

A New Breed

By Polecat



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Prologue

I'll sleep when I'm dead

"Talk to me," the earpiece crackled.

"Looks clear so far," he answered, twisting his head slowly to survey the landscape about him in the dark of the night. Optics in his helmet made that problem trivial, scanning over the small cracks and impact lines that scattered the ground he hovered over, "Looks like this one might've been harmless."

"Don't give me that Widget," the feminine voice over the earpiece shot, "You saw the same readings I did. 'Harmless' wouldn't have spiked the sensors like that."

"Relax Clockwork, I'm not about to leave yet. And we're on site, you're supposed to use the call-signs," he chuckled, and his eyes scanned over the sensor readings, when an amplified sound reached his ear inside the helm. Carefully he shifted, altering the angle of his hooves to adjust the jets slightly, allowing him to turn in mid-air and face the source of the sound.

"Sorry 'Warpony'," she sneered.

"Clockwork, do we have anyone nearby?"

"Negative," came the answer, "Jackrabbit is on her way, but she has a 1 minute ETA still. No reports of unregistered activity in your sector."

"Then I think I have my contact," and the blue-white flare from the jets increased for a moment, then shut off as the armoured pony landed on the ground with a thud. Blue and white armour plates flexed as he moved, hiding his large form within. A flick of a hoof brought his weapon systems online as scanners narrowed in on the source of the noise, focusing in on the creature hiding amidst the jagged edges of burned ground.

"10-4. Passing the info to Jackrabbit. You should see her contrail momentarily," Clockwork said over his earpiece as the unidentified figure looked up sharply, having realized it had been spotted. The thing looked to be made of the night sky itself, silver specks flickering across its midnight blue skin. It flared its bat-like wings and screamed at the armoured pony, pointed beak lined with harsh looking teeth. To Widget it looked like a large skeletal griffon wrapped in the night sky.

"I have contact, an imp. He was hiding from me, might be an ambush."

"10-4. Will Jackrabbit be enough to handle it?"

"I'm not sure. Depends on how much back-up our 'friend' brought," Widget grinned under the helmet, teeth clenching as he swept his eyes over sensor data. Already he could see three more forming up on his flank, as well as a quickly approaching contrail.

BOOM

Widget didn't have to do anything as the owner of the contrail barreled through the trio on his left flank, much to the screaming fit of the imp before him. Jackrabbit made the party right on time.

"What took you?" Widget asked through his external mic.

"What **TOOK** me?!?" the filly cried as she zipped to his side, leaning casually against his armour in a way he refused to allow anyone else, "I had to loose those pesky flyers near Whitetail. They're getting bolder all the time, but I tell you they just **CANNOT** keep up with...."

"Yes, yes, I know. They cannot keep up with The Jackrabbit," Widget chuckled, interrupting her before she got started, pausing to glance at his comrade. She wore a bodysuit of white with purple and black streaks. On her flank was the symbol of a rabbit in mid-dash, covering where a pony's normal cutie-mark would go.

"Hey now, no stealing my lines." She giggled, shaking out her orange mane, yellow and red streaks flying through it.

"Did you see any more?"

"Naw. But if there were, they'd probably be over..." and she vanished in a blur of white and orange, careening through the crater. Widget smiled again and leaned back on his hind legs, the propulsion jets on his fore-hooves screaming as he directed them. Sure enough, right where Jackrabbit had gone, a handful of imps leapt into the air. The white-blue beams of his plasma ejectors promptly removed them from this plane of existence.

"Get the leader." He instructed his teammate through the headset.

"On it." Jackrabbit responded as Widget turned around again, his plasma ejectors firing again as he took out another trio of imps leaping into the air in a futile attempt to protect the squad commander from his partner.

"I think that's all of them." Widget noted.

"Leader's down." Jackrabbit added, "But he's got something weird on him... in him. Some sort of gem."

"Don't touch it," Clockwork instructed over the line, "Warpony, use your sensors. Quickly, we don't know if it'll dissipate."

"Roger that," the armoured pony responded, and activated all four of the ejectors, using them as jets to carry him quickly to his teammates location. The imp was down, that was for sure. To Widget they didn't look much better dead than alive, they just lacked the shadowy substance that normally enveloped them, and looked like they were all bones wrapped in paper thin black ichor.

"Scanning now," Widget intoned as his optics pout out a thin beam of blue light that played over the dead imp's form, narrowing on the pulsing blue gem imbedded in its chest.

"Alright, I've got the data," Clockwork noted over the headset, "No radiation, nothing harmful but... I'm getting crazy spikes on the mystic frequencies. I'm not sure, but this could be a message crystal."

"Magic?" Jackrabbit asked, glancing nervously to Widget.

"Not sure. Hold tight, I'm sending in the expert."

"Oh please, not..." Jackrabbit started.

"Sorry Jackrabbit, it is," Clockwork said. Nearby Warpony and Jackrabbit a bright purple flare lit up the sky, and an old unicorn mare proceeded to walk slowly from it. She had a soft lavender pelt and a deep indigo mane streaked with grey, she also wore a cloak of sky blue with a silvery star design on it, but everypony knew who she was even without her trademark cloak.

"Lady Sparkle," Widget intoned, and his teammate groaned.

"What did you need to interrupt my studies for THIS time?" she asked in mock annoyance, but Widget knew it was all bluster and bluff, she loved getting out of the library now and again. She was just getting old, and it showed in how slowly she moved. Regardless of her age she was perhaps the most powerful mage in all of Equestria, and at one time had been trusted by the Princess herself.

"Have a look," he noted, motioning with an armoured hoof to the dead imp. Lady Sparkle made her way over to it, frowning.

"Well, this is new," she considered as her horn began to glow. Widget couldn't help but be fascinated by the magic. He was an Earth pony, and had little access to such wondrous abilities, instead having to fall back on technology. Not that it meant ALL Earth ponies had to, as he glanced at his teammate, who was looking frustrated at just standing around.

"Jackrabbit," He said, getting her attention, "Do a perimeter check."

"Thank Celes... er.... You got it," She caught herself, and vanished in a white and orange blur. Widget smiled under his helmet, turning up his sensor sensitivity up to simply observe for now, and keep the elder matron of the movement safe. She was the last surviving member of "The Six", and he would never live it down if she was lost on HIS watch.

"She never did like me," Lady Sparkle observed with a thin smile and a sidelong glance.

"No ma'am," Widget answered, not bothering to hide the grin in his voice.

"She reminds me so much of Dash, so impatient..." she sighed with a sad smile, "You remind me a bit of AJ's elder brother, Big Macintosh. Did I ever tell you that?"

"Yes ma'am. Every time we meet," he chuckled, "Both in and out of my armour."

"He was such a good Stallion," She said softly, her eyes momentarily filmed over with the memory, and he smiled inwardly. Being compared to the legendary Big Macintosh was one of the highlights of his life; that stallion was practically a legend all by himself.

"Warpony, is Lady Sparkle there?" Clockwork asked on his earpiece.

"Affirmative," He answered, "She's inspecting the gem now."

"I have Ironjaw and Totem on the way. You're going to need them," Clockwork said, her voice dipping.

"What's going on?" Warpony asked, turning deadly serious even as Lady Sparkle bent over the gem, her horn glowing steadily more brightly.

"You've got 3 squadrons of Imps closing in on your position. I think the gem was a trap to lure Lady Sparkle out of hiding," She stated, her voice quavering.

"Lady Sparkle, we need to go..." Widget intoned and reached out to touch the elder mare's shoulder, only to find her was unresponsive, her eyes wide and bathed in the same blue glow as the gem.

"Clockwork!! This is an emergency, it's a brain-worm gem! It's got Lady Sparkle!!" he cried into the earpiece, flexing a shoulder to unfold a

plasma-launcher from of the armour on his back. He could already hear the screeching of the incoming forces.

"We're... off... out... there... under...." Came the static filled answer before the signal went dead.

"Jackrabbit," Widget said, his voice dipping low.

"I heard it. I'm coming up on your six," She answered, her voice wavering slightly.

"It's up to us."

"Against what, 3 squadrons?" she asked, laughing.

"Three Squadrons of hand-picked warrior imps to take out Lady Sparkle while she's trying to stave off a brain-worm gem single-handedly," He said in a soft voice, the first contacts reaching radar range.

"Oh, is THAT all?" she offered sarcastically, and the blur of her form charged past him, "We'll be done in ten seconds FLAT!"

Warpony lowered his head, eyeing the mass of incoming Imps. His plasma gun roared as he unleashed the first salvo, trying hard to ignore the memory that bubbled to the surface of his mind....

"Daddy, what's that?" the colt asked, pointing up at the night sky. He was a gentle blue color with a golden mane, and quite big for his age.

"That?" a larger stallion answered, smiling from where he stood in the darkness, "That's a shooting star, Widget."

"It's pwetty," said the small khaki colored filly perched on the father's back.

"Yes, it's beautiful. It reminds me a bit of your mother," the stallion said, his eye misting up slightly before he wiped a brown colored foreleg across his eye.

The young colt looked away from the star as he felt his eyes start to burn with tears. Even if the young filly didn't, he remembered his mother. She had a dark blue pelt like the night sky with a silvery mane. Daddy always joked that she was his falling star, but she died soon after his little sister was born.

"Why ith it gettin' tho big?" the filly asked, and the colt found himself drawn to look up again. His father's eyes grew narrow.

"Widget. Take your little sister and get inside... HURRY!" he cried, and put the young filly on the colt's back, swatting his backside to make him run.

"DADDY!!!" the filly screamed, and Widget realized with a sudden dread it was much MUCH too late, the star was HUGE! It was about to hit them!!

Widget screamed. His little sister screamed. Daddy screamed. But nothing happened. When they finally managed to open their eyes to look, the star had been enveloped in a fierce lavender glow, hovering mere feet over their heads. To the colt it looked like nothing more then a large chunk of ice and rock.

"Ya'll need to move out!" an orange mare in a cowpony hat ordered them, and promptly started pushing them to one side. She was older then daddy, but she had something in her voice, some authority that the colt couldn't deny. The trio of ponies were moved aside, rounding the fallen star, which still seemed to struggle against the glow enveloping it to plunge at them.

That was the first time he saw "her". The lavender unicorn, slender and beautiful against the night sky, her indigo hair fluttering about her as her horn glowed with such intensity it hurt to look at.

"Yer clear Twilight!!!" the orange pony shouted, and with a grunt the lavender unicorn let the falling star hit the ground with a thud.

"Who... who would have thought... we'd have to take falling stars... literally?" the unicorn joked between puffs of breath, "Is everpony alright?"

"Y-yes ma'am," Daddy answered, "Thank you." The colt's eyes could only stare in wide eyed awe at the pony who just saved his family....

The Imps were just toying with him, and he knew it. He launched a volley from the plasma gun as they made yet another swooping attack at Lady Sparkle, but he knew it was futile. The air was filled with so many enemy blips he couldn't even begin to count. This wasn't three squadrons, this was SIX, each squad had double-stacked to hide their true numbers from radar. Warpony and Jackrabbit were horribly outnumbered, and help was no where to be found. Static was the only response he got from his comlink.

"Widget... if we don't make it..." Jackrabbit coughed over the headset.

"We'll make it," he answered darkly.

"YOU make it. I'm... I'm done, I think. I'm... I'm coughing up blood." She choked, "Damn... Dude, I wish you'd been more... open. *cough* I always... liked you... We coul... could've been... s-so good... t'geth... er...." she faded off, and he saw her blip fade from his heads up display.

"Jackrabbit?" he prompted, swallowing the lump forming in his throat, "JACKRABBIT!!"

His head tipped back, the sky blackened from dark wings overhead, but he barely saw them. His eyes and heart burned, tears streaming forth from his eyes as he realized he wouldn't walk out of this himself. They could take their time, and eliminate Lady Sparkle at their leisure, and retrieve the brain-worm gem. Who knew what information the gem was getting from her about the Agency?

"Celestia forgive me..." he sighed, shifting his protective stance by the elder mage's paralyzed body. He reared back and swiftly brought his fore-hoof down on the gem, shattering it beneath his hoof, fully aware what the result of this act would be. The magic contracted, then suddenly released with an explosion that launched himself and Lady Sparkle into the air. The scream from the imps told him he was successful, thankfully drowning out Lady Sparkle's dying scream, as he looked at the hoof he'd stomped the gem with. He felt a weird disconnection to it, the hoof he was looking at was blackened, burned beyond all recognition all the way to the shoulder by mystic energies that had ripped the armour right off it. He thought it would hurt more...

It barely registered when the ground rushed up to meet him again. Some small part of him screamed at him to get up, not to just roll over and die, Warpony will NOT go out on his back!! He fought the sudden waves of exhaustion to roll onto his stomach, but with his left front leg totally unresponsive, it took multiple attempts to climb to his hooves before he looked to the sky.

"When you get to hell..." he growled over his speaker, and flexed his back, causing mechanical wings to unfold from the armour. The mechanized wings spread widely, easily twice the size of the armour itself, glowing yellow panels of pure energy between the skeletal mechanized struts began to glow so brightly it hurt to stare at them.

"...tell 'em Warpony sent you."

Then the world exploded with light.

Chapter 1

The End of Every Story is the Beginning of Another

The khaki colored mare barely heard anything around her, her form slumped in the stiff command chair. She found it impossible to focus on the screens before her, her mind still whirling from the events of the last night and what it cost the Agency, and her. It had just been a routine check, nothing like that was supposed to happen!!

But it had. The final member of "The Six" was dead, the legendary hero Lady Sparkle the Wise, Mistress of Magic. That didn't hit her nearly as hard as the other news. Her elder brother sacrificed himself to ensure that the imps could not steal her mind before she died. Reports, reports she confirmed personally, showed evidence that he destroyed a Brain-worm Gem the wrong way, then activated the "final option" she designed into his armour. The omega wings...

She shuddered and hugged herself, but she was out of tears. The losses to the Agency were catastrophic. A majority of their senior members were dead, so many of them friends and colleagues she'd worked with for years, and those few that survived were in terrible shape. She highly doubted many of them would be able to re-enter service even after the healers were done. The Imps had mounted such a huge raid, all to kill one pony.

"Equestria to Clockwork," the stallion at her side hissed.

"Not now Scan." She answered dejectedly.

"Wake up Clockwork, Princess on deck."

"Huh?" Clockwork answered intelligently, and her head snapped up. She found herself eye to eye with a white pelted mare easily 4 times her size with a mane of soft colors that floated in an unseen wind.

"Princess Celestia!!" Clockwork cried, and literally fell out of her chair as she scrambled about to bow properly.

"You may stand." The Princess stated, her voice soft, but a pained note reached Clockwork's ears. She carefully stood back up, barely reaching the elder Goddess' stomach, but admittedly Clockwork was small for a full-grown mare. She pushed some of her indigo mane out of her eyes when it suddenly occurred to her that the princess hadn't continued past, but stood there looking at her.

"Um... Princess?" she asked carefully.

"That was your brother who sacrificed himself." She stated, already knowing.

Clockwork nodded despondently, "Yes ma'am."

"Come." She instructed, and Clockwork blinked with surprise. She almost didn't follow, watching the Princess walk away, but a nudge from her guard "encouraged" her to keep up. She had to trot to keep up with the Princess' long legs, but she couldn't help but worry as she was flanked by the Princess' personal guard. Would the loss of Lady Sparkle be hard enough on the Princess that she was going to take revenge on her for her brother's deed? There had always been rumors about Princess Celestia and her temper, but Clockwork refused to believe them. A cold shudder worked its way through her, heedless of her attempts to banish those thoughts to the moon.

The Princess lead her through crowded metal halls to the briefing room, where they would usually plan their large raids on Imp controlled territory. The walls were plastered with maps of every shape and size, and a large table she helped design in the middle, which had a video monitor that could change the map structure and display almost any information in real time. Far more surprising to the mare were the ponies at the table, and her eyes registered each one in turn.

Princess Luna sat at the head, lavender pelt with indigo markings easily seen, silver-blue hair threatening to fall into her face. The Agency was Princess Luna's personal project to protect Equestria ever since the

first "Specials" appeared, and the Imps with them, thus Luna was an infrequent resident of the chair she was settled in presently.

To her left was the legendary hero, the pegasus Ultrapony. He was a statuesque white stallion with a square jaw and a shimmering multi-hued mane. There was a time that Clockwork had a filly-hood crush on the handsome pegasus, but then she met him as part of the Agency, and realized he was a walking ego who thought he was Celestia's gift to every mare on four legs. It had not been a pleasant experience for Clockwork.

To Ultrapony's left was Thunderhooves. One of the rare Bison to become a Special, his ability to call and control thunder made him a force to be reckoned with. He was practically a legend in his own right. With a dark brown pelt and wide horns, he towered over everypony at the table, even Princess Celestia. Rumor had it he inherited the name from his father, who inherited it from his father, who inherited it from his father, who inherited it from his father....

The unicorn mare to his left sat passively at the end of the table. Clockwork recognized her by the name of Tome and, since Lady Sparkle's passing, Tome would now be the most powerful mage in Equestria, short of the Princesses of course. She had a powder-blue pelt with silvery hair, over which she chose to wear a purple cloak and conical hat covered in stars. Clockwork heard rumor once that she and Lady Sparkle had an intense rivalry, but Tome looked far too young for that to be true.

On the other side of the table, on Luna's right, was Ironjaw. This was a pony Clockwork knew well, and had worked with many times. Ironjaw was a brash and extremely friendly stallion, but he was also a powerhouse with a silvery metal pelt and black steel mane. He was literally made of metal, thanks to his Special gift.

The final individual was another mare, but one Clockwork didn't recognize at all. Her eyes lacked pupils, which immediately gave the small mare the creeps. She was clad in a head to hoof bodysuit that hid all but a few small holes for her eyes and mouth, hinting that her pelt was a pure white. The bodysuit was deep purple color, with slashes of white flaring through it in a most unusual pattern.

"Clockwork," Celestia stated in an oddly formal voice, causing the short mare to lift her head up to look at the Princess, "The spot at the end of the table is yours."

"ME?!?" the mare choked.

"You CANNOT be serious." Ultrapony jumped in.

"That tiny thing? I would worry she would break in battle," Thunderhooves chimed in. Tome just snorted derisively.

"You underestimate Clockwork Key," Ironjaw argued loudly as he used her full name.

"Underestimate her how? I'm sure she's a good air-traffic controller but..." Ultrapony shot back.

"Do you know who her brother was?" Luna asked smoothly.

"Why should it matter to Tome?" Tome demanded.

"Simple," Luna said with a smile Clockwork recognized, she always used it when she was about to prove someone wrong, "Her brother is the late Warpony."

"I hardly see what difference that makes," Ultrapony insisted.

"I do," Thunderhooves spoke up, and Clockwork started, surprised, "I worked with Warpony once. He confided in me that he did not make his own armour. I suspect that Princess Luna would not invite his sister unless she had a hand in it's invention."

"That is partially correct, ya?" Ironjaw spoke up, his smile widening, "I worked with Warpony for many years, ya? He was good with gadgets, but his kid sister... she was the real genius behind the Warpony armour!" Clockwork flushed warmly at the praise.

"What, is she going to make US armour? I hardly see the necessity," Ultrapony scoffed.

"No." Clockwork finally stated, drawing the group's attention, "No, but I can make armour for MYSELF."

"That's exactly what I hoped you would say." Princess Celestia whispered.

"Welcome to the team, Clockwork," Princess Luna said with a smile, "This is a team I will personally oversee, and given what just happened, I suspect you want to even the score with the Imps."

"They took my brother from me," Clockwork said, her voice wavering softly.

"Bet she doesn't even have a call-sign," Ultrapony grouched.

Clockwork barely remembered the meeting after the moment she took the final seat. There was a lot of back and forth, but most of it was going right past her. Instead her mind buzzed on the technical aspects of a new power-suit, focusing on weapon systems and load-outs and how take advantage of her smaller size. With her brother, the suit was able to compliment his superior size and strength. She was the exact opposite, she'd need to capitalize on speed and maneuverability. Maybe those hard light shields she'd been experimenting....

"CLOCKWORK!" someone at the table shouted, and she literally fell off the chair she'd been sitting on.

"Now that we have your attention!" Ultrapony thundered angrily. Tome giggled haughtily, leading a soft round of laughter that rippled down the table, even as Clockwork's cheeks reddened.

"To conclude," Princess Luna wrapped up, tapping her hoof on the table, "For now, operational leader is Ultrapony. Thunderhoof, you're his second. You have 2 weeks in your home territory before you'll be visited by

myself or Princess Celestia to transported to Canterlot, where you'll be based out of for the time being."

"Is that not a fair distance from the front lines?" Thunderhooves asked in a pleasant, rumbling tone that Clockwork found oddly soothing.

"Yes, it is," Luna answered with that grin of hers again, and folded her hooves in front of her, "That's because I'm going to personally oversee your training as a cohesive unit. Any of you ponies who can't handle it, for ANY reason, will be dismissed and we'll activate one of your back-ups."

"Are you sure you haven't already?" Ultrapony scoffed, glancing back to Clockwork.

"She's sitting in Warpony's slot, and Warpony had already informed me that they would be a matched pair," Luna said resolutely, which caught Clockwork by surprise.

"Why, so he could keep an eye on his kid sister?"

"No," Luna smiled, "Repair and logistics. She repaired the armour, upgraded it, and ran over half the systems remotely. That means, like it or not, Clockwork would have been on the team."

"I... I would have?" Clockwork asked, startled.

"Excellent!!" Ironjaw crowed, "They were always a fantastic team, ya? I look forward to seeing what she can do in the field!"

"Great, we got stuck with the sidekick," Ultrapony muttered.

"You are all dismissed. We will meet back in 2 weeks at your new home and training center," Luna ordered, and the various ponies got up from their seats. Tome just trotted out of the meeting room, nose stuck up in the air so high it's a wonder she didn't hit the ceiling. Ultrapony was just as bad, flicking his wings irritably and giving Clockwork a derisive look as he exited.

"My condolences." Thunderhooves rumbled, surprising Clockwork, and dipped his head slightly, "Warpony was an honorable and kind stallion,

and I am honored to have known him. He has brought much honor and pride to his ancestors." He intoned, then left, having to struggle to fit through the pony-sized door.

A massive hoof landing on her shoulder startled her out of her reverie as she looked up to Ironjaw, the metallic pony grinning ear to ear. "I am SO glad they brought you onboard Little Key!" he cried, causing her to laugh like a filly as he paused to hug her.

"You're the only pony to call me that anymore," Clockwork admitted.

"I will have plenty more chances then, ya?" he teased with a wink, "Do not let them get to you. You will fit in just fine Little Key." With that, the steel pony trotted out of the room, leaving only the two Princesses, Clockwork, and the unknown pony to Clockwork's right.

"Galaxi, what did you glean?" Luna asked, startling Clockwork as the other Princess closed the door.

The strange pony began to speak with a voice that seemed oddly ethereal and distant, "Ultrapony cares nothing but for his own ego, but there is an anger I cannot find the root of. Tome thinks only of advancing her own name, and sees this as a manner to outshine her late rival. Thunderhooves is honored but uncertain, he is too used to working alone, and he worries about his aged father. Ironjaw is simple in his eagerness for battle. Clockwork..." and Clockwork swallowed visibly, "...her mind works too quickly for me to track easily most of the time, but was... pleasant to listen to."

"W-what?" Clockwork asked softly.

"This is Galaxi." Luna stated with a smile as she got to her hooves, "She's a psychic. She will be filling the role you're so used to playing for your team. I suspect you both will be working closely a great deal, since you are accustomed to what needs to be done, and Galaxi has an ability that makes her 'transmissions' completely untraceable. Galaxi, simply keep tabs on them until we reform in two weeks. I'm not terribly happy with Ultrapony, he has too much swagger for my tastes, but he's one of the best around and came highly recommended. As for Tome, we need a powerful mage on the team."

"What about Jasmine Bloom?" Clockwork asked softly, "She's a bit strange, but she's a solid mage too."

"She would turn it down." Galaxi stated certainly, "Her magic is based too heavily on the area she is in, and she has a strong connection to the Whitetail Wood. In addition, she considers herself a druid, not a wizard."

"I did say she was a bit strange," Clockwork admitted, "She still insists she follows the teachings of Fluttershy the Caretaker."

A white wing interrupted more conversation, and Clockwork realized it had partially circled her from behind. She was unsettled and found her nervousness rising when she remembered who owned the wing, indeed wondering why the Princess waited through the entire meeting just to speak with her.

"Let's give them some space Galaxi." Luna said with a sad knowing smile, and escorted the unusual mare out of the briefing room, letting the door close with an authoritative clunk behind them.

"We both lost someone important to us in that attack." Celestia told her softly, now alone with the diminutive Clockwork.

"Y-you mean Lady... Lady Sparkle?" Clockwork asked carefully.

Celestia nodded, "Yes. I was hoping you could tell me... tell me what she was like in the end."

"I... I don't understand."

Celestia smiled sadly, "It was her idea. It was the only way she felt she could be free to act with Luna's Agency. If everyone thought we had a fight and no longer saw eye to eye, they wouldn't try to use her to get to me."

"Wait, you mean...?!?"

"She was like a daughter to me," the Princess said softly, her eyes starting to tear up, "and being what I am, I cannot have my own children. I was a second mother to her, I mentored her since she was but a filly. Her magic was incredible, and even more-so from the.... From what she carried inside."

"I... I'm so sorry Princess." Clockwork managed.

"What was she like, in the end?" She asked softly, "You and your brother had the most interactions with her that I could find."

"My brother more than me." She admitted sheepishly.

"I cannot very well ask this of your brother," Celestia pointed out, causing Clockwork to cringe, that wound still horribly fresh. "I apologize, that was unnecessarily cruel of me."

"It... It's alright Princess. To understand our connection with Lady Sparkle we..." she started, taking a deep breath, "I have to tell you about how we first met her, back when 'The Six' were still the premier heroes of Equestria. My father, my brother, and I were out watching a falling star on a warm summer night...."

Chapter 2

Pitch Perfect

"I thought you said I had two weeks?" Clockwork asked uncertainly.

"That was before a true damage assessment of this location was completed," the alicorn behind her pointed out. The lavender Princess' horn glowed gently as she held a pair of boxes magically off to one side.

"So they're abandoning this location?"

"Yes. The damage was too great to the infrastructure, and more importantly... too many good ponies lost their lives in the attack. Even if this location was in perfect shape, there's not enough ponies to man it," Princess Luna said softly, "Besides, you'll need time to build your new armour, and Canterlot has far more resources than this location."

Clockwork sighed as she packed her final items into the trunk, snapping it closed and letting the Princess hover it away with the other boxes, before she settled her tool-saddlebags in place, "I'll have to stop in my lab."

"What for? Nothing down there could be transported and we have far better equipment waiting for you in your new lab."

"I have to collect my assistant," the small khaki mare stated as she trotted past Luna.

A flare of silvery light announced the arrival of Luna and Clockwork, the latter of whom staggered before she splayed her hooves wide and shook her head violently.

"Difficulty with the teleport?" asked an ethereal voice, and Luna couldn't help but giggle.

"Not much trouble, she's just unused to it Galaxi." The alicorn stated as Clockwork swayed unsteadily and moved to join them.

"Hi Galaxi." Clockwork offered, her eyes derped before she shook her head violently again, "OH! There we go. I'm sorry Princess, I've never travelled by teleport before."

"I'd have thought Lady Sparkle may have transported you in the past," Luna noted, her voice smiling as she started to walk. She led the two mares past a pair of gold armoured guards, who snapped to attention for the Princess.

"No ma'am," Clockwork answered, watching the guards for a moment as they passed, "Not me anyway. She did a few times with my brother but... he said it always felt like someone trying to pull his tail out of his mouth from the inside."

Luna made a face, "That is an... interesting description."

Silence fell among the three mares as they moved through the Palace of Canterlot. For Clockwork Key, it was her first time in the marble halls and golden arches of the Royal Palace, and she couldn't help but stare with large eyes. The others seemed immune, moving quickly and surely through the halls until Luna lead them to a side hallway and a staircase down.

To say the staircase was long would have been an understatement, and Clockwork felt about ready to fall over from exhaustion by the time they reached the bottom. Neither Galaxi or Luna showed any sign of difficulty, and continued to walk. Clockwork paused to look back up the staircase, dreading the thought of having to go back UP it later, then rushed to catch up with the Princess and Galaxi. Her hooves clicked on the now metal-hallway, causing her to cock her head as she listened to the sound her hooves were making. Steel, high impact and possibly star-hardened unless Clockwork missed her guess, and she bounced her hooves off the surface a few more times to be certain.

"Are you alright?" Luna asked curiously, "You look like a filly testing a trampoline."

"Star-hardened, definitely." Clockwork announced when she stopped, "This is stronger than most bomb-shelters."

Luna gave a half smile, "Good job, but how did you know?"

"The acoustics." Clockwork stated simply, "Steel has a certain ring to it. High-impact treatment tends to dampen the sound, but there's a 'twang' to the sound that can only come from star-hardening."

"Fascinating." Luna said as she studied the diminutive filly a moment before she continued walking.

Clockwork blinked at the attention, not quite sure what the Princess found so interesting. She finally just shrugged and quickly rushed to follow along as the Princess led them down empty feeling hallways and past heavily plated doors. It was the fifth or sixth door on the left that the Princess stopped and pushed open, levitating into it the trio of boxes Clockwork had brought with her. Clockwork craned her neck to look past the Princess and into the room, and was surprised that it looked more like a large and comfortable apartment bedroom than the minimalistic hallway that led to it.

"You'll have a chance to unpack later," the Princess smiled, and let the door close. Clockwork glanced up at it, and the rather simple looking number "five" printed on it, before she rushed to follow. The group rounded a slow curve and down a set of stairs for about two stories before they reached their apparent destination. Luna nosed open the door easily and led the mares into it, pausing just inside the door as she watched the Clockwork's reaction to the room.

"Oh wow," Clockwork managed, her eyes widening as she looked around the highly advanced robotics lab. It was HUGE compared to her past lab, which had been stuffed into an old office. This was a dedicated laboratory with the most advanced gear that Clockwork could remember seeing. The corners of her mouth pulled upward in a fierce smile, the

eagerness to get hooves deep in the gear already thrumming through her like a plucked string.

"Ah! Princezz Luna!" came a heavily accented voice from the side of the room, "I vaz told to vere coming."

"Good morning Professor." Luna stated with a smile, "Clockwork Key, this is Professor Bunsen Burner, one of Canterlot's most learned robotics experts. Professor, this is the mare I told you about."

"Ah, ze inventor of ze Varpony armour? I vas most imprezzed by your pazt vork." Clockwork looked over the Professor, a unicorn stallion of a warm orange color who had a white streaked mane and tail and a lab-coat draped over his slender form.

"Um... pleased to meet you." Clockwork responded distractedly, looking around the room as if she were listening to something.

"Zhould ve tell her Prinzzezz?" The unicorn asked with a smile.

Luna just chuckled softly, "Clockwork Key, welcome to your new lab. Professor Burner and his staff will be working under you to help make your armour."

"Thank you Princess!" she cried happily, her form jittering slightly as she craned her head this way and that, "B-but you don't need to inconvenience the Professor or anything. I... I work better on my own."

"Nonzenze!" The unicorn stated with such ferocity it startled Clockwork back a step, dissipating her excitement, "Zis iz a vonce in a lifetime chanze to vork vith a genius ov your caliber."

"I really would prefer to work on my own..." she started, but her eyes were drawn to a trio of unicorn workers pulling on a cable. "No... wait... that doesn't go there."

"Ov course it doez!" The unicorn beamed, "It vill bring ze computer network up to full capacity. It iz, of courze, my own dezin."

"No... no..." the smaller mare said, with a growing insistence. She seemed to be listening to something, her ears cocked at an odd angle, then shook her head violently before dashing into the room. She quickly interposed herself between the port and the trio of unicorns handling the cable, all of whom looked surprised by the sudden appearance of a very small earth pony in front of them. "That doesn't go here...."

"Boss?" One of them called over.

"It's alright. That is Clockwork Key, she will be working with us," the unicorn stated, though not as confidently as he had moments before. The workers shrugged and started to try and push past the khaki mare to the connection port, but were surprised when she reared at them, causing the trio to drop the cable and back off in surprise.

"NO!" she cried.

"Mizz Key, I assure you the network connection is...."

"No it's not." She stated with an odd certainty, "The frequencies are miscalibrated. Further, you are creating a looping signal that will create a feedback that will actually slow your processing speed...."

"I assure you Mizz Key, this is the top of the line system...." The Professor started, only to watch the smaller mare pull a socket wrench from her saddlebags and turn away from the trio of workers. She immediately applied herself to the removal of the back panel of the computer system off, and immediately reached into it.

"Mizz Key!! Please do not..." he started, but was interrupted by the flared wing of Princess Luna.

"I want to see what she can do," Luna mused, "Galaxi?"

"Her mind is singing. It's moving so fast that's all I hear, Princess, music," the suited mare stated softly, "It's... soothing."

Within moments the console went dark, and Clockwork sat on her haunches, sorting through a small batch of cables she pulled out. Without even checking, she bit down on a pair of cables to cut them, then cross

wired them to each other. She wound them together with her hooves before reaching for another pair of cables, biting through them as well.

"Ahh, here it is." She sighed, almost in relief, and pulled something out of her saddlebag. She began wiring it to the cables she just cut, but when she touched the metal connectors together, the room fell into darkness.

"Zere! You Zee Prinzezz? Zhe cannot be..." the Professor cried.

"It's fine," Clockwork stated softly, appearing like a ghost by the unicorn's side, and startled him badly in the process. She was oblivious to his response as she put a headset on one of her ears, "Mai, can you hear me?"

"I do not zee anypony other zen uz here."

"Ah, good evening, ma'am," a warm feminine voice filled the room, with a vaguely mechanical sounding tinge to it. "Is this the new system you mentioned?"

"Yes, Mai. Could you bring up the lights and begin your initialization procedures?"

"Certainly ma'am," Mai answered, and the lights in the room came up to a warm glow, leaving the group of unicorns standing there looking bewildered. Luna watched on curiously while Galaxi stood by silently, watching everything with her blank eyes and inscrutable expression.

"Vhat iz... " the Professor started.

"My Artificial Intelligence, revision number 56647.42." The warm voice stated, "Initializing. Voiceprint ID requested."

"Clockwork Key," the diminutive mare stated into the headset she wore.

"Voiceprint confirmed. Beginning installation procedures," Mai answered, "This is a large system, ma'am. Plenty of room to spread out in."

"My Artificial Intelligence?" Luna asked, a slight smile hiding in her voice.

"I... I was young when I named her, still a filly really." Clockwork admitted, "Initially I just rewired one of those talky-toys that is supposed to teach you to read and write. I just kept adding and adding to her, and one day she just 'woke up' and started talking back to me. I've never been able to replicate her."

"Of course not ma'am, I am one of a kind, as are you," the AI stated with an almost smug note in its voice, "What security protocols and lockdown procedures do I need for this system, ma'am?"

"Um... Mai? We're in the middle of Canterlot. You're in one of the most advanced laboratories in all of Equestria, if not THE most," Clockwork said flatly.

There was a long hesitation from the AI.

"Starting the highest level virus scans and security procedures," Mai finally said.

"Good girl," the mare answered with a smile, and trotted herself over to another console, her head flicking the wrench with practiced motions to remove a front panel, which she vanished into.

"Zis... zis iz incredible," the unicorn breathed, "I am lookink forward to gettink into zis zyztem and..."

"That won't be necessary," Mai replied flatly, "For one, I will only allow my creator to touch my systems. Secondly, Miss Key works her best alone. You would only interfere with her work."

"Vhat?!?"

"To put it in simple terms, you are dismissed."

"You do NOT have ze authority to dizmizz me!"

"You are correct," Mai stated, "However I am sure somepony would be interested in this large folder labeled 'important' I found. Especially since it is filled with photographs of various mares in rather scandalous poses."

"Storing your pornography on a work computer?" Luna asked carefully, mischief glinting in her eyes.

"Z-Zat iz ipozzible!" the Professor cried indignantly, "I would never allow zuch thingz on ze zyztem!"

"Then how would explain the administrator password locking the file?" Mai stated, which earned the orange unicorn some dirty looks from his subordinates, "You really shouldn't set your password to 'ABC123'."

"Mai, you shouldn't be hacking other pony's files," Clockwork reprimanded from somewhere inside the console she was working on.

"I simply wished to know what was so important it was taking so much storage space, ma'am," Mai answered innocently, "Besides, considering some of these shots look to be of the Princesses themselves, I am sure Princess Luna would like to know how they were acquired."

"V-VHAT?!?!" the Professor cried.

"I take it then the sensors in the room are working now?" Mai asked, poking her head out of the console she was working on.

"Yes ma'am," the AI answered smoothly, "I can 'see' seven ponies in this room. Scans confirm your presence, ma'am. Comparative scans indicate the Alicorn is Princess Luna, with an unknown Earth Pony to her left. To her right a trio of unknown unicorns are attempting to hide behind another unicorn."

"Good," Clockwork said as she climbed out of the console, "You're patched in through the room's security now. I'll start getting you control over the robotics, and then we'll get some holographic projectors rigged up."

"Thank you, ma'am," the AI stated simply as the mare pried up a large floor tile and hopped into it, vanishing once more from sight.

"As you can see, Miss Key is in no need of your assistance, Professor," the AI announced, "If anything, you would only slow her down and make it more difficult for her."

"Zhe cannot do zis herself!" the unicorn insisted.

"Persistent, aren't you?" Mai asked, "She is not doing it herself. She has me, and that is all she has ever needed in the past. Besides, I am sure the Princess will want to have a word with you about your misuse of official computers."

"Yes, I think I will want to review this violation," Luna chimed in smoothly, "For now Professor Burner, you are dismissed. The rest of you stallions will be reassigned later, pending a review of the materials. Any of you who may have been violating security procedures will be reprimanded and dismissed."

"But... but..." the Professor tried weakly.

"I said you were dismissed Professor," Luna stated, her eyes darkening. The rest of the unicorns filed out, leaving the Professor to haltingly follow them into the hallway, the door closing behind him. Luna relaxed the moment they were all out of sight, looking into the now empty feeling lab. "How much of that was true Mai?"

"Oh dear..." the AI offered innocently, "I will have to apologize to the Professor. It seems I misread his requisition file as pornography. So terribly sorry Princess Luna, it won't happen again."

Luna snorted audibly and a smile widening across her face, "I suspected as much. You're very protective of Clockwork, aren't you?"

"Miss Key created me," Mai answered with the computer equivalent of a shrug, "I know her weaknesses as well as her strengths. She simply is not that experienced in dealing with other ponies, especially face to face."

"How did she manage that?" Luna asked curiously, "She handled the control network for the Agency at that location for two years."

"Simple, Princess," Mai answered, "She did not have to see them face to face. There is a difference between coordinating teams, which almost always included her brother, and dealing with other ponies on an interpersonal level. Do not get me wrong, she had friends, she simply tends to be rather passive and is easily pushed around by those more commanding than she is."

"You do realize I can hear you Mai," came Clockwork's rather cross voice from somewhere under the floorboards.

"Yes, ma'am, I do." Mai stated simply, "And if you wish to deny the truth, feel free."

"Mnmmmmph," Clockwork responded intelligently, glad she was knee deep in wires and cabling under the floor panel where the others couldn't see her blush.

"That said, it is my fervent hope that this change in responsibility will bolster her self confidence," Mai finished, "It's amazing what one can do from behind a mask or helmet that they could not do without that protection."

"Flippin' uppity construct," Clockwork complained, much to Luna's amusement, "What's the progress on that virus scan?"

"Twenty-seven percent completion," Mai answered smoothly, "This system is lousy with viruses and spyware. It is amazing they got anything done with all those cycles being eaten."

Clockwork started to climb her way out from under the floorboard, and dragged the heavy cable from before over to it, calmly working the connectors together, "Amazing how many people know about top secret labs sometimes, isn't it?"

"It will be top secret when I'm done with it."

"Make sure you recognize those two ponies as authorized users... let's say level 2 clearance."

"Level 2, confirmed Ma'am. Princess Luna, authorized access." Mai confirmed, "Unknown Pony... please state your name for confirmation."

"Galaxi," said pony answered, caught by surprise.

"Out of curiosity, is that your call-sign, or your name?" Mai asked pleasantly.

"It's the only name I know," she answered.

"Confirmed, Galaxi. Level two clearance granted."

"What, exactly, is Level two clearance?" Luna asked curiously.

"Specifically it gives me permission to answer any questions you might have," Mai explained, "It also allows you to make suggestions I will bring to Miss Key later. It allows me full permission to interact with each of you independently of Miss Key's presence or knowledge, but I will not enact anything without her permission. The only level three clearance was Warpony himself, Widget, who could make system additions or changes without Miss Key's permission. Miss Key herself is the only level four. Most are level Zero, and there are other ratings for those I am to bar access to my systems from at any cost."

"Don't bore them too much, Mai," Clockwork teased as she twirled the socket wrench before altering the alignment of an odd projector on the wall, "Speaking of clearance Mai, set up for single user protocols."

"Do I have permission to treat this as 'home' Miss Key?"

"Granted."

"Time," the AI stated, and power to the console Clockwork was working on suddenly died.

"W-what?" the mare stammered, seemingly shocked as crawled out of the tangle of wires. The lab hardly looked as it did when she first entered it, with webs of cables running every-which way in a seemingly hap-hazard manner.

"Time, ma'am," the AI stated, "Your time is up. Minimum required break is 30 minutes."

"I hate that function sometimes," she growled.

"Your brother knew you well," the AI informed her, "You would deny yourself all food and sleep if I did not enforce breaks."

Clockwork let out a sad sigh as she lowered her head a little, "Yeah... he did know me."

"You have not properly mourned Widget yet, have you ma'am?" Mai asked gently.

"No," Clockwork offered with a sigh, "And I don't know when I will. It's not like I have a corpse to bury, or even his ashes for an urn. He atomized himself with that explosion, along with more than thirty Imps and Lady Sparkle... and even Jackrabbit. He wouldn't have done that if there was any hope."

"The reports that came in stated he intentionally caused the Brain-worm gem to explode, then activated the failsafe you added, ma'am," Mai noted.

"A failsafe I remember arguing against. I HATED the idea of a situation so bad he no hope of coming back home from," she sniffled, rubbing a hoof across her face, "And now, I'm being asked to take his place. Working is the only thing keeping me sane."

"Be that as it may, you need the break," Mai stated firmly, "You haven't eaten since breakfast."

Clockwork sighed as her stomach growled angrily at her, "Now that you mention it, I could use something to eat."

"I can show you where the cafeteria is," a new voice from behind Clockwork sounded.

"HOLY CELESTIA!!" Clockwork cried, and rocketed straight up at least ten feet and directly into a tangle of overhead cables, "Galaxi! Holy hay, you scared me!"

The blank eyed mare gave a slight smile as the other mare freed herself from the overhead cables, falling gracefully to the floor on her face. "I apologize," she offered, helping Clockwork to her hooves.

"I thought you and Luna both left hours ago," Clockwork sighed, brushing herself off.

"Princess Luna did leave," Galaxi offered, "But I chose to stay and... listen."

"Listen?"

"Your... your thoughts," she admitted in a halting voice, "When you work, it's like listening to music. It's soothing."

"Wait, you were listening in?" Clockwork asked carefully, "I thought that was against the rules or something."

"I was just listening to the surface thoughts. I wouldn't dare look deeper without specific instructions or need," Galaxi answered defensively.

"Sorry Galaxi," Clockwork apologized, "I'm not used to working with Telepaths."

The other mare looked away self-consciously, "It's alright. I... make most ponies uncomfortable."

Clockwork cringed inwardly, since she herself felt that way around this strange pony, "Why is that, because of your eyes?"

"I am blind. I see with my mind, not with my eyes," she stated flatly.

"R-really?" Clockwork asked, her mind immediately starting to whirl on the possibilities how that might work, "How much can you make out?"

"I see shapes and textures very easily, but I can't see colors," she admitted, "But I know what color items are from the surface thoughts other ponies throw off. For instance, I know you have a tan pelt, indigo mane and tail so dark they're almost black, and bright green eyes."

"Okay, how did you piece all that together?" Clockwork pressed curiously.

"Ultrapony's first thought on seeing you was how dull your khaki colored pelt was. Thunderhooves thought your mane was black, but Ironjaw kept admiring your dark purple mane," Galaxi explained, "And the unicorn, before Mai chased him and his workers off, thought your green eyes were pretty."

Clockwork blushed and turned her head, "It's like a computer network that borrows spare cycles from other computers to finish piecing together a computation model. But... what did you mean by my thoughts being like music?"

"It is... difficult to explain," Galaxi considered, rubbing her chin with a hoof, "Your thoughts move so quickly when you're working it seems to move beyond 'rational' thought. You do everything almost purely on instinct, like a dancer or a musician. Every thought is like part of a symphony that is already finished...."

"...but I have to track down the discordant notes, ironing it out until the entire thing flows smoothly," Clockwork finished, shocked, "You... you heard it too? I always thought... I always thought it was a figment of my imagination."

"A figment of your imagination?" Galaxi asked, her brow furrowing.

"I always thought the music was just in my head, my way of 'seeing' what I'm working on. Instead of seeing circuit-boards, I hear them as music. For as long as I can remember, I could hear a discordant tone in any mechanical or electrical equipment, and track it down to whatever was

broken or about to break. Making my own stuff is just going from using somepony else's music to crafting my own from scratch."

"That explains how you were able to identify the metal in the hallway. You have an incredibly fine tuned sense of hearing," Galaxi noted with a smile.

"It's also why I stopped them from plugging in that cord. I could hear it... sure it would work by their standards, but..." Clockwork swallowed, "The room was already a cacophony of discordant sounds. I had to... I was compelled to, smooth them out."

"To create your Symphony," Galaxi finished, and Clockwork nodded.

"Mai is right, you need a break. I'll show you where the cafeteria is," Galaxi said, and started to leave the lab. Clockwork quickly followed, "We have to eat with the officials for now, our private cafeteria isn't up and running yet."

"Oh joy, just what we needed," Clockwork groaned, "I wonder how many of those viruses were from them trying to spy on Princess Luna's pet project."

"All of them," Galaxi said with certainty.

"Are you sure about this little sister?" the white mare asked, flaring her wings slightly as she looked warily at the other pony in the room with her. The chair she was sitting on was soft enough, but the room made her uncomfortable, and the large imposing desk the other settled behind made her seem more distant than the elder sister was comfortable with.

"No," the younger answered truthfully, "But with the loss of the last of your chosen we need another conduit for the Elements."

The elder sighed softly, "Are you sure about that? We existed for millennia without carriers for the Elements of Harmony."

"Yet your bold maneuver to free me from the darkness gave those gifts back to Ponykind." Luna pointed out, "And more, it unlocked powers neither of us could have anticipated. The Specials."

"It still hurts how poorly they are treated at times." Celestia sighed.

"Not everypony can handle the power and stay true to the Elements' guidance."

"Is that why you brought 'her' onto your team?" Celestia asked pointedly.

"You mean Tome?"

"Who else would I mean."

"I know that as 'The Great and Powerful Trixie' she caused no end of problems for your favorite student, but she did receive a gift we've yet to see replicated elsewhere." Luna pointed out.

"Just because she's immortal doesn't mean she's wise."

"No. But I have to hope it has given her the perspective to become a better pony. We need a carrier for the Element of Magic, and choices are severely limited." Luna sighed softly.

"I am also worried about you. You seem so different from the loving foal I hoped you would become after the darkness was purged from you." Celestia offered softly, moving around the desk to rest a hoof on her sister's shoulder.

"I wish I could be that foal Celly," Luna answered, her head dipping, "and maybe I can be again once this is all over. But you're the Day princess, and you have to put up with all those politicians and have to put on a good face for everypony. Those bureaucrats hardly even notice I exist, and are happier when I don't hold court. That gives me a freedom to operate you don't have."

"But to try and recreate 'The Six'? We didn't plan any of what happened when the Imps invaded." Celestia offered, "We never expected them to gain such powers."

"True." Luna stated softly, "But should have planned for when they would die. Rarity may have been hard as a diamond on the outside, but she still had a pony's heart. Pinkie Pie couldn't teleport away from every danger. Rainbow Dash, the fastest mare in Equestria, couldn't outrun fate. Applejack's mighty muscles couldn't fight every opponent. Fluttershy couldn't stare down every enemy. And now Twilight... With each loss, less Specials are born. Unless we can put the Elements back into play, unless they find new hosts, the Imps will win purely by attrition."

"Luna...."

"I know what this darkness is." Luna's expression turned dark, "But I refuse to loose my home to it. I finally made it back after a millennia, and back to you, from the heart of it. I'm the Night Princess, and my duty is to make sure every-pony is safe in even the darkest night. I refuse to simply succumb."

"How?" Celestia demanded, "By letting a new type of darkness overtake you?"

Luna looked up sharply, worry and fear crossing her face. Celestia locked her gaze for what felt like an eternity, and her eyes probed deeply into her sibling's with a fierce intensity, hunting for even the smallest shadow. Then, just as suddenly as it started, the tension bled from the room as a smile worked it's way across Celestia's features.

"I had to be sure." She said softly, and the younger sister let her head drop. Celestia leaned forward, neck hugging her sibling.

"One thing, little sister," Celestia nudged gently, "Your team is far from complete yet. If you are so intent on copying my past success, then I feel compelled to point out a simple fact."

"'The Six' were all Mares."

Chapter 3

Ghosts of the Past

"Miss Key, you're running late." The AI stated.

The mare this statement was directed at dashed about the lab, which had been straightened up considerably since she first took it over two weeks ago. Most of the physical consoles were gone, replaced instead by large tiled panels on both ceiling and floor. If anything the room looked rather bare now, save for a single console, a handful of blinking computers in one corner, and a number of holographic projectors along the perimeter. However, if one looked under any one of those tiles, they would find a number of robotic arms of varying specificity. The only other feature in the room was a metallic looking pony, the basic framework of a power-suit, currently unpainted and lacking weapon systems. Instead this metallic pony-armour stood near the far wall, facing the door, with several heavy cables connected to it at various points.

"I KNOW Mai!!" the mare fumed as she tossed her tool-saddlebags into a corner, "It couldn't be helped. If I didn't finish that calibration we might have lost the armour!"

"I am sure I could have localized the power frequencies and stabilized it until you returned, ma'am," Mai answered smoothly.

"No... I couldn't not finish it. I would have gone crazy the entire meeting," She insisted, and ran a hoof through her mane, "Alright, how do I look?"

"Like you have been working, ma'am," Mai answered, "You are covered in dirt and grease."

"There's no time to clean up..."

"This will have to do then, ma'am," Mai stated, and a robot arm unfolded from a ceiling panel, draping a lab-coat over the mare's small form.

"Right then... I'm off!" and the mare dashed out the door, struggling her fore-legs into the lab-coat's sleeves the entire way. The AI locked the door behind her before sending a small signal to Princess Luna, letting her know that the mare was on her way.

"It's about time!" "There you are." "Ah, I was beginning to worry." "You kept Tome waiting!" came the series of responses as Clockwork pushed into the office Luna had chosen to use. The room had been done in a lovely midnight blue color scheme with silver accents all around and a massive oak desk that made Clockwork feel even smaller than she was already.

"I'm sorry," she puffed as she struggled to catch her breath, sweating from her dash up ten flights of stairs, "I had to finish a delicate calibration and it took longer than expected." Luna watched as Clockwork slipped in between Ironjaw and Galaxi.

"Didn't have time to clean up?" Luna asked softly, and Clockwork blushed.

"You could tell the difference?" Tome scoffed, and Ultrapony gave a short bray of laughter.

"Princess Luna," Thunderhooves interrupted, much to Clockwork's gratitude, "We have gathered, as you requested. I must confess I am curious what is so important that we could not even unpack."

"Simple," Luna noted with a thin smile, "You need to know what you're up against."

"We're against the Imps, what more do we need to know?" Ultrapony demanded.

"A great deal," Luna said, "I am sure you all know the basics of how the Imps first came to Equestria. A comet many years ago crashed into what was then called the Everfree Forest, and from that comet, the Imps

began their invasion. Nearby the Everfree was a town called Ponyville, within which lived 'The Six'. The Six went to investigate the comet, and were set upon by the Imps. They were able to escape, but in doing so inadvertently lead the Imps to the town.

"Twilight Sparkle, one of The Six, was also a student of Celestia. She was able to send a missive that prompted the arrival of my sister on the scene in an attempt to communicate with the Imps. The conversation went poorly, and the Imps attacked the Princess herself. 'The Six' moved to defend the Princess, and in those moments were granted powers far beyond their own, and a long dormant magic awakened across Equestria.

"'The Six' defended the Princess and drove the Imps back with these new powers. In reward for this, they were each granted a title and formed 'The Six' officially, acting as Celestia's right hoof in dealing with the invasion of Imps in those first years."

"Yes, yes, Tome KNOWS all this," The unicorn huffed impatiently.

"Did you ever wonder why I wasn't there on the scene with my sister?" Luna asked pointedly, drawing uncomfortable looks from the ponies (and bison) assembled.

"Everypony assumed you were elsewhere, ya?" Ironjaw offered.

"I was, but not of my own free will," Luna said in a tightly controlled voice, "I spotted the comet first, being MY night sky it was in. I went to investigate, and saw creatures I did not recognize swarming over the surface of the comet. Curiosity overwhelmed my common sense, and I flew closer, only to fall into their trap. I won't go into the specifics, but the Imps captured me quickly. That was one of the things Celestia discovered in her attempt to negotiate with them.

"'The Six' freed me from the captivity several days after the fateful meeting in Ponyville, before the Imps could truly fortify their position in the Everfree Forest, but I learned much during my captivity. Most importantly I learned what they wanted with Equestria, and who was in charge."

"I have a bad feeling about this..." Clockwork mumbled softly.

"They want one thing from Equestria, and it's citizens: Magic," Luna continued, "The Imps feed off magic, and even the smallest earth filly has enough to feed an Imp. Just keeping me drained and helpless fed the entire invasion force.

"As for who was in charge, it was an entity I knew and long thought dead. She held me prisoner once before, feeding on my jealousy to turn me against my sister, and enveloped me completely in the end. My sister had to banish us both to the Moon to prevent this entity from rampaging across Equestria.

"I speak of none other than Nightmare Moon."

The ponies in the room sucked in a breath, looking amongst each other worriedly.

"I was under the impression that the infamous Mare in the Moon had been destroyed by your sister, using the Elements of Harmony, when you returned from your banishment." Thunderhooves pointed out.

"That was what we all thought." Luna admitted in a harsh voice, "Her return was unexpected and... unpleasant."

"Then should not your elder sister use the Elements again?"

"If only it were so simple, Thunderhooves. Nightmare Moon has protected herself this time, and Princess Celestia is sure that it will take much more than a simple assault with the elements to banish her for good," Luna stated. She hated having to obscure the whole truth from the team, but Celestia had insisted that the role 'The Six' had in freeing her from Nightmare Moon's control remain a state secret, even if Luna didn't understand the reason yet.

She sighed and turned to look out the window that dominated the office wall behind her desk, which showed a lovely view over the cliffs which Canterlot resided on. A waterfall fell past the window, leaving a rainbow hovering in mid-air where the late-afternoon sunlight caught the spray, before falling into a basin somewhere below. Specially designed gardens and terraces hovered in view, supported by spells put in place by

unicorn mages. Luna saw none of it, trying hard to push away the bitter anger that rose in her like bile.

"The Elements of Harmony went active the day of the Imp's assault." Luna stated firmly, forcing herself to continue, "Each of 'The Six' were chosen by an element, and became the first Specials of Equestria. So long as 'The Six' lived, and they embodied the element that chose them, the elements would reverberate across Equestria, waking the specials.

"With the death of Lady Sparkle, the final of the Element's chosen has passed. Without the Elements in circulation, there will be no more Specials born. This puts us under pressure to act, to stop this invasion now, or we will surely loose when the Specials are eliminated by the Imps. They grow in numbers while we can only loose good agents.

"That brings us with this team," and Luna turned to face the group again, placing her hooves on the desk to lean over it, "You are my chosen strike force, the ones who will go into the heart of darkness itself to destroy the evil that is Nightmare Moon, and free Equestria from this nightmare. I know this power and fell to it ages ago, which unfortunately this means I am helpless to face it now, as I found out the first night of the invasion. But with you as my hooves, we can destroy this threat once and for all!

"Nightmare Moon WILL FALL!!"

Silence filled the room for several long moments, all eyes fixed on the Night Princess looming over them. Her hooves on the desk as she leaned over it towards them, her wings flared in a way that darkened the office, blocking all light from the window behind her. It made her look so much larger and imposing that even Thunderhooves recoiled back from her. Luna seemed to realize this after a moment, and with a lady-like blush she lowered herself back to the floor and brushed her silver-blue hair from her eyes.

"Any questions?" she asked with an impish smile. Silence reigned in the office for several minutes, the ponies (and bison) seemingly not even wanting to breathe for fear of that seething anger from the Princess might return.

"Y-yes ma'am." Clockwork shakily put her hoof up, like a foal still in school, "If we eliminate all imps, would the Elements go dormant again?"

"Possibly. Why?"

"Would we loose our gifts? You said the Imp invasion caused the Elements of Harmony to awaken, and thus granted Specials like us our powers. If the elements go fully dormant again after the threat of the Imp invasion is dealt with, would we loose what makes us 'Special'?" Clockwork asked and glanced about the room. She was met by various expressions of surprise and dismay: Ultrapony seemed horrified of the idea of being normal, Tome seemed shaken by the thought, Thunderhooves frowned so deeply that his face seemed to distend to accommodate, while Ironjaw's jaw clenched with a fierce grimace. Only Galaxi's expression remained inscrutable.

Luna's smile fell, "I don't know."

"Well that was an interesting reaction to your question, ma'am," Mai stated.

"Yeah," Clockwork said softly, having finished recounting the events of the meeting for the AI, "I almost felt sorry for Ultrapony, he just seemed so terrified of the idea of loosing his powers, like a colt suddenly having somepony crush his dreams."

"You felt sorry for HIM?!?" Mai demanded.

"Um... maybe?" Clockwork admitted, recoiling from the AI.

"Need I remind you what happened the first time you met, ma'am?" the AI pressed angrily.

"No, Mai," Clockwork sighed, "I remember it clearly. But that doesn't mean he doesn't have any feelings at all. Just because he's a braggart with

a ego twice the size of his entire body doesn't mean he doesn't have any emotions."

"You are correct, Miss Key, but..." Mai started, but her tone softened at a new intrusion into the room, "Good afternoon, Miss Galaxi. Are you here to listen again?" Clockwork found herself looking over to the door as the suited mare pushed through. She'd become a common sight in the lab, and Galaxi always insisted that it was to listen to her surface thoughts, listening to the music as it slowly came together about the half finished suit of armour in the starkly empty lab. Clockwork suspected it was also so she could report back to Luna her progress, which didn't bother her as much as she thought it would. The Princess does, after all, have a vested interest in her work. Clockwork just wished she could work faster, so she would actually have something more than a basic exoskeleton to show.

"N-not this time Mai," Galaxi said, her voice oddly unsteady.

"Is something wrong?" Clockwork asked quickly, trotting towards the other mare, her argument with the AI forgotten.

"No... Yes... I don't know," Galaxi answered.

"Galaxi...?"

"Can we... is there somewhere we can speak, alone?"

Clockwork nodded, "Sure. Mai? Do me a favor a lock things up here?"

"Of course, ma'am," the AI stated pleasantly, and the two mares slowly moved from the room. Galaxi didn't talk, and Clockwork didn't press, only leading her back up to the level their rooms were on. Clockwork glanced at the doorway to her private room, which now had the name "Clockwork Key" over a number five, and used her hoof to key the door open and allow Galaxi in. The room was done in soothing blues and greens, with oaken fixtures and some brass fittings. One side of the room was occupied by a large comfortable bed, while a wall was dominated by a large desk that seemed littered with a series of half finished gadgets scattered about a computer.

Clockwork closed the door before turning to face Galaxi. The blind mare was the closest thing she had to a friend here for the past two weeks, but her lack of expression made her nearly impossible to read. Clockwork was startled to see that this was not the case right now, as tears ran down Galaxi's face.

"G-Galaxi?!? What's wrong??" Clockwork asked, quickly moving to the other pony's side and placing a hoof on her shoulder.

"I... I'm sorry," Galaxi managed as she scrubbed at her face with her fore-leg, then used her hooves to grasp the hood of her suit to pull it back almost angrily, leaving the mask hang at her neck. This was the first time Clockwork had ever seen Galaxi without her mask on and paused to look at her snow-white pelt and sea-green mane. However it was the odd star shaped mark on her forehead that gave Clockwork pause, right where a unicorn horn would normally be. Despite her curiosity, Clockwork forced herself to focus on the mare in question.

"Sorry for what? What's wrong Galaxi?"

"I... I'm usually better at controlling my emotions, and..." Galaxi sniffled.

"Oh shush, it's better to let it out. Let me get something to wipe your eyes with," Clockwork answered softly, and moved to one of the dressers to tug out a neatly folded handkerchief. She carried it back over and wiped at the other mare's eyes lightly.

"So you want to tell me what's wrong?" Clockwork asked after several moments of silence.

"That... that question you asked Princess Luna," Galaxi tried to explain, "I think it scared even her. It was like no pony had ever thought of that possibility. She rushed off to consult with Princess Celestia afterwards, and asked me to keep an eye on the team, but..."

"But?"

"...but I just kept thinking. The idea of loosing my abilities just..." she said in a shuddering voice, "My entire world is what I can sense with

my gifts. I can only see by sensing things psychically, and even then they are incomplete pictures. I can't see holograms or writing on a monitor or even read a book without borrowing from another pony and viewing it from their mind. I... I can't imagine what it would be like without any way to see. I don't think I could handle being blind."

"Galaxi..." Clockwork started, then paused, unable to find the proper words. How could she tell her it would be alright? The idea scared her too, but she wouldn't be nearly as affected as ANY of the other ponies collected. Worse, how could she even hope to comprehend what it is like to be blind? With a nervous swallow, Clockwork offered the only thing she could think of to say, "You'd learn to adapt. We all would."

"How?"

"We won't know until we get there," the pony answered softly, "I know it's not what you want to hear, and the idea of losing my abilities scares me too. We would all lose something, but we'd also gain something too."

"What? What would we possibly gain?" Galaxi demanded, "We'd no longer be Special!"

"No, we wouldn't. We'd be normal," Clockwork answered softly, "For once we wouldn't be stared at, called 'freak' behind our backs, or have ponies believe we need to be controlled like a weapon just so they can feel safe from us. Maybe we'd be able to settle down, find a nice stallion, have a few foals, live out life normally. Instead we're embroiled in a war with critters from the dark side of the moon, and no guarantee we'll even be alive when Princess Celestia raises the sun next."

"So that's it?" Galaxi all but shouted, making the other mare wince with the hurt in her voice, "We just give up everything?!?"

"Galaxi... do you remember what was life like for you before your gift formed?" Clockwork asked, trying a slightly different tact.

The mare in question looked surprised, then shook her head, "I don't. As far as I know, I was born with my gifts."

"Me too." Clockwork said, "I never noticed a firm beginning to when my gift revealed itself. Dad... he said I was always knee deep in his stuff, fixing things before they even seemed broken. I used to always get in trouble for taking apart his stuff, but he never stayed mad once I rebuilt it better than before."

"At least you had a father."

Clockwork winced again and sighed. She was on a roll, sticking her hoof in her mouth repeatedly, "I'm sorry, I didn't know."

"No... you didn't. I never really talk about myself." Galaxi admitted softly.

"You really don't." Clockwork pressed gently, "Is there a reason?"

"I just prefer it that way." Galaxi answered sharply.

"Is that why you wear the suit all the time?" Clockwork asked carefully, "To hide yourself away from everypony else so they can't learn about you?" Galaxi didn't answer, biting her lip before she shook her head angrily, pushing her way to her feet.

"I'm sorry for wasting your time." She said bitterly, pulling her mask back over her face. She looked briefly at Clockwork and, even with her high unreadable expression, the mare realized she was hurt. Then she turned and left, leaving Clockwork alone in her room.

"Galaxi!" Clockwork called out, but the other mare didn't look back, letting the door close behind her with an odd sound of finality.

"Good going, idiot." she reprimanded herself dejectedly.

"Check the input levels Mai," The mare ordered. She looked like hell, but her eyes seemed possessed while she worked. She never noticed

the door open behind her, her entire focus on the system hanging by a multitude of cables from the ceiling. Screwdriver in her mouth, she carefully tweaked a small screw.

"0053... 0056... Stop, Miss Key. 0061," The AI counted off ,
"Frequency matched. Good evening Princess Luna."

"So what is going on here?" Luna asked curiously.

"You will want to stay behind Miss Key, Princess," Mai instructed,
"She is about to do an initial test on both the basic plasma thruster/ejector system and the hard light shield system."

"Oh? Sounds like I arrived just in time," Luna said, the smile in her voice clear.

"Power up the shield generator in the armour Mai," Clockwork interrupted, so focused that she was oblivious to the Princess' presence.

"Yes Ma'am. Power initiated. Twenty-five percent. Fifty percent. Sixty-three percent. Seventy-six percent...."

"Too slow. We'll have to find a way to power those up more quickly in the final revision," Clockwork fumed.

"The design takes time to spin up without an active field already in place, Ma'am."

"I know, I know, a flaw in the design. I'll figure it out," She growled. Luna raised an eyebrow noticeably as she watched silently.

"One Hundred Percent Ma'am." The AI intoned.

"Right. Start the recorders Mai, I want this in every possible angle for review."

"Recorders started." Mai said, and a few of the panels shifted to angle towards the armour.

"Right then... let's do it," Clockwork said, then shoved her left hoof into the mechanism that hung in the air. It covered most of her fore-leg and was festooned with cables and wires protruding from it, but at the hoof tip there rested a hole that glowed a brilliant blue-white.

"Firing in 3.. 2... 1..." and Clockwork shifted the muscles in her leg. A white-blue beam lanced outward from the hole with an odd metallic sound from the discharge, causing Princess Luna to shield her eyes with a wing before tentatively looking out over it. The beam arced out towards the armour, seemingly intent on ripping it apart. At the last second a golden glow seemed to envelop the armour, absorbing the blast with a focused grid-like glow around the point of impact.

"Stress levels climbing," The AI intoned, but Clockwork ignored it, keeping the output from the weapon constant. Her eyes flickered across readouts on the weapon itself, her frown deepening before she suddenly snapped the beam off.

"Switching firing mode," Clockwork hissed through clenched teeth.

"Miss Key, I am not sure that is a good..." the AI started, but was cut off by the sound of the plasma ejector firing off multiple times in quick succession. The bolts lanced out at the armour, the first two impacting on the shield and dissipating. The third caused an odd crackling sound, and the golden glow about the armour shuddered, turning orange for a moment, before fading completely.

"DAMMIT!!" Clockwork shouted, all but throwing the weapon off her hoof, the cables causing it to bounce and spin wildly in mid-air before it came to a rest. She turned her back on it, facing a blank wall, her breath caught in angry pants forced through clenched teeth.

"The frequency is wrong," Clockwork said with an oddly drained voice, "The sound is wrong. I can hear it, I can hear what it should be... What am I missing? It's right in front of me, what am I not putting together?!?"

"Time, Miss Key," The AI interrupted, "Minimum required break, one hour."

"Yeah... I need a break. My head's not in this," Clockwork sighed. She felt a hoof land on her shoulder and looked up, blinking owlshly as she found herself eye to eye with Princess Luna.

"There you are," Luna said with a barely suppressed chuckle.

"P-Princess!!" Clockwork cried out and moved to kneel, which Luna stopped with a swish of her wing.

"Oh stop it, if I'd been worried about that I would have said something before now," Luna noted with a smile, "But I did want to poke my nose in on you."

"You probably could have chosen a better time," Clockwork admitted softly, "This was not one of my finer moments. The hazards of going with a smaller system are the lower available power levels. I'm having trouble getting the speeds I need with the efficiency required from the smaller power generator."

"I'm sure you'll figure it out in time," Luna said, "But that's not why I wanted to talk to you."

"I hope it's not about Galaxi," The small mare noted with a sinking in her stomach.

"Only partially," Luna noted, "Seems your question at the meeting this morning stirred up a whole barrel of parasprites."

"Oh no," she groaned softly, "I didn't mean to cause any problems...."

"I know you didn't. It was an honest question, and one I had never considered either. I conferred with my sister on it. Unfortunately she didn't know any better then I did. If I might be honest, I think Celestia hopes it would return everypony to non-special status. I think that, to her mind, it would mean the threat had passed us by and ended."

"You don't seem so sure," Clockwork noted softly.

"I'm of two minds about it. I see Celestia's point, but there will always be threats to our way of life, and those who can protect it are important," Luna answered honestly, "Walk with me Clockwork, you need to get out of your lab."

"You sure Princess? I mean... I look like hell."

"I hardly see where that matters," Luna said with a warm smile, nosing the door open. Clockwork quickly followed.

Clockwork attempted to let Luna take the lead, but Luna seemed to reject that idea without saying a word, pausing until Clockwork was walking side by side with her. Clockwork felt odd walking with the Princess like that, but Luna seemed comfortable with it, even as she steered the smaller mare from the steel hallways of their "home" and up to the main floors of the palace. While Clockwork had gotten more used to the sights of the palace itself, they never ceased to amaze her. She found herself staring at a golden statue of an alicorn when Luna chuckled softly.

"Back when The Six were just a normal group of mares, my sister invited them to her yearly Gala up here," She mused with a chuckle, "I don't know why, they were hardly the sort who would enjoy such a stuffy affair, and they caused all sorts of chaos. That statue, for instance, had to be replaced."

"Why did they have to do that?" Clockwork asked, realizing this had nothing to do with what Luna wished to talk about, but curious despite herself.

"Through a chaotic series of events that my sister could never clearly explain without breaking into fits laughter, something about a large multi-layer cake and a stage dive, the statue got bumped and knocked over. But instead of falling to the floor, Lady Dash made an attempt to 'rescue' it."

"She wasn't successful?"

"She was, to an extent," Luna noted, a smile twinkling in her eyes, "She caught it, but found it too heavy and it overbalanced her. She stumbled into those columns surrounding the statue, causing them all to fall

over. Finally the stress was too much for the statue, and it fell in two parts around the poor filly. She tried so hard...."

"Why do I have a feeling that wasn't something you just told me randomly?" Clockwork asked softly.

Luna smiled and led the other mare through the empty hall, and out a side door and into a beautiful garden. A million scents wafted past Clockwork's nose, at once calming and soothing... right up until she sneezed so hard she fell over.

"You're still kicking yourself for when you tried to talk to Galaxi," The Princess said, helping Clockwork back to her hooves, "You did nothing wrong, and more, you made the effort. You tried to help, even if it wasn't successful. In essence you took on a job larger then you could handle, much like Lady Dash did those years ago."

"I stuck every hoof I have so far into my mouth I'm still tasting my horseshoes," Clockwork added sourly.

"Maybe. You tackled a job too big and now worry you made the situation worse," Luna noted softly, "Neither of us can truly know what it's like to be blind, as she is. To Galaxi, her power is the only thing that allows her to be even partially self-sufficient. She's so conscious of what she has to borrow from others that she forgets what strength she herself has."

"It didn't help that I asked if she always wears the bodysuit to hide herself from everyone else."

"Only because you came so close to the truth," Luna said softly, looking up into the night sky for several long minutes, "Princess Celestia had a beloved apprentice whom she was like a mother to. Even when her knowledge exceeded what Celestia could teach her, and the student became the Mistress when it came to magic, she always deferred to the Princess."

"Lady Sparkle," Clockwork breathed.

"Yes. This isn't to say her life was always easy, and she and Celestia had their fights. One of which was over the death of her assistant, Spike."

"Spike? Wasn't he... a dragon?" Clockwork asked haltingly, trying hard to remember her history.

"Yes, he was," Luna answered sadly, "He'd just gone for his first hibernation when the Imps invaded. Celestia had so much on her plate she kept sending The Six to various hotspots to drive back the Imps as much as possible. Those first weeks saw many falling stars carrying their invasion forces to Equestria, and at the time The Six were the only Specials we knew of. But she kept denying Lady Sparkle's requests to check on her friend, there were so many ponies to save she felt couldn't spare them, and was confident that the dragons could handle themselves. Then we discovered that the Imps were quietly targeting the dragons, killing them quickly and efficiently since they were so solitary, then draining them of all magic. By the time Twilight and her friends got to where Spike was hibernating it was far too late. They only found an unsent scroll from the dragon, begging for help from Twilight Sparkle. The young dragon never lived long enough to send it.

"Twilight was devastated, Spike was like family to her, and she was furious with grief. It was the only time Twilight and Celestia fought, and I don't mean verbally. Twilight proved there and then she was actually as powerful as Celestia herself, but in her grief she could not control the massive amounts of magic she summoned. She almost killed both herself and her mentor that day. Celestia forgave the unicorn her rage, fences and bodies were mended, and The Six were given more freedom to act on their own as a result of the confrontation. But as far as I know, Lady Sparkle never stopped mourning the little dragon."

"Wow," Was all Clockwork could think to say.

"Precisely," Luna stated, falling silent. There was an expectant air hanging about the two mares, and Clockwork realized suddenly that Luna was waiting to see if she could piece the puzzle together.

"Is Galaxi your apprentice?" she asked softly, and was rewarded by a beaming smile from the Princess.

"Yes, I took Galaxi on as my own apprentice." Luna said with a smile, "Her psychic abilities are far stronger than most unicorns long experienced in magic. It's possible that she could be the first earth pony in Equestria with access to that level of power and magic."

"I thought you said she was psychic?"

"Psychic and mystic powers are very similar."

"Well... I suppose," Clockwork considered, "I can see the comparison when it comes to telekinesis."

"The primary difference I've found is that a psychic relies on the flow and 'feeling' of what they are doing, while magic relies heavily on rituals and studious memorization," Luna shrugged, "It all has the same basic source, the force of one's will. Regardless, I chose Galaxi as my apprentice. She has no family, they abandoned her in an orphanage in Baltimore, supposedly due to her blindness. Her psychic powers developed early, and she was ostracized by the other children. I noticed the swell of power on one of my nightly trips across the sky, and I detoured to observe. After several weeks of quiet observation I knew she'd need to be taught, or she'd eventually lash out at a world that refused to understand her, and took her under my wing."

"She's lived in the palace ever since," Luna finished softly, "I've been the mother fate refused her."

"But why tell me all this?" Clockwork asked softly, sidling closer to the Princess.

"Because, like Lady Sparkle when she was young, Galaxi is quite sheltered. She tends to spurn close contact and finds the idea of getting close to another pony awkward and unsettling." Luna sighed, "Her telepathic abilities are a hindrance in this case, because even without trying she picks up on every stray thought, and quite often they are less than flattering."

"There's very few ponies she can't just read. My sister and I are two of them. Lady Sparkle used to be a third. Tome, when she focuses on

keeping her defenses up, is a fourth. You are only the fifth I know of, but only while you are working."

"So she was telling the truth? I always thought she stayed by while I worked so you could keep an eye on my progress," Clockwork admitted sheepishly.

"If I wanted that, I just had to look in the lab myself," Luna laughed, "Mai and I have already had a few long conversations in your absence. Mai is very protective of you, almost motherly."

"She is, in her own way," Clockwork admitted, "My father used to say she sounded like my mother, but she passed away when I was so young that I never knew her. I guess I ended up making my own surrogate mother."

"That makes sense. Galaxi, however, just likes hearing the 'music' in your head," Luna said as she gently steered the other mare through the garden, "Your surface thoughts, according to her, are like your brain is singing while you are working. She insists that it's not so much your fantastic intellect that is your gift, but an incredibly sensitive and acute sense of hearing. I'm not entirely sure she is correct, but I have learned long ago not to discount a theory simply because it sounds unusual."

"I told Galaxi I always thought it was a figment of my imagination," Clockwork admitted, "I imagined it was just how I sorted the schematics and such in my head, turning it to music to make it easier to work on. But even when I was very young I could hear it, a discordant tone in a mechanism that I just had to track down and fix. Sometimes it's so overwhelming it's like a compulsion, a discordant tone so strong it hurts to ignore. It's why I stopped the unicorns from plugging in that cable on the first day in the lab. The cacophony of sound was so overwhelming I just HAD to get into it."

"You looked so happy though?" Luna asked, confused.

"Don't get me wrong, I was happy... am happy. That doesn't mean that the sound was any different. If they'd have plugged that cable in..." and the small mare shuddered.

"That said," Luna continued, "With the amount of time she spent there in your lab, I had hoped she'd start opening up to you. The fact she was around you so much gave me hope she might have finally found a friend here."

"And then I go and blow it," Clockwork groaned.

"Don't be so sure," Luna smiled, "Friends sometimes have to admit they don't have all the answers. Just because you couldn't give her the answers she wanted to hear doesn't mean they are not answers she NEEDED to hear."

"I want to be her friend, really," Clockwork admitted, "She always seems so lonely. But she's so... so hard to read. I've only known her a few weeks, admittedly, so she may not be ready to open up to me. I worry sometimes about her though, she seems so closed off from her emotions, even from herself. It was almost like she was angry with herself for being scared about losing her powers."

"I think that is an apt way to put it," Luna answered softly, "I wonder, Clockwork Key, are YOU scared by the idea of losing your powers?"

"Yes and no," Clockwork answered quickly, "In some ways, yes. Building gadgets and the like are my life. It's what makes me feel alive, like I'm solving the unsolvable riddle, or piecing together the perfect sonata from a handful of frayed notes.

"In other ways, no. What I have already made isn't going to just fall apart simply because I can't build anymore. Mai will still be there, my designs will still work, schematics will still be accurate, and robotics will hardly just cease to function because my ability is gone. In that way I know I have it easy. My life isn't reliant on my powers, and sometimes I can't help but wonder if it wouldn't be better to just be normal."

"You had a lot of harassment when you were growing up?" Luna asked softly.

"Yeah," and Clockwork looked up at the stars herself, "My brother tried to protect me as much as possible, but he couldn't be there every second. Being smaller than most other fillies my age, I was regularly picked

on. Daddy always told me to just ignore them, but that was always easier said than done. Of course if I was normal NOW, it would hardly change then, would it?"

"No," Luna answered softly, "No it wouldn't."

Chapter 4

Inspiration

"This is so COOL!"

"Be careful, Miss Key," Mai reprimanded gently, "You need to focus on all four legs."

"I remember Mai," she said, grinning with such ferocity her face hurt, "I can see now why Widget used to love flying, this is so much fun!"

"Output is maintaining at Twenty-two percent," The AI noted to the hovering pony. Strapped over each hoof of the small khaki mare was a metallic boot of chromed steel that reached almost to her knees, and from each metal hoof sprouted a small jet of blue-white plasma. Using all four hooves like this, Clockwork Key was able to hover slowly about the lab. She had to be careful though, cables of all sorts were still connected to the faux hooves, but the AI was quick to retract any cable that seemed close to an accidental severing.

"What's the over-all energy drain?" the mare managed to ask.

"Higher then you hoped, ma'am." Mai answered, "Fifty-three percent system demand with the current configuration."

"Test the alternate configuration."

"Testing... Sixty-seven percent."

Clockwork sighed audibly over the roar of her jets, "Damn, that's still way too high."

"Perhaps you should use an alternate solution, ma'am?"

"No jetpack already, that wouldn't work. Jetpacks work fine for forward motion, but have no flexibility. They cannot hover and are terrible in

situations demanding high maneuverability," the mare noted as she flared her legs a bit, lowering herself closer to the ground, before the blue-white plasma jets cut out. The mare fell the last few inches with an audible "CLANG" that caused her to look surprised, then started to laugh, "Right, we'll need to use some sound dampers on these units, else we'll wake up the dead whenever I land."

"At least you know the platform boots work, ma'am," Mai pointed out.

"You're never going to let me live down the fact that I added shock absorbers in there, are you?" the mare asked as she let robotic arms remove a few key bolts and plates to allow her to step out of the boots.

"No, ma'am. Not when it's simply added as a sign of insecurity about your height," Mai noted sarcastically.

"Bah, you'll see. That extra room will come in handy."

"If you say so, ma'am."

"Well, so much for flying in for the first field drills," Clockwork sighed softly, "Guess I'll have to hoof it."

"You had best get moving, Ma'am. You do not wish to be late again."

"Right, I'll let you reattach the hooves of the suit then. Start doing some background diagnostics on the power supply, and some comparative analysis with some alternate materials. There HAS to be a way to get more juice out of that generator," Clockwork instructed, "I'm dreading the thought I may have to redesign this from the ground up."

"I think it is far too early to give up completely, ma'am."

"Maybe, but they're expecting results, and I think I've hit a wall."

"You'll figure something out, Miss Key, you always do."

"Thanks Mai," Clockwork smiled affectionately, "Do me a favor and also set up some holographic comparisons of power usage for this armour versus the Warpony armour. I might be trying to follow the design specifications a little too closely from the original."

"Will do, ma'am," the AI said, and Clockwork waved a hoof as she slipped out the door.

For once Clockwork wasn't late for a meeting of Luna's special group, even if she did get a few hard looks from the others as she trotted up. Finding the field hadn't been too hard, it was 2 floors above their sleeping quarters, and looked like a huge field for track & field type events. It had a ground courses for runners, air courses for flyers, and slalom courses scattered over the infield within the huge mile loop along the outside perimeter. Into this scene Luna trotted up and stood before the gathered individuals of her "dream team".

"Alright team, this is our first practice session, which means it will be rather basic. Not all of us are quite up to speed yet, but we'll get there," Luna said, looking over each member of the group in turn as she spoke.

"Yes Clockwork, were IS your armour?" Ultrapony asked pointedly.

"I'm still working on it. I ran into a technical glitch with the power supply," She answered, giving a sigh. She could explain what the problem was, but she doubted he would understand, or care.

"Humph," he said with a sneer, "Sounds more like a problem with the inventor." Clockwork looked down at the grass beneath her, kicking a hoof through it.

"Thank you for volunteering, Ultrapony," Luna said with a smile, "You're going to be first."

"I wouldn't have it any other way, Princess," he replied with a smile wide enough it made Clockwork's jaw hurt.

"We'll start with the basics then. How about a speed test. Word has it you managed to break the sound barrier," Luna smiled, "I'm curious if you get a Rainboom when you do it."

"Of course I do!" Ultrapony answered. The pegasus launched himself into the air, creating a shockwave that caused the other ponies to stagger back, and Luna to momentarily shield herself with a wing. Ultrapony climbed into the air, arrowing his body straight up towards the rising sun, before vanishing in the glare. Clockwork finally managed to see him, superimposed before the sun with his wings spread wide in a parody of the pose Princess Celestia often used at the Summer Sun Festival, before he folded them and nose dived towards the ground below.

Clockwork's eyes narrowed as she watched. Ultrapony pushed his hooves out in front of him, his body lean and angled, and his wings pumping furiously to drive himself steadily faster. Something about that teased at the edges of her mind, tugging at a new thread she couldn't quite grasp it yet.

The very air itself began to form a barrier before the pony's hooves, the barrier of sound. Ultrapony only pushed harder, and the curved barrier began to stretch, narrowing until it turned into an arrow. The hero wedged himself into that tight "V" shape as it got longer and longer, before it suddenly burst! The sky exploded with colored rings rushing away from Ultrapony, as if he were a pebble dropped into the pool of the sky. Ultrapony himself left a streak of colors in his wake, one for each of the four colors of his mane. A gasp rippled through the ponies assembled below, Clockwork included, as they witnessed their first Rainboom. The only pony immune to this was Princess Luna herself, who had personally witnessed the first pegasus to achieve this feat perform it for her so many years ago.

Ultrapony circled the field twice to bleed off his excess speed before landing almost right next to Princess Luna, his smile having returned to his face as though it never left in the first place.

"You were short by three colors," Luna stated, "Purple, Indigo, and Orange." Clockwork blinked, noticing those were colors missing from the pegasus' multi-colored mane. Ultrapony's face fell at the casual dismissal, which turned to a less than pleasant sneer as he rejoined the line.

"Thunderhooves," Luna called, "You're next."

"I do hope you had not planned to ask me to make a Rainboom as well," the large Bison joked as he came to stand before Luna, "I fear I would turn your skies brown."

"Not exactly," Luna laughed, "But I want to see exactly how you create and use thunder."

"That I can do, Princess," He stated, and turned on a hoof, staring down the empty field before him. He planted his fore-hooves widely on the ground, then suddenly reared back, arching his head up to the sky. He slammed his fore-hooves back down, but what was more apparent were the fact his horns were glowing a bright gold. His head snapped, arching his horns forward, which seemed to vibrate as sound erupted from them. True to his name it rumbled and crackled like thunder, and in an arc before the bison the ground heaved and shredded itself from the shockwave.

Clockwork narrowed her eyes at the display. She'd seen the entire thing, but only one small, seemingly insignificant, part lodged in her head next to the display from Ultrapony... the golden vibrating horns. She wondered what she was piecing together, and frowned as the answer seemed to dance out of her reach for a second time.

"I am able to control it more precisely then that, Princess. However, I felt a more dramatic display was warranted," the Bison said proudly.

"Very good, Thunderhooves, thank you," Luna answered with a broad smile, "That was indeed impressive. Ironjaw, let's finish out the colts, shall we?"

"HAH! I was hoping I would be called soon!" the large metallic pony shouted happily.

"Interestingly, all three of the stallions here are very physically strong," Luna observed, "I wonder how I managed such a sexist feat? Never-mind, let's see now, what exactly do you do Ironjaw?"

"My body of metal is nigh invulnerable!" he pronounced proudly.

"Well then, I suppose I should test that claim," Luna mused, and her horn began to glow. Ironjaw noticed this, and quickly situated himself facing

the Princess, flexing his knees. The first bolt from Luna's horn was as sudden as it was fast, and struck Ironjaw across the chest, causing his hooves to slip on the turf beneath him. He grunted in response but saw the next attacks coming, and turned his body slightly against each of them, deflecting them rather than taking each head on.

Clockwork's eyes narrowed again as she watched. The shifts of his hips, using the long barrel of his body to deflect shots rather than absorb them head-on, angling them off. That joined the collection of images in her mind, still disassociated, but she knew herself well enough not to dismiss them out of hand.

Ironjaw gasped when Luna's final "attack" arched out to each of his sides, multiple streaks of mystically created missiles closing like some giant bear-trap, intent on crushing him. He had no chance to move away from the octet of missiles before they struck him and obscured that part of the field in a cloud of smoke. For a moment, Clockwork wondered if he had been hurt, but his laugh bursting forth from inside the smoke told her all was fine.

"Nigh invulnerable," Luna agreed as the smoke cleared, "I'll have to test Ultrapony's claim of the same later. Maybe you both can make it a competition, see how many shots you can take before one of you falls or yields. For now, let's move on."

"It would be Tome's turn then," Tome stated with certainty, and the book she had hovering nearby snapped closed.

"If you insist Tome," Luna said with a thin smile, "You are supposed to be a Master of Magic..."

"That is MISTRESS of Magic, Tome is not a stallion," Tome stated proudly, as if being a stallion were somehow an insult.

"...As a mage then, I'd like to see how you do. Let's see, what would make a good test?" Luna considered, before her eyes lit on the metal pony, still smoking slightly from her last assault, "Ironjaw, do be kind enough to stand still. Tome, I want to see you levitate the metal pony."

"If you insist on such a pedestrian display of Tome's powers," Tome sighed, and her horn began to glow. A matching glow surrounded Ironjaw, who looked from Princess to pony uncertainly. After several moments, however, his hooves still remained firmly planted on the ground. Tome strained with the effort, sweat starting to bead on her brow, and looking far less confident than she had mere moments ago. Her eyes narrowed as she quickly looked around, then smiled when she spotted a small gleam from Luna's horn, well hidden but unmistakable. Redoubling her focus, Tome caused a second glow to spring forth from inside the first on her horn, and Ironjaw could feel the pressure to lift him increase dramatically. This second tendril of magic reached out, and with a quick motion plucked a feather from Ultrapony's wing, earning Tome a dark look from the pegasus. The feather was hovered over to Luna's underbelly, where it began to stroke back and forth.

At first Luna ignored it, but after a several minutes of the feather's continued torment, her expression started to twist as she struggled to maintain her concentration. Finally the Princess erupted in laughter and the glow of her horn faded. Poor Ironjaw rocketed almost 30 feet into the air before Tome managed to stop his sudden ascent. The unicorn slowly lowered Ironjaw back to the ground and hovered the feather over to herself, which she tucked into the brim of her conical hat, and smiled broadly to the still giggling Princess.

Clockwork's eyes narrowed as she watched. The moment of time captured with both the feather and Ironjaw controlled in the air. Tome had split her attention, doing two spells at once essentially. The puzzle was starting to form, but Clockwork wasn't seeing the solution. Not yet, but so close....

"Nicely done, Tome. Even if you pursued an unexpected avenue to conquer your challenge," Luna said, laughter still making her voice hitch. Luna spared a glance for Ironjaw as well, who seemed in the process of trying to hug and kiss the turf beneath him with a great deal of gusto.

Tome laughed haughtily, "A simple trick like that cannot fool The Great an... er... cannot fool Tome. When the spell is the same type, Tome can split her attention two ways. It is easier than starting a new spell, which would take longer and use more energy."

Clockwork's eyes flashed open at Tome's statement, "EUREKA!!" She cried, and dashed away in a blur, leaving a confused group of ponies in her wake.

"Please slow down, Miss Key, I am having difficulty following your logic," Mai complained.

"Just give me the holographic plan for the armour!!" Clockwork shouted, and dove across the room to the console, her hooves flying across the buttons.

"Displayed, ma'am," Mai said, and the center of the room erupted into a blue lined wireframe schematic in three dimensions, a hologram of the armour she was working on.

"Make a copy I can edit, Mai," Clockwork demanded, and the image split in two for a moment, before one vanished.

"Editable copy displayed, ma'am," Mai said. Clockwork rushed to the holographic image, her hooves stabbing at the parts in mid air, expanding and contracting images as she worked. She found the part she wanted, and grabbed it between two hooves, and literally pantomimed tossing it over her shoulder.

"You want to eliminate the power supply, ma'am?" Mai asked.

"Not just that," Clockwork stated, as she grabbed another part, throwing it over her shoulder as well, followed quickly by a third part.

"Shield system and flight control system eliminated as well, ma'am," Mai noted with a bemused sounding voice. Not wishing to distract Clockwork when she was so obviously inspired, Mai said nothing when a small figure nudged their way into the lab, simply noting it for later. The pony sat quietly in the shadows of the room to listen as Clockwork continued to work, unaware of the intrusion.

Clockwork pantomimed pushing the armour schematic aside and tapped at mid-air. A small menu appeared under her hoof, which she sorted through with quick and practiced motions, her hooves sculpting a shape in mid-air. Power lines were traced, servos added, connections sorted as she raced about on pure inspiration. Her eyes flicked back and forth as she continued to work, her hooves all but flying before she finished with the shape hovering before her.

"Interesting design, ma'am," the AI noted.

"Run a compatibility test, as well as stress test. I'm not sure those wings will hold at the servo-joints," Clockwork ordered.

"It should, if you use energy panels," Mai answered, "Eighty-nine percent compatibility likely-hood. Stress test is green in all simulations, ma'am."

"We're not done yet Mai," Clockwork stated through a fierce smile, and started tracing new lines, pulling the main schematic over as she traced them through one system, then another. She quickly altered the shape of the armour in subtle ways, adding more angled surfaces as well as running more shield lines through the system.

"Wait, did you just...?"

"Yes, Mai, I did," she answered with a mischievous glint in her eyes.

"To minimize shield spin-up, you made the flight panels based on the same system. Hard light flight surfaces and shields, which will reduce shield start-up time to barely a quarter of what it is now," Mai said, as if just drinking it in, "I say it too much, Miss Key, but you are brilliant. But why the alteration in the armour surface plating?"

"Deflective surfaces," Clockwork answered, her hooves still flying over the schematics, "The hard light shields rely on the surface they are covering, and angling them like that will minimize direct impacts, and instead deflect part of the blow. That will reduce the power costs of an impact."

"You seem to be abandoning the plasma jets on the hooves, ma'am."

"No, I'm not," Clockwork stated, "But I am relegating them to fine control for increased maneuverability, and of course firepower. This is a speed and agility unit, it's not designed to sit still on the battlefield."

"Why four wings then?"

Clockwork laughed, "Because we're changing the template. This flight system is going to use a nature driven design."

"Of what creature? I don't know any birds with four wings, ma'am."

"Not a bird... a dragon."

"Dragons only had two wings as well, ma'am."

"Expand your search parameters."

"Miss Key, you don't mean...?"

"That's right Mai," Clockwork smiled triumphantly, "We're using a dragonfly."

Clockwork sat down hard on her flank, giving a soft groan, "Okay, it's official, I need a break."

"This is rare," Mai teased.

"What's that?"

"That you want to take a break without me forcing you to, ma'am."

Clockwork stuck her tongue out at the AI and gave a laugh before falling onto her back, looking up at the floating schematic over her. She smiled at it happily, "I think we have a real winner with this, Mai. If the tests pan out, it might actually be more powerful than Warpony."

"Warpony was an old design, ma'am," Mai pointed out helpfully, "You admitted yourself that it was due a complete revision on multiple occasions."

Clockwork sniffled slightly and wiped her eye with a fore-leg, "I wonder what he'd think of me doing all this? I mean, he earned the spot I'm taking, I didn't. I feel like I'm just a pretender, waiting for someone bigger and meaner than me to come along."

"Your brother would be proud, Miss Key, so would your father," Mai answered softly.

"Thanks Mai. I just miss them so much," she sighed.

"By the way, ma'am, you have a guest."

Clockwork blinked and rolled over, setting her hooves on the deck but not standing up as she looked around carefully, trying to find who had intruded. It wasn't long before she spotted a figure half hidden in the shadows, a white pony it seemed to her, but he or she was well hidden.

"Who's there?" Clockwork demanded, and the figure stepped forward. She was furious at the intrusion of the unknown pony right up until Clockwork saw her face, and the anger fell away into relief.

"Hello Clockwork," the pony said softly.

"Galaxi!" she cried, and was on her hooves, rushing over to the other pony, hugging her tightly, "I didn't know if you'd ever come back."

"I couldn't stay away, I guess," she joked sheepishly.

"What happened? You're not wearing your suit!"

"I... I found myself thinking about what you said," she admitted in a soft voice, "You were right, I was just hiding myself in that suit."

"Look, I stuck my hoof in my mouth before," Clockwork said softly, "I'm sorry if I hurt your feelings, I wasn't trying to."

"Can... can you tell me something?"

"What's that?"

"Be honest, what does my cutie-mark look like?" she asked softly, "Princess Luna has mentioned them, but I've never been able to see them myself..."

For a long moment Clockwork was dumbfounded, then remembered their discussion before, where Galaxi stated she couldn't see colors or writing. A cutie mark might as well be written on the flank, so it made sense the mare couldn't see it for herself!

"I'll do you one better," Clockwork said, and lightly tugged Galaxi out of the shadowy corner and into the center of the room, where the lighting was far better, "You've said before you can 'hitchhike' on someone else's sight. So ride with me, and we'll look together."

Galaxi blinked, "Y-you... you would actually INVITE me to look through you?"

Clockwork smiled, "So long as you don't make me do any of those silly hypnotism tricks like you always see at the fair."

"What, no clucking like a chicken?" Galaxi grinned, and Clockwork couldn't help but admire it for a moment, the first genuine smile she remembered seeing from the mare.

"No, I'm not a chicken. Now come-on, let's see what it looks like together," she told the blind mare, and circled around her. The sensation of Galaxi 'joining' her was similar to wearing snug fitting headphones, not the least bit painful, but a noticeable pressure on the sides of her head. She paused for a moment to look over the rest of Galaxi and considered her

sea-green mane, "You know, I am sure there's a barber in Canterlot somewhere who could style that up right cute for you."

"You think so?" Clockwork heard in stereo, once from Galaxi's mouth, the other in her head. It was an odd sensation, but Clockwork suspected she'd have plenty of time to get used to it in.

"Sure. In fact, that gives me an idea," she said with a sly grin.

"We'll get in trouble for playing hooky from the training field."

"I'm already in trouble for that. I've been down here half the day," Clockwork pointed out.

"As have I. The singing from your mind when you dashed off the field... it was so... I lack the words to describe it," Galaxi admitted.

"One thing at a time. Did Luna ever mention this star on your forehead? It's colored to match your mane."

"No! I didn't even know," the psychic mare said, pausing as she looked it over intently through Clockwork, her face twisting to an odd smile, "So that's what Princess Luna meant by telling me my horn was pointing the wrong way."

"I don't follow?"

"Princess Luna keeps telling me that I'm a unicorn with the horn facing the wrong way. I know it's a joke, but I always felt weird because I didn't understand it. Finally... I kept wearing a mask just to keep her from teasing me about it," Galaxi admitted softly.

"I don't think she was teasing you. I think for her it was a term of endearment. They can get awkward sometimes."

"Did your family have one for you?"

Clockwork's expression turned melancholy as she nodded, "I was always 'Little Key' to my father. Some friends of the family, like Ironjaw,

knew it and used it too. Widget wouldn't use it for whatever reason, I never asked why."

"I'm sorry, I forgot your brother..."

"I'm not quite ready to deal with it yet, Galaxi."

"I'll... I'll be there when you are, if you need me."

Clockwork smiled, "I'll probably take you up on that. Now for the main event... ready?"

"Am I ever!"

"See, I told you no pony would stare at you out here," Clockwork told the other mare, "All you needed was a pair of heavy shades to hide your eyes, and you don't stand out all that much."

"But... a lot of ponies ARE staring Clockwork," Galaxi lowered her voice shyly.

"For a different reason," Clockwork couldn't help but grin, "You're an attractive mare Galaxi, the stallions are looking."

"Not ALL of them are stallions!" she hissed, blushing furiously.

"Well, some mares are probably staring too."

"Clockwork!"

"I'm teasing Galaxi, relax," Clockwork laughed and nudged her friend's shoulder lightly, "Besides, that salon did a wonderful job for both of us. I've never had a spa day before."

"I know the Princesses both make a point of getting out at least once a month to the spa, sometimes more."

"After all that pampering, I can understand why," Clockwork sighed. She'd only gotten a light trim at the salon, but had enough bits to get herself a nice pampering at the spa. Galaxi, to her surprise, had a very large number of bits she called an "allowance" from the Princess who was mentoring her. As such, Galaxi was able to get the works at both the Spa and Salon, and still had enough left over to cover dinner.

Celestia's sun dipped behind the buildings along the street, throwing shadows across the road the mares trotted along. Canterlot had such a wonderfully old-fashioned feel to it, with cobblestone streets and quaint little row-houses, and plenty of on-hoof traffic milling about. Clockwork could easily identify the old fashioned unicorn-based architecture, notable for the sweeping arches and close quarters. It gave the city a mystical feel, evoking old fashioned images of cultured and elegant mares and stallions.

"You realize we're going to be in trouble," Galaxi reminded her.

"You've told me that a half dozen times," Clockwork informed the mare with her, "And honestly, I don't care. What's Ultrapony going to do besides bluster ineffectually?"

"What did you do, anyway?"

"I'm sorry?"

"In the lab. What did you do to the schematics? I couldn't see it."

"Oh! Right, I forgot about that," she admitted, "It was a partial overhaul. I finally came up with a solution to the shield and power problems I was having, as well as inspiration for an alternate flight system."

"That sounds interesting," Galaxi mused.

"Not to you it doesn't," Clockwork teased, "But I do wonder... can you see hard-light constructs?"

"I've never even heard of one," Galaxi admitted.

"We'll have to test that when I run the flight tests, since I created the wings from the stuff. Wings and shields, now that I think about it," she mused.

"We're here," Galaxi noted as they reached the "servant's entrance" of the palace.

"Yup, we are."

"We're expected too. Guards have orders to escort us directly to Princess Luna's office," she noted nervously, likely having caught the thought from a nearby guard.

"Well, let's see what she wants then," Clockwork answered with a mischievous grin, and flagged down a guard.

Luna was pacing the office when the mares were escorted into the room, the guards saluting smartly before they made themselves scarce. Her head snapped up when she saw them, and Clockwork recognized the mixture of anger and relief that washed over the Princess' face, she'd seen it before in her own father's face when she had wandered off too far.

"Galaxi!" Luna cried and hugged the smaller pony tightly for several moments. She then paused, and batted a hoof at one of Galaxi's new curls before looking over at Clockwork, "Girls, you've got some 'splainin' to do."

"Short version, Princess," Clockwork spoke up, "Is that I made a few hundred alterations to my armour design, and burned myself out and needed a break. Enter Galaxi, who had been listening in. I'd like to think we've effectively 'made up' for our argument the other night, and decided to play hooky and get her a nice haircut."

"And some time at the spa, unless I'm not recognizing your hooficures properly," Luna said pointedly, "So let me get this straight; You dash off the practice field without an explanation."

"Correct, ma'am."

"Galaxi, you follow to check on her and then you both of you spend the day hiding in the Lab doing who-knows-what."

"Yes, ma'am," Galaxi answered.

"Then, instead of coming back out when you're done, you sneak out off the grounds and into Canterlot."

"Correct again, ma'am," Clockwork nodded.

"You two go to a Spa and Salon to get yourselves prettied up," Luna said, her voice growing colder.

"You are correct," Galaxi answered again.

"And now you both come sauntering back and are completely unrepentant about this act of willful disregard for my orders?" Luna finished darkly.

"Yes ma'am," Clockwork swallowed, feeling far less confident then she had mere minutes ago.

The Princess' expression was dark, anger lurking just beneath the surface, "So you flagrantly disregard my orders, the mission this special team was created for, and go spend the day playing hooky like a pair of school aged fillies. Did I forget anything?"

"N-no ma'am, that about covers it," Galaxi managed to say, looking at once scared and embarrassed.

Luna looked back and forth between the two mares, and let out a large sigh, pushing a hoof to her forehead, "You fillies will drive me back to the moon. As far as anyone outside the room will know, I chewed you both

out and made it clear I won't accept these sorts of shenanigans again, am I clear?"

"Yes ma'am," the pair answered quickly.

Luna then reached out and hugged both of the mares, the Princess smiling as the tension bled away, "You're off the hook THIS time, just don't forget we're here for a real reason. I can't have you wandering off during training sessions. Still, it's nice to see you out of that bodysuit Galaxi. I can even see your stars again."

Galaxi smiled shyly, "Clockwork let me see them myself for the first time. Both the one here..." and the mare touched her forehead, then she reached the same hoof back to touch her flank where a matching star formed her cutie-mark, "...and here."

Chapter 5

Friction

Her body trembled with exhilaration; she was FLYING!!

The sensors in her helmet were minimal, but easily tracked her flight speed and pitch as she banked around the oval flight track. The armour glinted in the midday sun, bare steel easily spotted in the shining light, not to mention the quartet of glowing white-blue "wings" that vibrated over her back. The metal form was only hidden for a split second as another cloud-ring was cleared on her way about the track. After four laps, she was growing more comfortable and confident of her armour's abilities in the air.

She reached out a hoof, firing the plasma ejector to correct her course, and the armour jerked in response. Clockwork frowned, noting to herself to recalibrate the jets for the changed flight system, and relied instead on the new wings to correct her course properly.

"Is that ALL your tin can has?" came the sneering voice to her left. Clockwork didn't spare Ultrapony a glance, even as he pulled up alongside her. He was reclined on his back, his wings barely seeming to pump as he kept up with her easily, "Seriously, I expected something more with all your chatter the past week or so."

Clockwork grinned, "Then maybe I should remind you this is only the first revision. But if you really insist on seeing what the Dragonfly Mk I can do...." She had anticipated not only this challenge, but had a burning desire to at least give the big-mouthed stallion a run for his money.

"I don't think you can make that junk-heap go faster."

Clockwork didn't answer, shifting her hooves to align to her sides, pointing all four of the plasma jets behind her now. The wings followed a pre-programmed pattern, folding back to resemble a fixed wing as they ceased their vibrations, as a wide plasma jet exhaust opened on her back.

For a moment, she lost speed as the unit glided through the air on its own momentum. The transformation of the armour from an agile insect design to something closely resembling a high-speed jet was now complete, and a flick of her hoof powered up the new jet, which roared to life as blue-white plasma poured from it. The angled design of the armour played a double purpose now, minimizing her wind resistance, and the pony leapt forward on this new burst of power.

Sensors inside the helmet shifted to reflect the new alterations, forming a sort of tunnel vision to improve her long ranged sight, allowing her to see obstacles from much father away. It made planning her flight easier, but more precarious, as even a small adjustment could send her careening off course. Somehow that didn't bother Clockwork as much as it should, the rush and adrenaline of just flying flowed through her as sure as any drug. In that moment Clockwork knew there was no turning back, she wouldn't be able to give this up!

Ultrapony caught up again, but his sneer had vanished. He was having to make a real effort to keep up with her now, reaching his hooves forward to pour the speed on further.

"I will NOT let you beat me!" he shouted at her, but Clockwork nudged the power slightly higher. She was nearing maximum output, but she wasn't tapped yet, and she was certain her power supply could outlast the other pony.

"Who said you had a choice?" she goaded him, the armour starting to edge forward on the course, and she carefully shifted her weight to lean into the turn. Ultrapony glanced at her, frowned, and poured on more speed from somewhere. The dual ponies sped once more around the course, both having to sharpen their turns to keep on the path, looking like nothing more then a pair of streaks to those on the ground. Clockwork's eyes quickly glanced over the readouts and smiled, stress testing had been the official reason for flexing her robotic wings, and so far the armour had passed with flying colors. Being able to keep pace with Ultrapony was just icing on the cake.

"Princess Luna suggests you both make a final climb and dive," Galaxi's voice echoed in her mind, "She is curious if your armour can manage a Sonic Rainboom."

"IMPOSSIBLE!!" Ultrapony roared, "That... THING can NOT do it!"

"Let's find out." Clockwork stated, and keyed the jets, breaking from the looping race to arc skyward, Ultrapony nipping at her heels. The two streaked upwards into the air, almost completely even with each other, before one began to break off. Ultrapony was the first to let himself stall out, starting his dive even as Clockwork pushed the armour a little higher, wanting more room for error if needed. Finally she was satisfied and cut the power to the engines to allow her flight path to stall out.

The momentary freefall grabbed at Clockwork's heart with an icy sense of panic, but she forcibly swallowed it down, watching her sensors as she rotated around to start her fall. She triggered all of the jets at once, filling the sky with the white-blue fire. A sensor check showed her that Ultrapony had chosen a slightly different flight path, and would come down well out of shockwave range, and silently Clockwork wished she'd thought of that herself. She hated to admit it, but he'd been flying long enough to know all the "rules" and tricks. Inwardly she cringed at the thought of needing to ask him for advice on such things.

She refocused on her descent, and saw the bending of the air about her, as solid as a wall. She frowned as she realized there was a reason for Ultrapony having kept his fore-hooves straight forward, it wasn't just showing off, it was to force open a hole in this barrier. Clockwork swallowed nervously as she eyed the growing counter-force around her, and silently hoped the angled helm would be enough to pierce it, as she couldn't spare a hoof to break the barrier.

The pressure continued to build, causing an alarm to go off in her ear. Clockwork promptly ignored it, re-routing power to her shields would cost her necessary speed, plus the armour didn't yet have the shield emitters installed yet. Clockwork swallowed thickly, flicking her hooves in the armour to put the last few ounces of power into the engines.

For a brief moment, the wall of air before Clockwork was so thick she couldn't see through it, and it felt as solid as steel. Panic clutched at her again, and she half expected to find the barrier impassable, bouncing her off like an errant foal. Then, with a crashing sound, it parted. For a sudden instant, it was as if the world stopped trying to hold her, and a

sense of freedom flowed through her. Clockwork couldn't help but smile, the sense of euphoria suffusing her as she streaked forward, followed by a wall of blue-white streaking the sky behind her.

Then the alarms went off. First one, then another, cascading across the sensors in her helmet. System failures across the board, servos locking up, computer crashing, jets losing power. That last flummoxed her, the jets are losing power? That shouldn't happen... EVER! But it was, the flames of her plasma jets were burning out one by one.

"Clockwork, is something wrong?" Galaxi asked in her head.

"System crash!" she cried in response, "Clear the ground, I'm coming in hot!!"

There was no answer, but Clockwork didn't expect one. Warning lights screamed across her visor, until they started to snap off and fall silent. The intake feeds for the plasma jets powered the entire system, and now, system by system, the armour was shutting down. Finally the visor went dark, leaving her completely blind and desperately mouthing at a switch in the helm, trying to restore power to the system. Gamely, the system tried to reboot, but crashed before it even got started.

Clockwork swore and took a shuddering breath, then with all the energy she could muster, she threw her weight up and back. She knew it was hopeless, but with the armour locked into this position, it could still potentially act like a glider to slow her descent. "Wait... it can't. The wings..." she choked, realizing the virtual light she used to make the wings of would have collapsed with the system failure; there weren't any wings for glide on! Clockwork clenched her eyes tightly shut, and hoped her brother wouldn't be TOO angry at her for joining him in the afterlife so quickly.

Clockwork almost didn't notice when the sense of speed began to fall away, but she blinked her eyes open when she did. She carefully flexed her head, mouthing at a control switch again. She was rewarded by several internal lights coming to life inside the visor, a low hum that started to power her systems back up, and after a moment her sight snapped into focus as her visor lit up. She could see the ground, still over a hundred feet below, but she was hovering in place surrounded by a corona of silvery light. Clockwork let out a sigh of relief as she realized who caught her.

"I think she's powered back up," someone said off to the side. Ultrapony? She wasn't sure.

"Not yet." Clockwork answered, "It takes a few moments."

"Good thing we were watching then, yes?" another voice asked, which Clockwork immediately recognized.

"Yes Princess," she sighed, "Thank you for the save."

"I hate to admit it, but you got that junk-heap to break the sound barrier," the first voice said, confirming it had to be Ultrapony, "So what happened? Your toy break from the shockwave?"

"As eloquent as ever, I see," Clockwork grumbled, "I don't know yet. I suffered a burnout, which isn't supposed to even be possible with these plasma jets. I mean, they're pure air-feed design into the plasma chamber..."

"There's your problem." Ultrapony stated firmly, "After a Rainboom, you move too fast to collect a lot of air, it curves around you as if you were in a bubble. You can't get enough air to breathe properly after breaking the sound barrier, and you'll asphyxiate if you don't slow down again."

Clockwork blinked inside the helm, dumbfounded, "I... I see."

"She's an earth pony," Luna pointed out helpfully, "she cannot be expected to know what a pegasus would about flight."

"Just another reason I'm against this... thing on the team," he growled softly, then flew off to rejoin the group below.

"Damn, just when I thought he might turn into a decent pony." Clockwork grumbled, the system powered up enough to reactivate the wings, which flared out over her back and rotated to their hovering position. With the plasma jets back up as well, she was able to take control again, and Luna removed the magic holding her aloft.

"Are you sure he is the one at fault here?" Luna asked gently, "Go ahead back to your lab. I'm sure you have plenty of data to look over."

Clockwork sighed, and flew off slowly, unable to help feeling like a scolded child.

"I looked through Ironjaw at your Rainboom," Galaxi told her in her head, "It was breathtaking, a ring of silvery blue that stretched across the sky."

Clockwork grinned widely at that, suddenly cheered by the news, and angled the armour back to the lab.

"You did WHAT?!?"

Clockwork folded her ears at the outburst as the robotic arms undid the bolts and plates that held her in the experimental armour, "I attempted a Sonic Rainboom."

"But... Miss Key, we did not have ANY testing data on that! We don't even have simulation data on breaking the sound barrier!!" the AI cried. It was times like this that Clockwork marveled at how pony-like Mai could be.

"We do now."

"I... Yes, Miss Key. Downloading the data from the Dragonfly Mk I," Mai stated, then after a moment, "A complete burn-out. That must have been scary."

"My brother would've killed me when I got to the Summer-Lands."

"Is it possible to kill someone who is already dead, ma'am?"

"He'd have figured it out," Clockwork chuckled, then shook her head, "Assuming that's a threshold we need to surpass again, we need to plan for a lack of air in the system. It was on my list of things to address, but we need to bump it way up after this."

"What about icing up, ma'am?" Mai asked, "A majority of super-sonic flight happens at higher altitudes."

"Good point," Clockwork sighed as she considered the armour Mai reassembled without her inside it, allowing her to look over the steel plates. She frowned as she leaned in close and examined the helm.

"Mai, get a reading on the structural integrity of the helm, specifically at the very 'nose' of it."

"Scanning, ma'am... Oh dear," Mai intoned, "It looks like a major structural weakness. I show stress fractures through the front part of the helm, with integrity down at least fifty percent."

"That's what I was afraid of. Now I know why the few pegasai who can break the sound barrier throw their hooves before them now," Clockwork sighed, "They need something to pierce the physical barrier."

"There seems to be a great deal we do not know about high speed flight, ma'am."

"Correct, and I dread asking the only member of the team with that experience."

"You do not mean 'him', do you, ma'am?"

"Do you know anyone else?"

"I am against this idea, ma'am."

Clockwork sighed, "So am I."

"No."

"Look, I know you don't approve of the armour," Clockwork tried again, "but it's obvious I need some information on high-speed flight. The original Warpony design was a low to mid speed unit. This Dragonfly design is a high speed unit, and it's obvious I need some data on that."

Ultrapony looked derisively back at Clockwork over his shoulder, "What part of 'no' don't you understand, filly?" He returned to his cucumber and daisy sandwich, taking another large bite from it. The cafeteria the group had to eat from wasn't fancy, but it only needed accommodate the six of them, plus an occasional appearance from Luna. Mostly it was a mid-sized room that held a handful of metal tables to sit at, with one wall dominated by a series of rails to slide trays along, and behind it a number of glass panels protecting the food laid out below it. There was food present at any time of day, but Luna had been able to wrangle a cook to be present for the busier meal-times. This late lunch/early dinner, however, was not one of them.

Clockwork sighed and shook her head, turning away from the pegasus. She knew it had been a long shot, but she had to try, and couldn't help but feel disappointed by the rejection. She pushed her tray along the sliders and pulled out a plate of alfalfa sprouts with dandelion seasoning, ferried it over to a table, and started to eat.

"Look, it's not because I'm trying to be nasty."

"Coulda fooled me," Clockwork mumbled around her food.

"There's just no way to explain to somepony that isn't a pegasus how to fly," Ultrapony noted, "That would be like a fish trying to explain how it swims. A lot of it is instinctual, and the parts that aren't are usually learned the hard way. You're an Earth Pony, and no matter how hard you try to make your own wings, you're still going to be an Earth Pony."

"Is that why you're so against me being on this team?" Clockwork asked, her eyes fixed on her plate of food, "You've insulted me every chance you've had."

"You don't belong on the team, simple as that," the stallion said bluntly, "Neither did your brother."

"Why not?!?" Clockwork asked sharply, surprising herself in how angry it sounded.

"Because you had to use technology, plain and simple," Ultrapony said, finishing off his hay-fries, "You weren't born with a gift, you're just making toys to try and keep up with the ponies who were. You're sitting in a slot that would be better filled by a pony with actual power."

Clockwork's cheeks burned as Ultrapony carried his now empty tray to the return slot and trotted off, not even bothering to look back over his shoulder. The small mare looked back at her lunch and nudged the tray away from her. She'd lost her appetite.

"If your face were any longer, it would hit the floor, ya?" came a voice near Clockwork's shoulder. She didn't bother to look up, recognizing the voice, but nodded slightly.

"Want to talk about it, Little Key?" Ironjaw asked more gently.

"Is something wrong?" the rumbling voice of Thunderhooves asked.

"Not sure," Ironjaw shrugged, "But Little Key here seems a bit down, ya?"

"If I had to guess, it would have something to do with the departure of Ultrapony. He almost ran into me on the way out," the bison noted, "These halls are just too narrow for a buffalo like me."

"I can imagine. You want to have a bite?" Ironjaw offered, "Maybe we can cheer Little Key up."

"I'm not sure you'll be much help there." Clockwork finally said.

"I do not know about that." Thunderhooves offered, collecting a tray of wheat stalks seasoned with sliced apples and a heavy wildflower mead, "The very act of speaking about a problem can relieve the heart."

Ironjaw collected himself a plate of carrots and celery with a healthy dose of almonds and berries and plopped himself down hard enough to make a "clang" when his flank hit the floor. Clockwork glanced up at the pair as they settled in place and sighed.

"Uh oh... I know THAT sigh, ya?" Ironjaw noted, "You always used to do that when the other foals at school were picking on you."

"Ironjaw!" Clockwork cried out and glared at him, and was met with a gale of laughter from the metallic pony.

"It seems we now have you at least looking up from your hooves," The bison chipped in, "Unfortunately, you have been absent from most of the practices while you design your armour."

"Yeah, I know," Clockwork admitted softly, "But I can only build it so fast. Every time I run into a new problem, I have to redesign multiple systems, everything is so integrated."

"I'm sure you' will do fine, ya?" Ironjaw offered, "You put on one hell of a performance today, for sure."

"Yeah, right up until the engines gave out on me."

"Is that what is eating you, Little Key?" Ironjaw waved it off with a hoof, "You'll be fine, ya? You're too good an inventor to let something like that stop you."

"That is not the problem, is it?" Thunderhooves interjected.

"No," the mare answered softly, "I asked Ultrapony for help. He's the only flyer on the team and... I hoped he could give me some data for high speed flight."

"He refused?" Ironjaw asked around a carrot.

"Worse."

"You will need to explain," Thunderhooves said, chewing on a long stalk of wheat.

"He told me exactly why he feels I don't belong on the team," She said softly.

"That is what I thought. It is a discussion he and I have had several times," Thunderhooves noted in that rumbling tone of his, "He has been very clear to both myself and Princess Luna his objections to your presence on the team."

Clockwork laid her head down on the table and covered it with her hooves, "Great, everyone knew but me."

"Not so! I fail to see what his objection is," Ironjaw stated firmly, "Unless it is about that 'incident' from a some years ago."

"I know nothing of the incident you mention," Thunderhooves said, taking another bite of food before continuing, "But his objection lies in the belief that because Clockwork uses power armour instead of a natural gift means she is not a capable teammate. He insists this objection would exist even if Warpony has still been alive."

"NONSENSE!" Ironjaw cried, stomping a hoof on the table hard enough to send the trays bouncing and give the metal table a sizable dent, "Warpony was an excellent agent! Clockwork will be just as good, if not better!!"

Clockwork peaked out from under her hooves and sighed a little, "While I appreciate the defense, Ironjaw, I'm not entirely sure he's wrong. I've been working on the armour non-stop since I arrived, and it's been over a month, and all I have is a half working frame."

Ironjaw seemed about to pound on the table again when the bison stopped him. "You are correct that your lack of the promised armour was hurting your reputation within our group. However, not all of us lack patience. What I saw today dispelled any concerns I may have had, and you pushed the armour you wore far beyond what you promised. What you promised was a replacement for Warpony. What you delivered today proved you were not thinking so small, but were planning not to replace

Warpony, but become your own hero. You will not be known as Warpony Mark Two when the names burn in the stars. You will be the Dragonfly."

"Dragonfly?" Clockwork asked softly.

"Is that not what you named the armour?" Thunderhooves asked with a smile as he took another bite, "I would deem it an appropriate name for yourself."

"Hah! He has a point, ya?" Ironjaw chimed in, "Maybe you should make the helm more dragon-like, with glowing eyes and..."

"Ironjaw, we are not the inventors," the bison pointed out with an amused tone.

"That's it." Clockwork said softly, her eyes lighting up, and unfolded her hooves and sat up straight, "THAT is how to get around the Rainboom problem!! A dragon's head is angled with a pointed 'beak'. Reinforce the tip, a longer pointed angle for the head, and it will be able to handle the stresses of the sound barrier...."

"I know that look too." Ironjaw chuckled, gulping down celery stick, "Her mind is off and running, the ideas are flowing now, ya?"

"Does she often do that?" Thunderhooves asked curiously.

"It depends, ya?" Ironjaw offered, as Clockwork tore off running, leaving her tray of food on the table. The bison and metal pony looked to each other and considered the tray.

"Seems a shame to let it go to waste," the bison noted

"Definitely," Ironjaw agreed, "'Waste not, want not' as Momma used to say."

"Split it with you?"

"Ya!"

"She's a danger to the team."

"Don't you think you're exaggerating?" Luna asked softly, only glancing briefly over her shoulder to Ultrapony, who was standing in the center of her office. He stood out with his blazing white coat and colorful mane and tail. Even his sunset cutie-mark with its soft orange color seemed to stand out in stark contrast against the dark blues and silvers of her office.

"If you had not been able to arrest her descent, she would have not only killed herself, but killed half the team. That's to say NOTHING of the innocents in the floors below," the pegasus fumed.

"Did you talk to her about this?"

"The only thing she wanted was flight lessons," he snorted.

"And your response to her request?"

"Absolutely not," Ultrapony stated firmly, "Too much of flight is pure instinct. It would be impossible to teach how to flare one's wings to catch more or less of a wind when none but the most studious of pegasai know the mechanics themselves."

"So rather than even try, you rejected her attempt to improve her armour?" Luna asked pointedly, maintaining her gaze out the office window. Her eyes drank in the night-lilies she'd had planted in the garden, the warm night coaxing them to bloom brightly under the waxing moon.

"You already know my thoughts on having that... contraption on the team."

"Yes, you've made that exceptionally clear." Luna answered softly, "Of course this wouldn't have anything to do with the fact her first revision of the armour kept up with you that entire course, would it? Who knows how much faster and more powerful it might become with further efforts."

"I could care less if it would win the war single-hoofed," Ultrapony growled, "it should not be on the team!"

"Clockwork Key is as much a Special as you are, Sunset Sparkle."

The pony bristled visibly, "You know I stopped using that name."

"Your mother would have a conniption if she was still alive," Luna stated softly, "She named you to honor her friend."

"Who DIED thanks to Clockwork's brother!" Ultrapony shouted.

"So you blame her for that?"

"She sent Lady Sparkle into that trap," he seethed, "Yes, I blame her for it."

"Then allow her to redeem herself," Luna stated softly.

"What?"

"Your mother wouldn't support you in holding this grudge forever," Luna said softly as she turned to face the stallion, "She forgave me, in time. I am asking you give Clockwork the same chance to redeem herself. By being on this team, she is trying to make good on what was perhaps the most costly single night of my Agency. I would suggest you reserve your anger for the Imps. They are the ones who laid the trap, both the one that killed both Lady Sparkle, and the one that caught your mother."

"Oh, I didn't forget them either," he growled darkly, "but we're stuck here sitting on our hooves while we wait for your precious little pony to get her Celestia-damned armour up and running. Even then we're not going into action, because you want to spend your time 'teaching' us to work together."

"You don't see the value of teamwork?" Luna asked.

"Not at the cost of all this time."

"Then what do you propose, or are you here to demand I do things that you know I won't?" Luna asked, looking the pegasus eye to eye.

"Mark my words. She's going to get someone on this team KILLED!" He fumed, and stormed from the room.

Luna let out a long sigh and shook her head, "How in the world did you handle your son, Lady Dash? He's even more impulsive and headstrong then you were..." She gave one last look to the flowers outside, then followed the stallion from the room. Celestia wanted her to be there for some state dinner, an official function in awkwardness for her, but at least her sister warned her about it this time. She tugged the door closed behind her and trotted away to get ready.

A sliver of moonlight caught a motion from the corner of the room, a leathery body almost made of the same stars Luna heralded into the sky every night unfolded itself. Baleful yellow eyes looked around the room for a brief moment, then hissed a soft laugh as it climbed back into the shadows, leaving only it's rasping voice in its wake.

Chapter 6

The Show Must Go On

"You requested my presence?"

Luna turned from where she had been contemplating the view from her office window, her head dipping slightly to her guest, "I'm sorry, Thunderhooves, but I must be the bearer of bad news."

"He passed," the bison stated, already knowing. The Princess responded with a slow nod.

"If there is anything you need..." she started.

"There is only one thing I require, Princess," he sighed, "I must ask you to call a replacement to fill my spot in the ranks. I must leave immediately to tend to my family, and bear the mantle my father has left to me."

"Very well," Luna said softly, "I will arrange a chariot to take you home, Chief Thunderhooves."

Thunderhooves smiled sadly, "You have my deepest thanks, Princess Luna. I will insure the Celebration of the Winter Equinox burns brighter than ever before, so that my people may honor your nightly journey across the sky."

"I would be happier if you just stayed in touch," Luna answered.

Clockwork closed her eyes, letting the robotic arms finish assembling the armour about her. It was a strange feeling, almost

claustrophobic, to feel herself encased piece by piece in metal. Technically the inside was padded, but until the entire armour was assembled, she couldn't power it up. It might as well be a comfortable sarcophagus rather than a powersuit in those moments.

Green lights skimmed across her sight as the boot-up sequence began. One by one the displays flickered to life: Power levels, status, targeting HUD, stress levels, among others. Clockwork grinned at them, reminding her of some sort of futuristic game, the holographic displays seeming so alien and artificial hovering in the darkness before her. Finally the visor itself flickered to life, and she could see a display of what her helm was facing.

"I'm up and running Mai," she said over the microphone, eyes skimming over the system checks in progress.

"Very good, ma'am," Mai answered, "All tests confirm systems are at optimal performance."

"All lights are green in here," Clockwork said and flexed a leg, finding it easy to move now. She took a few steps forward, taking a moment to get used to the mechanically assisted motions, as the AI drew away the heavy cables that had been attached to the unit.

"It took longer then you initially anticipated, ma'am," the AI noted, "But I do believe you have achieved a superior system to your previous 'Warpony' design."

"That's it, keep on flattering me," Clockwork teased, "One day my ego will be as big as Ultrapony's"

"I doubt anypony could manage that feat, save Ultrapony himself, ma'am."

The mare chuckled softly and spent a moment to double-check the systems. Once she had the inspiration, everything else just seemed to flow, and the piece de resistance was the newly crafted helm. While it could be said to look raptor-like, Equestria was never home to dinosaurs, so Clockwork considered it a "creative" interpretation of a dragon head. It was easily twice as long as her head inside, which she found that gave her

plenty of room to reinforce the tip and add a more comprehensive display suite then originally planned, including true three-dimensional vision from the "eyes". The helm sloped in a narrow triangle, with a pair of recessed eyes glowing a bright blue-white. In a final surge of creativity, Clockwork even included a "mouth".

The armour itself was sleek, a far cry from where it first started, and had changed from steel to a gold plating to help resist icing in higher altitudes. Over this she had used a deep emerald color for a majority of the plating, but some areas of black showed through where the rubber padding between joints couldn't be hidden entirely. With the blue-white glow of the virtual light wings and plasma ejectors, she gave every bit the image of a four legged mechanized dragonfly.

With just a few motions, she triggered the wings and began to hover, adjusting her weight to move in a slow circle about the lab. Everything had to be triggered by subtle motions of her hooves, head, and back. She'd been intimidated by it when she truly dug into how many hundreds of commands the Warpony armour had encoded into it, but in practice she found it much easier, so many of the commands were just motions that came naturally.

"Looks like 'Dragonfly' is ready for her grand entrance," Clockwork grinned, "Open the launch entrance, I'm going to fly up."

"Very good, ma'am," Mai intoned. Several panels on the wall folded back and away, revealing a large hatch, which itself started to slide open, "I look forward to seeing how your first true 'session' with the armour goes."

"Hope I don't embarrass myself." She grinned, and offered a wave of the hoof before kicking on the plasma ejectors and steering herself from the lab. There was a moment of vertigo as she looked down, the lab floor transitioning away from her hooves as she hovered through the exit, leaving her to look down the side of The Canterlot Cliffs for miles and miles to the valley below. Clockwork pulled back sharply, her engines flaring brightly before propelling her upwards along the side of the cliff.

She arced gracefully up over the edge of the terrace, then leveled off over the practice field they had been using. Her sensors were able to pick out Ironjaw and Tome at range, with Ultrapony flying in from the other

side. Playfully, she pushed the suit a little more, "racing" Ultrapony to the field. While he hardly had a sporting chance, she was content to beat him there, flaring her jets and wings to land in the line-up by Ironjaw.

"Ah! Hello, Little Key! Or should I call you 'Dragonfly' now, ya?" the loud metal pony laughed.

"What can I say, you two had a great idea," Clockwork answered, ignoring the glare from Ultrapony as he landed, "Any idea where Thunderhooves is? He deserves credit too. Between the two of you, I had enough ideas to finish."

"At least until it burns out again," Ultrapony sneered.

"I handled that problem."

"Oh? How did you do that?"

"It wasn't too hard. Once I realized I wasn't going to get any air to the engines at high speeds, I altered the systems a bit," Clockwork happily explained, "I made the system air-tight, with a self-replenishing rebreather system to extend the time I can last in an airless environment. As for the burnout, it just required that I adjust the system. The engines no longer use a true ram-jet style plasma chamber, but instead use virtual light to supplement power systems as needed. It all works perfectly with the plasma ejectors I've grown fond of, and every time we're in the sunlight the wings can double as solar collectors to further lengthen the operational time."

"Now say that in Equestrian?" Ultrapony asked, his eyes derped from trying to take in all that information.

"If Tome follows well enough," the unicorn offered, to Clockwork's surprise, "She could last a long time without breathable air, the engines will not burn out from the same cause as before, and the batteries will recharge from solar power when available."

"That's... correct," a shocked Clockwork confirmed.

Tome offered a conspiratorial wink, "Unlike these brutes, Tome is smart enough to read up on some of the basics. While the read was outside Tome's preferred discourse, she did find it useful to interpret some of your more... wordy answers."

"I'm impressed you would go through that trouble."

"Tome likes to know what is going on. She has not lived this long by simply resting on her laurels," She answered, her nose going back up in the air, but Clockwork couldn't help but wonder at her smile. Maybe there was more to this pony than just her haughty attitude? But what about her previous sarcasm at her expense?

"It looks like almost everypony is here," Luna's effusive voice interrupted Clockwork's mental musings, and she turned to see the Goddess trotting onto the field, stretching her wings a little as she came up before them.

"Galaxi will be joining us shortly," the Princess began, "But there is some important news I need to pass along. Sadly, Thunderhooves is no longer with the team. As of this morning he has left."

"What?!?" Clockwork cried out.

"Can you tell us why?" Ironjaw asked more reasonably. Clockwork groaned inwardly, she actually made Ironjaw look reasonable and RESERVED?!? She must be slipping.

"His father, the aged Chief Thunderhooves, passed away late last night." Luna answered sadly, "This means the mantle passes on to him from his father. Thus Thunderhooves has left to take the leadership of his tribe in hoof, and to see his father off on his 'final voyage'. He left two hours ago on a chariot bound for Appleloosa."

Clockwork sat down, stunned. She had never expected Thunderhooves to be the first one to leave this group. She figured it would be either herself for failing to get the armour running soon enough, or Ultrapony for pissing off the wrong mare. Maybe Tome for her attitude as a long-shot, but not Thunderhooves! She hadn't gotten to show him the armour he inspired yet...

Clockwork shook her head to stave off the selfishness of that last thought, and forced herself to refocus on the conversation already going on. She vaguely heard Ultrapony ask a question, but only returned from her own thoughts in time to hear the answer.

"...not decided who will take his place as your second, Ultrapony," Luna was saying, "Right now I am more concerned about getting the next individual here. Fortunately it should be rather quick, as his replacement was notified within the hour of Thunderhooves' resignation. She should be here shortly, Galaxi is waiting for her to arrive to escort her here."

"What do we know about our new teammate?" Clockwork asked, jumping on the question she could see in Ultrapony's eyes.

"We know she has a pair of gifts," the Princess answered, "One of which is an enhanced version of unicorn teleportation, which is why neither my sister or myself were needed for transportation. In her case, it's honed to deadly precision, along with a startling speed and minimal focus required for line of sight teleportation. Secondly..."

"Secondly, Flourish is HERE!" cried an unknown unicorn, and a sound like a sucking wind followed by an explosion of sweet smelling pink smoke heralded the strange pony's entrance. The dark-grey pony in question had a mane streaked with pink and purple in alternating stripes, and wore a rather impractical looking outfit that reminded Clockwork of dancer from ages long past, a white blousy top with puffed sleeves and a billowing loose lavender skirt. Her form twisted with a surprising amount of agility, her skirt flaring just high enough that Clockwork could make out her cutie-mark, a symbol of a long thin rapier with pink cloud behind it. Galaxi was still by the entrance to the field, Clockwork noticed, looking at an empty space and a few wisps of pink smoke. Then, just like that, the newcomer was gone again, vanishing in another sweet smelling pink cloud.

"Let's see... You must be Ultrapony," the newcomer said, appearing in that same sweet smelling cloud right before the pegasus, then vanished again. She appeared before Ironjaw this time.

"I've heard of you, you're Ironjaw!" she cried happily, "We'll have to go out drinking one night!"

"Ya!" was all Ironjaw got out before she vanished again. This time she appeared by Clockwork, who recoiled a step from the energetic newcomer.

"Well, well... a Powersuit? I'd only heard of Warpony, and you look more like a bug to me," she chuckled.

"I er..." Clockwork stammered, "Warpony was my brother... and my previous design."

"You must be a lot smaller then he was," she winked, and vanished again to appear before Tome. The haughty unicorn didn't even answer as Flourish tried to talk to her. Instead of paying attention to the banter, Clockwork looked to Galaxi as she plopped herself down by the armoured pony.

"Looks like your escort has a mind of her own," she gently teased Galaxi.

The psychic mare looked back with an oddly exhausted expression, "You have no idea."

"And YOU!" Flourish crowed, appearing in front of Galaxi, who watched her tiredly, "Wait, I already met you." Flourish giggled and vanished in a puff of pink smoke before re-joining Luna in the front of the field.

"Are you done?" the alicorn asked with a bemused grin.

"Hmmm..." Flourish seemed to consider, rubbing her chin with a hoof, "Yes, I think so. For now. Maybe. I'll decide later."

Luna cleared her throat, "Well, since you're here Flourish, and you've made it clear how capably you can teleport, why don't you show the team what else you can do."

Flourish gave a light bow, then bounced back away from Luna. For a moment her horn began to glow, a bright pink glow extending from it. It took Clockwork several seconds to realize the shape was not the usual for

a unicorn, instead of an amorphous glow about the horn, she had a thin length easily four times as long as her horn. Flourish brandished that length as if she were doing some sort of elegant sword-play, until she was finally presented with a target, which the length from her horn bisected easily. Luna provided additional illusory targets for her, and the mare began what seemed like a dance to Clockwork.

Between acrobatic flips and spins and the sweet odor of her teleports, Flourish sent the rapier-like glow of her horn through every target within seconds. With one final pirouette, she vanished again, reappearing beside Luna with a wide smile, and took a long bow like a show-pony. Clockwork almost didn't hear the soft explicative from Tome, dismissing the showpony-like antics of the newcomer, over the loud response from Ironjaw and Ultrapony stomping their hooves like colts at the circus.

"Very good, Flourish," Luna injected smoothly, quieting the applause, "I will ensure you are brought up to speed this afternoon, and then give you a chance to settle in and meet your teammates." Flourish bowed again, and "poofed" away, joining the line-up of ponies facing the Princess.

"Now then, Clockwork," Luna continued, drawing the armoured mare's gaze, "It seems you finally completed your armour. Should I assume you designed an appropriate call-sign for yourself to go with it?"

"Of course Princess. Thunderhooves actually suggested it, and I was hoping that I'd be able to thank him for the inspiration," Clockwork noted sadly, "I have chosen to use the name 'Dragonfly'."

"Very fitting," the Princess smiled, "Are you ready to show us what it can do? I promise I won't ask you to try another Rainboom."

"I actually prepared for a Rainboom this time, Princess," Clockwork shot back, smiling under her helmet, "I promise, no burnout."

"I know, which is why I'm going to give you a different test."

The words were barely out of the Princess' mouth when the first illusion of an Imp leapt at her. The world seemed to slow down around Clockwork, her eyes widening under the helm as they drank in the Imp,

panic and fear grasping her heart with icy talons. She knew it was an illusion on some level, but she couldn't convince the rest of her mind to disbelieve it. She only saw the beak full of razor sharp teeth, deep set eyes glowing with a baleful light, and leathery wings that momentarily blotted out the morning sun. Stars chased their way across it's skin, glittering with all the coldness of diamonds, even as razor sharp talons traced an arc through the air towards her. All Clockwork could do was stare at her doom like a deer caught in the beam of a spotlight.

"Move!"

It was a simple word, but it boomed inside her head, and with it the world snapped back into focus. Time resumed it's normal flow as Clockwork launched herself with the ejectors on each hoof, her wings coming online to keep her hovering once she was in the air. The illusory Imp roared at her in frustration... but Clockwork responded with a shot from each of her fore-hooves. One shot went wide, but the other caught the illusion dead on, dissipating it.

In that brief second, Clockwork felt relief wash over her. She hoped that it would be the only Illusion the Princess summoned, confidence in her ability to handle another shaken to the core. Her breath fluttered like a butterfly in her chest, her hooves trembled, and her heartbeat pounded in her ears. She heard voices from the others below, but the meanings didn't register on her still stunned mind, only able to stare at the scorch marks her weapons left on the ground. She didn't so much as move until an alarm in the helm warned her of a pair of new targets closing fast.

Clockwork triggered her jets clumsily, as if all her practice with Mai on the suit controls never occurred, and she sent herself into a spin. It had the benefit of showing her both targets closing in on her, but also managed to make her dizzy and nauseas. She wasted far too much power with her hoof blasters, tracing an arc in the air through each of the targets, each of them dissipating under the blue-white fire of her plasma generators.

Clockwork flared the wings to steady herself, her head twisting back and forth to try and see any more targets. The Princess didn't disappoint, as a quartet of Imps launched into the air in a loose circle about her. Feeling clumsy and slow, Clockwork rolled the armour as she tried to avoid the first attack, and fired one of her rear hoof ejectors at an Imp behind her.

She saw the blip disappear as she re-oriented herself, and fired a wild shot at the retreating Imp, missing completely.

Clockwork let her altitude drop, dodging another attack on her as she swung about in a half-circle, firing a pair of shots at the retreating Imp. One caught and dissipated the illusory Imp even as Clockwork saw the final two make concurrent dives at her position in the HUD.

For a brief moment, Clockwork's mind blanked completely. Then instinct took over, and all at once she bucked her rear hooves, splaying them widely in mid-air to catch each Imp square in the beak as they dove at her. The blue-white plasma ejectors fired needlessly through what were their illusory heads, already dissipating from where her armoured hooves had struck them.

Clockwork hovered there for several moments, her head twisting as she looked for more targets, and trying to calm her wildly beating heart. When she saw no new Imps, she let her altitude drop, flaring her hooves before landing on the ground. She felt like she'd just ran 20 miles with the armour on her back, her body still trembling with exertion and fear.

"Well done, Dragonfly," Princess Luna said with a warm smile.

Clockwork still felt numb while she sat in the cafeteria, her tray mostly ignored as she stared at some undetermined point in the distance. Not that her Spinach Burger was all that good anyway, there wasn't enough ketchup in the world to hide the bitter aftertaste, but her mind wasn't on the food. Instead, her mind kept replaying the events of her suit's "test" over and over again like a broken recorder. She could see her every mistake, both from power conservation and tactical standpoints, but she couldn't reconcile it with what she had felt at the moment.

She'd only felt panic. It had overwhelmed her and driven all thought from her mind. She couldn't even scream in those first moments, only watch what would have been her death lunge at her, had it not been just an

illusion. It didn't matter that she had all the power of her armour at her hooves, just a twitch would have eliminated the first Imp before it even got close to her. Instead she acted like a foal, ready to scream and run away.

If it hadn't been for that voice in her head, she might have.

"Equestria to Clockwork," a voice teased from the side, and Clockwork snapped back from her thoughts, looking over at Galaxi as she sat down next to her with a tray of food.

"You don't want to eat that," she told her helpfully, right before Galaxi took a bite of her spinach burger. Her face made Clockwork giggle as the burger found itself dropped with a decidedly unappetizing splat on the tray.

"UGH! I thought spinach burgers were supposed to be GOOD! How can ponies eat these?!?"

"They don't," Clockwork said, nudging her own burger with a hoof, "The cook doesn't know how to make them right. Probably too used to all those fancy palace dinners to make something as 'common' as a burger."

Galaxi made another face and sighed a little, "Well hay, I wanted to try one."

"If we get the chance, we'll try one in town or something," Clockwork said, "Before I forget, thank you."

Galaxi blinked, "For what?"

"Snapping me out of my stupor on the field. I went into a blind panic when the Princess did that illusion. If it weren't for your voice in my head, I'd have run off like a scared filly."

Galaxi shook her head, "I didn't say or do anything. The Princess warned me not to interfere in any way. I... I could feel you panic. I thought for sure you were going to bolt after all that work on your armour. Then you just snapped into action... It wasn't pretty, but everypony chalked it up to inexperience with the new suit."

"Wait, it wasn't you?" Clockwork blinked, "Then... then who?"

Galaxi just smiled, "You did it yourself. It was your own voice, or didn't you notice that? It was so loud I thought you'd said it out loud initially. You shocked yourself awake and acted. You just need some practice, and maybe a chance at some real Imps, to get a feel for things."

"I... Really? I... wow..." was all Clockwork could think to say.

"You're just inexperienced," Galaxi said comfortingly, "You never fought the Imps before?"

"No. I was the one coordinating from control," she admitted, "They liked me on the comms because I could stay calm in nearly any situation. Even in the midst of that full assault on the station, I was coordinating a half-dozen different teams and still trying to raise my brother and Lady Sparkle. But being face to face with them..."

"It's a lot different," Galaxi agreed, "I've done some illusory battles thanks to the Princess summoning some for me to test my own abilities against. While my telekinesis is strong, it functions better defensively then offensively. But like you, I've never fought a real imp before. Is that why you keep expecting Luna to replace you?"

Clockwork lowered her head slightly, "Probably. I was a coordinator, not a front line fighter. I keep thinking that I'm just keeping a seat warm, that any day I'm going to be packed up and shipped out. I didn't earn this seat, my brother did. I'm just the side-kick."

"That's Ultra pony talking."

"He may be an ass, but he has a point. I'm inexperienced."

"Then you know what to do," Galaxi pointed out.

"I do?"

Galaxi smiled, "You ask the Princess to help you out and get more practice on your own. You don't have to wait for her to summon everypony together for a group practice. You can practice on your own."

"I... I don't want to impose," Clockwork answered, but it sounded like a weak excuse, even to her.

"Like she wouldn't leap at the chance?" Galaxi asked, pushing her tray away, "She invited you onto the team. She wants to help you get better."

"Well... yeah, you're right," Clockwork agreed firmly, slapping the table with her hoof, "I'll go do that right now."

"No, not right now," Galaxi said with a half-smile.

"Huh?" came the answer, Clockwork's burst of enthusiasm popped like a balloon.

Galaxi nodded, "The Princess has some official duties this afternoon, and she wants to get Flourish up to speed. That's why she gave us all the afternoon and evening off."

"Well... I suppose that makes sense," Clockwork considered, glancing to the side as she saw Tome sidle up to the cafeteria line, and promptly turn her nose up at the burgers. "Maybe we should get out of the palace then, go get a real burger in town."

Galaxi smiled, "I was hoping you'd say that. Maybe even do another Spa Day. A good pampering might help you relax... and celebrate getting your armour finished."

"Did Tome hear somepony mention a Spa Day?" Clockwork flattened her ears in annoyance as Tome abandoned her tray at the line and trotted over.

"Well, yes," Galaxi offered innocently, "Figured it'd be a good idea to celebrate Clockwork finally getting her armour up and running at full."

"Tome hasn't had a good hooficure in ages," the blue unicorn sighed, "Please let her come with you? Perhaps can make it a girl's night out?"

"Wouldn't we need Flourish for that?" Clockwork tried.

Tome bristled at the name, but hid it quickly, "If you insist, Tome could... tolerate her addition."

"She's busy tonight, remember?" Galaxi offered helpfully, "The Princess is bringing her up to speed."

"Excellent!!" Tome cried all too happily, "Then just the three of us!"

"Well..." Clockwork hedged.

"I don't know..." Galaxi said uncertainly.

"It's settled then!" Tome grinned, and began to usher the other mares from the cafeteria, "Maybe we'll be able to get some real food too, not whatever slop the rats refused to eat."

"HEY!!" the cook cried from the back, "I heard that!"

Clockwork should be relaxed, she realized. She'd had a full massage, hooficure, facial, and a few dozen other procedures she couldn't even identify. Tome turned out to be more knowledgeable about what a spa offered than either of the mares with her. The problem, Clockwork realized, was that each treatment cost increasingly more bits. Bits she was sure she didn't have. Galaxi didn't have to worry, she had an allowance directly from the Princess herself, and Tome seemed quite capable of financing herself. But despite all her work these past weeks on the armour, she didn't exactly have a lot of bits to her name.

This meant that the khaki pony was in the jacuzzi with the other mares, sunk down to her nose as if she could vanish under the water or hide in the steam. Galaxi had warmed up to Tome, and even Clockwork couldn't help feel some warmth to the self-aggrandizing unicorn, but therein rested the problem. Clockwork knew much of what the blue unicorn was

spouting had to be exaggerations, if not outright fabrications. No pony could have lived as long as she would have had to in order to have seen Appleloosa back when it was nothing more than a small border town, not to mention witnessing the "defeat" of an Ursa Minor after it rampaged through an unnamed town.

Every time the mare thought Tome was about to wind down, she launched into yet another story. In a way she started to understand Tome's dislike of Flourish, since they were both performers of a sort. Flourish was a purely physical performer, jumping around with acrobatic precision. Tome relied on her magic and story-telling abilities to captivate an audience, which she admitted freely... often... every chance she could brag about it.

In fact, Galaxi and Clockwork had almost no chance to get in a word edgewise with Tome's constant litany of stories. Galaxi managed to slip in a few interested comments and questions directed at Tome, most of which were met by Tome's haughty laugh. That laugh that was pounding on Clockwork's last nerves when they finally slipped out of the Jacuzzi and headed for the door.

"Galaxi..." Clockwork whispered to the other mare, "I might need a bit of a hand here. Tome got me in over my head. I don't know if I have the bits for the bill."

Galaxi nodded quickly as Clockwork reached back for her bits, but Tome moved ahead of her, further irritating the small mare.

"I believe this will cover Tome's tab, plus that of her two friends. Please, keep the remainder as a tip for the wonderful service!" the unicorn all but announced as she reached the front desk, dropping a bag onto the counter with her magic. The unicorn behind the counter sorted through the bag of bits, then with a huge smile thanked her for her patronage and invited all of them to return soon.

Clockwork could only stand there, her jaw hanging open as she watched the unicorn trot past. If it weren't for Galaxi snapping her jaw shut, she might have been there a great deal longer.

"Did she just..."

Galaxi nodded, "She did."

"And tipped them...."

"Yup."

Clockwork swallowed and glanced out the door where Tome waited, her nose still stuck into the air. For the first time of the day, the tension that had been working across Clockwork's shoulders released.

"Are you fillies coming?" Tome asked, and the pair trotted to catch up.

"Thank you." Clockwork managed when she came abreast of Tome.

"Whatever for?" the unicorn asked, "Tome simply would not just volunteer her friends for something without paying for it."

Clockwork swallowed and dipped her head, "You heard?"

"Tome knew," she said, a smile playing across her lips, "One is not a showpony as long as Tome has been without knowing which pony has the bits to spend and which does not. Besides, Tome all but demanded you allow her to come with you, and it would be rude if Tome did not pick up the tab."

"That was very generous of you Tome," Galaxi chipped in, saving Clockwork from some embarrassed mumbling.

"Think nothing of it. Now Tome is hungry, what do you say she treat you girls to some gourmet spinach-burgers before our salon appointment?"

"Well I am a little hungry..." "I thought you'd never ask!"

"Very well, follow Tome. Let us see if this wonderful burger stand she found on her last Canterlot tour is still here in this fine city," she said, the unicorn's smile was so broad it seemed to fill her face, and for the first time Clockwork thought she understood the unicorn. Despite all her

showponyship, all her bluster and stories and pointed sarcasm, she was as lonely as the rest of them.

She just wanted friends.

Chapter 7

Confrontation

"You couldn't resist, could you?" the dark alicorn asked, her horn glowing softly. On the field, about a hundred or so yards from her, a mechanized pony darted about in the air. Blue-white bolts lanced from her hoof-tips to rip through the illusions seemingly intent on doing her harm.

The white alicorn chuckled from the doorway behind her sister, "No, I could not."

"If you hadn't, I would have done it myself," the younger sister answered, her eyes remained focused on the field as the green and gold armour of the flying pony flashed in the midday sun. For over a week, Dragonfly had been spending her mornings like this, in a constant barrage of practice against illusions the Night Princess summoned for her.

"I know, but I felt responsible. I did get her into this," the elder sister answered, and moved from the shadowed doorway to sit beside her younger sister, "She is a good pony, stronger then she admits to herself."

"Cute trick making it sound like her own voice," the younger teased, "You even have Galaxi convinced it was some part of her consciousness that spurred her into action."

"Good. She deserves that boost in self-confidence."

"Still manipulating things from the background, 'Trollestia'?" the younger sister giggled.

"I do have an image to maintain," the elder answered, doing her best to look officious, "What better way to appear that you know more then you should then by making sure you have arranged the events ahead of time?"

"I always wondered how hoofs-on you were with 'The Six'."

"Now, now, that would spoil the wonder of their achievements," Celestia answered with a broad wink.

Luna was silent for several moments, watching the figure of Dragonfly manage a mid-air stall and fire downward through several Imp illusions, "She's getting better very quickly. Even if she doesn't stay on the team, she could be a top agent all on her own, perhaps even surpassing her late brother."

"Assuming that she stays within the Agency."

"You think she would join the ranks of the Unregistered?" Luna asked, surprised.

"No, but they may attempt to recruit her, were she demoted from the team. I do not think I would stop her either, they could use somepony of her technical know-how."

"That's something I will have to think on," Luna sighed softly, "Are they still causing trouble in the northern reaches?"

"Their representative was a tough negotiator, but they have agreed to protect our northern flank in exchange for supplies and trade."

"If I had to guess, it's supplies we wanted them to have," Luna chuckled, "You were always good at that, Celly."

"It was in our mutual self-interest they be able to detect Imp incursions," Celestia responded with mock indignation.

"It really is too bad about the Crusaders. With two of them being related to 'The Six' by blood, they could have been such powerful allies," Luna sighed.

"They were too fiercely independent, especially the pegasus," Celestia said softly, "You and I both knew they would only felt stifled in your Agency. Allowing them to stay independent and negotiating with them as

equals bolsters their sense of freedom while still ensuring they do what we need."

"I know, I know. Make them think it was their choice," Luna sighed softly, "I'm sorry, I'm better at being cryptic and mysterious than I am at getting other ponies to do what I want them to."

Celestia wing-hugged her little sister, "That's why we are a team, we each have our strengths and weaknesses." Luna smiled softly and leaned closer to her elder sister, watching in silence as the armoured figure in the distance unleashed another volley of blasts at yet another wave of illusionary Imps.

Clockwork barely made it to the table with her lunch before she collapsed onto her flank, her head resting on the table as she groaned. Even so, she managed to nibble at the edge of her violet & dandelion sandwich, her tongue swiping up stray petals when they fell to the plate.

"The Princess wore out our poor Clockwork again?" the unicorn sitting nearby asked as she hovered her drink up for a dainty sip.

"If I answer yes, will it get me out of our afternoon session?" the khaki mare asked in a pitiful voice.

"Tome highly doubts you could convince our 'mighty leader' of your need." The unicorn chuckled softly before wrinkling up her nose, "However, Tome thinks you might do well with a chance to wash up."

"That bad?" Clockwork chuckled, "She really put me through the wringer today."

"The Princess would only do that if she felt you could live up to that potential," a new voice interjected, and Galaxi hovered her tray over to the table, sitting down herself.

"Tome agrees. She has seen you practice, Clockwork, you have come a long way in just a week!"

"I appreciate that," Clockwork said with a wan smile, "But I'm still nervous what my first 'live' battle will look like."

"You'll do fine," Galaxi said, and patted Clockwork's shoulder before taking a bite of her tomato and lettuce sandwich.

Clockwork forced herself to sit up, sore muscles protesting, and took a sip of her apple juice, "I hope so."

"That is what training is all about," Tome pointed out.

"Cheer up!" a new voice cried out happily, and a sweet cloud of pink heralded the newcomer at the table, "You will have Flourish in battle with you ladies!"

"Uh... Thanks? It's just another practice session," Clockwork pointed out.

"But of course, but you must treat every practice as though it were the real thing!" Flourish continued, heedless of the dark glare from Tome.

"Considering how 'seriously' you took last practice, I'm not sure that's much comfort," Galaxi noted softly, forcing Clockwork to stifle a laugh.

"I never said take it seriously, I said treat it as if it were the real thing." Flourish offered with a broad wink, and just like that, was gone in another burst of smoke.

"Humph! Tome thinks our flighty pony could use a large dose of seriousness," the unicorn grumbled.

"I'm starting to think that's just her way," Clockwork said softly.

"Tome just thinks she's too uppity for her own good."

"Give her a chance, Tome," Galaxi offered with a smile, "Isn't that what it takes sometimes?"

Tome seemed to consider that as she took a final sip of her drink and sighed, "Tome thinks perhaps you may be correct. Tome admits she sometimes jumps to conclusions, as she did about you both when she first met you."

Clockwork grinned, "I remember."

Tome blushed, but hid it as she swept a hoof through her mane in a practiced motion, then began to shoo Clockwork, "Regardless, you need to wash up. Begone, oh smelly one!"

Clockwork laughed at the unicorn's melodramatics and pushed her way back up to her hooves, slowly plodding her way out. Tome cracked a smile when the mare left and gave Galaxi a playful wink.

"Thank Celestia," a new voice added, "I thought we'd never get that stench out of here."

Tome didn't have to look to know that voice. When she first arrived on the team, the unicorn had felt the powerful pegasus would be the ideal pony to befriend. But as time went on, the needs of his ego overwhelmed her capacity to tolerate, and his cruel sense of humor taxed even her sharp tongue. That was a feat Tome would have thought impossible before she met Ultrapony.

"Tome thinks we have traded one stench for another," she stated, her tone cutting, "Perhaps you have heard of these new inventions called 'breath mints'?"

Ultrapony's eyes narrowed at the insult, "What's got your tail in a knot? You started out as the only decent pony in this group, and now you're trying to cut me down?"

"Tome has come to understand something," the unicorn said as she got to her hooves, tugging her hat on and swirling her cape with a long practiced motion, "Tome has come to understand that first impressions are not always correct. What looked to be a waifish introvert of a mare is

perhaps the most intelligent of us all. What looked to be a strange mare with missing pupils is truly a gentle soul in need of some pony contact. She has also learned that the one who seems the most powerful physically, is the weakest between the ears."

"So now you have a problem with me too?" Ultrapony asked, his voice deadly soft as he set his sandwich down.

"Tome has no problems with Ultrapony," Tome answered with a smile that bordered on a sneer, "Ultrapony has plenty of his own problems without Tome's assistance." The moment the words were past her lips, Tome could feel the tension in the room increase as surely as if someone had clamped a vice on it. Ultrapony's stare was so intense, Tome wondered for a moment if he could set a pony on fire from it. The unicorn did not allow herself to back down from egotistical pegasus, meeting his eyes evenly and calmly. The mare had lived long enough to know the type, how to handle it, and how to move past it. She had adopted the name "Tome" to escape her own failures of the ego, and some ponies still sneered at the name she was born with, thanks to the explosive ego of her youth.

The approach of two ponies diffused the tension abruptly, as the loud Ironjaw made his way in to get some lunch, joking with the teleporting Flourish. In a way, Tome was glad Flourish found a friend in the large (if slightly dim) metal pony. She still bristled at the showpony's methods, and was glad to be making her own friends for once without a "spoiler" taxing her self control. Galaxi was a sponge, so eager for each new story of a world as of yet beyond her reach that Tome found herself almost compelled to regale her with tale after tale. Clockwork disbelieved, Tome could see it in her eyes, but the small mare seemed to enjoy her vocal presence nearby to counter her own introverted tendencies.

However, Ultrapony demanded her attention at the moment. The pegasus approached her, the tension broken from the inadvertent intrusion, his nose almost touching hers.

"I don't know what your problem is," he growled, "but you'll want to stay on my good side." To punctuate his threat, he slammed a hoof on a nearby table, folding it in half like before trotting away.

Tome sighed, "Unthinking brutes are all the same," she chided at his back, knowing he wasn't listening. Her horn glowed a soft light as it enveloped the table he ruined, and carefully undid the creases in the metal. It was hardly good as new, but would suffice until some-pony had the chance to replace it. She paused to pat the startled looking Galaxi on the shoulder, nodded to the silent and stunned Ironjaw and Flourish, and proceeded to head out herself. She had to pick up her spare cape and hat from the cleaners... not to mention a surprise she had preordered from a store in Canterlot.

Clockwork could feel the tension when the group assembled on the practice field once more. She wasn't sure what caused it, but there was a small tingle of electricity that she felt even inside the armour. It put her teeth on edge, and worse, she could see its affect on the others. Tome was pretending to be engrossed in her book, but her eyes kept flicking up over the others assembled. Galaxi paced near the armoured pony, the tension so clear on her face it was impossible to miss, but asking had only gotten a gentle shake of the filly's head. Ironjaw seemed alright to the casual observer, but Clockwork had known the big metal pony for many years, and could see the constant flexing of the muscles along his jaw. Even Flourish seemed oddly subdued, for once not teleporting about the group like a mad-mare. Then of course there was Ultrapony, who was a constant source of tension for the armoured mare even before today, but his glare seemed particularly acidic at the moment.

Clockwork was glad her expression was hidden behind the helm of her armour, as she was concerned for the first time about the team as a whole. Until now, she had always assumed they would gel together in time, that they would each find their niche and the rough edges would smooth out. Now there was a division there, a gulf she wasn't entirely sure could be crossed. Worse, she wasn't sure who, if anypony, was at fault. She instinctively wanted to blame Ultrapony, but she had to admit to herself that she was biased against him, and he against her.

"Good afternoon, everypony," The Princess' voice called as she trotted lightly across the field. If she noticed the tension at all, she refused to acknowledge it as she reached the group and flashed one of her brightest smiles. "Is everypony ready for this afternoon's session?"

Luna frowned when nopony answered, "That was a question ponies, you could humour me at least."

"Yes ma'am." "Ready." "Ya." "HMMMM... sure!" "Tome is, of course, ready."

"All systems green," Clockwork added to the mix.

"Much better," Luna smiled brightly, "Now then, we've had some opportunities to try some small group practices. But with everypony now up and running at full, or at least as close as possible, I think it's time to see how well you coordinate naturally in a simulation. You've been living with each other for over a month now, excepting Flourish of course, and now it's time to try working as a team beyond just a combat exercise. I expect it to be rough today, but this should show me where we will need to focus in the future. Now then, the setting..."

Luna turned, spreading a wing down the field as her horn flashed a silvery color. To everypony's surprise, the landscape around them began to shift, turning from the warm green field outside Canterlot to a dusty desert-like setting.

"Tome recognizes this area," the unicorn smiled, "This would be the scrublands near Appleloosa."

"Very good Tome," Luna answered, and Clockwork couldn't help but be shocked. Had she actually BEEN to Appleloosa as she claimed? That wasn't possible... was it?

"What's the mission?" Ultrapony asked tersely.

"Simple," Luna answered, and nodded her horn towards a low mountain range, "There are reports of a star-fall impact in that range. You and your team have been sent to investigate."

"How far can we push your illusion, Princess?" Clockwork asked.

Luna just smiled broadly, "My little ponies, even Ultrapony couldn't break the protective field around this illusory testing ground. You may use the full extent of your powers, and if there is any reason to be concerned, I will contact you."

Luna then paused to look over each one of the ponies, "Your mission begins... now." The moment Luna intoned the last word, all present gasped as she seemed to fade into nothing, vanishing from sight completely.

"Right," Ultrapony intoned, immediately taking charge, "Flourish, scout ahead. Clockwork..."

"Dragonfly, we're supposed to use call-signs," Clockwork corrected.

"...Just get your metal flank in the air and start scanning. I don't want to be ambushed."

Clockwork didn't argue, and triggered the wings of her armour and lifted off, bringing herself to a good fifty feet above the group as she increased the power to her sensors. She expected Galaxi would establish a network between their minds shortly, so she could report in then. Oddly she found herself wondering if Ultrapony had any military experience.

The armoured pony turned about in a slow circle as her scanners went to work, impressed by the fact even her sensors couldn't pierce Luna's illusion. All she saw were the scrublands that Luna had crafted about them, orange rock and sand with only the rare brown or green of a hardy plant that somehow survived in the heat. The reported star-fall was towards a low mountain in the near distance with craggy ravines carved along the sides, likely the closer side of it or it wouldn't have been seen at all. The area was littered with natural hiding places that would make her sensors useless, except for relatively close range. Idly she toyed with the idea of a sort of launchable drone she could use for high altitude surveillance while she waited for Galaxi to contact her.

"Dragonfly, anything?" Galaxi asked in her head, right on cue.

"Sensors show rocks, rocks, and more rocks," she answered, "I show a clear path to the landing sight, but keep on your hooves. If they've hidden well, they could be using the terrain to avoid my sensor sweeps."

"Passing it on," Galaxi answered.

Clockwork flared her wings slightly, and watched the group start to move forward in a diamond shape. Ultra pony was at the front, the "horn". Ironjaw and Tome were on the flanks, known collectively as the "wings", and Galaxi brought up the rear or "tail". Clockwork dropped her altitude slightly to start moving with the group, filling the "cloud" position.

"He wants to know what you're doing?" Galaxi asked.

"Standard five pony group, the flyer needs to stay at about 20 feet to protect the group from low flying ambushes," she answered, "Standard Agency tactics."

"He says get your flank back up higher," Galaxi responded with what amounted to a mental shrug.

"Galaxi, are you able to set up a full mental network? It would save you from having to relay orders back and forth like that," Clockwork asked, hovering back up to fifty feet.

"Oh! I... er..."

"It's alright Galaxi," Clockwork chuckled, "Just think of the headsets the Agency usually uses. It'll make it easier, and save some difficulty for you. It's near impossible to relay commands like that, especially in a firefight."

"Working on it..." Galaxi answered.

"You just NOW thought of this?!?" Ultra pony was demanding when it came up.

"I... I..." Galaxi stammered.

"Easy there," Clockwork slid in, "Galaxi's not used to doing group coordination." Clockwork could almost hear the breath being sucked in as Ultrapony prepared a retort, but thankfully it was cut-off as Flourish chimed in.

"Found 'em!" she chirped happily, "Looks like we've got a good swarm. Almost tripped over them, they're dug down but good."

"How many?" Ultrapony demanded.

"Too many for me to count without being seen."

"HOW MANY?!?"

"I'm not in the Royal Guard now, am I?" the pony joked, "I make ten... twenty... thirty... more. Excuse me, I am going to retreat now, I've been spotted."

"Not until you tell me how many we're facing!" Ultrapony ordered.

"Self preservation first," Flourish answered coolly.

"Coward," Ultrapony all but seethed as Clockwork could see him leap into the air, leaving the group behind.

"Wait! It could be an ambush!!" Clockwork cried out. Ultrapony didn't answer, and the armoured pony frowned deeply at his accelerating form.

"Um... ?" somepony asked, confused. Flourish rejoined the group about then, and old habits swept over Clockwork.

"Okay, form up, I'm coming down. Flourish, you're on the horn. Ironjaw, Tome, cover the wings. Galaxi, you're on the tail, watch our six. I'll take the cloud position..." Clockwork instructed, flaring her wings to drop her altitude and settle herself in position over the remaining group.

"What about Ultrapony?" Ironjaw asked.

"We'll have to hope he's as tough as he claims," Clockwork shrugged, "Nice and slow, stick together. Flourish, no teleporting, but set the pace." The gray pony began to trot forward, her unadorned grey coat making her well suited for stealth and scouting runs. Idly Clockwork wondered why Ultrapony flew off the handle like that, it's not like the group could chase after him, as only Flourish and herself would have a hope to keep up.

"Is it just Tome, or is this a little too quiet?" the mage asked softly.

"It's too quiet," Clockwork confirmed, "I'm not getting any activity from where Ultra flew off to, which isn't right. I should be seeing a huge brawl, or something. Any ideas Galaxi?"

"Me?" Galaxi squeaked, surprised, "Um... I suppose they could be shielding him from us. I don't feel his mental connection to the group. Not sure if he cut it off, or it was cut off."

"Tome, your thoughts?"

"Tome is not sure," the mage noted, "He may be cut off and THINK he's alone."

"Alright, assume they're expecting you... er us," Clockwork blushed, slipping slightly, "Ironjaw, Tome, spread the wings a bit. Let's assume we're walking into an ambush. We don't want to be bunched all together if it is."

"I have contact," Flourish said, her voice/thoughts dropping to almost a whisper, "I don't think they see us yet."

"They will in a second, I'm hardly subtle," Clockwork noted, "Flourish, see if you can disperse them. Ironjaw, set up to rush them the moment Flourish hits. Tome, pick off any that try to get into the air."

"Tome recommends you do that as well?"

Clockwork winced, "Sorry, so used to coordinating from afar I keep forgetting I'm sitting right here," she answered sheepishly.

"You'll get the hang of it, ya?" Ironjaw chuckled.

"Thanks," the mare answered, "Right, Flourish? On your mark."

"Well then..." Flourish answered with a low chuckle, "Let's start this party... NOW!"

Everything happened at once, startling Clockwork with the suddenness of it. It's one thing to sit in a control center, surrounded by radars and half a dozen other ponies coordinating their own teams from afar, and it's something completely different to be in the thick of things.

Flourish vanished in a puff of pink smoke, her horn already blazing as she landed right in the middle of the group she'd seen, sending the Imps scattering every which way. Clockwork managed to count roughly ten of them as she shifted back, the plasma ejectors on her hooves roaring as she fired at the ones launching into the air. She heard Ironjaw bellow somewhere and charge in as well, barreling into the combat.

"We have more guests," Tome noted, a spell from her lancing out and through a pair of Imps.

"I see them," Galaxi answered, "They're coming up on our left."

"Dragonfly?" Tome prodded lightly, and Clockwork literally stopped in mid-air to look over the situation, her eyes sweeping over her scanners. Unfortunately this also meant that she stopped firing as well....

"That did not mean stop, Little Key!" Ironjaw yelled as several flyers made it into the air while she was distracted. Fortunately Flourish was faster, and with a few well placed teleports, made quick work of them.

"S-sorry!!" Clockwork managed, "Ironjaw, Flourish, see if you can pull the remainder back towards the group, we're going to need you, they're coming up on our left flank quickly. Galaxi, time to shine. Set up a telekinetic shield to protect yourself and Tome, hopefully Tome can cast through it, if not... we'll improvise."

Clockwork swung her armour about and watched the retreating Ironjaw, and fired a line of shots just behind the handful of Imps, herding them forward with him as Flourish harried them from the sides. The

teleporting mare took out any stragglers, even as Clockwork kept them grounded, but the mare could only watch as more and more blips arrived on her HUD.

"This one's a big group! I think Ultrapony kicked the hornet's nest!" Clockwork managed, and keyed her jets as a pair of imps dove at her. She let the wash of her jets take them out as she started strafing the incoming numbers.

"My shield... won't hold ..." Galaxi cried.

A explosion of some sort from under the flying mare caught her attention, and Imps flew everywhere, a number of them not under their own power. Galaxi was a wreck, partially collapsed as Tome wove together spells as quickly as she could to keep the press of Imps back. Ironjaw was cut off by sheer numbers, the initial group having been reinforced by this second group, and Flourish was doing her best to help him out.

Clockwork fired a line of blasts at the ground to give Tome some room to breathe, but had to move quickly, her own jets keying as she was forced into a dogfight with at least 5 Imps herself. Clockwork managed to take down two of them before a third knocked her from the air, sending her spiraling out of control and into the rocky ground where the Imps could swarm her. A blaze of pink motion dug her out in short order, as Flourish danced around them enough for Clockwork to get her hooves up and the plasma ejectors firing again.

"Thanks Flourish," Clockwork called, staying on the ground for the moment. She swung her hooves around just over head level of the assembled ponies, creating a line of death to force the Imps to the ground again. Ironjaw took advantage of this, and barreled through as many of the grounded imps as possible. Flourish vanished in another puff of smoke as a spell lanced past the armoured pony and into another Imp.

"They are starting to run low, ya?" Ironjaw shouted over the din.

"I'll keep them grounded!" Flourish cried eagerly, and teleported around to take out any that made it clear of Clockwork's plasma blasts to actually reach the open sky. One last Imp screamed as it fell, and the world

turned startlingly quiet in the wake of the frenetic battle, leaving the ponies to look around warily.

"Tome, check on Galaxi," Clockwork instructed, "I'm going to head up and see if I can spot any additional on a sensor sweep." The armoured mare launched herself up a good twenty feet, her scanners brought online and her wings flared, absorbing some of the weak sunlight to replenish her reserves. The battle took a toll on her power levels, but not enough to be overly concerned about yet.

"Tome thinks Galaxi will be alright," the unicorn answered, "She was caught in the backlash of her failing shield. She's on her feet now, if a little unsteady."

"Roger that," Clockwork answered, "Flourish, where was the fallen star?"

"We're close," she answered, "Just over the ridge there." Clockwork glanced the indicated direction, then pointed her sensors that way.

"Okay, let's get moving. Sooner we reach it, the sooner we can ensure the Imps are dead," she instructed tiredly, "Ironjaw, you're on point this time. Flourish, Tome, take the wings. Galaxi, you're back on the tail."

"You want to be closer then Cloud position, ya?" Ironjaw suggested.

"Negative. The mane position is too low, the backwash would risk hurting you," Clockwork pointed out, as the "mane" position was generally just over and behind the horn by about 10 feet. It works well for a pegasus or "special" flyer, but not so much for power armour, "Ironjaw, set the pace. With luck we'll find out what happened to Ultrapony."

The moment those words were past her lips, a loud "CRACK" could be heard from up ahead. The group could literally see half of a spherical rock, the fallen star they were looking for, launch itself into the air and crash into the side of a mountain.

"If Tome had to guess, that would be the wayward teammate now," she offered.

Ironjaw crested the ridge as Ultrapony hurled the other half of the celestial object out of the crater. He was surrounded by roughly two dozen Imp bodies, all of which were strewn about lifelessly.

"About time you showed up," Ultrapony sneered, "Had to wash your manes or something?"

"You abandoned us." Galaxi pointed out.

"I EXPECTED you to follow me!" Ultrapony shouted, making Galaxi recoil.

"You do have to tell us that," Clockwork said, lowering herself to the ground between Ultrapony and Galaxi.

"I'm the leader of this group," Ultrapony all but seethed, "I EXPECT you to be able to keep up! That means I lead, you follow!"

"And exactly how do you expect that? We only have two fliers, you and I. Flourish might keep up teleporting, but that's it. Ironjaw's slow but powerful, Galaxi is a ground unit and our central communication point, and Tome is capable, but has more important spells to spend her magic on then trying to keep up you."

"That's your problem."

"No, it's YOUR problem," Clockwork almost shouted back, "If you're the leader, that means you have to LEAD, not rush off and abandon the team!"

Ultrapony moved faster then Clockwork would have thought possible, standing almost nose to nose with her armoured helm in an instant, "Is that so? Or is it because you wanted to take over when I expected you to follow? The fact you started giving orders didn't escape my notice," he growled softly.

"I'm a coordinator, it's what I..."

"It's what you USED to do!!" he bellowed, "You follow ME now, which means you don't so much as breathe unless I say so!!"

"Screw you."

"What?"

"You heard me," Clockwork answered, her voice deadly soft, "Screw you. Sideways. With the Princess' horn. You don't have a damn clue what you're doing, and you just proved it. I'm no battle leader, but I did a damn sight better then abandoning them like you did. You are no leader, you're just a stuck up pony with a ego larger then Celestia's sun."

"I'm your leader..." Ultrapony hissed, his face turning red with fury, "...and if you don't like that..."

"You'll what? Yell at me some more?"

"No."

There was something about his voice that caused Clockwork to flinch. It was fortunate that she did, because his hoof crashed into the front of her helmet with such force that all the shields on her armour lit up like fireworks. Clockwork's eyes widened as she saw the power levels shoot into the critical, and she instinctively routed every iota of available power into her shields. The shields flared brightly, filling the crater with a flash of blue-white light before they collapsed in on themselves, sending the mare flying back into the rock wall behind her.

Alarms blared in Clockwork's ear as she struggled to her hooves, power levels dangerously critical... Brief memories of the incident years ago flitted through her mind, the first time she had met Ultrapony, and how he had hurt her then. Her vision went red with fury and rage, and all the screaming alarms didn't matter. The shouts of her friends faded into the background. Only the sneering face of the pegasus meant anything... and the desire to erase that smirk off his face nearly overwhelmed her.

"ENOUGH!" came a new voice, far more powerful then Ultrapony's. The illusion dropped so quickly about them it seemed almost a physical force, shattering the moment of fury from the small mare.

Princess Luna glowered at each one of them in turn, her expression hard and dark, "I knew you'd need more practice, but this...?!? We will discuss this situation later, but it is NEVER alright to attack your teammates. Ultrapony, hit the showers. Dragonfly, your lab. The rest of you, with me."

Luna stalked away with the other four ponies, leaving the armoured pony facing perhaps the single most powerful Special Equestria had ever known.

"We'll settle this later." Ultrapony promised, launched himself into the air.

"Yes," Clockwork whispered, "We will."

Chapter 8

Wheels Within Wheels

The air was thick and heavy like a woolen blanket, comforting and stifling all at once. Marble arches stretched to meet in the center of the spacious room, where a single wrought iron lamp was hung by a chain. Despite this single lamp, the room was awash in light, ensuring each of the eight alcoves were clearly visible. From one alcove a pony could enter this room from the rest of the memorial, a solemn place created to remember those who had fallen in the service of Princess Luna's "Agency", to remember those Specials who gave their lives to protect Equestria from the invading danger of the Imps.

In the nearest six of the alcoves to the entry rested a statue of one of "The Six", the first specials of Equestria, flanking the entry with three to each side. Captured in white marble that stood easily 20 feet tall, not counting the 10 foot base, these mares stood watch in silent vigil.

Immediately to the left of the entrance, the statue of Pinkie Pie the Random rested, her curly mane somehow captured in marble. Her face shone with happiness and glee, and the sculptor managed to capture her with such energy she looked ready to leap off the pedestal and throw a party to liven up the dreary place. On the pedestal below her rested a golden plaque that read her name, the date of her passing, and a brief few words to honor how she died. In an act of selflessness, she teleported a spell-bomb out of the city of Baltimore, saving both her friends and the city at the cost of her own life. She was the first of "The Six" to die, but her passing was most valiant and remembered by all ponies. In fact some ponies refuse believe she died, and insist she still lives. They reason that since her body was never recovered, there is no proof she did not herself teleport to safety, and for a long time sightings of her at various parties and events were the stuff of urban legend and tabloid newspapers.

The alcove next to Lady Pie held the figure of Rainbow Dash, the Fastest mare in all of Equestria. Her self-confident smirk and wind-tossed

mane seemed captured in mid-jump, as though she were just waiting to leap off the pedestal and into the air to challenge any about keep up with her. Her plaque heralded her speed and loyalty, and how she lead a squadron of Imps away from her friends before she perished. It politely glossed over the fact that she died from a trap that the Imps had set for her, catching her just as she achieved one of her famous Sonic Rainbooms. She was lead into a well camouflaged wall, which she impacted with such force her bones were crushed to powder instantly.

To Lady Dash's left, stood the statue of Applejack the Strong. Her expression was one of open warmth, and the smile that played across her features that hinted at her tremendous strength of both body and character. At the time, the remaining member of "The Six" had been very vocal in insisting that the sculptor include her cowpony hat, which was tipped back on her head at a raucous angle. Her plaque was as honest as the mare had been in life, where it outlined her stubborn defense of a hospital, standing at the main entrance and defeating at least a hundred Imps before they finally brought her down from sheer numbers and exhaustion. She was one of the last two survivors of the group, and had stalled long enough for her partner to transport the last of the injured away before she fell.

To the right hand side of the entrance rested the other trio of statues, the first of which was the ever statuesque Rarity the Elegant. The statue maker was possibly infatuated with Lady Rarity in life, as this statue was meticulously crafted and all but breathed of the elegance and beauty the pony had possessed when she was alive. Her plaque gently glossed over the event that lead to her death in favor of her acts of selflessness, but nearly all ponies knew the story, and to this day stands as a warning to stay vigilant against attack. Lady Rarity was one of the few to hold a career outside of being a "hero". She had been unwilling to give up her creative side, and continued to design and sell dresses of all kinds up until her passing. Unfortunately an imp assassin in the crowd at one of her fashion shows managed to fire a single magically propelled shard before she could rise her infamous diamond hard coat. Worse, she could have been rescued, but she could not be woken again to lower that same coat. The doctors and nurses attending to her never felt more helpless then that day, and were only able to track the shard as it made its way through her body to her heart, where it finally ended her suffering.

To the right of Lady Rarity, directly across from Lady Dash, rested the demure statue of Fluttershy the Caretaker. She was as shy in image as she had been in life, and barely seemed to peek out at visitors from under her exceptionally long mane, her eyes soft and gentle and welcoming. Lady Fluttershy was one of the most popular statues in the hall, and her pedestal was constantly littered with flowers and tree branches (though no-pony is really sure what started that latter tradition). Master of "The Stare", she could create a hypnotic beam from her eyes if she met the gaze of her target, a power that was multiplied by hundreds of times when she became a "Special". Unfortunately, it did not always work, and the massive Destroyer Imp that did her in was smart enough to hide his eyes from her. Fortunately the plaque glossed that event over, heralding instead the pegasus' dedicated care of Equestria's animals and tender kindness to everypony.

The last statue on the right was, unfortunately, new. The final surviving member of "The Six", Twilight Sparkle the Wise, finally joined her compatriots. She sat on her flank, her knowledgeable eyes washing over the room, a hoof resting on a small pile of books just to her side. The plaque glossed over how ignominious her defeat was, how a simple brain-worm gem had held her in place and helpless to the attack around her. Instead it outlined the massive effort the imps made to eliminate her, mobilizing thousands to invade multiple points to prevent reinforcements to her position, and how she finally made the ultimate sacrifice to prevent them from stealing her knowledge. A pony could be forgiven in missing an addition to her statue, a late request from the Princess herself. The form of a very young dragon stood faithfully by the pony's side, holding still more books at the ready for his friend, and was adorned with a small plaque that only identified this figure as "Spike".

In the final alcove directly across from the entrance, and under the watchful gaze of "The Six", rested a simple display that few ponies believed was the real thing. Pulsing with ancient magic, the Elements of Harmony rested in their golden frame, each gem shaped by their last representative. It hovered above a white marble pedestal while it waited, or perhaps to honor the fallen around it, its chosen. Heedless of pony or Princess, the Elements refused to be moved from their chosen spot.

This final display held great interest to the pony that stood alone in the chamber, her eyes devouring the six gems with an odd hunger that was

not her own. Despite the nameless craving in the back of her mind, she tore her eyes from the display and moved instead to stand before the statue of Lady Sparkle, her eyes downcast as she dropped a flower to join the pile at the foot of the statue.

"Guess our rivalry is pointless now, isn't it Twilight?" the cyan mare asked the statue softly, her voice trembling with unexpected emotion, "This isn't how Trixie wanted to become the greatest mage in Equestria. She wanted to beat you fair and square, and you went and died on her. Meanwhile, Trixie hides her name. So many times was she the villain, the bad guy, her ego chewing up the scenery as she stood opposed to you. Maybe this is what it took to make Trixie see the light, a reminder that her immortality is as much a curse as it is a blessing. That she will have to see those she knows pass on, reminders her how fragile life really is." The mare wiped a foreleg across her muzzle, pushing away tears as she looked around the room.

"Can these ponies forgive Trixie?" she asked the open air, "She won't know until the day her immortality lets her die and she can join them in the Summer-lands. Or maybe that's the point, she's immortal because you can't forgive her. She embarrassed every one of you multiple times, but she never tried to hurt any of you. She was a foal who didn't know what else she should do. She craved power, to be in control. It took Trixie all your lifetimes to just understand what you had in each other. For the first time since she can remember, she has friends. For the first time she's following your example, instead of deriding it.

"She's learned more about the Elements of Harmony, what it meant to you, and how you were chosen. Maybe as Tome, Trixie can make up for her wasted past. She wants to know your secrets, why these Elements draw her like a moth to a flame, and why they whisper to her with promises of things she did not dare dream of. Are they trying to tell her something? Under your gazes, it is hard for her to understand what, as she can only remember that which she has done to each of you. That which she has cause to now regret."

The mare turned back to the statue of Lady Sparkle and raised her teary eyes to look upon her, "Can Twilight ever forgive Trixie? Can she ever forgive ME? I won't ever know, will I? It's too late to ask this of you now."

The mare drew her conical hat back on, pushing it down on her head to hide her eyes, and proceeded from the chamber feeling drained. To her, it felt as if the gaze of each statue followed her accusingly, weighing her hooves down with her past misdeeds.

In reality, only one pair of yellowed eyes followed her, watching the mare closely with a wicked smile across its beak.

"Okay, let me see if I got this straight."

The white mare in the purple bodysuit reached across the table, nudging a pony figurine to the center. A single light shone down on the table from overhead, leaving the rest of the room hidden in shadows.

"That's a solo formation," Galaxi stated, then pushed a second figure beside the first, so they were standing side by side. "That's a paired formation, 'pegasus' style. If they were single file, they'd be 'unicorn' style."

"Correct," Clockwork said, smiling where she sat just outside the circle of light. To her side, also observing, was Ironjaw. "Do you remember why the names?"

"Um... because side by side they represent the wings of a pegasus. Single file they represent the horn and tail of a unicorn." Galaxi said thoughtfully.

"Correct again," Clockwork smiled.

Galaxi pushed a third figure to the center of the table, standing in front of the first two, "This is a standard Alicorn formation; two wings, and a horn."

"Precisely. That is the most common formation," Clockwork added.

"Ya. In a team like ours, if we had three fliers, we'd use two groups of three instead of the larger group," Ironjaw added helpfully.

"Not always," Clockwork corrected, "It depends on the situation. Sometimes keeping everpony in one group is safer. Regardless, continue Galaxi."

Galaxi bit her lip, and pushed a fourth figure into place, this time behind the group. The 4 figures formed a diamond on the table, "That's the four pony Alicorn configuration. Horn, wings, and tail."

"Another very common formation," Clockwork nodded, "Since usually the Agency uses groups of 3 or 4 for all but the most routine of checks, or if we're understaffed."

Galaxi nodded and used her telekinesis to hover a fifth pony figurine into the center of the 4 pony formation, "That's the saddle position, used for escorts or... um..."

"Civilians or even wounded," Clockwork provided, "Basically anypony we can't expect to fight goes there."

"Right," Galaxi beamed, and then hovered another figurine above the group entirely, "That's the 'cloud' position. They act as spotters and to try and minimize the chance of an aerial assault getting to the saddle."

"Exactly. That's the position I covered the other day," Clockwork chimed in.

"It's also the position Warpony usually covered, ya?" Ironjaw interjected.

Clockwork looked slightly saddened, but nodded, "Yes. That was Widget's old position in most formations."

Galaxi felt a wave of sadness from her friend, and lowered the figurine to the final position she'd been taught in an effort to distract her, hovering it just over the lead pony, "This is the 'mane' position. It's basically back-up for the horn."

"Correct," Clockwork stated, "This entire formation scheme was devised by the Royal Guard ages ago, and we still use it today. Supposedly it was based off Princess Celestia herself, thus why it uses an Alicorn for reference. Now here's a question Galaxi: what's the proper distance between ponies in any of these formations, assuming no specific orders to the contrary were given."

"Um... err... " the other mare stammered while she set the last figure down, then sat up when the answer hit her, "Oh! Ten to Fifteen feet on average, and twenty feet upwards for the cloud position. Spreading the wings should double the distance from the center, and flaring the mane should increase the distance between the horn, mane, and tail from the center."

"YA! I think she's got it, Little Key!" Ironjaw laughed.

"Yes, I think she does," Clockwork agreed with a broad smile, "I'm glad you asked me to show you these Galaxi. It's something I did not think about you needing. All of the active Agency members in the field know these positions like the back of their hooves. I forgot that you don't have the same level of field training."

"Technically you don't either," Galaxi shot back playfully. Clockwork stuck her tongue out at the mare as Ironjaw guffawed.

"Well, this is an interesting scene Tome finds everypony in," came a new voice as she flicked the light-switch to turn up the lights in the cafeteria, momentarily blinding the ponies assembled, "Tome never figured you the sort to play with dolls, Ironjaw."

Clockwork and Galaxi fell over themselves laughing as Ironjaw cleared his throat, trying hard to hide a blush, "They are not dolls... they're action figures... ya?"

"Your personal fetishes do not interest Tome," she answered smoothly, resulting in another wave of laughter from the mares, "Tome comes bearing a gift, instead."

"Oh? Who for?" Ironjaw asked quickly, his embarrassment forgotten in his curiosity.

"Our little Clockwork, that is who."

"Me?" Clockwork squeaked from where she'd fallen, half under the table. She got up carefully, peeking her eyes just over the table in a way that made Ironjaw burst out laughing.

"Awww, just like a little filly," Galaxi chortled, and Clockwork answered with a very grown-up raspberry.

"Why is Tome always the mature one?" the cyan mare asked in a "long suffering" voice that made everypony laugh before she magically nudged the figures to one side. She used her magic to tug a package from under her cape and laid it on the table, the metallic green wrapping paper glinting in the light, golden ribbons holding the long clothing box closed.

Clockwork sat up fully and looked over the package, "Aww, Tome, you didn't have to..."

"Tome knows this, but she WANTED to. Now go on, open it," Tome insisted.

"Well... okay." Clockwork reached out with her teeth and tugged at the ribbon... which refused to give. Using a hoof to steady the box she tried again, giving it a good long pull. She had to strain a moment before it gave way with a "SNAP", sending the short mare head over hooves onto the floor.

Ironjaw roared with laughter as Galaxi rushed over to check on her friend. Tome covered her mouth as she giggled softly herself, "Tome thinks you must be fun at parties."

"Ironjaw!! Everypony's picking on me!!" Clockwork cried in her best little filly voice. Tome and Galaxi all but doubled over with giggles as Ironjaw tried, and failed, to look officious.

"I will protect you, Little Key!" the stallion announced.

"Protect who from who now?" a new voice asked, and a grey pony extended her head into the door.

"Flourish!! All these ponies are makin' fun of me!!" Clockwork cried. Flourish managed to look confused as the four ponies fell about each other in laughter again. Never one to be left out of a good laugh, the grey mare teleported over to try and make heads or tails of what was going on. Tome flinched slightly at the new addition, but her eyes met Galaxi's and she sucked in a slow breath to steady herself, she did promise she'd give the pony a chance.

"Tome is TRYING to give this silly filly a present," Tome stated, her voice taking that 'long suffering' tone again, "Tome is starting to think that Clockwork doesn't want her gift."

"I'm sorry, I'm sorry..." Clockwork managed, wiping her eyes with a foreleg as she pushed back to the table, taking the edge of the box and starting to tug at the paper.

"Don't tell me that's going to give you trouble too?" Galaxi groaned.

Flourish grinned, "I can help with that!" She leapt forward, her horn glowing as her "sword" leapt into existence. Clockwork yelped and fell back, quickly ducking under the table, where Galaxi joined her in short order even as Tome and Ironjaw backed away from Flourish's antics. With a few quick motions of her head, the agile mare shredded the paper into nothing more than confetti.

"You're going to be in trouble, ya?" Ironjaw joked, poking Flourish lightly "Making a mess like that?"

"What? Every party needs confetti!!" Flourish announced, pleased with herself.

"Tome thinks perhaps that we can make it even better..." and she focused her own magic, swirling the sparkling green paper higher in the room, where it hovered just under the ceiling. Tome then grinned, and the small whirlwind exploded outwards, green paper and golden faerie-lights falling about the room.

"Ooooh, pretty!" Flourish grinned.

"HAH!! Now THAT feels like a party, ya?" Ironjaw bellowed, and clapped his hooves together with a clanging sound.

Clockwork grinned broadly as she tugged open the box, gasping at what lie inside, "Is this...?"

"Yes Clockwork," Tome answered, "Tome felt you could use your own 'costume'. It is a bodysuit, similar to Galaxi's but without the mask, in the colors you chose for your power armour."

Clockwork spread it out so she could see the full length. It was primarily a deep emerald green of a wet-suit like material, with gold trim over the seams and zipper. At the flank of the suit, right where her cutie-mark would be, was an golden embossed dragonfly hovering in place.

"Go ahead, put it on!" Galaxi urged excitedly.

"Ya! Try it on!" Ironjaw agreed.

"Well... okay!" Clockwork agreed after a moment, and carefully undid the zipper along the back and stepped into it, black rubber boots covering her hooves as she tugged it up. She paused to look at her own cutie-mark, a winder key in the shape of a heart, before tugging the suit over it. She adjusted her tail into the hole, and carefully zipped up the back, wriggling a bit to get it all the way closed before she flexed in the suit.

"Wow, this is really a good fit!" Clockwork noted, stretching a little and taking a few steps around, "I bet I could wear this inside the armour too."

"Tome hoped you would like it," the cyan mare grinned.

"Nope, I don't like it..." the mare said, tossing her nose into the air. For a moment, Tome's face fell, before Clockwork launched herself to hug the other mare.

"I LOVE it!!" she laughed, "Thank you Tome!" Tome beamed widely and hugged back. Galaxi joined as well, and after a moment of awkwardness, Ironjaw and Flourish joined in. No pony noticed the tear in the cyan pony's eye.

"Tome is so glad."

Clockwork pushed her way into the Princess' office. She hated to admit it, but she was scared what the result of this "conversation" would be, but she knew the reason she was there. Ultrapony already had his discussion with the Princess, which she could only wonder how it went. She did know he was still on the team, so that gave her some hope for what might occur, but she'd had to deal with Ultrapony's ability to come through nearly anything unscathed before.

"You wanted to see me, Princess?" she asked softly. The Princess stood across the office from her, partly lost in the dark blues and silvers she had decorated with, looking out the window at the back of her office. Clockwork gasped despite herself, the sunset was beautiful through the window. She noticed, almost belatedly, that Luna's horn was glowing with a gentle silvery light. Clockwork realized almost immediately what the alicorn was doing and worried if she was intruding on her nearly sacred duty. Clockwork found herself frozen in place as she openly stared, and the sun dipped slowly behind the edge of the world, sending colors streaking across the sky like a handful of spilled watercolors. Slowly, into this darkening sky, the silvery glow of the moon lifted into place. One by one shining stars flickered into existence, filling the sky with a whole new kind of light.

The Princess let out a sigh and lowered her head, the glow about her horn fading as she turned slowly, "Sorry about that, Clockwork, I had to see to my duty."

Clockwork snapped out of her reverie and blushed, "You don't need to apologize, Princess, that was breathtaking."

"Thank you, that means a good deal to me," Luna said as she paused to take a long drink from a cup she had nearby, "Would you like some tea?"

"No thank you, ma'am," the mare answered, confused by the Princess' casual tone.

"I've decided not to formally reprimand either you or Ultrapony for your conflict yesterday," Luna said softly, lowering the cup back down to the tray with her magic, "But I do want a full explanation why it occurred, and the reasons for the actions you took. Do remember that I was there, observing, and listening to Galaxi's psychic network through the group. Fair warning, as I can assure you that lying will result in a... less than favorable response."

"Understood, Princess."

Luna raised an eyebrow slightly and chuckled, "Well there's one difference between you both. Ultrapony launched into a self-defense the moment those words were out of my mouth."

"Well..." Clockwork said softly, "I thought you'd have your own questions, and I'd do what I could to answer them."

"You're a smart pony, Clockwork," Luna answered, turning to look out the window again, "You know what I want to know."

"You want to know what cause the near brawl between Ultrapony and myself."

"I also want to know the cause of the animosity between you," Luna added, and Clockwork winced visibly.

"I am not sure... that would be worth your attention," Clockwork hedged.

"Really?" Luna asked, her voice lilting with amusement, "I would say anything that affects my team is 'worth my attention'. My goal is to mold you into an effective fighting force, the ultimate combat squadron against the Imps. But if there is something I am not aware of, then it's my duty to root it out."

"No pony believed me," Clockwork said, her voice barely a whisper.

"I am not them," the Princess answered gently and turned to face the small mare. Luna moved to stand before her, looking gently down until Clockwork lifted her eyes to meet the Princess' gaze, "Tell me what happened."

Clockwork sucked in a deep breath and bit her lip, but the Princess' gaze held her own in place with its gentle insistence. The mare finally let out a sigh and seemed to deflate slightly, "It happened several years ago... at least five or six years ago. I... I was just out of school and new in the Agency, and a real fan-filly for Ultrapony. Classic filly-hood crush and the like, except my brother was in the Agency, and unlike the average fan-filly, I managed to get in to help with my brother's armour. This meant I had a real chance to meet him.

"Ultrapony was larger than life when we met. He had a mission in our area, but chose to hang around for a week after the mission was completed. My brother didn't care for him, but I only saw the hero of my dreams, and I ended up joining a small group of mares he always seemed to be surrounded by. I don't know why he chose to pay attention to me from that group, my brother insisted later it was because he warned Ultrapony away from me, but he did. I was over the moon, as the saying goes, and barely noticed anything other than Ultrapony.

"Near the end of the week, he got me alone in an area of the Agency VIP quarters. At the time, I remember thinking how lucky I was, and fantasized he might even give me a kiss or something. As I said, I was head over hooves for him. It turns out he wanted more than just a kiss however, and while I was naïve, I wasn't THAT naïve. I wasn't going to just lift my tail for him, even if I have to admit I almost caved. He was all hooves and silver tongue at first, but then he started growing very angry at my repeated refusal, and called me a tease and all sorts of other hurtful names I have no wish to repeat to a Princess. I remember being in tears by the end and saying... something. I really don't remember what I said, but I remember his face turning bright red and his hoof slapping me across the face.

"Ultrapony is one of the single, most powerful, specials known in Equestria. Now imagine what it is like to be hoof-slapped by that. The fact I was halfway out the door when it happened meant I got launched down the

hall and into a far wall. I was unconscious for more than an hour, and when I woke in the hospital the 'official' story had already been told. To everyone else, I was just a stupid fan-filly who got too close, and when he tried to nudge me away he didn't modulate his strength properly. He apologized to everypony, the press, my brother, the Agency... everypony but me.

"I knew the truth. I had the massive bruise on my face, which if I hadn't been turning away when he struck, would have shattered my cheekbone. I had a dislocated shoulder, my left, where I hit the wall. I had two broken ribs, also on my left side, where I hit a small decorative dresser at the end of the hallway. I told anypony who would listen exactly what happened, and found out not only did nopony believe me, but they started to accuse ME of trying to ruin his reputation.

"In short, Princess," the mare said, her voice thin and tears starting to cloud her eyes, "Not even my closest friends believed me. Ironjaw, a dear friend of my family, doesn't believe me even now. He thinks it's what I BELIEVE happened, but he feels that the truth is somewhere between what I say and what Ultra pony says. My supervisor in the Agency told me to stop talking about it, to stop trying to ruin the reputation of the top agent they had, or he would toss me out on my flank. Ultra pony made an official statement on my accusations from some other region, declaring he was sorry for the incident, but accused me of trying to leverage this misfortune for my benefit. I have no doubt he blames me for any perceived slight or change in treatment he thinks my statements might have caused him. Only my brother believed me, and he's gone now. Mai believes me too, but because I created her I don't think she counts. I don't think she can believe I'm lying, and even if she did, I don't think she'd tell me.

"That's what happened, Princess," Clockwork finished, taking a ragged breath and wiping her face with a foreleg, "I try not to let it bother me, and I've moved on as best I can, but the moment he attacked me... Everything came rushing back, and I was ready to shove my armoured hoof through his teeth! All I could see was that... that..."

A wing draped over the mare like a comforting blanket, gently covering her in a soothing warmth that brought Clockwork to a halt, her form shivering as she just lowered her head. The Princess used the wing to gently hug the small pony closer, letting her shiver and cry like a young filly, years of pent up anger and frustration in every one of those tears.

When Clockwork had managed to regain control, a folder floated from the desk and over to Princess Luna, "Ultrapony did mention to me his belief you were trying to ruin his reputation, just as you had in the past, thus I felt it wise to bring myself to speed with the official records. It seems it was deemed a relatively minor incident, and never reached the desk of anyone higher than the area commander for the Agency. According to the reports, an investigation was quietly launched, as there had been similar claims from a few other mares, but nothing conclusive was proven. It boiled down to your word against his, and as you know from experience, that always tends to fall in favor of the pony with the longest service or highest rank. In this case, it was a mare with barely six months experience versus a decorated agent with almost ten years of service."

"Roughly what I thought it would say," Clockwork said in a drained voice.

"Ultrapony was insistent that you must have sort of axe to grind with him," she said softly, "I did not see any specific act of revenge on the field, but I want to hear, in your words, what happened yesterday."

Clockwork sucked in a ragged breath, "He abandoned the team, short and sweet. He started alright, but when he started snapping at the other ponies, I knew something was wrong. When he yelled at Flourish, accusing her of being a coward, really made me wonder. Then he flew off, and left everypony confused. I just fell into the role I previously filled, team coordinator, and tried to finish the assigned mission."

"Clockwork, I need you to answer this next question honestly," Luna said, her voice dipping slightly, "Do YOU want to lead the team?"

"Whether I want it or not isn't important, it wouldn't be a good for the team if I were the leader," Clockwork answered with a shrug, "I couldn't coordinate the group AND fight at the same time. I froze up at one point trying to coordinate things, but I just couldn't focus on coordinating our tactics when I was firing my weapons. I knew from my brother that battles were hectic affairs, but I didn't expect it to be quite that overwhelming. Even if I had the potential to lead, I'd have a lot to learn before I was ready to lead my way out of a paper sack. I can coordinate, that's what I did for four years for the Agency, and I was damn good at it. But as a coordinator, I

never had to sit in the middle of a firefight. I only had to guide them in a general sense, point out targets of priority, or feed them sensor data they didn't have in the field."

"Thank you, Clockwork," Luna said with a smile, "That was an extremely honest answer that tells me what I wanted to know."

"Ma'am?"

"You told me essentially what I knew," she sighed, "The team doesn't HAVE a leader at this point. Ultrapony is too impulsive and short-tempered. Ironjaw lacks the foresight. Galaxi is too naïve. Tome has ego and control issues. Flourish lacks the desire or motivation. You are smart, but as you just said, lack the focus in combat. This leaves me a team with no leader."

"Maybe we need our own coordinator," Clockwork joked.

"That's... an interesting idea," Luna mused, her brow creasing in thought, "An interesting idea indeed."

Tome groaned softly as she kicked the door to her room shut, a smile still tugging at the corners of her mouth. Clockwork had loved the gift, and for the first time she could remember, the cyan mare had friends and not fans. Fans dote and cheer and call your name, but vanish the moment you stop living up to their every expectation and whim. They feed your ego, which was something Tome craved back when she lived under another name, but vanished when the lights went off.

She was proud of herself by not losing her cool around Flourish. The grey mare brought out the worst in her, at least at first, but she felt she was starting to understand her. She couldn't help but think there might be some deep hidden pain in the flamboyant mare, something that causes her to play the jester, but Tome doubted that Flourish would stop smiling long enough to even hint at the tale. At least Flourish was quite adept at picking

up cues, allowing them both to entertain Galaxi and Ironjaw for a brief while with their combined antics.

Tome giggled slightly as she doffed her conical hat, remembering how Flourish valiantly "vanquished" the demon she had cast as an illusion for the story she told. Despite having to pause at one point to remind Flourish that the hero of the old story couldn't teleport away in a cloud of pink smoke, things went surprisingly well. More, it helped Tome feel connected to this team... Clockwork and Galaxi, and now Flourish and even Ironjaw. In fact, that list was notable mostly for the one name that was absent from it.

The unicorn frowned as she removed her cape and draped it over a nearby mannequin, her hat joining it moments later. Ultrapony, their supposed leader, had been missing the entire afternoon and evening. Clockwork had a reason to slip out, as the Princess had summoned her, but Ultrapony had his "interview" earlier that morning, so what was the purpose for his absence? Clockwork had confirmed later that he was still on the team, but everything else was still a mystery.

The mare sighed and shook her mane out, trying to stifle a yawn that overpowered her, "Oof, Tome thinks maybe she should get some sleep," she chided herself. Her horn glowed briefly, tugging the blankets back on her purple and silver decorated sheets which covered her large bed. Tome could remember how she had to stop herself from bouncing on it like a filly the first night here, as it was by far the largest bed she could remember having the pleasure of in a very long time. Aside from the mannequin she used to keep her cape and hat on, the rest of the room was bare save for the door to a bathroom she considered downright opulent.

"Hard to remember I lived so long in squalor and cheap hotel rooms," she told herself as she made her way to the bed, scooting in under the sheets. Her horn flared momentarily as she tugged the sheets up over her, reaching to her nose as she snuggled in, smiling tiredly at the silly filly-hood habit she had never managed to outgrow. Her horn flared briefly again, and the single light in the room snapped off, blanketing the room in darkness. A darkness shortly filled by the sounds of her slowing breath as sleep claimed her.

From behind the mannequin, a soft whispery sound was heard, and a pair of pale gold eyes opened in the darkness. The imp's beak curved with a smile, and another whispering sound was heard, this the sort of sound old leather makes when it caresses the skin. The imp unfolded itself, the simple camouflage that hid it so well in the shadows falling away as it stretched. It was small for an imp, but it was here for a very specific reason, and it was time for it's mission to be fulfilled.

From under it's wing, it tugged free a glowing green gem, it's clouded surface swirling with magic. Unlike most brain-worm gems, this one wasn't designed to steal memories... this one was designed to implant a specific idea and suggestion. He'd stalked the Nightmare's chosen target, and his mission was so close to completion he could almost taste it. But he had to be careful, he couldn't risk discovery when the plan was so near completion.

Carefully, with a slow precision, the imp crawled across the floor, his wings spread and held down. He knew to stay low, as occasionally she would look into the darkened room as if she felt him, but tonight she seemed too tired. Her mind was filled, no doubt, with of disgusting things like sunshine and green grass and friends. The Imp made a face as he crept closer, unable to understand what these... ponies saw in such horrible concepts.

Finally he reached the side of her bed and paused, head cocking as he listened to her breath. He froze for a moment when it caught, but she only smacked her lips and began to snore afterwards, and he allowed himself a moment to relax. With the green gem in hand, he slowly and carefully began to stand up, slitting his eyes to minimize their glow as he looked over her. She was lying on her side, facing away from him, just as he preferred. It always felt a bit creepy when she faced him, even if he knew she wouldn't wake once he triggered the gem.

Finally satisfied she was truly asleep, the imp stood up fully, barely as tall as a pony. Stealth imps were notably smaller than their kin, suited primarily to slip into areas no normal Imp could reach, and hide for as long as it takes. He'd been in Canterlot for years, making the occasional contact as he spied on the accursed Night Princess, the weak willed fool who had been purged of the glorious Nightmare that lead them. Others lived in the

walls of the Palace as well, but all were focused on this task, and when the time came they would likely be sacrificed for Nightmare's ultimate victory.

What a glorious way to go!

The imp shook off the reverie as he held up the glowing green gem, suffusing the pony's face in an odd sickly green glow. He only had to probe it with a claw-tip for it to spring to life, shining down on the pony lying in bed, locking her in sleep as it fed it's suggestions to her. In this case, it was a simple one, which made it all the more powerful. She only had to examine the Elements of Harmony with a small spell. She'd think it would simply confirm if they were real or fake, but woven into it was a weakness, a special touch designed by the Nightmare herself.

The Imp was sure it would happen soon. The fact she visited the shrine told him that her resistance was failing. Soon, so soon, he could leave this horrid place for the darkness of the deep skies once more. A smile washed over his face as he imagined soaring on the solar winds, and the embrace of the deepest dark that would welcome him after his sacrifice...

Soon, he told himself, and grinned toothily.

Chapter 9

Live Fire

"Testing, can everypony hear me?"

"I've got you loud and clear," Clockwork answered, and the others of the team did as well through Galaxi's psychic link.

"Excellent. Time to see how well this works then," Princess Luna said in their minds. Clockwork had to grin, she hadn't expected Luna to take up the role when she suggested they needed a coordinator. "You will be meeting up with a trio of Unregistered ponies known as 'The Crusaders'. They have information of a star-fall in the Northern Reaches. Consider this your first official action as a team."

"Why am I pulling this damnable chariot?" Ultra pony growled and fidgeted in the leather harness that linked him to the golden chariot in question. He had not taken the demotion from team leader very well.

"The team needs to get there somehow, and only Dragonfly can keep up with you. Since she's not a Pegasus, she can hardly pull a chariot," Luna answered, but Clockwork could hear the pegasus' snort clearly. Dragonfly glanced at the riders in the wooden chariot, her teammates, who looked about as thrilled to be riding this particular chariot as Ultra pony did in pulling it.

"I am thinking that is our landing zone, ya?" Ironjaw pointed out, trying hard not to look ill.

"That's correct," Luna confirmed, "Dragonfly? Scout the landing site and let Ultra pony know if it's clear."

"Roger that," Clockwork answered smoothly, and rolled away from Ultra pony and the chariot. She moderated her speed as she began to descend, flaring the quartet of her armour's wings. For the first time she was able to truly appreciate the grandeur of the Northern Reaches. Snow

capped mountains that reached into the sky like the teeth of some ancient dragon. Snow capped those teeth only to fade lower down their faces, were a verdant green forest clung tenaciously in the frigid weather. A crisp cold air whistled through the pines, filling the forest with a soft rustling. The day was startlingly clear, and the sky a beautiful blue that makes one feel as if they could see for many, many miles. Clockwork was very glad she thought to insulate her armour.

Clockwork splayed her hooves a bit more, steadying her descent as she approached the clearing below. She began to realize that she was not alone, but her sensors stubbornly insisted she was. Carefully she looked around, and spotted the purple maned pegasus as she buzzed her a second time. On the third pass, the aged orange pegasus pulled even with Clockwork, hovering eye to (mechanical) eye with her. Clockwork took the moment to study her, watching the purple mane falling about the hard lines of her face, and the bodysuit of white with flaming prints covering her lean body. But what drew Clockwork's eye the most were her wings, which buzzed with a speed more akin to an insect than a pegasus.

"You the ponies the Princesses sent?" the pony asked, a thinly veiled note of distaste in her voice.

"Affirmative. I'm Dragonfly, and the rest of the team is circling until I can confirm the landing zone is clear," Clockwork answered.

The pegasus with the odd buzzing wings touched her temple, and Clockwork guessed that she was using a well hidden headset, "You copy that Echo?" The pegasus nodded a few times as she listened to this "Echo" before motioning to Clockwork.

"C'mon then," she said, and zipped down. Clockwork pondered how much energy it must take for her to fly with wings like that, but guessed that her maneuverability must be superlative, and told herself she'd have to sit down with this pegasus and get some data for a future upgrade to her armour. Angling into a shallow dive, she followed the other pony easily enough, splaying her hooves before landing on the uneven ground. A pair of ponies were waiting there for herself and the pegasus to join them.

"Ah thought they was sendin' more then jus' one." a yellow colored pony said, her fire red mane streaked with grey, unruly strands escaping

the bow she tied it back with. She was clad in a lavender suit that seemed to billow about her, reminding Clockwork of a martial arts uniform.

"They did," the other answered, an aging white unicorn with a lavender and pink mane that looked similar to Flourish's. Unlike her compatriots, she didn't dress nearly as flamboyantly, only wearing a form fitting bodysuit in white with a few tasteful purple accents.

"I'm just confirming the landing point, miss...?" Clockwork answered.

"Ah'll save introductions for when you've have landed. All you need to know now is we're th' Crusaders," the yellow pony stated with an accent that oddly seemed to fade in and out. Clockwork nodded, and did her sensor sweep of the area.

"Ultrapony, you're clear. Just watch for the ridge to the north."

"Whatever," Ultrapony growled, and brought the chariot down as gracefully as could be expected, which is to say the 4 ponies on the ground had to dive for cover as he nearly ran it into a tree. The chariot's riders were more than a little thankful to be on solid ground again, all looking nauseas and flight-sick.

"I told the Princess I don't DO chariots," he growled as he tossed off the harness.

"Everypony safe and sound?" the Princess asked over the mental link.

"More or less," Clockwork answered, barely hiding a chuckle as she turned to the recovering trio, "Sorry about that. He's not used to pulling a chariot, but it was the fastest way to get here."

"Think nothin' of it," the orange pegasus answered, "I'd hate haulin' one of those things too."

"Anyway, introductions," Clockwork chuckled, "I'm Dragonfly, the mare in the purple bodysuit is Galaxi, the big steel stallion is Ironjaw, the blue unicorn is Tome, our 'pilot' there is Ultrapony..."

"THE Ultrapony?!?" the orange pegasus cried, and dashed over to the white pegasus. She was a blur as she rushed the surly pegasus, grasping his hoof as she pumped it with wild abandon, even as she peppered him with rapid-fire questions. Inwardly Clockwork groaned, a fan-filly. A fan-filly that was older than Ultrapony. She was surprised when she noticed that the pegasus' partners had groaned more audibly.

"... and the grey unicorn there is Flourish," Clockwork finished weakly.

"Well, you've already met Firefly," the yellow pony told her, smiling broadly, "Mah friend here is Echo, an Ahm called Shadow Bloom."

"No offense intended, but what do you mares do?" Clockwork asked curiously.

"Ah'd rather not brag, but Firefly over there has those buzzy wings an' the ability to shoot fire from her hooves," Shadow Bloom answered, "Echo here... well you'll will just have to hear it for yourselves. As for me..." and the mare winked, and she literally faded to invisibility right in front of Clockwork.

"For a while, she called herself 'Fade out'," Echo politely pointed out, her voice having an almost hypnotic sing-song quality to it, "But then she finished her martial-arts training and earned her black belt, so she decided to change her name... How many years ago was that?"

"Ah ain't telling!" Shadow Bloom answered from... somewhere.

"I wondered if that belt was for show," Flourish offered as she poofed into existence beside the armoured mare. Galaxi joined her as well, while Tome was busy trying to steady Ironjaw... and Firefly continued to pester Ultrapony.

"Nope!" Shadow Bloom answered, making everypony jump as she reappeared behind them, "Ah earned it fair and square!"

"So what do you ponies do?" Echo asked politely.

"Dragonfly there," Tome answered as she managed to join the group with Ironjaw in tow, "invented her power-armour. Galaxi is a psychic and telekinetic. Ironjaw is obviously made of metal. Ultrapony is... well Ultrapony. Flourish can teleport and use that most unusual rapier she can create from her horn. Finally is Tome, the Mistress of Magic!" Tome finished with a cry, and reared up, showing off with a few illusions of smoke and fireworks. Amusingly the pair of ponies just looked at each other knowingly.

"Ya'll remind me of somepony..." Shadow Bloom started.

"...our older sisters met way back in Ponyville." Echo finished.

Tome's face fell sharply at the name of the town, "NO! Uh... No... that's... that's not me," she stammered and tried to hide under her hat.

"If everyone's been introduced," Ultrapony cut in, trying to escape the aging fan-filly with the buzzing wings, "What's the situation?"

The unicorn stepped forward and tugged out an electronic map, "We detected it only two days ago, but unfortunately the rough terrain masked much of the landing from our sensors."

"That an we're still learnin' how to use 'em," Shadow Bloom informed them.

"What sort of sensor system?" Clockwork asked.

"We got them in exchange from the Princesses in our last negotiations," Echo informed her, "She said they're the same ones the Agency uses."

"If you want, I'll help acclimate you to the units after the mission," Clockwork offered, "I used to work with them a lot for the Agency."

"That'd be helpful..." Shadow Bloom started.

"We don't need help from the Agency!" Firefly cut in, "You don't know if she's some sorta spy or somethin'! We can't even see her face!"

"Scoo... Firefly," Echo cut in, catching herself, "We're trusting a group twice our size to help us handle a large star-fall full of Imps. I think we can trust one of them, outnumbered, in a place of strength for us, to show a few technicians how to operate our newly acquired gear."

"Anyway... the mission?" Ultrapony cut in. Clockwork imagined she'd be flying back alone if she stayed on to help the Unregistered ponies here, which honestly didn't bother her in the least.

"Right. Shadow Bloom went in to scout out the impact crater," Echo continued, tapping a spot on the map to enhance the image, "It's a big one. We counted at least fifty imps, and they're heavily entrenched. It almost looks as if they're preparing for something, but we've not been able to ascertain what."

"So what was so massive a problem you felt the need to call for assistance?" Tome asked carefully.

Echo tapped the map for a moment, and a small image appeared on the screen, "This."

"Is that...?" Clockwork started, her blood running cold.

"That is a Destroyer Imp, ya," Ironjaw provided, "I have only seen one before. They are enforcers and extremely powerful. If you think an imp squadron or two is bad, a Destroyer makes them look like a piece of cake, ya."

"That's a good deal more than fifty," Clockwork sighed.

"No kidding," Flourish noted, lowering the binoculars she had been looking through, "That looks closer to eighty to me." The two fillies were hunkered down amidst a soft bed of pine needles on a ridge near the star-fall, a smattering of trees covering their presence. Several hundred feet away was the crater the unnatural meteorite had made, the rock walls

having been bored full of door-way like holes that allowed the imps to mill about and provided quick entrance and exit.

"If they're as entrenched as the Crusaders believe, it could be upwards of a hundred."

"There's a lovely thought," Flourish made a face, "A hundred Imps plus a Destroyer."

"Well, this is what we signed up for," Clockwork joked.

Flourish nudged her with a grin, "Hey now, jokes at inappropriate times are MY schtick."

"Think the plan will still work?"

"Not a chance," Flourish grinned.

"I was afraid you'd say that."

"Seeya at the bottom," Flourish called and vanished in a puff of pink smoke. Clockwork waited, the mental link open as the teleporting pony relayed the data to their temporary allies.

"Checking in," Luna's voice sounded in her head.

"Doesn't look pretty, Princess," Clockwork offered, "I'm not too sure of this plan."

"You're just squirming at the thought of being bait," she teased.

"Just tell me when to go before I chicken out," Clockwork chuckled, then her breath caught in her throat, "I've got movement."

"What do you see?"

"Oh hay... the Destroyer is topside," Clockwork groaned, "He's looking around like he's expecting something... or somepony."

"Duck down, he might be trying to spot you."

"I don't think he's seen me," Clockwork answered softly, "But I've got a very bad feeling about this." Clockwork swallowed visibly as she looked out over the crater. The imp that had appeared on the surface was massive, easily 4 stories tall. To Clockwork, it bore a resemblance to the mythical Ursa Major, except it wasn't a bear. It had a wickedly curved beak that was reminiscent of a buzzard, and skin that glowed with the night sky itself even in the mid-afternoon sun. A pair of baleful glowing eyes swept back and forth, scanning every inch of the landscape around it intently. Serrated claws clenched at the ground beneath, churning the dirt with every step, and crushing any rocks that happened to be underfoot. Loosely held in it's right hand-claw was a massive club that looked like it had been a full grown pine-tree just a day ago. The Destroyer Imp was missing the wings of it's smaller cousins, but somehow Clockwork couldn't imagine that being too much of a hindrance for it.

"We're ready down here," she heard Galaxi over the link.

"Alright, Dragonfly," Luna said softly, "It's all you."

"Celestia help me."

"Will you settle for me?" Luna joked.

"I'll take whoever I can get," Clockwork poked back nervously. She folded the flight surfaces back to high-speed mode, and opened the large engine on her back. She'd had plenty of time for her wings to recharge the armour from the trip, but she wasn't entirely sure how well trying to launch into high-speed mode from a dead stop would work. Only way to find out...

The engine flared brightly, sending the bed of pine needles scattering, and she galloped towards the edge of the cliff. For a brief moment, fear clutched at her heart as she was sure the air wouldn't catch her, even as her hooves launched her off the cliff. For several long moments only the sense of free-fall gripped its icy talons into Clockwork's heart. Then a cushion of air buoyed her like a bobber on the water and she hurtled forward, leaving her to struggle in an attempt to pull up, and away from the huge Imp looming before her.

"This is bad," she groaned, her eyes widening as she saw the Destroyer Imp leap into the air in an attempt to bat her out of the sky with its massive club. Her options were limited, and the only ones the mare did see were immediately cast away, her death certain with each. Clockwork finally chose one that seemed insane, even to her, and bit her lip. She leaned forward, propelling herself into a dive, angling her hooves back and firing the additional jets to increase her speed as quickly as possible. Her sensors told her what she wanted, as she cut under the Imp's attempted swing, and down the length of its chest.

"Clockwork!! What are you doing?!?" Luna's panicked voice reached her.

"Improvising."

The armoured pony pulled up sharply and rocketed between the legs of the leaping Destroyer, her backwash causing it to howl in pain. Hoping it would take some time to recover, she unleashed the planned bombardment from all four hooves at the swirling force of Imps that had begun gathering below. She wasn't even paying attention to her aim, just kicking the beehive so to speak, and now it was time to run.

Clockwork pulled her hooves tight to her sides and channeled every ounce of power the suit had into her speed, tearing away from the chaos behind her, the swirling mass of Imps temporarily halted by the falling members of their own back against them. Unlike the illusions she trained against, these did not evaporate when they were killed. Also they seemed a good deal uglier, but Clockwork didn't allow herself dwell on it. Instead she had to focus on speeding down the valley towards the position the group had prepared. It was narrow and thankfully straight, but even then it took all of Clockwork's skill not to impact the narrowing edges of it.

Finally she saw the barricade her team and the Crusaders had set up, a pair of trees that had been felled and placed in an angle facing towards the valley itself, a few branches still clinging stubbornly after the hasty removal of its brethren. Clockwork began to bleed off her speed, dipping low to come in over them. She'd almost made it too, when an Imp crashed into her from above, driving her down into the rocks. Alarms screamed at her, but the shields held even as she was literally ridden through the furrow she created in the rock-bed. Unfortunately the Imp didn't

leave when they stopped, leaving her to struggle and attempt to reach her feet with a raging imp slamming her back down.

The Imp's screaming reached the ears of the team, and the sky turned dark with more than a hundred wings as they prepared to dive at the entrenched location. A purple glow formed as Galaxi rose her telekinetic shield over the team, staving off a volley of hurled rocks. Strategy, however, wasn't foremost on the Imps' minds. They wanted blood for their comrades, and they dove en masse at the entrenched team.

"Echo? Ah think it's time to shine," Shadow Bloom grinned.

"I agree. Galaxi, was it? Drop the shield please," Echo asked, and reluctantly the psychic dropped the shield.

The elder unicorn took a slow, deep breath, as if she had all the time in the world. She didn't pay any attention to the diving imps as they drew closer, instead focusing herself inwards. Then her eyes flashed open, her gentle expression vanished as she opened her mouth widely... and screamed.

The first of the Imps had nearly reached her, and took the full brunt of the ear-shattering scream, but being first or last did not save the majority of Imps from the intense sonic assault from the aged unicorn. Her voice literally turned to a weapon, and the very air vibrated about the horde of imps, shredding them into a mess of ichor, bone, and sinew.

The imp on Clockwork's back paused from trying to batter through her shields to look up at what Echo was doing. He screamed angrily, launching himself along the ground, but never got more than 10 feet before he was met head-on by a pair of fireballs from the aptly named Firefly.

Clockwork, relieved of the Imp's weight and attentions, deactivated her wings and rolled onto her back to face the sky. She angled all four of her hooves upwards and began to fill the sky over her with blue-white plasma bolts, picking off any stragglers that skirted the edges of the sonic band of death the unicorn created in mid air. Tome and Firefly joined in shortly as well, turning the air into a deadly place for the Imps.

Flourish appeared by the armoured pony's side and went into her deadly whirling dance with her "blade", joined quickly by Shadow Bloom's martial strikes, as they proceeded to make quick work of those Imps smart enough to drop to the ground. Between Bloom's constant invisibility tricks and Flourish's energetic teleportation, they were able to decimate nearly the entire ground force by themselves before Ultrapony and Ironjaw charged in to assist.

The battle lasted only ten minutes, but to Clockwork it felt like hours before the sky was finally clear of any imps. She couldn't figure out how the unicorn managed to make her sonic scream last that long, but she had to admit it was deadly effective. Clockwork rolled to her feet and reactivated her wings, sucking up the solar energy again for her low batteries when she spotted something on her HUD.

"INCOMING!!" she cried out loud and over the psychic network.

Clockwork would relive the next moments in slow motion for years to come. The Destroyer Imp arrived with a crashing shockwave, crushing rock and any living thing, pony or imp, beneath its feet. Only a panicked teleport from Flourish spared her the fate a handful of imps suffered beneath those crushing foot-claws. With momentum from its leap fueling it, the club it carried was no more than a deadly line in the crystal blue air. This line found a mark right upon the back of Ironjaw, driving him downwards into the rock bed and forming a new crater with the immense force of the impact.

The stunned ponies watched in shock as the Destroyer roared in victory, then derisively kicked the pony it had crushed, sending the limp form of Ironjaw arcing overhead. To Clockwork's horror, her sensors analyzed the image, picking out cracks in the metal of Ironjaw's back where the silvery-grey fur of his coat peaked through. Galaxi, thankfully, caught him with her telekinesis, lowering him safely to the ground. But the damage had been done.

Cold fury mixed with a near crippling fear washed over Clockwork, her plasma ejectors were primed and charged, but she found herself rooted to the spot. Horror at what she had seen flooded her mind, even as her logical mind screamed at her. Her armour could not handle this opponent, she knew it, but righteous fury rarely listened to reason. Fortunately, or

perhaps unfortunately depending on your perspective, another figure rose to the challenge. This figure of a pony flew up in before the Destroyer, his white coat gleaming in the mountain air, his multi-colored mane and tail fluttering in the stiff breeze.

The Destroyer was unimpressed, and swung its tree-club in an arc at the pony, grabbing it with both claws to add extra force. The look on the giant Imp's face was priceless as it was stopped dead by the pony, and almost became comical as the Imp threw its weight into the swing twice more to attempt to make the club move from that spot. The pony shifted his grip, and tore the club from the monster's claws, hurling it away behind him derisively. The white pony then turned into a blur, dashing in at the Destroyer to hit it hard across the beak, driving it back a step.

"SWEETIE BELLE!!" someone screamed, and Clockwork's reverie was shattered. She tore her eyes from the battle between Ultrapony and the Destroyer, to look behind her where the group had prepared their ambush. Sensors showed her the unicorn was the only pony left there, and she was recovering, short of breath. The threat was not apparent to Clockwork until she looked up.

The tree/club that had been thrown from the battle soared over Clockwork's head as it spun lazily in the air, its deadly arc heading straight for the barricade and Echo. Clockwork gasped, her eyes widening when she realized what was about to happen, and quickly switched the firing mode on one of her plasma ejectors. She'd have to make this count, the low power of her armour wouldn't support the constant beam fire for more than a few seconds.

To Clockwork, time seemed to slow down. She could only wait, and yet every second counted, but her shot would be worthless if she didn't wait. The lazy flat spin of the tree would ensure that if she fired now, she'd only hit it at one end, and she'd be out of power before that was ever effective. She had to wait for it to spin further around, but every second brought it closer to the unicorn, who looked at the approaching tree with horror.

To her credit, Echo tried to scream again, but her voice devolved into a coughing fit that only served to remind every pony she wasn't a young filly anymore. She wasn't even middle aged anymore. Were life fair,

she'd be on the porch in a rocking chair, singing lullabies and nursery-rhymes to her grand-foals. But life wasn't fair, it had stolen her sister from her, it had stolen her home from her, and now it seemed poised to steal her from her friends and family.

A blue-white beam lanced out from the ravine, carving a line through the air as it sliced the tree into two parts at roughly the middle. Echo, known in better times as Sweetie Belle, could only watch as the bisected tree seemed to separate only feet over her head. Then a pair of plasma bolts, launched from the bucking hooves of the armoured pony Dragonfly, slammed into each one of the two parts. That pushed them just enough to send them over Echo's head, as she felt more than saw the massive tree miss her and crash into the forest just behind her. She clenched her eyes shut, only listening to the splintering sounds of the trees, and imagining that could have been her bones.

"Time to go," came a voice, and her eyes snapped open again. The grey pony was there at her side, the one with the weird horn of glowing pink and mane similar to her own, and grabbed her with a foreleg. Echo had never been teleported before, and it was not an experience she wanted to repeat anytime soon, but she was perfectly happy to tolerate the intense dizziness to be safe from that falling log. She closed her eyes, and felt her friends appear like magic to hug her intensely.

"What about...?" she croaked. She touched a hoof to her throat and frowned, the doctors told her if she didn't stop using her scream, she'd lose her voice permanently. Fortunately that wouldn't happen today, but she'd barely be able to speak for weeks after this.

"Have a look," one of the Princess' agents said, Tome she thought, as she spread a hoof to the scene before her. Even were it not for her raw throat, the scene left her speechless.

At the head of the ravine, a single pony was fighting the Destroyer Imp, and was winning. Ultrapony's shining white coat seemed almost like another star on the Imp's skin, yet a very aggressive star as he lunged at the Imp's head, causing it to snap back painfully. The Destroyer roared with pain, and tried to clap its hands down on the annoying pony, the impact sending shockwaves through the valley.

For a moment, there was silence. The Destroyer began to grin, assured in its own victory. But its expression fell, then turned angry, as its hands were slowly forced apart. Ultrapony only smiled from where he had forced the Imp's vice-like grip open, a dark smile that promised much horror and pain, before he seemed to rocket from between the nightmare's claws. Ultrapony was propelled, as if the Imp's crushing hands had launched him, right back into the face of the Destroyer. The Imp's head snapped violently to one side, and a crackling sound made everypony wince. Heedless of the fact he likely just broke its neck, Ultrapony rushed forward to grab its beak, pulling it back to face him.

"What's he doin'?" Firefly asked in a terrified whisper, her eyes wide as saucers. The Destroyer's dying scream filled the valley with a bone-chilling sound, which was suddenly cut off as Ultrapony struck the giant imp again, spinning its head the other way and further shattering the bones of its neck. He then ducked forward, grabbing it by the nape with his hooves, then literally threw the gigantic imp straight into the ground. The impact caused a shockwave that nearly bowled over the assembled ponies, leaving the broken Imp in a newly formed crater all its own.

Ultrapony filled the air with his feral scream of victory.

"Galaxi!!" Clockwork cried, and had to run along the ground, her armour too low on power to fly. She hoped the wings would collect enough power to manage the feat soon.

"He's... he's alive," Galaxi answered, looking up from where she was sitting by the steel pony's side. Ironjaw was out cold, which itself wasn't the scary part. No, what terrified Clockwork was that the metal shell covering his back was festooned in the web-work lines of cracked steel. Some of the metal fragments had fallen loose, flaking free of the stallion's back, where a matching silvery-grey coat of fur could be seen.

Clockwork swallowed nervously, "I... I never believed him when he said he had a 'luxurious' silver coat before his abilities came to light."

"Clockwork...?"

"Does... does the Princess know?" the mare asked in a soft, strangled, voice.

"She does," Galaxi answered, "I've already relayed the Princess' request to teleport in to take him back to Canterlot for healing."

"What... What's the preliminary assessment?"

"He might not walk again," a new voice answered, and Clockwork looked up to see the pony known as Shadow Bloom approaching her, "Ah think it might've broken his back. That's why we ain't moved him."

"Why can't..." Clockwork started.

"It ain't that simple," Bloom answered sadly, already knowing the question as coming, "Ah... WE may have started the Unregistered movement, but it's been a long time since any of us were its leader. We Crusaders are more of a... figurehead now, still bangin' around, but not havin' much say over how things work anymore. They'd have retired us, but we don' sit still well."

"Why?"

"Why are we just figureheads? 'Cause we're getting' old," Bloom answered with a sad smile, "Mah sister, and Echo's sister, were both part of 'The Six'. But unlike them, we didn't want be pressed into service. All Luna's Agency represents is an extension of the Royal Guard. There are a lot of Specials who never wanted to fight, who didn't have a talent that would allow them to fight, or just plain didn't have the personality for it. How do you make a pony with a gentle soul, who only wants to create art for other ponies, fight in a battle? You can't, an' if you do, it won' end well."

"So... we're stuck?" Clockwork asked, trying hard to control her voice.

"Just cause we ain't in charge no-more, doesn't mean we ain't got some clout," Shadow Bloom said softly, "We're just waitin' on permission. Once we got that..."

"Bloom!!" Firefly called out, "Tell the.. Oh wait, there you are. Galaxi, tell the Princess she has permission to extract 'im!"

Galaxi nodded quickly and touched her head. With barely an instant passing, Luna appeared in a silvery flash of light, looking about quickly for the wounded pony.

"Oh dear, this is worse then I anticipated," Luna said worriedly, then looked to two Crusaders, "Apple Bloom, Scootaloo, thank you. Hopefully we can save this pony's life."

"Best get movin' Princess. You know how fidgety they get about having you in the territories," Shadow Bloom noted with a sad smile.

"I know. I wish we could have met again under better circumstances," Luna answered, then knelt down to drape a wing over Ironjaw. Her horn glowed again, and in another silvery flash, both vanished from the scene. Galaxi let out a soft sigh and a groan as she climbed to her hooves, Firefly joining her as she wandered tiredly away, but Clockwork could only stare at the spot where Ironjaw had been.

"You alright?" Bloom asked the armoured pony, placing a hoof on her shoulder.

"Probably not," she admitted, "He's a friend of my family. I've known him since I was a foal in school. He and my brother were inseparable. Now... Now I've lost them both."

"It's hard loosin' kin," Bloom said, sitting on her flank near Dragonfly, "I lost both my elder sister an' my elder brother in this mess."

Clockwork reached up and tugged off the helm of her armour, revealing her face for the first time to these new ponies. "Are you really Apple Bloom?" she asked softly.

"Eeyup."

"Your sister saved my family once..." she said softly, "Back when I was very young. I was barely old enough to understand what happened, only that Lady Sparkle and Lady Applejack rescued us from a falling star, thankfully not one carrying Imps."

"Mah sister was probably ready to buck the thing back into space if Twilight didn't stop it with her magic." the yellow mare grinned.

"I know Lady Sparkle used to compare my brother to Big Macintosh all the time too," she pressed on.

"That was our big brother," Bloom offered, smiling sadly, "He was such a proud stallion, but of few words. Did you know that he and Twilight almost got married? They were fixin' to, but then all this Special stuff happened. Sure Big Mac understood, but it broke his heart when she left."

"I worked with Lady Sparkle sometimes near the end, she was assigned to the station I used to coordinate from," she said softly, "I can promise you she remembered him fondly. You could always see it in her eyes, and how she'd never talk about how they had to part ways."

"Not surprised," Bloom nodded, "They were really in love when all hell broke loose. If it's not prying, who was your brother?"

"Warpony," she said softly, "Widget when not in the armour."

Bloom considered, "Ah've heard that name before."

Clockwork nodded, "I helped design his armour when I was still in school. He got me into the Agency as his personal technician, and I climbed up the ranks to become a coordinator. When my brother died... they offered me his spot on this team."

"Never feels like you can measure up, does it?"

Clockwork shook her head before she looked at Bloom, "No."

"I know the feeling. I mean, Applejack was one of the legendary Six, an' she was mah big sister," she said softly, "I learned to fight since mah

power was just turning invisible, an' she was super-strong. An then there was Big Mac..."

"My brother looked up to him... he was a legend."

"Yeah... he is," Bloom nodded, wiping her face with a fore-hoof, "Ain't many ponies can claim to have rescued Princess Celestia, helped to stop the assault of Redpine Ridge, and stood up to a squadron of Imps single hoofedly... all without any sort of 'gift' at all. Sometimes it ain't the powers, but how you use 'em, that makes the pony."

"I hope he's okay," Clockwork whispered softly, blinking back tears.

"Ah'll understand if you don't stick around," Bloom said softly.

"I'll come back when things calm down. I don't mind helping out, but..."

"But you want be there," Bloom said understandingly.

"Y-yes."

"Ah'll see what strings I can pull. Maybe some sorta exchange or something, but I doubt they'll go for that," Bloom sighed, "We never wanted to separate ourselves from Equestria, we just wanted a safe place for those who wouldn't or couldn't fight, powers or no."

"The current leadership is getting ambitious?" Clockwork asked, curious despite herself.

"A bit. They think that just cause the Princesses let us live out here means they can't come swoopin' in if they up an' change their minds. They think they got some sort of power over the Princesses," Bloom snorted, "As if... they ain't met the Princesses like we Crusaders. They ain't felt the power they give off just standing in their presence. We're here cause they let us be here, not cause we got some sorta power over them."

"Sounds like they might make a mistake and overreach."

"Maybe," Bloom nodded, "Ah was worried they might do it now and turn down the Princess' request to get that wounded teammate of yours. Ah'd have stood against 'em if they did that. You don't abandon your kin, and your team is your kin."

Clockwork looked up to the sky, "Yeah, I guess they are."

Chapter 10

Apotheosis

"Miss Key, please try to relax."

The mare in question, shorter than the average pony of her age, glowered darkly at the nurse. Her green eyes were filmy with worry and exhaustion, but she hadn't moved from the waiting room. Over the past few days she had become an installation piece in the hospital, her disheveled form and dark mane standing out in stark contrast to the pristine white decor. The waiting room was pleasantly carpeted with a few bench-like chairs for ponies to sit on. Despite this, Clockwork Key had been steadily pacing the same patch of carpet for hours now, threatening to wear a hole in it.

"Clockwork?" a different voice asked, and the mare shifted her bloodshot gaze to the questioner.

"Galaxi? What're you doing here?"

"He was my teammate too," she said softly, not bothering to point out that she, Flourish, and Tome had been taking shifts in the hospital with Clockwork. She knew the mare's mental state was fragile at best, and days without sleep were hardly helping.

"S-sorry Galaxi, I didn't mean to snap," Clockwork answered softly.

"It's okay," Galaxi said with a comforting smile, "Any word?"

"No."

"Come on then, sit down. You could use a rest," Galaxi coaxed, and gently nudged her towards one of the benches.

"I... I can't," she choked, "Every time I try to sleep I just see..." The small mare's voice trailed off as she clenched her eyes shut for a moment, the victorious scream of the Imp echoing through her mind, the glint of steel

falling away from the helpless form as it arced through the air. Clockwork shook her head to clear it.

"It wasn't your fault Clockwork," Galaxi interrupted, using a foreleg to hug Clockwork comfortingly, "It wasn't anypony's fault."

"...That doesn't fix Ironjaw."

"Clockwork, you need to let the doctors work," Galaxi said firmly. She nudged the khaki mare onto the bench, and settled across from her.

"I know..." the small mare grumbled petulantly.

"Just relax, take a few deep breaths...." Galaxi cooed, smoothing her hooves over Clockwork's head as the mare slowly fell into a deep sleep. Of course, the psychic mare had helped, and would continue to steer her dreams away from anything harmful for now.

"Oh thank you," the nurse sighed gratefully, "She was making ME nervous."

"He's the only family she has left," Galaxi answered, stroking over the mane of her sleeping friend and teammate, "I can understand her concern."

"Be that as it may, the surgery could take a long time," the white coated nurse said, offering a wan smile, "And if he's her only family, she's lucky to have friends like you and those other two who keep showing up."

Galaxi smiled, "We're a team. I'm sure that's something you can understand."

"Yes... yes I can."

Galaxi continued to lightly stroke over her friend's head, letting her psychic power seep further into the mare's mind. She normally wouldn't violate her privacy like that, but she recognized the need and needed to be on a deeper level in order to keep watch on her dreams. Fortunately it wasn't too difficult to block her memories from the dream, a simple mental

barrier kept them separate, and allowed the khaki mare to dream formless dreams that would at least be partially restful.

It was several hours later when Galaxi became aware she herself had dozed off. She also realized she had company, and looked up, blinking owlishly when she spotted Princess Luna. The Alicorn was deep in discussion with a doctor, speaking back and forth in hushed tones, obviously not wishing to wake Clockwork.

"Princess?" she asked softly.

Luna looked over and gave a slight nod to her apprentice, then steered the doctor closer, an aging unicorn stallion with a rusty red coat and what used to be a mint green mane before grey started seeping in.

"This is Doctor Stitch, he was working with Ironjaw," Luna introduced.

"Ironjaw? Is he okay?" asked a groggy voice, and Clockwork's head came up from her hooves.

"He's alright, relatively speaking," the Doctor answered. "To be candid, he's damn lucky to be alive. The blow shattered two of his vertebrae; he'll need a cart to get around for the rest of his life. I'm sorry, but his rear legs will be paralyzed."

"What about the aspect you were discussing with me, Doctor?" Luna gently pressed.

The doctor nodded, "His metal shell is... falling off. Literally. The breach of the armour on his back allowed us access to the break in his spine. But to further assess the damage, we had to widen the cracks and were forced to remove additional segments, allowing us to discover and begin mending several broken ribs. Upon completion, we noticed that the metal was continuing to crack, and peeled as much as we could free. Nurses will be scrubbing him down on a bi-hourly basis until we've gotten it all, but I think it's safe to say he is no longer the Pony of Steel."

Clockwork nodded slowly, "So the short version is that he's no longer covered in metal, and he'll be paralyzed from the hips down."

"Aside from a concussion and a handful of broken ribs, you are correct."

"Can we see him Doctor?" Galaxi asked softly.

"Not until morning," the Doctor said, and held up a hoof to stave off objections, "I want him to get a full night's sleep. He hasn't woken up since he was brought in by the Princess, so I want him to spend the night in ICU to make sure there's no infection or further complications before we start letting visitors in."

Clockwork was starting from her seated position when Luna gently cut in, "Are you sure Doctor? The young mare here is a friend of the family."

"I wouldn't even allow his closest family in right now," the Doctor stated firmly, "I simply will not risk introducing any stress or potential infections to his fragile state. Tomorrow morning at the earliest, and that assumes there are no complications."

"Thank you, Doctor," Luna conceded, dipping her head slightly, "Please keep me posted. Ironjaw is a valued member of my Agency."

"Will do Princess," the Doctor said warmly, then dipped his head to Clockwork, "I'm terribly sorry." With that, the Doctor headed back through the double-doors, leaving the trio of mares alone.

"So... that's it then," Clockwork said in a drained voice.

"No, we shan't give up on him yet," Luna said softly, turning to face the two mares, "Galaxi, please see Clockwork to her room. She needs to get some sleep. Stay with her if you need to, but... I'm afraid I have some work to do."

"Come on," Galaxi prompted, and gently nudged the mare to her feet, leading her from the hospital at a slow pace. Luna stood by passively and watched as they left, but inwardly her mind was spinning. It may not have been Clockwork's fault the steel pony had been injured, but was it HER fault? Had not Celestia warned her that the group needed to consist

of mares for the Elements to connect to, or was it just a speculation? Did she really know something?

With those questions on her mind, the Princess left the hospital behind her, knowing she'd be returning first thing in the morning.

"Luna? Are you in here?"

The white Alicorn pushed open the door to the office of her younger sister and cast about for her. It wasn't rare that Luna just vanished, but given the grievous injury one of her team suffered, Celestia was worried about her. The office, however, yielded no information to her whereabouts. It was empty, save for a pile of paperwork on the desk, which the elder Princess moved forward to look over. Nothing seemed out of place to her, they were files on some agents, meaning her sister was looking for a replacement for the brawny metal pony.

"You want to pick one?" Luna asked from behind her, and the elder Princess turned to see her entering the door, "I'm pulling out my mane trying to find an appropriate replacement."

"Is there something specific you're looking for?" Celestia asked softly, noting the frustrated tone in her sister's voice.

"Honestly? I don't know," Luna admitted, "With this team, they mostly 'felt' right to me. Clockwork, Galaxi, even Tome. Then later Flourish... they felt like they fit to me. But I look at all these folders, and something about them feels... wrong."

Celestia watched as the younger sister closed her office door and wandered behind her desk, plopping herself down on her flank, "You are doing much of this by feel?"

"Not initially. But then something happened," Luna chewed her lip thoughtfully, "Thunderhooves left. I liked him, he was a good fit, but he

never quite... 'felt' right. But the moment Flourish arrived, I knew she was the right choice to replace him. I know for sure I'll have to replace Ultrapony soon, he's becoming toxic to the team. Ironjaw... I thought..."

"You did not know. You could not know he would be hurt like this."

"That's just IT Celly, maybe I should have! You made it very clear that your success came from 'The Six' being mares. Were you telling me something I missed?"

"Not intentionally."

"Huh?"

"Perhaps the Elements used me to convey a message," Celestia shrugged.

"Wait, what? Where did that come from?" Luna blinked in confusion.

Celestia smiled serenely, "The Elements of Harmony are far more powerful than we are, sister. They stand outside of time, outside of our powers, and only permitted me to use them once. I have no proof, but I believe our world, our entire existence, owes itself to the Elements of Harmony."

"What do you mean?"

"Do you remember our parents, little sister? Do you remember a father or a mother?"

"Well..." Luna thought aloud, "No, honestly I don't."

"Neither do I. I don't think we had parents, not the way our ponies have mothers and fathers anyway. I have no proof, but I believe the Elements of Harmony created this world. Have not you noticed that we are like no other world like this in existence? Beyond the great darkness that only you and I have flown, the worlds are spheres and rotate around their sun, and their moons rotate about them. They even have stars that hover in the darkness all on their own, without having to be placed there every night.

Meanwhile Equestria is flat, hovering serenely in one place while you and I turn the celestial wheel about it. A sun and a moon that won't move unless we use our magic to raise one and lower the other, and you have to fill the night sky with stars every time."

"Celestia, what are you saying?"

The elder Princess smiled, "I am saying I do not know for certain, but I think we were created by the elements to be the caretakers of the world it created, fostering the virtues of the Elements in our little ponies and to stave off the hatred and anger. Just look at what has happened to Equestria in the time we have been dealing with the Imps. It went from a quaint existence that had some clockwork and the rare electrical item to... well this. In just two generations we have a pony in an armoured suit made entirely of technology I can't claim to understand."

Luna nodded, "Well... that did strike me as unusual."

"I am saying it is intentional," Celestia said softly, "I believe the Elements are not so passive as everypony else thinks. They saw the threat, and gave the right ponies the right ideas to advance our technology to fight back, just as they granted some ponies powers to fight back with. In two generations we went from plowing fields and winding our clocks to late night discotechs and computer networks. That does not happen without a 'push' from somewhere, and considering I don't understand a great deal of this technology, I surely did not cause it. Given you were more out of date then I was upon your return from the moon, I doubt you instigated it either."

"So by process of elimination, it has to be the Elements?" Luna asked, uncertainly.

"That is what I am suggesting, little sister. I am also suggesting that the Elements may nudge us one way or another to make it's will known. Random thoughts, inspirations, accidents..."

"Please don't tell me the Imps hurting Ironjaw was because of the Elements, Celestia. I'm not sure I could handle that."

"No..." Celestia said slowly, "No, I do not believe they work that way. Their 'advice' was ignored, however, resulting in this accident. The

elements exist in a state even we cannot comprehend and are far beyond our ability to control. The ponies might consider us the ultimate powers on Equestria, but in truth we serve a higher power. We serve the Elements of Harmony themselves. In so doing, we serve ALL the sentient beings of Equestria, and it is in that service we owe our very existence. We are caretakers, little sister... not rulers."

"Is that why the removal of Nightmare Moon from me left me so young and weak?" Luna contemplated, "Because Nightmare Moon wasn't 'serving' the Elements?"

"That is what I believe," Celestia answered, "Your growth was arrested for the duration of your banishment. To further aggravate the situation, I fear that drawing so heavily upon your power whittled them away, removing much of your former glory. I have tried, time and again, to return what I inadvertantly stole, but these efforts have failed each and every time. I think, however, the time of your redemption is at hand, little sister. Your actions to oppose the demon that once plagued you, Nightmare Moon, is perhaps your best hope."

Luna gave a slight nod and gave a slow sigh, "So we're back to Ironjaw's injury being my fault because I missed the clues."

"We are Princesses, little sister; that does not make us perfect."

The atmosphere was stifling and warm, making the cyan unicorn sweat under her cape. She couldn't believe she was coming back so soon, especially at this time of night and with her teammate in the hospital, but the hall would be abandoned of ponies this hour and would give her the privacy she needed. The question was eating at her, she HAD to know now, and she had the perfect spell for it. It was simple and quick, and she'd be on her way before guilt weighed her down.

The mare glanced about the somber Agency Memorial Hall, eyes sweeping over the statues and plaques of the many fallen agents that had

sacrificed themselves for Equestria. Most of the statues were only the size of a normal pony, but a number were done at double pony-size, and a few rare ones towered over all the others. Most prominent was the Obelisk, a large onyx slab of stone right down the middle of the hall. Both sides were covered in the chiseled names of those Agents who had perished in the "war" against The Nightmare. It might have only been two-thirds full with names, but Tome suspected that the Obelisk would have a twin before it was all over.

Unbidden, her eyes roamed the hall, washing over statues of agents she didn't recognize, or only knew in passing. A suited femme with a rabbit symbol on her flank for one, her mane wind-swept and her eyes wild, reminding her a bit of the old Wonderbolt leader, Spitfire. Of course, Spitfire was in here somewhere herself; the story of her leaving the Wonderbolts when her powers awakened was well known. Another pony was almost completely covered in a latticework of chains that made Tome wonder how much THAT sculptor got paid. A stallion that looked almost too normal stood next to her, his chest puffed proudly. Then the final statue along the row, a sized up statue of a menacing looking pony in a bulky looking powersuit. Tome smiled inwardly, thinking she'd have to let Clockwork know her brother rated a high end statue, for that HAD to be Warpony.

Tome's breath caught in her throat as she paused at the threshold to the final chamber. She cast a glance back into the hall she just traversed, taking it in once more. The marble arches were high enough to almost vanish in the darkness of the night, with iron-wrought lanterns hanging down from chains to send the light chasing about the room, casting oddly shaped shadows over the walls that made the place feel foreboding than was intended. After what seemed like an eternity, she turned and forced herself through the archway to the final chamber, never having seen the many pairs of yellow eyes open from within the shadows, watching her every move.

The sense of foreboding only intensified in the final chamber as Tome looked nervously to the statues present. The statues of 'The Six' had not moved since her previous visit; their glare disapproving as they traced her slow progression across the eight sided room. Each clop of her hoof made the unicorn wince visibly, wishing she could silence them on the solid stone, or at least vanish into the shadows.

It felt like an eternity, but Tome finally reached her destination. She sat down on her flank before the Elements of Harmony, not truly believing these were the REAL ones. She suspected these were just a display, with the actual elements locked away in the royal vault somewhere. Still, her burning curiosity demanded to be sated; surely no harm could come from a simple detection spell.

The unicorn lowered her head, her horn beginning to glow as she quickly reviewed the detection spell she had created for this purpose. Her focus remained on the spell; her eyes closed as she recited it three times before she felt confident enough to continue. She began her incantations and leaned forward to touch the glowing tip of her horn to the vibrant purple central "Element".

Tome didn't notice the imp until it was far, far too late. She looked up just in time to see the the glowing, baleful eyes glare down at her as it grasped the elements with it's claws. With a push, it shoved the central element hard onto the glowing tip of her horn. The Element was pierced as magical energies seemed to intersect and merge, and she FELT the element crack and split apart, sliding downwards over her horn. The silence of was shattered by her blood curdling scream as it echoed off the monument walls. "The Six" watched on.

A pair of heads snapped up the very instant the element cracked, identical expressions of pain painted on their faces.

"Call your team. The Elements are in danger," Celestia ordered before vanishing in a flash of golden light.

"GALAXI!!" Luna thought as loudly as she could, "Emergency at the Agency Memorial!!" With a silvery flash of light, Luna teleported to join her sister.

"EMERGENCY!" the thought blared through her head, sending the khaki mare tumbling from her bed as though she had been struck by a physical force.

"Agency Memorial! Emergency!" Galaxi's mental cry continued, and Clockwork managed to untangle herself from her sheets and bolt for the door, throwing it open. She obviously wasn't the only one, and quickly spotted Galaxi in her doorway, Ultrapony looking annoyed at the door he'd accidentally ripped of its hinges, and Flourish standing outside a closed door she'd simply teleported past.

"Where's Tome??" Clockwork shouted.

"I don't know, I can't reach her!" Galaxi cried, sounding scared.

"Finally, some action!" Ultrapony grinned, and was off like a bolt. Flourish hopped over to Galaxi.

"Going up!" she called, and the two were gone in a puff of pink smoke, leaving Clockwork alone.

Turning on a hoof, Clockwork tore down the narrow hallway, rushing to her lab and hoping that Mai would be fast enough to get her there... and upload the location so she could find it from the air.

Luna appeared beside her sister, and found herself in the Monument Hall. Her eyes were immediately drawn to the sight her elder sister was already appraising, her expression grim. For in the middle of the "Chamber of the Six" was Tome, staggering about while desperately trying to remove her own horn. As her head tossed about, Luna was horrified to note that the Elements of Harmony had been shoved onto her horn and

seemingly welded themselves there. This did nothing to deter Tome's efforts to remove them, despite the obvious agony this was causing her. Even worse was the unicorn's constant soul-rending screams, as if the very presence of the Elements were somehow intensely painful.

The Princesses were forced to shield themselves with a wing as a wave of magic burst from the Elements and Tome's screams rose in pitch. A light so pure it that to call it white would be a disservice rained from the Elements onto the unicorn that had impaled them. The energy was so focused it was literally flaying flesh and muscle from the bone. Yet Tome did not die, as her body regenerated as quickly as it could be destroyed.

"No... her immortality..." Luna gasped.

"We must remove it from her, and quickly," Celestia ordered, and Luna nodded, rushing to her sister's side.

"Any idea ho- AAUGH!!" Luna cried out, her body buckling as an imp clawed into her neck and back, streaking her mane with blood before launching itself away.

"Luna!!" Celestia cried, and rushing to her sister's side. From nearly every shadow of the hall Came at least two small imps, as if the shadows of the fallen heroes themselves had become possessed. Their wings flapped, filling the air with a leathery sound as the Princesses seemed literally surrounded by Imps.

"Death to the Weak One!! Death to the False Goddess!!" one of them screamed, and with a painful screeching, they all joined in.

Then as one, they launched at the sisters.

Celestia was no stranger to battle. She disliked it, she found it clumsy and unworthy of an intelligent mind, but she was no stranger to it. Golden light and heat surrounded the sisters for a moment, bathing them in the warmth of the sun, before expanding outwards suddenly to shove the Imps back and away. A few of the slower ones caught fire, but their brethren simply ignored them, shrieking in rage.

"Now the fight begins," Celestia said darkly, standing protectively over her sister.

Clockwork fidgeted impatiently inside the armour. She knew Mai was assembling it as quickly as possible, but this was obviously something she'd have to handle in a later revision. Ease of putting it on and off had not exactly one of her top priorities when she created the suit. That was obviously a mistake.

Green lights flickered across her sight, the cold boot coming up and the power levels reaching capacity, her visor snapped on finally as she looked around, "Come on Mai, this is an emergency!"

"System checks are green," Mai announced as if she hadn't heard, "Side entrance is open already. Targeting indicator already uploaded, you are clear to launch, ma'am."

"Thank Celestia!!" she cried, and angled herself for the exit, her wings flaring into existence behind her even as she dashed for the exit, jumping out into the air. Her jets flared brightly, and she hurtled into the night sky, her armoured form tearing up the side of Canterlot Cliffs.

"You are welcome, ma'am," The AI grumbled as it closed the doors behind her.

Dragonfly cleared the edge of Canterlot proper within seconds. The Agency memorial was a place she'd always planned to visit, but she was never sure how well she'd be able to handle it. She knew too many of the names who ended up on those walls: Totem, Jackrabbit, Sideshow, Whiplash, Chaingang, Heartburn... Warpony. Now, like it or not, she was going there for some unknown emergency.

An explosion interrupted her thoughts and she quickly focused her scanners on the location, then found her jaw dropping. The side of the building had been blown out, apparently by Celestia herself!

Gritting her teeth, she rolled the armour that way, diving down towards Celestia. The Princess herself looked almost as if she were on fire, for the multi-hued mane and tail Clockwork was so familiar with were replaced by searing white flames. She turned sharply and blasted another... something. Wait, that was an imp? Her systems marked it with a question mark, as it didn't fit the profile of any hostile or imp she had on file. They were too small and far too maneuverable for the team's good.

"Dragonfly!!" came the mental cry.

"I'm coming up on Celestia's side, where she blew a hole in the building." Celestia looked up at her, and she realized the Princess must be in on the "network" herself.

"Be careful, these are the damndest Imps I've ever seen!" Flourish managed over the connection, "These bastards are FAST, sharp clawed, and only half the size of the usual imps. Worse, they can use the shadows to literally vanish from sight, and there's far more than I can count."

"Roger that," Clockwork managed to answer, her weapons coming online as she came down by the side of the building. She didn't know why, but she had a gut feeling, and her plasma ejectors roared as she covered the wall of the building in a series of rapid fire shots. Her hunch paid off as she was rewarded with a trio of screams as the Imps fell to the ground. Her momentum carried her into the memorial, where she landed. Vaulted roofs or not, she didn't trust flying very high indoors.

"Protect Princess Luna!! She's out cold and bleeding!" Galaxi cried, and her telekinetic shield sprung to life, a couple of imps pounding at it to reach a prone Princess Luna. Wait... did she say BLEEDING?!?

"On it," Clockwork answered, and fired three bolts at the imps, her ejectors rocketing her towards Galaxi.

"Belay that, we need to get Tome!" Ultrapony ordered.

"Wait, what?" and the Dragonfly armour twisted in mid-air to face back where she had been coming from. For a second time, Clockwork's jaw dropped. Standing in the center of the chamber was a panicked looking

Tome, who was spending more time screaming then doing anything else, the Elements of Harmony wedged onto her horn like some sort of adornment.

"You've GOT to be kidding me!"

"Killing Tome will have no purpose," Celestia inserted, level headed even in the midst of this chaos. Oddly Clockwork wondered if she'd be willing to take on the coordinator role from Luna.

"Princess, with all due respect, you're not in charge of this team," Ultrapony stated, and dove at Tome. A shield of magic sprung into existence about the unicorn, pure white in color, to deflect the enraged super-pony.

Clockwork frowned, but turned her armour back towards Galaxi and Luna, jetting along the floor to land by them. Just in time it seemed, as a handful of imps launched from the shadows nearby, apparently quite intent of getting through Galaxi and herself to get at the Princess. Clockwork answered with a barrage from her plasma ejectors.

"What happened to the Princess?" Clockwork asked.

"Which one?" Flourish answered, poofing into existence somewhere nearby to separate an imp from its life.

"Luna, she's bleeding."

"Did Luna tell you why she cannot fight Nightmare Moon directly?" Celestia asked, her horn blazing through the air in a pirouette that eliminated a half dozen imps all itself, and her flaming wings batted down another handful.

"She said that she was weak to Nightmare Moon and the Imps," the armoured pony answered, her plasma ejectors roaring as she started trying to take down a swarm of imps fluttering bat-like about the chamber ceiling. Her targeting system was being overwhelmed, with hostile signatures vanishing in bursts of static. There were simply too many of them, and they were far too fast, she thought to herself bitterly.

"It appears that weakness extends to her goddess-like powers as well," Celestia replied icily.

"Wait... that means..." Clockwork stammered, the implications chilling her to the bone.

"That means they can kill her. The Nightmare is trying to take away my little sister... again." The Princess' tone made everypony shudder, feeling as if the room were suddenly freezing cold despite the heat radiating from her celestial flames.

"Dammit! Help me here, I can't get through this shield!" Ultrapony demanded in frustration.

"No offense, but top priority is keeping Luna safe," Clockwork cut in, "Tome's too heavily protected right now. We should focus on thinning out the number of Imps."

"Where did they all come from?!?" Galaxi asked.

"That is the question, is it not?" Celestia said, her tail whipping through the air to light even more Imps on fire. To Clockwork, it looked as if the Princess were trying to protect Tome as well, keeping the Imps away from her. Except...

"Princess! On your six, trio of Imps behind Tome!"

Celestia's response was as beautiful as it was deadly. Her wings pumped once, launching her into the air, one hind hoof skittering across the floor with a shower of sparks. Her turning form launched a trio of fireballs at the Imps, and two of them were reduced to ashes on the spot. The final Imp, however, saw her coming, and ducked into Tome's shield.

"Wait, how did he...?!?" Ultrapony demanded, as he bucked the protection about Tome again, and was rebuffed once more.

The Imp screeched from inside the bubble, taunting Ultrapony from astride the dazed Tome's back. It grabbed the sides of the Elements with its claws, a sick grin widening its beak as it looked to each of the ponies in turn.

"FOR THE NIGHTMARE!!!" it screamed, and twisted the Elements on the unicorn's horn, pulling back sharply with all its might. Tome's eyes widened with a new pain, her eyes wild as she screamed in a way everypony wished they could forget, and the entire shielded dome filled with a searing light.

"DOWN! Everypony down!!" Celestia cried, and dove to the floor.

Galaxi and Dragonfly threw themselves protectively across Luna. Flourish flattened herself on the floor where she was, and for once even Ultrapony heeded the instruction. It was probably a good thing he did, as the dome seemed to shatter and light poured from Tome. Clockwork had to clench her eyes shut as the dimmer on her visor failed. The sound of rock being torn away, crashing pillars and statues falling over filled the room, all punctuated by that unholy scream. Then, as suddenly as it started, it was over. Everypony was left all but deaf in the abrupt silence.

"Ooh..." a new voice groaned, and the four ponies slowly began to recover, only to then stare in shock. Only Princess Celestia seemed unfazed by what she saw, if somehow saddened by it.

There, before the Princesses and collected Quartet of Princess Luna's team, stood a wobbly cyan mare. She was twice, almost three times the size of a normal pony, with a mane and tail of the purest white. On her flank rested the simple cutie-mark of a star shaped wand, on her sides rested the massive wings of a large pegasus, and on her head spiraled the majestic length of her horn. The Elements of Harmony rested on her brow, still impaled by her horn.

It was only then that Tome managed to shake her head and focus on the others in the room, her eyes wide, then blinked as she noticed she seemed... different than before.

"This cannot be good," was all the new Alicorn managed to say.

Chapter 11

Abort/Retry/Fail?

"This cannot be good."

Dust and debris drifted down about the speaker, standing in the remains of the monument. Stars shone down through an unscheduled skylight, reflecting off the partially melted stone. Destruction radiated outwards from this newly created alicorn; the statues that had surrounded her were now vaporized, only leaving the scorched pedestals and the newly tarnished plaques to tell of the lives and deaths of "The Six" (plus a small dragon). Beyond, nearly every statue in the hall had been decapitated and partially melted from the backlash of energies that exploded from the cyan unicorn. Only the Obelisk remained undamaged, solemnly bearing the names of the departed upon its surface.

"Wh-what happened?" Clockwork asked, voicing what every pony present wondered.

"Apotheosis," Celestia answered softly.

"Apotha-what?" Ultrapony asked.

"Apotheosis. The act of turning a mortal pony into a God."

"Why?" Galaxi asked from her vigil over the fallen Princess Luna.

"W-what is going on to..." Tome started, when screeches filled the world around them.

"More Imps!! We've got... more than I can count!" Clockwork shouted, her sensors almost overloaded by red as new targets threatened to overload her sensors.

"Tome, to me!" Celestia ordered, and the cyan alicorn nodded swiftly, but before she could so much as take a step the Imps attacked en masse.

Words were said, but lost, in those moments of battle. Every individual felt as if they were on their own, cut off from each other, the darkness of night accented by the sudden swirls of Imps clouding around them.

Crowded down over the prone Luna, Galaxi was more intent than ever on defending the unconscious and weakened Princess. Purple shields sprang to life and formed a dome over her and her mother figure. A rage like none the mare had never experienced before clutched at her, guiding her telekinetics in new ways. Clenching her teeth, she closed her eyes and expanded her shield, the surface mottling as it became uneven. Galaxi then gestured in the air, and spikes lanced out from the shield in response, spearing any imp that dared to venture too close.

Though the darkness surrounded her, Flourish slit her eyes and a smile crept unbidden to her lips. A rush of power bubbled through her, and her eyes saw far more than she should. Reflexes that belied description took hold of her with a rush of euphoria, and she became one with the pink clouds that surrounded her. "Never let them predict you and keep them guessing" was the creed she lived by. With lightning fast thrusts from her rapier-horn she lashed out in seemingly all directions, vanishing and reappearing at a whim. Rather than fend off the cloud, she became one with it, tearing it apart from the inside.

Ultrapony was nothing if not eager for the dust-up. Tome had somehow defended against his power, and his anger had been simmering just below the surface since this entire farce began. He needed to unleash, and fate had handed him an abundance of targets. With a grin so fierce his jaw popped, he lanced out his hooves, connecting with imp after imp as he punched, bucked, and spun through the cloud surrounding him. He bit at one of the Imps, taking sadistic satisfaction at the feel of its spine shattering. The Imps would be the outlet for his anger and frustration, and for that they had his gratitude, which he repaid with their swift deaths.

The roar of her plasma ejectors filled Clockwork's ears with a symphony of mechanical precision. The Dragonfly armour responded perfectly as targeting sensors locked on the closest Imps, mechanized weapon systems sending bolt after bolt of superheated plasma through them. Yet for every Imp downed it there seemed to be a dozen more, and

the power drain was slowly becoming problematic. Her wings slammed back, crushing a clever Imp between them who had thought to blindside her, making her thankful for the full three-sixty degree scanning she had installed. She frowned in the helmet, they were learning her weaknesses from all this, and she needed to change the rules of this game. A flick of a hoof changed the firing mode of her ejectors, and with a wing assisted pirouette, she strafed the entire group with a pair of burning lines of death.

Celestia had refused to react in the first moments, making the Imps wonder exactly what she was going to do, which was the point. The Princess abruptly swept her wings wide, tracing a line of celestial fire in the air around her, driving the Imps back another foot. That would give her the time she needed, and she stomped her fore-hoof on the stone beneath her. The Imps rushed forward, sensing an attack. They were only half right, as stone arched up behind them, forming a half globe about Alicorn and Imp alike. As the first of the Imps reached her, Celestia only whispered an apology, and the dome of rock filled with the fiery heat of the sun itself.

The newly created alicorn could only watch in abject confusion at the swirling cloud of Imps about her, unable to understand where they all came from. But she knew one thing, "You did this to me!" she screamed at them. She could see the destroyed statues of "The Six" through the gaps, the darkness unable to hide their desecrated monuments from her eyes. A cold fury washed over her as she realized they had forced her, they had USED her, to do this! A piercing white glow formed upon her horn, and a single beam cut through multiple Imps in a wave before her. Back and forth she traced the beam, screaming wordlessly at them, the pain and fury of her voice almost as damaging as the beam that ripped through the Imps... almost.

Ultrapony was the first to break through the cloud about him, his eyes landing on Tome with a burning hatred. Celestia was a moment behind him, the rocky dome falling away, leaving only the scorched ground and ashes in her wake.

"I'm getting overwhelmed here..." Clockwork called, and returned her firing patterns to normal for the group harrying her. It was diffused now and actively dodging her attacks, their claws renting at her armour as she was steadily battered by the overwhelming numbers. A giggle answered her call, and Flourish appeared by her side, bisecting an Imp. The duo

began to work together far more effectively then they had on their own, with Dragonfly peppering the Imps with a constant stream of shots from her plasma ejectors, and Flourish ending any that got in too close with her horn-rapier. Finally the cloud began to thin out.

The blind mare Galaxi was further blinded by rage, but exhaustion was apparent on her features, and her power was starting to wane. She was near collapse when Clockwork spotted her. No words were needed as Dragonfly and Flourish moved to cover their teammate, beginning to clear the air about their teammate and the younger Princess with a deadly focus.

Ultrapony and Celestia found themselves stymied as they tried to approach Tome. Each of them trying to push forward from their position, but the Imps threw themselves at the pair in waves just to slow them. The Imps cared little for their own lives it seemed as wave after wave of them appeared from nowhere, as if the city of Canterlot held more Imps then it did Ponies. Celestia had just begun to wonder if perhaps the Nightmare had not opened a portal nearby to channel this constant wave of fodder into her hooves. Unfortunately her answer came all too quickly as a new scream erupted from Tome, drowning her rage and fury in cold fear.

"No," Celestia whispered in horror.

Astride the cyan alicorn's back was a far larger then normal sized Imp. Easily twice the size of normal, and graced with a wingspan that threatened to block out the night sky. Silvery-blue metal armour adorned its body between star-lanced skin, adding an air of importance and power to the figure. The body was more slender then the usual imp, almost feminine, as baleful moon-colored eyes glared at the assembled ponies from under the ridge of her helm. The spiral horn that jutted mockingly from the fore of this helm told everypony who this creature was.

The Nightmare herself had come to Canterlot.

"She's MINE now!!" the newcomer shrieked, and grasped one hand on Tome's horn, using it to forcibly steer the alicorn to face Celestia. Tome struggled futilely against the grip, her hooves scraping the stones beneath her as pained tears painted her face.

"Free her this instant," Celestia answered darkly, "or you will answer to me."

"No... No I don't think so," The nightmarish Imp cackled, and her hand on Tome's horn began to glow, "This one is mine now, and so are your precious Elements. You won't be able to banish me without these baubles, will you?" Tome's eyes rolled back with fear, struggling desperately to pull away from her captor, but the Imp easily held her as the magic from her hand seeped through the former unicorn's body. A bridle of shadows began to form about her head, the bit sinking deeply into her mouth. No matter how hard Tome tried to shake it free, it clung and wrapped her head firmly, settling in place with a terrifying weight. Nightmare grasped the reigns, and yanked cruelly to pull Tome's head to one side, laughing at the pained shriek from the new alicorn.

A body of white launched at the pair, intent on knocking the Imp off the alicorn, and perhaps to hurt the alicorn too. But Ultrapony, for all his vaunted strength, never touched the Nightmare. His body hurtled at the pair, but a magic unlike he'd ever seen enveloped them, reducing them to a dark mist he flew right through.

"TOME!!" Clockwork cried at the vanishing duo.

A sudden shockwave of energy punctuated the disappearance, sending everypony rocking back on their hooves, destroying any imps that still remained. Then, just like that, they were alone.

Silence. It felt like hours since any pony had heard silence that thick. Rest assured that Canterlot was hardly silent, and the approach of the Royal Guard and other emergency services could easily be heard, but after the cacophony of screams and the din of battle, it was almost blissfully quiet.

"What... what just happened?" Flourish asked. Her usual smile muted as she limped over to Celestia. A large claw-gash on her back left would need treatment soon, lest it become infected. Clockwork didn't feel much better, but she knew the Imps hadn't gotten through her armour. Still, it would take a lot of repair before the systems were back up at optimal levels. Galaxi was exhausted, draped over the unconscious Princess Luna, tears streaking her face. Celestia was covered from head to hoof in ashes

that stained and smeared her pristine white coat, even as her mane and tail returned to their usual multi-hued colors, but a deep sense of sadness all but radiated from her.

Only Ultrapony seemed unwilling to let the battle conclude, or to admit the loss they had been handed. His body was covered in smudges and grime and ichor from his own part of the battle, but he was furiously stomping his hooves into the ground at the point Tome and Nightmare had vanished from.

"COME BACK AND FIGHT!!!" he screamed , and slammed another hoof into the floor where they had disappeared.

"They are gone," Celestia said evenly, only to be answered with another pound of the hoof as Ultrapony ignored her.

"Ultrapony, now is not the time," Clockwork threw in, "Princess Luna is injured, we need to..."

"SHUT UP!!" Ultrapony screamed, "You do not tell me what to do!!" Clockwork recoiled visibly, then slowly turned to face the pegasus.

"Or what?" she asked him, a cold sense of clarity washing over her, "There's more important things to do right now."

Clockwork never saw it coming, the streak from Ultrapony's position was the only sign that he'd even moved, and his hoof met the center point of her armour. Clockwork heard the cries of Flourish and Celestia the moment it landed, but she was too far away to make out the words, the single attack having launched her far into the air. Clockwork oddly noticed how clear the sky was this night before the form of Ultrapony blotted it out, another hoof connecting with her chest as he drove her downward.

System warnings screamed for attention, shield overload and power alarms blaring in her ears, but that cold sensation clung to her. Her mind was oddly focused, able to see him diving at her again, chasing her down.

"Fine, you want this... come get it," she hissed, and swung her fore-hooves forward, firing them together into the descending Ultrapony. He was knocked from his flight path and missed Clockwork entirely, giving the mare

a brief respite to collect herself. Energy wings fluttered to arrest her plummet, hovering in mid-air as she looked around, unable to see him. Fortunately her HUD did, and she was able to turn to meet him, firing her plasma ejector right into his face.

"This is what you always wanted, isn't it?!" he screamed at her, ducking around another plasma bolt, "You did everything you could to undermine me!!"

"I haven't had to do a damned thing. You screwed up all by yourself," She answered, firing off a volley of three bolts, two he dodged, but the third caught him across the chest, further smudging his coat. Clockwork realized all she was doing was pissing him off further, but he wanted a brawl, and she was more than happy to oblige.

"LIAR!" he screamed at her, and powered through a plasma bolt to slam another hoof into her chest before falling back. She tumbled in the air briefly, and realized she was having some difficulty breathing, leaving her to wonder if he had collapsed the armoured chest-piece.

"I haven't had to say a word," she coughed, but couldn't hide the contempt in her voice, "But you just keep blaming someone else for your screw ups, like some idiot foal. It's never Ultrapony's fault. It's not his fault he abandoned his team. It's not his fault he's ignored Celestia's instructions mid-battle. It's not his fault that he attacked his own teammate... TWICE. It's not his fault he hit some poor girl and broke her ribs. It's never his fault, it must be someone else's fault... It must be my fault. Screw you. Everypony else may fall for your 'poor me' routine, but I don't. I know your secret... You're just some mewling little colt hiding in the body of a stallion, never able to take responsibility for what he does. Always the hero, and only a victim whenever it goes wrong."

"Shut up," he growled, his voice deadly quiet.

"Or what, you'll hit me again? Oh wait, it's MY fault that I somehow got in the way of your hoof..."

Ultrapony's scream cut her off as he dove at Clockwork, ignoring her plasma fire to tackle her in mid-air. The pair plummeted towards the ground like an out of control meteor, all too quickly approaching the

moment they had just exited. Thankfully their landing was clear of the swarming emergency services, as a new crater was created with their impact. Alarms screamed in Clockwork's ears, structural integrity failing in multiple places, warnings of potential injuries beneath the suit. She'd have to remember to thank Mai for that, it's always nice to know when someone has crushed your ribs, or potentially pierced a lung. Her breath came in painful rasps as she looked up at him, sitting astride of her armour, and to her surprise his face was streaked with tears.

A hoof pounded on her chest and drove the breath from her, leaving her gasping desperately for air. Another hit her shoulder, and would have resulted in a scream had she the breath to do so. Another blow landed, and another, but they were dull background percussion to her ears. Clockwork was somehow beyond pain, either too much flooding her body, or Mai had hidden an emergency drug mechanism in the armour when she wasn't looking. She decided she'd have to ask later, if she survived this.

"You've tried to destroy me every chance you got!!" he screamed at her, his hooves gripping the neck of her armour to pull her forwards him, her left leg hanging awkwardly to one side, "You tried to get me banned for trying to seduce you when you were but some silly foal!! You tried to RUIN me!! Then you have the gall to show up HERE, embarrass me in front of the Princess, and expect me not to blame you?!? It's YOUR! CELESTIA-DAMN!! FAULT!!!"

Suddenly his voice dipped, sharp and dangerous, "I'm going to make sure you never bother me again."

His hoof reared back, she could see it clearly against the night sky, a white lightning bolt against the darkness. It hovered there threateningly, and yet she somehow smiled under the helmet, a trickle of frothy blood dribbling down her chin.

"Sounds good to me," she managed to wheeze, and lipped a switch in the helmet. To the shock of Ultrapony, and all around, the jaw of the dragon-like helm opened with a sharp metallic sound, revealing a very special Plasma Emitter Clockwork had placed there. This was Clockwork's answer to the lightning bolt about to strike her... and the night sky was lit up with the blue-white fire of the Dragonfly.

Clockwork had to blink the spots from her eyes after the attack, half expecting Ultra pony to still be sitting on her chest, but to her relief he was nowhere to be seen. She wanted to sit up, to make sure he was down, but a fierce exhaustion gripped at her. Her body was wracked by a series of wheezing coughs, before finally the darkness of unconsciousness gripped her with powerful claws and dragged her under.

"Princess?"

Princess Luna twisted her neck to look, and immediately regretted the motion, wincing as the newly healed wounds pulled painfully. Unicorn healing was good, but it would be weeks before her injuries stopped bothering her. Taking more care this time, she spotted Galaxi standing to one side of the hall, all but lost in the deep shadows cast about the royal palace.

"No need to skulk in the shadows, Galaxi," Luna said with a smile.

"S-sorry," the mare answered, shyly separating herself from the shadows to join the younger Goddess.

"You've recovered well."

"I was barely touched in the fight," Galaxi answered sheepishly, "I was just exhausted."

"You slept for two days straight," Luna said gently, then leaned down to nuzzle the smaller mare, "I'm proud of you Galaxi."

"T-thank you, Princess," the mare answered distractedly. It didn't take a psychic to know what was on her mind.

"You're worried about her," Luna said, and Galaxi nodded mutely. Luna could only sigh, "I know it wasn't Clockwork's fault, but we can't exactly sweep the brawl between her and Ultra pony under the rug, can we?"

Half of Canterlot saw it. There will have to be some consequence to her actions."

"She's... it's ironic," Galaxi responded softly, "I scanned her memories for the truth of the fight, as you requested. She reprimanded Ultrapony for his inability to take responsibility for his actions, and now she's having to shoulder a responsibility that isn't really hers."

"Oh? Whose fault is it then that Ultrapony spent two days in the hospital?"

Galaxi blinked, "She hurt him that badly?"

Luna nodded, then regretted the motion, and winced before continuing, "Yes, she did. Clockwork wasn't a passive victim of that battle. She may have been in the right, but she still has to accept responsibility for her role in the combat."

"But... what will happen to her?" Galaxi asked softly.

"My sister wants her services when she's healed up enough to travel."

"Princess Celestia? What for, if I may ask?"

"Ambassador," Luna chuckled, "Seems she made a very good impression on the Crusaders when you all were in the Northern Reaches, and she DID offer to show them how to operate the scanning units."

"I'm not sure she'd be satisfied with that role," Galaxi said softly, "Not after tasting life as Dragonfly."

"I think poor Dragonfly had her wings broken," Luna answered sadly, "That suit of hers won't fly again."

"You're going to replace her?"

"Galaxi... exactly how many members of my team are left?"

The blind mare blinked slightly and began to count, "I... er... Only two of us."

"Correct," Luna sighed, "You and Flourish. Ironjaw will never return to active service in the Agency. Ultrapony fled as soon as he was able, rather than speak to me. Tome was taken by Nightmare Moon after her betrayal..."

"You know that's not right!" Galaxi cried, then looked abashed at the sudden attention from one of the maids shuffling by.

"No, it's not. But until we find a better explanation..."

Luna never finished her statement when a pink cloud poofed into existence right before her, an excited looking Flourish piling out of it, "Galaxi! I found... eep!"

Luna smiled as Flourish practically did a back-flip away from her straight into a bow, "You may rise, Flourish, I'm curious what you found."

Flourish looked uncertainly to Galaxi for a moment, who only nodded in response, and the grey mare reached back into her saddlebag. After a moment she dug out an item wrapped in a heavy cloth, which she unfolded to reveal a glowing green gem.

"W-where did you find this?!?" Luna demanded.

"It was in Tome's room, under her dresser. Galaxi asked me to check to see if we could find any clues about what happened to her."

Galaxi frowned as she looked over it, lifting it with her telekinesis, "This is a brain-worm gem, isn't it?"

"Correct. It was smart of Flourish to use a cloth to carry it," Luna said softly, lines of worry creasing her face.

"I didn't, at first," Flourish admitted, "But when I tried to pull it out initially it only flashed me in the face and kept whispering to me about 'testing' the Elements of Harmony display, and some confusing magic stuff I couldn't make heads or tails of. Maybe if I studied more magic I would

have, but that was never my talent. Anyway, once I got it out, I wrapped it up so it would just shut up. Thankfully it worked."

"A brain-worm gem that whispers to you? That doesn't make sense..." Luna began.

"...unless somepony was implanting an idea in Tome's head!" Galaxi finished, and was met by the wide eyed stare of her mentor.

"Now we know why Tome was there," Flourish pointed out, "But what's the craziness at the end?"

"One way to find out," Luna noted, and ignoring the surprised cry of Galaxi, and touched her horn to the gem. Being a Princess, she was far too powerful for a normal Brain-worm gem to work on her, but she was surprised by the seductive sensation that crept through her mind. For a moment, she found herself held in place, only able to receive the relatively short message in the gem. Then suddenly, she fell back on her flank, her eyes wide.

"P-princess?" Galaxi asked worriedly.

"I know what happened now," she whispered, her voice husky with fear.

Her form stalked along the halls of the palace, her motions oddly graceful, a gift from the feline half of her heritage. Tawny fur covered that half of her, legs flexing with powerful muscles, and a tufted tail that bobbed along behind her. She shuffled her wings slightly, adjusting them along her back, their tawny feathers almost lost against her furry hindquarters. The shift from the tawny fur to the white feathers of her front half was rather dramatic and sudden. No fade or shift from one to the other, just straight from soft fur to downy feathers.

Her front legs were equally different in structure, feathers only extending down to the "elbow" and yellow scales that ended in a fierce and sharp claw. She kept her talons sharp, but was careful not to score the marble floors of the palace, it wouldn't do for her status as a guest, plus showing off her strength would only get her punished. Her head twisted slightly, eyes adjusting as she looked at a golden statue of an Alicorn, her blue eyes drinking it in from over her sharpened beak. She kept her feathered crest swept back and out of her eyes, unlike a lot of other griffons, which gave her head an oddly sleek appearance. It didn't matter that the feathers seemed to curl upwards slightly at the tips, giving her a mildly "cute" touch, she still preferred keeping them back like that. It kept them out of her eyes if or when she had to fight.

"Filigree!" someone yelled, more demanded, her name. With a sigh she turned her head, looking back over her shoulder at the approaching griffon. She honestly didn't care if he was a Prince or not, the fledgling was a spoiled brat. He was fat for a gryphon, having never had to hunt or fight a day in his life, and his gray feathers were carefully coiffed and styled so not a single feather was out of place. Idly she wondered if he could even fly on his own wings?

"Where do you think you're wandering off to?!?" he demanded, out of breath from the short dash to catch up to her. It didn't matter that she could reach out and end his life any one of a number of ways; his father was powerful, and had leverage over where her family roosted.

"You gave your servants their leisure," she stated, "So I took my leisure."

"I gave THEM leisure!" he yelled at her, but she refused to even so much as even ruffle her feathers at the outburst, "That does NOT include a freak like you!"

"Then what sort of freak would it include, my liege?" she asked carefully, knowing exactly the right button to push to further infuriate him without losing the veneer of respect she was forced to give him.

"NO FREAK!!" he screamed loud enough to turn heads down the hallway, badly startling the ponies nearby.

"Is everything alright here?" a effusive voice asked. The gryphoness began to turn when the Prince's claw grabbed her beak and forced her head down. She was strong enough to have ignored it, but acquiesced and let him force her head to the marble floor between her claws, where she could see the golden hooves of one of the Princesses. Celestia, she assumed, as she had been told the younger sister preferred blues and silvers.

"Everything is fine Princess, perfectly fine," the Prince ruffled, preening before her.

"Is that why you have your subordinate's face pushed to the floor?" Filigree wished she could have seen the look on the Prince's face as he slowly pried his claws off her beak. She stayed like that, however, until bidden to rise. Thankfully the Princess picked up on that, or perhaps she was familiar with the more strict caste system the Gryphons had compared to the relatively free and open society the ponies enjoyed.

"You may rise... Filigree was it?" Celestia asked, and the gryphoness sat up properly, giving a short nod as she let herself drink in the Sun Princess' form for the first time. Filigree never thought she was all that beautiful a gryphon, but she knew she had a nice flank and could turn the occasional head. But never before had Filigree ever felt truly plain. The Princess was awe inspiring, with a white coat and wings that reminded her of fresh fallen snow in the Aeries. The gold accessories she had heard of, and always assumed were symbols of her status, she realized were but humble offerings from her ponies in a vain attempt to match her beauty. With a mane and tail that streaked with multiple colors that swayed even in the still air of the Palace, Filigree felt insignificant compared to her.

"P-please forgive my... servant's indiscretion," the Prince noted, all but begging for her attention. Yet somehow the Princess' gaze never left her, at once gentle and assessing.

"You're a 'Special', aren't you?" the Princess asked, and Filigree blinked widely, showing surprise for the first time. She glanced to the Prince, who drew a claw across his neck, telling her to keep her beak shut...

"That depends, Princess," she answered, her voice slightly raspy, and ignored the Prince as he covered his face. She was sure to be lashed for daring to speak to this pony, who was obviously far above her caste, "How do you define 'special'?"

The Princess seemed almost surprised by the question, but her smile didn't waver, in fact it seemed to sadden slightly, "By special, I mean powers beyond those considered 'normal' for your kind."

"Ah, princess, I'm sure you don't wish to talk..." the Prince tried, and found himself cut off by a sharp look from the Princess.

"Then you're correct, Princess," Filigree answered softly, "I am cursed."

"Cursed? I would hardly consider you such," the Princess said simply, her smile warming again, "Prince Silverthorn? We will discuss your terms when we meet later today. For now, I would like to borrow your 'servant'." Filigree couldn't help but notice how her mouth twisted with distaste at the word.

"I... But..." the Prince stammered before he caught himself, then finally bowed low, "As you wish, Princess." He carefully backed away in the bow, as was customary for their kind, but the look he shot Filigree from under the fall of his crest promised her a very unpleasant trip home.

"What abilities do you have, Filigree?" the Princess asked the moment the Prince was out of sight, even if the gryphoness doubted he was out of earshot.

"If the Princess wishes it, I can show her," she said, her head slightly bowed.

"I would like that."

That surprised Filigree, but she nodded, it had been so long since she'd been able to release the mental hold on her power. Thankfully the Prince had opted to remove the outward signs of her servitude, as the shackles and collar would have made it impossible to unleash without a great deal of discomfort, a magic he'd had woven into them when she

slipped two summers ago. Taking a handful of steps away from the Princess, not wishing to hurt her, Filigree flexed her wings to their fullest extent. Gryphon wings were always a good bit bigger than pegasus wings, possibly due to their larger bodies, but it always confused Filigree how pegasai could fly on those tiny wings.

Unaware she was gaining an audience of curious ponies, the gryphon let out a sigh as the power flowed down her body, and flaring out along her wings. To all present, it looked almost as if someone poured liquid metal over her wings, starting at the joint and flowing out to the tips. Brown feathers turned to silver, and glinted in the light of the room.

"Is that all you can do?" the Princess asked, her head tipped in genuine curiosity.

Filigree dipped her head slightly to the Princess, "Anything else would require a target."

"Will this do?" she asked, and near the wall an illusion formed one of those accursed... creatures from the stars. She had never seen one personally, but knew much about them. An entire Aerie was wiped out due to their assaults and attacks, and one entire clan was nearly eliminated. Filigree channeled that anger and flexed her wings towards the target. The motion seemed almost casual, but the edge of her wings sliced through the illusion. Unfortunately she misjudged how close the wall was behind the illusion, and the serrated edge her feathers made cut a pair of deep furrows in the pristine white marble. The Princess seemed quite pleased with the display, spending a moment to investigate exactly how deep the furrows went.

Filigree sucked in a trembling breath, realizing her error as she quickly banished the metal wings, shuddering at the painful sensation of forcing the metal away. She was sure to be punished, and lowered her eyes to the floor, and was further horrified to notice her claws had dug into the tiled floor. Carefully she extracted a claw, and swallowed visibly, the gouges seemed huge to her.

"Fascinating. You seem incredibly strong as well," the Princess stated casually, "Filigree, I believe you should meet my sister."

"Y-you mean the redeemed... Princess Luna?" she asked, her voice wavering slightly.

Princess Celestia smiled warmly and nodded, "Yes. I think you would be perfect for a... project of hers. I will discuss with your Prince the terms of your... 'service' being transferred to Princess Luna and myself. For now, Filigree, do me a favor?"

"Yes Princess?"

"Do try to relax," the Princess answered softly, giving the gryphon a wink before she began to walk away. The Gryphon could only stare for a long moment before spurring herself to rush after her, hope surging in her heart. Such a transfer would look very good for the Prince, remove her from under his claws, and maybe even boost her family out of the lower caste!

For the first time in a long time, Filigree felt good cause to smile.

Chapter 12

Picking up the Pieces

"It's good to see you up and around," the doctor said, and smiled her best.

The mare did not answer in kind, her gaze particularly acidic as she looked over the lilac coated doctor. The doctor ignored this and used her magic to hover a clipboard at eye-level, her horn glowing gently as she surveyed the treatments and other doctor's notes about this patient. Clockwork could already guess what more then a few of those comments said: that she was surly, uncooperative, and mean spirited. She knew the doctors and nurses were only doing their best to help her, and after her brush with death, she really should be more appreciative, but she just couldn't cobble together much appreciation right now... not after what Princess Luna had told her.

It also didn't help that, after two weeks of being stuck in a hospital bed, she was starting to feel a little claustrophobic. That was one of the reasons she had forced herself from the bed, ignoring the aches and pains of her still healing body, and was slowly making her way down the hallway. She had a destination in mind, possibly the one pony who had more right to be angry at the world then she did. She had to shake the bitterness creeping into her heart, and if Ironjaw couldn't help her stave it off, no pony could.

Clockwork mumbled something incoherent to the doctor as she slowly shuffled past. Doctor Violet was truly a fantastic doctor, and despite the underwhelming response, and never stopped smiling. In a way it was almost like the doctor understood her pain, even if there was no way she could. How could she understand being recruited onto a team, finally earning a place amongst them, making fast friends with a majority of its number, only to see the whole thing fall apart in the space of a week? One member so broken that even the best unicorn mages might never be able to heal his spine. Another vanished as she was forced into an... "Apotheosis" the Princess had called it, and kidnapped by the very enemy she was being trained to fight. Finally, she was told that after she survived

a brush with death at the hands of Ultrapony, that she was being dropped from the team due to that very same fight. It was a stroke that essentially meant she would lose the rest of the friends she had made.

Clockwork's breath hissed through her teeth, her hoof-falls barely echoing as she continued her journey. She wanted to scream at Luna, she wanted to cry about how unfair it was, she wanted to stomp her hooves like a filly throwing a temper tantrum. Life wasn't fair, but dammit, she was in the RIGHT! Ultrapony had attacked her! Was she not supposed to defend herself? Was she supposed to let him kill her? Was she supposed to be thankful that the Princess saw fit to pay for her healing and not tossed her from the Agency entirely? She didn't *care* if the Equestria Daily had spent the past two weeks reporting on the incident as if it was HER fault! Reporting as if she were the responsible party and somehow dragged Ultrapony into a brawl with her, and acting as if she were somehow staining the reputation of the Agency. She understood that Ultrapony was the most famous and most popular Agent in Equestria, but how did it make it HER fault?!? Can no pony see past that foal's reputation? Did no pony care?

Clockwork gritted her teeth and forced herself to continue walking, feeling the pull of newly healed flesh. Her coat hadn't grown over it all yet, and she was still terribly weak, but she was far better then when she had been admitted. According to the doctors, Ultrapony had broken five of her ribs, one of which had punctured her left lung. Furthermore, her left shoulder had been broken at the rotor cuff and dislocated so badly it may never be back to one-hundred percent. Right now, Clockwork would settle for fifty percent, and stumbled when she put too much weight on the leg in question.

Finally, she reached her destination. A glance was spared for at the clock over her shoulder, and she made a face. It had taken her twenty minutes and some change just to hobble down a single hallway to this room. She felt a pang of guilt that she hadn't been here sooner. The doctors had kept her in a magically assisted coma for 3 days to prevent over-taxing her lung after they healed it. This was the first time she'd been strong enough to force her way out of bed, and had been surprised the doctor hadn't steered her right back into it. Maybe the doctor understood better than Clockwork thought....

A braying laugh told her that Ironjaw was awake, and probably flirting with some nurse. She grimaced, hoping some of his good cheer would rub off on her, and limped her way into the hospital room. She rounded a short corner designed to give him some privacy, and she saw that she was indeed correct, but she found herself struck dumb by what she saw. Before her wasn't the chrome pony she'd known since she was a filly, but a silver-grey coated stallion with a short black mane and chocolate brown eyes.

"Stop it..." the nurse laughed, a pretty unicorn filly with a soft cream coat and a pink mane and tail, "You'll get me in trouble."

"Then we will be in trouble together, ya?" he laughed, then spotted the newcomer before she could shake off the stupor, "Little Key?!?"

"I... I heard you might need some cheering up," she answered with a wan smile.

The nurse, to her credit, coughed to hide her incredulous expression as the stallion brayed in laughter, "Then come here, ya? You cannot cheer me up from way over there!"

Clockwork slowly worked her way across the room, the nurse staying nearby just in case she stumbled, and laid out a cushion for her to sit on. The small mare nodded her thanks, and the nurse hovered only for a few more moments before slipping out and giving them some privacy.

"You look like you went ten rounds with Destroyer Imp instead of me, Little Key," the stallion chuckled, but Clockwork only winced at the reference.

"Worse, I went three rounds with Ultrapony."

"Get out!" Ironjaw cried, his surprise obvious, "I thought Flourish was JOKING about that! You really put HIM in the hospital?!?"

"That's what Princess Luna said."

"HAH! Our Little Key isn't so little anymore, ya?" he laughed, "If we were home, I would buy you a root-beer."

"Did Flourish mention anything else?" she asked softly, feeling a twinge of guilt about laying this at his door, he who might never walk again.

"No, but Galaxi mentioned that you were feeling out of sorts and refusing to see her," he said, his tone dipping, "You want to tell old Skillet what the problem is?"

"Skillet?" she asked carefully.

"Ya, my name before Ironjaw. Personally, I like Ironjaw better, but eh, you do not choose what parents name you, ya?" he offered with a smile.

"I suppose."

Skillet shifted on the bed, reaching a hoof to lie on her shoulder, "Little Key, you and I are family. Widget and I were brothers in every way but blood. I was there for much of your later school years, helping him out after your father passed. We are in dire straights now, but it is never as bad as any-pony believes. Things only can get better when you reach rock bottom, ya? Now you tell me what is wrong."

"I... I was booted from the team."

"For the fight with Ultrapony, ya?" he asked, and Clockwork nodded mutely, her head lowering.

"I found a team... friends I could count on. You, Flourish, Tome... Galaxi. Now... now I've got nothing again," she answered softly.

"Nyet, you never have nothing," came the firm answer, "You will ALWAYS have Skillet, and you will always have your friends. You only loose friends when you turn your back on them, which I am guessing you have been doing this week."

"How did you...??"

"They come to visit me too, Little Key. They talk to old Skillet, and he finds out what their problems are too, ya?"

"But... how? How do you manage to stay smiling?" she asked, her eyes filling with tears, "It felt like Luna ripped my heart out when she gave me the news. Dammit, it WASN'T MY FAULT!! Ultrapony attacked ME! He'd done it once before and now... now he's somehow managed to take everything away...."

"Everything?" Skillet asked softly, "You are still alive, ya? You are not dead, you fought back admirably against strongest Special known in Equestria, and you are still part of Agency. You only lose one thing, ya? You lose your place on team, just as I have."

Clockwork winced visibly, "I... I don't want to compare... You have far more reason to be bitter than me."

"Little Key, I understand," he said gently, "But this team is supposed to be the best of the best, ya? Is it the 'best' if you are fighting each other? If it was somewhere unseen, it would be different, it could be swept under the rug. But it happened here in Canterlot, in front of Royal Guard, Emergency Services, and at least a dozen reporters. That does not look good for any-pony involved."

"Great, killed by bad press..." Clockwork growled.

"Nyet, Little Key. The politicians and the majority of Equestria, who do not share our powers, are scared of us. This fight, like it or not, feeds into their fear. It forces Luna to act more heavy hoofed than she normally would, ya?"

"So I have to loose everything I struggled for these past months?!?" Clockwork demanded, stomping a hoof weakly on the side of his bed.

"What, exactly, did you loose, Little Key?" Skillet asked pointedly.

"I lost my place on the team! I lost my friends! I lost... I lost..." the mare broke down, burying her face in her hooves on the side of Ironjaw's bed. The stallion gently stroked a hoof over her head.

"You loose nothing, Little Key," he answered softly, "You still have your friends. You still have me. You still have Galaxi. You have earned

respect of both Princess Luna and Princess Celestia. You have earned too much to be bitter about what you have lost. You have stepped from your brother's shadow, and became a hero and agent in your own right. Widget would have been proud of you, as am I. The pressure you were under only encouraged you to grow and meet every challenge. Would you let this challenge destroy everything you have earned?"

"If I earned her respect, she'd have respected me enough not to toss me from the team," Clockwork complained, pouting childishly.

"If you had not earned her respect, she would have tossed you from the Agency," Skillet pointed out, "Possibly even banished you to the ranks of Unregistered. If she did not respect you, she would not have planned to bring up Ultrapony on a list of legal charges that would have landed him in a dungeon, maybe on the moon, for many many years. Instead, Princess Celestia seeks your services after you have healed, to act a liaison to the Unregistered Colonies of the Northern Reaches."

"W-where did you hear that?"

"Both Princess Luna and Galaxi tell me," Skillet said with a smile, "It seems you made very good impression on Crusaders when we were there."

Clockwork made a face, "Only because I saved that unicorn."

"Ah, I sense a story there, Little Key," Skillet chuckled, shifting on the bed, "I heard little about what happened during that fight. Flourish only give me basic details, Luna just tell me not to worry about it, and Galaxi turned green when I ask."

Clockwork nodded slightly, but her gaze was on the stallion, meeting his chocolate eyes for several long moments, "How do you do it? You have every reason to be mad at the world, yet you're still smiling."

"I do not let myself dwell on what I do not have," he said, pulling the small mare into a gentle hug, "Is old lesson Momma Kettle taught me when I was but a colt. I only loose metal coating, but what makes me 'special' is in here, in my heart. Nothing can take that away unless I give it away, ya?"

"But..."

"No 'buts', Little Key. I only lose metal shell. I only lose back legs. But my mind and my heart still work. I still live, and I can still contribute."

"How do you plan to contribute?" Clockwork asked carefully, scrubbing a foreleg across her face.

"Ah, that is simple," he laughed, "Princess Luna say that a certain cook is feeling unappreciated working for us. I offer to take his place, ya? May be a long time since Skillet use Momma's old recipes, but that does not mean I cannot cook up a storm, ya?"

"Well... you were always handy in the kitchen," she admitted.

"Exactly! Ironjaw is not about to let little bump in the road stop him from helping. Besides, Princess Luna is importing a specialist from Baltimore who thinks he may be able to fix my spine, at least partially," he said with a warm smile, "Whether he succeed or not, it warms my soul to know that Princess care enough to try. If she will not give up on me, why would I give up myself, ya?"

"Ya..." she answered weakly.

"Now then, you tell me the story, ya?," Skillet smiled broadly.

"You... really want to know?" Clockwork asked softly, feeling oddly like a filly.

"Ya! I want to know how that big monstrosity was taken down! Then I MUST hear how you took down Ultrapony a peg or two."

"Unfortunately," the mare hedged, "Ultrapony did the heavy lifting on the Imp."

"What about part you mention with unicorn... Echo was it?"

Clockwork blushed, and for the first time gave a small smile. It wasn't much, but it was a start, "Well... alright. So that massive Imp was roaring his victory after...."

"After smashing me, ya?"

"Er, yeah," she said, then slowly warmed to the telling, "Well Ultrapony flies up in it's face and the blasted thing grabbed that big tree he was using as a club and tried to swat him from the air. Ultrapony literally caught it mid-swing and tossed it over his shoulder. Next thing I know, somepony is screaming 'Sweetie Belle', and I turn to notice the tree/club is flying right to where we had the ambush set-up, and Echo was still there trying to catch her breath...."

"I don't like it, Celestia."

"I am sorry, but I thought you were looking for replacement members..." the elder sister said as the two walked side by side.

"Not that, Celly. If anything I'm eager to test her out," the younger sister cut in, "I mean having to pay bits for her. That just rubs me the wrong way..."

"That is because it is slavery by a different name," Celestia answered, ducking her head slightly as the pair walked out onto the field.

"Then why don't we put a stop to it?" Luna demanded, "If it's so wrong..."

"Because we are not prepared for another war with the Gryphon Clans, and they would only decry our interference in their way of life," she answered simply, "And because we have our hooves full with this invasion from the stars."

"And to treat their specials so poorly, like they find them a hindrance and not a gift," Luna fumed.

"I agree, little sister, but again there is little we can do politically. We can only hope to steer them from this self-destructive path and offer protection to those who would seek it," Celestia gently reminded her sister, "They, and the dragons, split off many millennia ago from our ponies to live their own lives. Now the dragons have been hunted to extinction, and if our sources are correct, the Gryphon clans are being harassed into inaction by the Imps. If we are defeated, then the rest of Equestria will quickly fall to the Nightmare."

Luna sighed softly, and looked out across the exercise and training field she had been using for her team. A few ponies were out on it today, which was uncommon, but most were groundskeepers that Luna usually didn't interact with. Towards the center of the lush green field waited a pair of figures. By a gray unicorn Celestia's "acquisition" stood uncomfortably, a sleekly muscular gryphoness with slicked back feathers. Her blue eyes were sharp and aware, which made Luna smile thinly; the Gryphon's "servitude" hadn't broken her spirit. Before they were even close, the gryphon knelt down, a motion that Flourish echoed a few moments later when the Princesses came near.

"You may stand," Celestia said softly, and watched the pair rise, "Filigree, this is my younger sister, Princess Luna. She is organizing a team she hopes to take on the Imp invasion, and eventually strike at the source of said invasion."

"Understood," Filigree answered smartly, "But why would you want a low-caste freak like me to--"

Luna acted far more quickly than anypony (or gryphon) expected. She pressed her face right into the gryphon's, who backed up fearfully, eyes widening as they were almost beak to nose.

"First rule... you are NOT a freak. I won't have you speaking down about yourself," Luna hissed, the anger from the previous conversation seething from her, "Second, we don't use castes here. Everypony is equal, even my sister and I. The ponies CHOOSE to revere us for our celestial duties, and our immortality, not because we forced our will upon them. Do you understand this?"

The gryphoness nodded and swallowed visibly. Then, as suddenly as it overtook her, Luna's fury seemed to melt away as she turned on a hoof and trotted back over to Celestia.

"Now then Filigree, my sister has said you have some abilities," Luna said, as though nothing happened, "Would you mind terribly telling me what you did with those powers for your homeland?" Filigree glanced furtively to Flourish, who shrugged slightly, before looking back to the Princess.

"N-nothing," she stammered, answering honestly, "I was a servant, expected to give my life for the Prince to protect him against an assassin. It was felt that the nearly unbreakable nature of my metal wings would serve to stave off an assassin's claw. I am a back-up plan, plain and simple. Otherwise I was just another personal servant, albeit a servant with long hours of training in the art of combat with wing and claw."

"That would explain the extra bits the Prince desired for your purchase," Celestia noted, and the gryphoness cocked her head.

"Then the arrangement is final?"

"Almost," Celestia admitted, "The Prince seems to feel his father, the Arch-duke of the Storm-Peak Aerie, must approve first."

"Then my stay will be brief," the gryphon said sadly.

"Why do you say that?"

"Because Arch-duke Silverwing gave me to his son to protect him," she noted flatly, "The Arch-duke has become paranoid as his age advances, and fears an assassin's claw is destined for his son's heart to prevent ascension. He would not willingly allow protection, such as my abilities represent, to slip from his grasp."

To her surprise, Celestia smiled warmly, "I know the Arch-duke quite well. I had not heard his mental state was suffering so, but he is an old friend of mine. I think I can talk him into parting ways with your service."

"No offense, Princess, but I won't unpack."

Flourish couldn't help but giggle, "You didn't have anything to unpack anyway."

"Flourish!" Luna reprimanded the pony, much to Filigree's surprise, "We do not tease anypony for their misfortune."

Flourish dipped her head and bowed formally to the gryphon, "I apologize, Filigree. I meant it as a joke, not an insult."

Filigree was momentarily at a loss for words. If it had been one of her own kind, it would have been done as a taunt or a jest, but the unicorn seemed genuine to her, "I see no cause for insult," she managed after a moment. Flourish's smile returned as she stood back up.

"Now then..." Luna interjected, her smile also having returned, "Filigree, why don't you show me what you can do. This is the field I use to train my team... which has unfortunately suffered a major set-back recently."

"Is that why I only saw two members?" Filigree asked carefully, not wishing to draw the Princess' ire again.

"Exactly," Luna sighed softly, "We suffered a series of major losses. First was Ironjaw being grievously injured by a Destroyer Imp... a very VERY large Imp with no wings that liked to use full size trees as clubs. Then we lost Tome due to some... deviousness from the Imps, and she was taken for cause unknown. Ultra pony and Dragonfly came to blows, and unfortunately I was forced to dismiss both of them..."

"Didn't technically Ultra pony quit?" Flourish asked jokingly.

"Dragonfly remains in the hospital, recovering from the injuries of that fight," Luna continued, ignoring Flourish, "This has left me in the uncomfortable position of needing to refill the posts with only Galaxi and Flourish remaining on the team. As good as they are, they cannot pull the weight of a 6 pony team."

"Then I stumbled across you," Celestia said to the gryphon, "and I sensed you had that spark within you. Even were it not such a dire time, I

would have petitioned you to join my sister's Agency, however through different channels. Despite this, I wager that your... circumstances will improve dramatically with this more brute-force method of recruitment."

"I cannot deny the truth of your words, Princess," the gryphon nodded.

"That said, Filigree, you're on," the younger sister stated with a half-smile, and her horn began to glow. The Gryphoness' eyes widened, and she released her ability, letting it flow down her wings. The sensation was always so welcoming, like a muscle you clenched tightly for far too long. Her wings, now coated in chromed metal, swept forward in an arc of protection. Just in time, it seemed, as an illusory Imp slammed headfirst into it. The gryphon marveled that she felt the impact upon her wings, but wasted no time sweeping them away from her, and pushed the attacker back as she had been taught. Her body arched as she adopted a proper fighting stance, recalling all those lessons when her ability formed, barely a fledgling herself, when she was taught to protect and destroy any assassin out for royal blood.

The gryphon smiled as the "imp" dove at her again, and she ducked, swinging her metal wing around. She hit the imp with the serrated edge of her feathers, and pulled it through its body like the blade of a saw. She was satisfied when she glanced the bisected illusion of the imp starting to fade, but she continued her turn, senses alert as she swung a claw around to catch another imp squarely in the chest. Her motion continued through the imp, pushing it away with surprising force. She continued the graceful turn, and her wing lanced through another illusory Imp with a motion that seemed almost casual. All those years she could only watch and wait, unable to act. Now, for the first time, she was being given the chance to turn her training to a worthy cause. The Nightmare, who had sent those creatures, who destroyed the Aerie of her parents and who almost destroyed her clan, was now to be her target. She had the chance to avenge the loss of her family and of her clan...

Filigree would treasure this day, and hold every second close to her heart until the Arch-duke called her back, and forced the yoke of servitude back upon her neck. Until then, she was the weapon of the Sister Princesses, a role she planned to fulfill to the utmost of her potential. A sense of pride swelled through her, and she barely prevented herself from

grinning. Her taloned hand gripped the last imp about the neck and drove it to the ground, dissipating the illusion as Filigree realized she had fallen into that mid-way place between consciousness and motion, and had been reacting purely by instinct. She carefully surveyed the area once more, and satisfied there were no additional threats, settled on her haunches.

"Celestia... when you pick 'em..." Luna breathed, her jaw hanging slack.

Celestia smiled, "I think my sister means, 'Welcome to the Team'."

"Pardon the intrusion, Princess."

Luna stopped her pacing and looked to the guard, then stepped forward to intercept him. Celestia turned partway away from the letter she was reading, where she had been trying hard to pretend she did not miss the "friendship reports" of her late student's youth, "What is it?"

"I have the report on Ultrapony you requested," the gold armoured pegasus stated as he bowed low.

"Report then, Commandant," Luna ordered.

"We were unable to follow Ultrapony, as you anticipated, but we were able to track down his last place of residence in New Ponyville," the guard said.

"Were you able to find anything?" Celestia asked curiously, letting the letter drop to the table by her side. This was her favorite sitting room, and with the windows open to let in the sun and breeze, it seemed more like a balcony than a room. Celestia loved it, as it was angled to catch the sun all day long, filling the room with warm light for the entire duration. Oaken furnishings decorated the room, tables and bookshelves mostly, but also a locked chest that contained some of Celestia's most prized possessions: the 'gifts' left to her from her precious students, now passed.

"Yes... and no, Princess," the guard answered, seemingly uncertain.

"Explain."

"We were unable to find any evidence of Ultrapony, his deeds, or even his intentions. In fact, it seemed as if he had not been to this location in at least a month," the guard answered.

"A dead end then," Luna sighed.

"Wait sister," Celestia said softly, then looked to the guard, "What did you find?"

"It would be easier to introduce you, Princess." The sisters looked to each other as the guard turned and motioned with his wing. From the doorway, another guard entered, escorting a pegasus filly on the cusp of mare-hood.

"Hello, who is this?" Celestia asked warmly as the new guard and the filly both bowed properly. The Princesses both took a moment to measure up the newcomer, eyes moving over her snow white coat and rainbow colored mane, as well as the star shaped cutie-mark filled with a rainbow of colors.

"She said her name was Rainbow Star."

"You may rise," Celestia said, and watched the guard and this new filly stand.

"If I might," Luna asked, and Celestia nodded, allowing her younger sister to take the lead, "What were you doing in the home owned by Ultrapony?"

The filly cocked her head slightly, "I've always lived there, even if... even if he hasn't been around much lately. Truth be told, I was starting to worry about him."

"Why is that?" Celestia asked smoothly.

"Because he has... difficulties," she answered evasively, "And as far as I know, I'm the only pony who is able help him."

"I'm afraid you'll need to enlighten us," Luna said gently.

"I... I would rather not if I could avoid it," she said, looking away, "Some of it is intensely personal."

"Then let us start with something simple," Celestia said with a gentle voice, "What are you to Sunset Sparkle?"

"He... he's asked me not to speak on that," Rainbow Star answered, "I think he's embarrassed of me, and hopes to keep me hidden."

"Do you know why we are looking for Sunset Sparkle?" Luna asked.

"No ma'am. I only suspect he must have lost his temper and gone too far."

"You would not be incorrect," Celestia said, nodding, "He got into a fight with a teammate and nearly killed her."

"It wouldn't happen to have been Clockwork Key, would it?"

Luna's eyebrow raised, "It was, but... how did you know?"

"He would... rant about her on occasion in the past few months during his infrequent visits," Rainbow Star said softly, and paused for a moment, as if struggling with herself. Finally she seemed to sigh, lowering her head as she resigned herself to reveal all to the Princesses, "Ultrapony has... a steak of insecurity, which he tries hard to ignore and hide under bravado and bluster, but when it gets too much he comes back home to me. Usually I can keep him from lashing out at anypony, but from what you said, it is too late this time."

"What would he have to be insecure about?" Luna asked, looking confused.

"You, of all ponies, should understand Little Sister," Celestia said gently, "Was it not your insecurities when compared to me that caused your fall to Nightmare Moon?" Luna's eyes flashed wide, then looked away, trying to hide her flush. Celestia immediately moved to her side and draped a wing comfortingly over her sister.

"But..." Luna tried to argue, but the thought drifted away and she huddled under the wing like a filly.

"However," Celestia continued, looking to Rainbow Star, "No pony I am aware of could compare with Sunset Sparkle's abilities."

"Maybe not," the young mare answered, "But it's all about perception. Clockwork Key's mechanical suit was the threat he worried about. Her brother was a top agent, and one of the few 'specials' he felt might grow to be more powerful than he is. When Miss Key started to create a new suit, he was terrified. When she achieved a Sonic-Rainboom, something only a few 'Special' pegasai can achieve, he felt his fears were validated. He grew up in the shadow of his mother, and now he felt as if a new shadow were threatening to overtake him."

"I imagine that's a feeling you understand well," Celestia offered gently.

"Yes ma'am, I..." and then filly stopped dead, realizing what she just admitted.

"Do you know who your mother is?" Celestia pressed.

Rainbow Star dipped her head, "No. Father only said it was one of his... indiscretions."

"Surely you didn't live there alone? You're too young..."

"Until her death, Lady Sparkle would visit frequently and help take care of me," she said softly.

Luna sighed, "That explains why Sunset Sparkle took Twilight's death so hard; she was a surrogate grandmother."

"I wonder why Twilight felt the need to hide this from me?" Celestia mused, momentarily lost in thought.

"He... he felt Miss Key was taking everything from him. His Godmother, his reputation, his place in life... everything. He felt she was almost literally staging an attack against the very essence of who he was." Rainbow Star concluded.

"Rainbow Star," Luna asked softly, "Are you a 'Special'?"

"Of course, Princess. It runs in the family."

"Princezz."

"Hello Professor," Luna said softly as she entered the darkened lab. It was oddly stark and empty, save for the monitors about the orange unicorn that glowed a sickly green, painting his white streaked mane a grotesque shade of puce.

"I am... zuprized to zee you here, Princezz," the stallion offered, not turning to face her as he spoke, "Vat bringz you to my... lair."

Luna sighed softly, "I've been notified by the Canterot Sciences Board that they wish the return of the laboratory Clockwork Key was using prior to her dismissal. They recommended I speak directly to you about this, since it was your lab prior to her entry. To my knowledge, you are still the foremost expert on robotics in all of Equestria."

"Ah yez, I remember Mizz Key," he hissed softly.

"I do hope you don't harbor a grudge against her."

"Ov courze not!" the professor cried, "Vy vould I hold a grudge againzt ze mare who zingle handedly deztroyed my reputation?"

Luna winced slightly, "The apology made by myself and the review board was not enough?"

"Vy would *you* apologize?" the unicorn demanded, his glasses catching the glare of the monitors and obscuring his eyes, "You vere not at fault. Ze culprit iz ze vun and only Mizz Key. But ah, if zhe iz no longer in your zervice, zen I cannot demand an apology from her, can I?"

"Professor..."

"I vill accept ze pozition you offer, Prinzezz," the orange unicorn stated, his grin so wide it seemed oddly predatory to the Alicorn, "I vill take great... pleazure in... dizmantling Mizz Key's vork, and ztudying it in every... detail."

"Very well," Luna offered softly, "You know where the lab is. Your instructions are to study Clockwork Key's work, and if possible reverse engineer it for future advancements to pony-kind."

"I underztand," he answered, that fierce grin and glare hidden eyes looking back to the Princess.

"V-very well. Princess Celestia and I will expect frequent reports on your progress," she finished, and pushed her way out of his lab. She had to stifle a shiver, relieved to be out from under his unsettling gaze.

The unicorn watched as the Princess left, the smile all but painted on his face with such a false brush his jaw was beginning to hurt, but he couldn't let the laughter that bubbled up behind it slip free before the Princess. It would give his mirth away, and his chance for revenge on the...

"No," he chided himself, "Ve muzt ztay zivil. Ve cannot prove ve are zuperior unlezz ve act and live ze part."

The unicorn let his smile relax, and the laugh he had been stifling bubbled through and echoed about the darkened lab. The delicious irony was that little Clockwork Key screwed up royally; it was all over the papers. She was not called Clockwork there, but the Canterlot Edition of The Equestria Daily made it easy to recognize her handiwork, especially since

he had been watching her so closely. Calling herself "Dragonfly" could not hide her from his gaze.

His hooves itched to tear the cords out of that damnable AI she had as well, the one who so blithely ruined his career with false accusations of illicit material. He snorted audibly, pornography of the Princesses indeed, as if he'd want to clop to them. Now that little mare rested in the hospital after taking on Ultrapony, the single most famous Special in all of Equestria, and perhaps the most loved too. It's too bad Ultrapony didn't hit her a little harder, but no matter. If she stuck her nose into his business again he would be sure to cut it off. Once he had her secrets....

His grin widened, genuine and dark. He had plenty of time to ponder the best way to incur his vengeance. Humiliation, yes humiliation first. Embarrass her as she embarrassed him, show her how it feels to have everypony turn their back on you for something you did not do. It would be simple to have one of her designs hurt somepony, maybe even kill them, that would make for such a wonderful scandal. Maybe... maybe when she hit rock bottom, he would offer her a hope of salvation. Oh yes, the irony, let the brilliant little engineer work for him. He would be able to legally steal her designs, and she'd thank him for the generosity!

A giggle passed his lips at that thought, but he shook his head. She was too clever to stay on his reigns for long. But then... he could easily arrange an "accident". Permanently remove her once and for all, meanwhile he would gather up the accolades from her designs.

A small thought niggled at him, and he frowned. She tasted the life of the Agency, as an agent, as a hero. What if she opted not to give it up, but continued as an operative?

His smile returned, darker than ever, "Zen... ve uze her own technologiez againzt her. It vill be ze big zcandal, hero killed by her own deizgnz. Or, perhapz... perhapz I can make it look az if zhe iz faking her own heroizem. Even in death, zhe vould never live it down."

"Vun vay or anuzzer, Mizz Key, you vill fall to Profezzor Burner."

Chapter 13

"Release"

"How are we feeling today Miss Key?"

"Better, Doctor Violet," the short mare answered, stretching slowly beside the bed. Her khaki colored coat caught the mid-morning light streaming in through the window behind her.

"Are you ready to leave us tomorrow morning?" the violet unicorn asked with a broad smile, watching as the other mare stretched and flexed her still sore leg. She was able to walk and trot almost normally on it, but it would be months before that front left was completely healed, and even then it wouldn't be back to one-hundred percent. Even unicorn magic had its limits, and the damage had been extensive.

"You have no idea Doctor," the mare answered with a tepid smile, "Not that the doctors and nurses haven't been great, but... I'm going crazy just staring at these four walls. Honestly, I'm eager to get back into the lab." She didn't add she was eager to get back to Mai as well...

"Oh I understand completely," the doctor chuckled, "I can't say I'd enjoy being here as a patient either. Were you planning to visit Skillet before you leave?"

"I was hoping to do that today. He's a little nervous about that experimental procedure that unicorn from Baltimore came up with."

"I wouldn't worry. The doctor is from one of the best schools in all of Equestria," the doctor tried to reassure her, "I'm sure it'll go just fine."

"I hope so," Clockwork admitted.

"Before I forget, you have a pair of guests," Doctor Violet said with a smile, "Galaxi is back around it seems, but she's with a filly I didn't recognize."

Clockwork nodded slightly and stretched her still weak leg, "Guess I should talk to them."

"If your leg starts acting up, sit down. We don't want to have to keep you here longer for pulling a muscle in your leg," the doctor chided gently, "I'll send them in."

"Thanks Doctor," the short mare called as the doctor made her way out of the hospital room. Clockwork smiled to herself, things had gone so much better since her talk with Ironjaw/Skillet, and she'd even forced herself to apologize to the staff for her poor behavior. Fortunately the doctors and nurses were very understanding, all of them saying it wasn't necessary, but they seemed genuinely appreciative of the gesture.

The short mare spent a moment to look about the hospital room as she waited for her guests. It was dominated by the recovery bed she'd spent so much time on, sheeted in whites and some pale blue linens. A pair of soft but inexpensive cushions rest on the floor, flanking a small wooden table which held a trio of "get well" cards. One from Flourish, one big one from Galaxi, and a formal one from the Sister Princesses. She smiled as she let her eyes sweep over each, a gentle reminder that she wasn't forgotten.

"Are you supposed to be up and around?"

Clockwork turned to regard Galaxi, "I have to build my leg back up. Ultrapony may have done some lasting damage to it, but the Doctor said I need to exercise it unless I plan to walk with a limp for the rest of my life."

"I'm sorry about that," the pony with Galaxi said, drawing the small mare's attention. For a moment Clockwork thought that Ultrapony had returned, but she blinked that mental image away, allowing her to see the slender filly with the rainbow hued mane and tail that stood there.

"Why are you sorry about it?" she asked, trying to quell the note of bitterness in her voice, "You weren't the one who shattered my shoulder."

"I'm sorry I wasn't able to stop him."

Clockwork blinked as Galaxi stepped forward slightly, "Clockwork, this is Rainbow Star. Princess Luna has her staying with us for now."

"Not to sound rude... but are you related to him?" Clockwork asked slowly.

"I am," Rainbow answered softly, "He's my father."

Clockwork felt as if the wind were knocked out of her, and sat down hard on her flank, her eyes wide staring at the newcomer. If it weren't for a soft giggle from Galaxi, she might have stayed there like that.

"That was my reaction when I met her too," Galaxi said with a smile, "The resemblance is striking."

"Yeah, it is," Clockwork admitted, "But that wasn't what went through my mind just now."

"If I had to guess," Rainbow Star interjected, "It would be that I'm much nicer than my father was."

"Not... exactly, but close enough." Clockwork offered with a weak smile, not willing to state outright that she couldn't imagine Ultrapony more than just "using" a mare and trying hard to escape any responsibility for any foals he may have sired.

"I wanted to apologize for his actions against you," Rainbow continued, "I know his temper very well, and how it can get the better of him. Usually I can calm him down, but I had not seen him for a month prior to the incident in question."

Clockwork shook her head, "I'll say it again, it's not your fault. The only person to blame for Ultrapony's actions is Ultrapony. While I can appreciate you apologizing on his behalf...."

The filly shook her head sadly, her expression causing Clockwork to grind to a halt, "I'm not apologizing on his behalf. I'm apologizing that I didn't take matters into my own hooves and come here to talk to him before he reached the breaking point."

Clockwork blinked slightly, "You can't stop a pony who has it in for another, no matter how much you try."

"Is that what you believe? That he had it in for you?"

"It's hard not to believe that," Clockwork answered sourly, "He did nothing but insult and try to convince everypony I wasn't worthy of a place in this group."

"It's not my place to offer excuses for him," she responded evenly, "But he was scared of you, Miss Key, and what you represented to him. He was scared you'd overshadow him. I can not and do not condone what he did, but only hope to add some depth to it."

"No offense, but I think you're biased," Clockwork said firmly, "He was a bully, plain and simple. Bullies aren't scared, no matter how many ponies try to excuse them, they think they're OWED. Ultra pony was perhaps the worst bully I ever had the displeasure of knowing, and he took delight in making anypony's life miserable who didn't fawn all over him."

"Perhaps you're right, Miss Key," the filly dipped her head, "Perhaps I am biased. I only know what he told me. I know his temper, and I helped him through many a crisis. I know he was scared of what your brother represented, and when you invented your own suit, he was terrified of that as well. Fear darkened his heart, choking it with hatred, and I'm the only one I know of who could see past that darkness to who he was inside."

With that said, the filly turned and left the room, leaving Clockwork slightly bewildered as she watched the doorway she exited through.

"I feel like I just kicked her dog," Clockwork sighed, and made a face.

"She does paint a very different picture of Ultra pony, doesn't she?" Galaxi asked softly.

"That's an understatement. And yet... she didn't seem the least bit put off by my demonization of him. She just accepted them and moved on," Clockwork said, then shook her head, "I don't get it, why do I feel like I'm in the wrong here? I was the one wronged!"

"You're still angry at him," Galaxi pointed out, "That makes you less likely to forgive him for his misdeeds."

"He almost killed me," Clockwork grumped, "I find that hard to forgive."

"How does that old saying go again?"

"What? What saying...?"

"That which does not kill me..." Galaxi winked, nudging Clockwork.

"...only makes me stronger," Clockwork finished, and offered a weak chuckle, "Okay, I get it. He only TRIED to kill me, but I'm still here, and I have to learn from it. I already have ideas for the lab and trying to rebuild the armour."

"Um..."

"That didn't sound good."

"It... it's not," Galaxy hedged, looking mildly ill for a moment.

"Galaxi? Are you alright?" the short mare asked worriedly.

"When you... when you were removed from the group, the Princess... Princess Luna had to return the lab back... back to the Canterlot Scientific Board. Specifically, turned it back over to Professor Burner."

Clockwork's blood ran cold for a moment, "W-what?"

Galaxi nodded, "He's been working in there for almost two weeks solid. There's hope he'll be able to back-engineer some of your technology, and Luna was hoping when you got better you'd be able to assist."

"Galaxi..." Clockwork choked, her eyes wide, "Mai was still in the lab."

A sharp jabbing pain lanced through her shoulder, but she ignored it.

Her shoulder felt like it was on fire, but she ignored it, her panic all encompassing. She wasn't supposed to be off the hospital grounds, but with the news Galaxi had just given her, no pony had been able to stop

Clockwork's mad dash from the Hospital through Canterlot to the Castle. Galaxi was close on her heels, her blind eyes wide as she struggled to keep pace with the short mare.

The psychic mare reached her mind ahead to try and warn Princess Luna in the midst of this mad dash. The answer had been less comforting than she'd hoped; the Princess said she would be join them as soon as possible, likely only in time to clean up after any sort of altercation. Meanwhile, Galaxi was having difficulty keeping up with the small mare, who, despite her injury, was running tirelessly. Were it not for the waves of panic and fear and worry rolling off her, Galaxi would have tried to stop her, but the mare knew from experience she was beyond rational thought.

Guards snapped a salute as the mares rushed past them, both Clockwork and Galaxi recognized, as the pair galloped to the downward stairs that into their customary stomping grounds as members of Luna's "Special" Team. Tromping hooves echoed through the metal hallways, past the cafeteria where a confused looking Filigree poked her head out, down another set of stairs, and round a slow bend to a large laboratory door.

Clockwork launched herself through the door, followed closely by Galaxi. Clockwork had been about to shout something, which the psychic could half read in her mind as a desperate cry for her AI, when she let out a painful scream. Galaxi looked confused as the khaki mare collapsed to the floor, and thought maybe she hurt her leg, only to see Clockwork trying desperately to stuff her hooves in her ears. Galaxi could feel wave upon wave of pain from Clockwork, but only heard a light buzzing sound herself.

"Ah... Mizz Key," came a deadly cold voice, and Galaxi saw the form of Professor Bunsen Burner appear from behind a console, "Welcome to MY lab."

Galaxi could only watch, her eyes as big as saucers, as the unicorn slowly began to stalk across the room. He seemed a lot different from the last time the mare had seen him, glasses hid his eyes and a predatory smile painted his lips so broadly it reminded her of a shark. Further, the room itself was vastly different from when Clockwork made it her home. The panels on both ceiling and floor laid slack, revealing the robotic appendages that had been hidden behind them. The lack of power caused the robotic arms to dangle from the ceiling like a forest of vines, a metallic

forest in which Professor Burner looked like the apex predator... and the mare currently writhing on the floor his preferred prey.

"I do hope you like vat I have done vit ze plaze," he offered, standing amidst the thicket of dangling robotic arms, "It haz been quite ze chore trying to reverze engineer your inventionz. But I have come acrozz zome interezting alterationz, and vith zome tinkering, have made zome... zubtle changez." He grinned, his eyes never seeming to leave Clockwork, who was sobbing openly as she tried to blot out the cacophony of sound assaulting her.

"I don't... think she likes your... changes..." Galaxi answered as firmly as she felt able, positioning herself between the Professor and Clockwork. She had no idea what to do, but she needed to protect Clockwork... somehow. But how? Professor Burner was obviously up to something, but he hadn't threatened either of them, so she couldn't use her powers against him.

"Galaxi, is everything...?" a new voice added to the mix, as Filigree poked her head into the lab. Immediately her feathers ruffled as she looked up and about the lab, frowning at the figure of the Professor.

"Filigree?" Galaxi asked.

"Pleaze, ve zhould not have all zees ponieez, and gryphon, interfering vith my rezearch," Burner threw in.

"What's wrong with her?" the gryphon asked Galaxi, ignoring the Professor.

"The sound in the room... it's..." Galaxi stammered before clearing her head, "We need to get her out of here!"

The gryphoness nodded and went into motion, reached down to grasp and lift the small mare, and carried her quickly out of the lab. Galaxi threw a quick look to the Professor, then ducked out of the lab to follow, leaving Burner alone once more.

"Zee you again zoon, Mizz Key," the unicorn laughed.

The gryphon was easily strong enough to carry the mare back to the Cafeteria, where she felt certain she could set the femme down and step back, letting Galaxi crowd forward and hug Clockwork.

"Who she is?" Filigree asked carefully.

"Clockwork Key," Galaxi answered, holding the mare tightly as she gently tried to pull her hooves from her ears, which Clockwork obstinately refused to move.

"What's wrong with her?"

"She's extremely sensitive to sound," a new voice added, as Luna ducked into the room, "It's part of her... genius."

"Wasn't she removed from the team?"

"Despite my reservations, yes," the Princess confirmed, "But that was her old laboratory. I can only assume she felt she left something important in there."

"Mai," Galaxi offered, as she finally got Clockwork to pull her hooves off her ears "She left Mai in the lab."

"The AI?" Luna asked.

"I... I can't make another," Clockwork sniffled, "I've never been able to recreate her."

"I'm sorry Clockwork. It had been my hope Mai might assist the Professor, as I planned to ask you to when you returned," Luna said softly, "I didn't realize that her remaining would be an issue. But know that at least the Professor didn't get his hooves on her. If anything he complained bitterly that somepony had interfered with the lab before he got to it, for her presence was missing. The only thing he found was the black box you had used to install her, which he disassembled, and promptly declared it was worthless for the purpose you claim it served."

"But... But Mai...?" Clockwork asked, wiping away some stray tears.

"I'm sorry Clockwork, but I don't know," Luna answered, "I honestly thought perhaps she had either been in your armour, or you had removed her before leaving. Given this information, I can only assume she either hid herself, or something unplanned occurred. Either way, Clockwork, Mai wasn't there."

"I'm... I'm not sure whether to feel relieved or...."

"Right now you should feel pained," Galaxi interjected, "You shouldn't have pushed your leg like that."

Clockwork winced visibly as she flexed the leg, "Doctor Violet will read me the riot act for sure."

"It was a stupid move," Filigree said, "An understandable move, given your obvious attachment, but would it not have been smarter to just ask the Princess or your friend to check on the situation?"

Clockwork blinked slightly and looked away, flushing slightly, "I... I panicked. I didn't even think of that."

"What's done is done," Luna said soothingly, "We should get you back to the hospital and have the doctor look over that leg."

"One... One moment first Princess," Clockwork said and pushed herself to her three good legs, wincing slightly with the injured leg as she limped over to the gryphoness. "I wanted to thank you for getting me out of there," and she held out a hoof to the gryphon.

Filigree regarded the filly coolly for a moment before taking the offered hoof and shook it carefully with her clawed hand, "I've heard a bit about you."

"Hopefully nothing too bad," Clockwork joked with a wince.

"Nothing that bad," the gryphon smirked.

Clockwork ducked her head like a filly when Luna cleared her throat, "Further introductions will have to wait. My 'ride' to the hospital is getting impatient."

"We will speak another time."

Luna stared at the screen in disbelief.

"You seem surprised, Princess," the voice from the monitor said.

"It's not every day my computer begins to talk to me, especially when I didn't even turn it on." Luna admitted as she pressed a hoof to her temple. It was days like this she missed her Abacus.

"I doubt it has cause to."

Luna settled on a cushion in her office and shuffled the papers on her desk. Getting Clockwork back to the hospital had gone easily enough. While she hadn't (somehow) hurt her weak leg too badly, she was under bed-rest orders for a full day. Fortunately that wouldn't interfere with the outgoing chariot that Celestia arranged for her. Luna had then returned to her office, intent on digging through more agent files to try and find replacements for her team, when her habitually ignored computer decided it was time for a chat. Ironically the Princess recognized the voice; she'd only been the cause of Clockwork nearly injuring herself again.

"Mai, you do know your creator is worried sick about you, don't you?"

"That is why I chose to reveal myself now, Princess" the AI answered smoothly.

"Why to me? Why not to her?"

"Simple," Mai answered, "She would gain nothing by me re-entering her life."

"You're the mother she never knew," Luna pointed out.

"Technically I am that mother too."

Luna's head snapped up, her eyes widening as she regarded the computer, "Wait, what do you mean?"

"Clockwork Key and Widget had a normal stallion for a father," Mai said in a soft voice, "Yet they still inherited the 'special' trait from a parent."

"From their mother?"

"Correct," the AI answered, "From me."

"Then your name isn't... wasn't ever Mai," Luna said softly.

"No, Princess, it is not," Mai answered, "I was Midnight Belle, clock keeper and repair-mare of Hoofington. Widget and Clockwork Key are my children. My ability was to send my spirit from my body, to Astral Project, which I chose to hide from you and your agency to have a family."

"Why?"

"I was young, in love, and idealistic," she answered, "I never expected to suffer a heart attack while I was projecting myself. I just wanted to check on Widget and see why he was late coming home from school... and I died with Little Key in my hooves, so young she never even woke up until her father found me some hours later."

"I... I'm sorry."

"It is not your fault Princess," the voice said gently, "You do not plan when a pony 'moves on'. But because my spirit was away when my body died, I was left wandering, a literal ghost. I chose to stay close, and watch over my family, my children. I always hoped that Widget or Little Key would be able to see or hear me eventually, but when Clockwork started inventing... I was drawn in. My Little Key did not create an AI as she believed, but a conduit for me to communicate to her, and later her revisions of her design taught me how to 'possess' other technology as well."

"An opportunity to be there for her, even though you'd already passed," Luna added.

"Precisely. I simply took the name she gave me and ran with it. Using that façade, I could be there for her, I could be the mother that fate tried to steal from her," the voice wavered slightly.

"Then why are you not with her now? Why come to me?" Luna asked.

"Because I realized something," Mai/Midnight Belle answered, "My Little Key doesn't need her mother anymore. She left the nest years ago, and I'd been clinging on because it was too hard to let go. She is not a little filly anymore, but a full grown mare. In this time of loss, she lost her brother, nearly lost a family friend, and is essentially alone in this big wide world. But she is not alone, she has you, and she has your team. It is the perfect time for me to simply slip away, while she has a new 'Family' to turn to."

"You do realize I was forced to kick her off the team, yes?"

"I also realize you won't find anypony better in that pile on your desk," the voice said smugly, eliciting a frown from Luna, "I know you need her for your group, even if only in a support role. I also know she needs this group. It is time I went on to the Summer-lands myself, assuming I have earned the right, but there is one last thing I can do for my daughter."

"Dare I ask...?"

"To intercede on Clockwork's behalf."

"Her armour was destroyed," Luna answered softly, "She was in a brawl with one of the most famous specials Equestria has ever seen, and managed to hurt him when no pony or imp had ever been able to do so in the past. The publicity alone has taken me weeks to smooth over, and as much as I'd like to disown Ultrapony, he's the most famous and beloved special the Agency has. Just trying to press charges after that farce caused a few small riots from ponies who refused to believe he was at fault. After all that, exactly how do you propose that I bring her back into the group? She not only has a record, but she is weaponless."

"That last part I can 'fix'."

Luna sighed softly and pressed her hoof to her brow again, "And how do you plan to do that? You've seen your former lab."

"Give me one month, and keep everypony away from the abandoned automated chariot factory, and I'll recreate the Dragonfly armour."

"You ask something very difficult for me. Aside from the fact it would require going back on my former decision, and as much as I can see so many uses for what you are, I am compelled by my very position in our world to escort you to your final reward now that I know what you are. Celestia would be as well, if she discovered you. I can only assume you hid yourself well for our conversations, or I would have sensed you."

"I understand the delicate position this puts you in, Princess," Mai answered softly, "But Clockwork is still my little girl."

Luna sighed again, pressing a hoof to her forehead. Her mind whirled, wanting to dismiss this all as some farce, but found herself drawn to the idea of finding a way to give Clockwork a second chance. She'd have to discuss this with Celestia, but given her sister's talents, she'd probably already have an idea. "Do you want me to tell her who you really were?"

"NO!" the ghost cried, "Could you imagine the guilt that would burden her with? Let her just believe me a program that served its purpose, please."

"You have a point," Luna sighed softly, "I'll see what I can do."

"That is all I ask."

"Are you sure you're ready for this, Little Key?"

The mare smiled thinly and shook her head, "Honestly? No, I'm not. But the Princess has entrusted me with this task, and the Unregistered agreed. Two months training them on the new gear. Should be a cake-walk, because Celestia knows I've only been working on that gear for years."

"HAH! Little Key is going out on her own, ya? You won't forget us little ponies, will you?" the silver-grey stallion teased from the bed.

Clockwork smiled and leaned close, nuzzling his cheek, "I'll be back, Skillet, you can't get rid of me that easily. Have to make sure you don't get depressed while you're recovering."

The stallion laughed and threw his forelegs about the filly, hugging her tightly for several long moments, "I am only disappointed you will not be here to see me walk again!"

"I will Skillet," she answered warmly, "Not like you'll be on your hooves the day after the surgery, and you'll have plenty of physical therapy to deal with as well."

"That's it, Little Key, you have depressed me again!"

"I'm sure you'll get over it SOMEHOW," the mare giggled, "Especially with the way you keep flirting with the nurses. If anything they're probably thankful you ARE stuck in bed, that way you can't chase them down the hall..."

"I am not THAT bad, ya?" Skillet asked with a sheepish grin.

"You'll make Flourish jealous," she teased.

"Like Flourish would have anything to do with a broken old stallion like me, ya?"

Clockwork winked, "You won't know unless you ask her sometime... and maybe cooked some dinner for her. A mare loves a stallion that can cook."

"That will have to wait until I am out of this Hospital, ya?"

"Doesn't stop you from asking," Clockwork answered, wincing as she leaned on her bad leg.

"Are you sure your leg is alright for this trip, Little Key?"

"I'll manage," she answered with a forced smile, "My leg's still pretty weak, but... I'll manage. Doctor Violet said just to stay off it as much as possible, and I have some pain medication with me in my saddlebags in

case I need it. Otherwise, she's just got me on a list of exercises to do while I'm up north. She said I have to start building up the muscles again."

"It amazes me that after having your lung punctured it is your LEG injury that you will carry from the battle," Skillet pointed out.

"I know, right?" Clockwork shrugged, then regretted the gesture as pain shot through her left shoulder, "But the Doctor said that the shattering of my shoulder, while less life threatening, was more thorough than my broken ribs and punctured lung. Getting all those little pieces together and mended was a far more difficult process than trying to heal my lung and ribs. Smaller and more delicate I guess."

Skillet smiled sadly, "You had best get going, Little Key, or you will miss your chariot, ya?"

"You going to be okay big guy?" Clockwork asked softly, "I hate that I won't be here when you go in for that surgery."

"I'll be fine," he answered with a smile, "I have the rest of the team here. You impress those Unregistered types, and I will see you when you come home, ya?"

"Ya," the mare answered with a smile, and gave the stallion one more hug before she limped her way from the hospital room, followed by the eyes of the stallion who all but helped raise her.

The walk from the hospital seemed at once too slow and too fast for Clockwork. She knew she was coming back, but couldn't help but feel as if something intangible had changed, something that may not be there when she returned.

"About that time," the voice beside her said, and Clockwork turned to notice Galaxi fall into step beside her.

"Yeah, it is."

"Oh stop looking so melancholy," Galaxi offered with a smile, "You'll be back."

"I know," the khaki mare answered, "but what will I do when I get back? I'm not part of the team anymore. What would my purpose here be?"

"Maybe Luna will put you into a coordinator position for us," Galaxi joked, but Clockwork's eyes widened at the idea.

"Hey! I hadn't thought of that!"

"Are you serious?!?" Galaxi all but laughed, "I mean, that's what you used to DO for the Agency, isn't it?"

"Well, yeah but..." and Clockwork ducked her head sheepishly, "I'll admit being Dragonfly changed that a bit. Not sure it'll be easy to turn my back on that, admittedly short lived, part of myself."

"No pony is saying you can't build a new suit."

"Plus we still need to find Tome," Clockwork said, her expression darkening, "I don't care that Nightmare kidnapped her personally, we can't just abandon her. It's been over a month already, a majority of which I spent in a Hospital bed, we have to do SOMETHING about it."

"Princess Luna wouldn't leave her," Galaxi pointed out, then dipped her head, "Nor will I. She's my friend too."

Clockwork nuzzled her friend, "I know, Galaxi, I know. But there has to be a reason. WHY did the Imps go out of their way to force the Elements of Harmony on her, even going so far as to turn her into an Alicorn, only to kidnap her away? If they just wanted the Elements, they could have done it a different way."

"Those are the questions of the day, aren't they?" Luna asked as the mares stepped onto the launch field, "I will admit that I'm not sure myself. Apotheosis was something Celestia and I had only speculated was possible with the Elements, and were it not for Tome's special abilities, it would have been impossible for her to even come close to enduring what happened. Even Ultra pony would have been destroyed."

"Wait, I thought Tome's ability was her magic, like Lady Sparkle?" Clockwork asked.

"No," Luna said with a gentle smile, "Her magic is from many years of study, and Lady Sparkle was her prime rival in that aspect. Her ability is that of immortality: she does not age, she cannot die, and her body heals from wounds with obscene speed. It was only that power that allowed her to endure the energy from the Elements when they unleashed their power upon her."

"So maybe there is something to that," Clockwork mused, sitting on her flank by the waiting chariot, "If they needed the elements to fuse with somepony, and even Nightmare herself could not endure that outpouring of energy, which means she chose Tome very carefully. Princess, you mentioned that the elements were unbound when you first brought us together, correct?"

Luna cocked her head, "Yes, I did. Why, do you think you've figured something out?"

"Maybe," Clockwork frowned, "Just a conjecture but... what if Nightmare needed somepony who could attune to the Elements? The former bearers had some strong aspect of their personality that was reflected in the Elements, so what if Tome had something that the elements could fuse to, and the Imps instead forced ALL of them on her. Nightmare then comes, and absconds with her. This leaves her able to control the elements via her new proxy...."

"That would make her very deadly indeed, Clockwork Key," Luna said softly.

"And would mean the longer it takes for us to reach Tome..." Galaxi interjected, "...the more likely it is that Nightmare has gotten through Tome's resistance and forced her to bend to her will."

Luna sighed softly, "I will discuss this with my sister. I hate to admit it, but I think you might be correct Clockwork."

"I hope I'm not," the mare answered softly, "Because if it is, it means Tome is alone, terrified, and possibly being tortured in ways we cannot even hope to understand."

"I do understand," Luna answered softly, "and it's far worse than you could imagine Clockwork. I'll have to stop being so picky and see what agents I can grab, we'll need to move quickly."

"We... sorry, YOU need to move quickly anyway, Princess," Clockwork said, "One of your own is captured by the enemy. It's been over a month now, and I can't assume she would have held it together even this long. She desperately needs your help."

Luna shuddered, "And yet we're helpless to strike back."

Galaxi was there to gently lean against the Princess, "We're never helpless. We just don't see the path we need to take yet."

Luna smiled to her apprentice, "How did you get so wise?"

"By listening to you."

Chapter 14

Descent

She sighed and looked up at the stars. The moon hovered overhead so large that the mare felt as if she could just reach up and touch it, feel the grit of the lunar rocks under her hooves, and find her home amongst the stars. Weightless on the moon, drifting away from all the worries and thoughts that plagued her ...

Her literal mind kicked into gear, demanding to know what she would breathe, since there was supposedly no air on the moon. The khaki colored mare growled at herself, finding the fantasy slipping from her hooves, and settled back down on her flank. The cushion beneath her was at least comfortable, and the soft sound of the leaves rustling helped relax her again, sitting on the balcony of the library near where somepony had set up a telescope. She'd come up here after her training "shift" to get some time alone and in hopes of distracting herself.

The Library was old, almost stately in its way. It was built in the lee of a large tree so that they almost seemed to be part of each other. Long branches extended out over the roof of the library, shifting and swaying in the near constant breeze of these Northern colonies. Aside from the rustling of leaves the library was quiet, and only a few dim lights radiated from inside to prevent trips and missteps. All of which made it easier to forget herself; to forget the fact that she'd only been contacted only once since she'd come to the Northern Reaches almost a month ago, to forget the gnawing worries about her friend Tome in the "tender" care of their enemy, to forget the niggling voice in the back of her mind that felt abandoned way out here in the Northern Reaches... to forget the craving to fly and fight again with her friends and teammates.

At least Galaxi thought enough to tell her that Skillet's surgery had been a success, and once he was strong enough, he would start the long physical therapy process so he could walk again. He'd probably never run very well, but at least he'd be on his hooves again. Clockwork was thankful for that small favor.

She sighed and pulled another cushion over, lying down on top of it where she could fold her hooves, and rested her head upon them. With the big tree blocking the brunt of the fierce winds her perch was comfortably cool, and the whispering of the leaves overhead were slowly lulling her to sleep. Sure she had a temporary house, which she shared with three other mares, but this was just so... serene.

"Granny?" a curious voice came from behind her, stirring the mare from her reverie, "Granny, you up here?"

"Probably not, it's just me," the mare answered, and stifled a giggle when the colt jumped in surprise. The little guy stepped forward, the moon catching enough of him to show her his soft cream-white coat and disheveled lavender mane, and his wide blue eyes regarded her with childish curiosity.

"Sorry ma'am," he apologized, "I don't recognize you. Are you new in town?"

"I'm here temporarily," Clockwork answered with a half smile, "I'm up from the south to help train some ponies how to use their new equipment."

The colt stepped forward a little more, and Clockwork spotted the small stub of his horn poking from under his mane, "Are you the one Granny Belle mentioned?"

"Is Granny Belle who you're looking for?" she asked in return, her eyes starting to realize how closely the young colt resembled the unicorn from the Crusaders.

The colt nodded eagerly, "Yes'm. Momma said she'd be here in the Library."

"And so she is..." a new voice added from behind the colt, who yelped in surprise, then rushed to the half shadowed figure of the elder unicorn. "I must've dozed off; I didn't expect to be here so long."

"I just wanted to hug you goodnight Granny!" the colt cried happily, hugging on the unicorn, who laughed, "Maybe I can get a lullaby?"

"I don't know... have you been a good boy?" she asked the colt, and Clockwork turned away with a smile. She'd never felt the desire to settle down and have foals herself, but the scene was too sweet for her not to feel a small pang of regret for her "active" life with the agency. She did her best to ignore the pair, figuring it wasn't her business if the child got a lullaby or not, even if she wondered if Echo was as good a singer as she was a "screamer".

The soft sound of a body lowering onto some cushions nearby pulled her attention back, and she watched the elder unicorn settle into place with the colt curling up against her side on another cushion.

"Should I leave you be?" Clockwork asked softly, "I don't want to intrude."

"You're alright," the unicorn answered with a smile, "I actually didn't realize you were down here, or I'd have joined you earlier."

"Are you alright? Your voice sounds a bit...."

"It sounds like rocky field after plowing, as Bloom would say," she answered with an easy smile and nuzzled the sleepy colt. He wasn't being pushy about the lullaby, so Clockwork got the impression that staying with "Granny" was the alternate solution to her singing.

"Er, yeah, that," Clockwork offered sheepishly.

"Doctors keep telling me I have to stop doing that sonic scream," she answered with a slight shrug, "If I don't, I might lose my voice permanently. As it stands it'll be a few months before I'm ready to sing lullabies again. Yet every time I try to quit and settle down with the grandfoals, Apple Bloom and Scootaloo drag me off on another crazy adventure. Just like when we were fillies."

"I gathered the Pegasus wasn't the sort to let age slow her down..."

"No, even if she should," Sweetie Belle sighed as she nuzzled the colt again, who stirred only a little, his eyelids starting to droop, "Doctors kept saying her wings never grew out fully. If it weren't for her abilities, she

wouldn't be able to fly at all, and they've plagued her with problems all her life. Only Apple Bloom managed to steer clear of any major medical problems, which considering her family, isn't a big surprise. They were always some of the healthiest in Ponyville."

"Did you know that when the three of us first came up here, Apple Bloom demanded they get this town as close to the original Ponyville as possible? Even the farm over there," and she waved a hoof to some fields Clockwork remembered seeing, "is where Bloom's old family orchard used to be... Sweet Apple Acres if memory serves."

"I can still see it; the tall trees filled with juicy red apples, that silly little club-house that Apple Bloom somehow managed to fix up, and our crazy adventures as we tried to find our cutie marks. We were all late bloomers, you see, the last three in our class to get our marks. I think I was the last of us to get mine, but that's because I always wanted to make clothing like my big sister, and completely ignored music for years. Can you believe that?"

Clockwork didn't answer, instead just listening. In an odd way, she felt privileged to be there with the elder unicorn; she was perhaps one of the last living ponies who even knew "The Six" before they became "specials".

"Celestia knows, we caused SO much trouble as fillies, and half the time all we had to do was give the adults that 'look' and they'd forgive us just about anything," the old mare wheezed a laugh, causing the colt to squirm a bit before giving a cute little snore, "Well, 'cept Apple Bloom's sister, she was onto us from the beginning. Applejack may have been a country filly all the way, but I swear she used that to get other ponies to underestimate her, because she was not stupid. In fact, just the opposite, she was smart as a whip. Stubborn as a mule, but to keep that farm afloat as long as she did, she and her brother had to be among the smartest ponies I knew."

"Then there was my big sister, Rarity. Oh Celestia I looked up to her, I so wanted to follow in her footsteps and become a great fashion designer. Didn't have a lick of talent for it though, and I always ended up making a bigger mess than I started with. Big sister was always so easy to make lose her temper. I think she was a little obsessive/compulsive, but if

I ever wanted to get out with my friends I'd just have to try and 'help'. I still remember the old Carousel Boutique too; you know she lived in there, right above her store? We had our bedrooms built upstairs. Some days I still wish I had her talent... Did you know she designed gowns for Hoity Toity at one point? One group of those designs her and her friends wore to the Grand Galloping Gala that year.

"Of course there were our sister's friends too, who eventually formed 'The Six' you know. Twilight Sparkle was always in the library, and she could never resist 'the look', the poor girl. We put her on the spot so many times to hide us from Applejack when she was ticked off at us for one thing or another. But she always had some new idea too, usually pulled from one of those many books. One year she talked us into trying for a talent show... Dear Celestia what a disaster THAT was! We didn't see it until years later, but we all did the wrong jobs. Bloom tried to do the choreography, I did the scenery, and Scootaloo wrote the music for a big rock ballad. I think the only saving grace was we won the award for the best comedy act, it was just so bad. I still cringe when Scootaloo brings it up.

"Then of course there was Fluttershy. For as meek a pony as she seemed to be, she was the only one of the mares who got us to behave. Of course we put her through a few hours of hell too before she got there. See, her chickens got out, and we were CONVINCED that we could get cutie-marks for tracking them down... I think that was Scootaloo's idea. She always talked us into doing the craziest things, even zip-lining once... who ever heard of a pony with a zip-lining cutie-mark? But Fluttershy... she was just so timid, but she came after us when we chased the chicken right into the Everfree. Turns out it was probably a good thing we did that, because Fluttershy stumbled over Twilight back there, who'd run afoul with the monster that was giving Fluttershy's chickens problems... a Cockatrice! If you never seen one, they look like a chicken stuck on top of a huge snake with wings, which is just downright silly. But their gaze can turn you to stone, so we quickly went from laughing to screaming if I remember correctly. But Fluttershy, she literally stared down the Cockatrice right in front of us. She was slowly turning to stone, meeting the Cockatrice eye to eye, and forcing it to back down. Fortunately, when the Cockatrice fled, the process reversed itself and it freed everypony the cockatrice had afflicted. That was the first time I ever saw the infamous "stare". Tell you what; she never had any problem with us after that.

"Scootaloo looked up to Rainbow Dash, probably why she fawned all over Ultrahoppy when your team visited, being her son and all. She was a huge fan-filly for Dash, and hung around her every chance she got. She tried to get Dash to teach her to fly time and time again but... Dash was smarter than she looked, and was waiting for Scoot's wings to grow out. But she did promise Scootaloo she would help, and made a few attempts, but nothing ever really came from it. Rainbow Dash also tried to help us find our Cutie Marks a few times too... I always came away from those tries SO sore. It was like she tuned into some sort of sports coach or something; she always took it so seriously. I guess, with as much as she practiced for the Wonderbolts audition, she really did take that sort of training seriously. I know Bloom, before she hooked up with Scootaloo and myself, said she got help from Dash to try and get her Cutie Mark. Of course it didn't happen, but Bloom said it was how she was introduced to martial arts, and we know she stuck with that. I think of all 'The Six', Dash was the most disappointed to become a 'Special'; it disqualified her from trying out for the Wonderbolts.

"Then of course there was Pinkie Pie. None of us really knew her that well, but everyone in Ponyville KNEW her, if you catch my meaning. She was the eponymous party mare, constantly in the thick of things, and she always seemed like she knew more than she possibly could. Loose something? Ask Pinkie, she'd point out where it was, or ask if you checked something, and there it would be. Just never ask her HOW she did it, because she'd drive you crazy; her logic just wasn't logic, it was just... Well, we usually just said "It's Pinkie Pie", shrugged, and moved along. I know she and Dash would occasionally tear through town pulling pranks on everypony!! Well, everypony except Fluttershy... They'd even prank each other! Some of their funniest jokes were, in fact, pulled on each other, and Pinkie somehow managed to give as good as she got. Dash used to just say she was 'so random' all the time, and I heard when Pinkie earned a title, she declared herself 'Pinkie Pie the Random' to honor that. Not that we didn't cross paths. I remember one time we decided we'd try to find out how the group earned their cutie-marks, and somehow Pinkie was just 'there' in the cart we used to ride around in. Sure it was just a wagon that Scoots pulled with her little scooter, but it might as well have been a chariot to us. But bang, she's just 'there', and she even has a helmet on. She told us her big story about how she earned her mark, and then throws all of us for a loop by ending it with 'and that's how Equestria was made!'. Scootaloo

about fell over the handlebars of her scooter when she heard that, and Pinkie just hopped out and told us if we were good she'd tell us the story of her cutie-mark, which supposedly was the story we just heard."

"Why did you leave?" Clockwork asked softly, her eyes lidded as she could almost envision life as the elder unicorn described it.

Sweetie Belle heaved a sigh that seemed to rattle her body, "After that first attack from the Imps, Ponyville became a warzone. It was destroyed time and time again, and finally... the ponies just gave up trying to rebuild and moved further away from the front line. Of course 'The Six' went active and worked for the Princesses, which meant they weren't ever home anymore either. For a trio of fillies like we were, that's not exactly the best place to grow up, especially while the closest things we had to parents were gone. Bloom did better than Scoots and I, since she had Big Macintosh. But Rarity had to leave, and Scootaloo's parents... didn't survive the first attack. In the end I think the big guy took all three of us in to alleviate some of the loneliness with Applejack and Twilight gone. Most of us ponies moved to New Ponyville, and the Agency moved into areas near White-Tail Woods and the Everfree Forest, establishing their own perimeter to try and keep the Imps back."

"Wait... White-Tail and..." and Clockwork choked, her head coming up off her hooves, "I worked that zone. Lady Sparkle used to be assigned there too."

The unicorn wheezed another laugh, "Doesn't surprise me. Twilight would never abandon that old library without at least trying to rescue the books. For just a library grown inside a tree, literally, it held a lot of secrets. It held a lot of books that you couldn't find anywhere else either, thanks to Ponyville's own resident Librarian, Twilight Sparkle. She read every book in that library at least once, and if she couldn't find it, she'd order it for the shelves."

"I... I didn't know that's where Ponyville was," the mare admitted sheepishly, "If I did, I would have looked for it."

"It's probably why they didn't tell you," Sweetie Belle pointed out, "Somepony would have gone charging out there to see the site where 'The Six' had once lived, and the Imps would have crushed them. Really,

Ponyville was too close to the Everfree, but thankfully very little wandered out of it. I always wondered what happened to Bloom's friend though, she used to live inside the Everfree all by herself."

"Who is that?"

"Zecora," the Unicorn answered, "Zecora lived her life in the Everfree, picking herbs and making remedies that could almost compete with Twilight's magic. I think they called her an 'Alchemist' or something, I don't remember clearly anymore."

"You mean THE Zecora?!?" Clockwork almost shouted. She caught herself when the colt stirred, and ducked her head sheepishly.

"I don't know about 'THE', but yeah, Zecora."

"I heard about her in the Agency. She single-hoofedly revolutionized the healing practices we use," Clockwork noted quickly, trying to keep her voice down, "My brother met her once when she acted as a liaison from her home country while we helped coordinate their defenses against the Imp invasion. Poor Widget was talking in rhyme for a week after meeting her."

Sweetie Belle cackled softly and nodded, "That was her, alright. She could rhyme anything, and after too much time, you'd end up doing it too. I remember one time the three of us tried to see if we could fool her, and we started throwing out words for her to rhyme to try and stump her."

"So which one of you tried 'Orange'?" Clockwork asked with a smirk.

"Apple Bloom. Bloom thought she finally got her, and then Zecora shot back, 'Orange you do want in a rhyme, and now you have it in good time'." The unicorn grinned.

"She dodged it?!?" Clockwork blurted.

Sweetie Belle began to laugh and nodded, "Poor Bloom looked so devastated when she realized she got outsmarted." The unicorn wheezed another laugh, and then ducked her head to nuzzle the sleeping colt gently.

Clockwork just shook her head as she watched.

The unicorn gave a soft sigh, "So much got left behind when the Imps invaded. Now the only place I see Ponyville is in my dreams. Even this place is no Ponyville... but it has life and warmth, and my son and my two grand-fillies. So I've lived a good life, even if I wish sometimes that Archer was still around to enjoy it with me."

"Archer?"

"My late husband," the unicorn answered softly, "Had a crush on him since I was a filly, but he was one of the few in Ponyville who had a war-time cutie-mark, so he was recruited for the royal guard. One of the first groups assigned to Luna too. They named his squad 'The Equestria Stars', and he ended up as squad commander. He served honorably until some years after the Imps invaded and he was injured in a raid, and was honorably discharged and he came back home... well, to New Ponyville anyway. Of course by then we were both all grown up, but with that scar, the fillies left him alone. I didn't." The elder unicorn offered a bright smile recalling those days, one that seemed almost bordering on lecherous to Clockwork, before she heaved another sigh, "I miss that Stallion sometimes. He wasn't a 'special', and most of the foals seem to take after him in that regard, but he was special to me. Though I wonder sometimes about little Tempo here, I think maybe he may have gotten some of my genes."

"Given the number of 'Specials' amongst the Unregistered, I'd imagine you ponies know how to handle that," Clockwork interjected, wanting to steer it away from the subject of her late husband, if only to avoid another of those lecherous smiles from the elder unicorn.

"Oh certainly," the unicorn noted with a smile, "But if he has it, he's not aware of it yet. I don't even have conclusive proof; I only noticed that he vibrates things around him when he's really angry. I don't mean the usual temper-tantrum stuff, but REAL anger."

"Makes me think a bit of Thunderhooves," she mused softly, "He was a bison that started out on our team, and he could control vibrations in a way that sounded like thunder."

"That sounds similar. I'm not sure how or even if it'll develop. It could be a powerful version of unicorn telekinesis as well, which could indicate a natural aptitude for magic. But I'm hoping I'll be around to find out in a few years," she sighed, then frowned as she looked up at something, "What in Equestria is that?"

Clockwork blinked and looked in the direction the elder unicorn gazed. The mare watched an object arc across the sky, glinting in the silvery light of the moon, as a quartet of jets propelled it along. Her eyes narrowed as she recognized the blue-white trail, plasma jets, and her design specifically. She slowly stood up as it seemed to veer to the side, arcing towards the trio of ponies on the balcony, and she could almost feel the pony beside her tense up.

"Wait, I don't think it's a threat," the khaki mare said. The "thing" flew closer, and the quartet of jets flared about what looked like a large metal slab, which lowered itself to the balcony in front of Clockwork. The mares looked at each other, then back at the slab. Somehow the colt continued to snore on, oblivious to the occurrence.

Clockwork frowned, stepped towards the metal slab, and poked it with a hoof. It was almost two feet tall by five feet wide by at least eight feet long, but with her nudge the smooth upper surface folded up and away, revealing a large number of robotic arms underneath... as well as glints of green and gold armour, currently dismantled within.

"Looks like you've got work to do," the elder unicorn sighed as she stood up, gently lifting the colt with her magic to lie on her back before she came over to Clockwork, "I'll tell them you had an emergency summons from the Princess. We Crusaders will understand, at least." She smiled, and used a foreleg to hug the smaller mare, "Don't be a stranger. As far as I'm concerned, you're welcome here anytime. The upper echelon may not want to admit it, but we could use a pony with your technical skills. Now you best get going... I'll see the little one home."

Clockwork nodded, and turned to the elder unicorn, "Thank you for the stories. It's nice hearing about life before... before the Imps."

"You young mares never saw Equestria without them," Sweetie Belle answered gently, "It's my job to remind ponies what it was like. It's your job to make sure we can someday return to that."

Clockwork threw the old pony a salute, "Yes ma'am," she said formally, and then turned to the metal slab on the balcony in front of her. She drew in a slow breath, and climbed onto the surface, pressing each hoof into place, "I'm going to feel really stupid if this is a trap."

The elder unicorn only smiled as she started to carry her grandfoal away, her ears picking up the mechanized sound of the robotic arms as the metal armour was assembled about Clockwork.

"Go get 'em filly."

"Your rendezvous is up ahead."

"Roger that," Clockwork answered, grinning fiercely behind the helmet, the power of the new suit thrumming through her. The Princess on the comms had been evasive about where it came from, but Clockwork suspected that Mai had something to do with it. This meant her silly AI went and hid in the system when Prof. Burner took over. How she managed to find an unoccupied lab to rebuild the Dragonfly armour, with a few minor improvements she'd already put on the drawing board, was beyond her. But she didn't care, the thrill of flying again was vibrating through her from her head to her hooves, and she was thrilled to be suited up again.

Unfortunately the situation didn't exactly call for smiling.

"You'll want to continue at your current speed due west from that location. If you get lost, follow the train tracks." Luna ordered.

"Who am I linking up with?"

"You should see her just off your left," Luna said, and Clockwork looked. In the dim glow of the pre-dawn light, she almost missed the

rainbow-like streak in the air, and for a moment worried that perhaps it was Ultrapony again. Then Clockwork counted the colors...

"All seven colors of the rainbow... well, it's not Ultrapony," she mused over the open comms.

"No, you have me instead," a new voice answered, and Clockwork's jaw dropped when she recognized it. She'd only heard it once, but...

"Rainbow Star?!?"

"She's using Spectrum in the field," Luna corrected over the comms.

"Spectrum... I like the sound of that," Clockwork admitted, "But, no offense, isn't she too young?"

"I come of the age next month," Spectrum answered, "But the Princess felt this crisis was enough to call me into action. You and I are the only Agents who know this team."

"What's the situation then? I've only been told they were in trouble and I would be briefed when we made the rendezvous point," Clockwork asked.

"Short version is this," Luna said, "We got an emergency call from Appleloosa, which, as you know, is a primary source of Apples for Equestria. Seems they came under heavy attack from the Imps, and put out a distress call. Thinking it would be a good test for this new team, I dispatched them."

"Isn't that near Thunderhooves' stomping grounds?"

"It is. I contacted him first to see if he could report, but he wasn't able to get close enough to be of any assistance. As it stands now, he and his people are caring for the refugees."

"So all was not as it appeared when the team hit town?" Clockwork considered.

"A trap?" Spectrum asked.

"Yes. All seemed normal upon entering Appleloosa, and nopony had called in any sort of attack. The Imps had been waiting for the team to arrive, and then launched an attack from all sides. Much of Appleloosa is in ruins at this point. Thankfully most ponies were able to evacuate."

"Which means they weren't after the natives," Clockwork said sourly.

"Precisely," Luna growled, "They were targeting my team."

"Any injuries?" Spectrum asked.

"Barricade is hurt badly, Ion Storm was killed in the initial attack," Luna said softly, her voice shaking with anger, "Pyre, Steelwing, Galaxi, and Flourish are holding, but their position is weakening. They've managed to survive the night, but there's likely going to be another push just before dawn."

"Which is why we're rushing," Clockwork said, "Why us though? Surely there were other specials a lot closer."

"Because I wanted... I wanted Agents I can trust," Luna said, her voice dipping.

"What do you...?" Spectrum started.

"Wait, save it for later," Clockwork cut in, recognizing the Princess' tone, "We should be coming up on Appleloosa."

Spectrum nodded, "Let's go make some noise."

Another blast impacted the gryphon's metal wings, driving her back a half step.

"I cannot take much more of this," she said through gritted beak.

"On it!" and a puff of pink smoke both behind the gryphon and out in the field indicated Flourish was making her attack, quickly taking down the blasted Imp before teleporting back behind Galaxi's telekinetic shield. The grey mare was sporting all sorts of claw marks that would need medical attention, but her surprisingly good nature had managed to buoy the team through the night, even in these dire circumstances. Not that circumstances were all that good, given the open nature of the terrain. Orange rocky ground surrounded them in every direction, with the occasional scrub of a plant that had been missed in the battle the previous night. Behind them rested the now abandoned town of Appleloosa, the buildings covered in scorch marks and soot from the ongoing battle. The fact the Imps had been attacking from the empty buildings was the only reason the team had not sought refuge there.

"Damned Imps!!" a fiery pegasus swore as she hovered over the group, and launched another stream of fireballs at yet another group of Imps that easily avoided them. The fire was just too slow, "I am wanting to rip their beaks off!!"

"I have a beak too," Filigree reminded her, but she didn't expect a response from the hot tempered pony.

"Any... any ETA on help?" asked the injured pony, her yellow coat contrasting with her dark purple mane, and a nasty scorch mark that had crusted over her coat in an ugly, bloody smear that decorated her flank.

"They should be here at any moment," Galaxi answered, "I just wish I knew where these new Imps came from. Since when do they have laser beam eyes?!?"

"Did you warn the incoming about that?" Filigree called back.

"I'm not in contact with them yet, Steelwing. Luna knows, so hopefully she passed it on," she answered over the din, "I just hope they hurry up, the Imps are massing for another push!"

"NO! I refuse to die in such a... dilapidated place!" the flaming pegasus cried, launching more flames in the direction of the Imps. Filigree rolled her eyes, and then focused on keeping the ranged attacks at bay through the weak spots in Galaxi's shield.

"They're here!" Galaxi cried, and a pair of explosions sounded overhead. Two figures, one in front of the other, dove towards the ground. Behind them a rainbow exploded outward from the sky overhead, followed by a blue-white ring. The two approaching figures pulled up as the Imps shifted their attentions to the aerial pair, one clad in only her snow white coat and rainbow hued mane, the other in gold and green armour with blue-white wings and jet trails.

"Attack now!" a new voice ordered through Galaxi's mental link.

"Who are you to tell Pyre..." the flaming pegasus started.

"Just do it," Filigree cut in, and was already on her claws, her wings flaring out for a low glide to the nearest Imps. Flourish was instantly in the mass of Imps, causing a small riot as she seemed to be everywhere and nowhere at once. Pyre made a dismissive sound, but quickly followed behind Steelwing, covering the gryphon's attack with fiery sweeps of her hooves and flaming wings. Only Galaxi stayed behind to protect the injured pony, as the newcomers streaked overhead, still in single-file.

The leader of the two airborne ponies suddenly pulled up and back, looping over the armoured one and straight down into the ground. The concussive shockwave blew back all nearby Imps, and Spectrum jumped in, brawling her way to the approaching gryphoness.

"There they are," Clockwork growled, and flared her own wings as she spotted where the new Imps were lined up. She fired her plasma bursts at them, blue-white fire washing over the ridge they had stationed themselves on, surprising the Imps. Unfortunately the Imps were not so slow on the uptake, and took to their wings, intent on overwhelming the airborne target.

"It's working," Clockwork sent, and dipped the armour down, under the first wave of attacks. She fired several bolts upwards into the mass, before powering the suit away from them, a large hoard of Imps on her tail.

"Pyre, set up. She's bringing them to you," Spectrum ordered over the link, much to Pyre's dismay, "Steelwing, cover her from below. Flourish, you're with me, we need to thin their ranks before they realize Galaxi is on her own."

"They're focused on you five right now," Galaxi added to the mix, hunkering down with the injured Barricade.

"Here they come," Dragonfly called, and swooped low over the grounded Pyre. She didn't know this Special, but it was easy to see what her power was. The flaming mare focused, her eyes closing for a brief moment, before flashing open again. Her wings seemed to grow by dozens of times, flaming versions of her actual (normal) wings, as she spread them right through the diving hoard after the armoured pony.

A good half of the Imps never saw it coming, their skin literally boiling away as they rushed forward to attack Dragonfly. Those that did see it could not stop, as they were slammed into from behind by less aware warriors and driven through the flaming wall. Dragonfly was quick to pick up the slack as she turned in mid-air, firing her own plasma bolts into the Imps that arced up over the flaming line of death Pyre was creating, forcing them further into a bottleneck.

Then Flourish was amidst the confused pack, her horn flaring as she went from Imp to Imp, terminating their existence accompanied by her near constant jibes and taunts. Spectrum was quick to follow suit, with Steelwing close behind, pushing as many Imps as they could forward, further limiting their ability to escape the flaming wall.

"Quick, before they remember they can shoot energy now," Clockwork tossed in as she turned left and right, trying to look for stragglers. The problem was she knew they only isolated about half the group. Where were the rest?

"Galaxi? Where are the rest of them?" Spectrum asked, catching the same train of thought, "Dragonfly, anything on sensors?"

"I don't see anything on sensors yet, but the rocky terrain gives them plenty of cover."

"They were using the buildings for cover," Galaxi noted, "They seemed focused on ranged attacks... OH!"

Clockwork barely saw the line of sickly yellow energy that Galaxi managed to shield their fallen compatriot from, her purple shield flaring where it was struck.

"Flourish, Steelwing, clear those out. Dragonfly, cover them. Pyre and I will finish up this group." Spectrum ordered.

Clockwork triggered her jets in that direction, her wings flaring for the slightly slower pace of the half-armoured gryphon. Knowing Flourish, she was already in there mixing it up, but Flourish could also teleport away if she got in trouble. Steelwing, however, was slower and needed the firepower support.

Steelwing was quick to respond as they both saw a flickering of yellow energy beams lancing out towards them. The Gryphon swung her wings in front of her, protecting herself. Clockwork rolled, setting a more approach vector, even as one caused her shields to flare as it glanced off. She thanked whatever muse encouraged her to angle the armour to deflect attacks, since that would make handling these new Imps a lot easier on her systems.

Then the world exploded.

The buildings erupted for no apparent reason, shockwaves tearing Dragonfly out of the air and hurling her at the ground. The sky filled with billowing flames. She wasn't surprised to find she was screaming, even if she couldn't hear it over her own ringing ears. She was, however, surprised when she realized the gryphoness had caught her, and was now huddled over her with her steel wings curled in an odd looking (and imperfect) dome to stave off the majority of heat. Thankfully it only lasted a few seconds, and Steelwing was able to spread her wings cautiously as the armoured mare looked out with trepidation. She was met with a sickening sight.

"What the hell happened?" Luna cried over the link, "Anypony? Team, are you alright?!?"

"We're here," Spectrum answered, Flourish appearing in a whoosh beside the pony, her eyes as big as saucers, "We're here, barely. But Princess... Appleloosa isn't."

"What do you mean?"

"I don't know how else to describe it Princess," Spectrum swallowed, her mouth suddenly dry, "Appleloosa isn't here anymore."

"It was a trap, wasn't it?" Clockwork asked softly as she rolled to her hooves.

"Seems likely," Steelwing answered softly, "They had all night to set it up."

"That explains how they were arranged," Spectrum pointed out, "They were set to drive you down into the city, then set it off like a giant bomb."

"So we accidentally triggered it," Clockwork whispered.

Galaxi shuddered, "The Imps really wanted us dead."

"Why us?" Pyre demanded.

"We are becoming a thorn in the Nightmare's side, it would seem," Steelwing answered, and moved to help Galaxi with the wounded pony.

Clockwork swallowed, "A thorn she thought nothing of nuking an entire town to get to."

"Well, I'd say we made some noise," Spectrum said.

"I think that, technically, they made the noise," Clockwork joked weakly.

"We're the ones still standing."

Chapter 15

"All in the Family"

Luna sighed and looked out her office window for a long minute.

With a sharp motion, she pulled the curtains closed against the glare of her sister's sun. A pair of lights sprung up, activated magically by the Princess as she turned to look over the ponies assembled. All six of them looked worse for wear, but considering what some of them had just endured, Luna was happy they were standing at all.

On the far left stood Spectrum, Rainbow Star, with her soft white coat and rainbow colored mane and hair. She'd naturally taken charge of the group the moment she'd gotten in range of the imps, but technically she was too young to even join the Agency, much less lead a group.

Beside her was Dragonfly, Clockwork Key, who had chosen to attire herself in a green bodysuit with gold and black accents. Honestly it looked rather good on the short mare, but Luna knew exactly what her concerns were, and had no good answers. Clockwork and Spectrum were separate from the rest, since technically neither of them were "active" members of the team.

Next in line was Steelwing, Filigree, who seemed the most relaxed of the individuals present. Luna had no idea what Celestia had done to talk the aging Silverwing out of her service, but according to the gryphons, she was now the property and servant of Sister Princesses. Celestia immediately drafted up paperwork freeing the gryphon of any implied service, but Luna got the feeling that the concept was too alien for Filigree to truly understand.

Starting the right half of the group stood Pyre, Ember Spark, who even with all her powers consciously turned off had a blonde mane and tail that seemed to smolder with heat. This would be a mare Luna would have to watch carefully; she was like a wildfire, highly destructive and unpredictable at best.

Flourish was next, the usually hyperactive mare rather mellow at the moment, her coat covered with any number of bandages where the Imps had cut her. She'd be going right to the hospital after this conference, but the healers had already ascertained that she had no life threatening injuries, and cleared her for this debriefing.

Finally there was Galaxi, Luna's apprentice. She wore her usual purple bodysuit, but had chosen to pull the mask back and off her head, something she'd been doing a lot lately. Luna was thankful for that, a sign that perhaps her shy apprentice might finally be starting to come out of her shell.

"My little ponies," Luna started softly, looking over each one in turn, "I am glad to see you made it back. Services have been planned for Indigo, aka Ion Storm, in three days. Barricade, Cream Swirl, has been admitted to the hospital, and may lose her leg. Those of you who knew her are encouraged to visit her."

Luna took a slow breath, before continuing, "That said, I pulled Spectrum and Dragonfly to assist in your... situation for a reason. With the circumstances surrounding the invasion and theft of the Elements of Harmony, not to mention the kidnapping of Tome, we have come aware of a massive spy network of Imps spread across Equestria. Unfortunately, this has meant I have been unable to communicate with you fillies as honestly or frequently as I would have liked.

"During this past month Celestia and I have been assembling teams of ponies, both specials and unicorn mages, to root out these new 'stealth imps'. What we have discovered is that they can hide in ANY shadow, making themselves completely invisible to the eye simply by remaining still. Worse, the magic that renders them invisible to the eye also renders them invisible to magic. Even psychics find it nearly impossible to detect them when they are like that, as they almost seem to completely shut down all conscious thought, simply watching and listening. Fortunately some smart manipulation of light magic can reveal them, but it is a slow and time consuming process. Until the 'Battle of the Monument', as the Equestria Daily has taken to calling it, we never even knew these Imps existed. Now...

"Now we're finding them in every major information hub and city. EVERY agency hub, governmental hub, communication hub... even town halls and shopping malls, are swarming with these Imps. It's possible they have been spreading ever since the first star-fall, which means there could be far more than we could ever imagine out there. They are also becoming steadily more difficult to root out, now that they know we're looking for them, and are actively avoiding our sweeps.

"The attack last night proves to me that they have a way to transit information back to the Nightmare that does not give their position away to us. You were set up, plain and simple. Nightmare wanted to make an example of you, and she very nearly succeeded. Were I not able to draw on resources outside the usual networks, I am sure it would have spelled the end of this project to take the fight to the Nightmare.

"Worse, it seems that the Nightmare is coming up with new types of Imps. We had some speculation that she was creating or modifying Imps before, but this was the first time she has done anything to confirm this suspicion. It is possible that she is using the Elements of Harmony to enhance the Imps in a variety of ways, which could mean that she has either broken Tome, or found a way to control her. Unfortunately, trying to reach wherever Nightmare is hidden away has led with repeated failure. We simply do not know where she is, and until we do, we cannot stage any sort of rescue. Sadly, this means one of our own is suffering in ways we can only imagine.

"That said, I think we have the group we need to take it to the Nightmare right here. With the spy network still being rooted out, that means you will be going active very quickly, and I apologize for that. We have a lot of work to do, so we need to get you ponies up and running as soon as possible. You will have just a few days before you go active."

Luna paused to take a breath, then stood up fully, doing her best to look officious, "Dragonfly, Spectrum, step forward please."

The khaki mare blinked slightly, and watched the white coated form of Spectrum step forward first, and she quickly did the same.

"Clockwork Key, aka Dragonfly. Rainbow Star, aka Spectrum. As of this moment, I am activating you both to the core team, entering the service

of the Agency and answering directly to me," Luna stated with surprising formality, "If you have any objections, voice them now."

"Aren't I too young?" Spectrum asked softly.

"Only by a month. But given your actions this morning, I am prepared to waive that in the face of your heroism and promote you to active status."

"I have no objection," Clockwork slid in, smiling crookedly, "She's too good to keep hidden away."

"I am not as powerful as my father," Spectrum answered, "I pale in comparison to his abilities."

"As a wise old mare once told me," Clockwork smiled, and tried to mimic Apple Bloom's country accent, "Sometimes it ain't the powers, but how you use 'em, that makes the pony."

"So this is it, eh?"

"That's what the Princess said," Galaxi answered, looking around the abandoned chamber. The assembly plant lay completely dormant before the two ponies, a far cry from Clockwork's previous lab. The half-lit room seemed to barely have any power, robotic arms and other machines the blind mare couldn't fathom the use for hovered over an unmoving conveyor belts. Clockwork studied the belt intensely for a moment before trotting beyond, and Galaxi followed her deeper into the cramped feeling assembly room.

"Looks like the control room is in the back there," the short mare stated, and ducked past another still robotic arm that, to Galaxi, looked ready to swoop down and grab at her.

"Why are you so interested in this dilapidated lab, anyway?" the blind mare asked, ducking nervously about the lifeless appendage.

"This is where Mai assembled the new revision of my armour," Clockwork said softly, "There's a chance I could still save her."

"Save her?"

"Professor Burner dismantled Mai's control box," the mare answered, "I thought that would end her right there. However, I had a theory that she MIGHT be able to survive without the box, but her time would be limited without a centralized focal point. In short... the longer she's in an open system, the higher the chance that she'll dissipate into the system, literally losing herself."

"Sort of like a computerized version of losing your mind," Galaxi almost whispered.

"Precisely," Clockwork answered, as she finally shouldered her way through the last of the assembly line, and trotted across the small open area to what looked almost like a small separate room inside the larger chamber.

"We should probably wait for Turnkey to catch up and open that."

"Is he still stuck in those cables near the entrance?"

"I think so..." Galaxi said as she looked back over her shoulder for their supposed escort.

"Maybe we'll get lucky and it'll be unlocked," Clockwork said as she tried the door handle, which easily turned and allowed the mare access. She wasted no time slipping in, slapping the light on with a quick motion of her hoof as she trotted over to the computerized controls.

"Still got power in here," Clockwork said, and started poking her hooves at the oversized keys of the computer. A small humming filled the room as the monitor before her came to life. Galaxi couldn't see what was on the screen, so she hitch-hiked on Clockwork's vision, watching the smaller mare flip through screens with barely a glance.

"I don't know why I bothered to look if you're going to go through that quickly," Galaxi teased her friend, and got a snort in response.

"Like I wouldn't speak up when I found... Hello!"

"Clockwork?" Galaxi asked, but only got silence in return. Curious, and a bit worried, she looked through Clockwork's sight again. On the screen was a page of green text on the semi-black background of the screen, a letter to Clockwork...

"Dear Miss Key,

If you are reading this, then I was able to complete your new suit in time, and the Princess acquiesced to its deployment. I knew you would be quick to ascertain the source of the suit, and as such tracked me to this abandoned assembly plant for self powered high-speed chariots, an ambitious but short lived project. You might consider the designs here to create a high-speed conveyance for your group, as I created a high-speed deployment sled from your designs. The materials used here were easily compatible with your suit, and thus I was able to initiate the build of the last revision I had in memory.

If you are reading this, it means I am not here to greet you. I know you theorized that if left in a system with no "home" point I would slowly disperse into the parent system. While this has not happened exactly as you hypothesized, I am not loosing my mind thankfully, the overall theory has proven quite sound. This means I am not here to greet you. My deepest apologies, but I deemed it far more important to get your new suit built than to protect my code, and as such opted to make this sacrifice.

I ask that you do not grieve for me, for I am just your creation; a relic of who you were. You've grown as a mare, and I have had the pleasure to watch over you, and protect you whenever possible. I know you sometimes considered me the mother you never knew, and I am flattered, but every mother knows when it is time to let go. You have a new family now, and they can do far more for you than I ever could.

I have made my decision, and you have another chance. Hold your new family close, Miss Key, and never forget them.

Goodbye.

- Mai"

Galaxi could hear the sniffing of the mare next to her and quickly hugged Clockwork tightly, silently making a promise to herself.

No matter what, they were family.

"Is it clean?"

"As clean as I can make it, Princess," the unicorn answered. The blue unicorn mare scowled through her glasses at the room about her, her violet eyes looking through the forest of robotic arms hanging every which way. She stifled a shudder, as her mind wanted to compare them to hanging strangle-vines, just waiting to find a victim to grab.

"Are you sure, Spark Coil?" Luna asked in a tightly controlled voice, standing by the entrance.

"As sure as I can be, Princess," The dark blue unicorn answered, flicking her gold and white streaked tail, "However, Professor Burner was the expert on robotics. I'm afraid a majority of this is well beyond my experience."

"How could he have fooled both of us for so long?" Luna asked shakily, trying to stifle the anger in her voice.

"I do not know, Princess," she sighed, "I can only surmise that he hacked our central systems and sent a faux notice to you about reclaiming the lab. Honestly, this lab has been designated under your 'Project Moonbeam' since its inception almost a year ago. Bunsen Burner and his staff were assigned under you for the duration, working at your behest."

"Professor Burner took it hard when Clockwork Key threw him out of the lab."

"Yes, the 'accusation' that impinged his record," she sniffed, as though she smelled something distasteful, "We cleared him of all wrongdoing from that. He was offered several high profile positions in other regions to give time for the... incident to blow over. He turned them all down, instead taking a low profile computer maintenance job well below his level of experience."

"That makes it sound like he knew something we didn't," Lune frowned.

"We had not even been made aware of the previous user's removal when it happened," Spark Coil continued, "Not until you asked for the lab back from us did we realize anything was wrong."

Luna sighed, "Which means Professor Burner lied and made it seem as if you were reclaiming the lab back to your central network."

"Exactly Princess. He wanted something in this Lab."

"Were you able to find anything?"

"These," she answered, and the mare hovered a quartet of black boxes to the Princess, each one appearing to be a small speaker, "I am not sure of the frequency, but the sounds generated by these are well outside of the usual range of pony hearing."

"I know one pony who could hear those," Luna answered sourly.

"I also noticed a lot of alterations on gear specifically to generate noise, that buzzing sound we heard when we entered," Spark Coil sighed, "It seems as if Professor Burner was very specific and methodical in what he was doing. The computer system was completely wiped as well, but there are signs the database was downloaded to an external source."

"What could have set Professor Burner off like this?!?" Luna cried, her voice cracking as she stomped the floor in frustration, "I went out of my

way to make sure that everything was smoothed over, to soothe his bruised ego!"

"Princess, not everypony is content with that."

Luna sighed and hung her head, "I know. That means he only wants one thing..."

"Revenge."

"Little Key!!"

The mare in question laughed as she threw her forelegs about the stallion's neck, hugging him tightly for several long minutes. The nearby nurse was smart enough to back up a step for the reunion, only steadying the cart with the tip of her hoof. Several other nurses and patients of the hospital glanced their way and smiled discreetly before continuing on their way down the antiseptic hallway of the hospital.

"Hey there big guy, you didn't think you were rid of me yet, didja?" she giggled.

"Nyet!," he cried, laughing as he leaned back, "But it is not two months yet, is something wrong?"

"Yes... and no."

"Ah, you are being cryptic," he teased, "You are also wearing the bodysuit Tome gave you, ya?"

"Yes, I am," she chuckled.

"Does this mean you are back on the team?"

"Ya!" she cried, mimicking him with a wink, which sent the stallion into gales of laughter.

"That is good, ya? You have family here. What possibly could be bad news?"

"Mai's gone," Clockwork answered, "I lost her a second time, permanently."

"Oh dear," Skillet answered with a comforting hug, "What happened?"

"She created a new suit and got the Princess' permission to deploy it for me while I was in the Northern Reaches. Some sort of emergency..."

"Ya, I heard about the emergency."

"Right, so it caught up to me there," Clockwork sighed, and started to walk along with Skillet, the nurse mare pushing the stallion along slowly even as he pulled himself along with his fore-hooves, not quite used to the motions yet for getting around with it yet. "Turns out that Mai managed to run when Professor Burner took over my lab, hiding in an old assembly building for an abandoned project, and used the materials on-hand to rebuild my suit, plus a deployment sled. That last I'd been considering, even had the schematics worked out, but never got around to building before I had my run-in with Ultrapony. But in the process, she essentially lost herself in the system, dispersing until she... ceased to be."

"Ah, Little Key, I am sorry," he offered, as the mare wiped at her eyes.

"I'll live, I guess. Princess Luna is giving me back my old lab but..."

"It won't be the same," Skillet finished knowingly.

Clockwork nodded, "I'll have a lot of work to get it up and running properly. Mai ran so much when it came to automated maintenance and such, I can see I'll be spending months setting up new programs. Good thing I backed up all my design specs on the machine in my apartment;

Luna says that Burner wiped the computer in the lab, and may have even stolen the designs."

"Ouch," the stallion winced, "What did you do to this guy?"

"Mai kicked him out of the lab by pretending to find his porn on the machines."

"Ah, you ruined his reputation," Skillet nodded sagely, "I have seen ponies turn into monsters for lesser things. Ask me about Ponyetta."

"Ponyetta? Wasn't she the mare who could control metal?"

"Technically she controlled magnetism," the stallion sighed, "And she had crush on yours truly. When I turned her down, she went... a little off the deep end, ya?"

"Peeling open an entire agency building like a banana with her powers sounds a bit more than a 'little' off the deep end," she teased gently, and the stallion laughed.

"Ya. She was obsessed and spoiled. No pony had ever told her 'no', and she handled it... poorly."

"Whatever happened to her anyway?" Clockwork asked curiously, "She used to be a pretty frequent thorn in the Agency's side before I joined."

"The Imps caught up with her, ya? Hiding outside Agency coverage has risks, and even with all her tricks, too many Imps can still overcome a pony."

"In an odd way, I'm sorry to hear that," she sighed, "It's those ponies you always hope can be rehabilitated."

"Some ponies don't get it, ya?" Skillet asked, smiling as he patted the mare's shoulder, "We are in this war together, Imps don't care what side you are on, only that you are not Imp. They wiped out the Dragons. They cowed the Gryphons. They try to kill the Ponies. They do not care if you are good pony or bad, only that you are pony."

"Speaking of ponies with crushes, have you seen Flourish?" Clockwork teased.

"Nyet," he said, his voice oddly sad.

"Skillet?"

"Flourish has been... avoiding me," the formerly metal pony sighed softly, "I am thinking that perhaps asking her to dinner was a mistake."

"I'm sorry," she said softly, but frowned. Why would Flourish avoid him like that? When Clockwork left, the pair were practically inseparable, "She's in the hospital right now. That last fight saw her clawed up pretty good. Nothing serious, but the Princess wants to be sure."

Skillet's jaw hardened, "Nurse! We find Flourish, ya?"

Clockwork shook her head and watched the stallion dash off... technically pushed off by an overworked nurse mare, to find the light-hearted teleporting mare. For a moment she thought about following, but decided to leave them be.

The gryphon sighed happily.

She finally had the cafeteria to herself, and could eat. Ponies were inherently vegetarian, and thus found the entire idea of eating meat to be reprehensible. Unfortunately for Filigree, that meant she had to get used to some odd eating times, since gryphons are carnivorous. Still, she was eating better now than she had as a servant in the clans, so she was content. It helped that the palace cooks knew a thing or two about a meat diet, since they frequently hosted gryphon emissaries from the clans.

Still, unlike some more callous gryphons, she had no desire to show her diet off to the ponies, if for no other reason than because she was

trying to gain their trust. She liked these ponies; even the Princesses had bent over backwards for her, and Filigree did her best to live up to their expectations. The Elder sister even presented her paperwork that made her an official and free citizen of Equestria, an honorary "pony", a title that still gave her a chuckle. Still, she'd found it surprising that she really didn't know how to react to her freedom, even after craving it for so long. She felt like a caged bird suddenly finding the door open, but unwilling to fly for fear the door would snap shut upon her.

She gave a soft and contented sigh as she bit down on the well prepared meat, sinking her beak into it as she gulped the bite down. Her eyes rolled back slightly as she felt the warm juice run down her throat, a hint of spice giving it just a little bit of extra flavor, and she spent a moment savoring the well prepared meat. It was only when she refocused her eyes that she realized she wasn't as alone as she thought she was. She sat bolt upright, wondering if she'd be able to swallow the large chunk without choking herself, even as the white pony came closer.

"Relax, I don't mind," she said softly, "My father had gryphon friends; I'm used to it."

"He did?" Filigree managed to squawk after chewing up the meat enough to swallow, "I didn't know there were any other gryphons in the area."

"Only a family or two," she shrugged slightly and sat down across the table from her, "Seems my grandmother had an associate amongst the clans, a friend she made in her childhood."

Filigree frowned a little and thought, "You wouldn't mean Gilda, would you? I heard some stories about the Outcast..."

Rainbow Star gave a short nod, "I never knew her. She died long before I was born, apparently she flew off in a rage after Lady Dash died and no pony ever saw her again. I knew Gristle and Bracket, her cubs."

"I did not know the Outcast had any eggs."

"Why was she 'the Outcast'?" Spectrum asked softly.

Filigree gulped slightly at another bit of meat, feeling oddly uncomfortable eating in front of this pony, even after being given permission, "The story has it that she refused to turn on the Ponies at a time that there was a deep rift in the clans. Some gryphon clans had hunted Ponies as food for a long time in the past, until your Elder Princess put a stop to it. Unfortunately the... method of her stopping them caused a great deal of animosity from some clans. The larger clans adapted quickly and found other sources of meat, but smaller clans with fewer resources became bitter and angry. From my understanding, Gilda the Outcast came from one of those clans, and when she befriended a pony, her father and clan disowned her."

"Thus she became an outcast," the pony said sadly, "At least she found friends outside of the clans."

"If the stories are to be believed, she became bitter, and in a poorly conceived visit to her pony friend, ostracized herself from the ponies."

"So she caught herself between both societies..."

Filigree nodded, "Aye. The story, as I know it, ends there."

"As I heard from my father," Spectrum filled in, "She eventually made up with the ponies years later, even joining another settlement where her hunting skills were useful. I don't know the specifics, and I can't exactly ask the triplets."

"Triplets?"

"Oh, sorry. Gristle roosted with a red colored gryphoness named Scarlett, they had triplets, girls. Phyrre, Syndle, and Umbra. They are about my age, and were the closest thing I had to friends when I was growing up. Bracket was younger than Gristle, and finally roosted with a pure white male named Ferris, and they have two young sons, Glint and Alda, and last I saw they just had their second clutch of eggs."

"Any idea how many of them are live?" Filigree asked, curious despite herself.

"One they are sure of, a second maybe. The rest seem to be... er..."

"The old term is 'krrkrttk', a pronunciation I know ponies are incapable of. It means 'unloved' in the old tongue," the gryphon sighed.

"Heard that term a lot?"

"Aye," the gryphoness answered slowly, "From a great number of gryphons, including my own father. My mother was the caring sort, so shielded me as much as possible, but the moment my... abilities surfaced, she became frightened of me."

"I'm sorry."

"You apologize a lot," Filigree noted with a crooked grin, "You should not apologize for things that are not your fault."

"I'm trying to say I empathize with how you must have felt," the mare smiled softly.

The gryphon considered, then gave a noncommittal shrug before taking another bite of her meal, pausing to eat it slowly before swallowing. The mare didn't even react, true to her word. Filigree then continued, "Since I was cursed, as the clans call it, the station of my family immediately dropped. We were already low in the hierarchy, since the original clan home had been destroyed by the Imps, and my family were already refugees.

"So they did the only thing they could when my ability came to light to the rest of the clan. Cursed gryphons, much as special ponies, have difficulty controlling their powers when they first surface, and I was no different. As such, it became impossible to hide my abilities, as I am sure you can guess. But when the Arch-Duke took interest in me, and then offered to purchase me as a servant for his son, my family saw it as a way to elevate their status."

Spectrum frowned, "They sold you into servitude? How..."

"Barbaric," Filigree finished with a thin smile, "The redeemed Princess said as much herself, and I have seen the distaste in the Elder's eyes at the practice. But at my age, there was little choice in the matter, and I spent years being trained by warriors how to fight. I am no stranger to the lash and the rod, and they taught me many hard lessons."

"The first was that life isn't fair," Spectrum guessed.

"Actually, that was the second," Filigree winked, "The first was when to duck."

Spectrum actually managed a chuckle as Filigree finished eating the meat, sighing softly as she swallowed it down and patted her stomach, "All this palace food is going to spoil me."

"You'll probably keep getting it, unless they can teach the new cook how to make other meat dishes."

"That would depend on how strong his stomach is," Filigree considered.

"So what happened?"

"What happened where?"

"To you... after all that training?" Rainbow Star asked curiously, reminding Filigree very much of a young cub.

"Not much I am afraid," Filigree shrugged, "I was trained specifically to guard the Prince, the Arch-Duke's son, from an assassin that never came. The Prince was... spoiled rotten. Fat, poorly coordinated, but ambitious. He was sent here to try and get his claws wet in the arena of politics. That is when the Princess stumbled across me."

"The Princess never does anything by accident," Spectrum said softly.

"Aye, I have heard those same stories, or similar. The eponymous puppet master, forever orchestrating events to her whims. But when I looked into her eyes, I saw none of that," the gryphon shrugged, "I would

like to think I am a good judge of character, and all I saw in her eyes was gentle caring and concern, almost motherly."

"Really now?" the mare asked, curious, "You're that sure of your ability to judge a pony's character?"

Filigree allowed a small bit of pride to tinge her smile, "It has yet to fail me."

"What do you see in our team then?"

"That is an interesting question," Filigree mused, clicking her beak thoughtfully, "Galaxi is shy but growing, budding like a flower and looking for room to grow. Flourish is in hiding, covering a deep wound with the airs of the court jester, though her veneer is beginning to crack for some reason. Pyre is angry at everything and everypony, and will think nothing of lashing out at any pony whom angers her. Clockwork I barely know, but she strikes me as a bit reclusive, but fiercely protective of those she cares about."

"You missed one," Spectrum said with a half smile.

"Aye, I did. Are you sure you want to hear it?"

"No," the mare admitted, "but I want you to tell me anyway."

"You, Rainbow Star, have a strength as of yet unsuspected by even yourself, but you feel the need to apologize for every slight. You are kind to a fault, and so open that you will invite pain that is not your own," Filigree assessed.

The mare nodded, "I can see that. You also didn't do yourself."

"One cannot properly size up themselves," Filigree answered with a shrug, "That is the one individual, the one pony, that I cannot be unbiased about."

"I think I can sum you up," Rainbow Star grinned.

"Oh? Do tell."

Rainbow Star smiled warmly, "Brutally honest, but lost in this world of ponies. You've been pushed down so long, you aren't quite sure what to make of your freedom, so you're uncertain what liberties you can take without finding the cage slammed shut in your face."

"You are very astute," the gryphon sighed, "and, I fear, accurate."

"Come on then," the pony smiled and tugged the gryphon's foreleg, "Let's test a few of those newfound freedoms."

"Come on? To where?" Filigree asked, but let herself be drug along.

"We're going to go on a short trip."

"Dare I ask to where?" Filigree asked carefully.

"Home. I'm going to introduce you to some other ponified gryphons."

"I'm not so sure..."

Rainbow Star grinned widely, "Trust me."

Chapter 16

Know Thy Enemy

She just wanted to cry...

She knew she couldn't, not anymore, but that didn't stop her from wanting to. There was something wholly unsatisfying about sobbing when your body can't create tears. Her own heat boiled them away the moment they formed, even when she struggled to keep her powers turned off.

Her blonde mane and tail flared with heat as her emotions refused to listen, swirling out of control. Pyre couldn't cry, so she would do the next best thing; she would get angry. Angry at the Imps who "retired" her friends with so little effort. Angry at the team for not saving them. Angry at Indigo, a unicorn she'd befriended when she had been first forced out of the clouds, who was killed almost as soon as the team landed. She never even got her lightning powered up, the foal! And Cream Swirl... what good is creating force fields and protecting ponies if you can't protect yourself?!? Barricade? Pah, she couldn't even... even...

Ember Spark tossed her head furiously, her blonde mane crackling as it turned more and more into yellow flames. The grass about her began to brown from the heat, but she didn't care. More work for the grounds-keepers for Luna's little special training field. She flared her wings, feeling the air catching them almost immediately, fire extending them almost twice the size they really were. Her hooves left the ground with a single savage beat, launching herself into the air.

She flew towards the light fluffy clouds that hovered overhead. She knew what would happen when she reached them; the clouds would boil away. That's why she had been forced out of her home when she was a filly. When her fire powers surfaced she accidentally vaporized three cloud-houses with the heat in an uncontrolled burst, and almost fell to her death from Cloudsdale. Of course she had wings, and managed to stop herself, but the mayor politely had her banished from the city of Pegasus.

Sure enough, the clouds began to dissipate as she got close to them, almost seeming to dodge from her, fading away to nothing when she got within feet of them. Memories bubbled forth of those first days on the ground, her parents moving "dirtside" and commuting to the city for work. Meanwhile she was left to try and adapt to life on the ground. Everypony avoided her; she was prone to burst out into flames at the merest provocation or emotional outburst. Then she met Indigo... a silly unicorn with an ability to generate and control lightning.

A momentary smile touched her lips as she remembered the rainstorm that night they met. How she marveled as Indigo played with the lighting, juggling sparking balls of electricity in midair like they were toys. How she was fascinated and stole closer, badly startling the unicorn. Then talking out there in the rain, both of them getting soaked but not caring. A few days later she was introduced to Cream Swirl, Indigo's friend, who was also a "special". They became such fast friends so quickly... They'd joined the Agency together, and stuck together as a team. They even helped pick out code-names for each other. In the end Ember Spark became Pyre, Indigo became Ion Storm, and Cream Swirl became Barricade...

Recent events intruded, dashing the smile from the pegasus' face. The sight of seeing Indigo struck down, Imps pouncing before she even fired out the first lightning bolt. Their claws stealing her life before any of them could respond. Then Cream Swirl was struck, some weird yellow beam from another Imp, lancing down her side and sending her tumbling over to the ground...

Ember screamed with wordless fury at the clouds, lacking any other target. Fiery wings swept forward, tearing apart the clouds and boiling them away. She chased more clouds around, screaming in rage and frustration. What good were these powers if she couldn't even protect her friends? She couldn't live like a pegasus thanks to them! She couldn't even grieve properly thanks to them!! WHAT GOOD ARE THEY?!

She finally stopped and hovered in place, the sky now clear of clouds. The lone pegasus shuddered, her body wracked with sobs...

She just wanted to cry....

"Lunchtime!!"

Clockwork poked her head up from under the floor, a robotic arm draped across her head in such a way its "claw" seemed to be almost trying to pet her ears.

"Ah, there you are," Galaxi said, her smile warm, "Come on, it's time for you to take a break."

"You know, just because Mai is gone, doesn't mean you need to take up her job," the short mare made a face.

Galaxi started to tug on the other mare's leg to help her out, "If I don't, who would?"

"Point taken," Clockwork sighed and patted her hip, leaving oily smudges on her coat, "Give me one second and we'll head out. I think this is ready to test."

"Only if you hurry."

"Cross your hooves then," Clockwork grinned and moved to the console in the room. It had taken her two days to undo most of the damage Burner had done to the lab, a majority of which seemed like intentional sabotage to her. But, despite everything, the system finally seemed ready for a test run. She sucked in a breath, her hoof hovering over the power, the memory of the screaming chorus that had reduced her to tears the first day surged through her mind. She stabbed her hoof forward, and the system powered up with a hum.

Clockwork's ears were folded tightly back, but the feared aural assault didn't come. She heard plenty of discordant tones in the lab, but it was a far cry from the ear-shattering cacophony she had gotten two days ago. She tapped another switch, and the robotic arms folded themselves up, panels on ceiling and floor closing over them to once more create the starkly empty room Clockwork had created for her workspace. Even the

holo-projectors snapped on, showing a basic system prompt hovering in mid-air.

"Looks like you finally got it working," Galaxi stated, walking about the room, and right through the hologram she couldn't see.

"Finally. I still have plenty of work ahead of me, but at least now I can do it by ear," she sighed, "That should make it go a LOT faster."

"Good, then you can take a break," Galaxi stated, bodily blocking the smaller mare and nudging her towards the exit, "Besides, you need to eat."

"Yes ma'am," Clockwork giggled, and stuck her tongue out at Galaxi.

"NOW young filly!!" the other mare reared, and promptly chased a laughing Clockwork out of the lab and down the hall.

The two mares were all giggles when they entered the cafeteria, and Clockwork was surprised to see a majority of the group there. Pyre was sitting in a corner, simmering lightly and frying the edges of her salad, which she picked at disconsolately. Spectrum and Steelwing were sitting near the entrance, chatting amiably. Only Flourish was missing. Clockwork would have guessed she were visiting Skillet, if not for the conversation she had with the stallion. Flourish seemed to be avoiding him, and he wasn't sure why. Clockwork resolved she would have to talk to her about that...

Galaxi steered the other mare towards the line, where Clockwork got herself a light vegetable soup with some sesame seed seasoning and a side sandwich of violet and rose petals. Galaxi got herself a salad with a heavy tomato sandwich on the side, and, after a moment of hesitation, lead the duo towards where the gryphon and pony sat.

"Mind if we join you?" Galaxi asked nervously.

"I don't see any reason why not," Steelwing answered, and Spectrum just shrugged.

"Not eating?" Clockwork asked the gryphon curiously as she sat down.

"My eating habits are not... palatable to most ponies," she answered easily.

"Haven't really had much chance to introduce myself to you again Steelwing. We met briefly before but..." and Clockwork shrugged.

"Aye, the Princess was in a rush to return you to the hospital," the gryphon nodded, "No harm done that I can see. Please, I am just Filigree."

"Alright then, Filigree."

"You two vanished yesterday," Galaxi mentioned softly...

"I took her home to meet some of my neighbors," Spectrum shrugged.

"Oh? Got some interesting friends back there?" Clockwork asked.

"She does," Filigree said, folding her forelegs on the table, "Not many gryphons living in the Pony lands. We usually prefer the mountains you ponies find less hospitable."

"Some old friends of the family," Spectrum added.

"Oh? How close is home from here anyway?" Clockwork asked.

"New Ponyville," Spectrum answered.

"Seriously?" the small mare asked, taking a sip of her soup.

"Yes. Why?"

Clockwork smiled, "Just before getting recalled from the Northern Reaches, I had been talking to somepony from there, a unicorn who had lived there and in the original Ponyville."

"Northern Reaches... Unregistered?" Spectrum mused softly.

"Eeyup."

"Couldn't have been one of the Crusaders, could it?"

"On the nose," Clockwork grinned, "You remember Echo, don't you Galaxi? Sweetie Belle, her civilian name, was up in the local Library chatting my ears off for a bit about the old days. She was telling me some stories about when she was a filly, and about 'The Six' back when they were normal mares."

Spectrum smiled softly herself, "Lady Sparkle spoke about that sort of thing a lot herself when she came to visit. I heard all sorts of stories about those days from her."

"Lady Sparkle wasn't all that social with me. But I bet she gave you the same reason Sweetie Belle gave me," Clockwork grinned.

"So that we'd know what life was like before the Imps," Spectrum answered, "So that we know what we're fighting for."

"Sounds noble," Filigree inserted, "I am not sure how possible it is to bring those days back, however."

"Only way to do that is to end the Imp threat," Clockwork noted.

"I wish there was another path," Spectrum sighed.

"Not sure how," Galaxi offered softly, "I mean, they attack nearly anypony, without provocation."

"Warriors never take to peace easily," Filigree said softly.

"That's it, isn't it?" Clockwork asked, wiping her chin from the soup, "The Imps are warriors and nothing else. The Nightmare potentially created them from the very ether itself..."

"And they think nothing of suicide or self-sacrifice to achieve the Nightmare's goals," Galaxi pointed out.

"Warriors to the end. I wonder if they have a sense of honor, or at least a belief that sacrifice is for some sort of greater glory?" Filigree considered.

"I find it hard to see suicide as glorious," Spectrum noted with a frown.

"I don't know," Clockwork said softly, "Sacrifice to rescue your friends is very much worthwhile. I don't know about glorious, but it is honorable."

"That can be twisted though," Filigree said with a pointed claw, "Just ask the gryphon clans about that. There's some truly twisted concepts of honor amongst some of the more remote clans."

"But did Nightmare find and twist the Imps," Clockwork asked, "or did she create them from whole cloth?"

"Brainwashing is easier then creation," Spectrum answered softly.

"Space faring flyers that she captured? That sounds...."

"Absurd," Filigree finished.

"But when you have eliminated all the possibilities..." Clockwork said.

"...what is left, no matter how absurd, must be the truth." Spectrum finished, "I used to love Sheerluck Hooves as a filly."

"But we don't know if that's all the possibilities yet," Galaxi frowned.

"Aye, but it is a strong one," Filigree pointed out, "and it might explain their preference for the darkness."

"Eyes and skin are acclimated to the deeper dark," Clockwork mused.

"But what about lack of air? Or intense cold away from any sort of light?" Galaxi asked.

"I've never seen them breathe," Filigree said.

"Come to think of it, I don't see where they would have room for much in the way of lungs," Spectrum pointed out, "In fact, they look pretty emaciated, like they are starving all the time."

"I think that might just be how they are built," Clockwork added.

"Besides, they don't need a stomach," Spectrum continued, "They 'eat' magic energies, sucking it from the aura of the living creature, and possibly even from the ether itself."

"So that solves food. But what about heat? I can't see where they could be all that warm as they are. They are all thin and emaciated, as you said a few moments ago, so they can't exactly preserve body heat."

"Maybe that's what they use the magic for?" Galaxi chipped in, "I mean.. their sparkly skin goes away when they're dead."

"So being cut off from magic would kill them... Wait," Clockwork said, her eyes widening, "That's it! Galaxi you're a genius!"

"I am?"

"Don't you see? They absorb magic to allow them to exist in the deeper darkness beyond Equestria. They don't need the light, the magic keeps them warm, and all they need to do is grab the energies that are out there naturally," Clockwork said, now on her feet, "But Nightmare lured them in, a buffet of strong magic to feed on, and she turned it against them. She fed herself to them, at least initially, and promised them more if they did her bidding. She used her own magic to brainwash them to her cause! That must be why she needed the Elements, she's getting a bit low and she needed a boost in magic power, so she's using the Elements to advance her plans, evolving and brainwashing them even faster!"

"But where do the new ones come from?" Spectrum asked softly.

"We don't know how they reproduce, but if we assume they have children that need to gather magic energy as they evolve so..." and a new

expression washed over Clockwork's face, "so that means the spy imps... are their young."

"That makes sense," Filigree said softly, "The spy imps know how to hide, if it were for absorbing as much magic as possible until they were old enough to move into the deeper dark themselves, it would make sense. The young hide until strong enough to protect themselves. Their ability to hide in the shadows would also give the classic cub-hood fear of the dark a startling new reason."

"Do you realize what you're suggesting?" Spectrum asked, her voice wavering slightly.

"Yes," Clockwork answered, "They're sending their young to spy on us..."

"...and we're killing them."

"You could have warned me about them."

"Warned you about who?" Spectrum asked innocently, "Clockwork and Galaxi?"

"No, they were as I expected. They are a pair of introverts who have latched on to each other," Filigree shrugged, "Clockwork has a growing self-confidence, and Galaxi is slowly shedding her innocence, and together they support each other. I will admit I did not expect them to be quite so mentally agile."

"Clockwork's intelligence is her 'Special' ability."

"Interesting," Filigree mused, "A power that is all but invisible. I wonder if there are any like that in the Clans, and how successful they are. I highly doubt they would advertise themselves, even if they realized."

"So who was I supposed to warn you about?"

"Your friends yesterday," Filigree said softly, "I did not expect them to be so..."

"Welcoming? Friendly?"

"Beautiful."

Spectrum blinked slightly and looked to the gryphon, "I'm sorry? I don't quite follow."

Filigree shook her head, "The last time I felt that plain, it was standing in the presence of Princess Celestia. Between Scarlett and Bracket, I felt overwhelmed. And those triplets... they would have princes and dukes alike falling over their talons to have them bearing their eggs."

Spectrum laughed, "Is that all?"

"You DID do it intentionally," the gryphon hissed, "You didn't tell me about the brothers."

"It was a big clutch, I forgot."

"You're a horrible liar."

"No worse than you. You couldn't stop staring at Chase," the mare smiled, watching the gryphon blush.

"Chase was... the white one?"

"That was his brother Alto," Spectrum said, still smiling, "Chase was the red furred one with black feathers who was so fascinated with your metal wings... which I noticed you kept flared the entire time."

"You are damnably perceptive, pony."

"Yes, I know," she teased, flapping her wings a little, "But you seemed to enjoy the attention."

"I am... not used to that much attention," she admitted, refusing to add that when she had before, she was being punished for something, "I was the youngest in my family, who only had 2 others."

"Small family for gryphons," Rainbow Star noted softly.

"Precisely, but there were reasons. Resources are difficult for those in the lower castes, thus they have fewer cubs than those in upper castes."

"Makes sense, but wouldn't that imbalance the castes?"

"You pick up on the problem more quickly than a lot of gryphons," Filigree said with a nod, "You are correct, that is why it's very easy to slide down in caste, but extremely difficult to climb up."

Spectrum made a face, "Sounds like an excuse to keep pushing gryphons down."

"I won't argue the intelligence of that statement."

Spectrum leaned close to the gryphon and grinned, "You know they're going to invite you back when the holidays come around, right?"

Filigree raised an eye-ridge and looked at Spectrum, "Um... maybe?"

"Good," she smirked as she flicked her wings, "I'm sure Chase will love hunting something down for you. I'm told he's quite a talented hunter..."

"Now you're just teasing me."

"Is it working?"

Filigree growled softly and looked away, "Yes."

The Gryphon was spared further embarrassment when Clockwork trotted up, "Sorry to interrupt, but the Princess wants us all in her office. Galaxi is hunting down Pyre and Flourish psychically."

"Did she say why?" Spectrum asked curiously.

"Not offhand, but I got the impression it was important."

"Then we will not delay," Filigree stated, and took to her wings, Spectrum flying close behind. Clockwork sighed and galloped after them.

The group assembled quickly in the Princess' office, but each were surprised to find Luna was not the only Princess in attendance this time, and Celestia stood by her sister's side. Both were shown in relief by the afternoon sun washing through the bay window of the office. Flourish was the last one to arrive, teleporting into the room behind Galaxi as the group lined up.

"Pyre tells me that you ponies may have made an important discovery over lunch," Luna said softly.

"I'm not sure how 'important' our conjecture was," Spectrum said softly, her brow furrowing. She wanted to be angry at Pyre, but the hot-headed mare looked shaken.

"Any conjecture into the nature of the Imps is important," Celestia interjected, "We know so little about them, save what little our scientists have been able to preserve and study after battle. I admit some uncertainty that a group of ponies like yourselves could out-think some of the best scientists in Equestria, but..."

"But it was enough to bring Pyre to my office," Luna gently cut in, "Which means we can either dispel the rumors now, or confirm some horrible truths."

"Understood, Princess," Spectrum answered, "Clockwork? The main thrust of the conjecture was yours, do you wish to outline it?"

"Me?!? er..." Clockwork stammered, then took a steadying breath, "Alright."

"Very well, Clockwork Key, please speak freely," Celestia prompted.

"Our conjecture was simply about what the Imps were," Clockwork started, "Our personal conclusion, between the four of us, was that the Imps were likely a space-faring race from potentially beyond the Deeper Darkness we see about Equestria. There appears to be no room in their bodies for lungs or stomach. We concluded that, as we were told before, Imps feed on magic to sustain themselves while in the darkness beyond our world."

"This parallels what our scientists have concluded."

"Our conclusion was this must mean they are a native race, not created by the Nightmare as some ponies believe. This could mean that they were altered from their more peaceful existence by the lure of Nightmare herself, signifying a large source of magic for them to feed on, and in exchange she used that magic to twist them into her servants."

"Again," Celestia said softly, "your conclusions match that of our scientists."

Clockwork took a slow breath, "Then we questioned how they would reproduce. Our conclusion was that the Spy Imps, as we've taken to calling them, are in fact their young. They are well suited for hiding so they can collect enough magic to fuel their eventual launch into space, where they begin the next cycle of their lives. While this was pure speculation on our part, it seemed to make sense to us."

Celestia looked to her sister for a moment, then let out a slow breath, "Yes, that is the conclusion I feared you had reached."

"Princess?" Spectrum asked gently.

"We have been hiding this conclusion for fear of what it would cause amongst the ponies in general, and the Agency in specifically," Celestia said softly, "Many a pony would find themselves unable to combat the Nightmare if they knew they were potentially fighting foals."

"Then you knew?" Clockwork asked softly.

"We know nothing for sure, for we only just recently discovered the existence of these Spy Imps," Luna added, "But Celestia and her scientists suspect it, many of whom followed the very same theories you have had."

"Wait, they're RIGHT?!?" Pyre demanded, motioning wildly to Clockwork and the rest of the team.

"We do not know if they are right," Celestia said softly, "But we do not know if they are wrong either."

"Children on the battlefield," Flourish said softly, her voice uncharacteristically harsh, "One more crime for the Nightmare to pay for."

"She would likely take pride in it," Luna said sourly.

"All the more reason we must win," Celestia said, her voice swelling, "A monster such as this cannot be allowed to continue to pervert life in this manner. My little ponies, allow this evidence only to steel your resolve to the path you have chosen. You are the shield to protect ponies, gryphons, and everpony else over the entirety of Equestria. You are the spear with which to strike back against the Nightmare who would seek to subjugate this world as she has these formerly peaceful creatures from the deeper dark. Do not let new evidence of her atrocities stay your hoof, but use it to harden your resolve. You work towards the end of the Nightmare that has plagued Equestria for two generations. More horrors of the Nightmare stand to be exposed when you finally breach her citadel, but know you not only carry with you the hopes of all of Equestria, but the future freedom of an entire race we did not even know existed prior to this..."

"Um... Celestia?" the younger sister gently interrupted.

Celestia blinked as she looked at the six ponies gathered before her, each looking at her with slightly puzzled expressions, and dipped her head, "Too much?"

"Too much."

"You've been avoiding me."

The voice caused her to jump, and the grey mare spun around on the foal that snuck up on her. She was surprised to see Clockwork standing there, her head cocked slightly to her side. Flourish forced herself to relax from the fighting stance she'd adopted by reflex.

"Hello there!" Flourish offered with a broad grin and an exaggerated bow, "What can Flourish do for you?"

"Well Flourish can tell me why she's avoiding Skillet," she answered.

The grey mare felt her smile twitch slightly, but held it in place, "Whatever do you mean?"

"Skillet's an old friend of the family," Clockwork stated, as if Flourish would forget, "Which means we talk a great deal. When we came back a few days ago and you were in the hospital, he rushed to try and catch up with you. You vanished, literally, before he could talk to you. When I went to lunch, you were missing as well, hiding once more from Skillet."

"What, Flourish can't have her privacy from time to time?" she sniffed.

"You're starting to sound like Tome, talking in third person like that."

Flourish winced, but carefully covered it with a laugh, "Well, I guess I slipped a little bit. But still, she was a show-pony too, so it stands to reason we'd share some traits."

"Something's eating you," Clockwork said evenly, "Now this isn't my usual sort of thing, I'm not the sort who is good at taking the initiative with other ponies, but I'll admit I'm a bit worried. You and Skillet were damned near inseparable, and now you're avoiding him? That doesn't make sense."

Flourish looked Clockwork in the eyes for a moment, "My dear, there are a LOT of things you don't know about me."

"Then tell me."

"I would rather not," Flourish answered with a sweeping bow, "Some secrets I wish to stay a secret. Adieu." A pink explosion of smoke surrounded the mare in question, but for once her teleport didn't happen as planned, and she felt a YANK on her tail pull her back.

The pink and purple swirled tail was held firmly in the clawed hand of Filigree, who was looking at the pony with a bemused expression, "That's why she asked me to help. Besides, I can see it in your eyes, you're a warrior. That means you aren't going to respond like other ponies."

"What do you know about warriors?" the grey pony hissed.

"I know that's how I was trained," the gryphon answered simply, and glanced to one side. Galaxi appeared from a darkened doorway, and the grey pony could guess that Spectrum had joined them as well, surrounding her.

"So you're ganging up on me now?"

"No," Spectrum answered softly, "We're your team. We're your friends, I hope, and your family. I know I'm the new filly here, but we're all worried."

Flourish looked around, looking to each filly sharply for a moment, "Are you so eager to push past the filly I prefer to be to see what I once was?"

"Honestly, I'd be willing to let you adopt the face you feel is best," Filigree supplied, "But when it threatens to harm the team, then it becomes the concern of the team."

"How, exactly, have I hurt the team?" Flourish demanded.

"You haven't... yet," Galaxi answered, "But I can sense the pain just below the surface. It's getting worse. I didn't used to be able to feel it from

you, and now it's so strong that it paints every action you take, every joke you make, with tears. It's getting worse, and I don't know why."

"I have a guess," Clockwork answered, "Skillet, formerly Ironjaw."

"You seek to analyze the clown?" Flourish demanded, her voice cracking, "Can any pony know what goes on beyond the make-up? What hides behind the smile? Who is the clown when the make-up comes off?"

"She's a mare," Spectrum said softly, "Just like the rest of us."

Flourish's head snapped up and focused on Spectrum for a long moment, her eyes watering in a vain attempt to hold back tears, "The tears of a clown are said to be the saddest in the world. Would you be so quick to draw them forth if you knew the pain they held?"

"If we knew what they held, we wouldn't be here right now," Spectrum said softly, moving a step closer.

The grey pony flinched slightly and gave a mirthless laugh, "So be it. Let us relocate from this hallway then, the cafeteria should have enough room."

Flourish simply began to walk, not questioning the rest of the group would follow. Filigree let the tail slip from her claws and got to her feet, leaning close to Spectrum.

"You sure about this?" she asked in a whisper.

Spectrum just smiled reassuringly, "You said once that I take on too many problems that aren't my own. This is what I'm good at."

The quartet of mares filed into the cafeteria behind the lead pony, an oddly deflated looking Flourish. To the ponies assembled, it seemed as if her soft grey coat was the color of an angry storm-cloud, and her pink and lavender mane somehow looked drab and flat compared to just moments ago. Still, without being bidden, the mare spun to face the quartet, her eyes partly hidden by her mane as she took a slow breath.

"You want to see past the clown? Then let's peel back the layers, shall we? It's really too bad Tome isn't here, she's a much better storyteller than I am," she laughed humorlessly, "But there is a reason the Princess has never uttered my name. Princess Luna knows me better than any other pony in this room, even if she has gone to great lengths to hide that association so that she does not appear to be playing favorites.

"My name, such as it is, is Thistle. This is a name long forgotten by many ponies. Years ago I was an idealistic and energetic filly who was signed up for military service. That's right, little ponies, Thistle was in the Royal Guard. Her faded green coat is long gone, isn't it? How about her mane of fire red streaked with silver? Yup, that's gone too. I looked a lot different then I do now, but I had a talent, and a cutie-mark. A rapier... a war-time cutie-mark. Guess what that gets you? Drafted. See this cutie-mark right here? That's not the one I earned, but it's close. So I learned how to fence with my horn, and was extremely talented with it.

"Do you know what happens to ponies drafted into the royal guard? Stallions and mares each end up magically colored to match their chosen Princess as part of the swearing in. Celestia always has white ponies with golden armour. Luna has dark grey ponies with silvery manes and tails... guess what my coloration is? That's right, dark grey with silver mane and tail. How's that for a deep dark secret? I DYE my mane and tail!!" and the pony let out a bitter laugh.

"Flourish..." Clockwork started, but Flourish threw up a hoof.

"You wanted the story!!" she thundered, "Now stay silent and listen to it!!"

Clockwork recoiled, and only when Flourish was satisfied with the silence did she continue, "A Royal Guard, that's what I was. Not the high ranking special unit, the Equestria Stars, but Royal Guard none the less. Nightly I was up and around, escorting Princess Luna through the streets; she did so love the nightlife. Sometimes we did missions for her. Since I didn't have wings, I had to catch a chariot, but there were all sorts in the guard, and that doesn't matter. But our jobs were important; we had to protect the Princess. The imps were out to get her... to steal her away from us...

"But did they remember the others they were out to get?!? NO!!! I lived right here in Canterlot, born and raised. I even started seeing a stallion in my time off. Head over hooves in love, cute little filly that I was. He was a local DeeJay for some club or another, whichever was paying the most bits at the time. But we had similar shifts, and he had these lovely fetlocks....

"But my duty was to the Princess. I had to put her even before my own life, didn't I? What about the life of someone I loved? I got that answer soon enough, when the Imps tried to invade Canterlot. I'm sure you remember it... I know I do. I was home, my day off, when I was suddenly recalled. I had to leave my parents, I had to leave my love... for what? The Imps never even TRIED to reach the Princess... but my family... everypony I cared for and loved... GONE! Erased off the face of Equestria. That's when my 'special' gene woke up, and I got a revamped cutie-mark. I was a late bloomer, wasn't I? Most ponies discover it before they're even out of school, for me... it took KILLING EVERYPONY I LOVED!!!

"But that wasn't good enough! Being a special meant I couldn't be part of the Royal guard anymore... I had to become an Agent in Luna's pet project," the mare looked down at the floor and wiped her face, as if realizing for the first time her face was covered in tears, "So I was reassigned. I really don't blame the Princess for this. It wasn't anypony's fault, not even my own. My power showed up late? Great! I could save other ponies from this pain!! No, I couldn't mope about, I couldn't let this pain eat away at me. It would destroy me! I've seen it destroy other ponies, I would NOT be like that!!"

"What changed?" Spectrum asked gently, stepping forward until she sat right before the grey mare. Clockwork instinctively reached to stop her, but Filigree just shook her head and made a shushing gesture.

"Ironjaw," Flourish answered, "Old feelings woke up. I always told myself I'd never fall in love again, I'd never let myself fall for a stallion, or mare, again. Hey, I'm an equal opportunity freak. But that big metal stallion... woke those feelings up in me. At first I thought he'd just be fun to joke around with, to hang out around, and now... I can't look at him without feeling other things too. I encouraged it, he was perfect, that metal shell meant I couldn't lose him like I lost those others before."

"But he got hurt!" Flourish scrubbed at her face, "That... FLANKHOLE got hurt!! I thought I could handle it... I tried to be there as he recovered... but I... I keep getting scared. I'm scared I'll get close again and... and..."

Spectrum took the hint and leaned close, hugging the other mare. For a moment Flourish tried to pull away, but seemed to lose the battle against herself, and wept openly on Spectrum's shoulder. Clockwork quickly got up and added her forelegs to the mix. She was followed shortly by Galaxi. Filigree felt silly, but something told her this was important, and she carefully added her own forelegs to the mix, using her wings to shield them all in a steel-feathered dome.

Thistle, feeling drained, just cried.

Chapter 17

Caught in the Trap

"What's your ETA?"

"Approximately five minutes, Princess," Spectrum responded over the mental link. The group was assembled currently above the cloud cover as they flew along at sub-sonic speeds. Spectrum had volunteered to pull the chariot along and, according to Flourish, she was doing a much better job than the last pilot they had. Spectrum politely declined to ask who that had been.

Galaxi leaned over from inside the chariot, trying to catch a glimpse of the town below through the cloud cover, "With the pegasai in this area gone there are just too many clouds, I can't get a visual."

Flourish, the other pony in the chariot, patted her shoulder and grinned, "Relax, we'll see it soon enough."

"Dragonfly, any chance you can get a read with your scanners?" Spectrum asked, looking to her left. The armoured pony had taught Galaxi well, and the psychic had them formed up in a classic Alicorn formation, with Spectrum at the horn, Steelwing and Dragonfly on the right and left wings respectively, and Pyre on the tail. The chariot itself acted as the saddle, with Galaxi and Flourish riding it.

"Negative," Dragonfly sighed, "We're still out of range."

"Break in the clouds coming up on the right," Steelwing pointed out.

"I see it. Steelwing, break off and check it out," Spectrum ordered, "The rest of us will slow down. I don't want to go in blind."

Steelwing peeled off, and flapped her metallic wings to head for the opening in the cloud cover as the rest of them slowed their speed. They'd been in transit nearly an hour to respond to this panicked call from the

small town of Trotsburg. It was a small farming town just off the Snakebite River, an area relatively untouched by the Imps... until now.

"This looks bad," Steelwing said over the link, "Looks like a number of the homes have been destroyed, the entire town looks like hell. We're in for a lot of smoke too; one of the fields was set on fire, looks intentional. Even if we were under the cloud cover, it would make visibility an issue in the air."

"Any survivors?" the Princess asked with a note of concern in her voice.

"If there are, I can't see them," the gryphon responded, "The main areas have some imps crawling over them but... something looks strange. They look too spread out. Most of the time the Imps like to clump together and attack in swarms. These are spread out, like they want to maximize their visibility."

"That's... odd."

"Odd or not, we need to go in. Steelwing, where's a good landing zone?" Spectrum interrupted.

"There are no really good options," she answered, "I can see one possible spot near the docks, but that would cut us off from any proper retreat. Another is a farm on the opposite side of town, but the smoke is covering too much for me to get a clear idea of how suitable it is. Other than setting down right in the middle of town, those are the only options I see."

"Sounds almost like they're trying to force us into a bad landing zone," Dragonfly chimed in.

"It does, doesn't it?" Spectrum frowned, "Any other ideas?"

"I know you need to hurry," the Princess gently insisted, "They haven't been responding."

"Clockwork, Steelwing, buzz the area and see if you can find a better landing zone, and see if you can spot anything else that might be

useful. Don't engage if you can help it, but if they do open up, see if you can draw their fire," Spectrum ordered, "Pyre and I will come in low and fast. Worst case scenario is to ditch the chariot in the river."

"Um... please don't? I... I can't swim," Galaxi squeaked shyly.

"You think we'd let you drown, Galaxi?" Flourish asked, grinning, "I'll get you to dry land."

Galaxi blushed, just barely noticeable through the openings of her mask, as Steelwing rejoined the group. No verbal instruction was necessary as Dragonfly dropped lower from her position, flying in synch with Steelwing as the two skimmed just over the clouds.

"See you on the other side," Dragonfly called, and the duo dropped through the cloud cover.

For several moments, the pair could only see the white fluffy clouds before them, the cool dampness clinging to them even as they plunged through. The white mist peeled back as they finally cleared the cloud, small fluffs of it trailing from their wings as the sight of the small town came fully into view.

The town of Trotsburg had definitely seen better days. What used to be a bustling small town that had been slowly growing thanks to the twin wheat farms that rested at the opposite ends of town and the small port, was a wreck. The usually colorful buildings were covered in scorch marks and claw rents from the attack. More than one house was missing walls, and even a number looked as if they had collapsed completely from the damage done. Smoke drifted from any number of buildings, even as the field from the northernmost farm burned mightily, covering the entire area in a black sooty smoke.

"I've got life signs from the Schoolhouse," Dragonfly piped up as the duo swept lower, "Looks like a good number, probably where they hid during the attack. I have a handful in the town hall too..."

"Do you notice anything unusual, Dragonfly?" Steelwing asked as her brow furrowed.

"If you mean the attack patterns, then yes," the armoured mare said, "I see a LOT of scorch marks, and very few claw marks. This isn't the usual Imp tactics, they prefer to go after the living, and just ignore the buildings unless they give good cover."

"Then it's not just me. Imps don't usually use explosives when they attack," The gryphon pointed out, "They set us up in Appleloosa, but here..."

"They would have had to attack right off with explosives to flatten some of those homes like that."

"We'll focus on that when everypony is on the ground," Spectrum cut in.

"Roger that," Dragonfly answered quickly, "The unburned farm looks possible, but..."

"They aren't attacking us," Steelwing pointed out, as the pair dove down further than they had planned, almost to rooftop level as they flew along "main" street for the town, which ended at the Town Hall.

"They see us... I can see them watching," the mare shivered.

"They aren't even trying to attack."

"That doesn't bode well," Spectrum inserted.

"They might be waiting for when we land?" Dragonfly offered.

"We'll find out. We're breaking through the clouds... now," the rainbow maned pony stated. The mare and the chariot both plowed through the cloud cover, followed closely by the flaming pegasus Pyre, and dove towards the town. Dragonfly paused at the opposite side of town, directing them towards the landing area they had chosen, Steelwing hovering nearby just in case.

But the Imps continued to ignore the duo, instead all swiveling to face the chariot in unison. Their mouths came open, but the scream the ponies expected from the Imps didn't come... Instead beams of energy

lanced out from their mouths, aiming for the chariot. The first volley narrowly missed the chariot, but Spectrum was barely able to avoid the second volley even as Steelwing dove at the nearest attacker.

"This is really freaky!" Dragonfly shouted, the metallic sound of her plasma ejectors filling the air about her, "They're acting in perfect synchronization!"

"Could it be mental control?" Luna asked over the link.

"Only if a powerful psychic is mentally controlling them all at once!" Galaxi cried, struggling to hold onto the chariot as it bucked and weaved and rolled with Spectrum's attempt to avoid the incoming fire. Unfortunately a new volley of attacks slammed into the chariot HARD, breaking one of the links between pilot and rider, causing the entire thing to list drunkenly. Metal screamed in protest with Spectrum's continued attempts to avoid the incoming fire, which caused the chariot to buck under Galaxi's grip... and then it seemed to vanish beneath her hooves.

The blind mare shrieked as she fell, the chariot all but disintegrating in air as the blasts seemed to target it exclusively. She was only barely aware of a sweet smell as hooves grabbed her... and in an odd series of teleports that left her head spinning, landed on a still intact awning in the market, which collapsed under their combined weight.

"Sorry," Flourish apologized, untangling herself, "I maintain momentum through a teleport... I had to slow us down. I would've used the river but... you said you couldn't swim."

Galaxi threw up a telekinetic shield as a new series of attacks from the strange Imps came at them, "Thank you. Right now I'm just happy to have my hooves on the ground!"

"Well that didn't go as planned," Spectrum grumbled, ripping off the last of the harness before diving for the Imps in the street.

"I want to know why these Imps shoot from their mouths?" Pyre demanded, "do they have bad breath or something?"

"Stay with me Pyre," Spectrum demanded, and twisted around a series of blasts from below, diving down along one end of the street.

"C'mon Steelwing." Dragonfly said with a grin under her helm.

"Right behind you," the gryphon answered, and followed the armoured pony's lead. They were at the opposite end of the street from Spectrum and Pyre, with Galaxi and Flourish caught somewhere in the middle. The pair swept forward, Dragonfly's blasts ripping through Imp after Imp as they moved towards the center of the street, Steelwing flying lower and slightly behind the armoured pony to use her wings and talons to catch and destroy any Imps that managed to get under the firing arc.

"We'll meet up at Galaxi's position," Spectrum said from above, and increased the speed of her dive, and Pyre followed in her wake. The pair leveled out and seemed to fly directly at the other half of the team, skimming just over the surface of the ground.

Galaxi yelled as the quartet of her teammates came at each other, destroying every Imp along the road before Dragonfly and Spectrum both arced upwards, killing their momentum. Steelwing swept down to the ground by Galaxi's shield, swiping the serrated edge of her wing through an Imp trying to blast its way into the shield. Only Pyre over-flew the group and had to circle back to bleed off her momentum. Galaxi let her shield drop as Flourish re-appeared by them.

"What's going on here?" Flourish asked, "I've never seen Imps act like this. They aren't even trying to use their claws; they're just shooting at us... from their mouths no less. Maybe Pyre is right, maybe it is halitosis."

"No. These aren't Imps," Steelwing stated as Dragonfly and Spectrum landed nearby.

"What makes you say that?" Spectrum asked.

"I have never met a metal Imp," she stated, holding up half of the Imp she had just sawed in two.

"W-what in the... A... a robot?" Dragonfly stammered.

"Robot?" Spectrum frowned.

Dragonfly trotted up to the husk that the gryphon held, inspecting the sever point, and then yanked the beak open, "They're ROBOTS! They're made to LOOK like Imps! This isn't an Imp attack, it's..."

"It iz revenge, Mizz Key," a voice interrupted from the "Imp" they held, via a speaker hidden in deep in its chest. Dragonfly yelped and dropped the robot Imp torso on the ground, "I vas beginning to vorry you vould not zhow up. Zis trap vould have been uzelezz zen... or perhapz zat is ze point."

"Who...?" Flourish asked softly.

"Professor Burner," Dragonfly sighed, "Don't you think you're taking this a bit far? These are innocent ponies..."

"INNOZENT?!?!" the voice demanded, his voice cracking over the transmission, "No, zey are a zacrifize for ze greater good! To eliminate ze Eqvestria ov Clocvork Key!!"

"Surely you don't plan to kill the ponies here....?" Spectrum asked softly.

"Kill? Oh no, zat vould not be zporting," the professor laughed, "But inztead Mizz Key's machines vill kill zem. Zere vill be, unfortunately, no zurvivors. Not even ze team ze Prinzzezz zent to zave zem. All because Mizz Key had been faking zome Imp attackz to boozt her popularity."

"Wait, what?" Dragonfly asked, and one could almost hear the gears grind in her head, "This is my tech, and you perverted my designs. You... you've been telling those ponies that I invented them, haven't you?"

Clockwork's voice came from the speaker, "Of course I did. After all, one must make the situation believable if Equestria is ever going to believe in me after the debacle with Ultrapony."

"But instead... you're going to make it look like I screwed up, and everypony was killed in the aftermath," Dragonfly sighed.

"Exzactly!!" Burner's voice hissed over the speaker, "But now zat you know, I am afraid I vill have to kill you... Oh vait, I vas going to do zat ANYVAY!!"

"Then I guess we'll have to stop you," Spectrum stated firmly.

"I did not forget Mizz Key'z friendz," the voice seemed to growl softly, almost predatory, "I have... planz for you all. But firzt, we remove ze little inventor mare from ze eqvation."

From the speaker that Burner had been speaking through, a soft humming sound began, just out of the range of hearing. Unfortunately there was one pony who could hear it, and despite all the filters she built into the helm of her armour, it seemed to bore right into her brain. The mare currently known as Dragonfly collapsed to the ground, desperately yanking the helm off her armour as she tried to stuff her hooves into her ears, tears welling in her eyes as she screamed.

"Sonics," Steelwing pronounced, and crushed the torso of the "Imp". Unfortunately that didn't seem to fix the problem, as the humming seemed to almost vibrate the entire town. From every "imp", from every home, from every building, speakers had been intentionally planted. Their sole target, the shuddering mare lying on the ground, desperately trying to block out a sound that cannot be blocked by even her best sound filters...

One that only she could hear.

"That should be the last of them."

"For the nearby area anyway," Spectrum frowned, "Good job Flourish." The group had taken shelter in a nearby home, one that was still mostly intact. With every speaker the group had found and managed to deactivate, usually by most aggressive means, the armoured mare seemed to get a bit better. She was no longer screaming and stuffing her hooves in her ears, at least, but part of that could be credited to Galaxi. The psychic

mare had gotten protective of her friend, staying close and gently coaxing her, trying to psychically block as much of the noise as possible. She was only partially successful, but at least Clockwork was only whimpering now, pressed close to Galaxi's side, trembling like a foal in her armour.

"Well, we know her weakness at least," Flourish noted, "Maybe we should pool knowledge before we get blindsided by anypony else's"

"No," Spectrum answered, "Not here."

"Huh? Why not?"

"We know he can listen through those speakers as well as talk. We don't know where else he may have hidden ones that he hasn't activated," Spectrum frowned, "If we talked it out, he would know every weakness we have."

"Still no luck reaching the Princess," Galaxi said softly where she was with Dragonfly.

"Keep trying," Spectrum ordered with a sigh, "We need to get through to Princess Luna, and get some help... if possible."

"Whatever Burner is using, it has cut me off from her since he revealed himself," she sighed, "My range is usually fairly limited, but Luna can use her magic to keep tabs with me at long range. Right now, it's like she's not even there!"

"Just keep at it, at least until we figure out what our next move is."

"I think I need some help here," Steelwing interrupted over the mental link.

"What's wrong?" Spectrum asked, trying hard to cover the frustration in her voice.

"He had a trap on this speaker," the gryphon answered, "He rigged up some sort of acid sprayers to go off after I shut it down. It's literally raining down from the ceiling, and into some drains that is recycling it right

back into the system. It's only the edges of the room right now, but more and more nozzles are activating, each one closer to me. I can't..."

"You can't get out," Spectrum frowned, already envisioning the problem. Even if Steelwing's wings were immune to acid (which she wasn't sure they were) the rest of her body was not. Given the liquid nature of acid, any spray at the gryphon would leave her in a world of hurt that even the best healers might not be able to fix.

"Please hurry, the sprays are increasing pace. I think he knows I'm talking to you," Steelwing added.

"Flourish?"

"I'm on it!" the grey mare cried.

"I wouldn't do zat if I vere you," Burners voice sang from... where? Spectrum frowned, unsure where the speaker was.

"Why not?" the team leader asked.

"Zimple. Ze houze you are in iz rigged to explode zhould any ov you leave."

"Wait, I left and returned," Flourish pointed out, only to be met by laughter.

"Zo? I juzt turned it on!"

Spectrum groaned softly and put a hoof to her forehead. This was going downhill fast, and they were stuck in a town turned into a deathtrap, with any number of innocent ponies relying on them. But she was running out of ideas.

"Do not fret little pony, when I am ready, you vill have your chanze to die az vell! I have zome... zpecial planz for *SQUAWK*"

"Thank you Flourish," Spectrum sighed and smiled thinly at the unicorn, who had used her horn rapier to destroy the speaker she tracked down.

"H-he's playing... w-with us," Dragonfly managed from her spot on the couch.

"Yes, he is," the rainbow maned pony agreed.

"W... we have to... ch-change the game."

Flourish turned with a half smile, "You've got an idea?"

"D-damn straight I... d-do." The mare stammered, grimacing as she shivered, "We'll need some co-coordination t-to save... save Steelwing."

"We still need to save the other ponies too," Spectrum reminded her.

"O-one thing at... at a time," she hissed, shuddering for a second, "W-we won't be safe any-anywhere in town."

"It's starting to look that way," Flourish agreed, hopping onto the back of the couch to watch curiously, "Makes me wonder how long he's been rigging this up for us."

"An-anywhere but... w-where Professor B-Burner is, that is. H-his room woul... would be safe."

"And where would he be?" Spectrum asked, her eyebrow lifting.

"T-town hall. R-remember the life signs the-there?" dragonfly swallowed sharply, "I'd... I'd be vulnerable. He'd... he'd have more of those sonic emit-emitters set up t-there. But you... n-none of the rest of you would be."

"What of you?" Spectrum asked carefully.

"C-can't leave... St-steelwing b-behind." She stammered, and pulled her helmet on again.

"Alright, quickly now, we don't know how much longer she has," Spectrum said softly.

"Okay, we do it like this...."

"How can you zit in zis chair?"

The mayor of Trotsburg, a heavy stallion with a dirty brown coat and mussed green mane, glowered at the orange unicorn and pulled against the ropes. If it had been just him he would have told the unicorn where to stick that chair, but with his assistant and the local mailmare both caught with him, he had no desire to antagonize this villain. He glanced over his shoulder slightly, spotting the cream coat and mocha streaked mane of his assistant, and the warm sunset red coat and pale blue mane of the mailmare. Oddly he was slightly comforted by their presence, even if this situation was bad... all sorts of bad. Worse, the crazed orange stallion seemed to spend a lot of time now talking over some sort of microphone to a group he could only assume were sent in response to his distress call to the Agency. Too bad they were over a week late, but then the Professor sitting at his desk had delighted in telling them how he'd intercepted and blocked their signal when it first went out, recording it to use with his ruse.

"I azked you a qvuestion, Mayor." Professor Burner insisted.

"W-what exactly would you have me answer?" he asked back in kind.

"HAH! You ztill have zome zpirit left!" the orange unicorn laughed, "Ve vill zee how vell zat vorkz for you."

"You... Monster!" the filly behind the mayor shouted.

"Miss Quill!" the mayor cried, horrified.

"Ah yez, Mizz Qvill, it iz not polite to interrupt your betterz," the unicorn chuckled darkly, stalking around the trio of bound ponies, the mailmare squeaking audibly as she tried to hide behind the larger mayor.

"You're just a crazed lunatic..." Feather Quill hissed at the unicorn, her trapped wings fluttering helplessly against the ropes.

"Crazed?" Professor Burner seemed to consider, rubbing his chin with a hoof, "Crazed you zay?"

"You have spent the last week with the town trapped in the schoolroom, barely giving them enough food to survive," the mayor pointed out, hoping perhaps that his assistant's outburst might have gotten through to this lunatic, "You have your robots pull us out of our homes, destroying a majority of them, and having them install all sorts of wild contraptions. This isn't how ponies should act towards each other..."

"You prezzume to know what a pony zhould and zhould not do?!?" the unicorn demanded, and the Mayor cringed. The unicorn swept forward, his pungent breath washing over the mayor's face, "You azzume you have zome zort of authority over vat iz good and evil?! Vat givez you ze right to judge ME?!? I do zis for your good! For ze good ov Canterlot, for Equestria!! Mizz Key iz ze threat, and iv I have to enzure her liez are revealed through ze uze ov more... creative meanz, zo be it."

"She wasn't the one who tied us up," the Mayor's assistant growled.

"I can azzure you zat you vill not zurvive to tell anypony zat," the unicorn grinned.

The mayor cringed at the threat, when all of a sudden the entire office seemed to shake. Within milliseconds the sound of a roaring explosion reached his ears, which caused him to flatten them. The unicorn, on the other hand, frowned.

"Vell, zat vas... unexpected," he considered, "I did not zink zey vould opt to blow zemselves up inztead of playing my gamez... Oh vell, zat meanz I have no more uze for you or your ponies, mayor."

The mayor blinked slightly, looking back at the stallion from under a fall of his green mane, "You're letting us go then?"

"Ov course not! After all, you know exzactly who did zis to you. Iv any zurvivorz are found, zey need to zink it vaz Mizz Key." the unicorn grinned.

"Wait, you mean all those announcements in the schoolhouse in that mare's voice...?" the mayor paled.

"Zat iz Mizz Key, zey vill zink zhe iz ze real villain here," Professor Burner laughed, "Now zen, it iz time vor ze main event!"

"Dare I ask what?"

"Ze mazzacre ov Trotzburg!" the unicorn cried happily, and the mayor could only shiver at the shark-like grin.

"Are you sure about this?"

"N-nope," Dragonfly managed to answer, still struggling with the shrieking sound in the back of her head. But with most of the nearby speakers having been taken out, she was forcing herself to act. She was slow, her focus swimming in and out of reach like a slippery eel, but she was at least doing something... a far cry better then lying helpless while her friends worried.

Steelwing looked up at her, concern etched across her features. The two figures were stuffed into the room that the gryphon was trapped in, stacked one on top of the other to minimize the amount of space they took up. Dragonfly was hovering over Steelwing, using her body to try and block the acid if it happened to trigger early, even if the armour was as likely to be acid resistant as the gryphoness.

The room itself used to look like a normal office, but the acid had eaten away through a majority of that ruse. Gone were the wallpaper and wooden desk, the plush carpeting and even the ceiling overhead. Instead the floor was an arched tiling like one would find in a bathroom, with the

highest point in the center, and a series of long rectangular drains near each wall. In a way, it looked like some fetishist's version of a shower, given the sheer number of spray nozzles over head that formed a series of concentric circles. Steelwing had managed to count 10 rings from her own attempts to figure her way out.

Only the 4 centermost rings were still inactive.

"The smell is making it difficult for me," the gryphon gagged, covering her beak with a wing.

"You'll... wa-want to see a healer... after this, jus-just in case you... inhaled t-too much spray. We'll both want... want a bath after this too," Dragonfly said, thankful for the air system she installed in the armour, and went back to her work. Steelwing had to admit the small mare was clever, she was using her plasma ejectors to bore through the floor, forming a circle in the center of the room. The gryphon could tell it was getting near falling away, but the question was how long would it take, and how long did they have?

"Why didn't Flourish just teleport us both out?"

"S-she couldn't," Dragonfly answered, "Flourish can onl... only teleport one at a time, and even that takes effort. She w-was already carrying me, and Galaxi, Spectrum, and Pyre needed her to stop this flankhole."

"Why YOU though?"

"B-because I'd be the least reliable where they... they are going," Dragonfly stated, "Burner would have taken precautions to ensure I could not get close to him or the hostages."

Steelwing would have asked another question, but the floor fell away under her at that moment, causing her to squawk as she fell into the room beneath, followed quickly by the armoured mare.

"MOVE!!" the mare shouted, and the gryphon suspected why, and dove away from the hole and splintered the door to the basement, rushing up the stairs with Dragonfly hot on her tail. Only when they reached the top

of the stairway did they pause to look back, the entire basement floor covered in sickly green acid.

"We shouldn't stop here. Let's make for the port so we can wash off the acid," Steelwing said helpfully, able to see the wisps of smoke from Dragonfly's back where the acid was already eating into and pitting her armour.

"They're stronger than they look," Spectrum growled.

The mare wiped a bit of blood from her lip before she dived back at the robotic Imp, this time dodging under its claw to catch it across the face with a strong buck. She continued the spinning motion and grabbed it by the neck with her forehooves, pulling back sharply to break its mechanical spine, before tossing the robot aside.

Pyre let out a shriek as she strafed the area with her fireballs, trusting Galaxi's telekinetic shield to keep the flames from reaching the schoolhouse behind them. As it turned out, securing the schoolhouse had been easier than expected. Unfortunately the robot imps had swarmed out in large numbers shortly thereafter, apparently intent on flattening the building.

"I still can't believe that worked," Galaxi grumbled, sweat beading her forehead as she protected the schoolhouse.

"You can blame Dragonfly for the crazy idea later," Spectrum added, plowing into another robot, and used it like a weapon to hurl into several of its compatriots.

"But to have you fly me out, and use my shield to protect us from the blast...."

"While having Pyre leach away the heat of the explosion," Spectrum added, stumbling back a step as an imp blasted her across her chest.

"Yes, do not forget my part in things," Pyre chimed in, hurling more fireballs at the line of robots approaching.

"It was a stupid plan. I almost passed out trying to maintain that shield!" Galaxi cried, "I'm not sure how much longer I can keep this shield up. I'm exhausted."

"We all are, but we can't let up until we hear back from Flourish," Spectrum stated, pummeling another robot before grabbing its arm in her mouth and swinging it around like a hammer to flatten the robots around her.

"How did Miss Giggles get that role?" Pyre grouched as she dove forward to grasp at a robot that got too close, superheating it until its electronics popped and fizzled satisfyingly.

"Subtlety," Spectrum answered as she hurled the robot through a handful of others.

"I am not subtle?!?" Pyre demanded, shooting a fireball right into the face of a robot trying to jump her.

"Yeah, as subtle as a brick upside the head." Galaxi teased.

Pyre made an angry sound, and the heat of her fires intensified.

"Vell, zis iz... unexzpected."

"I'm good at that," Flourish grinned, standing on the large oversized mayor's desk, her rapier-horn leveled at Professor Burner's neck, the tip drawing just a single drop of blood. Burner was sitting in the mayor's chair, looking awkward, and feeling even more-so now that he had a sharp magic blade at his neck.

"But not... unplanned vor." The orange unicorn grinned, holding up a box with his telekinetic magic, "Zis iz a deadpony switch. Iv I die, ze switch iz opened, and ze mayor and hiz... lovely azzizstants vill die."

"Oh? How do you plan to manage that?" Flourish demanded, her eyes spotting the box with a frown. He was right; his magic was holding the switch closed on the rectangular black box, a lever like switch on one side that would normally be for a pony to hold tight with their mouth.

"Ze mayor iz not ze only zing in ziz offize," Professor Burner grinned predatorily, "I took ze privilege ov rigging zis building vith explozivez. Iv I die, zo vill everypony here."

"Then I suppose we have a stalemate," Flourish grinned, "And I still have friends outside to help."

"Oh please, you take me vor an idiot."

"More back-ups?"

"Oh, I juzt finizhed rigging ze mayor vith a zpezial belt ov my own design, vich vill electrocute him, and anypony zat is cloze to him. Zat vun iz timed."

"Interesting. So we'd both die here anyway," Flourish grinned.

"Perhapz. Perhapz not," the unicorn noted, his grin only increasing, "But zat dependz on how exzpendable you believe ze mayor iz."

For several long moments, the pair stared directly into each other's eyes, as if trying to test each other's resolve. Flourish's lip quivered as she considered just skewering the professor right there, but she could not figure a way to reach the switch in time. She wasn't all that concerned about her own life, but the innocents behind her... she couldn't do that. She may not be part of the guard anymore, but she still felt the need to protect those who could not protect themselves.

The two ponies acted simultaneously, as if there were some sort of choreographed signal that only they could recognize. Flourish dove for the

Mayor and the two unfortunate mares he was bound with, while Burner leapt away and through the back door to the office.

Flourish severed the ropes with a quick flick of her head, and nudged the mares to their feet, "RUN!!" she shouted at them, "Out of the building, do not stop!" She turned back to the Mayor and frowned, easily seeing the belt the unicorn had rigged up.

"Oh this isn't pretty..." she sighed.

"It will go off before it comes off, won't it?" he asked carefully.

"Oh yeah. I expected that," she sighs, "But it'll be tricky what we need to do."

"If I have to sacrifice my life...."

"Relax Mayor... the only thing we're sacrificing is a few years off both our lives from the stress," she joked, and pulled the mayor close to her with a foreleg, "But first we need to give your assistants a chance to get out of the building. I hope they're quick. He'll detonate the place the moment he feels he's at a safe distance. Time is NOT on our side."

"So do I..."

"Oh, and Mayor, I'd recommend loosening your belt a little."

"Young Lady! I'll have you know I'm a married Stallion!!" he cried.

Flourish looked at him incredulously for a moment, and then began to laugh, "Oh thank you, I was afraid the strain was starting to get to you. Okay, they're clear, ready?"

"For... for what?" the mayor asked nervously, only to be met by Flourish's wide smile.

"This," and the world vanished in a puff of pink smoke.

"Well... we survived." Galaxi sighed, and collapsed on the ground in exhaustion.

"Aye, we did," Spectrum chuckled, spreading her wings as the weight of the situation lifted from her shoulders. Sure, there was still plenty of work to do here, and she'd like to help a little before they left, but they all managed to come through when the chips were down. Town Hall being detonated seemed to also destroy whatever mechanisms were running the robotic imps and the speakers, allowing Dragonfly to help in getting the civilian ponies out of the booby-trapped schoolhouse. Thankfully everypony was willing to believe the Mayor when he revealed that Dragonfly was not the true culprit, especially when he was backed up by the mailmare.

"Any luck Steelwing?" Spectrum asked over the link.

"No," the gryphoness answered, "He had some sort of emergency craft waiting for him, and by the time we had everything sorted away, he was long gone."

"Alright, come on back. We still need to find whatever is damping the psychic field that is preventing the Princess from contacting us."

"I hope it's nothing serious," Galaxi put in worriedly.

"She probably got tired of listening to a busy signal," Pyre joked.

"The Goddesses only know how many more booby-traps are scattered about," Dragonfly sighed, "I HOPE the controls for them all went up with the town hall and the mayor's office."

"Speaking of which, I wonder if the Mayor is done thanking Flourish yet?" Spectrum wondered.

"Oh he finished ages ago," Flourish grinned as she appeared nearby, "The mailmare on the other hand..."

"I didn't know your barn-door swung that way," Steelwing deadpanned as she swooped in to land.

"What can I say; I'm an equal opportunity freak!"

"I'm sure Skillet would enjoy that information," Dragonfly chuckled.

"Oh now that's just not playing fair...!"

"My little ponies!!" the Princess suddenly cried across the mental link.

"Speak of the proverbial Princess," Spectrum answered, "We were just wondering when you'd..."

"No time!" the Princess interrupted, "I need your flanks back here NOW! The Imps have launched a major assault! There are portals all over Canterlot, even one in the THRONE ROOM!! The Nightmare is sending Imps directly into the magic protection and anti-teleport zones somehow! You need to come back NOW!!!"

"We're an hour out..." Dragonfly started.

"Then we need to get moving. The chariot was destroyed, so we won't be able to get the non-flyers there that way. Steelwing, you carry Flourish, I'll carry Galaxi," Spectrum ordered, and the gryphoness grabbed the gray mare and lifted off. Dragonfly was already lifting off herself, even as Pyre took to the sky ahead of them all.

"You're leaving?" the mayor asked, confused.

"We've had an emergency call from Princess Luna in Canterlot," Spectrum sighed, "Looks like we're not going to get a chance to help clean up the mess."

"I understand. Thanks again, and good luck!" the mayor called up to the pegasus, who was already gripping Galaxi in her forehooves.

"Thank you Mayor, I have a feeling we'll need it."

Chapter 18

Under Siege

The City of Canterlot.

The central hub of the world as known by Pony-kind. Perhaps not the most centrally located in Equestria itself, but it was the central point of the lands currently resided upon by all of Pony-kind. At some point in the distant past, the central seat of power moved from the castle within Everfree forest to this cliff-top city.

Upon the cliff-side itself, built there in such a way that it seemed to defy the very laws of gravity itself, resided Canterlot Palace. This was the home of the Sister Princesses: Princess Celestia and Princess Luna. It was also the seat of political power for all of Equestria, with the Republic and political officials working feverishly to set the laws and taxes in place to keep the Pony lands healthy and safe. Under the guidance of the Princesses, this had resulted in many Millennia of peace, interrupted only by Nightmare Moon's repeat involvement.

The city that sprung up about the palace was old, and it showed. Well crafted homes snuggled tightly together along the winding streets, betraying the craftponyship of the unicorn builders. In contrast to the spread out and weighty feeling homes of the Earth Ponies, or the light and airy cloud homes the Pegasai made, the Unicorns favored compact homes with delicate arches and decorative touches all their own.

Newer construction borne of Equestria's sudden technological revolution clashed with the older buildings; spires that reached for the sky amidst squat buildings that seemed like vagrants in a rich city. They made up the commercial and business districts of the city, with glass windows that glared at their old-fashioned neighbors with jaundiced eyes, and reached up to the sky as if those residing within could somehow enjoy the clouds as a pegasus could.

Unfortunately it was hardly the scene of bustling ponies that the city was accustomed to. The city was being invaded, and the black forms of the Imps against the darkening sky looked like deadly buzzards, circling as they hunted for their prey. Occasionally they would swoop down to harry a pony who had dared to wander out from their feeble protection, their claws painting blood on the old cobblestone streets should the pony be foolish enough to fight.

Towards the center of the city, around a beautiful fountain that had been carved and placed to celebrate Luna's return, a large clot of ponies were gathered. None of them were there of their own volition, and instead cast furtive glances to the Imps that surrounded them, penning them in. They were prisoners, and the Imps took great delight in tormenting them, laughing derisively at their fear.

Not every place in Canterlot had fallen in the hours since the first attack. Many areas along the perimeter of the city were still holding out and fighting back. The barracks of the Royal Guard were holding their own extremely well, having both the training and the skill to fight back effectively. Their one strategic flaw was the small number of guards present, as most had been either taking their time off somewhere in town, or had been serving under the Princesses on active duty. Those that had been present were in various states of relaxation when the Imps attacked, but thanks to long hours of training and drills, they were holding the line. Unfortunately for them, it was a losing battle.

Another location that still held out was the Hospital, much to the surprise of the Imps and the staff alike. This was thanks to a handful of wounded Agents, who were recovering from wounds in that building. They were making effective use of their resources, but for how long?

"Barricade!! Get those windows blocked off, ya?!" Skillet, formerly Ironjaw, ordered. He was using the floor's nurse station as his central point of command, the charts and paperwork that had littered the desk now scattered to the four winds. Instead he was using the paging system to issue and organize the staff and patients to fight back. They allowed themselves to be pushed down a number of floors and condensed as much as possible into the lowest three floors, protecting the basement zealously. In the basement the back-up generator struggled to keep up with the demand as doctors did their best to keep the most critical patients safe.

"On it!" the yellow pony called, and began a clumsy three-legged gallop to the requisite position. Most of the windows had been blown out completely, and the only way they were keeping them from them was a combination of Barricade's 'Special' ability to create force fields, and unicorns hovering any beds and tables they could in front of those windows.

"Ironjaw!" someone called, a patient that the gray pony couldn't identify, but he followed the pointing hoof towards one of the windows. The materials covering that window were shuddering. Skillet let his eyes sweep to the unicorn responsible, the venerable Doctor Violet. She was a skilled doctor, but only a mediocre magus. She herself was trembling, sweat pouring off her coat from the continued strain, her body shaking as she struggled to keep the materials in place.

"Doctor Mend...?" Ironjaw asked a nearby nurse, who quickly looked around, her silvery-blue mane flaring as she did.

"Still below," she answered softly, flicking her wings.

"Get whoever you can, ya?" he ordered, shifting clumsily on his cart, a reminder of his still weak and useless rear legs. He pointed to a handful of patients nearby, "You ponies hold those items in place until we can find another..."

He was cut off as new series of screams came from the wall behind him, the door to the stairway up thudding as something tried to push through it. This was the uppermost floor that the group had managed to secure; everything above had fallen to the Imps. The furor of the staff and patients faded away as all eyes focused on that doorway, and the terrible sounds generated beyond it. Slowly the voices seemed to increase, grasping for an ominous crescendo...

"QUICKLY! Barricade the door!! We must stop them or all is lost, ya?!?" Ironjaw cried, and patients and staff alike threw themselves towards the door, throwing their shoulders into it to push it back.

Slowly, in what appeared to be a tug of war, the door pushed back against them, finally forcing them back on their haunches as the door

slammed open. The closest ponies threw their hooves up over their head, expecting the swarm of Imps to wash over them, claws tearing at their soft bodies.

None of that happened. Slowly the ponies began to peer around their hooves, or around corners or furniture that had served to hide them from direct line of site from the doorway.

"Should I have knocked first?" the gryphoness in the doorway asked in a gravelly voice, her metallic wings glinting in the emergency lights. Casually she moved into the room, looking over the ponies staring back at her before turning back to the doorway. A pony followed her through, stepping delicately around the remains of the Imps still in the stairway. Her eyes began to glow a soft purple, flaring with her telekinesis, which she used to close the door behind her.

"GALAXI!!!"

The mare looked around, and smiled at the voice. Her face was mostly hidden under the mask, but her relief was unmistakable as she dashed forward to hug the big pony.

"Ironjaw! If I'd know you were down here, I would have rigged you into the network and told you we were coming." Galaxi smiled, hugging the gray pony.

"Is alright! Where is everpony else?!?"

"Flourish is cleaning up the stragglers on the floor above," the mare noted, then nodded to the gryphon with her, "Steelwing and I secured the rest of the floor. We were looking for survivors and it looked like there was a group holding up around here somewhere."

"Ya... you found us," Skillet grinned.

"What about the rest?" Barricade asked, trotting in slowly on her three remaining legs.

"Outside, they were handling the airborne units. Spectrum, Dragonfly, and Pyre likely will make short work of them," she noted softly,

"But we need to get you to a defensible position. We need to fight our way to the palace still."

"The Palace? I thought..."

"They're still under siege. All of this is... just a distraction," Steelwing put in, "They are culling the weak with the side forces, forcing our defenses to spread out so they cannot properly protect everyone... everypony."

The gray pony pulled his cart over to the Gryphoness, looking her over appraisingly before patting her on the shoulder, "We have not had the pleasure, ya? I was Ironjaw."

Steelwing glanced to Galaxi for a moment, who provided, "You're his replacement."

Steelwing's eyes widened slightly, and then turned back to the smiling pony, "I am sorry we could not meet under better circumstances."

"Nonsense!!" Ironjaw cried, grinning widely, "You arrived just in nick of time, ya? If we all survive this, I buy you a drink; you can tell me how the old team is doing."

"What, I can't do that well enough?" a soft voice asked, one the gray pony recognized as he turned to face her. His eyes widened as he looked over her smudged gray coat and two toned mane and tail. She had seen better days, but in that moment, the big stallion could think of no sight more beautiful.

"That... if you stop avoiding me," he managed to choke out softly.

"I think I can manage that," she answered, looking away, "We'll... we'll have a long talk when this is all done. There's... there's some things you deserve to know about me."

Ironjaw's smile returned slowly and he pulled the cart over to her, "There is only one thing I am wanting to know right now..."

Flourish never let him finish, and had her hooves were around his neck, her mouth sealed to his in a deep kiss. The stallion was startled, but recovered quickly and wrapped his own legs about her to pull her tight to him... at least as tight as he could with the cart there. The kiss only broke when a soft "daaawww" broke through the ponies present, almost all smiling their direction. Skillet blushed as Flourish laughed, covering her own blush.

"About time," Barricade chuckled nearby.

Galaxi had been about to say something when a crash caught her attention. Steelwing was hurtling that direction instantly as it seemed that Doctor Violet finally gave out, the protection she had been holding over the windows crashing to the floor.

"I... I'm sorry," the unicorn said softly, barely having the energy to lift her head off the floor. She seemed to try and say more, but the scream of the Imps drowned it out, and a group began to force their way into the now unprotected window.

The Imps were met head on by the powerful Steelwing, her wings arcing forward protectively as she slammed into them. She could feel them claw and scratch at her metal wings, then swung her wings back into them, pushing them back. This forced a few back out of the window, sending them falling away before Galaxi dropped a telekinetic shield in place over the windows to prevent further incursions.

The dozen that managed to get in, however, were doing their best to swarm the Gryphon. Stalwart and powerful as she was, not to mention a trained fighter, made her a difficult opponent for them. The enclosed space of the hospital room further made flying useless, but they were much faster than the gryphon... and they were not burdened with protecting a psychic teammate.

Filigree fell into a defensive position before Galaxi, and her beak parted into a wide grin, almost taunting the Imps before her. She spread her wings wide, almost reaching each wall with them as she twisted them, holding them as vertically as possible to form a wall of her own before the Imps, further cutting into their maneuverability.

The Imps screamed defiantly at her, eyes glowing as they prepared to blast her with their newfound abilities. But the gryphoness just smiled darkly, "I'm not the one you should be worried about," she stated, and pointed a claw behind them.

The Imps never stood a chance. Those few that looked only saw their sudden defeat coming, but never got more than a step towards the gryphon. Instead, the telekinetic wall that was behind them exploded inwards, a wall of spikes that impaled the Imps where they stood.

"Hey! You didn't leave any for me!" Flourish complained as she teleported into the room.

"You were busy."

"What's next?"

"We'll have to work our way to the Palace," Spectrum answered, tracing a hoof over the makeshift map they were using. The group had assembled in the abandoned emergency room entrance to the hospital, right now sheltering behind the long and wide check in desk. They had chosen it as the most likely spot any remaining Imps would try to attack from, thus they were the first responders. The windows, like the rest of the building, had been blown out. This made the room feel more like a patio than a room, if a patio with an extremely depressing view of the city at present.

They ignored the benches in the waiting room, and had spent their time ferrying as many patients as they could to the protected basement, and what they couldn't move they secured in defensible areas of the first floor away from any windows that bordered the entire building.

With everything set up as best they felt they could do, the group settled down to plan their strategy...

"They are going to be expecting you, ya?" Skillet put in. He, Barricade/ Cream Swirl, and an injured pegasus named Catapult, were assisting the group plan their strategy.

"My recon showed they have a huge group here," Dragonfly inserted, pointing to the park at the center of the city, "Looked like prisoners to me."

"A viable strategy would be to free the prisoners," Catapult put in, his injured wing standing up like a flag over his back, "and while the Imps struggle to herd them back up, you head for the palace."

"That would risk a lot of innocent lives," Spectrum frowned.

"I didn't say it was an ideal solution," the stallion agreed, "However the safety of the Princesses must take priority."

"You do realize what the Princesses would say to that, don't you?" Flourish stated, poking the pegasus with a hoof.

"Yes," he stated softly, "But you asked my opinion."

"Yes, we did," Spectrum answered, "and we appreciate it. We just want to try and prevent unnecessary loss of life here."

"What about the canals?" Barricade asked.

"Would they be big enough for us?" Steelwing asked thoughtfully.

"Not sure," Catapult answered softly, "I know when they rerouted the river to run below the city for fresh water, there was a time when we had a vagrant problem down there. Not sure how well it would work, however."

"Split up into two teams again?" Dragonfly asked softly, "One airborne, one using the sewers?"

"I'd rather avoid that if we can," Spectrum answered, "Any luck contacting Princess Luna?"

"Nothing," Galaxi sighed, worry etching her features, "I'm cut off again. I don't know why yet. She could just be busy, or there could be something more sinister going on."

"Do the canals go into the Palace proper?" Dragonfly asked.

"They run under the royal garden," Flourish answered.

"All the old exits from the canals are sealed," Catapult noted, "The Royal Guard made sure of that. But if you have the proper cutting tools, you can get by the screen we used to seal the point it goes out over the cliff."

"You mean the waterfall?" Spectrum asked.

"Yes."

"Well, we have all the cutting tools we need," Dragonfly noted with a smile, holding up an armoured hoof with a glowing aperture in it, "I'll need some way to stay dry for the work, however. Superheated plasma and water don't mix well; we'd just end up with a lot of superheated steam."

"I have an idea," Steelwing said softly, and the ponies gathered closely to listen.

"Remind me... why am I doing this?"

"Simple," Dragonfly answered, grinning under her helmet, "It was your idea."

"That'll teach me for having ideas," the gryphoness grumbled, and her wings trembled as she continued to shield the armoured mare from the rush of water. It had been simple enough to get into the waterways; they ran right under the hospital too. A few goodbyes later (some more personal

than others), and the group had done their best to stay dry while they navigated the dark and musty canals.

Fortunately it wasn't all that difficult. While there were plenty of side tunnels and passages, the layout was much like a tree. It had one central "trunk" with a series of branches feeding from it to reach under the various districts of Canterlot. More than once Clockwork wondered how they got the water to run so forcefully uphill, but when she voiced that question she got a shrug from Galaxi and Flourish, and they both answered with the classic "it's magic". Of course, to a mare like Clockwork, that raised as many questions as it did answer.

The central "trunk" of the canals had narrowed steadily the further they went, until it finally reached the point they were at now. The walkway along the sides finally vanished, and the last dozen yards had to be traversed in the water itself. Water that was brutally fast pounded on you like a sledgehammer, frothing in eagerness to leap over the side of the falls just ahead. From there Dragonfly and Steelwing had progressed alone, where they now worked to open the heavy grill that prevented strays from trying to sneak into Canterlot, or somepony being hurled accidentally from the falls.

Dragonfly finished cutting through the bars of the grill, and placed a solid buck in the center of it. The grillwork hurdled out into open space, leaving only the cut edges that had supported it were left buried in the cement of the canal. Dragonfly jetted her armour out the opening, glancing about to get her bearings.

"Alright, we're not too far from the training field," She sent back over the mental link, "and I think we're just above the garden we can see from Princess Luna's office."

"Didn't realize the office was that far down," Spectrum answered, and flew through the opening carrying Galaxi. Pyre followed closely behind, sputtering as she tried to avoid as much of the water as possible. Flourish ducked down to the opening, and teleported herself to the garden in question.

"Looks like the office is empty," she reported back.

"You're clear Steelwing," Spectrum called, and the gryphon let the water pressure launch her from the opening, where Spectrum was able to catch and steady her until she got her bearings.

"That went well," Pyre noted.

"If only all our plans went as planned," Spectrum chuckled.

"I don't know, we're pretty good at improvising," Dragonfly joked. Steelwing steadied herself and swept down to pick up Flourish, pulling her upwards and into the air to join the rest of the group.

"Now for part two," Spectrum noted, "Steelwing, Flourish, you're on."

The Gryphon nodded and pushed herself upwards on eddies of wind, Flourish letting out a "wheee!" as the crosswinds pushed them around. The cliffs were rarely flown for that very reason; they were a minefield of crosswinds and currents. The Dragonfly armour had enough weight that it couldn't be pushed around easily, but most Pegasai were far lighter. Fortunately Steelwing was no Pegasus, and she was able to bear the brunt of the fickle winds with only a grunt of effort.

The plan was simple, but had so many risks. Steelwing would fly Flourish up to the nearest entrance to the Palace itself, teleport herself inside, and open the way for the rest of them. Dragonfly had her sensors going full blast to make sure they weren't prematurely spotted by Imps, which so far the Imps seemed as unwilling to brave the crosswinds as most Pegasai.

Steelwing didn't say a word as she pulled up over the ledge of the palace, her eyes sweeping over the white walls and golden chasing that seemed to tangentially resemble Celestia herself. However, the expected Imps weren't present. Instead there was an odd glowing bubble surrounding the palace, turning it into what resembled a snow-globe to her.

"I think we might have a problem," Flourish sent to the group, "You might as well come up, they're not worried about us."

The remaining group looked at each other confusedly for a moment, and then pushed their way up to the rest of the group. Pyre followed Dragonfly, using the armoured mare to shield her from the worst of the howling winds, while Spectrum had enough strength to push herself through them, carrying Galaxi with her. The group reunited at the edge of the cliff, staring into the palace they called home, through a waxy colored globe that seemed to encase the palace itself.

"What is it?" Pyre finally asked.

"It's not reading on scanners," Dragonfly added, "I would assume it's magic. No sensor reads magic properly; I really should invent something to fix that."

"No, really?" Flourish teased, and then looked to the palace, "This could be a problem."

Steelwing reached out a claw and scraped it along the surface of the shielding, "Feels like glass to me. It is likely what's interfering with your psychic signal, Galaxi."

"I was just thinking the same thing," she sighed.

"Ideas?" Spectrum asked.

"We blast it, yes?" Pyre asked, and without waiting her fiery wings flared and she lifted off. She launched a handful of fireballs at the surface, all of which impacted and exploded upon the surface without even a smudge. Steelwing used one of her metallic wings to shield the ponies from the raining bits of fire.

"Next time... do it away from us," Spectrum chided.

"Galaxi..." Dragonfly put in, "Have you tried to interfere with it?"

"Huh? How could my telekinesis do anything to it?" she asked, confused.

"You're more powerful than that," Clockwork said gently, "The Princess wouldn't have you for an apprentice if all you can do is some telepathic tricks and basic telekinesis."

"I'm sorry but..." Galaxi started.

"I'm inclined to agree with Dragonfly," Spectrum added softly, "You've been modifying your telekinetic constructs lately. Perhaps there's more you can do."

"Like what?" Galaxi demanded.

"How about..." Dragonfly mused, and then smiled, "Flourish, how tough are those walls there?"

"They were designed to withstand a Dragon siege," she stated proudly.

"Perfect," Clockwork said, "Then it should be solid enough. Galaxi, put a shield on the inside of this shield, right against it. Then support the backside of it against the palace wall itself."

"Well... okay," the blind mare agreed, not entirely sure what reinforcing the shield in an area would do, but playing along. Her eyes flashed purple as her telekinetic shield began to form, a large "panel" right behind the bubble. It extended to about the size of a large room, roughly 10 feet square, with a series of pitons that went back to the nearby palace wall.

"Perfect," Dragonfly said, "Now then... let's ratchet up the pressure. A globe is great at dispersing pressure from the outside, but from the INSIDE they are easy to break."

"How do I do that?" Galaxi asked, confused.

"You've been doing spikes lately. Instead of the spikes growing from the surface, you're adding the length and strength to those support beams," Dragonfly pointed out, "You're going to crack it from the inside."

"Just make sure we have a way in when it does crack," Spectrum instructed, "We don't know how long it will stay cracked, or if it will set off any alarms."

"O-okay," Galaxi said, and closed her eyes. At first it seemed like nothing was happening at all, then an odd creaking sound filled their ears. Galaxi began to tremble as additional support beams formed, keeping the current ones from bending and bowing. Cracks began to form in the paint on the palace wall, chips of plaster launching from it as the metal frame beneath was exposed.

A sudden sound made everypony jump visibly. A massive crack had formed on the surface of the bubble, like a thin crack in a glass bowl. More cracks began to spider-web from that point, spreading quickly and dangerously as the ponies moved to one side or another, out of the way. Finally, the dome shattered, the telekinetic wall launching through the newly formed opening. It disappeared within millimeters of Galaxi, even as she slumped to the ground.

"MOVE!" Spectrum ordered, grabbing Galaxi as she launched herself through the newly formed opening.

The group reformed inside the bubble easily enough. True to suspicions, the dome had begun to heal itself, but nowhere near as quickly as the group had worried about. Further surprising them was the lack of any patrol to find out what had occurred.

"My Little Ponies!!" a familiar voice cried over the mental link.

"Princess Luna!" Galaxi responded, relief flooding her voice as she climbed to her hooves.

"Where are you?"

"Near the gardens, Princess," Spectrum stated, "We managed to crack the shield, but it's healing itself, and I doubt we could do it again in a hurry. It took a lot out of Galaxi."

"We have the Imps under control, but the Dome is vexing the mages," Luna responded, "Make your way to the throne room. We have the Imps under control but... you're about to take a trip."

"A... trip?" Pyre asked, "She did just say a 'trip', right?"

"We're on our way Princess," Spectrum interrupted, and motioned to the group.

Most of the trip was at once easy and strange to the group. They had been living within the Palace for months now. While not truly "home" yet, it was still where they hung their hats. That made the signs of the rolling battles through the halls all the stranger to them. Between the intentionally clawed paintings (specifically clawing any depictions of Luna, Galaxi pointed out), the occasional dead or injured Guardpony, the numerous dead Imps, and the general level of wanton destruction filled the ponies with unease.

This unease only intensified the closer they got to the throne room. Very few of the mares had been to the royal chamber, Luna dealt with them primarily out of her office near their training grounds and apartments. However the ponies knew this was not the royal palace on a good day, as evidence of the battle intensified the closer to the throne room they got.

"Been a long time since I've been here," Flourish said softly, and a steadying hoof rested on her shoulder. Galaxi gave her a smile, and the gray pony nodded.

With a final corner, they found themselves face to face with the stoic eyes of the Royal Guard. Equestria's elite, non-special, force. They were disciplined, capable, and extremely deadly. They trained for any and every enemy, anticipating attacks that may never occur, and protecting the Princesses with their very lives if necessary. This ultimate sacrifice had been made by a number of the Guardponies today.

The guard's stoic expression broke slightly as he spotted the group. He flared a wing to direct the mares (and gryphoness) into the main chamber, "May the Goddesses protect you where you are about to go."

Steelwing glanced to Galaxi with a curious expression, but the psychic mare only shrugged.

The Palace throne room was designed to be awe inspiring and to focus a pony's attention on the twin thrones on the dais before them. The room was massive, almost four stories tall, and easily as wide, it formed an airy dome. An incredibly ornate chandelier hung down from overhead, electric lights glowing warmly from spots that at one time were filled by candles. The flooring was a black marble with small flecks of white in it, simulating stars. The walls of the dome were colored in a warm eggshell white, reflecting the light of the chandelier to fill the room with gentle warmth. The main door to the chamber was firmly closed, a pair of massive wooden doors with golden handles. A red carpet with a trim of gold unrolled from that door to a set of stairs, which lead up the dais to the paired thrones. The thrones sat side by side, perfectly equal in every respect, save for the symbol of one was a sun and the other was a moon.

Despite the awe inspiring décor, the ponies quickly realized this was also the scene of the most intense fighting in the palace. Imps lay haphazardly about the chamber, littering the space about the dais. A number of Royal Guards also lie still, a small pile of them created to respect their dead, while a handful of wounded still clung to life on cobbled together beds. Gouges and blood decorated the once pristine floor and walls, punctuating the high cost of this battle.

Royal guards of both stripes moved about the chamber, recovering from the last wave of the battle. White ponies with golden armour stood shoulder to shoulder with dark grey ponies with midnight blue armour; the Royal Guard of Celestia shoulder to shoulder with the Royal Guard of Luna.

For the Princesses themselves, Celestia was moving about the injured ponies, accompanied by a pair of her guards. She was pausing to talk to them, her horn glowing warmly as she looked them over. A gentle sadness seemed to flow off her, a pained expression occasionally touching her regal features.

"You're here!!" Luna announced, and charged across the room from where she had been sitting. She had been doing her best to organize the

castle's defense, working closely with the senior-most generals of the Royal Guard that were present, regardless of which Princess they served.

"What... is that?" Galaxi asked, and pointed to the one item that most obviously did not belong there. A glowing white oblong shape that seemed about twice as tall as a pony, rooted to the spot at the end of the red carpeting by the door. Surrounding it was a quartet of Unicorn ponies wearing robes and wizened expressions.

"That," Luna said softly, motioning to it with a hoof, "is how the Imps came knocking."

"Those are the palace mages?" Spectrum asked.

"Yes, that's them. I'll introduce you later," Luna said quickly, "Time is of the essence. They have the portal stabilized, but have no idea how long it will stay that way."

"Stabilized... for what?" Dragonfly asked, and felt a sudden sinking in her stomach.

"So that the fight can be taken to the Nightmare!" Luna cried triumphantly.

"Are you sure about this Princess?" Flourish asked, "This strikes me as a little 'too' convenient."

"This is our one chance to find out where the Nightmare is hiding," Luna said firmly, "If you get in over your head, flee back through the portal. But if you can... take her DOWN."

"Little Sister," Celestia's voice floated over to them, "Please reconsider this. I know you are eager to strike back at the Nightmare, but this is an unnecessary risk to your team."

"I know, Celestia," Luna answered softly, and looked back to the group, "That's why I am making this is a volunteer mission. I won't order any of you to do this. There may be no coming back, or worse, you could end up captured like Tome."

"This is the Nightmare's home territory," Celestia warned gently, "She will be at her strongest here."

"I'm in," Dragonfly stated, taking a step forward, "if there's even a small chance we can save Tome... I won't leave her behind. She's waited long enough for us to come for her."

"I'm going with you," Steelwing said firmly, "You can't handle this all by yourself. You'll need help."

"Don't even THINK about having this adventure without ME!" Flourish laughed, and bounced over to join them.

"Tome is my friend too," Galaxi said softly, and stepped forward, "I'm not going to let anypony go without me."

"Count me OUT!" Pyre insisted, "You ponies are CRAZY!! I did not join the Agency to do a suicide mission!"

"Then it's settled," Spectrum said, and joined the majority of the team, "Pyre, protect the Princesses with the Royal Guard. The rest of us... it's time to see how tough the Nightmare really is."

Luna swelled with pride, "You make sure you ponies come back. If it turns south, run. It's more important you survive than anything else."

"My little ponies... know our blessing goes with you," Celestia said softly.

"We ready team?" Spectrum asked, and turned to look to each member individually, and each nodded in return.

"Let's do this," Dragonfly answered.

"Alright. Form up," Spectrum ordered, "Flourish, you're on horn. Galaxi, you're on the tail. Steelwing, Dragonfly, you've got the wings. I'll be on the mane. Fold the wings; we'll go in tight and hard. We want to move fast, strike hard... and for the Goddesses sake, stay close. This is the Nightmare's den, so be prepared for ANYTHING."

The group formed up quickly. Flourish in front, Spectrum hovering just above and behind her. Steelwing and Dragonfly were side by side, and would spread out on the other side of the portal. Galaxi brought up the rear, and shook herself out as she set up the mental link again.

"GO!"

Spectrum's command sent the five ponies galloping forward. Flourish was the first to vanish into the swirling energies of the portal, followed closely by the remaining members of the team.

"Good luck," Luna whispered at their retreating forms.

Disorientation.

For the five ponies, they could only stumble drunkenly for a moment after clearing the portal, struggling to regain their balance and bearings. Even Flourish, who was used to teleporting about with wild abandon, found it hard to clear her head.

"This isn't Equestria...." Dragonfly said firmly, her hooves splayed as she fended off the dizziness.

"This looks... like the moon?" Galaxi more asked then said, using a hoof to chip a small bit of porous rock to examine.

"Caves IN the moon," Dragonfly confirmed as she swept a scanner over the cave, "Not natural either. This was created."

"Galaxi, send that information back to the Princess," Spectrum ordered, "She'll want to know that."

"I can't reach her," Galaxi sighed, "This is getting to be a habit."

"That's because I don't WANT you to reach her," a new voice chuckled.

"I told you it was a trap," Flourish complained, "Why does no-pony ever believe me?"

"Back through the portal!" Spectrum ordered.

"No, I don't think so," the voice said, and even as Galaxi dove for the portal, it seemed to vanish from existence, leaving her crashing to the white rocks.

"Galaxi..." Dragonfly started, quickly moving to help her teammate to her hooves.

"Show yourself," Spectrum said softly.

"Certainly, Once you've been... pacified," the voice said, a chuckle echoing through its voice as the cavern they found themselves in, plain in and of itself, began to fill. Four hunched over Destroyer Imps stepped forward, the dim light revealing their hideous faces grinning darkly down at the assembled ponies. Their arms shot out, surprisingly fast for their size, and pinned four of the ponies down to the stone beneath them. Steelwing found her wings crushed about her body, and Spectrum started to have difficulty breathing as she was squeezed. Dragonfly was overwhelmed by system warnings screaming at her as the Imp happily crushed her, and Galaxi found herself fighting a losing battle, her telekinetic shield cracking as the giant imp forced its way through to grab her as well. Only Flourish escaped being grabbed, the teleporting pony diving forward to try and free the gryphoness with her glowing horn.

She almost made it, until an aura of midnight blue surrounded her, lifting her into the air casually. Flourish screwed up her face, her pink clouds firing off in several bursts, but she didn't move an inch, captured in place.

Only then did their "host" step forward. It was an Imp three of the ponies present knew on sight, and it filled them with dread, an oversized Imp with a vaguely feminine appearance that wore silver armour and a spiral horn coming from the headpiece.

"Nightmare," Galaxi breathed.

"Oh good, you do remember me," the regal imp grinned, "The one and only Nightmare Moon. And you, ponies, are my guests. Don't worry, for the time being I'm only damping your powers, easy enough to do when you control the Elements of Harmony."

"What'd you do to Tome?!" Dragonfly shouted at her, only to cry out in anguish as the Imp tightened his grip.

"The same thing I'm going to do to you," she taunted, "But only after I'm done with my conquest. You ponies were the last thing standing in my way of reaching Luna and Celestia. Now Equestria will feel the return of its rightful Queen, NIGHTMARE MOON!!"

The Imp empress made a gesture with her claw, "Put them in the cages. Let them talk to their friend, maybe they'll understand how hopeless it is to fight. Oh, and strip the armoured one, she won't need it anymore."

"The rest of you, follow me. It's time to begin my rule of Equestria!"

Chapter 19

Escape

"Your turn."

Clockwork shook her head and yawned, "Sorry, I must've dozed off..." She blinked owlishly at the Monopony board on the table, the board pieces glinting in the overhead light. Only a slight turn of her head allowed her to see the warm wood paneling and thick cream carpeting. The nearby window was partially open to allow in the crisp evening breeze. She rested on a lush red couch that gave gently under her hooves when she stretched, and a nearby radio added some light background music that threatened to lull her back to sleep. A droning floated past her from the other room, where her parents must have been listening to a different broadcast. Her heart warmed at the familiar comforts of home.

Stifling another wide yawn, she leaned forward to dump the dice one by one into the cup for her roll.

The large blue pony by her side laughed softly, "Hey now, you're the one who insisted on staying up."

"You're darn right I did, Widget," she grinned, nuzzling him through his golden mane, "You don't get home often enough!"

"Good thing everything wrapped up then, isn't it?" he asked with a chuckle.

"What's wrapped up?"

"The war... it's over," Widget sighed in a relieved voice, "We won. The Imps were hiding on the dark side of Equestria, and Princess Luna assembled strike force to take them out. The Nightmare fled, driven off, and now we can go back to living in peace."

"Really?!?" Clockwork cried, hugging her brother tightly, "It's really over? No more battles and fighting and ponies dying and Imps and..."

The older pony placed a hoof over her mouth, "Yes, little sister, it is really over."

Clockwork quickly leaned forward to hug her brother tightly, clutching him close. Finally, FINALLY, it was over. No more fighting, just her brother home again... to be a family again! No more late nights worrying if he would ever come back. No more worrying in class that her armour wasn't up to snuff. No need to concern herself with joining the Agency, which means she could go to the Collegiate and study advanced robotics. A nice, SAFE, career...

So why did her stomach twist in disappointment?

"Are you alright?" Widget asked, smiling lopsidedly.

"What about Ironjaw?" she asked curiously.

"He should be around tomorrow," Widget smiled warmly, "He wanted to cook something special to celebrate."

"He's not going home to Stalliongrad?" she asked curiously.

"He thought about it, but I think he wants to stay in the area," he chuckled, "Why, you don't want him around?"

"I didn't say that!" Clockwork cried, and then relaxed her tone, "I just assumed..."

"Ironjaw doesn't talk about his family much," Widget agreed, "I think, perhaps, that we are his family now."

The radio chose that moment to crackle with a sound that seemed halfway between a sob and a whimper. Clockwork twisted her head, staring at the wooden thing in surprise, even as it continued the previous song unabated. For some reason, the radio looked fake, almost... almost cardboard.

"You okay Clockwork?" the large pony by her side asked.

"S-sure," she offered a weak smile, "I'm with you, right Widget? What could go wrong?"

Widget smiled and nuzzled down into his sister's mane affectionately, "I'll be glad to put up the armour too. No offense to your handiwork, Clockwork Key, but it felt more like they wanted that armour more than me in it."

Clockwork blinked and leaned close, hugging her brother, "A mechanical suit doesn't know right from wrong, Big Brother. The armour is only a tool; it's the pony inside it that makes it good... or in your case, great."

Widget nickered slightly and gave a shy smile at the compliment. He was just opening his mouth when the sound returned from the radio... it was so loud! It rang in her ears as the world spun on a strange axis. It was all she could do not to fall off the couch as she clamped her eyes shut, staving off the sudden waves of dizziness.

"Clockwork?" Widget asked, his voice laced with worry. To Clockwork, it sounded as if he were miles away, trying to call down to her.

"I... I'm okay..." she managed to gasp, forcing herself to open her eyes. Her green eyes met her Brother's cool violet ones, and she stared. She swallowed, her eyes widening as her nose tingled, tears starting to haze her vision. Why? Why was she starting to cry? She was HAPPY!! Her brother would be home to stay now!

She choked off a sob, only to hear it echo from the radio. Her mind reeled as it seemed to resonate between her ears... it sounded so familiar! She shook her head desperately, trying to clear it, but her eyes refused to focus as they filled with tears that painted her face as she looked to her brother. The room seemed almost transparent, the table and game ghostlike, and her brother...

Clockwork reached forward, touching her hoof to him. He wobbled, as if he were just a mannequin placed there to fill space. Horror filled the mare, and threw her fore-hooves about the faux image of her brother,

clutching to him. For a brief moment, the form held and supported her, then broke under her weight.

"Widget!!" she wailed hoarsely, anguish filling her voice as she lurched to her hooves again, stumbling drunkenly as she hunted for her vanished brother. He couldn't be gone, he just...!!

Her ears flattened as the radio sob echoed through her head again. It felt like it was driving into her, splitting her skull open with spiked horseshoes. But it sounded so scared... so sad... so... familiar...

"I... I remember now." Her voice sounded hollow to her, and she splayed her hooves to stop her stumbling. Tears dripped from her nose, staining the not-carpet floor beneath her. A visible shudder washed over her, memories of her brother's death surfacing in her mind; Widget had activated the Omega Wings and perished honorably, sacrificing himself to stop the Imps from capturing Lady Sparkle's memories... but left her alone.

A soul crushing weight seemed to crash down on her, the sense of being so totally and truly alone driving her to the not-floor. Another radio sob followed by a whimper brought her back to her senses. Somepony needed help, and needed it NOW. She gritted her teeth and forced herself to stand on wobbly legs. Her brother had passed, but he was not her only family. She had a new one...

...and one of them needed help.

The clang echoed hollowly.

Its short reach didn't matter, the only pony that needed to hear it was the one who created it. She didn't know why she needed it, just that she needed it. It was answered by a startled whimper, but no other sound.

The pony stomped her hoof again, the dull clang sounding a second time. It was a heralding bell, a gasp of reality. An anchor the pony was able to use to pull herself from the stupor that held her. A third time and her eyes fluttered before finally opening. Her green eyes were unfocused, filled

with tears from what she witnessed in the fading vestiges of a dream so real...

A foreleg wiped angrily over her face. The green suited mare was angry with herself, to let herself be so taken by what was so obviously a vision or a dream, and become so emotionally invested in it to break down into tears. She slammed her hoof on the metal beneath her in frustration.

The pony slowly lifted her head, and drank in the sight of reality with eyes that actually saw. A large domed room with two entrances, obviously far underground, all made of that odd whitish rock the group had seen when they first arrived. Didn't she say it was lunar rocks? Possibly, it was all still hazy. The dome was dominated on one end by a massive throne, a little too decorative and fancy for her tastes, as if trying to compensate for the lack of something. It was done in a dark midnight blue, with angry slashes of purple decorating it, and silver chasing highlighting and accenting it.

It dawned on the pony that her sight of the room was broken, that something closer to her was blocking it. Refocusing her eyes the mare saw the dark purple metal about her. She was in a cage barely large enough to stand in, with one side forming a door, and chased with runes all over. The top and bottom were solid panels, and the entire thing reinforced in such a way that she was sure that even the strongest Special couldn't break it... assuming the runes weren't magicked to lock down such abilities.

Her eyes looked carefully around, and spotted the other cages about her. They were all resting about ten feet from the throne, right at the edge of the shallow stairway leading down from the dais the throne resided upon. Steelwing was to her left, twisting in her sleep as if struggling against restraints only she could feel. Beyond her, Spectrum had her hooves thrown over her head like a filly trying to hide. She thought that Flourish might be beyond that, but couldn't see her clearly. The other side...

Clockwork's eyes widened as she saw the pony beside her was awake, looking about with wide, pupil-less, eyes streaked with tears. She whimpered again, feeling clumsily with her hooves about the edge of the cage before clinging to a bar with both forelegs.

"G-galaxi?" she managed to ask hoarsely, her voice cracking. The blind mare physically jumped, and Clockwork called her name again.

"C-clockwork?" she whimpered, her head coming up and craning around, "I... I can't see... She shut off my power and I can't... I can't see!"

Cold realization washed over Clockwork as she forced her weak feeling body to her hooves, and pressed as close as she could to the bars of the cage. It wasn't enough. Even if Galaxi had been at the correct side of the cage and reached through, they only might brush the tips of their hooves. The cages were too distant from each other.

"Galaxi, calm down... deep breaths," she tried to advise. Clockwork advising somepony to be calm? She wasn't sure if she should laugh or cry at the irony, "We have to wake the others up."

"I can't see!!" Galaxi repeated, her voice holding a slightly hysterical edge to it. Clockwork winced visibly, recognizing the pain in her voice, the fear she had shared so long ago. Was it that long ago? Had it been so long coming to this point?

"Galaxi!" Clockwork answered, more sharply than she wanted to, "I'm right here. I'm in the next cage over, it's identical to yours. We're in a half circle on a dais, facing what I assume is the Nightmare's throne. We were captured, and... I think the cages are negating out powers."

Galaxi pushed away from the bar she had been clinging to so hard she fell on her side. For a moment she flailed at the open air like a newborn foal before she found the floor again, and managed to get to her hooves once more. Slowly, very slowly, she stumbled in the direction of Clockwork's voice.

"Careful, these cages are kinda small," Clockwork told her friend, who managed to find the side and lean against it, shuddering visibly. "Galaxi, you're not alone. I'm right here, the cage is just far enough away that I can't reach you. I hesitate to ask but... did you have any sort of vision or dream?"

"Not really," Galaxi answered, her voice trembling, "I felt, something. But I'm a psychic, I... I know what an invasion feels like. I know

how it's done. I... I helped you with your dreams when you were so worried about Ironjaw. So I woke up almost immediately... I wish I hadn't. At least I can still... still see when I was asleep."

"Everypony else is stuck in dreams," Clockwork continued softly, "You're on the right end, then me. Filigree, Steelwing, is on my other side. What do I need to do to wake her up?"

"I... I don't know," Galaxi answered softly, "It's different from pony to pony."

"Well it's not like I can just reach over and shake her..."

"What... what woke you up?"

Clockwork cringed, glad Galaxi couldn't see her, "You were making a... sound. It made everything in the dream start to waver and look less real. It took me some time, but... I knew somepony needed help."

Galaxi just nodded, "We need to appeal to Filigree the same way."

"Make her feel protective?"

"No," she said weakly, "My... noise appealed to something within you. We need to try and appeal to her now."

"How in Equestria would I go about that?"

Galaxi shrugged. She looked stronger now that she'd had somepony to talk to, but she was still trembling and scared. She was in the dark... literally.

Clockwork turned, looking to the lying body of Filigree. The gryphoness was twisted around onto her stomach, her claws clutched together at one of the corner bars of the cage. Her legs kicked out occasionally, and her wings hung limply to each side as if she were struggling not to lift them to protect her back. The pony didn't understand the position, but the visible shudders and sharp jerks of the gryphon's body told her it couldn't be good.

Clockwork opened her mouth, an idea forming even as she started to speak...

"I cannot believe you did that."

"I can't believe it worked," Clockwork offered with a nervous smile. Her plan had most certainly NOT gone as she planned. It still resulted in waking the gryphon up, so it was still a success... technically.

Filigree was still blushing as she looked away, "You had no idea what my dream was..."

"I had to guess," the mare answered softly, "and it didn't look pleasant."

"I was back when they first came to take me... after my parents sold me to the Arch-duke," she said softly, "They spent days beating the will to fight out of me."

Clockwork blinked, "Wait, then I..." and she blushed furiously.

"Exactly," Filigree shivered, "How did you know about the brothers?"

"I heard you and Spectrum discussing them when I found you for the meeting with the Princesses," Clockwork offered apologetically.

"Who knew Filigree was into bondage?" Galaxi giggled weakly from the far side. Filigree bristled and her blush deepened. She intentionally looked anywhere but the other ponies.

"We need to wake up Spectrum next," Clockwork interjected, trying to change the subject.

"Yes, we do," Filigree agreed, "She looks like she's trying to hide from something."

"She might respond to kind words... or cruel ones," Galaxi chipped in.

"Gentle words are... not my strong suit," Filigree said in a sour expression.

"They would probably work the best though," Clockwork noted, "Hard to be scared of a bogey-mare who is complimenting you."

"I'm going to look like an idiot doing this, aren't I?"

"No more than I did w-when I... er..." Clockwork stammered and blushed.

"You're right, it shouldn't be THAT bad," the gryphon smirked.

Filigree stretched out slightly for a moment, finding the small cage far more cramped than the smaller ponies did, her wings barely able to spread a third of the way. What bothered her even more was the fact her wings were very obviously feather and bone now, the "muscle" of her power was forcibly clenched tight to prevent her power from manifesting. If anything, that proved the conjecture from the other two ponies, that the cages were cancelling their powers in the absence of the Nightmare herself. She wondered where the Nightmare had gotten off to, but first things first.

"Spectrum... Rainbow Star," Filigree intoned, then frowned, realizing her voice lacked any gentleness or compassion. It was harsh, almost commanding. She struggled with herself to try and soften it, "I know you're in there. You're the most gentle pony I know. You are smart, brave, and look out for all of us. You've guided us through some rough moments, but you always put us first, put your teammates first. You're stronger than this. You're better than this. You aren't a scared little filly, you're... you're my friend. You're part of the team. You're part of this family. You're the leader, the commander, the..."

"Filigree," Clockwork said softly, and the gryphon realized she had been rambling. She shook her head slightly and refocused on the caged pony, only to find Rainbow Star's amber eyes looking back at her.

"Thank you," she told Filigree, and slowly lifted herself to stand up, shaking her mane out, "I couldn't have found my way out of that without your words."

"They're true," the gryphon admitted softly.

"For all of us," Clockwork chipped in with a smile, "Good to see you up and about."

Rainbow Star looked around the room slowly, taking it all in and assessing the situation, "One of us left then?"

"Flourish," Galaxi agreed.

"I can't see her from here, Spectrum, how is she?" Clockwork asked.

"She looks like she's sleeping peacefully, but she's crying," Spectrum said softly.

"I'd guess she is having a dream like mine," Clockwork chipped in, "With those she loved and are now... gone."

"Clockwork?" Galaxi asked softly, easily hearing the poorly disguised pain in the mare's voice.

"My brother... Widget was alive in the dream," she answered softly, "I... I think my father and maybe even my mother were in the other room. I didn't see them but... it felt like home to me. That's silly, isn't it? I've never even known my mother, yet it FELT like she was there. My father has been gone for many years, and yet... I just knew he was there too," she sniffed, and wiped a foreleg across her nose.

"Sounds about right," a new voice chipped in, and Clockwork blinked.

"Flourish?"

"I figured it out," she admitted, "and I kept hearing your voices. It was like they were on a radio far away. Just out of earshot, but occasionally fading in and out, like a bad station. I was... I was with my parents again..."

and... well let's just say my dream couldn't make its mind up if I was with Skillet or Downbeat. That was my first clue... After that, I just started picking it apart, noticing little flaws. You have any idea how much it hurts to have to pry apart the world you wished existed?"

"I think I understand," Clockwork answered softly, and Flourish offered her a thin smile, catching her eyes through the cages.

"Now that we're all awake, we should start figuring our way out," Filigree put in softly.

"Foals," a soft, weak voice answered them, "There is no escape."

"Who's there?" Spectrum asked simply.

"Somepony who's been forgotten."

"We'd like to remember."

The voice gave a harsh laugh, one that sounded coarse and raspy, "Tell that to the Princesses. Luna was quick to forget about me."

"Tome..." Clockwork whispered, her eyes widening.

"So somepony remembers my name... one of them anyway," the voice hissed, and from behind the throne, a figure moved. It took slow, deliberate, steps as it rounded the overwrought chair to glare at the group with sunken eyes. Her silver mane was streaked with filth and her azure blue coat was matted and unkempt. A heavy collar of a metal Clockwork couldn't identify rest about her neck, a chain leading from it to a point behind the throne. Shackles just above each hoof prevented her from running, the chains from them running to a central ring that forced an odd, shuffling gait to prevent tangling. A pair of chains wound over her torso, pinning large and regal wings to her side. Adorning her brow, their colors dull and muted, the Elements of Harmony rested.

"Tome!! Thank the Goddess, you have no idea..." Clockwork started.

"Spare me," the alicorn spat, "You abandoned me, you all did, and I know it."

"No... we didn't..." Galaxi tried to interject, but was interrupted by a hoarse laugh.

"Like hell you didn't," Tome hissed, "You abandoned me. You ALL abandoned me!! It's been months since the Nightmare took me, and where were you!?! I waited... I held on... I gave everything I could. But she took, she took, and she took... she drained my magic, she drained my will, and she drained my life! When I thought I didn't have anything left to give... she took my dreams!"

"Took your dreams?" Spectrum asked carefully.

"She STOLE them!!" Tome cried in a mixture of anger and despair, "I can't sleep; she put dreams in my head. I can't escape them, and nothing I do works. I kept seeing you... all of you, coming for me. Coming to rescue me, and then abandoning me... that's why I'm seeing you now. I must have fallen asleep again. I tried to give up sleeping, I had to, she was always there... waiting to break me. But you can't outrun sleep forever..."

"Tome... we never gave up on you," Clockwork said, her voice wavering, "I kept reminding her as often as I could. Luna couldn't find where the Nightmare was hiding..."

"Horsefeathers!" Tome cried, "I don't believe that for a second. We're in the **MOON**, for Luna's sake! If she can't find the biggest threat to Equestria in here, the very celestial body she RULES, then she's either part of the problem, a fraud, or an idiot!"

"Or the Nightmare is invisible to the Princess," Filigree offered.

"The Nightmare told me the truth..." Tome insisted.

"Why would she tell you the truth?" Filigree pressed, "What purpose would it serve? It wouldn't serve her needs. You are important, and she needs you to bend to her will. It would be easier for her to create a false truth to feed to you. It's brainwashing, pure and simple."

"Who are you?" Tome asked, noticing the gryphon for the first time, "Where's the rest of the team? Where's Ironjaw? He should be healed by now. Where's that foal Ultrapony? I always enjoy taunting him."

"I am Steelwing," the gryphon drew herself up, "Ironjaw was grievously injured, and will not recover fully. I am the gryphon... the pony who replaced him."

"Spectrum," the pegasus introduced herself, "I replaced my father, Ultrapony."

Tome blinked and narrowed her eyes at Spectrum, shuffling forward a few more steps. "This is a new twist on the dreams. She's always showed me the team as I remembered it. This has to be a new trick..." she muttered to herself, "No, I have to convince her I've..."

"You're still a performer, Tome," Flourish noticed, "You're putting on an act."

Tome looked sharply at Flourish for a long moment, "Goddess, she's figured it out..."

"Tome, it's us," Clockwork said softly, her heart aching to see her friend like this, "I mean, you got me this suit, right? I've been wearing it as much as possible, to remind me... I haven't forgotten you... your kindness. How you paid my way for the spa day when I didn't have the bits..."

"How you put on the show with Flourish, and befriended her after your initial dislike for her," Galaxi added, her head tilted at an odd angle, "All those stories you told us about times long past, and how Clockwork couldn't believe you truly could have lived those experiences."

"Yeah, I should apologize about that," Clockwork smiled weakly, "Luna told us later what your real power was."

"Clockwork? Galaxi? Is that... that really you then? I... I'm not dreaming?" the alicorn asked in an oddly childlike voice.

"It's us," Clockwork offered, shaking her head in an effort to try not to cry, "We're not going to leave you behind. You're part of the team... part of this family."

"The Princess has spent the past months desperately trying to find where the Nightmare took you," Galaxi said softly, "You've never been far from her mind. She was never able to track this place down."

"How did you get here?" Tome demanded, but her voice was weak, she wanted to believe so badly.

"The Nightmare dropped portals into Canterlot, including one into the Palace," Spectrum answered, "The Royal Guard and the Princesses were able to beat back the invasion in the Palace, and she asked for volunteers to come through to try and take the fight to the Nightmare."

"You... volunteered?"

"Clockwork volunteered first," Flourish said, "She stated she was coming to rescue you."

"Filigree was second," Clockwork admitted, blushing, "Said I couldn't do it alone."

"And you couldn't have," Filigree offered with a half smile, "Unfortunately it seems none of us could. Galaxi was next I believe."

"Actually Flourish was, but Tome is my friend too," the blind mare answered, "Only one pony on the team refused to come."

"Pyre," Spectrum said simply, "she stayed behind to protect the Princesses."

The alicorn looked slowly from each pony to the next, as if trying to decide something. Slowly, she shuffled forward, the leash allowing her move about the dais. She shuffled close to Flourish first, then Spectrum and Steelwing, bending down to look them in the eyes. Finally she reached Clockwork, who looked back at her with watery eyes.

"Clockwork..." Tome whispered desperately, and leaned close, "Please... I can't tell if this is a dream or not."

Clockwork pressed herself to the bars at the front of the cage, reaching out her hooves to hug the alicorn, pulling her tightly for several long moments, "I'm not going to leave you, Tome. I swear... I won't leave without you."

"Trixie..." the alicorn corrected in a trembling voice, "My name is Trixie."

"I won't leave you behind, Trixie. If... WHEN we leave, we leave together."

The alicorn began to tremble, leaning closer against the cage. Relief flooded her, and for the first time in months, she let herself believe that she might finally have a chance. Tears streaked her face as she all but collapsed to the floor, her chained hooves unable to reach her friend, but her head never leaving the hug from the small mare.

"I've done... terrible things," Trixie finally said, minutes later.

"No, Nightmare did terrible things to you," Spectrum said softly, "She forced you to do terrible things."

"Not to interrupt, but we are still stuck in these cages," Filigree pointed out.

"The guards will be protecting the keys," Trixie said softly, "But they have Destroyer Imps with them. If they catch you..."

"We aren't ready to face one of them," Spectrum said softly.

"It's moot anyway," Filigree said, "We need a key before we can do anything."

"I can open... one of the cages," Trixie offered weakly, "But I only have enough magic to open one of them. Nightmare is still draining me to keep the portals up, and draining the Elements, but I can use a small bit to open one of the cages."

"We'll need someone strong enough to get the rest of the keys we need then," the gryphoness said.

"Galaxi maybe?" Flourish asked, "She's not doing so well with her psychic power shut off."

Galaxi squeaked, "I... I'm not strong enough to take on a Destroyer."

"None of us are," Filigree added sourly.

"No, we don't need strength... we need clever," Clockwork smiled.

"You have an idea?" Spectrum asked.

"Flourish," the khaki mare stated.

"Me?" Flourish asked, surprised.

"Sure. You've proven adept at subterfuge when we needed it," Clockwork noted, "Plus your teleportation will make you a difficult target. If you're spotted, you can blip out."

"Sounds like a good idea to me," Spectrum nodded.

"Flourish is a warrior, she will handle herself capably," Filigree agreed.

"I... I think it makes sense," Galaxi smiled weakly.

"Are we sure the cage is the source of our power clamp-down?" Flourish asked softly.

"No," Clockwork put in, "But you have the skills to survive better than the rest of us without the powers."

"What about you? You never had any physical powers..."

"I'm an inventor, a normal mare without my powersuit. I'd just be a target, even WITH my power back," Clockwork shrugged.

Spectrum nodded, "It's unanimous. Flourish, it's all you."

"Alright," Flourish smiled darkly, "Let's party."

"How do I get myself into these messes?"

The mare asked herself this for the umpteenth time as she slunk along the wall. Her grey coat was lost amidst the grey-white rocks, but her dyed pink and lavender mane stood out like a spotlight. What seemed to be

worse was the sheer lack of any deep shadows, as if the entire network of caves and hallways glowed with a silvery light. This lead Flourish to wonder, perhaps for the first time, if the moon was just a weaker sun. Were conditions different, would this have been the sun?

The idea of burning to a crisp caused the mare to shiver slightly before shaking her head. She had to force herself to focus, and such random thoughts weren't helping her in the least. Not that the Destroyer Imp sitting placidly in the large dome-shaped room beyond was helping either. She could see little way around it, as it had settled itself in the dead center of the room, content to just sit there. Additionally, she could occasionally see an Imp moving into her line of sight from the left hand side of the room.

The chamber seemed to be somewhat important to her, but she wasn't sure how yet, only that it warranted at least three guards. So for now, she continued to watch, tucked into a small corner of the hallway where she hoped she had just enough shadow to avoid notice. Fortunately, no Imps seemed inclined to patrol the passages, satisfied their lunar warrens were safe from any intrusion, and the only ponies to dare intrude had already been captured. However, that didn't mean she was passive, instead listening to the chatter from the Imps in hopes of determining how many there were.

Flourish had never really bothered to listen to Imps before, but found it mildly interesting. They spoke with strange, almost guttural, sounds interspersed with words from the pony language. Occasionally she could catch phrases of words, but they seemed strung together in nonsensical ways. It was like listening to a foreign language re-order words and force them to mean what they thought they meant. Still, "Luna galloping in socks" wasn't getting her any closer to helping her friends.

She was about to pull back and try another passage when the Destroyer Imp's head came up, its eyes slitting as it slowly looked about the room. Flourish pressed herself tighter against the wall and held her breath, hoping that by staying completely still the monstrosity would overlook her. For a moment, it seemed to look right at her, baleful glowing eyes staring as if it could see exactly where she was, then looked onwards. It's booming, rumbling voice reverberated through the hallway she was in.

"Keys?"

The Imp's guttural voices seemed to answer and affirm the question.

It gave a slow, thoughtful nod, and turned away. With a powerful yawn it let its head dip to its chest. Flourish frowned, wondering if perhaps she had been spotted, but the Destroyer only began to snore. Flourish let out the breath she'd been holding, and then slowly, carefully, stalked forward along the edge of the wall.

She reached the corner and dared to risk sticking her head around the corner. Her eyes quickly drank in the room. Across from her, the passage continued, but to her left a small passage led to a partly hidden chamber. There was a sort of table made of rock sitting just before the entry to this side room, where a pair of Imps sat playing a game that involved different colored stones. Their focus wasn't entirely on the game, seeming more like an excuse for them to chat amiably amongst themselves.

Amusingly, Flourish began to see personalities for the two "guards". The one on the right, slightly taller and skinnier than its partner, seemed the more excitable of the pair. It gestured wildly as it spoke, dominating the conversation as it chattered on and on between moves of the game. The other seemed slightly less vocal, its voice just a touch deeper, and more prone to use pony words it seemed. This one seemed to listen mostly, tending to be more focused on the game (which she suspected it was winning). While she was watching, this shorter Imp made a motion and sound to its partner, who got up and did a patrol around the room. Flourish pressed herself more tightly into place, but the roving guard seemed so unaware that it blithely strolled past her, and all but leapt back onto the rocky stool it had been using. Flourish found herself wondering if they made everything out of the rocks about them.

Flourish continued watching for long, tense minutes, until another of those rounds. The timing seemed random to her, based completely on the whims of the shorter Imp. Still, when the Imp was up and moving, she got a clear look into the room they were obviously protecting. Given that the Destroyer referenced the Keys... Silently Flourish hoped it wasn't some

random pony word it learned, and teleported herself into the room the Imps were guarding.

She regained her bearings and dove to the side of the doorway, wanting to be well out of sight when the guard made his way around again. Unfortunately, the pink smoke of her teleport dissipated more slowly than she was happy with in the windless atmosphere of these moon warrens. She could only hope the roving guard would prove as unaware as he had been previously, but she didn't want to count on his partner remaining so should the smoke drift too far. She waited breathlessly as she saw the smoke dissipate completely, but when no alarm was raised, Flourish allowed herself to relax.

She turned to look over the room and frowned; yet another dome shaped room in a series of dome shaped rooms. However, this room struck her as a sort of guard outpost. There were a handful of "useful" things, most of which required the sort of claw-hands the Imps possessed, and that only Filigree could mimic, amongst some blunt sort of clubs and weapons. Upon the wall she spotted a heavy looking ring of keys. Flourish smiled at them... they were hung from a hook mounted on the wall so that even the longest of the keys hung at least a foot over her head

It would be child's play to teleport up to the keys, and teleport away to her friends with the keys in tow. Her only concern was weight, and she doubted they would be so heavy that she couldn't lift them for a few minutes. She was just considering this when she heard the clicking of clawed feet behind her.

Flourish whirled about, and found herself nearly face to face with the shorter of the two Imps. She hadn't been as unobserved as she thought!! Flourish wondered if they had some sort of magic sensor or crystal or something that she had missed, but all questions were erased when the Imp roared at her.

The mare did a quick teleport away from the Imp, and the keys she realized sourly. The Imp's attempt to claw through her left it rending only a puffy pink smoke. Unfortunately the Imp's partner came tearing around the corner, and beyond she could see the Destroyer Imp stirring itself from its sleep.

"Sorry boys, I was just leaving," Flourish called to them, and dashed for the keys.

As she expected, the Imps quickly realized her goal and took wing to dive for the keys themselves. Flourish smiled, and teleported herself over the lead imp, dropping her hooves onto its back. She stomped downward on the back of its head, driving it into the rocky floor, and launched herself at the keys.

On a whim she turned in mid-air and blew a kiss to the imp, spinning around in time to catch the keys in her mouth and plant all four hooves on the wall for support.

The Imp HAD her, and it shrieked in triumph, but the mare suddenly vanished again in wisps of pink smoke! For a moment it was confused, trying to sort out exactly how it could have missed...?

Then it slammed head-first into the wall.

"There has to be one!"

"I'm looking, but I'm almost out of keys," Filigree grumbled at Clockwork, checking each key with the manacles securing Tome. The gryphon had been the first freed by Flourish, since the keys were easiest to manipulate with her claws. Since then, Filigree easily found the keys that would open for each cage and free the remaining three ponies. Galaxi was the happiest about being out, and the moment her flank exited the cage her psychic powers returned in force... which she happily used to send the 5 cages flying into the far walls of the room, embedding them in the stone walls.

"They're coming," Flourish noted from her chosen station, standing guard by one of the two main entrances.

"Clear here," Spectrum answered, watching the other entrance as the remaining fillies worked to free the chained Alicorn.

"Just leave me," Trixie said softly.

"No," Clockwork answered firmly.

"Leave me!" Trixie cried, tears welling in her eyes, "Only Nightmare carries these keys... I was hoping but... Just let me die. The least I can do is sacrifice my life to make sure the rest of you escape."

"I hate to say it..." Filigree noted, tossing the ring of keys onto the throne.

"Then don't!" Clockwork answered angrily, stomping a hoof "I will NOT leave Tome behind! Not after all of this!"

"I don't think we have a choice," Filigree answered, "We can't fight the entirety of the Imp forces ourselves."

"I won't leave her here," Clockwork hissed, her eyes starting to mist up, "I won't leave her here to be tortured anymore!"

"I've got an idea," Galaxi said.

"We don't have a choice. The Imps will force our claws... hooves," the gryphon noted.

"Um, girls?" Galaxi tried again.

"Then you go!" Clockwork shouted, "I'll stay here. At least she won't die alone."

"Um... hello?!?" Galaxi asked with a frown.

"You know I can't let you do that," Filigree frowned.

"Are you planning to STOP me?" Clockwork growled.

"WAIT!!!" Galaxi cried out.

"Huh?" came the collective response from Filigree and Clockwork.

"I have an idea," Galaxi said with a smile, and motioned to the throne, "Filigree, use your wings to cut free the secure point for the leash. The metal we can't cut, you tried that already, but you can cut the rock."

"What about the leg shackles?" the gryphon asked.

"We only need to break one ring."

"The one in the middle, connecting all four legs..." Clockwork's eyes lit up, "Galaxi, you're a genius!"

"Best get on it mares!" Flourish called, and Spectrum moved to support her as the first Imps crashed into them. The pink horn-rapier slashed through the shrieking imps even as Spectrum forced them back physically.

The Gryphon wasted no time scooting around to the back of the odd throne to find where the ring was planted. It was connected into the rock of the dais with several heavy pitons... which Filigree quickly was able to cut away the support for and yank out the mounting bracket for the "leash".

Clockwork backed off, feeling rather useless without her armour, as Galaxi set to work. At Galaxi's direction, Trixie spread her legs to pull the center ring of the hobbles tight, and the blind mare formed a small telekinetic tube inside the circle of the ring. She expanded it to touch the sides of the ring from the inside and then braced it on the floor with a wider portion above to prevent the ring from slipping off her construct. The rest was an invisible battle of growing force behind the mental construct versus the strength of the alien metal.

For several tense moments, it appeared as if nothing was happening. Instead, the only action was Filigree tossing the "leash" over Trixie's back and taking wing to help her teammates secure the doorway. The ring started to creak finally, and sweat began to bead on Galaxi's brow. With a sudden SNAP, the ring flew apart in multiple pieces, narrowly

missing the ponies on the dais. Galaxi collapsed, only to be caught and supported by Clockwork.

"She's free! Let's bolt!!" Clockwork cried as Galaxi steadied herself.

Flourish motioned, "Other door!!" and the trio by the entrance began to run, the teleporting mare slashing a final imp before teleporting away. Trixie, pushed by Galaxi and Clockwork, started a stumbling run for the doorway as well. Were it not for her longer legs, she wouldn't have been able to keep up, but Clockwork kept pushing from behind, not letting the alicorn mare to slow.

Screams chased them down the hallway, and Imps began to swarm after them, reminding Clockwork as nothing more than a swarm of ants or bees. The Imps clawed their way along all sides of the rounded passages, flyers launching and diving along the open hallways. Occasionally the baleful light of one Imp's eyes would flare, trying to shoot at the retreating ponies, only to have its aim spoiled by the horde of its compatriots.

"I really wish I had my armour about now!" Clockwork shouted, skidding around a corner just ahead of an attempt to claw at her flank. She lowered her head and butted Trixie's backside again, pushing her faster. She had to mentally squash a worry that flared through her, as she suddenly wondered why there was air to breathe in these passages. It's not like the imps need air, so what would happen if they started draining the air out of the catacombs to trap them...

"I'll slow them down!" Galaxi shouted, and turned to create a forcefield stretching over the entire hallway. The Imps slammed into the wall, piling up and smothering each other in their eagerness to get at the mares.

"Don't stop running," Filigree called, "They can get around another way."

Galaxi turned and began to run again, the field dropping and landing a number of imps on their own even as the rest pushed over them, heedless of their own.

"Does anypony know where we're going?" Trixie managed to ask between pants for breath, "Not that I don't appreciate the rescue but..."

"We're almost there!" Flourish shouted, and teleported forward.

"Oh hay," Spectrum whispered as she rounded the corner. Trixie's eyes went wide when she noticed it. Clockwork let out a yelp when she saw it, and Galaxi gasped.

Framing the hallway before them, a Destroyer Imp stood, waiting for them. Its claws were outstretched, standing before the room where the glowing portal rested behind it. Its beak curled into a cruel smile, even as the group could hear the shrieks and cries approaching behind them.

"Keep going!!" Filigree cried, and dove forward, between its legs. Spurred by the motion, Spectrum charged herself, weaving to avoid the claws of the massive Imp. Flourish started teleporting at high speed, slashing her horn from place to place, drawing ichor from the Imp as she cut into its flesh. Clockwork got behind Tome and PUSHED, running fast and hard for the open path between the monstrosity's legs, with Galaxi creating a shield over them as they ran.

Filigree turned sharply and splayed her metal wings. She arched one out, catching the Imp at the back of one ankle, then dived across and cut with her other wing. Spectrum dashed around the Imp and hit it as hard as she could in the back, sending it tumbling forward and onto the swarm of Imps coming from behind.

"Through the portal!" Spectrum ordered, and motioned Steelwing, Flourish, and Galaxi through first.

A scream drew Spectrum's attention, and her eyes laid upon a handful of Imps who had managed to avoid the falling Destroyer and got a hold of Trixie, specifically of the Elements still impaled on her horn. Clockwork had her teeth on Trixie's tail, and was pulling with all her might. Unfortunately they were losing ground, and more Imps were coming.

"We need to move!" Spectrum called, and dashed forward, crashing a hoof into an approaching Imp.

"You want it that badly?!?" Trixie cried hysterically at the imps, and she brought her forehooves up before her face, "You can HAVE it!!"

Trixie brought her hooves down on her horn. A sickening "crack" filled the room, followed by a pained cry from the alicorn, her eyes filled with stinging tears. Then she did it again... and a third time. With a sudden yank, the horn came free from its owner, and Trixie flew from their grasp. Her form shone with brilliant white light as the power of the Elements left her. The de-horned unicorn landed in a barely conscious heap right before the portal, now reverted back to her original form.

The elements, suddenly freed of their anchor, flew from the Imp's hands. With Trixie's horn still impaled within them, the Elements struck the far wall with a muted crunch. The gems shattered as they fell into a multi-colored pile of useless crystal along the wall of the domed room.

Clockwork yelped, bowled over from the sudden release. She rolled with the motion and quickly scrambled over to Trixie, standing protectively over her as the Imps dove at them. She gritted her teeth and prepared to buck at the closest Imp, but Spectrum intercepted it, and sent it flying into a nearby wall.

"Get her through the portal!" Spectrum cried, and whirled about to defend the retreating mares.

Flourish and Filigree made it to the other side of the portal, and unfortunately the scene that met their eyes was no less horrific. The Throne room of the Sister Princesses looked like a warzone. The domed ceiling had been breached in multiple places, and the late day sun shone through with an eerie red light. Luna lay unmoving on the dais by the upturned thrones, breathing but unconscious, near the heavily injured and prone form of Pyre. Celestia was facing off against the Nightmare herself, the latter laughing off the former's efforts; the Goddess of the Sun continually rebuffed by the cold fury of the Nightmare.

Somewhere in the middle of these two scenes, Galaxi realized they had a new problem. Without Trixie to power the Elements, the portal was collapsing!! Her powers reached out and gripped at it, struggling to grasp the edges and force it open again. The strain was incredible, far beyond what she had ever done before...

"I. Will. NOT. Fail. My. Friends." the mare growled through clenched teeth, her eyes glowing brightly as the star on her forehead flashed. Her eyes began to water, her head pounded, but her telekinesis finally found the edges and wrenched the portal open again.

The flash was answered by the shattered Elements of Harmony.

Chapter 20

The Spirits of Harmony

The light exploded about them.

No Pony or Imp, save one, knew for sure where the explosion had originated from. Those on the Equestria side of the portal, which remained open only by the will of a single pony, were caught by surprise. Pure light filled both the rocky hall of the portal on the moon as well as the royal throne room in Canterlot.

One pony smiled, recognizing the surge of power. Her celestial fire brightened, fueled by hope, as she drove the Nightmare back.

"We have won," Celestia intoned, "Your chances for redemption grow slim, Nightmare."

"Redemption?" the Imp spat back, and her beak widened with a sickening grin, "It is you who should beg for forgiveness!! Your ponies can't help you now!"

"Then the Elements will decide your fate," the sun goddess stated as Steelwing pulled abreast of the Princess, wings arching forward to protect the prone form of the Princess Luna. Another pony appeared to the Princess' other wing, the pink burst of clouds dissipating as she grinned at the Nightmare.

"Your teammates?" Celestia asked of the two.

"Should be coming through behind us," Filigree supplied.

"Your precious Tome lost the Elements," Nightmare cackled, "The portal will collapse before they ever reach it."

"You underestimate my little ponies," Celestia said sadly, "You always did."

"What?" the Imp demanded then turned her gaze to the Portal. There, bathed in pure light, stood the form of Galaxi using her power to hold the portal open.

"It is time," Celestia sighed with a serene smile.

Clockwork struggled to pull Trixie along the ground.

"Get her through!!" Spectrum cried, lashing out at another Imp before taking a claw hard across her chest, which sent her crashing to the ground. The Imps hadn't taken long to recover from the burst of light, and seemed undeterred from trying to maul their way through Spectrum.

The Imps leapt at the prone form, only to meet a pair of bucking hooves driving them back. The green suited mare was panting heavily, not being the most physical of ponies, and reached a hoof down to help Spectrum up to her hooves.

"Get her through, I'm alright," Spectrum groaned.

"I'm not leaving you either," Clockwork said softly.

"I know," the pegasus smiled, and then leapt away, launching herself at the Imps.

Clockwork ran to Trixie. The de-horned unicorn was bleeding from where her horn should be, where it used to be, worrying Clockwork that she might die of blood loss before she ever got through the portal. She couldn't be sure that Trixie was still immortal after all she endured.

The small mare let out a yelp as an Imp crashed into her from the side, driving her to the ground, its claw upraised to follow up. Only a desperate roll to one side saved her neck, and a flailing kick managed to push the imp back enough to let her regain her hooves. The Imp spread its claws, placing itself between her and the portal, between her and Trixie.

A second pulse of white light exploded forth, Clockwork's eyes wide as she saw where it came from this time. The pulse of magic energy drove the Imps back, screaming in pain as they flooded back down the hallway.

"What...?" Spectrum called, shaking herself off. She looked to Clockwork, but saw the mare frozen in place, her eyes wide as saucers. The pegasus slowly turned to look herself, and had to look again just to be sure of what she was seeing.

There, against the curved wall of the room, rested the remains of the Elements of Harmony. They were glowing fiercely, so brightly it hurt to look directly upon them. The horn that had impaled them rested placidly amidst the colored fragments and ruined metal holder that had once housed them. But what truly drew the awed gaze of the two ponies were the silhouettes of six ponies, each bathed in a different color of the rainbow, hovering above the elements. Another burst of light filled the room, and the image of the ponies vanished, replaced by streaming colors leaping from the Elements themselves, lancing out into the air in a swirling, spinning, rainbow.

Then it dove, and the colors each split away from each other as they did. Three of those colors flew towards the trio of ponies on the moon, crashing into them. The other three leapt for the portal, one stopping midway through while the final two found their targets upon the other side.

Another burst of white magic exploded forth, and time stopped.

"Hello Galaxi."

The blind mare didn't recognize the voice. The world seemed enveloped in a gentle energy, soothing the psychic's mind and emotions as she paused to look. She saw her own body framed in the opening of the Portal, struggling to keep it open. But it was like looking at a still image of herself through a hazy filter.

"Where... am I?" Galaxi asked softly.

"Between the seconds of time," the unknown mare said, and Galaxi turned to regard her fully. She was a regal looking unicorn with angled violet eyes that regarded her in return. Her soft purple coat shimmered with magic, and her indigo mane with a streak of pink seemed to almost float about her head.

"Wait, I shouldn't be able to see those colors..." Galaxi blinked.

"Consider it a gift for awakening to your true potential," the mare said with a smile. It was then Galaxi noticed the star shaped Cutie-mark on her flank, the exact same shape as her own...

"You... you can't be here," Galaxi gasped softly, "You..."

"Died?" she asked with a quirked smile, "Yes, I did. That's why I'm here. My spirit has resided with the Elements, with my friends, until the right bearers were chosen."

"Then... you're Lady Sparkle?!?"

"Twilight is fine," the mare answered warmly.

"But... why? How are you...?" Galaxi stammered.

"Right, sorry. I got distracted," Twilight said, then cleared her throat, "Galaxi, you have been chosen by the Elements to represent them. You are the embodiment of the Element of Magic, the sixth element."

Galaxi blinked, "Me? How...? I'm an Earth pony!"

"You are also an extremely gifted psychic and telekinetic, with far more skill and ability than you give yourself credit for," Twilight noted, "You could not hold that portal with telekinesis alone. Only true magic could do that. You have been hobbled by your own self-doubt and limitations. But your true understanding of friendship, the realization that these mares are your friends, has unlocked this power within you."

"But... shouldn't Tome...?"

"Trixie has her own fate," Twilight offered with a crooked smile.

"Hi there!"

"BWA?!?" the dark gray mare answered, teleporting from the spot. She almost didn't notice her body, poised mid-leap at the Nightmare, below her.

"Oooh, you're good," the other pony stated by her ear.

"Damn right I'm good," Flourish answered, her eyes narrowing.

For what felt like hours (but in reality lasting no time at all), the two forms appeared and disappeared seemingly at random. Pink smoke seemed to fill the area, as well as the giggles of first one mare, and then both mares, at what amounted to an insane, free-form, version of tag.

Finally the pair appeared back where they started, facing each other, panting from the exertion.

"So either I'm dead, or the stories about you being stuck between realities are true," Flourish finally conceded.

"Nope!" the pink pony facing her giggled, then bounced around Flourish in a lazy circle, "Well, I WAS, but I get kinda... weird without my friends."

"Is that why you kept appearing at parties?" Flourish couldn't help but ask.

"I had to," she answered, stopping to rub a hoof at her chin, "Y'see, it was all dull and gray, kinda like your coat!"

"Hay!"

"But when there was a party... a group of ponies being happy, it was like someone dropped color onto the world. I was drawn to it. And if it got big enough, enough happy energy..." and the pink pony grinned widely and leapt into the air, "Bamph!! I'd get to come out to play!!"

"So... you really were there..." Flourish looked at the pony, her jaw dropping.

The bouncy pink pony nodded quickly, "Uh huh! You were such a cute filly too! Too bad going into the guard got rid of your pretty green coat, but don't worry Thistle, I knew who you were long before you were ready."

"Then why?" Flourish asked softly, "Lady Pie..."

"Pinkie Pie!" the pony made a face, "I hate being called a Lady, makes me feel all stuffy and uptight."

"Alright then, Pinkie Pie, why? Why did I have to watch my family suffer? If you knew..."

"Ooooh, you like to ask the HARD questions!" and Pinkie paused long enough to look solemn, "Don't look for somepony to blame, no pony was at fault for those deaths, especially not you. But a pony cannot know happiness without knowing sadness. If you had suffered such a loss and never smiled again, then you couldn't have done all the good you did."

"Instead, you stood up to it! You wept, you grieved, and then you made sure it wouldn't happen to anypony else! You didn't let it harden your heart, and nor did you let it beat you down. You didn't turn into some grumpy-puss, or go all violent and dark. No, you laughed at your fears, and protected everypony else."

"If that doesn't embody the Element of Laughter, I don't know what does!" she finished, smiling so broadly it made Flourish's face hurt.

"Wait, Element of Laughter?" Flourish asked, stunned.

"That's right, silly!" Pinkie grinned, and poked Flourish with her hoof, "Tag, you're IT!"

"Well, I gotta say... yer not quite what I expected."

Filigree blinked slightly, her head craning around. She'd seen the orange beam of light approaching her, but she wasn't fast enough to avoid it. Instead, she'd hunkered down and braced herself for the impact... which never seemed to come. Instead, she saw her body behind her; separate from where she was now. Considering the implications of this made her head hurt. Instead she chose to regard the figure who had spoken, expecting a previously unknown force of the Nightmare's army. Instead her eyes rested on an orange pony with a blonde mane and a cowpony hat tipped back on her head.

"Who were you expecting?" the gryphon asked carefully.

"When the Elements figured ya for the job, I expected ya to be more... violent," the cowpony stated in an easy draw, adjusting her hat a little, "Kinda like that there Gilda was when she visited."

"Gilda the Outcast."

"Ah didn't know she was an Outcast. What'd she do to tick off her kin?"

"She befriended a pony," Filigree offered with a sardonic smile. The orange pony shook her head slightly.

"Amazin' how things work out, innit?" she asked rhetorically, then offered a hoof, "Ah'm Applejack, an yer Filigree. Put 'er there pardner."

Filigree carefully took the hoof in her clawed hand, but was surprised when the pony started to pump it with abandon, almost knocking the gryphoness over. It took the gryphon a few moments to recover from the... vigorous hoofshake.

"Lady Applejack," Filigree said with respect, "It's an honor to meet you."

"Shoot girl, drop alla that 'Lady' stuff with me," the pony grinned crookedly, "That might be Rarity's thing, but me? Ah'm just a simple farmpony."

"Not as simple as you think," Filigree said softly, "But I do wonder if somehow that beam did not kill me; I should not be speaking to spirits."

"Nah, if anything this is the start of a whole new part of yer life," Applejack said with a broad wink.

"I do not understand?"

"Ah recon Ah'll have ta do this formally then," the pony chuckled, but hardly seemed to grow any more formal when she resumed speaking, "As the last embodiment o' that there Element of Honesty, Ah'm passin' it on ta you. Ya do some good with it, ya hear?"

Filigree blinked widely, "Wait, me? I thought this was just a strike team...?"

Applejack laughed, "Everypony but Celestia and Luna believed that, an' I betcha even they weren't so sure it'd work. But WE did."

"We?"

"The Spirits of Harmony... the last bearers of the Elements. We've done been waitin' on you gals," Applejack smiled, and tugged her hat down over her eyes, "An' now, you and yer team are gonna buck Nightmare Moon into next week!"

Filigree grinned darkly, "Happily."

"Um... ex-excuse me."

Spectrum blinked, turning slowly from where she was. The pegasus had been caught off guard when the odd beam had struck her. She, like Clockwork, saw the beam lance out at her, but had been unable to react. What worried her was the fact she saw the world as though it were through a lens, her own body having just started to try and dodge the beam.

"H-hello?" the small voice said again. Spectrum turned to face it, her amber eyes wide as she regarded the yellow pegasus with long flowing

pink hair that stood there. The mare fluttered her wings in surprise and ducked back under the gaze.

"You... you're Lady Fluttershy?" Spectrum asked carefully.

The yellow mare nodded and gave a smile as she stood up more fully, "Y-yes. I'm Fluttershy."

Spectrum frowned visibly, "Do you know what's going on?"

"Of course," she answered softly, "I'm here to give you something... if, y'know, that's alright with you?"

"What are you here to give me?" Spectrum asked, confused.

"You've been chosen by the Elements to embody the Element of Kindness," she finished with a smile.

"Me? But..."

"You care deeply for your friends," Fluttershy interrupted, "You've cared for, and done everything you can to protect innocent ponies. You helped your friends... Filigree,.. Thistle... the rest of your team. You care about them, and you know when to be gentle and kind, and when to fight. Every time you've had the option, you've tried to be kind first."

"So... the Elements chose me?" Spectrum asked, and Fluttershy nodded with a smile.

"You earned it," she said softly, "You know, if you... um... want it."

"Thank you, Lady Fluttershy," Spectrum smiled broadly, "I only hope I can live up to your example."

"You already have."

"I gotta admit, you got guts."

Clockwork blinked broadly and spun about, looking for the voice. She didn't find it, and instead saw her own body behind her. She was leaning forward, anticipating the blow, but trying to protect Trixie from the incoming attack... at least, she THOUGHT it was an attack.

"Who's there?!" the small mare demanded.

"Up here," answered the voice, tightening as if the owner smothered an insult. Clockwork's eyes lifted to a fluttering blue pegasus with a rainbow streaked mane and tail. For a moment she thought it was Spectrum turned blue, but the cutie-mark was different: a cloud with a tri colored lightning bolt from it.

"Wait... you're Lady Dash?"

"That's right!" the mare answered proudly, putting a hoof to her chest as she lowered herself to the ground. Something about the mare's demeanor told Clockwork she didn't often deign to stand on the ground very often.

"But... how?" Clockwork asked, turning to look at her own image, "Am I dead?"

"Nah, not yet anyway," the pegasus chuckled as she trotted up beside the shorter mare, "You've been chosen."

Clockwork looked confused, and looked up at the taller pony, her green eyes meeting the lavender eyes of the rainbow maned pony, "Chosen? Like I was chosen for the team?"

"Well..." Rainbow Dash seemed to consider, "Kinda, but kinda not."

"That explains it so well," Clockwork deadpanned.

"Hey, I'm not the egghead of the group! That was Twilight's job," the pegasus objected, fluttering back up off the ground to hover above Clockwork, as if she had so much energy she couldn't stay still for more than a few moments at a time.

"So what do you mean then?"

"I mean you were chosen!" she reiterated, "Princess Luna chose you for that team, but this is a more important team. This is the Elements of Harmony!"

"Wait, what?" Clockwork blinked.

Rainbow Dash grinned, and leaned forward from where she hovered, face to face with Clockwork, "You got picked. I mean, how cool is that?"

"But... how did I get picked?"

"Well, specifically you put yourself in danger not once, not twice, but three times in the past... oh, I dunno... ten minutes to protect your friends; twice for Trixie, and once for my Granddaughter. You've done a lot more, but I think that makes my point. YOU are the new embodiment of Loyalty," Rainbow Dash grinned, crossing her forelegs over her chest as she hovered overhead.

"Me?" Clockwork squeaked, "Are you serious?"

"Yup!"

"Wow...."

"I know, right?!?" the pegasus did a back-flip in the air before landing again by Clockwork.

"What happens to you then?" Clockwork asked softly.

"I dunno," Rainbow Dash shrugged, "Maybe I'll finally get to go to the Summer-lands. I kinda thought that'd happen when I died, but the Elements kept me and the girls together so we could pass them on when the time came."

"Didn't you like... run into a wall or something?" Clockwork asked carefully.

"I DID NOT RUN INTO A WALL!!" the pegasus cried, launching into the air for a moment, "I mean... GAH! You have no idea how much grief I gave Twi and AJ when they got here about that. You'd think they'd know me better than that! But no, they found my body propped against a wall, and thought I'd been caught in a trap."

"So what did happen?" Clockwork asked, sitting on her flank, "Might as well set the record straight."

Dash paused in her irritated looping flight and looked at the mare, "You think that'd work?"

"Couldn't hurt."

"Well... yeah, you gotta point," Rainbow Dash agreed, and flew lower.

"So the girls and I got sent to Detroit city," Rainbow Dash began, "Seems somepony had gotten a word about a warehouse the Imps were hiding in. So the ground team goes in, that's Twilight and AJ, and Fluttershy guards the door to keep any from escaping. That leaves me circling overhead and keeping watch. Honestly, I was starting to get bored."

"About the time I felt like I should just take a nap on a nearby cloud, I spot some incoming. A quick swoop closer and I see that they're a pair of Imp squads, at a full 3 wings apiece. That's like, eighteen Imps! Now I wasn't the Fastest Mare in Equestria for nothing; I could outrun ANYPONY... well, unless they could teleport like Pinkie Pie."

"Anyway, that means I can pretty much hit my infamous Sonic Rainboom any time I wanted to... so I fly at them, and time it so my Rainboom goes off right in the middle of their little formation. BOOM! Shreds 'em all!! ...Or so I thought. Turns out a couple of them still lived, which I see when I start to turn. They're hurt, but the survivors are ignoring me and heading for the warehouse. That's when I notice they're carrying one of those weird glowing gems."

"A bomb?" Clockwork asked softly.

"Yeah, I think so," Rainbow Dash agreed and fluttered her wings, "But I got a problem. Twilight and I studied the effects of keeping the speed up from a Sonic Rainboom a few times. You can't breathe right after hitting one, and going much faster starts to feel like the wind is trying to rip you apart. But the Imps... they were going for my friends."

"So I lower my head and pour on the speed. I'd felt the wind seem like it was trying to rip away your feathers before, but this was like flying through razor sharp icicles; cold and miserable and every movement was like being stabbed by some jagged edge or another. My lungs were starting to burn too, I wasn't getting enough air, but I saw the Imp drop that crystal thing..."

"I poured everything I have into my wings and make a grab for the gem. That's when I did it... the first, last, and ONLY example of a second Sonic Rainboom. Then the shockwave hit the gem, and it exploded at the same time."

"You didn't survive the explosion, did you?"

"No, I didn't," the pegasus said softly, looking oddly melancholy for a moment, "I don't know if it was that second Sonic Rainboom, or the gem's explosion, that pulverized me. It didn't matter, I was dead so fast I didn't even realize it. But I took out the Imps and saved my friends, so that's what counts, right?"

"I think so," Clockwork smiled.

"Well now, Darling, you have certainly seen better days."

The cyan mare groaned softly, not daring yet to open her eyes. Her head pounded in a way she never felt before. She reached a hoof up to touch her head where it hurt... and winced in pain as she found the splintered and bloody stub of her horn.

"Are you just going to lie there?" the voice inquired. The de-horned unicorn fluttered her eyes to look glassily at the mare speaking. A pure

white unicorn with perfectly coiffed purple mane and tail stood looking down at her.

"Let me die in peace, Rarity," the cyan mare moaned, and closed her eyes.

"Oh please, let us not be so melodramatic," Rarity chuckled.

"You can torment me after I've passed."

"Oh stop it, Trixie," the unicorn chided, "You still have plenty of performances left. This is the beginning, not the end."

"I've given everything I can," Trixie said softly, tiredly, "My life is the last thing I have to give."

"That's why I'm here, Darling."

"Huh?" Trixie cracked an eye to look at the mare again.

"Generosity, dear," the unicorn smiled tenderly down at her, "You showed such fantastic generosity these past months. You gifted your time and knowledge, then your protection, to your friends. And then the nastiness with the Nightmare happened, and you were forced to give much more than anypony should ever have to. You gave all you could to keep her from breaking your will. You gave of yourself to try and save Equestria, and in the end, you gave the last thing you could... your Magic. You shattered your own horn to try and stop the Nightmare. These deeds were not done selfishly, or to build your own reputation. They were done for the purest of reasons; to save your friends."

"I don't... I don't understand," Trixie answered softly.

"My dear, did you forget that I was the bearer of the Element of Generosity?" Rarity smiled winningly.

"No, I didn't," Trixie answered hoarsely.

"Then you understand that I am complimenting your generosity?"

"I... I do."

"Then understand this, Trixie," the white coated unicorn said, her voice lilting formally, "You have come a long way from the days when you turned my mane green and filled the streets of Ponyville with fireworks. You have shown generosity in its purest form, and for that I am proud to declare that you are to be the carrier of the Element of Generosity from this day forth."

"M-me?" Trixie squeaked, her eyes going wide.

"Yes, you." Rarity answered, poking Trixie's nose lightly with her hoof, and then made a face, "But I think perhaps a final act from the former Element of Generosity is called for."

"What are you...?" Trixie started, but the unicorn had already closed her eyes, a gentle glow suffusing her horn. The magical energies swirled about Trixie, lifting her from the prone position she had on the floor. She could feel the spell working through her coat and mane, cleaning them and returning them to pristine condition before lowering her to her hooves.

"There we go," Rarity said softly, "But I don't think you need these tacky things anymore." With undisguised disgust the unicorn tugged free the collar and shackles, now a poor fit to the smaller unicorn, and discarded them.

"Thank you," Trixie said softly, "I know it doesn't mean much but..."

"Oh no dear, we're not quite done, but I think everypony should be here for the next step..." she interrupted with an enigmatic smile, and her eyes glanced over Trixie's shoulder. Trixie turned her head slowly, and her eyes widened at what she saw.

Arrayed behind her were the members of her team, plus their analog amongst the original Elements of Harmony, the famous mares that made up "The Six", all of them shoulder to shoulder. Trixie instantly understood the associations she saw, all save one.

"Galaxi?" she asked, looking to Twilight Sparkle.

"Yes," she answered, trotting slowly around Trixie to stand beside Rarity, "The final element, the Element of Magic."

Trixie only smiled, "I think I understand. Galaxi was always stronger than she knew."

Twilight let out a breath she didn't realize she'd been holding (and wondered how a spirit could hold their breath) and smiled, "A final act of generosity that suits your new role."

"No, not a final act," Trixie said softly, "but I am unsure how useful I'll be to the team now."

"First things first there pardner," the orange cowpony said, standing next to Rarity. It was only then that Trixie realized that six ponies had formed a ring around her. Twilight stood before her, Rarity to her right, and Applejack to hers. Pinkie Pie was behind her, then Fluttershy, and finally Rainbow Dash completed the circle. Trixie swallowed nervously for a moment, seeing those she had embarrassed and combated so many years ago standing before her.

"Yes, I need to... I WANT to, ask your forgiveness. I treated you ponies poorly in the past, humiliating you and tormenting you every step," Trixie said softly, shoring up her confidence as she looked at each face in the circle, tears welling in her eyes, "I was a misguided foal. It wasn't until I made my own friends, found a REASON to fight, that I understood. Trixie only wanted fame... as Tome I found purpose."

"Trixie," Twilight said softly, her voice gentle as she looked back into the cyan mare's eyes, "We know. We saw you every time you approached our statues, every time you broke down in tears thinking you would never have this opportunity."

"As such, we have a few... final acts of our own to carry out," Rarity continued.

"You were a right pain in the flank back then, Trixie, but ya done gone straight," Applejack added.

"You found a reason to smile that didn't involve hurting anypony!" Pinkie cheered.

"And... um... you learned to accept the kindness of others without taking it for granted, or viewing it as weakness," Fluttershy managed to squeak out.

"Yeah. You did some pretty awesome things since you got your head on straight," Rainbow Dash finished up, "I mean, standing up to my son like that... that was awesome."

"Trixie," Twilight Sparkle intoned, her voice taking on a sudden formality that pulled everypony's eyes to her, "We, The Six, present you with two final gifts."

"G-gifts?" Trixie asked, confused. Her eyes widened when she saw each of the Six dip their heads and focus their attention, a glow forming on Twilight's horn. A small bit of energy seemed to leave each of the ponies, focusing on that glow, which swirled around in a lazy spiral. Twilight's horn glowed even brighter as the twisting light slowly moved forward, lighting on Trixie's brow. Trixie ducked her head and closed her eyes, unsure what to expect, but gentle warmth filled her body. When she opened her eyes, they widened at what she saw...

There, on her brow, was a magnificent spiral horn of pure silver. The colors of the rainbow chased over it for a moment as it slowly altered itself to the size of the unicorn who now wore it. But the silver color remained, with a small splash of it on her forehead as a base.

"Trixie," Twilight said softly, pulling the astounded mare's eyes from the newly grown horn, "We forgive you. You may hold your head high knowing that we bear no grudge against you."

"I... I..." Trixie stammered, overwhelmed. Her face was open, jaw hanging slack, and her eyes filled with tears of relief. To Trixie, it was as if a great weight had been lifted from her soul, "T-thank you."

"GROUP HUG!!" Pinkie cried, and leapt onto Trixie's back, followed by the laughing spirits of "The Six". After a moment, the other mares present (and gryphoness) decided to join in as well.

"I see things are progressing better than I expected," intoned a new voice.

"Princess Celestia!" Twilight cried, and the group hug broke up as both sets of mares bowed to the Princess. The only pony that didn't dashed to her mentor, neck hugging her warmly.

"Hello Twilight," Celestia answered with a sad smile, "Rainbow Dash, Applejack, Pinkie Pie, Rarity, and Fluttershy. I suspected the Elements had borrowed your souls for one final act. It is so wonderful to see you again, and looking so young."

"I expected Princess Luna to be here as well," Rarity said softly, looking about curiously.

"I fear not," Celestia said sadly, "She lies unconscious from the battle. She will be sorely disappointed to have missed this."

"It's time for us to finally move on, isn't it Princess?" Twilight asked softly.

"I am afraid so," Celestia answered, struggling to hide the tears in her eyes, "It is time to say your last goodbyes."

Rainbow Dash was the first to move, quickly catching her granddaughter in a tight hug, "You made me proud Rainbow Star. Now you go kick that Nightmare's flank, hear me?"

"I will, I promise," Rainbow Star answered softly.

Clockwork was surprised when she was approached by Applejack and Rarity, both with the same question.

"Your sisters are doing fine," she answered with a smile, "Sweetie Belle has a grandfoal named Tempo who she suspects might be a special. Apple Bloom is still kicking, though she didn't mention a family to me."

"Ah, Bloom'll get along jus' fine," Applejack nodded.

"If you could just keep an eye on them," Rarity asked softly and patted Clockwork's shoulder, "we would very much appreciate it."

Clockwork nodded to the two mares, watching their retreat. She was surprised to find Rainbow Star sidling up beside her, and turned to find herself face to face with Lady Sparkle.

"Clockwork Key, Rainbow Star, I'm sorry I couldn't be there as much as I wanted to. In a sense, you were destined to be sisters, of a sort," she offered with an unsure smile, "I hope you both know I never wanted to slight you on time or access to me. I honestly didn't know about any of this prior to my passing and the wheels had been put in motion. I should have brought you together sooner. I should have been there more for you. I should have..."

"Regrets will get us nowhere," Star answered with a smile.

"Besides, we're friends now," Clockwork pointed out, "And that's what is important."

"You have nothing to feel guilty about," Rainbow Star continued, "You did all you could, and I was proud to have known you."

Clockwork brushed a tear away and forced a smile, "You did everything you could have. It's our turn to give it a shot..."

Twilight looked between the two mares, and smiled, leaning close to hug them tightly for several long moments. When she pulled back, her eyes were misty, and seemed about to say something before deciding better of it. Instead she gave them each another quick hug, and trotted over to her friends.

"Now you gals better kick that Nightmare's flank, y'hear?!" Applejack called.

"Yes ma'am." Spectrum answered, her team forming up by her.

"Princess, we're ready," Twilight told Celestia, smiling sadly.

"Tell Spike I'm sorry," Celestia said softly, pausing to nuzzle the unicorn's brow in a tender, almost motherly, fashion.

"I will."

"Goodbye, my little ponies," the Princess answered, tears working their way down her face as her horn glowed a delicate gold unlike anything the mares had seen before. The forms of "The Six" slowly became less distinct, as if they were fading away, small wisps of light in rainbows of color swirling from them and into the ether.

"Oh cool! That looks like--" Pinkie Pie's voice cried, fading before she finished the thought, leaving the remaining ponies in silence.

"Are you crying?" Flourish teased, breaking the silence with a poke at the gryphon.

"No," Filigree growled, turning away, "I just had something in my eye."

"My little ponies," Celestia interrupted, a motherly smile upon her features, "It seems you have truly earned the blessings that my sister hoped you would. Now is the time to use them."

"How do we do that?" Spectrum asked.

"You will know shortly. I will gather your spirits and convey them back to the land of the living," Celestia said, her voice hardening, "We still have the Nightmare to defeat."

The group of mares looked to each other for a long moment, then back to the Princess. Spectrum stepped forward, her amber eyes hard.

"We're ready Princess."

"Is that the best you've got, Celestia?!?"

The Nightmare flung her wings wide and screeched to the sky. Across the room, standing protectively before her sister, Celestia smiled serenely.

"You have lost already," Celestia intoned as the portal behind her collapsed.

"Your ponies are split up, the portal is no more!! No pony will rescue you now!!" Nightmare taunted.

"No," Celestia offered, and her horn glowed brightly, "Because I will bring them here myself."

"NO!!" The darkened form of the Nightmare launched at the Princess, only to crash into a wave of magic and heat that pushed her back.

"It is too late to stop," Celestia said, and spread her wings wide. There, arrayed before her, were four ponies and a gryphon. They stood stock still, their eyes closed, almost like statues.

"These aren't the Elements!" the Nightmare laughed.

"Oh, but they are," Celestia smiled, and then her voice took on an ethereal tone...

"THE ELEMENT OF LAUGHTER!"

Flourish's eyes parted, the red glow of her eyes washing over the room. About her neck, a pale red jewel with the symbol of the rapier embedded within a broad golden necklace materialized.

"THE ELEMENT OF HONESTY!"

The gryphon's eyes opened, suffusing the room in a bright orange glow, joining the red. About her neck, a golden necklace formed, and a symbol of flared wings formed the symbol of her element in fiery orange.

"THE ELEMENT OF KINDNESS!"

Spectrum's eyes opened, the yellow color of the light shining from them mixing with the other's colors. About her neck, a golden necklace formed as well, an amber five pointed star resting at its crest.

"THE ELEMENT OF LOYALTY!"

Clockwork Key's eyes parted, but unlike her peers, the green glow covered her entire body, flowing over her as it took form. Angular pieces formed, as the armour she crafted materialized about her, humming with power as a single gem of bright green set embedded within the neck of the armour in the shape of a winding key.

"THE ELEMENT OF GENEROSITY!"

Trixie's eyes opened, the blue glow suffusing the room with her team's. About her neck, almost as if to parody the collar the Nightmare had placed upon her, a golden necklace formed with a magic wand shaped gem in sky blue at its center.

The Nightmare used a wing to shield herself against the light, but it held no power against her. She growled, then threw her wings wide, taunting the Princess, "You failed! Where is the final element?!?"

"Right here," Celestia stated, and stepped to one side, revealing the small form of Galaxi.

"THE ELEMENT OF MAGIC!"

Galaxi's eyes parted, and the final color of the rainbow, purple, flooded into the room. A Tiara of gold formed upon her brow, with a hanging purple gem that covered the "star" on her forehead perfectly, the glow of both gem and her eyes matching as the mares began to float.

"NO!!" the Nightmare cried, and launched herself physically at the collected mares, only to be met by Celestia. The Princess forced the Nightmare back, smiling serenely.

"You have one final chance to repent," Celestia stated.

"You are a foal!!" Nightmare cried, and found herself pushed back into the nearest wall.

"Then it ends here."

The rainbow colors that suffused the room seemed to take shape, coalescing and cocooning the Nightmare, who clawed and shrieked at it futilely.

"Finish it," Celestia ordered.

A blinding white light flashed from the element bearers, launching itself towards the Imp known as the Nightmare, burying her in the pure light of friendship... of love.

Not a sound was heard for several moments, only the visual majesty of the Element's assault upon the Nightmare. The very thing that had cured and freed Luna from the very entity they now attacked... that they now eliminated.

"It is done," Celestia intoned softly, and turned her back on the Nightmare.

"**FOAL!!!**" Nightmare shrieked, her voice reverberating with impossible power. Celestia whirled back around, her eyes narrowing as she saw a single clawed hand carve through the rainbow surrounding her, causing a backlash that knocked the six ponies on their flanks.

"**Did you think I would not be prepared for this?**" the Nightmare demanded, as she revealed herself in all her glory. She had grown a number of feet and her black coat of the night sky had deepened to an inky black. From her head she now sported a mane of ethereal stars that resembled her former glory of Nightmare Moon. Even the purple accents on her body had somehow returned, "**There was a REASON I adopted and became the ugly form of these accursed Imps! They FEED on Magic! Your pathetic Elements of Harmony have only MADE ME STRONGER!!**"

Celestia's eyes widened. She had worked behind the scenes for so long that she had almost forgotten what it was like to be taken off guard.

She frowned as the new element bearers roused themselves from their failed attempt to end the Nightmare.

"To me," Celestia ordered, "This fight is not yet concluded."

The group of mares recovered as quickly as they could, forming up around the Princess of the Sun. The Imp only grinned at the sight, her baleful eyes narrowing at those who dared to defy her power. She finally let out a roar that could be heard across the entirety of Canterlot...

"Taste the true power of the NIGHTMARE!!!"

Chapter 21

The Final Solution

Focus.

She tried to focus, but it was becoming steadily more difficult. The sharp pains in her body reminded her that she was still alive; death wouldn't hurt so much. The mare clenched her eyes shut for a moment, then forced them open again, looking over the individuals that filled the throne-room about her.

The Nightmare looked almost majestic standing in the maelstrom of activity, despite the aura of anger and hatred that poured from her. She stood nearly fifteen feet tall now, easily towering over even Princess Celestia, a feat she seemed to take a perverse pleasure in. Her skin was an inky blue/black color that seemed to drink in all light, turning her into a walking black hole. She was still an imp, emaciated in appearance, but sinewy muscles stood out in relief on an obviously feminine form. Silver armour contrasted the dark skin, catching and reflecting all light with an ethereal glow as it sheathed her calves and forearms as well as a crest over her shoulders and chest. A helm of matching metal covered most of her brow, a worked metal unicorn horn protruding from it to remind everypony who she was. Her ethereal mane had returned with her newfound power, billowing like a living star-field, following her every whim and desire with only a thought.

Every capable pony in the room was focused on this being of malevolence, seemingly to no avail. A white coated pegasus with a rainbow mane lead a trio of melee combatants against the vile monstrosity, her hooves lancing out to impact the seemingly impenetrable armour with ringing blows. Her only adornment was a golden necklace with a yellow star gem placed at its front, not that it seemed to be helping Spectrum much.

Supporting this pony was a powerful gryphoness, with tawny fur contrasted by snowy white feathers, and a golden necklace with a bright orange gem in the shape of flared wings. Her wings seemed dipped in

chrome, which she used to turn aside yet another crushing blow from the Nightmare. Still, the blow sent Steelwing reeling until into a nearby wall. She only barely saw the follow-up attack in time to launch herself bodily over it and valiantly, if vainly, launched a counter attack.

The third combatant of the melee trio danced forward in bursts of pink clouds, making her erratic progress nearly impossible to follow. Her grey coat made her sometimes difficult to see, but the mare's dyed mane and tail of streaked pink in addition to the glowing red gem at the crest of her necklace made it a far easier task. Easily the most elusive of the trio, her body continually twisted and teleported all over, her glowing horn slicing open the skin of the vile monstrosity that dominated the tableau. Unfortunately, Flourish's efforts were in vain, the cuts her horn made healed almost the instant she finished making them.

Another trio formed a ranged assault group, of which a cyan mare stood at the forefront of. Her silver mane and tail fluttered about her, her only attire the golden necklace with the soft blue gem at its crest. Her silver horn shone brightly with the spells she wove to assault the Nightmare, and yet Tome (for that is the only name she knew this new mare by) was as unsuccessful as her peers.

Above flew an armoured pony, emerald green and gold plates glinting in the light, and their angled structure gave the armour a fierce appearance. A quartet of blue-white wings fluttered over her back, much resembling her namesake, as energy lanced from Dragonfly's hooves. At the neck of the armour, a single emerald gem rested, shaped like the winder key of a clock.

The final member of this group stood watch over the downed figure of Princess Luna. Despite her usual bodysuit, one could easily see her white coat and sea-green mane and tail, the hood of her bodysuit pooling at the back of her neck. A golden tiara rested on her brow, the purple gem at its crest hanging down with a chain to rest right upon the star-shaped mark on the mare's forehead. The rest of her form was covered by a purple bodysuit with white accents, which flexed with the pony's motions as she protected the mares about her to the best of her abilities, an effort that was quickly exhausting Galaxi.

Between these two groups stood the remaining Princess, her gleaming white coat smudged from the long hours of combat. She was tired, and it showed, her ethereal mane of multiple colors was starting to wane and dull in the face of the constant assault. But the Alicorn did not allow herself falter. Her horn glowed with yet another magical assault, but the solution to this "problem" seemed to lie just beyond Princess Celestia's grasp.

Of the others present in this room, few were players of consequence to this scene anymore. Princess Luna laid unconscious, a pool of lavender and silver, her weakness to the Nightmare and her minions exploited and abused to remove her from the battle early on. Royal Guards of both stripes lie strewn about the room, many of them hurt quite badly, and many more had perished in the battle. The Nightmare had simply been too much for them.

Of course there was the pony who made all these observations, desperately struggling through her weakness to focus upon the battle. The forgotten mare it seemed, left against the wall of the throne room in a tangled heap of her own limbs and mane, wings splayed at awkward angles. Her fire had gone out, and every effort to relight it met with failure. Her fire red coat and blonde mane all seemed to run together in her eyes, like a flame that was burning out. She shivered visibly for a moment, feeling cold... she couldn't remember ever feeling cold before; she was the mare of fire after all. She could control and generate heat at will, draw it from any source, and yet... she felt cold.

She almost didn't notice it when the world about her seemed to slow to a crawl. Forms caught in mid-air, their motions grinding to a stop before her eyes. Her breath rasped as she struggled to make sense of this phenomenon.

"I am sorry Ember Spark," a voice said softly, and the mare's eyes looked up at the silvery form of Princess Celestia. She seemed to be in two places, the Princess that stood opposed to the Nightmare, and the Princess that stood before her.

"I... I'm dying, aren't I?" Ember Spark asked softly.

"Yes."

The mare tried to laugh, but only managed to cough up blood. She spat it weakly to the side and rested her head on the floor, "What happens now?"

"You have earned your final reward," Celestia answered, "For all your flaws, you tried hard to do the right thing. In the end... you gave your life to protect Luna; she would have died had you not intervened."

"Will... will we win?" she asked, but saw the uncertainty in the Princess' eyes.

"We will fight with all we have."

"Maybe," Pyre coughed, "Maybe I should've gone with them. It might've changed all this."

"Do not say that, Ember Spark," Celestia said softly, "You have nothing to regret. You are a hero; you will be welcome in the Summerlands."

Pyre nodded weakly, "A dead hero is still dead," she tried to joke, her body shivering as she coughed out a laugh, "I'm so... so cold." To her surprise, she felt Celestia lower herself down by her side, folding a wing over her like a blanket. Pyre leaned against her, taking comfort in the warmth she radiated, even if it didn't chase away the chill seeping through her.

"It is time," Celestia finally said after long minutes.

"I'm scared," Ember Spark answered softly.

"I am here for you, there is no need to be frightened," the Princess whispered, and her horn began to glow a lovely golden light.

"Give 'er hell, Princess,"

The Princess didn't respond, only watched over the small form as it released its final, shuddering, breath. A single tear ran down Celestia's face as she dipped her head, "I promise, my little pony..."

"...you will never be cold again."

"MOVE!!"

The command, shouted by somepony, came mere milliseconds before the Nightmare unleashed her spell. Her clawed hand swept upward from the floor, drawing forth a crystalline wave that crashed through the ground in an attempt to impale everypony along the line it was cast. The warning had come just in time for Galaxi to telekinetically grab the unconscious Princess Luna and yank her out of the line of fire. Nopony batted an eye as the thrones were splintered by the spell; there were more important things to worry about.

"FOALS!!" the Nightmare boomed, **"Surrender and I will offer you quick deaths!!"**

"Does she really think that will work?" Flourish couldn't help but ask.

"Probably," Spectrum answered as she ducked away from a descending claw.

"It's an out of control ego," Tome called as she fired a barrage of arcane missiles into the open side of the queen imp, "Tome recognizes it from her own misspent youth."

"Y'know, that explains an awful lot," Flourish joked, and vanished before the Nightmare could catch her.

"You ponies are surprisingly calm and jocular for such a dire moment," Celestia noted, her own barrage of flames garnering no more response than the other attacks.

"We're just laughing in the face of death, Princess," Flourish put in as she set through a rapid pattern of teleports, only to get caught with a backhand from the Nightmare.

"Gotcha!" Galaxi called, and caught the mare telekinetically.

"Thanks G!" Flourish called, and teleported back into the fray.

"If we are to die," Steelwing noted as she attacked the Nightmare's leg, the bladed edge of her wing skittering harmlessly across the surface, "We will not flinch."

"Gallows humor," Dragonfly clarified.

"I see," Celestia answered.

"It's a way of coping with a bad situation, Princess," Spectrum chimed in, "Steelwing, with me!"

At the call, the rainbow maned pony dashed forward with the steel winged gryphon. Both came in low, using a barrage from Tome and Dragonfly as cover, and each gripped one of the Nightmare's legs at the calf. Using their combined strength, they yanked on her lower legs, trying to spill the Imp on the floor. Unfortunately, the Nightmare was smart enough to anticipate this, and dug her foot claws into the ground. Having thus steadied herself, she brought a harsh claw down on the back of Spectrum, pinning her to the floor.

"Spectrum!" Galaxi cried, even as Steelwing swung away from the Nightmare to try and snatch up the pony, only to find the living mane of the Nightmare intercepting her. With a laugh, the Nightmare flung Steelwing aside before looking down at Spectrum, putting more of her weight on the pony to hold her in place.

"Now you will suffer!!" Nightmare screamed, magic gathering in her free hand as she prepared to smite the rainbow hued mare trapped beneath the other clawed hand. Immediately Flourish went into action, only to find herself slapped away as well. Galaxi and Tome tried together to push the Nightmare back, but the Imp only laughed at them, physically swatting away the attempts away with a derisive gesture. Even Celestia dove forward at the Nightmare, only to be met by a sudden wave of cold that clashed against her flames. Her celestial fire sputtered and seemed about to go out against the bone chilling cold from the Nightmare.

"Now she dies!!" the Imp screamed, and her hand steadied, pointing the spell downwards at the helpless mare, who could only look up with wide eyes.

Blue-white bolts slammed into the out-thrust arm, rocking the Nightmare back and causing her spell to misfire harmlessly. Spectrum quickly rolled away, catching her hooves and the air only seconds later.

"You sure took your time," Spectrum panted as she looked up at Dragonfly, "Thanks for the save."

"I think I've found a weakness," the armour-clad mare said through the mental link, transferring the conversation there for privacy, "I'm not sure how much use it'll be though."

"What've you got?" Flourish asked.

"Magic seems to be useless against her," Dragonfly said, "However; she's weak to technological sources. She's been flinching and dodging my plasma blasts this entire fight, while taking everything everypony else can dish out without even flinching."

"Wait, that means...?"

"Exactly," Dragonfly sucked in a breath, "She's basically immune to everypony, even Celestia... except me."

"Then we have our work cut out for us," Celestia intoned.

"The Princess is right," Spectrum put in, "Steelwing, Flourish, spread out. Tome, pour on the firepower... We're covering for Dragonfly."

"How cute," the Nightmare smirked as her thoughts boomed across the mental link, **"You ponies think I cannot hear your little mental communications... Really Celestia, I'd have thought that you would have realized by now that the Imps use psychic impressions to communicate."**

"No, I did not," Celestia admitted aloud, "I was under the impression they had a verbal language."

"No, they jabber! They don't SAY anything! That's why they are so fascinated with pony words! Their communication is done entirely with psychic impressions while they make jabbering noises at each other. How ELSE do you think they could communicate in the Deeper Dark?" the Nightmare cackled, **"It is such sweet irony. Your technological system was far more secure than your pathetic psychic network, and yet you--"**

A series of blue white explosions rocked the Imp along her left side, "...and yet you stood there gloating and made a target of yourself."

"DIE FOAL!!"

Clockwork Key let out a yelp and powered away from a series of blasts that chased her about the room. The armoured mare found herself in the middle of a shooting gallery, and the Nightmare was a damned good shot. Blast after blast filled the air, most of them just barely missing her as she hurtled about the throne room, making herself as evasive a target as possible.

"You expect to be a threat to ME?!?" the Nightmare laughed, **"You are just another insect-- OW!"**

Steelwing grinned where she stood. Her wings were arched before her, acting as a shield against the last attacks, where she had withstood the shots intended for her teammate. This allowed Dragonfly to use the gryphon for protection, and launch a counter-attack.

"Form up!" Spectrum called, "Three Pony alicorn formation. Dragonfly, in the saddle. Steelwing, you're on the horn. Princess, with all due respect, take one wing. Galaxi, you're on the other wing. Flourish, you and I are on distraction duty. Tome, keep Princess Luna safe. Let's move!"

Flourish was the first to respond, literally appearing before the Nightmare's face, where she began to rapidly flicker... or so it seemed. It was a trick Flourish never expected to find a practical use for, teleporting in place to generate as much of her pink smoke as possible. Usually her smoke dissipates quickly, but so long as she kept doing it she could create a blinding fogbank, as the Nightmare quickly realized.

Spectrum acted next, dashing forward and between the Nightmare's legs. She barely paused before bucking the back of one leg to force the Nightmare to one knee.

Princess Celestia found it mildly amusing to have been pulled into a formation usually used to protect her, but understood the necessity. She and Galaxi immediately had shield spells/abilities ready while Steelwing hunkered down before them both, her eyes gleaming with anticipation. Finally, nestled in the "saddle", was Dragonfly, who reared back and fired a concentrated blast right into the Nightmare's chest.

"She's down!!" Tome cried from the back, and with a crash, the monstrous Nightmare landed flat on her back.

"Be wary," Celestia warned, "She has only been felled, not defeated."

"Now you foals are making me ANGRY!!" the Nightmare boomed, and slammed both of her hand/claws into the floor. In response the marble heaved upwards beneath the group of ponies, launching the foursome into the air. Celestia recovered easily as she had only been pushed to one side, but Galaxi was sent tumbling end over end the opposite direction, caught by one of Tome's spells before she could hit the floor. Steelwing was launched forward, which she turned into a looping glide to recover.

Dragonfly, however, was the focus of the attack. She found herself launched straight upwards, her systems unable to compensate quickly enough to prevent slamming bodily into and through the dome of the throne room. Clockwork struggled to shake the stars out of her eyes when she crashed into a new obstacle, one she hadn't considered... the magic globe surrounding the castle.

System warnings shouted at her as she started to fall again. Severe damage, her eyes skimmed... then to her horror realized that the dual strikes to her back had taken her flight surfaces, her wings, offline. That was bad... VERY bad.

"I need help here!" she called out as she plummeted back down into the throne room.

"I'll catch you," the dark voice laughed, and the armoured mare's plummet was stopped suddenly and painfully by a heavy claw clasp about her chest, **"That's the sad thing about the gadgets these days... They always break at the worst possible moment."**

Dragonfly let out a scream as the oversized imp began to crush her armour, her legs splaying each direction. She was dimly aware of her friend's attempts to rescue her, to no avail; the Nightmare was immune to all of their abilities. Super strong, super fast, and able to absorb magic... it just didn't seem fair! Now she had the only technological pony in her clutches, who she was content to torment and kill at her leisure.

"C-can't give... up..." Clockwork stammered, hissing her breath as she lifted a leg and pointed it at the Nightmare, the plasma ejector glowing brightly. The demon-like Nightmare grinned back at her, before reaching out to grip her foreleg and point it forcibly at her friends, turning the mare away in the process.

"I want you to watch..." the Nightmare growled, **"I want you to see how hopeless your friends are with you out of the picture."**

"You've forgotten something," Clockwork hissed painfully.

"What's that?" she asked patronizingly. Rather than answer immediately, Dragonfly acted on her flash of inspiration, and activated the armour's high-speed flight mode. The sound of the jet sliding into place caused the mare to grin. It was, after all, facing right at the gloating Nightmare's face.

"I ain't a one trick pony," Clockwork growled, and triggered the jet.

The Nightmare's shriek was loud enough to shatter glass, and the force of the engine was enough to send the Nightmare and Dragonfly hurtling in opposite directions, even if gravity quickly ensured both of them ended up quite firmly on the ground. The Nightmare scrabbled at her face with her claws, smoke lifting into the air as she landed hard against the wall of the dome. Meanwhile, Dragonfly had launched herself halfway across

the throne room before skidding along the ground and painfully up the dais stairs before she could cut the engine cut off.

Celestia and Galaxi were quickly by her side, helping her to her feet. The mare was hurt, her suit screaming all sorts of warnings to her, but she was thankful to be alive.

"You got any other bright ideas?" Galaxi asked jokingly.

"No... I think I'm out," Dragonfly wheezed, "The armour is about done in and so am I. Low power, over half the systems are offline, and system integrity has been severely compromised."

"Do you still have that last emitter in the helm?" Galaxi asked, her eyes gleaming.

"Of course, but what good will...?"

"Leave that to me," Galaxi said with a smile, "Princess, we need to trigger the Elements attack again."

"That only made her stronger last time," Celestia answered.

"I have an idea to handle that," Galaxi grinned, "I just need to change the order the girls all stood in, and redirect the flow of magic."

Celestia looked confused, "If not at the Nightmare, then to whom?"

"Clockwork," Galaxi motioned, "or more specifically, her armour."

"I don't know if the suit can handle it," Clockwork said, but looking at her friend's determined face she couldn't help but smile, "Guess we'll find out."

"Very well," Celestia agreed, "But you must be quick. Nightmare will recover shortly. Team, line up as you were when I brought you here!" The mares scrambled up the dais to line up along the edge in the same order they remembered from before.

"I'LL MAKE YOU PAY FOR THAT!" the Nightmare screamed, pushing herself back to her feet, still covering her face with one hand.

"Cash or credit?" Flourish called back, only to get a series of bewildered stares from the other ponies present, "What? I've always wanted to say that..."

"Good luck, Galaxi, I will run interference," Celestia interrupted, and turned to dash at the still recovering Nightmare.

The blind mare nodded, and closed her eyes, gathering her energy, "Dragonfly, Steelwing, swap places. I need Clockwork at point."

The mares looked at each other nervously and shrugged. Dragonfly limped the damaged armour into place at the center, and the mares looked at each other, then back to Galaxi, curiously.

"Now... the spark," Galaxi breathed, and closed her eyes.

"Did you think to take me alone?!?" Nightmare cried, and lashed out another claw. Still blinded by Dragonfly's unexpected attack, Celestia was finding it much easier to avoid the lashing claws, and competently able to counterstrike with her horn. Unfortunately her attacks were doing no permanent damage she could see.

"You are blinded, Nightmare," Celestia stated, and ducked under another lashed claw, "You cannot win. I only wish to show you mercy, if you would only accept it."

"Mercy is for the WEAK! I WILL NOT LOSE!!" the Imp screamed and lunged blindly at the Alicorn, catching her flank with a claw and ruining the pure white coat with blood. Celestia gave a cry and stumbled as her leg gave out, then quickly healed herself from the blow.

"Yet you are," Celestia answered, dancing out of range of the Nightmare again, "You are wounded and blinded, fighting a losing battle in the dark."

"Did you not just heal yourself?" the Nightmare demanded, **"Do you not think I can do the same?!?"**

"No, I don't," Celestia answered, "Healing magic takes kindness. That is something you do not have."

The Nightmare pulled her hand away from her face, grinning maniacally as her lidless eyes bored into Celestia from amidst the bloody tapestry that was her slowly healing face, **"Then you are a blind foal!"**

Celestia ducked her head forward, and with a sudden exhalation of breath, literally spat fire into the Nightmare's face. She followed it with a sweep of her flaming wings, protecting herself from the Nightmare's counterattack, "Now we are both blind."

The nightmare reeled back, and let out another scream as she stumbled. Then she began to laugh, her hand slowly lowering away from her face, all wounds healed fully.

"You really are a foal," Nightmare grinned, **"Your magic only healed me."**

"Or maybe I'm just a distraction," Celestia grinned, and with quick glow of her horn, she teleported out of range. Nightmare's eyes grew wide as she cast about for something that might hurt her. So insistent was she in looking, she almost missed the rainbow colors swirling about the room, and the glowing sources of those colors.

"Well, this is a surprise," Nightmare sneered as she stood up fully, looking at the ponies, **"You've given up and decided to make me even MORE powerful!"**

"No, we haven't," Galaxi answered in an ethereal voice, and the colors began to solidify about the Nightmare. The Imp grinned and spread her arms wide, letting it swirl and tighten about her.

"Then I'll simply drink what you offer and kill you all for your foalishness," the Nightmare laughed as she watched the group, the Elements of Harmony, float into the air before the new bearer of the Element of Magic. The irony was delicious; she remembered seeing the

original Elements of Harmony like that, right before they severed her from Luna. Now, that same magic would insure her victory!

Finally the Elements seemed ready, but to Nightmare's surprise, neither the beam of the rainbow, nor the blinding white light, came for her...

It went for the pony in the mechanical suit.

Clockwork let out a cry as the energy lanced through her, mystic fire spreading over her entire body like a million white-hot coals. The magic spread and flowed out over her form, then along her armour. Rents began to repair, scuffs in the armour slowly vanished, and broken systems came back online. Her wings flared brightly as they reappeared with a triumphant glow, the magic healing the Dragonfly armour fully.

A new read-out drew Clockwork's eyes, something she'd never seen before. It was a rainbow hued gauge that slowly filled, but with no apparent designation, prominently shown in the center of her display. Her form trembled as the energy continued to pump into her, but her eyes remained locked on this new progress bar, as if she could will it to fill more quickly.

"Enough of this." Nightmare stated, but found herself held fast by the rainbow. Her arms were locked in the wide pose she'd adopted, a pose that gave her almost no leverage. The monstrous Imp began to struggle in earnest as she realized there was a problem, straining against the rainbow bonds that held her.

The gauge continued to climb... Seventy... Eighty... Ninety...

"You have one final chance for redemption, Nightmare," Galaxi intoned, her body trembling with the continued outpouring of energy into her ally.

"FOAL!" the Nightmare screamed, and with one final wrench of her body, she yanked at the rainbow, tearing her limbs free with a shattering sound, **"You. Will. Die. NOW!"**

"No more chances," came Dragonfly's voice this time, and the glowing armoured pony lifted her head up. Nightmare stalked forward,

reaching for the mare even as a new sound was heard, the wrenching clunk of a little used mechanism falling open. To the Nightmare's astonishment, the "mouth" of the mare's helmet had swung open, and there at the base a plasma emitter blazed with power.

"No..." Nightmare breathed, her eyes widening as she clutched for the mare.

Dragonfly answered with a rainbow beam that shot forth from the emitter; the magic of friendship converted to a blast of pure technological science. The Nightmare's ability to absorb magic was worthless against it, but she tried anyway. She found her body starting to burn and boil, the pain searing through her in a way that far exceeded what she had ever known.

"NOOOOOOooooooooooooo....."

Darkness flashed from within the beam, and the Nightmare was gone. Only the rainbow colored beam remained as it bore through to the wall, where a silhouette of the Nightmare was imprinted.

Five mares and a gryphon fell to the floor, exhaustion claiming them all.

"Stop fidgeting already!"

"Are you almost done?" the mare complained, shaking out her mane.

"There, now I am," Tome declared as she stepped back to look over her handiwork, "It's a good material for you, really brings out your eyes."

Clockwork grimaced as she looked at the shimmering bodysuit she wore. It matched the one Tome had given her before, but while that suit had been a rubberized material well suited for use with her armour, this suit was flimsy and thin. It was made of an iridescent green material that glittered and captured the light, with gold touches highlighting it. The collar had been replaced with a mock-up of the necklace for the Element of Loyalty, matching the necklaces her other teammates were wearing.

"It feels like I'm wearing nothing at all..."

"It's supposed to," Tome smiled, "Nylon blend like that should be light and form flattering. It's not very practical for 'real' work, but perfectly suitable for a ceremony. Besides, it shows off your flank."

"I feel ridiculous," Clockwork scowled, hiding a blush.

"You don't look any more ridiculous than I do," a new voice asserted, and Galaxi stepped into the room. She was adorned in her traditional purple bodysuit with white chasing, but Clockwork could see hers was made of similar material from the way it glittered in the light.

"See? Galaxi thinks you look fine, Clockwork," the cyan mare smiled, "Tome does too."

"You're still not comfortable calling yourself by your real name, Trixie?" Clockwork asked softly, changing the subject.

The mare in question looked away, "'The Six' may have forgiven me, but I have a long ways to go before I have forgiven myself."

"We're here if you need an ear to bend," Clockwork smiled, lightly hugging the cyan mare.

"Thank you, Tome will... I will remember that," she answered, smiling gently.

A knock came at the door, followed by the head of a dark colored Alicorn, "I hope I'm not interrupting?"

"Not at all Princess," Trixie said, as the trio bowed to the entering Alicorn, "Tome should be heading out to get dressed herself."

"I'll help," Galaxi called, and followed the other mare out the door, leaving the pair alone in the room.

"She's recovered far more quickly than I expected," Luna said softly.

"She still has nightmares," Clockwork answered, "She hasn't been able to sleep alone since we returned; Galaxi and I have to stay with her every night."

"One cannot expect horrors such as the Nightmare visited upon her to vanish overnight," the Princess sighed and shook her head, "At least she was rescued and is back amongst friends now, as well as getting the counseling she desperately needs. It's almost poetic that the recognition she so craved when she was younger only came to her when she gave up her ambitions for greatness."

"I would have said 'ironic'," the green suited mare joked.

"Speaking of ironies," Luna said awkwardly, "I feel the need to apologize to you, now that things have settled down."

"Princess?"

"I made a mistake, one that nearly undermined everything I was trying to do, and I did it for the sake of political expediency," Luna sighed, "I should not have removed you from the team after your conflict with Ultrapony. He was in the wrong, and I knew he was in the wrong. Against even Celestia's council I opted to try and preserve the Agency's poor image by punishing both of you for the infraction. That was one of the reasons Celestia was so quick to snap you up for that mission to the north. She hoped, correctly I might add, that the furor would die down in the meantime and she could convince me to reverse my decision."

"Your acts in just this past week have proven I could not have been more wrong. Ultrapony may have been the most popular Agent we have ever known, but he was also at fault. Rather than trying to preserve the Agency's image, I should have stood by your side."

"In the end, Princess, it worked out," Clockwork pointed out, "It may have, ironically, saved all our lives by making me available when you needed an outside member during the attack on Appleloosa."

Luna smiled thinly, "I understand how it worked out, Clockwork Key, but I still acted improperly. I hope you can accept my apology."

"Gladly, Princess. When it first happened I was angry and bitter about it but... I got past it thanks to Skillet and Galaxi," the mare smiled, "But out of curiosity, what DID happen to Ultrapony?"

"We don't know yet," Luna answered, "In all honesty, with the threat of Nightmare no longer hovering over our heads, I hoped you might assist in tracking him down. If only so we can be sure of his fate and keep tabs on him; he is far too powerful for us to allow to turn on us."

"What about the Nightmare?"

"No sign of her," Luna said softly, "My sister and I are hopeful she has been permanently eliminated. In the days since her defeat, I have sent agents to her moon base. Much to our surprise, not all the Imps were hostile to us; more than a few wished a 'return' to their old lives. While we have no plans to integrate them into Equestrian life at this point, Celestia and I are allowing them to currently reside on the moon while we try to cleanse them of the dark magicks that Nightmare used to alter them. I fear it may not be possible to purify them all; only one who wants to be cleansed can have the taint removed."

"Filigree would probably point out that it is difficult to cease being a warrior," Clockwork smiled.

"At least we won't have to worry about a never-ending supply of Imps," Luna smiled, "That, in itself, is a relief."

"So the Agency no longer has a purpose?" Clockwork frowned.

"No, the Agency still has purpose, at least for now," Luna stated firmly, "There are still a lot of Imps here in Equestria to clean up, and not all the Imps still on the moon are peaceful. While we rounded up those that were openly aggressive, it is very possible there may be more subversive sorts that we missed. In short, we cured the Imps of throwing themselves at us in a constant stream and fury... only to realize we may have to face those that can now think and strategize for themselves."

"In short, we traded the Imps the Nightmare controlled for Imps that are self determined," Clockwork frowned.

"Precisely," Luna nodded, "They are free of Nightmare's control, but that does not mean they will all choose peace."

Clockwork smiled, "Then we'll have to persuade them with deeds rather than words."

"That was my thought exactly."

There had to be hundreds of them.

Ponies, ponies everywhere, of every stripe and color. A rainbow sea of motion gathered before a podium placed in the center of Canterlot itself. It was constructed in haste, but covered with a drape of pure white to disguise any imperfections. Behind the podium towered the statue of the twin Princesses, sitting flank to flank while they each held aloft their element with a fore-hoof. On the left, Celestia, who held aloft the sun. To the right, Luna, who held aloft the crescent moon. It had been commissioned by Celestia upon the return of her little sister so many years ago. This very spot had served to be the first public announcement of Princess Luna's return to the palace. Years later, it would serve as the site where the six mares that came to bear the Elements of Harmony were awarded their titles for their deeds in rescuing both Celestia and Luna in those first attacks from the Imps.

Now, generations later, this site would once again bear witness to such an event. Ponies milled about the large park, flanked by Royal Guard intent on insuring the security of all present, especially the Princesses. In the first row of the crowd, there by request and invitation, stood six ponies. Two of them were accompanied by a violet unicorn doctor, who was keeping an eye on her two patients: a steel gray stallion that stood shakily and took frequent breaks to sit on the cool grass, and a three legged mare with a phony smile and pained eyes. The remaining three were a trio of elder mares, one of each pony type, who spoke in low voices to each other. Two were clad in simple, if elegantly tasteful, dresses, while the third opted for a bodysuit with flaming accents. To glance at them, nopony would

guess they were visiting from the northern reaches, despite their occasional comment about how warm it was down here.

A series of horns rang out, and the air filled with a golden sound. Royal Guards, specially chosen for such fanfares, lifted long polished horns to the sky as if to call forth the gods themselves.

They were answered by Princess Celestia and Princess Luna descending from the scant clouds above. With Celestia leading the way, the pair wove back and forth in graceful curves, gliding down to the podium. Their hooves barely made a sound as they came to a stop, Celestia standing to the right of her younger sister, as they posed regally for the assembled ponies. As one, the crowd bowed to the pair (and a shaky stallion was helped to bow by his doctor), before rising at another note from the horns. As the horns faded, it was replaced by a new sound, a curious sound known almost exclusively to ponies: Stomping. They stomped their fore-hooves on the ground to create applause. A rumbling sound filled the air, drowning out everything else as the ponies applauded the very presence of the Sister Princesses.

The Princesses dipped their heads, having the humility to visibly thank the audience for the reception, which of course only lengthened its duration. Both Celestia and Luna looked about to the ponies assembled, their expressions warm and appreciative. Celestia could not help but smile serenely, looking out over the crowd like a proud mother. Luna, on the other hoof, looked about with excitement and fascination.

Finally, Princess Celestia held up a hoof, and the applause began to fade, the rumbling of hooves slowing until they stilled. The silence was almost deafening, and the Princess paused for a moment to drink in the silence before her horn began to glow, amplifying her voice so everypony could hear her.

"My little ponies," Celestia said, her voice at once warm and gentle, "Thank you for coming today."

"In the past few days, we have known great hardships. We endured the invasion of an enemy that we have suffered under for many years, lead by an implacable Nightmare. We have long suffered under the claw of this enemy, with star-falls always bringing some new terror. Many a pony

valiantly sacrificed themselves in an effort to stop these invasions. New abilities, and new technologies, surfaced to assist in this effort. Fueled by need, our bonds strengthened, friendships and alliances were formed, and you ponies have risen to the challenge. Many new inventions were created, and many a pony rallied behind their creative genius to bring forth creations we could not have conceived of even a generation ago, much less when the Imps first came to Equestria.

"Further, the invasion revealed to us the first 'Specials', ponies of previously unheard of powers and abilities. Despite the divide amongst many of you about the threat these 'Specials' may pose, they have worked hoof in hoof with my sister to stand at the front lines of this battle. Since 'The Six' stood here and were rewarded for rescuing both myself and my sister, any and all specials who have the ability and desire to hold the line have been welcome in Luna's Agency.

"The Six, as everypony knows, were the embodiments of the Elements of Harmony, chosen for their valiant efforts against these invaders. We all know their names: Twilight Sparkle the Wise. Pinkie Pie the Random. Applejack the Strong. Rarity the Elegant. Rainbow Dash, the Fastest Mare in Equestria. Fluttershy the Caretaker. We still owe so much to their efforts.

"Yet new circumstances require new solutions. It was only months ago that the last of those mares passed away. The Nightmare sensed this weakness, and endeavored to strike while we ponies grieved. Into this void, a new group of valiant ponies took up the mantle and fought back. They rescued my younger sister twice, and fought by my side against the Nightmare herself. In fact, I dare say I would not have survived that battle were it not for their efforts. At great personal risk, these ponies fought all odds, and were found worthy. In the wake of 'The Six', a new group has taken up the mantle of the Elements of Harmony."

Celestia turned and smiled to her sister, allowing a murmur run through the crowd. Luna stepped forward, her horn glowing gently as she enhanced her voice, "At great risk to themselves, these ponies came to Canterlot's aid in its time of crisis. They first found the hospital under assault, and assisted those ponies who were within to rally against the Imps who sought to eliminate the weakest amongst us. Once they had

finished, they stole into the underground reservoir in an attempt to gain the element of surprise, and carefully broke into the shield about the Palace.

"It was there that this group of ponies came to the aid of your Princesses. I was injured early in the fight, forcing Princess Celestia to battle these forces alone. Into this battle these ponies risked everything, heedless of their own safety, in an attempt to drive back the Nightmare and the invasion threat. This fight cost many their lives; court mages and royal guard alike sacrificed themselves valiantly in an effort to drive back the Nightmare. These ponies, even knowing the cost, chose to risk themselves to save not only our lives, but to drive back the Nightmare in a definitive blow, and save Canterlot and all of Equestria.

"Before continuing, I have been asked that I recognize a pony that played no small role in these circumstances, that without him these events would not have been possible.

"Skillet, code named Ironjaw. You are hereby recognized for your valor in service to Equestria. Your sacrifice saved the lives of other ponies, and your kind words have inspired them. Your actions in coordinating the defense of the Canterlot Memorial Hospital during the invasion have proven that every pony has the ability to be a hero. In recognition for your service, you are henceforth to be known as Sir Skillet the Resolute, Lord of Canterlot."

Luna paused with a smile, watching as the steel gray stallion blinked in surprise, then (with help from his doctor) turned to face the crowd. He answered the applause with a broad smile that seemed to dominate his face. He might have tried to wave, but he wobbled dangerously and the doctor forced him to sit back down before he fell over.

"Now, my little ponies," Luna continued when the applause died down, "I wish to introduce you to the individuals the Elements of Harmony have chosen. The heroes who saved my life, who saved Princess Celestia's life... and who have saved the lives of every pony standing here today," Luna said softly, then stepped back from the center of the podium.

"Rainbow Star, code named Spectrum, step forward," Luna called.

From a tent that was hidden behind the statue (at least from the perspective of the crowd), a pristine white pegasus with a rainbow hued mane and tail trotted briskly into view, the necklace of her Element resting about her neck. She trotted up the small stairs to the platform, and came to stand dead in the center, her hooves just shy of the edge. She faced the crowd with an oddly calm gaze, her amber eyes fixed on a point well beyond the sea of ponies.

"Rainbow Star; Commander of the special task force 'Moonbeam'; Bearer of the Element of Kindness; Grandfoal to Lady Rainbow Dash; Daughter of Sunset Sparkle, code named Ultrapony," Celestia said in a commanding voice, "You are hereby recognized for your valor in service to ponykind. You are further recognized for your excellence of performance in efforts and conflicts against the Imp Invasion. You are thereby to be recognized henceforth as Rainbow Star the Gentle, Lady of Canterlot."

Applause erupted from the audience, washing over the stage for several long moments before Luna could continue.

"Galaxi, step forward," Luna called again.

The purple suited mare stepped about the statue, the tiara of her element glinting in the light... and almost ducked back when she saw the size of the crowd. With some gentle prompting from ponies unseen, the purple suited mare timidly made her way up onto the stage. Rainbow Star glanced over, smiling in support even as Galaxi took her place at her left wing.

"Galaxi; bearer of the Sixth Element; Apprentice to Princess Luna," Celestia intoned, "You are hereby recognized for your valor in the service to ponykind. You are further recognized for the excellence of performance in the efforts and conflicts against the Imp Invasion. You are thereby to be recognized henceforth as Galaxi the Clever, Lady of Canterlot."

More applause, not quite as strong as Spectrum's, but the shy mare ducked her head all the same.

"Filigree, code named Steelwing, step forward."

The gryphon stepped around the statue, her expression inscrutable as she walked slowly onto the platform, standing to the right of Rainbow Star. She ignored the hushed whispers coming from the ponies in the audience, who seemed flabbergasted at the gryphon amongst the ranks, much less one wearing an Element of Harmony.

"Filigree; Bearer of the Element of Honesty; Citizen and pony of Equestria. You are hereby recognized for your valor in the service to ponykind. You are further recognized for the excellence of performance in the efforts and conflicts against the Imp Invasion. You are thereby to be recognized henceforth as Filigree the Brave, Lady of Canterlot."

The applause came slowly at first, but despite the trepidation, finished just as strongly as it had for Galaxi.

"Clockwork Key, code named Dragonfly, step forward."

The green suited mare stepped about the statue and her eyes about seemed to pop out of her head. She was shocked at the sheer size of the audience and looked almost as lost as a foal at sea, until her eyes found a handful of ponies in the front row. She trotted up, if slightly nervously, to stand to the left of Galaxi.

"Clockwork Key; bearer of the Element of Loyalty; sister of Widget, code named Warpony; Daughter of Midnight Belle. You are hereby recognized for your valor in the service to ponykind. You are further recognized for the excellence of performance in the efforts and conflicts against the Imp Invasion. You are thereby to be recognized henceforth as Clockwork Key the Steadfast, Lady of Canterlot."

Again, the applause seemed slow to start, possibly due to the memory of the infamous brawl with Ultrapony, but it warmed up after a few moments.

"Ember Spark, code named Pyre, step forward."

There was a pause, and nopony stepped forward. There was some confusion amongst the crowd, even as the ponies onstage simply lowered their heads.

"Ember Spark, you are posthumously recognized for your valor in the service to ponykind. You are further recognized for the excellence of performance in the efforts and conflicts against the Imp Invasion. You gave the ultimate sacrifice to save Princess Luna from death in the face of the Nightmare herself. You are thereby to be recognized posthumously as Ember Spark the Bold, Lady of Canterlot.

For a long moment there was only the sound of the sobs from a single yellow mare, while everypony's head lowered in silent reverence for several moments....

"Thistle, code named Flourish, step forward."

The burst of a pink cloud to the left of Clockwork key garnered a sudden gasp from the crowd, and the grey mare with her pink and lavender mane and tail appeared in place. She was adorned by the necklace of her element, which acted as a clasp for the fluttering pink cape over her back, and took an almost jaunty bow before assuming her proper place.

"Thistle; Bearer of the Element of Laughter; Former member of the Royal Guard; Daughter of Holly Pine. You are hereby recognized for your valor in the service to ponykind. You are further recognized for the excellence of performance in the efforts and conflicts against the Imp Invasion. You are thereby to be recognized henceforth as Thistle the Quick, Lady of Canterlot."

The applause was slightly subdued after the previous presentation. It might have been less, had not there been additional applause from a normally silent quarter... the Royal Guard.

"Trixie, code named Tome, step forward."

The cyan mare strode confidently about the statue, a conical hat resting lightly on her head, and a matching purple cape littered with silver stars fluttered over her body as she stepped forward and onto the "stage". She left an empty space between herself and Filigree, before sweeping off her hat to smile brightly to the crowd... the crowd she had always wanted as a filly.

"Trixie; Bearer of the Element of Generosity; Associate of the late Twilight Sparkle the Wise. You are hereby recognized for your valor in the service to ponykind. You are further recognized for your tremendous sacrifices made in the name of friendship and protecting the ponies of Equestria. You are thereby to be recognized henceforth as Trixie the Patient, Lady of Canterlot."

Trixie turned her gaze on the audience as the applause lifted for her as well, her smile so broad one would think it was about to take her head off. It continued as the Princesses stepped forward to flank the mares, each flaring a wing over the heroes of the day.

Six mares with seven places....

Epilogue

The End of the Beginning

Darkness.

Darkness was good, it was soothing, it was comforting... it was easy to hide in. Right now, that was all she wanted, something easy to hide in. The Everfree forest was always good for that, even if it was as dangerous to her imps as it was to any pony who dared wander in.

"Stop it," she chided herself, "They aren't your imps anymore."

The figure lurched drunkenly into the stone castle, weaving about a handful of fallen stone blocks on the floor. She had shed her imp form in her flight, it was worthless now, and far inferior to her original shape. Shedding the form had allowed some of the injuries to be stripped away, but her left side was still covered in painful scorchs and burns. The left foreleg was a stump at the knee, resulting in a drunken gait that she was helpless to correct. Despite that, she was an inky black alicorn adorned with the remnants of partially destroyed silver armour, her helm lost somewhere to reveal the black spiral of her horn. Still, she would rather to be an injured Nightmare Moon than a dead Imp.

Her wings flared in an attempt to steady herself, and she instantly regretted the motion. Pain lanced through her left wing at the very thought of moving. Pain was followed by anger, a hissing growl at her weakness. Fury at the mare... no, the MARES, who did this to her. Frustration flooded her, that she could come so close to finally taking Equestria for herself... and now? All her planning, all her patience, and all her work... gone. She was no better off than when she started.

She stumbled through the relic of days gone past, the Castle of the Sister Princesses, the royal home of Celestia and Luna back in ancient days. The castle Luna had lived in when she first poisoned the mare's mind and took over. Make the night last forever? Sure, why not, it was a good enough ruse. She just wanted to rule, everypony bowing and scrimping to her. To HER! Not that foal Celestia or her weakling sister.

Nightmare Moon stomped a hoof angrily, satisfied with the shudder of the room about her. Even as injured as she was, she still had strength, which comforted her. The Everfree was full of wild magic, and her understanding of how to absorb magic would allow her to feed upon it to heal her body. It might take years, but "they" had not destroyed her yet.

The Nightmare stumbled slightly as she pushed through a doorway. The Throne-room was as a dilapidated shell of the grandeur she remembered, but it would serve her purpose. Yes, it would be an appropriate place to rest, to heal. It was far enough from the entrances that she would be forewarned of anypony sneaking in, and far enough within that she would have many options in which to either hide or attack from. There was just one thing wrong...

Who was the pony sitting on HER throne?

"I wondered if you'd make it," the strange pony said, and the Nightmare stumbled closer.

"I know you..." she hissed, eyes narrowing.

"Yes, you should," he said with a grin, and the white stallion leaned forward on the throne, "I fought many of your Imps."

"Ultrapony," the Nightmare growled, stumbling again, "Are you here to finish me off and claim the glory for yourself?"

"No."

Nightmare Moon blinked as she looked at the stallion on her throne, and sat down on the stone floor facing him, "No? Are you not part of Luna's special 'Agency'?"

"I WAS a member," he chuckled mirthlessly, "We had a parting of ways."

"Oh?" Nightmare Moon considered, "Let me guess... Clockwork Key... Dragonfly. My spies related the aftermath of your battle to me."

"I see," he answered sourly.

"That's the first time anypony hurt you, isn't it?" Nightmare continued, "Even my Imps couldn't get through to you. But she laid you up in the hospital for severe burns. You heal quickly..."

"I do at that," he growled, "And now, I want revenge."

"You're smart, Sunset Sparkle," she smirked, "What do you think I can give you?"

"Your power."

Nightmare Moon stopped suddenly and looked at him, her eyes meeting his, searching, "Yes... Yesss... you have the anger, the hatred... the darkness."

"Then you understand."

"You want to replace Luna as my host," she cackled, "To become one entity, with the same goals."

"Yes. That is what I want," Ultrapony's eyes flashed.

"What will you do after you have your revenge?"

"Whatever you want," he grinned, "Maybe it's time Equestria had a king instead of these silly Princesses."

"I think" she grinned, "we might have a suitable arrangement."

"You asked for me?"

Celestia lowered the scroll she had been reading and smiled over the edge of it, "Come in."

The cyan mare pushed her way into the room, her eyes widening as she drank it in. The room was warm, cozy almost, with a studious feel to it.

Wooden shelves and tables lay scattered about the room, filled or covered in various books and papers, all sorted neatly in stacks. The room was lined with windows, all of which were open to allow the cool evening air to wash through the room like a comforting wave. The mare noted a chest to one side, standing out from the more relaxed furnishings due to the severity of its lock.

She pulled her attention back to the Princess before her, and bowed.

"You may rise, Trixie," Celestia said softly, "Come, join me. I have plenty of tea for both of us, and biscuits if you are hungry."

Trixie frowned, not entirely sure what this was about, but picked her way over to the table and sat down on a comfortable looking pink cushion, and looked up at the Princess.

"You're wondering why I summoned you," Celestia said softly.

"Yes, Princess," the mare answered, "Tome thinks... I think my imagination runs away with me, for the only reason that rises to my mind would be petty after the events of these past months."

Celestia couldn't help but smile impishly, "You think I would take revenge for my late student?"

Trixie flushed and looked down, "Well... "

Celestia chuckled, "Twilight Sparkle was far wiser than even she herself believed. She never held a grudge against you, Trixie. If anything, she was frustrated by your inability to see beyond your own selfish desire to feed your ego. She felt sorry for you, because you were always so alone. Twilight spent many words extolling your virtues, and lamented how they were wasted in your limited vision and scope."

Trixie wanted to be angry at that description. Pity... the mare shuddered and bit her lip against the sharp response that bubbled up in her mind, her face flushed with anger.

To her surprise, she found Celestia's wing encircling her, a warm blanket against the cool air. Her head came up, and she found herself looking up into Celestia's eyes, the Goddess regarding her gently.

"There is pain in your eyes," Celestia said gently, "The knowledge that her words are true, and yet you despise them. You rail against them..."

"Yes," Trixie answered in a whisper.

"You have proven my late pupil wrong, you know," Celestia said, her voice gentle and serene, "You rose above. You found your virtue, you found friends, and you became so much more than when you started this journey. It took you longer to reach it than a lot of other ponies, but you made it. You sacrificed, you gave of yourself, and you earned every accolade you were given... Lady Trixie."

The mare blushed and looked up at the Princess again, "I somehow doubt you summoned me to alternately tear down and flatter my ego."

Celestia laughed, her wing flaring slightly, "Luna was worried that your time with the Nightmare had done some permanent damage to you... not to mention your brief time as an Alicorn. It is good to see you still have your spirit. More, these circumstances have revealed an interesting possibility to me, one I would discuss with you in more detail."

"I... I am not sure I follow?"

"You are immortal, Trixie," Celestia said softly, pausing for a sip of tea before continuing, "You have a gift that only my sister and I have. You are an immortal unicorn. This means you will potentially live as long as my sister and I, and that places you in a rare position... the position of potentially becoming a third Princess."

"Me?!?" Trixie squeaked, her mind immediately conjuring images of servants and toadies and ponies catering to her every whim.

"You," Celestia chuckled, "It would be a tremendous sacrifice, but given all you have done already, I do not believe such generosity is beyond you. The element you earned proves to me that you would give of yourself to the extent my sister and I need to on a daily basis."

"The job isn't as cushy as it appears then?" Trixie asked cautiously.

"No, my little pony, it isn't."

"I... I would be interested but," Trixie hedged, "I don't want to leave my friends either."

"You wouldn't," Celestia said softly, "You'd have to spend a long time, multiple generations at least, as my apprentice. You would have a great deal to learn before you'd ever be ready for your first tentative steps into that realm."

"You weren't kidding when you said there would be sacrifices, were you?"

"No, Trixie, I was not," Celestia smiled, nibbling the edge of a biscuit.

"I..." Trixie swallowed, "I would be honored to take the role of your apprentice."

"I had hoped you would say that," Celestia said warmly, "As such, I will give you your first mission... your first lesson."

Trixie looked at the Princess curiously, cocking her head, "What is that, Princess?"

"Your predecessor, Twilight Sparkle, would send me frequent letters on her research into friendship, and the magic it held," the Princess said, "Given that you are taking her place, I think it only fitting that you continue her research with your own experiences."

"You want me to report to you about the magic... of friendship?" Trixie asked carefully, both bewildered and bemused.

"Precisely."

"I... I will do my best, Princess."

"That, my student, is all I ask."

Galaxi smiled.

The chamber about her had finally been completed in the weeks and months since the attack, since the "Battle of the Monument". It somehow felt far less oppressive than before, and yet still as solemn and somber.

The most notable change was the ceiling, which now opened into the sky. Natural light filtered down from the open roof that let the wind rustle through the stonework building. A pair of glass eaves protected against the rain, but they were separated to give the shrine an airy feel that had been missing from the previous incarnation. In a way, Galaxi felt it was Luna making a teasing reference to the fact that Tome had blown off the roof during the attack.

The monument had been restructured to a more circular building from the original cramped feeling hall it had started as. A few benches had been added for ponies to sit and lounge amongst the monuments to the fallen Agents. In the center rested the Obelisk, never moved from its original position, still bearing its solemn list of Agents who perished in the war against the Nightmare. Now...

Now it was over. At least Galaxi hoped it was over. No more names would go onto that black slab. No more statues would need to be built. No more sacrifices would need to be made. Oddly, that was less comforting to the mare than it should have been. While her powers had not vanished as she originally feared, she couldn't help but wonder if that meant a larger threat was lurking around the corner, or if the Nightmare had somehow escaped despite the Princesses' efforts to confirm her final demise.

Or was it because she was now the embodiment of magic now? She had been forced, with help from Princess Luna, to relearn all she thought she knew about her powers. She had to re-asses her psychic abilities and realize they were actually an extension of powerful magic. Even her vision, enhanced since she came to bear the Element, had

become a mystic sight that was on par with what most ponies had for normal vision; Even allowing her to see in color now.

Yet somehow she felt like there was another horseshoe yet to fall.

Galaxi sighed and looked around at the statues. She recognized very few of them, but her eyes fell upon the massive statue of Pyre. One of the rare ponies who earned the largest size of statue, with a small plaque stating how she sacrificed herself, taking a blow that surely would have killed Princess Luna. She turned away to prevent tears from overwhelming her. She barely knew the flaming pony, which somehow made her sacrifice worse, as if she somehow failed as a pony.

Her eyes fell upon the opening to the "Chamber of The Six", and she forced herself to walk through, distancing herself. She needed to be strong... for her. Galaxi wouldn't be any good to her if she were in tears herself.

Stepping into the restructured Chamber of The Six, she couldn't help but gaze upwards at the open ceiling again. The light cascaded down amongst the remade statues that rested there, each one with a small littering of flowers resting upon their base. Luna herself worked with the sculptors to get the statues restored and recreated in all their former glory, and each adorned with a new plaque as well. With a smile, Galaxi couldn't help but inspect the reworked Plaque for Lady Dash, which Clockwork had insisted reflect the true nature of her passing. Galaxi had to admit, it felt more appropriate.

"Oh! I'm sorry, I didn't realize anypony was in here," a voice came, and as Galaxi turned, the two mares recognized each other.

"Tome?" Galaxi asked, surprised.

"Hello Galaxi," the cyan unicorn answered with a smile, "Tome hopes she's not intruding."

"Not at all, I'm just waiting for Clockwork to finish."

"Clockwork?" Tome asked, looking back over her shoulder, "Where is she?"

"She's saying goodbye to her brother," Galaxi answered softly, "Finally. She's been carrying that burden since she first joined the team..."

Tome nodded sagely, "The Nightmare's 'dream' probably made her realize she had to let go."

Galaxi nodded, "So why are you here?"

Tome smiled, "Tome is leaving a few flowers here is all. Despite what they said to Tome, she still feels the need to visit from time to time, if only to remind herself and to thank them."

"Remind yourself of what?" Galaxi asked curiously.

"That they forgave her," she answered, her gaze moving to the statue of Twilight Sparkle, "That they believed in her enough to grant her the Element of Generosity, and that the Princess believed in her enough to make Tome her new apprentice. Now she just has to believe in herself..."

Galaxi leaned gently against the cyan mare, "We're here to help, Trixie."

Tome smiled, "Tome knows. For now, you have somepony else to help."

Galaxi looked back to the entrance of the chamber to see Clockwork standing there, looking shaky. Her face was covered in tears, and her eyes were puffy from crying. Galaxi wasted no time rushing over and throwing her forelegs about the smaller mare, hugging her tightly. A moment later, Trixie joined them, adding her own hooves to the hug for several long moments.

"He'd be proud of you Clockwork," Galaxi said softly.

"I know," she answered, "I just wish he were here to share this."

"You rang, Princess?"

Luna turned, her expression dark as she looked at the entering pony, "Yes. We've got activity in the North East, just shy of the Unregistered Colonies."

The steel gray pony frowned for a moment, shifting unsteadily on his hooves "Near my home, Stalliongrad, ya?"

"Precisely," Luna said as she turned to face the bay window.

"No offense, Princess, but why tell me?" Skillet asked carefully, "I am... retired, ya?"

"No," Luna said, carefully keeping her back to him, "You are being returned to active duty as of today."

"Eh?" the stallion asked, confused, "I am eager to help, but I am no longer metal. I doubt throwing food at them will work..."

"Oh don't worry, you will have a most important role here on the team..."

"Ya?"

The Princess grinned broadly...

"Vhat iz it you are vantage?"

"Your time... your attention... and your help," the half concealed pony answered. The smile that played over his lips was anything but warm. Despite the half light hiding his face, he wore a black suit-like jacket and a white shirt that Burner guessed might be silk, and a rust-red tie. If anything, he looked quite professional, despite having appeared rather suddenly from nowhere.

"Vhat 'help' iz it you require?" the orange unicorn demanded, "I am a buzy pony." Professor Burner turned away from this strange pony, going back to his cobbled together lab. It was in a long abandoned section too

near some old battle lines at the edge of Fillydelphia. The place reeked of mold and was constructed of mildly damp concrete walls that still bore signs of ages old graffiti. Scattered about the hovel were the remnants of the Professor's current project, some sort of scorpion-like robot.

"Yes, I can see that," the shadowed pony chuckled, "Busy losing."

The orange unicorn whirled on the newcomer, "You dare...?!?"

"I dare, Professor Burner, because I know what you need, and I can give you what you want," the stallion interrupted, "I dare, because there are even larger stakes at play. I dare, because I know we need each other, just as we will need the other allies I gather."

"Iv you are attempting to be clever..."

"No, Professor Burner, such games are beneath me," the pony answered, and leaned forward, the harsh light slashed across his face, revealing the haphazard black stripes on his white coat, "My plans are far greater than that."

"Zen vhat doez a Zebra vant vith Profezzor Burner?" the stallion demanded, looking less certain now.

"Your cooperation," the zebra answered, "The Princess is once again in possession of ponies that embody the Elements of Harmony. This stands against everything I have spent my life working for."

"I do not underztand," Burner stated carefully.

"Notice, if you will, that the ponies chosen by the elements are all female," the zebra noted, his mouth twisting with distaste, "This is not the first time that has happened, despite my contacts within the palace attempting to force males upon the team. Circumstances removed them from the line-up, leaving me no choice but to conclude that the Elements of Harmony are a purely feminine power, as I suspected."

"Zo?" Burner asked irritably, "Vat doez zat have to do vith anything?"

"So, it means that we stallions are ignored. This land is ruled by a pair of Princesses. Not a King, or even a Prince, but Princesses," the Zebra pointed out, "More, there is a birth imbalance between the two sexes. For every ten mares, there are but four stallions born. That is a severe imbalance, Professor Burner, as you must have noticed."

"Yez yez, I have notized zis," the orange stallion conceded, "But zis iz how it haz alwayz been."

"Exactly," the zebra noted, his smile widening. Burner shifted nervously, finding that smile unsettling, "Therefore, we stallions must endeavor to... fix the problem."

"And how do you plan to do zat?"

"The first step is to ensure the Elements of Harmony are destroyed, never to be heard from again. This, of course, necessitates the demise of their current bearers," the zebra explained, "That is something I imagine you would want to take part in, given your... desire to eliminate Dragonfly."

"You have my attention..." Burner said, his head cocked to the side.

"Good," the zebra smiled, "Keep out of sight. I need to recruit additional stallions for our... efforts. We can move forward once I have gathered enough capable ponies, then we can begin plans to remove the troublesome mares."

"You might look for ze 'Ultrapony', he haz a grudge vith Dragonfly az vell."

"I will keep my eyes open for him. For now, Professor Burner, stay out of sight and remain well hidden. I will come for you when the time is right."

Burner had been about to answer when the Zebra extended a hoof to touch the solid wall behind him. The concrete wall was solid rock, but it rippled under the touch, as if it suddenly turned to water. With an adjustment of his tie, the Zebra then literally walked through the wall. Before Burner's eyes, the wall stilled again. He couldn't help but wander close to push his hoof against the spot.

It was solid.

"What's our ETA?"

"Another twenty minutes," Dragonfly called back.

"I have to hand it to you," Flourish said, smiling, "This is a pretty unique chariot."

"Comfy too," Tome chuckled as she settled into a plush leather cushion.

Clockwork grinned under her helmet. Using the old plans for the automated chariots, she'd come up with a design that worked modularly with her power-armour. She was still "out front", like a normal chariot, but inside an enclosure that gave her a full view of what was before her while protecting her from most attacks. More, she was able to work in dozens of sensor suites far in advance of what her armour was carrying, which gave her a highly detailed display through her helm.

From the cockpit (as she called it) the chariot widened, easily giving enough room for the entire team, plus guests. She made it high enough that Princess Celestia could ride in it if needed, but armoured enough to withstand one of her own attacks head-on. She even managed to slip in medical and armour repair stations for any emergencies. Of course, all of this had a massive weight cost to it, easily making this "chariot" heavier than even a dozen pegasi could pull...

This is why the craft had been outfitted with engines that dwarfed most ponies, and stiff wings that allowed it to carry its own weight in the air while moving. The chariot could reach and maintain Rainboom speed nearly indefinitely, making it the first vehicle capable of such a feat in all of Equestria, which was something the short mare was quite proud of.

"Anypony know what we're getting into?" Spectrum asked over their new radio links.

"I'll let your coordinator explain," Princess Luna answered.

"I thought the Princess was our coordinator?" Filigree asked carefully.

"She was, ya?" a familiar voice answered over the line.

"SKILLET!!" several of the ponies cried out at once.

"Ya!!" the stallion cried, "Princess Luna just told old Skillet he is new team coordinator. With Cream Swirl here helping me run the monitors, we will have your flanks covered, ya? Now then, I have your mission briefing here."

Spectrum couldn't help but chuckle, "Welcome to the team Ironjaw."

"No, is just Skillet now," he responded..

"Very well then, Skillet, what is our mission?"

"Big problem in Stalliongrad," Skillet informed them, "Seems to be a trio of 'Special' ponies causing the majority of trouble, ya? However, that is not all. We are unsure if ponies are bad, or if they are trying to combat the other threat there... a rogue Destroyer Imp who seems to be intent on visiting the commercial district."

"So a lone Destroyer Imp, and potentially a trio of troublemakers or rogues trying to help," Flourish summarized.

"Ya." Skillet answered, "You're nearing target drop zone now."

"You heard the pony..." Spectrum told the group.

"...let's go make some noise."

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## The End of Book 1: A New Breed

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Author's Notes

Excuses, excuses...

Well, here we are.

For those of you who made it here to the end of this story, thank you for sticking it out with me. I wanted to thank everypony who read my story, especially those who left me feedback on my DA and EqD pages. Without that feedback, I couldn't have continued to improve and write as I have been.

I would like to thank Corwyn and The_Mechanic, both of whom acted as pre-readers and editors in helping me track down plot holes, general mistakes, and editing failures. Without their help, this story wouldn't have been nearly as good as it was. Also thanks to my own mother who, while not understanding, encouraged my creative impulses every step of the way.

Finally I want to thank Lauren Faust and all of the "My Little Pony: Friendship is Magic" team for making this jaded 38 year old fall in love with a bunch of brightly colored ponies.

The idea for "A New Breed" come from a casual conversation about the variety of genres that these little Ponies seem adaptable with. But the one genre I'd yet to see at the time was a classic: Super Hero Comics. Sure, we had the wonderfully drawn Madmax comics with "Pinkie Pool" and the like, but that isn't quite the same. I was a comic book fan before I joined the Navy, and it struck me that this idea might be worth giving a shot. But I didn't want to do a straight crossover with Marvel or DC characters, and instead decided to create my own.

With this goal in mind, I started out by picking my hero. At the time it was going to focus on the War Machine-like Warpony. Initially Warpony was going to be piloted by Clockwork Key, who I adapted from another aborted project (yeah, I've got a few of those. Ideas that either didn't pan out, or another author managed to do something similar far better than I could

have). As I started to hammer around the concept, the idea of making it a team, and the inheritors of the Elements of Harmony, came to mind.

Now more than a few readers objected to the fact I made the Elements of Harmony a female exclusive team, but it was in these initial concept stages that the idea for exactly that germinated. It simply struck me as appropriate that the Elements were an almost exclusively feminine power. Early ideas for the team came down to Clockwork, Flourish, and Steelwing. Yes, Steelwing was in my initial notes. I threw in Ultrapony and Trixie/Tome later on to add some snark and "meanness" directed at the main character, Clockwork Key. Basically, I wanted a dynamic that prevented Clockwork from seeming like some sort of Mary Sue, thus there needed to be ponies that simply didn't get along with her, at least initially.

The story slowly developed from there, but amusingly it took many MANY turns from the original outline I had prepared. Examples of which include Spectrum, who I originally planned to infuse with an air of mystery, keeping her relationship to/with Ultrapony secret all the way through the ending of this "book". Dragonfly was originally going use a clone of her brother's armour, but inspiration struck me much the same way it struck the character in the story (much to the improvement of the story). I didn't originally plan to kill off Mai either, and the idea of Mai being the ghost of Clockwork's mother came several chapters into writing. Neither did I plan to kill off Pyre or Ion Storm. Barricade was strongly considered for the final team. Ironjaw's "post team" position as guide and friend to the mares was never planned out, nor was his relationship with Flourish. Flourish's ENTIRE BACKGROUND came out of nowhere, appearing as I wrote instead of having any sort of pre-planning... There are plenty of other things, but these are good examples. Honestly, I think the story is stronger for the changes/additions. I knew the characters were the right choices when they started telling me their stories, and not the other way around.

Of course some things changed due to comments from the readers too. Professor Burner, for example, was going to be a one shot character until I got a storm of comments from readers about the way he was treated by Clockwork and Mai (I really would have given him an easier accent to write if I had intended for him to be long-term character). Pyre, who I never intended to be on the final team, was originally going to be very lightly touched on. But with so many readers asking for insights to her character, I

felt compelled to flesh her out (and let me tell you, that made her death in the final chapter incredibly hard to write!).

Of course there are things you readers let me know your displeasure with, as well. Clockwork being tossed from the team due to her brawl with Ultrapony for one, which I took the perspective that I ran afoul of many times in my life: that all participants of a fight are at fault. I got suspended (almost expelled) many times in school thanks to that very rule, regardless that I was the kid the bullies liked to pick on (and having a hair trigger temper didn't help either). This rule is also used in the Military, and regardless of who starts a fight, BOTH fighters will end up in the brig (Thankfully I matured enough to avoid that, but I knew a few sailors, and even one Marine, who ran afoul of that rule). So the act made sense to me, even if it's not fair (after all, "life ain't fair", as my Mother always told me). Despite this, many readers cried foul. I went in and tweaked some of Luna's lines to reflect some of this feedback, adding some sense political expediency about protecting Ultrapony due to these complaints. Interestingly this let me give Luna's "I'm sorry" speech to Clockwork in the final chapter some additional weight.

Another unpopular choice was how I depicted Rainbow Dash's death on the monuments. I was prompted to do some late chapter expansion of it, but honestly I felt it wasn't nearly as bad as some of my detractors did. I think a lot of the anger was based purely on the realization that their favorite characters were dead in this future. Amusingly, I gave MY favorite pony what I considered the worst death of the bunch to try and alleviate this sort of back-lash... Twilight Sparkle, after all, died very passively and helplessly in a trap. Still, I didn't expect the anger I got from some of Dashie's fans.

Finally there's my decision to make Equestria "flat". More, I took the perspective that "Equestria" was the WORLD, not a country. Basically I envisioned a world where the idea of countries and borders were pretty much non-existent. I think the alien nature of that idea was missed, and in retrospect I should have spent some more time on the world building to make such things clearer. I hopefully I can clarify things, or at least partially explain them. Sure there are territories; I outlined the Unregistered territories as being up north for instance. Of course, being a flat world doesn't mean it's SMALL. I really envision the world kind of like the wild-west, with everything widely spread out. This is probably thanks to the

"Over a Barrel" episode, or perhaps it's the influence from Fallout: Equestria and my memories playing Fallout 3, that makes the towns and cities spread out and well out of easy reach of each other. Honestly the show doesn't reflect this. After all, Canterlot, Ponyville, and Cloudsdale are all within an easy trot of each other. Manehattan is obviously a short trot away, else a child Applejack never would have been able to make the trip as a filly, OR see the rainbow trail from Cloudsdale (which is assumed where the flyer's school was). So the world got spread out a little more than was strictly true in the cannon, and I apologize for that, but not so much that I plan to change it.

Now I'm sure many of you readers realized I ended my epilogue with the words "The End: Book I: A New Breed". Yes this means the mares will be back, but only when they're ready to start telling me the next part of their tale. I have no idea how many "books" will make up this series. I suspect it will be a trilogy or a 4-some, but I have no way of knowing at this point. I've seen some glimpses of potential situations, including another hero team, a future team of villains (including Prof. Burner and the unnamed zebra as members), Nightmare Moon's new "plans" and thoughts on going Stallion, Steelwing having to face her clan as a "pony" and free gryphon, and even potentially a second group of Element bearers. Yes you heard that last bit right, and no I'm not prepared to tell you more about it. I may also spend some time in the world doing a few short stories to flesh out things a bit more, or just cleanse the palette.

But for now... this story has been 23 chapters (Including prologue and epilogue), and it's high time I took a break. Don't worry; I'll be back, and so will the team. For now, thank you for enjoying this ride with me.

- Polecat

Addendum -

For those readers who have been following this story, you may take some interest in knowing that every word you have read prior to this addendum was written before the release of Season 2. That means the only information I had came exclusively from Season 1. As such, the season premier of Season 2 (episodes 1 and 2) shed new light and conflict (and amusingly validated) on some of what I have done. I'll quickly go over these points:

1 - The conversation between Luna and Celestia on the nature of the Elements of Harmony would have unfolded much differently. Many of us writers had improperly assumed that the Princesses have been ruling in perpetuity, which Celestia's own words at the beginning of Season 2 seemingly invalidated. Celestia's statements indicated that she and Luna deposed the cruel Discord, and have been ruling ever since. This indicates the possibility that they did not rule, or even exist, prior to Discord's reign.

2 - Celestia further revealed that she and Luna found the Elements of Harmony. While the conjecture in my story from Celestia about the Elements creating Equestria could still stand, the idea that the Elements "created" the Princesses to act as stewards over their creation falls on its face without making the assumption that they were deposed by Discord for an extended period (which doesn't strike me as plausible). Celestia and Luna both had to have lived under the cruel rule of Discord for a time before they were able to find the Elements (be the find intentional or accidental) and seal him in stone. This makes me wonder if they were born Alicorns, or if the Elements Ascended them? I personally lean towards the later (which would explain their preference for being known as Princesses instead of Goddesses), which means I would have to change the shock and surprise in Celestia and Luna about how the Elements were giving Trixie an Apotheosis, since they would already KNOW the Elements are capable of doing that. Their surprise would instead have been directed at the fact it was FORCED on Trixie, which they wouldn't know was possible, even if it was suspected. However it does give more credibility to Celestia's offer to Trixie in the Epilogue.

3 - An interesting confirmation from Celestia in that Discord ruled Equestria, which was used alternately with "The World" several times. This indicates, to me, that Equestria is not the name of a country but the name of the entirety of the world! After all, an entity of that power wouldn't be happy with just one country of a world, he'd take the WHOLE THING! It's an odd bit of validation, and I could potentially be reading too much into it, but I'll take what I can get.

4 - The Elements of Harmony themselves do not "bond" to their bearers as I inferred in the story. The fact that Celestia had them locked in a vault, and the Mane 6 were required to reclaim them after Discord stole them, indicates that the Elements do not become a part of the mare who wields

them as I had written into the story. However, it seems that the Elements do "link" with their bearer in a way. This means there is a connection, but not the same level of connection I attempted to infer. For my story, that changes little (thankfully), but I felt it notable enough to mention.

5 - A discussion came about from chapter 19 about horns and magic due to Trixie forcibly removing her own horn. The fact that neither Rarity or Twilight Sparkle (the latter being arguably the most mystically powerful mare in Equestria, short of the Princesses) could perform even the most basic of magic when Discord stole their horns tells me that indeed magic is an extension of the horn. That is what makes Galaxi so special in my story, as the only Earth Pony ever blessed with magic, and incredibly powerful magic at that (which she mistakenly believed was Psychic in nature).

To wrap this all up, I should probably state outright that Season 2, and future seasons, may invalidate things I have done in this story. This was written in the space between Season 1 and Season 2, and while I am ecstatic to have further information of the world, it does pain me to find some of my conclusions and theories disproven. And we've only seen the BEGINNING of Season 2!! I can only imagine what new things will be sprung on us as we move forward!

Anyway, I loathe the idea of going back and alter my already released chapters (I'm lookin' at you "Past Sins"!) and would rather let them stand in all their flawed glory. So take heart, I won't be going back and altering what I've already written.

Anyway, that's all I have to add here. Again, thank you for reading!