



My Little Avengers

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Chapter 1

Celestia's sun was just breaching the horizon as Macintosh Apple, more commonly known as Big Macintosh or Big Mac, current head of the Apple Family and owner of Sweet Apple Acres, awoke from a peaceful night's sleep. The bright red Earth Pony gave a loud yawn as he heaved his enormous frame upright, the bed-springs creaking beneath him. He'd had the bed made special by his friend in town, Feather Down, to accommodate his unusual size, but it still complained whenever he moved suddenly.

Big Macintosh went about his usual morning routine. He went into the bathroom and splashed some water on his face to chase away the last of sleep. He brushed his teeth quickly and efficiently, his hooves gripping the toothbrush with a surety born of long practice. He reentered his room and gave the mane of his Smarty Pants doll a quick brushing - a relatively new addition to his routine. He donned his usual horse collar, and turned to leave the room... only to come face to face with his calendar.

The calendar had a great many marks upon it in red ink, signifying days of importance to the running of the farm. The end of Applebuck Season was always busy; this month of the calendar was practically covered in ink. But today's date, right near the very bottom of the calendar, was different. Instead of the usual detailed note, it was bare but for the words "The Day" written upon it and circled.

It always managed to sneak up in him, Big Macintosh thought. What with the craziness of Applebuck Season, trying to harvest all of the many trees that grew on Sweet Apple Acres before the change of seasons, he always forget The Day. It might seem strange to other ponies that he'd forget such an important date, but those ponies had never tried running a farm.

There was no work to be done today, not for him. The last time he'd tried to help out on The Day, Applejack had threatened to cut off his own tail and make him eat it. Big Macintosh had wisely chosen not to test her. He supposed he could go back to sleep if he wanted, but he was far too used to rising with the sun. He doubted he'd get any rest. So he left his

room and headed downstairs to the kitchen. Even if Applejack wouldn't let him help on the farm, Celestia herself wouldn't be able to keep him from doing *something*, even if it was just cooking breakfast for his family.

And yet, as he entered the kitchen, he found that even that simple chore had been taken from him. Granny Smith snoozed in her chair as piles of her signature apple pancakes cooled on the countertop. Big Macintosh had always had a weakness for his grandmother's pancakes; clearly, the dear old mare had stayed up late last night, cooking his favorite treat. His slight disappointment at his inability to help was drowned out by a warm feeling of gratitude.

Macintosh had just sat down at the table with a larger helping of the delicious sweet pancakes than was strictly necessary when a wild thumping on the stairs indicated the arrival of a certain hyperactive filly. Apple Bloom rarely woke this early, but today was The Day. She wouldn't want to be late to greet her brother.

Big Macintosh stepped away from his plate and braced himself just in time to meet a flying tackle-hug from his youngest sister. "Happy Birthday, big brother!" Applebloom chirped happily.

Big Macintosh smiled as he carefully returned the tiny filly's hug. "Mornin', 'Bloom." He drawled, setting her down carefully. "Seems Granny Smith made us some pancakes. Want some?"

"Do I!?" Applebloom exclaimed, excitable as always. With a chuckle, Big Macintosh served his younger sister some pancakes as another, much calmer set of hoofsteps on the stairs signaled the arrival of Big Mac's last remaining family member.

"Happy Birthday, Mac!" Applejack called cheerfully, if a little sleepily, as she entered the kitchen. Applejack had always been a heavy sleeper, but she refused to let that stop her from waking on time. Big Macintosh worried about her, sometimes, but ever since the spectacle of last year's Applebuck Season, she'd been taking better care of herself. "See ya found the pancakes Granny Smith made for ya'll." She served herself some. "So, what's the plan?"

Big Macintosh thought for a moment. Normally, when he had a rare day off, he liked to find a quiet corner to read. He was actually quite a fan of adventure novels, but opportunities to read were too few. As appealing as

the idea sounded to him, though, that just wouldn't do for today. You had to do something special for your birthday. Otherwise, it was just another day. "Think I'll go hiking." He said finally. "Haven't been up in them mountains in years."

"Th' mountains?" Applejack looked distinctly uncomfortable. "Ah dunno, Mac. It can get mighty dangerous up there... The girl's and Ah saw a hydra up there once. Well, ran from a hydra. Same thing. Not ta mention there used to be a dragon up there; who knows what coulda moved in after it left."

Big Macintosh gave his sister a rare smile. "When did you become the reasonable one?" Seeing Applejack's annoyed face, he gave her a quick nuzzle. "Aww, don't worry none, sis. I'll be fine. Ah can take care'a myself."

Applejack just sighed. "Ah know. Ah just worry, that's all. Ya'll know we couldn't get by witho-"

CRASH! Big Mac and Applejack both turned towards the counter to see Applebloom, covered in pancakes. Apparently, she'd tried to reach the plate on the counter for second helpings, only to result in a broken plate and a new pancake coat. "Whoops." She said sheepishly.

Applejack rolled her eyes. "You finish yer breakfast and get ready fer that hike of yours, Mac. Ah'll take care'a this."

"Eeeeyup." Big Macintosh replied, mildly relieved not to have to deal with the sticky filly.

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"You be careful now, ya'hear?" Applejack said as she helped secure Big Macintosh's saddlebags.

"Eeeyup. Don't worry, I'll be back b'fore Pinkie's birthday party." The large stallion promised, giving his sister an affectionate nuzzle. "You look after Applebloom and Granny Smith. Carrot Top'll be by later to check up on you."

"Check up on me?" Applejack cracked a smile. "Dontcha trust me? Ah'm a bit old for a babysitter, Mac."

“It ain’t you I’m worried about.” Big Macintosh reassured her. “Applebloom invited her friends over for lunch t’day. Unless you *want* to deal with ‘em on yer own...”

Applejack made a face. “Never mind. Send all th’ babysitters you want.”

Macintosh gave a low chuckle. “Thought so. Take care, sis.” He gave her another nuzzle and headed out.

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Big Macintosh always loved the outdoors. The fresh air, the smell of nature. He counted himself lucky that his work required him to stay outside all day, rather than cooped up in a stuffy office somewhere. Still, farm work kept him so busy, he rarely had time to stop and enjoy himself. As he hiked up the gently sloping mountain path, he kept his pace relaxed, stopping frequently to smell the flowers, or give a crumb of bread to a passing animal, or simply admire the scenery.

And what scenery! Even only halfway up the mountain, the view from up here was simply breathtaking. More than once, Macintosh found himself wishing he was an artist or poet, so he could capture the natural beauty of the gently rolling hills and wide open plains of grass below him. Even a camera would do. Sadly, Macintosh had never been a very artistic pony, so he simply admired the scene and continued his upward climb.

Celestia’s sun was reaching it’s zenith now, and even the indefatigable Big Macintosh was beginning to tire. He decided to stop and rest, leaning against the rocky wall of the mountain as he fished an apple out of his saddlebags. He munched it contentedly as he pulled out one of his favorite books, a fascinating book by a stallion named Coltien. The plot was slightly confusing, but it seemed to be about a magic ring and a fellowship of ponies that formed to safeguard it. Applejack’s librarian friend Twilight had recommended it to him, and let him keep it for an extra week since she knew how busy he was.

He was just settling down to read when a loud growl filled the air. All at once, Big Macintosh was alert, hurriedly sweeping his borrowed book back into his saddlebag. A second growl sounded as he hurriedly got to his hooves, just in time to see the source of the noise clambering up the path behind him. It was a creature he recognized from an incident about half a

year ago, when that loudmouthed show-mare had come to town. A large bear, bigger than the barn back on Sweet Apple Acres, with skin seemingly made of stars and blue sky. An Ursa Minor.

The monster was a bit smaller than the one that had attacked Ponyville, but it was still plenty large enough to crush even a pony of Big Macintosh's size under its' paw. One thing that the small, rational part of his brain that wasn't panicking noticed was a strange symbol inscribed on the beast's forehead, but he had no time to regard it. Big Macintosh was a pony of incredible strength and stalwart courage, but when faced with this immense beast, the only recourse was to do something he was very much unaccustomed to: turn tail and run.

Big Macintosh turned and galloped up the mountain path, hoping the Ursa wouldn't follow. It was just a baby, after all, he reasoned, remembering what Twilight had said after banishing the beast from Ponyville. It was likely just grumpy and stomping around; it wasn't after him. He just needed to put some distance between him and it, and he could continue his leisurely hike. Right?

Apparently not, as a loud roar and earth-shaking footsteps indicated the massive blue beast giving chase. Big Macintosh's powerful legs pumped desperately, trying to escape, but as strong and fit the farmpony was, he was built for endurance, not speed. The Ursa behind him was not an especially fast beast, but it's incredibly long pace meant it could chew up distance at an astonishing rate, gaining on the fleeing Earth Pony at an alarming rate.

This wasn't working, Big Mac thought, searching desperately for some means of escape. Other than continuing to run desperately forward, his only options were to throw himself from the mountainside or to run towards the Ursa, hoping to dodge its' legs and teeth and get past it. A glance behind him showed that option to be unfeasible; the mountain path was just large enough to accommodate the beast, he'd never squeeze past.

Mac's chest began to burn with exertion as the Ursa Minor came closer and closer, its' enormous jaws snapping at him viciously as they approached. Just as he began to despair of his survival and contemplate the bitter irony of dying on one's birthday, his salvation came into view - a cave set into the side of the mountain. It was a spacious opening, but far

too small for the pursuing beast. With a burst of speed born of desperation, the exhausted Earth Pony cleared the last few feet to the cave and dove inside just ahead of the massive bear's snapping jaws.

Sprawled on the ground and gasping desperately for air, Big Mac looked back to see if the Ursa would leave. Sadly, quite the opposite was true; the beast seemed determined to follow its' quarry despite the physical impossibility, forcing its' head and shoulders into the too-small opening. It roared in frustration, its' thrashing shaking the cave violently. Big Mac could feel the vibrations through his aching, exhausted hooves; if it kept this up, it could collapse the cave on the both of them. "Horseapples." Big Mac swore quietly.

He couldn't stay here, that was for sure. Already, pebbles and small rocks were beginning to fall from the ceiling of the cave. Thankfully, a tunnel extended deeper into the mountain, away from the maddened beast. Forcing himself to his hooves, the exhausted stallion hurried down the tunnel as fast as his aching limbs could carry him. With any luck, the tunnel would come out somewhere else, so he could leave the mountain's innards without having to go past the insane Ursa.

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At first, Mac moved at the closest thing to a run his exhausted legs could manage, trying to escape the danger zone at the cave's mouth. Once he'd gone far enough so that he could no longer see the entrance, and the monster's roars and flailing a distant rumble, however, he slowed to a sedate walk. He pulled a flashlight from his saddlebag, holding it in his mouth to illuminate the cave. Celestia bless Applejack; she'd insisted he be prepared for anything, and had packed him a flashlight in case he got lost and stayed out past sunset. He'd tried to tell her it wasn't necessary, that he knew the mountains well enough to find his way, but she'd insisted and he was glad for it.

The tunnel wound a short ways past the bend which blocked off light from the entrance, before opening up into a larger cavern. The cavern, sadly, had only the one entrance; if he wanted to leave the cave, he'd have to go back the way he came, and he could still hear the distant sounds of the disgruntled Ursa, though it seemed less agitated for the moment.

Trapped as he was for the time being, Macintosh decided to look around the cavern, not that there was much to see. It was largely empty, save for a lump of rock in the very center of the room, shaped like a very roughly-cut pedestal. Upon the pedestal rested what appeared to be a gnarled old walking stick, just high enough a pony to support his front hoof on as he walked. Mac approached the pedestal, regarding the stick curiously. The pedestal, he discovered, was not roughly carved, per se, but only half finished. Its' base was of beautiful, smooth craftsmanship, with runes of a language Macintosh did not recognize along it's length. However, about a third of the way up the pedestal's length, the fine work abruptly gave way to bare rock, as though the crafter had given up partway through. Why had someone placed such a seemingly worthless stick here with such care, only to abandon it and leave its' resting place incomplete?

Big Macintosh wondered about this only briefly, as another, more practical thought came to his head. Using the staff as a lever, he might be able to pry some larger rocks loose from the tunnel walls. He could buck pretty hard when he had a mind to; he figured he could kick a few boulders at the Ursa and with any luck, he might chase it off. His energy bolstered by his new plan, Big Mac took the staff from the pedestal and leaned his hoof against it, intending to use it for it's intended purpose as a walking stick first. After all, was still quite tired.

The tip of the staff came down and banged against the ground with a resounding crash that the tiny impact didn't warrant.

A bright light emitted from the cane's top, growing brighter and brighter until it enveloped him with a bright flash and a crash of thunder.

Big Mac felt power surging through him like he never felt before. He dropped his flashlight to the ground as the power overtook him, wiping away his exhaustion. He hardly noticed the straps of his saddlebags bursting as he grew too large for them, his body warping as the electric power washed through him, changing him to suit itself.

As abruptly as it had begun, suddenly, the display of power stopped, and the mighty being who stood in the center of the cavern opened its' eyes.

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Miles away, in Ponyville, one pony was in the library, busily studying “A History of Sexuality in the Griffin Tribes”. Twilight found the subject endlessly engrossing, and rather enlightening. It actually went some ways towards explaining the highly defensive behavior of Dash’s friend - make that former friend - Gilda during her visit to Ponyville. However, she was distracted from her studies as she suddenly detected a massive surge of magic, so powerful it almost felt like a physical blow to her horn. The shock of it knocked her to the floor, causing her to drop her book. Her book was swiftly forgotten, however, as she called to her faithful assistant. “Spike!” She called out. “Get my book on ‘Advanced Spellcraft and Magical Phenomena’, then get some paper and quill. We need to send the Princess a letter.”

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Pinkie Pie merrily hummed her Cupcakes Song as she withdrew a fresh batch of the titular treats from the oven. She took them to the counter to apply some icing, her mind wandering as it often did. At the moment, she was wondering what clouds were made of. They just felt wet and cold when she passed through them on her whirly-copter, but Rainbow Dash slept on them all the time and said they were comfy and warm. How could something be warm and dry and cold and wet all at the same time? Was it magic? Was there some kind of trick? Did pegasus wings turn clouds warm somehow? Maybe it was like baking, turning a wet and sticky batter into delicious treats? OH! Maybe clouds were made of pastries!

Suddenly a powerful shudder ran up her spine as her Pinkie Sense went into overdrive. Her entire body shook with the force of the sensation, her spine twisting like a pretzel before she spun around in a circle like a miniature pink tornado. Finally, she plopped down on the ground, the spinning left her dizzy. Pinkie shook her head, trying to clear it. That was different. She hadn’t felt a Pinkie Sense like that since... since... “That’s not good.” She whispered. She looked at the cupcakes on the counter that had miraculously survived her seizure, but the colorful confections no longer appealed to her.

She just wasn’t hungry anymore.

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Princess Celestia was in a terribly boring meeting about the wages of weather ponies in Hoofington when she felt it. A wave of magic, stronger than anything anypony other than herself or her sister could manage. But this wasn't her sister's magic, that much she could tell. This magic was... *new*.

The Princess raised a hoof to stop the mayor of Hoofington. "I'm sorry, Parchment Paper, but I'm going to have to cut our meeting short. Something has just come up. Please, put any further concerns you have in writing and have them delivered to my secretary. I'll be sure to give them due consideration." She ignored the mare's protests as she nearly bolted from the room. It took her less than a minute to arrive at Luna's room.

The younger alicorn was waiting for her with a grin on her face. "You felt it too, didn't you, Tia?" She asked excitedly, looking for all the world like a filly on Christmas Morning. "That was *new*."

"Oh, I felt it all right." Celestia assured her, feeling a smile of her own steal across her face. "I don't know where it came from, but..." She was interrupted as a scroll materialized in a flash of green flame before her. "Ah, sweet, dutiful Twilight. She must have felt it as well. Let's see what she discovered." She levitated the scroll up and opened it.

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Deep in the Everfree Forest, a blue unicorn looked up weakly from her bed of leaves and grass. "What in Equestria...?"

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Even deeper in the Everfree, where the trees grew so thick neither the sun's harsh gaze nor the playful light of the moon could penetrate, a powerful presence stirred. "AT LAST...." It sighed. "MY REVENGE IS AT HAND."

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Up in the mountains, the Ursa continued to grunt and snort as it tried to force its way into the cave after its quarry. Its efforts ceased, however, as it saw something something stirring ahead. But this was not its quarry. This was something new, and it was coming towards the monster very fast...

A powerful voice rang out, echoing off the mountains. "Begone, foul beast!" the figure roared, moments before something very hard and heavy impacted with the Ursa's head and sent it sprawling, instantly unconscious.

Floating triumphantly in the air above the beast was a glorious alicorn, larger in stature than even Princess Celestia, if only by a few inches. His coat was a deep blue, with silver highlights along his sides. His mane flowed like spun gold and crackled with electric power. His flank was covered with a large storm cloud cutie mark, bisected by a single golden lightning bolt. His wings stretched out several feet to either side, and his horn was nearly a foot long itself. To his right forehoof, a ornate hammer with a intricately carved stone head was bound tightly with thick twine, to allow him to swing it with ease.

The majestic alicorn looked down at the beast he'd felled, taking note of the rune inscribed into it's forehead. The symbol looked like a stylized snake, twisted into an odd shape almost like the letter S. The sign was extremely familiar to him, if only he could remember. The alicorn's brow furrowed in frustration. What was wrong with him? His memories were all fuzzy; he couldn't remember... he couldn't... wait.

Who was he?

Big Mac blinked as his mind resurfaced, taking over from the instinctual personality that had gripped his mind. His neck craned as he looked back at his new body in wide-eyed surprise. He took in his wings, his coat, his mane, his new cutie mark. He raised a hoof to his forehead to feel the long horn now protruding from it.

Finally, in his own voice, he spoke the only words that he felt could accurately convey his feelings.

"What the hay?"

Chapter 2

Flying! Flying was fun!

Big Macintosh pulled a lazy loop-the-loop, enjoying the feeling of freedom, the wind in his mane. He finally understood why pegasai loved flying so much; his wings were undoubtedly the best part of this new body.

New body. That was a worry. Macintosh leveled out, frowning as he slowly glided down the mountain towards Ponyville. As fun as this form was, he was an Earth Pony. He didn't want to be an Alicorn forever. What if ponies started worshipping him, like the Princesses? Oh no, what if the Princess found out and got angry that another pony was pretending to be an Alicorn?

No, he needed to change back. Big Macintosh stopped flying, hovering in place as his brow furrowed, reaching into his new memories. That was an oddity of this body; it seemed to come with a complete set of memories of whoever the original mind within it had been. The memories were still fuzzy, and there were many things Big Macintosh couldn't 'remember', like this form's name. Whoever he had been, though, he'd loved to fly - that was one of the first memories Macintosh had recovered.

He used these memories now to look for knowledge on the hammer that was tied to his hoof. He was certain that the hammer was the key - he was fairly certain that the staff that had changed him had changed into this hammer, and if it was the catalyst of his transformation, it only made sense that it held the key to revert to his old self. Indeed, his new memories on the hammer seemed very clear; it had been very important to this body. It had a name, though he couldn't remember it clearly, and much of his power was derived from it. He was stronger in body and in flight than even the princesses, claimed his memories, thanks to the hammer. His magic was weak, though - this form had little interest in the delicate art of sorcery.

Aha! Big Mac uncovered a memory of tapping the hammer against the ground to take on a mortal form. That was how the staff had begun the change in the first place, wasn't it? So just repeat the process; that made sense.

With the worry off his chest, Big Mac resumed his flight, swooping down towards the ground. His wings pumped powerfully, the gentle currents of Pegasus magic surging around him, shaping the air to provide lift and guide him. Most pegasai didn't have such fine control of their inherent magic, his memories told him - it must be the horn, enhancing his ability to shape the air and weather around him. Big Mac pulled the air into a cone around him and dived, pulling up seconds before he hit the ground.

How fast was he even going? The ground shot past him faster than Big Mac would've imagined possible, the cone of air around him protecting him from the wind as he shot across the plains. Not even Applejack's pegasus friend Rainbow Dash ever flew this fast, did she? No, wait, she broke the sound barrier, didn't she? Big Macintosh hadn't tried that yet, but he didn't want to risk the sonic boom alerting others to his presence.

Big Macintosh looked up suddenly, and swore. The sun was dropping swiftly towards the horizon; Pinkie's party was in less than an hour. He was hours from Ponyville; how in Equestria would he get back... in... time... oh. Right. Wings.

Big Mac went from a blue alicorn floating in the air above the plains to a blue streak, moving faster than the eye could track. None of the pegasus weather team should be out this late in the day, so he had little worry about being seen. He landed just outside of Sweet Apple Acres, looking around carefully to ensure he hadn't been seen. He'd come in low, and at that speed it was unlikely that anypony would see him. Once he was satisfied the coast was clear, he gave the ground a firm tap with the hammer.

There was a bright flash and a crash of thunder, and the old walking stick clattered to the ground at Big Mac's hooves. Big Mac checked his flank, and let out a breath he hadn't realized he was holding. His coat was red again, his own cutie mark had reappeared, and his wings were gone. He checked his forehead; the horn had vanished as well. He felt strangely tired, but after a moment's contemplation Big Mac decided that he had just gotten used to the sense of power that being an Alicorn provided.

Big Mac galloped into the house, checking for Applejack and Applebloom, but all he found was a napping Granny Smith and a note from Applejack on the table. She had taken Applebloom and her friends into town early so they could help Pinkie prepare the food. Taking care not to wake his sleeping grandmother, Macintosh went up to his room and hid the

staff under his bed, where it wouldn't be disturbed. Then he galloped out the door and towards town. He wasn't too keen on the idea of a party, but his sister had insisted. "It ain't healthy to stay on th' farm all th' time," she'd said. "Ya'll need to get out and talk to some ponies sometimes. Honestly, sugarcube, yer as bad as Twilight." Frankly, Big Macintosh would rather face another Ursa than anger his sister.

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Big Macintosh finally arrived at Sugar Cube Corner only slightly out of breath, and a mere few minutes late. No sooner had he opened the door, however, than the professional party pony had seemingly materialized in front of him with a huge grin on her face. "EEEEEEEEEE YOU'RE HERE!" She squealed excitedly. "We were all super-duper worried that you weren't coming or that you got lost or hurt or eaten or fell into an inter-dimensional wormhole or something while you were out on your hike but now you're here so you must be fine!" Pinkie was bouncing excitedly the whole time she was talking, but when she finished she suddenly stopped and looked at him expectantly, as if waiting for him to say something.

"Ummm... eeeyup." Big Macintosh finally offered. Being around a pony as excitable as Pinkie tended to reduce his vocabulary to simple replies, as if in self-defense against her boundless energy.

"Great!" Pinkie said, beaming. "OH!" She zoomed away so suddenly she seemed to disappear, only to reappear moments later with a tray of cupcakes balanced impossibly on her ridiculously curly hair. "Have a cupcake! I made them special for you; they're super-special BIG MAC BIRTHDAY MUFFINS!" Each muffin had Big Macintosh's cutie mark painted on it in frosting. "I made them with apples and cinnamon and brown sugar 'cause I know you like it better than normal sugar but only a little frosting because I know you don't like frosting but it needs a little frosting because otherwise it's not really a cupcake and anyway I needed it to put your cutie mark on it *somehow*. Here!" She shoved the plate closer to Mac's face; not wanting to insult his host, he grabbed on in his mouth and took a big bite. It was actually pretty good.

"Welllllll?" Pinkie asked, smiling up at him excitedly. "Do ya' like it?"

Big Mac finished the cupcake and licked his lips. "Eeeyup. Thanks, Pinkie."

“YAY!” Pinkie cheered, leaping into the air with happiness. Somehow, the tray of cupcakes didn’t fall over as she landed. “I’m gonna go tell everypony that you’re here!” She zoomed away again, at top Pinkie-speed, leaving Big Macintosh shaking his head in bemusement at the pink pony’s energy. Where did she get it all from?

“Big Mac!” Came a familiar yell, and the farmpony barely had time to brace himself before Applebloom tackled him, hugging him tight. “We were so worried!” Then she blinked, as if realizing what she said, and let go. “Ah mean, *Applejack* was worried. Ah wasn’t worried at all.”

“Well Ah was.” Applejack said, coming up behind Applebloom. She was trying to look angry at him, but she couldn’t keep the smile off her face. “What happened to ya, Mr. Ah’m-gonna-be-back-afore-Pinkie’s-party?”

Big Mac chuckled and gave his sister a hug. She relented and hugged him back, grinning. “Sorry, AJ. Guess Ah just... lost track’a time.”

Pinkie Pie was just coming back with more treats as Big Mac spoke, and her eyes narrowed as her right ear twitched suddenly. She looked at Big Macintosh, strangely. Itchy Right Ear meant somepony was lying... but why would Big Mac lie? Unless.... She dashed away, ideas whirring through her brain even faster than normal. Big Mac continued to chat and greet his friends, unaware of the Pinkie Pie Plan being plotted by the pink party pony to protect Ponyville from peril. Pinkie laughed a little at that - Twilight would’ve enjoyed the alliteration.

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Big Mac was walking back to Sweet Apple Acres alone, tired but happy. His sisters had remained behind to help clean up, but Applejack had insisted her go home and rest after his long hike and afternoon of partying. That party hadn’t been too bad, Big Mac thought to himself. He didn’t often get a chance to see his friends from town, often too busy on the farm to have any time to socialize. Maybe he ought to make more time for Pinkie’s parties in the future.

It wasn’t until the house came into sight that Macintosh recalled what was hidden under his bed. The events of his hike came back to him in a rush. The Ursa. The staff. The... transformation. Big Macintosh was not accustomed to fear, but he had to admit, the thought of that much power hidden under his bed made him... apprehensive. He almost wanted to get

rid of the thing, put it back where he found it, give it to Twilight to give to the Princess, bury it under one of the apple trees, anything to get it out of his house. That staff... hammer... whatever it was, it was nothing but trouble. Macintosh could feel it in his bones.

But... Big Mac might be an Earth Pony, and he would always prefer to have his hooves planted firmly on the ground... but he wanted to fly again. If only once more.

Once more, he decided, entering his home and heading up the stairs to his room. He'd transform one more time, have a quick flight around the forest, than he'd give the staff to Twilight. She could be trusted, and she was really smart. She'd know what to do with it, and if she didn't she could ask the princess.

Macintosh entered his room, reached under the bed, and pulled the staff from its' hiding place. He gripped the stick in his mouth and turned to leave... only to find Pinkie Pie standing in his doorway, grinning broadly. "I *KNEW* IT!" She cheered. "My Pinkie Sense is never wrong!" Before Big Mac could ask what in tarnation she was doing in his room, she reached out a hoof and poked his nose. "You're it!" She said, before snatching the staff out of his mouth and bolting out of the room at a speed that would put Rainbow Dash to shame. Startled and angry, Big Mac took off after her.

Pinkie dashed down the stairs and out of the house, Big Mac galloping after her.

By Celestia, he was doing a lot of running today. His legs were starting to ache again already. He chased the insane pink pony from the farm and into a copse of wild trees just a short ways away, before Pinkie stopped abruptly. Big Mac had to dig in his hooves to stop himself from crashing into her.

"Pinkie... what... the... hay..." Mac tried to gasp out.

Pinkie turned towards him, the staff dropping to the ground beside her. "Ohmygosh, I'm so sorry, Big Mac! I didn't realize you were so tired! And I'm sorry I followed you home and broke into your house and stole your stuff and ate the last of your pancakes-"

"You what?!"

“But it’s really important that I talked to you where nopony could listen in.” She paused for a moment. “And I was hungry.”

Big Mac just stared at her. She seemed unusually serious, for Pinkie at least. “So talk.” He said finally. “What was so important that you had to steal from me?”

“I’m glad you asked!” Pinkie asked, suddenly cheerful. “But first: you get the hammer to do any neat tricks yet?” She poked the staff with a hoof, leaving little doubt as to what she was talking about.

Big Mac blinked. “You... know it turns into a hammer?”

“Well, DUH! Why else would anypony steal a boring old stick?” Pinkie giggled. “Besides, I know you got it to do *something*! I could feel it all the way from Ponyville, and I’m not even a unicorn! But I do have my Pinkie Sense, so I guess that’s kind of cheating. But my Pinkie Sense wouldn’t have gone off if you hadn’t done anything!”

Big Mac licked his lips nervously. How much should he tell her? She seemed to know an awful lot about the staff... hammer... thing. After a moment’s consideration, he decided on honesty. “It... turned me into an alicorn.” He said finally. “Even bigger than the Princess.”

“Really?” Pinkie asked, looking excited. “That’s perfect! That’ll make this sooooo much easier to explain! Here!” She kicked the staff over to him. “Transform! Transform! Henshin!”

Big Mac reached down to the staff, before pausing. “Wait, what?”

“Transform!”

He stared at her broadly-grinning, unblinking face before sighing and picking up the staff and rapping it against the ground. A bright flash of light engulfed him, accompanied by a loud thunderclap. Both, however, were much less intense than his least transformation.

“That was much less dramatic than the last time I donned this visage.” Big Mac spoke, before frowning. “Hold. What has happened to my speech?”

“Oh, it’s just resonance from your borrowed memories, don’t worry about it.” Pinkie said cheerfully. “And there was less BOOM! this time

because you already woke the hammer up. It knows you now, it doesn't need the extra KA-BLAOW to bind you to it." Suddenly, she was right up in his face, an impressive feat considering he was several times larger than her. "Now, look at this!" She said, and bopped her head against his.

Suddenly, the fuzzy memories that came with this body cleared all at once, drowning Big Mac in images.

~ * ~ * ~

Alicorns filling the sky, flying along a bridge made of rainbows.

A grizzled Alicorn with one eye, sitting on a throne.

An aged Diamond Dog, forging the mighty hammer Mjolnir.

A war.

A face, twisted with anger.

That last memory sharpened until he could hear the words of the angry pony as clearly as if he was right there. "Thor! My hated brother! I swear upon my name, I will destroy you! I will destroy everything you ever were! I will take your power and your position, and I will destroy Father and rule all of Asgard! I will be the most powerful Alicorn this world has ever seen, and I will strike your name from every record and every memory so that not even your loved ones will mourn your passing! **SO SWEARS LOKI THE MAGNIFICENT, *FUTURE KING OF ALL ASGARD!***"

Then, noise, violence, destruction, and darkness.

~ * ~ * ~

"Big Mac! Big Mac, wake up!" Big Macintosh slowly opened his eyes, seeing Pinkie's worried face leaning towards him. She broke into a relieved smile as he woke. "I'm so super sorry, Big Mac! I should've warned you first!"

Big Mac tried to speak, but his mouth was too dry to do more than croak. He swallowed a few times, then tried again. "What... was that?"

“Your memories!” Pinkie chirped, already recovered to her normal cheerful self. “Or, Thor’s memories, but you’re Thor now so they’re your memories too now, sort of!”

Big Mac shook his head. “Who is this... Thor?” He asked, noticing he was still speaking in his new accent. He was still transformed, then.

“Hmm... how to explain...” Pinkie’s face screwed up in thought. “Oh, I know! I’ll start with how Equestria was made!”

“Pinkie....”

“No, no, I’m serious this time! Well, more serious than usual, at least.” Pinkie assured him. “It’s not really how Equestria was made, but how it became the way it is now. Seriously, it’s important. Just let your Auntie Pinkie Pie explain everything, okie-dokie?”

“I am six years your elder, Pinkie.” Macintosh muttered dryly, but he seated himself, folding his legs beneath himself and preparing to listen. Pinkie assumed what he only assumed to be what she considered to be a lecturing pose, cleared her throat, and began.

~ * ~ * ~

“A bajillion years ago, waaaay before Princess Celestia and Princess Luna were ever born, there was a world called Asgard, where all the Asgardians lived, and they’d visit Equestria by flying across this really pretty rainbow bridge that connected them. The Asgardians were all Alicorns like the princesses, only there were a LOT more of them! And the boss of all the Asgardians was Odin. He could be kind of a Mr. Grumpy McGrumperson sometimes and he only had one eye which made him look kinda scary, but he was really strong and wise and super-duper smart, even smarter than Twilight, and she’s the smartest pony I’ve ever met!

“Anyway, Odin had a son named Thor, and he was really cool. He was the fastest flyer in all of Asgard, and the Diamond Dogs made him this super-awesome hammer called Mjolnir that made him really really strong and let him control the weather better than a whole TEAM of pegasai! Everypony thought he was really super-cool, so they let him control aaaaall the weather in Equestria, making him the God of Storms like Princess Celestia is the Goddess of the Sun or Princess Luna is the Goddess of the

moon. I guess they could've called him God of Weather, but God of Storms just sounds *cooler*, don'tcha think?

"Anyway, Odin also had another son, only this one was adopted, named Loki. And Loki was a real Meanie McMeaniepants. He loved playing pranks on ponies, except his pranks weren't fun, they were mean and ponies got hurt, and he was the only one who thought they were funny. No pony in Asgard liked him, and even though it was his own fault Loki got really upset, and got real jealous of his brother Thor because of how much everypony liked him. Eventually, Loki got SO jealous he started playing some of his meanest pranks ever on Thor, trying to make him look bad so everypony would hate him, and he could steal all his power and be everypony's favorite. He was kinda like Luna, I guess, except he never started off nice and didn't turn cute and huggable after six AWESOME mares zapped him with magic powers!

So eventually, Loki's pranks got so mean and dangerous that the other Alicorns got really mad and tried to punish him with all sorts of things like zipping his mouth closed or turning him into a tree, but Loki was really really good at magic and kept finding a way out. Finally, Loki plays his biggest, meanest prank ever, starting a HUGE war between the Asgardians and a bunch of evil monsters who lived in Asgard too. The war got so crazy that eventually Odin used his most powerful attack that accidentally caused ***THE END OF THE WORLD!***

~ * ~ * ~

"The world did not end." Big Mac remarked dryly. "Else we'd not be here."

Pinkie came down from her dramatic, two-hooved stance and frowned slightly at the interruption. "Okay, so not the *whole* world. Just Asgard. I don't really get the magic stuff much - I usually let Twilight figure that kind of stuff out - but as near as I can tell, all of Asgard and all the ponies and monsters sort of collapsed into Equestria. All that magic got absorbed into the ponies, which is where Pegasai and Unicorns come from, and why Earth Ponies are so strong. And two big blobs of magic sort of got separated from the rest, and became Princess Celestia and Princess Luna, though I'm not really sure how that worked." She shrugged, then frowned. "Only two things survived the collapse of Asgard. Loki, because he ran

away from the war and hid in Equestria. And Thor's hammer Mjolnir, 'cause it was indestructible."

“And that hammer...” Macintosh looked at his hoof, where the heavy hammer was securely bound.

“Transformed itself to hid from Loki and hid in a mountain.” Pinkie said, than smiled. “Until a totally awesome Earth Pony found it and woke it back up!”

“So... I am Thor.”

“Yup!”

“An ancient god from before the birth of Celestia.”

“That’s right!”

“Because I found his hammer, which was disguised as an ancient walking stick.”

“Mm-hm!”

“Just one question.”

“Yeah?”

“How in Celestia’s name dost thou know this?” Big Mac nearly shouted, Thor’s accent overriding his own again in his distress.

“Oh! I left that part out, didn’t I?” Pinkie said, looking embarrassed. “Sorry! See, I know all about it because Loki is my Grandpa!”

Big Mac blinked. Than again. He shook his head as if to clear it.
“What did thou say?”

"Welllll... technically, he's my great-grandpa." Pinkie said casually. "But with, like, five times more greats. But that would take WAY

too long to say, so I just call him grandpa! I don't like him much though. He's kinda scary."

Big Mac was silent for a long time, just staring at Pinkie. Pinkie, for her part, just stared back smiling. They sat in silence like that for several long minutes. Finally, Mac shook his head. "No."

Pinkie tilted her head to the side in confusion. "No?"

"No!" Big Mac shouted, swinging the hammer into the ground, transforming back into his Earth Pony form. The wooden stick, Mjolnir's disguise, clattered to the ground. "Ah can't deal with this. S'all... s'all too much. I'm just a farmpony, Pinkie. Ah'm not an Alicorn, and Ah'm def'natly no god!" He shook his head again, backing away from the stick that lay on the ground. "I'm gonna give the stick... Mjolnir... ta Twilight first thing tommora' mornin'. She can give it ta the princess, she'll know what to do."

"What? No!" Pinkie said, suddenly looking panicked. "You can't do that!"

"Why not?" Big Macintosh asked, sounding defensively. "Twilight would take better care of it than I ever would, and the Princess even more so. It would be safer with her than anypony else."

"No, it wouldn't!" Pinkie insisted. "Look!" She snatched the stick from the ground and tapped the ground with it. Mac flinched, anticipating an explosion of light and sound, but nothing happened. Pinkie let the staff drop. "No pony else can use Mjolnir, Big Mac. Most ponies wouldn't even be able to lift it, not even the Princess. I can because I'm descended from an Asgardian pony, and *you* can because it chose you, but only you can use it!"

Big Mac stared down at the staff. He didn't speak. Pinkie tried again. "Loki is still out there, you know. He can track Mjolnir wherever it goes, and now that it's awake, he's going to want to steal it for himself. The safest place for it would be in the hooves of somepony who can use it."

Big Mac continued his silence for several minutes, before finally replying, his voice so low even Pinkie's sensitive hearing had trouble picking it up. "What would happen... if'n Loki got Mjolnir?"

Pinkie looked uncomfortable, looking away. "I dunno. But it won't be good. His idea of a prank is ponies getting hurt and fighting and even dying. That kind of pony shouldn't have that kind of power." She looked at the larger Earth Pony, and smiled cheerfully. "But you're trustworthy! You'd never use Thor's power to hurt anypony or make them obey them or turn them all into ducks or anything."

Mac had to chuckle a little at that. "No... Ah wouldn't." He looked down at the staff. "There's nopony else, is there?"

"Nope."

"Than..." He sighed deeply and picked up the staff gently. It seemed so much heavier now that he knew its' history, its' true power. "Than Ah guess Ah have no choice. Just call me Thor."

Chapter 3

Trixie stumbled through the Everfree, forcing her legs to support her weight. She was tired, hungry, and hopelessly lost. Her formally glorious mane was a mess, and her ribs showed through her chest. Her tail was nothing but a ragged bush and her eyes were bloodshot; Trixie was glad she didn't have a mirror. She was probably an awful sight.

The pounding, rhythmic thud of magic thudded almost painfully in her head, as it had ever since the massive wave of magical energy early yesterday afternoon. With every passing moment, the pounding grew progressively stronger and louder, thudding in her head like a drumbeat. She'd tried ignoring it, but the drumbeat only grew steadily louder until she could disregard it no longer.

Tracking the source of the drumbeat was a simple matter for one such as Trixie, even in her weakened state. The signal was strong and clear, leading Trixie ever deeper into the Everfree Forest. In the back of her mind, Trixie was aware that this was a very bad idea that would likely get her killed, but the rest of her disregarded it. Her curiosity was overwhelming, and the pounding waves of magic resounding in her head drove out extraneous thoughts.

There! Hidden beneath the thickest growth of trees lay a strange shape, a formless mass of magic and power. Trixie approached it, the waves of magic growing stronger as she approached. The strange mass was the color of tarnished silver, moving and shifting in sickening motions. Trixie hardly noticed this, however, intoxicated by she was by the incredible magic this mass putting off.

The mass shifted suddenly, and though it had not mouth, it spoke. "Who goes there?" Its' voice boomed with such authority that Trixie could not help but answer.

"I am... I am the Great and Powerful Trixie!" Trixie said, feeling some of her old confidence returning at the utterance of the familiar phrase. "The most powerful Unicorn in all of Equestria!"

The mass shifted again, and Trixie had the oddest feeling it was regarding her. After a pause, it spoke again, its' voice much softer now. "Ah, but of course. Your reputation precedes you, oh great and powerful Trixie. Tales are spread far and wide of your great deeds. I did not recognize you in this state. What brings such a powerful being so far from civilization, where others can bask in your presence?"

Trixie didn't want to talk about it, but she found herself unable to resist answering the voice. "... Trixie was humiliated. That two-bit, small-town bumpkin mage Twilight Sparkle embarrassed Trixie in front of all of Ponyville! Now nopony will take Trixie seriously anymore; Trixie can hardly show her face in any town without being jeered and mocked like some sort of... of... clown!" Tears were starting to leak from her eyes, but she was unable to stop them or make her mouth stop talking. "Now this forest is Trixie's only refuge from the mocking of other ponies, and even here Trixie starves. But Trixie shall not despair! For Trixie knows that one day, she shall have her revenge on Twilight Sparkle, and all of Equestria shall acknowledge her as the most powerful unicorn of all time!" She tried to finish triumphantly, but her speech fell flat, feeling more like a whine than a proclamation.

She blinked. What in Equestria had possessed her to spill her soul to some mysterious blob of talking goo? She had never told anypony those things! Not that anypony ever cared to listen...

The silence was broken suddenly, as the voice began to laugh. A deep, booming laugh filled the forest, and Trixie felt her despair turn to rage. "How dare you! How dare you laugh at the Great and Powerful Trixie! Just who do you think you are, to laugh at me that way?"

"Forgive me, oh great and powerful one. I am very old, but you make me feel young again. You remind me of myself in my youth." The mass of began to stir again, gathering in on itself and coalescing into a solid figure. "As for who I am..." Trixie gasped as an Alicorn began to take shape, a mighty creature larger than any pony Trixie had ever seen. His coat was a dark green, his mane a pale, sickly yellow. His cutie mark was a large, twisting snake tied in a knot. His wings looked oddly stunted for an Alicorn, far too small for his large frame, but his horn was longer and larger than any Trixie had ever seen. She couldn't help but cower as the magnificent stallion introduced himself. "I am the trickster, the deceiver, the sorcerer of sorcerers. I am the doom of Asgard and the last of its' inhabitants. My

magic is unrivaled, my plots topple empires! **I am the most powerful Alicorn who ever lived and last of the old gods! !! AM! LOKI!!**" He rose up higher and higher into the air as he spoke, his voice rising with each sentence. He looked down at the terrified unicorn on the ground, and grinned, dropping slowly towards her and lowering his head to whisper in her ear. "And I have need of an apprentice."

~ * ~ * ~

"You can do it! Go Thor!"

"Pinkie, this is a very difficult task. Please be silent!" Big Mac sighted along Mjolnir, focusing on the tree in front of him. He knew it was possible. He could remember doing it - remember *Thor* doing it, so easy to mix that up - a thousand times before. It was child's play. It was his... *Thor's* greatest skill. He could feel the pegasus magic floating around his wings, and he seized hold of it, pushing it through his body and into the hammer. The energy gathered, seethed within the hammer's head, and...

CRACK! A bolt of lightning exploded from the hammer, sticking the tree he'd aimed at near its center. Pinkie leaped into the air with a joyous cheer, waving her pompoms wildly. "I knew you could do it!" She exclaimed, bouncing around with excitement.

The two of them were in the same forest clearing a short ways from the farm where Pinkie had explained everything to Big Mac two days ago. Pinkie had insisted that Big Mac practice his new powers regularly to get the hang of them, so that he'd be ready for a fight when - not if - Loki attacked. Big Mac suspected that her true motive was an excuse to wear the cheerleader outfit she was currently wearing, but the practice was helping. It had taken him many tries to generate a proper lightning bolt; now he had it down.

He sighted down Mjolnir again and fired a bolt at another tree, just to ensure it wasn't a fluke. The lightning shot out with another loud crack, and Pinkie cheered again. "Way to go Thor!" She yelled, bouncing over to him and hugging him around the neck.

"Thank you, Pinkie. I could not have accomplished it without your help." Big Mac hugged the excitable mare back.

“You’re welcome! Now, for the next item on our list!” Pinkie pulled her checklist from her saddlebag. She’d decided to take a lesson from Twilight Sparkle and make a checklist of all the various powers Big Mac could remember Thor using. Big Mac, unfortunately, could not read the checklist, as it seemed to him to be either some arcane language no sane pony could comprehend or just random scribbles, but Pinkie had no trouble. She made a mark on the ‘list’ that could’ve been a check, then said “Ooooh, weather control! Try and make it rain!”

Big Mac took a deep breath and flared his wings. It still felt a little strange to have those extra limbs attached to his back, though it felt far more natural than magic. He’d still yet to preform more than a basic telekinesis spell. He focused on the pegasus magic in his wings, flapping them slowly as he pulled on the air around him. Normally, a pegasus had to manually push and pull at the clouds to control them, but Thor’s memories showed him shaping the skies with nothing but a thought and the might of Mjolnir. Lifting the hammer to the sky, he focused his power through it and pulled on the skies.

At once the wind picked up, and the sky filled with dark, angry clouds, rumbling ominously. The rain began suddenly, a violent torrent that drenched both Mac and Pinkie. The wind grew even harsher, beginning to circle about Mac in the beginnings of a hurricane. In a panic, Big Mac hurriedly leafed through Thor’s memories for the proper technique before letting loose a large burst of fresh air, dispersing the howling winds and angry clouds before the storm grew worse.

“Wow!” Pinkie exclaimed, shaking herself dry. “I only expected a little itty bitty bit of rain, but that was awesome! I never saw a storm that big, not even that one time when Dashie slept in and made the weather team miss a week of rain so they had to do an extra big storm to make up for it and we all ran around town pulling branches off trees! In fact, you might be better at moving the weather than Dashie, and she’s the bestest pegasus ever!”

Big Mac chuckled, a low, throaty sound. This body’s voice was even deeper than his own, and he sometimes found the effect unsettling. “Aye, my power was a bit greater than I had expected. I suspect more training shall be required to control it properly - but that is for later.” He raised Mjolnir and struck the ground, transforming to Big Mac in a flash of light.

“Later?” Pinkie asked, looking disappointed. “Why later? I haven’t even gotten to see you fly yet!”

Big Mac just smiled and pointed up at the sun directly overhead. “Lunchtime.” He replied simply. “How about you come over fer lunch, Pinkie? Least Ah can do for helpin’ me with all of this.” He stowed Mjolnir in his saddlebag - one of the staff’s more useful features he’d discovered was its’ ability to change it’s size, regardless of it’s current shape. It made carrying it about a great deal easier.

“Aw, it’s no problem Mac Attack!” Pinkie said. “Ooh, I like that one! ‘Mac Attack’. It sounds so super-cool! If you didn’t already have a super-hero name, I’d say you should use that one except it would give your real name away which would kinda make it pointless, ya know?” She paused. “What was I saying? Oh! Right! Anyway, it’s no problem! I’m happy to help!” Just then, her stomach rumbled. “Oh, but I’m even happier to eat! Let’s go!”

~ * ~ * ~

Big Mac and Pinkie entered the house together, Pinkie bouncing along behind the steadily plodding Macintosh. It was Applejack’s turn to cook, and she was looked up from the stove in surprise. “Pinkie? What in tarnation are ya’ll doin’ here? Ain’t you workin’ at Sugar Cube Corner today?”

“I took the day off!” Pinkie replied cheerily. “The Cakes didn’t mind, and I needed to help Big Mac practice his tricks!”

“Tricks?” Applejack gave Big Mac an suspicious look; Big Mac returned it steadily. Intimidating though his sister might be, long years of dealing with her had taught him to avoid her scathing gaze by letting it bounce off him. He was the only person in Ponyville with a decent chance of keeping a secret from her, though he was an awful liar. Hopefully Pinkie was skilled enough for both of them. “I never head about any tricks. Just what kinda tricks are ya showin’ her?”

Big Mac hesitated a bit. “Ah... Ah can’t tell ya. Not yet.”

“They’re not ready for other ponies to see yet!” Pinkie supplied, seemingly oblivious to the tension slowly mounting in the room. Applejack didn’t like ponies keeping secrets from her. “But they’re super-spectacularly amazingly stupendous!”

“And why do ya show these ‘tricks’ ta Pinkie an’ not yer own sister?” Applejack asked, still not completely convinced.

Big Mac, however, had anticipated the question and had a response ready. “Pinkie Pie Swear.” He supplied. Pinkie took his hint and ran with it.

“Well yeah! Big Mac doesn’t want anypony to know about it until he’s ready, but he knows I’m the best pony in alllllll of Ponyville at keeping secrets! I Pinkie-Pie Swore to not tell anypony so he knows I never will cause losing a friends trust-”

“Is the fastest way ta lose a friend forever, Ah know.” Applejack said with a sigh, finally relaxing. Big Mac held in a sigh of relief, marveling at Pinkie ability to lie while saying nothing but the truth.

“That’s not how you say it, Applejack! It’s FOR-EV-ER!” Pinkie corrected. “You gotta do it right or you’ll ruin the meme!”

Applejack ignored Pinkie as she went back into her usual incoherent babble and turned to her brother. “Ah’m sorry, Mac. Ya’ll know how Ah get about secrets, but Ah should trust ya more. Ah know I’m not the best pony ta tell yer secrets to if’n you want them kept.” She chuckled lightheartedly. “Now, hows about that lunch?”

Big Mac, relieved at having the subject dropped, said only “Eeeyup!”

~ * ~ * ~

Floating high above the ground, several hours away from Ponyville as the pegasus flies, was the majestic pegasus city of Cloudsdale. Formed of clouds made sturdy as wood or stone by talented pegasus builders, Cloudsdale was home to some of the most unique, impossible, and majestic architecture in all of Equestria, thanks to the almost weightless nature of the building material.

Heavy Weight, however, had little time for admiring the scenery, being far too busy rushing past it at breakneck speeds. At least, *he* thought he was going fast; Brolly was several feet ahead and still pulling away at an alarming rate. Huffing and puffing, the dark brown pegasus pumped his wings as hard as he could, going into a slight dive for extra speed, but it was no good. Brolly crossed the finish line first, and waited with a smug grin while Weight caught up and landed on the cloud next to him.

“That’s another win for me, Dumb Bell.” Brolley gloated, using Weight’s hated nickname. Just because his Cutie Mark was a dumbbell... “I dunno why you even keep racing; you’re too bulky to fly like a *real* pegasus.”

Heavy Weight just glared at his former victim. Back in flight school, Brolly had been the favorite target of Weight and his gang, right up there with the clumsy Rainbow Cr- Dash. Ever since Brolly had discovered how much faster he was than his tormentors, though, the tables turned, and everything went downhill from there. Being stronger was no help in a race - in fact, all that extra muscle was just slowing him down. “Shut it, Brolly. You just wait; one of these days, I’ll catch up with you.”

“Sure ya will, Dead Weight. Later!” With that, Brolly spread his wings and took off, leaving Heavy Weight to glare after him.

“Horseapples.” Heavy Weight grumbled.

“Well, that was unimpressive.” Came a mare’s voice from behind him. He spun to find a stunning blue unicorn standing on the cloud behind him. Her mane was like spun silver, and she wore a pointed hat and cape that looked as though they were spun from the night itself. Her cutie mark was a wand surrounded by a cloud of pixie dust. “I had expected the self-proclaimed ‘strongest pegasus in Cloudsdale’ to at least put on an entertaining show. But than, I suppose you’re a disappointment all around, aren’t you Heavy Weight?”

Heavy Weight snarled at the strange mare. “How the hay did a unicorn get up here? And how did you know my name?”

The mare just smiled. “For a unicorn of my talents, a simple cloud-walking spell is but a trivial matter. As for you... I know a great many things about you. How at an early age, you discovered your Cutie Mark for unusual strength in a pegasus. How you used your greater strength in flight school to bully others, to be the top of the pack. How everypony else grew up, and you learned all that muscle is just useless dead weight in a race, making you the slowest flier in your class. How your two favorite victims - Brolly and Rainbow Dash - have reversed the roles of tormenter and tormented.” The mare smiled, a friendly grin that put Weight at ease, despite his panic mere moments earlier at how much this strange mare

knew about him. He never noticed the magic tickling his brain. "And... I know one more thing."

"W-what's that?" Heavy Weight asked, feeling excited and not sure why.

The unicorn leaned in and whispered. "I know how you can get even."

Her horn began to glow with a sickly green light.

~ * ~ * ~

"Oh man, that was *gooooood!*" Pinkie said happily as she and Big Mac left the house, with Pinkie bouncing along merrily in front. "I never knew Applejack was so good at making treats! I mean, I was kinda worried after that whole thing with the baked bads but I guess that was just because she was all woozy-doozy from all that work because she's actually really really good!"

Big Mac chuckled lightly. "Eeeyup, Ah remember that. That was th' time she tried ta buck th' whole orchard by herself, right? Filly darn near killed herself with that one." He smiled. "She does make a mighty good meal though, don't she?"

"Yeah, she... wait!" Pinkie stopped suddenly. Her face turned grave, a highly unsettling expression on the cheerful pony. "My Pinkie Sense..." she gasped out before a powerful set of shudders overtook her, causing her to shake violently before collapsing the ground.

"Pinkie?" Big Mac bent down to help her up, worried for his pink assistant. Pinkie pushed him away.

"No time... something bad is about to happen to Ponyville! I don't know what, but it has something to do with Loki! Go, hurry!"

Big Mac looked at her for a moment, concern in his eyes, before turning and racing for Ponyville, pulling out Mjolnir as he ran.

Chapter 4

Rainbow Dash pumped her wings, trying to gain altitude. Her wings burned, and she gasped for air as she tried to climb high enough for her signature move, the Sonic Rainboom. Surely, nopony could keep up with her then...

It didn't matter, actually. Long before she reached the required height, she felt a heavy impact on her side, sending her spinning through the air as her tormentor laughed. Dash barely managed to right herself before crashing, glaring at the pony who had been toying with her for the past ten minutes.

"What's wrong, Rainbow *Crash*?" Heavy Weight teased, grinning so wide Dash felt hope his head might split open. "Can't keep up?" He cackled evilly.

Something had happened to Heavy Weight. He was much larger than a Pegasus - than any Pony, really - had a right to be. His wings were the size of an Alicorn's, and he was just a few inches smaller than Princess Celestia herself. But these mere changes in appearance were nothing compared to the one fact that wouldn't leave Rainbow Dash's mind.

He was faster than her. Stronger too, but that was nothing new. He'd always been stronger, but Rainbow Dash had never met anypony faster than her, especially not 'Dead Weight'. She'd always been the fastest, ever since her first Sonic Rainboom back in flight school. But now...

Dash went into a dive, trying to escape the larger pegasus, but Heavy Weight just laughed as he chased her. They zoomed down low through Ponyville, startling ponies who scattered from their path. Dash tried to ditch him by zigzagging through the streets, hoping he'd get lost, but Ponyville didn't have a very complex layout.

Finally, as she ducked around Rose's flower shop, it seemed she'd at last lost her pursuer. She landed to catch her breath, only for Heavy Weight to, impossibly, burst through the wall behind her, smashing it to splinters. "Come on, Rainbow Crash!" He taunted as Dash took to the air again. "Don't tell me you're running from a fight! Come on, hit me!"

Rainbow didn't stop fleeing, but she glanced over her shoulder to spit back, "I would if you'd just hold still and fought fair, Dumbbell!"

With a snarl, Heavy Weight launched himself at her, smashing into her hard enough to send her sprawling on the hard cobblestones. "MY NAME'S NOT DUMBELL!" He roared, and the windows of the surrounding buildings shook from the force of his roar. A crowd was beginning to gather, but the terrified ponies kept their distance. "And it's not Heavy Weight either! I'm THE WRECKER now!" He reared up, as if preparing to stomp down on Dash with his front hooves. "'Cause I'm about to wreck your flank!"

"I SAY THEE NAY!" The air suddenly *whooshed* from the self-proclaimed Wrecker's lungs as a sudden impact sent him sprawling. "What kind of coward would attack a defenseless mare, while she lies stricken on the ground no less!"

Ignoring Rainbow's protests at being called 'defenseless', The Wrecker righted himself to glare at his attacker, only to splutter slightly. Hovering several inches above the ground was an enormous Alicorn stallion, a stone hammer tied to his hoof. That must've been what hit him, he thought vaguely. "Who... who the hay are you?" The Wrecker spluttered, trying to cover his nervousness.

The Alicorn merely glared at him. "I am the God of Thunder, one of the last of the Old Gods. I am the son of the God-King Odin and master of the skies. I am Thor!" He rose higher in the air, pointing his hammer at the pegasus. "And you, mortal, are NOT welcome in Ponyville."

The Wrecker felt a surge of irrational anger shoot through him. He wasn't certain why, but he was suddenly filled with an all-consuming hatred for this Alicorn. The Wrecker was not a pony given to introspection, and so reacted the only way he knew how. "Well, Sore or whatever the hay your name is, butt outta this! This ain't any of your business, and if you don't move your flank I'll drive it into the ground!"

Thor gave him a contemptuous look. "If thou truly thinks thyself the equal of the Lord of Storms, thou art welcome to try thy strength. Be warned, however. I will show no mercy."

"Oh just SHUT UP!" The Wrecker roared, launching himself at Thor. He kicked the ground as he took off, leaving a small crater behind, and the

wind from his wake knocked out several nearby windows. He shot across the street at the larger Alicorn, and they collided with a resounding *thud*.

Thor slid back several feet, but his hooves on the Wrecker's shoulders held the oversized pegasus at bay. The Wrecker glared at his foe as he struggled to gain leverage, but his strength could only match Thor's, not overpower him.

"Your strength is commendable." Thor commented as he grappled with The Wrecker. "It is a rare pony who can match an Alicorn in strength."

"Strongest Pegasus in Cloudsdale." The Wrecker grunted, beating his wings in an attempt to push the larger pony back.

"Impressive. However..." Thor's horn began to glow with golden light, and his eyes took on a similar color. "You are still a mortal. And I am STILL A GOD!"

There was a loud *CRACK* and a smell of ozone as a point-blank lightning bolt leapt from Thor's horn and landed, point-blank, in the chest of The Wrecker. The powerful pegasus was propelled backwards, twitching violently for several seconds before he recovered, beating his wings to keep from hitting the ground. Before he could fully recover, however, a vicious underhanded swing of Thor's hammer caught him under the chin, sending him into the air.

The Wrecker righted himself mid-flight and desperately tried to flee. The pegasus turned into a brown blur as he used his incredible new speed to try and leave Ponyville before his more powerful foe caught up with him.

Thor was having none of that. Rather than chase the Pegasus, Thor lifted his hammer to the sky and focussed. The skies darkened with storm clouds, the ominous rumbling of thunder filling the air as the wind began to howl. A powerful crosswind blew over The Wrecker, sending him tumbling through the air and driving him back to the ground.

The Wrecker glared at Thor as he recovered from his emergency landing. "Oh, that's how you wanna play it? Fine!" He launched himself at Thor, but rather than attack him directly, he spun about the Alicorn at breakneck speeds, stirring the air into a furious tornado. After several revolutions, The Wrecker exited the vortex, grinning broadly. "Get outta that

one, sucker!” He laughed, though he doubted Thor could hear him over the winds.

Suddenly, a blue streak shot out of the top of the hurricane, the powerful wake of the Alicorn’s flight tearing the hurricane apart. Thor ascended up past the clouds, vanishing from sight for a moment. Then he suddenly shot down from a storm cloud, a bolt of lightning following closely in his wake. The Wrecker, realizing what was about to happen, flared his wings and tried to escape, but it was far too late. Thor passed just over his head, and the bolt of lightning in his wake slammed into the Wrecker’s body, knocking him clear off his hooves.

The powerful bolt sent The Wrecker tumbling, before he collapsed to the ground in a smoking heap. Thor walked over to him calmly, standing over him as The Wrecker feebly tried to fly away. Thor gave him a casual swat with the hoof that didn’t have a hammer, knocking him back to the ground. The Wrecker trembled feebly as he looked into the pitiless eyes of the Thunder God. “P-please... don’t kill me.” He whimpered. “I... I just wanted... just wanted to be the best...”

“I told ye before. I have no mercy for cowards and braggarts like you.” Thor growled. The crowd of terrified ponies that had been watching all drew in breath at once, like a single creature. After a moment, Thor sighed. “But I cannot kill a helpless foe, not even one as pathetic as ye be. You fought well for a mortal, so I will grant you your life.” A wave of Mjolnir caused the winds to calm and the skies to clear, returning the weather to its’ sunny state. He turned away from The Wrecker, scanning the crowd. “Twilight Sparkle? Art thou watching?”

A clearly nervous purple unicorn stepped forward from the crowd. “Um... t-that’s me. Uh, sir. Your highness.”

“Thor will do, Lady Sparkle. I am no king, and even if I were I hold little patience for formality. Come forth, I require your assistance. I believe this pony’s strength comes from an enchantment, and I have little knowledge of such matters. I will require your aid to undo it.”

“Oh! Uh, yes, of course!” Twilight hurried over, leaning over the beaten pegasus. The Wrecker didn’t even stir as Twilight’s horn lit up. “Okay, I can feel the enchantment. It’s... wow, I’ve never seen a spell this

complicated before. Or this powerful. I can probably unwind it, but it might-WOAH!"

There was a sudden flash of sickly green magic from the defeated colt's forehead, as a strange symbol traced itself in green on his brow. It was familiar to Thor - a twisting green snake in the shape of a stylized S. The mark of Loki. The powerful magic contained in the symbol leapt from The Wrecker's forehead towards Twilight's horn, but Thor was faster. His hammer intercepted the bolts of magic, and they fizzled harmlessly against its surface.

"Art thou alright, Lady Sparkle?" Thor asked, lowering his hammer.

"Y-yes, I'm fine." Twilight replied, shaking her head clear of the magic's disturbing influence. "That was... intense. I've never felt magic that... that..."

"Evil?"

"Yes. That's it exactly. There was something very *WRONG* about that spell." Twilight shuddered. "I think... I think it was designed to attack my magic. To shut it down, I think. But ponies need that magic to live..." Her eyes widened in realization. "Ohmygosh... that's... that's horrible! Who would even think of such a spell?"

"Loki." Thor said flatly. "Can you undo the enchantment now?"

"Who's... no, never mind. There'll be time for questions later." Twilight steeled herself, and her horn began to glow again. "Yes... a lot of the power in the spell is gone now; I think that... defense mechanism was a last resort kind of thing. It drained most of the power out of it, I think I can cut it now." There was a brief moment of concentration, then suddenly the Wrecker's body was awash in sickly green light.

"I... I cut the connection between his body and the magic." Twilight said, backing away. "But the magic needs to go *somewhere*. I thought it would just defuse harmlessly but there's so much!"

Thor didn't reply, but held out his hammer. Nothing happened at first, but then the disturbing aura of magic slowly began to drain off its' victim and into Thor's hammer. After several moments, The Wrecker was merely

Heavy Weight again, though somewhat older-seeming than before. Mjolnir glowed a bright green for a moment before returning to normal.

"It... it worked!" Twilight said, grinning happily. "That weird magic sure took a toll on his body, though - I'd say he aged at least a couple of years. Now, maybe you can explain what's... going... on?" Twilight turned to face the god who'd been there mere moments ago, only to find he'd already vanished.

"Holy Celestia, he's fast." Came Rainbow's voice. The injured pegasus hobbled out of the crowd. "I wonder if he gives lessons."

~ * ~ * ~

Big Macintosh stowed the staff away in his saddlebags, which he'd left just outside of town. The last time he'd transformed, it had ruined his best pair of saddlebags, so he'd taken them off beforehoof this time. His heart was pounding wildly in his chest, and he felt as though he could barely breath. Had he really just done all that? It felt... separate from him. Like it had been Thor fighting the Wrecker, not him. It was an uncomfortable feeling.

"Mac!" Came a joyous cry, and he felt a sudden weight on his back. It took his brain a second to recognize Pinkie's voice, but he was able to restrain his urge to buck her off. "That was awesome! I missed some of it but I showed up in time for that awesome thing with the clouds and the wind and the lightning and it was SO COOL!" Pinkie leapt down from his back and hopped around him in circles. "I was kinda worried about you at first 'cause you'd never been in a fight before but you were all like 'rawr!' and than you were like 'woosh!' and than you made a big 'BOOM!' and-"

"Pinkie!" Mac barked, stopping the painfully cheerful pony mid-bounce. "Cut it out, will ya? Somepony's gonna hear ya." He turned away, not looking at her.

Pinkie gave him a concerned look. "What's wrong, Mac-ey? You did great! Your a real hero!"

"No, Ah ain't." Mac said dejectedly. "At least, Thor ain't. Ah did TOO good, Pinkie. Ah hurt another pony. That ain't somethin' to be proud of. It was almost like Ah wasn't me, like Ah was Thor an' not Big Mac anymore. Ah wanted to hurt him. Ah don't think I'd've cared much if Ah killed him.

Hay, I think Ah was *tryin'* to kill him, or at least hurt 'im real bad. What kinda pony does something like that? What kinda pony wants ta hurt another pony?" Big Mac lowered his head in shame. "Ah'm no better than that Wrecker feller."

"That's not true!" Pinkie insisted, her face suddenly very close to Mac's. She had an unusually serious expression on her face. "Wrecker was a bad pony, Mac. He wanted to hurt other ponies just to make him feel better than them. You stopped him! That makes you the good pony."

"But... Ah wanted ta hurt him!" Big Mac protested. "Ah wanted to make him hurt for what he tried t'do. That's not what a good pony does."

Pinkie shook her head violently. "No, you don't get it! You were mad that he was hurting somepony you knew. You wanted to protect other ponies, and that's *exactly* what a good pony does. I think maybe Thor is a little more violent than you, but he comes from a different time. He's a warrior, that's what he does. That doesn't make you a bad pony. It just means you have to be careful. Okay?"

Big Mac was surprised at the party pony's insight, but smiled. "Thanks, Pinkie. Ah think... I think Ah needed to hear that." Than he frowned again. "Thor and Ah are pretty different. What if... what if one day Ah don't change back? What if Ah loose mahself, and forget how to be Big Mac?"

"Don't be silly!" Pinkie said, suddenly all smiles again. "That'll never happen!"

"How can ya' be so sure?" Big Mac asked, giving Pinkie a quizzical look.

"Simple! Your friends!" Pinkie said, giving the large stallion a hug. "As long as you have friends, you'll never ever ever forget who you are, because they'll always be around to remind you!"

Big Mac gently pushed Pinkie away. "Ah... Ah don't have a lotta friends, Pinkie. Ah mean, me an' Carrot Top get along pretty well, and Ah'm friendly with Feather Down an' Cheerilee an' a few other ponies in town, but... not a whole lotta real friends." He sighed. "No time fer friends when you've got a farm to take care of."

Pinkie's eyes got wide and teary. "That's so sad!" She exclaimed. "You must be sooo lonely!"

"Not really. Ah got my family an' mah farm." Big Mac just shrugged.

"That's not enough! Everypony needs friends!" Pinkie insisted, then grinned broadly. "Oh, oh, I know! I'll be your friend, Mac-y Pack-y! I'm already friends with Applejack so I'm already down on the farm all the time, only now I'll come and visit you too!" She hugged him again, and this time Big Mac didn't push her away. "We'll be the bestest best friends FOR-EV-ER!" She cheered. "And if you ever forget who you are, I'll just throw you a party until you remember! And that's a Pinkie Pie promise! Cross my heart and hope to fly, stick a cupcake in my eye!"

Big Mac smiled at her, and something suspiciously like a tear formed in his eye. "Thanks, Pinkie." He said, hugging her back. "That... that means an awful lot. You're a good friend, Pinkie."

"Thanks!" Pinkie said, letting go. "Oh! You know what this calls for!"

"Ah have an idea..." Big Mac said, smiling.

"A PARTY!"

~ * ~ * ~

"Sister?" Luna poked her nose into Celestia's room. "Is something the matter? Your presence was missed at dinner."

Celestia was laying upon her bed, facing away from the door, but she turned towards her younger sister, grinning from ear to ear. "Oh, Luna! Just the pony I wanted to see! Look at this!" She levitated a scroll over to her sister. Luna took hold of it with her own magic, recognizing the handwriting as that of Twilight Sparkle, her sister's student and Luna's personal friend.

Luna's eyes went wide as dinner plates as she read the letter. "This... this cannot be. A new Alicorn? Fully grown? In *Ponyville*? Surely one of us would have noticed, in our many visits."

"You and I both appeared fully grown from nowhere, sister." Celestia reminded her. "It's not implausible that this stallion did the same."

“Our birth was caused by the magical spike that gave Equestria magic.” Luna retorted. “One of us would have noticed such an surge... oh!”

“Yes, don’t you remember? That magical surge a few days ago. A new kind of magic! We thought it was the birth of an Alicorn - and it was! We were just wrong about the age - a stallion, not a foal.” Celestia frowned. “What worries me is this ‘Loki’ Twilight says the new Alicorn mentioned. Considering the complexity of the enchantment laid on young Heavy Weight...”

“You think there is another?” Luna asked incredulously. “Two new Alicorns?”

“There is much we don’t know about our own nature, Luna.” Celestia said thoughtfully. “Perhaps Alicorns always come in opposing pairs, as we did. You and I represent the night and day; perhaps these two represent something similar. Good and evil, perhaps.” She sighed, frustrated. “Or I could be entirely wrong, and this ‘Loki’ could be something else altogether.”

“The only one who would know would be this ‘Thor’ himself.” Luna agreed, laying next to her sister on the bed. “If only there was a way to contact him...”

“Oh, that shouldn’t be a problem.” Celestia said with a bright smile. “You forget, sister, things have advanced somewhat in your absence.” Her horn glowed briefly, ringing a nearby bell to call a servant. Mere moments went by before a butler appeared in the doorway. “Proper Etiquette, be a dear and contact the editor of Equestria Daily, would you? I believe his name is Seth. Tell him I wish to put an advertisement in his paper for a formal celebration to be held here in Canterlot, and have him contact me for details.”

“At once, Your Majesty.” Proper Etiquette said, bowing his head before hurrying away to obey his ruler’s order.

Celestia smiled at her sister. “All we need do is place a formal invitation in the paper, inviting Thor to come visit us here. If his flair for the dramatic is as prominent as Twilight’s letter made it seem, a party in his honor to formally welcome him to Equestria will be just the thing.”

“A clever plan.” Luna agreed. “But what if he chooses not to attend?”

“Don’t be silly, Luna.” Celestia giggled. “A true gentlecolt would never turn down the invitation of a lady.”

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Trixie returned to the clearing where her master had made his home, appearing in a flash of green light. The clearing seemed empty, but a small garden snake slithered up to Trixie and raised its’ head. Its’ flesh seemed to shimmer and bulge, until suddenly it grew into the dark green Alicorn that Trixie called Master. “Report, my apprentice.” The god called Loki said quietly.

Trixie bowed humbly before Loki, before speaking. “Everything went exactly as you hoped, Master.”

“I don’t hope, Apprentice. I plan.” Loki admonished gently. “Remember that.”

“Yes, Master.” Trixie said with an apologetic tone she did not feel. It rankled her, to call this pony ‘Master’ like some subservient being. But the benefits of serving as Loki’s apprentice far outweighed the disadvantages; Trixie could suffer serving a single pony if it led to her dominance over all of Equestria. “It appears you were correct; Thor’s mortal form resides in Ponyville, and he leapt to its’ defense when its’ inhabitants were threatened. The Wrecker put up a good enough fight to be impressive, but he gave Thor little trouble.”

“Excellent.” Loki grinned. “And the Princess’s student?”

Trixie scowled at the mention of her nemesis. “The little witch survived. I suppose it was too much to hope for that the Soul Seal would kill her. But a puff of green fire left her library earlier this evening and went towards Canterlot faster than the eye could track, so I assume she’s told the Princess.”

Loki didn’t seem terribly disturbed. “It is a shame the student survived, but in the end it is immaterial. Her death would’ve forced the Princess to take action, but since she lives we will require a more... direct method to force her hoof.” He grinned. “Trixie, my apprentice. I believe it is time we woke an old friend of mine. He has slumbered beneath the surface of Equestria for far too long.”

“Of course, Master.” Trixie said, raising her head. Loki bent down and touched his horn to hers, transmitting the teleport coordinates and instructions for dealing with his ‘friend’ into her mind in a flash of green magic. Trixie immediately teleported away, wasting no time. Loki, grinned in the darkness.

“Soon, Equestria. Soon. The pieces are moving into place... soon, Equestria will have a new hero... and then...” His laughter echoed through the Everfree Forest. “All shall bow before **LOKI THE MAGNIFICENT, *KING OF ALL EQUESTRIA!***”

Chapter 5

“What do you mean you’re not going?” Pinkie whined. She and Big Mac were in the kitchen of Sugar Cube Corner, busily baking various pies. Applejack had been overjoyed to discover Big Mac had actually made a real friend, rather than another ‘friendly acquaintance’, so she hadn’t complained about letting her big brother come help Pinkie with the daily baking. It wasn’t like there was a whole lot to do on the farm today, and Big Mac worked too hard as it was.

“Ah just don’t see why Ah should.” Big Mac said with a shrug as he rolled out some dough. “Skippin’ a few hours work to visit you is one thing, but Ah’d have to miss a whole day to go to the Princess’ party. Ah can’t do that to Applejack. ‘Sides, how could Ah explain why I needed to leave?”

Pinkie gave a snort of frustration and pointed a flour-covered hoof at the newspaper she’d left on a nearby clean portion of the countertop. “But Maaaaac! Look at the paper! ‘Party in honor of Ponyville Savior Thor!’ How can they have a party without the guest of honor?”

“Pinkie, it’s too risky.” Big Mac said, not looking at her. Pinkie’s puppy-dog eyes could sway armies. “‘Sides, Ah don’t even like fancy parties. The ones you throw are one thing, but from what AJ told me ‘bout the Gala, Ah wouldn’t last five seconds at one’a them fancy celebrations.”

Pinkie was about to reply when the kitchen door burst open in a rainbow blur. It resolved into Rainbow Dash, looking rather excited and frantic. “Pinkie!” She shouted, before noticing that Pinkie had company. “Oh, hey Big Mac. Pinkie! Have you seen Twilight anywhere? She’s not at the library.”

“I think she’s at Rarity’s, getting ready for the big party in Canterlot!” Pinkie chirped. “Why, something wrong, Dashie?”

Dash shook her head rapidly. “No, I just need to get a ticket to that party! I figure if I ask Twilight, she can get one from the princess.”

“Yah don’t need a ticket.” Big Mac spoke up, not looking up from the pie crust he was making. “Th’ paper said everypony’s invited. Ya’ll c’n just go.”

“Really? AWESOME!” Dash did a miniature loop-the-loop in the air, grinning broadly. “This is gonna be the coolest party ever!”

Pinkie smiled at Dash, happy that she was happy. “Are the Wonderbolts gonna be there, Dashie?”

“Huh?” Dash paused her arial acrobatics for a moment. “Oh, yeah, them too! Almost forget about them!”

Pinkie and Big Mac glanced at each other in surprise. “If you don’t care about the Wonderbolts...” Pinkie said, the words sounding strange to her ears, “Then why do you want to go so bad?”

“Isn’t it obvious? THOR!” Dash exclaimed, with an enthusiasm normally reserved solely for the Wonderbolts. “He’s, like, the coolest pony EVER! He totally saved my life, you know.” Big Mac felt slightly disturbed at how pleased this seemed to make her. “I never even got the chance to thank him. He must think I’m a wuss, the way that loser Dead Weight tossed me around. Next time I see him, I’m gonna show him what I’m really made of!”

Pinkie cheered for her friend, but Big Mac frowned. “What if... What if Thor don’t show?” The farmpony asked slowly. Dash looked at him as though he was crazy.

“Of course he”s gonna show! It’s his party! What kinda hero wouldn’t show up to his own party? That’d be, like... like the Wonderbolts skipping a show!” Dash frowned. “A REAL hero wouldn’t insult his fans like that.”

Pinkie grinned at Big Mac; Mac doubted she even had the capacity to be smug, but if she did, that grin would’ve been very very smug. “Ah... Ah guess you’re right, Dash.”

“Course I’m right! OH! I gotta go practice my tricks so I can show off to Thor! Later!” Dash flew from the room so fast, Mac barely saw her leave.

“See, Mac?” Pinkie said. “You *gotta* go! Or Dash’ll be sad, and so will everypony else who wants to meet you! You don’t want to make everypony sad, do you?”

“Ah... Ah...” Mac finally gave up. “Oh, alright. But ya’ll gotta help me convince Applejack, alright? Ah can’t lie to her.”

“Okey-dokie-lokey!”

As it happened, convincing Applejack was unnecessary. She and the rest of her friends - Twilight, Rarity, Rainbow Dash, and Fluttershy - were all going to the party together. Pinkie Pie was all too happy to join them, of course. With Apple Bloom and Sweetie Bell both spending the night at Scootaloo’s parents’ house, it would be a simple matter to fly to Canterlot unnoticed. With Thor’s speed, he’d reach the castle in record time.

Pinkie was sad that she wouldn’t get to go to the party with her newest friend, but Big Mac assured her he’d be fine. He made sure not to betray his own nervousness as he reassured the filly. Nevertheless, Pinkie seemed to pick up on his nervousness and baked him some chocolate chip cookies to help ease his tension.

A week passed fairly lazily, and the day of the party arrived. Big Mac helped Applejack into the dress had made for her to help her avoid the embarrassment of asking Rarity for help. The elegant garment was similar to the one Applejack had worn to the Gala, but she’d been unable to prevent Rarity from adding frills, ruffles, and other fancy additions until the outfit was almost too frou-frou for Applejack to even look at, much less wear. Rarity had insisted that a party celebrating the arrival of ‘new royalty’ - for what could an Alicorn be but a royal prince? - was MUCH fancier than that silly old Gala, and thus a much fancier dress was required.

“Ah’m sorry ya’ll can’t come, sugarcube.” Applejack commented as they finally finished struggling with the complicated piece of clothing. “Ah know how highly ya’ll think of Thor, but somepony needs ta’ look after th’ farm.”

“Ah know, Applejack.” Big Mac said, forcing himself to seem nonchalant and hoping his sister didn’t pick up on his nerves. “Ah don’t really want t’go anyhow.” Technically true. “Probably gonna be awful borin’ just like that Gala ya’ll went to with yer friends.”

Applejack chuckled. “Gosh, Ah hope not. With any luck, this party’ll end a lot more calmly.” She checked herself in the nearby mirror. “Whelp, looks like Ah’m all ready. Ah better go meet the girls; we’re ridin’ to Canterlot together. See ya’ll later, sugarcube!” Applejack gave her brother a hug before galloping out of the house. Big Mac sighed, fetching Mjolnir out of it’s hiding place in his saddlebags.

“Might be a bit sooner’n you think, sis.”

Big Mac’s primary worry was formal attire, but it seemed Mjolnir had that covered. Upon his transformation into Thor, the magic hammer seemed to sense Big Mac’s desire for clothing and showed off another of it’s many tricks. When the glow of his transformation faded, he was clothed in what his borrowed memories informed him was Thor’s old armor - a glorious silver breastplate with a beautiful cape of red silk. The cape was dashing, though Big Mac thought it too impractical for a fight. He liked the armor, though; he’d keep that.

His memories also informed him of a matching hat, but Big Mac elected not to wear it. It looked ridiculous, and he wanted to make a good impression.

Thor’s godly speed carried him to Canterlot quickly, making the normally hours-long trip in fifteen minutes, twenty at the most. The armor was so light he barely felt it, and the cape cut through the air with much less difficulty than he’d anticipated. He slowed as he approached the Canterlot castle, gliding in gently for a landing near the majestic building’s gates.

The guards leapt to attention at his arrival and saluted furiously. Big Mac felt uncomfortable at the attention, but as Thor he merely inclined his head in polite acknowledgement as he passed through the gates. The entrance hall was crowded with ponies all chatting amicably, but the

conversation died abruptly at his arrival. Everypony turned to gawk at the new arrival, and quiet whispers filled the room.

Big Mac could only imagine what they were thinking. If it wasn't for the fact that he *was* Thor, Thor's arrival would throw him into confusion as well. Even so, the stares of everypony on him made him feel quite uncomfortable, and it took a great deal of willpower not to squirm.

Forcing himself not to be hesitant, Big Mac - no, *Thor* stepped into the room, head held high. The Princess stood at the head of the stairs near the back of the room. On her right stood her sister, Princess Luna, quite looking nervous as Celestia leaned over and whispered to her. Thor's godly senses were sharp, but even he couldn't hear what the Princess said to her sister. He wondered what they thought of him.

"He's cute, isn't he?" Celestia whispered to her sister.

Luna blushed slightly. "Princesses should not entertain such thoughts about their subjects."

"This princess does." Celestia retorted. "And he's hardly a subject; he's an Alicorn, like us!"

"Still, it is unbecoming of a princess - or any lady - to admit to such open admiration."

Celestia chuckled at her sister. "Oh, come on. You think he's got a nice flank too."

"I do not!" Luna protested, her blush growing more pronounced. "I-I would never entertain such... vulgar thoughts!"

"Oh really?" Celestia teased. "So it's fine with you if I seduce him for myself?"

"Don't you dare!" Luna snapped, losing her composure for a moment. She recovered quickly. "I-I mean, such behavior from a princess would be quite improper."

Celestia grinned from ear to ear. "Oh come on, Lulu. At least admit he's cute."

Luna blushed prominently and refused to look at her sister. "He's... handsome I suppose."

"*There* you go!" Celestia said cheerfully. There was a pause. Then: "If I can't have him for myself, maybe we could shar-"

"NO."

Rather than make a direct beeline for the Princesses, Thor scanned the room for a particular pony. Her mane was impossible to miss, and he headed directly towards her. "Art thou Rainbow Dash?" Thor asked the pegasus filly.

It took Rainbow Dash several moments to control her excitement enough to answer. "Y-yes! That's me! Rainbow Dash! Th-thanks for savin' me. You know, that thing with the Wrecker. Last week." Was she actually blushing? Big Mac didn't think he'd ever seen Dash blush before.

"Indeed, I recall the incident." Thor said calmly. "Thou should be proud. The Wrecker's speed nearly matched my own; few mortals would have lasted quite so long against him alone. You have a special gift, a talent for flying few pegasai possess. Be proud of it, hone it well, and cherish it always. I shall follow your career with great interest."

Leaving the ecstatic blue filly endlessly chanting 'ohmygosh ohmygosh ohmygosh!' in his wake, Thor continued on towards Princess Celestia. He climbed the stairs towards her, stopping several steps below her. He bowed his head in low in greeting, causing a wave of mutters through the crowd. "Greetings, Princess Celestia and Princess Luna, Rulers of all Equestria, Goddesses of the Sun and Moon." Big Mac made the most of Thor's deep, booming voice, his greeting echoing throughout the room. "I am Thor Odinson of Asgard, God of Thunder. I was honored to receive your invitation."

Celestia smiled brightly, and dipped her head in response. Her voice was soft, but could be heard in all corners of the room. "Greetings, Thor. My sister and I are glad you could come." Luna, for her part, said nothing and looked vaguely embarrassed and uncomfortable. Big Mac shared her pain; greeting the Princess herself was one thing, but exchanging pleasantries like an equal? If not for Thor's boundless confidence, Big Mac would've flown away as fast as his godly speed would carry him.

"When such a grand party is thrown in my honor, how could I refuse?" Big Mac said, thankful that he could keep his tone casual. Thor was not intimidated by royalty. "We have much to discuss."

"Of course. Please, come with me." Celestia led the way through a pair of double doors behind her, Big Mac and Luna following behind. They traveled down a short hallway before entering what appeared to be a small, comfortable study. The room contained several lounging couches, each large enough for an Alicorn, arranged in a small circle. The Princesses sat next to each other, while Big Mac sat across from them.

"Now then." The elder Princess said, once they were all seated comfortably. "There are many things I want to ask you, but I think this is the most important: who or what is Loki?"

Big Mac swallowed, and drew upon both what Pinkie had told him and what he could glean from Thor's memories. "Loki is an Alicorn, like we three. He, like myself, is a citizen of the fallen city of Asgard, home of the gods." The Princesses shared an excited look at this clue to their origins. "He is largely responsible for the fall of Asgard, and the death of all its' inhabitants, excluding we two." Now the Princesses looked troubled, and Celestia in particular looked vaguely sick at the thought of such genocide. "He is a trickster and a master of magic, primarily enchantment and transformation. He is devious and ingenious, and I believe he will stop at nothing short of complete domination of Equestria." Big Mac took a deep breath, surprised to hear even Thor's voice was shaking. When he looked at the memories of what Loki had done, his stomach turned unpleasantly, and he felt - and shared - Thor's anger towards his ancient enemy.

"Shamefully, he is also my foster brother - my father Odin saw fit to take pity upon him as a child and adopt him. But he is no brother to me. What was once harmless, childish pranks has grown to malevolence I had

never believed a pony could possess. He hates all ponies for having the happiness he's never experienced, and me in particular for being a symbol of everything he's never had. He hungers for power, and he is ruthless in obtaining it."

"And young Heavy Weight?" Celestia asked. "What purpose did he serve?"

"I do not know." Big Mac admitted. "The mark on The Wrecker's brow was quite distinctive, as was the... trap... laid within the enchantment. It was most definitely the work of Loki, but for what purpose I cannot divine."

Big Mac was vaguely startled as Luna spoke for the first time. "How can we be certain what you say is true?" Luna asked, her face carefully neutral. Gone was the embarrassed young filly who had blushed as he approached; this mare was hard and calculating. The transformation was... startling, to say the least. "How can we be certain that this Loki is truly as evil as you say, and not merely a personal rival."

"Luna!" Celestia admonished. "Don't be rude to our guest."

"No, your sister is correct." Big Mac admitted. "In reply, I say only this - the spell that nearly took the life of thine student was designed to destroy a pony from the inside out. To destroy their magic from within. Ask thyself: what sort of pony would craft such a spell?"

Silence reigned in the room.

Princess Celestia was about to reply when there were sounds of a scuffle from outside the room. Suddenly, the door flew open and in burst a very distressed Pinkie Pie, followed by two guards with apologetic looks on their faces. "We're very sorry, your highnesses." One of the guards said, sounding embarrassed. "We tried to stop her, but..."

Pinkie didn't let the guard finish, running up to Big Mac. "Thor! I had that twitch again! Something's coming, and it's BIG!"

Big Mac shot to his feet. "Princess, we must evacuate the castle immediately." He said, trying hard not to make it sound like an order. Ordering around the Princess was never a good idea.

Thankfully, Celestia and her sister were not keen to enforce protocol at the moment. “You know Miss Pie?” she asked, somewhat surprised. Luna was already calling for their butler.

“Aye, she is the one who warned me of the Wrecker’s arrival.” Big Mac confirmed, looking anxious. “She can detect when Loki begins to act, and I trust her intuition.”

Celestia nodded, apparently content to trust one of the Elements of Harmony. She turned to Proper Etiquette, who had just arrived in the doorway. “Inform everypony attending the party that we will be ending early due to an emergency. Apologize profusely, but ensure they leave the castle quickly.”

“At once, your majesty.” Etiquette replied, vanishing at a speed only a true butler could attain.

Big Mac turned to Pinkie. “Do you know where?”

“The front hall! Hurry!”

Thor and the Princesses burst into the front hall just in time to see a bright sphere of green magic materialize in it’s center. There was a bright flash, and suddenly there was a blue unicorn filly standing on a raised platform that hadn’t been there before. She wore a dark blue cape and hat with stars dotting the nearly black expense. What caught Thor’s attention most, however, was the twisting mark of the snake on her forehead, just below her horn.

“ATTENTION CANTERLOT!” The unicorn spoke, her voice magically enhanced to boom throughout the room, over the confused and frightened mutterings of the partygoers. **“I am the Great and Powerful Trixie! The most powerful unicorn in all Equestria, and the personal apprentice of Loki the Magnificent, the *rightful* ruler of Equestria! I have come here today to claim the throne in his name, and to accept the unconditional surrender of the Princesses. We require not only the throne and rulership of all Equestria, but the head of Loki’s hated enemy Thor!**

Should you not comply, the lives of every pony in Canterlot will be forfeit!"

Celestia stepped forward, Luna and Thor a single step behind her. "We will not bow to the threats of cowards and bullies." Celestia said calmly, her voice echoing throughout the hall. Her face was one of the supreme calm one only showed when one was angered beyond what one's face could express. "Leave now, and tell your master we will expect *his* unconditional surrender within the week. Otherwise, we will consider him and you enemies of Equestria."

Trixie laughed arrogantly, and Thor felt something was very off. When Trixie had last visited Ponyville, her magical talents had been average at best. But now, he could clearly feel Loki's magic rolling off her in waves of malevolent intent. A glance around the room told him that many unicorns in attendance had felt it as well, including Twilight Sparkle. Thor had to hide a relieved smile as he saw Twilight quietly evacuate several ponies, including Applejack and Pinkie Pie.

He redirected his attention to Trixie as the unicorn spoke again. **"You foals are naught but dim shadows of my master Loki's power. Surrender now, and I may have mercy."** Her horn lit up with a sickly green glow. **"No promises, though."**

Much to Thor's surprise, Princess Celestia spread her wings and leapt at Trixie, her own horn glowing with golden radiance. Clearly, she didn't take well to threats against her subjects.

Trixie smirked, and an oddly familiar spell formed on her horn before launching at the charging princess, a bolt of twisting green energy. With a sickening feeling in his stomach, Thor cried a warning. "Princess! Look out!" He leapt into the air to protect her, but he was too late. The insidious spell that had nearly killed Twilight Sparkle a week ago struck the Princess square on the horn, knocking her backwards into the wall. She collapsed to the ground with a sickening *thud*, her horn glowing a dull green.

She did not get up.

“Sister!” Luna cried, rushing to the elder princess’ side. Celestia could only groan in response, her rainbow mane ceasing it’s flowing, dimming to a dull pink as it fell in messy tendrils around her.

If looks could kill, Thor’s glare would have smeared Trixie across the floor, though he was quite prepared to use his hammer for that purpose instead. “You *monster*.” He growled. “Thou shall die a thousand deaths for daring to use such a wicked spell against another pony, and a thousand more for having the arrogance to harm our monarch!” His own mane began to glow with electric power, beginning to drift like a golden storm cloud.

Trixie laughed again, her horn glowing again. **“Sorry, but the Great and Powerful Trixie has business elsewhere. Oh, but don’t think Trixie is leaving you all alone! She has brought one of her master’s closest friends to play you!”** Thor, losing all patience, lunged at Trixie, but he was too late. **“Ta-ta!”** She called, as she vanished in a haze of green.

The hall was deathly quiet, as many ponies who had yet to evacuate looked around in shock, confusion, and fear. Now what?

All too soon, however, the silence was replaced with a low rumbling that steadily grew louder. The floor in the center of the hall began to crack, and ponies near that section began to panic and run for the exit.

What seemed to be a green spine poked through the floor, than pushed upwards, revealing a head... a neck... then the body of a fully grown, dark green dragon. It’s arms punched through the floor as it forced it’s way upward, climbing laboriously out of the hole it made. It roared so loud the ceiling began to crumble, and its’ words found their way into the mind of every pony for twenty miles, broadcast with a telepathic intensity so forceful it was almost painful.

“I AM THE FIRST AND LAST OF ALL DRAGONS. I WAS HERE WHEN EQUESTRIA WAS BORN, AND I WILL BE HERE TO SEE IT DIE. I AM THE GREATEST OF ALL CREATURES TO WALK THIS WORLD, AND I HAVE COME AT THE BEHEST OF MY GREATEST ALLY, LOKI OF ASGARD.”

“MY NAME IS FIN FANG FOOM. I BRING YOUR DESTRUCTION.”

Chapter 6

Celestia moaned fitfully, her hooves kicking feebly. Luna knelt at her side, her horn glowing as she tried to ascertain the damage. Celestia's formidable magic was being eaten away by the cruel spell Trixie had attacked her with. Luna's sister was dying from the inside out, her soul eaten away by malevolent magic.

Thor turned to Luna, her face grim. "Tend to your sister. I will fell this beast." He opened his wings to take off.

"Thor! You cannot defeat him alone!" Luna cried, turning to follow him. "Let me help! I am an Alicorn too, you needn't fear for me."

"You are not at the height of your power." Thor replied. His hooves left the ground with a powerful beat of his wings. "And your sister needs your help more than I do. Stay here!" Before Luna could protest, Thor had rocketed towards the towering dragon.

"Fin Fang Foom!" Thor bellowed. The dragon turned its attention from the crowd of ponies it was terrorizing. "Face me!"

There was the telepathic equivalent of a chuckle as Foom laughed. **"Ah, the False God challenges the First Son of Flame. What do you hope to accomplish, Pretender? Do you intend to smite me with the stolen power of a warrior long dead?"** He lazily swung a clawed hand at the charging Thor, knocking him into a wall. **"Do you think your borrowed might can stand against one who strode across the surface of Equestria long before the First Asgardian, Odin the Allfather, first came into existence?"**

Thor extracted himself from the rubble, growling at the dragon. "Your talk of age and strength frightens me not, monster! I am the Son of Odin, Lord of Thunder-"

"YOU ARE NOTHING!" bellowed the voice in Thor's head, loud enough to make him wince. **"I can see within your mind, False God. You**

are nothing but a peasant! A farmpony with delusions of heroism and godhood! The dragon's mouth opened wide and breathed a streak of flame at Thor. Thor raised Mjolnir, the enchanted hammer protecting him, drinking in the dragon's flame. **"Hear me, pretender of Asgard! You will not survive this day!"**

The stream of flame stopped and Thor glared up at the dragon, Mjolnir glowing red-hot in his hoof. "Than let us enter Valhalla together, monster!" Thor swept his hammer forward, the cords binding it to his hoof loosening in response to his mental command. With a roar, Thor flung the hammer, still glowing from the power it drank in from the flames, at the brow of Fin Fang Foom.

The hammer struck between the mighty lizard's eyes with a sound like the crash of thunder. The power of Foom's own fire was loosed upon him, a massive explosion of flame staggering the beast backwards into the front wall of the hall. There was a great shattering of rock, and Thor had little time to pray that the partygoers had not been beneath as he caught the returning Mjolnir and chased Foom into the castle courtyard. the hammer retied itself to his hoof quickly, as if sensing his urgency.

Foom righted himself as Thor approached. **"You are strong, False God. But still you use the strength of others!"** He lunged at Thor, mighty jaws snapping at him. Thor rolled out of the way, only to be struck by the beast's claws again, driving him into the ground. A crater formed as Thor hit the earth, with Foom's mighty paw landing atop him. The claws bit into his armor, tearing it away. **"You are nothing, Pretender. You are weak!"** Foom seized the fallen god and flung him back towards the castle, where he impacted with a meaty thud.

Thor collapsed to the ground, panting heavily. The massive dragon flapped it's wings, flying slowly towards him. It's voice grew louder in his head, pounding against his mind like a hammer. **"Surrender now, False God. Give Mjolnir to me, and you may live. The citizens of Canterlot may live. Surrender the identity of Thor and become Macintosh Apple once again."** Foom's enormous red eyes burned into Thor's mind like cinders. **"It is not a burden you asked to bear. It is not a burden you wish to carry. It is not your fight. Surrender, and you can return peacefully to your farm."**

Thor wanted to ignore the beast, but Big Mac paused. He couldn't help it. The offer was tempting. He didn't want to be Thor. Mjolnir and it's power terrified him. He just wanted to be Big Mac, the friendly, simple pony from Sweet Apple Acres. He wanted to trade jibes with his sister Applejack and see his other sister Applebloom earn her Cutie Mark. He wanted to watch after Granny Smith, and go to Pinkie Pie's parties.

He just wanted to go home.

"DON'T LISTEN TO HIM!" Big Mac's head whipped to the side to see Pinkie Pie standing atop a piece of rubble, looking distraught. "Don't forget why you started fighting! You have to protect Mjolnir! You have to protect everypony from Loki, and meanies like him! You have to get up, Thor!"

Thor remembered the face of Rainbow Dash, excited to meet her hero.

He remembered Celestia greeting him warmly, as an equal, overjoyed to meet another of her kind.

He remembered how he'd protected Twilight from the deadly green spell.

And he remembered his conversation with Pinkie, a little over a week ago.

"What would happen... if'n Loki got Mjolnir?"

"I dunno. But it won't be good. His idea of a prank is ponies getting hurt and fighting and even dying. That kind of pony shouldn't have that kind of power."

Thor stood. "You shall not tempt me, monster." He turned to Pinkie. "Thank you, my friend, for reminding me why I am here. Now flee, quickly!" Pinkie smiled cheerfully at him, and vanished behind the rock she stood on. Thor returned his attention to Fin Fang Foom. "I reject your offer, First Son

of Flame! I may have been born under another name, but here and now, I am Thor Odinson! I am the lord of the skies and king of storms! God of Thunder and Lightning!" He rose into the air, the skies above crowding with dark, thundering storm clouds. "You shall not cow the son of Odin!"

The winds twisted around Foom, whipping themselves into a mighty hurricane at the behest of their master. Foom roared from within the funnel of wind, his mighty wings beating powerfully as he broke through the wall of air. "**SO BE IT, PRETENDER!**" bellowed the monster. "**If you wish to be an Asgardian, you can follow them into Helhiem!**"

Thor charged the beast, swinging Mjolnir in a mighty arc. He caught the beast on the side of the head, but the monster's neck was fast as a snake, and its teeth clenched around Thor's right hind leg. Fin Fang Foom whipped his head about like a cat playing with its' food, cracking Thor's leg before flinging him away.

Thor hit the ground with a heavy thud, and felt a massive weight upon his chest as Foom landed on him, pinning him down. "**You are a fool, Macintosh Apple. You should have accepted my offer.**" The mental growl resonated in Thor's head painfully as Foom's head lowered, its mouth opened wide. Thor could see a flame building in the back of Foom's throat, and with his hooves pinned he could not raise Mjolnir in defense. "**Once you are dead, I will burn away all you cared about as punishment for your idiocy.**"

"I believe I will start with your home, Sweet Apple Acres. Your sisters will be the first to burn."

No.

The flame came surging up Foom's throat.

No. It cannot end like this.

He could see the fireball forming in Foom's mouth.

Not Applejack. Not Applebloom. Not my family, please.

The fireball was passing by Foom's teeth, on a collision course with Thor's unprotected body.

Please. Celestia. Odin. Anypony. Please save my family.

Please.... Thor.... save them...

Big Mac gave himself over to Thor, and felt a hot rage like nothing he'd ever experienced flood his body. It burned in his chest, filled his hooves with strength, and caused his vision to turn red. A mighty roar ripped itself from his lungs, the words forming on their own accord into a mighty battle cry. **"I SAY THEE NAY!"**

A mighty lightning bolt shaped like an Alicorn ripped itself from the ground, blasting Foom off his feet. The fireball went wild, shooting off into the night sky.

The thunderbolt resolved back into Thor, but it was not the same Thor. His armor had returned. His cape, ripped and stained from battle, was restored. His eyes burned with a golden radiance and his mane was a floating, writhing mass of living lightning. Foom righted himself and leapt at the glowing Alicorn, but Thor knocked the beast aside with a lazy swing of Mjolnir.

"You should have left my family alone, Foom." The Thunderer's voice echoed across all Canterlot. **"You should not have threatened them. Now you will witness the true strength of THOR, GOD OF STORMS!"**

"You do not frighten me, Pretender God!" Fin Fang Foom hissed. He leapt into the air for Thor again.

"Then thou art a fool." Thor rumbled, raising his hammer. **"Now fall, beast!"** Mjolnir laid a mighty blow across Foom's skull, but Foom recovered and continued to fly, attempting to bite Thor in half. **"In the name of Asgard, fall!"** Mjolnir struck again with a ringing sound like steel striking steel. **"In the name of Princess Celestia, fall!"** Again, Mjolnir struck, and a crack appeared in the armor-like hide of Fin Fang Foom. **"In the name of Odin the Allfather, I command thee FALL!"** A final blow,

and the First Dragon's armored scales finally gave way, cracking apart as the hammer crushed the skull of the mighty beast.

The corpse of Fin Fang Foom crashed to the ground, and immediately shattered like pottery.

Silence reigned.

Thor breathed. His mane returned to normal. He floated gently to the ground.

All was still.

Then Luna's voice rang out. "Thor! Something is happening with my sister!"

Thor spun about, quickly flying back into the castle. As he cleared the mountain of rubble, he caught sight of a brilliant white glow from the stairs. Celestia floated within a nimbus of power, light streaming forth from her. At first, Thor thought she had recovered, but a second glance told him otherwise.

Her mane had returned to its rainbow coloration, but rather than flow gently it thrashed wildly, like a nest of angry snakes. Her eyes glowed with unfathomable power, and light spilled forth from her horn like a waterfall of magic. The aura of power was so bright it hurt Thor's eyes, but he could just barely make out the dark shape of Princess Luna standing beside her sister, frantically trying to shield herself from the out-of-control magic.

The Princess let out a scream as the light intensified even further, making Thor feel as though he was staring into the heart of the sun itself. He raised his hoof to shield his eyes, putting Mjolnir between himself and the Princess. That was what protected him.

Another scream tore from the Princess's throat, and the light exploded outward from her, a wave of magic expanding outward through the ruined castle, through the streets of Canterlot, encompassing the city and all the land for miles around.

Everywhere the light touched, things changed. Even from where Thor stood, he could see the changes as the light faded. Some of the trees in the courtyard - those that hadn't been ruined - had changed into strange shapes. Some were moving of their own accord. But it wasn't just the plants - the ponies had been changed, too. Not all of them - just a few. Over there, an earth pony found his coat transformed to an orange hide of rock. Over there, a unicorn was rapidly freezing the ground around him, and looking frantic as he tried to figure out how to make it stop. And there, a pegasus with light spilling from her wings as she glanced at them nervously.

Just what had Celestia done?

"Sister!" Luna's cry refocussed his attention on the princesses. The strange mutations of the other ponies could wait until he was certain their monarch had survived. He flew as swiftly as his aching wings could carry him, landing beside Luna.

"Is she harmed?" Thor asked as he came closer.

Luna gestured to the floor before her. "See for thyself." She said quietly.

Thor looked. On the landing of the stairs was a pure white filly with a pink mane and a sun for a cutie mark. She was slightly larger than a normal filly, and she sported both a horn and a pair of wings.

Her eyes opened slowly, and she gave Thor a weak smile. "Hey there, handsome." She croaked. "How do I look?"

"Apprentice." Loki greeted as Trixie teleported into the clearing. He smiled at the comely filly as she approached. "Your mission, you met with success?"

"The Great and Powerful Trixie could do no less, my master." Trixie said confidently. "Foom fell, I fear, but otherwise all went as you planned."

Loki took the news of Foom's death very casually. "Ah well. He was a useful pawn, but this late in the game one less piece on the chessboard hardly matters." He did not miss Trixie's brief grimace at that statement, before she mastered her face and concealed it again. *Good, let her worry. Let her continue to be useful to me.* "What is important is the Singularity. It went off as planned?"

"Yes, Lord Loki." Trixie grinned maliciously. "The stupid mare practically gift-wrapped herself for me. She's grown complacent, I think; she didn't acknowledge a mere unicorn as a threat." She sniffed contemptuously. "As if anypony, even a goddess, could stand against Trixie. The Soul Seal hit her point blank; the Singularity initiated shortly after Foom's defeat."

"A shame, I had hoped it would happen in time for new heroes to aid Thor. Ah well, that is why we plan - to catch us when our hopes fail." He smiled down at his apprentice. "Now that the Princesses know me - know *us* - to be a threat, a team will be organized to stand against us. And no doubt Thor will lead them."

Loki threw his head back and roared to the skies. "Hear me, Thor! Lead your armies to me! I shall crush them all! For I am Loki, the TRUE heir of Asgard! I shall dash you all upon the rocks and pry Mjolnir from your cold, dying hooves! This I swear, Thor! THIS I SWEAR!"

Thor waited quietly outside the infirmary for Princess Luna. Luckily, most of the damage of the castle had been restricted to the front hall and courtyard; this section of the castle was largely intact.

Luna finally emerged from the infirmary, looking tired. Thor looked up. "How is she?"

Luna sighed deeply. "She's fine, more or less. The spell Trixie hit her with was designed to kill normal ponies, not Alicorns. Her body responded to the attack by producing more magic, overwhelming it with a burst of power. Problem is, it overcompensated, resulting in the explosion we saw."

“And her... condition?” Thor asked, not sure what you were supposed to call it when your monarch suddenly became a filly.

“She burned out most of her magic with that burst. She’ll recover in time - essentially, it’s the same thing that happened to me after I was... saved by the Elements of Harmony. But it will take a long time. Months, at least.” Luna looked away. “Celestia said that until she’s recovered, that I... I will rule Equestria.”

Thor started. “Why? Surely even weakened, Celestia is still herself. Can she not still make the decisions of rulership?”

“Well... how would you feel about taking orders from a filly? One without the power to enforce her rule?” Luna pointed out. “No pony would follow her in this state. I’m not terribly popular in Equestria, but at least ponies would take me seriously.”

Thor thought about this for a minute. “I understand.” He said finally. “Whatever support I can lend, you will have it. I give you my word.”

Luna smiled at the larger Alicorn. “I am glad to hear you say that, because I have something I need you to do. Follow me.” She led the way down the hall, Thor following her silently.

“Look at these files.” Luna said, spreading out a sheet of papers on the desk between her and Thor. They were in her sister’s office, though the golden sun plaque on the desk had already been replaced with a silver one depicted the moon. Somepony clearly was working quickly to try and make the Princess comfortable in her new role.

Thor looked down at the reports Luna was trying to show him and felt a slight tingle of anxiety. Thor only knew how to read Asgardian runes, and while Big Mac needed to know how to read for the running of his farm, he was a slow and deliberate reader. Looking at the tiny, cramped writing on the reports, Thor knew it would take him hours to glean any information from them.

Luna picked up on his anxiety, or maybe she simply grew tired of waiting, because she continued. "My sister's explosion had more effects than simply robbing her of her strength. You likely noticed - many of the ponies who were exposed have begun to develop abilities that are frankly extraordinary. Each of these reports details a different pony who has undergone a magical mutation due to exposure. It would appear exposure has about a thirty percent chance of causing mutation - possibly higher, some mutations are quite subtle. It's possible that many mutated ponies are slipping our notice because their... gifts are extremely subtle." She gestured at the stacks of reports. "We have reports of over three hundred mutated ponies here, and that's only in Canterlot. Tia's - sorry, Celestia's explosion also reached several nearby towns, including Ponyville and Manehattan. Reports are still coming in from those cities."

Thor looked down at the papers in surprise. "So many... what do you intend to do?"

Luna sighed. "What I can do? I cannot remove their gifts. I cannot forbid their use. The only thing I can do is make use of it." She looked up at Thor. "That is where you come in."

Thor gave Luna a puzzled look. "What would you have me do?"

Luna licked her lips nervously. "We were attacked today, not by Loki but by his subordinates. And they almost destroyed us. If nothing else, tonight's attack has shown us that we are not prepared to fight with Loki." She tapped the reports with a hoof. "I intend to use these gifted ponies to fix that. I intend to search these... mutants, I suppose, for the most gifted, the most courageous, the most loyal. I will organize them into a team, to fight against Loki and protect Equestria from all extra-normal threats."

Thor was beginning to understand. "And you wish me to join this team?"

"No." Luna replied, surprising Thor. "I don't just want you to join - I want you to *lead* the team."

Big Mac blinked. "Me, lead?" He asked, momentarily stunned. Thor had no problems with such responsibilities - had he not commanded the

armies of Asgard against its' many foes? But Big Mac was hesitant. "Why me? Surely, there is somepony else..."

"No, there is not." Luna said heavily. "Thor... there has not been a serious conflict in all Equestria since my... altercation with my sister, one thousand years ago. No pony alive today has any knowledge of battle save for my sister and myself - and you." She looked Big Mac in the eye. "My sister cannot fight in her current state. I must keep Equestria together, keep the country running. You are the only other pony in all Equestria who can fight, and train others to do so. They will listen to you; being an Alicorn will grant you all the respect you need.

"Please, Thor. This team will need you. Lead them. Protect Equestria."

Big Mac was silent for a time. "I will... need to consider."

He left before Luna could respond.

"Ah can't lead the team, Pinkie." As Thor, Big Mac had managed to secure a private chamber for himself. Almost immediately, Pinkie had appeared from under his bed, claiming her Pinkie Sense had alerted her that "somepony needed to talk to me real bad".

"Why not, Mac-pack?" Pinkie said from her comfy spot on the bed. She munched on candy from a bowl that she pulled from... her mane? Big Mac didn't bother questioning it. "It sounds like it'd be super-duper fun! It'd be like something out of one of Spike's comic books! Ooh, you could come up with cool code-names and matching outfits and communicators and a private super-fast jet and-"

"Pinkie." Big Mac laid a gentle hoof on his friend's shoulder, and she stopped. "If Ah led the team, Ah'd have to stay here. In Canterlot. What'm Ah gonna tell mah family? Ya'll know Ah can't lie ta Applejack, and Ah doubt even you could come up with a convincin' excuse for me tah stay in Canterlot for... weeks? Months? Forever? Ah don't even know." He began pacing the small room anxiously. "Sides, Ah can't just abandon them like

that. They need me on the farm. Granny's too old and Applebloom's too young, and Applejack can't do it alone."

"Can't she just hire some help?" Pinkie asked curiously. "I mean, that's what the Cakes do whenever I throw a super-duper extra-huge party and need a LOT of pastries and cakes and stuff all at once. Ditzzy Doo's a really good baker, actually! She makes the *best* muffins EVER!"

"Ah guess... Ah know Carrot Top and her family are always willin' ta' help out." Big Mac mused. "But what'm Ah gonna tell Applejack? She's not just gonna let me walk out on her... and Ah owe it ta her to tell her *something*." He scuffed a hoof on the carpet. "Ah'm not even sure Ah should at all... Ah can't just walk out on my responsibility like that." He glared at where Mjolnir lay on a nearby table. That stick had caused him so much trouble...

Pinkie looked to be deep in thought. "I dunno... I'm not too good at all this heavy thinking, you know? Normally, when there's a problem I just sort it out with a party! But I don't think even a party would stop a meanie like Loki." She looked frustrated for a minute. "But I think... I think you have another, bigger responsibility. To... to protect everypony. I mean... there has to be a reason Mjolnir chose you, right? I think it's because it knew you'd never give up on it."

Big Mac mused on Pinkie's words for several minutes, not looking at her. "Maybe... maybe yer right, Pinkie. Yer pretty smart for such a crazy pony, ya'll know that?" Pinkie giggled. "And Applejack?"

"Tell her the truth!" Pinkie suggested. "I mean, she kinda deserves it, don'tcha think? I mean, I know you wanted to keep it a secret, but... well, you don't have to tell anypony else, and Applejack trusts you. If you keep hiding Thor from her, than eventually she'll find out on her own, and than you'll lose her trust. And losing a friend's trust..."

"Is the fastest way to lose a friend FOREVER!" Big Mac chanted with her, turning to smile at her.

"And that goes double for family!" Pinkie added firmly. "The girls and I aren't leaving until tomorrow morning 'cause Twilight wanted to make sure the Princess was okay. You can go talk to Applejack right now!"

"Yeah... yer probably right, Pinkie. Thanks." Big Mac took a deep breath. "You... you don't think she'd be mad, do ya? For not tellin' her sooner? Or for leavin' her to tend to the farm alone?"

Pinkie leapt off the bed and gave her large friend a big, comforting hug. "I know she'll understand."

"Applejack? Can Ah talk to ya?" Applejack turned from the conversation she was having with Fluttershy to see her older brother in the doorway of the room she was sharing with her friends.

"Big Macintosh? What in tarnation are ya'll doin' here? Who's watchin' the farm?" Applejack was shocked her brother would abandon his responsibilities like that. What ever it was, it must be really important.

"Ah asked Carrot Top to keep an eye on it. We really need ta' talk, AJ." Big Mac didn't look particularly upset, just... determined. And very serious. It was a sharp contrast to the laid-back attitude Applejack was used to.

"...All right, Mac. Ah'll be right back, Fluttershy, alright?" Fluttershy smiled and assured her she didn't mind, and Applejack got up to follow her brother from the room.

Big Macintosh led her down a long hallway, into what appeared to be another bedroom. Much to Applejack's surprise, Pinkie was laying on the bed munching on candy. "Hiya, AJ!" She waved a sticky hoof at her cowpony friend.

"Pinkie? What in tarnation..." Her eyes narrowed as she looked first at Mac, than at Pinkie, conclusions forming in her mind. She'd suspected for some time, but...

Mac looked nervous as he spoke. "Now, afore you say anythin', Sis, Ah just want ta say I'm sorry Ah didn't tell you about any 'a this before. But Ah... Ah think you need ta know." He took a deep breath. "Ya see, Ah'm-"

“Hold it right there!” Applejack interrupted, unable to stop herself. “Now, Ah know Ah shouldn’t be tellin’ ya’ll who you can and can’t date - Hay, you’re five years older’n me - but Ah don’t think you and Pinkie are right for each other. Ya’ll are just gonna end up hurt.”

Big Mac blinked at her, flabbergasted. Pinkie’s eyes grew to the size of dinner plates, and she stuffed both hooves in her mouth to keep from laughing. “What?” Applejack demanded finally, after several moments of awkward silence.

“Ya’ll thought... Pinkie and Ah... were DATING?” Big Mac finally said, astonished. Pinkie finally lost it and burst out in hysterical giggles, flopping onto her back and laughing uncontrollably.

It was Applejack’s turn to be surprised. “You mean yer not?” she asked. “The way the two’ve you have been thick as thieves this past week, always hangin’ out together all the time...”

“AJ, Pinkie’s mah first real friend since Ah went to school.” Big Mac said, smiling slightly. Pinkie was getting her giggles back under control, and righted herself. “It only makes sense that Ah’d spend time with her. ‘Sides, Pinkie’s been helpin’ me with some... issues, recently. The stuff I asked you here to talk about, in fact. But we ain’t datin’.”

Pinkie was still giggling a bit, but she was able to speak now. “If we were dating, I wouldn’t keep it secret, silly! I’d throw a big party to celebrate! But Mac-alack-apack isn’t really my type, though he is REALLY big and strong and awesome and has a really fun name to say. I prefer fillies, anyway.”

Applejack stared at her pink friend. “You do?”

“Sure, didn’tcha know?” Big Mac said casually, causing Applejack to boggle further. “Anyway, as amusin’ as this is, Ah still need to talk to ya. It’s important.”

“Ah’m not sure how many more revelations Ah can take.” Applejack sat on the bed next to Pinkie, her face burning red with embarrassment. Pinkie gave her a hug and offered her some candy, which Applejack waved

away. "But Ah guess if it's that important ya'll had best get on with it. Ah've had a real crazy day, and Ah'd like ta get it over with."

"Believe me, Ah know the feelin'." Big Mac replied with a nervous chuckle. That got Applejack's attention - her brother was NEVER nervous. "Alright... how should Ah say this... ya'll know 'bout Thor, right?"

Applejack blinked, surprised at where the conversation was going. "Well, sure. Everypony does. Ah'm not a big supporter like you or Dash, but he's a good stallion. Saved our flanks big-time today, that's fer sure."

"Yeah, Ah know." Big Mac took a deep breath and walked over to a table, where what looked like a really old, poorly carved walking stick lay. "Ya'see... there's somethin' you oughta know about Thor." He looked over at Pinkie who smiled and nodded her head encouragingly. He picked up the stick and turned to Applejack, holding it in his hooves. "But first, ya'll gotta promise to try and stay calm, and never tell ANYPONY about this. Alright?"

Applejack's curiosity was eating at her now. She trusted her brother completely, and she knew he wouldn't ask her to make such a promise if it wasn't REALLY important. "Ah promise." She caught a look from Pinkie Pie, and sighed. "Cross mah heart an' hope ta fly, stick a cupcake in mah eye." She went through the appropriate hoof motions that went with the chant, and Pinkie gave a satisfied smile.

Big Mac took a deep breath, and nodded. "Alright. Here goes. Try not ta freak out." He rapped the stick against the floor.

There was a bright light.

Applejack's eyes nearly bulged from their sockets. "Holy Celestia..."

"Not quite." said Thor.

"So, all this time, Thor was just you in disguise?" Applejack asked. Big Mac had changed back into his own body, Mjolnir lain carefully aside. All things considered, Applejack had taken the news pretty well, passing

through the “No bucking way” and the “Ah can’t believe you lied to me” phases rather quickly, and was now thoroughly enjoying the “My brother’s a superhero/god” phase.

“Not exactly a disguise. Ah really am Thor when Ah transform, or near enough. But it’s still me, mostly.” Big Mac explained. “Cept sometimes I sorta... lose it, and Thor takes over. It’s scary, but it works well.”

Applejack nodded and turned to Pinkie. “And you’re... what, part goddess?”

“Only a teeny tiny itty bitty bit.” Pinkie assured her. “That’s why I’m an earth pony! I do have a bit more magic than everypony else, and it lets me do weird stuff sometimes, but that’s it. I’m still my Pinkie-licious self!”

Applejack shook her head in disbelief. “Ah’m having trouble takin’ this all in... and you want ta’ leave, Mac?” Applejack turned to her brother. “What’m Ah gonna do without ya? How’ll Ah take care’a the farm? What’ll Ah tell Applebloom and Granny Smith?”

“You can tell Bloom and Granny the truth, if they’ll believe yah.” Big Mac said with a shrug. “Family deserves to know. No more secrets. As for runnin’ the farm, ya’ll can hire more workers. We have the money, more or less. And Carrot Top’ll be happy ta help out.” He sighed. “Ah don’t want ta leave, AJ. But I gotta. Ponies are countin’ on me.

Applejack wiped her eyes with a hoof, trying to hide the tears that threatened to form. “Ah know. Ya’ll never could stand to let a pony down. It’s yer best quality.” She hugged her brother tight. “You go and be a hero, Macintosh Apple.” She said quietly. “But you be careful. Ah want mah brother back in one piece, ya hear?”

“Eeeyup.” Big Mac said, hugging her back. “I hear ya.”

Luna looked up from the mutation reports as somepony walked into her office - Celestia’s office. She’d been spending the last few hours trying to pick potential members for the team, but it was a long and grueling task, considering that many of the reports were incomplete, first-observation

glances, and the sheer number of them. She smiled when a large blue Alicorn entered the office and strode up to the desk.

“I accept.” Said Thor Odinson.

Chapter 7

Spitfire, captain of the Wonderbolts and one of the most talented fliers in Equestria, finally got back to the room she was sharing with her close friend and teammate Soarin' around noon, the day after the disastrous party. "Free publicity", her agent had said. "Just sign some autographs." He said. Yeah. Spitfire was pretty sure she wasn't doing parties like this again, not for a LONG while.

Soarin' looked up from what was apparently the fifth in a line of pies, judging by the empty pie tins on the table. "Spitfire!" He exclaimed in relief, giving her a hug. "I was worried about you."

"So I see." Spitfire said teasingly, gesturing with her head to the empty pie tins. She hugged him back and gave him an affectionate jab with her hoof. "Not so worried that you couldn't gorge yourself on pie, huh?"

"Hey, being nervous makes me hungry." Soarin' said defensively.

"*Everything* makes you hungry, Soarin'." Spitfire said lightly, plopping on her bed tiredly. "Besides, what's there to be nervous about? I was just getting some tests done. You know those egghead unicorns, they looove their tests."

Soarin' scuffed a hoof on the floor. "It's just... you were taking so long, I thought something was wrong. You know, I heard some ponies got some really... you know, weird mutations. This one colt I saw looks like he turned into solid rock!" He paused, giving his friend an odd look. "Say... is that why the eggheads kept you so long? Did you... ya'know..."

"Mutate?" Spitfire asked, raising an eyebrow. "It's okay, you can say it. It's not a disease, Soarin'. It's just... I dunno, they used a lotta big words I didn't really get, but what I could get it's just like the way we fly or move clouds. Just... a little extra."

Soarin' looked profoundly uncomfortable. "Aw, come on, chief. I didn't mean it like that. It's just... weird, is all. I mean, it's like something out of a

comic book; it's not the kinda thing you ever expect to really see." He paused, giving his captain an inquisitive look. "So, uh.... did you?"

Spitfire's face broke into a wide grin. "Yup. Wanna see?"

Soarin' looked nervous, but he resolved to be excited, for Spitfire's sake. "Sure!" He said, his enthusiasm at least partly real. "Uh, it's not... dangerous or anything, is it?"

"Not if I'm careful." Spitfire said, hoping off the bed. "That's why I was with the docs so long; took a little while to figure out how to get it under control. But I've got it now, so no worries. Watch my mane." Her brow furrowed in concentration.

Soarin' obediently watched her flame-colored mane carefully, waiting for... something. Several awkwardly silent moments passed before he saw something. Her mane began to move and shimmer as though alive... and then, suddenly, it burst into flame.

Soarin' leapt back with a yell, his eyes wide as saucers, but Spitfire just grinned at him. "Take it easy, you big baby. I've got it under control." Soarin' blinked, somewhat shocked to see his friend unharmed despite the fact that her mane was seemingly made of fire now. "Pretty neat, huh? I think it suits me. I can control it, too. Watch!" Soarin' watched in awe as Spitfire concentrated again, raising a hoof and pointing it forward. A jet of flame shot out from it, burning briefly before going out. Spitfire grinned, firing another jet. This time, she formed it into a burning ring and made it hover in air for several seconds before allowing it to disperse.

"That's... amazing, chief!" Soarin' said, with honest admiration in his voice. "Kinda scary, but amazing! I wonder if we can work it into our routines?"

"I was thinking the same thing." Spitfire said, her mane returning to normal. "I think I should probably practice with it a bit more first, though. Fire's pretty dangerous, I don't want anypony getting hurt." She grinned broadly. "Still, think of the stunts we could pull, huh?"

Soarin' grinned with her. "It really does suit you, too." He gave a small sigh. "Aw colt... now I wish I got a cool mutation, too."

Spitfire put a hoof around her friend comfortingly. "Aw, sorry Soarin'. You didn't get anything?"

"Nothing. I mean, I guess I should be happy. Lots of ponies got some pretty awful mutations; better nothing than something bad, right?" Soarin' grimaced as he remembered that blue earth pony that had been teleporting around the testing room when he'd gone to see the doctors to check for mutations. Teleporting might be cool, but the poor pony had looked like something out of a nightmare. He hadn't seemed terribly bothered by it, though. "Still, I guess I'm kinda... jealous."

"Jealous?" Spitfire asked, genuinely surprised. "What do you have to be jealous of? You're still one of the best stunt fliers I know. And I don't know any pony who can put away pies like you can; that's practically a superpower in itself." That got a chuckle out of him. "Don't worry so much, Soarin'. I may have some new tricks, but you'll always be my wingcolt."

"Thanks, chief." Soarin' said with a smile. "That means a lot, coming from you. Oh! I just remembered! Now that you're finally back, me and the rest of the 'Bolts were gonna go down to Pony Joe's for some doughnuts. You wanna come?"

Spitfire shrugged. "Eh, I dunno, I'm kinda beat. I was thinking about just getting some rest, why don't you... go... with...out..." Her vision swam suddenly, and her legs buckled and collapsed beneath her. She could barely hear Soarin's panicked yells as her vision faded away and was replaced with... something else.

She could see the rubble of Pony Joe's, with the bodies of ponies lying scattered around on the floor. Right in front of her was Soarin', his back bent in a way backs shouldn't bend. Just beyond Soarin' was a massive earth pony, larger even than an Alicorn, with bulging muscles and a green coat. With a furious roar, the enormous green pony reared up, and brought his hooves down on Soarin's skull.

“-ief? You okay, chief?”

Spitfire’s vision came back into focus to see Soarin’s concerned face looking down at her. “Soarin’...?” She murmured. Her head was *aching*. “What... what happened?”

“I dunno, you just blacked out for a second there.” Soarin’ helped her to her hooves. “It was just a few seconds though. Maybe you’re more tired than you thought?”

“Probably.” Spitfire tried to laugh it off, but she felt uneasy. The beast’s roar from her hallucination still echoed in her head. “The docs said I might get kinda dizzy if I used my powers too much. I better get some rest, huh?”

“Yeah, you’d better.” Soarin’ said, helping her into bed. “You want me to stick around, keep an eye on you?”

“You’re a sweetheart, Soarin’. I’ll be fine.” She waved a hoof at him and smiled with a cheerfulness she didn’t feel. “You go get your doughnuts, though how you can still eat after all those pies I’ll never understand. Bring me back a chocolate glaze, huh?”

“You got it, chief!” Soarin’ replied, snapping a smart salute out of habit. Spitfire chuckled. “You get some rest, I’ll be back later.” He left, and Spitfire snuggled into her blankets.

It’ll be fine, she told herself. It was just a hallucination. You’re just tired, that’s all. Maybe that craziness at the party left you a bit more shaken than you thought. But it’s nothing. It’ll be fine.

Right?

Spitfire awoke suddenly to the feeling of being watched. She nervously glanced around. The room seemed empty. She laid back down... and suddenly there was a pink mare in her bed with her.

Spitfire stared. The pink mare stared back. “Hi!” She said cheerfully.

Spitfire gave a loud yell and jerked backwards, falling off the bed in her surprise. "Who the hay are you, and why are you in my room?" She demanded angrily, scrambling to her hooves.

"Whoops, sorry!" The mare giggled, hopping out of bed. "Didn't mean to scare you. I'm Pinkie Pie, and you're Spitfire! My bestest-best friend in the world Rainbow Dash is your biggest fan EVER!"

Spitfire felt herself relax a bit. This mare was clearly not entirely all there, but she seemed relatively harmless. "You're... friends with Rainbow Dash?" She asked, remembering the rainbow-maned pegasus who'd pulled off the Sonic Rainboom at the Best Young Fliers competition. She was a bit rowdy, but a good kid. Her friends probably weren't dangerous.

Probably.

"Yup! We're best friends FOREVER!" Pinkie Pie said enthusiastically. "Anyway, sorry about sneaking into your room and waking you up and scaring you and eating your last pie..."

"Those are Soarin's."

"But I thought I should tell you that you should listen to it." Pinkie finished.

"Listen?" Spitfire was confused. "Listen to what?"

"Your Spitfire Sense, of course!" Pinkie said cheerfully. "See, I have a Pinkie Pie sense that tells me when things are gonna happen, and my right back hoof starting itching which usually means I'm ignoring my Pinkie Sense and I need to listen to it, except I haven't gotten a twitch all day! Than my neck got crampy, which meant I was thinking about the wrong pony, so I just kept thinking about alllllllll the different ponies I know until I thought of you and it stopped aching! It took a looooong time though, because I know a LOT of ponies."

Spitfire blinked, her brain trying to process what the energetic mare was trying to say. "So... you think I have something like your... Pinkie

Sense? Something that predicts the future? Isn't that... I dunno, impossible?"

Pinkie shrugged. "I dunno. Twilight said it was impossible and she got really upset about it but eventually she just gave up and said it worked anyway. Besides, I never let being 'impossible' stop me, and that was even *before* all sorts of impossible stuff started happening all over the place!" Suddenly, Pinkie got really, uncomfortably close to Spitfire's face. "Soooo? Did your Spitfire Sense go off? Any twitches or itches or floppy ears or-"

Spitfire backed up a bit, holding up a hoof. "... got a hallucination. Or I thought it was. Like... some kind of vision..." Her mouth suddenly went dry.

"Really? That's so cool! My Pinkie Sense never does that!" Pinkie paused, and cocked her head to the side. "Oh! My hoof stopped itching! That must be it! I better get going now, before Rainbow Dash misses me! She gets kinda lonely at night, you know! Bye!" She bounced away, right out the door and down the hall. Spitfire barely noticed, as the implications of Pinkie's visit slowly dawned on her.

"Oh Celestia..." She whispered. "I've got to get to Pony Joe's." She threw open the room's window and leapt into the air, streaking out over Canterlot.

Pony Joe's didn't *look* ruined. Spitfire flew towards the small doughnut shop, her racing heartbeat beginning to calm. Everything looked calm, orderly, under control.

Maybe it was just a hallucination. Maybe that crazy pink mare was just a crazy mare. Maybe nothing was wrong, and she was panicking over nothing. The worst danger Soarin' was in was danger of getting a bellyache.

So why did all her instincts scream that something was horribly, horribly wrong? It was the feeling she got when she watched a cocky pegasus trainee leave a dive too late to pull out, or when an amateur stuntpony tried to pull a trick that was going to land him in the hospital.

Every bone in Spitfire's body screamed that something bad was about to happen.

Fine. She'd go in, tell Soarin' she was feeling better, have a few doughnuts, and go home. Everything would be fine, she'd prove to herself that nothing was wrong, and she could put this nonsense behind her.

She began her descent towards the shop as the sun finished setting behind her.

Suddenly, the entire front of Pony Joe's erupted outward under a kick from the enormous green monster from Spitfire's vision. He - it - roared it's anger to the skies, screaming something incoherent to the ponies inside the shop.

Spitfire didn't think. She just acted. Her mane ignited covering her body in flame and propelling her forward many times faster than she had ever managed alone. She went into a steep dive and collided with the roaring green beast at a speed that would've pancaked a lesser pegasus. As it were, ramming the mutated pony was like hitting a brick wall, but Spitfire loosed an explosion of flame at the moment of impact, knocking the monster across Pony Joe's and through the other wall.

Spitfire landed, running into the ruined store. Injured ponies lie all over the floor. Joe was slumped over the counter, moaning fitfully. And there, on the floor near the center of the store, was Soarin'.

It was just like in her vision. Soarin' back was bent in a way a pony's back was not meant to bend. Bruises and cuts covered his body and her wings were splayed out, one clearly broken. Spitfire knelt down, putting her ear next to his mouth. He was breathing, if only barely.

Another roar distracted Spitfire from her fallen friend as the monster tore his way back into the shop, widening the hole his exit had made. **"HULK SMASH PUNY FIRE PONY!"** he roared, his massive hind legs bunching up. He leapt at her, at a speed no earth pony was ever meant to obtain, his front hooves outstretched to pound the much smaller pony into dust.

Once again, Spitfire acted on instinct. Her instincts saved her life on more than one stunt gone bad, and she'd learned to trust them. She obeyed them now. "Smash this, flankhole!" She yelled, a torrent of flame erupting from her and smashing into the oncoming green juggernaut. The sheer force of the flame forced him back, knocking him from the store once again. This time, Spitfire followed him out, smoke pouring from her eyes as her tears evaporated on contact with the flames surrounding her.

"You hurt my friend." She growled out, as the massive beast got back on it's hooves. "I am going to burn you to *ash*."

"HULK HATE FIRE! HATE FIRE!" The beast yelled. It certainly wasn't the most intelligent being in Equestria. It charged Spitfire with an earth-shaking yell, each hoofstep cracking the pavement beneath it.

Spitfire flared her wings, enormous wings of flame extending out from them. The fire covered her whole body, transforming her from a mere pony to a living avatar of flame. She exploded forward, the force of her flames driving her forward into the green giant and knocking it off its' hooves. She flared her flames, driving the beast further, through two brick walls and into the hard stone of Canterlot Castle. The beast grunted at the impact, trying to swat Spitfire away with it's hooves, but it was slow and clumsy. Spitfire backed away and loosed another torrent of flame, pouring all the flame she could summon onto the beast. The stone around him began to melt into molten slag, and the steam from her eyes grew so thick as to obscure her vision.

"BURN!" She screamed, not caring that her own fiery aura was dying, that her wings felt like they were made of lead. "Burn burn burn BURN!"

She felt a hoof on her shoulder, and suddenly her mind resurfaced. Her burning assault ceased, and she turned to look who had touched her. Through the steam around her eyes, she could see Thor flying just behind her, a gentle look on his face.

"That is enough." He said in a quiet, but commanding tone. "The beast is defeated. Your friend is safe. Rest now."

As though her body had merely been awaiting permission, Spitfire felt herself losing consciousness. The docs had warned her, she remembered

dimly. She couldn't overuse her powers or she ran the risk of exhausting her supply of magic. She vaguely felt hooves catching her as her wings faltered and her world went black.

The doctors tried to tell Spitfire she needed to rest, but she refused to listen. Her wings felt like lead weights, making flight impossible, but she managed to find her way to Soarin's bedside. She stayed there, watching Soarin's battered body struggle to live. He was hooked up to several machines, filling the room with whirs and beeps, and the soft glow of healing magic covered his body in a gentle blue light.

It was all her fault. She should've gone with Soarin'. Or convinced him to stay in the room with her. She should've taken her vision seriously. But she ignored it and now Soarin' was hurt. Maybe dying. What would she do if Soarin' died? He was her closest friend, her most trusted confidante, not to mention an important part of the Wonderbolts. Oh Celestia, what would happen to the team if Soarin'... no. No, he'd be fine. She had to believe that. Even if his breathing was shallow and heartbeat uneven and his spine broken, she had to believe he'd get better.

"Ya'll should be resting, ya know." Spitfire spun around to see an unusually large stallion with a bright red coat and a Cutie Mark shaped like a large green apple. There was a sympathetic look on his face, and he exuded a sense of calm and stability; Spitfire felt herself relaxing in his presence. "The docs said you've got some pretty bad magic exhaustion. Ya'll need lots of rest if'n yer gonna recover."

Spitfire turned away in shame, turning back towards her fallen friend. "I can't rest. It's my fault Soarin' got hurt. He's my best friend and I let him get hurt."

"See, that's just not true." The stallion said comforting, walking over to stand beside her. "Th' way Ah heard it, yer the only reason yer friend is still alive at all. Ya'll aught to be proud."

Spitfire shook her head slowly. "I knew what was going to happen. I don't know how but I did. I had a... a vision, I guess, of that... monster killing Soarin'. I just... ignored it. I just assumed it was a hallucination. If I'd

taken it seriously, then... then Soarin' would be..." Her voice caught, and she couldn't speak.

"Hey now." The larger pony put a comforting hoof around her. "Thinkin' about what coulda' been won't get you nowhere. Ya'll saved his life, that's what's important here. And really, yer friend's real lucky. Ah just talked to the docs and they found somethin' real interesting: Yer friend's a mutant."

Spitfire gave him a surprised look. "A mutant? But... he said he didn't..."

"Yeah, well, they missed it before." The other pony said with a nonchalant shrug. "One of the problems with mutations is that we've got no clue what to look for. But the brainiacs from Celestia's school took a look at him, and he's definitely a mutant - specifically, he's got what they're callin' a "low-level regenerative ability" which near as Ah can figure means he heals real good. It'll take weeks, maybe months, but yer friend's gonna make a full recovery."

Spitfire felt a massive weight lifting from her, and she gave a massive sigh of relief, slumping against Soarin's bed. "Oh thank Celestia." She whispered, a few tears slipping from her eyes. Both she and the other pony were silent for several moments, before she turned to him, wiping her eyes. "Thank you." She said softly. "Who are you?"

"Yer welcome, miss. Mah name's Macintosh. Macintosh Apple. Most ponies call me Big Macintosh, or Big Mac, or just Mac." He extended a hoof towards her, and she shook it slowly. "Princess Luna sent me ta' talk to you about this team Ah'm helpin' her put together."

"A... team?" Spitfire asked, curiously. "What kind of team? I'm already a member of the Wonderbolts..."

"Ah understand; ya'll got responsibilities ya'll need to attend to. Believe me, Ah felt the same way. But this is important stuff, so at least hear me out." At Spitfire's hesitant nod, Big Mac continued. "It's not gonna be a big team, 'least not at first. Four, five ponies at the most. Smaller teams bond faster, makes it easier for them all to get used to each other; that's what she told me. Th' team's gonna be headed by Thor, and it's

gonna be made up of what th' Princess calls 'exceptional ponies'. Ponies with power, like you, but also with th' spirit and courage to stand up to a rampagin' green monster to protect yer friends."

Spitfire certainly didn't feel very brave at the moment. "And what exactly is this team for?"

"Welll... at the moment, it's mostly gonna be for fighting Loki. That's the pony who planned that attack on the castle two days ago. But officially, our job'll be to protect Equestria from all the stuff normal ponies can't handle. With the mutants all over the place now, there's going to be ponies out there that the normal peace-keeping force just isn't able to cope with. That's why th' Princess is puttin' this team together. To deal with it." He gestured towards the sleeping Soarin'. "So that what happened ta Soarin' won't happen to some other pony who can't heal. To protect Equestria from those who can't control their mutations, like this 'Hulk' fella, or those who use their mutations to hurt others." He looked straight into Spitfire's eyes, with an intensity that startled Spitfire. "You in?"

Spitfire took a deep breath and glanced at Soarin'. "I want to make sure what happened to Soarin' will never happen again." She said finally, looking back at Big Mac. "I'm in."

"Good." Big Mac said, his intensely serious expression replaced by an easygoing grin. "Glad ta' have you on board. Just one thing; it's probably kinda pointless, what with you bein' a celebrity, but th' Princess thinks we all oughta have 'secret identities', like in the comic books. Costumes, code names, the whole nine yards. Personally Ah don't see the point, but Ah ain't in charge, am Ah? Anyway, the Princess already picked a name out for you, if'n you want it. How's 'Firebird' sound?"

Spitfire looked thoughtful, than she grinned. "Firebird. I like it."

Chapter 8

Rarity walked down the halls of Canterlot Hospital, feeling more apprehensive than she had since the attack on Canterlot Castle nearly a week ago. The foe she now faced was much less dangerous than gods, mad magicians, or enormous dragons, but made her nearly as nervous. Once again, she glanced down at the letter she carried with her magic, still not able to fully believe it. Even if what the letter said was true... why would *he* want *her* to come visit him? What plan could he possibly have for her?

In all honesty, Rarity hadn't wanted to come. She had just returned to her boutique in Ponyville a scant few days ago, and she wished to relax. To go back to Canterlot so quickly seemed mad, especially at the behest of the one of the few ponies in all Equestria she felt little goodwill towards. Twilight had had to convince her to go, if only to bring herself some closure.

Rarity finally reached the room the receptionist had directed her to. She stood outside for several minutes, trying to work up the nerve to enter. Eventually, she took a long, deep breath, and knocked.

"Come in, please." Came a smooth, cultured voice. Even though she knew the true nature of the voice's owner, it sent a shiver down her spine.

It took Rarity a moment to steel herself before brushing into the room, her face a mask of haughty indifference. Her icy mask melted quickly, however, as she took in the scene before her.

"Lady Rarity!" said the figure on the bed, weak but excited. "I did not think you would come." The pure white unicorn laid on a hospital bed, looked much weaker and more frail than when Rarity had seen him last. A number of machines were connected to him in a variety of ways, most notably a large machine covering his chest and bathing it in magic strong enough to make Rarity's horn tingle, even from across the room.

"I... did not think I would, either." Rarity confessed. "But my dear friend Twilight Sparkle convinced me I should, if only to... receive an

apology.” she nearly said “tell you off” but she couldn’t bring herself to say it. “How are you, Prince Blueblood?”

The Royal Prince of Equestria gave Rarity a sad, pained smile. “Not well, I am afraid. I am glad you came, Lady Rarity.”

“So it’s true then.” Rarity said, seating herself on the cushion provided from guests. “What you said in the letter. That you’re... you’re...”

“Dying.” Blueblood finished for her. His voice was heavy. “Yes, I am afraid so. Were it not for this contraption on my chest, I’d be dead within the hour; even so, I have only a scarce few weeks to live at best.”

Rarity felt a lump form in her throat. As much as she hated the stallion, she would not wish a slow death in a hospital bed upon anyone. She found it significantly harder to harbor a grudge towards a dying pony. “What... what happened? Was it... at the party?”

“Ah, yes, the party. I hadn’t thought it possible for any celebration to have a worse conclusion than the disaster at the Gala.” Blueblood chuckled dryly. “Yes, it was the party that spelled my doom. During the dragon’s attack, a chunk of masonry from the castle walls came loose and was shattered by a blow. Whether it was from the dragon or Thor I know not, and I care not. What is important is what happened to the shrapnel.”

Rarity predicted where this conversation was going, and raised a hoof to her mouth in horror. “Oh no... you were hit?”

“In the chest, yes.” Blueblood tapped the device that was strapped to him. “The stone did not penetrate far, but the walls of Canterlot are reinforced with iron. A sliver of the metal has lodged itself in my chest, far too close to my heart to be extracted. Without this device keeping the metal still, healing my constantly bleeding heart, and performing half-a-dozen other medical spells, the iron would tear my heart apart in less than an hour.” Rarity was shocked at how easily the Prince, formally so disgusted at the thought of a dirty coat, could be so blasé when discussing his own death. “As it is, my heart cannot withstand the strain for long. The doctors theorize if the metal sliver could be immobilized more thoroughly, I might live, though I’d be stuck on life support indefinitely.” He sighed deeply. “And there you have it, Lady Rarity. Your revenge, at last.”

“R-revenge?” Rarity squeaked. “But I didn’t... I never...”

Blueblood raised a hoof weakly. “I was speaking rhetorically. I deserved no less than this after the way I treated not only you, but every other pony I have encountered throughout my life. Mares, particularly. I have, perhaps, not led the most admirable life.”

Rarity raised an eyebrow. “I believe that is something of an understatement.”

Blueblood laughed weakly. “Perhaps. But... being here... dying... it’s changed my perspective on a lot of things. Before, my image was all that mattered. I needed to be the Royal Prince, the most eligible and handsome stallion in all Equestria. Looking good was all I cared about.” He rested his head against his pillow. “And now I lay here and look back on my life, and I realize how *pointless* it was.” Rarity opened her mouth to say something, but couldn’t think of anything to say. Blueblood continued uninterrupted. “I never accomplished anything, in all my years as Prince. I never contributed anything to ponykind. Ten years from now, the name ‘Blueblood’ will elicit only blank stares.”

Rarity was profoundly uncomfortable. The Prince’s monologue was deeply personal, something you told to family or close friends, not a mare you hardly knew and who had a very good reason to hate you. “I’m so sorry to interrupt...” Rarity said finally, cutting off the Prince’s speech. “But why did you call me here? Was it to apologize? To elicit pity from me? I am deeply sorry for your condition, your highness, but I frankly don’t see what it has to do with me.”

Blueblood blinked at her, his mind shifting gears. “Ah, yes. I apologize... I got lost in my thoughts. I did, in fact, call you here for a reason. Look on the nightstand there.” He gestured to a small bedside table with one hoof.

Hesitantly, Rarity approached the nightstand, using her magic to levitate the manilla folder that rested there. She began flipping through the papers contained within, her brow furrowing in confusion. “These are... schematics of some kind.” She said finally. “I don’t understand what this

has to do with me. Did you design these? I didn't think you were an engineer."

"I did design those, and I am not an engineer - or at least, I didn't used to be." Blueblood responded. "This splinter of metal in my heart is not my only souvenir of that fateful night. Cruel lady fate saw fit to bestow upon me a mutation of my own - while my body is stricken, my mind is clearer than it has ever been." He tapped his forehead with a hoof. "I'm not entirely certain how, but my Aunt's magical explosion has gifted me with a radically enhanced intelligence and clarity of thought. Concepts which were so much gibberish to me before are now little more than a foal's playthings to my mind. Theories, equations, inventions dance behind my eyes, begging to be used. I do not think I would be bragging to say I am now possibly one of the most brilliant minds in Equestria. I also believe it is my new clarity of thought that has opened my eyes to my less admirable qualities." He chuckled dryly. "Irony, isn't it, that is only as my body is dying that my mind feels truly alive?"

The prince gestured to the files Rarity still held as she stared at him, not fully comprehending. "What you hold there is my master plan. A suit of armor combining methods of both magic and science designed not only to prolong my life, but to allow me to begin making amends for a life full of waste and reprehensible behavior. My dear aunt, Princess Luna, is constructing a team of extraordinary ponies to defend Equestria from Loki and others like him, and with this suit of armor I intend to join that team."

Rarity shook her head. "This is so much to take in. And I still don't see what you want with me!" Her patience was growing short. Even as repentant as Blueblood now claimed to be, he seemed to have difficulty moving the conversation away from himself. "I design dresses, not armor. I suppose I could assemble it for you, but surely there are ponies more qualified. I am only average in magical ability, and I know little of science."

"I apologize, Lady Rarity." Blueblood said humbly, which in itself was yet another shock to Rarity. She wasn't sure how many more shocks she could take. "I arrived at my decision after nearly a week of deliberation and thought. There is quite a bit you needed to know before I could explain why I called you here, but now, I think we can get to the heart of the matter." He nodded at the files. "Turn to page twenty-six, and you will understand, I think."

Curious, Rarity flipped to the page he'd designated, and studied the paper. It took her a few moments before she understood. "Gemstones." She said, her eyes widening. "The armor... it uses gemstones! That's the only way you could store enough magical energy to power it, and you could preprogram spells into them to act as tools, weapons..."

"And life support, yes." Blueblood nodded, smiling. "If you look, you'll see the cornerstone of the armor is a diamond, which I have dubbed the 'Core Diamond', which will be enchanted by you to act as life support and then implanted directly into my chest by the best surgeons money can buy." Blueblood turned onto his side the best he could with the enormous life-support vest weighing him down. "Now do you see? All the electronic components are built, all the magical formula written. Your skill in blending fashion and function are second to none, and it is that skill I need to assemble the armor. You are a talented enchanter, and your special talent with gemstones makes you uniquely suited to prepare the Core Diamond and the various other gems contained in the suit."

"I... I don't know." Rarity said slowly. "I've never studied medicine... and I am not so confident in my skills at enchantment to let my work be... *implanted* into somepony." She placed the files back on the nightstand. "I am sorry, Your Highness. I really am. I think you really are trying to reform, and if I could help you, I would. But I can't." She turned to go.

"Wait!" Blueblood nearly shouted, sitting upright as best he could. Rarity paused, but did not turn back. "Please. It has to be you." He begged. "It's not just your talents, I can hire anypony for that. I *chose* you. I don't just need a pony to help me build the suit. I need a pony that will help me be the stallion I want to be. You are a kind mare, with a generous heart. You are gentle, friendly, refined, elegant - all the qualities I lack, all the qualities I want - need - to learn, you can teach me! You've seen me at my worst, and you know better than to coddle me or be intimidated by my status, as another pony might. You'll keep me from going back to the way I was! Please." He took a deep breath. "In all my life, I've never asked another pony for help with anything. I've never admitted I was wrong or apologized for anything I've ever done. That changes now. I was wrong to treat you the way I did. I'm sorry, from the bottom of my heart. And I now need your help. Please."

Rarity's heart nearly broke at the speech. She didn't need Applejack around to tell her that Blueblood was being honest - possibly for the first time in his life. She could hear it in his voice.

The silence stretched on for several long minutes. Then Rarity spoke. "You'll provide the materials?"

"Of course." There was a hint of relief in the prince's voice.

"And the equipment?"

"The best money can buy."

"And the gemstones?"

"I already have a stockpile of the most flawless gems I could find, waiting for you."

"And you can have them all delivered to Ponyville? I can't stay away from home very long, I have to look after my younger sister."

"They'll be there by this time tomorrow."

Rarity was silent for a few minutes. Then she sighed, and turned to look at Prince Blueblood with a small smile on her face. "I am at your service, Your Highness."

Blueblood's smile was full of gratitude. "Please. My friends just call me Blue."

Blueblood knocked on the door of Carousel Boutique and waited patiently. It was a fairly nice place, actually. It had a very ornate and intricate design. A sharp contrast to the simplicity of the rest of the village.

The door opened slightly, but instead of Rarity, the door was answered by a small filly with a pure white coat and a mane of purple and pink. "Who are you?" She asked, looking up at him.

Blueblood gave her his best photo-shoot smile. "I'm Prince Blueblood. You must be Rarity's sister, Sweetie Belle. She's told me a lot about you. Is she home?"

Sweetie opened the door a bit more, narrowing her eyes at the Prince. "Yeah, she's here. She said you used to be mean but you're really nice now." She gave Prince Blueblood the closest she could approximate to a glare, which Blueblood found frankly adorable. "You're not gonna make her cry again like you did at the Gala, are you?"

Blueblood felt a small shock at the filly's words. Had Rarity really cried after that disaster of a party? He had much to make up for. "I will try my very best to ensure that never happens again. I promise."

Sweetie Belle continued to regard him suspiciously. "Pinkie Pie Promise?"

Thankfully, Rarity had informed him of this quaint little ritual they had in Ponyville. "Cross my heart, hope to fly, stick a cupcake in my eye." He chanted the rhyme, feeling vaguely ridiculous as he performed the accompanying hoof motions, but the filly seemed satisfied. She turned and galloped into the house, hollering for her sister.

Rarity appeared mere moment later, looking as though she had just applied some makeup. "Blue!" She exclaimed, pleasantly surprised. "The operation was a success, then? I expected you to be in bed recovering for some time yet."

"I was too restless to stay there, and I feel better than I did even before the party." His horn glowed, and his fancy vest opened. "As for the operation, see for yourself." Embedded in his chest was a large diamond, nearly the size of Blue's own hoof. "You did an amazing job with the enchanting. The doctors said it works perfectly. Not only will it protect my heart, the added magical energy being pumped into my body actually means I'm in better shape than ever before. And I owe it all to you." He then did something totally unexpected: he bent one of his forelegs to stand on his knee, and bowed his head deeply to Rarity. "Thank you, Lady Rarity. You saved my life."

Rarity felt herself blush slightly, but she gained control of herself before the Prince looked up. "You're quite welcome, dear. And your timing is quite fortuitous; I just finished your armor last night! Come in!" She led Blueblood into the building.

Sweetie had already vanished into some unknown corner somewhere, as fillies were known to do. Blueblood paid it little mind, as all his attention was focused on the armor in the center of the room. A glorious set of orange and gold plates, designed to cover the entire body and tailored to his exact measurements courtesy of Rarity's careful eye for detail. The front breastplate had a hole to fit the crystal in his chest, where it would connect to the suit and provide power. There was a sheath of crystal in the helmet for his horn, so he could feed his own magic into the suit should he need an extra boost. A pair of emitter crystals were embedded in the shoulders, designed to release blasts of magical energy for combat. Similar crystals were placed on the hooves to allow for magic-assisted jumps and even hovering for short periods of time. Rarity regretted not being able to make them efficient enough for true flight, but Blueblood had assured her they would be fine. There were a multitude of other features, both magical and technological, from both Rarity and Blueblood; the armor was a testament to teamwork and an icon of versatility.

"It's beautiful." The Prince breathed, touching it gently with a hoof, as if afraid it would evaporate.

"I'm glad you liked it." Rarity said with a bright smile. "It wasn't easy to make; I'm not used to working with metal. It should be linked with the Core Diamond, so you should be able to control it the same way you control your magic. Suiting up should be a simple matter of giving the mental command." She gave him an encouraging prod with her hoof, something she'd have never dared before. "Go on, try it!"

Blueblood took a deep breath and concentrated. He could feel the gentle throbbing of the diamond in his chest, and through it he could feel the connection to the armor. He gave it a slight mental nudge, but nothing happened. He nudged harder, but it took three attempts before the armor suddenly came apart and flew from the mannequin it had been resting on. It shot towards him, surrounding him and assembling itself directly onto his body. He stiffened in surprise, and managed to hold himself still as the armor finished its' assembly.

“You look positively dashing, Blue!” Rarity said, looking extremely pleased. She led him to a mirror. “What do you think?”

Blueblood admired himself in the mirror. He certainly looked impressive. “It’s excellent, Rarity. It fits perfectly, and it’s a lot lighter than I had thought. Truly, you have a rare gift.” He tested the joints, stretching each joint. “The shoulders are a bit stiff, but they’ll probably loosen over time.”

“Excellent! I was so worried I’d have to resize it; that would’ve been a travesty. Metal isn’t quite as flexible as fabric, you know.” Rarity was beside herself at her success. It was her first time creating something quite so intricate. “Do try the emitter crystals. I have some targets set up in the back room. I’ll go make us some tea to celebrate while you test them.” She scurried off to the kitchen.

Blueblood was just about to go see about those targets and test his suit’s primary weapons when a shrill scream - Rarity’s scream - came from the kitchen. “Blueblood, HELP!”

Without thinking, Blueblood charged for the kitchen, bursting in to find the room a shambles. Furniture and kitchen appliances were cut to pieces, the cut edges glowing red-hot. The reason was immediately apparent, as in the center of the room was a unicorn with a gunmetal-gray coat, wearing a peculiar steel breastplate. More armor covered his cutie mark, and a helmet obscured his face. A pair of long, glowing whips were attached to both his front hooves, and he was threatening Rarity with them. The magic in those whips was so intense, Blueblood’s horn itched even through his helmet’s shielding.

The intruding pony looked up at Blueblood as he burst onto the scene. “Prince Blueblood.” The intruder monotoned, his voice sounding vaguely robotic. “I am Whiplash. I am here to make you pay for your crimes.” His horn glowed, and his whips snaked out towards the armored Prince.

Shields! The prince thought in a panic, and hidden within the armor’s circuitry, a small array of crystals lit up with magical power. A shield of sparkling white force appeared before the prince, the whips bouncing off

them. Blueblood could still feel them impact against his magic, though the pain was significantly lessened. He wouldn't be able to protect himself for long; he needed to go on the offensive.

Time to test the emitters, then, he thought to himself, focusing on the emission crystals. First, he ignited the ones in his hooves, launching him out of the way of Whiplash's second assault. Landing on the mysterious attacker's other side, Blueblood activated the suit's targeting program with a thought (his own design), and fired the shoulder emitters. The blasters had near-pinpoint accuracy, blasting Whiplash square in the back and causing him to stumble. His armor protected him, however, and he spun about.

"Your newest toy is impressive, Prince." Whiplash intoned. "But it cannot save you from the weight of your past sins." The whips launched again, but this time Blueblood was prepared. His emitters fired again, knocked the whips off course as Blueblood himself charged his foe. The armor enhanced his strength as he collided with Whiplash, knocking him to the floor. Whiplash righted himself quickly, and glared at the Prince. "You will not defeat me." The strange pony ground out. The whips lashed out again, but not towards Blueblood this time.

Whiplash sent his whips after Rarity.

Rarity was too shocked by events to react, but Blueblood was not. Blueblood again acted without thinking, leaping into the path of the glowing whips and protecting the mare with his body. He managed to get his shields up in time to deflect some of the hit, but he could feel pain through the armor's feedback, and he smelled burning metal. He was hit.

"I am impressed." Spoke Whiplash. "Never did I expect the selfish prince to protect the life of another." Whiplash raised a hoof, preparing to strike. "Unfortunately, one good deed cannot defuse a lifetime of sin. Die, Prince Blueblood."

"You first." Blueblood ground out as he righted himself and turned towards Whiplash. The Core Diamond was glowing brightly as it charged, a focusing ring deploying from the Diamond's mount as it gathered energy. "I may be a worthless excuse for a pony, but Rarity saved my life. And Prince Blueblood pays his debts."

The armor's ultimate weapon, the Uni-Beam, fired at Whiplash, discharging an enormous beam of energy at him. It was so bright, even Blueblood's helmet (with state-of-the-art filtering software he'd devised) couldn't block out the light.

Several moments later the light faded, and Whiplash was gone.

In his place, sprawled on the floor and seeming relatively unharmed, were Sweetie Bell and...

"Auntie Celestia?" Blueblood gasped in shock. The pink-maned Alicorn filly leapt to her hooves at the sound of her name. "What in Equestria are you doing here?"

"Tryouts!" Celestia chirped cheerfully, as Sweetie Bell got to her hooves. "I wanted to help! I figured the best way to test your new suit and get into Lulu's team was to beat a super-villain, like Thor did with the Wrecker or Firebird with the Hulk! Only there wasn't any super-villains around, so Sweetie and I decided to fake one. We weren't actually gonna hurt anypony."

Looking around, Blueblood realized the ruined kitchen had been an illusion; other than some burn marks on the floor from their fight, the kitchen seemed perfectly fine. He also noticed a wide grin on Rarity's face. Blueblood frowned, though his helmet hid it. "You knew?"

"I'm terribly sorry, Blue." Rarity said, clearly trying not to laugh. "But it was a great way to test the suit, and Celestia promised her shields could handle anything you did."

"I was right!" The miniature goddess piped up. "But that last shot overloaded me a bit and made me drop my illusions." She sounded disappointed.

"There was another reason!" Sweetie Belle chimed in. "We had to be sure that you were really nice now like Rarity said, so we attacked her instead of you. And you saved her!" The filly's smile lit up the room. "That's so *romantic*..."

Blueblood just smiled at the filly's simplistic views, not noticing Rarity's mild blush. "I'm so glad you approve, but don't *ever* do anything like this again, okay? You both scared me witless!" He shot a look at Rarity, clearly intending the message for her as well. She just stared back innocently.

"Sure thing!" Celestia chirped. "A prank's no fun if you pull it twice anyway." She shrugged. "I gotta go back to the castle before Lulu misses me. I'll tell her to put you on the team. We can call you Iron Pony!" Before Blueblood could respond, Celestia had teleported away in a bright flash.

"Iron Pony, huh?" Blueblood said slowly. "I am... Iron Pony." He smiled. He liked the way that sounded.

Chapter 9

Caramel, part-time farmer and full-time screw-up, looked down dejectedly at the piece of paper before him. “I’m sorry, sir,” said the receptionist on the other side of the desk, sounding very bored and not very sorry.

The paper was Caramel’s application to the Royal Guards. Princess Luna had stepped up recruitment to Equestria’s closest equivalent to a military force in response to the current crisis, and even small towns like Ponyville had a recruitment office now. Stamped across the sheet in bright red ink was a single word: “**REJECTED.**” Below, in more red ink, was written “Physically unfit for duty.”

Caramel wasn’t terribly surprised, really. What was surprising was how much it hurt. After a lifetime of failure, you’d think he have gotten used to it by now, but the Royal Guards had been his last big shot at making something of himself. Predictably, he’d been rejected.

Caramel had no real skills to speak of. The kindly Apple family let him work on their farm when they needed the extra help, and he did odd jobs around town for sympathetic ponies, but everypony knew Caramel was unreliable. Even his special Cutie Mark talent was useless. With a deep sigh, Caramel took the paper and stuffed it into his saddlebag, turning to go.

“Wait just a moment, son,” came a deep, masculine voice. Caramel turned to see a large stallion with a brown coat and jet-black mane come from a side door. His Cutie Mark was a large, heavy-looking shield, and Caramel realized this pony was probably a Guard. “I’m Captain Bulwark, of the Royal Guards,” the stallion said as he approached, confirming the smaller pony’s suspicions. “I’d like to talk to you for a moment. Would you come into my office?”

Silently, Caramel meekly followed Bulwark into his office, sitting on a cushion as Bulwark went behind his desk. “Now then, Caramel. That is your name, correct?” Caramel nodded silently, nervously wondering what

he was doing here. "And you were rejected for being physically unfit?" Another silent nod. "I see. What exactly is your special talent, Mr. Caramel?"

Finally, Caramel spoke. "N-never giving up, sir," he said quietly, timidly. What a useless talent that was. He'd been so proud when he'd gotten it, but what use was it when you'd fail at everything, no matter how many times you tried? Most special talents made it clear what career a pony should pursue, gave him a sense of direction and purpose. Caramel's did not. "A-and... you can just call me Caramel. You d-don't need to call me Mr."

"I see..." The captain was... smiling? Did Caramel do something funny? Or stupid? He began to worry again. "Relax, son. You're not in trouble. Quite the opposite, in fact. Tell me something. Why did you decide to try and join the Guards? It's not a popular career choice, even with the current crisis. Most ponies avoid it unless their special talents are especially well-suited to it."

Caramel felt extremely uncomfortable, looking away from the captain. "I... I've never been much good at... w-well, anything, r-really. I thought, maybe, being in the Guards... if I d-did something important, I might finally be able to help some ponies."

"Interesting... helping other ponies is important to you, Caramel?"

"Of course!" Caramel said, forgetting his nervousness for a moment. "My whole life I just wanted to help... but it always goes wrong." He let out a heavy sigh.

Oddly, Bulwark's smile seemed to have grown larger. *He's a good colt*, he thought to himself. *Honest, passionate, and helpful. Life's beaten the confidence outta him, but I think I know how to give it back.* "Caramel, there's somepony I'd like you to meet. I think you're just the pony we've been looking for."

"Professor, this is Caramel, our test subject." Bulwark introduced Caramel to the light blue unicorn stallion, who looked up from the papers

scattered atop his desk. They were in his office in Celestia's School for Gifted Unicorns, a building so fancy and high-class that Caramel was feeling terribly out of place. "Caramel, this is Professor Gene Therapy, an expert in pony biology and the connection of magic to the physical body."

"How do you do," the professor greeted, nodding his head at Caramel. Nervously, Caramel nodded back. "I'm quite pleased that somepony accepted my offer to test my little experiment. How much did Bulwark tell you?"

"Not much." Caramel admitted. "He said it was some kind of project to turn me into some kind of a... super-pony?" Caramel's voice betrayed his doubts in the concept. "It sounded kind of weird, but... well, the Guards rejected my application. If this is the only way I can help Equestria, I'll do it."

"Good!" The professor said cheerfully, coming out from behind his desk. "'Super-pony' might be an over-simplified way of stating the concept, but it's essentially correct. I've long theorized the possibility of magical mutation, altering both the physical body and the inner magic of a pony to result in unique abilities. Sadly, my project rarely garnered much interest among my colleagues, and I never obtained much funding for experiments. Until recently, that is."

"That accident in Canterlot last week," Caramel guessed. "I-I mean, that's the kind of thing you're talking about, right? Magical mutation... that's what's happening to all those ponies who got those weird powers, isn't it?"

"Exactly!" The professor said, grinning broadly. "Follow me!" He headed out the door and down the hallway, Caramel and Bulwark following just a few steps behind. "The Celestia Event, as the newspapers are calling it, proved my theories valid. What's more, the current crisis Equestria is in means that Her Highness Princess Luna is in search of exceptional ponies. She's quite interested in my research, and she wants to see if I can replicate her sister's... incident." The professor took a left turn and lead the other two down some stairs, into the university's basement. "You see, Celestia's uncontrolled explosion caused uncontrolled mutation. I believe that a *controlled* exposure to a similar spell, or at least a simulation of it since we have no Alicorns on hand, will cause *controlled* mutation when preformed under laboratory conditions."

The professor led them into a large laboratory with more high-tech equipment than Caramel had seen in his entire life. Computers, wires, and machines which Caramel had no name for crowded the room. In the center was a large, glass chamber on a raised platform. "This is the lab where the experiment will be preformed. The chamber there will be flooded with an approximate simulation of the magical energy the Princess let off during the attack, carefully modulated to only *enhance* your natural magic, rather than alter it."

The professor gestured to the glass chamber grandly as he spoke, and Caramel felt a vague slipping sensation as he found the doctor harder and harder to follow. Sensing his distress, Bulwark stepped in. "What he's saying, son, is that his machine there is gonna supercharge your natural magic, and toughen up your body so it can handle the strain. That's why you're so perfect - first of all, you're an earth pony. If we did this to a pegasus or a unicorn and they lost control of all that power, we'd have a serious situation on our hands. With an earth pony, your magic is all passive, helping plants grow and making you stronger and tougher. Secondly, not to put too fine a point on it, but your body is weak, and your magic reserves are low to begin with. A pony with average strength and magic'd probably explode if we tried this on them."

"Bulwark!" The professor admonished. "They'd hardly 'explode'. You're frightening him," Gene sighed. "I won't say there's no risk involved. There's a possibility your body will overreact to the extra magic and try to burn it off quickly. You could become ill, possibly even crippled permanently. There is even a small chance of death." Caramel swallowed nervously. "*However...*" the professor continued. "Even if the experiment fails and you don't undergo the change we want, the likelihood of you being injured at all is about the same as winning the lottery." Gene gave the nervous colt what was likely meant to be a reassuring smile. "I promise, I'll do my best to ensure you are not harmed."

"So what do you say, son?" Bulwark asked the smaller colt. "Now that you know the details and the risks, do you want to go through with it?"

Caramel thought for a few moments. He was terrified, frankly, and not just of what could go wrong. Fiddling with the body of a pony - with his magic, his very *soul* - seemed more than a little dangerous to him. The thought that a pony could just be altered like that made his skin crawl.

However... if he said no, then he'd never change. He'd go back to Ponyville, still Caramel the failure, who couldn't bring himself to give up no matter how many times he messed up. Maybe this was exactly what he needed. The professor certainly seemed to know what he was doing, after all.

He couldn't waste this chance.

"I'll do it."

It wasn't quite as easy as that, of course. It never was, for Caramel. Firstly, Professor Gene Therapy wasn't ready to just fire up the "Rebirth Machine" (as he called it) right away. There were still a great many equations to equate, a number of formula to formulate, and quite a few tests to test. Much of the specifics and technical jargon went right over Caramel's head, but from what he could gather, a number of variables in the project depended on the test subject, so Gene Therapy had been unable to prepare them in advance. Caramel would have to undergo multiple physicals and wait while the Professor did his... Professor things.

Secondly, there was boot camp.

Project Rebirth, named after the Rebirth Machine, was technically a military operation, and that meant the Royal Guards were in charge. They were quite adamant that an untrained rookie would *not* be allowed to undergo the transformation into the single most powerful earth pony in Equestria. Caramel found this to be a reasonable demand, and so agreed to undergo a compressed, month-long version of boot camp under Captain Bulwark.

Caramel discovered that despite his normally friendly demeanor and odd sense of humor, Bulwark was a exceedingly tough task master. Still, Caramel didn't really mind. He was no stranger to hard work, and while this was many times tougher than working on Sweet Apple Acres, the principle was similar. Oh, sure, he messed up. Many times, in fact. Caramel had come to accept this as inevitable. Captain Bulwark assured him, when he wasn't busy yelling orders, that it didn't matter how many times you

screwed up. The toughest part of boot camp, Bulwark said, was “stickin’ it out”.

Or, in other words, not giving up.

For the first time since he’d first obtained his Cutie Mark, Caramel was proud of his special talent.

It was a month later when Caramel stepped into Professor Gene Therapy’s basement laboratory for a second time, though Caramel felt it had been much longer. In fact, he felt like a completely different pony now. He’d never be as strong as, say, Big Mac or Captain Bulwark - not naturally, at least - but he’d definitely put on some muscle. A much bigger change, though, was less visible. Caramel stood up straight, looked ponies in the eyes when he talked, and didn’t stutter any more. He was still naturally shy, polite, and apologetic, but at least he didn’t give the impression of a kicked puppy.

Bulwark looked at him with pride. He’d given Caramel the one thing he’d been missing: confidence. He gave the younger pony a slap on the back. “You did good, son. You earned this.” Caramel smiled at the captain gratefully. It was the first time his hard work had earned him anything, besides a handful of bits, some sympathetic glances, a lot of bruises, and on one memorable occasion, a Cutie Mark, a flower, and a kiss from a cute filly a year older than him.

But there’d be time for reminiscing later. Right now, the Rebirth Machine was warming up, and it was time to get ready.

Professor Gene Therapy and a gang of at least ten unfamiliar assistants hurried about the lab, making things quite crowded as they made last-minute adjustments and preparations. Finally, one of the assistants, a bright green unicorn stallion with a serious expression, came up to Caramel. “This way, please, Mr. Caramel.”

“That’s *Private* Caramel,” Bulwark interrupted sternly. Caramel felt a bit of pride. Private was a low rank, to be sure, but it was *his* rank. He’d earned it. That was important.

“Of course.” The assistant said sourly, wearing an expression that clearly said “I don’t get paid enough for this”. “Come with me please, *Private Caramel*. We’re ready for you.”

Caramel followed him to the glass chamber that was the Rebirth Machine, stepping inside without the hesitation that had plagued him a mere month before. He hadn’t been allowed to wear his new uniform, however much he wanted to, but they’d let him keep his new hat. It was just a small beret with the sun-and-moon emblem of Equestria on it, and few Guards ever wore it (they preferred their helmets), but Caramel liked it. He also had the special shield that had been made just for him, a thought that made him positively giddy. It was a small, round thing, colored in the red and orange of Equestria’s flag, with a much larger version of the sun-and-moon symbol on the center. It strapped onto his right foreleg and fit very snugly, angled just right to avoid hitting him as he moved. It had been specially made by some of the best unicorns in the School to be nigh-unbreakable. He didn’t really need it for the experiment, of course, but he brought it anyway. Wearing it felt... right.

“Alright now, *Private Caramel*,” Professor Gene Therapy said from outside the chamber. His voice sounded muffled as they closed the door to the chamber, but Caramel could still make out his words without much difficulty. “In just a moment, we’ll be activating the magic emitters underneath the platform. The chamber you’re in will get flooded with a controlled, diluted version of the magical explosion Celestia gave off during the Canterlot attack. We’ll be monitoring your magic levels the entire time from out here; if we notice any anomalous behavior, we’ll shut it down immediately. Assuming everything goes according to plan, however, you should come out of this a brand new pony.”

“I’m already a new pony, Professor,” Caramel said with a smile. “As far as I’m concerned, this is just the finishing touch. Fire it up, I’m ready.”

“Excellent!” Gene looked thrilled. “Glad to see you’re so eager! We’re just about ready on this end. You just relax and we’ll have you trotting out of here better than new.”

As the professor trotted back to his work, Bulwark came up to the chamber. “You okay in there, son?”

“Little nervous, Captain,” Caramel admitted. “I’m eager to get this over with; I’ve been looking forward to it all month.”

“I bet you have,” Bulwark said with a grin. “You come up with a codename yet? I hear the Princess is pretty keen on those for her little team, and we’re hoping to get you in as our first Super-Pony.”

“I’m not sure.” Caramel said with a shrug. “I am doing this for Equestria... I was thinking Private Equestria, since I am a private, but that doesn’t quite have the right ring. What do you think?”

“How about Captain Equestria?” Bulwark asked. “Might not be your official rank but it sure as hay sounds better.”

“Captain Equestria...” Caramel looked down at his shield. It was modeled after the Equestrian flag, he thought. A symbol of his country. Maybe he could be a symbol too. “It does sound better.”

“Alright, Captain, if you could stand back,” the Professor called from a nearby console. “We’re about to begin.”

“Good luck, son,” Bulwark said as he stepped back.

“Here we go,” the Professor said, his horn lighting up as he began manipulating the controls of his machine with magic.

The chamber Caramel was in lit up with a soft, white glow. Earth ponies couldn’t normally sense magic, he knew, not like a unicorn, but the magic in that little chamber was so intense it made his coat itch. Still, it was actually rather soothing, liking standing out in the sun on a warm day. Probably due to the device mimicking Celestia’s magic, Caramel figured.

Caramel didn’t notice the changes at first. He fidgeted a bit, adjusting his hat and shield, trying not to tap his hoof impatiently. After about a minute though, he felt a moment of intense vertigo, and suddenly his body began to grow. He didn’t suddenly become a giant, but as he looked back at his body he saw himself filling out with muscles that would make Big Macintosh jealous, if Big Macintosh ever got jealous. In fact, Caramel

thought, looking down at his legs, he was probably the same size as Macintosh now.

It felt good. Great, actually. Amazing, even. Caramel was so used to feeling weak, even after boot camp, that the sense of power that flooded into him now was almost overwhelming. He felt so... strong. He almost felt scared to move, like the floor would break under his hooves.

“Magic levels increasing perfectly... I think it’s working!” The Professor looked like a foal who’d just been let loose in a candy store. “Young Caramel’s body is reacting exactly as predicted, adapting to the increased magical levels right on schedule.” He was practically dancing in place. “Years of research, validated! An unmitigated triumph! Let’s power this down and get our friend out of there, shall we?” The assistants all nodded and started powering down the device - all except one.

The light in the chamber was starting to dim, but Caramel was still having trouble seeing out. That’s why he didn’t notice the green unicorn assistant he’d spoken to earlier sneaking up behind the Professor until it was too late. “Professor, watch out!” Caramel shouted. Bulwark turned, but it was too late. A sickly green flash from the traitor’s horn, and a bolt of energy impacted Professor Gene Therapy in the back.

The effects on the professor were immediate. His shouts of triumph turned to shrieks of pain as his blue coat dulled to gray, his cutie mark vanishing from his flank. He began to deteriorate, his body shriveling up like a raisin. His now-spindly legs collapsed under his own weight, the stallion’s screams giving way to a dry rasping sound before dying out completely. The Professor’s eyes dimmed as his head slumped downward, hitting the floor. The process took all of five seconds.

Caramel caught sight of a familiar snake-shaped sigil on the former assistant’s forehead, just below the horn, as the murderer turned tail and ran. The killer was a servant of Loki.

Caramel was not by nature a violent or angry pony. He tried to be kind and helpful to everypony he met, and never nursed a grudge. But now, an unfamiliar rush of red-hot anger filled his body as he watched the green unicorn flee up the stairs. How could any pony just turn their backs on Equestria and the Princesses like that? How could he just throw in his lot

with a pony who wanted to kill and enslave them all? What sort of pony did something like that?

Everything was in slow motion. The fleeing pony was drifting lazily through the air as he leapt up the stairs, assisted by a small levitation charm. Bulwark was charging towards the stairs at a glacial pace; he'd never make it. The assistants were panicking, no pony quite sure what to do.

Caramel's blood was pounding in his ears, and instinct took over. He leapt forward, smashing through the reinforced glass of the Rebirth Chamber like tissue paper. The moment his hind legs hit the floor, he kicked out with them, leaving small hoof-sized craters in the floor as he covered the length of the room with a single leap. Power surged through his body as he chased the murderer up the stairs, and into the halls of the university above.

Caramel saw the incoming bolts of magic coming long before they hit him. With a reaction time that would make Rainbow Dash jealous, Caramel dodged the deadly green magic as the fleeing unicorn rounded a corner up ahead. Caramel continued to give chase, turning the corner as his quarry took a shortcut and leapt through a window. Without bothering to hesitate, Caramel followed.

"Halt, murderer!" Caramel said, with an authority he'd never dreamed his voice could contain. "You are under arrest for the murder of Professor Gene Therapy. Surrender now and you will be given a fair trial." Caramel wasn't entirely certain where those words were coming from, but they *sounded* official. The point was made either way.

The unicorn snarled at Caramel, but the reborn stallion could easily see his legs shaking with exhaustion. He was an academic, not an athlete; he couldn't keep this up. "Y-you'll never take me alive!" He cried, his horn glowing with a sickly green light.

"That can be arranged," Caramel said solemnly, digging in his hooves and raising his shield. Power flooded up from the earth and up his legs, bringing with it a host of new sensations. He could feel the vibrations from the shaking unicorn's legs, the unevenness of his breathing. He could feel the ponies walking around Canterlot, could detect a fly about ten feet away

landing on a blade of grass. The sheer amount of information was almost overwhelming, but Caramel used the discipline boot camp had taught him to block it all out, focussing all his attention on his enemy.

They stared each other down for several moment, until suddenly the unicorn let loose a loud cry and fired a spell. It wasn't the killing blast of green that had felled the professor, but a rush of light and sound that blinded and deafened Caramel. His new earth-sense, however, told him his enemy was fleeing, using the spell as a distraction.

Caramel's instincts had served him well so far, so when a strange idea crossed his mind he didn't question it. He stomped a hoof on the ground and gave a mental cry of *STOP HIM!* A shudder of power went through him, and he felt an odd sensation through his ground-sense. It wasn't until his vision cleared that he realized what he'd done.

The green unicorn was trapped in a tangle of vines and brambles that hadn't been there before. "H-how?" The unicorn stuttered, struggling madly to escape.

"Earth pony magic..." Caramel whispered, a smile slowly coming over his face. He'd... he'd done it! He'd stopped the traitor! He'd done something right!

So wrapped up he was in his mental celebration, he almost didn't notice as the unicorn's horn lit up with another spell.

Almost.

Caramel's shield snapped up just in time, its' protective enchantments warring with the deadly green magic for a brief second before rebounding back at it's caster. Caramel saw the unicorn's features twist into an expression of abject horror just before the impact. His screams echoed endlessly in Caramel's ears as his body shriveled away, collapsing under it's own weight. The plants entangling him withered as well, caught in the backlash of the spell.

Caramel wasn't sure how long he stood there, staring at the corpse. The corpse *he'd caused*. This wasn't how it was supposed to go! He wanted to help ponies, not... not *kill* them! His entire body was overcome

with shakes, and he collapsed to the ground as tears leaked from eyes. "No..." He whispered. "No no no no nononono..."

"Son? You alright?" Caramel dimly recognized Bulwark's voice. He turned to look at the concerned captain.

"I killed him," Caramel whispered. "I didn't mean to but I killed him. He tried to hit me with that spell... I blocked it... didn't think it would bounce off... I was just supposed to catch him! This *isn't how it's supposed to go!*"

"Easy there, son," the captain laid a hoof on Caramel's shoulder. "Don't blame yourself. It was self-defense, right?" Caramel nodded dumbly. "Than you've got nothing to be sad about. That sad waste of flesh there," he nodded at the corpse. "Was a traitor and a murderer. He's not worth getting upset about. From what I can see, you did good."

"Really?" Caramel felt the captain's words soothe away his panic, and he blinked away his tears as he climbed back to his hooves.

"Really. Now come on, son. We've got to report this all to the Princess. Your country needs you... Captain Equestria."

Princess Luna looked rather impressed as Captain Bulwark completed his story. "So the experiment was a success, then? Despite the... ah... interference?"

"We couldn't have asked for a more perfect result," the captain replied. "Which is a darn good thing since the professor had committed most of the formula to memory rather than write it down like a normal pony. Without those equations the egghead, er, scientists in the school tell me that they can't repeat the experiment. And without his special talent, they probably won't ever be able to figure them out again."

Luna sighed. "A pity... if your stories of what young Caramel is capable of are true, we could certainly use more like him." Her face hardened. "Especially now. Loki's actions have caused the death of one of my subjects. This will not stand."

"I understand, your highness," Bulwark said. "Umm... may I ask a question, your highness?"

"Of course," Luna replied, her anger suddenly dissipating. "What is it?"

"You're gonna have Caramel join that team of yours, aren't you?"

"Yes, of course," Luna said, a slight look of puzzlement crossing her face. "Is that a problem?"

"Not at all!" Bulwark chuckled. "He'll be thrilled! Eager to please, that one. Just one little request I wanna make, on his behalf."

"And that would be?"

Bulwark took a deep breath. "I suggested that he be called Captain Equestria - you know, for a code name. I heard you were big on those. But, see... he's not a captain, just a private. It's the kind of thing that matters to him, you know?"

A small smile crossed Luna's face. "I see. In light of his heroic bravery in stopping the dangerous pony who murdered a valuable asset to the Royal family, I believe young Private Caramel is due for a promotion. Please tell *Captain* Caramel to come see me at noon tomorrow, would you? He should meet the rest of his team."

"Of course, Princess," a grinning Bulwark said with a bow as he left the room. "I'm sure he'd be more than happy to oblige."

Chapter 10

“This is all fer us?” Big Macintosh asked in awe.

Luna chuckled as she led him through the entrance hall of the mansion. “This mansion belonged to Prince Blueblood’s family, I believe. He donated it to the cause. He has already begun outfitting it with a large variety of equipment, the function of which I can only begin to guess at. His new gift of invention is truly an astounding thing.”

“No kiddin’,” Big Mac replied, thinking of the report he’d read on the capabilities of the ‘Iron Pony’ armor. “You sure about havin’ him on the team, though? Ah’ve heard some pretty nasty stuff ‘bout that one.”

“My sister assures me he has changed,” Luna said, though her tone betrayed some doubts. “The truth of that claim remains to be seen. The team should already be awaiting us in the conference room. Would you prefer to meet them as Thor?”

“Eeeyup.” Big Mac nodded. “That’s prob’bly best. Ah don’t want anypony to know about Big Mac until Ah’m good and ready.” He pulled Mjolnir from his saddlebags, set the bags aside (he’d retrieve them later), and rapped the staff against the ground.

“Let us meet the team,” spoke Thor, once his transformation completed.

“As you wish.” Luna said, leading the way up a flight of stairs and down a long hallway.

As they walked, Big Mac reflected on the information he’d been given on his team. First there was Spitfire - no, Firebird. He had to get used to those code names. He was a bit concerned about her. She was an able fighter, he knew that - he’d seen it himself, firsthand - but he wasn’t sure if she was up to being a member of a team like this. The last battle she was in, she’d totally lost control and nearly injured herself. What if it happened

again? Not to mention she was accustomed to being in charge; how well would she take orders?

Then there was Blueblood, aka Iron Pony. As he'd told the Princess, he was wary of the Prince. Luna had very little good to say about him, and Mac still remembered the stories his sister had told him of the spoiled jerk's behavior at the Gala. Mac wasn't especially close to Rarity, but a high-class filly like her deserved better treatment. Then again, Princess Celestia had recommended him personally - though the same Princess had also replaced his toothpaste with hot sauce, so her judgement was suspect.

Finally, and most worryingly, Caramel, now Captain Equestria. Caramel was the only member of the team Big Mac knew personally, and while they weren't close friends they were certainly on good terms. Big Mac had given the colt advice from time to time, imparting whatever wisdom he had to offer, and he knew the younger pony as a good-hearted but bumbling young colt. Now, the files told him, Caramel was a soldier, or near enough, and some kind of 'super-pony'. The idea of it made Big Mac nervous, especially considering... well, calling Caramel a failure would be unkind, but he certainly wasn't the most able of ponies. Still, if nothing else, he was a hard worker, with a good heart, strong work ethic, and a great team player. The team might be good for him.

As they approached a set of double doors that led to what Big Mac assumed was the conference room, they could here the sounds of raised voices and shouts. The pair of Alicorns shared a concerned look as the argument seemed to grow more heated, and shouting could be heard. Without needing to speak, they both hurried for the conference room, hoping to arrive before things got out of hoof.

Spitfire arrived at the mansion nearly an hour early, hoping to get a chance to talk to Big Mac before the meeting started. She'd been such a wreck the last time they talked, she never had a chance to thank him properly. Their little chat had done more to help her recover from her magical overexertion than any amount of magic, medicine, or treatment could have, and she hoped to get a chance to tell him so.

She glided to a landing in the mansion's courtyard, giving a low whistle as she looked up at the massive structure. It was probably the biggest, most impressive building she'd ever seen that wasn't made out of clouds. She doubted the Royal Treasury could afford this kind of luxury even for such a special team; whoever was funding them had some serious cash.

The impression of wealth was strengthened when Spitfire was greeted at the door by an earth pony butler, who bowed deeply, called her 'Lady Spitfire' (which she found rather hilarious), and escorted her to the conference room. If she needed anything, the too-formal-to-be-real butler informed her, she need only ring the bell sitting on a small end table to call a servant. With that, the butler left, leaving Spitfire all alone.

She was regretting coming early now. No pony else was here yet, including Big Mac, and she was bored. Pegasi weren't made to sit still and wait, especially not stunt fliers like her. Patience was not the easiest thing in the world. She paced around the room a few times. She sat down on a cushion. She got back up and paced some more. She rang the bell and asked for a snack, and received some of those fancy pastries she saw at those formal parties she hated.

Finally, she heard the door open, and she looked up excitedly. Finally, some pony to talk to! It wasn't Big Mac, as she had hoped, but another pony nearly as big. That alone was noteworthy; you didn't get many ponies that size, not even earth ponies like this one. He had a cream-colored coat and a light brown mane, and three bright blue horseshoes for a cutie mark.

"Ah, hello," the stallion said nervously. It was actually kind of cute, Spitfire thought to herself. She didn't normally have much patience for shy colts, but this one exuded a sense of power and strength, a sort of raw force of presence. The fact that he appeared completely unaware of it just seemed to enhance the effect. "I'm sorry to bother you," he continued, giving an uneasy smile. "But is this the conference room? I was told I'd meet the rest of the team here, but I'm a bit early, so..."

Spitfire glided over to him and stuck out a hoof. "Yep, you're in the right place! I'm Spitfire, from the Wonderbolts; you might've heard of me,"

she said, giving him her best poster smile. "Only I'm supposed to go by 'Firebird' around here. I guess I'm your new teammate!"

"Oh!" The stallion said, suddenly smiling brightly. "It's very nice to meet you, Miss Spitfire," he said, shaking her hoof. She could feel the strength in his hoof, though he was very gentle. She took the opportunity to examine him more closely; his muscle tone was better than most athletes, but he had the hard, rough hooves of a farmer, or something similar. Maybe he was a mutant? "My name is Caramel - Captain Caramel, that is. My codename is Captain Equestria."

"Just Spitfire is fine, Caramel." She said, releasing his hoof. "Captain Equestria? You thought of that yourself?"

Caramel blushed brightly. He was easily embarrassed, Spitfire thought with a mental chuckle. "I... y-yeah, mostly. I just thought... w-well, it was the Royal Guards who gave me this opportunity. I thought... I thought should stand for something. Be a.. a symbol, I guess." He chuckled uneasily. "Pretty stupid, huh?"

"Not at all." Spitfire said, trying not to laugh. "I think that's pretty cool, actually. If there's one thing the Wonderbolts have taught me, it's that the people in the colorful outfits can be a major inspiration to others."

"Heh... thanks," Caramel said, settling down on a cushion. "You know... I've never actually seen the Wonderbolts perform. Maybe I should go one of these days."

"Oh, you totally should." Spitfire said, landing on a cushion next to him. "I could get you tickets, if you want."

"That would be very kind of you, b-but you shouldn't put yourself through any trouble on my behalf," Caramel said shyly.

"It's no trouble at all, though there probably won't be any shows until Soarin'... well, there won't be any shows for a few months." Spitfire felt a small stab of pain as she remembered what had happened to her closest friend, but she shoved it away. There was half an hour before the meeting started, and she got to spend them flirting with her cute new teammate.

She'd been a bit apprehensive of working with a new team, but if they were all as sweet as Caramel, then she had nothing to worry about.

Caramel felt like he was dreaming, except he'd stubbed his hoof against the big conference table and it hurt, so he was definitely awake. Still, his whole world had been turned upside-down, and he kept nervously waiting for the other cosmic hoof to drop. Things couldn't get so good so quickly, could they?

It was all just so surreal. He'd taken a royal chariot, pulled by pegasi guards, to a huge mansion that was even fancier than Miss Rarity's place. The servants had bowed to him and called him Captain Caramel - *CAPTAIN* Caramel. The promotion still made his head spin. Then he'd been led inside by a butler who was very nice, if a bit formal, and brought to the conference room. The room itself was pretty plain in comparison to the rest of the house - a soft, carpeted floor, a nice but solid oak table, a few very plush-looking cushions to sit on, and just a few paintings on the walls - but it was still nicer than any other house Caramel had ever been in. *Then* he'd met Spitfire - Firebird - who was a celebrity and really pretty and nice and *actually flirting with him*. He was so embarrassed by her attention that he kept blushing bright red, and his stutter was slowly returning.

All in all, Caramel thought as he ate some of the chocolate that Spitfire was sharing with him, this had been the best day he'd ever had. It was better than becoming Captain Equestria, better than graduating from boot camp, better than that time he'd won a stuffed Celestia doll at the party for Luna's return, better even than the day he'd gotten his Cutie Mark. It almost seemed like nothing could ruin this day.

Of course, he was still Caramel. It couldn't last.

About ten minutes before the meeting was due to start, a pure white unicorn stallion with a dirty blond mane walked into the room, a distracted look in his eyes. He had an unusually large build for a unicorn, though still smaller than Caramel, and he seemed to be thinking very hard about something. He completely ignored the room's other occupants, taking a seat on one of the cushions and muttering to himself. Caramel's enhanced senses picked up some mumblings about emitters and magical radiation

and other scientific mumbo-jumbo that Caramel couldn't hope to understand.

Caramel and Spitfire shared a look at the unicorn's odd behavior; he hadn't even bothered to introduce himself. Caramel stepped forward and cleared his throat, hoping to get the pony's attention. He was ignored. Caramel tried again, louder, once again failing to get a reaction. Caramel was getting unnerved now, but he tried one last time. "Excuse me?"

The unicorn spared him a quick, distracted glance. "Ah, good, a servant. Listen, could you fetch me some paper and a quill? I need to write this down before I forget..."

Caramel felt his face flush red, but with anger rather than embarrassment this time. He fought to keep his voice under control as he told the absentminded pony "I am not a servant."

"Pardon?" The unicorn turned and actually focused on Caramel for the first time.

"I'm not a servant," Caramel repeated, forcing himself to calm down. Why was he so angry? He never used to get angry. It's just that, on the first day when he finally felt like a somepony, being treated like a nopony all over again felt so offensive it felt as though he'd been slapped. "I'm a member of Luna's new team. That's why you're here, isn't it?"

"Ah!" The stallion's mind finally seemed to snap into focus. "Yes, yes of course. This is my mansion, you see. I donated it to the Princess to use with the team, but I'm not used to having other ponies here besides myself and the servants. Not to mention... well, you rarely see earth ponies in Canterlot unless they're servants. So you're a mutant, then?"

All the earth ponies here were servants? The sheer offensive racism of that statement was so blatant that Caramel and Spitfire both winced. Caramel was fairly certain it wasn't even true; though there were a lot more unicorns here than any other type of pony, he doubted they dominated the city the way this stallion seemed to think. "No, I'm not a mutant." Caramel said, only his polite nature keeping him from growling. "I am Captain Caramel. Who are you?"

“I am Prince Blueblood, the highest-ranking mortal member of the Royal Family,” the stallion said, his eyes narrowing. Caramel suddenly felt all his old nervousness return at the realization that he was speaking to royalty. “So if you’re not a mutant, why are you here? What use is an unpowered earth pony?”

Caramel’s jaw dropped. Who was this stallion? Did he casually insult *everypony* he met? He vaguely noticed Spitfire stiffening in anger off to the side, but he barely paid attention. He opened his mouth and proceeded to do something he’d never done before: yell at another pony.

Dimly, he realized that yelling at royalty would end his dreamlike day rather abruptly, but he couldn’t make himself care at the moment.

Blueblood was having trouble focusing again.

Of course, this was not a new experience for him. Before his mutation, he had found focusing to be... difficult, to say the least. That had mostly been due to lack of interest in... well, in anything, really. Now, he discovered he was having the opposite problem.

He’d hit on a wonderful idea, a new invention, a groundbreaking equation, a revolutionary bit of technology or spellcraft. His mind would go into overdrive, thinking of the possibilities, expanding on his idea, mentally working out the kinks in whatever theory he’d dreamed up. Then, suddenly, a new idea would interrupt his train of thought, throwing him off course as he suddenly forgot his first idea to pursue the new one.

Needless to say, it was all very distracting.

Ever since Rarity and he had assembled a lab for them both within the mansion - Sweetie Belle had returned to stay with her parents, leaving Rarity with more time to spend in Canterlot - Blueblood found himself rarely leaving the room. His end of the heavily reinforced chamber - more than one experiment had ended in explosions - was covered in papers and half-finished inventions.

Right now, Blue was working on his latest idea - a calculating device, like a calculator but a thousand times more advanced. For now, a crude model using metal to conduct the magic would suffice, though the final model would have carefully sculpted crystals instead. If he was correct, he could create a device that could store, retrieve, correlate, edit, and interpret data. Such a device would be revolutionary!

He was carefully levitating the next bit of metal into place when Rarity entered the lab. He turned to look at her, smiling. "Ah, Rarity. Have I missed lunch again?" Blue had developed a habit of getting so entranced with his work, concerns like food and sleep were occasionally forgotten, and Rarity took it upon herself to remind him.

"No, Blue. Today's the meeting with the new team, remember?" Rarity reminded him gently.

Blueblood checked the special clock he'd designed, one that displayed the time with holographic numerals hovering in the air, rather than the usual minute and hour hands. "The meeting isn't for nearly two hours yet! I am in the middle of a very delicate experiment, I need to finish before I can even *think* about that sort of- hey! Unhand me!" Blueblood was cut off as Rarity seized his tail with magic, dragging from from his desk.

"You need the extra time to get cleaned up, dear. You haven't looked in a mirror lately, have you?" Rarity brought him to a polished metal surface. Blueblood gaped as he looked at his reflection; he hardly recognized himself. His mane was wild and unkempt, his coat filthy and rumpled, his hooves were stained with oil. His hooves hadn't been cared for in nearly a week, for Celestia's sake! What on Equestria had come over him?

Rarity was still bemoaning his appearance behind him. "Oh, your poor mane! What a disaster! Look at you, darling, you're an absolute mess! You really must get out of this lab more often. Normally I'd recommend a full day at the spa, but you kept insisting that I let you keep working and now we haven't nearly enough time." Rarity shook her head and sighed. "Luckily, you have me here! Don't you worry, Blue, I'll have you looking yourself in no time."

Blueblood let himself be dragged from the lab and into the master bathroom, where several beauticians met him and had reactions to his appearance much like Rarity's. Rarity herself led the charge, shampooing his mane and brushing it with a vengeance. Blue let his mind clear, allowing himself to enjoy the treatment; he really needed to do this more often. It was so much easier to think when clean. He used to do this almost daily, but there was hardly any *time*...

It was an hour and a half later when Rarity finally proclaimed Blueblood presentable. He'd put on one of his casual suits, which Rarity had cunningly tailored to make the diamond in his chest all but invisible beneath it. He had other suits designed to show it off, of course, for when he wished to make an impression, but Rarity had insisted on the 'humble' approach. Not only would it be good practice, she explained, but if he was to work in a team with other ponies he needed to make it clear he didn't consider himself above them. Blueblood deemed this perfectly reasonable advice, and resolved to take it to heart.

Unfortunately, that resolve had not lasted long.

Blueblood had entered the conference room, his mind buzzing with ideas again. Clean body, clean mind, his grandmother used to say; Blueblood had to agree, as he found his thoughts much easier to keep track of now. So wrapped up was he in his thoughts, he hadn't noticed the other ponies in the room until they addressed him.

Blueblood glanced absently, and saw an earth pony. The higher reasoning functions of his brain being somewhat occupied, Blueblood automatically assumed him to be a servant and requested some paper to write on. He'd been mortified when a disgruntled response jolted him back to reality to notice that he'd just inadvertently insulted one of his new teammates. His attempts to explain himself seemed to only irritate the other stallion, as it did the pegasus mare hovering behind him. An actual apology probably would have smoothed over, but a vestige of Blue's old pride would not allow an apology to pass his lips, especially towards an *earth pony*.

"So if you're not a mutant, why are you here? What use is an unpowered earth pony?" The words left Blueblood's mouth before he had a chance to think them through. Darn it, that was the old Blueblood talking!

He'd overstepped the line, he knew. He needed to apologize - pride be damned! - but he never had the chance.

"*HOW DARE YOU?*" The earth pony snarled, shocking Blueblood with his vehemence. No pony *dared* take that tone with a prince before. "Just who in Equestria do you think you are, calling other ponies useless? If it wasn't for us earth ponies, you unicorns in your fancy castles would all starve!" He pawed the ground angrily, glaring at Blueblood. "We build your homes, grow your food, and if you don't take that back right now, I'll show you just how *useful* an earth pony can be."

Indigent anger and wounded pride flooded Blueblood's mind, blocking out his more rational thoughts. No pony spoke to a member of the Royal Family like that! NOPONY! His old nature took over, and the arrogance he'd thought he'd discarded came back in a rush. "I stand by what I said. An earth pony cannot fly, and cannot work magic. You have no mutation, you admitted so yourself! What could a powerless pony like you possibly contribute? Earth ponies are better suited to the farming and labor; leave the fighting to ponies with *power*."

The other pony's face went a very interesting shade of red as he opened his mouth to reply, but he never had the chance. "BLUEBLOOD!" A familiar voice rang out. Rarity burst into the room, looking quite beside herself with anger. Blue's own anger and arrogance drained away as he saw the look on her face. Oh dear. He'd overdone it, haven't he? "Blueblood," Rarity repeated, sounding for all the world like Blue's old mother before she'd passed away. "We talked about this. If you truly want to change, you have to be kind and polite to *everypony*, not just the ones you like."

"But..." Blueblood tried to interject, but Rarity wouldn't let him finish.

"I don't want to hear any excuses. You apologize to Caramel right now." Even Celestia at the height of her power would have been a little frightened by Rarity's ferocity. Blueblood didn't stand a chance.

After a few moments of being at the receiving end of Rarity's glare, Blueblood's will broke, and he turned to Caramel. He took a deep breath, and finally said "My... deepest apologies, Mr... *Captain* Caramel. I will do my best to avoid such snap judgements in the future."

Rarity turned her gaze on Caramel, but she needn't have bothered. The shy earth pony was already apologizing. "Yeah well... I said some things that weren't too nice, either. I'm sorry for blowing up on you like that."

"Good!" Rarity said with a satisfied grin. "Now then, who's hungry? The kitchen has some very nice pastries for us to eat as we wait..."

Thor and Luna burst into the room, only to discover that everything was well in hoof. The 'argument' they thought they heard was, in fact, a game of charades in progress. Rarity, Spitfire, and Caramel all sat together on a group of cushions as Blueblood preformed, valiantly performing a fairly poor impression of a very famous pony. The small group had been shouting their guesses amidst peals of laughter, which from behind the thick doors of the conference room had sounded an awful lot like angry yells.

Luna's mouth curved into a grin at the sight. "I believe the answer you're looking for is my sister Celestia." She told the group. "Am I right, nephew?"

"Thank you!" Blueblood said with an exhausted sigh. "I was starting to get worried these dimwits would never catch on!" Though the insult itself was pure Blueblood arrogance, the tone was light and joking. It was more akin to the lighthearted jabs amongst good friends than an actual insult.

"I dunno how *that* was supposed to look like Celestia." Spitfire huffed grumpily. "I guess this means you win, Blue, since we hafta start the meeting now."

"Yes, I'm afraid so." Luna said with a smile. "Although it does my heart good to see you all getting along so well already, we have important matters to discuss." The group nodded, moving their cushions back into their positions around the table as Rarity gave her seat back to Blue. Luna stood at the table's head, while Thor seated himself at her right hoof.

“The purpose of this meeting is primarily to introduce you all to each other - something I’m happy to see you’ve all done for yourselves - and to ensure you all understand why we are here.” Luna began. “I believe you all have heard of Thor, who has agreed to act as team leader and official liaison with the throne. He shall take his orders directly from me, and pass them on to the rest of you. I expect you all to show him all the respect you would show me or my sister.”

Thor nodded at the rest of the table’s occupants. “Greetings, my friends. It is a pleasure to meet you all.”

“The pleasure is all mine, Lord Thor.” Prince Blueblood replied, lowering his head in respect. “I am Prince Blueblood, of the Royal House of Blueblood, highest ranking mortal member of the Royal Family. I am codenamed Iron Pony, for the suit of powered armor I devised myself, with some help from my serv... assis... *partner* Rarity.” He gestured to the elegant mare who hovered just behind him, and she bowed deeply.

“It is an honor to meet you, Lord Thor.” Rarity said, her voice positively oozing high class. She made a pretty convincing noblemare, Big Mac thought privately. If he didn’t know better, he’d think she was born in Canterlot.

“I am honored as well.” Thor said with a polite nod. “It is good to meet you Prince Blueblood, Lady Rarity.” He turned to Caramel, reminding himself he wasn’t supposed to know him. “And who might you be?”

Caramel snapped off a smart salute, showing enthusiasm Big Mac hadn’t seen him with in a long time. “Captain Caramel of the Equestrian Royal Guard, sir. Codenamed Captain Equestria. I’m an enhanced earth pony - anything a normal earth pony can do, I can do... well, better.” He looked vaguely embarrassed at the statement, as if unused to being better than anypony.

“I see. A great honor to have such a warrior with us, Captain.” Thor replied with his own salute. He turned to the team’s final member. “And of course, the great Spitfire, captain of the Wonderbolts. I already know of thee and thy powers, Firebird.”

Spitfire actually blushed a bit. "I never did thank you for the other day. You know, with the Hulk. So... thanks. For catching me... and for stopping me." She whispered the last part of her sentence, look everywhere but at the room's other occupants, especially Caramel.

"It was my pleasure, Firebird." Thor responded, smiling for a moment before his expression turned serious. "Today, my friends, we form something greater than any of us, even myself. We will become a team that will protect Equestria from all threats, from within and without. For now, we shall focus on the most immediate threat of Loki, but make no mistake. Equestria has changed drastically, and not all changes were for the better. Even after Loki is defeated, Equestria will need us, to act as a shield against the threats this new world will pose.

"We shall right the wrongs that Loki has wrought upon our nation; we shall stand for justice and truth for all Equestria. I propose we be called the Avengers, for together we shall take vengeance for the crimes committed by Loki and all those like him. United, we shall be the most powerful team of heroes Equestria has ever known!"

"I have no objection." Luna said, her face unusually hard. Loki had taken the life of several of her ponies. Vengeance was most certainly due.

"Sounds good to me." Caramel said with a nod. This was his chance to prove himself, to help not just the ponies in Ponyville, but everypony in all of Equestria.

"I like the sound of it." Spitfire agreed. A smile on her face disguised her pain as she remembered Soarin' still in his hospital bed. As long as she drew breath, that would never happen again.

"A most appropriate name, I think." Blueblood added. This was his opportunity. He would improve. He'd become a pony that, when next he lay on his deathbed, he could look back on without shame. He would.

"I'm glad that we all agree." Thor said with a smile. "And now, my friends, my close friend and ally Pinkamena Pie is preparing us a party fit for heroes! She should be waiting for us downstairs; shall we?"

The group left the room, smiling and laughing all the way; all except Spitfire. "Excuse me, Princess?"

Luna turned back to see a worried looking Spitfire hovering in the air. "Yes, my little pony? What is it?"

"Well... it's just... Is Macintosh Apple here, ma'am?" the Pegasus mare asked, uncharacteristically nervous. "It's just... I wanted to talk to him."

The Princess hesitated for a moment. She couldn't tell a direct lie, not to one of her subjects, but... "I'm afraid Macintosh is quite busy with his responsibilities, at the moment. If you like, I shall inform him you wish to speak to him, when next I encounter him."

Spitfire broke into a grin. "Thanks a lot, your highness! I better get going before all the food's gone!" She flew from the room, and Luna, chuckling, followed after as quickly as decorum would allow.

After all, as her first day back on Equestria had taught her, Pinkie Pie parties were not to be missed.

Chapter 11

“Aaaand... all done!” Rarity proclaimed, stepping back. Spitfire breathed a sigh of relief as she was released from the unicorn’s ministrations. She appreciated Rarity’s work, but that didn’t make standing still for hours any easier. “What do you think, darling?”

Spitfire hopped down from the pedestal in the center of Rarity’s new workshop. Blueblood had it set up for her in Avenger’s Mansion, as their headquarters was now known, when Rarity had made it clear that she would *not* allow Equestria’s newest team of super-ponies save the world without proper attire.

Spitfire winged her way to the full-body mirror and examined herself. She was wearing a brand-new bodysuit, colored in shades of orange and red to match her fiery mane (hah!). It was actually pretty similar to her Wonderbolts flight suit, aside from the color, but this left her head uncovered and her mane free. Her fire seemed to emit mostly from her mane, so leaving it free gave her unrestricted access to her powers. “I love it!” Spitfire said with a grin, turning this way and that in midair to admire herself. “It’s a lot more comfortable than my Wonderbolts suit. What’s it made of?”

“To be honest, I’m not entirely certain.” Rarity admitted, trotting up to stand next to Spitfire. “Blueblood invented it. Something about... unstable molecular... structure? Oh, something like that, I never can follow when he goes into his genius mode. It’s such a wonderful fabric, regardless, don’t you think? It’s so light and flexible, it breathes so much better than latex, keeps you warm in the cold and cool in the heat, doesn’t tear easily, and of course it’s able to withstand the intense temperature of your powers, dear.” Rarity gave a bit of a dreamy sigh. “Blue certainly manages to work miracles sometimes, when he manages to focus long enough to finish a project.”

“It *is* pretty nice,” Spitfire agreed, before giving Rarity a knowing grin. “You sound... especially impressed, though I have a feeling it’s less with the fabric and more with its’ inventor.”

Rarity sighed. "Oh dear, is it that obvious?"

"Fraid so," Spitfire chuckled. "You know, Blue has a pretty bad rep from what I heard, but he's a pretty good colt, all things considered. Handsome, rich, brilliant, polite so long as you smack him upside the head every so often... you could do worse."

"I suppose I could," Rarity said wistfully. "Still... the last time I pursued him it ended in disaster. I suppose I'm a bit nervous about trying again."

"Oh, you dated before?" Spitfire asked curiously. "I didn't know you guys knew each other before the Avengers."

"Ah... not exactly... It's a long and embarrassing story," Rarity said, her face coloring slightly. "Another time perhaps." She shot Spitfire a sly glance. "What about you, dear? Any colt catch your eye recently? Perhaps a certain... military stallion?"

Spitfire grinned at Rarity. "I'm sure I don't know what you're talking about." She glanced up at a clock on a nearby wall. "Gah! Horsefeathers, I'm late. Big Mac finally got a break from whatever it is the Princess has him busy doing, and we were gonna go out for doughnuts."

"Oh?" Rarity had a very... *interested* expression. "Big Macintosh? He's quite a comely stallion himself, you know..."

Spitfire gave Rarity a friendly shove. "Ah, stow it, will ya? I've been trying to talk to Mac since we came to this mansion a week ago. I just got some things I need to say to him, that's all."

"Whatever you say, darling~" Rarity singsonged as she went back to her worktable. "I need to get back to work on *Caramel's* outfit. I'll be sure not to tell him where you've gone."

"Aw, cut it out, Rare!"

“Big Mac!” Spitfire called as she flew across the rebuilt Pony Joe’s. The large earth pony looked up and smiled, waving the pegasus over.

“Howdy, ‘Fire.” Big Mac said, gesturing for her to take a seat. “Good ta see ya’ll again.”

“It’s good to see you too,” Spitfire said, giving the larger pony a brief hug before sitting down and waving to Joe to bring over some doughnuts. The friendly yellow unicorn had fully recovered from his store’s destruction over a month ago, and immediately brought over Spitfire’s favorite chocolate glazed doughnuts. “Where’ve you been all week? I’ve been trying to talk to you since we got here!”

Big Mac fidgeted a bit. “Ah, well, y’know... Princess keeps me real busy. There’s a mighty lot’a behind-the-scenes work to do fer the Avengers.” All technically true. Big Mac had been taking lessons from Pinkie. “But Ah finally got the day off. It’s good ta see ya’ll doin’ better.”

Spitfire nodded, her smile drooping a bit as she stared down at her doughnut. “That’s... why I wanted to talk to you, actually. The last time we talked... after Soarin’s accident... I was a mess. I didn’t know what to do with myself... I don’t know if I’d have ever forgiven myself for that. I’m still not sure if I ever will... but I can live with it now. Thanks to you.” She looked up and smiled. “You talked me out of my funk. You got me on the Avengers, which I think I really needed. And the Princess tells me it was you who convinced Blueblood to pay for Soarin’s treatment.”

Big Mac rubbed the back of his neck. “Ah just suggested it, really. Rarity did most’a the real convincin’.”

“Still. I just wanted to thank you,” Spitfire said, leaning over the table to give Big Mac another hug. He hugged her back. “I really appreciate it. And the Avengers is one of the best things to happen to me! I don’t think I could’ve stood being around the other Wonderbolts without Soarin’, but if I just did nothing I’d go crazy. This is just what I needed.”

“So ya’ll’re enjoyin’ it?” Big Mac said with a smile. “How’s the team? Ya’ll gettin’ along?”

“Oh, definitely!” Spitfire said with a broad smile. “You know Caramel, right? He said you used to work on a farm together.”

“Eeeeyup. Good colt.”

“Definitely,” Spitfire agreed. “He’s a sweetheart, he really is. You don’t meet many colts like him these days.” She had a strangely happy look on her face.

Big Mac grinned. “Ya’ll just be gentle with him, alright?” Big Mac cautioned, though he continued to grin. “He’s like mah lil’ brother. Don’t you hurt him now, you got that?”

“I’m sure I don’t know what you mean.” Spitfire said with a smirk, as she did to Rarity. Then she relented and added “But I promise. You don’t need to worry.”

“Good,” Big Mac said with a nod. “What about Blueblood? Ah heard some pretty nasty stuff ‘bout that one.”

“Yeah, so did I.” Spitfire shrugged. “Either it’s just gossip or he’s changed, because he’s not that bad. Oh, he’s still a insufferably pompous flankhole with more money then he can ever spend, more intelligence than he knows what to do with, and more ego then the other two combined, but he’s actually pretty alright once you get used to him. You just need to smack some manners back into him every so often, that’s all.”

Big Mac chuckled. “Well, consderin’ Rarity’s still hanging with him after what he did t’her at the Gala, he must be pretty charmin’.”

“The Gala?” Spitfire questioned. “You mean that disaster last year? Rarity was there?”

“Ah... yeah. It ain’t mah story t’tell, though. Ah wasn’t even there,” Big Mac shrugged. “Ya’ll should ask Rarity ‘bout it.”

“Maybe I will.” Spitfire said, more curious than ever.

“Anyway, what about yer new leader? Thor, right? What’s he like?” Big Mac couldn’t resist; this was a unique opportunity to get an honest appraisal of what another pony thought of him.

“Thor? He’s alright, I guess,” Spitfire said with a shrug. “He’s certainly impressive in person. Really... big. Even bigger than the Princesses. And he’s really inspiring, like the Princesses are. Just talking to him makes you want to go out and save Equestria. But...”

“But what?” Big Mac pressed.

“Well... He’s kinda... distant,” Spitfire said finally. “It’s like... he’s some kind of natural force. Like a storm, really. Big and powerful but really far away.” She shrugged. “I dunno, whenever he talks it just feels like a speech. We’ve talked at least a dozen times, but I already feel like I know you better. And we’ve only talked twice!”

Distant? Big Mac wondered at that. He never even considered trying to make friends as Thor. Thor was a leader, a role Big Mac played, not an actual pony. Just a mask he wore.

Maybe he should take that mask off sometime.

He and Spitfire continued to talk for the better part of an hour, munching on almost a box’s worth of doughnuts - apple cinnamon for Big Mac, chocolate glaze for Spitfire. Finally, Spitfire glanced up at a clock and said she had to leave. “We’re having our first training session today.” She explained, though Big Mac already knew. “Blue has been setting up some sort of gizmo ready to help us train, and it’s finally ready. I better go meet the others.” She gave Big Mac one last hug. “I’ll see you around, Mac!” She flew from the shop in a blur.

Big Mac just grinned, pulling Mjolnir from his saddlebags as he trotted out of the store. At his godly speed, he’d be there in plenty of time to make it seem like he’d been there the whole time.

“Welcome to the Danger Field!” Blueblood - or, rather, Iron Pony, as he was wearing his armor - said grandly as the rest of the team entered the

room. 'Room' was something of a misnomer, though. The enormous chamber was buried deep under Blueblood Manor, and it was easily twice as large as the grand dance hall in Canterlot Castle. It was spectacularly unimpressive aside from its size, however; a concrete floor, brick walls and ceiling, and a single large window into an adjacent room set high on one wall.

"Doesn't look too dangerous." Firebird quipped. She was wearing the new uniform Rarity had prepared for her, and her mane was burning gently. She felt the fire was just as much a part of the Firebird identity as the outfit, and so she resolved to keep her mane alight while in costume. "Looks pretty boring, actually."

"It's big enough for some combat training, I guess." Captain Equestria noted. Rarity had done a nice job with his outfit, a bodysuit of the gentle blues and yellows of the Equestrian flag. It matched his shield and beret rather well, both of which he carried with him, and it had the sun-and-moon emblem of Equestria on the flank, where the cutie mark normally went. It looked *really* good on him, Firebird thought privately. "But we'll need some equipment."

"No we won't!" Iron Pony said gleefully. "This room is a special bunker designed to protect all of Canterlot's nobility - my ancestor who built this place was something of a paranoid, you see. The walls are thick enough to withstand the apocalypse itself, so we can use our powers without worrying about damaging anything - especially you, Lord Thor." Thor nodded, privately wondering just how accurate that was. "As for equipment, well. I installed some of my inventions into the walls and floors; I guarantee you won't need anything else."

Thor's brow furrowed. "What exactly did thou install, Blueblood?"

"I'm glad you asked!" Iron Pony looked like a child in a candy store as he waved up to the window. By straining their eyes, everypony else could just barely see Rarity waving back. "Lady Rarity is up in the control room there; she'll be controlling the Danger Field's equipment." He raised his voice a bit, the armor's mask amplifying it so he could be easily heard from the control room. "Rarity, dear, run program L-23B, would you?"

There was a moments pause, and suddenly everypony besides Iron Pony jumped as the room around them... vanished. Suddenly they were standing amidst what appeared to be the ruins of Canterlot Castle. "Behold!" Iron Pony exclaimed. "My fully-immersive holographic environment, or FIHE. It's practically impossible to tell the difference, isn't it?"

"Quite impressive," Thor admitted, kicking a piece of rubble. He felt the impact against his hoof, and it went skittering across the ground. "How did thou make the stones solid? They were not here before."

"Hard-light holograms," Iron Pony said proudly. "They look real, they even feel real, but they're little more than forcefields covered by a hologram. I had to enchant nearly half my supply of gems to keep track of all the information and create all the holograms, but I'm working on streamlining the process. I think it was worth it regardless, don't you?"

"Well, as impressive as this is," Firebird said dryly. "It seems more like a toy than a training device. How does this give us combat practice?"

"Oh, ye of little faith," Iron Pony chuckled. "Hard-light holograms can do more than just make rocks. Rarity! Run program E-1, if you please."

There was a shimmer in the air before them, and suddenly a pony very familiar to Thor popped into existence. "Odin's blood," He whispered. "Your machine can duplicate the Wrecker?"

"The Wrecker, as well as several other enemies we've each defeated." Iron Pony confirmed. "It can also do some generic enemies, as well as duplicate a large number of the mutants in the Princess's files, which she generously leant to me. I also made up several foes of my own design, as did Rarity, Princess Luna, and Pinkie." He shuddered briefly. "As an aside, it is in everypony's best interests not to load any file with the prefix 'P'." Everypony nodded in agreement. "Good. Now then, this version of The Wrecker is actually about half-again as strong as the real thing, since Thor already demonstrated that he can fight the real one on his own. I thought he'd be a good foe for us to begin practice on."

Thor nodded slowly. "The Wrecker is powerful, but simple, uncomplicated. He was my first foe in this age; it is appropriate that he be the Avenger's first foe as well. Shall we begin?"

Firebird flared her mane, taking to the air. "Ready when you are, boss!"

Captain Equestria readied his shield, digging his hooves into the ground. "Just say the word."

"Very well!" Iron Pony said, as Thor took up a ready position as well. Iron Pony readied his shields and emitter crystals, then called out: "Rarity, begin the simulation!"

"Watch those flames, you madmare!"

"Stop jumping in my way, you spoiled foal!"

"Come on, I left that wide open for you, Cap!"

"I can't read your mind, Firebird!"

"Captain, now would be an opportune time!"

"Sorry, Thor!"

It was about an hour later when the Avengers limped from the Danger Field, sore and disgruntled. There were several singe marks and dents on Iron Pony's armor, and everypony else had been knocked around rather brutally.

"I feel like I just spent the last hour boxing with a dragon." Captain Equestria groaned.

"What are you complaining about?" grumbled Iron Pony. "*You* spent all your time in the background. *We* did all the fighting."

"If by fighting you mean charging ahead like an idiot and getting in everypony's way, then yeah." Firebird quipped.

"Well maybe I could have timed my attacks better if you had actually *communicated* with us, instead of just expecting us to know when you're 'ready' for us!"

"**ENOUGH!**" Everypony stopped arguing as Thor's deep voice reverberated throughout the hallway. "We are all at fault, myself included. I am accustomed to working with ponies with an instinct for battle, which you three have not had time to develop. You do not yet know the basics of teamwork." He turned to Firebird. "Firebird, for many years you led a group of ponies who you knew perfectly, and who knew you, and would follow your lead. You do not lead here, and we do not instinctively know what you plan as your fellows from the Wonderbolts might. You must communicate with us, and be willing to adapt your plans to the actions of others."

Next he turned to the armored prince. "Iron Pony. You are so eager to prove yourself, so focused on your own goals, you disregard your fellows. You charge ahead, unheeding of the danger you cause to yourself and your allies. You must take care to note their actions, so you can better work as a member of a team."

Finally, he turned to Caramel, who was looking sheepishly embarrassed. "Captain Equestria. In many ways you are Blueblood's opposite. You are *too* cautious, too patient. You wait and wait, to afraid of failure to take a risk. You cannot fear failure. When you see an opening, you must seize it."

Thor looked at each of them in turn. "We must learn to work together, to trust each other and work as a unit. Do you all understand?" Slowly, all three of his teammates nodded.

“Good.” He said with a nod. “Then I think one more round in the Field is in order.”

The team groaned, their shoulders slumping. They all turned to reenter the Danger Field.

Suddenly, Firebird gave an alarmed yell and collapsed to the ground. In moments, Caramel was by her side, pulling the mask of his costume off as he tried to help her up. “Spitfire? Spitfire, are you okay? Are you hurt?”

Spitfire did not answer, save for a low, quiet moan. Her eyes had gone blank white, a strange mist obscuring her pupils. Thor put a hoof on Caramel’s shoulder. “Hold, Captain. Firebird is susceptible to receiving omens of the future; she may be receiving such a vision now.”

Caramel gave Thor a worried look before turning back to Spitfire. After a few tense seconds, Spitfire gave a sudden start, her eyes returning to normal as she tried to bolt upright. Her legs gave way, but Caramel caught her before she could collapse. “Easy, easy. Are you alright?” he asked, concern in his eyes.

“Y-yeah, I’m fine,” Spitfire said, panting. “I... I had a vision.” She let Caramel help her to her hooves.

“What did you see?” Iron Pony asked curiously.

Spitfire took a deep breath. “I saw Manehatten.” She turned to Thor. “We have to go there. Now!”

“Why?” Thor asked, urgently. “What did you see?”

Spitfire shuddered, and Caramel held her tighter. “Flames. I saw all of Downtown Manehatten in ruins and flame. I don’t know how, I don’t know when, but I know it’s going to happen soon unless we go and stop it *right bucking now!*”

Chapter 12

Gilda's head hurt.

She stumbled through the streets of Manehattan like a drunk, ponies scattering to keep out of her way. Gilda barely took notice. She had an apartment nearby; if she could get there she could collapse on the couch and sleep off whatever was making her head *hurt* so much.

Manehatten was right in the center of Equestria, just under a day's travel from Canterlot, so a griffon wasn't exactly a common sight. Gilda felt the stares of everypony on her as she stumbled past; she could practically *taste* their disapproval. She could swear she could even hear their thoughts. *What's a griffon doing here? Is she drunk? What does she want?*

Stupid ponies. Why did she care what they thought? She was better than them. Cooler. Yeah. She was cool. Had to remember that. It was important, though she couldn't remember why. She was finding it hard to think at all.

Stars above, her head was *pounding*.

Griffons should be in charge, anyway. What kind of messed up world was it when a country ruled by *prey* was the strongest nation in existence? Of course, ponies hadn't been prey for thousands of years - having a patron goddess who took a very active hoof in affairs tended to help with that - but they *should* be. All those stupid little ponies running around, judging her...

She wanted to destroy them. All of them.

Even Rainbow Dash.

Especially Rainbow Dash, that traitorous, dorky, flip-flopping dweeb.

The more Gilda thought about it, the more attractive the idea became. It was high time she reminded all these lame ponies who the dominant

species was. And she could do it, too. Ever since that flash of light a month ago, Gilda had been different. At first she'd thought she'd become some kinda freak, but now she knew better. She was better than them, and it was time to prove it.

Gilda got to her apartment and let herself in, struggling with the key for several moments before losing her patience and breaking the door down. Security just didn't seem all that important right now.

In the center of the small one room apartment was a suit of armor. It was big and bulky, and it looked like it was designed to fit a gryphon. Gilda's headache was getting worse, she could hardly even see straight now, much less think. Without even realizing what she was doing, Gilda began pulling the armor on, covering every inch of exposed hide with this metal armor. Normally it would've been too heavy for her to even consider flying in it, but that wasn't an issue any more.

The instant she put on the large helmet that came with the armor, Gilda felt her head clear. Her headache vanished, replaced with a beautiful clarity. Ever since that debacle in Ponyville, her life had gone downhill. She couldn't hold a job, nopony here wanted to even approach her, and she couldn't go back home; she'd been associating with ponies for far too long. There was only one thing left to her now: revenge. Revenge on this whole stupid society of simpering little ponies.

It was all so obvious to her now. She wondered why she hadn't thought of it before.

With a single powerful thrust from her hind legs, she launched herself at the nearest wall. The brick and plaster provided no barrier to her, crumbling as she passed through it like it was made of tissue paper. Gilda hit the open air, opened her massive, armored wings, and soared out to rain down terror on this idiotic city of dweebs.

Back in her apartment, Trixie dropped the invisibility enchantment that had hid her and watched her latest victim as she flew away. Griffons had a natural resistance to enchantment, unfortunately, but nothing she couldn't handle. The beast was violent by nature anyway. It had been a long but relatively simple process; now all that was left was to wait.

Trixie allowed herself a small, triumphant laugh before she teleported back to meet her master. There was nopony but herself to gloat to, but that was okay. Trixie was the only one who could truly appreciate her brilliance anyway.

The Princess had donated one of her finest chariots for the Avengers' use, since the team had only two flight-capable members. After all, they could hardly be expected to walk everywhere they were needed. She did not, however, bother with assigning any of her pegasi guards to pull the chariot.

Thor made Rainbow Dash look like a snail. What did they need chauffeurs for?

As the chariot approached Manehattan at a speed just barely below the speed of sound, Firebird gave a shout and leaned out of the chariot, pointing a hoof up ahead. "There!" she shouted. A thick column of smoke was rising from the section of the city she was pointing at. "That's the place I saw in my vision! Take us there, Thor! Hurry!"

"Very well. Sit down, and hold fast!" Thor ordered, pouring on the speed. The chariot shuddered at the sudden burst of speed; it was designed to be flown by normal pegasi, not lightning-swift gods. Luckily, Thor came in for a landing before the chariot could break itself apart.

The part of the city they landed in was in shambles. Buildings had collapsed left and right, the streets were torn apart, and the bodies of ponies lay scattered around haphazardly. It looked like some massive earthquake or hurricane had ripped through the town. Nopony spoke as Thor detached himself from the chariot, the rest of the team hopping out.

"By Celestia..." Firebird whispered. "We're too late."

"Not quite," Captain Equestria said, his eyes closed as he ground his hooves into the pavement. "The damage is still small scale... not more than a block I think. I can still feel the rest of the city... most everything's intact. We can still save most of it."

Iron Pony was checking on a nearby pony, a small unicorn mare with a light blue coat and a mane that looked like toothpaste. "Alive," he confirmed, looking up. "Most of these ponies are just injured, I think. Shock, some bruises... I think whatever did this was more focused on causing general destruction than actually hurting anypony." He paused for a moment, his head cocked to the side. "There. I just sent a message via communications crystal to emergency services. Hopefully they can get some medical care out to these ponies."

"Good," Thor said, turning to the Captain. "Can you track whatever did this?"

"I... think so..." He said slowly, pressing his hooves down further into the pavement. He was actually cracking the stone beneath him, Thor noted. "Whatever it is, I think it's airborne; I can't feel it at all. But... there's some kind of panic a few blocks northeast of here. I can feel a bunch of ponies running around... shouting... I think..." He jumped suddenly, his eyes flying open. "Somepony just collapsed a building! That's it, definitely!" He took off at a run. "This way."

"Avengers, follow the Captain!" Thor ordered, taking to the air behind Captain Equestria. Firebird followed suit as Iron Pony and the Captain galloped on the ground, the Captain leading the way.

They heard it before they saw it, a loud roar filling the air, like a mantichore... or a griffon. That's when the scene came into view. An griffon wearing an enormous suit of red armor was pinning a small grey pegasus to the ground, its' beak inches from the poor pony's face. A large, silver broadsword laid just beside her. "You think you're tough?" The griffon roared. "I'll tear your wings off!" The pegasus just twitched helplessly in the griffon's grip.

"It's got a prisoner!" Firebird exclaimed, launching herself towards the griffon.

"Firebird, wait!" Captain Equestria shouted, but it was too late. The pegasus shot like a burning arrow towards the griffon, who shot her an irritated glance.

“How many of you lame super-ponies are there?” She snapped, swinging a clawed fist at the fiery pegasus. Firebird went flying away, but she recovered quickly.

The trapped pegasus made the best of the griffon’s momentary distraction, closing her eyes tightly in concentration. The nearby sword glowed bright blue, as though controlled by unicorn telekinesis. Suddenly it launched off the ground, striking the griffon hard across the chest. It glanced off the larger creature’s armor, but the impact was enough to force the griffon to rear up. Like a flash, the captive pegasus was free, the sword following her like a loyal pet.

“Firebird, are you alright?” Captain Equestria asked, as the rest of the team caught up with the former Wonderbolt.

“Yeah, I’m fine. It was just a graze.” Firebird replied, shaking off her daze. “That griffon can sure throw a punch, though, watch out. Right now I’m more worried about that other pegasus.”

“I’m fine.” The small pegasus said, appearing suddenly amidst the group, startling the team. “I tried to hold her off, but she’s so strong... Don’t let her hit you straight on.”

“Thank you.” Thor said with a nod. “We’re the Avengers; the Princess sent us. We’ll handle this, you go find somewhere safe.” The pegasus nodded and shot off without another word.

“Hey, dorks!” The team turned their attention back to the armored griffon. “Don’t you dare ignore me!”

Thor stepped forward. “Stand down, ma’am. If you surrender now, we can stop this before anypony else gets hurt.”

“Surrender?” The griffon snarled. “*Surrender? To ponies?* Not a chance!” She pawed the ground angrily, her wings flaring and beating at the air. “You think you can just show up and give me orders? Who the hay do you think I am?”

“I know not who you are.” Thor said evenly. The Avengers came up beside him, tensing for a fight. “But if you do not stand down, we will be forced to do battle. You cannot win this fight.”

“Can’t win?” This just seemed to infuriate the griffon. “Can’t win? *I’m the Juggernaut, BITCH!*” With that proclamation, the griffon launched herself forward, talons outstretched, wings beating the air.

“I’ve got her!” Iron Pony called, the booster crystals on his hooves propelling him forward.

“Wait, don’t-” Firebird called, but it was too late. Iron Pony flared his shields in an attempt to halt the oncoming Juggernaut, but the enormous mutant simply barreled through. His shields shattered in brilliant blue sparkles, and the griffon smashed into the armored pony like a train. Iron Pony went flying, the side of his armor dented in.

“Hey!” Firebird went next, launching forward in a burst of flame. “I may not like the colt, but only *I* get to smack him around!” She charged towards Juggernaut, only to zoom right past her. She banked sharply, curving back around the griffon until she formed a tight funnel of air around her. The fire from her mane set the whirling air alight, trapping the Juggernaut inside.

“You think this’ll stop me?” The Juggernaut roared, simply charging through the burning tornado. Firebird slammed into Juggernaut’s armored wing, which flicked her away like an annoying piece of dirt.

“*Spitfire!*” Juggernaut turned to face a furious Captain Equestria, just in time to see his shield spinning towards her. It caught her full in the face, but she merely shook it off as she met the charge from the powerful earth pony. She swatted him aside like a fly; he hit the wall of a ruined building with a *thump*.

“You!” Juggernaut cried, pointing towards Thor. “You’re that new Alicorn!” He beak twisted into a grin. “You’re going *down!*” She took to the air again, swooping down towards Thor.

Inside Thor’s mind, Big Mac was anxiously trying to figure out what had gone wrong. As Thor leaped into the sky, dodging the Juggernaut’s

clumsy dive, Big Mac was desperately trying to think of a way to salvage the situation. Unfortunately, while Big Mac was clever, brave, and a darn good farmer, he was no warrior, and the part of his brain that contained Thor was busy trying to shake the monstrous griffon on his tail.

Thor shot straight up like lightning, hoping that Juggernaut's heavy armor would make it difficult to follow. Sadly, she seemed not to feel fatigue at all, and while she lacked the godly speed of Thor she wasn't going to get tired so easily. Thor switched up his tactics, pulling up hard and reversing into a dive.

Juggernaut gave a cry of joy as yet another opponent charged headlong towards her. Thor raised his hammer and brought it down on the rising Juggernaut with all the fury of a storm, counting on his own strength plus the power of gravity to overpower the Juggernaut.

The blow rattled the armored griffon's helmet, sending her off course. She flapped her wings hard to regain her bearings, spinning around to face Thor. Thor, however, showed no intention of sticking around. He was already swooping back towards his teammates, hoping to regroup.

Juggernaut spat. "Loser. Not worth the effort." She turned away and went to go wreck some more damage. She was bored of beating on these dweebs.

"Is everypony well?" Thor asked as the Avengers regrouped.

"My armor has seen better days, but the self repair functions should have it operational in minutes," Iron Pony said. "Luckily my regular body was protected from most of the blow."

"I've been better." Captain Equestria mumbled. Big Mac could read his expression perfectly; it was the same face he wore after losing the grass seeds, or breaking the plow, or some other screw-up. This had been his big chance and he blew it.

"Same here. Feel like I just crashed into a mountain." Firebird said, flexing her wings. "That griffon is *strong*. I hate to say it but we may be out

of our league here.” Captain Equestria looked like he almost agreed with her, and Iron Pony said nothing, his face hidden behind his helmet.

“NO!” Thor rumbled. “If we cannot defeat this foe, that what chance have we against the likes of Loki? We *can* defeat this Juggernaut, but we have to work as a team. When we charge ahead singly we cannot hope to stand against a foe like the Juggernaut, but if we join our strengths into one, then no force on Equestria can stand against us!”

Captain Equestria nodded slowly. “The first thing we need to do is get Juggernaut out of the city,” he said, a thoughtful look on his face. “It’s hard for us to fight when we have to worry about civilians getting caught in the crossfire.”

“I think I can immobilize her, or at least slow her down.” Iron Pony said, his horn lighting up. A panel on his left shoulder opened. “A few adjustments to my emitter crystals and I *think* I can project an inertial-dampening field. I’ll only get one shot, though, before the crystals burn out, and she’ll need to be weakened first...”

“OH!” Firebird leapt into the air. “I’ve got it!” She very nearly took off after Juggernaut right then, but Thor stopped her.

“Firebird!” The commanding voice made her turn back. “Recall the simulation at the mansion! You must communicate your plan to us or we will be unable to assist.”

“Right, right.” She took a deep breath. “Okay, I think I’ve got a plan, but like Thor said, we all need to work together. Now, listen to this and tell me what you think...”

Gilda smashed straight through another building, the walls not even slowing her down as she ripped a hole straight through the entire structure. Between her mutant power and her new armor, she didn’t even feel the impact. “This is the coolest thing ever!” She cheered, laughing joyously as another building collapsed in her wake.

"I dunno, looks pretty lame to me." Gilda snapped her head around to see that fire pegasus she'd beaten up earlier hovering behind her. "I mean, just knocking over buildings? Is that it? You're like a foal throwing a tantrum."

Gilda growled as she turned to face the annoying little freak. "You stupid or something? That last beating should'a taught you not to mess with me."

"Beating? Is that what it was?" the pegasus asked nonchalantly. "I thought it was a massage."

"That's it. You're dead!" Gilda launched herself at the flying pony.

"Gonna have to catch me first!" The pegasus spun about and flew away like a coward. Gilda gave chase, her huge wings pumping furiously to keep up. Up ahead, the pegasus turned back for a moment and shot a burst of flame at Gilda; she just ignored it. Did that idiot really think a little fire would slow her down?

Gilda continued to give chase, flapping her wings frantically to keep up with the much faster pegasus. The only reason she hadn't lost her yet was because the idiot kept turning around to hit her with those stupid fire blasts. It didn't hurt, but her armor was getting uncomfortably hot.

"Hold still, you little dork!" Gilda snarled, trying to swipe at the infuriating pegasus. She simply spun out of the way, laughing as she dove down towards the street. Gilda followed, furiously trying to land a hit.

"Not a chance!" The pegasus stuck her tongue out teasingly. "Now, Cap!"

Before Gilda could figure out what she meant, she felt a weight on her back.

"Okay, Caramel, deep breath." Caramel said quietly. He was hidden in a small room in a tall office building that had, so far, been spared the destruction that was spreading through downtown Manehattan.

Firebird - Spitfire - hadn't wanted to give him this job. It was dangerous. It was likely to get him hurt. It was way outside his comfort zone.

Caramel had insisted. Or rather, Captain Equestria had insisted. He wasn't weak little Caramel anymore, the little foal who screwed up everything he tried and needed somepony to hold his hoof for everything. He was Captain Equestria, the brave and powerful hero of Equestria, and it was time he got off his flank and proved it!

Trying to impress Spitfire *may* have factored into his decision slightly.

Caramel stiffened as he felt them coming. Spitfire - no, Firebird, call her Firebird while on duty - maneuvered Juggernaut close to the ground, and he could feel her powerful wingbeats pushing against the ground. Caramel forced himself to relax...

And Captain Equestria leapt from the tenth-floor window directly onto the back of the enraged super-strong mutant griffon wearing red-hot armor.

Yeah, Caramel wasn't too thrilled with that part of the plan.

He was surprised at how easy it was. His enhanced reflexes made grabbing hold of Juggernaut a simple task, and it took but a moment to wrap his forelegs around the massive mutant's neck to keep from falling off. The red-hot armor burned him, but Captain Equestria ignored it. A lifetime of misfortune had made him more than accustomed to pain, and that was before he became Captain Equestria. Some burning was a small price to pay to take this villain down.

"What the-" The griffon bucked underneath him. "Get offa me, dweeb!" She tried to throw him off, spinning about violently trying to shake him loose.

Caramel hung on grimly, raising his shield. "Not happening." He growled, as he brought the shield down on the clasp connecting the helmet to the rest of the armor. While the armor was strong enough to resist even Thor's incredible strength, the extreme heat had weakened the seams and

joints to the point that a few good hits from the Captain's shield knocked the helmet loose.

"The hay you think you're doing, loser?" Juggernaut asked, turning her freed head around to glare at her unwanted passenger. "You think you're tough because you knocked my helmet off?"

"I don't need to prove I'm tough. I just need to take you down." Captain Equestria replied, raising his shield. "Pucker up."

Juggernaut was monstrously strong, even withstanding Thor's mighty hammer strike. Without her helmet, however, she had the same weakness as any living creature: the neck joints. He smashed the enchanted shield into her face, disorienting her long enough for him to drive the edge of the shield down into the enormous mutant's unprotected neck with all his might. Juggernaut screamed, her wings flailing about wildly. With her wings out of commission, she dropped out of the sky like a stone. Just before impact, Captain Equestria leapt clear.

"Now, Iron Pony!" he cried as he landed solidly on the pavement. Already Juggernaut was rising to her feet.

A high-pitched whine came from a nearby pile of rubble...

Prince Blueblood sat very still, hidden by the convenient pile of rubble Firebird had found for him. He resisted the urge to fiddle with his armor again. The inertial dampening field was as close to operational as it was going to get without a visit to his lab and access to his tools. After this, he thought, he was definitely going to add the field to his arsenal properly.

He needed to ACT. He'd spent his entire life doing nothing, just sort of cruising along. Now, his mind raced constantly, and his body felt compelled to do the same or it would get left behind. Not to mention, every time he stopped acting, he was afraid his old sloth would catch up with him...

There! There was the griffon; he could see her flying into view. Automatically, he nearly fired the I-D field at her, but he stopped himself at

the last second. He only had one shot, he had to make it count. If he fired now, while she was barreling along at top speed, she'd shatter the makeshift forcefield in seconds. Had to wait, give Captain Equestria a chance to do his job and get clear.

There! The Captain dealt what looked like a painful blow on the griffon, sending her tumbling to the ground. The second the Captain leapt clear, Iron Pony was already charging the I-D field. There was a high-pitched whine as the energy collected in the shoulder-mounted emitter, before a brilliant beam of blue energy leapt from the gem.

Juggernaut was already struggling to her feet when the blast reached her. When it collided with her armored body, it spread around her like some kind of fast-growing moss, covering her in a blue field of energy. Automatically, she tried to turn towards the source of the attack, but her movements were sluggish, muted. "What... did... you... do...?" She ground out, barely able to move her beak.

Iron Pony emerged from his hiding place, his triumphant grin hidden behind his helmet. "Once you have some momentum, you're very difficult to stop. My inertial dampening field will ensure you cannot build that momentum. You're trapped, my dear. And I believe somepony would like a word with you." He paused to activate his communications crystal. *Thor? You're up.*

At first, there was no indication that the God of Thunder had heard the telepathic broadcast. Then, in the distance, a long way down the street, came a golden streak, rushing towards Juggernaut at blistering speed. Juggernaut's eyes widened - slowly - as she realized what was about to happen. She tried to get out of the way, but the blue energy surrounding her continued to hamper her movements. She barely managed to move an inch before her unprotected face was met by a mighty swing of Mjolnir.

Juggernaut slumped to the ground, unconscious, as Thor came for a landing behind her. "Good work, Avengers," he said with a smile. "If we continue like this, Loki won't stand a chance."

“How went your mission, Apprentice?” Loki looked to be in especially good humor today. His plans were coming along nicely.

Trixie looked exhausted, but triumphant. “The griffon was time-consuming, but not especially difficult. It helped that she had her own power; it saved Trixie having to empower her like that foolish pegasus Heavy Weight. The Armor of Cyttorak helped as well; it made her formidable, but not unbeatable.”

“And Thor? And this team of, hah, ‘Avengers’?” Loki asked eagerly, turning to face Trixie. “How did they fare?”

“Exactly as you predicted, Master.” Trixie said with a smile. “They defeated the griffon with ‘teamwork’ and went to a party after to celebrate. Truly, the affection they displayed sickened Trixie; I think they are quite ready for the next phase of our - er, *your* plan, Master.”

Loki chuckled at the mention of a party, thinking of his many-times-great-granddaughter. What an asset she was, even if she didn’t realize it... “Excellent... how go the other preparations?”

Trixie gave a small, aggravated sigh. “It took many hours, teleporting all over Equestria to track down candidates... but I think I found three ponies who will be perfect. None of them have any love for Celestia or her sister, and they seemed quite eager when I gave them the opportunity to serve you. I think they will fit the roles quite nicely.”

“Perfect.” Loki bent down and gave his apprentice an affectionate nuzzle; Trixie tried not to gag. “You have done well, my apprentice. There is but one more task for you to perform, and then you may rest.” He noticed the face he made, and simply laughed. “Oh, you needn’t worry. This task will only take a moment, and I think you’ll be happy with it. I need you to retrieve a little... insurance for me, just in case our powers alone cannot stand against Mjolnir. It never hurts to be too careful.”

“Insurance, master?” Trixie asked, keeping her face carefully neutral. Implying that the Great and Powerful Trixie couldn’t handle herself...

“A powerful artifact, from before the fall of Asgard.” Loki replied. “You may keep it, if you like... think of it as a reward.” He touched his horn to

hers, giving her the coordinates. "It should be a simple matter for you to unravel its' protections, and now that Mjolnir is awake you should be able to use it with little difficulty. Now go."

"Yes, Master." Trixie said, vanishing in a flash of green light.

Loki grinned broadly. "Soon." He whispered. "The pieces are moving into place... soon, Mjolnir will be mine... and with it... all of Equestria!" He raised his face to the sky, and let loose a loud, cackling laugh that echoed throughout the Everfree forest.

Chapter 13

“WHEEEEEEEEEEEEE!” Pinkie cheered excitedly, waving her hooves in the air enthusiastically.

“Pinkie, please. Flying is most difficult with an unruly passenger,” Thor grumbled.

“Sorry, Thor... aw colt, Thor isn’t nearly as fun a name as Mac! Mac attack alack apack a sack a-”

“Pinkie.”

“Sorry.” She wrapped her hooves around the Alicorn’s neck again, snuggling up close as her friend flew along at a sedate pace. “How much longer ‘till we’re home, Mackey? I’m *bored*.”

“Just another few minutes, Pinkie,” Thor said with a sigh. He’d been looking forward to visiting his family again for a few days, but as much as he loved his little pink friend she was an absolute terror on long trips.

Big Mac had been reluctant to take a day off; Loki could strike at any time. Princess Luna had insisted, though, claiming that he needed to spend time with his family before the fight with Loki got too heated. Mac agreed, reluctantly, and as soon as Pinkie learned of it she insisted on going with him. She missed the Cakes and she needed to check on Gummy, she explained.

Which is why a trip that would’ve taken Thor a few minutes alone was taking nearly an hour, as Pinkie couldn’t withstand the ludicrous speeds Thor could reach. Big Mac wouldn’t have minded, but Pinkie was far too hyper to sit still for long.

“Hey Thor...” Pinkie said, her voice sounding unusually subdued.

“Yes, Pinkie?”

“Something feels funny.” Pinkie sounded... puzzled? “It feels kinda like my Pinkie sense, but not quite, like when you’ve got a word on the tip of your tongue and can’t quite remember it. It’s making me feel all rumble and jumbly inside, and I don’t like it.”

Thor turned back to look at his friend with concern. “Is it something serious? Perhaps you’re just nervous from the long flight.”

“Maybe...” Pinkie said slowly, before being suddenly interrupted by a loud rumbling from her stomach. “Whoops! Nevermind, I’m just hungry! Let’s go get some food!”

Thor laughed at his scatterbrained friend and flew on.

“I’m glad you’re doing better, Soarin’,” Spitfire said, giving her friend a hug.

Soarin’ laughed, hugging her back before laying back down on his hospital bed. “Me too! The nurses here are nice, but I haven’t had a decent slice of pie in *weeks*! I’ll be glad to get outta here.”

Spitfire just laughed at her gluttonous friend. “Oh, a lack of pie. Certainly a more terrible fate than death by deranged mutant lunatic. You poor thing, you.”

Soarin’ just laughed. “Aw, get outta here, Chief. Your coltfriend is waiting for you, and I’ve held you here too long already.”

“Caramel’s not my coltfriend, goofball,” Spitfire said as she got up to leave. “Yet,” she added with a wink before trotting out the door.

Spitfire was in great spirits as she glided out of the hospital, drifting along through the air lazily. Ever since the Avengers’ first successful fight a few days ago, everything had been pretty quiet. She and Caramel had been spending a lot of time together during the downtime, while Thor vanished on some mysterious errand and Blue vanished into his lab. With Soarin’ on the mend, her and Caramel getting along wonderfully, the

team's public support high, and no villains in sight, things had never looked brighter.

She should've known better. The universe *hates* perfect days.

Spitfire came up short, suddenly feeling dizzy and lightheaded. She landed, trying not to fall over. Was she having a vision? She closed her eyes, trying to focus. No, this didn't feel like a vision... it felt more like that one time she'd overtaxed her powers against the Hulk and let her magic run dry.

She opened her eyes, and noticed another strange thing. There was nopony in the streets. They weren't just empty, they were... abandoned. Even the little stand selling hayfries on the corner was deserted.

"Where is everypony?" Spitfire wondered aloud. She got back into the air as the dizzy sensation faded away, and she ignited her mane as a precaution.

"I sent them away," came a hauntingly familiar voice from behind her. Spitfire spun around to see a pegasus with a bright red coat and a deep orange mane. He was extremely skinny, even for a pegasus, and his eyes held a haunted look. His cutie mark, a burning comet, was what triggered the memory in Spitfire's mind.

"Blaze? Sunny Blaze, is that you?" she asked, stunned. "I haven't seen you in years... not since..."

"Since you got me kicked from the Wonderbolts? Is that what you were going to say?" Blaze replied, not even attempting to hide the bitterness in his voice.

"I didn't 'get' you kicked from the Wonderbolts." Spitfire replied hotly. "You got *yourself* kicked. Those stunts could've gotten somepony killed, especially you!"

"Shut up!" Blaze roared, rising into the air. "It's *your fault*! And now... **YOU'LL PAY!**" A bright green symbol appeared on his forehead - a twisting snake in the shape of an S.

“Oh no... Blaze, don’t!” Spitfire cried, but it was too late. Laughing maniacally, Sunny Blaze began to transform, his bright mane turning black as midnight as flames erupted from his mane and tail, covering his face and wings in fire. The flesh burned away, leaving nothing but a leering, burning skull and a pair of skeletal wings, though they didn’t seem to impair his flying ability at all.

“**I AM NO LONGER SUNNY BLAZE,**” boomed the skeletal pony. “**THAT STALLION IS DEAD. I AM HIS GHOST... A SPIRIT OF VENGEANCE... THE GHOST FLYER!**”

Spitfire took a step back, her mouth falling open. “Oh Sunny...” she whispered, as her own fire spread over her like burning armor. “What did you do?”

The Ghost Flyer laughed; a cold, haunting sound. “**WHAT INDEED? I HAVE TAKEN THE GIFT FATE MISTAKENLY BESTOWED UPON YOU, AND TAKEN IT FOR MYSELF! THOUGH I MADE SOME... MODIFICATIONS.**” The skull that was once Sunny Blaze grinned broadly at Spitfire, not that it had much choice, and its’ eyes glowed with an unholy light. “**AND NOW, SPITFIRE... FIREBIRD... IT IS TIME TO MEET YOUR END!**”

Spitfire barely had time to react as the shambling mockery of a pony launched itself at her, its’ skeletal mouth opening wide to reveal sharpened fangs in the place of teeth. In a rush of flame, Spitfire shot straight up, out of harm’s way. On instinct, she spun and shot a burst of flame down at her foe. It washed against him harmlessly, eliciting a hollow laugh.

“**YOU WANT TO PLAY WITH FIRE, LITTLE FILLY? FINE. MY TURN.**” The Ghost Flier thrust his front hooves towards Spitfire, launching a gout of bright flames at her. Spitfire reached outward with her own flame, trying to seize control of it, but it eluded her. The flame hit her dead center, and even though her coat was covered in living flame, Spitfire could feel the Ghost Flier’s fire *burn* at the very core of her being.

Spitfire didn’t even notice she’d lost control of her wings until she crashed, didn’t noticed she was screaming until she ran out of breath. The laughing skeleton descended upon her, its’ eyes locking with her. “**MY FIRE BURNS AT THE VERY SOUL, FOOLISH MARE. MERE MORTAL**

FIRE WILL NOT STAND AGAINST IT. **NOW... TO PAY PENANCE FOR YOUR CRIMES...** His eyes glowed brightly as something seemed to pass between him and Spitfire. **“ALL YOUR CRIMES... ALL YOUR DOUBT, GUILT AND SHAME... LET IT ALL BE REVEALED BY MY PENANCE STARE!”**

Something not unlike her visions came over Spitfire, her real sight fading away as a nightmarish montage of memories began. She remembered allowing Soarin to get hurt... getting Sunny kicked from the team... that time she left Rainbow Dash in the cold to take interviews at the Gala... that one filly whose dreams she accidentally crushed, telling her she was a weak flier... that time she stole a piece of candy as a filly...

Every crime, every hidden shame and buried guilt Spitfire carried around with her surged up now and consumed her mind. As her vision faded to black, the last thing she heard was the Ghost Flier's hollow laughter, ringing in her ears.

Prince Blueblood was once again hard at work in his workshop. He was testing a new combination of electromagnets and levitation spells that would finally make flight in his suit effortless and energy-effective. He found the idea incredibly appealing.

Rarity stood behind him, clucking like a disapproving mother hen. “You can't keep isolating yourself away like this, darling! I swear, you're worse then Twilight, the way you never leave this dreary workshop.”

“I know, I know, my darling,” Blueblood replied distractedly. “But I am so close to unraveling this mystery! Imagine all the good I could do...”

“Oh, that is it!” Blue gave a startled yelp as he was telekinetically yanked away from his workbench and spun to face Rarity. “Blue, it's wonderful that you've dedicated yourself to aiding others so much, but take it from the Element of Generosity herself: if you don't take care of yourself, you'll never be able to care for others. It's okay to be a bit selfish every once in a while. You're a prince! Pamper yourself!”

Blue blinked at the sudden onslaught. “I... I suppose I have been working rather hard... and everypony else is taking a vacation,” he said slowly, as the fervor that consumed him as he worked faded. “Yes, I suppose some relaxation is in order. I could use the break.”

Rarity’s smile was radiant as she released Blueblood from her magical grip. “Excellent! I’ve booked us a day at the spa already; I’ll go freshen up and be right back. You clean up here, but don’t you *dare* get wrapped up in another project. I know how you get.”

Blueblood shook his head in amusement. Of *course* she already had the spa day scheduled. That mare had him wrapped around her hoof and they both knew it. Not that he really minded. “Of course, my dear. I’ll see you in a moment.”

“Good. See that you do,” Rarity said, trotting out of the room. Blueblood turned to his workbench, his tools beckoning to him to continue working. He ignored their siren call, determined to make the most of this day with Rarity. Such a beautiful mare, and she’d been so very kind to him. She deserved some attention. He began putting his equipment away, though he couldn’t resist making a quick adjustment to a misaligned sapphire.

He didn’t bother to turn around as he heard hoofsteps reenter the workshop. “Ready already, Rarity? Or did you forget something?”

“I’m afraid Rarity won’t be joining us,” came a male voice, startling Blueblood. “She’s taking a small nap, so we businessponies could talk.”

Blueblood spun around and came face-to-face with a familiar unicorn. He had a jet-black coat, and he was completely bald of any mane, though his tail was a light gray. His cutie mark was a grey clockwork gear, matching his tail and cold grey eyes. “Obsidian Shade.” Blueblood said, his tone polite but distaste on his face. He never liked the pony, and not just due to his arrogant distaste of ‘commoners’. Shade was a pony who had built himself one of the largest manufacturing companies in Equestria from the ground up. While Blueblood could respect the amount of effort put into the endeavor, especially now, Shade used tactics that even the most backstabbing, treacherous members of the Canterlot nobility considered

dirty. He was a 'disreputable pony', the kind no respectable pony would willingly associate with. "To what do I owe the... pleasure?"

"Ah, I've missed that subtle arrogance," Obsidian Shade said with a laugh. "Owe the, significant pause, pleasure. Very cute." He shook his head slowly. "I always hated ponies like you. Hypocrites, all of you. Looking down on me like you're somehow *better* than me, because you were born with a silver spoon in your mouth. Well, now it's time to show you just how superior I really am."

Blueblood gasped suddenly as he felt a sharp pain in his chest, collapsing to the floor. He glanced down at the Core Diamond embedded over his heart, and his eyes widened. The glow was dimming and flickering, as though the magic was being... drained...

"Oh, don't worry." Shade said casually. Blueblood looked up and gasped as he saw the brilliant green symbol of Loki etch itself on the bald unicorn's forehead. "I'm just borrowing a bit of energy for my own. Everything you built, you built with the money you stole from ponies like me; one good theft deserves another, wouldn't you say?" Shade's horn lit up, levitating a diamond just like the one Blueblood had in his chest. It was glowing brightly, just like the Core Diamond.

Blueblood climbed to his feet as his Core Diamond ceased flickering and resumed its steady glow. "You... you stole my magic..." he whispered, his eyes wide. "How is that even possible?"

"That's not all I stole," Obsidian said with a wide grin. "I also have some early schematics of that armor of yours. And now that I have a power source... well, let's see how well it works, shall we?" Suddenly, the door of the workshop burst open as a suit of jet-black armor flew in. Blueblood summoned his own armor, but he was too slow. Even as his own red armor was assembling itself, Obsidian Shade was already encased in a massive steel behemoth, bristling with gemstone weaponry.

"Prince Blueblood, meet the Iron Monger." Shade's voice came out distorted through the enormous armor's speakers. "Now, it is time to end your hypocrisy." He placed the glowing Core Diamond replica in the empty slot in the Monger's chest, and a loud hum filled the room as its' weapons charged up. Blueblood's armor finally finished assembling, but it was too

late. A jet of blue energy slammed into his chest, sending him flying backwards into a heavily-reinforced wall.

Blueblood struggled to his hooves, but the much larger Iron Monger stomped on him, driving him down to the floor. “U-unhand me, you ruffian!” Blueblood tried to command, struggling beneath the iron hoof.

“See? This is what I mean.” Shade said, his voice sounding unnaturally calm and composed underneath the distortion. “‘Ruffian’. ‘Peasant’. ‘Lower-class’.” The Iron Monger’s metal face filled Blueblood’s vision. “You claim to be trying to ‘improve’, but really? I think you’re just trying to make yourself feel superior again. You’ll never change. You’re an arrogant, inbred snob. It’s just your nature.”

“N-no... I... I’m getting better... Rarity...”

“HAH!” Obsidian sounded genuinely amused. “Yes, the hopeless romantic, forever chasing after her prince charming. She’s just as blind as you are, you hopeless fool.” The face moved out of Blueblood’s limited field of vision, to be replaced with the glow from a crystal emission cannon, something Blueblood had discarded as too violent a weapon. “Now go to sleep.”

There was a bright flash, and then darkness.

Caramel felt like a pegasus, floating down the streets of Canterlot. He and Spitfire were going on their first date today! He was so happy, he felt like he might explode at any moment. The sight of the large, muscular pony bouncing along the busy street turned some heads, but Caramel didn’t even notice. He had a date!

Okay, so maybe it wasn’t exactly a date. Neither he nor Spitfire actually called it a date. Since Spitfire had been to Canterlot many times before, she had offered to play ‘tour guide’. They planned to go get some food at her favorite restaurant, then go sightseeing. That was a date, right? Caramel wasn’t exactly certain whether or not it counted; he’d never really gone on a date before. He thought it counted, at least.

He'd agonized for some time over whether or not he should buy Spitfire some flowers, so he'd consulted all the fonts of advice he could contact - Big Mac, a pony who was like an older brother to him; Prince Blueblood (actually not a bad colt once you got to know him) who had plenty of experience with mares; and Rarity, who was a mare herself and knew how they thought. He'd even talked to Captain Bulwark, who Caramel had come to see as something of a second father figure, though the older pony had little advice to give on matters of romance. Eventually, he'd taken the advice of both Rarity and Blueblood and decided to go buy her a single rose.

He finally arrived at the florist shop, still grinning happily. He was trotting cheerfully to the door when a voice from behind him made him pause.

"Excuse me, Herr Caramel." The voice had a thick Braylin accent, which was rather odd; Braylin was miles from Canterlot. Caramel turned to see an earth pony about an inch smaller than him, with a pale coat and a blonde mane. His eyes were bright blue, and the Cutie Mark was an odd symbol Caramel didn't recognize, like a spiral that had been squared off. "Pardon me, Herr Caramel, but are you ze von zey call 'Kapitaen Equestria'?"

Caramel felt a sensation like an electric jolt go through his body. The identities of the Avengers were meant to be a state secret, though not much could be done in the case of Spitfire, being a celebrity. Heck, not even the other Avengers knew the identity Thor took in his 'mortal guise', as he called it. "How did you know that?" Caramel asked, automatically assuming an aggressive stance, pawing at the ground.

"Ah, excellent! I vas hoping I had ze right pony. Von moment, please." The strange pony smiled eerily, and suddenly Caramel felt very weak. His legs buckled beneath him, and he suddenly recalled the moment the Rebirth Project had begun his transformation. Where that had felt like the sun dawning over him, he now felt like the sun was setting, the power waning from him.

"W-what... what are y-you... d-doing..." Caramel tried to ask, feeling his old stutter return. He looked up at his mysterious attacker, and gasped

as the symbol of Loki traced itself across the stallion's forehead in bright green. "N-no..."

"Ja, Kapitaen." The stallion said was a cruel laugh. "You see, I haf always believed in the power ov destiny. Some ponies are destined for greatness, some for failure. Some are simply naturally superior, others fit only to be their servants." Caramel was shakily getting back to his hooves, feeling his strength slowly returning, but he doubted it would be fast enough. "I am a superior pony. I vas born with greatness in mine veins, by virtue of superior breeding, superior intelligence, superior strength ov body and vill. Ze power of the Rebirth Project vas meant for a pony like me, not an inferior pony such as you." The pony began to change, his already muscular body growing to match, even exceed Caramel's. His coat turned a bright red, and as Caramel watched in horror, his face began to distort, shrinking inward to a grotesque, skull-like shape.

Caramel began to wish dearly he hadn't left his shield back at the mansion. "Y-you're wrong!" He proclaimed, feeling his strength return. His stutter, however, somewhat ruined the moment. Stupid stutter, choosing the worst possible time to return! "I-I used to be a failure, b-but now I'm not! I've gotten b-better, a-and-"

"HAH!" The grotesque, skull-like face snorted at him. "You should not think because you had a few days ov good fortune, you can escape your destiny. I vas destined for greatness, you for failure! Nothing anypony can do vill change zis. It is ze way ze world iz, Kapitaen. You should accept zis. Though it does not matter, in the end. Either vay, you shall fall."

"N-no... you're wrong..." Caramel said, but the Red Skull's words were striking home. Was he just deluding himself? Was he really just Caramel the failure, doomed to keep trying and trying and never succeeding? To pursue his dreams... pursue Spitfire... and never obtain them?

"No, you merely vish me to be." The Red Skull said, suddenly lashing out with a hoof. The blow was much stronger than anything Caramel could have managed, sending him crashing through the window of the flower shop. The ponies within began to panic, running for the back exit. "Sadly, Kapitaen, zere iz no genie to grant your vish."

Caramel slowly got back to his hooves, his eyes burning with determination. "You shouldn't have pushed me into the flower shop." He said, stamping his hoof against the floor. *GROW!*

The flowerpots around the store suddenly exploded with thin, thorny vines, launching themselves towards the Red Skull. To Caramel's horror, however, the monster merely laughed, the vines withering away before they even touched him. "Foolish colt. I have your magic, remember? I, too, can feel the power ov ze earth and itz' plants. However, where you give energy and grant life, I take ze energy for myself. To sacrifice ozzers for your gain, zis is vy I am great and you?" He launched himself towards Caramel. "You are nozzing!"

Caramel was fast, but the Red Skull was faster. His hooves collided with Caramel's head, and then everything went dark.

As evening approached, Thor came in for a landing before the Avenger Mansion. Pinkie Pie was still yammering away. "-and then I said, porridge? Are you *nuts*? Oh! We're here!" She hopped off of Thor's back.

"Thank Odin." Thor whispered under his breath. Pinkie was a great friend, but she was best taken in small doses. He headed for the front door of the mansion, but stopped suddenly. "Pinkie... do you feel that?"

"Feel what?" Pinkie asked breezily, bouncing for the front door. Suddenly she was stopped short by a powerful, violent shudder wracking her whole body. "Oh. That."

"Is it Loki?" Thor asked warily, raising Mjolnir, as if preparing for an attack at any moment.

"Yeah... I think so." Pinkie frowned. "Why did it take me so long to notice...?"

"It matters not. Loki has infiltrated our headquarters. Stay here, Pinkie." Thor said, advancing towards the door.

“Nuh-uh! Friends *a/ways* stick together!” Pinkie insisted, bouncing along beside him. “I’m coming!”

Thor turned to argue, only to be met with Pinkie’s determined stare. Pinkie might be a crazy, scatterbrained goofball of a pony, but very little could stop her doing whatever she happened to set her mind to. She was something of a force of nature that way.

“Very well,” Thor said with a sigh. “But be careful, and stay behind me.” Pinkie nodded solemnly, and together they entered the mansion.

The entry hall had been transformed into a makeshift throne room. A long carpet ran from the door to the stairs the end of the hall, where a throne now sat. To the side of the throne lay the defeated members of the Avengers. Spitfire lay curled into a ball, crying gently, guarded by a pony with a burning skull in place of a head. Prince Blueblood twitched constantly, apparently muttering to himself. His guard was a massive suit of armor, with eyes that glowed bright red. In contrast, Caramel was completely still, staring off into the distance dully, with a pony with a face like a bright red skull standing guard nearby.

What truly drew Thor’s attention, however, was Loki, lounging in the ornate throne at the foot of the stairs. Trixie lurked by his side, smirking broadly. “Hello, Thor.” Loki said casually. “So nice of you to stop by. I’ve been waiting a long time to speak to you again, brother.”

Chapter 14

“LOKI!” Thor bellowed, flaring his wings. “It is time thou paid for thy crimes!” He leapt into the air, raising Mjolnir. He moved like lightning through the air, closing the space between him and Loki in the blink of an eye... only for the mighty Mjolnir’s swing to be interrupted by a barrier of magical energy. A flare of energy sent Thor tumbling back, but he righted himself quickly. “How...?” Loki’s horn wasn’t glowing... but Trixie’s was. “Impossible. No unicorn could halt Mjolnir’s path.”

“You shouldn’t underestimate unicorns, brother,” Loki said with a smirk as Trixie strode forward, like a champion defending her king. In effect, Thor mused, that wasn’t a bad analogy. “Your beloved Princess Celestia did, and look what happened to her!”

“Of course, even Trixie needs help sometimes,” Trixie remarked, her horn glowing as she raised a weapon Thor hadn’t noticed until now. “Master Loki was kind enough to grant The Great and Powerful Trixie a weapon to make even the great Mjolnir pale in comparison!”

It was a spear, but to call it a mere spear would be to call the Princess a mere pony, or the great Mjolnir a mere hammer. Its’ haft was beautifully carved from gold, with Asgardian runes along its’ length. The blade was shaped like a thunderbolt from the finest crystal the Diamond Dogs had ever mined, and upon that fine crystal was carved the magnificent weapon’s name. Thor’s eyes widened as he recognized the mighty spear. “Gungnir.” He whispered.

“Ah, so you recognize our father’s favored weapon?” Loki said idly. “It was just sitting around in a part of dear old father’s treasure vault that survived the Fall of Asgard. With the awakening of Mjolnir and the rising magic levels caused by the Singularity your dear princess initiated, its’ power reawakened. So, I thought, since father had the foresight to ward against my using it, what better use for a spear which amplifies the user’s magic then to give it to my most loyal apprentice? Right, oh Great and Powerful Trixie?”

Trixie's eyes glowed with power, her pupils obscured by the sickening green of her borrowed magical power. The crystal blade of Gungnir, normally a beautiful blue, lit up with in the same color as Trixie leveled it at Thor. "Yes, Master. The Great and Powerful Trixie is undoubtedly the best choice to be the wielder of Gungnir, for what other pony could possibly match her in magical prowess?" Magic fairly thrummed through the room; Thor could feel it in his horn, a sickening wave of the magical equivalent of dark sewage. "And what better use then to rid Trixie of her Master's most hated enemy?"

"You... you arrogant, power-hungry nag!" Thor exploded, his wings beating against the air in his anger. "Thou would defile the legacy of Asgard? Thou would consider thyself a worthy wielder of the Spear of Odin? Foolish mortal! For this insult, thou shall suffer a thousand years' torment in the depths of Helhiem!"

Trixie's nostrils flared in anger. "You dare insult the Great and Powerful Trixie? It is you that shall pay the price!" A bolt of magic leapt from the blade of Gungnir, streaking across the room. Thor lifted Mjolnir in defense, but the attack wasn't aimed at him. It shot straight past him, and struck Pinkie, whom Thor had forgotten had come in with him. Her strangled scream echoed in Thor's head, and dread filled his heart as he turned to see what the magic had done to his dearest friend.

Pinkie was suspended in midair, body held rigid by the sickly green magic Thor had grown so accustomed to. Pain filled her expression, and she screamed again as she struggled in vain against the magical prison. "Pinkie!" Thor cried, stepping towards her.

"Stop right there!" Trixie shouted, and Thor froze. "Take one more step, and Trixie will charge the Prison spell with a Soul Sap spell. It's like the Soul Seal spell you've seen used already, only it takes *days*." Thor slowly turned to face Trixie's smirking face. "Trixie imagines it is an unbelievably painful death."

"I'd listen to her, brother." The look of enjoyment on Loki's face nearly enraged Thor to the point of disregarding Trixie's warning and smashing his brother to a pulp right there... but then Pinkie would pay the price. "My faithful Trixie has a vicious streak nearly as wide as mine. She'd be more than happy to kill your little friend. I suggest you surrender yourself."

Thor beat his wings helplessly, trying to think of a way out. Sadly, Thor had never studied magic, and Big Mac was merely an earth pony, with no knowledge of the inner workings of magic. Thor had all the natural magical power of an Alicorn, or course, but he had all the subtlety of a sledgehammer and knew very few spells that didn't involve his purview of God of Storms. He knew of no way to free Pinkie or protect her from Trixie's magic...

No way but one.

Thor slowly dropped himself to the floor, lowering Mjolnir to the floor. If looks could kill, then both Loki and Trixie would already be dead, but sadly such an ability was beyond even the power of a god.

"Excellent!" Loki laughed, hopping down from his throne. "You see, brother? For all your strength, all your much-vaunted power and your mighty hammer, it was my brilliant plan and mighty magic which felled you at last."

"You mean thy cowardice, using the magic of another and taking hostages?" Thor growled. "If that is the route to power I would rather remain a weakling."

"Oh, dear, dear brother." Loki said, walking slowly towards his rival. "You didn't think this meeting happened by chance, did you? You thought your brother Loki didn't plan every step of our contest, since the day your little farmpony host first found Mjolnir? I *drove* him to that cave, controlling a mighty beast to force him there, to uncover Mjolnir and awaken its' power. I chose a pony from Ponyville, to ensure they'd meet my descendent, giving me an unwitting spy in your midst." Pinkie gave a startled cry. "Oh, yes, Pinkamina. You were quite helpful, my granddaughter. You made keeping tabs on my brother much easier, and you gave me an easy way to tell him when I sent him enemies to fight." He turned his attention back to Thor.

"I ensured you would come to the Princesses' attention with your fight with the Wrecker, and when you met with them I sent Fin Fang Foom to you, to prove your prowess. I had Trixie weaken the greater Princess, as well as cause a Singularity with her mighty magic. Do you know what that

is, you uneducated oaf? It is when the magic of a fallen or weakened Alicorn is absorbed into the world, twisting fate and destiny on their heads and changing what was impossible into not only possible, but probable. It was the Singularity caused by the Fall of Asgard that brought unicorns and pegasi into the world, and gave earth ponies their strength. Not only would this Singularity bring me a step closer to the world ruled by magic I so desired, it would also provide you with what I needed you to have: teammates. Allies. Friends.” He gestured to the strange guards holding Thor’s friends. “Dark Avengers! Bring my foolish brother’s friends forward!”

Thor was struggling to process just what Loki had said as the Dark Avengers, as Loki called him, dragged his largely unresisting friends forward, until they lay just before a smug-looking Trixie. Loki continued to advance towards Thor, grinning ear to ear. “You see, Thor, Celestia can go on and on about the so-called ‘Magic of Friendship’ all she likes. In the end? Friends are a weakness, in more ways than one. Your friendship with my descendant has rendered you impotent. Her friendship with your Avengers allowed me to establish the magical link I needed to siphon their magic into my Dark Avengers. And it your friendship with them that I shall now use to seize all of Equestria!” He was nearly nose-to-nose with Thor as he finished his speech, before suddenly spinning around to face his apprentice. “Trixie! Begin the Soul Theft!”

Trixie cackled as the glow around Gungnir intensified, before an aching familiar bolt of magic erupted from its’ blade. The beam split in three before striking Thor’s three friends, eliciting a howl of pain from each. Thor shut his eyes tightly, unable to watch his friend’s pain. Loki merely laughed. “Oh, how easily your supposed ‘strength’ you draw from friendship turns to weakness. Open your eyes, brother. You may want to see what comes next.”

Thor warily opened his eyes just in time to see three beams of sickly green magic leap from his friends, merging back into one before striking him square in the chest.

Thor bellowed, collapsing to the ground. The pain was unimaginable, like a claw digging at his very soul. He tried to summon magic, tried to fend it off, but his power abandoned him. It would not heed his call, and Thor was left to suffer. Dimly, he could hear Loki *still talking*. By Odin, did he ever shut up?

“You see, Thor, I have studied the power of the soul quite extensively. It is how I developed the Soul Seal you’ve seen me use so many times, as well as the more advanced variant, the Soul Theft you are now suffering. A normal pony would have no resistance, of course. A Soul Seal would kill them instantly, and in the case of the Soul Theft, whatever meager magic they had would be returned to me. But an Alicorn, why, they’d fend it off, though not without consequence, as your Princess discovered. So, I devised a way to fool the powerful magic of an Alicorn into allowing itself to be siphoned away.”

Loki leaned in close to his fallen foe, his grin filling Thor’s fading vision. “Did you know? The power of friendship that your Princess so adores? It’s a real thing, an actual principle of magic. Ponies can share magic amongst each other, creating a harmonizing effect that amplifies the magic into something that no single pony could control alone. Impressive, but nothing that cannot be replicated with an artifact like Gungnir. Most ponies are unable to achieve true harmonization without an artifact of power in any case. This method can be turned against a pony, however. By using your friends as a conduit for the Soul Theft, your magic thinks it is the power of your friendship, that it is your friends it is feeding.” Loki laughed as he flew back to his throne, turning to Thor and holding out a hoof. “When in reality... it is delivering to Loki the Magnificent the means to conquer ALL OF EQUESTRIA!”

Thor felt himself shrinking, felt the power of Mjolnir leaving him as the cords binding it to his hoof came loose. He felt his godly power leaving him, felt *Thor* leaving him, leaving only Macintosh Apple behind. Mjolnir came loose, leaving nothing but a bright-red earth pony behind as it flew across the room to bind itself to Loki’s hoof.

“AT LAST! MJOLNIR IS MINE!” Loki roared, his voice losing its jovial edge in favor of a godly echo. He floated into the air, sickly green lightning radiating from his mane and horn. Mjolnir itself took on his signature green glow, casting the entire room in green light. **“NOW, ALL OF EQUESTRIA SHALL BOW TO ITS’ NEW KING; ITS’ NEW GOD! ALL HAIL LOKI THE MAGNIFICENT!”**

“Hail hail!” Trixie echoed, glee evident in her own face. She might not like second place on general principle, but there were worse jobs than

being second to the absolute god-ruler of all Equestria. “Shall I obliterate what is left of these pathetic fools, Master?” she gestured to the remains of the Avengers, all too weak to stand, as well as Big Mac and Pinkie, who lay stunned on the floor as well.

Loki considered, lowering himself to the floor as his voice returned to normal. “No, I don’t think so. The Soul Theft took whatever magic the Singularity bestowed upon them when it took Mjolnir. Without my brother’s hammer,” he brandished the mighty weapon, grinning broadly at it. “They are less than helpless. Let them wallow in their failure. Let them know that they never stood a chance against me, that their every move only brought my victory closer.” He let loose a cruel laugh. “Let them feel the sting of failure, and tell all of Equestria the futility of standing against Loki!”

“As you wish, Master.” Trixie said with a cackle. Humiliating one’s enemies was something Trixie understood very well; for quite some time, Trixie had made a hefty living off that very practice, though never quite on this scale. “I suppose our next stop is the Canterlot Castle, then?”

“Precisely, my Apprentice.” Loki was still grinning as he approached his apprentice. “It is time to claim what is rightfully mine. Gungnir should allow your teleport to pierce the castle wards easily. It is time for all of Equestria to meet its’ new master!” His voice rose to a gleeful shout. “So ends the reign of friendship, as did Asgard’s reign of might before it. With the demise of the Princesses, I shall usher in a new age! **AN AGE RULED BY MAGIC AND THE MIND, AN AGE WHERE LOKI IS SUPREME!**” The pair vanished with a cackle and a flash of green magic.

Silence reigned in the mansion. Few ponies had the strength to move. The only one with the energy to stand was Big Macintosh, who struggled to his hooves. Slowly, though his hooves felt like they were filled with lead, he slowly turned and left his friends behind, walking slowly from the mansion, his head hung in shame.

He should have known it would end like this.

He was no hero. He was just a farmpony.

He used to be proud of that. Now he was just ashamed.

The walk from Canterlot to Ponyville wasn't awful, but it was at least a twenty-four hour trip on hoof. Big Mac couldn't make himself care, even though the trip only took moments as Thor. Even when he had to go slow to allow for a passenger, the trip was only about an hour. Going by hoof felt so *s/low*. Big Mac didn't care. Couldn't care.

If he let himself care, his failure would just hurt all the more.

Failure. It was a new sensation for him. He'd never really had to cope with any major failure before. Oh, sure, he'd lost a few games of horseshoes with his sister, sometimes they'd lose a few trees to a harsh winter, but that was all little stuff.

All of Equestria had been counting on him. Everypony had trusted Thor to save the day, and now Thor was gone. He'd let everypony down, and it *hurt*.

"Pardon me, son." Big Mac was startled out of his introspection by a voice from behind him. Who else would be traveling to Ponyville on a day like today? He turned to see an elderly earth pony stallion, with a light brown coat and a thinning black mane. He wore a pair of sunglasses, and his cutie mark was a red circle with a white, blocky 'M' in it. Big Mac wondered idly what that could mean. "Sorry to bother you, but you looked down in the dumps. I thought maybe you'd want somepony to talk to."

"Not really," Big Mac said quietly, turning to face forward again. "Ah'm not really in the mood ta talk ta anypony."

"I see," said the elderly pony, trotting next to Big Mac. "It's just, day like today, I'd expect a hero like you to be leapin' into action. Save the day, that kinda thing."

Big Macintosh laughed bitterly. "Ah think ya'll 've got the wrong pony, mister. Ah ain't no hero. Not any more, at least." He muttered the last part quietly.

“See, now, that’s up to you, ain’t it?” the stallion said casually. “I mean, nopony can tell you ‘oh, you can’t be a hero anymore’. That’s your choice.”

“Ah don’t think so. Ah tried bein’ a hero. Ah failed, and now everypony else is gonna pay for it. Ah don’t have the power to save ‘em, not anymore.” Big Mac sighed deeply. “Ah’m gonna go home. Work the farm. S’all Ah ever wanted, anyhow.”

“Well, no *real* hero asks for it. They wouldn’t be a hero otherwise, now would they?” The older pony’s persistence was starting to get a bit irritating, but Big Mac tolerated it. Whatever else he said, he did appreciate the company. “As for failing... everypony fails, sometimes. Even heroes. Thing is, heroes dust themselves off and get back up. That’s all a hero is; someone who gets back up. They don’t need power, or gadgets, or a fancy base, or any of that. They just need the courage to get back up.”

“What’s the point?” Big Mac asked. “Why get back up if ya’ll just get knocked back down? Loki’s too strong... Ah can’t win.”

“Maybe not. But can you live with yourself if you don’t try?” Big Mac turned to face the older stallion; the elderly pony had fixed him with a hard glare. It was like facing his sister in one of her stubborn moods.

“Ah... Ah...” Big Mac felt himself at a loss for words, before the answer came to him. “No,” He sighed deeply. “Ah guess Ah’d never forgive mahself, would Ah? But what can Ah do? Ah’m just an farmpony.”

“No, you’re not.” The stallion said, laying a kindly hoof on his shoulder. “You’re a farmpony with friends. Good friends, just as heroic as you. But like you, they’ve fallen down and they’ve forgotten how to get back up. You need to go and remind them. They think they’re powerless, like you do. But you... you can give them back their power. Excelsior!”

“Pardon?” Big Mac gave the stallion an odd look.

“It’s an old family saying. It means ‘Ever Upwards’. So long as you never forget to get back up, there’s no limit to how high you can climb.” The old stallion tapped a hoof against Big Mac’s forehead, sending a strange tingle down his spine. Something shifted inside him... and suddenly, Big

Mac felt Thor in his mind again. His memories, his personality... everything Thor was, was still in him. Just... buried. Waiting to dust off and get back up.

Big Mac looked up to thank the older pony, but somehow, he'd vanished while Big Mac was recovering from his surprise. "Who was that?" he wondered quietly to himself. He didn't let himself wonder for long, though. He turned back around and began galloping for Canterlot. He had to find his friends, and fast.

"Thank you soooo much!" Pinkie said, hugging the elderly stallion enthusiastically. Despite his apparent frailty, he had little difficulty hugging her back. "I wanted to help Mac-pack so much but I didn't know how because I didn't think he wanted a party and I didn't know what else to do!"

"No problem, Pinkie," he said with a laugh. "I love making cameos, and it's my pleasure to help out a budding hero. Besides, it's not every day a pink pony comes crashing through the Fourth Wall to ask for help from the One Above All. After all that trouble you went through, how could I say 'no' to such a simple request?"

"Well, thanks anyway, Mr. Lee!" Pinkie said cheerfully. "I really really appreciate it!"

"Don't mention it, Ms. Pie," the elderly pony said with a chuckle. "Now you'd best hurry along. I have a feeling Mr. Macintosh is going to need your help."

"Okie-dokie-lok... er, okie-dokie!" Pinkie said, hopping back towards Canterlot. "Thanks again, Stan!"

The strange pony waved to Pinkie until she was out of sight. "What a nice girl." He said to himself. Then he looked around. "A world full of ponies. How interesting... Nice work." He nodded in a strange direction that wasn't really a direction, but... outward. Towards a dimension a normal pony couldn't see. "See you all later!" he said to nopony. "Nuff said!"

And suddenly he was gone.

Chapter 15

Princess Luna anxiously looked up at the clock. She'd been waiting in the Canterlot Castle throne room for nearly an hour and a half, now. Thor wasn't the kind of pony to be late, especially by such an egregious margin. He should have been back in Canterlot some time ago, and he'd agreed to come give her a progress report on the Avengers at five o'clock sharp.

A knock finally came on the door, and she broke out into a relieved smile. "Please come in, Thor," she said, her horn lighting up to open the grand double doors for the Avenger's leader. "I was beginning to think you weren't... coming..." She trailed off as an alicorn she didn't recognize appeared in the doorway. It wasn't until she recognized Trixie at his side that it clicked in her mind who it was.

"I'm afraid my brother won't be attending," Loki said with a polite smile. "So I have come in his stead... to request you turn over the throne to me!"

Luna leapt to her hooves, her eyes ablaze. In her anger, her voice reverted to the Traditional Royal Canterlot Speaking voice, booming throughout the grand hall. "**HOW DARE YOU COME HERE? YOU FOOL, DID YOU THINK YOU COULD MERELY WALTZ INTO MY CASTLE? GUARDS!**"

The impressive concussive force of her voice failed to do anything more than ruffle the mane of Loki and his apprentice. Trixie laughed arrogantly. "Foolish mare," she said condescendingly, relishing the chance to prove herself superior to a goddess. "Did you really think your pathetic guards stood a chance against the Great and Powerful Trixie? Trixie has already dealt with them. Your weakened sister, too. You needn't worry, though; Trixie merely sent them to sleep. We wouldn't want you to do anything rash."

Loki gave his apprentice an approving smile. "Clever, isn't she? Now, surrender the throne to me, or I shall return you to your old home on the moon. What will it be, Princess?"

Princess Luna snarled at the acid-green Alicorn. “**YOU ARE A FOOL TO THINK THE PRINCESS SO EASILY COWED, LOKI!**” Her horn lit up with a powerful, dark blue glow, and the entire chamber darkened as she gathered power.

Loki merely shook his head. “Trixie, deal with her,” he ordered tiredly.

“Of course, Lord Loki,” Trixie said, striding forward as she levitated Gungnir before her. Its’ crystalline blade lit up as Luna launched her spell, a thousand fragments of deadly, razor-sharp magic zooming towards the pair of villains.

With a casual wave of Gungnir, Trixie banished each and every shard with ease. “Pathetic,” she sneered. “Is even an Alicorn beneath the power of the Great and Powerful Trixie?” Gungnir lit up again, firing an orb of bright green magic at the Princess. In a panic, Luna erected a powerful, seven-layered barrier of magic to block the spell, but the sphere tore through them like a rock through tissue paper.

Luna screamed as the orb enveloped her, only to be abruptly cut off as the orb vanished. The throne room fell eerily quiet. Loki grinned. “Where did you send her, Apprentice?”

“To the moon, as you threatened, Master,” Trixie said with a wide grin. Her heart was pounding widely. She’d defeated an Alicorn, and hadn’t even broken a sweat! “Trixie would have killed her, but killing an Alicorn is difficult and Trixie wished to conserve her strength.”

Loki raised an eyebrow. “For what? We have nothing else to fear, now. All our enemies have been dealt with. Unless you wish revenge on Celestia’s student, still...”

“In due time,” Trixie said. Suddenly, Gungnir spun, and pointed itself at Loki. “But first, Trixie thinks she shall send you to join Luna and take the throne for herself... *Master.*”

Loki blinked as he realized what was happening. Then he smiled. His smile grew to a grin. Finally, he erupted into laughter. “Oh, how

magnificent! So the student thinks she can turn on her master? Do you really think a mere unicorn could oppose me?"

"You said yourself you should not underestimate unicorns, *Master*," Trixie reminded him, Gungnir lighting up with a bright blue glow - with Trixie's true allegiance revealed, her magic reverted to its' natural color. "Trixie has defeated two Alicorns today, she sees no reason she cannot defeat a third."

"Nor can I." Loki agreed, his own horn lighting up. "Unless that Alicorn happens to be me. I had *hoped* it wouldn't come to this... but just in case, I did *plan* for it. Did you think I'd just hand you the second most powerful weapon in Equestria?"

"What... what do you..." Trixie tried to launch her spell, but Gungnir failed to respond. It began to twist in her magic's grasp like an angry snake, rebelling against her control.

Loki raised Mjolnir and leveled it at Trixie, his voice echoing with power. **"By the sacred hammer Mjolnir, I proclaim myself Heir of Asgard and all her treasures. As the successor of Odin Allfather, I declare the great spear Gungnir to be mine and mine alone, and command it now to obey my will! TURN AGAINST YOUR MASTER!"**

Trixie fought valiantly, but Gungnir began to slowly spin about, the glowing blade turning towards her. "No... no!" She tried to release the weapon, to run away or teleport, but Loki was far ahead of her. An arcane energy like a great fist fell upon her, pinning her to the spot. She tried desperately to turn Gungnir away, but she wasn't strong enough. The blade loomed closer... and closer...

And it touched.

The searing pain of Trixie's own most powerful spell coursed through her as the magic discharged, point-blank, into her own face. She let loose an earsplitting scream, a sound no pony should be able to make as the magic burned into her face. It was like nothing she ever felt before.

However, the magic that surged through her was her own magic, and she could still use it. She took hold of it, bent it to her will, and forced it into

her horn. With her power thus reinforced, she tore through Loki's barrier and vanished in a cloud of sparkling blue magic.

Loki sighed with disappointment. "Ah well. She's no longer a threat. Such a shame." He turned towards the throne. "What's worse, it seems she took Gungnir with her." He glanced down at his own hoof and grinned. "Not that I have any more need of it." He trotted down the hall and seated himself on the throne. "Long live the king." He chuckled, as his horn glowed.

Time to address the peasants.

In every home, on every street, in every building, in every town and city in Equestria, ponies were suddenly startled by the appearance of an illusionary Alicorn they did not recognize.

In particular, a large image appeared in front of Canterlot Castle, stopping a pair of earth ponies - one big and red, the other bouncy and pink - in their tracks.

"ATTENTION EQUESTRIA. I AM LOKI. NO DOUBT YOU HAVE ALREADY HEARD OF ME. I AM THE ONE RESPONSIBLE FOR THE APPEARANCE OF ALL THE MUTANTS AND MONSTERS THAT HAVE RECENTLY APPEARED IN THE CANTERLOT AREA.

"I HAVE APPEARED BEFORE YOU ALL TO ANNOUNCE THAT THE PRINCESS CELESTIA AND LUNA HAVE BEEN CAPTURED, UNTIL SUCH TIME AS I CAN PREPARE THE SPELL FOR THEIR EXECUTION. I AM NOW IN CONTROL OF CANTERLOT CASTLE. I AM YOUR NEW KING.

"STARTING TOMORROW, I WILL BE VISITING EACH CITY AND TOWN UNDER MY RULE TO BE FORMALLY ACKNOWLEDGED AS YOUR RULER. ALL THOSE WHO RESIST SHALL BE EXECUTED IMMEDIATELY. ALL THOSE CAUGHT MENTIONING THE NAMES OF EQUESTRIA FORMER RULERS SHALL BE EXECUTED. THOSE SEEN TO BE AIDING THE CRIMINALS FORMERLY KNOWN AS THE

AVENGERS, OR ATTEMPTING THE RESCUE OF THE FORMER PRINCESSES, WILL BE EXECUTED.

“ALL HAIL LOKI THE MAGNIFICENT, THE NEW GOD OF EQUESTRIA!”

Big Mac and Pinkie glanced at each other briefly. Then, they broke into a gallop. There was no time to waste.

“Ya’ll sure everypony stayed here?” Big Mac asked as he and Pinkie approached the Avengers mansion for the second time that day. Was it really just a few hours ago that he and Pinkie had come back from a joyful visit at the farm? It seemed like so much longer.

“Yep! Spitfire locked herself in her room, Rarity took Blue to the infirmary, and I think Caramel went down to the Danger Field.” Pinkie frowned suddenly. “I hope he doesn’t hurt himself...”

“Ah’m sure he’s fine,” Big Mac said. “He’s a sensible stallion. It’s Spitfire Ah’m worried ‘bout. Ah don’t know ‘er too well yet, but Ah have a feelin’ she’s taken this awful hard.” He pushed the mansion’s front door open. No pony was inside; the mansion seemed deserted. “Come on, Pinkie. Ah figger we’ll talk to Spitfire first; Ah’m closest ta her outta the rest. Than we’ll go talk ta Blue, than Carmel.”

“Oki dokie!” Pinkie said, leading the way up the stairs with her usual energetic bounce. Big Mac shook his head as he followed. The world could be ending, and Pinkie would still be Pinkie.

Come to think of it, Big Mac thought, the world really might be ending.

“Heeey Spitfire! You in there?” Pinkie called through the locked door of the room Spitfire had been staying in while at the mansion. She and Big Mac waited patiently for several seconds, but no reply was forthcoming. Pinkie frowned. “She’s not answering,” Pinkie said plaintively.

“Here, lemme try,” Big Mac said, approaching the door. “Howdy, ‘Fire. Ya’ll awake in there?”

There was a sound of shuffling from inside. “Big Mac? Izzat you?” Spitfire’s voice sounded drowsy and slurred. Had she been drinking?

“Yeah, ‘Fire. ‘S me. Ya’ll wanna lemme in? We need ta’ talk.”

There was a sound of glass crashing against the door, and Big Mac jumped back a step. “Yer damn right we needa talk!” Spitfire snapped, her vehemence shocking Big Mac. Pinkie looked concerned, as well. “I trusted you, ya lying sack’a horseapples!”

Big Mac gave Pinkie a confused look; Pinkie just shrugged at him. “‘Fire, Ah dunno what yer talkin’ ‘bout, but if ya’ll let us in, maybe Ah c’n...”

“You don’t know?” Spitfire sounded even more incensed by this admission. “You don’t know?! Why didn’t you tell me you were Thor, you idiot? I thought we were friends; friends don’t hide things from each other like that!”

Pinkie’s eyes went wide as she muttered something about losing a friend’s trust. Big Mac winced. “Ah. Yeah. Should’a realized ya’ll’d be mad ‘bout that.”

“You’re damn right you should’ve!” Spitfire snarled. “Why the hay you back here, anyway? I figured without that magic hammer’a yours you’d be high-tailing it outta here.”

“Believe me, Ah almost did. But Ah came back.” Big Mac leaned against the door and spoke quietly. “Cause Ah can’t let Loki win, even if Ah’m powerless. And more ‘portantly, Ah can’t leave mah friends behind. And yer one ‘a mah friends, ‘Fire. Even if yer mad at me, Ah still wanna be yer friend.” Spitfire didn’t answer, which Big Mac took as a good sign. He continued. “Ah know Ah screwed up, Spitfire. Ah should’a told ya’ll Ah was Thor right from the get-go. But Ah was scared. Ah’m jus’ a farm pony, ‘Fire. Ah didn’t want ponies ta start thinking Thor was... was worth less somehow just ‘cause he was really just an earth pony outta Ponyville. And... and Ah was afraid things goin’ the other way ‘round, too. Ah didn’t want ponies to

start treatin' me like.. some kinda god, like they do for th' Princesses. Ah'm just... me. Does that make any sense?"

There was silence for a minute, broken only by some sniffing from the other side of the door. Finally, Spitfire spoke. "You know... I think it does. Ponies... they treat me different sometimes. 'Cause of the Wonderbolts, you know? They treat me like some kind of superpony, even before I was one." She gave a short laugh. "I can't go anywhere without ponies asking for my autograph or something... I guess I kinda understand." There was a clicking sound as the door unlocked, and opened to reveal Spitfire's tearstained face. "You still coulda told me, you big lug," she said, but she was smiling.

"Ah know. And Ah'm sorry." Big Mac said. He held out his hooves to Spitfire. "Friends?"

Spitfire grinned and flew at him, tackling him in a big hug. "Of course, you big moron." She chuckled. Then she let go and hovered back a bit. "But how're we gonna fight Loki? You lost your hammer, remember? And I haven't been able to make so much as a spark since he hit us with weird green spell."

"Ah think Ah can fix that." Big Mac said, a sly grin creeping along his face. "Loki mighta took Mjolnir, but he couldn't take away *everything*. Ya'll remember what he said 'bout friendship? How it lets ponies share magic?"

Spitfire furrowed her brow in thought. "Well... I think so... I wasn't really listening."

"Neither was Ah, truth be told." Big Mac said with a smile. "But Ah got a good memory. He said somethin' about normally needing an artifact ta do it, but Ah figger a bit of Alicorn magic'll do th' trick. Now just lemme concentrate..." He closed his eyes and focused.

He could feel Thor inside him. It was like a bright spark of lightning, floating deep inside his heart. Mjolnir had done more than cause a physical change when it bound itself to him, he understood that now. It was connected to him on a deeper level, like a unicorn's horn or a pegasus' wings. Mjolnir itself might be gone, but a bit of Thor remained behind, engrained in his soul. It was just a bit, but it was all he needed.

He reached out and touched Spitfire on the shoulder, concentrating hard on that spark inside him. *Help her*, he whispered to Thor. *Please. Help mah friend.*

Spitfire gave a start, yelping as she leapt backwards. Startled, Big Mac backed up, worried he'd done something wrong. Spitfire looked panicked for a moment, as her mane began to shimmer and glow... and suddenly, it burst into flames. It took Spitfire a moment to register it, but once she did her face lit up like a foal who'd just gotten their favorite treat.

"It's back!" she exclaimed, spinning about. Her burning mane left flaming circles behind her. "My fire's back!"

Big Mac grinned at his overjoyed friend. He felt a little tired from the exertion, but the look on Spitfire's face made it worth the effort. "Now, let's go get th' others."

The trio headed to the infirmary, where Pinkie believed Blueblood was resting. As they neared the entrance, Big Mac stopped. "Ya'll hear that?" he asked quietly. The group stopped to listen.

"Blue... oh, Blue..." It was Rarity's voice, coming from inside the infirmary. It sounded like she was crying.

"Is that... Rarity?" Pinkie asked softly, uncharacteristically quiet.

"Ah think so." Big Mac said slowly. "Ya'll better stay here. Ah think it's better if'n we don't crowd 'em. Ah'll be right back." Leaving Spitfire and Pinkie outside, Big Mac walked in.

The infirmary was actually just a bedroom that Blueblood had decided to convert. After all, protecting all of Equestria was not the safest career, and they would occasionally need medical attention. Due to this, it was quite a small room, with only a few beds.

Rarity sat next to one of these beds, her head in her hooves as she sobbed softly. The bed was clearly occupied, but whoever was in it was obscured behind Rarity.

“Rare? Ya’ll okay?” Big Mac asked hesitantly, slowly approaching the crying unicorn.

At the sound of his voice, Rarity spun about, her eyes bred from crying. What caught Big Mac off guard, though, was the anger radiating from her gaze. It was so intense, Big Mac could practically feel the temperature in the room rise as she glared at him. “YOU!” she yelled furiously. “This is all *your* fault! You and that stupid hammer! If it wasn’t for you, Blue would be... would be...” Her words choked off as another sob escaped her lips.

“Rarity?” Big Mac asked, feeling the beginnings of panic. He and Blueblood had never been terribly close, as he was the only pony on the team he never met outside of Thor, but he was important to Rarity and that was enough. “What happened ta Blue?”

Rarity opened her mouth, looking as though she was ready to let loose another tirade, but she was interrupted by a voice so quiet, Big Mac wasn’t sure he heard it. “Let him see, Rarity. I’d like to speak with him.” Rarity looked hesitant, before finally stepping aside and letting Big Mac approach the bed.

Blueblood lay there, covered by the warm blue blanket. The first thing Big Mac noticed was how frail he looked. It was as though he’d aged years in the hour since Big Mac had last seen him. His face was stretched tight across his face, and his forelegs looked like spindly sticks. “Hello, Mr. Macintosh,” the sickly unicorn said quietly. “A pleasure to officially meet you.”

“Jus’ call me Mac, Blue.” Big Mac said as he seated himself beside the bed. “No need ta’ be all formal. We’re teammates, remember?”

“Ah, yes.” Blue said with a laugh. “The earth pony with the powers of an Alicorn. You know, it’s funny. I was brought up on the belief that unicorns are naturally superior to all other ponies, for our magic meant we were closest to divinity. My family was especially divine, being descended

from the royal family themselves. And yet here you are, a so-called 'lowly' earth pony, who has come closer to true godhood than any unicorn." He shook his head slowly. "If only my parents could see this... I'm sure they'd appreciate the irony."

Big Mac watched as Blueblood's laughter degenerated into a coughing fit. When the prince was done, Mac leaned forward slightly. "What happened to ya, Blue? Ah thought that fancy diamond in yer chest was supposed ta' fix ya'll up, good as new!"

"Indeed, my rustic friend." Blue said with a sigh. He pulled away the blanket to reveal his Core Diamond, normally glowing softly with magic, now grown dim. "But I am afraid it is no longer functioning as intended. You see, my lovely Rarity designed this diamond." He gave his unicorn companion a small smile, but she didn't respond. "It was designed to draw on my own, inherent magic for power, so it would be self-sustaining. It was quite a clever enchantment, honestly... but now it is killing me."

Big Mac blinked. "Killing... Ah don't follow."

"Neither did I, at first," Blueblood admitted. "Magic was never my forte. Whatever Loki did to us, it damaged the enchantment on the Core Diamond. It can't store magic anymore. It keeps drawing on me for power, but then that magic merely leaks away." He sighed deeply. "We did our jobs too well. The diamond cannot be disenchanting; we made quite certain to place powerful abjurations on it for that very reason. Those same abjurations, sadly, prevent us from repairing the enchantment, something we did not consider. And taking it out, I'm afraid, is simply impossible."

Big Mac struggled to keep up. "So... th' diamond... it's sucking ya'll dry? Like that Soul Seal spell'a Loki's?"

"I'm afraid so," Blueblood said, laying back on the bed and closing his eyes. "As far as Rarity and I can tell, I have about twenty-four hours to live at the most. We've already tried contacting my family, but we couldn't reach them. Too busy preparing to kiss up to our new ruler, I suppose."

"Blue... Ah'm so sorry." Big Mac said softly, placing a hoof on Blue's shoulder. "Ah'll make this right, Ah promise."

Blue just smiled sadly at the larger pony. "You needn't trouble yourself, my friend. I've made my peace. I doubt my brief redemption was time enough to redeem myself fully, but I have hope that whatever power presides over the afterlife will judge me on my heart and not my actions."

"Don't you dare!" Big Mac and Blueblood both started as Rarity suddenly appeared at Blue's bedside. "Don't you dare die, you disgraceful brute! How dare you even consider it, when you have so much left to answer for here?"

Blueblood visibly withered under the verbal assault, a remarkable feat given his current state. "Rarity, my dear, please-

"Don't you 'my dear' me, you... you..." Rarity visibly struggled to find an insult that fit what she thought of Blueblood just then. "You promised to make up for everything you've done, and you barely started! Is this your way of being noble? Is that it? Because this isn't noble, Blue. This is being lazy! This is taking the easy way out! This isn't the gentlecolt I've come to know - this is more like something the *old* Blueblood would do!"

Blueblood blinked at the final insult. "Rarity..." he whispered, but the angry unicorn had already stormed from the room.

Neither Big Mac nor Blueblood spoke for several long moments. Finally, Blueblood spoke. "I'm sorry you had to see that."

Big Mac shook his head. "Nah, 's mah fault. 'Sides, every couple fights every now'n then."

"I'm not entirely certain Rarity and I are a 'couple'," Blueblood said with a sigh. He fell silent again briefly, before he looked up at Big Mac again. "Is she right, do you think? Am I just resigning myself because it's easier then fighting?"

"Ah dunno." Big Mac said, shrugging. "Ah think only you c'n answer that."

"I'm not certain..." Blueblood said, shifting restlessly. "I *want* to fight... but what can a dying stallion like myself do? I can barely walk, much less fight, and with the Core Diamond damaged I can hardly pilot the Iron Pony

armor.” He gestured to the pile of red and gold armor in the corner of the room. “I don’t see how I have much choice.”

“Well...” Big Mac said slowly. “Ah may be able ta fix that. If’n yer willin’ ta trust me.”

Rarity’s anger had only carried her as far as the door; the moment she left the room, she had broken down crying again. Spitfire and Pinkie did their best to console her, but they had little luck.

“Oh, why must life be so cruel?” Rarity moaned. “I finally meet the stallion of my dreams, only to have him taken from me! I never even got to confess my true feelings; why, we never even went on a date!” She hung her head. “He was always so busy...”

“I promise to make more time in the future, beloved Rarity,” came a familiar, synthesized voice from the infirmary. Rarity froze, her eyes going wide, hardly daring to believe her ears. “However, I hope you’ll forgive me if I postpone our romantic evening for a later date. I’m afraid I have a prior engagement.”

Rarity turned around slowly, to behold Iron Pony standing there in all his glory. The faceplate flipped open, allowing Rarity to see Blueblood’s grinning, healthy face. “But... but how... how did...?” Rarity stammered out, relief and confusion flooding her body.

“Ah dun really unnerstand it mahself.” Blueblood stepped aside to let Big Mac through as the earth pony explained. “But when Loki took Mjolnir from me, he left a lil’ something behind. Like... a lil’ spark of Thor’s magic.” He smiled fondly at his teammates. “Loki tried ta’ take us down by usin’ our friendship against us, but Ah was able ta’ use our friendship to share that spark’a Thor with mah friends. It ain’t much, a’course, but it’s enough to give them back what they had.”

“And I cannot ever thank you enough, my friend.” Blueblood laid a armored hoof on Big Mac’s shoulder. “Macintosh Apple, you have my eternal gratitude. Anything you ever need, you can rely on Prince Blueblood.”

“Thanks, Blue.” Big Mac said with a smile. “But right now, all Ah need is to get Caramel so’s we c’n take the fight to Loki!”

Chapter 16

“Why can’t ya’ll open it?” Big Mac asked, puzzled.

Blueblood huffed in frustration as he gestured to the enormous, cast-iron door. “The Danger Field is designed to lock down once the simulation goes over a certain danger threshold. The only way to shut it down is in the control room.” His frown deepened. “Though the security measures shouldn’t kick in unless...” He looked at Big Mac, a worried expression on his face. “I think we should hurry.”

Big Mac, Spitfire, Rarity, and Pinkie Pie all followed Blueblood as he hurriedly led the way up a small flight of stairs and down a hall. They burst into the control room, only to see that the window that normally opened into the Danger Field was covered by a metal shutter. Blueblood’s eyes widened. “Oh, this is not good...” He hurried to one of the control consoles, his horn lighting up to manipulate the controls.

Spitfire hovered nearby him worriedly. “What’s wrong? Is Caramel okay?”

“I’m not certain,” Blueblood said distractedly. “However, the control room’s protective shutter shouldn’t be down unless one of the truly dangerous simulations are active. There are some scenarios I designed to push even Thor to his absolute limit, and Caramel would be hard-pressed to keep up even with his powers... Oh no.” His eyes went wide. “He’s running Scenario P-22.”

“What!?” Pinkie gasped, popping up at Blueblood’s side without appearing to traverse the intervening space. “But nopony was supposed to actually *use* those! They were just a quick one-off gag that were never going to be mentioned again!”

“Ah hate t’ask, but... what’s scenario P-22?” Big Mac asked.

Blueblood opened his mouth, but Pinkie covered it with a hoof. “No, don’t!” she gasped. “I’m only allowed to break the fourth wall so many times, and I already pushed it earlier! Let’s just say it’s really really

dangerous, okay?”

“Then shut it down!” Spitfire commanded, agitatedly. “If Caramel gets hurt...”

“Already on it,” Blueblood said, pushing Pinkie away telekinetically. “Aaaand... there. Scenario disabled. Deactivating security measures... now.” The metal shutter retracted, revealing the empty Danger Field.

Empty, that is, save for a limp, unmoving, light-brown pony in the very center.

“Caramel!” Spitfire was already out of the room, rocketing down the hall and into the Danger Field. “Caramel, you idiot... what did you do...?” She landed next to him, quickly checking his vitals. “He’s alive, but unconscious,” she informed the others as they followed her into the Field. “He looks pretty beat up...” She turned quickly as Caramel groaned, slowly coming to. “Caramel?”

“S-Spitfire...?” Caramel said weakly, struggling to his hooves. “No... you... you can’t be here. I-I don’t want you to see me like this...”

“What on Equestria were you trying to do, you foolish stallion?” Blueblood asked, looking quite beside himself as he approached. “That scenario was too dangerous for anypony, let alone a pony without powers.”

“Shut up!” Caramel shouted suddenly, startling everypony. “Don’t you dare pity me!” He was breathing heavily and swaying on his hooves, but his eyes burned like coals. “I... I can take it. I have to. I... I don’t need my powers. I don’t. I’m strong... I’m powerful... I’m not a failure...”

“Easy there, Caramel.” Big Mac said, coming up beside him and propping him up. “Ya’ll don’t need to prove anything to us. We’re yer friends.”

“I... just...” Caramel shook his head, as if trying to clear it. “Being Captain Equestria is the first thing that’s ever gone right for me... I don’t want to lose it. Powers or no powers... I can’t go back to the way I was.” He turned to look at Big Mac. “You remember what I was like. I messed up everything I tried. I couldn’t do anything right...”

“Now, that ain’t true,” Big Mac tried to argue. “Ya’ll were a hard worker, and ya gave yer all ta everthin’ you did. That counts fer a lot.”

“No it doesn’t, and you know it!” Caramel protested, pushing the larger pony away. “What about last year’s Winter Wrap Up, when I lost the seeds FOUR times? We all know you were just hiring me to be nice; everypony did. I don’t ever want to have to rely on anypony ever again.”

WHACK! Caramel fell to the ground, blinking in surprise from the hoofslap. Spitfire hovered over him angrily, glaring down at him. “You idiot!” she seethed. “We’re your friends! You’re *supposed* to rely on us. That’s what friends are for!” Caramel tried to interject, but Spitfire wouldn’t let him, poking a hoof into his chest. “You don’t need to prove how strong you are to us, Caramel. We *know* how strong you are. It has nothing to do with your powers, your muscles, or anything physical.” The hoof on his chest poked him again, but much gentler, pointing at where his heart was. “*This* is where you’re strong. In here. You never give up, and that takes more strength than fighting a hundred mutants.” She hovered a little lower, her face nearing his. “But stunts like this? This isn’t strength, Caramel. This is being *weak*. Don’t ever do it again, okay?”

“I...” Caramel blinked back tears, and smiled. “I won’t. I promise.”

“Good,” she said with a satisfied grin. Without warning, she suddenly dropped onto him and kissed him. Caramel blinked in surprise, stiffing in shock for a few moments before relaxing, wrapping his hooves around her and kissing her back.

A bright golden glow enveloped the pair as they kissed, radiating out from Spitfire only to be drawn into Caramel, making his body glow like the rising sun. As he lay there, his hooves around the mare of his dreams, he felt his muscles grow, and his body expand. Power rushed into him like water into a well.

Captain Equestria was reborn.

Rarity dabbed at her eyes with a handkerchief. “Oh, that’s so beautiful!” she gushed. “I must say, Mr. Macintosh, you have an excellent sense of timing.”

Big Macintosh was grinning proudly. "S'not me," he confided. "Ah need to touch th' other pony t'make it work."

"What?" Rarity's brow furrowed. "Then how...?"

"Some things're even stronger'n friendship," Big Mac said simply, his grin growing. "Way t'go, little buddy," He whispered.

"We don't have long," Big Mac told the group. They were all assembled in the meeting room. With the exception of Big Mac and the 'civilians', they were all in costume and ready for battle. "Loki said th' Princesses are alive fer now, but there's no way'a knowing how long that'll last." He paced back and forth nervously. "We need a way t' take out th' Dark Avengers, Trixie, and Loki with just the th' four of us." He sighed. "An' Ah dunno how much use Ah'll be inna fight without Thor. Ah'm mighty strong, but Ah dun think Ah'm much of a match. Anypony got any ideas?"

The room was silent. Everypony looked anxious and uncomfortable, save Blueblood, with his expression hidden behind his helmet. Even Pinkie Pie looked concerned.

Finally, Caramel spoke up. "I've... been thinking about the Dark Avengers," he volunteered. "I think I might have a way to beat them. I think Loki might've done *too* good a job on them; there's some weaknesses I think we can exploit."

"Good," Big Mac said with a relieved smile and a nod. "Now what about Trixie? Next t'Loki, she's the biggest threat, what with her havin' Gungnir."

"Oh, you don't need to worry about her!" reassured a cheerful voice. Everypony looked on in shock as a tiny filly Princess Celestia leapt out from under the table. "Trixie's gone, she won't be bothering anypony!"

"P-Princess!" Big Mac stuttered, his posture straightening. "Ah thought Loki captured you. How'd you escape?"

The tiny Princess chuckled. "Everypony seems to have forgotten that just

because I *look* like a filly, doesn't make me any less the millennia-old trickster goddess that I've always been. They didn't even bother with binding me away like they did my sister; they just put me a anti-magic cell like we use for unicorn criminals." She shook her head in mock disappointment. "You think they'd know better than to let the tiny goddess out of her cell for a potty break."

"Princess," Spitfire interrupted politely. "What did you mean when you said Trixie was gone?"

"Oh! Right!" Celestia said, leaping up onto the table and turning to address everypony. "No pony ever bothers to hide things from a little filly, so I was able to find out all sorts of useful things! Like, for example, how Trixie turned on Loki to try and take Equestria for herself. Loki dealt with her easily, of course. She got away, but I don't think she'll be coming back for a while and she took Gungnir with her, so we don't have to worry about it!"

Big Mac grinned broadly at the news. "That's perfect! Wit' Trixie gone, if you three c'n handle the Dark Avengers than that just leaves Loki..." His face fell suddenly. "For me. Aw, who'm Ah kiddin'?"

Pinkie bounced to her friend's side. "Don't worry, Mac-Attack! I'm sure you'll think of something!"

Big Mac forced a smile. "Thanks, Pinkie, but Ah dunno. We don't really have anypony as strong as Loki. Unless... Princess?"

Everypony turned to look at the shrunken monarch. She shuffled her hooves embarrassedly. "Ummm... sorry. I still don't have most of my power yet. I'd say I'm about as strong as a really strong unicorn right now, and that's not enough to take on a really powerful Alicorn like Loki." Her face lit up. "Oh! But I have an idea!" She leapt off the table and onto Big Mac's back. "I think I have a way for *you* to do it!" She leaned down and whispered in his ear. Big Mac listened patiently, and a grin slowly crept across his face.

When Celestia was finished, Big Mac turned to the Avengers. "Listen up, everypony!" he commanded. His voice was still unmistakably his, but it shook with the confidence and godlike tones of Thor. "Ah think we've got ourselves a plan!"

The group nervously approached Canterlot Castle, taking the side roads to avoid being spotted. The streets were crawling with unusually large earth ponies, easily the size of Big Mac or Caramel, all wearing heavy armor and bearing the mark of Loki over where their Cutie Marks should be.

“Those are Loki’s constructs,” Celestia informed them in a whisper as they snuck along. “The ones out here mostly belong to that big armored unicorn, the Iron Monger. Loki gave them to him and he controls them from his room in the Castle. But once you’re inside, all the constructs will be controlled directly by Loki, and anything they see, he’ll see too. You’ll have to be careful.”

“I have to admit, I don’t like this plan,” Spitfire said with a frown. She turned to Big Mac. “An awful lot seems to rest on Loki behaving like you think he will, and it puts you in a lot of danger. You’re not invincible anymore, you know.”

“Spitfire - er, Firebird is quite right,” Blueblood - now Iron Pony again - said, his voice distorted by his armor. “Are you quite certain about this, Macintosh?”

“Don’t worry!” Pinkie Pie said cheerfully. “Big Mac can handle anything Loki dishes out, right Mac?”

Big Mac chuckled. “Eeeyup. Don’t y’all worry none. This’ll work, Ah promise.”

“We’re here!” Celestia announced. The group came to a stop in front of what seemed to be a dead end alley. Boxes and garbage were piled high, and at Celestia’s direction, Big Mac and Captain Equestria pushed a large pile to the side, revealing a hidden door. “This’ll get you into the castle,” the diminutive Princess chirped. “You have everything you need?”

Big Mac placed a hoof on the small pouch Rarity had cunningly sewn, almost completely hidden against his bright red coat. “Eeeeyup. Everypony remember their jobs?” He glanced around as everypony nodded seriously, even Pinkie Pie. “Good. Rarity, ya’ll better take th’ Princess back

to th' mansion, where it's safe."

"Of course," Rarity said. She trotted up to Iron Pony and briefly whispered in his ear. Blueblood flipped up his faceplate in response, and gave her a brief kiss.

"I'll be fine, dearest Rarity. I promise," he whispered, before flipping his faceplate back down. "Now go, and hurry. We'll see you soon." Rarity nodded and hurriedly collected the Princess, fleeing the alleyway before anypony could see her crying.

"Bye everypony!" Celestia called as Rarity dragged her away. "Good luck!"

Big Mac smiled briefly, before turning back to the door. "Whelp. Here goes nothin'." He nudged the door open. "Let's do this, everypony."

Loki stood in his new throne room, smiling to himself. The grand throne room had been redesigned, the bright colors exchanged with Loki's green and yellow. The stained-glass windows had been changed from the beautiful murals depicting the history of Equestria to endless repetitions of Loki's own visage, and his twisted snake symbol.

The doors to the grand chamber swung open, and a small troop of armored constructs marched in, a beaten-up Big Mac being dragged along in their midst. Loki turned to meet the procession, his smile growing wider. "Ah, if it isn't my brother's former host." He chuckled, practically hopping down from the raised dais the throne sat on. "Come to save the day with a dashing display of last-minute heroics, have you? Did you really think I wouldn't be watching the secret entrances to the castle? I happen to be quite clever; that sort of thing doesn't get past me." Loki was quite proud of his speech; he'd adapted from his ancient Asgardian speech patterns to a much more modern mode, allowing him to sound less like an antiquated villain from an old novel and more like a modern, up-to-date ruler.

Big Mac, however, showed little respect for Loki's achievement. He said nothing, not even lifting his head. He just stared at the ground, not even daring to look upon Loki's magnificence, which was just fine with Loki.

“Really, what did you even hope to accomplish? You’re nothing but a mortal earth pony who used to host my brother’s soul. Did you really think you stood a chance against me?”

“Not really,” Big Mac said, sounding oddly jovial. Loki’s brow furrowed as the red earth pony raised his head to reveal a large, ear-to-ear grin. “But mah job wasn’t t’fight ya. Ah was just tryin’ to get close enough to use this!” He pulled a small gemstone Rarity had prepared from the hidden pouch she’d sown for him, tossing it at Loki as hard as he could.

Loki acted without even thinking. He aimed Mjolnir at the gem and fired a bolt of lightning. The bolt was so bright as to blind everypony in the room, and Loki felt a powerful wave of magic expanding from the gem. When his vision cleared, Big Macintosh stood by himself, smirking at him from the center of the throne room.

The constructs were all gone.

The Avengers stood just outside Canterlot Castle, hidden in a handy bush. Iron Pony, Firebird, and Captain Equestria all sat in silence, quietly awaiting the signal.

Suddenly, Iron Pony leapt to his feet. “There it is!” he exclaimed. “I just felt it; Rarity’s gem bomb just went off. Come on!” He lead the charge into the castle, the gates now left unguarded.

“What... what did you do?” Loki asked, his friendly demeanor vanishing under his anger. “Where did my guards go?”

Big Mac just chuckled at his foe’s distress. “Ya’ll c’n thank Rarity’s anti-magic gem bomb fer that. It’s not all that strong, an’ it only lasts for a second. On top of that, it needs a sample of magic from th’ pony it’s canceling out. Lucky fer us, it’s just strong ‘nuff to cancel out all them guards’a yers, and ya’ll were kind enough to provide the magic sample.” He began approaching Loki. “It’ll take ya’ll hours to call up more guards, ‘n by then it’ll be too late. Mah friends’r takin’ care’a yer Dark Avengers, and Ah’ll

take care'a you. Yer finished, Loki."

Loki blinked, staring at the arrogant earth pony. Than he chuckled, which grew into a deep, resounding laugh. "Oh, that's just too funny! You think a weak little mortal like you can defeat a god? Even without my guards, even assuming your puny friends can defeat my Dark Avengers, there is no possible way for a weakling like you to defeat me. You're just an earth pony!"

"Mah friends're strong than ya'll think, Loki," Big Mac said calmly. "And, fer all yer talk about how alicorns shouldn't underestimate unicorns, ya'll sure are underestimating us earth ponies an awful lot."

Loki snorted impatiently. "Oh please. Like you could possibly... wait." His brow furrowed as he noticed something amiss in Mac's phrasing. "Did you say 'us earth ponies'?"

"Eeeeeyup," Big Mac said with a grin. "Pinkie! NOW!"

"Okie dokie!" came a familiar voice from behind Loki, just as he felt a weight land on his back. "Hiya, grandpa Loki!" A pink blur shot down his leg and yanked Mjolnir off. The cords of the ancient hammer offered little resistance as Pinkie Pie separated it from its surrogate wielder. "Bye grandpa Loki!" Pinkie set off at a run towards Big Mac, hammer in her mouth.

Loki had to stop and take a moment to process what had just happened, but when he did, he flared his wings and roared in anger, his voice shaking loose stones from the ceiling. "**HOW DARE YOU!**" he boomed, his horn lighting up. "**YOU DARE DEFY LOKI? I WILL WIPE YOU FROM THE FACE OF EQUESTRIA, YOU ARROGANT PEST!**" A bolt of magic leapt from his horn, forming into a snake as it lashed at Pinkie.

At the last second, Pinkie felt her tail twitch and leapt to the side, causing the bolt to splash harmlessly on the stone floor. She swung her head, tossing the hammer to Big Mac as she ran past. "Tag, you're it! Bye!" She was already dashing out the door as Big Mac held out his hoof to receive his hammer.

"NOOOOOOOOOOOO!" Loki screamed, but it was too late.

Mjolnir's cords wrapped themselves around Big Mac's hoof, snuggling the hammer against him like a foal glad to return home. There was a brief pause, before Mjolnir began to glow brightly, covering its wielder in its radiance. The glow grew brighter and brighter, blinding Loki. Finally, an earsplitting thunderclap could be heard, and the glow ceased. Fearfully, Loki looked back at where Big Mac once stood.

“LOKI!” boomed the reborn God of Thunder. **“I WOULD HAVE WORDS WITH THEE.”**

Epilogue

Equestria turns, time moves on, and The Day comes around again.

Ponyville had changed a lot since Big Mac's last visit. Half of the original Avengers were from here, after all, and many of the newer members that came after were from here as well. Ponyville had one of the highest mutation rates in all Equestria, with nearly two-thirds of the population mutated merely a month after Loki's Fall. With so many celebrities calling one town home, it was hardly a surprise that the once backwater town of Ponyville had now topped Canterlot as Equestria's number one vacation and tourist spot.

Fans of the Avengers. Hopefuls, looking to be recruited by them. Mutie-chasers, hoping proximity to the legendary town would grant them spectacular abilities. Tourists, vacationers, families; hundreds of ponies came to Ponyville daily.

Big Mac took comfort in the fact that not a single one recognized him as he and Applejack walked through the marketplace.

"Take it easy, Mac!" Applejack advised. "Ya'll look like yer about to head for th' hills."

"Sorry, sis," Big Mac said sheepishly. "Ah'm not used to bein' in a crowd that ain't swarmin' me fer mah autograph."

"Ya'll're spendin' too much time as Thor," Applejack admonished. "Ah think it's a good thing ya'll came home fer yer birthday. Ya'll need the break."

"Yeah, yer probably right," Big Mac sighed. "But enough 'bout me. How've you been, AJ? How's Applebloom, and Granny? And the farm, ya'll been able t'take care'a it?"

Applejack smiled at her brother reassuringly. "Well, it ain't been easy since ya'll stole all mah friends away fer that crazy team'a yours. But

Fluttershy still comes by to help with the animals, and Ah've hired more'n enough help for the farm. We made enough this year to buy Granny's hip replacement. And Applebloom and her friends are still tryin' to be Cutie Mark Crusader Avengers."

Big Mac chuckled, shaking his head. "Some things never change, Ah guess."

"And some things do." Applejack responded, suddenly solemn. "Ponyville's a lot different now. Ah mean, it's not Manehattan, but it's not the quiet little town it used t'be. And... everypony's left." She sighed. "How is everypony? Gettin' along all right?"

Big Mac tapped a hoof to his chin in thought. "Well...."

"We made Pinkie Pie head of Public Relations; she was thrilled once she found out what it meant."

"Hiya, everypony! I'm Pinkie Pie, and I'll be your tour guide for this super-spectacular-amazing-wonderful tour of... pause for dramatic effect... THE AVENGERS' MANSION! Everypony stay together now! Don't wander off, don't touch any of Blue's science-y stuff (he hates that), and whatever you do, *don't* try to implode causality. It's a big mess and there's no fezzes for anypony, trust me. Now, everypony ready? Good! Stick close, follow me, and we'll all have a great big party after! LEEEEET'S GO!"

"Rainbow Dash is havin' the time of her life; she's a field leader now, you know. Got her own team and everything."

"Run for it!" The bank robbers scattered in all directions. Manehattan was a big city, with lots of back alleys to hide in.

Saintspirit, codenamed Angel, looked to her team leader. "Aren't you going to stop them?" she asked, confused.

The large metal pony known as Colossus gave a rumbling laugh. "Nein, little one. You just wait. Quicksilver, she likes giving them a head start. Don't worry, they won't escape."

Angel turned back to the blue-furred pegasus. Quicksilver wore a silver flight suit that hid her mane, but everypony knew who she really was. "She's really that fast?"

"No pony faster." Quicksilver replied with a smirk. "Three... two... one..."

There was a bright, rainbow-colored flash, and the deafening crack of a sonic rainboom.

"Rarity and Blue are off on a, heh, 'business trip'. Considerin' what Ah just helped Blue pick out, though, Ah'm guessing it's a bit more'n that..."

Prance. One of the fanciest, most beautiful cities in Equestria. The center of high fashion. Rarity was in heaven. She and Prince Blueblood stood atop the grand Eiffel Tower, looking down at the magnificent city below.

"Oh, Blue," Rarity sighed, leaning against her coltfriend's side. "This has been the most *fabulous* day ever!"

"I'm glad you liked it, my dear. But it's not quite over yet." The Prince stepped back, turning to face Rarity.

Rarity looked puzzled. "Whatever do you mean, darling?"

Blueblood took a deep breath, then got down on his front knees. His horn lit up, magically levitating a small box out of his vest pocket. "Rarity..." He opened the box, revealing the magnificent diamond ring Macintosh had kindly helped him pick out. "Will you marry me?"

“Twilight... well, we haven’t heard from her in a few weeks, but Ah’m sure she’s fine. Ya’ll don’t get to be Sorcerer Supreme without knowin’ how to take care’a yerself.”

“CURSE YOU, TWILIGHT SPARKLE!” screamed the unholy abomination as the Chains of Mag’ne dragged it back into the Darkness Realm. **“I’LL BE BACK! I WILL DESTROY YOU IF IT’S THE LAST THING I EVER DO! I WILL FEAST ON YOUR SOUL AND-”** The creature’s rant was cut off as the portal slammed shut, cutting him off from Equestria.

Twilight’s brow furrowed as she poured the last bit of magic she had in her into sealing the portal. Massive chains of magic and cold steel wrapped around the enormous stone box which contained the Rainbow of Darkness, sealing it shut.

“There!” she exclaimed, wiping sweat off her forehead. She was exhausted, but triumphant. “That should keep Tirek sealed for another ten million years or so. Now, let’s go get Spike and go home.”

“And as fer the rest’a mah old team, well, they mostly train the new recruits these days, though they still go off on missions when we need ‘em.”

The small group of new recruits waited in the Danger Field, whispering among themselves nervously. They had all heard who their trainers would be, and the mood was somewhere between hero worship and terror.

“They say it was really Captain Equestria who beat Discord; he was standing right behind the Elements of Harmony and his glare turned Discord to stone,” joked one recruit, trying to lighten the mood with the old game of ‘Captain Equestria facts’.

Another recruit, inspired, countered. “Well, I heard that the only reason Princess Celestia raises the sun is that Firebird has better things to do.”

“Oooh, good one!”

The chattering stopped almost immediately as the Danger Field's door opened wide, and two of the most famous, well-known faces in all Equestria stepped inside.

"Welcome, recruits, to Avenger's Mansion." Captain Equestria said with a smile, Firebird hovering faithfully at his side. "Let's get started, shall we?"

"Sounds like everypony's doin' fine." Applejack said, trying to force a smile.

Big Mac came up beside her and gave her a hug. "Ah know ya'll feel a bit lonely here all by yerself." He said quietly. "Ah'm mighty sorry about that. But the Avengers are important."

"Ah know." Applejack said, with a real smile this time. "And Ah'm mighty proud'a you. Just... don't ferget yer little sister, alright?"

"Never."

Deep below Equestria was a enormous network of tunnels, dug out ages ago by greedy Diamond Dog miners. The network went on for miles in all directions, crisscrossing randomly, zig-zagging wildly and coming to many an abrupt dead end. Without a powerful pathfinding spell, a pony trapped down here would be lost forever.

Luckily for her, Trixie was more than capable of such a spell.

Deep within the tunnel network was a cave protected from magical detection by wards that were strong enough to hold off the Sorcerer Supreme's magic, and from technological sensors by miles and miles of solid rock. Within this cave, illuminated only by a pair of torches, sat a pony who once called herself the Great and Powerful Trixie.

In front of Trixie sat a lump of metal, glowing brightly as Trixie focused her mental might on it. Beside her, the spear Gungnir pulsed in time with her horn, amplifying her magic to rival that of an Alicorn. The loss of Loki's magic had weakened her, but she refused to mourn her lost power. She was still the mightiest unicorn in Equestria, and soon she would prove it.

Under Trixie's mighty magic, the metal began to glow cherry-red, melting down to molten slag. Trixie carefully manipulated the liquid metal, magically sculpting it to the desired shape. As she worked, she quietly muttered to herself, still performing for the crowd even when alone.

"Trixie was foolish, she can admit that. She misjudged Loki; she acted rashly." She glanced aside to Gungnir, and smiled. "But it was worth it, in the end. Trixie is now more powerful than any pony in Equestria, all thanks to those foolish gods. Even if..." Trixie raised a hoof to feel her face. "Even if Trixie did pay a most terrible price."

Trixie wrenched her thoughts away from the burnt flesh that had once been the most gorgeous face in all the world, and refocused on the metal object that was slowly taking form. "It doesn't matter, now. Trixie will have her revenge, soon enough. Loki is gone, but the others... those who laughed at Trixie... belittled her... all those gods and magicians and 'superheroes' who thought themselves above Trixie... they will all pay dearly." She grinned evilly, or rather tried to. Her... new face was very stiff, and couldn't do more than a slight smirk.

"Ah, it is ready," Trixie said, lifting the glorious new shape up to the torchlight. "It is time, then. Time to reclaim Trixie's rightful place as ruler."

She raised a hoof to her face again, feeling the ruining skin. "But it will not be the Great and Powerful Trixie who claims the throne. No, that pony is dead. She died, along with all her impatience and foolishness and vanity, when Loki stupidly turned against her. No, it is a new pony that rises from her ashes today, a pony who is free from such petty concerns. A pony who desires only power, and will use any means to obtain it."

"Let me no longer be known as Trixie, the Great and Powerful!" she cried to the ceiling. "Let me take on a new name! One that will strike fear

into the heart of everypony who hears it! Let me take the name of the fate that shall befall all who defy me!”

Trixie levitated the metal mask she’d sculpted to her and pressed it, still burning-hot, against her face. The metal sizzled and burned, fusing to her face, *replacing* her face. Trixie ignored the pain.

“From this day forth, let me be known only as...”

“*TRIXIE!*”

“*VON!*”

“*DOOM!*”

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End of My Little Avengers Vol #1

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Authors Notes

A/N: Aaaaand that's all folks! The end of My Little Avengers! Or rather, the beginning. I do intend to write a sequel (when I'll find the time, I have no clue), so this isn't the last we'll see of Thor, the Avengers, and Marevel Equestria. Better yet, if any of you want to write up your own stories in Marevel Equestria - following any number of super-groups or solo heroes - feel free! Just send them in to me at Koolerkid2006@yahoo.com, and I'll take a look at 'em for you! I just ask that you don't touch the mane six or the Avengers without my express permission, and that you have anything you send in to me proofread first.

Anyway, shout-out time!

Shoutout to my best friend, Josh, who didn't think I'd complete this. In your face!

Shoutout to my other friends, Justin, Anna, Ryan, and Jessie, whose support helped me finish this fic. Thanks guys!

Shoutout to RK_Striker, my 'grammar' proofreader who not only caught every one of my *billions* of typos and errors, but took the time to painstakingly type out each and every mistake for me to correct. Without him, this would look like it was written by an dyslexic toddler, so thanks! He also writes a most excellent story called *She Returns*. See if you can spot the reference in this epilogue!

Shoutout to Chojomeka, my 'story' proofreader and most enthusiastic supporter. Thanks for all your praise, man.

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Shoutout to all the folks at the MLP Brainstorming board on Spacebattles, whose advice and assistance is what birthed this fic. They are awesome bronies.

And finally, shoutout to all the folks who read, commented, and reviewed this fic on both EQD and Spacebattles. If not for the encouragement, praise, comments, and general ego-stroking you guys gave, I'd have never worked up the motivation to finish this fic. Thanks a ton, everybrony!

Alright, folks, time to go! Leave a comment telling me how awesome I am, what you liked best about this fic, favorite character, favorite part, or anything else you feel like letting me know. And keep an eye out for my next fic: ***My Choices: Twisted Tales Through Time!***