

The Lingering Nightmare

By Mr. Jack



Table of Contents:

Chapter 1	Kindness	3
Chapter 2	Laughter	24
Chapter 3	Loyalty	60
Chapter 4	Honesty	92
Chapter 5	Generosity	131
Chapter 6	Magic	173
Chapter 7	Treachery	210
Chapter 8	Despair	249
Chapter 9	Greed	280
Chapter 10	Cruelty	337

Chapter 1

Kindness

It did not know how long it had been trapped in the Everfree. The forest was perpetually dark and, while it would have normally appreciated the atmosphere that provided, it quickly came to realize that measuring the passage of time was a difficult task when one also took its current lack of mobility into account. It had languished there helplessly ever since it had been purged from the body and heart of the young princess, and without her jealousy and bitterness to feed from it had no other means of subsistence than to absorb the natural magic that permeated the air within the forest. It was a joyless, pitiable way to live, but had it been banished to just about anywhere else in Equestria it would have simply shriveled up and perished. Despite this, it was bitter at its own misfortune. Back when it whispered in the princess's ear and drank from the resentment and anger it instilled in her heart, it had grown powerful. It felt alive. Now it was only a fraction of its former might, purified almost entirely by the Elements of Harmony with nothing left but a scrap that was at the mercy of any creature that walked by.

Its state of limbo continued with no end in sight until one day, to its delight, it finally heard a group of voices talking near the bushes where it had been trapped for far too long. It still did not know exactly how long it had been there up to that moment, but it no longer cared once it realized that its liberation could be at hand.

“Honestly, those girls really should learn to apply themselves toward pursuits that make an ounce of sense” lamented a beautiful white unicorn to the two mares accompanying her in the forest. “Cutie Mark Crusader

Campers? Nevermind that the thought of getting dirty amongst *nature* is utterly abhorrent, but why in Equestria would they want to do this in the Everfree Forest of all places? Your farm is just as natural and much more pleasant, Applejack.” The orange earth pony gave the unicorn a soft, appreciative smile at the compliment, even if her friend’s aversion to nature was a little ridiculous in her eyes.

“Thank ya kindly, Rarity, but Apple Bloom said that campin’ out at the farm weren’t hard enough to earn a cutie mark. I swear, if I’d known they were planning some foolishness like this before Apple Bloom came runnin’ back to the farm in a panic, I woulda seen to it that they became ‘Cutie Mark Crusaders of Bein’ Grounded,’ I tell you what!”

Rarity chuckled softly in agreement as she turned her head to the right, addressing her second companion. “Fluttershy, darling, thank you so much for helping us look for the girls’ camping equipment. I don’t know what could have scared the girls badly enough to make them abandon their gear and run out screaming. They probably just heard a noise or an animal. Still, having you along will make it easier to search for their things, and the less time spent in this creepy forest, the better!” Applejack nodded emphatically, having little love of her own for this forest, even if she did not believe in its wilder legends (anymore).

Fluttershy smiled to both of her friends, feeling more at ease in the forest than they did. “It’s no trouble,” assured the soft-spoken pegasus, “I do live nearby and I had nothing else to do after I finished feeding the animals. I just enjoy being able to spend time with my best friends and—”

“Speakin’ of time” interrupted Applejack as she pointed a hoof off to her left, “I think we’ll save time if we split up and look around on our own. If anypony finds their stuff, just give a holler.” Fluttershy tried to hide her disappointment while Rarity turned up her nose at the notion of hollering.

“Hollering is unladylike, but I suppose if I must I can try to oblige for the sake of teamwork.” Applejack resisted the urge to roll her eyes. Rarity

agreed with her idea. That was enough. The forest trail split off into two paths up ahead, and with no urging on the part of her friends Rarity proceeded down the left path. Applejack began to go down the right path, looking back over her shoulder to Fluttershy, who hung back bashfully on the approach, unsure of her own role.

“Sugarcube, you know this forest better’n us. Why don’t you look around off the beaten path and see if maybe the girls set their gear up in a clearing or somethin’? If you find anything, you know the drill. Just give a holler.” Applejack smiled encouragingly to her sensitive friend.

“Like this?” Fluttershy breathed in deeply. “Heeeeey...” The smile faded from Applejack’s face.

“Er, tell ya what, sugarcube, you got wings. How about you just fly around and find me or Rarity if you come across the camping gear?”

“Oh...um...Ok. That’s fine too...”

“Atta girl. Now let’s get this search underway! Yeehaw!” Applejack galloped off down the right path, perhaps a little more enthusiastic than was necessary for the task at hand. With no friends to accompany her anymore, Fluttershy settled for talking to herself.

“Okay Fluttershy...your friends are counting on you. You can’t let them down.” Camping gear was easily replaceable, but Fluttershy had no intention of letting Rarity and Applejack be disappointed. Flapping her wings, the pegasus gently fluttered off of the path and into the trees. “I told those girls that the forest could be dangerous” lamented Fluttershy with a sigh. “I wish they would go for less dangerous cutie marks sometimes...like hiding. Or maybe reading at the library. Oh, but they could get papercuts! Maybe that’s too dangerous too...Maybe instead they could—”

“Pony...”

Fluttershy squeaked. She could have sworn she just heard a voice that she couldn't attribute to either of her friends. Hovering above the grass, she looked around on all sides, suddenly finding herself more afraid of her forest surroundings than she was used to being.

"Hello? Is anypony there?"

"Down here...in the bushes..."

Fluttershy was apprehensive, but her combination of curiosity and kindness compelled her to respond, landing gently in front of a thick, thorny bush and leaning her head down close to the ground.

"Hello?"

"Please...help me..."

Fluttershy's caretaker instincts immediately kicked in. Whatever was in that bush was too small to be a pony, even a foal. That meant it had to be a critter. She did not know what kind of critter could talk, but that did not matter right now. There was an animal in trouble and it was up to her to help the poor thing. She darted her eyes around, trying to peek through the holes in the vegetation to find any signs of life. When she could not, she began to get desperate.

"Where are you? I'm going to help you, I promise! I just need to find you!"

"Down here..." Fluttershy shifted her eyes toward the ground, gasping in shock as a thick, black ooze began to slowly seep out from the bush and toward her hooves. Despite her pledge to help, she found herself backing up a few steps from the thing. Fluttershy suspected that it was sticky and unpleasant to touch. *"Please, pony...Don't leave."* Fluttershy stopped in her tracks, gulping in fear. She was beginning to notice that the creature's voice did not sound normal. She likened it in her mind to what

she imagined a swarm of insects might sound like if it could talk. It was an unsettling reverberation that the pegasus did not like hearing, and her legs trembled as she spoke.

“Are y...you in trouble...?” Fluttershy had vowed to help all critters, not just the cute and fuzzy ones, but this blob put her capacity for compassion to the test. Thin tendrils sprouted from its surface, whipping forward and sticking onto the ground, weakly dragging the black mass closer to Fluttershy. She forced herself not to recoil in disgust.

The creature recognized the pegasus, of course, and was similarly disgusted. It would never forget her or the others who were responsible for banishing it in the first place. However, it had the advantage of Fluttershy’s ignorance. It could not grow without a host to feed from, and it had worried that it might be too weak in its current state to attach itself to a pony without being overwhelmed, especially in the case of unicorn magic. While it loathed the Elements of Harmony, Fluttershy’s arrival was actually quite serendipitous. She was a delicate and frail pony, a perfect host to cling to while it licked its wounds. It could not grow stronger from a host with a pure and happy heart, but even wielders of the Elements could be corrupted. For now it only needed to play along and feign innocence.

“Oh, miss pony, please help me...I am so weak and frightened...”
Against her better judgment, Fluttershy’s feelings of nurturing regained control, and she shamed herself for even thinking about abandoning this poor creature, even if it did look scary.

“Oh, you poor little thing...” cooed Fluttershy as she lowered her face down to its level. “You’ve been out here so cold and alone...Well don’t you worry. Mama Fluttershy is going to take care of you and make it all better. I’m going to get you home and make you a nice, hot bowl of soup. Does that sound good to you?”

“*NO!*” Fluttershy squeaked again in surprise at the outburst. The malevolent presence reminded itself that it was supposed to be “nice” until

it had a suitable host. *"I mean...no. Soup will not help me. I cannot survive on my own...I need a host. I need someone to carry me within their own body to save my life."* The surface of the ooze bubbled. Gaunt, bony black hands rose out of the black mass, reaching longingly for Fluttershy in an ominous yet pitiful way. The pegasus cried out in alarm and fell back onto her rump. The oozing hands weakly began to descend back into the bubbling pool.

"Please, pony...I'm dying..."

Fluttershy whimpered. She had never encountered a critter so unsettling, but her heart was too kind to leave it to die. She already knew that she would have to help it, but she remained fearful nonetheless.

"Will it hurt?"

"I promise you, you'll barely even know I'm there." Fluttershy took a deep breath. She knew that she needed to do this quickly. Her friends were still looking for the lost camping gear and needed her help. She nodded silently. The ooze instantly responded, additional tendrils sprouting from the surface and attaching themselves to her face. As it began to hoist itself toward her, she found herself backing up against a tree despite her good intentions. *"Just relax..."* reassured the symbiont. *"It will be over soon."* Fluttershy closed her eyes and trembled, trying to pretend she was at one of Pinkie Pie's parties, having fun with her friends instead of sitting in the Everfree Forest with a living ooze slowly forcing its way into her mouth and ears. She tried to imagine that she was eating a delicious cake instead of feeling the creature slither down her throat. She tried to pretend that she was hearing party music instead of wet slurping sounds as the creature wriggled past her eardrums. Tears rolled down her face.

And then it was over.

Fluttershy opened her eyes. The creature was nowhere to be seen, and true to its word, she did not feel any different. It was like it wasn't even there at all.

"Hello, Fluttershy."

Fluttershy whipped her head around, confused. The sound unmistakably belonged to the creature, but it seemed different somehow. It was clear as day, but it didn't feel like it was simply hanging around inside her ears and talking to her the way it had been a moment ago when it was on the ground. It felt more like it was a part of her own inner voice, speaking to her with words only she could hear.

"Are...are you in my thoughts?"

"In a manner of speaking, yes. I'm in your mind, Fluttershy. As a side effect, I see your thoughts, your feelings, and your memories. Don't worry...that gala incident could have happened to anyone." Fluttershy blushed in embarrassment. She was not very comfortable with the idea of her entire life, her every private thought being an open book. The creature picked up on this. *"Don't worry, Fluttershy. I can help you. I want to be your friend. After all, when my host is doing well, that means I am doing well too. We both have much to gain from this arrangement, you'll see."* Fluttershy was temporarily placated by this.

"Well...ok. Why don't I give you a name?" The creature knew from Fluttershy's memories that any name she picked would have been an embarrassment. Her style was simply too cute. Too....sickeningly sweet.

"Actually, I have a name" the creature lied. It had never had a proper name. It had been nothing more than a force of pure negativity and darkness, drawn from across the cosmos to the princess's jealousy like a moth to a flame, nursing mindlessly at her bitter heart until it had grown enough to even realize it was alive. A proper name for itself was long overdue.

“HEY YOU GUYS! I FOUND THE STUFF!”

Fluttershy blinked in bewilderment as she heard the loud, somewhat gruff shout coming from off in the distance.

“Was that Rarity?” The pegasus had nearly forgotten about the camping equipment by now. It was just as well that Rarity had found it instead. “We’d better go meet up with Rarity and Applejack. They’re my friends. Oh...but I guess you know that, don’t you...um...what did you say your name was?” The creature was silent for a moment as it considered, then gently hissed its answer.

“You can call me Noctis.”

“You’re going to love it here, I just know it!” After meeting up with Rarity and Applejack, Fluttershy’s attitude toward being a host for Noctis had improved substantially. Given time to think about it, she realized that being its host would be like always having a friend to talk to, even when she was alone. Not only that, but it was a talking critter friend too! Perhaps it wasn’t the kind of talking critter friend she had in mind, but she was not one to look a gift pony in the mouth. Her newfound enthusiasm led her to give Noctis a tour around her home. Noctis had far less interest in her home, and was only grateful that Fluttershy was not also able to hear its own thoughts. In order to regain its power, it had to keep a low profile until the moment was right, and that meant pretending to be Fluttershy’s friend even during her boring tours. Noctis hated her house. It was full of holes for vermin and flying rats. It had ridiculous tiny staircases all along the walls and there were tiny animal-sized pieces of furniture scattered around. The sooner it could leave this host for a stronger one, the better.

“And this is my bookcase!” Noctis’ attention returned to Fluttershy’s tour only to see if it was over. It was not.

“Allow me to guess. All of your books are about animals?”

“That’s right! You are so smart. Who’s a smart little critter? You are!” Noctis resisted the urge to sigh with disgust inside of Fluttershy’s own head. “Oh, and I’ll need to introduce you to all of my animals! Why, there’s Angel and Hummingway and—”

Knock knock knock.

Fluttershy immediately stopped talking. Somepony was at the door. One of her friends, perhaps? Or maybe it was a stranger. She stepped with caution to the door and opened it a crack. That was all her visitor needed to push the door wide open, knocking Fluttershy back onto her flank.

“Hi Fluttershy!” As it turned out, it was neither her friends or a stranger. At least, it wasn’t a complete stranger. It was simply the local mailpony. She was recognizable by her grey coat and blonde mane along with...certain other traits. Fluttershy, overcome with crippling social anxiety, whispered a greeting too soft for the mailpony to have any hope of picking up. She did not even seem to notice as she dropped her mailbag onto the ground and began pulling a small package out of it with her hooves.

“You know, when I started making my rounds today I thought to myself ‘That Fluttershy doesn’t get much mail living out by the forest the way she does’ but then I saw that you DID have mail today and I realized that the return address is from a birdseed company and I thought that was pretty smart of you!” Fluttershy was at a loss.

“It is?”

“Yeah! When I don’t get any mail it makes me sad, but when you don’t get any mail you order birdseed so you can get your OWN mail for yourself! If I had that idea do you know what I would order?” Fluttershy began to open her mouth. The mailpony didn’t bother waiting to hear her

guess. "I'd order muffins! I love muffins. I could eat them all day! What's your favorite kind of muffin?"

"Well, I..."

"I like all kinds of muffins! I don't know if I could pick a favorite! I like cinnamon, apple crisp, blueberry, banana, strawberry..." As the mailpony continued to drone on and on about what muffins she enjoyed, Noctis could not help but notice that her eyes were slowly beginning to drift in two different directions. The package had long ago been set onto the floor inside the house, but the mailpony just...kept...talking. Fluttershy, in her own meekness, was too polite to send her away.

"Who is this imbec---?! I mean...who is this pony?" Fluttershy answered out loud, not particularly worried about her visitor seeing her talk to a voice in her head. She doubted that the mailpony even remembered where she was anymore.

"That's...um...Derpy Hooves. She delivers the mail..."

"Slam the door in her face."

"No, Noctis. That would be rude."

"DO IT!"

"Eee!" Confused by the yelling, Fluttershy raised up and slammed the door. It took Derpy several seconds to notice that she was listing muffins to Fluttershy's house.

"Oh, I got more mail to deliver! Ok, I'll see you later! Bye now!" The mailpony picked her mailbag up, slung it over her back, and flew away into the sky. Fluttershy frowned to nothing in particular since Noctis was not outside her body to see her face.

“You shouldn’t have made me do that...It wasn’t nice.”

“What was that? A minute ago you were all too eager to be friendly and show me around, and when some mailpony arrives that’s all it takes to turn you into a meek little foal?” Noctis already knew everything about Fluttershy, but in order to weaken her heart and make her vulnerable, it would have to plant seeds of doubt.

“Oh, well...I’m just...” Fluttershy had no answer for Noctis, cowering near the ground.

“Never mind” interrupted her passenger. It could use this personal weakness to its advantage, but manipulation on that level took time. *“Besides, aren’t you supposed to be meeting up with Rarity this afternoon for a spa date?”*

“How did you know? Oh, that’s right...I guess that part will take some getting used to. Oh! But you’re right! I’m late!” Fluttershy threw open her door, taking off in a low-altitude flight to make her afternoon appointment in time. Noctis had a strange feeling that there were a pair of beady, rabbit-like eyes glaring up toward him from the window as they left.

“The usual!”

Fluttershy knew that Rarity’s usual was an extended session featuring every treatment that the spa had to offer. In fact, rumor had it that in order to receive every treatment, a pony only had to walk in and say “Give me the Rarity!” Fluttershy did not mind. She enjoyed the spa, and she also enjoyed spending time with Rarity. Their conversations were often one-sided in the unicorn’s favor, but this was an arrangement that suited the pegasus just fine. She rarely had much to say but she loved to listen, as Rarity had wonderful stories and gossip. Noctis was far less enthusiastic to listen to Rarity, but had little choice in the matter. It had been silent for the better part of an hour as its host and her friend enjoyed a

facial and pedicure. Although, it would have perhaps been more accurate to say that Rarity was enjoying a facial and a horn filing courtesy of the blue and pink spa ponies while Fluttershy lay on a mat and listened to her blather on.

“I just finished a new design that I think would look just fabulous on you, Fluttershy! I insist that you come over to the boutique later and be the very first to try it on! We can consider it my small way of thanking you for taking time out of your morning to help Applejack and myself look for our little sisters’ camping equipment. Honestly, they can be so silly sometimes with their little crusades.” Fluttershy giggled sweetly in response.

“Well, we were all fillies once. Someday they’ll all get their cutie marks, and when the time comes they’ll know where to apply themselves. I’m sure the crusades won’t last forever.”

“Yes, I suppose you’re right, darling. I just hope Sweetie Belle gets her cutie mark soon. Do you know what they tried doing last week? Cutie Mark Crusader bungee jumping. Apparently they got the idea from Rainbow Dash. I’ll have to have words with her...” Fluttershy couldn’t see Rarity’s eyes beneath the cucumber slices, but she could tell that her friend was glaring.

“Oh, well...I’m sure she meant well when she did that...”

“This is boring.” Fluttershy raised her head suddenly, surprised to hear Noctis speaking to her after being quiet for so long. She had begun to suspect that it fell asleep in her head somehow.

“Don’t be rude” whispered Fluttershy under her breath. “Rarity tells interesting stories.”

“Hm? Did you say something dear?” questioned Rarity, her head tilting towards Fluttershy. “I couldn’t hear that just now.”

“Oh, no Rarity. I didn’t say anything.”

“Whatever you say darling. As I was saying...”

Noctis did not care to hear any more. As Fluttershy continued to listen, fascinated by the unicorn’s words, she was distracted from the thin, slimy black stem sprouting from her flank. It extended outward, creeping toward a small table nearby which held spa supplies and, more importantly, a lit scented candle. The whip-like appendage split apart to form four thin fingers, grasping the candle and carefully lifting it off of the table. It moved quickly, pulling back towards Fluttershy while the spa workers were distracted on their best customer. Seizing the window of opportunity, it waved the open flame beneath several decorative potted plants situated in a row behind the unknowing pegasus, igniting them instantly. Knowing that it had only moments to spare, it set the candle down onto the floor behind Fluttershy before retreating swiftly back into her body with a stretchy snap. Fluttershy yelped as she felt the pinch, kicking her back right leg involuntarily.

“What was that?” she wondered quietly to herself. “Oh well...probably nothing.” Fluttershy began to settle back down when she noticed that Rarity had stopped in the middle of her story.

“Fluttershy, darling, do you smell smoke?”

Fluttershy and the spa ponies turned around just in time to watch the fire spread from the top of a bonsai tree to the lace curtains hanging nearby.

A very timid Fluttershy stood next to a dismayed Rarity outside of the half-burnt spa. Despite Rarity’s insistence that the other half was still usable, the proprietors had insisted even more strongly that the spa remained closed until the fire damage could be properly repaired and the rest of the building fire-proofed. The optimistic estimate was six weeks.

“I’m so sorry, Rarity...” meekly offered Fluttershy. “I had no idea there was a candle back there! I swear that I didn’t mean to kick it! I don’t even remember doing it! Oh, but if I did remember doing it than none of this would have happened...”

“Ohh, that was not good how you just burned down your best friend’s favorite place.”

“I know it was bad!” Fluttershy quickly went silent, but Rarity was too distraught, staring with sad longing at what used to be her favorite spa, to even notice the strange outburst from Fluttershy. “Rarity...please forgive me...” pleaded the pegasus. Rarity had to take a deep breath to be able to speak without bawling.

“It’s...alright, Fluttershy. It could have happened to anypony, right? I mean, even though it was the best and ONLY spa in Ponyville, it’s not the end of the world, right? I’m sure I’ll be able to keep myself looking relatively fabulous without professional treatment for a while, yes? They’ll reopen in a few—” Rarity stopped to bite her bottom lip. A trickle of blood dripped down her chin. “MONTHS.” Fluttershy lowered her entire body in shame. “Don’t worry yourself, dear...Why don’t you head on home and tend to your animals? I have...things to do at the boutique.”

“Rarity, I...”

“Please, Fluttershy...” interrupted Rarity, whose body was suddenly and inexplicably shrouded in a black cloak. “I want to be alone...”

“Were you hiding that the whole time?” asked Fluttershy so meekly that she could not even be heard.

“Farewell” answered Rarity as she turned to leave, undoubtedly going to the boutique in order to lock herself in her bedroom so she could wallow in whatever it was ponies were supposed to wallow in.

Fluttershy's shoulders were weighed down by guilt as she slowly trotted in through the front door of her cottage. The sadness in Rarity's eyes never left the pegasus' mind. Noctis had seen to that much. With a heavy sigh she gently tapped the door shut behind her. Her animal friends did not immediately rush out to greet her. She had always believed that animals had a sixth sense to know when a pony needed to be alone. She could never be alone, of course, not while IT was there.

"How could you do that, Fluttershy? You burnt down your best friend's favorite place to relax!" Fluttershy hardly needed to be reminded, but Noctis had seen fit to do so anyway. She sighed sadly, her eyes filled with signs of regret.

"I'm such a clumsy, clumsy pony...I hope Rarity isn't angry with me. I swear I didn't mean to do it. It was an accident! Honest and truly, it was!"

"Of course I believe you, Fluttershy. I'm sure Rarity isn't angry. Perhaps just...well, I'd better not say." Fluttershy was about to go and feed her chickens with the hope that it might take her mind off of her terrible mistake when her passenger's sudden reticence left her suspicious. She instead walked into her bathroom. It was awkward to carry out conversations with Noctis when there was no physical presence to talk to. For the moment, talking to her reflection would have to suffice. Staring at herself in the mirror, her eyes drifted up toward her forehead. She did not know where exactly inside of her Noctis was, but the access it had to her memories made it easy to assume that it was somewhere in her brain.

"Better not say what?" posed Fluttershy to her own reflection.

"Really now," replied Noctis, *"I can't decide that it is best to keep something to myself and then immediately go back on that, can I?"* Fluttershy whimpered. She could always respect anypony's need to keep a secret, but whatever this was, it pertained to herself and Rarity. For all she

knew, it could have been vital to the future of their friendship. Biting her lip, she pleaded as hard as she had ever pleaded to any of her animal friends.

“Oh please! Oh please, oh please, oh please, Mr. Noctis! If you know something that might affect my friendship with Rarity, I must know! I did a terrible thing to her and I don’t know what to do!”

“Fluttershy, I’m sure Rarity will forgive you, if she already hasn’t. I only worry about what you’ll do to hurt your friends next time.” Fluttershy gasped aloud, putting her front hooves onto her sink and leaning in closer to the mirror, speaking to it as though Noctis had migrated into her own reflection.

“No! I would never hurt my friends! I love them all!”

“Perhaps not intentionally, Fluttershy. The problem is, I know everything about you. I know how awkward you are, even with the mailpony. I know how clumsy you are. Cloudsdale Flight School was proof enough of that. It deeply wounds me to say this, Fluttershy, but your friendship...perhaps even your very existence is an inconvenience to the ponies you hold dear.” Fluttershy felt a sudden stabbing pain in her heart as she drew her head back from the mirror. Noctis noticed it too. Her doubt and fear were making it stronger by the second.

“Th...that’s not true! I’m a good friend! Aren’t I?” Noctis had to restrain itself from laughing in triumph directly within her thoughts. Fluttershy had nowhere left to go but down into the depths of despair.

“Oh, your heart is in the right place, Fluttershy. You are kindness, after all, but kindness only goes so far on its own. I can see all the ways you’ve burdened your friends. You destroyed Rarity’s beloved spa with your clumsiness today. As a filly, Rainbow Dash had to protect you from bullies because you were too weak to stand up for yourself. Even Twilight Sparkle nearly had a nervous breakdown trying to keep you out of trouble

when you stole her mentor's beloved pet phoenix. Honestly, Fluttershy, what were you thinking with that one?"

Fluttershy turned away from the mirror, laying low to the ground and flattening her ears against her head. The Philomena affair was not one she was proud of.

"I was just trying to help...I didn't mean to cause trouble for everypony..."

"But you did, Fluttershy. Your friends always have to coddle you because you're weak. What's even worse is that you allow yourself to be weak. You could have changed, could have made yourself into a better friend so they would not have to fret over you so often, but you never did. Your friends have given you so much, Fluttershy. Tell me, unless Rarity has a problem with her cat or you somehow get another dragon blowing smoke out of a cave, what do you have to offer? What have you given back to the friends who deserve everything?" Fluttershy lifted her head, biting her bottom lip softly. The fact that she could not immediately answer Noctis' question was worrisome.

"Well, I babysat for Rarity and Applejack's little sisters before..."

"That's it?!" hissed Noctis, frightening Fluttershy back into silence. *"Any pony can look after some kids for an evening, Fluttershy, even those three! That's the best you could come up with? You've been so obsessed with your animals that you never bothered to find a way to be a better friend, one who could give rather than take all the time! Have you been so self-absorbed to not once ever stop and think about how your friends' lives would be easier without you? Why, you even stooped so low as to take Rarity's dream of fame from her! Oh yes, Fluttershy, I know all about Photo Finish, too. What kind of terrible, worthless pony takes away her best friend's dream and then flaunts it all over town?"* Fluttershy stood up and glared into her mirror, fighting back her easily triggered urge to cry.

“Stop it, Noctis! I don’t want to hear any more! The modeling wasn’t what I wanted! Rarity told me I had to do it! I didn’t know that it was making her so upset!”

“You have no choice but to listen to me, Fluttershy. You can’t silence me. Any foal could have seen how much Rarity was hurting on the inside when that photographer passed her over. Anyone but you, apparently, because you never stopped to think about it! Look at yourself, Fluttershy. You have the greatest friends in the world. Don’t you think they deserve better? Don’t you think they deserve more than some selfish, stupid little klutz like you?”

As Fluttershy looked into her reflection, flinching from the sting of each pronounced insult, she began to notice things that she hadn’t noticed before. She saw flaws. She saw a mean, thoughtless, ugly pony that she had never even known was there. She hadn’t known it was there because she had always allowed others to be strong in her place. Isolated incidents with a dragon or a cockatrice ultimately changed nothing in the long run. She was still that weak little pony who let others shoulder her burdens.

“Don’t they, Fluttershy?”

“I...”

“Don’t they deserve a friend they don’t have to coddle? A strong friend they can depend on when they’re the ones in need instead of you?”

“I...!”

“Don’t they!?”

Tears began to well in Fluttershy’s eyes as she stared at her reflection. Her breath heaved in her throat as she tried not to bawl, but it was only a matter of seconds before she began to sob, her vision blurring until her reflection was a yellow blob.

“Yes! Yes, they deserve better! They deserve to have the best friend any pony could ever be! They deserve a friend who won’t hold them back or cause them trouble! I’ve been so selfish! I’m the worst friend ever!” Fluttershy turned away from the mirror, her tears rolling off of her chin and pattering gently onto the floor.

“Oh, Fluttershy...” replied Noctis in a gentle, soothing tone. *“Please understand. I do not enjoy making you upset. You see, I am only grateful to you for saving my life, so I want to help you improve YOUR life. You realize now that you are not a good enough friend, but I can help you. I can give you the confidence and strength you need to be the friend that they all deserve, the friend you could give them.”*

Fluttershy’s heart leapt. For a brief moment she felt overjoyed before it became clouded with suspicion.

“How?” she asked, sniffing loudly.

“Let me in, Fluttershy. You allowed me into your body and mind. Let me into your heart. I can fill the hole within it. I can make you into more than what you are. I can make you into a better friend than you could ever be on your own. Just open your heart to me, Fluttershy. Wish for it as hard as you can. Wish for it...and let me in.”

Despite Fluttershy being at her absolute lowest, Noctis noticed that she still felt hesitation deep down.

“Will it hurt?” she asked with a shaky voice. Noctis answered honestly.

“Yes. It will hurt. But only briefly.” It was not the answer Fluttershy wanted to hear, but her friends were worth any pain she would have to go through. She owed it to them after all the trouble she had caused, especially to Rarity.

"I want to be a better friend..." she whispered.

Noctis was pleased. It was fortunate that Fluttershy was the most insecure pegasus in all of Ponyville, perhaps all of Equestria. The element of kindness had grown weak, overshadowed by the pain in its wielder's heart. The rest of the elements would fall soon enough. Once they were no longer a threat, it would finally be time to return to the princess.

"Good, Fluttershy. Very good. Let us begin."

Fluttershy felt a bitter cold suddenly seize her wounded heart, accompanied by a tight pressure like her chest was being crushed. Just as Noctis warned, it hurt. She gave a pitiful little cry as she fell over onto her side, curling her legs up into her body and breathing heavily. Noctis could feel her fear. She feared that she was about to die.

"Shh...It's alright, Fluttershy. You don't need to be afraid. You're doing the right thing." Fluttershy did her best to nod, but her body was weakened to the point where any movement amounted to little more than an involuntarily twitch. The coldness spread over her entire body.

"You're doing so well, Fluttershy."

Her vision began to darken until she could no longer see at all. Her grip on the world gradually weakened as she slipped into unconsciousness.

"It's almost over."

Fluttershy's eyes opened. A quick look out the window revealed that it was nighttime. Princess Luna had outdone herself tonight. Smiling, she put her hooves against the floor and pushed herself up, shaking her body to loosen up once she was standing. Looking curiously around the

bathroom, she found her white rabbit standing at her side, glaring at her even more fiercely than he usually did.

“Hello Angel” she offered sweetly. The rabbit backed up slowly, never allowing his eyes to leave her until he had exited the room completely. Throughout his prolonged stare, his fur bristled as threateningly as a bunny rabbit could manage. Once he was gone, the pegasus shrugged her shoulders.

“I guess he wasn’t fooled. Well, at least it’s just a dumb animal.” She approached the mirror, looking at her reflection with a confident smirk. Her body was fragile and waifish, but it just felt good to have hooves against solid ground again. She chuckled darkly to her reflection.

“Don’t worry, Fluttershy” said Noctis to the pegasus locked away deep inside.

“Your friends are going to *love me*.”

Chapter 2

Laughter

Fluttershy has turned out to be a complicated vessel. Her self-deprecating nature provided Noctis with a bountiful well of anxiety and pain to drink from, but that in itself was not enough. It would not starve with Fluttershy, but her lack of unicorn magic prevented it from evolving past its current, sickly state. Without a unicorn host, its power would not be able to exceed its current limits, and not even begin to approach the level required to retake the princess.

To complicate matters further, Fluttershy's physical constitution would not be able to withstand Noctis' presence even long enough to reach peak condition of its current form. It could feel her body becoming weaker and weaker the longer it was with her, and unless it found a new host soon, the delicate pegasus would wither away completely. Noctis had no concern for Fluttershy's well-being, but she and the dark magic were one now. If she died while Noctis was attached to her, it would die with her. For this reason alone it was determined to find a way to abandon Fluttershy before she perished for a host made of stronger stuff.

As much as it longed for a unicorn host, it was still too weak to dare attempt bonding with one. As it was now, even the weakest unicorn would have enough magic inside of it to obliterate Noctis' presence entirely. No, it would have to be a pegasus or an earth pony. The question was, of course, which one would it be? While the task of deciding on a host and migrating to her body seemed complicated at first, Noctis received some unexpected assistance the very next day when it marched Fluttershy's body out to retrieve her mail.

You're invited to Pinkie Pie's Super Summertime Sun Fun Summer Party!

All of the elements loved to go to Pinkie Pie's parties, which offered Noctis the perfect opportunity to size them all up in one room and choose its next victim. How kind of Pinkie Pie to lead all of her friends right where it wanted them. She really DID throw wonderful parties.

Noctis twisted Fluttershy's lips up into an uncharacteristically arrogant smile as it closed up the little mailbox outside the cottage using Fluttershy's hoof. It had only fetched her mail in the first place to keep up the appearance of being her friend, but after discovering such an incredible opportunity was glad to have done so.

"Looks like your friend Pinkie's throwing a party for all of you" said Noctis confidently with Fluttershy's sweet, gentle voice. "This is the perfect time to teach you a little more about what it means to be a real friend who thinks of someone other than herself once in a while."

It could feel Fluttershy wincing internally.

"Um...Mr. Noctis?" asked Fluttershy. Buried deep in her own mind, only her body's current pilot would be able to hear her. Noctis did not like to hear her speak. It felt too much like it was talking to itself. To its chagrin, it could do no more to silence her than she could have done to silence it back when she was in control.

"Yes? What is it?" Fluttershy currently had no body of her own, but Noctis could somehow still tell that she was trying to look away and awkwardly scrape her hoof against the ground. Old habits died hard.

"It's not that I don't trust you, but how long will it take to make me into somepony that my friends will like more? I don't want to rush you...it's just that it's dark in here and I...I'm kind of scared and...well..." Fluttershy tried

to say more, but even as a disembodied voice she tended to lapse into inaudible mumbling.

“Now Fluttershy” offered Noctis in a maternal yet somehow still condescending tone of Fluttershy’s own angelic voice, “do I detect you having selfish thoughts again? This is what made this necessary in the first place. Don’t you think that if your friends could improve themselves for you by facing a little trivial fear here and there, they’d do it?”

Fluttershy was silent.

“Good” said Noctis with a nod. “Now we’re going to this party this afternoon, Fluttershy, and while we’re there I’m going to let you see for yourself just how you need to start acting if you want friends who will actually like having you around instead of letting you tag along out of pity.” Noctis felt a twinge from Fluttershy. If she still had her own eyes, they would be welling with tears from that remark. The symbiont could tell.

“Any more complaints?” it asked. Fluttershy did not speak up again, not wishing to have any more painful revelations thrust upon her. Admittedly, Noctis had absorbed more than enough of Fluttershy’s misery for the time being and consuming it any further was mere gluttony, but it found hurting Fluttershy’s feelings amusing even when it was unnecessary.

“Very good” it remarked, pleased that it would not have to listen to Fluttershy’s sniveling for a while. “Now then, we have a party to attend.”

Noctis found itself especially eager for Pinkie Pie’s party, albeit for all of the wrong reasons. It had spent the morning hours tending to Fluttershy’s animals for the sake of keeping her quiet, as it knew that leaving the cottage without doing so would lead to an endless torment of gentle prodding from the pegasus to go back and see to them. Annoyingly enough, every animal fled from its presence, and when they had no place to run to they cowered, hissed, or growled. They could sense that the

yellow pegasus that approached them this morning was not the Fluttershy they all loved. Her rabbit had even tried to ambush it from a cupboard with a frying pan to knock it unconscious. That stunt had earned it the only punishment Fluttershy would allow: a stern talking-to and a time-out in Fluttershy's bedroom. Thankfully, the entire affair only lasted for a couple of hours and, after being sure to shove a chair up underneath Fluttershy's door to ensure no further interference from Angel, Noctis was on its way to Sugarcube Corner. It had gotten up to the marketplace before Fluttershy's concern for Angel overtook her natural urge to be quiet and not bother anypony.

"Maybe we should go back and let Angel out...Locking him up in my room feels extreme."

"Now Fluttershy, Angel attacked us with cookware. He needs to learn that is unacceptable behavior. Since he is somehow immune to that stare of yours, giving him a time-out will allow him time to think about his actions."

"I know but..."

"He'll be fine. He can come out after the party. Right now he's being punished." The tail end of Noctis' dialogue did not go unheard by eavesdroppers, and the sudden sight of a blue pony's face dangling upside down only inches in front of Fluttershy's face caused Noctis to let out a startled cry and fall back onto Fluttershy's rump. Fortunately, this was in character for its host.

"Hey Fluttershy" said the pegasus with a mischievous grin. She did not mean to frighten her friend, but was mildly amused by it anyway. Noctis immediately recognized the hovering pegasus as Rainbow Dash. Even without Fluttershy's memories or Noctis' own experience being banished from Luna's body by her and her friends, Rainbow Dash's strikingly colorful mane, skill at flying, and fiery attitude were traits that made her a name around town. Turning herself right side up, Dash landed

her hooves gently on the ground in front of Noctis, chuckling in a friendly manner.

“Sorry, didn’t mean to startle you. I just heard you talking. Who are you talking to?” Noctis put on one of Fluttershy’s sweetest smiles and changed the subject.

“Oh, nopony. Just thinking out loud to myself.” Noctis stood back up, flicking Fluttershy’s tail in a dismissive manner. “So, Rainbow Dash, are you on your way to Pinkie Pie’s party? I’m sure you must have gotten an invitation.” Rainbow Dash began to laugh in response, finding the question itself hilarious.

“Come on, Fluttershy, you’re asking me if I would miss a Pinkie Pie party? Heck yeah I’m going! Oh man, I can’t wait to get my hooves on that cake. And don’t get me started on the party games! I’m gonna bob for apples SO hard! It’s gonna be awesome!” Rainbow Dash lifted one of her hooves up above Fluttershy in eager anticipation of the gesture known as a “brohoof.” Noctis felt some awkwardness from Fluttershy. She was happy that Rainbow Dash was as enthusiastic as always about having a fun time, but lacked the energy to match the pegasus’ own. Noctis saw fit to make this her first “lesson,” raising Fluttershy’s hoof up and smacking it hard against Rainbow Dash’s.

“Darn straight it’s gonna be awesome!” exclaimed the false Fluttershy with a level of confidence Rainbow Dash had not even imagined her friend being capable of. “Tell you what, though, Dash, you’d better bring your A-game to the party games, because I’m fixin’ to win them all!” Sensing the irresistible siren song of competition, Rainbow Dash straightened out her legs and puffed out her chest, establishing an imposing stature as she leaned closer to Noctis with a challenging smirk.

“Oh, is that so? Well I think you and I are going to have to settle this at Sugarcube Corner! In fact, why stop at the party games? Let’s make this interesting and have ourselves a cake eating and punch drinking

contest too! Maybe a dance-off!” Noctis leaned right back into Rainbow Dash with a smirk of equal cockiness.

“You’re on!”

Rainbow Dash laughed once and flapped her wings, rising above Noctis and facing in the direction of Sugarcube Corner. As much as she loved talking trash, they both had a party to go to and Rainbow Dash did not want to be late. There would be plenty of time to settle their newfound rivalry once they’d arrived.

“Ok, Fluttershy, then I’ll see you at the party! I don’t know where this new attitude of yours came from but I dig it! You gotta have that drive to win! That’s what separates the champs from the chumps! Even so, I don’t plan on being a chump so I hope you’re ready to lose!” Outright cheering with excitement, Rainbow Dash took off as a streak of colors in the sky, more anxious than ever to get to Pinkie’s place. Once they were alone, Noctis sighed in satisfaction.

“Did you see that, Fluttershy? I spoke with Rainbow Dash for two minutes and already she prefers me over the old you. I’m fun, I’m confident, and I can push her into being the best athlete she can be. I’m everything she needs in a friend, and everything you need to be instead of yourself.”

Fluttershy remained silent.

“Thank you all so much for coming to my Super Summertime Sun Fun Summer Party!” greeted Pinkie Pie from within her loft once everypony had arrived. They always came to all of her parties (with one unpleasant exception that she didn’t like to think about) but every time she saw their faces she lit up it was like they were all coming to see her for the first time. However, what gave her even more delight was in seeing the way THEIR faces lit up every time they took a look around at all the work she put into

setting up the best party she could possibly host. They did not disappoint her today. Before the ponies dispersed, Noctis lightly jabbed Rainbow Dash in the side with her leg, smiling knowingly.

“I’m going to mingle for a bit with the others, but don’t forget. You and I have to settle who earns the title of ‘Ultimate Party Pony’ today.”

“Oh don’t worry, Fluttershy!” retorted the sky blue pegasus. “I’m not about to let you walk out of here tonight without backing up all that big talk you were talking on the way over here!” If Rainbow Dash had her way, they’d be throwing down right that minute, but she supposed that she could stand to give Fluttershy some time to hang out with the others first. She only hoped it wouldn’t take too long. When an official challenge was issued, Rainbow Dash was always ready to meet it head on.

Noctis was considering Rainbow Dash as its new host. Her body was strong enough to be able to contain it much longer than Fluttershy could, but without any unicorn magic to put it at risk. It still was not ready for a unicorn host. Of course, the party had only begun, and despite having access to all of Fluttershy’s memories, Noctis wanted its own personal experience with each element to better assess their suitability as vessels. It hated parties, and pretending to like them was an incredible challenge even for a manipulator of its caliber, but it still managed to stretch a plastic smile onto Fluttershy’s face as it trotted over to the pony responsible for the festivities.

“Pinkie Pie!” exclaimed Noctis with as much friendliness as it could force into Fluttershy’s voice. “You’ve outdone yourself yet again with this one. I just love the balloons you used for the summer theme!” Just as Noctis said, Pinkie’s loft was filled with balloons in festive summer shapes like suns, palm trees, and starfish. Yellow and green streamers she’d hung around the room complemented them well. Pinkie beamed with just a hint of smugness. She took great pride in her parties, after all.

“Aw, thank you Fluttershy! I’m so glad that you like it! The only thing I like more than putting together a party is having all my friends there to enjoy it!” Noctis forced itself not to cringe using Fluttershy’s face. Now that it had a physical body again, it had to get used to preventing its true feelings from showing through nonverbal gestures and faces. It continued to smile, but secretly it loathed this pink pony perhaps more than any of the others. Her limitless effervescence was painful to be in close proximity to, especially when laughter was one of the strongest forces of harmony and friendship.

“Yes...maybe we should—” Noctis gulped. It could not believe what it was about to suggest, but it was still too early to drop the friendly guise. Until it had corrupted the elements and grown strong enough to challenge Celestia, it could not risk attracting hostility. It knew this, but had trouble finishing its sentence. Pinkie Pie leaned in with wide, fascinated eyes and her mouth in an “O” shape.

“Maybe we should what, Fluttershy?”

“Maybe we should...plan a party together sometime...for all of our friends...with lots of cake and party games that we work on as a team?” Pinkie Pie gasped in astonishment.

“Fluttershy, that’s a great idea! We could get together and pick out decorations and make snacks and put our heads together for some super fantastic fun games! I never even thought about it like that before! Putting together a party with your best friends and then HAVING a party with your best friends is like having a...a double party! It’s perfect! It’s like going ‘Hey! I heard you like parties so we put a party in your party so you can par-tay while you par-taaay!’ Do you hear something grinding?”

“No” said Noctis through very tightly clenched teeth. This pony was insufferable. Bringing Fluttershy down into the depths of despair was essential to begin rebuilding its strength. But this one? Pinkie Pie? Even if she weren’t an element of harmony and had nothing to offer, Noctis would

have taken her down just for the fun of it. "I'm going to go say hello to Applejack now...excuse me." Noctis stepped quickly away from Pinkie Pie, having barely enough willpower to make a remark to Fluttershy.

"Plan parties together. Better friend. Got it? Good." Noctis hated all of these ponies. It hated all ponies that were not Princess Luna, really, but anything would be an improvement after that sugarcoated Pinkie Pie. It was almost a relief to approach Applejack at the apple bobbing tub. Almost. Pretending to be friends with the elements was exhausting, but if doing so could help it return to its beloved Princess Luna, then it would all be worth it. Applejack noticed the tired look on Fluttershy's face, but didn't find it to be any more suspicious than the soft expression she usually carried.

"Well hey there, sugarcube!" greeted Applejack with her usual term of endearment. "Glad you could make it to the party! Wouldn't be the same without ya" Noctis felt Fluttershy's heart lift.

"Applejack said the party wouldn't be the same without me! She really does like me just the way I am!"

"Don't be naive" whispered Noctis. "What do you expect her to do, be honest and tell you that you're a downer at parties? She's being nice to you because she just doesn't want to hurt your feelings. Since when are you the life of a party?"

"Oh..." replied a saddened Fluttershy. *"I guess I didn't think of that..."*

"Uh, Fluttershy?" interjected Applejack. She was so used to Fluttershy being inaudible that she did not find her whispering out of place. "I'm sorry, hon, I can't hear what yer sayin'. Could ya speak up just a tad?"

"Of course" answered Noctis at normal speaking volume, which happened to be a few decibels above Fluttershy's usual speaking volume. "I was just saying that those are some fine looking apples in the tub there. I

would expect nothing less from the best farmer in all of Equestria.” Despite herself, Applejack blushed, raising a hoof and trying to casually wave off the compliment.

“Aw shoot, Fluttershy. That’s right kind of ya, but I’m sure there’s farmers just as good as little ol’ me out there.”

“Don’t sell yourself short, Applejack. Actually, I hope I’m not being a bother by asking, but do you have any tips on growing apples? I was thinking about planting a little apple tree near my cottage for my animal friends to enjoy, and I would LOVE to get some advice from the master of all things apple.” Applejack felt her chest swell. While normally a humble, down to earth pony, there was one thing she allowed herself to take tremendous pride in, and that was her farming.

“Well, since you asked...”

The entire afternoon was an exercise in restraint for the dark presence. All this laughter and friendship and happiness were more difficult to deal with than it had anticipated. To keep up appearances it had to listen to Applejack drone on about growing stupid apples for almost an hour. It had to discuss fashion with Rarity and literature with Twilight Sparkle. It had to engage in ridiculous contests with Rainbow Dash and ensure that she just barely won each one. It had to dance and tell jokes for their pathetic amusement. In the end, the only solace it could take from it all was the fact that it now knew who would be its next host.

Pinkie Pie.

Every pony at the party had been irritating, but none more so than Pinkie Pie. Noctis’ reason for choosing her next had little to do with strategy or planning. It was motivated almost entirely by a burning desire to destroy her happiness and crush her spirit. Taking any other host meant that Pinkie Pie would have even a single more day of her absent-minded

exhilaration, and that was utterly unacceptable. She would be the next to fall. She HAD to be the next to fall.

As the ponies all began to file out of Sugarcube Corner that evening, they all passed by Fluttershy, who had curiously been the first to step outside and yet lingered by the entrance of the sweet shop. Twilight Sparkle was the first to notice the yellow pegasus sitting by the door and watching the stars.

“Oh, Fluttershy, you’re still here?” questioned the curious unicorn. “I thought you went home early. No pony could blame you if you did, really. I had no idea that you could be so lively at parties! It’s a whole other side of you. Speaking of which, I highly enjoyed our discussion on the writings of Clopernicus. You’ve given me a lot to think about. I never realized that you read his works.” Fluttershy never had read it. Fortunately, Luna had, and her memories up to her purification were still accessible to Noctis. “Maybe sometime we should get together and—”

“Hey Fluttershy!”

Twilight Sparkle laid back her ears and sulked as Rainbow Dash flew out from Pinkie Pie’s door on the third story, descending until she hovered gently above the other pegasus. Twilight was all too used to being interrupted by the sometimes inconsiderate Rainbow Dash. Rather than wait around, she gave Fluttershy a polite smile and wished her a good night. Noctis waved a hoof back to Twilight Sparkle. Of all the ponies at the party, she was the one it was most interested in, but she would need special consideration. For now, she needed to humor the excitable pegasus yet again.

“What’s up, Rainbow Dash?”

“Just wanted to let you know that you still did pretty good at those party games. Gave me a run for my money! Of course, I’m still the most awesome, but maybe at the next party you can try to take my title. I

wouldn't be much of a champ if I didn't defend it once in a while!" Rainbow Dash was unaware of the fact that Noctis had allowed Rainbow Dash to consistently win simply for the sake of inflating her ego and winning her loyalty over the "old" Fluttershy.

"Better watch out, Rainbow Dash. If you get sloppy, I'm going to beat you sooner than you think!" Rainbow Dash grinned, pleased to discover that her new rival had not been discouraged by her loss.

"That's what I like to hear! Man, Fluttershy, when did you become such a party animal? I don't know what brought it about, but the new you gets an 'A' in my book! Well, I'll see you later, Fluttershy! Have a good one!" Saluting her friend with a hoof, Rainbow Dash turned around and took off into the sky just as Rarity and Applejack walked out together.

"Fluttershy, darling, you're still here?" asked Rarity. Noctis smiled weakly. Only a few more minutes of this and then it could finally get to work.

"Oh, I just thought I'd enjoy the fresh air before I went back home to all the animals."

"It is rather nice out tonight, isn't it?" said Rarity in a casual, relaxed tone as she looked around at the night sky. "Your new ideas on fashion are quite enthralling, by the way! It's certainly an improvement from...well, the thing with the bird nest you wanted that one time?" Rarity coughed awkwardly. THOSE dresses were not ones that she enjoyed talking about. Fortunately, Fluttershy's memories as a model had given Noctis more fashion knowledge than it ever cared to possess. "Anyway, I am quite looking forward to our next spa visit! Er...when it reopens, of course. Whenever that is. Oh dear. I seem to have upset myself. Do excuse me, dear. I believe I forgot to feed Opalescence before I came here..." Inside, the real Fluttershy felt a pang of guilt when she heard Rarity's voice waver. Applejack merely rolled her eyes as Rarity left, but was polite enough not to say anything aloud.

“Now Fluttershy, you’ll remember what I dun told you about keepin’ yer critters away from the leaves of yer tree?”

“Yes, Applejack. I promise to remember your every word.” Applejack smiled, pleased at her aspiring apple growing pupil.

“That’s great, then! As a matter of fact, why don’t I help ya out a bit? Normally I wouldn’t do this, but we’re friends and all, so how ‘bout you come on down to Sweet Apple Acres tomorrow and I’ll give ya a little sapling to get yerself started?” Noctis smiled and nodded. Applejack gave Fluttershy’s shoulder a rough pat. “Swell, then! Lookin’ forward to it! See y’all later!” Another wave and another smile, and then Noctis was finally alone, or at least as alone as it could get.

“Did you learn something today, Fluttershy?” It asked. It could feel a rush of panic from the real pegasus.

“Oh dear, this is so complicated! You were right, everypony really DOES seem to like me more this way, but I have so much to do! I have to figure out where I’m going to plant that tree, and I have to start reading lots of books and fashion magazines, and I need to start training for my next competition with Rainbow Dash if I’m going to give her any kind of challenge! And I still have to care for my animals on top of all of that and...oh! Angel! He’s still locked up! Can we go and let him out now? Please? Pretty please?” Noctis was content with the minor boost it had received from Fluttershy. It would develop no further from her now.

“Sure, Fluttershy. You can go home and let him out, because this is where we have to say goodbye.”

“Goodbye?” said a wounded Fluttershy. Even if Noctis had taken her body and made her sad sometimes, she still considered it a friend. After all, it had shown her just what she needed to do to be a better friend. She did not like to say goodbye.

“Yes, Fluttershy. You’ve learned all I have to teach you. Now I have to go and...help some other pony in need.” Inside, Fluttershy gasped in awe, rendered nearly speechless.

“Are you...a guardian angel?”

“Sure, why not.”

“I understand, then. It would be selfish for me to want you all to myself, and to be a better friend I need to start thinking of other ponies more than I have been. Thank you for everything, Mr. Noctis. I never knew that being a good friend was so complicated...”

“Just remember. The last thing you want to be now is yourself.”

Fluttershy took the deceptive advice to heart as she felt herself suddenly being pulled forward out of the darkness, then falling right back into it as she blacked out. By the time she woke up outside hours later, the voice she had confided in would be gone.

Barring that one time she had done a personal song and dance invitation for every pony invited to Gummy’s birthday party, cleaning up when the party was finished was always the most tiring part for Pinkie Pie. There were decorations to take down, dishes to wash, tables to move, and leftovers to save. She did not mind, though. It was all part of throwing a party, after all. The only part about it she didn’t like was that her friends were gone now, and she’d probably have to wait until her next party to see them all together again.

“Wouldn’t it be great to have a party that could just never end and go on forever and ever?” she pondered to her toothless alligator, Gummy, as she pushed the last of the cake into the refrigerator and shut the door. Gummy, who was situated on Pinkie Pie’s back in a cross-eyed stare, had

nothing to add. “But then who would keep the food from running out?” wondered Pinkie while returning upstairs to finish the last of the cleanup. “If I baked around the clock I guess I could probably keep enough refreshments around for everypony, but then I wouldn’t get to enjoy my own party and that wouldn’t be fun at all! Ooh, maybe if you got two ponies and had them bake in shifts! That would leave time for partying and baking! Oh, but it would be a lot of working and partying...they’d need to sleep too...Okay! Three ponies! One to bake, one to party, and one to sleep off the baking and the partying! Yes! That would work perfectly! I’m a geni—”

Pinkie’s stream of consciousness monologue ended abruptly as she heard bubbles from inside the bobbing for apples tub. Curiously, she tilted her head toward the tub and narrowed her eyes.

“Gummy? You in there?” Gummy, who was still on Pinkie’s back, snapped his toothless jaws shut on Pinkie’s mane to remind her that he never left. Suspicious, Pinkie tiptoed to the tub, dropping down onto her belly and peeking ever so slightly over its edge and into the water. She had to be sneaky. The tub could have a spy in it. Or a monster! Or a monster that was also a spy! Where did a monster spy get its suits made? Well she’d have to figure that out later, because she noticed something at the bottom of the tub!

“Is that...a black apple?” Pinkie said with some confusion, leaning in for a closer look.

Pinkie woke up on the floor the next morning. The last thing she remembered was investigating bubbles in the tub. Whatever had been making them, they were gone now. Sitting up, she looked around for Gummy. The alligator was hanging from Pinkie’s bedsheets by its toothless jaw, swinging back and forth.

“Gosh. I guess I got so tired after the party last night that I passed out before I finished cleaning up?”

"Not quite. Hello there Pinkie Pie." The pink pony instantly jumped up onto her back hooves, waving her front hooves menacingly above her head and growling as threateningly as a pink pony could.

"Grrr! Okay, who's there?! Come out and show yourself or I will be forced to throw a party and not invite you because you didn't come out and show yourself so I could invite you! Aw, that sounds pretty mean when I say it out loud like that...Ok! You're invited even if I can't see you!"

Noctis could not WAIT to bring this one down.

"Stop looking around, Pinkie. I'm right here with you." Pinkie Pie settled down onto her hooves, a knowing expression coming over her face as it all sank in. She opened her mouth and nodded her head.

"Ohhhhh...I get it!" She paused, then leapt to her bed and scooped Gummy up in her hooves. "Gummy! You can talk! You got kind of a creepy Locust King kind of voice but you can talk! This is so great!"

"NO, YOU IDIOT! I mean...Pinkie Pie. Not Gummy. I'm inside you. I'm...just another forest critter who needed a place to stay. I hope you don't mind that I set myself up in your mind. I'm a rare, endangered species that can only survive with a host to sustain it." Pinkie Pie tapped a hoof against her chin, her expression somehow being comically serious.

"Endangered? That seems like something Fluttershy would know about. Hey, was that you in the tub last night?" Noctis found itself cursing the fact that Pinkie Pie was smarter than she looked. She was less gullible than its previous host.

"Oh, it was. I'm sorry about what happened. It's just that I heard something coming from this room while I was outside in the grass last night. It sounded so wonderful that I just had to know what it was. I crawled up the side of the building but when I got inside I fell into your

water tub. I was afraid I might never get out, and when you showed up I got excited and latched onto you." Pinkie silently processed Noctis' excuse. Her thoughts were difficult to read, as they were a random, jumbled mess. After several moments of silence, Noctis began to fear that she did not believe its story.

"Okey dokey lokey!" piped up Pinkie Pie, instantly returning to her chipper, perpetually smiling demeanor. Inside, Noctis was greatly relieved. "Maybe I should head down to Fluttershy's place later and get some advice from her on what I'm supposed to do with you?"

"NO!" Noctis shouted. The moment the ponies became aware that it was spreading itself through their circle of friends was the moment its ability to avoid Celestia's gaze came to an ugly and abrupt end. Pinkie Pie yelped in alarm and lowered her ears, her feelings mildly hurt for having been yelled at.

"Why nooot?" she whined.

"Because...I have a better idea. Instead of going there, why not bring her here? In fact, why not bring all of your friends here?" Seeing where this idea was going, Pinkie Pie's eyes filled with stars, her teeth starting to chatter from a sheer overflow of happiness.

"You mean like...a party?"

"Yes, just like that, Pinkie Pie! I would love ever so much to see what a party is like for myself." Pinkie still didn't know what was up with the new voice in her head, but if it liked parties she was more than pleased to keep it around for a while. She giggled so hard she snorted, bouncing up and down on her hooves as thoughts of more fun with her friends raced through her random mind. Noctis noted that while she had no misery in her heart to absorb yet, her physical body had an extreme excess of energy. For the moment, that would suffice.

“That’s great! We can call it the uh...um...” Pinkie stopped bouncing, putting a hoof to her chin and tapping it pensively. Parties needed a theme, or at least an occasion. “Gosh, what kind of party should it be? Why would we have a party right now?” Noctis, being the furthest thing from an expert on parties even with Pinkie Pie’s empirical knowledge of them, stumbled over its words.

“*Well...because...*” As it turned out, this was all Pinkie needed, and she interrupted before it needed to say any more.

“A just because party! That’s great! It’s so just because that nopony will expect it! It’ll be a total surprise out of nowhere, like when Gummy hides in the bathtub!” Gummy was nowhere to be seen anymore, which suggested he may have been doing just that. “Oh I can’t wait to show you all of my friends! There’s Fluttershy and Twilight Sparkle and Rainbow Dash and Rarity and Applejack! They’re all super duper fun party guests and really great friends and I’m gonna have them over and you’re gonna go ‘Whoa! They’re awesome!’ and I’m gonna go ‘See? I told you!’” Pinkie Pie had taken to bouncing around her room again as she spoke of her friends. The party last night had not left her tired out for very long. She calmed herself only when she realized that she had no name to attach to her new passenger. Finally sitting down, she rolled her eyes up to see her own forehead, which was impossible but that did not stop her from trying. “So what should I call you?”

“*Noctis is my proper name.*” Pinkie beamed.

“Okay Noctis! Nocky Wocky Locky! Nocka Locka Ding Dong! Let’s get to work! These parties don’t plan themselves! At least...” Pinkie narrowed her eyes, shifting them back and forth dubiously. “Not yet...” The idea of a self-planning party was so silly that she began to laugh again. Her mirthful giggling was literally painful to Noctis. With each laugh, it could feel the element shining all the brighter.

“Yes...” it concurred. “*There is much to do...*”

Despite being the one to suggest it, Noctis did not want another party. To that end it had decided from the moment it suggested a second party at all that it was the perfect opportunity for sabotage. Pinkie went through her motions of gathering decorations, putting them up, baking sweets, arranging games, and mixing punch. It was second nature to her now. Thus, Noctis had to have more. More balloons. More sweets. More games. Always a good host, Pinkie obliged the best that she could, making the party more and more grandiose until she had to rent out the entirety of Mr. and Mrs. Cake's shop to fit it all. She knew she couldn't put on a party that everypony couldn't enjoy, even if the pony in question was actually a weird voice inside her head. It was extremely demanding, but it had also never seen a party before, so it was only natural that it would want something truly memorable. Her usual preparation time had been more than tripled by the time she had finished the last step: invitations. Typically she would venture out to deliver them personally, but no sooner had she put the basket on her head and taken two steps toward the door did she fall onto her stomach as a panting, tired mess. This party had taken quite a toll on her before it even began, and unbeknownst to her Noctis had been sapping energy from her body the entire time as well, exacerbating her condition.

"What's the matter, Pinkie?"

"So tired..." she whimpered pitifully. "Pinkie need rest..."

"Now?" said Noctis, pretending to be disappointed. *"But if these invitations don't go out soon then all of this preparation will have been for nothing!"* Pinkie Pie looked up. There were more balloons, streamers, and snacks arranged than she believed she'd ever put together at one time. The party stretched through all three floors of Sugarcube Corner, which the Cakes had been kind enough to allow her to do at all. Even the visit from Princess Celestia had not mandated preparations this elaborate. Letting it go to waste was simply not an option.

“Okay...I’m getting up...” said the tuckered out pony breathlessly, forcing herself to stand. She didn’t even manage to take a single step before her legs wobbled and she dropped back onto the ground with a sad sigh. “I’m sorry Nocky Wocky...This pony is pooped. I think I pushed myself too hard putting this together. I couldn’t take another step...”

This was precisely what Noctis wanted.

“Perhaps...I could deliver them for you?” Pinkie huffed. She was too exhausted to display her emotions properly, but she was confused.

“I thought you were stuck with me because you couldn’t live out there on your own without a pony to ride on?”

“I can’t, but I think I might be strong enough now to leave you for an hour or two...just to deliver these invitations. It is the least I could do after you were willing to go to such great lengths for me. I can take the envelopes, go out and drop them in the mailboxes, and then come right back before I’m out of time.” Pinkie did not know how safe this was, but she did not know enough about the nature of her new friend to lecture it on reckless behavior.

“Well, if you think that’s okay, it would really...help me...out” Pinkie’s eyes fell shut and she began to snore, having finally succumbed to the fatigue brought on by her perilous party planning process. It allowed Noctis to ooze out of her open mouth with ease, pooling onto the floor of the sweet shop. With what little power it had gleaned from Fluttershy and Pinkie Pie, the black puddle began to bubble and churn. A thin, black arm breached the ooze’s surface, slapping a tiny clawed hand onto the wooden floorboards. Pushing the ground, a meager, impish body no larger than Fluttershy’s rabbit began to rise from the abyss. As a simple construct, it had no facial features outside of two beady white lights that served as eyes. The body was thin and hunched, while its feet were large and pointed at the end without any toes to speak of. Tiny little bat-like wings

protruded from its back, and while they were not intimidating they would be sufficient for short bursts of flight. This body was unstable and would quickly fall apart, so it had to make haste. Without further delay the creature reached its little claws out for the basket on Pinkie Pie's head, snatching the invitations up in both of its tiny hands. Its glowing eyes considered each envelope as Pinkie snored nearby.

"Not to worry, Pinkie Pie" the voice emanated from the creature's entire being. "Your party is in good hands..."

The time for Pinkie Pie's "Just Because" party came without event. For four hours she sat at the front of Sugarcube Corner, waiting for somepony, anypony to show up. The Cakes had done her a big favor by letting her use the whole shop, and she did not want it to be in vain. Noctis had returned to her at some point while she slept, but it had been silent for the entire time they had been waiting. Eventually, Pinkie frowned, making a suspicious face and trying to gaze at her own forehead again.

"Are you sure you sent the invitations to the right mailboxes?"

"I am positive, Pinkie Pie. I looked into your memories earlier, and unless you somehow forgot where they all live, I did it right."

"You can read my mind? What am I thinking of right now, then?" Noctis sighed. Once the ultimate force of darkness, now it was reduced to ruining parties and performing parlor tricks.

"You're thinking about what you should call an upside-down cake when it's right side up."

"Ha! No I'm not! Oh wait, yes I am! Oooh, you're good! Do it again!"

"Perhaps we should pay attention to the door in case any of your friends show up..." Pinkie Pie fell quiet and nodded in compliance.

“Oh, ok.”

Her eyes narrowed on the door, watching it intensely. She would have watched it like a hawk, but she was a pony, so she watched it like a pony. At some point she drifted off into sleep from boredom, a terrible thing to do at a party, but she was roused from slumber by a knock on the door. Eyes wide, Pinkie whooped with happiness and bounced to the door, throwing it open in expectation of her friends.

“Mail’s here!”

Pinkie frowned heavily. It wasn’t her friends. It was just the mailpony with the funny eyes. She could not hide her crushing disappointment as the dutiful pegasus thrust some envelopes into Pinkie Pie’s hooves, which she put onto a nearby table without even looking at it. Most of the mail around here was for the Cakes, anyway.

“So hey, what’s going on in here?” asked a curious Derpy as she looked around at the lavish decorations. “You having a party? I love parties! But aren’t parties usually supposed to have more than one pony in it? Is this some new kind of party where you don’t invite other ponies? That seems like a silly way to have a party! I went to a party once! It was the Grand Galloping Gala! I even got into the VIP section, but funny thing, I don’t remember how I did it! Isn’t that crazy?” Pinkie Pie pursed her lips.

“Hey...you wanna come in to the party?” She didn’t know Derpy especially well, but if her best friends weren’t going to show up then the mailpony would be better than nothing.

“What?! No! Nooo!”

“Sure!” exclaimed Derpy, and without a moment’s hesitation she galloped into Sugarcube Corner. Seeming to instinctively know where to find the record player, she pushed the needle onto the vinyl with her nose,

and soon one of Pinkie's favorite songs began to play. Derpy rushed to the center of the room, rhythmically bouncing and swaying on her hooves in an awkward but spirited dance. "Come on! Dance with me!" she invited. Pinkie smiled. While this party hadn't turned out like she hoped, she had to admit that Derpy's enthusiasm went a long way in making the trouble worthwhile. She joined the pegasus on the dance floor, bobbing her head and shaking her body back and forth with a vigor that was known to knock nearby ponies clear across the room. It was a lot of trouble for just one pony to party with, but maybe today would still be a success.

"Hey! What are you doing?!"

Pinkie stopped dancing as she turned wide eyes to the door. Standing outside the shop was a light gold pegasus with a teal mane and three raindrops on her flank to make up her cutie mark. She had saddlebags full of mail slung over her back just as Derpy had before her wanton dancing had flung it off. She also had a sour look on her face.

"Hey Raindrops!" said Derpy, not even bothering to stop her dance. "I'm partying! See? Come join us!" Raindrops did join them, but only so she could grab Derpy's tail with her mouth and give it a hard pull. The grey pegasus dropped onto her belly, but continued to bounce her hooves to the music even as Raindrops began dragging her out.

"Mmmf! We're supposed to be doing our route! You want the postmaster to find out about this? I am NOT getting fired again because of you! Now let's go!" As Derpy was dragged out the door, she waved her hoof to a dejected Pinkie Pie.

"Bye! Thanks for inviting me!"

Pinkie sadly waved back.

"Bye..."

Pinkie weakly shut the door after the two mailponies left, looking down at the floor with a heavy heart.

"I don't understand" she lamented. "Why didn't anypony show up?"

"You don't suppose they stopped liking your parties?" Pinkie Pie strongly shook her head. She had thought that once, but told herself that she would never automatically assume the worst of her friends ever again.

"No, that can't be it! They're my friends and they love my parties! They love ME! If none of them showed up I'm sure they all had a good reason! Maybe they're planning a surprise party for me again? Is it my birthday?" Pinkie Pie trotted across the room to check the wall calendar. After the terrible misunderstanding that took place on her last birthday, she had been sure to take a marker and mark off every day that was not her birthday. Mrs. Cake had suggested that it might have been easier to mark off the one day that WAS her birthday, but Pinkie wanted to be absolutely super duper sure. Peering at the present date, Pinkie saw the words "NOT MY BIRTHDAY" written across the box in big red letters.

"Well it looks like that can't be it" quipped Noctis.

"Ok, fine! So it's not my birthday!" huffed a frustrated Pinkie Pie. "I'm sure they all have perfectly good reasons for why they couldn't show up or tell me that they weren't going to make it! In fact, let's go find them right now! You'll see that they all just had something come up! They wouldn't avoid me on purpose!"

"You'll forgive me if I do not share in your optimism, Pinkie Pie..." The pink pony glared at nothing in particular. She would not abide anyone speaking badly of her friends, even if it was a voice living inside of her brain.

"Come on! I'll show you! And after I do I expect an apology from you, Nocky!"

Twilight Sparkle was buried in her studies as she usually was when she was not among her friends, with her beleaguered dragon assistant, Spike, cleaning up her messes. While Twilight was a disciplined and hardworking scholar, the same could not be said for her housekeeping. At times her tendency to leave her books lying around was a source of annoyance for poor Spike, but he worked faithfully even so. While Twilight levitated a quill to write one of her weekly letters to the princess, the baby dragon dusted piles of books that had not been touched in ages.

“Honestly, Twilight, you could at least put them back if you’re not gonna read them before cobwebs start showing up. How is it you can organize all of Ponyville for Winter Wrap Up but you can’t even keep the library straight?” Twilight only made a face. She was too busy right now to get drawn into a discussion with him about minor details. Fortunately, she was saved from having to answer when there was a knock on her door.

“Spike, could you be a dear and get the door?” she asked sweetly. Spike knew when Twilight was trying to change the subject, but he let it slide with little more than a scowl for now, walking to the door and pulling it open. Pinkie Pie stood outside, wearing a smile that somehow seemed less natural than it usually did.

“Oh, hey Pinkie Pie. What’s up?” asked Spike innocently.

“Well, Spike, I didn’t see you or Twilight Sparkle at my party today, and I was just making sure everything was alright!” Spike blinked, looking back over his shoulder and shrugging to Twilight Sparkle. The purple unicorn set down her quill, trotting over to the door with an apologetic face.

“You had another party? Besides the summer one you just did? I’m sorry, Pinkie, but I never got any invitation to another party.”

“Oh you didn’t, did you?” asked Pinkie with a hint of irritation directed toward a party that neither the poor unicorn or dragon were even aware of.

“That’s impossible. I put it in the mailb—Wait a minute. What is that sticking out of that green book in that pile over there?” Pinkie Pie shifted her eyes around the room, spotting the corner of an envelope sticking out of a thick textbook entitled Advanced Magic and its Implications on Theoretical Physics. Pinkie walked right into the library and past a stunned Twilight, nipping the envelope between her teeth and pulling it out. It had been ripped open, the card still inside.

You’re Invited to Pinkie Pie’s “Just Because” party!

Why? Just because!

“Twilight, I know you get super wrapped up in your reading and all, but you ought to put your invitation someplace where you won’t use it as a bookmark and then forget all about my party.” Twilight Sparkle stammered, suddenly feeling very perplexed.

“But...I...I don’t understand!” Twilight protested. “I don’t even remember doing that! Spike! Did you get an invitation from Pinkie and then stick it in a book somewhere?” Spike scoffed.

“No way, sister. I’m not taking the rap for this one. Your clutter is the reason I’m even around to clean it up! I never saw any invitation. You must have stuck it in there without even thinking about it. You kind of zone out when you’re really into your reading, Twilight. It’s a little freaky.” Having no better explanation, Twilight blushed furiously.

“Pinkie, I’m so sorry! I...I have no idea when I did that but I swear if I had remembered I would have come to your party! Oh my gosh, I feel like such a foal!” Twilight’s frantic apology did little to placate Pinkie Pie, who

was deeply humiliated that her friend could so easily forget that she was having a party at all. Pinkie's eyes narrowed at Twilight Sparkle, which did little to calm the unicorn down.

"Never mind, Twilight. It's fine." Twilight knew that it wasn't fine, but had nothing better she could offer in way of apology. She could do nothing more than look on in bewilderment as Pinkie Pie walked away, leaving the unicorn and dragon with an invitation that neither one of them could recollect.

"Ok fine. So maybe Twilight likes reading more than partying" muttered Pinkie Pie several minutes later as she approached the Carousel Boutique. "I'm sure everypony else has a more valid reason for not showing up to the party! Rarity probably had a big order or something and she couldn't make any free time to come down to Sugarcube Corner! Yeah! I bet that's it!" Pinkie's optimism was steadily returning as she pushed open the door to Carousel and saw that it was devoid of customers. Inside, Rarity sat at a vanity, fawning over her white cat, Opalescence, who was perched on the counter and wearing a small purple dress that she had most likely not put on without a fight.

"Who's a pretty little kitty in her brand new dress?" said Rarity with adoring puffy cheeks while her magic horn levitated a small brush to groom her pet. Opal's face was hostile, but her owner either didn't notice or had long ago learned to tune it out. "You are!" continued Rarity, oblivious to Pinkie's presence. "You're a pretty little kitty witty shoo boo boo boo b— PINKIE PIE!" Having finally noticed her friend, Rarity quickly stood up, her cat taking the opportunity to make a run for it while the magic holding the brush in the air faded away and dropped the tool onto the counter. "This isn't what it looks like!" she insisted. Normally Pinkie would have laughed at the sight until her sides hurt, but right now she was investigating a mystery.

"Why didn't you come to my party?" Pinkie asked as nicely as she could still muster. Rarity seemed confused.

“Darling, I did go to your party, don’t you remember? I was the one who judged that silly cake eating contest between Fluttershy and Rainbow Dash?” Pinkie Pie shook her head. Obviously Rarity had the wrong party.

“No, not that one!” she protested. “The one after that! Earlier today! I sent out invitations and you never came! You didn’t even RSVP to tell me that you weren’t coming! I guess you were too busy putting your cat in a dress.” Rarity gasped with incredulity. Sarcasm from Pinkie Pie was practically unheard of.

“I say, I take offense to that, Pinkie Pie! I received no such invitation and if I had, I would have responded to you properly one way or the other! The very idea that I would lack the modicum of social grace one needs to handle a simple party invite is absolutely absurd!” As Rarity used the opportunity of missing a party to talk up her own sophistication, Pinkie Pie whispered under her breath.

“She’s right, Nocky...Rarity wouldn’t forget an invitation. That would be a fopa...!”

“I believe you mean faux pas. But I agree, she wouldn’t forget. Did you happen to notice her trash can?” Pinkie Pie looked to the corner of the room where Rarity kept a single, metal trash can. She kept it buried as far away from plain sight as she could, because while it was necessary for a business to keep proper waste receptacles around, she did not want it ruining the ambiance of her boutique. Pinkie often forgot it was there, but now she noticed it all too much when she saw something sticking out of it. Rarity watched as, for some reason she couldn’t fathom, Pinkie Pie trotted over to her trash can and began to root through it. The sight made her slightly sick to her stomach.

“Pinkie, dear, what in the name of Celestia are you—”

“AHA!”

Pinkie pulled out her party invitation from the garbage, or at least half of it. The lovingly personalized card had been ripped into two pieces. Pinkie spat the piece out onto the floor, a cocky, triumphant look on her face until she realized the implication of where she found it. She frowned, holding back a heavy sigh that was forming deep in her chest.

“Oh, dear. I suppose Rarity was not in the mood for a party?” Pinkie did not answer Noctis, turning away from Rarity and trotting to the entrance of the boutique. Rarity walked over to the trash despite her natural instinct to avoid that area at all costs, peering down at the card on the floor. Her face became even whiter when she realized what it was.

“But wait! I...There must be some kind of misunderstanding! Maybe Opalescence tore it in half and—no, that can’t be it...Maybe my little sister threw it in the trash! I’m sure she didn’t mean anything by it. Perhaps it was just one of her little crusades? Something like Cutie Mark Crusaders...Garbageponies?” Rarity gave a wide, nervous smile. Pinkie wasn’t buying it.

“If you didn’t want to come to my party, you could have just told me” said a clearly hurt Pinkie as she left the boutique. Rarity tried to call after her, but it fell upon deaf ears.

Pinkie Pie had decided as soon as she left that Applejack would be the next pony she asked. She was the element of honesty, after all, and if she didn’t have a good reason not to show up to her party then nopony did. With this in mind, she kept hope in her heart as she approached Applejack out in her orchard. She no longer even cared that her party had only one guest that was there for all of two minutes. Now all she wanted was to know that her friends hadn’t been avoiding her. She swore that she’d never think poorly of them like that a second time, and yet the evidence was piling up.

“Applejack!” exclaimed Pinkie Pie as though the orange earth pony were a tall drink of water in the middle of a blazing desert. She was the thoughtful one. She always helped everypony who asked for it. If anypony would be able to make the world make sense again, it was her. Applejack, who was hooked up to a cart full of her family’s signature crop, deigned to stop working long enough to greet her friend.

“Well hey there Pinkie Pie! What’s got you gallivantin’ all around town today? You look like you’ve been runnin’ for a week!” Indeed, galloping to the library, the boutique, and now all the way out to Sweet Apple Acres was a daunting trip even for a pony with as much energy as Pinkie Pie. Noctis’ constant draining of her physical stamina had not made it any easier.

“Well, Applejack, I was just wondering why you didn’t come to my party today.” Applejack put on a confused face just like the others had, but Pinkie did not bother waiting for an explanation. “You know, it’s fine. You’re a busy apple farmer and you’ve probably been out here all day and just never got around to reading your mail and so you missed my invite, right? It was all just a simple misunderstanding!” Applejack slowly nodded her head.

“Uh...I guess so, sugarcube. I’m right sorry that I missed it, but I was a little behind in mah apple buckin’ and had to work twice as hard today to meet mah quota! Maybe next time, Pinkie Pie.” To Applejack’s bemusement, Pinkie Pie smiled brightly at her apology, bouncing up and down as was her wont to do.

“That’s ok, Applejack! I’m sure you’ll come to my next party! You look pretty busy so I’ll let you get back to your apples! Bye bye, now!” Applejack waved a hoof casually to wish Pinkie Pie farewell as she began to bounce out of the orchard.

“Pinkie Pie...”

Pinkie bounced onward, making her way past the barn as she answered the voice.

“Yeah? What’s up Nocky Wocky?”

“I wasn’t going to say anything, but I think Applejack is lying to you.” Pinkie immediately stopped bouncing, trying to glare up into her own brain. It turned out to be harder than it sounded.

“That’s not a very nice thing to accuse somepony of without proof, Nocky! I know that Twilight Sparkle forgot my party and Rarity...well I don’t know why she threw my invite away, but Applejack is the most dependable pony in ponyville! She wouldn’t lie to me!”

“Oh, Pinkie Pie. I do so hate to ruin your mood but it’s for your own good. I happened to notice something when we passed by the pig pens. You should probably see for yourself.” Pinkie huffed. Challenge accepted! She didn’t feel like bouncing now, so instead she walked to the Apple family’s pig pens like a normal pony. Standing up on her back hooves, she leaned against the fence. The pigs were outside, grunting and squealing. Several of them were eating slop from the trough. Pinkie found pigs to be funny creatures, so funny that she began to giggle and snort like a pig.

“Oink oink oink!” said Pinkie, shoving her hoof up under her nose to turn her nostril’s up like a pig’s. This too made her giggle. “Oh Nocky, the pigs look just fine to me! Better than fine. They look...swine!” It took a great deal of willpower for Noctis not to groan inside of Pinkie’s head.

“Not the pigs, Pinkie. Look at the trough.” Pinkie shrugged and looked down at the slop. Pigs ate just about anything, as it turned out. Apple cores, banana peels, orange rinds, party invitations, stale bread...wait, what? Pinkie leaned in closer, recognizing the corner of her personally written invitation for Applejack sticking out of the piggy slop. To add insult to injury, one of the porcine diners ripped off a piece of it as she watched, chewing stupidly.

"I...I don't understand..." whimpered Pinkie. As the pain of all her rejections began to sink in, her puffy pink mane, normally kept buoyant by what some ponies believed to be the sheer force of pure happiness constantly radiating out of her head, began to flatten and droop straight down around her face. "Why would Applejack do that?"

"Cheer up, Pinkie. Maybe Applejack accidentally took the invitation out of her mail and then accidentally dropped it in the slop bucket and then accidentally fed it to her pigs without noticing? I'm sure things will be different with Rainbow Dash or Fluttershy. Would you like to go see?" Pinkie Pie lowered her head, shaking it sadly.

"No...I've seen enough already. I just want to go home now..."

"I just don't get it" mourned Pinkie Pie as she sat in her loft, hugging Gummy against her chest. "They love my parties, I know they do! They all came to the last one I threw! Why didn't they want to come to this one?"

"I did not want to believe it, but perhaps they are...partied out?" Pinkie Pie laid back her ears, silently demanding an explanation for the explanation. *"All I mean is that perhaps your friends have finally decided they had too much of a good thing. They all have lives of their own, Pinkie Pie. If you could, you'd party all the time, but your friends just can't seem to match your energy. I'm not sure that anyone can. I hate to say it, but it looks like your friends have decided they don't have time to drop what they're doing to go to another silly party anymore."*

"They think I throw too many parties? That can't be it!" Pinkie put Gummy down and stomped her hoof sternly on the floor. The wall-eyed alligator bounced slightly from the impact. "They're my friends! If they needed a break they'd have just told me! Well, except they didn't..."

“Exactly. They didn’t tell you because it’s more than just needing a break. They’ve grown weary of parties entirely. Haven’t you ever had a food you loved that you ate so much that you didn’t love it anymore?”

Pinkie had never experienced this phenomenon, but she was aware of it. She lowered her head, her voice breaking as she spoke.

“You mean...my friends don’t want to be my friends anymore?”

“Oh, I’m sure they’ll be your friends. They just don’t feel like going to your parties now. It’s such a shame, really. I’ve never been to one myself, but your memories always made your parties seem so nice. To think that you won’t even get to throw any more parties to make up for how you had to disappoint your parents to start doing it in the first place...” Pinkie’s ears raised up, her eyes wide and sad.

“My parents?”

“Oh, forgive me, Pinkie. I thought you could tell? You never realized that your mother and father are disappointed in you? You come from a family of rock farmers, Pinkie Pie. Did you think it didn’t kill your poor parents when you packed up one day and moved into Ponyville to bake cupcakes and throw parties?” Pinkie Pie suddenly felt shamed, her body sinking to the floor.

“I guess I never really stopped to think about it...I didn’t mean to make them upset. I thought they liked my parties!”

*“They liked **one** party, Pinkie Pie. Had they known that it would drive you to leave the family farm, I doubt they would have received it so warmly.”* Pinkie Pie whimpered, fighting the pressure to do something that she never did: cry from sadness.

“I don’t know what to do...My friends don’t want to party anymore and my parents are mad at me for leaving? How can I fix this?” Gummy reappeared by Pinkie’s face, snapping his toothless jaws onto the

straightened down hair of her mane. For the first time ever, she gently pushed him away with a hoof. The gator rolled onto his back and didn't seem particularly interested in getting back onto his feet.

"It seems obvious to me. You lived to party, Pinkie, and if your friends don't want to anymore then you simply don't have a place here. It's too bad, really. I would have liked to see one of those parties for myself. Alas, your place was always at the rock farm with your family. This carefree life in Ponyville...I'm sure it was fun while it lasted, but the real world is calling for you now, Pinkie." Pinkie closed her eyes, warm tears running down her cheeks.

"That's not really my name..."

"Very well then...Pinkamena."

Pinkamena Diane Pie had spent the rest of the day preparing to return to the Pie family farm. She wrote a letter to her father and put it in the mailbox to be sent. She had tendered a regretful resignation to Mr. and Mrs. Cake. She had considered saying goodbye to her friends, but Noctis had convinced her that the ugly surprise she got with her invitations was about as good a send-off as she was going to get. They might miss her at first, but she knew that they would be just fine without her or her parties from now on. With saddle bags full of her belongings and Gummy perched on her back, Pinkamena trotted down to the first floor of Sugarcube Corner where Mr. and Mrs. Cake were waiting sadly by the door to see her off.

"Are you sure this is what you want, dearie?" pleaded the sweet-natured blue earth pony. "Mr. Cake and I, well...we've always thought of you like the daughter we never had and all we want is what's best for you, but this seems so sudden!" Pinkamena had to stop and consider her words. The Cakes were like a second family to her as well, and the thought of leaving them pained her terribly. Even if her friends didn't want

to party anymore, maybe there was something she could do? Some way to keep her place amongst them?

“The party is over now, Pinkamena. It’s time to go home.”

Pinkamena let the words settle in. It was painful, but it would have been even more painful to try to cling to a life she could no longer live. She nodded solemnly to the Cakes. Mrs. Cake sighed wistfully and held onto her husband, trying not to cry. Mr. Cake forced himself to be the strong one for the sake of his wife, but inside he was resisting tears of his own.

“If you ever change your mind, you’re always welcome here no matter how long it’s been, Pinkie Pie. The missus and I have grown to love you as if you were our own. So, you...” Mr. Cake’s voice began to falter. “You have your things? And your...alligator? Be sure you write to us, okay? Say hello to your family for us.”

“And remember to eat something besides sweets once in a while, okay?” interjected a tearful Mrs. Cake.

“But most of all” pleaded her husband, “don’t forget us.” Pinkamena raised up and put her forelegs around the Cakes, sharing one last hug with them. Gummy clamped onto her mane to avoid falling on the floor.

“I could never forget either of you” she promised. “I love you both.” The Cakes held her for as long as they could before they had to finally let her go forever. She offered them one final smile, the happiest one that she could muster for their sakes, before she walked out of Sugarcube Corner and began her trip down the long, lonely road back to the Pie family rock farm.

“Mother. Father. I’m home.”

Pinkamena's grizzled father sternly considered his daughter as she stood sheepishly on the porch. He shared a look with his wife. She nodded. He looked back to Pinkamena and then, after a little more thought, he nodded too. He stepped aside to allow Pinkamena into the house. She stepped in submissively. The Father Pie watched her enter in silence, then closed the door behind her.

Chapter 3

Loyalty

“You sell rocks?”

Pinkamena sat with an expressionless face behind a sad little wooden booth beside a dirt road in the middle of nowhere. Painted on the sign was her family’s slogan.

PIE FAMILY ROCKS

QUALITY WRITTEN IN STONE

Pinkamena had never claimed it was that good of a slogan. Rock farms were often hard up for business, and the only customer she’d had all day was the brown earth pony standing in front of her booth right now with saddle bags full of coins. He had a short brown mane and an hourglass for a cutie mark. He had also been standing and staring at Pinkamena’s rock booth for a half hour, only now actually speaking up.

“That is correct, sir” said Pinkamena in a flat, robotic voice. She hated being a rock farmer, but she had done it for so long that the routine of going to market was hard-wired into her brain, her responses memorized from repetition. The brown earth pony rubbed his chin with his hoof, looking wary of the very idea of rock farming.

“Why would I need a rock?” Pinkamena had gotten very used to answering this question in her childhood and didn’t even bat an eye.

“Rocks are the most important resource in all of Equestria, sir” she assured with none of the enthusiasm that her father would have brought to the discussion. “Rocks make valuable paperweights and doorstops. They can decorate your garden and crack open nut shells when you’re in need of a quick snack. They even make great pets.” Pinkamena happened to know that keeping them as pets was her father’s least favorite thing about rocks. Rocks were serious business and were meant to be put to work, not gussied up with silly decorations. Alas, the business of rock farming was rarely lucrative enough for the Pies to refuse customers who could not treat rocks with proper respect.

“Okay...” mumbled the other pony as he ruminated on her words. “But why couldn’t I just pick up a rock from the ground? Why should I have to pay you for a rock?” This too was a question that Pinkamena was all too used to answering, and she immediately launched into her memorized sales pitch as she scooped a hoof into a basket by the side of the booth labeled “small rocks” and came up with a single example of just that.

“Even a rock novice can tell the difference between ordinary rocks and a genuine Pie Family Farms rock.” She rubbed her hoof over the one smooth surface she could find on the display she’d chosen. “Everypony can see the quality of a Pie Farms rock. Can’t you?” Suddenly on the spot, the other earth pony leaned in to examine Pinkamena’s sample.

“Now that you mention it, this rock does seem a bit more....rocky than the rocks you find just lying around. Ok, how much?”

“Three bits for small rocks” answered Pinkamena before she gestured to a second, bigger basket at her other side. “Five bits for large rocks.” Pinkamena’s potential customer rubbed his chin again.

“How do I know that those are really large rocks and not just slightly less small rocks?”

“Three bits for small rocks and five bits for large rocks” replied Pinkamena authoritatively. The other pony begrudgingly accepted this, nodding his head.

“Alright, I’ll take a small rock and a big rock. I need them later for...something” It was not Pinkamena’s place to pry. Whatever this pony ended up doing with those rocks was his business, so she swiftly took his bits and used her hooves to lift up a small rock and a large rock to stuff into his saddle bag. The customer was noticeably weighed down by his purchase, having to drag his bag along the ground with some strain on his face. Pinkamena ignored it. Rocks were heavy, after all, so this sight was hardly unusual.

“Thank you for patronizing Pie Family Farms. Please come again” said Pinkamena without any of the warmth or friendliness typically expected from a customer service representative. Service with a smile was out of the question. Rocks were not a smiling, laughing matter in her family. When her customer was finally gone, she lay her chin on her booth, sighing sadly. “I don’t like being a rock farmer. It’s no fun...”

“Life isn’t about just having fun, Pinkamena.” spoke up Noctis. Pinkamena actually raised up, startled. Noctis had been quiet for so long now that she’d almost forgotten it was there. The dark presence had found that the Pie family’s rock farm was so drab and depressing all on its own that it hardly needed to say anything, and had been greedily absorbing a neverending flow of loneliness and regret from its host. It felt stronger than ever. *“You’re finally being responsible. You’re looking out for your family. Your parents can finally be proud of you. Doesn’t that make you happy?”* Pinkamena knew that it should, and yet she felt worse than ever.

“I do love my family, and I want to do right by them...but I miss Ponyville, Noctis. I miss the Cakes. And I miss my friends...” Pinkamena’s

eyes began to water as she thought of the ponies she'd left behind. She wondered what they were all doing right now, or if they even missed her.

"You have no real friends, Pinkamena, at least...no real friends besides me. I know everything about you and I accept it all. Those so-called friends of yours? They came to your parties and ate your food and played your games and after they decided they'd had their fill they threw you away like garbage. Does that sound like a real friend to you?" She had to sadly admit to herself that it did not. Before she could begin to weep, she was distracted by the sight of one of her sisters approaching from the road. With the exception of her dark grey body and light grey mane, she was practically a perfect twin of the solemn, straight-haired Pinkamena. Uniform conformity even went down to the genes in the Pie family. The other Pie stopped in front of Pinkamena's booth, her face flat and her voice monotone as she spoke.

"Sister, I have come to tell you that a pegasus has come by the farm looking for you about five minutes ago. Father told her that you were out here. Then he began to talk to her about rocks, so I suspect that she will be here in about three hours." Pinkamena nodded once to her sister, the Pie family way of showing gratitude. Her sister nodded back, which was also the Pie family way of saying goodbye. Then she turned and left.

"A pegasus? Do you think it could be one of my friends?" said Pinkamena with some hope in her tone. "Fluttershy, maybe? No, I bet it's Rainbow Dash! It's just like her to come all the way out here just to find me."

If there was one thing Noctis did like about friendship, it was its predictability. If one close friend suddenly packed up and left one day without explanation, sooner or later at least one of the friends left behind would come looking. It had taken only two days for that to happen. Noctis anticipated Rainbow Dash would be the one to show up as well. Not only could she travel the fastest, but she also had the most free time. All the

time she used to waste pulling pranks with Pinkie Pie had convinced it of that.

“They really do miss me!” said Pinkamena, almost daring to smile.

“Of course they miss you. Everyone misses something once they lose it, but that doesn’t mean they really appreciate it. Think about it, Pinkamena. Your friends callously ignored you because they’d grown weary of your parties. If you go back, how long do you think it will be before they change their mind and hurt you again? Are you willing to stab your family in the back a second time just to return to friends who only want you around when they have nothing better to do?” Pinkamena wanted to disagree. She wanted to say that it wasn’t like that, but she could not find any compelling point to argue. She wanted to go back. She wanted to be with all of her friends again, but Noctis was right. Her friends had hurt her once already. They were only going to hurt her again. She bit her lip and whimpered.

“You’re right, aren’t you? They’re not REALLY my friends. They just liked coming to my parties, eating my cake and dancing to MY records!”

“Yes! Exactly!”

“And then when they had enough, they all just left!” Pinkamena slammed her hoof onto her rock booth, growing angry as Noctis’ lies twisted her friends into selfish, greedy ponies in her mind. “No pony offered to stay to help me clean up when the party was over! No pony even stuck around to keep me company! They just ate and danced and played my games and then just left!”

“Yes! Yes, that’s right! They never truly cared about you!”

“I see how it really is! They were all using me! Using me for my great parties because they were jealous...yes, jealous that they couldn’t throw parties that good themselves!”

“And then they could all get together and laugh about it behind your back!”

“I’m on to them...I’m on to all of them!” Pinkamena’s face suddenly tightened up in a brief, involuntary spasm. “It was all a conspiracy! A conspiracy against poor, lonely Pinkie Pie who wanted to make friends so badly that she would invite them all to lots of parties! Erk!” Pinkamena’s face twitched a second time.

“Now that their precious party monkey is gone, they want it back! They want it back until they’ve used it up and they have to throw it away again!”

“Oh, I’m NOPONY’S monkey! They think I’ll just come running back to them, do they? Well I’ll show them...I’LL SHOW ALL OF THEM!” Pinkamena slammed both hooves against her booth in determination, but it quickly began to fade. She’d had plenty of good memories with them all. Even if they’d all been a lie, it had been the happiest time of her life. Her tears fell down her face and dripped onto her rock booth.

“Noctis, I...I want to go back. Even if they’re all just using me and they don’t really like me the way I like them, I still miss it...I don’t think I’m strong enough to say no to Rainbow Dash when she shows up. I don’t think I can face her...”

“Perhaps you don’t have to...”

“Hey, Pinkie Pie!”

Rainbow Dash touched down in front of Pinkamena’s rock booth three hours after her initial arrival at the farm, just as Pinkamena’s sister had predicted. The pink earth pony sat still behind her booth, her eyes looking bored and apathetic as the pegasus greeted her.

“Sorry it took so long for me to get here. Your old man REALLY likes rocks.”

“Rocks are our livelihood. We take great pride in them.” rebutted Pinkamena. Rainbow Dash made an awkward face.

“Er...right. So listen, I know you’re kind of upset about that last party, but don’t you think you’re taking it just a liliittle too far with this whole packing up your cares and woes and going back to the family farm thing without even saying goodbye? Come on, just come back with me to Ponyville and we’ll do another party. It’ll be fun. We’ll act like this whole thing never happened.”

“But it did happen, Rainbow Dash” said Pinkamena, unmoved by Dash’s offer. Rainbow Dash groaned in exhaustion. She had never been good with this kind of thing. The only reason she was the one doing it was because she could get there the fastest and her friends were deluded enough to believe that Rainbow Dash would know the right thing to say.

“Look, Pinkie—”

“Pinkamena” the earth pony interrupted flatly.

“What?”

“My proper given name is Pinkamena.” Rainbow Dash turned up her nose, looking somewhat disgusted.

“Yeeeah, I’m not gonna call you that. Look, the girls and I really think you ought to come back to Ponyville. We don’t really know what happened with that last party, but we want to make it up to you.” Pinkamena remained unfazed. Growing frustrated, Rainbow Dash flapped her wings, hovering a few inches above the road so she could throw her front hooves up in exasperation. “Oh come on, Pinkie Pie!”

“Pinkamena.”

“WHATEVER! You can’t tell me you’re happy here like this! Look at you! You’re sitting out here in the middle of nowhere selling ROCKS!” Pinkamena’s eyes narrowed in a glare.

“Are you telling me that there’s something wrong with my family’s rock farm?” Rainbow Dash shoved both of her hooves into her own face and tugged under her eyes. Right now she really wished that the others had picked Fluttershy to come down here and reach out to this pink sad sack.

“No, the farm is fine!” It really wasn’t. “But this isn’t who you are, Pinkie! You’re not a rock farmer! You’re a party pony, and that’s how you should be! Will you PLEASE stop being such a drama queen and just come back to Ponyville already so we can apologize properly and throw you a surprise party!? Yeah, it was supposed to be a surprise, but there it is. We already have a party set up and waiting for you. Geez, this is like talking to Rarity when she gets in one of her moods! Come on, Pinkie, what happened to the pony that we all loved? What happened to my best friend?”

“She grew up” said Pinkamena with a hint of irritation in her voice. “She came to realize that life is more than just partying all the time, and that real friends are supposed to like you for more than just your parties. They’re supposed to like you for who you really are, and I’m a rock farmer, Rainbow Dash. I was a rock farmer long before I ever became obsessed with parties.” Rainbow Dash bit her lip in fury, spitting and sputtering as the rant building up in her brain started to spill to the front of her mouth until she couldn’t hold it anymore.

“REAL friends?! We ARE your real friends, Pinkie! What, you think I came all the way down here because I was in the mood for cake?! I know you! I know Pinkie Pie, and she’s no rock farmer! She’s the fun pony who I

like to hang out and play pranks with! She's the one who always has something funny to say to make me laugh! She's the pony who throws the most awesome parties in all of Ponyville! But more than any of that, she's MY best friend!" Pinkamena did not even flinch as Rainbow Dash shouted practically into her face.

"This is who I am, Rainbow Dash. I **AM** a rock farmer, and if you can't accept that then I guess we're no longer friends." Taken aback, Rainbow Dash grit her teeth, refusing to let the tears she felt wanting to surface in the corner of her eyes show themselves in front of Pinkie Pie. She flapped her wings harder, raising above Pinkamena's booth. By now, Dash had given up on convincing Pinkie to come back. She'd made her choice.

"FINE!" shouted the pegasus. "If you like stupid rocks so much then I hope they make you REAL happy, Pinkie Pie! I hope you settle down and marry a nice rock and you have lots of pebbles together you...you...!" Rainbow Dash could not find an insult strong enough to convey her feelings, so instead she settled for zipping down to Pinkamena's basket of small rocks, kicking it over harshly with both of her back hooves. Pinkamena watched the rocks spill out onto the ground but did not bother picking them up. "Good riddance, Pinkie Pie! Good riddance forever!" yelled the hurt Rainbow Dash before she took off into the sky as a streak of colors. Pinkamena watched her leave, then a triumphant smile slowly began to spread over her lips.

"And the award for best performance goes to...Noctis!" Noctis began to chuckle in Pinkie Pie's voice, rather pleased with itself for fooling Rainbow Dash so thoroughly. "Eh heh heh heh heh..." Hints of the dark creature's true voice began to slip through its vessel, mingling with Pinkie's voice as it slammed her hooves down onto the counter of the rock booth in jubilation. "Ha ha ha ha! AH HA HA HA HA HA HAAAA!" Noctis' celebration was cut short when it could hear the true Pinkamena Diane Pie on the inside. She was sobbing.

"I should have faced her myself...I should have been braver..."

"Now now, Pinkamena" cooed Noctis, returning to Pinkie's natural voice, "do you really think it would have gone any better if it had been you? I just saved you a lot of grief. If you went back, all they would have done was take advantage of you again. I did this for your own good." Pinkamena had no argument, and yet it did not make her feel any better. She cried and cried, despite having no actual tears of her own to cry with. "Remember, Pinkamena" Noctis continued, "no matter what, you have to stay strong. You can never go back to Ponyville...Your family needs you. Your friends don't love you. Your place is here, at the farm. Rocks are your destiny."

"I feel so alone!" wailed Pinkamena. *"But...at least I still have you, right Nocky...?"*

When Pinkamena woke up at the booth in her own body several hours later, it only took her two unanswered calls of Noctis' name to realize that she did not.

"Stupid Pinkie Pie!" grumbled a furious Rainbow Dash as she kicked another rock. She had not wanted to go home to Ponyville while she felt this angry, and she refused to allow herself to cry, so instead she had flown to the outskirts of the Pie family farm, kicking their precious rocks around. Had they grown something that was actually edible, she might not have treated their crops with such disrespect. But these were rocks. She had lost her best friend to a field full of ROCKS.

"I thought we were friends! And this is what I get?!" Rainbow Dash kicked over another pile of rocks with her back hooves. That would teach them to be rocks. That would teach them to be a no-good, stupid, best friend stealing pile of rocks. Unfortunately, kicking rocks was not enough to calm her down, and she dropped onto her stomach, folding her forelegs in front of her and burying her face into them, weeping silently. She was only

thankful that nopony was around right now to see her acting like such a wimp.

Something struck her in the flank.

Realizing she wasn't alone, Rainbow Dash quickly reared up, hastily wiping any signs of tears away from her face and punching the air with her forelegs.

"Alright, who's there?! Who's throwing rocks at me?!" Deep down, she was actually hoping that there was a pony out there picking a fight with her, because she really wanted to kick the crud out of something right now. When nopony answered, she snorted and fell back onto all fours. "Great, now I'm getting paranoid."

Another rock struck her on her right side.

"Hey! Okay, now I know I didn't imagine that! Whoever's doing that better cut it out!" Rainbow Dash whipped around, but there were still no ponies in sight. She did, however, notice something slither under a large rock. While it seemed unlikely that whatever that was just now was the one guilty of assaulting her with projectiles, there were no other signs of life as far as she could see. With a wary look in her eyes, Rainbow Dash slowly trotted over to the rock. She didn't get a good look at whatever went underneath, but she doubted it was anything pleasant.

"Hehehehehe..."

"Oh, so now you're laughing at me, huh!?" growled Rainbow Dash. She was too angry to stop and consider just how strange it was that something underneath a rock was laughing at her. She flicked out her hoof, turning the rock over on its side. She got only the briefest of glimpses at what lay underneath before it lunged.

Rainbow Dash opened her eyes. She was alone in the rock field. It was nighttime now. She sat up and rubbed her head with a hoof. That strange event from earlier must have been a dream. She must have been so upset with Pinkie Pie that she tired herself out and had a bad dream.

“Ugh, what a nightmare. I shouldn’t have eaten that entire veggie lover pizza before I flew down here.” The pegasus stood up, shaking herself off. She felt slightly better after her nap, but a painful emptiness still remained in her heart. A nap couldn’t make her best friend magically come back, after all. She sighed. The other ponies would be so disappointed. She couldn’t blame them.

“Rainbow Dash...”

Dash widened her eyes and braced her legs, quickly hopping and stepping to move her gaze in all directions. That voice was definitely no dream. As freaky as it had sounded, there was no mistaking it.

“Alright, where are you!?”

“I’m inside your mind, Rainbow Dash.” Rainbow Dash scoffed. She wasn’t about to believe such a ridiculous claim right off the bat, even if the rock field was empty for as far as the eye could see.

“Yeah right, buddy” mocked the pegasus as she waved a dismissive hoof. “And I’m Princess Celestia’s long lost niece. How about you come out and face the music? Because you’re about to get DASHED!” Never one to let herself be intimidated by some troublemaking pony, Rainbow Dash scraped her hoof against the ground and snorted. The voice let her have her moment of bravado until she seemed to tire of it.

“Thinking of Pinkie Pie, are you? About how you miss her already? About how you don’t know how you’ll be able to go back to your life in Ponyville without her around?” Rainbow Dash stopped her display of machismo, slowly sitting down. If this thing wasn’t in her head, it was eerily

perceptive. She wasn't yet convinced, though, even if the voice did sound like it was coming somehow from her own skull.

"If you're really in my head, then what—"

"Four thousand, five hundred and twenty two. You are also thinking about that Spitfire pony because you intended for it to be a trick question." Rainbow Dash was briefly rendered speechless, an impressive feat given her usual loquaciousness. She was finally willing to acquiesce.

"You really are in my head, aren't you..." she said in utter awe, her eyes too stunned to blink.

"Yes. *I am.*" Rainbow Dash sat in silent wonder for several seconds. Then, she narrowed her eyes and stood up, stomping her hoof into the rocky ground.

"Well get OUT of my head! What the hay is wrong with you?! You think I want to go around with some kind of brain parasites?! Hey! You were the one throwing rocks at me earlier, weren't you!? What's your problem?! What are you, anyway!?" Noctis knew that the angry pegasus would not believe it was a guardian angel, nor would she be willing to dismiss the question entirely. The only viable option was to lie.

"Please, Rainbow Dash. I'm just a magic rock slug. I am not trying to be a burden on you, but I need a host to live. I won't be an inconvenience to you." The plea did not sway Rainbow Dash, who stuck out her tongue in disgust.

"Rock slug? Eugh! Gross! Well you'd better not get too cozy up there, because I'm pretty sure I heard that you're magic, too, and if anypony knows how to deal with magic parasites it would be Twilight Sparkle! Man, just when I think I don't already have enough reasons to hate rock farms, now it turns out that they're infested with magic slugs, too!" Noctis had believed briefly that Rainbow Dash would be an easy target.

Instead of having to track her back to Ponyville, it had been lucky enough to find her sulking at the rock farm. That, however, was evidently where the easy part had ended. She was proving more stubborn than Fluttershy or Pinkie Pie.

“Please, just let me stay for a little while. I can make it worth your while!” Rainbow Dash scowled and took off, flying in the direction of Ponyville. The sooner she got back and got rid of this creepy thing, the better. *“I can help you get your friend back!”* The sky blue pegasus snorted at the idea.

“She’s no friend of mine. If you’re in my head you should know that. She’s decided she likes her stupid rocks more than me.” The irony of Noctis’ own manipulation of Pinkie Pie making its efforts more difficult now was not lost on it. However, it still had a trump card yet to be played.

“How would you like to be a Wonderbolt?”

Rainbow Dash stopped in her tracks, settling upon a fluffy cloud. It had her now.

“How in the hay is a magic ROCK slug going to get me into the Wonderbolts? I’ve been training for years to become a member! Even if you could help me in some way, I don’t need it! I can get in all by myself, you hear me?” Noctis chuckled and spoke in a condescending tone.

“You can get in by yourself, can you? So why haven’t you? Why are you still just a simple weather pony?” Rainbow Dash felt color flush into her cheeks as she lay herself down on the cloud, grumbling with annoyance.

“It’s complicated, alright? I went to the Grand Galloping Gala and tried to show off to impress them but it didn’t work out the way I’d hoped because everypony kept snatching them away for photo ops and junk. I

barely even got to talk to them. Are you happy now? Besides, I still don't see what good a rock slug can do."

"Well Rainbow Dash, you're not my first host. I believe you know of a gentlecolt who goes by the name of Soarin'?" Rainbow Dash cocked her head, suddenly very interested.

"You know Soarin'? No way. You're pulling my leg." She was right. Noctis had never been attached to Soarin', and only knew of him through Rainbow Dash's memories. However, that would suffice. All it needed for now was to convince her not to run and tell Twilight of its presence.

"Oh yes. He came out here once to purchase some rocks. He likes to train with them you see. Flying while weighed down by rocks is a good way to develop one's wing strength." Rainbow Dash had never considered such a training method, but was not about to lower herself to using rocks, her new archenemy, to help her train. *"I have his memories, Rainbow Dash. I know all of his flight techniques. I know all the Wonderbolt routines. And with my help, so will you."* Rainbow Dash rubbed her hoof beneath her chin, considering the offer.

"If you really know all the Wonderbolts' routines, than what is it called when they all fly up with fireworks lit and fly away right before it goes off?" Rainbow Dash asked, momentarily forgetting that it was pointless to have a trivia contest with Noctis thanks to it knowing everything she did.

"That would be a Wondercracker" it replied. Rainbow Dash smiled. She still thought the idea of brain slugs was disgusting, but if having one would help her get into the Wonderbolts then she was willing to keep it around at least long enough to learn the Wonderbolt tricks inside and out. *"Let's practice right now, shall we?"*

"Yeah!" the pegasus replied, throwing up her two front hooves and pumping them with excitement. At least, she was excited until she remembered why she came here. "No, wait...I have to go back to Ponyville

first. I have to tell everypony that Pinkie isn't coming back." Even saying it out loud took all the wind out from beneath Rainbow Dash's wings, and as she got up off of her cloud and began to flutter back towards Ponyville her body sagged with disappointment. "I just don't get it. How could she do that to all of us? How could she do that to ME? I thought we were pals!" she lamented to her stowaway.

"She is no friend to you, Rainbow Dash. Take a valuable lesson away from this experience. Sooner or later, friends always let you down. You need to focus more on yourself. One thing that nobody else can take away is your dream. Losing your friends can hurt, Rainbow Dash, but the bright side is that now you have more time to work toward your goal."

Rainbow Dash had trouble seeing the bright side of things right now, but she could not argue with Noctis' logic.

Rainbow Dash hated to be the bearer of bad news. She knew that when she returned to Sugarcube Corner everypony was expecting her to have Pinkie Pie in tow. When she opened the door and saw the hopeful faces of not only all of her friends, but also Mr. and Mrs. Cake, she had nothing to say. Mrs. Cake held a "Welcome Back" balloon in her mouth by the string, and Mr. Cake was eagerly holding onto a party popper, just waiting for the right moment to set it off. Curiously, nopony seemed more ready to party than Fluttershy for some reason, who was not only wearing a party hat and blowing on a noisemaker, but also had enough balloons tied to her midsection to lift her a few inches above the ground.

All the ponies leaned in toward Rainbow Dash. She closed her eyes and shook her head, crushing their hopes. Everypony at Sugarcube Corner lowered their head.

"That's it, then, isn't it?" whispered Twilight Sparkle. "She really doesn't want to be with us anymore..." Spike pat her on the side to gently console her as Rainbow Dash turned to leave. She did not want to repeat

the harsh things Pinkie Pie had said. Having to hear them herself was bad enough. The least she could do was spare the rest of her friends the same cruelty.

“For what it’s worth, Rainbow Dash, I am sorry that things did not work out for you the way that you wanted them to” said Noctis with feigned sympathy. Dash groaned and lowered her head as her wings began to flap and lift her off of the ground. She needed some time away from everypony right now, time to be in the sky that was her home, the only place where she could ever feel free from all of her problems.

“I don’t want to talk about it, okay? Would you mind being quiet for a little while? I want to be alone.”

Noctis did not speak, but Rainbow Dash could never be alone.

“I want to start working on my tricks” declared Rainbow Dash early the next day almost immediately after she woke up in her home. Noctis was pleased to hear this. Rainbow Dash would not know it, but Noctis had been toying with her mind as she slept, giving her dreams of fame and glory. All of Equestria loved her. Princess Celestia herself bowed in awe of her skill. All of Ponyville showered her with adulation. They gave her a trophy as big as a house that read “RAINBOW DASH IS THE BEST PONY.” And then, at the very end, Pinkie Pie returned. Seeing how awesome Rainbow Dash was, she came to realize that she was wrong to have ever left such an amazing friend and meekly begged to be forgiven. Rainbow Dash, being as cool as she was, had taken Pinkie Pie back with smiles all around. It was a wonderful dream. More importantly, Rainbow Dash knew that it was a realistic dream, and all she needed was a little practice to make it happen.

Noctis was thankful for Rainbow Dash’s massive ego.

"You do? Excellent. We have much to work on. Find yourself a nice, big empty field to practice in. We need to begin as soon as possible."

Noctis did not actually know any Wonderbolt tricks outside of the ones Rainbow Dash already knew. This did not pose a problem, however. The pegasus' hunger for awesomeness ensured that she would be willing to try just about anything as long as it sounded daring and amazing enough. She was excited.

Noctis was excited too.

It had been a long time since it got to satisfy its constant urge to actually hurt a pony.

"Now then" said Noctis once Rainbow Dash found herself the biggest field in Ponyville she could think of, which just happened to be Applejack's farm, and grabbed a seat on a cloud above the trees. *"Let's begin with something a little simpler. Do you know what a Supervolt is?"* Rainbow Dash peered to the side, where beside her fluffy white cloud seat there was a large, rather angry looking black thundercloud.

"I'm guessing it has something to do with this thundercloud you had me drag out here?"

"Correct. A Supervolt is when a pegasus flies through a thundercloud at just the right speed. Too slowly and you'll get shocked. Too quickly and the cloud will simply disperse. At just the right speed, however, the lightning will follow you in your wake, leaving a brilliant flash that is guaranteed to dazzle every pony who sees it. Imagine descending from the heavens and commanding an elemental force! Rainbow Dash: Master of Lightning. It has a nice ring, doesn't it?" Rainbow Dash smirked cockily.

"Heck yeah it does! Alright, I just need to go up and...hey, is that Applejack?" Rainbow Dash peered over the edge of her cloud. Applejack was indeed standing on the ground. She looked rather annoyed and was

shouting something up at the pegasus, but was too far away to be clearly heard.

“What’s with her?”

“Oh, she doesn’t like me hanging around here because I like to take naps in her apple trees. I can’t help it! I just sleep really well when there are other ponies around who are working really hard! It’s really relaxing to know that I’m not them!”

“Never mind her. Let’s begin, shall we?”

Down on the ground, Applejack stomped her hoof. If Rainbow Dash could even hear her up there, she wasn’t listening.

“CONSARNIT, RAINBOW DASH! CAN’T YOU PRACTICE YER WING FLAPPIN’ FOOLISHNESS SOMEPLACE ELSE!? THIS IS AN APPLE ORCHARD, NOT A TRAINING FIELD! AND GET THAT THUNDERCLOUD OUT OF HERE BEFORE IT HITS ONE OF MAH TREES! WHAT THE HAY DO YA EVEN THINK YER DOIN’ WITH THAT THING, ANYWAY?!” As usual, the pegasus wasn’t responding. Applejack groaned with disgust, but even she had to admit that morbid curiosity was compelling her to see just where Rainbow Dash was going with this. She watched as Rainbow Dash got up off of her cloud and began to fly above the thundercloud.

“What does that girl think she’s doin’?” wondered the farmer. Rainbow Dash turned to face the cloud. She seemed to be talking to herself, probably trying to psych herself up. Applejack squinted her eyes and turned her head to the side.

“She is not going to do what I think she’s doin’...” muttered Applejack with some concern in her voice. Her eyes widened when she realized that Rainbow Dash really was reckless enough to do **exactly** what Applejack thought she was doing.

“Rainbow Dash, DON’T!”

She was too late. The pegasus took off for the thundercloud. Applejack put her hoof over her face. She couldn’t watch. She flinched as the sky shone bright with lightning. When she had the nerve to look again, there was no sign of the pegasus.

“Rainbow Dash? RAINBOW DASH?! Are you okay?! Where are you!?”

The pegasus in question rocketed out of the trees, stopping on a dime in front of Applejack. Her mane was standing straight up from static, and small bolts of electricity danced around her feathers. On her face was a look of triumph mixed with just a little arrogance.

“You rang?”

Applejack ceased being worried and commenced being angry, digging her hooves into the ground and leaning toward Rainbow Dash in a confrontational demeanor.

“What the hay is the matter with you, girl?! Ya tryin’ to get yerself killed?! I know you wanna be a stunt pony and all, but I never saw any Wonderbolt ever doin’ something that reckless and stupid!” Rainbow Dash laughed off Applejack’s concern, waving a hoof.

“Exactly, Applejack. That’s why this sort of thing is gonna get me in! The Supervolt was so dangerous and awesome that it was only performed once in a private show to the princess herself. If I can pull that off, then I’m a shoo-in for the Wonderbolts! Ha ha ha! What?” Rainbow Dash suddenly went quiet and had a curious look on her face.

“Uh...I didn't say nothin' sugarcube” remarked Applejack, looking around herself. Did Rainbow Dash suddenly start talking to somepony else entirely?

“Great idea!” said Rainbow Dash a moment later.

“Uh...Rainbow Dash? Who are ya talkin' to?”

“Nopony! Just thinking out loud! Gotta go!” Before Applejack could protest, Rainbow Dash took off back into the sky, kicking up a cloud of dirt that forced the farmer to cover her eyes and hold her breath.

Noctis was disappointed. Dash was a better flyer than it had expected. If it was going to ground this pegasus, more direct methods would be necessary. It would have been so simple to just let her fly up as high as she could and then abandon her body to render her unconscious. She would have plummeted like a stone, never to rise again. Of course, as much as it wanted to, it needed to make it look like an accident. It still wasn't strong enough to risk drawing Celestia's attention, or even Twilight Sparkle's.

“Next up” said Noctis as Rainbow Dash hovered high in the sky, *“is the Nimble Nimbus. It's a simple trick, really, but impressive and highly dangerous. All you have to do is fly low to the ground as fast as you can, avoiding all obstacles in your path.”* Rainbow Dash scoffed.

“That's it? I could do that with my eyes closed.”

“I'm glad you said that, because you need to find a blindfold...”

Even Rainbow Dash doubted the wisdom of what she was about to do as she hovered on the outskirts of the apple orchard, blindfold tied around her face.

"Ready, Rainbow Dash?" The pegasus lowered her ears. Her sky blue coat even seemed a little darker than normal as grim doubts raced through her mind.

"Are you sure about this? How am I supposed to see the trees without my eyes?"

"Rainbow Dash, a moment ago you said you could do this with your eyes closed. A true Wonderbolt could do it with her eyes closed. But I guess if you're too scared to achieve greatness, you can go back to being a wannabe. You can sit on your clouds and do your little loops and pretend that someday you'll be special. But you and I both know the truth, don't we? If you can't even do this, you're not good enough. A simple little filly like you could never be a Wonderbolt. Do you really think the likes of you can measure up to the likes of them?" Rainbow Dash glared underneath her blindfold.

"Be quiet! I AM good enough to be a Wonderbolt! I AM good enough to reach my dreams! Do you know who I am!? I AM RAINBOW DASH!" Noctis laughed out loud inside of her head as the pegasus took off toward the trees in a blur of color. If she couldn't see them, she'd just have to FEEL them.

"You're nothing. Just a flight school dropout who talks up big dreams of being a star to run away from her own failure."

"Shut up!" barked Rainbow Dash. She sensed something to her right. She quickly banked to the left, barely missing an apple tree in her path.

"Do you think your friends honestly believe you'll be a Wonderbolt someday? They're just humoring you so your feelings aren't hurt!"

"SHUT UP!" she ordered a second time, banking to the right to avoid a row of trees on her left. She forced herself not to become distracted by

her rock slug's harsh coaching, weaving back and forth, some branches missing her by mere inches.

"You've met the Wonderbolts before already! Twice! Why didn't they offer to take you in either of those times? Because you're a joke to them! You're just a clown! They probably get together and laugh about the pathetic little fangirl who tries so hard to impress them! I know you've worried about it, Rainbow Dash! I know that fear you refuse to acknowledge deep down in your heart! Somewhere inside, you know! You know you're not worthy of the name Wonderbolt!"

"Shut up! SHUT UP! SHUT UUUUP!" screamed Rainbow Dash. She darted around every obstacle like a true Wonderbolt, shifting her body whenever she felt the slightest change in the wind. She was feeling the trees, just as her heroes would. Her teeth grit tightly. She was determined to make it through. More than anything, she was determined to shut up that little voice that had been in her head long before Noctis ever showed up.

She was going to make it.

A black whip stretched out from Rainbow Dash's flank. It curled around the first apple tree that it could reach.

Rainbow Dash suddenly lost her momentum, her body catching on something and snapping sideways into a tree trunk.

"What?! Oof!"

She ricocheted off of the tree, smashing into another one. She was going too fast to stop herself now.

"Unngh! No!" She furiously flapped her wings, trying desperately to regain her balance. Her dreams were nearly within her grasp. She had never been so close to true greatness in the air.

Her body hit against another tree, spinning her wildly out of control and into the sky. She beat her wings as hard as she could, but her velocity was too great to allow her to save herself.

“No! Please, no! I’m so close! I can’t fail now! I CAN’T!”

Realizing that she was in over her head, she tore the blindfold off of her face. She saw Applejack’s barn for less than a second before she blacked out.

Rainbow Dash slowly opened her eyes. She wasn’t at Sweet Apple Acres anymore. She was in the infirmary. A white earth pony with a pink mane done up in a bun was reading a chart at the foot of Rainbow Dash’s bed. Rainbow Dash didn’t need to see the red cross on her flank to know that she was the nurse.

“What happened..?” asked the disoriented pegasus. The nurse looked up and sighed with apparent relief.

“Well, Miss Dash, your crazy stunt backfired. You crashed into your friend’s barn at a very dangerous speed. Frankly, the fact that you’re even still alive right now is a bit of a miracle. It’s almost like Celestia herself was looking out for you.

Rainbow Dash knew that Celestia wasn’t the one to thank for softening the impact. Though she was grateful to be alive, when she tried to move she found she could not. Widening her eyes, she peered down at herself, discovering that her body was almost entirely covered in a cast.

“What?! What is this?!” The nurse pony shook her head when she saw Rainbow Dash trying to thrash, gently putting her hoof onto Dash’s stomach to keep her in place.

“Don’t move so much, Miss Dash. You may be alive but you broke practically every bone in you. You have a very serious injury, and you should be thanking your lucky stars that your orange friend out there carried you all the way here on her back in time to get treated. I don’t think I’ve ever seen a pony run like she did.” Rainbow Dash would have felt grateful to Applejack, but right now she was too afraid of the worst-case scenario.

“Will I get better?! Will I fly again!?” The nurse pony gave Rainbow Dash a stern look. After all, Dash’s way of flying got her into this mess in the first place.

“You will fly again, Rainbow Dash.” The pegasus immediately sighed in relief, then began to laugh. Her body barely even hurt anymore, she was too happy to hear the prognosis. The nurse pony, for some reason, did not seem to be share in her happiness.

“HOWEVER” she said loudly, reclaiming Rainbow Dash’s attention, “this crash was no ordinary training accident. Injuries as bad as yours never heal up good as new.” Rainbow Dash could not deduce where the nurse was going with this, so she lay there with anxious eyes, biting her lip. “You can’t do this anymore, Rainbow Dash” continued the nurse pony. “Your body won’t be able to handle reckless stunt flying like this. It’s simply too taxing and your physical constitution won’t be what it used to be once you’re out of this cast. You’ll need medicine for the pain, and you can’t go putting too much strain on your wings. You’ll need to take it slow from now on.”

Right then, Rainbow Dash would have preferred it if the crash had killed her.

“Take it slow?! But I’m Rainbow Dash! DASH is right there in my name! I need speed! I need to fly! I need to be a Wonderbolt! It’s everything I’ve ever worked for! It’s what gives my life a purpose! You

expect me to just flutter around like...well, FLUTTERSHY?" The nurse sadly shook her head.

"I'm sorry, but your ability to fly will never be what it was before. Before you curse your luck, you should stop and realize just how unlikely it was for you to be laying there and talking to me at all." Rainbow Dash didn't care about that anymore. She didn't even care who was around to watch. She closed her eyes and sobbed openly. She couldn't even move her hooves to hide her shame.

"This isn't fair!" she cried. "You're wrong, nurse! You hear me?! I've practiced too hard and studied flight technique for too long! I'm GOING to be a Wonderbolt! I'm NOT a cripple! You hear me?!" Her voice began to break. Even she didn't believe herself anymore. "Nothing's going to take that away from me! Nothing!" The nurse knew when she a patient needed something more than medical care, so while Rainbow Dash ranted and raved, she excused herself to speak with somepony outside the door. A few seconds later, Applejack cautiously stepped inside. She reached a hoof up and took off her hat out of respect, setting it onto Rainbow Dash's bedside. Dash hated to let Applejack see her like this, but what was the point anymore?

"Hey there, sugarcube..." said Applejack in a near whisper. "I'm mighty glad that yer still in one piece. Was real worried about you. The others were worried too. They all came by the hospital and stayed fer hours an' hours. They refused to leave until we knew fer sure you were gonna be okay. Even then I practically had to shove 'em out the door to make 'em go home and get some sleep." Even the love of Rainbow Dash's friends wasn't helping her right now. When her sobbing didn't subside, Applejack lowered her ears and tried to lighten the mood.

"I asked Big Macintosh to make a nice apple pie fer you so you'd have somethin' besides nasty hospital food to eat when you woke up. Apple Bloom oughta be bringin' it by soon. Won't that be nice? And don't worry 'bout the damage to the barnhouse. T'aint nothin' but wood and

nails, sugarcube. It was about due fer some renovation anyway.” Rainbow Dash still wailed. It was a disconcerting sight for Applejack. She’d seen other friends cry before, but Rainbow Dash was the tough one. She was spirited and proud. The only way she’d have ever let anypony see her cry would be if she was utterly broken.

“My life is over, Applejack!” Dash finally said with a shaky voice. “Everything I’ve dreamed of! All the sacrifices I made to get to where I was! It’s all gone! I can’t be a Wonderbolt if I have to fly around like I’m some old, gray mare!” Applejack tried to put her hoof on Dash’s head to comfort her, but the pegasus jerked her head to the side. “No! Don’t touch me! Don’t even look at me! I’m a pathetic loser now! All those bullies back in flight school were right about me! I’ll never be a flying legend! I’ll never be anything!”

“Now see here, Rainbow Dash!” said Applejack loudly as she slammed her hooves on the floor, demanding her friend’s attention. “Yer worth was never measured in how fast you could fly or...or how many tricks you could pull off! Did you already forget who you are!? Why, yer Rainbow Dash! And the Rainbow Dash I know is always gonna be a winner! Don’t matter if you got beat up wings! Wouldn’t even matter if ya had three hooves and a peg leg! The Dash I know finds a way to be the best no matter what!” Rainbow Dash sighed. Applejack made passionate speeches, but it just wasn’t doing the trick now.

“Please, Applejack...I just want to be alone right now. I don’t want anypony to see me like this. Just...tell the others I’ll be fine. They don’t need to come in here to see how pitiful I am....” Applejack lowered her head, scooping up her hat and putting it back onto her head. She didn’t like the way Rainbow Dash was acting right now, but she couldn’t pretend that she understood what she was going through. If she had ever been told that she could never buck apples again, she could not guarantee that she would not react in the same way. She gave Rainbow Dash one last plea.

“Yer our friend, Rainbow Dash. And that always meant a lot more to us than how fast you could fly.”

“It didn’t mean enough for Pinkie Pie, did it?”

Applejack pursed her lips and tensed up, wanting to say something, but no words came to her. She relaxed her body, turning and leaving the room.

“Oh, Rainbow Dash. I am terribly sorry things came to this.” The pegasus glared. That thing was the reason she had ended up like this. If she hadn’t listened to it, she’d still be able to fly in ways that most ponies could only envy.

“You did this. You’re the reason I’m a cripple!”

“Oh, now Rainbow Dash, I could not have known that you weren’t actually skilled enough to pull it off. I thought you took becoming a Wonderbolt seriously. Had I realized that it was just a mare playing pretend, I wouldn’t have suggested such daring stunts. Nobody said becoming a Wonderbolt was easy, Rainbow Dash. You have to take risks.” Rainbow Dash ground her teeth together. She wished more than anything right now that Noctis was something she could kick.

“You ruined everything! You ruined my dream! You ruined my life! Get out! Get out of my head!”

“Rainbow Dash, you’re being hasty.”

“GET OUT!”

“You need to calm down and think about this.”

“GET OOOOUT!” shouted Rainbow Dash at the top of her lungs, no longer even caring who might have been around to hear it.

"I can fix you!" Dash was taking a deep breath to scream at Noctis again when she heard the offer, stopping mid-inhale.

"You've helped enough, don't you think?! What can you do now? Huh? How can you possibly make THIS better?" Noctis chuckled knowingly.

"I am a magic slug, remember? And when my host is strong, I am strong. To that end, I have certain...magical abilities that may help you. A host is no good to me when it is sick or disabled. Thus, I can heal my host. I can make it stronger than it ever was before! All you need to do is surrender your body, just for a little while, so that my magic can work without any restrictions."

"What? That's crazy! And how the hay would I even do that?" snorted Rainbow Dash.

"You need only wish for it deep in your heart. Give yourself over to me, Rainbow Dash. Relinquish your battered flesh and broken bones. I can fix them in ways even unicorn magic cannot. I will make you good as new. No...I will make you BETTER than you were before!" Rainbow Dash did not like the sound of what she was hearing.

"Give up my body? I don't care if it's just for a little while, that sounds pretty shady."

"Fine, then. Feel free to keep things as they are. Feel free to remain a broken down loser, a burden to your friends, a pegasus who stares up into the sky as the Wonderbolts fly overhead and remembers how nice it used to be when she had a dream." Rainbow Dash flinched in her cast. She didn't even know if her magic rock slug's offer was genuine, and she certainly didn't think it was being made purely out of generosity, but at this point she had little left to lose. The slug magic sounded impossible, but she could not find any hope anyplace else.

"I don't want to be a cripple..."

"What was that, Rainbow Dash?"

"I want to fly again!"

"Miss Applejack, you've done as much as anypony could ask of you to help your friend right now. You should feel proud of yourself. Now please, go get some rest." Applejack nodded silently to the nurse pony, trotting out of the infirmary to make her way back home. The nurse did not doubt that she intended to return as soon as she woke up. She sighed heavily. As a nurse, she was used to seeing ponies cry or become upset, but it had been a long time since she'd seen anypony who despaired as much as Rainbow Dash had. She was getting ready to make her rounds again when she heard intense groaning coming from Rainbow Dash's room. Concerned, she stepped back into her room.

Rainbow Dash was convulsing violently. Her body strained against the cast, causing it to bend and crack. The nurse gasped in alarm.

"She's going into shock! Miss Dash, it'll be alright! I have a shot for you right here!" The nurse frantically pulled open a nearby drawer with her mouth, carefully pulling out a needle and jamming it into a nearby vial of solution. She held the vial with her hooves as she pulled the plunger back, filling the syringe with a yellowish liquid. Rainbow Dash's body writhed and bounced on the bed, her back hooves kicking through the bottom of their casts. The nurse cried out, trying to hold Rainbow Dash down for her injection.

"Please!" begged the nurse through the corner of her mouth. "Try to hold still! You need your—AH!" The nurse fell back as Rainbow Dash's wings broke through the cast, knocking the caretaker onto her side.

Stunned, she could only watch in wonder as Rainbow Dash's cast continued to tear and rip, the pegasus seeming more lively by the moment.

"Yes!" cried out Rainbow Dash. "YES! You were wrong, nurse! I'm not a cripple! I'm a champ, you hear me!? I am a future Wonderbolt! I AM RAINBOW DASH!" Her cast burst entirely, sending bandages and plaster all about the room. The nurse could only look on in stupefied awe as her patient rose into the air like she was the princess's pet phoenix, flapping her wings as if they'd never even been injured at all.

"H...how?" said the nurse, who looked like she was about to fall into shock herself.

"Take it slow, nurse?" mocked Rainbow Dash before she took off. She crashed carelessly right through the ceiling, but it didn't seem to slow her down even one iota. She flew up into the sky, faster and faster. As the sky began to darken up high where the air began to grow colder, a pressure began to bend around her body, fighting against her speed. Dash was familiar with the sensation. With both hooves outstretched, she pushed against the barrier, laughing at the feeble efforts of physics to restrain her.

She broke through.

A tremendous boom echoed in the sky as a ring of glorious colors began to ripple outward in the sky. As high up as she was, it was likely that all of Ponyville would be able to see it. Maybe even the ponies all the way up in Canterlot would see it too! The pegasus stopped, looking down at the marvel she'd wreaked upon the sky. Rainbow Dash had never done a sonic rainboom while going straight up before. Such a feat was considered to be impossible. She had to fight against gravity's pull the entire time to make such a thing occur. But there it was. She had done it.

"YES!" the pegasus shouted in exaltation, raising her front hooves above her head as the ring of color continued to spread. "Behold my

greatness, Equestria! Gaze upon my wonders! GAZE UPON RAINBOW
DASH! Ha ha ha ha ha! Ha ha ha ha ha ha!! **AH HA HA HA HA HA HA**
HAAAA!!!”

Chapter 4

Honesty

The Elements of Harmony are a well known legend amongst Equestrian scholars, but where did they come from? According to scrolls from a time even before the reign of Princess Celestia, the Elements of Harmony were once believed to be a single entity of infinite warmth and benevolence. Pre-Celestian myths on the scrolls attest that a great light shone down upon Equestria from the endless space beyond our world thousands of years ago. It saw the humble ponies and, in a gesture of unfathomable love and generosity, granted its magic to their peaceful civilization so that they could prosper. The ancient ponies believed this light to be the source of the first alicorns, as well as the reason unicorns can use magic, pegasi can stand on clouds, and earth ponies are attuned to nature.

After the light spread itself over all of ponykind, it split itself into six pieces, granting the ponies five so that they could maintain peace in their land. The sixth piece would only appear when it was needed, the other elements were assembled, and there was a conduit worthy enough to wield it. This was established so that the light's incredible power could never be abused during times of tranquility.

The ancient ponies also believed that in order to balance out the light, a terrible darkness also existed in the void of space. This supposed force was a vast emptiness, and while the light existed to create and nurture, the darkness existed to consume and corrupt, having no will of its own outside of its sinister purpose of snuffing the stars from the sky. The ponies feared the emptiness, believing that it was an entity whose mind had been destroyed by its own power. It would not be reasoned, bargained, or

pleaded with. For this reason, the ancient ponies held the Elements of Harmony in reverence, believing them to be the only thing that would protect them when the darkness reached their world.

While it makes an interesting tale, modern scholars have dismissed the myths as just that, noting that the stars in the sky have remained just as they are for centuries. The Elements of Harmony are believed to be not a light from the heavens, but a secret creation of the royal family that predates Celestia's rule by over 1000 years. Thus, the legend of the great light and the great darkness can be confidently filed away as a filly's bedtime story right beside the likes of Nightmare Moon.

Twilight Sparkle closed her book, rolling her eyes. This text was clearly out of date if it tried to claim that Nightmare Moon was nothing more than a fictional boogeypony. She felt almost annoyed that she had just spent all that time reading something so woefully inaccurate. She even had a sneaking suspicion that the scholars of the time had probably mistranslated the ancient scrolls too. Someday, when she found some time on her hooves, she intended to go see the scrolls for herself and translate them properly.

"Spike" she said in a polite tone as she turned away from her book, levitating it with her magic onto the top of yet another pile of other finished books. "The next time you happen to be in Canterlot on royal business, would you be so kind as to requisition some more recent texts on magic theory and Equestrian mythology? This one seems to think that the Mare in the Moon was just a story, and we all know how that one turned out."

The baby dragon assistant, who was already busy putting an armful of Twilight's books back onto their proper place on the shelves, mumbled in response.

"Magic myth. Equestria theory. Got it." Twilight shook her head silently. Spike didn't look like he was paying attention, but he would remember it when the time came for him to. He was good about that. As

Twilight began to levitate another book to her reading desk, she heard a knock at the door. Spike, having put away the last book in his arms, went to answer the door.

“Howdy there, Twilight” greeted Applejack as she walked inside. “Howdy to you too, Spike.” The dragon waved casually to return the greeting. “Twi, hon, I was wonderin’ if I could talk to you for a minute. I feel a mite funny lately.” Twilight, who always tried to make time for her friends, turned away from her book and trotted over to Applejack with some concern in her eyes.

“What the matter, Applejack? Are you alright?”

“Well, it’s not me so much, I reckon. It’s just that lately everypony seems to be actin’ kinda strange, don’t you think?” Twilight silently considered recent events. “Fluttershy seems to have just changed her whole personality ever since that party, and while I’m all for the poor girl comin’ out of her shell a bit, somethin’ about it don’t seem natural.” Twilight frowned and nodded. Applejack continued. “On top of that, Pinkie Pie just up and left us all. I can tell you that I didn’t think she’d do a thing like that in a million years, Twi. If that weren’t enough, Rainbow Dash goes an’ busts herself up like a fancy plate on a square dancin’ floor, then is suddenly all better just a day later?” While Twilight had to raise a brow at Applejack’s odd comparison, there was no denying that things had not been normal recently.

“You’re right, Applejack. I’ve actually been looking in my books for some answers. Maybe there’s some kind of illness going around that makes ponies act completely strange, although I guess that wouldn’t explain Rainbow Dash’s miraculous recovery...Don’t get me wrong, I’m glad she’s better, but you don’t just heal up from something like that in a day. I may not be a nurse, but I’m sure of that much.” Applejack nodded firmly in agreement. “Perhaps she had some kind of accelerated reaction to her medicine?” Twilight offered. Applejack shrugged. “Maybe her body has some kind of unique innate magic that lets her recover from serious

injuries at a faster rate?” Applejack shrugged again. Twilight sighed loudly, exhausted from trying to make sense of it.

“Sorry, Twi” said Applejack sheepishly, “but I don’t know no more than you do. I was kinda hopin’ maybe you had some answers. Rainbow Dash is—”

“Did somepony say my name?”

Rainbow Dash marched into the room. She was taking large, showy steps that her friends had trouble finding endearing, even if they were glad that she was walking at all.

“Rainbow Dash” began Twilight in a loving but skeptical tone, “while I’m overjoyed to see you’re doing so well, I’m a little confused about how you beat such impossible odds.” Applejack nodded and focused on Rainbow Dash too, eager to hear the same. The pegasus blew a raspberry from her lips, waving her hoof at the statement.

“Pfff. Willpower, girls. You think a minor setback like debilitating bone fractures with life changing consequences was going to keep down a future Wonderbolt?” Applejack lowered her ears and glared. Her friend was being even more arrogant than usual. Rainbow Dash had every right to be happy about her miraculous recovery, but she had never been adept at a little thing called personal restraint.

“I reckon” grumbled Applejack.

“Well you reckoned wrong, ladies. I feel better than ever. You girls already forget that I am Rainbow Dash? It’s like you said back at the clinic, AJ. I’m a winner! And this?” said the pegasus as she raised a hoof and beat it twice against her chest. “This is me winning. I’ve got dragon blood inside me, you can’t keep this down!” Twilight Sparkle rolled her eyes. She would have never wished for her friend to be permanently disabled,

but she had hoped that the experience might have taught Rainbow Dash some humility. If anything, recovering from it only made her worse.

“And how about that hole you made in the clinic’s roof?” said Twilight Sparkle, who was no longer bothering to hide her annoyance. “Was that also you winning? Because if you ask me that’s a pretty funny way to thank that poor nurse for saving your life.” Dash chuckled. Applejack and Twilight Sparkle exchanged a look, then watched their delusional friend with flat, unamused faces.

“What can I say? The adrenaline got the better of me for a bit. It’s not a big deal, it’s just a hole. A handy pony like you could fix that easy, right Applejack? Or heck, you could probably magic it back like new, Twilight Sparkle.” Applejack began to step forward, her patience having reached its limit.

“Now listen here, Rainbow Dash! I got half a mind to—”

“Sorry AJ but it’s gonna need to wait. I was just dropping by to tell you two that I have a plan to get Pinkie Pie to see the error of her ways and come back to Ponyville. I just need to put together the most awesome, hardcore stunt show this side of Equestria and do the whole event right outside of Pinkie’s stupid rock farm. She’ll see how much fun it is and how awesome I am, realize that she’s missing out as long as she’s on that boring farm, and beg us to take her back! It’s perfect!” Twilight Sparkle grimaced, tilting her head.

“What? Do you really think that’s going to work? That’s a ridiculous plan, Rainbow Dash. Even for you.” The pegasus dismissed Twilight’s criticism, turning around and marching right back outside the library.

“Don’t be jealous, Twilight. You can’t always be the one to come up with a great plan.” Twilight gasped, shocked at the affront. Having had more than enough, Applejack stomped out the door after Rainbow Dash,

aiming to give her a good, up close and personal tongue lashing. Her eyes were narrow, tail snapping around behind her.

“See here, Rainbow Dash! I dunno what happened to yer brain when you crashed into mah barn, but I ain’t gonna just stand here and listen while you disrespect Twilight Sparkle like that! We were all worried sick about you while you were laid up in that clinic, and this is how you treat us?! This is how you treat ME after I picked up yer sorry, broken hide and ran until mah hooves were sore to get you to the nurse?!” Rainbow Dash smiled and turned around, giving three condescending pats to Applejack’s hatted head with her hoof.

“Hey, I’m real glad you did that for me, AJ, and someday I’ll make it up to you, but for right now I’ve got to get to work on Operation Pink Prize. You like that name? I just came up with it.” Rainbow Dash did not give Applejack a chance to reply before she rocketed into the sky, the wind blown up in her wake causing papers to scatter all around the library. Spike yelped and immediately began to run around the room, jumping as high as he could to snatch floating parchments out of the air.

“Man!” exclaimed Spike as he bent over for another scroll, looking none too pleased at having yet another mess to clean up. “When did Rainbow Dash turn into such a jerk?” Twilight frowned awkwardly and shifted her eyes away from Spike. She did not like to speak poorly of a friend behind her back, but she had to admit that Spike was not entirely off-base with his insult when it was applied to Rainbow Dash’s current behavior.

“Maybe she hit her head harder than we thought? Her behavior might be a symptom of that nasty impact that hasn’t gone away.” Applejack gulped as she backed into the library, shutting the door and whispering to Twilight while her legs shook.

“Or maybe it’s a symptom of Mad Pony Disease!”

“Wait, what?! That illness was just a theory of mine, Applejack! Don’t give it a name! We haven’t even ruled out the other possibilities!” protested Twilight.

“Oh yeah?” said a skeptical Applejack. “Like what?” Twilight opened her mouth and raised a hoof. When nothing came out, she tapped said hoof quizzically against her chin.

“Well....like...um...” She had nothing that could explain everything.

“Like MAD PONY DISEASE!” shouted Applejack, who immediately shut her mouth when she realized how indiscreet she was being. “Think about it, sugarcube. Everypony’s been actin’ real funny lately. And it’s been slowly spreadin’! Don’t that sound like a disease to you? I mean yer the one who said it could be an illness!” Twilight huffed.

“I’m not convinced. There’s no disease known to ponykind that would cause ponies to act so strangely while displaying no physical ailments! I may have mentioned illness as a possibility, but that is at the bottom of a long list of potential causes that I just haven’t figured out yet!” Spike gulped, holding onto Applejack and trembling in youthful terror.

“You mean...” he said with chattering teeth, “it’s a new disease?! One without a cure?!” Immediately accepting this theory, Applejack sat down and wrapped her forelegs around Spike, the two superstitious friends holding one another for comfort as they shook and whimpered. Twilight groaned loudly, standing up on her back hooves just so she could throw up her front hooves in frustration.

“UGH! Stop it! There is no such thing as—”

A knock on the door. This discussion would have to wait. Twilight turned back to her reading desk. She’d wasted enough time talking about fictional diseases.

“Spike, get the door please.”

“But...but what if it’s Mad Pony Disease?!”

“Well Spike, you’re a dragon, and Mad Pony Disease can’t hurt a dragon, now can it?” said Twilight with a cocky smirk on her face.

“It can if it turns ponies into zombies!” protested Spike. Applejack squealed in terror, having not even considered that until now.

“Zombies!?”

“Think about it! They all look fine on the outside...but our friends have been acting pretty shifty lately, right? We can’t tell what’s wrong, but we definitely know SOMETHING is up! That’s because the virus is taking its time...It’s waiting until we let our guard down...and then...BAM!” Spike slammed his fist against his palm, making Applejack jump slightly and lean away from the baby dragon. “Zombie ponies!”

Another knock at the door. Twilight growled, her left eye twitching.

“Spike, will you please stop terrifying poor Applejack and just answer the door!?” Nervously, the dragon complied, dragging his feet along the floor as he slowly approached the library door and turned the handle.

It was the mailpony. But something seemed off about her...Her grey coat was paler than usual. Her mouth hung open, slack-jawed and drooling. Her eyes were actually looking in the same direction for a change, but they were dead and cold, staring off into space. She moaned, lifting her hoof and going for her mailbag.

“Uhhhhhh...maaaaail...” Spike wasn’t about to wait and see what kind of nasty surprise she had in her bag. He screamed.

“MAD PONY DISEASE!!!” he yelled at the top of his lungs. Applejack screamed too, running in the only direction she could, which happened to be up Twilight’s stairs. “Run, Applejack!” shouted Spike. “Escape this place! Get to safety!” Then, he slammed the door in the mailpony’s face.

Derpy sat with a blank stare on her face as she heard what sounded like furniture being dragged coming from inside the library. Somepony was shouting on the upper floor.

“Dagnabbit!” yelled the voice. “Why won’t this window open!? Oh, never mind!” There was a loud crash. It sounded like glass breaking. Derpy couldn’t tell for sure, and she didn’t bother going to investigate even when she heard what sounded like a body dropping onto the ground around the other side of the tree and galloping away as fast as it could.

Raindrops flew down from the sky, fluttering above the sluggish Derpy with her own saddle bags full of mail.

“There you are! Did you deliver the mail to the library yet?”

“Uhhhhh...”

“Good, now come on, we’ve gotta go! We’re really behind schedule thanks to you insisting on not taking a sick day and getting some other pony to cover for you.” Derpy weakly flapped her wings, joining her partner in the air.

“Maaaail...” moaned the sick pony. Raindrops huffed.

“Yeah, yeah, I know. The mail must be delivered no matter what, but it doesn’t have to be YOU who delivers it, you know.” Why do I even feel bad for you? The only reason you’re sick is because you emptied the fridge last night. I told you it needed to be CLEANED. That doesn’t mean

you're supposed to eat everything inside. Couldn't you tell that cabbage had gone bad?"

Derpy could only moan. Raindrops sighed and decided to simply drop the issue. Derpy began to slowly fly away, and after giving her a head start, Raindrops flew away behind her.

Inside, Twilight Sparkle was twitching all over, about ready to let Spike have it. She would have called after the mailponies to come back, but Spike had barricaded the windows and door.

"Spike...you just made Applejack jump through my win—Hey!" Spike wasn't waiting around to hear a lecture, running up to Twilight and pushing her insistently toward the steps.

"Come on! We gotta get downstairs and barricade ourselves in! Kill the lights! It'll attract the zombie ponies!"

"Spike! Will you stop acting crazy for one second and listen to me?! Let go of me! Spike! SPIIIIIKE!"

"Why do I gotta wear a dumb ol' mask!?" complained Apple Bloom as her big sister snapped the aforementioned surgical mask over her face. Beside the youngest Apple, Big Macintosh stood in silence, wearing a mask of his own. He did not seem particularly thrilled with his either, but kept his feelings to himself. Beside him, the eldest Apple, Granny Smith, snored peacefully into her own mask, her body leaned into the walker she had to use thanks to a decrepit old hip. Applejack herself snorted as she stood in front of her younger sister, in no mood for any of her foolishness.

"Because, Apple Bloom, I think there may be a nasty bug goin' around, and we need to take some precautions so we don't go an' get ourselves infected!" After giving it some thought, Applejack came to the conclusion that the idea of zombie ponies probably WAS taking it a bit too

far. She owed Twilight a new window. However, an infectious disease was still the only explanation she could come up with for the strange behaviors of her friends recently. Better safe than sorry.

“But it’s itchy an’ it’s hot!” complained Apple Bloom, making uncomfortable faces beneath her mask. Applejack pursed her lips behind her own mask, speaking to her sister very quietly at first, then slowly getting louder.

“Listen here, Apple Bloom” she began, “I don’t ask fer a lot out of you, but I’d better not hear anythin’ about you takin off that mask fer even a minute! Yer already on thin ice fer takin yer little friends out into the Everfree for that campin’ stunt you pulled! You know that place is dangerous!”

“But that weren’t even mah idea!” whined Apple Bloom. “Sweetie Belle was the one who wanted to try it!”

“Hush, girl!” commanded Applejack, scaring her sister into silence. “If I catch you takin off that mask fer even a minute, I’m gonna see to it that yer grounded until cutie marks grow on trees!” Apple Bloom whined again, looking up to Big Macintosh with large, soulful eyes. She pleaded to her big brother with the most heart melting expression she was capable of.

“Big brother, if I go crusadin’ with Sweetie Belle and Scootaloo like this, they’re gonna laugh at me! Can’t I take off this silly mask? Pleeeeease?” Big Macintosh remained stone-faced, looking ever forward.

“Nnnnope.” He didn’t lend much credence to Applejack’s Mad Pony Disease theory, but nor did he care to challenge her on it. Apple Bloom groaned in defeat and pouted.

“You always take her side!” Big Macintosh did not try to challenge that either. Applejack put her hoof on the back of Apple Bloom’s head, gently pulling her forward to shoo her away.

“G’wan now, Apple Bloom. Run along an’ play with yer little friends. But remember, if you see even a hint of Mad Pony Disease out there, you come on back home as fast as you can! Don’t stop to talk to anypony!” Apple Bloom scoffed as she began to trot away.

“Yeah, play with my friends. I bet they’ll just love this one...” mumbled the filly. “Mad Pony Disease, what a dumb story...”

“And don’t you even think about takin’ off that mask or I’ll know!” shouted Applejack after her sister. Apple Bloom knew that it was a bluff. Once the filly was out of sight, Applejack turned back to Big Macintosh. “Alright, big brother. We got us a lot of work to catch up on thanks to me takin’ all that time off to see to Rainbow Dash’s fool self in the clinic. You get out there an’ start buckin’ apples. I’m gonna start fixin’ that hole in the barn.”

“Eyup” said the large red earth pony as he began walking out to the orchard.

“Why are we here again?”

Noctis sighed as it sat up in Rainbow Dash’s body. It had been sitting in a cloud high up above Applejack’s barn for a while now, watching her hand out masks to her family. Her behavior was unusual, and the dark presence was beginning to suspect that the ponies were getting wise to its activities. It would have to work faster and more aggressively if it was to return to Luna before its subterfuge incited a mass panic and drew Celestia’s attention.

“Don’t get me wrong” said Rainbow Dash as she watched through eyes that currently belonged to Noctis, *“I like spying on Applejack as much as the next pony, but this is getting boring. I don’t think she’s very happy with us, either. You think we might have gone a little too far back at the library?”*

“Of course not” assured Noctis. “I made you better than you ever were before. You are the best, Rainbow Dash, and don’t forget it. Besides, you can’t let yourself show weakness for even a minute, not after that sad display you gave in the hospital.” Rainbow Dash tried not to think about the way she’d blubbered and cried in front of Applejack, the second toughest pony she knew after herself. It was not a proud moment for her.

“I guess you’re right. I have a lot of coolness to make up after that embarrassment. They seemed mad, though. Maybe we should lay off the bragging for a while?” Noctis twisted Rainbow Dash’s lips into a disgusted frown.

“Lay off? Listen to your sniveling. You practically sound like you’re about to start crying again right now.”

“I’m not gonna cry! I’m not a crybaby!”

“Then stop ACTING like a crybaby. You have to keep up the act, Rainbow Dash. Don’t let those ponies forget for even a second how awesome you are and how lucky they are to know you! They might act annoyed at first, but after you put this stunt show together and lure Pinkie Pie back to Ponyville, they’re going to realize how right you were all along. They’ll hail you like a hero!” Noctis paused to allow Dash time to think about what it had said. Underneath them, Applejack was setting up a ladder by the side of the barn. She climbed up with a bucket of nails, small wooden planks, and a hammer to get to work on the hole, but even on the ladder Noctis was too high up for her to notice.

“I guess you’re right. I think I’d rather be thought of as a showoff than a crybaby. And once this plan works, we’ll all be cool again, right? Shoot, we’ll be even better than cool! Once word spreads of just how awesome I am, the Wonderbolts are sure to come knocking!”

“That’s the spirit, Rainbow Dash.”

“So uh...can I have my body back now?”

Noctis considered her request. It supposed that it had no further need of Rainbow Dash's body. Her insecurities about her dreams had given it power. Her fit, athletic body had provided much needed energy. Most importantly, by letting it into her heart, her element had been tainted.

“Very well, then. Remember, Rainbow Dash, don't allow your friends to see weakness in you for even a second. If you do, you risk losing their respect forever.”

“Got it. Thanks, rock slug...whatever your name is.”

“I am Noctis, Rainbow Dash. Remember that name. Before long all of Equestria will know it.”

“Huh? What does that mean?”

Rainbow Dash never did get an answer before everything went black.

Down on her ladder, Applejack grunted as she spat her hammer back into her bucket, observing the quality of her work thus far. The hole had been mostly patched up with planks, but Rainbow Dash's body had made a larger crash than one would expect given the size of her. Using tools while her mouth was covered up with a mask was harder than she anticipated, too.

“Well, t'aint pretty” muttered Applejack as she judged her handiwork, “but I reckon it oughta at least keep the rain out 'til we got the tools and the money to fix it up proper. I sure do wish we could afford to spruce this ol' barn up the way it deserves...Oh well.” Applejack's ear flicked beside the brim of her hat, detecting something above her.

“Hm, think I hear somethin' up there...Ooh, it's gotta be that Rainbow Dash! Well as long as she's actin' like a dang fool she ain't welcome to

laze around my farm!” Applejack looked up with a stern glare in her eyes, expecting to see the cocky pegasus on a nearby cloud. She could not see Rainbow Dash. She did, however, see something wide and black coming directly for her face, swarming and screeching like a monster straight out of a foal’s worst nightmares. She gasped, eyes wide.

“What in the wide, wide world of—?!”

“Uhhh...what happened?” Applejack said as she woke up, rubbing her head with her hoof. She could recognize her room in the farmhouse, but she couldn’t tell if it was day or night. She could feel a nasty bump on her head, although it didn’t seem too serious. Big Macintosh was standing at her bedside. He still had his mask on. Applejack turned her pounding head, looking to her brother with weak, tired eyes. “Big Macintosh? What happened to me? Last I remember I was workin’ on the barn, and then I wake up an’ I’m here...”

“Fell off your ladder” noted Big Macintosh simply, being a pony of few words.

“Fell off my ladder? And knocked myself out?”

“Eyup.” Applejack was relieved. Ladder injuries were unpleasant, but she could think of worse things that could be happening to her right now. She sat up in her bed.

“Well, alright. I’ve done enough lazin’ about. We got apples to buck, big brother.” Big Macintosh, in a rare display of authority as the oldest sibling, put his hoof onto Applejack and gently pushed against her.

“Don’t think so, AJ. You gotta rest a while longer. ‘Sides, it’s nighttime. The apple trees’ll still be there when the sun comes up.” Applejack hated the thought of missing yet more farm chores due to yet

another injury, even if this one was her own. Still, she couldn't apple buck at night anyway, so she nodded and lay back down.

"Alright, big brother, but you best not try to stop me from workin' twice as hard tomorrow to make up fer all that daylight I wasted bein' unconscious."

"Eyup" said Big Macintosh, patronizing his sister as he walked out of her bedroom to give her some peace. Applejack rested her head into her pillow and closed her eyes. That night, she dreamed of a brand new barn.

"Applejack..."

The orange earth pony instantly sat up in her bed with wide, startled eyes.

"MAD PONY DISEASE!"

For a moment, even Noctis wasn't sure how to react. Up until now it always had to concoct some kind of lie to explain its presence, but Applejack seemed to have come up with one all on her own. How convenient. The guise of Mad Pony Disease wasn't likely to win it much favor, but it was still better than letting any ponies figure out its true nature.

"Um..."

"Oh lordy, I dun went and got mahself Mad Pony Disease! I knew it! I knew it was real! What am I gonna do?" Applejack looked around in a panic, holding her front hooves against her face and hyperventilating. "I can go see the nurse...No, I can't do that! There ain't no cure for Mad Pony Disease! Twilight? No, she don't even believe in it! Maybe Fluttershy would know somethin'? But I might infect her too! Oh, this is bad!" Noctis almost didn't want to speak again if it meant that this pony would not shut up.

“Stop it, Applejack.”

“Oh mah goodness, I sure went and did it this time! I was so careful! I wore mah mask! Fat lot of help that did! I oughta just take it off! No, wait...then I might infect mah kin! The mask stays on!”

“Applejack!”

“I’m hearin’ things! It’s a symptom, I just know it! Mah mind’s playin’ tricks on me! I bet I’m runnin’ a fever, too! Where’s that thermometer!?”

“SHUT UP!!!”

Applejack went silent, too surprised to hear a virus yelling at her to take offense. Noctis gave her a few seconds to calm down. Once it was sure that she would not freak out any more, it spoke again.

“I think you’re looking at this the wrong way, Applejack. I can be of great benefit to you.” Applejack kicked herself out of bed, snorting as she trotted down the steps of the barnhouse to make her way outside. All she needed was to ignore it. Some good old-fashioned hard work would fight the virus off. Granny Smith was snoring at the kitchen table as the stubborn farmer pony walked by, having not heard a single word of her granddaughter’s freakout. Apple Bloom was gone, most likely still at school, and there was no sign of Big Macintosh as Applejack made her way out to the fields. He had probably gone to market in her place so she could sleep in. She rolled her eyes. It would be just like him to abide her sleeping the day away just because of a concussion.

“Applejack.”

“I’m not listenin’! Yer just a virus in mah noggin’, and I think yer gonna find out real quick that the Apples are the toughest ponies out there! Reckon if I just stay on mah feet no matter what an’ don’t pay any attention

to you, I'll be better in no time! Yer just a figment of mah fever-addled mind, I reckon!"

Perhaps being Mad Pony Disease would not make things easier after all.

"Now Applejack" chided Noctis as she kicked her back hooves into an apple tree as hard as she could, shaking its fruit loose to fall into a basket that had been left waiting on the grass, "There are good symptoms too. Remember how Rainbow Dash got better even after that so-called nurse said she'd never do stunts again? She was even stronger than before. You all saw that rainboom didn't you?" Applejack pondered this, as she moved to the next tree and kicked it.

"Hm, guess that would explain' a few things. But I ain't lookin' to do no rainbooms so you can tell yer story walkin'!"

"Of course you're not. You have a farm to run. You have no time for nonsense. But it's just never enough, is it? Your poor barn is a rickety old dump, no offense. Your poor brother has to use a busted up old plow that I'm betting just kills his back every time he uses. Oh, and your poor, sweet grandmother, having to get by on that sad old walker. You tried so hard to fix all of this at the gala, didn't you? But it just didn't work out. No one wanted your delicious family recipes." Applejack grimaced. She didn't like to think about the gala. Out of all of her life's failures, that had been one of the worst. Her family had been disappointed when they saw how little she brought back from it, but being the supportive ponies they were, they acted like it was no big deal. Applejack knew better.

"What's yer point?"

"I can make you into the greatest farmer in Equestria! If Rainbow Dash can waste that much power doing little tricks, imagine how much you could accomplish? I can make you a better salespony, too. You'll be making money hand over hoof. I can make you BETTER in all ways,

Applejack. Your family will never want for anything again." The orange earth pony raised a brow.

"You can do all that, can ya?"

"Allow me to demonstrate. You're still resisting me, but I can still grant you just a little extra strength...that is to say, the strength of ten ponies!" Applejack shook as she felt a chill flow through her body. It was frigid and unpleasant, and the longer it went on the more Applejack wanted to rush for the medicine and juice. However, before she gave in to that temptation it faded away.

"Hoo boy, now I KNOW I got me a fever. That felt right clammy and uncomfortable."

"Buck that apple tree." Applejack imagined that one tree was as good as any other, so she shrugged and turned herself away from the tree to her left. Her fever hallucination was probably taking her for a ride, but the sooner she proved it was nonsense the sooner she could stop listening to it. Raising up her back hooves, she grunted as she slammed them into the tree as hard as she could. The tree shook violently as a powerful vibrating force burst from Applejack's point of impact, spreading outward and pushing through any other apple tree in its wake. Tree after tree shook, dropping apples one after another. By the time the vibration stopped, ten apple trees had been bucked from a single kick. Applejack could only stand with mouth agape.

"You see?"

"Hoooo-WHEE! Did I do that?! My big brother is usually the one to bring math into apple buckin', but if I can buck ten trees with one kick, that means I can work ten times faster!" Applejack galloped to the next tree and kicked it, becoming disappointed when only one tree's worth of apples fell out. "Huh? Only works once? Well don't that just beat all."

“That was just a taste, Applejack. If you were willing to, say, relax a little and allow me to run my course, I could give you the strength of a THOUSAND ponies. And that’s just for starters, Applejack. With my help, you can give your family everything they ever wanted, everything they deserve. You love your family, don’t you? Don’t you want them to be happy?”

“Well now, that’s mighty temptin’ Mr. Mad Pony Virus, if that is yer real name, but I don’t need any fancy mutationry to do right by my kin. We live a humble life here, that’s true, but it suits us fine. I know they wouldn’t want any fancy new barns or fancy new hips if I had to hurt mahself to give it to them. We Apples stick together. So thanks but no thanks. I ain’t fixin’ to let some virus have its way.”

“You should really reconsider...”

“Don’t think so!” said Applejack confidently as she bucked the next tree. Maybe bucking the old-fashioned way took longer, but it was honest work and she wasn’t ashamed to abide by it. “And don’t go tryin’ to change mah mind, ‘cause I ain’t budgin’.”

This pony was stubborn, but Noctis knew that it could outsmart her. Despite what she said, sooner or later she would budge.

She wasn’t budging.

It had been three weeks. No matter what Noctis said, no matter what it tempted her with or how much it insulted her prowess as a farmer, a sister, or a friend, she didn’t budge. Her family had expressed concern over her sometimes odd behavior and new tendency to mumble to herself at random. She insisted every time they brought it up that she was fine and that they needn’t worry. After all, physically Applejack felt just fine, and the last thing she wanted to do was cause her family to fret over her. Big Macintosh may have been the biggest and strongest sibling, but she had

seen herself as the matriarch of the family for years, and if she couldn't take care of herself then how could she be expected to take care of them?

Her refusal to give in was beginning to become a real problem for Noctis. The more time it wasted, the greater the possibility that Pinkie Pie might suddenly decide to come back, the more likely Rainbow Dash was to actually put on her stupid stunt show and then stop acting like an arrogant jerk, the more likely Fluttershy was to accept herself. This farmer, this country bumpkin, was putting Noctis' plans into serious jeopardy. If it did not corrupt the element in her heart soon and move on to a new host, everything could be undone. It had to take drastic action, and quickly.

"Whoo, I am more beat than a clown at a rodeo!" declared Apple Jack by the time she came in from her farm chores that night. She and her family were no longer wearing their masks, having noticed long ago that the so-called Mad Pony Disease hadn't spread to anypony else. Applejack was not too humble to take credit for stopping the virus in its tracks, though she of course did not express this out loud to her family. They already had enough to worry about. It was more resilient than she had expected, but outside of hearing things and the occasional weird dream, the virus hadn't had any other noticeable effect on her. It was bound to go away sooner or later, Applejack was confident of that, but until it did she had learned to live with its unpleasantness.

"Applejack, I implore you to reconsider." As usual, Applejack wasn't swayed. The earth pony groaned in annoyance as she made her way up to her bedroom.

"You know, you just don't know how to take no fer an answer, do ya? I'm not lettin' some kinda virus have its way with me no matter what kinda freaky powers I get in return, ya got that? That mighta worked fer Rainbow Dash, but I saw what it did to her! She ain't the same anymore! She's been actin' all big fer her britches ever since she got better from that nasty accident! Now I dun wanna hear no more fever voices fer today, ya got that?!"

Noctis said nothing. Clearly the time for talk was over. It did not bother Applejack per her demand until she fell asleep. The past few weeks had hammered in a very troubling point for Noctis. Applejack was practically an immovable object. She had her fears, oh yes. It was certain of that. However, for the first time, it had a pony on its hands who was unwilling to take the easy way out. Though it had grown far stronger than it had been in the Everfree by now, it still could not take control of a pony's body by force, at least not yet. If Applejack was unwilling to surrender herself to improve her life or the life of her friends and family, then it would have to change strategies.

In the still of the night, as the Apple family slept, a wispy black shadow seeped through the nose and mouth of the snoring Applejack, becoming thick and solid as it met with open air, splattering onto her bed and dripping onto the floor beneath it. It was becoming less strenuous to exit a host's body at will now thanks to the misery it had created and subsequently absorbed in its prior hosts. Even so, there was no time to waste. It could not be separated from Applejack forever, and if she woke up and saw it in its current form even she would no longer believe that she was afflicted with a mere virus that was creating delusions in her mind. Noctis was not too concerned. Only a few minutes should be necessary for what it planned.

It slithered into the bedroom of the youngest Apple, who was still sleeping peacefully after a long day of crusading. The blackness spread out upon her floor, bubbling and stretching beside her bed. Long, bony arms of solid shadows thrust out from the pool that was a mere stain on the floor and yet infinitely deep. Grabbing onto Apple Bloom's bedpost with gnarled fingers, they pulled up a tall, slender body that rose up nearly to Applebloom's ceiling. It had no legs, looking more like an elongated torso attached directly to the void that spawned it, but it was only a temporary shape and Noctis did not need to move around much while using it, so it would do. Two shining white eyes stuck on the front of a long, oval shaped head watched the filly sleep. Its jaw stretched out until it ripped open,

creating a jagged grin. The slender body leaned over Apple Bloom's bed, its long fingers gingerly positioning themselves along either side of her head.

Noctis realized something just then. Mere weeks ago, it could barely even muster the strength to attach itself to Fluttershy, who was perhaps the weakest pony it had ever met. Now, it had grown to the point where if it cared to, it could ensure right now that the sleeping filly would never awaken. It would have chuckled, but that risked awakening Apple Bloom.

Ultimately the realization of its increasing power was nothing more than a source of momentary amusement.. It needed her alive, at least for the time being. Its fingers gently wriggled and curled beside Apple Bloom's head, careful not to touch a single hair on her mane. The spell it had in mind did not require direct contact. It could not resist gloating just a little bit, though, and once the magic had been conjured and released into the vulnerable filly, Noctis tenderly stroked her head with its spiderlike digits. The unconscious Apple Bloom moaned quietly and leaned into Noctis' hand, unaware of the true malevolence behind the seemingly loving gesture.

"Sleep well, child."

Apple Bloom gasped and sat up in her bed. She was alone. That wasn't unusual. What was unusual was that she'd had a dream. Dreams in themselves weren't unusual to have, but this one was different. While most dreams faded after waking up, she could still remember every detail of this one. Not only that, but it had been so vivid that it felt real. She didn't know why, but this dream was a sign. It meant something. She had to act on it immediately. Applejack would have never allowed her to go out in the middle of the night, but Applejack made all kinds of dumb rules. She needed to learn that Apple Bloom wasn't a baby. The solution? Sneak out. Smiling, Apple Bloom carefully began to tiptoe out of her room and into the hall, passing first by Big Macintosh's room, then Applejack's room. She

feared waking them both, but even she could not resist whispering the rallying cry of the crusaders as quietly as she could.

“Cutie Mark Crusaders emergency meeting...”

She stopped herself from walking any further at the top of the steps when she realized that she’d left out the most important part.

“Yaaay....”

“So we couldn’t wait until morning to do this....why?” questioned a tired Sweetie Belle as she and Scootaloo were led into the Cutie Mark Crusaders clubhouse located on the outskirts of the Apple farm. Even though they were too far out to be heard, Apple Bloom shushed her friends with a hoof until they were all inside. In the back of her mind, she was still afraid that Applejack could march out and catch them any minute. Scootaloo yawned as she walked in behind Sweetie Belle, looking no less irritated.

“Yeah, Apple Bloom. Whatever this is about, let’s just make it quick so we can go back home before our families realize we’re not in bed? I already got in trouble for going to the Everfree on that camping trip. And don’t suggest going back there either, because I’m done with that creepy place!” Apple Bloom threw back her head and groaned dramatically, quickly slapping a hoof over her mouth when she realized she’d slipped into using her outside voice.

“Will y’all just listen fer a minute, please?!” said an exasperated Apple Bloom. “I had this dream an’ it was—”

“A DREAM?” interrupted Scootaloo. “You dragged us all the way here in the middle of the night because you had a DREAM?” Apple Bloom stomped her little hooves on the floor before she began to jump up and down, growing frustrated at her friends’ resistance.

“Just listen, okay?! I been thinkin’ lately. We all been crusadin’ fer our cutie marks, right? We don’t got any yet, but what happens when we do? If we all got our cutie marks, we ain’t got no reason to crusade no more!” Sweetie Belle frowned, a sad look coming over her face as she acknowledged Apple Bloom’s point.

“But I really like crusading with you guys!” protested the unicorn. “I don’t wanna have to stop just because we all got our cutie marks!” Scootaloo firmly nodded in agreement.

“Mmhmm! So what does this have to do with you having a dream, Apple Bloom?”

“Well” began Apple Bloom. Realizing that it would be a doozy to explain, she took a deep breath, letting it all out as fast as she could. “I had a dream except it was a really real dream and I know lots of ponies say their dreams are really real but this one was REALLY really real and I think it meant somethin’ and we’re ‘sposed to listen to it ‘cause it said that there’s a way we can get our cutie marks but not have to stop crusadin’ because the dream showed me where Captain Blackhoof hid his treasure and if we get it we can get treasure huntin’ cutie marks and then we won’t have to stop crusadin’ but we’ll be crusadin’ fer treasure instead’a cutie marks!” She panted, out of breath. Scootaloo and Sweetie Belle exchanged skeptical glances.

“Uh, Apple Bloom?” said Scootaloo in a doubtful tone, “just because you had a dream that there was treasure somewhere doesn’t mean it’s really gonna be there. Besides, Captain Blackhoof’s treasure is just a story we read in school. It doesn’t really exist!” Sweetie Belle nodded. Apple Bloom became so wound up that she began to pace around in circles. Of course her friends didn’t believe it. They weren’t there. They didn’t see her dream. It had pointed her to her goal clear as day. This was no mere trick of the brain. Something WANTED her to find that treasure. Something whispered to her as she slept, she heard it!

“Everything you want is within your reach. Let me show you the way.”

She was not willing to dismiss it as just a regular dream.

“Cap’n Blackhoof was real, weren’t he?!” said Apple Bloom, forgetting the importance of keeping this meeting quiet and discreet. Her friends shared another glance then shrugged to one another.

“Well yeah, he was real” admitted Sweetie Belle, “but that doesn’t mean he ever had any hidden treasure. That part’s made up!”

“Is it?” interrogated Apple Bloom. “Or did everypony just want us to believe it weren’t real so that they could swoop in and find it themselves?”

“Who’s ‘they’?” said Scootaloo flatly.

“I dunno! But I really feel like this is important! I gotta do this or I’ll be wonderin’ ferever! Maybe it is just a dream but it was real specific and I gotta know fer sure! I wanted to find out with mah best friends...” Apple Bloom’s eyes widened big as saucers as she leaned in to her friends, quivering her lip. Sweetie Belle had to avert her gaze, while Scootaloo stuck out her tongue in disgust. Even they weren’t immune to “The Look”.

“Ugh! Okay, okay, we’ll do it just this once! Just stop looking at us like that!” said an exhausted Scootaloo. Apple Bloom hopped up and down, a joyful smile on her face. As happy as she was, Scootaloo and Sweetie Belle had a hard time sharing in it. “But I still don’t see why we had to come out and do this in the middle of the night.”

“It’s ‘cause Applejack can’t know ‘bout this one” whispered Apple Bloom, finally remembering that her sister was liable to show up at any time. “Mah dream pointed me to a place Applejack said I’m not allowed to

go. I'm tired of her treatin' me like a baby all the dang time! If this works, maybe she'll finally see that I can take care of mahself!"

"It's not the Everfree again, is it?" said a nervous Sweetie Belle. "I don't care if that place has fifty cutie marks, I'm not going back inside, especially at night!"

"Nah, that's the best part! We ain't gotta go within a country mile of that spooky ol' forest fer this one!" assured Apple Bloom. She leaned in close, shifting her eyes back and forth. Her friends, finding themselves genuinely curious, leaned in too.

"So?" whispered Scootaloo. "Where is it?"

Noctis had been silent after returning to its sleeping host, letting Applejack sleep in peace for about an hour after hearing Apple Bloom sneaking by her siblings' rooms. She needed a headstart, after all. If Applejack or Big Macintosh caught her too soon then this entire plot would be a waste of time. Once it was finally satisfied that she would reach the destination it needed her to reach, it spoke up.

"Applejack. APPLEJACK! WAKE UP!" The earth pony snorted and rose up in her bed, disoriented with eyes half-lidded.

"Wha...? Dangit, am I havin' fever dreams again? I thought I dun told you to keep yer yap shut."

"I know you don't want me to talk, but I thought you should know that I could detect your younger sister making her way past your room a while ago. Based on what she was saying to herself, I believe she has snuck out of the house." Instantly Applejack sat up with perked ears and wide, alert eyes.

"What?! Why didn't ya say somethin' sooner?!"

"Oh, I tried, but you're quite a heavy sleeper" it lied.

"Well where is she?!"

Big Macintosh quickly rose up in his bed when his door flew open. Applejack was standing in the hall, a look on her face that was so terrified that even the stone faced elder brother felt something icy grip his heart. Whatever she had come in here and disturbed him for, it wasn't good.

"AJ? What's the matter?" Applejack galloped into the room, pulling Big Macintosh's bedsheets away with her teeth. Seeing this as a sign that he needed to move, and quickly, Big Macintosh rolled out of bed, his big hooves clomping against the floor as he stood up. "Talk to me, AJ."

"It's Apple Bloom!" cried out Applejack with fear that her family had never seen her express before. "She snuck out to do some kind of fool crusade at Froggy Bottom Bog! THE HYDRA LIVES THERE!"

"Please...please don't let it be too late!" begged Applejack as she and Big Macintosh galloped as fast as their hooves would carry them out toward the bog. She wished that Rainbow Dash wasn't clear on the other side of Ponyville right now, probably working on her silly stunt show. Applejack would have given anything to have her speed aiding them.

She cursed herself the entire way for not being more up front with her sister about the dangers of the bog. After her last encounter with the hydra, she had made sure to expressly forbid Apple Bloom from ever setting a single hoof inside its boundaries. She had never bothered to go into detail other than the vague explanation that it wasn't safe. She didn't want to traumatize Apple Bloom with stories of a huge, pony eating monster. She didn't want to tempt her to go LOOKING for the huge, pony eating monster to prove her bravery either. All she had ever told her was that her big sister forbade her from going and that she needed to listen

because big sister knew best. She always thought that would have been enough.

It hadn't been enough.

Applejack's eyes tightened, tears of fright rolling down her face as the ground began to turn wet and muddy beneath their hooves. Off in the distance she heard a roar, then another, then two more.

The hydra had been disturbed.

"No...! No, no, please, no!" she pleaded. She didn't even know who she was pleading to. Big Macintosh had been quiet throughout his run, but the hard and determined stare on his face as he ran beside Applejack showed that he was probably just as afraid on the inside as she was.

"Oh dear, the hydra is already awake. Do you think you and your brother are too late?"

"Quiet! Don't you dare say a word!"

"She's probably long gone, chewed up in the hydra's belly. You need to turn around before you share her fate."

"BE QUIET!"

"Don't you realize that this is your fault? You always treated her like a child and now she's rebelled against you, Applejack. You wouldn't listen to her and now it's driven her to her doom! Apple Bloom has been devoured by a hydra because of YOU!"

"SHUT UP! SHUT UUUP!!!" screamed Applejack, not caring that Big Macintosh was right there to see her. The large red pony noted that Applejack's strange behavior had taken a disturbing extreme. This was not the time for her to be having an episode.

“AJ, focus!” he said in a rare instance of raising his voice. Apple Bloom’s life depended on it. Applejack grit her teeth, forcing herself to ignore the cruel laughter echoing in her head. Whatever this thing was, she didn’t believe it was just a feverish delusion anymore. It was too mean, too heartless to be nothing more than a bug going around. Most of all, she knew that no matter how sick she might be, her own mind would never, EVER laugh at the thought of Apple Bloom being hurt or worse. Whatever the voice truly was would have to wait. Now, her only concern was her sister.

The mist in the bog began to stink. It was a scent Applejack could not ever forget. The stronger it got, the harder it became to breathe. As a large black silhouette began to form ahead of her, she ran behind a large rock. Big Macintosh situated himself behind a tree, watching the gigantic shape.

One of the hydra’s heads poked through the mist, sniffing at something small that was turned over in a shallow puddle of muck. It was a small red wagon attached to a little blue scooter. Applejack instantly recognized it as Scootaloo’s. The realization that Apple Bloom brought her friends out here with her hit Applejack hard, her hooves pushing up against her own mouth to stifle a fearful whimper. Big Macintosh saw it too from behind the tree, but remained still as the hydra licked the wagon. There was no sign of the three little ponies, but Big Macintosh was still holding out hope that it meant they were hiding somewhere.

Forcing herself to fight against her fear, Applejack picked up a small rock and balanced it carefully on her hoof. The hydra’s head raised up and began to look around as if searching for something. Both ponies took this as a good sign. After all, if it was looking for something that meant it had yet to be found. Applejack waited until the hydra wasn’t paying attention before she hurled the rock as far as she could off into the distance, hoping as hard as she could that she wasn’t accidentally drawing it closer to the kids by luring it away from herself. The rock made a deep splash in the

bog's slimy waters. Three out of the hydra's four heads turned instantly toward the sound. The fourth head seemed more interested in the rock Applejack was hidden behind, but before it could peer behind it the creature's lumbering body began to walk in the other direction, yanking the head away. It hissed once, then submitted to the majority will and focused on the splash.

Applejack and Big Macintosh darted behind another, larger tree. Concealing their steps was difficult thanks to the moist ground, but they managed to avoid making enough noise to draw the hydra back.

"I can't believe it..." whispered Applejack to her brother. "I can't believe this is happenin'...I shoulda just told Apple Bloom the truth about this place instead'a treatin' her like she couldn't handle it...! That's why she came here...!"

"Hold it together, AJ" whispered Big Macintosh back to her. "They gotta be 'round here somewhere. I don't hear nothin', so they must be hidin'. Start lookin' around anywhere this place could fit a filly. Whoever finds 'em first needs to get 'em outta here before anythin' else." Applejack toughened up her face and nodded. As scared as she was for them all, she couldn't fall apart now.

"Got it" she said quietly, sneaking off in one direction while Big Macintosh went in the other. The hydra turned one of its heads around, having been alerted by what sounded like hoofbeats. Nothing was immediately noticeable. The other heads hissed at it, tired of having their time wasted. They had a meal to catch. Applejack dove behind a nearby log, flattening her body behind it and peeking over the top to note the hydra's position. It was moving its search away from Applejack. However, it was moving toward Big Macintosh's position. It did not seem to know that he was there, but Applejack gulped nonetheless. "Come on, big brother...don't you dare go getting gobbled up on me...I ain't gonna allow it."

“...Applejack!”

That was Apple Bloom’s voice. It was coming from the log. Applejack’s eyes went alert as she quietly crawled to the side of the log, which was apparently hollow. Huddled inside of it were three shaking, terrified fillies. It was dark inside the log, but Applejack could tell from their red, puffy eyes that they had been crying from fear.

“Oh, still alive, are they? How unexpected.”

Applejack forced herself not to acknowledge the voice of that monster. As angry as it made her, her sister and her little friends needed her right now.

“I’m sorry, Applejack...!” whispered Apple Bloom as emphatically as she could without raising her voice. “I shoulda just listened to you when you told me not to come here...! I’m sorry...! I’ll never do it again! I’ll always listen to you from now on, I promise!” Applejack sighed. Right now she was too relieved that they were all okay to even be upset with her.

“It’s okay, sugarcube...All that matters right now is that yer all safe. Come on, all three of y’all. It’s distracted right now. We gotta get you outta here as quietly as we can. Got it?” All three fillies nodded, none of them wishing to argue with the adults anymore. Applejack looked up. The hydra could not be seen through the fog. Peering back into the log, she silently jerked her head to coax them out. “Come on now. Walk exactly where I do an’ watch yer step, kids. Do whatever I tell you to do no matter what, ya got that?” The fillies nodded again as their trembling legs carried them out of the log. First came Scootaloo, then Sweetie Belle, then Apple Bloom. She looked the most upset of all. Applejack could only imagine the guilt she felt.

“Apple Bloom...” she whispered. The filly flinched, laying her ears back. Applejack simply leaned in and gave her little sister a kiss on the head. She couldn’t waste time, but right then she had to put a leg around

Apple Bloom and hug her just for a little bit. "I'm so glad yer alright..." Apple Bloom sniffled and nodded. She wanted to say something, but she was too afraid of bringing the hydra back over. They had never even gotten to where the treasure was allegedly hidden. She didn't even care if it was actually there now. Her friends had tried to talk her out of it, but she dragged them down here. She almost got them killed for a cutie mark. If that was what getting her cutie mark would take, she didn't even want it anymore.

Applejack led the crusaders along the driest path she could find. They shook and whimpered under their breath the whole way, but they did just as she told them to do. She was proud of them. The hydra could still be heard growling in the distance. It may not have been looking for them in the right place, but it was still close enough to find them if they weren't careful.

Sweetie Belle had tried her very hardest to be as careful as she could. She imitated Applejack's every step as closely as she could manage. She did her best not to make even a peep. She really did try, but her trembling legs eventually failed her. She slipped on a wet patch, falling into a puddle with a little splash.

The hydra roared off in the distance. Huge footsteps began to thunder toward them at an excited pace.

Applejack leapt into action, galloping over to Sweetie Belle to gently help her up with a nudge of her nose. The hydra knew they were there. It was coming for them.

"Go! Run for it, girls! Don't look back for any reason! GO!" The Cutie Mark Crusaders let out high-pitched screams at the top of their lungs as they ran as fast as their little legs could carry them. They were too overtaken by fear to even notice that Applejack was not running with them. Applejack snorted, scraping her hoof into the ground. She didn't know what she could possibly do to slow down a hydra, but she was going to try.

The hydra's silhouette appeared in the mist. Four heads broke through the foggy barrier, all roaring in unison as the gigantic scaled body lumbered closer and closer to Applejack. She gulped. She was a tough pony, but even she knew she couldn't beat a hydra. This might have been it for her. She snorted again, challenging the beast. It licked its many lips, more than happy to oblige.

As it opened its mouth, preparing to dine on orange earth pony, a loud, hollow thud from down below distracted it. Turning its necks, it looked down to see a large red earth pony with a green apple cutie mark kicking it in the ankle. As large as the pony was, the kick was still nothing more than a minor nuisance.

Applejack gasped when she saw her brother emerge from the fog and throw himself in danger's way. It was a recklessness she'd never seen in him before. Of course, the stakes had never been so high before.

"Big Macintosh!"

"Get goin'!" he immediately shouted as the hydra began to turn around. It may have seen Applejack first, but the red pony would make a more filling meal. "The kids aren't safe yet! Get 'em outta this place! I'll distract it!" Applejack narrowed her eyes.

"Have you gone plumb crazy, Big Macintosh!? I'm not—"

She stopped herself, taking a step back. She was doing it again. She was treating her family, her older brother even, like he didn't know what he was saying. Applejack had always forced herself to be the strong one in the family, but this time, her brother was stepping up to be the strong one and protect her.

The hydra snapped one of its heads at Big Macintosh, having forgotten all about Applejack by now. The large pony jumped back, turning

around and giving a hard kick to the hydra's face which actually seemed to hurt it.

“GO!”

Applejack began to turn away.

“Don't you dare let me come back to find you any worse than I left ya! Ya hear me, big brother?! If you bite the dust I won't forgive you!” She took off running. Applejack had never allowed herself to run off and let some other pony do the fighting in her place. It was hard to do so now, but Big Macintosh was right. The fillies still needed her to guide them out. On her longer legs, it did not take long for her to catch up with the crying, panting crusaders, who seemed relieved when Applejack rejoined them.

“Come on, kids! Keep it movin'! I won't....” She stopped, gritting her teeth with resolve. “WE won't let anythin' bad happen to ya!”

Big Macintosh was one of the biggest, strongest earth ponies in Ponyville, but even he could not take down a hydra. He wasn't sure how long the beast had been focused on him, but he was confident by now that the kids and his sister had been given enough time to escape. He knew that he wouldn't be able to follow them. He couldn't risk luring the hydra right back into Ponyville. For now, all he could do was fight.

Two of the beast's heads lunged at Big Macintosh. He jumped sideways to avoid the first one. The second one came from above. He ran back to the first head, jumping on its nose and wrapping his front legs around its face. Irritated, the hydra's head lifted up and shook violently. The other three heads watched, roaring in fury but unwilling to risk biting their own cohort to get at the pony clinging to it. The hydra reared back, then lunged forward, snapping its neck out and whipping Big Macintosh off. He soared through the air, smashing into a tree branch far away and then dropping sideways onto a boulder. He felt something twist in his right front

leg as he landed. His body rolled off of the rock and made a splash in a shallow puddle of bog water.

“Big Macintosh!”

The stunned pony opened his eyes, seeing a blurry Applejack standing over him with horror in her eyes.

“AJ...ya came back...”

“Course I came back, ya stupid fool! Ya think I was just gonna leave mah brother to face this thing alone?!” she said angrily, if only to hide her fear.

“The kids...”

“They’re safe. I got em out and told em to go get help! Reckon we’ll be gettin’ a cavalry of pegasi any minute now! Just you watch! Now quit laziness about an’ get up! That thing threw you pretty far but it’s gonna be here soon!”

Applejack could already hear its roars becoming closer. Big Macintosh nodded to his sister and slowly began to raise up. Sharp pain shot up through his leg. Despite his best effort to limp along, he only managed two steps before he fell over once more. He snorted through his nose, eyes half closed.

“M’sorry, AJ...I can’t run. You gotta get outta here. Apple Bloom needs ya.” Applejack glared at her brother, pushing him forcefully in the side with her head.

“YOU need me ya danged dummy! I don’t wanna hear no excuses about how you can’t run! You been tore up worse than this before and that never stopped you! Now GET UP!” Big Macintosh tried for the sake of his sister, pushing his hooves against the ground. He brought himself to a

shaky stand, his legs weak and wobbly. Applejack immediately put her brother's busted leg around her shoulder, helping him hop along. The hydra was getting closer. Applejack could feel the ground tremor as it walked.

"Ain't fast enough, AJ...You gotta go. I'm just slowin' ya down..." Applejack bit down on her lip as she began to weep. She refused to accept what her brother was suggesting.

"SHUT UP, Big Macintosh! Stop actin' like yer some kinda hero and just move! You think yer gonna make some kinda big, noble sacrifice?! Not on mah watch! I'm not goin' home to tell Apple Bloom that her big brother's not comin' back! So stop tryin' to make things harder for me an' MOVE!"

The hydra was close enough to be smelled now. Big Macintosh tried to persist, but lost his balance and fell over. Applejack could not support all of his weight on her own, falling with him into the muck. She crawled out from under his leg, shaking the water off of herself and pushing against Big Macintosh, trying to get him on his feet once more.

"Stop foolin' around, Big Macintosh! This is serious!"

"Applejack...tell Apple Bloom and Granny Smith I love em, mkay?" he said weakly. Applejack openly sobbed in despair as she butted her head against Big Macintosh again and again, trying to force him to stand. No matter how stubborn she was, though, he remained on the ground. The hydra was almost upon them now. Not knowing what else to do anymore, Applejack stood in front of her injured brother, digging her hooves in and glaring through her tears at the approaching beast.

"YOU CAN'T HAVE HIM, YA HEAR ME?! AIN'T NO SMELLY BOG MONSTER GONNA EAT ONE OF THE APPLE FAMILY! NOT WHILE I'M HERE!"

Big Macintosh breathed heavily, weak from fatigue and weary from his wounds. The hydra licked its lips as the ponies came into its line of sight.

“YOU BETTER BACK UP NOW OR YER GONNA SEE WHAT HAPPENS WHEN I GET MAD! AND YOU DON’T WANT NONE OF THAT!” Applejack’s voice began to break as she shouted through her tears. She knew she was all talk. She couldn’t stop that hydra, but she just couldn’t run. She couldn’t leave Big Macintosh all alone. “You...! You can’t...! Please....Don’t take mah brother from me...Please...” Applejack lowered her head, her entire body trembling.

“Please...”

She fell onto her knees, shaking as the hydra crashed through the last of the trees separating it from its next meal.

“He doesn’t have to die, Applejack.”

Applejack raised her head. Noctis had been silent for a while now, and her fear for her family had briefly made her forget that it was even there at all. *“The strong one was always meant to be you. You’re the only one who can protect your family. I can give you what you need. I can give you the power. I can help you save his life!”* Applejack knew that any deal she made now would be with something evil.

“Wh...what are you? Really...?”

The hydra opened the jaws on one of its heads, hissing as it bent its neck back, preparing to strike. This time, THIS time, it would not be getting kicked or grabbed by the face. The other three heads examined the injured Big Macintosh, then grinned with delight, nodding to the first head.

“Does that matter anymore, Applejack?” It didn’t. Applejack lowered her head. She whispered in a mix of shame and terror.

“Please...help him...”

“What was that? I can’t hear you.” Applejack raised her head, shouting to the sky as loud as she could.

“SAVE MAH BIG BROTHER!!!”

The cold chill of Noctis’ corruption immediately began to seize Applejack’s body from within. She spasmed and moaned in pain as she surrendered herself to the presence inside of her. It was okay. She didn’t care anymore what happened to her if it meant Big Macintosh would be saved. She was willing to sacrifice herself if she had to, if only...

The hydra screeched. Its open maw lunged for Applejack.

Chapter 5

Generosity

Applejack fully expected to lose her life. Whatever had taken up residence in her body could help her buck apples, but taking down a hydra all by oneself was a feat that she would only think Celestia herself to be capable of. She could not put her faith in the offer the voice made, but she had no other hope left. As the world around her darkened and she slipped into an abyss within her own body, she could only pray that the one she was surrendering to was good to its word.

Big Macintosh had closed his eyes, bracing himself for the end. He heard sounds from Applejack, shouting to something that wasn't there yet again. He still didn't know what it was, but he no longer cared. This was where they would both be pushing up daisies. He only regretted that he could not convince his sister to abandon him and flee to safety.

A few seconds later, Big Macintosh realized he was still alive. He opened his eyes, morbidly curious.

The hydra's jaws were stuck, held open by Applejack's forelegs as she stood on her back hooves. Big Macintosh's eyes widened at the sight. The hydra was struggling to chomp down on the pony practically in its mouth, but no matter how much force it exerted Applejack did not weaken. She didn't even look like she was breaking a sweat to hold off the monster. Roaring directly into her face, the hydra pulled back its head. The other three heads looked to it in confusion. She was just a pony. Why did that just happen? It must have been a fluke. Two heads screeched in annoyance. Perhaps she could hold off one head somehow, but two would

do her in. Both heads dove for Applejack. The red pony wasn't going anywhere. Right now the orange one was clearly the bigger threat.

Applejack's eyes narrowed coldly as the hydra came in from both sides, aiming to tear her in two. She turned sideways and jumped straight up, kicking out both her front and back hooves. The hydra's faces crunched inwards from the impact, the force of that one little pony so great that the heads spun backwards and wildly out of control, knocking into one another before their necks became tangled up in a spiral. The other two heads suddenly looked less confident. They roared, and yet the hydra took one step backwards, no longer sure what to make of this seemingly harmless orange pony.

A sadistic smile came over Applejack's face as she leered at the hydra. Big Macintosh's mouth was agape in shock.

"AJ...how did ya...?" he could not even finish his sentence. He feared that saying it out loud might make it go away. Applejack did not answer him. She did not even look back at him as she began to advance on the hydra. Realizing that it was being challenged, the hydra pulled its tangled heads until they untangled from one another. The orange pony was slowly walking forward, seeming to be in no hurry at all. It was an insult. The hydra's heads all roared as loudly as they could as they converged on Applejack.

She huffed, unimpressed at the collection of fangs coming in to devour her. Hooves dug into the ground, then kicked off of it in a leap so powerful that it shook the land, the bog water around her splashing up in a wide ring that rained dirty droplets down onto Big Macintosh. Big Macintosh didn't take his eye off of her for a moment, but she was moving so quickly now that it was hard to keep up. The hydra heads never even got a chance to snap at her. She had turned herself backward in her leap, smashing her small black hooves into the monster's gigantic belly. A pony kick was never anything more than a feather tickle to a hydra, yet its body sank inward as the creature reeled backward, having lost its balance. It

spat and roared threateningly as it fell onto its back with a tremendous crash. All four heads smacked against the ground, becoming dazed and throbbing in pain. The first head to regain its composure looked over its stomach.

Applejack was still coming, still slowly walking toward the hydra with a violent look in her eyes.

For the first time ever, the hydra feared a pony.

It scrambled to its feet, splashing and stomping the wet ground. It began to back away, but as a predatory creature it was designed to quickly move forward, not backward. The hydra fumbled over its own steps, nearly slipping on a boulder it hadn't even noticed because all four heads could only focus on Applejack as she drew nearer and nearer.

"What's the matter?" said Applejack in a mocking tone which curiously lacked the accent she'd been screaming in before, "food too tough?" The hydra's heads began to lower submissively, trying to acknowledge the pony before it as the dominant creature in hopes that it would placate her. She ignored the creature's sudden terror, stepping up onto a boulder and leaning up to look the beast in all eight of its eyes.

"Well? Weren't you going to eat me? Come on, then. I'm standing right here. Do it." The hydra made no move to do such a thing. It only continued to lumber clumsily backward. The pony began to laugh, slapping her hoof against the surface of the stone. "Hahahaha! **AHAHAHAHAHA!** What a sad display! Are you so frozen in dread before my might that you do not dare lash out against me even when I invite it!?" She walked right up to the hydra's belly, rubbing a hoof against it almost affectionately. The beast was paralyzed by primal terror as the pony closed the distance. "What a pathetic excuse for a monster you are. To think that you actually frightened these ponies. This bog deserves better than you!"

The hydra was too dumb to process what that meant before the pony turned around again and kicked upward into its belly. All four mouths opened wide as the air rushed out of the hydra from the blow. It took a moment before it realized that its feet were no longer in the bog's stagnant pools. By the time any of its heads figured out what was happening, it was too late. The gigantic bog monster launched from the end of Applejack's hooves, breaking through the top of the trees and soaring into the sky. It lingered helplessly in the air, flailing its legs around for a few pitiful seconds before it began to plummet back down, snapping through thick branches in its descent until it crashed with a magnificent crunch onto the ground. It was no longer moving when the dust settled.

"Well, that was fun" admitted Noctis out loud to itself, quite pleased with the level it had attained thus far thanks to all of its hosts. It couldn't tell if the hydra was unconscious or dead. Either way it wouldn't be bothering ponies anymore after tonight. Applejack was in shock.

"Y...you just knocked that big ol' hydra into next year!" she said in awe. Noctis chuckled.

"That's right. I did."

"What the heck are ya!? Even if ya did save mah kin, what you did ain't natural! Ponies don't just kick the crud outta hydras! Somethin's up with you! You ain't Mad Pony Disease, that's fer sure!"

"Your brother needs to get that leg looked at" interrupted Noctis. It felt frustration from Applejack. She was deeply suspicious, it could tell. However, just as expected, her concern for her family came first. Besides, she no longer had her body; she was in no position to do anything about anything Noctis did from here on out. Noctis tapped Applejack's hoof against her chin. Posing as Applejack would be more difficult than the other ponies thanks to her unique diction. It would have to emulate not only her accent, but also her silly hayseed idioms. It would not get any time to practice, because by now Big Macintosh had managed to limp his way

over. He was wet all over, a clear sign that he had fallen down several times to make the trip. His eyes were narrowed in an unrelenting stare at Applejack, lips taut.

“AJ” he said solemnly, “what just happened there?” Noctis turned away from Big Macintosh, but it could still feel his gaze. It grimaced. Things were becoming too dangerous. If a hillbilly like Big Macintosh was starting to put pieces together than Celestia would not be far behind.

“Adrenaline, big brother” said Noctis, imitating Applejack’s accent. Her voice was tricky, and it required Noctis to speak slightly more slowly than was typical for Applejack to get all of her nuances down, even with her memories to aid it.

“Adrenaline” repeated Big Macintosh in disbelief.

“Ain’t ya never heard of ponies liftin’ up somethin’ super heavy when their foal gets trapped underneath? It’s just like that, only instead of a foal, yer mah brother.”

“Is that right” said Big Macintosh flatly.

“Come on now, big brother” said Noctis, changing the subject as it pushed Applejack underneath Big Macintosh’s injured leg, hefting it up over her shoulder again. “We need to get you to the clinic, boy howdy.”

Big Macintosh was silent for the rest of the trip.

It had taken four pegasi to carry Big Macintosh to the clinic in a timely manner. Doing just as her big sister had asked, Apple Bloom had found the first grown ponies she could and told them that Applejack and Big Macintosh needed help in the bog. By the time they had arrived, however, they were stunned to realize that the hydra had been vanquished. During the journey to the hospital their curiosity had compelled them to ask just

how a mere two ponies could take down the fearsome hydra of Froggy Bottom Bog. Neither pony had felt much like talking, though.

The nurse wasted no time once they got there. She recognized Applejack, but made no mention of the incident with Rainbow Dash. The roof had been fixed by now anyway, and she had a patient to care for. Noctis did not care if Big Macintosh lived or died, of course, but sitting in the waiting room gave it some time to think while Big Macintosh was being patched up.

Its original plan would no longer work. It needed to make adjustments. Applejack was too astute and had wasted too much of Noctis' time with her thick-headed stubbornness. She knew too much. Unfortunately, it could not simply dispatch her entirely. If Applejack died, her element would simply find another to wield it, and its new chosen pony would be pure of the corruption that Noctis worked so hard to instill in Applejack's heart. Even one unspoiled element was a threat.

"I want mah body back."

"I'm sure you do" answered Noctis, "but I still need it for a little longer. You owe me after I saved your family, or does your family not repay its debts?" Applejack groaned in disgust.

"You better not go doin' anythin' untoward while yer in mah body! Wait just a minute...Yer the reason Fluttershy, Pinkie Pie, an' Rainbow Dash been actin' all weird, aren't ya?! Weren't them at all doin' all this stuff! It was YOU!" Noctis sighed. For at least one pony, the illusion was gone.

"I may have given them a push, Applejack, but ultimately their choices were their own. I only told them things they already knew about themselves deep down. I didn't force Pinkie Pie to go back to her farm. I didn't demand that Rainbow Dash use my power to heal herself. Perhaps you simply don't know your friends as well as you always liked to believe

you did. Perhaps YOU don't know YOURSELF as well as you think you do...I saw all of your memories, Applejack. I saw everything you ever said to your family. You don't really respect them at all, do you? You always know best. Your sister, your brother, even your cousin. They have all tried to show you the error of your stubbornness in one way or another, but you never listened until circumstances made your own hubris crash down around you." Inside, Applejack was fuming.

"Don't you be talkin' about mah family! I love 'em more than anythin'!"

"More than anything but your own voice, apparently" retorted Noctis in a snide tone. Applejack was ready to argue, but the clinic doors opened up before she could say anything else. Granny Smith hobbled inside on her walker. It had taken her quite some time to make the trip, and even now she moved across the room agonizingly slowly, stopping halfway across to give a worried look to her granddaughter.

"He's fine" said Noctis for the sake of making her go away, jerking Applejack's head in the direction of the room where he was being treated. As Granny Smith began to hobble away to see her grandson, Applejack noticed that a sheepish Apple Bloom was standing in the doorway. She was staring at the floor of the clinic, unable to look her big sister in the eye.

"Go give mah sister a hug! She needs it!" Noctis was not interested in hugging any fillies. It kept Applejack planted firmly in her seat.

"I'm sorry..." whimpered Apple Bloom. Noctis was unmoved, staring at the shamed foal with disinterest.

"Quit sittin' around and do what I say and go give 'er a hug!"

Noctis knew now what it had to do. It rose from its seat at the clinic and began to walk toward the little pony at the entrance. As it got closer

Apple Bloom, unaware of just who she was really talking to right now, laid back her ears and trembled.

"I'm sorry, Applejack! I'm sorry I'm sorry I'm sorry! I shoulda listened to you! I shoulda stayed out of the bog an' not asked questions! I shoulda just done everythin' you said! I'm sorry I'm so stupid! I'm sorry I'm just a big, dumb, stupid baby!"

"No..." said the true Applejack to herself as she heard her sister plea, *"I'm the dumb one..."* As she saw Apple Bloom standing there, sniffing and begging for forgiveness, she came to realize that her sister wasn't the only one to blame. As much as she hated to agree with the thing controlling her body, she had always treated Apple Bloom like a baby. So many times Apple Bloom had tried to talk to her about something important, but she had always disregarded it as the talk of a foal who didn't know any better. So many times Applejack had told her to do something or not do something and rarely had she provided any reason other than "because I said so." She had been pushing her own sister away from her, and tonight it almost cost her life.

Noctis could hear Applejack crying on the inside.

"I'm so sorry for everythin', Apple Bloom... Things'll be different between us from now on, I promise..."

Sadly, Apple Bloom was completely unaware of her big sister's outpour of emotion, seeing only the cold, loveless shell that Noctis turned her into. Apple Bloom winced, expecting to be spanked any minute. She only opened her eyes when she realized that Applejack walked right past her. She hadn't even acknowledged her presence. Whimpering, Apple Bloom ran outside the clinic after her, pumping her little legs to keep pace by her larger sibling.

"Please, Applejack! I'll never disobey you again! Honest and for real! I'll do anythin' you want from now on!" Noctis tried to simply ignore her as it

kept on walking, but Apple Bloom was a surprisingly hard filly to ignore. She bounced in front of Applejack, looking up into her eyes with a pleading gaze as she walked backward to maintain her position before the bigger pony. "Please say somethin'! I didn't mean to get Big Macintosh hurt! It was an accident! Applejack, please!" Apple Bloom raised up on her back hooves, placing her front hooves on Applejack's chest as she begged with all her heart.

"I won't even go crusadin' anymore! I don't care if I'm a blank flank fer the rest of mah life! Please just tell me ya still love me!"

"What the hay are you waitin' fer?!" demanded an emotional Applejack. *"If I can't give mah sister a hug then you dang well better do it for me! She feels terrible! Tell her that her big sister loves her no matter what or so help me..!"*

Noctis finally lost its patience. It did not care if what it was about to do would hurt its disguise further. It jerked Applejack's front leg out, kicking Apple Bloom away and knocking her down onto her side.

"What are you doin'?"

Apple Bloom whimpered in fright as Noctis stepped before her, glowering down with none of the affection that the filly was used to seeing from her big sister, even when she was mad.

"You're a disgrace to your family, Apple Bloom. Next time you run off, do us all a favor and don't ever come back."

"What?! No! Apple Bloom, don't listen!" Noctis could feel Applejack pounding against the walls of her dark prison. She was the first pony to try to resist, but it was not worried. As strong as she was for an earth pony, she would not be heard. Apple Bloom lay on the ground, her face frozen in despair. Noctis stepped over her. Good, finally she would leave it alone for a while.

It ignored Applejack's useless cries for Apple Bloom as they walked away, leaving the little filly bawling on the grass, utterly lost without the love of her own sister.

"You monster! How could you!? How could you say such a horrible thing to mah poor little sister! How could you say such a horrible thing with MAH VOICE!?"

Applejack had spent the entire journey back to Sweet Apple Acres cursing Noctis for what it said to Apple Bloom. Noctis had mostly tuned her out, not even bothering with a response as it gathered up a bucket, nails, and a hammer, bringing them all up to the roof of Applejack's barn with the use of one of her family's ladders.

"What do you think yer doin!? I don't care how bad the roof may need fixin', Apple Bloom needs fixin' more right now! You better march right back there and make this right!"

"You're no family to me, Applejack" said Noctis darkly, "you can't boss me around. You still haven't learned, have you? You can't always get your way and you can't force everyone to do what you say for no reason. I assumed you would have figured that out the hard way when I managed to so easily coax your sister into disobeying you and going out to meet the hydra." Noctis smirked as it reached the top of the ladder and set the bucket down on the barn roof. The instant Applejack heard its confession, she began to fight against her restraints with all of her might. It was a valiant effort, but she willingly gave herself over to Noctis' dark magic. She would never be able to free herself.

"You did WHAT?! This was all because of YOU! You were never helpin' me! You just used Apple Bloom to get to me, didn't you!? You almost got my sister killed! And her friends! And my brother!"

"I'm as surprised as you are that she actually survived" muttered Noctis with disinterest. "Still, I got to you in the end. Your Element of Harmony is no threat now."

"You durned fiend! Everythin' bad that's happened lately is because of you! You drove mah friends away! You almost got mah family eaten by a hydra! It's all yer fault! How many innocent ponies are ya gonna hurt, huh!? What's it all for!? WHO ARE YOU!?"

Noctis gave the bucket a light kick, scattering nails onto the roof shingles. Applejack was far beyond the point of caring about why it was doing any of this. All she cared about was finding out why anything would perform so many evil acts against ponies who would never deserve them in a million years. Noctis stood on the center of the roof, looking up into the night sky. It would be dawn soon, but Luna's night was so wonderful that Noctis never wanted it to end. It felt quite proud of her just then, and more determined than ever to reunite with her.

"I am the loneliness of a Princess unloved by her subjects" said Noctis coldly. "I am the envy of a moon that cannot step out of the shadow of the sun! Most of all, I am the rage of a sister who was betrayed by the only friend she had!"

Applejack finally realized the truth.

"Yer gonna do somethin' bad, aren't ya...? Really bad..."

"Oh yes, Applejack. I'm going to do something terrible."

"So why tell me, huh? You think I'm just gonna stay locked up in mah own body ferever? 'Cause if that's what you think then you got another think comin'!"

“Because, Applejack” said Noctis as it began to back up slowly, “by the time you regain consciousness you won’t even be able to remember this conversation. Even if you do, it will already be too late.”

Applejack was momentarily quiet as it all sank in.

“We’re not up here to work on the roof, are we?”

“No. We’re not.”

A deep pain stabbed into Applejack’s heart. There was nothing she could do anymore. All that she had left was to have faith in her friends.

“Twilight, Pinkie, Rainbow Dash, Fluttershy, and even you, Rarity...I love you all. I hope you can forgive a foolish mare fer messin up yet again...”

Noctis took a running start, then leaped from the barn roof.

The sun was on the verge of rising when the large black shadow touched down on the roof of the Carousel Boutique. Thanks to Applejack’s impressive stamina, it had enough strength to fly the long distance between the farm and the dress shop. It could feel itself slowly diminish every second it was outside of a host body, though, and it could not afford to tarry.

The shape it had formed after leaving Applejack’s body in mid-air was considerably larger than the little imp it had used to tear up Pinkie Pie’s invitations. Twice the size of a normal pony, it had slightly thicker arms and legs with more pronounced claws and talons. A long tail hung in front of Rarity’s window, slowly lifting it open with a gentle push so it could lean down and peer inside. The creature had grown horns that curved back on top of its head, and its face now had more recognizable, gargoyle-like features. It knew that this shape would have been difficult to hide if any

ponies happened to be up and about earlier than normal, but the larger wings on its back were necessary to make the trip before the sun rose.

Rarity was asleep, lying in a canopy bed with a pink sleep mask over her eyes. As silly as it looked, Noctis was glad that, for once, it had the ability to take a host that was already asleep rather than having to jump on the closest one it could find while it was still awake. Its current shape could not fit through Rarity's window, so as it approached the opening Noctis began to devolve into its more malleable puddle form. Claws, wings, and tail dripped into a sticky pool one after the other as the dark creature squeezed its amorphous being into Rarity's room, rushing through the open portal and splattering messily on the floor. Oblivious, Rarity squeaked in her sleep and rolled onto her side. Even as a puddle, Noctis had grown significantly. Fluttershy knew it when it was barely large enough to fill a drinking glass. Now, its inky blackness spread across over half of Rarity's bedroom.

The unicorn slept in silence. Noctis felt itself become excited as thin, sticky vines of darkness rose up all around her bed. After all its preparation, finally it was ready for a unicorn host. Rarity's magical talent was mostly average for a unicorn, but that didn't matter. Combined with Noctis' own magic, Rarity's ability could be as great as that of her friend, Twilight Sparkle. It would still not be enough on its own to reclaim the Princess, but it would make the rest of the process much simpler. If Noctis currently had a mouth, it would have been salivating as the corrupting threads slowly began to descend upon her.

Twilight Sparkle woke up late that morning. She had stayed up a bit later than she intended to, but once she started to read *Manechiavelli* it was difficult to put down. It had been weeks since Rainbow Dash had put herself into near-seclusion to work on her secret project. Twilight's research on the strange behavior of her friends had borne no fruit, but it had not seemed to spread to any more ponies for a while, so she was

beginning to believe they were all nothing more than unfortunate coincidences.

No sooner then she brushed her mane and shown herself descending the stairs to the main floor of the library did Spike rush across the room, frantically preparing Twilight's breakfast. She let him work without interruption, simply smiling as she sat down by her wooden table. Spike was always so eager to please her, and he often did. She wasn't waiting long before the baby dragon slid a plate in front of her.

"Here you go, Twilight! I made you some whole wheat toast with butter and herb seasonings! And let's not forget the grass and potato hash brown casserole on the side? Because I totally made that too." Twilight giggled. Spike's enthusiasm was a constant source of amusement.

"Thank you, Spike. It looks delicious" complimented Twilight, who had just begun to munch on her toast when there was a knock at the library door. Briefly forgetting her table manners thanks to Spike's impressive skill as a chef, she cocked a brow as she talked with a full mouth. "Who cuh that beh? Spi? Cuh yew geh thah peas?" Spike understood her well enough, saluting the unicorn and rushing to the door as Twilight swallowed. "It's a bit early for the mail, but I did just order a new book. I hope it gets here soon" mused Twilight.

When Spike opened the door, it was not the mailpony for once, but a sullen Big Macintosh. Spike made a face. He had no dislike for Applejack's brother, of course, but to see him come to the library was highly unexpected.

"Uh...hey Big Mac" muttered Spike as he looked the large pony up and down, noticing a splint on his leg. "Whoa, what happened to you? You hurt yourself?" Obviously Big Macintosh had hurt himself, but he was too polite and soft-spoken to be sarcastic.

"Eyup."

Twilight Sparkle came to the door, though she was loath to step away from her wonderful meal without finishing it. Finding Big Macintosh standing in her doorway, she too made a face, squinting an eye and turning her head as if in disbelief that he was actually there.

“Uh...hi there, Big Macintosh. Is everything alright?” It was then that Twilight noticed the bandages around his leg. “Oh my goodness, are you alright? How did you get that?” she asked, pointing her hoof at his injury.

“Long story” he replied plainly. “May I come in? Reckon I need to talk to you.” Twilight Sparkle nodded gently.

“Of course, Big Macintosh. Any brother of my friend Applejack is a friend of mine, too. Spike? Could you please bring our guest a cushion to sit on so he can be more comfortable?” Spike began to leave, but Big Macintosh shook his head.

“No need. Reckon I’ll stand, thank you.” Twilight frowned slightly. She didn’t think it was good for Big Macintosh to be putting any weight on that leg of his, but she knew that he would have his way, so she nodded. Spike shrugged and stayed where he stood, rather curious himself about this visit. Big Macintosh slowly limped into the room, having to watch his steps so as not to aggravate his injury any worse. Twilight bit her lip. She hated to see him in pain like this, but he was just as proud as his sister, so she did not insist on the pillow.

“So...you needed to talk about something?” prodded Twilight. Big Macintosh nodded as Spike went to close the door.

“Eyup” answered Big Macintosh. “Apple Bloom ran off into the bog last night. Stirred up that hydra something fierce.” Twilight gasped and opened her mouth to speak, but Big Macintosh quickly interrupted. “She’s fine. Everypony’s fine, fer the most part. That’s what has me worried. Now don’t misunderstand me, I’m right thankful that mah family’s all safe

an' sound, but I saw what AJ did. She took down that hydra all by herself." Twilight Sparkle raised a brow.

"You mean she...outran it all by herself?"

"Nope."

"Took down as in...took down took down? She beat it? In a fight?"

"Eyup."

"Awesome!" said Spike as he pumped his fists. Neither Big Macintosh or Twilight Sparkle shared in his excitement, realizing that something was very unnatural about a pony defeating a hydra single-hoofedly. "Aw, I wish I could have been there to see it myself!" exclaimed Spike as he punched the air. "I bet she gave that nasty thing a HA! And then a HYA!" Spike kicked at the air, but lost his balance and fell on his stomach. The ponies ignored it.

"Are you sure you weren't seeing things, Big Macintosh?" questioned Twilight Sparkle. "Maybe you hit your head?"

"Seems like a lotta ponies are goin' round hittin' their heads lately. Had to take mah sister Applejack right back to the clinic almost as soon as I got out. When I got home I found 'er lyin' on the ground like she fell off the barn roof while workin' on it. She still ain't woken up." Twilight Sparkle gasped.

"Oh no! I have to go see her!" She was beginning to rush to the door when Big Macintosh stopped her by placing his good hoof against her chest.

"Please, Twilight. This is real important" he insisted. It went against every fiber in Twilight's body not to rush to her friend's bedside, but if her

own brother felt a need to leave it in order to come to the library, then it probably was important. She nodded and sat down.

“Okay...keep going.”

“While I was gettin’ fixed up, lil’ Apple Bloom ran into mah room cryin’ her eyes out about how AJ dun said she don’t love her no more.” Twilight put a hoof against her mouth in shock.

“That’s just...awful! Are you sure it wasn’t a misunderstanding?”

“I saw how upset she was. Ain’t no way she misunderstood what she heard.” Twilight shook her head, refusing to believe it.

“But...Applejack would never say something so terrible!”

“Yer right. She wouldn’t. And I don’t reckon she just fell off the roof neither.”

A heavy silence hung in the air between them as Twilight grasped what Big Macintosh was starting to get at. Spike’s mouth was in an “O” shape as he watched, fascinated by the conversation.

“It...spread to her, didn’t it? This thing that’s been affecting all our loved ones. It’s making them act in ways that aren’t like themselves! I thought briefly it might be some kind of illness, but no illness is going to help a pony defeat a hydra! Something is turning our friends into ponies they’re not! But what could it be?” Big Macintosh shrugged his burly shoulders.

“Magic?”

“Hey, yeah!” agreed Spike, rubbing his chin. Seeing that no zombie ponies had shown up in the last two weeks, he had eventually dismissed the Mad Pony Disease theory. Twilight had given him a pretty hard time

about that one, but magic? Magic could do all kinds of things. Twilight was dubious, lightly grimacing.

“But...magic doesn’t do things like this! Magic is supposed to help ponies and make their lives easier! At its worst, magic just causes mischief or plays tricks! It doesn’t actually HURT ponies...it doesn’t do things like, well...THIS!” Big Macintosh shrugged again.

“Maybe it’s some kinda new magic. Somethin’ bad that us regular ponies aren’t meant to know. Was hopin’ maybe you had a book on bad magic or somethin’ that might explain it.” Twilight shook her head.

“No, I’m sorry Big Macintosh but I have nothing like that here. Even the Canterlot library doesn’t keep books like that...except for maybe...” Twilight trailed off. Big Macintosh leaned in, curious.

“Eyup?”

“Well, the palace library has a section that’s restricted...It’s meant for only the princesses. It’s so off-limits that royal guard ponies are constantly posted at the door, and a magic barrier is erected as a secondary measure to keep ponies out. If there’s any kind of magic that we’re not supposed to know...it’s probably in there, but it’s against the law to trespass in the restricted section! If I got caught I’d get in so much trouble! I could be thrown in a dungeon! Or banished! Or worse, Celestia might dismiss me as a pupil!” Big Macintosh grunted quietly. He was worried about his sisters, perhaps all ponies by this point, but he couldn’t ask Twilight to do something that could get her in trouble. He nodded and turned to leave.

“Well, thanks fer the info, Twilight. Never did a whole lotta readin’ but I reckon I oughta go make up for lost time.” The unicorn quickly trotted in front of him, a panicked look on her face.

“No no no no no! You think you’re going to break into the restricted section of the library? That would be hard enough for you to do under

normal circumstances, but with that leg? You wouldn't get two steps in! Look...I..." Twilight's legs began to tremble. Just the thought of disobeying the Princess scared her out of her wits, but something was happening with her friends, and unless somepony did something it would only get worse. "I...will break into the restricted section. I can do it...You need to go home in case Applejack wakes up. Big Macintosh, if something goes wrong and I don't come back...tell AJ I'm sorry when she wakes up?"

Big Macintosh considered the scared, whimpering unicorn in front of him. He felt guilty that he was placing this all on Twilight, but she was right. He couldn't do this himself. He wouldn't even know where to begin. As Twilight quaked on wobbly knees, Big Macintosh reached out with his good front hoof, pulling the frightened unicorn in for a warm, comforting hug.

"Thank you, Twilight. Mah sister is lucky to have you as a friend."

Twilight was still fearful, but being held by the strong, kind-hearted Big Macintosh, even for a few seconds, helped her calm down. Eventually she relaxed and pulled away, giving a grateful look to Applejack's brother. When she glanced to the side a moment later, she noticed that Spike had managed to get himself into a tuxedo while she was talking to Big Macintosh. He had a duffel bag full of what was probably spy gadgets, or what he passed off as spy gadgets.

"I'm with you all the way, Twilight! We got a library to bust into! Let's just...not get caught, okay?" Twilight firmly shook her head.

"No, Spike. I'm not willing to risk you getting in trouble too. This is something I have to do alone." Spike slumped forward, a disappointed look on his face.

"Aw, what?! I've been waiting forever for a chance to wear this! And I got so much cool stuff in the bag! I got homemade smoke bombs to cover our escape, even!" Twilight didn't budge.

"I'm sorry, Spike. It means a lot to me that you are willing to put yourself at risk to help me, but I would never forgive myself if you were punished because of me. Besides..." Twilight smiled weakly. She knew that this would work. "I need you to keep an eye on Rarity for me."

Spike instantly dropped the duffel bag. His pupils went wide, staring off into space.

"R...Rarityyyyy..."

"That's right" said Twilight, her smile actually growing. "Something weird has been affecting all our friends, and I need you to stick to Rarity at all times to make sure she's safe."

"At aaaall tiiiiiiimes?" said Spike, his lips curling up into a goofy grin.

"Yes, Spike. At ALL times."

"At alllll tiiiiiiimes..."

"Stick to her like glue, Spike! And if you start noticing anything weird you be sure to let me know right away, got it?"

"Yeah...got it..." said Spike dreamily as he began to literally float out of the library's window, guided by the power of love. Big Macintosh raised a brow as he left, but it was none of his business, so he let it be. Twilight ran to the window, calling out after him.

"And don't tell Rarity why you're really there! We don't want her to start a mass panic before we even know what we're dealing with!" Spike was gone. Hopefully he'd heard her. Sighing, she closed the window and turned to Big Macintosh, who gave her a simple nod of thanks. She nodded back.

"Okay. It's time for me to go to Canterlot."

“Hello world! Are you prepared for another day of the fabulousness that is Rarity?”

Rarity woke up that morning bright and early, taking a nice, hot shower before spending the next half hour in front of her vanity so that she could be presentable. She brushed her mane, tail, and her eyelashes, applied her makeup, and filed her hooves one after another. She admired herself in the mirror when she was finished. Except for the towel around her body, it was perfect.

“Well, maybe I don’t have my beloved spa now” said Rarity, her face involuntarily tweaking, “but that doesn’t mean I still can’t look beautiful, does it?”

“I think you have never looked lovelier.”

Rarity screamed, grabbing her towel and holding it in front of her body to hide herself from prying eyes.

“Who’s there?! Who’s trying to peep at me?!” she demanded. While it was true that ponies normally didn’t wear clothing anyway, there was regular naked and there was bathroom naked, and Rarity did NOT like anyone to see her when she was bathroom naked.

“No, I’m not peeping! I’m inside of—”

“Where are you hiding, you sick-minded little creep!?” Rarity growled as she pressed herself against her wall, holding the towel up in front of her face.

“If you would just listen for a minute I could expla—”

“You think it’s okay to look at a lady while she isn’t decent!? A gentlecolt would never stoop to such loathsome behavior! You should be ashamed of yourself, wherever you are!”

“SHUT UP!”

Rarity was stunned into silence by the voice which had gone from creepy to downright frightening in its rage. Noctis was irritated to find that this unicorn loved to hear herself talk almost as much as Applejack did. Fortunately, Rarity was unaware of what happened to Applejack, so perhaps it could still play the role of an ally with her.

“I’m not a peeper. I’m right here with you. I’ve been here the whole time.” Noctis couldn’t control Rarity’s body yet, but it could manipulate her magic to some degree. It exerted just enough of its own will to make Rarity’s horn glow. She shifted her eyes up in wonder.

“Horn? Is that you? But...horns don’t talk! Do they? You’ve never said anything before...”

“Horns normally don’t talk. Only the most special of magical ponies can communicate with their own horn when they come of age, ponies like....Princess Celestia?”

Rarity dropped her towel, eyes filled with diamonds. Yes, Princess Celestia probably COULD talk to her own horn, couldn’t she? It was a very magnificent and beautiful horn, and she had the most powerful magic in all the land. She could move the sun and the moon, so it should only be expected that she could also communicate with her own horn.

“I don’t believe it!” said Rarity joyfully. “I always knew that I was special but I never could have imagined that I was in the same company as the princesses themselves! Oh...! This is so wonderful! I would weep with joy but it would ruin my mascara. I knew this day would come sooner or later, the day when I, Rarity, would finally have her time to shine!” Rarity

paused as her horn dimmed. She realized that even if she could do something that only a princess could normally do, talking to one's horn didn't open many doors to success on its own. "So eh...what am I supposed to do about this now?"

Before Noctis could answer her, there was a knock on the downstairs door.

"Oh my goodness, I need to open up the shop!" Rarity exclaimed as she began to run down the steps. "Welcome!" she called out as she galloped toward the door and unlocked it with her magic. "Welcome to the Carousel—"

It was Spike.

"...Boutique." She frowned. Spike was nice and all, but she did wish that he would loiter around her shop a little less. Spike walked in on wobbly, lovestruck knees, looking just as silly as he always did when Rarity was about.

"Hi Rarity..."

"Hello Spike" said the unicorn flatly.

There was a long pause.

"Hiii Rarity..."

"Yes, hello Spike!" said Rarity, sighing loudly. "Is there something I can do for you?" Finally remembering his duty, Spike puffed out his chest, standing up straight and saluting Rarity, putting on his best tough guy face.

"No ma'am! I'm here to keep an eye on you and make sure you're safe! Twilight has been a little paranoid lately after what's been happening with our friends, and I have been instructed to guard you with my life!"

Rarity groaned. It was just like Twilight to do something like this. So Fluttershy was more outgoing, Pinkie Pie had gone back to the rock farm, and Rainbow Dash was an even bigger egomaniac than usual. While it was unusual, she hardly saw why any of that was worth getting paranoid. “So uh...” continued a suddenly fearful Spike, “anything weird happening around here lately?” Rarity pursed her lips in thought.

“Actually...”

“Help me, Spike! The voice inside my horn won’t leave me alone! Yes, go ahead and tell him that. I’m sure it will go over really well. Maybe when they haul you off to your padded cell you can stitch together the most fabulous straitjacket in the looney bin.” Rarity curled her lips downward in distaste.

“Rarity? Were you gonna say something?”

“Er...never mind, Spike.”

Noctis had time to work on its plan while Rarity sewed together her latest design. It was a purple number with dark blue gems lining the trim. Noctis knew everything about fashion that Rarity did after attaching itself to her, but that didn’t mean it cared. Spike had been too late to prevent it from taking Rarity as a host, but his presence still posed a problem. The dragon himself was nothing, but he had a direct line to Twilight Sparkle, who was a much bigger threat.

To complicate matters, ever since it had attached to Rarity her now enhanced gem-finding sense had been affecting its ability to concentrate. Rarity did not seem to notice herself, but something was pulling at Noctis, urging it to find something. Noctis tried not to pay it any mind, but the longer it went on the more difficult it became to ignore. It was always pulling in the same direction, trying to lead Noctis to the same place. It was almost magnetic, a force that was becoming increasingly distracting until it wasn’t even paying attention to what Rarity was doing anymore.

“Well, horn? What do you think?”

Noctis quickly put its mind back on Rarity, chiding itself for losing focus. At this point, one false step could bring the wrath of Celestia down upon it. The situation had become very delicate, and it needed to watch everything that happened now very closely. Rarity was holding up her finished dress. Undoubtedly the client would be pleased. Noctis only cared because it suddenly saw an opportunity.

“It’ll do.”

Rarity frowned. This was HER horn. It was supposed to be lavishing her with praise! Turning toward Spike, whom she had told to go sit in the corner while she worked, she held the dress up for him to see. Spike was no fashion expert, but nopony else was around to offer an opinion.

“Spike, what do you think of this dress?”

“I believe it to be the loveliest dress I have ever seen, but it cannot even begin to compare to your own beauty...” said Spike with hearts in his stare. Rarity rolled her eyes. Spike was always dependable for a bit of unrestrained adoration when she needed a confidence boost, but dress making was serious business and she couldn’t afford to consider insincere opinions. Turning away from Spike, she whispered up at her horn.

“And what is so wrong with this dress? I think it’s quite nice.”

“There’s nothing WRONG with it, per se. It will sufficiently impress these humble Ponyville types. It just makes me sad that you aren’t aiming a little higher. Your dream is to design for Celestia, isn’t it? You won’t get very far with dresses like these.”

“What?!” snapped Rarity. Realizing that Spike was within earshot, she hunched over and lowered her voice to a quiet hiss. “What...?! I thought you were on my side...!”

“I am on your side. I’m merely suggesting that perhaps we should step it up a bit. For goodness’ sake, you made a dress for Applejack with cowgirl boots.” Rarity had rather liked Applejack’s gala dress, but even she had to admit that it wasn’t going to impress a princess.

“Well, what do you suggest?”

“Making a dress for Celestia isn’t something you just do from square one. We need to start just a little bit lower and aim to impress her. I know! Why don’t we make a dress for her sister, Princess Luna? She was away in that moon for such a long time, after all. I’m sure she would appreciate a lovely dress from a loving subject.” Rarity’s mouth opened slightly as she listened to the idea. She liked it.

“Oooh, you’re right! The poor dear has been through so much, and even now she’s so quiet and secluded up in that castle that some ponies seem to forget she’s even there at all! I’m rather embarrassed to admit that even I hadn’t considered what you’re saying...I’ve been wanting to design for Celestia for so long that I never stopped to realize that Equestria has TWO princesses now! Oh, I feel just awful about it. A beautiful dress is just what Princess Luna needs to feel like a princess again!”

“Pardon me, lovely one?” questioned Spike from across the room. “Who are you whispering to?”

“Just thinking out loud, Spike!” answered Rarity. The baby dragon seemed satisfied with this answer, resuming his longing stares. Rarity did her best to ignore that. It became a bit uncomfortable when she actually noticed the way he looked at her. “So...” she continued to Noctis, “what did you have in mind...? This can’t be any ordinary dress. It has to be the best I’ve ever put together!”

"I feel something, Rarity...a gem more magnificent than any other. Such a gem would make the Princess's dress the finest in all Equestria. It calls out to me, Rarity. We have to find it."

Noctis felt anxious. For perhaps the first time, it had no idea what was going to happen. Rarity's gem sense, in sync with Noctis' own dark magic, was drawing them both out into the Everfree forest. Spike had insisted on coming along, but Noctis did not bother trying to stop him. Besides, Rarity wouldn't be willing to get her hooves dirty digging up whatever it was they were looking for, so it would just as well that he was there.

"Really now" whispered Rarity as she and Spike walked through the dark woods, "the Everfree? Did we really have to come here for gems? It's so dark in here that you can barely even see my adorable saddle bag."

"I told you, Rarity. This gem is...special. I don't know how yet, but it will be worth it." Rarity sighed through her nostrils. She did not like coming to the Everfree, but her horn had never steered her wrong before, even if she didn't always understand it.

Noctis felt it calling more strongly than ever. Rarity's horn began to glow, pulling at her body to a dark patch of trees.

"Whoa! Wait a minute!" protested Rarity as her horn began to drag her against her will. Such a phenomenon hadn't occurred since she was a filly. Her legs kicked frantically, but her horn yanked her off of the forest path, rustling past the leaves of the bushes as she disappeared into the wilderness. Spike, growing alarmed, began to chase after her.

"Rarity?! RARITY! I'LL SAVE YOU!"

Rarity slowly ceased her struggling, simply letting her hooves drag along the ground as her horn led her along as if on a leash. She hated the thought of getting her manicured feet dirty, but the last time her horn did this it led her to her cutie mark. Maybe, she thought, the fact that it was happening again was truly significant. Maybe it would lead her to another great milestone in her life.

"It's okay, Spike!" called out Rarity. "No need to panic! This isn't the first time it has happened! It'll stop eventually!" Right on cue, Noctis released Rarity's horn from its grasp. The unicorn looked down at their destination. There was no gem in sight. There wasn't even a rock this time. All there was before her was a patch of land lacking any sort of plant life whatsoever within a large radius. "Well?" she questioned. "What are we doing here?"

"Dig! DIG!"

"Alright alright...Spike, honey? Would you be a dear and do some digging right around..." Rarity took a moment to focus her magic. She could feel it too now. Whatever was there, it was no ordinary gem. It would be perfect for the princess. "There?" finished Rarity, pointing her horn near the middle of the patch. Spike, overjoyed at being addressed as "honey" from the lips of the most beautiful unicorn in all of Equestria, gleefully complied as he jumped onto the dirt, furiously shoveling with his claws. "Don't worry if it takes a while" assured Rarity. "Whatever my horn found here, I can tell it's buried pretty deep." The unicorn stepped outside of the circle of dirt and sat down on the grass. Now all there was to do was wait for Spike.

It took the hyperactive little dragon about ten minutes before he hit something. He had dug down so far that he couldn't even see the light of the sky anymore. Panting, he stuck the prize between his teeth, clawing at the soil and roots to slowly drag himself back up to the surface. While an avid lover of gems as a snack, Spike noted that the gem in his mouth now had a particularly disgusting taste, a quality highly unusual for a gem in his

eyes, as he was not picky at all on their flavor. When he reached the top of the hole, covered in dirt and grime, he spat the treasure out of his mouth, smacking his lips with dissatisfaction.

“Worst gem I ever tasted...” he mumbled to himself. That concern melted away when Rarity walked over with a grateful smile on her face.

“Good job, Spike! You found it!” Her smile faded as she saw just what he’d dug up. The gem was large with a vaguely spherical shape, albeit covered in jagged crystalline edges. It also seemed to have something swirling around inside of it that Rarity could not define. Whatever it was, this gem was unlike any she’d ever seen. Unfortunately, it was black, the ugliest of all gem colors.

“I came all the way out here for this thing? It’s...not very attractive at all, is it?” Spike shrugged. While neither one of them seemed pleased with the find, Noctis was overjoyed. Something about this gem felt significant. Now that it could see the mysterious stone through Rarity’s eyes, it felt the pull becoming stronger than ever. To Noctis, the gem felt like something that had been lost long ago, even though it couldn’t remember actually losing anything. Not only that, but this gem wasn’t the only one. Noctis could feel another, just like this one. It was reaching out from even further away to tingle Rarity’s horn. And then another, and another. It could feel them all at once, as if they became excited by the discovery of the first.

“No, no! This is perfect, Rarity! This gem is completely unheard of, is it not? The rarer the gem, the more valuable and precious it is! It is perfect for the princess! But we’re not done yet. We have more gems to find...more precious stones to uncover! Only the best will do for Princess Luna!”

“I don’t know...something about this gem just rubs me the wrong way.” said Rarity with doubt in her tone. “Maybe we’re better off leaving it alone...”

“This is your chance, Rarity! This is YOUR time to shine! Are you going to let that pass you by because you think some gem is too ‘creepy’ for your taste? This will make your career! Finally YOU can be that unicorn that turns every head when she enters the room! Don’t you want to be famous, Rarity? Wouldn’t you give ANYTHING to achieve that dream?”

Rarity did have to admit that the jewel was probably very rare. She still wasn’t fond of it, but perhaps it would look better after a good polish. At the very least, she could see where this expedition would lead her. Better to be stuck with a collection of ugly gems than to be left wondering if she missed her big opportunity. She wanted to shine, even if she didn’t entirely trust this thing Spike had dug up.

“Very well, then” she relented. “I’m sure this forest is just making me paranoid. Come, Spike. We have much more to do.”

Twilight Sparkle’s feet shook as she walked down the stone steps into the dark basement that made up the restricted section of the castle library. As Princess Celestia’s most cherished student, getting into the castle itself had been the easy part. The guards in front of the stairwell needed only a harmless sleep spell to subdue, and while the barrier in front of the door would have kept out most unicorns, Twilight Sparkle was not most unicorns, and she disabled it with relative ease. As well as her sneaking around was going so far, she still feared the worst, constantly looking back over her shoulder. Every time she looked she expected to see Princess Celestia standing there, anger and disappointment on her face.

“What am I doing...?” she lamented. It was too late to turn back now, though. When she reached the bottom of the stone steps, she found herself feeling a bit disappointed at the library itself. There were only three rather plain looking bookshelves and one table with one candlestick. Twilight supposed this could be considered a good thing. An entire library full on books of evil magic might have looked more impressive, but it would

have spoken rather poorly of magic in itself, to which Twilight had dedicated an entire lifetime of study.

She levitated the first book from the shelf and sat down. Lighting the candle with a spark of magic, she took a deep breath and flipped open the cover telekinetically. The very first page filled her heart with an icy chill.

HALT, CRIMINAL SCUM!

This book is meant only for the eyes of Equestrian royalty! If you turn the page and read even a single word of this text, you are **BREAKING THE LAW!**

Twilight whimpered. She was criminal scum now! How could she do such a terrible thing to betray Celestia's trust? She wanted to call it off. She wanted to close the book, go back to Ponyville, and pretend none of this had ever happened. She wanted to obey her teacher and not stab her in the back. She knew she couldn't stop now, though. Something was going on with her friends, and she needed to find out what. They needed her help.

"Okay" said Twilight calmly, closing her eyes as she turned the page, officially breaking the law. "I need to keep going...My friends are depending on me."

Elsewhere, Rarity and Spike had already dug up a second black gem in the dragon's cave outside Ponyville.

Rarity leaned against the window of her train car, looking wistfully out at the landscape. Her horn had detected three more of those hideous gems, and even though she was getting sick of digging them up it was so insistent that it would make her famous that she had been going along with

its whims. They had been fortunate to find two of them within walking distance of her home, but the last three required her to take a trip. She had given Opalescence to Fluttershy to be looked after, although for some reason Fluttershy tried to turn the occasion into a party.

Poor girl wasn't exactly Pinkie Pie when it came to throwing parties, or at least not the pony Pinkie Pie used to be. She hadn't heard a thing from Rainbow Dash in over a month, either. Supposedly she was working on some super secret project that would make everything better again. Rarity highly doubted that. She sighed. With Spike asleep in the seat beside her, nobody could hear it but Noctis.

"What's wrong, Rarity? Aren't you excited to go to Manehattan? Even if we're there for a gem, it can still be an enjoyable trip."

"I suppose" mumbled Rarity. "I've just been thinking. Even if these ugly things in my bags make me famous somehow, is that going to make me happy? My friends have all been acting like...well...not my friends recently. Two of them I don't even get to see anymore. To be perfectly honest with you, I miss the way things used to be. Even if I wasn't shining all over Equestria, I had a good life."

"Perhaps, but you have seen for yourself that things change. Ponies change. Friends drift apart. Do you think you'll all still be friends when you're all old? When Rainbow Dash becomes a Wonderbolt, when Pinkie Pie eventually takes over the rock farm, when Twilight Sparkle inevitably becomes a teacher with faithful students of her own...do you think you'll all still have time for each other?" Rarity's heart sank as her blue eyes stared down at the floor of the train car.

"Well, I couldn't imagine. I know that everypony has a life to live, including me, but...I didn't think I would have to be saying goodbye at such a young age. If I become a famous designer, I'll be touring, making special appearances all over Equestria, tending to the Princesses whenever they needed a dress, of course...Add on top of that the pressures of managing a

major fashion label and fending off all the admiring suitors I'm sure to receive...Glamour takes up a lot of time. If this works, I would have to place my career before my friends to maintain it, and I'm beginning to wonder if it's worth it..."

"Oh, dear, sweet Rarity. You truly are generosity if you are willing to even consider giving up your life's ambition for their sake. I implore you to press on, Rarity. Friends will come and go, but a dream fulfilled lasts forever. I fear that if you abandon your mission now, you may never become a famous designer, and that someday you will look back on a life filled with regrets. Don't give up all you've worked for just for them. Do you think they would do the same for you? Do you think anything would convince Rainbow Dash not to be a Wonderbolt?"

"I suppose not...Oh, Rainbow Dash...I haven't seen her in ages. Pinkie Pie too. I miss them so...But they made their choices, even if I don't understand them. Pinkie Pie has gone back to that...farm of hers and Rainbow Dash seems more determined than ever to woo those Wonderbolt characters. Perhaps this is for the best after all..."

"I know it hurts, Rarity, but the pain is only temporary. You'll get over them eventually. Friends can be replaced. You'll see."

"I suppose we will" she replied sadly. With nothing left to say, she closed her eyes and dreamed of her name in lights.

Twilight Sparkle had been reading for hours but was no closer to an answer than she was when she started. She was so frustrated that she barely had room left to be afraid of getting caught. Every book she'd tried so far had been a dead end. Grogar? No. Smooze? No. For a while she thought she'd finally had something with Tirek, but even that didn't fit in the end. The thought of coming all this way and disobeying her teacher and princess for nothing upset Twilight Sparkle enough to make her pound a hoof against the table. Still, she wasn't done yet. She had to keep reading.

If nothing else, maybe she could eliminate magic as a cause for all the recent strangeness in Ponyville. Steeling her resolve, she levitated the next book over to her. It was large and black. The red lettering on the cover made her eyes widen.

The Elements of Chaos

Twilight Sparkle felt her gut tighten up. Something about this book felt different. She gulped as she opened it, trying to rein back her anxiety as she began to read.

Over 1000 years ago, when Equestria was ruled over by the prince and princess before Celestia, scholars began to find that stars were disappearing from the sky. Most ponies did not notice, as the night sky has too many stars to count, but the prince and princess were secretly warned of the phenomenon, as it was feared by Canterlot astronomers to be the Great Darkness from ancient legends. The prince and princess took this warning to heart, taking the stones containing the Elements of Harmony from their sacred resting place and using powerful magic to journey out into the heavens in hopes of intercepting the terrible nothingness before it could reach their world.

This quest is believed to have been a success, as the stars stopped disappearing soon after it began. However, while the Elements one day returned to Equestria, the prince and princess never did. Presumed to have sacrificed themselves in the process of saving the entire planet, their most trusted aides began to groom their children, the young princesses Luna and Celestia, to replace their parents as rulers of Equestria. While a tragic loss for the land, perhaps the greatest tragedy was that the princesses now faced the pressures of governing Equestria without their parents to guide them.

For a long time the evil was presumed to be obliterated entirely, but the eventual corruption of Luna into Nightmare Moon and her subsequent

imprisonment in the moon itself caused many of the princesses' advisors to fear otherwise. The evil that created Nightmare Moon was not powerful enough to corrupt all of Equestria, but it had nonetheless been able to enslave one of the most magical ponies known to ponykind. This led scholars in Celestia's inner circle to form the Elements of Chaos theory.

Just as the Elements of Harmony are six parts of a vastly powerful whole, the idea that the prince and princess forcibly split the evil force into many parts using the Elements of Harmony is a plausible theory. Were the evil elements all joined together as one entity, their power would have not only engulfed Luna, but the entire planet. As a mere piece of the whole, however, it would likely have enough magic to corrupt a princess while still being weak enough to spare the rest of Equestria the same fate, assuming that the chaos element's power is equal to that of a single harmony element.

Because the Elements of Harmony represented that which is good in the world, the Elements of Chaos were believed to represent that which is wicked. The first five elements were eventually theorized to be Pride, Cruelty, Treachery, Greed, and Despair.

The sixth element is the one suspected as the most likely to have found and corrupted Princess Luna after being split apart. As we all know, the sixth Element of Harmony is Magic. Magic is a spark which creates and blooms from a unicorn's will and imagination. It is a giver of life and light, filling the world with wonder. Most importantly, magic is what ties all the other Elements of Harmony together and gives them their power. Without magic, the Elements of Harmony could not exist. Thus, the sixth Element of Chaos could only be the force which consumes and destroys, a void that crushes hearts and kills hope. It is the force that binds the other five evil elements.

The sixth Element of Chaos is the lingering Darkness itself.

If the theory is true, then the Elements of Chaos must never be allowed to reunite. Should it ever occur, it could be a catastrophe of potentially world-ending scale. For now, the evil power remains undiscovered. If that ever changes, then the fate of all ponies will fall to the Elements of Harmony, and we can only pray that it will be enough.

Twilight Sparkle gasped as the pattern fell into place. She and her friends were all wielders of the Elements of Harmony. If these chaos elements really existed, they would absolutely make harmony wielders into their enemies. But if they did exist, why hadn't they ever been found? Perhaps Celestia had been too heartbroken after losing Luna to ever order an expedition? Maybe they moved around? Maybe they already HAD been found and somepony was now using them for evil ends! The book had no definitive proof that the Elements of Chaos were anything more than a hypothesis, but it had to be in the restricted section for a reason. The fact she had to come here to read it at all made her strongly suspect that the Elements of Chaos were more than just a theory.

She didn't know for sure if this book about evil and corruption was anything more than a terrifying story, but what she did was that her friends, keepers of the Elements of Harmony, had been acting very unlike themselves. They were starting to get hurt, even. Something wanted them out of the way. If Applejack hadn't fallen off of her barn roof, something must have pushed her.

Or maybe something had made her jump.

"Rarity!" exclaimed Twilight Sparkle, forgetting that she was supposed to be hidden. "She's in danger! I have to get back to Ponyville!"

Rarity sat in the desert landscape outside of Appleoosa, completely exhausted as the stars shone overhead. Her horn had been sending her all over Equestria for two straight days now, and both Rarity and Noctis

were unaware that Twilight Sparkle had been frantically searching for them almost the entire time. She watched as Spike came up with yet another black stone that had been buried deep in the dried up rock and sand. Even though there were only five of them in all of Equestria, finding them all one after another was making them feel much less valuable. She still wasn't sure how she'd incorporate them into a dress worthy of a princess. It would no doubt be the greatest challenge of her career, but she knew that if she weren't so tired she'd have enjoyed the idea of challenging herself.

"Finally" she said with great relief. "I can't believe I took trains all the way to Manehattan, Fillydelphia, AND Appleoosa for this without even stopping for a hotel, but it's finally over." Rarity opened up her saddle bag for the gem as Spike watched, entranced by everything she did just like he always was. Noctis began to chuckle as the last gem was levitated into her bag, then cackled uncontrollably.

"Hm hm hm! AH HA HA HA HA HAAA!"

Rarity stopped, making a disgusted face. She would not have her horn making maniacal laughter. It was unladylike and spoke poorly of her own character.

"What is the matter with you?" Rarity demanded. Having not heard Noctis, Spike frowned.

"Huh? Did I do something wrong?"

Rarity ignored Spike, glaring up at her horn as it began to glow against her own will. The five gems rose from Rarity's bags, spreading themselves out in a ring formation around her body. Becoming nervous, Rarity kicked her hooves against the ground, trying to back out of the ring only to find that it followed her every movement.

"Now stop that! That's quite enough!" she protested.

“But I’m not doing it!” said a frightened Spike. He began to regret letting his feelings for Rarity allow her to drag them both so far out into the middle of nowhere.

“You know, Rarity, I really didn’t know what to expect when we started this crazy gem hunt. For the first time, I didn’t have a plan. All I wanted was to find these things and I didn’t even know why. I realize it now...I can feel it! The gems are ME! They are MY power! You did a great job fetching them for me, Rarity. You barely even needed any convincing to abandon your friends so you could chase down your fantasy life.”

“What?!” shouted an offended Rarity. “How dare you! I will not be treated like this! You will listen to ME now, horn!” Spike looked up to Rarity’s horn, his teeth chattering in fright.

“Horn? Is that what you still think? That you’re ‘special’ and can talk to your horn? It was all a lie, Rarity, and you’re so full of yourself that you were all too eager to believe it. You were never special, and all you’ve done is led your element to its own destruction!” The black stones began to crack open as the mysterious substance inside seeped through, filling the air around Rarity with dark shadows. Rarity gave a startled shriek and tried to back away from them, only to find herself backing right into the blackness from the other side. It immediately stuck to Rarity’s flank, spreading down over her hooves.

“Rarity!” called out Spike. “I’ll save you!” The baby dragon jumped toward the pony of his eternal devotion, only making it halfway before the shadows seized him in mid-jump, tangling his body up in threads of evil magic. He grunted and reached out for her with one hand. Terrified, Rarity tried to reach out her hoof to him, but the darkness bound her, pulling her back into itself and spreading itself further over her body.

“Why try to escape!?” shouted Noctis as the evil magic began to envelop Rarity, covering her beautiful white coat bit by bit despite her

desperate thrashing. *"I'm only giving you what you want! You had a bad feeling about those gems the entire time! I know you did! But you wanted to shine so badly that you ignored your instincts! I can give it to you! I can give you the fame you seek, Rarity! You will be known for the rest of time as the unicorn that ushered in the age without the sun! IT WILL BE GLORIOUS!"*

Rarity, too scared to even feel remorse, waved her hooves out in desperation, making a last futile attempt to reach Spike before he was flung away from her by the tendrils binding him and sent tumbling through the desert dust. The sticky blackness wrapped around Rarity's hoof, beginning to pull it down with the rest of her body into a void without a single flicker of light.

"Spike! Please!" she begged. "Don't let it take me! SPIKE!" Spike got up onto his feet just as a mob of threatening black hands rose from the pit, seizing the struggling unicorn one after another and dragging her further into the darkness. Slowly she sank down until only her head remained above the abyss, weakly fighting against the downward pull. Spike ran for her as hard as he could, screaming out loud.

"Rarity! RARITY!!!"

The unicorn whimpered with fright.

"Spike...! Forgive me...!"

Spike made a leap for her, but by the time he landed on the black pool she was already taken by it. He began to whimper in terror for the sake of his true love, ripping at the inky black with his claws, trying in vain to pull her out. The void did not want him, and he could only kneel in it as a shallow puddle, splashing it around carelessly on the sand. Spike cursed himself for being such a fool. He should have suspected something was up with those gems the minute he dug one up. He should have said

something instead of letting Rarity do whatever she wished in the hope of pleasing her. This was all his fault.

“Please, Rarity! Don’t be gone! Please! Just come back! Come back, Rarity!”

A white hoof jutted suddenly from the pit.

Spike cried out in alarm, but quickly grabbed the hoof in both hands and pulled as hard as he could. Rarity’s body slowly began to ascend from the darkness, kicking against the pool to fight her way back onto solid ground. Without the unicorn, the blackness began to shrivel up until nothing remained but shattered gem fragments left over from the foul elements. Spike sat on the ground, panting hard as he stared with disbelief at the ordinary desert ground that only moments ago had been a portal to someplace too terrible to describe.

“Rarity!” he cried, throwing aside all personal restraint and giving the unicorn a tight hug as tears of joy stained his purple cheeks. “I’m so glad you’re okay! I thought you were lost!” He suddenly gasped as he stood up, clenching his claws into determined fists. “We gotta tell Twilight about this! She’ll know what to do! She’ll know how to stop this thing from—”

A pair of manicured hooves struck Spike in the face. He flew back several feet and fell onto the ground, knocked out cold. Rarity stood over the baby dragon with a cold gaze, tilting his head with a hoof to examine the damage. There was none to be seen on the outside.

“Spike! What have you done to poor Spike!?”

Noctis scoffed with Rarity’s voice.

“Stop complaining. It will take a lot more than that to slay a dragon, even a baby one. Luckily for him, I think I’m going to need him later.” Noctis lowered Rarity’s head, her horn glowing as the rocky ground began

to rise up in thick bars around the unconscious dragon, spreading out at the top to form a stone cage.

“What is this?! I could never do magic like this before! You’ve made me into something horrible! How dare you treat a lady so poorly! Let me out! Give me my body back RIGHT NOW! In all my days I’ve never met something so abhorrent! Do you know all the ways you are disgusting? Allow me to tell you all the ways you are disgusting!”

Noctis groaned loudly in severe irritation. It already knew what Rarity was trying to do. The way she was now, it was the only weapon she had.

“Your little whining gambit? That might have worked on those idiot diamond dogs but do you really think that will work on me? Here’s a gambit of my own, then. I don’t need your younger sister for anything. I think it might be fun to lure her up to the top of a mountain using your body and then *THROW HER OFF!*”

“NO!” screamed Rarity. *“Don’t you dare touch a hair on Sweetie Belle’s head!”*

“Then be quiet” ordered Noctis. Rarity said nothing in reply. Satisfied, Noctis nodded and tapped Rarity’s hoof against her chin. “I do believe I’ve given up all pretense of being subtle. At least one element is against me now, and if she hasn’t already woken up yet she will soon. It will only be a matter of time before the others realize they’ve been deceived. I may have regained my long lost fragments, but I still cannot challenge Celestia yet...I have been torn apart into shriveled little pieces for too long. I can’t actually remember any of it for some reason, but I’m certain that the Elements of Harmony were responsible.”

Noctis sat down, carefully considering its options. It needed some way to get to Twilight Sparkle. Even if its own power had just increased several times over, Noctis had still not reached its full potential and the Element of Magic posed a problem. She was too smart to fall for tricks the

way the others had, and her magic was still too great to corrupt her by force without any help.

Yes, it would need some help. Fortunately, it had noticed something back in Manehattan that gave it an idea. Smirking, it closed Rarity's eyes and channeled its magic through her horn, creating a great flash of light. When it faded, Rarity's body had disappeared, leaving Spike trapped alone in his stone prison.

Noctis' destination had been far away and fairly unpleasant. When Rarity's body reappeared, it was surrounded by dead trees and garbage. Back in the distance, the city of Manehattan shone its lights as brilliantly as ever, and was probably dazzling all kinds of tourists at this very moment. It supposed that technically this decrepit place was also part of Manehattan, but it was the part that locals probably liked to pretend didn't exist.

Noctis trotted through the trash and dead leaves, approaching a single, tiny brown house that had probably been mistaken more than once for a large shed. The roof had holes and the green door looked like it was practically falling off the hinges. Whoever lived here had fallen on hard times and was not living there because they desired to. Perfect. That meant the resident had something to gain.

Approaching the door, Noctis raised Rarity's front hoof and knocked on it three times. A light shone through the window soon afterward. Noctis smirked confidently as it waited. After some clumsy footsteps on a wooden floor which suggested the one inside had been awakened from a deep sleep, the door flung open.

"Who dares to disturb the Great and Powerful Trixie at this horrible hour?"

Chapter 6

Magic

By the time Twilight Sparkle had finally made it back from Canterlot, it was already dawn of the next morning. Unbeknownst to her, Rarity and Spike had dug up two Elements of Chaos while she was away and were well on their way to the third. Twilight had stayed up all night reading, and that combined with the journey to and from Canterlot without rest left her severely drained. She wished she could have just used her balloon to make the trips, but it was not exactly sneaky. No matter how much her bed called for her, though, she refused to give in to fatigue, not while Rarity was at risk.

Reaching Carousel Boutique and finding a sign posted informing all clients that the proprietor was out of town on business had sent the erudite unicorn into a panicked frenzy. Why did Spike let her leave?! When she told Spike to keep an eye on Rarity, she had thought he would realize part of that meant not letting her leave Ponyville entirely! Not only that, but now that Spike was gone too she didn't have the direct lifeline to Celestia she'd been depending on using once Rarity had been warned!

Twilight ultimately blamed herself. She knew Spike had a crush on Rarity. She should have expected him to let her do whatever she wanted, even if her behavior was unusual. Regardless of where the blame lay, she had no time to beat herself up. Somepony had to have seen Rarity before she left. Applejack, as far as Twilight knew, was still unconscious. Rainbow Dash was working on her secret project just outside Ponyville and had practically been a ghost. Twilight wasn't even sure if she was attending to her weather duties anymore. Pinkie Pie was just plain gone.

Twilight tried not to think about it, as it hurt to remember and she could not let herself become distracted. That left only one member of their inner circle.

Fluttershy rarely had visitors so early in the morning, but she didn't mind. Even if Twilight had woken her up when she pounded on the doors, being there when your friends needed you was important, even if it was really early. She put on her best smile while she approached the door, but yelped in alarm when it magically flew open just as she was about to reach it. Twilight Sparkle was evidently not feeling very patient tonight. She paid it no mind and greeted her friend.

"Oh, Twilight Sparkle! What a lovely surprise to see you. Was there something I could do for you? After all, being a good friend means doing anything and everything for your friends. Speaking of which, I started to read a new book recently. Did you want to discuss it? You know how much I love to read every book I can get my hooves on and then talk about the things I've read with you, right? Because I absolutely love to do that."

"Rarity!"

Fluttershy blinked. She was beginning to notice that Twilight looked particularly frazzled, her mane slightly unkempt. Whatever she had been doing before she came here must have been very strenuous. The unicorn also had a worrisome twitch in her eyes, but the pegasus was too polite to mention it.

"Rarity! Have you seen her?! It's an emergency, Fluttershy! Wait...how do I know if you're really Fluttershy?! Maybe you're NOT Fluttershy and this is a trick! Or maybe that's what they WANT me to think...Who are you!?"

As much as Fluttershy was trying to accommodate her friends in every conceivable situation to gain their genuine acceptance rather than their pity, this one still took her by surprise.

“Um...Twilight? Are you okay? If you’re looking for Rarity, she came by this afternoon. Well, I suppose it’s technically yesterday afternoon now...but she wanted me to watch her sweet little kitty for her while she left town on business.” Twilight peered past Fluttershy. Opalescence was asleep on a cat bed inside the cottage. Okay, that story checked out. Now for the important question.

“Did she say where she was going?!” shouted Twilight, standing up on her back hooves and putting her front hooves on Fluttershy’s shoulders, shaking the poor pegasus uncontrollably until she became quite dizzy.

“Ah! Twilight! N..no! She didn’t say where she was going, only that she would be back in a day or two...” Twilight’s head lowered as she let go of Fluttershy. With no clues to Rarity’s whereabouts, it could already be too late. She couldn’t begin a wild goose chase, especially when she didn’t even know which direction she and Spike had headed. Sensing Twilight’s dismay, Fluttershy offered her best reassuring smile. “Hey, cheer up Twilight. I have some good news for you, too. I got word from Big Macintosh earlier; Applejack woke up a little while ago. She was out for almost a whole day after she had that accident and it made me very worried, but she’s going to be alright. Isn’t that wonderful? I tried to come by the library to tell you but you were gone.”

Twilight lifted her head suddenly, looking as overjoyed as she could in her addled state. Not only was it a huge relief to know that Applejack was okay, but she was bound to know something, too! If Twilight was right about these Elements of Chaos, then somepony or something had wanted to silence Applejack by staging an accident, which meant that she knew something that they didn’t want getting out!

“Yes! Thank you, Fluttershy! You’re a lifesaver! I have to go see Applejack right away!”

“Um, Twilight? Visitors aren’t allowed this early at the clinic.”

Oh, right. Twilight had forgotten what time it was. She cringed. It didn't feel right to sit around and wait. Every idle minute was another minute that could be placing Rarity in greater danger. Unfortunately, Applejack was the only clue she had left, and Twilight couldn't very well force her way into the room where she was being treated while it was off-limits. Even if she hadn't already had more than her fill of breaking into restricted areas, she was far too tired from her journey to pull it off a second time. She needed sleep. As she was now, she simply couldn't think clearly or function as she needed to.

"You're right, Fluttershy. Thank you again. I'm going to go home and get some rest." said Twilight softly. Fluttershy nodded in approval to the idea. The unicorn was definitely looking high strung and a good night's sleep...well a good morning's sleep now was just what she needed. Fluttershy waved a hoof to Twilight as she walked away

Twilight had never felt lonelier in her library. She had spent nights in it without Spike before, but those times she'd always found company in a good book, and one time she'd even managed a slumber party. Now, though, there wasn't a single book on any of her shelves that would make her feel better. She would have given up every last one of them forever if it would have somehow make Spike and Rarity walk through the door, safe and sound.

Even if she had no leads yet, she still wasn't willing to do absolutely nothing. Despite her desire to collapse as soon as she walked through the door, she found her nighttime assistant, Owlowiscious, and carried him on her back to the balcony at the top of the tree. She had one last long shot she could try until she spoke with Applejack.

"Okay, Owlowiscious...this is very important" she said sleepily. "I need you to go out and look for Spike and Rarity. I don't know where they've gone. I know this is a lot to ask of you, but I don't know what else to do...Go out there, fly as far as you can. Look for any kind of trail, any

sign of where they are. If you can find them, please...bring them back safe." Twilight closed her eyes. She could feel the warmth of tears on her cheeks. She knew Owliscious stood virtually no chance of finding one pony and one dragon when they could be anywhere in Equestria. She knew this was probably just a waste of time. She knew that she was being selfish by putting such an insane task onto her assistant's shoulders. It was a ridiculous request and she had no right to make it. She was just tired and frustrated and at a loss. She needed something to hope for, this one thing.

Owliscious hooted once, then spread his wings and flew away. Twilight lay her head down and watched him until he was a speck on the horizon of the rising sun. She whispered as her eyes became heavy.

"Thank you..."

When she opened her eyes again the day was over half gone, and Rarity and Spike were already making their way to Appleloosa.

Applejack felt queasy. She had ever since she woke up. The nurse told her she'd had some kind of nasty fall right off of her barn roof. She couldn't remember having worked on it recently. She couldn't remember a lot of things, actually, and when she tried too hard to do so it just made her feel queasy again. She'd been sick with something, hadn't she? Had it finally gotten to her? Made her black out at the worst possible moment? She didn't know. She didn't even want to figure it out right now, as thinking made her head hurt. The nurse said she had been out for almost a whole day after that tumble. It wasn't exactly like tripping over a rock.

Rocks. Applejack wondered what Pinkie Pie was doing right now. Probably working on her rocks. She could respect a fellow farmer, but she did wish that Pinkie had a more interesting crop.

Sure was boring in the clinic. Big Macintosh came by to check on her earlier in the day, which had been nice. For some strange reason Apple Bloom never came, though. Fluttershy eventually showed up too, but she didn't seem especially comfortable in hospitals, despite her attempt to fake otherwise. Outside of that nothing interesting had been going on. Applejack had done nothing else but sleep, but she still felt constantly tired for some reason. She didn't care to pass out again but it wouldn't hurt to just rest her eyes for a spell.

"Applejack?"

The orange earth pony awoke with a snort. Darn, she'd fallen asleep again. Grunting, she reached her hoof up to her head as she opened her eyes. She had expected to find the nurse, or maybe her family. To her surprise, her visitor was Twilight Sparkle.

"Twi?" she said sleepily. "Right kind of ya to come see me while I'm laid up...Kinda silly, ain't it? Accordin' to the nurse, Big Macintosh was in here just yesterday fer a busted leg. Bet this place is gettin' real tired of the Apple family by now. Was it yesterday? Ain't really sure what day it is, come to think of it..."

Twilight's watched sadly as the earth pony mumbled. Applejack had bandages around her head, legs, and body. She was also delirious. It broke the unicorn's heart to see her like this, and not only because it meant getting information would be difficult. She wished she had time to simply sit by her bedside and be there for her, but doing so meant running the risk of putting Rarity in further jeopardy. She could only hope that someday Applejack would forgive her for making this visit for reasons other than being a good friend.

"Hey there Applejack...I'm glad you're okay. I wish I could stay with you all day just to keep you company but I need to ask you something and it's very important. What can you remember before your accident? Anything unusual?"

Applejack squinted and made a face. It hurt to think, but Twilight's face implied this was serious. Try as she might, she could only offer a tired, apologetic smile.

"Sorry, Twi. Mah thinker's thumped. Wish I could help ya, but when I try to remember it feels like I got a beehive up in mah brain. Nurse says I oughta take it easy. Not really mah nature to lay around like a lazy lump. That's more Rainbow Dash's thing, heh heh. Still, I reckon she's right. Sooner I recover, the sooner I can get on back to the farm. At least the fall seems to have knocked somethin' clear in mah noggin. I ain't hearin' fever voices no more."

Twilight's eyes widened.

"Fever voices? What fever voices?" she said sternly. Applejack frowned.

"Aw shoot. Didn't mean to let that slip. Ain't nothin' to fret over, Twi. Just had me some kinda bad bug recently. Was makin' me hear things in mah head. It's okay, though, really. It's gone now, so except fer the lumps I got from the fall I guess that means I'm all better. Ain't no silly virus gonna whip me." Twilight bit down on her lip. Whatever this voice had been, there was no way it was from a fever.

"Applejack, what was it saying?! Did it tell you anything that stood out as strange?!" Despite how frantic Twilight looked, Applejack could only sigh.

"Sorry, sugarcube, but everythin's a blur right now. Don't reckon you got some kinda magic spell that will jog mah memory, do ya?"

Twilight had no such spell. However, Applejack had given her an idea. Smiling sadly to her friend, she magically levitated Applejack's

bedsheets up to her neck and fluffed her pillow. It was all she could do for her right now.

“I’ll be back, Applejack. I promise.”

“Aw, yer leavin’ already?” said the orange pony with disappointment. Twilight hated to leave her, but she had no choice. Time was not on her side. With a sad smile offered to Applejack, Twilight left the clinic.

Zecora had grown used to being the one Twilight went to when she could not solve a problem by herself. While at times it could be inconvenient, she did find it somewhat flattering. She may have chosen to live out in the Everfree because she enjoyed her privacy, but Twilight’s visits did have a tendency to liven up an ordinary day. Thus, when the unicorn showed up, asking if Zecora had any natural solutions for boosting a pony’s memory, the zebra was happy to oblige.

“I can help your friend with a home remedy. One sip and she’ll have back her memory” she told Twilight with a smile. Twilight beamed, having to restrain the urge to hug the zebra.

“Oh, thank you Zecora! You don’t know how much this will help me! Let’s get to brewing and get a cup of that memory juice to go because I don’t have a whole lot of time!” Zecora frowned as she began to gather herbs and leaves scattered around her hut in various clay jars, dumping them one after another into the cauldron she kept in the middle of the room. Recognizing her own rudeness, Twilight laid her ears back sheepishly.

“I’m sorry” she said with a soft, submissive tone. “I don’t mean to be ungrateful. It’s just that you have no idea just how important it is that Applejack remembers what happened before she fell off the roof. It’s crucial that I get this back to her as fast as possible.”

“To bring back lost memory takes no regular brew. I will have it ready in four hours for you” remarked Zecora before taking a large wooden spoon in her mouth and dipping it into the cauldron, stirring it with a gentle rhythm. It was now Twilight’s turn to frown.

“Four hours?! It really takes THAT long? I can’t afford to sit around, Zecora! Isn’t there any way it could be ready faster?” Zecora chuckled. If Twilight Sparkle of all ponies was being so impatient than it must have been quite important indeed.

“This brew is complex and must be handled with care. If it isn’t done right it won’t help that poor mare.”

Twilight sighed, cursing herself for oversleeping so long. If Spike had been around she would have woken up on time. There had to be SOMETHING she could do while the remedy was being prepared? The longer she sat around, the more likely the Elements of Chaos were being used for something nefarious! She still wasn’t completely positive that they were being used at all, but they were the best explanation she had and one way or another her friends were all being targeted one by one.

Applejack would clear up everything. Twilight was confident of that. Once she had her memory back and filled in the blanks for Twilight, the unicorn could write a proper report to give the princess full disclosure of the situation, whatever it truly was. Seeing that she’d broken Equestrian law to get the information she had now, it could become the last letter she would ever write. She had to make it as detailed as possible, and without Spike she needed another way to deliver it as fast as possible to make up for the time lost sleeping and preparing the remedy.

Twilight suddenly got another idea.

Rainbow Dash was no master craftspony, but she was fairly proud of the stage she’d managed to whip up outside of Ponyville in her spare time.

Oh sure, it wasn't really full-sized and the boards were uneven and it had some nails sticking out of it, but she liked to think it was made with love.

And fireworks.

Love and fireworks, mostly. She planned on spending most of the show in the air anyway, and had spent the bulk of her time practicing new tricks in secret. The stage was just for the grand finale. Once it was all done it would show that stupid jerk face Pinkie Pie a thing or two. She'd see just how well her ex-friend Rainbow Dash was going, realize she made a huge mistake, and beg to be taken back. It had to work, because no way was Dash going to grovel to her a second time! Just thinking about the way she'd been so harshly rejected still made her growl as she shoved some more fireworks into a large hole she'd found on her stage. She didn't know why other ponies had to go to some kind of school to learn pyrotechnics. It was the easiest thing in the world.

"Rainbow Dash!"

The pegasus looked over her shoulder, seeing Twilight Sparkle making a slow landing in her hot air balloon. What was she doing this far out of Ponyville? She had gotten the occasional visit from everypony except Pinkie Pie after deciding to put this show together, but after a few days they had decided they'd had enough of Dash's attitude for a while. It was okay. At least they didn't remember her as a crying, broken wreck anymore. Once she got back Pinkie Pie and hopefully got a little Wonderbolt attention in the process, everything would be gravy.

"Hey, Twi. Sup?" said Rainbow Dash with a cocky tone as she turned to face Twilight and leaned against her stage. It caved in slightly under her weight. She played it off as nothing. Twilight Sparkle groaned, having little patience for the new Dash right now. She hopped out of her balloon and stared her friend right in the eyes.

"Rainbow Dash! Have you been hearing voices in your head?!"

Caught off guard, Rainbow Dash dropped her facade, looking away from Twilight.

“Come on, Twilight, that’s just weird. What kind of cuckoo pony hears voices? That’s crazy.” Twilight could tell just by looking at her friend that she was lying to save face.

“Give it up, Rainbow Dash” ordered Twilight. Rainbow Dash made a disgusted face and threw up her front hooves, flapping her wings so she wouldn’t suddenly fall over.

“Ugh! Fine! I had a magic rock slug in my ear, okay!? It’s not a big deal! It’s gone now! I bathed like ten times after it left! Can we just drop it?!” Rainbow Dash was looking highly embarrassed, but Twilight Sparkle only looked confused.

“Wait...rock slug?” Twilight asked. Rainbow Dash set her hooves back down and nodded weakly. “And did this rock slug tell you to do all this? Did this rock slug heal you after you got yourself hurt?” Rainbow Dash nodded again. Twilight’s face hardened with determination. “Rainbow Dash! You need to stop worrying about this show of yours and come with me! It’s very important!”

“This is important too, Twilight!” said Rainbow Dash in an offended tone. “You think I’m just out here doing this for fun? I’ve been busting my flank putting all of this on to woo Pinkie Pie back to Ponyville! If there’s one thing about Pinkie I know, it’s that she loves a good spectacle, and this is gonna be so awesome that she’ll be sorry she ever left!” The pegasus turned away from Twilight Sparkle, who gave an exhausted sigh.

“Rainbow Dash, you’ve been out here doing this for way too long. Do you really think this ridiculous plan is going to work? Why couldn’t you just go TALK to her?” posed Twilight. Rainbow Dash scoffed at the idea.

“I tried that once, remember? I didn’t want you all to know what she said because it was so harsh! She said we weren’t even friends anymore! She said she’d rather hang around with her rocks! You think I wouldn’t go talk to her if I thought it would work!? You think I’d be doing all THIS!?” Rainbow Dash kicked one of her hind legs back against her stage. The wood broke open around her hoof, leaving a large hole. She could only make another disgusted face. “It’s all I know how to do, Twilight...just weather and tricks. I tried getting Pinkie Pie back with words. Since I already know messing with the weather won’t change anything...this is all I’ve got left, alright? It has to be perfect! It has to impress her so she’ll want to be friends again!” Rainbow Dash closed her eyes and grit her teeth, struggling to avoid letting her heartbreak show. “I just want things to be like they used to be...You guys might all be fine with just letting her leave, but I’m not!”

“Dash...” said a sympathetic Twilight. She had so much to tell her and wasn’t even sure where to start. “Applejack is in the hospital. She fell off of her barn roof.” The pegasus gasped and whipped around to face Twilight.

“AJ?! Oh no! Is she alright?!”

“She’s awake” said Twilight gently, “but I don’t think this was an accident. I think somepony used dark magic to make her fall...the same dark magic that healed you up, then sent you all the way out here. Maybe it even turned Pinkie Pie into what she is now.” Rainbow Dash was silent for a long time, then slowly sat down, giving Twilight her full attention.

“You mean to tell me I wasn’t the only one who had a rock slug?”

“I don’t think we’re dealing with slugs at all, Rainbow Dash.”

Twilight sat down too. She and Rainbow Dash had much to discuss until the remedy was ready.

“Well? What could possibly be so important that you came all the way out here to disturb the Great and Powerful Trixie while she was trying to sleep?”

Noctis couldn't help but find this silly blue unicorn rather amusing. She was a bit like a circus clown.

“It's not even that late, is it? Or is your life so meaningless now that you simply decide to surrender as soon as the sun goes down? I saw your posters in Manehattan and thought I'd come see The Great and Powerful Trixie for myself but I have to say you aren't looking much like a Great and Powerful anything. The feature did not live up to the previews” quipped Noctis sarcastically with Rarity's voice. Trixie leaned in and narrowed her eyes.

“Wait a minute! I know you! You're one of those Ponyville ponies, aren't you!? What do you want?! Did you come all this way to laugh at Trixie? Did you take a vacation just so you could rub salt into Trixie's wounds?!” Noctis kept smiling. This unicorn had all kinds of baggage to exploit.

“*Not quite*” replied Noctis, who allowed its true voice to seep through and blend with Rarity's. Trixie yelped and backed up, startled by the sound of otherworldly power in the other unicorn's speech.

“What is this? Some kind of trick? Well Trixie sees through your ruse!” she exclaimed, focusing magic into her horn to slam the door shut. Noctis beat her to the punch, sending a glow through Rarity's horn that overpowered Trixie's spell, tearing the rickety door off of its hinges entirely and throwing it into Trixie's broken down shack filled with busted up furniture. Trixie yelped again at the crash, but immediately put on an angry face to make up for it while Noctis stepped inside..

“You dare to invade Trixie’s home?!” challenged the unicorn magician. Her horn began to glow a second time. Noctis sighed and waved one of Rarity’s hooves nonchalantly at Trixie. A wide, paper-thin black shadow came into being above Trixie’s head, wrapping itself around her horn several times to quell whatever spell she was about to attempt.

“I am not here to add to your suffering, Trixie. I am here to make you an offer.”

Trixie was tense with fear. She knew for a fact that this prissy unicorn’s magic was inferior to her own. She’d proven as much the last time she was in Ponyville. Whatever was talking to her now may have had the same body, but it was not the same pony.

“What kind of offer?” she asked in a wary tone. Noctis did not answer right away, trotting Rarity’s body around the sad little house and occasionally giving the dilapidated furniture a light tap with Rarity’s hoof.

“It’s unfortunate, really. You were once the Great and Powerful Trixie. You had ponies slack-jawed in amazement with your feats of magic. Look at you now. Look at what you’ve been reduced to. You’re living in a shed.”

“It’s NOT a shed!” shouted Trixie, who had probably heard that several times if one went by how sore she became at the misconception. “I used to have a very nice caravan! It converted into a magnificent stage unlike any you’ve ever seen! The only reason I don’t have it now is because it was stepped on by an Ursa! An Ursa, might I add, that was led into a populated town by two IDIOTS!”

“Call it whatever you want, Trixie, but the fact of the matter is that you’ve hit rock bottom. Word travels fast, doesn’t it? After your humiliation in Ponyville your audience just doesn’t respect you the way it used to, does it? You can’t get any shows. Your name has become a joke in itself. I believe the popular nickname for you now is ‘The Nearly Great and Almost

Powerful Trixie' if memory serves." Trixie blushed and looked away from the other unicorn, fuming at the words coming from her mouth. *"And we both know whose fault that is, don't we? We know why no one takes you seriously anymore."* Trixie still could not meet Noctis' stare, but she grit her teeth. She knew exactly who it meant.

"Twilight Sparkle..."

"Twilight...Sparkle...."

Noctis flipped over a dirty plate on the floor with Rarity's hoof. Trixie lived like a pig in here, but ponies who had nothing left to live for tended to become lethargic and apathetic to the standards of good housekeeping. Noctis supposed it could not blame Trixie. This house wouldn't look good no matter what she did to it.

"What if I told you I can give you what you need to be the best again?"

Noctis sensed something from Trixie. She was stone faced, but she was hiding excitement on the inside...it could tell somehow. Noctis was beginning to think that absorbing the gems had given it the power to feel a pony's heart without even taking it as a host first. Unfortunately, it still could not read her thoughts from the outside, and thus had to speak up after a period of silence.

"Well?"

"And just what do you get out of this?" said a dubious Trixie. Noctis chuckled. This one wasn't as dumb as she looked.

"Let's just say I have certain...aspirations that Twilight Sparkle poses a threat to. She's annoyingly perceptive, and thanks to recent events I have to assume that she already knows too much. That's why I'll need your help to ensure she won't become a problem. I am willing to give you

power beyond any unicorn. Help me achieve my goal and I will allow you to keep it.” Trixie huffed.

“If you’re so magical then why do you need Trixie’s help, hm?”

Noctis knew why Trixie’s help was necessary. The Element of Magic remained untainted and at full power, and even without the other five elements it was still extremely dangerous. Twilight Sparkle was on her guard now. She was too smart not to notice a pattern, and Rarity’s magic was too weak to take Twilight by force. With the dark gems together as one Rarity may have been superior to Twilight under normal circumstances, but said gems were still atrophied and at only a fraction of their full potential. If the Element of Magic awakened during a struggle it would be disastrous.

On top of that, there was also the possibility that Celestia knew something by now, and walking around in the open was becoming far too risky. Noctis had been forced into making a bold move thanks to Applejack’s stubbornness, and afterwards Spike had been sent to watch Rarity because Twilight suspected something amiss. If she had also resorted to getting the princess directly involved, then operating in broad daylight would be too dangerous. Noctis needed eyes and ears, as well as someone to confront Twilight on its behalf, someone who wouldn’t disturb the ancient force slumbering inside of her or garner Celestia’s notice until it was already too late. Trixie didn’t need to know all that, though.

“I’m going to need lots of help for what I have planned” answered Noctis, which was a partial truth. *“I can’t waste all night talking to you, Trixie. There are other places I need to get to, and quickly. Big changes are coming to Equestria, Trixie, and I’m offering you a chance to get on the winning team. You can join me and become the greatest unicorn in all of Equestria. You can have entire cities staring at you in reverence of your magic...or you can stay here in your tool shed, so pathetic that ponies cannot even speak your name without laughing.”*

Trixie was silent for a long time. Slowly she stepped across the room, carefully maneuvering her hooves around clutter and trash she had never bothered to clean up because there had been no point in trying to pretend her life had any meaning. She stopped at a wooden coat hanger in the corner which actually did not have any coats on it at all. Instead, there hung a pointed purple hat covered in blue and yellow stars and a matching cape. She closed her eyes, levitating the hat onto her head and the cape onto her back. Turning her head to Noctis, her eyes opened in a determined glare.

“The Great and Powerful Trixie is ready to make an encore performance.”

Noctis grinned savagely and lowered Rarity’s head, pointing her horn at Trixie as it began to glow.

“You might want to bite down on something” noted Noctis in Rarity’s lovely voice. “This is probably going to hurt a lot...”

“So why exactly are we waiting for AJ on this one?” asked Rainbow Dash as she touched down outside the clinic where Twilight Sparkle waited with saddle bags full of blank scrolls, ink, and a quill. The pegasus herself had a rope around her neck that was tied to a small bottle of what could only be the memory remedy. Sending Dash to pick it up and bring it to the clinic had been a wise move, as she could cover ground much more quickly than Twilight could hope to. “Why not just have me fly a letter over to Canterlot right now?” Twilight knowingly tapped a hoof against her head.

“Unfortunately, without Spike we can’t get a letter to Celestia instantly, and I happen to know that unless it’s delivered by magic, any letter sent to royalty is treated as non-critical correspondence and put into a pile that Celestia reads every afternoon during lunch and every night before bed. She likes to relax by hearing from her subjects and it also helps her know what to put on her agenda.

“Celestia reads her mail in the evening at around 11 P.M., so we should still have plenty of time to get the full story from Applejack, write it all down, and have you rush it to the royal palace at top speed before Celestia settles in to read it.” Twilight Sparkle beamed. Even though things were bad and she still worried about Rarity, it would only be a few short hours before Princess Celestia herself swooped in and made this all better. Rainbow Dash pulled her head back with a mildly disturbed look on her face.

“You know all that about what the princess does all day? Do you go through her trash or something?” she asked. Twilight lowered her ears, staring at Rainbow Dash through half-lidded eyes.

“Ha ha. Very funny. Just be glad I know this, Rainbow Dash.” said Twilight with a flat voice. Dash only shrugged and walked inside the clinic. The unicorn followed her inside and all the way to Applejack’s room. The earth pony was sitting up in her bed and staring out of the window, looking quite bored until her friends came in. She looked over and smiled to them, seeming to be in better shape than she was when Twilight last visited.

“Twi! Ya came back! Just like ya said! That’s awful sweet of ya. And look who you got with ya! Rainbow Dash herself, huh? Finally come down from yer pedestal to pay a visit to us common, not-so-awesome ponies?” Rainbow Dash could only grimace and shift her eyes away from Applejack. The earth pony chuckled. “Aw come on, Dash. I’m only foolin’ with ya. I’m glad to see you too. What’s that ya got around yer neck there? Some kinda energy drink?”

“Energy for the brain, perhaps” noted Twilight as she delicately levitated the bottle from around Dash’s neck and floated it over to Applejack, who carefully cradled it in her front hooves and sniffed its contents.

“Sure don’t smell like no energy drink. Y’all expect me to drink this?” she asked with distaste.

“Please, Applejack” implored Twilight. “This drink will help you get back those hours you lost around the time of your accident. It’s very important, dare I say it’s critically important that you get those memories back! Rarity’s safety could depend on it!”

Applejack’s face turned serious. Rarity may not have always been her favorite pony to be around, but they were still friends and if she was in some kind of trouble, then Applejack was going to do something about it. She immediately took the bottle between her teeth and tilted her head back to let the contents slide down her throat. Once the bottle was empty she dropped it into her lap and smacked her lips.

“Tastes better’n it smells, at least. I dunno what’s goin’ on here, Twilight, but if Rarity’s in some kinda trouble I ain’t about to sit in here like a bump on a log.” Applejack kicked off her bedsheets, leaning to her right side to grab her hat from the bedrail it was hanging on and flip it up onto her head. Twilight Sparkle seemed concerned, and she considered protesting when Applejack climbed out of her bed and stood on bruised, bandaged legs. Ultimately, the unicorn said nothing. She knew that Applejack was in a state of mind where she would not be swayed by anything.

“So when’s this stuff kick in?” asked an impatient Rainbow Dash. Twilight was just about to tell her that it was supposed to be fast acting when Applejack proved the point for her by groaning and dropping onto her knees on the floor. Twilight and Rainbow Dash gasped, and the pegasus immediately began to panic. “Oh man! We just poisoned her, didn’t we!? Zecora messed something up in the mix and we all accidentally poisoned Applejack! NURSE! NURSE, GET IN HERE!”

“Applejack?!” said a scared Twilight as she leaned in to gauge Applejack’s face. The earth pony put her head against the floor, clenching

her teeth and crying out in apparent agony. Her hooves held onto her hat, her teeth were grinding.

“Rrrrgh! It...it’s doin’ something to mah noggin!”

The nurse pony quickly ran in. Finding Applejack out of bed, she cried out in alarm and immediately pushed past Twilight, leaning down to gently nudge Applejack onto her feet. Halfway up, Applejack put her hoof on the nurse pony’s shoulder, gently pushing her back. She raised her head, a harsh glare in her eyes beneath the brim of her hat. Rainbow Dash gulped.

“AJ? Are you okay?” asked the pegasus with a wavering voice.

“Did it work?” asked Twilight. Applejack gave the slightest of nods to answer both questions. Twilight leaned in close. “What do you remember?”

“Everythin’...”

“Trying to overthrow the princess, huh? Sounds pretty hardcore.”

Noctis curiously watched the griffin who sat at the entrance to the mountain cave, coolly nibbling on her pinkie claw. She hadn’t been at the house Rainbow Dash’s memories pointed to, so it had to sneak around at her favorite places to loiter one by one before finally finding her on the third try. It came as no surprise that a bad girl like Gilda would be hanging around someplace dark and desolate.

“That’s right, Gilda. I’m giving you the chance of a lifetime. Aid me in my revolution and you will be made the most powerful griffin in the world. You can do anything you want at anytime you like to anyone you wish. Think about it, Gilda. Complete freedom and ultimate power. I can even grant you magic. You’ll be the only griffin in history to possess it.” Noctis

smirked. *"Pretty cool, right?"* Gilda tilted her head to side, shifting her eyes away from the unicorn in front of her with disinterest. Even if she had a creepy voice, Gilda wasn't buying it.

"Yeah, sure. That'd be pretty cool if I was a sucker. I dunno what you really are but there is no way you can knock Celestia off the throne. She's been there for 1000 years and that's not about to change." Gilda leaned in, sneering right at the unicorn's face. "I'm not about to go down for some wacko who thinks he's actually bad enough to take on the princess. So why don't you get lost, dweeb?!" For good measure, Gilda lifted up her talons and flicked Rarity's nose. Noctis glared hatefully at Gilda. If it wasn't in such desperate need for allies it would have ended her right then and there. Instead, it would have to settle for teaching her a lesson in respect.

Rarity's horn shone, and a black abyss opened up beneath Gilda's feet. Looking down, a startled look came over the griffin's face as she flapped her wings to escape the black pit.

"Whoa, what the heck do you think you're doing?!"

Gilda tried to fly away from the cave entirely, but before she could get far infernal chains whipped out of the void, wrapping around the griffin's body and neck to yank her back onto the tainted ground. Gilda landed with a hard grunt, gasping in panic as the chains continued to bind her feet and wings, rendering her totally helpless. As she desperately struggled the abyss widened all around her, thick dark spikes slowly beginning to rise from its edges and extend themselves diagonally inward all around Gilda, coming ever closer to her flesh with every second.

"I DID NOT COME ALL THE WAY TO GRIFFIN LAND TO BE DISRESPECTED BY THE LIKES OF YOU! YOU WILL KNOW YOUR PLACE OR I SHALL TEACH IT TO YOU IN THE LAST, AGONIZING LESSON YOU WILL EVER LEARN!!!" roared Noctis as it stepped closer, leaning over the black pool to look angrily upon the griffin. The spike

directly in front of Gilda juttred forward past the others, pressing itself threateningly against her chest. She was terrified. Noctis could actually feel the fear in her heart. Even if it couldn't, the look on her face more than gave it away.

“Okay! Okay! Look, I'm sorry! Just be cool, alright?! Don't go crazy! We got off on the wrong foot, okay!? Can we just start over?! Please?! I won't mess with you again! Just chill out, man! Don't hurt me!”

Satisfied, Noctis released the magic in Rarity's horn. The dark deathtrap wafted away in a black mist as if it had never been solid at all. Gilda immediately hunched forward and began to hyperventilate, gently caressing her neck in her claws.

“Wha...what was that?! You're not just blowing smoke when you're talking about knocking over Celestia, are you!?”

“That's right, I'm not. Are you in?” As Noctis watched, Gilda began to lose her tough facade, slowly backing into the cave.

“I dunno man, this is pretty heavy. I mean I like breaking the rules as much as the next guy but this is huge. You're not talking about pranking losers or shoplifting from some lame store. You're talking about taking over Equestria! Seriously, dude, I think this might be out of my league...” Noctis softened the expression on Rarity's face, speaking in a gentle tone.

“Now don't say that. I can offer you more than just power and freedom from rules. This is also your chance to get back at Rainbow Dash for abandoning you. Wouldn't you like that?” Noctis purred to Gilda. The griffin froze. She didn't know how this guy knew about Rainbow Dash, but after what she'd just witnessed she wouldn't be surprised by much else.

“Psh...Rainbow Dash. What do I care about her? If she wants to hang out with a bunch of dorks instead of me then I'm better off without

her” said Gilda with a sneer. Noctis knew that she was lying. It could feel her anxiety.

“Better off? I suppose it’s just as well. She said the same thing about you.”

Gilda paused.

“What?” she asked, genuinely curious. Noctis smiled and casually waved a hoof.

“Oh, you know. Just the usual stuff. This body I’m using right now is one of those very dorks that Rainbow Dash prefers over you, so I’ve seen the way they talk about you. Often when they get together they like to recall the story of how ‘that Gilda loser’ got chased out of her own welcome party. They laugh at it every time, so I dare say Rainbow Dash has no affection for you at all anymore. In fact, she seems to be glad to have gotten rid of you. That’s not a big deal, though. I’m sure you’ve talked about Rainbow Dash behind her back plenty of times to your new friends.”

Gilda was silent for a long time. Noctis could feel her heart break, followed by an intense loneliness. She had no other friends, just as it had suspected.

“Laugh at me, huh?” hissed Gilda quietly. “I gave her plenty of time to change her mind and come back to me, and instead she’s sitting around with those lame-oid ponies and laughing at me behind my back!?” Gilda growled in anger and pounded a fist against the cave wall. “She thinks I’m gonna take that lying down?! She thinks she can just drop me for those dweebs and then laugh about it?! She thinks it’s funny that I’ve got nothing now!? She doesn’t know what it’s been like for me! SHE DOESN’T KNOW ANYTHING!”

“And what are you going to do about it?”

“Oh, I’ll give her something to laugh about! I’ll give them all something to laugh about! I’ll make them sorry!”

“And the princess?”

“She’s going down! We’ll see how funny Rainbow Dash thinks I am then!”

“Oh man...this is bad. This is really bad!” said Twilight in a panic as she hastily wrote her letter outside the clinic. Applejack had checked herself out despite protests from the nurse so that she could join Rainbow Dash and Twilight Sparkle outdoors. “I had no idea how far this went! I thought maybe some evil-minded pony had dug up an element or two and was using them against us! At worst, I thought maybe it was some kind of weird cult! I didn’t think the Element of Darkness ITSELF was a living thing responsible for all of this on its own! I didn’t know it was actually going after Celestia!” Twilight had to force herself not to shake the quill so hard that its writing became illegible.

“How do we know for sure it’s after Celestia?” offered Rainbow Dash weakly, sounding like not even she believed herself.

“What ELSE would the Element of Darkness be trying to do!?” said a terrified Twilight as she moved on to the next page of her letter. “Applejack said it claimed to be directly related to Nightmare Moon! Celestia would be its worst enemy!” Applejack nodded solemnly. Twilight gasped, momentarily dropping her quill onto the grass. “What if it’s trying to reconnect with the other elements?! The book said if they all came together the entire world could come to an end!” She levitated her quill again and resumed writing, hyperventilating from fear. “Oh man, I’m so stupid! I should have said something to the princess sooner!”

“Wait a minute” interjected Rainbow Dash. “You mean she doesn’t know ANYTHING? You never told her a single word in all this time?! Why

the heck not?!” Twilight cringed. She didn’t need Dash to tell her that it was a mistake.

“I didn’t know! Until I broke into the restricted section and read that book I thought that maybe it would turn out to be something us normal ponies could handle ourselves without involving the highest authority in all of Equestria! It’s not like we can bother Celestia for every problem we have!” Twilight moved on to the third page, hastily dipping her quill in the levitating ink fountain.

“Well then why didn’t ya tell her after ya found out while you were already at Canterlot?!” asked Applejack, who moaned and held her aching head after raising her voice.

“Do you know how hard it is to get a face-to-face meeting with Princess Celestia if she isn’t expecting you!? Not even I can just waltz into the royal bedchambers whenever I want! I didn’t have time to talk my way past that many guards! Rarity was at risk! I was just going to find Rarity to make sure she was safe, then have Spike use his magic fire to send Celestia a warning! It was supposed to be faster! I didn’t think Spike would be GONE when I got back!”

“Okay, fine, but why did you have to break into that library in the first place?” wondered Rainbow Dash. “Wouldn’t it have been easier to just ASK Celestia if you could go in? I mean she’s always been pretty cool to you, right? And maybe she could have been helping us right now!” Twilight Sparkle laughed sarcastically.

“Ha ha! Sure, Rainbow Dash. What was I supposed to say, huh? Duhhh, hey there Princess Celestia! My friends have been actin’ kinda weird and a couple of them had accidents and maybe it’s nothing, but would you mind lettin’ me into the most forbidden library in all of Equestria so I could learn about evil mind control magic? I promise it’s just for research purposes” said Twilight in a goofy, mocking voice.

“YES!” shouted Applejack, ignoring her throbbing head. “Dang it, Twi, why can’t ya just talk to Celestia like a normal pony?! Why are ya still so afraid of what she’ll think of ya!?”

“Because she’s NOT a normal pony, Applejack!” argued Twilight as she hastily used magic to levitate an envelope out of her bag and stuff her letter into it. “She’s more than just my teacher! She’s—”

“She’s yer friend!” interrupted Applejack. “At least she tries to be! So why don’t ya ever trust her?!” Twilight stopped in her tracks, dropping her letter onto the ground. Applejack put her hoof on it to ensure it wouldn’t blow away in the wind. Twilight looked down at the dirt as the realization hit her. Applejack was right.

Celestia was perhaps the kindest, most merciful pony in all of Equestria, and she did want to be Twilight’s friend. Why DIDN’T Twilight trust her? Why did Twilight always fear the worst kinds of punishment from Celestia for making a mistake? Why did she keep allowing herself to think that Celestia would be so cold as to stop loving her for every infraction? Why did she keep so many secrets from her? Twilight had always revered Celestia as a teacher and as a princess, but she had perhaps not ever been fair to her as a friend. Underneath all the magic and royalty and even her 1000 years of experience and wisdom, Celestia was still a pony. Twilight had forgotten that for too long, and now it might have hurt her friends.

The unicorn trembled as her eyes closed. She could feel hot tears of shame beginning to dampen her cheeks. She could have done something. Rarity and Spike might not have been missing right now if Twilight hadn’t been too intimidated by the princess to just be honest with her instead of sneaking around behind her back. Twilight felt sick. Her legs wobbled, and she abruptly fell into Applejack for support as she began to openly weep.

"I'm so sorry!" she sobbed "I'm so sorry I let my silly fears put Rarity and Spike in danger! I swear I didn't mean to hurt anypony! I didn't mean for all of this! I was just scared, Applejack! I just didn't want the princess to be ashamed of me for learning dark magic! What have I done?! I'll never forgive myself!" Applejack was surprised, but gently shushed Twilight and reached a hoof around the tearful unicorn to rub her back.

"Shhh. S'alright there, Twi...What's done is done. We can't go fallin' apart now. We still need ya. Rarity and Spike still need ya. You gotta hang tough, Twilight Sparkle. We're with ya all the way." Rainbow Dash loudly cleared her throat.

"AHEM! Look, we can all agree that Twilight screwed up." Applejack glared at Rainbow Dash. She wasn't helping. Rainbow Dash ignored it and continued. "But we're wasting time here! Give me the letter already so I can fly to Canterlot!" Twilight pulled away from Applejack and nodded through her tears, levitating her saddle bag off of herself and onto Rainbow Dash. She then levitated the letter out from under Applejack's hoof and into the bag. The pegasus offered a smile and a salute to Twilight in her own attempt to cheer her up.

"Don't worry, Twilight. Junior Flight Champion right here, remember? I'll get that letter to the princess so fast she won't even know what hit her." Twilight smiled and dried her eyes, comforted by her friend's promise. Rainbow Dash flapped her wings, lifting herself off of the ground. After a cocky chuckle, she took off in a blur. Twilight leaned against Applejack, who put a leg around the unicorn's shoulder and pointed the other one up at the rainbow streak in the sky as it blazed toward Canterlot.

"See that, Twi? It ain't too late. Dash'll get the princess to help us lickety split. It's all gonna be okay now." Twilight sighed heavily in relief.

"Yeah...it's all gonna be okay."

The rainbow streak stopped suddenly as it reached the edge of Ponyville. Applejack and Twilight looked on, confused. Without warning, the speck that was Rainbow Dash began to plummet down to the ground, too fast for a mere fall. Something was pulling her.

“What’s going on!?” exclaimed Twilight. Applejack stomped a hoof in frustration.

“Dang it...! Why can’t anythin’ be simple anymore...! Come on, Twi! We gotta get over there!”

The underground caves bustled perpetually with the activity of the creatures that lived in it. Down in the rocky pit, dozens of canines furiously dug at the rock and soil, greedily pursuing the precious gems that permeated it. From the cliff that overlooked the scene, Noctis looked on with disgust. These creatures were some of the most unpleasant in all of Equestria. They were dirty, they smelled, and they were stupid. However, they were also very numerous and easy to manipulate, advantages not to be taken lightly. They were so obsessed with their digging that not a single one of them even seemed to notice Noctis standing directly above them. Thus, Noctis cleared Rarity’s throat and shouted at the top of Rarity’s lungs.

“DIAMOND DOGS!”

The dogs immediately stopped their dig, turning their heads as a collective to discover Rarity perched high above them. Three of the dogs immediately began to panic. Noctis recognized them from Rarity’s memories. The one with the scrunched face, pointed ears, and red vest seemed to be the leader. At least, the other dogs did things when it told them to, which was close enough to pass for leadership down here.

“No! NO! It is her! The whining one! She has returned! Just as the prophecy foretold!” said the red-vested Alpha dog as it pointed up to her.

Noctis made a face. A second, larger grey dog with drooping ears took note of the look of disbelief Rarity was giving them.

“We didn’t say it was an old prophecy! It was told by that guy, right over there!” the grey dog, probably the Beta, protested as it pointed out into the crowd of mostly identical brown, gorilla-like dogs in metal armor and helmets.

“Yup” spoke up one of the homogeneous armored dogs. “I told you she’d come back.”

Noctis put Rarity’s face into her hoof. These dogs were even dumber than it had realized. Recruiting them would either be the easiest or the hardest thing it did today. Noctis hadn’t figured out yet which it would be.

“Just leave us alone!” shouted a third, small brown dog with jowls. Judging from its size, Noctis believed this one to be the Omega. “We let you go with all our gems!” he continued to protest. “Just go away! Please! Take your whining someplace else!” Noctis let out a deep sigh, its true voice melding with Rarity’s once more.

“Fear not, dogs! Behold! I am Noctis! I have silenced the dreaded whining one and taken her body as my own, and now I come to offer you glory!”

The dogs jumped back slightly at the sound of Noctis’ voice, but then all began to look back and forth at each other, scratching their heads and shrugging. They had no idea what Noctis was getting at.

“Why do you stay down here in these wretched caves, tirelessly digging for gems day in and day out?” continued Noctis.

“Gems are shiny and precious!” shouted one of the dogs below. Noctis ignored it.

“Why do you allow yourselves to slave away for your gems while the ponies of the surface live simple, carefree lives?! You are dogs! You are the ones who should be living in luxury while the ponies pull your carts and dig your holes! Why must YOU do all the work?” The dogs started to murmur to each other in confusion, apparently having never considered that. *“Idiots...”* mumbled Noctis under its breath before speaking up again.

“Every day those ponies mock your existence by forcing you to remain down here in squalor while they live in the sun! They care nothing for the filth you must be surrounded by every day as they relax in their comfortable houses!” The dogs began to murmur a little more angrily. They’d never had a problem with living underground before, but when Noctis put it like that it actually sounded pretty bad.

“The lazy ponies have been raiding YOUR gems and ignoring YOUR plight for long enough! I say it is time to reclaim the surface! It is time to take what the ponies have been selfishly keeping to themselves for generations! IT IS TIME TO SHOW THEM THAT YOU ARE NOT SCARED MICE, BUT PROUD DOGS!”

“That’s right!” shouted the Alpha dog angrily, pointing a dirty finger up at Noctis in Rarity’s body while the rest of the dogs growled. “GET HER!”

“NOT ME, YOU IMBECILES!!!”

The dogs cowered and whimpered when Noctis roared with a voice that was downright demonic.

“The other ponies! On the surface! In Ponyville!”

Finally getting the idea, the dogs howled one after another to express their approval. Noctis sighed in exasperation. It was about time it got through their thick skulls.

“Now that’s what I like to see. Prepare your warriors and await my command!” As the dogs began to scramble, Noctis surged magic through Rarity’s horn, blinking her out of existence in a bright flash and then back into existence at the bottom of the quarry in front of the Alpha, Beta, and Omega dogs. They were about to run off to join the others, but Noctis stopped them by holding out a hoof.

“Hang on. I want you three to come with me.” The dogs watched as Noctis turned away. Rarity’s horn glowed, the air before them seeming to stretch apart in two directions until it ripped open to reveal a swirling black void. The dogs trembled in fear before the phenomenon, but when Noctis jerked Rarity’s head toward the portal they found themselves more afraid of the void’s conjurer than the void itself. They chuckled nervously and stepped through one after another. Noctis followed behind them as the portal began to close.

“Applejack! Are you okay?”

As she ran, Twilight gave her friend a concerned look. Applejack had just gotten out of the infirmary, and running halfway across Ponyville was a lot of stress to put on her still healing body. The earth pony had looked somewhat dazed and weak as she kept pace beside Twilight.

“I’m fine, sugarcube...Just wasn’t expectin’ to be doin’ this much runnin’ right after I got back on mah feet. Don’t worry about me. We gotta catch up to—”

“Rainbow Dash!” interrupted Twilight as she came to a sudden stop. Applejack stopped too, panting from exhaustion. A fearful look was on Twilight’s face as she witnessed the scene before her. Rainbow Dash was covered in a black glow that seemed to weigh her down so much that she could barely even lift her head from the ground, though that didn’t stop her from trying, grunting loudly from the strain. Standing behind the helpless

pegasus was a face that Twilight had never thought she'd actually see up close again.

"Trixie!" yelled Twilight. "What have you done!? Let go of my friend!" she ordered. Trixie huffed and did no such thing.

"Where the hay did you come from?!" said a frustrated Applejack. Trixie had shown up at the worst possible time to settle a case of sour apples. Everything was ruined now thanks to her stupid pride.

"Oh, just a little place called Manehattan" said Trixie, acting nonchalant. "The Great and Powerful Trixie got here to Ponyville in a matter of seconds to search for you, Twilight Sparkle. Do you know how Trixie did that? It's called a portal spell. Can you do that, Twilight Sparkle? No? You can't? You know why that is? *Because I'm better than you.*" Twilight's jaw dropped in disbelief.

"Wh...You...You came back here just to prove a point?! Do you have any idea what you've just done by stopping that pegasus!?" screamed Twilight in anger. They were finally going to reach Celestia. Everything would finally have been okay, and then Trixie had to show up out of nowhere and wreck it all over a silly grudge.

"Oh yes. Trixie read your little letter until she got bored of your blathering and burned it up" noted the blue unicorn. "He did warn me to look out for Celestia, but it looks like she still doesn't even know what's going on. That's a good thing. I've been waiting a long time to humiliate you, Twilight Sparkle, and I didn't want to have to delay it even further because the princess was lurking around."

"You danged fool!" exclaimed Applejack. "Yer workin' with that Element of Darkness!? You'd throw Celestia herself under a carriage just to get at Twilight!?" Infuriated at Trixie's audacity, Applejack reared up, then charged at the blue unicorn. Rainbow Dash moaned on the ground, trying to call out to her friend.

“Apple...jack....Wait...!”

“Sit DOWN!!!” barked Trixie, her horn glowing under her hat as her magic engulfed Applejack in the same black field she’d used to trap Rainbow Dash. Suddenly feeling extremely heavy, Applejack tripped over her own hooves and dropped like a stone into the dirt, unable to move. Twilight Sparkle cried out.

“Applejack! Are you okay!? Darn it, Trixie, stop this! This magic is from an Element of Chaos, isn’t it?! That’s evil magic, Trixie! You have to stop using it!”

“Oh, you’d like that, wouldn’t you?” mocked Trixie, pointing her horn at Twilight Sparkle. The purple unicorn was tossed back off of her hooves like a doll, landing several feet away with a painful thud. She could hear her friends trying to call out to her as she struggled to get back onto her feet. Twilight didn’t like to use magic for harmful reasons but she was left with no choice. Her horn began to glow. In front of her, a large chunk of ground tore itself free and levitated in front of her. With a flick of her head the projectile flung itself at Trixie.

Trixie’s horn shone beneath her hat. The ground projectile split itself in two. Trixie confidently walked in between the two halves as they dropped from the air, closing the distance between herself and Twilight Sparkle. Trixie’s horn shone once more. Twilight’s body suddenly became light, hovering above the ground until her hooves could no longer touch the grass. Trixie magically forced Twilight to straighten up vertically as she stood in front of her, glaring up into her eyes.

“You ruined everything, Twilight Sparkle. You ruined my life. After you embarrassed me in front of an entire town I became a laughingstock everywhere I went! No pony wanted to see Trixie perform her magnificent feats! No pony wanted to lavish Trixie with praise or admiration! No, they just wanted to poke fun at Trixie for the one time in her long career of

magic that she couldn't do something!" Twilight's horn started to glow, preparing another spell. Noticing this, Trixie growled and magically turned Twilight upside down, slamming her down against the dirt to jam her horn into it good and deep.

"I'M NOT FINISHED TALKING!" she screamed as Twilight struggled to pull herself free, scraping her hooves against the ground. "Of course I couldn't actually vanquish an Ursa Major! It's called showmanship! You're not supposed to call out a performer on things like that! If a bakery claimed to have the world's best cupcakes would you force them to actually compare it against every other cupcake in the world? No! YOU'RE SUPPOSED TO JUST SIT BACK AND ENJOY IT!" Trixie magically cracked the ground Twilight was stuck in, causing the trapped unicorn to roll backwards as she abruptly pulled herself free.

"Trixie, I'm sorry about what's happened to you, but this has gone too far!" pleaded Twilight as she lay on her back. "You don't know what you're doing! You don't know what's going to happen if the Element of Darkness manages to win! It could spell the end of Equestria! Of the world!" Trixie stepped over and put a hoof onto Twilight Sparkle's chest, holding her down as she leaned in and hissed.

"It is no concern of Trixie's what her benefactor wants to do. All that matters is that Trixie is the most powerful unicorn again. All that matters is that Trixie reclaims the purpose in her life that YOU took away, Twilight Sparkle! Now then, while I would very much like to stick around and humble you further, Twilight Sparkle, the truth is that The Great and Powerful Trixie has certain obligations she has to keep. Besides, I would much rather prove your inferiority during the daytime, when everypony can see it. So listen up, Twilight Sparkle. You and your pathetic friends all listen up because I'm only going to say this once!"

Applejack and Rainbow Dash struggled to crawl toward Twilight. Gaining even a few inches of ground was a physical strain beyond belief while under the influence of Trixie's spell. Twilight narrowed her eyes, but

did not struggle against Trixie. She had a feeling that whatever she was about to say would be significant.

“If you’re looking for these ‘Spike’ and ‘Rarity’ characters, then Trixie can tell you where to find them. They’ll be out at the border of the griffin territories in the north tonight at midnight. Simply follow the trail outside of Ponyville. Trixie strongly advises you to be there on time.” Looking back over her shoulder and noticing Applejack and Rainbow Dash making valiant attempts to reach their friend, Trixie snorted.

“You know what? Trixie does not like the thought of letting your friends run around freely, especially since one of them already tried to involve the princess. So make sure you bring your two stooges with you, Twilight Sparkle. Bring nopony else! And don’t think of trying to have your friend fly another letter to Canterlot! Trixie will be watching the skies, and does not recommend that any of you try to disobey her instructions. She has no desire to harm this Spike or Rarity, but she cannot guarantee her new partner will not feel differently if you upset him.” Twilight’s eyes went wide, but as she began to prepare a spell Trixie blinked out with a flash.

“Are we really doing this?” asked Rainbow Dash as Twilight shoved a second letter into the cross-eyed mailpony’s mouth with her magic. “I mean, we’re relying on the weird mailpony to get this letter to Celestia?” Derpy did not seem to notice the insult whatsoever. She was just there because she had followed the scent of fresh muffins, kindly donated by Mr. and Mrs. Cake, to the outdoor table where Rainbow Dash was blowing the scent out into the breeze with her wings.

“We don’t have a whole lot of choice, Rainbow Dash” said Twilight solemnly. “Fluttershy is too slow and Trixie said she’s going to be watching for you. She could be lying, but we can’t afford to risk it. We have to use somepony she won’t recognize, somepony who can just blend in.” Derpy Hooves reached one of her hooves out for a muffin on the table. Applejack slapped it away.

“Uh uh! First you go deliver that letter. You tell ‘em it’s real important and that it’s from Twilight Sparkle! Make sure they get it to Celestia as fast as possible no matter what kinda ruckus you gotta raise! We ain’t got no more time to wait around! After ya do that, then you can have as many muffins as ya want.”

“Twilight, this is a really bad idea” lamented Rainbow Dash as she watched Derpy fly away with the letter. “Even if she makes it to Canterlot, there’s no guarantee the guards won’t just toss your letter on the pile instead of taking it right to the princess.”

“I know, Rainbow Dash” agreed Twilight. “That’s why the mailpony isn’t my main plan. She’s just a backup in case something goes wrong. I think we can all agree that it’s better for Celestia to get the letter late than never. I have another idea that I’ll tell you about on the way. We need to get moving soon if we’re going to make it to the border in time” she said as she began walking toward Ponyville town limits.

“How do we even know if Spike and Rarity are really there? This could just be a trap” noted Rainbow Dash as she gently hovered overhead.

“Of course it’s a trap” muttered Applejack as she walked along, “but I ain’t about to gamble with Spike or Rarity’s safety. We sure as shoot have no idea where else they could be. ‘Sides...this thing tried to kill mah kin just to get to me...I don’t doubt it would do the same to Spike an’ Rarity just to get to Twilight...” Twilight Sparkle was silent.

“Ugh, this stinks” grumbled Rainbow Dash, folding her forelegs in front of her chest as she flew. “We have no idea what’s gonna be waiting for us there, it’s almost definitely a trap, and Trixie totally kicked all our flanks by HERSELF, so if she’s got friends waiting for us there’s no way we can win a fight! I really hope this plan of yours is a good one, Twilight, because I’m not seeing a lot of bright sides to this.” Twilight Sparkle

stopped momentarily. Her friends stopped with her, realizing that she wished to speak.

“Girls...I am going to do whatever I can to help us, but I can’t promise that any of us will be coming back from this one. If we don’t...I just wanted you to know that I love you all...You and Fluttershy and Rarity and Pinkie Pie...you’ve all been the greatest blessing I’ve ever had in my life. I’m sorry I got you two caught up in this...I’m sorry that we’re all in danger because of me...Whatever happens next, I can at least look back now and know that I could have never asked for friends who were better than you all have been to me...”

Applejack and Rainbow Dash shared a look before they each came to Twilight’s side and gave her a hug. They all held each other and shed a few brief tears of thanks for the times they’d had together up to that night. They held their embrace for as long as they could, but they couldn’t stay there all night so they all eventually pulled away with great reluctance. Twilight took a deep breath in through her nose and out through her mouth.

“Ok...let’s go.”

Chapter 7

Treachery

Princess Luna sat in her bedchambers quietly, lost in thought after coming inside from raising the moon and the stars. She was quite proud of her work and never put forth a half-hearted effort, but tonight it had been hard to think straight. The moon had ended up just as beautiful as always, but she had forgotten some stars here and there for a few minutes before correcting herself. She didn't mean to forget, but something else had been on her mind. Even though any normal pony wouldn't notice, Luna already knew that Celestia would.

Celestia came to see Luna hours later after she'd finished her royal duties for the evening, finding her younger sister leaning over her desk, magically moving the beads on her nearby abacus back and forth out of boredom. Smiling, Celestia sat down beside the moping moon princess.

"You always did love that abacus as a filly" noted Celestia. "Your teachers kept trying to tell you that it wasn't a toy, but that didn't stop you from playing with it like one. You must have driven them crazy. Of course, I know I was certainly not an easy student myself. I used to prank our poor professors all the time." Celestia chuckled gently. Luna gave a weak smile back up to her.

"It was pretty funny that one time when you put those ink drops into Mr. Hoofington's tea and he got a big black moustache while he drank it. He sure was mad when he found out, though...I got in trouble too and all I did was laugh at it." The two princesses shared another brief laugh at the memory before Celestia's face took on a more serious but caring tone. She leaned down close to Luna.

"I noticed that some stars were missing for a little while tonight. Is everything okay, Luna? You know that there are many ponies out there

who look forward to your nights every day, so I know you didn't leave those stars out on purpose."

She was right. Ever since she had been saved by the Elements of Harmony and returned to her duties, Luna had taken her nights much more seriously. Celestia had shown her that much had changed while she'd been away. Equestria had an active nightlife now, and on her most recent birthday Tia had even taken her to Canterlot's most prestigious nightclub as a treat. She couldn't remember the last time she'd been so happy when she saw ponies partying and dancing underneath her moon. There was still one little thing bugging her, though.

"I was just wondering..." Luna began as she continued to play with her abacus beads. "You know the Summer Sun Celebration is coming up, right? A lot of ponies are going to show up to watch you raise the sun." Celestia nodded quietly. "I'm not trying to mess with tradition, but it hasn't been all that long since I came back from..." Luna cleared her throat. Celestia looked away. Neither one of them liked to talk much about the time Luna had spent imprisoned in the moon. "Anyway, I was thinking that maybe now that I've settled back in and returned to my royal duties, we could do the Winter Moon Festival again?"

Celestia smiled to Luna. Just as the Summer Sun Celebration took place on the longest day of the year, the Winter Moon Festival took place on the shortest day. Ponies would come from all over Equestria and watch Luna raise the moon. Celestia had not participated in the festival for the past 1000 years. It hadn't felt right to take away the day that was meant for her sister.

"I think that's a wonderful idea!" said Celestia. Luna stopped playing with her abacus, holding out her hoof.

"Hang on. There's more. See...it's been 1000 years, so a lot of ponies probably don't remember the Winter Moon Festival. I was wondering if maybe just this once, I could...um..." Luna trailed off into mumbling. Celestia blinked.

"Yes? What is it, Luna?"

“Can we start the Summer Sun Celebration early this year so ponies can see me raise the moon before you do the sun? I’m not trying to steal your spotlight or anything, I just thought maybe if they got to see it once they might want to come back for the winter to see it again and....this idea is really stupid when I say it out loud.” Luna sighed. Celestia chuckled warmly.

“That sounds lovely, Luna. I think having you back is reason enough to make this year’s celebration extra special. I’ll bring it up with the festival planners the next time I meet with them to work it in” promised Celestia. Overjoyed, Luna closed her eyes and began to giggle in uncontrollable joy, nuzzling up to her sister.

“Oh thank you, Tia! Thank you thank you thank you!!”

Celestia watched her younger sibling squirm with excitement, amused at the sight. It warmed her heart to see Luna like this. She wanted to give her as many reasons to smile as she could. Maybe if she made Luna happy every day, it would begin to make up for the 1000 years of sorrow she’d inflicted before. Luna got up from her desk, rushing over to a vanity near her bed. Sitting on the stool, she looked into the mirror and gasped.

“Oh my goodness, how long has it been since I’ve seen a stylist?! My mane is just a mess! And my horn needs a good polish! I can’t do the Summer Sun Celebration looking like this! Tia, could you help me remember to make an appointment tomorrow? I want our subjects to see me at my best!” Celestia believed that Luna looked more than lovely enough to appear before her subjects, but she humored her sister with a nod as she got up and walked to the door.

“Of course. I’ll remind you first thing tomorrow morning after I raise the sun. I think it’s about time for me to begin reading the mail from our subjects, so I’m headed back to my room. Goodnight, Luna.” Luna winced when she heard mention of mail. She was a mite less disciplined about reading her own letters. It was not that she did not care, but the last year had been the first time she ever started getting any real mail to speak of from her subjects, and sometimes it slipped her mind.

“Ah! The mail! I never read the letters from this afternoon!” She ran back to her desk, magically opening a nearby trunk where her servants put her mail everyday in stacks tied together and organized by the date. Levitating the first envelope, she ripped it open with a spell and brought the paper in front of her face to read. “Sorry, Tia, I’ve got some catching up to do. Goodnight!” Celestia nodded once more and left Luna to her letters. As she made her way back to her own room, she couldn’t help but feel her heart swell. It had been doing that at the end of every day for the past year. Even if it had been that long, being told goodnight by her sister still didn’t feel ordinary to her again just yet. She hoped it would be a long time before it did.

Trixie watched as Twilight Sparkle, Applejack, and Rainbow Dash made their way toward her from the horizon. The flat plains made seeing far into the distance easy, and even though Trixie had spotted them coming quite some time ago, she remained sitting with a smug smirk on her face. Why should the Great and Powerful Trixie have to walk to them? Let them come to her. Behind her, Spike sat in an iron cage that had been provided by the Diamond Dogs. He’d long ago stopped demanding to be freed, as he knew that wouldn’t happen. Besides, he was more upset with himself than Trixie right now. If he hadn’t been so ga-ga over Rarity, he would have actually been able to do his job and save her from the fate that had befallen her. All of this was his fault.

“Well well, The Great and Powerful Trixie is pleased to see that you all were smart enough to do as you were told” the blue unicorn said condescendingly as the three other ponies finally approached. They all looked exhausted, as the trip had been long and they had not had time to stop and rest. When they got about ten feet away Trixie held up her hoof, ordering them to stop.

“That’s close enough, thank you very much. Trixie does not want Twilight Sparkle getting too close. And don’t try using magic to free your Spike, either. Trixie’s power protects his prison from any magical tampering” she remarked. All three ponies obeyed her command and sat down.

“Spike!” panted Twilight. “Are you okay...? Did they hurt you?”

"I'm okay..." said a depressed looking Spike. "I'm sorry, Twilight. I failed you. I failed Rarity...this is all happening because of me." Twilight offered tender, forgiving eyes to Spike.

"I'm not worried about that now, Spike...all that matters is you two are safe. Where's Rarity?"

"AHEM! Do not speak as if The Great and Powerful Trixie is not right in front of you!" demanded Trixie with a twitch in her right eye. "Your little 'Rarity' is alive and well. Noctis has no desire to actually harm her permanently. You'll get her back when he's done with her."

"And who the hay is Noctis?!" huffed Applejack. "Is that what yer callin' the Element of Darkness?"

"Trixie is sure that she doesn't know what you're blathering on about. That doesn't matter. Trixie is only interested in proving that Twilight Sparkle is inferior. Having her friends here to witness it will just be icing on the proverbial cake!"

Trixie's horn glowed underneath her hat as she boasted, dark chains suddenly sprouting from the ground near Twilight's friends and wrapping themselves tightly around their legs. Applejack and Rainbow Dash both lost their balance as their hooves were bound, falling sideways onto the dirt trail with a grunt from each of them upon impact. They immediately began struggling to free themselves, but Trixie wasted no time conjuring up two padlocks to securely lock both sets of chains. Gasping in fright, Twilight began to back away. Trixie grinned sadistically, following after the scared unicorn with slow, methodical steps.

"Applejack! Rainbow Dash! Are you guys okay!?" asked a worried Spike as he held the bars of his cage.

"Hey!" protested Applejack. "What's the meanin' of this!?" Next to her, Rainbow Dash tried to flap her wings, but being stuck in such an awkward position on her side made gaining any altitude far too difficult for her to have any hope of escaping through the air.

“What’s the big idea?! We did what you said!” argued the pegasus as she thrashed pitifully. Trixie only rolled her eyes as she continued to advance on the slowly retreating Twilight.

“As if The Great and Powerful Trixie was going to let you two run around however you please. Now just lie there and watch as Trixie reminds you all who is the most magical unicorn! Are you ready, Twilight Sparkle!?” Trixie shouted as she levitated her hat off of her head, allowing her frightened prey to see the glow of her horn. Twilight Sparkle whimpered, then suddenly dropped down onto her knees.

“Wait! Please have mercy!” begged the purple unicorn. Applejack and Rainbow Dash both took on repulsed expressions as they watched from the ground. Twilight didn’t care, meekly looking up at Trixie with her most pathetic gaze. “I don’t want to face your magic! I just want my friends back! I just want to take them and go home! Please spare us! I’ll do anything!”

“What are you doing, Twilight?!” yelled Rainbow Dash. “Are you seriously going to beg for mercy from HER?”

Even Trixie seemed surprised by this turn of events, her hat slowly descending back onto her head. She hadn’t taken Twilight Sparkle for a complete coward. It almost took the fun out of winning. Almost. Trixie scoffed and flipped her mane back with a toss of her head as she sat down in front of Twilight, maintaining a haughty expression.

“Perhaps The Great and Powerful Trixie could deign to spare you from the terrifying might of her magic, Twilight Sparkle. But you’ll have to do better than that.” Trixie stuck out her hoof in front of Twilight’s face. “Kiss the hoof of The Great and Powerful Trixie. Tell her all the ways that she is better than you, Twilight Sparkle. Perhaps if you do a good enough job, she will allow you and your little friends to leave with no more than bruised egos.”

“Twi, have some pride! What’s the matter with ya?!” scolded Applejack. Even Spike had trouble watching the scene unfold as he sat in his cage, looking like he was about ready to retch. Trixie looked back at Applejack, smirking.

“Your Twilight Sparkle has finally realized that she is but a foal before the awesome power of Trixie! Perhaps she is not as dumb as Trixie originally thought. You and that pegasus should watch closely now. You might learn something.” Returning her attention to Twilight, Trixie waved her hoof, ordering her to get to it. This wasn’t what she’d expected, but getting Twilight to beg for mercy might end up equally satisfying to stomping her magically. Oh, she still intended to do that, of course, but there was no reason she couldn’t milk this first.

“Don’t do it, Twilight! She’s not gonna keep her word!” begged Spike as he shook the bars of his cage. Twilight ignored his plea, kissing Trixie’s hoof as pitifully as she could.

“Mwah! Mwah! Oh Great and Powerful Trixie! Mwah! Your magic is superior! You’re also smarter and prettier and more likable than me! Mwah! Mwah! You’re better than me at just about everything! Mwah!” Trixie blushed and looked off to the side, actually starting to feel slightly embarrassed by this much praise all at once. That didn’t stop her from enjoying every second.

“Go on, Twilight Sparkle. What specifically is Trixie better at than you?”

“How could I possibly choose when there are so many things?” groveled Twilight before kissing her hoof again. “You’re better than me at making fans, and stopping rampaging Ursas! And...uh...playing the piano?” Trixie arched a brow at that last one, but shrugged and closed her eyes, letting Twilight’s forced praise wash over her.

“Mmm, well The Great and Powerful Trixie has never actually played the piano, but yes, she is still sure she would do it better than you, Twilight Sparkle. Keep going. In what other ways does Trixie surpass the Not At All Great and Most Certainly Not Powerful Twilight Sparkle?”

“Well, for one, you’re way more gullible. NOW!”

Trixie’s eyes shot open. Looking down, she gasped as she saw that while she’d been listening to Twilight, the purple unicorn had secretly been weaving a spell that only now went into effect, raising the ground up around Trixie and encasing her body in hard dirt up to her neck. As an alarmed

Trixie pulled against her earthy prison, she heard the sound of chains behind her. Whipping her head around, she saw two small lock picks floating in the air as Applejack and Rainbow Dash wriggled free from their bonds and quickly got to their feet. The picks quickly changed themselves back into blades of grass and wafted gently to the ground.

“What!? No! You tricked me, Twilight Sparkle!” shouted Trixie. She quickly worked her magic to free herself, but as the dirt started to crack Rainbow Dash flew past Applejack and grabbed the hat off of her head, turning it upside down and picking up an envelope hidden inside with her mouth. Tossing aside the hat, the pegasus flew right toward Spike’s cage. Trixie gasped in horror. She couldn’t free herself, restrain all three ponies, keep Spike’s cage magically sealed, AND keep that envelope away from him all at the same time! Power or no power, she didn’t have that level of focus! She had no choice. Trixie knew that dragon magic could be used to send that envelope to the princess. If that happened then it was all over.

Whimpering in panic, Trixie stopped trying to free herself and instead magically lifted Spike’s cage, shooting it up high into the air away from Rainbow Dash. The pegasus quickly stopped, changing her flight trajectory and bolting up after it. Trixie began to hyperventilate. Her magic was fast, but she couldn’t play keep away forever! She jerked her head to the left, lurching Spike’s cage in another direction and forcing Rainbow Dash to correct herself again. Inside the cage, the unfortunate baby dragon was quickly becoming nauseous.

“You guys!?” pleaded Spike. “Can you please end this soon!?” Applejack offered her own assistance as she ran up behind Trixie, putting her hooves over her eyes.

“Guess who!” she said with just a bit of playfulness. Screaming, Trixie began to whip her head around, sending Spike’s cage in all directions as she tried to shake Applejack off. Rainbow Dash stopped her pursuit and watched poor Spike get flung all over the place, nearly becoming dizzy herself just trying to keep up with the cage’s location.

“Get off of Trixie!” demanded the unicorn. “Get your filthy, mud covered hooves OFF, you disgusting hillbilly!” Applejack held tight, having participated in too many rodeos to be thrown off that easily. She whooped and hollered, seeming to actually be enjoying herself.

Twilight Sparkle ran past Trixie and Applejack, her horn glowing brilliantly. With Trixie flustered and her concentration faltering, her seal on Spike's cage became weak enough for Twilight to penetrate, forcing open the iron door with a counter-spell. The baby dragon cried out as he fell through the opening and tumbled down, but eventually made a semi-soft landing when Twilight Sparkle jumped up to catch him on her back. Unaware that Spike had been freed thanks to all the noise Applejack was making, Trixie continued to blindly toss the empty cage around, loudly demanding that Applejack let go of her the entire time. Up in the air, Rainbow Dash smirked down to Spike and Twilight with the letter in her mouth.

"Hey Spike!" she yelled confidently through clenched teeth. "Take a letter!"

Dash cocked her head back and then whipped the envelope down toward Spike. He instantly knew what to do, standing up on Twilight's back and taking a deep breath.

A ball of flame engulfed the letter. Rainbow Dash cheered, pumping a hoof.

"Aw yeah! Straight to Celestia! Now you're in big trouble, Trixie!" Rainbow Dash was just about to go into a victory dance when she realized that Twilight and Spike looked a little too horrified for a celebration. She stopped herself, tilting her head.

"Twilight? Spike? What's wrong?"

"Rainbow Dash! That wasn't me!" yelled Spike.

A second ball of flame collided with Rainbow Dash's back, sending her crashing down to the ground on her stomach with a powerful thud. She moaned in pain, spreading out her wings to reveal that several feathers had been burnt off by the attack. Twilight gasped and galloped quickly to her friend, lowering her head and weaving a spell to help the pegasus' feathers slowly begin to grow back one by one.

"It's okay, Rainbow Dash!" assured Twilight, though she sounded scared herself. "I can fix this! You'll be okay!" Spike suddenly jumped up on the unicorn's back and pointed toward the sky.

"Twilight, LOOK OUT!"

The unicorn jumped back reflexively just as another ball of flame from the sky shot down at her, scorching the earth she had just been standing on. Rainbow Dash winced from the heat. Twilight had no time to go back to Rainbow Dash, as another cry from Spike prompted Twilight to keep moving as the baby dragon tightly latched his arms around her neck. Balls of flame bombarded her one after another, barely missing each time. They came so quickly that she didn't even have time to look up and see who was creating them. All she knew for sure was that this wasn't Trixie's doing and that she had to keep moving no matter how much her body ached.

"Hey dorkmancer!" an oddly familiar voice shouted from above. "The cage is empty, stupid!" Trixie immediately stopped shaking her head around, releasing her magic from the cage and letting it fall to the ground. Realizing that Trixie was no longer distracted, Applejack gulped and took her hooves away from Trixie's eyes.

"I like yer hat" she offered meekly. This did not placate Trixie's anger. Seething with fury, Trixie's horn glowed brighter than it ever had before, the dirt entombing her body cracking more and more until it exploded in a cloud of dust and a shower of clods. Applejack began to back away as Trixie ground her teeth together, her eyes twitching in rage.

"Applejack, I'm coming!" yelled Twilight as she tried to run to the earth pony's aid, but another ball of fire crashed directly into her path, forcing her to stop. Frustrated, she turned around and looked up, determined to find out who kept cutting her off from her friends. Her eyes went wide when she discovered Dash's former gal pal sitting on top of a black cloud, having probably been hiding inside of it for the entire time.

"Gilda!" shouted Twilight in disbelief.

"GILDA?!" called out Rainbow Dash in even greater disbelief. The pegasus tried to get up to see for herself, but Gilda made that unnecessary as she leapt from the cloud and landed beside the wounded pegasus.

“Sup, losers?” mocked Gilda as she put her talons onto Rainbow Dash’s back and forced her back to the ground. “Still think I’m some kind of joke?”

Twilight had no chance to respond before she was knocked harshly aside by Applejack, who had been magically thrown into her by Trixie. Spike fell when Twilight suddenly launched out from underneath his feet, landing on his face beside the battered Applejack. The stunned unicorn rolled for several feet before she slowly got back onto wobbly legs, panting hard. She whimpered with concern when she saw Applejack moaning weakly on her side. Trixie had softened her up while Twilight was distracted by Gilda.

“What is wrong with you, Gilda?!” shouted an angered Rainbow Dash when she witnessed Applejack’s sorry state. “Why are you helping her do this?! Since when can griffins even breathe fire?!” Gilda smirked, holding up the hand not being used to keep Dash down and puffing a tiny flame onto her pinkie claw which she rolled along her knuckles.

“Oh, you like that, huh? It’s magic fire. Yeah, it’s pretty sweet. Working with the Nox man has some pretty rockin’ perks, as it turns out.”

“You featherbrain...!” panted a weary Applejack as she tried to stand back up with the assistance of a dazed Spike. Gilda watched her with disinterest. “Yer gonna help the Element of Darkness win just fer some fancy fire breath!?”

“Oh, I got more than just that” noted Gilda as she clenched her fist around the tiny flame to snuff it, then sank her talons into the dirt. A pool of darkness began to spread out from her claws, and from the pool itself a small mob of tiny imp-like creatures slowly pulled themselves up to the surface. Spike backed up with wide eyes, but didn’t get far before he tripped over his own feet. Gilda took her talons out of the ground and pointed over at Applejack and Spike. Giggling madly, the creatures immediately flapped their tiny wings and swarmed the two of them, grabbing them in their tiny claws and holding them down despite their loud protesting.

“Applejack! Spike!” cried Twilight. She wanted to help them more than anything right now, but as soon as her horn began to glow Gilda sternly glared at her. Twilight flinched, her horn dimming. She knew that as soon as she tried to cast a spell, Gilda would breathe fire and force Twilight to focus on dodging instead. Not only that, but Twilight was beginning to feel sore all over. She didn’t know how much longer she could keep avoiding the griffin’s flames. “Gilda! Please, stop this!” she pleaded. “We don’t want to be your enemies! We just—”

Twilight was cut off when she felt her body become light and lift off of the ground, surrounded in a black aura. She desperately kicked her hooves, trying to reach something solid, but she remained helplessly suspended as Trixie walked over to Gilda, taking a seat between her and the restrained Applejack.

“The Great and Powerful Trixie is NOT a dorkmancer” she said indignantly. Gilda rolled her eyes and muttered something under her breath. Trixie ignored it. She was more angry with Twilight Sparkle right now anyway. “Going to take forever to get the dirt out of this cape...” she muttered to herself before putting her attention onto her prisoner.

“So! Twilight Sparkle! You thought you could make a fool out of Trixie for a second time, did you? Thought you could confuse her by giving her too much to do? Thought you could stretch her magic thin? Well Trixie is too cunning for that!” Gilda snorted.

“Whatever, geekazoid. She did pretty much everything you just said. If I hadn’t been here they would have actually gotten that message through. I can’t believe you fell for the oldest trick in the book. How dumb are you?”

“Oh yeah!? Well if Trixie is the dumb one, how come you didn’t stop their little plan sooner, hm? You were supposed to be watching, so you should have seen everything!” Trixie retorted. Gilda shrugged.

“I thought it was funny to watch them embarrass you like that.”

“TRIXIE DEMANDS SILENCE!” Gilda complied, but only because she was tired of talking to such an overly theatrical pony.

"Gilda, please..." implored Rainbow Dash from underneath the griffin's powerful talons. "We were friends once!" Gilda only strengthened her hold on the pegasus.

"I got new friends now, Rainbow Dash" she replied bitterly as she looked over to the dark imps. A few of them had taken to pulling on Applejack's tail for seemingly no reason other than to annoy her while she was powerless to stop them. "They're better than you ever were, too. They do everything I tell them to do. It's more than I can say for YOU, Rainbow Dash!"

"There's more to being a good friend than just doing whatever you're told!" rebutted the pegasus. "Those things aren't really your friends! Don't you get it!?"

"EVERYPONY BE QUIET!" yelled Trixie. She trotted over, closing the distance between herself and Twilight Sparkle. Applejack, Spike, and Rainbow Dash all tried to struggle against their captors, but found them to simply be either too numerous or too strong. They were powerless to do anything but watch.

As Twilight floated there in front of her, Trixie carefully examined her rival. Twilight Sparkle was exhausted. The long walk to the rendezvous, dodging all that fire, doing those complicated spells, and being hit with her own friend had taken a lot out of her. Twilight tried not to let it show, and she did still have a little bit of fight, but not enough to be a challenge anymore. Rather disappointing, really. She'd wanted to defeat Twilight by herself, not have to rely on some griffin hooligan. If those other two ponies hadn't helped Twilight attempt such a dirty trick then Trixie might have been able to have her satisfaction.

"You know, Twilight Sparkle. You could have at least gone down with dignity. You were destined to lose to The Great and Powerful Trixie either way, so you could have at least faced it like a true unicorn. Instead you resort to cheap trickery? I'm ashamed to call you my rival."

"You're making a big mistake, Trixie..." said Twilight, making one last appeal to her better nature. "The Element of Darkness is just using you! Both of you! If we don't stop it we could be looking at the end of everything!" Trixie glared.

“Don’t be ridiculous, Twilight Sparkle. All he wants is to be with Princess Luna again. As far as Trixie is concerned he can have whatever he wants if it means Trixie can be great and powerful once more.” Trixie levitated her hat off of her head and moved it out of the way, her horn glowing at the tip before it launched a magic spark high up into the sky that exploded like a firework once it was high enough to be seen for miles around. Twilight, Applejack, Spike, and Rainbow Dash all realized what that was. It was a signal flare.

Trixie levitated her hat back onto her head and took a few steps away from Twilight as the air ripped apart to expose a dark portal. A smug looking Rarity stepped through, followed closely by three familiar diamond dogs. Twilight kicked her legs furiously, but Trixie’s levitation ensured that it was for nothing. The dogs immediately surrounded Twilight as Trixie released the levitation spell, allowing the filthy canines to grab her and pin her down. Noctis chuckled sweetly in Rarity’s voice as it brought itself before the spent Twilight. It could hear Applejack, Spike, and Rainbow Dash all calling out to Rarity, begging her to fight back against its control. It paid them no mind.

“Rarity...” said Twilight as she looked up sadly into the lovely unicorn’s eyes.

“Hello, Twilight Sparkle” replied Noctis in a gentle, loving tone.

Rarity’s mouth opened. The dark force rushed out to engulf Twilight.

Twilight found herself surrounded in blackness. She couldn’t see her friends. She couldn’t see anything. Her only source of comfort was a tiny light that shone above her. She didn’t know just what the light was or where it came from, but she dared not leave it.

“Where am I?!” she called out. “Rainbow Dash! Applejack! Spike! Where are you?! Are you okay!? What have you done with them, chaos element!?”

“Is that what ponies call me now? How interesting.”

Twilight Sparkle squeaked and got onto her stomach, hiding her head under her hooves as if she were Fluttershy. She wasn't used to being brave like Rainbow Dash, but she gulped and made her best attempt.

"It's you, isn't it!? You're the Element of Darkness! I know what you're planning! I won't let you succeed!"

"Your mind holds a great deal of knowledge, but your heart holds a great deal of pain, Twilight Sparkle. I can feel it. You yearn for Celestia's love and try to make yourself worthy of it with your every action, but you still don't believe you've really earned it, do you?" Twilight Sparkle shut her eyes tight, trying not to listen. The shadows could come no closer as long as she stayed in the light, but it surrounded her. She was trapped with no escape.

"It doesn't matter anymore if Celestia loves me or not right now! All that matters is that you don't go any further! I'm not listening to you!" shouted Twilight with determination, though she knew she was not honest. Even now, knowing that she had let down her teacher filled her with a deep personal shame.

"She never really loved you, Twilight. You were just a replacement for her long lost little sister. Once she got Luna back, you became obsolete. Deep down, you knew that from the very moment you saw them reunite, didn't you?"

"That's not true!" said Twilight, standing up meekly with ears laid down. "Celestia does care about me! She cares about all ponies! I'm not going to betray her!"

"You're too smart to fool yourself, Twilight! Celestia could never love you the way she loves Luna! You saw them together, did you not?! They share a bond you could never hope to achieve! You think Celestia bothered to take you under her wing in the first place because she cared about you!? Even you never truly believed you were worthy of her personal tutelage! You know the real reason Celestia took you in, Twilight Sparkle! Even if you resist me I can still feel your fear! You've known ever since you discovered your element! Celestia took you in because you had the magic she needed! She took you in because you were a tool to get back the pony

she actually wanted! You were only special because the Element of Magic chose you to bear it! Without it, you're just a FREAK!"

Twilight Sparkle shut her eyes in silence, fighting tears. She couldn't always control what her power did. She knew this. Even if it had drawn the Element of Magic to her, there were times when it frightened other ponies, even her own parents. As much as she loved magic, there had been some nights when she'd wondered if having so much of it really did make her a freak. It always hurt to wonder about such things, but what hurt far worse was what she knew for sure.

Ever since Luna came back, Twilight Sparkle knew she could never hope to be Celestia's favorite ever again. No matter how hard she studied or how loyal and faithful she was, Celestia would never love her as much as she loved her real sister. The realization had broken her heart. Twilight had tried to be mature about it, to simply accept it and move on, resuming her life and her studies like a faithful student should. She tried every day, and the love of her new friends had done a great deal to help her get by, but letting go was still just so hard to do...

"You owe her nothing, Twilight Sparkle. I would appreciate you far more than she ever did. Help me now by becoming my vessel and you can be the one that the new princess will favor. You would never have to stand in some other pony's shadow again. You would never be neglected or forgotten. We can give you the love that Celestia never will!"

Twilight stood tall in the light and opened her eyes, staring with defiance into the darkness.

"You're wrong! Even if I can never be to Celestia what Luna is, even if she really did only take me as a student because she recognized the Element of Magic inside of me, without Celestia I would never have discovered the magic of friendship! For that, I owe her everything!"

The darkness swirled and shifted all around Twilight, agitated by her obstinance. Its roars of fury echoed from every direction as the air itself began to quake. Twilight shivered as a chill ran up her spine. She knew what this tingle in the atmosphere was. It was magic. It was HER magic.

"I have no time left to waste on you, Twilight Sparkle! I know that you sent out a message to be delivered to Celestia! I can see it in your memories!"

"That's right!" yelled Twilight. "It's probably sitting in her pile of mail right now! As soon as she reaches it, your evil machinations are over!" Twilight was suddenly forced onto her knees as the pressure of her own magic bore down on her so heavily that it became hard for her to breathe. The deafening, enraged roars from the darkness only became louder.

"What do you think you're doing!?" she shouted.

"You've forced my hand, Twilight Sparkle! I underestimated your resolve, but not even you are strong enough to keep me away from your heart AND your magic! Your friends are still outside this place, Twilight! Did you know that?! They are still with you in the field! If you will not let me in, then I will just have to show them how dangerous you really are!"

Twilight gasped as she felt her own magical energy beginning to rush violently upward, creating a powerful wind that rose toward a surface she could not even see. She immediately tried to pull it back down, tried to rein it back into her control, but the evil force was too pervasive in here. No matter what little bit Twilight managed to wrest away from the void, far too much continued to slip away from her.

"Stop it!" she ordered. "You can't release that much raw magic all at once! You have to channel it properly and only let out a little bit at a time! Don't you realize what will happen if you use it carelessly?!"

"I know exactly what will happen! When magic this powerful becomes too great and unstable to contain, it overloads and erupts in a cataclysmic discharge that will obliterate everything and everyone for miles around! I would prefer to keep Applejack and Rainbow Dash alive, Twilight Sparkle! If they perish their Elements of Harmony will simply find new, unspoiled hosts, but none of that will matter if Celestia finds me! If you intend to stop me here, you'll have to sacrifice your friends to do it!"

"NO!" screamed Twilight Sparkle. She closed her eyes and concentrated as hard as she could, willing her power to calm itself with all her might. She strained herself until it hurt, but no matter how much she

tried to reverse the flow it was like attempting to push a waterfall back up a cliff. It was just too much. She couldn't control magic of that magnitude.

"Stop it!" she begged, quickly becoming worn out from her efforts to turn back the tide. "Please don't do this! PLEASE!"

"You have to make a choice, Twilight Sparkle! Your friends or your princess!?"

Twilight knew that if she kept the darkness trapped in her mind long enough, Celestia would be able to find and stop it. Equestria would be saved.

But her friends would be lost. They would be destroyed by her own magic.

Twilight began to cry as the last of her strength to fight left her. The right thing to do should have been obvious. What were a few ponies and a baby dragon weighed against all of Equestria? Against the world?

But they were all her friends. To her they WERE the world. She loved them.

"Make your choice, Twilight Sparkle!"

"I can't! Don't make me do this!" she sobbed. She could feel her magic spinning wildly out of her control. It wouldn't be able to bear its own weight for much longer.

"MAKE YOUR CHOICE!"

"Please! Someone! Anyone!" called out Twilight. She didn't even know who she was calling to anymore, but she had never been so terrified. She'd never felt so alone. She screamed at the top of her lungs.

"PLEASE HELP ME!!!"

"It's okay."

Twilight Sparkle opened her eyes. That voice...she didn't recognize it, and yet somehow it still felt familiar. It was gentle and sweet like a foal's voice, but she sensed a wisdom in it far beyond her own. She looked up to the tiny light that had been shining above her all this time. It blinked cutely.

"It's not okay!" Twilight cried. "I'm about to lose my friends if I don't give in, but if I do I'll be putting all of Equestria in jeopardy! I don't know what to do! I can't do this alone!"

"But you're not alone, Twilight. You never have been."

Twilight sat up and held out her hooves as the little light delicately wafted down to settle above them. She stared at it with wonder, blinking the tears from her eyes as her mane blew around in the gale. Even in this place, even with all that was happening, for some reason watching the glow made her feel calmer.

"Who are you talking to?!"

"I'm scared!" she confessed to her only friend in the void.

"It's okay to be scared. The dark is scary sometimes, but you don't have to face it all by yourself. I'll be right here with you. Just have faith, Twilight. Just believe in yourself. Believe in your friends. Believe that every pony, no matter how big or small, has the courage and the strength they need deep down to save their home. That's what I've always believed. Don't worry, Twilight Sparkle. It'll turn out alright in the end. You'll see."

Twilight Sparkle smiled softly. She didn't know what was going to happen next, but for some reason she trusted this presence. The only way to save the lives of her friends right now was to let the Element of Darkness take her. It would unleash something terrible upon Equestria, but she was starting to realize that Equestria wouldn't have to face it alone either.

"WHO ARE YOU TALKING TO, TWILIGHT SPARKLE?!"

The unicorn held the little light close to her chest. She didn't feel afraid anymore as long as she had it with her.

"You promise to stay with me?" she asked.

"I promise. Even if you can't see me, I'll always be there."

Twilight nodded and closed her eyes as the light slowly began to fade away. When the darkness relinquished its grip on Twilight's magic and flooded in to take her, she whispered a song to herself that had been taught to her by a very good friend.

"Giggle at the ghostie...Guffaw at the grossly...Crack up at the creepy...Whoop it up with the weepy..."

Twilight Sparkle's eyes opened. The diamond dogs holding down her body had backed up some time ago, trembling with laid back ears as they stared at the purple unicorn in horror. Applejack, Rainbow Dash, Spike, even Gilda and Trixie all watched, frozen in fear as Twilight stood up. For a brief period, the unconscious Twilight Sparkle had been radiating a magical aura from her entire body so intense that everyone around her had been paralyzed, unable to flee as the air became hotter and hotter. It had thankfully receded before the worst could happen, but they were all shaken to their core by the event.

Gilda's minions had been utterly erased by Twilight's episode, but the griffin hadn't even noticed it. Applejack and Rainbow Dash hadn't tried to flee, unwilling to abandon their friend. Spike had run over to Rarity, who lay passed out on the ground, as soon as he had been able to move freely again. Trixie was probably the most disturbed of all, breathing rapidly and twitching from shock. Everyone watched as Twilight's head shook back and forth to loosen up. For a moment, they all forgot that they were supposed to be against each other, too fixated on the unicorn in front of them.

“Trixie” eventually came Twilight’s voice in a gentle, affectionate tone. “Why didn’t you stop to consider that they’d just send some other pony to warn Celestia?”

Realizing that the pony before them was not their Twilight, the unrestrained Rainbow Dash and Applejack immediately charged for Noctis with what little stamina they still had. Trixie considered that perhaps it was best not to stop them after all, but neither pony got far anyway before Twilight’s horn glowed, the force of her magic violently throwing them both back across the field. Trixie watched them helplessly sail past her and roll on the ground several times before coming to a stop. They didn’t get back up again. Trixie stammered in fright, dropping her theatrical persona.

“I...I didn’t think they would actually find another pegasus that late! It was an accident! It’s not too late, though! They tried to use that dragon to send a message, so that must mean the princess hasn’t read the other one yet! It’s probably at the bottom of a huge pile! There’s still time! I can fix this! Just...just give me another chance!”

Wide-eyed, Gilda slowly began to sidestep away from Trixie as if expecting her to burst into flame at any moment. Trixie cowered before Noctis as it approached her, wearing a solemn look on Twilight Sparkle’s face. It had promised Trixie that she could have Twilight when it was done with her, but she didn’t even care about that now. All she wanted was to leave this place in one piece. Twilight’s horn began to glow. Trixie whimpered.

“OW!” yelled out Gilda when one of her feathers was magically pulled right out of her wing without warning. Had anyone else ever done such a thing to her she would have pounded them flat, but not Noctis. No matter what, she dared not provoke Noctis again. Gilda’s feather floated over between Trixie and Noctis, hovering thoughtfully in front of their faces. Trixie cowered before the feather, expecting it to do something horrible to her.

The feather did nothing. Noctis looked up slightly at Trixie’s hat. Trixie gulped as it levitated off of her head, shrouded in Twilight’s magic. The hat popped, bursting apart into sheets of paper that gently wafted to the ground and a small bottle of ink that dropped like a stone. Trixie said nothing. So what if her favorite hat had been turned into writing materials?

It was no big deal. It was just a hat, right? She could always get another. Levitating the bottle and a single sheet of the paper, Noctis turned away. Gilda, Trixie, and the dogs all watched nervously as Noctis stepped over to Spike and Rarity.

Spike gulped, hugging Rarity around her neck protectively. Even if he was just a baby dragon who stood no chance against the enemy he was up against, he would not abandon her now. Twilight's horn shone again. Spike was forcefully pulled away from Rarity and thrown harshly to the ground. He grunted as he hit the dirt but immediately got back up, intending to bravely shield the object of his affection with his own body if he had to. When he saw Rarity again, though, his heart froze in his chest.

Noctis had summoned five black spears using dark magic, all of them pulsing with evil power and floating over the defenseless Rarity with their pointed tips aimed at her body. If Spike made one false move, he didn't doubt that the evil presence possessing Twilight would seriously hurt Rarity, or maybe worse.

"Wait! Don't hurt her! Please!" he begged.

As Spike stood there, unable to act for fear of endangering his crush, Noctis levitated the writing utensils to him and forced them all into his hands.

"Spike, take a letter" it said sweetly in the voice that had told him to do this dozens of times by now. This time, though, it just sounded wrong. Spike flinched as one of Noctis' spears threateningly pressed against Rarity's neck.

"And Spike? Do make sure you write my exact words."

Luna sat on her throne, trying to hide her boredom as she listened to the gaggle of high-class, overstuffed poofball ponies droning over each other in front of her. The princess knew that it was important for her to hold court with her advisors, and she did not dislike them personally, but she did wish they had more interesting things to talk about once in a while.

As they bickered politics amongst themselves, Luna looked longingly over to the empty throne beside her. She wished Celestia were here, but that poor mare was overworked as it was. She hadn't even been able to go to bed on time thanks to an unexpected letter from Spike which pleaded for her to deal with the aftermath of a disgruntled cockatrice that had wandered through Ponyville from the Everfree Forest and turned everypony it came across into stone. Nasty stuff, but it was nothing Celestia couldn't fix with her own magic.

"Princess, are you listening?" came the stuffy voice of one of her advisors. Luna quickly turned her head back onto him, trying not to giggle at his very silly cravat and top hat. "I'm trying to tell you that there is a dispute amongst the weather pegasi regarding whether tomorrow evening should have a drizzle or a sprinkling of rain!"

"Yes, forgive me. Let's go with a drizzle, then" said Luna nonchalantly. A few of her pegasus advisors gasped in shock. Luna had to force herself not to roll her eyes. She never really saw what the big difference between the two was anyway.

"Your highness!" exclaimed a cream colored pegasus mare wearing her mane up in a bun and a pearl necklace around her neck. "Forgive my impudence, but you simply must reconsider! We must have a sprinkling of rain! The consequences of doing otherwise could be extreme!" This time Luna did roll her eyes.

"Okay, fine. A sprinkling, then." This just caused other pegasi in her council to gasp. Luna closed her eyes and took a deep breath. "I will look into it and relay my final decision to the weather team. Is everypony okay with this?" Luna's advisors mumbled amongst themselves but did not refute her. Luna herself sighed in relief.

"Very well then. Now what is the next order of business?" she asked, hoping it would actually be something important.

The doors to the throne room abruptly flew open. Luna's advisors all turned around to see who had interrupted their meeting. They all glared in distaste when they saw that it was just an ordinary purple unicorn who hadn't even bothered to adorn herself in a single piece of jewelry before presenting herself to royalty.

“Young lady, what are you doing here? How did you get past all of the guards?” demanded one unicorn. Luna had to admit that while she did not mind seeing her sister’s favorite student, her advisor raised a good point.

“Oh, I just asked them as nicely as I could” she said with a smile as she traversed the long red carpet and stopped in the center of the throne room. “I told them that it was really important for me to see Princess Luna as soon as possible. They were very understanding.”

“Well, I never!” said a grey earth pony with a curly white moustache. “Even if you are Celestia’s student, you cannot just barge in here and bother Princess Luna without being granted an official audience beforehand! Guards, please escort this mare out.”

Two guard pegasi standing beside Luna’s throne began to trot toward Twilight, but Luna held out a hoof to stop them.

“Hang on. That won’t be necessary. I think we’ve made some decent progress so far. Why don’t we take a break? I can use the time to speak with Miss Sparkle.”

“Your majesty!” began one of the unicorns in her council, but a discerning side glance from the princess quickly silenced him. The impudent Twilight only smiled as Luna’s advisors began to file out of the room. One of them muttered something under her breath.

“This never would have happened with Celestia...”

Luna either didn’t hear the insult or chose to ignore it, nodding to the guards nearby.

“You may go too. I wish to speak with Miss Sparkle in private.”

The guard pegasi looked at each other. They had to question the wisdom of leaving their princess unguarded after Twilight Sparkle showed up unexpectedly and under suspicious circumstances. Still, orders were orders, so they gave Luna a respectful bow and left the throne room, shutting the large doors behind them to give their princess the privacy she

wished. Once they were finally alone, the unicorn bowed respectfully before Luna. She seemed excited, and was breathing hard.

“A thousand pardons, princess...thank you for honoring me with your time on such short notice.”

“And just who might you be, anyway?” asked Luna. The unicorn looked up and raised an eyebrow, confused by the question.

“I’m Twilight Sparkle? I thought you knew me, your majesty. You said my name just a minute ago. Don’t you remember? I’m your sister’s stu—”

Twilight’s voice suddenly cut out as her body was engulfed in a dark blue aura thick and heavy enough to bring her down to her knees, gasping for breath. Seated on her throne, Luna’s horn blazed gloriously, channeling a cosmic ether so overwhelming that her frail advisors would have been rendered comatose simply by being in its presence had she not dismissed them.

“Don’t lie to me” said Luna coldly. “I have only met Twilight Sparkle personally once, but my sister speaks of her often. She has told me over and over all the ways her student is faithful, honorable, and righteous. Even if I didn’t believe anything she said, it doesn’t change the one thing I know for sure: the royal guard would never, EVER let someone past them just because they asked nicely.”

“I don’t...understand...” said the unicorn under great strain, panting heavily and even beginning to sweat under the incalculable force of Luna’s magic. “Don’t you trust me...?”

“There have been times when those stuffy guards wouldn’t even let me, the PRINCESS, sneak a lousy piece of cake for a midnight snack” continued Luna, “and you expect me to believe they just let you waltz past? Do you think that because I’m younger and littler than Celestia that I am a weak, helpless foal you can take advantage of? Maybe I haven’t been ruling Equestria as long as my sister, but that doesn’t make me stupid.” Luna’s prisoner could only choke and wheeze in response, fighting to not pass out entirely.

“The only way you could be in this room right now without getting my permission first would be if you took out every guard you came across on your way here. Using magic to interfere with a royal guard’s ability to perform his duty is a crime, and I do not believe for a moment that my sister’s most prized student would flagrantly disable the security of the entire castle just to reach me and then lie to my face about it. Twilight Sparkle is a good pony, and my sister trusts her entirely so I do as well. So I’ll ask you again. Who are you, really?”

Luna lessened the grip of her magic on Twilight, just enough to let her get up onto her hooves and speak without gagging. She waited impatiently as Twilight took a few deep breaths, her head drooped nearly to the carpet. The unicorn then began to giggle softly, shaking her head slowly back and forth.

“Hee hee hee hee hee...Oh Luna. You were always so smart.”

Twilight’s head rose to gaze upon the princess. Her normally beautiful violet eyes had dimmed into two soulless black pits. She smiled to the alicorn, dark ichor leaking from her tear ducts in sheer joy and sticking to her face.

“That’s why I always liked you.”

Luna’s eyes went wide, her blood frozen in her veins. No matter who it came from, Luna would never forget that voice. It had broken her down into a bitter, jealous ball of hate. It had hissed poison in her ear, turning her against her own sister. It had screamed in anguish inside her mind for 1000 years while they had been sealed in the moon. If Luna lived to the end of time, she would never, ever forget that horrible voice.

“YOU!” she spat angrily. Twilight’s horn pulsed with an evil power that was not her own, shattering the binding spell that Luna had cast on her body. Luna glared at Noctis, her eyes twitching as she forced herself to hold her composure. “The Elements of Harmony should have erased you from existence! How can you be here?! What have you done to all of those poor guards! What have you done to my sister’s favorite student?!!”

“Now, is that any way to greet an old friend?” it said with some effort as it stood up and shook off the remnants of Luna’s aura from Twilight’s

coat. Breaking Luna's spell had been strenuous, even with Twilight's immense reservoir to draw from. Alicorn magic was not to be taken lightly. Luna's horn began to glow threateningly, but she weaved no spell just yet.

"You're no friend of mine! Now answer me!" she ordered. Noctis sighed and rolled Twilight's head around on her shoulders, empty eyes staring at nothing.

"Oh the guards will be just fine, princess...All I did was cast a stupefaction spell on them as I got near each post. I couldn't very well sneak around if I was leaving behind a trail of bodies, now could I? They'll be back to their senses in a while. Even your sister's know-it-all student will be fine after I'm done with her. She's not the one I really want, Luna...Twilight Sparkle means nothing to me. Everything I did was to come back to you...only you."

"I DON'T WANT YOU BACK!" screamed Luna. She knew that the evil presence had to be stopped, but she didn't want to hurt Twilight Sparkle. Luna began to recast her binding spell, but Noctis recognized the magic's tingle and unleashed a powerful flash of Twilight's magic combined with its own. Luna cried out as the spell tossed her out of her throne and onto the marble floor. Noctis quickly galloped to the princess, seeming genuinely concerned.

"Do you think I want to hurt you? Do you think I like it? No...no, my beautiful princess. I only want us to be together. You say you don't want me back, but I can feel what's in your heart, Luna. I never completely left it. Even now you still have doubts. Regardless of what you say, you still don't think you can be what Celestia is! Aren't you tired of every single pony preferring her to you!? Did you think that would change just because you got hit with a rainbow?!"

"BE QUIET!" ordered Luna as she glared daggers at Noctis, magically throwing Twilight's body into one of the marble columns which held up the ceiling. She regretted having to do so, but she had to keep the darkness busy, had to slow it down until the guards recovered and Celestia returned from the cockatrice emergency that probably wasn't even real. If she could only hold it off for that long, maybe the two alicorns combined could save Twilight Sparkle...

"You know I am right..." grunted Noctis as it pulled itself back up using Twilight's legs. Luna was already working on another, more complex capture spell. Noctis had no desire to see what it was, emitting another dark flash from Twilight's horn that shattered a large stained glassed window to the alicorn's left. Luna was forced to quickly erect a protective dome of magic around herself as the jagged shards rained down. By the time it passed and Luna was back on her feet, Twilight could not be seen.

"Where are you!?" Luna called out as she galloped to the center of the throne room, her horn primed and ready for anything that made the mistake of jumping out at her.

"You think things can ever be the way they were before?!" came the voice from behind a pillar on Luna's right. The princess immediately turned her head toward the sound, her horn gleaming. The air around the marble column turned to a cold mist that hung for less than a second before it crystallized, instantly encasing a large radius around the stone in solid ice.

"Forgive me, Twilight" lamented Luna as she galloped toward the pillar of ice. She didn't like having to use her magic against an innocent pony, but Twilight Sparkle was noble. She would have wanted to be stopped no matter what it took. However, when Luna rounded the entire area and realized that there was no pony frozen inside of her handiwork, her heart began to palpitate.

"You can never go back, Luna! You can never pretend it didn't happen!" came the voice from behind another column all the way across the throne room. Luna flapped her wings, flying toward the voice to deal with it quickly before it could escape again, but by the time she got there it spoke again from behind an entirely different column. It had to be teleporting; that was the only explanation Luna could think of that made sense.

"You think those ponies can ever truly forget!?" it shouted. *"They all know what you did! They can never trust you again! They may treat you kindly and obey your rule, but they don't forget! I felt it in your own council as they walked past me! They don't respect you! Some of them even FEAR you! Stop languishing in Celestia's shadow, Luna! Stop pretending that you'll ever be able to approach her eminence without my help! By yourself, you'll never be anything more than 'the foolish little sister' in the*

eyes of your subjects!” Noctis’ voice suddenly moved, coming from behind Celestia’s throne itself.

“You must free yourself from this ridiculous farce Celestia has tricked you into following like some housepet! Embrace the fear you inspire, Luna! Embrace it and you can finally command the respect of your subjects as the glorious Nightmare Moon! They will worship you above Celestia! Above all others!”

“That’s NOT who I am!” argued Luna as her horn shone. Celestia’s throne rumbled and burst apart into golden pieces, but there was no fiend behind it. Luna growled, becoming fed up with her enemy hiding from her. “You made me into something I’m not! Now come out and face me!” The voice came this time from above. Luna frantically looked up but could not find where the darkness was hiding.

“MADE you?! I may be using this unicorn as a puppet, but things were different with us and you know it! I never forced you to do anything! I may have given you a push here and there, Luna, but your choices were your own! You willingly brought forth eternal night! You knowingly defied your sister! All I did was give you the means and the conviction to do so! I didn’t make you into something you’re not! I helped bring the REAL you up to the surface! Everyone else already realizes this except you, Luna! You think if you deny it long enough they’ll all just let it go and everything will be okay!? THEY’LL NEVER FORGIVE YOU!”

“ENOUGH!” proclaimed Luna, her magic bursting open a large hole in the ceiling and allowing the moonlight to shine through. A large piece of rubble curiously screeched as it crashed to the ground. Luna immediately spread her wings and flew to the origin of the noise, watching as a black pool spread out from underneath the chunk of ceiling. A weary, weakened Twilight Sparkle lifted herself out of the slimy pit, panting in exhaustion. Luna hovered above her, eyes narrowed.

“Maybe my subjects will never truly embrace me” admitted Luna as Noctis struggled to stand up. “Maybe I will never be as wise or as beautiful or as loved as Celestia no matter what I do or how long it’s been, but I am not the scared little girl you manipulated over a thousand years ago. I know now what it truly means to be a princess of Equestria. I have a duty to my subjects that rises above my own desire to be loved. I realize that

my past actions have consequences that may never fade away, but even if I can never atone for what I did I still intend to spend every day trying. That is what Equestria deserves. It deserves a princess who can put her subjects before herself! It deserves compassion and understanding! It deserves better than YOU! Surrender now and my sister and I may show you mercy!"

Noctis grit Twilight's teeth harshly, the dark ooze continuing to leak from her blackened eyes as it glared up at Luna.

"No...I don't accept this! Do you hear yourself?! Can't you see what she has done to you! She has turned you into a pawn! A willing slave who refuses to realize her true potential! She's holding us back! She's holding YOU back! And you allow her to!? Well if you care for these ungrateful ponies that much, let's see what you're willing to sacrifice for them!"

Noctis immediately began to run for the nearest stained glass window. It coiled Twilight's legs and took a flying leap with all the strength her body had left.

"Oh no you don't!" yelled Luna as her horn glowed, surrounding Twilight's body in a gentle glow that stopped her body in mid-jump, keeping it gently hovering above the floor.

The darkness flooded without warning out of Twilight's suspended body from her mouth, eyes, and ears, collecting itself underneath her as a large, amorphous entity of shadows, slime, and black clouds. Luna gasped, hesitating for an instant. That was all the time Noctis required. A horde of bony black arms lunged from the entity, grabbing Twilight Sparkle and harshly pulling her free from Luna's levitation spell as they snapped forward, violently tossing the unconscious unicorn through the stained glass window to plummet to her doom.

"NO!" Luna screamed in horror as she flew to the window as fast as she could, intending to catch Twilight Sparkle no matter what. A shadowy tentacle whipped out of the black cloud, grabbing Luna's back right hoof and pulling her to the floor with a thud. Terrified for Twilight Sparkle, Luna didn't waste time trying to free herself, instead focusing her magic to pursue the falling unicorn and feeling blindly with ethereal tendrils for her presence. The blackness began to swarm Luna, engulfing her leg. She

forced herself to concentrate on Twilight. She would not abide letting an innocent pony die in front of her while she had the power to stop it. Not only that, but to her Twilight was more than just a pony, even more than the bearer of the Element of Magic. Twilight Sparkle had once saved her life. For that, Luna was determined not to fail her now.

Luna felt something heavy pulling down at her horn. She quickly wrapped it in her magic and slowed its descent. Yes...this was Twilight Sparkle, she was sure of it. She hadn't been too late to catch her. She began to gently lower Twilight as the darkness spread to her midsection.

"I have come too far to be rejected by you, Princess!" hissed Noctis furiously. *"Your own sister has brainwashed you! She's made you afraid to rise above her and achieve true greatness! I won't allow it, Luna! I won't let you accept this pitiful station!"*

Luna grit her teeth as the corruption spread to her upper body. No matter what, she would not allow Twilight to drop.

*"I will not let her turn you against me, Luna! I won't let her tear us apart! I don't care what it takes! You will love me again! Do you hear me?! Even if I have to shatter your diseased mind into a million pieces and rebuild it over the course of another thousand years, **YOU WILL LOVE MEEEEEE!!!**"*

Luna felt Twilight's body touch something solid. She was on the ground now. She would be safe. Luna released Twilight with a sad smile as the darkness spread to her neck. Before it consumed her entirely, she managed to steel her courage and proclaim one final, defiant vow.

"I will NEVER give in to you again."

Rainbow Dash opened her eyes. She was lying right outside the front door of her cloud house. Had everything she'd just been through been a freaky, vivid dream? She tried to flap her wings, but winced in pain. No, they were definitely burnt. She was fairly sure she could still use them, but they felt very sensitive. She wouldn't be able to fly at full speed until the damage healed over. As she looked over herself she began to notice bandages where there hadn't been any before. She sat up, twisting her

body awkwardly. Someone had done a rough patch job to cover her burns. She had a feeling that they had even rubbed some kind of ointment or lotion or something on the tender spots. She couldn't tell what it was, she just knew that she wasn't hurting as much as she was before she'd passed out back in the field.

"Sup, dweeb" came Gilda's voice from above. Rainbow Dash jumped to her feet and looked up. The griffin was sitting calmly on a cloud hanging just outside Dash's house. The pegasus glared up at her.

"Gilda! How could you!? How could you do all those terrible things?! Where are my friends!? What did you do to them!?" Gilda scoffed and rolled her eyes.

"Quit buggin' on me. You know, the boss man seemed to be in a pretty big hurry to leave after he took over that dorky unicorn, but before he went through that portal thingy he did tell me I should rip off your wings and that the magic nerd should break the hillbilly's legs so that neither of you would become a problem." Rainbow Dash immediately stood up and spread apart her wings, ignoring the pain.

"AJ! Gilda, if you guys did anything to her then so help me—!"

"Relax, doofus. Just because I'm working with the guy doesn't mean I'm gonna do every little thing he says. You know me, Dash. I'm a rebel. Ripping off wings isn't my style. Think I'm gonna let the MAN cramp my style? Dream on." Gilda smirked down to Rainbow Dash, but Dash did not seem very relieved.

"And what about Applejack, huh!? What about Trixie!? Would it 'cramp her style' to hurt my friend!? She didn't seem to have a problem doing it a few hours ago!" Gilda blew a mocking raspberry.

"Pbbbblth. That geek with the +5 hat of dorkitude? She's not hardcore. She's just a poseur. She lost her nerve and just shoved your friend through a portal to get rid of her before she came to. I got no idea where she is now."

"And what about Spike and Rarity, huh?!" questioned Dash. Gilda groaned, becoming annoyed with the interrogation.

“The dogs took them through some other portal, alright?! I’m sure they’re fine! Who cares!? In case you haven’t noticed, Dash, I was cool enough to carry you home and help you out with your burns while you were out like a light! I didn’t have to do that, you know, so you’re welcome! And you’re welcome for the whole ‘not ripping your wings off’ thing too!” Rainbow Dash rolled her eyes.

“Oh gee whiz, Gilda. Thanks for treating the burns that YOU gave me! Are you sick in the head or something?! Do you still not get what you’ve done?! That thing is bad news, Gilda! It’s after both of our princesses, and thanks to you it’s probably too late to stop it now! I hope you’re really proud of yourself, Gilda! I hope your stupid revenge was worth dooming all of Equestria!” Gilda shrugged off Dash’s anger, flapping her wings to lift herself into the air.

“Hey, you should have thought of that before you dumped me for a bunch of lame ponies. Besides, eternal night isn’t gonna be that bad. You’ll all find a way to get used to it. Just grow your food with magic or something, it’s not a big deal.” Dash fumed, biting down on her bottom lip as her eye twitched involuntarily.

“NOT A BIG DEAL?!”

“Yeah, that’s right” said Gilda smugly. “You nerds will figure something out. After you do, maybe we can hang out. I figure that we’re even now, so we can get back together and go have some real fun. You know how awesome it is to have magic powers? Maybe if you’re cool I could convince the Nox man to give you some too. I’m telling you, Dash, it’s totally sweet. I normally wouldn’t do this for just anyone but we’re buds so I figure I can help you out.”

“We are NOT BUDS!” screamed Rainbow Dash. Gilda smirked and shook her head dismissively.

“Yeah, ok Dash. You’re mad at me right now, I get it. You’ll get over it eventually. You’ll realize that you were wrong to bail on me and then we’ll be cool again. I’ll even let you keep those lame ponies you like so much if you want, just as long as you remember who your REAL friends are from now on.” Rainbow Dash reached the limits of her patience, flapping

her wings to meet Gilda in the air. She ignored the sting as she hovered right in front of the griffin and got up into her face, her own countenance filled with rage.

“What PLANET are you from, Gilda!? I knew you were mean after what you did at your own party, but I didn’t think you were EVIL! Let me make something real clear to you, Gilda. You and I are NOT friends, you got it?! After what you’ve just done, you and I will NEVER be friends! You and I are finished for good, Gilda! Do you hear me?! GET OUT OF MY LIFE AND DON’T EVER COME BACK!!!”

Gilda was silent. She glowered at Rainbow Dash, but could think of nothing to say. Her beak twisted into a snarl and her eyes quivered as her chest rose and fell with deep, shaky breaths. Smoke began to waft from her nostrils, but Rainbow Dash did not flinch, only continued to stare down the griffin. Gilda was finally the one to relent, shoving Dash away with her talons and flying up high to put distance between herself and her ex-friend.

“FINE!” she eventually shouted down to her. “If you’re just gonna act like a total loser then I don’t even want you back, Rainbow Dash! I got plenty of new friends to hang out with, and we’re gonna get into all kinds of trouble! It’ll be way cooler than hanging with YOU ever was you...you...stupid...dweeb...loser...JERK!!!”

Gilda quickly flew away. Rainbow Dash slowly settled onto a cloud and collapsed, closing her eyes. She knew that her friends were in trouble. Shoot, Equestria itself was in trouble. She knew she had to do something. She couldn’t just lay there! Other ponies were depending on her! No matter how beat up she was, she had to do something!

But she was just so tired...

“I don’t understand! What went wrong!?”

Noctis ripped Luna’s throne right out of the floor, throwing it across the room with an enraged roar. After all of its planning and all of the time it had devoted to bringing back Nightmare Moon, it had all gone wrong. Luna had been absorbed, it KNEW this, but the result had not been beautiful. The darkness covered the entire floor, walls, and ceiling of the throne room,

and from its depths had risen what was supposed to be Nightmare Moon. What came out instead was an abomination.

Noctis' new form did not even have legs, and was merely protruding like a lump out of the pit that spawned it. It had two long, emaciated arms that ended in terrifying clawed hands. Its head was shaped like a dragon's skull with three glowing white lights for eyes on both sides. Long, curved horns stuck out at the back of its cranium, and four ugly, useless black wings were spread out behind its back. The more Noctis used its hideous hands to feel its grotesque anatomy, the more upset it became. The body itself did not even seem very stable and occasionally dripped off in pieces, revealing black bones underneath until the dark magic spread itself out to repair the holes. Even Nightmare Moon's silken, sultry voice had not come to be, leaving Noctis instead with an even more frightening multi-layered speech that sounded like a horrible combination of growling, screaming, hissing, and sobbing all at the same time.

"This isn't what was supposed to happen!" howled Noctis as it picked up a large chunk of Celestia's shattered throne and hurled it through another stained glass window. *"We're supposed to be a perfect union of your magic and mine! We're supposed to be one perfect being! Why aren't we beautiful!? Where is Nightmare Moon!?"*

"You still don't get it?"

Noctis froze, ooze dripping from its chest and exposing black ribs before its magic quickly fixed the damage. That was Luna. She was somewhere deep inside, her voice reverberating through Noctis' whole being.

"The only reason Nightmare Moon was ever beautiful was because you made me believe she was, but I see through your lies now. I made you into the monster you really are. You may have my body and my magic as your prisoners, but my heart is too strong. You cannot take it unless I freely give it to you, and without it you're nothing more than a parasite. I told you already...I will never give in to you again."

Noctis swung its claws, angrily tearing off a large chunk of a nearby marble column. It roared again and threw the chunk across the throne room.

“Are you about ready to stop wrecking my throne room like a foal throwing a tantrum and give up your ridiculous campaign? I’m very busy and have no time for your foolishness.”

The dark abomination grabbed its head and screeched up at the night sky, flapping its large, disgusting wings as it tried in vain to tear off its own horns.

*“What have you done to me, Luna!? **WHAT HAVE YOU DONE TO ME!?!”***

A glorious light shone through the hole in the ceiling. The darkness plaguing the walls had to retreat from the half of the room near the doors, surrendering it to the light while reinforcing the dark magic covering the other half of the room where Noctis resided. Noctis had to shield its eyes until the source of the radiance lowered onto the floor and dimmed just enough to allow it to see what was responsible.

“Where is my little sister?” said Princess Celestia as she stood fearlessly in the face of the pervasive evil in her throne room. Noctis twisted its long, sharp fangs into a grin and reached its arms out toward her. Bits of ooze dripped off of its fingers to briefly reveal the bones underneath.

“We’re right here, Celestia. Don’t you recognize us?”

“You are not Luna” Celestia said plainly as she took a bold step forward. “You are not even Nightmare Moon. You are...just a sad creature.” Celestia frowned, daring to pity the monster in front of her.

“And whose fault is that?!” demanded Noctis. “You sealed us in the moon for a THOUSAND YEARS, Celestia! Do you have any idea what that’s LIKE?!” Noctis reached up and grabbed its head, digging its own claws into its skull. *“We couldn’t see! We couldn’t hear! Our thoughts overlapped for so long that we could no longer even tell who was who anymore! It drove us mad! I don’t even know who was really in control when we came back...Me? Luna? Did we even EXIST as two separate minds anymore!? I don’t know! It was all because of YOU, Celestia! You*

made me into what I am!" Noctis slammed its fists against the blackened floor, causing it to crack. Celestia lowered her head sadly.

"Banishing my own sister was the hardest, most painful thing I've ever done. It broke my heart for a thousand years, and I know that nothing I do now will ever be able to take it back, but I had no choice. I had to stop you...both of you."

"You ALWAYS had a choice! You chose your worthless subjects over your own sister! I can feel them, Celestia! Did you know that?! Even if Luna fights me from within, I have still grown so much from her that I can actually feel the hearts of all your subjects across the land! Do you know what they all hide from you?!"

Celestia was silent.

"FEAR!" spat Noctis as it lurched toward the princess. Celestia did not back down, even when it rose above her. *"You think they love you!? Their love is only a veil to conceal the fear they feel from your very presence! They're not really your friends! They never were! Even your so-called faithful student, Twilight Sparkle, is so frightened by you that the very thought of provoking your anger makes her tremble in terror! She could have warned you of my coming before it was too late, you know, but she didn't. You know why? Because she was scared of how you'd react! That is what you chose over Luna, dear princess! You chose an entire land of weak, pathetic cowards!"*

"Oh, Twilight..." said Celestia mournfully as she closed her eyes. Deep down, she had always known that her student was intimidated by her. Many ponies were intimidated by her. All she could ever do was try to assuage their fear with kindness, but sometimes even that was not enough. Even now, she tried to show kindness to the monster in front of her, looking up at it with gentle eyes.

"You have done terrible things to get here" she said as she dimmed her horn, "but it is not too late for you. You are not beyond redemption. Please...stop this now. Release my sister and we will forgive you. We can help you. We can offer you our friendship. It doesn't have to be this way...you can still be saved..."

“AH HA HA HA HA HA HA!”

Noctis threw back its head and laughed out loud as it began to grow, towering over Celestia until its head reached the ceiling. From the shadows covering the walls all manner of lesser nightmarish creatures began to emerge, every one of them pointing their claws at Celestia and joining Noctis in a mocking chorus of sadistic cackling. The princess stood strong, refusing to waver before the threat to her land.

The throne room doors flew open with a loud bang. The threshold was filled with Celestia's royal guard, having finally recovered from their trance. As they beheld the horror that faced their princess, however, their normally stony visages gave way to panic.

“This creature is beyond your ability to handle” Celestia said firmly to her frightened guards. “Go out into Canterlot and evacuate the citizens. I'm trusting you all to keep them safe. Go now. I'll give you as much time as I can.”

Despite their fear, the guards were hesitant to abandon their princess to such a beast, but their loyalty to her command won out in the end as they quickly retreated, leaving Celestia alone with the dark force.

“I offer you one last chance to end this peacefully. I beseech you...give me back my sister before it is too late” she said solemnly as her horn began to shine as brilliant as the sun she rose each morning. The evil creatures continued to deride Celestia with their laughter as Noctis peered down at her from its mighty height.

“Arrogant princess! You still believe yourself to be in a position to offer ME mercy!? I have reunited with the long lost Elements of Chaos! The Elements of Harmony have been tainted, and even if they hadn't they're not here to help you now! Even this form your sister has cursed me into will eventually prove to be a temporary setback! You have nothing left, Celestia! You've already lost! All hope is gone!”

“Hope is only lost when we choose to let go of it” retorted Celestia. Noctis bared its fangs and primed its claws, growling in hate. The nightmare creatures protruding from the void all started to hiss and roar threateningly.

"Your subjects will mourn their beloved tyrant this night!
***CELESTIAAAAAAAA!!!*"**

The flood of darkness began to crash down toward Celestia. She spread her wings and flew up to face it, carrying Equestria's last hope in the light that blazed on her horn.

Chapter 8

Despair

Pinkamena Diane Pie came into the house late that night. She had spent thrice as many hours rotating the rocks on the south side of the farm as her sisters had rotating the rocks on the west and east sides. She expected a lecture from her father when she came inside, pushing open the door as quietly as she could in the hope that he would be preoccupied. As was usual for him after a long day of rock farming, the father Pie was sitting in front of the fireplace, calmly reading the most recent issue of Rock Farming Weekly magazine which was set on the floor. She would have thought it to be the one pleasure he allowed himself, but he never looked particularly happy while he was reading it. Pinkamena took whatever distraction she could get, tiptoeing toward the stairs which led up to her drab, boring bedroom.

“Pinkamena” came his voice in that firm, fatherly tone which demanded obedience. The pink pony winced. She hadn’t even made it to the fourth stair before she’d been caught.

“Yes, father?”

“Come here, Pinkamena. I want to talk to you.”

“Yes father...”

Pinkamena forced herself not to sigh as she walked into the living room. She was already imagining what he might say to her. He’d say something about how she had taken too long and that the rock soup her mother made for dinner was now stone cold, and then he wouldn’t even laugh at the pun.

It had been a while since Pinkamena had laughed, too.

She sat down several feet away from him and waited. Her upbringing had conditioned her not to speak to her father unless he spoke to her first. He had never tried to instill that particular lesson in her, but he was a stallion whose presence was imposing enough to silence even the most talkative filly with but a glance. The farmer turned a page in his magazine with his hoof, not looking at his daughter while he began to speak.

“You took a very long time to rotate the rocks today, Pinkamena. Is something on your mind?”

“I’m sorry, father. I’ll do better next time. It won’t happen again.” Pinkamena gulped when her father turned another page and frowned.

“That’s not what I asked, Pinkamena. Your work has been getting slower and slower these past couple of days. Something is distracting you. What is it?”

Pinkamena bit her lip, torn between her dual compulsions to obey her father and to avoid saying something that would upset him. Unfortunately, she knew that silence would not be an acceptable answer, and without a believable lie prepared she blurted out what had really been on her mind.

“Were you and mom disappointed in me when I left for Ponyville?”

Pinkamena’s father paused, his eyes no longer scanning the pages. He frowned more heavily. His hoof closed the magazine as he sat up straight, turning to face his daughter directly. She lowered her ears and cowered before him. Right then, she regretted asking the question, but it was too late to take it back now. Her father put his hoof out in front of himself and tapped the floor twice, indicating that he wanted her to come closer. She obeyed.

“Pinkamena” he began, “let me tell you about the Pies. We have been rock farmers for generations. I’m a rock farmer. My father was a rock farmer. His father was a rock farmer. His father before him was a rock farmer. His father before him was a rock farmer. His father before him—”

“Was a rock farmer...?” interrupted Pinkamena.

“Actually, he was a mime. We...don’t like to talk about it in this family” he said solemnly. Pinkamena only blinked, having no response to that. “But his father before HIM was a rock farmer” he assured. She sighed, feeling a pain in her chest as she looked away. Her father, however, was not finished. “Rock farming is in our blood, Pinkamena, but after you put on that party of yours in the silo, your mother and I knew that you would want to leave someday. No humble rock farm would be enough for you, and the thought of you going away broke our hearts.”

“I’m sorry...” whimpered Pinkamena as she tried not to cry.

“Let me finish” ordered her father. Pinkamena went silent, her legs trembling. “It broke our hearts, but there is one thing the Pies are even above rock farmers, Pinkamena. Do you know what that is?” The pink pony meekly shook her head.

“No...?”

“We’re a family” he said sternly. Pinkamena raised up and tilted her head, unable to grasp her father’s intent.

“Sir?”

“These parties of yours...well, I can’t say I understand them. They make my body move in ways that are strange and confusing. All those colorful decorations and music everywhere do something to me that is downright alien. I can’t make sense of it, but it’s what always made you happy, and I’ll be a pebble farmer before I have my own daughter denying who she really is. Pinkamena...did you really come back because you wanted to be a rock farmer? Tell me the truth.” Pinkamena considered saying she did, but his gaze went right through her. She could not bring herself to lie to his face. She sighed and hung her head.

“No sir...I didn’t.”

“Do you actually want to go back to Ponyville?”

“Yes sir...I do.”

“Then what’s stopping you?”

Pinkamena lifted her ears and looked up right into her father's eyes. She bit her lip and quickly looked away, intimidated by his scrutinizing stare.

"It's complicated...My friends...I'm afraid they might not want me for anything but my parties. What if I go back and they just hurt me again?" she asked with a whimper. Her father was quiet for a moment, observing the way his daughter shook when she said it. He gently sighed through his nose. No, this would not do.

"I don't know your friends very well, Pinkamena. I only met that one pegasus...and she doesn't care much for rocks. No, she doesn't care much for rocks at all..." he murmured with a grimace. His daughter could only shrug awkwardly to apologize on Dash's behalf. The stallion shook his head again, moving on.

"I've never asked what happened between you and your friends because it was none of my business, but what I do know is that if all that 'Rainbow Dash' wanted was a party, she could probably find one without coming all the way down here just for you. You say that you miss your friends in Ponyville? Well, I think they probably miss you too, but you'll never find out if you aren't willing to risk getting hurt, Pinkamena. If you really want your friends and your life back, you have to take that chance. If you don't, you'll always wonder if things could have been different."

Pinkamena quietly considered her father's wisdom, and it did not take long for her to concede that he was right. She was afraid. Having her friends reject her party without so much as an RSVP, and then even having her new forest friend leave without saying goodbye had left her in a fragile state. She had put up with the loneliness and emptiness she felt for weeks now just because she'd decided it was less painful than the prospect of being cast aside again by the ponies she loved. The thought of it still scared her, but her father was no less right. If she was unwilling to take a chance, to risk feeling that pain once more, she could never hope to reclaim their friendship. She had to put her heart on the line. It was the only way she'd ever know, but despite this epiphany there was one thing still holding her back.

“But what about you guys here at the farm?” she asked with guilt in her words. “I can’t just up and leave you all again right after I come back! It’s like you said, we’re a family! I can’t abandon my family just because I miss my friends, can I? It was selfish of me to go away in the first place just so I could do more parties...I need to be responsible! I have to stop thinking about what I want all the time and start thinking about all of you instead!” Her face hardened, but a single glance from her father softened it right back up.

“Do you know why we rotate the rocks, Pinkamena?” he asked. Pinkamena raised a brow, unable to see how the question was relevant.

“If the rock stagnates for too long, it grows moss” she answered, repeating the same explanation he had told her countless times as a filly. Her rock knowledge earned her a sagacious nod in reply, but she remained confused. “What does that have to do with anything, father?”

“Your mother and I appreciate you coming back to help out with the farm and we like having you here, but you’re growing moss, Pinkamena. You need to go back. It will make us sad to see you leave again, of that I have no doubt, but it would make us far sadder to see you waste away in a life that can’t fulfill you just for our sake. You’ll always be our daughter, Pinkamena, but this isn’t where you belong.”

“I don’t know...” said Pinkamena, who was still not entirely convinced. Her father grunted and tapped a hoof against his chin thoughtfully.

“Tell you what, Pinkamena. I’ll make you a deal. You can go back to your life in Ponyville, and in return you come back and visit when your sister’s birthday comes around next month. You can do one of your little parties for her. I think she would like that. Yes, come back on your other sister’s birthday too, and your mother’s of course. Come visit when mine rolls around as well. Do all that and I think we can call it even.”

Pinkamena began to smile. She opened her mouth to speak, but her father waved his hoof in front of her face to quiet her.

“Wait wait. There’s one more thing. When you come back next month, bring that one record of yours with you. You know, the one that goes...rum bum buh dum dum puh puh dum dum puh duhhhh!” he

hummed, waving his hooves around like an impassioned conductor. Pinkamena was grinning from ear to ear as she watched her father acting silly for the first time she'd ever seen. He turned slightly red in the face from embarrassment and put his hooves down.

"I like that record..." he admitted.

Pinkamena giggled, then she laughed out loud. As she laughed, something bubbled up deep inside of her. She felt a happy tingle that went up her back and all the way to the top of her head, where it burst out through her mane, turning it puffy and buoyant.

"Ok!" exclaimed Pinkie Pie with a giggle and a snort. "You've got a deal!" She jumped right up into her father, throwing her hooves around him in a tight hug. Joyful tears streamed down her face as she nuzzled into his strong neck.

"Thank you...I love you, daddy..."

The farmer closed his eyes, and even allowed himself a little smile as he hugged her back.

"I love you too, Pinkamena. Now go pack your things. Your friends are waiting for you."

Celestia quickly flew downward, barely missing the ball of dark magic that Noctis hurled up at her from the center of the room. The spell was no larger than an orange, but as it crashed into the column Celestia had just been in front of it exploded outward in a spherical blast of nothingness wide enough to engulf half of the marble structure. The princess glanced back for an instant as the magic then violently imploded, sucking everything caught in its radius into itself and utterly erasing it from existence as if the giant hole it left behind had always been there. Nightmarish hands reached from the ground, trying to grasp Celestia's hooves as she hovered above the tainted floor, but she remained just barely out of their reach. Noctis' spells had been getting more and more dangerous and destructive by the minute. Celestia knew that the beast held no interest in possessing her. No, it got what it wanted. It had Luna.

Now, it only needed to eliminate the other sister.

"You only delay the inevitable, Celestia!" shouted Noctis, holding out its arms in front of itself with palms facing upwards. Celestia flew up as Noctis clenched its fists, willing the darkness covering the floor to spit out a torrent of black spears that all homed in on her. She closed her eyes, her horn flashing as it produced six small orbs of light that arranged themselves around her body in a horizontal ring. The orbs stretched out and sharpened into shapes reminiscent of sword blades, furiously swinging themselves all around the princess to parry the mass of dark projectiles rushing toward her and knock them back down into the pit. When Celestia opened her eyes again, her expression had turned cold.

"What's the matter, Princess?!" Noctis taunted as it gave her a fanged grin. *"Are you angry!? Are you upset that you were beaten at your own game?! Did you think you were the only one who could manipulate those ponies to serve your goals?!"* It whipped out its bony arm and pointed a claw at Celestia, summoning a shadowy serpent from the blackness covering the wall behind it. The giant nightmare creature opened its maw as it charged at the princess. She flew sideways just in time to avoid being devoured, her protective lights reverting to their globular shape and surrounding the serpent, burrowing underneath its surface. The monster hissed and thrashed as it began to glow from the inside, eventually swelling and bursting apart in black tatters that fell to the ground and recombined with the corruption spread throughout the throne room.

"What is it all for?" asked Celestia as her lights returned to her. "You intend to consume all of Equestria? All the world? What if you succeed? What then? When you have finally destroyed everything beautiful, will you be satisfied? Will you truly be happy when you are all that is left?"

"Happy!? You actually believe anyone can ever be truly happy!?" Noctis roared, holding its arms out to its sides. *"The only reason you all seek happiness is to run away from the emptiness in your hearts! Your ridiculous 'friendship' is nothing more than a distraction from the horrible reality, Celestia!"* Noctis curled its fingers, the remaining windows in the throne room shattering one after another on both sides. The shards of glass floated swiftly toward Noctis and collected themselves into a massive, jagged wall that hovered in front of the dark being.

*“No matter what you accomplish, your lives are all still meaningless! No matter how many friends you make, **YOU ARE ALL STILL ALONE!**”*

Noctis thrust both of its hands forward, sending the glass shards flying after Celestia one after another in rapid pursuit. The alicorn quickly doubled back and flew around the remaining columns in the throne room, forcing the deadly projectiles to snake around the stone in order to keep up. Despite Celestia's efforts to confuse, they remained relentless. She had to stop them somehow or they would eventually find their mark.

“What would you have them do?!” she shouted as she flew up through the hole in the roof, her protective lights widening into the guise of shields and moving around to deflect the glass that shot up after her. “Would you have them all lay down and die?! Those ponies are stronger than you think! As long as they refuse to give in to despair, their lives have meaning! As long as they help each other in times of hardship, they are never alone!” Celestia's lights converged into one large barrier, shining vividly before emitting an intense ray that engulfed the glass racing up from underneath. The shards all turned bright red, dissolving into molten liquid then disintegrating entirely.

Before Celestia had time to fly back down to face her enemy, a gigantic wave of darkness crashed through the ceiling from behind, towering above the alicorn. The repeated damage to the roof caused it to finally collapse entirely, leaving the throne room exposed to the night. As Celestia turned around, the looming shadows overhead twisted themselves into Noctis' monstrous shape, gigantic wings unfurling to block out the moonlight. The princess stared, unafraid as the beast brandished its enormous claws and fangs at her.

*“They will soon learn the true meaning of despair and loneliness! The archaic reign of Celestia **ENDS NOW!**”*

Celestia closed her eyes as Noctis descended on her with jaws open wide. Her magic barrier of light began to grow, spreading itself out to encase her entire body in a sphere so radiant that the princess herself could no longer be seen inside of it.

Noctis' jaws snapped shut, missing the princess entirely as she suddenly lurched backward. The monster growled in annoyance, swinging

a giant clawed hand to try to knock the annoying little ball out of the sky. Again it missed her when she darted up through its fingers. She was moving too fast and too erratically for ordinary wing-based flight. Her magic was doing this somehow, Noctis was sure of it. The behemoth roared angrily, spewing a colossal stream of dark fire from its mouth that Celestia nonetheless managed to effortlessly evade even when Noctis turned its head to follow her movements.

“Stop running away! Are you afraid to face your demise, you coward?!” it hollered as the flames dissipated. *“Then I will show you a coward’s reward!”*

Noctis raised its arms up high above its head. A small void ripped open in the empty space between its palms, shaping itself into a tiny black orb. The fabrication of evil magic lifted slowly above Noctis’ hands, a misty red ether swirling in its center as it began to expand at an alarming rate. It rumbled ferociously, its burgeoning presence darkening the starlit horizon with murky clouds. Lightning streaked across the heavens, succeeded by deafening thunder as the vile orb only continued to swell, its unrestrained growth not stopping until it was larger than the royal palace itself, its sinister glow able to be seen by frightened ponies all the way down in Ponyville. Celestia could only watch from within her shield of light, stunned into silence as Noctis held aloft a gathering of raw evil magic that surely must have resembled a second moon in the sky to the poor, petrified subjects in the little town underneath.

“Can you feel the terror of the wretches below us in Ponyville, Celestia?!” questioned the beast. *“I can! They are all scared for their lives! They are praying for their benevolent tyrant to save them! Prayers without an answer, Celestia! THAT is the essence of despair! Now watch, you helpless little foal! **WATCH AND SUFFER AS PONYVILLE AND EVERYTHING IN IT IS TURNED TO ASH!**”*

“You truly cannot be saved...” whispered the princess, grieving for her enemy. “I’m sorry...I tried to help you...”

Noctis prepared to release its spell, to annihilate the innocent town simply out of spite. Celestia charged, encircled by her magic and blazing like a comet.

The giant abomination suddenly doubled over, howling in agony as Celestia pierced its chest and ripped out through its back, leaving a gaping hole far larger than her body should have been able to create on its own. Unable to maintain its demonic form with such grave damage, Noctis began to fall apart, dissolving in oozy chunks that splattered down into the darkness filling the throne room. With no one to hold it, the deadly magic hanging in the sky began to descend toward Canterlot. Celestia rocketed upward, breaching the giant orb's exterior and flying straight through to its core. The orb began to tremor and fluctuate, cracks forming in its surface that resplendent beams shone through, tearing the evil magic apart from the inside out. As it began to crash down on the throne room, the orb shattered as though it were nothing more than a mirrored ball, flinging shreds of pitiful, impotent darkness into the atmosphere which quickly evaporated into nonexistence.

Celestia flapped her wings, her barrier splitting back into six lesser spheres as she landed on the throne room floor. Black hands immediately came up from underneath to seize her, but a single, overpowering flash of Celestia's magic disintegrated them all into oblivion. The alicorn's light grew so intense that the corruption covering the ground was forced to back away, leaving a single untainted spot that Celestia stood in almost mockingly.

Noctis' body reformed in its normal size from the opposite side of the throne room, bursting up out of the dark pit and wheezing painfully as it arched its back. Though the damage caused by Celestia had been repaired, it was still clearly feeling the effect of having its avatar destroyed so completely. Noctis fell forward, clawing at the ground and flapping its vestigial wings as pieces of itself dripped from its back, exposing its spine. Celestia began to close the distance between them, the darkness having no choice but to flee her power and allow her unspoiled ground to stand on with every step she took. Her face had hardened, lacking the clemency she had generously offered to Noctis before.

"You're right. I am afraid" she confessed as she stopped before the wounded, writhing creature. "All of this time, I was searching for any sign of kindness in you, just one act of compassion that could salvage you from your hateful, desolate existence. I tried as hard as I could...but I found nothing, not a single shred of anything good or decent."

Noctis roared as it reared up, bellowing an immense torrent of flame at her. Celestia redirected the fire to split harmlessly around her with nothing more than a twinkle of her horn. Noctis gasped in genuine fear as Celestia came back into view through the withering embers, completely undamaged.

“You are a monster of pure evil...and you’ve left me no other choice but to destroy you entirely with the most potent magic I have, magic that I swore I would never use against another living thing no matter how wicked it was. It is a horrible, devastating power...and the thought of unleashing it on anything, even you, terrifies me more than you can possibly imagine...”

Growing desperate, Noctis growled in hate and lunged at Celestia, wrapping its bony clawed fingers around her neck and trying to simply choke the life out of her. Celestia was unfazed by the weakened monster’s attempt, watching the pitiful thing in front of her squeeze as hard as it could with no results.

“How!?” it wailed as it struggled to crush her throat. *“I gathered all the Elements of Chaos! I used the magic of your own sister against you! How are you still alive!? How could you have grown this much in a mere one thousand years!? How can you still eclipse my power so absolutely!? WHAT ARE YOU!?”*

Celestia closed her eyes, her orbs of light gathering on her and sinking softly into her body one after another until they were all gone. She unfurled her wings and reared up, her body abruptly becoming engulfed in a dazzling pillar of golden splendor that erupted from beneath her hooves and stretched up all the way to the sky. Noctis howled as its arms were caught in the beam, which instantly incinerated them to nothing. The dark being fell backwards, screaming in torment and waving its sad little stumps. It sank down into the abyss, re-emerging as far away from Celestia as it could within the throne room. It had grown new arms by the time it arose, but they were weak and tenuous, barely able to hold together enough dark magic to cover the bones.

As Noctis remained hunched over, licking its wounds, Celestia stepped from the golden beam, scattering it to the wind. Her body was wreathed in a beautiful, gently burning white fire that covered her

completely, making the terrified Noctis wonder if there was even an actual pony inside anymore.

“This is the end” echoed Celestia’s voice sadly from beneath the serene flames. As Noctis watched, helpless to prevent it, a tiny white star no larger than a marble came forth from the fire of Celestia’s horn, hovering in front of her head. Despite its size, its luster was so brilliant that the Noctis could barely stand to behold it.

“I’m sorry...” said the princess with genuine remorse. “I would have given anything to avoid having to come to this, but you cannot be allowed to persist in your evil deeds. I will try with all my heart not to let you suffer for too long...”

Applejack collapsed, the impact of her body on the dry ground creating a small cloud of dust that billowed outward. She was somewhere in the desert outside of Appleoosa, she knew that much. Before shoving her through that weird portal, Trixie had made some crack about how she wasn’t a leg-breaking thug and that Applejack could just go wallow in the dirty town with all the other country bumpkins instead. Applejack supposed that between the two options she’d gotten lucky to be where she was, but she still didn’t feel very lucky right now. At least Trixie had enough decency to give back her hat before dumping her like a sack of apple cores.

The beaten down pony had been through more punishment in the last day than she usually went through in an entire season of apple bucking. She’d jumped off a barn, left the clinic against the nurse’s advice, walked over an hour for a daring rescue attempt that didn’t even work, been trounced by Trixie and Gilda, and now had been wandering for what felt like forever through a wasteland...her body simply couldn’t take it anymore. She sighed heavily through her nose. It wasn’t in her nature to just roll over and give up, but while the spirit was willing the flesh was weak.

“Sorry, girls...” said Applejack, despite having no pony around to hear her. “I gave it mah all...but it looks like you won’t be seein’ me again...Reckon if the sun comes up I’ll end up as Baked Applejack. If it doesn’t...well, guess I’ll just get found by that Noctis thing out here sooner or later and then who knows what’ll happen to me...either that or I’ll wander ‘round lost ‘til I waste away...”

Applejack frowned. She didn't like to think about the misfortune that was very likely to befall her very soon. She decided to change the subject.

"Rainbow Dash...look after mah kin fer me, ok? Apple Bloom, well...she needs a strong role model and I reckon you'd do just fine...Don't you go lettin' yer laziness rub off on her, though. Twilight, you make sure she studies hard in school. Help 'er with her homework. I know I can count on you to do that. Pinkie Pie, if ya ever get offa that danged rock farm, do me a favor and keep everypony smilin' no matter how bad things get, ya hear? I know you can do it...Fluttershy, I know yer better with critters, but try to take care of Granny Smith. Make sure she don't strain herself, ya know? She ain't a young mare anymore. As fer you, Rarity..."

Applejack paused, hitting a mental brick wall.

"Well, I guess you could make a nice hat fer Big Macintosh or somethin'...guess it'd keep him from gettin' sunburned, assumin' the sun ever even comes back."

She never would understand Rarity and her persnickety ways, but she still would have given her left flank just to have her company right now. Applejack knew that none of them could hear anything she just said. Shoot, they probably weren't in any position to do anything she just asked even if they could have heard her, but it made her feel better to pretend they could. She didn't want to be all alone in the middle of nowhere if this was really the end of the line.

"Thanks, y'all...fer bein' the best friends I ever coulda asked fer. Even you, Rarity, ya silly frou frou weirdo."

Applejack chuckled softly as she closed her eyes.

"So long..."

"Who?"

Applejack's eyes shot open. She quickly realized she had dozed off, but she wasn't sure how much time had passed. It was still nighttime, but for all she knew that could have meant nothing anymore. As she mumbled

weakly she raised her head, looking up from underneath the brim of her hat to see a familiar brown owl standing on the ground in front of her.

“What’s a forest owl doin’ out in the desert? Wait a minute...I know you, don’t I? Ain’t you Twilight’s little helper?”

“Who?”

“Twilight? Twilight Sparkle?”

“Who.”

“Twilight Sparkle!”

“Who?”

“TWILIGHT SPAR—What am I doin’?” Applejack mumbled to herself. She must have been really out of it to actually fall for that one. She tried to raise up, but she had no more strength to stand. She grunted and settled onto her side. “Nnf...can’t get up. That’s ok, though. I got you here now. I dunno why yer out by Appleoosa instead of back in Ponyville but I ain’t gonna start second guessin’ a lucky break. Goodness knows I been looooong overdue fer one.”

“Who.”

“Yeah, who to you too, buddy” said Applejack, giving an exhausted laugh. “Look, yer a smart owl, right? Appleoosa’s ‘round here somewhere...got no idea which direction it is, but I’m really hopin’ you do. If ya find it, look fer mah cousin, Braeburn. Wears a hat that’s sorta kinda like mine and has a big red apple on his flank. Bring him out here...I...” Applejack gulped. Despite having already learned a lesson about this once, admitting vulnerability was still not something she enjoyed doing.

“I need his help...”

Owlowiscious hooted and flew away. Applejack had no idea if he had listened to a word she’d said, nor did she know if he was actually going away to find help or just leaving her to rot. All she could do was trust in Twilight’s feathered assistant and try to be optimistic.

“Ha, lookit him go” she mumbled with a smile. “And here I was sittin’ and feelin’ sorry for m’self like I was headed fer that big apple orchard in the sky. I must be so tired that I ain’t thinkin’ straight to go spoutin’ off a buncha nonsense like that...Big Macintosh woulda never let me hear the end of it if he’d been around to see me actin’ a dang fool. I ain’t given up now. Mah friends need me...mah family needs me...Shoot, maybe all of Equestria needs me. I ain’t gonna let ‘em down no matter what...”

Applejack could feel her fatigue catching up with her again. That was fine. She could use this time to rest up until the owl and her cousin came back and rescued her. Best get what shuteye she could, she thought, because they’d swoop in before she knew it. Yeah. No problem. Everything would work out.

“No matter what...” she repeated to herself.

Applejack’s eyes slowly fell closed as she drifted into sleep.

Back outside the palace in Canterlot, Twilight Sparkle’s eyes quickly flew open as she awoke.

Noctis splashed up from the slimy void in front of where the thrones once sat, screeching and howling as it thrashed around, desperately working to snuff out the white flames consuming its left arm. Celestia’s single, itty bitty star had been startlingly unrelenting and utterly unassailable. No matter what Noctis tried to do or what angle it tried to ambush the burning alicorn from, the star always remained one step ahead, always waiting to envelop its target in righteous fire. Though Noctis reformed itself time and time again, it found that it was becoming progressively more difficult to do, and each new body was surfacing with larger and larger holes in its shadowy flesh. As it buckled forward, skeletal fingers scraping painfully against the floor, it could feel Celestia coming closer. Every time one of her hooves touched the ground it burned away another piece of the corruption, leaving large gaps in her wake. Noctis bared its fangs. Celestia was just mocking it now...taunting it with her supposed dominance. She knew nothing. She was just a piece of trash like all of the other ponies. Having a little more magic and a longer life

didn't make her any different, and to see her pretend otherwise drove Noctis mad.

"You think you're superior to me?!" it snarled in disbelief, clenching its bony fists and spreading its leathery wings. *"Do you know what I am?! You've read the book too, have you not?! I am a being far greater than you could ever begin to even fathom! I am beyond time and space! I am a devourer of stars and of worlds! Do you think an insignificant speck like you can even hope to survive, let alone prevail?! YOU'RE JUST A WORTHLESS PONY!"* Noctis reached down into its own inky depths with its right hand, pulling up a long black trident sculpted from dark magic. Grunting loudly, Noctis hurled the weapon directly at Celestia, but the deadly creation could not withstand the overwhelming heat of her aura, crumbling away into useless cinders mid-flight without ever threatening to even approach the alicorn.

Celestia stood silently, wholly unimpressed by the attempt on her life. As the tiny star currently orbiting her horn began to hover toward Noctis, it tugged on its own horns in extreme vexation.

"WHY WON'T YOU DIE?!" it screamed. Celestia did not oblige it with an answer.

Noctis held its arms out to prepare another spell, but Celestia's little star allowed it no such opportunity, shooting forward and penetrating cleanly through the monster's torso, leaving behind two tiny holes in its chest and back that quickly combusted into raging alabaster fire. Noctis shrieked and spasmed, flapping its wings and trying in vain to smother the growing inferno with its hands. Celestia watched in silence, the tranquil, calming flames bathing her own body a stark contrast to the angry, punishing blaze rapidly consuming the evil being in front of her. Her star was not yet finished, shooting backwards to puncture Noctis a second time and emerge from its stomach, starting two new fires. Before the dark creature even had a chance to react beyond a pitiful gagging noise, the star zig-zagged back through its body again, then again and again and again and again, perforating it thoroughly and igniting new wounds with every strike.

"It will be over soon" promised Celestia as the agonizing brute sank down into the floor, hiding itself amongst what darkness in the ground the

princess had not burnt away. She waited until she realized that it had no intention of coming back up. Would that she could leave it there, but if she let Noctis be now it would only heal the damage done to it thus far and attack anew. Celestia lowered her head, the little star touching down atop the corruption pervading her throne room. She could feel it pushing back against her magic, desperate to keep her away, but the little star pushed right back, overpowering the forces fighting against its descent and sinking down into the abyss, disappearing.

She waited.

The ooze began to bubble, large bright spots appearing beneath its surface all over the floor and the walls. It churned tumultuously as though it were in a sudden panic. The spots became brighter in succession, gleaming through the translucent black with growing intensity until finally they began to explode one after the other, blasting destructively through the void and radiating extravagant white rays that torched the evil from within as it spilled out into the throne room. The room itself filled with light so great that it cascaded out through the open ceiling as a monolithic beacon, bringing comfort to her fleeing subjects down in Canterlot but unimaginable suffering to her enemy. Celestia could hear the screams of the poor creature echo all throughout the palace. The sound deeply disturbed her.

The darkness wriggled like a dying animal as the light died down. With so many holes in itself, the shadows throughout the area had no choice but to pull inward in order to gather enough material to make yet another body. By the time Noctis arose once more the pool only remained spread out on the floor about ten feet in all direction. While that would have been significant in most indoor environments, within the royal throne room it was barely much worse than a stain on the carpet.

Noctis' physical body had been reduced almost entirely to bone, only able to scrounge up enough darkness to cover half of its right arm and the left side of its face. As it hunched forward, gasping and moaning, Celestia began to approach it, stepping carefully around debris of her roof. The gentle white fire covering her body extinguished as she came closer, restoring the pristine and regal appearance her subjects knew her by.

"You..." Noctis wheezed. *"I hate you...! **I HATE YOUUUU!**"*

The bony creature tried to pounce at Celestia, but her horn shone bright, manifesting two heavy cuffs of white light that encircled Noctis' wrists and pulled them down so harshly that the creature grunted as its arms slammed onto the ground.

"I pity you" said Celestia calmly. She observed Noctis for several seconds as it writhed and roared. Her spell prevented it from changing its form to escape. For now, it was trapped. She sighed, beginning to walk around the oozing puddle while Noctis screamed and flapped its fleshless wings, struggling to no avail. Celestia's head lowered as she carefully stepped along the black edges, her horn shimmering softly and waving above the vile goop.

"Luna!" she called out. "Can you hear me, sister? Are you in there somewhere? If my words still reach you, say something! Say anything!"

"I am here, sister!"

Celestia showed no sign of acknowledgment. While Luna was not beyond the reach of Celestia's words, Celestia herself was beyond the reach of Luna's. As Noctis watched, it began to growl, baring its fangs at Celestia in a sneer.

"What are you doing? You think you can just pull Luna out like some kind of cereal prize?! That's not how this works, Celestia! You know better than that! She's part of me now! Even with all your magic, the only thing that could ever separate us was the Elements of Harmony all united as one, and they are no more! Do you understand now, princess? The only way you can stop me now is if you DESTROY US BOTH!"

Celestia stopped. She closed her eyes and said nothing for a long time. Noctis grinned. Finally it had her.

"That's right Celestia. There won't be any more trips to the moon. There is nothing left but you, me, and little Luna. So what now, Celestia? Do you have it in you to lose her all over again? DO YOU!?" Noctis began to laugh. It might have been restrained, but Celestia was too kind and soft to ever actually finish it off when it meant Luna would perish too.

“Ah ha ha ha ha ha! You have no place left to go, Celestia! No place left—”

Celestia jumped over, suddenly slamming her hooves down in front of the laughing monster and staring it down with harshly narrowed eyes, startling it into submission. Her horn began to shine again, becoming brighter and brighter until Noctis was forced to lean away from the princess, cowering in fright as it pulled against its wrist weights. Celestia merely leaned right back in, her magic so overbearing that the remaining little bits of shadow on Noctis' body burned away, leaving only black bones sticking out of the rapidly shrinking pit. Her magic continued to gather and strengthen in her horn without any sign of stopping, determined to end things once and for all no matter what the cost. As small pieces of its skull began to chip away and disintegrate under the assault of Celestia's growing power, Noctis became hysterical.

“Wait! Think about what you're doing!”

“It's okay, Celestia! I am gladly willing to give my own life to save our subjects! I forgive you! Do what you must!”

Celestia could not hear Luna, but that did not stop the moon princess from trying anyway. Realizing that it was quickly losing leverage, Noctis desperately clung to what scraps it still had.

“Think about the promise you made to her!”

“Do not use my own memories as tools to torture my sister, you abomination!”

“When you lost your parents you promised you'd always take care of her! You promised you'd grow up, that you'd stop playing childish pranks and would protect her the way big sisters should so nothing bad would ever happen! You promised you'd keep her safe!”

“You took our parents from us! From her! You made Tia give up her childhood to look out for me, but she kept her promise better than a filly should ever be expected to in her position! Mother and Father would be proud of her! I'M proud of her!”

Celestia did not yield. Noctis' ribs began to crack and decay.

"No! NO! You can't truly want this, can you?! Remember, Celestia! Remember all the nights you spent chasing fireflies together! Remember when you saw her raise the moon for the first time and get her cutie mark! Remember how she used to come to you when she was scared of thunder outside her window! Remember how happy she was mere hours ago when you told her she could raise the moon at your festival! Is this it, Celestia?! Is this what every hug, every scraped knee, every piece of birthday cake, every game of tag, every bedtime story you ever read to her leads up to?! Is that what it was all for?! You're killing her, Celestia! YOU'RE KILLING YOUR OWN SISTER!"

"My sister is too strong to be swayed by your words! A princess must put her subjects before anything else! That is what she's taught me! That is what I am doing now! It ends here, monster! You and I will face oblivion together! Finish it now, Tia! STRIKE ME DOWN!"

"Luna..." whispered Celestia as she closed her eyes. She began to weep, a painful sob catching in her throat. "I love you so much, little sister...I'm so sorry I couldn't save you...Forgive me..."

"No, Tia! You can't falter! You must do it now while you still have the chance!"

For the briefest of moments, Celestia's horn flickered and dimmed ever so slightly, betraying the wavering of her heart.

Noctis swiftly pulled up its arms, breaking free from its weakened bonds. It seized Celestia's neck in one hand and her horn in the other. Forcing itself to ignore the terrible burning of her magic, it pushed against her and gave a hard crank with every bit of strength it had left.

There was a loud snap, followed by a flash of sparks.

Celestia stumbled backward several feet, having to spread her wings to keep herself from falling. Her eyes went wide as she observed that Noctis held half of her horn in its right hand. Sticking out of her own head was a short, useless stump. Noctis lifted the piece of horn in front of its face, seeming to have even shocked itself by its success.

"It...worked?"

Freed from the terrible force of Celestia's wrath, the darkness slowly began to spread out once more, covering the ground and crafting new flesh to cover Noctis' bones.

"It worked!" Noctis threw back its head and cackled victoriously. Luna's echoing cries for her sister inside its mind only made this turn of events all the more sweet. *"Ah ha ha ha ha! AH HA HA HA HA HA HA! IT WORKED!"* Celestia's face was solemn. She knew that without her horn intact, her magic was unusable. She had no way to fight off the Elements of Chaos now, but that didn't mean she was ready to give up. Lowering her head, she scraped her hoof against the ground and spread her wings. She didn't know what she could do now, but she refused to simply hand Equestria over on a platter, magic or no magic. Noctis noticed the hardened look in the princess's eyes, mocking her with a grin as it squeezed its fist and shattered Celestia's horn into little pieces.

"So, even the great and powerful Celestia is mortal after all! I admit that you had me worried for a moment there. You were actually going to do it, weren't you? You truly are ruthless, but not even you can execute your own poor baby sister without hesitation! Isn't it fascinating how a single moment of weakness can seal your downfall!? What happened to your conviction, Celestia? Did you stop so you could desperately try to think of some way to save her? Were you praying for some last-second miracle to give you a way out? Could you just not bear the thought of losing her forever?!"

Celestia did not answer, flapping her wings and raising into the air high above Noctis, preparing to charge at it with everything she had.

"That's it?" the dark entity mocked, pointing a claw at her and laughing hysterically. *"AH HA HA HA HA HA HA! THAT'S IT?! What's the matter, Celestia? Where's that 'horrible and devastating' power of yours? Hm?"* Celestia charged her foe as fast as she could manage without magical enhancement.

"WHERE IS IT?!" bellowed Noctis as it effortlessly backhanded Celestia out of the air, knocking her all the way against one of the few

marble columns that remained standing. The princess fell to the ground, dazed by the impact.

“No, Tia! Get up! You have to get up!”

“Looks like Luna put a little too much faith in you, Celestia!” it jeered. As Celestia moved to stand up, the darkness quickly spread beneath her and manifested black chains to wrap all around her body and hold her down. *“Go on, princess! A minute ago you would easily be able to break free from a little thing like this, yes? Don’t tell me that suddenly changed just because you lost your horn? Let’s see it! Free yourself! Come at me! Punish me for my evil deeds!”* Noctis knew that she could not escape. Oh, she tried of course. She pushed against the chains as hard as she could, but they held strong. Noctis chuckled, savoring the sight.

As Celestia put her entire heart and soul into resisting Noctis’ restraints, tiny black imps began to pull themselves out of the ooze all around her, giggling cruelly as their beady white eyes watched her fight hopelessly. They all bared sharp little fangs and squealed with glee, jumping onto the alicorn and clinging to her body with little claws. They grabbed her wings, ripping out her feathers in tiny, mean-spirited little fistfuls that made Celestia cringe in pain. They clung to her beautiful mane and tail, chewing through each until her hair was severed. They pulled on her broken horn and scratched at her cutie mark. All the while Noctis pointed and guffawed like a child watching a circus, feeding greedily from Luna’s anguished pleas for Celestia to rise.

“Look at what you have been reduced to!” it said in pure joy, sinking into the void and resurfacing in front of Celestia twice as large as it has been only seconds ago. Grabbing Celestia around her throat in one giant hand, it pulled her up away from her tormentors, snapping her through her chains and slamming her up against the column behind her. *“You truly are pathetic, nothing but a weak foal playing the part of a leader!”*

“You disgusting coward! You act so high and mighty when she can’t defend herself, but only moments ago you were practically begging for your life! You truly are the lowest scum in Equestria! My sister is not weak! Even without her magic, she still opposes you! She’s stronger than you could ever be!”

Noctis grinned. Luna's anger only served to make it more powerful.

"She's begging me to spare your life" it said with a smirk. *"Did you know that, princess? She's pleading, offering me anything I want if I let you leave to crawl under some rock."* Celestia slowly opened her eyes and smiled unexpectedly, causing her captor to growl in irritation.

"You're lying" she said matter of factly.

"And how would you know that?!" Noctis demanded.

"Because I know my sister. Even if you can hear her every thought, I know her far better than you. I imagine that right now she's probably giving you quite the tongue lashing for kicking a mare when she's down. She's probably calling you a coward too, right?"

Noctis' features twisted in disgust. Celestia only continued to smile. Roaring as loud as it could, Noctis raised her over its head and smashed her down into the marble floor, looming over her and gnashing its fangs. Celestia choked as the monster's clawed hand squeezed her windpipe, but she looked right up into its frightening visage and continued to smirk.

"Ready...to give...up...yet?"

Noctis shouted with rage, throwing the thrashed alicorn across the room and into the wall.

"How can you have the audacity to still act so smug?! I broke your horn! I tore apart your wings! I made you into an ugly, pitiful wreck with no chance of winning! If you know what is good for you, you'll beg for mercy! If you grovel well enough I might decide to be generous and end you quickly!" Celestia slowly got to her knees. Noctis calmed itself until it realized that the princess continued to rise, standing tall and staring the beast right in its eyes. Despite her broken horn, despite her tattered wings, she still exuded great strength of heart.

"Equestria will not bow before you, so neither will I. Strike me as many times as you please. As long as I breathe, I will stand to defy you."

Noctis clenched and unclenched its fists, snarling at the princess. It had been waiting for over a thousand years to finally destroy Celestia, but her grace and dignity made it utterly unsatisfying. Even when rendered powerless, she still managed to find a way to ruin things.

“Maybe I should drag you down in front of your subjects and make them watch as I finish you! No...no, then you’d just be a martyr! There’s no fun in taking revenge on you like this! What pleasure is there to be had when you still have your delusions of grandeur up to the very end?! After what you did to me, simply killing you isn’t good enough...I refuse to let you have the last laugh! No, I have to BREAK you first!”

Noctis suddenly stopped as it got an idea. Chuckling wickedly, it leaned over and set both hands onto the ground. The shadows began to tremor violently, causing the entire palace to quake. Realizing that it was about to use magic, Celestia charged again. She couldn’t cast spells and she couldn’t fly, but she was pretty sure she could still kick hard, so that was what she intended to do. She made it halfway before her body froze and her hooves suddenly burst into black flame. She looked down, wide eyed as the fire began to creep up her ankles, leaving only nothingness in its wake. Strangely, the fire did not hurt and there were no ashes left behind. She also continued to stand even with no hooves to stand on. Celestia quickly realized what it all meant. This fire was not meant to burn her.

It was meant to banish her.

“Princess!”

Both Celestia and Noctis turned their heads, surprised to discover Twilight Sparkle in the doorway. She looked tired and weak, but she had rather admirably still managed to run all the way back up to throne room, undoubtedly so she could try to help her princess. When she saw the sad state Celestia had been reduced to, however, tears began to pour from Twilight’s eyes. She galloped over to her beloved teacher, whimpering fearfully. Noctis allowed her to approach, partly because it had to focus every shred of magic it had for its spell and partly because Twilight’s sorrow amused it.

“Princess, what’s going on!? What happened to your horn!? What happened to your wings and your mane?! Why are you disappearing?!” blubbered the scared unicorn. Celestia smiled sadly at her student, trying to comfort her, but Noctis decided to intervene.

*“I spent a thousand years in the moon because of her, Twilight Sparkle. No ordinary retribution could ever pay her back enough for that, but I have the Elements of Chaos once more...I have the means to make her suffer just as I did! I think you’ll appreciate the irony, Celestia! We’ll see how smug and dignified you still are after you have spent **A THOUSAND YEARS IN THE SUN!**”*

“No! Come on, Tia! Fight it! You have to! Do something! I don’t know what, but you can’t lose now! You just can’t! Too many ponies are depending on you!”

Twilight Sparkle, in her own fit of despair, turned to face Noctis and lowered her head, pointing her glowing horn at the dark monstrosity. Her tears blurred her vision, but she didn’t let herself lose focus, scraping her hoof against the blackened ground.

“Let her go! Let her go or I’ll make you sorry!”

As the flames began to consume Celestia’s wings, she observed Twilight Sparkle’s resolve. Twilight’s magic was vast, but even she stood no chance of defeating Noctis all by herself. Twilight was smart enough to know this. She knew she had no chance, but she was going to try anyway. The princess began to shed tears of her own, but they were tears of happiness, because she recognized a flicker inside Twilight’s heart. Even if the darkness had swallowed up the Element of Magic, because of Twilight’s courage there still remained a tiny little spark that refused to snuff out. Celestia understood now. She was not the one meant to overcome this evil threatening the world. Even the Elements of Harmony were not Equestria’s saviors.

It was the humble, ordinary ponies throughout the land. All of them. They were the ones who would save everything, even herself and Luna. Equestria was their home. It was always meant to be they who would defend it.

“Twilight...Luna...I have to go away for a while...but it’s okay. Everything will be okay. I promise...”

Twilight Sparkle raised her head, abandoning her spell as she looked upon her princess in utter confusion. The black fire had taken most of her body by now. Only her head and chest remained, and they were already beginning to disappear.

“It’s not okay!” screamed Twilight. “Why does everyone keep saying that?!”

“I can’t be your shield any longer, Twilight Sparkle. It will soon be time for you all to stand up and protect what you love for yourselves. You’re stronger than you think, my faithful student. Together, you are stronger than the darkness. Together, you are stronger than even me. Together, you can save this world...”

“What do you mean!? I can’t save anything! The Elements of Harmony are gone! We can’t do this without you! I can’t do this without you!” Twilight shook her head, closing her eyes tight as her tears began to sting. “I’m not special! I’m not strong! I’m just a stupid foal who made everything worse! Please! Don’t make me face this alone! I’m sorry, princess! I’m sorry I kept secrets! I’m sorry I was never a good friend to you! I’ll do better from now on! I’ll be a better student! A better friend! I’ll make you proud, I swear! Just please don’t go! PLEASE DON’T LEAVE ME!”

Twilight’s horn began to shine. She gasped, as it had not done so of her own accord. Even though she had not called forth the magic, she recognized its tingle. It was a teleportation spell, working to take her away. Wherever it was taking her, it was someplace far from the palace.

“No! Not now! Not like this!” Twilight begged. “I can’t abandon the princess! Please! Let me go! I won’t leave her here all alone, do you hear me?! I WON’T!”

There was a bright flash, and when it settled Twilight Sparkle had disappeared. Celestia smiled one last time and closed her eyes, the fire having reached all the way up to her head.

“Goodbye, my sister. And goodbye, my faithful student...my friend...”

A golden tiara dropped to the ground. Celestia was gone.

“Sister...I trust you...Goodbye...”

Noctis felt Luna’s heart crumble into pieces, but even now she remained too resolute for it to take her by force. It did not matter. Celestia had been beaten.

“*I...won*” it hissed as it raised its hands from the floor, having trouble actually believing its own words despite having planned for a long time to be where it was now. “*I won? Yes. Yes! I WON! Ah ha ha ha ha ha ha ha! AH HA HA HA HA HA HAAA! I WON! I WON I WON I WON!*” Noctis pointed at Celestia’s tiara on the ground, snarling disdainfully. “*WHERE IS YOUR HOPE AND FRIENDSHIP NOW, CELESTIA?! WHERE IS YOUR FALSE BRAVADO, LUNA?! EQUESTRIA IS MINE! THIS WHOLE WORLD IS MINE!*”

Throwing up its arms, Noctis cackled in celebration as the darkness spread completely unrestrained throughout the royal palace, turning its once welcoming corridors into something ugly and frightful. The entire castle shook with tremendous force, beginning to break away from the very stone it had been built upon and rise up into the sky. Noctis only continued to laugh, letting out an indescribable euphoria that echoed through the halls. Luna was imprisoned. Celestia was banished. The Elements of Harmony were tainted and decrepit. There remained nothing left to oppose its reign. As the castle began to move toward the glowing moon over the Everfree Forest, Noctis clenched its fists and shouted to the heavens.

“*The Age of Celestia is over! It is time for an epoch even greater than eternal night! **THE AGE OF DARKNESS HAS BEGUN!***”

Twilight Sparkle reappeared, finding herself in completely unfamiliar surroundings. She was in a wide meadow of luscious green grass that seemed to go on forever in every direction. There was a giant tree off to her left that had been fashioned into a house not unlike Ponyville’s own library, though this tree was a bit smaller. More startling than all that, however, was the sky. It was blue. That meant it was daytime and the sun

was up. Wherever she was, it wasn't Equestria. She wasn't even sure she was on the same planet anymore.

It didn't even matter where she was, anyway. Celestia was gone. She was gone.

Twilight dropped onto her belly. The princess was gone. Her teacher was gone.

She lowered her head and sobbed deeply into her hooves. Celestia was gone. She was gone and it was all her fault. She had condemned all of Equestria because of her own mistakes, her own weakness. She could not even bring herself to beg for Celestia's forgiveness. She didn't deserve it. She had failed every pony everywhere.

"Hi!" came a familiar voice from behind her.

Quickly standing up and turning around, Twilight found herself face to face with a little earth pony foal. Its coat was pale and its somewhat messy mane was even paler. There was no cutie mark on its flank. Twilight actually had trouble determining this pony's gender at a glance, as its voice and appearance were fairly androgynous.

"Hi..." said Twilight, dumbstruck as she sniffed and wiped her eyes. Of course, she quickly realized that she had more important things to worry about. "Wait! You're that voice that was with me before, aren't you! You told me it was going to be okay! How could you lie to me like that?!"

"I didn't lie!" said the foal indignantly, puffing up its cheeks and pouting. "Haven't you ever heard that old saying about how it's darkest before dawn? It's totally true. I know things look bad now but just because your princess is gone doesn't mean all is lost. Celestia is really nice and I like her a lot, but there's a reason I chose you and your friends instead of her, Twilight."

"Oh, never mind that! I shouldn't be here! I need to be back in Canterlot!" protested the unicorn.

“And what are you going to do when you get there?” asked the foal. Twilight struggled for an answer, impatiently stomping her hooves on the grass.

“I...I don’t know, okay?! But I can’t just sit here when everypony is in danger! I’ve already screwed up enough by wasting time! I have to do something, even if I haven’t figured out what that is yet!”

“Celestia was right, you know” said the foal casually. “You’re stronger than you think, but until you see that you can’t beat the darkness.”

“Oh yeah?” challenged Twilight with a snort. “How do you even know that? Can you see the future or something?” The foal giggled in response.

“Don’t be silly! Nobody can see the future! Well, nobody but your friend Pinkie Pie with those crazy twitches of hers. Hey, did you ever figure out how she does that? It’s totally freaky!” Twilight Sparkle shook her head in disbelief. Up until now she had thought having that voice on her side was a good thing, but meeting it up close was shaping up to be quite the disappointment.

“Is this some kind of game to you?! Do you not understand what’s going on?! Our princesses are both gone! Every pony everywhere is in trouble! If we don’t do something we could all lose our homes! Our loved ones! Our whole world! Doesn’t that mean anything to you?! Don’t you care?!” The foal’s face turned serious as it sat down in front of Twilight.

“Of course I care, Twilight Sparkle. I care for every last one of you. I care that you’re hurting, and I have cried for you all, but the time for tears is over. That is what makes it stronger. It feeds on sorrow and fear. It grows from despair. You have to dry your eyes and move forward. You’ll need more than just the Elements of Harmony to overcome the obstacles ahead of you, Twilight, but I know you can do it. I know you can all do it. I’ve always known. That’s why I gave my gift to your race so very long ago. I have seen many worlds and many kinds of people...but you ponies are different.”

Twilight Sparkle sat down too, fixated on the little white foal. She understood now that she was talking to no ordinary child. It might not have been a child at all, or even a pony.

“How are we different?” she asked meekly.

“You all have a special kind of magic deep inside you, whether you’re a unicorn, pegasus, or even an earth pony” it answered with a little smile. “It’s a magic that only you seemingly unremarkable ponies can possess. Your princesses don’t have it. I don’t have it. The darkness can’t even see it. It’s little on its own, but when it comes together with the spark that lives in every other pony, it can accomplish great things. Before you can realize its potential, however, you have to overcome the fear in your heart. That is what holds you back, Twilight Sparkle.”

Twilight was quiet. She hung her head in shame. Fear was what had gotten them all into this mess in the first place.

“I’m sorry I yelled at you before...Please...help me...help US...” she quietly begged, holding back a fresh batch of tears. The foal smiled, walking up to Twilight and nuzzling under her chin.

“Hey, come on. That’s what I’m here for! I’ve known ever since the day you were born that you would have what it takes when the time came. I didn’t stay with you for your whole life just because you have a lot of unicorn magic, Twilight. That’s pretty neat and all, but it isn’t what makes you special.”

“What does?” asked a curious Twilight with a tilt of her head.

“I can’t tell you, silly! That would spoil the surprise!” said the foal with a giggle. When Twilight frowned and lowered her ears, it pulled back and sat down again, offering a clumsy smile. “Hey, now. Don’t look at me like that. I’m going to help you, but ultimately it’s something you’ll have to discover for yourself” it assured. Twilight accepted this explanation, though she wished she didn’t have to.

“Thank you...” said Twilight politely. She pursed her lips when she realized that she had no name to attach to this foal. “Um...excuse me, but what do I call you?” The foal looked up into the sky and tapped its little hoof against its chin in thought.

“Hmm...you know, I’ve never been in a position to need an actual name before. I guess I should give you something or else talking to me is going to get awkward pretty fast, huh? Let’s see...that monster is calling itself Noctis, right? That name sounds so mean and scary. I want to have a nice name, something that says ‘Hey, come out and play with me!’ Something like...oh...hmmm...Oh! I know! I got a good one!”

“Yes? What is it?” wondered Twilight as she leaned in.

“Call me...Lumina!”

Chapter 9

Greed

18 hours without sunlight

The frantic earth pony crouched in the little carrot garden outside her house, her yellow fur caked with dirt and her dark orange mane frizzy from her tireless efforts to keep her crop strong without sunlight to nourish it. Her mouth held a watering can that she tilted to give the immature plants a sprinkling, quickly dropping it as soon as they had been sufficiently watered and putting her head down to examine the leaves. For now they held out, but they were on borrowed time. She knew that if the sun didn't come back, eventually nothing she did would be enough to save them.

Whimpering, she sat up and looked in the direction of the Everfree Forest. For many hours now the royal palace had been hovering above those mysterious woods, and there wasn't a single pony who doubted that whatever was inside was responsible for the night not turning to day when it should have. Its once beautiful and inviting ivory towers had been changed into foreboding black spires, promising a horrid fate to any that were foolish enough to trespass. Many brave ponies, including most of Celestia's guard, had tried to fly over there to put a stop to whatever was going on inside, but they had never returned. Not only that, but shortly after said brave ponies disappeared the citadel had gained a mysterious new patrol of shadowy pegasi that flew circles around it without rest, guarding their master vigilantly at all times.

The carrot farmer shivered. She didn't like seeing that thing constantly. It felt like it was watching her. She envied those lucky few pegasi who had flown out of Ponyville the second they saw that giant dark ball in the sky over Canterlot. As a simple earth pony, she didn't have the means to escape before...

“Hey! What are you doing?!”

She yelped, startled by the outburst. She had been so lost in her own woes that she’d failed to notice the group of diamond dogs approaching her house. Two large, armored dogs stood in the back, brandishing spears that made the poor pony cower against the ground. In front of them was a slightly smaller dog wearing a red vest.

“I....I was just tending my carrots and—”

“Never mind!” interrupted the dog in the vest, who turned to the dog behind him and pointed at the pony’s house. “You! Go check her fridge! See if she has anything good to eat in there!”

The pony laid back her ears and said nothing as the dog barged into her house to empty her fridge. She was used to having it emptied by a certain friend of hers, but this made her feel much worse. What could she do about it, though? Almost as soon as the royal palace had torn itself away from Canterlot the dogs had risen up in overwhelming numbers from underground tunnels all throughout Ponyville, snatching whatever they wanted. They stole food, jewelry, furniture, and even ponies for labor. Sometimes they didn’t even bother taking their ill-gotten spoils from a house, preferring to just kick out the poor resident and claim the whole thing for themselves. Any pony that remained above the surface was under constant threat of harassment or abduction, and they were powerless to stop it.

“What is that?” asked the leading dog, pointing down to the earth pony’s carrot garden. “Is that food?” Before she even had a chance to answer, the dog reached down with a dirty hand and yanked a fistful of dirt and half-grown carrots out of the ground. Gasping, the pony sat up and held out her hooves, trying to get him to stop. The larger dog behind him pointed its spear at her to keep her back.

“Wait! Don’t! They’re not ready yet!” she pleaded as the dog with the vest brushed off the dirt and shoveled the carrots into his mouth, chewing noisily. After only a few bites, he made a sickened face and spat them back out.

“Blech! That was disgusting! What is that!?”

“They’re carrots!” she replied, more than a little offended at having her life’s work called disgusting. She grew good carrots and she knew it. Her cutie mark was proof enough of that, but the dog remained unimpressed, stomping on the chewed up orange pieces in front of his feet.

“I hate carrots!” he decided out loud, looking back over his shoulder to the dog standing behind him. “You! Get rid of all the nasty carrots!” The pony gasped as the larger dog tossed aside his spear and dove into the garden, beginning to dig with his large hands, throwing dirt and vegetable scraps all over.

“No, stop!” cried the earth pony, who tried to charge at the large dog. A single hard shove was all that he needed to throw her back onto her side. Unable to stop the creature wrecking her livelihood, she got back up and started to rush around, scooping up the broken carrots and desperately trying to replant them in the piles of dirt being tossed around. “It’s okay...it’s okay...” she whispered as she scrambled for each piece, despite knowing full well that it wasn’t. She had only managed to bury three ruined carrots before she saw the futility of it all, shaking her head and running at the dog in the vest with tears in her eyes. As she got close she stood up on her back hooves, putting her front hooves against him.

“Ugh! What are you doing, pony!?” he demanded.

“Please stop!” she begged. “I need those carrots! I worked really hard on them! You don’t have to ruin them just because you don’t like them! Please! I can give you something else!”

The dog that went into the house earlier finally emerged. The alpha dog pushed the crying pony off of him and turned to his subordinate.

“Well? Anything good?”

“There was some cheese, but not the good kind” he answered with a shrug. Laying back his ears, the alpha dog growled and pointed accusingly at the trembling pony on the ground.

“You know the rules! You gotta give us dogs something good or else you have to dig for gems! We’ll see how you like it when you’re doing all the work for once!”

The carrot farmer could only close her eyes and quake with terror on the ground as the dogs reached out for her.

Rarity and Spike sat forlorn in the underground prison, surrounded by other ponies who had managed to somehow displease their canine oppressors. The unicorns had all been lighting up their horns with their magic so that it wouldn’t be pitch black, but it offered little consolation. They were all still stuck in a dark hole, after all. The only way in or out was an opening at the top, and it was sealed with a hatch made of iron bars to ensure that pegasi would not simply fly through. In such bleak surroundings, most of the ponies did not bother trying to strike up a conversation with their fellow inmates, being far too lost in their own depression. For a long time even Spike and Rarity hadn’t spoken to each other after she’d awakened beyond asking one another if they were alright, both of them being too weighed down by their own guilt. Eventually, however, Spike was the first to break the silence.

“Rarity?” he said with noticeable worry in his voice. The unicorn turned her head to give him her attention. The baby dragon sighed. “I’m sorry, Rarity...I’m sorry I couldn’t protect you from that thing. Twilight asked me to make sure nothing bad happened to you, and I let her down...I let

you both down.” Rarity’s eyes softened. She could see that Spike felt responsible even though she was the one who had been gullible enough to dig up those horrible black stones in the first place.

“That’s quite alright, Spike. You were very brave to jump in after me.” She leaned down to give him a peck on the cheek.

“Aw geez...” said a bashful Spike, who was suddenly glad it was dark because that meant Rarity couldn’t see just how much he was blushing. Or could she? Just to be safe, he put his hands over his cheeks to cover up the redness. If not for all the bad things happening all around them, he was sure that would have been the happiest moment of his life.

“I just hope everypony’s okay...” continued Rarity as she looked up at the hatch above her, oblivious to Spike’s reaction to her completely innocent little kiss. “I can’t believe those brutes are working for that...thing. They were never exactly what I would call ‘nice’, but throwing innocent ponies down a hole? It’s utterly barbaric.” Spike nodded in agreement just as the hatch above them opened.

“Here come three more!” shouted a dog’s voice shortly before three small, squealing fillies dropped through the opening one after another. Several pegasi immediately flew up to catch them but the hatch closed too quickly for an actual escape attempt, so the winged ponies simply carried the frightened ponies to the bottom of the hole and gently set them down. There wasn’t much light to go by, but Rarity still recognized the trio, galloping quickly to their location and igniting a little spark in her horn to provide a light.

“Sweetie Belle! Apple Bloom! Scootaloo!” she called out as she approached. The Cutie Mark Crusaders’ ears perked up at the sound of Rarity’s voice, and they ran to her as fast as their little legs could carry them. Sweetie Belle jumped, crashing into her older sister and nuzzling against her clumsily. Rarity breathed a heavy sigh of relief and nuzzled her back. “I’m so glad you’re all safe, dear...” she whispered, putting one of her

forelegs around her sibling and holding her close. Apple Bloom and Scootaloo sat quietly in front of them, allowing them time to reunite.

“What the heck are you guys doing down here?” wondered Spike out loud as he joined the group. “They’re throwing kids down here now? That’s just...wrong! Well, I mean throwing ANY pony down here is wrong, but throwing foals down here is extra SUPER wrong and...you know?” Scootaloo huffed.

“Those stupid dogs barged into the middle of my room while I was just minding my own business! They kept going on about how ponies are lazy or something, and when I told ‘em to buzz off they just grabbed me and threw me into some cave with a bunch of foals and told us to dig for gems! And I was like ‘Um, I don’t want to be a Cutie Mark Crusader Gem Miner’ and they said that didn’t matter! So I said ‘yuh huh!’ and they said ‘nuh uh!’ and I said ‘yuh huh!’ and they said ‘nuh uh!’ and I said—”

“I GET IT!” shouted Spike, slapping his hand against his face. “I think I can figure out on my own why they eventually tossed you down here...”

“They’re ponynapping foals and making them dig for gems?” said Rarity with shock in her tone. “That’s just...despicable!”

“They said they got the idea from some guy named Noctis” added Sweetie Belle as she finally pulled away from Rarity. “They also said that he said that if any pony gave them trouble that they should throw them down a dark hole, and when I heard them and Scootaloo yelling at each other in that cave I went ‘Hey! Leave my friend alone!’ so they threw me down here too.” Rarity shook her head, thoroughly appalled by what she was hearing.

“How about you, Apple Bloom?” asked Spike, who figured that by now he might as well go ahead and get the full story. “What are you in for?” Apple Bloom hung her head and said nothing, so Scootaloo answered for her.

“She thought that if she ran over and kicked the dog that grabbed us that he’d drop us and we’d escape and then we’d forgive her for that stupid crusade she took us on that almost got us killed!”

“Yeah!” said a suddenly incensed Sweetie Belle. “It didn’t work, anyway! He just grabbed her too! And even if it did work it wouldn’t make up for dragging us out to stupid Froggy Bottom Bog!”

“Oh my goodness! You girls went to Froggy Bottom Bog?!” gasped Rarity with wide eyes.

“I didn’t know a hydra lived there!” protested a vulnerable Apple Bloom. “I’m sorry! I didn’t mean to put nopony in danger! Please don’t be mad at me, Miss Rarity! I promise I’ll never go near that place again as long as I live! Just don’t be mad! Everypony is mad at me! Scootaloo and Sweetie Belle and even mah big sister! She wants me to run away and never come back! She told me so herself!”

Rarity was already certain that Applejack had not been the one to say such harsh words to the poor, hysterical filly. She trotted over to Apple Bloom and gave her a hug as if she were her own. The unicorn was certain that the poor thing needed it.

“There, there, darling. I’m not mad at you. Applejack isn’t either. She...wasn’t herself when she said what she said. It’s complicated, Apple Bloom, but you need to take my word for it.” Apple Bloom sniffed and nuzzled into Rarity, grateful to be soothed by a grown-up. She had always insisted that she was a big pony who could take care of herself, but over the last few hours she had longed desperately to just be held and told that it would be alright by somepony bigger than her.

“Hang on a minute!” interrupted Sweetie Belle, pouting at Rarity and looking rather grumpy overall. “You’re gonna let her off the hook just like

that?! Did you miss the part where there was a hydra and it almost ate me, your own sister!? Doesn't that make you mad?!"

"Oh, it makes me quite upset to think about it" admitted Rarity as she let go of Apple Bloom, "but I am much too relieved to see you all unhurt to be angry with anypony right now. Besides...I can tell that the poor dear has been punishing herself more harshly than any of us ever could. She already knows she did something wrong, and having me yell at her won't get us anywhere, especially not now. What matters right now is that you're all okay..."

"Well don't think anything's changed, Apple Bloom!" warned Scootaloo, pointing an accusatory hoof at her ex-friend. Apple Bloom hid behind Rarity, unable to look Scootaloo in the eye. "Sweetie Belle and I didn't even want to go out to that dumb old swamp in the first place! As soon as all this blows over you're officially out of the Cutie Mark Crusaders!"

"Yeah!" concurred Sweetie Belle. Spike made a face, figuring he should probably stay out of this one, but Rarity was having none of it, putting her hoof down firmly on the rocky floor.

"Girls, that's quite enough! I realize you're cross with Apple Bloom for leading you into a dangerous situation, and I'm not exactly pleased to learn about it myself, but this is no time to be throwing away friendships! In case you haven't noticed, Ponyville has been invaded by dogs, and I'm betting it's still nighttime outside too, isn't it? It's more important than ever that we all support each other! You three were some of the closest friends I've ever seen, and I can't just sit here and watch you give up such a meaningful connection because you're angry or scared. Being a Cutie Mark Crusader should mean more than just trying a lot of silly things and driving me crazy in my boutique." Rarity put a hoof behind Apple Bloom, gently pushing her out in front of her friends despite the filly's own efforts to retreat. Apple Bloom sat in silence, scraping her hoof awkwardly against

the ground. Scootaloo and Sweetie Belle glared at her, unmoved by Rarity's appeal for camaraderie.

"Apple Bloom is your friend. She made a mistake, and it was a large one, but she's genuinely sorry and has learned her lesson. Can't you find it in your hearts to forgive her? Isn't what you had worth salvaging?"

"But...we almost got eaten by a HYDRA!" repeated Sweetie Belle, being sure to emphasize the last detail. "It was really scary and had a bunch of heads and big, sharp teeth! The only reason we went out there was because of Apple Bloom! If Applejack and Big Macintosh didn't come save us we would have been goners! Your own sister almost got gobbled up because of her! Why the hay are you willing to just let that go?"

"Because now is the time when we should all just be thankful that we're together, not looking for excuses to tear apart!" shouted Rarity. The Cutie Mark Crusaders all became quiet and laid back their ears. Rarity frowned, aware that she may have just hurt their feelings by raising her voice. "I'm sorry for yelling, girls, but we've lost too much already...Our homes, our princesses...even our sun have all been taken away! And yet, despite that, we still have each other, and we mustn't allow ourselves to fall apart now! Friends give each other the strength to carry on in troubling times, but if we choose to break that bond then how can we still claim to have hope?"

Scootaloo and Sweetie Belle both looked away from Rarity, suddenly feeling on the spot. Apple Bloom's cheeks turned bright red as she lowered herself to the ground and hid her face in her hooves.

"Poor Apple Bloom is probably scared and worried just like we all are. She needs her friends by her side" Rarity continued before she leaned down to give her sister an encouraging little nudge with her nose. "That means you, Sweetie Belle...and you too, Scootaloo. Can you really just abandon her in her darkest hour? You know deep down that the Cutie Mark Crusaders aren't complete without all three of you, don't you...?"

As Rarity stepped back to give the trio time to talk, Scootaloo turned her head to look at Apple Bloom, whose eyes were large and sad as she lay on the ground, staring at a pebble in front of her face. The little pegasus sighed. She was still upset about her encounter with the hydra, but even she had to admit that Apple Bloom was obviously feeling much worse about her own responsibility for it. She looked so pathetic and lonely that it made kicking her out of their club feel less right than it did a minute ago.

“Look, Apple Bloom...I—”

“I’m sorry! I’m really really sorry!” interrupted Apple Bloom as she jumped to her feet so suddenly that Scootaloo fell back onto her rump in surprise. Apple Bloom had already apologized over a hundred times, but she didn’t know what else to say anymore. “I ain’t never gonna forgive mahself fer almost gettin’ you two eaten up by that hydra! Never ever ever as long as I live! I’ll never stop hatin’ mahself fer makin’ mah best friends do somethin’ that stupid! Honest and true! Please don’t kick me outta the Cutie Mark Crusaders! I’ll do anythin’!” she shouted at the top of her little lungs, tears welling in her eyes.

The little pegasus winced, waving her front hoof up and down in a nonverbal plea for calm. Seeing Apple Bloom so despondent made Scootaloo feel like exacerbating it any further would make her no better than the bullies at school.

“Ok, ok! Look, maybe saying we’d kick you out was a little harsh...” conceded Scootaloo, rubbing the back of her head with her hoof. Unsure what else to say, she gave an expectant glance to Sweetie Belle. Recognizing her cue, the unicorn filly trotted over to Apple Bloom and put a hoof on her back.

“Yeah, we didn’t really mean that. You can still be a Cutie Mark Crusader. But...um...that crusade was a really bad idea and I don’t think

you should get off the hook just like that. You gotta make it up to us?” she said with uncertainty, looking back to Scootaloo for approval. Scootaloo gave a solemn nod. Apple Bloom sniffed, tilting her head. Even if she owed her friends a favor now, she didn’t care. Anything was better than losing them entirely.

“What’d ya have in mind?” asked the little earth pony, which made both of the other fillies let out a long groan as they tried to think. Clearly neither one of them had come up with the idea to seek restitution until a few seconds ago.

“Uhhhhh...well, I lost my scooter in that swamp and I’m not about to go back for it...” murmured Scootaloo. “So you gotta buy me a new one out of your allowance. It’s only fair.”

“Yeah, and my parents grounded me for a week with no dessert for sneaking out, so you gotta give me your dessert out of your lunch at school for a week!” added in Sweetie Belle.

“Okay...” said Apple Bloom, a blank stare on her face. “Um...is that it?”

“Hang on!” demanded Scootaloo. Apple Bloom lowered her ears. No way could it have been that easy. “I’m not done yet! You’re not getting off THAT light, Apple Bloom. You gotta give up your next two turns at picking a crusade to me and Sweetie Belle as a penalty for that swamp idea!”

There was a long silence.

“Now I’m done” clarified Scootaloo. Apple Bloom sat down and blinked.

“So...if I buy you a new scooter outta mah allowance...” she said to Scootaloo before turning to look at Sweetie Belle, “and I give you mah

dessert at school fer a week...and let you both take extra turns at pickin' a crusade...you'll forgive me?"

"That's right" said Sweetie Belle with a smile. "Do you accept our terms?" Apple Bloom had to admit it was a good deal...almost too good. She raised an eyebrow in suspicion.

"Are y'all sure that's all ya want from me?"

"Ugh, yes!" cried out an exasperated Scootaloo, slapping a hoof against her face. "Buy me a scooter, give Sweetie Belle your dessert, let us take some extra turns, and all is forgiven, ok?! Now do you want back in our secret society or not?!"

Apple Bloom grinned, beginning to jump up and down with excitement. Her smile grew until it nearly covered her face.

"You bet I do! Thank you, thank you, thank you! You ain't gonna regret this, I promise! No more crazy swamp adventures! Next time I get to pick a crusade it's gonna be a good one, you'll see!" She stopped bouncing, clearing her throat and looking down at the ground. "But, uh...I really am sorry y'all almost got hurt 'cause of me...I'd never put either of you in that kinda danger on purpose...Y'all know that, right?"

"Hey, don't worry about it" said Sweetie Belle without a second thought, giving Apple Bloom a pat on the shoulder.

"Yeah, it wasn't a total loss" said Scootaloo thoughtfully. "I mean, at least now we know we won't be getting cutie marks for hydra taming." All three fillies started to laugh, putting their hooves in together.

"CUTIE MARK CRUSADERS REUNITE!" they all shouted in unison. "YAY!"

Rarity couldn't help but smile as she watched the three reconcile. They were such good friends that they barely even seemed to notice that they were prisoners as long as they were together. Other ponies locked up in the hole had been watching as well, and they seemed slightly uplifted by the scene that had just played out.

"Boy, I really hope their families are alright" noted Spike as he stood beside Rarity and watched the crusaders laugh and talk. The unicorn's smile became a frown. She didn't like to bring down the mood, but she had to admit she worried the same thing, especially where her own parents were concerned.

"I think these girls might be too young to fully understand what's happening all around them, Spike" said Rarity in a soft voice. "Let's not say anything that might upset them, okay? It wouldn't accomplish anything, and it means a lot to me to see my sister happy right now..." Spike brought his fingers to the corner of his mouth, pantomiming a zipping motion across his lips.

"I won't say a word, oh lovely one."

"Thank you, Spike" she replied. As she watched the crusaders chatter and laugh, she let out a wistful sigh. Spike was quick to notice it, leaning in close to her and clasping his hands together.

"Are you okay, most beautiful Rarity? Is there anything I can do to ease your burden?"

"Oh, I'm alright, Spike" she said casually, waving a hoof to dismiss the notion that she needed special treatment at such a time. "It's just that seeing those three together makes me miss the girls that much more..." She lowered her head and closed her eyes. "Oh, what I wouldn't give to be with any one of them right now...I'd be overjoyed just to see Applejack, regardless of how muddy and caked in dirt she was. Why, I'd even be thrilled to see—"

Rarity cut herself off as the hatch above them creaked open. Everypony looked up to see what unfortunate soul was getting tossed in this time.

“Wheeeeeeeee!”

Rarity raised her eyebrow as the cheering pony fell and was subsequently was caught by pegasi to spare her a hard landing.

“Now who in their right mind would actually enjoy being thrown down here like a...wait a minute...!”

The unicorn ran over to the space where the pegasi had set the mare down, shining the light of her horn directly on her to get a good, close look. She saw the face of Pinkie Pie for a mere instant before she was suddenly grabbed and pulled into a tight hug.

“Rarity! Oh I’m so super duper glad to see you!” Pinkie exclaimed loudly, smushing her cheek into Rarity’s and nuzzling forcefully. Typically the more delicate unicorn would have taken exception to such brash and unrestrained displays of affection, but right now it was exactly what she needed.

“Oh Pinkie Pie, I’m so glad to see you!” she said, nuzzling her back with a warm giggle. “It just wasn’t the same in Ponyville without you!” Pinkie Pie pulled back and gave Rarity a cautious look.

“Because...you missed my parties?”

“Because I missed YOU, you silly thing! We all did! Did you think that was all we wanted from you? Is that why you left? Don’t get me wrong, darling, we enjoy your parties, but parties are just cake and punch and music. Anypony can have those things; they aren’t special. What made it special was sharing it with you and the rest of the girls! We’d still

love you even if you never threw another party again!” When Pinkie Pie did not respond, Rarity leaned in and softened her tone. “Pinkie Pie, are you alright? You aren’t upset about me saying those other things weren’t special, are you?” Without warning, Pinkie suddenly burst into tears and threw herself back into Rarity, hugging her even tighter than before and sobbing into her neck.

“I love you all so much! I’m sorry I left! I wasn’t thinking straight, but I’m just so happy to be with you right now, Rarity! I missed you more than you can imagine!” Rarity smiled and stroked Pinkie Pie’s back, giving her time to let out all the feelings she’d probably kept buried for the past few weeks. Even Spike felt the need to join in, rushing up to Pinkie and hugging her back right leg.

“I’m happy you’re back too, dear. I only wish it were under better circumstances...” muttered Rarity with a sigh. “How did you end up down here, anyway? Did the dogs spread all the way out to that farm of yours?” Pinkie Pie raised up, instantly reverting back to her normal perky self as she shook her head back and forth.

“Nope! I was coming back to find all you girls and tell you how much I missed you, and when I got near Ponyville I saw these dogs and they said ‘STOP, PONY!’ so I said ‘GO, DOGS!’ and I thought that was funny but they didn’t think it was funny so then I said ‘Hey, I’m Pinkie Pie! What are your names?’ and they said it was none of my business so I said ‘Okay! Then I’ll just make up some names! You can be Rover and you can be Fido and you can be Spot!’ and I thought they were good names but they didn’t seem to agree with me, which is just crazy! You think they’re good names, right? Of course they are! So they said I had to give them something and I said I didn’t have anything except my bags and Gummy so they took my bags and when they didn’t like anything that was inside they tossed me down here! Heeey, that sounds really mean when I say it out loud!”

“Gummy? That’s your alligator, yes? What happened to him?” asked Rarity with some suspicion. As if he recognized his name, the wall-eyed reptile poked his head out of Pinkie’s mane, nipping at Rarity’s own carefully styled locks. The unicorn screamed and backed up a few feet, but Pinkie Pie seemed oblivious to her fright. Now that she had a moment to take in her surroundings, Pinkie frowned when she saw just how many sad faces were down there with her, illuminated by the glow of unicorn magic. Excluding herself and the Cutie Mark Crusaders, everypony seemed to be down in the dumps.

“Oh, just look at how glum everypony is! I got here just in time, Rarity! What these mopey mopersons need is a party!” Pinkie Pie nodded firmly, her mind made up. Rarity bit her lip and chuckled nervously.

“Um...Eh heh heh...Pinkie, sweetheart, I’m not sure this is the most appropriate time to try to throw a party. A lot of these ponies just lost their homes and were separated from their friends and families...they’re very upset and frightened.”

“Well that’s exactly why they need my help to cheer up!” retorted Pinkie Pie. “We’re all stuck down here either way, right? What good would it do for us all to just sit around like a bunch of sad sacks? We should make the best of it and move around like a bunch of happy sacks! Hey, what makes a sack sad, anyway? Is it because it never gets any groceries to carry? That’s not important right now! What’s important is that these ponies have a reason to smile!”

“But we don’t exactly have party supplies down here, Pinkie” pointed out Spike. “How are you supposed to throw a party with no food, no music, no games, and no decorations? Seems pretty weak to me. No offense.” As he watched, Pinkie tapped her hoof against her chin and narrowed her eyes.

“I admit it makes things harder...but Rarity’s right! Parties aren’t about food or music or decorations! They’re about having fun with the

ponies you're with! Still, this will be the greatest challenge of my party throwing career. I may need some help with this one...I need a fellow party pony...somepony who knows how to have a good time..."

Before Rarity realized what was happening, Pinkie Pie bounced over and pushed down on the back of her head, aiming the glow of her horn at the wall of the cave like a spotlight.

"What do you think you're doing?!" snapped the unicorn indignantly.

"Shhh. I need to concentrate..." mumbled Pinkie Pie as she turned Rarity's head, moving her light around. Nothing but sad ponies as far as she could see. It was even worse than she thought! After finding no worthwhile help for a full minute she considered giving up, but then Rarity's light found a magenta colored mare with a light pink mane.

"Hey, I know you! Aren't you Cheerilee?"

The ponies closest to the mare in the light looked at her curiously. Embarrassed, she offered a weak smile.

"Yes?"

Pinkie Pie immediately let go of Rarity and bounced to Cheerilee, her excess energy actually a little intimidating to the more mild-mannered pony. She expected to be tackled, but Pinkie was merciful enough to stop in front of her and simply hop up and down in place instead.

"Yes! Perfect! I need your help, Miss Cheerilee! You need to help me turn all these frowns upside down with a totally fun cave party!" The other ponies only stared at Cheerilee harder, rather intrigued to see her act like the hyperactive pink pony regardless of their own feelings about throwing a party at a time like this. Cheerilee lowered her ears.

“Me? Oh no, no...I couldn’t. I’m no good with that sort of thing. I’m just a teacher! I think it’s very nice that you want to make these ponies feel better, but I wouldn’t be any help” she protested, trying to back up against the wall. Pinkie showed no sign of backing down.

“Aw come on, Cheerilee! You used to be a real party pony! I remember! You had that thing going on with your hair and you had that neckerchief I really liked because it looked like a race flag! You were a pretty good dancer too!”

“Oh, goodness” said Cheerilee, who was thankful that the color of her fur naturally concealed her blushing. “That was such a long time ago...I was still wearing braces during that phase! I haven’t done that sort of thing in ages!”

“Cheerilee!” snapped Pinkie, causing the poor schoolteacher to wince. Pinkie pointed a hoof at her. “Don’t tell me you’ve lost it? I can’t do this one all by myself! I need your help! Don’t you remember that old song? The one about not giving up or letting down? Well right now I need YOU not to give up and let me down! I need you not to run around and desert me!”

“Well, that isn’t really what that song meant...” murmured Cheerilee under her breath, but a discerning stare from Pinkie made her reconsider arguing the point.

“Please? For the foals?” asked Pinkie with big, soulful eyes.

“Well...I guess I did used to really like the Safety Prance...” admitted Cheerilee. “Okay. I’ll do it! For the foals!” Lowering her head, Cheerilee whipped her mane back and forth until it was wild and frizzy. Pinkie giggled. Even back in the day, that hairstyle had been a source of amusement.

“Thanks, Cheerilee!” said a grateful Pinkie Pie.

“Don’t mention it, Pinkie Pie” replied the schoolteacher as she jumped forward. Rarity shone her horn’s light on Cheerilee as other ponies began to take notice of how energetic she looked all of a sudden. “Listen up, everypony!” she called out. “It’s about time we do something besides sit around and feel sorry for ourselves! The only way this place is going to break our spirit is if we let it! We’re all locked up here together, and we can either cry about it or make something of it, so let’s show those dogs that nothing’s going to keep us down!” Ponies all began to look at each other and mumble, curious but uncertain.

“Come on!” reiterated Pinkie Pie as she hopped over to the nearest pony, which happened to be a turquoise unicorn with a pale mane. “Come on!” she said again, bumping her body up against the unicorn. “Don’t just sit there like a lump! I’m gonna give you a bump ‘til you move your little rump!” Pinkie threatened, making good on her promise by bumping up against the unicorn several more times.

“Alright, alright!” the unicorn eventually acquiesced, getting up to join Cheerilee. Pinkie moved on to the next pony to do the same, obviously having the intention to repeat the process with every single earth pony, unicorn, and pegasus that was down there. Some ponies were already getting up and joining Cheerilee just to ensure Pinkie wouldn’t have to invade their personal space. Colts and fillies who recognized Cheerilee from school were beginning to join her as well, laughing at her crazy hair. Spike and Rarity were the next to include themselves in the group. Other ponies around the cave prison remained skeptical, but out of a simple desire not to be excluded they trotted over to Cheerilee, willing to at least see how all this craziness played out.

“On your hoofsies, everypony! Don’t make me sic Gummy on you!” warned Pinkie Pie. She didn’t actually mean it, but it was still good enough to get some of the naysayers to cooperate.

“We might not have any instruments, but I bet we still have plenty of decent singers down here! As long as we have that, we have music to dance to!” said Cheerilee. Noticing something out of the corner of her eye, she pointed her hoof at a brown earth pony stallion off to the side who was wearing a black knit cap and, for some reason, a pair of shades.

“You there! What’s your name?”

“Beat Box” replied the earth pony in a very deep voice. Cheerilee gave a wicked smile.

“Perfect...”

Twilight Sparkle had been standing on her head for several minutes inside the tree house at Lumina’s insistence. The longer she did, the more difficult she found it to remain coherent, and her mind wandered. Lumina’s house looked a bit like her library, although it was somehow bigger on the inside than it looked on the outside. There were also fewer books in this tree and significantly more toys, including a train set with tracks that wound along the wall all the way up to the top floor and several small floating model air balloons. Twilight Sparkle was generally not much for toys, but they were so numerous and distracting that she couldn’t help but stare at them all as they moved around on their own.

“Hey! Are you listening?” asked Lumina, who was also standing on its head across from Twilight Sparkle. Twilight blushed and put her eyes back onto her mentor.

“Sorry...you were saying?”

“I was saying that you have more magic than even you realize, Twilight Sparkle, but even with as much as you study it won’t do you any good if you are too afraid of your own power to control it. Why are you afraid, Twilight?”

“Well...” thought Twilight as well as she could in her current state, “I just don’t want to accidentally hurt anypony...When I was little I turned my parents into plants! Wait, that wasn’t actually you, was it?”

“Of course not!” huffed Lumina, narrowing its golden eyes at Twilight. “I’ve never directly interfered with your life unless it was completely necessary! Don’t go blaming your meltdowns on me!”

“I’m sorry...” said Twilight softly, suddenly feeling ashamed of herself for trying to pass the responsibility of her own mistakes to another.

“I didn’t mean it like that...” consoled Lumina. “I’m sorry for yelling. Still, you were more than capable of stopping Trixie at any time, even with her new dark magic. The only reason you couldn’t is because you were afraid of what might happen if you stopped holding back, and that fear weakens you. Your magic is only as strong as your will, Twilight. If you panic and doubt, the current will dry up. Or worse, it will become a flood and rage out of your control. Don’t fight it, Twilight. Be calm. Let it flow through you like a gentle stream. Do not let yourself be burdened by anxiety. That is what makes the darkness stronger, and those feelings are a luxury you can’t afford anymore. Only when you can clear your mind and work with your magic instead of against it will you truly master its power.”

“Is that why you made me stand like this?” wondered Twilight. “Does the increased blood flow to my brain help my focus somehow?”

“What? No! Don’t be silly!” said Lumina with a confused look on its face. “I just wanted to see who could do it the longest. You’ve got some imagination on you, Twilight Sparkle.”

The unicorn narrowed her eyes and pursed her lips. She dropped onto her side, allowing herself a moment to recover from the head rush before she sat up.

"I win!" declared Lumina triumphantly, dropping onto its side too and moaning from dizziness.

"You win. Hooraaay" grumbled Twilight sarcastically with a roll of her eyes. Lumina either didn't notice or care, sitting up and smiling at the unicorn.

"So, what was I saying? Oh yeah, it's good that you don't want to hurt others, but it isn't wrong to fight for the sake of protecting innocent lives from harm."

"Fight?!" said a shocked Twilight with wide eyes. She crouched down in a submissive manner and shook her head repeatedly. "Oh no no no! I'm not a fighter! I'm an intellectual! I'm just a bookworm! An egghead, even! Fighting is something more suited to Rainbow Dash! Or Applejack! I always believe that we should use words to solve our differences, not force!"

"And yet you were ready to face the darkness all by yourself when you saw what it had done to your beloved teacher" pointed out Lumina. Twilight lowered her ears and said nothing. Recalling the sight of the broken princess only made her upset. Sensing her pain, Lumina trotted over to Twilight's side and leaned against her, whispering softly. "You're right, Twilight...we should always try to solve our differences with words, but Noctis is a being that words will not reach. It exists only to spread its decay over your whole world, and the only way it will stop is if we all stop it ourselves. I don't like asking you to do this, Twilight...I don't like it that I have to ask such a nice, gentle unicorn to fight this battle, but you must. You all must. The darkness will not show you mercy...and if you don't fight back, then..."

Lumina trailed off into silence. Twilight didn't need to hear the rest.

"But...even if I stop Trixie, there's no way I have enough magic in me to stop Noctis by myself, and the Elements of Harmony are powerless!"

said the unicorn with dismay. Lumina only laughed, galloping away from Twilight and approaching the wall, looking up just in time to watch the toy train go by with a little toot before it made its way back upstairs.

“Did you hear me at all?!” snapped Twilight, who was growing somewhat annoyed with Lumina’s childish nature and changing moods.

“Relax, Twilight” chided Lumina as it waved a hoof to say goodbye to the train. “The darkness can’t destroy the Elements of Harmony any more than it can destroy what they stand for. As long as there is kindness, generosity, loyalty, honesty, and laughter in the world, the Elements of Harmony can never truly die. Your friends just have to discover that for themselves.”

“Well...even if we do have the Elements of Harmony, Noctis has the Elements of Chaos! Won’t they just cancel each other out?”

With the train gone, Lumina turned around, giving Twilight its full attention. For some reason the pale foal had a conniving grin on its face.

“Maybe if the Elements were by themselves, but I got a secret weapon!”

Twilight said nothing. Lumina stared at Twilight, an eager look on its face. It obviously wanted her to ask what the secret weapon was.

“And...what is the secret weapon?” she finally offered.

“SUPER SHINING STAR!” yelled Lumina as it raised up on its back hooves, punching its front hooves out in front of it while making kung fu noises. “Ha! Hiya! Hwaaah!” Lumina tried to perform a kung fu kick, but lost its balance and fell onto its back with a grunt. As it raised its head, it tapped a little hoof against its chin. “Actually, Super Shining Star sounds a little too flashy when I say it out loud. How about just Shining Star?”

“And...what is a Shining Star?” said Twilight, raising an eyebrow at Lumina’s behavior, which was even stranger than usual.

“It’s not a what, it’s a who!”

Twilight waited. Lumina was silent. It was waiting for her to ask yet again. Twilight groaned and simply gave it what it wanted.

“Who is Shining Star?”

“It’s us!”

Again Twilight said nothing, but this time it was out of genuine confusion rather than a reluctance to pander to Lumina’s need for attention.

“You don’t get it?” asked Lumina. When Twilight shook her head, the foal sat up and brushed itself off. “Okay, I guess I’d better explain a little more, then. The old Nightmare Moon that you and your friends once defeated was a perfect union between Princess Luna and the darkness. They came together as one being, sharing their minds and their magic, although I’m pretty sure Luna was still the dominant personality. She resists the darkness now, which is why it looked the way it did when you saw it in the royal palace. It might be stronger than it was last time because of the Elements of Chaos, but its fusion with Luna is flawed and imperfect, which means we might still have a chance...IF we do the same kind of fusion ourselves without messing it up like Noctis did!”

“You don’t have to say flawed *and* imperfect” pointed out Twilight as she completely missed the point. “They mean the same thing, so to use them both is being redundant.”

“Don’t correct my grammar!” pouted Lumina, stomping a little hoof on the floor. “You totally ignored the cool part! I’m saying we should merge together like Nightmare Moon, but as good guys instead of bad guys!”

Twilight frowned. She wasn't sure how she felt about sharing her body yet again, especially for an idea that originated from Nightmare Moon.

"I don't know about that, Lumina..."

"Aw come on, pleeeeeease?" the foal begged as it hopped over to Twilight and leaned in close. "It'll work great, I swear! Our magic would be way stronger together than it is separately!"

"Will it make me look different? Will I even still be...me?" Twilight asked fearfully. Lumina casually shrugged it off.

"You might look a little different, but you'll still be you...well mostly you, anyway. You just might get a little bit of me in there too! Besides, our fusions would just be temporary. You have a lot of magic in you but you're still not an alicorn, Twilight. Your mortal body wouldn't be able to handle that much power for more than a few minutes at a time. It would be up to you to make the call on when we should merge. Doing so should help us out in a bind and put us on more even ground against Noctis, but if you use it too much it will probably kill you, so...be careful, yeah?"

Twilight closed her eyes and nodded. Learning that the merger would only be for short periods each time made her much more receptive to the suggestion. Her eyes reopened in a determined stare.

"Okay. Let's do it."

"Hang on, we can't do it NOW!" scolded Lumina. Twilight let out an exasperated sigh and hung her head. "Sorry, Twilight, but if you can't control your own magic how can you expect to control mine at the same time? Before I can trust you with my power you need to show me that you can handle it, that you won't be ruled by your fears. That's the whole reason I brought you here."

Twilight nodded. She had to admit that Lumina's reasoning made sense. While it bothered her that she was still hanging around in this nice place with sunlight and blue skies while every other pony suffered through eternal night, she knew that she couldn't rush back before she was ready. The fate of Equestria was at stake.

"I understand. I'll do whatever I must to gain your confidence" she promised. Lumina smiled, walking to the door of the treehouse.

"I know you will. Come on, let's go back outside" the foal said as it waved a hoof, beckoning Twilight to follow. "I need to teach you some offensive and defensive spells. Some of them are pretty advanced, but harnessing raw magical energy for this kind of thing is actually easier than refining it to do something complex like teleport or turn a rock into a hat. I think a unicorn as smart as you should be able to handle it no problem."

Twilight smiled as she walked over to Lumina, but as the foal opened the door she lowered her ears and chuckled nervously.

"Hey...um...eh heh heh...Will I really have to call myself Shining Star?"

Lumina looked up at Twilight, then gave her a little smirk.

"Well, I guess Twilight Sparkle is a pretty nice name, too."

The two walked out into the sunlight together, letting the treehouse door swing shut behind them.

Rainbow Dash crept up to the front door of Fluttershy's cottage, feeling fortunate to discover that the diamond dogs apparently had not come out this far yet. Thanks to being passed out on a cloud when the dogs rose from the ground, Dash had not been noticed despite her bright colors, and she thus managed to be one of the lucky pegasi who didn't get

ambushed with a net. As much as she had wanted to fly down there and teach them all a lesson with her own hooves, she knew when the odds were against her, and the dogs were simply too numerous for her to take on by herself. Not only that, but her injured wings gave her a significant handicap. For now, her concern was finding the most vulnerable and defenseless of her friends to make sure she was okay. It had taken a while for her to actually get this far due to the necessity of sneaking around when no dogs were looking. The last thing poor Fluttershy needed was for Dash to lead a whole group of them all the way to her house.

Rainbow Dash briefly considered knocking, but this was no time for manners. This was the time for action! Besides, if Fluttershy WAS inside and she was in some kind of trouble she wouldn't be able to answer the door. Nodding firmly with a hard glare, Rainbow Dash charged at the door, forcing it open and bursting into the cottage.

"Fluttershy! Are you—"

There was a loud squeak, followed by an even louder clang. Rainbow Dash dropped onto the floor after being struck on top of the head by something heavy and metallic.

"Oh my goodness! I'm so sorry! You startled me! Are you okay?!" whimpered a distressed Fluttershy as she sat above the dazed Rainbow Dash, clutching a frying pan in her front hooves. She looked rather uncomfortable brandishing a weapon, even if it was just cookware. She was also wearing a blue football helmet with a unicorn head shaped logo on the sides and a white stripe running through the center from front to back. A baseball catcher's protective padding worn over the chest completed Fluttershy's makeshift battle armor, though it was doubtful she had any desire to actually use it in battle.

"WHAT THE HECK IS THE BIG IDEA?!" shouted Rainbow Dash as she rubbed her poor, aching head. Fluttershy winced. Standing next to the timid pegasus was a rather unimpressed looking Angel. He was wearing

tiny little camouflage combat pants and a black vest with matching war paint across his fuzzy cheeks, though Rainbow Dash couldn't begin to guess how he got his paws on such a crazy looking ensemble. What stood out more than the outfit was the fact that he held a wooden rolling pin and was tapping it threateningly against his paw pads with a glare on his face.

"I'm sorry, Rainbow Dash...I thought you were one of those dogs! Oh, Rainbow Dash, it was horrible! I heard a lot of noise coming from town so I snuck up to see what was wrong, and there were dogs coming out of the ground and ponynapping every mare and stallion they could get their hands on! If I wasn't so good at hiding they would have gotten me too!" Rainbow Dash grumbled as she sat up. Her head was still ringing, and it certainly didn't help the beating she'd already taken in the last few hours, but she was still glad to see that Fluttershy was safe.

"It's fine...I guess I did barge in without announcing myself. I figured if you were in trouble I could get the drop on whoever was picking on you, but it looks like you've got it covered. I gotta admit I'm kind of impressed, Fluttershy...I didn't think you could swing a pan that hard." She gave a reassuring grin to her friend, but Fluttershy only seemed to become embarrassed by the compliment.

"Oh, no! I don't like doing all of this...but I had to come back and protect all the animals! I haven't actually had any dogs come by here yet, though. I think they might be afraid of getting too close to the Everfree Forest. I overheard a couple of them talking about it while I was sneaking back here." Fluttershy sighed, shaking her head. "What's happening to Equestria, Rainbow Dash? The sun never came up, there's a spooky castle floating in the sky, there's dogs all over Ponyville...and I even heard one of the dogs mention that some mean old griffin is causing all kinds of trouble over in Manehattan just because somepony made her really mad!"

Rainbow Dash said nothing. She already knew just who the griffin in question was and why she was taking her anger out on innocent ponies.

“Rainbow Dash?” called Fluttershy, leaning in to examine her glassy-eyed friend. “Do you know what’s going on? You haven’t seen the rest of the girls, have you? Are they alright?”

“I was hoping maybe you’d seen them...” said Rainbow Dash quietly. “I have no idea where any of them could be right now. I hope they’re okay...” She snorted and stomped a hoof in frustration. “Darn that Noctis! He just doesn’t know when to stop!”

Fluttershy’s eyes went wide. Her breath froze in her chest as her frying pan fell from her hooves and hit the floor with a loud clang. She reached up and slowly pulled off her helmet, dropping it and looking to the other pegasus in horror.

“Did...did you say Noctis...?”

Rainbow Dash nodded angrily. Fluttershy’s eyes began to water, but Rainbow Dash did not seem to notice.

“Yeah! He’s the one doing all of this! He’s behind everything! The dogs are just a bunch of dumb muscle! Oooh, he makes me so mad! When I get my hooves on him I’ll—”

Fluttershy suddenly started to sob uncontrollably, hiding her face in her hooves. It was so unexpected that Rainbow Dash instantly forgot how mad she was and only felt concern.

“Um, you okay Fluttershy?” she asked gently. Fluttershy shook her head back and forth, bawling harder than Dash could ever recall witnessing before. As she continued to sob, Rainbow Dash cleared her throat uncomfortably, standing up to take a step closer. “Fluttershy?”

“IT WAS ME!” she screamed so loudly that Rainbow Dash looked back over her shoulder as if she expected dogs to rush in at any minute. Angel was visibly startled, jumping several feet away from his owner.

“Shh shh! Not so loud! What was you?”

“I found a little creature in the Everfree Forest that called itself Noctis and took it home with me! I thought it was scary, but it was helpless and weak and it said it was dying! I was just trying help it! I didn’t know, Rainbow Dash! I didn’t know it was going to do something like this when it got better! I didn’t know it was evil!” Fluttershy took her hooves away from her face, tears pouring from her eyes. Rainbow Dash could only stare wordlessly as the confession sank in.

“It told me I was a selfish friend and that I needed to be more like the rest of you so you’d all like me instead of just keep me around because you feel sorry for me! I believed it, Rainbow Dash! I let it use me and now all of Equestria is in trouble because of how stupid I am! This is all my fault! I’m the worst friend ever! No! I’m the worst PONY ever!” Fluttershy closed her eyes, her breaths shaky and wheezing. “What have I done?! I’m such an idiot! I’m such a screwup! Everypony is getting hurt now because of me! I don’t even deserve to live! I—”

Rainbow Dash had heard enough, closing the distance between herself and Fluttershy. The weeping pegasus lowered her ears and flinched, expecting to be yelled at or worse. Instead, Rainbow Dash, the most brash and insensitive of all of her friends, pulled her in for a hug, holding her tear-stained face against her neck.

“It’s okay, Fluttershy...it used all of us. It got in our heads and made us believe junk that wasn’t true. It could have happened to anypony...Just don’t cry, okay? I forgive you. I’m sure the girls will too.”

“But...” Fluttershy said with a sniff, “all those ponies...they’re all suffering because of what I did...”

“No way!” insisted Rainbow Dash. “They’re suffering because of what Noctis is doing! All you did was try to help out another one of your

animals, even if it was weird looking! That's what makes you a good pony, Fluttershy! What's happening now is just because Noctis is an ungrateful jerk who decided to take advantage of somepony who saved his life!" Fluttershy sighed. She didn't argue, but she didn't seem entirely convinced either. Pulling back from the hug, Rainbow Dash gave her head an affectionate pat. "Look, we'll fix this somehow, okay? I'm sure Twilight Sparkle has some kind of plan. She always does; she's smart like that. Until she shows up, though, we'd better get you someplace safer. I don't trust these dogs to stay away from your house forever."

"Oh no! I couldn't possibly leave all my poor animals here alone without me to protect them..." said Fluttershy as she picked her frying pan up again. Rainbow Dash rolled her eyes. Fluttershy got in one good surprise attack, but there was no way she had it in her to fight off a group of dogs if they actually showed up.

"I think they'll be fine, Fluttershy. Hey! Bunny boy! Where'd he go?"

Angel zipped up in front of Rainbow Dash from wherever he'd been hiding, clutching his rolling pin with a hardened stare.

"I'm getting Fluttershy over to Zecora's place! She thinks the dogs are afraid of the forest so it's probably the safest place to lay low while we figure out what we're gonna do next. Can we count on you to hold down the fort?"

Angel saluted Rainbow Dash, then cocked his rolling pin with an audible click.

Rainbow Dash had no idea how he just did that.

"Are you sure this is okay?" questioned Fluttershy with overt skepticism. Rainbow Dash scoffed and waved a hoof.

“You kidding? I’m actually starting to feel sorry for any dog that wanders out here while that little psycho is standing guard” she said with a smirk, turning around and stepping to Fluttershy’s front door. Fluttershy set down her frying pan and sat up, pulling off her baseball padding.

“Angel, you be good and keep all the animals safe. And...um...if the dogs do come here, don’t get too rough with them, okay? Just scare them off...you don’t need to beat them senseless.”

Angel stared flatly at Fluttershy with a furrowed brow. He made no promises. She lowered her head.

“But...you know...whatever you wanna do is fine...”

“Come on, Fluttershy, we’re losing daylight!” exclaimed Rainbow Dash. “Well, I guess we don’t have any daylight to lose, but...oh, you know what I mean! We need to get moving! I’m probably gonna have to walk the whole way so we can’t waste time...My wings got kinda messed up. It’s a long story. I can still use them, but it really hurts so I think I’m just gonna hoof it.”

“Oh, okay...Are you going to be alright, Rainbow Dash? I could maybe put some cream or ointment on it...” offered Fluttershy as she trotted over, but Rainbow Dash shook her head and waved a hoof.

“Nah, there’s no time for that. Besides, Zecora’s such a miracle worker that I bet she has some kind of weird potion that’ll fix me right up!” Fluttershy opened her mouth to question the wisdom of this assumption, but Rainbow Dash was already out the door. Fluttershy looked around nervously, then bit her lip.

“Hey, Rainbow Dash?”

Dash stopped and looked back over her shoulder.

“What’s up, Fluttershy? We really need to go. I don’t like that forest any more than you do, but I’d rather take great danger over certain doom any day.”

“Oh, I know, but um...You like me, right? The real me? Even if I don’t like all the same things you do? Because I don’t actually like sports that much...I just keep that equipment around for safety...” Rainbow Dash smiled softly.

“Yeah...I know you don’t. Now come on, you big goofball. I didn’t risk my flank coming out here just to let you get caught now.” Rainbow Dash turned her head and began to gallop toward the forest entrance.

Fluttershy blushed, then smiled and followed after her.

“Ok! Wait for me, Rainbow Dash!”

When Applejack opened her eyes, she found herself lying in yet another hospital room, though this one had a distinctly Appleoosan feel to it with its brown walls, rustic furniture, and all-around humble atmosphere. It helped put her somewhat at ease, but did little to diminish her annoyance at being in a clinic for what felt like the hundredth time by now.

“I’m gettin’ mighty sick of wakin’ up in places like this...” she thought out loud to herself as she sleepily grabbed her hat off of the bedpost and put it onto her head. She was quiet for a minute, but as she came to she started to remember what led to her being here in the first place and she jerked upright in her bed.

“Wait a gosh dang minute! I gotta get back to Ponyville! Agh...” Applejack lay back down, her bandaged head pounding. The Ponyville nurse had warned her that it was too soon for her to be out of bed at all. Leaving the clinic early just so she could go get beat up and dumped in a desert hadn’t exactly improved her condition. As she lay there, wondering

how she was going to get home, the door to her room opened. Applejack turned her head to watch as a familiar stallion with light gold fur and a long amber mane walked in to see her. She smiled at the sight of her cousin, Braeburn, especially in that brown vest and cowboy hat with the upturned brim he always wore. He was just like she remembered him.

“Hey there, Cousin AJ. How ya feelin’?” he asked softly. Applejack reached a hoof out for him. He walked over and let her stroke the side of his face.

“Braeburn...you dun came out and saved mah life, didn’t ya? I knew I could count on that owl to find ya...Thank you, cousin...”

“That’s your owl? Dang thing flew up outta nowhere and stole my hat. I had to chase it all the way out into the desert to get it back, but that’s when I found you passed out and lookin’ mighty beat up. You gave me an awful scare, AJ. What the hay were ya doing out there, anyway? What happened to ya?” Applejack frowned. She wished she had time to explain it all but she needed to get back home as soon as possible.

“Listen, Braeburn. I promise I’ll fill ya in when I got the chance, but right now I gotta get back to Ponyville! There’s a storm brewin’ and...” Applejack stopped as she looked out of the window to her side and noticed it was still dark. “Braeburn...what time is it?”

“You noticed that too, huh? The sun shoulda been up hours ago, but it never came! We’ve been hearin’ some right scary rumors about Ponyville from neighborin’ towns, too. They’re saying they just got a bunch of pegasi comin’ in and talkin’ about how they barely got out when dogs started comin’ out of the ground and snatchin’ up everypony! They said the royal palace in Canterlot turned all dark and creepy too, and then just started floatin’ in the sky! Tell me this is some kinda unfunny prank, Cousin Applejack! Tell me that the princess just overslept or somethin’!” Braeburn searched for any sign of optimism from Applejack, but her face was even more grim than his was. Applejack may not have actually been in Ponyville

to witness it, but she had no doubt that everything he just said was true. Braeburn knew deep down that the princess didn't simply oversleep, too. Except for the last Summer Sun Celebration, she hadn't missed a sunrise for as long as he had been alive to see them.

"Braeburn...I really appreciate you fer savin' mah life, but I gotta go. Mah friends are still in Ponyville. Mah family is trapped there, too. I ain't about to leave 'em all at the mercy of those mutts!" Applejack tried to get out of bed, but Braeburn put a hoof on her chest and pushed her back down.

"Sorry, Applejack, but you're not goin' anywhere. The doctor said you gotta take it easy."

"Braeburn, don't be stupid!" she snapped. "What's the matter with you?! Did you forget that Apple Bloom, Big Macintosh, and Granny Smith are yer family too?! This is no time to take it easy! Now either help me save 'em or get outta mah way!" Again Applejack tried to get up, but Braeburn effortlessly pushed her back down again. She grit her teeth and growled at her cousin.

"Rrrr...! Braeburn, I'm warnin' ya!"

"I'm sorry, AJ, but I can't let ya do it...I'm worried about mah kin too, but if you rush off the way you are now you won't even make it across the desert! Ain't no trains runnin' to Ponyville anymore! They said it's too dangerous! I don't like it any more than you do, Applejack, but yer mah family too. I can't just watch you run off to certain doom!"

"Dang it, Braeburn!" shouted Applejack, shutting her eyes tight and trying not to shed tears of frustration in front of her cousin. "It's mah big brother and mah little sister! It's mah granny, who raised me from a foal! How can ya just ask me to turn mah back on 'em?!"

“You ain’t got a single idea for what you’d even do when you got back, do ya?” interrogated Braeburn. Applejack had no reply. “You’re beat up worse than a stagecoach in a twister, and you think you’re just gonna march into Ponyville and show all those dogs who’s boss? You can’t even stop me from keepin’ you in this room! You wouldn’t be savin’ anypony, and that’s assumin’ you’d even make it to Ponyville alive in the first place, which I got serious doubts about!”

“I plumb don’t care what you think, Braeburn! I gotta do SOMETHIN’, I don’t care what it is! I can’t just lay here while ponies I love are in trouble! Even if it kills me, I can at least say I tried!”

“You think the ponies you love would want you to go throwin’ your life away on account of them?!” yelled Braeburn, showing his rarely seen angry side. “You might believe you’re only thinkin’ of them, but you’re really just bein’ selfish! You’re gonna make everypony sick with worry over you because you think you gotta be the one to take on the whole world no matter how crazy it is! I may not know cousins Big Macintosh and Apple Bloom as well as you do, AJ, but I know that if they could they’d ask me to take care of you, and that means not lettin’ you run off just so you can die like some dang fool! How could I explain that when I see Apple Bloom, huh?! How could I look ‘er in the eyes and say that ‘er big sister is gone and I didn’t do everythin’ I could to keep her safe!?”

Applejack was silent. She sniffed, shedding a few warm tears. Braeburn’s eyes softened. He hadn’t meant to get sore with her, as he knew she must have already been through a lot, but he hadn’t known how else to get through her thick head.

“Hey, listen, I didn’t mean to yell at you like that, Applejack...”

“No...it’s not that, Braeburn. Yer right...As much as I can’t stand to admit it, yer right about everythin’. I’m just scared, Braeburn...I’m scared fer mah friends. I’m scared fer mah family. I’m scared fer all of Equestria,

even...I just don't know what to do anymore, cousin..." Applejack sat up but didn't try to get out of bed this time.

"Look, maybe I can talk to the sheriff" proposed Braeburn. "He might have heard somethin' that could help us figure all this out. T'aint much, but Ponyville's a long way away, Cousin Applejack. I don't have a whole lot to go on out here."

"No, it's okay, Braeburn...It's better than nothin'. You go on and talk to the sheriff."

"You ain't gonna sneak off into the desert?" asked Braeburn, raising a brow with suspicion.

"I promise" said Applejack, raising one hoof and putting the other against her chest. "I ain't gonna sneak off into the desert."

"Well, alright. But I better not come back and find you gone! Remember, your friends and family would want you safe!" he sternly insisted. Applejack sighed and nodded her head. Finally satisfied, Braeburn turned and left Applejack alone to rest. As she lay back down and grumbled to herself, she heard a tap at her window. Turning her head, she found Owlowsicous flapping his wings outside of it.

"Well hey there" Applejack said with a little smile, leaning up just enough to push open the window and let him in. Owlowsicous flew in and perched himself on a bedpost at the foot of Applejack's bed. "I never got to thank ya properly fer savin' me, little guy. So...thank you. If not fer you I might not be here right now."

"Who."

"Right...can't really carry on a conversation with an owl, I guess. Still, would ya mind keepin' me company fer a while? Just so I ain't all by mah

lonesome? I could really use a little slice of Ponyville with me right now...even if yer technically Twilight's owl."

"Who?"

Owlowiscious didn't look like he was going anywhere, so Applejack took that as a yes. She laid back down and stared at the ceiling. If she was going to be stuck in Appleoosa either way, she supposed she may as well try to get better, although it still bothered her how much time she was spending in bed recently.

"Thanks, partner...You and me are gonna get through this. You'll see. You and me and Apple Bloom and Big Macintosh and Twilight and Rainbow Dash and Pinkie Pie...shoot, everypony. We're all gonna get through this...somehow...That's a promise, and you can quote me on that."

"Who."

Owlowiscious wasn't likely to be quoting her, but she made the promise mostly to herself, anyway. No matter how long it took or what Noctis threw at them, they would recover their sun. They would save their princesses. They would win back their home. With that vow firmly implanted in her heart, Applejack nodded and closed her eyes.

"We'll find a way...or mah name ain't Applejack."

"Pull faster, pony! Pull faster or you go down in the hole! That's what Master Noctis says!"

The carrot farmer flinched as she was yelled at by a large grey dog in a vest. She had been down in the mines dragging around the wagon behind her for hours now. The iron harness on her back was tight and the chains were heavy and her hooves were sore from digging but she put up

with it all anyway simply because she didn't want to get thrown down into the dark and forgotten.

"I'm sorry!" she whimpered. "I'm not good at this sort of thing! I'm just a carrot farmer! I don't know how to be a miner!"

"That's just an excuse to be lazy!" piped up a nearby brown dog that was quite small compared to all the other ones she'd seen so far. The small dog hopped over to her wagon and peeked inside, growling with disgust when he saw that she'd barely covered the bottom of the container with precious stones. "You've barely found any gems! What's wrong with you ponies!? How hard is it to find gems?!"

"I'm trying!" she pleaded. "I don't know where to look! All I can do is guess! Please don't throw me in the dark hole!"

"Well guess better or else!" threatened the grey dog before he and his smaller companion walked away to go yell at some other pony. The carrot farmer trembled, terrified out of her wits and trying not to cry. As it turned out, the dogs HATED crying.

"Hey. You okay?"

The carrot farmer looked up, finding herself face to face with a caramel colored stallion. His brown mane was messy and his coat was caked in dirt, indicating that he'd been doing a great deal of hard labor, but he managed to give her a smile anyway.

"I...I got yelled at because I can't find any gems..."

"Yeah, I know" he answered. "None of us really know how to find gems. It's not our talent, after all. I don't think these numskulls get that, though."

"I guess..." she replied meekly. The stallion reached out a hoof to playfully ruffle her orange mane.

"Hey, don't feel bad, Carrot Top" he said playfully. The farmer raised her head, blinking at the nickname she'd just been assigned. "Name's Caramel" he continued, "and what should I call you?"

"You can call me Carrot Top..." she said, looking a bit dumbfounded. Caramel grinned.

"Sounds good to me. How about you and I work together to find those stupid gems so we don't get tossed down in a dark hole?"

"Okay..."

"Great. I don't know about you but I've had about enough of those two jerks yelling at us. Let's try digging in some other tunnel, huh?" Carrot Top nodded in reply. She had about as much chance of finding gems in one tunnel as any other, after all. Caramel led her away, pulling his own nearly empty wagon behind him. She followed behind, quickly catching up by his side. She was grateful to have somepony to talk to, even if it was a stranger.

"I know this really stinks, Carrot Top, but try to look on the bright side" he said with a shrug as they trotted down the tunnel. "At least we're not in the hole right now, right?"

"I guess so..." she agreed, although not very emphatically. She lowered her ears and sighed sadly as they trotted onwards, but the unexpected sound of shouting voices coming suddenly from far off gave her pause. "Hey, do you hear that?" she asked.

"Okay! The object of this game is to keep away from Gummy! If he catches you then you have to tell everypony a secret about yourself! Keep

your lights on him, unicorns! Careful not to step on him by accident! Ready? One, two, three, GO!”

“Actually, I do hear that” muttered Caramel as he looked around. “I think it’s coming from that way...” he added, pointing a hoof off to the left. The two ponies looked at each other, then nodded. They didn’t have anything better to do besides dig through dirt, so why not see what all the fuss was? As they got closer, the voices became louder. There were screams, which frightened Carrot Top until they were immediately followed by laughter.

“Don’t let him near me! Ah! No! Don’t hide behind me, Cheerilee! That’s cheating, you big Cheaty Cheater!”

“That kinda sounds like it’s coming from below us...” said Caramel quietly. It didn’t take long for him or Carrot Top to realize that there was only one place in these mines that was lower than where they already were. They both galloped onward until they found two armored dogs standing guard in front of a small room with a hatch in the ground. Both ponies hung back so as not to be harassed.

“You think that’s where they’re throwing all the ponies...?” whispered a frightened Carrot Top.

“I think so..?” mumbled Caramel, sounding confused. After all, the laughter and mirth coming from below didn’t exactly match up with the concept of a dark, desolate prison.

“Ah! Don’t get me! Get Scootaloo!” came the voice of a foal from below the hatch. It sounded like they were running away from some kind of monster, but they were strangely enjoying themselves.

“They sound like they’re having more fun than we are...” noted Carrot Top. Caramel grunted.

“They are, aren’t they? Come on, I got an idea!”

It took them little time to find the two dogs from before, who were now joined by their leader in the red vest. All they had to do was follow the sound of angry yelling in order to track them down to a large, wide-open cave connected to several of the smaller tunnels. They were up on a rocky ledge, shouting at ponies below them in order to “inspire” them to work harder.

“Uh, excuse me?” called Caramel, waving a hoof. “Excuse me, dogs?” The dogs turned and glared down at him, but he wasn’t intimidated in the least. “Yeah, I decided I don’t feel like working anymore. Also, your mother smells.” Carrot Top gasped, but when Caramel turned his head and winked at her she caught on to his idea. “So can I get thrown down in the hole now, please?”

“Oh, a wise pony, eh?!” said the dog in the red vest. “We’ll see how tough you are after you’ve been down in the dark for a few hours!” The dog pointed a finger down at Caramel and growled. “Throw him in!”

“Woo hoo!” cheered Caramel as two large dogs unhooked him from his harness and carried him off. Carrot Top smiled, waving her hoof up to get the dogs’ attention too.

“Um, I don’t feel like working anymore, either! Also, um...you’re dumb and your faces are dumb and you have dumb looking collars! Can you please throw me down, too?”

“THROW HER IN!” shouted the small brown dog.

“Yay!” exclaimed Carrot Top with a smile as she was hauled off. Other ponies in the cave began to murmur to each other. Those two ponies just now hadn’t looked like they’d simply gone crazy. They looked like they knew something. They looked like they genuinely WANTED to get

tossed down that hole for some reason, and whatever reason it was, it had to be better than digging for gems.

“Yo! Yo, dogs!” shouted a blue unicorn stallion who stood up on his back hooves and waved both of his front hooves to ensure he’d be noticed. “Your mamas are so ugly that when the circus comes to town ponies pay NOT to look at them! Now throw me down the hole, suckers!”

“WHAAAAT?!” yelled the leader dog, steam nearly shooting out of his ears.

“Reckon I don’t feel like workin’ no more neither. Eyup” chimed in Big Macintosh, despite being perhaps the only stallion who had dug up enough gems to not get yelled at.

“Yeah, I’m not working anymore, either! And your breath stinks!”

“I’m sick of digging, too!”

“So am I!”

“Throw us in the hole already, you dummies!”

The dogs finally began to sense something was amiss. The alpha narrowed his eyes.

“Those ponies are up to something...Let’s go!” he ordered as he laid back his ears. The small dog and the grey dog followed behind him as he walked away from the ledge and through the tunnels, making his way toward the prison chamber. Ponies all throughout the mines were already starting to spread the rumor about how maybe the dark hole was preferable to their current situation, and as the dogs walked through the corridors they were bombarded with insults and declarations that there would be no more digging. The dogs would have ordered them to be thrown in the hole for their insolence, but that would just be giving them what they want.

The alpha grumbled as he finally lumbered past the armored dogs guarding the hatch, leaning down and peering through the iron bars. His companions crowded around the opposite sides of the hatch and looked down with him. Inside, the ponies inside were laughing at the antics of Pinkie Pie as she wildly waved her hooves around in nonsensical gestures. They were calling out random words at her.

“Hey!” the red-vested dog yelled. All of the ponies stopped and looked up.

“Oh, hey! It’s Rover, Fido, and Spot!” said Pinkie Pie with a smile, pointing to each dog one after another with her hoof as she called them out. “Hi, guys!”

“Stop calling us that!” demanded the alpha, now eternally branded with the nickname Rover. “What are you doing down there?!”

“We’re playing charades!” giggled Pinkie Pie. The small dog, now known as Spot, slapped a hand to his face. The largest of the three, cursed with the name Fido, glared through the bars.

“Well stop it!” he demanded. Pinkie gave him a confused stare.

“Why?”

“You’re supposed to be miserable! You’re not supposed to enjoy it!” clarified Spot.

“Oh” answered Pinkie. She stopped to consider this, then beamed up at the trio. “Nah, that’s silly! We’re just gonna keep having fun!”

“Oh no you won’t!” threatened Rover. “Thanks to you ponies, none of the others want to dig anymore! Now they WANT to get thrown down here with you!”

“Good idea!” piped up Cheerilee, who was being more sarcastic in her answer than the naive Pinkie Pie had been. “Toss them down! I think they’d really enjoy themselves!” Rover tugged on his ears, trying not to lose his sanity.

“Ugh! This is ridiculous! You’re ruining our whole operation! STOP HAVING FUN, PONIES!”

“No way!” they cried out in unison before they all started to laugh.

“Why do you torture us like this?!” asked an exhausted Fido, ignorant to the very obvious reason behind the ponies being uncooperative. “What do you want from us?!”

“Ahem. Excuse me, boys?” came a voice that was elegant and refined, but dreaded by all dogs. Unicorn lights shone over onto Rarity as she looked up at her captors. The three dogs lowered their ears at the sight of her.

“Oh no! Don’t start whining now!” warned Spot. “Master Noctis may be making us keep you here, but that doesn’t mean we have to listen to you!”

“Boys...you’re making me upset. You don’t want to make me upset, *do you?* You *know* how loud I can be when I’m upset.”

They did know. They did not wish to be reminded.

“Fine! What do you want?!” shouted an annoyed Rover. Rarity only smiled and batted her eyes up at him.

“Well, boys, it seems to me like this little forced labor camp of yours isn’t working out quite the way you expected it to. Don’t you think it’s about

time you stopped all this silliness and let these ponies get back to their homes?”

“No! Don’t be absurd!” snapped Rover. “You ponies made us live down here! You forced us to stay underground! Now it’s our turn to have nice houses while you have nothing!”

“Hm. Yes. Tell me, boys...when exactly did any pony tell you that you couldn’t go above the ground if you wanted to?” The dogs all looked at each other. None of them had a satisfactory answer. “Are you sure you all didn’t CHOOSE to live down here because it’s closer to the gems?” Rarity continued. The dogs grumbled amongst themselves. Noctis’ speech had been so stirring that none of them had ever really stopped to question its logic. There was a reason nopony had ever seen a diamond dog scientist.

“That’s what I thought” said Rarity in a snippy tone. “Do you actually enjoy mistreating all these ponies? Because I don’t think you do. I wouldn’t exactly invite you over for tea but I don’t think you’re as bad as that horrible Noctis is telling you to be. Don’t you think this has all gone too far? I mean, really, making foals dig? That’s just barbaric.”

The other ponies booed and jeered at their captors, openly sharing Rarity’s strong disapproval. The trio of dogs suddenly felt very awkward. Even they had to admit that ponynapping little colts and fillies might have been just a tad extreme.

“But...we need gems! Ponies must dig up the gems for us!” protested Fido.

“You and your gems!” huffed Rarity. “You know, a lot of these ponies down here seem to be in this hole because they couldn’t find many gems at all. In fact, that seems to be an underlying problem in this little scheme of yours. How many gems are you actually getting from all these ponies?”

“We got....some” muttered Spot weakly.

“Well boys, it seems to me like you didn’t think this plan through very well at all. You just blindly followed Noctis because he’s scary and he made you a lot of promises that I assure you he doesn’t intend to keep.”

“No! No! We need the gems! We NEED them!” yelled a stubborn Rover. Rarity sighed and shook her head.

“Alright, boys...How about we make a deal, then? These ponies aren’t gem finders. I, on the other hoof, am exceedingly talented at doing just that. It’s right there in my cutie mark. I could find more gems in one month than all these other ponies put together could find in two years. So that’s what I’m willing to offer you. You let all the other ponies go back to their homes and give back their things. I also expect you all to apologize for the trouble you caused them! In return...I will stay here for a whole month to find gems for you.”

The other ponies gasped. Spike rushed up to Rarity and hugged her leg.

“No, Rarity! Don’t do it!” he begged.

“Yeah, Rarity!” said a worried Pinkie Pie as she trotted over to her friend. “We can’t all just leave you here! You’re our friend!” Rarity only waved a hoof, dismissing their contention.

“Spike, Pinkie Pie, I appreciate your concern but I am a lady and I know how to handle my own affairs, thank you very much. So how about it, boys? It’s a pretty good deal for you, is it not? Of course, I expect to be treated well while I’m down here. I want three square meals a day, break periods for when I get tired, and an understanding that I will find the gems and pull the cart. I will NOT dig. I also expect to be addressed by my proper name. None of that ‘pony’ rudeness from you.”

“But...” began Fido, suddenly looking very afraid, “if Master Noctis finds out...”

“Well we’ll just have to make sure he doesn’t find out, then” interrupted Rarity. “I think if we gradually release ponies in small groups it would be less noticeable. Naturally the foals and their parents must be the first to go. Once they’re all safe and sound we can work our way through the rest. It will take some time, and we’ll have to keep up appearances on the surface, but I dare say it’s a much better arrangement than what is going on right now. Does everypony agree with that?”

Rarity looked around for approval. Her fellow prisoners mumbled and slowly nodded their heads. Rover narrowed his eyes suspiciously at Rarity.

“No whining?”

“No whining” she promised.

“Oh...fine. Wait here, pony! I mean...Miss Rarity. We’ll go get the small ponies and their parents...”

As the dogs left the ponies in the hole began to cheer, but Pinkie Pie could only stare sadly at her friend, holding back tears.

“I’m gonna stay with you!” she insisted. As generous as the offer was, Rarity flatly rejected it without a second thought.

“You’ll do no such thing, Pinkie Pie. You don’t need to worry about me. You’ll see me again in a month, I assure you. If these dogs try to keep me one second longer than I volunteer to stay they will quickly regret it.”

“That’s not what we’re worried about!” said a heartbroken Spike. “You’ll be down here all alone for a whole month! How can we just walk away and abandon you!?”

“Oh, Spike...” whispered Rarity, patting his head with her hoof. “I will be just fine. I’ll never be alone as long as I remember that I have such wonderful friends who will be waiting for me when I return...”

Pinkie Pie and Spike both hugged Rarity as tightly as they could. The other prisoners began to approach the unicorn who had just given up her own freedom to save them. Cheerilee came in first, hugging Rarity from the other side.

“Thank you, Miss Rarity...” she said quietly.

“You’re quite welcome, darling” Rarity returned graciously. The Cutie Mark Crusaders came in next, giving Rarity a hug of their own.

“Thank you, Rarity!” they all said in unison. Rarity could only smile at them. Ponies from all around moved in to embrace Rarity, and when they became too crowded for anypony to actually reach Rarity herself they settled for getting as close as they could and joining the group hug.

“Thank you, Miss Rarity!”

“Thank you so much!”

“You’re a wonderful pony!”

“You saved my sister!”

“You saved my mom!”

“Thank you, Miss Rarity! Thank you!”

Rarity closed her eyes, overwhelmed by the gratitude of her friends and neighbors. Tears ran down her cheeks.

“Thank you...all of you...I’ll never forget this...”

“Vat is dis? Some kind of joke?”

Two of Equestria’s greatest fashion gurus, Photo Finish and Hoity Toity, stood side by side before Noctis in what used to be the princesses’ throne room. They were most certainly not in that ghastly floating castle by choice, and they were only all the more appalled now that they could actually see the rotting, hideous creature that was responsible for bringing them there.

“*Do I look like I’m joking?*” Noctis hissed. Hoity Toity shuddered at the sound of its voice.

“Ugh! Well there goes any chance of radio PR for you.”

“Your opinions do not matter! All that matters is I know who you two are and I know what you can do! Photo Finish! I expect you to ensure that my visage is on every wall in Equestria! All ponies are to know the face of their new master! And you, Hoity Toity! You are to design uniforms befitting of my greatness! You shall see to it that every mare, stallion, and foal dress only as I allow! They must remember every time they look at themselves or each other that they continue to breathe only through my mercy!”

“No!” snapped Photo Finish dramatically, stiffening her body and stomping her hooves. “You have your ridiculous black pegasi ponynap me and drag me here, then you dare to make such outrageous demands? I, PHOTO FINISH, will not be vasting my talents on ze likes of you!”

“Hear hear!” concurred Hoity Toity in his distinguished, airy accent. “I mean, honestly, all this black and gloom? That look is soooo five years ago. And just what in the name of Equestria are you even supposed to be?” He lowered his expensive shades, staring briefly at Noctis’ dripping body and then pulling the lenses back over his eyes. “Blech! It’s just

hideous! Working with something like you is a career killer if I've ever seen one."

"How DARE you show me such disrespect?!" yelled an infuriated Noctis. "I am your sovereign! You will perform the tasks I have given you and you will perform them immediately!"

"No!" repeated Photo Finish as she struck another pose. "You do not have even a fraction of ze grace ze princesses have. You do not have...DA MAGICS!"

"The only magic going on here is that I haven't lost my lunch from looking at this thing" contributed Hoity Toity. Photo Finish actually laughed and turned her head to address him.

"Ho ho ho! Zat vas a good one, if I do say so myself."

"Mmm, yes. Thank you, miss. I take great pride in my zingers."

Noctis roared furiously, rising up above the insubordinate ponies and howling down into their faces so violently that the wind blew back their manes.

"SILENCE! BOTH OF YOU! YOU WILL KNOW YOUR PLACE AND DO AS I COMMAND! DO IT NOW OR I SHALL SEND YOU BOTH INTO A WORLD OF MADNESS AND NIGHTMARES BEYOND YOUR MORTAL MINDS' ABILITY TO GRASP!"

"Oh, thank goodness!" said Hoity Toity as he sighed with relief and smiled. "We get to choose. Yes, I'll take the madness and nightmares, thank you. Anything is better than sullyng my professional name by associating it with YOU."

"Yes, I think I vill be doing ze same. Honestly, this is ze verst appointment I have ever been to, and I started out doing family photos!"

“Oh, that just sounds dreadful!” exclaimed a sympathetic Hoity Toity.

“Yes, yes. But this is easily much worse than that ever was. At least foals are usually cute...not like this thing. I think my camera lens would crack if I actually tried to take its picture.”

“Quite right! Quite right!” cheered Hoity Toity, sharing another laugh with his kindred spirit.

“RAAAAAAAAAAAAAAAAAAAAAAH!!!!”

Noctis screamed in rage, violently slamming its giant palm down onto the two catty ponies and shoving them into the darkness underneath. When it pulled back its hand to look, they were gone.

“You’re pathetic...”

“Silence, Luna.”

“You actually manage to pull off slithering into my palace and snatching the throne out from underneath my sister and me, and now you have no idea what to do with it. You just want power for the sake of power. You’re nothing but a common bully, and when your victims decide to stand up for themselves you throw a tantrum. Like I said...pathetic.”

“SHUT UP, LUNA!”

Noctis suddenly hunched over and clutched its chest, wheezing hard. It was weaker than it was when it first absorbed Luna...Celestia’s magic was almost certainly to blame for that. Her power had stripped away much of its own, but that was only a temporary problem. Ponies all over Equestria were scared and full of sorrow. Their pain would heal its wounds and make it stronger over time. Eventually not even Celestia herself would

be able to challenge it, assuming she ever got out of the sun, which was impossible.

Noctis heard the familiar crackling sound of a portal spell, turning its head just in time to see Trixie emerging from a rift at the side of the room. From the looks of it, she'd managed to find herself a replacement hat. How amusing.

"You wished to see the Great and Powerful—Oh my goodness..." whispered a startled Trixie, who had not seen Noctis' new form until now. She began to wonder for the first time just what she had truly helped to unleash on Equestria. "You...wanted to see me...?"

"Ah, yes...Trixie..." Noctis mused, sinking into the floor and reforming in front of her. Trixie backed up a couple of steps, trying not to gasp at the sight of it up close. *"I was hoping you could explain something to me...Where is Applejack? I left her with you, and yet she seems to have disappeared along with Twilight Sparkle. I recall telling you to break her legs...If you did, she couldn't have gotten far."* Trixie gulped.

"Yes, well I...thought perhaps it would work better to keep her out of your...um..."hair" if I sent her to...Appleloosa...?"

"And did it ever occur to you that she would eventually come BACK FROM APPLELOOSA!?" Trixie flinched as Noctis lowered its face, baring its fangs at her. *"Even if the Elements of Harmony have no power anymore, I still can't risk letting them reunite! The first thing Applejack is going to do when she gets the chance is try to accomplish exactly that, and you just dumped her somewhere and FORGOT ABOUT HER?!"*

"But...Gilda didn't capture that pegasus either!" complained Trixie, trying to shift the blame. "Why aren't you yelling at her?"

"I am not worried about Rainbow Dash! I know how she thinks...She's a reckless fool. We need not search for her; she will come to

us! We can't count on Applejack to make the same mistake! We had her on a silver platter, and you LET HER GO!" Trixie cringed, cowering before Noctis and lowering her ears.

"I...I can go over there right now and find her! I'll bring her back! I can fix this! Just please don't hurt me!"

"Never mind, you idiot! I will rectify your mistake myself! You need to go back to Ponyville!"

"H...how come?" whimpered Trixie, who was afraid to even ask a question at this point.

"The ponies there have changed...Their hearts are full of joy. The only reason that could be happening is if the dogs were defeated somehow! It has to be Twilight Sparkle! She's the only one who could have accomplished something so impossible! Get back there and find her at any cost! Have your moment of triumph over her if you must, but bring her back to me! Bring Twilight Sparkle here alive if you wish to remain the same way!"

"Of...of course!" stammered Trixie, finding the courage to stand up straight only after Noctis sank into the floor and emerged on the other side of the throne room, staring out through one of the throne room's many broken windows. "I'll just be going now, Mr. Noctis...sir..." She gulped again, opening up a portal and backing into it cautiously. Noctis did not bother to watch her leave.

"You're afraid. You don't think the Elements of Harmony are truly gone."

"Don't be ridiculous...I am simply being thorough. If there is even the slightest possibility that they could return, I must take measures to prevent it. All I have to do is keep them apart...It is an easy task. If I manage to keep even one of the elements' bearers away from the rest, they have

nothing" hissed Noctis, tapping its claws against the black wall around the window.

"I take back what I said. You're not afraid. You're terrified. You can feel your day of judgment rapidly approaching and you'll do anything to keep it at bay. My subjects are already starting to rediscover hope. You can't break those ponies. Before long that ocean of misery you drink from will dry up completely."

Noctis growled and narrowed its many eyes.

"Do you think I don't see right through your pathetic attempt to unnerve me? You cannot beat me at my own game, Luna. Do you think you're more clever than me?"

"Oh, I *know* I'm more clever than you. Do you even remember what you were like when you first latched on to me over a thousand years ago? You were just a mindless eating machine, hissing cruel words into my ear so you could gorge on my sadness like the greedy pig you are. You were never satisfied. All you wanted was more. That was all you cared about. Any cleverness you purport now you only have because you stole it from *my* memories and *my* life."

Noctis scraped its claws against the walls. It could not remember anymore why it had ever even cared about Luna in the first place. It wanted to shut her up once and for all, but it couldn't...it needed her.

"Well? Are you ready to admit that you have no idea what you're doing anymore?"

Noctis turned around and roared as it thrust its arm out, holding its palm above the corruption spread all over the floor. The void began to bubble and ripple, slowly pushing up a dark orb slightly larger than a grown pony. Noctis held both of its hands out in the air front of itself, delicately

curling and twisting its claws as if molding clay. As it did so, the orb in front of it took on a more equine shape, forming the outline of a large stallion.

"I know exactly what I'm doing...I am going to capture Applejack so that she won't cause any problems later on!"

"The Shadowbolt routine again? It didn't work last time, why do you expect it to work now?"

"I'm going after Applejack, not Rainbow Dash...I'll be doing things a little differently this time..."

The pony shaped blob hardened, cracks forming on its surface that spread over its whole being. The shell shattered like glass, and a dark grey earth pony with a long black mane dropped onto the ground, landing on his hooves with a hard grunt. Noctis scooped up a small blob of darkness from underneath itself, flinging it at the pony like paint. The darkness split itself into two halves, shaping themselves into a long, frayed black scarf that draped around the pony's neck and a black hat with a flat top and a wide brim that formed around its head. The dark pony's scarf wafted gently behind it, despite the absence of any wind in the throne room.

"What is your name?" asked Noctis.

"I got no name...I'm just a stranger" replied the pony in a gravelly western drawl.

"Who is your master?!"

"I obey only you."

"You've really gone off the deep end, haven't you? You're talking to a piece of yourself! It would be like if I started talking to my hooves! You're losing it..."

Noctis forced itself to ignore Luna's insults, giving its creation a fanged grin.

"Excellent...now listen up. You're going to Appleoosa. That is where you will find Applejack! Bring her back to me alive! As long as her heart continues to beat, I don't care what you must do to accomplish this!"

The Stranger lifted his head, peering up at Noctis with two shining, pupilless white eyes.

"And how about the rest of the ponies over there?"

"They are nothing to me. Every last one of them can burn for all I care!"

The Stranger lowered his head, smirking sadistically under the brim of his hat. The darkness beneath him churned and rippled, spitting out dozens of smaller black orbs one after another that shaped themselves into raven-like forms, brandishing sinister talons and growing two small, slitted white eyes on both sides of their heads. As the dark birds all flapped their wings, screeching, hissing, and cawing over one another, The Stranger chuckled gruffly.

"Hm hm hm hm...We're gonna have us a fun time in Appleoosa tonight..."

Chapter 10

Cruelty

25 hours without sunlight

“Ugh! This stinks!”

Rainbow Dash anxiously paced around the inside of Zecora’s hut, frustration all over her face. Though Fluttershy felt similar on the inside, she had enough grace to keep it to herself, resting on her knees and following her friend with her eyes while she walked back and forth.

“We’ve been here for hours and we haven’t come up with a single plan that would work!” lamented Rainbow Dash. “How does Twilight Sparkle make it look so easy?!”

“Twilight’s really smart...” said Fluttershy quietly, immediately blushing afterwards when she realized the implication. “Oh, that’s not to say you’re not smart too, Rainbow Dash...Twilight is just the smartest pony we know because she studies real hard and reads a lot of books...”

“Yeah yeah, I get it, Fluttershy” grumbled Rainbow Dash as she sat down in a huff and crossed her forelegs over her chest. Things hadn’t been turning out quite like she’d expected. While Zecora did mix up a salve for Rainbow Dash’s wings, it wasn’t the instant miracle she was hoping for, as it didn’t accelerate the healing process nearly fast enough to be considered a solution to their current problem.

As the two sat and bemoaned their situation, their zebra friend was walking around the entire hut, arranging wooden masks from her homeland to face in seemingly random directions. She was also removing old strings of exotic herbs from her ceiling, walls, and windows in order to hang new ones. She had been doing this every half hour or so for a while now.

Rainbow Dash said nothing at first, assuming it to be some kind of foreign ritual that she wouldn't understand. The longer it went on, though, the harder it became to ignore.

"Hey, Zecora. Not to be rude or anything but what the hay are you doing? It's really distracting."

Fluttershy blushed, realizing better than Rainbow Dash that the phrasing of the question had indeed been a bit rude. Thankfully, Zecora took no offense and indulged her.

"Evil dark spirits lurk inside these woods. This 'Noctis' you spoke of is up to no good. But thanks to my relics we've nothing to fear. When arranged the right way darkness cannot come near. They shield us from eyes that desire us harm. It's as if we are ghosts. There's no cause for alarm."

"You mean all these kooky masks and flowers make us invisible? Cool! I guess it's a good thing we didn't run into anything nasty on the way here, though, huh?" said an embarrassed Rainbow Dash as she rubbed the back of her head with an awkward smile. "Too bad that doesn't also work on diamond dogs! That would solve everything!" Zecora raised a hoof to gently shush Rainbow Dash.

"My ward will work only on darkness that's weak. If we draw its attention, the outlook is bleak."

"What?" said Rainbow Dash, unnerved by Zecora's warning.

"Um...I think she means that this only keeps us safe as long as we don't make a lot of noise and give Noctis a reason to send something worse out here..." clarified Fluttershy. Zecora nodded.

"Oh, sorry..." whispered Rainbow Dash, lowering her ears. Zecora gave her a little smile and went back to rearranging the relics. Dash sighed and rubbed her forehead with her hoof. "Don't get me wrong, Zecora...I'm grateful that you're helping us out like this, but I hate just hiding here. I gotta do...I dunno...SOMETHING! Even if we have no plan, I gotta act!"

“But what can you do?” wondered Fluttershy. “There’s too many dogs out there for you to handle by yourself...and I wouldn’t be any help to you at all. I just make everything worse...” Rainbow Dash stomped her hooves in frustration.

“I know, I know!” she cried out, not realizing how that could be taken the wrong way by Fluttershy. Zecora had to shush Rainbow Dash again. Dash lowered her voice along with her body. “But this is partly my fault, you know? I found that thing on Pinkie Pie’s rock farm and took it back into Ponyville with me because it told me it was a rock slug and it knew Wonderbolt tricks...Boy, that sounds really dumb when I actually say it out loud.”

Fluttershy shrugged meekly.

“Even if that screw-up was just me getting tricked by stupid Noctis, what’s happening in Manehattan right now isn’t. Gilda’s over there wrecking the place up and—oops.”

“Gilda...!?” gasped Fluttershy, putting her hooves over her mouth. “You mean that mean old griffin picking on those poor ponies in Manehattan is Gilda? YOUR Gilda? Why? Why is she doing something so awful...?” Fluttershy actually had tears welling in her eyes. It didn’t make Rainbow Dash feel any better.

“Well...I suppose It’s kinda my fault she flipped out like this...It’s a long story, Fluttershy, but the short version is that she helped Noctis to get back at me for that party incident, and then when she was actually crazy enough to think that made us even and we could be buds again I got mad and yelled at her and told her to get out of my life forever. I guess she didn’t take it very well...” Fluttershy said nothing, only stared in shock. Rainbow Dash cringed and turned away. “Come on, Fluttershy, don’t look at me like that...I was upset. I didn’t know she’d overreact that much...”

“No, it’s okay...” assured Fluttershy as she came to her senses. “I don’t blame you for what’s happening...Besides, I’m the last pony in Equestria who has any right to be mad, considering that what I did was a million times worse...”

“You didn’t know any better, Fluttershy. It wasn’t your fault” insisted Rainbow Dash in a firm tone. “You brought Noctis into Ponyville because you were trying to save its life. The only reason I did it was because I wanted to learn new tricks to impress The Wonderbolts.” Fluttershy still didn’t look like she believed it. As much as Rainbow Dash hated to see her friend beat herself up like this, she knew she couldn’t sit there and baby her all night. She put her face in her hoof so Fluttershy wouldn’t see her roll her eyes.

“Ugh...never mind. We got bigger problems right now than whose fault this is, anyway. At this rate we’ll never come up with a brilliant plan to stop the dogs! I wish Twilight was here...Shoot, I’d even settle for being able to use my stupid wings without them feeling like they’re about to crumble into pieces! Then I could at least go do something about Gilda! It would be better than nothing! I feel like she’s my responsibility anyway, you know? I’m the one who set her off, so I should be the one to fix it, right? Isn’t that how it works?” Fluttershy shrugged indecisively. Rainbow Dash opened her wings and flapped them a couple of times, only to wince when she discovered to nopony’s surprise that they still hurt. She turned to Zecora with a frustrated huff just as the zebra was finishing up the rearrangement of her relics.

“Come on, Zecora, I’m going crazy over here! I know you insisted that there’s no instant miracle cure for my wings but isn’t there ANYTHING you can do that won’t take weeks? Some kind of magic pill or whatever? Or maybe another bubble bath? SOMETHING?” Zecora looked uncomfortable as she sat down, avoiding eye contact with Dash so she could pretend she didn’t hear the question. Rainbow Dash furrowed her brow, finding Zecora’s uncharacteristic reluctance to say a rhyme quite suspicious. “Hey, wait a minute...How come you look so nervous all of a sudden? Have you been hiding something from me? You have, haven’t you!? Darn it, Zecora, this is no time to hoard the good stuff! You need to hook me up! It’s important!” Zecora closed her eyes and shook her head.

“I am sorry, my friend, but I have to refuse. You ask for a treatment too dangerous to use.”

“What?! You had something this whole time?!” exclaimed Rainbow Dash, pointing a hoof at Zecora. “Why didn’t you tell me?! Equestria is on the line, here, Zecora! Just give me the potion or bath or whatever it is! I

don't care if it's risky!" Rainbow Dash paused, then blinked as she set her hoof back down. "Um, what's it do, anyway?"

"It pushes your body to its absolute peak, then numbs you to pain so you won't be left weak. I admit it sounds helpful, but please stop and think. An elixir like this works your heart to the brink! It's meant for sick zebras, and they must be still. You can't simply drink it, then fly for the hills! I can't let you have it, regardless of why. If you don't use it wisely, you're certain to...to..." Zecora stopped herself, a morose expression on her face. For once, she didn't want to finish her rhyme. Fluttershy gasped, able to fill in the blank herself and horrified to even think of such a thing. Rainbow Dash closed her eyes thoughtfully. When she opened them again, they were filled with determination.

"I don't care about all that, Zecora...Do it. Gilda's going nuts out there, and I'm the only one who has any chance of getting through to her. I gotta do this...I gotta fly over there and talk some sense into her before something really bad happens!"

"Rainbow Dash, no!" protested a shaky, trembling Fluttershy. "You heard what Zecora said! It's dangerous to use! You don't even know if going there will accomplish anything! What if you get to Manehattan and Gilda won't even listen to you?" Rainbow Dash looked back over her shoulder and gave a cocky chuckle.

"Ha! If I can't talk sense into her, then I'll just have to knock it into her instead! She's almost as good a flyer as I am. No normal pegasus is gonna be able to outdo her, especially not with her freaky new powers. It would take somepony totally awesome to come out on top, which means it's gotta be me!" As Fluttershy closed her eyes and shook her head back and forth, trying to deny what she was hearing, Rainbow Dash looked back to Zecora and dropped the nonchalant guise she'd put on for her friend's sake. "Look, if you don't help me a lot of innocent ponies are gonna get hurt. Please, Zecora..."

Zecora briefly tried to stare down Rainbow Dash, but her eyes softened when she realized that the pegasus would never relent. She sighed, then turned and slowly walked to her rack of ingredients, though she did so with great apprehension. Rainbow Dash tried to cheer her up with a confident smile.

"Thanks, Zecora. I owe you one, big time." Rainbow Dash was content to sit and wait for Zecora, but before she knew it Fluttershy dove at her from behind, hugging her tight as tears rolled down her face. She then pressed her cheek against Rainbow Dash's back, sobbing and sniffing.

"No! I can't! I can't let you go! If I do you won't come back! You'll *never* come back! Please...! Don't do this...! I'll do anything! I...I know I'm not much compared to our other friends but if you stay I promise I'll be better from now on! I'll try to not be so shy all the time and I'll try to find a sportsball game we both like to play and I...I'll cheer for you extra loud when you do your tricks! It won't even be pretending! I like cheering for you! I always did! You always look so happy when you're flying...It makes me smile..." Rainbow Dash winced when Fluttershy squeezed her even more tightly. "I don't want to lose that! I don't want to lose *you*!"

"Fluttershy..." started Rainbow Dash, but the normally loudmouthed pegasus found herself in a rare moment of not knowing what else to say. She momentarily considered informing Fluttershy that sportsball was not an actual game, but even she realized that it was an inappropriate time to do so. "Fluttershy, look, I..."

"Just stay here, okay...?!" interrupted Fluttershy, her voice squeaking. "We'll figure something else out, I promise...!" She began to tremble, her grip weakening as awful visions of all the worst-case scenarios she could imagine flooded her mind. "Please, Rainbow Dash...If anything happened to you I'd never forgive myself...Please don't leave me...I'm begging you...Please..."

As Fluttershy's voice trailed off into a whisper she buried her face into her friend's back and wept quietly, her whole body quaking from the fear that if she didn't hold onto Rainbow Dash as hard as she could she'd slip away like sand. Zecora forced herself not to acknowledge Fluttershy's crying and concentrate on her work instead. If she messed up even one ingredient in this brew it could kill Rainbow Dash outright.

Dash looked down at the ground. She felt bad, and had she been anypony else she probably would have stayed for Fluttershy's sake. But she was Rainbow Dash. Her mind was already made up. "Fluttershy...you

need to let go of me.” Fluttershy frantically shook her head without looking up.

“No!”

“Fluttershy, let me go! I’m sick of hiding! I’m not just gonna sit around while Gilda picks on all those ponies! If there’s anything I can’t stand it’s bullies! Look, I’ll come back, okay? I promise. I’m not gonna die from some silly potion.” Fluttershy sniffed and lifted her head, glaring at the back of Rainbow Dash’s head through her tears.

“You don’t know that! Don’t make that kind of promise! You can’t just say that and then it magically becomes true!”

“Oh yes I can!” refuted Rainbow Dash boldly. “I’m gonna fly there, take care of business, then come right back here. I am *not* gonna die tonight, you got that?” Fluttershy said nothing. Rainbow Dash narrowed her eyes. “You GOT that, Fluttershy? Did you forget who you’re talking to? I’m the one and only Rainbow Dash! Accept no substitutions! I’m the pony who makes the impossible happen! I’m going to come back because if I don’t you’re going to cry and I’m not about to get blamed for that! That’s all there is to it!”

“But...”

“No buts! I have to go, Fluttershy. You know it’s the right thing to do. As a matter a fact, I’ve got an idea! You said you like to cheer for me, right? Before I leave you should say something that’ll inspire me, okay? Something like...I dunno...’You got this, Rainbow Dash! Woo!’ Can you do that?”

Fluttershy said nothing, only sniffled. Rainbow Dash frowned.

“Come on, Fluttershy...I need to know that you think I can do it. Don’t you believe in me?” she asked with a twinge of hurt in her voice. Fluttershy finally pulled her shaking hooves away, and Rainbow Dash turned around so she could sit face to face with her terrified friend, leaning in close. “Fluttershy?”

"I believe in you...I do..." Fluttershy whispered, raising a hoof to wipe her eyes. "I'm just scared...I love you and I'm scared for you..." Fluttershy was silent as she looked away. She knew that Rainbow Dash was trying to help ponies in trouble and that it would be selfish to stop her. She knew that Rainbow Dash was the only one with any hope of reaching Gilda. That didn't make her any less afraid. Unfortunately, once Rainbow Dash set her mind on something, it was nearly impossible to change it. In many ways she was just as stubborn as Applejack. Fluttershy sighed, begrudgingly accepting it all, then looked back to Rainbow Dash with a scowl that was unbearably cute despite her intention to look intimidating.

"You'd better come back, Rainbow Dash, you hear me?! I mean it! If you don't, I...I'll be really mad at you!" She puffed out her cheeks, holding back fresh tears. Dash simply smiled and mused up Fluttershy's mane with a hoof.

"I've seen you mad, so I'd better come back if I know what's good for me" she replied playfully. Fluttershy blushed. Across the room, Zecora cleared her throat. Rainbow Dash looked back over her shoulder to see a small red bottle dangling from a string around one of the zebra's hooves. "It's done already? That was fast" quipped the pegasus as she trotted over and took the bottle with her own hoof, hanging it around her neck. Zecora looked very conflicted about her decision to help.

"While a trifle to make, the risk is still great. Can I not change your mind before it's too late? We zebras are strong and can handle this brew. I fear what may happen to a pegasus like you."

"Hey, don't underestimate us pegasi" said Rainbow Dash plainly as she sat down and sniffed the bottle's contents. "I won't push myself too hard, okay? I wouldn't want something like my gruesome demise hanging over your head. Just tell me how to use this stuff."

"Drink half of it now and half once you're there. And do not be brash as you fly through the air!" Zecora sternly demanded.

"Yeah, yeah. I get it. Easy on the stunts" muttered Rainbow Dash as she held the little bottle up in front of her face with her hooves, eyeballing the liquid through the glass. "Drink half now...Guess that's about two sips, from the looks of it. Well, bottoms up!" Fluttershy held her breath,

watching with great anxiety as Rainbow Dash put her lips over the bottle's neck and tilted her head back, swallowing twice. Almost instantly her eyes went wide and her pupils dilated. Her jaw dropped, the bottle falling from her open mouth and back down around her neck.

"Rainbow Dash, are you okay?!" asked a panicking Fluttershy.

"I'm definitely feeling something!" replied an excited Rainbow Dash as her whole body began to shake, her hooves moving up and down and trampling the ground in a hyperactive dance. Her wings opened, flapping several times without any sign of discomfort. "Aw yeah! It doesn't hurt a bit now! I feel great! This stuff is awesome! My heart's beating really fast, too! This must be what it feels like to be Pinkie Pie!"

"Rainbow Dash, calm down! Don't strain yourself!" pleaded Fluttershy, but Rainbow Dash shook her head, rearing up on her hind legs and punching her hooves out in front of her.

"No can do, Fluttershy! I'm rarin' to go and I gotta get over to Manehattan while I'm still pumped!" Rainbow Dash bounced over to Zecora's window and peeked outside with rapidly darting eyes, looking for any signs of Noctis' presence. Finding none, she swiftly ran over and threw open the door, beating her wings like a hummingbird to lift herself into the air. "I'll be back soon, Fluttershy! Don't wait up!"

"Rainbow Dash?"

Dash put aside her rush long enough to look back and see Fluttershy standing behind her, looking as timid as ever.

"Yeah, Fluttershy?"

Fluttershy lowered her head and closed her eyes. Whatever she was about to say was clearly not easy for her. She took a deep breath in through her nose, then lifted her head, opened her eyes, and forced a smile.

"Go get 'em, Rainbow Dash. You rock."

Rainbow Dash grinned wide. Even if she had told Fluttershy to do what she just did, it still made her feel great to hear it out loud.

“Yeah! You bet I rock! Sorry I have to make you worry, but Gilda is my mistake and I gotta make things right! You understand, don’t you?” Rainbow Dash gave Fluttershy a jittery salute, then flew out the door, up through the trees, and into the night sky.

Fluttershy quietly watched her friend soar away, then shut the door with a wistful sigh. She still didn’t like what Rainbow Dash was doing, but the last words she’d said before she took off lingered in Fluttershy’s mind.

My mistake.

Gotta make things right.

You understand, don’t you?

She did understand. Fluttershy knew that she wasn’t as strong or as fast or as brave as Rainbow Dash. In fact, all she could really do was animal care and a bit of stitching, but none of that mattered. She had unleashed something terrible upon Equestria, and right now Rainbow Dash was the one risking her life to fix it. It was wrong. Fluttershy knew that the only reason Gilda or the dogs or that other unicorn Dash had mentioned earlier ever became a problem was because of Noctis, and Noctis was her own fault.

Her own mistake.

Fluttershy silently stared at the door. No matter how many times she ran it through her mind, she always came to the same conclusion. She couldn’t let Rainbow Dash be the only one trying to set things right. She had to help. She had to take responsibility and fix her mistake or she would never be able to look herself in the mirror again.

Fluttershy let that thought sink in for a minute, then nodded with a stern huff and spun around to address Zecora, who sat solemnly with her eyes fixated on the cauldron she’d just used to make something she wished she hadn’t.

“Zecora!”

The zebra turned her head. Fluttershy bashfully lowered herself against the ground, laying back her ears. She was hoping she could sound brave like Rainbow Dash while she spoke to Zecora, but acting assertive still felt so unnatural to her.

“Oh...um...I’m sorry to bother you, Zecora, but could I please ask you for one more favor? There’s...something I have to do...if that’s okay with you...”

===

The Salt Block always had its fair share of unsavory types. The bartender did his best to run a respectable establishment, but when said establishment was a saloon it was an inevitability that sometimes less than desirable characters would darken its doors. Their numbers had only increased ever since the sun failed to rise that morning. Ponies all over were looking to drown their fears and worries in The Salt Block’s libations. While it was good for business, it was less flattering for the place’s image.

The bartender had grown quite used to throwing out the crusty old stallion currently slouched over the bar in front of him. His thinning yellow comb-over was a mess like always and his brown fur was caked with dirt and dust from what had to be mining, if his cutie mark was anything to go off of. Such a shameful display was a stark contrast to the bartender’s own neatly groomed short black mane and immaculate light grey coat of fur. Alas, the spectacle of a single lush was always what patrons remembered and told their friends about, not the lively piano music or the clean tables or the quality of the refreshments. That sad fact was a source of endless frustration for the saloon’s owner.

“Come on, can’t I get just one more? You know I’m good for it” entreated the miner through sleepy eyes with a stupid smirk on his face. The bartender’s curled, distinguished mustache bristled as he creased his face in displeasure. He’d heard this song and dance routine before.

“Good for it, are you? Your outstanding tab seems to suggest otherwise, Salty.” The miner frowned as the bartender leaned down to grab something under the counter, then came back up and dropped a thick ledger book from his hooves onto the bar with a loud slam.

“Aw come on, we don’t have to do that...” mumbled Salty, who was no longer grinning and was instead looking around self-consciously as other ponies in the saloon began to take notice. The bartender ignored him, opening the ledger and flipping through the pages, leering through his monocle for the right name.

“Let’s see...Ah, here you are” he quipped, tapping his hoof against a page near the middle. “Three days ago you came in here and got three blocks on credit. I have yet to see a single bit for those. Oh, and a week before that you tried to foist your debt onto some poor stallion just because he was wearing a suit. I doubt I’ll be seeing any business from him again, and he actually HAD money to pay for his orders! Come to think of it, you’ve been scaring away a lot of the decent customers lately. I’ve been putting up with your shenanigans out of my own generosity, but maybe I should just save myself all the headaches and ban you from setting foot in here at all!”

The color drained from Salty’s face.

“Hey now, let’s not go sayin’ things we can’t take back...”

“Actually, I’m starting to like the sound of that!” snapped the bartender. “With this sun crisis going on, I guarantee you that I have more than enough to worry about already without throwing a deadbeat like you on top of it! If you don’t show me some of those bits you owe, you’d better start looking somewhere else for your salt fixes because you won’t be getting them here! And furthermore—”

The lecture cut short when it was interrupted by a tapping sound from the right of the room. Both ponies looked sideways to see a large black crow or raven of some kind perched at the side windowsill, rapping its beak against the glass. Though annoying, the bartender tried ignoring the sound, as he wanted to tell off the troublemaking barfly while he was still good and mad. When the window began to crack, however, the already stressed out pony groaned loudly.

“You stay right there! I’m not done with you yet!” he barked back over his shoulder as he walked to the window with the intention of scaring the bird off. “You there!” he said in an incensed voice. “Scat! I have enough

troubles without having you here ruining my windows! That's going to cost a fortune to repair...blast it all! Go on, now! Get!" He raised a hoof, reaching out for the window. If the bird wasn't going to fly away on its own, he would just have to push it away himself. "I said get out of—"

The bartender suddenly jumped back with a gasp as the bird turned its head sideways and opened two slitted white eyes. While he was not a pony who considered himself an expert on birds, he knew that they were only supposed to have one eye on each side. The raven opened its beak and made an unnatural hissing noise that startled the bartender into backing away from the window. He only became more unnerved when he heard the tapping resume from behind. He spun around to find that a second bird was perched outside the window on the other side of the room, banging its beak on the glass relentlessly.

"What's going on here?" he demanded fearfully as birds continued to gather outside of every window in the saloon, tapping without end, creating cracks in the shape of spider webs that gradually spread outward. The piano player stopped playing as every pony in the saloon began to look around anxiously. They were afraid of what could happen if the birds got in, but even more afraid of what would happen to THEM if they made any sudden moves.

It all eventually became too much for one rather conspicuous pink mare who was clearly just a tourist to the wild frontier. She got up from her table and onto her hind legs, holding her face dramatically in her hooves.

"The horror! THE HORROR!" she screamed, any semblance of rationality in her long gone. A white lily fell from her blonde mane as she made a panicked run for the exit, having decided she'd rather take her chances outside. She had nearly reached her salvation when the saloon doors abruptly blew off of their hinges and flung across the room, knocking over the unfortunate mare and leaving her in a dazed heap on the floor. As she moaned in pain, concerned stallions immediately began to tend to her, holding her head up and offering her their drinks for whatever good it would do. They looked up angrily at the open doorway, ready to tussle with whomever was responsible for harming a lady in their presence. Their conviction wavered, however, when they saw the dark grey pony with the black hat standing unflinchingly at the threshold. There was no wind as he walked inside, yet his tattered black scarf still wafted behind him. Though

they couldn't say why, most of the ponies in the saloon had an uneasy feeling that this stranger was somehow related to the disappearance of their sun.

The birds outside the windows cawed and squawked almost like they were laughing. Everypony was silent, watching the mysterious newcomer as he walked right past the injured mare without a single glance and approached the bar. Salty, knowing his priorities, quickly vacated his seat and blended into the side of the room. The bartender gulped and went back behind the counter, treating it like some kind of protective bunker.

"Those your birds?" he asked, trying to sound angry but only coming across as morbidly curious.

"Indeed" answered The Stranger, looking up from underneath the brim of his hat to stare down the bartender with shining white eyes. "That a problem?"

"N-no...No problem at all...Can I get you something? Maybe a drink? We have the finest apple juice in all of Equestria...Or perhaps you'd prefer a mineral block?"

"Nah...I ain't fixin' for that. I'm here for information" said The Stranger in a casual tone, leaning against the bar and tilting his hat down. "I figured the local watering hole would be a good place to get it...I'm sure you know just about everyone in Appleloosa by now, don't you?"

"Well, I've probably met most of the folks who live here..." agreed the bartender reluctantly. He didn't know who this pony was looking for, but whomever it was he did not envy them.

"Good. Now then, I'm looking for a pony named—"

"Hang on just a minute!" interrupted a male voice. The Stranger narrowed his eyes but did not turn around as a light yellow stallion with a short blue mane and a mark of green grapes on his flank stepped forward and chastised the back of The Stranger's head. "I don't know how you do things back in whatever hole you crawled out of, but here in Appleloosa we don't knock over a lady and then walk right on by like she's not even there! You need to apologi—"

The Stranger's eyes flashed brightly with a loud bang as he snapped his head back to face his detractor. The chivalrous pony was suddenly hurled across the room, struck in the chest by a force that threw him into the piano against the wall, smashing it with a loud crunch and a cacophony of off-key notes. The other ponies could only gasp as he dropped to the floor in a heap, wheezing painfully to regain the air that had just been knocked out.

"Think you're some kind of hero, boy?! You interrupt me again and I'll come over there and squeeze you 'til your eyes pop right out of your head!" threatened The Stranger. From behind the counter, the bartender weakly protested.

"There was no reason to do that...! He was just trying to look out for the lady!"

"Shut up! I didn't ask for your opinion!" The Stranger ordered. The rest of the ponies all glared his way and started to slowly rise from their seats, but balked when he stomped his hoof on the floor, agitating the mass of birds outside. They began to peck at the glass harder than ever, cracking the windows nearly to the point of shattering. "You all better think real hard on what you're about to do" The Stranger said darkly, "because the only thing keeping my friends from coming in here and ripping the flesh right off your bones is my good mood!" Realizing that they were outnumbered, the ponies nervously settled back into their seats.

"Look, mister, we don't want any trouble..." stammered the bartender. His plea for reason earned him The Stranger's wrath as the seemingly autonomous black scarf whipped around and wrapped itself several times around his neck before pulling tight. The bartender gagged as the scarf, through means which could only have been magic, lifted him off of the floor and slammed him back against his cabinet full of mugs and glasses.

"Applejack!" demanded The Stranger. "Orange! Wears a hat! Part of the Apple family! Where is she?!" The bartender tried to pull the scarf away with his hooves, but such a task would have been hard enough even if it weren't strangling him.

“Don’t...know...an Applejack...!” he wheezed. Everypony watched fearfully as The Stranger choked their beloved saloon owner before their very eyes. They wanted to help the poor stallion, but the very second The Stranger suspected they were making a move his scarf became tighter around his prisoner’s neck as a warning. The bartender kicked his back hooves, his thrashing gradually becoming weaker and weaker. As much amusement as The Stranger derived from watching him squirm, he knew he wouldn’t get any information out of a dead pony, so he relinquished his grip, dropping the bartender harshly onto the floor.

“Someone in here needs to give me a better answer than that” The Stranger said threateningly as the bartender gasped for breath. “Unless I hear somethin’ useful real soon I’m gonna have to send my friends in here to tear y’all apart piece by piece!” As the room collectively cried out in alarm, The Stranger turned to face them, his scarf whipping back behind his neck. “You know why?! Because I’m getting bored with all you hicks and I’d find it funny! Make no mistake, I’m a real bad guy...and if you don’t start flappin’ those gums you’re gonna find out just how bad I can be!”

As the saloon patrons began to panic and talk frantically amongst themselves, the birds outside the window cawed almost hungrily, a constant reminder that there was limited time to appease The Stranger before he did the unthinkable. Though the ponies were in unanimous agreement that it was better to give this fiend what he wanted so he’d go away, none of them knew who this “Applejack” was supposed to be.

“You got until I reach the count of three to give something up!” threatened The Stranger. Realizing they had nothing he would find satisfactory, the saloon patrons began to desperately beg for him to reconsider his actions instead. The Stranger was unmoved. Truthfully, he didn’t even care if they honestly had nothing to hide. He was hoping for an excuse to have some fun torturing this one-horse town, anyway.

“One!”

“We don’t know anything!”

“If we did, we’d tell you! Honest!”

“Two!”

“Stop this! Please!”

“Why are you picking on us?! Just leave us alone!”

“We can find her! You don’t have to do this!”

“**THRE—**”

“BRAEBURN!”

The Stranger stopped himself when he heard the shouting voice. Looking around the room for the source, he stopped when he spotted Salty hiding below a table. Narrowing his eyes, he slowly trotted over, his scarf coming up from beneath the table’s edge and violently flipping it across the room to expose the rather dirty looking pony who had been using it for cover.

“You. What’d you say?” asked The Stranger. Salty gulped.

“You...you said she was part of the Apple family, right? There’s an apple farmer here named Braeburn...He’s part of the Apple family too, I think. He helps work the orchard out here...Maybe he’d know where she is...?”

The Stranger said nothing, considering this information. Everyone in the room waited on pins and needles to see how he’d react. Eventually The Stranger smiled, though no one knew whether that was a good thing or a bad thing.

“Now was that so hard?” he said in an almost friendly tone. Salty whimpered when the scarf reached out for him, but all it did was lift him to his feet and lightly dust him off. “You all could learn somethin’ from this fella right here. He knows when to cooperate.” The Stranger stepped back toward the entrance of the saloon, the birds at the windows watching him the entire way.

No pony could bring themselves to say anything as he passed by. They all knew that Braeburn, perhaps the nicest stallion in all of Appleloosa, was now in terrible danger. They also knew that there was

little they could do to help him. Whatever this evil stallion's true nature happened to be, he was more than just some rowdy pony (if he was even a pony at all) that they could toss into the town jail and be done with, and if he wasn't directly responsible for the sun's disappearance then he was almost certainly involved with whoever was. He was too vile NOT to be tied to it somehow. The ponies held their breath, watching him move outside. He looked back over his shoulder, startling the spectators into quickly averting their eyes back onto their own business. The Stranger snorted and looked off into the distance. There was a large gathering of trees just outside of town. Considering that Appleloosa was surrounded by desert everywhere else, that had to be the orchard.

"I look forward to meeting this Braeburn..." he quipped with a sinister chuckle as he began a slow, deliberate walk away from The Salt Block. The birds glared through the windows as he left, daring any fool inside to try and follow. They lingered a few seconds more, then flapped their black wings one after another and rose above the building, flying after their master in a swarm of bloodthirsty caws.

Twilight Sparkle grunted, her eyes shut tight and her teeth clenched as she concentrated as hard as she could on molding the cloud of glimmering purple energy floating in front of her. She could feel herself beginning to sweat. It had been some time since she came across a spell that challenged her so. She frequently channeled magic to change the properties of solid objects or even materialize matter from nothing, but harnessing the energy ITSELF rather than using it as a catalyst was something she was still adjusting to. None of her books had ever covered such a thing, or even said it was even possible.

It also didn't help that Lumina had asked her to shape it into a sword. Equestria was by and large a peaceful place with little need for weapons...or at least it used to be. Twilight did not have many references to go on. Even if swords had been more abundant in the land, she was not entirely comfortable with the idea of creating one, let alone using it. She was sure that her mixed feelings contributed to the difficulty she was experiencing, especially since she had managed several successful defensive spells earlier with much less effort.

“Come on, Twilight!” encouraged Lumina, who sat beside her on the grassy hill. “Remember why you’re doing this! This isn’t about hurting someone you hate! It’s about protecting everyone you love! Don’t be afraid to fight back!”

“I know that...” groaned Twilight under great strain. She felt her heart skip a beat when the cloud of magic finally began to cooperate, lengthening and squishing itself into the general outline of a sword. It started out unstable and completely intangible, but as Twilight slowly breathed out the energy transitioned into a more solid and recognizable form. When she felt confident that it was complete, she opened her eyes to look at her creation.

The entire sword was colored purple by the tint of her magic, putting an ethereal and even otherworldly air about it. The blade was fairly large, being slightly wider than one of her hooves and slightly longer than her own body. Twilight had figured that since she would be lifting it magically instead of with her muscles she may as well make it bigger to give her a better chance of actually hitting something. She was certainly no master of dueling, after all. Looking further down there was an elegant hilt with a round pommel at the end, and while it was aesthetically pleasing Twilight’s preferred method of handling the sword made it entirely vestigial. Just as well. She didn’t think she had it in her to actually hold the thing. Her new role as a magic knight was easier to accept when she didn’t have to physically touch her armament. That said, while Twilight still disliked weapons she had to admit that this one didn’t turn out half bad. A tired smile came over her face while she showed it off to Lumina.

“I did it...!” she said with palpable exhaustion. As she caught her breath, she noticed something familiar about the shape of the sword’s guard, curiously pointing a hoof at it. “Hey...right there under the blade...It looks just like my cutie mark, doesn’t it? I don’t think I did that on purpose...did I?”

“Your magic is a part of you. It reflects who you are, especially when you’re using it in its purest form” said Lumina nonchalantly. “You can’t control that any more than you can control what your cutie mark will be, but you don’t need to start worrying. It’s a good thing, even. Your sword bears your cutie mark, which means your magic has submitted to your will and isn’t fighting with you for dominance.”

“Well, that’s good to know...” said Twilight quietly as she tilted the purple sword around in front of her with her magic, examining it thoroughly. She grimaced as it started to truly sink in that she wasn’t going to be using it for show. Just knowing that she’d created it at all made her slightly uncomfortable. Even if it was meant for a noble purpose, she still wasn’t sure she had a violent bone in her body. Lumina, sensing Twilight’s anxiety, tried to lighten the mood, pointing a hoof at the sword’s guard and clearing its throat.

“Um...I think it’s a nice touch, actually. I always liked your cutie mark. It looks really cool!”

“Thank you” replied Twilight with a blush. Something else she wasn’t used to was ponies telling her that she was cool. Lumina’s compliment did raise a subject that had nagged her a few times, though. “Say...” she wondered out loud, acting like she was only just now thinking of it. “How come you don’t have a cutie mark? You’re probably good at a lot of things...You could probably just give yourself any cutie mark you wanted, couldn’t you?”

“Oh, I have a cutie mark! Mine’s just in a place where it can’t be seen!” answered Lumina with a smile. Twilight couldn’t wrap her head around what that was supposed to mean, but before she could ask for clarification Lumina stood up and gestured to a large boulder at the bottom of the grassy hill. “Hey, you see that big rock down there? I want you to take your sword and cut right through it. Don’t hold back. You need to get used to the feeling of wielding a blade against the forces of darkness. When the time comes, you have to be able to strike without even a moment of hesitation. I know it’s just a rock, but pretend it’s an evil rock, okay?” Twilight Sparkle put on her game face and nodded.

“Okay...I can do this...I can do this...” she whispered to herself, too nervous to even complain about how ridiculous the notion of an evil rock was. As she carefully descended to the bottom of the hill, the magical sword hovered in front of her, twirling itself around as a reflection of Twilight’s own attempts to distract herself from negative thinking. She stopped when she reached the boulder, craning her neck back to take in the full size of it. It was a lot bigger than she’d thought. She gulped and looked back to the top of the hill, where Lumina sat and offered an encouraging smile.

“Go on, Twilight! Show that rock who’s boss!”

“Right...” she said, gulping and turning back to her task. Her horn glowed and the sword raised up high, ready to strike down its earthy foe. “Sorry about this, Mr. Rock...Wait, what am I saying? It’s a rock. It can’t hear me...it’s not even alive. Rrrgh...Don’t treat the rock like it’s alive! That’s only going to make this harder! Okay, okay...” Twilight closed her eyes and took a breath. “No hesitation...my blow must be swift and unyielding. Here goes nothing! HAAAA!”

Twilight jerked her head downward. The sword followed her movement, swinging its large blade down upon the boulder. There was a loud clash of metal against stone, despite the sword not being made of actual steel. Twilight opened her eyes.

The boulder had a small chip in it. She had cut through about an inch. Twilight looked back at Lumina, chuckling nervously.

“I...did it?” Even she didn’t believe herself. Lumina had a flat expression on its face.

“You’re supposed to cut through that entire rock in one swing. I know you’re capable of doing this, Twilight. Stop doubting yourself and stop being afraid of your own spell. Now try again.”

Twilight sighed as she turned back around and raised the magic blade up again. She already knew that wouldn’t have met with Lumina’s approval. Trying this time to simply strike without giving herself any time to think of a reason not to, Twilight grunted and sent a surge of magic through the sword, swinging it down on the boulder again. She watched as it carved off a few small pebbles, but it was far from the hot knife through butter result that Lumina wanted. Narrowing her eyes, Twilight braced her hooves against the ground, jerking her head back and then forward, slamming the sword down harder. The boulder held firm. The blade, however, now had a small crack in it from which small purple particles leaked out like shining dust. Twilight’s eyes went wide.

“Oh no no...no no no! Stop it! Pull yourself together! Stop screwing up! You’ve already screwed up enough! Do something right for once!”

hissed Twilight through clenched teeth. The sword didn't look like it would hold together for long. She had to cut the rock before it broke. Grunting, Twilight trampled her hooves against the dirt, magically swinging her sword around with wild abandon and chopping repeatedly at the boulder with minimal results. The crack in the blade only continued to grow, and the entire spell was rapidly becoming unstable, rippling and flickering as if it were a mere mirage.

"Whoa! Twilight, calm down!" interjected Lumina.

"I can do this, okay!?" snapped Twilight, frustrated tears pooling in the corner of her eyes. She whipped her head around, flailing the sword against the rock again and again and again. No matter how hard she hit it, though, it refused to give in. Twilight screamed in vexation. This stupid spell wasn't anything like the other ones she'd been learning from Lumina. Shields had been a mite tricky, but not all that hard once she got used to it. Magic bolts were extremely easy. In fact, she bet that any grown unicorn could probably do it once they knew how. But this sword...this STUPID, STUPID sword. It was perhaps the most difficult spell she'd ever attempted. Making the dumb thing hadn't been so bad, but using it? Twilight knew who she was. She didn't want to hurt anyone. She didn't want to fight. She was a pacifist. She was even a diplomat, for crying out loud! Why did she have to be the one to do this? Because she had a lot of magic? For the first time in her life, Twilight found herself wishing she didn't have her magic, not if it meant she had to use it like this..

Twilight's vision was blurry from her tears, but she could still tell that the sword had become brittle.

"Oh, forget it! What's the POINT?!" she shouted as she reared back, then stomped her hooves down and smashed the sword onto the rock, shattering it into tiny pieces that quickly evaporated into nothing. Positively fuming, she tossed back her head and screamed up into the sky as loud as she could, actually startling Lumina into a jump. When she was finally out of breath she put her head back down and sobbed quietly, shaking from her nerves. When she heard Lumina approach from the side she turned away, ashamed of herself.

"Easy, Twilight...I know it's difficult, but—"

"I can't do this...It's too much..." she interrupted. "What was I thinking?! I'm nobody! I'm nothing! I'm just a bookworm who memorized a bunch of silly spells and got into a good school because of a freak accident! I learn stupid things like how to make a moustache appear and now all of a sudden I have to fight an evil dark force?! I might even have to *kill* it?! I don't want to kill anyone! Even if I did, what chance do I have?! Princess Celestia couldn't even stop it, and she's better than me in every way!" Twilight was hyperventilating now, and in her embarrassment she flattened her body to the ground, putting her hooves over her head and wishing it could all just go away. "I'm sorry...I just can't...I'm not good enough..."

"Twilight, calm down...you're being too hard on yourself" insisted Lumina. "You really need to stop measuring your own worth by comparing yourself to Celestia, especially when you hold her to an ideal she simply doesn't reach. Even princesses make mistakes." Twilight's ear perked up and she raised her head, immediately leaping to her teacher's defense.

"What...? Are you bad-mouthing my teacher...?" she said, managing to take offense despite her current emotional state. "How dare you?! Especially after what happened! She gave everything trying to save Equestria! How can you be so cold?!" Lumina was patient with Twilight, lying beside her and snuggling close for comfort.

"Listen to me, Twilight...it takes more than sheer magical ability to overcome the darkness. I closely observed Celestia's battle against Noctis. I felt the clash between their magic as it rippled through the very fabric of your world. Neither one of them truly understood what was taking place, but I did. Celestia had already lost the moment her sister was taken." Twilight sat up, wiping the tears from her eyes. She didn't like what Lumina was saying, but at the same time it was impossible not to listen.

"What are you talking about?" she asked, genuinely curious and a little afraid to hear the answer.

"Celestia used her magic to conceal her heart from the darkness, but the fact that she did such a thing in the first place told me more than enough." Lumina leaned back from Twilight and shook its head sadly. "Her heart was breaking, Twilight...Your princess isn't stupid. She knew from the beginning that she didn't have any way to save both Equestria and Luna without the Elements of Harmony. Even if she hoped otherwise, she

knew deep down that one of them would have to be sacrificed...and she chose her own little sister. Can you possibly begin to imagine how that must have felt?"

Twilight lowered her ears. She wanted to say she could, but she couldn't. Throughout Celestia's long life, Luna was the only one who had never been lost to time or tragedy. Without her, Celestia would have been doomed to drift alone through the ages just as she had done for a thousand years after banishing her into the moon. Twilight knew she couldn't hope to fathom that kind of loneliness.

"Every blow she struck was tearing her apart, Twilight. She knew she was slowly killing Luna, too." Lumina had to pause for a moment. Just saying it out loud was horrible. "She...she tried to hold it in, but when the time finally came to finish Noctis once and for all she just couldn't keep those walls up any longer. All that pain she'd been forcing herself to deny for the good of Equestria just spilled out...It weakened her magic and empowered the darkness at the same time, giving it the edge it needed to catch her off-guard. It was terrible...but not surprising. Celestia isn't made of stone, Twilight...We couldn't realistically expect her to feel nothing while she was essentially executing her only sister. She's just too close to this. You and your friends are the best hope we have. You always were. Do you understand?" The humbled unicorn closed her eyes and nodded grimly, looking deeply embarrassed as she wiped her nose on her hoof.

"Yeah...Look, I'm sorry I freaked out...I didn't really mean all that stuff I said. I was just frustrated" she remarked, calm and collected albeit a tad mortified. "I'll get over it, I promise. I've been caught up in all kinds of insanity lately and the stress finally got the better of me, I guess. I know I have to keep trying...I won't give up. I just...feel overwhelmed."

"It's alright, Twilight" said Lumina, putting a sympathetic hoof against her. "Better for you to let it out now. You can't allow yourself to break down like that when you face Noctis. What happened to Celestia was tragic, but you need to learn from it. It's not enough to just shove your pain and your doubt down, then bottle them up. You never know when it will finally overflow, and the darkness needs only a single moment of weakness from you to turn a near victory into a total defeat. You have to overcome those feelings, Twilight. You must be at peace or your blade will be dull. There are sad things happening all around us...but you don't get to be sad

like everyone else. You must be an example they can follow. You must give the darkness NOTHING to use against you. If others see that you aren't afraid, they won't be either."

Twilight Sparkle breathed in through her nose. What Lumina said sounded impossible, but she knew that she had no choice but to get it done one way or another. She opened her eyes and actually smiled a little. Lumina tilted its head in confusion. Seeing her smile was a good thing, to be sure, but it hadn't expected her to accept it that fast.

"Twilight?"

"It's funny, that's all. How life takes you by surprise, I mean" Twilight said wistfully as she looked up into the blue sky. "I never tried to make any trouble for anypony. I just wanted to be with my friends, study hard, and maybe someday teach magic at Princess Celestia's School for Gifted Unicorns or something. I thought it might be nice to have a faithful student of my own once I was ready, you know? It was supposed to be simple. But here I am, in some kind of weird alternate dimension or something training myself for a battle I wasn't even looking to fight against an enemy that will probably kill me before this is all over. Not exactly what I'd call simple..." Twilight said with a sad chuckle. As she stood up and concentrated on reforming her sword, Lumina felt a pang of guilt. It had been experiencing a lot of those recently. It knew full well just how unfair it was to put Twilight into the position she was in now.

"Twilight, listen..." began Lumina in a soft, gentle voice. Twilight didn't seem interested, shaking her head as her blade manifested once more, hovering above the boulder.

"No, no. It's okay, I know what you're going to say, and you're right. What I wanted doesn't matter anymore. All that matters now is that somepony stops Noctis." Twilight smiled reassuringly to Lumina. "Don't worry about me, okay? I'll be alright...I know I can't keep sitting around feeling sorry for myself. There's too much at stake. I need to just suck it up and do what has to be done. There are more important things to think of than my happiness."

Twilight swung her sword back down on the rock. Once more it failed to cut through, but she didn't let it discourage her. "Well, I figured it

wouldn't be THAT easy. Just have to keep at it. Equestria wasn't built in a day, right?" she said with an awkward smile. As she continued to flourish her blade in a steady rhythm, hitting the boulder again and again without result but always keeping her composure, Lumina looked on with remorse.

"Your happiness was always important to me, Twilight..." it whispered under its breath. The unicorn's ear perked up when she heard Lumina's voice, and she looked back curiously. Lumina put on a more neutral expression for her sake.

"Hm? I'm sorry, I didn't hear that. Did you say something?"

"I'll...tell you later..."

"Got any threes?"

"Who."

"Aw dang it..."

Applejack sighed. Playing cards was rather difficult for ponies who couldn't magically levitate them, but there wasn't much else to do while she was confined to a bed so she tried to make the best of it. Owlowsicous hopped back on the sheets as Applejack reached a hoof out to the deck stacked nearby and started to carefully slide off a single card. Actually picking up the cards was a nightmare, and her own hand was in a messy face down pile in front of her as proof. Applejack grunted, her hooves clumsily fiddling with the flat, paper-thin card.

"Shoot, I wish Braeburn had brought a board game or somethin' instead...This is a real pain in the patootie when ya don't have fingers or magic..." she grumbled. Quickly growing annoyed, she raised her hoof and gave it a long, sloppy lick, then slammed it down onto the card. She let out a smug laugh when she lifted her hoof and found that the card was now stuck to it. Raising the card to her face so she could read it, she gave a side glance to Owlowsicous, who was staring right back at her, a slightly less messy pile of cards face down in front of him. "What? Don't judge me. It's hard fer earth ponies to play this game. Besides, there's dirtier things than pony spit in the world."

The door to her room started to open. Applejack quickly shook the card off of her hoof, indicating that she was perhaps not quite as casual about covering it in her saliva as she alleged. Fortunately, Braeburn didn't seem to notice as he came inside, holding a tray in his mouth that had a bowl of hot apple dumplings on it.

"Lunchtime, Cousin Applejack!" said Braeburn with a smile, setting the tray down in her lap. Applejack smiled and immediately dove right in, scooping up a dumpling into her mouth and chewing noisily. Braeburn didn't seem to mind her less than impeccable table manners. It was just part of what her made Applejack.

"Mmm...Thanks, Braeburn. I was hungry as a horse. This is right tasty, too! I dunno how Apple Bloom can complain that she gets tired of apples when there's just so many dang ways to eat 'em!" Applejack gobbled up another dumpling, but her smile began to fade after she'd accidentally reminded herself of Apple Bloom. She still didn't know what had happened to her, and she felt guilty for lying in bed and eating dumplings while her little sister could be in trouble back home. She had been doing whatever she could to distract herself from those thoughts, and whenever they resurfaced it took every bit of willpower she had not to rush back to Ponyville, regardless of how suicidal it was.

"Applejack?"

"Hey, Braeburn...Ya heard anythin' new from the sheriff?" asked Applejack hopefully. Braeburn had already gone to him twice and hadn't gotten any new information about Ponyville during either visit, but perhaps the third time was the charm.

"Sorry, Cousin AJ, but he wasn't at his office the last time I went to check" said Braeburn in an apologetic tone. "He's probably out takin' care of some rowdy pony at the saloon or somethin'. I'll go back and check for him later, ok? I don't want you to make yourself sick worryin' about your family. You said before that those dogs were makin' that pretty friend of yours dig for gemstones, right? I think that, worst case scenario, your family's just diggin' up shiny rocks underground right now."

"Is that s'posed to make me feel better?" grumbled Applejack. Braeburn shrugged.

"Well, yeah. A little bit. I mean it's probably better than what you were thinkin', right?" he replied sheepishly. Applejack pursed her lips, but she had to admit that Braeburn was right.

"Yeah, I guess so. I don't much like the thought of mah kin bein' made to dig up jewels, but I reckon they'd at least be safe. Thanks, Braeburn..."

"It'll be alright, Applejack..." said Braeburn gently. "All this tomfoolery with the sun missing and these dogs and whatnot is bound to end sooner or later. You'll see." Applejack nodded. She wanted to believe him.

The door opened again as Applejack bit into another dumpling. Braeburn turned around, having not expected the doctor to come check up on Applejack again this soon. As it turned out, though, Sheriff Silverstar was standing in the doorway. Applejack would have said that he looked concerned, but her mouth was full and it was hard to take her attention off of that big moustache on his face.

"Well howdy, Sheriff" said a confused Braeburn. "I was actually meanin' to come talk to you again so I guess it's a good thing you're here...for whatever reason." Silverstar dismissively waved a hoof around.

"Ain't heard nothin' new from any refugees. Never mind that, Braeburn. We got ourselves a problem." Applejack stopped eating and set her bowl on the nearby nightstand. Braeburn frowned. The last thing he wanted was more bad news.

"What's the matter?" asked Applejack after swallowing her last mouthful.

"Been some kinda mysterious stallion goin' round these parts lookin' for you, Miss Applejack. I got folks comin' to my office tellin' me how some earth pony with magic roughed up The Salt Block. It don't make any sense, but when I went down there to see the damage everypony backed up the story. Said he was a real ill-tempered sort."

“Oh no! Is anypony hurt?” inquired Braeburn. The sheriff’s moustache bristled as he tightened his lips.

“Well, t’ain’t nothin they won’t get better from, but he did a number on a few ponies while he was there. One of ‘em apparently gave you up as Miss Applejack’s cousin, Braeburn. Sent that psychopath down to the orchard. I’m gonna go track him down and teach him a lesson, but I just thought you should know that he’s after y’all. Might wanna consider gettin’ yourselves someplace safer until this blows over. Only gonna be a matter of time before he stumbles on this clinic.”

“Wait, hang on!” piped up Applejack. “Sheriff, I know who that pony is! Well, I mean I ain’t actually seen him, but if he’s got evil magic and he’s lookin’ fer me then it has to be Noctis somehow!” Silverstar turned to Braeburn and raised an eyebrow.

“What’s a Noctis?”

“It’s...a long story, sheriff” muttered Braeburn, looking down at the floor.

“Never mind what he is! The point is that ya can’t go after him, sheriff! He’d tear ya to pieces! You wanna know why the sun ain’t comin’ up? Well that fella’s the reason! If you try to arrest him, he’s gonna give you the whoopin’ of yer life!”

“I’m the law ‘round these parts, young lady” said Silverstar authoritatively, creasing his brow. “It’s my job to keep the peace in Appleloosa, and right now there’s a troublemaker goin’ around beatin’ up innocent ponies for no good reason. Well I ain’t standin’ for that! No sir. Not in MY town!”

“Wha...but...Br...Braeburn! Would ya say somethin?!” sputtered Applejack as she waved her hooves around, having never been especially articulate. Braeburn cleared his throat nervously.

“Sheriff, I think maybe I oughta come with you. This fella’s lookin’ for me and my cousin. If I go to him, maybe I can get him to leave. AJ’s probably right about us not bein’ able to take him in by force...she’s tangled

with this Noctis character before and you can see the results right there in that bed. It might be better to try and trick him.”

“What?! Braeburn, yer supposed to tell the sheriff not to go, not offer to go WITH him!” snapped Applejack. Braeburn shook his head.

“Sorry, Applejack, but he’s right. Somepony’s gotta do somethin’. If that Noctis is as bad as you say he is, I can’t just sit back and let him hurt other ponies while he’s lookin’ for me.” Applejack snorted in reply and kicked her bedsheets off, spooking Owlowsicous into flying up and perching on her hat as it sat atop her head.

“Fine, then I’m comin’ with ya! He’s lookin’ fer me too, after all.” As she turned to sit on the side of her bed, Braeburn put a hoof onto Applejack’s shoulder to stop her from getting up. Applejack growled, slapping his hoof away. “Don’t you even think about tryin’ to hold me down, Braeburn! I ain’t as weak as I was when ya found me, so if you pull that stunt again I’m gonna whop you one!”

“I know...you’ve been gettin’ stronger by the hour. This ain’t about that...” said Braeburn quietly. “I don’t really understand everything that’s been goin’ on, but if Noctis is goin’ to this much trouble to hunt you down then I’m willing to bet that he considers you a threat, and if you are then we can’t just go and bring you right to him. We might as well be wrappin’ you up in colorful paper and tyin’ a ribbon on you while we’re at it. If you can somehow help get things back to normal then we gotta make sure nothin’ happens to you...So am I right, AJ? Are you a threat?” Applejack bit her lip and looked off to the side. Once again she was finding her cousin’s logic hard to dispute.

“Well...I dunno, maybe...See, the thing is...”

“Yeah, that’s what I thought” interrupted Braeburn. “I might not know the full story, but you’re definitely too important to risk. If that fella’s tearin’ up half of Appleloosa tryin’ to find you then that just means we can’t let him have you that much more. Don’t play into his hooves, AJ.” Applejack grunted. She hated trying to argue with Braeburn. He had a tendency to make her feel like a fool without even meaning to.

“Braeburn, you tryin’ to tell me to run away and hide? Did you forget who yer talkin’ to? I don’t run and hide while others do the fightin’ for me!” Sheriff Silverstar rolled his eyes and cleared his throat.

“Ahem. While this is very interestin’ and all, we need to get movin’, Braeburn. That crazy pony has probably found out by now that you ain’t at the orchard and is on his way back into town. As for you, Miss Applejack, I ain’t got time to babysit you. I’m officially deputizin’ Braeburn for the time bein’, but I ain’t doin’ the same for you! Don’t even think about buttin’ in or you’ll be breakin’ the law and I’ll have to take you in!” Silverstar turned with an annoyed grunt and trotted right out of the room, leaving behind a slack-jawed Applejack.

“Wha...buh...That...Dang it, Sheriff! That ain’t fair! Ya can’t do that!” She glared at the door and ground her teeth together. While she hated to admit it, she knew she was lying. Silverstar very well COULD do that. Braeburn sighed, speaking up more sympathetically than Silverstar had cared to be.

“I’m sorry, Cousin Applejack, but it has to be this way. I’m expendable and you’re not. I know you don’t wanna hear that but that’s just how it is.”

“Stop it, Braeburn! Don’t talk like that! You ain’t some random face in the crowd that nopony would miss! Yer mah cousin! Yer family! You think I’m okay with lettin’ ya go off to get skinned alive?! Well I ain’t! Why won’t ya just listen to me?! Why are ya bein’ so stubborn about this?!” Applejack shouted, slamming her hoof down on the table next to her bed. Braeburn turned to the door with a knowing smile on his face.

“Guess I must have learned it from you” he said simply. Applejack was rendered speechless, staring blankly ahead at nothing. Braeburn’s smile slowly faded away. “Well, I’m headin’ out with the sheriff...If you ever loved me you’ll do what I say now and you won’t come after me. You still got little Apple Bloom to think of. Goodbye, cousin...If the worst happens and I don’t come back, just know that I love you, okay?” Braeburn smiled one more time, trying to reassure Applejack. She didn’t even seem to notice. He let it be, pushing open the door and walking after Silverstar.

“Braeburn?” Applejack called out feebly as she finally broke out of her trance. The door began to slowly swing back inward.

“Braeburn! You get back here! Braeburn! BRAEBURN!”

The door closed with a click. Braeburn was already gone.

Downtown Manehattan was aflame, and from atop the roof of one of its many swanky apartment complexes Gilda the griffin sat and watched it burn. A hateful glare was in her eyes that had been there ever since her fight with Rainbow Dash. While she had been hoping that coming here and causing some damage would help her blow off steam, she still couldn't forget those last words that had been said to her. She didn't feel any better, even now.

Sneering, Gilda peered over the edge of the rooftop she was sitting on to observe her surroundings. Down below, dozens of shadowy imps were looting, vandalizing, and ransacking every home and business they could get their claws on, giggling with mad glee the entire time. Most of the ponies in town had run for the hills as soon as they saw a horde of monsters and fireballs flying around right outside their windows, but a few stragglers here and there still ran about the streets in a confused panic, screaming in terror while the dark creatures taunted them and threw rocks. Gilda wasn't sure if the ponies still in the city were wannabe tough guys who got in over their heads or if they were just too stupid to get while the getting was good, but who cared, really? They were still a bunch of dweebs.

“Stupid rich bozos” she grumbled with a snort. Maybe wrecking up this place didn't make her feel better, but at least she took all those stuck up Manehattanites down a few pegs. That would teach them to go around acting like they were better than everyone. She smirked a little bit at that thought. She'd always hated this snooty city.

The sound of high-pitched cackling from above made Gilda raise her head. About ten of her diminutive new friends were fluttering in the air, working together to hold up a large musical instrument they'd stolen, with one solitary imp holding up a bow to go with it. Grunting, Gilda looked over the stringed contraption. It looked kinda like a violin, but it was a lot bigger.

It was called a cello or a double bass or something. Gilda really had no idea what it was, but she didn't care, seeing that it was a lousy gift either way.

"What am I supposed to do with THIS?" she snapped. "Can't you idiots steal anything cool?!" The imps looked amongst themselves and chattered in confusion. Gilda slapped her talons over her face and loudly sighed. "Ugh, just give it to me!" The imps dropped their loot onto the roof, and Gilda picked up the instrument and bow, looking at them like they were surgical tools. Making a face, she propped up the instrument and drew the bow along the strings, but all she could create was a horrible screeching racket. The imps howled, raising their little hands to cover their nonexistent ears. Even Gilda cringed as she was assaulted by sounds which made her feathers stand up on end.

"Tch! Whatever! Classical music is for nerds!" she declared, hurling the instrument off of the roof as hard as she could then putting her hand to her ear and listening until she could just barely hear a crunch over the sound of fire. Once she was satisfied that it was broken, she turned back to her shadowy servants, pointing a talon off into the distance behind them. "Get back out there and steal something good this time! And don't come back until you do! If I get one more painting or instrument or something else stupid like that I'm gonna wail on all of you!"

The imps flew away to do Gilda's bidding, but they didn't look very happy about it. Gilda didn't care. SHE made them, and they meant they had to do whatever she said. Once they were gone, she sighed and flapped her wings, lifting herself off of the roof.

"I'm bored...I already burned down the art museum and that orchestra hall or whatever you call those dumb things. I guess I could go trash the theater. That might be fun. Plays are stupid, anyway." Shrugging, she started to fly away so she could do just that, but her heart wasn't in it as much as she thought it would be. She'd enjoyed roughing up the guard pegasi who came at her earlier, but after she'd knocked them all out she was finding that random destruction just wasn't as much fun when there was no one trying to stop her. She wished something interesting would happen to shake things up.

Just then Gilda noticed a rainbow streaking across the sky from far away. Her heart skipped a beat.

“No way...That can’t be what I think it is...I’m just seeing things” she asserted to herself. “After all, that stupid jerk told me to get out of her life and never...She told me....” Gilda stopped herself. It stung to think about what Dash had said, even now. Clenching her talons into fists, she growled angrily at the rainbow coming towards her. Whatever it was, it was going down for making her remember that.

Gilda took a deep breath, the inside of her mouth and throat glowing bright from the buildup of magical flames. She then stretched her neck forward and violently spat out a large orange ball that shot through the sky like a meteor with the rainbow in its sights. Gilda hovered in the air, watching with a wicked grin of anticipation as the fireball drew closer and closer.

“GILDAAAAA!”

Her eyes widened. That was Rainbow Dash’s voice, no doubt about it. It was very distinct. What the heck was she doing out here? Gilda panicked internally when she realized what she was about to do. She was about to roast Rainbow Dash! But that was a good thing, right? Dash deserved it for what she said! Didn’t she?

The fireball collided with the Rainbow and combusted with a brilliant flash. Gilda cringed vicariously, expecting a grisly outcome, but to her surprise Rainbow Dash suddenly emerged from the flames, charging out of the inferno with a trail of burning colors in her wake. Gilda’s jaw dropped in amazement. She’d always known Rainbow Dash was a good flyer, but she didn’t know she was THAT good. Dash didn’t seem slowed in the least, angling herself downward and landing on a roof near Gilda with enough force behind her to crack it beneath her hooves. Gilda could only stare, utterly baffled.

“Gilda!” yelled Rainbow Dash, looking up at her with a glare. “You need to stop this! NOW!”

“H...how did you do that?” said Gilda, completely ignoring Rainbow Dash’s demand. Noticing what looked like a bottle hanging around Dash’s

neck, she pointed a talon down at it. "What's that, huh? Some kind of performance enhancer? You know those are illegal in flight competitions, don't you?"

"It's not an enhancer! It's like a painkiller energy shot or something...I dunno! Maybe it is! Never mind that! This isn't a flight competition, anyway!" shouted Rainbow Dash, reduced to panting heavily after her outburst. Zecora's concoction was wearing off, she was sure of it. Her wings had started to feel a throbbing ache even before reaching the city and her body was becoming more sore by the minute. She was lucky she'd had enough juice left in her to plow through that fireball, but she was quickly being reminded that fire was hot.

Rainbow Dash wanted to drink the second half of the stuff right that minute, but her heart was still beating pretty fast and she feared that if she pushed it any harder it would burst. She wasn't a doctor or anything so she didn't know for sure that would happen, but she wasn't about to find out. She had to wait at least long enough for her body to stop jittering so much. Maybe it still wouldn't be safe then, but it would definitely be safer than taking it now. Until that happened...all she could do was make a plea for sanity.

"You're not looking so good, Lamebow Dash" mocked Gilda, interrupting Dash's train of thought. "Maybe charging through fire head on isn't as easy as you thought it was."

"I see your insults haven't gotten any better than your manners..." answered Rainbow Dash sarcastically. Gilda's face tightened, but she refused to lose her cool. She would NOT let Rainbow Dash ruffle her feathers again.

"You come all the way here to apologize? It's too late for that! Didn't you hear? You're yesterday's news, Rainbow Dash! I got new friends now!"

"I came here to try to talk some sense into you!" answered Dash, catching her breath afterwards. "I didn't want to believe it...I heard you were making trouble over here, but I didn't want to believe it was anything like THIS! What is wrong with you, Gilda?! This is your idea of fun?! Barbecuing innocent ponies and burning down their houses?!" Rainbow

Dash stomped her hoof, so upset that she could barely think straight. “Did those new powers scramble your brain or something?! Did Noctis just turn you completely mental?!”

“I didn’t barbecue any ponies, stupid!” Gilda snapped. “Quit your whining!” She puffed a tiny flame onto her pinkie claw and rolled it around her knuckles just as she had already demonstrated to Dash once before. “Hello? Magic fire? Remember? It only burns what I want it to burn. Those geeks will be fine. I’m just messing with them, that’s all. They’re rich. They can afford to buy new houses.”

“That’s not the point!” argued Rainbow Dash. “This is still dangerous! What if one of these roofs collapses on somepony!? What if some foal suffocates on the smoke?! What if one of your so-called ‘friends’ goes too far?! That’s your problem, Gilda! You never think about your actions! You just do whatever you want no matter who it hurts!” Gilda waved away the little flame on her claws and swooped down in front of Rainbow Dash, who braced her hooves against the roof, expecting a fight. Instead, Gilda jabbed a talon in front of Dash’s face, glaring daggers right into her eyes.

“Oh, so now you think I’m stupid, do you?! Well I’m not! I chase away all the ponies in a house before I light it up and I burn the rest of these buildings from the top down so those dweebs have more than enough time to run away like a bunch of scaredy cats, okay?! I’m just having some fun! So lay off and quit harshing my good time, Rainbow Dash! No one’s actually getting hurt!”

The argument was interrupted as a loud cry for help sounded from below. Rainbow Dash turned away from Gilda and looked over the edge of the roof to see what was going on, widening her eyes when she discovered something far worse than even she’d expected. A silver-maned grey stallion wearing a top hat, a monocle, and a snappy collar and cravat was being chased through the streets by one of Gilda’s imps brandishing a large kitchen knife. As the poor pony ran, screaming at the top of his lungs, his pursuer giggled sadistically, swinging the deadly utensil around in front of itself. Rainbow Dash had no doubt that the creature intended to use it if it actually caught up with that pony.

“What about THAT, huh?!” retorted Rainbow Dash, pointing a hoof down at the gruesome scene. “Does THAT look like no one’s getting hurt?!”

“What are you talking about?” grumbled Gilda as she looked down and saw the chase in progress. She slapped her hand over her face. “Oh, not *again*! For crying out—Look, just hang on a minute. I’ll be right back.” Rainbow Dash watched as Gilda spread her wings and flew down to the street. The imp had backed the pony up against a dead end in an alleyway, and all the scared stallion could do was quiver in mortal terror. The dark creature slowly advanced on him, raising its weapon up high and giggling quietly until all of a sudden the knife was yanked away. Confused, the imp turned around and looked up to see a very annoyed Gilda staring down at it.

“How many times do I have to tell you morons!? We’re just trying to scare these losers, not chop them up!” Gilda tossed the knife back over her shoulder. It landed with a metallic scrape near a dumpster. The imp looked past Gilda to the knife she’d taken away, then narrowed its eyes and hissed at her in resentment. She responded by smacking it upside the head. “Hey! Watch it, doofus! I made you, so you better start doing what I say or else! Now go find me some snacks! I’m hungry!” The shadow creature grumbled gibberish to itself as it rubbed the back of its head and walked away to reluctantly do Gilda’s bidding, dragging its feet under her watchful eye. The trapped pony in the alleyway didn’t seem to know what to do. Gilda had just technically saved his life, but should he really be thanking her when she was the one commanding all of these things? He could only stare dumbly, hyperventilating and shaking in his suit. Gilda turned her head and sneered at him.

“Well? What are YOU looking at?!” Putting two talons in her ears, she waved her fingers back and forth and stuck out her tongue. “BLUH BLUH BLUH BOOGA BOOGA BOOGA!” The already spooked pony shrieked at Gilda’s rather harmless face and took off in a gallop, maneuvering around her and running as fast as he could to get as far away from downtown as possible, whimpering the entire time. Gilda watched him disappear into the distance, being pelted with small rocks and garbage the whole way by the rest of the imps, then smiled and nodded haughtily.

Flapping her wings, the griffin rose above the burning city, hovering several feet over Rainbow Dash to assert her dominance, arms folded across her chest. "There. You see, Rainbow Dweeb? I got this. Those guys know who calls the shots around here. So why don't you take the failure train back to Losertown and mind your own business!? This is my town now!"

"Are you BLIND, Gilda?!" retaliated Rainbow Dash in utter disbelief. "Even I can tell that you can't keep those things on a leash! If you don't end this soon it's gonna spiral out of your control! Those monsters aren't real friends to you! I'm your—"

"I DON'T NEED REAL FRIENDS!" screamed Gilda, her nostrils flaring and her eyes twitching. She pointed an accusatory talon down at Rainbow Dash, practically hissing when she spoke. "And I don't need you, either! You were just holding me back! Oh, and let's be clear about something. You didn't ditch me! I ditched you! You got that?! I'm better off now than I ever was while I was hanging out with your lameness! Thanks to the Nox man I can do whatever I want whenever I want, and it's totally sweet!" Gilda clenched her talons together and took several deep breaths, her confident facade slowly starting to fade. "I...I'm having the time of my life here...I got it made..." Gilda's fists were shaking, her chest rising and falling as she fought to keep her cool. "Yeah! Friends are for babies! I'm a lone wolf! I take what I want and I look out for number one! That's the way I like it, and nothing you say is gonna make me give that up!" Gilda's talons slowly unclenched, and by now she seemed to have difficulty looking Dash in the eye.

"I...I'm fine like this...I'm glad I don't have friends to cramp my style...You think you're just so cool that I can't live without you? Well I can! So why don't you just...just GET LOST!"

There was a rumble of thunder from an approaching storm. Dash didn't know if the other pegasi had arranged a downpour to try and put out the fire or if Noctis' corrupting presence was starting to affect the weather. It made no difference either way. What mattered right now was Gilda. The rain began to fall in sheets, matting down Rainbow Dash's colorful mane. She didn't even acknowledge it.

“Fine, Gilda...Believe whatever you want. But you have to stop doing this. Now.”

“Or else what!?” challenged the griffin. Rainbow Dash spread her legs apart and scraped a hoof against the rooftop, snorting aggressively. Gilda’s arms dropped to her sides as she hung in the air, a wounded look on her face. “So...that’s how it is, huh? You wanna fight me?! IS THAT IT?!”

“I don’t want to fight you at all, Gilda...” answered Dash sadly, “but I will. I have to make you stop before you do something that’ll haunt you for the rest of your life...I have to make you stop before you kill somepony!”

There was a long, heated silence between them, though the sounds of thunder, rain, and urban chaos all around them allowed neither side a chance to hear their own thoughts. The air flashed with lightning, illuminating Gilda’s face and revealing the coldness in her eyes.

“You know something, Rainbow Dash?” she said calmly, “I always hated the way you added ‘pony’ to everything you said.”

Gilda took a deep breath.

“Don’t do this...” Rainbow Dash pleaded to deaf ears.

A predatory screech pierced the air as Gilda’s beak erupted with flames, flaring down upon the rooftop where Rainbow Dash stood.

“Where is he, ya filthy little worm!?”

The Stranger had started off having fun chasing the frightened mare around Appleloosa’s general store, but as it turned out the sound of a girlish screams became annoying fast. The store’s owner, an older light grey stallion with white hair and a matching handlebar moustache, had been rendered unconscious behind the counter the second he tried to intervene, but the mare was proving rather troublesome all on her own. The Stranger had been sure to keep watch on the door to make sure she didn’t sneak out, and his vigilance paid off when his prey eventually tried to do just that, tiptoeing behind him as quietly as a mouse in an amateurish

attempt to escape. She hadn't even bothered to take off her ridiculous stove pipe hat to be more stealthy.

"GOTCHA!" he shouted as the black scarf suddenly stretched out and wrapped up her legs, then started dragging her across the floor to him. She kicked and screamed the whole way, but the scarf was surprisingly durable despite its ragged appearance. It moved to her midsection and lifted her before his white eyes. He smirked and tilted his head up so he could get a better look at her from under the brim of his hat. She was a rather cute little filly. Her fur was caramel and her long, pretty mane was chocolate. It would almost be a shame if he had to add strawberry to the mix.

"Please! Please put me down!" she begged as she frantically kicked her hooves. "I don't know anything! I swear! I was just trying to buy some grapes!" The Stranger squeezed the mare, causing the breath to rush out of her lungs.

"Don't you lie to me, little girl. I been sent on a wild goose chase once already. Braeburn ain't at his home and he ain't in the apple orchard. Now I heard you talkin' as I was goin' by this place...talkin' about how you got yourself a little crush on Braeburn and that you hope I don't find him...What was it you called me again? A horrible brute, wasn't it?"

"I...I'm sorry! I didn't mean it!" whimpered the mare, tears in her eyes. The stranger chuckled, the end of his scarf snaking up to wipe her tears with its frayed edges.

"Don't be sorry. You were right. I am a horrible brute...You know why that is?" When she shook her head, The Stranger grinned psychotically and leaned in so close their noses were almost touching. "It's because I like hurtin' ponies...I like it a lot. Don't matter to me if you're a mare. Wouldn't even matter if you were a little filly. Now I'm bettin' that if you're carryin' a torch for ol' Braeburn then you should know how to find him, and you can either give it up or you can see what happens when I get mad!" The scarf violently shook the poor mare back and forth, making her dizzy and nauseous.

"WHERE IS HE?!"

"I don't know! I...I'm telling the truth! I've never actually talked to him! He barely even knows I'm alive!"

"Well you won't be for long if you keep givin' me answers like that!" he barked, swinging the scarf to throw her through the door of the shop. Outside, the dark crows were perched by the dozens all over the general store, cawing derisively as the mare rolled several times over the dusty ground, her hat flying off of her head. Even though it hurt, she considered it a blessing to not be trapped indoors with The Stranger anymore. She scrambled to her hooves, but as soon as she tried to run away the scarf came from behind and wrapped around her neck, pulling back to force her up onto her hind legs. While she kicked and gagged, the scarf's edge rose up above her, delicately cradling the very bunch of grapes she had been trying to buy before everything went south. Her eyes went wide as the grapes were forcefully crammed into her mouth, cutting off what little air she had.

"You know, you look real pretty when you're tryin' not to choke..." whispered The Stranger as he moved in close, opening his mouth and licking the side of the mare's face with a long, black tongue. She tried to pull her head away from him, but he made sure to hold her good and steady. "You gonna help me find your boyfriend, sweetheart?" he cooed into her ear as the scarf tightened and lifted her off of the ground. "Or maybe you and me can have ourselves a little date instead...I'll make ya forget all about ol' Braeburn..."

"That's enough of that! Put her down!"

The Stranger and the crows all turned their heads to the voice, finding two stallions standing at a distance in the dirt road. Given the star one of them wore, he had to be the sheriff. The other one? Braeburn...The Stranger didn't know why he knew, but somehow he was sure of it. This pony was different from the other stallions he'd seen in this town. He was...pure. The Stranger dropped the mare, his attention having diverted onto the new ponies. She quickly dug the grapes out of her mouth, gasping and sputtering.

"How bad you been hurtin' the good citizens of this town?" asked Silverstar grimly. The Stranger chuckled, waving a nonchalant hoof in his direction.

“Oh, they’ll live. I still got a job to do here, after all, and it’s hard to stay off the map when you’re leavin’ a trail of bodies behind you. Wouldn’t y’all agree?” Neither pony had a reply, so The Stranger pointed his hoof at Braeburn. “You’re Braeburn, ain’t ya? Of the Apple family?”

“That’s right. You know, I like to consider myself the unofficial welcome wagon around here, and you’re new to these parts so let me be the first to say...” Braeburn braced himself against the ground, then reared up on his back legs. “Welcome to AAAAAAPPLELOOSA!”

“Braeburn, what in tarnation are you doin’?” mumbled Silverstar. “We need to arrest this polecat, not give him a tour...!”

“He’s bigger than us, sheriff...and he’s got magic, too. We ain’t gonna beat him in a fight. We gotta use our heads. Just let me talk to him...Maybe I can throw him off the scent...”

“What are you two whisperin’ about over there?!” demanded The Stranger. Braeburn smiled with genuine friendliness.

“Sorry about that, pardner! I hear word around town is that you been lookin’ for me! I been lookin’ for you too, but you’re actually harder to find than I thought you’d be! But here I am! What can I do to help make your stay here more pleasant?”

“Applejack” The Stranger replied flatly. “She’s your cousin...and she’s somewhere in this town. I know you know where she is. Spit it out!”

“Sorry, friend, but Cousin AJ ain’t even from around here!” answered Braeburn without skipping a beat. “She lives halfway across Equestria. I sure do wish she’d visit more often, though. She’s missin’ out on all the fun to be had here in AAAAAAPPLELOOSA!” The Stranger made a face. He wasn’t sure if this stallion was clever or a complete idiot.

“What is this? I’m not here for a vacation! You bring me Applejack and you do it now!”

“Well I suppose I could send out a letter askin’ her to come and visit, but that would take a while. Maybe while you’re waitin’ you could enjoy one

of our wild west dances? Or maybe you'd like a ride in a horse-drawn carriage? Shoot, you're a guest here, so I'll do all the pullin' for ya! Don't that sound like fun?" The Stranger growled. He was quickly losing his patience with Braeburn's nonsense.

"You think you're cute or somethin'?! You think it's funny to yank me around?!" He looked to his side to see if that mare was still around to use as leverage, but she was already long gone.

"Heavens to Betsy, no!" said Braeburn with another smile. "The last thing I'd want is for you to come all the way to our town and then feel like it wasn't worth the trip! Did you know that we've got the best cider in all of Equestria? But be careful! It's got a bit of bite to it! Why don't ya take a break from all this you're doin', kick back for a while, and enjoy a nice, full glass of it right here in AAAAPPLELOO—"

Braeburn had reared up per the usual routine when he emphatically spoke the name of his hometown, but was interrupted by a loud bang mere milliseconds before he felt something slam into his chest. It was small and nearly invisible, but still made a deep enough impact to throw him off of his hooves. He landed several feet away, groaning in pain.

"Ugh...Or maybe...you'd...prefer to try the pie...?"

"Braeburn!" yelled the sheriff in concern. "You alright?! That's it! That's the last straw! Ain't no reasonin' with this one! We're doing this my way!" Silverstar scraped his hoof against the ground and charged at The Stranger, whose eyes were glowing with white light ever since using that strange spell to assault Braeburn.

"Sheriff, don't!" cried Braeburn, but Silverstar would not be dissuaded. As he got closer to The Stranger, he turned his body and coiled his back hooves, preparing to unleash a hard kick. The moment he stretched out his legs, however, the scarf whipped down from above to stop him, coiling around his back hooves and jerking him off of the ground. Silverstar let out a surprised yelp as The Stranger swung him back and forth in the air to gain momentum, then harshly threw him sideways, sending his body crashing through the window of the general store.

“SHERIFF!” called out Braeburn in worry, scrambling to his hooves and trying to gallop to Silverstar’s aid. The Stranger chuckled, following Braeburn’s movement with his eyes. Once he’d decided that the little tour guide had gotten close enough, his eyes flashed and another bang echoed in the air. A small magic bolt, moving too fast to actually see, fired from The Stranger’s eyes and struck Braeburn hard in the side, sending him sprawling back to the ground with a painful holler.

“Ooh, that’s gonna leave a bruise” The Stranger said with a smirk, stepping over to Braeburn while he tried to get back up. The injured pony made it about halfway on his own before The Stranger’s scarf came down and wrapped around his stomach, picking him up the rest of the way and gently setting him down. Braeburn seemed confused about the sudden show of kindness, especially when the scarf dusted off his vest and hat.

“I been thinkin’ about what you said” The Stranger said in as friendly a manner as his sinister drawl could manage. “This town’s got a lot to offer a fella like me, don’t it?” Bemused, Braeburn nodded his head.

“Uh...yeah! It sure does. There’s lots to do here besides...ya know...goin’ around beatin’ everypony up...”

“Yeah? Well, then why don’t you tell me again about all the fun things waitin’ for me here in Appleloosa? I seem to have forgotten them.” Braeburn’s eyes shifted past The Stranger to the general store where the sheriff still hadn’t shown any sign that he was even conscious. “What’s the matter? Cat got your tongue?” asked The Stranger, startling Braeburn into attentiveness.

“Oh, no no! Sorry ‘bout that, friend. Well, let’s see...We got our wild west dances...”

The Stranger glanced downward. His eyes flashed with another bang. Braeburn yelped as his front right knee suddenly buckled under the force of another fast-moving bolt. He grit his teeth, but forced himself to get over the sting and stand tall.

“Wild west dances, huh?” said The Stranger with feigned curiosity, not even acknowledging what he had just done. “What else you got?”

“Well...if you don’t like that...we got the mild west dances too.”

The Stranger’s eyes flashed once more with yet another bang. Braeburn lurched backwards several feet, cringing in agony after being struck once more, this time in the chest. His legs wobbled, struggling to keep him up as he coughed violently. Those spells may have been tiny but they packed a wallop.

“Mild west? That’s just silly. Come on now, don’t y’all got anythin’ better?” teased The Stranger, ignoring Braeburn’s pain. Stepping closer, he leaned in, tilting his head and wiggling one of his ears to listen to him wheeze. “Aw, now don’t tell me that’s all you’ve got? There ain’t more to do in this town? I don’t believe that. You wouldn’t be gettin’ so excited about Aaaaappleloosa if that’s all there was. I know you got more...Go on, say it.” The Stranger waited, but all he could hear was the sound of weak breathing. Twisting his face in anger, he wrapped his scarf around Braeburn’s neck, lifting him up high and then slamming him down hard.

“SAY IT!!!”

“H...horse-drawn...carri” was all Braeburn could get out before he degenerated into another fit of coughing, fighting to get the cloud of dirt from the street out of his lungs. The Stranger frowned, picking the winded stallion back up by his throat and dangling him off the ground.

“Horse-drawn carriages. That’s what you were tryin’ to say, right?!”

“That’s right...and also horse-drawn...horse-drawn...carriages”

“Oh, I get it! It’s a pun! That’s real **FUNNY!**” roared The Stranger, firing three more shots into Braeburn’s soft, exposed belly that made hollow thuds as they hit his body and made it spasm. Braeburn grunted from each blow, but refused to give up any more than that. The Stranger had to admit that Braeburn was tougher than he looked. Still, every pony had his breaking point, and he would reach his sooner or later. The scarf carefully set the battered stallion down on his feet, giving him a minute to fight the urge to pass out.

“You ready to tell me where your cousin’s hidin’?”

“Sorry, friend...Can’t help ya there...You sure you don’t...wanna enjoy...one of our rodeos instead...?”

The Stranger fired another bolt from his eyes. Braeburn reared back with an agonized cry as he was hit square in the face. He flailed his forelegs, looking briefly like he would keel over, but ultimately he caught his balance, leaning forward and slamming his hooves down. As The Stranger growled in irritation, a weary Braeburn looked right into the eyes of his tormentor and smiled, ignoring the throbbing in his skull.

“How ‘bout...an apple buckin’ tour...down in our orchard...? It’s great fun for the little ones...” he quipped. The Stranger’s face twitched. He knew when he was being made fun of.

“How ‘bout you shut your mouth!?” he yelled. Another bang, and Braeburn’s front right leg caved in underneath him, bashed to near-uselessness after a second shot. By now The Stranger was actually finding himself losing his enthusiasm for pummeling a pony who just stood there and took it. He wasn’t crying or begging for mercy or anything. Where was the fun in that? Still, Braeburn knew something, even if he tried to play dumb. The Stranger was sure of that much.

Reaching out to harshly shove Braeburn down onto his side, The Stranger looked back over his shoulder and gave a whistle. A small murder of crows flapped their wings and broke away from the main flock perched on the general store, flying to their master and hovering behind him. The Stranger silently lowered his head, his eyes hidden under the brim of his hat. He made the slightest of waves toward the fallen Braeburn with one of his hooves, a gesture which seemed to immensely agitate the birds.

“Oh applesauce...” was all Braeburn could say as he shut his eyes tight and held his front hooves over his face to protect it. The crows set upon him and unleashed their wrath without mercy, practically fighting amongst themselves for the chance to peck and scratch at the helpless pony curled up on the street. The Stranger watched coldly for what he guessed was only about thirty seconds, but he imagined that to Braeburn it probably felt like a lot longer.

“How’s that for a fun-filled activity, Braeburn? I bet it beats the pants off of your little wild west dan—”

There was a creaking sound from above. The Stranger quickly looked up to investigate, eyes glowing and ready to let loose with another magic bolt.

Up on the second floor of the building to the left, a green mare in a blue bonnet was watching the horrible scene from her room, trembling in fright, but as soon as she realized she’d been spotted she gasped and shut her window. The Stranger smirked. There were probably ponies hiding in all of these buildings who had been watching the entire time but were too chicken to do anything about it. He supposed that he couldn’t blame them. After all, one only needed to see what happened to Braeburn when he decided to start acting noble.

The Stranger stepped closer to Braeburn, who could do nothing but lay there like a slug while the birds had at him, covering him with scratches and peck marks. When The Stranger had decided he’d finally had enough he waved his hoof to scare away the flock, clucking his tongue at the sight of the brutalized Braeburn.

“Tsk, tsk...Now that’s just sad...” he murmured before breaking out into a cruel laugh, his scarf binding Braeburn’s already bruised throat and dragging the top half of his body up so he could look him in the eyes. “You know, Braeburn, You’re not makin’ this easy for me but I gotta admit I’m actually startin’ to respect your grit. I was really countin’ on you foldin’ like a pack of cards, but you ain’t gonna tell me where Applejack is no matter what I do to ya, huh?”

“Sh...she don’t come here but once a year...I can’t help ya...”

“Yeah, I figured as much. That complicates things for me...I tip my hat to you, Braeburn, but surely you realize that I could just rip apart all of Appleloosa brick by brick until I find her. You do realize that, don’t ya?” Braeburn said nothing, but his silence said plenty in his stead. The Stranger sighed. “I could do that...but I gotta be honest with ya, Braeburn...I really don’t wanna. You know how tedious it would be to turn over every single inch of this miserable dirt pile just to find one pony? I bored myself just sayin’ it out loud. I gotta bring her back alive, too, so it

ain't like I can just burn this whole place down and call it a night. Oh no, I actually gotta search *every single stinkin' nook and cranny!*"

The scarf squeezed tighter and tighter as The Stranger enunciated each word, ignoring the gagging and wheezing sounds that were coming out of Braeburn while he fought to breathe.

"That's just too much work, Braeburn! I been here too long already, and I got better ways to spend my time! I could be raisin' all kinds of ruckus in a REAL city like Las Haygas! I could be livin' the high life over in Canterlot! Shoot, even messin' with those buffalo in the desert would be good for a few laughs, but I can't do any of that while your cousin's holed up like a rat somewhere in this outhouse collection you're tryin' to pass off as a town!"

The Stranger looked up to check the large clock tower prominently displayed at Appleloosa's edge. He'd been there for hours now, much to his annoyance, and according to the clock face it was almost midnight. The time only served to make him more angry at first, but then a light suddenly went off in his head and a savage grin began to spread across his face. The solution to his problem had been staring right at him all along. It was so obvious. The Stranger turned his head to talk to Braeburn again but, noticing that he was turning blue, first relaxed his hold just enough to give him the oxygen he craved. He wanted that uncooperative foal alive long enough to watch his cousin get dragged off to her fate.

"Guess what, Braeburn? I think I just figured out how to save myself a whole lotta trouble. Watch this."

The Stranger hoisted Braeburn up high, dramatically shaking him a few times as he shouted to all the ponies he knew were in hiding.

"Listen up ya bunch of yellow-bellied, lily-livered cowards! I'm only sayin' this once!" Reluctantly, ponies all through the street came to their windows one after another, opening them ever so slightly and peeking through the tiniest of cracks. The Stranger gave them all time to assemble themselves before he continued, waving Braeburn around like a flag. "Tonight is your lucky night, because I'm feelin' generous! I'm lookin' for this one's cousin! Her name is Applejack! She's orange with a blonde mane and apples on her flank! Now, you see that clock up there? When

the big hand and the little hand are both pointin' at 12, you're gonna have 24 hours to hunt her down for me! When I come back I expect to see her right here where I'm standin', hogtied all pretty-like for me to take off your hooves! Do this and the rest of y'all will have nothin' to fear! I might even reward you folks by gettin' your sun back!"

The Stranger smirked slyly up at Braeburn, who teetered at the edge of unconsciousness.

"I ain't actually gonna do that for 'em. I don't think I could even if I wanted to. You can go ahead and tell 'em that if ya like. I'm bettin' my false hope beats out your common sense."

Braeburn merely gurgled.

"Right. Now where was I...Oh yeah...If I get here after 24 hours and she ain't waitin' for me like a blushin' bride, I'm gonna rip every last one of you filthy dirt farmers apart like bread rolls and then burn this two-bit city to the ground! Think I'm bluffin'?! Y'all seen what I can do! I know ya have! You know I mean it! So what's it gonna be?! You folks feelin' brave?! Ya feel like gamblin' with your lives!? Unless ya do, I suggest the lot of you comb Appleloosa until ya get me my prize! 24 hours! The clock's tickin', fillies and gentlecolts, so ya better hustle! And no funny stuff! If any of you try to pull a fast one I'll make it so your own mamas wouldn't recognize y'all!"

Frantic hoofbeats echoed inside each building. The Stranger smiled and playfully wiggled Braeburn in front of his face, acting oblivious to his being practically half dead.

"See that? Now I can go have my fun while all those scared little ponies do the work for me. Pretty clever, don't ya think?" When Braeburn didn't answer, The Stranger simply chuckled. "Guess you ain't really in a talkin' mood anymore, huh? Well, that's okay. Just don't die on me, Braeburn...not yet...I wanna see the look in your eyes when this community you love so much turns its back on you..."

Laughing out loud, The Stranger carelessly tossed Braeburn over his shoulder like crumpled up garbage, not even bothering to look back when he heard the thud of his body hitting the ground. The crows took flight once

Braeburn was incapacitated, swooping down en masse and perching on The Stranger one after another, enveloping him with flapping wings and shadowy black bodies. When there was no more room on their master, they settled for perching on top of each other, hissing and squawking amongst themselves.

The shadowy birds lingered briefly, then rose into the sky all at once, leaving behind only empty space where The Stranger had once stood. As they flew away into the desert their master's sinister chuckle echoed faintly throughout the street like an omnipresent phantom, giving every pony in the area a chilling reminder that haste was essential in their search, lest they become the next victims to indulge The Stranger's sense of fun.

Braeburn lay on the ground with his eyes closed as other ponies finally got up the courage to venture outside, but the sound of a crash from far off piqued his curiosity just enough to peek the slightest bit. He couldn't put his hoof on it for sure, but it sounded like a barrel of apples falling over.

"BRAEBURN!"

He recognized that voice. He closed his eyes and smiled weakly. She could never just do what she was told, could she?

"Braeburn! Oh, no! Please, no!" cried Applejack as she galloped out from the alleyway next to the nearby bakery and into the middle of the street, not at all caring that she was making herself wide open for capture by running to her cousin's aid. Sliding to a stop near him, she got down onto her knees, sobbing through tightly clenched eyes and lowering her head. Braeburn was in a great deal of pain, but he still did his best to raise his head and smile up at Applejack for her sake.

"I knew you weren't gonna wait at the clinic...Same ol' stubborn Applejack..."

"I know I can't let him find me but I couldn't just sit around, dang it! All I wanted was to make sure you were okay! But I didn't! This is all mah fault! I just...I just hid in that apple barrel and listened to mah own cousin gettin' beat up! How could I do somethin' so awful?! We're supposed to be family but I...I froze up! I couldn't figure out what was right!! No matter what I did somethin' bad was gonna happen!"

“S’alright, Cousin AJ...Ya did the right thing. Woulda been mighty silly if I went and got beat up just for you to get caught anyway because ya ran out to help me, don’t ya think...? And hey...look on the bright side...My plan was a success...”

“A success?! All ya did was offer him one of yer stupid tours and get whupped within an inch of yer life! How in the hay do ya call that a success!? How do ya even call that a PLAN?!”

“He went away, didn’t he...?” said Braeburn with a weak grin. Applejack creased her brow angrily, but still reached her forelegs out and hugged Braeburn around his neck.

“This ain’t no time for jokes you...stupid little nincompoop!” she cried, her voice breaking. “How can ya just lay there and act like this ain’t a big deal?! You coulda been killed! You think that don’t matter to me?! Dang it, Braeburn! Of course it does! Don’t you ever do somethin’ so foolish on mah account again! Ya hear me?! NOT EVER!” Applejack started to tremble, nuzzling her face against her cousin and giving him a kiss on the cheek. It was all she could do to thank Braeburn for what he’d done. Even if she was upset with him for doing it, Applejack still recognized the bravery and selflessness of his actions. “I’m so sorry, Braeburn...I dunno what to do anymore...” she whispered so that only he would hear. “When I try to fix things mahself I only make it worse and when I let others help me they end up gettin’ hurt...What am I supposed to do, cuz...? I ain’t never felt so lost in all mah life...!”

“Hey! That’s her! That’s Applejack!”

Applejack looked around with a gasp as Appleloosa’s citizens finally dared to venture out into the street and slowly surround her and Braeburn. She hugged onto him protectively, even though she knew they had no reason to harm him any further. Her, on the other hand...

“Yeah! She’s orange and she’s got apples for a cutie mark! That’s gotta be her!” exclaimed a light brown pony before he raised a hoof to his mouth and called out into the sky. “HEY! COME BACK! SHE’S RIGHT HERE! SHE WAS HERE THE WHOLE TIME!” Fortunately for Applejack, The Stranger was too far gone to hear any of it. The stallion stomped a

frustrated hoof on the ground, then pointed at Applejack. “Dang it all...Somepony grab her! If she runs away that lunatic’s gonna kill us when he comes back!”

“No...wait...” pleaded Braeburn, but his voice was so faint that nopony even seemed to hear him. Applejack held him closer, afraid of losing her cousin more than she actually feared the townsfolk.

“Wait! Stop!” she shouted in vain as the mob came in to seize her and Braeburn, forcibly pulling them apart while she tried in vain to push them off. “I ain’t runnin’ away! Stop worryin’ about me! Y’all gotta get mah cousin to a doctor! Please! Look at him! He needs help! Somepony do somethin’! Can’t ya see he’s hurt!?” Applejack reached her hooves out desperately for Braeburn, but she was quickly being dragged out of his reach by no fewer than three ponies. Braeburn stretched out his good foreleg for Applejack, but he couldn’t even stand, let alone reach her. “PLEASE!” she begged, watching Braeburn through tear-blurred eyes. “Somepony help him! I don’t care what y’all do to me! Just HELP HIM!”

“AHEM!”

Everypony stopped at the sound of the sheriff loudly clearing his throat and turned their heads to see him standing outside the fray. He had bits of broken glass stuck in his vest from the window he’d been tossed through, but he’d managed not to get himself cut. He had a bump on his head too, but it didn’t look serious. His front right leg, however, seemed to have trouble supporting his weight, possibly sprained from the impact when he was thrown. Despite his injuries, the townsfolk dared not make another move. Even if he was only one pony, he was still the law, and most Appleloosans knew to respect that.

“What’s goin’ on here?” asked Silverstar sternly. “My deputy, who just stood up for all of you, is lyin’ hurt on the ground and nopony’s taken him to the clinic? What’s wrong with all of you!? Braeburn? You still with us?”

“Sure thing, sheriff...” mumbled Braeburn.

“You done Appleloosa proud, pardner” assured Silverstar, which made Braeburn smile as much as he could in his condition.

“We were just fixin’ to take him...” interrupted an embarrassed voice in the crowd, “right after we dealt with her!”

“Yeah! That pony that beat you up said if we don’t give her up when he comes back in 24 hours, he’s gonna destroy the whole town! We gotta lock her up or she’ll try to escape!”

“He did NOT beat me up!” insisted Silverstar. “He sucker-punched me...and the sun was in my eyes...Nothin’ more! It may have put me out for a spell but I’m back now! And in case you didn’t realize, I don’t take kindly to angry mobs in my town, so y’all best let go of the lady!”

“But sheriff...”

“NOW!”

Reluctantly, the ponies holding Applejack released her and stepped back. She immediately returned to her cousin’s side, stroking his mane and crying quietly as she tried to soothe him.

“Yer gonna be okay, Braeburn...Yer gonna be okay...I’ll take care of you...I ain’t gonna let anyone hurt you anymore...I don’t care if ya think I’m more important! I ain’t abandonin’ you again fer any reason, ya hear me?! Next time I’m gonna protect you!”

Braeburn closed his eyes. He didn’t have the strength to argue. Silverstar stepped closer to Applejack and placed a hoof delicately onto her shoulder.

“Miss Applejack, I’m gonna get him the help he needs, but I can’t have ya runnin’ off until we got this sorted out...” he said as gently as he could. Applejack shook her head back and forth, responding quietly as she cradled Braeburn, hers tears falling down onto his face.

“I ain’t gonna run, sheriff...I ain’t gonna run...I ain’t gonna run...”

Silverstar sighed. He didn’t like what he was about to do, but he still had an entire town to think of. He didn’t know what was going to happen when The Stranger came back, but one thing was certain: it hinged on

Applejack. Silverstar looked over to a small group of spectating ponies, gesturing toward Braeburn with his head. They understood instantly, trotting over and carefully raising him up, settling him onto the back of the largest stallion in the group. Applejack sat silently and watched them walk away to get Braeburn the treatment he was in dire need of, and she continued to stare off into the distance long after they had turned onto another road. She snapped back into reality only when Silverstar cleared his throat behind her. She looked back over her shoulder, where he stood with an apologetic look on his face.

“Miss Applejack...I’m sorry but I’m gonna have to ask you to come with me.”

Rainbow Dash groaned as she sat up, carefully shaking bits of broken glass out of her feathers. That magic fire was a force to be reckoned with. She had barely managed to throw herself from the roof before Gilda’s blast turned her extra crispy. Unfortunately, the following crash through one of the windows on the neighboring building had been an experience preferable only to being burned alive. Her only solace was that she was still in one piece and the bottle around her neck had survived the trip.

“That was not one of my more graceful dives...” murmured Rainbow Dash to herself as she took a look at her surroundings. She was inside somepony’s apartment, the living room from the looks of it. It was a fairly nice place with velvety white furniture, and the relative neatness indicated that Gilda’s minions hadn’t made it up that far yet. Dash felt rather uncomfortable being inside a stranger’s home, though, so she didn’t care to stick around and admire the decor. Besides, Gilda was bound to notice the shattered window any minute, and it would be unwise to still be in the room when she came to investigate.

Trotting quietly to the exit, Rainbow Dash carefully let herself out into the hallway and shut the door behind her. She still felt tremors all through her aching body and her heart was still racing, but she could no longer tell if it was from Zecora’s brew or just her own nerves. She wasn’t especially eager to roll the dice by drinking the rest of the stuff.

“Okay...just calm down” she whispered to herself. “You gotta find someplace to hide for a bit...There’s no way you can hope to take her on like this...You need to relax and think about your next move...”

Unfortunately for Rainbow Dash, thinking on the fly was really hard, and the sound of thunder and rain outside wasn’t helping her concentration. She frowned. In retrospect, she probably should have made a Plan B before coming to Manehattan at all. Looking around frantically, she finally felt a bit of relief when she happened to notice that one of the other apartments at the end of the hall had its door slightly ajar. Whoever lived there had probably neglected to lock up properly in their hurry to escape Gilda’s rampage. Regardless of the reason, Rainbow Dash wasn’t too polite to take advantage of the opportunity. She slipped inside quickly, making sure to actually lock the door behind her. Sure, it probably wouldn’t stop Gilda for long, but it was better than leaving it the way she found it.

Rainbow Dash took a brief glance around to ensure that she was alone, but didn’t dwell any longer than was necessary. She still didn’t like having to barge into somepony’s apartment like this, but when the alternative was being on fire it was surprisingly easy to get over it. Steadying her breathing, she crept to the window on the other side of the room, hoping to spot a place in the city where Gilda wouldn’t find her. That hope faded when she saw just how many of Gilda’s little imps were wreaking havoc down on the street. If she tried to leave the building, at least one of them was bound to see her, and Rainbow Dash had no reason to believe that they wouldn’t rat her out to Gilda or even attack her as a group.

“Ok...so Gilda’s gone completely off her rocker and is trying to cook me like a marshmallow...” said Rainbow Dash as she tried to play it off like a joke, but not even she could find the humor in her situation. “I got this medicine I can’t take yet or it’ll kill me, and in the meantime I can barely fly, I can’t hide on the ground level because it’s full of those little creepy things, and the minute I poke my head out I’m gonna get spotted. Could this possibly be going any worse?”

Rainbow Dash jumped when she suddenly heard a loud crash across the hall, nearly knocking over a vase sitting on a pedestal beside her. As she scrambled to keep it from falling and breaking, she could hear Gilda talking to herself.

“Aww yeah! I can punch through walls, too?! That is so awesome!”

Rainbow Dash winced. She just had to ask if things could get any worse.

“Aww, what...?! She can punch through walls, too...?! That is so unfair...!”

Another crash came from across the hall, though this one seemed farther away. Even so, Rainbow Dash knew she didn't have time to sit around and complain. Gilda was searching for her, and if she didn't do something fast she was going to find her. She made up her mind right then and there. Staying in that building with Gilda was not an option. Like it or not, she had to take her chances with those weird things outside. Shuffling her hooves across the room, she slowly cracked open the glass door which led to the balcony.

“Okay...My wings are killing me but on the count of three I just gotta fly for it. One...Two...”

“Come on out, Rainbow Dash!” taunted Gilda from the hallway. “I’m not gonna torch you too bad! I’ll burn you just enough to make sure you can never join The Wonderbolts! Maybe then you’ll learn not to laugh at me!” Rainbow Dash glared back over her shoulder.

“I never laughed at you, Gilda! Did Noctis tell you that?! He’s a big, fat—oh horse apples...”

Rainbow Dash hastily flew outside as Gilda came crashing through the wall, her entrance punctuated by a clap of thunder. She had a rather unhinged look of glee on her face as she shook bits of plaster from her wings and followed Rainbow Dash out onto the balcony. Standing up on two legs and leaning against the rail, Gilda looked up and chuckled deviously at the sight of poor, pathetic Rainbow Dash struggling to stay in the air with her tender, worthless wings.

“Fooooound youuuuu!” she taunted, leaning the side of her face against her knuckles.

Rainbow Dash dipped and wobbled like a foal still learning to fly and she felt like her wings were on fire all over again, but she didn't let herself stop. She didn't even let herself look back. She had to get away from Gilda. She had to find someplace where she could stop and get her bearings.

"Why did I do that?!" exclaimed the frustrated pegasus, who was now groaning both from the physical ache and the mental replay of her own blunder. "Rrrgh! I can't believe I actually answered her! How stupid am I?! I really gotta start thinking before I—Ow! Ow...ow..ow...ow..."

"Hey, Rainbow Dash! Think fast!"

Dash was afraid to turn around and see what Gilda was doing, but it was probably a good idea. Shifting her weight to her right side, she clumsily spun herself upside down and lifted her head just in time to see a fireball speeding up at her from the balcony, completely uninhibited by the rain. Rainbow Dash immediately freaked out, wide-eyed and flailing her hooves as if trying to swim through the air.

"Stupid waterproof fire! YAAAAAAH!"

There was no more time. Rainbow Dash couldn't think of anything else to do but fold up her wings and let herself drop. The fireball lightly singed the bottom of her hooves as it missed her by mere inches, the velocity of its passing kicking up a gust that spun the falling pegasus backward and into the burning outer wall of an apartment complex that had already felt Gilda's wrath. Dash grunted as she bounced off of the hard brick and landed with a clang on top of a dumpster in the alley.

"Uuuugh...maybe Fluttershy was right for once..." she said in a daze as she put a hoof on her chest to check on Zecora's bottle. It was still intact, and by some miracle its contents hadn't spilled out. She didn't expect to get that lucky twice. She still wasn't feeling completely confident about what would happen, but she had little choice but to drink it anyway and hope it didn't kill her. If that bottle broke then there went any chance of her stopping Gilda. Rainbow Dash sat up and carefully lifted the bottle on one of her hooves.

"Okay...here goes nothing..."

Before Rainbow Dash could put her lips on the bottle, Gilda's imps suddenly poured into the alley in waves from the trash cans, cardboard boxes, and even from under the dumpster itself, filling the air with the horrible sound of their giggling and cackling. They immediately swarmed Rainbow Dash, biting and hissing like a cluster of murderous parasprites. Rainbow Dash screamed and flapped her wings as fast as she could, jerkily fluttering into the air above the alleyway just in time to avoid their nasty teeth and claws. While the imps had wings of their own, they didn't seem to want Rainbow Dash badly enough to follow her into Gilda's territory, preferring to stay down below and screech up at her.

Oh, wait. Gilda.

An avian arm locked around Rainbow Dash's neck from behind, immobilizing her with a grip she knew she had no chance of breaking. It didn't stop her from trying, though, and she repeatedly jabbed her elbow back against Gilda's chest. Gilda barely even seemed to feel it, being bigger and significantly stronger than Rainbow Dash. She ignored the feeble blows entirely as she reached her talons around and grabbed the bottle hanging around Dash's neck, snapping it off of the string and dangling it tauntingly overhead.

"What's the matter, Rainbow Dork?! You didn't drink your geek juice!"

Rainbow Dash felt her blood turn to ice.

"Gilda, wait! Don't play with that! It's not a toy! I don't know what's gonna happen if you dri—mnmgnhgh!"

Against her expectations, Gilda didn't end up taking Zecora's brew herself but instead stuffed the bottle into Rainbow Dash's mouth and forced her to choke down its contents. Rainbow Dash opened her eyes wide and swallowed every last drop that came, twitching involuntarily as the mysterious liquid worked fast to spread its warm glow throughout her body.

While she knew that Gilda wouldn't have let her spit it out either way, a part of Rainbow Dash was still afraid while she drank it. What if she was

punching her own ticket? What if all of her tough talk was actually wrong? What if...she died here?

"Feel refreshed?" asked Gilda as she pulled the bottle away and crushed it with a squeeze, then opened her hand to let the shards fall. "Good. I don't want you to have any excuses after I totally humiliate you!"

"Gilda..." moaned Rainbow Dash. "Why are you doing this...?"

"Why?" fumed Gilda, squeezing the pegasus tighter. "Why?! You actually have the nerve to ask me that now?!" Putting both hands on Rainbow Dash's sides, Gilda lifted her up and threw her back down into the alley, shooting her right into an open trash can. The imps were already rushing to the wounded Dash as soon as they heard the clang, but Gilda quickly swooped down and grabbed the trash can's lid, slamming it down to both keep Rainbow Dash in and the imps out.

"Back off, losers! She's mine!" Gilda threatened to her minions. When they didn't immediately scatter, she opened her beak and exhaled a stream of fire, incinerating several of them and causing the rest to back up. "That's right. I'm in charge and don't you forget it!" she snapped, picking up the trash can and taking to the sky with it. She had something specific in mind for her ex-friend, but at the same time she couldn't resist shaking the can just to jostle her around.

"How you doing in there, Rainbow Trash?" she teased as she flew toward another neighborhood with the can in tow. Rainbow Dash didn't give any answer. "I'm headed over to 62nd Street. Did you know that one of The Wonderbolts lives around there?" Gilda continued, even though she was already aware that Dash knew practically everything there was to know about all of The Wonderbolts. "Nimbus or Cirrus or something. I forget what his name was. You'd think all the pegasi would be living in cloud houses, but I guess some of them are too dumb to remember they can fly. Anyway, the point is I hadn't gotten around to torching his place before you showed up, but since you're here I'd say now's the perfect time!"

Gilda lowered herself halfway down the exterior of a fancy-looking condominium complex with yellow bricks and vines of ivy growing near its foundation. She noticed that Rainbow Dash was struggling a lot less than

she had been expecting. In fact, she didn't seem to be moving at all. Gilda assumed it was just a weak attempt to trick her and didn't open the lid. Digging her talons into the aluminum, she turned herself sideways, smirking devilishly.

"Hey Dash! You love The Wonderbolts so much?! Then how about a tour of one of their homes!?"

Gilda spun around once, then twice, swinging the trash can around with her. On her third rotation, she grunted loudly and hurled the can, putting the full might of her Noctis-granted strength behind it. The trash can smashed through the window without even losing any velocity, shooting straight through two walls and a door before disappearing into a small, pitch-black room that Gilda figured was probably a large closet or pantry.

"Having fun, Rainbow Crash!?" the griffin called from outside the window. "Yeah, I went there! Now come on out so I can fry this place and watch you get all mad!"

Gilda waited. Rainbow Dash didn't show herself.

"Hey! Hurry it up! I don't have all night!"

Again, Rainbow Dash did not acknowledge Gilda. The griffin clenched her talons and growled.

"Don't pretend you can't hear me! Get out here! You think hiding in there will keep me from burning this place!? It won't! I'll do it! I don't care if you're in there or not, so you'd better show your face or else!"

Gilda really thought that one would do it, but Rainbow Dash still didn't even so much as yell an insult to her. There was nothing but the sound of the thunder and rain. Gilda's breathing turned labored and stressed. She could feel her heart pounding in her chest as she grew madder every second from the chill of Rainbow Dash's cold shoulder.

"STOP IGNORING ME, RAINBOW DASH!" screamed Gilda, tears of pure hate welling in her eyes. "You don't get to come down here just to start a fight and then act like I'm not even here! What, you think you're so

much better than me?! You think I'm the bad guy?! YOU did this! This is all because of you! You and all your stupid friends sitting around making fun of me ever since that lame party! It's not funny, Rainbow Dash! My life isn't some joke for you losers to laugh at! You don't know what it's been like for me! YOU DON'T KNOW ANYTHING!"

Gilda pulled her head back and inhaled deeply as the inside of her mouth glowed bright orange, preparing an inferno fueled by her own hatred.

The fire caught in her throat when she suddenly felt something ram into her chest and knock her breath out. By the time she looked down and saw Rainbow Dash, she was already crashing back through the window on the building behind her, pushed by blue hooves. Rainbow Dash flew against Gilda as hard as she could, charging through one wall after another until they finally broke out a window on the opposite side of the building after the fourth. Gilda and Dash both spun out of control as they emerged, the griffin slamming back into a brick wall and the pegasus flailing through the air.

Embedded in the brick, Gilda moaned and jerked her limbs out one after another. She was still conscious, which must have meant Noctis had given her a more durable body too. She was a little too dizzy right now to appreciate it, though. Several feet away, Rainbow Dash regained her balance and hovered in the air, punching her front hooves out in front of herself and rapidly flapping her wings. She looked far more alert and energetic than she did a few minutes ago...Gilda hadn't expected that stuff in the bottle to actually make a difference. Making her drink it had been a mistake. As she watched Rainbow Dash pose and flex, her face curled into an ugly sneer and her eyes twitched with fury. Gilda didn't care if she had drunk a HUNDRED potions. Dash was going down.

"What are you so happy about?!" yelled the griffin as she finished peeling herself out of the wall and flew up above Rainbow Dash, straightening the feathers on top of her head. "That was a cheap shot! You wouldn't even have gotten that without your cheater drink!" Dash turned around and looked up at Gilda, a bemused look on her face.

“What? Cheater? You’re the one using evil magic powers! Don’t talk to me about cheating! Besides, you MADE me drink the stuff! I’m just lucky it wasn’t too soon!”

“Wha...You...Sh...shut up! Just shut up!” ordered Gilda, blushing all over.

“Last chance, Gilda!” said Rainbow Dash confidently as she tossed back her matted down mane. “Leave Manehattan alone before I have to get rough! I’ve been practicing new flight moves recently. They’re supposed to be tricks but I think with a little modification they could take you to school! Don’t make me have to do that! Just leave while you still have your dignity!”

“Whatever!” Gilda scoffed, cracking her knuckles. “You think one lucky hit is gonna scare me?! I just wasn’t paying attention, that’s all! I’m still gonna pound you flat!” Rainbow Dash shrugged.

“Okay, Gilda. Have it your way.”

Gilda quickly spat out a small wad of flame in Rainbow Dash’s direction. As much as she hated to admit it, Rainbow Dash was too fast for her to take the time to work up a big fire at the moment.

Despite Gilda’s prudence, Rainbow Dash effortlessly charged sideways to avoid the magic fire, kicking off the side of a building to redirect herself straight at Gilda.

“Oh no you don’t!” yelled the griffin. She didn’t have long enough to make more fire before Rainbow Dash would reach her, so instead she bunched up her talons and pulled back her arm, intending to give her a good old fashioned punch to the noggin.

Rainbow Dash unexpectedly swerved sideways, soaring right past Gilda and looping back, picking up speed as she started to fly circles around the griffin. Growling in annoyance, Gilda swung her fist at the rainbow colored blur forming on all sides of her, but it was simply moving too fast for her to track.

“Quit messing around! This is a fight, not a stunt show!” demanded Gilda as she swung both fists around to no avail. Not only could she not catch Rainbow Dash, but the colors were so thick that she could no longer even see outside of them. She tried to fly out of the cyclone, but it only moved to follow her, infuriating her to no end.

“THAT’S IT! YOU’RE TOAST!” she bellowed, closing her eyes and working up another batch of flames.

“Okay but you might wanna watch out for that billboard.”

“What?!”

Gilda opened her eyes. Rainbow Dash hovered in front of her, having already pulled out of her flight pattern, and was gradually getting further away as Gilda continued to sail backwards, disoriented by Dash’s move. Looking over her shoulder, Gilda got a split-second glimpse of a giant Colt Cola advertisement before she smashed right through it, stumbling through the air and falling onto the the roof of the building it was mounted on.

“Hey, G! You okay?!” shouted Rainbow Dash from far off as Gilda lifted herself up with a groan and pounded her fist down on the roof, cracking it with her strength. “I told you to watch out!” added Rainbow Dash, which only made Gilda more angry.

“SHUT UP, RAINBOW DASH!” Gilda cried out at the top of her lungs, flapping her wings and taking a deep breath as she rose back into the sky. After giving herself ample time to stoke the flames, she expectorated an orange and red ball out toward where she’d last heard Rainbow Dash’s voice. The ball blew through the rain and exploded high in the sky, lighting it up to reveal no sign of the pegasus. Gilda shook her fists, wrestling her urge to scream. “Not this again! Where did you go, you loser?! Come out and take your beating, already!”

Something suddenly whizzed by Gilda and gave her a slap upside the back of her head. Reeling forward, she rubbed her head and growled, looking around for her assailant. As she looked to the right, another whiz and and slap came from her left, this time hitting her on the shoulder.

“Guess who!”

Gilda felt her blood boil. Rainbow Dash flew by and slapped her on the other side of her head.

“Gotcha!”

Gilda wildly swung her talons around, hoping to catch the rainbow blur by dumb luck, as it was darting around too fast for her to actually follow.

“CUT IT OUT!”

Two more smacks were delivered to Gilda’s head and backside.

“Slap slap! Can’t slap me back!”

“KNOCK IT OFF, DWEEB!”

“Don’t think so!”

Gilda was on the verge of losing it until she suddenly had an epiphany. Rainbow Dash was probably counting on her to get mad. She WANTED her to flip out so she could no doubt lead her into another trap or something. Scoffing at the childishness of such a plan, she kept herself nice and still, refusing to react when Rainbow Dash flew by and gave her another smack on the back of her head. Instead, she took a deep breath in through her nose and let it out through her mouth, determined not to take the bait.

Gilda closed her eyes. The rain made it very subtle, but through her feathers she felt a slight shift in the wind to her right. Dash had just gone by...and judging from the current trailing behind her she was looping around from the rear.

“AHA!” Gilda exclaimed triumphantly, spinning around and plucking Rainbow Dash out of the air as she came in for another pass. Rainbow Dash gagged as Gilda’s talons clamped around her neck, then chuckled nervously with a little smile.

“Eh heh heh...Nice catch?”

“Not so tough now, are you?!” spat the griffin. “You think you’re the only one who learned anything at flight camp?!”

“Can we talk about this?”

Gilda seemed to have very little interest in talking about it, parting her beak to prepare a ball of fire for Dash’s smug face. When Rainbow Dash saw the sparks and realized what Gilda’s intention was she yelped and began to fervently jerk her head around, desperate to break free.

“Whoa whoa whoa! Hang on! Are you actually trying to *kill* me?!”

“No! I dunno! Who cares!? We’re not even friends, remember?! You said so yourself!” Gilda barked, fire billowing from the corners of her mouth. “Don’t you get it yet!? You bailed on me, Rainbow Dash! You bailed on me and you don’t even care! Because of you I’ve got NOTHING! You ruined everything! YOU RUINED MY LIFE!”

“You ruined your own life! You’ve got no one to blame but yourself!” Rainbow Dash retorted. She pulled her head back as far as she could and then snapped it forward, butting it against Gilda’s with every bit of force she could muster. For several critical seconds both pony and griffin were frozen in place, the sounds of rain and thunder only serving to emphasize their silence. Gilda’s fire flickered and faded away in her mouth. Her talons slipped from Rainbow Dash’s neck and began to shake.

Gilda gave a startling, blood-curdling scream and grabbed her pounding head in both hands, writhing around in misery while she struggled to stay airborne. Rainbow Dash did not fare much better, falling down onto the roof and cradling her head in her hooves, rolling back and forth with loud moans of pain.

“Gaaaah! This hurts so much more than I thought it would! I feel like I just flew headfirst into a mountain! What was I thinking?!” lamented Rainbow Dash. Her only consolation was knowing that if it hurt that much for her even while she was using Zecora’s painkiller, it had to be ten times worse for Gilda. Judging by how loud she was shrieking, it seemed likely.

“RRRRRRGH! WHAT’S WRONG WITH YOU, YOU FREAK!?” yelled Gilda, hunched over and clutching her poor head. “DO YOU HAVE ANY IDEA HOW MUCH THAT HURT?!” As she moaned and writhed, she felt a tap on her shoulder. She’d almost suspected Rainbow Dash until she realized that it was a claw she felt, not a hoof. Looking back, Gilda found one of her imps fluttering beside her. While they all looked identical, she recognized it as the one she’d disciplined earlier because it was holding the snack she’d ordered it to fetch, which happened to be a big bag of popcorn that was soggy from the rain. Snarling, Gilda slapped it out of the creature’s hand, even more short-tempered than usual thanks to her headache.

“Get away from me, you idiot! Can’t you see I’m busy!?”

The imp, who had gone to great lengths to find the popcorn in the first place, growled hatefully at its master. Gilda, in no mood to put up with insubordination, simply grabbed the thing by its little ankle and threw it down with a snap of her wrist, ignoring its pitiful screaming while it plummeted to the street.

“Stupid little twerps...” Gilda muttered to herself as she began to look around once more for Rainbow Dash, scanning the roof only to discover that she wasn’t on it. “Ugh! Not this again!” she griped, shutting her eyes and pinching her nose with two talons. “I need to remember to punish those guys later for distracting me...Alright, Rainbow Dash! I’m getting real tired of playing hide and seek with you! If you don’t show up in ten seconds I’ll—”

“Hey! G! Up here!”

Gilda tilted her head up, spotting Rainbow Dash hovering just beneath the black clouds which blotted the Manehattan skies with gloom. Gilda narrowed her eyes and jerked a talon downward.

“What are you doing?! Get down here so we can finish this!” Rainbow Dash shook her head.

“Yeah, I don’t think so, Gilda. If you want me, you’re gonna have to come up here and get me! So what’s it gonna be? A Junior Speedster like

you isn't afraid of a little lightning, is she?" Before Gilda could respond, Dash turned around and disappeared into the clouds with a puff of black.

"Oh, please! You think I'm dumb enough to fall for that!?" said Gilda, rolling her eyes. "I don't have to chase after you, genius! Did you forget that I can breathe fire?!" It was true that Gilda couldn't actually see Rainbow Dash through all those clouds, but it didn't bother her, not when she could just set the whole sky ablaze. An evil grin spread across her face at the very thought, a look which became no less ominous when it was lit up by a thunderbolt flashing in the sky.

"Okay, loser...let's see how you like this...!" she mumbled cockily to herself before opening her beak as wide as she could. Tiny flames rushed out from the back of her throat, swirling around inside her mouth and condensing themselves into a small, dark red orb. The orb continued to draw Gilda's flames directly from her gullet to feed itself, growing steadily in size until she was forced to gently push it out of her mouth with her tongue to avoid cramming her jaw. Swelling more and more in front of her face, it didn't stop until it was the size of a beach ball. Gilda chuckled proudly, though she made sure to keep her beak open, as closing it would have severed her connection to the orb and sent it falling to the ground. She wasn't sure how she knew that...but she did. Maybe Noctis had planted that knowledge in her mind, among other things.

Gilda's chest expanded as she inhaled, though she was careful not to agitate the red ball floating in front of her. She held her breath and turned her head, the orb moving with her and pointing at the black clouds, lining up just right with the spot where Rainbow Dash had vanished.

Gilda could feel the thing pulsing, just waiting to blow. Stupid Dash wouldn't stand a chance.

The griffin gave a loud cry to launch the orb into the clouds at breakneck speed. Before she even had a chance to catch her breath a massive, almost deafening explosion shook Manehattan itself and turned the sky red. Gilda looked away and brought her hands up to shield her eyes from the sudden brightness. The following shockwave violently blew her off balance, sending her sailing backwards uncontrollably until she was stopped by a skyscraper with a thud. As the horizon finally dimmed, Gilda

opened her eyes and looked at the aftermath. The rain had stopped and a giant hole hung in the clouds.

“Whoa...did I do that?” she wondered in quiet awe as she pulled herself away from the building, having barely even felt herself hit it. She knew the blast was going to be big, but not THAT big! If it had gone down instead of up, it probably would have leveled a whole street! How cool was that?! Gilda laughed and pointed at the hole, overtaken by a rush of excitement. “HA! That’s what you get, Rainbow Dork Dweeb Nerd Loser Geek Bait! That’s what you get for messing with me!” She grinned smugly, but then it began to dawn on her that maybe she had overdone it a little. She had been REALLY mad, and it might have made her use just a tad of excessive force without thinking. Awkwardly scratching the back of her head, Gilda called up to the clouds. “Hey, you’re still alive, right? I didn’t completely waste you or anything, did I?”

There was no answer. She bit down on one of her talons and looked around nervously.

“Hellooooo? Rainbow Dash? Aw geez...I’d better go make sure she’s still breathing...”

Flying up and vanishing into the storm clouds, Gilda slowly pushed her way through the puffy blackness with her talons, barely able to see an inch in front of her face.

“Hey! Rainbow Dash! You up here somewhere?! Did you get stuck?! Say something! Don’t get all mad just because I beat you! You had it coming! Now where are you!? Answer me, you stupid dweeb!”

Something flew by and smacked Gilda upside the head, but this time it carried an electrical shock that made Gilda’s feathers stand up on end.

“OW! What the heck was that?!”

Once more Gilda felt something speed by and shock her leg. She winced, then furiously curled her talons when she realized what was going on. Her eyes twitched and turned bloodshot as she reached up and actually started ripping out wads of her own feathers in her blind rage.

“No! NO! Are you KIDDING ME?! I practically threw the stinking sun at you and you’re still just...! You’re...You just....You’re not even...AAAAAAAAAAAAAGH!” Gilda opened her mouth and exhaled a long, continuous stream of fire, turning her head to move it around with little care regarding what, if anything, it was actually hitting. When she ran out of breath and was forced to stop, she was nearly crying from anger. “How?! How did you avoid that?!”

Gilda heard a high pitched whistle calling her from above. She ascended without delay to find the source, poking her head up through the veil separating Manehattan from the stars.

High up in the clear sky, further than any pegasus would normally go, Rainbow Dash stood on top of a large, solitary black cloud she’d assembled using pieces of the other clouds below. Her right eye was clenched shut, and she had minor burns over a good portion of her body.

“I didn’t avoid it...not completely...”

Rainbow Dash shuffled her hooves back and forth on the thundercloud like it was a shag carpet, building up a massive electrical current through her whole body. She spread her wings, small bolts crackling between the tips of her feathers.

“I call this move the Rainbolt” Dash said calmly. “I normally have trouble with it because the charge is so intense, but right now I don’t notice pain as much so I think I might be able to pull it off.”

“I don’t care about your lame tricks!” snapped Gilda. Rainbow Dash chuckled sadly.

“Heh...You know, Gilda, you were never exactly what I’d call ‘nice’, even when we were hanging out, but I don’t want to believe that this is the real you...I mean, burning down homes? Terrorizing a city? Nearly killing me? What happened, Gilda? What did Noctis do to you? Did he just...take away everything about you that made you my friend back in flight camp? I hope not...I wanna believe that there’s still something good in you...I wanna believe that maybe all that dark magic is just gunking up your system or something and that maybe when it’s gone you could...I dunno...learn to be better, I guess...”

“Shut up! Don’t act like you still know me after all this time, Rainbow Dash! Nox didn’t change me! I grew up, that’s all! I learned that having friends just means that sooner or later they’ll stab you in the back, even if they seemed really cool at first! Friends are just...You know what?! I don’t have to explain myself to you! We’re done talking!”

Gilda opened her mouth, conjuring a second, smaller red orb despite how destructive the full-sized one had been mere minutes ago. Rainbow Dash sighed and flapped her wings, rising in front of the moon with her mane and tail frizzy from the electrical buildup in her body.

“Okay, then. Sorry, Gilda, but this is for your own good. Don’t say I didn’t warn you.”

Rainbow Dash performed a vertical loop and dove straight down. Gilda’s orb rocketed skyward and pierced the underside of the patchwork storm cloud just as the pegasus poked through its top, ensuring a decisive clash at the center.

The moment that followed carried with it an event so dazzling, so amazing and miraculous that for what little time Gilda had to process it she didn’t even think it real. The black cloud turned bright red, then detonated in a tremendous blast of fire that left her stunned, struggling against the vibrating wave that rushed out and threatened to blow her halfway across town a second time. The distraction proved costly to Gilda when a magnificent bolt of rainbow colored electricity suddenly tore open the burning sky and came down for her like the wrath of Celestia herself. Gilda’s eyes widened during its approach when she saw, for an instant, something so impossible that all she could do was gawk at it in disbelief. Residing within the tip of the bolt was the shining silhouette of a pegasus, her legs outstretched and her wings open wide while she was carried by the current.

Rainbow Dash was riding the lightning. No, she WAS the lightning.

Gilda’s jaw dropped and her eyes rolled back when she felt hooves slam into her chest, filling her with enough voltage to reduce her to a twitching, paralyzed wreck almost instantaneously. Rainbow Dash continued her blazing descent with the multicolored bolt trailing closely

behind her, pushing Gilda toward the ground so fast that the wind stung her whole body.

Gilda wanted to scream. She wanted to curse Dash and yell at the top of her lungs how much she hated her. She wanted to beat her down with her bare fists, to hurt her back for all the pain she'd caused ever since the day they'd stopped being friends.

But she couldn't. She couldn't do anything. Rainbow Dash had won again.

Rainbow Dash always won.

It wasn't fair.

It was over in seconds. Gilda didn't even feel it when her body broke through the rooftop of a darkened warehouse and landed in a crumpled heap on the cold, hard floor inside. She laid there, moaning in pain as her body involuntarily spasmed and she coughed up rings of smoke. She couldn't get up. She could barely even move.

Beady, glowing white eyes took notice of Gilda from the shadows all around her, seeming confused and fascinated by her state of complete helplessness. A single pair of eyes approached Gilda, stepping close enough for the moon to shine through the hole in the ceiling and reveal another one of her imps. It cautiously poked a claw against one of Gilda's limp talons, gauging her reaction or lack thereof. When the rest of the imps came to realize that their master had actually been defeated they shuffled their feet, steadily inching nearer until they all stood before the fallen griffin in the lunar spotlight, exchanging blank stares amongst themselves. Gilda grunted, using all the strength she had just to reach a shaking hand out to them.

"W-well...? Don't just s-stand there you idiots...H-help me..."

The imp at the head of the pack briefly considered Gilda's request, then let out a hiss and viciously bit down into her hand.

"Ahh! G-get off! Get off me, you psycho!" she cried, barely managing to shake the savage thing from her talons and send it rolling a few feet

away. It quickly got back up and gave her a threatening snarl that made her heart stop in her chest. Her minions had hissed at her plenty of times, but never with such ferocity, never with such hatred. “Wh-what are you doing?!” she stammered. “You can’t do that...! H-he said you have to listen to me...! Sit! Stay! P-play dead!”

The rest of the creatures, seeing that Gilda was incapable of fighting back with anything more than confused pleading, spread their mouths into jagged grins and began to slowly advance on her as a group. Gilda saw their wicked expressions and felt a terrible, icy chill seize her heart. She whimpered, trying to crawl away on limbs numb and rubbery from electrocution, but she could only drag herself a few inches before they surrounded her on all sides. She had no place to run.

“No...! No, wait...! Okay, look, I was just joshing you guys before! I was just messing around! I didn’t mean it, alright?! Come on, guys, we’re still cool, right...?” she whimpered pitifully when she finally collapsed, her stamina completely drained. When the creatures ignored her, she made one last attempt to intimidate them with a glare. “J-just back off, okay?! Just stay away from me! Don’t come any closer!” she commanded, but the dark creatures were unimpressed. They could see the dread all over her face and were giggling fiendishly at her frightened trembling.

“Pl....please...!” she begged, tears in her eyes. “Don’t do this...! We’re friends...!”

The imps all howled in unison and leapt upon her, not even giving her time to curl into a ball. She shut her eyes tight, shaking pathetically while they clawed her body and bit her tail. A few of them plucked feathers right out of her head and wings while others jumped up and down on her, laughing and pointing. Even in the midst of her torture, Gilda could still feel her tears running down her face. This was it. This was how it would end for her. In her last few seconds she would have nothing to look back on but an empty, meaningless life where the only so-called friend she ever had abandoned her when she’d needed her most.

In that moment, Gilda realized that she didn’t even care anymore. She didn’t care what the imps did to her.

She just wanted it to finally be over...

“HEY! LEAVE HER ALONE!”

Gilda felt the floor shake when something landed hard beside her. She opened her eyes, just barely seeing Rainbow Dash there with her. She was still burnt and buzzing with electricity, but that wasn't stopping her from furiously slapping and kicking the creatures off of Gilda as frantically as she could.

“Back off, you little freaks! Don't you touch her!”

The imps eventually recognized Rainbow Dash as the greater threat and piled onto her, gnawing at her wings and legs. She cringed, but ignored the pain, bucking and flailing to force them off. She even managed to stomp one beneath her hoof, causing it to burst into a puff of black smoke.

“Yeah, that's right! Bring it on! If you want her you gotta go through ME!”

Gilda could only lay there and watch, too enfeebled to offer any assistance and already on the verge of passing out. Dash fought with the will of a champion, her kicks and her slaps curiously seeming to become more effective over time rather than less. Eventually she needed only a single blow to make each imp evaporate into mist, and the ones that remained were quickly backing away from her, hissing defensively.

“What, is that it?!” she challenged, taking a step forward and stomping a hoof. The imps recoiled from her in fear. “I can do this all night! Let's go, you wimps!” she said boldly, though it was an obvious lie. Even with Dash's unexplained power and Zecora's medicine, her body was visibly worn out and she didn't have the physical reserves to take on every last one of them. Despite that, the imps kept their distance, almost as if they were afraid of something that lay beneath the surface. Rainbow Dash was either oblivious to the strangeness of their behavior or smart enough to not press her luck by questioning it.

“Well? I'm standing right here!” she snapped, taking another step forward. The imps opened their mouths wide and screeched at her, then flapped their wings and took off like a swarm of bats, making a hasty retreat

through the hole in the roof. "Yeah, you better run!" Rainbow Dash yelled after them as they disappeared into the night sky. The minute they were gone she proceeded to pant hard, her legs wobbling and her wings drooping nearly to the floor. "Ugh...I'm gonna be feeling this later, I just know it...Alright, Gilda. It's over. You should be safe here until things calm down enough for the royal guards to come get you. And for the record, Noctis lied to you. I never laughed behind your back...I swear."

Gilda didn't answer, merely breathed heavily as she lay still. Rainbow Dash sighed and turned away from her, flapping her tired wings and slowly ascending toward the ceiling.

"Goodbye, Gilda. I'm sorry things had to end this way."

Gilda raised her head what little bit she could, reaching her talons out for the departing pegasus.

"D-Dash...!"

Rainbow Dash stopped, but did not turn around. Gilda looked longingly at the back of her only friend's head and, at the height of despair, began to cry.

"Why didn't you ever look for me...? Why did you just let me leave...?" she asked through her tears. "I would have forgiven you...I would have...t-taken...you...b-back..."

Gilda's body dropped lifelessly to the floor. As her vision went dark, she thought she saw a blurry blue shape coming down for her.

At least, she wished she saw it.

Gilda's eyes opened. She fully expected to find herself alone, perhaps even in a dungeon, but to her surprise she was outside near a large stream and Rainbow Dash was at its edge splashing water on her

face. Gilda blinked, slowly sitting up. She felt terrible all over, but at least she could move.

“What’s going on? Where am I?”

Hearing Gilda speak, Rainbow Dash looked back and answered plainly.

“I carried you outside the city. It wasn’t easy. You’re heavier than you look, you know, and I’m not exactly in the best shape right now...” Gilda seemed confused.

“Why’d you do that?”

Rainbow Dash sighed and shrugged her shoulders.

“I dunno...I couldn’t just leave you there, not after what you said. Don’t worry about Manehattan, by the way, not that you were. After you passed out all the fire just disappeared. I didn’t see any more of those weird little guys while I was carrying you, either. I guess all that stuff only works while you’re awake.”

Rainbow Dash turned around and lay down to drink from the stream. While she did, Gilda turned her head and let out a puff of air. No fire came out with it. No smoke, even. She’d lost it. She didn’t know if she could still summon those little darklings, but she sure as heck wasn’t going to try.

“So, what...you felt sorry for me or something? You think I want your pity?” Gilda grumbled, narrowing her eyes at Rainbow Dash. The pegasus raised her head, then put her face against her hoof.

“Gilda, stop....Just stop. I’m tired of fighting with you, okay?”

For once, Gilda backed out of the confrontation. She huffed and folded her front legs over each other, putting on her best apathy face.

“So what happens now? You gonna rat me out to the guards?”

“I could do that...” mused Rainbow Dash, looking out over the water. “I probably SHOULD do that, but...I’m not going to.” Gilda was caught off

guard by the unexpected generosity from Rainbow Dash, blinking in amazement.

“Wait, you’re not? Why?”

“I guess I just don’t like the thought of you rotting in some cell...It wouldn’t teach you a lesson, anyway. It’d just give you another reason to hate everything.”

“What are you, my mother?!” snapped Gilda, blushing bright pink. Rainbow Dash sat up, sadly shaking her head.

“You know, I think I get you now, Gilda. I think I get why you’re just so...*angry* all the time. You’ve never had a real friend in your life, have you?” Gilda said nothing, but the moment she realized her vulnerable side was showing she scoffed and turned her head to the side. “I mean, I tried to be one, I really did, but even back in flight camp I always felt like you were keeping me at a distance or something because you were more worried about being cool.”

“So what?” was all Gilda could come back with. Dash didn’t even acknowledge such a feeble retort.

“Look, Gilda, you’ve done some really bad things and you need to disappear for a while. I’m pretty sure that ponies are gonna be looking for you. But if you ever change your ways and start being a little nicer then maybe we could be friends again...for real this time.” Gilda felt her heart flutter.

“Wait, seriously?” she asked with hope in her voice.

“Yeah, seriously, but *only* if you change. I’m not gonna hang out with a bully.” Gilda put on a grumpy face. She should have known that there’d be a catch. Rainbow Dash fluttered her wings, lifting herself off of the grass and looking back toward Ponyville. “I’m going home...Hopefully I can get back before Zecora’s potion wears off completely, because you really did a number on me and I don’t think I can walk that far.”

“Whatever. Just get lost already” muttered the disgruntled griffin. Rainbow Dash rolled her eyes.

“Ugh. Yeah, yeah. I get it. You’re too cool to care. Gilda, I’m trying to give you a second chance now since I didn’t give you one back then, okay? I could get in a lot of trouble if anypony ever finds out that I let you go, so don’t screw this up. Just think it over. I mean, what has being a huge jerk all the time ever gotten you?”

Gilda had no answer as Rainbow Dash rose above the trees and flew away into the perpetual night.

The walls of what was once the royal palace shook violently under the assault of Noctis’ rage. For the better part of an hour now it had been roaring and spewing black fire while it drifted throughout the citadel, smashing everything it could get its bony hands on. Luna had thus far allowed Noctis to have its tantrum without interruption. She had no idea why it was so angry, but she didn’t care to ask while it was acting the way it was.

“HOW?! HOW ARE THEY COMING BACK!? WHY DO THEY STILL HAUNT ME NO MATTER HOW MANY TIMES I DESTROY THEM?!” it screamed as it oozed its way back into the throne room, ripping large handfuls of black marble out of the giant door frame. Though Luna had resolved not to put herself in the middle of things, Noctis’ loud question intrigued her to the point where she simply had to.

“What are you carrying on about?”

“Don’t act like you don’t know! The Element of Loyalty! We felt it! We felt it in that pegasus when she put herself between us and that worthless griffin!”

“We? Who is we?”

“Gahhh! Shut up! Stop trying to confuse me!” Noctis yelled, clutching its head in its claws. *“This is all part of some plan, isn’t it?! The other*

Elements of Harmony have probably already returned, haven't they!? How did you do this?! WHAT ARE YOU HIDING FROM ME, LUNA?!"

"Me?! How could I hide anything?! You can see my every thought! And what could I possibly do from in here?!"

"That's just what you WANT me to think, isn't it?! You want me to believe that the elements can just revive themselves even after I reduced them to dried up husks! I know they can't! You're behind this somehow! Or maybe Celestia...! What if she set up an intricate plot before her banishment to ensure my downfall!? You'd be in on it! That's what it is, isn't it?! You're BOTH conspiring against me! ADMIT IT!"

"You need to calm down..."

"Calm DOWN?! All this time you've spent attempting to provoke me and NOW you tell me to CALM DOWN?! Why else would you want me to do that unless I'm right!? You know something! I don't know how but you know something and you've found a way to keep it from me!"

"All I know is that the only thing Equestria needs less than a tyrant is a mad, paranoid tyrant! Now settle down! I don't know what's happening to restore the Elements of Harmony, but it only proves that there's no point in trying to erase them! They'll just keep coming back, but if you put an end to all of this now then there will be no need for you to face their judgment again!"

"And where would you have me go, Luna!? Back to the moon?! Back to the Everfree Forest to barely sustain myself on the bland, tasteless magic pervading the air?! No! I'm not going back to that! I'M NOT GOING BACK!" it vowed, slamming both of its fists onto the floor. Noctis' extreme agitation was making the shadowy flesh drip from its body all the more, exposing over half of its black skeleton, but the dark abomination didn't even seem to notice. *"I knew that they would find new hosts eventually...but it was supposed to take years! Perhaps even decades! I was supposed to have already built up a massive army! We were supposed to have already been restored to our former power through the anguish in the hearts of our slaves! They can't come back now! IT'S TOO SOON!"*

“Why do you even WANT to be The Great Darkness again? Don’t you realize that the reason you have no memory of it is because The Great Darkness had no mind of its own? I read books about it! Look through my memories if you don’t believe me! The Great Darkness was nothing but a plague of destruction! Just a legion of screaming lost souls consuming everything they touched like locusts! You think you’re going to rule some mighty empire when you turn back into that? You won’t even have the sense to be aware that you exist! You’ve already started to lose your sense of self...I don’t know if you noticed, but just now you said “we” instead of “I” in that sentence. If you remain on this path you’ll revert back to a thoughtless beast!”

“No! I don’t care! I DON’T CARE!”

Noctis began to grow, spreading out its arms to smash open the ceiling of its own inner sanctum when the room became too small. As it rose higher and higher, its wings spread wide and its gnarled hands reached for the sky, cursing the world beneath.

“The Elements of Harmony will not take me again, do you hear me?! They may be powerful, Luna, but they are not invincible! EVERYTHING has a weakness! EVERYTHING can be destroyed! I may have failed to stop them before, but this time I know just how to stamp them out for good!”

“What is this madness you speak?”

“You shouldn’t have rejected me, Luna! Together you and I could have made something glorious from the ashes of your sister’s rule! You could have been worshiped as a god, but it’s too late for that now! You’ve left me no choice but to cut my losses and start again on another world!” Noctis’ arms lunged out for the moon, a twisted snarl on its face as its fingers slowly began to curl inward, calling forth every bit of dark magic in its entire being. *“It makes no difference what your book said! Never again will the Elements of Harmony decide my fate! Never again will I be at their mercy!”*

Luna felt a violent tug in her heart. A feeling of absolute horror came over her when she recognized it as a sensation caused by her own moon raising spell being used against her will.

“What are you doing with the moon!?”

*“I no longer have time to wait on your subjects, Luna! I must regain my power NOW! If spreading years of suffering all over Equestria will take too long to thwart the elements, then I just have to condense it all into a single event so catastrophic and terrible that the universe itself will wail in despair! I think the combined last screams of every single wretched life on this miserable, forgotten planet as they perish in flames should MORE than suffice! **WOULDN'T YOU AGREE!?**”*

It was just as Luna feared in the pit of her stomach. The absolute pinnacle of madness of desperation.

Noctis was going to send the moon crashing into the planet itself.

“What are you thinking, you lunatic?! You would kill us all just to escape the Elements of Harmony!? You don't even know that this insane plan will work! You're sentencing us to death on a hunch! ON A GAMBLE! Stop this right now, do you hear me?! I order you! In the name of the Equestrian royal family and all it stands for, I order you to release the moon before it's too late! **RELEASE IT NOW!**”

The entire citadel rumbled. The planet itself shook and quaked, fighting against Noctis' attempt to pervert the natural order. It was there, in that moment of feeling the powerlessness of the heavens, that Noctis threw back its head and cackled in mad triumph.

“AHHH HA HA HA HA HAAA! Yes! YES! Resist! Struggle! Fight me with all your might! Reduce yourselves to nothing and then bend to the will of your master! Fall before me in disgrace and renounce all hope! RENOUNCE IT AND DIE!”

The moon flashed bright white, then pink, then a deep red as it was seized by corrupted magic and forcibly pulled from its rightful place in the cosmos. The night sky was tinted a light crimson, an ominous veil to count down the coming apocalypse. Noctis spread apart its arms, basking in the tainted moon's vermilion glow with an eerie calm.

“Look at it, Luna...Isn't it beautiful? Finally all of your previously meaningless lives have a purpose. Through your end you will bring about

my beginning... You will be part of something eternal... Consider that my gift to you, my dear princess."

From within the darkness, Luna was crying.

"You monster...How could you be so cruel...?"

"Ohh, don't be sad, Luna. Can't you feel it? Can't you feel the moon coming to deliver us from this lowly existence? It will be here soon, and then your pain will be over. It should take about forty hours, from what I'm sensing... Yes, that feels right. You should celebrate, Luna...in forty hours you'll never know sorrow or loneliness again..."

Luna could not even listen anymore. She could only weep for her subjects, for all life.

In only forty hours they would all be gone.

In forty hours their whole world would cease to exist.

Lumina's eyes shot open. The little white foal was sweating intensely, and amidst the perspiration a single tear rolled down its round cheek.

"No...You fool...What have you done...?"

"Hey! Lumina!" came Twilight's voice. She sounded excited and she was running quickly up the hill that her teacher sat on, approaching from behind. "I did it!" she proclaimed, too happy to notice how deathly still Lumina was. "I finally did it! I cut through the boulder! I just closed my eyes and I thought real hard about all my friends and about how much I loved them and how much I wanted to help them and when I opened my eyes the boulder had been split in two! Come on! I'll show you!" Twilight turned around and began to gallop back down the hill, but she stopped and looked over her shoulder when she noticed that Lumina wasn't following. "Hey, what's wrong? Are you meditating or something? Did I interrupt?"

“Noctis...It has done something...horrible...” said Lumina. Twilight’s smile instantly faded. She trotted slowly back up the hill and came around in front of Lumina. Seeing the heartbroken expression on the playful little foal’s face deeply disturbed Twilight. Her eyes were wide and her voice was shaking when she dared to question that look.

“Wh-what’s going on? You’re scaring me...What happened? What did you see? Is everypony okay? Are my friends...?”

“Noctis has reached a level of insanity even I couldn’t have predicted...It has become so afraid of the Elements of Harmony that it has summoned the moon itself to destroy your world in the hopes of destroying them with it...” Twilight Sparkle backed up until she tripped over her own hooves and fell onto her rump, her mouth hanging open and her chin quaking.

“N...no...No, please...Tell me that isn’t true! Tell me this is some kind of mistake!”

Lumina lowered its head. “I am sorry, Twilight...but it gets worse.” Twilight felt herself become angry at Lumina, even though it was just the bearer of bad news.

“WORSE?! How could it possibly get worse than THAT?! What more can you torture me with?!”

“Noctis believes that the death of an entire planet will revive The Great Darkness...and I fear that it could be right.”

“The Great Darkness?! Isn’t that what we’ve been trying to fight against this entire time?!”

“No, Twilight!” snapped Lumina, which made the unicorn flinch. “The being you know as Noctis is not even a fraction of what it once was! The Great Darkness was an entity of nearly infinite power that had no thought or desire other than to drift through space and devour anything in its path! Entire planets would disappear in a matter of hours! The Elements of Harmony were the only thing capable of stopping it, and even then it took the additional sacrifice of two alicorns just to split it into pieces! Twilight...if

your world dies the Elements of Harmony will die with it. Do you realize what that means?!"

"N-no...?" Twilight said, trembling uncontrollably.

"There are other worlds out there besides yours, Twilight! If the Elements of Harmony are destroyed there will be nothing left to stop The Great Darkness! It will move from planet to planet and star to star, swallowing up everything until eventually the last spark of life in the entire universe is snuffed out!"

"No! Stop! Please! I can't take this anymore!" begged Twilight, dropping to the ground and covering her ears. She tried not to cry, as she knew she had already shed too many tears, but it was simply too much for her to bear. "Why are you telling me this?!" she yelled, glaring at Lumina. "Don't you think I'm under enough pressure already without knowing that the entire universe is suddenly riding on my back?! Why would you do this to me?!"

"Because I have to!" said Lumina without skipping a beat as it quickly stood up and stomped one of its little hooves down in front of Twilight. "You have to understand! You have to know that under no circumstances are you to ever, EVER give up or surrender, no matter how hopeless it may seem! We are no longer talking about an empire of darkness or even the global decay of your world! We are talking about the utter annihilation of existence itself! To even acknowledge failure as a possibility is not an option, Twilight! We only have forty hours, and the darkness has to be defeated in that time no matter how high the cost! Even if you and your loved ones all have to lay down your lives, it MUST be stopped! It WILL be stopped!" Twilight Sparkle stood up, shocked by Lumina's demand.

"N..no! It's one thing for me to give my own life but I won't sacrifice my friends! I refuse! There has to be another way!"

"You don't have a say in the matter, Twilight! Your friends are insignificant when stacked against the rest of the universe! You have to do what's right! This is not the time for you to be selfish!"

As Lumina's harsh words sank in Twilight's teeth clenched with barely restrained outrage and her hooves dug into the grass. She scowled down at Lumina with a disdain previously reserved only for Noctis itself.

"You...You...! I HATE YOU!"

Lumina was stunned into silence. Twilight briefly reached up to wipe her eyes, angrily flicking her tears off to the side. She was done crying. No more.

"You had no right! You never had any right to put all of this on us! On ME! Even if you are somehow the reason I have my magic, that doesn't make it okay for you to ask something so horrible of me! It doesn't make it okay for you to use us all like tools! What's even worse is that we have to let you do it anyway! You led the darkness right to us and now we have no choice but to dance to your tune if we want any chance to survive! We're trapped because of you! Let me ask you something, Lumina...when you first came to our world and met our precursors, did you tell them about any of this before you gave them magic and doomed everypony to this nightmare? Hm? Did you even ask permission?!" Again, Lumina had nothing to say. Twilight huffed. "No. I thought not. You may not be evil, Lumina...but you're still not good."

Twilight turned from Lumina in disgust. Its cute exterior was nothing more than a ruse to her now and she did not wish to look at it. "Forget it...There's no point in doing this now. I only have forty hours and I can't waste them arguing with you. Just give me that one shimmering star spell or whatever it's called and send me back. There's probably all kinds of magic you still haven't shown me but I'm simply going to have to make do because I'm not staying here with you. Don't worry about what I'll do; I won't let Noctis win. I'll stop him if it's the last thing I ever do, but if I'm still around when this is over I want you out of my life...forever." Lumina looked away, unable to even face the back of Twilight's head.

"Very well, Twilight Sparkle...I will honor your request. You deserve that much. I know that you're angry, but please try to understand that I couldn't stop the darkness alone. What I did was necessary for the sake of all living things, but even so...I'm sorry. I never meant for things to get this bad...I never wanted you to suffer like this...I chose your kind all those

years ago because you had the purest hearts...and because I loved you the most..."

Twilight Sparkle sighed. She would have liked to say more on the matter, but she had already frittered away too much time. "I need to concern myself with Noctis right now. Hurry up and show me that spell. I have to get moving."

"Yes, of course...but there is still one more thing..."

"Oh, what now!?" groaned an impatient Twilight. Lumina came around in front of her and sat down. Though it was hard to look her in the eye, what it was about to say was of the utmost importance.

"Listen to me, Twilight. If you choose to ignore everything else I've ever said, then make this the one thing you hold on to...Never lose hope. You already know that the darkness gains its power by killing hope, but ours will be gained by bringing it back. Always remember that...Remember that your strength will come from your friends, from your neighbors, from every pony who truly believes in his or her heart that the sun will rise again. Keep that hope alive, Twilight...Cherish it. Nurture it. Help it grow."

"I...I will..." promised Twilight, sobered by the weight of Lumina's words.

"Good. Now then, it's time for your final lesson...It's time for you to receive my power. Are you ready, Twilight Sparkle?"

Twilight Sparkle slowly sat down. She knew that as soon as her lesson was over she would be thrown into a battle where there was a good chance she would not live to watch the sunrise with her friends. She thought of them as she closed her eyes. She thought of Spike, Rarity, Fluttershy, Pinkie Pie, Rainbow Dash, Applejack, Princess Celestia, and even Owolescious. She owed them absolutely everything for showing her the magic of friendship. If giving her life to save theirs was all she'd be able to do to repay them...then she'd do it with a smile.

"Twilight?"

Twilight calmly opened her eyes, filled with a strange inner peace.

“I’m ready.”