sudden because I took my element one step farther than you-"

"One step too far! Don't you get it, foal?" Dash caught the slip of her tongue as she used the captain's own insult, but pressed on. "That's the same mistake everypony has made. You all took your elements of harmony past common sense and right into crazy town. Fluttershy killing animals for kindness? Rarity killing the town by giving them too much? It's all the same pattern!" Dash huffed, exasperated, as the captain stood.

"So what, I'm supposed to only believe in my beliefs when it suits me? What's the point in having them then?" Her voice was defiant, but shaky.

"Ya, whatever, believe what you want whenever you want." Dash turned toward the door, waving a hoof over her shoulder. "I'm done with you and your stupid philosophies. I've got more practical things to worry about, like *not letting everypony die*."

"So now what?" the captain called out jeeringly. "You just gonna abandon everything you ever stood for and then walk away like the bigger pony? You make me sick."

Dash slowed, the door in front of her filling her vision. Eyes closing as she took a deep breath, she barely held herself back from turning around and lashing out at the other pegasus. "You know, one time, me and my friends went to visit Appaloosa." She called up the memory, as much as to distract herself from her anger as to make a point. "When we got there, we found that the local town had gotten into a land dispute with a herd of buffalo nearby. And you know who's side I took? The buffalo's. Pinkie and I stood up against all our friends because the buffalo were *right*." She shook her head, but no sound came from the captain. "You can talk about your morals and stuff all you want, but at the end of the day, it doesn't matter how loyal you are if you're loyal to the wrong cause."

The captain snarled something in response, but Dash wasn't listening. She knew that the captain just wanted to get the last word in. After all, she was the same way. She hated that about herself.

The captain was still speaking, but quieted at the sound of a rattling noise. Dash belatedly realized it was the doorknob, and looked blankly at her hoof on the door before realizing that she wasn't the one turning it. Stepping backwards, her eyes widened as the door swung open. In his mouth, Big Mac held the keyring to unlock the door, his eyes doing their best to apologize to Dash for the white unicorn standing behind him.

In the blazing white eyes of Nightmare Moon, all of New Ponyville shone like like a city in the distance. A hundred tiny flames flickered inside a vaguely shimmering mountain, but Nightmare Moon could no more stop to

look than she could stop the memories welling up. A thousand moments replayed before her eyes, each flashing by a little faster than the last. Having long since given up on quashing them down, she grabbed desperately at each one that included her query. She could *feel* herself getting closer in way she couldn't quite explain, and her mental gaze searched rapidly as she was pulled formlessly along.

The lights flit by below her, passing by the dozens. Small flashes of recognition sparked as she passed overhead, like light shining over the facets of a gem as it's turned. With equal parts surprise and triumph, Nightmare Moon realized she was looking at ponies, or at least parts of them. Her spell was taking her consciousness over theirs, looking for Rainbow Dash and finding instead the memories from these ponies, their ghostly forms wandering aimlessly and unseeingly about their daily lives. Nightmare Moon's gut churned in confusion; how did so many ponies know of her captain's true face? No pony except her knew that Rainbow Dash hadn't died months ago, and her memory should have been buried along with other loved ones that were lost. Why did nigh everypony in here have her in mind?

Distracted by her own thought, Nightmare Moon looked up from the ghostly forms below. She couldn't place when it had happened, but she was now amidst the city of lights she had seen from a distance just moments ago. As she skimmed over them far faster than anypony could fly, she pried into the darkness surrounding her. The corporeal world was vague and gloomy even in the light below, but... was that a stalactite that just went by? And another, there! She was in a cavern, a gigantic cavern filled with ponies! Though her spell pulled her forward relentlessly, Nightmare Moon's thoughts halted. A cavern filled with ponies exactly where Trixie reported the rebel base. And they all had her captain in their recent memories.

No, Nightmare Moon soothed herself, that serpent couldn't have been telling the truth... could she?

Soundlessly but suddenly, the pony-shaped flames of the town were purged from her sight by a beacon of light. She couldn't feel any motion, but she saw the world stretch around her as she was pulled forward. The glow of her captain's mind was matched only by the brilliance Nightmare Moon emanated in Trixie's tent, easily twice that of the other ponies, and with a cry of victory she collided with the Shadowbolt's mind.

The pain around her ceased as normal light began to fill her sight, but any sound she should have heard was drowned out by a loud, blaring static. She could see that she was standing, looking towards a door, her hooves pushing her off the bed as... wait, that wasn't right. She was laying down on a bed, her back turned towards the figure in the bed, the door opening to reveal a red pony, who she couldn't see behind herself-

GAHH! she recoiled, the scene fading away from her. What was going wrong? Nightmare Moon scowled and braced herself, the air around her magical presence brimming with static. It was as if she couldn't quite connect with the captain's mind, like something was splitting her awareness as soon as she tried to focus on it. Redoubling her efforts, she surged formlessly towards the mass of light again, the real world spinning into focus.

There! She was standing in a hallway now, her eyes cast toward a white unicorn as the big red earth pony pulled the door shut behind her, holding the keyring in his mouth. Standing beside her bed, she could hear it click with a horrible finality as- no, wait, she was drifting away again! Focusing on the hallway, she could see the white unicorn in front of her again, hear the mumbles of her voice as she flicked her mane. As a rainbow tuft of hair bobbed across her vision, Nightmare Moon smiled to herself. Yes, her way had been blocked by something, but she had found her captain at last. Focusing on the scene before her, the static slowly muted as thoughts began to race through her mind. Thoughts that weren't her own.

She suddenly knew the unicorn in front of her. *Rarity* was speaking, mumbling something inaudible, as *Big Mac* strode to her side. Both figures turned to walk down the hallway, and her vision began to bounce as she found herself following. She let her wings carry her down the hallway as she raised a hoof to her ear, tilting her head to try and dig out the source of the ringing. It wasn't as loud as it was a few minutes ago, but it had returned and wouldn't go away.

Somewhere in the back of her mind, an alarm went off. Something was wrong, she wasn't lifting her own hoof, *Rainbow Dash* was lifting *her* hoof. Nightmare Moon backpeddled, struggling to keep perspective. Away from the taunting eyes of Trixie, Nightmare Moon wasn't afraid to admit to

herself that she wasn't in her element here. If she lost herself inside the captain, she had no idea what would happen.

"You must stop dallying, Rainbow Dash!" Rarity scolded from up ahead, her figure silhouetted by the light coming from the staircase behind her. "Twilight could tell everypony the truth at any moment now. If ever she needed you to be fast, it is now."

Her vision shook, and Nightmare Moon reminded herself that it was Dash shaking her head, not her. But she could hear Dash mentally scolding herself, wordlessly admonishing her sluggishness. "I know, I'm sorry. I'll get to her, don't you worry!" She said aloud. Zipping past Rarity, she got halfway down the stairs before she turned back around. "Oh! And uh, Rarity? Sorry 'bout the whole... you know..."

"Rainbow, please! There will be time enough for apologies *after* you stop Twilight!"

Dash nodded and flew down the stairs, her mind already refocused on her goal. It wasn't far to the town square, and that's where Twilight would be. Dash just had to stop her before she undermined all of their efforts to protect New Ponyville by paving the way for Trixie and Nightmare Moon. Dash narrowed her brow as she flew out the door. She certainly wasn't going to watch everything everypony had gone through be for naught.

As Dash flew towards the cavern ceiling, she didn't notice that the sound of static had been replaced by the sound of racing wind. If anypony had happened to fly by that exact spot in the air, they might have heard a dim static buzzing before it dissipated slowly, leaving a stunned silence in its wake.

Twilight's hoof hung frozen in the air, an orange filly looking nervously to the ponies on either side of her. "So then, I told my sis to stay home, but she said that everypony was going to be rushing to get the food before it was all gone, and because of her broken leg she... the crowds in the street were so fast, and she fell down, and they didn't stop to let her up. They just kept pushing and pushing and..."

The filly trailed off, the ponies to her side standing stiff as boards. Twilight felt what they all felt, yet another surge of anger towards the cause of needless harm and death. Where were the safety precautions for basic, day-to-day life? Why had nopony addressed the stalactites that fell on homes in the western part of the cavern? Was anypony looking for the cause of this new sickness that had so many ponies hospitalized?

Twilight lowered her hoof, and the movement drew all eyes to her. *They aren't sure yet*, she thought to herself as her stomach sank. *They can be pushed either way. I can stop this craziness before it begins.*

Unbidden, images of her friends flashed before her mind. Fluttershy and Zecora, seeming so friendly while they slaughtered animals. Rarity taking on more than she could handle and refusing to acknowledge it. Applejack digging them deeper and deeper into a pit so deep they hadn't seen the sun in months. Twilight sighed as she made her decision. *It's too late to stop the craziness, she thought glumly, it started well before I even arrived. The best I can do now is try to end it.*

She opened her mouth to speak, raising her gaze as she did so. Above the ponies in front of her, barely visible behind a curtain, an orange face peered down at her from the window. Trying her hardest to ignore the pain in her gut, she addressed the crowd.

"Listen everypony, there's something you should-"

Twilight's ears perked, twitching as they caught a sound from behind her. It had almost sounded like her name, but the town square was empty except for the scared ponies before her. *Is my subconscious trying to distract me from this?* she wondered. *Well, too bad. I may not want to do it, but somepony needs to. If we are to have any hope of survival, somepony needs-*

"-ilight!"

No, wait, she had *definitely* heard something that time. Turning her head again, her ears perked forward. Her eyes scanned the darkness, their distended pupils picking up all the light they could.

"Twilight!"

There! Something was falling from the ceiling- no, flying down towards her. Before Twilight could wonder what had her in such a hurry, Rainbow Dash was grinding to a halt on the stone ground, dust kicking up behind her in the torchlight.

"Twilight!" She yelled again, this time only a few feet away. Twilight cringed from all the noise in the otherwise quiet chamber, and threw a guilty glance back towards the crowd. The ponies stood looking toward each other and Twilight, just as confused as she was. Before she could open her mouth to speak however, Rainbow Dash was pulling her head down for a conspiratorial whisper. "Twilight," she hissed, "we need to get away from these ponies now! I've got something important about a certain prisoner that you need to know."

"Er, Rainbow Dash, remember what we talked about?" Twilight motioned with her head over her shoulder, forcing a grin for the sake of the watching ponies. "I'm kind of in the middle of something, here."

"NO!" Dash hissed again, jerking Twilight's neck painfully back down. "I mean, just let me explain. This isn't something you want to do Twilight."

"I know it's not," Twilight said, her own inner monologue echoing in her head. Raising her voice for the benefit of her audience, she could feel their eyes on her. It was exhilarating, in a way, knowing she was guiding their hearts and minds with her words. "It's not something that anypony should want to do, but it's the only logical action." She was like a book, she mused inwardly, and they were her readers, soaking up every word and replaying them, letting their own inner voices echo in tandem with hers. She had felt it from their side more times than she could count, and could see the rapture on their faces. "Your leaders have *failed* you, ponies of Ponyville!"

A rush of whispers sprang up, the ponies glancing towards each other but not daring to interrupt. Twilight smiled with surprise at herself. She had expected to be nervous, even frightened of this moment. But with all eyes on her, she was rising to the occasion. Maybe she'd make a good leader after all. Maybe she'd even make a great leader.

"Twilight, listen, this is important!"

Twilight faltered, looking towards her friend. Her gut told her to stop what she was doing now and hear her friend out, and the wide eyes on the pegasus's face told Twilight all she needed to know of the her friend's sincerity. With a lingering look toward the restless crowd, she lowered her head back down towards Dash. "What?" she snapped, her head already itching to turn back to her audience.

"Twilight, I know what we agreed to do, but this is wrong. You aren't acting like yourself right now, and Rarity-

"I'm acting the way I always have," Twilight interrupted indignantly, "I'm being logical when everypony else is acting crazy." With a touch of pride, she straightened her chest. "I've done a lot of thinking, and we were right. We can't let the heat of the moment dissuade us now, Rainbow! We have to keep our heads and stick to the plan."

Dash tried to speak, but Twilight was on a roll. "Rarity had her chance, and she chose to lie and scam this town. Well, I'm not okay with that. I can't sit here and watch her damn everyone because Applejack is too stubborn to admit she's wrong."

"There are more important things than being right!" Twilight could hear weight behind her friends, admission, but the fire within her had already pulled her back towards the crowd. "Don't do something you'll regret. Don't become like them!"

Twilight Sparkle froze, her mouth open mid breath, Slowly lowering the hoof that she didn't remember raising, she let the whisper from Rainbow Dash tumble inside her head. She could feel the energy of the crowd, could see that windows from nearby houses had opened, but it felt muted now.

She felt a hoof on her shoulder, and turned to the blurry face of Rainbow Dash. As a sob escaped her throat, Twilight brushed the tears from her eyes as she lowered her head. "I..."

Twilight felt a hoof brush through her mane, and saw blue hooves move past her. "Rarity and Applejack have made hard choices," Rainbow's voice spoke loudly to the mob, "and maybe some of them weren't the right ones. But they are doing the best they can, and for now that has to be good enough. When you think of the loved ones you've lost and want someone

to blame, try taking a look around town to see where their families are."

It felt like a lead weight had dropped in Twilight's chest. When was the last time she had even thought of Sweetie Belle's energetic face? Dared she think what had become of Apple Bloom? "You have an army on our doorstep," Dash continued, "so you can't afford to fight amongst yourselves. Not right now, not after how far you've all come."

The crowd muttered, but Twilight kept silent. With a final command to go home, Dash turned away from them. As their eyes shifted to Twilight, she let her gaze fall back to the ground. Guilty and ashamed, she turned to follow her friend away from the logical conclusion.

Luna's vision darkened, the light from her spell diminishing around her. Uncaringly, she let herself fall on her haunches. *My captain...* her broken thoughts tumbled around her head. *Betrayed again. She wants to save the town. Her town. From me.*

Some pony was calling her name, no, her title. "Nightmare Moon", it rang out. "My Queen", "Your Highness". Not like her captain did. Not like her Rainbow Dash.

Luna thought back over the last months, wincing at how much he had confided in Rainbow Dash. While she had started as a rebellious project fueled by Luna's anger, she had slowly become slightly more. It took many indignant days for her to admit it to herself, but she had let the pegasus become a friend. Just another entry for the list of her mistakes. Just one more regret to mark her immortal lifetime. She had let her guard down, the same mistake that had landed her alone and on the moon. And suddenly, sitting on the cold ground in a war tent, under a lightless sky that was a testament to her failure, she felt more alone than ever.

Gradually, Luna realized that the pony calling to her had come closer, and with a slow turn of her head she saw the curious face of Trixie. She was aware that the unicorn was talking, but Luna didn't bother to listen. Something wet on her hoof told her that she was crying, and she didn't bother to hold her tears back. Why bother with looking regal anymore? Why bother with anything? Why raise the stars tonight? Why not just let the world rot, finish what she had so foolishly started, and start all over again in

a few millenia. After all, she had time. Until the last star blinked out, she would be alive, alone with her regrets. Always alone.

Something glimmered dimly in her mind, and Luna saw something that drew her back, if only a little, into the real world. Trixie had finished talking, and now stood silently watching her leader. Her eyes were wide with worry, concern written all over her face.

It all clicked for the alicorn. Luna snorted, making her Royal Guard jump. Another snort followed, and then a chuckle, and then full blown laughter at the absurdity of it all. Here she was lamenting over another traitor, while the one pony who told the truth stood by her side. *How could I have been so stupid, she chortled to herself, as to think I could make one of Celestia's pets my friend, when I have had my own this whole time?*

Nightmare Moon stood, shaking her flank to clear off the dust. She pulled in her despair and pain, nursing it as she nursed her anger. It would serve its use in time, just as it always had. Feeling her mane blow out behind her, she turned towards her last faithful servant.

"Trixie," she began, letting the name roll around her tongue, "I'm afraid I owe you an apology. I seem to have made a grievous... mistake, and your service has long gone unheeded."

Surprise lit up Trixie's face, a hoof coming up reflexively. Reveling in taking the arrogant mare off guard, Trixie lowered her horn. "You asked for my blessing to crush the rebel camp, and I arrogantly refused, foolishly trusting the spies and liars amongst my midst. Your rewards are long overdue." She let her horn glow, pouring her exhausted self into a spell for the second time that night. "You asked for the power to smite my enemies, and with my blessing, you shall have it."

Trudging silently toward Twilight's home, neither pony said a word until they reached the door. Unsure whether the lump in her throat was another sob or the pressure to say something, Twilight opened her mouth to speak, even then unsure what to say.

"Wait," Rainbow Dash spoke first, her face unreadable. "Twilight, I know you're sorry. You don't have to apologize-"

"Yes I do!" Twilight nearly shouted, stamping her hooves as the floodgates burst. "Rainbow, I can never apologize enough! I nearly got them killed, I nearly started a riot, and for what? Because somepony lied for all the right reasons?" Twilight quieted, letting a tear drop from her cheek. "I would have done it if you hadn't stopped me. Celestia, how can I ever look at Rarity or Applejack again? The things I said to them, thinking they were just being stupid. I don't know how it all happened so fast..."

The hooves wrapping Twilight in a sudden hug did little to ease her mind, but they did help quiet her sniffles. In the otherwise silent room, her quiet sobs echoed like thunder. "I knew it would get them killed, and I wanted to do it anyway. I wanted... I wanted to see justice, even after seeing what happened to the lieutenant. I'm just as bad as they are."

"No you aren't, Twilight. You stopped while they kept going. You didn't let your duty to fellow ponies break who you are." Dash kept Twilight wrapped in a tight hug, squeezing a little with every word.

Twilight knew Dash's words were meant to be reassuring, but she still felt a lump in her chest. "Is that really better, Rainbow?"

Twilight felt the sigh from her friend more than she heard it, the pegasus deflating a little bit around her shoulders. "Better? I... I don't really know anymore, I guess. But everypony here has done something terrible because it helps everypony else, and all it's done is left everypony depressed, hopeless, and disgusted with themselves." Twilight was silent the grim reality set in. "I don't think 'better' is the right way to think of it, but we know their way doesn't work. We just can't let ourselves fall into the same traps as them."

Twilight lifted herself onto her hind legs, wordlessly returning the hug. It still wasn't clear to her, and she doubted that it ever would be again, but at least right here, right now, she could be happy about what she hadn't done. Letting herself fall onto all four hooves, Twilight cocked her head as a question came to her. "Dash, why did you decide to come back and stop me?"

Letting herself fall off her shoulders, Dash stood face to face with her friend. "Oh, that. Well, I kinda got... caught. Rarity heard everything I said to

the captain, including the part where I told her what you were doing."

Twilight's jaw dropped. "So you came back after she told you too? Was that whole thing you following her orders?"

"What? No!" Dash huffed indignantly, tossing her hair out of her face. "Actually, I was ready to fight my way out when she told me what she had come up there for. Twilight, she's letting the captain go free, no trial or anything."

Twilight's jaw remained dropped, this time for a very different reason. "She... whaa?" was all she could muster.

"I don't know why," Dash interpreted Twilight's sentence, "I think that's a talk for the two of them. But it got me thinking that Rarity wasn't all bad. Heck, nopony is all bad, not even the captain or Nightmare Moon or maybe even Trixie." Dash brought a hoof to her chin pensively. "Well, maybe. Anyway, I knew Rarity wasn't, and that's when I asked myself if I was rushing a half-baked plan again."

"I think we both know the answer to *that* question." Twilight crumpled to the floor.

"Yea, but at least we caught it before it was too late."

"I guess," Twilight admitted. Her happiness was rapidly fading beneath the prospect of her next step. "So the captain isn't going to help and we aren't going to try and lead the town. That puts us right back where we started."

"Not exactly," Dash interjected. "I might have found a way home, Twilight. But if we ever get the opportunity to take it, I want to make sure we deserve it. I don't want to bring this place back with us. I don't want to become like them."

"Me neither, Dash." Twilight readily agreed, "But how? How do we get home? How do we beat Trixie? How do we protect the town?"

Dash nuzzled her friend as she walked past, looking at the wall. "The captain gave me an idea," She finally said. "The reason this all happened, the whole cause of this whole mess... it was her. She wasn't loyal, or

maybe not the right kind of loyal, or whatever. Her Element of Harmony wasn't strong enough to ignite your spark thingy."

"So they only had four elements?" Twilight tapped her chin, her mind kicking into gear. "That explains why they failed at stopping Nightmare Moon, but how does it help us?" Twilight struggled to think ahead of the pegasus, not used to being the one behind in the conversation.

"Because, Twilight," a grin spread across Dash's face, "we're the missing two."

Chapter 17

In the silence of the Everfree Forest, near a dry patch of ground that barely counted as a path, a low rumbling began. With relative smoothness despite its girth, a slab of stone as wide as two ponies and half again as tall began to swing outwards. From the darkness inside came the sound of cranks and levers creaking, as well as the soft clop of hooves on stone. The cold night air carried with it the stench of rot, but the captain still found it welcoming. Beneath the decay and decomposition, there lay the rosy scent of freedom.

“This doesn’t mean I forgive you, you know.” The captain didn’t know why she said it, maybe just because it all seemed too good to be true.

“I don’t expect you too,” came the lilting voice from behind her. Soft hoofsteps brought Rarity up to her side, both ponies gazing at the darkened skeletons of trees before them.

The captain felt like she was pushing her own luck, but she had lived her life by having an explanation for every action. There just had to be a reason. “Why, then?” she broke down, “why let me go?”

When no answer came immediately, the captain turned to look at the pony next to her. With the moon hanging low and orange on the horizon behind her, Rarity was little more than a shadowy silhouette. “I don’t know,” she finally admitted. “I’m tired of having an answer to every problem, of needing a reason for every action. For so long now, I’ve been ignoring pony’s lives for their happiness.” She turned her head away from the captain, but her voice remained steady, “I don’t even know if that makes sense anymore. It’s all gotten very complicated, you understand, and maybe I just wanted to give somepony their life back.”

“So you feel guilty.” The captain answered her own question, turning her gaze back to the forest. There she had it, a reason. An explanation. An excuse. She could deal with excuses, they were all too normal to her. Her

curiosity sated, the captain gave her wings an experimental flap, working out the cramps from lounging in a bed for so long.

“I suppose so,” Rarity added, ignoring the captain’s motions of departure, “at least in part. But that wasn’t the only reason. Tell me Rainbow, do you know about Trixie’s spell that took away our unicorn magic?”

The captain leaned forward, stretching her back legs out. Glancing to her right, she could see the blackened eyes of the unicorn. They took up nearly all of her eyes, drinking in what little light the night had to offer. “Yea, they were getting set to execute me when Trixie cast it. Why?”

“I don’t understand exactly why it happened, but for some reason every unicorn in our town fell unconscious when that spell hit us. Every single one of us, without exception, were beset by nightmares of the most horrendous sort.” The captain paused in her stretching to look at her companion, who she now noticed had begun to shiver slightly. “I dreamt of you, Rainbow Dash.”

The captain winced at the use of her name. Only one pony ever called her that anymore, and to hear it come out of her enemy’s mouth... it was a familiarity that she could do without.

There was silence as the captain waited for her to elaborate, but Rarity only offered a lilting laugh. “Why release you? Why not torture you information or use you as a bargaining chip? Because Rainbow, for better or for worse, I’ve stepped down from that stage. Even if it kills me- no, especially if it kills me, I’m not throwing another life into that mob.” She squared her shoulders as the last of the shivers passed through her, “I thought that the generous thing to do would be to give the ponies what they wanted, no matter the cost to me. But I was wrong, Celestia I was so wrong. Generosity isn’t just giving, it’s helping others. Giving them what they need instead of what they want, if you will.”

The captain brought a hoof to her chin, brow furrowed. “I don’t understand,” she admitted.

The wind whistled through the trees as the unicorn gathered her thoughts. “What I mean to say, Rainbow Dash, is that not everypony wants to survive

by any means necessary. Sometimes, perhaps, it is better to live briefly and well than survive forever in squalor and fear.”

“And what about the ponies who would rather live than die?”

“I’m not making the choice for them, I’m only giving them the choice. That’s the most generous thing I can do, I think. But if we win this fight, it will be by our convictions, not our compromises.”

The captain realized that the mare next to her was standing taller than even she herself was. Behind her, the darkness of day had begun covering the moon, making the sky seem sideways with an off-angled gibbous. “And what if you don’t win?” She asked, cutting the silence.

For the first time, Rarity smiled. “Then I will die with what pride I have left.”

“I’m really not sure about this, Rainbow Dash”

Twilight walked down the street, her head swinging from side to side to look at the quiet houses around her. Ahead, the town center stood empty and silent. She swallowed hard, but the lump in her throat refused to go away.

“Look Twi, I know it sucks to be wrong, but there’s a lot at stake here.” Rainbow Dash landed softly beside her friend, folding her wings in at her side. “After all we’ve been through, apologizing should be a snap.”

Twilight nodded, fixing her gaze ahead and forcing her hooves to keep moving. *She’s right*, she admonished herself, *I’ve apologized to my friends back home plenty of times. I certainly have no trouble admitting my own faults, so why is this so hard?*

The obvious answer arose in Twilight’s mind, just as it had the last time she asked herself the same question, as well as the time before that and the time before that. She wasn’t wrong, Applejack was, and she was *still* going to have to apologize for it.

Fine, she told herself for the hundredth time, *Dash is right. There are more important things than being right, and keeping everypony alive is one of*

them. Plus, she added with a sigh, we need all the Elements of Harmony if this plan is to work.

Twilight slowly came to halt in front of the office, gulping again. For all the logical sense that her plan made, her reassurances weren't doing her much good. What if Applejack didn't listen to reason? What if they hadn't saved their Elements of Harmony? How would they find them?

And even if Applejack and Rarity had theirs, what about Pinkie Pie and Fluttershy? What did the captain do with hers? *What about mine?!* Twilight panicked, casting another glance over her shoulder. *Oh Celestia, where do we even begin?*

A noise from in front of her made Twilight's head whip around, only to catch a glimpse of Rainbow Dash as she disappeared through the door. Sighing, Twilight forced herself to place one hoof in front of the other. *I guess we begin here. I just wish the first step wasn't so difficult.*

The inside of the office was still a mess from the chaos of Trixie's spell. The table that had had its leg broken off still lay upturned in a corner, irreparable without any spare wood. Much of the furniture that ponies would lounge in while awaiting an audience had been righted hastily but not moved back into its proper place, forcing Twilight to weave around a few chairs and a dark-stained couch. If Twilight hadn't known better, she'd have thought the building was abandoned.

Her ears perked as she heard the sound of a voice coming from the stairwell, and though she couldn't make out words she found the tone immediately familiar. Applejack was talking to somepony upstairs, and with the lobby empty it was clear where Rainbow Dash had gone. Taking a few deep breaths to calm her heart, Twilight ascended the stairway.

"... in jail for what you did! But I reckon you'd like it there anyway, with your damn traitor friend for company."

"Hey! We're just here to talk-"

"We're? *We're?!* Don't tell me you brought that rabble rousing-"

The floor beneath Twilight creaked as she came up the last step, making

Applejack's head swing around. Twilight locked eyes with the orange face, and for just an instant she could see her friend's eyes widen as her features softened. A moment later, however, the earth pony's brow was knitted as she stamped on the ground. "Great. Just great. The two ponies I didn't need banging on my barn door today. I reckon you've worked on another half baked plan to get two more of our few guardponies killed? Or were you just stopping by to let me know how wrong and pathetic I was for trying to help everypony?"

Dash stamped her own hoof, her wings flaring out. "Hey! I nearly got killed trying to fight for *your* town, I think you oughta be thanking me!"

In a moment, Applejack had whirled and butted heads with the pegasus. "What I *oughta* do is arrest the both of ya for treason, seein' as you let the damn captain of the Shadowbolts nearly kill Rarity and then tried to incite a riot."

"Girls, please!" Twilight yelled. Both mares turned to her, and instantly the lump in her throat had returned. "Applejack, I'm... I'm sorry."

"Well isn't that just dandy," Applejack replied instantly. "You're sorry, I'm sorry, the whole damn town is sorry. Don't fix a darn thing sugarcube, and I don't have time to waste on this nonsense." She turned away from the other mares, making her way towards Rarity's desk. "Why don't you make yourself useful and make good on your promise to stay out of this here office."

"I didn't *promise*-" Twilight caught herself, refusing to bite on the earth pony's bait. Shaking her head, she walked further into the room to stand next to Dash. "Look Applejack, when I said those things I was really angry, and I didn't really mean them."

"Oh, like hell you didn't! Now who's the liar? I know a big head when I see it, sugarcube, and yours was never bigger than when you gave me that lecture."

Twilight winced. She had thought apologizing would be the hardest part, but she should have known that getting Applejack to accept would be a challenge in and of itself. *She's right though*, she was quick to remind herself, *I don't believe what I'm saying. Applejack's lie was wrong, and I'm*

sticking to it.

With a groan, Twilight realized the hypocrisy of her own thoughts. "Fine," she admitted with an exasperated breath, "You're right. I still think you were wrong to lie to the townspies, and I honestly don't think you are fit to lead anypony, much less an entire town." Twilight reeled her temper in before she went too far, noting that Applejack's face was no longer bristling with indignation. "But under the circumstances, I can see why you would have lied." Twilight bit her cheek as Applejack remained silent. "I don't like it at all, but I know you were just trying to help and I guess I can't hold that against you," Twilight continued to fill the silence. "Honestly."

Twilight kept her gaze locked with Applejack, refusing to be the first to avert her eyes. It was Applejack who finally snorted, pawing the ground as she looked away. "I'm still not sure I like what I'm hearin', sugarcube," she admitted, "but I do believe you."

"Then you forgive me?" Twilight brightened, unable to keep the excitement out of her voice.

"Course not." Applejack stated flatly, making Twilight's ears droop, "But like I said, I got more important things to worry about. If you're serious about helping, and I mean *actually* helping," she glared at Rainbow Dash for a moment, "then I guess I ain't gonna turn you away."

Twilight bit her lip as she weighed her options. "Good enough," she settled, "Now we can get started on finding the elements."

"Do the what now?" Applejack questioned with obvious disdain.

"Allow me to explain," Twilight offered. Taking a deep breath, Twilight mentally pictured her plan laid out in a simple, orderly list. "The Elements of Harmony didn't work in this world because your Rainbow Dash wasn't loyal, causing the spark to never appear which caused the Element of Magic to never appear which, through a long and vague but directly related series of events, caused the world that we're in now as opposed to the one that Dash and I are from. Rainbow Dash raised the point that with the two of us here, the roles of Magic and Loyalty are once again filled and that the original solution of gathering the elements is again possible. If you, Rarity, Fluttershy, and Pinkie Pie still have your elements, we can defeat

Nightmare Moon!”

Twilight finished with the last of her breath, leaving her panting. Applejack hadn’t moved a muscle since she began, but her eyes shifted from the panting Twilight to the excitedly hovering Rainbow Dash.

“You mean them glowy necklaces?” She finally replied, waving her hoof in a small circle.

“Those are the ones!” Rainbow Dash cheered.

“You’re going to use glowy necklaces to defeat Nightmare Moon.” It was more of a statement than a question, as if Applejack couldn’t believe what she was hearing.

“Well yea, when you put it like that it sounds bad.” Dash admitted, letting herself fall back to the ground. “But it totally worked for us, so it’s gotta work here, too!”

“It didn’t work the first time,” Applejack pointed out, crossing her hooves as she leaned on the desk.

“Er, well, yea...” Dash faltered, “But like Twilight said, you’ve got the captain to thank for that. The elements themselves worked fine.”

Applejack glanced at both ponies, her eyebrows raised. “Alright,” she offered tentatively, “let’s say I bought into this plan of yours. What would I have to do?”

“Well, you’d need to embody the spirit of honesty,” Twilight began, stammering as she realized she’d hit a sore note, “a-and we’d need the necklace that you got.

Applejack put a hoof to her chin as she gazed at the ceiling. “I don’t know about Rarity,” she pondered, “but I haven’t seen mine in months.”

Twilight’s gut dropped, and she could see Dash’s shoulders immediately droop. *For Celestia’s sake, she cursed, why can’t we catch one break? Why must every plan fail before it even begins?*

“Well, do you know where it is?” Dash asked, making Twilight blink.

Applejack kept her hoof to her chin. “I reckon it’s still in my barn at Sweet Apple Acres where I left it. It was the only place I really stopped moving between that night and the attack.”

On the one hoof, Twilight felt bad for dredging up painful memories. On the other, she wanted to leap for joy at restored hope. “This is perfect!” She exclaimed, unable to hold herself back. “We’ve already got three ponies and know where one element is, and we only just started!” She looked around as the next obvious question came to mind, prompting her to quickly scan the room. “Er, Applejack? Where’s Rarity?”

There were a lot of things that Big Macintosh never did. He slowly brought the glass to his mouth, because he never hurried. Discipline was an essential part of working a farm, and even more so for leading a police force. Plus, it had been his experience that when things got done, they got done in their own time and not a moment sooner. As the burning faded from his throat, he cracked a grin at the red earth pony sitting across the table from him. Though he rarely ever laughed, smiling was hardly out of the question.

For his own part, the other pony was in stitches. He thumped his thick hoof on the desk, making the bottle of brandy shake. Wiping a tear from his eye, he collected his breath enough to form words. “Oh Celestia, so when she said ‘plot’, what she really meant was... ?”

“Eeyup,” Bug Mac finished for him, pouring himself another cup.

The pony had to place a hoof on the chair beneath him to keep himself from falling off, collapsing into another fit of bellowing laughter. Big Mac just held his drink, waiting for the urge for another sip to come. With just one other pony in his office and plenty of brandy, there was no need to rush things.

As the other pony’s laughter faded again, he took an appreciative look around the office. “Oh boy, Big Macintosh, let me just thank you right now for the drinks and the company. I haven’t laughed like that in months.”

"I figured I owed you a drink for watching my back earlier was all. Got more booze than I rightly know what to do with, to tell you the truth." Big Mac drained his glass, savoring the flavor of fine apple brandy. Pouring himself and his companion another glass, he leaned back in his chair. "And by the way Forepony, Big Mac is fine by me."

The Forepony scoffed. "Heh, as if that job has any meaning anymore. Just call me Red." Red reached forward to grab his glass, swirling the liquid in the bottom pensively. "And I think I owe you more than you owe me, to be fair."

"Well then, how bout you help me get through this here bottle, and we'll call it even?" Big Mac grabbed his glass, raising it in the air.

"Don't worry, I've got your back there." Red cracked his own grin as he raised his glass, clinking them together.

Red's hit the table long before Big Mac's, giving him time to look around the office. It was sparse, to be sure. The chair Red sat in had been dragged over from the only other table in the room, which was placed by the fire. Though the fire now burned low, Red suspected that it never got very big to begin with. More than likely, he mused, it was used for more practical purposes than mere lighting or heating.

His gaze swung to the opposite wall, where the silhouettes of the two workhorses were thrown by the light of the fire. Most of the wall was bare, but just slightly off center were over a dozen pictures of ponies, none of which Red recognized. By the time Big Mac lowered his glass, Red's gaze was locked inquisitively on the collage.

"Fine ponies," Big Mac supplied, his gaze only lingering briefly on the wall. "Fine ponies every one of them." The room was silent as the Forepony looked back at his glass, staring at the empty bottom.

Red opened his mouth to ask what his companion meant, but stopped as his eyes caught one of the pictures. Leaning in slightly for a better look, the photo of two uniformed pegasus guards tickled his memory.

And then the memory hit. A charred body and a dismembered wing. Folding black sheets over one of those faces as he limped back into New

Ponyville, Big Mac holding the other slung over his back, the rainbow pegasus being led in on a stretcher.

Red jumped slightly as a *thud* brought him back to reality, listening as Big Mac poured himself another glass.

"I... I don't know what to say, to be honest."

"Nothing left to say, I reckon." Big Mac turned his own gaze towards the collage, his face unreadable. "They all knew the risks."

"I'm sorry," Red said automatically, not sure what he was apologizing for.

"Nah, it ain't like that." This time Big Mac did look at the wall, studying the photographs. Though the fire against the far wall was only dimly lighting the photos, he could remember every line and hue by heart. "Those ponies wanted to fight," he continued methodically, "but Shadowbolts and Royal Guards ain't the only thing to worry about. For some of them, helping to defend the town gives them a purpose, something to wake up for every day. For some ponies though, it's just not enough." His gaze dropped to his own glass, the liquid withing sitting still as a lake. His own reflection shone vaguely in the bottom, his heavy jaw frowning slightly.

"I know what you mean. I- I mean, I don't know about fighting and all that, but about the purpose thing..." The Forepony collected himself, placing his glass down on the table. "My colts have been processing wood, food, and raw material since we got here. Now, most of that stuff is completely gone. I've told my boys to stop calling out roll calls since most ponies don't bother showing up anymore and those that do don't need the reminder." He shook his head, making a clicking noise with his mouth. "That's why I said my job doesn't mean anything anymore. We've got nothing to do but wait around all day for shipments we know aren't coming. Hell, I could play hookey tomorrow and it wouldn't affect a damn thing.

"I ain't all that worried about tomorrow," Big Mac shrugged, "It's today I'm concerned with. That Trixie filly is coming with who knows how many ponies, and I honestly don't know how we're gonna stop her with the forces we got.

"You taking recruits?" Red asked, his ears perking slightly.

“I suppose,” Big Mac continued without missing a beat, “But that’s not what I mean. Sooner or later, everypony is gonna be fighting if they get into the main cavern.”

“And you think that they will?”

“I know they will, yea.”

Both ponies remained silent as Big Mac refilled their drinks, casting a longing look at the dying fire. Red coughed politely, dragging his attention back. “So,” he asked with shoulders slumped, “you got a plan?”

Big Mac shrugged, taking a final sip of his glass. A long time ago, ponies would poke fun at him for only ever sipping his drinks. Months later, Big Mac would spare a smile for them as he pointed to his well stocked liquor cabinet where theirs had run dry. “I leave the plannin’ to my sister, mostly.” He drained the rest of his cup, putting the glass down a little harder than he meant to. “We just gotta hold out as long as possible is what I reckon.”

“Sounds like as good of a plan as any, to me,” Red answered.

“If you’re serious about recruits though,” Big Mac said, “I’m sure I can find a use for a brick house like yourself.”

Red shrugged, his massive shoulders heaving nonchalantly. “Heh, well, five years of Hayball will do that to a colt. But yea, I’m serious about it. It’s not like I’ve got anything left to lose, right?”

“I’ll drink to that,” Big Mac almost chuckled.

“No you won’t,” Red pointed a hoof at the empty bottle, raising his eyebrows questioningly after a moment.

Big Mac stared at the empty bottle for a moment. On the one hoof, the brandy he had was the only brandy he was going to have for awhile. On the other, there was no sense in saving what he was never going to spend.

Finally, he pushed his chair out from behind him as he stood. “Plan for the worst,” he advised as he made his way to the liquor cabinet.

“That way, all your surprises will be pleasant ones,” Red finished, smiling genuinely as he held out his glass for a refill.

A few moments later and both colts were seated at the desk again, Big Mac’s glass replaced by a far larger mug. The chime of clinking glassware split the silence as both ponies made a silent toast, deliberately not worrying about tomorrow.

The warrant officer stood still as a lamp post outside of Trixie’s tent, his chin raised uncharacteristically high. Around him, unicorns rushed too and fro as preparations were made for battle. Helmets were donned, plumes were preened, fires were snuffed, and tents were taken down as the warrant officer stood stock still. None of them had the rank to make him act, of course, but even The Great and Powerful Trixie herself couldn’t have moved him from that spot.

I guess that’s just it, he reflected. Everypony could feel the change in the air, the lingering hum of magic even after Her Majesty’s departure. Something powerful remained behind. *Somepony*, he corrected himself. Something soft and dormant, but terrifying in it’s latency. Standing outside of Trixie’s tent was like watching an ura sleep, knowing full well that the peace of it’s slumber could become mortal danger in mere moments.

And yet, the warrant officer felt strangely at peace. Perhaps the stark terror that had gripped him earlier had simply drained even his vast allotment of fear, or perhaps because even life-threatening calm was a vacation in comparison. His body remained rigid as ever, but mentally he shook his head. *If anypony knows fear, it’s me*, he admitted in equal parts shame and reassurance. *But that’s just it. I know fear.*

After Her Majesty’s spell had ended, the warrant officer had stood as still as he was now. He could only stare in astonishment at the duo in front of him, incapable of listening as they exchanged words. It was a vague blur to his shell shocked mind, but he remembered that Nightmare Moon had cast another spell, Trixie had said something in return, and just like that the Queen had vanished.

The space of several minutes was a blur, to be sure, but the warrant officer remembered one particular moment. *I know fear*, he reminded itself as he let the picture crystallize. Trixie had kept her eyes locked on the spot where Nightmare Moon had vanished, her mouth slowly splitting into a grin. She had begun laughing, as the warrant officer had learned to expect, as her gaze stared unbelieving at the spot where her leader had vanished. The warrant officer also stared unbelieving. Unlike Trixie, however, he had never spared a glance for the alicorn. Instead, his gaze was locked on his own beautiful leader. She didn't show it then, and maybe never would again, but he had seen it. *I know fear*, he told himself again. There was no doubt about it. For a moment, as small as that seemed, Trixie had been terrified.

There was something fundamentally wrong about this, the warrant officer knew. Fear was for ponies like him, ponies who were beneath the greatness that was Trixie. Fear kept him in line when he may have otherwise fled, kept him loyal when he may have deserted. Those who were too foolhardy or too stupid to listen to their fears found themselves made examples of, a lesson the warrant officer knew all too well.

The Great and Powerful Trixie was above such things as fear. The warrant officer knew this as surely as he knew the lowliness of his own place. But he also knew fear, and right now the two were in direct opposition.

Warrant officer...

Without willing himself too, the warrant officer turned towards the sound of the voice. No, not the sound exactly, more like the emanation. Any unicorn nearby surely sensed the being inside the tent he guarded, a glass so full to the brim with water that even the slightest ripple threatened to spill it all. The smoldering destruction of a volcano was mere yards away from him, and it was calling his name.

His horn flickered dimly as he swatted the tent flap aside, striding inside. He wasn't sure what to expect, but it certainly wasn't what he saw. Trixie was standing, in her normal Royal Guard uniform, still staring at the spot where Nightmare Moon had vanished. To a normal observer, nothing seemed to have changed.

“Warrant Officer,” she said out loud this time, “It occurs to me that, like our good queen, I have underestimated my inferiors.” She turned her head slowly to face him, and now the warrant officer could see a difference. Chills ran down his spine, bringing the familiar feeling of fear almost within reach, as he looked into her entirely white eyes.

“Somehow, my little officer, you managed to evade Nightmare Moon’s lie detection. In so doing, you performed your role in my plan far beyond my expectation.” Trixie advanced a step, but the warrant officer didn’t retreat. *It’s all so disjointed*, he rambled to himself, *like this isn’t really happening. This can’t be happening.*

“Such service, as our most esteemed ruler put it, deserves due reward.” Her horn began to glow as she reached down, tapping his forehead lightly. “You’ve come a long way from the sniveling brat I found you as.”

Fear does that to a pony. Fear when I hear my name called, dread in the silences between.

Her horn began to glow faintly, but the warrant officer still wasn’t scared. *Fear is for ponies like me.*

“Nightmare Moon has been granting me her power, drop by drop, for months now. A small request here, an earned reward there, and I have grown. But now this?” The warrant officer was once again reminded of how dangerous his situation was, how unstable Trixie’s power felt. Even still, he found it almost difficult to worry. “My greatest plan to date, and I am so close...”

“I want to show you,” Trixie continued slowly, “and you deserve to be rewarded. I know you didn’t kill the captain; it was the only way you could have ‘fooled’ Nightmare Moon. Still, you adapted to the situation better than I could have dreamed. For your acts of service and by my good graces, I insist of sharing some of my wealth. A small taste, if you will. You’ve earned it, my little officer.”

The warrant officer’s eyes crossed as he focused on the horn touching his head, his mind blank except for disjointed thoughts. As it began to glow, his eyes finally began to widen.

“Congratulations on your promotion, General,” Trixie cooed as her horn began to shine.

Time was a funny thing. Twilight had read books by ponies that had been trapped in caves or locked in a cell for a long time, and after just a few hours of not seeing the sun their sense of time all but disappeared. Twilight couldn't help but consider those claims validated as she looked longingly at the broken clock in Rarity's bedroom. “How long has it been?” She asked nobody in particular.

“Half an hour?” Applejack muttered around her hooves, her face planted downwards as she sat on the edge of Rarity's bed.

“A couple hours,” Rainbow Dash said at the same time, laying on her back across the same bed.

Twilight sighed, walking over to the clock. Upon reaching it, she turned back towards the door, falling into a quick pace. Time was a very funny thing, how ponies measured it out like drops of sand from an hourglass. Take away the sand, however, and all you were left with was a series of events. At some point in the past, they had apologized to Applejack. At some point after that, they had decided to wait for Rarity's return to ask her about her Element of Harmony. Now, at some point in time indistinguishable from the others except that it was “now”, they were still waiting. And at some point, now would become then, and Rarity would return.

The moment came with a soft creak, making three sets of ears perk in unison. Twilight turned from the clock, her hooves aching slightly from the constant motion of her pacing. Rarity stood in the doorway, her eyes wide and darting to each pony. Dash had sat up in bed while Applejack had lifted her face from her hooves, and for some amount of time each pony just stared at the others.

“I'm sorry,” Twilight broke the silence.

“I forgive you, my dear.”

“No, I- wait, just like that?”

“We have more important things to do than fight amongst ourselves, Twilight. And keeping everypony alive is one of them.”

Twilight resisted the urge to shoot a smile in Applejack’s direction, instead trying to figure out what to say next. *I hadn’t really expected that to go so easily*, she thought. *Hopefully my luck will hold today.*

“Rarity,” She began, “we have a plan to stop Nightmare Moon. We need to reassemble the Elements of Harmony and their bearers, and use the magic of Friendship to drain her powers like we did in my world.”

Twilight bit her lip, knowing that it sounded hopelessly naive in their current situation. Rarity continued to stare wide-eyed at the other unicorn, and a nagging thought began in the back of Twilight’s head. Pushing it aside for now, she focused on the task at hand.

“Applejack, have they explained this plan to you?”

“Yes they have, Rarity.”

“And what do you think?”

“I think it’s a whole lot of nonsense, personally.” Applejack was avoiding Twilight’s gaze, keeping her eyes fixed on Rarity’s. “And if we face Nightmare Moon head on and them pretty rocks don’t work, then we’re cooked as sure as apple pie.” Applejack sighed, plopping her head back into her hooves. “But we’re as good as cooked just sitting here too, so I don’t see why we can’t try.”

“Come on, Rarity!” Dash, who had been silent up to that point, was suddenly in the air right in front of the white unicorn. “We *know* that they can work, and like AJ said, it’s the best chance we’ve got!”

Rarity, who had lifted a hoof across her chest defensively, relaxed and let out a sigh. Nudging her way past the pegasus, she walked slowly to Applejack’s side. Confused, Applejack looked up at the mayor, but Rarity had already ducked her head down and was pulling at the drawer to the bed stand next to her.

The three other ponies watched in silence as Rarity fished about inside, finally reemerging with something held in her mouth. Laying it down on the bed quickly and rubbing her mouth disdainfully with her hooves, Rarity gestured with her horn. "I grabbed it as we fled because of how beautiful I thought it was. Sadly, even for my fabulosity, priorities change, and it's been locked away collecting gross, foul tasting dust for quite some time." Giving her tongue one final brush off, Rarity shook out her mane and regained her composure. "You are welcome to it, if you think it will help. However, Applejack and I must remain here to defend the town while you look for whatever else you need."

Rainbow Dash walked over to examine the object, which to Twilight just seemed like an ordinary box. With a prod from Dash's hoof, however, the box opened to reveal a glimmering brooch adorned with three diamonds, the light from their facets glittering in Twilight's slowly widening eyes.

"Thankyouthankyouthankyouthankyouthankyou!" Twilight found herself wrapped around Rarity in a hug, which the other unicorn gently returned with one hoof. "We've already got four bearers and now an actual element! We can do this, I know we can!"

"Not to cut things short, Twi," Dash interrupted, scooping the box up in one hoof, "but we can all thank each other after we've defeated Nightmare Moon. We've got what we waited for, now lets go find the others!"

"She's right," came a voice from above Twilight. The purple unicorn looked up into Rarity's gentle smile, the first she had seen in weeks. "If this plan has any hope of success, time is of the essence."

Twilight detangled herself from Rarity, looking into her eyes gratefully. Again, in the back of her head, a thought began nagging at her, and this time she took a moment to address it. "Rarity, your eyes... "

The smile faltered, a little of Rarity's old self coming back. "My eyes? What about them? Is something wrong with them?"

"No, no, they just aren't as black."

For a moment no pony moved, then the room was suddenly filled with frantic motion. With barely enough time to yelp in surprise, Dash and AJ

had picked up Rarity and lain her down on the bed, hovering over her.

“I reckon I do see more white ‘round the edges after all.”

“Wow, you’re right! Her eyes are going back to normal! Well, a little bit anyway.”

Twilight had barely taken a step towards the distressed unicorn when her vision was filled with a purple orb. Backing up in surprise, she realized that it was Rainbow Dash’s eye peering into her own.

“Y’know Twi, I think your eyes are going back to normal, too!”

“But what does it mean!?” Rarity cried in distress, struggling under AJ’s pinning hooves.

Twilight could only smile in relief, giggling slightly to herself. “It means that whatever Trixie did is starting to wear off. It’s just wearing off really slowly.”

AJ sat up, releasing the captive Rarity. “If we have unicorn magic for the battle, we might be able to hold them off... “

“Will it return that fast?” Rarity asked, pausing in fixing her mane.

Twilight walked over to the unicorn, finally getting a good look at her eyes. “I don’t know for sure,” Twilight admitted, “but Trixie wouldn’t have used this spell if it was going to wear off right as she attacked. Not unless something else held her up.”

“Still, it’s better than nothing.” AJ supplied. Twilight was glad to see that at least somepony else was intent on keeping the mood up. “But it ain’t gonna come back any faster by us sitting around talking about it. Magic or no, we’ve all got a whole lot of work to do.”

Twilight nodded as Dash murmured agreement, and Rarity finally extricated herself from the bed. Leaving her mane slightly disheveled, she stopped fixing herself long enough to give Twilight a tentative hug. “Good luck, my dear,” She said softly. “I fear we’ll all need it.”

“We’ll see you guys soon!” Dash called from the doorway before zipping

out of sight.

“Good luck to y’all,” AJ waved as Twilight made her way out of the door.

Time was a funny thing, Twilight knew. The goodbye lasted only seconds, but it seemed to stretch into hours. Her last image before the door closed was of Applejack waving, her smile seeming almost bashful. For just a moment, all the stress and anger of reality had vanished, and Twilight had seen her friends again.

Time was a funny thing, but as she and Dash made their way downstairs that moment kept lasting in her head. Just a moment, Twilight knew, but without clocks or the sun to keep track of time, who was to say how long a moment really lasted?

“Now what?”

Twilight snapped out of her thoughts, realizing she was standing in front of Rarity’s office. “Now,” she grinned. “We begin again at the beginning. It’s time to return to Ponyville.”

Inside Rarity’s office, Rarity and Applejack stayed silent as they stared at the closed door.

“They’re gone,” Applejack helpfully supplied.

“Yes,” Rarity responded, her voice quiet.

“Now what?”

“Now,” Rarity stated as she drew her chin up, “we must make absolutely sure that there is a New Ponyville for them to return to.”