



Heunggi
Teemu Hyyti 16.7.-11

The Pony Poetry Series

By Aquarian Poet

Table of Contents:

~ Fluttershy's Poem~

Chapter 1	3
Chapter 2	1
Chapter 3	2

~ Pinkie Pie's Lullaby~

Chapter 4	4
-----------	---

Fluttershy's Poem

Chapter 1

Yawn...

It was such a soft noise, you wouldn't have been able to hear it through her open window, where morning sunlight was starting to weave through, igniting the few dust motes flickering in and out of sight. A sight that she had become wearily familiar with throughout the years.

One that she wouldn't trade for the world.

Sitting up, Fluttershy lightly stretched her forelegs and wings out, rolling her shoulders slightly to the left, and letting out a pleasant sigh. Vibrant turquoise eyes slowly creased open, taking in the blurry sight of her bedroom. Raising a single ear, she couldn't help but notice the lack of chirping in her bedroom. Looking upward, she noticed the nests were empty, no scratching sounds in the few birdhouses hanging from the wooden supports. Apparently she had gotten up later than usual, the birds being courteous enough to fly silently enough out the window as to not wake her up.

So thoughtful of them...

Smiling to herself, the majority of the morning dizziness having passed, she -lightly- trudged down the hallway to the washroom, opening the door with nary a creak. Continuing to the sink, she picked up the small green container on the shelf to her right. Opening the jar, she gently dipped a hoof inside and pulled it out, smelling the gel-like substance. Immediately the fog cleared her mind as the refreshing aroma of peppermint oil wafted into the darkest recesses of her morning-muddled mind, the leafy-green vapors giving life back to her senses, prompting her to breathe in more of the invigorating substance. As she gingerly applied the cream beneath her

eyes, she started thinking back to the day when she was given the invigorating product.

Her dearest friend Rarity, after a slow season of sales at the Carousel Boutique many years ago, had decided to try her hoof at a brand-new line of cosmetics, made from all-natural herbs and plants. "*Rarity's Rejuvenesque*" was the name of the product line, a cream or coating for almost anything you could think of, from wrinkles or warts, to pimples and baggy eyes. It was a fairly large success, but the stress of dressmaking and single-hoofedly maintaining a makeup line was simply too much work for the poor unicorn. After a particularly dramatic display of exhaustion and despair one day, Fluttershy decided to try and coax her friend into letting go of the cosmetic production, and refocus her efforts on making dresses alone. Rarity had balked at the idea, at one point even accusing her fellow spa-goer of having so little faith in her ability. But as time moved on, even *she* realized the limits of her mental and emotional facilities, and eventually moved away from the aesthetics business.

Still, the profit from her little project had given Rarity a short break from her seemingly- ceaseless duties, having made enough bits to renovate the Boutique, and even allowing herself to take a few weeks vacation to a lovely resort in Manehattan. She had even gone to visit her old benefactor to whom she had apprenticed under, learning the finer arts of fashion and fabrics in her youth. It seems that she had caught her only days before the aged pony was to retire her own local shop in Manehattan, and move into a lovely complex in Canterlot, much to Rarity's delight (and jealousy).

After returning to Ponyville, Rarity had appeared to *dazzle* with energy and motivation for months to come! Starting a whole new line of dresses, having been inspired by many an outfit and passing trend on her well-needed vacation, she quickly rose back to the top of the high-end clothing industry for miles around. Fluttershy had gone to meet her newly-revitalized filly friend for their weekly spa treatment when Rarity had produced the green jar from behind a changing curtain, handing it to her while thanking her for convincing the purple-haired pony to change direction. Apparently this was the last product Rarity had designed before abandoning the industry for good, focusing solely on dressmaking once more. Rarity went on to talk about the contents, naming the different ingredients and herbs it contained, ones that caused Fluttershy's mouth to run dry, as the exquisite... and *expensive* names of individual plants flew out of her

friend's mouth as casually as one would read a grocery list. She *insisted* (threatened, at one point) that she keep the token of her appreciation, that Fluttershy had saved her business by saving her sanity, her life, she had even exclaimed. It was that phrase that had prompted Fluttershy to keep the jar without any more hesitance, those words that had meant more than the costly product she now used every morning without fault.

Rarity was not a pony who idly acknowledged a debt.

Even after years of use, the jar was still more than halfway full, surely a testament of Rarity's everlasting generosity. Fluttershy was surely convinced that should something ever happen to the house, whether it be foreclosure or a fire, this jar would be the first thing (aside from the birds and animals taking residence here) that she would save.

Heavens, she could sell half of the jar's contents, and make enough to repurchase a house just like this one!

Taking a deep breath, Fluttershy plunged her head into the washbasin under the sink, the cool water reawakening and intensifying her awareness. She pulled out, blindly reaching out to the right once more for her white towel. Drying her face and her hair, she took out a brush from the pastel-green drawer to her left, and continued her morning routine.

Humming a sweetened tune of Pinkie Pie's, Fluttershy gracefully walked back into her bedroom half an hour later, feeling clean and restored. She glided over to her bed, straightening her butterfly-patterned bedspread with a gentle series of tugs. After adjusting her pillows, she turned to walk away... when her hoof caught a loose floorboard, eliciting a small yelp from the pony as she felt her hip knock against the wooden bookshelf situated beside her. The cacophony of books, bottles, and an oil-lantern crashing down around her in turn caused a bout of squeaks and squawks from the tiny residents living below.

Coughing and wheezing, Fluttershy peered through the clouds of dust billowing around the room, mentally noting to rectify her decline in housekeeping habits in the near future. She could see a number of books strewn everywhere and pages of various notes and letters saved over the years had scattered around the room, as well as a new addition: a white rabbit standing on the top step leading to the ground floor, looking her way

while tapping its little foot impatiently. Despite her situation, she still maintained a tiny smile, if not looking a bit embarrassed.

"Oopsie..."

The pair had opted to head downstairs after the startling event, deciding to calm down the other inhabitants while waiting for the dust upstairs to either settle, or circulate out of the open window. An hour later, the haze of dirt and collectings had almost completely dissipated, the only movement in the simple room being Angel, who was looking under the bed for any papers that may have hidden underneath, and Fluttershy, drifting about the shelves and rafters with a pink feather duster in her mouth. Fluttering to the top, she gently dusted off the winding green vines lazily wrapped around the supports, and moving on to the birdhouses, dusting off the roofs and perches. Satisfied with her work, she then dropped a few feet, and began working on her own knick-knacks. Hovering next to the first shelf above the fireplace, she tenderly started removing the various objects, and placed them on her bed...

A cute red candlestick and holder, charmingly fragranced with cinnamon, which had been given to her by Twilight during her last birthday.

A small, wooden clock that she had purchased from a shop going out of business, as a small thank you to the owner who had provided her with many a charitable discount over the years.

A turquoise-framed portrait of three pink flowers in a matching pot, one of the few memories she had kept from her old home in Cloudsdale.

And lastly, a lime green-framed picture of herself as a young filly, shyly smiling next to an older mare with a candy-grape coat and a pink mane colored much like her own, though in a much more... *unique* fashion, both enjoying the sunny hills outside of Ponyville that particular day.

Looking fondly at the last of these, she set the picture down on her bed, choosing to dust this particular keepsake first, but not before she felt a light patter on her shoulder. Glancing back, she saw Angel pointing a paw toward the desk, spot-free and holding a number of nicely-stacked papers

and books. With a regal smile and bow, the bunny hopped off of the bed, and bounded down the stairs with a series of leaps.

"O-oh, thank you very much Angel!" she called down the stairs.

Momentarily forgetting her current task, Fluttershy walked over to the desk (stepping over the loose floorboard this time), situated herself on her hindquarters, and began sorting through the nearest pile of paper. She inwardly sighed as she saw the extent of the disorganization her little tumble had caused. Somehow, most of the drawers had slid open, spilling more of the previously well-ordered pieces of parchment than she had originally thought. A quick glance upward, and she noticed that the top left edge of the dresser had caught onto one of the vines, and she realized even more swiftly, and with a touch of fright, that if it hadn't been for the little plant dangling above, the dresser may very well have landed on top of her.

Pushing that unsettling thought aside, she continued arranging the documents. From financial records, to old grocery lists with recipes she had written on them, even letters from strangers and loved ones alike, the different subjects were sorted and neatly put in a pile on the floor surrounding the area where Fluttershy sat. A few minutes into the activity, and it already felt like a chore. It had been quite a long time since she had last gone through this drawer, only occasionally having to take a book off of the shelf, or search through a specific stack of papers for a reference or statement.

In spite of what one would think of her seemingly material-less nature, she did a heavy amount of shopping, having taken it upon herself to open up her home to the various animals and creatures years ago, until eventually becoming the unofficial resident veterinarian of Ponyville. She now received a grant from the city every month allotted to the care and providing of *any* bird or animal that may receive an illness or injury, as well as a healthy sum for her services that she would often prefer to spend on the weekly spa visit with her dear unicorn friend.

Having to sort through many of these receipts and statements by the week brought on the realization of just how long she had dedicated herself to the wellness of her little friends all across Ponyville. It wasn't just her job, it was her ambition. It was in her essence to give all she could to the sub-society often forgone in favor of service to one's fellow ponies. It was hard work,

and very scarcely would she find another pony who shared her fervor for surrounding herself with the troubles and burdens of these little, often needy creatures...

And not once had she found herself regretting her decision.

As she continued scanning through the steadily-shrinking mound before her, she came across a crinkled old piece of paper, beginning to turn yellow with age, and the words written starting to fade away. Skimming over the contents, she felt her heart skip a beat as she remembered this particular page.

It was a poem, one that she had written as a very young filly while attending Summer Flight Camp. The day where her life had completely changed. The day she couldn't remember ever having been so frightened in her entire life.

The *day after* she had received her cutie mark.

Fluttershy's eyes drifted back to the lime-green picture frame lying on her bed, her vision glazing over as she remembered that wonderful, horrific day...

A younger, happy Fluttershy had just dropped down from a couple of low-hanging clouds after gently reassuring a trio of ducks that it was safe to come out, landing legs folded in as the animals gathered around her. A white baby rabbit hopped up to her, staring in wonder as three pink and blue butterflies appeared on her flanks with a glowing flash of white, though Fluttershy didn't seem to notice.

"H-hello everyone... my name is Fluttershy." she quietly introduced herself, hiding an eye behind her long pink hair, though her voice held much more confidence. She was greeted with a series of chirps and chitterings of all kinds. She acknowledged them as best as she could, shyly smiling and nodding to the many creatures, before she directed her gaze back upwards, recollecting the events that had just transpired. Through her blind terror, it hadn't occurred to her just how far down she had fallen from the sky, and the dull ache in her wing joints informed her that her chances of making it back up were slim to none. As the forest natives scurried and

shuffled away from the scene, she came to realize that the sky was beginning to turn yellow, the sun slowly making its daily descent toward the edge of the far off mountains. From the great distance between Cloudsdale and where she was now, she couldn't tell if any pegasus ponies were out looking for her.

Had they even noticed that she was missing?

Suddenly feeling very, *very* alone, she stood up on all fours, and starting looking around. Surrounded by trees that left no room to glimpse a nearby town or city, she started to worry. What was she going to do if they *hadn't* noticed she was missing? Where was she going to sleep? What was she going to eat? And what should she do now?

She depressingly noted that none of the animals were in the clearing any longer, all having returned to their respective nests and burrows. She saw little option at this point, so she opted to choose a direction at random. Closing her eyes, she slowly began spinning in place, and stopped a few seconds later. She exhaled, and started walking in the direction she had chosen, the song she had sung moments ago slowly fading from her heart...

It had been hours, and the little filly continued onward through the forest, which grew quieter and quieter with every minute that passed. Nightfall came and went, leaving a thin spatter of navy light against the darkening skies, dimming her hopes of finding a peaceful night's rest in this strange, alien world. The former beauty of this new place she had discovered was starting to lose its luster as the colors began to fade away, blending into the blanket of darkness that now kept around her...

One that tucked away her hopes, and insulated her fears.

She had never slept alone in her young life, it occurred to her. Having grown used to her parents being a wall of clouds away from her room, or occasionally a sleeping bag made of clouds apart from a friend during a campout in the skies, she doubted she would be able to fall asleep even *if* she did find someone in this dreary place.

But here she was, miles and miles away from *any* pony, earth, unicorn or pegasus as far as she could tell. As she walked along, she became aware of the trees starting to look sickly, unhealthy, and a few even looked... *dead*. A low-hanging fog had found its way around her, making it difficult to see more than a few feet ahead. She could only see so far upwards through the thick branches and mossy tree limbs, the hazy outline of the shiny moon a twisted mockery of the clarity she was used to, as she would often find herself gazing dreamily at the celestial orb from her window in Cloudsdale at night before going to bed.

The silence had long been broken by the noises of creatures she *wasn't* sure she wanted to meet. Hootings and howls in the distance, and (she hoped she imagined) the occasional low, guttural growl that sent ripples of ice-cold fear through her spine, her wings locking into place against her side. Her eyes wide and her head low, she persisted along the path she had chosen, unable to give up the hope that she would eventually find someone who would help her.

An unexpected rustling sounded from her right, causing her head to shoot up. Standing completely still, she slowly turned her head towards a bush, barely visible above the misty cover. She held her breath as the rustling got louder, preparing to run away, when the rustling stopped, and something stepped out of the fog.

She had never seen anything like it before, the closest thing she could identify it with would be a young kitten, having seen a picture of one in a book from her school back in Cloudsdale. The whiskers, the eyes, and the *cute* (though somewhat intimidating) face were tell-tale signs, but it seemed that *this* cat was much different than what she had seen before. It had a gold-orange coat, with two patches of... *scales* on either side where a pegasus' wings would be, and a small tuft of deep-red hair atop its head. As it turned to face her, she also noticed the tail swinging behind it, the same color as its mane, and the end of it curling up into a sharp point.

The creature yelped in her direction, a sound that made her want to run away as fast as her little yellow legs could take her... if it hadn't sounded so *sad*. The kitten-like creature looked to be in pain, and upon closer inspection she noticed it was standing on only three paws, the fourth being the animal's front left paw that was held up and away from the ground. A new, resolute courage welled up inside of her, and banishing the feelings of

fear and doubt in her heart, she slowly walked up toward it. The strange-looking kitten started to back away, a fearful expression emerging on its face.

"Shh... it's okay." she whispered reassuringly as she came nearer. The animal paused, and stopped retreating backwards. Instead, it sat down on its haunches, and lifted up its paw to eye level. Fluttershy stopped in front of it, and lightly nuzzled the back of the paw with her little nose, prompting the animal to turn it over, exposing the fleshy part of the tiny limb. There was an inch long cut running diagonally down the padded palm, a small trickle of blood leaking out of the open wound.

"Aww, you poor, poor little baby." The young filly continued to whisper soothing words to the injured kitty as she picked up a leaf, and gingerly wiped some of the blood away. The animal flinched, but didn't draw itself back, watching tentatively as Fluttershy bowed her head down, and kissed the little paw right above the cut.

"There there, is that better?" she asked the animal caringly, who in turn started licking the side of her face without warning, a light purring noise emitting from inside its tiny throat. She giggled as it started grooming her hair with its surprisingly long tongue. After a minute of the little creature's administrations, the pink-haired pony backed away, still laughing lightly.

"Alright, you should go on back home, your mommy's probably very worried about-"

Grrrrroowwwwlllll...

The filly's heart nearly stopped as a deep, unholy snarl echoed behind her, the foggy forest around her going utterly silent. The little kitten-like creature yelped out again, and limped past her toward the source of the noise. Fears forgotten, Fluttershy quickly spun around, about to go after the animal and keep it away from whatever had made that scary noise, when she saw something that *did* make her heart stop.

She firstly noticed the pair of large, blood-red wings coated with a gold-orange fur *dismally* similar to the coat of the little patient she had just tended to. Long whiskers protruded from an exceptionally intimidating face, sitting above two long and sharp-looking fangs that were sticking out of a

petrifying scowl. A large, deep-hued mane adorned the abysmal visage of the creature before her, the same color as the wings...

...as well as the color of the tail waving menacingly behind her, the end coming into a very, very, *very* sharp tip.

Her newfound friend quickly hobbled over to the awe-inspiring creature, calling out once more as it nestled itself against a claw-adorned paw easily twice the size of itself. As the great beast bent down to nuzzle the little cub, a sinking feeling made its way into Fluttershy's stomach as the reality of the situation hit her.

This was the kitten's mother.

Fear washed over her being as she slowly backed away, her legs trembling and struggling to support her weight. The air around her grew heavy as the beast's eyes slowly turned toward her, fearful teals meeting beady blacks. The monster stood up on its hind legs, giant wings stretched out, and let out a blood-curdling shriek...

Her mind was blank. Thoughts of her parents, of Cloudsdale and the comfort of her room all lost as she tore through the woods. All that existed was her, and the loud patter of footfall from behind her. The blackness of instinct overwhelmed her senses, her insecurities and peculiarities. With perfect precision, she dodged every hanging limb, leapt over every rock and root, tearing through bushes and patches of mushrooms alike in her numb haste to escape the roaring monster chasing after her.

But the massive beast was too fast for her. With a striking lunge, the great monster was upon her, a massive paw colliding with her lithe body, sending the small pony through the brush, the remainder of her consciousness flying after it. She lay alongside a wilting tree, bruised and dazed, helpless to watch as the winged creature came nearer and nearer, until she could see the whiskers on its face in full detail, smell the creatures reeking breath, the powerful beat of its wings as it drew back on its hindlegs once again, a colossal paw raised in the air, ready to end her pathetic little life...

And then, for some odd reason, everything went *white*.

Chapter 2

"Trouble? What are you talking about, you just said she was fine!"

"I wasn't talking about her, I was talking about *you*! Sneaking off into the Everfree Forest like that, you all could have been killed!"

A sharp set of claws swinging down toward her flooded Fluttershy's vision. Her eyes shot open in shock, only to quickly close them as she tried to adjust to the painfully bright lights above her. Temporarily tuning out the two voices, she attempted to slowly take in the scene around her. Through her spotty vision, she could make out a number of ponies at the far end of the wall across from her. The two voices belongs to a pair standing at the foot of her bed, one with a purple coat and pink hair, and the other with a cream-colored coat with lime-green hair, the latter of the two wearing a nurse's outfit.

"...a bunch of thrill-seeking teenagers with *no* regard for the consequences! Completely reckless and foolish, the lot of you!"

"Oh come on, we were fine! We ran into a manticore, so what? Vinyl Scratch just used her... what was it?"

"Strobe Light Spell." came a cheekily laid-back reply from one of the teenagers in the back. A few of the others around her chuckled.

"Right, that one! It scared the brute half to death and it ran off! We had the whole thing planned, we *knew* what we were doing!"

"You got lucky, and what's worse, you all think yourselves justified for going into the forest! I have half a mind to report you all to the mayor!"

"Oh yeah, go tell her how we rescued a filly from a full-grown manticore. I'm sure we'll get into *loads* of trouble for that one."

"Ignorant little... the *fact* is, you were in the forest *before* you heard her scream. You were looking for thrills, not fillies in distress!"

"Yeah, so what? We were prepared for anything! Spells, flares, you name it. Heck, Little Mac over there can kick an apple clean through a piece of plywood, and he had a whole bag of them!"

"Eyup."

"You're all missing the point..."

"Look lady, we don't have all day to stay here and argue. I've got to get down to the school in half an hour, and... bed?"

"Hmph, you mean you're going to class to take a nap? I'm not at all surprised."

"No! The bed is empty! She's gone!"

The young pegasus walked along the populated streets of the strange new town. Still somewhat shaken from yesterday's experience, she paid little attention to her destination, or lack thereof. Instead, she found herself re-captivated by the world around her.

It was so different from the breezy city of Cloudsdale, where everything was structured out of... well, *clouds*. Here the buildings were all sorts of colors, all shapes and sizes, made from bricks, wood, and cloth. Some even had long thatches of brown and yellow grass for roofs. And some of the homes were even made inside of giant *trees*! She couldn't help but stare at one before her, the morning rays of yellow and pink glowing through the branches in a striking display of splendor.

Turning back to the hustle and bustle of the earthly community, she noticed the lack of pegasus ponies in the area. All of the ponies as far as she could see down the busy streets were earth ponies, and a marginally smaller number of unicorns. She had never met anyone who wasn't a pegasus, the thought left her slightly unnerved being surrounded by strangers of the like. She had hoped that at the very least, there would be one who would be able to fly her back home.

Thinking back to the hospital tent falling farther behind her, she remembered what the two ponies had been talking about, how they had

saved her life. She did not want to be a bother to the other ponies who had scared off the manticore (remembering what they called it) and brought her back here. As grateful as she was, having been more than willing to express her gratitude to the group of friends, she would rather not have the fact brought up that they had gotten in trouble for rescuing her if she met them. She had heard the nurse talking about reporting the ponies to the mayor right after she had snuck out, something that-

"Hey kid, wait up!"

Her musings interrupted, she warily turned back to see who was calling out. From the same direction she had left, a pony was running towards her. She recognized her as the one who had been arguing with the attendant in the hospital tent.

"Hey, where are you off to in such a hurry?" the purple-coated pony asked when she had caught up with her. "Are you feeling alright? You took a nasty hit from that manticore back in the forest, I'm surprised you can even walk right now!"

Fluttershy started walking alongside the other pony, timidly hiding behind her pink mane. "O-Oh, I'm fine... thanks." she quietly responded.

"Well, that's good. I gotta ask though, what in the world were you doing right in the middle of the Everfree Forest all by yourself? I like a good kick every now and then, but geez kid, even I'm not that crazy."

The young filly turned to give her answer, getting a good look at who she was talking to. The teenager looked to be a few years older than she was, and was barely a head taller than herself. She had a grape-colored coat, with pink hair that had a lighter strip down the middle. What really stood out to her was the wavy, almost jagged pattern her mane and tail was styled in, giving the older girl a wild look. She also noticed a set of braces in her mouth, as well as a light pink leg warmer on her right hind-leg.

But what stood out to her even more... was that this teenager *didn't have a cutie mark!*

"Uhh... are you alright? You're kind of a quiet kid, aren't you? Say, I don't even know your name." the pony asked, looking curiously at her. Fluttershy jumped a bit, until retreating again into her mane.

"Umm... my name is-" she trailed off quietly. The pony looked even more confused.

"I... didn't catch that, speak up a bit!" the teenager replied.

"M-m-my name is Fluttershy." she managed to squeak out. The young mare smiled.

"Well Fluttershy, you still haven't answer my question. Why were you in the Everfree Forest in the first place?" she asked again. Fluttershy looked down toward the ground, still pacing forward.

"Oh, um... A-actually, I live in Cloudsdale..." and so she began her story, starting with her first few days of Summer Flight Camp, going into great detail about everything, from how Rainbow Dash stood up for her, to her descent from the skies above and how she had been saved by a flock of butterflies. Continuing on, her walking partner made no motion to interrupt her as she recounted her trip to the forest, the baby manticore she had tended to, and the unfortunate meet up with its mother, anything and everything up until she woke up this morning.

Twenty minutes later, she finished her story, looking back up toward the purple pony, whose jaw had dropped sometime during her tale.

"That... is pretty hardcore." she summed up lamely. Fluttershy managed a smile, despite her discomfort with talking so much.

"Well, I... that is... I'm t-trying to find somepony t-that can help me get home."

Her companion frowned. "Hmm... hate to break it to you, but you picked a bad day to drop by. Most of the pegasus ponies are in Cloudsdale today to attend the Royal Princess's Annual Cloudsdale Banquet.

"...oh." she whispered, lowering her head. If she hadn't, she would have seen the teenager looking back at her, grinning suddenly.

"But... I think I can help you out with that one." Fluttershy's eyes lit up then, turning to meet the mare's stare in full. "Tell you what Fluttershy, I'm actually heading to that school right over there. (She gestured with a hoof to a building a few hundred feet away) I've got a friend that works there

who *just so happens* to be a pegasus pony! He's a teacher, and I'm willing to bet my braces that he chose to stay here with his class. Only thing is, he's not so good with heavy objects, so he wouldn't be able to ferry you back up. But he *should* be able to relay a message up to your flight camp, and let them know we've found you. It might take a few hours for him to get there and back, but I can guarantee you'll be back in Cloudsdale before sunset! How does that sound?" she asked.

It was all little Fluttershy could do but stare at the pony before her. Regardless of her situation, she couldn't believe her luck these past few days. First having been saved from falling miles and miles from the sky by a passing flock of butterflies, then being saved *again* from a ferocious mantichore, *and then* having the fortune of finding a way back home before the day had even begun!

Tears started to well up in the little filly's big teal eyes, and she rushed over toward the other pony, throwing her forelegs around her neck in a desperate hug, much to the surprise of the receiver.

"Thank you... *sniff* ...thank you so much." she whispered in between sobs. The tongue-tied teenager stood still for a moment, before chuckling nervously and gently moving the little filly off of her.

"Hey, it's no problem, don't worry about it." she casually replied, turning to hide a light blush. "So, I guess this would be your first trip to Ponyville."

"Ponyville?" Fluttershy asked, wiping the tears away from her face.

"You mean you've never heard of Ponyville before? Well, then allow me to be your unofficial welcoming committee." she gestured exaggeratedly with a hoof. Fluttershy giggled lightly, trotting along the path with her newfound friend once again...

"Well, here we are. Let's go inside and see if we can't find the old codger, alright?"

Fluttershy nodded eagerly. "Oh yes. Umm... thanks again, miss." she shyly responded.

"Miss?"

"S-sorry... you didn't tell me your name."

"Oh, of course, how silly of me! My name is Cheerilee!"

The two ponies walked into the large building as the school bell had started to ring. As they entered the doorway, Fluttershy took in the sight before her. It was a simple layout, one long hallway stretching from front to back, doors lining both sides of the passage. Cheerilee stepped ahead, and walked up to the first door on the left. Fluttershy trotted up to her, and they entered the classroom.

Two seconds later, Fluttershy was starting to feel very uncomfortable, as fourteen sets of eyes landed on her and Cheerilee. The young ponies were all about her age, mostly fillies like herself, with a few colts here and there in the small crowd of desks. An elderly-looking pegasus pony was peering over a rimmed set of glasses from behind a wooden desk centered in the front of the class, beaming as he recognized the purple pony.

"Why, hello there. Class, this is my neighbor and good friend, Cheerilee." he gestured to the now-flush teenager as the class let out a customary "Good morning Cheerilee!" in harmony. She let out a small 'ahem', and walked up to the front of the class, and started whispering into the aged pony's ear, which shot up after a moment.

"Oh... oh my, is that right? Hmm..." he thought out loud, eyes drifting over to Fluttershy, still nervously standing in the doorway. He suddenly smiled with a gleam in his eye, causing Fluttershy to quickly retreat into the safety of her pink mane.

"Well class, it seems that I need to speak to my friend here out in the hall. We may be a moment, so *please* try and keep it down. Stay in your seats, light whispering is fine with me so long as you quiet down when I return. I would also suggest you not pass notes. I may come back any moment, and it would be quite embarrassing to have someone's secret crush revealed in front of the class *again*, now wouldn't it?" he warmly asked, prompting (most of) the children to break out into a fit of giggles.

"Now Fluttershy, was it?" The young filly's gaze shot up, meeting the teacher's. "Why don't you have a seat there in the back?"

"E-excuse me?"

"We have a few things to discuss about your... *unique* situation, and I can imagine you would rather not have to stand the whole duration. Go ahead, have a seat." he kindly reasserted. Fluttershy made a small noise, and then shuffled over to the nearest seat, sitting down and attempting to hide from the continuing stare of the class. Nodding to his partner, the two slowly trotted toward the back of the room and out of the doorway. Peeking his head back inside, the elder pony gave the class a wink, and then shut the door behind him with a subtle 'click'.

Immediately the room exploded into noise and movement.

At least half of the class was out of their seats, running to another desk to start a pointedly-loud conversation with their friends. The other two quarters were either scattered across the room, looking through bookshelves or at other various objects, or still in their seats, chattering away the precious time they were given...

All save for one filly sitting at the desk next to Fluttershy, who in fact seemed *quieter* than herself, horn softly glowing and absorbed in a tedious drawing process, paying no attention to the chaos around her. Ducking to avoid a rogue paper airplane, she tentatively leaned to the side, trying to glimpse the contents being magicked into life.

"Can I help you?" the filly suddenly asked, not looking up. The small "eep!" that resulted was lost in the hum of high-pitched voices that filled the classroom. Shying back to her desk, she ducked down as low as she could, hoping that the pony next to her wouldn't call her out for peering over her shoulder so rudely. After a moment of silence (between the two), she breathed a sigh of relief, when she found her vision abruptly obstructed by a floating piece of paper.

"Well, what do you think? Tell me the truth!" the young pony to her side exclaimed. The momentary shock wearing off, Fluttershy focused her eyes on the paper hanging close to her face. It was a simple, yet stylish outline of a dress, patterned to look like a polished butterfly with its wings folded down and around where a pony's back and hindquarters would be situated,

the twin tips of the wings would be trailing behind the mare who wore the dress in a very graceful manner. The sleeves seemed to be a velvety wrap that snaked down toward a set of classy slippers in a pleasing fashion. To top it all off, the dress would have an elegant neck clasp situated with a gem of some kind, though it was her guess as to what it would be, the colorless outline giving no indication.

Regardless of her lack of expertise in fashion, she thought it looked *gorgeous*.

"I-it's amazing..." she meekly answered. The filly squealed in delight.

"Oh I *knew* you would love it! Oh Rarity, you've done it again! I must say, you provide such inspiration, why the idea simply 'popped' into my head the very moment you walked in!"

Fluttershy tore her gaze from the paper, and towards the talking pony in astonishment.

"-and the *drapé* simply *blends* with your soft spring features, oh I've been waiting for someone like you for such a long time!" she cried. Fluttershy was still starting at the ranting pony in timid disbelief.

"You... you made this... f-for *me*?" she stumbled. The filly looked at her quizzically.

"Well *duh*! Do you think anypony else in here would look as good in this? Besides, you looked so down when you got here, I figured that you could use a friend. I'm no stranger to shy ponies... by the way, my name is Rarity!"

Fluttershy looked down toward her desk. "...Friend?" she asked in a tranquil voice.

Rarity giggled. "Well when you walked in, I could tell that you were *much* different than the other ponies here, and I'm not just talking about your *season*. All of my classmates are loud and wild, no sophistication whatsoever, and I can tell that you are a much more refined pony such as myself." -She gave a little flourish of her coiled hair for effect- "Oh, we are going to be the *best* of friends, you and I." she piped, turning back to her drawing on the desk, and pulling out a set of markers.

'...the best of friends, you and I.'

The pink-maned pony sat quietly at her desk, the clamor of shouts and gossip dimming around her as the words the young filly told her filled her mind.

Best friend... she couldn't say she'd ever had a best friend, one who she saw more frequently than others. As naturally shy as she was, it was the simple truth that she had very *few* friends... and it struck her that within a day of the most terrifying event of her young life, she had already made two friends.

And here was her *third*.

Lightly shaking her head, she willed away the tears of joy that threatened to betray her proclaimed 'sophistication', and settled with a simple, almost inaudible "Thank you..."

"Oh it's *my* pleasure..." she continued, not looking up from her project. "So your name's Fluttershy, right? *Love* the cutie mark by the way, it gave me the idea for the dress design." she stated. Fluttershy stared at Rarity, her words taking a moment to register, before she quickly snapped her head toward her flank...

"WHAT?"

Thirteen sets of eyes turning toward the source of the deafening screech that had pierced the roar of the classroom: the closed door in the back. The fourteenth pair was still marveling at her cutie mark, silently containing the elation she felt at finally having discovered her special talent...

"Hmm. So, Fluttershy... where *are* you from, anyway?"

- Meanwhile, in the hall outside -

"WHAT?" Cheerilee shrieked, her eyes frantically wide. "For the love of Celestia, you *can't* be serious! I was just coming by to let Butterpop know that her sister was with me and my friends last night, and then to drop Fluttershy off with you! I didn't ask for *this*!" she yelled, panting heavily.

The elder pony patiently adjusted his glasses. "I *need* somepony to look after my class while I'm gone. I cannot simply leave all of these children unattended for the next few hours, surely you understand." he replied, smiling.

"Wait... but... yeah, but... but why *me*?" she sputtered, falling onto her haunches.

"Because none of the other substitute teachers will be able to come on such short notice. Besides, today is study day, so you'll only have to teach the class for less than an hour. Lunch break is in forty minutes, and after that they will have the rest of the day to catch up on any homework they haven't finished. The ones who are all caught up will just sit quietly at their desk, and can choose something. You have very little to worry about." he calmly explained.

Cheerilee looked down, her frazzled hair falling over her face. "I don't know... if this is such a good idea. I've never even babysat for anypony before, how do you expect me to watch a whole *classroom* of kids?"

"I wouldn't ask you to do this if I didn't have complete faith that you would be able to take care of them. I've known you for a very long time, ever since you were just a baby filly. I was also your teacher, in case you have forgotten, and it is my belief that you have a *natural* talent when it comes to getting along with children. Good heavens, I've never seen a child as nervous as little Fluttershy in there, and yet she seems to have warmed up to you just fine. Why I'd wager that you would make a *wonderful* substitute for my class."

Cheerilee silently contemplated the aged pony's words, mentally running through a simulation of what this would entail. Turning her head toward the not-so-quiet cacophony thundering from the wooden door a few feet away, her mind began filling itself with scores of snot-muzzled fillies and colts running around, paper airplanes and spit-wads flying left and right. Whiny kids crying out of boredom and for bathroom breaks, consistently interrupting whenever she tried to put in a word to the class...

Yeah, not gonna happen. She'd just have to tell the old educator that she was far too busy with something. A little fib wouldn't hurt anypony. Besides, it'd save *her* an afternoon's worth of agony...

And then sweet little Fluttershy popped into her mind. Begrudgingly, she had to admit she felt partly responsible for her well being, at least until she returned home safely. She had promised her that she would be home by sunset, and should that not happen for whatever reason, it fell to her to look after the girl until then. Not to mention that if she left now, Fluttershy would have to spend hours sitting alone, subject to the unsupervised chaos of a classroom of crazed, feral pre-adolescents. Knowing her, the whole experience would be nothing short of torture for the introverted little filly.

Oh... *perfect*.

"Alright, *fine*. You win. But you owe me big time, you old coot." she surrendered, no spite behind the jab. The old pegasus pony snorted through a smile, and turned down the hallway, exiting the schoolhouse.

"...and the audience was completely *stunned*! Why I could see the jewels' reflections on *all* of the faces in the crowd, it was dazzling! And right then and there, I got my cutie mark! Isn't it wonderful?"

"Oh yes, it's *very* lovely, Rarity."

Creeeeeeeeak...

The classroom went silent for a quarter of a second, followed by the sound of a dozen small ponies dashing towards their seats. Hindquarters properly placed and notes safely tucked away, everypony looked back toward the door again, where the purple pony was now standing, looking resignedly at the roomful of children. She closed the door with a nudge from her back leg, and slowly trotted up next to the easel amid whispers and quiet gossip slowly spreading through the small crowd. Coming to a halt in front of the teacher's desk, she met the eyes of the class, and put on a professional smile.

"Good morning class. My name is Cheerilee, and I'm going to be your substitute teacher for the rest of the day."

Silence, and then...

"Umm... where'd our *real* teacher go?"

Cheerilee's eye twitched, struggling to maintain her smile. "Mr. Peppertail had an important... errand to run." (She winked at Fluttershy in the back, who smiled gratefully in return.) "So he asked me to take his place while he's gone."

A cherry-coated filly piped up. "When is he gonna be back?"

"He'll be back later tonight."

"Tonight?" a spruce-green colt cried out. "But we'll all be home by then!"

"He was supposed to help me with math today! I can't wait that long!"

"Wait, we have to go to school tonight?"

"That's not fair!"

"Yeah, you're just a teenager! You're not the boss of us!"

"Can I go to the bathroom?"

"*QUIET!*" Cheerilee shouted, causing the ripples of chatter to peter out. Taking a deep breath, she trotted back to the chalkboard, flicking her frazzled tail in annoyance. Taking the long piece of chalk in her mouth, she began writing. Rarity leaned over to Fluttershy in the back.

"She's kinda scary."

After a moment, Cheerilee stepped back, allowing the class to view the board in full. "Miss Cheerilee" was written in big, white letters, the very pony staring out into the group of children with sharp, green eyes.

"Mr. Peppertail left *me* in charge for the next few hours, so I expect you all to treat me with the same respect you treat him. Raise your hoof if you want to say something, otherwise keep quiet. I expect your complete attention when I am teaching, so no talking, and no passing notes. You will *a/so* refer to me as *Miss* Cheerilee or ma'am, understood?"

She was rewarded with a wave of silent nods.

"Good." Her voice softened. *'Heh, just gotta act like the old billy goat.'* "Now, where did Mr. Peppertail leave off last?" She waited until the cherry-coated filly raised her arm into the air.

"Alright, you in the middle row. What is your name?"

"S-Spice, ma'am. And we just finished learning about Princess Celestia. He said we were going to start a new subject."

"Ohhhh... great." she muttered, the confident burst of bravado suddenly leaving her.

"So what'cha gonna teach us?" the filly asked.

"Uhh..." She stared out dumbly into the class. The class stared back. Beads of sweat started making their way down Cheerilee's face, smiling nervously as she frantically tried to think of a subject. Something, *anything* to get those beady little eyes off of her! She could feel the gaze of every pony in the room on her (with the exception of Fluttershy, who was looking down at her desk), expecting her to do something, to teach them something.

What was she *doing* here? She was a teenager, not a teacher! She wasn't given any notice, any time to come up with a subject! This was not...

Oh, *now* she knew what they were up to. They were trying to discourage her, to get her to let down her guard. Go straight to the point, and leave the poor substitute stumped. She knew this one, it was a trick that she and her classmates had pulled enough times on an unsuspecting substitute teacher. It was easy enough, all you had to do was sit there and stare, make the newcomer sweat by sitting quietly in your desk, looking as innocent as possible. Questioning her, studying her...

Judging her...

No! No way! She was *not* about to let these little brats win! With a new resolution, she began looking around the classroom. It was just a half an hour; she could fudge it if she had to. All she needed was a subject, and she could get the kids talking with ease.

'Okay... Wallpaper, green... "colors". No, they're not that young. Curtains, fabric, "sewing"? Arrgh, I don't know anything about sewing! Ceiling, border, ponies and horseshoes...'

"Horseshoes!"

Piece of cake.

"Alright class, today we're going to learn about *cutie marks*!" she declared triumphantly, standing in front of the classroom with a hoof pointing out victoriously

Immediately, half of the class's hooves flew up. Blinking, she pointed to a cobalt filly in the front.

"You there, umm..."

"Drizzle, ma'am. We've already had a lesson about cutie marks."

Cheerilee deadpanned. "...right. Okay then, how about..." -she took a quick thinking pose- "How about the Everfree Forest?" (Fluttershy visibly cringed in the back.)

No pony made a move to lower their arms.

She growled, eyes searching around the room. "How about the *seasons*?"

The hooves remained in place.

"...Astronomy."

"A-*what*?" one of the colts asked, the host of hooves coming down to rest. Cheerilee sighed, seemingly relieved. Walking over to the chalkboard, she wrote the word "Astronomy" in big, bold letters.

"Astronomy: The study of the different stars and planets in the sky." she recited. The children, seemingly satisfied with the subject, had all put their hooves down and were watching Cheerilee with intent.

"Okay... so! Who can tell me something about stars?" she asked. A few hooves shot up, and she nodded toward one of them.

"Uhh, there's a lot of them?"

"Err... good. Very good. Alright, you there."

"They twinkle?"

"Yes... yes they do. Anyone else? Okay. Spice, was it?"

"Umm... they're up there. —she pointed- In the sky."

"..."

"Oh! Oh! I've got a good one!"

"Mmm, alright. Go ahead."

"You can only see them at night!"

A small facial tick made itself known in Cheerilee's disgruntled expression, a look that the beaming colt seemed to be unaware of.

"Okay, how about we pull out our textbooks, and see if we can find out anything else about stars."

No pony moved. She smacked her face with a hoof.

"...you don't *have* textbooks, do you?"

The class simultaneously shook their heads.

"...of course you don't." she murmured. Completely at a loss, she then noticed a stack of books underneath the teacher's desk. "Ahem, just one moment." Cheerilee ducked down underneath the desk, pulling the top book off of the stack, and skimmed through the contents.

'Equestria At A Glance... Canterlot, The Everfree Forest... huh, so they weren't kidding. Next book, Pony Anatomy for Preschoolers... Cutie Marks, Caring For Your Mane... ugh, next...'

Silently simmering on the spot, she continued the hunt for a textbook, when her ears picked up someone whispering. "*She's not a very good teacher.*"

"I heard tha-OW!" she cried, her head shooting up and hitting the bottom of the desk. The class went into a fit of giggles as Cheerilee gingerly rubbed the top of her head. Growling, she dived down again, determined to find the right textbook. Not ten seconds later she heard the whispers pick up again. *"Why do we have to learn about stars, anyway? Booring."*

"Well then, what do *you* suggest we learn today? If you have a better idea, then *please* let me know!" she half-yelled out to nopony in particular, one of the fillies in the back jerking forward in surprise. Receiving no answer, she turned back to the pile of hardbacks.

"Come on, come on. There's gotta be something in here..." she whispered to herself, desperately trying to drown out the gossip around her.

"Geez Feathers, she reminds me of your mom."

"Did you see her hair? It's so messy! Does she even brush it?"

"She doesn't even have her cutie mark."

"FINE! I give up! I don't care anymore!" the teenager roared, causing many a filly to jump in her seat. Angrily, she slammed both forehooves on the desk, leaning over and glaring at the children.

"Alright, you want something to do so badly? Write a page about something, I don't care what! Write about your mommy, write about how Salt Peter or Sunset Sprinkle keeps taking your lunch money every day before class! Write about how weird you think my hairdo is! I. Don't. CARE! Just have it ready by lunchtime! You've got thirty minutes!" she cried exasperatedly, marching over to the bookcase, picking out a novel from the top, and situating herself back behind the desk, burying her face into the pages.

Before the young colt in the front could raise his hoof once more, Cheerilee slowly glared at him from above the book.

*"And I **don't** want to hear **any** talking...**period**."* she seethed. The trembling pony quickly lowered his half-raised arm, and just as swiftly reached it into his bag, frantically fishing for a piece of paper as the rest of the class followed suit.

Half an hour later, the dull, muffled tones of the school bell rang once again, ending the monotony of pencils scratching on paper. Cheerilee didn't bother to look up as the noiseless ponies made their way to the door, their voices rejoining the audible world as they themselves were swept into the crowd of children from every class, all running for the school entrance.

As the last pony left, he/she turned the light switch off, causing the room to turn a dimly-lit blue, the only source of light being the residual rays of sunlight glowing through the windows in the back, the sun having moved to the other side of the building. Heaving a sigh of relief, the purple pony dropped the book on the desk, and stood up to stretch.

Her eyes caught hold of the room. Still as a canvas, save for sparse flecks of dust that were almost entirely invisible, had they not softly outlined the faint blue light through the window. She took in the room before her, lacking interest in the portraits of famous ponies on the back wall, or the bookshelves lining both sides of the room. Instead, her gaze swept over the empty desks. Quaint little works of wooden hoof-craft, when devoid of the standard rancorous occupants sitting behind them.

Save for a little yellow filly sitting mutely in the back, glowing in the light blue luminosity the windows gave.

"Fluttershy."

The young pony made no motion to acknowledge her name, her face hidden in a dark blue shadow. She stared at the young child, her heart slowly beginning to stitch up. Cautiously she walked along the side of the row, standing next to the desk.

"I'm sorry."

For a moment, she believed the unbidden words had come out of her own mouth. But the words were tender, sorrowful, shaded in a way that rippled against the streaks of angry red that lay across the resentful maroon in her heart. A deep, void color that wrapped around the room, dimming everything around... and inside of her.

"F-for what?" was all she could manage. Again, she was given no immediate answer. Looking down, she saw the pallid paper on her desk. Blank, save for the small wet tear stains adorning the page, a cruel message whose contents Cheerilee wished she could not read so easily.

"H-hey, don't worry about the assignment." she softly stated. "Technically you aren't even a part of the class..."

"But you are." The little filly choked. Cheerilee stood there numbly.

"You seemed so happy when I met you... and I don't... I don't know why. I heard the nurse talking about you, you're going to get in trouble with the mayor because of me. And now you have to stay here, and you're miserable because of me. Please, *please* stop making yourself so unhappy for me!" she cried, painting the paper with further anguish.

Pit... pit... pit...

Cheerilee wasn't aware of what had happened, of how it had happened.

It didn't matter.

All she knew was that the young filly was sitting on the ground next to her, sobbing into her shoulder through her embrace as she began whispering into her ear.

"Fluttershy... you haven't done *anything* wrong. You're a good kid who's just had a lot of bad luck these past few days."

Fluttershy sobbed even harder into her shoulder. She continued, her voice gaining more conviction.

"Now don't you think for a moment that you've caused me any trouble at all. I was in the forest because I wanted to be there. I'm a substitute teacher because I *chose* to be one. Maybe it's not the one thing I really wanted to do today, but some things are more important to me than hanging out with friends. And that's hanging out with ponies who need friends. I *want* to be here with you, just like I would want someone to be there for me...

...because that's what friends do, they help each other out when they need it." she half-wept. Fluttershy sniffed, and then went silent, the arms around

Cheerilee's neck sliding down and off of her. Rubbing the tears away, the little filly looked up again.

Her cute, yellow face was beaming like the break of day.

The purple teenager wiped a few of her own tears away, chuckling. "You know... I've never had to experience anything like what you've gone through today. And I doubt that I would be able to take it half as well as you have. And... well, it might not sound like much coming from me, but I think that you're a pretty tough kid to still be standing up to everything... even if you're a little on the quiet side." she gently teased.

The little filly sniffed again. "Thank you, Miss Cheerilee."

"Oh no, you're not a part of this class, remember? You get to call me Cheerilee."

The two ponies giggled, looking at each other, until they both burst out in earnest laughter, Fluttershy leaning against Cheerilee as she let out all of the tension in her weary heart. For the first time... in a *long* time, she felt completely at ease, laughing away the fear and regret that bound her heart with misery. Here with her friend, in this dark room that really didn't seem so dark anymore.

If anything, the world seemed brighter than ever.

A good minute passed, and the purple pony slowly stood up with a moan, looking at the clock hanging above the open door.

"Well I don't know about you, but a couple miles of freefall and a night in the Everfree Forest would make me awfully hungry. You haven't had anything to eat yet, have you?" she asked. On cue, a petite rumbling noise made its way from Fluttershy's stomach, her head leaning forward in embarrassment, though she still retained the joy in her smile.

Cheerilee giggled. "I thought so. Let's go and see if we can't find anything good to eat around here." she suggested, motioning for the door. Fluttershy nodded, and the smiling pair walked out of the gloomy classroom, side by side.

Chapter 3

Cheerful.

Laughter filled the breezy air around Ponyville Elementary. A pony or two glanced across the property fence while about their daily routines, and over towards the fillies and colts frolicking about in the schoolyard. The young ponies ran about the grassy area, chasing each other down and giggling at one another's silly antics. Shooting down the slides and swinging up into the air, the children paid no attention to any of the onlookers.

Not even to the two ponies who sat underneath the shade of a nearby oak tree, the sunlight filtering in through the leaves and dancing across their laughing faces.

"Yeah, you wouldn't believe *half* of the things Little Mac has done! One time we were out exploring Froggy Bottom Bog, when we came across this *giant* cliff! I'm not kidding, this thing was like, the size of Canterlot Tower! And the bottom was covered in all of these sharp rocks, you could barely even see the mud!"

Fluttershy stared ahead with wide eyes, her apple momentarily forgotten. "What happened?"

"I'll tell you what happened, Butterpop dared him to take a dive off of the cliff and into the bog!"

"What? He didn't..."

"He did."

Gasp!

"The crazy kid just looked back at us, gave one final 'Eeeeyup.', and dove straight down!"

The young teenager then noticed Fluttershy's face becoming pale. "Oh don't worry, he was fine in the end. Turns out that the swamp is filled with gas, and right before he hit the bottom, he landed on a giant gas bubble,

and bounced right back up" –she gestured with a swinging hoof- "landing safely on the other side!" Cheerilee laughed. "Oh I wish I had a camera, Butterpop's face was priceless! She thought the poor kid had *died*, and that it was all her fault! She ripped him a new one for that little stunt."

Fluttershy gave an awkward smile. "My, he sounds like... fun."

"He's a ton of fun to have around, even though he's really... quiet. I dunno." Cheerilee frowned. "He... took to his little sister leaving for Manehattan pretty hard. It's not something we like to bring up, and he's always trying to find ways to distract himself. If anything, it's usually *him* that drags our little posse into half of the trouble we get into."

"I'm sorry to hear that..."

The teenager smiled. "Yeah, don't worry about him too much. Sure, he's a wild card, but he's a really good guy. One of the best friends a pony could ever have."

Fluttershy smiled back to her. "I'd like to meet your friends someday. They all sound *very* nice."

"Heh. Crazy, you mean?"

"Umm... maybe a little."

The purple pony chuckled, looking to the side as leafy shadows danced across her face.

"Yeah, I'm from a crazy bunch alright." She looked down, her frazzled bangs obscuring her eyes. "I'm not what you'd consider teacher material, either."

"I think you make a wonderful teacher." Fluttershy insisted, sitting up straight.

"You're just saying that."

"Not at all. In fact, I think you're the best teacher I've ever had."

"You're kidding?" she shot the shy filly a skeptical look, slumping as she matched it with a glare (albeit cute) of her own. "You're not kidding. Well thanks kid, but I'm just not cut out for teaching. I don't have the patience."

"You were very patient with me this morning, when I was telling you about what happened to me last night." Fluttershy softly persisted. "You were very kind, and you listened to everything I had to say."

"But did you see the way those kids were... looking at me?" Cheerilee asked, her voice going quiet. "They were *laughing* at me, expecting me to be some sort of... well, *area* teacher. But all I did was yell at them. I'm no good at teaching."

"Well, just keep trying then."

The teenager scoffed. "Hmph. Easy for you to say."

"It's not."

Cheerilee looked at the yellow filly, who was giving her a petrifying look.

"I live in Cloudsdale, a city full of pegasus ponies. Almost every building is separated from each other, sitting on a different cloud, and making it so you have to fly *everywhere*."

"I don't see how that-"

Fluttershy continued unabated. "My school sits on one giant cloud, so if one of us falls down, they won't fall down all the way, they will just land on the clouds. Well that's where I was when I fell all the way down."

Her voice became sharp.

"I'm one of the worst flyers in my class. In fact, I *am* the worst. Sometimes I have to ask somepony to help me fly over to a building, like the library, or sometimes even to school. And sometimes... it's really embarrassing for me to ask. And some ponies *do* laugh at me." She said, her gaze sinking down to her plate on the blanket.

Before snapping back up, a fire glowing in her teal eyes.

"It's hard being a weak flyer in a city full of pegasus ponies, but I keep trying. And every day, I get just a little bit better."

Cheerilee sat silently, listening to the breeze, and to the words the young filly spoke next.

"If they won't listen to you, then maybe... maybe you should try listening to what *they* have to say... like how you listened to me." she gently offered.

The teenager stared at the young filly, watching as she retreated back into her pink mane, blinking at the unexpected advice she had been given. A small smile started to grow across her face.

"You know what, Fluttershy? You can be pretty assertive when you want to be."

"Oh, I'm sorry."

Cheerilee laughed, wrapping a hoof around the little filly, and drawing her into a hug. "Don't be. That was exactly what I needed to hear. Alright, I'll give it another shot, just for you." she said, pulling back and moving the hair out and away from Fluttershy's modest gaze.

****Ding Ding Ding Ding!****

Cheerilee drew away from the filly, the two looking back to the schoolyard where the young colts and fillies were hastily filing back through the school entrance, laughing and yelling along the way. She stood up, and silently began collecting the various plates and leftovers into a basket aside the small blanket. Fluttershy took notice, and quickly assisted her.

Twenty seconds later, and the basket was in the young filly's mouth, who was looking back up to her mentor-for-a-day.

"Alright kiddo, let's give this another shot. You ready?" she asked, looking wearily from the school to the yellow pegasus. Fluttershy nodded back up to her, confidently glowing with pride. Cheerilee smiled.

"Then let's do this."

"I can't believe he jumped the fence!"

"Wanna come over after school, Daisy?"

"I'm still hungry..."

"Did you see how high-"

Creeeeeak

The chattering classroom full of children suddenly went silent, as everypony in the room turned towards the opening door. The young ponies held their breath as Cheerilee slowly walked into view, trotting up to the teacher's desk in front.

The substitute teacher glanced back, watching young Fluttershy take her place in the back of the room, her white-coated friend giving her a quiet greeting.

"Welcome back, class. I hope you all enjoyed your lunch break."

The young ponies kept silent. Cheerilee exhaled, and put on a gracious smile.

"Before we continue on with study hour, I wanted to say a few things." she said, trotting to the front of the desk, and looking the children in the eyes.

"First of all, I wanted to apologize... to *all* of you, for yelling at you this morning."

The class remained silent, watching the teacher with wide, tentative eyes.

"I feel awful for how I've treated you all. I've never taught a class before, and I let my nervousness get the better of me. But that was still no excuse for how I acted earlier today, and I'm very, very sorry." the teenager finished, looked down to the floor, and scuffing a hoof across the carpet.

...

"Aww, we forgive you, Ms. Cheerilee." a young filly piped up from the back.

"Yeah, you're not so bad."

"I guess your hair isn't *that* weird."

Amid the quiet admissions and speaking, the pink-maned pony grinned at the class before her, blushing lightly as the children murmured their agreements. After the classroom went quiet once more, Cheerilee spoke up in a more reassured tone of voice.

"Secondly... well, I'm new at being a teacher, as I'm sure you all can tell. I'm not very good at... teaching. But you all seem to know how things are run here pretty well (She looked back at Fluttershy, who was giving her a reassuring smile), so if you have any advice for me, I would be very grateful to hear it."

The class went silent for a moment longer, before hooves started rising into the air.

"Alright, go ahead Spice."

"Well, sometimes Mr. Peppertail lets us go home early when he wants to be nice."

The teenager brought a hoof up to her face as the class cheered aloud in agreement, jumping out of their chairs.

"Alright, don't push it." she growled.

"Sorry."

"Settle down, please." She gestured for the colts and fillies to sit back in their seats, waiting for them to quiet down.

"Now let's try this again. Umm... you there. What's your name?"

"Carrot Top, m'am."

"Well Carrot Top, did you have a suggestion?"

"Well, maybe you could... tell us about yourself?"

"Yeah, tell us about yourself!"

The purple teenager stared blankly ahead, as a memory resurfaced across the palette of children and desks before her.

"Alright class, we're going to do a little activity to get to know each other better." Mr. Peppertail called out to the class...

Her gaze journeyed towards the back of the classroom, to the furthestmost desk occupied by an inattentive pony.

A young, purple earth filly sat in the back, shyly toying with her pink mane amidst the shuffling of hooves and desks.

And then towards Fluttershy, who was listening to the white-coated pony talking excitedly.

"Don't be shy Cheerilee, go ahead and join the others."

She smiled, knowing exactly what she needed to do.

"I think I've got a better idea. Today is study day, right?" she asked, scanning the classroom and gathering the attention of the children. "How many of you have homework that you can work on until the end of class."

Two hooves went up.

"And how many of you would rather do something else?"

All of the hooves shot into the air. The purple-coated pony let out a barking laugh. "I guess I didn't really have to ask. Okay class, I have an idea for what we can do today! Go ahead and clear your desks, put your papers and books away."

A minute of noisy shuffling later, and Cheerilee spoke up again.

"Once you have everything put away, go ahead and move your desk to the wall, to whichever one is closest. Let's make a large space in the middle of the classroom.

The children all abandoned their desks in a flurry of activity, and began moving them across the brown-thatched carpet. Fluttershy let out a small squeak in the back when she felt her desk moving on its own accord,

quickly noticing the purple-maned filly pushing the desk, and her along with it.

"Well you were taking so *long*, darling."

Seconds later, and the young ponies were all sitting in or besides their desks, lined up against the bookshelves and windows lining the room, all looking to their smiling teacher.

"Alright class, everybody come sit down in the center of the room, and form a large circle."

With minimal whispering, the class complied. Cheerilee sat down in the circle besides two of the children, taking a deep breath and preparing to continue with her plan, when she noticed something. Looking back to the far corner of the room, she saw the young pegasus pony reaching up into a shelf for a piece of paper. Cheerilee frowned.

"Fluttershy, are you going to join us?" she called to the filly, who jumped and let out a small squeak, staring wide-eyed at the teenager, and to the circle of children who stared back at her.

"Oh. Um... yes, I-I'll just be a moment." she replied, giving her a pleading look. The older pony nodded, winking.

"Take your time." She then turned to the class, all of which were staring back at the filly. She cleared her throat.

"Okay then, eyes on me please. Let's get started, shall we?"

The class turned to face her. Taking a deep breath, she continued.

"Alright, since I'm sure *none* of you want to spend the rest of the day sitting in silence, we're going to take the time to get to know each other better. Some of you wanted to get to know me better, but I think it would also be helpful to me if I got to know each one of you as well." she spoke, some of the children shuffling quietly on the spot.

"So, here is what we are going to do. I'm going to pick a pony at random, and whoever I choose gets to stand up and speak. You can tell us your

name, your favorite hobby, and if you have your cutie mark, you can tell us about how you got it. Tell us as much as you want to about yourself."

Many of the children began sporting smiles, whispering excitedly to each other.

And one last thing, I'll be watching for whoever sits still and behaves the best while their classmate is speaking. Whoever behaves the best will get to go next after they have finished. Sound like fun?"

The class cheered, raising their hooves and stomping the ground in anticipation of the new game.

"Then let's get started! Hmm... alright, you there." She pointed to the young cobalt filly sitting quietly across the circle, nodding as the young pony stood up with a victorious smile.

"My name is Drizzle, and my favorite... what was that word again?"

"Hobby."

"What's that?"

"A hobby is an activity that you enjoy. What is your favorite thing to do?"

"Oh! I like playing in the rain with my friends! And... oh yeah! I got my cutie mark last week during the pegasus pony's rain storm!" she exclaimed, turning to the side, and proudly displaying her cutie mark: a gray storm cloud with a number of raindrops.

"Really? What happened?"

"Well, um, I was at Dewdrop's house, and we were playing in the puddles outside. And then, well, we both heard somepony crying. We found a little kid hiding under a tree, and he looked really scared. We asked him what was wrong, and he said he didn't like the rain, or the lightning. He said that it was scary. He told us where he lived, and Dewdrop went to go get his mommy."

The little filly beamed. "I told him that there wasn't anything to be afraid of, that it was fun to play out in the rain. And, well, after a little while, he wasn't

so scared anymore. We both got to play around in the puddles, and it was a lot of fun! And then Dewdrop came back with his mommy, and he had to leave. But he wasn't so sad anymore, he was really happy, and... that made *me* really happy. And then I got my cutie mark!" she exclaimed.

...

"Aww, that's so sweet!"

"Awesome!"

"That was a nice story."

Cheerilee grinned at the young pony, who was blushing under the weight of the unexpected praise from her fellow classmates. "How special! Only... it sounds to me like your cutie mark means more than just playing out in the rain, don't you think?"

The filly blinked. "W-whaddya mean?"

"Well, look closely at your cutie mark. What do you see?"

The pony looked back. "Umm... a cloud? And rain?"

"Yes, but look closely at the cloud."

The circle of children leaned in closer to get a better look as the young filly squinted down towards her flank. "I-It's got... two colors?"

"Very good! Now tell me, have you ever heard the phrase 'Every cloud has a silver lining?'"

One of the children beside her suddenly raised his hoof. "Ooh! Ooh! I have! It means that even though something looks bad, there's always something good that can come out of it!"

Cheerilee nodded. "That's right! And it *sounds to me* like you taught that very same lesson to that young pony, doesn't it Drizzle?"

The young pony looked down in embarrassment, shying back to her haunches while trying to conceal a wide, blush-adorned grin. "I-I g-guess so. I'm not sure."

"Well I think you did. Being able to find the positive things in life is a *very* special talent. I don't know very many ponies who can see the bright side of a dreary situation, let alone help *another* pony see the good things." she smirked.

"The few that I *do* know who can, I try and keep very close to me, because those kinds of ponies make the best friends."

The young filly sat back down, ducking her head down and timidly trying to conceal the delight that threatened to split the smile she could not help wearing, as the children continued chatting silently to themselves, staring at their suddenly-shy classmate.

"Quiet down, everypony. Alright then, thank you Drizzle. That was a lovely story. Now, who should I pick next?

"Oh! Me next! Me next!"

"No, pick me!"

"What? I'm quieter than you are!"

"Are not!"

"Are too!"

"ARE NOT!"

"ARE TOO!"

"*AHEM!*"

The two kids ceased their yelling, looking at the frowning substitute.

"If you can't keep quiet, then you'll just have to wait until the very end."

The colt and filly turned away from each other with a pout.

"Alright..." she pointed to a cherry-coated filly with a pepper-shaker cutie mark. "You've been very quiet this whole time. Go ahead and introduce yourself."

"Oh, okay! Uhh... my name is Spice!"

"Alright Spice, what is your favorite hobby?"

"I like to cook!"

"Oh, is that so?"

"Yep! My grandpa's a famous cook, and every time we go over to his house, he makes us something really, *really* yummy, so I wanted to be just like him, and make really yummy food for *my* family too!"

Cheerilee smiled to herself. She knew where this was going.

"Aww, that's nice. So how did you get your cutie mark, then?"

"I-I got it after our family reunion, when my Grandpa was talking to me about... about not giving up."

She blinked. Maybe not. "What happened?"

"Uhh... well, Grandpa gave me a recipe for... curry, and he told me to make it for the reunion."

"Sounds delicious."

"Well... i-it wasn't that great. I mean, I used *too* much spice, and..."

"And?"

"...everyone started choking when they ate it. We had to move the reunion to the hospital."

Cheerilee snickered into a hoof, holding in her amusement better than the majority of the circle, until a pair of fillies burst out into a fit of giggles, prompting the entire classroom to erupt in mirth.

And through the riotous laughter, she failed to notice the young, yellow pegasus still sitting in her desk in the back, silently writing on a piece of paper.

"...but doesn't it hurt?"

"Sometimes. But you usually can't feel anything, you get used to them really fast. Sometimes I even forget that I *have* braces!"

"Whoa, that's crazy."

"That'd be really scary to have those in your *mouth*!"

"Well, I'm sure that some of you might have to get braces when you get older." Cheerilee commented, many of the children cringing. "Oh but don't worry, it only hurts for about a week, and only a little bit after. But trust me, it will definitely be worth it. Just wait a year or two, and you'll have a beautiful smile!" she smirked. "Perfect for getting yourself a date with a cute pony, which I'm sure will be something you'll *all* be interested in by that time."

"Eww! Boys are gross!"

"Eww! Girls are gross!"

The two ponies looked at each other.

"Take that back!"

"Take that back!"

"No *you* take that back!"

"No *you* take that back!"

"Alright you two, that's enough." she chided. The two children stopped their argument, looking away from each other with a huff.

"Hmm... what else? Well, I enjoy hanging out with my friends, and visiting the library every now and then. And..." she trailed off, scanning the entirety of the class.

"And what?" a cream-colored filly asked.

"I... I think... I think I enjoy being a teacher." She stated. The circle of children watched her intently, going silent as Cheerilee retreated into her frizzy mane, unconsciously fondling one of her hairclips.

"I-It's been a really weird day for me. Like I said before, I've never been a teacher. I-I've never even *babysat* for anypony before, so I had no idea what it would be like to take care of a whole classroom of kids."

She continued, her voice gaining conviction.

"But you know what... it's really not that bad. I've... I've actually had a lot of fun today, getting to know you all and helping you realize a little more about yourselves. And I've come to realize something about you kids."

She sniffed. "You're all... *all* so very, very wonderful."

The children looked at the teacher-for-a-day with big eyes, as she turned to look at the filly straight across from her.

"Drizzle... just like the little filly from your cutie mark story, I wasn't so sure about something I'd never tried before. Sometimes it can be very hard to see the brighter side of things." She looked down. "When Peppertail asked me to teach the class, I... well, I didn't know what to expect. I wasn't so sure that it would be a good idea."

She met the eyes of every one of her students, her voice cracking.

"But you all showed me just how much fun it could be working as a teacher. And in the short while that we've spent learning about each other, I've learned a lot about *myself*. I've learned that I really, *really* enjoy spending time with you all. I think... I think I'd like to be a teacher someday."

...

"And here I thought you'd never grow up."

The teenager let out a shout, nearly jumping out of her leg warmers at the unexpected remark, quiet and deep from the open doorway. She watched as an aged-looking pegasus pony walked inside the room.

"M-Mr. Peppertail, you're back!" Cheerilee exclaimed, catching her breath. The circle of fillies and colts remained silent as the elderly pegasus addressed the class.

"Yes I am. Hello class, it is very good to see you all again. I'm sorry to have left you all on such short notice, but I had an important... *errand* to run." he stressed lightly, wearily looking back to the doorway with a frown.

Two more pegasus ponies walked into the classroom, causing the yellow filly sitting in the corner of the classroom to gasp.

"Ms. Squall! Coach Cumulus!"

The former turned to address the young filly. "Why hello there, Fluttershy. We've all been wondering where you'd flown off to. Well, dropped to, in your case." she nickered lightly.

"Hmph." her companion grunted.

The old pegasus glanced sideways at the ponies, but said nothing. He then turned back to the recovering teenager.

"Well Cheerilee, thank you for watching my class for me. They weren't too much trouble now, were they?"

The purple pony perked up as she was addressed. "Oh, not at all. They were all very well-behaved. No trouble at all!" she exclaimed.

The elderly pegasus smiled, and then faced the circle of children, who were watching him fixedly. "And how did you all fare with Cheerilee as your substitute today? Didshe behave well, too?" he asked, eyes twinkling.

Cheerilee looked at the old pony with wide eyes, slowly leveling them to the young fillies and colts, wilting on the spot as she recalled her episode during the morning hour. She sat silently underneath Peppertail's quiet stare, steadying herself for the inevitable criticism.

...

"She was the best teacher *EVER!*"

The class roared in agreement, prompting the slouching pony to shoot her head up in shock and disbelief.

"She was so cool!"

"Yeah, Ms. Cheerilee *totally* listened to us!"

"She's really nice, too!"

"I love her hair!"

"Can she come back tomorrow? Please?"

The roomful of young ponies all cheered in tandem once more, pleading and jumping up and down in anticipation.

Peppertail looked back to the purple pony in the back. "Well, Ms. Cheerilee?" he asked impassively, the corners of his mouth turning upward.

With tears in her eyes, the thunderstruck teenager beheld the class of children, all looking at her with big, wide eyes full of eagerness and anticipation. She slowly swept her misty gaze over each and every one of those fillies and colts, children that she had come to know so well in such little time.

And back to Fluttershy, sitting alongside her peers in the circle, who looked at her with earnest hope.

"I'd love to." she choked.

The children cheered aloud, many jumping to their feet and rushing over to the weeping pony, enveloping her in a teetering group hug. Soon the rest of them followed, moving in to hug the baffled teacher, and eventually burying her under the mass of joyful ponies.

"How touching." Ms. Squall remarked, idly examining a hoof.

"Hmph."

The children finally drew away from the purple pony, still tearful from her unofficial initiation, when Fluttershy walked up to her friend. The two looked at each other, and threw themselves in a tight embrace.

"I'm so happy for you, Cheerilee."

"Thank you, Fluttershy. For helping me with... with everything."

"Ahem!"

The classroom's occupants all turned to the source of the noise; the pegasus mare who beheld the scene with ill-concealed apathy.

"How sweet. I hate to break up such a *tender* moment, but I would like to get back to Cloudsdale sometime soon, as I'm sure Fluttershy would as well." Ms. Squall commended offhandedly. "Now, come along Fluttershy. *I'd* like to get back before the banquet ends."

Her companion merely grunted in agreement.

Fluttershy nodded with a frown, standing up and trotting towards the doorway. She looked back.

"I'll... I'll work every day to become a better flyer, so I can come back to Ponyville and visit you, Cheerilee." she stated boldly. Cheerilee sniffed, wiping a hoof across her muzzle and smiling.

"I'll see you in no time, then. Goodbye Fluttershy."

"Goodbye... Cheeri-"

WHAM!

The young pegasus squeaked as she was barreled over by a flash of white and purple.

"WHAT?" Rarity cried aloud. "You're not staying? But... wait! No! You *can't* leave me here! You can't leave meeeee-hee-hee-hee-heeee!" she wailed, clinging to the filly's legs. Fluttershy smiled nervously.

"I-I'll visit you too, Rarity."

The female pegasus snorted, walking out of the classroom behind her fellow winged partner. Peppertail's eyes narrowed, watching them trot through the doorway, his ears flat back against his head. A gentle tapping brought him out of his glowering, looking down towards the yellow filly. She

motioned for him to lean towards her, and whispered something into his ear.

The aged pegasus' eyes wandered over to the desk at the far corner of the room, where a solitary piece of paper lay face-down. He smiled.

"Of course."

The yellow filly beamed, and slowly walked to the doorway, glancing back.

"Oh, um... thank you for h-having me as a part of the class. I-It was very nice. Um... I-I have to go now. Bye... everyone." Fluttershy softly called out, breaking into a run after the two pegasus ponies before any tears could leave her eyes, the voices of the classroom calling back to her.

The two teachers grinned at each other as the school bell rang one final time, the young fillies and colts gathering up their affects and hustling out the doorway, many of which had chosen to say and wave their goodbyes to their substitute for the day.

"Bye Ms. Cheerilee!"

"Yeah, see you tomorrow!"

"See ya!"

The smiling teenager waved back at them. "Bye kids, see you all tomorrow!" she called out, as the last one made her way out of the room. The elderly pegasus pony trotted to the far end of the empty room, looking fondly towards the doorway.

"I'd say I was impressed with your accomplishments today... but I'd be lying."

Cheerilee stood frozen behind the teacher's desk. The old pony turned towards her, a wide smile across his aging face.

"That would imply that I had low expectations for you to begin with."

The teenage filly felt her legs give out from under her, and she half-collapsed across the teacher's desk, sending books and papers shooting forward onto the floor.

"You can't do that to me, old-timer. I'm too young to have a stroke."

Letting out a throaty chuckle, Peppertail waited until Cheerilee regained her composure. As she bent down to gather up the mess, he casually swept a hoof across a nearby desk, causing a single piece of paper to twirl forward, and join the throng of scattered documents.

"You know, you *could* have at least warned me that you were planning on starting a new subject today, or told me what it was. Heck, the kids didn't even know what they were supposed to learn next." Cheerilee grumbled from underneath the table.

"Well, if you had waited a few seconds longer before coming in this morning, they would have."

"*WHAT?*"

Thud

"Ow!"

Peppertail chuckled as a disgruntled Cheerilee re-emerged from the desk, rubbing her head. "Well, we were supposed to review classroom safety procedures, but perhaps you should review the lesson first."

"Oh aren't you so clever." she grumbled, picking up the last piece of paper, and putting it atop the stack, when she saw one more being slipped underneath the pile.

"You forgot one." Peppertail remarked, walking up next to her, a gleam in his eye. Cheerilee watched him warily.

"I know that look, old-timer. What are you thinking?" she asked. The pegasus smirked.

"Well, now that you mention it... I'm somewhat exhausted from my little trip to Cloudsdale. I was not kidding when I said we were reviewing safety

procedures today, and I was *not* expecting to spend the night grading papers." the pegasus said with a pout, looking up to the ceiling. "Why, I had even scheduled an evening at the *spa*, and I-"

"Alright, alright. I get it" Cheerilee interrupted, bringing a hoof up to her eyes. "I'll grade the papers tonight. And don't worry, I told them to write about anything they wanted, so I'll go easy on them."

Peppertail smiled, reaching his hoof out to tousle Cheerilee's frazzled mane, the teenager crying out at the sudden gesture and backing away.

"Ahh! Okay, if you do that even *once* in front of the kids, I'll kick you out of your own class!"

The pegasus pony snorted, cracking a wry grin. "Oh don't worry. There are *plenty* of other ways to get back at my number-one troublemaker. I still haven't forgotten your little... graduation prank."

Cheerilee stifled a chuckle, her hair tossing about. "I still can't believe you thought that was Vinyl Scratch. Like she'd ever play a prank on you, let alone..."

She trailed off, fighting the inevitable onslaught of laughter with much less success as the aging pony's ears flattened behind his head.

"Don't you have somewhere else to be right now? I'm sure your friends have all been wondering where you've... been all day." he growled, as Cheerilee burst out into laughter.

"Hahaha! Fine, fine, I'll get outta your mane." she giggled, throwing the stack of papers into her saddlebags. "I'll see you around." she called behind her as she trotted out of the classroom.

"Oh, Cheerilee."

She stopped, sparing a glance to the elderly pony, who gave her a gentle smile and a nod.

"Thank you."

Cheerilee smiled back, her demeanor softening. "No, thank you." she half-whispered, walking out the door.

The small town of Ponyville lay under a blanket of tranquility and darkness. The stars, having finally made their grand appearance once more, spread their soothing glow across the dim setting, caressing the rooftops and doting on many of the sleeping residents through uncurtained windows...

And shining through an open doorway, through which a weary pony trotted through, just as quickly disappearing as the pony shut the door behind her with a muffled **click**.

The heavy-lidded teenager trotted through the modest living room, and up a winding flight of stairs, arriving at the first door in the hallway. Pushing it open, she walked inside the candlelit bedroom, kicking the door closed with a back leg and dropping her bags.

"I'm too young for this."

Cheerilee moved over to the dresser, and began unfastening the various facets of her attire. Placing her hair clips in a small bowl and her leg warmers atop of the dresser, she turned her attention to the saddlebags. Picking them up, she carelessly threw them on top of her desk, the resulting **thud** not affecting her in the slightest.

Blowing a few stray strands of hair from out of her face, she sat down and opened the satchel. Reaching down and pulling out the stack of papers, she set them down and took the top most paper to read aloud.

"Carrot Top: The New Teacher's Hair."

"I think that the teacher's hair is weird. It is really fuzzy, and it reminds me of my mom's favorite scarf, or my friend's cat, or Rarity's mom's cat, or pink bacon, or..."

The teenager trailed off, silently simpered at the long, half-page list for a moment, before breaking into a thoughtful grin.

"I love her hair!"

"Well... ten points for honesty. After all, it's what helped to get *her* cutie mark." she sighed, picking up a quill and marking the number on top of the paper, reaching for the next...

Three hours later, and she was almost finished with the pile. Drearly she reached for one of the remaining pages.

"I swear, if I read *one* more paragraph about my hair, I'm gonna lose it."

Inhaling deeply, she took a look at the paper before her. She noticed a block of (very) small writing going down to the bottom of the page. She flipped it over, and found the same diminutive text reaching towards the edge of the paper. Blinking, she took the next one off of the pile, giving both sides a once over. Sure enough, they were written by the very same filly.

The third paper, thankfully, only spanned one and a half pages.

"What kid could *possibly* have written so much about... oh, of course." she ended, bringing a hoof up to her face. She took the first paper, and resigned to read it aloud.

"Rarity: The... Development of the Fundamentals of... *Marisian Hourte Couture?*" she read in tired disbelief.

"The social and economical strain in the Rein-aissance Era caused even the most basic of a seamstress' materials to become incredibly scarce, instigating a new appeal for functional... yeah, that's great. Ten for... something." she groaned, marking the paper and tossing the pages on top of the pile.

Glancing at the clock on the wall, Cheerilee smacked her head down on the desk in frustration, and exhaustion. Maybe the old pony wouldn't mind if she missed the first hour. Or the second.

Were substitutes were allowed to hire sub-substitutes?

Exhaling, she shook herself awake and took the final page, sliding it in front of her... blinking as the unexpected name abruptly sent sparks through her weary mind.

"Fluttershy."

There was no title. Quickly scanning over the paper, she noticed a pattern of broken lines and rhyming endings.

It was a poem.

Holding her breath, she read the words on the paper before her:

*I fell to a world where flowers were blooming
With birds flying high and animals grooming
We all became such very good friends
I felt so happy, I thought it would never end
But when they left, I was all alone
I couldn't fly myself back home
I walked through a creepy forest at night
Full of scary creatures that wanted to fight
But some ponies found me, and made sure I was safe
And though I was grateful, I didn't have faith
That any of the pegasus ponies would find
A filly in a town of ponies of all kind
But then I made a new friend, I heard her say
That everything was going to be okay
She told me that she knew of a way
To get me back home by the end of the day
So I followed her to school with a smile on my face
And I found a magical, wonderful place
A classroom of ponies of every kind
Not one of them had been left behind
Two pegasus ponies, wings at their sides
Were not expected to soar through the skies
Some of the ponies had horns on their heads
But weren't asked to magic the pages they read
Here on the ground, where ponies don't soar
Where being yourself means something more
I learned about the magic that kindness can bring
And how it changes everything
And even though I'm leaving, I will
Always remember what I learned in Ponyville
But most of all what my friend taught me today...*

"...that a little bit of kindness goes a long way."

The flow of words ceased their escape from the stricken pony's mouth, the silence of the room broken only by the sound of a hoof sliding the paper away from her, so that the trickle of falling tears would not stain the precious parchment.

Cheerilee looked out of her window from across the room, where the light of the moon mingled on the floor with the candlelight's warmth, blurry to her vision. The dim outline of Cloudsdale hung in the moonlit sky far above the quiet town.

Unbelievable, how one little filly could have changed her entire viewpoint on life, in a single day.

Smiling through her tears, she took the quill in her mouth once again, and wrote a shaky "10" on top of the paper.

Sniff "I hope Peppertail won't mind making a delivery for me tomorrow." she whispered quietly.

The teenager set the page on top of the rest of the papers after gently setting her quill down. With another small snuffle, she blew out the candle on top of her desk, the room filling with a muted moonlit glow that skirted along her hooves as she walked over to her bed, silently sliding underneath the covers, heavy-lidded and content. Sleep was coming for her now, and it would come easy, because she knew exactly who she wanted to be.

She was going to be a teacher, with or without her cutie mark.

And as that final thought drifted through the fog overcoming her mind, she finally succumbed to a blissful sleep, paying no attention to the tingling sensation on her flank.

"Horseapples, I'm *late*!"

Cheerilee bolted down the streets of Ponyville, barreling past bystanders and other bewildered ponies in her mad haste to reach her destination,

sparing no time for apologies. Up ahead, she could hear the school bell tolling, signaling the start of the first hour.

"I can't believe this! I'm already graduated, I thought I was done worrying about being late for school!" she cried in disbelief.

Flinging the school doors open, she raced to the doorway and ran inside, coming to an abrupt halt. Fourteen sets of eyes stared back at the heavily-panting pony, eyeing her cautiously.

"Uhh... good morning, class?"

"Good morning Ms. Cheerilee!"

The teenager exhaled. "Right, thank you. Alright then, how about we... say, where's Mr. Peppertail?" she asked, looking around the room.

"Dunno."

"We haven't seen him."

She looked towards the teacher's desk. "Guess I'm not the only one who's late today." she sighed. Walking towards the wooden support, the young teacher unfastened her saddlebags and dropped them unceremoniously on the floor, sparing a glance to the clipboard on the desk.

"Well, I guess it's up to me to take roll, then. Hmm... Apple Fritter?"

"Here."

"Bon-Bon?"

"Here."

"Carrot Top?"

"Here."

"Daisy?"

"Here."

"Drizzle?"

"Here."

"Flutter... shy?"

...

"Here."

The purple pony snapped her head up at the quiet voice, her vision flying towards the back of the room, where a small, yellow pegasus filly sat in her desk with a timid smile.

Abandoning the clipboard, and the rest of the classroom forgotten, she raced towards the desk, papers flying in her wake as she enveloped the small pegasus pony in a crushing hug.

"Fluttershy! I... *what are you doing here?* I thought you were going back to Cloudsdale?"

"I did, but... well, Mr. Peppertail told me to tell you to look on the desk last night." she said, blushing.

Cheerilee blinked. "Last... night?"

She hastily turned around and galloped back to the desk, scanning over the various papers and books until she found a sizable note sitting atop a pile of papers, slowly reading the contents aloud.

"*Dearest Cheerilee,*

By now you are probably wondering where I am. To make a long story short, I took the liberty of making another trip up to Cloudsdale to have a word with Fluttershy's school counselor about... a number of things. We've made some special arrangements for your new... student." she read, hesitantly. She looked up to the yellow filly, who was beaming up at her from the back of the room.

Cheerilee continued on with a shaky voice.

"The counselors and her parents have seen fit to allow her to attend Ponyville Elementary for the time being, and have arranged for a daily escort to assist her in getting to and from the school grounds, until she is able to make the trip by herself. I'm fairly certain you won't mind having an extra student for the time being.

On another note, I think I sprained something during my second trip, so I'll be taking a few days off to... recuperate, up here in Cloudsdale. I can imagine that you would be worried for my well-being, but rest assured, I'll manage."

Cheerilee snorted.

"I had Fluttershy's escort deliver the note for me, and add her name to the morning roster for you. I'm sure you won't mind taking control of the class for a few more days. I've also left a list of subjects that you can choose from to fill the allotted time.

Take good care of my class, and let them know that I miss them.

~Peppertail"

She read the final line to herself.

P.S. I wasn't kidding about the spa trip yesterday. You owe me the refund.

The teenager chuckled, setting the note aside and turning back to the clipboard, calling out the remainder of the names on the roster. After she was finished, she looked back up to the multitude of confused colts and fillies.

"Alright class, before we get started with the day, I'd like to introduce you all to our new student. I'm sure most of you remember having a new classmate with us yesterday, correct? Well, this here is Fluttershy, and she will be joining us for the remainder of the school year."

The class burst out into greetings and gossip (A white-coated filly in the back let out a squeal) as the shy filly retreated into her mane, albeit with a grateful smile.

"Alright children, that's enough. Give her some space." She called out cheerfully to the excitable group.

"Now I'd like you all to take the time sometime today to introduce yourself to our new student, we want her to feel welcome here. She is a very dear friend of mine, and I'm sure you all would be able to learn something from her." she stated.

"Really?"

"Oh yes. She is a very bright pony for her age." she responded, smirking as the young filly retreated further into her mane with a blush.

"You know, it was young Fluttershy here that helped *me* to realize something very important just recently. Something that has changed my life... completely. "

Cheerilee then walked out from behind the desk and turned to the side, displaying her newly-adorned flank to the classroom of gasping children. Three flowers with smiling, yellow faces had appeared, adorned with pink petals.

The *very same colors* as the young pegasus filly beaming brightly at the sight.

"A little bit of kindness goes a long way..."

The clouds of dust had finally settled around the peaceful setting. The sunlight was shining farther into the room, lightly dusting the dresser in front of the reminiscing mare, and bathing the room in a warm, welcoming glow.

Fluttershy finally drew her gaze away from the picture frame, wiping away the tears that had made themselves known during her moment of remembrance, looking back to the aging parchment in her hooves.

So much had happened since that momentous day in her life. The yellow mare smiled through the trails of tears that continued to flow down her

cheeks as she was flooded with the memories of those days in earth pony school.

She and Rarity were to become devoted friends within days of their first meeting, Rarity being the one pony who truly respected her quiet disposition enough to accept her as her *best* friend. And Cheerilee would never let her forget just how much she had changed her life, much to her grateful embarrassment.

But she would never let *herself* forget just how much her experience in Ponyville changed her, and the kindness that she had experienced from the friends she made that day.

The young manticore in the forest, who repaid her trust in full during her friend's fateful quest for the Elements of Harmony.

Rarity, who had designed (and eventually crafted) a beautiful dress for her on the spot, soon to become her best friend for life.

And Cheerilee, who showed her that a truly kind pony will go out of their way for a friend, and do whatever it takes to help them find their way home.

The tenderhearted pegasus wiped away the final wave of tears, letting out a light, breathy laugh as she recalled the events that eventually led to her decision to move into the pleasant town of Ponyville. Her one, *true* home, where she would be forever surrounded by the ponies that loved and respected her for who she was.

Where she would *never* forget.

A gentle tapping on her leg brought her back to the present. She glanced down to see Angel looking up at her from underneath a miniature chef's hat, gesturing towards the stairs.

"Thank you Angel, I'll... be down in a moment."

She sighed fondly as the small rabbit hopped down the stairs, setting the poem down on top of the desk aside the growing piles of papers and books. Trotting towards the staircase, she took one final glance at the picture frame resting atop of her butterfly bedspread, where two happy fillies stared up to the ceiling.

A quick breakfast, and she would finish tidying up here, so she could go out into that wonderful world with a smile.

To live her gentle credo.

Pinkie Pie's Lullaby

Chapter 4

Ding-a-ling!

The merry chime of the Sugarcube Corner bell rang through the sunny vales of Ponyville. Should a passerby take notice of the scene, they would see a pony leaving the frosted bakery, looking back to the closing door from which came a loud, delighted squeal, while glimpsing a flash of pink before the door swung shut. Were a pony to be even closer, they would be able to hear the rapid **clops** of a pony racing up the nearby staircase.

From the open window on the second floor came the sounds of drawers opening, and the clacking of clothes hangers from within a closet. Muffled mumbling, and the occasional gasp were audible to all but the most inattentive passerby, and the silhouettes of various objects being tossed across the room were visible against the yellow-lit panes.

"Ohh, where did I put those streamers? I know I still had a bag of them in here!"

The shadows of a pony hurrying to and fro flashed against the window, carrying various objects left and right. A broom, a bag of confetti, a bag full of records...

And finally, the silhouette of a small alligator.

"Hee hee! **snort** Sorry Gummy, but there's no room for you in there! That's where I'm gonna put my accordion! You never know when you'll need one."

The lively squeaks and squeals continued as the pony went about her mysterious routine. Through the window, one could see the light filtering in

on a bright pink suitcase, where many items were haphazardly tossed inside.

After a moment, the cacophony ceased completely.

Click!

"I'll see you later Gummy. Take care of Mr. and Mrs. Cake for me!"

Clap clap clap clap clap clap

"Bye Mr. and Mrs. Cake, I'm leaving now! And don't worry, I left Gummy here to take care of things while I'm gone!"

"Oh... r-right. Take care, dearie."

"Goodbye now!"

"See you guys in a week!"

And on that note, the pink pony pushed open the door, suitcase in mouth, and trotted merrily on her way, the Sugarcube Corner bell ringing one final time.

Pinkie Pie traveled down one of the many dirt paths of Ponyville, humming a cheery tune and taking in the many sights that quickly passed behind her as she bounced into the town square. Several of Ponyville's vendors were setting up shop for the day, organizing the many stalls and restocking their various trinkets and edibles.

She continued down the path, reaching the edge of the square when a familiar voice rang out from behind her.

"Thank ya kindly, ma'am. Y'all have a good day now!"

Turning to the sounding call, she saw her fellow earth pony friend waving cheerfully to an apple-laden customer as she trotted away.

"Hey Applejack!"

Applejack looked to the side. "Oh, hey there Pinkie. What brings you down to the town square this early in the mornin'?" the Stetson-clad proprietor asked, eyeing the suitcase in her mouth. "An' how are you talkin' with that thing in yer mouth?"

"Lots of practice!" the pink party pony replied flawlessly through the handle. "And I'm going to the train station!"

Her companion blinked. "The train station? Where are y'all hea-"

"Pinkie Pie! Applejack!"

She broke mid-sentence, glancing up to the sky. "Well howdy, Rainbow! What's goin' on?"

"Huh? Oh, nothing. I just saw you two hangin' out here, and thought I'd drop by and... what's with the suitcase?"

"I'm going to see my-"

"Oh hey, did you guys see me up there just now?" Rainbow Dash suddenly asked, landing swiftly in-between the two earth ponies. "I *just* perfected the first ever Raincloud *Triple* Backflip! Oh man, Spitfire's gonna be so-"

"Yeah, that's nice Rainbow." Applejack interrupted, still staring at Pinkie Pie's suitcase. "So Pinkie, you were tellin' us where y'all were headed so early."

"Oh yeah, I'm going to see-"

"Hey Fluttershy, over here!" Rainbow Dash called out. Applejack's ears drooped at the impromptu interruption.

The timid pony noticed her fellow pegasus friend waving at her. She walked over and joined the group with a quiet greeting.

"Oh, hello. I was just heading over to the market to buy some medicine. Poor Hummingway caught something *awful*, and..." she glanced over to Applejack. "I'm not interrupting anything, am I?"

"No more than some." Applejack mumbled, sparing a glance toward her rainbow-maned companion.

"Of course not, you silly filly! You arrived just in time for me to say goodbye!" Pinkie Pie cheered, jumping up and down. The yellow pegasus pony cocked her head to the side.

"Say goodbye? Where are you going?"

"I'm-"

"Hey girls!"

"Hello girls!"

Applejack brought a hoof up to her face as the ponies' ears perked up. Looking down the pathway, they saw two familiar unicorn ponies trotting up to them.

Pinkie Pie was beside herself with glee.

"Twilight! Rarity! Aww, looks like everypony came to see me leave! I love you girls!" the pink pony cried, drawing all five of her friends into a giant group hug.

"Leave? Where is she... g-going?" Rarity squeaked from her spot, wedged in-between two pegasus ponies.

"Nnnugh! And how can she talk with that case in her mouth?" Twilight managed to groan from within the cluster. With a sudden gasp, Pinkie Pie released the group, the ponies all dropping unceremoniously in a colored heap.

"Oh no! I'm going to be late! Come on everypony, we've gotta get to the train station *super-fast!*" she cried, darting off towards the other side of the pavilion. The tangle of ponies looked at each other, their heads sinking in tandem as the group let out a simultaneous groan.

"So, you're goin' to see your Granny Pie, huh? S'pose it's that time o' year again."

"It sure is!" the addressed pony chirped.

"Really?" Twilight asked, looking interested.

"Sure!" Rainbow Dash chimed in, looping over Twilight and flying alongside her. "She heads out of Ponyville every year to go and see her Granny Pie. She's always asking Pinkie Pie to come and visit her, usually when she comes up with something new that she wants her to see."

"Something new?"

Rarity trotted up beside them. "Her Granny Pie was the most famous baker in all of Equestria. *Everypony's* heard of her."

"Yeah! She's like, the *coolest* granny anypony could ask for!" Rainbow Dash interjected from the side.

"Gee Rainbow, you sound like you've met the pony." Twilight remarked. Rainbow Dash frowned, lifting a hoof to her mouth.

"Well... no. But Pinkie Pie's told us a lot about her. And every time Pinkie Pie goes down there, she always comes back with a new, super-awesome recipe for Sugarcube Corner!"

"Oh yes, her recipes are *very* delightful." Fluttershy piped up from in-between them.

Pinkie Pie giggled. "My Granny Pie was a super-famous baker when she was my age! She was the pony who taught Mr. and Mrs. Cake how to bake all of their yummy-in-your-tummy goodies, and she even helped them get Sugarcube Corner started, all back when I was still an itty-bitty little-wittle *Twinkie*-Pinkie!" she cheered, hopping up and down.

Twilight blinked, one ear folding down as she watched the suitcase bouncing up and down with her. "I *still* don't understand how she can say so much with that suitcase in her mouth."

"Duh. Lots of practice!" Pinkie Pie exclaimed, snorting. "I've helped the Cake family cater for a whole bunch of parties, and it gets really boring not being able to talk to anypony with a tray in your mouth. So, I learned how to talk like this!"

She frowned. "I can't talk with *two* suitcases in my mouth, though. I still haven't figured out how, and it'd be really helpful to be able to. Then I'd be able to answer all of my friend's questions when I come back home with a second suitcase." She chirped, trotting ahead of the group.

Twilight shrugged, increasing her pace after the pink pony... until the silence behind her reached her ears. She turned back to the sight of the four remaining ponies, frozen in their tracks with faraway looks on their faces, pupils wide and mouths hanging open.

"The second suitcase." Rainbow Dash murmured softly. Twilight gave her a look.

"What's the second suitcase?" she asked, blankly. "Better yet, what's in the second suitcase?"

"Only the most *magnificent* of pleasures a pony could ever dream to partake of." Rarity purred.

"The most wonderful of wonderful things." said Fluttershy, dreamily.

"From the best-darned confectioner in all o' Equestria." Applejack whispered weakly.

...

"Granny Pie's cupcakes." The four reverently whispered.

Twilight blinked. Again. She opened her mouth to say something...

"Oh lookie, we're here!" Pinkie Pie called out from ahead of the group.

"C-Come on girls, let's go see Pinkie Pie off." Rarity announced after regaining her composure, running after her friend. The four remaining ponies followed shortly behind, three of which were furtively attempting to

wipe the drool away from their mouths as they caught up to the pink pony, who was bouncing up and down on a nearby platform.

"Ooh, I can't wait! I can't wait! I can't wait!" she cried aloud with each bounce. Twilight walked up to her.

"So, how long are you going to be gone?"

Pinkie Pie stopped her bouncing, and set her suitcase down. "About a week. It takes a whole day to get there, and another day to get back. It's a reeaally looong ride." the pony mused, suddenly taking on a cheerful demeanor. "That's why I brought my accordion! Here, lemme show you!" she exclaimed, dipping down to unfasten the latches on her baggage, before Twilight hurriedly spoke up again.

"A week? Wow, that sure is a long time. Where does she live?" she asked nervously, and sighing as the pony jumped back up to her feet, bouncing towards the wall of the sizable building, and began staring down a laminated map of the region.

"She lives..." her eyes scanned across the poster. "There! Right next to Salt Lick City!" she exclaimed, pointing a hoof at the illustration on the wall.

"That's pretty far away." Twilight Sparkle observed, frowning. Pinkie Pie bounced back to her suitcase.

"Tell me about it, but it's definitely worth it. She even pays for the ride there and back! And look, here it is!" she called out, pointing. The group turned to face the dirt road in the direction of her outstretched hoof, where a regal, closed-top carriage pulled up and over a nearby hill. Two well-dressed stallions walked at the head of the vehicle, sauntering in front of the ponies and stopping a few feet ahead.

"Ooh, how *chic*." Rarity complimented, eyeing the carriage (and stallions) with admiration.

"Oh... so you're not even *taking* the train. Big surprise." Rainbow Dash observed, raising an eyebrow.

"Well that's mighty nice o' her." Applejack remarked quickly, smiling as she walked up to them. "Hope you have a good time, an' give her a big hello from the folks here in Ponyville."

"Don't worry, I will." Pinkie Pie responded, opening the door and throwing her suitcase inside.

"An' be sure to thank her for those cupcakes y'brought back from yer last trip."

"Okie dokie lokie!" she called out, hopping into the carriage.

"And make sure to bring more of them back!" Rarity yelled out from the back. Her remaining friends turned back to give her a look, which she met coolly.

"What? You were all thinking the same thing." she insisted, idly running a hoof through her coiled mane.

"Are you ready, Miss Pie?"

The deep voice prompted the group to direct their attention to the carriage.

"You bet I am! On to Granny Pie's!" she called out from inside. With a nod to his partner, the two stallions began their trot, pulling the carriage down the dirt road, and away from the edge of Ponyville. The pink pony poked her head out of the open window, grinning at the group who was waving their goodbyes.

"Y'all take care now!"

"See you later, Pinkinator!"

"Goodbye, Pinkie Pie!"

"Have a good time, darling!"

Fluttershy waved quietly alongside her friends with a gentle smile.

Pinkie Pie popped her foreleg out of the carriage, waving a cheery pink hoof back.

"Bye girls! See you all in a week!" she called out before diving back into the vehicle. As the carriage grew smaller and smaller, the merry, tinny sounds of a muted accordion filled the morning air, steadily growing softer as the carriage sunk behind a far-off hill. Rainbow Dash chuckled.

"I hope Granny Pie tipped those guys. Pinkie Pie knows a *lot* of songs for that thing."

Cheep!

Chit-chit-chit...

Cheep Cheep!

The gentle sounds of the forest life, hidden by tall-standing trees, surrounded the small dirt path. The lingering scent of rain and pine filled the tree-laden area from the previous day, the misty air visible through the sunny afternoon rays.

Small animals darted in-between the towering foliage, stopping only to sip from a puddle that had collected at the base of one of the giant pine trees. Birds would land on the pointed branches, ruffling their feathers as the tiny drops of residual dew trickled down on them from above...

And all at once, they froze. Each and every set of eyes turned towards the dirt path in sudden alarm, where a sweet, ringing voice sang out loudly to the tune of an accordion, alongside the sounds of a hoof tapping against the carriage floor in time.

*"The baker heaved a heavy sigh, 'My customer's refuse to buy!
My filly is about to die, my bits are much too few!"*

*.
There's oatmeal where there should be rye, they all turned out so awfully dry!*

Oh Pinkie Pie, I cannot lie! These cupcakes just won't do!

*.
"And what did Pinkie Pie say? She said..."*

.

*"Ooooooh Mr. Baker, don't you cry! I'll help you make these cupcakes fly!
Don't feel like you have to pry, I'll share my recipe!*

*.
You don't have to be so shy, I would never tell a lie!
Your customers won't help but buy these cupcakes, you will see!*

*.
A little yeast will get you by, too much will make them rise too high!
All you need is a pinch of rye, throw the oatmeal in the trash!*

*.
A couple drops of frosting dye, a tablespoon of love, don't ask why!
A teaspoon less would make them cry, a cup would cause a rash!"*

*.
"And then what did Pinkie Pie do?"*

*.
"She shooed the baker off to bed, and made those cupcakes like she said.
And when he woke his sleepy head, boy was he surprised!*

*.
Pinkie stood there all aglow, with a wagon of cupcakes in tow!
The ponies standing in a row, he could not believe his eyes!*

*.
He watched that pony sell those treats, frosted cupcakes by the sheets!
She sold all of those tasty sweets before the end of the day!*

*.
The pot of bits filled to the brim, shiny pieces prepped and prim!
She gave it to him on a whim, and then he heard her say,*

*.
'Take however much you may, buy your family some hay!
Don't forget what you learned today, and you'll always make day's end!*

*.
Just promise little Pinkie Pie, that whenever you see her drop by,
You'll make some cupcakes so you and I can be the best of friends!*

*.
Your little filly will not die; your business will soar through the sky!
Cross my heart, hope to fly! Stick a cupcake in my eye!*

*.
Cross my heart, hope to fly! Stick a cupcake in my eyeeeeeeeeee!"*

*.
And the baker said, 'You bet your little head!
I'll bake 'em for PINKIE PIE! YEAH!"*

.

The forest had gone completely silent, but for the turning of the carriage wheels, and the muffled hoofsteps of the two silent stallions treading the soft dirt path. Pinkie Pie poked her head out of the window, looking ahead at the trotting ponies and calling out to them.

"My Granny Pie made that nursery rhyme for for me when I was a filly, and I turned it into a song! Wasn't that great?"

The stallion closest to her felt his eye twitch as he wearily turned back to face the grinning pony, forcefully smiling and nodding his head. Facing forward, he sighed as the sounds of the accordion picked up. Again. He heard a sniff to his left, and eyed his partner, watching in disbelief as he hastily wiped away a tear.

Sniff "What? It was sweet."

The carriage pulled out of the pine tree forest, the sparkling mist beginning to filter away, and revealing a large, open clearing. Pinkie Pie looked out of her window as the world came to life around her.

Cresting over the hill, the three ponies beheld an enormous, blossoming meadow. Birds were swooning overhead, calling out to their kin and dipping down into the tall grass, while butterflies flitted through the sunlit petals of the flowering field.

And then Pinkie Pie saw the cottage.

"GRANNY PIE!" she cried aloud. Grabbing her suitcase and kicking the door open, she bounded out of the carriage mid-trot and raced past the cantering males. "Thanks for the lift, guys! See you in a week!" she called back to the bewildered stallions. One of them sighed.

"She does that every year." he muttered. The second one raised an eyebrow, and shrugged.

By the time the two stallions had turned the carriage around and started back, Pinkie Pie was already up the steps, hastily ringing the doorbell.

Ding-dong!

...

Ding-dong!

...

Ding-dong!

"*I'm coming, I'm coming.*" came a muted voice from within the cottage. Three long seconds later, and Pinkie Pie heard the **click** of a lock, and watched with wide eyes as the door slowly opened.

The sunlight filtered in through the opening doorway, revealing an elderly mare who stared back at Pinkie Pie with dulling, but intense cerulean eyes. The sunny rays shone down on the old pony as she trotted forwards, her creamy-smooth pink coat glowing in full, along with the pony's cutie mark: an empty pie dish. The old mare raised her eyebrows, hiding them beneath a frosting-blue mane that rose in a puffy manner, similar to the pony's whom she stared down towards.

"Pinkamena Diane Pie." The old mare started. "You're very late... though I suppose later is better than *never*." she emphasized quietly.

The two earth ponies held each other's gaze; one grinning, and the other grim...

Before both ponies broke out in a bout of giggles and snorts, and erupted into full-blown laughter.

"Pinkie Pie!" Granny Pie cried, swiftly scooping the giggling pony into a surprisingly-strong vice grip. How's my little party pony been?"

"I've been super-duper!" she squeaked.

"Super-duper ali-ooper?"

"Super-*SUPER*-duper ali-ooper!"

The old mare chuckled. "Get in here, you little rascal!" she cheerfully insisted, backing into the house. Pinkie Pie let out a squeal, and dove inside without another word.

Landing on the soft brown carpet and dropping her suitcase, the pink pony's head shot left and right, taking in the sights around her. The couches and the chairs, every knick-knack and picture frame, each brought a familiar memory to mind, and a little more magic into the moment.

Pinkie Pie bounced into the living room as the old mare chuckled, passing by her as she collapsed on the carpet in front of a cozy fireplace, inhaling deeply. The sweet scents of peppermint and burning pine logs raced through her mind and enveloped her in a *whirlwind* of memories, encompassing her to the point... where she almost missed something. Something very important.

Her head suddenly shot up. It was her Pinkie sense: Her mouth was drooling.

...it couldn't be.

She had *just* gotten here.

But it had to be.

Those.

"Ohhh Pinkie Pieeee..." Granny Pie called from inside of the kitchen in a sing-song voice. Pinkie Pie's eyes widened, bending down and wiggling her haunches in anticipation.

"Yes?" she called back, her voice constricted with excitement.

"I made *cup-caaaakes!*"

The living room was devoid of ponies before the word rang throughout the cottage.

Dusk was readily approaching the blooming meadow. The skies were dimming high above, and the sun had begun a slow descent towards the horizon, the edge of the great celestial sphere touching the tip of the far-off mountains below.

Wildflowers and garden plants alike were lit ablaze by a shower of golden-red sunbeams, igniting the dazzling floral canvas, and shining through the petals while painting the ground with interchanging hues of twisting orange and shadowy grey.

All but a few of the forest creatures had scurried back to their burrows. Reaching their dens and residences, the animals went about the final duties of the day, doting on their kin and feasting one last time before retiring for the evening.

Mmmph Hawmph Mmph! Gulp! * "Mmmmm..." *Hawmph Nawmph Nawmph Mmph!

One such feast took place within the homely cottage sitting silently in the blazing meadow.

The light of the crackling fireplace inside of the living room cast a large shadow of a pony across the trinket-laden wall, the massive caricature relishing in a frenzied feast.

Pinkie Pie wiped another layer of frosting off of her lips with an eager tongue, while picking up another frosted cupcake and eagerly devouring the savory delicacy. Though entranced by her meal, she noticed Granny Pie walking into the living room, standing alongside her with a tray in her mouth.

There sat two steaming cups of cream-topped hot cocoa, the steamy aroma of which convinced Pinkie Pie to forego the remains of the heavenly spread on the small table.

"Ooh, thanks Granny Pie!" she exclaimed, taking one of the mugs and readily drinking. **Slurp!** "Hot!" **Slurp!** "Hot!" **Slurp!** "HOT! HOT!" she cried, impulsively bringing the cup back up to her lips once again.

"Alright, settle down Pinkie dear." Granny Pie gently chided, taking the cocoa out of the panting pony's hooves, and smirking at the party pony's tongue lolling out in pain. "Now, if I recall, your birthday wasn't too long ago, wasn't it? And a package of cupcakes only lasts so long, so... I've got something special for you."

Pinkie Pie's tongue drew back into her mouth, her ears perking up. "A surprise? *Gaaaaasp!* I LOVE surprises! No, I don't like surprises! Wait! I love them! What is it? What is it?" she asked eagerly, hopping on the spot.

Granny Pie chuckled, turning back and producing a small, flat package wrapped in a bright pink wrapping paper. Pinkie Pie gingerly took the parcel out of her hooves, gently turning it over until she found the edge of the paper....

And ripped the entire cover off in a single swipe of the hoof. The pink pony felt her breath catch within her throat, as the sudden realization of what she held in her hooves rushed through her.

It was a book.

She ran her foreleg along the edges of the thin hardcover, opening the front with a shaking hoof. Her gaze traced along the words and depictions of the first few pages. Closing the book, Pinkie Pie turned it over on its back, her eyes glossing over at the sight of the cover, on which she saw a very familiar illustration.

"You got me... my favorite book." She whispered.

Granny Pie let a smile grace her aging features, moving next to the stunned pony. "I had a hunch that you might like a copy of your very own. For you and Gummy to share together."

The smile on her granddaughter's face filled the cozy room in an instant. She gently set the book on the table of cupcakes, and threw her arms around the elderly pony's neck.

"Thank you, Granny Pie. Oh, thank you so much! This is so great, Gummy's gonna love this! I'll read it to him every single night, I promise!"

"Cross your heart, hope to fly?"

"Stick a cupcake in my eye!" She paused, looking at the table. "Well, maybe not *these* cupcakes."

Granny Pie laughed, and buried her face in the pony's puffy mane, nuzzling her gently. "Oh, it was my pleasure, dearie. Now, why don't you go and

finish your cupcakes and cocoa, and I'll read it to you, just like when you were a little filly."

Without another word, Pinkie Pie zipped back to her spot next to the fire as the old pony sat down on a chair next to the table, taking the book and fondly caressing the illustrated cover as she the print aloud.

"If You Give A Gator A Gumdrop"

Pinkie Pie squealed in excitement between bites of the pastries.

"If you give a gator a gumdrop, he's going to ask for some frosting."

She showed the grinning pony the page, to which she suppressed a giggle.

"So you'll bring out some frosting from the pantry. When he's finished eating the gumdrop, he's going to want another. And another. And another."

** Shuff** She turned the page.

"When he's all full, he's going to look at all of the frosting and gumdrops left. He'll probably want to build a gingerbread house. You'll have to go to the market to buy some gingerbread squares."

** Shuff**

*"He'll start thinking of how lonely it will be when you leave, and he'll want you to find him a friend to keep him company. So you'll find your favorite toy and give it to him."*She showed the page to Pinkie Pie, where a little filly was handing a pony doll to the small alligator. She let out another giggle.

** Shuff**

"Seeing that toy will remind him of your last birthday when you got the toy. He'll get hungry again, and ask you to bake a cake."

** Shuff**

"After you put the cake in the oven, he's going to want to play a game to pass the time, so you'll pull out a board game for the two of you to play. He'll notice that some of the pieces are missing, and that..."

"Will make him want to go on a treasure hunt!" Pinkie Pie blurted out, spraying the elderly mare in a shower of cupcake crumbs, who blinked and gave the sheepish pony a look.

"Sorry."

** Shuff**

"Ahem... He'll take some cloth from the closet and start making a pirate costume. When he's done, he'll ask you to find some music for the treasure hunt. So you'll start playing some of your favorite records."

** Shuff**

"After listening to a few songs, he'll want to start dancing. So the two of you will dance. And dance. And dance."

"After a while, he's going to get tired. He'll ask you to read him a bedtime story."

** Shuff**

"Then he'll want you to rub his tummy." She showed Pinkie Pie the detailed picture.

"Aww... that's so cute."

"Rubbing his tummy will remind him that he's still hungry, and he'll ask you if the cake is done."

** Shuff**

"Both of you will rush into the kitchen, and you'll probably see smoke coming from inside of the oven. He'll give you a pair of oven mitts."

"Hee hee, *snort!*"

** Shuff**

"He's going to watch you set the burnt cake down next to the frosting. And chances are when he sees the frosting..."

Shuff She showed the final page to the apprehensive pony.

"He's going to want some gumdrops to go with it."

Pinkie Pie burst out into laughter, rolling around on her back and kicking her legs up in the air.

"Hahahaha! **snort!** That *never* gets old! Ahahaha!"

Granny Pie sat patiently with a smile on her face, waiting until her granddaughter had run out of breath, and lay panting on the floor.

Sigh "That was fun. Thanks, Granny Pie."

"It was my pleasure. I enjoy these books quite a lot, too..." the old mare replied, smiling again. "By the way dear, how *is* Gummy?"

"Oh, he's doing great!" she exclaimed, suddenly frowning. "Except... well..."

"Well? What's the matter?"

Pinkie Pie shifted uncomfortably on the spot. "I, uh... I stopped feeding him gumdrops."

"Hmm? How come?"

"He... lost all of his teeth. He can't chew them anymore." She mumbled.

Granny Pie stared at the pony, before cracking a wry grin and putting a hoof across her mouth.

"What?"

The old pony bit down on her hoof, tears leaking out of her eyes.

"Hey, it's not funny!" she pouted, at which point her grandmother burst into a laughing fit.

"Ahaha! O-Of *course* it is! Hahahaha! Why... why did you name him *Gummy* in the first place?" she choked out, leaning over the arm rest for support.

"...because he loved eating gumdrops." the pink pony sourly replied.

"Heeheehee, *exactly*! And n-now he h-has no... no... " she chuckled dryly, wiping away tears of mirth. "Oh Pinkie Pie, what *am* I going to do with you?"

"You could stop teasing me..." She answered, albeit with a smile of her own. Granny Pie smirked.

"How about I give you a hug instead?" the old mare suggested, tousling her light-blue mane. Pinkie Pie jumped to her feet and walked over to the chair, and into the pony's outstretched arms.

"Thanks, Granny Pie." she said, nestling her face in the crook of her neck.

"Oh don't thank me too soon. I never said I would stop teasing you." Granny Pie whispered mischievously. Pinkie Pie blinked, before crying out in panicked laughter, struggling to get away from the sudden tickling sensation spreading across her sides.

"Ahhh! No! Heeheehee! S-Stop! Ahahaha!"

"Oh?" Granny Pie suddenly stopped, releasing the wheezing pony and looking down to her left leg... which had begun to twitch. She smiled, winking at her granddaughter whose face lit up with sudden understanding.

"Looks like the second batch of cupcakes are done."

"So, has anything new happened in Ponyville since you last came to visit, Pinkie dear?" the old mare asked after setting the plate down.

"*Mmmph Hawmph* *Gulp!* So much you wouldn't believe it! I saved Ponyville from a bunch of Parasprites, made a new best friend, met a griffon *and* a zebra..."

"Slow down there, little missy. A new friend you say?" she asked, settling herself down in a chair.

"Yeah! Her name is Twilight Sparkle!"

"Oh? And what's she like?"

"Well, she's super-*super* smart! She really likes to read books, and she lives in the Ponyville library!"

"I'm sure that makes her happy. What else is she like?"

"Hmm..." she mused, bringing a hoof up to her mouth. "She spends a lot of time in those books, studying magic and lots of other boring things... but she's *really* nice! She loves to help me throw parties for my other friends, and we do lots of fun things together! Oh, she even gave me a ticket to the Gala!"

Granny Pie's eyes widened. "The Grand Galloping Gala? In Canterlot? My, I'm impressed. Those invitations are very hard to come by."

Pinkie Pie blinked. "Did you ever go to the Grand Galloping Gala when you were young?"

"Go there? Why, I single-hoofedly *catered* the entire event for years!"

The pink pony's mouth dropped open. "No way."

The old mare snorted. "Well how *else* did you think your Granny Pie became the most well-known baker in her time? Oh yes, it was always a very busy time of the year for me and your grandfather. I would spend weeks baking all those fancy foods and delicacies, and your grandfather spent *months* financially preparing us for the festival. Once or twice, I even had the honor of *personally* serving the Princess!"

"Wow..." Pinkie Pie breathed.

"Yes, it was a real pleasure. The Gala was always a wonderful event for us, though it would have been more enjoyable had the ponies attending not have been so...*reserved* in character."

"...You mean they were boring."

"Very."

The two ponies shared a giggle as Pinkie Pie leaned over the arm-rest, sighing.

"None of my friends had a very good time there. We were all hoping that everything would go differently, and that we would get to live some of our dreams, but it was the worst party *ever*." She replied, smiling thoughtfully. "It was all okay in the end, though. We all got together and had a fun night with each other. We even got doughnuts!"

"Oh, how lovely. I'm glad things worked out well for you." The old mare replied genially, picking up her cup of cocoa. "So, what else has happened?"

"Well, I met a dragon, went and saw a bunch of buffalo ... oh, and I got to go to Cloudsdale and watch Rainbow Dash compete in the Best Young Flyer's Competition! She won with a super-spec-*tacular* Sonic *Rainboom*!" she cried, swinging her forelegs dramatically into the air. "Speaking of flying, I also got to be the announcer for the Running of the Leaves! It was really neat to see the race from way up high, and watch all of the ponies make the leaves fall for winter!"

"My goodness... sounds like you've been a very busy pony since you last came by."

"You bet I've been, but I've had a great time! Even Winter Wrap-Up was lots of fun this year!"

The elderly pony suddenly smiled, looking down at her steaming mug, and into the swirling liquid. "Oh yes... Winter Wrap-Up. And how did that go?"

"It went great! We finally got Ponyville ready for spring in time, and it was all thanks to Twilight!" Pinkie Pie declared, before she brought a hoof up to her face, looking thoughtful. "It was really nice of her to have some of the other ponies help me with my job this year, even if I am the best lake-scorer in Ponyville."

Granny Pie's eyes misted over, her voice softening. "The lake-scorer. Of course... **sigh** just like your grandfather. Oh, he was such a charming young stallion in his youth. Did I ever tell you how we met?" she asked.

Pinkie Pie shook her head.

"Well, It was winter in Ponyville, and I was visiting a dear old friend of mine, little Miss Smith Apple, during Winter Wrap-Up day. We were the finest little chefs at our age, and our job was to provide lunch for all of the hard working adults. We baked pies, cupcakes, and all sorts of delicious treats for everypony, it was so delightful!

Young Miss Smith got her cutie mark that day, and so the two of us had a picnic on one of the snowy hills with some of the leftover goodies we had made to celebrate, overlooking the *beautiful* frozen lakes of Ponyville.

That was when I met your grandfather. He was down on one of the nearby lakes, skating the day away without a care. I didn't recall seeing him at our little baker's stand earlier that day, so I decided to bring him one of Smith's leftover pies. I ran down to the lake as fast as I could with that pie.

Unfortunately, I was not the brightest young filly at my age. I couldn't keep my balance on the slippery ice, and he... well, he took one look at me, and his expression went *blank*. Looked at me like I was crazy, running out onto the lake on my bare hooves. That silly pony kept skating forward and crashed into me, sending us and the pie right into the snow bank!

The two of us were buried up to our heads in snow, and our faces were covered in blueberry filling." The old pony reminisced, a yearning in her voice. "Your grandfather never looked more handsome than he did then and there.

The rest between us is well-known history, I suppose. We fell in love as many ponies do, and eventually we got married. Our first few years together were so wonderful." She mused, sighing. "Our relationship had its ups and downs, of course. I loved the forests and glades of Salt Lick City, but his heart yearned for the kind folks in Ponyville. He wanted to be a business pony, and I wanted to see the smiles on a customer's face when I offered them a homemade treat. We were different in so many ways, and oftentimes we would find ourselves competing against one another's idea of how we should live together. Eventually, of course, we reached a compromise... and Sugarcube Corner was born."

She set her cup down, and reached out a hoof to tousle the silent pony's mane, looking up to the ceiling with a faraway look.

"Your grandfather was always so structured, so meticulous. And yet, he had a *wonderful* imagination. He built the entire Sugarcube Corner out of the stale and surplus goods from our little sweets shop down in Salt Lick City, you know. Well, the *original* Sugarcube Corner. He hadn't thought of what would happen during the pegasus ponies' next monthly rain-shower. Oh, the frosting made such a mess, seeping through the gingerbread roof-tiles and the windows, the giant cherry crashing through the..." she paused, wincing. "I suppose that's a memory best not relived. But that pony had a vision, and I wanted to see it come alive. We decided to move to Ponyville, and rebuild our confectionary in his hometown.

It was there that your grandfather had acquired a *darling* young apprentice. That young Miss Cake... or Miss *Tart* back then, was always such a go-getter, and the three of us built the second Sugarcube Corner right there in Ponyville.

That was when she met that strapping young *Mr.* Cake. Oh, that boy would always send your grandfather in such a tizzy, trying to keep young Tart focused on her work, and keeping her from sneaking sweets and goodies to her young suitor. Those two were *inseparable*.

But your grandfather was a kind pony. He eventually gave that boy a job at Sugarcube Corner, and he taught those two everything he knew about running a business. Those young teenagers were natural bakers to boot, and with a little help from yours truly, they became the best that Ponyville had to offer.

Time passed and we grew older, of course. It was becoming more and more difficult for the two of us to keep up with the demands of running the shop, and the Cakes would lend us a helping hoof more times than we would have liked to admit. So, on their wedding day... and oh, what a special day that was... the two of us gave the newlyweds that precious sweets shop of ours, right there in Ponyville as a wedding gift." she sighed. "I'd never seen a happier pair of ponies in all my life."

...

"And that's how Equestria was made!"

"Wha... huh?" Pinkie Pie asked, shaking herself awake.

Granny Pie snickered. "Always gets 'em." she chuckled, laughing as the pony in front of her pouted. "Oh, your grandfather *hated* it when I would say that! That old coot would always doze off whenever I'd lecture him, or tell him a story." She sighed. "I suppose I do tend to get a little long-winded, but that was my *favorite* way of letting him know that he wasn't paying attention."

Her companion let out a giggle and a snort. "I remember when you used to do that. He would make some really funny faces!"

The elderly mare grinned, picking up her cup again. "Well maybe you should try it, then. I'm sure you'll catch a pony or two."

"Hee hee, I already have."

Granny Pie chuckled, taking a deep sip of her cocoa as her granddaughter finished the last of the cupcakes on the table in front of them.

"Hmm..."

She brought her cup down to her lap. "Something on your mind, Pinkie Pie?" she asked.

"I just remembered something." Pinkie Pie began, looking thoughtful. "I never finished telling you about all the stuff that's happened in Ponyville. So I think it's fair that I should tell you a story, Granny Pie!" She grinned. "And I've got a *doozy* of a story to tell you!"

The elderly mare stretched out across the chair, giving her a gentle smile. "That would be lovely, Pinkie dear. Let me go get a blanket, and we can talk for a little while longer." she said, stifling a yawn as she looked out the window beside her, the sun having hidden behind the mountains at last.

"And then *Whoosh!* This HUGE rainbow came crashing down, and turned him into stone! KA-BLOOSSSSHHH!" she emphasized, jumping into the air and (unintentionally) spraying spittle across the room.

"My word... he turned to stone *again?*"

"Uh huh! And then we all went to this big celebration at the castle, and the Princess showed us this super-fancy window, and it had *all of us on it!*"

"Is that right?" The old mare asked, a twinkle in her eye.

"Yeah! It was really neat!"

Granny Pie chuckled lightly, closing her eyes and leaning back against the chair.

"So Pinkie Pie, tell me. Have you noticed anything different in this room since you last came to visit me?"

Pinkie Pie tilted her head slightly, before turning left and right, looking around the area. "Uh-uh." She finally said, shaking her head.

"Well, look closely."

With a tiny pout, the pink pony stood up and walked to the side of the room, squinting her eyes to better see the various objects and pictures that adorned the dimly-lit wall. Seeing nothing, she helplessly turned back to where the old mare sat, who was staring ahead at the adjacent wall with a smile.

Following her gaze, she found the objects of her attention. Two picture frames, in a spot that she could once remember being bare, lay side-by-side against the wall. Looking closer, she noticed a very fine print on the two pictures, bordered and sectioned into various columns.

Newspapers.

Beneath a sizable "*Equestria Daily*" banner, the first page bore a large picture of a stained-glass mural, where six stylized ponies stood in two descending rows as they magicked a large, peculiar creature.

...

"I remember reading all about it in the newspaper that day... though I'll admit that you make a much better storyteller." came a voice from behind her.

Pinkie Pie turned back with a stunned expression, sitting down on the floor in front of the pictures, her mouth closing. A stillness came over the room, timidly broken by the muffled crackling of the fireplace.

Her eyes met the old mare's gaze.

"So you knew the whole time?"

"Of course I did."

"Then... why didn't you tell me? While I was telling you my story?"

"Why, because I wanted to hear the story from your own words, Pinkie Pie."

The old mare stood up and trotted toward the fireplace. After a moment, she turned back to face her granddaughter, her face glowing.

"Did I ever tell you the story of how I got my cutie mark?"

After a moment, Pinkie Pie shook her head. "All you told me was that you got it at the old bakery, and that you got it *after* you were married."

"Well, there's a little more to it than that."

She blinked. "What do you mean?"

Granny Pie brought her gaze to the blazing fire in front of her, and closed her eyes.

"In our old sweet shop, before Sugarcube Corner was built, your grandfather and I... got into a terrible fight. It came to the point that we could not live in the same house together for a long while."

Pinkie Pie frowned, her ears drooping. "W-What were you... fighting about?"

Granny Pie sighed. "Money was very scarce back then, and bits were few and far in-between. And my husband, being the business pony he was, made sure to keep our spending at a minimum."

We were in our old sweet shop, discussing the floor plans for the *first* Sugarcube Corner, when I noticed something that made me very upset. His floor plans did not include seating for the customers. They would make a purchase, leave, and come back to pick it up a few hours later, only to leave once again."

The old pony opened her eyes, smirking. "We shared many bitter words with each other, and neither of us was willing to back down for the longest time. But in the end, I forced that stubborn husband of mine to spend the extra money to put those tables and chairs in the shop." She smiled fondly. "It was our first and last fight."

Pinkie Pie frowned. "But... why?"

Granny Pie sighed, tilting her head.

"Because I would have been a very miserable mare if I had to bake sweets all day for a bunch of nameless ponies." she stated, pacing the room.

"I had my husband spend the money necessary for those tables and chairs, so that our customers could stay a while longer with us, and so that I could go out and *be* with them. To take the time to get to know them, and do everything that I could to make sure that he or she left with a bigger smile than the one they came in with."

Granny Pie smiled, her eyes misting over. "I wanted nothing more than to spend time with those ponies, to hear their laughter and see their smiles."

The pensive mare turned back to the young pony, who was looking up at her with wide eyes.

"The truth is, Pinkie dear, I *didn't* become famous enough to cater the Grand Galloping Gala because I was a good baker. I became famous... because I took the time to get to know each and every pony that walked into our little shop. My special talent was never baking. It was doing everything I could to make those ponies happy, and it just so happened that working in our little shop was the best way I could do it.

And while that shop only lasted a few weeks after completion, due to the rainstorm, those were some of the happiest days of my life. When I wasn't

busy with the store, I was out and about in the shop. Talking, singing, and getting to know exactly what made those wonderful ponies so special."

The light blue-maned pony looked back at her flank, her smile and her cutie mark glowing in the flickering light of the fireplace.

"Because for every empty pie dish I saw in our little shop, there were two happy ponies sitting close by. Sharing stories, sharing pie, sharing laughter... and sharing tears. And I made it a point to *always* be one of those ponies."

Her eyes swept from her cutie mark to the mantle place in front of her, locking on a small picture frame. A group of black-and-white ponies stared back at her with emotionless expressions, though her eyes held the gazes of two of the ponies in the center, one filly and one adult, rebelliously beaming into the camera.

"My mother always taught me... that laughter is the greatest gift a pony can ever share with another. The joy of a present is fleeting, and money only lasts so long. But laughter, and a happy memory, can last a lifetime. She taught me that pony doesn't *need* to be successful to be happy."

Granny Pie let her gaze sink to the floor, the light of the fire spreading across her aging features.

"Sadly, many ponies often don't see it that way. My husband, and my son... your *father*, didn't quite understand that for many years." The old mare solemnly admitted...

...before facing her granddaughter with an approving smile.

"Or, at least until his little filly showed him otherwise."

The pink pony sniffed, wiping a hoof across her nose.

"Granny Pie..."

"I believe that there is a reason that you were chosen to represent one of those perfect virtues, Pinkie Pie." Granny Pie continued, beginning a slow trot across the room.

"For as long as I can remember, all you've ever wanted to do in life was party." she stated, chuckling lightly. "Your very first party... it changed *everything* for your family. Your parents became softer, kinder ponies. Your sisters shared their very first smile together. And eventually you grew up and left the farm, to become the wonderful mare you are today.

But how do you think that a single party... could have had such a life-changing effect?"

The pink pony remained silent, her eyes to the floor as Granny Pie walked up beside her.

"It was because your very first party wasn't thrown to make you happy... but to make your *family* happy. You put your entire soul into that one party, for no other reason than to share the joy you felt that day with the ponies you held dear." She smiled wistfully. "It was the most selfless deed that I have ever witnessed throughout all of my years."

The aging pony sat down on the floor next to Pinkie Pie, wrapping a hoof around her trembling shoulders, and gently turning her tear-stricken face to her own.

"*That* is the laughter that my mother would talk about. That kind of laughter is a wonderful gift that can be given to *anypony* like any other, except that every time you give some away, you get a little more back than what you had before."

Granny Pie sniffed, her voice cracking. "And I've *never* met a pony who holds more laughter in her heart than you, my little Pinkie Pie."

The pink pony closed her eyes, feeling her tears spilling out from underneath them. Wordlessly she lunged towards the old mare, throwing her hooves around her neck and sobbing into her frosting-blue mane.

"Oh G-Granny Pie... you're s-so... y-you *always*..." She continued to weep, unable to finish her sentence. The aging pony choked back a sob of her own, but said nothing, holding tightly to her precious granddaughter.

After a moment longer she pulled away, hiccupping lightly and giggling as Granny Pie kissed her on the nose and wiped away her tears, before

looking back towards the wall. Pinkie Pie, her arms still around Granny Pie's neck, turned to see what she was staring at.

It was the second picture, framing an article that featured a similar photograph of a glass window where the same six ponies stood proudly together, magically assailing the sinister depiction of an alicorn.

"I was so proud to see you in that picture, and that you had helped to save the Princess and all of Equestria." She spoke in a soft voice, holding her granddaughter close. "But even more so... that my little Pinkie Pie was chosen to be the Bearer of the Element of *Laughter*." She sighed, gently nuzzling her. "I can't think of a more fitting honor for my beloved granddaughter."

Pinkie Pie buried her face in her grandmother's mane, her tears freely flowing once more.

"I-It was all thanks to you. I did what you told me to, what you've *always* told me, Granny Pie. I laughed at the scary things in the Everfree Forest... and saved my friends." she whispered, looking up to her grandmother with a snuffle.

"I made a song for my friends about laughing, and how it scares away the scary things. I told them that the best way to deal with your fears... was to laugh, just like what you would tell me when I was young."

The old mare made a motion to speak, but Pinkie Pie lifted a hoof to her mouth before she could respond.

"You've always been there for me when I needed you most, Granny Pie. *You* are the most generous pony that I know." Pinkie Pie said, beaming as she tenderly wiped her grandmother's tears away. "And I wasn't sure what I could give to my Granny Pie... to show her how much she means to me."

The balloon-flanked pony stood up on all fours, and held out a hoof to the elderly mare.

"So I made a song for you."

Granny Pie blinked, and let out a small smile as she took it in her own, and slowly rose to her hooves. Pinkie Pie nudged her grandmother forwards, and side by side the two ponies walked back to the chair. The young pony took the comforter in her mouth from off of the arm rest, gingerly covering Granny Pie as she sat down, who rested her head back with a grateful smile.

Pinkie Pie sat beside the elderly mare, wistfully looking out of the moonlit window beside them as she began her slow melody in a soft, warm voice.

*There was a filly, young and small
Who loved to laugh and play
She would frolic in the sun
And when the skies turned grey*

*.
She'd play out in the falling rain
And in the sparkling snow
She was happy every day
Until the stars would glow*

*.
She'd go to her room at night
Afraid and all alone
The scary things would all come out
While the pale moonlight shone*

*.
The darkness would come inside
As the sun left the sky
She would lay there quietly
Too afraid to cry*

*.
But then her Granny Pie would come
At the end of the day
She would walk inside her room
To make sure she was okay*

*.
She would sing and the filly would laugh
Together they would play
The two of them would scare all of
Those scary things away*

.
*And when the ghosties had all gone
She'd wipe away her tears
She'd hold that filly close, and say:
"Remember this, my dear*

.
*When you find yourself all alone
You can still hear me sing
And you can laugh along with me
To brighten everything."*

.
Pinkie Pie moved the comforter to further cover the elderly mare, who closed her watering eyes and listened to her granddaughter's voice, light and sweet.

.
*That filly kept those words inside
Her heart for all those years
She learned to laugh away the dark
And overcome her fears*

.
*So as the seasons passed her by
The small filly would grow
But she would always remember
Those words from long ago*

.
*For even though the sun goes down
And shadows come to play
She listens for her grandma's voice
And always hears her say,*

.
*"When you find yourself all alone
You can still hear me sing
And you can laugh along with me
So don't fear anything."*

.
Pinkie Pie took one of the elderly pony's hooves into her own, lightly stroking it as she continued her gentle melody.

.
*And now that filly's all grown up
Those shadows seem so small
As long as she remembers to laugh
They aren't that scary at all*

.
*So when the ghosties find her friends
To make them scared and sad
She'll giggle, laugh, and sing away
The creepy and the bad*

.
Pinkie Pie nuzzled her silent grandmother fondly, her tender voice beginning to crack.

.
*And when her Granny Pie grows old
And darkness comes to play
She'll always have her Pinkie Pie
To make sure she's okay*

.
*I'll sing and laugh for Granny Pie
So she won't be lonely
I'll be there by her side, because..."*

.
The singing pony's voice faded away, as she noticed the quilt rising and sinking in steady rhythm. Granny Pie's eyes were closed, and a light snoring reached her ears. The pink pony exhaled lightly as she leaned forward across the arm rest, and softly kissed the sleeping mare's salty cheek, illuminated by the moonlight that weaved itself along the stitching of the glowing blanket.

She backed away from her grandmother, watching the pony in her silent slumber. Standing in the silence, she took the edge of the blanket in her mouth, and tugged it across her grandmother one final time, before walking to the other side of the room. Pinkie Pie slowly trotted to the top of the staircase, reaching out a hoof to the light switch and whispering the final line to her lullaby, as a solitary tear slid down her smiling cheek.

"She was always there... for... me."

Click