

In Tooth and Mane

By Aquaman52



Table of Contents:

Episode 1: Malice In Wonderland

Chapter 1	3
Chapter 2	21
Chapter 3	49

Episode 2: Idle Hooves

Chapter 1	68
Chapter 2	86

Episode 1

Malice in Wonderland

Chapter 1

He had always thought it ironic that his favorite time of day was night. Even before the Sickness, even before his Rose had wilted and the Princess had betrayed him, leaving him to this heavenly curse of a life lived in shadow, he had always loved the night. Always loved the freshness of the air, the breeze whispering in the trees bordering the paths in the Palace gardens; always loved the solitude of silence, the almost physical noiselessness that stretched taut across his ears and behind his eyes. Always loved the moonlight cresting over his back and making the coarse navy hair and silvery mane covering it sparkle like earthbound stars. The moonlight was his favorite part, actually. It had been his name, his calling. His identity.

There was no moon out tonight. It didn't matter, though: he hadn't been Moonlight for a long time now.

The cloaked figure moved quickly but silently, his deep blue horn giving off a dull glow just bright enough to keep the overgrown path beneath his hooves visible to him and him alone. There was no need to hurry, of course, but all the same he kept his pace swift. Even after dreaming of this day for years, even after imagining his final plan so many times that the image of his triumph was all he saw when he closed his eyes in the morning, he still felt a shimmering bubble of excitement floating around in his chest. Tonight was the night he would finally do it. Tonight would be the beginning of everyone else's end.

The path narrowed, and he forced himself back down to a walk. Uncontrollable anticipation wasn't a good enough excuse to risk breaking his neck reaching the place. In any case, it couldn't be more than a quarter mile off by now, assuming the map he'd taken from that decrepit old pegasus in Stalliongrad with the wooden eye and the missing wing was

accurate. In truth, he felt he'd done her a great service in ending her life as painlessly as she did. Direct contact with the back of her skull, and a quick jolt sent straight from his horn to her central command center of her brain. Total annihilation of all electrical impulses in a single moment, and complete cerebral shutdown in the next. Like flipping the switch on a study lamp. She wouldn't have felt a thing. More than she deserved, considering the stories that had led him to her.

But that internal debate could be saved for later, when time itself would have no meaning to him. He had arrived.

The Fortress of the Four. The bastion of all things unknown and unsavory to the common colt or filly. The Palace of Malice, as some yokel had apparently called it long ago in a fashion that had caught on with far too many of the ponies he'd spoken with over the past eighteen years. Whatever you wanted to call it, the name itself didn't matter. Nothing outside those crumbling walls mattered. What was inside, what would be inside...*that* was what he had come for. That was where all his research and all his careful planning would finally come to fruition.

He had never felt so alive in his entire life.

The Fortress was deserted, as he had every reason to expect it would be, but despite that assurance he still entered slowly, mostly out of reverence for the colossal structure. The outer walls were thirty feet high and carved out of what appeared to be obsidian, and the towering castle beyond them seemed to reach up to the sky and then melt into it, the tip of the impossibly tall tower in the center piercing straight through the clouds and into whatever wonders lay above. It'd be quite a climb to reach the top, but it wouldn't even be close to the hardest part of his journey here. Without another thought to the matter, he continued forward and trotted into the cavernous main hall.

Once he was safely within the confines of the pitch-black foyer, the unicorn allowed a bit more power to seep into the tip of his horn. The growing light threw twitching shadows all over the black and white-speckled marble, each one shifting shapes a thousand times in the blink of an eye. He ignored them all, and kept moving onward, towards the back of the hall.

Twenty paces in, left at the pedestal, up onto the landing and through the first door on the right. The key is in my right front pocket.

The rusty hinges shrieked with complaint, but the shrouded unicorn showed no signs of sympathy. Pausing only to shut the door tightly behind him again, he jogged briskly up the steep and spiraling steps, absentmindedly counting each one while his heartbeat raced inside his throat. After two minutes, his count had reached three hundred steps. Fifty-eight steps later, he came to another door, this one very different from the first. It was a good deal thicker and braced with what had once been sturdy iron plates, and all across the dusty wood were carved ancient symbols and figures that the archaeological teams back at the University would've given their left hooves to get a gander at. Grimacing at the thought, he pushed the door open unceremoniously with his hoof, making a mental note to get rid of the door as soon as possible. The fewer reminders he had of those pretentious, nosy, infuriatingly close-minded *scholars*, the better. And the fewer reminders he had of the fact that he had once been one of them himself, the best of all.

He wasted no time in moving into the circular room, a distinct sense of intrusion upon something he was not meant to see permeating his nose and the back of his neck. As he reached the center of the tower, he shrugged off his hood, revealing a lengthy black mane that swept back majestically from his forehead and managed to give off a lustrous gleam even in the inconsequential light from the softly glowing horn poking out from inside it. The rest of the cloak fell to the ground a moment later, and he flicked his tail in appreciation of being freed from the unwieldy garment, his cutie mark—a rose of fading crimson with a single petal missing—shifting in tandem with the rest of his flank. The place was right. The time was perfect. Now all he had to do was cast the spell.

He had written down the incantation many years ago on a dog-eared scrap of paper torn out of his study planner—amazing, how diligently he had once maintained the thing—but he had read and reread the sixteen lines on it so many times since then that the proper words were burned into his memory as deeply as the new name he had chosen for himself upon his renouncing of his former life. He turned to face the door, brought himself up to his full height, and when he opened his mouth and channeled every ounce of power he possessed into the base of his horn, he didn't hesitate for even a fraction of a second.

O, ye devilish damn'd steeds

Of hateful blood and wicked creed,

Rise up from black eternity

And forward gather unto me

As soon as the first words left his lips, all motion in the surrounding forest seemed to stop. The air inside the room grew warm, and the crackling scent of ozone began to fill his nose. It was working. Something was stirring.

Sinful arrogance, unkempt fire,

bloody wrath and mad desire,

idleness and cravings dire:

'Neath thine hooves this world expires.

The stones in the walls hummed with energy, and the ceiling quivered with barely restrained power. Beneath his hooves, the floor of the lofty chamber began to glow, thin lines of light snaking out from the circle he was standing in towards the far edges of the room.

Seven names in whispers told,

Seven fearsome fiends of old;

Let thy broken wings unfold

So all colts thy strength behold.

A distant rumble set the tower shaking, ancient dust showering down from the girders and beams that had been keeping the roof of the tower aloft for thousands of years. In the back of his mind, he wondered whether the prehistoric spire could even handle the treatment he was putting it through, but the raw, nearly uncontrollable power coursing through his body was enough to whisk that concern away as quickly as it had come. There could be no stopping now. Not when the ceremony was almost complete. Not when he had almost succeeded.

He hunched his shoulders and steeled his legs, his head and horn throbbing with light. He finished the spell through gritted teeth.

Now come, O creatures fierce and fain,

Your vengeance o'er this land shall rain;

For command ye I, in tooth and mane:

In darkness ye shall rise again!

Abruptly, the rumbling stopped. For a long, terrifying moment, all was still.

And then, a deafening explosion rocked the tower and sent its lone occupant careening off into the far wall. When he dared to open his eyes again, he saw that he was still alive, and that the room around him was still intact. And what he also saw, in perfect accordance with the description of the spell's result he'd read about so long ago, was an ethereal golden ring extending outwards from the tower and spreading in all directions.

For the first time in twenty years, he allowed himself an unfettered smile. The spell had worked. The Call had been sent. Step One of his plan was complete.

Yes. Step One was complete. Next would be Step Two: The Collection. And then after that, Step Three: The Awakening. And after that...

After that...Step Four.

The Ascension.

The navy blue unicorn watched the golden ring fade off into the horizon. Yes. The Ascension. The End of Days. His moment of ultimate and everlasting glory.

His smile grew bigger. The Era of Celestia had ended, and the Era of Luna would never begin. This would be his era. His dominion. His world. The blue unicorn parted his lips, and the light from his horn faded away into nothing.

And in a deserted tower in the middle of an uninhabited, unexplored, and virtually unknown forest, he threw back his head and laughed. (~)

• • •

"Spiiii-ike..."

No answer. Of course there was no answer. Why would there be an answer? It wasn't like the pint-sized, purple-scaled little baby dragon had been living with her for, oh, roughly *his entire life*.

"Spike!"

A fuzzy blue lump on the floor beneath one of the bookshelves moaned and shifted away from her. A limp, scaly hand oozed out over the edge of the basket it had been contained in just a moment before, but didn't make any further motion beyond that.

"*Spike!*"

With a much louder groan this time, Spike yanked his limb back inside his basket and threw off his blanket with an impressively loud huff. "Maybe no one ever explained this to you, Twilight," he grumbled. "But the reason why they invented snooze buttons for alarm clocks was so you could actually *snooze*."

"The library's been open for an hour, Spike! You were supposed to be reshelving all the books we took out yesterday!"

Spike took a cursory glance at the teetering stack of books piled by the desk Twilight used for late-night reading sessions. The pile was at least three times as tall as he was. "Must've slipped my mind..." he muttered as he fumbled for the blanket he'd kicked off just a moment before. Twilight suppressed her groan by grinding her hoof against her forehead.

"Oh, just forget those! There's something more important we need to take care of!" she said, trotting forward to the messy shelves beneath their bedroom loft. "Do we have any books on theoretical physics?"

"On...what?" Spike replied groggily, his emerald eyes hidden behind tightly shut eyelids.

"You know, physics. How stuff moves?"

"Do I even want to know why you need a book on diacritical...whatever?"

The answer to that kind of question was usually "no", but that rarely stopped Twilight from telling Spike anyway. "Pinkie Pie accidentally put the wrong ingredients in this morning's cupcake batch, and now the cupcakes are bouncing all over Sugarcube Corner. And they bounce faster every time they hit something, so I need to figure out how to get them to slow down quick before...*Spike!*"

An exaggerated snore gave her all the explanation she needed as to why Spike was no longer paying attention. Allowing herself a small eye-roll this time, she decided it wasn't worth the trouble to get him up again and started searching by herself. Her horn glowed with bluish-purple light as she levitated book after book off the well-worn shelves, reading the titles to herself as they passed by her nose.

"*Applied Chemistry*, no. *The Wild Wonders of Outer Space*, no. *Memory Disorders and How Not to Forget Them...*" Her brow creased into a puzzled look. "Definitely no." A few more rejections were added to the growing heap behind her before a thick book with a silvery gray cover caught her attention.

"*If It's Probable, It's Possible: Physical Science and The Principles Behind It*," she read off the pristine spine. "Good enough," she conceded after a moment's deliberation, floating the book over to one of the few free spots on her desk.

She had just cracked the textbook open to the first chapter—*Electrical Attraction: How Does It Work?*—when she heard the distinct fluttering of approaching pegasus wings. She had just enough time to wonder what could've possibly inspired Rainbow Dash to be moving so quickly so early in the morning when the entire library shook with the impact of something heavy and fast against the stretch of wood to the left of the door.

"I'm innocent, officer!" Spike yelled in a panicked voice, bolting straight up in bed as the sudden noise brought him forcefully out of Dreamland.

"Ow..." a muffled voice groaned from behind the door. Twilight shut her eyes and heaved a sigh. No chance that she'd have time to get through this

book now. Or be able to get anything productive done for the next half-hour. At a minimum.

There was a moment's pause while the pony outside collected herself, and then Twilight's visitor proceeded to knock politely on the door to announce her presence. Another quiet sigh escaped Twilight's lips. "Come in!" she called out.

"Package for Miss Twilight Sparkle!" came her visitor's immediate reply as she stepped inside. The voice belonged to a cloudy gray pegasus pony with a yellow mane and eyes to match, neither of which were pointed directly at Twilight like the rest of her face was. Her given name was Ditzzy Doo, but the nickname around town for her was a bit less flattering, and one which Twilight had to constantly remind herself not to use in front of her. If she could've found the dictionary among all the clutter, Twilight was fairly certain that the definition for "clumsy" would have a picture of Ditzzy right next to it. Same went for "spacey" and "bubbly"; her cutie mark even reflected the latter trait. As for her eyes, she had some kind of genetic condition that gave her that wall-eyed look, Twilight had been told, and as far as that went some days were apparently worse than others. Today was obviously one of those days.

"Please, Ditzzy, just call me Twilight," Twilight said with a forced grin. She'd told Ditzzy that at least a dozen other times. Ditzzy's answer on the thirteenth was no different than the other twelve.

"But 'Miss Twilight Sparkle' sounds so much more professional!" Ditzzy replied happily, as the package on her back slid off and hit the floor with a thud and what sounded like the tinkling of breaking glass. "And being professional is what I like best!"

"And that's very mature of you, Ditzzy, but you really don't have to do that...every time you come in here," Twilight continued, her voice trailing off into a low tone near the end of her sentence. "After all, we are fr...neighbors." She forced another smile, though this one petered out quickly.

For some reason, Ditzzy found Twilight's last statement hilarious. "Silly filly," she giggled, flapping somewhat erratically over to Twilight's side and leaning hard up against her. "We don't even live on the same street!"

"Oh, yeah...heh, heh..." *Thank Celestia.*

"But that's no biggie," Ditzzy went on as she flipped over and rolled onto her back, her wings splayed out beneath her and her eyes pointed—well, sort of—up at Twilight's chin. "'Cause 'friend' is a much funner word than 'neighbor'." Ditzzy's lips turned up into an innocent smile. "We are friends, right, Miss Twilight Sparkle?"

Twilight's face went blank. "Uh..." *Subject change. Now.* "What's in the box?"

Ditzzy craned her neck back to look upside-down at the package she'd dropped a moment ago. "Oh yeah, that!" she said excitedly, completely forgetting about her previous train of thought and giving Twilight a chance to let her shoulders unwind from her narrow escape. "I don't know. Mail ponies aren't allowed to look inside the mail. Boss says that's illi...ille...against the rules, or something."

Twilight gazed at the box, particularly at the "THIS END UP" arrow that was now pointed towards the far wall. "It wouldn't, by any chance, be my special-order genuine crystal Ancient Legends of the Far East figurine set sent all the way from Bangkob, would it?" she asked with what she thought was a very impressive degree of composure.

Something shifted inside the box, and more clinking glass was heard. "Oh..." Ditzzy mumbled, her grin more apologetic than cheerful this time. "Oops."

"Never mind," Twilight said brightly. "I'll just...order another set." She sighed, and gazed back resignedly at the physics book. "For fifty bits per model..."

"Hey, what'cha readin'?" Ditzzy shouted much too close to Twilight's ear, looking curiously at the open book on her desk. It didn't seem like she had moved across the floor as much as just materialized right next to Twilight.

"Something I should *really* get back to," Twilight replied as she pushed her forehead into Ditzzy's side and slid her on her still planted hooves towards the door.

"Ooh! Can I help?"

"That's very sweet of you, Ditzzy, but this stuff is pretty advanced and I don't read very well when other ponies are in the room with me." Twilight cut Ditzzy off at the head of her next exclamation. "So if you could just come back sometime later, I'm sure you could..."

Twilight was still trying to think of something that Ditzzy could possibly help her with when she heard the explosion. It sounded too distant to have come from inside Ponyville, but even still it was powerful enough to rattle the windows of the library and send a few more loose books shivering off their shelves. For a long moment, even Ditzzy was silent.

"What was that?" the gray filly finally said in tandem with a once-again awoken Spike.

"I don't know..." Twilight answered honestly. "But it didn't sound good." She turned to Spike. "Spike, keep an eye on the library for me," she said, to which she received a throaty grunt in reply. "Ditzzy, have you seen Applejack or Fluttershy in town this morning? I want to go check this thing out."

"Um..." Ditzzy said, screwing up her eyes and knocking a hoof against the side of her head in concentration. "I think Applejack's selling apples in the town square, and Fluttershy's with Rarity at the salon. And Pinkie Pie is..."

"With the cupcakes, yeah," Twilight finished. "I guess that'll just have to wait for later...what about Rainbow Dash?"

"She's...she took the morning off!" Ditzzy remembered suddenly, to her own delight. "Yeah, she went out to that little clearing outside Whitetail Wood to practice flying or something. And I saw a buncha little fillies follow her out, those ones with the cool red capes!"

The Cutie Mark Crusaders, Twilight reasoned, her mind filling in the blank left by Ditzzy's spotty memory. She wasn't too surprised that they were with Rainbow Dash; Scootaloo was Dash's biggest admirer, and made no secret of it to anyone who asked and most ponies who didn't. What did surprise her, though, was that Rainbow Dash was with the Cutie Mark Crusaders. She wasn't usually comfortable at all with younger fillies; most of the time, she either stuck with the ones her own age or, more often than not, flew solo. She must have taken a liking to the little orange speed demon.

"Well, she's probably in the middle of something out there," Twilight concluded with a shrug. "We'll fill her in later, I gue-"

A strangled cough cut through Twilight's organizational reverie and turned both her and Ditzzy's attention to Spike, who was lying haphazardly in his basket as if he had just fallen into it. He glanced over at Twilight for a moment, then hiccupped and belched out a burst of green fire that soon condensed into a tightly rolled slip of paper sealed with the emblem of the Palace.

"A letter from the Princess?" Spike said quizzically as he picked the scroll up off the floor where it had fallen. "You think it's about that explosion a second ago?"

Twilight's better judgment told her that it was much too soon after the event for Princess Celestia to be writing to her about it and that it was much too far away from Canterlot for it to concern her, but despite that she still felt a certain sense of foreboding about the contents of the letter. Answering Spike's question with a noncommittal shrug, she levitated the scroll out of Spike's hands and unsealed it in midair, letting it hang in front of her eyes as she skimmed over the text inside.

"What's it say?" Ditzzy asked, looking at the page from a dozen different angles in an attempt to see it past Twilight's head. "Was it aliens? A meteor?" She gasped ecstatically as another thought occurred to her. "An explosion at a muffin factory?"

Ditzzy's jubilant mood gradually died away as Twilight remained silent, still engrossed in the Princess's letter. The paper was quivering ever so slightly now. "Twilight?" Ditzzy said unsurely. "What does the letter say?"

Finally, Twilight lowered the page. She looked at neither Ditzzy nor Spike, and the expression on her face was grim. Her eyes were wide, but it was a long time before either of her companions realized what it was that filled them.

"Twilight?" Spike said nervously. After far too long of a pause, Twilight looked up at Spike and locked her eyes in his.

"We need to find Rainbow Dash," she said. "Now."

...

"Puh-/leeeeeease, Rainbow Dash?"

Rainbow Dash tried desperately to hide the smirk tugging at the corners of her lips. "Hmm...I dunno," she said pensively. "I had a big training day yesterday and I got an*awful* lotta stuff to do later..."

Dash looked down and gave a playfully haughty look to the grinning orange-coated, purple-maned pegasus balancing on the fronts of her hooves beside her, the little filly's developing wings stretched taut with excitement. "Oh, fine," Dash said, finally letting out a grin to match the gaping one spreading across her fellow cloud-dweller's face. "But just this once."

"Awesome!" Scootaloo shouted, with considerably more excitement than her similarly sized companions. "Operation Cutie Mark Crusader Cloud Clobberers is a go!"

"Um, Scootaloo..." the smallest of the third young fillies, a pure white unicorn with a curly pink-and-purple striped mane, said nervously. "I don't know if this is such a good idea..."

"Aw, c'mon, Sweetie Belle!" Scootaloo pleaded. "She's just gonna show us a couple cool cloud-kicking techniques."

"But we can't even fly..." the third member of the crew, a cream-colored earth pony with a thick Southern accent and a red mane bright as a shined apple, pointed out.

"Well, we couldn't make candles either, Apple Bloom..." Scootaloo muttered under her breath.

"Hey!" Apple Bloom shouted. "You said you thought bein' Cutie Mark Crusader Candlestick Crafters was a great idea! And we got all that wax outta your mane anyway!"

Scootaloo turned around to glare to Apple Bloom. "Eventually..." Apple Bloom added meekly.

"Sounds like you fillies need a little bit'a inspiration," Rainbow Dash interjected. "And I know just the pony for the job..."

"Who?" Sweetie Belle asked, ignoring or most likely just not aware of Scootaloo's huffy groan and eyeroll.

"Well, if you really wanna know..." Dash began to say before snapping her wings open and bolting into the sky. "Just look up!"

As the Cutie Mark Crusaders watched in awe, Rainbow Dash ascended into the clouds at a fantastic speed, keeping her motion in a tight spiral to help give her climb an extra punch. She broke through one, two, three clouds before reaching the apex of her flight, right above a giant fluffy cumulus she'd been eyeing ever since she had come out here this morning and found Scootaloo and her friends waiting for her.

"So, they wanna see some cloud clobberin', huh?" she muttered to herself. Technically, she was on break this morning, but one of the best parts of weather patrol was keeping the sky free of clouds whenever and wherever anypony desired it. And if there was one thing that would get Rainbow Dash off her tail and out in the sky, it was the prospect of showing off for another pony. She knew it. Everypony knew it. And why?

"Because I'm awesome, that's why," she said, flaring her wings and splitting her face into a maniacal grin. Not even a second later, she was diving at full speed towards the spot she'd just left, a straight vertical descent that brought tears to her eyes and blurred the woods around her into a jumbled soup of green and brown. She didn't have enough height for a Sonic Rainboom, but there were plenty of other things that she could do to blow these little ponies' minds. And the first *thing* on her list was what she was about to do now.

About fifty feet off the ground, close enough for her to see the looks of terror in Apple Bloom and Sweetie Belle's eyes and the unbridled adoration in Scootaloo's, she tilted her wings ever so slightly and pulled up into a ten-G turn, her hooves skimming the grassy forest floor for the briefest of moments. She then used her momentum to rocket into a set of tight corkscrews and barrel rolls that ended with a Cobra roll back in the direction of the Cutie Mark Crusaders. Sweetie Belle had to know where to look now; who wouldn't after that display?

Rainbow's eyes narrowed as she dove quickly down before pulling back up again, this time completing her motion with a hundred-foot-high aerial loop. In the distance, she heard a faint yell of amazement. That would be the Cutie Mark Crusaders, picking their jaws up off the ground. Dash's head was pounding with the force she had subjected herself to in the last minute, but she wasn't even close to being done yet. She couldn't finish her act on something as simple as that; anypony worth their wings could do a loop-de-loop. No, she needed something bigger, something a hundred and twenty percent cooler than anything these fillies had ever seen before. And suddenly, in mid-overbanked turn, it came to her.

The Buccaneer Blaze.

She'd been planning on saving it for the Grand Galloping Gala, but after going through that whole night without using it once, she needed to make sure she could still pull it off. Well...maybe that was an exaggeration. Of *course* she could pull it off. But better to just go ahead and check, right? Right. Piece'a cake.

Dash flapped up to one of the few clouds still hanging in the mid-morning sky after her routine and crested over it, brushing her hooves through it and sending a shimmering spray of rainwater flying out into the abyss of open air around it. With a freshly made rainbow glowing in the mist behind her, Dash pulled in her wings in and went into a steep dive, her eyes closed in concentration. This would require perfect timing, perfect control, perfect everything. The best tricks always did. She waited for three seconds, counting each one off in her head as the wind screeched beside her ears, then snapped her eyes open again. She stretched her legs out, unfurled her heated but still energized wings... (~)

And spun out into a freefall as a deafening explosion blew every thought in her head into grit.

Rainbow Dash's eyes buzzed back into focus just in time for her to see the canopy of the forest rushing up at her from less than thirty feet away. With a panicked yell, she threw her wings out as far as they would go and just barely managed to avoid what would have surely been a painful crash landing. Once she had gotten back up to a decent height and her heart had slowed back to its normal pace, she stopped in midair and turned towards where she thought the noise had come from, somewhere due east of her

current position. There was no telltale column of smoke or dust anywhere in sight, but Dash's throbbing left ear was positive that the explosion had come from that direction. So where was it?

As Dash squinted into the dawning sun, she noticed a tiny black dot approaching from the air. No, wait, make that two dots. They were hardly close enough to even have shapes, but Dash thought they looked like pegasi. Whatever they were, they were *fast*. In the few seconds it took Dash to take a closer look and confirm that at least one of them had hooves and wings, they had covered at least a mile of airspace. They weren't just fast; they were *insanely* fast.

They must be tryin' to get away from that explosion, Dash realized. Whatever it was.

Dash blinked. Had they really already covered another mile? They were probably even within earshot now. "Hey!" Rainbow Dash yelled at the top of her lungs. "Where ya goin'?"

No answer. Maybe not quite within earshot yet.

"My name's Rainbow Dash," she continued. "What was that explo..."

They were close enough for Dash to get more specific with their descriptions by now. The one on the right, the one she'd been above to see a bit better before, was indeed a pegasus pony, one with a deep greenish-blue coat, a short, spiky gold-colored mane, and what looked like a stack of coins for a cutie mark. The other one was deep black in color, with...

Wait a second...

The pony on the left...wasn't even a pony. It was unlike anything she'd ever seen before: like a cloud, but one made of ugly black smoke. And one that undulated like a rippling pond. And one that was moving much, much faster than any normal cloud had any right to.

"Who are these guys?" Rainbow Dash muttered to herself. She had exactly two seconds to try to think of an answer for that question before the pegasus on the right saw her looking at him. She had another two to wonder why the pegasus wasn't moving to the side before he rammed straight into Dash without slowing down at all.

Dash had had the wind knocked out of her before, but this was the first time it had ever happened four hundred feet above the ground. Pushing past the horrible feeling of emptiness in her stomach, she pulled herself into a glide and managed to make a mostly clean landing in one of the taller trees in the forest. For a brief second, she wondered why the pegasus hadn't tried to dodge around her, but a second after that Dash realized that she already knew. Just before impact, the pegasus had shifted the feathers on his left wing and adjusted his path just a hair inward. Before that, he had been just a hair to Dash's right.

He had been aiming for her all along.

The black cloud passed over her head without stopping, and suddenly Rainbow Dash was furious. Who did he think he was, slamming through her like that like she was just a pony-shaped raincloud? And who did she think *she* was, letting him fly away like that without even trying to give him a piece of her mind? Scootaloo and her friends completely forgotten, Rainbow Dash took off again, her teeth clenched and her eyebrows crunched together in fury. This birdbrain was about to get a major wake-up call, Rainbow Dash style.

These ponies—or whatever the cloud was—were fast, but they didn't call her Rainbow *Dash* because she liked to break stuff in her free time. Or at least, that wasn't the *only* reason they called her Rainbow Dash. In any case, with a bit of effort she managed to catch up with the one that actually resembled a pony within twenty seconds of leaving the tree.

"Hey, jerkface!" she called out, her stomach boiling with rage even at such an extreme speed. "You coulda killed me back there!"

The mysterious pony didn't reply at first, but then without warning he stopped on a tenth-bit. Unprepared for the sudden and significant lack of Jerkface in front of her, Rainbow Dash overshot him by at least a quarter mile before spinning around in midair and zooming back to where the other pegasus had stopped. Dash couldn't help but notice that the other pony seemed to be floating effortlessly despite his wings not flapping nearly hard enough to keep him aloft. She also couldn't help but notice that he was at least twice her size. No wonder their collision had knocked her halfway senseless.

"Well?" Dash growled, staring down the other pony even as her mind began to work out how much weight he had on her. "You got somethin' to say, or should I just go ahead and introduce you to my good friend, Mr. Hoof to the Face?"

The greenish-blue pegasus stayed quiet for a few seconds, then blew out a sigh. "What were our orders, again?" he said to the cloud beside him in a somewhat scratchy, surprisingly high-pitched voice. Make that a *she*. "Come when we're called, go where we're told, and don't stop for anything along the way?"

Dash could've sworn she saw the cloud nod. "Right..." the other pony said as she turned back to face Dash, the most frightening glare the rainbow-maned pegasus had ever seen emanating from her icy silver eyes. "We're gonna have to make an exception to that."

Rainbow Dash had just enough time to throw her hooves up over her face before a vicious kick in the stomach sent her hurtling head-over-hooves four hundred feet straight down. This time, she had no chance of regaining control; it was only due to a conveniently placed tree with enough leaves to slow her fall that her new name wasn't Rainbow Mash. That didn't mean she was in any condition to go charging back into battle after she rolled to a stop beneath a gnarled old sycamore, though. Mostly, she was in a condition to lie crumpled up on her side and wait for the world to stop spinning so she could throw up.

Through ringing ears, Dash heard a flutter of wings approaching her. The next thing she knew, somepony's hoof was at her throat.

"Where do you live..." the silver-eyed pony said, pausing for a moment before adding, "...Rainbow Dash?"

"How do you..." Dash managed to cough out before an immense pressure in her temple silenced all thoughts within her head. When the throbbing stopped, the silver-eyed pony was smiling.

"Ponyville, huh?" she said with a smirk. "How quaint." She looked up at the ever-present cloud-pony-thing, which Dash had only just now noticed was hovering right above her head. "What d'you think, buddy?" the silver-eyed pony called out. "You feel like makin' a detour?" Another nod from the cloud turned Dash's heart to ice.

"Don't you dare..." she tried to hiss with what little air she had left.

"Or what? You'll give us another 'wake-up call'?" the silver-eyed pony sneered, pressing down even harder on Rainbow's throat. The instant Dash began to feel the strength ebbing out of her forelegs, her captor pulled her hoof back from her windpipe and let her slump back to the ground. Gasping for every breath she could fit into her aching lungs, Rainbow Dash was maddeningly helpless to do anything to stop the two monsters who had just attacked her and had now promised to do the same to her adopted home. As she tried desperately to get her hooves back under her, the silver-eyed pony leaned in close and steered Dash's head around with her hoof so she was facing right into those cold, malicious orbs.

"A word of advice from somepony who's been around a bit longer than you have," she said cheerfully. "Don't try to stop us. You won't win." She moved her hoof away again and stood tall. "I don't think I'll be forgetting you, Rainbow Dash," she continued. "You better pray I do."

Rainbow Dash stared as the silver-eyed pony looked around at the lush, fertile landscape of Whitetail Wood. She lifted her hoof, and a floating ball of white-hot flame appeared above the sole.

"I always hated forests," she said with a wicked-looking grin. She gazed at the flame for a moment longer, then threw it into a patch of ferns, where it burst apart into a viscous liquid that set everything it touched ablaze. With a final glance and a chuckle at Dash's expense, she spread her wings and took off, the black cloud following close behind her. Just before the smoke from the fire blotted out the impeccable blue sky, Rainbow Dash saw the pair of creatures rise back up to their previous height and take a sharp turn to the northwest.

They were headed straight for Ponyville.

Episode 1

Malice in Wonderland

Chapter 2

A sudden burst of adrenaline got Rainbow Dash up on her hooves, though a wave of heat and smoke nearly bowled her over again. One look at the unnaturally high flames licking at the surrounding trees was enough to tell her that trying to fight the blaze herself would be pointless; assuming water would even do anything to this stuff, it'd take a whole army of weather ponies to even contain the blaze, let alone put it out. Speaking of which, that unstoppable blaze was still spreading quickly, still moving rapidly across the forest floor.

Still moving right towards her.

Heaving for breath in the thickening haze of smoke and ash, Rainbow Dash pushed herself into an ungainly trot away from the focal point of the fire. The heat lessened a bit as she got farther away, but the smoke never thinned no matter how far she walked. It was almost like the smoke was following her, like a lost puppy looking for the one kind soul who would take him home. Considering what she'd just seen, it wouldn't have been a half-bad guess to say that it was.

Even with the magical fire gaining on her every second, Rainbow Dash couldn't help but stop for a moment as she began to think more seriously about what exactly she *had* just seen. That pegasus, whoever she was, had created this fire right in her hoof and then thrown it like a baseball. It took some pretty strong magic to do something like that, the kind of magic that only an immensely powerful unicorn would be able to pull off. The pony who'd done all this, who'd beaten down the greatest flier in Equestria without even breaking a sweat, wasn't an immensely powerful unicorn. She wasn't even a unicorn at all. She was a pegasus. And normal pegasi didn't do magic.

So what did that mean? It meant something seriously weird was going on right now, and Rainbow Dash would've bet her eighteen-by-thirty inch autographed poster of the Wonderbolts that the explosion she'd just heard had something to do with it. But her head wasn't in any state to come up with a connection between that and those two...whatever they were. She needed time to think. She needed time to figure this out.

She needed to get the hay out of this smoke.

With a great deal more effort than she was used to needing, Rainbow Dash spread her wings and lifted herself up above the treeline, out of the smog and back into the relatively clean morning air. Holy smokes, it was still morning, wasn't it? It had felt like the middle of the night inside that cloud...

With a clear head came a realization that nearly knocked the wind out of Dash for a second time that day. Those two creeps were headed for Ponyville! And she was the only one who knew it, the only one who could stop them. She had to warn somebody, get some kind of defense set up. If the pegasus and that cloud thing made it to town before her, there was no telling what would be left once they were done.

Dash was still in the middle of accelerating up to full speed when a horrified scream punched through the canopy below her and another bolt of memory hit her square in the chest: Scootaloo! She'd completely forgotten about her and her friends, and there was no way they'd get away from that fire by themselves. But she, Rainbow Dash, was Ponyville's last, best hope for survival, and while there was a slim possibility that she might have been able to beat the two other creatures there if it were just her flying by herself, there was no way she'd make it in time with three school-aged fillies along for the ride. She'd have to choose: the whole town, or three fillies who didn't even have their cutie marks yet.

Just leave 'em!, screamed the voice inside Dash's head. *The whole town's gonna go down if you waste your time going back for them!* And Dash was so close to obeying that impulse, until she thought of how overjoyed Scootaloo had been when she had agreed to show off for them. If she had said no, they wouldn't even be out here right now. If they died, it would be entirely her fault.

Just go!

Rainbow Dash shook her head, and began to pick up speed again. Half a dozen yards later, she stopped in midair, let out a frustrated growl, and then whipped around and sped back into the forest.

By now, the smoke had reached the base of the treeline and had spread over at least a third of the forest. The clearing where Dash had left the three fillies were still visible, but because of that she was also able to see that it was empty. They must've run for town once the fire started. Which meant that somewhere in the smoke cloud were three terrified little foals whose only chance at rescue had no hope of finding them.

Dash's brow dropped, and a strangely exciting shiver ran across her shoulders. If there wasn't any hope, then she'd just have to create some. Sucking in one last deep breath, Rainbow Dash pulled in her wings and dove into the cloud. Almost immediately, she wished she hadn't.

With the leaves of the trees trapping most of the heat from the fire, Dash felt like she was flying into a furnace. Her lungs searing even with her mouth closed and her eyes reduced to slits by the smoke, she could hardly even keep herself aloft for longer than a few seconds. She touched down quickly with her eyes screwed up in pain, and in blindness called out in whatever direction she was facing.

"Scootaloo! Sweetie Belle! Apple-"

The words crumbled in her mouth as a fit of coughing shredded her throat apart. "Apple Bloom..." she finished weakly. She tried to breathe in again, and got nothing but a lungful of smoke and another coughing spree for the effort. With a silent apology to Scootaloo, Rainbow Dash spread her wings and kicked her way back into open air again.

She allowed herself a few moments to cough all the smoke out of her system, though it felt like the sickly taste of the stuff would never leave her mouth now. When she had pushed the precious time she had left to rescue them as far as she thought was reasonable, she descended back down into the haze again, wasting no time trying to hover over the ground this time. The moment she touched down, her manufactured hope built on desperation and panic finally earned itself a shred of validity.

"Rainbow Dash..."

"Scootaloo!" Dash shouted back. "Where..." She bit back as much of the cough as she could, but not before something black and shiny slipped out from her throat and sprayed onto the bed of leaves beneath her hooves.

"Where are you?"

"Dash, help!"

"I'm comin'!" Dash replied, stumbling around sweltering ferns and the immense trunks of the forest towards the faint sound. "Hang on, you guys! Just keep talkin' to me, I'll find you!"

Directed by intermittent cries for help from Scootaloo and, once, what sounded like Apple Bloom, Dash finally found the Crusaders huddled against one of the tallest trees in the forest, nearly tripping over them in the unnaturally dark smoke. Sweetie Belle had broken down completely and was clinging desperately to Apple Bloom, who looked like she was quickly approaching her chalky-white friend's level of composure. Scootaloo's eyes were still dry, but the mask of terror across her dirt-streaked face was unmistakable. Her only thought being of escape, Dash started to move towards Sweetie Belle, only to find that her hooves no longer seemed to work properly. Her legs felt like they were weighted down with lead.

The most powerful fear Dash had ever experienced swept through her veins when she realized what was happening to her, and in that moment the smog in her head finally cleared away for good. That psycho thought she could burn down this whole forest with her inside it, thought she would fall like a flightfoal in a thunderstorm. Thought that if she tried to go against her, she would lose. Well, she was going to have another thing coming, because this was Rainbow Dash she was talking about. The greatest flier to ever come out of Cloudsdale. The Element of Loyalty, the one who would never leave another pony behind. Scootaloo's idol and mentor, the one pony that filly trusted to save her when every possible odd was against her.

And if there was one thing she wasn't, if there was one thing that she would never let herself become, it was a loser. Because the only thing Rainbow Dash liked more than racing...

...is winning.

In a single motion, Rainbow Dash bounded forward and threw Apple Bloom and Sweetie Belle over her back, hardly even feeling their weight in the rush of the moment. "You feel good enough to fly?" she shouted over the roaring inferno to Scootaloo, who nodded vigorously. "Then follow me!"

For the last time, Rainbow Dash kicked up off the ground and ascended out of the clouds, catching onto a nearby updraft and using it to put some serious distance between her and the flames below. Beneath her, Scootaloo was riding the same current, her still-developing wings fluttering for all they were worth. But it wasn't going to be enough, and Dash knew it from the start. Scootaloo started coughing almost as soon as they cleared the treeline, and it was only a few seconds later when her strength began to fail her and she began to sink back down again. Rainbow Dash's heart kicked into overdrive as Scootaloo's fear gave way to absolute panic, and just before the weakening orange filly dipped below the smokeline again, Dash swooped down from above and caught her between her front legs, pulling the little pegasus up close to her chest as she held on with her own forelegs with what felt like a vice grip.

"It's okay," Dash said with a grimace, more to convince herself than her three passengers. "I gotcha...I gotcha..." Rainbow Dash flapped her wings harder, and the tendons in her back sang with pain.

I think.

Somehow, Dash found the strength to get them all back out to where the path from Ponyville entered the forest, and with a final stretch out over a sagging oak she landed in a heap on the hard-packed dirt road. For a minute or two, all four ponies lay where they fell, Sweetie Belle still sobbing quietly and Scootaloo's eyes wide as dinner plates. Dash forced herself to break away from Scootaloo's stare and get to her hooves. They had to get back to town. It was surely far too late to prevent whatever was going to happen or—Dash's stomach twisted into a knot just at the thought—had already happened; all they could do now was get to someplace safe and find out how bad the damage was once they arrived. (~)

Rainbow Dash didn't bother to ask if any of the Crusaders could walk. There wasn't any other way they were getting back to Ponyville. "C'mon," she sighed. "We gotta get you guys home."

The prospect of seeing their homes again seemed to break the Cutie Mark Crusaders out of their paralysis enough to get them up and moving. Along the way, Apple Bloom and Sweetie Belle managed to get their emotions mostly in check, though their friend Scootaloo was so pale her orange coat looked almost yellow under her eyes. Rainbow Dash was concentrating too much on putting one hoof in front of the other to devote much thought to the three fillies other than to make sure they were still behind her, but she did pick up on how close Scootaloo stuck to her side the whole way. She also picked up on the fact that not a word was spoken by any of them during the entire long, shuffling trip back into town.

The first thing Rainbow Dash saw when they crested the final hill before the path sloped down into their hometown was the stomach-churning column of smoke rising up above the housetops. The electricity that jolted down her spine was a lot less inspiring this time and a lot more terrifying. As they finally reached the town limits and the central square came into view, Dash broke into a trot that extended into a run, which soon evolved into a full flying sprint. As her wings beat furiously and the Cutie Mark Crusaders stood forgotten behind her once more, all that remained inside Dash's head as far as thoughts went was a steady and pounding chorus of .

Upon entering the square, Dash fell back to the ground and skidded to a halt, the full brunt of what her decision to go back for the Crusaders had resulted in for the town finally fully revealed. Sugarcube Corner lay in ruins, the lower floor charred black with ash and the remnants of the garish upper floor strewn all across the front courtyard and embedded in the walls of the neighboring shops and houses. She didn't see any white sheets covering anything on the street outside, but that didn't mean there hadn't been someone inside when it...

Pinkie Pie.

In an instant, every nerve in Rainbow Dash's body went numb. Pinkie Pie had been working at the bakery that morning. She would've been inside when the silver-eyed pegasus reached Ponyville. She was...

...sitting on the front stoop roasting a marshmallow?

"Hey, look, Rainbow Dash is back!" the bright pink earth pony shouted, popping her thoroughly baked creation into her mouth as she turned and

waved. "Ey, Ain'oh 'Ash!" she finished a moment later, grinning like her world just wasn't quite right without a burning building in the background.

"Well, butter me up and serve me for breakfast," another voice cut in. "Nice to see y'all finally decided to show up."

"Appleja..." Rainbow Dash whispered, her brain still on full lockdown trying to piece together what was going on.

"Been one mare of a mornin' ya missed out here, Rainbow Dash," Applejack continued, seemingly not at all fazed by her friend's slack-jawed expression as she trotted up from near what was left of the bakery. Off in the distance, Fluttershy and Rarity, still wearing their robes from the salon with their manes done up in brightly colored rollers, were watching the efforts of the Weather Patrol's Fire Containment Team as they brought in more clouds to stamp out the last few vestiges of flame. "Where *did*y'all run off to anyh-"

Rainbow Dash's tongue became functional again long before the rest of her head did. "B-but...s-s-silver eyes!" she stammered. "And the cloud thing! We gotta find 'em!"

"Find who and the what now?"

"They said they were comin' to Ponyville! They blew up the bakery! We gotta catch 'em before...we can't just..."

"Uh..."

"Don't just stand there. Sound the alarm! Assemble the troops! Load the cannons! *Do* something!"

"Sugarcube..." Applejack said slowly.

"*What?*" Rainbow Dash screamed.

"What in *tarnation* are you carryin' on about?"

At first, all Rainbow Dash could do was stare. "Wha...but the...bakery..."

"Exploded, yeah."

"Didn't you see what happened to it?"

Applejack shrugged. "All I know's that Pinkie Pie put somethin' funny in her cupcakes this mornin' that made 'em start bouncin' around every which way. Best we can figger, one of 'em hit a gas line."

"I said I was super-duper sorry!" Pinkie Pie assured Rainbow Dash from over by the rubble.

"So...it wasn't the psycho pony and the cloud thing?"

"Don't think so."

"You tellin' me they didn't even come over here?"

"Well, I reckon I saw somepony floatin' around the shop right before it went up, but they were gone once I got close enough to get a gander at 'em," Applejack said, her eyes turned upward in recollection. "I figgered the explosion musta scared 'em off." She turned her gaze back down and saw the look on Rainbow Dash's face. "You feelin' all right, Rainbow?" she asked in the motherly tone she tended to slip into whenever somepony got hurt.

Rainbow Dash sputtered for a moment, but before anything coming out of her mouth could form itself into something resembling words, a piercing shriek from somewhere behind her drew both her and Applejack's attention to a filthy little yellow pony with a tattered pink bow still hanging limply from her scorched mane.

"*Applejack!*" the little filly screamed, already running towards her utterly baffled big sister.

"...Apple Bloom?" the elder member of the Apple clan had time to mutter before being bowled over by her unexpectedly ecstatic sibling, her trademark duster rolling off into the shrubs in front of a nearby house. A similar scene occurred with Sweetie Belle and Rarity a few seconds later, the latter of whom was significantly less ecstatic about her little sister ruining the perm she'd just spent half an hour receiving. As Rainbow Dash's back legs finally gave out and she slumped into a sloppy sitting position, Scootaloo finally entered the square and came to stand by Dash, her lower lip clenched between her teeth and her head swiveling back and

forth scanning the crowd in front of the bakery. There was a long moment where a uncomfortable sensation of pity began creeping into Dash's stomach as she realized that the filly was looking for her parents, whom Dash hadn't seen since she got back. But soon enough, the crowd shifted a bit to expose a red-haired pegasus mare with strong-looking wings and a feathery purple mane that matched Scootaloo's to a T. As the mare turned and saw Scootaloo coated with grime and standing next to Ponyville's equally sullied resident flying expert, the little filly could do nothing but stare. A moment later, though, the spell was suddenly broken. Scootaloo galloped across the rest of the square in a matter of seconds, dove into her mother's chest like it was the last train out of Siregon, and with a good majority of Ponyville watching, bawled like a newborn foal.

Hypnotized by the spectacle that effectively silenced the entire square, Rainbow Dash didn't even notice that Applejack was the first to tear her gaze away. "You mind tellin' me what ya been doin' this mornin', Dash?" she said, nudging Apple Bloom back onto her hooves as she stood up herself. "Startin' with why y'all look like ya just climbed out of a coal mine?"

"She saved us, AJ!" Apple Bloom cut in before Dash could even begin to think of how to explain herself. "Rainbow Dash was showin' us how to be cloud clobberers and she was flyin' really fast and then this weird ol' pegasus hit her and Rainbow beat 'er up but then the forest caught on fire and there was smoke ev'rywhere and Sweetie Belle was cryin' and Scootaloo couldn't fly and Rainbow-"

"Whoa, whoa, whoa, back up a mite," Applejack cut in. "The forest caught on fire?"

"Well, yeah!" Apple Bloom replied. "Didn'tcha see the smoke?"

Applejack glanced over towards the Whitetail Wood, her eyes widening noticeably at the sight of the massive cloud of smoke hanging over the once peaceful grove. In all the commotion around the bakery, she hadn't even looked over in that direction all morning. She turned back to face a faintly smiling Apple Bloom before looking up at Dash again.

"Well, I'll be," she said breathily. "Seems Ah owe ya a debt'a gratitude, Rainbow. That was mighty brave of ya, getting' 'em all of that mess all by yourself."

Even with the only part of her brain still firing on all cylinders being the capacity for basic motor skills, Rainbow Dash still managed to put on a smirk. "Eh, it wasn't too hard," she said. "Just another..."

Rainbow found herself gazing off at the smoke billowing up from Whitetail Wood again, and trailed off as an overwhelming sense of fatigue washed over her. She felt like she'd been awake for days, and her wings hadn't been this sore still her first day at Flight School. What she needed now was one of her patented Rainbow Dash Extra-Strength Power Naps, and how. To be fair, there were very few moments of any given day where she wasn't looking for a chance to sneak in a patented Rainbow Dash Extra-Strength Power Nap, but right now the mere thought of finding a place to take one was all that was keeping her mostly upright. She might've even fallen asleep right in the middle of the square if yet another pony hadn't screamed her name at the top of her lungs. Seemed like that was becoming somewhat of a pattern this morning.

"Rainbow Dash!" Twilight shouted, galloping across the rest of the square and pulling her into a neck-crushing hug just as the sky-blue pony's eyes began to crack open again. "Oh, thank Celestia you're safe!"

"Oh, yeah..." Dash mumbled into Twilight's shoulder. "Morning, Twilight. 'S all good." The pegasus opened her eyes a bit further and noticed Twilight's unexpected companion. "'Sup, Derpy."

"Hey, Rainbow Dash!" Ditzzy replied cheerily, evidently untroubled by the nickname she wasn't supposed to know she had. "Aren't you supposed to be on break?"

Rainbow Dash chuckled as Twilight pulled away. "Can't remember..." she mumbled as Twilight gasped at her first full view of Dash's condition.

"Rainbow, what happened to you?" Twilight asked before vigorously shaking her head. "Never mind, you can tell me later. The chariot from Canterlot will be here any second, and we all need to be on it as soon as possible."

"Canterlot?" Applejack repeated, echoing the sentiment on Rainbow Dash's mind. "What d'we need to go to Canterlot for?"

A look of discomfort passed over Twilight's face. "I'll explain on the way," she said, turning her eyes towards a quickly approaching blob coming from the capital city jutting straight out of the side of the Northern Mountains. "Here they come now. Go get Fluttershy, Rarity, and Pinkie Pie. We can't keep the Princess waiting."

"Do I hafta go?" Rainbow Dash groaned from her now completely horizontal position on the ground as Applejack motioned for the other three members of their group to come over.

"Yes, Rainbow," Twilight sighed. "We all have to go."

"Can I sleep on the way there?"

"Sure."

Rainbow Dash rubbed her forehooves against her eyes and groaned. "Good enough," she muttered.

"Pardon me for sayin' this, Twilight, but you're givin' us a whole lotta orders an' not a whole lotta reasons ta go with 'em," Applejack said as the rest of the group reached the spot where Rainbow was getting a head start on her promised naptime. "What's got your mane all in a twist?"

Twilight glanced back at Applejack for a moment before looking back up at the mountains. "Princess Celestia needs to see us all immediately," she replied. "She said it was too complicated to tell us about in just a letter."

Applejack raised her eyebrows and sucked her lips back against her teeth. "Yep, that'd do it for me, too," she admitted. "When do we leave?"

Twilight turned back towards Canterlot again, just in time to see the chariot sent from the capital city touch down in the middle of the town square. "Right now."

• • •

"So lemme see if Ah got this straight," Applejack concluded after a moment's pause. "You got a letter from Princess Celestia this mornin' after that first explosion way off yonder, that said we all had ta fly up ta Canterlot in a big white chariot so she could tell us all about somethin' that could

decide the entire fate of Equestria as we know it. And that's where we're goin' now."

"That's the gist of it, yes," Twilight confirmed. "There was also the part about it being the gravest threat to our security and well-being that Equestria has ever seen."

"Yeah, no pressure or anything," Applejack grumbled. "What about all that fuss with Nightmare Moon, though? That wadn't a grave threat to our security an' well-bein'?"

"Apparently not as much as this."

"An' that's why you're so nervous, huh?"

"I'm not..." Twilight tried to argue back.

"Sugarcube, if Ah lined six'a ya up together, Ah could strum y'all like a guitar," Applejack interrupted with a soft smile. "'S all right if you're a mite scared. Ah know Ah ain't lookin' forward too much to hearin' 'bout this either."

"Well, Rainbow Dash seems tranquil enough," Rarity interjected from the back of the overlarge chariot as she gingerly removed the last of the salon curlers from her mane. She flicked her eyes for a moment over to the prone pegasus snoring away on her back, one wing sticking out awkwardly from underneath her side. "Although if half the things Sweetie Belle said about this morning are true, I can't begin to blame her."

Applejack just nodded in reply, and all three ponies gazed at the sleeping figure between them with a shared feeling of respect. Nurse White had insisted that she give Rainbow a thorough check-up before allowing her to go dashing off to Canterlot, and although the cyan pegasus had slept through most of the examination, Nurse White eventually concluded that their friend would be fine, though considering the amount of smoke she had inhaled it was almost a miracle that she would be.

Sensing a quiet, solemn moment within a hundred miles of her current position, Pinkie Pie backed off of the railing where she'd been looking for weird shapes in the clouds and forcefully entered the conversation, jumping right in front of Rarity and ending up standing right over Dash's

unconscious form. "Isn't today exciting, Twilight?" she gushed. "I mean, first there were the cupcakes and they were bouncing around all like, *boing boing boing boing...*" In case anyone in the chariot was confused about the complex and multifaceted meanings of the word "boing", Pinkie demonstrated the action by bouncing around the cramped carriage in step with her exclamations. "...and then someone broke an egg and everything went whoosh-*BOOM*, and then the chariot came and we're going to Canterlot and I'm sososo excited because I've never been to Canterlot except for that one time for the Grand Galloping Gala and I've always wanted to go back 'cause it's the most super-terrific-fabulously-amazerful place in all of..." Pinkie sucked in a tremendous gasp in mid-sentence, and a euphoric grin spread across her entire face. "I know! I should sing a *song* about how super-terrific-fabulously-amazerful Canterlot is! Ohhhhhh-

Just before the onset of the first verse, Pinkie Pie's mouth was unceremoniously forced shut by a cyan blue hoof coming from somewhere beneath her. As Pinkie's cheeks puffed up with the unreleased words of her song, the rest of the group looked down between her forelegs to see Rainbow Dash, eyes still closed in what appeared to be peaceful slumber, sticking one foreleg straight up in the air and pressing it calmly but unrelentingly against their pink companion's jaw. Eventually, her cheeks bulging at full capacity, Pinkie Pie hummed something that sounded like, "I'm done now," and with a satisfied nod and a faint grunt, Dash relinquished her grip on Pinkie and tucked her foreleg back up against her chest as the collected words in her friend's mouth squeaked out like the air from a deflating balloon. Pinkie Pie was silent for the rest of the trip.

The group's entrance into Canterlot was, for many of them, the first time they had seen the city without a sheen of celebration over it. The castle grounds were punctuated with gleaming white towers and spacious fields of grass, but much of the city behind it was built of storm-worn gray stone taken from the long-dormant volcano the capital was built over, with some of the older buildings carved right out of the side of the mountain. The farthest reaches of the city were far from bleak, though: the storefronts were painted with every color imaginable and the upper floors of the larger buildings overflowed with natural plant life and carefully manicured rooftop gardens and topiaries. It was a place that radiated a heady sense of life and prosperity, and for the first time in a long time Twilight began to remember how much she had once loved this city. Ponyville was more in

tune with the wild expanses of nature, but at the price of slowing down the pace of life to a sluggish crawl at times. Canterlot never stopped moving, not even at night when the glowlamps came on and joyous music and laughter could be heard on every block until the infant hours of the morning. She wished she could've shown her friends all those things before meeting Celestia, but the Princess had made it abundantly clear in her letter that their trip to the opulent capital of Equestria was for business, not pleasure. As the chariot began its descent into the castle courtyard, Twilight nosed open her satchel bag and floated out the scroll she'd received that morning, the text inside written in a quick, hasty scribble that she almost hadn't recognized as Celestia's:

My Dearest Twilight Sparkle,

It is with the utmost urgency that I request your presence in Canterlot this morning, along with the other five avatars of the Elements of Harmony. I cannot explain anything to the level of detail it requires within this single letter, but let me assure you that nothing less than the fate of all Equestria rests upon your success in the endeavor I will soon ask you to undertake.

I have already sent a chariot to collect you and your friends in anticipation of your acceptance of this invitation. I'm afraid time, as with words, is no longer something we have the luxury of wasting. Should the trip go smoothly, I will expect to see you in my castle as soon as possible.

Yours in good faith,

Princess Celestia

If there had been any doubt in Twilight's mind about the gravity of the occasion, Celestia's addendum of "should the trip go smoothly" would've been more than enough to assure her of it. Twilight didn't have any idea what could've possibly complicated a fifteen-minute flight from the valley up into the capital, but if the Princess thought it was a possibility, then that was enough for her overactive imagination to consider it a guarantee. It also didn't help that the shadow from the angry black cloud over Whitetail Wood was starting to seep farther and farther into Ponyville airspace with every minute that passed. Applejack had been right on the money about Twilight's hooves: she could hardly even feel her ankles for clenching them so hard. The young unicorn had never been so happy to feel solid ground

beneath her as when their chariot finally touched down in Canterlot without a hitch.

As the chariot clattered to a stop and a contingent of golden-armored members of the Royal Guard trotted out to meet them, Applejack nudged Rainbow Dash awake. "Huhwhat?" Dash mumbled blearily, before her eyes widened at the sight of the approaching platoon. "Whoa...check out those duds," she whispered to Applejack as the guards' armor gleamed in the midday sun. "Think I could snag a set while we're here?"

"Ah think it might be best ta keep that question ta yourself, sugarcube," Applejack murmured back. "On account'a they don't look too happy ta see us..."

Overhearing her friends' exchange, Twilight couldn't help but agree. The normally stoic faces of Celestia's guards had a distinctly darker air about them than she was used to, though that darkness didn't seem to be directed at them. She really, really hoped it wasn't directed at them.

"Hey, fellas," Rainbow Dash said brightly as the guards reached the chariot, predictably ignoring Applejack's advice. "Long time, no see! You guys get that application I sent ya last week? You're gonna wanna keep that autograph...you know what rookie cards are worth these days."

The head of the line was not amused. "Let's go," he said to Twilight before nodding for the rest of his colts to fan out into a ring around the exit to the chariot. With a shrug from Applejack and a pout from Rainbow Dash, Twilight led the group out of the chariot and through the courtyard, with Dash, Applejack, and Rarity in a line behind her and Pinkie Pie bouncing along by her side. Fluttershy, who hadn't spoken at all during the entire trip over, was bringing up the rear and trying to make herself as small as possible in the presence of the muscle-bound guards.

For a few blissful moments, Twilight knew where she was; the passageway inside from the courtyard opened up into the back hall of the castle, where she'd spent more than one evening in miserable attendance with the Princess during some social event that she usually couldn't wait to escape from. But soon enough, a pair of guards swung open a thick wooden door for them, and the group entered a maze of passageways that Twilight hadn't even known existed before today. Her best guess was that these

were the corridors the day-to-day personnel of the castle used to get around. And, in this particular case, apparently the Princess herself as well.

Every door they went through had another pair of guards in front of it, and every hallway they walked through was narrower than the last. Rainbow Dash and Pinkie Pie didn't seem to notice the increasing eeriness of their path; Dash was too busy trying to march in step with the guard ponies and imitate their stony-faced glares, and Pinkie Pie...well, Pinkie Pie was Pinkie Pie. Twilight, however, shared a sickening feeling of weightlessness with Applejack and Rarity that only got more potent with every step deeper into the castle they took, a feeling that eventually resulted in all three of them taking protective positions around Fluttershy, who was making no effort at all to hide her distress. By the time they reached one last set of doors with four guards in front of it, Twilight wasn't bothering with it either.

The leader of the group's escort turned to face Twilight. "The Princess is expecting you," he said gruffly. "Don't keep her waiting." Twilight swallowed audibly and bludgeoned her quivering lips into a smile before looking at the doors again. The emblem of the Royal Equestrian Army—a faceless pegasus pony with wings spread wide over a iron-spiked horseshoe—was just barely visible on the spotless wood. She'd only seen that symbol once, in an old history book about the Second Great War. Supposedly, the REA had been disbanded over three hundred years ago. She gulped again. What were they getting themselves into?

"So we just walk in, right?" Rainbow asked, suddenly noticing the fact that no one was moving. When none of the guards deigned to object, she shrugged and scooted around Twilight over to the doors, pushing them both open with raised forelegs. With a heavy sigh, Twilight followed her inside, the rest of her friends sticking close by her tail.

The room they entered quite literally took Twilight's breath away. It wasn't a room so much as a cavern: it was at least a hundred feet to the opposite wall, and the ceiling was so high above their heads that it was too shrouded in shadows for it to be visible. Despite that fact, the room was relatively well-lit, with dozens of candles placed at regular intervals along the walls and in abundance on a large rectangular table in the center of the room with ornately carved legs and comfortable-looking cushions surrounding it. At the far end of the table were the only two ponies in the room. The one on the right was a dark brown, almost black pegasus wearing silver-plated

battle armor and what appeared to be an impeccably trimmed goatee under his somewhat elongated chin. The one on the left was Princess Celestia.

Twilight hardly even had a chance to bow before the Princess interrupted her. "Oh, Twilight, thank goodness," she said. "Please sit down, all of you. We have many things to discuss and very little time with which to do it."

Glancing at Applejack for help and getting only a "your guess is as good as mine" look in reply, Twilight nodded to the Princess and began to trot forward, only to have Rainbow Dash nudge a foreleg into her side.

"Isn't this so awesome?" the cyan pony hissed excitedly. "That's Captain Max!"

"Who?" Twilight whispered back.

Even without looking, Twilight could tell Dash was rolling her eyes. "Geez, Twilight, don't all those books ever teach ya anything important?" she complained. "That's Captain Maximus Thunderhooves over there! The toughest pegasus in, like, the entire world! I heard he has a necklace full of manticore teeth and a belt made of the manes of all the ponies he beats in battle!"

Twilight took another look at the burly-looking commander's neck. "I don't see any teeth."

Rainbow Dash looked too, and bit her lip in deep thought. "He...probably just isn't wearing it right now," she finally said confidently. "Doesn't want to scare anypony too bad. Not that I'd be scared. But Fluttershy probably would. I bet he took it off for Fluttershy."

Twilight thought she did a fairly good job concealing her sigh as they finally reached the end of the table where Celestia and Captain Max were sitting. Out of habit, she took the seat closest to the Princess, while Rainbow Dash unsurprisingly chose to sit right next to the Captain, scooting her cushion over closer to his the instant she was settled down on it. Applejack sat down next to Rainbow, and Fluttershy placed herself delicately between Twilight and Rarity, her back hunched and her overlong bangs positioned to hide as much of her face as possible. Once she got to the table, Pinkie Pie hopped right over the cushion next to Applejack and plopped herself down smack in the center of the table, her immortal smile only on about fifty

percent power. For all intents and purposes, that was the pink pony's "serious" face. After a moment's pause, in which Celestia stared at an oblivious Pinkie and Twilight wished very powerfully for her cushion to be the living kind that would eat her alive within the next second or two, the Princess chuckled softly to herself and stood up to move to the head of the table.

"Thank you all very much for coming," she began. "I know that this was on very short notice, and I'm truly sorry that I couldn't have given you some kind of warning in advance, but as this..." The Princess seemed to have a good deal of trouble thinking of the next word. "...development was something that I was only just informed of this morning, I'm afraid our options have become rather limited."

"And I assure you, Your Highness," the Captain added, much to the silent delight of Rainbow Dash, "that the Guard is communicating and has always communicated everything we know about this event..."

"At the present moment, I see no reason to accuse you or any of your colts of any wrongdoing, Captain," the Princess interrupted, much to the silent outrage of Rainbow Dash. "You would do well to remember that."

The Captain nodded and pressed his hooves together on the table, giving no inclination that he had anything further to say on the matter. A moment later, Rainbow's hooves were pressed together in an identical fashion.

"Miss Celestia...Yer Highness," Applejack said haltingly, her hat clutched respectfully in her hooves. "Mighty sorry if Ah'm speakin' outta turn just now, but yer letter to Twilight here didn't have a lotta details in it and Ah'm...well, Ah'm sure we'd all here like to know what exactly it is ya called us up here for. 'F that's all right."

"It's perfectly all right, Miss Applejack," the Princess replied in a warm tone, though one with a strangely lifeless tint to it. "The last thing we need today is to have our thoughts muddled up in..." She paused as, once again, everyone looked at Pinkie Pie, who was emphatically licking away at a giant red-and-white-swirled lollipop she'd gotten from who knew where. "...petty formalities," the Princess finished as Pinkie noticed all the eyes on her and held the lollipop out in front of her, brightly asking the Goddess of the Sun through sticky, red-stained lips if she wanted a lick.

"I will explain everything in due time, Miss Applejack," Celestia continued as Twilight sent a withering glare in Pinkie Pie's direction that didn't seem to have any effect on the sugar-coated earth pony. "And I'll start by explaining what it is we're fighting against." Another pause, and then Celestia looked to Twilight again with solemn eyes. "What do you know about the Legend of the Four?"

Twilight could see the eyes of the Captain and Rainbow Dash on her, and feel the eyes of the rest of her friends. "Um..." she mumbled, racking her memory for a book to connect to the name. "I know that it refers to a group of four mythical horses who represent the four malevolent forces of the universe. And the legend tells of a time far in the future when the Four will be summoned to this world and bring about..." Twilight's sudden recollection of how that tale had ended struck her dumb for a moment. "The end of the world," she finally whispered. "Is...is that what this is about? Is that legend...real?"

The Princess blinked—a slow, drawn-out affair—and then sighed, an action that seemed to suck the light out of every candle in the room. "At the present moment...no, that's not what this is about," she finally said. "But the legend is very, very real. And if we don't take action now, it may become our reality."

"Then what *is* this about?" Rainbow Dash shouted, unconsciously rising up into the air a few feet before sinking back down meekly into her seat, her downcast eyes twitching fervently back and forth between the Captain and the spot in her lap where her front hooves had fallen. "If it's...not those other guys, I mean," she mumbled, her face flushing pink under the Captain's glare.

"It's about the pony who may try to summon them, Miss Rainbow Dash," the Princess explained patiently. "A pony who may have already begun the process."

A grim silence overtook the table. It seemed that everything knew the question that had to be asked, but didn't quite know how to say it. Even without that fact, though, the pony who finally did speak up still would've come as a shock to nearly everyone in attendance.

"Who is this pony, Your Highness?" Fluttershy said, managing to make eye contact with the Princess for a second or two before looking back down at the table again.

Once again, Celestia sighed. This time, the answer seemed to pain her even when it was just a thought inside her head. "His name was Moonlight Acanthus," she said in a voice almost quiet enough to be considered a murmur. "Born and raised in a dilapidated old farmhouse east of Fillydelphia. His parents died when he was young, and his sister was sick for much of her life. When he came to Canterlot, to my school, he had no living relations left."

The Princess turned in the Captain's direction, but whatever she was looking at wasn't him. "He was...a brilliant student, immensely talented with magic. He won every award, aced every exam...the university president practically gave him the key to his office." Another sigh, this one much deeper than the first. "A few more years, and he could've been my apprentice." The Princess's eyes disappeared behind radiant white lids. "He knew what regard I held for him...how much I cared for him."

"What happened to him?" Twilight asked.

"He fell in love," Celestia replied darkly, as if the words brought up agonizing memories that she would've much preferred have stayed forgotten. "She was another prodigy, lived her whole life in the city. They met at the University, and she...she became his entire life. His passion for her was unlike any I've ever seen. When they were apart, no magic was enough for him anymore."

The Princess blinked, and Twilight realized with a start that she hadn't even thought of the Princess as somepony who *could* cry. "Eighteen years ago, she became terribly sick," she continued, her voice still unwaveringly stoic. "The doctors did everything they could, but there are...some diseases that magic can only do so much to prevent. He tried everything, tore the library apart looking for a cure, but...there was none to be found. She passed away the day before their graduation."

"Sweet mother'a mercy..." Applejack whispered, her eyes wide and beginning to grow wet around the edges. Rainbow Dash showed little emotion on her face, but the muscles in her shoulders were clenched so tightly that her entire upper half was shaking. Fluttershy's eyes were

leaking giant, crocodile-sized tears, and Rarity was nearly beside herself with grief, loudly blowing her nose in an embroidered handkerchief she had yanked out of her custom-made saddle bag. Even Pinkie Pie seemed to be affected; her smile had faded into a melancholy frown, and her ears were pinned flat against her skull.

"I should've foreseen what happened to him," the Princess said. In another first for Twilight, she heard her mentor's voice take on a harsh bitterness. "I should've known that he wouldn't give up."

"But she had already...died, hadn't she?" Twilight pointed out, absolutely sure that she was missing something important. "What else would there be to work for?"

The Princess stared at Twilight for a curiously long time before answering. "By then, Moonlight didn't see things that way," she said. "Put yourself in his hooves, Twilight: the love of your life has died, and all you want more than anything else in the world is to have them back with you, to steal them right off Death's back and drag them back to this plane whether they like it or not. Can you imagine the lengths to which you would go to make that happen?"

"No spell can bring back the dead once they're gone," Twilight answered weakly. "I-I would be sad if it happened to me, but...I would accept that they were gone."

Celestia's lips curled into a wan smile. "It's so easy to say that when it's just something you can imagine, isn't it?" she said in a hollow tone. "I said the exact same thing to Moonlight eighteen years ago."

Twilight no longer had to guess at the pain Celestia was feeling; it was spilling out through every twitch of her mouth, every flutter of her eyelids. "He became convinced that I could bring her back, and I was just refusing to help him," she went on somberly. "He was delusional. He refused to eat, and rarely slept unless his body overcame him or someone forced him back to his room. And one morning, he was gone. Just like that."

"This year was the first time since then that there's been any sign of his presence in Equestria that I could ever confirm to be valid. The rest were rumors, stories told in darkened houses of a bedraggled unicorn driven mad by grief, who called himself Manedrake and wandered the countryside

by night looking for the secret to everlasting life. But six months ago, I received a troubling report regarding the passing of a homeless old pegasus in one of the back alleys of Stalliongrad. She had nothing to her name, no family, no enemies anyone knew about, and yet the autopsy showed that her death was not a natural one. Eventually, someone who lived on one of the streets she frequented pointed out something odd: a small drawstring pouch that she always carried with her was missing from her body when the city guard found her. The same witness also remembered seeing a pony following her that night that matched Moonlight's description in everything but the color of his mane. I believe that Moonlight killed her for whatever was in that pouch. And I also believe that the contents of that pouch may have led him to the scenario we find ourselves in today."

"Which is?" Rainbow Dash asked with only the slightest bit of impatience.

For the moment, Celestia chose to ignore Dash's question, though her rationale became clear a moment later. "Twilight, do you remember anything else about the Legend of the Four? Any parts of the ritual that had to take place for the summoning to work?"

Twilight screwed up her eyes in concentration. "Yes, there was something else, but..." she muttered. "There were...the Seven. Something about the Seven Vices?"

"To summon the Four, the Seven Vices must be summoned first," Celestia finished. "Only with their terrible power combined may be the truest of all evils be awoken. Unfortunately, the knowledge we have at our disposal, of which there is very little, I must admit, does not elaborate on what exactly those vices are, nor how they could be summoned. But the legend was very clear on one thing: that the Call, the portion of the summoning that would awaken the Seven Vices, would take the form of..." The Princess closed her eyes and concentrated on a clearly memorized description. "'An awesome ring of golden light, reaching o'er the heavens in the name of its Holy Master's wrath.'" The Princess turned to face the entire table once more. "Such a ring appeared over Canterlot early this morning."

"Sooo...just to make sure I got everything clear here," Rainbow Dash said, taking advantage of the sudden hush in the room once the Princess finished. "This crazy magic-y guy wants to bring his fillyfriend back from the

dead, so he runs away for eighteen years to go figure out how to call up the biggest, nastiest, evil-est god-type things that anypony's ever seen before, so they can give him all their power and he can go rule the world. And we have to go find him and kick his flank all the way back to Canterlot before he wakes up those freakazoid Four guys and blows up all of Equestria. Right?"

"In a blunt sense, yes," Celestia confirmed.

Without even a second of hesitation, Rainbow Dash's face coiled into her "dangerous" face, the one everyone always saw right before she did something no other pony in the world would've been crazy enough to even think about. "Sounds awesome!" she shouted, floating up from the table again and pumping a hoof in midair. "Where do I sign up?"

"While I appreciate your...enthusiasm, Miss Rainbow Dash," the Princess answered carefully. "I'm afraid this isn't as simple as just asking for a show of hooves for who wants to go." She shifted to face the entire group again. "The reason why I asked that all of you be here today is because you six are the physical expressions of the Elements of Harmony. Although you may not realize it, you are our foremost and best defense against this kind of magic, the kind that fights not in territories or countries but on entire planets. The Captain and I can fight to destroy, but only you can fight to restore. The six of you are the purest embodiments of the Elements that Equestria has to offer, and it is that purity that allows you to tap into the very roots of magic itself, to become more powerful in certain ways that I or Luna could ever hope to be." Suddenly, something odd seemed to register in Celestia's mind. "Speaking of whom..." she muttered before craning her neck around to a far corner of the room that Twilight hadn't even looked at during the whole time she'd been inside it. "Luna, why haven't you joined us yet?"

As Twilight watched with a mixture of shock and amazement, one of the shadows flickering on the wall in rhythm with the sputtering candle beside it sank down onto the floor and then swirled up into the air, eventually forming into a midnight blue alicorn with a lighter blue mane that looked like it had been purposefully swept over her eyes. A quiet gasp of surprise made its way around the table while skipping over Applejack, whose mouth was thoroughly occupied with holding onto Rainbow Dash's tail so she didn't bolt for the newly revealed Princess.

"Oh, I'm sorry, sister," Luna apologized in a breathy, strangely nervous voice. "I-It's just that I wasn't there for any of that stuff you were talking about with Moonlight and all, and I didn't really understand any of the rest of it, so I-I thought it'd be better if I just..."

"I invited you here for a reason too, Luna," Celestia said, finally displaying a completely genuine smile. "You have as much a right to be part of this discussion as Twilight and her friends do. Please, join us."

Luna looked at Rainbow Dash, then at Twilight, then back at Rainbow Dash. As Dash stared back, eyebrows cocked in silent judgment, Luna's mouth dropped open and she stumbled back a step or two. "Oh...I don't know, I-I think I'm okay back here..."

"That wasn't a suggestion, little sister," Celestia continued softly but firmly. With her lip noticeably clamped between her teeth, the younger alicorn relented and took the empty seat next to Twilight, giving a stiff nod to the purple unicorn next to her before staring unblinkingly back at Celestia again.

"By now, I've told you everything I know," the elder Princess concluded once Luna was seated relatively comfortably. "It is now time for you to make your decisions. You all, of course, know which choice I hope you can find the strength to make, but if any of you does not wish to put their life on the line in this manner, you may leave now with my understanding and my blessing."

Celestia's assurance meant nothing, and everyone in the room knew it. Applejack was the first to speak up. "Well, y'all know me," she said wryly. "Somepony's gotta keep Rainbow flyin' straight." She flipped her duster back up onto her head and gave Celestia a determined nod. "Ah'll go."

"I'll go too," Twilight said next. "What happened to Moonlight was awful, but...he needs to be stopped. I can't allow myself to stand by and let him destroy Equestria."

"I'll go three!" Pinkie Pie added jubilantly, jumping to her hooves and sending both Luna and Fluttershy into a flurry of motion to get away from the precariously creaking table. "I bet it's nothing that a smile or two can't fix!"

"Well, I, for one, think this entire state of affairs is just ghastly," Rarity interjected, her eyes still puffy and red and her nose still sounding a bit on the stuffy side. "But I agree with Twilight. If the fate of Equestria rests in my hooves, then so be it."

All five of the consenting Elements of Harmony turned to the sixth one who hadn't answered yet. "C'mon, Fluttershy," Rainbow Dash implored the pink-maned pegasus. "We're gonna need you too for the whole purity magic thing to work right."

Fluttershy looked down at her hooves again and rocked back and forth ever so slightly. "I don't know..." she whispered. "I'm not very good with confrontations..."

With a flutter of her wings, Rainbow Dash cleared the table and came to a hover right in front of Fluttershy's veiled face. "Well, that's a stupid thing to worry about," Dash said, reaching out with one of her forelegs and lifting up the lock of hair that Fluttershy was covering her face with. "If there's any confrontating between here and this Manedrake guy, AJ an' I'll take care of it. You just gotta, y'know, be yourself. Talk to the nice animals, yell at the mean ones, tell us what you're afraid of so we know that it's harmless..." As Fluttershy lifted her hoof and began tracing it along the purple velvet of her cushion, Rainbow Dash noticed Twilight glaring at her and returned the incensed look with one of confusion. "What?" she said. "That's how it always happens..."

Twilight sighed and shook her head slightly before giving Fluttershy a comforting smile. "Everything's gonna be fine, Fluttershy," she said. "I promise."

Fluttershy looked around at everyone, Celestia and Luna included, then gave the tiniest of nods. "I'm really scared," she said, a bit of body imbued into her words this time. "But I'll go."

Twilight couldn't help but notice the relief that swept over Celestia's face the moment Fluttershy agreed to go with her friends. "Then it's settled," the Princess said, taking on the regal tone Twilight had always known her to have. "The ponies in the Arithmancy labs should have been able to calculate the rough size of the golden ring's arc when it reached Canterlot by now, and from that get a general idea of where it originated from. If the sources we've consulted are correct, the ritual to summon the Four should

take about a week to complete, assuming Moonlight is only working with himself and the Seven Vices. You'll have until then to reach him and put an end to this. At that point, the Captain and I will have mobilized an attack force that will move on the location the Arithmancy labs have provided for us with or without your assistance. Is that clear?"

In other words, if they hadn't reached Manedrake in a week's time, Celestia's distraction for them would become a suicide mission and their entire world would meet a most likely violent end. Twilight nodded her understanding.

"Good," Celestia nodded back. "I'll have the chariot prepare for your return to Ponyville. I expect you'll take care of any business you have there with all due haste."

Twilight took that as their cue to leave, and with another nod and a disjointed bow to both Princesses, the six heroes of Equestria began to make their ways toward the exit. But just before Twilight reached the double doors they'd come out from just a short while earlier, she heard a voice behind her speak up one final time.

"And Twilight?" Princess Celestia called out. Even after she had the attention of the motley crew of ponies that every one of Equestria's hopes for survival now rested upon, she still hesitated to continue for a moment. "The Seven Vices are nothing like the Elements of Harmony that you six personify. The Vices are powers unto themselves. They can, and will, take any form that suits their need at any given time. I have no knowledge of what they may look like, what kind of defenses they may have, or even what specific vices they represent. All I can tell you is to remain vigilant...and to be careful about whom you trust. The bonds between true friends contain a magic more powerful than any one sin could ever overcome, but if you allow these Vices to divide you amongst yourselves and fracture that bond, your fate may be far worse than whatever the Four may do to Equestria. Remember that, and live by it. By the end of this journey, it may be the only way that you can."

Completely unsure of how to respond, Twilight eventually settled for another nod and a quick exit, stage left. Once the doors of the great chamber slammed shut again, a barrage of words gushed out of the younger of the two Princesses.

"Darn it, why must I always act like such a foal when I'm around them?" Luna said. "It's just so...so strange to see them like this, after everything that happened-"

"They have forgiven you, Luna," Celestia assured her sister, gently interrupting her in mid-tirade. "It's high time you learned to forgive yourself as well."

"You keep saying that, and I'll keep saying that it'll take more than a few months to make up for a thousand years of mistakes," Luna grumbled back, although she did stop berating herself after that. When she did speak again, it was in a much more solemn tone.

"Do you think they can do it?" she said. "Do you think they'll stop him in time?"

A myriad of answers long and short flew through Celestia's mind in each blink of her eye, but in the end she settled on the simplest and most terrible of all. "They'd better," she murmured, before turning to Captain Thunderhooves. "I believe we have some troop deployments to oversee," she said wearily, a proposition to which the dark-haired pegasus replied in the affirmative. With Luna in tow, the pair of regal horses, each monarchical leaders in their own right, made their way towards the same door that Twilight and her friends had just trotted through, the larger of the two extinguishing each candle they passed by. By the time they reached the door, only one softly dancing light remained.

Before leaving, Princess Celestia turned one last time to gaze upon the empty room. The war room. And just before the door closed behind her and the greatest fight in the history of Equestria began, a single thought occupied every square inch of her brain.

Please be strong, Twilight Sparkle. Please don't let me make the same mistake twice.

Celestia said none of this aloud, and neither the Captain nor her sister had anything to add either. As the three powerful figures strode out of the war room, the doors closed behind them with a loud creak and a gentle click. As the multitude of locks on the doors engaged of their own accord, the four members of the royal guard outside them fell in step with their departing ponies of interest.

And as the final candle behind the doors flickered, jumped, and then silently vanished, the darkness inside the war room became complete.

Episode 1

Malice in Wonderland

Chapter 3

In retrospect, Twilight probably should've been more prepared for Spike's reaction to her news than she was. To be fair, though, there was no way she could've expected Ditzzy Doo to be of the same mind.

"I promise I wouldn't get in the way!" Spike assured her for at least the third time. "Seriously, I bet there'll be all kinds of stuff you'll need me for!"

"Like if we desperately need some popcorn popped in the heat of battle?" Twilight suggested dryly as she poked around in her desk for a compass.

"Well...yeah, that could be one thing," the desperate baby dragon conceded in an attempt to keep the upper hoof he liked to imagine he had in situations like these. "But what if Rarity gets ponynapped and I'm the only one who can save her? Or what if she gets trapped behind enemy lines, or needs someone to carry her bags, or can't find her scarf..."

"Or stubs a hoof."

"Or stubs a..." Spike's glare intensified for a moment. "Face it, Twilight," he finally said, turning away and sticking his nose up in the air. "In a few days, you'll be back in here begging me to come help you save Equestria." Too caught up in his fantasy to notice Twilight's eyes drifting up towards the ceiling, Spike clambered up on top of a nearby bookshelf and stood regally at the top, chest thrust out and fists planted firmly on his hips. "You'll look up from your hooves and knees and shout, 'Save us, Spike!' And I'll whisper... *whoa-ho!*"

After a second or two of swinging his arms so fast they became nothing but purple and green blurs at his sides, Spike completed his topple off the

summit of the shelf. Just before he hit the ground, a haze of purple energy caught him in midair and lifted him back up, depositing him gently on top of a stack of books a few feet away.

"Sorry, Spike," Twilight said as the light from her horn faded away and a spare bottle of ink disappeared into her bag. "But this will be a very dangerous journey, and the only reason we're going at all is because of our duties as the Elements of Harmony. I'm afraid you'll just have to stay here and take care of the library while I'm gone."

Spike huffed out a loud sigh and crossed his arms again. "I never get to do anything fun," he pouted quietly.

"It doesn't sound like very much fun to me," Ditzy remarked, coming to stand beside Spike. "It sounds like it'd be hairy-scary-crazy-peary. And that's why you need us two to come along. To protect you."

"To protect us?" Twilight mirrored indifferently, still loading various items into her saddlebags without turning around.

"You betcha!" Ditzy answered gleefully. "See, what I figure is that all those Seven Mices-

"Vices. Seven Vices."

"Yeah, those guys. They're all gonna be aimin' for you, right? 'Cause you're the Elements of Harnessing..."

"Harmony."

"So while they're all trying to hunt you down and kill you and blow you up with their laser eyes, me an' Spike'll come swooping in from on high and beat 'em back with our own element...the Element of *Surprise!*" Before she could elaborate any further, the looping flight pattern Ditzy had been absentmindedly taking around the library took an unexpected dive to the right and sent her crashing right into Spike's book stack, which sent them both hurtling to the floor under a dense pile of encyclopedic tomes on battle maneuvers and Equestrian military history.

"Mm-hmm," Twilight hummed apathetically, only half-listening even now. Where had that pamphlet on proper etiquette in magical duels run off to?

"So can we come?" Ditzzy asked as she popped out from beneath the pile, wearing a paperback copy of *Saving Private Ryder* like a hat. "Pretty please?"

"Actually, I...think I might be okay with staying here, now that I think about it," Spike said nervously as he squeezed out from the bottom of the heap. "I'm sure Rarity can handle all those..." He gulped. "...laser eyes without my help."

"And I think it'd probably be best if you stayed behind too, Ditzzy," Twilight said, finally pulling her thoroughly stuffed bags shut with some difficulty. "I appreciate your offer, really, but Spike's got the right idea: there'll be a lot of things we'll come across that you just wouldn't be prepared for. Probably that we won't be prepared for either. I just wouldn't feel comfortable...putting you at risk like that."

Ditzzy still wasn't convinced. "I swear, Twilight, I could just-"

"Please, Ditzzy, just..." The idea that suddenly came to Twilight would most likely turn out to be a terrible one, but it was also one that would provide her a quick and simple way to get Ditzzy out of her mane. "Why don't you stay here with Spike this week and help him look after the library? I'm sure he'd appreciate the help." She risked a quick glance in Spike's direction and was rewarded with an excellent view of the squat purple dragon vigorously shaking his head and waving his hands back and forth in protest.

"You sure?" Ditzzy asked. "Because I could totally..."

"Yes, I'm sure," Twilight said. "Please stay here, Ditzzy? For me?" In the background, Spike slapped his open palm against his forehead.

Twilight was honestly surprised to see how deeply disappointed Ditzzy was. "Oh...yeah, I could do that...I guess," she said with downcast eyes that only stayed pointed in Twilight's direction for snippets of seconds at a time. As Twilight watched and Spike stomped away in frustration, the morose mail pony put on a faltering smile even through her obvious dismay. "For you, Twilight," she said quietly. Still smiling.

Well, that was just great. Twilight finally had Ditzzy taken care of, but it felt like she'd done it the wrong way, like she'd stabbed her in the back in doing

so. Uncoordinated and at times inconvenient though she was, Ditzzy couldn't have been any sweeter if Pinkie Pie had baked her from scratch. But considering what they were going up against and how short time already was, the last thing they could afford to bring along with them was someone as...well, as ditzy as her. For a moment, though, Twilight almost wished they could have.

"Thank you," Twilight said gratefully, trying for Ditzzy's sake to make it clear that she meant it. Feeling that she should say something else but drawing a blank on what else to say, Twilight eventually settled for an awkward nod and a mumbled goodbye to Spike. He didn't even bother to turn around.

"Well, that went wonderfully," Twilight muttered to herself as she willed the door shut behind her. And of course, it looked like she was the first one ready to leave. Now she'd get to stand in the middle of the square for Celestia knew how long while everypony in town stared at her and whispered about what they had heard she was about to do. Like she needed any more reminders.

Thankfully, she wasn't left waiting alone for long. Only a few minutes had passed before Applejack joined her outside the library, with Apple Bloom trailing along a good distance behind.

"You're ready right quick," the earth pony commented with a smile.

"I could say the same about you," Twilight countered. "What are you bringing?"

"Food."

Inside her head, Twilight smacked herself. That would've been a really, really important thing she would've completely forgotten about without Applejack. "What kind of food?" she asked.

"Well, Ah got some apples, apple cinnamon crisps, apple tarts, apple jam, apple muffins, apple noodles, apple mousse, apple coleslaw, apple salad, apple fool...yeah, that's about it."

"That's it, huh?" Twilight couldn't help but say as she stared at the overstuffed saddlebag that Applejack didn't seem to have any trouble carrying.

"Yep...well, and Ah got this too." Applejack shifted around so the other side of her saddlebag was facing Twilight and pulled out a thick spiral of tightly coiled rope, the loose end snaking back down into the bag. "Ah've had this lasso since Ah was just a little filly," she said proudly. "Can't go wrong with a rope that's strong."

Twilight nodded but didn't say anything further; she didn't get the feeling that Applejack was nervous, but maybe the blond-maned workhorse was just better at hiding it than she was. In any case, as long as she was thinking about that subject, Apple Bloom looked pretty well terrified.

Fluttershy was next to arrive, her bags small and colorfully patterned. As she approached the square, a tiny white rabbit no bigger than one of her hooves bounded up behind her with something square-shaped and bulky-looking clasped between his front paws.

"Oh! Thank you, Angel Bunny," Fluttershy said softly as she nosed open her saddlebag for him to shove the object inside. "I've been so nervous ever since we went to see Princess Celestia that I just keep forgetting things. I don't know what I would have done without you getting my things and helping me pack and..."

With an exaggerated sigh, Angel reached out with both paws and pushed with all his strength on Fluttershy's hind hooves. "And reminding me when it's time to go," Fluttershy added meekly as she trotted the last few steps over to join her friends.

"What'cha got there, Fluttershy?" Applejack asked, motioning toward the beige pegasus with a flick of her head.

"Oh...this is Angel Bunny," Fluttershy replied with a smile. She was halfway through a full introduction of her animal companion when the little rabbit slapped one paw over his eyes and used the other to point impatiently at the fresh bulge in Fluttershy's saddlebag. "Right..." she mumbled with another red-faced grin. "Well, I know that a lot of ponies will be counting on us this week and I thought they might like to know what we did once we get back, so I brought this old notebook for us all to write in about what happens while we're going to stop Manedrake. If...y'know, if you think that'd be a good idea..."

"That's...a great idea, Fluttershy," Twilight replied with complete honesty. It was a brilliant idea, actually, enough that she wished she had thought of doing something similar herself. Over the last year, Twilight had heard a different story about how they had defeated Nightmare Moon and restored balance to Equestria from nearly every pony she'd spoken with; what better way to make sure their expedition was properly documented for future generations than to do it themselves as it happened? The sociable side of Twilight was happy to see Fluttershy smile at her friends' approval of her proposal; the scholarly side, on the other hoof, was just about ready to scream with satisfaction.

A small crowd had started to gather by this point, but Twilight found herself not minding as much as she had; utterly enamored with the prospect of penning a travel diary that would be lauded among the greatest works in the annals of Equestrian history, she hardly even noticed when Rarity strutted into view wearing a daisy-laden sunhat atop her head and carrying a bulging set of matching rucksacks, one hanging off each side of her back. Sweetie Belle stuck close to her side the whole way over.

"Landsake, Rarity..." Applejack muttered in amazement. "How many scarves d'ya need for one trip?"

"Well, accessories *are* a girl's second-best friend, you know," the primped-up pony preened.

"Don't reckon Ah see much'a that particular friend'a mine," Applejack remarked with a cocked eyebrow and a small smirk. "You'll have ta reacquaint us sometime."

Rarity coughed out a sarcastic laugh and brought her gaze up to a low simmer. "Honestly, it's a wonder you're even presentable half the time," she grumbled to herself, but with an air about it that made it perfectly clear she had intended for Applejack to hear it too.

"Beg ya pardon, Miss Prissy?" Applejack intoned back. The sudden entrance of Pinkie Pie upon the scene overshadowed whatever response Rarity may have had to the open challenge of her more homely companion.

"Isn't anypony gonna ask me what I brought?" the pink pony shouted giddily, her wide-eyed gaze focused on a visibly shocked Twilight as she hung upside-down from one of the lower-hanging branches of the library's

tree, a cloud of dislodged leaves swirling around her inverted head. Either the branch wasn't very sturdy or Pinkie Pie wasn't very dedicated to holding onto it, though, because it wasn't long before she disconnected from the tree and crashed to the ground, only to pop back up onto her hooves almost before her back hit the cobblestone. Completely unharmed, of course.

"Ah...think we kinda already figgered what you'd bring by ourselves, Pinkie Pie," Applejack said slowly. "Balloons, for one."

"Party favors," added Rarity.

"Streamers."

"Noisemakers."

"Ribbons."

"Bows."

"Cupcakes."

"Hats."

"More cupcakes."

"Confetti."

"Cupcake mix."

"Hot sauce..."

"Annnnnd Wendell!" Pinkie Pie finished, bouncing in between Applejack and Rarity and throwing a hoof over each of their shoulders, an ear-splitting grin on her face.

"Wendell?" Rarity snorted. "Who on earth is Wen..." The unicorn trailed off with her jaw still gaping as Pinkie Pie swung around the object she'd just pulled out of her bag with her teeth.

"Ya gave your toy chicken a name?" Applejack asked in disbelief.

"Doesn't everypony?" Pinkie Pie replied through her rubber-filled teeth.

Neither pony seemed to have an answer to that question, and so all three of them remained silent for a moment or two. Applejack and Rarity shared an expression similar to the one they might have had if a midsize vegetable cart had smashed through their parlor window during breakfast, and then profusely apologized before exiting out the back door. Being thoroughly baffled herself, Twilight decided that the best approach would be to fill the silence with words. Preferably, the kind that made sense.

"So, does that mean everypony's here?" she said, a false display of cheerfulness invading her speech.

"It does now!" Rainbow Dash answered for the group as she descended into the square to take her long-reserved title of last to arrive.

"Ain't ya gonna tell us why you're late this time?" Applejack teased after a moment's delay. The invasion of Pinkie Pie into her stubbornly straightforward consciousness wasn't something that was easily shaken off, it seemed.

"Nap attack," Rainbow Dash replied without hesitation. "Couldn't be helped."

"Okay, well, as long as you're here now..." Twilight began to say before she noticed something odd. "Uh...aren't you forgetting something, Rainbow Dash?"

Dash looked puzzled. "No?"

"Your bags?"

Instead of looking embarrassed or annoyed, Rainbow Dash just smirked. "Bags? Peh...where I'm goin', I don't need *bags*. I got everything I need right here..." She lifted up her right foreleg and let all her friends and a few of the braver members of the surrounding crowd move in closer to see the silver-studded, lethal-looking horseshoe attached to the bottom of it. "Just a little somethin' I got from a guy I used to know at flight school," she said proudly. "Always wanted to try 'em out. This guy, he said he talked to this one other pony who got in a fight with these on, and knocked the other

dweeb's teeth right out of his skull. Those Vice chumps ain't gonna stand a chance, long as I got these babies on!"

"Well, they do look...dangerous," Twilight scrambled to say as Dash let her hoof fall back onto the street with an audible clunk. "In any case, I suppose that means we're all set. So I guess we'll just..."

"Wait!"

Everypony turned to look at Apple Bloom, who was now standing a bit in front of the mass of ponies ready to watch their departure and chewing on her bottom lip. A moment later, a decision solidified in her eyes, and she ran forward to Applejack for one last goodbye. Sweetie Belle took the opportunity to do the same with her sister, as did Fluttershy with a thoroughly irritated Angel. Even Pinkie Pie got in on the act, rearing up on her hind legs to wave an emphatic goodbye to Mr. and Mrs. Cake, who to their credit managed to put on weary but still halfway convincing smiles in return. As her friends reveled in the quiet affection of their families and loved ones, Twilight turned around to watch the library door, waiting for Spike to come running out at the last minute for a final farewell. Seconds ticked away, and the knob remained unturned. She thought she saw Ditzzy pass by an open window on the second floor, but other than that the tree behind her was just that: a tree, unmoving and silent.

This was neither the time nor the place for Twilight to start feeling sorry for herself, but that was the feeling that pervaded her mind all the same. At least Rainbow Dash didn't seem to have anypony wishing her well either, she told herself. Granted, that was a terrible thing to be happy about and thinking of it as one was mostly just making her feel worse, but if you thought about it, Rainbow Dash wasn't the type who would've really cared about having some sort of significant other to see her off. She was probably too busy admiring her hoofwear to even notice what was going on around her now. So it was probably okay, then, for Twilight to feel some sense of solidarity with the polychromatic pegasus. And that made her feel just a little bit...

The sudden gap in the crowd was much bigger than what the size of the pony who had caused it should've warranted. The abrupt silence was probably a stretch too, but perhaps the scene that morning had been a more arresting experience than anypony was letting on. Regardless of how

fitting the circumstances were, all eyes were still on one orange-coated filly with a bandaged left wing and an eerily blank look on her face. All eyes except those of the one pony that filly was staring at almost unblinkingly, the one who was still grinning with slightly mad approval at her newly weaponized hooves. Rainbow Dash.

The cyan pegasus eventually realized what she was missing around her, and in the moment she turned to look up at the little orange filly, time seemed to skip forward past a thousand words left unspoken. Scootaloo broke away from her parents before either of them realized what she was doing, and without even so much as a whimper she threw her forelegs up around Rainbow Dash's neck and hugged her lifelong hero for all she was worth.

Dash's expression consisted of an eclectic mix of shock, embarrassment, and what, oddly enough, looked a great deal like fear. Laughing nervously as she lowered her neck far enough for Scootaloo's hind hooves to be able to reach the ground again, she reached around her admirer's back with her own hoof and halfhearted hugged her back.

"H-hey, Scootaloo," she mumbled. "Er...you're welcome, I guess. For savin' ya and all. So, um...you can, y'know...I mean, this is really nice of ya and all, but could you, uh..."

Rainbow Dash's lips went numb before she could finish her sentence, but Scootaloo got the message and backed off a bit with a somewhat bashful look. The two stared at each other for a moment, and then...

And then Rainbow Dash smiled.

"You're all right, pipsqueak," she said, her normally gruff tone infused with a good bit more warmth than Twilight or anypony else had ever seen from her. "Gotta work on that flying technique, though."

Despite Dash's bluntness, Scootaloo smiled back. "Promise me you'll come back," she said suddenly. "Promise me you'll save them too. Please?"

"No problem," Dash replied. "I promise."

Scootaloo's smile flared into a grin, and then with one last gaze into her idol's eyes she backed off slightly before running back to her parents, who like much of the crowd had tears gathering at the corners of their eyes.

"Oh, come on," Dash muttered under her breath as she took note of that fact. "It wasn't *that* cute."

(1) Feeling every passing second as a nauseating pulse inside her stomach, Twilight swallowed back the sudden lump in her throat—the one that had nothing and everything to do with Scootaloo—and sank back into her inexpressive leader mode before anypony noticed how much she was blinking. "We should probably get going," she said somewhat brusquely. "If we're all ready."

"Ready when you are, sugarcube," Applejack replied, with the nods of three other ponies confirming her statement. After a quick shake of her head, Rainbow Dash took to the air and came to a hover over Fluttershy, her eyes already locked into combat mode. That made five everyday ponies ready to start the greatest journey of their lives, and one confused unicorn who could think of nothing but how much she didn't know about what could happen during it. But that was something to be revealed later, when it would just serve to embellish the rousing tale of their victory. Not now. Not when she hadn't the slightest clue how they would go about achieving that victory. Not when she was scared stiff of admitting that to anypony, least of all her friends who had placed their lives in her hooves. Not when the heat in her cheeks wasn't coming from the afternoon sun.

The crowd had long since spread apart to allow them through by the time they actually started walking. No one there who hadn't been in Canterlot that morning knew what the true reason for their trip was, of course, but rumors had a funny way of spreading quickly and never leaving once they reached the homey village of Ponyville. The explosion and the fire at Whitetail Wood would've been more than enough to get the town talking anyway, to say nothing of their resident heroes' fairly publicized audience with the Princess. The fact that they weren't even waiting until morning to leave was the last piece of evidence anypony in Ponyville needed to convince them that something important was happening, and that it was happening right now. Twilight could see the curiosity displayed on all their faces as she passed, and her years of research and relentless pursuit of knowledge made her ache to tell them everything, to sate those pleading

faces with facts. But the knowledge of what would become of Equestria—of the entire world, she realized with a shudder—if they failed was something that she wished with all her heart that she herself didn't have to be burdened with. The last thing the general population of Ponyville needed or deserved was to shoulder that same weight without her there to explain things further.

So Twilight kept walking, and looked at nothing but the cobblestones between her hooves. And as she and her friends finally reached the outskirts of town and their home began to sink back into the valley behind them, her eyes lifted again to look ahead. To whatever it was that lay over the next hill, around the next corner. To something all her magic and all her strength wouldn't be enough to overcome alone. To something that would require the unyielding trust of her friends in her abilities, and her own unyielding trust in theirs.

And that was the one thought that didn't occur to Twilight as she unfurled the map she had been given just before her brief return to Ponyville and took the first steps down the road to her greatest adventure yet: trust was an easy thing to say she had, but how much of it did she truly feel? How much did the others feel for her?

And how far along the winding ink path on the page in front of her would they have to go before any of them knew for sure? (~)

• • •

All things considered, they'd made good time to the Fortress of the Four, considering their meet-up with that hotheaded little pegasus and all. What had her name been? Rainbow something-or-other. She hadn't really been paying too much attention when she'd cracked open the little pony's mind; mostly, she'd just been looking to scare the living daylights out of the runt.

Rainbow Dash. That was it. Well, by this point Rainbow *Ash* was probably a more appropriate name. Geez, that forest had burned good. She hadn't had so much fun setting something on fire since...well, since the last time she'd set something on fire. *Guess you don't realize how much you miss things unless you go a few hundred years without them*, she'd thought once or twice that day.

In any case, she had arrived now, along with the Living Smokestack himself, who for some reason had been following her around ever since she'd woken up that morning to find herself finally back in Equestria, with a scorched expanse of shattered rock surrounding her and the scent of fresh ozone still draining away from the lightning bolt that had delivered her back into the mortal plane. Hopefully, the bozo who'd summoned them all this time would know a bit more about what he was doing. The last one had skipped a few steps and was already spread across several of the fortress's walls by the time she had reached him. Mr. Cloudy over here said he was like that when he got there too. She had never forgiven him for not saving her a piece or two.

Predictably, the first and only one of them waiting outside the castle when she and Cloudy arrived was Big Brother. He hated being called that, so she made a point of calling him nothing else. Somehow, even after thousands of years it was still funny to see the top of his head spin off into the stratosphere.

"You're late," he said gruffly as she came in for a hard but still mostly controlled landing. He had fallen back on his default form this go-around: reddish-maroon coat, good-sized unicorn horn, flowing bronze mane that looked about as oily as the black marble beneath his hooves, and a cutie mark of an opened eye that matched his own dull red ones perfectly.

"Got chested up by some local out in the boonies," she explained once her hooves were on the ground, in the center of a now deeply cracked square of tile. "You know how it is, Big Brother."

"I would've thought I could say the same about you," he cut back with acid in his voice. His eyes and his cutie mark glowed like rubies now. "And I'm not your brother."

"Technically, we're all related if you look at it sideways. So yeah, you kinda are."

Big Brother sighed and squeezed his eyes shut for a moment. When he opened them again a moment ago, the irises had dried out into a misty gray color. "Get inside," he continued, his attention pointed at the crackling puff next to her this time. "And at least *try* to look like one of them." As Big Brother turned to leave, Cloudy grew a wispy set of legs and contorted himself into a roughly pony-like shape, one which eventually solidified into

an actual earth pony with a jet black coat and a wild, unkempt mane that shifted and shimmered like the embers of a dormant fire. His cutie mark, appropriately enough, was an undulating ball of reddish-orange flame.

"Aw, can't you let him express himself, Big Bro?" his pegasus partner cooed in a way that was sure to infuriate everypony within earshot. "He's so *adorable* when he's just a bitty wittle waincwood. And hey, if he goes postal again, all we gotta do is turn the fan on high."

The pony formerly known as Cloudy grew to nearly twice his previous size in an instant, his pulsating mane dancing around in a nonexistent breeze. "Oh, cool it, Angela," she added in a deadpan a moment later. "No one's impressed."

Now Not-So-Cloudy was three times as big, a feat that the thoroughly amused pegasus reacted to with a yawn and a lazy smirk. A glare from Big Brother quickly brought both of them back down to Earth, though, and with varying degrees of reluctance they both followed him into the cavernous main hall of the Fortress of the Four.

(2) Even in the nearly pitch-black darkness inside the foyer, four other diversely-sized equine shapes were still visible in various parts of the room. So everypony else had decided to show up early too, it seemed. Fine by her. If time had ever held any real weight to her, it would've been the kind of weight that could be easily ignored until she felt it was time for her to start bothering to carry it.

"Even Acedia beat you here this time," Big Brother said with a smirk, using the archaic name for his fellow Vice like he was prone to do way too often. "That local from the boonies must've had quite a chest on him."

"Hey, Big Brother, you see this?" the golden-maned pegasus intoned back, forcing a lethargic expression onto her face without too much difficulty. "This is me giving a-"

"Quiet!" Big Brother hissed suddenly. "The Summoner's here," he continued with a nod towards the back of the room before she could get a chance to speak over him.

With a dismissive snort, the aquamarine pegasus turned to face this millennium's new bozo. He was a kind of scrawny-looking pony, with some

kind of navy blue coat and a black mane that lay mostly hidden beneath an expansive robe of the same color. He was also a unicorn, of course; they were the only mortal ponies with both the magical skill and the alarming lack of foresight necessary to summon the Seven Vices that now occupied the room with him. He also seemed to be in one piece so far, though, so perhaps this most recent power-hungry wannabe had actually done his homework. Regardless, they were all here now, waiting for him to speak.

And waiting. And waiting. *Guy isn't too much of a talker, is he?*, the pegasus found herself thinking at the exact moment he started talking. (~)

"So these are the seven great Vices of ponykind," he murmured pensively, sounding like he either wasn't quite aware that said Vices were standing right in front of him or just didn't care that they could hear him. "Sloth, Gluttony, Vanity, Envy, Anger, Greed...and Pride," he rattled off, directing the last three titles towards Cloudy, the pegasus, and Big Brother, respectively. "To be perfectly frank, I must say I expected something slightly more...intimidating."

Pretentious, too. She could respect that. But not like it. She didn't really think of herself as a mare who really *liked* anypony.

Big Brother held out a foreleg in front of Anger, though the move was purely symbolic; if Anger had really wanted to lay into the cocksure mortal, nothing in this world or any other Greed had ever heard of was going to stop him. "We take whatever form belies the circumstances we find ourselves in," Big Brother explained through gritted teeth.

"And I suppose you thought your true forms would frighten me?" the navy blue unicorn laughed. "There is only one thing anypony truly fears, and very soon I will no longer have need to fear that either. So you'll forgive me when I say that your...aptitude is less than striking thus far."

With a throaty roar that had haunted the final moments of so many mortals over the past few thousand years, Anger's mane fully erupted into a column of white-hot flame, and as the mortal's eyes widened ever so slightly, Cloudy returned with a vengeance, his earthly manifestation dissolving into a billowing maelstrom of fire and smoke that filled the entire front hall of the castle. Thunderclaps rent the air and jets of lava sprayed across the hall at random...and the mortal merely smiled. With another roar, the black and orange mass rushed at him, while Greed watched from behind with growing

curiosity. She hadn't been present for the last time this had happened; she didn't want to miss a second of it this time. The mortal wouldn't even have time to turn that smile into a frown before Anger ripped him into bite-sized chunks.

Except Anger never even reached the navy blue unicorn, because as soon as he got within three feet of the mortal's nose he ran smack into an electric blue barrier that appeared without any warning whatsoever around the still unperturbed unicorn. *Okay, didn't expect that*, Greed had to admit to herself as a gasp rang out from the weaker Vices sequestered away in the shadows. Full-body protection against even the strongest physical and magical attacks...there were very few spells powerful enough to do that, and only one powerful enough to do it against the unbridled power of a ticked-off Vice. This mortal *had* done his homework. As Anger beat relentlessly against the insubstantial barricade, the mortal raised an eyebrow.

"Are you quite finished?" he intoned. The cloud paused for a moment, and then to Greed's surprise, Anger collected himself back into his mortal form, his brutish face twisted with confusion as he snuffed at the ethereal blue force field. "Yes...I think you'll do very nicely," the mortal said in an almost loving croon. Whisking away the force field with a flash from his horn, he stepped past Anger and addressed the entire room.

"Allow me to introduce myself," he announced. "I am Manedrake. I have summoned you all here because I require your...unique talents in bringing forth the legendary Four Horses of Destruction."

It was the same spiel they all heard every time one of their summoners made it far enough through the process to meet them all, but after this mortal's display a moment ago, Greed actually felt inclined to pay attention this time. No one had ever actually completed the ritual he was talking about, but right now it wasn't looking too far-fetched to believe that this pony might be the first to pull it off.

"As you all are undoubtedly aware, the procedure is complicated and will involve a great deal of preparation in order to be successful. The Seven of you will assist me with this and another smaller matter, and when the time comes you will play the roles the ritual demands of you. Understood?"

"All except for that smaller matter," Big Brother replied.

"In a moment, in a moment," Manedrake continued. Now he turned to face Greed specifically. "You encountered some resistance on your way here, did you not?"

"Hardly," Greed scoffed. "And how'd you know th-"

"Magic can accomplish many things," he said, cutting her off like, quite frankly, no one else ever had who'd lived to tell about it. "Inference can accomplish many more. For example, I can infer from the direction from which you arrived and your conversation with Pride that you passed through Ponyville on your way here, a town which has become noteworthy as of late due to the exploits of six of its more prodigiously talented residents. And based on your chosen form, the 'local' you chanced upon was most likely a pegasus as well. A pegasus who, judging by her reportedly rash and confrontational behavior, was most likely a very specific member of that group of six."

As Greed's glare intensified, Manedrake's smirk grew wider. "I can also infer from your expression and what I know of your abilities that you've just attempted to read my mind, and have found yourself unable to do so. Is that about right?"

Every single one of Greed's comparisons to former Summoners fell away. This guy was something else. "The small matter," Manedrake said to Pride again, "concerns those six ponies from Ponyville. The reason they are as well-known as they are is because they have, within the last year or so, become the physical embodiments of the Elements of Harmony."

"Oh, gimme a break," Greed interrupted. "The Elements are small-time magic."

"And yet they were still large enough to defeat one of the most powerful magical forces this land has ever seen," Manedrake countered. "The Elements themselves are hardly dangerous, but their avatars are a different matter. For every spell, there is inherently a counterspell. If they are allowed to discover the counters to your powers, they may very well pose a very severe threat to our operations. At the very least, they could significantly delay the process to summon the Four. At the very worst, they could completely unravel it."

"So what do we do?" Anger growled in a raspy voice, speaking up for the first time since his summoning.

"The avatars were chosen because they are strong at heart and noble to their cores," Manedrake said, his eyes narrowing as he spoke. "They epitomize the very underpinnings of virtuous purity. I need you to corrupt them. By deceiving them, by tricking them, by pitting them against each other and against the morals that give them their power...whatever the method, their strengths must become their greatest weaknesses. Accomplish that, and the Elements will abandon them, as will any leverage they may seek to gain against us."

"Seems like a lot to go through for something that probably won't even happen," Greed muttered.

"I have worked far too long and suffered far too much to be undone by a petty miscalculation of my own strength," Manedrake growled, suddenly incensed. He brought himself back down under control a moment later. "Unlikely as their interference may be, it is still a possibility, and as such we will not hinge whether we succeed or fail on the assumption that that possibility will not become reality," Manedrake explained. "I plan on leaving you to our own devices as far as this matter is concerned, but rest assured that I do so with the belief that it will be taken care of *without* my involvement." He gazed around the room one last time. "You should have no trouble finding them. Don't disappoint me."

With that, Manedrake turned on his hoof and swept out of the room, through a secluded door in the back wall into some kind of private quarters. Everypony remaining inside the echoing hall turned to Big Brother.

"Well, Big Brother?" Greed asked. "What'cha gonna do?"

"What am I going to do?" he repeated sullenly. "I'm going to spread my forces all over this miserable country because our Summoner can't tell a group of children playing dress-up from a legitimate threat." He turned to the smallest of the shadows languishing near the edges of the room. "Just keep them out of the way," he said. "Do what you always do." The shadow gave a slow nod, then began to drift towards the door.

"And you," Big Brother continued, shifting his gaze to one of the larger shadows. "If they get away from her, you know what to do." Another nod

followed his order, and soon enough the Seven Vices had been reduced to five.

"What about us?" Anger asked.

"We're staying here," Big Brother answered darkly. "If anypony's going to waste their time mucking about with those six weaklings, I'd rather it be somepony who knows how to waste time."

(3) His tone making it more than clear that the conversation was over, Big Brother stalked off after Manedrake to see what else their surprisingly capable Summoner wanted them to do. After a moment, the remaining Vices followed, but not before Greed thought back to Manedrake's mentioning of her—what had he called it—"encounter" with Rainbow Dash. So that little firebrand was one of the Elements of Harmony...well, whatever gods were responsible for that mistake, they sure weren't paying too much mind to her now, judging by what was coming her way. A part of her wanted to break away from Big Brother and go add her own particular flair to "keeping them out of the way", but a much larger part of her didn't want to be any farther from Manedrake than necessary. The ability to stop Anger dead in his tracks and the tenacity to use it without batting an eye...now *that* was power, and she could see in his eyes the kind of longing for it that defined her own existence in more ways than one. A few days with a pony like him, a few days to steer him a bit left of center as far as his goals were concerned, and she might very well forget that Rainbow Dash even existed.

Then again, it wasn't like it would really matter whether she remembered the scrawny cyan pegasus or not. In a few days, Rainbow Dash wouldn't remember her either. In fact, if the two Vices headed her way did their jobs right, she'd be lucky if she could remember anything at all. Satisfied with that thought, Greed extended her wings and glided ahead to join the rest of her brethren, but not before one last deliciously vivid thought floated through her head. One that had nothing to do with Rainbow Dash, or anypony else for that matter. Just her. Always her. Just how it should be.

This is gonna be fun.

Episode 2

Idle Hooves

Chapter 1

Applejack had never thought of herself as a worrier. Sort of prided herself on not being one, actually. Some ponies could go from dawn to dusk worrying about one thing or another—a certain highfalutin fashionista came most immediately to mind—and she had never seen the use in wasting her time like that. There wasn't anything on earth that couldn't be fixed with hard work and a good spit-polish, and if it turned out there was, she had already decided long ago that she wouldn't concern herself with it. It made things simpler to think of them as either done or not done, and nothing more or less than that. It felt more productive. More so than worrying, in any case.

And so it was both inexplicable and entirely understandable to Applejack that her stomach had rolled over every time she looked in her friend Twilight's eyes and saw the lids sag lower and lower with every step. They'd walked at least twenty miles in just that first day alone, a total that had come uncomfortably close to wearing out even Applejack. And as Applejack would've told anyone who felt the need to ask, that was no small feat. Which was why it just served to strengthen the prickly sensation of concern in her stomach each time it happened.

She supposed it was because she didn't know what exactly was wrong with Twilight that she was so worried, because she couldn't quite tell whether the things Twilight was thinking about were done or not done. There were many things her friend was, for better and for worse, but one of the few things she didn't have a lick of in any bone in her body was pride. Whatever her reason was for working so hard to cover twenty miles in a day when ten miles would've kept them nicely on schedule, it wasn't anything as simple as wanting to make a good impression. There was something bigger chewing at the straight-laced pony, and it had been biting away ever since they'd left Ponyville that afternoon.

And if only to quiet down both of their nerves enough to let them get some sleep, Applejack was going to find out what it was.

Applejack pushed her hat away from her eyes and back up to the top of her head, then stood. By the time the oncoming darkness had finally forced them to stop for the night, they had already crossed over the craggy mountains west of Ponyville and moved through the overgrown valley on the other side that the six of them had only even seen from a distance once, when they had climbed up to the peak of Mount Hitchell to boot out the dragon napping in the ancient cave at the summit. Where exactly they were now was anypony's guess, but at least the grass beneath Applejack's hooves was soft and the water in the nearby lake was clean. That lake had been a godsend in more ways than one: the only reason Twilight had even agreed to stop once the sun set was because she had nearly fallen into it trying to stumble forward in the uncommonly impenetrable blackness. Once it became clear that they really were calling it a day, everypony more or less collapsed where they stood, and that was where the other four members of the group still remained now. Rarity had mentioned that she packed a tent somewhere in one of her saddlebags, but no one had really felt like bothering to put it up, considering how warm the night was and the fact that every single of them was about to go cross-eyed with exhaustion. Including Twilight.

Applejack picked her way gingerly around Rainbow Dash's outstretched foreleg and walked over to where Twilight had set up for the night. The purple unicorn didn't look like she had fallen asleep as much as passed out, and unwillingly to boot. Her head was slumped against the journal Fluttershy had brought, the faintly lined pages already half-filled with her cramped, cluttered scrawl, and her mouth was hanging open under the loose strands of her mane that had fallen over the side of her face. Her forehead was creased under the strain of a troubled dream, and her snores were quiet like the sighs of a forest canopy shifting in the breeze.

"Twilight?" Applejack whispered, prodding her head gently in the shoulder as she spoke. Twilight snapped to with eyes already wide and lips already spilling excuses.

"Wha...I'm fine!" she heaved back. "Just...just keeping up with the journal here..."

"What'chu still doin' up?"

Twilight shrugged. "I was just..." Her gaze turned back down to the writing splayed across the page. For the first time, Applejack noticed how deeply pressed into the paper the letters were.

"Twi, if there's somethin' you wanna talk about..."

"No, I can't..." Twilight began to say before she cut herself off in mid-sentence. "I'm fine. Just...nervous. About this whole thing. And I couldn't sleep, so I thought I might as well get a start on the log while I'm up. That's all."

Like horsefeathers it is. "What'd ya write about?"

"Nothing."

"Doesn't make much sense to fill a whole book with nothin'."

The tears in Twilight's eyes were the last thing Applejack expected to see. "Sugarcube, just tell me what's wrong," Applejack pleaded as Twilight quickly turned away from her, her eyes squeezed shut and pointed back down at Fluttershy's book. "You can trust me."

Twilight shook her head, but the motion could've just as easily been a shudder. Applejack gave her three seconds to say something, then released herself to the urge *to do* something and wrapped a foreleg around Twilight's back. The purple unicorn might as well have been carved of granite for all that she moved.

"I just want to stop thinking about it," Twilight mumbled after a moment, her voice husky and the tightness in her eyelids seeping away more and more every second. There were a very small number of things that drove Applejack up a tree and ambiguity was about six of them, but at least she had something to go off of now. Sort of.

With her chin propped up behind Twilight's ears, Applejack ended up looking down at the ground in front of them, and that was where she finally noticed a glint in front of Twilight's crumpled saddlebags. She craned her neck forward, and a familiar-looking diadem inlaid with gold and sporting a royal purple gemstone shaped like a star came into view. Applejack wasn't

surprised to see that Twilight had brought the crown she'd received after they had first discovered the full power of the Elements of Harmony; they'd all agreed on the way back from Canterlot that it'd be a good idea to bring their respective gifts, just in case they needed to use them during the journey or after it had ended. But the haphazard way the crown had been shoved back into the bag and the dull patches on either side of the rim seemed to point towards it meaning something a bit more inside Twilight's head. Just another unexplainable thing the kooky filly had done that Applejack was going to have to find an explanation for sooner or later.

"Get some sleep, sugarcube," Applejack murmured, pulling slightly away from Twilight's head to give the unicorn room to get up if she wanted to. She didn't move. "And if ya don't wanna think about...think about whatever it is, just think about somethin' different. Like sleepin'." Landsake, when had the air around her eyes gotten so heavy?

Twilight managed a small smile for Applejack's sake, but neither pony had any delusions about its validity. And Applejack didn't have any delusions about getting a straight answer to her question, either. Biting back the sigh building up in the back of her throat, Applejack turned around and made her way back to the matted-down clump of grass she'd been occupying before. It was funny in a way, Applejack thought, that even after almost a year of grand adventures and unexpected brushes with their greatest fears and deepest secrets, she still couldn't even begin to figure out what her best friend Twilight was thinking. They were like apple trees, the two of them: both growing out of the same dirt and showing off the same leaves, but the fruits hidden in the higher branches were different breeds, with different colors, different shapes...different tastes. Twilight's mind was a kind of apple Applejack had never seen before, and it was beyond her capability to give it a name. All she could do was tend to it as best she could, and keep it happy and healthy and away from things that put this kind of a knot in her stomach.

The last one tended to be a problem much more often than the others, she'd begun to notice.

Applejack finally let out the breath she'd been holding in once she reached her spot in the grass and folded herself down into it. Whatever Twilight wasn't telling her, it couldn't be helped now. Each of them had their talents; one of Applejack's was fixing things that were broken. When she could

identify what part of a pony was broken, she could usually fix that too, and sooner or later that part always poked out of wherever its owner was hiding it. Of course, waiting for it to be revealed usually involved patience, and that wasn't a trait Applejack saw herself as ever having, but Twilight always seemed to bring out the best in everypony. Given that and the fact that Twilight couldn't keep a secret if it was taped to the bottom of her hoof, Applejack figured she could manage well enough until that time.

Applejack closed her eyes, and felt her legs begin to pulse with the gentle numbness of sleep. A few moments before she lost consciousness, she heard a page tear somewhere behind her, followed by the whispering crunch of crumpling paper. The grass rustled as the paper fell into it, a set of hooves gently padded past her ear, and then the night was still.

• • •

"Up and at 'em, everypony!" a muffled voice called from somewhere beyond the comforting darkness of Applejack's duster. "We're burning daylight here!"

"Then get some marshmallows an' make breakfast," Rainbow Dash grumbled as somepony else yawned loudly. "I'm not gettin' up."

The telltale buzz of incoming magic got the hairs on the back of Applejack's neck standing at attention, and Dash yelled in complaint as the grass rustled around her. "All right, all right, I'm...oh, c'mon!"

"What?" Twilight asked.

"The sun's not even up yet!"

Applejack lifted a forehoof and pushed her hat back from her eyes. Sure enough, the sky was still dark save for a faint halo of light outlining the mountains they'd just crossed the day before. "Yes, it is," Twilight argued back.

"No, it isn't!"

"Yes, it...look over there!"

"Sun. *Up*. Means the sun is actually *up* in the sky."

"It is up. We just...can't see it yet."

"I can't see anything yet..."

Another yawn floated out over the bickering. "Oh, do keep your voices down," Rarity begged, her eyes bleary and framed by a mess of violet curls. "It's much too early to be carrying on so."

"Tell her that," Dash growled with half-lidded eyes, flaring out her wings with a hearty flap and starting off towards the lake with her hooves dragging the ground. After a prolonged bout of stretching and a despondent gasp at the state of her mane, Rarity followed suit.

Knew I shoulda cleared things up last night, Applejack thought. She tried to resist the urge to stare at Twilight, and distracted herself by waking up Fluttershy.

"Is it time to go?" the slender pegasus mumbled as Applejack's shadow, now faintly visible as the first rays of true sunlight began to crest over the mountaintops, fell over her.

"Just about," Applejack tried to whisper back before the airspace between them was filled with something blurry, peppy, and pink.

"Absotively posilutely!" Pinkie Pie shouted. "See, the sun's already up!"

Fluttershy craned her neck and squinted over Pinkie's shoulder.

"Um...doesn't the sun have to actually be *up* in the sky for that to..."

"What are you talking about?" Pinkie asked, head bent down low and tail raised and twitching behind her. "It *is* up!"

Applejack squeezed her eyes shut, counted to five, and opened them again once she was a few paces away from round two of that particular debate. For the first time that morning, she chanced a look in Twilight's direction. The unicorn had her knees locked straight and the corner of her bottom lip clamped between her teeth, and her eyes were glassy and sagging with exhaustion. So she didn't want to be up this early either...well, what in the hay did that mean?

It means she's crazy like a fox, that's what.

"You sure ya don't wanna stick around here for a spell?" Applejack couldn't help but ask.

"Wha...no! No, we...gotta go. Manedrake's not taking breaks, is he?"

"He ain't walkin' across half a continent neither."

"I..." Twilight's eyes froze, then hardened to stone. "We're leaving now," she said. "And that's final." Without waiting for Applejack to reply, Twilight trotted down to the lake to hurry along Rainbow Dash and Rarity.

What are you runnin' away from?, Applejack managed to restrain herself from shouting after her. That didn't mean she didn't mutter it under her breath probably loud enough for Twilight to hear, though. With a significant lack of better ideas of what to do echoing in her brain, Applejack got Fluttershy's attention and motioned for her to follow her to the lake. She had a feeling Pinkie Pie would naturally do the same once she noticed that the rest of the group was gone, and for once her prediction of Pinkie's behavior was actually right.

"Let's get a move on!" Applejack heard Twilight shout as they neared the water's edge.

"Just a miiiiinute..." Rarity sang from somewhere off behind a patch of reeds. "You dears finish up breakfast and I'll be out shortly."

"We're eating on the way out," Twilight announced. Rarity wasn't the only one to express her dismay at the prospect.

"But breakfast is the most important meal in a young mare's diet!" she said with great vigor. "Surely you don't mean for us to..."

"Yeah, she means for us to," Rainbow Dash growled as she stalked in front of Rarity. Without even looking in Twilight's direction, she bent over and dunked her head into the water, yanking it back out a few seconds later and sending a arcing spray of water towards Rarity, who with an indignant squeal ducked out of the way in the nick of time. After shaking herself dry—and earning herself another outburst from Rarity—Dash turned to face Twilight, an expression of fuming disdain tainting her magenta eyes.

Twilight was the first to speak. "You ready t-"

"Yep," Rainbow Dash interrupted, her glare not lessening in the slightest.

"All right, then," Twilight continued after a moment's pause. Celestia only knew what that jumble of emotions flashing through her eyes was supposed to be. "Let's go."

No one moved. Eventually, Applejack's protective instincts outweighed her own frustration with Twilight, and she took the initiative. "Y'all heard the pony," she said, moving forward to stand by Twilight. "Time ta clear out."

(1) The standoff was brief, but daunting. After a moment or two more of contentious silence, Rainbow Dash blew the fringe of her mane away from her eyes and lifted off, evading Applejack's glare and ignoring Twilight completely. With a considerably less hostile air about them, the rest of the group soon followed.

Just like the day before, the journey was silent and painfully boring. The valley leveled out into grassy hills after fifteen minutes, and a flat plain after forty-five. Fluttershy proved surprisingly and immensely useful in rooting out the hidden trails cut into the landscape by the wild animals in the region, but the paths were little more than parts in the grass and the horizon looked equally flat no matter how fast they walked. As the day wore on and the unclouded sky grew brighter and hotter, Applejack began to feel her lack of sleep nipping at her hooves and pressing down on the small of her back. The walking was as monotonous as applebucking, but without the satisfaction of seeing your progress; without any idea of how much farther they had to go, it was hard for even Applejack to keep her eyes on the prize.

By the time the sun had reached the top of the sky, the skyline was just as unblemished and uninteresting as it had been when they'd started out that morning. Twilight was looking at her map every ten minutes on the dot, so they had to be going the right way...or were they? For all she knew, the horizon moved away two steps for every one that they took. (~)

Something rustled past them in the grass a few yards away, and Applejack jumped for the hundredth time that day. Without any sense of direction or movement, Applejack felt like she was exposed to everything and anything that wanted to take a piece out of her. She'd never realized that this was one of the reasons she loved working on an apple farm so much: within the sleepy confines of the Apple family orchard, she felt safe, secure,

unthreatened. Out here, there was no cover, no shade, and there certainly weren't any apple trees. Out here, there was the constant feeling of being watched, of being followed. Applejack had never thought of herself as a worrier, but this trip seemed to be proving her wrong.

The grass rustled again. Then again, maybe sometimes worrying was justified. Against the advisement of her aching hooves, Applejack pushed herself into a trot to catch up with Twilight, whose nose was still buried in her magically levitated map.

"How far along are we, Twi?" she asked. A bead of sweat pooled at the rim of her hat, and no answer came. "There anyplace 'round here we could set down for a bit?" Applejack continued with a great deal of fairly unfounded optimism.

"Has anyone seen a big rock around here?" Twilight called out suddenly.

"Yeah, she's right in front of us..." Rainbow Dash muttered darkly, looking away when Applejack hissed back at her to hush up.

"I thought we were lookin' for Manedrake," Applejack replied with a cheesy grin, once it became clear that Rainbow Dash's remark had gone either unheard or unacknowledged.

"The next landmark we're supposed to see is a big rock shaped like a raised hoof," Twilight murmured at a volume that made it difficult to tell whether she was talking to the group or to herself. "We should've run into it by now..."

"Maybe we just missed it this morning..." Fluttershy suggested with little confidence, flinching when Rainbow Dash groaned in response.

"Are you serious?" the rainbow-maned pegasus grumbled loudly, her back arched and her hooves dangling limply in frustration. "Ya mean we're gonna hafta go *all* the way back?"

"Don't be jumpin' ta any conclusions just yet," Applejack replied in place of Twilight, even though her own thoughts were starting to trot down the same path Rainbow's were. "Twilight's got a map, and she knows exactly where we are." Another droplet of sweat trickled down her cheek and slipped in between her lips, filling her parched mouth with the maddening tang of salt.

It also didn't help that she was almost positive she had just seen the grass twitch again somewhere off to her left. "You do where we are, right, Twilight?" she half-pleaded out of the side of her mouth.

Just from looking at her face, Applejack could tell that Twilight was just as lost as the rest of them, but Rainbow Dash didn't give her a chance to admit it. "I'll tell you where we are," she said. "Right in the middle'a downtown Nowhereville, that's where!"

"Ooh, is that what this big field is called?" Pinkie asked. "That's much better than the name I had for it!"

"We've been walking for two straight days, and we haven't even seen one of those Seven Vice guys," Dash continued. "Oh, wait, never mind...we haven't seen *anything*! We're all too tired to keep our eyes open!"

"Keep your voice down, Dash!" Applejack whispered roughly. It wasn't that Rainbow Dash wasn't right; Applejack's head was throbbing something awful and her eyes felt like someone had rubbed sand into them during the night. But she had to get them focused soon, because the grass was moving again and there hadn't been hardly a breath of wind since they'd left Ponyville. Which meant...

"What's the point'a that?" Rainbow Dash snapped back. "No one knows where we are! *We* don't even know where we are!" And before Applejack's outstretched hooves could reach Rainbow's mouth, she had already opened it wide and raised her voice into a furious shout.

"There's nothing out here!"

The last word left Dash's lips just as Applejack tackled her in midair and dragged her back down to the ground, slapping both her forehooves over Dash's mouth. Rainbow would've screamed in protest, if the brief silence hadn't been ended not by her angry retort, but by another rustle in the grass that was much too close and much too loud for Applejack to pretend it was just a figment of her imagination. Dash's eyebrows flew up in tandem with the rest of the group, and everyone stared with frozen lips at the yellowed-dry grassline, right where the echo of Dash's holler told them to look:

...here...here...here...

"Y'all hear that?" Applejack whispered. As she spoke, the rustling picked up again, even closer than before.

"I heard *that*," Twilight said back, her voice distant and nearly hoarse with fear.

Applejack took her hooves off Rainbow Dash's mouth and backed away ever so slightly. Now she could definitely see the grass moving. Now the rustling was a shifting, a pounding of hooves against hard-packed dirt. Rainbow Dash was up now too, her jaw set and her wings spread and bristling for a fight. For a fraction of a second, all Applejack could see was the gleaming silver studs on Dash's shoes.

And then the rustling stopped, the grassline split apart, and out onto the path in front of them walked the most adorable little filly Applejack had ever seen.

The breath Applejack hadn't realized she'd been holding in released itself all at once, and took with it the rest of her strength. As the bone-tired earth pony's legs went weak and the tension in her neck snapped too quickly for her to keep her head up, the filly gave a little cry of surprise. She was an earth pony, with a golden coat and a thick pink mane with the same color and consistency as cotton candy, and the look on her face was less frightened than Applejack might've expected and more bashfully surprised.

"Oh!" she gasped, backing off a bit and revealing something white and flat-looking stamped on her flank where her cutie mark would've gone. "...I'm sorry. I didn't mean to scare you..."

"Eh, we weren't scared," Rainbow Dash immediately assured her. "What're you doin' out here all alone?"

"Oh, well, um..." the filly mumbled, shuffling her hooves and blinking with long, impossibly cute lashes. It was almost strange how much the filly reminded Applejack of her little sister Applebloom...actually, now that she looked again, her mane really looked more red than pink.

"Are you lost?" Pinkie Pie asked. "Do you need directions? The big mountain's that way!"

"I-I'm not really lost or anything," the filly squeaked. "I just...oh, dear, I hope you're not upset."

"Oh, sweetie, why would anyone be upset with you?" Rarity asked.

The filly looked away again. "Well, sometimes other ponies don't want me around," she explained softly. "Sometimes they tell me to go away, because they have work to do and they don't want me getting in the way. I want to help them, really...they just always say it's not the right time."

Various coos and sighs slipped out behind Applejack, and even she had to admit that the little filly was about as sweet as a sugarcube. A little *too* sweet, actually. There was something strange about the little filly...something almost eerie. Like the way her mane seemed to shift colors ever so slightly whenever she moved. And how she was all alone out here in the middle of nowhere when they hadn't seen anything else alive for miles. There was something else too, but...consarnit it, her head was throbbing fit to burst!

With a gentle thump, Rainbow Dash let herself fall to the ground, stumbling a bit as she landed and panting with exertion. Applejack would've asked her what was wrong with her, but a sudden dizzy spell drew all of her attention away to keeping herself steady. "Oh, my..." Fluttershy said. "You must be terribly lonely out here."

"Oh, it's not so bad," the filly said, her voice brightening considerably. "I have lots of friends to play with. Hey, you should come meet them!"

Suddenly, Applejack had had enough. "Well, Ah'm sure glad ta hear 'bout that," she said briskly. "But we got a lotta ground ta cover today and Ah reckon we don't have a lotta time for gettin' off task, so we'd best be getting' on along now..."

"Of course we'll come meet your friends, darling," Rarity interrupted without so much as a by-your-leave. "Oh, and I suppose you'd rather leave her out here in the wilderness to find her own way home?" she continued in a hiss as Applejack flashed a lopsided glare in her direction. "Off task or not, I will *not* allow you to discard the poor dear so hastily. And *no*, we are not discussing this."

"Fine by me. Let's decide on it, then," Applejack growled back. "We're leavin'."

"Geez, Applejack, give her a break already," Rainbow Dash cut in. "Didn't you hear what she said?"

"Her family doesn't even want her around!" Pinkie Pie exclaimed, though still somewhat quietly. "That's so sad..."

"She probably hasn't met any new ponies in weeks...maybe even years!" Fluttershy speculated. "We could just stay for a minute or two..."

"Seriously, AJ, what's the big..." Rainbow Dash's jaw split open into a powerful yawn in mid-sentence. "...what's the big deal?"

"There's somethin' that...that just ain't right about this," Applejack stammered back, swallowing back her own yawn more successfully than some of her companions. "I dunno what it is exactly, but it's...don't any of this seem strange to you?"

Dagnabbit, there was something else Ah was thinkin' about her, and Ah can't remember what it was...

"I'll say there's something strange about all this," Rarity replied haughtily, the rest of her statement preceded by a yawn that was soon deftly hidden behind a foreleg. "That you can even entertain the thought of leaving a filly so young all by herself in such barbarous terrain!"

"That's not the poi...oh, confound you ponies! C'mon, Twilight!"

Even before she started walking away, Applejack had a feeling in her gut that Twilight was going to side with Rarity. It had just been one of those kinds of days so far; no reason for it to change now. "We'll visit your friends for just a little bit, okay?" Twilight said to the filly, whose face lit up with joy.

"Oh, yes, yes, of course!" she squealed. "Follow me!"

An immense sigh of relief sounded out from the rest of the group, and Applejack gritted her teeth together. "Mind explainin' ta me why we're stoppin' now, of all times?" she said without loosening her jaw.

"You said it this morning. We need a rest," Twilight replied.

"Ah said there weren't no reason for us ta be takin' things so fast," Applejack seethed. "I didn't say nothin' 'bout stoppin' for everypony who crosses our path!"

Twilight's eyelids fluttered closed for a moment, then snapped back open again. She wouldn't look at Applejack after that. "Just trying to keep everypony happy..."

"Hey, aren'tcha coming?" the filly called back at them. "We can't keep my friends waiting!"

Twilight apologized in a low mutter, then moved up to the front of the group and led them forward towards the filly, who with another beaming grin disappeared into the grass again. Applejack shook her head, but the fog inside refused to leave. With a resigned sigh and an uncomfortable twinge in her stomach, Applejack followed as well.

Applejack could only assume that Twilight still had an eye on where the little filly was going; all she could see from the back of the line was Pinkie's bobbing pink tail and a distant gap in the grass that she guessed was marking the filly's path. She tried to pay attention to where they were going so they could find their way back later, but every so often her sight would fade for a moment and she'd walk thirty paces in a second, or fifteen paces in two. It seemed like she was even more tired now than she was when they'd woken up that morning, and as much as she knew they had to keep going, the prospect of slacking off with whoever this filly was for an hour or two was looking more and more appealing.

It took a minute for Applejack to fully comprehend what she'd just realized: in the whole time since they'd stumbled across her, the little filly they were all now blindly following to Celestia-knew-where had never introduced herself. Applejack didn't even know her name...and the filly didn't even know any of theirs. What kind of pony would do that? What kind of pony would invite six older fillies to come meet her friends when she didn't know anything about them or even what to call them?

A stupid one, Applejack thought. Or one who ain't plannin' on takin' us to see her friends.

Applejack stopped dead in her tracks and narrowed her eyes. It was time to put a stop to all this, pronto. Unfortunately, the mysterious filly was thinking the same thing.

"We're here!" she shouted gleefully, coming to a halt near a scraggly, almost leafless bush that was the only noticeable landmark anypony could see.

"We're where?" Rainbow Dash mumbled, squinting unsteadily at the filly's fluffy, swishing tail.

"It's just in here..." the filly said, stepping to the side and pushing her nose into a barely visible gap in the shrub. "My friends and I come here whenever we want to be alone together. They're all in there now. C'mon!"

For far too long, Applejack's benumbed brain saw nothing wrong with following the little filly through the gap in the bush and into the narrow, pitch-black tunnel that didn't seem quite small enough to really fit behind it. Even when the thought did occur to her, it kept slipping in and out of place inside her mind, like the surface of her brain had been sanded smooth and the notion was a slip of paper that just wouldn't stay balanced on the top. The darkness inside the tunnel was total and unbroken, and were it not for the spongy and slightly damp soil she continued to walk forward on, she might've thought she was already asleep.

"Up here!" the merry voice of the mysterious filly echoed back from somewhere up ahead. There was light in the tunnel now, a tiny pinprick bobbing in the distance that winked on and off every time somepony in front of Applejack walked in front of it. Applejack stumbled forward with hooves of iron, her eyes fixed on the ethereal speck that widened with every step. A minute or two later, the speck became a dot, then a hole, and then Applejack stepped out into blinding sunlight and entered another world entirely. Where the tunnel ended, paradise began.

Applejack and her friends found themselves standing in a clearing surrounded by impossibly tall trees and carpeted with thick, pillowy grass the color of seaweed. The air was marvelously warm and hung heavy with the overpowering scent of lavender, and the wild fruits that glistened in each tree were so ripe that Applejack could almost taste them just by looking at them. A gentle breeze drew a constant calming sigh from the canopy overhead, the leaves twisted together into ornate patterns backlit

by the midday sun hidden behind them. Applejack felt filthy just entering the place; her weary, dirt-caked hooves burned against the impeccably soft lawn they had no choice but to stand on. She would've looked around more, but by now it was taking every ounce of willpower she had just to force her eyes open far enough to take in what she'd seen just in the first few feet.

"You...live here?" Fluttershy struggled to ask, her voice slurred like her lips were just a half-step behind her tongue.

"Uh-huh," the filly replied. "We all do."

We? The clearing was empty except for the seven of them. We...

"Where..." Now Applejack's lips weren't working either. "Where's your friends..."

"My friends?" The filly blinked, then grinned. "Don't you see 'em?" she giggled. "They're right here!"

Applejack looked around. The ring of trees around the clearing had warped and fused into a solid mass of brown and green. "Huh?"

"Oh, don't worry," the filly reassured her, still smiling. "You'll meet them in a minute or two. Just wait right here, and I'll be back in a second. I've got a super-special surprise for you. You're gonna love it!"

Applejack blinked hard, and the forest reappeared for a fleeting moment. She turned around to face the filly again, but she was already gone and the trees had already swallowed up whatever trail she'd left behind.

"Isn't she just...a doll?" Rarity said through her largest yawn yet. She made no attempt to cover it up this time. "Looks just like...like Sweetie Belle."

"You're c-c...crazy," Dash said, swaying on her hooves like a top at the very end of its spin. "She's a...a dead ringer for Scootaloo..."

"Actually, I-I thought she looked like..." Fluttershy's head sagged, then jerked up again. "Like..."

Without warning, Pinkie Pie's legs folded underneath her, and with a whispery thud she fell clumsily into the grass, the shimmering blades softening her fall and gently supporting her head and neck. The hyperactive earth pony was asleep before she hit the ground. Fluttershy was the next to go, her final attempt at finishing her thought fading away into a dull murmur as she collapsed next to Pinkie.

One by one, the rest of Applejack's friends fell where they stood. The sunlight streaming through the microscopic gaps in the leaves overhead was unnaturally bright now, and as the throbbing ache in her skull began to morph into a searing roar, the light seemed to pulse in time with her heartbeat, a sound that within seconds drowned out all other sounds in the forest. Applejack shuddered, groaned, and then with one last heavy sigh the world shifted ninety degrees and the grass was running up her back and tickling the bridge of her nose.

There was somethin' else...somethin' else. The gaps between pulses of light were getting longer. *Somethin' else I wadn't supposed ta forget...*

The clearing narrowed to a flickering point far off in the distance, and suddenly a memory shoved its way to the front of Applejack's subconscious: Princess Celestia, her face lit from below by a row of sputtering white candles, and her eyes creased in concern.

The bonds between true friends...

Her lips moving.

Remember that, and live by it.

Saying something to them.

All I can tell you is to remain vigilant...

Warning them.

...and to be careful about whom you trust.

In an instant, the noise in her ears ceased, and Applejack's chest seemed to cave in on itself. Her panic giving her an extra burst of strength, she strained against the invisible ropes binding her to the ground and lifted her

head up to look for a way out. But all she saw was the treeline off in the distance, a single ray of sunlight illuminating a small circular area a few feet in front of her...

And the most terrifying golden-haired, pink-maned little filly Applejack had ever seen standing right in the center of the halo of light. Still smiling.

"It was very nice of you to come here with me," she said softly, her voice dropping all the way to a whisper for her next sentence. "I get very lonely out here sometimes."

Words were beyond Applejack's abilities by now, but she still tried to force out a cry for help. The little filly's smile flattened out, and nothing but a choked gurgle left the larger pony's throat.

"I think we're going to be good friends," she said. "You go to sleep now...and don't wake up until you're ready to leave."

Applejack blinked. Why was her heart pounding so hard? Where was she? No, she knew that. She was in a clearing in the prairie past the mountains, and she was scared because this filly was...who was this filly? She'd told them her name once, but she couldn't quite remember...something important. She was supposed to remember something important...

Applejack blinked again, and her head fell back against the grass. And as the white light from above swept through her eyes and the feeling of the grass against her skin began to dwindle away, Applejack began to wonder. She wondered why the filly was staring at her like that. She wondered why the grass was so beautiful, and she was so dirty. She wondered why she was so very, very tired.

And as the darkness swept in and all that was and would never be ceased to exist, Applejack wondered who those other ponies were that were sleeping over there next to her. She thought she might like to meet them once she woke up.

Episode 2

Idle Hooves

Chapter 2

The Dream was everything. Everything was the Dream.

Sometimes, she would stop dreaming long enough to surface, long enough to see the Forest for fractions of a second, but she would never wake up. Her world was constructed of unseen waves: she would rise up to the water's edge, stick her nose out and inhale, and then it was back down into the cold, into the darkness.

Into the Dream.

The Dream was always different, but neither did it change. She would open her eyes and see a gigantic orchard, one filled with thin but sturdy trees displaying glistening red fruits. Apple trees. They were her apple trees; she had no way of knowing that, but it wasn't something she *knew*. It was a Feeling. The Dream was full of Feelings.

She wasn't alone in the Dream. There were other ponies among the apples: one large and red with a hazelnut mane and a thick wooden bracer around his neck; one old and green with a wrinkled head full of silvery gray hair; and one small and yellow with an eternally wide smile, her cherry red mane tied back with a bright pink bow. There were Feelings about these ponies too: *family*. These ponies were her *family*. Whatever that meant.

The Dream always began the same. She and the other three ponies—the *family* ponies—would walk through the trees and harvest the apples by kicking the trunks with their hind hooves and collecting the fruits that fell. Another Feeling: *applebucking*. They were bucking apples. For food. For selling. For the Town.

The Town was the strangest Feeling of all. The other Feelings all had images, had faces; this one was just a word, with more Feelings that split off from it like leaves from the branches in the Forest trees. Feelings about other ponies. She could feel them all around her, in past dreams and forgotten memories: the Town ponies. Her *friends*. Another word that meant nothing. Another Feeling among hundreds.

The Dream was full of Feelings.

Sometimes the applebucking would last for several minutes; other times, she wouldn't even get all the apples from the first tree before it happened. Before the Dream shifted. It was always the same Shift: she would bend down to pick up an apple, only to find that it would no longer fit inside her mouth. She would try another apple; same thing. And then she would move on to a third apple, and it would be bigger than her head, bigger than her torso, bigger than her. It would never happen the same way twice: sometimes the Shift was gradual, sometimes it was immediate. Once she had grown larger first, taller than all the trees in the forest, and just as she began to think that this was finally a new Shift the ground had rushed up at her and she was smaller than ever. The Shift was always different, but neither did it change.

As she began to disappear from view, the small family pony would cry out. Tears would fill her eyes and her bow would slouch across her forehead, and the big family pony would comfort her. But his eyes would be dry. His eyes would burn with latent fire, and it would be directed at her. At the spot where she had shrunken away to nothing, where she had abandoned them. Her family.

And then the third family pony, the frail one bent with the fatigue of old age, would scream.

Sometimes, that crotchety shriek would be the only noise in the Dream. But what happened next was always the same: all three family ponies would turn towards where the old one was facing, and their mouths would fall open in horror. The monster couldn't be defined by its size; It was the horizon, It was the earth and the sky and the very air they breathed. It was black and shadowy and pulsing with lightning, and It moved faster than the wind could possibly carry it.

And the family ponies would always run, but they would never escape. She would run too, but it wasn't the running that propelled her forward; no matter how fast or slow she moved her legs, she would always stay right with the group, close enough to see their panic and smell their desperation and feel their terror deep within her stomach, feel it digging in with metal hooks and clawing down towards her hooves. There was no pain in the Dream, save for that. Save for the barbs of those hooks, of the family ponies as, one by one, they fell before the onslaught of the unknowable creature.

The old one was always first. Sometimes a root or stone will stick up too far or sometimes she would simply run out of strength, but one way or another she would collapse into the dirt and scream one final time before It overtook her. The big one would go next, the beast slowly gaining on him for several yards until with a sudden burst of speed It swept over his back legs and deadened them on contact, sending the second family pony sprawling to the ground with his entire body writhing in agony for the last few seconds of his life. And then the little one...the little one would run faster, and her breaths would come in sobs. And with every step, the beast would creep closer, and with every step the hooks would pull harder and harder, until all she knew was pain and blackness and blinding, uninhibited fear.

She was at once part of nothing and part of everything. She was the little pony, the orchard whirring past her eyes as her lungs began to seize. She was the orchard, watching in silent misery as the beast overcame it. She was the beast, absorbing the life of everything it touched to sate a never-ending hunger. She was hunger, she was suffocation, she was suffering and she couldn't do anything about it. Helpless. She was helpless.

And the beast marched ever onward.

The little pony never made a sound when It finally caught her; her lips moved and her throat seared itself raw, but no noise escaped the maw of the beast. And yet the hooks always heard it. And yet the hooks burned so hot and so fiercely when it happened that the only thing that kept her from screaming in return was the voice that she no longer had. Three times the family ponies fell, and three times she fell with each of them. The orchard was gone, the sky had burned to ash, and all she had left was the hooks and the nothingness and the knowledge of the unknowable. They were

gone. The world was gone. Everything she had ever known or loved was gone.

And she had been utterly powerless to stop it.

The cloud would envelop her then, and the hooks would fall away as the orchard dissolved and sank into the blackness beneath her. The beast would pour down her throat and surround her lungs, crushing them together against her heart and filtering the air out of every heaving breath she took. And for a moment, just as the smoke of the beast spread into her skull and pushed outward with such force that she thought the bone might crack and shatter under the pressure, she would see the family ponies again. In the far distance, much too far for her to reach, they would stand unharmed but horrified, silenced lips and dimmed eyes begging for somepony to save them from the blackness, from the beast, from It. And she would always reach out, send the last tendril of her consciousness still under her control snaking out towards them...and they would disappear. And the blackness would be complete.

She never noticed the fact that she was rising until she emerged at the top of the cloud, until with a gasp and a shudder that filled her entire body with tingling adrenaline, she found herself back in the Forest and out of the Dream. Safe from the beast. But no, she wasn't safe, was she? Because the beast wasn't just in her dream; it was here, all around her. Waiting outside of the Forest, and maybe even inside it. It always caught her in the Dream, but then she always woke up. Then it was all just a bad memory, ready to be repeated and replayed wherever the real world, the real Forest, wasn't enough to terrify her into hiding herself away from it.

So her eyelids would sag, and her head would sink back down into the grass, and without complaint she would reenter the Dream. Because it was safer in there, where nothing was real and pain was only temporary. Because she saw nothing worth getting up for in the Forest, in the real world. Because when she thought to rationalize it, she was still very, very tired.

But most of all, because she wanted to save those family ponies this time. Keep them safe. Keep away the blackness. Change the Dream.

The Dream was everything. Everything was the Dream.

...

Applejack...

She blinked. This wasn't the Dream. This wasn't anything she had ever seen before. There were no trees or apples or family ponies in this place; there was only a large expanse of plain brown dirt, covered and surrounded by a dense white fog that seemed neither frightening or friendly, that seemed to have a purpose that somepony else knew and she would never discover. That simply hung there, waiting for her to move, waiting for its motives to be created.

Applejack...

She blinked again. That name...was familiar. Had a Feeling about it. It was the only Feeling in this place, and it was the strongest she had ever felt. A Feeling of...of recognition. Of memories.

Applejack.

Of identity.

You are Applejack.

"Ah'm..."

Her heart thudded in her chest. The mist had parted, and another pony stood before her. It was an earth mare like her, with silvery glowing eyes and a coat as brown as the soil beneath her hooves. Her mane was white, and neatly braided all the way down the back of her neck so that not a single hair hung free. Her cutie mark was a perfectly balanced scale.

Hello, Applejack.

She shook her head. The other pony's lips hadn't moved, but she had spoken all the same. "Who are you?" she asked.

You need to wake up, Applejack.

"Wake...up?"

Your friends need you.

"My..."

The other pony closed her eyes, and a flurry of images appeared, scattered on the mist behind her:

a cyan-blue pegasus with a brilliantly colored mane, her wings spread behind her and her lips pulled back into a grin as she sprinted past golden- and orange-leaved trees;

a pure-white unicorn with eyes the color of lakewater, frantically organizing the spilled contents of a bookshelf as a maelstrom of wind and rain swirled around her;

a bright pink earth pony with an infectious smile, calling out instructions as she read them from a well-worn cookbook;

a bony yellow pegasus with a thick pink mane, her normally downcast teal eyes narrowed in fury as she stared down a fully-grown dragon as big as a barn;

and a deep lavender unicorn clinging to a pair of orange hooves, her desperate eyes squeezing shut as she finally let go.

Her old Town Feeling returned, and suddenly there was a name to go with it: Ponyville. They had lived in Ponyville. All of them: Rainbow Dash, Rarity, Pinkie Pie, Fluttershy...

And Twilight Sparkle.

You saved her, Applejack. You must remember that.

"I..."

Remember.

She closed her eyes, and the memory of the lavender unicorn displayed itself again. The unicorn's—Twilight's—mouth was moving and her own mouth was moving in return, but neither of them made any noise. She searched through the memory, took in the colors and the scents and the feel of her lips curling and stretching into words and sentences. Tried to imitate it.

"Epco..."

Remember.

"Letco..."

The unicorn looked deep into her eyes, then squeezed hers shut. And let go.

"...let go."

The memory rewound, and now a cacophony of sound accompanied it. They were at the edge of a shuddering cliff; behind them, the peak of the mountain they'd been crossing was folding in on itself, boulders the size of carts and houses crashing down all around them. Twilight's lower half had already slipped off the cliff edge, but her front hooves were still clinging desperately to those of an orange earth pony with a thick blond mane braided into a ponytail and a Stetson hat miraculously still perched on top of her head.

She looked down. Those were her orange hooves. Applejack's orange hooves.

"Applejack!" the unicorn cried out, her eyes clenched with the effort of keeping her grip. *"What do I do?"*

She paused, but only because the memory demanded it. She already knew exactly what to say. *"Let go."*

"Are you crazy?"

It was all so clear now, so vivid. *"No, I ain't. I promise you'll be safe."*

"That's not true!"

"Now listen here," she said. Applejack said. *"What Ah'm sayin' ta you is the honest truth. Let go, and you'll be safe."*

And if there had been any doubt remaining in her mind about whether the memory was exactly that or just another twist to her nightmare, the sensation that swept through her at that moment whisked it away, washed

over and filled out both her past and present selves. A sensation of silence that meant more than speaking, of a Feeling that went beyond feeling. Of what this unicorn had once meant to her, long ago in a world where dreams had a funny habit of coming true.

Trust me.

For the final time, the unicorn closed her eyes. And as the pressure tugging at her hooves lightened once more, the other pony with the braided white mane returned.

"Ah...Ah gotta wake up."

The other pony nodded, and suddenly the light in her eyes was gone. Now there were bright green irises in their place, ones that looked inexplicably familiar and yet foreign at the same time.

Remember. And never forget.

"Ah won't. Ah promise."

Was that sorrow that flashed through the other pony's eyes? She couldn't tell; even in full color, the other pony's eyes were still unreadable. And so was the rest of her face. The rest of her face that was sinking back into the fog. Fading away. Vanishing.

"Wait! Where're ya...what's goin' on? Who are you? *Who are-*"

• • •

With a shudder and a moan, Applejack opened her eyes.

She was lying in a clearing surrounded by vibrant green trees, all of which were strangely bent horizontally so that their trunks formed a disorienting ladder bordered on one side by a fuzzy green carpet. It took a few seconds for her to get her bearings and realize that it was her head that was sideways, not the trees. It took a few more seconds for the muscles in her neck to unwind enough to her to twist her head around so that the forest came into proper focus. Her back ached something awful and the constant pulse behind her eyes made her wonder if she hadn't hit her head on the way down into the Dream...

Applejack shook her head, and surprisingly enough the throbbing seemed to die down a bit. It wasn't *the* Dream anymore. It never had been. It was *a* dream. One that she hadn't been able to escape from until now. Until that other pony had shown up and...

Well, consarn it if she had any idea what that other pony had done to her. Got her head screwed on a bit straighter, for sure. The important thing was, she was awake now. And that meant it was time to wake up everypony else too.

Applejack pulled herself out of the pony-shaped crater in the grass beneath her and looked around. The rest of the clearing was empty, and every inch of its edges was bordered by an unbroken wall of bright green foliage. So much for escape being a simple matter.

As her thoughts became sharper, so did her memory, and the next memory to enter her mind was of a little filly with a bubblegum-pink mane and a dangerously charming smile. Well, if Twilight and the rest of her friends weren't here, then they were probably still somewhere close by. And if there was anypony likely to know where exactly "close by" was, it was that sugary-sweet little foal who'd tricked them into coming here in the first place. Wherever this was. The overbearing fog of confusion that had been a constant companion inside her nightmare was dissipating quickly in the fading warmth and perfumed breeze of the twilight-soaked forest, but more than a little bit of her mind was still hazy on a few important matters. Like what was outside this forest, for example, or how exactly they'd been convinced to go trotting off into it.

Or what they'd been doing so far away from Ponyville in the first place. That seemed like something she'd like to get on remembering right quick, if her mind was partial to the idea. She had to assume it was; already there were a few gears turning in that train of thought. Something about being careful with who they-

"What are you *doing*?"

Applejack jumped—the gooseflesh on her legs sent a much larger shiver crawling down her spine than she was used to—and whipped her head around. The filly was standing right behind her, head cocked to the sides and eyes narrowed ever so slightly.

"Ah'm lookin' for my friends," Applejack replied, measuring her voice carefully to keep her pounding heart out of it. It wasn't just the filly's sudden appearance that was setting off alarm bells inside her head; the little foal hadn't even so much as ruffled the grass when she'd walked up right behind her. Everything about this pony screamed that yes, they were unnatural forces at work here, and yes, the line of sweat breaking out around Applejack's hooves and the tingly feeling of weightlessness in the back of her throat were perfectly rational responses to those forces.

That yes, she was right to be afraid of this filly.

That was another thing Applejack wasn't used to being: afraid. Sure, she got nervous sometimes, and certainly she wasn't above being scared of something that had enough claws or teeth or size to warrant it. But being *afraid*...that was beyond what Applejack knew herself to be. Scared was when something bad happened and you didn't expect it; afraid was when you knew exactly what was going to happen and were paralyzed by the very thought of it. But she couldn't know what would happen here. The filly was an unknown force, a threat that defied every description she could think of. It was an almost embarrassing fear. This was a *filly*, for Pete's sake, hardly half Applejack's size and with a voice that squeaked like one of Winona's chew toys. Her mane was pinker than Pinkie Pie's, for crying out loud.

And yet it was everything Applejack could do to keep from falling to the ground and begging for forgiveness, promising that she'd go right back to sleep if only this filly would let her be. There were any number of reasons Applejack could've used to explain that feeling, but the most accurate was the one that was still coursing through her legs and sending an unmistakable shudder across the back of her neck: she had no idea what this filly could do to her, had no idea whether that really was anger smoldering beneath her last remark. And even if it meant reentering the Dream and living the rest of her natural life caught on a rope swing careening from here to there and back again, the one thing that Applejack didn't want to see more than anything else was what this filly would do if she was angry. She had a pretty good feeling that she wouldn't like it.

Applejack only meant to glance behind the filly to see if she had come into the clearing through some kind of path she could escape through, but on the way up from the ground her eyes caught a glimpse of the filly's eyes,

and from there it was just a question of how long she could resist staring into them. The answer turned to be "not very"; the filly's eyes had a pull to them, not magnetic as much as simply violent, like the tug of a lasso after somepony had looped it around your neck and tightened the knot over your throat. Like the yank of the hooks in her dream.

"They're not here," the filly said plainly. Her eyes were the same shade of pink as her mane. "You look tired. Why don't you go back to sleep, and I'll come get you when they come back?"

"No!" Applejack shouted over the strengthening pulse in her temple. Her headache was getting worse. "We can't sleep no more. We gotta..."

Of all the times...why can't Ah remember...

"I don't think you understand," the filly murmured before anything resembling a motive came to Applejack's mind. "I'm asking you very politely. You need to rest."

It was like trying to push a plow up a frozen hill. Thoughts kept slipping away from her, and when she tried to backtrack to where they'd first entered her head, the trail was already snowed over. She would try to remember and end up more lost than ever, and while her concentration was broken another thought would flit through her brain and then vanish again. She could remember—or was it a dream?—this happening before, when they'd first come into this place. Before, it had simply unnerved her; now, it annoyed her as well. She was a two-point sort of gal; with anything she thought about, there was a point A and a point B, and a straight line going between them. This fog, this...whatever was going on here was twisting the line around itself for every notion that she had, tying it in knots and blurring it into pieces so there were three points, four points, six, ten...

At any rate, she wasn't used to battling her own mind like this. And quite frankly, she was finding out now that she didn't much care for it.

"Ah've had just about enough'a you, Ah reckon," Applejack growled, surprising herself with her own boldness. She hoped her voice wasn't quivering as much as her hooves were. "Where d'you come off orderin' me around like that?"

She couldn't really tell whether the filly's eyes moved or not, but something sure as horseapples changed in the pink-maned foal's eyes. And the shiver inside Applejack's chest sure as hayseed didn't stay hidden this time. "I'm not giving you an order," the filly whispered. "I'm telling you the truth. Aren't you tired, Applejack? Don't you ever wish you could just lay down somewhere and pull your hat over your eyes and just...sleep?"

For far too long of a moment, Applejack's eyes swelled up and her eyelids came together to cover them, but once she realized what was happening she forced her eyes back open and shook her head vigorously. *Nuh-uh*, she thought firmly. *Not again*.

"Get outta the way," Applejack said.

"What's the rush?" the filly simpered back. If the fog in her mind had been aggravating, the sight of this filly smirking at her like that was infuriating.

"A little somethin' special called *none'a your beeswax*. Where are they?"

The filly's smile grew. "Who?"

"You know durn good and well who! What'd you do with my friends?"

The filly shrugged. "What friends?" she asked. "You came here by yourself." For a moment, the expression on her face almost resembled sorrow. "You told me you don't have any friends."

Applejack's nose was nearly touching the filly's. "Don't you play games with me, ya little..."

"You told me you didn't need friends."

"Ah didn't tell you nothin', 'cept to stop gettin' in my way!"

"You told me they weren't good enough for you."

For just a fraction of a second, the filly's words echoed again in Applejack's ears, and she let her resolve waver ever so slightly as she stared deep into the filly's eyes. "I...what?"

"Is it not true, Applejack?" the filly asked. "Did you not ever look at them and wonder why you settled for them? Weak, arrogant, pretentious ponies who'd just as soon lie to each other as lie as you? How can you confide in a friend who would cheat you out of a fair competition? How can you rely on a companion who can't see the sweat on your brow past the dirt on your hooves? How can you trust them? How can you let them trust you?"

The filly's eyes had grown wider than ever. Or, no...it was her own eyes that was wide. The filly's was simply closer than ever. "They...they're my...friends..." Applejack mumbled. "They know me. I know them!"

The filly blinked, her thick, curly lashes colliding softly and daintily against each other. "Do you?" she asked quietly.

"Of course I..."

No.

She knew her friends. Had known most of them her whole life. Played with them, fought with them, laughed with them.

No, no, no, no...

They weren't even friends by now; they were sisters, if not in blood than in spirit, in familiarity. In friendship.

NonononononoNO.

And none of it mattered now, because she pressed and molded and crushed her brain until it was clean and smooth and dry as a bone, and nothing came out. Nothing except for residue of memories she had possessed not so long ago. Nothing except for white paint when every color under the sun should have been. Nothing except for a single, undeniable fact that laid bare everything that was wrong with this place, wrong with this fog, wrong with her...

She couldn't remember her friends' names.

Panic began to rise in Applejack's throat. This wasn't happening. This couldn't be happening. She had known them just a second ago; she could see their faces, hear their voices clear as day, but their names...their

names were gone. And the filly was still standing in front, her eyebrows cocked and her lips curled up into a half-smile that only reached one half of her face. The filly was still there, watching her, waiting for her to react. Watching. The filly was watching her. The filly was...she was...

It's her.

Applejack didn't know where the thought came from or why it had only occurred to her then, but once she had it there were no other possibilities. Whoever or whatever this filly was, she was the one who was making her forget things. It didn't matter whether Applejack shut her eyes or not; the filly could see her right through her eyelids, look straight into her mind and pluck out memories at will. She could feel her inside her head, flipping through years and months and weeks and hours and painting them over white and gray and silver and black. It was happening right now, but it had happened before too, right when they'd first come in here. And she had remembered things again after that.

The paint was removable, then. She could fight this. *Would* fight this, consarn it. And show this little filly just exactly who she was messing with.

Applejack locked her knees and squeezed her eyes shut, focusing on forcing out the foreign presence in her mind. It was a strange battle; she couldn't *feel* where the presence was, just where it had been. Just by mopping up the scraps of the memories she had already obliterated, no more than fleeting sensations of déjà vu after the filly was done with them. But by tracking the paths the filly treaded through her mind, she soon discovered a pattern: the presence moved in straight lines. When her memory of Apple Bloom's first birthday crumbled and blew away, it was followed by her second, and then her third. The memories lost were not random; each erasure was a conscious attack, a burning of an entire string of recollection rather than a single cut dividing it in two. She couldn't know exactly what the filly would aim for next, but she could guess. And all she needed to do was guess one right.

The filly could apparently read more than her memories, though; the moment Applejack figured out her method, she switched tracks midway through Apple Bloom's fourth birthday, the half-obsured memory now beginning with Big Mac tying a glistening pink bow that Apple Bloom had just finished gleefully ripping out of a red-and-green cardboard package

into the four-year-old foal's mane. From then on, the filly moved at random through Applejack's mind, and Applejack played a constant game of catching up and trying in vain to jump ahead. Certain memories were still tied together, but the gaps between those groups grew larger by the second. Granny Smith tacking up a picture Apple Bloom had painted of her on a post in the barn meshed together with a blue-uniformed pegasus dropping a mouthful of bits into a bucket and receiving a steaming apple pie in return, and then vanished just before her first visit to Manehattan did the same.

All the while, the filly's eyes never wavered, and Applejack did her darndest to keep her gaze just as steady. As Applejack sank deeper inside herself and concentrated on keeping as many of her dwindling memories as she could, her tormentor began to speak again.

"Do you know what it's like to live forever?" she hissed. "Can you imagine looking at eternity and knowing where it began, where it's going...where it ends?"

Dagnabbit, she had nearly got her just now. Almost simultaneously, both she and the filly had reached the same memory: the first time Granny Smith and Big Mac had let her help them sell apples, at a swap meet in Hitchmond where a spiky-maned blue pegasus had unsuccessfully tried to steal a free sample on a dare from a friend. She could've beaten the filly back right then and there, but the memory jumped ahead to the pegasus's bafflingly frantic apology, and her confusion in the recollection swept over her as just as she remembered it. The filly pressed her advantage, and the swap meet was gone.

"It's *exhausting*," the filly continued. "To comprehend, to truly know the fate of the universe...has driven thousands of ponies to madness. Ponies far stronger and far greater than you. Your minds are small, cluttered with wishes and memories and dreams...it's all simply too much for you to take. So you come to me: heads aching, knees *quivering* in agony, saying oh please please *pleeease* my little darling, won't you help me just this once? Won't you take away these aches in my hooves, this stiffness in my neck? Won't you let me forget my responsibilities, just for a moment?"

"And I...help you. I make you forget, give you time to replenish yourself, sweep out the clutter and make yourselves new again. I let you lay down

your heads on my flank and thread your hooves through my mane, and I give you sanctuary from cold, unending reality. I let you *rest*."

This time, Applejack's stroke of luck was even more short-lived. She was barely even a quarter of the way through a family reunion that for some reason had also included a stiff-looking purple-maned unicorn mare before the filly's presence shunted her away and the jubilant party was wiped away.

"But I can't rest. You...you mortals can. Because I *let* you rest. I control more of you than you could possibly imagine, Applejack. I control war, famine, misery, and deception. I am the keeper of the key to everypony's heart. For thousands of years, ponies have lived, breathed, and died by my hooves."

For the first time in several minutes, Applejack blinked.

"And I *still. Can't. Sleep.*"

Applejack's heart jumped into her throat. The pattern was back. For just a few fleeting seconds, the filly had let herself lose control of her assault. One deleted memory had flown seamlessly into the next one in time, and then straight into the one after that. She knew she had one chance and one chance only, and she took it. When the filly reached the fourth memory in the row, Applejack was ready for her. She felt the presence advance, enter, feel around...pause. Applejack gritted her teeth, and with all four hooves planted firmly on the ground, she focused with every bit of energy she had left and pushed back.

And the filly gave. For one second and then another soon after, she was retreating. It was working.

But as the thrill of victory began to race through Applejack's veins, the crumbling wall she was shoving every ounce of her strength against disappeared in an instant. Applejack's stomach floated away like she was falling over the edge of a cliff, and before she could get her bearings again the presence had shoved back and into and straight through her last defense. The blond-maned earth pony staggered back, and the filly finally took control for good.

"Do you know why foals cry when they're born?" the filly whispered, so low that Applejack might not have even heard it if the words didn't echo in her ears like they were being broadcast from somewhere between them. "It's because in that split second after they come out, that single moment when they become aware of their existence, they have no memories. No memories, no thoughts, no identities. Nothing to keep their minds from seeing everything in the universe and everything beyond it. They see it all, and it confuses them, terrifies them. So they cry. They fill the void with anything they have to give. Each new memory, each new thought dulls the pain a piece at a time, but they still know more than any grown pony could ever comprehend. It exhausts them, just like it does me. But they...they can sleep. They can dream. Like you, Applejack. You can all dream, and see eternity in a safe, secure, completely enclosed space. In your dreams, you're just foals again, staring through wide eyes at things you can't begin to understand."

Everything was gone. Her foalhood, her adolescence...her town. Her friends were mirages in a desert of snow; her family was a bubbly feeling in her chest that was gradually fizzling out.

"I'm just a foal, Applejack," the filly said, her voice cracking like she was about to burst into tears. "I see everything that you mortals have been blind to your whole lives, and I can't escape it. Dreams are what keep you sane, but I can't have them. So ask me, Applejack: how do I stay sane? How do I cover my eyes if they aren't what I see things through? How do I make myself ignorant like you?"

One last time, the filly smiled. "Memories," she said. "I don't have any of my own, you see. I have little ones, just enough to remember where I'm going or what I want to do when I get there, but real memories are created to keep track of old things, things that have beginnings and middle and ends. There's no difference between beginning and end to me, so I have no memories. I can't make them.

"But I can steal them. I can walk through a pony's mind and take everything I see inside it, pick the most treasured moments of their short, carefree lives right up off the shelf and carry them along with me. They don't get them back, of course. I need them more than they do. But I give them a far greater gift in return. They allow me their memories, and I allow them a life without hunger, without want, without responsibility. I allow them to see

eternity, but not feel it. I allow them to sleep and dream and live forever and ever, here with me and my solitude and all the pain and misery of the life they once lived locked away safe and sound inside of me."

Applejack's rump hit a tree, and she stopped backpedaling. Where was this place? What was she backing away from? And what on Earth was this adorable little filly talking about?

"You have a lot of happy memories, Applejack," the filly said. "I've always liked the happy ones best. It's like they glow a bit brighter when you think about them, don't you think? There's a reason for that, you know. The happy memories are the ones that are best at making you forget what the world really looks like, and what you already knew about it right when you first came into it. I think your memories will last me a long time. And then there's your friends...oh, I was so busy with yours, I haven't even gotten to them yet. I never thanked you for bringing them to me, did I? Six ponies all at once...ooh, I don't even know if I've ever *had* so many memories at once! I'll make sure to make your next dream much nicer than the last one..."

The pink-maned filly blinked, then grinned again. "But before that, there's one last thing," she said. "The best part of all."

Applejack couldn't begin to imagine what that part was. She couldn't imagine much of anything right now, except...

Wait a second...

You are Applejack.

"Now, now, don't fight it," the filly crooned. "It hurts if you fight it."

Ah am...Apple...ja...

The filly sighed. "Always the stubborn one, aren't you?" she muttered.

Ah am...Ah'm...Ah...

"There. That wasn't so bad, was it?"

No...

It was as if all the energy in her muscles had been drained out of her with that final memory, that final immutable sense of who and what she was. She fell back hard against the tree behind her, the branches creaking and the leaves shuffling back and forth above. As her hooves wobbled and her legs began to fold, she thought she heard something come loose from the tree, but the thought passed without notice just as soon as it had come. It came back in a hurry, though, once that something fell right out of the tree and bounced off the top of her head.

Her skull twinging beneath the wide-brimmed brown hat she couldn't remember putting on, she looked down at the object as it came to rest in the grass, her face twisted into the same look of confusion that was spreading across the face of the little filly in front of her. It was some kind of fruit, round and hard with bright red skin and a little brown stem curling out of the top. There was something eerily familiar about the fruit, something about its name. She knew what it was called...wait, did she? She had known it at some point long ago, before the filly had come. Before this Forest, before the Dream...

The Forest.

The Dream.

An apple. This fruit was an apple. An apple had fallen on her head from the tree behind her...

She closed her eyes, and a flood of images raced through her ten at a time: row upon row of trees, all covered with these fruits, these apples; a giant black cloud; a thick wooden brace surrounded by dusty red fur; a wrinkled green mouth, opened wide in a scream; a candy-pink bow, pressed flat against messy red hair.

Apples. They were bucking apples. For food. For selling. For each other.

Applebucking. Family. Apple Family.

Apples. Apples. *Apples.*

She couldn't have opened her eyes even if she'd wanted to. Everything was coming back too fast, rushing through a hole in the filly's presence too small to fit it all in at once. She saw the red-maned filly with the pink bow:

running to her, smiling at her, screaming her name across a crowded square. *Apple Bloom.*

She saw the red-haired stallion with the thick wooden brace: grinning at her, reassuring her, cheering her on as she bucked a purple-and-green-scaled baby dragon off her back and into a nearby pile of hay. *Big Macintosh.*

She saw the old green mare with the kind, smiling eyes: holding her, telling stories to her, beaming with pride as she ran through the apple trees and back into her embrace. *Granny Smith.*

And finally, she saw herself: her hooves stretched out in front of her, her teeth clamped onto somepony's rainbow-streaked tail, her eyes reflected back at her from a moonlight lake. Her cutie mark tingled, and her eyes opened wide. And she remembered.

Applejack. Ah am Applejack.

Yes. She was Applejack. Those ponies in her dream were her family; the others somewhere in this forest with her, her friends. And this filly...this filly...

...is about ta stop bein' a pain in my rear.

For the first time since she'd woken up, Applejack smiled. "Now you listen here, ya two-timin', fancy-talkin', good-fer-nothin' varmint," she said loudly, finding it surprisingly hard to keep herself from laughing at the utterly baffled look that swept over the little filly's face. "Ah don't know who you are or who you think you are, but Ah know who Ah am, and Ah ain't somepony who's about ta let you stop me that easy. You want my memories? Well, you ain't gonna have 'em. Not now, not tomorra, not ever. Ya got all that, ya thievin' little rascal?"

"Wha..." the filly stammered. "Y-You're not supposed to-"

"Ah ain't supposed ta what? Remember anything?" Applejack chuckled. She didn't just feel smart; she felt powerful. Without that mind-stealing power of hers, that filly wasn't nothing but a fancy-talking little foal, and one who could hardly even stumble backwards for how much her jaw was

dragging the ground. "Well, there's a first time for ev'rything, now isn't there?"

Now the filly's eyes grew big, just as Applejack's own eyes began to prickle strangely. It was as if all the energy buzzing along her spine and down into her legs was now flowing up into her head and pooling in a hidden pocket just below her brow. As the pocket filled and the world began to take on an inexplicable white tint, Applejack heard a familiar voice cut through the stream:

Remember, said the unnamed pony from her dream with the braided white mane and the brass scale cutie mark. *Remember*.

Applejack nodded, and focused. She did remember. It was time to find her friends.

"Now if Ah *recall* correctly," Applejack began slowly, "Ah do believe Ah asked you where all my friends had run off to. And Ah gotta *feelin'* that you weren't tellin' me the whole truth when Ah asked you before."

The filly had backed all the way out into the center of the clearing by now. Her eyes, each as wide as the day was long, were pointed with complete attention at the narrowed green set that was still advancing towards her. "So now that we're feelin' a bit more *cooperative*, I'd be ever so delighted to hear what y'all have to say about that. And I'd much appreciate hearin' the *whole* story this time. 'F you'd be so kind."

"I...I..."

"Any day now, sugarcube."

"I..." The filly swallowed, and steeled her eyes. "I don't have to tell you anything," she sneered. "You'll never find them if I don't tell you where to go. A-and besides, I don't have any memories, remember? I don't even know where to look!"

A single spark danced up from Applejack's chest straight up into the pool of energy behind her eyes, and with a whinny and a snort the inside of her head was set ablaze. The energy seeped out of her ears and her mouth and every follicle of hair in her mane, but most of all it shone out of her eyes, bathing the filly and most of the clearing around her in the purest

white light Applejack could ever remember even seeing, let alone creating. She didn't know what that light was or what it was supposed to mean, but the look of terror on the little filly's face was enough to convince her that it'd be best to just leave it be and see what she could make of it. "Well, Ah reckon you'd better start guessin', then," she cut back in a low voice. "'Less you'd care to find out what it feels like to be an apple tree at harvest time."

The filly gulped loud enough for Applejack to hear it. Suddenly, it occurred to her fully that the little foal was actually scared of *her* now. What a lovely change of pace. "Now how's about you go on an' show me where ya took my friends?" Applejack finished, her entire body flushed with her newfound power.

The filly swallowed once more, then dropped her brow into a pout. "Over here..." she mumbled, taking great care not to make eye contact with Applejack and to not let Applejack see how confused she was. She did a much better job with the first task than the second.

The trip was almost embarrassingly short. The filly led Applejack over to an overgrown weeping willow at the far edge of the clearing, and wound her way through the drooping branches towards a surprisingly sturdy-looking wall woven out of pine straw and what looked like holly leaves.

"Where'd ya say you were keepin' 'em?" Applejack asked, the glow in her eyes fading away as she came down from the peak she had reached in breaking the filly's spell.

"I didn't," the filly grumbled back. "But *since* you asked...the same place I keep all the others."

"All the other what?" Applejack began to ask. But before she could finish, the filly pressed her hoof against a knot in the straw, and the plant wall slithered back into itself and vanished. And Applejack saw exactly what those "others" were.

The space beyond the plant wall was filled with hundreds of unconscious, unmoving ponies.

"They're...they're all..." Applejack whispered.

"Asleep," the filly said, thankfully not using the word Applejack had been thinking. "Like you're *supposed* to be..."

"So you did this to 'em?" Applejack asked, finding that her heart was beating a bit more freely now that she knew that everypony in front of her was at least still breathing.

"We went over this."

"Ah'm a slow learner. Just run through the basics again."

The filly heaved a sigh and walked into the comatose crowd. "They were all just like you. In the wrong place at the right time," she said. "Most of them never even realized what was going on. Not that you should feel special for managing it yourself or anything. Because you're not."

Applejack would've said something back, but it was a bit hard to speak clearly with her entire bottom lip between her teeth. This pony certainly wasn't any ordinary filly, but she sure as hay looked the part now. Or rather, she looked like one who had just been told to go to bed early and without supper. "Your friends are over there," the filly continued a moment later, gesturing towards a good-sized oak off to the left before sitting down with a huff. She still wouldn't look Applejack in the eyes. Applejack let out a brief and mostly contained snort before she started picking her way towards where the filly had motioned for her to go.

Along the way, Applejack couldn't help but take a gander at the faces of a few of the ponies she passed by. There didn't seem to be any special quality that all the sleeping ponies shared; there was about an equal division of males versus females and perhaps a few more unicorns than pegasi or earth ponies, but that could've just been due to the specific path she was taking in between them. One thing she did notice, though, was that none of them looked like they were sleeping very peacefully. In fact, most of their faces looked tight and strained, like they were thinking particularly hard about something that wasn't too pleasurable to think about. None of them moved as she passed and she got the feeling that they wouldn't have budged even if she'd trotted right over them, but she tried to avoid stepping on anypony all the same.

It was a while before Applejack reached the portion of the clearing where her friends were being kept; she must have walked past at least a hundred

ponies on their own, and she had barely even covered a fourth of the clearing. She had half a mind to ask the filly exactly how long she'd been doing what she did to her and all these other ponies, but the sight of her friends all gathered together in the same state as the other residents of the clearing drove that notion straight out of her mind. And as she jogged the last few steps over to her friends, she told herself that she probably didn't want to know the answer to that question anyhow.

For a few precious moments, Applejack lost herself to the electrifying tang of relief as it unwound the knot that had been forming in her stomach ever since she had entered this clearing. Her friends were okay! Or...well, they were alive, in any case, and looking none the worse for wear to boot. She wasted away another few moments simply staring at them and marveling at how happy she was just to know with absolute certainty who they all were. There was Fluttershy with her head propped up against Pinkie Pie's stomach, the pink earth pony's snores not disturbing the pink-maned pegasus at all. And there was Rainbow Dash slumped on her side next to Twilight, her foreleg rising ever so slightly with each breath she took in. And of course, even when its owner was dead to the world, Rarity's mane was still groomed to perfection. Just another guarantee that these really were her friends and not just one last trick the filly wanted to play to her.

There was no stopping the grin spreading across Applejack's face. It was them. It was really *them*. It felt like it had been months, years even, since she had seen them last, and even the countless memories that flashed before her eyes felt fresh to her, like she was being reminded of how close they used to be and how close they could now be again. Like they were starting out on their very first adventure together once more.

Applejack chuckled. No sense leaving that adventure unexplored any longer. With a satisfactory nod, she stepped forward to Rainbow Dash, raised her hoof, and prodded the snoozing blue pegasus hard in the shoulder.

Rainbow Dash didn't move.

Applejack tried again. This time, the blue pegasus's foreleg twitched, but just as soon as it did she rolled over with her eyes still squeezed shut without so much as a mumble. Nopony stirred after that, no matter how hard Applejack poked them or shook them or hissed in their ears to get up

and stop fooling around. The pool of energy that she'd been sipping out of for the last few minutes was nearly empty now.

"They're not gonna wake up," she heard the filly say suddenly. The little foal's smirk was back. "I probably should've mentioned that."

"What'd you do to 'em?" Applejack said, her voice starting to rise. "Why won't they wake up?"

"Because they can't," the filly replied. "I'm not a monster like you think I am, you know. Once a pony loses their memories, they could never go back to living a normal life. Their minds would snap like flower stalks before they could get two steps out of bed. So I put them to sleep first before I do anything to them. That way, their dreams fill the gap that I leave behind. They feel nothing, I get some new memories, and everypony gets to go home safe and sane."

"A forest in the middle'a nowhere ain't much of a home," Applejack said. "And all those ponies I just walked past didn't look too peachy ta me."

"Well, that's hardly my fault," the filly scoffed. "Without any memories to base its dreams off of, the mind doesn't have much left to work with. Just basic instincts, really, plus whatever little bits and pieces are left from what I take away. And since basic instincts usually involve knowing what to be afraid of, those dreams don't tend to be all that pleasant." The filly gazed off pensively into the distance, eyebrows cocked in thought. "Or maybe I just make them like that myself..." she pondered aloud. "Hmm. Can't remember."

"So they're havin' nightmares right now? Is that it?"

"Probably. That seems like something I would do."

Applejack looked back down at Rainbow Dash, her stomach twisting as she noticed the creases in her forehead and the tension in her back and legs.

"So how am I supposed to wake 'em up from that?"

"Well, how did you wake up?" the filly said testily, although she sounded more obsessively curious than irritated. Applejack thought back to her own dream: the sudden change in location, the strange misty fog, the white-maned earth pony with the silvery eyes...

"Somepony came in and got me," she said. "They told me to wake up..."

An idea struck Applejack at the same time as it did the filly. "Well, that's weird," the filly said quickly. "Because, y'know, everypony knows you can't go into another pony's dream. I mean, that just wouldn't make any sense, would it? 'Cause it'd be all confusing and random and...yeah. What a shame. Guess you're gonna have to find some new friends, huh?"

"I wanna go in after 'em," Applejack declared. "I wanna go into their dreams like that other pony did mine and get 'em to remember who they are."

"Of course you do," the filly growled in an undertone. "Well, I hate to burst your bubble, Napplejack, but I can't really just send you skipping off into their dreams like that."

"And why in tarnation not?"

"Because I can't."

"Can't what?"

"I can't do it. I can't send somepony into somepony else's dream. World doesn't work like that. Sorry. Exit's in the back over there. Have a nice life."

The filly got exactly three paces away before Applejack let out a low whistle. "Mighty fine apple crop we got this year," she reflected aloud. "Gonna take a real hard buckin' to get 'em all off the trees..."

"All right, *fine!*" the filly screamed, pretending that Applejack hadn't noticed her flinch. "There is a way to send somepony into another pony's dream. I lied. What a shock. But it's stupid and dangerous and you don't want to know how much of either, so-"

"How dangerous?"

"Wha...didn't I just tell you you didn't want to know?"

"How. Dangerous."

The filly blinked, then sighed.

"It ain't dangerous at all, is it?"

"Are you this annoying all the time, or am I just a special case?" the filly growled.

"You're a special somethin', all right," Applejack answered dryly. "Now cut the cud-chewin' and get on with the dreamin' stuff."

The filly's head sank to the ground. The battle was over. "You have to tell me which of their dreams you want to go into first," she muttered. "You can't go into all of them at once."

Applejack gazed around at all of her friends, but eventually settled right back on Rainbow Dash. She didn't know what to expect from her friends' worst nightmares, so it would probably be a good idea to start with the one who wasn't afraid of hardly anything. "Rainbow Dash," she said. "Ah'll start with Rainbow Dash."

"As you wish," the filly grumbled, sucking in a long, slow breath as she spread her front legs apart and screwed her eyes up in concentration. Applejack had somewhat expected to start feeling sleepy as she began to sink back into the world of the dream, but she hadn't really been prepared for her legs to give out before she even fully realized that the process was starting. Luckily, she still had enough control over her body once she landed to swivel her head around and send a harrowing glare in the filly's direction.

"So once Ah get in there, what do Ah do?" Applejack asked.

"Well, first you need to find the Nineteen Keys of Eternal Rest, and then put them in the right order into the Holy Locks of Endless Night. From there, it's a straight shot through the Halls of Vengeful Fire to the Catacombs of Lost Souls, and then a left into the Chambers of the Seven Silver Soul Sisters."

"Uh..."

"Do I look like I know what you're supposed to do?" the filly shouted. "Just find your friend Whatserface and tell her she's not really in Neverland. Geez."

"Thanks for the tip," Applejack muttered. Her voice was starting to slur by now. "And what about when Ah'm done? How do Ah get back out?"

The filly thought for a moment. "Well, see, there's a problem with that..."

"What's the problem with that?"

Applejack's hooves went numb as the filly smiled. "It's your problem," she said with a grin. "Enjoy your nap."

Maybe Ah shoulda thought this through a little more, Applejack said to herself as the forest began to go fuzzy around the edges. Well, regardless, it was too late to change anything now. She was already halfway into Rainbow Dash's dream; she might as well stick it out and see what awaited her inside her friend's mind. Whatever happened after this, she would at least be able to say she tried. And sometimes, a pony just had to be satisfied with that.

Of course, it was also nice sometimes to know what you were stepping in before you had to spend half an hour scrapping it off the bottom of your hoof, but she could worry about cleaning up the mess she had thrown herself into later. With a gentle sigh and a tiny shrug, Applejack closed her eyes, and with a passive heart surrounded herself to the dream world once again.

So this took, what, two weeks to finish? Not too bad, considering my track record. At the very least, I impressed myself.

As always, reviews are appreciated...and they would be especially appreciated with this chapter. I noticed that the average rating for this rating on ED dropped from a 4.9 to a 4.4 in a single day about a week after I posted the last update, so I'm wondering whether that's due to something I can go back and fix. In other words, tell me what I did wrong, please. My masochistic perfectionist side will love you for it. And, y'know, rate and comment on ED as well. I just like hearing what you guys think, whether it's good or bad and especially if it's ugly. It's the only way I'm ever going to get better.

Oh, and one last note about a detail that may or may not have stuck out to you: usually, when I'm writing about anthropomorphic animals I like to remain fairly close to nature with regard to their ages. In other words, in all my TLK fanfics I made the characters age at roughly the same rate that

normal, everyday wild lions would. However, due to the fact that these characters are a heck of a lot more anthro than those characters and are actually admittedly magic, I'm assuming they age at the rate that humans would. Because quite frankly, that just makes everything simpler. Hope no one's too bothered by that.

...and they seriously didn't fix the underline function in the Doc Manager?
Well, you can't always get what you want.