

Silent Night

Chapter 1:

Silent Night

A bright flash. Burning, then a deafening roar. Then pulling, from every direction. He could feel pulling at his limbs, being pulled to the limits. Being pulled apart. Then, snap.

Nothing.

Another flash, brighter this time. Coming back together, piece by piece, atom by atom. Then pressure, air all around, rushing. Air, blowing from behind. No,... from below. He's falling, still blinded, too soon to see, eyes feeling... new. Then, crack! Trees, the smell of green. Then, the ground.

He awoke just enough to know he was still alive, breathing in the dust and scents of the area around him. All energy seemed to be gone from his body, keeping him completely immobile, sprawled against the ground. He couldn't move his face from the dirt, couldn't move his arms or legs. Not even his fingers or toes were responding to his meager mental commands to straighten himself out and rise up off the ground. It was at this moment he realized, his whole body was numb, the familiar feeling of pins and needles beginning to dance over every inch of his skin. Somehow, in spite of the strange events that brought him here and the pain now slowly taking the place of the numbness, the feeling of his sleeping limbs waking brought him comfort. At least that meant that whatever had happened to him was wearing off. But the pain all through his body continued to grow, now rising into full effect as the pins and needles disappeared. Soon, he began to miss the numbness. The new, soar sensation making the young man want to curl up in the dirt, if only he could. "Why can't... why can't I move...?" he thought, still not able to quite force his eyes open.

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From her favorite window in the palace, Luna had a wonderful view of the valley where Ponyville rested at the beginning of the Everfree Forest. Several large and small lakes dotted the landscape, with many various hills and dales surrounding the large town that was now in the last stages of retiring for the night. The few random clouds in the sky did little to hide the soft light of the waxing full moon from shining on the town, giving it an alluring and inviting aura as Luna turned her attention to the guests of tonight's Grand Galloping Gala. Hours ago she watched as the first guests arrived, dressed in their finest suits and gowns, brought in by extravagant carriages pulled by handsome colts and stallions. She gave her own beautiful gown hanging on a cloth ponikin in the corner of the room more than a few sad glances as she listened to the entertainment play classical pieces for the crowd as they entered the palace, almost wishing she could just put it on and go down to join the festivities herself.

No more than 20 minutes ago, she heard a loud commotion from the main ball room, quickly followed by a small group of ponies running down the steps to their waiting carriage, their young dragon driver whipping the reins and sending the team of stallions dashing off into

the city. Not long after that, it seemed the rest of the congregation began their slow, limping trek down the palace stairs to their carriages. Just as the long line of waiting coaches began to pull away, there was a soft rapping at the door to Luna's chambers. The door gently nudged open as a beautiful white mare with a flowing multicolored mane poked her head into the room. "Luna, darling, did you spend all night up here alone again?" Luna didn't answer. She just took a few slow steps from the balcony and back into the room.

The light from the magic glowing torches in the room revealed the figure of a beautiful young mare. Princess Luna, the alicorn with a gorgeous coat of light blue, the feathers of her wings now held tight to her body matched in color. She had a lighter shade of blue to her mane that gently fell over her face and eyes down to her shoulders, a single spiral horn emanating from the center of her head. On her flanks, the symbol of the crescent moon on a slightly darker blue patch. With her head down and deep teal eyes facing the floor, she made her way to her bed and lay down, curling into a ball as her older sister, Princess Celestia, entered the room. Her long, flowing mane moved ahead of her slightly, working around her long spiral horn. Her swan-like wings rested comfortably at her sides, almost covering the symbol of the sun that adorned both sides of her flank. She moved to the bed and sat down on the floor, facing her sister.

"I missed you at the Gala tonight, sister. I would have liked you by my side as I greeted the guests. Are you feeling well? Anything wrong?" she said as she touched the tip of her wing to Luna's back. Luna curled up a little more and buried her face into the pillow deeper, bringing her wing up to hide her face. Luna responded quietly,

"No, nothing wrong, Tia... no more than usual."

"Luna, it's been quite a while now since you've been back with us. Don't you think it's time you let your subjects see their young princess again? I know they're eager to get to know you again." Celestia said as she curled up on the bed beside Luna, making it sink down on her side. Celestia was nearly twice the size of Luna, being both older and far more powerful than her sister, she usually preferred to stay in her astral form. She places a hoof on her little sister's back between her wings and rubbed her gently. "You know, I'm going down to Ponyville soon to spend some time with some friends. You could come, if you like. I'm sure they wouldn't mind. No need to put on that stuffy gown or anything. Come as you are."

Luna remained still and sighed. "Meeting friends...? You mean your student Twilight, and the other Elements of Harmony? They'd be the last ponies in the world that would want to be anywhere with me."

Celestia pulled her hoof away and sat back up on the bed, her back to her sister. "You only think that, my dear." She stood up off the bed and preened her feathers out before drawing her wings back close to her body. "You're still free to come down and spend some time with me and the Elements tonight, if you like." She began to slowly walk to the door. "And ever if there *were* some of our subjects who were weary of you, that's never going to change until you go out and show them what a beautiful and special pony you truly are." Celestia stood in the doorway, looking back at her little sister still curled up on the bed, alone in the dimly lit corner of the room. "I won't ever force you to do anything you wouldn't want to do, but someday, you're going to have to face the world again. Only then will all your fears

finally leave you and you'll be happy again." She put a hoof on the door handle and began to close it behind her as she left. "If you choose not to come down tonight, I'm not sure when I'll be back, so I'll see you tomorrow, alright?" Luna gave no answer. Celestia sighed as she slowly closed the door, a slight lump in her throat as she looked once again at her sad little sister. "... I love you, Luna..."

Celestia walked down the hall to the stairs, gliding down them as she descended into the front foyer and out the main front doors to her waiting chariot. With a word, the four pegasi stallions in front of the chariot took off, lifting it and their princess into the air and on their way to Ponyville. Celestia was looking forward to seeing her friends in town. She just knew they'd be together talking about tonight's events, she just wasn't sure where. No matter, a quick locator spell would help find them. She smiled as she imagined how surprised they would be to see her. However, she could not take her mind off her poor sister, Luna. Since her return to the palace, she has had a deep sadness over her, and been shy and reclusive, even to the point where she would go days without talking to anypony. These feelings had to come to an end soon, for Celestia feared that they would once again draw her sister to down a darker path. A path she feared her sister might not find her way back from this time.

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The door shut, and Luna lay still on the bed, listening to the delicate hoof steps as her sister walked down the hall and stairs. She got up off the bed and walked to the balcony again, her head down in depression as she took her favorite place to watch over the valley below. Her sister's chariot rose to its cruising altitude and was off to Ponyville. She watched as it descended into the city and disappeared into the streets out of view. Directly below, most of the palace guards trotted out of the various exits, informing some of the over-night guards on the events of the Gala, laughing as they passed off their duty for the night and discussed the mayhem near the end of the event. Soon, they began to disappear as well. Some into the palace, some off to their homes. And once again, Luna was alone, her least favorite place to be. She gazed up at the moon, hanging silently in the sky, and shuddered. The beautiful, bright, cold, lonely moon. She turned away, not even able to face her own charge in her current state.

"How could I ever go out and greet our subjects, sister? They know what I've done. They'll never trust me again." she spoke softly to the night, feeling a tear begin to form.

She closed her eyes and turned away, back into the room and out the door, into the hall. The magic lanterns on the wall kept the hallway lit just enough to allow passage through the palace, illuminating the various paintings and sculptures throughout. Busts carved out of marble, tapestries, and paintings of all kinds on both sides. However, Luna found herself drawn to on tapestry in particular; The Midnight Blaze.

It hung huge against the wall, stretching the width of at least three guards end to end and from floor to ceiling. The tapestry depicted the moon, the very astral body of witch Luna was the deity of, near the bottom of the painting. Below the moon, the horizon of Equestria, sleeping soundly in the night. Near the top, standing out against the deep blue night sky was a menacing wave of black, descending with spiked tentacles towards the moon and Equestria. The only thing that stood in the way of the coming threat was a single ball of fire, dark in the

middle but surrounded by rays of light that radiated out over the moon and Equestria, defending it while at the same time, penetrating the dark aggressor above. Luna loved that tapestry, especially as of late, though she couldn't quite put her hoof on why.

She gave the beautiful work of art a gentle smile and moved farther down the hallway to a set of doors leading to another balcony. This one was built to overlook the garden, a massive private reserve in the middle of the palace grounds for the rarest creatures in the world to live undisturbed. Luna sometimes found the songbirds and crickets soothing, so decided to rest here for a while and try to forget her troubles. But the garden offered no solace tonight, only silence. "Oh, that's right." She remembered. "The animals were chased into the palace during the end of the Gala. They're probably all asleep from exhaustion." From the balcony she could see every ground level door to the palace open, as to allow any more animals wondering the halls to find their way back to their homes. A lone cricket played a broken-up tune from somewhere down in the greenery. She sighed again. At least it was still a beautiful view, that high up from the treetops, looking down on the fountains and exotic trees that were scattered throughout. But not long after arriving, the scene began to bore her. She quickly started to miss the usual luster.

"I suppose I'll just make myself some tea in the kitchen and call it a night." She glanced up at the starry sky, opposite the position of the moon once again before turning away. Then, a flash. Luna paused.

"What was that?" Then again, twice, quickly this time. "What in the name of all the gods..." she thought aloud.

From high above the garden, out amongst the stars, a distant flicker was starting out in space. At first, Luna thought it might be a shooting star, or... perhaps a meteor falling. No, neither of those. There was an energy about it, faint. Definitely not noticeable by any normal pony, but to one such as Luna, it was there. She raised her two front hooves up on the banister, straining to get a better sense of the disturbance. Focusing, training her senses on that point in the sky, searching for anything. Suddenly, a bright flash, felt inside her mind. A burning wave, felt against her coat but by nothing else in the kingdom, blew her back against the doors of the balcony. She hit the floor with a groan, quickly looking back up to the spot in space. Now, feeling energy being pulled, from all around her, up towards the disturbance. The light was falling faster now, coming in at an amazing rate! A final loud "BOOM!" rang out, the object breaking through the atmosphere and exploding in the sky and vanishing in a brilliant flash of light.

Luna squinted as she surveyed the sky. "'Where did that come from?" she thought, wondering what that could have possibly have been. She thought she knew ALL the universal events and phenomenon, but this was entirely new to her. Perhaps she'd have to wait till Celestia came home to find out what it was. Out of the corner off her eye, quickly falling from the sky under the scene of the explosion, she caught a small object. And it seemed to be falling down towards the palace. Leaving behind a light trail of smoke that vanished as it reached about 5,000 feet above the ground, it toppled end over end as it fell. Luna jumped up from the balcony, using her magic and her wings to hover in the air, instinctively moving to intercept the object before it could do any harm. Her horn glowed with magic energy, preparing to blast the object, when she noticed...

“Are those... LIMBS?!” The silhouette of limbs flaying against the dark blue backdrop of the night caused Luna to almost fall from her hover. She backed down onto the balcony again, beginning to panic, knowing she didn't have enough time now to stop the newly identified falling being from hitting the ground.

She ran back into the palace, tripping as she made her way hurriedly down the hallway to the main stairway, making her way through the foyer and bursting through the main hall. Halfway down the stairs she heard the loud thud from the being hitting the ground in the garden.

“Oh please oh please oh please oh please...!” Luna bursts through the open doors of the garden and stopped, quickly looking from left to right. “Where did it go, oh, where did it go?!?!” she thought out loud, stomping her front hooves in panic. From above the trees, there was a slight puff of smoke rising. Luna ran towards it, through bushes and ducking under low tree limbs as she went. In a moment she was upon the scene; a clearing in the trees with a small crater in the middle.

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He thought about giving up. He thought about just not trying to move anymore. The pain was now extraordinary. The dust and dirt kept going in his nose and mouth as he tried to breath in the strange position he landed. Slowly, he began to feel... cold. “... I... guess I'm... not gonna... be getting up...”

She found him lying on his side, breathing shallow, smoke still coming from his body. “How is he even alive at all?” She thought. She ran to his side and knelt down. He looked like he didn't have much time left, and Luna knew she had to work fast to save his life.

He felt himself starting to slip. The pain began to drive him down, farther into darkness. He didn't care where he was or what happened to him at this point. All he could think about was the dirt and leaves and not being able to move, and how good it was starting to feel fading away from all that.

“Maybe wherever I go from here... will be better than this..” But as he was letting go, a miracle occurred. Barely audible, they were so light, were footfalls on the leaves. They were quiet at first, slow. Then they paused, only to resume, quicker this time. Steadily they became louder until they came to a stop just above him. Then he heard her voice.

“Don't worry, I'm here now. Everything's going to be alright.”

A voice of an angel, out of nowhere. A voice sweeter than any he ever heard before. With the last of his last energy, he forced his eyes open for the first time since he saw the flash, only to close them again and smile before fading completely.

“I must be already gone.” He thought. “I could've sworn... that blue horse with wings... just talked to me...”

Waking Up in Equestria

Chapter 2:

Waking up in Equestria

The peaceful, quiet chirping of morning songbirds filled the air. Beneath him, a soft, plush cushion molded around him and supported his body under the warm sheets of the same material. His head lay on the softest pillow he ever felt, and for the moment, he felt at peace. Last night was a blur. Did he dream that, or was some of that true? What was that energy, all that pulling and pain? Guess it didn't matter now. He felt great. Fully rested and at peace, awake but not making any attempt to get himself out of bed and break from this moment of serenity. He slowly opened an eye, allowing his vision to adjust to the brightness. It was morning, alright, but he didn't recognize the room. The sun streamed in through the window, high in the sky, lighting the posh extravagance of the room. Hand-carved wooden furniture, bookshelves built into the walls and stacked with large, antique looking books, marble floor, giant carved wooden double doors that, for the moment, were closed and beautiful paintings of landscapes, constellations, buildings, horses...

"Horses... a horse." He thought. He had a dream about a horse. A real weird one, too. A blue horse, with wings and a horn? Too many fantasy novels, perhaps. It had to be to come up with a screwball idea like that. He chuckled to himself as he shimmied his face into the pillow a little bit deeper. "I think that nightmare creature thing even talked to me."

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"You're not mad, are you Tia?" she said with a worried look. Princess Celestia trotted quicker down the hallway to catch up with her little sister as she skipped, almost galloping ahead of her.

"No, Luna, of course not! I'm quite proud of you, in fact. That was a wise decision, and so courageous, too." Luna blushed. She heard praise from her big sister all the time, but this time it was for something tangible.

"Aw, come on, sis," she said, blushing slightly. "I just did what anypony would have done." They trotted together up the stairs and reached the end top in no time. Servants and royal guards in armor bowed their heads in honor of their princesses, making way for them as they passed. The visitor's room where they were headed was just a few doors down this hall.

"Oh, really? You levitated him all the way from the garden to a couch in the front foyer, had the guards fetch the royal doctors, helped bandage his wounds and sat with him half the night as he tossed and turned, just to learn his name if he woke up. And almost 20 healing spells? That's a bit more than what anypony would have done." Now, Luna blushing became much more noticeable.

"Alright, ok, what would YOU have done if YOU found him, then?" Celestia gave a sly smile as they approached the closed doors of the room.

“I would have thrown him in the dungeon for trespassing.” Luna turned to her sister, finding her trying to hold back laughter. Both sisters giggled at the remark before entering the room.

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Soft footsteps could be heard in the hallway outside, starting to make him nervous.

“Should I go see where I am? How did I really get here? Somebody had to put me in this bed.”

As his mind woke up and slowly cleared, these questions started to play heavier on his mind. The footsteps now seemed right outside the door. They paused, and then he heard the sound of voices and laughter muffled. Another set of footsteps came down the hallway and stopped outside the door as well. “Visitors?” he thought, closing his eyes and waited, pretending to be asleep.

“Maybe I can squint my eyes enough to see who’s coming in without letting them know I’m awake yet.” he thought. The door opened, and he heard what he assumed were several people entering the room. Their footfalls on the floor seemed strange at first, almost like horse hooves on stone, like the kind that usually circled Central Park.

“Here he is, Tia. I can’t believe he’s still sleeping. He must have had quite a night.”

That voice, the same voice he heard before the world turned black, last night on the grass. Trying to squint his eyes, he could just barely make out two figures in the room. What he saw made his eyes shoot open wide.

“Look, Luna, I think he’s waking up!” another voice said. His eyes once again adjusted to the light in the room, just in time to see a dark blue horse, with wings and a horn staring at him and smiling. “Good, morning, stranger.”

His eyes needed no adjusting to the light this time. He recognized the voice right away. It was the same he heard just before he saw the horse. In fact, it WAS the horse! It was the blue horse, same blue as a bright night sky. Its mane was a slightly lighter shade of blue, and fell slightly over its face, broken only by a single blue spiral horn in the center of its head, adorned with a small crown. On its back, a set of what appeared to be large swan wings, tucked neatly on both side. And on its backside, a darker patch of blue with a crescent moon in the center, with a tail the same color as its mane. He turned his attention to the other visitor. Another horse, only almost twice as big. This one had a bright white coat, with a long flowing mane made of at least four different colors. This one also had a spiral horn on its head, however, at least twice as long as the horn of the first, with the same type of crown resting around it. As it moved closer and stood beside the smaller one, he noticed its marking, a large symbol of the sun. The white horse leaned down slightly towards him and smiled.

“Good morning, friend. I am Princess Celestia and this is my sister, Princess Luna. She found you last night in our garden. It seems you had some sort of accident, but we had you fixed right up and brought you here to recover. Tell me, now; how are you feeling”?

A moment passed. Then, another. He stared at his visitors, anxiously awaiting his answer. The white one turned to the blue one.

“Do you think he lost his hearing or something?” She asked.

“I don’t know, sis. Maybe he doesn’t speak Equestrian.” ‘Speak EQUESTRIAN?’ He closed his eyes and chuckled. Then again, louder. Soon, he broke into full, hysterical laughter.

“These freakin’ horses are talking to me!” He yelled out loud, barely able to catch his breath between laughs. Luna looked at her sister confused. “Maybe he’s just happy... to be alive? I don’t know.” Celestia leaned back away from the bed a bit.

“Luna, how did you say you found him again?”

“Lying in a small crater in the garden, completely spent of energy and covered with cuts and scratches from his fall.” Celestia thought a moment.

“Any... head injuries?”

He rolled onto his back and was barely able to compose himself. “HA HAH... WOW! Of all the hallucinations and trippy dreams I’ve ever had, you two are the most original! I’m writing this down when I wake up; I swear to god, I am! HA!!” he yelled as he stared at the ceiling, still laughing. “Wow, I am SO trippen’ BALLS right now...”

Luna suddenly realized. “Tia, I think he thinks he’s still dreaming. That’s what the problem is. He thinks he’s not really here.”

“Oh,” Celestia said. “I see. He doesn’t really believe he just met his princesses.” She leaned close and whispered to her little sister. “Just wait and see how embarrassed he is when the shock wears off.”

Luna leaned forward, over him. “Friend, you’re not dreaming, I assure you. You really are in the Royal Palace of Canterlot, with Princesses Celestia and Luna, rulers of Equestria. It’s all right; I know it must be simply amazing. But anyway, friend, we didn’t catch your name.”

The blue horse stood over him, giving him a stern look as she waited for a response. “Are you paying attention?”

He did enjoy this fantasy, but he was starting to get a little long. The magic had worn off. Time to wake up. “Alright, I had my fun.” He thought. Sitting up, he closed his eyes and cracked his neck.

“Ew! That is so gross when ponies do that!” Luna said, as she cringed.

He looked at her and shook his head sighed. “Time to wake myself up... wait, did you just call me a... pony?” For some reason, a cold chill started to crawl up his back. He reached up and tried to grab the sheet covering him. He couldn’t grip it. He tried to move his fingers and felt nothing. He started to panic. “He he. Funny. Time to get up now. Dream ain’t funny no

more. Gotta get up, now!” He threw off the covers down to his waist and felt his blood run cold. He couldn’t move or feel his fingers because they were gone. His arms and chest were gone. HE was gone. “I... I... uh...” A look of fear came over his face.

“Luna, come here now, please. Now!” Celestia said, a sense of concern in her voice as she called her sister away from the bed. Luna moved away as he started to hyperventilate.

“Ok, ok, ok..this is just a dream. Just a very, VERY vivid dream, that I’m having a hell of a hard time waking up from. He hehe. But that’s OK, cause I’m gonna go wake up, right now.” He moved to get out of bed, swinging his legs around and stepping to the floor, and immediately fell face first to the ground, his feet fumbling underneath him. He braced himself up on his front ‘hooves’ and looked at his feet. They were the same as his hands! Over his shoulder he noticed something moving near his back. No, not near his back... ON his back. “I got.. I got...”

“You got wings, yes! Duh.” Luna said, annoyed. “What are you doing? Get up before you sprain one, you goof.” Luna was losing patients with this strange pony before her. Princess Celestia bit down on her tail and pulled her back from the bed almost to the door. “Ouch! Tia, what do you think you’re doing?”

“Luna, I don’t think he’s joking or in shock. I think something’s very wrong with him.”

He tried to stand up and fell again, his hooves slipping on the floor as he tried to stand up on his hind legs. This time he tried to get back on the bed, but couldn’t lift his head. It was caught on something. He focused his eyes up and noticed something attached to his head. Wearily, he reached up and felt what he was caught on. The mattress? He was caught on the mattress by a large, spiral horn in his head!

“I got a... there’s a... AHHHHH!!!!!!”

He pulled his horn free and pushed himself back against the nightstand next to the bed. Quickly, he crawled back into bed and dove under the covers head first, almost falling off the other end with his backside and tail sticking up in the air.

“No, nononononono! Not happening, NOT HAPPENING! THIS ISN’T REAL, I’M NOT HERE!”

Luna was getting furious. This lunatic was starting to get on her nerves. What in the world was his problem? She stomped away from her sister and closer to the bed.

“Hey, you maniac! Are you quite done with this outburst?! What is your problem?!” He shot up from the foot of the bed, the sheet catching on the tip of his horn, almost covering his panicked face.

“What the hell happened to me?!?! Where am I?! What’s going on?!?” He looked down at his hooves, his body now covered with a thin coat of fur, his wings flapping wildly beneath the sheets, out of his control. “What did you two freaks do to me?!?!”

“EXCUSE ME?!” Luna yelled back. This was the last straw. “You listen here, you

insane, panicky wreck of a pegacorn!” She shouted as he still muttered to himself looking at his hooves. “You LOOK AT ME when I TALK TO YOU!!” He quickly turned his gaze to her, still with a look of fear. “Do you know how many healing spells I cast on you last night?! Huh?!” Before he could answer, she moved closer and shouted again, making him lean back away from her. “19!! That’s how many! I was exhausted by only 8, but I kept it up so you could heal properly! And this is the thanks I get?! Well, I’m done! Do you HEAR ME?!?!” She stomped her hoof on the floor, causing him to jump in place, and with an angry growl, turned and began to stomp out of the room, right past Celestia. “And when you’re done with your little fit, feel free to come out and I will GLADLY have the guards TOSS YOUR SORRY RUMP OUT THE DOOR!”

“Luna! Wait a moment!” Celestia said, going after her little sister, now in the hallway. She shut the door behind her as Luna started to vent her anger.

“No, sis, this is exactly why I don’t leave the palace! I tried so hard to show some kindness, some genuine friendship and generosity like you always say I should, and this is my reward?! And you want me to go out and spend time with even MORE ponies! This is everything that I was worried about all this time! Sometimes I wish I never came back from the moon!”

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He watched the two leave the room, slamming the door behind them. He looked at his body. Instead of his skin, he only saw a thin coat of thin, charcoal grey fur. He looked down at where his hands used to be, now replaced by a set of hard, black hooves. He looked down to where his feet used to be and saw the same. A crimson red tail hung from his backside and red mane hung down lightly over his eyes. He felt up to his face... A long nose, pointed ears, long neck...

“This can’t be happening. This... this kinda stuff doesn’t happen!” he thought. Bringing his hooves up above his head, he felt a long, hard pointed horn growing out of the top of his head. He reached around to his back and felt feathers, attached to WINGS; large wings growing out from between his shoulder blades. “I’m... I’m just like them...”

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“Luna, listen! Just calm down for a moment!” Celestia shouted at her little sister as she marched up and down the hallway, huffing and puffing in anger over the infuriating stallion she left behind in the guest room. “I don’t think he’s being ungrateful! I think he really doesn’t know who we are or where he is!”

Luna stopped and hit the door with her front hoof.

“How could he not know us? We’re the rulers of Equestria, for goodness sakes! He’d have to be living in a cave not to know us!” Luna said as she stomped about the hallway, slowly calming by her sisters words. “Well, not know ME, maybe, but to not know YOU? It just doesn’t make sense!”

“I know, I know. But that seems to be the case. I think before we make any rash

decisions about this stranger, we should try to learn more about him.” She said, turning back to the room.

Luna sighed and took a few deep breaths to calm down. “Ok, fine. Ok. We’ll give him a chance to explain himself. One chance. But if he starts acting crazy again, I won’t wait for him to go on his own, he’s getting thrown out.” Luna said sternly as she walked back over to the door.

“Stranger...?” Luna said as she slowly poked the end of her snout into the room. “Can you hear me?” She received no answer. Cautiously, she entered the room, her big sister close behind. They did not expect what they found.

The stranger sat up on the bed, his hind legs and left front leg tucked underneath him. His wings were folded tight against his sides and tail lying motionless beside him. He looked at the hoof of his right leg, a sad, frightened look in his eye. Then, he turned it over to look at the underside. Then, he slowly stretched it out and back. As she approached the young pony, she noticed a single tear rolling down his face.

“... help me...please.” he said, barely audible under his breath, trembling.

Luna slowed her approach, stunned at what she thought just came out of the wild stranger’s mouth. “What did you just say?” she said, her anger and confusion now being replaced by a sense of shock.

“I’m... sorry for the way I acted when you came in...” he said shakily, his voice breaking as he spoke. “I know you probably didn’t do... this to me,” He said, motioning back to his body with his head. “because you think I’m one of you. But, I’m not.” More tears began to flow freely down his face. He closed his eyes and sniffled. “I have no idea where I am! I don’t know how I got here! I know you brought me up here in this room, but I don’t know where I am right now! I don’t even know WHAT I am!” He fought to keep himself composed enough to continue. “I’m sorry about the outburst before. I’m... scared. This isn’t me. This isn’t the body I had yesterday! I don’t know how I got this way or why. I just want to wake up right now and be home...” He started to breakdown completely. He brought his free front leg back underneath his body and pulled his wings tighter to his back. Curling himself up, he pressed his nose into the bed in front of him.

Luna could feel a lump in her throat. The disrespectful, loud wild stallion from a moment ago was gone, replaced by the sad, sorrowful creature before her now. She looked back to Celestia for a clue as to what to do next, finding her with a look of shock the same as her own. She paused for a moment, and slowly walked towards the bed, circling around behind the stallion. She climbed on the bed beside him and sat up snuggling against him, her front legs out. She extended one of her wings out and over his back, bringing it down on top of him as she nuzzled in close.

“It’s alright, now. Don’t worry, friend. You’re safe here. We’re here to help you, anyway we can.” He paused a moment and looked up to her from the bed, then, slowly brought his head down to her front legs, still sobbing and sniffing.

Celestia stood for a moment, watching her brash younger sister in amazement.

Moments ago, she was ready to toss this stranger out into the street. But now, there she was; sitting beside him, wing around him in comfort. She stood a moment, feeling a sense of pride in her sister's sudden show of compassion, before moving to the bed and kneeling down before the stallion.

“We’ll help you find out what happened, and find your way home.” Celestia said. “No need to fear. Tell us, now, friend. What is your name?”

“That’s another thing...” the stranger said between quiet sobs. “... I can’t remember...”

Double Agendas

Chapter 3:

Double Agendas

After a short while, the strange stallion managed to gain his composure enough to stop crying. Celestia and Luna let him get it all out of his system and allowed him time to enter a calmer state of mind before questioning him further. Though still very sad at his current situation, he otherwise seemed fine.

“Do you think it’s alright if we ask you a few things, stranger? So we could maybe find out what happened to you?” Luna said, rubbing his back with her wing. He sniffled a few times more and took a breath, looking up at her.

“Yeah, (sniff)... anything you want.”

“Can you tell us the last thing you remember before you wound up in our garden?” she asked in the gentlest voice she could think of. The last thing she wanted was for him to break down or freak out again.

“I remember playing soccer in grade school...a fist fight I got into where some kid took my watch after he beat me up... making out with this drunk 15 year old when I was at a party I wasn’t supposed to go to...” He closed his eyes and tried to concentrate. “Bits and pieces from here and there, all different times of my life. But last night... just a bright flash and lots of pain.”

“The flash. The one I saw in the sky last night. That’s probably when he arrived here.” Luna said to Celestia. “Tell me, friend. You said this is not your body. Do you mean that before last night, you weren’t a pony?”

He shook his head. “No, before tonight I was a human. I... live in huge city, in a little apartment, with nothing but humans. I never seen anything like you two in my whole life. At least I don’t think I ever did, but I think I’d remember something like you two.” He said, giving them both another quick glance over. “And I have no idea how I ended up looking like you.”

Celestia made careful note of one crucial key word. She addressed him again. “So the only things you remember are little snippets of your life, the bright flash last night and then you woke up here with us.”

He nodded. “That’s all I remember before I got here.” He took a moment to try and focus again. “I barely remember what I looked like.” He looked at Luna with eyes red from crying. “How in the hell did this happen?”

“I’m afraid I don’t know, friend.” the night princess said, leaning in and nuzzled his neck. He leaned into her and closed his eyes, taking comfort in the care these two strange beings were giving him. “But trust me; we’re going to find out.” She pulled away and looked

into his eyes. “I promise you, we’re going to do everything in our power to help you, alright?”

He sighed deeply and sank into the bed a bit more, relaxing for the first time since becoming fully awake. “Thank you... thank you both.”

Celestia stood up and started to walk out of the room. Luna removed her wing from around the stallion and stood up off the bed to follow.

“Wait! Where are you going?” he said, reaching out to grab at Luna’s tail, forgetting he didn’t have fingers. He barely stopped himself from falling on the floor again as Luna turned around.

“I was just going with my sis-” Luna started to say, only to get cut off abruptly. She could see the look of fear return to his face.

“Y-you really need to go already? Why? Where you going? What’s happening?” His questions were hurried, and Luna thought he may start panic again.

“I... well...” Luna paused a moment, looking to her sister. “Celestia, do you need me for anything, right now?”

Celestia paused, addressing the stallion instead of her sister. “Well, I’ve got some things to look into about your story, friend. We have the collective knowledge of the entirety of Equestria in our libraries. But it may take some time to find the information we seek. Luna, why don’t you stay for a while? I shouldn’t be that long there, but after that I’m going to attend court.”

She trotted back to the bed and leaned towards him. “Don’t worry, now. As soon as we figure out what circumstances brought you here, we’ll be on the road to getting you back home.” She trotted back to the door. “Luna will keep you company, and I’ll be back in no time.” And with that, she exited the room, closing the door behind her.

Princess Celestia made her way back to the throne room to prepare for the task at hoof, a worry growing in her mind. “A human.” She thought. “I could have gone the rest of eternity without ever hearing that word again...”

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Luna walked back the bed and sat down on the floor in front of the young stranger. He fixed himself back to his original position on the bed, legs tucked underneath him, with wings and tail held close. His eyes were losing the red from crying and he seemed stable now, if not still a bit awkward.

“You probably have a lot of questions right about now, huh?” Luna mused with a smile. He only nodded, his red mane bouncing slightly over his eyes.

“Hey, it’s alright. I’m as confused as you are right now.” She extended a hoof onto the bed in front of him. He gave a nervous smile and placed the end of his hoof to hers. “We’ll figure this out together. Don’t worry. Now, is there anything you’d like to know?”

“There are a couple questions, now that I can think straight again. If you don’t mind, that is.” He seemed to be quite a bit more comfortable around her. Twenty minutes ago, he was an out of control ball of nerves. Now, at least, he could look at her and carry on a conversation.

“Luna, right? Princess Luna? And your sister there was Princess Celestia?” he asked. Luna simply smiled and nodded.

“Alright. And you and your sister both rule this kingdom we’re in now?”

“Yes,” Luna said, “we rule over all of Equestria.”

Luna got up and walked over to the balcony doors and pushed them both open with one hoof, turning back to the stallion. “Come here and take a look. I think you may like this.”

Nervously, he pulled his legs out from under himself and inched his way to the edge of the bed. Slowly, he hung his hind legs off the end of the bed, sitting up in an uncomfortable position. Sheepishly, he called to Luna.

“Um, Princess? Could you help me with something?” She trotted back a few steps toward him.

“Sure, anything you want.”

“I kinda need you to... help me walk.” He said with a nervous grin and a forced giggle.

“You got to be kidding. You’re kidding, right. You can’t walk?” Luna asked in disbelief.

“Well, these legs do seem to work,” he said, waving all four of his legs at her. “but I never had to walk on a set of four legs before. You saw how I fell before when I tried to get out of bed before, remember?”

“Well, how many legs do humans have, exactly?”

“Just two.” he said, missing only having two at the moment. Luna sighed and shook her head.

“Just two legs? It’s a wonder you were ever able to get around at all. Ok, fine. I’ll help you walk. Come on.”

Luna stood next to the bed as he shimmied off and planted all four hooves on the floor. He took a moment to slowly lift and set down each one, feeling how different they were this old feet and hands.

“Now, just watch my hooves. Try to mimic my movements as I go.” Luna said. Slowly, shakily, the young stallion followed her hoofsteps with his own, his back legs tripping up a bit. Luna giggled to herself as he quickly caught himself just before falling again.

“Careful, now. Remember, you have four legs, not two.”

“Yeah, I know, I know. Just don’t go too far away from me, ok?” he said as he followed Luna around the room a few times, slowly picking up speed to a gentle trot.

“You know, Equestrians usually learn to walk pretty early on in life.”

“Yeah, how early on?” the stallion inquired.

Luna giggled again, making him blush at her answer.

“Heh. About a month or so after they’re born. But hey, look at it this way.” she said, stopping abruptly, forcing him to stop short and fall back on his rump before running into her.

“What’s that?”

“At least this gives your story a bit more credibility. You should have been able to walk, at least. Just by instinct alone. But hey, wait a moment!” Luna gasped, a thought suddenly running through her mind.

“You probably don’t know how to use your wings or horn, then, either! Wow…”

He looked over his shoulder and looked at his wings folded at his side, resting gently against his body. Looking straight up and crossing his eyes a bit, he could see his horn growing out of his head.

“Well, no… I mean, I don’t think I’d know the first thing about flying with these things, and I can’t remember if I ever knew how to fight, let alone how to fight with this horn.” He said, reaching up to touch it. It felt hard, like he expected it to, but what seemed stranger to him was that he could so clearly feel his hoof running up and down his horn. Luna laughed out loud when she heard his last comment.

“Fight with it?! Are you crazy? That would hurt! I meant you probably don’t know how to use magic. Imagine if you were to break it, fighting. You’d be powerless without it.”

Luna gasped as he walked ahead of her and sat down, stretching his legs out. She pointed with her hoof at his backside, making him feel a little self-conscious.

“Oh, wow, I just noticed! You don’t have a cutie mark!” Luna said, running up and pointing at his flank. The stallion looked down at his side and back up at the princess.

“A cutie-what now?” he asked, giving her a confused look.

Luna paused a moment to remember who she was talking to and tried to find a way to explain. “Every pony, as they grow up and live their lives, eventually finds out what their special talent is.”

“Special talent?” he said, puzzled.

“Yes, the one thing in life that they were absolutely born to do! The thing in life that would bring them the most joy, and bring the most joy to those around you. You must have noticed mine and my sisters, right?” Luna said, waving her backside at him, showing off her

crescent moon. He leaned away a little, still looking, wide-eyed. Luna noticed this and sat back down, blushing a little.

“Hehe. Sorry about that. It’s just that, well... This pretty much proves you’re not from Equestria. You would definitely have a cutie mark at your age. I mean, a grown pony, without his cutie mark? That’s just downright strange!” Luna stopped laughing and turned to the stallion still sitting on the floor, a sad look on his face as he tried to unfold his wings and looked back up at his horn.

“I don’t know anything about this world... or about the creatures that live here... or even this body I’m in.” He slowly stood up and started moving back to the bed, head hanging down in depression. Luna quickly trotted up in front of him.

“No, no, no, I’m sorry! It’s just, well, everypony kinda learns this stuff as they’re growing up. It looks like you’re going to have to play catch-up a bit, that’s all. Come here, now.” She nodded her head over towards the balcony again.

“I know you might be feeling overwhelmed or scared, but I’m going to get you some help. The ponyfolk here are good for that.”

Luna led him out onto the balcony and crossed her front legs over the railing. He followed her and brought his legs up as well and looked out across the scene before them.

“Oh, wow...” was all that he could manage to whisper out.

Before them, the vast scenic beauty of Equestria spread out for as far as the eyes could see. The bright, radiant sun shown down on the land, seemingly leaving no inch untouched by its brilliance. High above them, the stallion could see weather pegasi kicking and pushing stray clouds across the sky, rounding them up into tight clusters before pushing them off towards what looked to him to be a floating city. Other pegasi flew in all directions above the castle and around the grounds. Below them, in the palace courtyard, he noticed unicorn ponies using their magic to repair an old section of wall, levitating bricks and bags of concrete in all directions as they reconstructed the old structure. Back and forth, normal looking ponies pulled empty carts away from the construction area while still more pulled full carts stacked high with stone and brick towards broken wall. Outside the palace grounds, gorgeous buildings of all shapes, sizes and colors reached out towards the countryside that was itself, colorfully quilted with crops of all different kinds. And at the end of large patch of dark green forest, alone in the landscape, rested a small town, picturesque in the hilly and lake dotted scene.

He stood, mouth open in awe at the wonderful view before him. He had never seen anything like it before. At least, not that he could readily remember. He turned back to Luna, noticing a sweet smile on her face as she watched him take in all the beauty before him.

“Amazing, right, friend?” she said, moving over to him and placing a hoof on his shoulder. “Welcome to the Land of Equestria.”

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Princess Celestia walked swiftly down the hall back to the royal library. She pushed the large double doors open and entered into the large room, slivers of morning sunlight piercing in through the drawn blinds covering the windows high against the wall. The room itself was huge; two tiered with steps on either side allowing access to the upper level, with a dozen large tables in the center for students and scholars to review the many ancient tomes held within these walls. Against the far wall, between the two rows of tables, a beautiful painting on the wall of the palace at sunset. She entered so quickly, she barely noticed a young mare, reading near the back of the large room. However, her entrance did not go unnoticed by the mare, who quickly jumped up from her seat in surprise.

“Princess Celestia! Nice to see you, your highness.” The mare said, quickly curtsying to the large alicorn. Celestia paused a moment in shock, then quickly flashed the light-brown earth pony with a feather duster cutie mark a smile and nodded back.

“Hello, Dusty. Catching up on some more reading, I see?”

“Oh, yes, princess. This one is about some of the famous earth ponies throughout history. Very interesting stuff.” She said, motioning to the open book on the table. “Thank you again for allowing me and the other palace workers to read in here on our breaks and lunches. We all really enjoy it.”

Celestia giggled a bit at the mare’s nervousness. The staff always seemed so eager to please her. No matter how many times she interacted with them, they always acted like it was the first time, so prim and proper.

“That’s no problem at all, but as long as I have you here, can I count on you to relay a message for me to the rest of the staff?” Dusty paused in her place, a bit stunned.

“Why, of course, your majesty! Anything you want.” She said with another curtsy, her light orange mane bobbing as she rose.

“We have a visitor, as I’m sure you probably know by now. He’s a stranger in this land, and doesn’t know anything about it. I want you to pass it along to everypony, even the guards that he is to have anything he wants. Within reason, of course. Food or information about Equestria; that sort of thing. And if anypony has any questions, they can address me in the throne room later.” Dusty nodded and turned to leave to spread the word, when Celestia stopped her again. “Oh, and Dusty? Make sure that I get a detailed list of everything he asks for. I want to know what he wants to know, and everything he does. Understand?” Dusty stopped, puzzled by this request, but decided not to question her princess.

“Very well, Princess Celestia. I’ll pass the order on to the palace staff, and the guards. Is that all, your highness?”

“Yes, and if I may ask; could you please leave me for a while in here alone, and make sure I’m not disturbed? I have some personal research to conduct, and would like some privacy.”

Dusty picked up the book from the table in her mouth and started back down to the end of the library where she got it from.

“Yes, of course, princess. Just let me put this book bac-“

“Take it with you! Just... bring it back when you’re done.” Celestia said, quickly sticking her hoof out in front of her, blocking her path. Dusty’s ears folded down, shocked and a bit frightened by the sudden insistence of her princess. This quick and unexpected change in her ruler’s demeanor took her by surprise.

“Ye... Yes, Princess Celestia. I will return it as soon as possible.” She said, quickly turning and trotting out of the room.

Celestia followed her to the door and, as soon as it closed, bolted the latch it at the top. She turned back and walked to the end of the room, stopping in front of a large picture of the palace on the wall. She touched the tip of her horn to the tip of the highest spire on the painting and channeled a wave of magical energy into the wall. Taking a few steps back, she watched as the painting drained of all color to the floor and vanished. A low hum emanated from deep within the wall as cracks and lines appeared in the area that the painting once adorned, breaking open piece by piece, folding in on itself to reveal a dark passage that extended deep into the palace. The princess quickly trotted into the wall, activating magical torches that lined the passage before the opening in the library grinded and closed up behind her.

The narrow passage grew broader, expanding into a large circular room with a raised circular platform in the middle. The walls of the chamber were decorated with artifacts of antiquity, relics of times of war, upheaval and chaos from some long ago and forgotten time in history that no citizen of Celestia’s world would remember today. Spears, swords, hammers, axes, knives, shackles, chains, harnesses, bridals, whips, restraints. Between the items hung paintings of equal horror; paintings of war, armies advancing on one another, cities laid to waist, fields and trees burning. The entire room, a virtual monument to destruction. A museum of violence and war. The flickering magical torches casted shadows on the wall that seemed to make the weapons move, as though still attacking some unseen enemies on their own. The scene as she entered sent a shiver up Celestia’s spine. The room disgusted her to no end, however she felt the need to keep it still, to serve as a constant reminder of lessons hard learned and the truth of the past.

She walked up to and climbed the platform to the top, stopping at three glass cases in the center. Three simple square glass cases on top of round marble pillars that all stood as high as Celestia’s shoulders. The first, holding a leather strap, old and rotted, broken in the center, as though torn or bitten through. The second held an arrow. A simple broken wooden arrow, snapped in the middle with the tip missing. Celestia walked past both the first cases to the final pillar, holding the item of most interest to her. Standing in the final glass case, held up by an iron stand was a single helmet, gold with a red feathered plume running across the top from front to back. The princess cringed at the sight of it, mostly because of the skull that still rested inside the helmet; bare of flesh, the bleached white skull was that of a creature with a rounded head, flat face and whose eyes faced front.

“I don’t know why you’re here, beast” she said to the dark visage behind the glass. “but if you’ve truly what you say you are, may Fate have mercy on your soul.”

She gave the artifacts one more glance from the center of the platform, then walked down the steps back to the entrance. She turned back towards the center item once more before leaving, an old fear, long buried began to rise in her once more.

“May Fate have mercy on your soul, human, because I will not.”

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As the alicorn princess and the young pegacorn stallion exited the room, he felt energized with a newly found sense of hope. The view from the high balcony of the valley below helped to calm a few worries and fears that he still had, though there were still so many questions about this new world and body that he didn't understand. He trotted alongside her down the hallway, almost bounding up and down as he felt more daring, causing Luna to trot in small bursts to keep up. The two passed by beautiful works of art, past all the paintings and murals and sculptures and such that Luna and her sister themselves had picked out when they first had the palace built. The two stopped in front of a large tapestry, drawing out an “Oh, wow” from the stallion.

“Yeah, friend,” Luna said with a slight giggle, sitting down beside him. “I thought you might like this.”

Before them hung a massive map of the world, showing the various kingdoms and cities in all the four corners of the globe. To the north, the Griffon kingdom. To the west, the tribal lands of the buffalo and gazelle. To the south, in the broken chains of islands, lie the territories of the dragons. To the east, far across the ocean, was the home of the elephants, zebra and rhinos.

“Your world is amazing! And you say it was all built by ponies?”

“Well, OUR country.” Luna said, feeling a deep sense of pride for her subjects. “This palace, the grounds, the city below, and everything else in Equestria. Using their magic, muscle and wings, they helped craft this world with me and my sis-“

Luna froze. Neither she nor her sister mentioned it. He didn't know yet. He had no idea she and Celestia were the gods of this world, the divine spirits of the sun and the moon. Could she explain that to him? Of course she couldn't. Then she'd have to explain what she had done one thousand years ago to the world. She would have to explain why she was imprisoned on the moon, and what she tried to do the moment she came back. She couldn't admit that to him! He might be the one and only living pony in the world that knew she existed, and didn't hate or fear her. She couldn't have him hate her too. Not him, not after just having saved his life. This world was scary enough to him without turning herself into a monster in his eyes.

“Well, hehe. I mean, in this COUNTRY, that is. Not the world. Heh. The other races around the world all created their own cultures, styles of ruling and...”

Luna paused. He was gone. She looked around, and saw him strolling down the hall, browsing at other works of art.

“Hopefully he didn't hear my slip of the tongue.” She thought as she walked down the

hall to get him.

“Hey, stranger, admiring the great artists throughout Equestrian history, I see?”

“Yeah, but I was just kinda thinking about something.” He said as he paused for her to catch up.

“Alright. Wondering what, exactly?”

“What are some regular, old everyday names around Equestria? I mean, I know I have a human name, though I can’t remember right now. But you’ve been calling me ‘stranger,’ or ‘friend’ since I woke up. Isn’t there something a bit more normal you could call me? Just a name I could use till I remember my old one?”

Luna thought for a moment.

“Well, there’s Alchemy, Storm Breaker, Soarin, Throttle, Amp, Charger, Dive Bomb, Phalanx, Silver Shield...”

His eyes opened wide.

“Whoa! What is THIS?!” he said, startling her as he cut her off. Luna looked up and noticed they were sitting in front of her favorite tapestry. He was looking up, mesmerized by the glorious work before him.

“Oh, that? You like that, huh? Yeah, that’s one of my favorite pieces, too. We don’t know who did it. It arrived in the palace one day during the early days of construction. We don’t even know the artist that made it. We only know the name of the piece. It’s called the Midnight Blaze.”

He stared for a moment, a smile slowly growing from ear to ear.

“I... I like it. I like it! I’ll take it!” he said, laughing. He turned toward Luna with a wide grin.

“It’s perfect! It’s mysterious, it’s flashy and you don’t know where it came from. Like me!” He beamed as he looked up at it. Luna took a moment and watched him repeat the name over and over again to himself, his lips moving with no sound coming out. She couldn’t believe this was the same pony she saved in the garden last night. He was so different than when he woke up, scared and lost. He didn’t even know how to use his legs. But now, he seemed to feel more at home with her in the palace by the moment.

‘He’s so amazed by everything here. Was his human world really so different than ours?’ she thought, turning her eyes back up to the tapestry, then back to him.

“You know, I think Midnight Blaze is a pretty a pretty suiting name for you. It even seems to match your colors. It fits you well, Midnight.” Luna said, bumping her shoulder into his, making him wobble in place. He grinned, liking the sound of his adopted name. He liked the way it sounded coming from her. And the fact that she mentioned it was one of her favorite

works of art didn't hurt matters, either. Or maybe he just liked the way she talked to him. She had been so kind to him since she found him in the garden, saving his life treating him better than he ever remembered being treated before coming here to this pony populated world.

“Well, now that we have you an honest-to-goodness Equestrian name, how about we make you into a full-fledged Equestrian citizen?” Luna said, a sly smile on her face. He leaned back and returned the same smile.

“Ooh? And what did you have in mind, Princess?”

“Well, we don't know how long you're going to be with us, but how would you like to learn to use those wings and that magic horn of yours?” His mind spun at the idea. Use his wings, to FLY?! And use real MAGIC?! Like those unicorns in the courtyard were using? He didn't need to think about it for long.

“Oh, GOD, yes!” he shouted, his tail swaying back and forth in anticipation, wings fluttering slightly on their own before drawing back to his body. “That would be awesome! You can really teach me how to use these things? I'm going to fly, AND be able to use real MAGIC?!?”

Luna was about to answer, but paused, thinking about something her sister told her.

‘Don't you think it's time you let your subjects see their young princess? I know they're eager to get to know you again.’ Celestia's words rang in her mind.

“You know what, Midnight? I think I have a few better teachers in mind, if that's alright with you.”

“Well, yeah, that's alright,” he said, still bouncing in place. “if you think they could do the job, I'll take any teachers you wanna give me! I trust you, Luna.”

The last words almost made her fall over. Trust? In her? She almost couldn't believe it. Those simple words only give her more confidence to go ahead with her plan.

“Well, alright. Tell you what; you could go back to your room, just for now. I'll make the arrangements. I'll make sure everything around the palace is still running smooth with me being busy here all morning, and I'll come and get you in a few hours, than.” She said, turning back towards the guest room he awoke in, Midnight close behind.

He pushed open the door, allowing her to enter, then followed behind her, taking a seat on the end of the bed. Luna went over to the balcony and pulled the heavy drapes to either side, fully exposing the room to the full light of fore walking back in front of Midnight.

“I'm off to make the arrangements now. If you need anything, I'll leave a guard outside the room. We usually have a few on every floor, just in case. You can ask him, and he'll have the palace staff bring you whatever you want, alright?” she motioned to the door behind her as she addressed her guest. This was her first real try at being a good hostess in centuries.

“Luna?” he said sounding a bit timid. She turned back to him just in time to have his

two forelegs wrap around her neck, catching her in a tight embrace. She froze in place, stunned by the sudden and powerful show of affection, not knowing how to properly respond. Slowly, she brought her right foreleg up and returned the hug before slowly backing out.

“I’m sorry, if I stepped over any boundaries I shouldn’t have just there. It’s just that, I don’t know how I could ever thank you. I don’t know if I’ll EVER be able to thank you. You’re doing so much to help me, and we’ve only just met...”

She smiled warmly as he fumbled out his half apology, half thank-you.

“It’s alright, Midnight. This is how we treat our friends on Equestria. No pay-back are necessary.” She stood back up and made her way to the door, Midnight following close behind.

“Stay here, and I’ll be back in a couple hours, just as soon as I take care of a few things. Alright? He nodded yes, and watched as she trotted down the hall and around the corner to the stairs, out of sight. Returning to the bed, he fell on his back and stretched his legs out in all directions, looking at the ceiling. This was starting to feel less like a bad dream and more like some beautiful fairy tale he’d hear as a kid. But back in a few hours? What exactly should he do till then?

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Luna stepped lively down the hall, working her way into a trot, then into a full canter, swelling up with pure joy. An honest outburst of happiness, and all because of her showing of kindness to a stranger! Was this what it felt like to be loved by her subjects again? For the first time in a long time, she felt absolutely giddy, skipping and cantering past a small group of guards, narrowly missing them. Wait, a guard!

“Soldiers, halt.” Luna yelled, skidding to a stop behind them and then quickly turning around. The guards almost tripped over themselves responding to her command as they turned to face their princess.

“Yes, Princess Luna?” they responded, almost in unison, some of their armor and helmets crooked from the surprise interruption.

“I have a special request to make of one of you, a special assignment. Who’s the lowest ranking officer here?” They all paused for a moment, looking at each other. Then, from the back, a single white pegasus with a sky blue mane came forward.

“That would be me, Princess Luna. Sky Shield, private, first class. This is only my third week on duty. Ready for assignment.” He was young, for sure. Maybe not much older than Midnight looked. He’d be perfect.

“Very well, then. The rest of you are dismissed. Go about your duties, I’ll have the captain send up a replacement for Sky Shield. Thank you.” The other guards turned and continued down the hall, leaving Luna and Sky Shield behind to discuss his new assignment. “Private Sky Shield, I assume you know about our new guest down the hall here? You’re assignment is simple; Attend to his needs. Anything he requests, food, books, information.

Make sure he gets it, alright? I want him to learn as much about Equestria as his little heart desires.” She said, patting him on the shoulder pad of his golden armor. “Oh, but don’t let Princess Celestia know about this, OK? I don’t want her to think I’m being over-generous with my new friend. He’s down the hall in the third room on the right. Have fun, soldier!” And with that, Luna turned and bounded off, leaving a confused Private Sky Shield behind.

He stood in place, his mind trying to wrap around the contradicting orders he just received. Only minutes ago, Dusty, the head of the working staff, informed the guards of Princess Celestia’s orders to inform her of everything the new guest requested. And now, Princess Luna orders the guest’s requests to be kept secret?

“Oh, great,” he thought, slowly making his way to the guest room door. “That’s just what I need; conflicting orders. She hasn’t even been back in the palace long, and she’s sneaking around behind her big sister’s back? I got a bad feeling about this...”

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Luna made her way to Celestia’s room and over to her desk. It was surprisingly cluttered, belonging to a princess, the most prevalent items being the reports sent back to her from her current prized pupil, Twilight Sparkle. Rummaging through the drawers and shelves, she finally found her target; a single unused scroll.

“This is it,” she thought, taking a deep breath and releasing it slowly. “The scroll that I need for Midnight.” Every unused scroll within this desk was already enchanted to appear before Twilight when sent, transported through her young dragon assistant, Spike. Luna felt nervous. Would they respond to her request favorably? Would they respond at all? The thought of allowing her new friend upstairs to fully utilize his new powers steeled her determination, as she opened the seal and began writing.

“Dear Twilight Sparkle, I humbly request the help of the Elements of Harmony for a very important task...”

The Call Goes Out

Chapter 4

The Call Goes Out

Luna concentrated in her bed chambers, pacing back and forth before the ink well, quill and scroll as they hovered before her, dozens of questions running through her mind. She had been in her room now for an hour now and still couldn't think of anything to write besides 'Dear Twilight Sparkle, I humbly request the help of the Elements of Harmony for a very important task.'

"Come on, Luna. You're a princess, so just make it sound official. They're used to helping out my sister. They'll help you out, too. Just ask!" she thought, shaking her head in frustration. This was taking so long, mostly because of her own doubt that they would give her the time of day.

"I could just say it's an order from the palace. That way, if they don't comply, I could throw them in the dungeon." Luna thought, scratching her chin with her hoof before shaking the acidic thought from her head. "NO! What am I THINKING?! I can't make this about me, throwing my power around. But why would they help me? They had to fight me! I tried to kill them! Forget it, Luna, just forget it."

She turned away from her message and was about to stomp off to ask the guards for this task. They would do ANYTHING she asked, no matter what.

"No, Luna. The guards have their own important duties to handle. Defending all of Equestria is a higher priority than even the whims of a princess. It's bad enough I drug that poor Sky Shield into this. He seemed so nervous to talk to. I hope I didn't burden him too much with the task of helping Midnight."

She sat back down in front of the scroll, dipping the quill in the ink well.

"Your sister thinks the world of them. She goes on and on for hours about how amazing they are, how kind and generous and sweet and nice and... forgiving they are." she sighed. They had to help her. They just had to. She had promised Midnight that he would learn to use magic and use his wings. They just had to help. She took a deep breath and said a silent wish that they could find it in their hearts to forgive her.

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At late-morning, the town of Ponyville was just now beginning to slow down, half way through another busy and productive day. Pastries were baked, young colts and fillies were learning their lessons at the school house, the skies were kept clear of dark clouds by weather pegasi and bright, red apples were bucked and ready for market. Most of the town was winding down and preparing for lunch, but in the Carousal Boutique, a group of friends had already met to spend their lunch with each other, resting as they discussed the events of the night before.

“Ouch, Rarity! You wanna be more careful with those things? How long is this gonna take?” a cyan blue pegasus said, a sewing needle poking her in the flank just above her cutie mark. This was the third time she had been poked, and Rainbow Dash was becoming more and more impatient. She had been here, trying to stand still for all of TWELVE minutes, and was now seriously thinking about tossing this torn party dress she was wearing in the trash. She flicked her rainbow colored tail, unknowingly giving Rarity a quick swipe across the muzzle.

“Rainbow Dash, if you don’t hold still, you’re going to be here all day getting this dress repaired! Oh, how I wish I hadn’t put away all my display pon-equins in the basement for the season. THEY know how to hold still.” Rarity, the white unicorn with a curled purple mane finished sewing the piece of fabric over Rainbow’s flank and signed. Her horn glowed purple, and the thread, needles, fabric and measuring tape floated back over to the desk just to the side of the display platform.

“Yeah, you need to calm down a bit and let the artist practice her craft. She’s at least nice enough to repair the dresses she made for everypony, considering they would all still be in good shape if you had all listened to me and hung out together instead of trying to live out some crazy fantasies at the Gala.” Spike said, looking up from behind Rarity as she worked. The young purple dragon stood dutifully by, waiting for a chance to help his unicorn crush with anything she could possibly need in the course of repairing her friend’s dresses.

“Now, here already. This seam is finished. If I let you go for a few minutes, do you think you could hold still long enough for me to finish the rest?” Rarity said, sitting down to rest her legs next to the small platform where Rainbow Dash stood.

“Wow, Rarity. I can’t even tell where the rip was anymore. That’s amazing!” Rainbow inspected the work. She wiggles her rump back and forth, letting the material shine in the bright lights of the boutique. She turned to the three other mares seated against the wall on several plush cushions, noticing a very annoyed orange coated, blond earth pony. She nickered as she stood up and stretched, her own dress hanging off her in various spots up and down her frame.

“B’out time you stopped your hee-hawin’ and let somepony else get her turn. I was just about to hog-tie you down so Rarity could finish.” Applejack said, passing under Rainbow as she leapt into the air with a single pump off her wings. Applejack took her place on the slightly raised platform and waited for Rarity to begin. Levitated all around her were the materials needed by Rarity to repair her disheveled dress. Applejack closed her eyes and stood perfectly still, allowing the fashionista to do her work.

“I can’t help it I’m awesome, Applejack. When this filly’s gotta fly, she’s GOTTA fly!” Rainbow said, doing some quick circles around the ceiling, barely missing light and hanging displays, causing Rarity to gasp at every near miss.

“Rainbow, darling? If you rip that dress anymore, I’m not sewing it up for you! Now, PLEASE, let me get these done so we could all have lunch, hmm?” Rarity huffed, adjusting her red work glasses. Rainbow Dash crossed her front legs and hovered in midair a moment before diving down next to Twilight and Fluttershy, sharing a book on a cushion against the wall. She plopped down with a “harrumph,” and drew her wings back to her sides.

“I can’t help it I’m naturally energetic.” she said, brushing a piece of rainbow colored mane from her face.

“Natural energy, or is it perhaps those dozen sugar-glazed donuts you bought from Pony Joe’s donut shop last night?” Twilight said, giving her a sly look, causing Fluttershy to giggle.

“Ha! I don’t NEED sugary treats to keep my energy up, Twilight.” Dash said, proudly raising her head and placing a hoof to her chest.

The door to the boutique burst open with a loud BANG! In walked a bouncy, pink earth with a magenta mane and tail, up on her back legs, holding in her front hooves a large box with a pink ribbon, still wearing her torn party dress from the night before.

“Never fear, Pinkie Pie is here, with sugary treats!!” she announces, closing the door with one rear leg, resulting in another loud BANG.

“Cupcakes?” Dash said, her ears perking up as she prepared to fly at Pinkie.

“CUPCAKES!” yelled Pinkie, spinning on one hind leg, holding the box between her two front hooves as she performed a perfect pirouette across the floor, taking a seat next to Rainbow Dash. She sat down on her haunches and popped the lid off the box, holding it up to offer some to Twilight, who promptly levitated three cupcakes out of the box for her, Fluttershy and Spike. Rarity did the same, levitating two out for herself and Applejack. Rainbow Dash, however, grabbed the box and shoved her face into it, quickly devouring the last cupcake.

I swear, Pinkie, my dear” Rarity sighed, shaking her head. “I have no idea how you can spring around so nimbly on your hind legs. I’d break an ankle if I tried half of the stunts you pull.” She levitated the one cupcake within reaching distance away from Applejack’s face and continued her work on the dress, her own cupcake joining the collection of items she had floating in orbit around her as she worked.

“Sorry I’m a little late, girls! I couldn’t decide what kinda of cupcake I should bring to our ‘Pre-Lunch Cupcake Brunch,’ so I just went with...” Pinkie paused and took a chomp out of a cupcake, showing the insides to the group. “... Rainbow striped cupcakes!”

Applejack went to take a bite of her cupcake, still being hovered in the air before her by Rarity, but paused, a mischievous grin on her face.

“Now, Pinkie Pie,” Applejack said. “these here cupcakes wouldn’t be rainbow flavored, now, would they, sugarcube?” Pinkie’s eyes went wide as she swallowed the last bite of her cupcake, making a face of disgust.

“Ew, NO! No WAY I’d never make RAINBOW flavored cupcakes! Mr. and Ms. Cake would throw me out of the Sugarcube, head first!”

The mares and their baby dragon friend laughed as Pinkie Pie continued making faces, mimicking the many she made upon tasting the rainbow formula in Cloudsdale. She started

laughing herself, falling back on her floor cushion upon seeing her friend's reaction.

"Twilight, it sure was nice of Princess Celestia to come all the way here from Canterlot last night, just to spend some time with us." Fluttershy said, taking a small bite off her cupcake, balanced daintily on the end of her wing. Twilight grinned at the mention of her mentor's name and straightened herself up a bit on her cushion.

"Yeah, that WAS pretty nice of her, but I really wasn't that surprised. I mean, I AM her personal, prized student, after all." She said, with more than a little pride in her voice. "But hey, she seems to be very interested in all of you girls just as much." She said, waving a hoof from one side of the room to the next.

"I know, right? She was TOTALLY interested in how I pulled off the Sonic Rainboom! I told her someday, I'd come to the palace and preform it for her, first hoof." Dash said, looking up from the now empty box that held the cupcakes, frosting smeared on her muzzle.

"And she told me that the Apple family has been the sole providers of apples to Canterlot since she introduced ma great-granddaddy and his family to this valley almost one hundred years ago. Why, with Granny Smith and Filthy Rich takin' care of the distribution side of the farm, I really had no idea!" Applejack said, ducking a spool of thread as it levitated by.

"Yes, and she just couldn't apologize enough for her uncouth nephew, Prince Blueblood. I felt so horrible last night after I explained my outburst. Why, I was simply mortified by my actions, but she said she had to hold back laughter as he whined to her about being covered in chunks of cake!" Rarity added, breaking into laughter and causing another round of laughter from the group.

"I know she's royalty, a-and I know that she has a lot to do, what with raising and setting the sun every day and all, and I don't mean to make it sound like we're being a bother, but..." Fluttershy said, rambling as she tried to get to the point.

"We should totally hang out with Princess Celestia more often! She's almost like, just another one of our friends! After a while, I called her just 'Celestia' like, twice by mistake, and she didn't even seem to mind." Pinkie admitted.

"Yeah, she's pretty great. But girls, I was wondering a bit last night at the Gala, did anypony see Princess Luna around? I mean, she should have been down with Princess Celestia welcoming the guests, but she wasn't there." asked Twilight. The friends looked at each other, waiting a moment for one of the others to answer, before Rainbow Dash responded.

"Nope, didn't see her at all. And I probably would have, considering I was hanging in the COOL section of the Gala with the Wonderbolts last night."

"Yeah, I was selling my apple treats near the entrance all night, and I ain't seen hide nor hair of her." added Applejack.

"She was probably preparing another EVIL PLOT to take over Equestria as the nasty-nastypants, Nightmare Moon again! Quick, where's my Element of Laughter necklace?"

Pinkie said, hopping up and looking around the room, before grabbing a long, loose piece of dark blue fabric off a table and draping it over her head.

“Curse you, Elements of Harmony!” Pinkie said, looming over Fluttershy, causing her to hide under her long, pink bangs and shiver. Pinkie then rolled across the floor to Rainbow Dash and stood on her hind legs again, forelegs extended straight up.

“My Shadowbolts and booby-traps will stop you, you little foals!” Pinkie said in a gruff voice. Rainbow only laughed and stood up on her hind legs, playfully throwing punches at the Pinkie Pie before falling back down on her forelegs. She then hopped up in the air, wings flaring as Pinkie took off, starting a playful chase around the Carousel Boutique, quickly annoying Rarity as she tried to continue work on Applejack’s dress.

“Girls, I said settle down, or I’m wrapping you two up in a spool of fabric and putting you on the shelf!” she said, as she lost concentration and poked Applejack in the rump with a pin.

“Ow! And if she don’t calm you calm you two wild fillies down, you’re gonna have to deal with this filly, y’all hear?” Applejack snorted.

Pinkie and Rainbow settled back to their cushions, but continued giggling to themselves, making faces and poking at each other.

“Come on, you two. You know that’s not fair. Princess Luna hasn’t caused any trouble since she returned from the moon, and if Princess Celestia says that she forgave her sister and trusts her again, than I trust Luna, too. I mean, everypony makes mistakes and deserves a second chance, right?” Twilight said, looking under Fluttershy’s bangs to coax her back out. She did have a point. Princess Celestia publically forgave Luna, and apologized for their fight one thousand years ago, asking that everypony in Equestria forgive her and treat her with the same respect that they show her.

“I don’t know, Twilight.” Spike said, his head popping up from behind Rarity, his cupcake still magically floating in front of him. “Why would she be so quiet for all this time, then? I wouldn’t put another crazy plot behind her just ye-URP!”

Spike stopped mid-sentence, his cheeks puffing up as a plume of green fire burst from his mouth, scorching his cupcake to ash before swirling and solidifying into a scroll sealed with the royal emblem of the Princesses.

“Wow, a message from the Princess, already? We’ve only seen her last night. What could this be?” Twilight said, quickly hopping up from her floor cushion and breaking the seal with her magic, hovering it in front of her. She inspected the message, her eyes darting from side to side as her friends waited patiently for any word about the contents. Twilights eyes widened, a small gasp escaping her mouth as she blinked in disbelief.

“Well, don’t hold us all in suspense, darling.” Rarity said, slowly dropping her sewing items to the table behind her. “What does it say?”

“Not bad news is it, Twi?” asked Applejack.

“It’s not from Celestia. It’s... from Princess Luna.”

The entire room was in shock; A letter from Princess Luna? They haven’t seen her since her defeat at their hooves in the ancient castle of the Royal Pony Sisters. They haven’t even heard one law, one announcement, one single word about her since she appeared with her sister at the Summer Sun Celebration after the battle. Twilight read the letter aloud to her friends;

“Dear Twilight Sparkle,

I humbly request the help of the Elements of Harmony for a very important task. Last night, a visitor arrived at the palace under very unique circumstances, and is in dire need of special assistance. My sister is currently researching ways to assist him in his journey, and cannot help in the manner he needs at the moment. And even though I have already helped him in many ways, due to my long absence from Equestria, I find that I am lacking in some of the basic tools our new friend needs. That is why I am asking your help; all of you have a wide variety of skills and life experiences that I feel will help him to realize his full potential. I feel this will most likely take a few days to accomplish, so a prompt response to this letter is of the utmost importance. Also, I realize that I may be springing this on all of you suddenly, and, thought I would like it to be so, if any number of you cannot attend, I will understand. I patiently await your response.

Sincerely yours,

Princess Luna

P.S.

On a personal note, I realize that I might not be any of your favorite pony. My past actions may forever hold a dark cloud over my head, and I will have to live with that for the rest of my immortal life. But I beg you; please put aside any negative feelings you may have for me. This is about helping a new friend in need. Please let me know as soon as possible when you are ready, and I will have you brought to the palace right away.”

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A puff of smoke and the scroll was gone, leaving a very worried author behind. Luna placed the quill in the inkwell and let out a deep sigh.

“Oh, what if they don’t respond? What if they think it’s a trap or something? I knew I should have gone in person! I could have explained it better. Tia is always so much better at writing letters than I.” she thought, trotting away from the desk, shaking her head.

“No, don’t think like that Luna. Celestia always talks about how reliable and helpful they are. They will respond. I just hope they can help Midnight...”

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The mares stared at Twilight, mouths open in shock as she read. Luna had never sent

Twilight a letter before. As far as they all knew, she had stayed out of sight since she returned to Equestria. The fact that this was the first word they had heard from her, addressing them directly was quite a shock. For a few moments, the friends just looked at each other in stunned disbelief, before Spike finally broke the silence.

“What are you going to do, Twilight? You can’t ignore an order from the princess.”

“I know, Spike. I’ll go, if she feels I could somehow be of assistance. But what could we possibly have to offer this lost traveler?” Twilight said, magically rolling the scroll up and sending it back over to Spike.

“Yeah,” added Rainbow Dash. “and what if it’s a trap, or something? She IS Nightmare Moon, after all. This could be, like, some plot to get us out of the way before she strikes again, or something.”

“Stop now, Rainbow. Just because it’s from ‘Princess Luna’ doesn’t mean it has to be something sinister.” Rarity said, emphasizing her name to Rainbow.

“I don’t know, Rarity. I just don’t trust it, that’s all.” She said, hovering in place as she crossed her forelegs. Rarity tossed her hair to one side and levitated her work glasses to the desk with her other materials.

“Well, then, you’ll just have to come with me when I go to the palace, to make sure it’s all on the up and up.”

“You’re going to respond, too?” Twilight asked, smiling as her worries started to slip away.

“Of course, dearie!” she said, already trotting over to the back room. In a moment she returned with a large suitcase hovering behind her. “Any reason to visit Canterlot again!”

Twilight’s ears slumped as she rolled her eyes. “Glad to see you have your priorities in order.”

“Aw, shoot,hun. Go ahead and count me in, too. The farm’s gonna be quiet now for a couple weeks till the apples start getting ready for bucking, again.” Applejack said as she hopped down from the platform.

“Me, too.” came a quiet voice from the floor cushion against the wall. Fluttershy stood up with a smile and walked over to her friends. “The little woodland creatures have been in particularly good health lately, so I have lots of time on my hooves right now.”

“Woo-HOO! This is gonna be GREAT!!! Field trip to the Royal Palace!!!” Pinkie Pie yelled as she hopped up behind the group and pulled everypony into a tight group hug. She released enough for her friends to catch their breath, and then turned her attention to Rainbow Dash, still hovering over them.

“Well, Dashie? Whataya say? You coming, too?” Pinkie said with a wide smile.

“It won’t be the same without ya, fly-girl.” said Applejack.

She stayed in the air, looking over a forehoof as she pondered.

“I don’t know... I might have to think about it some more...”

“Maybe now BOTH princesses will put in a good word for you with the Wonderbolts, if you come.” Fluttershy said, giving Twilight a smile and wink. Rainbow’s eyes went wide as her ears perked up, the idea of both princesses endorsing her sounding too tempting to pass up.

“You think she would really do that?! REALLY?!” Fluttershy giggled behind her long, pink bangs.

“There’s only one way to find out, Rainbow Dash.” Rainbow looped in place once, and dropped down with her friends.

“Well, then let’s get this show on the road! There’s a pony that needs the help of the Elements of Harmony!” she said, hopping in place before joining Pinkie in the group hug. The friends grunted from the tight grip of the hug and laughed the moment they were able to breathe normal again, all of them liking the idea of visiting the royal palace again more by the minute.

“I could get Sweetie Belle to run the Carousel on a compressed schedule while I’m gone.” Rarity said.

“Some ponies on the weather crew owe me some favors. I totally could get some time off.” Rainbow said.

“Great! I KNOW the Cakes will let me have some time off! They’re ALWAYS telling me to get out of the shop! They might even pack for me!” Pinkie Pie said with a large grin, prompting several nervous looks from her friends. The girls took off their tattered dresses and tossed them to Spike, who placed them in Rarity’s storage closet to be repaired another day. One by one, they went outside the shop, all going over their plans for taking at least a week off of all their usual routines.

“Alright, girls,” Twilight said. “Get yourselves to the library at sundown, and we’ll be on our way. Spike and I will notify Princess Luna now to send our ride there, so don’t be late. See you all, soon.”

They each took off for home, excited by prospect of doing another favor, for the first time, for Luna. Pinkie watched as her friends trotted and flew off, then started bouncing down the street towards Sugar Cube Corner, giddy at the sudden thought of maybe throwing a party for a new friend they would soon meet. She never noticed the two ponies in front of her until she bounced down between them, almost knocking both over.

“Hey! Watch it, gumball!” the unicorn mare said angrily.

“Oops! Sorry there, you two!”

“You’re lucky we’re in a hurry, you little ball of frizz!” the large pegasus stallion said with a sneer.

They continued along, leaving Pinkie Pie wondering what could have put them in such a bad mood. She continued bouncing home, but slowly bounced to a stop.

“Wait, I don’t know those two. A unicorn mare with a white coat and black mane, and a pegasus stallion with a black coat and a white mane... they must be new in town! Oh, but I think their welcoming party is gonna have to wait. I gotta get ready to go!” She continued bouncing home. “I’ll just have to throw them one when I get back. As soon as possible, too. They both seem grumpy-wumpy from an obviously long day of moving.”

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Two ponies made their way out of town; far from Rarity’s Carousel Boutique, far from the library, father still from Sweet Apple Acres, out to the very edge of the Everfree Forest. The two ponies felt a lot more at home in the darker, more foreboding surroundings they now rested in than the bright, sunny comfort of Ponyville. They’re matching colors somehow giving off a sense of something darker, making the usually aggressive wildlife of the forest shy away. The unicorn mare and pegasus stallion entered a small clearing behind a large bush, not far off the barely noticeable path. They both lay down in front of a large puddle of rain water, their forelegs out in front of them, towards it.

“Let’s make the report.” the pegasus said, waving his mane to one side. The unicorn’s horn began to glow with an eerie black light. She pointed it at the puddle, causing it to hiss and bubble. In a moment, the puddle began to boil, the water evaporating out of it and collecting in a ball of hot steam before them, held in place by her magic. She stopped her spell when the puddle was dry, both gazing deep into the swirling ball of steam in front of them. Slowly, an image appeared in the haze. A dark silhouette of a creature’s face appeared before them, formed out of the fog. Both ponies bowed their heads as their master’s image appeared before them.

“Ah, my lovely terror twins, how you been? Crash, looking menacing as ever, I see.” The creature said, his dark voice coming through as an eerie hiss through the steam.

“Thank you, master.” The large pegasus answered, bowing his head.

“And Burn. Doing something different lately with your mane, my dear?” the creature inquired.

“Letting it grow out a bit, master.” The unicorn said with a grin.

“Very nice. Well, what have you two discovered?”

“You were right, master. The palace sent for the Elements of Harmony.” Crash said.

“We arrived just in time to find them already making plans to leave. They are to be transported there tonight.” The unicorn added.

“Ah, yes. No doubt to talk things out with the princesses’ new little ‘pet project.’ His showing up was not expected, and definitely not wanted, but we are not entirely unprepared. I know of a few ways we can show him some real Equestrian hospitality. Right, my warriors?”

The two ponies chuckled a bit, wicked smiles playing across their faces.

“Very soon, we will acquire the princess, and then nothing will stand in our way. I’ve waited more than 3,000 years to finally have this plan come together. I will succeed where my brother failed, and soon, Celestia’s sun and Luna’s moon will set on this world for the last time.” The creature grinned at his two servants, letting out a growl.

“You two are to watch those six silly little fillies until they leave. I’ll send for you to come to Canterlot as soon as they get there. I want you nearby when things start getting out of control. Understand?”

“Yes, master.” The two said in unison. The creature’s eyes glowed a dark red as the last of the steam disappeared into the open air, leaving them laying on the forest floor, ready to go carry out their new orders.

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The creature shifted its body back away from the viewing mirror after talking with his soldiers, confident that they would not fail in their tasks. A heavy, taloned paw reached down to a plate of severed unicorn horns and picked one up. The creature tossed the horn into its mouth. It crunched and chewed, sparks flashing from the horn as it broke to pieces as it disappeared down his throat.

“Oh, I do grow tired of this world of happy, sunny perfection and joyful, pastel-colored creatures.”

The creature arched its back and curled up in the dark, pondering its next move.

“I will so enjoy... bringing it all to an end.”

Pony in Progress

Chapter 5

Pony in Progress

“Alright, Spike. Send the letter.”

With those words from Twilight, the baby dragon breathed out a puff of green fire, incinerating the scroll and sending the response to Princess Luna’s letter. The swirl of smoke and ash hung in the air for a moment, before flying out the window towards Canterlot.

“Letter sent, Twi.” Spike responded with a grin and salute. He still didn’t fully trust Luna. However, if Twilight and the rest of his friends were willing to give her the benefit of the doubt, then he trusted their judgment.

Meanwhile, all through the town, the other Elements of Harmony prepared themselves for an extended visit to the palace. Rainbow Dash called in her favors with a few off her fellow weather pegasi friends. Rarity explained some of the basics of running the shop to Sweetie Belle, specifically cashing out customers and explaining that no custom orders would be taken for at least a week. Fluttershy spent her time trying to convince Angel Bunny to behave while she was away, and not trash her cottage with another wild animal party like last time. Applejack explained the request to her family, who completely understood. Afterwards, Granny Smith, Big McIntosh and Apple Bloom all sent her on her way with a big hug and a saddle bag full of apple treats. Pinkie Pie, as she expected, received no resistance what-so-ever from the Cakes when she requested the time off. They seemed overjoyed at the idea off Pinkie leaving for a while and going as far away as Canterlot. Now, with all the six friends ready, they only had to wait for sunset, and their transportation to arrive.

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In the empty throne room, Princess Luna paced back and forth, eagerly waiting for a response. She had sent the message to Twilight and the other Elements quite a while ago, and grew increasingly worried over their reaction to her request.

“This may have been a bad idea.” She thought. “They probably didn’t even get it, my luck with these new spells Celestia created while I was away. Why, they- Oh!”

Her thoughts were interrupted by a sudden puff of green smoke, swirling in place before her. In seconds, the response scroll materialized and unrolled in front of her.

“Dear Princess Luna,

I am pleased to report that all of the Elements of Harmony have received your call, and have answered. Myself, as well as the other five Elements all offer our services in the assistance of your lost guest. However, we will require a short amount of time to prepare ourselves before our pick-up from the palace. We will rendezvous at the Ponyville library at sunset and await your transport.

Sincerely yours,

Twilight Sparkle”

Luna breathed a sigh of relief. They actually answered! She almost couldn't believe it. Her sister was right. The Elements were able to put aside Luna's past offenses and respond to her call. Quickly, she levitated another scroll and the inkwell from the desk. Unrolling the scroll, she wrote a quick response, hoping to still catch Twilight before she left the library again.

“Dear Twilight,

That is truly wonderful news! Please notify me with one last letter the very moment you and all your friends are gathered at the library.

Eager to see you all soon,

Princess Luna”

And with a seal, and a quick spell, the final scroll was off.

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Midnight looked out over the balcony. The pegasi ponies in the sky were still incredible to watch, even after a full hour of just moving clouds around. Down in the yard, the construction on the wall was finished, completed by the earth ponies with some unicorn assistance at an impressive speed. This was all still so amazing to him. Another world that nobody knew existed, populated by pegasi, unicorns, dragons and who knows what else. Have other humans come here before him? Were they out there somewhere, living in their own societies, apart from the rest of the mythical, mystical creatures in this dimension, or planet or whatever it was? Or were they ponies now, like him? Were they somehow changed into ponies as soon as they set foot in Equestria? Was that the downside of traveling to a new world or dimension or realm; becoming one of the citizenry of the world you visited by default?

“When I get home, I'm totally calling George Noory about this shit, I tell you what.” he said to himself. “Wormhole, government experiment or slip in space/time, this might be a whole new field of the paranormal study, here.”

Coast-to-Coast with George Noory was one of his favorite radio shows. He remembered staying up all night at times to listen to him and Art Bell and Ian Punnett. About half an hour ago, he stopped being surprised by the things he remembered about his home world. Bits and pieces from pop culture, music, movies, religions, politics, science, the occult; all coming back in minor snippets here and there. Just the facts, though. No tangible personal memories or experiences he could recall. No real insight into who he was, and definitely nothing about how he wound up here.

He remembered he liked punk, ska and hip-hop music. Action movies and sci-fi were in regular rotation in his movie library. Books ranged from fantasy and horror novels to history books and occult lore of all kind. He remembered he was more of a blue jeans and t-shirt kind

of guy, as opposed to designer fashion. As for family, friends, nationality or religion, he still had no clue. However, he was still confident those would come back to him soon, considering how deeply ingrained in most people's psyche those subjects are.

Midnight walked away from the window and looked back over the room. There were many large and very old looking books on the floor-to-ceiling shelf built into the wall. He figured he probably shouldn't bother them. He trotted over to dresser next to the bed.

"They're hors... um..ponies. What could they possibly need dressers for? They don't wear clothes!" he thought. A moment passed before a thought struck him like a brick to the head.

"Ponies don't need clothes. I'm a pony. So...I'm... naked?!" he said to himself, looking down at his legs and body. He didn't even notice it before.

"I was naked around two women I don't know..." he thought, feeling himself blushing a bit at the idea, although the thought didn't strike him as hard as he thought it should. Maybe because he just reminded himself that ponies really didn't need clothes and that they were both naked as well.

"Which means, I hugged a pretty girl, NAKED. And SHE was NAKED. Hehehe." he giggled to himself, remembering hugging Luna out of gratitude. Luna. Princess Luna. She's been so nice to him since he arrived here. Her and Princess Celestia both, but especially Luna. She saved him from the garden last night, bandaged him up, gave him this huge room to recover in, not to mention she said she actually cast spells of healing on him. He remembered those were always the most difficult to cast, at least they were in his fantasy novels. She's such a nice, kind, sweet girl. And those eyes. He had never seen teal eyes before...

"Wait, what am I DOING?!" he said out loud, catching himself in his own thoughts. "What is wrong with you, boy? You wake up, half dead in a strange land, run by talking ponies who can fly and cast magic spells, you're turned into a pony yourself, and the thing that occupies your mind the most is a pretty girl? Wait... how am I even considering her 'pretty?' Wow... thinking a female pony is cute. Maybe it's the instincts in this loaner body making me think like this."

He shook those thoughts from the forefront of his mind, but couldn't fully get her out of his head. Even now, he wondered when she'd get back. She said she had some official business to take care of. She'd be back soon, he reassured himself.

He forgot about the drawers and snooping for now and sat back down on the bed. He looked at his hooves again. Dark grey, almost black. He looked back at his wings, tucked neatly against his body. His tail swished back and forth once, involuntarily. Looking up, he could just barely see his horn poking from the top of his head.

"A pegacorn, huh? I think it's time I got to know me better."

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Sky Shield stood outside the door, wishing he had just stayed at home today. This was

boring, even by royal guard standards; playing errand colt to a guest of the princesses. He could be out in the yard right now, training in aerial maneuvers. Or weight training, wearing weighted armor as he flew laps around the palace grounds. Anything but this, waiting in place for an order from some pampered, snobby, elite...

“Hey, buddy?” a voice from behind him quietly rang as a hoof tapped Sky on the shoulder.

Sky quickly snapped to attention, turning to address the voice. Poking his head out from guest room was a dark grey unicorn, giving him a goofy grin. Sky grinned back, hoping he wasn't noticed him daydreaming a moment ago.

“Hello, sir. Private Sky Shield, ready for orders, sir. How may I be of service, sir?” the pegasus asked, standing at attention.

“Yeah, I hate to bug you, guy, but I'm in need of something special. So...” he said, feeling nervous after disturbing the large pegasus.

“So... what would you like, sir?” Sky said, a bit confused by the guest's demeanor. If he was a visiting dignitary or v.i.p., he certainly wasn't acting like it. “I can have the kitchen bring you any food you want, prepared by the finest chefs in Equestria. We have the best libraries in the world here, containing all the known knowledge ever acquired by our best scholars. Anything you want, I can probably get for you with little trouble.”

“Huh. Anything, eh?”

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Down the hall, Dusty made her usual rounds. She went from room to room, cleaning the usual dust and dirt that accumulated in the halls and under beds. As she pushed her cart full of supplies down the hall, she considered the room still ahead of her that needed cleaning; the room containing the strange visitor the Princess was so concerned with. She was still somewhat shaken by the strange behavior of her Princess, but shrugged it off as the price a princess had to pay for ruling a nation. Still, she couldn't get the look Celestia gave her out of her mind.

“Why was she so quick to get rid of me?” she thought. “All she had to do was ask for me to leave, and I would have. And why did she give me that odd order to keep tabs on the new guest?”

As she traveled down the round hallway, the room in question came into view. Outside of the room stood an armor-clad pegasus guard, talking to the guest.

“Oh, no. Oh, no nonononono! This is just what I need!” she said to herself, leaving the cart and quickly trotting down the hall. She ran up beside the guard, almost making him jump out of his fur.

“HELLO! Hehehe. Hi! I don't think we've met yet, sir.” she said, stepping in between Sky Shield and the guest, poking his head out of the door. “Allow me to introduce myself. I

am Dusty, the head of palace housekeeping staff. If there's anything you need, anything at all, I can help get it for you. You just let me know. Ok?"

Midnight reared his head back in surprise at the sudden energetic introduction of the young mare. He seen the guard jump, and that alone almost made him retreat back into the room. But at the arrival of another unknown pony, he figured this was a good opportunity to introduce himself. Deciding that diplomacy was probably the best way to go, he pulled the door open the rest of the way with his hoof and stepped through, revealing himself as he stepped out into the hall.

"Well, it's nice to see I have two knowledgeable and eager members of the palace staff here to help me. Nice to meet you both. My name is Midnight Blaze." He offered his hoof to Sky, who hesitantly presented his own, giving Midnight's a firm shake. Midnight then held out his hoof to Dusty, who promptly followed suit herself. Leaning down, he planted a gentle kiss on her hoof, taking her by surprise and causing her to lightly blush. Together, the two looked their visitor up and down, silently trying to take in the presence of both wings AND A horn on their guest, but the stunning lack of a cutie mark.

"Listen, I know you two must have a ton of stuff to do around here, so I'll try not to bother either of you too much." Midnight said.

"Oh, no, Mr. Midnight! It's quite alright. We are here to assist you however you may need. You just name it." beamed Dusty. Midnight paused for a moment and thought it through. He raised his hoof to scratch his head, only to give himself a knock to the temple, forgetting he now had no fingers. He looked at his hoof, feeling frustrated. Quickly, he realized what he now needed.

"You know what? Could one of you bring me a mirror? Something I can see my whole self in, like a large floor mirror?" he asked them both.

"Sir, yes, sir! I know where there is such a mirror down the hall. I will retrieve it for you now." Sky said, saluting. "Will that be all for now, sir?"

"Well, that's it for now, yes. If I think of anything else..." Midnight was suddenly interrupted by a deep growl coming from his stomach. He felt himself blush from noise, being so close to a girl as it happened. Dusty only looked at him and grinned.

"Sir, I could bring you some food, if you want. We do have the finest chefs in the country here." Dusty said, with a slight giggle.

"Yeah, that too. But nothing too fancy. Keep it basic, please. I don't want to put anybody- I mean, anyPONY out, just to please me." he said, smiling as he turned back to the room. "I'll let you know if I need anything else later, OK?"

Midnight walked back into the guest room to the bed and sat, waiting for his mirror and food to arrive. He once again looked down at his hooves, his tail, his wings. The mirror was a wise choice, he thought. At least this way, he could get a better look at himself. The food actually wasn't on his mind at all, until his stomach growled, but at least this could give him a good idea on how to care for this new body he inhabited during his stay in Equestria.

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“When did you get here? I thought it was MY job to watch him?” Dusty asked, annoyed.

“I was assigned to his command by Princess Luna herself, so back off, maid. And by the way, are you trying to get me fired?” he shot back, answering the snippy cleaning mare. As soon as they were away from earshot, they began to question the others presence and both felt that the other was there to keep an eye on each other, as well as the new guest.

“Well, I was assigned by PRINCESS CELESTIA, and what do you mean, ‘get you fired?’”

“I received an order to report anything he wanted to Celestia, then I get an order to keep everything he asks for a secret from her; an order, once again, from Luna.”

They stopped together near the room where Sky Shield knew there was a large mirror, the kind Midnight wanted. He sat down for a moment, rubbing his head with a hoof, feeling overwhelmed.

“Alright, so, who’s orders do we follow? I never received contradictory orders before.” Sky asked, noticing Dusty looking just as worried as he was.

“I don’t know. Who do you think would punish us more for disobeying her orders; the princess who ruled a prosperous, war-free country for a thousand years, or a princess who just came back from being imprisoned on the moon for a thousand years because she tried to take over the world?”

The looked at each other and both came to the same conclusion.

“Luna.” they said in unison.

“I hope this doesn’t blow up in our faces, Dusty,” Sky said, entering the doorway to retrieve the mirror. “I just got into the royal guards a few weeks ago. I don’t need to be dishonorably discharged now.”

“Well, I’ve been here for two years already. And I don’t wanna lose my job, either. And I certainly don’t wanna make either Princess unhappy or cross with either of us.” Dusty added, her ears drooping at the thought of two all-powerful alicorns angry at her at the same time.

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It didn’t take long for Midnight’s requests to arrive. In a matter of minutes, Sky Shield returned to the room, pushing in a tall, wide mirror with his forelegs, walking on his hind legs. The mirror itself was larger than Midnight expected; At least the length of a pony from end to end and probably at least eight feet high.

“Here’s your mirror, sir. I borrowed it from a room down the hall.” Sky said, rolling it

to a stop next to the dresser. It wasn't only the size that was impressive, but the detail of the craftsmanship as well. The woodworking around the mirror was decorated with carved images of dragons, griffons, pegasi, unicorns and a dozen other creatures that he didn't even recognize. The wood itself was varnished in a deep amber tone and glossed until it shined in the retreating sun of the early afternoon. And in the middle, in the polished glass surface provided the greatest surprise of all.

There he was, reflected in the perfect glass; Midnight Blaze. He paused at the sight of himself for the first time. Slowly, he approached the image, watching as it moved as he did, responding to his will. He reached out a hoof and touched it to the hoof of the creature before him. "Oh, my God... this is really me." he said out loud, causing Sky to give him a confused stare. The very idea that this new and strange creature in the mirror was him was somehow frightening and amazing at the same time.

His color, the main color of his short, equine fur, was a deep charcoal grey. It almost seemed to shine as the sun hit it through the open window of the balcony. He noticed his horn, as well, matched his coat, and spiraled to a point about ten or twelve inches out from his head. His mane was deep crimson in color, with a streak of darker red running through it. It hung down slightly over the left side of his face, sticking up in places at the top and running down the back of his neck, almost to his shoulders. His tail matched the same crimson red and dark streak, hanging down off his backside and curled at the end, just before it hit the floor. His hooves were the same dark charcoal as his fur, tough and hard, as they should be on a pony. However, they had a certain amount of give to them, almost like pushing on a car tire. The only part of his new body he didn't really get a good look at was his wings. They stayed tucked at his side all day and refused to budge, despite his few half-hearted attempts to move them. He took a closer look at his face. It was more chiseled, more squared off and ridged than Luna's or Celestia's, or even Dusty's. He glanced at Sky Shield, and noticed the same distinctive features that defined the look of a proper Equestrian stallion, recognizing them in himself. He found he could control his ears, now, consciously making stand up or lay back at will. But what he found to be the most striking feature of his new body, were his eyes. He stared deep into them, studying them with an almost child-like curiosity. Amber. A deep, shining yellow gold of amber, staring back at him with pools of black in the center.

"This might not be my real body..." he thought to himself. "...but I can definitely get used to this."

Sky looked on as Midnight stood, fascinated with himself in the mirror, feeling a bit uncomfortable. He looked at himself like a painting or a work of art, studying every aspect, only looking up for a moment to notice Sky was still in the room.

"Ahem... Sir, is there anything else I could help you with at the moment? If no, I'll return to my post." Sky asked as Midnight looked longingly into his eyes in the mirror.

"Well, something comes to mind, but I don't want you to take it the wrong way." He said, turning away from the mirror towards Sky. "Sky, would you consider me... handsome?"

"Hu..Hu.. WHAT! HANDSOME?!" Sky Shield's eyes shot open and he stuttered on his words. "Sir, meaning no disrespect for your own personal preferences, but just for future

reference, I'm not a colt-cuddler. I really can't help you in that manner, sir."

"What? What's a colt-cuddler?" Midnight asked, confused.

"You don't know? You're kidding, right? A colt-cuddler; a stallion who likes... other stallions... in THAT way..." Sky explained, giving Midnight a sideways glance.

"Oh. Oh, OH!!! WOW, you got THOSE HERE, TOO?" He sat back on his haunches and waved his hooves at Sky. "I didn't mean it like THAT, guy! I don't dig dudes! Oh, God, no! I just mean, ya know..." He trailed off, looking back to the mirror. "I just mean, to girl-um... females. MARES, I mean. Ya know? I really can't tell. Sorry if I put it the wrong way."

Sky walked over, feeling a bit reassured, and joined him next to the mirror. He straightened his off-center helmet and armor as Midnight continued to look at his profile. Sky took a step back away from Midnight and unfurled his wings, stretching them out and bringing them back in one fluid motion. Midnight turned to his side and flexed the muscled in his forelegs and arched his neck, shaking his mane down his back and over his eyes. Try as he might, he simply could not yet consciously control his wings.

"Well, I for one think you are both handsome, young stallions."

The two turned in shock to find Dusty standing there with a small pushcart with a covered bowl, fruit basket and several mugs on it. They quickly turned and straightened themselves as she pushed the cart next to the bed.

"I didn't quite know what to get you, so I just got some local fresh fruits, some tea and juice, a few assorted flowers and for desert, a few various pastries."

As Dusty pushed the cart past him, Midnight caught the smell of the food and was instinctively drawn towards it. He couldn't remember the last time he ate, literally! Dusty turned to leave the room as she dropped the cart off, Sky Shield following close behind her.

"If there's anything else you may need, sir, don't hesitate to ask, alright?" she said with a smile, closing the door behind her as she and Sky walked out, leaving Midnight alone with his meal.

He sat down on the bed and inhaled the scent once more, his stomach growling in anticipation. He reached over and grabbed the lid of the serving tray and... nothing happened.

"Damn it, I keep forgetting. No fingers." He looked at the cart, puzzled. "Then how did they get this set-up on the cart? This is too fancy NOT to be done with hands. How did they pull it off with hooves?" he thought. The tray held a large bouquet of flowers of every shape and size placed sticking out of a large, short vase. Three mugs; one of tea, one of what appeared to be juice and one of a bitter smelling dark drink were placed next to the flowers. The serving tray apparently held the fruit and various vegies she had mentioned, while a basket covered with a cloth napkin held the pastries, by the smell of it.

He tried to lift up the lid of the tray with both hooves, but it just slipped out of his grasp, annoying him further. These hooves were clumsy, at best. How did they arrange this?

WHY would they arrange this like so if a normal pony couldn't get to it?

“Sir, may I enter for a moment?” Dusty said from outside the door.

“Yes, come in.” Midnight said, still trying to remove the lid from the tray. “What is it?”

Dusty entered and stared at him, confused. Midnight only grunted back at her as he stood up and placed his front hooves on the cart and lifted the lid from the tray with his teeth, only to have it slip out of his grip and cover the tray again.

“I... just wanted to tell you that the kitchen will be preparing dinner soon, so if you wanted more food, just ask in the next hour or so.”

“More?!” Midnight groaned. “I can't get to what I have NOW! Why would you hide the main course under this lid, anyway?” he whined, sitting back on the bed.

Dusty walked over to the cart, placed her hoof on top of the handle of the lid and lifted it up. “Sir, this lid isn't latched on or anything. Just lift it straight up.”

“How... how in the hell are you DOING that?!” Midnight sat right up in amazement. Dusty had touched the handle with her hoof, and lifted it up from the tray, with absolutely no grip on the handle! She stood there, dumbfounded by his reaction as he stared at the lid, connected to her hoof by seemingly nothing.

“Are you serious, sir? How did I pick up the lid? I just... you know, used my hoof. Are you telling me you can't, sir?”

“NO, I can't DO THAT! How are you...” he paused and thought a moment. They shouldn't be able to do that! How can they hold things in their hooves with no fingers? He had to find out more, but didn't want to seem like an idiot to his two new assistants.

“Um... yeah. Don't worry about it, Dusty. But, there's something I think you can help me get now. If you don't mind.” He said as he sat back on the bed, still staring at the tray's lid, floating against her hoof. “I'm gonna need every book on the anatomy of a pony you can get your han..., I mean, 'hooves' on. Can you do that?”

“Yes, right away sir. I'll be back in a short while.” She said, placing the lid on the stand next to the bed and quickly leaving the room. As the door closed behind her, Midnight once again approached the cart. He paused for a moment, then reluctantly leaned in and removed the cloth napkin covering the pastries with his teeth. Moving in he caught a blueberry muffin in his teeth and leaned his head back, letting it fall back into his mouth. As he savored the sweet, moist flavor on his tongue, he silently hoped this wasn't going to be the only way he could enjoy food while he was stuck in this strange new land.

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Dusty and the rest of the maids traveled from room to room, inspecting bookshelves and encyclopedias for anything that could pass as an accurate description of Equestrian anatomy. Floor by floor, they had collected many books, all touching on the subject of

anatomy, but Dusty knew for sure where to find the most comprehensive books; The Palace Library. Unfortunately, it was the same library that Princess Celestia had secluded herself and wished not to be disturbed. Dusty reluctantly approached the door, taking a deep breath before she raised a hoof and knocked. She waited for a response, only to be met with silence from within.

“Pr-Princess Celestia? I-It’s me, Dusty? May-may I come in?” she asked, quietly, fearful of a reprimanding. She recalled the mood of the princess earlier; urgent, barely able to hold on the façade of nobility and patience. Would she still be in the same mood if disturbed, after giving specific orders not to be? Seeing as how this fell into her order to know everything the new guest knew, Dusty was willing to bet the Princess would forgive her this transgression. She pushed the door slightly, and to her surprise, it opened.

No pony there. The library was empty, the few rays of the early afternoon sun illuminating the empty depository. Dusty looked to the left, then the right. Whatever the princess was looking for, she had hoped she found it, and that it put her in a somewhat better mood that she was in. Moving quickly to the reference section, she found several detailed volumes of anatomy books and tossed them on the cart outside, trotting away from the library as the large ornate wooden door slammed shut on its own.

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A short while later, Midnight had stumbled and bumped his way through most of the serving cart. He had finished the small basket of pastries, leaving only crumbs and a dirty napkin behind. The fruit from the serving tray was almost gone as well, with only the pears remaining. Something had told him deep down that he hated pears. The different beverages were a trial all unto themselves, in mugs with handles obviously created for a creature with fingers to hold, but served by ponies, for ponies. He managed to slowly and delicately balance one mug between his two hooves and take a sip, the drink being a variant of coffee. It was sweet and bitter all at once, kind of like dark chocolate. The other looked and smelled like apple juice, and provided another challenge. He imagined the ponies would not always hold cups with their hooves, and tried to balance the cup another way to drink. He held the rim of the mug in his teeth, coming at it from above and lifting it up, then tilting his head back slowly to try to spill some of the juice down his throat. It was a disaster. The juice spilled all over his face and neck, causing him to drop the mug and send a crack down its side. He would not be doing that again, he thought. The only positive outcome of that disaster was the flowers; he accidentally caught the petals of one flower from the bouquet on the tray and, after finishing the fruit and not yet feeling satisfied, dared to try another. They were surprisingly delicious. After a few guarded nibbles at some of the other types in the arrangement, he dove in and munched greedily at the beautiful petals, leaving only torn stems behind.

“Knock, knock, sir. I have those books you wanted.” Dusty announced, poking her head in through the doorway. In she walked, pushing a small cart full of books of all shapes in sizes. Midnight watched from the bed, his belly full as he roll off and greeted her half way in.

“Thank you, Dusty. That was faster than I thought.”

“Oh, thank you, sir. It was no trouble. Is there anything else you need now?”

“Oh, no, Dusty. That’s all I need right now. Thank you.” He said, waving a hoof. She turned with a smile and trotted out of the room, reaching to the handle to close the door as she went.

“Very well. Call on us again if you have need.”

The moment she left, Midnight charged the cart of books. He got behind it and pushed it into the bed hard enough to have several large books fall off onto the bed from the impact. He then jumped up on the bed and drew the closest book in front of himself, flicking it open to no particular page, hoping to find something about this strange phenomenon that Dusty had showed him. It only occurred to him after he began reading that the book was written in perfect English, but he was long past the point of being surprised by this coincidence, considering how many similarities he had found already in this world with his own.

“Alright, now; hooves, hooves, hooves... what do you got to say about hooves...” he said to himself as he flicked through the pages with his own hooves. Despite the proper, innocent and unspoiled nature of the natives he had met so far, it seemed the scientific mind was alive and well on Equestria. The first book he had grabbed was chock-full of detailed illustrations and comprehensive studies of many of the inner workings of the Equine anatomy, but nothing about the hooves other than a cross-section or two about bone development and structure. He tossed that book aside and grabbed the next. His human curiosity had been sparked, and he would not rest until it was satisfied.

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Midnight had flipped through at least two dozen books so far, and still had not found what he was looking for. He found that he had to stop and read the occasional chapter on the structure of pegasus wings, the height, length and density of unicorn horns at various stages of development and came to fully understand the mechanics of all four legs and why they had seemed to move so very differently than the legs of horses he had seen on Earth. However, he still couldn’t find anything more about hooves other than bone structure or proper care. He was getting tired of having to lick the tip of his one hoof just to turn the pages, considering he had been walking on them all day and having to do that was just not sanitary. He was just about to give up, gripping the newest looking book in his teeth from the cart (the taste of old books and bindings heavy on his tongue by now) and opened it up to the same results. No real study of how a flat, tough hoof with no digits to speak of was able to hold a handle or other solid object. The last chapter of the book was like many others he had read so far; a detailed map of the nervous system throughout the equine body. This time, illustrated with color cross-sections of nerves and receptors throughout the limbs. Nothing new here, really. He was about to toss the book to the side when he noticed something. A certain nerve line leading from the brain to the hooves, branching out like tree roots at the end of both forelegs. He turned to the beginning of the chapter and began to read aloud, paraphrasing as he went.

“The cluster of nerves branching out from the blah blahblah... connected to conscious and unconscious sections of the brain yaddayadda... AHA! Respond on a sub-conscious level to produce a heavier, focused gravitational field at the end of each hoof to allow the moving of and gripping of objects! I KNEW IT!”

The information Midnight had been looking for was right here! The way Dusty had lifted up the tray! She probably didn't even know HOW she did it. The unique set of nerves that lead from all four hooves to the brain generated a gravitational field, wrapping around and gripping objects in the field, allowing these ponies to manipulate objects as easily as he would have with his hands. However, they could not walk on walls or ceilings. The field wasn't THAT strong. They also had to sometimes fully envelop the object in the field to hold it, like wrapping invisible fingers around it to have full control over it. The strength was limited, however, as it tied into the strength of each limb to determine how powerful the grip would be. However, the hoof would have to be physically touching the object for the field to fully take effect. He also found that Earth ponies had the strongest grip of all three pony types, usually at least three times stronger. Pegasi, however, had a unique field all their own, allowing them to push and pull clouds and other forms of vapor, thus allowing them control of the weather patterns. Unicorns had the weakest grip, according to the book, relying mostly on their use of levitation through magic to manipulate objects, rather than their hooves.

"This is amazing! They evolved an entirely new way to use tools without the use of hands!" he thought. Looking at his hoof, he extended it over a book lying flat on the bed and pressed it down. "Alright, let's see if this works." He lifted his hoof and... nothing happened. He tried again, and still nothing. He tried several times more, getting more and more aggravated with each attempt.

"Shazam! Abracadabra! Go Go Gadget, Hoof! Hoof on! Oh, come on! I can't even do that?! Just pick up a stupid book?! I'll NEVER get the hang of this body!" Midnight hit his hoof on the night stand in frustration. He got up and kicked the book cart against the bed, knocking several books off onto the floor and creating a loud BANG from the impact off his hoof. At the sound of the crash, the door to the guestroom opened and Sky poked his head.

"Sir, is everything alright?"

"Oh, yeah, Sky. Just... having one of those days, is all." Midnight grumbled as he leaned down, annoyed further at the fact he would have to pick up all these books from the floor with his mouth. Sky Shield entered the room and sat down next to the cart, leaning down to help Midnight as he cursed under his breath at his lack of understanding on how to properly use this new body.

"I got this, Sky. No need to bother yourself." he said as he picked up a book in his teeth and placed it on the cart in an awkward manner. Sky just kept picking them up, two or three at a time, and placing them on the cart.

"Seriously, Sky, don't put yourself out for me."

"Oh, no, Sir. It's no trouble at all." he said, scooping up two more books with one fluid motion. Midnight felt himself growing more angry by the moment. He reached out with his hooves and pulled the books from Sky's grip, holding them to his chest.

"I said, I GOT..." Midnight paused, looking down at his hoof. He was holding the book. Not only that, he could FEEL the book. He could feel the texture of the cover, the weight of it in his hoof. He grinned and laughed the book, stuck to the underside of his hoof, moving his foreleg around as the book stayed in place. Sky Shield just sat there, looking at his

strange reaction.

“Sir, are you alright?” he asked, a bewildered look on his face. Midnight quickly turned back to him with the same wild grin.

“Sky, LOOK! I picked up a BOOK! With my HOOF! HA! In your FACE, EVOLUTION, PHYSICS and LOGIC!” he said, turning to the ceiling and pointing with his other hoof. Sky placed the final book he held on the cart and slowly stood up, backing towards the door as Midnight placed the book on the bed and picked it up again and again.

“I lift things up and I put them down. I lift things up and I put them down. AHA!”

“That’... that’s great, sir. I’ll just, um... be out here if you need me.” Sky said, as he left the room, somewhat disturbed by the joy his charge had been getting out of the simplest of tasks.

“I get it now.” Midnight thought. “I have to WANT to grab an item for it to stick to my hoof. It has to be fluid and deliberate and as natural as breathing or blinking to work. Well... that kinda makes sense. Otherwise, I’d probably be picking up clods of dirt as I walked around outside.” He tossed the book up in the air and caught it, passing it from one hoof to the next. He felt a great sense of pride, figuring it out by himself.

“This world is getting better and better. I can’t wait till those teachers arrive.” he thought, pushing the cart to side of the room by the door. He trotted over to the bed and plopped down again, looking out the balcony towards the horizon. The sun was starting to go down already. He had passed all his time looking through those anatomy books, waiting for Luna and her trusted teachers to return and begin his lessons on magic and flying. “I hope Luna comes back soon. I need to know what I’m doing for the night.” He sat up, propping himself up as a familiar feeling crept into his lower abdomen, immediately making him regret having drank all that coffee and juice earlier.

“Oh, great.” he thought. “Maybe I should check those anatomy books on the proper way an equestrian goes for a piss...”

===

In the Ponyville Library, Twilight and her friends gathered together for their trip. Twilight went over a list of chores with Spike as the other five friends walked and hovered around the library, waiting for their ride to arrive. They had not needed to pack much, considering the Palace would have the best of anything in the land already at its disposal. Applejack, however, did take a small saddle bag of some of the choicest apples from her farm and Pinkie Pie decided to take a bag of freshly baked cupcakes for a snack if they got hungry during their trip to the palace.

“I swear, girls. I don’t see the difference between Applejack and Pinkie Pie taking what they want, verses me taking my things.” Rarity said with a huff. She pushed the large stack of suitcases off into a corner off the library and returned to the center of the room with the group.

“Yea, I suppose you wouldn’t, Lil’ Miss Frou-Frou. My one saddle bag, against your 6

pieces of luggage.” Applejack said, grinning at Rarity’s annoyance. It had taken her, Twilight and Fluttershy to convince Rarity to leave all her bags behind. Otherwise, they would have nowhere to sit in the chariot when it arrived.

“So, umm, Twilight? When exactly do the princesses chariots arrive for us? I-if you don’t mind me asking.” Fluttershy asked, meekly.

“They should arrive- O-M-G, I forgot! Princess Luna asked for me to send her a letter when we all arrived here at sundown.”

“Well, that’s weird. She’s not gonna make us wait here till the chariots arrive, is she? Cause, I’ll just leave now and meet you girls up there later.” Rainbow Dash asked, hovering above them both.

“Well, I don’t think she would do that. Just let me write the letter to her and we’ll see what come of it.” Twilight levitated a blank scroll before and drew a quill from an ink well on the desk. She quickly jotted something down on the scroll and rolled it up, hovering it over to Spike. “Send it out, No. 1 Assistant.”

“Sure thing, Miss Sparkle. Scroll, away.” And with a quick puff off fire, the scroll was off.

===

Back at the palace, Luna had just heard the last report of the guards on the events of the day from the guard captains. Celestia had been busy in the various studies and libraries all day, so Luna took it upon herself to maintain some minor affairs of state today, waiting for the Elements to get ready for their trip. She was just about ready to return to check up on Midnight Blaze when a whirl of green smoke and ask appeared before her. A scroll quickly materialized before her and floated close.

“Oh! This must be the response from Twilight Sparkle I asked for! Is it sunset already?” She turned to the large decorated windows at the side of the throne room. Indeed, the sun was low in the sky, almost touching the horizon, Celestia’s beautiful bright sphere sending its last rays of light across the land. She unrolled the scroll and read:

“Dear Princess Luna,

As per your request, I am notifying you that we are all gathered at the Ponyville Library, ready for our transportation.

Sincerely,

Twilight Sparkle”

Luna chuckled at the punctuality of the lavender unicorn, remembering previously reading reports addressed to Celestia from her young student. Luna placed the scroll on the side of the throne and closed her eyes, focusing on Twilight back at the library.

===

A voice quietly brought itself to the forefront of Twilight's mind. As soft as a whisper at first, the mare's voice resonated from deep within her mind, different than the voices of any of her friends. She remembered it from quite a while ago. Though vague and timid in her memory, this voice spoke loud and true.

"... Twilight Sparkle... gather your friends around you... now..."

Twilight visibly jumped at the sudden urgency of the words, drawing the attention of her friends.

"Um, Twilight? Are you feeling icky-sicky all the sudden or something?" Pinkie inquired. The only response she received was a tight hug around the neck from Twilight.

"No, but I need you girls to come to me now, RIGHT NOW!" she shouted, startling them all. One by one, the friends gathered around Twilight, reaching out and wrapping their forelegs around her as tight as they could. Then, they waited.

"Twilight, dear? I'm all for groups hug every now and again, but what calls for this sudden show of affection?" Rarity asked.

"I don't know. I just know you all need to be as close to me as possible right now. I ju-Huh?" Twilight stopped mid-sentence as her horn began to glow. Dim at first, then brighter, until the light filled the library, accompanied by a hum that grew from an insect-like buzz to a vibration that shook the floor.

"Twilight, wh-what are you d-d-doing?" Fluttershy asked from behind her bangs, eyes shut tight.

"I'm not doing anything! I don't know what's going on, but don't let go of me!" Twilight no sooner got the words out than the entire group began to rise off the floor, causing gasps and shrieks from them all. Spike watched from corner of the room as one by one, his six friends began to glow and pulse, and then slowly fade away.

===

The throne room pulsed with magical power, swirling and bubbling and crackling as Luna cast her spell. The curtains against the walls flapped in the wild winds and chandeliers swayed back and forth as something slowly started to materialize in the center of the tempest. The moon princess' eyes glowed with a brilliant white light, filling the throne room as Twilight Sparkle and her friends appeared at the center of the room, collapsing in a heap on the floor. Quickly, the princesses' eyes returned to normal as the six disorientated friends shook the dizziness from their heads and turned their attention to Luna.

"Twilight Sparkle, Applejack, Rarity, Pinkie Pie, Fluttershy and Rainbow Dash; your Princess welcomes you back to Canterlot."

Alright. I know how much a kick it is for some ja-bronys to have the first comment, so I'll be making my end notes here instead from now on. So...

Well, that's one explanation for how ponies can hold stuff in their hooves. Granted, I'm sure there's like 900 other fics that touch on it, I just haven't read them, yet. Anyway, I'll be bringing in more characters and O.C. villains in the coming chapters. not to mention more from Princess Bitch-lestia in the future. as usual, any questions or comments, throw em' up, I'll see if I can help you out without giving away too much future plot. well.... that's it for now. don't forget to track and like!

Mystery Mare

Chapter 6

Mystery Mare

Midnight walked out of the guest room's bathroom, feeling relieved. Apparently, some things were universal for both species, humans or Equestrians. The coffee drink, juice, cider and various fruits worked their way through his system, prompting his first restroom break in his new body. He was a bit nervous at first; the... equipment was different than what he was used to, and the toilet longer and shallower than others he remembered from his human world. It also had a large, ceramic box with a pull chain connected to it, hanging above it on the wall. The proper way to use the toilet wasn't too clear; however, nature called, and had to be answered, so he tried to make the best of it.

After finishing, he returned to the mirror and, this time, looked at an aspect of his new body he neglected to check before. He stood on his hind legs, propping himself up on one foreleg against the frame of the massive mirror. He was almost too nervous to turn his gaze downward, but this was HIS body, after all. At least for the time being, he had to learn all he could about it. For the most part, he had all the necessary items he had on earth, albeit pony-proportioned. His maleness was hidden by a sheath, which didn't surprise him that much. His other items seemed to be tucked up neatly underneath, probably for a number of purposes.

He didn't remember seeing anything that could be classified as 'naughty' on Dusty, having watched her as she left the room earlier. Even Sky Shield wasn't exposed. However, when he turned around and swished his tail back and forth, he did notice a brief glimpse of his neithers in the mirror. This somehow didn't bother him, though. Again, he reminded himself that ponies didn't wear clothes, so perhaps catching a brief flash of another ponies most private of areas wasn't all that uncommon. He assumed that the polite thing to do would be to not call attention to it.

He did his best to make his mane look presentable in the mirror, not knowing what styles or fads of this strange society might be in fashion at the moment. He couldn't do much with his tail, he imagined, so he just left it as it was. Quietly, he started singing to himself in the mirror as he straightened himself.

o/ 'The needle on my record player has been wearing thin...

This record has been playing since the day you been with him...' o/

He paused, something odd catching his ear. His voice had changed somehow. It was more defined, even the tone of those few lines seemed to hold better with each breath. He tried again, looking back through his memories for a song that might test this interesting facet of his new body.

'The faster we're falling, we're stopping and stallin', we're running in circles, again.

Just as things were looking up, you said it wasn't good enough, but still we'll try it one

more time...’

There was no doubt about it; he sang like a pro in this pony body! If it was the longer neck, more vocal cords or bigger lungs, he couldn’t tell, but he was enjoying himself immensely.

“HA! This is fantastic! I never sounded like this before! OH! What other songs do I know...”

===

Dusty and several other maids worked their way down the hall towards the guest room that housed Midnight. On the way, Dusty gave the group instructions to only clean the empty rooms and leave the one with Midnight to her. None of the other maids seemed to mind this, however, considering the rumors that were circling the palace staff and guards about the strange visitor who crash landed in the garden the other night. The fact that he had one princess falling all over herself and the other apparently very nervous was reason enough to keep their distance and stay out of trouble.

“Pssst! Dusty! Is that you? Come over here!” a whispered voice called from down the hallway. Dusty rounded the hall and saw Sky Shield, leaned down close to the door to Midnight’s room, his ear pressed against it. She trotted down to meet him, puzzled at his behavior.

“Sky, what in the name of Celestia—”

“SHHH! Listen, and keep your voice down.” He whispered again, waving her closer with his hoof. She placed her ear to the door as some of the other maids came around the bend in the hallway.

“Is he... is he actually SINGING?”

===

Princess Celestia took a magical look through the wall from her hidden passage. She could sense not another pony anywhere on the current floor. With a slight flicker from her horn, the wall collapsed in on itself and she walked through, stepping through and quickly closing the passage behind her.

“Nothing good can come from this human being here in Equestria. I only hope I can keep him segregated from as many ponies as possible until I can get him sent back to that open sewage ditch of a world of his.” she thought, shaking her mane and strolling down the hallway. She was only one floor above the throne room, so decided to return there and have her sister summoned by one of the guards.

“Luna seems to be very enthralled with this little invader. Well, I don’t care what HE may say, I don’t trust him as far as I can launch a hydra. The sooner I can erase his memory and send him back to Earth, the better.”

===

Twilight and her friends stood up, dizzy and confused. The process of teleportation was a complicated one, even for her, and more often than not resulted in disorientation.

“T-Twilight, what just happened? Where are we?” Fluttershy squeaked from the floor, hiding behind her bangs and Rainbow Dash.

“Darling, I think we’re in the palace in Canterlot again. It appears that we’re in the throne room.” Rarity said, pointing with her hoof. Gradually, the all turned to the large throne in the center of the raised stairs, Princess Luna sitting on the throne at the top.

“Indeed you are! Welcome, subjects! It pleases us that you have responded to our request so promptly! We had feared that our prior transgressions might have discouraged thee from assisting us in our current dilemma!” Luna said in a loud, booming voice. She paused for a moment, expecting them to genuflect or respond humbly to her praise. Instead, they only stared at her, doe-eyed and speechless.

===

Princess Celestia strolled through the foyer on her way to the throne room, still considering the next course of action she should take with her new guest, the apparent lost human. The very idea of his presence in her palace made her feel angry, as if this creature had appeared solely to aggravate her and cause her worry. To make matters worse, her sister had seemed to take an interest to the thing, feeling sympathy for its plight. She would have to find a way to separate the human-pony from her sister and any other ponies before he corrupted them all beyond repair.

As she approached the main doors to the throne room, she paused.

“Is that... yelling coming from my throne room?” she said to herself, a sudden chill rising inside her chest. She immediately ran toward the doors, half expecting the human-turned-pony invader to be there with his hooves gripping Luna’s throat. She reared up, kicking the doors in with her fore hooves and froze in place.

“Ah, Sister Celestia! Join us in welcoming the Elements of Harmony back to our palace!” Luna said in the booming traditional Canterlot fashion. Before her in the center of the court were her star pupil, Twilight Sparkle, and all of her close friends from the other night. Celestia slowly started to enter the room, baffled by the very presence of her friends after only seeing them the night before.

“Princess Celestia! So nice to see you again. We understand you’re having a little situation with an unexpected house guest?” Twilight said as she approached Celestia, a smile beaming on her face.

Celestia stood, stunned as she realized the scene before her. Oh, by the heavens, why did she do this? She looked over the smiling faces of the Elements, each bowing to greet her. She looked up toward her sister, a smile growing on her face as well. It was all too obvious now; Luna had summoned them to meet the human! A slight sniff of the air revealed two very

tell-tale odors; the first, a familiar scent of burning paper from a letter transport spell. The second, the heavy layer of magically torn space. Celestia did her best to mask her shock, putting on her best diplomatic face to address them all.

“Welcome back, Twilight, everypony. It’s such a pleasure to see you all again, and on such short notice. Why, I wasn’t even aware all of you were coming.” she said, giving Luna a sideways glance, noticing in her eyes as she picked up on the slight gesture. “Did my sister summon you all here this evening?”

“She sure did, Princess. We all heard about some poor, lost pony in a letter yer sister sent to us earlier, and just had to come help the lil’ fella out.” Applejack said.

“Yes, Sister, we asked for the assistance of the Elements of Harmony in this matter most urgent to us!” Luna shouted, causing the group to once again cringe, their manes blowing from the force of her words. Celestia trotted close to her sister and leaned in close to her ear.

“You know, Luna,” she whispered. “I haven’t used the Traditional Canterlot Public Speaking Voice in about 800 years. I found it tends to scare the life out of ponies. How about you just speak to them as you have been the palace staff now?”

Luna looked down at the nervous grins on the faces of the group, realizing now why they had looked upon her with such confusion earlier.

“Oh. I didn’t realize, Tia. Sorry.” she said normally, walking with her down the stairs. “Sorry about the voice, everypony. It’s, um... been a while since I’ve spoken to anypony not in a maid’s outfit or military armor. But yes; We... I welcome you back to the palace. I know you are all as eager as my sister and I to help our friend along his journey.”

Celestia nudged her sister from behind, stepping forward to address Twilight and the others. “Thank you all so much for coming on such short notice. Your dedication to my sister and I are greatly appreciated. However, I need a moment to speak with her in private. If you will excuse us, we will join you all shortly in the foyer.” She spread her wings, shooing the group towards the doors of the throne room and out into the foyer. “We will be with you shortly.”

As the door shut, the six friends only looked at each other in confusion.

“Twilight,” Rainbow Dash asked. “what kind of mess did get pulled into?”

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Celestia shut the door and turned back towards Luna, a serious look on her face. Luna sat before the steps to the throne, sensing the mood of her sister change dramatically as she approached.

“Luna, why in the world did you bring Twilight and her friends here? What could they possibly have to offer our guest?”

“Midnight.” Luna said, matter-of-factly.

“Excuse me?”

“Well, he was getting tired of not remembering his name. I took him for a walk around upstairs for a bit and he saw that huge tapestry in the hall and absolutely loved it. So much, in fact, that he took its name as his own. So until he remembers his real name, we can call him Midnight Blaze, just like the tapestry. And I called Twilight and the others here to help him learn how to use his wings and unicorn magic. I mean, what better teachers than Equestria’s greatest heroes?” Luna smiled. It was almost as though she was telling Celestia the name of a new pet and the tricks she would teach him. Celestia felt a slight twitch in her eye.

“Luna... I don’t think it’s such a good idea to allow him such free access to the palace and such knowledge. We don’t really know where he comes from, or his intentions. And I certainly don’t think it’s wise to introduce him to the six ponies that control the most powerful artifacts in all of Equestria.” Celestia said, putting it as delicately and gently as possible. Luna looked a bit surprised.

“You... you don’t approve of my helping him? I thought you wanted me to be more out-going and open to other ponies, Tia.”

“Oh, I do, Luna. But he’s claiming to not be a pony, at all. I mean, I’m only looking out for your best interest, sister.”

“... you still don’t trust me...” Luna said, turning away.

“What? Luna...” Celestia started, only to be cut off.

“I know I’ve... been away for a while. I know I’m out of practice in dealing with modern ponies. But, I’m trying, sister. I’m getting tired of sitting in this palace all day and night. Midnight is the first other pony I’ve spoken to besides you and the palace staff. He’s lost, and needs our help. I thought you’d be proud of me for reaching out and finding him the best help available.” Luna closed her eyes, saddened by her sister’s sudden disapproval of her plan. She truly felt like her first attempt to help a friend, an act that her sister preached so adamantly, had been a failure. “And besides that, imagine if he was any other one of our subjects, a real pegacorn; don’t you think that not helping him learn to use his wings and his magic would be kind of... cruel?”

Celestia felt awful. Her sister really HAD been stuck in the palace too long, trapped by her own fears over her subject’s opinion of her. This... Midnight had been the only creature she had talked to besides the staff since she had returned from the moon. Luna may have been naïve about the ways of the modern ponies, but Celestia knew she was no foal. Why was she putting so much faith and trust in this guest of theirs?

“Luna, I’m sorry. It’s just that... we don’t know anything about these ‘humans’ that Midnight claims to come from. I just want to be sure that of his intentions, for your own safety. I just don’t want to see you hurt, little sister.” She nuzzled against Luna, wishing she could tell her all she knew about humans. If only Luna knew what she already knew, she would understand.

“I know, Tia. But please, trust me this one time. He needs us. And I won’t be alone; I’ll

have your friends with me. If they're as nice as you always tell me, they'll let me know if there's any reason to be worried. In fact, why don't we go up and introduce the Elements to him, together? They probably want to know exactly why they've been summoned."

Celestia grinned at her little sister. She had hidden away from everypony, up until now. Today, she even went so far as to invite the very ponies that defeated her alternate self, Nightmare Moon, to the palace. Had this... human really have had such an impact on her? Celestia still didn't trust him, but if 'helping' him was drawing Luna out of her shell, she would allow it to go just a bit further.

"Very well, let's take them up to meet their new student."

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"What do ya think is goin' on in there, Twi?" Applejack said, adjusting the tie on the ponytail of her mane.

"I don't know, AJ. Usually, Princess Celestia is more organized than this. I hope everything's alright."

"Of course, 'everything's alright,' Twilight. It's Princess Celestia. I'm more worried about her little sis. SHE summoned us here, after all. She probably messed something up, and wants us to help clean it up for her." Rainbow Dash added, hovering above the group. Her want to help her friends had outweighed her distrust of Princess Luna, prompting her to come along. However, this secrecy between the two princesses now was making her suspicious again.

"Now, Dash, perhaps there's another reason for this. Maybe they have to make preparations for what they need us for or are discussing our rolls in their plan." Rarity pointed out.

"Yeah, whatever, Rarity. You don't care WHAT'S going on, so long as you get to walk around the fashion district of the market place when we're done."

"Now wait just a moment here, Dash!"

As Rarity and Rainbow Dash began to argue, Pinkie Pie marveled at the pretty pictures and art throughout the foyer, hopping about as she tended to from painting to statue. Fluttershy, being the gentle soul that she is, decided to stay close to Pinkie Pie and away from the disturbance as possible. The entire room, much like the rest of the palace, held many priceless works of art, causing Pinkie to quickly turn her attention from one item to another.

"OOH! Look at THIS! No, WAIT! LOOK at THIS!!! OOH, WOW! Fluttershy, check THIS out!" Pinkie bounded around from painting to bust, Fluttershy trying to keep up as she floated behind her.

"I don't know, Pinkie. Maybe we shouldn't go wondering around while we wait for the princesses to come get us. W-we might in trouble if we... Pinkie?" Out of the corner of her eye, Pinkie vanished around one of the art works in the foyer, bouncing out of sight. Fluttershy

turned towards a large marble statue of a unicorn Royal Guard on a pedestal, the last place she had seen Pinkie. She rounded the statue, expecting to see her friend there. Instead, she came face to face with a strange creature, wearing a frightening black and red mask.

“EEEEEEEEEEEEEEEEKKK!!! MONSTER!!!” Fluttershy screamed, almost falling to the ground as her wings fluttered wildly, waffling as she turned and crashed straight into Pinkie Pie behind her. Rainbow Dash and Rarity stopped arguing and turned their attention to the shaking ball of yellow fluff behind Pinkie Pie.

“Ah, c’mon. What NOW, Fluttershy? See your ‘spooky’ shadow again?” Rainbow asked.

“N-n-n-n-no! Th-th that! Behind the statue!” she squeaked, pointing with a trembling hoof from behind Pinkie’s mane. The group looked near the base of the statue to see a black and red checkered mass, shaking in a ball near the ground.

Rarity was the first to approach the thing, leaning down close to get a better view. Slowly, it rose to look at Rarity, causing her to draw back a bit out of surprise. The creature then leapt high into the air, flipping over all six of the friends, (including Rainbow Dash, who was still hovering above them) and landed on its hind legs.

“What in tarnation is that thing?” Applejack asked, giving it a sideways look. The ‘thing’ was, in fact, a mare, dressed in a tight bodysuit from head to flank, covered in large black and red checkerboard squares. Even her tail was covered in fabric, split down the middle with red on one side and black on the other, a small gold-colored bell on the tip. On her head, she had a jester’s hat, with three points on it; two in the back and one in the center of the front. On her face, however, she wore a white mask, half a smiling face on the left and half a frowning face on the right.

“OHH! A COURT JESTER! That’s so COOL!” Pinkie bounced up above the group and dropped down a few feet in front of the jester, bouncing in place. “Hiya, I’m Pinkie Pie, party hostess extraordinaire! You got some GREAT moves! Would you be interested in doing some work outside the palace sometime? I could TOTALLY use a mare like you at some of my parties! Do you do parties? You should TOTALLY do parties! So, anyway, what’s your name?!”

The jester didn’t answer. Instead, she started bouncing with along Pinkie, keeping time with every move. And when Pinkie tilted her head to the side, unsure of what to make of her at the moment, the jester tilted her head as well.

“Ha! She mimicking you, Pinkie.” Twilight said, glad this served as a distraction from Dash and Rarity’s argument. Pinkie, however, didn’t find this mocking amusing, for some reason. In fact, Pinkie actually seemed a bit offended.

“Oh, yeah, Miss Jokety JokePants? How about THIS?!” Pinkie took this simple miming of her honed, practiced signature moves as a challenge. She started going into the dance she did for her friends the day they met their zebra friend, Zecora. First, prancing on her hind legs, then waving her forelegs in circles and twitching. After leaning down and giving a furious tail-waving, she hopped up again on her hind legs. Much to her dismay, the jester

copied every move like a mirror. Rainbow Dash started to laugh as Pinkie's jaw dropped, the jester taking a bow to the group.

“Looks like she's got your moves down, Pinkie. She moves just like YOU!” Dash giggled for a moment, before she noticed the jester floating right next to her, her forelegs crossed exactly like her own. “What?! How are you doing that?!”

Dash shifted back and forth in the air, then raised and fell in altitude. All the while, the jester mirroring her, even performing a loop-de-loop in perfect form with ease. From the floor, Twilight noticed a slight magical aura coming from the jester mare.

“Oh, I get it now! She's a unicorn! That's how she can float and move like that without wings.” Twilight said with a grin. The jester did another loop-de-loop and landed in front of her, nodding her head as she pointed to the center point of her hat and took a bow. The friends clapped their hooves, all except for Pinkie Pie, who sat with her forelegs crossed.

“Huh. I don't see what's so funny.” Pinkie sulked.

Approaching hoofsteps from behind the throne room doors drew their attention. With a quick wave of her hoof, the jester mare stood up tall on her hind legs and rolled into a cart wheel back behind the large statue from where she came from, disappearing just as the doors opened.

“Well, friends, sorry to keep you waiting. But now that we're all ready, let's go meet our new friend, shall we?” Celestia said as she stepped regally out into the foyer with Luna following behind. The six friends all gave words of agreement as they followed them up the stairs to the upper level where they would meet the lost traveler. Only Pinkie lingered for a moment, glancing back down the stairs in search of the jester mare. The room was empty except for the works of art and a few thin rays of light from the late afternoon sun.

“There's something familiar about that jester...” Pinkie Pie said to herself before continuing her bounce up the stairs.

===

The Princesses and the six friends rounded the top of the stairs and began walking down the hall towards the room where the lost guest waited. The eight all slowed to a stop and stared at the sight before them. Dusty, Sky Shield and a group of assorted other guards and maids stood huddled outside the room, frozen in place close to the door. Cautiously, Luna approached.

“What's going on, everypony?”

“Shh! Just shut up and li-li....oh my.” Dusty stuttered as she turned red, noticing now just who she told to ‘shut up.’ “Oh, my goodness, Princess, Luna, I'm so sorry!”

“That's alright, Dusty, but what's going on? Is Midnight in his room?”

“Yes, Princess, but you NEED to come over and listen. But be careful not to startle

him.”

Luna looked back to Celestia and the others ponies. They all slowly approached the doors, the rest of the guards and maids making room for them, but still trying to stay close enough to where they originally were. Carefully, they listened to the door.

o/` ‘I see trees of green, red roses, too. I see them bloom, for me and you.

And I think to myself.... What a wonderful world.....

I see skies of blue, and clouds of white. Bright, sunny days, dark sacred night.

And I think to myself.... What a wonderful world....’ o/`

“What is he... is he... singing?” Celestia whispered in Luna’s ear in disbelief. The voice was unmistakably Midnight’s, ringing off the high ceilings and walls of the guest room. The words echoed out of the room and through the small space between the one shut door and the one cracked open slightly, followed by the clopping of hooves. Luna peeked through the crack to see Midnight moving back and forth in front of a large mirror, half-jokingly, not really in time to the song.

“Not only that, Sis. He appears to be dancing, too!” Luna whispers, just loud enough for all those now watching to hear. Quickly, Rainbow Dash and Fluttershy hovered near the top of the door and peered through the crack. Luna, Rarity and Applejack quickly hopped to the other side of the door and crouched near the floor, Twilight and Pinkie Pie looking from the other side with Celestia looking over both their heads. Midnight finished the song and bowed to the mirror, acting as if he were speaking to an audience.

“Thank you! Thank you, everypony. Wonderful World, by The Ramones. Here’s another one of my personal favorites. Feel free to sing along if you know the words.” Midnight had been singing and at least TRYING to dance for a short while now, lost in a simple happiness he couldn’t readily remember he ever had before. He tried to rationalize the dancing and singing as a form of training, replacing certain words like ‘hand’ or ‘hair’ with ‘hoof’ or ‘mane,’ and dancing to get a better handle on controlling four legs at once. In reality, though, he felt more comfortable here than he could ever remember feeling back in his human world. These ponies were different than any of the humans he remembered, much nicer and much more trusting than he was used to. Not that he had any thoughts about harming anypony he met so far; he’d never dream of it. But he knew how a pony, turned into a human and lost on Earth, would be treated when found by any person of authority.

o/` ‘You’re better than the best... I’m lucky just to linger in your light

Cooler than the flip-side of my pillow, that’s right.

Completely unaware, nothing can compare to where you send me

Let’s me know that it’s ok.... Yeah, it’s ok, in the moment when my good time start to fade...

You make me smile like the sun, fall out of bed, sing like a bird, dizzy in my head

Spin like a record, crazy on a Sunday night

You make me dance like a foal, forget how to breath, shine like gold, buzz like a bee

Just the thought of you can drive me wild....

You make me smile' o/`

Midnight shuffled his hooves as he sang, putting on a good show for those watching secretly from the hallway. Pinkie juttred her head back and forth, trying to get a better view of the action in the room. Not being able to find one, she suddenly hopped up on Twilight's back, almost knocking her over immediately.

“Pinkie, what are you doing?” Twilight whispered. “You can't stand on my back.”

“Why, did you want to get up on my back, first?” Pinkie said, wobbling back and forth, almost falling as Twilight struggled to keep her up. Midnight continued to sing and shuffle along in the room as Pinkie struggled to keep her balance on Twilight. Eventually, Twilight's knees gave way and she began to crumple under Pinkie's weight, forcing Pinkie to reach up and grab Rainbow Dash and Fluttershy by the hoofs of their hind legs. They held her up for a moment, before Fluttershy lost her hover and fell on AJ and Rarity on the other side of the door. Dash was able to sustain altitude for a moment, but quickly dropped under the assault of a struggling Pinkie Pie, dropping her on top of Princess Celestia before falling on Princess Luna herself.

o/` 'Just the thought of you can drive me wild...

You make me smile.' o/`

Midnight finished his song just as a multi-colored mass of wings, horns, manes and hoofs crashed through the double-doors of the guest room, causing him to rear up and fall back over the bed away from the door. The maids and guards in the hallway gave a collective gasp and quickly rushed to help the eight felled mares up off the ground, just as Midnight raised his head over the edge of the bed.

“Princess Luna! Princess Celestia! Are you alright?” he yelled as he ran around the bed to assist. Suddenly, he stopped in his tracks, realizing just what the cause of the commotion was in the first place. “Oh, no... did everypony hear me in here?” He shied away from them all and felt his face turn as red as his mane.

“Oh, Midnight, I'm so sorry!” Luna said, quickly making to her hooves and trotting over to him. She nuzzled against his neck as he turned away slightly, embarrassed beyond words. “We couldn't help but hear you in the hallway. I'm sorry we didn't knock or let you know we were there sooner. You sounded really good, though.” she said, pulling away and blushing a bit herself. The rest of the group had managed to make it to their feet and regain their bearings. After motioning the guards and maids away into the hall and sending a stern look Pinkie's way, Celestia trotted to stand beside Midnight.

“Twilight, everypony; I'd like to introduce you to all to our new friend, Midnight

Blaze. He's the young stallion who Luna has summoned you to assist." Celestia extended a wing over Midnight as the six gave him their brightest smiles and a round of greetings. "Midnight, these are some of our most trusted and greatest friends; Twilight Sparkle, Rarity, Fluttershy, Applejack, Rainbow Dash and Pinkie Pie. They'll be here to help you catch up to speed on using your wings and magic."

Midnight grinned at the six new mares before him. Sheepishly, he raised a hoof and slowly waved it back and forth a few times. "Hello... everypony." He looked over the mares, stunned by their strangely colored manes and coats; cyan blue, butter yellow, deep purple, rainbow streaked, shining violet, carnation pink, bubble gum? He tried not to stare at any one of them too long, so as not to seem stranger to them than he already made himself by singing.

"Midnight," Luna said softly. "why don't you and I explain to them exactly how you came to be in our care, hmm?" She sat beside him and placed her hoof on his shoulder. He felt lucky that he was still a bit red from embarrassment. No pony in the room had noticed the rush he felt from the gentle touch he received from the Princess.

"Yeah, that sounds like a good idea. But let's get Dusty and Sky Shield in here as well. They've been a great help to me so far, but I don't think they really know what I am yet." Midnight said. Luna smiled and nodded at the idea. Midnight looked to the door to see bit Dusty and Sky peeking in from the hall. He gestured with his hoof, ushering them both into the room. Slowly, they entered and took their place beside the Elements. "Alright, ponies," he said, grinning and turning back to the group. "I'll try to keep this as simple as possible."

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The jester danced through the halls of the palace, stopping momentarily at a lone serving cart near the kitchen entrance and snatching off a deep serving tray and half-empty pitcher of water. She spun and pranced with the items floating above her down the hallway to an old, dirty door with a rusty nameplate near the top that read 'Boiler Room.' The costumed mare kicked the door open with a hind hoof and peeked inside; brooms, mops, cleaning supplies and a maze of pipes. Otherwise, the large room was completely empty, as expected. She entered the room and turned to lock the single latch on the inside with the hoof of her hind leg, hopping inside to the center of the room. She dropped the serving tray with a loud CLANG. She poured the remaining contents of the pitcher inside and tossed it off into the darkness. Her horn glowed with an arcane aura as the tray levitated and tilted, the water staying on the bottom of the tray. Slowly, the water swirled and bubbled, becoming reflective, at first, before revealing the twisted image of a strange, menacing creature.

"Oh, Tumbler! I haven't heard from you since you arrived in the palace. How are you, my dear?" the creature said with a grin. The jester mare removed the right half of her mask and spoke.

"Master, the Elements of Harmony are here! Princess Luna teleported them all here just about an hour ago. They're all upstairs right now speaking with the princesses' new guest."

"WHAT!" the beast yelled, sitting up in surprise. The jester reared back, fearful.

“I’m... I’m sorry, master. Should I handle them for you, tonight?” she said timidly, cringing. The creature sat back down, rubbing its chin with a taloned paw.

“No, no. And don’t worry, my dear unicorn. This is just a very unwelcome surprise, is all. I know it was out of your hooves. I’ll just have to step up my game a little bit, that’s all.” The creature pulled a green unicorn horn from a bowl and put it between his lips, point first. He let it hang there like a piece of straw for a moment.

“It appears that Princess Luna is regaining more of her godly powers back faster than I expected. A mass teleportation spell is proof of that. This is bad news for our plans. I’ll be sending Grimdark and Klokwerk in with Crash and Burn. We’ll have to move our plans up if they are to still work.”

“Yes, master. I’ll keep low here and wait, then?”

“Yes, you’ll know when the time is right. Until then, dearie...” the creature sucked the broken unicorn horn into his mouth and crunched it to pieces. “... keep smiling.” And with a flicker of magic, the image of the creature faded away.

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Alright, I couldn't help myself with the first couple paragraphs of this chapter!!!! C'mon, guys, like you never thought about THAT if you were to be turned into a pony? yeah, right! Anyways, meet #3 of the growing number of baddies our dear Midnight will have to face in this story. And more are on the way! I'll try to keep them all unique and just evil enough to fit into the MLP:FIM world. Thank you all who track and watch and like my fic. It means a lot to know my labor of love is liked in our wacky little fandom. Keep posted and thanks again!

Dreams of Memory

Chapter 7

Dreams of Memory

“...And I have no idea how I got here. If it weren’t for Princess Luna, I would probably wouldn’t be here right now.”

Dusty, Sky Shield and the six friends from Ponyville listened intently as Midnight Blaze explained his situation. The vague memories from his human world, how Luna found him in a crater in the garden, how he came about his new name; even how he couldn’t remember anything about his own identity. It all seemed so fantastic, but for the one most compelling piece of evidence; his lack of a cutie mark. It was completely unheard of for an almost fully grown stallion to not have one, yet Midnight still did not. Sky and Dusty were more shocked than the Elements that they had been talking with an alien visitor all this time. When he had finished, he paused for a moment, allowing them all to absorb the full weight of his dilemma.

“That’s... that’s absolutely amazing! An actual visitor from another world! O-M-C, I ... I have so many questions!” Twilight’s face lit up as she fought to control her enthusiasm. She trotted right up to Midnight. “How many humans are there on your world? Are there ponies on your world? What kinds of animals do you have? What do you eat? How long do you live? What exactly do humans LOOK like? Can humans fly? Can you do magic?!”

“Dang, Twi, you sound like Pinkie Pie, right there.” Applejack said, walking up and pulling her back by the tail. “C’mon, now, filly. Give him some space.”

“Actually, Twilight, that’s why you’re here. Well, at least for those last two questions.” Luna said with a smile. “My sister is currently looking into a way to send Midnight home. You didn’t find anything yet, did you?” Luna said, quickly turning to her sister.

“Not yet, I’m afraid. But I still have much more material to look over.” Celestia said, feigning sincerity.

“Until we can send him home, he’s stuck in this pegacorn body. And it would be cruel to have him here and not allow him to use this body to its fullest potential. So, I figured, who better to teach him to use it other than Equestria’s greatest heroes?” Luna finished, grinning at the six friends as they looked on, puzzled.

“Um, my dear Princess Luna,” Rarity said with a curtsy. “is that the WHOLE reason for our summons here? To teach him to fly and use magic?”

“Yes, that is all. Simply teach him all that you know about controlling your special skills as earth, pegasi and unicorn ponies. And I have the utmost faith in you all to complete this task to the best of your abilities.”

The six friends looked at each other with nervous grins. THIS was the important task

that they were teleported to the palace for? No monster, no diplomatic mission, no impending doom about to befall all of ponykind? Twilight noticed their apprehension and took a step forward, addressing the princesses.

“Well, none of us have ever taught anypony before but, we’ll all try our best.” Twilight turned to her friends and gave them a reassuring smile. Slowly, their apprehension began to fade as they bowed to the princesses in agreement, much to the delight of Luna.

“We know you will, friends. Luna and I have the utmost faith in you all.” Celestia said as she gave a quick glance to the window, noticing the sun was very close to the horizon. “Come now, Luna. The day is almost over. It’s about time for me to lo-“

“Lo... log the day’s events! Yes, I know, dear sister. We should meet with the royal scribes in your chambers, now, to have them chronicle our activities today. Let’s go now, before they start to worry.” Luna interrupted her sister and spread out her wings, ushering Dusty, Sky and the Elements out of the room, much to the surprise of Celestia. As they shuffled out, Luna gave her sister a nod, motioning her to the door as well. Just as she started to follow, Midnight ran up to her.

“Celestia, I need to tell you something.” he said, only addressing her by her name instead of her proper title. She stopped, allowing him to sit before her as she gave him a slightly surprised look. “Heh. I mean, Princess Celestia. Sorry, I did that with your sister a few times, too. I really just want to say thanks. Thanks a lot.”

Celestia was stunned. Out of all the things she expected this human pony to say, this was the last. What was he playing at, now?

“I know you and your sister are very busy running your country, and I know how, if the situation was reversed, how a pony-turned-human appearing in my world would be treated. And I just want you to know, well... I really appreciate all you’ve done for me.” He moved in and leaned against Celestia’s chest, bringing up a foreleg and wrapping it around the side of her neck. Celestia froze in disbelief. The very NERVE of this creature, feeling that he was privileged enough to so casually touch her! She looked down out of the corner of her eye at Midnight; he did seem somehow genuine in his affection towards her. The look on his face was the same look of happiness and gratitude that she had seen on the faces of countless numbers of her citizens before. But after all, he WAS a human, not truly a pony native of Equestria. Did the simple acts of kindness she and her sister had shown him really meant THAT much to Midnight? He broke away with a blush, rubbing the back of his head with a hoof.

“Heh. Sorry if I broke any royal protocols there. But I just had to let you know how I felt. I’m in your debt. And I hope that, someday, I can repay you for everything you’ve done for me.”

Celestia looked at Midnight for a moment. Could this really have been a sincere show of gratitude? He looked up at her with a content grin, seemingly glad to have let her know how he felt. She couldn’t help but feel... he truly appreciated her help.

“It’s... no trouble at all, Midnight. Now, my sister and I have to discuss your training

schedule.” she said as she turned and walked to the door. “It IS getting late, so just relax for the rest of the day and get a good night’s sleep. We’ll have you up early tomorrow for your first session.”

Midnight watched as Celestia left the room, closing the door behind her. He walked back to the huge bed near the window and jumped in, laughing at the let events of his first day in Equestria. Found barely alive, in a body that wasn’t his, on an alien world, in a royal garden, by a princess, and taken in to be taught how to fly and use magic! Hell, Earth could WAIT, if this was the kind of place he landed in. ‘Well, I guess I kinda HAVE to go back at some point. That’s a shame, though; I’d like to hang out a little more with Lu...’ Midnight stopped himself once again, catching himself thinking of Luna. This had been happening all day, since she had first left him alone while she went about her daily routine. He looked out the window as the sun began to grow low toward the horizon. Night was coming. He had a big day ahead of him tomorrow. And as long as he was on this world, he was going to make the best of it.

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“Alright, I need to know something right now; Dusty, Sky Shield, did you or any other members of the staff mention that Celestia or I are alicorns?” Luna said, barely above a whisper. The maid and guard looked at her with confusion.

“Um... no, Princess Luna. I don’t believe it ever came up.” Dusty said, looking over to Sky as he nodded in agreement. Luna gave a relieved sigh and continued.

“Good. Alright, then. See to it, that until you all hear from either Princess Celestia or myself, if Midnight asks, my sister and I are both pegacorns.” She turned her attention toward the six friends. “I’m going to have to ask keep that a secret as well. I’m not ready to reveal that piece of information just yet. This is VERY important.” Sky and Dusty looked at each other in confusion. Even the six Elements seemed baffled by the order.

“Yes, Princess Luna.” Dusty and Sky said together, giving a slight bow. Twilight took a step forward, speaking what was obviously on the minds of every other pony there.

“Princess Luna, is there something wrong? Why would you want to hide something like that?” Twilight asked, quizzically. Luna quickly fumbled for an answer.

“Well, I just... wish... to not make him feel any more alone than he is already. He thinks Celestia and I are both pegacorns, and since his kind are so rare, we’ll let him think he’s in the company of ones of his own kind. Just until he gets more used to living in our world.” She grinned nervously, hoping the group would buy her excuse. Twilight and the others seemed not to be fully convinced by her reasoning, but chose not to argue. Celestia cleared her throat and stepped forward to break the silence.

“Alright, everypony, I know Dusty and Sky Shield have been taking care of our new friend all day, and could probably use a break. And girls, how about we get you all set up in some rooms of your own? We’ll retire for the night, and begin Midnight’s training tomorrow.”

Dusty and Sky bowed to Princess Celestia. They HAD been busy all day watching and

keeping track of Midnight. The six friends from Ponyville all murmured in agreement, as well. They had been rushing all day, getting ready for their trip to the palace before they knew they would be teleported there, not that the teleportation was any restful experience in and of itself. Dusty turned toward the six friends.

“I’ll show you all to your rooms. Follow me, please.” She started to trot off, following the maid mare to the upper floor and their rooms that would hold them for their stay. Sky Shield followed, taking the lower stairs back to the guard barracks. As they rounded the curve of the hallway, Celestia slowly approached Luna, giving her a knowing look.

“You don’t want him to know about Nightmare Moon, do you, sis?” Luna’s mood fell quickly, having her thin excuse pulled out from under her.

“I... don’t want him to know about her...me... not just yet.” she said, sitting down and rubbing a hoof against her foreleg. “He may be the only pony in the entirety of Equestria who doesn’t deep, down inside fear me. As soon as he realizes what we are, he’ll know what I am... and what I tried to do.” She turned away, Celestia moving closer and nuzzling Luna’s neck.

“If he is truly your friend, as you hope he will be, I’m sure he will understand. We’ll keep it a secret, for now. I won’t mind being thought of as a pegacorn for a while.” Celestia grinned, inwardly imagining the reaction off the human-pony as Luna told him the truth about her past sins. If he reacted the way she had guessed, he would be disgusted, and Luna would lose this strange obsession with her new ‘pet’ project. It did bother her, somewhat, that her little sister might be hurt by the revelation. However, this was a pain Luna would have to experience if she was to move past this episode in her existence. “Why don’t you tell when you think the time is right.”

Luna seemed satisfied with her big sisters words. She gave a soft smile and seemed to perk up a bit, comforted. Breathing out a low sigh, she trotted back toward the Midnight’s door. Peeking her head inside, she cleared her throat to draw his attention, nudging the door open wide. Midnight turned his head toward the door, quickly standing up to face her.

“Midnight, I have to go for the night. Royal duties and all. But I will see you tomorrow, up bright and early for your first day of training.” A wide smile spread across Midnight’s face, tail swishing back and forth involuntarily. He gave her a half serious, half joking bow.

“Very well, my fair Princess Luna. I will see you in the morning, and look forward to learning all I can about life as a citizen of your beautiful world.” Luna chuckled at his words. He seemed so cute, his mane drooping down over his eyes as he bowed, having to be flicked back as he rose again.

“Get a good night’s sleep, Midnight Blaze. Sweet dreams.” And with those final words, Luna closed the door. She turned back toward Celestia, her mood becoming more serious. “Alright, let’s tend to the sun and moon. Dusk draws near.” It had been a long day for her as well. Yawning, she realized just how taxing the day’s activities have been. Perhaps, she thought, it would be better if she slept through the night...

Guided by Dusty, the six friends from Ponyville settled into their guest rooms; six rooms, three on each side off the hall, all close together to allow them all easy access to one another. When the final travel bags and necessities were in all the appropriate rooms, Dusty and the few other maids present gathered in the hall.

“Alright, everypony! I, myself, will be retiring for the night, but the members of our staff will never be too far away if you have need of anything during the night. Just grab ahold of any maid or guard you see and they will be happy to help you.” Dusty sighed, happy with the end of another day of purposeful servitude in the Palace. The six gave various words of gratitude as Dusty and her helpers bowed and turned, walking down the hallway and turning out of sight.

“Oh, thank you, Thank You, THANK YOU, CELESTIA!!! I can’t believe we’re actually STAYING in the ROYAL PALACE! I dreamed of this since I was a little filly! The glamor! The prestige! Oh... get ahold of yourself, Rarity. Retain your composure.” Rarity ran from one friend to another, stopping before Twilight and fanning herself with a hoof. The rest of her friends giggled as she hopped around the hall like Pinkie Pie before regaining her self-control.

“Hold yer horses, there, Rarity. We’re here to work, remember. There’s a young buck that needs our help, and we’re obliged to do just that.” Applejack said as she flipped off her hat and tossed it into the room with her teeth. “We gotta figure out how we’re gonna lay a lifetime of experience on that Midnight fella in just a few days.”

“Yeah, and I, for one am NOT looking forward to trying to teach some tender-wing my finely tuned flying and stunt skills.” Rainbow Dash said, zooming out of her room and hovering above the center of the hall. “Not like he’d be able to keep up, anyway.”

“Well,” Twilight added. “I think we need to come up with some sort of plan. Keep in mind, he wasn’t a pony until just last night, and supposedly, humans can’t fly and can’t use magic.” Twilight turned and notices Fluttershy looking distracted. She trotted over and leaned down, trying to look under her long, pink mane.

“Fluttershy, is something wrong?” Twi asked, leaning down into her gaze. Fluttershy looked up and sighed.

“I just feel so sorry for the poor thing. I mean, can you imagine; stuck in a world where no pony has ever heard of your kind? Surrounded by creatures you’ve never seen before, looking like one of them? The poor dear must be so scared right now. I feel so bad for him...” The other mares all nodded in agreement, the thought never occurring to them during their first meeting. “We’ll have to take it nice and slow with him, and try to show him all we can to try and help him feel more at home here. Well, at least until he can actually go back to his real home.”

“I agree, dear Fluttershy.” The six friends turned to see Luna walking around the bend in the hallway. She sat on her haunches before the friends as they gathered before her. “It was his complete lack of knowledge about simply BEING a pony that prompted me to call ALL of

you.” The six looked at her in confusion. “As he took his first steps out of bed this morning, he fell right on his face. Humans, apparently, are only two-legged creatures, and he has little ability on four feet.” Luna turned to Applejack, and then Pinkie Pie. “That is why I asked for ALL the Elements, not just the unicorns or pegasi. I’m counting on you two to help him coordinate his movements and control of his new body. And of course, if there’s anything you need or want, don’t hesitate to ask.”

Applejack gave Luna a proud grin and nodded. Pinkie hopped in place and giggled, thoughts of what she could show him already running through her head.

“Alright, then. First up is Applejack and Pinkie Pie; Earth pony, 101. We’ll decide what aspects of his abilities we’ll teach him after he’s brought to speed up on basic mobility.” Twilight said, pointing to AJ and Pinkie. “Princess Luna, does your sister need any help researching a spell to transport him home, or perhaps researching information on humans, themselves?”

“I will see if she desires any help, Twilight. For now, though, let us all get ready for tomorrow, and get a good night’s sleep.” Luna said, covering her mouth with a hoof as she started to yawn. Twilight and the others looked at her, puzzled.

“Sorry. I’ve been awake all day; either helping Midnight adjust or lending my sister a hoof while she researches spells. But no matter. As long as Midnight is with us, I might as well stay awake during the day with him, to see that he keeps out of trouble.” Luna turned and began walking down the hall, leaving the six friends to turn in for the night. But before she made it to the turn of the hall, Applejack trotted up next to her.

“Um, Princess Luna? Can I ask you something?” she asked, meekly.

“Of course, dear Applejack. Go ahead.” AJ rubbed her hoof against her foreleg and looked up to match Luna’s gaze.

“Well, I know you were probably referin’ to Midnight’s training when you said we could ask for anything, and I don’t want you thinkin’ this is the reason I came here today, but…” She took a breath, gathering her words. “Your big sis hung out with us a while after the Gala, and she and I got to talkin’. Seems the Apple family worked very closely with the Palace in developing Ponyville a long time ago. Now,” she sighed again. “our Granny Smith always had a lotta family pride. One of the things she always wanted was a family tree, showin’ the history of our family. But taking care of our farms is a full-time job, so none of us in the Apple family ever had time to really do a lot of research. Do you think, after I’m done with teachin’ Midnight a few things, I could, maybe…”

“You could use the Palace records to research the Apple family history?” Luna grinned at AJ’s surprise. She nodded, almost feeling guilty for asking, not wanting to inconvenience the princess. “How about I do you one better, and assign a few of the Palace Library staff to research FOR you? They’ll be able to find out quite a bit more than a lone pony unfamiliar with our record system.”

“Aw, thank you, Princess Luna! I can’t believe it! We’re finally gonna make an Apple Family Tree!” Applejack’s face lit up as she hopped forward and hugged the night princess

around the neck. She paused and pulled away quickly, realizing what she was doing, and blushed. Luna only giggled. “Ahem. Sorry. Braeburn and Big Macintosh are sure gonna be glad when they hear this.”

“Who?” Luna inquired.

“Oh. That’s my big brother from Ponyville and our cousin from Applaloosa. Wait till I get them together at Sweet Apple Acres! They’re gonna bust at the seams when they here this.”

Luna thought for a moment, suddenly inspired by how easy it seemed to make a friend happy with her resources and pull. An idea quickly occurred to her.

“Applejack, why don’t I send a letter to the both of them, tomorrow morning, telling them to come here and retrieve the information we discover? Then, they could get started on charting out your family history, and have it done that much sooner.”

Applejack was stunned at Luna’s generosity. Creating a map of the Apple family tree had always been something of a pipe dream, but for the first time, it truly seemed to be within her grasp.

“Princess, Luna... I don’t know what to say... Thank you so much.” AJ almost teared up at the gesture extended her.

“It’s no trouble, Applejack. All I ask is that you do the best you can to help Midnight tomorrow. That’s all. Now, if you’ll excuse me, I must retire. It’s been a long day.”

Applejack wished her a good night and happily trotted back to her room. ‘Luna, you might be finally on your way to making some friends.’ she thought to herself. She rounded the corner and smiled as she heard the doors to all their rooms close for the night, the girls getting ready for Midnight’s first day of lessons.

“Thank you so much for coming, girls. All of you.”

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The moon was raised moments after Celestia set her brilliant sun below the horizon, taking its place to light the sky high above all of Equestria. Twilight and her friends all settled into their beautiful guest rooms, usually reserved for visiting dignitaries. Celestia settled into her large, plush bed, ordained with golden posts and carvings of the sun in countless incarnation. Luna, for the first time since her return, went to bed after raising her moon, having cast a spell to make it follow a set track across the dark night sky. She settled into her black bedroom, resting in her obsidian-trimmed bed, decorated with nebulous swirls that seemed to shine on their own and images of the moon in all its phases. Together, the sisters would awaken in the quiet hours in the morning, while Equestria still slept, to set the moon and raise the sun together. The six Elements, surprisingly Pinkie Pie included, all settled in and went to sleep relatively early. Well, early for all of them, except for Applejack. Midnight, however, against the advice of both Luna and Celestia, stayed up for many hours more. He flipping through the sparse books that were on the ancient bookshelf built into the wall of the

room. Finally, in spite of how exciting and new this world was, sleep eventually overtook him, and he drifted off to sleep, his face pressed into the pages of the book he last flipped through.

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The fires burned out of control. Across the landscape, craters and deep gouges in the ground marked the battle that now, high in the atmosphere, was drawing to a close. The moon hung in the sky in the same place it had for six days now, the sun in a permanent dawn on the other end of the horizon. Lightening, meteors and beams of magic energy seared the air itself as the two alicorns collided in mid-air, sending the smaller, dark coated mare barreling towards the ground below, crashing through the roof of a long abandoned temple.

“Your reign of terror ends tonight, sister! Stop this madness now, and we may still rule Equestria together! Please! Don’t force my hoof any farther!” Celestia panted, tears filling her eyes as she spit the blood from her mouth. The dark mare before her shakily stood, her armor cracked, her body all but broken.

“I’ll never go back to being your dirty, dark little secret, dear sister! I’ve hidden in the shadows of their dreams for too long! I WILL receive the recognition that I deserve, and I’ll never stop until all ponies bow before my majesty!” She unfurled her dark wings, the light from the frozen full moon pouring in through the hole in the roof to illuminate her form. “I am NIGHTMARE MOON, AND I WILL RULE EQUESTRIA IN DARKNESS, FOREVER!”

Celestia fought back the tears as she summoned the jewels before her, each appearing in a blink of color and white smoke. Slowly, they circled her body, glowing with energy, until the final jewel, adorned atop a silver crown, settled on Celestia’s head. She struggled to speak clearly as she fought back the pain of what she knew she must now do.

“I’ve tried all I could, sister. I’ve given you every chance to stop this madness. I can do no more now, but this final act to save our world. If you were still in your right mind, I know you would understand.” The light from the floating jewels grew brighter, filling the inside of the temple. Celestia closed her eyes and stood there, gathering the energy to activate the six stones to their full power. Nightmare Moon saw her opportunity to strike the final blow against her enemy, and bowed her head, charging at full speed toward Celestia, aiming her horn for her sister’s heart. At the final moment, Celestia’s eyes flew open, glowing brighter than any of the floating jewels, freezing Nightmare in place. She couldn’t move.

“Sister, I cannot destroy you, any more than you could me. Therefore, it pains me to do this...” Celestia took a breath and steeled herself for the final blow. “Nightmare Moon, you are guilty of crimes against Equestria. Prepare for judgement!”

Swirling rays of color and power engulfed Nightmare Moon, hitting her with the force of a tidal wave and levitating her in the air. Her struggling was in vain against the overwhelming force of will of her sister and the Elements of Harmony. They were the very same artifacts that they had used together so many centuries ago to free the world from the clutches of chaos. Now, she was the evil force that must be purged from the world.

“I love you, dear sister... goodbye.”

Nightmare's expression became one of horror as the energy she was suspended in extended in the blink of an eye, straight up to the moon. She struggled against the increasing current of energy, drawing her ever upward away from the world, and her sister. Multi-colored waves licked at her body as she fought with all her strength, reaching for her sister, tears in both their eyes. Celestia reached up as well, the spell cast and set in stone, unable to be stopped. As the final flash of spectra lashed against her body, Nightmare Moon began to glow, her form shrinking. As the wave left her, the façade of the Night Mare vanished, leaving behind the small, frail form of Luna. Celestia looked up at her, a mix of emotions on her younger sister's face; fear, confusion, pain. But most of all, the worst emotion showing in her bright, teal eyes; the feeling of betrayal.

“... T... Tia...? ... wh... why...?”

As the magic finally reached its apex, the spell completed, and with a blinding flash, Luna vanished, leaving Celestia alone in the dark of the ruins.

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“LUNA, NO!!!”

Celestia shot straight up in bed, panting as her eyes darted around the dark bedroom. It took a moment, but realizing where she was brought both relief and sadness. The moon was still rising along the path Luna had set it. All was at peace, all as it should be. She sighed and caught her breath, laying back down and curling up once again under her covers. She turned back and forth, finding no comfort in her bed. She knew everything was alright, but had to be certain. Quietly, she rose from her bed, and slinked out her room towards Luna's.

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Midnight's face shot up from the book he had fallen asleep on. Instinctively, he tried to take a step out of bed and walk on two legs. Between the sheet of the bed being caught on his horn, and the fact that he had no balance in this body walking on his hind legs, he promptly fell face first to the floor, the sheet wrapping around him as he struggled to right himself.

“Gaaahhh! I'm up I'm up I'm up!!” Midnight shouted, to no pony in particular. He kicked the sheet off himself and sat up on his haunches, looking around the room. He quickly remembered his surroundings and rubbed the sleep from his eyes with the back of his hooves, gathering his thoughts. “I coulda sworn I heard somebody yell Luna's name.”

He stood up from the floor and walked over the large door of the room, nudging it open. The hall was silent and dark, small torches on the wall emitting an eerie glow, just enough to keep it from being pitch black. This side of the hall was currently away from the moon, and seemed imposing just from the lack of light. Cautiously, he stepped into the hall, hearing hoofsteps on the floor above. Slowly, against all better judgment, he trotted down the hall and up to the floor above.

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Celestia stood before Luna's room. The beautiful carved doors stood tall before her,

decorated with Luna's symbol, the same as her cutie mark on each side. She paused again before entering, knowing this would wake her sister. She seemed especially tired as Celestia watched her crawl into bed earlier, having stayed up the entire time she would usually be asleep. Celestia hated to do this, but knew this was the only way to put her own mind at ease.

“Oh, Princess Celestia. I'm sorry, am I disturbing you?”

Quickly, Celestia turned to see Midnight, slowly coming into view in the dark hall. He was barely visible, save for his red mane and tail bobbing as he approached. She almost jumped at his appearance.

“Midnight? What are you doing up here at this hour?” she said, shaking her ever-flowing mane behind her.

“I heard a yell, like somepony calling out to Luna, but it sounded panicked. Was that you? Is everything alright?” he asked, a look of worry on his face. Celestia knew she didn't need to explain herself to him. Who was he? Some HUMAN? No, he didn't need to know the details. She would get rid of him quickly. She had something to take care of.

“I'm sorry if I woke you, Midnight. I had a little nightmare, that's all.”

“That's too bad. Would you... wanna talk about it? Might make you feel better.”

The insolence! As if SHE would confide in HIM? She had no time to explain Equestrian history to him. Besides, Luna wouldn't want him to learn about her past offences yet.

“No, thank you, Midnight. It's sort of a personal dream, from when Luna and I were... younger. Only a bad memory. I just need to see her for a moment. No need to worry.” Midnight seemed calmed by Celestia's words, the worry that brought him to the upper floor quickly disappearing in the glow of her motherly and gentle gaze.

“Ok. I was worried there might be some problem. I'll just go back to bed now.” He grinned as he gave her a bow in the darkness of the hall. “Sweet dreams, Princess Celestia. Well, for what's left of the night, anyway. See you tomorrow.” And with that, he trotted back to bed.

“Finally...” Celestia said to herself before quietly slinking into Luna's bedroom. The room was hauntingly dark, notwithstanding it belonged to a patron goddess of the night. Old artifacts and personal belongings cast weird shadows over Luna as she slept. But, nonetheless, there she was; sleeping in peace and quiet, Celestia's little sister. She breathed a sigh of relief and moved to the opposite side of the bed as Luna. She levitated the end of the blanket up and cautiously crawled in the bed, snuggling behind Luna. The bed sank down on her side due to her larger size and weight, despite her best efforts to not make her presence obvious. Luna stirred, her eyes fluttering open as she turned to face her big sister. She already knew why she was here.

“Tia... you had the dream again, huh?” Luna asked, groggily. Celestia nodded, a timid smile on her face as she looked up from the pillow.

“Yeah, I did... I tried not to come here tonight. I didn’t want to bother you, but I just had to see you. I’m sorry if I woke you, deary.” Celestia’s eyes became wet with tears. She blinked to clear them, one falling down the side of her face into the pillow. Luna knew what this was from. She snuggled back, allowing Celestia to wrap her forelegs around her from behind as she in turn, snuggled closer.

“Tia, it’s alright. I’m back now. I’m right here.” Luna reassured her sister.

“I know, Luna.”

“I don’t blame you, you know. You did what you had to do.”

“I know you don’t, Luna. It’s just... I missed you so much...” Celestia’s voice cracked a bit as she said her sister’s name. Luna knew what this was; the guilt. Guilt still ate at big sister. The fight, the banishment, the lost years, alone. Both of them, alone. Luna pulled one of Celestia’s forelegs down around her. She could hear her sister sobbing quietly. She had been like this at least once a week since Luna had returned. Every other normal night, when Luna was awake and about the palace, carrying out her royal duties, Celestia would find her. Together they would return to Celestia’s bedroom, Luna sitting and watching over her older sister. It seemed Celestia couldn’t apologize enough. They would talk, and Luna would indulge her big sis until she finally fell back to sleep. Luna didn’t mind, though. The cold years trapped on the surface of the moon seemed like a distant memory on those nights. She felt truly wanted and appreciated again, if only by her sister.

“Tia?” Luna said softly.

“Yes?”

“Why don’t you sleep here tonight?”

“... .. thank you.” Celestia said, meekly. Luna closed her eyes, settling back into her pillow. If this brought her sister comfort, she didn’t mind. They had a busy day tomorrow, and the night was growing late. In no time at all, both sisters slept soundly again.

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On the outskirts of the Everfree Forest, a lone earth pony sat in the driver’s seat atop a lead carriage of a long train of carts, patiently waiting. He was alone for more than an hour now, and swore to himself that if he didn’t need his partner so badly, he would leave him behind and pull the carts himself. The moon shone through the trees and he adjusted his glasses as a single howl broke the silence of the unnatural atmosphere.

“Alright, here we go.” the earth pony thought. He jumped from the cart and faced the forest, looking in the direction the howl came from. Rustlings could be heard in the wood, stalking around the line of carts, eyeing up the pony. From the deep bushes, the beast charged, its target with his back turned, ready to strike. The pony turned, and the beast stopped directly in front of him. The hairy monster stood at least twice the size of the defenseless earth pony. Blood dripped from the beast’s mouth, his breath visible as puffs of white mist in the cool night air. It opened its mouth wide and roared in the ponies face, causing his mane to fly

wildly behind him. The pony recoiled, wiping the saliva from his face as he closed his eyes to avoid being blinded by the monsters hot breath..

“Aw, THAT is just DISGUSTING! You sick, disturbed creature!” The pony removed his glasses, walked forward and wiped them on the creatures thick fur. It only sat back and laughed.

“Ha HAAA! What’s wrong, Klokwerk? I thought you’d be used to me by now!” the beast said, shaking a few strands of drool from his maw.

“Grimdark, if I EVER get used to being covered in direwolf saliva, I’ll climb to the top of the highest building in Canterlot and throw myself off in a swan dive. Where were you, anyway? We have a schedule to keep, you know. Master expects us to meet the others in the city in a few days. The plan is finally in motion.” he said, picking off a piece of flesh that had been splattered on him from Grimdark’s roar. He tossed it aside, and the large wolf caught it in his mouth in midair.

“Sorry. Rabbits are hard to hunt in the dark. But at least they don’t beg for their life in the Everfree. It’s hard to get in the ‘carnivore’ mood when your prey is bawling its eyes out.”

The pony shook his head in disgust. The blood from the rabbit, and whatever else he had hunted tonight, still soaked into Grimdark’s muzzle. His breath had an iron, metallic scent to it, and Klokwerk wondered if he even bothered to taste his food before he swallowed.

“Anyway... we have a bit more ground to cover, my fine, furry friend.” Klokwerk hopped back up to the driver’s seat and whistled to his companion. “C’mon, let’s get going.”

Without another word, Grimdark slinked between the harness in front of the lead carriage, bringing the yoke over his head. With a stomp of Klokwerk’s hoof, the massive wolf began to pull the carriage and the six large metal trailers tethered behind it. In the distance, the lights of the sleeping city of Canterlot shimmered against the dark mountains and sky. Klokwerk grinned to himself, taking one last look behind at the trailers. They would arrive in a day or so, and his be greeted by Crash and Burn and Tumbler. Then it was only a matter of time before he released his creations from the trailers where they slept, and he and his fellow warriors would razed the city to the ground.

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I had some time to kill this evening after a crazy couple of days, so I decided to toss up another chapter. Again, I just wanna say thanks to all you super groovy bronys out there who read my stuff and track and watch and like it. I really appreciate it!!! So... this brings the villain count up to 5 minions and 1 mystery mastermind running the show. Things are gonna start moving quicker from here on out, so keep posted for more updates and keep posting those comments!

Distant Rumbling

I'm really happy with how I depicted AJ in this chapter. I tried really hard to get her personality right. It's one thing to write an OC pony, but it's another thing to entirely to write a pony that the entire fandom knows and loves. Anyway, I log on here everyday, and always find at least 3 or 4 new tracks. That makes my heart super happy! Keep on tracking and commenting, and I'll keep trying to put out the best story possible for you crazy, awesome, groovy bronys. Enjoy!

Chapter 8

Distant Rumbings

With the subtlety of a tornado, the doors to Midnight's guest room burst open and Applejack burst in.

“RISE AND SHINE, EVERYPONY! TRAININ' DAY!!” AJ's booming entrance caused Midnight to jump up from under the covers, sitting straight up, the pillow impaled on his horn. She trotted across the floor and flung open the curtains to the balcony doors, flooding the room with early morning light. Midnight brought a hoof up and rubbed the sand from his eyes, blinking as Applejack trotted to the foot of the bed and yanked the covers completely off of him. Instinctively, Midnight moved his hooves to cover his naked self. AJ didn't seem to notice.

“I got a big day planned for ya, young buck! I hope ya got a good night sleep, cause yer gonna be hurtin' by the time I'm done with ya.” Midnight shook his head as he slowly stood up from bed, wobbling as he carefully used all four legs this time. AJ sat down in front of him and took his one hoof between both of hers, shaking it vigorously, causing his whole body to shake.

“Name's Applejack, son, but I don't mind iffen' ya wanna call me AJ for short. I'm the owner/operator of Sweet Apple Acres, best lil' apple orchard this side of Appaloosa! And by the time I'm done with ya, you'll be in good enough shape to buck an entire orchard all by yer lonesome!” She let go and walked away, leaving Midnight still shaking open air with his hoof. He brought his hoof back to the floor and took a deep breath, feeling dizzy.

“Alright, I'm up. Just... give me a minute...” he said, his words trailing off to a yawn. He stretched his forelegs out before him, and then did the same with his hind legs. Applejack cantered around the room, stretching her own legs as she prepared herself.

“We're gonna be down in the courtyard, using the Royal Guard's equipment and tactics, as well as some of my own personal methods. Why, me and my friend, Rainbow Dash, had this competition a while back; The Iron Pony! Boy, howdy! Wait till you get a load of the course you're gonna be runnin'!” AJ stood at attention by the door, waiting for Midnight to join her. She turned back to the bed and noticed him still where he had stretched his legs, snoring in a deep sleep, sprawled out on the floor.

“Oh, tarnation...”

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After some loud yelling, gentle coercion and a few carefully placed bucks to the backside, Applejack managed to get Midnight downstairs, out the rear entrance and into the courtyard used for guard training. He peeked his head in through the large wooden gates, cautiously at first, before a pair of hooves met his backside once again, shoving him inside the yard.

“Ouch! Alright, alright! I’m movin’! Man, I’m just a late riser! I figured I’d be getting up early to be trained, but not THIS early. The sun’s barely up.” he said squinting. AJ only chuckled.

“Early?! Young buck, I’ve been up for two hours already! You think this is early, you should try livin’ on a farm some time. Anywho, we gotta lot to cover if yer gonna get ta using this pony body of yours all right and proper-like.” Applejack said, adjusting her Stetson. Midnight strolled out of the gateway and into the yard, stopping just in time to keep from getting trampled by what could only be described as a herd of Royal Guards, fully dressed in their armor. His eyes shot open wide as AJ walked up next to him. “Hehehe. Yep, best to watch yer step out here. C’mon, young buck. I’ll start ya off slow.”

AJ and Midnight entered into the center of the yard, the guards circling around to the far end and stopping before their Captain. A whistle announced the end of routine, allowing the guards to remove their helmets, some even leaving all their armor and clothes near the wall, and peruse the equipment and obstacles in the yard. As they went about their own training, Midnight noticed a few sideways glances as they passed, usually directed at his flank.

“I guess everyone’s not used to seeing a pony as old as me without a... whatever these are.” Midnight said, gesturing towards Applejacks flank with a hoof. She gave him a quizzical look, causing him to blush a bit. He worried he offended her, having just brought both their attentions toward her backside. AJ only giggled.

“Yeah, I guess they’d kinda not know what to make of ya, seein’ as how most colts about your age have their cutie marks for years already. Don’t think nothin’ of it, sugarcube. They just don’t know yer story, is all. Maybe you’ll get it before Celestia and Twi find a way to send ya back to yer own world.” She walked over to a large empty cart, the poles in front sticking into the dirt with a heavy wooden yoke hanging between the poles suspended by ropes. “Now, get up in there, and show me what’cha got, young’un.”

“Wait... wha?” Midnight mumbled, his eyes wide. “Like... get in there, between the poles and put that collar on? What for? I thought I was gonna get training on using my wings and magic!” Applejack paused, then broke out in laughter.

“HA! Oh, Midnight, you are a card, I tell you what! Sugarcube, do you see a horn on my head?” Midnight answered her, slightly annoyed.

“No....”

“Well, do ya see a fancy set of wings on my back?”

“No, no wings. But, I..”

“Listen here, young buck; I noticed the way yer having some trouble keeping yourself upright. Ya gotta really focus on using all four legs at once, right?” Midnight nodded, a little embarrassed. He thought he was doing alright, considering he was a bipedal creature all his life up until two days ago. “Now, don’t feel down, son. I’m here to help ya get used to that little adjustment. Just put that collar on and follow me.”

Slowly, Midnight worked his way under the poles and, being careful of his horn, positioned the collar over his head, resting it around his neck. It felt heavy, and he had to push hard just to get the cart to start rolling. Apparently, it hadn’t been used in quite a long time. Applejack led him to the point on the field where the guards had ended their morning laps, taking him there in a zig-zag pattern and a few circles, causing Midnight to grunt as he turned the old cart, getting used to the chore of pulling. AJ drug her hoof across the ground in front of Midnight, making a line. He positioned himself in front of the line, already guessing what he was supposed to do for this exercise. AJ disappeared around the side of the cart, and Midnight felt it shake, the poles weighing down the collar around his neck. He looked back and noticed Applejack smiling, her forehooves hanging over the front of the cart.

“Oh, no. No dice, AJ. I can’t pull the cart with you in it. I can barely pull it empty, let alone with you in it.” As soon as he finished the sentence, Midnight regretted it. AJ shot him a dirty look, scowling at him from under her hat.

“You saying I’m too heavy to pull, boy?” Midnight felt like cowering under the heavy collar. He didn’t remember a lot about his life back on earth, but insinuating that a female is heavy seems like universally unforgivable offense. Midnight tried desperately to correct his mistake.

“I just... I’m having trouble with the cart all by itself! Whether it’s you or anyone else, I wouldn’t be able to pull it.” She seemed to buy his excuse, hopping off and moving to his one side. She sighed and shook her head.

“Young buck, I made a promise to Luna that I’d do my best to show you how to live like a pony for the time you’re stuck here. Now, I know you wanna get started tossin’ magic all over the place and flyin’ everywhere, but everypony learns to walk before they learn to run, or fly, or cast spells. I noticed you almost trippen’ over yourself like you got four left hooves. Now, bein’ a regular, ol’ Earth pony may not afford me all kinds of fancy bells and whistles, but we’re the backbone of Equestria! So I know what I’m talking about. Trust me, sugarcube; the quicker we get you up to speed on the basics, the sooner, and easier, everything else will come.”

Midnight hung his head, his ears flattening instinctively with his low mood. He had only given her a hard time since he woke up, and all she wanted to do was help. He, after all, wanted to learn more about life in this world. He had ASKED for this kind of help.

“I’m sorry, Applejack. You’re right. It... does feel awkward, ya know? Walking. And I think I got a little too excited about magic and flying to realize that you were only trying to

help. I didn't mean to insult you..." He paused, feeling AJ nuzzle his neck. She gave him a gentle grin and chuckled.

"No worries there, Midnight. I might have been a little over-anxious myself. Tell ya what," She hopped out of the cart, taking place next to him on the ground. "just follow me. We'll get you all co-or-dee-nated in no time."

AJ started a slow trot down the track, guards still running to and fro around the field in their exercises as sergeants hollered orders back and forth at them. Midnight followed, paying careful attention to Applejack's legs as she walked, noticing a pattern. In a short while, he was comfortable enough to relax a bit, letting his mind wonder. He wondered where Princess Luna was at the moment; what she was doing, what her responsibilities were in the palace in the morning... what she liked for breakfast. He looked up just in time to keep from running into Applejacks rump as they turned around a bend on the track. Pulling the cart wasn't such a bad warm-up, after all. He could feel it getting lighter already.

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"No... no... no! Ughhh! Nothing!" Twilight groaned as she slammed shut the half dozen books she hovered in front of her with her magic, sending them flying through the air and back onto the shelves where they all came from. "They were the last books in the library that had anything to do with mythological, mystical, theoretical or legendary beings, and STILL no mention of anything like what Midnight described as a Human!" she fumed, placing her hooves over her head as she rested it on the desk. Across the library, Celestia looked up from her own set of books toward her student.

"I know, Twilight. It is rather frustrating. Even with all my vast knowledge, I cannot recall a single instance where I have heard of anything such as what he has described." Celestia lied, straight-faced. Of course she knew what humans were. She knew of their destructive tendencies, their taste for violence, the jealousy and hatred and general distrust they held for everything except themselves. But she could by no means tell Twilight. 'No,' she thought. 'I'll not disturb your fragile heart with the evil truth know about our dear friends' people.' She had to eventually take care of him, but doing so would have to be done very carefully. Luna seemed to be growing attached to her new pet project. Celestia would have to figure out a way to distance the two of them if she wanted to be able to remove the human without hurting her little sister too badly.

Twilight stood up from the chair she was in and walked slowly over to her teacher, head held low in disappointment. She prided herself on her ability to find any piece of knowledge in this library she wanted. If it was here, it would be hers. She HAD spent most of her fillyhood in this very library, after all. It did pain Celestia a bit to see her student so upset by this, but she had to maintain the lie just a while longer.

"I mean, there's not even a mention of anything like a human in the FOSSIL records!" Twilight whined. "I'm so sorry, Princess..."

"Do not worry, Twilight. I have scholars across Equestria, as well as contacts in the griffon kingdom and dragon isles, looking their records over for a mention of humans. We'll find something, I'm sure of it." Celestia mused, standing up and walking with Twilight out of

the library. Together, they moved down the hall to the stairs, heading into the throne room to meet Luna.

The huge, ornate doors opened and Celestia and Twilight strolled inside. They were greeted by the guards and various other ponies walking to and fro, going about their business in the palace as they approached Luna atop the platform where the two thrones sat. As a pair of unicorn ponies walked down the steps of the platform, Luna caught sight of her sister and Twilight, and stood up.

“Back already, sister? Oh, thank goodness. Did you have any luck in the library?” Luna quickly blurted out, making it apparent she had been thinking about their fact-finding mission in the library for a while. She stood up from the throne to greet them as they approached the top.

“Sadly, Princes Luna, we couldn’t find anything. It seems there’s no mention of humans anywhere in Equestrian history.” Twi said, sadly. Luna sighed and nodded at the disappointing news. Disappointing, that is, perhaps for Midnight.

“That’s quite alright, Twilight. Honestly, I’m just kind of happy to see you both. I’ve been here all morning, hearing reports and requests from visitors since I sat down.” Celestia gave Luna a curious look.

“What do you mean, Luna? There was nothing more on the schedule than the daily debriefing and a lunch meeting with the staff.” Celestia looked over the groups of ponies about the throne room, recognizing some of them. One was an ambassador from the dragon territories and his assistants. Another was the co-president of the Royal Canterlot University Magic Studies department, wearing a saddlebag full to the brim with scrolls and books. And in the far corner, apart from the other groups, were two griffons, a male and a female, both wearing the royal crests of the griffon king on their capes.

“Since I got in here, I’ve been mobbed by all these different groups bringing me news of their troubles.” Luna said, motioning to the few larger groups in the gallery with a hoof. “They have research studies to show you, something about random energy fluctuations in the magical field around Equestria. The dragon territory ambassadors want to schedule an audience with the Dragon Highlord on foreign relation with his kingdom and ours and the griffons over there want to discuss some event that occurred recently in the jewel mines they share with the diamond dogs in Agartha.”

“Oh, Luna, I’m so sorry. If I’d have known today was going to be so hectic, I certainly wouldn’t have made it your first time hearing over the gallery by yourself. Why don’t you go check on how our friend Midnight is fairing with Applejack in the training grounds?” Celestia said with a smile, only realizing what she said AFTER she already said it. Luna’s mood seemed to improve immediately.

“That sounds like a wonderful idea, sister! Twilight, would you care to join me?”

“Certainly, Princess Luna. I’d be glad to.”

The two mares trotted down steps of the platform and out of the throne room, leaving

Celestia behind to manage the flood of visitors alone. She sat atop the throne and looked out across the room. More unscheduled guests seeking an audience were already coming in. Each with some new, strange problem. She really didn't have time for this, not with the added chore of keeping an eye on her sister as she lauded over her new human-pony hobby. Hopefully, Twilight would be able to fill her in later on Luna's 'pet project.'

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"Princess, where are we going?" Twilight asked, almost galloping to keep up. Luna didn't answer, but continued to lead Twilight through a few old servant's entrances and narrow halls to the inside of a large tower. A spiral staircase lead up into the darkness. Without hesitation, Luna began to climb the steps with Twilight cautiously close behind. After only climbing about two or three stories up, they reached a door, which Luna quickly blew her way through, filling the top of the stairway with early morning light. They both stepped out top of a wall between two large parapets, running half way down to the next tower before stopping.

"I used to watch the guards train and compete from here in the early days of mine and Celestia's rule. We should be able to watch Midnight train just fine from up here." Luna said, eyes darting around the yard as she hung her forelegs down over the side of the wall. Twilight giggled to herself at Luna's surprising giddiness over watching her guest. Twilight mused. They watched from the wall as Midnight pulled a cart around the training ground with Applejack riding in the back.

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"Remind me how this... is supposed to... help me..." Midnight huffed. He finally agreed to Applejack riding in the cart he was pulling, giving it less weight than he assumed. But now, he was starting to feel the effect of this exercise; muscles he literally didn't know he had working and burning as he maintained what AJ called 'a good trot.'

"S'posed ta make ya feel out yer new muscles and learn which ones ya can rely on, depending whatever task is at hoof. Figured this'd be a good way ta show ya, seen' as how there ain't no real way ta explain it." As soon as AJ finished her sentence, the cart shook, and the yoke around Midnight's neck pulled back tighter. He paused a moment and looked back in the cart, finding it another passenger.

"Sky Shield?!" Midnight exclaimed, seeing the smiling pegasus leaning over the front of the cart with Applejack. He was out of his Guard uniform and armor, showing his pure white coat and short cut,, sky blue mane.

"Well, hello, soldier colt. Checking on your friend, here?" AJ asked, giving the stallion a coy smile.

"Well, kinda. He looked like he was getting used to pulling you, so I decided to hop up and make it more of a challenge."

"That's so considerate of you, Sky. Real... ugh! ... helpful..." Midnight grunted out as he started pulling the cart again. Sky and Applejack laughed as he drudged forward, slowly pulling the cart once again.

“Not working TOO hard, I trust, dear Midnight?” a voice rung out from high above them. The three ponies looked up to find the source, finding Princess Luna and Twilight spying on them from the wall.

“Hey, good morning, Princess!” the human-turned-pony chirped from below. “Um, how long were watching me for?” Luna grinned from beside Twilight.

“Just long enough to know you’re having trouble. You know, I’m sure I could find you a nice, small empty wheel-barrel or servant’s cart to pull, if that one is too heavy for you.” Applejack and Sky snickered from behind their hooves in the cart, prompting Midnight to snort in annoyance.

“Oh, no, Milady! Don’t worry about me! I’m just warming up. Sky was just about to get some of his friends to hop in the cart to give me a tougher workout. Right, big guy?” the young stallion said, looking over his shoulder to the pegasus.

“Um... sure, I was. Just give me a minute.” Sky said, looking a bit stunned at AJ before hopping down and trotting next to Midnight. He leaned over and whispered in his new friend’s ear. “Hey, you sure about that? I got some pretty big friends, here. Think you can you handle like, five of me in that at once?” The pegacorn chuckled to himself a bit.

“No, not at all. But I’m not about to punk-out in front of the princess. Get your buddies, now.”

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In the corridors of the palace, Rarity, Fluttershy, Pinkie Pie and Rainbow Dash enjoyed a tour of one of the more extravagantly decorated wings, led by the head of housekeeping, Dusty. More accurately, Rarity, Fluttershy and Pinkie Pie did. Rainbow only hovered above and slightly behind, trying to keep awake. It was well past her naptime, and she very much wished to find a high cloud to catch some early afternoon sleep.

“Oh, I simply MUST thank the Princesses again for allowing us this chance to stay here. So much history and glamour and culture and style...” Rarity gushed, slowly strolling down the hall with Fluttershy and Pinkie close behind. Fluttershy smiled politely at Dusty’s explanations of the various pieces, while Pinkie, uncharacteristically, trotted beside her, looking up and down the hall as they went.

“Pinkie, are you feeling alright? I didn’t see you act this weird since we hid your surprise birthday party from you.” Dash inquired. Pinkie looked up at her flying friend, a little stunned at her words. She remembered that day, and the mood she was in. It HAD been a pretty disturbing time in her life, but to compare her mood now to that?

“Oh, I’m sorry, Dashie. It’s just I can’t get that jester off my mind, is all. I have this ucky-yucky, icky-sticky feeling I know her from somewhere. I just can’t put a hoof on it.” she said, shaking her head, troubled. Dusty stopped ahead of them, turning back to Pinkie.

“Jester? What jester, Miss Pie?”

“Oh, s-she means that really scary looking unicorn mare from yesterday. She popped up in the main foyer and s-s-scared the daylights out of us.” Fluttershy stated, slinking back behind Rarity a bit. Dusty continued to look at them, puzzled.

“Miss Fluttershy, Miss Pie... I’m sorry, but the Palace doesn’t have a jester. We haven’t had one for something like, maybe five hundred years.”

“But, that’s impossible! We all saw her the other day! She mimed all of mine and Pinkie’s moves down to the letter!” Dash exclaimed as she landed next to her timid pegasus friend. The four looked at each other with worry. “So, if there wasn’t a jester hired by the palace in hundreds of years, what the hay did we see yesterday?”

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In the throne room, Celestia was fostering a growing sense of dread. For most of the morning and early afternoon, she was inundated with reports of strange happenings throughout her realm and beyond; fluctuations in the magical field, crops and entire sections of forests burning to ash overnight without any clear cause, out of season tidal events, disappearances, even reports of the very disturbing act of grave-robbing. And more visitors were coming in, still. Finally, she closed the open court in late afternoon, leaving several groups to wait till tomorrow to be heard. As if this strange visit from the human-pony wasn’t enough to occupy her mind, now she had all this new, strange activity to worry about.

As dusk grew nearer, Celestia managed to slip away from her guards and attendants and find Luna. She hadn’t seen her little sister since she left with Twilight in the mid-morning, and hoped she wouldn’t find her with that bothersome Midnight. Even though he didn’t SEEM to have evil intentions in mind, he still claimed to be a human. All the descriptions of humans he gave and the information he remembered about his human world made it obvious to Celestia that he wasn’t just some crazed pony off the street. He knew too much to be anything BUT a human.

“Princess Celestia! I think you should come here and see this.” Twilight’s voice rung out from down the hallway, beckoning to her as she mused over the day’s events. She turned to meet her student as the purple unicorn galloped towards her.

“Twilight, my dear. Is everything alright?” Celestia asked with a hint of worry.

“Well, yes, but... Honestly, Princess, I don’t know what to make of it. It goes against everything I’ve ever learned about the various biology’s of the three tribes of ponies.” Twilight seemed troubled, giving Celestia a small knot in her stomach. She moved closer, bringing a wing over to her student’s side.

“Twilight, it’s alright. Just tell me what it is.”

“Well, I think it would just be better if I showed you. Come with me to the courtyard.” Together, they trotted off to the tower that Luna had shown her earlier, leading to the top of the wall overlooking the yard. As they exited the door to wall, Celestia noticed her sister and Applejack on top of the wall looking down into the yard. She moved next to her sister without a word and joined them in their observation. Immediately, her jaw fell open at the sight before

her.

“Hey, Princess Celestia! I think I’m getting the hang of this!” From the yard below, Midnight lead a chain of not one, but three carts, chained end to end, each packed with half a dozen royal guard ponies. Midnight continued around the yard in a casual trot, a content grin on his face. “I had no idea these little pony bodies of yours could be so strong!”

Celestia looked down from the wall, speechless. The guards in carts behind him cheered him on and ordered him to go faster. She looked over to Luna, noticing the annoyingly overjoyed expression. The look of Twilight more closely matched her own; one of utter shock and disbelief. Celestia looked back towards Applejack, a broad smile on her face as well.

“Shewt, Princess! Where did you find this here young’un? This here is one of the most gifted young stallions I ever seen since my brother, Big Macintosh! Shucks, I think even HE might have a hay of a time pullin’ that much weight.” To Celestia’s surprise, even Applejack seemed to be impressed. Looking around the yard from above, Celestia noticed much of the usual equipment and supplies in shambles. Broken planks of wood, piles of hay, barrels crushed or smashed open; everywhere, disaster after disaster.

“How, did... I mean, how... What in all Equestria happened here?” Celestia asked, barely composed.

“Well, we started off gettin’ him used to using his muscles by pullin’ the cart for a while. Then, that Sky Shield fella’ got a bunch of the guards to hop up in there. We all thought it was gonna be too much for him, but soon as he saw Princess Luna was here watchin’, he took off like pegasus bucked in the backside! Since then, the guards have taken quite a shine to young buck. They’ve been helping me whip the young buck into shape; buckin’ barrels and bales of hay. They’ve even been teachin’ him some of their combat moves!”

“It’s true, sister! It was amazing! Applejack had him buck barrels and hay bales across the yard for exercise, but soon, he was kicking them into the far wall. Eventually, they started breaking as soon as he hit them. Then, they did some slalom around obstacles in the yard, then he raced AJ and half a dozen of our guards and won!” Luna giggled, sounding absolutely giddy as she watched Midnight exercise in the yard. He had met every challenge Applejack had thrown at him, surpassing her expectations every time. Celestia looked down as he stopped the carts, slipping out of the yoke, the guards hopping off the carts and congratulating him for his efforts. Already Applejack, one of the most scrutinizing members of the Elements liked him. Her sister seemed to be completely infatuated with him. Her royal guards loved him, and they had only just met him. And on top of all that, he appeared as strong, if not perhaps stronger than even the toughest of Earth ponies. Celestia faked a smile as she felt a vain pulsing in her forehead.

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“Do you think she took us seriously, ma’am? The princess seemed a little preoccupied!” the male griffon yelled over the roar of the wind to his companion. The two massagers, still dressed in their royal court of Althera uniforms, had left the palace just about an hour ago, dejected. Celestia barely gave them any consideration, surrounded by dozens of whiny, complaining ponies who all had problems less important than theirs.

“Honestly, Spire? I don’t care if she took us seriously or not. We did our part. Her loss if she chooses to ignore us. Right now I just wanna get out of this pony-populated country and back to Althera. Too many colorful little... what the buck is that?” The female griffon paused mid-sentence and pointed ahead with her claw to the horizon. Spire looked out and noticed the object; a slow moving ball of fire, traveling towards Canterlot just outside the airspace above the Everfree Forest.

“The Fire Star! The same phenomenon our scouts reported near the Swayback Mountains a week ago! What do you think we should do, ma’am?” he asked. They both stopped and hovered in mid-air for a moment, pondering the strange sight. It seemed to swerve a bit, correct its path and then speed up for a few moments. It didn’t behave like anything either of them had ever seen before.

“I don’t know. Hey, remember that cliff on the side of the mountain, where we stopped for a breather before we made the palace?” the young female asked.

“Yes, Ma’am.”

“I want you to drop low to the ground and make your way there. When you get there, wait for me to arrive, but no longer than an hour or so. If I don’t show up, I want you to return to court without me. DO NOT come looking for me. Report my actions and have the king send a detachment to this area, and another to Canterlot. This thing has to be stopped.” Her words seemed to stun the young male. Such bravery was more the stuff of a seasoned veteran, not a newly appointed royal messenger. He felt she needed him there for whatever she had planned, but she did outrank him, at least by royal bloodline.

“Very well, ma’am. Be careful, and good luck.” With a worried look and a quick salute, Spire went into a quick dive and darted out toward the mountains, just above the tree line. The young, female griffon pumped her wings, rising almost one hundred feet above the flight path of the flaming object. She increased her speed, keeping a good distance from it as she slowly began to drift down and to the left, keeping at least twenty feet between herself and the anomaly. Suddenly, the fireball stopped in mid air, hovering. She stopped, stunned by this action, quickly zooming behind a cloud for cover. She waited a minute, maybe two, then slowly peeked around the cloud. The fireball had vanished.

“What in the h..” She was cut off by the sudden roar of flames, coming down on her from above. She dodged, barely. Heat from the flames, licking at her fur and feathers. She could smell the singe the heat left behind. The fireball curved below her, rising up again, heading right for her. She looped back, dodging again as she took flight, choosing to run. The fireball turned again and followed. The female griffon dove straight for the forest below, hoping to lose it in the thick growth. She was drawing nearer, each leaf below her coming into view. Another roar of flames, and this time, she saw stars. She was flying upward now, but not of her own power. The object, somehow struck her, sending her back up in the air at great speed.

“How did it... I was so low underneath it...”

Another blow, this time from the side, spinning her in the air. Her left foreleg and side

were burning, she could feel it. Pain and heat. Amazing pain. She barely started to fall back to earth as the final blow struck, a devastating blow from above, sending her spiraling to the ground with fantastic speed. She felt everything going black as she looked back up. The fireball came to a rest between her line of sight and the sun. She could now see an outline of the body of the fireball, outlined by the sun's powerful rays. The image froze her mind. It was impossible, she thought. But somehow, still made sense. She reached her burning claw up to her face and felt where the final blow had landed. It was a familiar sting. One she felt before. Before she broke through the forest canopy, the broken female griffon recognized the pain.

“... damn dweeb... no fair... wearing horseshoes...”

I'm also currently working on a super hot and sexy-sexy one shot I hope to upload in a while, so keep an eye out for it.

Also, (sigh)....

I do not OWN 'My Little Pony, Friendship is Magic' or any of their respective characters. MLP:FIM is a registered trademark of Hasbro, and all their respective companies and owners. This is an obvious a fan-made work of fiction, with no intent to make a profit, blah, blah, blah... blow me till you choke, copyright laws. There, done.

Parkour Pony

Alright, fellas, time to get serious, here. Crazy chaos is starting to occur all over Equestria, and is quickly closing in on Midnight. A training session with Applejack provided a glimpse into the potential this young stallion has, but how will he fare against everypony's favorite ball of sugar-fueled craziness? (That was a rhetorical question. You'll have to read this chapter to find out.)

Chapter 9

Parkour Pony

Celestia trotted down the stairs of the palace, having recently just raised the sun. She already knew today would be another day of training for her most unwanted guest Midnight, the self-proclaimed human. By all her accounts, he really was what he claimed to be; one of those destructive, violent, cruel, malicious monsters she would have been happy to go the rest of eternity without seeing ever again. All she wanted to do was toss him in the dungeon for the rest of his stay here, until she could find out what to do with him next. The less time her ponies spent exposed to him, the better.

But Luna had taken a liking to him. Unfortunately, he had managed to pull her out of her shell in a way that, sadly, Celestia had not been able to. And much to Celestia's aggravation, he seemed to be taking a liking to her as well. That made the situation all the more frustrating for her. Also, for as far as Luna, the Elements of Harmony or anypony else knew, she was as ignorant to the existence of humans as the rest of them. She could not openly admit her knowledge of his kind without revealing that she was lying all this time, and that simply couldn't be. Luna, Twilight and the others would just have to see him for the beast that he was if she had any hope of disposing of him in a way that satisfied her.

Celestia continued down the main double stairs that lead to the foyer, pausing at the first landing. From one of the halls, the one leading to the kitchen, she heard what she thought was giggling and... singing? She waited a moment for the owner of the voice, spying Pinkie Pie bouncing out the door, towards the stairs. As Pinkie bounced, her gaze turned up the stairs to Celestia.

The party pony stopped and gave a cute curtsy to the sun goddess. She was holding a brown paper bag; heavy with whatever items may have been in it, her coat splotched with flour. "Good morning, Princess Celestia! Beautiful sunrise this morning! Good job!" she said, placing the bag delicately on the ground. Celestia grinned warmly at the earth pony's words. She had heard the compliment countless times before, but the tone of her voice seemed to hold an air of sincerity that gave her a warm feeling of appreciation.

"Thank you, Pinkie Pie. You seem to be up rather early. Doing something in the kitchen, this morning?" she said to her perkier subject.

"Oh, yes, Princess! I was just on my way to wake up Midnight! Wanna come?!" Pinkie said, quickly hopping joyfully in place. Celestia felt a twinge above her eye. Midnight...

again.

“Really? Why would you want to wake him, pray tell?” Pinkie grabbed the bag again and hopped up to landing in front of Princess Celestia. She placed the bag again and opened it, sticking in a hoof. She felt around a moment and pulled out an item, presenting it to Celestia.

“Cause I made him CUPCAKES! Here, Try one!” she squealed, holding the sugary baked good up to the alicorn. Celestia scrutinized the snack before her; slightly bigger than an apple, made of white cake, speckled throughout with rainbow dots and topped with pink frosting, complimented with a single cherry on top. She levitated it before her and gingerly took a bite.

“Oh. Oh, my goodness, Pinkie! This is truly delicious! This might be the best cupcake I’ve ever tasted.” Once again, Celestia was surprised by Pinkie Pie. She had been alive for centuries, and nothing much surprised her anymore. However, this simple treat prepared by this silly, often mysterious earth pony had managed to completely take her off guard.

“Thanks, Princess. I hope Midnight likes em’! That’s kinda like the main part of my plan.” Pinkie chirped, offering the princess another cupcake. “Here, Princess. Could you give this one to your sister when you see her? But maybe in like, an hour or so. Don’t wanna let these babies dry out or get yucky!” she said, tossing the cupcake up in the air before taking the bag once again and bouncing up the stairs. Celestia easily caught the pastry with her magic and called to Pinkie.

“Wait, YOU’RE going to give Midnight a lesson? In what, exactly?” Pinkie stopped and turned on the stairs, looking a little surprised at Celestia’s question. Celestia was immediately sorry she asked. She knew some earth ponies were sensitive, seeing as how they could neither fly nor perform magic. She hoped she didn’t offend Pinkie in her curiosity.

But the pink mare happily hopped up and down on the stairs, giggling at the alicorn. “Oh, princess! Sorry, but I can’t tell you that; it’ll ruin the surprise! Why don’t you come along and find out? It’ll be TONS of FUN!” Pinkie turned and hopped up the steps, singing ‘la de-da de daw...’ as she disappeared around the bend. From the landing, Celestia pondered the many friendship reports she had received from Twilight; the many various reports involving Pinkie Pie and her countless random and off-the-wall antics. And now, she was playfully bouncing off to wake Midnight, about to try her hoof at whatever strange notion she had thought of to teach him about ‘life as a pony’, as Luna had put it.

“Oh, my goodness... THIS I simply MUST see.” Celestia quickly teleported the cupcake to Luna’s bed chambers and ran up the stairs behind Pinkie.

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The morning sun shone on Midnight’s face, causing him to roll over and pull the blanket over his eyes. He was thoroughly exhausted from the extensive workout session Applejack had put him through the day before, and hoped whatever pony would be training him today would let him sleep in for a while. Desperately trying to fall back to sleep, he snuggled back into the pillows and pulled the blanket higher up over his head. Suddenly, the faint sound of a giggle could be heard from the corner of the room. But that couldn’t be right;

no pony was trying to get him up, yet. He must have been hearing things. He slowly pulled the covers up again, hearing the same giggle, closer this time. He quickly turned his head the other way, the sound of hooves softly clopping in the corner.

“H-hello? Is some pony there?” he said, wiping the sand and drowsiness from his eyes. He looked toward the balcony doors and back to the main doors of the room, only to come face to face with a sudden flash of pink.

“GOOD MORNING, SLEEPY HOOVES!”

Midnight screamed, all six limbs flailing as he spring from the bed and over the other side, landing with a thud. ‘I wonder if this is going to be a daily routine while I’m here.’ He thought, straightening himself and looking up to see a pair of bright blue eyes staring at him from the bed.

“Hi, there! I’m so glad I finally get to meet the weird, not-a-pony, alien-from-another-world pony today! OhboyohboyohboythisisgonnabesomuchFUN!!!!” Midnight stood up, cracking a few bones and stretching as he looked over his new, um... teacher? The bright blue eyes belonged to an energetic carnation pink pony with a wild magenta mane. She jumped on the bed, a brown paper bag held in her mouth. With a flick of her head, she tossed the bag on the nearby nightstand and hopped down, meeting Midnight face to face.

“I’m Pinkie Pie, and I’ll be your proctor pony today! We’re gonna have so much super-dee-duper, playtime pony practicing fun today! I can’t wait to get started!!!” Midnight only stared as this living ball of cotton candy hopped around the room in a way that reminded him of a certain love struck, animated skunk. Cautiously, he raised a hoof.

“H-hi. I’m Midnight. Pleased to meet you, Pi... pi... pink... wow.” His attention was suddenly drawn to the current state of the room. All around him floated balloons of all sizes and colors, with many balloon animal shapes thrown in various places. Streamers hung from wall to wall, swirling and turning around the very bed he just was just sleeping in. An old-time style phonograph sitting in the middle of the room, the record spinning with the needle suspended above it, ready to drop. A long table stood near the far wall, covered with cookies, cakes and a rather large bowl filled with what appeared to be purple punch. He looked from side to side, noticing that Pinkie had now vanished. “H-h-how... did you...” Suddenly, she dropped from above him, a pointy party hat on her head and a party horn in her mouth. She blew into the horn, blowing back Midnight’s mane as she gave the phonograph a kick, starting the record at full volume. Pinkie Pie took a deep breath and prepared to dance.

“Ohhhhhhhhhhhhhhh.....

o^ Welcome to Equestria, we hope you like your stay,

Cause we can’t send you back yet, to your own world, anyway!

But even though you’re stuck a while, never should you fear,

Because that is no reason not to party while you’re here! o^

Midnight watched as the hyperactive pink whirlwind flipped and spun around the room, bouncing and ricocheting off the walls as she moved and sang to the oompha-style music.

o/ With two Princesses on your side, so happy you will be,

While staying in the palace in the lap of luxury!

So welcome to Equestria, please give our world a try,

And prepare for your lesson from the pony, Pinkie Pie! o/

The music stopped, and Pinkie was left standing on her hind legs with her forelegs stretched out in the air, breathing heavy as a shower of confetti rained down on Midnight from seemingly nowhere. The charcoal-grey pony stood, awestruck at the mare, searching for the right words to describe what he just witnessed. Pinkie caught her breath and trotted over in front of Midnight, just as he regained his ability to speak.

“That... was... awesome! How did you get ALL THIS done so fast!?” As he looked around the room, he noticed something bouncing on his head. Midnight looked up and saw a cone party hat planted on his horn. He didn’t even notice when she placed it on his head.

“Pinkie Pie is full of surprises, young Midnight. But you’ll find that out all about that today.” The two ponies turned their attention across the room, noticing the tall, white alicorn standing in the doorway. Midnight took a few steps forward and bowed to the princess, receiving a nod in return.

“Good morning, Princess. Sleep well last night?” the young stallion asked. Celestia understood the reasoning behind this question, letting out a polite giggle as she answered.

“Oh, yes, thank you. I just thought I’d take some time and sit-in on your lesson today. You know; monitor your progress. You seemed so proficient in your routine with Applejack yesterday that I just had to observe you today.”

“Oh? Alright. That’s excellent. Do you think Luna will join us later, then?” Celestia felt that familiar twinge again at the mention of her sister’s name.

“Heh. Princess Luna will join us later. She’s currently with Twilight in the library, describing the atmospheric phenomenon that occurred when you first appeared the other night. Perhaps by understanding that, we might find a quicker route to send you back home. She’ll be along shortly.”

“That’s right, you silly-filly!” Pinkie yelled, hopping on Midnight’s back from behind. He staggered a moment before becoming stable again and looking back at her. “Oh, wait; you’re a STALLION! Anyways, we better get started!” Producing the small brown bag from seemingly nowhere, Pinkie reached inside and pulled out a small, colorful cupcake. “Here you go, Midnight. I baked these cupcakes just for you!” She hopped off his back and held out confection up for his scrutiny. He reached up and took the cupcake in his hoof and, after giving it a sniff, opened wide and popped the entire thing in his mouth. Almost instantly, his

face lit up to an expression of pure joy.

“Ummm! Oh, dang, Pinkie! This is... This is absolutely the best thing I’ve ever tasted!” Pinkie squealed at the praise, hopping up and down again as he savored the taste. The sweet, whipped frosting, the delicate sprinkles, everything perfect. He had been eating very healthy in the last couple days, only having fruits, veggies and all-natural foods brought to him by the palace kitchen staff. However, this simple baked-goods was far beyond anything he had so far. Despite the lack of memories from his life back in his human life, he doubted he would be able to forget something as delicious as this.

“I’m so SUPER HAPPY you like them! I woke up early just to make them for you! Would you like another one?” Pinkie chirped, reaching into her bag and retrieving another cupcake. Midnight nodded as his eyes lit up at the sight of the equally wonderful looking cupcake. He sat down on his haunches and reached forward with his hooves, almost falling forward as Pinkie quickly pulled the cupcake away from his grasp.

“Nu-uh-uh! Not so fast, Nighty! You’re in training, remember? You’re gonna have to EARN this one.” She said with a wicked grin. ‘Nighty,’ a bit surprised by his newly appointed nick-name, blinked at her sudden seriousness. She dropped the cupcake back in the bag and hopped over to the door by Princess Celestia. “Don’t worry, this is gonna be real simple. All you have to do is play TAG with me! If you catch me before noon, I’ll give you these, and a WHOLE batch more, JUST FOR YOU! Sound good?” The young stallion only blinked at the strange request, noticing now Celestia stifling her laughter. He slowly started inching his way towards Pinkie Pie, still bouncing with her eyes closed out of sheer joy.

“You’re kidding. You’re kidding, right? I just have to play tag with you, catch you and you’ll give me those awesome cupcakes, and bake me a whole other batch? You’re on, sister!” he yelled as he dove for her, missing as she hopped straight up to avoid his lunge. He crashed into the wall beside the door, causing Celestia to jump a little. She couldn’t help but let out an audible giggle at the crumpled pegacorn on the floor.

“I think you’ll find our friend Pinkie is not so easily caught, my dear Midnight Blaze. She has often surprised even me with the amazing feats she has been known to perform. You might as well give up right now and spare yourself some frustration.” She couldn’t help but smile at her own words. Perhaps he WOULD give up and make himself look weak in Luna’s eyes. But Celestia’s dim hope was extinguished as quickly as it came when the human-turned-pony stood up and smiled. He looked back at his bed, and Pinkie Pie happily hopping on it, still holding the bag of cupcakes in her mouth.

“Oh, no, Princess. I see what she’s doing here.”

“You do?” Pinkie chirped.

“You’re trying to make me aggravated so I lose focus and get sloppy.”

“I am?” Pinkie asked.

“Yeah, you are.” He stood up and shook his crimson mane, noticing his wings ruffle themselves a bit as his party hat went flying off. He took an aggressive stance, pawing his hoof

at the ground. “I’m feeling pretty spry after that workout Applejack gave me yesterday. And I’m not giving up that easily. So you better be ready to run, Pinkie Pie, cause those cupcakes are MINE!” He lunged once again, trying to grab at Pinkie’s legs as she landed down on the bed at the end of a bounce. She once again avoided his grasp easily, flipping above and over him, landing perfectly balanced on her back hooves, forelegs crossed. Midnight turned and came face to face with the pink mare, who leaned in with a smile and tapped her left front hoof against his nose once.

“Tag, Nighty. YOU’RE IT!” Pinkie squealed as she cart-wheeled back toward the door, prompting Celestia to quickly move to the side to make room for her. She paused a moment and looked back into the room and waved before speeding down the hallway, the charcoal grey stallion bolting out of the room in hot pursuit. Celestia grinned wickedly to herself as the two disappeared around the bend in the hallway.

“Oh yes. This lesson I DEFINITELY have to see.”

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“Are you sure that’s all that happened? I mean... just like that?” Twilight struggled to find a spell she knew of that matched the effects Luna had described. They had been on the task since before Celestia raised her sun, and still found no answers as to the event that brought Midnight to their world. Luna let out a heavy sigh and continued.

“It all started with a flicker in the night sky. Then, there was a flash, followed by a huge wave of cosmic energy. That’s when Midnight appeared. He actually was falling so fast, he broke the sound barrier, but I believe his uncontrolled fall slowed him down. I don’t know how fast he was falling, but it was enough to make a small crater in the garden floor. The rest of the night was spent with a few members of the palace medical staff and guard medics fixing him up and placing bandages on him while casted healing spells. That’s pretty much it.” Twilight rubbed her head with a hoof, unable to make sense of the events of that night.

“I hate to say it, Princess. I mean, I REALLY hate to say it, but... I’m completely STUMPED!” She lowered her head to the large library table between a large group of open books, placing her hooves over her head. Luna only shook her head in disappointment. “I mean, judging on what you told me, by all accounts, he... shouldn’t even have survived the fall. But based on what the medics and staff have told me, he only had a few hair-line fractures and lacerations. If he’s truly a pegacorn, then he shouldn’t he nearly tough enough to live though that.” She looked out across the table at the one book on pony biology, remembering she heard Midnight had requested several books of the like. “Unicorns and pegasi are just not built to shrug off that kind of damage, so a pegacorn, being a cross between the two wouldn’t be either. And traditionally, both tribes of pony are physically weaker than earth ponies, but Midnight seemed to keep up, if not... surpass Applejack in his training yesterday. None of this adds up.”

“Don’t be so tough on yourself, dear Twilight. Perhaps we’re trying too hard.” Luna placed a reassuring hoof on Twilight’s shoulder. She saw how this puzzle was taxing the patience of the young unicorn. Midnight was all they both could think about since he arrived in the palace. However, Luna more often than not, found herself thinking of him quite

differently. The mysterious stallion seemed to creep into her thoughts constantly in the last couple days, often bringing a smile to her face she could not explain. Everything about him seemed to resonate in her mind; his mane, his eyes, his voice, his smile...

“o/ ^ ... you make me smile... o/ ^”

“Um.. Princess? Are you... singing?” Twilight’s words immediately snapped Luna out of her daydream. Caught off guard, she tried to cover for her sudden foalish behavior.

“Um... Yes! I was, Twilight. I was just... remembering... that song Midnight sang the other day in his room. It was a song from his world! Perhaps if we spoke to him and learned some facts about his world, about his SPECIES, we could gain insight as to how he came to be in our world.” Luna grinned nervously as Twilight stared at her, hoping the purple mare bought her flimsy explanation.

“Princess... that’s brilliant! In fact...” Twilight rubbed her chin with her hoof. “... we should ALL be there to ask him questions about his world! Perhaps, with you and all of the Elements there together, we might all gain some insight into this human world where Midnight came from, thus finding out what triggered his arrival in Equestria!” Twilight stood up, steeled with a renewed sense of hope into solving the mystery of their young friends sudden appearance. “We might even find the key to sending him home!”

Luna paused a moment at those words. ‘Sending him home.’ Yes, Midnight probably wants to go home to his world. The thought put a strange lump in Luna’s chest, a heaviness that she couldn’t readily explain or deny. She had truly grown fond of the strange young stallion in the few days he spent in the palace. Eventually, she knew he would have to go home. The idea of not having him in the palace anymore, however, made Luna drag her hooves as she followed her sister’s perky apprentice. Twilight stood up and trotted happily to the doorway, Luna following behind, head feeling heavy with worry.

“WATCH OUT, TWILIGHT!!!” A pink blur sped by Twilight, leaving her spinning in place as it curved around the corner. Twilight came to a stop, her mane and tail curled as her eyes spun in her head. Luna ran up behind her as she the pink blur returned from around the corner.

“HIYOUTWOIDLOVETOTALKRIGHTNOWBUTIMINAGAMEOFTAGWITHMIDNIGHT!”

Pinkie quickly turned and took off again as a dark gray stallion came galloping at full speed down the hall, hot on Pinkie’s trail. He slowed his approach just enough to yell to the two mares as he passes.

“Can’t talk, gotta catch Pinkie! Playing tag! See ya!”

Luna blinked in shock as Midnight bounded off the wall and shot down the hall out of sight. Twilight stood up, shaking the dizziness from her head as she regained her balance. “Did... did he just say... he’s playing tag?” She stared up at Luna, who had an equally confused look on her face.

“I do believe he did. But why would he...” Luna’s eyes went wide at the sight of her big sister, in all her alicorn glory, galloping towards them, following the two previous ponies

down the hall. She stopped before them, a beaming, giddy smile on her face as she trotted in place, catching her breath.

“Luna, Twilight! You must come see this! Pinkie Pie is giving a lesson to Midnight right now!” The student and night princess both looked at each other and gasped before galloping out the door with Celestia, eager to watch the outcome of this disaster they were both sure was mere moments away.

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Pinkie Pie navigated the palace with relative ease, at times trotting, galloping and, when she felt Midnight needed a gentle teasing coax, hopping. To the pink mare’s surprise, the human-pony was managing to keep up with relative ease, though some obstacles still kept him from closing the gap. Pinkie approached the main stairs that led down to the front foyer and sprang into the air, flying over a maid’s serving full of empty dishes and landing on the railing of the stairs, keeping her balance on her hind hooves as she hollered “WEEE!” and slid down to the lower level, the bag of cupcakes flailing in the wind as she went.

Midnight reached the stairs, jaw slack in amazement at the skill Pinkie possessed. “How the hell does she DO that?!” He knew he couldn’t do the same, at least not without breaking his neck in the process. He was about to try running down the steps after her, but stopped when he noticed the maid’s cart, getting a crazy idea. Quickly, he ran to the cart and pulled a large serving tray off the top with his teeth. With a flick of his head, he tossed the tray to the end of the stairs and ran towards it, hopping on it as it teetered on the top step. The force of his momentum sent him sailing forward down the stairs, quickly catching up to Pinkie as the tray slid closer to the bottom.

“You’re mine, Pinkie Pie!” he shouted, slowly drawing near enough to touch her. The party mare turned with a grin and hopped off the banister, flipping over him and landing on the railing on the opposite side of the steps as she continued to slide down, out of the stallion’s reach. What happened next, Midnight couldn’t explain. Without a second thought, he followed Pinkie, hopping off the tray and landing on the banister behind her, balancing himself on his hind hooves as she did.

“You gotta be KIDDING me!” Pinkie slid to the bottom of the stairs, hopping off the end and bolting for the kitchen. Ramming through the doors, she ran to the end of the kitchen, startling the cooking staff as she zipped to a half dozen dumbwaiters built into the wall, leading to the upper floors. She skidded to a stop and began to climb into the small elevator as Midnight burst through the doors. She reached outside the dumbwaiter and hit the ‘up’ button, barely managing to bring her forehoof back inside before the door closed. The last thing she saw before the dumbwaiter closed was Midnight taking a flying leap to the one right next to hers.

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Rarity suddenly jumped from her deep sleep, a loud boom coming from somewhere outside her room. She shook her head, pulling her sleep mask from her eyes as she rose from the guest bed and trotted to the door to the hall. Pushing open the door, she stepped into the hall and looked around, finding the doors to Rainbow Dash’s, Applejack’s and Fluttershy’s

opening one by one, the mares each stepping out, looking up and down the floor. After receiving a few strange looks from her friends due to the many curlers in her mane, she magically unrolled them and returned each to her nightstand before joining her friends in the hall.

“Darlings, WHAT was that horrible sound?” she said with her usual flair.

“I d-d-don’t know, Rarity. I t-thought it was a nightmare. Oh, except its morning.” Fluttershy sheepishly noted from behind her mane. Applejack adjusted her Stetson and faced Rainbow.

“Consarnit, Dash. Were you doing stunt on your bed or somethin’?”

“It wasn’t me! Hey, it woke me up, too, ya know! Granted, these beds are pretty sweet, but nothing compares to clouds when it comes to catching Zs.” Dash shook her bed-mane and stretched her wings, lazily going into a weak hover near the group. Rarity seemed annoyed that she had to wake up earlier than needed while enjoying the hospitality of the royal palace. A slight bell rang from a nearby dumbwaiter, unnoticed by the four friends in their conversation.

“Well, if it wasn’t any of us, then wa-” Rarity was suddenly spun around by a pink blur quickly launching out of a small metal door built into the wall. AJ and Dash caught her as the small lift right beside the first burst open, Midnight bursting out and landing before the mares.

“Quick, where did she go?!” he shouted, shocking each of them. Silently, they all pointed a hoof down the hall. Almost as quick, he took off in the same direction, leaving the friends dazed in his wake. The four mares stared at each other for a moment before turning and running after the two, intent on discovering the reason for raucous chase.

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“Which way did they go? I can’t believe how fast those two are going!” Twilight said in disbelief; it’s not every day two normal ponies could elude two alicorns and the most magically powerful unicorn in all of Equestria. Luna and Celestia took to the air of the foyer, circling the chandelier and listening intently for any sign of the two racers ripping through the palace proper. Celestia’s ears perked as she heard hoofsteps coming from the hall of an upper floor. Turning her gaze, she spotted the rest of the Elements galloping down the hall towards the top of the stairs.

“Princesses, Twilight! What in the world is going on? We just saw Pinkie Pie and Midnight galloping through the hall on our floor. Is everything alright?” Rarity asked as they descended the stairs to the foyer.

“Girls, you won’t believe it! Pinkie woke up early and now, she’s in the middle of giving Midnight a lesson! We have no idea what they’re trying to do.” The worry was evident in Twilight’s words. Even in Ponyville, where every citizen was used to Pinkie’s antics, there were still times when her silliness could make a pony cross with her. Who knew how Midnight was feeling about her right now, or how he would react when he caught her.

Luna and Celestia lowered themselves to the foyer level once again as the four remaining friends gathered beside them. Twilight was just about to suggest organizing a search party when a loud “WOO-HOOO!” rang out from the top floor hallway near the ceiling of the foyer. The group turned their attention up just in time to see Pinkie Pie sailing through the air, reaching out and grabbing onto one of the several ropes holding up the chandelier. She turned and looked down the hall she just came from and started hopping from rope to rope, trying desperately to evade capture.

“I got you now, you ball of cotton candy!” Midnight reached the top of the stairs and jumped to the ropes, easily bounding from one to the next on his hind legs. The group below held their breath as he and Pinkie continued around the circular ceiling of the foyer, the stallion gaining ground rapidly as they navigated the series of supports.

As Pinkie turned her gaze to keep an eye on her pursuer, her hoof missed the next rope in the series. In a sudden panic, she flailed her front hooves in an attempt to reach for the next length of rope, barely able to catch herself with one hoof, yet somehow miraculously still holding onto a small brown bag with her teeth. Midnight halted a few ropes back as Pinkie hung just a few feet above the sharp points on the extended arms of the chandelier. Pinkie’s eyes went wide as she looked down, now desperately trying to pull herself back up.

From below, the friends and princesses gave a collective gasp, all moving about the ground floor as their friend hung high above them. “We’re on it! C’mon, Fluttershy!” Fluttershy and Rainbow Dash took to the air, heading up to the chandelier to grab Pinkie Pie as the alicorn sisters hovered below, ready to act if they both pegasi should fail. As Fluttershy and Dash circled the large lighting fixture, however, they were forced to hold back their rescue.

“We can’t get in to grab her!” Fluttershy spoke down to her friends as she examined the rigid arms protruding in every direction. “The edges are too sharp, and it’s too narrow! We can’t get in with our wings!” Pinkie’s grip on the rope was beginning to give, sliding her inches closer to the sharp edged jutting up towards her. She looked up just again in time to see her hoof slide off the rope. Pinkie could feel her heart stop for a moment as gravity took her, and suddenly, start up again a moment later. She breathed a sigh of relief and looked up to see Midnight, hind legs wrapped around the same rope she had just slipped from, his front hooves holding tight on her left front hoof.

“I got her! Somepony give me a han- um... hoof! WHATEVER!” Suspended upside down above Pinkie, Midnight could see her two flying friends circling them, desperately trying to find a way to save their friend. Just ahead of him, he noticed a space between the arms of the chandelier, just big enough for a pony to slip through but not enough for one of the flyers to get through and grab the two distressed ponies.

“Hold on, Midnight, we’re get you down! Hang in there!” Luna yelled from the floor. Looking through the small space between the metal arms, Midnight noticed something against the wall. A grin played across his face as he got an idea.

“Actually, that’s the last thing I intend on doing! Hey, you two! Fly-girls! I have a plan!” Rainbow and Fluttershy paused in front of him, hovering just out of reach. “See that

huge curtain over there?” The two turned to see a large decorated curtain against the front window of the palace foyer, running from floor to ceiling. “Go and grab the bottom corners of that curtain and pull them tight, away from the wall and towards the middle of the room! Hold on to it like our lives depend on it... because they do!” Midnight arched his body up a little, then relaxed himself, causing Pinkie to sway. He did this several more times, each time causing Pinkie and himself to swing back and forth inside the sharp metal ornate arms of the chandelier, all the while his own grip with his hind legs loosening. Looking down, he could see Pinkie’s hind legs starting to swing farther, passing through the narrow opening and out towards the wall. He turned his eyes downward, noticing the two pegasi ponies holding the end of the curtain tight blow him.

“Well, Pinkie Pie... wanna go for a ride?” Midnight grinned from above her, a sudden mixture of fear and disbelief on her face, just before their bodies swung out again. At the moment their swinging arch was at its farthest, he relaxed his hind legs and let go of the rope. Somewhere in mid-air, Pinkie let go of the bag and let out a scream, now having pulled herself up and clamped all four legs around Midnight in a vice grip. The force of his swinging had sent them through the slim gap in the metal arms and straight at the curtain, now being held taut by Rainbow and Fluttershy. They hit the curtain hard, almost causing the pegasi to lose their grip on the other end. Together, along with a small brown bag of cupcakes, the two racing ponies slid down the curtain, safely coming to a stop at the end of the curtain just a few feet above the floor. Pinkie opened her eyes and grinned as her friends ran up to meet them, gently lowered to the floor as Rainbow and Fluttershy hovered down, followed by the alicorn sisters.

“Darling, are you alright?” “How in the hay did y’all get up there?” “Oh, d-d-d-dear! Don’t ever s-scare us like that again!” “Are you alright, dear Pinkie Pie?” All at once, the group surrounded Pinkie as she stepped off the curtain to the floor, Midnight close behind her. She took a few breaths and stood up in the center, the same beaming smile on her face as she was so famous for wearing any other time.

“Yeah! Of course I’m alright, girls! Just had a little OOF in the hoof, is all. Don’t worry, Nighty was there to catch me!” she said with a wide grin, turning to the dark coated stallion behind her, looking a bit cautious.

“I’m sorry about that, Pinkie. I would have given you a warning of what I had planned, but I was losing my grip, too. I hope I didn’t hurt you at all...”

“WHAT? Oh, Nighty, I’m totally fine. In fact, we gotta try that again sometime! Except, you know, without the threat of getting sliced up by sharp lighting fixtures or going KER-SPLAT on the ground from huge fall!” Pinkie giggled, picking up the brown bag with her mouth again. Midnight quizzically raised an eyebrow.

“So, I guess you’re alright to finish our game, then?”

“Oh, sure, Nighty! I’m good to -” Pinkie was interrupted by Midnight giving her a flying tackle, sending them both rolling across the floor and coming to a stop at the hooves of Celestia. Pinkie shook her head and looked up from beneath Midnight as he raised a single forehoof high above his head, panting heavily. Celestia’s horn started to glow instinctively, ready to defend her subject should Midnight decide to harm the mare.

Slowly, Midnight brought his face close to Pinkie's. He brought his hoof down to her face and gently pressed it against Pinkie's nose. "Tag... you're it." Pinkie Pie laid there for a moment, not sure how to react. From high above the palace, the gentle ringing of a bell could be heard, signaling 12:00 noon. Quietly, Pinkie started to snicker. Then, she started to giggle. Before long, she was in the middle of a full-blown laugh, snorting and gasping in such a way that it spread to all the other ponies present. All ponies, except Celestia.

"Why are they laughing?" she thought, rearing composed enough to smile and hide her annoyance. "Don't they realize he almost had her killed?"

Midnight stood up off of Pinkie, who promptly reached into the bag she was carrying and hoofed him over a cupcake. "Here, Midnight, you earned it!"

"That's what this was all about? You two were racing... over cupcakes?" Twilight asked, wide-eyed at the reason for such a dangerous game. Midnight quickly chomped down on the entire cupcake, chewing and swallowing it as he looked innocently at Twilight.

"What? Have you ever TRIED one of Pinkie's cupcakes?"

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A few minutes later, then entire group was on their way up to Midnight's room to enjoy the spread Pinkie had laid out. On the way up to the room, Pinkie explained the reason behind the chaotic exercise through the palace, hopping all the way.

"Yeah, so Midnight LOOKS like a pony, but he's really something called a HUMAN, and that has fingers instead of hooves and walk only on two legs, so he's kinda like a diamond dog, only without the CRAZY obsession with gemstones, but he still might miss having fingers and being able to move around like a human, so I just HAD to show him all the different ways he could still move around besides just on four legs by making him chase me through the palace in an epic, awesome, totally off the wall and through some of them, over-the-top game of TAG! And what better way to motivate him than with some of my super-sweet, crazily excellent, delicious cupcakes?!" Pinkie reached Midnight's room and pushed the door open, allowing the group to step inside and partake of the banquet she had laid out for them all. "Now, I'd like to welcome you all to the official 'Welcome to Equestria' party for Midnight!"

One by one, the friends and entered the room, Midnight being the last. He turned to look at Pinkie, feeling almost like he may tear up any moment.

"Pinkie... I... I don't know what to say. I don't think anybody ever threw me a party before." She leaned in and gave him a tight hug that took his breath away, almost lifting him off the ground.

"Aww, don't worry, Nighty! This won't be the last of my parties you attend." She let go of him just as Luna came up besides them, placing her wing over Midnight in a gentle embrace.

"That was some excellent work back there, Midnight. I'm very proud of the progress

you're making. At this rate, you'll be fully trained in all abilities of your new body in no time." She released her grip and headed toward the door to meet her sister, already waiting.

"Oh, you're not staying, Princess Luna?" Midnight asked, sounding disappointed. Celestia answered for her sister before she had a chance.

"I'm afraid not. We have quite a bit of audiences scheduled this morning. It appears that all of Equestria has had quite a bit off troubles lately. We'll be down in the throne room handling them together for the rest of the day." Together they left the room, giving a gentle bow as they shut the door behind them. They both trotted down the hall to the throne room, Luna seeming having a bounce in her step as she went. Celestia lagged slightly behind, annoyed that this golden opportunity to expose the human for the violent being he was had passed her by.

"Oh, sister! Did you see how amazing he was! He saved her life! Not only that, but I've read in Twilight's reports how unreal Pinkie Pie's behavior could be. To think he could keep up with her is really incredible." Luna gushed, giggling as she remembered the tackle he gave Pinkie that sent them both to her sister's hooves.

"Oh, yes, little sister. He is really... something else."

The two alicorns reached the landing at the back of the foyer just as Sky Shield burst in, spying them and quickly landing on the steps before them. He bowed, panting as the two looked at him in surprise.

"My... my princesses! I came to warn you about... about a visitor coming toward the palace. I know how you both feel about him, considering how his last visit to the palace a few days ago went." The two sisters looked at each other in shock as their expressions dropped to ones of exhaustion. No, it couldn't be HIM! Sky moved out of the way, allowing them to descend to the bottom of the landing, just as the front doors of the foyer burst open, in walking the very pony that Celestia and Luna had feared. HE looked at them and smiled, raising an eyebrow as he shook his mane behind himself in a grand flourish. With an acidic grin, the foul pony announced himself.

"Auntie Celly, Auntie Lu-Lu! Your favorite nephew has come for another visit!"

I had a lot of fun writing this chapter. Luna might be my honey-mare, but Pinkie definitely holds a special place in my heart! Anyway, I think we can all guess where this next chapter is heading. (wicked grin) Seriously, I've been wanting to see this in a fic for a while now, and decided that the only way it was going to happen was if I wrote it myself. Also, to give you all something more to look forward to, I'll be announcing the name of the next chapter in the ending notes here from now on.

So, keep posted, bronys, and get ready for our next exciting chapter, "Black and Blueblood." See ya real soon!

Black and Blueblood

Here it is, bronys; Enter the Blueblood. This is a little longer than most of my other chapters just because I started writing and couldn't bring myself to stop for a break. this NEEDED to get out there. so, hope you enjoy the madness that is to come!

Chapter 10

Black and Blueblood

Midnight walked around his guest room, enjoying the attention he was getting for his actions. The phonograph that Pinkie had sung along with earlier was re-wound and playing since they returned to the room, now playing what sounded to Midnight like a more relaxed form of dub-step, or 'dub-trot,' as the case were. The cyan pegasus and white unicorn, now known to him as Rainbow Dash and Rarity, were busy following him down the table as they all took treats and drinks for themselves, paying him various compliments.

“That was SO AWESOME! I totally didn't know what you had in mind when you told me and Fluttershy to grab the curtain, but WOW!” Dash squealed as she floated just above and behind Midnight. He placed the last treat of his choosing on his plate and, taking it in his mouth, walked the plate over to an empty night stand and placing it down.

“I must agree with Rainbow, dear Midnight; Very clever thinking at the spur of the moment. I dare say, Pinkie may not be with us right now if it wasn't for you.” Rarity cooed and batted her long eyelashes at him, eliciting a deep blush from the young stallion. He half-choked on the cookie he was eating and struggled to form a response.

“Um, uh... yeah. I-it was nothing. I just, ya know, did what I had to do. Couldn't let one of Equestria's greatest warriors go falling five stories to her doom, right.” He gave a light chuckle and looked around the room, expecting another word or two of praise, or at least a giggle from Pinkie. However, he was met with a mix of silence and confused stares.

“Um, 'warriors,' Midnight?” Rarity mused. “We are not warriors. Wherever did you get THAT idea from?” He gave her a confused look of his own.

“But... you guys are supposed to be those “Elements of... Melody, or something, right? Heroes? Did something really heroic and big together? Saved the world?” Dash gave him a cross look and hovered down closer to him.

“Duh,yeah, we're the 'Elements of HARMONY.' And yeah, we saved the world, from eternal night and Nightma-” Twilight came from nowhere and tackled Dash out of the air, much to the surprise of all the ponies present (especially Dash). Twilight held a hoof over Dash's mouth and grinned nervously up at her friends and guest.

“Hehehe. Oh, Rainbow. I’m sure you wouldn’t want to bore our guest of honor by bragging, now, would you?”

“What? C’mon, Twi. You know that bagging is what I do-HEY!” Quickly, Rainbow was covered in a purple aura and lifted off the ground, following Twilight. As she passed her friends going back farther into the room, each one became encapsulated in the same purple aura, being drug into a tight circle near the balcony doors. Midnight could only stare in amazement. This was the first real display of magic he had ever seen! How did that Twilight DO THAT? He stood by the table as the six mares spoke in private.

“Rainbow Dash, how COULD you? Don’t you remember the order from Princess Luna?” Dash thought for a moment and shook her head.

“Nope. Don’t remember.” Twilight sighed and scanned the faces of her friends.

“Princess Luna doesn’t want Midnight to know she and Celestia are alicorns yet. You almost blew a royal order.” Twi hissed, causing Dash to raise an eyebrow.

“B-but why, Twilight? Why would the princesses care if he knew that or not?” Fluttershy spoke up. Twilight only shook her head at the yellow mare.

“I don’t know, Fluttershy. But I’m sure it’s some important reason.”

“I agree, darlin.’ Iffen the princesses want ta keep that little fact quiet, I’m sure they have their reasons. So, we should respect that and keep it hush-hush.” Applejack said with a nod. Twilight took a breath and gave each of her friends a reassuring look.

“Alright, just let me handle it. I won’t lie, but I have to make sure we don’t betray the Luna or Celestia’s trust. Alright?” They all nodded in agreement and broke the tight circle, turning back to a very confused and nervous Midnight.

“I’m sorry, Midnight. I don’t want you to think we’re trying to keep something important from you, but please understand; there are secrets and security risks that every country has, some that even most of the citizenry doesn’t even know. But to answer your question, no, we are not warriors. We’re ordinary, everyday ponies who, until we became the bearers of the Elements of Harmony, lived pretty uneventful lives. Applejack, the element of Honesty, runs her family farm with her grandmother, brother and little sister. Pinkie Pie, the element of Laughter, is a party hostess who works in a bakery and sweetshop in Ponyville. Rarity, element of Generosity, is a famous fashion designer and dress maker. Rainbow Dash, the element of Loyalty, is a weather mare, who helps control the weather around Ponyville. Fluttershy, element of Kindness, is an accomplished animal caregiver and herbalist. And I, Twilight Sparkle am the resident librarian of Ponyville and Princess Celestia’s personal student. And my element is Magic.” Midnight sat mesmerized by Twilight’s speech, feeling ashamed that he thought Luna would give him anything but the best teachers to show him how to use his body’s abilities. Twilight held her punch cup before her and took a sip before continuing.

“We are the ‘Elements’, a nickname given to us by the palace staff, because we exemplify the greatest qualities of each of our Elements of Harmony. Together, we defeated a

dark and evil foe, who wished to wrest rule of Equestria away from Princess Celestia, and cast the land of ponies into eternal night. Since then, we've been the best of friends and are given a great deal of trust by the Princesses, having saved our land from this foe. That is why they have called on us to teach you about this new body you have, and to act as guides for your stay in our world; because they trusts us with all her heart to do our very best for you. Because that's the kind of rulers that they are." Midnight actually felt really touched. He knew what one of these incredible beings would be treated like on his world; caged, examined, experimented on, even destroyed and dissected. But in this world, he was taken in, healed, taken care of, and was now being taught to use these fantastic abilities that came with his current body. All the while, the rulers of this world were constantly looking for a way to send him home.

"Wow... ladies, I had a feeling you were all famous, but I had no idea just how important and incredible you all are. Thank you. Thank you all for making the time to come here and show me all that you know. I felt lucky that I landed here and was taken care of so well. But now, I really see how lucky I am." Midnight actually had to fight back tears as the six mares trotted up to him and together, gave him a tight group hug. Most of his memories of his world were back, except the intimate details about his life and of course his name, but he found it hard to believe that he would have ever forgotten a moment like this if he had one before. After a moment, and a gasp for breath after a particularly tight squeeze from Pinkie, the young stallion walked over to the balcony, looking down. "So, what's next, ladies; magic or flying?"

The six friends joined him on the balcony, some hopping up and hanging their front hooves over the side as they all looked out across the wide, expansive view. It was the same as it was the last couple days when Midnight had looked out on Equestria, however, it was still one that took his breath away. The pegasus guards were flying in formation over the palace, while weather teams pushed clouds back and forth across the skies, seemingly at random. And down in the court yard, heading to the palace was a rather large entourage, with a large, white coated unicorn in the center, approaching the palace doors. Suddenly, Rarity's eyes opened wide as she gasped, retreating back into the room as she quickly trotted in place.

"I need to go! I need to get back up to my room, immediate! I refuse to allow that boorish, uncouth lout anywhere near me! Bye, girls!" Rarity turned and left the room at speeds that reminded him of his chase with Pinkie. The group looked at each other with worry, all except Midnight, who sat thoroughly confused by the refined mare's sudden change in behavior.

"Is something wrong, ladies? Am I missing something, here?" Pinkie giggled at him as she put a foreleg over his shoulder.

"Oh, you know young love, Nighty. Makes a mare do CRAZY things."

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"Why, my dear Prince Blueblood! Back so... soon? To what do we owe this visit?" Celestia moved to meet her guest as Luna tied her best to shrink behind her out of sight. The arrogant stallion was dressed to kill in his usual white dress jacket, complete with his favorite

blue bow tie, seeming to pose as his personal assistants trotted in behind him, all looking very disenchanted with the prince, themselves.

“Oh, my dear aunties! I have JUST been feeling so LOW lately since the Gala, and you both know that nothing cheers me up like a visit with my favorite royal relatives. Tell me; have you any clue yet as to the location of that dreadful mare, Rarity? I feel that bringing her to justice may be the only way to alleviate my current melancholy mood.” Luna rolled her eyes at the white stallion’s overplayed dramatics. This was his usual ploy for sympathy from the alicorn sisters, usually Celestia more than Luna. The moon goddess never understood why Tia indulged this cad! She hissed in her sister’s ear her displeasure.

“Celestia, I know what’s on your mind and NO. Don’t even THINK about it!” she gritted her teeth as she spoke, barely above a whisper from behind the sun goddess. Celestia put on a fake smile as Blueblood adjusted his mane. She turned her back to him and faced Luna.

“Look, do you want him to wonder upstairs and find our ‘guest?’ You don’t have any choice, sister! Please, just make sure he doesn’t go in the guestrooms. He’ll most likely just take his usual place in the garden, bother the kitchen staff for lunch and then leave. Please? I need to address the gallery today, and I’ve kept them waiting enough. Please?” Luna looked over Celestia’s shoulder and shuddered at the manure-eating grin the noblestallion wore. She knew, if she was to keep Midnight away from him, she would have to keep an eye on him until he left.

“Fine. But you owe me, BIG time. Like, ‘naming a new holiday in my honor,’ big.” Celestia giggled at her sister’s predicament, knowing she would most likely have to hear all of her sister’s griping later. She turned to Blueblood, giving a slight bow before continuing.

“My dear nephew, I am sorry, but affairs of the state call. Do not worry, though; you have Luna’s undivided attention for this afternoon. Please excuse me. I’ll see you again later!” And with that, Celestia trotted towards the throne room and out of sight.

“Goodbye, Auntie Celly! See you later!” The prince chirped, waving his hoof almost effeminately. Slowly, he turned his attention to the only pony left in the room to deal with him. “My sweet, long lost Auntie Lu-Lu... whatever shall we do today?” A mischievous grin played across his face.

“I swear, Blueblood, if you pull one prank, JUST ONE today, I will forcibly eject you from the palace out of the highest window. I have too much going on lately to deal with your foalish, asinine attitude.” Luna turned to trot back up the stairs, the prince quickly trotting up beside her.

“Oh, is little ‘Auntie Lu-Lu’ working on a special project? Do tell, do tell. I may have to lend a hoof to help you, if the endeavor suits my liking.” he said, bumping her with his rump and almost making her lose her balance. Luna stomped a hoof, causing him to pause on the steps. He only grinned as she shot him an angry look.

“Look, ‘Prince’ Blueblood, my sister may put up with your disgusting, holier-than-thou attitude, but I won’t! You can roam the grounds, make use of the kitchen, libraries and such,

but I am warning you; keep out of the guest wing in the second floor. I am entertaining friends, and WILL NOT be disturbed. Is that understood?” Luna’s stare could break stone at this very moment, if she wished. Blueblood took a step toward her, returning with a stare of his own, but backed away when it was certain that Luna would not back down. He turned with a huff, continuing up the steps alone.

“Very well, auntie. Have your fun without me. I shall find my own entertainment. But don’t think you’ve dissuaded me at all. I am simply... uninterested at the moment. I bid you farewell for now.” And with that, the large white stallion trotted up the stairs and out of sight. Luna looked around the foyer, noticing as Blueblood’s entourage as they shuffled out the front doors. Cautiously, a white pegasus fluttered down from an upper level as they left, approaching Luna with a bow.

“Princess Luna, I couldn’t help but overhearing. You’re concerned about master Midnight, correct?”

“Yes, Shy Shield. Unfortunately, I feel I must keep a closer eye on him than usual, today. I hate to do this, but please go and inform Midnight that he is to remain in his guest room until I come to retrieve him. With that lout, Blueblood roaming about, it is for the best.”

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“Rarity, please come out! There’s no saying he’ll come anywhere near our rooms.” Twilight pleaded with her fashionista friend, who had barricaded herself in her room.

“There’s no saying he WON’T, either. And I absolutely refuse to come out until he has left the palace! I won’t be exposed to his horrid behavior again!” Rarity shouted from beneath her heavy plush quilt on her bed. “I have already slipped into my robe and resigned myself to stay here until he leaves! You can come and get me when you know he is gone.” Twilight turned to her friends behind her, shaking her head.

“Well, I guess that’s it, girls; she’s in there till Blueblood is gone. Sorry, Midnight, but she had a rather... unique experience with him.” Midnight gave a weak grin, nodding to Twilight.

“That’s alright. If she wants to wait out his visit, I understand. But hey, how about I go find Princess Luna and find out how long his visit will be? He might just be passing through.” Twilight thought for a moment, then nodded in agreement.

“Alright, that’s a good idea.”

“Besides...” Rainbow whispered into Midnight’s ear. “... Rarity is probably being over dramatic, as usual.”

“I HEARD THAT, RAINBOW DASH!” Rarity boomed from behind the closed door. All ponies present jumped at the sudden roar, with Midnight choosing to take off down the hallway.

“I better go find Luna, see you girls!” Dash jumped into the air behind him, floating in

place a moment before following.

“I better go, too. Keep an eye on the guy. Be right back, girls!” Only moments after the two ponies disappeared down the hallway, the remaining mares were startled by an armor-clad pegasus flying at them from the opposite direction. He landed with a ‘clank’ and bowed to the Elements in respect.

“M’ladies, have any of you seen master Midnight lately? I have an urgent, special request from Princess Luna, and must speak with him immediately.” He felt a slight twinge of worry as the mares looked at each other, then back to him.

“Sky Shield, sir,” Twilight finally said. “Midnight just left with Rainbow Dash. They went looking for the princess.” Sky groaned as he placed a forehoof to his temple. This pegacorn makes everything so difficult.

“Great. I was supposed to tell him to stay in his room until Blueblood left, and now, he’s out looking for Princess Luna, who’s supposed to be keeping an eye on Blueblood. I just can’t win.” Twilight gave the upset pegasus a gentle grin and placed a hoof on his shoulder.

“Don’t worry, Sky. We’ll help you find him before he finds the princess. Right, girls?” Applejack, Pinkie Pie and Fluttershy all responded with a “Right!,” and a nod, then proceeded to follow Sky as he turned and flew down the hallway.

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“Where in Equestria did that idiot go to, now?” Luna grumbled as she slowly navigated the hallway leading to her bedroom. Just a few minutes ago, she was watching the royal pain make his way to the kitchen for lunch. The next thing she knew, he was gone. Luna groaned as she now carefully slinked from room to room, floor by floor, cautious not to set off any little surprises the prince may have left for her. She had been caught by his traps before, and if he HAD laid any through the palace, she actually hoped she would be the pony to set them off, rather than have some innocent bystander be the victim of the vicious pranks he came up with. So far, she had been on the receiving end of some very cruel jokes; piano wire strung across the across the hall at hoof level, salt in the sugar bowl, vinegar in the mouthwash bottle, even a wasp nest in her jewelry box. THAT one, she thought, is one she wouldn’t mind pulling on HIM one time.

“Princess Luna! Excuse me, Princess.” Luna was startled by Dusty, quickly trotting up to her from down the hallway. She very quickly shook the suspicious manner about her and greeted her housekeeper with a bow.

“Yes, Dusty? What is it?”

“Have you seen a bucket of water somewhere on this floor? I know I brought one up with me and filled it, but I can’t find it now. It seems I misplaced it.” she said, almost sounding embarrassed. Luna breathed a sigh of relief. At least Dusty didn’t have any ‘royal’ sized problems like she did right now.

“No, Dusty, I’m afraid not. I’ll keep an eye out, though. By the way, have you seen

Prince Blueblood anywhere lately? I seem to have... misplaced him, as well.” Dusty giggled at Luna’s choice of words before turning back down the hall.

“No, Princess, I didn’t. But, I’ll let you know if I find him. Good afternoon, Princess.” Dusty bowed and went to continue her chores as Luna went the opposite way towards her bedroom. Blueblood was starting to make her nervous. Where could he have gone!!! ‘Thankfully, Midnight is probably in his room right now, still enjoying Pinkie’s party for him. At least HE won’t have to deal with that sod.’ she thought. Luna approached her bedroom door and found it slightly open, perhaps by Dusty or another maid. She gave it a gentle push with her nose to enter. As she entered her room, a loud scream echoed down the hall throughout the entire palace.

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Pinkie Pie had just finished munching on snacks and turning off the music from the phonograph as Fluttershy, Applejack and Twilight tried to convince Rarity, still sequestered in her guestroom, to help with Sky Shield’s search. They had a very good chance of finding him if they hurried, considering Midnight and Dash had only gone looking for Luna a few minutes ago. Twilight suddenly caught a disturbing sight out of the corner of her eye. Through the open door, she noticed Pinkie had stopped her usual bouncing and now stood, stark still, a blank expression on her face.

“Pinkie,” she asked, looking around the door. “what’s up? Are you OK?” Pinkie didn’t answer, but instead responded with a series of twitches and convulsions that all of her friends have come to notice all too well. “Girls! I think Pinkie’s ‘Pinkie Sense’ is acting up!” The mares all stopped and turned to their pink friend, quietly anticipating whatever prediction she might have in store for them. Even Rarity, still in her robe, opened the door to her room and watched with bated breath.

“Ear flop... eye flutter... knee twitch.... twitchy tail?!” Pinkie shimmied and vibrated in place until the motions were done, then turned to her friends with a worried look.

“Pinkie Pie? Sugarcube? What in tarnation was that all about?” AJ asked, slowly creeping closer to her pink friend.

“I don’t know... it was a combo, but... something about ‘watch out for opening doors’ and ‘beware of falling objects.’ Also...” she paused, thinking for a moment. Rarity cautiously opened her door, wondering why her friends were no longer paying attention to her dramatic plea for attention.

“Girls, I think my ‘Pinkie Sense’ is telling me we need to find Midnight, and fast!”

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“Oh, my gosh! Midnight, did you hear that?!”

“Yeah, Dash. That sounded like... LUNA!”

The two ponies raced down the hall towards the sound of the scream. Rounding the

corner, they all but ran into a shivering, soaking wet Princess Luna. Slowly, almost on the tips of her hooves, she turned to them and faced them. Her mane and tail were drenched and hanging down limply. Water was still dripping off of her coat as she attempted to shake the excess off of her wings. She was panting, and obviously still in shock, the look on her face matching the disbelieving look on Midnight's. A moment later, Sky Shield had flown around the corner, gasping in shock himself at the sight.

“Pr-pr-princess Luna! What... what has happened?!” he managed to force out.

“I-I-I don't know... I-I opened my door and this... bucket of water...” She didn't even finish before a raucous laugh erupted from the empty room across the hall. The door swung open and out walked Prince Blueblood, absolutely beside himself with laughter.

“Oh, my dear Auntie Lu-Lu! You should see yourself! Oh, This is absolutely PRICELESS!” He stumbled back and sat down on his haunches, standing an impossible option for him now from the loss of breath and tears in his eyes. Luna could only stand there, the look on Midnight's face now cutting her to the core. The humiliation at being insulted like this in front of a pony she considered a dear friend being too much to bear, she started to cry. Blueblood caught his breath enough to notice, seeming getting annoyed at the reaction of his victim. He straightened himself and stood up, shaking his mane as he looked down on the princess.

“Oh, for the love of Celestia! It was a joke! Stop acting like such a little baby!” His demeanor changed from light-hearted to annoyance at Luna's tears. He slowly started walking towards her, still snickering somewhat as he approached. “Come on now, Auntie Lu-Lu! You should be thanking me; the wet mane style looks wonderful on yo-” !CRACK!

Luna covered her mouth with their hooves as Sky Shield's jaw fell open, slack. The last thing Blueblood knew, he was walking up to his Auntie Lu-Lu. Now, he found himself watching the world turn around him, flying through mid-air. Dash blinked in disbelief as she looked down from her position, hovering above the scene in the hall. The last thing she remembered was Midnight moving quick and fluidly from his place on the floor below her. The next thing she saw was the prince's head shoot sharply to the side as all four of his hooves left the ground. Reality caught up with all ponies in the hallway at once as Blueblood hit the floor and rolled, coming to a stop as he collided with wall a good fifteen feet away.

“HOW DARE YOU!!! HOW DARE YOU DO THAT TO YOUR PRINCESS!!! WHO THE HELL DO YOU THINK YOU ARE?!?!” Midnight was snorting and panting like a mad. He had run up on his hind legs and sent Blueblood flying with a powerful right cross to the cheek. He just stood there for a moment, detached from reality. The Prince's stature, the audience in the hall; all were blotted out for that one moment of anger.

“How dare I? How dare YOU! Do you KNOW who I am?!” The prince stood up, shaking off the blow. He straightened his mane and stomped up to Midnight, pushing against his chest with his own. The two met eye to eye, ready for anything the other might try.

“I don't CARE who the hell you are! You don't treat Princess Luna that way! Any stallion that treats a mare like that doesn't deserve to call himself a stallion!” Midnight's words struck deep. Blueblood backed away and turned, facing away from his opponent. He reared up

his hind legs, pulling back and bucked hard, hitting nothing but air. He looked over his shoulder, finding the rainbow maned pegasus had quickly scooped him up before his attack could connect. He turned back around, finding himself suddenly held back by the white pegasus guard. Luna stood in silence, too shocked by the scene unfolding before her to attempt to act. As the two stallions struggled and hollered in the grasp of their holders, the rest of the Elements of Harmony ran to join them from down the hall.

“Oh my gosh, Princess! Midnight, Rainbow Dash! What happened?!” Twilight gasped as she surveyed the scene. Blueblood answered though gritted teeth.

“What happened? I was just viciously attacked! Quickly, guard; fetch my Auntie Celly! Get the closest shackles you can find! I want this ruffian subdued!”

“I’M THE RUFFIAN?!” Midnight shouted down from Dash’s position above them. He shook himself free and landed with Twilight between himself and Blueblood. He turned to Luna, his mood and tone becoming softer as he addressed her. “Princess, are you alright? Who is this jerk, anyways?!” he asked, motioning to the prince.

“This is my... my nephew, Prince Blueblood. Midnight, I’m... just fine. It was only a prank, after all.” Her expression betrayed her, still showing she was more hurt than her words let on. “And dear Blueblood, Midnight is an honored guest at the palace, as of late, and a dear friend of mine. He did not know of your stature or relation to me. He only was trying to defend me when he believed I was being attacked. There’s no need to carry this any further.” The prince snorted and stamped a hoof, glaring at Midnight.

“Indeed there is, Auntie. I was assaulted, and demand satisfaction!”

“Well, there is one way, perhaps...” Sky Shield interrupted, drawing the attention of the group. “If Midnight and Prince Blueblood both agree, they could have a Gentlestallion’s Duel. They could meet as equals on the field of honor and under a fixed set of rules to settle this dispute.” As Sky finished his explanation, a clamoring of disapproval came up from the group of mares present. An organized fight? A throwback to harsher times long past? This was clearly a ludicrous idea. As the girls dismissed the very thought of it, Midnight and Blueblood made up their minds.

“I’m in, Sky! Let’s set this thing up!” Midnight growled.

“And I, as well! You will learn, young ‘Midnight,’ that Prince Blueblood is not one to be trifled with.”

“Just name the time and place, stuffed shirt! I can’t wait to make you taste the pavement.”

“One hour, inside the arena in the Guard’s training barracks near the far end of the palace grounds! Come face me, if you dare!”

“You got it, Royal Pain! You’re going down!” And with that, the two angry stallions stormed off in opposite directions down the hall, leaving the group behind in stunned silence.

“This is CRAZY, Midnight! That’s it; I’m calling this whole thing off!” Twilight said, pacing back and forth behind the charcoal-gray stallion. Sky Shield and a few of his friends worked on him, fitting him with armor and adjusting it for maximum mobility. The rest of the Elements of Harmony, along with Princess Luna stood and sat around the room, occupying their time as they waited for duel. Midnight quickly turned his head, eyes wide, almost shaking off his loose-fitting helmet.

“Twilight, no! You can’t do that, now! I agreed to this challenge, and I’m gonna go through with it. I can’t back out, now. Not after what Blueblood did, I can’t.”

“Hold still, please. It was hard enough finding armor that was small enough to fit you in the first place, let alone getting it to fit if you don’t sit still.” Sky shot him an annoyed look before getting a quick hoof to the back of the head from Applejack. “Ow! What was that for?!”

“That’s for suggestin’ the dang duel in the first place! What in the hay were you thinking, putting Midnight in that kinda position?”

“I’m sorry, Miss Applejack.” Sky said sheepishly. “I-I panicked, alright? I was only trying to keep this incident quiet and keep Midnight out of the dungeon.”

“I would not have allowed him to be sent to the dungeon, Sky. I’m sure Celestia would have seen things your way and let it slide. Besides, he never stays long when he comes to visit, just enough to annoy everypony and leave.” Luna mused as she sat amongst the other mares.

“Thank, Princess. And I appreciate your consideration, Sky.” Midnight added. “And besides, how tough can that prissy poodle of a pony really be?” He looked himself over as Sky tightened the last strap with his teeth and took a step back. The helmet, he saw, was a very no-frills version of the standard issue the rest of the guards wore, only silver and missing the crest. He had brass colored, leather-like saddle that almost wrapped around his barrel, with several small plates adorning it as a type of cover. He grinned as he shook himself a little, feeling the armor play on his body just enough that he knew it wouldn’t hinder his movements. Rarity trotted in front of Midnight, looking over his silver and brass colored armor, fluttering her eyes.

“Well, I commend your sense of honor and chivalry, Midnight. I, for one, wish there was some handsome, young gentlestallion to defend MY honor when that lout offended me at the Gala the other night.” Midnight was about to question the ‘handsome stallion’ remark when a soft ringing filled the air from outside. A large bell in one of the towers outside rang the arrival of the hour. It was time.

Midnight, Luna, the Elements, and Sky marched out of the armory, followed by the few other guards that were assisting with Midnight’s gear. Sky led them through the musty hallways of the barracks to the one old training arena that was barely used anymore. As they passed the open doors and various rooms, more and more of the off duty guards ran out to join them on their way. Midnight looked back every now and then to see the growing crowd behind them. “In case you don’t know, Blueblood is not very much liked around here.” Sky leaned in

and quietly answered the question Midnight was preparing to ask. The now large group of ponies following him stretched farther back than he could see around the dark halls. Soon, they arrived at the double doors that lead to the main training arena. There was a large open area in the center with a dirt track leading all around the outer ring of the floor. In the center were all kinds of lines, squares and circles for the various games and events that the guards have done over the years. Against the four walls, elevated a few feet higher than the floor were several rows of bleachers, most likely for shows or perhaps performances that were held before the building was converted for the Guard's use. All together, it reminded Midnight of a small scale arena for a bull fight, or a rodeo back on Earth.

"I'm surprised that you showed up, peasant!" The group turned to the far end of the arena as Prince Blueblood strolled in, followed by two of his entourage. He was dressed from head to hoof in a modified, golden Guard outfit, complete with a blond crest on his helmet, running from the hole where his horn jutted through to the back of his head. A heavy metal body plate ran in several sections from his front shoulders to his flank, the final section even having a little hole where his tail stuck through. The armor shone with polished brilliance, and appeared to Midnight to never have been used before. He trotted away from his servants and stood outside a large circle in the center of the arena. Midnight quickly joined him, with Rainbow Dash close behind.

"I wouldn't miss this for all the bits in Equestria, Blueblood. I hope you're ready to make a formal apology to Princess Luna when I wreck you, royal brat." Through he didn't show it outwardly, Midnight, for the first time questioned if doing this was a good idea. The prince may have been obnoxious, but he still not only had a height advantage over him by about a foot, but he looked to weigh almost twice as much as him. Plus, the advantages of being able to use magic AND being a pony all his life, as opposed to Midnight's only three days.

"I hope YOU'RE ready to leave the palace and never come back. Good luck getting back to your own world without the princesses' help." Midnight's eyes went wide at Blueblood's comment. "Struck a chord, I see? Seems you are quite the talk of the palace as of late, blank flank. But we'll see what you are really made of soon enough." He stuck his nose up in the air, a sense of superiority on his face as he walked away back to his assistants.

Midnight returned to the far side of the arena with Sky and the rest of the guards to prepare, a sense of dread growing in his chest. Luna walked over to him as two large unicorn guards attached a strange mechanism to his left side.

"Please, don't do this, Midnight. I don't want to see you get hurt over me. We can still call the whole thing off, it'll be alright, I promise." She tried one last plea, struggling to keep her voice steady. The young stallion just shook his head and looked at the tears held back in her deep, teal eyes.

"I'm sorry, but I can't princess. After all you've done for me, this is the least I can do for you."

"But it's not worth getting hurt for, Midnight! I'm... I'm not worth it..." She turned away, feeling ashamed at the thought that he might wind up getting hurt in the defense of her.

As a single tear worked its way down her face, she felt a hoof on her chin, slowly turning her gaze back up to meet her champion.

“Luna... yes, you are.” He felt a hard pat on his back, signaling his weapon was ready. Proudly, he marched with Sky and his assistant to the center of the large arena to meet his opponent.

“Filliiiiiiiiies and Gentlecooooooolts!” Everypony in the arena turned to the back of the bleachers where Pinkie Pie had apparently found a large, old megaphone. She strolled on her hind legs down the center stairs and hopped the barrier into the game floor, proceeding to the center where Blueblood and Midnight now stood. “We’re here today to settle an hour-long grudge match between two mighty fighters who I’m sure we all know and love!!! Am I right, ponies?!”

“Psssst! Pinkie, what are you doing?” Midnight hissed through his teeth.

“I’m the fight announcer, Nighty! Isn’t that totally awesome?!?!” Pinkie gave him a wink and addressed the crowd again. “Our first warrior, I’m sure needs no introduction! Stands at slightly bigger than a breadbox and weighing in on a scale of one to ten somewhere in the negative teens, is the one, the only, Prince Blueblood!!!” Pinkie finished with a grand flourish, dropping the megaphone and clapping her hooves wildly. The rest of the arena remained silent except for the two assistants Blueblood had brought with him, and they both slowed to a quick stop when they noticed the acidic looks they were getting from the rest of the crowd of guards. “And our challenger; currently residing in the guest wing of the Royal Palace, he is made of AND is hailing from parts unknown! Ya know him, ya love him! He is the one, the only, MIDNIGHT BLAZE, THE BLANK KNIGHT!” The entirety of the arena’s audience erupted in a loud roar of cheers, punctuated by the thundering of a hundred hooves stomping at once. Midnight and Blueblood met in the center of the arena, Sky Shield standing between them as they went over the final rules. Midnight shot her an angry look.

“The ‘Blank Knight?’ Really, Pinkie? Really?” He groaned. She smiled and giggled back to her friend.

“Sorry, Nighty! I just wanted you to have a cool title, too!” She bounced out of the game floor as Sky trotted up into place.

“Alright, you two. I’ll be watching you both this the whole time, so we agree on the rules, right now. Understand?” The two fighters nodded in agreement as Sky continued. “You will use the training lances currently attached to both your sides. If they fail, then you can fight with any other means you see fit. You both fight until one either knocks the other out or one of you is unable to fight anymore, got it?”

“What about magic? Am I to refrain from using my power during this fight?” Blueblood said, speaking to Midnight more than to Sky Shield.

“No. Go right ahead and use your magic. I don’t want any excesses as to why I kicked your flank today.” Midnight said as he adjusted his helmet once more.

“Hmph. Fine then. Let us begin.” Sky totted back out of the way as the prince and the

pegacorn trotted back to the opposite ends of the arena. They took their places as Sky raised his wings, looking back and forth at the two combatants.

“Ready? Now...” Blueblood stomped a hoof, quickly extending the magically enchanted lance attached to his left side. Sky quickly lowered his wings and shouted to the crowd. “... GO!”

Blueblood began to charge from across the arena, lance ready and pointed for Midnight. The young stallion stomped his hoof to activate his spring-loaded lance as well, but to his shock and great dismay, nothing happened. Panicked, he stomped several more times with the same results. He looked up, seeing Blueblood quickly approaching the center of the arena, his lance pointed straight at him. He stomped once more, with the same results. As Blueblood reached only a few feet away, he turned to run, the first heavy hoofstep hitting the ground and finally extending his own lance. The tip fired forward towards the prince, forcing him to quickly lean his head to the left. The sudden weight of the lance extended at his side caused Midnight to stumble a bit as he dodged, distracting Blueblood just enough to stop too late to avoid the tip of his lance striking the wall behind where Midnight was just standing. The lance pierced the wall, making him rebound backwards in a hard jolt. Midnight, in the meantime, regained his footing, quickly getting used to the weight of his weapon as a sudden idea sprang into his mind.

“We’re off to a GREAT START, everypony! The prideful Prince takes a chance and misses as the challenger’s weapon malfunction almost ends this fight before it begins! It looks like this young upstart has a chance to take an early advantage in this engagement! Let’s see if he can manage!” Pinkie began her commentary, swinging from a loose support rope from a long disabled aerial target support overhead, the crowd of guards below already roaring at the prince’s early folly. The Princess and the Elements shouted words of encouragement and caution to their young friend.

“Midnight, do be careful! Don’t get yourself hurt by that cad, darling!” Rarity yelled as loud as she could while still holding an air of refinement. From the arena floor, Blueblood shook off his teeth-rattling impact and turned to the familiar voice from the crowd.

“You! YOU are friends with this cretin?! It only figures that a cheap floozy you would be friends with this common peasant of a pegacorn!” the prince fumed. Rarity immediately saw red, gritting her teeth as she leaned over the railing of the bleachers, hollering at Midnight.

“TAKE NO PRISONERS, MIDNIGHT! KNOCK HIS BLOCK OFF!!!” Midnight, however, saw this exchange as an opportunity to strike. Trotting slightly to the side towards Blueblood, he swung his body around, attempting to strike the prince with the lance. His inexperience with the weapon cost him an easy hit, however, as the lance quickly buzzed harmlessly over his head. Blueblood responded with a swing of his own, lower to the ground. Midnight jumped over the lance, feeling the metal weapon barely graze his hoof as it passed underneath him. Using the momentum of the swing to his advantage, the prince rotated his shoulders, causing the lance to turn up, and then come crashing down towards Midnight. The attack was too quick for the untrained pony to dodge, resulting in a hard blow, downward across his side. The impact sent Midnight to his knees, breaking the mechanize holding the

lance to his body, leaving him defenseless and without means to attack. The crowd gasped as their favorite reeled from the blow.

“HA! This match is going to be over much quicker than I thought! Don’t worry, mutt; I won’t leave you too badly broken!” Blueblood gloated as he trotted in a circle around his foe, struggling to stand up. Suddenly, Midnight’s eyes shot open, his expression changing from pained to pure anger.

“Mutt... did you call me a... mutt?!” he growled through gritted teeth. The prince stopped in his tracks, staring at the young pony as he quickly shot him a look of rage. In one fluid motion, Midnight turned and gripped the broken tip of his lance in his teeth. Carrying with ease the weapon he had struggled with a few moments ago, he galloped at the prince. Blueblood could only block as he swung the disabled lance again and again, whipping it at his opponent. Each blocked attack sent the prince back farther to the wall as the crowd now stood on its hooves.

“An amazing turn of events, folks! A potential devastating blow becomes what might be the prince’s SECOND blunder in this match-up! Midnight comes at him with a right swing! And a left! And another right! I just can’t stand the suspense!!!” Pinkie swung back and forth over the arena on a loose rope, sometimes dodging a rogue swing of a lance herself as she yelled into the megaphone. The prince now was in real danger of losing any advantage in the fight. Midnight had him backed into a corner in front of the bleachers. As he blocked another heavy hit from Midnight, he attempted to escape out towards the left of his attacker. The ploy worked, but the return swing of Midnight’s lance hit Blueblood’s side, now breaking off his own lance harness. The prince was sent to the floor, sliding almost to the center of the arena from the strike. He came to a stop on his belly, rolling over as Midnight galloped up, ready to end the fight with one strike. He raised the lance high, readying to bring it down, when the prince’s horn began to glow white. Midnight swung his lance downward, but met resistance, his weapon being held back high above his head. He looked up to find the prince’s lance, surrounded by a white aura, floating above him, holding back his attack.

“You thought you had me, knave?! I think you’ll find that allowing magic will be your downfall!” A quick downward motion by the magically controlled lance caused Midnight’s head to jerk back, stunning him enough for the prince to stand and distance himself from his attacker. It now suddenly became a match between Midnight and the prince’s lance, as he controlled it from a distance across the arena. Now with every blow, the lance simply rebounded, coming back as strong as ever, never faltering against the vicious strikes the young pegacorn sent its way. The crowd now booed as Blueblood faked a yawn.

“Fillies and colts, it seems now the prince is taking advantage of his magic to turn the tide in this battle of wits and wills! Can Midnight counter this new strategy before he’s sent packing?” Pinkie hung upside down from a rafter over the arena, looking down with a bird’s eye view on the action. Luna covered her eyes as Midnight staggered under the relentless blows from the enchanted weapon. However, one particularly hard strike sent the floating lance high into the air. As Blueblood willed it to return, the tip caught on a low rafter, holding it back just long enough for Midnight to make his move. With a quick lunge, Midnight shot straight at the prince, flicking his head and releasing the lance towards him. The move was wild, and he hardly expected it to hurt his foe, but the result justified the action. The

distraction of dodging the flung weapon broke the concentration needed to maintain the magical grip on his lance, causing it to fall harmlessly to the floor. Midnight had his shot. He ran straight at the prince, helpless to react properly to the rushing young stallion. He reared up on his hind legs in a defensive move, but only served to open himself up further to attack. Midnight's reared up himself, driving his front hooves into Blueblood's chest and neck, pushing him backwards across the arena. He leaned his head into the prince's neck, adding further leverage, until the two collided with the wall behind him. Midnight jumped back, preparing himself as his foe groaned and fell to the ground.

"I... can counter... anything you can throw at me... Blueblood..." Midnight gasped out between breaths. He snorted and shook his mane from his eyes. Shakily, the prince got back on his hooves, a cocky smile playing across his face.

"I'm not out yet, you upstart! This is... the moment this battle ends!" His horn began to glow as he stood, focusing his magic. Midnight decided not to let him get the chance to use it and charged, head long at the prince. As he came within a few feet of Blueblood, Midnight froze in place, surrounded by a white aura, his hooves held to the floor. He struggled against the force of the prince's will, feeling himself being lifted off the ground. "Yes, my dear Midnight, this fight ends now!" Without warning, Midnight flew backwards across the arena, crashing into a pile of crates in the far corner, becoming buried under a pile of broken boards and boxes. The crowd gave one collective gasp before going silent.

"Oh, no! It looks like Midnight might be down for the count! Is this really it?! Has Prince Blueblood truly won?!" Pinkie shouted into the megaphone from the front row of the bleachers, unheard by her friends or the Princess as they craned their necks to see their hero almost completely hidden by the debris.

"YES!!! I DID IT!!! HA! Take THAT, you scoundrel! To think that YOU, of all ponies, would think yourself MY equal in battle?! Ridiculous!" He started a weak trot around the center of the arena. "So much for your champion, LADY Rarity and Auntie LU-LU!" Blueblood broke into a loud, raucous laugh, the only sound echoing though the otherwise silent arena.

The sound of a single crate falling over made the prince pause for only a moment, and then resume his laughter. The crowd watching began to rise from their seats and slowly drudge out of the arena. Another crate moved, this time being slowly pushed out from under the mess covering Midnight. The cocky attitude of Blueblood came to a screeching halt, however, along with the movements of every unicorn present. Together, they paused and turned their attention to where the challenger lay, causing all the pegasi and earth ponies to stop as well. Slowly, a hum of magical energy began to build, sending waves of power though the room, emanating from the fallen fighter. The energy spike suddenly pulled back, resulting in an electric surge that blew the fallen crates to pieces. The dust and debris from the magical explosion littered the arena floor, leaving Midnight standing amidst the wreckage.

"Blueblood..." Midnight spoke, barely audible to the crowd. "... NOW we finish this!" Shaking his disheveled armor off to the floor, he immediately went into a quick gallop, heading straight for the prince. Panicked, Blueblood charged his horn, pressing down a magical field upon Midnight as he charged, causing him to slow, but not stop. Another surge

ceased the gallop, making the pegacorn pause once again, before beginning a slow march towards his foe.

“This... this is impossible! You shouldn’t... be able to move... at all! How are... doing this?!” The prince began to sweat as his magic strained, unable to stop the young stallion’s progress with his wave after wave of magic. The audience in the bleachers stood silent as Midnight came to a stop directly in front of Blueblood, trembling as he struggled under the force trying to stop him. In a move almost too quick for those watching to follow, Midnight stood on his hind legs, bringing his hoof up and under the prince’s chin, sending up on his own hind legs as his helmet flew off from the blow. He staggered on two legs, granting Midnight time to land another strike. He dropped to the floor, spinning on his hind legs as his wings shot out to his sides, swiping Blueblood’s hind legs and knocking him into the air. As he fell, Midnight laid on his back, quickly jutting all four legs up directly into Blueblood’s chest. The white stallion flew through the air, turning as he fell to the ground in the center of the arena. He gasped and panted as he lay on his back, sprawled out and dazed. Warily, he opened his eyes, meeting Midnight’s gaze, face to face as he looked down upon the prince.

“Surrender... now. I’m not stopping... till I win, so... what’s it gonna be, Blueblood; we can end this... or, I can keep tossing you around. Your choice.” Blueblood noticed the young stallion was sweating and panting as much as he was, yet the look in his eye was unmistakable. It was an iron-clad look of determination, a strength the pegacorn possessed that told the prince exactly what to do next.

“... very well... I surrender.” With those words, the entirety of the crowd burst into applause. Blueblood lay there for a moment, defeated, but too tired and sore to care. Midnight sat down near him, letting out a deep sigh of relief. “It seems, my good stallion, that I underestimated you. For that you have my apologizes. However, I can’t believe you’re this powerf-eeeyyyooUUUCCCHHH!!” Those watching, aside from Princess Luna and the Elements, all burst out in laughter at the sight; Prince Blueblood, being drug on his back across the floor by Midnight, the prince’s horn tightly held in his teeth. “Ow ow ow OUCH COULD YOU STOP THAT, NOW?!” Midnight pulled the prince toward the bleachers, dropping him in front of Luna and the other mares.

“Now, as per our agreement... say you’re sorry to Princess Luna.” Midnight looked down into Blueblood’s face, giving him a stern stare. He grinned nervously, then turned his eyes to the Princess.

“It... would... seem I was very much out of line with my attempt at a practical joke, Auntie Lu-Lu. I am truly sorry. It shall not happen again.” Luna’s mind had to recover quickly from the amazing turn of events in the last few moments of the fight. She quickly put on an air of nobility and gave the prince a quick bow.

“Very well, nephew; Apology accepted. And by the way, I HATE being called Lu-Lu. You will address me as Aunt Luna or Aunt from now on. Is that understood?” She spoke to him with sternness in her voice the prince was not used to hearing. Sheepishly, he smiled and nodded in agreement.

“Oh, and while we’re here,” Midnight added. “how about you apologize to Rarity, as

well?” The prince looked at him with surprise, but any words of objection were quickly silenced with a simple sideways glance from the Midnight.

“Oh, very well.” Blueblood looked toward Rarity in the stand, a few seats down from Luna. “Lady Rarity, I apologize for my comment earlier. It was rude and unbecoming of a prince.”

“And...?” Rarity now leaned over the front of the bleachers, looking down on the prince. “...what of the horrid way you treated me at the Gala the other night?” He chuckled under his breath, but stopped with a sideways kick to the foreleg by Midnight. “Ow. Very well. I am sorry for ruining your night and behaving so abhorrently. I hope you can find it in your heart to forgive me.” Rarity closed her eyes and turned up her nose at the fallen prince.

“Fine. Apology accepted.” With that, Midnight leaned down over the prince’s face once more, snorting a puff of hot air at him.

“Our duel is over, Blueblood. I hope you remember this, big guy; nopony likes a bully.” Midnight turned away and started walking back to the barracks locker rooms. Blueblood’s assistants hopped over the front of the bleachers to help their charge back to his hooves, just as Luna and the Elements ran down to meet Midnight amid the Royal Guards already congratulating him.

“Midnight! That was... well, amazing! How were you able to resist his force field and levitation attacks? You weren’t even taught anything on how to use your powers, yet!” Twilight mused, baffled at the young stallion’s skills.

“Yeah, and the way you tripped him up with your wings! Didn’t that HURT?! I mean, that hurt ME just watching it!” Rainbow Dash asked, hovering just above the rest of her friends. Luna drew close to him, at a loss for words. He wearily looked up at her with a grin, exhausted from the whole ordeal. Her eyes darted up and down his body as she slowly spoke.

“Midnight... what happened to your wings?” He looked at her with confusion, then quickly turned his head to inspect his wings. A sudden light-headedness washed over him, blurring his vision and making him weak on his hooves. He tightly closed his eyes and straightened himself, looking forward again to Luna. The feeling of vertigo increased as he opened his eyes, multiple Lunas appearing before him as he tried to take a step, stumbling on his hooves.

“Princess... girls... help...” Consciousness faded away as the world went black for the young stallion. He hit the floor, out to the world at the hooves of the Princess, his body splayed out before her. He lay there in an exhausted state, unaware of the meaning of Luna’s question. His wings had loosened as he slipped into his deep sleep, unfolding and almost fully extended for all to see. The wings that were charcoal-gray when he entered the arena. The wings that then entire arena watched in awe as he was pelted with waves of magic. The same wings that were now changed from gray, to a bright, crimson red.

Hope you liked this one, guys. I didn't want to hurt His Royal Smugness too much; he'll be

needed in the chapters to come. BTW, all my pre-written chapters are now corrected, polished and caught up with the ones I put on ponyfictionarchive.net, but I'll still try to get the new ones out to you guys ASAP. Be warned, though; this next one coming up might make you shed manly tears. Stay linked for "Princess of Darkness", right here in

STAR CROSSED!

p.s. I'm thinking of doing a Q&A chapter where you guys could ask the cast things you might be curious about. If you have any questions, just PM me and I'll do it when I get enough to make it interesting! see yas!

Princess of Darkness

FINALLY, this dog of a chapter is DONE! From scheduling conflicts to a trashed laptop and 9 pages of text lost, it's finally here. But sadly, this marks the end of the 'already existing' chapters. Every chapter up until the last already existed on ponyfictionarchives.net. But I've been shining them up and posting them here just because I think FIMfiction fans are a lot more active in feedback and commentary. So, right after I post this, I'll be starting on the next installment. I'll try to post the next chapter as soon as possible, so keep an eye out for it. but for now, enjoy!

Chapter 11

Princess of Darkness

“Alright, let me get this straight; Midnight, the lost, confused, invalid human-turned-pony guest of the Royal Pony Sisters, fought and defeated Prince Blueblood in a non-sanctioned duel in the Guard barracks, his wings changed color, and he passed out. Is that about right, Tumbler?” The dark beast on the other side of the viewing mirror wrapped its talons on the arm rest of the broken throne it sat on. The mare trembled slightly as she told the story of the battle.

“Y-yes, master. I hid under the bleachers while the entire thing was happening, so I saw it all! He's currently back in his guest room upstairs, recovering from exhaustion.” She shied away from the image of her master, afraid of his possible reaction to the report. He raised a paw to his face, picking a piece of unicorn horn out from between his teeth with his talon.

“Well, it seems our little Midnight is growing quite bold as he spends more time in Equestria. Too bad I can't have him running around, playing a hero while I get my plans in order.” He sighed as he flicked the fragment of horn off into the darkness. “That will be all, Tumbler. Keep me posted on all new events as they happen.” With a flick of his wrist, the image of the jester vanished before him, leaving him alone once again in the dark of the chambers.

“This is getting interesting. Perhaps it's time I went down to Canterlot and introduced myself to this Mr. Midnight Blaze.” A wicked thought suddenly played through the beast's mind, giving him a wide, fanged grin. “On second thought, Tumbler... maybe the rest of Equestria should get to know him, first...”

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“Alright, let me get this straight; Midnight, our lost, confused, visiting human guest, fought and defeated our nephew, Prince Blueblood, in an impromptu joust in the Royal Guard Barracks and won. After which, his wings changed color, and he passed out. Is that about right?” Celestia looked down from her throne at Sky Shield as he tried desperately not to shake in his armor. Slowly, she rose and walked down the stairs from her seat on the platform, gazing over her sister and the Elements as she made her way to the ground.

“I will not tolerate any violence in my country, let alone in my very palace. Sky Shield, what do you have to say for yourself?” Sky froze, unable to answer. He could see his entire career suddenly flash before his eyes, disappearing in the aftermath of this one stupid mistake. He took in a breath to answer, unsure of what to say that could end this well for him.

“It was all my fault, sister. I was the one who started this whole mess.” Luna stepped forward next to Sky Shield, cutting him off before he could answer. With a smile, she turned to him and shooed him away with her wing. “That will be all, Sky. You may return to duty now.” That was all the frightened guard needed to hear. With a quick 'Yes, Princess' and a salute, Sky bolted out of the double doors of the throne room and out of sight. Luna turned back to her sister, a defiant look on her face. “Ladies? Could you please give me and my sister some alone time? We need to discuss some things.” Slowly, the six friends left through the doors, Twilight lingering behind for a moment with Luna.

“P-princess Luna? Are you sure you want me to leave, as well?”

“Yes, Twilight. Don't worry, I won't be long.” She smiled at the lavender unicorn, watching her turn and walk towards the door. As the doors closed behind her, Celestia trotted up and took a seat in front of her little sister. She sighed and took a few deep breaths, regaining composure before she spoke, wanting to make perfectly sure that she would be fully understood.

“Luna, I allowed you to watch over Midnight and guide his stay in Equestria because I believed this to be a good chance for you to come to understand the potential that you have in you for doing good. But it appears that now... this has gone on too far for too long. I think we should keep Midnight sequestered in the guest quarters until we can figure out what to do with him.” Luna's jaw dropped, the shock of her sister's suddenly cold words hitting her like lightning.

“Tia, you... you can't do that! It wasn't his fault! H-h-he couldn't help but fight with Blueblood! He didn't have a choice!” The moon goddess pleaded, seeming only to make her sister more irritated. Slowly, she circled her sister as she vented her frustrations.

“Oh, really, now? Tell me; how much do we know of these 'humans' that Midnight claims to be? Do you know the most important event in his world's last one hundred years? Or perhaps could you name a few popular works of art from his world? How about something simple, like the average human's diet? No? That's because we know NOTHING of Midnight! We know nothing of what he or his kind are capable of. I simply cannot allow him to roam free about the palace any longer. He has become a threat to our subjects, and now, I'm removing that threat until we can send him home. And that's my final word!” Celestia began walking back up to her throne, only to be stopped by a quick tug, the tip of her tail held in Luna's teeth. She pulled her tail back, giving her little sister an angry scowl.

“Luna, what is the meaning of all this? Midnight has been under your care since he arrived, so how could you allow things to get so far out of hoof?! In our very home, with the Prince, no less? How, Luna? How do you justify this?” Celestia looked down on her younger sister, desperate for an answer.

Blinking a few tears free from her eyes, Luna looked up to her and gave a weak grin.

“He... (sniff) he was defending me...”

“He... was what?” Celestia leaned back a little, the meaning of the words not fully registering in her mind. Luna sat down, holding a hoof to her chest as she recalled the day's events for her sister.

“Tia... since I came back to the palace, Blueblood has made me the target of countless cruel pranks. I never told you because... well, I sometimes I... thought I might have deserved it. I was able to deal with it, but I guess when Midnight saw it, he... he lost his temper.”

“But why would he get angry if it was just a prank?” Celestia asked.

“Well... when I knew I he saw me, I... started to cry. That's when he started to fight with Blueblood. If the prince had his way, Midnight would be in the dungeon right now. Sky Shield was only trying to help when he suggested the duel. Please, Tia, don't be angry at them! It was me! It was my fault they were fighting at all!” She fell forward, wrapping her forelegs around Celestia's neck in a tight hug, crying into her mane. As the full meaning of Luna's story took effect, Celestia raised her forelegs and returned the embrace.

“Please, Tia... please don't punish him! No pony has ever defended me like that before... it won't happen again, I promise! Just please...” Luna's voice softened as she nuzzled into her sister's neck, fearful that her pleas might just yet go unanswered. “... please don't be angry with him...” Celestia could feel her own eyes slowly growing wet from coming tears. Silently, she steeled her will and forced them away, pushing her sister forward to meet her eye to eye again.

“Luna... I...” Celestia looked down at her sister, fear in her teal eyes. Not the fear of repercussions against herself, but for another. One off the most powerful being in the world was before Celestia, begging her for the forgiveness of another. “... just one more chance. Do you understand me? I don't want anymore fighting from him. Alright?” Luna quickly shot forward again, hugging her sister tightly once more.

“Tia, do you mean...”

“If he was truly defending your honor... I suppose... I can allow him the benefit of the doubt. But I don't want him using the abilities the Elements are teaching him to hurt a single other pony the entire time he's here. Understand?” Celestia raised a wing and gently brushed away a few scattered tears from her little sister's face. “Go on, now. It's been a long day, for the both of us. Get some rest, Luna.” Luna sniffled again and gave her one last nuzzle before slowly leaving the room.

“Thank you, sister. I promise you won't regret showing him this kindness.” She stepped back from her sister and slowly trotted out of the throne room, leaving Celestia alone with her conflicting thoughts.

“He... fought for her. He defended her. But, why? What kind of game is this human playing with my little sister?” Celestia climbed the steps to her throne, taking a seat on the cushion as she looked out over the empty room. “Could I actually be... wrong... ?”

Midnight awoke to a dark bedroom. His eyes flickered open, adjusting to the pale moonlight as it shown through the balcony doors and across the floor. He shook the last of remnants of sleep from his head and sat up, looking around the room.

“How did I get back here?” he thought, rubbing his aching head with a hoof. Slowly, the last moments of the duel came back to him; being thrown into the crates, fighting against Blueblood's magic, then finally landing the winning blow. After that, Luna ran up to him and... now he was here.

He stood up off the bed, taking a moment to stretch all four legs a bit before he tried to take any steps. A magic lantern on the nightstand popped to life, casting a soft light into the little corner of the room where he stood. On the stand was a small plate of fruit and a mug of what appeared to be apple juice, along with a piece of paper, folded over with his name on it. Groggily, he took the note and unfolded it, reading it out loud.

“Dear Midnight,

After the duel, I had the Guard medics examine you and make sure you were alright. Thankfully, you shouldn't be any more hurt than a few bumps and bruises. You're a very lucky stallion. With the help of Prince Blueblood, we had you brought back to your room, and I had the kitchen fix you a lite snack in case you woke up in the night. If you're reading this, please eat what you want, but then return to bed. You should try to rest until your strength returns. You earned it. I will see you first thing tomorrow, my friend.

Sincerely,

Princess Luna

p.s.

I asked Twilight to examine the discoloring of your wings tomorrow.”

Midnight read that line carefully, putting the note to the side. He walked over to the mirror left in the room from earlier and turned to the side, examining the wings still folded and tight against his side. The charcoal-gray of his wings was gone, replaced by a striking crimson that matched his mane and tale. “What's up with this, now?” he thought, turning from one side to the next. “Are they supposed to be like that? Do a pony's wings usually change color like this?” He thought back to Rainbow Dash for a moment, remembering the multiple colors of her mane and tail. Perhaps this was a normal occurrence in this world.

Leaving the mirror, he walked over to the balcony doors and pushed them open, stepping out to the railing. The sky was a clear and bright, illuminated by the full moon once again. Midnight looked up at the shining satellite, recalling his actions.

“I can believe I started a fight with a prince. Well... glad I won, at least. Getting molly-whopped by a unicorn would just be TOO emasculating. But, hey; he had it coming, anyway. How could he hurt Princess Luna like that? I mean she's so...” He paused, thinking of the look

on her face when she saw him after the prank. She was so embarrassed, she was crying... and something in him just snapped. Something told him he had to step forward and do something to help her. Anything, for Luna...

“Oh, get REAL, punk! You're doing it again! STOP crushing on Luna!” He gritted his teeth and banged a hoof against his forehead as he scolded himself. “At best, she probably thinks of you as some kind of charity case or something! Maybe worse than that; she's knows, deep down, your not a real pony like everyone else here. To her, you're probably just a lost pet she's taking care of until she can send it home. Just lose these weird thoughts about her, already. You find her attractive, and she's not even your own species, for God sakes!” He paused his lone rant and thought about that for a moment, looking down at his hooves, the gravity of the words 'not your species' not meaning much to him right now. “It has to be the instincts in this body. There's no other way. I can't really like her this much... right?”

After the self-reprimanding, Midnight hung and crossed his forelegs over the railing. He buried his face in his forelegs, trying to convince himself of the total bull-crap line he just said. “This is crazy... is it just because she save my life? That was an incredible thing, but... does that really explain this?” He turned away from the edge and walked back into the room, stopping in front of the mirror once more. “You're a walking disaster, kid... ya know that?”

Midnight paused for a moment in silence, almost hoping for an answer, but only getting his own troubled look in return. With a sigh, he resigned himself to just give up and return to bed. He walked to the balcony doors to close them, but stopped as he reached for the door handle. From somewhere above him, he heard the faintest of sounds. It was very quiet, so he was forced to lean his head and raise an ear to hear better. From a room above him, somepony was crying. It was very quiet, but unmistakable. He seemed to know right away who it was.

“... Princess Luna...”

Without another thought, Midnight turned and walked out of his room, heading for the stairs.

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“... T... Tia...? ... wh... why...?”

With those final words, Luna lost the fragile grip she had on the world and shot straight up towards space. The air quickly grew colder as she rose, ice forming between her burnt and mangled feathers as she left the atmosphere. Her screams slowly fading as the air around her grew thinner, and eventually, changed to a vacuum. She floated free, riding along helplessly on a wave of magic as she ached and froze, still trying to gasp for air at times. She spun, looking up and catching sight of a pale white glow. The moon... HER moon. She was headed for the moon...

With a mighty crash, Luna's body fell to the lunar surface, leaving a huge crater from the force of impact. In the center, Luna lay motionless, her body slowly returning to normal beneath the rubble and thin layer of dust that had settled down over her. Shakily, she finally managed to stand and crawl her way out of the crater. She reached level ground again and

looked up to the world. She spread her wings and gave them a few guarded beats, rising up from the surface to return home. As she rose back out into space, her body surged with pain. Limply, she fell back to the ground. Luna looked up, her blurry vision slowly returning to normal, and noticed the barrier. Just about fifteen feet off the ground, a magical barrier shimmered like oil on water and spread out in all directions. She gasped in shock as a voice whispered to her from far away.

“... *Luna*...” Her ears perked and her eyes darted around quickly, trying to locate the source. She crouched and listened carefully for the voice again.

“... It looks like we failed, my dear... oh, well... maybe we'll have better luck next time.” The sudden realization struck her as she recognized the voice. It was one that spoke to her in fantasies and daydreams. A voice that had recently taken over as her own.

“... Nightmare...?”

“I know. You're surprised to hear from me. Believe me, I'm surprised to have lost. I didn't expect Celestia to actually use the Elements of Harmony on us. She must truly have lost all love for you. Good job.” The defeated moon princess began to breathe heavily in panic. Attempting to sound brave against the situation, she demanded the dark mare answer her.

“Nightmare, where are you? What has happened? Why can't I leave the moon?!”

“Oh, sweet Luna... I took you over. THAT is what happened.”

“B-but, why?! How?!”

“Why, to get you what you wanted, of course. To overthrow Celestia and cast Equestria into eternal darkness. Your anger and loneliness bore me life, and I decided to repay you by giving you your dream. But our Dear Sister pulled out all the stops. She used the Elements on us. We are trapped here, now. Alone... forever.” Luna screamed in rage, launching up into the sky once more, only to be jolted and sent back down to the dirt. She steadied herself and tried again, with the same results. Over and over again, she flung herself against the barrier, only to suffer and fail. After countless times, she finally sat defeated, spent and sore.

“Damn you... Nightmare...” she said between pained breaths. She could hear Nightmare sigh at her failure. Luna rose to her hooves, the thought of Nightmare's actions igniting a rage within her. With what little power she had, Luna sent wave after wave of her remaining magic across the moon, causing the silver satellite to tremble and quake in her onslaught. “You're the one that did this! You're the reason why Celestia had to do this! She thought it was ME attacking her all this time!!! You're a MONSTER!!! GET OUT OF MY HEAD!!!”

“Oh, dear... fine. I'll leave for now. I can't do anything stuck up here, anyway. Good bye, Luna. See you later...” Nightmare's voice slowly faded, accompanied by the clapping of hooves trotting off into the distance before fading as well. “... enjoy your stay...”

Luna could feel the presence of Nightmare slowly dispersing in her mind. In a matter of moments, she was gone. Luna sat down in the dust of the moon. The beautiful, bright, cold,

lonely moon. Defeated, trapped and now completely alone in the desolate landscape, Luna buried her face in her forelegs, and began to cry.

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Luna sat straight up, her mind returning to her as her eyes quickly darted around the room. Her room. She was safe in her room, in her own palace again. Her sister was just down the hall, asleep in her bed. Her sister, who forgave her and loved her, and would always be there for her. Luna was safe.

The moon goddess stood up off her bed, stretching her neck and wings out before walking through the balcony doors. She looked up, casting a quick glance over her moon. Ever-present in her life, as much today as it had been for those one thousand years. Ever-present as it would always be. The soft glow shining down on her country through the cloudless sky reveled a hidden beauty to her. It was that very beauty that caused the resentment all those years ago, that set her on the dark path she seemed almost cursed to follow. She rested her head on the edge, looking down into the courtyard.

“Hmm... they left some of the debris from Midnight's training with Applejack down there still. He's getting rather popular amongst the guards. Perhaps they'll have him sign some of the broken equipment as souvenirs.” The thought brought a smile to Luna's face as she imagined the young stallion in battle with Blueblood, matching him blow for blow, all in the name of Luna's honor. Her smile, however, quickly faded as reality set in.

“He wouldn't have done that for you if he knew the truth, now. Chances are, he wouldn't even speak to you again. He's only been here a short while, but he seems to love Equestria as much as any other pony would. He'd hate you for what you've done.” She sighed, sitting on her haunches and leaning against the railing. “He wouldn't be as nice to you as he is now if he knew you tried to destroy all this. Would he still fight for me, then?” The pain of the thought caused Luna to tightly close her eyes as they quickly started filling with tears. She fought the urge to start sobbing again. Ultimately, it was a losing battle. Luna's will was overtaken by her past sins, causing a single tear to escape down her cheek. Only this time, there was no Celestia to comfort her, nopony around to help her make the pain go away. Luna simply sat there on the balcony, bathed in the light of her moon, and resigned herself to her sadness.

“psssst... Princess Luna...?” A whisper from the chamber doors made Luna pause. She quickly stifled her sobs and fixed herself, addressing the voice.

“Y-yes? Who is there?”

“Princess Luna... it's me, Midnight. M-may I come in?” From behind the cracked door, the young stallion cautiously announced himself. Luna quickly wiped her eyes, blinking the last remnants of her tears away. She trotted down to the doors, activating a pair of magical lanterns as she went. She magicked the one door to the room open and ushered Midnight inside.

“Midnight, what are you doing up so late? You should be in bed recovering right now. What about your injuries, or your wings?” Luna said, making sure not to allow him too close a

look at her eyes. She started moving back to the balcony, silently hoping he wouldn't follow her. No such luck, though, as he followed close behind.

“I-I'm fine, really. I thought I... heard you crying. I knew it was you because I recognized it from before, with Blueblood...” Luna tried to pull back another swell of emotion, remember it was her tears that almost got him in trouble in the first place. She turned away, overlooking the palace grounds and surrounding lands, looking anywhere that wasn't Midnight's eyes. “Luna... is everything alright?”

'I need tell him... I need to set this right.' she thought. Midnight took a step closer and sat down. He reached out to place a forehoof on shoulder, but was suddenly taken aback by Luna turning and lunging forward, wrapping her forelegs around him in a tight embrace. For a moment, his foreleg hung in the air, the weight of Luna's action had not yet set in. Slowly, he brought his leg around her neck, enticing a sniffle or two from the troubled princess. “No, Midnight (sniff)... everything is not alright... I've been... lying to you, all this time.” She held him tighter, tears falling on Midnight's neck as she cried into his mane.

“Hey, Luna... I'm sure it's OK. Just tell me what's wrong. I-I won't be mad or anything. I'm sure you had your reasons...” He rubbed her back between her wings, calming the princess down a bit. She pulled away, her eyes still wet with tears as she looked up to her moon once again.

“T-there's an old saying in Equestria, Midnight; losing a friend's trust is the fastest way to lose a friend. And I haven't been telling you the truth about me and my sister. We are not what you believe we are. And the worst part of it is... I've asked everypony else to lie for us as well, just to keep the truth from you.” The young stallion took a step closer, leaning against the railing as he listened. He could tell how afraid she was; her voice wavered, new tears rolled down her face with every blink of an eye. She even seemed to tremble a bit as she spoke. “I'm so afraid of losing you because of this...”

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“Luna, NO!” Celestia sat straight up in bed, the image of her little sister being banished to the moon once again fresh in her mind. Another night of that same disturbing dream. She stood up off the bed, shaking the dark memories from her mind once again. There was only one thing that would help her put her mind at ease, and that was seeing her sister safe and sound in the palace once again. Celestia ruffled out her wings and mane once again before exiting her bedroom and heading for Luna's.

The hall always seemed so quiet as she made her way to her sister's bedroom. The beautiful shadows on the wall brought her comfort, being the ever-present signs that Luna was not far away. But as Celestia approached her little sister's bedroom, something seemed amiss. The large ornate doors of her room were.. .open? 'This is unusual. Luna likes her bedroom doors closed tight when she's in her bed chambers.' Celestia thought. She quietly approached the door and paused. There was a voice inside. 'Wait... oh, no. Oh, no no no no no no...' There wasn't just one voice inside. There were two. One of her sister, and the other of... Celestia gritted her teeth, her entire body feeling scalding hot as she peeked through the crack of the door and saw Midnight with his forelegs wrapped around her little sister.

Midnight comforted Luna the best he could, offering her gentle affection, unsure of exactly what this new, horrible problem was. In the dark of the room, he tried to reassure her.

“Luna, I'm sure whatever you've been keeping from me, it can't be that bad. Anyway, I don't think there's ANYthing you can say to make me not want to be your friend anymore. Come on... I promise I won't be mad. Just tell me, please?” A sense of fear steadily grew in Midnight. Since he had arrived in Equestria, Luna had been a source of strength for him. The beautiful young mare was always there to inspire him and encourage him, cheering him on as learned about this world and grew to understand it. But now, here she was, falling apart in front of him. He put on his best brave face and sat there waiting for her to continue. It was clear that she needed him as a source of strength now more than anything else.

“Celestia and I... are not what we have claimed to be. I told her, the Elements and the palace staff to never mention us for what we were because you might feel more alone if you knew, but that was a lie. I just didn't want you to know... we are not pegacorns such as you are, Midnight. My sister and I, are both alicorns.” Luna sniffled again, closing her eyes. Midnight, who had been sitting braced for a stunning revelation, now looked at her confused.

“Princess Luna? I'm sorry, but... I've never heard of an alicorn before. I don't really understand how that could be bad...” Luna didn't look over at him. She simply raised a hoof to the moon and opened her eyes. Slowly, they began to glow a bright white, along with her horn.

“Midnight, my sister and I are not like other ponies. For one, though we have horns like any unicorn in Equestria, our magical abilities are much, much more powerful. Now, watch.” With a wave of her hoof, the moon, in all its radiant glory, moved across the sky. It rolled down to the horizon, then back up again, turning at a ninety degree angle in the sky. Slowly, it circled around a few scattered stars before returning to its normal position in the sky. All the while, Midnight sat speechless, his jaw hanging open at the magnificent display. “It is my honor, young Midnight, to control the rising and setting of the moon. Just as it is Celestia's honor to control the sun. There is no other magic-using creature in all of the world that can rival our power. Our knowledge is beyond that of any other creature alive today. For you see, my sister and I are both immortal. We have both lived for thousands of years and ruled this country and our ponies since the world was young.” Midnight struggled to find the correct words. This couldn't be happening. The moon.... i-it moved across the sky to Luna's will!

“Luna... y-y-you're a g-god...?”

“That is a very old term the ponies of Equestria have used to describe us in the past. But, yes; Celestia and I are both gods.” Midnight immediately fell to the floor on all four knees, his head down in a stunned showing of respect. A mixture of respect, honor and fear washed over him. All this time, the gentle, sweet, happy young mare he had come to know was, in fact, a goddess in the flesh.

“P-p-princess Luna... I-I-I-I can't believe it! Y-you're really a-a-a real...” He swallowed hard, remembering how he hugged her and Celestia both to thank them for their kindness. He MUST have violated some kind of sacred law by doing that, he was certain. “T-t-t-that's

absolutely amazing!”

“This is why Celestia and I no longer refer to ourselves as gods, Midnight; it brought about too many negative reactions from our subjects. We would rather be referred to as princesses and have their love and respect than to have their fear. You have nothing to worry about, my dear Midnight. Please, rise.” The young stallion rose to his feet once again, looking over the moon goddess. She was still the beautiful young mare he first met in his guest room when he awoke the other day. There's was no reason to start fearing her now. Taking a moment to calm himself, he sat down beside her.

“Luna, that is the most amazing thing I've seen here, yet. To think you and your sister hold so much power... But, why would you think that this would make me hate you? That's shocking, but hardly something I'd consider bad news.” Luna took a breath, wiping her eyes with a hoof before continuing. This was the part that she truly dreaded.

“The problem isn't my godhood, Midnight. It's what I chose to do with it that's horrible.” She turned to face him, looking him in the eyes. He looked back into hers, the gentle amber gaze innocently waiting, ready for anything she had to say.

“More than a thousand years ago, my sister and I ruled Equestria in peace and harmony. The land was guarded by my sister, who raised and lowered the sun, and watched over the ponies by day, and by myself, as I raised and lowered the moon and kept watch over Equestria by night. But after a while... that began to fall apart. The ponies then, as they do now, lived their lives by the light of day. Worked stopped, foals were called home and everypony retreated inside when the sun went down. I spent so much time, painting the stars into the sky, casting auroras and creating meteor showers, trying to make the night beautiful for them... The night sky became a canvas, and I was the artist that nopony ever paid attention to. Eventually, I grew resentful of my sister, having the attention of all the ponies all day, from dawn to dusk. I kept it quiet for so long, eventually... those feelings of hurt became something more...” Midnight leaned forward, waiting for Luna to gather the strength to continue. “Those feelings became... Nightmare Moon.”

“Nightmare Moon? I don't get it... what's Nightmare Moon?” the stallion asked, placing a hoof on Luna's shoulder. She remained still, only acknowledging his gesture with a weak nod.

“Nightmare Moon was the embodiment of all my pain, anger and loneliness, brought to life. All the negative feelings I held inside grew, and eventually took on a life of their own, before finally taking me over. I lost control of my body. I became a prisoner in my own mind, locked away on the inside, looking out, unable to stop her... She raised the moon one evening, and refused to lower it again. She wanted to cast Equestria into eternal night, and force the ponies to love her the way they had loved Celestia. She didn't care who was hurt, or how destructive it was to the world. To this day, I still don't know exactly how that even happened.” Luna expression took on a hint of anger, remembering the events of those days long ago. Being trapped in her own body, unable to stop that monster from destroying everything she knew. She sighed and continued.

“Celestia had to act. Nightmare didn't care who got hurt or who might die. She only

wanted that sick, warped version of the world to continue, no matter the cost. And so... Celestia had to use the Elements of Harmony to stop her.”

“The Elements of Harmony...” Midnight spoke to himself, clues coming together like pieces of a grand puzzle.

“The Elements managed to overpower Nightmare, but before they could stop her, she retreated back into my mind. Celestia and the Elements knew she had to be stopped, and thus...” Luna sniffled again, looking up into the sky. “... Celestia and the Elements banished me to the moon.” Midnight leaned back, stunned at the thought. Luna remained silent.

“Luna... you mean... you were trapped up there...?”

“For a thousand years.” Midnight was the one now to lean forward, wrapping his forelegs around Luna, who returned the embrace. The two stayed there for a few minutes, Midnight offering her the only meager comfort he could manage while Luna took it all in.

“... I'm so sorry... I'm so, so sorry you had to go through that, Luna... I feel so...” Midnight struggled to keep himself from crying, trying to remain as strong for her as he could. Luna only nodded as she nuzzled his neck.

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'What in the buck is she DOING! Luna, get away from him!' Celestia screamed in her own mind, watching her sister hugging this invader, this human usurper who was working his way deeper and deep into their lives. A pulsing pain in her forehead pounded hard with every heart beat, making the very act of just standing there and watching without intervening almost too much to bear. 'I will kill him. Mark my words, by the moon, sun and all the stars, I WILL kill him...'

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“Don't be angry with Celestia, Midnight. She only did what she had to do to save the world from Nightmare. The world wouldn't have lasted for long if the sun and moon remained trapped in the sky where they were. She feels horrible enough, having to have done that in the first place.”

“Luna... the 'dark and evil foe' Twilight and the other defeated... that was you... wasn't it?” Luna nodded again, the shame of her actions rising up in her heart.

“The banishment obviously didn't last forever. A cosmic alignment of some very specific stars weakened the barrier that held me on the moon. Nightmare took advantage of this, taking me over again as easily as snuffing out a candle. She immediately came back to Equestria, intent on picking up where she left off. This time, however, Celestia was unprepared. She had lost her control of the Elements over time, and could not face Nightmare on her own. Fortunately for us all, Twilight Sparkle saw the signs of her return, and took action to stop her. Together with her friends, they rediscovered the Elements, and defeated her in battle, effectively breaking her grip on my mind, and stopping her once and for all.” As Luna finished her explanation, her hold on her emotions broke, causing her to start a new

round of tears. “I tried to destroy the world, Midnight... I almost succeeded in bringing an end to all life as we know it... I almost killed Twilight and her f-friends...”

Luna turned away, no longer feeling worthy to look at Midnight, her sadness and shame once again at the forefront of her mind. She leaned over the railing of the balcony, sobbing into her folded forelegs unhindered, embracing the sadness she could no longer control.

“Celestia tells me that I'm forgiven, now, and that I'm not to blame. That it was all Nightmare's doing, and that none of what happened was my fault, but it WAS! If I wasn't such a damned selfish foal, she would never have existed!” She caught her breath and squeezed him tighter. “You know... you're the first pony outside of the palace staff that I've spoken to since I've been back. I haven't even left the palace since I've returned from the moon. I hide in my room all day long, and sit on the rooftops and wondered the halls all night. I didn't want to face anypony, but then...”

“Then, I dropped in.” Midnight interrupted. Luna nodded against his shoulder.

“Celestia had been running Equestria for a thousand years without me. When I came back, she welcomed me with an open heart. But... I wasn't needed, anymore. I felt like I was only a reminder of the pain I had caused. I felt like I was nothing but a specter, brought back to frighten everypony around me. But then... when you came that night... you needed me. You were the only pony I've met since my return that truly needed me. But I didn't want you to look at me like that, too.”

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Celestia leaned back from the door, the anger she was feeling retreating back after hearing Luna's words. 'THAT'S the reason she's so drawn to him? She feels... unwanted?' Celestia sat down, dumbfounded. Midnight gave Luna exactly what she needed right now; the feeling of being wanted and needed. That was something that Celestia, or anypony else now, couldn't give her. At least, not the way he could. Celestia leaned closer to the door once again.

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Midnight just held Luna as she sniffled and hugged him tight. Everything she had told him was almost too much to take. In a matter of moments, she explained how she went from goddess, to monster, to prisoner, back to monster and then to where she was now; the fragile, hurting young mare holding onto him right now. But as unbelievable as everything she had told him really was, what surprised him the most was that he wasn't bothered by any of it. In fact, sitting there with his forelegs wrapped around Luna, he couldn't imagine ever feeling more... proud? Or maybe strong was a better word? 'She's a princess, a ruler of an entire country, for god sakes! And on top of everything, a GOD! She moved the moon RIGHT IN FRONT OF YOU, GUY! SHE'S OLDER THAN YOU BY THOUSANDS OF YEARS, SHE'S NOT A TEENAGER!' The words rang in his head, trying to register in the logic center of his brain. However, all he could think about was how soft her coat was against him and how pretty her mane smelled. No matter her station in life, or her past or her species, she was still a female in pain.

“Luna... I could never look at you in any way but how I see you right now. I know you're not some monster like Nightmare anymore, and you should see that, too. And you are NOT just some scary reminder to everypony. You're the most amazing, wonderful, sweetest and kindest pony in the world, Luna.” He rubbed her back a little between her wings once more. Luna then pulled away a little to look into his eyes.

“You... you really mean that? I'm... sweet and... kind?”

“Yes! Of course you are! Look what you've done for me already. I wouldn't ever be alive right now if it wasn't for you. I owe you my life, Princess. And whatever you think other ponies think of you, YOU'RE the one that has the most control over that. Twilight and her friends forgave you, cause they already know it. You could show everypony in Equestria just how incredible I already know you are.” Luna gave a weak smile and looked down over the land, watching the shadows of clouds drift across the landscape. The ponies of her land were sleeping so peacefully. Peacefully, without ever thinking about her.

“I wish I could believe that, Midnight. I really do. I'm just so... so afraid, that I've ruined my chance to be loved and respected by my people. Right now, I fear that they either fear me... or have forgotten me, all together.” She leaned forward, hanging her head down over the railing. 'Forgotten. Over the course of a thousand years...' The thought had crossed her mind countless times before, but something about saying it out loud to somepony else seemed to drain all hope from her heart. “We're such a funny pair, you and I.” she said, barely above a whisper. “You can't remember who you are, and all I want to do is forget...”

What happened next, Midnight couldn't quite explain. He sat there, watching Luna as she hurt, agonizing over a millenniums worth of pain. This beautiful mare, a princess of her own country, patron spirit of the moon and god to her world; sitting there before him, all but broken. Calmly, he took a breath, and let his heart do the rest.

'o/`When your alone... do you think of me...

and my diamond rings... thrown out to sea...

and when you love... do you love for me...

like Harmony, a never ending dream.

Oh well, oh well, I still hope for the best,

Say goodbye and send me of with a kiss, farewell

And I promise to be, just as strong as I can be,

Maybe you can get some sleep.... tonight... o/`

Lune slowly looked up from the railing, eyes wide in amazement. She straightened herself as she struggled to find her words.

“Midnight, that... that was beautiful. Where did that come from?” For a moment, the

young stallion was glad it was so dark. Now that he was done, he could feel himself blushing deeply, a little surprised with himself at his own almost subconscious actions.

“Heh. I don't know, Luna. It just kinda... popped into my head. It seemed to fit well with you, and it just kinda, you know, came out on it's own.” He gave a nervous smile, noticing a slight sniffle as she wiped the last of her tears from her eyes.

“A song from your world... Tell me; is there more to it?” Midnight only smiled as he sat up straight, taking in a deep breath before continuing. Luna moved closer and snuggled close, leaning into him as he started once again.

o/ So here's your song... its twisting me...

I'd give anything... to make you scream...

And I'll just smile, and make believe

I don't feel a thing... it doesn't work for me.

Oh well, Oh well, guess I'll see you in hell

As the pretty little picture that in my head

And I'm starting to dream, changing colors while I sleep...

Maybe I'm just wasting time.

Sit still and listen to the soundtrack... I'll tell you how I

Took one straight to the heart, and it's not easy to talk about...

So we all scream loud... o/

Midnight sung softly and slow, letting the words flow out under their own accord. Luna only sunk into his side deeper as the melody soothed her and calmed the fears she had felt over reveling the truth to him. She closed her eyes and nuzzled into his neck as he took a breath and continued.

o/ And that was it... I had made it clean

Just to cross the street... with my new wings.

So I'll just lie... and hope that I

Remember the good times... when it's done...

Oh well, Oh well, I can't live with myself

So I'm flying in your window to get to your bed.

And I'll be what you need, you can call me anything

Just as long as we're still friends...

Sit still and listen to the soundtrack... I'll tell you how I

Took one straight to the heart, and it's not easy to talk about...

So we all scream loud... o/`

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From the hallway, Celestia stared, speechless. Her little sister, leaning into this human as he sang to her and comforted her in the night. And Luna was loving it. Midnight was offering her what her big sister could not. She has there, powerless for the first time in her long, immortal life to act.

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o/` Its like the first time, but mare you've really carved it in

Tell you're new friends, nopony knows you like I do

It's over, I wanna see you again,

I wanna feel it again...

I'll keep you warm, safe in my heart...

Till heaven calls... keep holding on... o/`

Midnight finished, wrapping a foreleg around Luna and pulling her into a tight embrace. She sighed quietly and nuzzled into him, all traces of sadness having faded away into the ether of the night sky. He sat there, feeling her coat against his, noticing for the first time how right the feeling of holding her really was. Slowly, he relaxed his hold and pulled away.

"I... I better return to my room, Princess. I-I'll let you get back to sleep." he said, turning to slowly walk away. He only made it as far as the middle of the room before she called to him.

"Midnight?" He turned back quickly, seeing her bathed in light of the moon.

"Stay with me... just for tonight. I don't wish to be alone right now." Midnight held his breath a moment, then finally answered.

"Alright."

Luna trotted down from the balcony and crawled into bed, magically lifting the covers up to allow Midnight to join her. He climbed in beside her as she turned her back to him,

looking out the balcony. The covers dropped on the two of them as Midnight wrapped his forelegs around her, Luna snuggling backwards into his embrace. In a matter of minutes, Luna faded off to sleep. Midnight followed close behind, the last thought on his mind being how her mane smelled like cool, fresh night air.

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Celestia watched from the hall as Midnight climbed into Luna's bed and cozied up against her. She watched as together, they took comfort in each other, drifting off into a deep, peaceful sleep.

“They're... just sleeping... incredible. He really cares for her... but... He's a human. How can this be...?” Celestia stood up and quietly strolled back down the hall to her own room. She had thought she had this 'Midnight' pegged; another destructive, greedy, violent human. The fight against Blueblood almost solidified this belief, until Luna explained to her roll in the matter. “He defended her... why? Does he actually care for her that much?”

Celestia entered her bed chambers and closed the door, returning to bed for the rest of the night. She covered herself and stared up at the ceiling, finding herself unable to close her eyes as she pondered the new questions running through her mind. Did she really just leave them alone together in her little sister's bed? Does she trust this human now THAT much? Sleep did not come easy for the sun goddess, her mind full of a new round of difficult questions.

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“Midnight... Midnight, wake up...” The gentle voice woke Midnight from his peaceful sleep. Groggily, he reached over, feeling for Luna beside him, only to find the bed empty. He forced his eyes opened and looked up, the blurry image of Luna looking down on him from above. “Get up, Midnight. You have to go back to your own room, now.”

“W-what... Luna? Already? It's still dark outside... I have to go?” he said, stretching all four legs out before him. Luna moved back and let him slowly slink off the bed, shaking his mane and straightening himself out to wake up.

“I know, I know. But Celestia is going to be waking up in about twenty minutes to raise the sun. She usually comes by my room to make sure I'm up to lower the moon, and I don't want her catching you here.” Midnight's eyes popped open wide at the thought.

“Ooh, boy. Yeah, we probably don't want her knowing I slept with you last night.” He continued stretching and yawning, suddenly noticing Luna looking at him with a raised eyebrow and sly smile. “OH! I mean slept BESIDE you last night, not slept WITH you! Well, technically, I did kinda, sorta, maybe-” Luna burst into laughter, covering her face daintily with a forehoof as she did. Midnight stopped his bumbling over his words, realizing Luna was only playing with him with that look.

“You are quite an interesting pony, Midnight. But as long as you're awake now, I think... I have something to show you.” Luna stood up and took a few steps backwards into the center of the room. Midnight went to follow, but Luna stopped him by raising a hoof.

“Midnight, as you now know, I am a goddess.” the stallion nodded with a grin. “What you may not know is that, after the defeat Nightmare Moon and my return, my powers were almost completely depleted. It is only recently that I feel myself returning to my normal level of power. I believe... it is time to fully embrace my power once more. This will allow me to extend greater control over my powers, but it will also change my physical form. And I want you to be the first to see me in this new form.”

Slowly, the darkness of the room seemed to drift across the floor. A slight breeze flowed through the room, blowing Midnight's mane and ruffling the curtains. Luna closed her eyes as her horn began to glow with a dark aura, the shadows swirling and covering her, causing her to slowly fade out in the already dark bedroom. As the shadows crept up her body and engulfed her, her glowing eyes were the last of her to fade from sight. The glowing mass of darkness swirled before him as the breeze grew into a strong, howling gust of wind. Pictures on the walls rattled on their nails and items on the shelves and dressers fell and flew in all directions. The shadowy mass that had engulfed Luna seemed to solidify as the vapors of darkness took on an almost liquid-like look, bubbling and churning as it circled her. Midnight lowered himself closer to the ground, trying to keep balanced as the winds now began to slowly drag the furniture of the room closer to the mass. He could feel his hooves scrape against the floor as he, too, was being sucked closer. It pulled him ever nearer to the mass as it again changed its look. The winds stopped just as he came within a few inches of the darkness, which had now taken on the appearance of a giant, solid sphere. Slowly, a crack started to form, stretching from the top to the bottom. Then, another, parallel the first. Then another, and another. Midnight backed away just as the black sphere surrounding Luna shattered into a million pieces, showering the room in a fine dusting of dark-shining glitter. Midnight slowly opened his eyes, casting his gaze on Luna's form through the glittery miasma. As the dust settled and faded, he was left with a sight that took his breath away.

“Well... how do I look?” The image of Luna that Midnight knew had disappeared, replaced by the new vision of beauty before him. The first thing he noticed was her height. Luna had grown taller after this transformation, now standing as tall as him. Luna's coat color was different, changing from a blue-purple of a dusk sky to a dark blue, reflecting more accurately the color of the late night sky. Her wings changed, becoming longer and sleeker, more suited to carry the new body that she had created for herself. He noticed that her cutie-mark, eye color and horn had remained the same. But the most striking changes were those to her mane and tail. Beautiful before, the gray-blue color was gone, replaced by an ever-flowing blend of dark blue and black, speckled with a shimmer of stars.

“L-luna? Y-you're... absolutely beautiful.” he managed to breath out. “I-I-I didn't think that you could go from perfect to... more perfect. You look amazing...” The moon princess blushed, raising a hoof in a mock show of modesty.

“Heh. Thank you, Midnight. Now... come to me.” Midnight gathered himself and approached her new form. She was striking, somehow now even more becoming of her stature as a goddess. He sat down before her as she cleared her throat and gave him a serious look.

“Midnight, as a Princess, I have a right to choose many things that I feel are in the best interest of Equestria. And, dear Midnight... I choose you.” Midnight's eyes went wide as he tried to understand the true meaning of this. He remained calm, however, sitting still and

allowing her to finish her speech. "I choose you as my Champion, dear Midnight. For as long as you may stay in Equestria, you will be my warrior. You will be my companion and defender, my adviser... and my dear friend. Midnight, do you accept this responsibility?" she said with a smile. The young stallion grinned back, bowing his head before her. Slowly, she lowered her horn to him. Once to his left shoulder, then once to his right. "Then, by the power invested in me by the citizens of Equestria, I declare you Sir Midnight Blaze. You may rise." Midnight stood just in time to have Luna move forward and take him in a tight embrace. He returned it, wrapping his forelegs around her for the first time, enjoying the feeling of her new body against his.

"I will do my very best to live up to the level of Champion that you deserve, milady." he said, liking this new sense of responsibility that was bestowed upon him. Slowly, they broke the embrace, Midnight moving to the door to leave.

"Wait. There is just one more thing." Luna called, trotting up quickly behind him as he reached the door. "You won the challenge against Blueblood yesterday. And tradition has it that winner of such a challenge receives a reward." Midnight quickly raised a hoof, waving it back and forth.

"No, no. Princess, I can't accept any reward. I was only doing what was right!" Midnight's words were cut off by Princess Luna taking hold of him and pressing her lips to his in a deep, sweet kiss. His eyes went wide, his heart suddenly beating a thousand miles a minute as he looked down at her, eyes closed as she gently massaged her lips against his. Slowly, he felt his eyes close and forelegs raise, gently wrapping around the princess in a gentle embrace. Eventually, they pulled away, allowing Midnight a moment to catch his breath.

"That is your reward, sir Midnight. Now... go. Return to your room and get some rest. You'll need all your strength today for your flying lessons." She patted him on the shoulder as she opened the doors to her and gently guided him out. "I will see to it you are allowed a few more hours of sleep, so make use of that time. Take care, Midnight. I will see you soon." she said with a wink, before slowly closing the door behind him.

Midnight sat in the hallway, looking at the bedroom doors, unsure what to do next. He turned to walk back down the hall and return to his room. "Luna just... kissed me. I just..." From somewhere deep inside, Midnight felt a sudden rush building in him. Starting at his chest, it worked its way up, spreading out through his whole body, bringing to his face the widest, biggest smile he could have managed, until he had no choice. With a single bound, Midnight jumped straight up into the air and shouted in the hallway. "I KISSED PRINCESS LUNA!" He landed and jumped back into the air again and again as he went down the hall. Slowly, he noticed something; he was falling to the ground slower than he should. He turned his head and looked back noticing something new; his wings were open and moving. He stopped his mini-celebration and, for the first time, felt his new limbs. Only now could he truly move them, alive and able to be controlled consciously. Clumsy, but still able to move of his own will.

"Did... Luna do that?" he thought, taking a moment to feel the muscles and feathers as they stretched and shifted. At once, the moment disappeared as he remembered why he had to

leave Luna's room. Celestia would be up soon, and he had to get back to bed. Quietly, he tucked his wings back to his body and carefully trotted back to his room. He really did need as much sleep as he could get, after all; Luna needed her Champion to be strong and alert for his morning training.

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“Ow! Watch it, dweebs! I could have you all fired for this!” the griffon shouted as her cart hit yet another bump in the road to the palace gates. The makeshift bandages the guards fitted her with were barely suitable, and the weak pain-killer spell the unicorn cast on her was wearing off, only adding to her bad mood. She adjusted the torn and burned remnants of her messenger outfit, tossing a strip of fabric off the cart as she ripped it from her shoulder. The guard ponies pulling the cart came to a stop, signaling to the guards at the top of the wall.

“HALT! Identify yourselves and your findings.” the guard at the top of the wall shouted to the two pulling the cart.

“Outer Canterlot area patrol, Everfree Forest sector guards reporting. We found this griffon near the edge of the Everfree, limping her way out of the forest. She claims she was attacked by some sort of fireball.” the one guard said, sounding skeptical.

“It WAS NOT a FIREBALL, you stupid pony! I explained that already!” the griffon shouted, causing the two to cringe. At the top of the wall, the guard motioned to his companions. Slowly, the gate opened and the cart rolled inside. Once in the yard, the one guard at the front of the cart turned to their passenger and gave her an annoyed look.

“You know, miss, you're lucky I recognized you from your time in the court earlier. You were really close to getting yourself tossed in a holding cell for the night, the way you were acting.” the one guard commented.

“Yeah, yeah, yeah. Whatever, pony-boy. You just better make sure that Celestia and Luna know I gotta talk to them, tomorrow.”

“Why's that, Miss Gilda?” The griffon looked over her bandaged hind leg and wing. There was no mistaking the fireball that did this to her. This matter HAD to be resolved as soon as possible.

“Because, guard, if I don't see her, Equestria and my kingdom of Althera might be going to war.”

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OK, it's probably not gonna be for a while yet, but apparently... we got ourselves a new princess. The fan part of me says "YAAYYY!!!! A NEW PONY PRINCESS! WOOHOO!!!" but the writer part of me that had this story planned out several chapters in advance in his mind says "**FUCK!**" Anyway... with the scary truth out of the way, Midnight is free to continue his training. Read about how he takes to the skies in "Abridged Trictionary", the next exciting chapter of "STAR CROSSED!"

p.s.

here's the song Midnight sang for Luna. Enjoy!

<http://www.youtube.com/watch?v=ShfTOIAot3A&ob=av2e>

Abridged Trictionary

FINALLY! Sorry for the long wait. It's been a hell of a couple of weeks, but I'm back on my writing schedule. I gotta play around with the character tags now, so I'll leave you to the story. Hope you like it. ENJOY!

Chapter 12

Abridged Trictionary

The beams of yellow sunlight trickled in through the billowing curtain of the room, shining rays of early morning on Midnight as he rolled about in his bed. Slowly, his eyes fluttered open, squinting in the brightness of the room.

“No crazy mares booming through the door to get me up this time. My goodness, is something wrong?” he joked with himself, taking the peaceful moment to stretch and stand up, shaking his mane out of his eyes. He took a step before noticing a strange sensation on his backside. He turned and laughed to himself, realizing what it was. “Oh, man... I had arms or legs fall asleep on my, but never a tail before.” He was barely able to shake his tail in it's current state. In a few moments, the pins and needles feeling dissipated and his control of his tail returned to normal. Looking back at his wagging strands of red fluff, he couldn't help but wonder about his wings, still folded against himself, still not under his control.

“They moved a little when I was with Luna last night...” he thought, grinning to himself as he remembered the pride he felt, the two of them just laying together, enjoying the pleasure of each others company. Suddenly, his wings twitched, independently of his conscious control. He jumped at the sight, quickly trying to force his will on them to continue, but with no such luck.

“Damn it. I hope whoever is teaching me flying today is patient. Otherwise, this is gonna be a long, long day.”

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“I can't do it, Rainbow Dash! I-I-I just c-c-can't!” The yellow pegasus whimpered as she was shoved down the hallway towards Midnight's room. From behind her, Rainbow huffed and panted as she pressed her head against her friends rump, surprised at the amazing strength her timid companion had when it came to her fight-or-flight response.

“Uugh! C'mon, Fluttershy! You've met him the other day! What... what's the problem, here? You didn't have any, UGH! Any problem before...” she strained out from behind her friend.

“T-that was different! That was before I knew he could toss another pony around like a sack of flour! W-what if we don't teach him good enough, or he gets angry with us, o-or... oh, my!” Fluttershy's limbs suddenly locked all together, curling her up into a tight ball of yellow and pink on the floor, causing Rainbow to trip over her. The cyan pegasus stood up and moved back over to her friend, lowering herself to the floor and nuzzling her friend's cheek.

“Alright, Fluttershy. Just listen. He's our friend, alright? He didn't just start that fight with Blueblood for fun. He did it because of the lousy way that jerk was treating Luna. WE didn't do ANYTHING to him. And besides that, he needs us. Do you really want him to spend the rest of his time in Equestria with those wings of his just folded up at his sides?” The thought played around in Fluttershy's mind for a moment. She was by no stretch of the imagination the best flier in the world. But she definitely would miss her own wings if she couldn't use them anymore. The thought of Midnight never being able to use his wings at all slowly replaced the fear she felt with a quiet sadness at the thought.

“You're right, Rainbow. I'm sorry. I'll... I'll do it.” She stood up and gulped down her fears. Taking a deep breath to center herself. “I'm ready. Let's go teach Midnight how to use his wings.”

“THAT'S the spirit!” Rainbow gave her a healthy slap on the back with a hoof, almost knocking her over. Together, the two pegasi continued down the hall to meet their student for the day.

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“Sister? Sister, are you in here?” Luna carefully poked her head into Celestia's room, searching for the sun regent. She found her, laying down on the bed, quietly reading from book from her private collection, a drained look on her face. Luna entered the room and approached her ragged-looking sister. “Tia, you look terrible. I thought you were still just a little drowsy from the night when you raised the sun this morning. Are you feeling alright?” she asked.

“Oh... I'm fine, Luna. It's just that... I had a little trouble sleeping last night, is all. How about you? The same?” she said, not looking up from her book. Truthfully, she didn't have to. She could sense the greater power gently drifting from her sister, a side effect of the newly enhanced form. But that wasn't the main trouble on her mind. She felt like asking just what the buck she was thinking last night, confiding in Midnight. She felt like exploding, telling her foalish little sister just how unbecoming of a princess her actions were. She felt like cutting her down and berating her for ever, EVER considering inviting a HUMAN into her bed to be a good idea. Celestia felt like doing all this, but the chipper, positively radiant look on her little sisters face quickly made those urges fade away. Instead, Celestia just gave the tip of her hoof a slight lick, and turned the page.

“No, actually. I dare say, it was one of the best night's sleep I've had in ages. Quite literally, ages.” The moon goddess giggled, completely unsuspecting of her sister's spying last night. Celestia only groaned as she stood up and craned her neck, examining her little sister.

“I think I just may have slept in the wrong position, is all. This will pass. Come, let's go address the gallery. Some of the audience waiting have been holding on for our attention for days, now. I believe there's even a delegation from the diamond dog city of Agatha there.”

“Oh, goodie! I haven't seen a diamond dog since before I was on the moon. Tell me, Tia; have they changed much, are are they still a mostly tribal race?” Luna mused. Celestia gave her a sideways glance, a little shocked at her newly found attitude. She couldn't remember the last time her little sister actually seemed in a 'good' mood. And where did the

'oh, goodie' come from?

“They still have many tribes in their culture, but are starting to come up to speed with pony, and even griffon cultural standards.” Luna's demeanor had changed, piratically over night. Was the human-pony the reason for this? If he was, maybe she would have to re-examine the way she looked at him from now on. “But I have to ask; what brought on the new form? You've been strong enough to change into this more ethereal form of yourself for a while now, so what prompted you to actually do it?” she asked, joining her sister as they both headed out of the room. Luna only giggled as she remembered the night before.

“Oh, nothing, really. I just feel the time may be right to... start showing myself again.”

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A wrapping on the door to his bedchamber brought Midnight back to the task currently at hoof. Trotting over to the door, he opened it and was greeted by the smiling face of his new cyan pegasus friend.

“Rainbow! You're gonna be my flight teacher today?! Aw, this is gonna be fun, I can tell.” he said, moving to allow her into the room. She trotted in, then gave a slight hop into the air, moving into a gentle hover just off the ground.

“Hiya, rookie! Are you ready to soar into the wild blue yonder?” She did a quick loop, flourishing her wings in a grand fashion as she gently lowered herself back to the ground. Midnight nodded with enthusiasm at the display, feeling almost giddy at the idea. “Excellent! Then we're gonna do all we can to get your ground-bound flank airborne! Right, Fluttershy?” Rainbow turned to the doorway, but found it empty. She put her hoof to her face and let out a groan, trotting out the door into the hallway.

“We? Rainbow, you're not the only one training me?” Midnight asked, walking to the door and peeking his head around the edge. He quickly moved back as Rainbow Dash backed into the room, dragging a quivering, whining, yellow and pink ball of fluff behind her.

“Nope. Here's your other teacher, Fluttershy. She may look a little timid, but trust me; if you wind up crashing on your first couple tries, you'll want her around.” From under the fluffy pink mane, Midnight noticed a single, beautiful sky-blue eye peeking through, only to quickly disappear again when it's gaze met his own.

“A LITTLE timid? She's acting like I'm gonna EAT her or something. Um... Miss Fluttershy? You... you can come out, now. I'd kinda like to, ya know, get that flying lesson... maybe?” he said, only to have her squeak and shimmy backwards toward the open door. Rainbow noticed this and quickly gave it a backwards buck, slamming it shut, the sound finally causing Fluttershy to jump up with a scream and quickly fly to the other side of the room, hiding behind Midnight's bed. “Wow...” Midnight said to Dash. “... she really IS afraid of me.”

“Well, yes. It's kinda from that whole fight with Blueblood thing. She thinks you'll not be happy with our teachings and get mad or something.” Rainbow said, rolling her eyes. She learned to quickly dismiss Fluttershy's sheepish ways, but was surprised by the look Midnight

gave her. It seemed to be a one of total shock and sadness.

“But, I... I... Oh, boy...” The young stallion stuttered his words before quickly trotting over to the front of the bed. He moved around to the side of the bed, facing the frightened young mare, still curled up in her defensive ball. He laid down before her, hind legs tucked underneath himself with forelegs extended before him. He lowered his head to match Fluttershy's gaze from behind her mane, trying to give her the most gentle look he could.

“Miss Fluttershy, could you please come out, now? I'm sorry what I did in my fight with Prince Blueblood scared you, but it kinda had to be done. He was treating poor Princess Luna so badly that I just had to stop him. I only did what I did to defend her, not because I like to fight or hurt anypony. Please, Miss Fluttershy? Don't be afraid of me. I really want to learn to fly, and I could really use your help.” He extended a forehoof, just close enough for her to touch with her own. The yellow pegasus turned her gaze toward him again, letting more of her face show as he spoke to her. “Please, forgive me for frightening you. I'm sorry, and I promise I would never, ever do anything to hurt you or any of your friends. Please, can I have another chance to show you I'm a nice stallion, and not somepony to be afraid of?”

Rainbow's jaw dropped at what happened next. Fluttershy tilted her head, moving her mane to the side to face Midnight. Then, reached her foreleg forward, touching her hoof to Midnight's. The young stallion rose back to his hooves, helping Fluttershy up as he went.

“I'm sorry I was scared at first, Midnight. I-I-I'm usually not that bad around every new pony I meet. I was just, well... I was a little frightened by the fight with Prince Blueblood, and judged you too quickly. I'm sorry. I won't do that again.” Fluttershy sat up next to the bed, and finally gave him a smile. “And you don't have to call me 'Miss.' All my friends just call me Fluttershy. So, you can, too.”

“I will, now. Thanks. So, you and Rainbow are gonna teach me how to fly today?” he asked, his wings giving a slight twitch at the thought. The cyan pegasus snapped herself out of her fog and trotted next to her timid friend, placing a hoof on her shoulder.

“We sure are, rookie! By the time we're done, you'll be fit to join any weather team in Equestria. But first things first; lets see what we got to work with here. Midnight, let's see you spread those wings!” The stallion's expression dropped as he let out a nervous chuckle. The two mares looked at each other, confused.

“Well, the thing of it is, ladies... I can't move my wings.” he said, feeling pretty embarrassed. Rainbow shook her head in disbelief as Fluttershy covered her mouth with her forehooves.

“WHAT?! B-but what about that move you did when you gave Blueblood a leg sweep with your wings?! You weren't TRYING to do that?” Rainbow asked.

“No, it just sorta... happened. Like, on instinct. I've been trying to move them all this time since I arrived on Equestria, but I just can't. At least not on purpose. Humans only have four limbs, not six. I just wish they'd move for me when I wanted them to, already.” Midnight shook his head, feeling helpless as he explained his plight. Suddenly, a smile grew across Dash's face. A wicked, playful smile.

“Oh, I think I know a way to help you out, alright. Fluttershy, what do pegasi moms and dads do when their foals are fluttering?” the cyan mare asked her friend.

“Fluttering? What's that, now?” asked Midnight. Fluttershy turned to him and answered.

“Oh. Fluttering is when a pegasus foal just starts to use their wings. They flap them so quickly sometimes, they actually buzz. It's pretty cute. But when a foal is doing that, they don't have very good control over their wings because the nerves and muscles aren't responding very well from never being used. So, pegasus parents will often-” Fluttershy stopped mid-sentence and turned bright red. “Rainbow Dash? No! I know what you have in mind, and I won't do it! I-I-I can't do that! H-he's a grown stallion! I j-j-just can't!” she stuttered out, backing away from them both. Rainbow followed her, snickering.

“Oh, come on, Fluttershy! You're the only pony who can do this the right way. Remember, you told me you foal-sat your cousin and did it for her. I'd be more likely to hurt him than you would. You gotta do it! Otherwise, he might NEVER fly!” Fluttershy stopped as she heard this, the thought only now crossing her mind. She looked over at the young stallion and gave a heavy sigh.

“Oh, alright. I'll do it.” Fluttershy turned to Midnight, still red. “Um, c-could you maybe lay down on the floor and relax so I can... well, do what I have to do?” The gray stallion did as he was told, albeit a little apprehensively. Fluttershy circled behind him and approached as Rainbow giggled. Facing the balcony doors with the sun shining in, he lay on his belly, waiting for whatever came next.

“Alright, ladies. You're the fliers, so I'll trust yoooOOOOHHH GOD!” Fluttershy had gently sat down on his rump, reaching down and rubbing his back at the base of both wings. Sudden bolts of energy shot down his back, both shocking him and instantly relaxing him at the same time. His head slumped forward onto his outstretched forelegs as the yellow mare went to work.

“Just t-take it easy, Midnight. Trust me. I know what I'm doing. Just lay there and try to relax.” Fluttershy assured him as she started working over his wings. She started with the left, gently massaging around the base with one hoof as she extended it out with the other. When her hoof reached the tip of his wing, she slowly worked her hoof near it's base up towards her other hoof, paying special attention to it's margin and carpal joints. She released the tip of his left wing when both her hooves were at the tip and moved to do the same process tot the right wing, taking her time with all the same areas she did before. Beneath her, Midnight was miles away from the rest of the world, a dopey grin on his face with his tongue hanging out the side of his mouth. The last thing he noticed was losing all feeling in his back legs before he stopped caring. There were no words to describe this. Fluttershy was now running her hooves through the primary and secondary feathers of both fully-extended wings at the same time, almost playing them like a pair of big, red harps. The stallion groaned as Fluttershy took each of his wing joints between her hooves, massaging in a circular motion on each. Finally, when the entire process was done, the timid mare stood up off the drained pegacorn, allowing him to slowly float back to reality.

“Well, rookie, how ya feeling? Think you could give controlling those wings a shot, now?” Rainbow asked, leaning down right in Midnight's face. He shook his head, waking up from massage-induced daze to slowly rise to his hooves. He looked back at his wings, actually able to FEEL them for the first time. The breeze from the open window flowing through his feathers gave him a slight chill. As he turned he felt himself unconsciously keeping them balanced. With the minimal of effort, he found he could rotate them in their sockets, bringing them up and down at will.

“They.. they actually work! I can't believe it!” he said, hopping around the room. Though still a little red with blush, Fluttershy smiled from her place next to her cyan friend. Rainbow, however, snickered under her breath, trying to hide it with her hoof. “Alright, ladies! I'm ready! When can we really start this flying practice? I'm ready to go!” Dash walked up next to him and pulled one of his wings down, only to have it spring up rigid, right back into place.

“Just as soon as your wing boner goes down, big guy!” Dash lost all composure, falling over and rolling on the floor laughing hysterically. Midnight only looked at her confused as Fluttershy whimpered under her breath, a new shade of red covering her face.

“Oh, d-d-dear. I just knew that was going to happen..”

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Luna trotted away from the large dining room, having just finished her breakfast. Celestia didn't join her for this, having retreated back to her bed chambers just after raising the sun. This was very unlike the sun regent, and her little sister was eager to speak with her and find out what was wrong. Nothing serious, she hoped. The two were due to have their first joint audience with the royal gallery today, and she didn't want to miss this for anything.

“Tia? Sister, are you in here? It's almost time to start the audience. There's already a line of ponies and other creatures waiting to speak with us.” Luna spoke into the open door of Celestia's room. When nopony answered, Luna nosed her way in, finding her older sister sitting up on her bed, head resting on her hooves. She trotted up to her, surprised to find her in this sad looking state.

“Celestia, are you alright? Are you feeling sick, Tia?” Luna asked, placing a hoof on her sister's shoulder. The white mare put on a fake smile and shook her head, trying to reassure her little sister.

“Yes, Luna. Thank you. I'm just a little tired, that's all. I had a rough nights sleep. I just couldn't get comfortable.” she lied through her smile. She wanted to tell her that she saw her and Midnight holding each other last night. She wanted to scold her for being so foalish and falling for his smooth talk and kind words. She wanted to scream at her for stupidly allowing that disgusting human-pony thing in bed with her last night. But instead, she just stretched her neck and stood up off the bed. Celestia leaned in and pulled her little sister close in a tight, sweet embrace. “Thank you for being concerned, little sis, but I'll be better after a cup of coffee.”

The two alicorns left the bed chambers together and proceeded to the throne room,

ready to hear the day's events and hold court over the gallery. As they approached the main doors, however, they were distracted by a commotion coming down the hall towards them. A commotion of several royal guards, trying to prevent an irritated young griffon from going down the hall.

“Ma'am, you're going to have to wait and meet with them in order like everypony else.”

“Forget that, you royal lackey! The Princesses are gonna wanna hear what I have to say, I promise you that!”

“But protocol says that-”

“SCREW YOUR PROTOCOL! I need to see the-OOF!” The female griffon stopped, having bumped right into Celestia, the princess gazing down on her with a mixture of confusion and annoyance. Quickly, the griffon bowed her head, in a sign of respect to the two rulers.

“M-my apologizes, Princess Celestia, Princess Luna. But is it imperative that I speak with you immediately about a grave matter that concerns both our countries.” The guards behind her stood ready, waiting for any indication from their princess to remove this interruption. Celestia just gave them a smile and a nod, sending them on their way. She then turned to the griffon, still sitting upright and proper, waiting for her response. In a moment, Celestia recognized the griffon as the same she met in gallery the day before.

“I believe I met you earlier, did I not? You're the messenger from Althera. Lady... Gilda, I believe?” The griffon nodded and smiled in response. It was only then that Celestia noticed the sling wrapped around the young griffon's wing.

“Yes, your highness. Lady Gilda, of the house Grizelda. I need to speak with you about a matter that concerns the safety of BOTH our countries.” Celestia and Luna looked around the hall, making sure there were no other creatures around. Extending a wing, Celestia guided Gilda to an entryway to an adjacent room, Luna following behind. Once in the archway, the two alicorns blocked in Gilda from the view of any other passers by.

“Alright, Lady Gilda, what is this urgent matter that requires our attention?” Luna asked. Gilda took a breath and concentrated, trying hard to remember every detail of her account.

“The other day, when I was in your court, I delivered a message from the Court of Althera. You were to contact the Council about a series of events the Council wanted to speak with you about. However, it seems that the problem is moving to your kingdom, as well.” She turned to present her injured wing to the two princesses, continuing her story. “On our way back to Althera, my fellow traveler and I spotted an object heading towards Canterlot over the Everfree Forest; a large fireball that seemed to move on its own, as if intelligent. I sent my companion ahead to safety, while I followed the object. I quickly lost sight of it, until it turned and ambushed me in a cloud bank. I barely survived the fall to the ground. But that's not the worst of it, I'm afraid.” The two sisters looked at each other with concern, as if everything she had told them already wasn't enough.

“What could possibly be worse than what you've already told us? A monstrous fireball is roaming the skies over Equestria and attacking creatures it comes across. How could it get worse?” Luna asked. Immediately, she was sorry she did.

“Because, Princesses, that same fireball had attacked several Althera mithril refineries and stolen toms of ore. Also... that fireball wears horseshoes.” The two alicorns recoiled in shock, Gilda's stare calm and serious. “The Althera Council believes that Equestria is sending pony special forces into our lands on raid missions. I must admit, I believed it too, until the attacking ponies came after me. If they're not your solders, miladies, than Canterlot is in some serious trouble.”

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After several minutes, and more than a few outbursts of laughter from Rainbow Dash, Midnight's wings had finally gone down. Fluttershy continued to sit in silence as the stallion exercised his wings, stretching them out and bringing them back in, rotating them in their sockets, expanding and collapsing his feathers in different ways. Midnight finally noticed the distant look on Fluttershy's face, and moved over to speak with her. He took a seat in front of her and leaned down to catch her eyes.

“Hey, Shy. Are you still kinda embarrassed?” She only responded with a quick nod. “I wish you wouldn't be. Not only did that wing massage work, it also felt really nice. Twilight mentioned you're a caregiver, or something. A nurse, right?” He remembered what Twilight said about her caring for animals. He purposely gave the wrong description just to get her to start speaking again. To his surprise, it actually worked.

“W-well, I care for animals. I guess I'm more like a veterinarian than a doctor or a nurse that takes care of ponies.” Midnight smiled, coaxing a slight smile from the mare.

“Well, if you ever want to start taking care of ponies, I think massage therapy is the place to start. But I'll let it up to you if you ever want to tell anypony else about what you did for me today. Seriously, the care and professionalism you showed while doing something that made you feel a little uncomfortable, just to help me out, really speaks volumes about your dedication to your craft. You should feel proud of yourself, Fluttershy. I really can't thank you enough.” The pegasus slowly started to stand up a little straighter after hearing his words, a bright smile forming at the sound of the praise.

“But as for you,” Midnight said, turning and pointing a hoof accusingly at Rainbow Dash. “a WING BONER?! Really?! How could you play a prank on me like that?! Like I'm not embarrassed enough just not know how to control my wings! Or use magic. Or have to walk around without one of those cutie-marks!” Dash just giggled once more, trotting over and placing a hoof on Midnight's shoulder.

“Alright, alright. Maybe it was a little much, but c'mon! I wouldn't prank ya if I didn't like ya! And besides, your wings look like they work just fine now.” The stallion continued to give her his best serious face, forelegs crossed in an attempt to look very angry, but failing miserably. He turned his nose up and away from the cyan mare, but not without cracking a smile first. “Tell ya what, rookie; I'll personally teach you a Rainbow Dash, patten pending, all original stunt flying trick to make it up to ya. Still mad at me, now?” She was actually starting

to sound concerned. Midnight couldn't keep up the act any longer.

“Yeah, yeah. Alright, Dash. Help me fly and throw in a cool trick, and we're even.”

“So, we cool?” Dash said, presenting a hoof. Midnight bumped his hoof to hers in response.

“Yeah, we cool. So... what's first?” At those words, Rainbow's demeanor changed drastically. A sudden, serious look came over her, eyes narrowing as she stomped a hoof on the floor.

“First's things first, rookie! Ya can't fly if you're ground-bound. The first thing we do is teach you a good hover. Fluttershy! Show this tender-wing a classic hover!” Fluttershy snapped to attention, spreading her wings and gracefully lifting off the floor, hovering a few feet off the ground. Dash quickly joined her, going into a slight rotation around Midnight. “I'm gonna try to teach you as slow as I can without treating you like a little foal, but we have a lot of ground to cover. Or... sky, in this case. I won't treat you like a baby, but at the same time, I don't expect you to be as good as me in a day's time. I am, after all, Equestria's Best Young Flier, a former member of the Junior Speedster's Academy, and the fastest pegasus in the world.”

“And so modest, too.” Midnight said with a smirk, starting to gently flap his wings, feeling the air press against and pass over each feather. He could already feel a little... lighter. Surprisingly enough, once they started working, he was able to see just how powerful these wings really were.

“Oh, no, Midnight. Rainbow is telling the truth. She really IS all those things. Why, she can even perform the Sonic Rainboom. No pony has EVER done that before, and she managed to do it twice.” The quiet pegasus landed in front of him, pausing with her wings outstretched, posing. “Here, follow my lead.” She started flapping her wings as if in slow motion, making sure to take each delicate movement through. “You want to make sure your primary and secondary feathers are both unfurled as you bring both wings down. Try to pull them in a bit on the upward turn, to lessen drag and give you a bigger downward thrust.” The stallion followed suit, a little surprised at the Fluttershy's technical knowledge of the mechanics of flight. But sure enough, after a few minutes of practice, he began to feel the results. Little by little, Midnight could feel his body rise.

“Shy, Rainbow... I think I feel something! I... I think I'm doing it!” He could barely contain himself as his flank began to rise. Slowly, the hooves of his forelegs rose up off the ground as well. He continued the steady, powerful flaps of his wings, rising ever so slowly and shakily off the ground. Dash landed next to Fluttershy in front of him, watching in amazement at the young stallion's quick progress. “Girls, I'm doing it! This is amazing! I can't believe I'm off the ground!” He closed his eyes, enjoying the feeling of being suspended in the air. He was doing it! The happy feeling inside Midnight swelled until he thought he would start crying.

“Um, Midnight? Hello?” Dash said, still a little shocked at how quickly he had caught on to their instruction. The charcoal-gray pony didn't notice the slight shift he had inadvertently put on his hover, sending him drifting backwards from the center of the room. “Midnight, HELLO! Equestria to rookie!” He didn't hear her attempts to warn him. Caught in

the joy of learning to use his wings. Midnight had failed to notice he was moving, let alone where he was headed. By the time Fluttershy and Rainbow realized where he was going, it was too late. The young stallion felt a stone guard rail against the back of his hind legs before he lost concentration. He opened his eyes to see the balcony doors in front of him, with two very scared looking pegasi running towards him. He looked down, only finding open air between him and the ground hundreds of feet below. In a sudden panic, Midnight's wings snapped back at his sides, sending him into a quick free-fall.

“Fluttershy, let's go!” Rainbow burst from the balcony doors, moving immediately into a dive. Fluttershy was left in the wake of a rainbow-streak of color as she followed behind her friend, flying as quickly as she could. Far below them, Midnight flailed against the rush of wind below him, his tail and mane blowing upward as he fell backwards towards the ground. He saw the streak of color jet of colors jet from the balcony he fell from, just making out the shape of a mare in the center as it approached him at high speeds. He looked back, watching the ground come closer and closer, willing his wings to open as he approached. They flew open, but between his inexperience and the close proximity to the ground, it wasn't enough to stop his fall. He gritted his teeth and prepared for impact, when a sudden blur of blue and gold filled his vision. The next thing he felt was two pair of strong legs, holding him up by his forelegs, the ground quickly shrinking away as he flew upwards once again.

“Whoa there, big guy! Just take it easy, now. You're safe.” The soothing voice of a mare rang above the whooshing of the wind in his ears. Looking down once again, Midnight could see they were descending to the top of a patrol wall. He stretched his legs as the pony holding him let him go. Midnight turned to his savior, shaking off the bad experience.

“Wow... guess I should watch which way I hover. Thanks a lot, guys. You saved my flank!” He stretched out his wings, looking over his two heroes. They reached up and removed the goggles they were wearing, moving them up to their foreheads. Their blue and gold uniforms shined in the sun, lightening embroidered around their hooves. From high above him, Midnight heard a loud, joyful squeal, coming in to land.

“Oh! My! Celestia!!! I can't believe it! Midnight, these are the Wonderbolts! Soarin' and Spitfire!” Rainbow Dash landed almost hard enough to crack the stone wall. She immediately stood next to Midnight, throwing a foreleg over his shoulder and bringing him into a tight hug. Fluttershy landed a moment later, out of breath from trying to keep up with Dash. “Wow! You guys are the best! Thanks so much for helping my friend here!” The two suited ponies looked at her for a moment before Spitfire recognized her.

“Oh! Hey, Rainbow Dash. And hey! I know you. Fluttershy, the model. This here stallion is with you, huh? He should REALLY watch out around the palace, especially the spires and over the courtyards. There's some wicked downdrafts around here.” Soarin' chuckled and looked at Midnight.

“Yeah, big guy. And try to keep those wings open when you're hit with one. No offense, but I haven't had my wings snap shut since I was just learning to fly.” He laughed again, but slowed as his eyes ran over the young stallion before him, stopping completely as his eyes ran over his flank. “Hey, wait a minute... you're the Blank Knight! You're Midnight Blaze!” Soarin' took Midnight's hoof and shook it vigorously, shaking him whole frame. “Oh,

man! I love this guy! Hey, Midnight, could you sigh my flight suit? Spitfire, this is the stallion from the paper! Remember, I showed you that article this morning?” Fluttershy, Rainbow and Midnight just looked at each other in shock.

“W-wait? You... read about me in the paper? And 'Blank Knight?' How...” The name came back to him like a lightening bolt. That was the name Pinkie Pie had given to him when she was introducing him and Blueblood before their fight.

“Mr. Soarin', are you sure it's Midnight you read about in the paper? A-and what paper is it in?” Fluttershy asked.

“Equestria Daily, of course! It was above the fold, too! Everypony know about your duel with that stuck-up snob. I can't tell ya how many times I wanted to buck that jerk in the nose!” Midnight gave his best fake smile as a dozen questions ran through his mind. Did somepony go out and tell the whole world about him? If they did, did they mention that he really wasn't a pony?

“Um... wow. T-that's cool. I'm in the paper... great. Um... what did it say about me, exactly?” Spitfire grinned and put a hoof on her teammate's shoulder, pulling him back from Midnight.

“Well, it said that a pegacorn stallion was found in the Royal Gardens after the Gala, and that he lost all his memory. So, just by seeing that little I take it you forgot how to fly, too, huh?” she guessed.

“Yeah, and I can't use magic, either.” Midnight said, tapping his horn. “And I... lost my cutie-mark, so I don't even know what my special talent was. But the Princesses are helping me out a lot. They even invited Rainbow Dash and the rest of the Elements of Harmony to come and help me regain my memory. In fact, RD and Fluttershy here were teaching me how to fly again. It's embarrassing to say, but I kinda... hovered out of the window and fell.” He blushed a little, ashamed to admit the error. He was surprised when his confession drew only a smile and a nod from Soarin'.

“Well, that stinks. But with Rainbow helping you, you'll be back up and flapping in no time at all. She's one of the world's top fliers, ya know.” Dash almost fell over at Soarin's comment, but opted out for a quiet 'squee!' instead.

“Yeah, she is.” Spitfire added. “In fact, she's one of our top recruiting prospects. With her track record, the Wonderbolts can't wait to get her on board.” Midnight noticed another squeak from behind him, coming from the cyan mare. He gave a sideways glance back at Fluttershy, noticing her hoof on her speedster friend's shoulder, keeping her calm. Suddenly, a delightfully wicked idea entered Midnight's mind. Obviously, Rainbow loved these two ponies and these 'Wonderbolts' they belonged to. He stepped forward, offering a hoof to Soarin'.

“Well, anyways, thank you two, again. I'd have been a pancake right now if it weren't for your fancy flying back there.” Soarin' shook his hoof and Midnight offered it to Spitfire, who returned the gesture as well. “But, hey. I feel like a bothersome fan-colt even asking this but... could you guys fly with us for a little while, yet? I think the more quick pegasi around, the better my chances of surviving this flying lesson are. That is, if you're not busy.” The two

stunt fliers looked at each other and smiled, giving each other a nod.

“Sure thing, buddy! I figure the pony who kicks Blueblood's flank has earned himself a lesson from the Wonderbolts. How about you, Rainbow Dash? Do you mind if we sit in on your lesson and lend a hoof?” Spitfire asked Rainbow, now holding back the loudest squeal of her life. She quickly took in a breath and tried to act as calm as possible in her answer.

“Yeah... sure.” She managed to quickly blurt out. Midnight, Fluttershy, Soarin' and Spitfire started walking across the top of the patrol wall away from Rainbow, going into small talk about different tricks and moves that they've done. Dash only stood there, stunned at Midnight's bold move and lack of fear when speaking with the amazing stunt fliers that she loved so much. The gray pegacorn looked over his shoulder, sticking his tongue out at Dash and giving her a wink. She quickly snapped back to reality, realizing what he had done.

“You little... that was the wing boner, wasn't it?” she thought. The four continued on, stretching their wings and talking as Dash trotted after them. “Heheheh. I think I like this rookie more by the minute.”

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Hours rolled by, and Twilight was still in her balloon. Still floating high above the Royal Garden. Still floating back and forth in the strong gusts of wind, trying to find the residual magical energies in the air where Midnight had punched through the other night. On the ground, Applejack, Rarity and Pinkie Pie kept the tether crank holding the balloon secure, making sure Twilight didn't blow away.

“Raise the balloon another few meters! I think I feel something!” Twilight shouted down, drawing a sigh from all of her friends below.

“Dangit, that's the hundredth time she 'felt something' since sunup. Ain't she ever gonna just give up and admit this is somethin' she can't explain?” Applejack grumbled from below her Stetson. Rarity nickered delicately, shaking her mane and tail free as her horn glowed, releasing a little more of the rope from the tether holding the balloon with a turn of the crank, sending it up another few meters. Applejack braced her front hooves against the handle of the crank, holding it as Rarity re-latched the tether.

“I'm afraid there's no such luck there, darling. You know Twilight; she can't let a mystery go without explaining, either with science or magic. Remember how you told me she went on and on about Pinkie's 'Pinkie Sense?’” the unicorn asked, pointing a hoof to where her pink friend was just standing, finding only empty space. The farmer and fashionista looked around the area, finding Pinkie high above them on a ledge of a window, looking inside.

“Pinkie Pie! Get down here before you hurt yourself, young lady!” Rarity scolded for about the fiftieth time since they started. With the grace of a dancer, Pinkie leaped down from her perch, landing on her hind legs.

“Sorry, girls. But I have to be constantly on guard. DANGER lurks around every corner of the palace, and I must find it before it strikes!” AJ just sighed and shook her head.

“Pinkie, could you just let it go about that jester mare, already? She probably just came lookin' for a job and went home when she found out they didn't need a court jester, anymore.” Pinkie quickly gave her a very serious stare, her eye almost twitching.

“OR, she's a Spy, sent to the palace to watch us and the princesses while her alien overlord master plots the downfall of Equestria and all of pony-kind in a bid to destroy the world!!!” Pinkie threw her forelegs up in the air, falling backwards as she finished ranting. Her two friends just looked at each other, then back to her. Then, turned their attention back to Twilight.

Rarity sighed, pulling a white bench from across the garden, sitting down as she stared up at her floating friend. “Without Rainbow Dash here, I guess it's up to me to say it. Pinkie Pie, you're so random.”

“What? It could happen... maybe...” Pinkie grumbled, sitting under the shade of a nearby tree.

In the basket of the balloon, Twilight looked over the instruments on her small machine, reading the scale behind the glass as it bumped back and forth, indicating the level of magical aura in the air. The most frustrating part of this entire morning was that her own powerful magic was setting off the machine at random times, leading her to false reads. She turned to reset the device and tripped slightly over a pile of scrolls and books she had brought. “Of all the times to not have Spike around... Ugh! There has to be a reason behind his arrival. Some event of significance, or a cosmic event or... something!!! I can't give up on this! I know I'll crack this mystery! I'll- AHH!” Twilight recoiled in surprise at a pair of sky blue eyes, framed by a golden helmet peeked over the side of the basket, startling Twilight. “Wh-wh... WHAT?! Sky Shield?! What do you want?!” The guard recoiled a bit, hovering down to where only his eyes were visible over the edge of the basket.

“I'm sorry, Lady Twilight. I was flying by and thought you were talking to me. I didn't mean to surprise you.” Twilight blinked the frustration from her mind and stood up, moving to the edge of the basket. The Royal Guard pegasus held a pair of scrolls in his hooves, the seals broken on both already. “I need to get these to Lady Applejack. Have you seen her?” The purple mare pointed a hoof toward the ground, then returned to her instrument. “Um... thank you, Lady Twilight.” The guard pony quickly turned into a dive for the orange mare below.

“Why, o` HELLO THERE, SKY! O`” Rarity said in a sing-songy manner, noticing the handsome stallion floating down towards them. With a slight blush, Sky landed in front of Applejack, giving a respectful bow to each mare before getting to the task at hoof.

“Lady Applejack, I have some news to report about your relations. These just came to us from the Ponyville and Appeloosa train stations. Here you go, ma'am.” He presented the scrolls to AJ, stepping back as she unrolled them both on the ground.

“Why, lookie here! Big Mac and Braeburn are on their ways here! They're coming for the info on the Apple family history I asked Luna for! Seems Caramel rounded up a herd of his friends and is helpin' out around the farm while Mac is here. Heh, and the Cutie Mark Crusaders are supervisin' em! That's rich! And...” AJ's eyes shifted to the other scroll. “Braeburn is coming, too. Should arrive on the same day as Big Mac, and... oh, my! He's

bringin' Lil' Strongheart with him! Says she always wanted to see the big city, so he's bringin' her with em'!"

"That sweet little daughter of the buffalo tribe chief? Oh, that's lovely! We haven't seen that little sweetheart in ages! I hope she loves Canterlot just as much as I do." Rarity chimed. Applejack couldn't hear her, though, too busy hopping for joy.

"YeeHAA! We're finally gonna get our Apple Family Tree made! This is gonna be great!" AJ bucked back on accident, hitting the mechanical tether holding the balloon's rope. The crank spun wildly, releasing Twilight into the strong breeze above. A strong gust shook the balloon, sending Twilight into a spin as it carried her away.

"Ladies?! What's going on?! HELP!!!" Twilight yelled from the balloon, looking over the side as the ground shank away. With none of her friends on the ground being able to fly, Twilight started to panic. "Oh, no! This is not good! Think, Twilight, THINK! You can get yourself out of this..." She shook as a sudden jerk his the balloon, knocking her to floor. To her surprise, the basket steadied, allowing her to rise to her hooves once again. Looking over the side, she could see the reason she had stopped; a grey-coated pony with red wings, pulling the rope of the balloon in his teeth, dragging it back to the ground. From below, Sky Shield was rushing up from where her friends were standing, quickly taking the rope above Midnight and helping drag it down.

"Don't worry, Twilight! Our 'star pupil' is on the case!" The familiar voice of Rainbow Dash chirped from beside her, the cyan mare having landed beside her. Twilight stuttered as she tried to form a rational thought. She looked over the edge at Midnight, Fluttershy hovering near him. Then, back to Rainbow. Then, back to Midnight.

"HOW IS HE FLYING?!?!" the purple unicorn finally snapped, pointing a hoof over the side as she panted in her friend's face. "A FEW DAYS AGO, HE COULDN'T EVEN WALK RIGHT!!! NOW HE'S FLYING?!?!" Twilight took her friend by the shoulders, shaking her furiously. Rainbow just chuckled and brushed her friend's hooves away gently.

"Yeah, I know, right! This kids a natural! Well, with me and Soarin' and Spitfire helping him since early this morning, he SHOULD be! He won't win any 'Best Fliers' competition anytime soon, but he took to the sky like a duck to water." Dash hopped out of the basket and hovered next to it the rest of the way down, even helping tie off the rope when they reached the ground. Twilight quickly jumped out, running up to Midnight as he made a shaky landing, amidst various praise from the rest of her friends.

"How can you fly?! HOW?! It just doesn't make sense! I... I need to study you!!! Deeply! I mean, in EVERY detail!" Twilight had a crazed look in her eye, her mane slightly disheveled as her eye twitched. He just laughed, spitting some small fibers from the rope out of his mouth before answering.

"I don't know, Twilight. As soon as I got my wings to work, it just seemed so natural. It felt..." Midnight took a moment to search for the right words. "... it felt right. Like I was supposed to do it, all along. Like I was meant for it. Well, I guess I wouldn't have the wings if I WASN'T meant for it!" Twilight's shoulders slumped as she was flanked on both sides by a pair of blue-suited pegasi.

“Great job, rookie. I think our work here is done.” Soarin' said, patting Midnight on the back. Spitfire bumped her flank to his, making him sway a little.

“I gotta hoof it to ya, big guy; you made a lot of progress today. If you keep it up, you might be good enough to join the team some day.” Rainbow's eyes popped open wide at Spitfire's words to the young stallion. Without missing a beat, Midnight responded.

“Well, only if I can be on the same team as Rainbow Dash, here.” he said, giving her a wink. Thought Midnight couldn't see her face, he heard Rainbow let out a quite squeal of delight.

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The two alicorns sat alone in the throne room, worry laying heavy on their minds. Gilda had retired to her guest room for the night, the healing potions the court mages had made for her by her side, commissioned by the sisters themselves. They looked over the message from the Griffon kingdom, having paid considerable attention to it for the first time since receiving it.

“They... think we're staging raids on their foundries? How? Or for that matter, who? Who could be so brazen, so powerful as to attack griffons and make off with the materials?” Celestia mused to her sister. Luna only shook her head, racking her brain to try and remember all the native and foreign sentient creatures that might be suspect.

“I'm not sure, Tia. For that matter, what could they be doing with all that mithril? The only possible use of it would be...” The night princess paused, not wanting to say out loud the most obvious use for the metal. “... to make weapons. Like our own Royal Guards use.” Celestia sighed, standing from her throne and walking down the platform to the doors, Luna close behind.

“We have to look into this. This has the potential to become a major international incident. We have to play it very careful here. Please, do not discuss this matter with any other pony besides me. Understand?” Celestia told her sister. It was obvious that she had Midnight in mind. Luna just nodded, closing the door to the court as the two exited into the hallway. They were about to continue the conversation, but the quick approach of a guard prompted the two to postpone the conversation.

“Princess Luna, Princess Celestia!” the guard bowed as he approached, paying his respects. “I'm sorry, my Princesses. But you have one more guest to have audience with. He specially requested meeting with you after every other pony had left, due to his... appearance.” The two sisters looked at each other in surprise. A guest that would appear disturbing to other ponies?

“Um... This is a little unorthodox, but if he truly feels it is necessary, we will meet with him. Where is this pony?” Celestia asked. The guard only shook his head.

“That's the issue, my Princess; this visitor is NOT a pony at all.” The guard trotted down the hall and around the corner. Indistinct mumbles were heard, followed by approaching

hoof steps. ONE set of hoof steps. The guard rounded the corner, giving a bow and extending a wing towards the princesses. “The princesses will see you now, sir.”

The figure rounded the corner, the soft padding on the bottom of his feet keeping his footsteps silent. His bipedal figure came into view in the dim light of the hallway, his pointed ears twitched slightly. The his eyes shined as the light passed over his muzzled face, giving him an almost sinister appearance, until the two saw the look of despair on his face. He came to stop before the two alicorns, falling to one knee in reverence. His gray fur was ragged and dirty, looking like it hadn't been well groomed in a long time. His eyes raised to meet the gaze of the Princesses as he announced himself.

“Princess ponies, I come to meet you from the city of Agatha. My name is Rover, and I was picked to speak for all the Diamond Dogs.”

Only one more pony talent to master on the road to being a complete Citizen of Equestria! But with trouble abroad and on the way, Midnight is gonna have to watch his step. Keep reading, champions, cause there's more cameos to come!

On a minor note, the 5 character tag limit is a bit of a bummer, considering I got a whole cast of characters lining up nicely, here. But hey, the mane 6 and the Princesses are represented, so I guess I can live with that. So stay posted and keep an eye out for the next chapter, "Fabulosity 101", the next installment of

STAR CROSSED!

Fabulosity 101

I can't believe I got this done in a week! wow... I surprised myself. Anyway, I really don't got anything too vitally important to say, so I'll shut up and let you get to the story. enjoy, guys!

Chapter 13

Fabulosity 101

“Are you certain, Sir Rover? Is there any possible way this could just be some horrible mistake or misunderstanding?” Celestia spoke in low tones to the diamond dog, who had insisted on remaining on one knee for the entirety of their meeting. The gruff looking creature shook his head, wishing it was.

“I am afraid, Sun Pony, that there is no mistake. Our mines have been robbed many times in the last few months. Many diamond dogs have been hurt in the attacks. And all the time, it is the same crystals that they take. The cloudy white crystals.”

“Cloudy white... do you mean... quartz crystals, Sir Rover?” Luna inquired. The creature nodded.

“Yes. Quartz. The griffons we sell gems to called them that. But they never take them. They are worthless. Only the magic griffons come to take them sometimes, so we keep some around for them. But no griffon or pony or any other creature ever attacked us for them before. And they take them by the ton.” Celestia and Luna looked at each other with great worry. Only the mages of the griffon kingdom used the quartz crystals, just at their unicorn ponies who were naturally adept in magic did. Rover's expression was one of deep concern, his eyes never meeting either of the princesses gaze. “I know many ponies do not like diamond dogs, but I had to try to make the attacks stop. My tribe is all workers and miners, not soldiers. We cannot fight these metal ponies or the dark beast for much longer. We ask that you make them stop, and we will give you however many gems of whatever kind you want.”

“W-what did you just say?” Luna asked, the canine's words sorrowful and low, but shocking nonetheless. “Metal... ponies? Do you mean our Royal Guards, like the kind that escorted you here?” The dog shook his head.

“No, moon pony, not the boy ponies that wear the gold. The girl ponies that are all shiny metal, from head to hoof. Them, and the dark beast. He is the one that carries away the cloudy white crystals.” Celestia pondered both the descriptions given to her by her guest. The metal ponies were strange but now...

“Sir Rover, we only have in our ranks earth, unicorn and pegasus ponies. There are no 'beasts' in the employ of Equestria at this time.” Rover's face dropped, unsure of how to react.

“But... they must be from the pony army. They are led by the pony on the carriage! HE commands the metal girl ponies AND the dark beast! You HAVE to make them stop!” Luna approached the canine, placing a hoof on his shoulder and meeting his gaze.

“I am sorry, Sir Rover, but it is not us that is attacking you. But on behalf of my sister and myself, I promise that we will help you. Stay the night with us, and tomorrow you can talk with our best field commanders. We will notify the griffon kingdom and let them know that we will send a platoon of our best field soldiers to keep an eye on your mining operations in case the metal mares or the dark beast return. We promise you; Equestria does not condone the use of violence, let alone would ever be the aggressor in an attack on innocent creatures. But we WILL get to the bottom of this. Would that be enough to help, Dear Rover? Guard?” Luna shouted over his shoulder down the hall, calling forward a single pegasus Royal Guard from the darkness. “Please, prepare a room for our visiting guest, here. He will stay the night, and speak with us again in the morning.” The guard gave a quick bow and stood at ease, waiting for his charge to be dismissed. The diamond dog stared blankly at the moon goddess, then quickly lurched forward, wrapping his arms around her in a tight hug.

“Thank you, moon pony!” He blurted out, lifting Luna off the ground slightly. He quickly let her go and bound over to Celestia, giving her the same tight embrace. “Thank you, sun pony! I would just sleep in an alley tonight like yesterday, but staying in a room in pony castle is good, too. I will tell your army ponies all I know tomorrow. Thank you, Princess ponies!” The diamond dog turned and walked toward the guard, giving him a friendly slap on the back that nearly knocked him over. As the two disappeared around the corner, Celestia walked over and nuzzled her little sister.

“Luna! That was expertly handled! Well done! Truly, you are learning how to be quite the diplomat, lately.” Luna blushed a little at her sister's praise. The words were pale in comparison, however, to the dilemma now posed before them.

“Thank you, Tia, but I just had to do something. What is happening to our neighboring nations? Attacks by ponies on both an Althera foundry and an Agatha mining camp? Who could be doing such horrible things?” Together, they turned and began trotting to their favorite balcony to raise and lower their respective celestial bodies. The day was growing late, and night would come soon. Luna was glad that the day was at its end. Maybe this would mean another few hours with Midnight before he turned in for the night. He had flying lessons today, and Luna was eager to see just how far much progress he made in a day's time. If his quick learning curve in the matters of Applejack's muscle training and Pinkie Pie's acrobatics were any indication, he might be flying circles around her guards in no time.

The sun sank below the horizon and the moon rose once again, beginning its long trek across the night's starry sky. Celestia bid her little sister goodnight and retired a bit early to her chambers, leaving Luna to her own whims until she too decided to turn in. Luna trotted through the halls of the palace, observing the various caretakers of the many aspects of her royal life; the gardeners cleaning up after countless visitors to the Royal Garden. The guards patrolling the the halls and grounds to make sure everything was secure and safe for the night. The maids polishing and waxing and cleaning the rooms and items about the palace. All seemed right with the world around her. So how could there be such trouble out on the horizon? The worry played on her mind as she trotted through the palace, looking for her new champion.

Luna made her way through the corridors to the royal gardens, remembering that Twilight was supposed to be examining the area in the sky where Midnight had first appeared.

Making her way through to the launching point of her balloon, the goddess turned the corner and almost stumbled right into her charcoal-gray friend.

“Luna! Hey, how are you doing? I didn't see you all day!” the stallion beamed. The rest of the ponies present, Elements, Wonderbolts and Royal Guard alike, all stared in wide-eyed wonder before falling on their forelegs at the sight of their now magically enhanced princess. Midnight looked over his shoulder and smiled, turning back to Luna, a grin and bright blush on her face as she realized the reason for their reverence.

“Oh! I am so sorry, my friends! I didn't wish for you to see me like this yet. I wanted to reveal myself to you all together, before I showed myself to the rest of Equestria. This is my new form. Or should I say, a more true form of my real self. My powers have grown strong enough that I can now more accurately reflect them in my appearance. Do... do you like it?” Luna's tone gave Midnight a slight chill, sounding more like a nervous teenager than a cosmic deity. All at once, the crowd of ponies began showering her with words of praise, complimenting her on the various new aspects of her empowered form.

“I think that's a yes, princess.” Midnight added, gently bumping his shoulder to hers, coaxing a grin. For the first time since her return, Princess Luna laughed with other ponies. With Midnight near, it seemed to come so easy, the lost stallion never knowing where she had been for all those years, never knowing what she had done. But this was different, somehow. There was no hint of fear or uneasiness or worry from these ponies around her. They spoke to her with smiles and caring. It was a good feeling. Something the night goddess hadn't felt in a long, long time. Twilight, however, continued to pour over her recorded data, running over everything she had ever learned about earth, unicorn and pegasus pony development in her mind.

Finally, with a nod to the Elements and bow to his princess, Sky Shield took to the air and vanished over the top of the palace and back to guard duties. Soarin' and Spitfire noticed the rising of the moon and excused themselves, having to stick to their strict schedule the Wonderbolts had to adhere to. When only the Elements remained, Luna chose to finally get down to the original task at hoof.

“I was on my way to come see how Midnight's flight training was going, but I think I can guess by the presence of two Wonderbolts.” Luna raised an eyebrow to the stallion, who proudly spread his wings, exposing the bright, crimson feathers. With a few firm flaps, he displayed the simple but essential hover he had first learned in his guest room. Luna clapped her forehooves together in a mock-proper applause. “Oh! Very lovely, Sir Midnight.”

“I know, right?! This guy took to the sky with me, Fluttershy, Spitfire and Soarin' faster than any other pegasus I've ever seen! Hey, Twilight! How long do you think it'll take till he has magic mastered?” Rainbow Dash asked. The sudden !CRUNCH! of metal made the group jump at Twilight's measuring instrument suddenly compressed under a haze of purple magic, collapsing in on itself down to the size of an apple. The group looked at the purple mare in stunned silence until finally, Twilight answered.

“What is that supposed to mean, Rainbow? Do you know something I don't? Do you? DO YOU?!” Twi moved right up to her cyan friend's face, eye twitching with teeth gritted

tight. The pegasus shrank down under the crazed look of the mare, until she finally bolted back to her instruments and documents. With a purple flash, the materials gathered together in a large messy ball, floating behind her. “This is some kind of test... I KNOW IT! But I’LL FIGURE it out! I’ll FIGURE IT ALL OUT! The portal back to 'Human Land', this out-of-control learning curve Midnight has, ALL OF IT!!! YOU’LL ALL SEE!” Twilight galloped off through the garden, the mass of flying along close behind her.

“Um... was it something you said, RD?” Midnight asked. Rainbow just shrugged as she watched her friend disappear. Applejack sighed, rubbing her hoof to the side of her head. She knew what was the problem.

“Well, girls, I think Twi is on the verge of another obsession, again. Fluttershy, Rainbow, Pinkie Pie; I think y’all better come with me. We may needa talk her down from this like we did last time.” The two mares just nodded knowingly, getting up and joining their farmer friend as they all trotted after Twilight. “Congratulations on learnin’ to fly, young buck! See y’all later!”

“Yeah, Nighty! Great job!!! Catch ya later!” Pinkie gave a furious wave over her shoulder, sticking out in stark contrast to the delicate little wave of Fluttershy’s. Dash was already gone, having sped into the garden before all the others. Soon, they all disappeared into the garden, leaving Rarity, Midnight and Luna behind. The Fashionista let out a slight giggle, purposely drawing attention to herself.

“Oh, pay no attention to her, my dear. Twilight tends to get herself... flustered, especially regarding things she can’t fully comprehend, like you. No offense, but you seem to be taking to everything we’re showing you like a true, native Equestrian.” Rarity mused, looking him up and down. Midnight chuckled, feeling himself flush a bit at the praise.

“Thanks, Miss Rarity. But is she gonna be alright to teach me how to use magic? Now that I can fly, I can practice anytime. But I think I’m going to need quite a while before I got a good grip on magic.” Rarity turned away in a huff, turning up her nose.

“Why, Midnight, I can’t believe my ears! It seems that you have forgotten that I, too, am a unicorn! I simply can’t believe that you would think Twilight would be a better teacher than me!” Luna giggled, having caught on to Rarity’s fake offended tone. Midnight caught on as well. However, still acted as though he needed to apologize.

“Well, Miss Rarity, in light of Twilight’s little... episode, would you be so kind as to teach me in the ways of magic, tomorrow? Your expertise in this area of study would be greatly appreciated.” Spreading and flourishing his wings in a grandiose manner, the young stallion bowed, causing Rarity to coo in delight.

“Oh, very well! If there’s one thing I can’t refuse, it’s a handsome young stallion who knows the proper way to treat a mare. Alright then,” Rarity turned and trotted out of the garden to the nearest set of doors. She turned back, fluttering her eyes at him. “...I expect to see you bright and early tomorrow morning for your lesson. But not too early; I need my beauty sleep. Toodles!” The white unicorn disappeared down the dimly lit hallway, leaving Luna and Midnight alone at last. The alicorn walked over to him, nuzzling her neck to his, bodies pressed close, the simple gesture instantly relaxing the stallion.

“I am so proud of you, Midnight! I can't believe you already learned how to fly! And how did you manage to get Soarin' and Spitfire to break from their daily training to help?” Luna started trotting away from him, gesturing with a head turn for him to follow. He quickly turned and caught up with her, keeping pace on her side.

“They caught me before I fell to an untimely death from my bedroom balcony, that's all.” he grinned, expecting a little shock from her.

“Oh, that's good. I'd hate to have Dusty clean up such a big mess as a splattered stallion. All those feathers and such. Just... ew.” Midnight's jaw dropped as Luna giggled, bumping into him playfully. “I'm kidding, of course! Really, if it was still only just Fluttershy and Rainbow Dash, you would have been fine. Tia always tells me about Twilight and her friends whenever she gets a 'Friendship Report' from her. Really, I didn't have much to worry about.”

“Wait... 'Friendship Report?' What's that?” The two continued through the trees and bushes as Luna went about explaining to him the reason behind the Friendship Reports and Twilight's connection to Celestia and the role that the six Elements played in restoring her to her old form from Nightmare. Eventually, the pair came to a clearing. A familiar clearing with a small, pony-sized crater in the center.

“This is where I found you the other night. You were in a really bad state. I really thought you weren't going to make it. It took all my magic to keep you alive, and even then I wondered if you'd be OK. I would have hated if my first interaction with a pony outside the palace staff ended in him dying.” Midnight stopped at the crater, scratching the ground with a hoof. Luna hopped from one side to the other in a single graceful leap.

“Yeah, why is that? Why DON'T you go out now and interact with your subjects, now? You've been in the palace alone for long enough. I'm sure they all would love to get to know their night princess again.” Luna rolled her eyes and sighed, turning to continue her walk through the garden.

“You sound like Celestia, now. Really, I don't think the citizens of Equestria have any interest in me, anymore. I'm far better off just staying here and assisting Tia in her dealings with the nation.” Midnight bounded up and hovered above her, following close behind. Luna noticed this, taking to the air as well. Floating on her ethereal magic, she only used her wings ever so often to adjust her flight path.

“Well, sorry, but I think you're wrong, Luna. Your subjects DESERVE to know you. And I tell you what; if they get to know you at least half as good as I've gotten to know you in the last few days, they'll all love you.” Luna went to open her mouth in rebuttal, but stopped, considering his words. Then, with a sly smile, she responded.

“Alright, my dear Midnight. How about this, then? If you have the same luck with learning magic from Rarity that you have had with flying and learning to maneuvering on four legs, I'll try interacting with the populous. Sound good?” she said, coolly.

“I'll agree to that, only if you and I go out to meet them together.” He landed, this time

prompting Luna to follow him. Together, they came down at the edge of the garden, nearest the balcony to Luna's room. "I've been hoping to ask if I could go out into the city. You know; see how normal ponies live and all. But since you're considering going out now yourself, we might as well go together. So... how does THAT sound?" Luna giggled, batting her eyes at the young stallion.

"Why, Midnight. It almost sounds like you're asking me out on a date." His eyes went wide as he stuttered, trying to find words to discount the alicorn's words. Before he could answer, Luna quickly moved forward, pressing her lips to his in a sweet kiss. Immediately, Midnight's eyes closed as they rolled back in his head, the sudden tension of her accusation melting away as he relaxed from her touch. After a moment, she pulled away, leaving him to recover.

"I agree to your terms, my champion. If you can get a decent grip on using your magic by tomorrow evening, I will accompany you into the city for a day of interaction with it's ponies." She took to the air once again, this time using her wings instead of magic to hover over him. From this angle, in the darkening sky, Luna looked to him like a dark angel, floating in the heavens before she would disappear into the sky forever. Once again, he noticed the sweet smell of cool night air, brushing over his face with each beat her of her beautiful wings. "Rest well for the remainder of the evening, Midnight. You've earned it. I'm afraid I must leave you, now. I still have some minor duties as princess I must attend to before the day is done. I'll send Dusty up to your room to make you some dinner. Sleep well, my champion. See you tomorrow!" And with that, Princess Luna turned and took off into the night sky.

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Midnight flew up to his room, entering from the balcony doors. Just as Luna had said, Dusty had come soon after to receive his dinner order for the evening. Much to his surprise, he realized just how starved flying had made him. Pegasi must burn a LOT of calories keeping themselves airborne. He found himself almost drooling when Dusty started reciting off the various meals and specials the kitchen could prepare. Still unsure of what was considered god in this world versus his own, he simply told her to make him 'something big' to satisfy his newly earned appetite. After about twenty minutes, the earth pony mare returned with a variety of foods on a large serving cart. Again, there were various fruits and veggies. But this time, there appeared to be a dish very similar to eggplant Parmesan, which he ate greedily in several large bites. Along with that was a salad with lettuce, tomato and onion, sprinkled with olives and... grass? Oh, well. Ponies are herbivores, right? Surprisingly, the grass was pretty good. But perhaps the the biggest delight on the menu were a crispy little treat for desert that Dusty called 'Hay Fries.'

Needless to say, Midnight ate like... well, like a horse! He sat back on his bed after devouring the meal, full and satisfied. He was barely able to get up to move the ravaged cart to the hallway for pickup, but still somehow found the room to pack away a small plate of three of Pinkie's cupcakes that mysteriously appeared at his door. After every last bit of food was gone from the room, Midnight finally laid down for the night. The moon shined through his bedroom windows, casting a pale light on the floor. He never remembered thinking too deeply about the moon. In the city, you would be lucky to find a single star in the sky, let alone be lucky enough to catch a glimpse of the moon during your travels. But somehow knowing that

the moon above was there because Luna willed it there, he suddenly found a new appreciation for the satellite. He wondered just how many other ponies out there were looking up at the moon in awe right now. Did they even know anything about the beautiful mare responsible for raising and lowering it every night? Or were they still under the impression that Celestia controlled it? Did they even know that Luna existed at all...? The thought made him sad in a way he never felt before. Even though he was treated very well, being cooped up in the palace was getting a little stuffy. He could only imagine the way Luna felt, being in here since her return however many months ago. He NEEDED to learn magic tomorrow. If not just for himself, but for Luna. She needed to get out and start living again, to have her subjects know and love her again. The evening turned into the night, and Midnight grew more and more tired. Eventually, the pegacorn stallion eventually resigned himself to go to sleep. After all, Luna was right. He would need all his strength for the lesson ahead.

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“o/ Knock, knock, sleepy head! Time for your magic lesson! o/” a sweet voice rang through the closed doors of his bed chambers, gently waking the stallion from his slumber. Slowly, the door inched open, Rarity waving a hoof in to Midnight. “Are we all decent, this morning? Do you need some time to make yourself presentable?” Yawning, Midnight pushed off the covers and looked himself over, wondering exactly what she meant by that. Neither him, or hardly any other ponies in the palace wore clothes!

“Um... yeah, I guess. You can come in.” He got off the bed and stretched as Rarity trotted in, wearing a beautifully decorated saddle bag, seemingly packed to the brim with items. With a gentle gesture, the saddle bag floated off of her in a white aura and set on the ground near the bed. Rarity turned her attention to her eager student for the day and let out a loud gasp.

“Darling, I thought you said you were decent! What in all Equestria is wrong with you hair?!” Rarity said as she recoiled from him. Giving her a confused look, Midnight walked to the mirror and checked himself. Sure enough, his mane style was completely disheveled. The left side of his head had the hair pressed flat against it, while the left was sticking up in every direction but the correct one. He reached up to try to flatten it back down, but was quickly turned in a circle to the middle of the floor by an unseen force. “And your coat is absolutely a mess, and your tail! No no no no no! This simply WILL NOT do! I MUST correct this!”

Midnight sat motionless, too stunned to move as a flurry of items spun around him. From nowhere, pink spray bottle spritzed cool water at his head, while a heart-shaped brush worked it's way through his mane. “Close your eyes, please.” a sweet voice rang out from behind him. With little choice, Midnight complied, the sound of scissors snipping filling his ears. He squeezed his eyes tighter as the brush, and now what he guessed was a comb, worked their way through the bright crimson strands. The grooming items worked their ways down from the top of his head, around his horn and down his neck. “Now, stand up and spread your wings. Go on, now. We're almost done.” With a little reluctance, he complied, still holding his eyes closed. From the side of his neck, he felt what he assumed to be a brush slowly working it's way through the thin fur on his neck. After his neck was done, she moved to his sides, then his back between his wings, then finally his flank. As the brush made it's final run through his tail, he felt it was finally safe to open his eyes. “There, now. Good as new.” Slowly, Midnight

turned his gaze back to the mirror. He slowly walked over, amazed by his new look. His coat was now well groomed, and seemed almost to shine. His tail now was straight and trimmed, and looked to be actually... styled, if that was at all possible. His mane... hair... whatever, was amazing. The major differences in the lengths of the two tones of crimson were gone, styled and clean.

“Rarity... I look amazing! Thank you! Wow, I heard you had an eye for fashion, but dang.” The white mare just returned the grooming items to her bag, humming to herself with pride in her job well done.

“Oh, it's no trouble at all, darling. Seriously, it's as much for me as it is for you. I've wanted to do that since I first laid eyes on you. You DO have such striking colors, you now. I do love a grey coat with such a bright mane.” she said, flicking her own purple locks.

“Rarity, I just want to say thanks, before we start. With how amazing I heard Twilight was supposed to be using magic, I thought she'd more than happy to help me learn. But... I guess I did something to make her angry with me...” Midnight said, suddenly looking a bit dejected. Rarity walked over in front of him. She put her hoof under his chin and raised his eyes up to meet hers.

“Now, now, dear Midnight. Twilight is a very nice mare, and a very good friend of mine. And I know she would love to be here right now teaching you the proper way to use magic. But she is also very... fragile. She takes great pride in her scientific mind, and for the life of her, she just can't figure out how you're able to grasp everything we're trying to teach you so quickly.” The white mare trotted over to her saddle bags, taking out several small items with her magic, placing them on the night stand next to the bed. “When things don't make sense to her, she tends to obsess a little. As I understand it from the others, they had to 'talk her down' last night, as it were. She wanted to come here and experiment on you right in the middle of the night. Isn't that outrageous?” Midnight just gave her a worried look. “Oh, no, darling. They talked her out of it. Don't worry.”

“Too late.” he chuckled, prompting a very feminine giggle from the unicorn. She was rather pleasant to be around. Not too loud or fast or crazy, like some of her friends. But this lesson was still not underway, and Midnight was sure she would do SOMETHING strange by the time this lesson was through. No matter HOW good his hair looked. Wait... hair? “Um, Rarity? I thought you said 'hair' when you were working on my new style here. So...” he looked up at the few bits of crimson hanging before his eyes. “... is this called both a mane AND hair? I'm sorry, but there's still a few nuances of life in Equestria that I haven't covered yet.” The fashionista chuckled slightly.

“No no no, darling. 'Hair' refers a little more towards what you can style on the top of your head. Your 'mane' is more of what's on the back of your neck. Don't worry, though. I know of some ponies who still get the two confused. Anyway, let's get down to the task at hoof, shall we?” Rarity levitated a small, blue bottle from her saddle bag and placed it on the floor in the center of the room. She motioned for Midnight to come over to her and sit down, which he did. “Now, have you had any magical surges lately? Things moving around the room, glowing horn, strange headaches or noises?” The stallion shook his head.

“Nope. Nothing. Kinda the same way my wings wouldn't work. Wait...” he said, pulling away from her a little. “... you're not going to try to stimulate my magic by rubbing my horn, are you?” Rarity's eyes went wide as she gasped, covering her mouth with her hooves.

“CERTAINLY NOT!!! Why, what kind of mare do you take me for?! I would never...” She suddenly stopped, seeming to ponder something for a moment. “Well... at least not without dinner and a show, first. But, no, my dear. No 'Horn Rubs' for you. Instead, I want you to listen to me while I walk you through some exercises, alright?” The stallion nodded as Rarity faced the bottle, horn glowing. Effortlessly, the bottle floated up into the air, rotating in place, end over end. It suddenly stopped and floated back to the ground, the cork of the bottle staying in the air. As the bottle gently touched down on the ground, the cork dropped, landing next to it. “It's simple, Midnight. All I want you to do is to try to put the cork back on the bottle. Are you ready? Give it a try. I'd like to see your method.”

Midnight wasn't entirely sure what to do. It seemed simple enough; move the cork back on top of the bottle... with his mind. Alright. That only sounded SLIGHTLY crazy... Narrowing his eyes, he stared at the cork, laying there near the bottle. Still, unmoving. Stubbornly resistant to his efforts, the stallion now strained his eyes and doubled his focus, feeling a vein pulse in his head. His muscles tensed, and he could feel his heart beating faster, his vision blurring. Finally, Midnight had to stop his efforts, almost falling over from actually forgetting to breathe while he made his attempt. He stood there, panting and huffing as Rarity gave him a sideways look.

“Well, at least now we know what NOT to do. Now, watch me.” She turned her back to the bottle and cork, keeping her eyes on Midnight. With a slight glow of her horn, the cork rose up and turned in the air, capping the bottle once more. “You see, dear Midnight, it's not about forcing your will on an object, as much as it is using the magic inside yourself to move over and around it. Like a current of water, gently causing it to flow where you want it to go.”

“Wait... I... I have magic... flowing through me now?” The pegacorn asked, a little surprised and out of breath.

“Oh, yes. Magic flows through everypony and everything. What makes unicorns unique, and in this case, pegacorns as well, is that their horns can channel that magic to influence the world around them. Try giving it a try like that. Try to... FEEL the magic inside yourself. Then, move it up through yourself and aim it with your horn. Try this time to remove the cork from the bottle. I placed it on there ever-so-gently, so it shouldn't be a problem, even if you do manage to get it now.” Rarity took a seat once again beside him, waving a hoof at the bottle.

“Alright... let's try this again, without the aneurism this time.” Midnight chuckled, though only half joking. The stallion took a breath and sat down on his haunches, trying to feel... something. Anything at all, in fact, that he might classify as the feeling of magic. He imagined the cork in his mind. The light-weight material on top of the bottle, keeping in the clear, cool water inside. He imagined it rising, floating gently in the air. The cork rising... rising...

Rarity stared in awe as the bottle became slowly encased in a strange red light. It

trembled slightly, until the cork gently began to inch its way up off the mouth of the bottle. Then, the cork dropped, the bottle still glowing and shaking. Rarity felt drawn toward the bottle as it trembled on the floor. As the cork rolled away, a thin stream of liquid began to drift upward from the open bottle, collecting in the air in a growing, amorphous ball. When the container was completely empty, the ball of water rose higher, floating up now above Rarity, making the unicorn crane her neck to follow it. Midnight, now curious to see if his new efforts were bearing fruit, slowly opened his eyes, finding Rarity in front of him, mouth agape in amazement and eyes wide. She was staring up at the rippling ball of water suspended in the air. Quickly, her head turned back, looking at him in amazement. His concentration broken by her sudden movement, the water ball released, falling right on Rarity and splashing across her face.

“Oh, no! Rarity, I'm so sorry! I-I didn't mean that! Are you OK?” the stunned pegacorn said. Rarity just held up a hoof for a moment as she coughed and sputtered, shaking the excess water from her mane. She composed herself, quickly resuming her look of amazement.

“Oh, my... Oh... wow. How did you...? I mean... HOW?” She looked quickly back and forth between Midnight and the bottle. “Did you... TRY to pull the water out of the bottle, or was that just... an accident?”

“That was more like an accident, but... that was ME that did it? I really did do real magic? Me?” His face lit up, a look of pure joy creating a smile from ear to ear when the realization finally hit him. Rarity giggles slightly, then a little more. Slowly she broke into a loud, joyous laugh, running up to Midnight and placing her hooves on his shoulders, hopping up and down.

“YES! You did it! You found your magic! That's incredible! I knew you were something special, but I never would have DREAMED it was possible for you to catch on THAT fast!” Midnight joined her in her hopping, placing his own hooves on her shoulders and slowing her to a stop.

“Rarity... let's do some more! I wanna see what else I can do!” The white mare nodded, trotting around the room as she thought. He already knew the simple focusing technique, and that alone help him perform a very tricky feat of magic. A little clumsy, and completely by accident, but he performed it nonetheless. Then, an idea struck her, freezing her in her tracks.

“o/... Idea... o/” Rarity chimed, quickly trotting to the door. “I'm going to go get a few materials that I think we could use in your training, dear Midnight. I'll be right back. Oh, this is so exciting!” With a quick squeal, the fashionista bolted through the door and down the hall.

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Midnight continued to practice while he waited for Rarity to return. He had managed to get a decent grip on the cork, but somehow keep dropping it whenever he tried to move it more than a few inches off the ground. It reminded him of a stubborn crane machine game that would keep dropping the prize just seconds before it reached the trap door. After a short while, Rarity returned with a large mass of items following behind her in a white aura.

“I'm back, deary! And I brought a lot of toys with me.” She placed the various items all

around the floor, giving each type of item a good distance between the next. There were sewing needles, fabrics and threads, then several bottles of various sizes and shapes, a small collection of blocks that a child might play with and finally, a feather quill, bottle of ink and several small scrolls. "We'll find out exactly where your field of magic falls, Midnight. Even if it takes all day." The pegacorn smiled, looking over the objects laid out before him. He walked over to the cork on the ground, taking it in his mouth and placing it back on the bottle before moving both to the bed. He then took his old place on the floor, bowing to his teacher for the day.

"I think I'm ready to get down to business, Miss Rarity. Let's get this party started."

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"I guess I was just being silly, is all. I mean, hey; It's a little silly to think he'd follow the normal stages of learning flight or anything else a normal pony would. He is, after all, still a totally alien being, right?" Twilight walked from the kitchen with her friends, having just finished dinner. Applejack and Fluttershy flanked either side of her as Rainbow and Pinkie followed behind on their way back up their rooms.

"Ya got that right, pardner. I heard that he was trippin' all over himself before I got my hooves on em'. But he took ta my teachin' right quick. Why, I'd like to put him against Big Mac in applebuckin' sometime if I could. That'd be a mighty fine competition, I tell you what." AJ said, seeming pretty proud of herself for Midnight's progress.

"I think Midnight is just a really, REALLY fun pony, whether he's a real pony or an alien pony or a human pony or whatever he is! I NEVER met any other pony who could keep up with me like that! Well... maybe once, but that was a long time ago." Pinkie giggled and hopped down the hall, leaving the others to ponder her words before disregarding them as just another random Pinkie statement.

"Well, I'm still pretty impressed that he took to flying so fast. Even if it did take a wing massage to get him airborne!" Rainbow laughed as she spun in the air, Fluttershy turning a bright red below her.

"Rainbow, don't you DARE make fun of Fluttershy for that! Whatever it means to SOME ponies, Fluttershy did what she needed to do medically to help him fly. And I'm dang proud of her fer doin' it." AJ barked up at the cyan mare.

"T-thanks, Applejack. It was a l-little embarrassing, but it's something that needed to be done. The poor guy could barely make his wings twitch, let alone properly control them. I'm just glad I was able to help." Rainbow sighed above them, shaking her head.

"I know, Fluttershy, I know. I'm just teasing you, that's all. I wouldn't have been able to do it as gentle as you, that's for sure. And after all that, he DID get Soarin' and Spitfire to hang out with us. That was SO AWESOME!" Dash almost lost altitude as she squealed in delight, her friends ducking below her as they all continued down the main hall to the steps of the foyer.

"You know what, girls? I think I've been approaching this in all the wrong ways. I've

been looking at Midnight like some sort of mystery. I think when Rarity is done with him tonight, I'm going up to his room and I'm going to have a nice, normal sit down interview with him. Just a talk." All her friends present nodded in agreement, even Pinkie waiting for them at the steps of the foyer, bouncing in place. "I mean, heheh. He might have learned to walk and mover properly, and maybe even been able to grasp the concept of flight. But it's not like he's going to have some sort of magical breakthrough in a matter of hours, right?"

"Girls! GIRLS! Where are you?!" A shout rang from the upstairs hallway, heading towards the foyer. Twilight and the other Elements paused as Rarity reached the top of the stairs and quickly made her way down. "Girls! You have GOT to see this! Quickly, get the princesses here, as fast as you can! They have to see this too!" The fashionista trotted quickly in place, more flustered than any of her friends could ever remember seeing her. They stood in stunned silence for a moment, before the Rarity took off towards the Royal Court.

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Luna and Celestia sat in the throne room alone, considering the events unfolding in the neighboring kingdoms. The attacks, the raids the robberies plaguing so many other creatures at the hooves of ponies. Ponies that these other kingdoms believed were working under the orders of Canterlot.

"Is there any word from our embassy in the zebra nation of Savanna?" Celestia asked, almost to deep in thought to realize she even spoke.

"None yet. And Princess Cadance traveling through the Dragon territories hasn't reported anything, either." Luna looked out the windows of the large throne room to the south. They haven't heard anything from their young niece about any troubles in her travels of late, either. "With all the time she spends away from Canterlot on those good-will missions, you would think she'd have heard something."

"Perhaps it's better she doesn't. She is a nice young mare, but a bit fragile. I would hate for some hostile citizens of some foreign country to take their misguided rage towards Equestria out on her. I will contact her before I retire tonight and warn her to keep on guard." The sun regent stood up, feeling the full weight of her position bearing down on her shoulders. It was only a day or so ago that the only problem she had was an upstart human-turned-pony. But with the potential for these incidents to escalate into something much more serious, she felt rather silly for allowing him to bother her at all.

The two alicorns made their way down the platform with their thrones, their hooves echoing through the huge empty room. As they made their to the exit, they were almost bowled over by a blur of white bursting through the doors. Rarity paused just before hitting the two, giving the quickest bow either of them had seen in a long time before going into some semblance of an explanation.

"Princesses! I-I'm sorry to barge in like this, but you simply must see this! It's Midnight! He's... well, you just have to see for yourselves!" With that, the unicorn ran back out of the room, passing the rest of the Elements as she made her way towards the foyer stairs. The mares simply looked at each other knowingly, turning to follow the startled pony back up the stairs to witness whatever event had left her in such a state.

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The group managed to catch up with Rarity as she made it to the top of the stairs on Midnight's floor. Though held in high regard for her fashion sense, the elegant unicorn was not widely known for her athletic abilities. As they made it down the hall, they saw several maid ponies, carrying scrolls, ink jars and buckets of paint.

“I brought him several different sets of items, hoping to find something that would catch his interest, kind of 'jump start' his abilities, the way fashion did for me!” The group rounded the corner, passing several maid ponies carrying several rolls of unused scrolls and what appeared to be blank books. “He did manage to get a fair grasp on moving solid objects around. But then he tried to use a quill. It didn't work like he wanted it to, but he did manage to do... something else!” As they approached the room, they found the open doors crowded by several guards and maids. As they parted to allow entrance to the room, the Elements and alicorn sisters finally saw the amazing scene inside. “This... is what he's been doing ever since.” Rarity waved a hoof, presenting the pegacorn to the group.

All around the room were scrolls, easels, and large stretches of canvas. Pinned up to the walls, across the floors, in large piles in the corners. All around the room were used items of record keeping, spent and discarded after use. In the middle of the room, a charcoal-gray pegacorn stallion worked on another piece of art, several bottles of paint floating around him. Hearing the arrival of several sets of hooves, he stopped and turned around.

“Luna! Celestia! Ladies! Welcome to my breakthrough!” he said, standing on his hind legs and throwing open his forelegs to the group. The mares just stood in silence, looking to the pieces of art that littered the walls and floor of the room. All around were paintings of lakes, forests, buildings of every shape and size. There were paintings of planets, stars, constellations and natural formations. Works of art of so many shapes and sizes, they had trouble wrapping their minds around them. “It just kinda... happened! Apparently, I must have been some kind of artist or something in my human life! Just LOOK at all this!”

The group slowly strolled into the room, still looking around at the works of art around them. Luna looked at Midnight, her curious look speaking to him without a word. “Here, here here! Look at... this.” A slight glow of his horn enveloped a jar of black ink on the floor. The other jars of paint floated to the ground as a large blank canvas floated before him. “Here, ladies. Watch this.” Silently, a thin tendril of ink began to rise from the open mouth of the ink jar. The canvas floated closer to the jar as the tip of the tendril touched the blank surface, leaving a thin line. In a matter of moments, the canvas was covered with a fairly accurate outline of a pegasus pony in mid-flight. “It all just kinda CLICKED! I've been drawing and writing EVERYTHING I could remember from my life back home!” Midnight pointed to several places around the room, describing them as he did. “That's a bunch of buildings from the city I lived in, and those are some landscapes and bridges and such. And there! THOSE are SONGS! Hey, guess what; I KNOW SHEET MUSIC! That's just a FEW of the songs I remember! It's like the floodgates opened and everything just came FLOWING OUT!”

“Midnight... this is unbelievable... I mean, I never... oh, wow...” Luna took a few steps forward towards him, still unable to take her eyes off the brilliant works of art all around her.

Getting closer, she noticed several small splotches of paint all over his coat. She marveled at the detail in some of the painting around her.

“HA! Luna, this is only SOME of the ideas of I've had to put down on paper! Now that I learned to do this, I can finally show all you ladies the world I came from! But hey, guys! Look at... THIS!” Midnight pointed behind them with his hoof, pointing to the wall next to his bed that was previously out of their sight. The group of mares turned, their mouths dropping open at the sight. On the large canvas was a creature, something unlike anything any of the mares(save for one) had ever seen before. The creature stood on it's two back legs, looking as though it was the natural position for it. On it's hind feet were something like boots, but smaller and more form-fitting, black and white in color with a white circle. Around the the creatures hips and flank were a blue material, loose-fitting with a chain hanging from the one side. Overhanging slightly over the blue article of clothing was what appeared to be a red shirt with a strange logo on it, looking like a black check mark. The creature's forelegs were crossed across it's chest, a leather strap around the fetlock of the one limb and a chain bracelet around the other. Another small chain hung from the neck of the creature, ending in a strange amulet hanging down. The face of the creature was flat, a small, beak-like feature just above the mouth. It's eyes were straight forward, indicating it was some type of predator. However the ears of the creature were small and fit closely to the side of it's head. The mane of the creature was black and short, cropped closely to the head and half hidden by a strange looking hat that seemed to only have a brim over the face.

“Midnight... what... what in the world is THAT...?” Celestia asked, pointing slightly up to the picture. She already knew the answer, but asked to cover her own flank. The mares looked at the young stallion artist responsible for the picture, finding a slight blush forming as he grinned, unable to meet their gaze.

“Well... heh. That's kind of a... self-portrait. Ladies, that's me as a human.”

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“Whoa there, Grimdark! We're here.” Klokwerk called down to his large canine friend. The line of trailers and the carriage they were attached to came to a stop just inside a clearing on the edge of the forest. Just beyond the treeline was the open field that lead to the capitol city of Canterlot, the destination of the two shady characters.

“Aw, why stop here, Klokwerk? I wanna go to Canterlot, already.” The large wolf growled out, stretching his back as he slipped out of the harness around his neck. The earth pony stallion was about to answer when a loud roar crashed in the bushes a few yards behind them. Bits of wood and dirt flew up from the blast as Grimdark moved between it and his pony friend, shielding him with his massive body. “What the hay was that?!” the beast snorted out. His pony companion just laughed, patting him on his side.

“I think you'll be surprised when you find out, Grimmy.” a female voice chimed out from the fiery mess in the overgrowth. Slowly, two ponies, one stallion and one mare, made their way out from the fire into the clearing. The direwolve's eyes lit up as it charged towards them, tacking the stallion.

“Crash! Burn! Oh, it's good to see you guys, again! Where have you been?!” The wolf

beamed as he began licking Crash's face, causing the stallion to gasp for breath as he tried to force the great beast off of him. His sister just laughed at her brother's plight as Klokwerk approached behind her.

“Burn, my dear! Such a pleasure to see you and your brother again! How have the both of you been?” he asked, extending a hoof to her. She placed her hoof in his, allowing him to give it a quick kiss.

“Why, Dr. Klokwerk, I do swear. You're the only stallion I know who knows how to properly treat a mare. Crash and I have been just fine. How are you and little Grimmy doing, these days?” the mare cooed.

“Very well, my dear. I assume you're here under master's orders, as well? Any idea what he has planned?” Klokwerk asked, noticing Grimdark finally crawling off of Crash, allowing the large pegasus to finally stand up.

“Heya, Doc. Yeah, we left Ponyville a few days ago and have been making our way here ever since. You two haven't seen old Tumbler around, anywhere, have ya?” The large stallion asked.

“No, my friend. But that's the best part, you see; she's in the palace, right now! She's working right under the princesses' noses, and they have no idea!” The two stallions laughed, Grimdark suddenly grabbing all three ponies together in a tight embrace, causing all three to gasp.

“This is GREAT! The whole gang is gonna be together, again! Just imagine the damage we're gonna do when we get word from the boss!” He let them go, allowing them all to catch their breath. “Soon, Tumbler will join us, and we'll finally be able to give that pretty little city a visit. I can hardly wait!” Klokwerk chuckled, placing a hoof on Grimmy's shoulder.

“I agree, my fine, furry friend. Soon, we will get our orders, and the master's plan will be in motion. When Tumbler joins us again, 'The Killjoys' will be complete once more.” The lights of the city shown through the leaves of the trees in the clearing, shining in the eyes of the group as they looked on towards their target.

“Trust me, my friends; as soon as we get the word, Canterlot won't know what hit it.”

As much as I love the show, I'm kinda glad season 2 is over. Just because I don't have to worry about contradicting some fact about the MLP:FIM universe. I touched on Cadance a little bit, and will some more in the future, but I now have everything I need to finish writing this story! yay! anyways, comment, like, favorite and watch your little hearts out, bronys! I'll see you in 'Solo Flight', the next exciting chapter of...

STAR CROSSED!

Flying Solo

Wow, 2 for 2! think I got a good stride going, getting these last 2 chapters out only a week from each other. I'm gonna try to keep this up, or maybe get them out sooner if possible. Anyways, I had a lot of fun writing this first half of this chapter. hope y'all enjoy it!

Chapter 14

Flying Solo

“HA! THAT'S YOU, NIGHTY?!” Pinkie rolled on the floor in a fit of laughter, unable to control herself as she looked up at the portrait. Fluttershy and Rainbow Dash hover in front of the picture, seeming to scrutinize it deeply. Applejack rooted through some scrolls on the floor with Twilight still sitting on her haunches, mouth agape at the incredible works of art before her.

“Midnight... you... I...” Twilight struggled for the right words, now feeling more astonished than frustrated with the young stallion. “You did all this since... this morning?”

“No, deary, he did all this since about half past noon. Now, I'm not really one to brag, as you know, but I give credit to my teaching method for this.” Rarity giggled, trotting around the room and examining the many works before her. “I demonstrated to him my sewing and designing methods, and how magic could make it all just so much easier. And after a few gentle nudge in the right direction, our young friend made a breakthrough! A few hours later, and Midnight turned the entire room into a regular art gallery!”

“And that's not all!” Midnight said, bounding over to a pile of scrolls on the floor, lifting and unrolling several with his magic. “Songs! Dozens and dozens of songs from my world. I racked my brain and wrote down as many songs as I think ponies would like as possible. Princess Celestia, I'm donating them as a gift to Equestria! It's the least I can do for all the kindness you and your subjects have shown me since I arrived.” Pinkie jumped up and gave him a hug, bouncing in place.

“That's so incredibly, super-de-duper nice of you, Nighty! OHH! I gotta see if you have any good songs I could use at any my parties! Well... if I could, Princess?” Pinkie looked towards Celestia, who gave her a grin and a nod, prompting the party mare to dive into the pile, head first.

“I must say, dear Midnight. I am very impressed. Such detail... so many colors.” Luna mused looking over the painting of Midnight's human self. She artist strolled up beside her, ears down and nervous.

“You... don't think I'm some sort of weird, freaky monster now, do you?” Luna turned in shock, then gave the pegacorn a tight hug. The rest of the ponies present stopped and stared for a moment at the princesses curious action.

“Absolutely not, Midnight! You're still the same amazing you that we've all come to know over these last few days. Simply showing us your human self this way changes nothing.” The stallion breathed a sigh of relief, bringing a foreleg up and returning the hug to Luna. One by one, the other mares in the room turned their eyes to Celestia, standing expressionless and silent behind the two as they showed their affection. The sun goddess cleared her throat, Midnight and Luna releasing each other as they realized they may had just shown more than the appropriate about of affection towards one another.

“Um... hey, ladies? Maybe we should give Midnight and Luna some privacy. You know, so they can... discuss... things.” Twilight, now snapped back to coherence, recognizing the seldom seen expression on Celestia's face as one of deep annoyance. Without much resistance at all, the Elements made their way out of the room one by one. Dash had scooped up Fluttershy from the air and jetted out of the room. Rarity left with a little coaxing from Twilight. Pinkie finally popped her head up from the large pile of song scrolls, looking around at the emptying room.

“Hey, where are we going, girls?” Applejack walked around her, grabbing Pinkie's tail in her teeth and dragging her backwards out of the room.

“C'mon, sugarcube. I'll explain back in our rooms.” Pinkie nodded, then quickly scooped up several scrolls in her forelegs before they were all out of reach.

“OK. Bye, Nighty! See ya later!” Pinkie craned her neck as she disappeared around the corner, leaving Midnight, Luna and a very angry looking immortal, all-powerful, ethereal sun goddess in the room alone.

“Sister, I-I just-”

“Stop, Luna. You can leave the room, as well. Midnight and I have some things to discuss.” Celestia's words froze Midnight's blood in his vanes. Luna just looked back and forth for a moment between Midnight and her sister. With a sad look, Luna turned and headed the doors, silently mouthing the words, 'I'm sorry' as she exited the room. As soon as she was clear of the doorway, the double doors slammed shut, leaving the pegacorn and alicorn alone in the room. The sun goddess simply sat before Midnight, who was trying his best to keep from visibly trembling.

“Midnight... how are you?” Celestia asked with a grin. Across the room on the night stand, a tea kettle on a serving tray began to whistle, causing the stallion to jump. Surrounded by a white aura, the kettle poured it's contents into a delicate tea cup, which in return floated over to the princess. “Oh, don't mind that, dear Midnight. I can control the sun. Heating a kettle from across the room is literally nothing for me.” Midnight looked at her, his fear increasing slightly. “Anyway, how are you sleeping?”

“Oh... I've... been sleeping... well. And, um... you?” he asked, not sure what to say or how to respond. Celestia let out a soft giggle, taking a sip from the floating cup.

“Oh, pretty well. Last night was very restful, but the night before that, I had a bad dream.” Midnight calmed down a little more, starting to relax. This was a bit strange, but not so bad.

“Oh. I'm sorry to hear that, Princess.”

“Yes, yes. A bad dream like that one we spoke of in the hallway the other night. Outside of Luna's room. You remember; the dream that only seeing my little sister could help me get over?”

“Oh, yeah. I remem-”

Midnight could feel his heart just... stop. She knew... oh, sweet, merciful God in heaven above, she knew. His eyes popped wide open as his blood ran cold. She knew, and this was it.

“Mmm-hmm.” Celestia hummed in positive response, taking another sip from her teacup. “I needed to see my sister like I did that night. But when I went to visit her, I found that she already had a guest. Why... just imagine my surprise.” All the while, the princess remained calm and unreadable, gingerly sipping her tea as Midnight began to sweat. As he began to feel dizzy, the stallion had to forcible make himself breath again. Unsure if it would even make a difference now, he opened his mouth to respond.

“Well, p-p-princess... I just.... I mean, I... um...”

“Yes... dear Midnight?”

“Princess Celestia, I-I-I swear, on my honor, that I-”

“Oh, stop! Just stop, before you even begin to try to convince me of anything.” Midnight shrunk down where he sat. Celestia placed the cup on the floor, sighing as she rubbed her temple, a familiar throbbing just below the surface. She walked over next to Midnight, laying down before him and gesturing for him to do the same. He quickly plopped down, never taking his shaky eyes off of her.

“Midnight, I'm going to speak to you in a very real, straight-forward way. If I believed for even one second that there was any real threat from you towards myself, my sister or any of my ponies, I would have had you whisked away to the deepest , darkest part of our dungeons the moment you woke up. I finally have my sister back after a thousand years, and Equestria is currently experiencing it's longest stretch of peace ever. So believe me, I would do anything to defend that.” Celestia spoke to him in a tone he had yet to hear her use since hi stay in the palace. Straight-forward was right; the princess, thought coming across as a little cold, made perfect sense. She was, after all, in charge of the safety of countless lives under her care.

“So... you perceived me as a... threat?” he asked, strangely feeling less threatened as they continued.

“A potential threat, yes. You have to understand, though. You said it yourself; you're not a creature native to Equestria. You're a human, somehow manifested in the body of a pony. I have ways of knowing if a being in my presence is telling the truth, and I know you are.”

“But then, why allow me anywhere near Luna? If you thought I might turn on you and

be dangerous, why did you allow her to help me?" Celestia let out a long sigh, staring into Midnight's eyes, her gaze reaching down into his very being.

"Because in helping you, I saw that Luna found a way to help herself. She was always a quiet soul. Even thousands of years ago, she kept to herself. Only when the influence of Nightmare Moon came upon her did she even stop talking to me. When she finally did return, she was sad, of course, but she still talked to me. Recently, she had been more and more recluse. I once again feared that the dark, lonely feelings that transformed her before might once again steal her from me. Then... you showed up. You were an unknown. Somepony that knew nothing about her past sins. I believe that by helping you, she found something inside herself that she had lost. But more than that... I believe Luna had found a friend." Midnight leaned back, Celestia's expression turning from stern resolve to one of a calm peace. The tense, driven look in her eye was gone, replaced by warmth and kindness.

"So... I really did all that for her?" Midnight asked, feeling his heart rise.

"Yes, you did. She even challenged my authority over you. When you had your duel with Prince Blueblood, I thought you were finally showing your true colors. I decided to keep you sequestered in your room until we could figure out what to do with you. But Luna pleaded with me, begged me, in fact, to forgive you. Her wish was so sincere, I had little choice but to adhere to it." Midnight opened his mouth to speak, but Celestia raised a hoof, silencing him before he could start. "Don't worry. She explained the entire ordeal. You're not in trouble. In fact... the lengths at which you went to defend my sister show me that... she means a great deal to you, as well." Midnight blushed, turning away slightly from the princess.

"Does it really show, that much?" the stallion asked, timidly. Celestia stretched her foreleg out, touching her hoof to his.

"Midnight, she responds to you and your affection in a way she just cannot for me. She's finally learning to participate with other ponies again, and she's learning how to live again. As much as it pains me to say it... I was... wrong about you." Celestia nearly choked on the words as they left her throat. This being... this HUMAN... was saving her sister. He cared for her. He truly cared, and she... cared for him, too. "I'm... sorry, Midnight. I was suspicious of you based on what you were, rather than WHO you were, and that was wrong of me. I just hope this doesn't change your opinion of me TOO much..." The young stallion grinned and breathed a sigh of relief, now realizing that he was no longer in danger of being banished to some far-off planet or celestial body.

"No, Princess. I understand. You were just trying to be a good leader, and a good big sister. And you are right, unfortunately... there are a lot of nasty humans where I come from." The stallion looked away, ears flattening to his head. "If the tables were turned, and you found yourself in human form on my world, claiming to be a pony, you'd be locked up for being crazy. That's kind of what I expected here. But I do mean it when I say that I owe you and Princess Luna my life. And I mean it now when I say that I fully intend to pay you back for your kindness someday." For the first time, Celestia gave a sincere smile to the young stallion. He stood up and moved closer, the two ponies joining in a genuine embrace. A moment passed, the two let go, standing as they began to make their way to the door.

“So... that dream you had the other night? It was about the banishment, wasn't it?” Midnight asked. Celestia hung her head, confirming the pegacorn's intuition. “She's not mad, you know. And it wasn't your fault.”

“I know Midnight. It's just that it still hurts a little to think of all that time lost. But thank you. It's good to hear that from somepony other than Luna every now and again.” She reached the door and turned, once again facing him. “Anything else, young Midnight?” The stallion grinned, rubbing a hoof against the back of his head, looking a bit nervous.

“Well, heh. Just, if you could, tell Blueblood I'm sorry for beating him up. I'd hate to have an angry God walking around, bearing a grudge against me.” Celestia looked at him, confused. Suddenly, she covered her mouth with a hoof to stifle a growing chuckle.

“My dear Midnight, Prince Blueblood isn't a God by any means. Why, he has trouble getting himself dressed in the morning!” the alicorn laughed.

“But... but isn't he your nephew? I mean I though...”

“Midnight, Luna and I are the only sisters each other has, and neither one of us has any children. Oh, my... I guess I can let you in on the little secret.” Celestia sat down before him once more, making sure the door behind them was closed.

“About three hundred years ago, I commissioned the creation of the Royal Canterlot Halls of Higher Learning. It was a school to teach complex crafts and skills to ponies who found their destinies required further study. The very first graduating class had a unicorn student that was very interested in writing a book detailing the daily running of Equestria. In particular, this student had developed a very particular interest in me.” Celestia blushed, prompting a grin from Midnight. “His name was Inkwel, and for more than a month, he was my shadow. He followed my time in Court, hearing arguments by various ponies on so many things. He learned my daily routine, my meals... he was the first pony in centuries I even spoke to about Luna. Needless to say, we became close friends. And then, since we were friends, we became...” the princess giggled to herself. “... something more. Eventually, as all ponies must do, he grew old. We never married. He simply wouldn't hear of it. He thought he was more valuable to Equestria as a diplomat or representative than a king. And when he finally passed away...” Celestia felt a hoof on her shoulder, fighting back the single tear forming in her eye.

“He was a great stallion. However, many others in his family were not. I never clarified our relationship to the public, mostly to protect him. But his relatives took advantage of our relationship, using it to declare themselves favored by the princess. Thus, they started calling themselves royalty, giving themselves titles of princes and princesses. Out of respect towards Inkwel, I never denounced them.”

“So... Blueblood is a decedent of Inkwel? THAT'S why you put up with him?” Celestia nodded as Midnight's jaw dropped. To think, that arrogant jerk was a blood relative of a stallion sweet and noble enough to be worthy of a princess.

“Afraid so. I probably should denounce him, but it would ruin the business affairs of his entire family, wiping them out. He's annoying, but not THAT annoying. Not yet, at least.

Well, if you'll excuse me, Midnight, I have to get back to some important matters of state. Oh, Luna?" Celestia opened on of the doors to the bedroom, allowing Luna to stumble in, almost losing her balance. "Did you get everything? I know it's hard to hear through a closed door, even with your ear pressed to it." The night princess giggled nervously, straightening herself as she blushed at being caught so easily.

"Tia! You... you knew I was there?" Celestia giggled at her little sister as she left the room.

"Of course, Luna. I knew you couldn't help but be worried about him. But don't worry. We're done here. Midnight could tell you all about our talk later. Right now, you and I need to make some preparation." Luna got her bearings and joined her big sister in the hall, pausing for a moment as Midnight followed. "Midnight, I would like for you to practice your flying and magic for the rest of the night. You know your own limits, so exercise caution when doing so. We don't want to see you hurt now, do we, little sister?" The sun goddess gave Luna a wink and a grin, causing her to smile, ear to ear, signifying her knowing and acceptance of the special bond between the two.

"Alright, sister. Midnight, I'll see if we can talk later, alright? Good luck practicing, alright? I'll see you soon." Luna bound over to Midnight and gave him a quick nuzzle and hug, whispering in his ear. "And I'm looking forward to our outing tomorrow..." With a quick peck on the cheek, Luna returned to her sister's side, the two trotting down the hallway.

"I hope I'm making the right choice." Celestia thought as she trotted next to her sister, a bright smile on the younger mare's face. The moon goddess had a pep in her step that the sun regent had hardly ever seen, and it was in no small part due to Midnight. This human-pony may have started out as an uninvited guest in their lives, but had turned out to be a blessing in disguise. Luna had taken quite a shine to him, and in turn, grew herself, as both a mare and a princess. "He truly seems to care for her. And he never yet shown any aggression towards anypony. Well, Blueblood doesn't count. Everypony want's to deck him at least once." The princess giggled internally at the thought. Perhaps she truly had misjudged the poor fellow. Perhaps, just maybe, she could learn to call this being, Midnight, a friend as well.

Finding himself alone in the hall once again, the young stallion decided to take the good advice, and practice his newly acquired skills. These power taught to him by the Elements were amazing, far beyond anything he had ever imagined, or even hoped for. Luna was right; he really SHOULD work on developing these new skills. "Alright, Midnight," he said to himself, turning back to his bedroom and looking through the open balcony doors. "... time to put this horn and these wings to the test."

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From her position above the open balcony doors, Tumbler could hear everything. The overconfident prissy unicorn coaching the clueless pegacorn in the ways of magic, ethereal theory, focusing tricks. It was pathetic. She had half a mind to drop down in the room and take them both out. This observation assignment from Master was SOOOOO boring!!!

The highlight of the morning came when Midnight had his breakthrough. At least there was something to look at, now. With the invisibility spell that Master taught her firmly in

place, she dropped down on the balcony and entered the room. There were so many scrolls and ink bottles and paint cans flying about that she thanked her lucky stars that she took a few years of dance class early on in life. Otherwise, the outline of a mare covered in paint floating in the room might have bred some difficult questions, to say the least. If only that time in dance class wasn't marred by the memory of being outshined by... HER! No, Tumbler had to focus. Navigating the mess around her was top priority. And she had a job to do.

The jester mare sat in the corner, stock still as Celestia poured her heart out to Midnight, explaining herself and admitting her feelings over the last few days. This was seriously juicy stuff, and master would be pleased to get this report, for sure! When they finished, the two left the room, leaving her alone. Quickly, Tumbler rooted through the nearest plie of scrolls, hoping to find something, ANYTHING of interest that might make her report to Master more interesting. She turned, looking up at the large painting of Midnight's human form hanging on the wall.

"Hideous... that handsome young stallion used to look like, THAT? That's just... ew." she thought with a shudder. She took another look around the room in despair. There was just too much to go through. She wouldn't find anything to interest her master in this mess. The mare began walking to the balcony to leave the way she came in, when she heard something behind her that froze her in place.

"Oh, hello there. When did you come in?" From the doorway, Midnight reentered the room, finding a black and red suited unicorn in his room, standing at the far end. "Miss... are you alright?" The jester quickly turned, perching herself on one hind leg, the other recoiled back in a striking position while her forelegs were held high above her head. Midnight, through across the room, pulled back and partially hid behind the door. "Whoa, Nelly! Sorry to scare you like that, but it's not everyday that a clown appears out of nowhere in your bedroom."

"Hey, I'm not a clown! I'm a jester. There's a big difference, you know." the mare said, dropping back down on all four legs. This was a problem; she was to remain unseen, and hadn't counted on him returning to the room. She expected him to follow Luna and Celestia, but now, her mission was compromised. She would have to think fast to keep from having her true purpose discovered. "I'm... sorry. I was trying to pull off a new trick, when I fell out of the window in the room above yours. I managed to catch the balcony on my way down. I'll leave now." she said in her most forlorn sounding voice she could muster, trying to make her way to the doors.

"What?! No, hold on a minute. Just sit down. Are you alright? Did you hurt yourself? Do you need to see the palace doctors or anything?" Midnight, asked, guiding away from the door and back to the bed. Tumbler thought for a moment if it would just be easier to knock him out and make her get away, but decided to air on the side of caution, instead.

"N-no, I'm fine, really. Hey, I think I heard of you; Midnight, right? You're the stallion that Princess Luna found the other night, crash-landed in the garden, right?" Tumbler asked, knowing full well who he was.

"Heheh. Yep, that's me. Sorry, I didn't catch your name, Miss...?"

“Tumbler. Just Tumbler, no ‘Miss,’ thanks. But hey, you’re something of a celebrity around the palace now, you know. All the guards think you’re just awesome for trouncing BLueblood the way you did. Really put that pompous jerk in his place.” Midnight tried not to smile too much at this. But at the same time, he couldn’t help but feel a little bad. Seems the Prince just wasn’t liked by ANYpony.

“Yeah, well... I’m usually not that easily irritated. Just had a bad day that day, that’s all.” Tumbler noticed the way he shied away from the talk about violence, a little surprised. He seemed so GOOD at it, from what she saw. Maybe he just didn’t like to fight. It was then that Tumbler got an idea. A wickedly, wildly sinister idea. An idea that would make her Master proud...

“Hey, Midnight, is it true what ponies are saying about you and Princess Luna? I’ve heard some interesting stories.” she said, grinning behind her mask. The young stallions eyes went wide and a lump formed in his throat.

“W-wh-what? What are ponies saying about me and Luna?” he asked, trying not to sound panicked. It was one thing to maybe fall for a pretty mare while he was on this world; they were all nice to him, and he had to admit, they were all pretty cute, too. But if his origins got out and it was known that Luna was falling for him, it could make some serious political trouble for her.

“Oh, nothing. Just that you’re going to go out together through Canterlot tomorrow. The guards are all talking about it, and how they’ll have to escort you two around the city. Apparently, they think it’s a big pain. It’ll be a lot of extra work for them. Unless...” she said, placing a hoof to her chin, as if pondering something.

“Unless...?”

“Unless, you and Luna go out together alone, just the two of you!” Tumbler hopped up from the bed, forelegs high in the air. “She’s a super-de-duper powerful alicorn! She could EASILY cast some spell on the two of you to make you both look different. You could go out and have a great time, without bothering any guards!” Tumbler hopped around the room, trying to make her idea sound like the best idea in the world, playing as though she was really excited. Her smile behind her mask stretched from ear to ear when she saw Midnight’s face.

“Yeah... YEAH! That’s a BRILLIANT idea! We could go in disguise, and no pony else will be the wiser! We could go to a restaurant, or maybe catch a show, or go through the marketplace... I’ll have a real, honest-to-goodness DATE with Luna!” The ideas raced through Midnight’s head, the possibilities already making him want to run out and take Luna to town right now.

“Hold on there, lover boy. Have you even BEEN to town, yet? I mean, since you’re new to Canterlot, and all.” He was playing right into her plan. She only had to string him along just a little bit more. ‘Come on, human-pony,’ she thought. ‘just follow my lead...’

“Midnight, maybe you should, you know, scout out the city a bit? You want to know where you’re going to take the Princess, right?” Midnight’s face lit up, then quickly changed to a more serious look.

“Ahh... no can do, Tumbler. I promised Luna that we’d see the city for the first time together. I can’t go into the city without her. I made a promise.” the stallion said, with no shortage of pride. The jester glared at him from behind her mask, but remained undaunted.

“How about you just... do a fly-over? A pegasi-eye view of the city, for areas of interest? Then, you and her can still go together, and it could still be the first time.” Tumbler nodded vigorously, still trying to sell her idea. For her own plan to work, he needed to buy this suggestion.

“Hey... that’s a really good idea, there. I’ll scout out where Luna and I will go tomorrow, and be able to practice my flying at the same time! Thanks, Tumbler. I don;t suppose you could help me practice magic, too, huh?” he said, half jokingly. The jester gave her best fake giggle, the bells on her hat jingling as she shook her head.

“Well, I’d help you with your magic, but I have a full day’s work ahead of me. It’d be done already, but I’ve just been playing around all day, and now I have a TON to catch up on!” she said, walking upside down on her front hooves toward the door. Suddenly, she hopped back upright, bounding over to Midnight. “OH! But I know a PERFECT place to try out magic without anypony else around to bother you. Or, you know... get hurt if you mess something up.” She wrapped a foreleg around Midnight’s shoulder, pulling him close to whisper in his ear. After a moment, she released him, reaching up with both forehooves to hold his face.

“Now, don’t tell anypony else about my secret spot, OK? I go there whenever I have the time, and I don’t want a ton of litter around next time I go, alright?” With a grin, Midnight sat down and placed a hoof to his chest, holding the other in the air.

“I promise, Tumbler. Scout’s honor.” The mare didn’t know what that meant, but, knowing it must have meant something to him, decided to throw in another request.

“And, could you not tell anypony else that I ‘dropped in’ on you? I’m really not supposed to be doing any really dangerous stunts on ledges or out of windows like that.” The stallion nodded, placing a hoof on her shoulder.

“I promise that, too. Just be more careful next time. I’d hate to see a nice mare like you get hurt, alright?” She had to keep from laughing at this foalish creatures gullibility. “Well, I’m off to scout the route of my date! Thanks again, Tumbler! Maybe when I get back, we could do some magic training together!” He ran to the balcony, spreading his wings wide. “Shut the door when you leave, alright? See ya later!” And with that, Midnight burst out of the balcony doors, and took off towards the city.

No sooner than Midnight leaver her view, that Tumbler ran over to the night stand. Not even using her magic, she grabbed the tea pot the pot from the stand and smashed it on the floor. Quickly, she smashed the remaining bottles and cups on the floor, making a large puddle of assorted liquids in the middle of the room. Falling on her knees, she removed her mask and focused her magic. The window spell required intense concentration, and her master needed to be alerted of this turn of events immediately.

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“... why don't you just kill me and get it over with...?” the mare asked weakly. The dark creature looked down on her, feeling full and satiated from his feeding, still licking his lips as his victim shuddered and sobbed.

“Oh, come now, darling. All things in time, you know? Believe me, it will happen. Just not yet.” he hissed, giving off a deep, throaty laugh. Wiping the small amount of magical residue from his maw, he turned and from the poor pony in her rusty cage, heading toward the stairs. “Besides, don't you think you deserve all the pain I can dish out? You said time and time again that you don't deserve to live, remember? Just consider this... justice, for all the wrong you've done.”

“This isn't.. justice. This... this is torture. Destroying me... would be justice... I don't see why you're keeping me alive,... anyway.” she said through ragged breaths. The mare tried to stand, but faltered, landing on the floor of the cage with a heavy thud.

“My dear, this is all a part of my master plan. Trust me; when all the pieces come together, you'll get your wish to be destroyed. I promise you that. First you, and the princess, and then all the rest of this pastel colored world.” The beast slithered up the stairs, making his way to the door at the top. Though her eyes were still blurry and full of tears, the pained mare found the strength to raise her head, just enough to look towards her captor.

“You monster... you stay away from her! She's done nothing to you! Do you hear me?! Don't you DARE TOUCH HER! DO YOU HEAR ME?!” Though ignited by her pain and rage, the mare's words fell on deaf ears. He paid no attention to her cries, or the rattling of her cage, or the pained screech from said cage as she tried to break free. The creature simply opened the door and stepped through, leaving his victim to writhe in pain and frustration in the dark of the dungeon below.

Navigating the halls of his lair, the monster made it back to his throne, worm eaten and rotten as it was. The viewing mirror was dark, only reflecting the horrible visage of himself as it usually did when no magic was applied to it. He wondered what to view, now; Canterlot, Ponyville, perhaps Appaloosa? The campaigns in Althea and the diamond dog mines were over, so what else was there? Just as he was about to pop another severed unicorn horn in his mouth from his snack bowl, the mirror flickered. Then, sparked. Suddenly, the mirror swirled and bubbled, the image of his number one spy appearing before him.

“Tumbler? Why, hello, my dear! What brings you to my humble abode? A little early to be making your report, is it?” he mused. Then, he noticed her mask was fully removed. A look she very seldom wore by choice.

“Master, I have great news! I tricked Princess Luna's new pet project into leaving the palace!” she said with great pride. The monster only raised an eyebrow in indifference, causing the mare to cringe.

“Leave the palace, you say? Explain.” he said, wrapping his talons on the armrest of his broken throne.

“W-well, as I mentioned earlier, he defeated Blueblood and learned to fly. And as ordered, I leaked the news of Blueblood's battle to the local paper, spreading the word about

this Midnight to further hinder their relationship. But today, the human-pony learned to use magic, as well! He's gained great favor with BOTH princesses now, and has taken to the skies over the city right now to practice his flying skills."

"Hmm... interesting, but not entirely useful, my dear. I hope this isn't the only reason you've contacted me and risked my discovery." he growled. Quickly, the jester mare shook her head.

"Oh, no, master! I wouldn't do that if it wasn't very important to our goals! Master, I remembered how you said you would like to meet this human-pony. Despite my best efforts, he spotted me, but believes I am just another member of the palace staff. We talked casually for a while, and to further help his efforts to practice his magic, I directed him towards... the clearing." The creature sat in silence for a moment. His talons continued to wrap against the armrest of his throne, sending a nervous chill down Tumbler's spine. Would he be pleased with her actions? It was still too late to tell. Slowly, she could hear the beast giggle. Then, he broke into a full, uproarious laugh, pounding his tail on the ground with his head flung back.

"Oh, Tumbler, you evil-minded little minx! That is just Brilliant, with a capitol 'B!' I knew there was a reason why I decided to make YOU my deep-cover spy! Remind me to put a little extra something in your pay, next time!" The jester just gave him a sideways look, her head tilted.

"But, Master... you don't actually pay me anythi-iiING!" The evil mare was cut off mid-sentence, a taloned paw reaching through the puddle and grabbing her by the collar of her outfit. "M-m-master...? W-what a-are you...?"

"Oh, Tumbler, I wouldn't DREAM of letting you miss out on the FUN I'm going to have when I meet this 'Midnight Blaze' face to muzzled face! Come, my dearie! We gotta see a pony about a princess!" The puddled bubbled as the creature drug the jester mare down into it. With a flash and hiss of steam, the mare was gone, leaving only broken bottles and the smell of sulfur behind.

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The city, thought seeming quite large from his balcony, was even more vast than Midnight imagined. Though careful not to travel too close to the ground, he could see the various goings-on of the citizens as they went about their end of the day routines. The cafes and restaurants were bringing in their tables and chairs from the outside dining areas. Street vendors were shutting down their stands and harnessing them up to take back home. The Royal Guards even seemed to be getting ready for a shift change, large groups of them meeting and talking amongst themselves in different areas of the city.

Suddenly, and strong downdraft sent him into a sharp descent, forcing him to quickly compensate, flapping his wings hard to fight against the winds. Then, a stronger updraft, working with him to elevate him high into the sky, zooming past a cluster of clouds. "Whoa! Spitfire was right; those up and down drafts will kill ya if you're not careful! Glad I was able to adjust before I lost it." The stallion drifted slowly through the mass of clouds, looking down on them as a thought came to him.

“Dash said there was an entire city in the clouds, made and populated entirely by pegasi. So, pegasus ponies have to be able to walk on clouds, like that book on pony biology said. Now... let's see if a pegacorn can walk on clouds, too.” Midnight thought, circling several large, flat looking clouds, looking for the most likely candidate to land on. Near the end of the cluster, he spotted a relatively flat, broad strip of cloud. Cautiously, he made his approach. With wings broad and wide, he hovered a moment, gently lowering himself. Then, brought in his wings and... promptly fell right through the cloud. Quickly, he spread his wings once more, catching himself and swooping back up above the cloud, giving it a dirty look.

“Whoa! Alright, ‘Nighty,’ that didn't work. Wet's try that again, once more with feeling.” Once again, he tried to land. This time, he decided to imagine the cloud as any other regular piece of dirt, hard and solid beneath his hooves. Much to his surprise, the mental exercise worked. He brought in his wings, finding himself standing, albeit shakily, on top of a white, fluffy cloud.

“Oh, wow... I really did it! HA! So pegacorns really CAN cloud-walk! I guess Rainbow was right.” Suddenly, without warning, his good mood vanished as quickly as it came. His own words hit him with a weight he never imagined they could. He identified himself as a ‘pegacorn.’ Not a human, not a human-turned-pony. He called himself a pegacorn.

“I've been here almost a week. Damn... a week without caffeine. A week without artificial sweeteners or saturated fats or high-fructose corn syrup, nicotine, tobacco or aspartame. Heh. A week without internet porn.” He laughed at himself at the mention of the last vice, plopping down on the cloud. He hung his forelegs off the edge, looking down on the quieting city far below. “Almost a week without almost getting run over by a taxi, or smog, or waking up the sound of gunshots in the night, or looking over my shoulder as I walk the streets at night. No sirens heading off to an arson or a murder. No newspapers or eleven o'clock news reporting rapes or muggings or drug busts. No drunk drivers killing whole families and walking away from the scene of the crash unharmed.”

He looked down at his hooves. The same hooves that used to be hands. He'd never unlock all the achievements in Halo with these babies. But something that seemed only a week ago to be the most important thing in the world, suddenly didn't matter at all. He found he didn't miss video games or TV. Trying to dress in the best designer fashion was a pointless pursuit, now. Going out of his way to look cool and impress others he WANTED to be friends with now seemed... childish. Or as the ponies of this world would call it, foalish. In fact, thinking back on it now, did he even miss his old world at all? Since he started his stay in Equestria, was there ever a time he felt anguished and tormented that he was stuck here, with NO real way to get himself back home? Try as he might, Midnight couldn't think of one time he did. That was another thing... ‘Midnight.’

He remembered now everything about his old world. Facts and figures, points of interest around the world, famous people throughout history. Songs and books and movies and games and television shows. Everything, and everyone. Everything and everyone, that is, that wasn't he or his family. THAT was one subject, unfortunately, that was still a total blank. But then again, why would he even need to remember? This new world, perhaps, was a second chance. Try as he might, he couldn't remember ever doing anything substantial or meaningful in his life on his old world. Every cloudy memory of his past was of school, passing friends,

girls who never gave him the time of day, untrustworthy adults... but no real accomplishments. No big games won, no scholarships, no ribbons or trophies.

“It’s like I wasn’t meant for that world.” he sighed out, feeling a bit depressed. “Maybe... maybe my appearing here in Equestria is like... the universe, correcting some great and horrible mistake it made. Maybe I was born in the wrong dimension or world or... whatever.” He turned and looked at his rump, pondering what is ‘special talent’ might be. He didn’t have a cutie mark, yet, and apparently was well overdue for one by his age. Also, being an extremely rare pegacorn made him stand out a bit, too. “Alright, so my lot in life in this world might not be perfect, either. But if those are my two biggest problems, I think I’m doing pretty damn good for myself. Maybe, just maybe...” he thought, grinning at the premise he now had in mind. “... maybe I’ll ask Luna and Twilight to just... not try so hard to find me that spell back home...”

He stood up on the cloud, feeling the snow-soft fluff beneath his hooves. The sun was quickly reaching the horizon, prompting him to be on his way. If this world was anything at all like his old one, there might be some weird creatures out at night. Looking around and determining his position, he assumed which way might be south-east. “I better get to that cliff side Tumbler told me about before Luna raises the moon. I don’t wanna freak out the guards by sneaking back into the palace in the dark.”

Much to his surprise, the ‘hidden’ cliff Tumbler told him about was easier to find than he thought. The area was about the size of half a football field, littered with patches of flowers and lots of rocks, varying from pebbles to cinder block size. This would be a perfect place to practice magic. Focusing on a hoof-full of rocks, he hovered them in place, horn glowing in a magical light.

“Alright, let’s get this party started...”

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“I’m bored.” the large, dark-furred wolf huffed. From the top of lead cart, the earth pony, Klokwerk, sighed from under his purple top hat.

“Oh, put a muzzle on it, Grimdark. You know we’re supposed to wait for Master’s orders. Why don’t you go kill something, if you’re so bored.” he said, waving his hoof in the air in no particular direction. The direwolf sniffed the air, then looked over at Crash, who preening his wings.

“Hey, Crash! Wanna go...”

“Nope. Absolutely not. I don’t eat meat. Herbivore, remember? Go hunt yourself.” the large pegasus mumbled out as he worked through his wings with his teeth. “I gotta be ready at a moment’s notice when we get Master’s orders, and I’m not scaring little critters out of the underbrush for you.”

“And I’m not starting another fire to do that, either. Why don’t I just give you a belly rub to relax, you big fluffy, wuffy wolfie?” Burn giggled, trotting over to the beast. With a flicker of magic, the direwolf levitated up and turned in the air, landing on his back. The

unicorn mare hopped up on his belly, rubbing the bottom of his rib cage with her forehooves. Grimdark's back left leg started twitching and running on its own, his tongue lolling out the side of his open mouth in sheer joy.

"Oh... yeah... Burny..." the wolf groaned out. Klokwerk just shook his head in annoyance as Crash laughed at the huge beast acting like a small, innocent puppy. "Forget Master's orders... I could lay here and do this all day... Hey, Burn... your hooves feel a littel sharp. You should get a ponypedi when we raid Canterlot... ow. Ow... OUCH! Bur..." Grimdark opened his eyes, finding Burn standing on the ground in line with his gaze. He quickly turned his head, noticing a large, taloned paw scritchng his belly, the smiling face of his master looking down on him with a grin.

"Aww, what was that about forgetting my orders, my good Grimdark?" The direwolf's eyes shot open wide, pushing himself backwards away from the horrible visage of his master. He got to his feet and quickly bowed, joining the rest of his comrades, already bowing before their great leader.

"Master! It's great to see you, again! How goes the plan? Everything in order? We're ready to move at a moment's notice, as you know." Klokwerk chimed, grinning to assure his master of the team's readiness. The creature strolled back and forth a few times, scratching his chin as he peered up off into the sky.

"Hmm... yes, yes. I know, Heir Doctor. But there seems to be something I'm forgetting... what is it... OH, YES! HERE it is!!!" The 'Master' clapped his paws together, one on top of the other, raising the top paw to reveal a checker-board suited unicorn mare in his palm. "I brought you all a gift!"

"Tumbler!" the group yelled, much to the surprise of the jester. Tumbler looked around in surprise, not immediately sure where she was. Finally, upon seeing her fellow warriors, her face lit up, hopping down from her master's hold.

"Guys! Oh, I can't believe it! You're all here!" she said, running up and throwing her forelegs around Crash and Klokwerk, the two ponies closest to her. Grimdark and Burn joined the in before they all caught themselves, their master examining his claws while he waited for them to compose themselves. The group all released each other from their embrace, falling back into formation.

"Alright, now that we're all deliriously happy... maybe we could get back to the task at hoof. Or, hand. Or... whatever." he said, walking past the group towards the overgrowth. The five companions looked at each other, then rushed to their hooves to follow him. Easily following the path their Master treaded flat through the bushes and overgrowth, they all came to a stop, just behind him. He turned, grinning as he motioned them closer with a single claw. "Come, my little minions. We have a guest." Through the thick foliage and overgrowth, the five creatures spotted a charcoal-grey stallion with red wings and mane. All around the pony hovered rocks and twigs of different sizes, spinning and arranging in the air around him.

"Master... it that the one you mentioned? The pony that the princesses saved?" Burn asked. The creature grinned, fangs giving off a gleam in the fading sunlight streaming through the overgrowth.

“Yes, it is... Midnight the human-pegacorn. He’s the one wild card I never factored into my scheme.” The Master stood up, slowly making his way to the wide open area where the stallion was performing, pushing his way through the trees and brush.

“Master, where are you going?” Klokwerk asked, ready to follow. The beast only held up a paw, giving him a backward glance.

“It’s alright, my minions. I’d like to do this alone. I think it’s time I saw just how powerful this ‘Midnight Blaze’ really is...”

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“Alright, circle...” Midnight said aloud, the collection of rocks forming a near perfect circle before him. “Nice. Now, this time a square...” The rocks responded again, this time in the shape of a square. He had been doing this for a while now, slowly adding more rocks or twigs, making faces and images from the dust and debris around the large cliff. “Alright... let’s do a little offensive magic, this time...”

The rocks and sticks formed into two large separate collections in the air on either side of Midnight. One by one, the larger sticks broke, the ends forming into points. Using some of the bigger rocks stuck in the ground as markers, the stallion sent the sticks flying like mini-missiles into the ground. Once the few dozen sticks were spent, he went to work on the rocks. Targeting the sticks speared into the ground, Midnight managed to break almost every stick on his first attempt, smashing them with the rocks fired off at high speed. However, after all the sticks were smashed, there were still a few rocks remaining. Deciding to try aiming for individual trees, he launched rock after rock into the woods, again with almost 100% accuracy. The last rock, however, was an exception. The golf ball sized projectile hit the desired tree, but then ricocheted off into the woods, resulting in a loud !BONK! from an unknown source.

“OUCH!!! What in the hay was THAT?!” a voice cried out from the green. Midnight cringed, realizing that he was not only alone, but that he may have just seriously another creature. He took off in a gallop for the trees, searching desperately inside for the pony he had hit.

“I’m sorry, I’m sorry, I’m sorry! Are you alright?! I didn’t mean for that! I’m so sorry!” the pegacorn couldn’t apologize enough, hoping that whoever he hit would be forgiving. The pegacorn, however, stopped dead in his tracks, eyes wide as the creature he struck walked out of the forest.

The first thing he noticed was the sheer height of the thing. This... animal, or whatever it was, easily stood at least four or five feet taller than Celestia, already giving him an imposing presence. The thing’s face was longer and thinner than a pony’s, but still somehow distinctively equine, reminding him a characterized version of a horse from his world. On top of the creature’s head, however, were two very mis-matched horns; the left being black and crooked, like a gazelle’s and the right being thick and ‘L’-shaped, similar to that of a bull. The neck of the thing was covered in grey fur and black spots, almost exactly like a hyena, if not for the fact that it was almost twice as long as it would usually be on the canines. Half way down the neck were, much to Midnight’s surprise, ARMS, equally mis-matched in keeping

with the standard theme of this creature. The left arm was muscular and scaly, reminding him something of a dragon's foreleg. The right arm seemed to be equally strong looking, but was gray and dark, with claws on the very human-looking fingers, appearing to be a warped version of a human arm. The creatures... it's FRONT legs, were those of a powerful bird, complete with sharp talons and colored dark brownish-red. The body was feline, appearing to be from a large lion. On the beasts back were a set of wings, as different as the arms of the thing were; the left brown and furry, looking like that of a large bat, the right green and leathery, again, distinctively dragon-like. The back legs were both pony, that much he could tell. However at least twice the size as that of any stallion he had seen so far, and covered in a navy blue coat. The tail was thick and dark green, with a row of spiked trailing down both the left and right sides, just like an alligators. But the most striking feature on the thing was it's eyes. The left eyes was a thin slit, vertical like a snakes, and the right eye pale blue, like a wolf. Every piece of this thing was larger and more intimidating than it would be on the animal that it came from, making this creature

“Excuse me, my good pony, but is this your rock? I seem to have caught it... with my skull.” The creature was definitely a male, judging by the voice. He sounded young, perhaps not much older than some of the royal guards in the palace. It reached down into the brush, picking up the very rock Midnight had fired a few moments ago, then leaned down to show him a very noticeable chip in his one horn.

“Oh, no... I'm so sorry, sir! I-I thought I was alone out here! That's why I flew all the way up here to practice magic! A-are you alright?” the pony asked, ears folded back. The creature rubbed his horn with his clawed fingers, closed his eyes and tossed the rock over his shoulder.

“Eh. I'll live.” With it's hands behind it's back, the creature casually strolled towards the cliff, stopping and laying down, facing Canterlot far in the distance. Midnight was puzzled. He had just hit this thing in the head with a rock, but it barely seemed bothered. The pony trotted over beside the thing, admiring the view right along with him.

“Are you sure you're OK, mister? I feel just horrible about that.” Midnight looked down at his hooves, feeling as though he should be in some kind of trouble for that misfire. His attention was drawn by a shadow creeping across the ground. The creature now had it's arms folded across it's chest, but was holding up one of it's forelegs to Midnight, the palm of his paw open.

“The name's Bedlam, son. No 'Mister,' just Bedlam. And I come out here for a reason not too different.” Midnight placed his hoof in the open paw, feeling Bedlam take it in a firm, but gentle grip and shake. “What's your name, my fine gentlestallion?”

“Um... Midnight. Also, no 'Mister.’” he added, a low chuckle coming from the centaur-like Bedlam. “Are you sure you're alright?”

“Oh, don't worry about me, Midnight. I'm a fast healer. Besides, I couldn't stay mad at a relative of the princesses, now could I?” The stallion looked at him, not quite understanding his meaning. It must have been obvious on his face, as Bedlam then motioned with a talon at his wings and horn, insinuating he was an alicorn.

“Oh! You think I’m...? No no no no, sorry. Heh. I’m just as mortal as any other pony you’d meet. Just not at common. I’m actually a pegacorn.” Bedlam nodded his head in understanding.

“Alright, I see. You’re a very rare breed, friend. Almost as rare as me. Sorry for the confusion. My mind is just pre-occupied with other matters at the moment, that’s all.” Bedlam went back to staring at the city below, the sun shining in his mis-matched eyes. Midnight couldn’t help but give the creature an odd look. He definitely wasn’t like anypony he’d met, yet.

“What’s your reason for coming up here, if I might ask?” Bedlam took a long, deep breath, holding it a moment before letting it go, ever so slowly. He looked over at the pegacorn with a grin.

“Why, to admire the view, of course. Canterlot is a beautiful city, is it not? Just look at that architecture, the layout of the streets and markets. Not to mention all the history behind it all. And what a melting pot of creatures. Ponies, diamond dogs, griffons, changelings, buffalo, donkeys... a central meeting point for all the races of the world, living and working in harmony.” Bedlam sighed, looking over his claws. “But also to clear my head. I have something important coming up, and I hope to find someone, but it looks like I’m just going to have to go ahead and start without him. I probably could find who I’m looking for if I went down into the city, but I suppose I’m a bit too strange to casually walk down the street. I usually don’t go down there, anyway. My kind is very rare around Equestria, indeed.” Midnight looked him over once again from head to tail. His kind? What in the actual hell was this guy, anyway. He recognized unicorns and pegasi immediately when he saw them. He even knew what a griffon looked like. But for the life of him, he just couldn’t put his hoof on what kind of creature this Bedlam was.

“Well... what’s your ‘kind,’ Bedlam? I’m really sorry, but I just don’t think I’ve ever seen your species before. Is this other creature you’re looking for one of your own kind?” Midnight asked, hoping the subject of race wasn’t taken as seriously and hostile in Equestria as it was on his world. But the creature just laughed, patting him on the back with one of his powerful paws.

“No, I suppose you wouldn’t, now. That’s alright, I don’t mind. And yes, the one I’m looking fore is the same species as me.” Standing up, the beast stretched his back, wings fully extended out as his arms reached for the sky. He opened his mouth wide in a yawning roar, exposing a mouth full of sharp teeth.

“My dear Midnight, perhaps you might know who I’m looking for. He’s my younger brother. His name is Discord, and he’s a draconequus, just like me.”

Please return your seats and tray tables to their full and upright positions. Ladies and Gentlemen, we have just lost cabin pressure. The villain finally steps out of the shadows! How will the Princesses react to this new visitor to Equestria? Who sis this poor mare already in his clutches? Will Canterlot survive the coming storm of CHAOS? Find out next time in 'The Human World', the next exciting installment of

STAR CROSSED!

The Human World

(sigh) I ALMOST made it 3 weeks on time. Sorry, guys. :(I actually had the chapter finished, but read it over to see how it sounded and, honestly... not my best work. I deleted it and re-wrote like, half the chapter over again cause I thought I dropped the ball the first time. It was a pain, but I'd rather give you guys material of a better quality than quickly thrown together crap in large quantities. anyways, I know what the next chapter is going to be from start to finish, so it should get done faster. so... sit back and enjoy!

Chapter 15

The Human World

Midnight scratched the back of his head with a hoof, trying to call the name to mind but drawing a blank. "I'm sorry, Bedlam, but I never heard of him. And I definitely never heard of a draco... whatever it was you said you are."

"Draconequus, my boy. We're a very distant cousin of the chimera, and very rare, so I don't blame you if you never heard of us. Why, I only know of six other draconequus besides myself, and they're all my brothers and sisters." Bedlam stood up, shaking his head, the thin fur of his neck rustling slightly in the breeze. "Anyways... It's about time I headed off. I have big plans in motion, and they demand my personal attention." He paused for a moment, looking over the charcoal-grey stallion. Midnight stood up, extending a hoof to the towering creature. He looked down on the pegacorn, a little surprised, then gave him a warm grin.

"Well, good luck with that, Bedlam. Nice meeting you." Midnight said with a smile. The draconequus took his hoof, with one of his paws this time, and gave it a hearty shake.

"Thank you, my boy. Nice meeting you as well. Have a good evening." Bedlam spread his mis-matched wings and took off slowly towards the forest. Just before he disappeared over the tops of the tall trees, midnight gave him one more shout.

"Good luck finding your brother!" As the creature vanished, Midnight turned back once again to the city below. The sun was very near the horizon, now. It wouldn't be long before the princesses raised and lowered the sun and moon. Maybe I'll head back now... maybe I'll even.. A thought suddenly popped into his head, causing him to quickly gallop toward the cliff. "If I make it in time, maybe Luna and Celestia will let me watch them do their thing!"

Spreading his wings as he leapt into the open air, Midnight caught a good updraft, sending him off at high speeds back toward the palace. With the low sun shining bright in his eyes, he quickly flapped his wings as he made his way home.

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The large commingled creature set himself down in the clearing, his minions rushing

back through the growth to meet him. Sitting on his haunches beside the lead carriage of Klokwerk's convoy, he materialized a milkshake in a fancy glass, complete with a cherry on top. Inserting a straw in the mix, he took a long sip, the glass holding the milkshake disappearing up the straw as the cool ice-cream concoction remained in his paw, solid and in one piece. His followers just sat before him, each wondering about his actions but not one wanting to be the first to bring it up.

"Um, Master? I think I speak for all five of us when I say... we're confused." Klokwerk managed to timidly stumble out in his usual proper manner. Bedlam raised an eyebrow, tossing the solid-liquid of the milkshake off into the forest, resulting in a loud explosion.

"Yeah, why didn't you rip him to shreds?" Grimdark asked, the rest of the group backing away and cringing at his brashness. Their master only laughed, walking over and patting the large wolf on the head.

"Why, my dear, sweet little minions... he's of no consequence, that's why." he chimed, suddenly floating just above them around the clearing without using his wings. "Think about it; First, he's new to the whole 'magical, flying pony' thing, so he's too green to really be a threat to us. Secondly, he's good friends with all the Elements of Harmony, the Royal Guards AND both princesses. Next, eliminating him now would draw the attention of WAY too many prying eyes. And finally, he has NO idea whatsoever of his own origins! Which I find just PRICELESS!" the draconequeus yelled, breaking into a loud, uproarious laugh. The five warriors just looked at each other, wonder what their master meant.

"Um... master...?" Klokwerk asked. "Midnight's 'origins?' What do you mean, exactly?" Bedlam placed the pinkie of his paw to his chin, rolling his eyes. He pulled back his arm, a razor-sharp claw suddenly springing from each digit of his paw. Swinging his arm, the claws all seemed to sink into mid-air, little sparks flickering around them as he clung to the spot in space.

"Oh, never mind. It would take just TOO long to explain it all right now. Just know that Mr. Midnight Blaze won't be a problem to us. Tomorrow, you can dispose with him at your leisure." Swinging his arm in a wide circle, Bedlam's claws sliced the air in a perfect circle, the image in the energy circle falling in like a cut-out piece of paper, Bedlam's dilapidated throne room displayed through the newly formed portal. "His little date with Luna tomorrow couldn't have complimented my original plan better if I set them up together, myself! At sunrise tomorrow, I'll return and give you all your final orders. Tomorrow, the sun rises on a happy, peaceful Equestria for the last time." Floating through onto his throne, the draconequeus waved back at his followers through the closing portal with a wicked smile.

"Sleep well, my warriors, for tomorrow, we raze Canterlot to the ground!"

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Midnight ran through the palace, looking for anypony who could answer his question, preferable one that was a regular to the palace. Sure enough, galloping through the guest level, he ran right into Dusty. Literally. The earth pony maid was finishing up her daily rounds when the pegacorn rounded a corner, crashing right into her supply cart, resulting in mini-explosion of spray bottles, mops, brooms and toilet paper. Midnight flew end over end, landing sitting

straight up, his horn inside an unopened roll of paper towel. Dusty wound up flat on her belly, a mop splayed over her face. Pulling the still-wet strands away from her eyes, the maid pony quickly scrambled to stand up.

“Midnight?! You nearly scared me out of my fur! What in the world are you doing?!” she asked, shaking the cleaning supplied off of herself. She turned and began picking up the items spilled across the floor from the crash. The stallion responsible removed the paper towel roll from his horn, levitating it around Dusty a few time till she paused and stared, turning back towards him in surprise. “Midnight, are you...? Since when did you learn...?”

“Since this morning. Pretty cool, huh? Anyways, please allow me, my dear mare. I made this mess, and I’ll take care of it.” With a flash of magic from his horn, each of the cleaning items strewn about the hall began to glow, floating in a circle above the cart. One by one, the mops, brooms, bottles, towels and other items flew back into place as Dusty sat still, jaw hanging open, so surprised at Midnight’s skills that she didn’t even notice him magically adjusting her mane and placing her hat back on her head.

“Thank you, thank you!” Midnight said with a bow. Dusty pushed her jaw back up as he came closer. “Really glad I ran into you, Dusty. Do you know where the princesses are right now?”

“Um... They’re up in the... main parapet, getting ready to do their daily duties. They should be starting any mi-“

”THANKS, DUSTY!” With those words, Midnight disappeared down the hallway in a blur of grey and crimson, ruffling the curtains and hanging painting as he went, leaving a silent, very stunned Dusty behind.

“Wow... he can fly AND use magic, now?” she thought aloud, placing her forehooves back on the handle of the cart. She laughed quietly to herself as she started back down the hall. “It’s no wonder why Princess Luna is falling for the guy.”

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The celestial sisters were on their way to their places on the top of the parapet, each to overlook the countryside. Celestia to face her low-hanging sun in the west, and Luna to face the darkening skies far to the east, their usual positions for the summoning of magic necessary to move their charges into place for the evening. Luna had been ready for a while now, having raced to the top of the palace’s tallest tower, and actually had to wait for Celestia to reach the top. When the older sister reached the top, she found her younger sis ready, bright smile on her face as she greeted her.

“Taking your time, Tia? C’mon! Let’s get this over with! I have things to do, you know?” Luna joked, eliciting a smile from her usually serious sister.

“Oh, do relax, little sister. We still have a few moments to go. Midnight’s not going anywhere.” she said with a sly smile, causing Luna to blush. “Oh, stop that. I know you like him. And it’s clear you like him, too. I’m just teasing.” Celestia extended her wing and swiped it over Luna head, messing her mane a bit. The moon goddess shook her head, making it fall

back into place as her big sister took her place behind her.

“Princesses! Wait! Wait a minute!” The two alicorns paused for a moment as a male voice rang up from below them. Suddenly, a grey and red streak burst up from below, stopping and hovering above them, the young stallion slowly lowering himself onto the parapet beside them.

“Midnight? Is everything alright?” Celestia asked the pegacorn. The stallion took a second to catch his breath, still not quite used to flying so fast.

“Oh... yeah, Princess. I just wanted to ask your permission for something, that’s all.” Celestia smiled at his nodding in response.

“Ask away, young Midnight.”

“Well... I just wanted to know... do you allow... ponies to watch as you and Luna move the sun and moon?” he said, sheepishly. The two sisters looked at each other and smiled.

“Well... not usually. Twilight has seen me do it plenty of times, but not the other Elements. I don’t have a problem with it, do you, Luna?” The moon princess nodded with a grin, much to the joy of the stallion, causing him to hop up and down a few times. “Alright, alright, Midnight. Just take a seat over near the edge and relax.”

Midnight took a spot near the edge of the parapet, turning to the two princesses. From his position, he had an equal view of both the sun near the horizon in the west and the darkening sky to the east. The sisters took their places, facing away from each other towards the respective directions of their charges. Spreading their wings, they began to flap slowly, gaining height as a small, flickering aura of magic formed around their horns. Their eyes both slowly shut as they rose up, matching each others moves in a graceful, ethereal ballet, summoning forth the magical energies required to consciously move the two huge astral objects. Since this morning, Midnight could feel the flux of magic from all round him, even from within himself, being drawn toward the two immortal ponies, making him feel both very impressed and very small at the same time. Together, the sister’s eyes shot open wide, now a glowing bright white, causing Midnight to squint and look away to the west. His jaw dropped at the sight before him. The sun, red and dying at the end of it’s day, moved. Sinking at a speed faster than he had ever thought possible by an object so big, the pegacorn watched as it disappeared below the horizon. Quickly, he turned his view to the east, just as a soft, white glow began to form over the mountains. It continued to build, until finally a solid, white orb rose up, finding it’s place above the land. He looked up at the two alicorns before him, their auras slowly fading as they began to lower back to the ground. Folding their wings back to their sides, the sisters shook the remaining sparks of magic from their bodies, allowing the last of the unused energy to scatter to the wind. Midnight sat, jaw hanging open and eyes wide as the two mares faced him.

“Well...” Luna said. “... what do you think? Was that what you expected?” Midnight raised a hoof to speak, but paused. Without a word, his eyes rolled back in his head, the stallion falling flat on his back, passed out.

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“I can’t believe you fainted! That is the funniest thing I’ve seen a in... well, ever! And coming from an immortal, that’s saying a lot.” The two ponies strolled along through the royal garden, Luna playfully ribbing Midnight over his reaction to her power. From under his blush, the stallion gave a shy smile.

“Yeah, yeah. Go ahead and tease the new guy, I get it. But that was just TOO incredible. I mean, that was probably the most beautiful thing I’ve ever seen in my life. And you do that with Celestia every dusk and dawn?” The princess giggled, bumping her rump against Midnight’s as they walked through the stone sculptures and marble carvings that went on through the large open area.

“Yes, every dusk and dawn. And I’m truly glad you liked it. After doing it for so long, raising and lowering the moon can become too routine at times. The fact that you liked it so much kind of reminds me of what an honor it really is.” The two continued through the statues and carvings, Luna almost taking on a role of a tour guide, explaining the various displays, giving a brief history of each. As they rounded the corner, a strange statue came into Midnight’s view. The thing somewhat reminded him of a Chinese dragon, long and thin with a mane, a beard and a set of horns. However, this was different than the rest of the works of art in the garden. The stone image seemed almost out of place, alive in a way that the rest of the stone effigies were not. Luna seemed preoccupied at the moment, sniffing at some delicate looking night-blooming flowers. Just as Midnight was about to ask her the history of the strange statue, he was interrupted by the gentle patter of hooves running up the walkway.

“Princess Luna?! I NEED to speak with Midnight, immediately!” Twilight yelled as she ran towards them. The stallion turned away from the odd statue to meet the mare as she came running up to him and Luna. The purple unicorn stopped, panting as she reached her target. “Midnight! I’ve hit every mental wall, was blocked at every turn and I’ve had enough. Every route I’ve tried to take to find out how you came to our world had resulted in a dead end. Every option exhausted and ruled out. Every option, that is, except you.” Luna and Midnight looked at the flustered unicorn, then back to each other. Suddenly, from down the walkway, a gentle thundering of hooves rose again, the rest of the Elements arriving in search of their manic friend.

“Oh! Dreadfully sorry, Princess! We’ve been trying to calm her down for a while now, but-” Rarity started to explain. Princess Luna merely held up a wing, quieting her before she went further.

“I can imagine, Rarity. My sister has spoken to me at lengths about Twilight’s determination when a mystery or problem presents itself, so an as of yet unheard of alien being brought to our world would definitely qualify as a mystery.” Luna cast a gentle eye at Twilight, the unicorn instantly feeling as though she had overstepped her boundaries, blushing deeply.

“I’m.. I’m sorry, Princess Lunn, Midnight. I went too far to find out the answer to a question... again.” She hung her head, realizing the way she had made herself look. The pegacorn- in-question stepped forward, placing a hoof on her shoulder.

“That’s alright, Twilight. I know you and I haven’t really had a chance to talk like you

wanted to. But... I could maybe have that talk with you now. That is, if it's alright with Luna, that is." Looking over at Luna, the stallion was given a nod and bow, much to the delight of Twilight, who jumped for joy at the go-ahead.

"YES! Finally! I mean, I've been looking your painting and writings from your bed room since you left to practice, and I can't WAIT to ask you ALL ABOUT ALL OF THEM!" Midnight grinned politely at her enthusiasm, although still a little apprehensive at her slight obsession with him, his world and his origins.

"Well, I have an idea." Luna added, seeming to sense his caution. "Why don't we ALL attend this little Q & A? That way, we can all find out more about our new friend, here?" The other elements all seemed to brighten up at the suggestion, each voicing their agreement with the plan. Together, the seven mares and stallion traveled into the garden, Midnight quickly leaving any thoughts of the strange statue behind as he went on with his friends.

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"Oh, Luna... you just had to tell them I sang to you, didn't ya?" The alicorn hid her face behind her forehooves, giggling. The group had been in the large clearing in the garden for more than an hour now. Twilight and Applejack had made a quick trip back to Midnight's room and gathered up every piece of paper, canvas and scroll he had worked on, bringing them all to their little late-night interview. Since then, the human-pony had answered every question about each painting in great, excruciating detail. From monuments, to cell phones, to skyscrapers, to bridges, computers, airplanes, video games, ocean liners and space shuttles, the mares listened intently. Now, the eight ponies all laid on their backs, shoulder to shoulder in a circle, all staring at the stars and moon above.

"I'm sorry, Midnight. I just thought it was... sweet, is all. You DO have a wonderful voice. And that song seemed to fit so well at the time, for being thought of on the fly." Luna giggled as Pinkie smiled impossibly wide, nodding at the stallion.

"My, my! That does sound sweet. To think; two star crossed souls from different worlds, finding each other by total chance and twist of fate, only to fall for one another." Rarity sighed, placing a hoof to her forehead in a dramatic manner. "I wish some handsome young stallion would fall out of the sky for me."

"C'mon now, ladies! My face is gonna match my mane and tail, soon! Gimmi a break!" Midnight pleaded to no avail. As the giggling died down, he reminded them of the task at hoof.

"Can we maybe just get on with the questions, please? Twilight, I believe you were about to ask me, something?" he said, failing to sound serious but not quite succeeding. Twilight stopped her giggle and cleared her throat, levitating a scroll above the group, slowing rotating it for all to see.

"Is there any other sentient life on your world besides humans? You didn't mention any before..." The stallion sighed, shaking his head.

"Nope, just us humans. I mean, there's horses, zebras and buffalo there, just like here,

but they're all... well, for lack of a better term, wild. They don't talk or use tools or live in homes or anything. Well, humans kinda... use horses for farming, plowing fields and hauling goods and whatnot. They work hard, but are otherwise treated fairly well, if I remember right." Applejack turned to look at him at the mention of farms, smiling slightly.

"Dang! Humans must work as hard on their farms as us ponies do! What kinda farms do humans usually have?" AJ asked. Twilight's eyes lit up as another question occurred to her.

"That's a good one, Applejack! Midnight, what do humans eat?" Out of Twilight's sight, Midnight's face dropped. Luna, laying beside him, however, couldn't help but notice.

"Midnight... are you alright?" He didn't answer, instead swallowing hard as an uneasy chill went through him.

"Well, Twilight... humans are... omn..." he said trailing off. The purple mare raised an ear, trying to hear him better.

"I'm sorry, Midnight, I didn't hear you. What was that, again?" Taking a breath to calm himself, Midnight summoned the courage to tell them.

"Humans are... o-omnivores..." At once, the group grew quiet. A part of Midnight suddenly felt very small and fragile. Another part of him felt like a monster.

"Y-y-you mean, h-humans eat... m-meat? From... o-other creatures? W-what kind?" Fluttershy managed to squeak out. He couldn't bring himself to look up at her.

"Pretty much the main kinds were cows, chicken and pigs..." Midnight waited for a response, receiving only the same silence as from his initial statement. He couldn't recall a time he'd felt more out of place.

"Look, I'm sorry, alright? Please don't hate me..." he said quietly, the thought of this now making his new-found friends think differently of him causing a pain in his chest.

"Aw, ain't yer fault, young buck. Ya can't help how you were made. We know you ain't had any animals to eat since you got here, so we ain't gonna hate cha' for doin' that before we met ya." AJ said, sounding genuinely sympathetic.

"But I'm not like that! Hey, I didn't even eat any meat while I was there! I... oh, wow... I was a vegetarian! I can't believe it, I just remembered!" Fluttershy gave him a hopeful look with eyes shining.

"Really, Midnight? But what about being an omnivore?"

"Well, humans have enough food everywhere that they can eat however they want. And I chose to NOT eat meat. Well..." he thought for a moment, another thought coming to the forefront of his mind. "... I couldn't eat any meat, even if I wanted to. I think I tried, like... twice? But both times, I got really sick from it. The second time I think I wound up in the hospital. So, it was an easy choice. But I'm still sorry, though. I can only assure you that humans WOULDN'T eat anything sentient that could talk or think or reason. And NO,

everypony; before you even ask, humans don't eat ponies." He heard a few relieved sighs from his friends as Applejack tried to lead the conversation away from the unpleasant subject.

"Well, eatin' only fruits and veggies was probably easy for ya in that city you lived in. I'm sure they had a big variety of em' in a city called the 'Big Apple,' right?" AJ quickly asked, making him grin.

"Yes, it's called The Big Apple. But that was more of a nick-name for it. The real name was New York City, and it was pretty varied in the different things you could eat, and also the people you could meet and the art and attractions and... just everything. I remember that I really liked it there. I remember going down to Central Park at the end of 6th street and watching the horses pull the carriages around for tourists while I skate boarded. Horses have always had a special place in human's hearts."

"Don't you mean 'ponies,' Midnight? You keep saying horses..." Fluttershy quietly asked.

"Well, in my world, 'horse' is kind of an all-encompassing term. Like... you're all ponies, but you're also mares, but a young mare is a filly. Still, if I wanted to lump you all into one category, I could just say ponies, or in your case, the Elements. It's something like that. Come to think of it, you're all adults, right? So why still refer to yourselves as ponies and not horses?" Twilight was quick to answer him, making a clever point.

"Well, Midnight, it's kind of a cultural thing, I suppose. Celestia has always referred to her subjects as ponies, and herself as a horse. And if on your world that's the difference between larger and smaller forms of equines, the term just kind of makes more sense."

"Oh, I get it. Like how I can refer to my race as 'man' or 'people,' but a more proper way would be human. Ok, understand now." Pinkie turned to him as he finished, giving him a curious look.

"Wait, Nighty. You didn't think any of us wasn't an adult, did you? I mean, we're all over 14, here. C'mon!"

"Pinkie, WHAT!?! Just wait... if I can ask without offending... how old are all of you?" he said, completely clueless at this point.

"Well, Nighty, I'm 16, Fluttershy and Rainbow Dash are 17, and Twilight, Applejack and Rarity are 18. Why? How old did you think we were?" Midnight's head started to spin. He had figured that the Elements were young, But THAT young?!

"Ladies... just from what I know about the maturity of female humans back home... I thought you were all at LEAST in your late 20s." The six mares, all quickly stared at him, each giving him their own version of Fluttershy's "The Stare." Luna remained quiet, though a muffled snicker still squeaked through her hooves over her mouth from time to time.

"Don't hurt me!!! I'm sorry! I've only had human females to go by, so far! And I don't have much life experience yet to be a good judge of age, anyway. I'm only 17, myself!" he said, covering his head with his forehooves.

“Oh, my... Midnight, i-if you’d been a pony all your life, you’d probably have a job and be living in a place of your own for a while, now.” Fluttershy added.

“It’s true, rookie. Ponies usually start school at age 3. By the time they’re 7 or 8, they get their cutie marks, and by age 12, they’re done with school.” Rainbow Dash said, counting the milestones in a young pony’s life by extending a single long feather from her right wing for each.

“Yep. A pony usually knows what she or he wants to do for a career by what they enjoy to do. And unless they choose to go to a University or special school to learn more about their special talent, they can go out and get a job right out of school.” Twilight added as she ruffled through some of Midnight’s drawing, hoping to get their conversation back on track.

“I’m... shocked, ladies. Humans usually begin school at 5 and aren’t ALLOWED to stop till they’ve gone through kindergarten and 12 other grades. But, now if ponies finish school that soon... can I ask... about how long to ponies... live?” He felt uneasy asking such a question, but felt he had to know. With their school careers ending so soon, he had hoped their lives wouldn’t end any sooner as well.

“The average pony, mare or stallion, should live to about 80 or 90, easily. With good health and proper diet, that is. Why? How long do humans live?” Luna asked, calmed down enough from her champion’s reaction to now join in.

“Heh. That all depends on how difficult we choose to make our own lives. I’d say... between age 70 to our 90s. And we don’t have cutie marks to guide us to our life’s calling, so whatever you do in life is entirely your choice. And believe me... it can get confusing. Like this one time, at school, I...” Midnight paused, a blank expression on his face. All the mares present turned to look on at his sudden silence. Suddenly, the stallion shot up, standing quickly and startling his friends.

“I remember high school! Girls, I remember the classes I took and the teachers and TONS of my classmates! This is amazing!” he said, hopping up and down for joy.

“Young buck, are you alright? What makes that lil’ bit of info so amazin?” Applejack asked, placing her Stetson back on. He quickly rushed over to her, shaking her by the shoulders.

“Because I didn’t remember that before! Man, first my diet, then skate boarding at the park, and now THIS! Ladies... I think I’m getting my memory back! Quick! Girls, ask me some personal things about myself! About human life! Anything! Fire away!” he shouted, the 7 mares all obliging him in his excitement. Did some kind of mental wall finally break away? He never thought of his diet before, and now, his school and classmates? While this door was open, Midnight was going to pull as much through as he could.

“Um, ah... SINGING! With how good you are at, Midnight, did you ever take singing lessons?” Pinkie shouted, pointing with her hoof. Midnight paused, then bounded up again.

“NO! Wait.. No? I... didn’t really need them, cause... I was..” His eyes opened wide, the memory rushing to the forefront of his mind. “You don’t need singing lessons when you

sing for a rock band! Oh, my GOD!!! I sang in a rock band with my friends! OH, wait a sec..."

Midnight rushed over to the pile of scrolls and paintings, riffling through them, tossing them to either side as he searched. Suddenly he popped up, a single scroll hovering above him in a red aura.

"Here! Look at this! Princess Luna, Elements; I'd like you to meet my human friends!" He unfurled the scroll, showing the drawing inside to the mares. The picture was four humans, three of which were of a body shape similar to the one of the self-portrait Midnight had done of his human self. The fourth, however, was more slender and curved, with a longer mane that the other three combined. "Ladies, I'd like to introduce you to my bandmates and friends; Onyx, Ace, Shamrock and Misty." The mares looked over the picture, scrutinizing the different humans in the drawing.

"Misty? Ace? Those sound like pony names. Are all human's names like that?" Rainbow asked, tilting her head to the side as examined the four figures. "And... do all humans look so... different? The dark skin and bright hair and... why is that one's body so different that the rest?"

"Well, those are just nick-names, RD. Well, kinda like RD is for you. Their real names are Tyler, Horace, Shamus and Aya, but anyway. Misty is the female with the long hair, by the way. She's the bassist, and an amazing one at that. The big guy with the dark skin? That's Onyx, the drummer, also amazing! And, depending where your ancestors came from, humans can look VERY different. Like Onyx has that skin color cause his ancestors came from a continent called Africa, and Misty's eyes are like that cause her ancestors are from Japan, a country part of the continent of Asia." A collective "OH." rose up from the group, each sitting down before the scroll as Midnight explained his fellow bandmates.

"This one is Shamrock. Notice the red hair? He's from Ireland. Well, his ancestors are, but he, himself, came from Ireland. HE moved to the city a few years ago, and plays the guitar like a maniac! And this is Ace, he from the Middle East. Egypt, if I remember, and he's the groups DJ! And I bet you all can guess who the lead singer was..." he said, raising an eyebrow at Luna. The moon goddess giggled, admiring the great detail in the picture. She walked over beside Midnight, nuzzling him gently.

"Gee, I wonder. Well, if they're friends of yours, then they must be some pretty incredible humans. What was the name of this band you were in?" Midnight thought for a moment, the name coming to him in a sudden moment of clarity like every other memory.

"Hidden Drive. It was mostly rock, with some punk thrown in. Wait, do you have punk rock in Equestria?" The mares gave him a strange look, having no idea what he was talking about. "Well, I'm guessing that's a no. Don't worry, girls. I'll explain it later." The stallion reared up on his hind hooves, waving his forehooves in the air. "C'mon, keep the questions coming!"

"Well, you're still having trouble with your real name, right?" Twilight asked. "How about..." she said, choosing her words carefully. "... what do you remember about your parents?"

“Ohh... that’s a good one! Alright, parents, parents, parents... they were... hmm...” Midnight thought for a moment, the mares surrounding him as Luna placed a hoof on his shoulder, eager to hear what he discovered. They watched as his eyes moved behind their lids, the look of concentration on his face slowly fading into one of concern. Then, dropping fully into a look of sadness. Midnight gave each of his pony friends a dejected look. Then, without a word, he turned and started walking back to the palace. The princess and the Elements looked at each other, unsure of the reason behind his sudden mood change. Luna quickly turned and trotted beside him, nudging him gently.

“Midnight? What’s wrong? What do you remember?” she asked, instantly eliciting a cringe from the pegacorn. He stopped as the others trotted up behind him, all silent in anticipation.

“I... I think I know why I can’t remember my name...” he said, head hanging low, eyes closed. “I... don’t have a name, because I don’t have... parents...”

What? But that’s impossible. Everypony has parents. Is... s it possible you just don’t remember them like your name?” Twilight asked, wide-eyed. The stallion just shook his head.

“Twilight... I was abandoned. They found me outside the emergency room of a hospital with a note saying I was just over two years old. I couldn’t talk, so I could tell anybody about my parents. Hell, I couldn’t even WALK. I just remember going from foster home to foster home... I don’t even remember the names of the different families that took me in. All I know is... they never kept me for long...” The mares stood silent, too shocked to respond. Ever the diplomat, Twilight started to open her mouth, in an attempt to soothe the hurting Midnight. However, she stopped short of speaking any words, realizing that nothing she could say would remove the pain of this new memory come to light. Again, he started to walk away towards the palace. The mares started to follow him again, until Luna stepped between them, extending a wing.

“Twilight, ladies... I think that might be enough questions for tonight. I’ll let you know if I find out anything. Alright?” The group just nodded in agreement, all but Twilight turning to leave.

“Alright, Princess. I hope he’s going to be ok... I’m so sorry he had to find out like this.” the purple mare said, ears folded back as she hung her head low. Twilight turned and trotted away, going to catch up with her friends, soon disappearing from sight off into the garden.

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By the time Luna had found Midnight again, he had already made it back to his room, the balcony doors still open from when he entered. Luna landed just inside his room, noticing the pegacorn curled up in his bed, the sheet covering him up to his head. Slowly, she approached, climbing into bed behind him and extending a wing over his side.

“Hey there, champion. Are... are you alright?” she asked, rubbing up and down his side. Midnight let out a deep sigh from under the covers, slowly shaking his head yes.

“Yeah... I guess... it’s just that I thought... maybe there was something waiting for me back in my world, is all.”

“But what about the family you’re with now? Surely, they must miss you, right?” Luna said, just above a whisper as she inched closer to him. The princess bit slightly on her lower lip in an attempt to hold back the emotion growing inside her, her new and closest friend hurting in a way that she knew all too well; the pain and fear of feeling unwanted.

“I don’t know... I seem to remember a dozen other couples that didn’t feel like keeping me around that long. I can’t imagine them missing me all that much, too.” Midnight tucked his wings closer to his body as he pulled the cover around himself tighter in a red aura. “It seems, Luna... like... I have really nothing to go back to...”

The pain Luna felt for her friend was overwhelmed her. The night princess reached out, wrapping her forelegs and wings around the stallion, feeling her eyes slowly start to fill with tears. “Oh, Midnight... I’m so sorry... I-I just don’t know what... I mean... I’m sorry.” She squeezed him tightly, tears falling down into the pillow they both shared. Gently, Midnight reached up a hoof to hers.

“Hey... do you think... we could still have out little date tomorrow? I’d still like to go... if you still want to, that is.” he asked. Luna let out a quick laugh through her tears, sniffing a little.

“Yes... of course we can still go... I wouldn’t miss it for the world, my dear Midnight.”

“Good... I just wanna see the way ponies really live before make my decision final.” The princess nuzzled the back of his neck, snuggling closer as she held him tight.

“Midnight, what decision? What are you thinking, my champion?”

“Tomorrow, when we come back, I want to meet privately with Celestia. Luna... with your permission... I’d like to ask her is I can stay in Equestria permanently.”

I'd say a few words, but I think this chapter speaks for itself. a little shorter than usual, but an important chapter nonetheless. I already know exactly how the next chapter is going to play out, so it should get done fairly quickly. so enjoy it, cause it'll be the last peaceful chapter our beloved hero sees. as always, favorite, comment, like and track, guys! see you in "A Great and Powerful Noise", the next chapter of...

STAR CROSSED!

A Great and Powerful Noise

Alright, everypony, the new chapter is here! I'm sorry about the long wait. believe me, I feel horrible about it, but I got a good reason for it. See, I was kinda, sorta, maybe in a little bit of a... head on collision while driving the work truck last week. I'M FINE, before anypony freaks out! Was sitting at a light, and some jackass jock teenager blew through the light while texting and smashed into my truck while I was sitting still. his car's totaled, my work truck is down, and my right hand that was on the wheel had to have an air cast for a week. but it came off the other day, and I immediately got to work and finished this up! sorry for the length, but like i said before; every chapter will run just as long as it needs to to help progress the story. actually, I'm pretty happy with this one, so I'll shut up now and let you have at it. Enjoy!

Chapter 16

A Great and Powerful Noise

“WAKEY, WAKEY, EGGS AND BAKEY!!! Today’s the day, my little minions!!!” The five members of the Killjoys jumped awake, hopping up from a dead sleep and stumbling over their paws and hooves as their master, Bedlam, shouted. The draconequeus marched around their encampment in a circle, wearing the entire set-up of a one-pony band and playing each instrument... badly. He wore a large bass drum on his back, pounding on the two sides with his wings. A single cymbal sat atop of a pole jutting from the top of the drum, the beast’s horns hitting it every time his head reared backward. On his hind legs, he wore strips of bells, with two cymbals between the knees of his forelegs. He held a harmonica in his mouth, the instrument moving back and forth rapidly by magic. But perhaps the worst of all, in his mismatched arms he held a large accordion, squeezing out ear-splitting chords that sounded like some poor soul caught in the rainbow maker of the Cloudsdale weather factory.

“M-master! Sorry we were asleep! We weren’t...” Klokwerk looked around to gather his team, finding the area still dark. Bedlam still paraded around the clearing, banging away at instruments. He shimmied over to a still groggy Tumbler and shook off the instruments, each one floating in the air behind him, each one now seeming to play better without his control. Bedlam scooped up the jester mare, dancing around the clearing with her in time with the music. The disoriented servant hung limp as a rag doll as she tried to make sense of the situation she woke up into. The draconequeus tossed her in the air, her four legs flailing as she just barely managed to catch herself with a levitation spell before flying into Grimdark’s open mouth, mid-yawn.

“Today is going to be a GLORIOUS DAY, my little underlings! Equestria is primed and ready to blow, we’re the one’s with the match and Canterlot is the fuse!” Bedlam said, snapping his fingers and dropping the instruments, each one splattering into multi-colored liquid as they hit the ground. He straightened himself out as the five followers formed a row before him, standing ready to receive their orders. Suddenly, Bedlam’s demeanor grew serious and stern, a look of determination in his eyes as he smiled a wicked, fang-filled grin. “Alright, my good creatures, listen up. Today at noon the attack begins. I want you all in position to act

when the time is right. If all goes according to plan, we should be able to acquire our target during the attack. Then, we'll have the final key piece we need to achieve our ultimate goals. It's just a matter of creating a big enough distraction to swoop in and grab it..."

"What kind of distraction would you like, Master?" Crash and Burn asked in unison. The draconequeus chuckled, wrapping his fingers together as he leaned down to eye level with his subordinates. A chalk board appeared behind him, floating in mid air. A single piece of chalk quickly drew an over head view of Canterlot, a long pointer appearing in Bedlam's hand.

"Nothing special, really. I'm thinking along the lines of... the total destruction of Canterlot."

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"Let her go, NOW!" The voice rung loud through the alley, drawing the attention of the two attackers, echoing louder than the cries of the woman held tightly by their heavy arms. The victim took this moment of surprise to her advantage, stomping on her attacker's foot with her high heel hard enough to make him let her go. The rough looking man stumbled backwards a moment, allowing her the moment she needed to make a break for it, taking off down the alley into the darkness and leaving her purse behind. Now, with the crying woman gone, the young man was left alone in the alley, facing the two attackers.

"Who the hell are you?! Do we go to YOUR place of business and bother you while YOU'RE workin'?!" the one thug said as he shoved some items from the purse into his coat pocket, tossing the purse in the nearby open dumpster. The second thug was done rubbing away the pain in his foot, joining his companion as they approached the young man.

With the woman long gone, the young man had no reason left to stay anymore. Turning quickly, he started running back down the alley away from the thugs. He could hear shouts from the two as he rounded the corner, their own running footsteps starting to echo down the stone walls. His heart pounded in his chest, beating faster each time his foot hit the ground. Blindly, he maneuvered through the dark back streets, always seeing out of the corner of his eye the exit to the main drag, never being able to turn around for danger of being caught.

The young man turned once again down another blind alley. This time, running face first into a chain link fence. He rebounded back, landing on his back, looking in the direction he just came. Suddenly, there was a glimmer of hope: another entrance to the alley, with the sounds of traffic. IF he could just make it to the street, he'd be safe. Quickly getting back to his feet, he stumbled towards his path to freedom, only to be cut off by the attacking thugs.

"Whoa! We got a runner here, man!" the first thug said.

"I can see that. He doesn't look too happy to see us, now does he?" the second answered. The first reached into his jacket pocket, pulling a small piece of metal. With a click and a flash, a straight, sharp blade sprang out from the handle.

"Then let's put a smile on his face." Th two approached the young man, flanking him on both sides with the fence against his back. The armed thug approached, pulling back his

arm to swing the knife at his victim. At the last moment, the young man lunged forward, stepping inside his attack, the knife missing him as he landed a heavy punch to the attacker's chest. Balling up his fist, he spun around, another heavy punch connecting with the second thug's face, causing him to stumble backwards. As the armed attacker gasped in a pile of trash bags, the young man continued to spar with his companion. Landing blows and dodging, the man slowly pushed his attacker back, hoping to be able to make a break for the open alley entrance and freedom, growing ever closer by the second.

A loud !CRASH! knocked the young man to the ground, stinking water and garbage falling all over him. The trash can that hit him rolled across the ground, coming to a stop against the walls of the alley. The young man looked up just in time to see a large, black coot flying towards his face, connecting with enough force to send him flying backwards, landing hard as he looked up to the dark sky. The rest was a blur. Amidst a flurry of heavy fists and hard boots, he was thrown about the alley, virtually unable to attack or defend. A slash against his cheek sent a new pain through his body. Then another against his arm, his back, his chest. The abrasive words of the two thugs became muffled speech, deep and unintelligible, with a random laugh coming through at times. Laying on his belly again, he felt like he was choking, coughing and sputtering out a thick splatter of blood and a single tooth against the ground.

The attack stopped, the young man believing it finally at an end. Suddenly, he could feel his legs and arms rising up. Then, his body followed, being lifted up off the ground. They were carrying him, running down the alley, laughing as they went. A bright light filled his swollen eyes as the street light shined down on him, the thugs coming to a stop. Then, he began to swing. Held by the hands and feet, he swung back and forth, the laughter of the two attackers ringing in his ear's. Then, they released, and he felt free. Suspended in the air for that moment, all seemed at peace. He blinked the blood and tears from his eyes, looking up towards a new bright light, words shining above them and approaching fast. The last thing he remembered were the laughs of the two attackers he had stopped from hurting the woman. That, and the blaring of a horn as he looked up to read the words, "BUS OUT OF SERVICE."

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Midnight awoke with a start, reaching blindly for anything he could get a grip on. Blinking the sleep from his eyes, he looked around the room. His bed room, safe and sound within the huge royal palace in the pony city of Canterlot. He looked towards the windows. Still dark, but the moon was very close to the horizon. He looked down at the bed beside him. Still sleeping soundly was Luna, nuzzled against the pillow in a way that somewhat reminded him of a kitten. The vision made him chuckle a bit, a yawn sneaking it's way out of his muzzle. Taking solace in the peace and quiet of the moment, Midnight curled back under the covers. Luna murmured something in her sleep, then extended her forelegs, wrapping them around him once more, smiling as he moved closer into her unconscious embrace. The pegacorn drifted back off the sleep, the memory of the strange nightmare fading as soon as he closed his eyes.

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The gentle light of the sun shone through his eyelids, coaxing the pegacorn awake. With eyes still closed, he reached beside him, finding the bed empty, Luna nowhere to be

found. “Good morning, champion.” a sweet voice behind him chimed. Midnight turned, rubbing the sleep from his eyes, his princess coming into view. However, she was changed. Different somehow, still her but physically changed. She was smaller now, perhaps no bigger than one of the Elements. Her coat was still dark blue like the night sky. However, her mane was similar to what it was before her transformation, but shorter and a soft aquamarine color, with tail shorter and frayed at the end like Rainbow Dash’s. Her eyes were different as well, changed to a shining bright green. Even her cutie mark was gone, replaced by a grey cloud with three drops of rain falling from it. However the most striking change was that her beautiful swan-like wings were now completely gone. The changed princess looked at him and blushed, giggling as she raised a hoof, timidly. “Well... how do I look?”

“You... I... Lu... “ the stallion stuttered out as he slowly sat up, hind legs hanging off the bed. His beautiful princess had changed again, this time looking more like the average mare he had seen in the street as he flew of Canterlot yesterday. “When did you... I mean... why?” was all he could think to say.

“It’s my disguise, silly. We’re going out to see the city today, remember. That is... if you still want to.” A disguise? This was one amazing disguise! Midnight stood up and stretched, waking up the rest of the way. He walked around Luna, examining the ‘alicorn’ as she stood proudly before him. “It’s really good, right? I thought of it myself right after I lowered the moon. And guess what? You have one, too!” Midnight looked at the clock, noticing it was still only a little after seven. The sun had only been up for maybe an hour at the most, and Luna had done all this.

“Wait, what? I have a disguise? How did you make one for yourself AND me in the short time since you’ve been up?” Luna trotted to the bedroom door, opening it and levitating in a small box, wrapped up in a red bow. She levitated it in front of Midnight, gently putting it down on the floor in front of him. “This isn’t from Pinkie Pie, is it? She’s not gonna jump out of this and surprise me, is she?” he said, poking it with a hoof. Find it a little hard to summon the concentration necessary to use magic, the stallion chose to use his mouth for a change to open the box. Lifting the lid with his hooves, he placed it aside and reached in, taking out what appeared to be a long cape.

“Surprise! Rarity made it for you, to make you feel a little better after, well... your unpleasant memory last night. It’s a cape that doubles as a hood that Twilight enchanted. It’ll make your horn invisible to everypony around you. Plus, it’ll turn your coat red and your mane orange. I designed the cutie mark it’ll give you. Go on, try it!” Luna giggled as he examined it from front to back. It seemed like a regular hoodie any human would wear, save for the two holes in the back meant for his wings to slip through. The chest was also out more for a pony’s rounded barrel, but otherwise, it was a normal grey hoodie with drawstrings. Turning it over, he stuck his head in through the waist of the garment, making sure to mind the tip of his horn. With some work, he managed to get it over his head and work his forelegs through the ‘arms’ of the item. And with some VERY careful work, he slipped his wings through both holes in the back. As he straightened it around his trunk, he could feel a light tingle of magic working through him. Suddenly, starting from the tip of his horn, the changes took place. First, his horn vanished, fizzling out like a fuze on a firework. Then, his coat changed color from the tip of his nose on back to his tail. Then, much to his surprise, a cutie mark appeared. With a sparkle of magic, a crescent moon appeared, partially covered by a

silver shield.

“Hey! I got a cutie mark! Oh... but it’s temporary, right? I lose it when I lose the hoodie?” he said dejected. Luna nodded, pointing to the new marking on his flank.

“I’m afraid so, dearie. Eventually, you’ll have to discover your talent and earn it like everypony else. By the way...” Luna said, giving him a shy look. She slowly approached him, her head low, ears folded back. “... do you still want to... discuss staying in Equestria with Celestia later? I mean if you were just saying that because you were upset last night... I understand.” Midnight looked himself over, amazed at the care they had put into this one day’s worth of activity for him. Once again, he was truly touched by the affections of these ponies who he had come to call his friends. He trotted over and wrapped a foreleg around Luna in a gentle embrace.

“No, I wasn’t just venting... I think I really wanna stay. I mean... my friends back home will miss me, but humans are pretty resilient. They’ll find another singer and move on without me. But really? I have about as much waiting for me back in my world as I have here now.” He released his grip, taking the box from the floor and placing it on the night stand beside the bed. “Besides... the human world might be nice, but Equestria has something it’ll NEVER have.”

“What’s that, Midnight?” Luna asked as she trotted over to the door. Midnight quickly trotted over to her, a goofy grin on his face.

“You.” he said, nuzzling her neck. The night princess giggled, giving him a nuzzle back.

“That was probably the corniest thing I’ve ever heard!” Luna said with a laugh. “Come on, lover-colt; we have a city to see.”

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“So... copper coins are worth one, silver ones are worth ten and gold ones are worth a hundred? Reminds me of an MMO I played...” Midnight went over the pony monetary system one more time, hoping he didn’t accidentally give too much change and have himself get ripped off. It was already too much in his mind that Princess Celestia had allotted him and Luna five hundred bits apiece from the royal treasury for their outing. All he needed was to lose one or two precious gold coins and be out of a big chunk his spending cash all at once.

Their little adventure started out in a less than usual manner, being escorted through an elaborate system of tunnels and passageways under the palace, then, under the streets to a secluded mansion in the middle of an upper class neighborhood. Walking up a narrow set of stairs, the two entered an old, but seeming well taken care large garden shed that opened into a large court yard. This had been a long forgotten emergency escape route to be used by the princesses or other members of the palace staff in case of an invasion. However, it served Luna’s purpose just fine, being a way to leave the palace discreetly and out of the eyes of the small clique of reporters that would often hang about the palace gates, hoping to overhear some gossip. With some reluctance from the guards, Luna convinced them to allow the two intrepid explorers the freedom to explore the city at their leisure.

“Just relax, Midnight. This is only a casual day on the town, not a huge diplomatic mission.” Luna said as they exited the courtyard and into the street. There wasn’t much foot, or rather, HOOOF traffic at the moment, but the street could hardly be called deserted with the numbers of ponies going about their usual routines. “We’ll go to a café, do some shopping... maybe even catch a show at a playhouse, later. Unless there’s something specific that you want to do today.”

“Really, I’m just glad to be out, personally. I’ve wanted to see what regular pony life was for a few days now. But what really makes me happy is seeing you so happy.” he said with a grin. It was true; Luna seemed genuinely excited to be out amongst her subjects again. Even though she now looked like any other unicorn mare, Midnight thought that might be for the best. Like she said, keeping this a casual outing would probably be the best first experience for her after a thousand years secluded away from society. “Could you stay here a moment? I just wanna fly up and get an idea of where we are.” Luna nodded, and Midnight took a few steps in a quick canter, spreading his wings and taking off into the sky. He circled as he rose, getting high enough to get a good view of their surroundings. It really was a nice neighborhood, being only a block or so from the market areas he had seen in his scouting trip the other day. With this new bearing, he descended back to the street where Luna had waited for him.

“Well, are we ready to go, my champion?” the princess said with a smile.

“Course plotted, and ready to deploy, ma’am.” he answered, standing straight and giving a salute. Luna took her place beside him, playfully bumping her rump against his before the two set out into the city.

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All in all, Midnight found the similarities between Canterlot and New York incredible. They had taxies, street performers, food stands, crazy traffic, countless shops and restaurants and endless crowds of ponies in every direction. The one park they had found was so much more than he guessed from the air, being a large kind of cageless zoo where all kinds of ‘wild’ animals would roam about to be enjoyed by the populous in peace. Another sight was the Grand Garden, a large round area in a center holding a huge fountain with three pony statues at the top squirting water from their mouths, representing the three tribes of ponies. With the number of food and drink stands about the clearing, Luna and Midnight decided this would be a perfect spot to rest and have brunch. Midnight couldn’t for the life of him remember the last time he had EVER had brunch, but the number of items he was carrying in his saddlebags that Luna had decided to purchase helped in his agreement to stop and rest a while.

“I’ll go get you and I a snack and a drink if you want to take a break, Midnight.” Luna said, motioning to the benches under the shade of a large tree. The stallion looked over at the small line in front of the pretzel stand Luna had in mind. Almost instinctively, the gentlestallion in him kicked in.

“No, that’s alright, Luna. You can take a break and sit down. I’ll get the snacks.” he said, leaning down and placing the saddlebags in front of the bench. He stretched, his back being free of the weight of the items Luna had purchased, causing several of his vertebrate to

audibly and painfully pop. His face contorted as Luna tried to stifle a laugh, Midnight only giving out a nervous chuckle. “Alright... I guess... you could get the snacks, than...”

Luna trotted over to the line as Midnight sat back on the bench, plopping on his rump, hind legs hanging down to the ground. He rubbed his neck, turning his head from side to side before noticing several other ponies on the other benches giving him strange looks. They were all sitting in the standard pony position; hind legs tucked underneath themselves and forelegs out, the benches all obviously large enough to accommodate ponies sitting this way. It was at this time that he became aware of his own posture. To the ponies in the park right now, him sitting this way was... weird, at the least. Another thought that suddenly occurred to him was that, in this position, the hoodie he was wearing didn't exactly provide... ‘cover,’ for him. Slowly, Midnight got off the bench and climbed back on like the rest of the ponies in the park, trying not to blush too much.

“First time using a bench, Midnight?” a familiar voice asked from behind him. The stallion froze, some other pony obviously having seen through his magical disguise. Slowly, he turned, noticing an all-too-familiar blond unicorn stallion, grinning right behind him.

“BLUEBLOOD!” Midnight almost fell over, scrambling to his hooves and balancing himself on a single hind leg, forelegs high above his head in an attack stance, ready for anything from the prissy stallion.

“Whoa! What are you DOING? Calm down, Midnight, I come in peace!” the prince said, rearing back in a defensive position. The pegacorn paused, dropping back down to all fours but still keeping well out of reach of the unicorn. “Oh, relax, my good stallion. I'm only stopping by to have a word with you, not to fight. Please, may I sit with you for a while?” he said, gesturing to the bench.

“Yeah... sure.” Midnight said, somewhat reluctantly. He climbed back on the bench, Blueblood went to sit down, but paused to inspect the wooden bench for dirt. Only after brushing some away with his tail did the white stallion sit down.

“So... How did you recognize me through this disguise?” Midnight asked, still giving the prince a guarded stare.

“Oh, come now, my good stallion. Anypony present at our little conflict would recognize that impressive magical aura you have about you.” the prince said, matter-of-factly. Midnight looked himself over, not noticing any signs of magic currently showing on him. “It's not physical, Midnight. What? Has no pony ever told you about your magical aura?”

“Well, no. But gimme a break. I just learned to use magic yesterday! I'm still fuzzy on some of the finer points, ok?” Blueblood chuckled at him, giving him a grin.

“Your magical aura is the field of magic in your body, completely unique to you in strength, reach and level of skill. It might change over time with practice, but overall remains the same through most of your life. I got a good taste of it when you repelled my force spell in our duel. Seriously, I can't BELIEVE no pony ever told you about it.” The prince held his hoof up, covering his face as he let out an obnoxious chuckle. Midnight brow furrowed in an angry stare.

“So, instead of swearing revenge on me for beating you, you’d rather just sit there and make snarky comments? Way to come in peace, you snob.” Yes, it was directly insulting, but at the time, Midnight didn’t care. He was looking right at the same pony who had insulted Rarity and her friends. The same pony who had made poor Luna cry, for buck sakes! The prince stopped, his face changing to one of shock, and then, his mood dropping to one of sadness.

“Yes... I know.” was all he managed to say, looking at the ground.

“Yeah, wel- wait... what? You know?”

“I know I... lack... certain skills in dealing with the common pony. Being involved with the upper-crust of society for so long has done that to me.” he said, extending a foreleg to the ground and tracing the dirt with the tip of his hoof. “Oh... who am I trying to kid? I’m horrible with EVERYPONY, not just commoners!” He laid his head down on the bench towards Midnight, covering his face with both forehooves as he continued his muffled wail. “I’m a snob, and now I know it! There’s no doubt in my mind! Not one single pony was rooting for me in our battle, not even my subordinates! I actually think they were cheering the loudest when you defeated me! Everypony hates me for my ways, and I have only myself to blame!” Blueblood began to sod into the bench, still covering his face with his forelegs. Thankfully, he had muffled himself enough that he didn’t attract the attention of any of the other ponies in the park. Not sure of what to do, and certainly not wanting to draw a crowd to the pathetic scene, Midnight cautiously placed a forehoof on the prince’s shoulder, giving him a firm rub.

“Hey... big guy... come on, now. I’m... I’m sure there’s lost of ponies out there who think the whole world of you. Maybe those two friends you brought to the battle with you just got caught up in the excitement.” he suggested to the sobbing aristocrat, who quickly shook his head in response.

“No, they meant it. In fact, they quit that night. They asked me to call either one of them by their names, and when I couldn’t, they quit on the spot. I never called either one of them anything other than ‘Hey, you’ and ‘Servant!’” he whimpered out, starting another round of sobs. Midnight sighed, wishing to be anywhere else in Equestria than right there at that moment. Slowly, he inched himself closer, placing both forehooves on the prince’s shoulders.

“Alright, alright... well... if it’s any consolation, Blueblood... I don’t have any ill-will towards you. In fact, I think I should thank you. I hear that you helped get me back to my bedroom the night we fought. That sounded pretty decent to me, Princey.” the pegacorn said, actually seeming to get through to the forlorn pony. His sniffles stopped as he peeked up from behind his forelegs.

“Well, (sniff)... it was the honorable thing to do... You defeated me in battle, fair and square. Even with the handicap of not being able to use magic yet, you persisted and were victorious. I had to respect that. Helping you to your bed chambers that night was the least I could do.” Midnight gently shook his shoulders, flashing him his best big, fake smile.

“Well, right there! You got some good in ya, Princey. You just need some work with interacting with other ponies and you’ll be set. C’mon, get up.” he said, helping the somber prince back to an upright position. “There ya go. You’ll save the Blueblood name from

yourself with just a little effort.” The prince adjusted his mane and shook himself out of the over emotional state, eyeing up the pegacorn.

“Well, I’d be happy if I could just get myself up the same level that you are at, now. Did you see the newspaper yesterday? You’re becoming quite the local celebrity, my good Midnight.” Midnight gave him a quizzical look, tilting his head.

“Me? A local celebrity? What are you talking about? How does anypony even know I exist?” Midnight’s mind suddenly sprang back to his conversation with Spitfire and Soarin’ the other day, and how they had both heard about his fight with Blueblood in the local paper. “Oh... yeah. Was that one article really THAT popular around here?” Blueblood chuckled again, then turned to a waste basket close to the bench. His horn glowed as a half torn newspaper rose up from the rubbish. Midnight focused on the floating paper, his eyes growing wide at a blurry photograph of a pony in flight, and the front page headline:

EQUESTRIA DAILY

“PRINCESS LUNA’S ‘BLANK KNIGHT’ SIGHTED ABOVE CANTERLOT!”

Story by By-Line

“The citizens of Canterlot were shocked by the sudden appearance of a dark grey stallion with a large horn and wings flying laps over the city yesterday. Initial reports seem to point to this unknown pony being the “Blank Knight,” the same pony who supposedly challenged the Princesses’s nephew, Prince Blueblood, to a duel in the Royal Guard barracks and won. Witnesses say that the mysterious fully grown blank flank stallion circled the city several times before heading to the mountainous forests to the east, and disappeared. Sources inside the palace have reported that the returned Princess of the Night, Luna, has taken quite a shine to the young ‘pegacorn,’ and that the two have been seen numerous times around the palace. Also, reports from Ponyville have stated that all six bearers of the Elements of Harmony have been called to the palace prior to the Guard barracks battle, and have yet to be seen leaving the palace. No members of the royal palace staff, nor either of the Princesses have been available for comment, due to an overabundance of foreign dignitaries coming to have audience in the royal gallery in the last few days. Whether or these visiting dignitaries, the arrival of the Elements of Harmony and the appearance of this ‘Blank Knight’ are linked in some way or not remains to be seen.”

“All in all, I don’t think it’s such a bad photo. I’ve been photographed worse.” Luna’s voice spoke softly from behind Midnight, prompting him to turn around quickly to meet her. The disguised princess had a sour look on her face, staring daggers at the prince as he seemed to cower a but under her gaze. She placed her and Midnight’s drinks and snacks on the bench, never taking her eyes off of Blueblood. Caring not for her cover, nor for the possibility of being caught unguarded outside the palace, the night princess immediately went on the attack, readying herself for any type of confrontation with the prince. “And what do YOU want, Blueblood? Are you here to start trouble for Midnight and I?” The prince started to speak, but got Midnight spoke up, cutting him off.

“Aunt Luna, I-”

“The prince and I were just talking for a while, that’s all. It seems he’s turned over a new leaf and was simply discussing with me some ways to go about perusing his new, more humble life. We’re friends, now, Luna. No worries.” Midnight gave her a nervous grin, her mood relaxing, though still a bit cautious.

“Midnight, my good stallion... you would... count me as a friend?” Blueblood asked, with a mix of flattery and surprise.

“Sure I would, Princey. Like I said, I don’t hold a grudge. And if you sincerely want to change for the better, I don’t see why not. Truce?” the pegacorn said, extending a hoof. The prince touched his hoof to Midnight’s, almost teary-eyed.

“Truce. Auntie Lul... I mean, Aunt Luna, may ask the same of you? Do you think, perhaps, you could forgive my actions and allow me another chance at proving myself a good stallion?” Luna looked BLueblood over, unsure of what to make of him. His words seemed sincere, but the stunts he had pulled in the past towards her gave reason to be cautious. She glanced at Midnight, catching a look in his eye that seemed to assure her that this defeated noble’s gesture was worth trusting. Daintily, the princess extended a hoof, to which Blueblood leaned down and gave a gentle kiss. “Thank you, Aunt Luna. I promise not to disappoint.”

“Just call me Luna from now on, dearie. But anyway, what brings you out on the town this morning? And why are you not under your usual guard?” Luna asked, sitting beside Midnight on the large bench.

“I... let’s say, ‘lost’ my bodyguards, Luna. That’s part of my reason for coming out today. I wish to learn better ways to interact with normal ponies. However, I must confess, I have no idea where to begin. I seem to be so out of place and out of touch, I find going about my own home town like navigating a foreign land.” he confessed candidly. Instantly, Midnight and Luna gave each other a knowing look, each seeming to have the same thought at the same time. Though this was their first day out together, they came across a wayward soul so much in common with the both of them. And in keeping with his new mind set of loving and tolerating others, and Luna’s desire to grow close to her populace once more, they both knew the right thing to do. Midnight raised a brow to his princess, receiving a gentle nod to go ahead.

“Princey,” Midnight said, he and Luna both giving him a warm smile. “...would you like to join us on our day out? Princess Luna has come out to learn more about her ponies in modern times, and I’ve come to learn more about your world, and we wouldn’t mind some company. That is, if you’re not preoccupied with anything else.” Blueblood’s eyes went wide at the idea, almost tearing up at the kind gesture.

“You... wold really have me travel about the city with you?” The princess and the pegacorn both nodded, eliciting a surprising cheer from the noble. “Huzzah! I can’t believe my luck! Thank you, thank you both! I promise you won’t regret this!” The prince grabbed Midnight’s hoof and shook it vigorously, almost shaking him off the bench. Luna grabbed him before he lost his balance, shushing the prince’s enthusiasm.

“Maybe you should tone down your excitement a little, before we draw a crowd.” Blueblood paused and looked around the area, noticing several other groups of ponies staring

at them, causing him to blush slightly.

“Heheh. Perhaps we should... take leave. Midnight, Luna, lead the way, friends.” he said, standing up off the bench. Luna stood up, magically floating her drink and pretzel with her, leaving Midnight’s for him. As the pegacorn once again fit himself with their saddle bags, he turned to take his refreshments, finding them missing. Following behind Luna was Blueblood, a drink and pretzel floating in his magic, the pretzel already half eaten. As he walked past Luna, she noticed this, turning to Midnight as he trotted up beside her.

“Midnight,” she whispered. “That was yours. Didn’t you want that?” she asked. Midnight just sighed, shaking his head.

“Yeah, but... it’s his first day amongst ‘normal’ ponies. I think I’ll let that one slide.”

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The trio made their way through the park and then, through most of the rest of the diner and café district. The prince received a few looks and bows from the average pony on the street, returning them when he did. More often than not, however, the three could hear snickers and giggles as Blueblood passed. Most likely from his defeat at the hooves of the mysterious ‘Blank Knight’ earlier this week. The group managed to make it to an area that Midnight observed closely the day before, near the main front gates of the city. Exiting a narrow street, the three entered a huge open air market with hundreds of stands, stores and vendors, known as Floodgate Market. The area was named that due to the way ponies and other cultures seemed to flood into the city mostly through this main gate.

The left and right ends of the area had three large band shells apiece, six in total, and were all filled with different performers. There were mime ponies, trotting against the wind in the first shell on the left. Musicians playing classical music in the center left, the lead grey earth pony cellist playing with skill Midnight thought would be hard to match, even in his world. However, across the way from her in the far left shell, a white unicorn with an electric blue mane and goggles sat between two huge speakers, playing the same type of dub-trot he had heard from Pinkie Pie’s phonograph. There were acrobats balancing themselves on balls and barrels in the far right shell, rolling across the stage, with a line of dancing ponies doing what seemed to Midnight to be an Equestrian form of Riverdance in the closest right.

All around them were creatures more fantastic than Midnight could have ever imagined. Bipedal canine looking creatures trading gemstones. Regal looking griffons pulling wagons of what looked to be raw ore. Buffalos wearing feathered headdresses. Zebras selling potions and powders. Midnight even found himself grateful that Blueblood took his pretzel and soda earlier, now allowing him to buy chocolate milk and cheesy bread... directly from a cow that produced it. Curiously enough, he found himself strangely not bothered by this in the least.

“This place is amazing! I can’t believe I’m actually walking through here. It’s like a living dream...” Midnight said to his companions, Luna echoing his sentiment as Blueblood chuckled.

“I agree completely. This is certainly more than the simple farmer’s market it was a

thousand years ago. However...” The disguised princess said, her eyes trailing off as she approached the right-center band shell, curiously empty. “... I wonder why there’s nopony using this stage.” From behind them, the three ponies heard a haughty, arrogant laugh, turning to find it’s owner. Sitting at an umbrella-covered table, sipping a hay smoothie was a light blue unicorn mare, dressed in a purple cape and hat, both adorned with stars. She looked up from under the brim of her pointed wizard’s hat, purple eyes fluttering.

“My dear ponies, the stage is empty only because the Great and Powerful Trixie has not taken it yet. Trust me, darlings, when Trixie takes the stage, you’ll bare witness to magical feats of amazement that you’ll be able to wow your foals and grandfoals with for the rest of your lives.” The mare gingerly magicked her empty drink cup into a nearby waste can.

“Oh,” Midnight said, after that little tangent. “ so where is this ‘Great and Powerful’ Trixie? Maybe she got cold hooves, or something?” The blue mare stood up from her table and stomped over to him, snorting as she stared into his eyes.

“Cold hooves?! The GREAT and POWERFUL Trixie only required a slight beverage before taking the stage! Is Trixie not allowed that, you simple foal?!” Midnight reared back at her aggression, trying hard not to laugh at the cute mare’s obvious attempt to seem intimidating.

“So, I take it you’re Trixie, right? I’m sorry, miss. I meant no disrespect. I didn’t realize you were using the third-pony when you spoke.” the pegacorn said, giving her a slight bow out of respect. Trixie’s mood calmed a bit, though her haughty attitude remained. Flicking her mane behind her, she returned to her table, taking shade under the large umbrella once more.

“Very well. It’s not the first time that happened, anyway. However, if you are truly sorry...” Trixie looked absentmindedly at the back of her hoof. “... I could use some hay fries. I seem to have misplaced my saddlebag at the moment, and have no bits to get an order myself.”

Midnight, Luna and Blueblood all looked at the magical showmare. Did she really just... ask for lunch? The prince gave Midnight a nudge, waving him to a nearby stand selling the fries. A quick glance to Luna gave him the go-ahead, sending the stallion over to the stand. He trotted over, taking his place at the back of the line as he nosed his way into his saddlebag for the right bits to pay for the greasy snack, when a sudden hoof on his shoulder distracted him from the task.

“Midnight, did yo notice her CUTIE MARK?” Luna quickly whispered into his ear, the urgency obvious in her voice. He turned to her with a confused look, unsure of her meaning. “That moon!” she hissed out. “That is one of the inherited family cutie marks of the Order of the Lunar Knights! Trixie’s ancestors must have been part of my Sacred Guards over a thousand years ago.”

“Wait... ‘inherited’ cutie marks? I thought they were EARNED, not inherited.” the stallion asked, not fully comprehending the gravity or significance of this revelation. Luna paused, shaking the excitement away as she remembered that Midnight wasn’t from her world and still didn’t know much of the finer details of it.

“Often times, when a family falls into a tradition of belonging to a certain group or profession, their cutie mark reflects that, resembling in some ways the cutie marks of other members of their family. Do you remember Twilight’s cutie mark?” Midnight silently shook his head. “It’s a collection of several stars, surrounding a large star in the center. Well, her brother is a top ranking member of the Royal Guards, and his is a shield with stars above it, and their parents-“

”Alright, I get it. But what’s this Order of the ‘You’ Knights thing?” he asked, moving up another place in line.

“They were my disciples, before my banishment. Scribes and sooth-sayers that predicted the weather before pegasi started controlling it, and foretelling of events that were significant to all of Equestria.” Luna look wistfully back toward Trixie, the fond memories of her friends in her ‘Lunar Knights’ bringing both joy and pain. “They were also faithful warriors, protecting early pony settlements and town from monsters and raiders. I was so proud of them all...” Midnight watched as Luna became lost in her memories, deeply curious as to the fate of her Lunar Knights after her banishment, but decided not asking was probably for the best. He could only imagine the hardships Luna’s chosen ponies must have gone through after her defeat as Nightmare Moon. In no time at all, they were both at the front of the line. After paying the three bits for the hay fries, the princess and pegacorn went back to join Blueblood and Trixie, already in conversation.

“Here’s your hay fries, oh Great and Powerful Trixie. I hope this makes up for my earlier disrespect.” Midnight as Luna magicked the fries over to the table where she sat. The showmare’s eyes widened at the sight, unconsciously licking her lips as they landed.

“Oh, yes, good sir. Thank you for the helping hoof. All is forgiven.” Trixie levitated a few small fries before, witch she greedily devoured.

“My dear Trixie, if I may speak to my bodyguards for a moment?” Blueblood asked, motioning to Midnight and Luna. Trixie waved him away with her hoof, never taking her eyes off her snack. The prince motioned for the two to join him on the side of the band shell, away from Trixie’s earshot, before breaking some startling news.

“Your bodyguards? Very clever, Princey.” Midnight said, barely above a whisper.

“Sorry, but I had to make up an excuse as to why I was with you two. Anyway, I was talking to our little friend there, and discovered something rather disturbing. She didn’t come out and say it, but I believe... this young mare is homeless.” Midnight took this news a somewhat of a surprise. However, Luna seemed to be deeply hurt by this, her mood instantly dropping. A decedent of one of one of her Knights, Homeless?

“What? Prince, how can you be so sure? Look at her! She’s so prim and proper...” she said, prompting the two stallions to gaze over at her again, Trixie only a bite or two away from finishing the large carton of hay fries Midnight had bought for her.

“Yes,” Blueblood said, directing a hoof at her. “just look at how she practically inhaled that entire helping of hay fries. That would have been enough for the three of us to share,

easily. Also, look at her side.” The two looked curiously at the blue mare, wondering what they were supposed to be looking at. Suddenly, they noticed; Trixie’s ribs were showing. To anypony else, the unicorn would have been a slender, beautiful young mare. However, when she leaned a certain way, the sure sign of malnutrition was visible. “She told me a few months ago, she visited Ponyville to perform a show. She told made-up stories to wow the crowd, but a few young colts actually believed her. They went into the nearby Everfree Forest and antagonized an Ursa Minor to follow them back to her wagon. Everything she owned was destroyed, and she was humiliated by some pony named... Twilight? I know I recognize that name from somewhere, but I can’t really recall...”

“Twilight?!” Midnight exclaimed. “She was humiliated by Twilight? I find that hard to believe...” His thoughts ran back to the purple Element of Magic, wondering if there was any truth to her tale. It seemed farfetched, but the hungry look of the young mare seemed to lend the story an air of truth.

“It seems she has funneled all her money from her street performances into renting this band shell for the day. Her first show went poorly, not netting many tips. She’s having trouble performing in her condition, but she insists on continuing with her show, despite my offer to leave with me now and showcase her talents at the next social event I throw. I don’t know what else to say. Her hat and cape are even cheap replacements of the items that were given to her by her mother, the originals meaning so much to her lost forever in the wreckage of her wagon. The poor mare...” The prince seemed genuinely distraught, obviously trying his best to complete his first true act of charity and kindness towards his fellow pony successfully. Midnight knew how he felt, imagining the proud blue mare wouldn’t take to shirking her responsibility to ‘her fans’ so easily.

“I have an idea. However, Midnight, it requires you to play quite a big part in it. Can I count on you to help me?” Luna asked him, a look of determination on her face. Midnight bowed before her, spreading his wings as he leaned close to the ground.

“Your champion is ready to do your bidding, my mistress. You need only give the word, and I will obey.” The princess chuckled, knowing that she could always count on her champion.

“Thank you, my Midnight Blaze. I have only one more thing I must know before I proceed with my plan.” The princess walked away from the two stallions, back over to the table with Trixie and took a seat, her plan already forming in her mind.

“Miss Trixie, I wonder if I may ask you a question...” Luna said, giving her a smile.

“Yes, Storm Cloud?” Trixie answered, confusing the princess. It took a moment for her to remember that she was in disguise, appearing to be nothing but a simple unicorn, even her cutie mark changed. Assuming that it was just the name that Blueblood had given her as one of his ‘bodyguards,’ she continued.

“I couldn’t help but admire your cutie mark, my dear. Tell me; that wouldn’t happen to be an inherited mark, would it? I know I’ve seen it somewhere before.” she said with feigned naivete. The showmare looked down at her flank, seemingly surprised that anypony would be interested in it.

“Why, yes, my good mare. Trixie is descended from a long line of prestigious ponies who have a long and proud history in the service of Princess Luna. Well... that was before her banishment, that is. Since then, my family has hoped that she would return to take her rightful place alongside Princess Celestia. Interesting enough, that relates back to my old surname that I barely use anymore. Trixie Lunamoon. It means ‘Trixie, of Luna’s Moon.’” Luna’s mind raced at the premise. Here before her was a direct blood relative of one of her most faithful Knights, poor and homeless, desperately in need of help. Carefully, she searched for words that would correctly convey her intent.

“Miss... Trixie. I believe my friends and I can be of some use to you in your act. Is there some place where the four of us can talk... in private? And before you try, no. We won’t take no for an answer. Not before we plead our case.” Trixie raised an eyebrow, the bold demeanor of the supposed bodyguard surprising her.

“Very well, Storm Cloud. We can talk behind the band shell, in the attached room performers use to prepare for their acts.” She stood up from the table and trotted past the three, looking over her shoulder at her strange new ‘partners.’ “This had better be worth all of Trixie’s time.

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It took more than ten minutes for Trixie to stop genuflecting and bowing and apologizing to Luna after she had removed her disguise and revealed herself, effecting blowing the mare’s mind. The ‘Great and Powerful’ aspect of Trixie flew out the window, leaving behind the ‘Weak and Humble’ Trixie, the one that cowered before her princess in a way that Luna hadn’t seen since the citizens of Ponyville. She remember all too well their fear through the eyes of Nightmare Moon, unable to stop it then but having the power to do so not.

“Rise, Trixie Lunamoon. Your reverence is appreciated, though unneeded. We have a proposition for you.” The unicorn’s eyes glistened as they stared up at her princess. This was the PRINCESS, for buck’s sake, granting her a private audience and offering her help! Oh, by the stars, this might be the break she needed to get back on her hooves.

“O-of course, your majesty! W-w-what did you h-have in mind?” she managed to squeak out. Luna turned to Midnight, ushering him beside her, then turning back to Trixie.

“Trixie, I’d like to introduce you to my champion and dear, dear friend, Midnight Blaze. Or as you might know him... the ‘Blank Knight.’” Trixie’s eyes widened again as Midnight slipped out of his hoodie, the magical disguise lifting to reveal his true self. The blue mare was at a loss for words, stuttering as her eyes traced over him.

“I-I can’t believe it... This is unreal! It’s like rounding a tree in the woods and find Bighoof!” she said, trotting around him as she examined his horn, wings and lack of a cutie mark.

“Thank you, Trixie. I’m happy to amaze. Now... Princess Luna? Perhaps we can get down to the task at hoof? I kinda curious to as to how I fit into this plan you have.” the pegacorn said, feeling more nervous by the minute. Luna only gave him a knowing look, a

wide smile forming from ear to ear.

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Under the magically created fanfare of trumpets and snare drums, dozens of ponies turned their attention towards the center-right band shell, smoke and sparks already slowly appearing on the stage. In no time at all, a large crown formed, curious to see the spectacle about to make itself known to them all. With a mighty flash and boom, the silhouette of a young mare came into view, ha and cape billowing in the non-existent breeze.

“Fillies and gentlecolts! Come one, come all! Come, and witness the magic of the Great and Powerful TRrrrrrrIXIE!” The blue unicorn shouted as she reared up on her hindlegs. Another round of fireworks and colored lights wowed the crowd, drawing more attention still to the showmare, forgetting her hungry stomach and weak frame as she relished being in her element once again. “Watch in ‘Awe’ as the Great and Powerful Trixie performs the most spectacular feats of magic ever witnessed by pony eyes!”

“Feats of magic?! All you did so far was a bunch of cheap fireworks and light illusions! Those are magic kindergarten level spells! Boo!” a certain blond unicorn stallion wearing a borrowed pair of sunglasses and an old hat shouted from the crowd, causing several ponies watching with him to laugh at Trixie’s feigned reaction. Blueblood hated to do this, running the risk of turning some ponies away by degrading Trixie on stage. However, if Luna’s plan was to work, it was a step that needed to be taken. However, like the great actor she was, Trixie reacted with bravado and grace, allowing the hecklers cat-calling her to die down before responding.

“Well, well, well! It seems we have some NEEEEIIIIGH sayers in the audience! Who is so IGNORANT as to challenge the magical ability of the Great and Powerful Trixie? Do you not know that you are in the presence of the most magical unicorn in all of Equestria?!” Another round of laughter was silenced before it began, Trixie summoning a loud thunder clap from nowhere, giggling at the crowd’s response. “I don’t blame you, members of the audience! I wouldn’t believe me, either. However, The GREAT and POWERFUL TRIXIE is willing to place her honor and her TITLE of Great and Powerful on the line! I challenge ANY pony to stand before Trixie! For Trixie knows, simple citizens of Canterlot; Anything YOU can do, I can do BETTER!”

As though on cue, countless ponies from the crowd raised their hooves, paws and claws to challenge Trixie. Cantering from one end of the stage to the other, seemingly ‘scanning’ the potential challengers with a simple illusionary light spell, disqualifying them before they ever had a chance to really challenge her and do some damage. “No... no... no... Oh, goodness, no! Amateurs! Rank amateurs, all of you! Not even worth my time! Is there anypony, ANYPONY in all of Canterlot who could offer the Great and Powerful Trixie a proper challenge?!” she said, sending a volley of firework magic skyward, the magic orbs exploding into red and grey smoke. That was it. That was the signal he was waiting for...

A loud screech roared through the sky, quickly recognized by the griffins and pegasi present as the noise coming off something moving at extremely high speed. A jet stream zig-zagged through the sky, stopping above the crowd. The object that created the screech and jet

stream began to fall, the crowd entering a bit of panic as it approached. On the stage across from Trixie, a grey pony landed with a heavy thud, the unseen night princess enhancing his landing to shake the ground slightly beneath the hooves of the crowd watching. Midnight flourished his wings, waving back his crimson mane to reveal his horn as he took an intimidating stance.

“I believe I may offer you such a challenge, oh Great and Powerful Trixie!” Midnight said, already hearing gasps and whispers from the crowd. A slight sideways glance at the spectators made them jump, none of them ever seeing a pony with both a unicorn’s horn and pegasi wings before, and especially never seeing a full-grown stallion without a cutie mark. “I am Midnight Blaze, or, as some of you may already know me, the Blank Knight! I have traveled far and wide, searching for an appropriate opponent, and now it seems I have found her! So, what do you say, Little Miss Trixie; do you accept my challenge?” From under her hat, the showmare remained silent, building suspense. The crowd remained silent, leaning forward in anticipation of her answer. This was beautiful. Fully in her element, Trixie reared up, thrusting a hoof to the sky.

“I Accept!” With those words, the surly crowd that hated her a moment ago came to her side, rallying behind her as she faced this unknown pony that all of them had only heard about in the pages of Equestria Daily News. For his part, Midnight was unsure about this entire plan. He still didn’t like that nickname he was given by Pinkie, and certainly didn’t envision his first appearance to the public at large to go like this. However, he trusted Luna, perhaps more than he had trusted anypony, or any human for that matter, before. And if all went according to plan, this would turn out beneficial to all ponies involved.

“Since you were the one making the challenge, little unicorn, I will decide the game. Right now, you and I will meet on the field of combat! The first of us to concede or be made unable to battle loses! Are you ready?” Midnight shouted, drawing ‘oohs’ and ‘awws’ from the audience.

“I accept! You may come at me when ready, stallion!” Trixie said, cape flapping in the magical breeze. As though fired from a cannon, Midnight launched himself at her, horn first. With the grace of a dancer, Trixie slid to the side, the pegacorn having to extend his wings and loop upward back into the sky. He turned, flying at her from the other side, Trixie this time using her cape like one would against a charging bull. The crowd gasped and laughed at this, applauding with hoof-stomps that were cut short by Midnight casting them an angry glance again. This time, he turned upward, high into the sky. Pausing for a moment in his accent, he brought his wing back against his body, turning and dive bombing towards the showmare in the canter of the stage. For her part, Trixie appeared unimpressed. As he approached, she took a few simple steps to the side, Midnight impacting the stage at fantastic speed. Back stage, Luna quickly created a dust cloud, enhancing the moment of impact. As it cleared, the crowd burst into laughter, Midnight laying on his stomach, all four legs spread out and a goofy, dizzy look on his face from the fall.

“It appears, when it comes to flying, Midnight, even a ground-bound pony such as myself has you beat. You’ll have to better than THAT to defeat the Great and Powerful Trixie!” The roars of the audience sealed away any doubt in Luna, Midnight, Blueblood or Trixie’s mind; she had them. They were her’s now, and she could sway them anyway she

wanted. Midnight, shook off his confusion, flapping his wings until he hovered above the first few rows in front of the stage.

“Very well, you little foals! If you want to laugh at Midnight Blaze, let’s see how funny you find THIS!” he said, his horn glowing bright. At once, several trash cans, barrels and benches scattered throughout the crowd began to float, going into rotation around Midnight. Blueblood, still with his horn hidden under the old hat he had found, was truly as gifted as he bragged to be, managing to help levitate several large, mostly full trash cans at once without looking at them. “Hey, Trixie; CATCH!” A large bench floated in place in front of him, Midnight’s magic quickly launching it at Trixie below. From backstage, Luna readied herself to assist with deflection, but hesitated upon sensing something from the blue mare; her magical aura was growing. As the bench approached, Trixie rose on her hind legs, swinging her foreleg in a move to deflect the projectile, a pink wave of energy knocking it from the air and across the stage. Midnight launched a trash can at the showmare, only to have it caught in mid-flight and crushed like a soda can.

“This is... this is incredible...” Luna thought from backstage, peeking through the crack of the stage door to see the little unicorn. Something awoke in her, something that Luna didn’t feel before. She was in her element, now. As at home on the stage as a bird in the sky or a fish in the sea. No longer needed, Luna found a small, secluded place behind the crowd, between two large stands and hidden from the view of the crowd. Removing her disguise, she once again took her true form, closing her eyes and teleporting away from her hiding place.

Trixie continued to deflect, destroy or otherwise dissipate the attacks Midnight launched at her with Blueblood’s help. “Is that the BEST you can do, Midnight Blaze? The Great and Powerful Trixie is NOT impressed! Why don’t you come down here and show Trixie what you REALLY made of?!” Trixie shouted. Midnight shouted and snorted high above the crowd, looping upwards and going into a dive right towards the showmare. For Luna and Blueblood, it was becoming less and less clear that Trixie and Midnight were acting out their parts or truly involved in a life or death struggle. Diving back towards the stage, Midnight’s and Trixie’s magical auras collided in a huge display of light and smoke, the two ponies moving about the stage behind the thick miasma, their silhouettes displaying the heated battle between the two. Jumping and lunging at each other, the two maneuvered and fought, the smoke on stage still hiding them as they appeared to stand face to face, each vying for control as they pressed their horns against the other’s. The smoke cleared, electricity and energy circling and radiating from the opponents. The audience began to stomp their hooves, a low chant starting quietly, then turning into roar from the crowd.

“TRIXIE, TRIXIE, TRIXIE...!”

The unicorn planted her hooves firmly into the stage, her horn glowing brighter, it’s aura engulfing Midnight’s as the stallion’s expression changing from confidence to startled worry. A large bubble of energy grew, until it engulfed the two ponies, bursting in a bright flash. The onlookers were forced to close their eyes or look away, the smoke being blown away under a wave of power and light. When the last of the smoke cleared, and the audience was able to look once more, the sight sending them into an uproarious applause. Trixie stood triumphant, Midnight Blaze laying on his stomach, legs and wings splayed out. He had a disoriented look on his face, Trixie’s right forehoof resting on the back of his neck.

“You are defeated, Midnight Blaze! Concede, and walk away from this battle with your honor intact! Unless... you wish for a Round Two!” Without even looking up, Midnight shook his head, horn waving back and forth like a kind of flag of surrender. Another roar of cheers and thunder of applauding hooves shook the stage, Trixie standing off of Midnight as she offered him a hoof to help him up. The pegacorn reached up, pulling himself to his hooves again as he and the showmare together took a bow to the crowd. “I thank you all, my beloved audience, for all being part of this stage show, put on by the Great and Powerful TRIXIE!!! Let’s all give a huge round of applause to my assistant for this evening, Midnight Blaze!!!” she said, standing on her hind hooves for a moment, forelegs pointed at the stallion. Though taken by surprise, Midnight took a bow, the thundering of hooves resounding through the marketplace louder still.

“Bravo, Trixie! Bravo, Midnight! A wonderful show! Truly inspired, indeed!” A loud voice echoed from behind the crowd. The bystanders looked behind them, one by one their expressions turning from shock and fear to reverence, each dropping to one knee as they realized they were now in the presence of their princess of the night. On the stage, Midnight and Trixie followed suit, both knowing Luna’s plan was nearly at an end.

“Thank you, Princess Luna. I always aim to please my fans. I’m sorry I had to borrow your warrior for a while, but he was a key element in my show. He really came through tonight!” Trixie yelled from the stage. The began to murmur amongst themselves, seemingly confused by her comment. Midnight took to the forefront of the stage to address them.

“It’s true, my friends! I heard that the Great and Powerful Trixie’s normal assistant was called out of town for a while, and knowing how talented she is, I simply HAD to offer my services to her! My apologies, my fare Princess Luna, but I had to help.” Midnight explained. Princess Luna nodded, the crowd parting to allow her to approach the stage. “I came to watch the show Trixie was to put on today, and by chance, ran into her. She explained that today’s show was to be canceled, due to her lack of an assistant, I volunteered my services. I know this isn’t the way in which you would have liked to introduce me to the public, but I felt it was my duty to help one of your subject.”

The fabricated story became clear to everypony present; Midnight was an agent of Luna’s, and this entire battle was staged for the entertainment for the crowd, all orchestrated by Trixie. The blue unicorn moved to the front of the stage, levitating off her hat and holding it upside down before the audience. Luna levitated two gold bits up into Trixie’s hat, dropping them in.

“A performance well deserving of a reward. I can’t wait till your next performance, oh Great and Powerful Trixie.” Luna proclaimed, the rest of the audience following suit. One by one, Trixie moves her hat around the audience, the hat soon becoming heavy with bits donated by the entertained crowd. Before long, Trixie had to bring her wizard’s hat back on stage, emptying it before she hovered it back amongst the remaining spectators for their bits.

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Eventually, the crowd dispersed, a few ponies remaining to pay before they moved along. Luna, Midnight and Blueblood lingered behind with Trixie. Their planed battle/show

had worked, netting Trixie more than enough bits to rent a hotel for a few weeks, plus afford more than enough food to keep herself happy and healthy for a long time. Perhaps, even enough to put aside towards the purchase of a new cart for her traveling show.

“I can’t thank you three enough! All of you, I am forever in your debt! If there is ever anything I can do for ANY of you, anything at all, Trixie will be more than happy to lend a hoof in whatever way she can.” The blue unicorn shook Midnight’s hoof vigorously, almost enough to knock him off his feet. The pegacorn was about to laugh as Trixie’s overjoyed accolade, however stopped as he noticed the tears of joy in her eyes. The showmare was still too proud to cry freely, however Midnight figured it best to just take her gratitude for what it was.

“It was no problem, Trixie. Actually... it was a lot of fun! I’d be glad to do this with you again sometime. That is, if it’s alright with Luna.” Midnight said, turning to the night princess.

“Sure thing, my champion.” Luna said with a smile. “I’m sorry, by the way. I didn’t wish for your first appearance to the Equestrian public to be anything like that. And I didn’t want to draw attention to your...” Luna trailed off, Midnight picking up where she left.

“... my lack of a cutie mark? Don’t worry, princess. I don’t really mind it, anymore.” he said, giving his backside a little wiggle. “All my blank flank means is I have a whole world to explore before I discover my place in it. And This world of yours is shaping up to be anything but boring.”

“Well, I don’t know about you all, but I’m getting ready to head home for the evening.” Blueblood said, stretching out his neck a bit. Luna knickered, rolling her eyes.

“Really, prince? You did the least out of all of us, magic wise. Don’t tell us you’re tired, already.” Blueblood suddenly looked flustered, not so much angry as he was embarrassed by Luna’s good-natured ribbing.

“Aww... Don’t worry, my dear Prince Blueblood; I appreciate your part in the success of my stage show as much as Princess Luna or Midnights.” Trixie said, sashaying over to the noblestallion, causing him to turn a deep shade of red. Luna and Midnight sniffled a laugh as the prince cleared his throat.

“OH! (cough) I mean... Oh, my dear Miss Lunamoon. It was all I could do but to help a fair maiden but yourself. Just as Midnight had said earlier, you may count on me anytime you are in need of assistance in one of your shows.” The prince puffed up with pride, posing as he flicked his mane back. Midnight and Luna started walking to the exit of the backstage area, the pegacorn taking Blueblood’s tail in his teeth and pulling him along.”

“Come one, lovercolt. We’d best be getting a move on.” The three ponies exited the backstage room, leaving Trixie to count her earnings for the day. She magicked off her hat, just in time for Blueblood to break free and peek his head around the corner once again.

“Do look me up, Miss Trixie! I hope to see you again!” he managed to blurt out, just before Luna and Midnight pulled him back along heir way.

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“Halt! Who goes ther–huh?!” the gate guard said, looking down on the peculiar sight. A large carriage with several other covered carts behind it, the entire rig being pulled by a large, black wolf. The earth pony driver’s top hat hung down over his eyes, never looking up to answer.

“I come to Canterlot today to display my talent. I bring wonders the likes of which this city has never seen before. Does this simple tinkerer have permission to enter, my good stallion?” he said from below. The guard looked over the pony and his carriage again. Aside from wolf, this pony seemed like every other merchant he had seen earlier today. Somewhat reluctantly, the guard motioned to the gatehouse, giving the signal to allow them entrance.

“Just make sure you keep that wolf of your leashed. We wouldn’t want to cause a panic, now, would we?” the guard said as Klokwerk gave the reigns a whip, Grimdark dragging the line of carts inside.

“Oh, yes, you clueless foal...” Klokwerk said under his breath. “... a panic is JUST what this town needs...”

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“Lucy, I’m home!!!” Bedlam shouted down the stairs to the dungeon. From her cage below, his dark-coated mare prisoner opened her eye just enough to give him the weakest of acknowledgments. “Aww, c’mon, dearie! Perk yourself up! We’re going to a show!” With a snap of his fingers, he and the mare were transported to Bedlam’s dilapidated throne room, sitting next to each other on a pair of theater seats. Startled by her sudden freedom, the mare had no time to react before a pair of magically electrified shackles clamped around all four hooves and neck, locking her in an uncomfortable sitting position on her rump, facing a large magical projection of the marketplace of Canterlot.

“Bedlam?! What are you doing? What... what’s going on?!” she said, panicked. The draconequus just laughed, his captive fearful of what the beast had in mind. A large tub of popcorn appeared on his lap, and a strange helmet on his head. Two straws ran from two cans on either side of the helmet, the ends entering the sides of his mouth. The monster just laughed, faking a yawn as he stretched his arm around behind the mare.

“Oh, my dear, sweet, naive little pony; don’t feel so frightened! You should be overjoyed, in fact.” he said, placing a red and blue pair of paper glasses on her face. “Now, please turn off your cell phones and refrain from talking during the duration of the apocalypse. You and I have got front-row seating to the beginning of the end of the world!!!”

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The three ponies made their way back to the center of the huge open-air market, pondering what they should do next. They had each accomplished what they had set out to do today; Blueblood to reconnect with the common ponies, Luna to rediscover her place in the hearts of her ponies and Midnight to see an example of normal pony life during a normal day. The group paused for a moment, taking a seat at an empty table .

“Well, I really AM spent. I’m not used to hiding my aura AND expelling it in such a manner, all at the same time. If it’s all the same to you two... I think I should like to return home for the afternoon. I’d like to kick my hooves up and relax the day away.” Blueblood said. His companions had to admit, he did prove to be quite useful in their endeavor today.

“Alright, Prince. I think you grew enough for today. Midnight and I are probably just going to go back to the palace for now. We’re both quite spent as well.” The night princess stretched her wings, invisible from the magical disguise she had slipped back on. Her champion sensed this, ducking to avoid her wing. Though she and Blueblood were ready to take it easy for the rest of the day, he only felt well warmed up, and was ready for more sight-seeing. However, this just meant that he got to show off for Luna and the Elements when they got back to the palace.

“Yeah, I agree, Luna. We pretty much seen everything we could, today. I think it’s time to head on back.” Standing up and stretching, Midnight was very glad Luna chose to teleport all her large, heavy packages back to her bed chambers. Not only did it free up his movements, but it was a great load off his back, as well.

“Well, if you two love-birds wish, we could check out that one more stand before we all part. What do you say, Luna?” the prince said, motioning toward the main gate of the city. Midnight and Luna turned their attention to the gate, both giving the new display a curious look.

Standing on the top of a large carriage was an earth pony, wearing a black top hat with a red band. There were two carts on both sides of the carriage, tall and black, with no visible openings. Reaching down to the seat behind him, the earth pony stallion pulled up a megaphone, taking a deep breath as he began to shout to the crowd.

“Mares and Gentlestallions! Fillies and colts of all ages! Count your lucky stars and consider yourselves blessed! You wouldn’t wanna be anywhere else in the world right now but RIGHT HERE in the beautiful city of CANTERLOT!!!” he proclaimed, a crowd already drawing close. “Please, take a step back, my good ponies. I need my space to pontificate.” The crowd still drew closer, however, the stallion on the cart shaking his head as he turned and whistled behind his carriage. Instantly, a large, black with shaggy fur leapt above the carriage, landing in front of it and roaring at the crowd, sending the ponies back in fear.

“I thought that would get the point across.” the stallion said. “As I was saying, I’m Dr. Klokwerk, leader of the Killjoys, the great liberators that will rescue you from your mundane and dull existence!” Midnight, Luna and Blueblood stepped closer, making their way through the crowd to get a better view of the spectacle unfolding before the marketplace.

“Mares and Gentlestallions, fear not! For now, you are with me, Dr. Klokwerk! I’ll be your surgeon, your sooth-sayer, your ultimate tie breaker, breaking down the walls you’ve all set up around your world to keep safe your fragile little minds! Prepare yourselves for a system failure of epic proportions! Step ONE of the Master’s Plan! A being louder than a sonic rainboom and twice as shiny as Celestia’s sun! This one’s for all you grounded pegasi, all you lame earth ponies and impotent unicorns; LISTEN UP!” Klokwerk stomped on the platform of the carriage, a straight cane popping up. He caught it in his hooves, flipping open a

lid on the top and exposing a red button tot the audience. “We bring all the pain with no wait and no credit required! It’s time to do it now and do it LOUD! Killjoys...?” Three more ponies appeared from nowhere, each landing with a thud behind him on the roof of his carriage, wicked grins on their faces. “... time to MAKE SOME NOISE!!!”

Yes, I'm an MCR fan. ^^ I couldn't help it! 'Killjoys' just seems to fit these guys SO well! anyway, this is it! Bedlam makes his move on Canterlot and Midnight, Luna and Blueblood have front row seats. I was gonna foreshadow something HUGE at the end of this chapter, but I'll leave that as a surprise for you guys in the next one. (I'm such a troll!) Will these three ponies have what it takes to survive the coming hellstorm? Will Bedlam's mad plans for Equestria succeed? And who will rise up and stand against the chaos that is to come? Find out in "Ground Zero: Canterlot", the next exciting chapter of...

"STAR CROSSED!"

Ground Zero: Canterlot: (Prelude)

Alright, critters! Due to circumstances beyond my control, I've been delayed in finishing this latest chapter in a time I'm comfortable with. So, to show you I'm not slacking off/ still interested/ still alive (WHATEVER) I'll whet your whistles with what I got so far. Remember at the end of last chapter I mentioned about foreshadowing something BIG? Prepare your bodies, bronys...

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Ground Zero: Canterlot: Prelude

The griffon and the diamond dog sat across from each other in the royal carriage, neither one regarding the other with much interest since they both climbed in outside the palace gates. Though the interior was large enough for several ponies to be comfortably seated on the plush, red cushions, the two creatures still sat as far from each other as possible while the carriage made its way through the city streets. Hidden behind the tinted glass, the diamond dog watched the happy world of the ponies as they went about their day. Foals playing, mares and stallions happily trotting down the street together. His mind wondered back to a certain white unicorn mare with a purple mane he and his fellow workers had taken prisoner quite a while ago. It seemed to make some bit of sense then. But for the life of him, he couldn't justify taking a happy pony like her away from a life like this.

Occasionally, the diamond dog would glance back at the griffon, just in time to see her turn away, feigning interest in whatever was outside her own window at the time. He noticed side glances and quick, curious looks out of the corner of her eye, knowing that his race had only themselves to blame for the suspicion that other races held for them. Resolving himself, he took a breath and decided to speak to her.

“Hello, Miss Griffon. My name's Rover.” he said, extending a paw. It was short, sweet and to the point, and not at all expected by the noble female. Caught off guard by this sudden show of interest, she tentatively reached out and gripped his paw in her own, shaking gently.

“Gilda Grizelda. Ambassador of the kingdom of Althera. Nice to meet you.” she said, releasing his paw and turning a bit to face him better. “So... what brings a diamond dog all the way from the Swayback mountains to the steps of the Royal Palace?”

“I came to speak with the pretty princess ponies. I am something of an ambassador, too. I needed to tell them about trouble in my tribe's mines. It seems that a group of metal ponies and other beasts were attacking us.” he said bluntly. Gilda raised an eyebrow, leaning forward in her seat.

“Metal ponies and beasts attacking your mines?” The thought of her own encounter with a pair of ponies acting violently outside their nature sprang to her mind. Could his tribe have had an incident with the same ponies? “Say, Rover...they wouldn't be-” Gilda's thought was cut off mid-sentence by a loud BOOM and a hard tremor. The carriage came to a sudden stop, the chauffeur ponies suddenly halt shaking them in their seats. Rover opened his door,

peeking his head out the and looking at the two stallions hooked to the harness, their mouths open in shock. Gilda stuck her head out over his, looking up the road.

Far ahead, near the gate to the city was a large, black billow of smoke. Muffled screams from the pedestrians around the area could be heard all the way back by the carriage. In the distance, pegasi ponies scrambled through the sky to get away. But above all the commotion from the crowd around them and the disaster near the gates, one single sound in particular proved to catch the attention of Rover; the loud, tell-tale howl of a wolf.

“... the Beast...” Rover hissed through gritted teeth, his eyes narrowed. Gilda leaned away from him, surprised by the canine’s sudden change in demeanor. The diamond dog sprang from the open door of the carriage, forgoing any attempt at civility as he took off on all fours. Shocked by his actions, Gilda bolted from the door as well, taking flight for the first time since her attack to pursue the creature.

“Hey! Just what do you think you’re doing?! Where are you going?!” she shouted, catching up to the spry creature with more than a little effort. He answered her without looking, continuing to run through the streets, hopping over obstacles and ponies alike as he navigated the panic around him.

“That howl was the Beast! He’s here, attacking the ponies! I have to stop him! I WON’T LET HIM!” Rover growled loudly, picking up speed. Gilda found the tightness in her wings fading, the workout this scruffy canine gave her being just the thing they needed. She looked ahead, almost losing altitude as a shocking sight caught her eyes. Swerving around in the sky above the plume of smoke was the Fireball. The same red and orange attacker that burned her and knocked her out of the sky into the Everfree Forest. Inside her, she felt a rage build up, rivaled only by the rage she felt towards the pink earth pony who stole her former friend from her. Beating her wings harder, she dove down on Rover, her talons grabbing him by the shoulders. He gave a sharp *!YELP!* as he felt himself being lifted off the ground by the powerful hybrid creature.

“Lady Gilda?! What are you doing?!” he shouted above the roar of the wind around them. Gilda barely gave him a downward glance.

“You wanna help the ponies get away from this ‘Beast,’ that’s fine by me! But personally...” Her eyes narrowed, the Fireball growing larger in her vision as they approached the area above the marketplace. “... I have a score to settle.”

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The train from Ponyville pulled into the station, screeching to a halt as the conductor announced their arrival at Grand Canter Station. The doors to the passenger cars sliding open and dozens of ponies filed out eagerly entering the pony capitol city. Baggage was gathered, friends and loved ones were met and schedules were kept. However, for one group of friends, the true test was just waiting to get off the train.

“Heheheh. C’mon now, darlin.’ It’ll be our turn soon enough. Just cool yer hooves.” the large red stallion said, shifting his shoulders as he adjusted large the large horse collar around his neck. Beside him, a young buffalo cow fidgeted in place, her gaze turning back and

forth between the windows overlooking the train platform and the slowly shortening line between her and the exit.

“I can’t help it, Mr. Big Mac! I’m just so happy to be here! I mean, I loved Ponyville, but this city is so much bigger... I just want to go out and see everything!” When she and her beau, Breaburn, received a letter from Applejack at the royal palace regarding learning more about the Apple family history, the two left to gather Brea’s older cousin as soon as possible. Greeted at the Ponyville platform by Big Mac, the two were given a quick tour of the town by the large farm pony as they all waited for next train to arrive. However, what should have been a quick walk around town soon turned into a point-by-point visit to every shop, café and public building, the young buffalo usually leading the way and leaving her two stallion escorts behind in the dust. In Little Strongheart’s eyes, Appaloosa was a beautiful place. Peaceful and quiet, with the most exciting event usually being the raising of another barn or a new family moving to town. Growing up traveling the planes with her herd, there were no buildings or trains or travelers passing through, bringing stories of other lands or amazing places. To her, Ponyville was already bigger than anything she could have hoped for. But now, seeing Canterlot in all it’s shining, towering glory, the young chieftain’s daughter was beside herself with excitement.

“Lil’ Strongheart, y’all can stop callin’ Big Mac ‘Mr.’ Yer practically one of the family, now. And I know this is excitin,’ but please, PLEASE just stay by Mac and me, ok?” Breaburn pleaded with his mate, already know he’d have to wrangle her back, the same way he had to when they went to gather Big Mac. “This here’s a might bigger than Ponyville, darlin.’ Y’all could get lost if ya take off on us. Why, I remember when I was just seven, and came to visit our Uncle and Aunt Orange. Heh. It took my Ma and Pa an hour to-” Breaburn’s reminiscing was interrupted by his cousin’s heavy hoof, tapping him on the shoulder.

“Um, Cuz? Look.” Mac said, pointing out the train window. Breaburn turned to see Little Strongheart, already outside and galloping down the platform.

“Aw, for the love of apples...” the frontierspony exclaimed under his breath. With a bit of shoving and bumping, the two stallions made their way through the crowd, following the path their buffalo friend took moments ago. After turning down some dead ends and blind corners, the two found themselves in the lobby of the Grand Canter Station. The inside area was huge, full of modern stonework and statues. In the center was a large pillar with six sides, detailing all the daily schedules for the different trains going to all the different terminals around Equestria and beyond. All around them were creatures from all over the world; griffons, zebras, deer, diamond dogs, and even a small dragon or two. However, in all this commotion, there was only one young buffalo cow to be found. Well, that is to say, to be HEARD.

“Breaburn! Big Mac! Come see this! This is AMAZING!” Little Strongheart’s voice carried over the din of conversations in the large, open building, drawing stares and an off-color comment from some of the parties disrupted by her excitement. As Breaburn made his way past the crowd to her, the occasional dirty look from his large red cousin quieted any and all less-than-flattering rumblings from the various pedestrians around them. Together they came upon Strongheart in front of a pair of gigantic glass doors, standing on her hindlegs with her front hooves and nose pressed against them.

“Oh, wow... Breaburn, Big Mac... can we go... exploring? I really... REALLY wanna see this city...” she said, her amazement making her talk slower than usual. The cousins looked out the glass door at the city before them. The doors opened at the top of a tall set of stairs, giving those exiting the building a grandiose view. Before them, the marketplace section of the city stretched out, leading from the base of the stairs to the city gates, more carriages and trailers still entering, despite it already being just past mid-day. Breaburn trotted up beside Strongheart, placing a hoof on her shoulder. He leaned over and gave her a quick, gentle kiss on the cheek. As if being released from a magic spell, the buffalo snapped out of her stary-eyes daydream.

“Darlin,’ I promise you now; as soon as we get the info on the Apple family’s history, we’ll take the time to go walkin’ around town. But you gonna promise me.” he said, stroking a hoof on the side of cheek. “you gotta stick by us and keep outta trouble. Think you could do that, my lil’ buffalo gal?” Strongheart grinned at the pet name her beau had given her, her eyes glancing over to Big Mac as he tried to remain stoic and fight against his forming grin.

“Oh... alright, my stallion. I’ll keep calm and stay by you.” she said, standing again on all fours. Together, the three travelers exited the doors of the large train station and began to descend the stairs. Even though they had been here before, Breaburn and Big Mac still could see how Little Strongheart was so mesmerized. Besides the usual hoof traffic, the city itself seemed to have a life all it’s own. Thinking back, Breaburn remembered the tour Auntie and Uncle Orange gave him and smiled. If he liked it all those years ago, Strongheart would, too.

“Hey, Big Mac. Remember that tour of the city we got back when we were just lil’ colts, and Auntie and Uncle gave us that tour?” Big Mac chuckled, giving him his usual affirmation of ‘Eeyup,.’ his yellow mane bobbing as he nodded. “I think we should take my lil’ buffalo gal here out for her very own tour. After we meet the Princesses and see my cuz and her friends again, that is.” Strongheart’s eyes went wide, her ears and tail perking up at the thought.

“The PRINCESSES?! You think I could meet the princesses? I’ve dreamed of that since you’ve told me about them!” The idea made her head spin, the importance of this perhaps meeting not lost on the young chieftain’s daughter. “That would mean so much to me, darling! Thank you!” She lunged forward, wrapping her forelegs around his neck. Breaburn caught his hat just before it fell off his head, patting Strongheart on the back.

“Anything for you, sweet thang. But for now, let’s just make our way to the palace, alright?” He let her down, motioning with his head towards the far end of the city. In the distance shined the Royal Palace of Luna and Celestia. The spires and parapets stretching high into the sky, pointing straight up towards the heavens. The sight was breathtaking, to say the least. The three started walking from the train station, ready to begin what promised to be an exciting, memorable day. “Trust me; you’ll never forget yer first time in Canterlot, believe me. This city always has somethin’ interestin’ going on.”

From behind them, there was a sudden loud “!BOOM!”, followed closely by a thundering shockwave, causing all three companions to jump. Looking back towards the main market place, the three gasped at the sight of a large, black pillar of smoke rising up from the area. In a moment, the rumble of the blast gave way to the faint din of screaming and panic

slowly rising from the area. Around them, the ponies and other creatures were all paused in place, not knowing what to make of the strange sight rising into the Canterlot sky. The crowd remained silent enough for Brea and Big Mac to hear a lone set of hooves taking off towards the event.

“Breaburn, Big Mac! Come one! Let’s go see what’s happening!” Strongheart yelled as she took off through the crowd. The two cousins just looked at each other, then took off after their young companion.

“I tell ya what, Mac,” Breaburn shouted out as they ran to keep up with her. “... onna these days, I’m gonna have to nail that cow’s hooves to the floor!”

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“Whoa! Watch it there, hot shot!” The yellow pegasus mare hollered, having just been a victim of a quick fly-by. High above, a off-white stallion paused, looking down at her.

“What did I do, boss mare?” he said. Spitfire put a hoof to her face, shaking her head.

“I wasn’t talking to you, Hot Shot! Sorry! I meant Soarin.” she said, pointing a hoof at the rapidly ascending stallion, still streaking up into a cluster of clouds. The team leader sometimes forgot that her and all of her team looked so similar when they were all in uniform like this, but that fact really didn’t matter to her. Hot Shot resumed his routine while Spitfire gathered her bearings and headed toward the clouds, breaking way through the center of the small cluster. Floating in the open air above them, she spotted her target. Sitting on his haunches on the end of a rain-filled cumulus was Soarin, casually staring at the palace. The list of curses and harsh words she had for the stallion were quickly forgotten as she saw the dreamy look on his face. Spitfire dove down beside him, landing and sitting close.

“I know what you’re thinking, and... I’m sorry. You KNOW we can’t just bump her to the front of the line. It wouldn’t be fair to all the secondaries and other ponies on the reserve roster.” Spitfire pulled her flight suit off her face and repeated the same line she had to the light blue stallion a dozen times before, figuring it would just be better to say it and get it out of the way. Soarin’ sighed, shaking his head, not bothering to put up an argument to what he already knew was true.

“Yeah, I wasn’t gonna ask you again. I guess I’m just... day dreaming. Sorry, boss.” he said, pushing a lump of clouds around in front of him. Sliding up his goggles, he let them hang around his neck like a necklace. “She just seems so dang dedicated and qualified and ready and...”

“And hot. Don’t forget hot.” Spitfire interrupted with a grin. Soarin’ just slumped his head more, wings drooping as his thoughts turned again to his crush. Spitfire realized quickly she touched on a sensitive topic and placed a hoof on his shoulder. “Heh... Sorry, big guy. Didn’t mean to hit ya that hard, there.” The stud put on his best fake smirk, meeting her gaze.

“I know, I know... I don’t usually get this hung up on mares. But... Rainbow Dash is different. Remember that Best Young Fliers competition? She did that Sonic Rainboom and managed to scoop up me, you, Hot Shot and her friend all at once. And when we all hung out

with her after that, she was just so different than the usual groupies we attract.” Soarin’ sighed, looking up into the clear blue sky. “Even at the Grand Galloping Gala, I was speechless when I saw her again. I couldn’t even look at her in that beautiful gown.”

“HA! Yeah, I know! You shoved your face right into that pie to keep her from seeing you blush!” Spitfire tried to stifle a laugh as Soarin’ shook his head, placing a hoof to his face.

“Don’t remind me... And she tried to save that huge statue in the ballroom, too. Now THAT took guts.” He stood up, taking a breath and shuffling his hoofs on the vaporous surface. “I know we can’t give her special treatment. But when she and Midnight and Fluttershy hung out with us the other day, I just couldn’t take my eyes off of her.” Spitfire bumped her rump against his playfully, her orange mane shifting slightly in the gently breeze around them.

“I remember when you felt that way about me, stallion.” she said with a tone of seduction in her voice. Soarin’ couldn’t help but smile at the not-so-subtle reminder of their short relationship.

“C’mon, Fire; you had this young buck so ‘wing-wowed,’ he couldn’t fly straight. I kinda felt like our fling wouldn’t turn out to be anything but that, anyway.”

“Well, that makes ME feel wonderful.” Spitfire said, faking hurt feelings.

“Sorry. What I mean is... unlike all these other groupies we meet, she really seems like she wants to be a Wonderbolt for all the right reasons. Wowing the crowd, being an inspiration to all the young colts and fillies out there, giving our fans something to remember for the rest of their lives.” Soarin’ looked listlessly up at the clear blue sky, breathing in the crisp, cool air. “She kinda reminds me of how I was.”

“Yeah... I wonder if she’s a good kisser like you, too.” Spitfire joked in a weak attempt to cheer him up. The stallion’s eyes opened wide, head turning quickly towards his teammate.

“Fire, I swear to Celestia...” he started. Spitfire quickly put her hooves up, waving them defensively.

“Kidding!!! Just kidding! Believe me, I have my pick of plenty of other stallion AND mare fans. I’m practically a foal in a candy store. I won’t try for RD. If you got a crush on her that big, I won’t interfere. Junior Speedster’s honor.” she said, hold one hoof to the air, the other pressed against her chest. Soarin’ stretched his neck and wings, looking down at his fellow Wonderbolts, streaking and looping and hovering below. He let his crush on the multi-colored mare totally take over his entire practice.

“Alright, Spitfire. I’m sorry I haven’t had my head in the game, lately. I’ll give it my best for the rest of practice.” he said firmly. “Maybe I’ll... I’ll talk to her later. Maybe make up some excuse like I wanna talk about her friend, Midnight or something. But I’ll handle it.” Spitfire gave him a firm pat on the back, spreading her wings as well.

“That’s the spirit, stud. Don’t worry; I’m sure everything will work out swimmingly for you two lovebirds. But for now, let’s just fly.” The orange-maned mare prepared to hop off

the cloud, leaning down as she looked down at her teammates. As she tensed her legs to spring forward, a sudden shockwave vibrated the cloud they stood on. The Alpha team leader lost her balance, stumbling head first off the cloud, having to catch her balance in mid-air. Soarin' peeked his head over the side to check on his friend.

“Spitfire! What the hay was that?!” he shouted, having barely kept his balance. Spitfire zoomed back up to the cloud, running over to the far side and gazing over the edge. Far below and across the city, her eyes falling on a huge plume of black smoke.

“Soarin?’ You better come over here...” she said, turning her head slightly back, motioning him closer with her hoof. The light blue stallion trotted over, the horrible sight at the far end of town freezing him in place.

“W-w... what happened? Did something... explode?!” he shouted, stunned at the sight. The other members of the Wonderbolts landed on the cloud behind them, each exclaiming at the rising pillar of smoke as it spiraled into the sky. Quickly, Spitfire went into ‘leader mode,’ her voice taking on an air of authority as she spoke.

“Alright, Wonderbolts! Time to get to work!” Recognizing her tone, the other ponies stood at attention, falling into their training as Celestia’s premier flight team. They raised their heads, waiting for their flying orders, knowing seconds mattered in this moment of life or death. “Hot Shot, Rapid fire; get to the palace and alert the Royal Guards! They need to mobilize and get to the blast zone as soon as possible. Fleetfoot, Surprise; get to the main streets and help herd the civilians away from there before the fire spreads and traps them. Soarin’ and I will fly down and help with rescuing any trapped ponies in the blast zone!” Spitfire turned with Soarin,’ taking a stance on the edge of the cloud. “Let’s move like we got a purpose, Wonderbolts! Let’s fly!!”

The ponies all took off, each streaking towards their assignments. High above, Spitfire and Soarin’ surveyed the damage from the initial explosion. Squinting, the two saw the flickering flames as they danced across rooftops and out of store windows. However, through the fire and smoke, the two noticed strange. It almost looked like there were ponies in the crowd... destroying things?

“Spitfire, you see that?” Soarin’ shouted through the hot wind.

“Yeah! It looks like there some sort of fight going on down there!” Before she could even finish, the daring stallion swooped down, heading straight for the panic below. Quickly, she caught up with him, shouting as they doth dove into the blackness.

“Soarin’! What do you think you’re doing?!”

“There might be more to this than we first thought. And if there’s some kinda trouble, then our fans need us to help put a stop to it! I’m goin’ in!” With that, he pulled his wings close, straightening himself to gain speed. Despite the danger, Spitfire did the same, following him down into the smoke.

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First off, some explanations:

'Grizelda,' Gilda's last name in MY story was actually her ORIGINAL name in the show. [null](#)

Also, Althera, the name of the Griffon kingdom comes from a combination of the scientific names of lions(*Panthera leo*) and golden eagles(*Aquila chrysaetos*)

I had some messages asking me where I came up with that info lately, so there it is. I try to add a good mixture of research and creativity in my stories to give them what other fics might lack: a base in reality(wow, did I just use that word?).

Anyway...

Uh-oh, colts and fillies; do you dig what I dig? Right now, I can't help but find myself giggling like a school girl as I write the villain's parts in the upcoming chapter. As the city starts to burn, the Killjoys make their way through, blasting, stomping and generally obliterating anything and anypony in their path. And guess whos right in the middle of it? I hope this holds you over for a while as I buff and polish the mane event! Stay tuned, true believers, cause it only gets crazier from here on out. See you all in the next exciting installment of...

STAR CROSSED!!!

Ground Zero Canterlot: The Mane Event

Finally, this bawss of a chapter is complete! Holy buckin' hell! Honestly, this would have been done sooner, if not for the story taking on a life of it's own. Seriously, about half way through, I found the story kinda... went it's own way, despite the plot I had planned out for it. Actually, I think it's better now, so I think I'll trust my own characters to know where they wanna go. Anyways...

You want a fight, you GOT a fight! One of the other reasons writing this took so long was cause I really didn't want to screw up what was basically the Equestrian Avengers. But anyhow, this is it! Hide the kids and phone the neighbors, cause we got us a battle royal!

Chapter 18

Ground Zero Canterlot: Mane Event

After the deafening blast and shock wave, the world around them gave way to screaming and fear. Black smoke poured out of the two trailers that exploded on the far left and right of 'Dr. Klokwerk's' convoy, terrifying and scattering the large crowd of ponies that gathered to see whatever it was he was selling. Laying flat on his belly, Prince Blueblood struggled to get back on his hooves. He remembered the weird earth pony shouting some lines about something incredible, then pulling out a cane. Suddenly, Midnight shoved him to the ground, then turned and tackled Princess Luna. Looking over, he saw Midnight, laying on top of Luna, shielding her face and head in his forelegs.

"Luna! Blueblood! Are you two alright?!" Midnight yelled over the roar of the panicked mob. Releasing Luna, he spread his wings in an arc, shielding her and Blueblood from any stampeding ponies trying to run away.

"Midnight! What happened?! There was some kind of blast and -" Luna was cut off by another blast coming from a tavern behind them, all the windows in the building blowing out in a fireball, showering them with glass.

"Luna, you gotta get off the street before you get buried or trampled!" Midnight shouted, quickly turning back to the prince. "Blueblood, get her to safety, now! I'll see if anypony needs help." Through the smoke and rubble, they heard the sound of ponies everywhere trying to get away from the blast zone, galloping back into the city. However, standing tall over the street, the three heard the sound of something different. Something sinister. It was the sound of laughter.

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"Aw... good times, good times." Grimdark sighed. From the top of the Klokwerk's lead carriage, the five troublemakers watched their handiwork below. The explosive charges inside

the two end trailers did their job perfectly, scattering the ponies in the marketplace and sending flaming debris across the area, igniting many of the tents, stands and buildings.

“Yeah, right?” Crash and Burn said in unison. The two siblings sat next to each other, drinking in the scene.

“When do you think the guards will arrive, Klokwerk? I feel like stomping some authority figures.” the large pegasus male asked, his unicorn sister sashaying over to their leader.

“Yes, my good doctor. This is fun, but I feel like I need something to keep me occupied. And where the hay is Luna? I thought Master said she’d be here.” Klokwerk looked over the mare, then back over into the street.

“I don’t know, my dearie. Perhaps we buried them or blew them apart. Or maybe they’re just not anywhere near the market.” he mused. Suddenly, a rapid tapping on his shoulder caught his attention. Tumbler then grabbed his shoulders, shaking him hard as she looked into the street.

“Look! Here they come! Royal Guards! I know Master said Luna was our main goal, and that we could kill Midnight if he interfered, but let’s have some fun, first!” she shouted. The rest of the group seemed to perk up all at once, looking eagerly at Klokwerk. The leader attacker pondered for a moment before answering.

“Well... Master said they’d be no real threat, and we could use a warm-up...And wasting them might draw out Luna...” The other four villains leaned closer, awaiting their answer. “Oh... why not? We could stand to have some fun while we wait for Luna to show herself.” The four laughed and stomped, having their answer. Taking their positions, each one of the five minions readied themselves for attack.

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Shakily, Blueblood got to his hooves, moving close to Luna as she did the same. The two royals made their way towards an open alleyway, leaving Midnight behind as he had ordered. Making his way through the street, the pegacorn recoiled at the sight of the first building he came across; the collapsed band shell where Trixie had been performing.

“Oh, no...” he thought, rushing along side to the back of the building. Reaching the closed door to the dressing room, Midnight turned and reared his legs back, bucking the door in with all his might. The door splintered into the room with a crash, the stallion quickly entering the flaming dressing room in search of the young magician. Much to Midnight’s relief, the room was empty, save for the burning furniture and items on the charred tables. A sudden crack from above caught his attention as a support beam directly overhead started to give way. However, just as he moved to react, Midnight felt a strong grip on his entire body. With a sudden hard tug, he was pulled from the back stage entrance just as the ceiling collapsed into the room. Finding himself in the alleyway once again, he found himself face to face with his savior.

“Midnight?! What in the world is going on?!” Trixie released her magical hold on the

stallion just as he gathered his footing again. “I was packing up after the show when those maniacs showed up and attacked the market! Where’s Princess Luna? Where’s Blueblood?” the panicked mare asked, her hooves trembling as she spoke.

“They’re safe, Trixie. But hurry! We have to get to safety before-” Midnight was cut off as he caught sight of something through the smoke overhead. Pegasus ponies flying in, adorned in gold and silver armor. From the opening of the alley, heavy hooves moved in unison towards the destroyed market, the sounds of orders being barked back and forth as they arrived. “Quick! Get down!” Midnight ordered as the Canterlot Royal Guards moved into position. Pegasi hovered in place above the area as unicorn and earth ponies took defensive positions around the front of the carriage where the attackers stood. Though taking cover behind the rubble of the alley, Midnight and Trixie could still see the wicked smiles on the faces of the five as they surveyed the guards below.

“In the name of the Princesses, Celestia and Luna, we order you all to surrender now! Failure to comply will result in us having to use force! Surrender now, and put an end to this madness, or else!” the lead guard yelled up to the group. The five just looked at each other for a moment, then burst into laughter. Finally, the earth pony leader stepped forward, leaning down to address the guards.

“We choose... ‘or else.’” he said. The jester of the group hopped onto the back of the large wolf, the latter leaping into the air and landing between the guards hard enough to shake the ground. Springing from his back, the jester mare landed between two of the unicorn guards. Spinning herself on her forehooves, she managed to strike the two in the face with her back hooves, sending them both flying through the air, unconscious. The wolf took in a deep breath, throwing his head back and releasing a loud, earsplitting howl. The pegasus guards above were scattered by the sheer power of the wind released by the massive beast, some having to ground themselves on rooftops to keep from crashing outright. As they struggled to shake the pain of the deafening howl from their heads, a huge fireball shot up from the carriage. They watched in amazement as it reached hundreds of feet in the air in seconds. Suddenly stopping, the fireball reared up slightly, then rocketed back down towards the rooftop with the most pegasi. The impact sent the guards flying in every direction, the building below imploding in on itself under the stress.

“This can’t be happening! Midnight, we need to get out of here before we’re next!” Trixie cried, holding onto him tightly. The terrified look in her eyes seemed to beg him for help.

“Listen, Trixie! You need to keep it together, here! You can’t panic!” he shouted to her above the clatter of combat around them. Shaking her by the shoulders, he managed to draw her attention enough to attempt to calm her. “Remember what Princess Luna told you. You’re descended from warriors! The Lunar Knights! You will make it out of this, I promise.” Midnight released her, the mare taking several deep breaths. She adjusted the pointed hat on her head, a look of shaky resolve on her face.

“A-alright, Midnight. T-thanks. But how the buck are we getting out of here?” she asked. Midnight only shook his head, turning and surveying the battle in the market.

“I’m not getting out of here. You are.” Trixie’s eyes went wide, her jaw dropping.

“What?! What are you-”

“I’ll create a distraction while you take off. Get to Luna and Blueblood in the alley the next block over. I only ask that if you come across any ponies in trouble, you stop to help. Promise me you’ll do that, Trixie. I’m counting on you.” The showmare couldn’t believe her ears. These... MONSTERS were tearing the city apart, and he was going to face them to let HER get away? She opened her mouth to promise him, but never got the chance. Midnight bolted from the alley towards the center of the market, leaving her behind.

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Midnight made his way through the street toward Klokwerk’s trailer. That crazy pony started this whole mess, so maybe by taking him out, Midnight could put a stop to it. Down the street, the large wolf tore a streetlight out of the ground with his teeth, running through a squad of earth ponies like they were scarecrows. High above, the fireball screamed through the sky, flying circles around the pegasi that tried to stop it. And through a large front window of a shop, he could see a familiar jester mare squaring off against half a dozen guards, the powerful stallions being tossed aside one by one under the quick moves of the aggressor. Hiding behind an overturned table, Midnight could see Klokwerk, still standing peacefully on top of his carriage near the market entrance. Looking over the debris around the caravan, Midnight started forming a plan of attack.

“Alright... make my way down the side of the wall, get to the carriage, pound Klokwerk into the ground. That will work, right?” he asked himself, not liking his own plan, but still not being able to think of anything better. “I just have to get to him without drawing any attention this way.” As he prepared to make his move, the stallion took once more glance over the scene, spying something walking down the far end of the street, timidly sneaking it’s way down the side of the buildings and straight towards the huge wolf.

“Is that thing a ... buffalo?”

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By now, Little Strongheart was regretting letting her excitement get the better of her. She somehow managed to lose Breaburn and Big Mac a while ago, assuming they would catch up with her at the fireworks show. However, as she drew closer and closer to the center of attention, it became more apparent that she had made a terrible mistake. As she rounded the end of the block, Strongheart almost ran into a huge section of collapsed building. Slightly down the street, she noticed what she thought was a large buffalo bull, standing amongst a group of unconscious ponies in a cloud of dust and smoke. The chieftain’s daughter ran over to him, hoping to find out what was going on.

“Brother buffalo! What has happened here?!” she shouted from behind the figure. Something large and metal hit the ground, rolling away, tell-tale teeth marks mangling the area near the center of what Strongheart not recognized as a lamppost. Slowly the creature turned, it’s glowing yellow eyes staring into hers as it’s muzzle curled up into a devilish smile.

“Well, well, well... What have we here? A little buffalo girl, so far from home?” he said, making sure his smile exposed plenty of his long, sharp teeth.

“Dire wolf...” Strongheart said through gritted teeth. Now face to face, she recognized the creature for what it was. Many times, warriors of their tribes would tell tales of battles on the planes against angry packs of these predators. Their destructive nature was well known to her people, quickly explaining the scene in which she now stood. “What are you doing here, predator? Are you responsible for this?” she shouted. The wolf just laughed, shaking the ashes and dust from the fires from his shaggy coat.

“Oh, little one. You give me too much credit. I’m here with my friends, today. Just visiting, of course. Seeing new places, meeting new creatures... and destroying them both.” he said, grinning. Instinctively, Strongheart lunged at the monestrous canine, ready to defend herself from an attack she knew would be immanent. As she reached striking distance, the wolf opened his jaws and snapped at her, missing as she lowered herself and slid safely under his jaws. Quickly, Strongheart bucked her hindlegs high, connecting with the his lower jaw, causing the wolf to bite his tongue. Howling from the sudden pain, Strongheart saw another opportunity to strike. As she moved into position, however, a swipe of the monster’s heavy paw sent her rolling across the ground. She came to a stop at the front door of a burning storefront, sitting for a moment in a daze.

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“What the hell is she DOING?!” Midnight said to himself, watching the fight from his cover. The fight between the two started so fast, he couldn’t react. However, with the buffalo girl down, he would have to put his attack against Klokwerk on hold. Midnight quickly went into a gallop, heading for the wolf, hoping desperately that an idea would occur to him as to just how he would be able to take this massive monster down before he reached it.

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“Nice shot, little one, but you never had a chance. It was foolish of you to try to take me on alone.” The wolf approached the dazed Strongheart, leaning low as he prepared to pounce on his prey. Little Strongheart looked up just as the dire wolf sprang towards her, ready to strike. She closed her eyes, expecting the worst. As Grimdark jumped at his victim, he could feel a sudden tightness around his neck. Something wrapped around his throat, causing his body to recoil and rebound backwards, landing flat on his back on the street.

“Who said she was alone, pardner?” From his position on his back, the wolf looked up, spotting the reason for his failed strike. Standing a few feet away was a yellow earth pony, wearing a Stetson hat and vest. In his mouth he was holding the end of a rope, the other end being around the wolf’s neck. Rolling back onto his paws, the monster turned back to face the buffalo cow just in time to catch a pair of heavy, iron-shoed hooves to the shout, sending him sailing over the frontierspony into the window of a deserted storefront. Breaburn ducked as the huge wolf flew over him, having to release his hold on the rope as it flew too far to hold on anymore. “Yeah, ya mangy varmint! Serves ya right!”

“Thank you, my love! You saved my life!” Little Strongheart said, running up and throwing her forelegs around Breaburn. The yellow earth pony, so aggravated and annoyed

with her before, now found himself overcome with the greatest feeling of relief.

“That was amazing! Are you folks alright!” Midnight had finally picked his jaw up off the floor and made it over to the three friends. The two stallions stood in front of the buffalo, unsure of this approaching pony. Midnight stopped short of them, recognizing their apprehension, until the large red stallion’s expression changed.

“Hey... are you that ‘Midnight’ fella AJ came here to help out?” he said, giving the pegacorn a discriminating glance.

“AJ? Wait... you’re her cousin and brother, then!” Thought a little surprised at the quick recognition, Midnight’s curiosity was satisfied when he spied the two apple cutie marks the pair were sporting. “Yeah, I’m Midnight. And you must be Breaburn, Little Strongheart and Big Mac. Applejack told me all about you guys. Nice to meet you, though I wish it was under better circumstances.” A section of the building the wolf was thrown into collapsed in on itself, causing the group to jump. “Woah... nice work with Fuzzy, by the way.”

“Aww... T’wern’t nothin,’ pardner.’ Ain’t no critter starts a fight with the Apple family and goes to bed happy that night. But we gotta get ourselves outta here, now. No tellin’ how long it’ll take that dang critter to get back on his feet again.” No sooner did Breaburn finish his sentence than the large monster wolf burst forth from the solid wall of the building. It stood panting for a moment before shaking off the dust, fire and stone matted in it’s shaggy coat.

“Well, ‘Apple family,’ no pony stands in the way of Grimdark and lives to tell about it!” the wolf shouted. With a mighty howl, the beast started running towards the three, Mac, Breaburn, Midnight and Strongheart standing ready to counter any move the it could. As he charged, Grimdark paused, his ears perking up. The beast leaned down, sniffing at the ground as he and his hoofed adversaries heard a low rumbling noise underground. Suddenly, jets of dust shot up from cracks in the pavement, the ground under Grimdark shifting and moving, causing the wolf to lose his footing. The cracks formed a circle around the monster and gave way, collapsing into a huge sink hole, swallowing him whole. The dust cleared, leaving the four staring at the crater. Slowly, they approached the hole. One by one, they looked inside, finding Grimdark half buried at the bottom of the deep hole.

“What in the world just happened” Strongheart asked, being careful not to fall in herself. Behind them, a sewer cover on the street popped up, the lid sliding to the side by what appeared to be a heavy grey paw. From the open cover climbed a dirty canine creature, panting as he patted the dirt from his red vest and arms.

“Rover... Rover happened to the beast.” he said as Midnight approached. He looked over the dog-like being a once over from head to tail before recognizing it.

“Hey... you’re a diamond dog, aren’t you?” Rover nodded with a smile. Midnight raised a hoof to the creature, offering his gratitude for the help. “Nice work on that wolf, guy! I read diamond dogs were good diggers, but not THAT good.”

“It was no trouble. I am glad to help the ponies out. Any enemy of the Beast is a friend of Rover’s.” he said, taking Midnight’s hoof and shaking. The five were stunned as the sudden roar of anger from the large hole before them, Grimdark stirring at the bottom. “But it sounds

like he isn't done, yet!" Breaburn, Big Mac and Little Strongheart gathered near Rover, the sound of Grimdark's roars slowly approaching the top of the hole.

"Guys, you think you could hold him off by yourselves? I'm gonna try for the mastermind behind this madness!" Midnight said, spreading his wings. "He seems to be orchestrating this attack. Maybe if I take him out, I could put a stop to it!" Rover places a paw on his shoulder, giving him a hard pat.

"I will help the ponies fight the Beast! You can count on me!" the diamond dog said.

"My people have been fighting these things for generations. I KNOW we can take him." Little Strongheart stated, giving her beau a smile. Breaburn and Big Mac nodded, the large farm pony motioning with a hoof towards the carriages.

"Go do what ya haveta do, pardner. We'll handle this varmint!" With that, Midnight jumped into the air, taking off with a few hard beats of his large, red wings.

"I have to stop this," he thought. "Luna's counting on me. I just hope wherever she is right now, she's alright..."

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"This is crazy! This is insane! I'm not cut out for this kind of dangerous work!" Trixie whined as she made her way through the wreckage of the street market, climbing over trampled stands and rubble from broken and burning buildings. Rounding a corner down a street that she hoped would bring her to safety, Trixie ran straight into a large, heavy figure, rebounding off his solid body to the ground. "Ahh! Keep away from me, you brute! Help!!!!" she screamed as she felt a pair of hooves take hold of her by the shoulders.

"Miss Trixie! It's us! Open your eyes!" a familiar voice shouted. Slowly, she did as she was told, her gaze falling on the face of Prince Blueblood and Princess Luna. Looking around, she could see where she now was; hidden with the two behind a stack of crates, looking out towards the center of the marketplace. Overcome with relief, she rushed forward, wrapping her forelegs around the prince, squeezing him tight.

"Oh, thank goodness it's you two! I thought it might have been one of those maniacs!" Blueblood patted her on the back, returning the embrace.

"It's alright, Miss Trixie. You're safe here with us." Blueblood said to the almost sobbing showmare. After she calmed a bit, Luna placed a hoof on her shoulder, drawing her attention.

"Trixie, have you seen Midnight? He told us to find safety, then vanished!"

"Midnight? Yes... he came and found me. He told me to get to safety, but help anypony I found on my way..." Trixie spoke as if in a daze, the quick conversation with the pegacorn seeming like a dream. "Princess Luna, we need to get out of here! Midnight is going after their leader! He's going to try to stop this at the source by fighting that pony from the carriage!" Luna's eyes went wide at the news, turning quickly back to the crates blocking them from

view.

“Oh, no, Midnight... This is all my fault!” she cried, looking through the openings between the boxes. Tears filled her eyes as she looked through for her friend amidst the fires and broken structures. “I should never have put that ‘champion’ idea in his head! Now he thinks he has to go off and fight that pony by himself!” Luna looked panicked, eyes darting back and forth to nothing in particular. “Blueblood, Trixie, We have to help him! He’ll get himself killed if he runs into one of those maniacs!” Luna levitated some of the boxes out of the way, ready to bolt out of the alley to find her coltfriend. Blueblood released Trixie and took hold of Luna, trying to stop her before she removed all their cover.

“Luna, please! Midnight can handle himself! Believe me, I’d know! The last thing he’d want is for you to put yourself in any danger!”

“I don’t care! I’m immortal! I can handle getting hurt! Midnight might actually DIE! Because of ME! I have to help him!” The alicorn surged her power, blowing the noble stallion back as she blew apart the last few crates hiding them in the alleyway. Luna ran out into the street, stopping to look around for her friend. down the other end of the market, she could see a large black creature, fighting four small ones. In the sky, a ball of fire jetted back and forth, chasing around a few pegasi guards. In the distance, she saw the pony behind it all, still standing calmly on top of his carriage. “If Midnight is anywhere in this mess, he’d be there...” The princess started to gallop off, heading to where she had hoped to find her brave warrior. Trixie and Blueblood exited the alley just in time to see her running into the mayhem.

“Princess! Please, stop this! We have to keep safe! Midnight...oh, no...” Blueblood took off, running after the princess, Trixie reluctantly close behind.

“I have to get to him! If anything happens to him, I’ll-” Luna’s thought was cut short by pair of hooves connecting with her shoulder and side, sending her rolling across the ground. Crashing into a pile of broken wood and canvas, the princess looked up just in time to catch another hoof, striking her across the wing, bending it at an unnatural angle. She screamed, curling into her damaged side, fighting the tears in her eyes as she looked up at her attacker. There, bouncing in the middle of the marketplace, was a red and black checkerboard pattern mare, wearing half a frowning, ceramic mask. She managed to balance herself delicately on her hind hooves, dancing and skipping about as the bells in her three-pointed jester hat jingled.

“Why, dear Princess Luna! So nice of you to make an appearance! I’ve always wanted a royal captive audience! This is gonna be SO MUCH FUN!” she shouted, hopping in place as she clopped her forehooves together rapidly. “Allow me to introduce myself. I am the amazing Tumbler! Jester and entertainer, extraordinaire!” The center point of her hat gave off a magical glow, firework-like flashes going off all around her. She looked back to Princess Luna, expecting her to be impressed. Instead, the moon goddess only surveyed her twisted wing, giving Tumbler an indignant look. “Aww... what’s the matter, little Lu-Lu? Still not feelin’ happy?” Seemingly from nowhere, a long, glowing dagger appeared in her hoof. Leaning forward, the mare smiled, eye twitching slightly. “Allow me to put a SMILE on your face!” Before she could act, a large barrel came flying from her left, sending her crashing into a pile of boards and tarp.

“Keep away from her, you knave!” Blueblood came galloping up to the princess, standing as a guard as Trixie ran to her and helped her back on her hooves. The prince looked back towards Luna, noticing her bent wing as she gathered her bearings again. “Aunt Luna! Your wing! Are you alright?” he asked, a tinge of panic in his voice. Luna only raised a hoof. She craned her neck, raising her leg and rotating her shoulder. Slowly, her wing cracked and turned back to its correct shape, bending and returning to normal. Blueblood and Trixie only stared at her, wide eyed.

“One of the advantages of being immortal, you’re a fast healer.” Luna said, horn glowing quick and bright as a translucent shield formed around the three. A loud !BOOM! rang in their ears, startling the two unicorns. They turned, finding Tumbler standing outside the shield, holding a large, glowing wooden mallet, having just attacked with the intent of landing a killing blow against the prince. The jester let out an ear-splitting scream, striking at the shield again and again in frustration.

“You can’t hide in there forever, Lu-Lu! C’mon, now! You don’t wanna be late for you own ‘Going Away’ party!” she hollered, continuing her assault. The bells on her hat jingled as she hopped back and forth, striking the in a different place each time. Luna’s face winced with each strike, the alicorn not having to exert this much in the way of combat defensive magic in quite some time.

“Luna, you need to go!” Blueblood yelled to her under the thunderous banging of the mallet. Trixie seemed to be more surprised than the princess at this unusual demand. “You need to get to the palace and alert the guards, the Elements and Celestia what’s going on! We’ll need everypony we can get down here to stop this! I’ll hold her off the best I can.”

“Blueblood, I can’t do that! You can’t face this mare alone!” she shouted, trying to reenforce her shield under the blows.

“Prince Blueblood, she’s right! This psychopathic mare isn’t messing around! You can’t handle her alone!” Trixie shakily squeaked out. This was more dangerous than any story or tall tale she ever told in one of her stage shows. This was real, and it was happening right in front of her. And it was scarier than anything she had ever encountered.

“Then go with her! You and Luna need to get to the palace and get help! I’ll be alright...” The stallion didn’t seem so confident in his last statement, though not for a lack of trying. Trixie turned her eyes toward Luna, hoping she could talk some sense into the brash prince.

“... alright, Blueblood...” she said, closing her eyes. “Take the shield spell over. Trixie and I will run for help.” The color of the shield changed from night blue to white, the prince replacing Luna's with his own. A small area near the back opened, and Luna galloped out, dragging Trixie with her in a magical aura. The showmare let out a yelp as she was tugged from barrier, leaving Blueblood behind. Under the cover of some kicked up dust, they managed to escape without the maniacal jester noticing. Trixie caught her balance and started to gallop alongside the princess. However, she didn’t feel the swell of relief and happiness she expected with her escape. She could only remember the words Midnight said to her just before he ran off to join the fight.

“... I only ask that if you come across any ponies in trouble, you stop to help... Promise me you’ll do that, Trixie. I’m counting on you...”

Tumbler kept up her assault, striking harder and harder, having turned the end of the mallet into a single hard point. Small cracks appeared in the surface, and by now, a thick trickle of blood ran from the prince’s nose from the incredible strain.

“Might as well give up now, Prince Frou-Frou! Your magic is no match for mine!” the jester said in a sing-songy voice. Struggling, Blueblood fell to his knees as a pair of heavy, spiked mallets collided with dome, shattering it, the solidified magic fragments raining in on him before they disappeared into the ether. “Oh, goody goody!” Tumbler said, clopping her forehooves again, the mallets dispersing into thin air. The vaporous mist left behind swirled and shifted, reforming into the shape of a large, double-edged axe. “You know what time it is?!?!” she yelled in an obnoxious, but horrific voice. She raised the axe high above, poised to strike the helpless prince. “It’s PARTY TIME!!!”

Bursts of fireworks and flickers of flash paper went off all around her, startling Tumbler and making her falter in her concentration. The axe disappeared as Tumbler looked around in confusion. That was all the opening Blueblood needed. The prince rushed the jester, giving her a hard shoulder check, sending her rolling across the pavement. She stopped comically, flat on her back with all four legs sticking straight up. Instantly, she sprung her hind legs, landing upright again as she looked at her new attacker.

“Your paltry parlor tricks and annoying attitude are nothing compared to the might of the Great and Powerful Trixie!” With hat and cape flowing in the wind created from her own swirling aura, the showmare stood proudly before the prince and the jester, a seldom felt yet satisfying sense of duty newly instilled in her. “I refuse to allow some hack prop comedian to run amok in my city and harm my friends! If you want to go hoof to hoof with somepony, then you can try your cheap tricks on me!” Blueblood trotted over beside Trixie, having gotten his second wind. Across the pavement, Tumbler started to visibly tremble, the look on her half-exposed face turning from one of pure rage to demented joy, a sickening grin forming on her face. Raising her forehooves high, a pair of glowing orbs appeared on ends. Slowly, they flattened out and stretched, changing to a large rubber chicken in the left hoof and a seltzer bottle in the right.

“Cheap tricks?! Annoying?! Who do you think I am; some hyperactive, pink party mare, fresh off the rock farm?!?!” The noblestallion and stagemare looked at each other in confusion. What in the world was this crazy mare talking about. Whatever it was, she didn’t give them time enough to answer. “I’ll show you!!! I’LL SHOW ALL OF YOU!!! I’M THE SUPER-FUNNIEST, PARTYINGEST PONY IN TOWN!!!!” The jester lifted off the ground, surrounded in the same magical aura that formed her ‘weapons.’ She flew at the two unicorns, already poised and ready for battle.

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“Oh, my Celestia... It’s a war zone down there! Soarin,’ see if there’s any ponies in trouble! Get them to safety as quick as you can!” Spitfire surveyed the area, scanning the broken buildings and collapsed stands in the marketplace. It looked bad from their position on

the cloud far away, but now, floating directly over head, the full magnitude of the situation came to light.

“I’ll do all I can, boss mare. You just stay close. I don’t wanna lose you in this mess, too. Besides, one of us might not be enough to life some of this wreckage alone.” Soarin’ spread his wings wider, hovering slowly, letting the rising heat from the fires act as updrafts to keep him aloft as he scanned the buildings with Spitfire. The two hovered around the first block, not noticing anypony in trouble. By now, it seemed, almost all of the ponies and other creatures in the area were gone, only a few stragglers still trickling out of buildings or alleys. None even seemed to be in any sort of dire straits, all moving quick enough to prove themselves in good condition.

“It seems like everypony’s fine, Fire.” Soarin’ shouted from his position above her. “I mean, that’s a good thing, right? It’s not like... whoa...” Soarin’ stopped mid-sentence, simply pointing forward with a hoof. Spitfire look in that direction, finding the reason for his shock. Scattered across a rooftop was what appeared to be a squad of pegasus Royal Guards. Their coats, tails and feathers were singed, the ponies themselves seeming to all be the victims of a savage beating. The two Wonderbolts swooped down, landing hard on the roof as they hurried to check the guards.

“Hey, are you alright? You ok, guy? Still alive?” one by one, Soarin’ checked the guards, thankfully finding all hurting, but otherwise alive. Spitfire landed near the guard wearing commander armor, deciding to cut right to chase. Lifting him off his side, she straightened him up into a sitting position on the rough, tar roof.

“What happened here, commander? Did you get caught in the explosion?” she said, careful not to touch too close to his scorched wings. The commander shook his head, coughing out a puff of dust as he tried to speak.

“...we were... coming back from... field maneuvers... seen the explosion... some ponies attacked the market. We tried to stop them... capture them, but...” Spitfire had all she needed. She hushes the commander, carefully laying him down on the roof. “They’re still out there... fighting that... thing...” He pointed up to the sky above the market, directing Spitfire’s gaze.

“Thank you, commander. Don’t worry. Reinforcements are on the way. We’ll take it from here.” She looked behind towards the other guards and sighed with relief. They all seemed alright, Soarin’ already gathering the ones not too injured to help the others who needed assistance. She trotted over to her teammate, leading him away with a wing.

“Soarin,’ we got a problem. The city is under attack! Look! They’re the ones that did this to all these guards!” The speedster’s eyes went wide and turned to the sky. Above the market, a bright red fireball circled and dove, dive-bombing a shrinking number of guards as they tried desperately to stop it. The reality of what happened hit the stallion as he looked over her shoulder at the guards, limping and stumbling around as they gathered each other in defeat.

“You’re kiddin’ me... Fire, this is serious! We have to wait for the reinforcements!” he said, a hint of fear in his voice.

“What? Soarin,’ those ponies up there need us more than we thought! We HAVE to do something! We have to stop this!” A loud thud on the rooftop beside them, causing them both to jump.

“That’s just what I intend to do.” The two Wonderbolts turned, finding Midnight standing before them, mane and coat dirty from galloping and flying through the dust and flames of the market.

“Midnight?! What the buck is going on? Who’s attacking us?” Spitfire asked. The stallion shook his head, continuing to watch as the guards fought a losing battle in the sky, giving up one by one.

“I don’t know... They’re calling themselves the ‘Killjoys,’ and they mean business. But I think I might be able to put an end to this. If I can get close enough to their leader, I might be able to draw them back to the main gate. The guard reinforcements should be able to hold them off from there, but I gotta get to their boss, first. Think you can lend a hoof?” High overhead, the last of the guard units lost the fight, having been struck by a quick fly-by from the fireball, sending him into the forelegs of two of his buddies on his way down. With the sky clear again, the fireball hovered in place, seemingly eager for some foolish ponies to try getting past it again.

“Forget it, kid.” a voice behind them said. Slowly, the guard commander limped over to them, his feathers blackened at the tips where the heat of fireball had touched him. “That thing wound up flying circles around everypony that went up against it. It’s just too quick for us.”

“But not for us.” Soarin’ added. “Midnight, maybe we don’t have to directly attack it. Just keep it busy for you to slip by.” Even though his plan sounded solid, there was still a hint of worry in Soarin’s voice. Midnight considered the plan carefully, devising a strategy that might allow all of them to fly away in one piece.

“Well, you’re not going up against that thing without me!” A voice from above shouted, her heavy wing beats kicking up dust as she landed. Before the four ponies stood a young, white and brown female griffin. She had a look of pure focus in her eyes as she drew closer, staring at each one of them. “Gilda Grizelda, ambassador from Althera. And believe me; I know what those two can do. They took me down over the Everfree a few days ago. I’ve been waiting for a chance to get another crack at them ever since.”

“Wait a sec,” Soarin’ said, giving her a quizzical look. “Did you just say... ‘them?’” Gilda shook her head, sighing before she spoke.

“That’s actually two ponies up there. A huge pegasus carrying a unicorn. I don’t know what kinda magic they’re using, but it pretty powerful.” Midnight turned his gaze back to the sky, following the black pillar of smoke as it rose ever higher into the sky.

“Well, we don’t have time to argue, so, you’re in.” Midnight said, eager to put his plan into action.

“Good, cause you’d lose that argument.” Gilda turned to the two Wonderbolts beside

her, a focused look in her eyes. “If you two can keep em’ distracted, I KNOW I can get take them down.”

“Whoa, wait a second,” Spitfire asked, an indignant scowl on her face. Se stepped right up to Gilda, almost pressing her nose against the griffon’s beak. “Who died and made YOU princess? You already said that they took you down once already, so who says we gotta listen to anything YOU say?”

“I SAY!” Midnight shouted. He had been running on fear and adrenaline since the start of the attack and wasn’t about to let some petty ego struggle be the nail in Canterlot’s coffin. “By the authority of Princess Luna, I am DEPUTIZING all three of you! Miss Gilda, if you know how this thing flies and think you can take it down, then SHUT UP AND DO IT!” He then turned his attention to Spitfire, silent as she stared wide eyed at the stallion. And YOU two are gonna help her, however she needs it! If you really are the ‘premier flying team of Princess Celestia,’ then it’s time to put those skills to work.” Midnight turned toward the fireball, spreading his wings. He looked over his shoulder once more, giving the three one more glance. “I’m going up. I gotta get past that thing if I want to help save this city. If you’re gonna help me, then come on. Otherwise, keep out of the way!” With those words, the pegacorn took off into the air, leaving Soarin,’ Spitfire and Gilda on the roof. The three scrambled to take to the air, quickly catching up with him as he gained altitude. The four banked up into the rising smoke of the fires, following Midnight.

“Alright, look; all you need to do is keep that thing busy so I can get by it. After that, I want you to just take off as quick as you can.” Gilda flanked Midnight on his left, purposely flying a little to close for comfort.

“You want me to leave?! No can do, pony boy. That’s thing’s going down, one way or another.” The pegacorn rolled his eyes, continuing through the smoke. Spitfire and Soarin’ remained silent, the mare trying to stay focused on the task at hoof. “I don’t care who they think they are, nopony hits this chick and gets away with it.” The four exited the rising pillar of smoke, entering the section of clear sky where they last saw the fireball.

“Um... guys? Where did it go?” Soarins’ asked, quickly looking around as the group all paused in the air. The four fliers scanned the sky, eyes quickly darting to every random cloud floating around them. Each white puss of vapor was a potential threat, hiding an enemy that could easily send them to the ground in flames. “I don’t like the looks of this...” Just as Soarin’ finished, the group was scattered by a deafening roar of flames, zooming down between them all. The flash of orange-red heat blinded them for a moment, causing them all to lose altitude before correcting themselves. The trail of smoke left behind clouded their vision momentarily, putting each of the four into a small panic until it cleared, finally relieving the fireball floating in place, only a few yards away.

“My, my, my... looks like we got us a bonafide welcoming committee, brother.” a female voice spoke through the crackle of the flames.

“Looks like it, sis. What do ya say we introduce ourselves?” said a husky male voice in response. The flickering and roaring quickly faded as the flames died down to nothing, exposing the attackers. A sleek, beautiful unicorn mare, standing on the broad back of a huge

pegasus stallion. Her horn glowed, creating a sort of platform for the two to stand on, the mare jumping off her 'brothers' back to stand next to him.

"I believe proper introductions are in order. My name is Burn, and this is my twin brother, Crash. Pleasure to make your acquaintance." she said with an air of refinery in her voice.

"Yeah, what she said. 'Sup, all?" Crash added. Burn only rolled her eyes, but kept silent as to the remark.

"Crash and Burn? Very cute." Midnight said with a hint of indignance. "Just what the buck do you think you're doing?! Do you have any idea how many ponies you've hurt today?" The two stopped, seemingly seriously pondering the question.

"I think I lost count at about... thirty or so?" Crash said, his voice rising slightly as he half-asked his sister.

"Yes, definitely around thirty or thirty two. A new personal record for an individual campaigns. We're very proud of our sterling record of destruction." Midnight regarded the two with a growing sense of anger, the callousness of their words cutting him deep.

"Well, it ends right here! I'm bringing you and your boss down, right now!" he hissed through gritted teeth. Crash and Burn looked at him for a moment, then burst out laughing, only enraging him more. "Keep laughing, you two! We'll see how you're laughing when you're given over to the Royal Guards. You, and your boss, Klokwerk!" Suddenly, the pair regarded Midnight with a new look of surprise. Quietly, Burn leaned close to her brother's ear, whispering something the four couldn't make out. The stallion smiled, chuckling a bit before standing up straight again.

"What's so funny, psychos?" the pegacorn asked. Burn gave him a coy look, fluttering her eyes.

"Oh, nothing, stud. Just some 'insider information,' that's all."

"Klokwerk isn't their boss. He's only their field commander. Some other being is giving them their orders." Gilda said, nice and loud so the two could hear her. Crash and Burn's brows furrowed at the griffon, the mare's mouth hanging open.

"How did you know what I said, griffon?" she asked.

"Griffons have excellent hearing, foal. And really good memories, too." Gilda kept a cold look in her eyes, staring down the two as she hovered near her new allies. Slowly, Crash's face changed from surprise to one of sudden realizations.

"Hey... HEY, sis! I remember this chick! We took her down over the Everfree! She actually survived. I'll be damned." Burn realized it now, too, Gilda smiling at the pair.

"That's right, you zebra-looking goons! And you're gonna pay for what you did to me!" she shouted. The two laughed, Burn stepping away from her brother a bit.

“Well, little chickadee; if you think ya got what it takes, then give me your best shot. I’m waiting...” Crash spread his wings, placing a hoof on his chest. Burn tried to stifle a laugh as she watched Gilda getting more and more steamed. Finally, Gilda burst forward, headed straight for Crash. Burn instantly set up a burning shield in front of her brother, hoping for the griffon to crash into it before she ever got a chance to take her revenge. Gilda, however, expected some form of trickery. Putting her Junior Speedsters training to good use, she changed course at the last second, making a hard left and tackling Burn off the magically created platform.

“SIS!!!” Crash hollered, immediately hovering as his magically-created ground vanished below his hooves.

“Guys, NOW!!!” Midnight yelled, bolting straight down. Soarin’ and Spitfire both jetted forward. Spitfire took hold of Crash’s neck, while Soarin’ hugged him tightly around the waist, sending the three into a spin as they all approached the ground.

“Midnight! Take that mad pony out! Go, NOW!” Soarin’ shouted. Midnight was already in a nosedive towards the city gates, hellbent and determined to take out Klokwerk before he could set off another bomb or do... whatever it was that he had in mind. However, another thought now buzzed around in Midnight’s mind; if Klokwerk wasn’t the leader, then who was? Back in the skies above him, his three companions were busy with their own troubles. Gilda had her lion hind legs wrapped tight around Burn’s hips, furiously slashing away at her face with her razor-sharp claws. If not for the magical shield she had manifested a few inches in front of her, she would already be out of the fight. Above them and falling fast, Spitfire, Soarin,’ and Crash were in a struggle of their own. Soarin’ tightly held onto Crash’s waist for dear life, trying to keep the huge stallion from using his wings. Meanwhile, Spitfire kept her hindlegs and one foreleg wrapped around his neck, continually punching him in the head, trying to knock him out, to no avail.

“Gedoffa me, you pansies! Just wait till I get my hooves around you!” Crash yelled, finally managing to buck Spitfire off his back. With a heavy backhoof, Soarin’ was sent flying from Crash’s waist, having to correct himself before going off into a free fall. With an audible “!FOOM!, the renegade pegasus unfurled his wings, swooping up above the two Wonderbolts. “Finally! Alright, heroes, get ready for a grounding!” he shouted, zooming right down towards them.

“You’re going to regret this, my little chickadee! No pony messes with the Killjoys and gets away with it!” Burn shouted from under Gilda’s heavy attacks. Far below the others, the griffon continued her assault on Burn’s shield, now trying to pry it away as she barely kept the two of them aloft. Gilda landed another overhead slam on the shield with both claws. As she tried to pull her claws away, she found them stuck to the shield, surrounded by the same magical aura that the shield was made of. “My turn, sweetie.” The unicorn said, grinning through the translucent barrier, her horn glowing brighter. A sudden surge of lightning ran through Gilda’s body, making her muscles just numb enough to release her hold on Burn, dropping her from their high altitude.

“You idiot! What are you doing?!” Gilda shouted as Burn fell from the sky, the mare's forelegs folded peacefully across her chest as she approached the ground. Gilda barely had

time to adjust her wings for a dive when she felt a familiar blow to the back of the head. Through her blurry vision, she managed to catch Crash in a dive, heading towards his sister. With barely any effort, he quickly turned to an upward climb, catching Burn on his back, only a few meters above the destroyed rooftops of the buildings surrounding the marketplace. In a single motion, she stood up between her brother's massive wings, horn glowing as her magical shield formed around them. Gilda, Soarin' and Spitfire gathered together again, diving in a 'V' formation towards the two. As they approached, Burn's horn glowed brighter. A sudden flash from the pair caused their attackers to stop and close their eyes. As they slowly dared to look again, the three found Crash and Burn still hovering below them, a visible current of blue lightning swirling and crackling across the shield.

"Now, my fine feathered friends... you DIE!" The pair charged straight back up towards Soarin', Spitfire and Gilda, the three readying themselves for the fight of their lives.

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Midnight hovered far above and behind Klokwerk, still standing calmly on top of his center carriage. The two trailers on either end were blown apart, still smoking while the two on the immediate left and right of him still intact. "No doubt another pair of bombs he's waiting to set off." Midnight thought, feeling a twinge of anger swell up inside him. The pegacorn slowly hovered closer to the back of the carriage, allowing the heat from the fires to rise up under his wings to slow his descent. From his course toward his target, he looked into the city, seeing the battles going on around them; Big Mac, Breaburn, Little Strongheart and Rover were still tangling with Grimdark, the huge wolf charging up and down alleys and straight through buildings. Though he hadn't seen her since the initial explosions, he could see the jester, Tumbler, in battle with Blueblood and... was that Trixie? "I'll be damned..." he thought, casting his eyes skyward. Crash and Burn got their second wind, and were now chasing around Gilda, Spitfire and Soarin'. For the most part, they were avoiding them, but Midnight didn't know how long they could hold out. He would have to act fast to save his friends. He landed without a sound on the back end of the carriage, opposite Klokwerk. Not that sound made much a difference, the fires roaring all around them. Still, something alerted the mad stallion, his ears perking as he slowly turned his head.

"I was wondering who would be the first hero to try to take me on... bravo, my friend." he said, a hint of excitement in his voice. Midnight froze in place, expecting anything and everything from the pony supposedly tough enough to lead these monsters into battle. The stallion turned, a smile on his face as he stood on his hind legs, resting his cane on his shoulder. He straightened his overcoat and reached his free hoof up, tipping his hat as he took a bow. "Allow me to properly introduce myself: I am Dr. Klokwerk, machinist and engineer extraordinaire, and leader of the now infamous Killjoys. As your service." Midnight regarded the earth pony before him with a cautious eye, still expecting some sort of attack. However, what really drew his attention was what appeared to be a small dark circle in the top of his head. Also, there was a peculiar square cut-out on the back of his jacket that Midnight couldn't recognize the meaning of, also with a similar black circle in the center of Klokwerk's back. Not wanting to show any apprehension to the pony, Midnight took a step forward, doing his best intimidating pose.

"Well then, allow me to do the same. I'm-"

“Midnight Blaze, the human pony?” Klokwerk said before Midnight could finish. “Found by Luna in the royal garden nature preserve, bruised, bloody and near death? Yes, I know.” he said, a smirk playing across his face as he replaced his top hat and sat back down. Midnight’s jaw hung open, stunned by the doctor’s unexpected knowledge of him.

“You... you know me? You know I’m really human? How did you...” Again, before Midnight could finish, Klokwerk pointed his cane out towards Blueblood and Trixie, still fighting the jester mare.

“Recognize her, my friend? The day you learned magic? You took her advice without any hesitation, I believe.” the stallion looked closely at the bouncing mare in the market. IT took a moment, but when he remembered, the truth hit him like a bolt of lightning.

“She’s the same jester I met in the palace that day!” he shouted, the thought of being spied on angering him even more than he was. “You... you’ve been watching me?”

“No, not you specifically. The palace. You just happened to be inside at the time. Destroying a country requires some research, you know.” Klokwerk said with a smile, turning his back to the red-maned stallion. Midnight took another step closer, slowly. Hopefully, he thought, he’d be able to take this guy down before he caused anymore trouble today.

“Research for your master’s plan, Klokwerk? What’s the matter; can’t he do his own dirty work?” The doctor quickly turned around in disbelief, almost dropping his cane in the process.

“How did you know about him? He’s kept himself a secret this whole time!” he asked, impatiently.

“Crash and Burn let it slip out. But I know you’re the field commander in this little operation. So, I’ll make you a deal:” Midnight said, taking an attack stance. He leaned his head down, allowing his mane to hair to cover his eyes slightly for an intimidating look, spreading his wings and channeling a bit of magic into his horn to make it glow. “Call off your goons and give up. There’s been enough damage here today. Just stop this attack before somepony gets killed!” Klokwerk regarded Midnight as though he was crazy, a repulsed look on his face. Slowly, however, his look changed from one of disgust to exhaustion.

“You’re right, my friend. This is senseless. Completely pointless.” laying his cane on the ground, he held out his forehooves, seeming to turn himself over to the pegacorn. “We’re all just a bunch of ruffians, scoundrels and devious rascallions! And So, I surrender!” Midnight approached slowly, feeling more than a little confused at the demeanor of the strange pony. Still cautious, he drew closer, ready for anything. Suddenly, Klokwerk stood up straight, tossing one hoof into the air and making Midnight jump back. “Hold up! Before I surrender, do you mind if... I put on my ‘good’ hat? I’d hate to get my mug shot taken in this old thing.”

“Um... sure...?” Midnight said, the thug leader already moving back to the seat of his carriage. Throwing open the cushion lid, he reached into the seat box and took out a black top hat with a red ribbon around the base. However, in addition to the ribbon and a much newer look, the hat also had something strange. In the front of the hat was a long, silver replica of a unicorn horn, sticking out of the top of the hat with another sharp end poking through inside of

the hat. Klokwerk flicked off his current head-wear, allowing it to fall to the ground. He then reached up with a hoof, opening the strange black circle on his head like a lid, exposing red flesh underneath.

“What... Klokwerk? What in the...” the pegacorn asked shakily. Klokwerk didn’t pause to answer. Taking the new hat in his two hooves, he turned it until the point inside the hat was protruding down into the front. Lowering the hat, the point under the horn slid inside the black opening in Klokwerk’s head, his eyes going wide as the horn seemed to lock into place with a loud click. “What are you... what the hell are you doing...?” The doctor’s eyes returned to normal, a smile slowly forming on his face as he stared at Midnight with a wicked look.

“Oh, you poor deluded fool... You really have NO idea who you’re dealing with, do you?” To Midnight’s horror, the metallic horn on Klokwerk’s hat began to glow with an unnatural light, small puffs of black smoke coming from the tip. From the open carriage box, a back-pack sized piece of machinery slowly rose up, floating above Klokwerk in his own magic aura. The mad pony reached back, opening the black valve on his back, exposing more open flesh. From the bottom of the mechanical contraption, a pointed spike slowly emerged from the bottom. Klokwerk lowered the device, the spike entering his back with a sickening crunch, locking into place. Slowly, the device opened, unfolding and expanding into what appeared to Midnight to be a set of dragonfly wings. His false horned glowed again, flashing as Midnight heard the unmistakable sound of a small motor starting. Slowly, the wings started to move, beating in sync until they lifted Klokwerk off the top of the carriage with a loud buzz, puffs of smoke escaping from the seams of the device as it ran. Midnight only stood on the end of the carriage in complete shock, mouth hanging open as he stared up at the earth pony hovering before him.

“You’re not the only flying, magic using pony in town, anymore! Prepare yourself, Midnight, cause you’re playing with the BIG BOYS, NOW!” The modified stallion rose into the air slightly, his motor revving up as he quickly swooped down towards Midnight. He barely managed to dive under the attacker before the villain turned in mid air, making a tight angle and landing only inches from him. Midnight pushed himself backwards on his rump, struggling to regain his balance before Klokwerk could attack again. As he tried to stand, the stallion’s false horn glowed bright, a bolt of electricity firing forth and striking him in the chest. Midnight flew backwards off the top of the carriage, landing in the street in front of it. Looking back up, he could see Klokwerk standing on the end, glaring down on him as he held his cane once again. “Now, my boy, allow me to show you why they call me ‘Klokwerk!’” He pressed the button on the top of the cane, creating two more explosions in the trailers on both sides of his carriage. Huge doors on the front of each fell forward, each landing with a loud CLANG, kicking up dust as they fell. Inside the dark trailer, Midnight could make out what appeared to be a set of glowing yellow eyes. Then, another next to those. Then in the other trailer, another pair. And another. And another. Soon, dozens of glowing eyes looked out at him from both trailers as Klokwerk laughed, looking down.

“You think you’re a tough guy, eh? Well, let’s see how you handle my ‘Iron Mares!’” Klokwerk’s horn glowed brighter than before, matching the glow of the eyes in the trailers. Suddenly, the eyes began to move out of the trailers to the sound of heavy hooves clopping against metal. The pegacorn recoiled at the objects making them. Marching out of the trailer were dozens of clockwork ponies, puffs of steam blowing out of their joints as they lumbered

out to the sound of grinding gears and the creaking of iron joints. Their eyes yellow jewels that stared blankly ahead. Their manes were ragged mohawks, looking like whisk brooms attached to the back of their necks. Their tails were little more than long straw that stuck straight down. Their bodies looked as though they were normal mares, encased in strange knightly armor, metallic grey and lifeless as their movements as they took formation outside their trailers. Midnight never thought that stopping these mad ponies would be easy. In fact, he almost hoped he'd have a fight on his hooves. But now, the warrior eager to prove himself found he was not only outnumbered, but seemingly outmatched. He stood in front of the two columns of the steam-driven monsters, nervously awaiting their next move.

“Now, my beautiful little pretties... tear him apart!” All at once, the iron mares turned their heads toward Midnight, slowly clanking along as they moved towards their target.

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Breaburn held on for dear life, trying desperately to pull back rope around Grimdark's neck while keeping his balance on his back at the same time. The wolf, however, was preoccupied at the moment. He had Big Mac pinned to the ground, trying to sink his teeth into the red earth pony as he held the beast's jaw away with his forehooves.

“You lay offah him, ya dang varment! Y'all let my cousin go!” Breaburn shouted at the wolf, straining against the rope. Grimdark violently shook his head, loosening Mac's hold on his upper and lower jaw. He pressed his nose right against the farm pony's, letting out an angry roar. Big mac took advantage of the beast's rage, bringing his two massive forehooves together on Grimdark's ears. The wolf reared back in pain, roaring as he held is ears in his paws. Breaburn fell back, barely landing on his hooves as he flew to the ground. Big Mac scrambled out of the way as Little Strongheart ran up, giving Grimdark's back leg a hard buck, toppling the beast to the ground.

“Ponies! Buffalo! Look out!” A large cart full of watermelons flew through the air, impacting Grimdark's side, sending him to the ground. Strongheart, Mac and Breaburn gathered near the diamond dog, waiting for whatever the large wolf had in store next.

“How'd y'all get strong enough to manage tossin' that whole cart there, Rover?” Mac asked, keeping a close eye on the fallen wolf.

“Years of moving boulders and pushing carts of gems.” the canine said with a smile. “How you get so strong to break beast's head?”

“Heh. Years of farm work. That there was called 'boxin' one's ears.' Been on the receiving end of that more than a few times by my Granny Smith, when I was a young buck.” Grimdark took to his paws again, shaking off the wood and broken melons as he bared his teeth once again at the four. “I'll have to thank her for that lil' move, if we ever get outta this...”

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“WATCH OUT!” Trixie heard Blueblood shout to her just in time to avoid the exploding cream pie Tumbler manifested, the force of the blast propelling her forward. The

showmare rolled across the ground, setting up a defensive shield just in time to block another pie, sending it flying back to the mare who launched it. Tumbler spun and vaulted out of the way, the the magically created projectile zooming safely over her head and exploding as it struck the wall of an already broken building.

“You talked such a GOOD game, Trixie dearie! I very much expected a run for my bits from you.” The mad jester skipped on her hind legs over to Trixie’s shield, launching ethereal pastries at her as she went. “First, I’ll make YOU pay for standing in my way, then that over inflated prince. Then, It’s STRAIGHT to the palace to take out that hyper little puff of cotton candy, Pinkamena!” Blueblood took this moment of distraction to launch his own attack on the jester, pulling down ropes and chains from the various stands and stalls. As Tumbler approached Trixie’s bubble, she was immediately wrapped up in yard after yard of rope and chain, with only her head free to move.

“Surrender now, you knave! Together, Trixie and I have you outmatched and outnumbered. You have no hope of winning.” Blueblood said as Trixie dropped her shield and joined him at his side.

“Yes, you hack! And I’m sure whoever this ‘Pinkamena’ pony is, we’d be doing her a favor by taking you to the nearest insane asylum.” Trixie adjusted her wizard’s hat, eyeing up the mare who, even now, kept a demented smile on her face.

“Oh, she and I will meet again, soon enough, Trixie.” Tumbler hissed. “But for now...” A bright flash filled Blueblood and Trixie’s eyes. With a puff of smoke, Tumbler vanished, leaving behind a pile of tangled rope and chain. Another flash behind the two prompted them to turn, finding the jester much too close for comfort. “... I’ll just have to practice what I have in store for her... on YOU TWO!”

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Crash was having a hard time getting close enough to Spitfire and Soarin’ to do any real damage. As soon as he got close enough to reach one of them, they swerved out of the way, the other landing a cheap shot at his side or back, only making him angrier.

“Stand still and fight me like a stallion, you little foals! I’ll tear you apart!” the large stallion shouted, hovering above the roof of the burning shop. A quick glimpse out of the corner of his eye warned the fiend to the approaching Wonderbolt, giving him enough time to stretch out his foreleg and catch the orange-maned mare as she attempted another pass. “Gotcha, ya littleuuuGGGHH!!” A sharp pain in his back sent him flying down onto the roof, his captive easily breaking free of his grip as he fell.

“I think we’re the ones that got you, Crash!” Soarin’ shouted down at the collapsed pegasi, the anger evident on his snarled face as stood back up.

“I’ll TEAR YOUR WINGS OFF, YOU DAMN GELDING!!!” Crash bolted back into the air, completely oblivious to the shouts of his sister, currently under siege by the heavy blows of her griffon attacker.

“Surrender and take what’s coming to you, you little psycho! We’re not stopping till

you and your batty brother are down!” Gilda shouted, her claws scraping away Burn’s shield with every strike. The mare increased power to her barrier, directing her magic at the roof itself. Pieces of brick and block rose up from the roof, forming a wall between her and Gilda, giving her time to refocus her attack. With a thought, the wall flew in one piece toward Gilda, causing her to leap out of the way. As she stood back up, the wall floated back over to Burn, splitting into dozens of pieces which started to orbit around the unicorn.

“Me and my fellow warriors don’t surrender, chickadee. We DOMINATE!” A large piece of wall flew at Gilda, directed right at her head. The griffon swung her paw, clenched in a fist, breaking the piece of wall to dust. Burn launched another, Gilda meeting it with the same result. With each step, Gilda broke another piece of debris, ignoring the pain in her paws as she tirelessly dredged toward her target. After all, she still had her score to settle.

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Luna flew through the gates of the palace, collapsing at the front doors just as another regiment of guards opened the door on their way to investigate the explosion at the main gate. Greeted by the exhausted form of their Night Princess, the guards raced down the stairs to assist her.

“Princess Luna! What has happened?! Are you alright?!” the Guard Captain asked, kneeling at her side as he helped her to her hooves once again. She didn’t answer, but instead went into the events that brought back to the palace.

“Captain... bandits! They... They attacked the marketplace! There’s ponies hurt and trapped! We need... we need to get as many guards there as possible! Sound every alarm! Alert my sister! Canterlot is under attack!”

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“Oh, this is just too good to be TRUE!!! I should have done this MONTHS AGO!!!” Bedlam was beside himself with laughter, his mare captive regarding him with a look of disgust. Popcorn and soda flew in all direction as he tossed his arms about, looking at the magical screen before them.

“You’ll never succeed, monster! The ponies of Canterlot are battling your fiendish soldiers as we speak, and there’s more guards on the way! You’ve failed, Bedlam!” The draconequus seemed unfazed by her words, casually wiping a tear of laughter away from his eye. He turned to her with a smile, hugging her as he threw an arm over her shoulder.

“My dear, if conquering Equestria was so easy, then ANYPONY would be able to do it, with much less effort than this! No no no... this is only a test, my dear. For my soldiers, for the god-sisters, for the royal guards. But mostly...” his eyes narrowed as they fell on the scene playing out in front of the exploded trailers in the main market square. “... this is a test of the one pony who may be my biggest hindrance to my plans.”

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The Iron Mares marched monotonously towards Midnight, his horn already glowing,

ready to defend himself against whatever attack they could launch. The first four mares before him reared up on their hind legs, forelegs kicking forward as they all landed with intent to crush him. The stallion barely jumped back enough quick enough to avoid the attack, the impact leaving cracks in the pavement. Turning quickly, Midnight pulled his hind legs back, releasing a hard buck against the face of one of the automatons, knocking it's head back at an unnatural angle. The robot twitched on the ground for a moment, then fizzled to a stop, the glow in it's eyes fading away as it lay lifeless. The broken mare's place in line was quickly replaced by another mindless drone, their master chuckling as he hovered above his carriage on mechanical wings.

“It's useless, Midnight! My Iron Mares feel no pain, no fear, no fatigue! Break as many as you like! They'll always be more!” Klokwerk's false horn glowed bright, magical energies crackling down on the legion of machines. Their eyes glowed brighter as they marched faster over to their target. Midnight turned and galloped away, the mares following close behind. Launching himself off a broken cart, he took to the air, quickly curving back toward the bots. His two extended forehooves connected with two iron muzzles, knocking the heads clean off their shoulders. He tilted his wings, quickly rising up again to avoid the grasp of several more robots, stopping for a moment to address the stallion responsible for the metal nightmares.

“I'll break every single one of your tinker toys, Klokwerk! Then, you'll be next!” The pegacorn launched himself into the middle of the mass of machines, horn glowing brightly. He crashed down on the back of one of the mares, breaking it into several large pieces and knocking back all other mares around it. With a hard buck, he knocked back two of his attackers, crushing their chests and breaking their legs. He reared up and brought both forehooves down on the head of another, crushing it's face into the ground. A heavy hit from behind left him dazed, but only for a second, the stallion swinging a foreleg around and caving in the muzzle off his attacker. The mares drew in closer, each readying an attack that Midnight knew he would not be able to defend against. With one powerful flap of his wings, the stallion took to the sky once again. As he rose up, one of the bots managed to get a grip on his hind leg, holding on as he took to the sky. The pegacorn hovered, kicking the mare with his free leg as he tried to shake it off. After several heavy hits, the grip on his leg began to loosen. Midnight flew close to the carriage, flicking his leg and launching the iron mare at it's creator. Klokwerk barely managed to dive out of the way when he saw it coming, landing on the ground with a thud. He stood up again, his toys gathering underneath their target.

“Nice try, hero, but this is a battle you cannot win! Surrender and stand aside! Maybe we'll let you all live long enough to see our ultimate triumph over this pathetic principality!” the doctor said, hovering once again on his mechanical insect wings. Before he could answer, the two stallions found their attention drawn by a loud crash from the far end of the marketplace. Bursting through the wall of a deserted shop came a large, black wolf, a yellow stallion riding on it's back. Grimdark managed to run over several iron mares as he bucked and jumped, trying to vain to throw his rider.

“YEEEE-HAAAA! Get along, little doggy!” Breaburn shouted, jumping free just in time as the wolf crashed into the wall of another burning building. He lay motionless for a moment, trying slowly to stand once again just as the wall collapsed, burying the beast under brick and mortar. Klokwerk put his hoof to his face, shaking his head as he noticed a buffalo, diamond dog and earth pony run into the clearing after their stallion companion.

“Grimdark... you idiot...” he mumbled under his breath, noticing the four gather together just behind the group of his creations.

“Breaburn! Mac! Rover! Strongheart! So glad you could make it!” Midnight shouted, a smile forming on his face. The four waved and smiled back, then turned their attention to the mechanical mares before them.

“Glad to see you, too! Making new friends here, Midnight?” Breaburn shouted up to him. Midnight laughed and shook his head, moving back to hover above them.

“Always! What do ya say we give these metal monsters a proper send-off?” The four just smiled, each readying themselves for whatever these contraptions had in mind. Mac lowered his head, running straight into the group of mares, sending them flying as he went. Strongheart jumped high above them, stomping their heads in, one after another as she made her way over the top of the group. Rover took a more direct approach, grabbing the closest machine to him and simply tearing it in two at the mid-section, gears and springs flying in all directions. Brea only readied his lasso again, ready to pull back any stray mare that tried to sneak up on his friends.

“That’s no fair! This was supposed to be OUR fight, Midnight! You’re cheating!” Klokwerk shouted, stomping on the roof of his carriage. The group couldn’t hear him, however, distracted by a low rumbling that slowly grew into a loud roar.

“RUN!!! RUN FOR YOUR LIVES!!!” Blueblood shouted, running through the burning debris of the market. Behind him, Trixie and Tumbler rode atop a huge, magically manifested rubber ball, each running on top of it on their hind legs. The star-and-stripe clad balancing ball was big enough to easily run over Grimdark, and was now currently rolling right through the battle field. Midnight, Mack, Rover, Strongheart and Brea barely managed to run out of the way as the ball rolled over several rows of iron mares, heading straight for Klokwerk’s carriage. The mad doctor buzzed out of the way just as Tumbler’s ball crashed into the carriage, crushing the front end flat before Tumbler and Trixie were thrown off. The jester mare tried to catch herself as she fell, but still wound up falling flat on her back on the wreckage of the ruined carriage, knocking herself cold. Trixie flew backward towards the clearing, legs flailing as she went. However, a pair of sharp talons grabbed her by the shoulders, catching her and taking her safely to the ground.

“Nice moves there, missy.” Gilda said, dropping Trixie next to Blueblood on the ground. The shaken unicorn was at a loss for words as she threw her forelegs around her griffon savior.

“ThatnyouThankyouThankyou! OH, thank you, Miss Griffon!” she managed to spit out, somewhat quickly. “Trixie is forever in your debt.” Gilda slowly pushed her away with an uncomfortable chuckle.

“Um... not prob, Trix. And it’s Gilda, if you please.” The group was distracted again by a loud crack of thunder, the lightning striking the ground just in front of them. Klokwerk’s horn smoked and glowed bright as he stared at the would-be heroes with rage in his eyes.

“My creations!!! Stop it! Your not even giving them a chance to kill you properly!” he

shouted, black smoke puffing from his buzzing wings. The whistle of a rapidly descending object drew his and the attention of Midnight and his friends, skyward. A huge fireball screamed down from the sky, swerving as it chased after a blue-maned pegasus stallion. Skimming close to the ground, Soarin' managed to swerve in and out of the final group of iron mares, causing the fireball to smash the last of them. Turning back up, Crash and Burn followed suit. All eyes on the ground looked skyward as the moving inferno followed the Wonderbolt to and fro, seeming growing smaller as it went. Soon, the flames were low enough for those on the ground to make out the ponies inside the magical barrier. All THREE ponies inside the barrier. The shield flickered and vanished, showing Spitfire behind Burn, her forelegs wrapped around her neck in a choke hold. The mare was slowly going limp in her hold, the barrier fading away as lost consciousness. Soarin' lead the brutish Crash back towards the ground in a fierce dive, the stallion too mad with rage for his target to notice his sister was out of the fight. As they neared the ground, Soarin' took a sharp 90 degree turn as Spitfire gave Crash a swift stomp to the back of the head, sending him to the ground. He and his sister skidded across the ground, rolling and coming to a stop at the front of Klokwerk's ruined carriage. The mad doctor's jaw hung open at the sight of his fallen allies and broken machines, their bid to take the city stopped literally at the gates.

"Nicely done, Soarin'. I didn't know you had it in ya." Spitfire praised, panting slightly. The star speedster just laughed as he and his partner landed near Midnight.

"Thanks! Apparently, neither did Crash." Gilda walked over and gave him a congratulatory slap on the back, nearly knocking him off his hooves. As the last of the iron mares stopped twitching, Midnight regarded the last Killjoy left.

"Remember what I said, Klokwerk; after your toys were taken care of, you'd be next?" the pegacorn said, moving into the center of the destroyed square. He looked around at his allies, making sure each was paying attention to him. "Stay out of this one, guys. Klokwerk is mine." The mad stallion scowled at Midnight, teeth gritted in rage. Midnight motioned him forward with a hoof, taking a defensive stance. "Come on, tough guy. Let's play."

With an enraged roar, Klokwerk flew at full speed toward Midnight, hooves raised towards his nemesis. Midnight sprang from the ground to meet his opponent, the two colliding in mid air. Though still a novice flyer, Midnight had managed to swerve down just enough to connect his forehooves with Klokwerk's chest, driving him back through the air. The pegacorn released his foe, swerving up over the carriage and moving into a dive, straight for him again. The doctor was ready for him, however, buzzing over him as he made his second pass, stomping down on his back as he went. Midnight flew close to the ground, landing on all four hooves and turning in time to catch Klokwerk head on as he tried to ram the disoriented stallion. With metallic wings beating, Klokwerk pushed head to head against Midnight, the hero feeling all four hooves dig into the pavement as he struggled against his attacker, horn to metal horn. One by one, the other members of the Killjoys began to stir, much to the shock and dismay of the warriors gathered. However, as each rose to their hooves again, they remained still, transfixed on the personal battle their leader was now engaged in with this upstart young stallion.

"Give it up, Midnight! You cannot win! I've learned to fight from some of the greatest masters in Equestria!" the mad stallion shouted, a crazed look in his eyes. Midnight snorted in

response, digging his hooves in the ground deeper.

“Yeah?! Well, I learned to fight on the streets of Brooklyn!” Midnight grabbed Klokwerk by the shoulders and held him at length. Pulling back his head, he drew Klokwerk in close suddenly, delivering a devastating head-but right to the maniac’s false horn, cracking it and causing his prosthetic wings to sputter and stall. Another heavy blow caused his wings to stop entirely, his legs going rubbery as his horn began to bend. A third and final head-but sent Klokwerk flying backward, his horn shattering into a mess of bolts and metal shards. The doctor staggering on two legs for a moment before finally falling backwards, his fake wings bending and breaking under his own weight. Midnight paused to catch his breath, a tiny trickle of blood dripping down his muzzle from where his skull connected with Klokwerk’s. Standing amidst his allies, Midnight addressed the Killjoys as they gathered around their fallen leader.

“This is the first, last and only time I’m gonna offer this, Killjoys; surrender is your only option. Come in peacefully and no further harm will come to you. Refuse that and...” The group of heroes all took a defensive stance, ready for anything these five monsters could yet throw at them. After a long pause, one by the, the eyes of the Killjoys turned skyward behind Midnight. Reluctantly, Midnight turned as well, a renewed sense of hope filling him at the sight. Almost blocking out the blue sky were legion upon legion of Royal Guard pegasi, flying in formation and heading for the marketplace. In the distance, the thunderous rumbling of hundreds of hooves echoed through the street, signaling the arrival of more unicorn and earth pony guards. Midnight turned back to the five attackers and smiled. “Like I said... surrender is your only option.”

With the help of Crash and Burn, Klokwerk shakily stood on his hooves again, a cocky smile on his face. One by one, the smile grew on the muzzles of his fellow psychopaths, each looking at the other as if suddenly knowing some hidden truth obscure to Midnight and his friends.

“That’s not our only options, Midnight.” the doctor said, straightening himself. The other Killjoys moved away from each other, each sitting patiently for a moment before the group. Midnight watched with interest, unsure of what to make of whatever this new trick they were pulling was. Suddenly, he felt a soft hoof on his shoulder. Turning, he saw Trixie beside him, a frightened look in her eye.

“M-midnight... something’s happening... A massive amount of energy...” Midnight looked over toward Blueblood, a bead of sweat rolling down the side of his face.

“She’s right, Midnight. Something is happening. Something... dark.” the prince said. In no time, Midnight felt it too. Not as adept as his friends at magic, it started slow. A feeling in the air, like ozone before a thunderstorm. In no time, however, the dark feeling was almost overpowering, almost blocking out the sounds of the approaching guards behind him. In between the Killjoys, there was a flicker of light. A small spark if energy in just barely visible. With another flicker, the disturbance grew, bigger and brighter. Soon, the flicker was a swirling, churning hole in reality, a portal generating a massive amount of evil magical energies.

“Our other option is to flee and fight another day.” Klokwerk laughed, seeing the

stunned looks on Midnight face. One by one, the Killjoys entered the portal, disappearing into nothing with a flash. First Grimdark, then Tumbler, then Crash and Burn. Klokwerk approached, placing his left fore and hind leg inside before turning back to address his foe. “We’ll meet again, Midnight! This is not the last you’ll see of the Killjoys!” With that, the mad stallion turned and entered the portal, just as it flickered and closed without a trace.

From all direction, Royal Guard unicorns and earth ponies stampeded throughout the market, followed by pegasus pony guards bearing plump, dark rain clouds. After a quick magical scan by the unicorns, the pegasus guards assaulted the clouds they carried, unleashing controlled cloudbursts on the burning structures, outing them in no time. As the flames died down, the earth ponies and unicorns went about clearing the debris and searching for any trapped survivors among the wrecks. Midnight and the rest of the heroes stood dumbfounded, unsure of whatever role they should fill amongst the rescuers. As Midnight turned back toward the palace, he found himself tackled by a dark blue blur, pinning him to the ground as he lost his breath under a tight embrace.

“Midnight! Oh, thank the stars you’re alright! I was so worried about you! What happened?! Are you hurt?! Oh, no, you’re bleeding!” Luna unleashed a barrage of questions at the pegacorn, who could only reach his forelegs up, wrapping them around his fair princess. Giving her a quick kiss on the cheek, he returned the tight hug, enjoying for a moment a feeling moments ago he wasn’t sure he’d ever feel again.

“Luna! I’m fine, my princess. It’s alright, I’m bruised, but I’ll be alright. Everything’s alright, Luna.” he said, trying to comfort her as he felt tears dripping into his shoulder. Luna released him just enough to allow him to stand again. A glint of gold caught his eye, flying in slowly from the palace. Pulled by two large pegasi, Celestia rode in on a huge, golden chariot, a serious look in her eyes. As she landed, her chariot was flanked on both sides by two more, each carrying three of the bearers of the Elements, already wearing their Elements and ready to use them.

“Midnight! What in all the world happened here? What... how did this happen...?” Celestia asked, looking around one of her most prized sections of her city, now in ruin. Twilight and the other Elements looked around in stark silence, regarding the destruction around them with mouths agape and wide eyes. Midnight looked back at his allies, already being given dirty looks by some of the Royal Guards, thinking them the perpetrators behind this mess. The pegacorn rubbed the back of his head with a hoof, taking a deep breath.

“Well, Princess Celestia... maybe all of us should go back to the palace.” he said, gesturing back to his new-found friends. He gave her a nervous grin, “This is gonna be one long... LONG story...”

If some of the Killjoys powers or personalities seemed familiar, there's a reason for that. I got my inspiration for them from some of my favorite comic book heroes and villains, combining them to make something truly twisted, while grounded in something recognizable.

For Crash and Burn, I was thinking along the lines of Hawk and Dove, two DC heroes. Their powers and abilities compliment each other so well in the comics. But for their main attacks, I

actually thought along the line of the Wonder Twins :P

Tumbler is a cross between Green Lantern, Joker and Mystique from X-Men. I tried to make her freaky sense of humor, acrobatics and powers reflect those awesome characters.

Grimdark is a mix of Venom and Juggernaut, being not only vicious and hard to stop, but also HUGE compared to the heroes.

And Dr. Klokwerk is a even mash-up of Doc Ock and Tony Stark. Not IRON MAN, Tony Stark. Kinda mad genius meets super genius. Plus with body modification.

For our heroes, I wanted to mix up a few no pony would think of putting together, just because I've never SEEN them together before. I do hope you had as much fun reading this chapter as I had writing it, cause work on the next one starts as soon as I click 'publish.'

With the Killjoys thwarted and the city safe, Bedlam decides it's time to meet our hero Midnight, face to mis-matched face. Will Midnight stand tall against the full force of the draconequus, or will Bedlam break our hero before he has his chance to truly shine? And what hidden secrets about Midnight's life on human earth will the monster reveal when he decided to show his face? Find out the answers to these questions and more in 'Once Again, Face to Face', the next exciting installment of...

STAR CROSSED!!!

(p.s.- Don't forget to favorite, watch and comment!)

Once Again, Face to Face

Another chapter bites the dust! Now we're moving into the part of the story I'm really excited to write about! However, this chapter needed to be written; with so many fan-favorite characters, some closure needed to be made. Anyways, hope ya like it. Enjoy!

Chapter 19

Once Again, Face to Face

The five Killjoys stood quietly in the main hall of the dilapidated castle, waiting for judgement. Silently, they waited, each one imagining the worst possible things that their master could do to them, then multiplying it by a thousand. From some distant area of the castle, the clapping and stomping of their master's approach sent a chill of dread down each of their spines. From the top of the stairs, Bedlam's twisted shadow rose against the wall, followed closely by the dark being who cast it. The mismatched mash of different creatures anatomies that made up their master lumbered down the stairs, arms folded as he examined his defeated soldiers, each one trembling under his gaze while still trying to maintain a air of fearlessness. The draconequs reached the bottom of the stairs and sat on his haunches, tapping a forepaw before them, massive arms still crossed. Running a scrutinizing eye over his warriors, the villain took in their various injuries; burns, bruises, scratches, cuts, strains, sprains and more than a few fractured bones between them all.

"Oh, my little ponies..." he said, giving them a wickedly devious grin. "... I just don't know what went wrong. Tell me; exactly how do five of the most powerful, highly trained beings in all the world manage to be defeated by a random group of creatures, some fresh out of the wilderness, with no formal training what-so-ever?" Klokwerk stepped forward, slowly taking in a deep breath, eyes forward as he answered their master.

"Master Bedlam, we... we underestimated the level of resistance. Luna WAS in the marketplace, just as you said. However, she escaped before we could apprehend her. The human-pony somehow managed to rally a diamond dog from one of the mines we raided, as well a griffon that Crash and Burn attacked but failed to eliminate earlier this week." The twin renegades winced at the mention of their failure, Burn swallowing hard as she struggled to keep her eyes forward. "The daughter of the Chief of the Buffalo tribes of the western frontier, Little Strongheart, was there as well. She was also accompanied by what appeared to be two members of the Apple family, relatives of the Element of Honesty." Daring to steal a glimpse at his master, Klokwerk's eyes shifted upwards, finding Bedlam's piercing gaze staring back. "Also... two of the Wonderbolts joined with Midnight, sending members of their team to retrieve more guards and Celestia herself to the battlefield. If not for your portal, master... we'd most likely be in the palace dungeon right now."

"So, let get this straight: After years of training and running successful assaults on factories, mining camps, towns and legions of warriors from all the different countries around the known world, my most powerful warriors, my GO-TO guys... are literally stopped at the

gates of their most important campaign ever by a universally-displaced amnesiac and a hodgepodge of the most comically different creatures I've ever seen in all my millennia of existence." The five creatures fought the urge to tremble as their boss stood before them. Bedlam rested his fist on his chin, nodding as he scanned over his warriors. Klokwerk stepped backward, taking his place in line again with his fellow Killjoys, each waiting for the judgement of their master. The chaos god strolled forward, placing his large paws on the shoulders of Klokwerk, taking in a deep breath as he leaned forward and looked deep into his commander's eyes. Shrugging his shoulders, the cosmically powerful beast gave his top soldier a pat on the head.

"Eh. No big deal." The monster turned and walked toward a set of double doors on the left side of the large foyer, pushing them open and walking through. The Killjoys all breathed a sigh of relief, Burn and Tumbler almost collapsing as relief washed over them all. Looking each other over and silently thanking whatever spirits of evil saw fit to spare them their obliteration, they all trotted quickly after their leader, already making his way back to his ruined throne room.

"But, master..." Crash started. Bedlam silenced him with a raised paw, giving him a sideways glance.

"Now now, Crash. I can't say it was very much a surprise. After all, you've never had to tangle tails with a human before. I think, as this campaign continues, you'd be surprised by what they're capable of." The draconequus turned down a hallway, entering his throne room and taking a seat on the center platform. The five warriors stood before him, waiting as he stretched and grew more comfortable.

"Master Bedlam, you're... not angry, then? After such a heavy defeat?" Grimdark asked, sheepishly out of character. Bedlam leaned forward, wrapping his clawed fingers on the armrest of his throne.

"Fellows, I have a confession." he said with a grin. "I never fully expected you to conquer Canterlot all by yourself. This was only a test." The Killjoys all stared wide-eyed at this revelation, confused at why their master would even consider sending them on a campaign he didn't expect them to win. "I bet you're all wondering why I'd even send you on a campaign I knew you couldn't win, right?" Bedlam asked, seemingly reading all their minds at once. The five nodded as their master got more comfortable. "I knew Luna would be made to leave any scene of violence, and even though I may have misjudge our friend Midnight's abilities, I am quite surprised by his leadership skills. Not everypony can convince others to fight for him after just meeting them." Tumbler inched forward a little, clearing her throat slightly.

"So, Master... just to clarify, you're NOT angry with us?" Bedlam gave her a wide-eyes look, then burst into a fit of laughter. The beast beat his fist on the arm of his throne, kicking all four legs as he threw his head back, mad laughter filling the large, dark throne room.

"Oh, wow..." he said, wiping a tear away from his eye. "Not at all, dearies! You all played your part to the letter. Nicely done."

"But why didn't you let us know you wanted to test Canterlot's defenses? We would

have prepared more accordingly if we had known.” Klokwerk asked, trying hard to hide his annoyance with his master.

“Because, heir doctor, if I did that, you might not have given it one hundred percent.” the chaos god stood up, throwing open his arms. In a moment, they both stretched like rubber out to wrap around the group of villains, pulling them uncomfortable close in an embrace against his scaly, hairy, rough chest. “But I can see that meeting defeat at the hooves of these creatures really bothers all of you. SO... how about Big Daddy Bedlam steps in and we all go have a talk with Celestia, Luna, Midnight and all those other MEAN little ponies who wouldn’t let them kill you? Would that make you happy?” The five looked up at their wickedly grinning master, devious smiles starting to play across their own faces. “Then it’s settled!” Bedlam snapped his fingers, the magical energies needed for six creatures to teleport already building around them, penetrating their bodies as they slowly became immaterial and transparent. Just before they vanished in a puff of smoke, Bedlam threw his head back in a wild yell.

“Hold on, critters! We got a palace to crash!”

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By the time all the fires were extinguished and every last pony was accounted for, it was already well into the evening. Celestia and Luna had to excuse themselves to set the sun and raise the moon half way through questioning the victims and heroes and meeting with panicked show owners and merchants that lost an entire day’s worth of profit, not to mention their wares, carts and stands. Diplomatic alerts were jettied off to all the neighboring countries, half warning their leaders of the five creatures responsible for the attack and half to reassure that Equestria was handling it to the best of it’s abilities. After the destroyed buildings were cordoned off, the main through fair of the city cleared for traffic, the reporters and interviewers all cleared away from the palace and the guards rotated to relieve the shift most involved with the clean-up, the only thing left to do was for Princess Celestia and the Elements to speak with Midnight and the other heroes about what the reporter of Equestria Daily were already calling ‘The Battle of Floodgate Market.’ For now, Midnight rested in his room, recovering after his battle with Klokwerk and the massive headache he gave himself delivering the final blow. As Celestia and Luna waited anxiously outside his bed chambers for any word from the royal doctors, the rest of the ‘heroes’ were allowed to roam free about the palace. Them, and the Elements of Harmony.

“Thank you for your patience, Princesses.” Dr. Cranium said as he exited the room.

“Will he be alright? What was wrong with him? How’s he doing now?” Luna quickly threw a line of questions at the unicorn mare, the concern in her eyes apparent as she trotted in place. The mare bowed respectfully and gave her princess a smile, moving away from the door.

“He’ll be fine, Princess Luna. He had a mild hairline fracture near the base of his horn, but that was quickly healed with a restoration spell. Unfortunately, I can’t do much for the bruises, so he’ll have a headache for a while. I recommend two aspirin and a good night’s sleep. He should be fine in the morning.” Bowing before the two deities, the mare trotted

down the hall and out of sight. Luna wasted no time bolting into the room, racing toward her champion. Celestia followed close behind, mostly to keep her over-excited sister from tackling the stallion and hurting him further.

Midnight sat up on the bed, examining himself in the hoof mirror. The bandage went around the top of his head and half way up his horn, making magic difficult and painful. Otherwise, the mirror would be floating.

“Midnight!” The stallion jumped at the shouting of his name, almost dropping the mirror to the floor. He fumbled with it between his hooves before placing it on the bed beside him just in time. The moon princess threw her forelegs around his neck, fighting tears as he returned the embrace. This was the first time since before the attack that the two could be together in peace, and the comforting hold they had on each other was exactly what the two needed. Luna relaxed her hold, pulling back just enough to press her lips to his, closing her eyes as the two melted into a deep, sweet kiss.

“Ahem... should I give you two some privacy?” From mid-way in the room, Celestia tapped her hoof, giving the two a grin as she looked over the city’s defender. It still surprised her that after only knowing this human-pony for a short time, Luna could have grown so close to him. Luna and Midnight broke the kiss, both blushing under the gaze of the sun regent. Luna took a more refined position, sitting beside the bed as she placed a hoof over his, Celestia taking a seat on the floor beside her.

“I’m... I’m just so happy to see you’re alright. I was so worried about you when I had to run off...” Luna said.

“As am I, my friend. You’ve done Canterlot a great service tonight. We are deeply in your debt.” Celestia added with a nod. The pegacorn blushed slightly, smiling up from his pillow.

“Thanks, Luna, Celestia. Really, it was all I could do. I’m just glad me and the others were able to keep them from going anywhere near the residential areas, or getting to the palace. I don’t know what I’d do if either of you got hurt.” Luna and Celestia each had a long string of questions to fire off at the hero pony, ranging from tactics and strategies of the Killjoys to any personal information they may have happened to mention during their battle. However, just as Luna was about to ask him her first question, there was a rapid knocking at the chamber door. All three turned their attention as the door slowly creaked open, a familiar pegasus stallion poking his head into the room.

“I’m sorry to interrupt, Princess Luna, Princess Celestia, but there’s some information you need to be made aware of immediately.” Midnight quickly recognized the pony, smiling as he waved he inside the room.

“Sky Shield! How ya doing, buddy? You missed one crazy party, today.” Midnight joked, eliciting a smile from the pegasus. Sky took a few steps into the room, getting a better look at his friend.

“Yeah, I heard. Great job, by the way. All the Guards are talking about how you fought today. We’re all really impressed.” Sky stopped, noticing the eager look on the faces of his

Princesses, clearing his throat as he slipped into a more professional demeanor. “I wish I had more time to talk, but I really do need at least one of you for a moment, Princesses. My apologies” he said with a bow.

“Luna,” Celestia said, placing a wing on her little sister’s shoulder. “Why don’t you handle this? I’ll be here with Midnight until you return.” Luna nodded to her sister, turning to trot out of the room.

“Alright, Tia. I’ll come back as soon as I can.” As Princess Luna left, she turned back once more, looking at Midnight, giving him a gentle smile. “I’ll be back soon, my champion. Rest until then.” Luna closed her eyes and gave him a quick bow before leaving, following Sky down the hallway and back towards the main hall where the other heroes and the Elements were conversing. Princess Celestia rested on her haunches beside Midnight’s bed, breathing out a tired sigh as he looked down at his hooves, playing listlessly with his blanket.

“Princess Celestia...” he began. “... I’m sorry.” The sun goddess gave him a confused look, leaning slightly closer. The stallion kept his eyes staring blankly at his hooves.

“Sorry? Midnight, what are you talking about?”

“When you and I talked before... I made you a promise. I said I wouldn’t ever use what you and Luna had the Elements teach me against any of your ponies. And I broke that promise already.” Celestia couldn’t believe her ears. After all the madness and destruction in the market place, after the struggle he and the others went through to stop the Killjoys, Midnight seemed most concerned with THIS? Celestia scooted closer to the bed, placing both forehooves on top of Midnight’s. She leaned close, and after all she thought of him when they first met, did something she never thought she would do; Celestia leaned down and gave Midnight a small kiss on his forehead. The pegacorn slowly turned his eyes to hers, a look of shock still on his face.

“Midnight, do you know how many injuries there were today between Royal Guards and civilians?” she asked flatly. Midnight shook his head, keeping his gaze with hers. “Fifty members of the 19th Royal Guard battalion and thirty members of the 22nd Airborne Battalion. All went into battle willing to lay down their lives for their princesses. They have fractured and broken bones, bruises and burns, but all will make full recoveries and will all still have full careers. Do you know how many civilians were injured?” Midnight shook his head again, unsure of Celestia’s point. “None. Not a single civilian was injured today. There were a few who complained about ringing in their ears from the initial blasts from the trailers, but because of you and those other brave souls out in the main hall, the citizens of Canterlot can sleep easy tonight, alive and well. If not for all of you, today may have turned out very, very differently.” Suddenly, the stallion noticed something unexpected. Celestia’s eyes began to glisten, small tears forming in the corners as gentle tears began to slowly roll down her cheeks. “And because of you, my sister is safe at home with me, tonight. And all you can think about is some silly promise you made me...” she leaned in and took him in a gentle embrace. “They were no citizens of mine, Midnight. They didn’t care about others and love life and peace as my ponies do. Or as you do...” Celestia snickered to herself before continuing, ruffling Midnight’s mane slightly with her wing. “... my little pony. There’s nothing to forgive. I greatly appreciate what you did for all of us today. And if there’s anything I can do to ever

help you or be of any assistance, please don't hesitate to ask." She loosened her hold, meeting his gaze, a silly grin on his face. This was a whole new Celestia from the cautious and suspicious princess he knew the other day. Then, he remembered the conversation he had with Luna. The same one he would have to have with Celestia, sooner or later. With her in such a gracious and thankful mood, Midnight figured it would be now or never.

"Well, Princess, there is maybe... one thing I wanted to talk with you about." he said quietly, feeling a nervous knot forming in his chest. "About... whether or not sending me back to my own world..."

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The remaining heroes of the marketplace strolled around the palace, enjoying the same open areas that any normal daily tour group would during their visit. Catered to by both gracious Royal Guards and doting maids, lead by the ever-attentive Dusty and her hoof-picked group of maids and servers. Twilight and the rest of the Elements had returned their respective Elements back to the royal armory and set about heading to the main halls as well, intent on interrogating the heroes about their roles in the earlier attack. For now, however, both heroes and Elements were spread about the palace, partaking of the beauty of the sparkling, pristine palace, in all its early evening beauty.

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The Great and Powerful Trixie sat in awe of the stained-glass windows lining both sides of the massive hallway. They told the story of the history of pony-kind, from the time of conflict between the three pony tribes, to the founding of Equestria, to the fall of Princess Luna, the dark years after the Battle of the Royal Sisters and Celestia's recovery from the battle and up to current days. As the rising moonlight poured through the murals, Trixie's attention was drawn by the sudden opening of the door at the far end of the hallway. To her surprise, a very familiar purple unicorn mare strolled inside, scanning the hallway until her eyes fell upon Trixie.

"Is that... it's... oh, no..." Trixie's mouth fell open as she realized the identity of the other visitor. Taking a tentative step into the room, Twilight squinted her eyes as she looked forward at the unknown pony across the hall.

"Um, h-hello? Were you involved in the fight at Floodgate Marker? I have some questions for you, if you were." she announced, taking a few more steps forward. Trixie backed away, slowly making her way toward the door behind her at the other end of the hall.

"N-no, Not me! Trixie had nothing to do with... oh, buck." The showmare realized too late her mistake, years of flourishing her own name coming back to betray her. At the mention of her name, Trixie noticed Twilight's ears perk in the dim light. It was obviously she had recognized the name as well. "Um... pardon me!" Trixie shouted, quickly turned on her hooves and made her way for the door, flinging it open with her magic and slamming it just as quickly as she made her way through. Twilight started to gallop after her, but stopped short half way through the hall.

"Trixie...? The same Trixie that...?" Twilight's mind ran over the list of ponies and

other creatures mentioned in the list of warriors that fought in the market, looking it over in her mind. “Well... there’s only one ‘Trixie’ I’ve ever heard of. It HAS to be her.” Turning back towards the door she had entered by, Twilight gave the door at the far end of the hall one more glance. “I think... I have a letter to write.”

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“I mean, it’s CRAZY! Ponies attacking other ponies like it’s a WAR or something?! And poor Midnight, stuck right in the middle of it! I can’t BELIEVE he and all those other ponies and creatures stood up to them!” Pinkie bounced along side Rainbow Dash, holding a tray of cookies, a pot of hot coffee, a bowl of sugar and two cups balanced on her head. Dash Hovered beside her as the two made their way to an open balcony outside the kitchen, the pristine view over the valley usually reserved for tours and visiting representatives.

“I know, right? Who knew the rookie had it in him? I’m just glad he’s alright. I’d hate for him to have gotten himself hurt due to something we forgot to teach him.” Pinkie bounced to one of the dozen or so table on the large balcony, lowering her head and sliding the tray onto the table as Dash and her took their seats. “So, I say we have our quick pick-me-up and go see if we can go find some of the other ponies that had a hoof in the fight. If we’re gonna have to give them a good old ‘Element’s of Harmony’ blast, we should know what we’re up against.” Pinkie poured Dash a cup of the hot brew before taking one for herself, immediately adding twenty three scoops of sugar before stirring it up and hoofing the spoon to Dash. The cyan mare took the sugar bowl, pouring the spoon and a half of sugar left inside right into her cup. “Gee, thanks for saving me some, Pinkie.” she said with a smirk. The party mare smiled widely, mane bouncing as she settled in.

“Well, well, well. Not surprised at all by this scene.” a voice said flatly from the huge double doors, causing the two ponies to turn to it’s owner.

“Gilda?” Dash said, still unsure of the griffon chick before her. Gilda leaned against the doorframe, crossing her one foreleg across the other as she tilted her head. “What are you... why are YOU hear?” The griffon shook her head, her feathers puffing out as she gave the two a dirty look.

“Hey, I’m welcome here, Dash! I’m the official ambassador from Althera! Plus, I helped take down those thugs in the market!” As she finished, Pinkie streaked over to her, forelegs quickly wrapping around Gilda’s neck.

“Oh, Gilda! Thank you SO much for helping out our little ‘Nighty!’ We were JUST SO WORRIED about him!” she said, forelegs locked around Gilda in a vice-like grip. The griffon chic pushed the earth pony away with a hard shove, sending a deep growl her way.

“Keep your hooves off of me, friend stealer! I helped Midnight because he needed me and I wanted revenge against those two ponies that attacked me earlier this week. I don’t need your thanks!” Pinkie’s expression dropped as she took the verbal abuse, Rainbow quickly swooping down in between the two.

“Gilda! Don’t be such a jerk! She just wanted to let you know how grateful we are!”

“I don’t need ANYTHING from her! Not after she stole you away from me!” Despite her best efforts, Gilda felt tears forming in the corners of her eyes. Dash stopped herself short of a response, bringing her hoof up to her face and shaking her head. Pinkie regarded the two with a sad, hurt look, deciding to keep quiet and find out what the exchange between the two was all about.

“Pinkie Pie,” Dash finally said. “Why don’t you head back to the main hallway? I’ll be there in a minute.” Pinkie nodded without a word, then started to walk toward the doors. Gilda held up a taloned paw, blocking her as tried to pass.

“Oh, no, Dash. I got choice words for the both of you. Stinky Pie, you ain’t going anywhere.” Pinkie backed up beside Rainbow, the pegasus mare blocking her from Gilda with an extended wing. Gilda took a deep breath before getting right to the point. “Pinkie, you stole Dash from me when I loved her first!”

“WHAT!” Both mares looked wide-eyed at the griffon, then at each other. Gilda remained serious and stone-faces, never taking her eyes off either of them.

“Dash has to have told you about us. About our history together, our time at Junior Speedsters? And you still pushed and pushed and pushed, shoving me right out of the picture.” she said, staring at Pinkie. “And YOU! Making me believe you cared about me! Then, going right into that weather patrol job in that little backwater burg as soon as you left school. Do you know what life was like for me after I went home?” Dash kept silent, eyes looking down as her old friend poured out all the pain she felt since they last saw each other. Slowly, the pieces began to come together in Pinkie Pie’s mind, all suddenly becoming clear to the party mare.

“Gilda...” she said timidly, almost sounding to RD like FFluttershy for a moment. “... do you think me and Dashie are... together, like... ‘in love,’ together?” The griffon scoffed, tossing her head to the side at the words. Pinkie pushed past Dash’s wing, standing before Gilda as she reached out a hoof to her shoulder. “Gilda... me and Rainbow Dash are just friends. Well... I love all my friends, but me and Dash aren’t like that. Like...”

“We’re not filly-foolers, Gilda. We both like stallions. Not that we have anything against ponies that are, but we’re just not that way. And what do you mean, ‘making you believed I cared about you?’ Gilda, I ALWAYS cared about you. You were my closest friend!” Dash shouted, leaning down defensively as she did. Gilda did the same, pressing her beak against the end of Rainbow’s muzzle.

“Well, ya sure had ME fooled! You just strung me along, Dash! After you left the academy, I had to go home and be alone again!” Gilda blinked, tears escaping her eyes despite her best efforts to hold them back. “Griffons don’t have cute terms for it like ‘filly-fooler’ or anything. Wanna know why? Because, it’s not NEARLY as acceptable for griffons as it is for ponies! We don’t have a cute name for it because for us, it’s something shameful! I was sent to the academy because my parents wanted me away from other females of my own kind, like that would be some kind of CURE!” Gilda pulled away, the hurt forcing too many tears to the surface for her to feel comfortable showing. Hiding her face, the ambassador continued. “... Griffon males are warriors, protecting the country and their females. Female griffons defend

their nests and their chicks. A griffon liking their own gender in... that way... doesn't fit into the way our society works. I thought that, us being so close at the academy... maybe..." Gilda squeezed her eyes together tightly, unable to fight the tears back any further. "... all that time we spent together..."

"It was because you needed me..." Gilda felt a hoof on her shoulder, pulling her forward into a hug. "Gilda... I knew you were lonely, but I just thought it was because you were the only griffon at the academy. No pony else ever talked to you, so when started to, I found out just how cool you really were." Dash pulled away, looking into Gilda's tear soaked eyes. She reached up a hoof, wiping away a few tears as they continued down her face. "I never knew that you felt that strongly about me. Otherwise... I would have let you know sooner..." Dash gulped down her fear, hoping the proud griffon was open enough now that her words would offer some comfort. "Gilda... I can't be what you'd like me to be. And I know you this might not be what you want to hear right now, but... I still wanna be your friend. I'm sorry, but... that's all I can offer you." Gilda sat there for a moment, taking in Dash's words as she composed herself. Slowly, the tears stopped flowing and her pain lessened. Gilda sniffled a few more times, gathering her composure as some of the hurt she felt for so long began to fade, if not entirely. Pinkie watched in silence, the party mare feeling very much out of place as the two old friends worked through Gilda's hurt. Silently, she tried to sneak out of the second open door as far away from the two as she could. However, Gilda still managed to catch a glimpse of pink as it made its way out the door.

"Hold it, Pinkie." Gilda pointed a single talon at Pinkie, causing her to stop in her tracks. The earth pony froze, she and her pegasus friend unsure of the griffon's intentions. A sense of relief washed over them, however, as they noticed the soft expression in her eyes. "Pinkie... I'm sorry."

"You're... sorry?" Pinkie asked, an innocent look on her face.

"I blamed you for stealing Dash from me, when it was my own jealousy that pushed her away. I read too deeply into what I thought our friendship was, and because of my mistake... I wound up hurting not only myself, but Dash and you, as well." She traced a circle on the ground with her claw, shyly looking up at the two ponies. "Do you think... I mean, could you...?" Gilda never got a chance to finish. Pinkie and Dash leaped toward the griffon, wrapping their forelegs around her tightly. Gilda sat stunned for a moment, before returning the hug, squeezing them both tight enough to lift the two off the ground. She nuzzled against them both, holding tight until Dash had to tap her on the back to be released. Gilda dropped them, allowing Dash to breath again as Pinkie bounced besides them.

"In case that wasn't clear, you're forgiven." Dash said, taking a few deep breaths. Gilda gave them a timid smile before turning to leave. "Gilda, wait. Where are you going?" Gilda shook her head, turning back to them slightly.

"I think I've made a big enough idiot of myself tonight. I'm glad I'm forgiven, but... I'll leave you alone now. We can talk about the marketplace fight later." She turned back towards the hallway to leave, but found herself lifted up off the ground by a pair of pink hooves. Suddenly, she was plopped down on one of the floor cushions by Dash and Pinkie's table.

“Oh, come on, Gilda! Me and Dash didn’t even have a chance to make idiots out of ourselves, yet! The night’s still young! We’ll talk about that fight later. But for now...” Pinkie plopped down beside Gilda on her own cushion, Rainbow Dash suddenly noticing a third tea cup mysteriously appearing on the serving on the table. “... I wanna hear all the secret, embarrassing, juicy stuff about school-filly Dash you can think of! OH!!!” Pinkie sprang up, hovering in the air for a moment, bot her eyes and smile impossible wide. “I gotta get a quill and parchment! This is gonna be gold!” With a pink blur, Pinkie was off, leaving a confused griffon and giggling pegasus in her wake.

“So... she really IS always this hyper?” Gilda asked, wide-eyed. Dash just smiled, shaking her head.

“Yeah, but after being friends with her for a while, you’ll grow to love it.”

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Big Mac, Strongheart and Breaburn strolled through the main dining hall, just past the main foyer. The Three were all genuinely impressed with their first trip to the royal palace, as most would be. However, the trip to Canterlot, not to mention the wild events that they all experienced upon arrival, had left them all starved and dying for a drink of anything cold and refreshing. As the three made their way to the kitchen, they heard a friendly voice shout to them from across the long room.

“Brea! Big Mac! Strongheart! Hold up a minute!” Applejack called to them from the main foyer, the doors closing as she passed trough, running towards them.

“AJ! Good ta see-Ow! What in tarnation was that for?” Big Mac asked, rubbing his shoulder after Applejack gave him a hard jab, his voice echoed through the large dining room. The farmer mare jumped up and wrapped her forelegs around his neck, holding him tight. Little Strongheart started to trot over to greet her pony friend, but was stopped by Breaburn, nervous that either one of them might be the next to get a back-hoof.

“That’s fer makin’ me worry, ya big galoot! What exactly was runnin’ through that southern-fried mind of yours, takin’ on those dangerous mad ponies? Y’all coulda been killed!” Mac pushed her away slightly, noticing a relieved smile on her face, meeting it with his own.

“Aw, c’mon now, AJ. It’ll take more than some thugs ta put down a couple of Apple family colts, now.” he said proudly, Brea gathering up enough courage to stand beside his large cousin.

“Yeah, Cus. The three of us had it under complete control. Heh. Course, I’ll need a new lasso now, but other than tha-OW!” A strike against the shoulder cut him off before finishing, AJ casting a stern stare at him.

“And YOU, ya inconsiderate so-in-so! How could you put Lil’ Strongheart here in such danger? This wasn’t no scrap with the Grape brothers like you two used to get into when you was both little colts. She coulda been hurt, too!” Applejack finished, lunging forward and giving him the same hug she had Big Mac, the stallion bringing up a foreleg in return. “I’m

just so glad yer both alright. I can't imagine goin' home and tellin' Granny Smith somethin' bad happened to y'all." Timidly, Strongheart stepped forward, ears pressed flat as she walked up to Applejack.

"Actually, friend Applejack, I... had a hoof in Breaburn and Big Mac getting involved in the market fight." The buffalo shrank back a little, her pony friend giving her a surprised look. "I was so excited to visit a city as big as Canterlot, that I ran ahead of them both and got lost. By the time they found me, I was already in the market place, fighting against that horrible dire wolf." Strongheart sat beside Brea, hanging her head as she imagined how differently the events of the day could have played out. "I only wanted to see this beautiful city. And because of that, friend Applejack, I almost got Breaburn and Big Mac hurt. Please... forgive me." Little Strongheart felt a hoof pat her on the shoulder. Raising her head, she saw the gentle smile the pony was giving her.

"Well, I suppose I judged these two big lugs a lil' too soon. Just be more careful next time, Lil' Strongheart, darlin'." AJ ruffled Strongheart's curly blond mane, Big Mac staring eyes wide as the buffalo got away without so much as a flick on the nose by the country mare. "And fer Celestia's sakes, darlin', y'all can stop calling' me 'friend Applejack.' Applejack or AJ is just fine. I mean, fer how much I hear about ya hanging out with Breaburn back in Appaloosa, it's like yer already part of the family." Big Mac and Breaburn grinned at each other at the comment. The frontierspony walked around his cousin, taking place beside Strongheart.

"Actually, Applejack... I thought it would be a good idea to bring Lil' Strongheart here with us, because... we got somethin' to tell ya." Breaburn threw his foreleg over Strongheart's shoulder, pulling her close. "AJ, me and Strongheart are engaged. We're gonna get married, cus!" Applejack staggered backward, almost losing her Stetson.

"You... y'all are gettin' married? You two?" Aj stammered out as the happy couple continued to beam before her.

"It's true, Applejack." Strongheart said with a smile. "Breaburn has been an amazing help in relations between not only my herd, but dozens of our neighboring herds. As a result, Appaloosa Orchards selling their apples all across the western planes."

"And that's not all!" Brea chimed in. "Not only am I helpin' out on the farm and expanding sales, but yer lookin' at Appaloosa's newest deputy sheriff!" Breaburn pulled open his vest, proudly displaying a silver star badge pinned to the inside. "With the money I pull in from apple sales, AND my salary from bein' deputy, I reckon Lil' Strongheart and me'll be married by this time next year." Big Macintosh chuckled, patting his little sister on the shoulder.

"We broke the news to Granny Smith waitin' for the train in Ponyville. I actually didn't think she'd be as happy with it, bein' so set in her ways. But she took to the idea like a duck to water. Apparently, Great Grandpa and Grandma did some dealin with Buffalo tribes back before Ponyville was even founded. She actually had a bunch of good friends in the tribe when she was a little filly, and can't wait to meet some of Strongheart's kin from out west." The three smiled at each other, having finally reveled the news to the one pony in the Apple family

who's approval they wanted the most. Slowly, the shock on Applejack's face faded, giving way to a look of pure joy. AJ leapt forward, throwing her forelegs around her cousin and future in-law.

"Congratulations! Aw, you two are gonna make a such a cute couple! Heck, ya are now!" Applejack let out a very uncharacteristic squeal and laugh, throwing her forehooves over her mouth to catch herself. Regaining her self-control, AJ cleared her throat, still smiling at the two lovebirds. "Have ya told any more of the family besides me and Granny yet?" Though still smiling, both Strongheart and Breaburn had nervous looks in their eyes, the stallion taking a breath to answer.

"Besides my folks, you, Mac and Granny, no. No pony else in the family knows. I kinda wanted... all y'all support before I told everypony else." Brea's ears folded back, his tone growing softer and quieter. Much to her dismay, Applejack realized the reason for his apprehension.

"Ya don't think they'll take it too well, do ya?" The two quietly shook their heads, confirming AJ's assumption. The mare let out a deep sigh, placing a hoof on both of their shoulders. "Has... anypony else in Appaloosa been givin' you two trouble?" Little Strongheart shook her head, tail and ears low.

"Um... a little. Some ponies think that maybe I..." she turned her head, almost as if to not face the unpleasant thoughts. "... I should have stayed with some bull of my own kind. I've heard ponies talk about me in passing, how I stole a good stallion away from all the nice mares in town." Brea held her a little tighter, rubbing her shoulder with his hoof.

"Too bad they don't have any control over who either of us choose to love." Breaburn added, defiantly. For a moment, Applejack sat silent, not believing what her cousin and friend had just told her. The idea of one of her kin and his love, judged and insulted for finding each other, angered her to the core. The farm mare lowered her brow, giving the two the most serious look she could.

"Brea, Strongheart... if nothing else, I think that you two gettin' together is just wonderful, and you got my blessin.' As for those neigh-sayers back in Appaloosa..." AJ felt a tinge of anger swell up at the thought once again, gritting her teeth. "... I'm gonna personally talk to the Princesses about this. With her blessin' your marriage as well, ain't no pony'll ever even THINK about givin' you a tough time, again!" Big Mac patted his little sister on the back, taking her by surprise, Turning her head, Applejack turned to find her big brother's smiling face. "Heck, maybe this'll be the beginin' of better relations between our nations, Lil' Strongheart."

"Thanks, AJ. I know that the rest of the Apple clan'll go right along with you, me and Granny when it comes to Brea and Strongheart being together. Not that I think they'll really be against it." Mac added. AJ nodded, noticing hopeful smiles on the faces of the cautious couple. Taking a cleansing breath, she worked a hoof against the side of her head.

"Alright, y'all. Let's talk more about this later. Fer now..." AJ said with a grin. "... I think this good news calls for a round of cider!"

Rarity walked slowly through the garden, admiring the different critters as they either prepared themselves for bed, or started waking up for their nighttime romps. The unicorn couldn't for the life of her imagine why Fluttershy turned down her invitation for the garden tour. If anypony could explain to her the different types of creatures, it would be her. However, the timid pegasus seemed almost frightened to return to the garden, backing away and darting around the corner at the suggestion. No matter, anyway; Fluttershy offered her services with the medics and palace doctors treating and comforting the Guards injured in the battle. Quietly, Rarity strolled about from path to path, the tranquil scene calming her down after the hectic events of the morning. As the fashionista continued through, however, another creature was watching her. As she turned and entered the area around the small fountain near the center of the garden, she heard her follower trudging through the grass. Rarity turned just in time to spy her pursuer, looming in front of her.

“Miss Rarity?” The tall diamond dog stood before her, ears down and paws fidgeting as he leaned over to seem less intimidating. The ploy didn't work, however, Rarity letting out a shriek and quickly stepping backwards, her backside connecting with the rim of the fountain as she beheld the canine with a frightened look. Immediately, he recoiled, making some distance between the two to make the mare feel more comfortable. “I'm sorry, Miss Rarity. I only wanted to speak with you...”

“W-w-what? Just ... speak, with me?” she stuttered out. The recognition was instant, albeit not for anything positive. “Um... s-sure thing, Ro- um, ah... I mean, ‘good sir.’” Rarity knew it was him from the very sound of his voice. How could she forget the creature that ponynapped her and held her for hours to do heavy manual labor in those grimy, dirty, smelly tunnels? Well... THEY did most of the work, she just directed them. But that wasn't the point! When she had heard that a diamond dog, of all creatures, helped save the city, she never would have thought in a million years it would have been HIM.

“It's ok, Miss Rarity. I know you know who I am. That's why I came looking for you.” Rover's tone was low and calm, the dog hoping not to scare her too much, after all he had put her through. Slowly, Rarity stood up, approaching him while watching him very carefully.

“You... came looking for me? Um... why, pray tell, do you want to speak with me?” Under other circumstances, the classy unicorn wouldn't DREAM of conversing with a dirty, aggressive creature such as this. Based on past experience alone, that would be out of the question.

“I wanted to say, Miss Rarity, that I am sorry.” Rarity couldn't have been more surprised if the diamond dog had jumped up and bit her head off. The loud, angry, demanding creature she had met in the mountains that made her work for them had been replaced by this timid looking, sad eyed creature, now remorseful for the wrong he had done to her. “Taking you from your friends and forcing you to work was wrong. In the end, it didn't help my clan, anyway. We knew it was wrong, but we still did it. And for that, on behalf of my clan, I am sorry.” Rover kneeled down, bowing to her in a display of submission. Rarity just stood there for a moment, unsure of what to do. Finally, the mare laid down before him, forelegs outstretched as she touched a hoof to his paw.

“Rover... darling? I... accept your apology. But please, tell me; if you knew it was wrong, then why did you take me?” The white pony seemed kinder than he remembered, now. Even after taking her away from her friends, she still would speak to him? Had helping the other ponies against the Beast have really meant that much to her?

“We needed your magic spell to find the gems. We were so glad to find a pony with your magic, we believed you could find all the cloudy-white crystals the Beast and the metal ponies could ever want.”

“But why didn’t you just come to me and ASK for my help? Why ponynap me and bring that kind of trouble on yourselves?” Rover looked Rarity in the eye, his mood changing from sympathy to sadness.

“Because, Miss Rarity... no pony, or any other creatures, like us diamond dogs.” The frank and honest statement took Rarity by surprise, giving her no time to try and hide her stunned expression from him. “Like I said, we needed you to help us find the cloudy crystals to give to the beast and metal ponies. We hoped if you found enough, they would never return. It was later we found out that tunnel was all dried up of the crystals. All that work you did for us wouldn’t have made a difference, even if you left all the gems you found for us.”

“Um... yes. The gems I found...” Rarity immediately felt very guilty. After she exhausted the patience of the dogs, they practically BEGGED her to leave. An option she took, along with all the gems she had helped them find. That large stockpile kept her in shiny baubles for months, garnishing her fashion creations in ways she could scarcely dream. However, the unicorn needed to know the extent of the damage she had caused in doing so. “My dear Rover... did... you need those gems for the ‘beast’ and ‘metal ponies?’ I didn’t... cause more trouble for you, did I?” Much to her relief, Rover shook his head, meeting her gaze once again.

“No, Miss Rarity. Only the cloudy crystals were ever taken by the beast. He never took any other kind. We just polish and sell them to other races that come and ask for them.” The canine allowed himself a hint of a smile, chuckling slightly. “Honestly, you earned every gem you took that day. You deserved much more than that after our disrespect, Miss Rarity.” The designer pony sat before him, looking him over. Any malice or wariness she had about ever seeing him again or how he would be was gone now, replaced by a deep and curious sense of compassion for him and his clan. Clearing her throat, Rarity sat straight up, taking a professional stance before Rover.

“Your apology, as I said, dear Rover, is accepted. And also... I apologize for tricking you and taking all those jewels. I may have found them, but you and your clan are the ones that dug them. But anyway...” A white aura took hold of Rover’s paw, lifting it from the ground and forcing him to stand. Seeming mystified, the diamond dog allowed himself to be brought to his hind legs, the white unicorn maintaining a hold on his paw as she led him out of the garden. “... right now, you and I have business to discuss.”

“B-business, Miss Rarity? What business?” Rover asked, nervously.

“Why, the business of exclusive jewel rights, of course.” Rarity chimed, happily. Pausing for a moment, she released his paw and looked over her shoulder, Rover now

following her of his own accord. “The entire event between us in your mines was handled horrible, by both of us. To make up for it, I propose a partnership.”

“A partnership?” Rover said in surprise, having to resort to running on all fours to keep up with the jubilant mare.

“Yes! In return for me coming to your mines and finding large veins of jewels in the dirt, you and your clan will give me a certain percentage of the gems you excavate. At a reasonable price, of course. And in return, you’re welcome to a percentage of the profit from the sale of your gems I use in my dresses. Doesn’t that sound lovely?” Rover’s head was spinning as he tried to comprehend so many long words at once. However, the canine WAS able to understand the word ‘profit.’

“So...” he began, making sure he correctly understood her. “... you show us big patches of gems, we dig them up, sell you some and then you give us MORE money when YOU sell them?” The mare nodded, smiling back over her shoulder.

“Of course! That’s what a partnership means; everypony, or should I more correctly say, every ‘being’ involved makes out ahead.” Stopping at the doorway out of the garden, Rover caught his breath. Rarity was surprisingly quick, though the exuberant mood she was in made her feel like she wasn’t winded at all. Extending a hoof to Rover, she batted her eyes and gave him a sweet smile. “So, my dear Rover... do we have a deal?” Rover looked at her hoof, then up to her smiling face. In one quick motion, he scooped the unicorn up, giving her a tight hug and pat on the back, causing her to let out a squeak.

“It’s a deal, Miss Rarity!” The mare gasped, prompting Rover to quickly release her, stabilizing her on all four hooves again. “Heh.. Sorry, Miss Rarity.” Taking a moment to catch her breath, she flashed a pair of bright blue eyes back at him.

“Please, Just ‘Rarity’ is fine, darling. No more ‘Miss.’” Opening the door for him, Rarity motioned for him to step through. “For now, let’s you and I go discuss the finer points of this arrangement more carefully.”

“I would like that, Mi— I mean, Rarity. Let’s go.” Taking the door from her magical grip, he bowed and motioned her through first. Charmed, Rarity walked through, waiting for him to walk through as well.

“Rover, I believe this is the beginning of a beautiful partnership.”

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“Are you sure? I mean, have you received word back from every city and town within our sphere of reach?” Luna asked Sky Shield. The pegasus nodded sadly, standing still and tall before.

“I’m sure, Princess. In all towns and cities under Equestrian control, there are no records of ANY ponies named Tumbler, Klokwerk, Crash or Burn. And unfortunately, we have no possible way to contact the buffalo tribes of the west OR any way to even FIND the dire wolf nomadic packs to verify the name ‘Grimdark.’ As far as we know, the five that

attacked Floodgate Market don't exist." Luna shook her head at the news, turning away from the guard.

"This is troubling news. The dire wolf, I can understand, but to have four ponies with NO history running wild in my city..." Her words drifted off, the princess holding a hoof to her chin in deep thought. "This means we can't even find where they're from or talk to their families or find anything we might be able to use to combat them." Luna paced back and forth before him, the guard wishing he had anything else to report.

"Is there anything else you would like me to report to Commander Shining Armor, Princess Luna?" The night goddess shook her head.

"No, Sky. Thank you. You're dismissed." With a wave of Luna's wing, the pegasus stallion threw his hoof up in a salute before turning and taking off. Luna watched him disappear into the evening air, a small smile forming on her face. "He seems to have matured a bit since we first met. He has a bright future in the guards." Luna trotted over to return to Midnight's room, but paused before she magicked open the door. "I know Midnight wanted to discuss his staying in Equestria with her. Perhaps I should allow them more time." Trotting away from the door, Luna made her way toward the kitchen, the memory of Pinkie Pie's delicious cupcakes surfacing in her mind.

"I'll leave them alone a while longer. Those two should spend some more time together, anyway."

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Trixie made her way to the stone garden behind the palace, panting and gasping for breath. Losing Twilight Sparkle in the very place she spent most of her foalhood in was not an easy task. However, the Great and Powerful Trixie had pulled it off, now proudly holding her head high as she turned around to return to the palace, silent and unseen.

"THERE you are, Trixie!" a voice chimed, right in Trixie's face as she turned. The light blue showmare jumped from the shock, losing her hat and cape as she fell backward and rolled across the grass.

"T-Twilight?!? How did you find me?" Trixie shouted, looking up at her rival.

"I lived here for years, Trixie. I know the set-up of the palace and grounds by heart. But that's not the point. Why in the world were you running from me?" Standing up, Trixie pointed her snout high, putting on a haughty look. She levitated her hat and cape back into place, making sure they were both perfect before addressing the mare.

"Trixie was not running. Trixie simply wanted to..." she tried not to show her nervousness outwardly. "... to... to partake the beauty of the statues of the garden, that is all." she lied, somewhat unconvincingly. Twilight raised an eyebrow, tilting her head slightly.

"Yeah... right... Anyway, I just wanted to thank you personally. Midnight, Blueblood and Luna might have been in real trouble if not for your help. The other Elements and I, in fact, all of Canterlot, owes you a debt of thanks." Trixie held her poker face strong under the

praise, waiting for her chance to speak so she could get away from her as quick as possible.

“Thank you, Miss Sparkle. But really, was there any doubt? After all, this is The Great and Powerful Trixie you’re talking to!” She flourished her mane, putting on a smug grin. She began to trot past Twilight, hoping their exchange was over. “Is there... anything else, then? Trixie is very busy, and has very little time to chit-chat with fans.” A sudden look of surprise came over Twilight’s face, the mare tracing her hoof on the ground.

“Wait, Trixie! I want to talk with you.” Twilight says, reaching out a hoof. The showmare stops, turning slowly to meet the purple mare. “How... how have you been? I kept looking for advertisements for your shows, but I was never able to find anything. Have you been busy?” The cocky showmare blinked a few times, wondering what exactly Twilight was playing at. She starts to stutter, already forming what she hopes will be a believable lie.

“Of...of course, Miss Sparkle.” she lied.

“Twilight.” the purple mare interrupts.

“Alright... Twilight. I’ve been ALL over Equestria and beyond, performing my feats of awe and exuberance for all that wish to partake of a glimpse of greatness.” Trixie says with a flourish, tossing her mane and cape with a smug smile.

“That’s really... great. I hoped you’d be out there, wowing ponies and living your dream.” Twilight said with a smile. The showmare tilted her head to the side, detecting a hint of what she can only equate to condescending in her voice.

“And WHAT, exactly, do you mean by that?” Twilight is immediately taken aback, stepping away as Trixie slowly approached, staring her down the whole way. “Was there, there some DOUBT in your mind that Trixie would be famous and successful? Did you think Trixie would be RUINED by that minor fluke in her otherwise STELLAR career?” Twilight cringed under Trixie’s heated gaze. The light-blue mare huffed, her magic rising up inside her and manifesting as small jets of steam as she exhales from her nose.

“T-Trixie, I didn’t mean anything by it.” Twilight said, hoping to defuse the quickly souring situation. “I just hoped you would have found more... successful performances. You know... after... the Ursa incident...” Trixie scoffed, then scoffed again, holding a hoof to her chest as her eyes went wide. Turning up her muzzle at the purple mare, she turns away with a ‘humph!’

“Well, your concerns are unfounded, Twilight! The Great and Powerful Trixie is ALWAYS at the top of her game at EVERY show she performs. You don’t need to worry your simple little mind about Trixie’s ability to find work.” Trixie started to walk out of the garden the way she and Twilight came in, allowing her cape to flow in the aura that surrounds her, and all other unicorns, naturally. Is that all you wish to discuss with me, Twilight? Trixie is a very busy mare and has some very important ponies to see.” she said, lying. Reluctantly, Twilight nodded, hanging her head as she felt her chance to come to terms with Trixie slipping through her hooves.

“Well, that’s pretty much it... but-” The apprentice mare was cut off by a sudden swirl

of purple and green smoke and fire flowing from nowhere and swirling before her. Trixie watched as the smoke condensed and solidified into a small, simple cardboard box, Twilight taking it in her magic before it had a chance to fall. “Ah! Here it is.” The showmare gave the box a quizzical look, compelling Twilight to explain. “My assistant back in Ponyville knows a transportation spell. He can send scrolls, books and all kinds of stuff to Canterlot, or wherever I am, with ease.” Trixie held a hoof up slightly as she perused the container, its flaps taped shut, hiding the contents.

“Oh. Well... whatever. Now, Twilight; what, prey-tell, is IN the box?” Trixie said, feeling annoyed. Effortlessly, Twilight splits the tape on the box, unfolding the flaps as she sets it on the ground.

“Oh, this? This is what I really wanted to speak with you about.” A purple glow shined from inside the box, the items inside rising up between the two. Trixie’s eyes went wide as they fell upon a familiar looking purple hat and cape, speckled with swirls and stars. Trixie felt her eyes fill with tears, her hoof unconsciously reaching forward, running down the silky fabric of the cape. “After you ran out of Ponyville, we had to clean up the mess the Ursa made. Everypony was kinda mad at you for attracting the Ursa, and they wanted to-”

“TRIXIE DID NOT ATTRACT THE URSA, THOSE COLTS DID!” Trixie barked, Twilight immediately dropping her cape and hat as Trixie threw her hooves over her mouth, wide-eyed. Giving a nervous giggle, she waved her hoof at Twilight as she caught the two items before they hit the ground. “Heh... sorry, Twilight. Please... continue.”

“Um... anyway, after the ‘incident,’ the rest of the town wanted to toss everything you had in the trash. But being the apprentice to the princess, as well as an Element of Harmony, carries some weight, so...” Trixie took hold of the items from twilight and levitated them in front of he, regarding them with a sense of awe.

“... you saved them...” Twilight nods, feeling comfortable enough again to approach the showmare a second time.

“Not only that, but a lot of books, some jewelry, a few bags of bits and an old photo album.” Trixie sat down hard on her haunches, mouth agape in disbelief. Trying hard to fight the tears of joy that yearned to flood forth, she struggled to comprehend information she was just presented with.

“You... saved all my things? My bits and...” Trixie stopped and sniffled. “... and jewelry, a-and... my cape and hat...?” Twilight sat before Trixie, extending a hoof to her shoulder. “Trixie’s... I-I mean... MY mother gave me this hat and cape...” Misty eyes looked up to meet Twilight’s, the mare smiling at her younger rival.

“I thought they might be important, Trixie. I sensed a powerful ‘anti-decay’ spell placed on them. It seemed like it was put on them both over one hundred yea-” Twilight’s words are halted by the blue mare grabbing her in a tight embrace, tears flowing freely as she wailed into Twilight’s shoulder.

“I’m so sorry!!! That chaos in Ponyville that night was ALL MY FAULT! If I hadn’t stirred up the excitement in those two little colts, then half the town would have been saved!”

The showmare continued her weeping as she struggled to take a breath big enough to continue. “S-since that night, my career has been big long horrible mess! I... I’ve been out of work ever since that day, performing on street corners and train stations for tips to survive...” She pulled away slightly, her red, watery eyes looking at the ground, too ashamed to meet Twilights. “I left town that day determined to grow stronger and defeat you in a duel. But I wound up losing everything...” Twilight wiped a few tears away from Trixie’s cheeks. Carefully, she pondered what she could possible say to help ease the pain she saw in the mare before her.

“Trixie... had no idea... Why didn’t you... why didn’t you come back? We would have helped you... You could have gotten back on your hooves again.” Trixie just shook her head, giving a weak grin.

“Twilight, after my... defeat, that was the last thing on my mind. The only focus I had was to become stronger and go back to face you... my new rival. I think I’m ready to believe now, that... it was my own vanity and pride that brought me to this lowly state I’m in now.” Twilight leaned in and gave the mare a hug, patting her on the back as she removed her hat and cape.

“I don’t want to be your rival, Trixie. I’d much rather be... well, your friend. Well... that is, if you’d let me.” she added timidly. Trixie stood silently for a moment, every painful memory since her retreat from Ponyville playing through her mind; nights spent in forests and city parks, performing for tips to uninterested passers-by, shivering in the cold rain in dark alleyways... She was meant for more than this life than this. Luna had introduced her to the golden past of her ancestors, defending Equestria and serving the royal court as the Lunar Knights. Twilight looked at her with a hopeful smile and kind eyes. Was THIS really the cold-hearted, conniving mare who ruined her live? Was she even responsible for ANY of the pretend offenses that Trixie had blamed her for? She even saved Trixie’s precious hat and cape. She couldn’t possibly have know that her mother had given those to her, or how much they meant to her. She just did it... to be kind? Slowly, Trixie raised a hoof to Twilight, a weak smile slowly forming as she steadied herself.

“I... I think I’d like that, Twilight... Thank you.” Twilight returned the smile with one of her own. Twilight magically removed Trixie’s current hat and cape, setting them on the ground. Slowly and carefully, almost ceremoniously, Trixie replaced them with the two precious family heirlooms, the mare puffing up as her ensemble and pride were restored, the later being with a healthy dose of humility. Trixie took a moment to shake her shoulders and head, feeling the old familiar items settle on her form. “Twilight, I believe you and I have some, as they say, catching up to do.”

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“Pretty crazy stuff, huh?” Sky said as he landed in the main courtyard leading into the palace proper. He stood on the side opposite the his fellow guard, an older, more experienced earth pony stallion, gave a grunt in response from the other side of the huge double doors. Chuckling nervously at the stone expression of his companion, Sky continues normally. “The week starts off with a one-of-a-kind pegacorn falling from the sky, then at the end of the week, Canterlot gets attacked.”

“Makes me wonder if the two events are connected.” the earth pony said, coldly. Sky quickly turned his head, half surprised by the statement, half angered by it.

“Hey, c’mon, now. Granted, he claims to be from another world, but do you HONESTLY think he would have something to do with it? Even Princess Luna likes him, for goodness sakes.” Keeping his eyes front, the veteran Guard shrugged his shoulders,

“I wouldn’t put it past him. We don’t really know anything about him. And truthfully, I’m a little worried about Princess Luna liking him so much. Who KNOWS what she was thinking after a thousand years alone on the moon. Maybe stirring up trouble for her sister, as well as all of Equestria, would be a good revenge.” Sky’s jaw dropped, the young stallion taking an aggressive stance as he faced his fellow Guard.

“Hey, buddy! Princess Luna is just as sweet and kind and benevolent as her sister in EVERY regard! She would NEVER do that! And Midnight might not be a real pony like you or me, but he’s a true-blue, good being, no matter WHAT he really is! I can’t believe you’d even SUGGEST that either one of them would be up to no-good around Equestria!” A knock at the heavy wooden gates across the long courtyard caught the attention of the two, offering a good distraction from this south-bound conversation. The older guard trotted from his post to the doors across the yard, thankful that this offered a break from the debate he and the younger, less experienced stallion had found themselves in.

“Look, greenhorn,” the veteran said as he walked away. “I’ve been doing this job for close to twenty years already, and I’ve seen it all. Battles between representatives, conflicts with griffon and dragon forces, diamond dog raids. Buck, I’ve even seen Celestia belch at a garden party.” He stopped at the large wooden gates of the yard, shaking his head at his obvious inexperienced younger co-worker. “After a while, it all becomes just part of the job. Trust me; I’ve been doing it so long, NOTHING surprises me anymore.” As he reached a hoof for the door, the guard noticed a strange noise on the other side. Leaning closer, he tried to identify the sound. To him, faintly, it sounded almost like... hissing?

With a thunderous blast, the huge double doors of the gate blew open, launching large pieces of lumber and the hapless guard back into the yard. The plume of smoke and fire blew through the yard, drawing the attention of several guards walking the top of the various walls around the yard, and sent Sky to his knees. As the unconscious body of his fellow guard hit the ground before him, Sky scrambled to his side, holding his head up as he checked him for injuries. As he tried to shake the veteran awake, the smoke and dust cleared, revealing the silhouettes of five sinister looking creatures, now just inside the gates.

“Knock, knock, everypony.” the center figure said, stepping forward out of the cloud with his companions. As the cloud cleared, Sky’s eyes went wide in shock, the figures standing before him exactly matching the descriptions of the five that had attacked Floodgate Market. Leaning forward, the center pony gave him an evil smile from under his black top hat.

“Good evening, my good stallion.” he said with a hiss. “Can Princess Luna come out and play?”

Now comes the chapters I really have some fun with. Not that I'm not having a good time writing now, but gloves come off when you're writing about a chaos lord :D So...

The Killjoys have breached the palace grounds, intent on finding Luna once again. Will the Elements and their friends be able to hold back the brutes and send them packing once again? Or will Bedlam intervene and turn the tide? And if so, what chaos will this unpredictable monster unleash on the city of Canterlot? Find out all this and more in "The Ultimatum," the next exciting chapter of...

STAR CROSSED!

The Ultimatum

Sup, colts and fillys? Here's the next tasty installment, hot and fresh. In writer's terms, an installment like this is known as a 'Big Reveal,' where some great and important truth is brought to light, changing the course of the lives of all the characters involved. It took some time to make sure I got this just right, so enjoy!

Chapter 20

The Ultimatum

In a matter of seconds, the klaxon horn echoed through the palace, sending every Guard on duty scrambling into position. The specially reserved warning was only blown nowadays for practice drills, readying the guards in case the impossible happened; a direct attack on the palace. The routine drills had long since become a bore in the last few centuries of peace, only serving in the minds of some guards as a waste of time. However, this was not the case, today. Today, all their boring, routine, time wasting practicing would be put to the test.

“What’s going on?!”

“Are they SERIOUS?!”

“Where’s my armor?!”

“2nd Squad assemble, NOW!”

“Everypony, to the court yard!”

Everypony knew it. Everypony could feel it. This was no mere training exercise or testing of the alarm system. No, this was something much, much worse; The Palace of the Royal Pony Sisters was under attack.

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“What the heck is that?” Midnight asked from his huge, plush bed. The headache that still held the faintest hold on him suddenly started getting it’s second wind, ushered back by the strange horn now blaring through the palace. Celestia turned from him towards the door, a cold chill running down her spine, her heart almost freezing in her chest. She knew that sound. She knew it all too well. However many times she heard it before, the sound never seemed to bother her. And if it had happened at any other time, it still wouldn’t bother her. But today, of all days, it chilled her to the bone.

“Midnight...” she said in a shaky voice, reaching her hoof to his in an unconscious motion. “... I’m sorry, but... I think you need to get out of bed and come with me...”

“EEP!” the yellow pegasus mare exclaimed, jumping at the sound of the blaring horn. She and the other nurses and doctors in the medical wing of the Guard barracks looked at each other, unsure of what to do. However, the dozens of hurt Guards knew the meaning of the siren, despite the usual mundane manner it was played before today. Instinctively, the Guards began standing up from their beds. All at once, they began to strip away their bandages, trying to ready themselves for whatever emergency required their attention, much to the horror of the medical staff.

“What are you doing?! You can’t just get up and leave! You’re injured!” Dr. Cardio, one of the physicians present yelled, trying to ease a rather large earth-pony stallion back into his bed. Despite the cast on his left foreleg, the pony moved the doctor to the side with ease, sitting him up on the bed.

“No can do, Doc. That’s the emergency call! We might be under attack! We gotta move, NOW!” He slowly limped from his bed, joining the other guards who had already started their trek back to their barracks to retrieve their armor. Fluttershy stammered, trying to muster the courage to deter the headstrong guards from this self-destructive action. Gliding over the row of guards, she landed in front of the exit doors, spreading her wings to block their path.

“W-wait! You can’t head back out in your conditions. Y-you’ll get hurt again, or worse. You need to stay here and heal up. You-” She was silenced by a stern look from the head Guard, his dark green eyes looking down at her as he leaned over her already cringing frame.

“Listen here, little missy; that’s the emergency klaxon. That means, if we don’t answer, ponies could die. So we’re all going, geared up and armed, and no little prissy, pretty-filly pretending she’s a doctor is gonna tell us otherwise. GOT IT?!” The quiet mare shrank back, gulping down hard the fear in her throat. The brutish stallion smiled slightly, knowing his intimidating stature had did the trick, making way for he and his fellow Guards to go and do their duty. Taking a step towards the door, however, he was surprised by a soft hoof, pressing against his chest. Looking down, his eyes met the most surprising sight he had seen in his fifteen years of service to the Crowns; a deathly intimidating stare, burning out of the beautiful blue eyes of the soft yellow pegasus. Standing straight, the mare furrowed her brow, the gaze seeming to pierce his very being.

“Now... you listen here, MISTER!” Fluttershy shouted, poking her hoof into his chest, the stallion stepping back in surprise. “You all might know how to use swords and lances and shields and armor and all be a lot bigger and a whole lot stronger than me, but you do NOT. DISOBEY. DOCTOR’S. ORDERS! You got that?” she said, never taking her eyes from his. The lead stallion nodded silently, eyes fixed on hers as his fellow Guards watch in silence. “You might have all I said, but right now, you’re all injured, and you JUST CAN’T HELP RIGHT NOW! How would you all feel if, because of your injuries, you hurt one of your fellow guards, huh? Or maybe you’d want one of the princesses to come to harm? Would THAT be better?” The assembly of Guards all murmured back ‘No, Miss Fluttershy.’ in response, the lead stallion speaking the words almost inaudibly. Fluttershy just intensified her gaze, turning it to the rest of the troops as she shouted again. “I can’t HEAR you,

SOLDIERS!”

“NO, MISS FLUTTERSHY!” they all shouted, some of the guards giving her a proper salute as they sounded off.

“Good.” Sitting in front of the door, her demeanor changed back to her timid, gentle nature. Patting the now shaking lead guard on his shoulder, she spoke to them all in a sweet, almost motherly voice. “I know you’ll all very strong, capable and loyal guards, and everypony in Equestria appreciates your dedication. But you’re all injured right now, and the Princesses need you at your top fighting form for when there’s trouble. So, everypony, back to their beds now, ok?” Slowly, the guards turned, each trudging back to their beds, the lead guard turning and whispering an ‘I’m sorry.’ as he went. Turning and placing her hoof on the handle of the doors, Fluttershy addressed the injured guards one more time before leaving. “Now, Miss Fluttershy is going to go give whatever help she can. So all you big, strong guards are to stay here, and heal up. You all got that?”

“Yes, Miss Fluttershy.” was the unified response from the group, the doctors and nurses already fixing their bandages and slings once more.

“Good.” Fluttershy said with a smile. Pressing down the handle, she walked out of the infirmary and promptly collapsed against the wall opposite the door. “I can’t believe I yelled at Royal Guards! What was I THINKING?!” she said, trembling, her hooves over her mouth to muffle her stunned words. The klaxon rang out again, reminding her of the reason she had to raise her voice in the first place. Quickly gathering herself, the yellow mare galloped down the hall back to the main foyer to find her friends.

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From the kitchens, to the training yards, to the hallways, to the gardens; every pony with any responsibility to the crowns came running or flying, assembling in the massive courtyard outside the main entry hall of the palace. Squadrons of pegasi hovered in the sky, waiting for any order to attack. Earth-ponies set up a perimeter of a half-circle around the five intruders, keeping a good distance away as lines of unicorn guards behind them prepared shield, lightning and paralysis spells for whatever the situation called for. Behind them, the six Elements of harmony stood on the large main steps of the palace, joined by the assorted heroes of the marketplace battle. Finally, standing in the open doors of the palace, were Celestia, Luna Midnight. In the flickering torches and full moonlight of the early night sky, the five attackers stood together unmoving, wickedly knowing grins on their faces as the guards shouted orders and prepared themselves for anything.

Slowly, Celestia started to descend the stairs of the main entrance, holding her head high as she slowly strolled with a purpose towards those who would harm her ponies. Midnight and Luna moved to follow, but the sun regent stopped them with a slight raise of her wing, the sudden and quick movement a casual reflection of the intense anger she was feeling at this moment. The guards cut a path for her between them, allowing their ruler a clear opening to confront the villains.

“Well... all this for little ol’ us, Celestia? We’re touched, really.” the center pony said, running a forehoof along the rim of his top hat. With a thunderous stomp of her hoof, the Sun

Goddess sent a mild shockwave through the courtyard, silencing the cocky stallion before he could mutter another word.

“How dare you...” she hissed through gritted teeth. Slowly, Celestia and Luna started waking down the stairs, flanked on both sides by Twilight and Midnight. “How DARE YOU?!” Celestia’s voice resonated with a roar of flames as she spoke, causing even her little sister to cringe away. “YOU COME INTO MY CITY, ATTACK MY PONIES, AND NOW HAVE THE GALL TO SET HOOF IN MY PALACE?! WHAT HAVE YOU GOT TO SAY FOR YOURSELVES?!” Her voice echoed with an anger unheard of for thousands of years, shaking the very walls it resonated off. Even the bravest and strongest of the Royal Guards shied away from the princess, her mane and tail billowing in the solar winds as the very air around her grew hotter. Only Luna, Twilight and Midnight stayed close, Twilight quick action with a shield spell sparing them any harm from the wave of heat. This was a princess that even Luna hadn’t seen before. But then again, nopony has ever been foolish enough directly attack the palace before. Ever pony present waited in frightened silence, awaiting whatever came next. The five invaders, however, seemed completely unfazed, Klokwerk yawning as he casually ast on his haunches and eliciting a laugh from his fellow outlaws.

“Ya know, the boss was right; Celestia IS cute when she’s angry.” Klokwerk said, causing the rest of the Killjoys to break into loud, raucous laughter. The sun goddess had enough. Flaring her power around her in a swirling maelstrom, Celestia engulfed the five in a wave of shining, bright power, preparing to toss them with a teleportation spell as hard as she could into the most cramped dungeon she knew of. Shielding their eyes, the other ponies in the massive courtyard could only wait as Celestia’s rage subsided, dying down enough for them to uncover their eyes once again. Surely enough, the flames dissipated, their roar being replaced by the panting of the elder princess.

“Wow...” Midnight muttered, turning to Luna while pulling his wing back from in front of his face. “... remind me never to piss off your sister, Luna.” The night princess gave him a knowing grin that only one that had been on the receiving end of such anger could.

“Yeah, tell me abou....a...w-w... w-what?!” Luna staggered back, her eyes going wide as she stared forward in disbelief. The rise of gasps and stunned exclamations from the guards and Midnight’s friends alike prompted him to turn back to the area where the Killjoys were... still standing? Luna slowly trotted up beside her sister, mouth still agape.

“How... how did that not...?” Luna said, albeit barely. With wicked grins, the five invaders turned their eyes upward into space. A deep, haunting laughter resonated down from the open sky, sending chills down the spines of all those present. Slowly, the laughter died down as the voice slowly began to [sing](#)...

o/` Now the dark begins to rise,

Save your breath, it's far from over.

Leave the lost and dead behind,

Now's your chance to run for cover... o/`

A dark shimmering of heat appeared in the sky, slowly taking the shape of a large, serpentine creature. As it approached the ground, the figure began to solidify and form structure, freezing all but the five Killjoys in fear.

o^ I don't wanna change the world,

I just wanna leave it colder.

Light the fuse and burn it up,

Take the path that leads to nowhere.

All is lost again....

But I'm not giving in... o^

As though descending down a spiral staircase, the creature casually walked in circles down through the open air, heading for the center of the courtyard in front of the Killjoys. Celestia, Luna, Midnight and Twilight began to walk backwards, trying to keep a good distance from the unknown monster that as it took form.

o^ I will not bow,

I will not break.

I will shut the world away...

I will not fall,

I will not fade.

I will take your breath away... o^

As it reached the last yard or two of its invisible stairs, the blurry vision of the beast finally materialized, hopping from its place in the air as his mis-matched wings carried him to the ground behind the five. The invaders all bowed slightly, moving aside for their master as he stood in between them and faced the crowd. The monster stood easily a yard or two taller than Celestia, casting a shadow over his minions in the torchlight of the courtyard. He had two mis-matched horns, one 'L' shaped and black, like a bovine. The other horn pointed up, zig-zagging and crooked like a gazelle. His face was long and covered with thin, grey fur, looking like a warped version of a pony's. His neck was long and covered with grey fur and spots like a hyena, leading down to his huge body. Two muscular arms sprouted where his neck met his body, looking like they were salvaged from a dragon and a minotaur. It walked on four legs, the front looking bird-like, with the hind looking like huge and powerful stallion legs. The four legs held up a barrel-like lion's body, tan and strong. His massive, alligator-like tail swished behind him, completing the patchwork monster's horrific visage. Looking over the ponies present with a sly grin, Bedlam took great pleasure in the horrified looks on the faces of

those before him, each pony sitting with a hint of fear in their eyes. All, that is, except Midnight.

“... Bedlam? What... what the hell are you doing here?” Midnight asked, stepping forward to take a guarded position beside Celestia. The monster nodded his head slightly, raising his brow to Midnight with a curious look. He turned his head, revealing a pair of thin, white lines leading from his ears to a small square device in his taloned hand.

“Midnight?” the beast chimed happily. Turning off the white iPod he held and tossing it behind him, Bedlam trotted over and, before he could act, scooped the human-pony up and swirled him around like a rag doll. “Oh, Midnight! Long time, no see! How ya been, me’ boy?!” Royal Guards readied their weapons and spells as the large, mis-matched creature tossed about Luna’s champion. After several spins and twirls, Bedlam plopped Midnight on his haunches, right before the princesses, causing several dozen Guards to rush up to him, spears, lances and spells at the ready. Bedlam put his hands up as several relatively close Guards pointed their weapons only inches from his face. “Oh, my goodness, this courtyard is so crowded. Let’s do something about that.” With a snap of his fingers, every Guard present disappeared with a puff of black smoke, leaving only the Princesses, the Elements and the marketplace warriors behind. “There we go! Much better.”

“What?! Who are you?! What did you do to my guards?!” Celestia demanded, bowing her head as she tried to point her glowing horn at him, threateningly. Bedlam only scoffed, turning and walking back to his minions. Spinning on one of his back legs, the centaur-like beast fell backwards, a large throne breaking his fall as it materialized out of another puff of black smoke. Getting comfortable, Bedlam gave the sun regent his best ‘come-hither’ stare, fluttering his eyes with a coy smile.

“Oh, Celestia... you look just as lovely as you did more than a thousand years ago. Oh, that wickedly perfect plot... me gusta.” he said, causing her to step back in shock. “And Luna...” Bedlam let out a sigh, shaking his head. “Lovely, lovely Luna... how you’ve grown. It’s so good to see your powers returning after that humiliating defeat at the hooves of the Elements.” Luna felt like she wanted to step away, to get behind her big sister and allow her to defend her and the city. However, a quick glance over to Midnight, seeing the stern resolve in his eyes, quickly banished those thoughts. Taking a step forward, Luna stood beside her sister and addressed the invaders.

“I believe my sister asked you a question, monster! Who are you, and what have you done with our Guards?” Bedlam sighed and rolled his eyes, waving his paw around on his wrist.

“Oh, fine. Your guards are safe. They were cramping my style, so I teleported them back to their respective barracks. They’ll stay there until we all have ourselves a nice, little sit-down style talk. I think it’s more... personal, that way. And as for ‘who’ I am, why don’t you ask your pet human there, princess? He and I already met.” Slowly, the group turned their eyes toward Midnight, Celestia regarding him with shock and confusion.

“Midnight... do you... know this creature?” Celestia asked. A thousand questions ran through her mind, addressing everything from the identity of the being before them to whether

or not she should have ever trusted Midnight in the first place. Slowly, the pegacorn explained.

“Yeah, Princess... I met him the other day, on a cliff overlooking the city... His name is Bedlam, and he’s a... um... drag, um... drago... something?” Midnight stammered, having trouble remembering the name of his species. Clearing his throat, Bedlam interrupted.

“A draconequus, my dear boy. Try to remember that. There’ll be a test later.” Celestia and Luna’s eyes opened wide, their hearts feeling as if they had stopped. Sitting smugly before them, unbound and free to run rampant across their world, sat a draconequus. “Oh, my dear, sweet princesses... The looks on your faces is absolutely PRICELESS!” Bedlam rocked back in his chair, losing his balance and falling backwards, all four legs kicking in the air as his laughing filled the courtyard. In a moment, the monster stood up, wiping a tear away from his eye. He cleared his throat and regained his composure, slowly walking over in front of the princesses and sitting down. “So, ladies... where’s Discord?”

“What? Discord, your little brother? You still didn’t find him yet? Is THAT why you’re here?” Midnight asked, confused. Again, Luna and Celestia’s hearts skipped a beat, the mentioning of that cursed name chilling them to the bones. Luna turned to her champion, speaking to him as slowly and calmly as she could muster.

“Midnight... how exactly do you know this creature, and how do you know of Discord?” she said, never taking her eyes off of his.

“Oh, take it easy, you two! Geeze!” Bedlam finally chimed in, stamping a hindhoof. “I met this fine young stallion the other day, and we had a good, long talk. Of course, he had NO idea who or what I was, but that just made it more fun for me. But yes, it’s all true; I... am Bedlam, Draconequus, spirit of chaos and disharmony and eldest of the Chaos-Lords, at your service. So now, my fine alicorns, the question remains; where’s my little brother, Discord?”

“D-Discord is you... your little brother...?” Luna said, voice trembling, her ears folded down in fear. Celestia swallowed hard, trying to find the right words to speak to the abomination.

“There... there’s more than just the... two of you...?” she asked, already fearing the answer.

“Oh, yes, my dearies. There’s seven of us, all together. I’m the oldest, and Discord is the youngest. There’s also Havoc, Riot, Panic, Anne and May, youngest to oldest. However, curiously enough, Discord seems to always have been the most powerful of us all...” Bedlam said, seeming lost in thought as he mused over his last statement.

“Anne and May? Those are... human names?” Midnight interjected. Bedlam shook his head, as if catching himself.

“Oh, sorry. Those are nick-names. They’re really Anarchy and Mayhem. Those two are SO inseparable.” he said, reminiscing. Celestia and Luna remained frozen, the thought of more draconequus walking around their world horrifying. “Relax, you two. My other brothers and sisters are currently off pillaging and ruining other dimensions and worlds at the moment. Truthfully, we can care less about each other. But being the eldest of the seven, I feel it’s...

kinda my job to keep a close eye on my siblings. You can relate to that, can't you, Celestia?" he said with a grin.

"Enough, monster! What business do you have with these 'Killjoys,' as they call themselves? And what need do you have with Discord?" Luna had enough of games and smug posturing from this demon. With horn glowing, she approached, ready to force him to talk and punish him for his disrespect towards her and her sister. Bedlam only reached down and gave her a playful scratch on the head, effectively canceling out the spell she was preparing, leaving her dizzy and off-balance. With a snap of his fingers, a bowl appeared, floating beside him. Reaching in, he pulled out a long, green spiral horn, placing the tip in his mouth. Flicking his thumb in his fist a few times, the claw sparked into a small, orange flame. Holding it to the broken end of the horn, Bedlam puffed a few times, the end igniting as he blew a puff of smoke into the air. Midnight tilted his head, examining the horn Bedlam held from afar until he would dare venture a guess.

"Bedlam...? Is that a...?" he stammered.

"A unicorn horn? Yes, it is, my dear boy. Dug up from one of the oldest graveyards in Equestria. Totally aged to perfection. They calm my nerves. Care to try one?" A collective sound of disgust rose up from the magic using creatures behind him, the draconequus raising an eyebrow, as if surprised. "Oh, fine, ya big babies!" he shouted, snapping his fingers again, making the lit horn and floating bowl disappear. "Anyway, getting back to your question..."

"My dear Luna, the Killjoys work for me. As you might guess, I just can't waltz right into most towns or cities around the world without drawing a crowd. So, they're my go-to critters." From behind him, Klokwerk vanished in a black puff of smoke, reappearing a moment later right beside Bedlam. "Allow me to formally introduce my field commander, Dr. Klokwerk, engineer extraordinaire. But you knew that already, right Midnight?" The pegacorn kept his eyes on the two through the entire exchange, remaining silent. He recognized the black top hat with the red band and metallic horn from their fight earlier, granting him the use of magic and control over his mechanical creatures. His black dress coat had been restored, covering his bronze-colored coat, his silver colored tail hanging out the back. "The poor doctor's parents wanted him to follow in the family's hoofsteps and become a clock-maker. Inherit the family business, and all that crap."

"They weren't too thrilled when I told them I'd rather be a doctor. So, ..." Klokwerk removed his top hat, exposing a large hole in his head, soft pink flesh in the center of his silver mane as the artificial unicorn horn pulled free from his skull. "... I decided to show them my level of dedication. Naturally, that was my last night home." Klokwerk disappeared in another puff of smoke, returning to his previous position among his fellow warriors. Two more puffs erupted behind Bedlam, bringing Crash and Burn up on both sides of him. Tossing his arms around the two, he hugged them tightly.

"Crash and Burn here are siblings, of course. Talk about yin and yang, right?" Bedlam laughed. He was right, too; Burn, the petite unicorn mare, had a stunning coat of white with a pure black mane and tail. Her burley pegasus brother Crash, however, was a mirror opposite of her, with a pure black coat and white tail and mane. The two wore evil grins as their master continued. "Burn and her little brother here often had to catch heat one way or another for

having parents that were of different tribes. So, naturally, they split home the first chance they got.”

“In these peaceful times, there’s not too much call for a unicorn who’s a pro at destructive magic.” Burn noted.

“Yeah, or for a pegasus who’s a professional fighter.” Crash added. With another puff of black smoke, the two returned behind Bedlam, a large, shaggy wolf with a pitch black coat.

“Grimdark here, I found wondering alone in the northern edge of the Great Western territory, outside the lands of the buffalo tribes. Let’s just say...” Bedlam chimed with a grin. “... his pack tossed him out due to his unusual... appetite.” The canine gave a deep, evil laugh, exposing a mouth full of shining, dagger-sized teeth. Grimdark disappeared back to his place, the draconequus walking backward between his minions, placing his clawed hand on the shoulder of his last follower. “And I believe most of you might already know my last little helper, here?”

“I know Midnight does, master.” the jester said, standing on her hind legs to bow to the pegacorn. The bells on the unicorn mare’s three-pointed hat jingled as she leaned over, her black and red checkered body suit made her difficult to look at, and the half frowning/half smiling white mask she wore made it down-right impossible to with getting a healthy dose of the creeps. Reaching up, she removed the frowning half of the mask, exposing half her face. From what little of her was actually exposed, the group could tell she had a tan coat, with some green bangs hanging down from her mane. Slowly, Midnight remembered meeting the mare the other night.

“...Tumbler...? The other night, in my room... you weren’t practicing some trick or stunt. You were SPYING on me?!” he shouted, angrily. Tumbler giggled, tipping forward and standing on her front hooves.

“Sure was, honey! You, and everypony else in the palace for WEEKS!” she giggled, somersaulting back upright. At the mention of this, Twilight and the rest of the Elements stepped forward.

“You’re the jester we saw in the foyer the other day! I can’t BELIEVE you were spying on us all this time! You little...” Rainbow fumed as she hovered, almost preparing to dive straight at the checkered villainess.

“She’s my most versatile soldiers. Not only can Tumbler imitate anypony’s mannerisms and voice and manifest objects with her magic as solid as the real things, but she’s a classically trained acrobat.” Bedlam bragged, giving the creepy mare a playful noogie.

“I knew I had a bad feeling about her, but I had NO IDEA it was THAT bad! Oh, my GOSH! And she didn’t even set off my ‘Pinkie sense,’ or ANYTHING!” Pinkie Pie said. Tumbler took a few steps away from her master, staring daggers at the party mare.

“You never were the sharpest banana in the six-pack, Pinkamena.” the jester said, immediately making Pinkie’s expression drop.

“H-how...? How did you know that name...?” the party mare asked, shakily. Tumbler laughed, her smiling face already changing back to a look of disdain.

“Pinkamena...? Pinkie Pie, what’s she talking about?” Rainbow Dash asked, placing a hoof on her friend’s shoulder. Tumbler tilted her head to the side, clicking her tongue at the pink pony.

“Aw, Pinkamena... seems you’ve been keeping secrets from your friends. Why don’t you tell them how you used to steal the attention of your instructors at the School of Laughs?” Pinkie’s eyes went wide as she examined the mare’s half exposed face. Suddenly, the realization hit her like a pie to the face.

“...Carousel...? Is that really you...?” she asked, sheepishly. Tumbler stomped a hoof to the ground, cracking the pavement of the yard.

“THAT’S NOT MY NAME, PINKAMENA! NOT ANYMORE!” she fumed, Bedlam holding her in one taloned hand to keep her from charging at Pinkie. “Let me at her, boss! LET ME AT HER!!!” Bedlam laughed, planting the jester in between the rest of Killjoys, all four immediately seizing her to keep her from charging again.

“Feel proud, Pinkie Pie; if not for you, Tumbler may never have joined our happy clan. She actually joined us with the promise that we’d help her exact her revenge on you.” Pinkie’s hair seemed to deflate at the words, falling flat as even the carnation of her coat seemed to fade. Midnight had heard enough. Stepping in front of Celestia and Luna, the pegacorn spread his wings, drawing the attention of the six villains.

“Enough, Bedlam! What the hell do you want here, anyway? What’s your reason for attacking Canterlot?” he shouted at the draconequus. Bedlam raised an eyebrow in surprise before kneeling down to address the stallion.

“Right to the point, Midnight. I like that. I’m actually here for a few reasons. Like I said, I’d like my little brother back, if you please.” Celestia joined Midnight before the beast, keeping a careful eye on him.

“We don’t know where he is, monster. But even if we did, we still wouldn’t tell you!” the sun princess declared. Bedlam shifted his gaze to her, smiling again.

“Alright. No big loss, I suppose. I’ll find him on my own, eventually. Next order of business...” he said, pointing a clawed finger behind Celestia. “... I want sweet, little Luna.” Bedlam’s words dripped with malice, sending another cold chill down the younger sister’s spine.

“W-what?! You want... me?” Luna said with a hint of fear in her voice. Midnight jumped back, standing between his princess and Bedlam, intent on keeping her from his grasp however he had to.

“BACK OFF, BEDLAM! You’re not gonna lay one creepy finger on her! You’ll have to go through ME, first!!!” Midnight yelled, causing the Killjoys to snicker. “What the hell could you possibly want with her, anyway?!”

“Ah. I’m glad you asked, my dear human.” Bedlam snapped his fingers, causing the entire courtyard to go dark. Suddenly, the world around him and all other ponies in the courtyard exploded with a million bright colors. In a matter of moments, the colors gathered and molded together, flashing and sparking as they shrank in on themselves, then exploded all through the black space around them. Bedlam and the Killjoys standing where they were, seemingly unfazed. “In the beginning,” Bedlam started, “the whole of the universe was crammed into one gigantic, frothing, bubbling ball of pure chaos. Oh, it was beautiful. My siblings and I enjoyed a constant state of random radiation storms, gamma bursts, black and white holes constantly swallowing up and spitting each other out. The horrible destructiveness of it all was nothing short of paradise to all of us.” Slowly, the colors collected again and began to swirl, taking the shapes of hundreds of galaxies, floating all around the open void. “Then, THIS happened; Order. The universe was born, and me and my brothers and sisters were cast out of our delicious chaos, and thrown into this multi-verse of logic and common sense. As you can imagine, we weren’t happy.” With another snap of his fingers, the galaxies and blackness of space disappeared, the heroes and villains returning to the courtyard from where they came.

“Bedlam, how did you...?” Midnight started, only to be shushed by the patchwork creature.

“Don’t interrupt, I’m getting to the good stuff.” he said, clearing his throat. “Believe it or not, causing endless pain and suffering to the little critters of the universe is NOT the life’s mission of us draconequi. The seven of us, to put it quite simply, just want to go home. Unfortunately for you,” he said casting a twisted eye towards Celestia. “... that means the total destruction of your world.” The Elements and heroes gasped, all murmuring to each other at the announcement. Celestia leapt into the air, her horn glowing as she hovered before Bedlam, prepared to defend her world.

“It’ll be a cold day in the Barren Lands before I allow you to hurt ONE HAIR on the head of ANY other creature of this world, MONSTER!” Celestia charged her horn, preparing to blast the invaders back out of the courtyard. Casually, Bedlam reached up and flicked the tip of her horn with his finger, canceling her spell and effectively dropping her to the ground.

“Don’t interrupt, bright-eyes. It’s rude.” Bedlam said, continuing. “To make this as simple as possible, sweet little Luna is the final piece in the puzzle. I need her, and her alone, to activate the energies I need to crush this little pocket dimension back down to something I can manage.” Bedlam sat back down in front of his Killjoys, his forelegs spread out in front of him with his arms crossed across his chest. “So, my good Equestrians... here’s the deal; Give me Luna. I’ll rip her apart, right down to her very essence and thus, destroying her. She’ll be spared watching the world end. Every other creature will be, to. They might wonder why the sun and moon have both gone dark, but that’ll only last till I collapse the planet in on itself. You all die quick and clean deaths, I get to devour the world and everybody’s happy. What do ya say?”

The draconequus smiled at the heroes as though he just offered to paint their houses for free. The ponies present, however, stood in stark silence, mouths hanging open in stunned silence. Celestia’s expression was a mixture of horror and fury, the alicorn seeming unsure if she should bring the very sun itself down on Bedlam’s head or grab her sister and fly away as

fast as her immense magic could carry them. Luna, for her part, was trying her best to not visibly tremble, a member of one of the most destructive species she ever knew having just declared that he wants to kill her and use her power to destroy the world. The Elements of Harmony stood behind their princesses, each reacting differently to the horrible news. Fluttershy was shaking terribly, tightly holding onto Applejack, the earth pony doing her best to remain calm and comfort her friend. Rarity was doing all she could to keep from passing out from hyperventilating, with Rainbow Dash fanning her with her wings. Pinkie Pie sat silently, hair still deflated as she stared across the courtyard at Tumbler, staring back with a look of daggers in her eyes. Twilight seemed to be the only mare taking it relatively well, standing beside Midnight as he flanked Luna, opposite side of her big sister. The Marketplace heroes, however, stood ready, nervous but prepared to react if the situation in the courtyard escalated into something that would require their involvement. Timidly, Twilight finally stepped forward, quietly clearing her throat to get Bedlam's attention.

"Um... Excuse me... did you say... 'devour' the world? You... you can't be serious..." Bedlam chuckled at the unicorn's confusion, scratching at his chin with a talon.

"I'm dead serious, my little pony. From chaos the universe came, and back to chaos" he patted his belly, licking his lips. "...it shall return."

"You LIE, monster! Discord ruled over our world for years, and he NEVER made any attempt to destroy it!" Celestia shouted, stamping a hoof on the ground. Bedlam only rolled his eyes.

"Please, Celestia. Discord... is a child." Bedlam sat down in empty air, floating slightly above the ground. "An armature, at best. In his more than four billion years of life, the silly fool has only destroyed three separate dimensions. I mean..." he said, rubbing his fingers on his temple. "... I walked into one dimension he was working on, and found him making cotton candy clouds that rained chocolate milk! His idea of chaos is turning the dirt roads to soap! And the big one, and I mean his most original idea, was growing fruit about ten sizes too large on the tree and vine. I mean, come on! When I last checked up on him here, he assured me everything was under control. But truthfully, Tia-baby," Bedlam grinned, giving the sun goddess a wink. "I think he was kinda sweet on you. Never really COULD pull the trigger on this world, not if it meant destroying you."

"And will YOU be able to pull the trigger, Bedlam?" Luna asked. "You still don't know where Discord is, and we're not telling you, no matter what. Destroy the world, and you take him with it."

"Acceptable loss." he said coldly. "When I destroy this mud hole planet, he'll be destroyed, fore sure. But we draconequus are immortal, after all. He'll just reform in another section of the universe, and after about a decade or so, he'll be back up to full strength. That's how it is for all us chaos lords."

"And what of you quote, unquote 'Killjoys,' then? Do THEY share in your mad plan to destroy their world?" Trixie stepped up beside Twilight, trying her best to sound intimidating and hide her fear. Again, Bedlam snickered at the group.

"I'll be taking the Killjoys with me to the next world I conquer, my little Trixie. Good

help is so very hard to find.” he said, matter-of-factly. “Besides that, they could care less about this world. They don’t really... ‘fit in’ here, anyway. Show em’ why, fellas.” Crash, Burn, Klokwerk and Tumbler walked around their master, each pony turning slightly to the side. The heroes, princesses and elements gave a collective gasp as the four pony members of the Killjoys proudly displayed their blank flanks.

“Wha...what...? That’s not possible...” Celestia stammered. But sure as the sun rose in the morning and the moon at night, their stood four full-grown ponies with blank flanks. Klokwerk and Crash hovered in place high enough for all to see, while Tumbler magicked the area of her flank on her body suit transparent. One at a time, the four trotted or landed back behind their leader, the draconequus smiling at the shock they created.

“All of them, outcasts, misfits and freaks. And all EXTREMELY powerful. Just like you... Midnight.” he said, pointing a talon. The pegacorn took a step back as the monster started to approach him, grinning. “I know all about where you’re from, my dear Midnight. That massive, squalid human city, full of crime and hate and pain. I know what you have gone through over the years. I know, because I’ve been there.” Midnight paused, then slowly started approaching the villain again, curiosity drawing him nearer the beast.

“You... been to... to-”

“Yes! Of COURSE I’ve been to human-earth! What, you think you’re the only being that’s ever been able to trans-dimensional travel?! I’m a freakin’ immortal, ethereal cosmic being! ALL cosmic being can do it! Hey, though...” Bedlam’s tone suddenly changed, the beast raising an eyebrow. “Why don’t you ask Celestia how her last visit to human-earth went? I bet it’s a hell of a funny story.” Celestia felt as if all the breath had been knocked out of her body, the secret she had been keeping from Midnight suddenly laid bare. The same secret she had fought for more than ten thousand years to keep, exposed in the blink of an eye.

“Oh, don’t tell me you didn’t see the sign, my good stallion.” Bedlam started again. “What do you think the odds are that, in the entirety of the known, multi-dimensional universe, there would be TWO worlds that are BOTH called earth! Not to mention how both worlds have the same languages, both have the same constellations in the sky, the same plants, animals, same tools and items their inhabitants use!!! TELL ME YOU’VE SEEN IT!!!” the draconequus shouted, his voice finally showing something besides the happy-go-lucky tone as it shook the stone walls of the courtyard. The pegacorn barely heard him, though. Instead, he slowly shifted his gaze between Celestia and Luna, both sisters reacting to the shocking revelation in their way. For her part, Celestia had a look of pure shock, eyes wide and dilated with her mouth hanging open slightly as she watched the secret she held for more than ten thousand years come to light in the blink of an eye. Luna, however, was somewhat different. The younger alicorn sister seemed to hold a look of stark fear. It was not the same as her sister’s, but rather something much worse. This was the look of fear one held when afraid that they had lost the trust of one they had come to care about. And as the old Equestrian saying stated; losing a friend’s trust is the fastest way to lose a friend.

“Oops. Did I let the cat out of the bag, Celestia? My bad.” Bedlam let out an eerie giggle, snapping his fingers and creating a tall, gold-framed mirror before Midnight. Taking the two top corners of the mirror in his claws, Bedlam stretched the mirror out until it reflected

every one of the heroes, elements and princesses before him. However, one reflection was different. Standing in the mirror where Midnight should have been, was a tall, handsome, young male human. HE had dark hair, a silver chain around his neck, a red t-shirt and a pair of blue jean shorts, a wallet chain and belt strap hanging from the left and right. One by one, the heroes murmured as Midnight seemed drawn closer to the mirror's surface. Reaching out a hoof, he touch the glass, the human reflection doing the same, a look of confusion on his face matching Midnight's.

“You're quite the handsome bloke, ain't cha, ' Midnight?” the beast said, snapping his fingers again. The reflection of the ponies and creatures vanished, being replaced by an image of the human reflection standing in Time Square, surrounded by traffic, pedestrians and numerous other sights and attractions of the Big Apple. Midnight marveled as his reflected human self turned and walked away, opening the door to a large, expensive looking sports car and drove away. “I've been to more worlds than you can count, my boy. But for sheer fun, debauchery, and madness, Human-Earth sets the standard, and never fails to please. And you've been living there, on your own, for the past fifteen years. Well done!” With a flash and shimmer of sparks, the mirror vanished, causing Midnight o jump back, Bedlam already slithering forward and meeting him, face to face. “I could send you back, you know? Right now. Just say the word, and you're gone. Hell, I'll even give you access to my penthouse suite! My private bank accounts! Fancy European sports cars!” Bedlam launched into the air above the stallion, spinning as he flourished his arms wide open. “You can have all the electronic games, drugs and bitches you could ever want! All you have to do is...” he said, zooming down to stare in Midnight's face once again, now barely speaking above a whisper. “give Luna over to me...” Bedlam floated down beside Midnight, wrapping his arm around the pegacorn's shoulder. He touched a talon to the top of the young stallions head, the sharp digit giving off a slight glow as Midnight tightly closed his eyes.

“Midnight!” Luna shouted, lunging towards her champion, only to be stopped by the combined magical grip of Twilight and Celestia. Midnight opened his eyes again, magic swirling and flowing in them as he looked over his friends.

“This isn't your world, Midnight... this isn't your fight.” Bedlam whispered.

“This... isn't my world...” Midnight repeated, trance-like. Slowly, a sparkle of magic formed on the tip of his tail. It started moving up towards his body, removing all color as it went.

“You have better things to do back on your own Earth, right?” Bedlam continued.

“Yeah... so much better there...” The wave of magic continued up to his flank, slowly spreading down his hind legs and up to his wings and shoulders.

“You really don't care about ANY of these ponies, do you?” Bedlam grinned, knowing his spell was all but complete, the other ponies present too terrified to act.

“Yeah... Don't care about...” Midnight stopped, his swirling eyes gazing lazily across the ponies... until they beheld Luna. The moon goddess sat between Twilight and Celestia, holding her breath with tears in her eyes, her chosen warrior on the brink of vanishing forever. The greying magic reached Midnight's neck, slowing almost to a stop.

“...don’t care, but... I... Luna...?” Despite the damage he sustained in the marketplace, Midnight’s horn began to glow, slowly forcing back the grey that had covered his body. Inch by inch, the magic reversed, retreating back down his body and restoring his crimson reds, until it reached the tip of his tail and vanished completely. Rearing up on his hind legs, Midnight threw open his wings, causing Bedlam to pull back to avoid being struck. Instinctively, Midnight whinnied and knickered, bucking and rearing up as he regained control of himself once more. “Enough!!! Bedlam...” he said breathlessly. “I made a decision...”

“Oh, really now?” the chaos lord said, scratching his chin. “What’s that?”

“You said you’ve been to New York before, right? Well then, you should recognize my answer.” Midnight lifted his right forehoof, pointing the tip of it upward in front of him. Bedlam only looked at him, confused.

“And what, prey tell, is that?” he asked.

“This, Bedlam, is me, giving you the finger!” The draconequis recoiled at the remark, now recognizing the gesture. He placed a paw to his chest, scoffing as he quickly grew more and more offended.

“How DARE you reject my offer! DO you have any idea the fury you’ve unleashed on this MISERABLE little world?! You little foal, I’ll-”

“Take your thugs and leave, THAT’S what you’ll do!” Midnight interrupted. “I’ve been thinking, Bedlam. You mentioned Discord was the youngest of the draconequi, but was also the strongest, correct?” Bedlam leaned back slowly, giving him a sideways look. “Well, if you’re all the spirits of pure chaos, I’m willing to bet... that makes you, the oldest, also the weakest, am I right?” As soon as the words left the pony’s mouth, Bedlam’s mane, horns, wings and spines burst into flames, illuminating the courtyard in glowing black fire. He reared up on his back legs, bringing his forelegs down with a thunderous boom on the pavement.

“WEAK!!! YOU DARE CALL THE ELDEST OF THE CHAOS LORD’S ‘WEAK?!?!’ YOU’LL REGRET YOUR WORDS, YOU WORTHLESS LITTLE PONY!!!” Bedlam roared about in his tantrum, breathing fire above the heads of the ponies present and stomping his hooves and heavy paws, making those present duck and back away. After about a minute, the chaos god calmed down, though the fires around his body continued to rage all over him.

“Hey, Bedlam!” A shout came from the far end of the courtyard. During his fit, no pony had noticed that Midnight had slipped out from under the stream of fire, making his way to a collection of barrels. Now, the pegacorn levitated a large barrel above him, barely holding it in his weak magic. “CATCH!” The barrel flew through the air towards the mis-matched monster, who easily caught it in his one minotaur hand, flames still washing over his forearm and body. He brought the barrel close, examining the label very closely to read it through the flames. It wasn’t until he held it mere inches from his face that he recognized the words ‘lamp oil’ painted on the side.

“Oh, you son of a bi-” was all Bedlam could sigh out before the wooden barrel

exploded in his hand, bathing the immediate area around the gate of the courtyard in liquid flame. It was all Twilight and Trixie could do to quickly raise a shield spell to protect the crowd of ponies watching. As the five Killjoys scrambled back from their burning master, the draconequus held his hand to his face in frustration, seemingly completely unaffected by the raging inferno currently enveloping his body. Licking his thumb and index finger, he pinched them together on a few strands of mane sticking up from his head, thoroughly extinguishing his entire body in one move.

“Tsk, tsk, tsk, Midnight... it seems you still don't know who you're dealing with.” Clapping his hands together, extinguishing the flames around his followers. He motioned with his head for them to join him, giving a quick whistle. The five beings gathered around their boss, following as he casually strolled back to the gate.

“I can see you need further proof that your resistance is futile, my little ponies.” Bedlam's body was still smoking from the burning. Spinning his hand in a circle, Bedlam seemed to scoop the smoke up out of the air like dark snow, molding it into a small, bi-pedal form. The smoke creature hopped up and down in his palm before spinning in place and vanishing. Midnight and the others blinked a few times before Bedlam addressed them again. “A shade. Creatures of my own design. Fascinating, really; they're made of smoke, dust, shadows, latent magical energies. And they're completely loyal to me. I just gave that one a very... special order.” he said, starting to chuckle. He pointed out his index claw, sticking it seemingly into empty air, creating a small, glowing crack. Circling his arm around in a clockwise motion, he created a shining, green portal in front of him. One by one, the Killjoys entered, vanishing into the spectral light. Suddenly, the group heard a distant boom of thunder.

“Princesses Celestia and Luna, Elements, Heroes and Midnight; I leave you with this parting gift, to give you all something to think on.” Another rumble of thunder echoed through the towering walls of the palace, this time felt in the ground beneath their hooves.

“Bedlam... what did the hell did you just do?” Midnight said, a sense of impending dread coming over them all. Bedlam stepped half-way into the portal, blowing a kiss and giving a thumbs-to the group as he paused.

“Consider this entire city... condemned. Arrivederci, suckers!!!” Bedlam waved goodbye as he stepped through the portal, the ripple in space blinking out of existence as he did. Another loud boom echoed off the palace walls, this time accompanied by a very distinctive rumble through the ground, causing every being present to reach the same realization at once; THIS, by now, was definitely NOT thunder...

Oh, snap. You dun bucked up, Midnight! NEVER piss off an ethereal chaos-god! Didn't you ever see 'Ghostbusters?!?' Anyways, Tia got some explaining to do, if Canterlot survives the little surprise Bedlam left for them, that is. What horror will our heroes face just outside their gates? And if they are victorious, what could possibly be so horrible that Celestia would lie to her subjects for centuries? Fine out next time in "Cosmic Secrets and Lies," the next exiting episode of...

STAR CROSSED!!!

Cosmic Secrets and Lies

Long time, no post, bronys. I have now officially become every other good author I hate that I love. I mean, really? I'm gonna make you all wait THIS long? I'm such an ASS!. Alright, seriously, though; I hate that it took me so long to get this done, but some difficult, life-changing personal matters involving some people I dearly love consumed all of my time for almost 6 weeks! My deep thanks to all you readers out there that have been reading my stuff and keeping this crazy train a-goin' for so long. I'm back on my regular writing schedule as of now. So sit back and enjoy this latest installment of the ongoing train wreck that is Star Crossed.

Chapter 21

Cosmic Secrets and Lies

Bedlam gracefully pirouetted from the glowing hole in reality, landing with poise in the middle of the dusty, dilapidated throne room. His minions, however, were not so lucky. One by one, the five Killjoys spilled clumsily out of the portal, collapsing on top of each other. Crash, Burn, Klokwerk and Tumbler landed in a loose pile, the four being crushed by Grimdark, the largest and heaviest of the five squashing his comrades under his massive girth. Warily, they raised their eyes towards their master, now beaming with excitement as he did a perfect Moonwalk across the room.

“Oh, happy day, happy day! Now, the REAL fun begins!” he said, Moonwalking up the wall. He made it halfway across the ceiling before Klokwerk got to his hooves and cleared his throat, getting the chaos-lord’s attention.

“I’m sorry, Master, but... we thought you’d be a little... annoyed after that.” Bedlam’s eyes opened wide as he burst out in laughter. Reaching up, he grabbed Klokwerk and plopped him on his hooves on the ceiling, standing precariously next to the fiend.

“My boy, to be perfectly honest,(and DON’T get used to that, by the way) I AM a little upset our dear Midnight wouldn’t take my invitation. He would have made an excellent addition to the crew. But don’t worry, all!” The demon dropped from the ceiling, landing on all fours, leaving Klokwerk alone next to the aging chandelier. He turned up to the altered earth-pony, snapping his fingers and letting him fall back to the ground with a thud. “The little Shade I let loose on them should show them just how incredibly bucked they really are!”

“What did he do?! What the buck did that maniac do?!” Midnight grunted under his breath as he galloped up the stone stairs to the top of the courtyard wall. Luna, Celestia and the Elements all followed close behind, the group arriving at the top just as a Royal Guard siren sounded through the city. In the distance, they could hear ponies screaming, the steady booming sounds shaking the ground. The already disturbing scene was further warped by an

ear-splitting roar, a large puff of smoke and dust rising from the far-off entrance to the market.

“What in the world is going on, now? How much more can the city stand, today?” Celestia said, eyes darting in the darkness, surveying for any kind of danger. Suddenly, Luna held her forehooves to her mouth in a gasp, eyes opening wide as she stared unblinking across the city.

“Oh, no... Oh, Celestia, Midnight... it’s horrible... “ The night goddess took a step back, pointing a hoof forward. From the back of the courtyard, dozens and dozens of Guards burst through the gates and doors, the magic keeping them in their barracks disappearing along with Bedlam.

“Princess Celestia! Princess Luna! Are you alright?! Where are the attackers?” Sky Shield shouted, quickly flying up to the top of the wall, eyes darting back and forth between the two royal sisters.

“Lights! We need lights, pointed into the city! NOW!” Luna shouted, turning back to Pegasus, almost blowing him out of the air with the force of her shout. Too startled to question the strange order, Sky echoed it back down to his fellow guards, each barking it down the ranks as they all scrambled through the yard and into the various storage sheds and equipment rooms throughout the grounds.

“Luna, what’s wrong? What do you see?” Midnight asked, placing a hoof on her shoulder. Another boom and roar came from the main body of the city, drawing their attention again. Luna didn’t get a chance to answer though, as two large pegasi landed on the wall a few yards down from them. They dropped a large, round spotlight from the Grand Galloping Gala with a loud thud, a unicorn guard running up on the other side of it, charging the filament inside with his magic. The huge directional light shined a bright beam out over the city, followed by several other spotlights already set up along the wall. The ponies all stared in disbelief at the vision before them.

“That!” Luna said, pointing with a hoof again. “THAT is what’s wrong!” There, barely illuminated by the beams of bright light, stood a massive form of a dragon. Walking on its hind legs, the reptile stood at least five times taller than the largest buildings in the city, slowly stomping its way down the center street of town towards the palace.

“Oh, NO! Oh, no no no no no! Just LOOK at that thing! How did we manage not to see it?!” Twilight shouted, mouth agape. Midnight stood beside her, forehooves on the wall as he leaned forward, squinting his eyes as the reason for inability to spy the thing became clear. As the spotlights ran back and forth over the tall creature’s body, they seemed to pass right through it, coming out the other side in wide blurs against the dark late evening sky.

“It’s that little Shade monster Bedlam made! That’s the dragon! We didn’t see it because it’s made out of shadow!” the pegacorn announced to the ponies, guards and marketplace heroes in the yard below. “He’s having it stomp its way to the palace! We need to stop it before it gets here!”

“This is horrible!” Celestia said, gasping at the wickedness of the chaos lord’s attack. Turning to the ponies under her charge, she started hoofing out orders, commanding all ponies

present to assist in the effort to combat the shadow dragon. “Guards! I want a two-pronged attack; unicorn and earth ponies are to try to slow it down from the streets, pegasi to bomb and attack from the air! Move it, NOW, ponies! Your princesses need you!” A chorus of ‘Yes, your majesty!’ followed, every guard present already moving to carry out their leader’s request. Celestia then turned down to Twilight and the Elements, speaking to them in a lower, if not just as crucial tone. “I need you all to go to the Grand Hallway. Your Elements are being kept there behind the final doors at the end of the hall. Twilight, you’re the only unicorn powerful enough right now to unlock the magical seal keeping them safe. Get them, and return here as soon as possible.” The six mare’s had a look of determination in their eyes as they saluted, all turning and taking off down the stairs, heading toward the main doors back inside the palace.

“What should we do, princess? There has to be some way we can be of assistance?” Trixie shouted from the courtyard. Luna and Celestia turned to them, the sun goddess already having a role in mind for the group.

“Normally, I wouldn’t think of placing untrained ponies into a dangerous situation as this. However, you have all proved yourselves in the market to have the best interest of my subjects and the city at heart.” She turned out toward the city again, the screams of her ponies causing a deep ache in her heart. “Go out into the city and get as many ponies out of harm’s way as possible. Take them away from the main streets and as far from that monster as you can. Can I trust you all with this task?” she asked, her soft eyes almost pleading with the rag-tag group below.

“You can count on us, Aunties!” Blueblood answered back.

“We’ll do ya proud, yer majesty!” Big Mac said in a deep, loud voice.

“Consider it done, your highness!” Gilda crowed. The mass of mis-matched beings ran forward, bursting through the courtyard gates and of into the city, ready to give their best to stop the vile creature from harming anymore ponies in it’s attack. Back on the wall, Midnight stood with the royal sisters, ready to help anyway he could.

“What should I do, ladies? I’ll do anything I can to help!” he announced, taking a ready stance. Luna and Celestia only regarded him with disappointed look, the moon princess finally breaking the news.

“Midnight, you know Celestia and I are eternally grateful for your help, but...” She looked back out into the city, the first wave of pegasi already getting into formation high above the shadow dragon. “... with your injury, we can’t afford you hurting yourself further. Please, let the guards and the Elements do their job. Everything will be alright.” She finished with an uneasy look, betraying her words to her champion. Midnight stomped a hoof, moving closer to his marefriend. She was nervous, that was certain. But rather than push the issue, Midnight decided to sit back and stay by her side, the revelations brought to light by Bedlam still fresh in all their minds.

“Alright. I’ll stick by you for now. But don’t think I won’t throw myself at that thing at a moment’s notice if I think I’m needed! I care about you too much to ever let something happen to you...” he added, nuzzling into her as the two stared across the city. The guards were getting into position with the Trixie, Blueblood and the others quickly making their way as

well. Celestia, Luna and Midnight waited with baited breath for the full attack to commence.

“Come on, girls! We’re almost there!” Twilight yelled back to her friends as they made their way through long hallway, the moonlight illuminating the stained-glass windows that ran along both sides of the expanse. The six friends skidded to a stop a few yards from the decorated door, Twilight and Rarity immediately sensing the powerful spell keeping it sealed.

“My word, Twilight! Do you really think you’ll be able to open that incredible lock all yourself?” Rarity asked, eyeing up the almost visible aura around the door frame. Like all unicorns, she and Twilight could sense mild changes in the field of magic around them. Often times, particularly powerful unicorns, or even residual spells could be sensed by experienced casters. This seal spell, however, was almost oppressing. The huge amount of ethereal energies being used to keep this door closed pushed back against the two mares, slowing their approach as Twilight prepared herself to unlock it.

“I don’t think I have a choice, Rarity. Just please, stay back and... maybe be ready to cast a shield spell.” Twilight added, not giving her friend time to protest before she powered up her horn for the seal break spell. She focused her energies into her horn, planting her hooves firmly on the ground as she enveloped the seal in her own purple-colored magic. The air resonated with a surreal hiss, the seal spell glowing white and becoming visible as it fought back against young mare’s attempts. Suddenly, the white of the spell twisted and grew, turning black and pushing down Twilight’s magic. The Element of Magic was flung back into her friends as the black magic aura swirled and reformed into a twisted image of a familiar face.

“Nu-uh-uh... No cheating by using the Elements, you naughty little mares.” Bedlam’s voice echoed from the black mass, filling the hallway. Twilight stood up from the mass of ponies, stomping her hoof with a snort.

“Bedlam! What have you done to the Elements of Harmony, you monster?” she said, staring down the drifting energy.

“I just leveled the playing field, that’s all. You’re a tough cookie, Miss Sparkle, but this spell stays on the doors until you take care of my shadow dragon OR Canterlot is destroyed. Whichever comes first.” The black mass swirled and dissipated, effectively outing every light in the hallway, the laugh echoing out once more. The Element bearers looked at each other as if unsure as to the next course of action.

“W-what will we do now, Twilight?” Fluttershy quietly squeaked out. The other ponies all focused on their unelected leader, looking just as confused as they were.

“I... I don’t know, Fluttershy. Usually, the Elements would be the last resort... I...” she paused with a gasp. “... I don’t know what to do, now...”

Midnight, Celestia and Luna watched from the palace wall as Trixie, Blueblood and the others helped with the evacuation down in the streets. The shadow dragon was slowly

making his way through the destroyed market, heading towards the more populated areas of the city on it's way to the palace, stomping through any and everything in it's path.

“Your Majesties!” Sky Shield yelled down, quickly landing behind the three as he gave a bow. “We have three squads of pegasi Lancers in a holding pattern above the target, and five squads of unicorn Battery in various positions along the target's estimated path. Your orders, Princesses?” The pegasus stood there, straight as an arrow with forehoof to his temple in salute. Every other time he had seen Sky, the young guard seemed nervous and unsure of himself. At times, he even seemed to be a bit unclear on his duties, second guessing himself and leaving decisions up to some other pony to make. This, however, was not one of those times. The seriousness in his eyes commanded attention and respect, reflecting the training and discipline required of any who would dare call themselves a Royal Guard. Midnight had to admit; for as much an armature he knew Sky could be, at this moment he was quite impressive. Celestia and Luna looked out over their city, then back to Sky.

“Announce the attack, Sky. Take that monster down!” Luna commanded. Springing into the air, Sky Shield bolted up to the awaiting pegasi squads, their lances already extended in preparation for the attack. As the lumbering beast stomped itself into the center of the city, the first squad swooped into action. A dozen pegasi broke from the group, heading towards the shadow dragon. In response, the smoking hulk raised a massive translucent claw and swiping at the squad. The dozen guards continued their distraction, allowing their fellow soldiers time to prepare.

Rising high above the city, the second squad of ponies paused for a moment, carefully selecting their target. The guards circled high above the city for a moment before moving into a quick dive, their lances pointed directly at the dragon's wrist. As they approached, the first squad moved out, clearing the way for their attacking comrades. As the massive beast swung it's huge arm again, the lancers flying harmlessly through the smokey limb and out the other side, leaving the creature completely unaffected. The arm of the thing separated from the main body, the incorporeal mass floating for a moment before rejoining the main mass of the beast. The pegasi guards circled, unsure of their next course of action. Pulling back it's clawed hand, the giant shade swung it down, the limb becoming opaque and solid as it swatted half a dozen guards from the sky.

“That's... how did it DO that?” Celestia said in disbelief. The guards thankfully managed to right themselves before any of them fell to the street below. Looking up at the approaching behemoth, the method of it's attack became clear; the heated attacks had passed through the monster each time, the guards chipping off wisps of the creature that quickly returned to their original place. Only when the shadow dragon moved to attack it's opponents did the misty magic that composed it's body solidify, and only in the limb it was using to strike. The princesses and Midnight looked on in shock as the thing's claws and tail changed from gaseous to solid form again and again, taking shots at the Guards. Sky Shield swooped down towards the unicorn battery lining the streets, their horns already charged and ready for their attack.

“Mage units; OPEN FIRE!” With Sky's order, the Guard unicorns unleashed a heavy wave of energy beams at the dragon. Once again, the bolts of energy passed harmlessly through the thing, leaving holes in it's body as they dispersed far off into the sky beyond. The

dragon paused, if only for a moment, before the holes through it's torso filled out and disappeared. It raised one of it's feet high over the houses, solidifying it as it stomped down with a massive boom. The ground quaked as ponies ran for cover, a billowing dusk cloud blowing through the street from the force of the strike.

“Everypony, RUN!” From inside the flowing cloud of dust, Trixie shouted to the last of the fleeing Canterlot citizens. As Blueblood and Big Mac ushered them through the streets, the rest of the heroes gathered between the palace walls and the shadow dragon.

“Woo, Nelly! How the buck are those Guards supposed ta' stop that big critter?” Breaburn asked, running up and removing his hat to wipe a few beads of sweat. Gilda, Soarin' and Spitfire swooped down, hovering above them as Rover and Strongheart ran to join their group.

“I think your pony soldiers are a little outmatched here, Blueblood!” Gilda noted, landing before the noblepony. He shook his head, looking down the safety of their side street towards the main road of the city, the dragon still storming it's way towards the palace.

“What are we going to do, now? If the guards can't stop that monster, what chance do WE have?” Strongheart asked, not addressing anypony in particular.

“None.” Rover said bluntly. “I think perhaps it would be best if we returned to the palace. The path of the dragon is clear for now.” Suddenly, Trixie found the majority of the group looking to her. One any other day, she would crave this. However, right now, in the thick of the chaos, she wished nothing more than to be left alone to follow somepony else. Clearing her throat, she put on her best serious stage face as she readied her serious voice.

“Rover is right. These are highly trained Guards ponies, and their powers and skills are no match for this thing. We need to go back to the palace in case we're needed. Everypony, fall back!” With that, Trixie took off through the side streets, the rest of her team on her hooves. Together, the heroes passed quickly through the abandoned streets, each knowing that this move was only a temporary solution. If it came to that, they would have to face the dragon, right along with the guards. However, none of the deputized warriors currently had a clue as how to do it. Looking down the side streets as they ran, they watched the dark creature as it continued it's march towards it's final goal.

“Princess Celestia! Princess Luna! We have a problem!” Twilight shouted, running up the stairs of the courtyard wall. The two deities and Midnight turned to find the young mare panicked and out of breath. “It's Bedlam! He's done something to the magical seal on the vault containing the Elements of Harmony! I couldn't get it open!”

“What?! That's impossible! That's one of my most powerful protection spells.” Celestia said. Rarity stood beside her friend, ears folded back.

“It's true, Princess. I've never felt magic so powerful and... dark.” The white mare

shuddered, raising a hoof slightly as she remembered the chill she felt near the spell. “I’m not an expert at protection spells, but this is certainly one of the most powerful spells I’ve ever seen.” Celestia expression suddenly turned to one of anger, the wall shaking slightly as she stomped a hoof in frustration.

“That monster! I refuse to allow that wicked creature to win!” With a single pump of her wings, Celestia took to the air, hovering in place a moment as she turned to her sister. “Luna, I’m going to try to undo the seal Bedlam cast on the vault. Do your best until I return. You’re in command.” Leaning forward, the sun regent went into to a dive, heading toward the great that held the vault, Twilight and Rarity following close behind, eager to offer any limited help they could. Luna looked back over the city, the dragon now more than half way down the main street leading to palace.

“How y’all doin’ on this end, yer majesty?” AJ asked. Luna and Midnight just looked at her, their expressions offering all the answer the farmpony needed. “Oh. That good, huh?”

“Just see for yourself, Applejack. The guards are having a horrible time with it. Nothing seems to work!” Midnight pointed with a hoof at the latest squad of Guard ponies as they made another desperate pass. As like a dozen times before, the guards and their lances passed harmlessly through the body of the dragon and out the other end, the two claws of the shadow beast becoming solid and swiping at them as they flew away. “Every time they attack it, it goes intangible and can’t be hurt. Only when it knows it has a clear shot does it become solid again, and then only with the part of it’s body it attacks with.”

“Not even magic seems to harm it. The unicorn mages have tried more than a dozen types of spells with no effect.” Luna added, her eyes focused on the creature. “If this keeps up, Celestia and I will have to try out hooves at stopping it. And believe me, friends; if it comes to that...” Luna paused, the thought somewhat frightening the goddess. “... we may destroy the city in the process of saving it.” Luna raised her forehooves on the edge of the wall, getting a better look at the battle before her. As her hooves touched the top of the wall, they sunk into the stone as easily as quicksand, straight up to her knees. Quickly, the stone solidified, trapping the princess in the wall, facing outward toward the besieged city.

“Luna!” Midnight immediately rushed to her side, his forehooves grabbing onto Luna one foreleg, trying to pull it out as AJ, Fluttershy, Pinkie Pie and Rainbow Dash watched in horror.

“What sorcery is this?!” Luna shouted, struggling against the stone’s hold. A familiar laugh filled their ears as a wispy, swirl of dust manifested before them, taking the form of a twisted, evil face.

“Bedlam! YOU did this?!” Mid night shouted at the image. The image of the draconequus smiled and nodded, moving closer to the group, causing the four Elements to move back in fright.

“Why, of course, my dear human-pony! This is just one of several booby-traps I laid around the palace. Just in case you, the god-sisters or any other pony tries to tilt the scales in you favor.” The swirl of dust laughed, his voice temporally rising above the sounds of combat and roars in the city. Rainbow Dash sprang up, jetting forward and stopping just in front of

Bedlam.

“We’ll find a way to beat you, Bedlam! Just you wait!” she said in the most indignant tone she could muster. The form started to dissipate, winking at her before it faded away.

“Good luck with that, Best Young Flier. But you better hurry before the palace, along with this WHOLE city, blows away like dust in the wind...” With that, the image of the chaos god’s face vanished, leaving the ponies behind to deal with the new dilemma before them. Luna struggled against the stone wall holding her hooves in place, Midnight and Applejack now on either side of her, helping her pull. Fluttershy joined Rainbow in the sir, surveying the city as the dragon continued to switch from incorporeal to tangible, avoiding and attacking the guards that tried to stop it’s progress.

“W-w-what are we going to do now? How are we supposed to stop this thing without the help of the Elements OR the princesses?” Rainbow shook her head at her timid friend, her determined look hiding her own doubts of their chances against this approaching juggernaut.

“Y-yeah. Of course, Shy. I mean... we just HAVE to, right?” she said, somewhat unconvincingly. The two looked below them, Pinkie quietly staring on as AJ and Midnight continued trying to pull Luna’s hooves out of the stone.

“Forget about it, my friends.” the night princess said, somewhat dejected at the situation. “It’s no use. If I can’t break free with my immense strength, I doubt you’ll be able to help much.” She lowered her head, seeming to accept her trappings. Midnight released the grip on her foreleg, stomping a hoof in frustration.

“That’s IT! I’ve had it with this so-called ‘chaos god!’ There HAS to be a way to stop this thing!” Looking out at the dragon again, Midnight noticed another squad of pegasi trying to strike the thing’s arm. Taking a pass, they met with the same results they had a dozen times before. However, he noted something different this time. As the ethereal arm detached from the body at the shoulder, a group of unicorn gunners fired bolts of energy at the limb, taking three fingers off before the arm reattached. This time, the fingers floated in the air, remaining stationary as the limb reattached to the body once again. The fingers flickered for a moment before slowly fading and disappearing into nothing.

“Guys... did you just see that?” Midnight asked, still staring up into the sky. The others looked at him, a bit confused. They had all been distracted by Luna’s predicament to notice. Rainbow hovered over in front of him, giving him a quizzical look. The pegacorn looked up at the multicolored mare, an sudden epiphany causing his expression to instantly brighten. He bolted into the air, stopping just shy of crashing into Rainbow, a wild look in his eye.

“RD! You’re the fastest flier in all of Equestria, right?” he said, almost like a challenge. The pegasus seemed almost insulted by the question.

“Um, yeah? What’s that got to do with anything?” she asked. Dash felt a slight twinge of worry as Midnight looked across the city toward the dragon, snorting slightly.

“Midnight, whatever you’re thinking, the answer is no! That thing’s too powerful!” Luna warned from her stone trap. The pegacorn swooped down before her, giving her a

knowing grin.

“Sorry, princess. You’re in no condition to stop me. Besides that,” he said, somewhat smugly. “what kind of champion would I be if I didn’t try my best to stop this thing?” Beating his wings again, he started heading away from the wall towards the dragon, turning back only slightly to address Rainbow before taking off. “C’mon, RD! You’re gonna find out just how fast a flier you are!” Rainbow Dash hesitated a moment, her gaze changing between the rapidly retreating stallion and the trapped princess.

“Please, keep an eye on him, Rainbow Dash.” Luna pleaded to the cyan mare, the frustration evident in her voice as she strained against her trappings. “He still can’t use his magic, and I’m afraid he might get himself hurt.” The pegasus threw a hoof up into a salute, her eyes narrowing as she hovered in place for a moment.

“You can count on me, Princess. I’m all over it!” With that, Rainbow jetted off, quickly catching up with Midnight as the two moved into a steep climb. Midnight was straining himself, beating his wings as hard as he could during the incline. However, years of training allowed Rainbow Dash the luxury of high stamina, making it possible for her to keep up with minimal of effort.

“I hope you got a plan here, rookie. We’re not playing around, here.” she said to the younger pony, noticing a few small beads of sweat forming on his brow. Through gritted teeth, he turned an eye towards her, giving her a grin.

“Oh, yeah!” he shouted over the force of the wind blowing down on him. “Trust me, RD; if this doesn’t stop that thing, nothing will!”

The roar of magic echoed through the halls of the palace, both enticing ponies to seek out the source of the noise and warding them off when they realized exactly where it came from. Celestia stood before the vault doors, all four hooves planted firmly into the floor, wings splayed out as her horn glowed as bright as her celestial charge. Her face was scrunched in total concentration, focusing all her mystical might on cracking through the powerful seal Bedlam had placed over the doorway leading to the Elements of Harmony. To her right, Twilight was deeply invested in her own spell, funneling Celestia’s magic into key focal points along the seal, while Rarity on the left reluctantly agreed to maintain a shield spell to repel any magical backlash from striking them.

“P-Princess...” Rarity whimpered out from beside the alicorn “... I don’t know how much longer I can... hold out like this.”

“Just a little more, Rarity! Celestia’s almost got it, now!” Twilight answered back. She knew exactly what Rarity was going through. The purple mare found her own magic starting to waver, now doing her best to hide her strain from her teacher, still locked in her own spell against the arcane magic of Bedlam. Twilight could feel her legs getting weak, shaking slightly as she gazed over Rarity, already down on one foreknee from the intense drain on her being. The two started to feel dizzy, still maintaining their magics as they both found themselves unable to stand any longer. The two laid down, squeezing their eyes tightly as they

poured their power into the task at hoof.

Suddenly, the two found their attention drawn by what they at first assumed was falling glass. They turned their eyes up to the seal, finding it's swirling black shell slowly fading, little pieces falling to the floor of the hall and breaking before blowing away like smoke. Celestia sucked in a sharp breath, releasing it on a mighty shout. Her horn glowed bright enough for it's light to warm the hallway, making the temperate night air momentarily feel like a blazing summer's day. With one final crash, the seal broke. Pieces flew everywhere, embedding themselves in the walls and ceiling, breaking stone, paintings and windows before becoming incorporeal and wisping away in the wind. A moment later, the vault doors swung open, a light inside shining out from a golden chest sitting on a center pedestal. Warily, the three ponies stood straight, Celestia reaching out and levitating the box out in front of them.

"We... we did it?" Rarity said, sounding surprised as she rose to their hooves. Twilight shook off the exhaustion and moved slowly over to the chest, gazing down on the six magical artifacts. They were as beautiful as she remembered them. Each seemed to resonate with their own life force and personality, each as unique and special as the six ponies they now had as their avatars.

"Twilight... take the Elements..." Celestia struggled on her hooves, slowly regaining her strength back her exerted strength. Taking the six Elements in her magic, she levitated them to Twilight, the unicorn barely managing to catch them before Celestia's magic faltered, dropping them into Twilight's grip.

"Princess! Are you alright?" Rarity asked, running up to the alicorn. Celestia raised a hoof in assurance, calming her worried subject.

"I'm fine, Rarity. I just need to regain my strength. Now, go. Canterlot needs the help of the Elements at once!" Twilight and Rarity looked at each other, each with a sudden look of determination. The fashionista levitated on her Element necklace as Twilight did the same with her tiara. With each unicorn taking two of the remaining artifacts, they raced down the hall back toward the main gate to the palace.

"We won't let you down, Princess! We promise!" Twilight yelled, disappearing down the dark hallway. At last alone, Celestia allowed herself to crumple under her exhaustion. With her head hanging low, her blurry vision just barely making out the small drops of blood as they dripped from her nose to the floor. She took in a deep breath, sighing it out again. Wiping the dripping blood from the tip of her nose, she examined it on her hoof.

"I remember this..." she thought. "It's been centuries. Not since Nightmare Moon..." Her nosebleed healed quickly, as she always remembered her wounds doing before. Looking back where the seal had once stood, Celestia felt a new twinge of worry, feeling a familiar pain in the vein in her forehead that was formally reserved for the apprehension she held towards Midnight.

"I have a very bad feeling about this..."

“Midnight, that sounds crazy! And coming from me, that’s saying something!” Midnight and Rainbow circled high above the shadow dragon, barely acknowledging the efforts of the Royal guards as they continued their hopeless assault. On the way up to their position, Midnight had taken the time to explain his plan to the speedster pony. “There’s no way, Midnight! We’re not gonna do it!”

“Dash, we NEED to do this! Look!” The pegacorn pointed down at magical monster. Another pass by a squad of pegasi Guards had severed it’s tail. Like so many times before, the limb floated behind the main body of the shadow before rejoining it, unharmed. “Every time they knock off a limb, it reattaches. But before, I saw the Guards cut off it’s arm, and THEN it’s fingers. The fingers DIDN’T reattach!”

“That doesn’t mean anything!”

“Yes, it does! It means we have to blow it apart all at one time! And since Equestria doesn’t have anything along the lines of high explosives right now, we NEED the sonic rainboom!” As much as Rainbow hated to admit it, the stallion had a point. If blowing that thing apart was the only way to beat it, then the rainboom might be that only way to do it.

“Alright, say it would work. WHY do I need YOU to come with me again?” she asked, watching dragon solidify it’s claws again to swipe at the Guards. Midnight pointed to his half-bandaged horn, hovering closer to Dash.

“Because even though I’m not up to full power with this, I can still produce that shield spell Twilight showed me. I can make a magical shell around you and keep you safe from any attack that thing might launch.” Rainbow gave him a skeptical look, not fully buying his reasoning but not really in the mood to argue.

“Alright, fine! We fly together, but you better pull away before I hit that thing! I can’t guarantee your safety when we’re going that fast.” Midnight nodded, looking back down at the dragon.

“Agreed. Just stay close to me so I can bond the spell to you properly.” he said, beating wings to ascend higher into the night sky. Rainbow followed, surpassing him as she reached the altitude high enough that she knew the sonic rainboom would be possible. After a few moments, Midnight joined her. From this height, the air seemed much colder and much thinner than he had ever experienced. The apartment building sized shadow dragon now seemed as small as a bug, it’s form barely visible in the dim lights of Canterlot.

“Are you ready, rookie?” Dash asked, trying her best to maintain her usual air of cocky confidence. Midnight flew close to her, giving his horn just enough of a glow to give the illusion he was casting a spell.

“Ready, teach!” he said with a salute. The two rose a few dozen more meters in the air, Rainbow hovered close to him. Suddenly, she turned in the air and grabbed Midnight, pulling him close so that their chests and bellies were pressed tight against each other.

“Alright, then... HANG ON!!!” The two ponies beat their wings in unison, launching themselves downward as their four wings worked together as if attached to a single creature.

With Midnight's horn glowing brightly, the two barreled straight down towards their wicked target.

Luna continued to struggle against the stone bindings around her hooves. Applejack and Pinkie lent their earth-pony strength to the alicorn, the latter having run off earlier and returned with a pair of spears the two were now using to chip away at the stone. Fluttershy, true to her nature, nuzzled close to the night goddess, trying her best to comfort her as one would a trapped and frightened animal. Despite the appreciation she felt for the three mare's efforts, Luna's mind was occupied with the state of her current missing champion. Midnight and Rainbow Dash had taken off into the sky more than ten minutes ago and haven't been seen since. With the shadow dragon fast approaching, his time to pull off some assault against the creature was quickly running out.

"Princess Luna? What happened?!" From behind Luna, Trixie shouted as she saw the state of the princess, Blueblood following close behind her as they both climbed the stairs of the wall. The show mare drew the attention of all four mares, causing them to jump slightly. For now, the rest of the marketplace heroes waited down in the courtyard, anxiously awaiting some type of order to lend a hoof, talon or paw.

"A trap Bedlam set, I'm afraid." Luna said, shaking her head slightly. "Celestia is off with Twilight and Rarity to work on a dark magic seal around the vault of the Elements." Trixie and Blueblood looked at each other in surprise. How powerful was this Bedlam that Celestia herself was needed to undo a spell he placed?

"Prince Blueblood and I will go and assist them, then. Five horns might be better than three, in this case." Trixie said, bowing slightly to the night princess.

"There's no need for that, Trixie!" Twilight shouted, quickly climbing up the stairs. She and Rarity bounded to the top of the wall, each wearing their Elements as the remaining four hovered behind them. The Elements of Laughter, Kindness and Honesty floated over to the three mares, each necklace attaching itself to its respective bearer. Now, only the Element of Loyalty remained without its owner. "Wait," Twilight now said, somewhat worried. "where's Rainbow Dash?"

"Um, Twilight," AJ said, dropping the spear tip from her mouth. "Rainbow Dash and Midnight took off a few minutes ago. They're tryin' somethin' to stop the dragon, all by themselves." Twilight, Rarity, Trixie and Blueblood turned pale, the thought of two single ponies, even ones as tough as Midnight and Rainbow, attacking that monster sounded like madness.

"B-b-but that's crazy! The Royal Guards can't stop this thing! What do those two think they can do against it?!" No sooner than Twilight finished that sentence than a low roar came from high above the city. Thousands of meters above the city, the clouds opened up, making way for a quickly approaching air cone with a rainbow tail.

The two ponies quickly synchronized their wing beats so that each one of the two were accelerating at all times, both pairs of wings either in the forward or back position at the same time. Both ponies had their right forelegs extended towards the ground, their left forelegs wrapped around each other's bodies as they moved into a corkscrew spin.

“You hanging in there, rookie?! Do I need to slow down?!” Dash shouted over the almost deafening roar of air as they rushed towards the ground. Midnight shook his head, pointing his foreleg even straighter to the ground.

“Don't you DARE, Rainbow! If anything, we need to go FASTER!!!” Midnight beat his wings faster, actually surprising the speedster mare and making her adjust her own wing speed to keep their wing power output even. Sure enough, as they slowly sped up, Rainbow caught the beginning signs of a white cone forming in front of them. The stallion's horn glowed brighter as the cone grew and folded around them, the clouds parting as they moved through each layer towards their target. As the wind whipped at both their faces, Midnight's horn flickered and blinked out, much to Rainbow's surprise.

“Midnight... your horn! The shield spell is off!” The stallion seemed not to notice so much, however Dash thought she noticed some hint of a hurt look form. He turned his eyes toward her with guilt in his eyes.

“Dashie... there was NEVER a shield spell!” he shouted. Before the pegasus could respond, she felt Midnight's two forehooves press against her belly, separating their bodies slightly, their forelegs still holding each other tightly.

“What the buck do you think you're doing?!?” RD asked, beginning to panic. Suddenly, he pushed his forehoof against her chest, planting it firmly against her mid-section.

“The best I can!!! Goodbye, Rainbow!” With a single buck, Midnight pushed at Rainbow's hind quarters and mid-section, launching the mare sideways and out of the growing cone of air. Rainbow tumbled and rolled in the air, barely able to regain her composure as she watched midnight extend both forehooves straight down towards the shadow dragon, growing ever closer.

“Oh, no... he's not... can he...?”

Midnight could almost feel his fur and skin being pulled off his body with each lick of the wind. The air cone was now bending almost directly around his body, the center touching the tips of his hooves as the dragon grew larger in his vision. This still didn't make sense to him, but here he was; a living creature, not very aerodynamic to begin with, on the verge of a sonic rainboom. The screech of the air around him was deafening as he grew closer, alerting the shadow dragon to the coming attack. The massive dark creature looked skyward as Midnight zeroed in, the two destined for a massive impact within seconds.

The ponies watching below gasped as a rainbow-colored object flew end over end

from the streak headed toward the dragon. The small object seemed to catch itself, then et down to try to intercept the main object, but to no avail.

“He wouldn’t...” Twilight said, staring up.

“He COULDN’T!” Luna added, somewhat more urgently.

The ponies in the courtyard and on the defense wall all watched in disbelief as a grey and red streak rocketed down onto the shadow dragon. As the dragon noticed the scream of the coming sonic boom, it paused, turning it’s head skyward. Opening it’s huge, gaping maw, the group watched in horror as they saw the beast’s huge teeth solidify, suddenly shining in the darkness as they awaited their prey. Midnight couldn’t help but notice how quickly the dragon grew so huge. As he touched his forehooves together, he noticed the monster look up, it’s teeth growing corporal, awaiting his arrival.

“Oh, this is gonna suck...”

Midnight flew at full speed directly down the waiting dragon’s throat, it’s vaporous jaws clamping shut as he entered. Suddenly, a bright flash erupted from within the beast. The dragon began to glow and swell, it’s body starting to inflate like a balloon as it’s swirling shadowy-black color gave way to a myriad of colors. Growing brighter and bolder, the body of the creature finally exploded in a vibrant splash of light and spectral beauty, a bright shining rainbow erupting out of it as it’s body was blown apart into a thousand wisps of smoke.

“MIDNIGHT!” Luna cried at the sight of the explosion. Instinctively, she beat her wings, rising up into the air as the spell holding her hooves in place was nullified. A single bright beam of rainbow light streaked down the main street of Canterlot, heading straight for the palace gates. The rainbow beam broke through the heavy wooden and iron gates of the courtyard with a mighty crash, continuing it’s course as it screamed through the yard and through the main doors entering the foyer.

“Quickly! We need to find him! Everypony, come on!” Luna shouted as she dove down into the courtyard, following the path of the rainbow streak into the palace. The elements, Trixie and the others all followed, galloping quickly after the panicking alicorn as she followed Midnight’s line of destruction through the palace.

“I need to get back to the court yard... My little ponies need me...” Though she was recovering quite quickly, Celestia still felt a little woozy. Making her way through the dark halls back to the courtyard, she felt light headed, still not back to full power. The sun regent had just begun walking normal again as she reached the main foyer, the flashes of unicorn magic outside causing the large room to light up and darken between blasts. “I have to get it together... Come on, Celestia. Time to mare up.” she said to herself, shaking off the dizziness as she stood up straight. Taking a moment to get her game face back on, the alicorn started her march back outside, ready to face the shadow dragon head on.

Just as she reached the palace front doors, the shock wave hit. The doors rattled. The floor rumbled under her hooves. A bright wave of rainbow light flashed across the windows.

And finally, the doors of the foyer blew open with an explosive blast, sending her back as a heavy object rocketed through the doors, streaked across the wide open room and crashed through the wall behind the stairs and beyond. Celestia rolled across the floor, crashing hard into the base of the stairs with a thud. She lay there for a moment, once again in pain from the unexpected impact. As she lay there in pain, Celestia noticed the sound of dozens of approaching hooves gathering around her. Several hooves had taken hold of her, slowly raising her back to a standing position.

“Sister! Are you alright?! What happened?!” Luna asked, throwing her forelegs around her sister. The sun alicorn stood again, looking over the crowd in the foyer with deep concern.

“Luna? Twilight? What happened? What was that?! Where’s the shadow dragon?! Did the elements stop it?” Luna loosened her embrace, standing before Celestia with a mix of happiness and disbelief .

“Celestia... Midnight stopped the dragon! He actually preformed a sonic rainboom!” Luna beamed, quickly flanked by an annoyed looking Rainbow Dash.

“And, he KICKED me! I can’t believe that rookie KICKED ME out of my own signature move! I TOTALLY had that!” Dash pouted, crossing her forelegs in front of her. Celestia breathed out a sigh of relief, allowing the tension of the battle to finally leave her. Standing tall before the crowd, Celestia addressed them like the ruler she was.

“Thank you all, my ponies.” she said, looking over them with a smile. “And griffon, and buffalo, and diamond dog as well. Through your combined efforts, Canterlot is safe for another day. I can’t express how grateful I am for all you have done above and beyond the call of the average citizenry. Canterlot, my sister and I all owe you all a debt of gratitude.”

“Don’t forget about Midnight, Princess! He’s the one that figured out a way to beat that big baddie!” Pinkie added with a smile and a bounce. “That attack was totally AWESOME!”

“Yeah, but he had some help!” Rainbow Dash was sure to remind them, causing several of the group to giggle. Celestia breathed one last sigh of relief, then looked around for young stallion.

“Well, has anypony seen Midnight? He deserves thanks as much as... oh, my.” Celestia’s eyes turned to the top of the foyer stairs. In the wall behind her was a large hole, leading straight through into the palace. “Oh, no...” The sun princess trotted up the stairs, followed by her sister and the other. Gazing into the hole, it became apparent just how fast Midnight had been traveling when he performed the rainboom. As far as the eye could see into the dark palace, there were holes in several walls leading straight from the foyer, but still no sign of Midnight. Luna quickly stepped through the hole, rushing across the next room in search of her champion.

The speed at which Midnight flew through the palace was staggering. Thus far, he had managed to not only break through the heavy iron and wood doors to the main courtyard, but also the decorated doors of the foyer, out the back wall through a storage closet, out THAT back wall through the entire length of a hallway, through two dumb-waiter chutes and through

the huge doors of the Royal Library, finally stopping as he embedded himself in the wall at the far end.

As the princesses and the group reached the library, Celestia's blood ran cold. Luna ran up to Midnight, his hind legs sticking out of the wall at the base of a large mural in the back of the library. She managed to slowly levitate him out, laying him down on the floor in front of her as she attended her hero.

"Midnight, are you alright? Please, speak to me!" The pegacorn blinked a few times, shaking himself back to coherence.

"... anypony else wanna take a shot...?" he murmured with a grin, causing Luna to laugh in relief. She leaned back a little to give him room to stand. Reaching out a hoof, he tried to grab onto some of the debris from the broken wall to right himself. As he pulled himself up, the stone and rubble gave way, collapsing the wall into the library, revealing a long, dark stairway leading down into the palace.

"Oh, no..." Celestia thought. "Of all the places for him to land, it had to be here..." Luna and the elements peered down the stairs, a small torch on the wall sensing their presence and flickering to life.

"Tia... what in the world is this?" The sun goddess cringed at the words. The look Luna was giving her might as well been a dagger in her chest. She never knew about it. Celestia had went out of her way to keep it a secret from her. But now... she had to confess. Celestia turned to Trixie and the rest of the heroes, trying to keep the nervousness out of her voice as she spoke.

"I'm sorry, friends, but there is something urgent I need to discuss with my sister and the Elements. I... I'd like you all to find Dusty and Sky Shield. Tell them we will join you all shortly in the throne room. Please... excuse us." Celestia waited for them all to exit the library and go down the hall. As the doors at the end closed, Celestia threw up a shield spell, making sure to keep anypony else from entering the library and disturbing them. She turned, greeted again by confused looks by her sister, her student and most trusted friends.

"Tia... talk to me." Luna begged. "What's going on here?" Celestia didn't answer. Instead, she walked past Luna and stepped over the rubble, slowly making her way down the hidden stairs.

"Everpony... please, follow me. It's time you all learned the truth..."

Celestia remained silent the entire rest of the way, walking slowly and with an air of sadness, as though she was headed to a funeral. Twilight and Luna followed directly behind her followed closely by Applejack, Rarity, Fluttershy and Pinkie, with Midnight and Rainbow Dash in the rear.

"RD?" Midnight said, timidly. "I'm... sorry I kicked you. I just didn't want you to get hurt if... you know... my plan didn't work." The young stallion lowered his head, knowing he

only did what he needed to do, but still feeling bad that he had to strike a mare. Rainbow furrowed her brow, trying to maintain her anger with him, but let it go just as quickly, giving him a smile.

“Aw, don’t get all mushy on me, rookie. I forgive ya. And by the way,” she added. “nice form on that rainboom.” Rainbow Dash gave him a wink, eliciting a smile from the nervous stallion just as the group rounded the last corner in the winding tunnel. The ill-lit passage gave way to a huge, expansive chamber, the large torches around the room springing to life as they entered.

“Welcome, everypony, to my private gallery.” Celestia announced as they all filed in, the eight ponies walking about as they stared in awe at the items before them. Decorating the walls of the room were ancient paintings and large tapestries, depicting battles and kingdoms unlike anything the ponies have ever seen before. Marble carvings and dozens of artifacts were on display, created by and designed for beings that had neither hooves nor claws. Under glass cases, ancient scrolls were preserved by powerful spells, keeping them frozen in time. All around the huge, round room were mementos and reminders of a world Celestia had hoped to forget, but knew she never could. And sitting on a large incline in the center of the room, stood three short pillars, containing the centerpieces of Celestia’s collection; one containing a rotting, leather strap, the next, a broken arrow, and the final case, a tarnished, golden helmet, still containing the skull of the human who wore it in life. Midnight walked up the platform and stared at the three cases, silently taking in the sight before him. Celestia walked up behind him, slowly extending a wing across his back. The human-pony turned to her, finding himself unable to speak. The Elements stood near the stairs of the platform, all too frightened to climb up, let alone question the meaning of all this.

“How?” Luna was first to speak, walking up behind her sister, a noticeable tone of anger in her voice. “HOW?! HOW, Celestia?! How do you have all this?! Where did you get them from?!” The night goddess stomped a hoof, the impact reverberating of the high ceiling in an deafening echo. Celestia lowered her head, defeated in the realization that her centuries-old secret was now discovered. It was finally time for her to come clean.

“Luna... do you know how we were born?” The simple question took Luna by surprise, though still doing nothing to calm her rising anger. Slowly, she recalled the story her sister had told her long ago.

“We were born from the earth, sister. As you said, we are living deities, avatars of the sun and moon, brought into existence to represent and maintain the cycles of the cosmos. The same as Lord Behemoth of the dragon tribes maintains the inner workings of the planet and King Veloc of the griffin kingdom. We are all embodiments of the different aspects of nature.” Luna finished as Twilight stood beside her, adding to the legend.

“That’s the story of the beginning of life on Earth. All the sentient creatures of the world were born from the earth to fulfill a purpose, to be the guardians of the world and take care of it and each other. It’s basic, kindergarten knowledge.” Celestia closed her eyes and sadly shook her head. Luna and Twilight had recited the story Celestia had told the first residents of this world so many centuries ago.

“No, Luna. I’m sorry to say, but... that’s all a lie.” Celestia turned away, looking over the helmet and skull, a tear starting to form in her eye. “The truth is... gods like us aren’t born... we are killed.” Celestia strolled around the platform, examining the three main items. Fighting back a tear from her eye, she sat down, the others gathering around her. Lowering her head, she took a deep breath. It was time.

“It was more than ten thousand years ago, on Midnight’s human home world. The entire world was young and wild, free and unspoiled. Food and land was plentiful, and wild animals flourished and thrived. Wild animals... like me and my herd.” The sun goddess sighed out, the memories of her early years bringing back old, hard emotions as she continued. “I was only a young filly at the time. Not much older than you were, Twilight, when I took you on as my personal apprentice. The only difference was, I was born an earth pony.”

“An EARTH pony?! Sister, how is that possible?” Luna interrupted. Celestia raised a hoof, her eyes already glistening as she continued.

“Back then, there were just as many creatures on Midnight’s earth as there are in our world now. Earth ponies, pegasi, unicorns, dragons, griffins, hydras, manticores, sea serpents and countless more, all living together in harmony. The world was large and unspoiled enough for all creatures to live their lives and not interfere with each other. Herbivores, such as equines, bovines and so many others had plenty of plants to eat and land to roam, while dragons, hydras and other meat eating species had plenty of non-sentient animals to hunt and eat.. All the world was peace and harmony, operating in perfect balance. As for me, I had mother and father, and our herd had it's land to run on and graze and live. It was paradise. At least, until the humans came.”

“Ten thousand years ago...” Midnight thought out loud. “That’s around the start of human’s recorded history, give or take a few centuries. It’s also about the time that some of the most ancient legends about all those creatures you mentioned started.” Celestia gave a half-hearted smile, keeping her eyes fixed on the ground.

“I still remember the first time I saw humans. We all were in a large field on a bright, sunny day, grazing in the early hours of the morning. I remember the herd slowly growing quiet, some of the ponies becoming suspicious of something... something in the nearby forest. That’s when it happened. They came out of the woods, at least one hundred of them at once, all screaming and roaring as they ran towards our herd. They had ropes and clubs and spears, all of them. One by one, they either captured or killed every pony they came across, working their way through us as we started to run away.” Tears began to slowly roll down Celestia’s face, the princess swallowing hard the hurt brought on by the painful memories. “We reached the far end of the field, and were about to enter the safety of the plains, but... they were waiting for us there as well.” Celestia stood up, moving between the two glass cases that held the leather strap and the broken arrow. She raised a hoof, gently touching it to the glass of the strap.

"But... humans aren't like that!" Midnight protested, feeling a lump of disgust growing in his throat. "Humans wouldn't just attack and murder creatures like that! That's... that..."

"That was their tactic, back then." Celestia finished. "Later, I learned that a common

hunting strategy was to run into herds of their prey, slaughter everything they could in the confusion and reap the rewards afterwards. Not very advanced, but brutally effective." Midnight felt sick, the very idea of these beautiful creatures being killed by his people turned his stomach.

"But, couldn't you, ya know... communicate with them? I mean, surely, if you talked to them, they wouldn't -" the pegacorn-human stopped, noticing Celestia slowly shaking her head.

"In those days, equines, griffins, dragons and all the other mystical creatures were no more intelligent than rodents or birds are on our world now. We had the basic inklings of intelligence, but nothing like we have, now. We were little more than cattle to be taken at will." Midnight opened his mouth to keep his line of questions going, but decided against it upon seeing the sadness on Celestia's face. Silently, he sat, waiting for her to continue.

"In the confusion... I was separated from mother and father. There were so many ponies all around me, being killed, trampling over each other and over the humans as they fled and fought their attackers. I was terrified. I couldn't find my parents." The sun goddess sniffled, wiping away a tear before continuing. "It was then that... they captured me. I remember turning just in time to come face to face with one of the humans. He had a heavy leather strap in his hands. This very one." she said, motioning to the case. "He threw it around my neck. As I struggled to get away, it only grew tighter. More came, helping him hold me, keeping me from running away, from find mother and father. As one approached from behind me, I bucked back, striking the human in the chest. His companions... didn't like that." More tears flowed freely as Celestia turned her gaze to the case holding the broken arrow. Midnight and Luna looked over to the Elements, each of the six laying before their sun princess silently, their eyes wet with tears as well.

"The arrow struck me in the neck. I remember... being unable to breath. I struggled harder, bucking and rearing up as I fought, each of my movements getting weaker as the humans got closer. They held me down, beating me with their clubs as they held me in place with that strap. I could feel my life fading as I collapsed. The last sight I remember before the world went dark was mother and father running off in the distance with the rest of the herd. They had survived. That was all I needed. I closed my eyes... and let the dark take me." Luna moved closer to her sister, leaning into her with a gentle embrace. The two sat like that for a long time before Celestia found the strength to continue.

"But there, in the dark, there was a small light. Distant, at first, but it grew. Bigger and brighter, hotter by the second until it engulfed me. Suddenly, the world came back. I was there, with the humans again. But this time, something was different. I was above them, floating off the ground as they shied away in fear. I didn't understand what was happening. All I wanted to do was run. I wanted to get away. So... I flew." Celestia looked back as she extended her wings, smiling slightly through her tears. "I actually flew. At the time, only pegasi ponies had wings. But somehow, like magic, there they were. I took off like a comet, just wanting to get as far away from the humans as fast as possible. I remember the light around me blurring and shifting in my gaze, becoming hotter and stronger. Finally, the light broke in a brilliant explosion of color. That's how I first found Equestria."

“Sister... you *found* Equestria...?” Luna asked. Celestia shook her head, sniffing again.

“Well, to be more accurate, I found the land that would BECOME Equestria. I wound up in this very valley, the site where Canterlot sits now. It was rich with life and pure. Unspoiled and natural as anywhere else I had ever seen. I walked through the fields, content in the fact that I somehow escaped the humans. It was only when I leaned down beside a lake to take a drink that I noticed how I had changed. I was no longer a simple filly, but something much more. I had a horn now, like the many unicorn ponies I had seen in our travels. On my back were two beautiful wings, as strong and as fast as any pegasi. But even more than that... I had power. The strap was still around my neck, and the arrow still in my throat. I removed them with but a thought. I could fly, and move objects with my mind... Somehow, when I was ki... when I died... something happened to me. I was granted all this power. I had access to an almost unlimited supply of magic energy. And more than that... I suddenly found I was much more intelligent than I was before. Ideas and thoughts I never had before flooded my mind, almost as though a floodgate had opened and the waters came rushing forth. I knew how to traverse the dimensions between my old home and this new world. I knew how to think logically, plan ahead, form strategy... It was all so incredible. But also, very frightening. This new world was empty of any animal life, save my own. I wanted my old herd again. But more than that, I wanted my mother and father back. I just wanted to be by their side. I laid down by the water, wishing to be back with them again, and... in an instant, I was.”

“I found myself in the very field where the attack had occurred. The humans were gone, leaving the remains hundreds of dead ponies in their wake. It took some time, but I eventually tracked down my herd. They were very few in number, now. Weak and struggling. I wanted nothing more than to go down and rejoin them but...” Celestia spread her wings out once again. “... I knew I would only frighten them. They weren't as intelligent as I was now. Seeing me in my new form would only confuse and scare them away. Instead, I made it my job to keep them safe. For years, I watched over them from afar, steering human forces away from them, guiding them secretly to secluded valleys and plains, far from reach. And eventually... mother and father gave me a little sister to watch, as well.” Celestia looked over her younger sister, still staring in disbelief. All this new information was almost too much for her to bare.

“Why didn't you ever tell me any of this? Why... why keep this all a secret for so long...?” Celestia cringed at Luna's words, each one dripping with pain. Midnight moved closer to her, extending a wing over his princess in comfort.

“Because I didn't want you to know... that you got your powers the same way.” Celestia answered. “I watched you grow from a foal to a beautiful young filly. And as you did, so did our herd. But despite my efforts to keep you all safe, the world began to change, and not for the better. Humans grew in number by the hundreds every year, expanding their territories and waging wars, hunting and killing and conquering. Every creature in the world was fair game. I did my best to hide you, but deep down inside, I knew it was only a matter of time.”

“Our herd was on the edge of a large forest, far away from where I had met my end years before. I watched as you played and ran with the other colts and fillies, Luna. You were so innocent and beautiful...” Celestia paused, her voice cracking as she tried to choke back tears. “You found your way into the edge of the forest, grazing on the flowers of one of the

trees. I was watching the herd at the time. I swear, I didn't see the hunting party as they approached..." Celestia broke down, freely crying into her hooves as Luna wrapped her forelegs around her. The two sisters cried as they held each other, the Elements all doing the same. Midnight could only turn away in shame, hating the fact that he ever belonged to a race of beings that could be capable of harming creatures such as they. It took a few minutes for Celestia and Luna to gather themselves, the elder of the two clearing her throat as she continued.

"I heard mother and father's cries and raced there as soon as I could. By the time I got there, however, they were already gone. And a moment later... I heard the humans take you, as well. And when I reached the humans that killed you... I made sure it was the last thing they would ever do..." Celestia turned, facing the tarnished helmet, the skull of Luna's killer still inside. "I whisked you away as fast as I could. Before I knew it, I had broken the barrier once again, finding myself in that beautiful, untouched world once again. I mourned over your death. But then... a miracle happened. You... you started to wake up..."

"And the first thing I remembered was... you..." Luna added, staring wide-eyed at her sister. Celestia turned away in shame, tears still dripping from her eyes as she tried to continue.

"I... I wished you could forget... forget all that they did to you... even forget about mother and father, so... so you'd be spared the pain of knowing you had lost them..." Luna held her sister tightly, her mind racing with countless questions as the sun goddess wept into her shoulder.

"Tia... that's why... why I can't remember anything about mom and dad...? You... took my memory...?" Celestia nodded against her sister, sniffing and crying harder.

"I swear, I didn't know what I did... I never used magic before. I... I didn't even understand how I broke through the dimensions, let alone what they were. By the time I realized what I had done... I couldn't bare the thought of putting you through more pain... by making you remember... Please, Luna... please forgive me... I'm so sorry..." Luna continued to hold her, feeling her tear soak into her coat as the sun princess broke down against her. Luna closed her eyes, tears already steadily flowing from her eyes as well as she willed herself to speak.

"I... I forgive you, sister..." She squeezed Celestia tighter, the older sister sobbing louder momentarily in relief as she rubbed her hooves against her little sister's back. Celestia and Luna took a moment to gather themselves before the sun princess broke the embrace and continued.

"That was the last straw for me. These... humans had taken my life, and the life parents and ow had tried to take my innocent little sister. I decided that these creatures were too destructive to allow to live." Celestia looked towards Midnight for just a moment before quickly turning away. "I returned to the other world intent on finding the human's herd and wiping them all out. They had tried to kill me once and failed, so I decided that they didn't have whatever it took to do it. Also, my body had changed so much since I was revived, my new appearance would be more than enough to frighten them into a frenzy. After I reassured

you that you were safe and wouldn't be harmed in our new world, I returned to our parent's world to finish them off."

"Celestia...?" Midnight spoke, barely above a whisper. The princess looked up to him, almost surprised he had interrupted her. "Did you... did you ever find them...?" His voice was shaky, his voice cracking slightly as he timidly asked the alicorn. Celestia gave a half-hearted smile, shaking her head.

"No, Midnight, I didn't. Because I discovered something else. As I flew above the clouds, looking for any sign of the human's hunting party, I sensed something, very far away. Reluctantly, I followed the feeling and... I found Behemoth and Veloc."

"Who?" the stallion asked, tilting his head slightly. Luna turned to him, leaning into his field of vision.

"Lord Behemoth and King Veloc." Luna answered. "I don't think we ever spoke of them before. Behemoth is the ruler of the dragon territories and all the dragon tribes. He also maintains the tides, earthquakes volcanoes, the same way Celestia and I control the sun and the moon." Midnight's eyes widened at this news, leaning back a bit.

"Unbelievable. And I guess that King Veloc is the griffin equivalent of an alicorn, as well?" he surmised. Luna nodded in response.

"Yes, he is. Not only is he the ruler of the griffin nation of Althera, but he monitors the changing of the seasons." Luna spoke about the other two god-creatures like she was speaking about old friends. Midnight only sat there, wondering how he had ever missed learning about the two other rulers. Celestia took a breath and continued with her explanation.

"At first, the two terrified me. Behemoth was more than ten times my size, and Veloc's claws did nothing to calm my nerves, either. However, perhaps of my own power emanating out, they were very calm and welcoming. Much to my surprise, though... they could speak. They spoke to me, and again to my surprise, I understood. I had never tried speaking before, let alone tried to have a conversation." Celestia chuckled slightly, remembering the details of their encounter fondly, almost wistfully reminiscing for a moment. "They told me they had felt my presence before, but were too frightened to ever go look for me. The fact that two predators as large and powerful as them would be frightened by anything surprised me. However, when they told me of how Behemoth, his mate and their entire clutch of eggs were killed by humans, I understood. Veloc went on about how he was the last of his flock, shot from the sky by human arrows as he tried to fly away. They had struck again, it seemed, again attacking innocent creatures. And after I told them of myself and you, Luna, we had decided that we had had enough."

"We had all come from lands very far away from one another, the news only adding to our already deep sorrow. That meant that humans were, by now, all over the world, hunting and killing animals at will, seemingly without mercy. Trying to kill them would lead to a full-scale war between the three of us and the entire human race. But war and death was not our way. That was the way of humans. So, we decided to leave." Celestia stood up, looking over the Elements as they all sat silently, Twilight with her mouth agape, trying to process all this new information and how it contradicted everything she had ever learned about the Earth's

origins.

“I explained about the new world I had discovered, and that it seemed completely free of humans. Behemoth and Veloc were both overjoyed. The thought of a human-free world where our races could live was too appealing to pass up. We decided amongst ourselves to gather as many other creatures as we could find and take them there. If humans had hunted and killed our species, then they must have done the same atrocities to others, as well. Behemoth would find as many dragons as he could, while Veloc would search for griffins. I, however, would look for all earth, pegasi and unicorn ponies I could find. We agreed to meet in one of the large, secluded forests of the world, gathering our people in one place for transport to the other world. I didn't have to look long to find other equines that were persecuted by humans. Everywhere I searched, I found ponies of every kind, living out their own human horror stories. They were all surprisingly eager to leave with me for a world safe and free of human attack. When I brought my ponies to the forest, I was shocked by just how many other dragons and griffins wanted to leave their world for something safer. We all gather around in a large section of forest as I explained the transport 'spell' to my two fellow gods. But something strange happened. We managed to take all our followers with us to the other world, but we took a great section of the forest, as well. In fact,” Celestia said, looking up toward Twilight and her friends. “The forest wound up right outside the future spot of Ponyville.” Twilight stood up quickly, her mouth open in pure shock.

“Princess Celestia... the Everfree Forest?” The princess nodded, causing the other five Ponyville natives to gasp.

“That is why the forest doesn't work by the same set of rules as the rest of our world. Even it's name implies that it is from a separate world as ours, Ever-free of need to be tended and maintained. That is why so many strange creatures have been produced there. The influence of magic on the natural progression of life in the forest is responsible for the creation of everything from parasprites to timber wolves to quarry eels. And that wasn't the first time we used the forest as a portal to our old world.” Luna looked to her sister in sudden realization.

“All those times you disappeared in those early years. You would leave for weeks on end, never telling me where you went.” Celestia nodded, feeling the weight of this centuries old secret falling away as she continued.

“Every time was a separate trip to our old world, gathering more and more creatures. Bovines, donkeys, giraffes, zebras, buffalo, minotaurs, hydras, manticore, gargoyles, kitsune... so many other creatures wished to join our new world.”

“Wait... you brought the manticore and hydras and all those other... MONSTERS to your new world?” Midnight asked, somewhat confused. “Why would you bring those things here? I thought you wanted to get AWAY from horrible things that wanted to eat you.” Celestia gave a half-hearted chuckle,

“I know it may seem strange to save creatures such as those, but they were being driven to the point of extinction by the humans, as well. I couldn't in good conscious allow them to die out, knowing I had the power to save them. Even though I tried to put them in

areas of the world farthest away from the more intelligent species we've saved, still some found their way to the less traveled areas of our new civilizations. Seems like a bad decision in hindsight, doesn't it?" Celestia shook her head, picking up her story from where she left off.

"As the larger, more powerful races found themselves left free to live as they chose, Veloc, Behemoth and Luna and I started to notice something. Our species... started to become more intelligent. Slowly but surely, they developed languages that reflected what the four of us already spoke. They started creating and using tools to make work easier. They even started creating shelters for themselves. It was all exactly like I noticed the humans doing on their world. Somehow, I believe the minds of our creatures were still linked to the consciousness of the world we left behind. But without the unnatural aggression the humans had, there was no real need for ponies, griffins or any other species to stray too far from nature like the humans did."

"And so, the new world we began was on it's way. Behemoth, Veloc, Luna and I found our roles, controlling the aspects of nature that, curiously enough, didn't work like they did on our old world. We allowed our people to exist, free and unchecked, while we all made regular trips back to our old world to save as many creatures as we could find. It continued that way until... he arrived." Celestia's tone suddenly grew dark, a small chill running through Luna as she realized of who Celestia spoke.

"Discord... that's when Discord arrived, during your last trip to our home Earth." Celestia nodded, steeling herself to finish.

"His arrival stunned all of us. Behemoth and Veloc were with me on our old world, our trips overlapping as I made my way back to find Discord and you in battle, dear sister. He had sealed off the wall between the two worlds, trapping our two fellow gods in the human world, leaving you and I as the sole defenders of our new home. At times, I thought he would overtake us. His magic was more powerful than anything we had ever encountered. But just when everything seemed lost, THEY appeared."

"The Elements of Harmony. I remember that day." Luna mused, looking to Midnight and the Elements. "Celestia and I had a brief respite, waiting for Discord to strike again at some other area of the world. The elements fell from the sky in a great ball of fire right before us. We thought it was the draconequus attacking, but when we investigated, we learned just what we had in our possession. I remember, I wielded the Elements of Laughter, Kindness and Generosity."

"And I the Elements of Magic, Honesty and Loyalty. Together, we managed to defeat Discord, albeit just barely, and trap him in his stone prison. Behemoth and Veloc were allowed to return to our world, Discord's power finally sealed away. He stands in the Royal Garden's statue section to this day, just another piece of art. It's the last place anypony, or anything else, would look for him." Celestia clarified to her subjects. "That was more than three thousand years ago. Since then, ponies, and all the other races of our world were free to live as they pleased. The more wild species, hydras and manticore and such, stayed in the wild places of the world for the most part, while many more species began living together and forming their own cultures. Written language, organized communities, trade amongst each other. But something seemed... foreign, somehow."

“One last time, I returned to human Earth, this time in disguise. I posed as a human female and traveled through their world in secret. Somehow, as human societies developed, their culture, languages and technology bled through the dimensional barrier into the minds of the races of our world. It seemed that there was a connection between the two worlds that neither I nor any of the other gods could explain. But if all our subjects were happy and living in peace, we could accept that. There was also one more crucial point I noticed about the humans' world. Somehow, it was now almost completely void of magic.” Celestia shook her head in confusion. “I searched the world, but try as I might, I could not find any strong sense of magic anywhere. The human world was now radically different from our new world. Also, I noticed that the more aggressive creatures, like hydras and such, were now completely gone, while the human world counterparts of the creatures we saved were somehow reduced to mindless beasts. After that, I decided to finally break all contact with the human earth, I had given up on it completely as ever being a place suitable for any of our rescued species to ever return to again. However, it was about that time that something else interrupted our lives. Specifically, the lives of you and I, Luna.”

“It was about that time... I first felt the presence of Nightmare Moon...” Luna bowed her head, the memory creeping back into her mind like a shadow. “It was subtle, at first. When our subjects shunned the night, I started getting those depressing thoughts... I was so sad at first, but then...” A shudder went through her body, the night princess closing her eyes. “... then the voices started. She... spoke to me, through dreams. Soon, her voice could even be heard while I was awake. After that, there was no escape from it. She spoke to me, making me believe all the painful thoughts I ever felt were real. I couldn't escape them. So, eventually... I believe them. That was all it took.”

“That's when I almost lost you a second time, dear sister.” Celestia said, nuzzling against the night goddess. “That dark half inside you took control completely. The power of the Elements of Harmony was almost too much for me to wield as I tried to purged that evil presence from your mind.”

“Nightmare Moon was a split personality.” Midnight remarked. “All that hurt and feelings of neglect somehow turned into... that... THING. She took over when you felt like you had nowhere to turn.” Luna nodded, turning her eyes to the ground. She already knew what came next. Celestia placed a hoof on her sister's, coaxing Luna to continue.

“I remember how she retreated into my mind just before I was sent to the moon. I remembered how she took me over again, just as the barrier keeping me there was removed. But she never expected six normal ponies to wield the Elements as you six did.” Luna said, addressing the six friends from Ponyville. “She didn't have time to retreat this time. She took the full force of the Elements, and was finally driven out.”

“And that all leads us up... to now. I believe you all know the rest of the story after that.” Celestia concluded. “And now, after all the work and toil, after all the pain and struggle, Bedlam has come, looking for his little brother, Discord, and wanting to destroy this world we all have come to call home.” As if finally released from an immobilization spell, Twilight finally managed to find her voice.

“Princess Celestia... why?” Twilight asked through glistening eyes. “Why wouldn't

you and the rest of the gods allow their subjects to know where we came from?”

“How could I, my faithful student?” Celestia replied. “How could I let you and all the rest of the world know that we were all... refugees? Nothing more than wild animals at the time, fleeing from merciless hunters? Hunters that now rule the world we formally called home? The same hunters who’s society indirectly influenced our world with their thoughts, dreams and ideas! Never! We could never allow the pride of our subjects to be utterly destroyed by exposing the horrible truth.”

“But Princess, look at what you’ve accomplished.” Midnight added. “You’ve gone from a world of supposed ‘wild animals’ to one that I think is GREATLY superior to what humans have now, and in a shorter amount of time! Hell, I know that MILLIONS of humans would love to live in a world like this; free of major crimes and pollution and war and all the other cruel, heartlessness they live with, day to day.” The human-turned-pony looked away, turning his gaze to the floor. “... humans don’t know what they’re missing, not living like you do.”

“But YOU know, Midnight.” Celestia said, standing up and moving to Midnight’s side. Gently, she placed a hoof on his shoulder as she sat down beside him. “From the moment I heard you claim you were a human, I hated you. I hated you, even though you never gave me a reason. And for that, I am truly sorry. I lied about knowing your race, and about how to send you back. But I will lie no more. I will not force this body or this world on you any longer.” Midnight looked up, almost afraid at whatever might come next. “Midnight, this battle with Bedlam isn’t yours. You have a life elsewhere, and an entire world to call your own. If you want to, you need only say the word. I will cast a transmuting spell on you to change you back, and I will send you home.” Luna gasped, moving to stand beside Midnight, only to have Celestia extend a wing and cut off her path. “Luna, please... it has to be his choice. And deep down, you know it’s the right thing to do.” The night goddess looked at her champion, feeling on the verge of tears as she looked him over. Midnight slowly took a few steps away, seeming to ponder in deep thought Celestia’s words. After but a moment, he turned back, a look of resolve in his eyes.

“Thanks, Princess, but no thanks. I’m not going anywhere.” Luna had to fight to keep her joy contained. Still, she could not resist the urge to push past Celestia’s wing and wrap a foreleg around him, tightly embracing the young stallion, causing him to do the same. They released their hold, Midnight noticing war smiles on the faces of the six Elements at his decision. “If you’re really going to win against this psycho Bedlam, then you’re gonna need all the help you can get. He claims he spent time on my Earth, and I don’t doubt it; mercenaries, robots, that shadow dragon... I bet this is the first any of you have ever seen of anything like that, let alone the destruction they could cause, huh?” The mares looked each other over, all of them almost too ashamed to admit how stunned they were at the violence displayed by Bedlam and his followers.

“Well, ladies, humans see chaos like that on an almost daily basis. Hell, we ENTERTAIN ourselves on stuff like that! I grew up watching stories and playing games that had that kind of craziness as the central theme. If anything, I think that might make me your best bet to counter Bedlam’s attacks.” Midnight started waling around the room, looking over the various pictures and tapestries on the walls. This was the most charged he had felt since

arriving in Equestria. Even the thrill of learning how to fly and summon his magic didn't compare to the rush he now felt, already planning ways to counterattack against the chaos lord's threats.

"Pardon me, Midnight, but um... exactly HOW are ya plannin' to stop this Bedlam fella?" Applejack asked, giving the grinning pegacorn a skeptical look. Quickly, he rushed up and took the farmmare by the shoulders, giving her a good shake.

"How?! By getting our hooves on Bedlam and kicking the living BUCK outta him, that's how!" He released her, starting to trot around the six Elements as he continued. "We're gonna throw that mis-matched flank of his right out of this dimension. We'll send a message to all those other draconequi brothers and sisters of his that this particular Earth is nothing to mess with!" Fluttershy quietly worked her way between AJ and Rainbow Dash, clearing her throat gently before speaking.

"Um, Midnight? I'm sorry, but... that sounds awfully dangerous. A-are you sure we have to fight him this way? I mean, he does have some pretty scary friends and tricks up his sleeve." Midnight stopped, taking a breath to calm himself down a bit. He had been getting ahead of himself, and realized he needed to clarify his plan. As much as he enjoyed the thought of making that monster pay for what he had done, he knew this would need to be planned out to the letter if it was going to work. He stopped and sat on his haunches, holding a forehoof to his chin.

"Hmm... well, when there's some bad guys that are too much for normal law enforcement to handle, the police call in a SWAT team. That stands for Special Weapons and Tactics. They handle all the crazy, over-the-top criminals the regular guys can't." The Elements and princesses looked at each other, trying to picture the kind of warriors Midnight might be referring to.

"Hey rookie, Equestria doesn't have anything like your SWAT team at the moment." Rainbow Dash added. "I mean, HELLO? We've been at peace with all our neighbors for hundreds of years! Where are we gonna find a group of warriors like THAT?" A sly grin formed across Midnight's face.

"I believe we have a group like that right upstairs, RD." Twilight and the others gasped, recognizing exactly who Midnight was referring to. The purple unicorn shot up straight on her hooves, eyes wide in shock.

"Midnight, you can't be serious! Gilda?! Blueblood?! TRIXIE?! Really?!" The stallion only shook his head, his cocky grin never wavering.

"Trixie and Blueblood are two magical powerhouses. I've seen them in action. Strongheart, Soarin' and Spitfire are speed demons. And for what it's worth, Gilda, Rover, Big Mac and Breaburn are some of the best brawlers I've ever seen. And they fought the Killjoys to a standstill, just with what little skill they came to town with! With some Guard training behind them, I'm sure they'd be a force to reckon with." Luna smiled, the thought of having a force to beat the Killjoys at their own game alleviating some of the fear she felt since Bedlam's announcement of his intentions for her. "And besides that, they already all said they'd be willing to help defend Canterlot from those goons however they could. I say, sign

them up!”

“That’s all well and good, darling,” Rarity said, shaking some dust out of her mane. “but how exactly will you go about beating Bedlam, himself? Fighting a being as powerful as an alicorn might pose more of a problem than his cronies. I mean, I’d say use the Elements of Harmony against him, but I highly doubt he’d stand still and put a target on his chest for us.” Celestia cleared her throat, drawing attention to herself as she turned to Twilight.

“I believe I might have an answer to that. Twilight, do you recall from your studies a unicorn named Starswirl the Bearded?” Twilight raised an eyebrow, looking absentmindedly off as she recalled her lessons.

“Well, of course. He was one of the most powerful unicorn mages that ever lived.” She said, matter-of-factly. “He created over a thousand different spells of all kinds, and lived more than three thousand years ago.””

“Right around the time of the defeat of Discord and the first Heart’s Warming Eve. He also taught Celestia and I how to use the Elements of Harmony.” Luna said, the fond memory of the odd stallion forcing her to smile. “When we discovered them, it was he that we asked to unlock their secrets. If not for him, Discord might never have been defeated.”

“That’s right.” Celestia interrupted. “But at that time, he only discovered a fraction of the power of the Elements. One of the very last assignments I asked of him before he passed away was that he fully unlock the secrets of the six Elements of Harmony.” The sun regent’s tone suddenly became much more serious, her expression changing quickly. “He found that those artifacts were more powerful than even I ever imagined. They not only act as purifiers of the heart, but also great weapons. There’s a spell he created to fully unlock their potential destructive power. With that spell, I could grant you six the power to combat him on his own level and shut down his plans for our world once and for all.”

“So, where’s that spell now, Princess?” Twilight inquired, doe-eyes. Celestia gave a sly grin to her student.

“Why, Twilight, you’ve been sitting on it all this time.” Twilight’s eyes went wide as Celestia laid a wing over her shoulder. “I visited Ponyville at it’s very founding to dedicate your library. Inn fact, it was my magic that hollowed out the giant tree that now houses the library. It was one of the first official state-funded public libraries in Equestria, so nopony thought it was too out of the ordinary for me to visit at the time. But while I was there, I took a moment to hide the personal journal of Starswirl under the floor in the basement. Nopony would ever dream of looking for one of the most powerful spells in the world in a small-town library, now would they?” The six friends cheered at Celestia’s words, though Fluttershy was drowned out as usual by the rousing sentiment. Rainbow shot into the air, jabbing her hooves out at imaginary enemies as she psyched herself for the coming fight.

“Aw, yeah! We’re gonna go get that spell, then go drago e pono against that baddie! Just give me two minutes in the air with him, and he’ll be beggin’ for mercy!” Midnight shot up into the air with her, play fighting back against her quick jabs. Pinkie bounced in place, a large cannon appearing beside her as she manifested a Royal Guard helmet with a rainbow-wig crest, putting it on as she tried to scowl in her best ‘grrr’ face.

“That’s right, Dashie! We’ll show that Meany McMeanypants just what it means to party with ponies!” A stream of confetti and balloons shot from the cannon, covering the remaining Elements with multi-colored bits of paper and glitter.

“Hey! Don’t think I’m bowing out of this fight! I got a score to settle with that patchwork monster!” Midnight spun in place, kicking out his hind hooves in some mock martial arts moves. “I’ll show that creep he’s messing with the wrong pony!” a white aura enveloped Midnight, gently bringing him down to the ground again before Celestia.

“Midnight, are you sure I cannot interest you in leaving? This is a dangerous endeavor we’re setting out on. There’s a chance... you might not ever make it home again.” Celestia’s words quieted the young pegacorn’s mood, causing Luna and the other to pause once again, focusing on the stallion, the look on his face as determined as ever.

“No way, Princess. I love this world, and I love-“ his eyes fell upon Luna, the dark goddess smiling at her champion as his words freezing in his throat. In his excitement, the brash young warrior found himself speaking from the heart. Quickly, he caught himself, covering himself the best he could. And, I... I love the... people, um... beings in it. I’m not letting you alone to face this storm. Nothing could make me turn away, now.” Luna ran up to him, throwing her forelegs around her champion as the young stallion did the same.

“Well then, we got some work to do!” Midnight announced, rallying the group. “First thing’s first; we get Trixie and the others in training with the Royal Guards as soon as possible. Then...”

“Then,” Celestia interrupted. “we get you and Twilight to Ponyville. We’ll need the rest of you girls here to help organize the defensive and offensive stages of our campaign. As of this moment, Equestria and her people take a stand against the coming wave of darkness! We will stand together against this threat of coming chaos, and we will stand victorious!” The sun regent’s words moved the hearts of her ponies in a way seldom others could. The six mares steadily trotted out of the ancient museum of bad memories, heading up the stairs back to the palace library. However, as Luna and Midnight went to follow, they were stopped by Celestia once more. “Luna? Midnight? Would you wait here a moment, please?” The two paused, allowing the Elements to leave as Celestia beacons them down off the platform to join her near the stairs.

“Sister, what is it?” Luna asked. Celestia gave them both a sad look, turning her eyes into the room full of painful memories one final time.

“I’ve been coming here for centuries, now, reliving old and hurtful events from another world for too long. Midnight?” she said, turning to meet his gaze. “I can’t hate humans anymore. Not after all you’ve done for Luna, and for Equestria. Any world that produces a young stallion... a young man such as yourself cannot be as bad as I’ve led myself to believe.” Celestia turned back towards the room, extending her wings as if to partially block Midnight and Luna’s view of it’s contents. Suddenly, her horn began to glow. Dim at first, then bright as the sun she claimed rights to. The two ponies behind her held their hooves in front of their eyes as a small, glowing ball formed in the center of the room. Slowly, a breeze began to blow around them, rattling the paintings and ruffling the tapestries as it grew. Before long, the

breeze turned into a rushing wind, shaking the paintings from the walls and ripping down every hanging item towards the center maelstrom. One by one, the items of hate were pulled towards the center light, collecting in a large mass. When the last of the items was pulled down, the glow at the center of the collection grew, engulfing all the items at once. In a bright flash, the artifacts disappeared, leaving only a small pile of ash on the floor. The sun goddess turned, smiling at the two as some of the torches in the chamber grew dark, leaving only the first two by the entrance lit. “Midnight, I need a quick word with Luna. Please, go upstairs and start preparations for your trip to Ponyville. We’ll be up shortly.”

“Sure thing, Princess. And...” he started to head up the stairs, pausing only for a moment to give the two sisters a backward glance. “... thanks.” With that, he trotted back to the library, disappearing around a bend and out of sight. Luna sat before her sister, feeling more and more confident of their chances with each moment.

“Oh, Tia! I think we actually have a really good chance of winning this battle! This is going to be so much different than our battle against Discord was.” Luna beamed in good spirits. However, her mood quickly dissolved as she observed the expression of her sister. Celestia’s mood turned once again somber, the elder almost not wishing to meet her sister’s gaze.

“Luna...” she started. “...do you remember much when you were... Nightmare Moon?” The question took Luna by surprise, causing her to lean back a bit.

“Um... yes, actually.” she said in a low tone. “I remember everything... I could see and feel everything she did. However, I couldn’t fight back or stop her. I was... trapped. Why do you ask?” Luna felt a small chill start to crawl up her back, Celestia taking time to choose her words carefully before continuing.

“Luna... did anything about the shadow dragon tonight seem... familiar to you?” The night princess thought for a moment, then shook her head slowly. “Sister... I recognized the magic used to create it.” For a moment, Luna couldn’t make any connection between the two questions. Suddenly, like a bolt of lightening, the realization struck her, almost buckling her legs.

“No... no... it’s not possible... Tia, how-” Luna stopped suddenly, her breath coming in short, quick gasps. “I-i-i-it’s not... How...?”

“I don’t know, Luna. I just... I just know it’s true...” Celestia leaned forward, Luna falling into her embrace before Celestia could fully extend her forelegs, trembling as she slowly raised her forelegs to her sister. “... Luna... that shimmer, the twinkling inside... it’s the same kind of magic... used by... HER...”

Five mercenaries sat silently in the forest, far outside the blasting area around the dilapidated palace. The constant sound of roars and smashing occasionally gave way to one of the many walls of the structure being blown out, scattering pieces of rubble and stone across the landscape. As they settled, each piece would begin to glow with magic, returning to their place in the wall where it had originally been. Five sets of eyes sat quietly, hidden by the

leaves and trees of the forest as their master tore his palace apart in frustration.

The door at the top of the dungeon steps blew open, showering the room below with splinters and iron framework. Standing at the top of the steps, Bedlam sorted and panted, his body crackling with energy.

“Let me guess;” a coy, feminine voice sounded from the cage below. “Your little pet shadow dragon failed, huh?” In a instant, the draconequus was beside her cage, causing her to jump back against the bars. His snarling, growling jaws snapped at the bars, giving him an appearance of a wild beast. With a quick clearing of his throat, the mask of civility reappeared on his face, Bedlam taking a few deep breaths to calm himself.

“Just another minor setback, my dear. Nothing more.” he said, sitting before the cage, running a single claw up and down one of the bars. “It appears that all I need is something with a little more... ‘Umph!,’ is all.” he said, making a grunting noise to emphasize the sound. The mare’s eyes went wide as Bedlam’s arm shot impossibly through the bars of the cage, his powerful claw gripping her around the throat. “I’m feeling about a quart low right now, deary. Fill er’ up!” The mare screamed as a surge of power filled her body, causing her legs to buckle and heart to pound in her chest. She could feel wave after wave of magical energy flowing out of her, entering the monster that now literally held her life in his hand. The world began to grow dark, her heart slowing, the power inside her being replaced now with an all-consuming emptiness. Then, just as the last spark of life was on the verge of flickering out inside her, Bedlam let go, the mare crumpling to the floor of her cage. The chaos god shook sparks of magic from his fingers as tin lines of smoke rose from her body.

“o/ Oh, KLOKWERK...! o/ Bedlam yelled out in a sing-song manner. Instantly, the stallion popped into existence before him, immediately cringing at the snarling, smiling image of his master looking down on him.

“Y-y-yes, sir? H-ow can I be of assistance?” he said with a nervous grin. Bedlam turned him around towards the stairs, placing a heavy, clawed hand on his shoulder.

“Klokwerk, my dear boy, I believe it’s finally time we broke out that little pet project of yours. You know, the one with all the heavy firepower.” As they walked up the stairs, the mad doctor looked up at his master, somewhat shocked at the request.

“Project ‘Horsepower?’ Master Bedlam, I’ve only just built the chassis and thrusters. I thought that was supposed to be our final ace in the hole weapon? I thought I’d have more time to fully incorporate all the designs you’ve shown me.” As soon as he said that, Bedlam made him regret his words, a set of dagger-sharp claws digging into his shoulder.

“You thought wrong then, Doctor.” Bedlam said, watching his servant’s face contort in pain. “Have that little monstrosity of your’s ready by the end of the week. If the ponies want to play hardball, I’ll be happy to oblige.” He released the earth pony, taking joy in the small dots of crimson that began to form on his overcoat as they reached the top of the stairs. Pointing a clawed finger down the dark hallway, he leaned down, coming face to face with his head soldier. “We’re gonna show Celestia, Luna and Midnight that I am not a deity to be BUCKED WITH!!! Tell the others they had better bring their A-game, because I won’t tolerate failure again! DO I make myself CLEAR?!” Bedlam shouted, the force of his words blowing back

Klokwerk's mane and almost knocking off his hooves.

"Y-yes, sir!" With that, Klokwerk took off down the hallway to find his fellow soldiers. From the floor of the dungeon, a soft cough echoed from the caged mare, eliciting a smile from the chaos lord as he looked back over his shoulder.

"...you're... you're a monster, Bedlam..." she spoke out, barely above a whisper. He closed his eyes, a smile playing across his face.

"I know."

"...why don't... why don't you just kill me already... and be done with it...?" Bedlam snapped his fingers, his rejuvenated powers collecting the pieces of the destroyed door. In an instant, they were reassembled, the complete door hanging on the hinges of the frame. The mis-matched god stepped through, turning back to give his victim the briefest of glances before leaving her in the pitch-black room once again.

"All in good time, my dear Nightmare... all in good time."

I'll be stunned if I don't get some dislikes or nasty comments on this chapter. But, in the absence of any real explanation as to the REAL origins of the MLP:FIM world, coupled with the fact that they took out one of the COOLEST villains in the show by episode 2, my twisted little mind compensated. Anyways...

The defenders of Harmony now have a plan of attack, and they're bringing it right to Bedlam's front door! With Midnight and Twilight on their way to Ponyville and the Marketplace Heroes about to get Royal training, the battle for Pony Earth is just heating up. Will the alterations to the Elements be enough to stop Bedlam? Will Trixie and the others be ready for whatever the Killjoys throw at them next? And what exactly IS 'Project Horsepower,' and what horrors will it bring to Equestria? Find out in the more in "Stallion About Town," the next exciting installment of...

STAR CROSSED!!!

p.s.

remember to comment, favorite or like!

Special Agent Midnight

Back again, and it feels SO GOOD! feels like forever since I last uploaded something for the peoples of the world to enjoy! Well, fear not, my fine furry friends. Without any further delay, here's some brand new tastiness for ya. I already got a few paragraphs of the next chapter on paper, so I know the next one will practically write itself. But until then, ENJOY!

Chapter 22

Special Agent Midnight

The last of the ancient tomes were loaded below deck on the H.M.A. Imacloud, carefully stowed and guarded by the two dozen royal guards accompanying them. Crystals, vials, scrolls, jars of ink and all manner of artifacts and relics were loaded at the airship docks, ready for transport to the quiet town of Ponyville. Celestia stood in the early morning light, silently looking over the latest ship in her air force. Heavily armored, yet built for speedy delivery of troops and supplies, it would carry her personal prodigy and Canterlot's newest defender to their destination. The princess sighed, looking over the main body of Equestria from her high perch. The mountain behind the Royal Palace was the perfect place to enjoy what may be one of the last precious moments of peace her world might have. The sun princess turned away, closing her eyes as the cool mountain wind blew through her celestial mane. Slowly, she spread her wings, stepping backwards off the edge of the high platform. They caught the wind, turning her as she dove and glided back down to the Royal Palace below.

"I hope this plan works..." she thought, turning a worried eye over her city once more. "... all the world is now counting on Equestria to save it..."

"I can't begin to tell you all how much this means to my sister and I. Truly, your names will go down in Equestrian history for answering the call in this time of need." Luna finished her speech, giving a graceful bow to the collection of creatures before her. Trixie, Blueblood, Soarin, Spitfire, Big Mac, Breaburn, Gilda, Rover and Strongheart; all standing there with looks of resolve on their faces. The heroes from the battle for the marketplace, now all healed, cleaned up and rested by the well-deserved night of sleep and large, royal breakfast had been gathered in the throne room. The doors had been closed and guarded from the outside as Princess Luna gave them the totality of their situation. All the while, Midnight and the six Element bearers stood silently by, ready to add to any point Luna made in case one of the group had trouble comprehending. However, their participation was not necessary, the night princess painting the picture of their situation with the skill of countless years of speaking in open court. When finished, Luna presented them with their choices: return home and leave the battle to the Elements, the Princesses, the Royal Guards and Midnight, or stay and receive military training, joining the fight against Bedlam and his minions. It took all of ten seconds for the unanimous vote.

“There’s no way I could go back to Appaloosa knowin’ Equestria needed me.” Breaburn said, feeling energized at the prospect of working for the Princesses.

“Eeyup. Besides, ain’t no member of the Apple clan ever turned their back on a friend in need. AJ can vouch for that.” Big Mac added, giving his sister a nod, causing the farmmare to blush and crack a smile.

“Well, we’re honor bound to always lend a wing and a hoof to the princesses, whenever we’re needed.” Spitfire added, her and her teammate lifting off the ground into the air. “Soarin’ and I are in this till the end.”

“If you’d like, Princess, I could travel back to Althera and see if I can gather a few squadrons of Lancers and Mages from our military. I’m sure Lord Veloc has more than a few to spare.” Gilda offered with a bow, as she had been taught to do before speaking to nobility. Luna smiled, holding up her hoof.

“Thank you, Lady Gilda, but my sister has already spoken to both King Veloc and Dragon Overlord Behemoth earlier. They are both aware of our situation, and are watching with great interest. If this escalates, then the entirety of both the Althera military and the Dragon Territory hoards will be charged with hunting Bedlam down and destroying him.” The night princess turned towards the window, the sun still low in the sky from her Celestia having only risen it a short time ago. “But until then, we are diverting all our energy toward countering this threat.”

“Um... Princess...? Did...?” Rover approached Luna timidly, the powerful diamond dog’s ears laying flat as he bowed just as the moon regent interrupted him.

“No need to worry, dear Rover.” Luna said, as though reading the worry on his face. “I’ve made sure to have King Veloc notify your clan to your whereabouts,” Luna said, then turning her gaze towards Breaburn and his mate. “as well as I have sent Royal Guards to contact your father and tribe, Little Strongheart. They will know your are here, in service to the Crown.” The canine and young buffalo sighed in relief as a single white coated Guard entered the throne room.

“Princess Luna.” Sky Shield announced with a salute. “Princess Celestia, Twilight Sparkle and Midnight Blaze are awaiting your presence at the airship dock. They are ready to depart at any time.” Luna nodded, stepping between the group as they all parted to allow her passing.

“Thank you, Sky Shield. Go and prepare whatever items our new recruits may need. Their training begins immediately.” Turning back towards the Elements and their new friends. “Everypony, you all have your orders. Let’s move.” The group saluted their now commanding Princess, each one trying to look as professional as possible before following after Sky Shield. The young guard lead them out of the throne room and down the hall towards the closest barracks for what would undoubtedly be their first session of special training. Luna watched as the would-be warriors disappeared one by one out, down the hall and out of sight. The five remaining Elements, however, remained behind with Luna.

“Are y’all sure bout’ this, Princess? I mean... relyin’ on critters that ain’t got any

trainin' to stand up to those Killjoy fellas'..." Applejack started, only to be cut off by Rainbow Dash bolting in front of her.

"Yeah! And why do WE have to stay behind, while Twilight and Midnight go to Ponyville? We could help with... whatever it is they're doing." Rainbow said, albeit a bit hesitantly. Luna approached the cyan speedster.

"My friends, you have some of the most important jobs of any of us." Princess Luna turned and started out of the room, motioning for the five to follow her. She lead them down the hall, out into the front foyer and in front of the main two huge main doors. "All of Canterlot, if not all of Equestria knows about the attack on the city by now. There's a growing panic in the city, the ponies who live here fearing that another attack could come at any time. Ladies, your job will be to simply go about the Royal Guards and the citizenry of Canterlot and reassure and comfort them." The five friends gave Luna a confused stare, looking at each other as though unsure as to what they just heard.

"Um... Princess?" Rarity started. "I'm sorry, but... it almost sounds like you're asking us to go out and socialize while everypony else is out training for our coming confrontation." Luna smiled and nodded, a warm look in her eyes.

"My dear Rarity, that is exactly what I'm asking of you." Luna raised her hoof, directing their attention towards a large, stained-glass window above the main doors. The young mares marveled at the work of art, showing their six cutie marks as beautiful gemstones, each radiating around stylized versions of the sun and moon. "I'm sure by now, you realize just how respected and idolized you all are around Equestria. As the bearers of the Elements of Harmony, you are revered as heroes, and are loved by everypony in Equestria. All I'm asking is that you continue to act like the stars that you all are and keep hope alive in the hearts of our troops and citizens by just being yourselves." The five mares gave each other worried looks, Applejack finally stepping forward to rebut the night goddess's statement.

"Um, beggin' yer pardon, Princess, but we don't usually go around flauntin' that we're the Element bearers that much." the farmmare said, Luna tilting her head in confusion at her response.

"You don't? Why, whatever for, Applejack? I would think that such a responsibility would be a source of great pride for you all." she said, almost sounding offended. Fluttershy, surprisingly, stepped forward to respond.

"Oh, no, Princess Luna. We ARE proud that we were entrusted with this honor. It's just that, well... for me personally..." the yellow pegasus stepped back slightly, Applejack partially hiding her from Luna's gaze. "... I-I-I kind of like my privacy. And my animal friends don't like many more ponies than my friends running around my cottage all the time."

"Yeah!" Pinkie said, leaping forward. "I really wouldn't want anypony wanting me to throw them a super-special, awsomey-awesome party just because I was the Element of Laughter. I'd want them to want me to throw them a super-special, awsomey-awesome party because they thought I threw a REALLY GREAT PARTY PONY!"

"As strange as this is going to sound, I'm going to have to agree with Pinkie Pie in that

regard.” Rarity said. “I put a lot of effort and hard work into every article of clothing I produce. I want my inventory to speak for itself, not have my affiliation with the Crown influence my sales.”

“I feel the same about my flying!” Rainbow added. “I wouldn’t want anypony saying the only reason I got a position in the Wonderbolts was because I pulled the ‘Element of Loyalty’ card. And besides that,” she said, her tone suddenly becoming much quieter as her ears folded back. “...wouldn’t that kinda be like bragging that we... I don’t know... kicked your flank, Princess?” Luna paused, taken aback by Rainbow’s blunt remark, despite how true it may have been. The rest of the Elements shuffled their hooves and looked away, seemingly embarrassed by their friend’s words. Luna, however, now understood the reasoning behind their modesty.

“Oh... I see. So, that’s why you all don’t flaunt your stations?” Luna moved closer to the mares, giving them a reassuring smile. “My dear Elements, you didn’t ‘kick my flank,’ as you’ve so colorfully put it. You kicked Nightmare Moon’s flank. And I am honestly happy that you did. You came through for Celestia and for me when you took up the responsibility of the Bearers of the Elements, and we are both eternally grateful. And that is precisely the reason why I’m asking this of you. Veloc and Behemoth are keeping Bedlam’s attacks secret from their citizens until we can contain or stop him, but the citizens of Canterlot already know something terrible is going on. I simply want you to reassure them that everything will be fine.” Luna walked past them, heading through a side door leading to the palace’s private airship docks. With their orders now made clear, the Elements followed her, Luna pausing a moment to look over her shoulder and smile.

“And for the record; next time I try to take over the world, you won’t be so lucky, Rainbow Dash.” The five mares froze in place as Luna gave them a stern stare, suddenly breaking into a fit of laughter. “Psych. Gotcha, girls.”

Midnight, both princesses and all six of the Elements finally gathered on the airship dock, ready to part ways. Waiting on the dock were six highly trained earth-pony guards, six of the fastest pegasus guards available, three experienced zoology students from the Royal Garden wildlife reserve society and a pair of pastry chefs from the palace kitchen, each group now being lectured by a different member of the Elements. Watching as they all stood there receiving their orders from the hero mares, Midnight couldn’t help but chuckle to himself. By the looks on their faces, these poor souls had NO idea what they were getting themselves into when they volunteered.

“Now, I just know Angel Bunny is going to be difficult with you, but if you keep strong and show him who’s in charge, he shouldn’t give you any trouble.” Fluttershy finished, then paused to reconsider her words. “Well.. he shouldn’t give you TOO much trouble, that is. Well...” The yellow mare thought for a moment, reconsidering her instructions. “...just keep the first-aid kit close at hoof.” she said with a smile. While the three animal caretakers started second guessing their task, the six pegasi royal guards were getting an earful that made their days at boot camp seem like praise by comparison.

“You saps think you got the chops to do MY job! Do you know the FIRST THING about running a weather crew?!” Rainbow Dash was having too much fun, dictating and commanding the guards. For the most part, the Guards, true to their training, stood tall and strong. Although, Rainbow did take pride in noticing a single bead of sweat roll down the side of one of the Guard’s faces. “Of the all the limp-winged, green horned, sorry excuses for feather dusters the Royal Guards could churn out...!” Applejack rolled her eyes, turning back to her six earth-pony Guards, destined for Sweet Apple Acres.

“Alright fellahs,” Aj said, looking the six stallions over. “y’all look like ya got strong backs, and that’s a good thing. Trust me, yer gonna need em.” She chuckled to herself as she thought of her kind old Granny Smith and sweet little Apple Bloom, sitting back on the front porch and ordering the Guards around the chores on the farm until they collapsed in a heap. Much like RD’s guards, the six stood at attention, determined and eager to please their princesses. The poor guys had no idea what was in store for them. “Heh. Ya know what, y’all?” she said, patting the end Guard on the shoulder. “All I gotta tell ya is good luck. Yer gonna need it when Granny find out she has free help for a while.” Across the dock from AJ and the others, Pinkie Pie seemed the most flustered of all. The pink mare paced back and forth, fanatically going over every one of her favorite recipes while the two chefs struggled to write them down fast enough.

“The important thing is not to add too much sugar! OH! But then you gotta make sure you add enough vanilla so the customers taste just a hint of it above the cherries and strawberries!” Pinkie paced around the two poor chefs, now desperately going back and forth between a number of notes they’d already taken as the party mare went back and double-backed over pervious ingredients and baking instructions she had already given them. “And making sure the oven is the right temperature is ESSENTIAL! Are you guys getting all this?! This is important! We do NOT need another ‘baked bads’ incident in Ponyville!” Midnight could barely contain his laughter as Celestia slowly walked up beside him.

“Are we you ready to go yet, Midnight? The airship is all loaded, and I think my volunteers are more than ready to depart now.” The pegacorn took a breath and composed himself, grinning at the sun goddess.

“Oh! Hi, Princess. Really thoughtful idea, donating guards and palace staff to Ponyville while the Elements were away. But yeah, I’m ready. I’m just waiting for Twilight and Luna, that’s all. As soon as they show up, we’ll be on our way.” At that moment, trotting up the stair access to the dock came Twilight Sparkle, escorted by a white coated unicorn stallion with a bright blue mane. As they reached the top of the stairs, the two paused a moment, giving each other a tight embrace. Midnight raised an eyebrow as the studdly stallion hugged the little purple mare with enough force to almost pick her up off the ground. “Uh oh... does Twilight have herself a little coltfriend, Princess?” the human pony cooed, Celestia giggling softly at his remark.

“Actually Midnight, that’s Shining Armor. Captain of my Royal Guard and Twilight’s older brother.” Midnight immediately blushed, all the good-natured ribbing he was going to give suddenly made useless. However, as he continued to watch the two, the long-lasting love between the two siblings became apparent.

“Well,” he said with a grin. “it seems like saving Equestria is something of a family affair. Twilight and her brother, you and Luna...” The stallion traced his hoof against the ground, peering out along the dock for the latter mentioned sister. “By the way, where IS Luna? I thought she’d be here to see me off.”

“I am here!” A voice called down from high above the two, announcing the arrival of the night goddess. With a gust of wind, Luna landed before the two, a mid-sized wooden box floating behind her in her magic. Luna walked towards Midnight, the pegacorn meeting her in a tender embrace. “I had to get you one special item for your journey, Midnight. Here.” The wooden box floated towards him, The lid lifted off, exposing something shining and metallic inside. Slowly, Luna’s magic lifted it out, the gleam drawing attention of some of the other ponies gathered on the dock. Floating before him was a silver and gold set of armor, more intricate than any possessed by any other pony serving under the Princesses. The pieces that made up the armor broke apart, slowly floating around Midnight as he marveled at them. Luna giggled to herself as she tapped her hoof to get his attention once more. “Now, hold still, champion.”

The layered body plating and chain mail meshing that connected it was a shining silver, reflecting the sun in Midnight’s eyes as it encased him and connected under his chest, his wings easily fitting through the two holes in the back plate. Another piece connected to the first at Midnight’s back, sitting slightly over his rump and tail. Golden bands connected around his fetlocks just above his hooves, extending up his forelegs until they connected with his shoulder plating. A mesh of chain mail wrapped around his neck, staying in place until his golden helmet lowered and rested on his head, his horn sliding through the hole in the center. It was like any other guard’s helmet, save for the lack of a crest and space in the back, allowing his mane to flow freely behind him. When the last piece was connected, Luna willed forth a pony-height mirror, holding it before Midnight.

“Well? What do you think?” Luna chirped, happily. Midnight could only stare silently at the dashing creature looking back at him. He looked surprisingly regal, the gold and silver pieces shining starkly against his grey coat and crimson mane, wings and tail. He already accepted the responsibility of Luna’s champion, her personal protector and chosen warrior. However, seeing himself in this armor, standing tall and proud, he now honestly felt like a true warrior.

“I...” he said quietly, a smile spreading across his face. “Luna... this is amazing! Where did you get this armor? Is this mine?!” Midnight quickly turned his head back and forth, checking himself out as the six Elements gathered to admire the pegacorn’s new outfit.

“It’s all yours, Midnight.” the night princess answered. “The helmet is a mythrilmagicite alloy that should both protect your head, AND amplify your focus when spell casting, increasing the power of your magic. The body and leg armor is mythrilmagicite, coated with a spell to make it lighter on the wearer when walking or flying without taking away from the protective properties of material. It was developed by some of the best mages and most gifted blacksmiths in Canterlot. And now, Midnight, the only working prototype is yours. So... do you li-” Midnight lunged forward, catching the night goddess in a tight embrace, almost knocking her off her hooves. The six Element bearers laughed as Luna struggled to regain her balance, then returned the hug.

“Alright ponies, let’s give these two a moment alone. Everypony on board!” Twilight announced to the dock. One by one, all the palace helpers and Royal Guards shuffled across the gangplank onto the waiting ship. Celestia trotted away from her sister and her friend, approaching the six Elements as Twilight received their goodbye hugs and well wishes.

“Twilight, may I have a word with you? In private?” Celestia asked, her words drawing the attention of all six mares. Seeing the worried looks on the faces of her student’s friends, the Princess gave the five a nod, ushering them back with a slight ruffle of her wing. “Don’t worry. It’s nothing bad. I just need to give Twilight a few last minute instructions, is all.” Reassured, the five friends, said their last goodbyes and trotted away, heading across the platform and down the stairs back to the palace below. As they disappeared from sight, Celestia turned to her student, her expression changing from warm and tender to serious in an instant.

“P-Princess Celestia? Is something the matter?” Twilight asked timidly. Celestia continue to lead her away with a wing, looking over her shoulder to make sure they were alone. Near the far end of the dock, Celestia finally stopped, sighing deeply as she sat before her student.

“Twilight, nothing is the matter. No more than the obvious, right now. However, there is something important I have to discuss with you. Something... I’ve been trying to avoid as your teacher...” Twilight sat silently as Celestia’s horn started to glow. In a flash of magic, a large, ancient looking book appeared before them. The cover was a faded red, the title written across the front in Old Equestrian. Twilight squinted through the aura of magic and read the words, recoiling back in surprise.

“‘Equestrian Combat Magic: Spells to Dominate By?’ Princess, this is... for me?” she said, her voice a mixture of surprise and fear. Celestia looked down at her, closing her eyes as she nodded slowly.

“Yes, my faithful student. This is for you. I know the subject of offensive combat magic was never something we’ve ever touched on before. But in light of recent events, it seems as though it has become a necessity we can no longer go without. Whenever you’re not studying Star Swirl’s journal on the Elements, I want you learning the spells in this book.” Twilight took the book in her own magic, turning it before her as she pondered meaning of this action. Aside from a few shield spells and teleportation, she had barely ever even considered defensive magic, let alone offensive. She knew her own level of power. She knew how easily she could hurt a pony with her skill if she wanted to. She knew that if she ever let herself go, there was the possibility that her powers could even kill. The thought alone turned her stomach, making it one of the main reasons she never looked into destructive spells before. But now, here was her beloved teacher, hoofing her over a book of spells designed to do just that.

“P-Princess... a-are you sure about this? I mean, I... I never even thought about using-” Celestia raised a hoof, silencing her student.

“That is not all, Twilight. As you learn these attack spells, I want you to teach them to Midnight.” Twilight was taken aback by this new order. Not only was she supposed to learn

these deadly spells, but she was supposed to teach them to Midnight? The same Midnight that only a few days ago Celestia wanted gone from her city, never to return? “I know this sounds like a strange order, but please understand. In my more than ten thousand years of life, I’ve never seen a unicorn with more raw potential than you. As of right now, you are the most powerful magic-using mortal in the world, Twilight. And Midnight has excelled at every task he’s undertaken since his arrival, including learning all the fundamentals of magic and flight in one day. I believe, under your tutelage, he has the potential to become one of our greatest weapons against Bedlam and his forces.” Twilight sat silently for a moment, ears folded back as she fretted over this new assignment. The purple mare swallowed hard, looking up at the smiling face of her mentor. She couldn’t help but be comforted by the sun regent’s warm smile, reassuring her that this was the right thing to do. Taking comfort in the knowledge that Celestia never gave her an assignment she couldn’t handle, Twilight smiled back.

“I understand, Princess.” Twilight stood up, bowing in reverence to her teacher and princess. “I accept this assignment, and I promise to do my absolute best.” Celestia leaned down, warmly wrapping a foreleg around her student. “I won’t let you down, Princess. I’ll make you proud.”

As Twilight and Celestia spoke at one end of the dock, Luna and Midnight were left alone on the other. For a moment, Luna simply looked him over, giving him a smile, albeit weak. She had never had a very good poker face, even in her time ruling Equestria before Nightmare Moon. Now, standing before Midnight, her attempts to hide her worry were no better, the young stallion picking up on something wrong immediately.

“So... what’s wrong?” he asked, his voice calm and low, his own magic removing his new armor and placing it back in its box. Luna tried to make her smile more convincing, shuffling her front hooves slightly.

“What? Why do you ask, Midnight? Nothing, really. I...” Luna stopped, noticing the look of skepticism on her warrior’s face. “Oh... alright. I won’t lie. I AM worried. More than worried, actually. I’m... I’m afraid...” Luna looked away, too ashamed to gaze into his eyes. “I’m so afraid of what’s coming, Midnight. Not since Discord has there been a threat to the world this great. And not only that, it seems like... somehow, Bedlam has made me the key element of his plan to destroy the world.” Luna walked past Midnight toward the end of the dock. She stopped at the edge, peering out across the open expanses of the land, taking in the sight. Forests, hills, valleys, towns, cities; all laid out before her. And this was only a fraction of the wonders her world held. “I was almost responsible for the end of the world before, and I was almost lost forever in the process. I was sad and alone, and didn’t think I would be missed by anypony if I was gone. But now, you come along and make me believe that I’m somepony special, again. Not just because of being an alicorn, but because...” She wiped a tear from the corner of her eye, turning back to Midnight. “... because, somepony cares about me as much as you do.” Midnight walked over to her, taking her in his forelegs and holding her tight. He extended his wings, wrapping them around her as he rubbed his hoof up and down her back, trying to comfort her.

“Hey, it’s alright, princess. You’re champion is here, and he’s not letting anything

happen to you OR the world. Bedlam's gonna have to go through me first, and that's not gonna happen." Midnight pulled away slightly, his eyes meeting hers. He ran the edge of his hoof through her ethereal mane, feeling the cool of the night air run up his foreleg. "We're gonna beat this thing. I promise. Just wait for me to return, and we'll all be stronger than ever." Luna cleared her throat and pulled away, slipping gracefully back into the air of nobility. She fluttered her wings back and shook her head, allowing her mane to fall gently back into place.

"Thank you, Midnight." she said with a weak smile. "I needed that. Heavens help me; when you say it, it actually makes me believe we have a chance." Though her words were encouraging, Midnight couldn't help but see the hint of fear still in her eyes. He sat before the gangplank of the airship, Luna joining him as she prepared to say her final goodbye. The night goddess looked over the ship that would take her greatest advocate away from her with a bittersweet feeling in her heart. "Be careful on your trip, my champion. I... I'll miss you. Please, hurry ba-" As Luna turned, her words were cut off by Midnight, the pegacorn rushing forward and pressing his lips to hers in a deep kiss. Luna's eyes went wide for a moment before slowly closing, her forelegs rising up to embrace the young stallion. He returned the embrace, holding the kiss with his princess until the two heard a very distinctive voice behind them.

"Excuse me, you two." The pair slowly released their hold, turning to find Celestia and Twilight standing behind them, the sun regent giving them a sly smirk while the purple unicorn simply blushed. "I'd hate to break up this very public display of emotion, but you and Twilight have a ship to catch." Celestia said, directing their attention toward the airship with a hoof. Sure enough, the two ponies turned to find several ponies waiting on the ship, eyes wide as they had just watched their night princess make out with a handsome, young stallion. The two quickly let each other go, stepping away from each other enough to allow Twilight on board. Midnight chuckled quietly, rubbing the back of his head with a hoof.

"Hehe... sorry, Princess. I, uh..." Celestia leaned down, giggling slightly as she spoke softly into his ear.

"Just keep her in mind when your training, Midnight. She'll be here when you get back." Celestia turned and started trotting back over to the stairs back to the palace, stopping and taking a seat as she waited for her sister to join her. Giving Luna one last smile, Midnight turned and walked across the gangplank, joining Twilight on the other side. With the last of its passengers finally on board, the plank rose and slid back into the hull of the ship. As the ship's crew released the tethers from the dock, the ship started to float free, its magically powered motor starting to chug as the rear propellers pushed it away.

"Take care, Luna!" Midnight shouted as he waved over the railing. "I'll be back before you know it! I'll see you soon!" The airship puffed and floated out into the open air, the magical camouflage kicking in as it left the safety of the dock. In an instant, the brightly colored air bag and body of the ship warbled and morphed into that of a simple white cloud, rising to join the countless others that drifted and traveled in the jet stream. Luna sat at the edge of the dock, watching as the ship changed, rose up and finally vanished from sight.

"... goodbye, Midnight..." Her whisper was barely audible, carried away on the wind of

the mountains as her warrior drifted away. After a few moments that seemed to Luna like an eternity, the dark princess turned to join her sister, head and ears drooping down in sadness. She stopped beside her big sister, the elder mare rubbing her back with an outstretched wing.

“He’ll be back, Luna. And when he returns, we’ll be that much closer to saving our world. And... I’ve been thinking it over. After Bedlam is taken care of, and all this chaos is behind us...” Celestia took a deep breath before continuing, still stunned at how much her opinion of this stallion had turned around since they’ve met. “Midnight can stay here in Equestria.” Luna’s ears perked up, the night princess quickly turning toward her sister.

“Tia... do you mean that?” she finally managed to say. Celestia nodded, shaking her mane in the breeze.

“Yes, Luna. After much consideration, I’ve decided to grant Midnight’s request. When Bedlam is defeated, he will be allowed to stay a pony, and live here in our world for the rest of his days. You can even keep him on as your bodyguard, if you like.” Luna lunged at her sister, squeezing her tight enough to easily kill any lesser pony. Celestia gasped, catching her breath as she laughed at her sister’s reaction. “Ugh! Heh... so I take it you’re happy with this, then?”

“Thank you, thank you, thank you, sister! Oh, I can’t wait to tell him when he returns! Oh, goodness!” Luna released her sister and trotted across the dock, head turning as a dozen ideas came to mind at once. “I need to gather our best drill instructors and generals! Midnight will want to be schooled in the best combat techniques available! Not to mention he’ll need an official title. Shining Armor will have to integrate him into our fighting force and properly utilize his talents! OH! And of course, he’ll need his own suite in the palace, somewhere close to my personal quarters for quick response.” Celestia laughed as she trotted over to her sister, guiding her with a wing back toward the stairs to the palace.

“Alright, alright, Luna. Let’s start meeting with the press. They’ll want to hear from us about the recent attacks, soon.” The moon goddess continued the bounce in her step as they descended the stairs, never noticing the mischievous grin on her sisters face. “And after that, I think it’s time I gave you that old speech about ‘the birds and the parasprites.’”

“What? Oh, yes, of course. But after what... wait, WHAT did you just say?!”

Midnight watched as the small secret dock in the side of the mountain shrank, fading away amid the scattered clouds and jagged peaks. He turned away when he could no longer see his princess, letting himself relax now with a heavy sigh.

“So...” a quiet voice spoke beside him. Midnight looked over, finding a purple unicorn sitting there, smiling at him as she blushed. She looked up at him with a coy smile, half-knowing the way he would respond to her coming question. “... you’re really serious about her, huh?” The young stallion felt his face flush red as he tried to play off the inquiry, clearing his throat as he looked for the right words.

“Heh... I, uh... (cough)... I guess I am. She’s, um... really amazing.” he managed to choke out, trying to maintain a sense of professionalism. A sideways glance at the purple

unicorn showed Midnight she wasn't buying his forced lackluster attitude toward such a remarkable mare. "(sigh) ... Alright, alright... she's the most amazing woman I've ever met, alright!" he finally admitted. "She's all I ever think about, day and night. She's..." Midnight suddenly got a dream look in his eyes, staring off the end of the airship. "She... she's been through so much, ya know? I mean, all those years ago, the first citizens of Equestria didn't appreciate her. She couldn't handle it, and as result... that..." His eyes closed tightly, the thought of ANYpony neglecting Luna aggravating him to no end. "... that... NIGHTMARE was able to take her over." If Midnight still had hands, they'd be clenched into fists. Since she had saved him from the Royal Garden when he first arrived, Luna held a special place in his heart. And the more he got to know her, the more time they spent together, the closer they became.

"I know... she's gone through a lot. She's been stuck in the palace, all alone..." Twilight said with a sigh, though not only for Luna. Their task was laid out before them, more important and daunting than ever a pony faced before. The Element of Magic brew in a sharp breath, standing tall beside her companion. "Midnight, how dedicated to saving Luna and our world are you?" Midnight recoiled in shock at her words, furrowing his brow at the mare.

"What?! How can you even ask that? I'd do whatever it takes to defend your world! I would-" Midnight quickly responded to the absurd question, his words being cut off as quick as he could protest.

"Good! Because you and I are going to pull off the impossible! I've got to learn a spell that will exponentially amplify the magical output of the most powerful artifact in the world! And you, my dear human friend, are going to learn ten years worth of combat spells by the end of this trip. And to make everything THAT much easier, we both only have seven days to pull this off." Twilight leaned into the railing, hanging her forelegs over the side. "In all my time as Celestia's student, she never gave me such an... such an impossible task." She hung her head, her horn resting on the railing as she pondered their chances.

"Hey, now. We can do it." Midnight placed a comforting hoof on her back, giving her a few gentle pats. "So far, I've had the market cornered on doing the impossible. But still..." he paused, considering the job before them. "... I promise, I'll do whatever it takes to save this world. You have my word, Twilight." The mare turned her head, giving him a weak smile. The way he said it, it seemed like the pegacorn really believed they could pull off this incredible task.

"Thanks, Midnight. I needed to hear that. But... I still have one some things I need to ask you." The mare sat back up, shaking her mane back into place.

"Oh? What's that, Twilight?" No sooner did Midnight say this than a large book and quill appear before them in a flash of purple magic. Twilight gave him a gentle grin, flipping through the book until her magic stopped on a blank page. Ready the quill, she pressed it to the paper. The faithful student levitated the stallion over to a chair on the deck and plopped him down.

"I'm going to need you to re-explain everything about your world to me, all over again. I need to document it all again, properly this time."

After a more than two hour ride over the beautiful country of Equestria and countless questions from Twilight regarding everything from human agriculture to transportation to 'mating' practices, Midnight noticed a large forest crawling into view. Taking this as maybe his one and only chance to escape, Midnight sprang up from his chair and ran over to the railing.

"Hey, Twilight! Look! Is this that forest you were taking about?" he said, hoping Twilight would take the bait. Sure enough, the unicorn couldn't pass up the opportunity to share her knowledge with an eager mind. She joined him at the railing, feeling a slight chill as she looked down over the dark woods.

"Yeah, that's it. The Everfree Forest. According to Celestia, that's the area of our world that is still very much connected to your world." Twilight suddenly got a quizzical look on her face, touching a hoof to her chin. "Come to think of it, that theory of evolution shared by both our worlds, coupled with the powerful latent magical energies inherent in the area actually explains the collection of various monsters and unnatural beasts quite a bit." As Twilight continued going on about the different species and sub classes of such, Midnight breathed a sigh of relief. Finally, something had distracted Twilight from the endless questions she was asking him. The mare continued talking about every aspect of the Everfree she could think of, never noticing as the forest slowly thinned, giving way to a rolling hills and, eventually, their destination.

"Twilight? Hey, Twi?" Midnight said, gently shaking her out of her lecture with hoof on her shoulder. "I think we're here." Twilight broke from her self-imposed trance, looking behind her as her adopted town came into view. She felt her heart lift as she recognized the various buildings and structures as they drew closer.

"Yes, Midnight, this is it. Please, allow me to be the first to say 'Welcome to Ponyville.'"

The H.M.A. Imacloud drifted low over the town, drawing the attention of dozens of the pony citizens below. Along the ground, small groups of ponies in the streets gradually grew into one single mob, cantering quickly behind the ship as it started to lower towards the field between Whitetail Woods and the far end of town. The ship came to a stop, hovering silently as four of the pegasi Guards floated to the ground below. From the four corners of the ship, heavy anchors dropped down, each hitting the earth with thud before the being secured by the Guards. Slowly, the chains connected to the anchors grew taut, pulling the ship down. Stopping a mere few feet from the ground, the rail of the starboard side opened, allowing the gangplank to slide out towards the ground. One by one, the civilian ponies and Royal Guards descended the plank and lined up in front of the ship, Twilight and Midnight coming down just as a grey-maned earth pony mare made her way to the front of the crowd.

"Miss Sparkle! Welcome back!" the older mare started, running up and greeting her with a bow. "Spike received a notice from Princess Celestia an hour ago, alerting us to your arrival. Ah, and you must be Special Agent Midnight Blaze." the mare said, turning to him as she offered a hoof. "I'm Mayor Mare. Please, if there's anything you need in your mission,

don't hesitate for a moment to ask." Midnight offered his hoof, the tan earth pony taking it and giving it a firm shake, well practiced over many years in the life of a politician.

"Um... Very well, Miss Mayor." Midnight said, taken aback by his being called a 'Special Agent.' Straightening himself to match his apparent new stature, the stallion cleared his throat, looking around at the crowd. "At the moment, Miss Sparkle and myself will only require some time to ourselves to get situated. If there's anything else we need, we'll notify you immediately." Mayor Mare fluttered her eyes, blushing a bit at his tone. She stepped aside, the ponies behind her following suit. Twilight and Midnight walked through the hole in the crowd, the Guards and special volunteers following behind them in pairs. As they got out of earshot of the crowd, Midnight gave his purple companion a sideways sneer.

"'Special Agent Midnight?' How the buck did they ever get THAT idea?" Twilight giggled nervously, keeping pace.

"Heh... I... might have had something to do with that." Midnight gave her a surprised look. "What? You needed an official title, and the mantle of 'Champion' hasn't been used in centuries. When this is over, I'm sure Luna and Celestia will anoint you whatever title you want."

"Fine, fine, fine." Midnight said, rolling his eyes. "Let's just get to your library and find this spell. The sooner you master this Elements of Harmony weaponization spell of Star Swirl's, the sooner we can send Bedlam and his goons packing."

The rest of their morning, and most of the afternoon for that matter, was spent traveling from one corner of Ponyville to the other, dropping off the allotted helpers from the palace to their various destinations. The first stop was Sugarcube Corner to see the Cakes. After a private backroom discussion with the two bakers informed them of Pinkie's current whereabouts and the situation she and the other Elements were currently involved in. And though upset that they had to make do with the absence of their star chef for a while, the loan of two professional chefs from Canterlot seemed to ease the burden for them quite a bit.

The next stop was the home of Rarity's parents. Just as Rarity had said, her parents, Magnum and Garden Wishes were there, though Sweetie Belle was off playing with her friends. The two ponies took the news of their 'Little Rare's' mission in stride, knowing that as an Element bearer, she would at time be called upon to serve the crown. It was purely a matter of luck that they were in Ponyville at the time of her departure. The two parent ponies, to both Twilight and Midnight's surprise, were successful entrepreneurs, investing in businesses from Los Pegasus to Mexacolt to Whinnypeg. However, the two agreed to watch over the shop until their designer daughter returned, keeping up with walk-in customers and sending custom orders directly to the palace via Dragon Breath express mail through Spike. With a few words of thanks, the Twilight and Midnight headed out to Fluttershy's cottage.

Using the key that Fluttershy told them was hidden under the second rock to the right of the door, the two ponies gained access to the cottage...

...

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...

And immediately were caught in a pair of snare traps, set up by Angel Bunny. After some convincing by Twilight and a few choice words from Midnight,(words he doesn't usually use in pleasant company) they finally convinced the little white monster to cut them down. With a thud.

Angel gathered up the various critters around the house, bringing them all together in Fluttershy's living room. Midnight was amazed at how every one of the supposed 'wild' creatures seemed to have a basic level of intelligence about them. Patiently, they sat and listened to Twilight explain where Fluttershy was and when to expect her back. Finally, when Twilight was finished, Angel hopped over and gave her a hug to one of her fetlocks before he and the other critters flew, hopped and scampered off into the house. Twilight then took the three ponies from the Royal Garden animal reserve around the cottage, showing them where Fluttershy kept her boxes of kibble and various types of animal foods and medicines, making sure they were clear on their tasks at hoof. With a wish of good luck, the two ponies left the three volunteers alone to carry out their duties. In the interest of time, however, Midnight and Twilight chose to ignore the threes cries of terror from the house as they continued on their way to Sweet Apple Acres.

Understandably, Granny Smith was upset she wouldn't be seeing her two 'Lil' appleseed' for a while. The elderly mare wasn't as spry as she used to be, and the chores on the family farm always piled up in a matter of a day or so without constant attention. As usual, Applebloom was nowhere to be found, the little filly off with her friends, no doubt on another cutie-mark earning excursion. No matter, though. The Apple family matriarch felt the 'young un'' would take hearing about her big brother and sister better from her, anyway. The one spot of news that did manage to bring a smile back to her face was in introduction of the six earth-pony Royal Guards being lent to her from the palace. One look at the six massive, military trained stallions made the green-coated mare hop out of her rocking chair, promptly causing her to throw out her hip. As Midnight and Twilight made their way out of the quaint farmhouse, they could already hear Granny Smith start to bark orders, a flurry of clopping hooves echoing from behind the closed door. Final stop, the weather control office.

The news that Rainbow Dash might not be returning to work for some time was met with less than desirable results. Meaning, her supervisor fainted. After Midnight fanned the burley stallion with his wings and Twilight applied a cold compress to his forehead, the supervisor regained his senses. Surprisingly, Rainbow Dash was their most reliable and effective employee, able to do five times the work of any other pony on their roster. It was only after the introduction of the six Royal Guard pegasi did the fretting supervisor finally stop hyperventilating into his paper bag and relax. With Rainbow's boss satisfied that the highly trained Guards would suffice until his star employee returned, Twilight and Midnight finally decided it was time to head to the library.

"Ugh! Finally!" Midnight groaned, stopping after each step to shake a different hoof.

The town, much to his dismay, seemed much smaller from the air than it actually was on the ground, the multi-colored businesses and row after row of houses. “I think I walked more today than I did my entire time in Canterlot! My hooves are killing me.” Twilight giggled at the stallion’s comment, Midnight purposely overacting his discomfort. The pair had just walked over the Saddle Street bridge, finally making their way from the west side to the east side of town.

“Don’t worry, big guy. We’re almost there. Oh, look!” Past the last building on their current block, a huge, ancient oak tree. The branches were adorned with balconies and windows, with a large red double door at the base of the trunk. A sign out front showed a picture of an open book, signifying the role of the building in the community. “Midnight, I’d like to welcome you to my home; Golden Oaks Library.” Midnight stood before the library, genuinely impressed. Though the rest of the buildings in town were built to specify their function or speciality, the idea of building a library INSIDE a tree just seemed to... ‘fit,’ somehow. “Come on, Midnight. Let’s get inside. I’ll have Spike draw us up some tea to relax our bones a bit.”

“Spike? Oh, yeah. You mentioned before about another pony that lives here with you.” Midnight said, following close behind as Twi magicked the door open.

“Oh, no. Spike isn’t a pony. He’s a dragon, and he’s been my assistant for years.” The stallion paused in the doorway, holding back a little at the mention of that one certain word.

“Wait, did you just say the ‘D’ word? There’s a DRAGON in here?!” Midnight looked around from the doorway, scanning over the ceiling for a pair of glowing eyes and dozens of serrated fangs. A quick gaze around the large room gave Midnight all he needed to know about the library. Row after row of ancient and new looking books of all shapes, sizes and colors. A few statues and vases thrown about the shelves and window sills brought the place a ‘home-y’ feeling, all brought together by a single pony bust in the center of the room. A curved staircase lead up to the second floor, disappearing into the darkness. In the far corner of the room, barely visible from behind a bookcase was a door, leading to who knows where. Alright, surveying over. Quickly, Midnight then turned his attention back to the relatively dark corners and high areas of the room. Twilight ignored him, however, stepping right into the center of the library as she called to the beast within.

“Spike? SPIIIIIKKKKKEE? I’m back!” Twilight trotted around her home, seeming to take comfort just in being back. The familiar smell of the paper and wood was a potpourri that she never imagined she’d miss. Midnight, however, crept low to the ground, keeping his eyes peeled for the aforementioned fire-breathing reptile. As he continued his search, Twilight’s attention turned to the area directly behind him, her face lighting up in delight. “Spike! There you are!” Realizing the reason for Twilight’s sudden elation, Midnight quickly turned, not wanting to be caught off guard by the large lizard. In his haste to meet the great beast head on, he failed to notice the round little purple and green creature run right past him into Twilight’s waiting forelegs.

“Twilight! Oh WOW, am I glad to see you! What’s been going on?! Where have you BEEN?!” the little purple creature yelled as it buried its face in Twilight’s chest. The purple mare squeezed him tightly, rubbing a comforting hoof up and down his back.

“Spike! Oh, I missed you so much, ‘#1 Assistant!’ I’m sorry I was away for so long.” Twilight and the little purple lizard held each other for a while, Midnight obviously recognizing the two as being very close. This was... Spike? THIS was a dragon? He was nothing like the Shadow Dragon he fought in Canterlot. The pegacorn patiently waited for the two to get their fill of one another before introducing himself. Finally, when Spike and Twilight broke their embrace, Midnight cleared his throat.

“Um... you must be Spike, then? Hello.” he said, extending a hoof to the little dragon. “I’m Midnight Blaze. Nice to finally meet you.” Despite the small stature of the creature before him, Midnight felt an automatic sense of respect. Even back on his Earth, legends of dragons were often the most potent of stories, inspiring wonder and fear in all that heard them. He could only imagine the type of stigma REAL dragons would have around them in a world that they actually existed. His apprehension was unnecessary, however, as the little dragon slowly walked toward him and grasped his hoof in his claws.

“Oh. Hello, Midnight. Yep, that’s me; Mr. #1 Assistant, himself.” he said with a casual smile. “I heard a lot about you from Twilight already, big guy. Did you really fight off a bunch walking suits of armor all by yourself?” Spike asked with sense of wonder. Midnight only blinked at the little drake, surprised that this legendary creature seemed wowed by anything HE did. Not wanting to let such an interesting little creature down, Midnight grinned as he sat down before Spike with the intent of entertaining him with the tale of his battle against the Killjoys.

“Well, they were robots, actually. And I can’t take all the credit for that. Rover, Blueblood, Trixie and all the others helped a lot, too.” Spikes eyes went wide at the mention of those few names, his jaw dropping comically in shock.

“The diamond dog? The Prince? The GREAT and POWERFUL?! H-How did THEY get involved in this?!” Midnight chuckled at Spike’s shocked expression, the little fellow almost falling back as he recognized Midnight’s new friends.

“Well, it’s all a really interesting story, Spike...”

“Which will have to wait until later.” Twilight interrupted, levitating the little dragon onto her back with a ‘umph.’ The unicorn then trotted over to the far side of the library, magicking open the small door in the far corner of the room. “Right now, we have a rare piece of history to find. Follow me, Midnight.” Twilight walked through the door, the stallion following close behind. As he passed the threshold, several bright lights hanging from the ceiling flashed on, the magic inside making them buzz almost like incandescent lights in Midnight’s mind. The room quickly illuminated, exposing the many instruments and machines of unknown medical and scientific purpose. Twilight paused as she reached the bottom of the stairs, surveying the equipment, levitating each heavy item as she examined the floor beneath.

“If I understood Princess Celestia’s instructions correctly, Star Swirl’s private notebook should be in tact, held I a preserving spell in a secret compartment right about...” The mare looked over every inch of the floor with intense scrutiny, trying to magically wiggle each and every cobblestone and brick of the ground underhoof, waiting patiently for any variation. Midnight and Spike simply looked at each other as they allowed the determined unicorn to

perform her task. “Ah! Here!” Finally, in the furthest corner of the lab, just behind her cyclotron, Twilight discovered the false floor. Sliding all her machines against the walls and out of the way, she concentrated her magic on the interconnected bricks on the lid. Midnight leaned down, allowing Spike to climb on his back as he made his way slowly over to the hole in the ground. As they rounded the machines, the two came upon Twilight, her back turned to them as the purple glow of her magic shined brightly in front of her. Slowly, the glow rose up, shining down on the three as Midnight squinted his eyes, straining to see the object it incased.

“Twi... is that-” he human-pony started, quickly being cut off by his companion.

“Oh, yes yes YES!” Twilight exclaimed, jumping for joy. The mare then started hopping around the basement in a manner that reminded him very much of Pinkie Pie, the glowing object following and moving in sync with her movements. “This is IT! I can FEEL IT! This is really IT!!!” The glowing object lowered onto the small work table against the wall. The three gathered around the ancient relic, Twilight excited almost to the point of tears. Brushing some dust off of the cover with her hoof. There, before them was the answer to all their problems. The secret, hidden notebook of Star Swirl the Bearded. “With this, I should be able to unlock the secret to making the Elements of Harmony exponentially more powerful, effectively turning them into weapons and armor we can use to combat Bedlam!” Twilight grabbed the book in her hooves, clutching it tightly to her chest.

“Alrighty, then!” Midnight placed a hoof on his friend’s shoulder, feeling a renewed sense of hope. Raising his head high, the stallion took his most heroic stance as he spoke in an inspirational voice. “Let’s get started right away, then. The sooner you learn that conversion spell and I learn those attack spells, the sooner we can kick Bedlam’s flank off the planet!” He raised a hoof triumphantly to the sky, the little dragon on his back mimicking his action as he gently held on to his mane. The three friends’ excitement was brought to an abrupt end, the stomachs of both ponies loudly rumbling in unison. Spike snickered on Midnight’s back, covering his mouth with a paw.

“Um... heheh. How about I get you two some lunch before we go off fighting for Celestia, mom and apple pie?” The two equines looked at each other and blushed, chuckling nervously.

“So...” Twilight asked. “... food, THEN save the world.”

“Yeah. Food first, then saving.” Midnight replied. With the book in her magical grip, Twilight led the way back to the first floor. Celestia had already begun setting her sun, the day already quickly coming to an end. Though he didn’t mention it, Midnight already was starting to worry. The day had been spent criss-crossing all over Ponyville, explaining to the residents of the town the whereabouts of some of their most beloved citizens. However, the setting sun meant another thing to Midnight. Soon, he’d see Luna’s work in all its bright, brilliant glory.

“Calm down, pony boy. You heard what the Element’s all said about you.” Midnight thought, trying to reassure himself as he waited in the kitchen for Spike to make tea for Twilight and he. “ I mastered four-legged movement quicker than they expected. Hell, I won a game of tag against Pinkie Pie. None of the girls believed I did that! I took to flying in a day, even managing to keep up with RD and the Wonderbolts. And I don’t think I’ll ever forget

Rarity's face when I mastered levitation magic." The human-pony's mood improved slightly, the dragon assistant sliding a hot cup of tea in front of him. "You can do this, big guy. The whole world is counting on you." He gazed out the nearby window, Luna's moon already starting to rise into the evening sky. "... Luna is counting on me..." he thought with a smile.

"I won't let her down."

The cackling of electricity and screams of a mare in pain died down, leaving behind whimpering gasps and rancid wisps of white smoke. Nightmare Moon lay barely breathing on the floor of her cage, the tip of her horn smoking and glowing like dying embers. Weakly fluttering her eyes open, the dark alicorn once again saw her two attackers: the demented engineer Dr. Klokwerk and his Chaos lord master, Bedlam.

"Thank you again, my dear. Your generous donation of ethereal cosmic magic is always greatly appreciated." Klokwerk said with a wicked grin, levitating a glowing quartz crystal with his metallic, artificial horn. He placed the crystal on a pushcart, already piled high with dozens of other crystals, all already fully powered by the exhausted mare. Klokwerk took the handle of the large cart in his 'magic,' pushing it up the ramp of the dungeon and off to his lab.

"So, Doctor," Bedlam started, carefully examining the spent Nightmare Moon behind the bars. "do you have enough cosmic energy to complete Project Horsepower, now? We could always come back tomorrow and suck her dry again." Bedlam made no attempt sugarcoat his love of tormenting the mare, his forked tongue flicking out between his razor-sharp teeth towards her.

"Not really necessary, master. I'm sure this will suffice for a while. However," he said with a grin. "too much is never enough when it comes to power." Bedlam laughed at the wicked his minion's comment, clapping his claws together in glee.

"Excellent! It's a date then, my dear Moony!" Bedlam reached inside the cage, pinching his captive's cheek. The centaur-like monster then turned, following his subordinate out of the dungeon. As he reached the top of the stairs, he turned before closing the door, addressing her one more time. "Sweet dreams, my dear. We'll be back."

"...beh...bedlam..." a quiet voice whispered from the dungeon floor. Bedlam stopped suddenly, turning back around and raising an ear to his captive. "... I... I hope I... live just long enough..." Barely noticeable in the dim light of the room, Nightmare gave the Chaos god a wry smile. "... just long enough... to watch Midnight kill you..." The dark Goddesses' head fall to the floor, her eyes closing as the last of her conscious energy failed her, forcing her to sleep. The evil being said nothing in response, the words only able to fall on deaf ears. Instead, he regarded his subordinate with a sinister scowl, and vanished.

A moment later, Bedlam reappeared in his private study. The dark, dank smell of rotting books and flowing of moth-eaten curtains fit well with the rest of the disheveled castle that he and Killjoys now called their home. In the pale light of the waxing moon, he sat back on his haunches, a heavy sigh escaping his scaled lips. With a snap of his fingers, a flurry of

shining images and moving pictures appeared before him, illustrating the stolen memories and thoughts his soldiers as they witnessed Midnight in action. In one memory, he watched the battle with Klokwerk's 'Iron Mare' robots, the battle ending in the automatons' failing miserably. In another, he and Midnight exchanged harsh words in the courtyard of the Royal Palace, ending with the stallion tossing a flaming barrel of lamp oil in his face. In the final illusion, Midnight performed the Sonic Rainboom, dispersing Bedlam's beautiful Shadow Dragon, effectively saving Canterlot from destruction.

"Midnight, the human-pony... What a joke." Bedlam scoffed, "I should have killed you when I had the chance, you little free radical, you..." The beast growled, one final memory appearing before him. It was a memory from his own eyes, the villain staring down on a weak and powerless creature, cowering before him. The memory gave Bedlam a sick comfort, if only for a moment. "I should have killed you fifteen years ago when we first met, Midnight. Fate must have been on your side that day for me to make such a prideful and foolish mistake. But I never put much trust in Faith. She cheats at cards." All the other images vanished, save for the young, frightened Midnight before him. "Letting you go so you could come back to haunt me was a mistake, but now it's time for me to correct that mistake." Finally, the image of the young Midnight vanished, leaving Bedlam once alone in the darkness, the draconequeus wrapping his clawed fingers together in the night.

"The next time we meet, my dear boy...will be our last."

Ah, shit! You dun BUCKED UP, Bedlam! Messin' with lil' kid Midnight like that! Now you not only got 2 mighty alicorns, 6 Elements of Harmony and a SWAT team of kick-ass critters gunning for you, but also one super-powerful human-pony, too! Well, that's if he can survive a week in Ponyville, that is. Will Midnight and Twilight master their new spells in the limited time they have? What exactly IS 'Project Horsepower,' anyway? and most importantly, where can I get me one of those really cool suits of armor?! All these questions and more explored and more in 'Stallion About Town,' the next exciting installment of...

STAR CROSSED!!!

(p.s. - You should know by now. Like, favorite and comment, kiddies. T.T.F.N - Ta-Ta for now!)

Stallion About Town

Alive and well, bronys. I mentioned before how my life is as close to a cartoon as realistically possible, and the last month just reaffirmed my statement. there's just too much to cover in so little time, so I won't keep you from this update any longer. On with the fic, already. Enjoy, all!

Chapter 23

Stallion About Town

The sound of the rooster crowing in the distance coaxed Midnight out of his peaceful slumber, the stallion rolling and falling to the floor for a sixth time. Twilight's guest bed was much smaller than the bed he had grown accustomed to back in Canterlot, making for an interesting night's sleep. With a quiet grumble of some unkind words, Midnight arched his back and stood up. Blinking the sleep from his eyes, he glanced over to Twilight's bed, finding it's owner nowhere to be found.

"Twilight?" he said quietly, one last yawn sneaking it way out for the morning. Her bed was already made, the pillows and sheets placed perfectly. In his basket at the foot of the bed, Spike still slept peacefully, snoring and mumbling to himself something about Rarity as he wrapped the covers just a little tighter. "Did she get up already? It looks like the sun is just coming up." he thought. Sure enough, a quick inspection of the wind-up alarm clock on Twilight's night stand confirmed it. Just a few minutes past six. Definitely too early to be up. Without warning, a tree-shaking !BOOM! rumbled out from the library below. The sudden tremor moved the floor of the upper level, causing Spike's basket to hop up, flip and fall back down on top of him.

"Whaa!!! I'm up, Twilight, I'm UP!" the dragon said, struggling out from under the blanket. Midnight levitated the dragon upright, trotting over to the stairs and peering down. A wisp of white smoke crawled through the air up to second floor, causing both Midnight and Spike's noses to cringe. "Aww, wow! Twilight must have pulled an all-nighter, again. That's the smell of stagnant magic burning." the dragon remarked, waving a claw in front of his face. Midnight fluttered his wings, straightening them before gently placing the still awakening dragon on his back.

"Should we go see if she's OK? That couldn't have been anything good." Midnight asked. Before Spike could answer, several radiant beams of purple magic shined from the library below.

"I'm gonna take that as a strong 'maybe.' Let's go before she winds up turning half the town into gelatin, again." Midnight took a double take at the word 'again,' then proceeded to carry the dragon downstairs. Sure enough, there sat Twilight, surrounded on all sides by highly stacked books, a virtual fortress of knowledge. The full-grown mare laid with her head resting on her hooves, horn glowing as she read from an ancient, opened book on the floor before her. In the center of the room was her Element of Magic tiara, sitting in the middle of a circular

glyph symbol, elaborately draw in chalk. The student mage quickly turned her attention to the two young males staring at her, the deranged look on her face making them both recoil back.

“Hello, boys...” she said in a creepy, overdrawn manner. “How long have you two been up?” The dragon and pegacorn looked at each other, then back to Twilight, the mare’s eye twitching slightly.

“Um... me and Spike just got up a minute ago. We heard a... boom. So, h-how long have you been up?” Midnight asked. Twilight shot up quickly, knocking down a large wall of spell books as she trotted over to them, smiling wildly. Hidden behind Midnight’s mane, Spike whispered into the stallion’s ear, advising him on how to best deal with the now manic mare.

“Since last night! I figured I’d flip through Star Swirl’s book a little before bed, but I just couldn’t put it down!” The purple unicorn trotted back over to her Elemental tiara, scooping it up in her magic and placing it on her head. “So far, I’ve been able to amplify my own magic by channeling it through the my Element. By my calculations, I can increase my magical output by 2.395 giga-joules per minute, and that just for starters!” she squealed, rushing up on Midnight as she quickly clopped her hooves together. The stallion reached up with his hoof, patting his teacher on her shoulder.

“That... that’s great, Twilight. But... maybe you should take five and have a coffee. You don’t wanna stop now that you’re so close to unlocking all Star Swirl’s secrets.” Without waiting to be told, Spike hopped down off Midnight’s back and ran to the kitchen. He quickly grabbed the tea kettle, filling it with water from the sink. It only took a moment for his intense fire breath to heat up water to the right temperature. In a moment, the young drake was back in the library, holding a hot cup of rich, dark nectar.

“Here ya go, Twilight! Fresh from the pot, just how you like it.” he said, giving a mock bow and a smile as he presented the mug to his surrogate sister. The cup quickly rose up in a purple aura, Twilight quickly drinking down the hot brew in one long swig.

“Hmm... wait, this isn’t coffee. Spike, did you...oh...” Twilight suddenly started to wobble on her hooves, head slowly swaying back and forth as her eyelids grew heavy. She staggered slightly, Spike guiding her as she teetered on the sudden edge of slumber. “Ooh... night-night...” With those words, the mare fell upon her couch, her young dragon assistant guiding her fall so she landed comfortably.

“There. Out like a light.” he proudly proclaimed to Midnight, the stallions jaw hanging open in disbelief.

“Spike! What the hay did you DO to her?!” he exclaimed. Spike onl chuckled, unfolding a blanket from the back of the couch and spreading it over the mare.

“That was a special tea from our zebra friend, Zecora. ‘Night-tee Night Tea.’ Guarantee to instantly and gently send any equine to dreamland for up to eight hours.” The young dragon pattered Twilight on her head, causing her to curl up tight under the blanket, a loud snore starting as she buried her head in the cushion deeper. “She’ll catch up on all that sleep she missed until the early afternoon.” Spike then jogged up the stairs to he and Twilight’s room again, this time coming back with a small coin purse, jingling in his grasp. He hopped back up

on Midnight's back, pointing at the door. "Till then, you're gonna get 'Spike Drago's Official Tour of Ponyville.' Let's go get some breakfast, big guy." Midnight smiled over his shoulder at the little guy before trotting to the door. Making sure the sign in the window was flipped to 'Close,' the two left the library, intent on exploring the quaint little town.

"Spike, I think I'm gonna like staying with you two."

"Please, no more questions. The Elements and Shining Armor will be taking no more questions today." Luna announced. One by one, Shining Armor, Rarity, Applejack, Fluttershy, Rainbow Dash, Pinkie Pie and herself all rose from their seats behind the podium on the stairs of the palace. Flash bulbs went off all around them as reporters clamored and flew in close to perhaps get just one more question answered.

Were the attacks by the supposed 'Killjoys' and the mysterious Shadow Dragon related? Yes.

Was it true Princess Luna had a new pegacorn bodyguard on the payroll? Yes.

Can the palace comment on the supposed use of 'mercenaries' to defend the city against the Killjoys? There were no mercenaries, only concerned citizens standing up for their Princesses.

Can the press have their names? No.

Where is this bodyguard, Midnight Blaze and Celestia's Faithful Student, Twilight Sparkle, now? On special assignment by the crown.

Who was this 'Bedlam' creature that was supposed to be behind all this madness?

...

...

...

No comment. End of press conference.

A wall of guards covered the pathway of the ponies as they made their way back inside the palace, the reporters never stopping their questioning until they were all out of sight. As the huge palace doors shut behind them, Fluttershy felt she could finally start breathing again.

"I can't believe all those ponies out there!" the usually quiet mare cried out, falling backwards against the bottom pillar of the master staircase. "That crowd was even bigger than the ones I had to face working with Photo Finish! Oh! I almost had a panic attack..." Rainbow Dash trotted over, comforting her timid friend with reassuring hug.

"I know how ya feel, Shy. It's not every day I DON'T want that big an audience gushing over me." Rainbow helped Fluttershy back on her hooves, the entire group moving deeper into the palace towards the throne room. They could still hear clatter and the sound of running hoofsteps well into the deep hallways and corridors they traveled.

“Well, I for one find events like that rather intriguing. The entire process of running the nation, identifying plans and courses of action, handling the press. Why, it’s all so exhilarating!” Rarity almost seemed to beam as she trotted beside Applejack, the farmer pony obviously not sharing her sentiment.

“Well, y’all can look at it like that, if it helps ya put a positive spin on lying to ponies. I, on the other hoof, woulda just told the press what we’re dealin’ with and been done with it.” AJ huffed. “T’ain’t no fair, not givin everypony proper warnin’ on what’s comin’ their way.”

“I couldn’t agree with you more, Lady Applejack.” The five Elements turned in surprise at Princess Luna’s response, stalling momentarily as they processed her words. “I also take issue with hiding the truth from my subjects. However, telling them that a trans-dimensional chaos monster has decided to kill their princesses and destroy the world might not be the best course of action.” The night goddess magicked the door to the throne room open, the group trotting inside.

“Well, I guess when you put it that way…” Applejack giggled nervously, catching Luna’s point. Before them, Celestia sat on her throne, Shining Armor by her side. Signing the final scroll for the day, she turned to greet her friends, each wearing a troubled look.

“Hello, girls. How did the press conference go?” The question was more a tool to start the conversation than a true inquiry. She knew these mares and the press, and judging by the orders they were given about answering the questions, she could already tell how it went.

“It was CRAZY, Princess Celestia! The whole time, I had to fight to keep quiet about everything! I’m just glad nopony asked ME anything.” the party mare said to the sun princess.

“Unfortunately, that’s the price we must pay some times, being responsible for the safety of Equestria. Every once and a while, we must hold back the entirety of the truth in order to keep the citizenry safe.” Celestia smiled weakly, stretching as she finally stood up from her throne. “Even if it hurts us. Shining, why don’t you go ahead and tell the girls what you just told me.” The Elements and Luna turned to the Guard Captain as he levitated a scroll from beside Celestia’s throne. He brought it to rest in the air in front of him, unrolling it as he leaned in close to read.

“Alright, here it is;

Dear Princesses Celestia and Luna,

I am pleased to report that Midnight and I have arrived in Ponyville without incident, and have found Star Swirl’s personal journal, exactly where you said it would be. Together, we decided to turn in early the night we arrived in order to gather our strength for studies tomorrow. I will keep you updated on both mine and Midnight’s progress in future reports.

Sincerely,

Twilight Sparkle”

“We received that late last night, sent by Twilight’s own magic. They’re safe, and

working on their spells right this moment.” Shining said, a hint of pride in his voice for his sister. “Don’t worry, everypony. Even if our situation isn’t the best with dealing with the press, at least we can take comfort in knowing Twilight is on the job.”

“What the BUCK?!?!?” Twilight shouted, eyes wide as she sprang up from the couch. “Spike!!! How in the wide world of Equestria could you put me to sleep when we have so much work ahead of us?!?!?” Both Spike and Midnight cringed, Midnight from never seeing the mare this way and Spike from knowing just how angry she had to be to act this way.

“Sorry, Twilight, but you needed the rest. You were getting kinda...” the dragon said, rolling his paw on his wrist as he looked for the right words.

“Insane. Spike’s looking for the word ‘insane.’” Midnight interjected. Spike faceclawed, waiting for the eventual explosion from his surrogate sister. “I mean, it was very obvious you needed some sleep. Spike was just looking out for you. I’m not entirely schooled on all the finer points of magic yet, but I’m pretty sure you need focus and concentration to pull off powerful spells like the ones Star Swirl left in his journal.”

“Yeah, and it’s not like we just messed around all day.” Spike added. “After I gave him a tour of the town, we scouted a great location by Whitetail Wood for you and him to practice all those wicked-awesome attack spells without, you know, destroying the town.” Twilight snorted, still trying to maintain a level of anger and seriousness in her scolding.

“Well, fine then. But he still has to go over all the basic casting commands and spell prepara-”

“Got it!” Midnight chimed in with a grin. “Spike told me about how you would prime your magic abilities before every single test Celestia would give you. He guided me through all the old mental stretches and exercises you used to do.” Twilight’s jaw dropped as Midnight gave the young dragon a brohoof and a chest bump. “He figured you’d want me to work out in the same way, seeing as how you’d be teaching me all those powerful assault spells.”

“But I... we... I...” Twilight stammered, wanting to protest her unwanted tranquilization. However, her newly rested mind analyzed the various factors and figures regarding magic usage, focus and concentration, suddenly realizing Midnight had a point. “Ugh!” she finally said with a huff, deciding to drop the entire facade of anger. “Fine... at least you two didn’t just slack off all day.” The unicorn trotted back over to the pedestal where both Star Swirl’s journal and her Elemental tiara lay, looking over the two artifacts. Twilight then turned to the copy of ‘Equestrian Combat Magic’ her teacher had given her. Taking a deep sigh, she gave the floor a determined stomp.

“Alright! Here’s the plan for the remainder of our time in Ponyville: In the mornings, I’ll go over Star Swirl’s journal while I run the library. Midnight, you can go about town if you want. Just keep out of trouble. In the afternoon, we’ll all go to the field by Whitetail Wood to practice our combat magic together. With your learning curve and my tutelage, we should be able to increase both our abilities exponentially. By then, I should have unlocked the secrets to weaponizing the Elements of Harmony.” Twilight bore a new look of determination as the plan

played out in her mind. Midnight slowly trotted up behind her, placing a hoof on her shoulder.

“Sounds good to me. For the rest of our time here, I’m all yours, teach.” The last word struck a cord inside Twilight. Briefly, she remembered back to her personal studies with Princess Celestia, at times calling her by the same casual title. The mare smiled warmly as she fought back a lump in her throat. SHE was the teacher now. It was her time to be the inspiration.

“Good.” she managed to choke out after a few moments. “We’ll start immediately. Spike, do you think we could get some coffee, and I mean the ACTUAL coffee, this time?” With a salute and a quick ‘Yes, ma’am!’, the little dragon bounced off to the kitchen to brew the two a fresh pot of the coffee. “We’re going to go over our lesson plan right now, Midnight. Tomorrow, we begin our training.”

“I moved sixteen tons of gemstones in one day, and I STILL didn’t hurt this much.” The diamond dog flopped down on the bed, face first, his complaining barely audible to the rest of his companions. All throughout the spare Guard barracks, the other deputized civilians all shuffled towards their beds, having earned their peaceful night’s sleep. Since sunrise this morning, Soarin’, Spitfire, Breaburn, Big Mac, Little Strongheart, Gilda, Rover, Prince Blueblood, and Trixie had been put through the ringer by the toughest, strongest and meanest drill sergeants ever to train Celestia’s finest. Learning hoof-to-hoof combat tactics, advanced flight maneuvering, concentrated magic focusing techniques; just some of the brutal training the nine creatures had to go through today.

“I hear that, pardner. I feel like the Barren Lands, warmed, over.” Breaburn crawled under the covers of his Guard issued bed, letting his Stetson fall to the floor and ignoring the fact he still wore his vest.

“Yeah. As brutal as Spitfire can be when she has us running drills, even SHE’S not that tough.” Soarin’ offered with a chuckle, immediately dying to a worried groan as he noticed the annoyed look on his teammate’s face.

“Thanks, Soarin.’” Spitfire said, rolling over as she pulled the covers over herself. “I’ll remember that... NEXT practice.”

“When I was younger and hot-headed, I used to wonder why King Veloc respected the Equestrian military so much.” Gilda said as she arched her back, several vertebra cracking loudly as she groaned in pain. “Now... I see why.” The rest of the group offered their murmurs and grunts in agreement, each crawling and shuffling into their beds in the long barracks, save for Prince Blueblood. The Prince, finding old habits hard to break, inspected and perused over his bed before finally climbing in.

“Regardless of how you all may feel, friends,” Blueblood said, making sure he was loud enough to be heard by all. “you all did fabulous for your first day of training. I’m sure tomorrow will be even easier. Let’s just all get a good night’s sleep, and get ourselves ready.” The royal relative turned over, facing the bed between him and the back wall of the barracks.

It remained untouched, the warrior it was intended for not having claimed it yet. Blueblood sat up and looked over his fellow creatures. There were the two Wonderbolts, the Apple family members, Rover, Gilda... but no Trixie. He looked over the occupied beds, noticing each of his fellow fighters either asleep or very close to it. Silently, he curled up into his pillow, waiting until he was sure they were all asleep. After a few minutes, when he was certain they were all out for the night, the alabaster noble slowly slid out of bed and out into the hall.

It wasn't difficult to find the showmare. Throughout the day, Blueblood had sensed her magical aura every time she cast a shield spell or levitated an object on command. The most inconvenient part of hunting her down was going all the way back to the training ground to pick up the trail where he last felt her power. But sure enough, the familiar blue, female aura still remained strong as he followed it from the training ground, through the hallways, past the foyer and out into the Royal Gardens. There, in one of the clearings, Blueblood finally found his missing teammate. Trixie sat alone on a bench, overlooking the usual spot where the gardeners would leave their tools for the day as they went about caring for the plants and animals. She still wore her cape, but had opted to remove her pointed hat, having left it sitting beside her on the bench. Her silvery mane shined in the pale light of the late-evening moon, almost glowing as she stared silently at the grass below her hooves.

"You worked hard today, Ms. Lunamoon. You should probably get some sleep." Blueblood finally said, causing the mare to nearly fall off her seat in surprise.

"Oh! Blueblood... you startled me." Trixie said, holding a hoof to her chest. "I wasn't expecting anypony to come looking for me." The prince slowly walked over to her, Trixie politely moving her hat to the other side of the bench to allow him a place to sit.

"And why wouldn't I come looking for the defacto leader of our rag-tag little group of soldiers?" he playfully asked, coaxing a scoff and eye-roll out of the mare.

"Oh, please. Me, a leader? How did THAT idea ever come about?" Trixie shook her head at the absurdity of the notion. "I'm just a traveling magician who wound up in the right place at the right time. The thought me leading anypony anywhere is laughable."

"Really? Because the rest of our group seems to be very comfortable with you in charge." Trixie gave the stallion a confused glance, the look on her face begging the obvious question. "It's your surname. 'Lunamoon.' Meaning, 'Of Luna's moon.'" Trixie scoffed at her name, disregarding the stories Luna had told her about her bloodline in the distant past.

"Please, I heard this before. All about how my family served as the Lunar Knights centuries ago, and how we defended Equestria against the forces of evil under Luna's command. It's still so hard to believe. I mean, almost NO ponies use their surnames anymore, if they can even remember them, that is. And though Mother told me about our family being important long ago, I never really understood why it was so important to her that I keep using it." Trixie swung her forelegs back and forth, the tips of her hooves lightly scraping the ground under the bench. "I know it used to be a name of honor, something to respect. But now... it belongs to me. I... I don't know if I can live up to it." Blueblood scooted closer to the young mare, placing a hoof on her shoulder to comfort her.

"Don't know if you'll live up to it? I seem to remember a certain little blue unicorn

saving my life from a crazed jester in the marketplace when it would have been so much easier to run and save herself.” Trixie turned to him slightly, a gentle smile slowly starting to form on her face. “If you ask me, you’re well on your way to doing your ancestors proud, and earning the title ‘Trixie of Luna’s moon.’” The stallion sighed, looking up at the glowing orb high above them, the pale light filling the garden as crickets chirped in the dark. “I know the glamour around being a noble. The way quote, unquote ‘commoners’ look at you influences the way you look at yourself. For a long time, I thought myself higher than other ponies, somehow being better without ever having done anything to claim other than my title of Prince. When I finally realized I needed to make a change and turn my life around... I almost lost it. Trixie,” he said, reaching a hoof to her cheek and turning her to face him. “you saved my life. When you really didn’t have to.” Trixie expression changed to surprise, the Prince’s words catching her off guard.

“What do you mean I didn’t have to? Why wouldn’t I have had to?” she asked, defensively. The stallion just chuckled.

“Well, The Apple family stumbled into the fight. Rover and Gilda wanted revenge. Soarin’, Spitfire and I are were duty-bound to respond. Even Midnight fought for how he feels about Luna. You were the only one who freely chose to join the fight. You were in the clear, safe and sound, but then freely chose to return and save me. And for that...” Blueblood leaned in, giving the light blue mare a soft peck on the cheek. “... I’ll always be grateful.” Trixie’s cheeks lit up bright red as Blueblood slid off the bench, turning to walk back to the barracks. The showmare held a hoof to her cheek where the prince’s lips had been, her gaze locked on the noblepony as he stopped at the end of the clearing.

“I’m going back to bed, Trixie. I suggest you do the same. We have a long day of training ahead of us tomorrow, and this team needs it’s leader.” With that, Blueblood disappeared into the shadows, leaving Trixie alone. The young mage looked up at the moon above, sighing as she rubbed her hoof against her cheek.

“A leader...? Me..?” She closed her eyes, levitating her hat back on her head as she stood up, breathing in the cool night air. Slowly, she trotted the same path Blueblood had moments ago. “I don’t know if I can do it... but I’m sure as sugar gonna try.”

Over the next several days, Midnight and Twilight continued their training and research into Star Swirl’s journal. The two would wake up in the early hours of the morning, then walk through town to Sugarcube Corner for coffee and donuts before returning to the library. There, the two ponies would review Star Swirl’s notes, the stallion assisting in any way he could as the veteran magic user experimented on her Elemental tiara. At times, when long periods of time were silent study were required to unlock the secrets held within the ancient pages, Midnight would slip out into the town, leaving Twilight and Spike behind as he freely explored the beautiful little city before him. It was on one of these little escapes when Midnight met perhaps the most dangerous little ponies in Equestria.

Midnight walked slowly through the town, taking in the simple beauty of the differently decorated houses and businesses as he greeted and spoke with various ponies he

met. Being the small town that it was, everypony had already heard about Twilight and his mission, making explaining the presence of both wings and a horn on his body down to a minimum. Much to his delight, the ponies in this town couldn't be friendlier or more hospitable to a stranger. It was on one of these peaceful mornings, however, when he met perhaps the most destructive, dangerous and all around unpredictable ponies he could have imagined.

Midnight walked down one of the many alleys in the downtown area of Ponyville, making his way from the park he had spent the morning to one of the few cafe's dotting the center of town. As he passed through a particularly shady section of the alley, he noticed out of the corner of his eye a streak of movement. The stallion turned his head, expecting to see a stray cat or some other small animal. However, as his eyes adjusted, there was nothing there. He continued walking, not paying the momentary distraction any mind. The sound of a falling tin can caused him to turn again, quicker this time. He found a single empty tin can, slowly rolling in his direction. The piece of trash stopped just as he heard the young mare's voice shout, "Grab em!"

A thin burlap sack was flung over Midnight's head, followed by a lasso around his barrel. Quickly, the rope started to wind around him, his attacker suppressing his legs and wings, and almost prompting the warrior to almost react with a huge burst of magic. However, two very important points prevented him from his action. One, this was Ponyville, and no pony outside the princesses or the townsfolk knew he was here, so this wasn't an attack. And second, his attackers most certainly didn't want to hurt him. The sack over his head just barely covered his head, and aside from a bad smell inside, presented him no immediate threat. The rope, too, was no threat, being bound so lightly that he was sure he could easily shimmy out of it should he so choose.

"Good, now pull him down, girls!" a new voice shouted, the pull of the rope increasing slightly as quiet grunts came from every weak tug. Midnight decided to play along, however, making a show of losing his footing and falling in the direction of the tugs.

"Ha! Now we got em!" a third voice said, triumphantly. The three different voices in unison all grunted as they pulled on the rope, directing him against the back wall of a nearby building. Once they positioned him sitting up (with his assistance, of course) the assailants pulled the burlap sack from Midnight's head. Standing before him were three young ponies, all wearing their own brown sack/masks, eye holes cut awkwardly in each one. He could tell by their size that they had to be school kids, um... fillies, each probably only half the age of Twilight and her friends. The one had an off-white coat with lavender purple mane and tail, a small horn poking out the top of her mask. One of the others had a bright orange coat with her mane and tail darker shade of purple, a pair of tiny wings folded on her back. The third attacker, now standing with her nose almost right against his, had a light yellow coat with a pinkish-red mane and tail.

"Oh, no! I've been captured! Whatever shall I do?" Midnight said, acting overly dramatic as he did his best Rarity impression. "I am at the mercy of three highly-skilled, merciless muggers! Whatever do you want with me, o dangerous assaulters?" The orange pegasi's eyes took on a worried look as she turned to her friend.

“Oh no, Applebloom. He thinks we’re really gonna hurt him.” The yellow filly’s eyes went wide as she quickly turned to her identifier, stomping a hoof.

“Scootaloo! We’re not supposed to use our real names, remember? Why didn’t you stick with the plan?” The little pegasus looked panicked, pointing a hoof at her unicorn friend.

“Well, SweetieBelle never told me that before we started this!” The yellow filly now known as ‘Applebloom’ put her hoof to her face, shaking her head. With a single tug, she removed her burlap mask, revealing her face.

“Well, there’s no point in hidin’ our faces anymore. He already knows our names.” Scootaloo and SweetieBelle looked at each other somewhat sorrowful, following suit in removing their masks as well. Midnight had to fight the strong urge to shout ‘Awww...!’ upon finally seeing the three cute little fillies, the three friends being the first young ponies he had been able to actually see up close.

“Well, I suppose there’s no point in me playing along now, either.” With one simple motion, Midnight stretched out his forelegs, breaking the only two strands of rope actually holding any type of grip on his body, the frayed pieces falling to the ground. The three fillies looked at him in surprise, ears folding back as they backed away cautiously. “Now, Applebloom, Scootaloo, SweetieBelle; what’s the meaning of hog-tying me?” The three looked at each other before Applebloom finally took a step forward, an apologetic look in her eyes.

“Well... we’re the Cutie-mark Crusaders. We been trying to get our cutie-marks a while now. We saw ya come on that big airship with Twilight, but we couldn’t ask ya what we wanted ta then...” The little earth pony traced her hoof in a circle on the ground. “... we just wanted to know... well...”

“How does a full grown stallion still not have his cutie-mark?” Scootaloo finally interrupted, cutting right to the point. Midnight was taken by surprise by the question, and would have laughed it off if not for the troubled look he was now getting from the three adorable little ponies.

“See, We’ve been trying to get our cutie-marks for like, forever, and still don’t have em.” Applebloom said. “Did you just not find your special talent, yet, or what?” Midnight looked back at his blank flank, regarding it with a sense of sadness for the first time. He then looked over the flanks of the three fillies, each of them also without a mark defining their special talents.

‘Wow...’ he thought. ‘I guess I didn’t realize just how important getting a cutie-mark is to these ponies.’ He wondered for a moment as to just what he could say to comfort the little trio. Slowly, he stepped forward, reaching up with his hoof to ruffle Applebloom’s mane.

“Well... to tell ya the truth...” he said, his voice slipping to a whisper. The three moved in close as he motioned them in. “To tell ya the truth... I’m an alien.” The three Crusaders leaned back, eyes wide at this new, stunning revelation. “Oh, come on. You said it yourself; full grown stallion, no cutie-mark...” he turned to his side, opening his wings wide as he pointed his horn at them. “... not to mention having BOTH wings and a horn, not to mention

how easily I broke your ropes. I couldn't decide what kinda pony I wanted to be, so I picked a combination of all three. Earth pony, pegasi and unicorn." The three fillies looked at Midnight with a mix of excitement and awe, the stallion trying his best to stand in a regal and impressive way before them. A simultaneous cry of 'Coooooolllll...' came from them as starting walking around him.

"So, you're really an alien, then?" SweetieBelle asked.

"Yep. I... am Midnight Blaze! I'm a human, a creature that walks on two legs, has no coat and has five digits on the end of each limb. Those are kinda like claws on a griffin or dragon, but stubbier on the end."

"I can't even IMAGINE that..." Scootaloo said, looking up and down the length of Midnight's wing. "So, why are you here, then?" Midnight grinned inwardly as he leaned down to the fillies, speaking to them in a hushed tone.

"I'm here on a secret mission from the Princesses. Me and the Elements of Harmony are working together, so I can't say much more."

"Wow! That's so cool!" Scootaloo said, bouncing in place. "Can we help?"

"Yeah, can we?" Scootaloo added.

"We're great at keeping secrets and helping out, mister!" Applebloom said, the three fillies now face to face with Midnight as he leaned back from their adorable, sparkling, wide eyes.

"Oh... um..." he hesitated, finally breaking under the pressure of too much 'D'aww.' "Fine, fine! You can help." The fillies hopped up together, the three bringing their right forehooves together in a mid-air 'hoof-five.'

"CUTIE-MARK CRUSADERS ALIEN SECRET AGENT ASSISTANTS!!!! YAY!!!!" Midnight quickly hushed the three, waving his hooves as their hollering echoed through the alley.

"SHHH!!! Quiet, quiet, quiet! I'm supposed to be a 'secret,' remember?" The fillies silenced themselves, each standing back against the wall of the building behind them, eyes shifting side to side.

"Right. Sorry Mr. Blaze." Applebloom said. "What's our first assignment?" Midnight took a moment to ponder what might keep these girls busy, while keeping his 'alien creature' status secret til he returned to Canterlot.

"Alright, listen up." he said, convincingly. "Your one and only job, my little ponies, is to keep an eye on the town. Make sure there are no strange creatures or evil-looking ponies. If you see any, report to me, Spike or Twilight immediately. Understand?" The Crusaders all stood before him at attention, saluting him with a serious, determined look.

"Sir, yes, sir!" they said, again in unison.

“Very well. You have your orders, Cutie-mark Crusaders. You are dismissed!” Midnight barked, saluting them in return. With that, the three fillies galloped out of the alley and out into the town, disappearing in a cloud of dust. Alone at last, Midnight breathed a sigh of relief, shaking his head as he chuckled.

“Heh... those girls could probably do more chaos than Bedlam could ever hope to.”

“OOH! Fluttah-Shy, it’s been SO LONG since we verked together! Und Mizz Rarity! Your designs are more wunderbar than I remember!” In the Royal Gardens, Photo Finish sprinted around Rarity and Fluttershy, each wearing a unique and beautiful formal dress the fashionista had thrown together during her boring nights in the palace. As the modeling agent jetted about snapping photos, Rarity beaming in all her glory, while Fluttershy was content to cringe behind her large mane. Applejack and Rainbow Dash sat off to the side of the clearing, however, making sure to hide their giggles and snickers at what Applejack called Photo Finish’s ‘fancy ack-cent.’ “Mr. Toity, you were SO right to tell me about these two being in town!”

“Of course, my dear P.F.” Hoity Toity said with pride, adjusting his shades and overly-done mane. “I’m just glad you two could take the time to grace us with your presence.” Rarity giggled coyly, remembering to give detail about their back story whenever they had the chance.

“Oh, it’s no trouble at all. Anything for a fan. I mean, after all, finding new inspiration for my upcoming line of formal and casual wear was why we all came to Canterlot in the first place.” the alabaster unicorn giggled, thankful she wasn’t the Element of Honesty. The entire week had been like this, one even after another after another. All at the request of the Princesses. Today it was a photo shoot with the two most influential ponies in the fashion industry. Yesterday, it was a tour of the Wonderbolts Junior Flight Camp for colts and fillies, where Rainbow spoke to hopeful youngsters about her training regiment, determination and, of course, the Sonic Rainboom. The day before that, Applejack was asked to address a meeting of the Future Farmers of Equestria club at Canterlot University, explaining the finer points of running your own orchard. The self-proclaimed ‘simple farmmare’ surprised her friends, however, being extremely knowledgeable not only in matters of crop rotation and fertilization, but also sales projections and estimated cost analysis. The day before THAT, Fluttershy spent with the Canterlot Gardens animal care staff, trading herbal remedies and explaining to them that you should not only care for their animals, but nurture them to grow into the best creatures they could possibly be.

Every personal and public appearance was strategically planned by either Celestia or Luna for two reasons. One; to somewhat distract the public from recent attacks by Bedlam and the Killjoys. Though the damage was still being cleaned up, that was no reason to linger on the negative, right? And two; to explain the presence of the heightened security around the city. A visit from the Elements of Harmony was more than enough for the added security to the ponies of Canterlot. After all, they were national heroes.

Photo Finish and Hoity Toity finally called an end to today’s shoot, their collective

cronies gathering up their equipment as Rainbow and AJ approached their two friends. Rarity bid the two a fond farewell, the likes of which only a refined, cultured mare could. Fluttershy, however, chose to zip behind the closest changing screen, pulling off the overly extravagant dress as fast as her little hooves would allow her.

“Tarnation! If I had to listen to that frou-frou filly gush over y’all anymore, I’d crack right up!” AJ said, making sure the blue earth pony didn’t hear her.

“Yeah, me too!” Dash added. “And Fluttershy! I thought you were gonna have a heart attack, the way you were shaking around those flash bulbs!” The speedster said, not even trying to hide her laughter. Fluttershy blushed a little, feeling a growing sense of comfort in the company of her friends.

“W-well, I didn’t really like having to model again. But if it’ll help our mission here, I suppose I can deal with it for a now.” Rarity gave her timid friend a pat on the shoulder, still wearing the opulent gown Hoity Toity had supplied her. “I guess that’s just one of the sacrifices we must make, bearing the burden of being the Elements of Harmony, and all that.”

“Sacrifices, yes.” said a powerful voice from behind the mares. “Like returning that dress before the shoot leaves.” The four Elements turned around, finding Luna standing behind them, grinning playfully. Rarity looked down at the flowing fabric of her dress, giving a nervous giggle.

“Oh, my goodness. How... silly of me. Pardon, all.” The white mare hurried away after the troop of photographers, her friends laughing as she tried to run without mussing up her dress.

“Dang, Princess Luna. I lost count of how many times you snuck up on us this week. I had cats make more noise than you.” AJ joked. The Night Princess smiled, taking it as a compliment.

“Thank you, fair Applejack. You don’t move silently through the night for centuries without learning to keep from disturbing sleeping ponies.” Luna said, giving them a coy smile. “So, how is everypony doing lately? Holding up well, I hope.”

“Can’t really complain, Princess.” Rainbow said, sitting beside her pink-maned friend. “It’s been kinda cool hanging out in Canterlot these last few days.”

“We just wish it was under better circumstances.” Fluttershy added. Luna nodded in agreement, pondering for a moment as she looked over the three.

“I agree. But tell me; have any of you seen Pinkie Pie, lately? I’ve been wanting to ask her something.” The three looked at each other, then back to Luna, seemingly worried.

“Well Princess, Pinkie seems...” AJ paused, searching for the right word. “... distracted lately. We all think it’s...”

“That Killjoy jester, Tumbler? Yes, as do I.” The four fell silent for a moment, considering their pink friend. Behind them, Rarity finally came trotting back, the dress she had

been wearing now removed and returned to it's rightful owner.

"Sorry about that, Princess Luna." she said with a curtsy. "To what do we owe this honor?" Luna smiled at the mare, her proper attitude always reminding her of the days she held full court.

"A pleasure to see you as well, Miss Rarity. Just checking in on Equestria's greatest heroes." A loud boom startled the five mares, halting their conversation in it's tracks. A large puff of smoke rose up from over one the far walls, leading to the Royal Guard training yards. Luna cleared her throat, spreading her wings before the four Elements. "As much as I'd like to stay and chat more, friends, I believe I'm needed elsewhere. I'll catch up with you later, all. Excuse me." Luna launched herself into the air with a single beat of her wings, taking to the air in the direction of the training yard. Back on the ground, the four Elements watched as the Night Princess took off, leaving them far behind to continue their day.

"Girls," Rarity finally asked. "isn't that the yard where Trixie and the others are training?"

Luna soared high above the training yard, watching for a moment the flurry of action happening below her. Flashes of magic and puffs of smoke and dust arose from the four corners of the yard as various creatures ran back and forth, training in various different ways. The dark princess landed on the top of the wall beside Shining Armor, the stallion greeting her with the usual bow of respect.

"Good afternoon, Princess Luna. Nice to see you again." he said, immediately interrupted by the demanding shouts of a single mare below. The two watched as a pointy-hat wearing unicorn mare barked orders at the collection of creatures before her.

"Blueblood! Suppression fire on the left! Spitfire! Flank right, intercept! Come on, soldiers, let's move!" Below in the yard, Trixie held onto her hat as a gust of wind knocked up dust and dirt, temporally blocking her vision. She raised a shield, already knowing what was coming. Sure enough, a large barrel thrown by Big Mac crashed against her barrier, shattering into a hundred pieces. Undaunted, Trixie gathered up the broken pieces in her magic, sending them raining down on the opposite side of the yard.

"Oh, my goodness! Shining Armor, should you really be pushing them as hard as you are? They are still all civilians, after all." Luna said, the concern obvious in her voice. The guard captain only laughed, pointing a hoof to the far wall on the opposite end of the yard.

"Princess Luna, it's not me or my drill instructors that are in charge of this exercise right now." Luna looked up at the far wall, gasping in shock. Sure enough, the entire wall was crowded with stallions and mares Luna recognized as some of the toughest drill instructors in service to the Crowns. They remained still, staring almost unblinking as they watched the scene of combat unfold in the yard below them.

"They've been getting steadily better, day after day. Their understanding of combat tactics, flight combat maneuvers and magical concepts have progressed steadily since Trixie

took a more active roll in their training. She's been splitting them up into random groups so they could learn each other's strengths and weaknesses, thus making them better suited to rely on each other in combat." Luna looked down at the blue mare, the rowdy scene ending as she levitated a whistle to her lips and gave it a strong blow. Each of the warriors-in-training stopped in place before making their way to the young showmare. "Trixie has been staying up late into the night, researching every book on various combat techniques and tactics she can get her hooves on. Even when they're dismissed, she's constantly hunting me down to ask about different occasions the Guards have had to respond to. Truthfully, Princess..." Shining Armor rubbed the back of his head with a hoof, chuckling slightly. "... I haven't seen a more studious student since, well... Twilight." Luna raised an eyebrow, somewhat taken aback by the Guard Captain's statement.

"Really, now? That's quite a statement, coming from her brother and all." Luna watched as the group of creatures saluted the showmare, then split apart to groups again, each now cleaning up the debris they created with their training. Trixie sat down in the dirt, breathing a sigh of relief as she removed her hat and wiped the sweat from her brow. She didn't notice Luna staring down on her from the wall above, regarding her with a curious eye. "That's something new I'll have to consider when deploying her unit against the Killjoys." Luna said, spreading her wings again. "I stopped by to check on the progress of this special team, but now I see that they are well on their way to becoming a force to be reckoned with. Tell her to carry on the good work, Captain. I must be off." Shining Armor gave a salute as Luna launched herself once again into the air, taking off for the palace proper to report to her sister on the progress they had made.

"Midnight! Fireball, NOW!" Twilight yelled, her training partner responding immediately. Midnight's horn glowed brightly, a sphere of red flame forming in front of him. With a thought, the burning orb fired off at amazing speed, right for the purple mare. The crown of onlookers gasped in shock as the it approached, the roar of flames drowning out their cries of horror. Twilight's own horn glowed behind her Elemental tiara in response, catching the fireball and redirecting it back at Midnight, the stallion splitting it in mid-air with a concentrated beam of energy, delighting the crowd.

"Woo-HOO! Way to go, you two! Awesome moves!" Spike shouted from the makeshift stands the ponies of town had set up to watch the two practice. Beside him sat Mayor Mare, as proper and controlled as ever as she clapped her hooves conservatively at the display.

"I must say, Spike, Midnight certainly has improved from what Twilight told me about his skills. Is it true he only had basic knowledge of magic just a few days ago?" the Mayor asked, adjusting her glasses as she watched Midnight fly about in his battle armor.

"Yep!" Spike answered with pride. "The last few days practicing with Twilight have REALLY paid off. They've both learned so much about combat magic these few days, you'd think they'd been studying it all their lives." Mayor Mare nodded, knowing the condition of the field reflected this statement. All across the wide expanse were craters, scorch marks and deep gouged in the soil, each one a testament to the great ethereal power the two ponies held

inside.

Another round of shouts from the crowd drew Spike and the Mayor's attention, this time from the round of lightening bolts Twilight was launching at Midnight. For his part, the pegacorn dodged every shot with ease, only to gasp in surprise as each bolt turned to chase him in mid-flight. The crowd of assembled ponies 'oohed' and 'ahhed' as Midnight looped, spun and barrel rolled through the sky, the three bolts never wavering in their pursuit. As he flew through and around the assembled clouds above the field, Midnight came up with a plan. Moving into a sharp dive, he headed back down towards the field, aiming himself right where Twilight was standing. The onlookers gasped in shock as the stallion quickly approached their librarian, the unicorn refusing to move as certain destruction loomed overhead. As he approached, Twilight closed her eyes, her horn glowing brighter enough to make the crowd of onlookers shield their eyes from the light. At the last moment, Midnight suddenly banked up mere feet from Twilight, avoiding the lightening bolts as they crashed into the ground right where Twilight stood.

"Twilight!!!" Spike shouted, hopping up from his seat and running towards the cloud of dust where his surrogate sister was standing. A hush came over the spectators as he slowed to a stop just before her last position. The little dragon stared in fright as he barely made out the image of a mare behind the dust and smoke.

"It's alright, Spike. I'm OK." As the smoke cleared, the reassuring voice of his sister caught the little dragon by surprise. There Twilight stood, safe and sound. However, she looked very different than she did before the blast. Twilight still wore her tiara, however now it was an ornate part of an elaborately designed helmet, her horn sticking out of the front. Attached to the back of the helmet were metal plates, connecting to an interlocking series of armor plates around her barrel. Around her four hooves were plated armor horseshoes, each rising half way up her legs to her knees. The entire armor set glowed with a purple light, giving Twilight a mystical aura that made the townsp ponies watching stare in awe. Now free of the lightening's pursuit, Midnight slowly hovered down to the ground, chuckling at the surprised little drake.

"Haha... got ya, Spike!" he said, approaching Twilight. "We wanted it to be a surprise. The other night, Twilight managed to unlock Star Swirl's research into the Elements!"

"And that's not all, Spike." Twilight added. "I should be able to do the same for all the other Elements, no problem." Twilight beamed with pride as she posed in the shining regalia, energy rippling down the surface in cool waves. Despite the strange appearance of the armor, Spike still ran up to Twilight, throwing his arms around her neck in delight.

"You did it, Twi! I knew it was only a matter of time before you figured it out!"

"And not a day too soon." the mare added. "Early tomorrow, the Imacloud should be back to take us back to Canterlot. By now, Trixie and the rest of Luna's SPLAT team-"

"SWAT team, actually." Midnight corrected.

"Sorry." Twi giggled with a blush. "Her SWAT team, rather, should be ready to handle anything the Killjoys should throw at them." As the last of the smoke from the blast cleared

away, a round of stomping and clopping hooves came from the ponies watching, surprised and delighted by the new and empowered Twilight Sparkle. Twilight, Midnight and Spike turned toward the gathered ponies and bowed, taking simple pleasure in wowing them with their amazing show of still. Midnight especially seemed to enjoy the praise, the smiling faces of the onlookers inspiring him to dart up into the air once more for a slow and low fly-by.

“I can’t wait till you and our friends finally face off against this Bedlam clown, Twi.” Spike said, hopping up on the mare’s back. Twilight started trotting her way back to Ponyville, following the crowd as they began to disperse. “With this new Element armor, Midnight, the Princesses and even Trixie helping us, that weirdo doesn’t stand a chance.”

“Let’s hope so, Spike.” Twilight offered in return. “I just hope we can handle whatever trouble Bedlam is planning next.”

Gilda decided to circle the tall spires of the palace just one more time. Yeah, right. She had already told herself that about a dozen times since sunset, and still wasn’t ready to turn in. One by one, she watched as the lights of businesses and stores blinked out in the streets below, their owners finally calling it a day. Hay, her entire team had already called it a day! The routines and drills Trixie had run them through were exhausting. Ever since she had some sort of heart-to-heart with that Blueblood noble, she became a mare possessed. But that wasn’t her concern, right now. It was calming herself down enough to actually fall asleep.

‘Buck! I’m still too wound up...’ the griffin thought to herself. ‘I’ll never fall asleep if I don’t calm down. But how could I? That maniac monster could pop up out of nowhere at any time...’ Gilda splayed out her wings, catching one of the few warm air updrafts still active in the cool late evening air. Even this hardened griffin chic had to admit; this pony city was beautiful from up here. It had a relaxed, peaceful sense about it that only helped put her warrior’s spirit ease that much quicker. However, just as ambassador decided she’d give her bed another shot, something caught her eye. Down on the balcony of one of the tallest towers sat a creature. Something... pink? Turning her wings, Gilda slowed her descent, aiming herself at the being in question. Silently, she approached, the soft padding of her claws and paws making no hint of sound as she reached the end of the spire and looked down. There, staring out across the city, sat Pinkie Pie.

“Hi, Gilda...” the somber mare said, almost causing the griffin to fall off her perch in surprise. Now discovered, Gilda hopped down beside Pinkie, taking a seat as she cleared her throat.

“Hiya, Pinks. What, um... what brings you out this late? Shouldn’t you be resting up to welcome Twilight and Midnight back tomorrow?” Pinkie nodded slowly, looking down at her hooves as she let out a sigh.

“Yeah... I suppose. It’s just that-” Pinkie suddenly stopped, closing her eyes as she turned away. Though not the most sensitive of griffins, it was apparent to even Gilda that something serious was troubling the party pony. Though it pained her to do so, Gilda figured she should at least try to comfort Pinkie.

“Hey, Pinkie?” she said, giving the mare a very gentle nudge in the shoulder with a balled-up claw. “Listen... I know I wasn’t that nice when we first met, and that we only recently became...” Silently, Gilda hoped she wasn’t too premature in using this next word. “... friends. But... would you ... wanna talk about what’s bothering you?” Pinkie remained silent, closing her eyes slightly tighter, looking almost to the point of tears. “Um... you know... if you want to, that is...”

“It’s Tumbler.” the mare said quickly. Gilda turned, looking as a single tear finally escaped the corner of Pinkie’s eye. Instinctively, the griffin scooted closer, cautiously placing a wing around Pinkie. “I... used to know her...”

“What? You knew that crazy unicorn before the attacks?” Gilda said, taken aback. “How? Why wasn’t she ever locked up before now?”

“She wasn’t always like that.” Pinkie answered, sniffing back more tears as she began to explain. “Back when I got my cutie-mark in making ponies happy, I was still living on the rock farm with my mom and dad and sisters. I liked it there, but I knew I couldn’t get any better at my special talent if I just stayed there and threw parties for them. Luckily, my parents kept a lot of bits on the side for when we all got our marks. In no time at all, they got me signed up at Lady Limelight’s school for Performing Ponies. It was one of Fillydelphia’s premier school for young ponies who wanted to learn about different forms of entertainment.” Pinkie smiled weakly at the fond memories from her foalhood. “Dancing, singing, playing instruments... they had it all. That’s where I met my very first bestest-best friend ever... Carousel.” Gilda already knew that name. It was the same one Pinkie had used to send the Killjoy jester into a rage when they first met.

“Tumbler..?” Gilda asked, only getting a slow nod from the party mare.

“She was the sweetest, nicest, most funnest filly I ever met. She loved my jokes and my songs and I loved her dancing. That’s what she was taking, by the way; dancing, acrobatics, pantomime, clown classes, acting... she wanted to be a stage performer. Even though she still didn’t have her cutie-mark yet, she was still so sure she’d get one by the time we graduated, she bogged herself down with as many classes as she could handle. I took all those, plus singing lessons, music classes, decorating classes, cooking lessons... I wanted to be the best entertainer I could be to make the most ponies happy.” Pinkie sniffled again, the fond memories of her younger years threatening to bring tears to her eyes again.

‘I am SO not cut out for this mushy stuff.’ Gilda thought, scooting closer to the little pony. “So, what made her the crazy, evil psycho-case she is now?” the griffin asked. ‘Yeah, Gilda. Sound like you care, but still be a little obnoxious. good job.’

“It wasn’t until... we had our final exam.” Pinkie Pie stood up, slowly walking to the other end of the balcony. The earth pony rested her forelegs over the side railing as Gilda followed her, sitting just slightly behind. “All the students were required to showcase their talents for their final exam. I took too long preparing my performance, so I missed my time slot. Carousel was the last to perform, that day. She really wowed the instructors. I arrived just as she was about to walk off stage. They were gonna fail me, just like any other student that failed to preform on time, but Carousel pleaded with the instructors to let me do my act.

Finally, they agreed, and I didn't disappoint. I danced, sang, flipped, did stunts. I even finished off with a confetti and streamer filled cannon I modified for the grand finale. I sat there, forelegs spread out in a flourish, panting hard from my act... and they loved it."

"Well, that's great. Way to go, Pinks." Gilda said, getting slightly closer. "So, you and her graduated together, then?" Pinkie stayed silent, shaking her head again before continuing.

"We both passed, yeah. I only got a slightly higher grade than her, but we were both proud of what we accomplished. However, there was another pony in the crowd besides the instructors judging us. Gilda, have you ever heard of Sapphire Shores?" Gilda's brow peaked at the mention of the name, recognizing it quickly.

"The famous mare musician? Yeah, I heard of her. Even back in Althera we know who she is."

"Apparently, she graduated from the school a few years back, and made it big with the skills she learned there. That year, she wanted to get with the judges and find out which graduating senior would be worth taking on her tour as a back-up dancer and coordinator. But instead, she caught my act, from beginning to end. She thought I was so amazing, she came right up on stage, ready to sign me then and there. I was shocked. A famous musician like her, wanting me to travel with her? I was blown away."

"So, what did ya do?" Gilda inquired, her interest peaked now more than ever.

"I turned her down." The griffin almost fell over with surprise, never expecting to hear that sort of response. "I didn't want to be tied down to one type of performance. I wanted to explore every type of way to make ponies happy, and that would let all my other skills I learned go to waste. I turned her down, but I told her I knew who'd be perfect for her show. I went back stage to get Carousal out of the dressing room and introduce her to Sapphire, but when I got there... the dressing room was trashed. Mirrors were broken, the outfits were off their hangers and tossed around the room, everything was a mess. Then... I saw Carousal." Turning away from Gilda's gaze Pinkie sniffled some more, bringing up a hoof to wipe her eyes before continuing.

"She... slapped me across the face. I just stood there. I... I couldn't believe she would do that. She was furious with me. She claimed I knew Sapphire would be there to choose one of the graduating class to join her on her tour, and that I planned it like I did to upstage her on purpose. Before I could explain, she stormed out of the dressing room and out of the building. I... I never seen her again after that. She even missed the graduation ceremony. She just... disappeared." Gilda's stared, wide-eyed at the in disbelief. She'd only known Pinkie for a short time. Well, personally, at least. Even SHE knew the partymare was incapable of betraying anypony else in that way. Clearing her throat, Gilda found the courage to ask what was on her mind.

"Well... what did you do, then? Um, about Sapphire Shores, I mean." Pinkie shrugged, shaking her head.

"I still turned her down. After I graduated, I went home for a while. My dad had a friend from college named Carrot Cake, who became a baker in Ponyville with his wife, Cup.

They took me in as a board and trained me to run the bakery and organize events for them. That's where I met all the friends I have now, and how I became the Element of Harmony and... well, you can guess the rest. I put that day with Carousel behind me... until I saw her with the Killjoys." Pinkie turned to Gilda, mane drooping low out of its natural bounce. "Gilda... I'm responsible for her turning out this way... it's... all my fault..." The pink mare now sobbed openly, falling forward on the ground as she buried her face in her forelegs. Despite the cool facade Gilda constantly tried to display, the griffin ambassador found herself starting to tear up as well. She clenched her eyes tight, coughing to try regaining her composure as she lowered herself down to lay in front of Pinkie.

"Hey, Pinkie? Pinks?" Gilda said, trying to get her attention. However, Pinkie Pie just continued crying, unaware of her friend's attempts to comfort her. Finally, Gilda reached out a claw, taking hold of the mare's hoof and shaking it slightly. "Pinkie... whatever happened to that Carousel to turn her into Tumbler couldn't have been all your fault. Really, who knows what that Bedlam screwball did to her."

"Yeah, but what I did couldn't have helped matters any..." Pinkie said into her foreleg.

"Look," Gilda said with an exasperated sigh. "I may not have known you as long as your other friends, but I DO know you're the kind of pony who would never dream of hurting another pony in any way. And if that Carousel that you knew back in school is still inside that crazy Tumbler, then that very well may be the case." Pinkie finally raised her eyes up to meet Gilda's, finally showing the weak beginnings of a smile again.

"I...(sniff) I really hope so." Pinkie asked.

"Hopefully, between us, Twilight, Midnight and the Princesses, we'll be able to stop Bedlam and his goons, and you'll actually be able to talk with her again. Ya know,... without her trying to kill you." Much to Gilda's surprise, Pinkie actually chuckled a bit at her dark humor. Collecting herself, Pinkie stood up, sniffing a few final times before wiping the few remaining tears from her eyes.

"Thank you, Gilda. I actually feel a little better now that I told somepony." Pinkie paused, then giggled to herself. "Or, somegriffin, rather." Gilda laughed at Pinkie's correction, content that her first real attempt at comforting another creature was a success.

"No prob, Pinkie. Ya know what? I'm actually glad I could help." The two looked out across the wide open sky, Luna's moon already nearing the midnight point. Gilda thought about taking off right then and there, her work now complete. However, the new, sensitive Gilda suddenly had a wonderful idea. "Hey, Pinkie?" The pink mare turned to her companion, noticing one of her wings outstretched across the ground towards her. "Ya know, those of us with wings don't usually do this. We don't want others to suddenly think us as an air-borne taxi service. But you've been through a lot tonight, so... I'll give you a ride back to your room." Immediately, Pinkie's face lit up, any remaining traces of her sadness vanishing as she bounced merrily over to her friend and climbed on her back.

"Oh, thanks so much, Gilda! This is so super nice of you!" Gilda felt glad Pinkie's view was blocked as she blushed from the praise. With a single beat of her powerful wings, the griffin leapt into the air, letting the slight currents around the tower to carry her in a spiral

down back towards Pinkie's guest bedroom balcony.

"Don't worry, Pinks." Gilda said through the rush of the wind. "You'll get your chance to see her again, then everything will be all cleared up."

"I hope you're right." Pinkie said in reply, her forelegs wrapped around Gilda's neck. "I know it sound bad but...somehow, I think I created a monster..."

"I don't give a buck what you created. Will it work?" Tumbler asked, the annoyance easily evident in her voice. Klokwerk puffed up with pride as he practically waltzed over to the tarp covering Project Horsepower, humming happily as he checked the cable connection on the table. His enthusiasm was not shared, however, by Bedlam and the rest of his teammates. Even now, Grimdark, Tumbler, Crash and Burn were watching with rapidly deteriorating patience.

"What?! Of COURSE, it will work!" the mad doctor shouted. "You're speaking to a true super-genius, here." The modified earth-pony trotted around the room, removing different tarps from various structures he built against the walls, each with a throw-switch beside it and length of wire leading from the top to a large coil over his central creation. "The only thing this... pure work of ART needs, is it's marching orders. We have only to sit in these respective chairs for at least half a day for our memories are transferred properly, then my creation will be complete." A collective groan rose out of the group, Bedlam being the only one to remain stone-faced upon this news.

"Half a day? What the hay are we supposed to do in these chairs for all that time?" Burn asked, flicking her mane to one side as she leaned on her brother.

"Yeah, Doc. We should be preparing for the next attack instead of getting hooked up to your little science experiment." Crash said, echoing his sister's sentiment.

"Listen, I don't like it anymore than you do, but there's simply no other way to accurately transfer our memories without excruciating pain." The engineer pony sighed, rubbing his temples with his hooves.

"Well, I'm sorry this is all such an inconvenience to you all." The five warriors all turned to their master, the obviously angry look on his face immediately making them regret their complaining. "Ya know what's an 'inconvenience to me?'" The draconequus leaned down, grinning madly at his cohorts, each of them nervously smiling back as she shook their heads. **"EVERY SECOND I HAVE TO STAY IN THIS BACKWATER COUNTRY, ON THIS MUD-BALL WORLD, IN THIS PLOT-HOLE DIMENSION!!!"** The walls of the deteriorating castle shook under the roaring of the chaos god's words, the five Killjoys freezing in fear as he crawled to the center of the room. "I... HATE this pony-run country, my dear maniacs. In all the nations of all the world in all the dimensions I've ever been to, Equestria is the most orderly, clean, sweet, peaceful and happy one yet! I DESPISE those two Princesses for that, and I despise Midnight for standing in between me and destroying this world! Now, I have been EXTREMELY patient in waiting for this project to get done. But, as it stands now, I got a captured demonic alicorn in the basement, a castle falling down around

my horns, and a planet BEGGING TO BE COLLAPSED IN ON ITSELF, AND I WILL BE DENIED NO LONGER!” Standing in the enter of the room, Bedlam snapped his fingers, causing each one of his followers to levitate off the ground.

“Whoa! M-master? What are you doing?!” Grimdark asked shakily, the direwolf trying to run in place. Bedlam ignored the question, continuing with his speech.

“The fact that Luna is currently still the weakest god in this world is of little consolation! If not for the stroke of luck we had in capturing Nightmare Moon, I would never have enough power to capture and contain even her! But I’ve spent too long on this planet, in this country. Oh, how I dream of the moment I can cut through the dimensional barrier and shake the dust of this world from my paws and move on. But first...” The hovering Killjoys flew one by one against the seats of the contraptions Klokwerk built into the wall. As each settled in their seat, leather straps and rusty chains sprang from the walls, securing them in place.

“Master! W-what is this?! P-please, allow me to-”

“Oh no, Klokwerk!” the beast interrupted. “I’ve given you more than enough time to prepare! Now, we’re doing things MY way!” From seemingly nowhere, a throw-switch appeared in mid-air beside the draconequus. Bedlam scanned over his already panicked subordinates, a sly grin forming on his face. Reaching up, he grabbed the switch in his paw, throwing it down with a cry of ‘BOOM!’ The five subdued creatures cringed, then... slowly opened their eyes in confusion.

“Klokwerk? Um... nothing happened.” Grimdark noted, opening one eye and cautiously looking around. The other’s looked around in relief, Bedlam pondering the lack of results before his face lit up again.

“Of course!” he shouted. “I forgot a power source! Silly me.” The centaur-like beast pointed a talon at the center coil connecting the five contraptions. A bright blue bolt of lightning shot forth, sending incredible waves of energy through the wires and into the helpless Killjoys as they sat strapped to their seats. The five creatures writhed and shook, some gritting their teeth, some screaming as memories of their battle in the Canterlot marketplace surged through their minds. Bedlam leaned lazily against the wall of the chamber, smoothing his claws with a hoof file as his followers underwent the most painful experience of their lives.

“M-M-M-MASTER!!! PLEASE, T-TURN IT OFF!!!” Klokwerk’s pleading went unheard, his master now bouncing a red rubber ball with one paw while collecting jax with the other. Smoke started to fill the chamber, the fur and feathers of the Killjoys starting to singe from the intense heat and electrical current running through their bodies.

Bedlam laid sprawled across the floor, absentmindedly playing with a paddleball as a kitchen timer floated in orbit around his head. Ticking down to the zero, the loud ‘ding’ alerting him that his latest pet project was finally complete. Bedlam quickly stood up, promptly causing the jax, ball, hoof file, paddleball and timer to vanish. The old throw switch hovered closer to the draconequus, stopping withing paw’s reach. The creature grabbed the switch, throwing it down and effectively killing the power to the cables connecting the

Killjoys to Klokwerk's creation. In a puff of smoke, the chains and bindings holding them in place vanished, causing each of the five to slump forward, each falling to the floor with a heavy thud. Bedlam hummed as he slowly strolled over to the still smoking Klokwerk, leaning down as he gently spoke into his ear.

"I thought you said you needed twelve hours to download your memories, Heir Doctor." The scorched earth pony raised a hoof weakly, coughing out a puff of smoke before answering.

"(cough, cough)... that's... that's without causing... excruciating pain... twelve... hours..." he managed to whisper out, one of his mechanical wings twitching slightly underneath him, small sparks flickering from his false horn. Bedlam raised an eyebrow, nodding knowingly.

"Ah. My mistake. Oh, well; Live and learn, I suppose." Bedlam snapped his fingers, levitating the five warriors up off the floor into standing positions. With another snap, their burnt fur and energy-ravaged bodies were restored, appearing as healthy and fit as they were before their ordeal. For their part, the five Killjoys stood for a moment before examining themselves in silent disbelief. All at once, they looked up to their master, standing beside the center table with a wide smile. "A quick restoration spell, children. Don't expect to ever get it cast on you again, though. I merely wanted to prove a point. As inconvenient as you think performing tasks in my name may be, believe me, I can make you infinitely more uncomfortable in a moment's notice. Keep that in mind, my pretties, the next time you wanna start complaining."

Four sudden loud clangs echoed through the large chamber, causing all but Bedlam himself to jump from surprise. Cooly, the mis-matched monster turned, regarding the large tarp as it settled on the floor at his feet. His eyes rose to meet the cold, dark stare of the form under the tarp, fully animated and standing at attention before the figures in the dark chamber. At once, Bedlam's expression lit up, the patchwork creature letting out a shout of sheer delight.

"YES!!! It's alive!!! ALIVE!!!" Bedlam scooped up the still disorientated Klokwerk, tossing him up in the air and catching him in a tight bear hug. "Klokwerk, you mad, mad, mad, mad scientist, you!!! Oh... it looks amazing..." the beast said, flicking a single rogue tear from his eye. Releasing his grip, he dropped the doctor to the ground, the dizzy Klokwerk barely managing to land on his hooves as Bedlam moved closer to inspect the newest member of the team.

"And... this wonderful piece of work does EVERYTHING you initially said it would?" Bedlam asked, a fiendish smile playing across his face.

"Y-yes, master. Everything, plus it has an in-system ability to adapt to it's situation." Klokwerk said in response, inching back closer to his still recovering teammates. "I-it'll never run out of ways to kill, master. And it should... actually, be ready to go at any time." Bedlam slapped his paws together with a loud "YES!," marching toward the door with a spring in his step.

"That's all I needed to know! Grab your gear, my Killjoys; we attack immediately!"

the mis-matched creature stated with a throwing his arms up and spreading his wings in a grand flourish. The display did nothing to motivate his disciples, however, the five staring in shock at the order.

“Um... pardon, Master Bedlam, but... immediately? As in... ‘right now,’ immediately? It’s the middle of the night and...” Burn timidly squeaked out, stopping abruptly as she noticed his look.. Bedlam was regarding the unicorn mare with flaming eyes, causing her to cringe under his angered gaze.

“Yes, as in ‘right now,’ immediately! Those simpleton ponies will never see it coming!” Bedlam rubbed his paws together, imagining the attack already. “We’ll storm in and plow through those rookie Night Guards in a matter of moments. And with Celestia, the Elements and Midnight sound asleep, we’ll be in and out before they know what’s happening! Hell, we might take out a few along the way!” The mechanical creation of Klokwerk’s lumbered forward, steam hissing and gears clicking as it approached Bedlam.

“See?! Even your toy is down with this plan! It’s settled, then!” The draconequus stood aside, beckoning the newly animated monster out the door into the ruined castle. He then turned back to his minions, instantly teleporting behind them as he threw his arms over their shoulders and pulled them all close.

“Get yourselves ready, children! Tonight, we take Princess Luna! Tomorrow, the world!”

It's on now, son! With the newly animated Project Horsepower finally up and running, Bedlam and the Killjoys are on their way to storm Canterlot Palace in a bid to finally get their hooves on Luna and complete the mad Chaos god's plan for global destruction. And to make matters worse, with Twilight and Midnight miles away in Ponyville, Princess Luna is left alone, without the protection of the Elements OR her champion. Will Twi and Midnight make it back in time? Will Bedlam finally get his claws in Princess Luna? Will Trixie and her team's first true battle be their last? All this and more in "Night of Fire," the next exciting chapter of...

"STAR CROSSED!!!"

p.s. - do I even need to tell you to comment, like, follow or favorite anymore?

T.T.F.N. - Ta-Ta for now!

Night of Fire

Chapter 24

Night of Fire

“You monster! You’ll never win! Midnight and the Elements will stooooaaAAAGGHH-!” Nightmare Moon’s anger was once again cut short by Bedlam, his Power Siphon spell sending waves of pain through her body. The dark alicorn hit the floor of her cage, panting heavily as she coughed out smoke. Her tormentor seemed unscathed by her disheveled state, too busy examining the last of several crystals he had just used to drain her power for the day.

“Very nice, Moony. Keep up the cliché rambling. Maybe someday, somepony might take the seriously again.” Raising the quartz gem to his nose he took a long, over exaggerated sniff, finishing it with a hearty lick at the end. “Ahh... vintage dark cosmic energy. Very potent, with a slight hickory flavor. If I didn’t need you, my dear, I would keep you locked up here and just feed off you forever.” The draconequus looked down at his captive, the mare seeming to not be paying any attention to him, all curled up on the floor and singed like that. He shook his head in disappointment, levitating the several now fully charged gems in orbit around his head. “Really, my dear, if you can’t carry on a decent conversation, then I might as well not be here at all.” Bedlam gingerly bound up the stairs of the dungeon, giving Nightmare a smile as he snapped his clawed fingers, making another cage appear beside her own.

“I’ll be bringing you a roommate shortly, my dear mare.” Nightmare Moon lifted her head off the floor of her cage just enough to catch Bedlam waving goodbye. “I’ll be out late with the kids, honey! Don’t wait up!” Bedlam opened the door and waltzed out, slamming it behind him as he left Nightmare alone in dark, once again. Slowly, though drained and hurting, the dark alicorn managed right herself, sitting on her haunches as she rubbed her head.

“Damn you, Bedlam... you heartless monster...” Nightmare lowered her fore leg, the tip of her hoof grazing a bar of her cage, sending a powerful bolt of electricity through her body. “AAHHHH!! AND DAMN YOU FOR THIS... BLASTED CAGE!” she cried out, recoiling in pain. The dark mare looked over her confinement, the electrocuting of the bars the cruelest aspect of her torment. If she angled her head just right she could see the cable attached to the top of her cage, leading up to a large crystal that Bedlam had filled with her own stolen ethereal power. The irony was not lost on Nightmare; her own dark energy now being used to keep her captive.

Allowing the pain to subside, Nightmare glanced over to the cage Bedlam had just manifested, the newest addition to the room. In size and shape, it looked almost exactly like hers; basically a collection of bars and two square plates making the top and floor. Like her own, the bars of this cage seemed almost far enough apart to squeeze through. If not for the massive electroshock she received every time she touched them, that is.

Her, above all ponies, knew what Bedlam had in store for Luna, the mad Chaos lord tormenting her with the details over the duration of her confinement. Soon, it would be Luna

he was tormenting, her and Nightmare sharing this dank, dark prison until Bedlam was ready to set his hideous plan in motion and destroy the world. Right now, he and his Killjoy minions and that... heartless, soulless monster they created. Through all her rage and all her anger and all her wrath, Nightmare Moon found herself doing something she never thought she could. In the darkness, she allowed her hooves to slide on the floor of her cell until she lay defeated, flat on her belly. Though she tried to fight it, Nightmare brought her forehooves to her face, and started to cry.

“... oh, Luna... please, be alright...” she whispered out, sobbing stronger as the thought of sharing this torture with her sister entered the front of her mind. “... fight him... with everything you have, Luna... but if you are captured...” The dark alicorn curled up in her cage, her tears running down her muzzle and forming a small puddle on the floor. “... at least I can tell you... how very sorry I am...”

Luna peered through telescope at the top of the palace’s highest tower. The night had been quiet and still, her Night Guards and Celestia’s Guards making sure the city and surrounding countryside were secure and free of any approaching dangers. They were at the top of their game, this last week being the hardest period to be a Royal Guard in the last seven hundred years. Not since a threat of invasion by a joint alliance of the griffin kingdom and the minotaur hoards had they been this vigilant. Celestia and her were most proud of their noble warriors.

However, she knew it wasn’t just them. Lead by Trixie Lunamoon, with a minor assist by her nephew, Prince Blueblood, the heroes from the initial attack on Floodgate Market were shaping up to be quite the formidable fighting force. Then, there were the bearers of the Elements of Harmony. The six of them went above anything that could be asked of a normal citizen of Equestria, giving up their lives to help with security and public relations, remaining on standby until this entire mess was over with. They were not only the one of the greatest assets that Celestia and her had at the moment, but they also proved to be something that Luna never thought she would have; the truest and best of friends.

A clock tower down in the city rang out in the dark of night. Luna listened as the large bell inside rang out twelve times, alerting the few ponies that may still be awake to the current time. Down on the outer and inner walls of the palace, magically animated spotlights surveyed the area around the palace. The newest addition to the defense regiment of the Guards, the unponied sirens worked silently, ready to sound the alarm as soon as trouble showed itself.

“...Midnight...” the night goddess spoke aloud. The mere mention of the word brought comfort to her. Every minute that passed was another that brought the two of them that much closer together again. Through all this, he had been by her side, be it as a student, a friend, a warrior or as... Luna shook the thoughts from her head, trying to focus on the task at hoof. “Remain strong, old filly. Midnight will be back out your side tomorrow. He and Twilight will return in the morning, and we can finally take the steps needed to defeat Bedlam and return this land to it’s former peace.” For a moment, she allowed herself to smile. She could already imagine him running up and throwing his forelegs around her. She would close her eyes and squeeze him tightly in return...

“Midnight... return to me soon. Equestria needs you...” Luna paused, giving the city and surrounding country one more silent glance. From here, it seemed so peaceful and quiet, but she knew better. This peace wouldn’t last for long. Soon, very soon, for the first time in a thousand years, Equestria would be truly at war.

“...I ... need you...”

“What’s taking her so long? I wanna get to the ripping and the tearing sometime tonight!” Grimdark complained, pacing back and forth on the cliff overlooking Canterlot. Behind the troubled dire wolf were his three remaining teammates and master, all currently taking their waiting much better than he was. Behind Bedlam sat the end result of ‘Project Horsepower,’ primed and ready for it’s maiden run.

“Just calm down, my furry friend. You’ll get to have your fun, shortly.” Bedlam reassured, the canine giving a bow and grunt in response as he walked in a circled and plopped down on the ground.

“Master’s right, big guy.” Crash added, walking over and giving Grimdark a noogie. “Nothin’s gonna stand in our way when we get down there tonight. Trust me.”

“Ya got that right, brother!” Without warning, a Royal Guard unicorn mare hopped out of a nearby bush, standing at attention before the group. All those present, save for Bedlam, quickly gathered themselves, ready to attack if the Guard came any closer. Their heightened alert was short-lived, however, the female Guard suddenly breaking into a fit of laughter. Sitting down on her haunches, she removed her helmet, her appearance changing almost immediately. Her bright white coat changed back to a checkered red and black outfit, the points of her jester hat falling out from underneath.

“Tumbler?” Crash and Burn asked simultaneously. The demented jester cackled as she tossed the enchanted helmet off into the woods.

“You shoulda seen the looks on your faces! Totally PRICELESS!” Tumbler said, laughing as she fell backwards. Though the members of her team regarded her with annoyed looks, Bedlam seemed relatively unphased. The draconequus strolled up to his laughing charge and leaned forward. With one fluid motion and a slight yelp from the mare, Bedlam’s clawed hand reached down, gripping Tumbler’s horn and lifting her into the air.

“I can see by the lack of burning buildings and screaming ponies that you showed a little bit about self-restraint. Good job.” Though in great pain, the manic jester grinned at the praise, knowing it was give so few and far between.

“T-thank you, Master. As much as I wanted to go and destroy Pinkamena, I knew the plan was much more important. And the news I uncovered, master... absolutely incredible!” Tumbler struggled to remain coherent and strong. Though the weight of her entire body now bear down on her delicate horn, she knew her master valued strength and loyalty, the showing of weakness being the ultimate punishable offense. “It seems... Midnight and Twilight Sparkle aren’t even in Canterlot right now!”

“What?” Bedlam asked, suddenly intrigued. “Well then, where the buck are they?”

“They’re both in Ponyville. Twilight was to research some type of spell regarding the Elements, and Midnight was to undergo some type of magical combat training. They’re both due to come back tomorrow on the first train from Ponyville.” Bedlam smiled ear-to-ear as Tumbler finished her report. This was the best stroke of luck he had since finding a beaten and drained Nightmare Moon in the Everfree. He released his grip on Tumbler’s horn, sending the mare to the ground with a thud. He spun back to face his followers, each poised and at attention, waiting for their next orders.

“Oh, this couldn’t have worked out better if I had planned it myself!” he hollered, laughing as he wrapped his fingers together. “With Twilight away, the other Bearers won’t be able to summon their Elements against us. I always suspected that’s how Celestia and Luna must have vanquished my dear brother, Discord, but there’s no need to worry now! And with Midnight away, we’ll be able to get close enough to grab little Luna and get away, Scot free!” The draconequus laughed maniacally into the night air, amused at the fact that events were unfolding for them as they were. Nervously, his five followers joined in, only to all nearly jump out of their skins as Bedlam suddenly stopped them with a thunderous clap of his claws.

“This is it, my little minions; the final assault!” Slowly, bedlam marched back and forth before them, a green army helmet appearing on his head as he struck a suddenly materialized riding crop against his open paw. “Now, as much as I would like you all to go in there, guns blazing and all, we have a very specific mission here. Me included.” The five gave him a confused look, though none dared to ask his meaning. “You five... will be killing the Elements of Harmony.” Tumbler gave out a muffled squeal of joy, Bedlam grinning at his little follower. “I thought you’d like that, Tumbler, and yes; you and you alone may kill Pinkie Pie. The rest of you can divi up who kills who when you get there. Let no other ponies distract you. Only kill others if they get in your way. I love a good bloodbath as much as the next Chaos Lord, but I want us in and out as quickly as possible.”

“M-master?” Burn managed to force out. “That’s not a problem, but... what will you be doing? Would you need any of us to assist you?” Bedlam reached over and scritchd the little unicorn on the top of her head, almost lovingly.

“No, my dear. None of you would be able to help, anyway. For you see... I’m going after Luna myself.” The five looked at their master in shock, almost recoiling at the claim. “Me and Klokwerk’s little... ‘toy’ will go right for the gold, so to speak. It’ll serve as an adequate distraction for that sunny little troll, Celestia. Now, on with the show.” With a snap of his fingers, Bedlam and his minions disappeared in a flash, the group reappearing in the deserted street just outside the Royal Palace. In an instant, a pair of magically animated spotlights turned at the sudden noise in the street below. As soon as Bedlam and his crew were recognized as unauthorized trespassers, the lights sounded an ear-piercing alarm, ringing out through the entire palace.

“That’s my cue, Killjoys.” Bedlam said, giggling a moment. “Hehehe... ‘Q’. Anyways, GOOD LUCK!” With another flash, Bedlam and his newest toy vanished in another puff of smoke, leaving the five mercenaries behind.

“Did he just...?” Grimdark asked, staring wide-eyed at his companions.

“Yes, he did.” Klokwerk sighed, materializing his control staff in front of him. His horn glowed brightly again, his hoof pressing the little red button on top, boosting the signal back to their original hiding place outside the city. The five killers could hear the explosion, even from their position deep within the city.

“The last hundred of my Iron Mare robots should be here shortly. Now... are you all ready, comrades?” Klokwerk asked with a grin. Around him, his fellow warriors took their places beside him, ready to charge into battle. They could already hear the approaching Guards, running forward to meet the now immanent threat. “Alright, then... ATTACK!!!”

The sudden ringing out of the alert sirens made Luna’s heart freeze, mid-beat. Running to the end of her balcony, the moon goddess could see the flaming wreckage of the Palace main gate laying across the first courtyard. In a moment, the five members of the Killjoys burst through the flames, pausing for a moment as they seemed to talk amongst themselves before the guards arrived.

For a moment, just the slightest of moments, Luna felt the need to hide.

She was their target. SHE was the reason they were here. The Chaos Lord Bedlam, the greatest threat to Equestria since his brother Discord, came to claim her for his evil plans, and none would leave until either she was in their hooves, or they were defeated. Only this time, there was no Midnight to stand between her and this threat. And to make matters worse, she knew without Twilight Sparkle present, the Elements of Harmony were useless. For the first time in more than a thousand years, the Night Princess Luna found herself afraid. But just as quickly as the fear entered her mind, it had vanished. She was a Princess, a defender and ruler of Equestria. It was her solemn duty to repel this threat, no matter how grave a fate she may face. Secretly, deep down, she wanted this. A moment to stand up against a true threat to her ponies, to show them that they could once again truly trust their Moon Goddess with their lives. In a moment, Luna knew exactly what she needed to do.

In a flash of blue light, Luna vanished from her balcony, her teleportation spell instantly taking her inside Celestia’s bed chambers. With her presence detected, the magical lights of the room turned on, showing her sleeping sister just starting to stir under her covers.

“Celestia! Sister, wake up!” Luna cried, running over to the bed and shaking the sun goddess with her hooves. Groggily, Celestia awoke, snapping awake as gaze fell upon Luna’s panicked eyes.

“Luna? What’s going on? Who sounded the alarm?” she said, quickly tossing off the covers and springing out of her bed.

“The killjoys! They’ve breached the main gate! The automatic search lights sounded the alarm, and my Night Guards are responding now, but I think there’s more.” The two sisters hurried over to Celestia’s balcony, looking out over the grounds of the palace. Already, Dark Guard pegasi flew to and fro, securing sections of the palace as the majority of them started to

congregate towards the main courtyard. “Bedlam wouldn’t just send them after me by themselves. I think that monster may try something else while they attack.” Celestia suddenly closed her eyes, casting a wide net of magic over the entirety of Canterlot. The spell was simple enough; focus on the magical imprint of a creature and see if it sensed its presence nearby. Sure enough, she didn’t need to scan for long, the familiar dark aura of their foe coming up loud and clear.

“We must move quickly, sister...” Celestia hissed through her teeth. “It’s Bedlam...He’s here, too...”

The overheard speakers in the barracks of Luna’s special defense team rang out in the darkness, jolting the members of the elite force from their slumber. One by one, the group rose from their beds, startled by the sudden blaring.

“What in tarnation is goin’ on, here?” Breaburn asked, reaching for his night stand for his Stetson and vest.

“The high-alert siren!” Blueblood said, announcing the answer to everypony. “The palace must be under attack!” the prince exclaimed. For a moment in the darkness, the group stared at each other in disbelief. Night and day, since they volunteered themselves to the Crown, they had trained for this moment. But now that it had arrived, loud and very real, they almost felt lost. From her bed at the far end of the barracks, Trixie looked out over her crew. Though the same fear and shock ran wild within her, she knew exactly what her team needed.

“Well? Don’t just sit there, warriors! The Princesses need us! Move, move, move!!!” It was as though her own voice had somehow overruled the blaring of the siren, motivating the troops before her better than she could have anticipated. Soarin’ and Spitfire hopped from the beds, quickly changing into the Wonderbolts flight suits in record speed. Breaburn, Little Strongheart and Big Macintosh followed suite, the large, red work horse donning his heavy work collar as Breaburn helped his buffalo marefriend adjust her headband and feather. Prince Blueblood stood before the mirror on his night stand, calmly adjusting his mane as he magicked his tie and dress shirt. Farther down the row of beds stood Rover, the diamond dog already finished adjusting his vest as he reached for his collar. Beside him, Gilda took the least time to prepare, shaking herself from head to hindquarters before running the length of her claws through her beak to straighten it. As each of the creatures finished quickly preparing themselves, they lined up at the foot end of their beds, ready for inspection. As Trixie finished adjusting her own hat and cape, the young mare strolled down between them.

“Alright, this is it, everypony-um...” she stuttered, looking over at the buffalo, griffin and diamond dog. “everyone. The palace is under attack, and we’re needed. I can only assume it’s the Killjoys or those weird robot ponies attacking, so we’ll focus on our strengths.” Trixie turned to the two Wonderbolts, pointing a hoof. “Spitfire and Soarin’ will focus on quick, precise attacks. Keep away from getting locked up in hoof-to-hoof combat.” She then turned to Gilda, smiling at the griffin chick. “We’ll leave that to Gilda. You stick to hard, heavy strikes, and don’t be afraid to toss somepony if need be. Apple Family?” Big Mac, Breaburn and Strongheart suddenly stood at attention, standing at attention under Trixie’s scrutinizing gaze.

“You seem to have a pretty good system worked out amongst yourselves. Strongheart, you stick to hit-and-run tactics, while Brea and Big Mac clean up in the confusion. Also, Brea?” The frontierspony raised an eyebrow, catching a wry smile from the wizard. “...keep that lasso close by. Now, I think we all know, unicorns are not known for their physical strength, so Blueblood and I will be doing our best to support everyone else with whatever magic we can. And that’s where you come in, Rover.” The diamond dog gave an approving growl, cracking his knuckles as his tail wagged. “You’re to provide protection for us until we state otherwise. Also, don’t be afraid to grapple anypony who get’s near you. You got the strength for it. Now then, you all have your orders.” Trixie strolled to the rear of the barracks, stopping near Blueblood. “And above all remember; if you see a teammate struggling, by all means help out! We’ll rendezvous just outside the main foyer. We got a world to save, creatures! Let’s GO!”

Among a flurry of whinnies and roars, the gang of soldiers filed out of the barracks, heading for their rallying point. All, except Trixie and Blueblood. Now alone with her most trusted charge, the showmare slumped her shoulders and let out an exasperated sigh.

“Good job, Trixie.” the prince started. “If I didn’t know any better I’d say you sounded like-”

“Like I wasn’t really scared out of my mind? Thank you.” Trixie said flatly, sighing from under her hat.

“I was going to say, you sounded like a seasoned commander.” The noblestallion placed a hoof on her shoulder, rubbing gently and coaxing a smile. “Remember, Trixie; the same blood that flowed through the veins of the those that served Princess Luna thousands of years ago, now flows through you. You are a ‘Lunamoon.’ You can do this. You’re troops believe in you.” Blueblood placed his hoof under Trixie’s chin, raising her up till their eyes met. “Trixie... I believe in you.” The young mare smiled, quickly clearing her throat and standing up tall once again. Straightening her hat and cape, she stood before her second in command, a renewed sense of duty in her heart.

“Very well, Prince Blueblood. Then I shall now give you your orders for the campaign.”

“Very well, milady. I await your-” Before he could finish, Trixie quickly rushed forward, pressing her lips to his in a deep, loving kiss. Blueblood’s eyes went wide for a moment, slowly closing as he leaned back against Trixie’s lips. After a moment, Trixie pulled away, blushing slightly as she gave a glad smile to the stallion.

“Don’t leave my side, tonight. That’s an order.” The blue mare turned and towards the exit of the barracks, pausing by the door as she turned back to the stunned Prince and giving a wink. “Come on now, soldier colt. We on duty, after all.” Shaking himself out of his stupor, Blueblood grinned, ear to ear. Quickly, he galloped after Trixie as they both headed to the main foyer.

“Yes, ma’am!”

In the dark of her guest bedroom in the Royal Palace, Applejack slept soundly. For most of her life, the hard working farmmare was used to giving the day her all, pushing herself to the limits to complete her daily chores and accomplish her goals. At night, she would hit her bed and crash like a cross-eye pegasus. Tonight was no different. She and her friends had been running around Canterlot since Twilight and Midnight left, keeping up appearance and reassuring the populous that the Princesses and the Royal Guards had everything under control. Bucking several acres of orchard and storing the spoils was easy. Cavorting with the elite snobs of Canterlot at social events and remaining true to her Element of Honesty was absolutely exhausting. The soft-orange coated earth pony snuggled deeply into her pillow, taking soothing comfort in the warm, peaceful bed.

The sound of a loud wail crept into her ear, stirring her from her slumber. Instinctively, AJ brought a hoof down on the nearby dresser, attempting to stop her alarm clock and gain a few more minutes of sleep. However, after a moment of searching the night stand with her hoof, the farmmare realized the sound was not coming from any clock.

“... what in the hay and tarnation...” she grumbled, throwing the covers off herself and sliding off the bed to her hooves. She grabbed her Stetson, placing it on her head as she paused a moment. Applejack’s eyes shot open wide as she suddenly remembered the source of the sound, panic slowly creeping into her mind. “Oh, buck me silly...” Applejack quickly ran to the door and burst out into the hallway, looking around to see if there were any immediate causes for alarm. In an instant, Pinkie Pie, Rarity, Rainbow Dash and Fluttershy joined her, each still waking up from a deep sleep.

“Oh, what the hay now? What’s going on?” Rainbow asked to nopony in particular, rubbing a hoof over her bed-mane and instantly changing it into her signature style.

“Girls, I believe that’s the red alert alarm. The palace must be under attack!” Rarity said, shaking out her curlers with a panicked look. Immediately, Fluttershy bolted over behind Pinkie Pie, the party mare not seeming to mind the sudden presence of a pegasus hiding in her tail.

The five mares turned to the sounds of combat raging outside, all at once running over to a pair of large windows on the side of the hall overlooking the main courtyard. Though dark, they could all still make out the images of Night Yards, going hoof to hoof with dozens of Iron Mare robots. And all the while, walking calmly through the center of the madness, were the Killjoys.

“Oh, no! I-i-it’s happening! I-it’s the Killjoys!” Fluttershy quickly bolted back behind Pinkie again, snuggling deeper into her puffy, pink tail. The partymare paid no attention, though, only looking with despair down at Tumbler as she hopped and skipped merrily along.

“Oh, Carousel... how could you...” Pinkie sniffled, feeling a tear start to form in the corner of her eye.

“We gotta do something!” Rainbow announced, jabbing her hoof against the wall. “We can’t just sit back and let this happen!”

“Rainbow, what are you saying?! You w-want to go fight those evil ponies? Without

the Elements?!” Fluttershy said, poking her head out from inside Pinkie’s tail. The blue speedster swooped down, throwing her hooves up in the air before her.

“Well, what ELSE are we supposed to do?! Sit here and let our friends get stampeded over?” Applejack walked over beside Fluttershy, placing a comforting hoof on her shoulder.

“She’s right, y’all. Elements of not, we got a responsibility to defend the princesses, and all of Equestria, from whatever threatens it.” Rarity sat before Pinkie’s tail, extending a hoof towards her yellow friend.

“Sweetie, we’re all scared, but we can’t just sit idly by while others fight for us.” Fluttershy slowly crept out from under Pinkie Pie, taking Rarity’s hoof and standing upright again. Taking a cleansing breath, the pegasus whimpered, trembling slightly as she stood tall.

“You’re all right, girls. Everypony... Equestria needs us.” Putting on her bravest face, Fluttershy stated in her loudest, proud voice(which was, unfortunately, just slightly above her normal voice), “Let’s go help our friends.”

AJ, Rainbow and Rarity gave a collective cry of ‘YEAH!’ the four all starting down the hallway together. Rainbow stopped mid-flight, however, noticing they were one pony short.

“Yo, Pinkie Pie! Come on, filly! We just had an awe-inspiring, rallying moment, here! Let’s go!” Pinkie gave the group walking across the courtyard one more glance before turning and running after her friends. With her friend now following her, Rainbow took off down the dark hallway.

“Carousel...” Pinkie thought, following her friends down the hallway. “... don’t do anything too bad, Carousel... I’ll find some way to help you...”

Far away, in the quiet town of Ponyville, three creatures slept in the peaceful silence of Golden Oaks library. Twilight, Midnight and Spike were all snuggled in their beds, the three having retired earlier than usual so as to ensure an early rise for Twi and Midnight. The pair’s trip back to Canterlot was scheduled for the first train out in the morning, the two opting out of another airship trip to keep their travel more low-key. Together, they rested up, sleep coming easy after their last long day of training and preparing. Coming easy for two of them, at least. At the moment, the little baby dragon of the group was tossing and turning with a sudden onset of horrible indigestion. Quietly, he groaned in his sleep, rolling back and forth as he held his stomach. As the discomfort grew, Spike found himself sitting up, holding his belly tightly as he groaned out loud, this time, feeling a sudden rising in his throat. His cheeks bulged as he felt the pressure rise in his throat, finally releasing in the form of a green fiery belch.

“W... what the...” he mumbled, half awake but thankful the pain had finally passed. With blurry eyes, he reached for the floating scroll before him, taking it and unrolling it in his claws. Gently, he blew a small flame from one nostril, barely bigger than a candle’s flame, and read the message. It was simple, but direct, and clearly written with an air of urgency.

“SPIKE, DROP THE SCROLL AND WAKE TWILIGHT AND MIDNIGHT, NOW!!!”

Acting as though they were spoken from Princess Celestia herself, the message instantly snapped the little drake fully awake. Tossing the scroll to the corner of the room, he hopped out of his basket and ran over to Twilight, shaking her awake.

“Twilight! Twilight! You gotta get up! I just got a message from the Princess!” The purple mare grumbled awake, eyes flying wide open as her little charge’s words quickly sank in. Kicking the covers off herself, she hopped out of bed and looked around the room.

“Where is it, Spike? What’s-” Before Twilight could even finish, the loose scroll against the wall of the room started to glow. Slowly, a slight breeze grew from the piece of parchment, quickly turning into a blowing gale force winds around the bedroom. All the while, Midnight slept through the disturbance, oblivious to any drama around him.

“Midnight! Get UP!” Twilight grabbed one of her books of a nearby shelf, dropping it hard with her magic onto the stallion’s stomach, waking him with an ‘Oomph!’

“Gah! Alright, I’m UP! I”m... oh.” The pegacorn warrior stopped as he noticed the disturbance all around him. The glowing scroll on the floor unrolled itself, slowly rising up off the ground. In an instant, the scroll stretched and pulled, expanding as wide as a doorway before them. The surface glowed brighter, the words on it disappearing into a field of pure white before finally forming into an image of Princess Celestia, her horn glowing with her magical energies.

“Twilight! Can you hear me?” the image spoke, an almost panicked look in Celestia’s eyes. Slowly, Twilight, Midnight, and Spike approached the altered scroll in disbelief.

“P-princess? What’s going on?” Midnight asked, wiping his eyes with a hoof.

“You’re both needed at the palace right now! We’re under attack! Bedlam and his soldiers have returned!” Celestia said, her horn glowing slightly brighter as her image wavered. “Please, friends! This portal spell requires a great amount of concentration. I can only maintain the spell for so long! Twilight, gather your Elemental tiara and the two of you, jump through the portal!” Twilight recoiled from the directness of her mentor’s request. She had always been calm and meticulous in her requests. But this was no simple assignment. THIS was a direct order from the ruler of their country to one of her citizens. Twilight jogged in place for a moment, preparing to ransack her home as her mind struggled to remember where she had hidden her Tiara for the night.

“Way ahead of ya, Twilight!” Twilight turned around, finding Spike standing beside her, holding the precious golden tiara in his claws. Twilight breathed a sigh of relief, levitating it on her head as she patted Spike on his with her hoof.

“Thanks, Spike. Take care of the library when I’m gone, alright?” Spike quickly lunged forward, wrapping his arms around his sister’s neck in a tight hug.

“Be careful, Twilight. Come back safe, OK?” Twi returned the hug, then slowly moved the little dragon out of her grip.

“Will do, Spike. I’ll be back soon, alright?” Twilight leaned down, quickly moving into a gallop. As she approached the portal, she leapt into the air, passing through and finding herself in the palace throne room. As she landed, she noticed Celestia cringe, her horn flickering and then glowing brighter as she compensated for the strain on her spell.

“Midnight, please... hurry! We’re under attack and... I can’t hold this spell for long!” Celestia shouted, adding a new hint of urgency to Midnight’s transition. For his part, Midnight had been gathering the armor that Luna had given him just before he and Twi left the palace. Now, he stood beside Spike, wearing the body armor and hold the helmet in his magic, ready to join Twilight on the other side.

“Don’t worry, Spike. I’ll take care of her. She’ll be back before you know it” he said, reassuring his young friend. Sliding the helmet over his head, he crouched down, moving into a gallop. He focused on the image of Celestia, still wavering as he ran towards the portal. However, just as he approached, a bright flash of red filled his eyes, the clueless stallion crashing blindly into a bookcase.

Over the last several century or so, the sun regent had grown used to traveling by more conventional means. There has barely been a time in a thousand years when she didn’t either use her own wings or her flying chariot, pulled by her Royal Guards, to travel around her nation. It had been a long, long time since she had to use her portal or teleportation spells. Right about now, Celestia was regretting ever letting herself fall so far out of practice. The elder princess struggled to maintain her portal spell as Twilight passed through it, feeling her knees buckle a bit as time and space energy warped around her apprentice. A hindrance that did not go unnoticed by Twilight.

“Oh, no! Princess, are you alright?” Twilight asked, running to Celestia’s side. The princess smiled weakly, standing straight again.

“I’ll be fine, Twilight. It seems I can’t tear a hole in all of reality like I used to.” she said with a slight giggle. Looking forward, she could already see Midnight, charging at the portal opening on his end. “As soon as Midnight passes through, we can-”

!!!!BOOM!!!!

A violent explosion from the far wall tore through the throne room, shaking the two mares off their hooves and causing Celestia to break her spell. Instinctively, the sun goddess extended a wing over Twilight, shielding the unicorn from the rain of stone and stained glass that flew in upon them. Quickly, Celestia rose to her hooves, moving closer to examine the injuries on her fallen student.

“Twilight! Speak to me, are you alright?” The young mare groaned, rubbing her head with a hoof as she stood up off the ground.

“Y-yeah... thanks. What the hay just happened?”she asked, shaking the dizziness from her mind. From the gaping hole in the wall came a deep, sinister laughter, the last of the smoke and dust dissipating to show the floating form of the creature responsible.

“Oh, that was just a little bit of good, old-fashioned chaos!” he said, holding his belly as he laughed again. “Most ponies would use a key to get into a locked room. But why do that when you can just turn a stone in the wall into a bomb?” The two mares stood ready to defend themselves from another attack, horns glowing as they gathered their magic for whatever the draconequus had planned.

“Bedlam, you monster! You and you followers are to leave the palace this instant! Get out of my home!” Celestia shouted, the anger apparent in her voice. The floating monster only sneered.

“Come now, my dear Celly. You know I’m only here for your Little Lu-Lu. Let’s face it, dearies; without your pet human-pony here to help you, you haven’t got a prayer. Just give me what I want, and I’ll call off this whole, crazy ‘siege’ nonsense.” he said, slowly floating into the throne room. With a flash of purple energy, Twilight activated her Elemental tiara, summoning the magical armor she uncovered in her studies of Star Swirl’s research. Defiantly, she stood between her princess and the monster, staring daggers as she readied herself to attack.

“That’s not happening, Bedlam! Me and the other Elements will stop you, even if we don’t have Midnight’s help!” Bedlam paused for a moment, smiling smugly before laughing at the little mare’s bravery.

“Well, that’ll be quite a feat, considering they’ll all be dead in a few minutes!” Twilight’s expression dropped, Bedlam breaking into another round of laughter. “As we speak, my Killjoys are on their way to wipe out your poor, defenseless little friends. Good luck befriending five more suckers before I destroy the world!” In a snap of his fingers, Bedlam vanished, his laughter echoing off as Twilight started to tremble. She turned to Celestia, already feeling tears well up at the thought of losing the five mares who meant the most to her.

“P-princess... my friends-” she started, pausing under the strong stare of her teacher.

“Will be alright, Twilight!” Celestia said firmly, moving closer to her student. “We planned for something like this. Already, I’ve sent Luna on her way to gather your friends. And if I know them at all, they’re probably on their way to the Element vault right...” Celestia trailed off, a sudden realization hitting her and sending a chill down her spine. “Oh, no... Luna and the Elements are probably together on their way to the vault, right now...” Twilight tensed up, the cause for her mentor’s worry suddenly occurring to her as well.

“Which means, they’re one great, big target for Killjoys! That evil Tumbler knows everything about the palace from her time spying here. They’ll be just waiting there for Luna and my friends show up!” Celestia turned from Twilight, quickly galloping towards the throne room doors.

“Not if we get there, first. Come on, Twilight; we have some madponies to stop.” Twilight nodded in response, galloping after her. Together, the two ponies raced off, hoping to intercept the raging band of assassins before they could stop Equestria’s heroes before they had a chance to fight.

With a mighty !CRACK!, another would-be hero Guard fell, Crash delivering another massive headbutt as he and the rest of the Killjoys casually walked through the front doors of the palace. Behind them, the first wave of Royal Guards to respond to their arrival either lay unconscious on the ground outside, or were still too engrossed in combat with Klokwerk's creations to mind their passing.

"Ya know, this is turning out to be almost TOO easy." Tumbler remarked, spinning on her back legs as she brought struck a shaking rookie guard across the face, knocking him cold. "At least I'll plenty of strength left over to have my... 'fun' with Pinkamena." Beside her, Grimdark sighed, the monstrous wolf looking around the large, front foyer of the palace.

"Again with the 'Pinkamena'... I hope you DO get your hooves on her, Tumbler. Then at least you might finally shut up about it." Crash and Burn chuckled from behind their hooves, catching an annoyed look from the jester mare. Klokwerk, however, did not share in the dark humor.

"Just keep our goal in mind, everypony. The sooner we find the kill the Elements, the sooner Master can grab Luna and get us all out of here." Walking before his team, the engineer stallion stopped in the center of the room. The single massive set of stairs stood before him, leading to the double stairs that lead to the upper levels of the palace where their targets lay waiting for them. "The Element bearers should be right up on the third floor, in the guest chambers. We just need to get up there and-" A sudden crack of thunder left the five mercenaries stopped in their tracks, all of them suddenly staring at the smoking singe mark on the carpet just before Klokwerk. Gritting his teeth, the mad doctor looked up to the top of the foyer stairs, meeting the defiant gaze of two very angry looking unicorns.

"You're not going anywhere, you maniacs." Trixie proudly proclaim from under her wizard's hat. Beside her stood Prince Blueblood, tall and proud, his horn still glowing from casting the lightening spell.

"If you have any good sense left in those deranged minds of yours, knaves, you'll surrender right now." the white stallion decreed, taking a step forward. Slowly, the Killjoys looked at each other, all chuckling lightly at the noblestallion's demand.

"Well, this is cute; the fraud magician and the wanna-be prince think they can stand against us." Grimdark said, he and his companions flanking Klokwerk on both sides. Trixie and Blueblood stood still as stone, prepared for whatever they five had in store for them. "C'mon, now, silly ponies. Do you really think the two of you can really hold all of us off, all by yourselves?"

"Whoever said they were alone, doofus?" Suddenly, the Killjoys had their attention drawn to the area directly above the landing where the two unicorns stood. Slowly, three more forms drifted down into view; a strong, female griffin, flanked on both sides by a pegasus stallion and mare, both wearing Wonderbolts suits. "Hey Spitfire, Soarin'. This direwolf thinks we'd let our friends hangin.' What do ya think of that?" Gilda asked, all three slowly hovering to a stop just above their friends.

"I think this silly little wolfie has another thing coming." Spitfire added with a grin. Placing her hooves at the sides of her muzzle, the Wonderbolt leader shouted down to the

floor. “Hey, what do you guys think?” The doors beneath the foyer stairs opened, the last four members of the group stepping out to join their friends. From the left of the stairs came Little Strongheart and Breaburn, with Rover and Big Mac from the right, all of them regarding the Killjoys with the same hostile stare.

“I think we’re gonna have to show these here varmints how we deal with troublemakers ‘round these parts.” Breaburn answered, his large, red cousin already pawing his hoof at the floor.

“Eeyup.” Big Macintosh sat down on his haunches, raising his forehooves to his large collar. Slowly, he raised it up over his head until it was off, then tossed it across the room to his side. The large wooden yoke hit the floor with a heavy thud, causing some of the members of their team to raise an eyebrow in surprise. The diamond dog beside him chuckled slightly, folding his arms in front of him.

“I think you guys are in trouble.” Rover said, bearing his teeth at the Killjoys in a large grin.

“This is your first, last and only warning, Killjoys!” Trixie stated, her horn glowing brightly as she primed her magic. “Surrender, NOW.” At the other end of the large room, the five assassins readied themselves, flaring their wings and charging their magic as they prepared to attack.

“Never! We’ve been given a mission by our master, and we will NOT let him down.” Klokwerk proclaimed, proudly. “No matter what you say, we’re not stopping till the Elements are dead, and Master Bedlam has captured Luna!” Trixie shook her head, the blue mare actually feeling a little disappointed at their response.

“Very well, then. Don’t say we didn’t warn you. Alright, ponies!” Trixie announced to her team. “ATTACK!!!”

The nine warriors flew and galloped toward the Killjoys, the enemy soldiers already charging towards them with dark energy shining in their eyes. Their missions were clear, their determination unwavering. In the dimly lit foyer of the palace, the two groups of warriors would clash for one final time.

Five mares made their way down the dark hallways of the palace, pausing with each explosion or battle cry that erupted from outside the stained-glass windows lining their path. Their destination; the vault containing the Elements of Harmony.

“Oh... I can’t t-take all this! Those poor Royal Guards...” Fluttershy rested her forehooves on one of the windowsills, gazing out as a small group of earth pony Guards struggled to push back a trio of Klokwerk’s Iron Mares. The shy mare almost jumped out of her fur as gentle blue hoof touched her shoulder.

“All the more reason we need to get to vault, Fluttershy.” Rainbow dash said, trying to comfort her friend. “The sooner we get our hooves on our Elements, the sooner we can send

those baddies packing.”

“I don’t know exactly what we’re supposed to do when we get them.” Rarity added, running past them with Pinkie and Applejack in hoof. “Without Twilight to activate them, I don’t know how effective they’ll be.”

“Well, we can’t let the princesses and all our friends down!” Pinkie stopped a moment, her tail twitching and ears flopping like crazy. “Oh! All this terrible, not-fun stuff going on... My Pinkie Sense is starting to go CRAZY!!!”

“Pinkie’s right, y’all. We gotta do something, with or without Twilight!” Applejack peeked her head around the corner at the edge of the hall, surveying for any dangers. “Who knows, anyway. Maybe the Celestia will be able to get Twilight and Midnight here in time.” Motioning with her hoof to the rest of her friends, the farmmare lead the way as they headed down the next hallway towards the Element vault. “We’ll all just haveta-AAHHH!” Without warning, one of the large stained-glass windows of the hall exploded inward, causing the five to jump backwards as a large, metallic object burst through onto the floor. Slowly, the projectile rose up, revealing itself as one of Klokwerk’s Iron Mares. Half the faceplate of the monestrous machine was already torn away, exposing a series of wires and gears, a shining black crystal protruding where the eye of the thing would be. It’s front left leg was detached from it’s shoulder, hanging by only a few cables and strands of copper. Shakily, the mechanical menace lumbered forward, reaching towards the mares, all too frightened to move.

“AAAHHHHHHH!!!!!!!!!!!!!!!!!!!!!!”

Pinkie Pie, Rarity, Applejack, Rainbow Dash, and even the damaged Iron Mare all turned their attention skyward, a blinding streak of yellow flashing before their eyes. It would be the last thin the crystal eyes of the Iron Mare would ever register before it was crushed to the ground.

“NO, NO, NO! YOU EVIL, EVIL BAD GUY! GO AWAY, YOU BIG DUMB! MEANIE-FACE!!!” In a matter of moments, Klokwerk’s creation was crushed to the floor by a flurry of yellow hoof-stomps, Fluttershy having dived down on top of it from her hover in the hallway. Bolts, screws, washers and gears flew in every direction as sparks and streaks of magic flew out from the pile of lifeless metal, still being trampled under her desperate barrage. Eventually, though, the pink-maned mare had to stop, the build up of adrenalin in her veins finally subsiding. Cautiously, Rainbow Dash approached her friend, reaching out and placing a hoof on her shoulder.

“Fluttershy...?” she said quietly, getting her attention. “That... was... AWESOME!!!” Rainbow quickly pulled her into a tight hug, the yellow mare smiling in disbelief at her own actions. However, as quickly as the moment for celebration had arrived, it was taken away. At the far end of the hall, a dark mass galloped toward them, causing the five to once again ready themselves. This cautious move was abandoned quick enough, the figure calling out to them as it grew closer.

“Girls! Oh, thank the stars you’re safe!” All together, the five squinted their eyes at the figure, the pale moonlight from the broken and cracked windows showing the voices owner.

“Princess Luna!” the five Elements proclaimed at once, running forward as the night goddess opened her dark wings, embracing them in a comforting grasp.

“I’m so glad you’re all safe! As soon as the attack started, I raced to get you as fast as I could!” Releasing her hold, Luna turned back to the direction she came, motioning for the others to follow. At that, the six mares raced down into the darkness.

“We can already guess what’s happening, Princess. Bedlam and his followers?” Rarity asked, shaking her purple mane from her eyes.

“The Killjoys have already breached the palace walls.” Luna answered, a dim light from her horn the only illumination the group had as they entered the deeper areas of the palace. “I’m sorry to say, but until my sister calls Twilight and Midnight back, We won’t be able to use the Elements of Harmony. Right now, the only ace in the hole we have is Trixie and her group.”

“How are they fairen’ against these goons, princess?” AJ asked. Luna suddenly seemed to bear a worried look, even noticeable in the faint light.

“Hopefully, they’re putting their training to good use. The last I heard, the Killjoys were heading for the main entrance. Trixie’s warriors would most likely engage them there.”

“Well, shouldn’t we go help them? They could be in trouble!” Pinkie asked, somehow still bouncing as quickly as all her friends were galloping.

“Not without your Elemental jewels, you’re not!” Luna snapped, adding to the sense of urgency they all already felt. “If... WHEN Celestia brings Twilight and Midnight here, you can face them AND Bedlam. But not until they both arrive.”

For the rest of their run through the palace, the mares remained silent, the weight of their duty to the Crown playing on their minds. As they approached the hall containing the Elements vault, the five ponies were once again greeted by an unexpected, albeit much welcome sight. Standing at the doors of the hall was Celestia, waiting with another mare, dressed from head to hoof in glowing armor. As they grew closer, they were greeted once again by a surprising, albeit not unwelcome voice.

“Girls! Oh, thank goodness you’re all safe!” The armored mare bolted away from Celestia, straight towards Luna and the Elements. Though clearly dressed for combat, the five friends from Ponyville had no trouble recognizing their dear friend.

“Oh, my gosh, that’s Twilight! Twilight’s back!” Rainbow Dash shouted, flying quickly ahead of the group as she swooped down, scooping up her purple friend in a tight hold. The unicorn returned the embrace, Rainbow lowering her down now into the awaiting forelegs of her other friends.

“I’m so glad that you’re all alright! Bedlam said... h-he said-” she started, only to be silenced by comforting touch of her mentor’s wing.

“It’s alright, Twilight. He’ll never get the chance. Not now, at least.” The reunited

friends took a moment to greet and talk about their experiences this night. As they went over everything, from the beginning of the attack to why Twilight was wearing armor, Celestia slowly approached her younger sibling. Already, the concern was evident in her eyes, even as Celestia took her first breath.

“Something happened, didn’t it.” Celestia didn’t even have time to think of a way to soften the blow before Luna took her guess. The sun goddess could only close her eyes and nod solemnly, much to her younger sister’s dismay. “I suspected that was the case, the moment I didn’t see him here with Twilight.”

“It was Bedlam.” Celestia answered in a low tone. “He disrupted my spell before Midnight could make it through the portal. He’s... still in Ponyville. I don’t think He’ll let me gather enough strength to open another before his next attack.” The sun regent looked away, seeming ashamed of her difficulty in summoning a spell that came so simple to her in the past. Luna gently nuzzled the side of her neck in gesture of comfort, pulling away just enough for the two alicorns’ eyes to meet.

“Then we shall continue our battle without him. He would want us to keep fighting, with or without his help.” Celestia smiled in confidence, the dark alicorn taking this as confirmation of her own abilities to inspire others. It was a pity, she thought, that she could not inspire it in herself. Silently, her heart was broken. Her defender, her hoof-chosen champion, was miles away. With him by her side, she could stand tall against the coming wave of chaos, even now tearing and bashing against the very walls of the palace as they spoke. Luna had little choice but to put on her bravest face, and press on. “Come, sister, let us retrieve the Elements. I believe we may have a chance at winning this battle, yet.”

The celestial sisters steadied themselves, taking a deep breath as they approached the sealed door of hall which lead to the Element’s vault. Twilight and her friends stood aside, allowing them to pass, the two stopping just before the doors. Together, they each raised a forehoof, pressing it against the door as their horns began to glow bright. They pressed their hooves to the door, allowing them to fall back to the floor as a pair of glowing hoofprints remained on the door. Slowly, lines of energy traced across the huge doors, spreading from the hoofprints and tracing along the outline of the entryway. The light of the energy faded, the doors opening to reveal the long, decorated hallway, the closed vault hidden behind the mural in the wall at the end.

“Come, loyal subjects. It is time we do our part to defend Equestria.” Luna said, ushering the Element bearers inside with her wing. The mares, followed by Celestia and Luna, entered the hallway. As the sounds of the battle outside rang hollow through the hall, the six friends looked over the stained-glass history of Equestria, looking down on them on both sides. The founding of Equestria, the defeat of the griffin armies, the first defeat of Nightmare Moon. Finally, they stood in the light of the latest window; the very one depicting their battle with the resurrected Nightmare Moon, just under a year ago.

“Here it is, my little ponies. The vault.” Standing the entire length from floor to ceiling was the door. To the untrained eye, this would only appear to be a decorative mural, emblazoned with stars, swirls and gems, the symbol of an alicorn at the top. However, Celestia and Luna knew better. They knew the power held within, and they knew only they could be

the ones to access it. A fact that brought them much comfort as Celestia prepared her spell. “I require silence as I ready myself to undo the seal. This will only take a moment.”

Celestia closed her eyes, reaching out and touching the mystical seal of the door with her magic. At first there was resistance, the spell doing exactly what it was supposed to do. But in a matter of moments, the sun goddess had the required energy she needed to break the seal, and access the Elements. With her eyes still closed, Celestia lowered her head, the energies slowly guiding the tip of her horn to the center of the sun symbol that would unlock the vault and grant them their last hope. Unfortunately, with her eyes closed, Celestia didn't see the small flash that heralded the arrival of the cause of their grief.

“Oh! Celestia, you flirty little minx! That tickles.”

She recognized that voice instantly. Opening her eyes, Celestia turned her gaze forward at the creature now blocking her path. Standing before her was Bedlam, Celestia's horn lightly pressing into the chaos lord's chest. The great beast raised a hand, gently guiding the sun regents horn off to the side, Celestia now joining her sister and their friends as they stared up at the monstrosity in silent horror.

“Hello again, Celestia. Did you miss me?”

Get your popcorn and chips ready and find a good seat, kiddies, the mane event is about to begin! With Midnight miles away in Ponyville, will the Elements, Trixie's warriors and the Royal Pony Sisters be able to hold back the oncoming wave of Chaos already bursting through their doors? Will the Royal and Lunar Guards be able to hold out long enough for our hero to arrive? And what will become of the tortured Nightmare Moon? All this, and MORE, in 'When the Bad Guys Win', the next exciting chapter of...

"STAR CROSSED!!!"

When the Bad Guys Win

Sorry this is so long to get up. Those of you who read my latest blog may have seen I mentioned I work for my city's D.P.W., which means it's my job to plow snow and spread salt on the roads. Unfortunately, those of you in the upper East Coast of the U.S. know we've been getting our asses handed to us by winter for a MONTH, now. As always, work on the next chapter begins immediately, so read up and enjoy, bronys!

Chapter 25

When the Bad Guys Win

“Midnight! Midnight!!! C’mon, wake up!” Spike cried in a panicked voice, shaking the human-pony as he slowly came back to consciousness. Blinking himself back awake, the stallion felt a hard pain in his skull.

“Ugh... what the buck..?” he mumbled, the headache reminding him of his first fight with Blueblood. In the back of the Guard barracks, when he insulted... “LUNA!” Midnight shouted, suddenly standing up, causing Spike to stumble backwards and fall on his backside. “Spike! Where’s Twilight?! What happened?! Where’s the portal?!” Quickly, the baby dragon got back on his feet, a look in his eyes almost as panicked as Midnight’s.

“I-I-I don’t know! It was just there, a-and there was a big flash behind the princess and...” Midnight could feel all the color leave his face. Being woken up in the middle of the night. The urgency in Celestia’s voice. The sudden flash! It was all coming together, now; The palace was under attack.

“Oh, buck! This is bad! This is SO bad!!!” the pegacorn said, trotting in place as panic began to settle in. “I gotta get to Canterlot NOW! Spike, how quick do the trains run out of Ponyville to Canterlot?” The little dragon paused a moment, his expression quickly turning to despair.

“No where near fast enough to get you there for the battle.” he said with a sad shake of his head. Midnight huffed, stamping a hoof on the floor.

“I don’t suppose there are any airships in town I can hijack then, huh?” Again, the stallion’s suggestion was shot down by the little dragon.

“The only one we got is Twilight’s personal balloon, and that’s folded up and put away in the basement.”

“BUCK!” Midnight shouted, stomping his hoof again, this time hard enough to shake the floor. Spike recoiled a little, but still approached the distraught warrior.

“Couldn’t you just fly there really fast?” Spike asked, pointing to Midnight’s wings. “I know that armor Princess Luna gave you is kinda heavy, but you’ve been training while

wearing that, so you should be OK, right? And didn't you say you did a Sonic Rainboom while you were in Canterlot fighting Bedlam's goons?" Midnight sighed shaking his head.

"I'd never get there in time. That Rainboom I did was with Rainbow Dash's help. And even if I flew there as fast as I possibly could, I'd be exhausted by the time I got there." Sadness started to creep into Midnight's heart, the thought of being so far away from Luna in this, her time of crisis, sapping the energy from the young champion. "I wouldn't in shape enough to help anypony..." As Midnight lamented over his lack of options, Spike ran over to Twilight's desk, grabbing a quill and parchment. Quickly, he hopped down on the floor and started writing.

"Maybe if I send a letter to Princess Celestia, she'll open the portal just enough for you to go through! It's worth a shot, at least." Midnight only raised a hoof to the dragon, shaking his head.

"Don't even bother, Spike. Even if you sent Celestia a letter, there's..." Midnight's words trailed off, his thought process quickly replaced by a faint glimmer of hope. "Spike...?" The baby dragon suddenly looked up, noticing a curious look in the young pegacorn's eye. "... tell me how you send Celestia those letters..."

My, oh my, oh my... All the pretty little ponies, all lined up in a row. And me without a flamethrower." Bedlam sneered as he stalked forward, Luna, Celestia and Twilight keeping a distance between him and the other five Element Bearers, now cut off from their necklaces. The flashes of magic and sounds of combat echoed through the murale-covered hallway, the Element vault at the end now being blocked by the monster. "This truly couldn't have worked out better if I planed it all, myself! That bothersome 'Midnight Blaze' is miles away from here. Your little makeshift Seal Team 6 is too busy with my Killjoys to be any trouble. The Royal Guards are barely able to handle the Iron Mares Klokwerk cooked up. And best of all," The draconequs quickly turned, his arm extending like rubber out towards the door securing the remaining Elements. In one swift blow, the door and magical lock shattered under his strike, splintering to pieces as his fist broke through. In a moment, he retracted his arm, pulling back the enchanted box containing the five necklaces. "you darling little ponies are helpless without your Elements!"

"You're wrong, Bedlam!" Twilight finally shouted, stepping forward towards the monster. "Whatever the case, whatever the circumstances, we will NOT let you win! There's NO WAY we'd ever let Princess Luna go, especially with a horrible monster like you!" In an instant, Celestia and the rest of the Elements joined her, forming a protective wall in front of Luna. The night alicorn could feel a tear in her eye at the amount of love her friends had shown for her, dismissing in an instant any remaining doubts she ever had about if she was truly accepted or not. Bedlam, of course, was not impressed in the least, choosing instead to slink closer to the ground as he readied himself to attack.

"Then ready yourself, Bearers of the Elements, because no amount of 'friendship' will bring you back from where I send you!"

“No WAY, Midnight! That’s crazy! I-I can’t do it! It would never work!” Spike couldn’t believe his ears. The young dragon waved his claws in front of him at the approaching pegacorn, a look of desperation in his eyes.

“Please, Spike, you HAVE to! There’s just no other way!” he pleaded, leaning down to eye level with his young friend. “The fate of all of Equestria, not to mention the world, might depend on my being there to help fight Bedlam.”

“B-but I never did anything like that before.” Spike protested, fidgeting with his claws.

“Nonsense! I’ve seen you do it half a dozen times since I got here!” Midnight protested, only to be quickly shot down again.

“Yeah, but NOT with PONIES!” Spike stomped into the middle of the room, still weighing the options in his mind, only to find this might be the only one they had left. “I have no idea if it would work! If it didn’t work, then... well, the results might not be pretty...”

“The results will DEFINITELY not be pretty, not only for Canterlot and Princess Luna... but for Twilight, and all the rest of your friends, as well.” Midnight said flatly, causing the baby dragon to turn with a pale look on his face. Midnight approached him, placing a hoof on his shoulder as he spoke in a calm tone. “Spike, I know this is all happening very fast, and it’s pretty scary for you. Well... I’m scared, too, big guy. But we need to be strong, for those that need us. In times like this, we need to do everything we can to help those we care about. Spike... I don’t know if this will work either... but we have to try.” Though still frightened at the thought of Midnight’s plan not working, Spike put on his bravest face. Wiping his eyes, the little dragon puffed up his chest.

“Alright. Let’s do this.” Midnight patted Spike on the shoulder once more before bounding over to the center of the library. Steadying himself, the pegacorn took a cleansing breath, then closed his eyes.

“Alright, Spike. Ready when you are.” he announced, taking a moment to straighten his armor one last time. Spike boldly walked over in front of Midnight, eyeing up the pony from head to hoof before taking a single, deep breath. Holding it for a moment, Spike concentrated, just the way Celestia had taught him to, feeling a small, familiar spark in the back of his throat. When he was confident he finally had enough energy stored up, Spike released his breath in the form of a soft, green fire. Slowly, the flame encircled Midnight, covering him from horn to tail before he vanished in a puff of sparkling smoke.

Bedlam tossed the box containing the Elements into the air, the tip of his alligator tail suddenly growing a hand of its own. Catching it with this newly sprouted appendage, the tyrant monster beared his fangs as both his hands and his eagle-like forelegs sprouted long, sharp claws that shined in the dim light of the hallway. “I’ve been waiting for this moment for a long time, ponies. Now... DIE!!!” Bedlam took off from down the hallway, charging at the gathered mares.

Celestia and Luna charged their horns for attack, while Twilight and Rarity prepared their shield spells. Rainbow Dash and Fluttershy spread their wings, ready to take off and flank the monster as Pinkie Pie and Applejack got into position to deliver a good bucking. However, none of them got the chance to execute their attack or defense. As Bedlam came within striking distance, a flicker of magic began drifting in through a broken window just before the ponies. As it accumulated more, the draconequus stopped, the swirl of growing green smoke floating just in front of his face. The mares took a few steps back, allowing the odd occurrence a wide breadth as it formed and solidified before them.

“What in the buck...?” Bedlam asked to himself, leaning in closer to smoke as it swirled faster, taking on a more solid appearance. Suddenly, in a bright flash of light, Bedlam recoiled back, a pair of heavy, hard hooves shooting out from the smoke and connected with his snout. The draconequus stumbled back, wings and tail flailing as he cupped his face with his hands, the box containing the Elements tossed to the floor across the hall. The princesses and the Element Bearers all gasped in shock as an armor-clad gray stallion with crimson wings, tail and mane landed shakily on the floor in front of them.

“Surprised to see me, Bedlam?” Midnight shouted at the pained monster before him, taking delight in the shocked expression on his face. The pegacorn looked himself up and down, flapping his wings and shaking his tail with a satisfied smile. “I know I am!”

“MIDNIGHT?!” Bedlam roared, teeth clamping down in a fierce growl. “But I stopped Celestia’s portal spell before you could make it through! How the buck did you get here so fast?!” Midnight chuckled as he spread his wings before his friends, leaning down in anticipation of attack.

“By becoming the first pony in history to teleport via dragon fire, that’s how!” he stated, suddenly looking over his shoulder to Twilight. “By the way, you might wanna give Spike a week off when this is all over.”

“Midnight!” Luna shouted, leaping forward as she threw her forelegs around his neck. The stallion nuzzled her back, sure to never take his eye off of their opponent. “I missed you so much! I’ so glad you made it back!” Despite the dire situation they were in at the moment, Midnight couldn’t help but smile as he felt Luna’s cheek brush against his, picking up the scent of night air as it drifted off her mane.

“Me too, my Princess. I’d never let you alone to face this creep.” Luna released her hold, standing beside her warrior as Bedlam shook off the remaining pain from his nose. Quickly, he turned to find the fallen box containing the Elements, finding it lying against the side of the hallway, directly between him and the ponies.

“Midnight!” Celestia shouted, pointing a hoof. “That box holds the Elements! Quickly, before Bedlam grabs it!”

“On it, Princess!” Midnight took off with one mighty pump of his wings, speeding like a bullet towards the case. Bedlam thrust his shoulder, his arm extending again towards the box just as quickly, talons out and ready. Just as the two foes reached the item, though, a huge blast of magic burst through the floor, causing the ponies and Bedlam to lose their footing as it blew a massive hole in the floor right under the box. Midnight could barely maneuver away from

the blast, turning and buzzing over Bedlam back towards Luna and the others just in time to see the golden case fall through the hole to the floor below.

“Hold them! No matter the cost, we must hold out!” Trixie shouted to her troops, magic flaring as she pressed a force field against Tumbler’s magical construct of a steamroller and the mad jester sitting in the driver seat.

“That’s right, you little hack magician! Stay right there while I flatten you!” Tumbler laughed as her horn glowed brighter, the force of her created construct increasing, bringing Trixie to her knees. Just as the evil unicorn thought she had the young mage beat, a streak of blue and yellow flashed before her eyes, vanishing in a blur as a pair of heavy hooves connected with her jaw, sending her flying to the floor. As she landed, the steam roller flicker and dissipated, allowing Trixie a moment to catch her breath.

“Thanks, guys!” the blue mare shouted to the pair of Wonderbolts, the two already scanning for their next target amongst the crowd of machine ponies and villains. As they surveyed the scene, Grimdark leapt from the crowd, teeth beared as he tried to pounce the pair out of the sky, only to find empty air as they dodged his attack with ease. The dire wold flew helplessly to the ground, straight into the waiting hind hooves of Big Mack and Little Strongheart. With a single, mighty kick, the pair sent Grimdark staggering on his hind legs, allowing Gilda the opportunity she needed to fly straight into the beast mid-section, raising him up off the ground and crashing into the ceiling.

“Oh, yeah!!! Who’s the griffin? THIS girl, right here!” Gilda celebrated in mid-air, watching Grim’s stunned, falling body crush three Iron Mares currently in combat with Rover and Breaburn.

“Thanks for the assist, darlin’!” the frontierspony shouted up to the griffin chic. Before she could answer back, a large fireball flew past her, causing her to drop in altitude, almost into the waiting hooves of Tumbler, recovered and now wielding a magical construct in the form of a large slapstick with nails in the end. Gilda quickly beat her wings, escaping from the jumping swipe of the jester just in time to witness the fireball stop behind, the flames dying down to expose Burn, the unicorn mare riding on the back of her pegasus brother, Crash.

“So sorry ‘bout that, sugah! We didn’t mean to miss!” Burn yelled with a sly smile.

“Just hold still, and we’ll make sure we get you this time!!!” Crash yelled to his potential victim, taking off after Gilda as the flaming barrier formed once again around him.

Back on the ground, Blueblood brought his hoof down on an Iron Mare, the horrid creation dragging itself on it’s forelegs after being partially crushed by Grimdark. As his hoof crushed it’s metal skull, sparks of magic flickered out, causing him to back away. ‘I’ve got to get back to Trixie!’ he thought as he eyed the battlefield. Flames roared in all corners of the foyer, accented by the broken pieces of robots littering the area. Bolts of magic shot in all directions as the attacking Killjoys roared and neighed around him, fighting desperately to break through with the intention of killing the Elements of Harmony before they could summon their power against Bedlam. Looking back towards the stairs, he finally spotted

Trixie, swinging two broken Iron Mares in her magic like clubs against another five trying to get past her. Raising a protective barrier around himself, the noblestallion charged through the combat, plowing through the remains of several fallen adversaries on his way to help her.

“Have at you, knaves!” Springing off the shattered bodies of several robots piled on the floor, the prince leapt through the air, forehooves coming down on the mid-backs of two of the Iron Mares attacking his commander. Another swift buck to the neck and face took one more foe out of the battle, while a powerful downward strike by Trixie eliminated the final two.

“How goes the battle for you, dear prince?” Trixie asked, attempting to make light of their current strife. The prince gave a sly grin, shaking his disheveled mane from his eyes.

“All things considered, I’d rather be at the Gala, again!” Trixie scoffed, horn glowing as she scanned for any other oncoming attackers to snipe.

“Me, too. Still, I could think of a worse first date.” she remarked, making Blueblood double-take in surprise.

“W-what?! Did you say...”

“GET DOWN!!!” Trixie quickly tackled Blueblood back to the stairs, the two landing hard as a newly created hole smoked in the step just above their head. The two looked up to find Klokwerk, hovering before them on his metallic dragonfly wings, a wisp of black smoke coming from his prosthetic horn.

“Sorry to interrupt this love fest, but I’ve got some Elements to kill.” the altered earth pony said, already charging his fake horn for another attack.

“Over my dead body, ‘pseudocorn!’ Trixie shouted, springing back to her hooves, Blueblood following close behind. The mad doctor gritted his teeth as he charged his horn, the insult by the stage mare fueling his rage.

“Funny, that’s exactly what I was thinking!” The evil stallion released his blast, his hovering body being pushed back as a beam of glowing black magic fired forward at the two ponies. Trixie and Blueblood answered with their own magical blasts, the three beams connecting in mid-air between them. For a moment, the three magic users struggled, each putting their all into their attack, each knowing that their mission, their very LIVES, depended on this attack connecting. With one final, mighty push, the three fed all their energy into their attacks, Trixie and Blueblood ultimately breaking through the magical force of Klokwerk, sending a huge wave of magic back hard enough to send him flying across the room. The multicolored bolt of energy continued through the room at an upward angle, finally connecting with the ceiling near the far corner of the room. The ceiling exploded, raining debris down on room and exposing the next floor to those below. Though strained and gasping for breath, in the dust and chaos of the room, Trixie thought she could see a single, golden object falling from the floor above.

“What... what in the world...?” she said quietly to herself. Almost instantly, her train of thought was derailed by the sudden appearance of a large, black wolf, standing before her as it roared in front of her face. Trixie couldn’t even gather the energy to raise a shield to defend

herself as Grimdark prepared to strike. And in an instant, the large canine was gone.

“Bad doggie! Go play dead, now!” Looking to her side, Trixie saw Rover standing beside her, a large piece of broken pillar in his two front paws. “Are you alright, Miss Trixie?” he asked, dropping the piece of marble as he crouched beside her. Already, she could feel Blueblood shift beside her, raising to his hooves again. She gave the gray diamond dog a smile as she took his paw and stood once again.

“Couldn’t be better, Rover. Thanks.” Standing once again, Trixie looked over the battle. Crash and Burn were grounded, stumbling out of a pile of rubble after being brought down by a carefully aimed downdraft from Soarin’ and Spitfire. Klokwerk was recovering as well, his metallic wings sputtering as he righted himself from under a fallen tapestry. Tumbler was currently using a magic saw blade to cut herself out of Breaburn’s lasso, the mad mare hanging from a half shattered chandelier.

“Trixie!” A voice above the blue unicorn shouted, drawing her attention to the male Wonderbolt. “It looks like the Iron Mares are through! There haven’t been any more coming in for a while, now!”

“Their either all destroyed, or Luna’s Night Watch guards are keeping them busy.” Gilda added, swooping in beside the two pegasi. Just below them, the members of the Apple family galloped up, panting as they turned an eager eye towards the remaining enemies in the room.

“So, what’s the plan here, boss mare?” Big Mac asked, the line in his fur still visible, despite the removal of his collar before the fight. Trixie looked over their adversaries, each shaking off their last attack, returning to the fight in spite of their being outnumbered and, thankfully, overpowered.

“We hold the line.” the blue mare said, the focus and will evident in her voice. “The Killjoys aren’t giving up, and we’re not, either. That’s our mission, that’s what we’re gonna do!” The showmare gathered her magic, readying herself for the next wave of attack as her soldiers gathered around her, ready to do whatever to took to defend their friends.

“The Elements!” Luna cried, trying to reach out with her magic. Unfortunately, it was too late. The case containing the necklaces had fallen to the floor below, right in the middle of the battle raging in the front foyer.

“They’re safe, girls. Trixie and her crew are down there, taking care of the Killjoys in the floor below. Girls, I’ll handle Bedlam!” Midnight said, looking over his shoulder at his former teachers. “Get yourselves down there, and find those necklaces! They may be the only chance we have!” Twilight nodded, swallowing down her fear as a new look of determination on her face.

“Can do, Midnight. Don’t worry, princess! We’ll get them!” Twilight answered, placing a hoof on the night god’s shoulder. “C’mon, girls!” The six mares turned to run down the hall, never noticing the subsequent roar and flash against the outside wall right beside

them. Without warning, the last remaining murals of stained glass burst in around them, showing the entire group with jagged projectiles. Twilight had barely been able to summon her shield spell fast enough to keep her and her friends from being cut to ribbons.

“Not so fast there, my little pony!” Bedlam shouted from the other end of the hall. “Did you really think I’d let you go THAT easily?” the chaos god laughed, the attention suddenly being drawn from him to a shining object flying by the windows at high speeds. Oh no, my dears. This battle is only beginning.” The flaming roar picked up once again as the metallic streak flew by the windows, making a quick ninety degree angle turn and disappearing from sight. The roar of the fire suddenly stopped, the ponies present all suddenly perking their ears in confusion as to what that could have been in the first place. Unfortunately, they quickly received an answer. The ceiling between them and Bedlam exploded downward, a ball of fire causing Midnight and the princesses to rear back. Slowly, the metal object lowered itself into view.

Descending on jets of flame from the bottom of all four hooves, a tall, shining, more advanced version of the Iron Mares dropped down into the hall. The sleek, silver-colored robot stood taller than the usual creations Klokwerk had sent against the palace thus far, standing at least as tall as Princess Celestia. A single crystal horn protruded from the center of its head, glowing white in stark contrast to its deep onyx eyes. On its back rested a pair of large metal wings, however they were obviously different than the pair that Klokwerk and many of his creations were sporting. These wings were intricately designed, crafted to appear and move in much the same way the wings of a normal pegasus would. They even appeared to have individually crafted and placed feathers of polished steel. This loving created craftsmanship was accented, however, by an equally disturbing addition to the machine’s hindquarters. Instead of the usual bushy or styled tail that a normal pony would have, this creation had a long, flat ‘S’ shaped blade protruding from its backside. The strange weapon was sharp and flat, like a sickle, and seemed to slowly sway back and forth, even as the creation itself remained motionless.

“What... the buck... is THAT?!” Midnight finally exclaimed, eyes wide as he stared at the monstrosity before him. Bedlam laughed, the draconequeus stepping forward. He took a seat on his haunches beside the robot, using it as an elbow rest as he smiled a Cheshire cat, manure eating grin at the ponies.

This... my dear ponies, is a little something I like to call ‘Project Horsepower,’ or as I’ve been calling it, ‘Metalla, the Iron Alicorn!’” The mad god let out an uproarious laugh, the sound echoing through the dim light of the hallway, sending a chill down the spines of his foes before him. “This little beauty is the end result of more than a year of work by the good Dr. Klokwerk. The product of the combined robotic engineering and knowledge of more than a hundred destroyed dimensions! I’m sure by now you know that my Killjoys were stealing gemstones and building materials from locations all around Equestria?” Bedlam scratched his clawed hand under the chin of Metalla, seeming to snuggle against the lifeless piece of machinery. “Well, every item they’ve stole went into the creation of my ultimate weapon, here, She even has a mythril/dragonite compound body, making her practically indestructible!”

“What?! That’s impossible!” Luna shouted back, stepping forward. “That compound was only created a few months ago by-”

“By your alchemists and metal workers?” Bedlam interrupted. “I know. My dear Tumbler stole it, during her time spying as a jester here in the palace!” Bedlam stood away from his newest toy, the mechanical monster leaning down slightly as it seemed to scan over the ponies before it. “There’s no way you can beat my creation. You’ve lost, princesses. Surrender Luna to me now, or be utterly destroyed.”

“Forget it, Bedlam!” Midnight shouted in defiance. “You call THAT a super weapon?! I call it just another toy for me to break!” He turned to Twilight and the rest of her friends, motioning with a smile. “Don’t worry, girls. Go get your Elements. I’ll handle Bedlam AND his toaster.” As he looked over his friends, Midnight suddenly felt confused. On each of their faces, there appeared to be a sudden look of horror, a few of them actually seemed to be pointing behind him. As he turned back, Midnight felt a sudden bolt of energy strike his chest, the surge of electricity stunning his body as he tensed up, losing his balance and falling to the floor. Groggily, he blinked and looked forward, finding Bedlam dancing around Metalla as it’s horn glowed and smoked.

“T...that thing know... magic...?” the stallion grumbled from the floor, Bedlam stopping his celebration as he leaned forward and addressed the stunned pony.

“Focused electro-static discharge! Just one feature of the Iron Alicorn! That, along with some... other surprises.” he said with a grin. The metal pony lifted its left foreleg, a whirling sound coming from somewhere deep inside it. One by one, four claw-like protrusions folded out from the bottom of the metal hoof. Midnight shook his senses back, the new addition to Metalla’s hoof reminding him of a claw from a Skill Crane machine back on human Earth. He didn’t know how right he was. In an instant, Metalla’s hoof shot out from its leg, connected by a length of black chain. The clawed hoof impacted Midnight’s neck, the claws instantly gripping tightly around him as the chain pulled him quickly back towards his attacker. The hoof reconnected with leg with a hard !CLANG!, shocking the human-pony and knocking the wind from his chest.

“She slices! She dices! She makes THOUSANDS of Julian fries in seconds! And everything about her is designed for the sole purpose... of killing you.” Bedlam laughed into Midnight’s ear, the pony gasping for air under the tight grip of his metal attacker. With one swift move, the robot lifted Midnight high into the air, bringing him down to the floor with a sickening thud.

“Midnight!!!” Luna cried, the dark alicorn immediately trying to run to her champion’s aid, only to be stopped by the sudden appearance of a black, transparent force field. Again and again, the metal monster slammed Midnight to the ground, a small crack in the stone beneath him spreading farther and farther with each impact. From beside the Iron Alicorn, Bedlam gave the princess a cocky smirk.

“Other features include the ability to send a pony from zero to sixty in 1.2 seconds! Metalla: send our good friend Midnight for a ride.” With that signal, Metalla stopped its assault. Rising up on its hind legs, the constructed pony winding back and tossing the battered Midnight down the hallway towards the princesses and Elements. Bedlam did not even bother to lower his barrier as the unconscious stallion flew through it, never losing his momentum as he broke through, shattering it on impact. Celestia, Luna and the friends from Ponyville could

only leap out of the way as their defender's body flew between them, hitting the floor at the end of the hallway and crashing into the far wall on the other side. The impact was enough to shake the floor under them, the wall he struck collapsing down on top of him as he lay, helpless and spent.

"I hope this proves to you just how utterly pointless it is to defy me." Bedlam said in a monotone voice. "I'm not really a 'bad guy.'" he said, making finger quotations as he spoke. "Luna...?" the monster spoke, hoping to get his victim's attention. This proved fruitless, however, the dark goddess sitting unmoving on her haunches, eyes wide and tearing as she looked down the hallway to where her defender and dear friend now lay, unmoving. The patchwork beast tried again, louder this time. "I said, 'LUNA!'" The princess gave a frightened yelp as she quickly turned, tears flowing freely as she now faced her caller. "... come with me. End the suffering of your people. Put an end to this senseless struggle, and I can almost guarantee your people will never see their end coming. It will be quick, silent and painless. Much the opposite of Midnight's end. So..." he took a few steps forward, sitting before the guarding Twilight and Celestia as he extended a taloned hand. "... what's your answer?"

For a moment, Luna thought to give in. She turned to the draconequus, silently staring at his dragon-like hand, pondering the option. He was definitely not his younger brother, Discord. Discord was mad, of course, but he was, above all things, a joker. He would play cruel pranks, trick ponies, alter them, tease them. He would do all those things, and more, but in her entire time fighting him and trying to usurp his power alongside Celestia, he never once killed anypony. Not once. Bedlam was different. So very different. He absolutely, positively did NOT care. Luna looked over to her new friends. Twilight, Fluttershy, Applejack, Rarity, Rainbow Dash and Pinkie Pie: The Elements of Harmony. Would he do the same to them as he did to Midnight? Luna then turned and looked once more down the hall. Midnight... her first true friend since her return from exile. He didn't judge her. He didn't fear or hate or cower before her. He... was her friend. He fought for her, for her safety, for her honor. And now, he was gone. Bedlam would not stop. He would NEVER stop. Not until he had her. How many more ponies had to suffer because of her? For a moment, she could feel her forehoof raising up, ever so slightly, ready to reach for his hand...

The explosion took them all by surprise. At first they thought was another impact by one of the Night Guard's magical projectiles. Perhaps it was another power crystal from a fallen Iron Mare going off. Turning around to the back of the hallway, the gathered creatures noticed a bright red glow, coming from the rubble covering Midnight. Slowly, the large chunks of stone and mortar began to shift and fall, the pony buried beneath now slowly rising back to his hooves as he regained consciousness.

"WHAT!?!?!? Exactly what the hell does it take to KILL YOU?!?!?!?" Bedlam shouted, clawed hands on the side of his head, pulling horns down like rubber in frustration. Slowly, the pegacorn raised his head to look down the hall, his friends gasping in shock as he did. As he started moving back to join them, his eyes glowed a bright red, matching his mane, tail and wings. Steam and heat seemed to rise from his flared wings as he slowly walked back to face the beast, warping the air around him as his hooves left scorch marks in the floor. The Elements parted to allow him room through, Midnight choosing to stop only a few feet from the draconequus.

“More than you could ever manage, monster.” he said through clenched teeth. In one fluid motion, Midnight brought his forehoof up and connected with Bedlam’s chin, sending the centaur-like creature stumbling back on his hind legs. After a moment, Bedlam landed on all fours again, standing now beside his terrible creation, his jaw hanging at an awkward angle. He reached up, taking the impossibly hanging mandible in his in his hand and jamming it back into place.

“So, you’ve gone all ‘Second Gear Luffy’ on me? No matter. You’ll still never be able to best Metalla and me combined.” he stated, his wicked smirk returning. “Come on then, hero; show us what you got.” Midnight turned slightly, never taking his eyes off of Metalla or Bedlam as he spoke to his friends.

“Luna, Celestia, girls; go get those Elements. I’ll stay here and handle these two.” he said, his voice strong and unwavering. As stern as he seemed just then, he still seemed surprised by what happened next.

“No.” The simple answer came from Luna, the dark alicorn stepping beside her warrior, an equally determined look on her face. “I’m done running and hiding.”

“Luna...”

“No, Midnight. I won’t do it. Not this time.” She placed a wing over his, lowering her head to point her horn at Bedlam. “Too many ponies are getting hurt trying to defend me. I will no longer stand back and allow this... MONSTER,” she said, hissing out the last word. “to harm anypony else I care about.”

“I’m afraid I can’t allow that, little sister.” Celestia said, flanking Midnight on his other side. “At least... not without providing you backup.” The sun goddess copied her sister, indignantly pointing her horn at Bedlam, as well. The chaos god growled slightly, sensing his chances rapidly decreasing. Midnight grinned at the new prospect of fighting alongside his now princesses, taking the time to repeat his order.

“Alright, then. Twilight, take the girls down and find those Elements. We’ll keep these clowns busy.” he said, Twilight answering him with a nod.

“Right. Will do, Midnight. Come on, girls!” she shouted, running back through her friends as she lead them down the hall to the stairs. Before they disappeared, Fluttershy paused, turning back to the three ponies standing strong against the dark forces threatening them.

“P-please... be careful...” With that, Fluttershy flew after her friends, vanishing down the dark stairway to the foyer.

“Alright ladies, how do you wanna do this?” Midnight asked, staring down their two enemies.

“Bedlam is mine.” Luna said, giving her answer in a quick and cold voice. “Midnight, I have to do this. That monster has some payback coming his way.” Luna said, trying to convince her warrior to stand aside.

“Sounds like I’ll be watching your flank.” Celestia said with a sly grin. “Just like when we defeated Discord, eh sis?” Luna pawed her hoof at the ground, Bedlam and his Iron Alicorn slowly moving into defensive position.

“Yes, I remember. Think you can handle his toy, Midnight?” The stallion charged his own horn in preparation for attack.

“It would be my pleasure, Your Highness.” he said with a smile. “Celestia, what do you say we turn him to stone like you did his brother? Discord could use some company in the hedge maze.”

“You insolent little...” Bedlam sneered, doing a double take to Luna’s words. “Wait, WHAT?! He’s in the STONE GARDEN?! Inside the HEDGE MAZE?! All this time?!” Midnight thrust his wings back, launching himself forward at the mechanical mare, forehooves out to attack.

“You’ll be with him soon enough, you bastard!” The human-pony bolted down the hallway, headed straight for Bedlam. Caught by surprise, the mad god had no time to order his metal guardian into action, the creation standing idle as Midnight suddenly changed course. In a split-second maneuver, the pegacorn veered at a sharp angle, barely missing Bedlam as he thrust out his forehooves, connecting with the side of Metalla, violently pushing the machine through the wall of the palace and out into the adjacent courtyard.

“LUNA, NOW!” Midnight managed to shout to his princess, alerting Bedlam to just what their plan truly was. The beast turned back just in time to see a pair of enraged alicorn goddesses flying towards him, their horns pointed straight at him. The monster was caught completely unaware, defenseless against the attack as the two sisters drove him through the broken door of the vault and out the other side, into the cool night air.

“They’re WHAT?!?!?” the five ponies yelled in unison, Twilight’s revelation causing them to stop in their tracks.

“They’re on their way to kill us.” Twilight repeated, continuing down the hallway towards the stairs. The initial shock quickly wearing off, her friends continued to follow her. “Bedlam explained it just before you five showed up. Without you, the Elements of Harmony would be useless. He sent the Killjoys after you as a back-up plan, in case we wanted to use them against him.” Rainbow Dash zoomed down over Twilight, keeping pace with her as they started down the first set of steps.

“So, how are we supposed to get them, then? Aren’t they in the SAME ROOM as the Killjoys, right now?!” the speedster asked, throwing her hooves up. The six friends started galloping down the next hall, the very real fear of meeting their ends now weighing on their minds for the first time. Twilight continued to remain steadfast, keeping her speed steady as her armor shined in the darkened hallway.

“We shouldn’t have anything to worry about, right now. Trixie and the others are down there, remember? They should provide cover enough for us to retrieve and activate the

Elements.” As Twilight lead them down the last stairway to foyer, she paused, holding a hoof up to halt her friends. The sounds of combat from below echoed up the steps, causing her to swallow down her anxiety. Once again, she slowly started to peer around the corner, hoping to maybe find some way around the battle below them and gain access to the fallen case.

“I think we ca-AHH!” Twilight jumped back, a large white mass flying towards her as she went to look. A bewildered Prince Blueblood collided with the back of the landing, leaving a crack in the wall. Shaking his head, he gathered his bearings, looking up at the mares now staring down at him.

“W-what? Lady Twilight? You have to get awahhHHMMPH-!!!” A green glowing mist jetted out from down the stairs, quickly wrapping around Blueblood’s head and muzzle. With a hard yank, the prince was pulled back down to the foyer. The six Elements quickly ran after him, stopping at the landing as she looked out over the battle before them.

The tentacle of magic holding Blueblood winded down to the horn of Tumbler, the jester mare laughing madly. On the ground, Trixie was currently in battle with the mad jester, the two mares currently dueling with ethereal swords sprouted from both their horns. Behind the two unicorns, Gilda carried Big mack as she chased Crash and Burn around the room, the evil mare standing backwards as she rode on her brother’s back, launching bolts of energy at her pursuers. On the ground, Grimdark had Rover pinned, the diamond dog holding the direwolf’s jaws open to keep him from clamping down on his head. Around the great canine’s neck was a lasso, held taut by both Breaburn and Little Strongheart, the two quickly losing their hoofing as the wolf pulled them forward. Beams of black magic flew in all direction from the center of the room, Klokwerk hovering on his prosthetic wings. Around him zoomed Spitfire and Soarin,’ looking for a window of opportunity to strike at the mad doctor.

Twilight charged her horn, her magic resonating through her new Elemental armor before it fired forward, knocking Tumbler off her hooves, the mare rolling across the floor. Blueblood began to fall, released from her hold, only to be caught by Rainbow and Fluttershy as Twilight and the rest ran up to the showmare.

“Trixie! Are you alright!” Twilight asked. Trixie shook her head, catching her breath for the moment.

“We’re holding up, Twilight. But what are you doing here? Don’t you know the Killjoys-”

“Are here to kill us?” the purple mare finished. “Yes, we know, but we need that gold box. It contains the rest of the Elements of Harmony!” Trixie’s eyes opened wide in shock, quickly turning to look across the room at the box. Through the dust and flying bodies, the showmare spied the glint of gold atop the debris of the collapsed ceiling.

“Oh... that’s not good.” Trixie said, Blueblood quickly stepping into the center of the group. “There’s only one recourse, then: we NEED to get that box!” The young unicorn summoned a shield around herself, the barrier expanding until it encased Blueblood, Twilight and the rest of the Elements. Pawing a hoof at the ground, Trixie’s eyes narrowed, focusing on the object in the far corner of the room.

“Trixie, what the hay are you doing?!” Twilight asked anxiously, backing up until her rump touched with back of the protective shell. Trixie looked over her shoulder, giving Twilight a grin.

“You need to get that box, Twilight. It may be the only way to tip the scales of this fight in our favor.” she said, pawing a hoof at the ground as she turned towards her target. “Blueblood! Get ready a beam spell in case we’re attacked on the way. Elements? Try to keep up.” With that, Trixie took off running, dragging the force shield with her, forcing the ponies inside to run behind her, the blue unicorn heading right into the middle of the battlefield. As they hurried away, Tumbler shook the latest attack from her head, looking up just in time to see a particular pink party pony run right into the battle. A wicked smile crossed her face as she rose to her hooves again.

“Pinkamena... there you are...”

Metalla landed with a loud CLANG, legs and wings flailing about as it rolled over and over through the back training yard, stopping as it collided with the far wall. In the air above the yard, Midnight watched it come to a stop, looking out over the adjacent courtyard, he spotted a certain jigsaw puzzle-like creature flying out a large hole in the back wall of the palace, followed by two ethereal flying pony sisters. Quickly, Midnight zoomed over to Celestia and Luna, pausing in the air right beside them.

“So, what’s the plan, boss ladies?” he asked, shifting his watchful gaze from Metalla to the still recovering Bedlam. Luna’s eyes seemed to shine in the pale light of her moon, her stony gaze giving Midnight a slight start.

“Bedlam is our’s Midnight. As much as I know you want to take him down, it must be me and my sister that do so.” Celestia nodded in agreement, the usually bright and cheerful mare seeming out of place in the dark of night.

“She’s right, my friend. She and I have a duty as the rulers of this land to face him ourselves. He must be made to pay for all his crimes.” Midnight grinned, the wicked tone in both their voices assuring him Bedlam was in for some real payback from them both.

“Alright ladies, if you want.” he said, looking back down at Bedlam’s Iron Alicorn, the machine already back on it’s hooves, eyes scanning for an opponent. “I’ll keep his tinker toy busy. Don’t hesitate to call me if you need me!” With that, the three ponies took off from their hover, flying back down at towards their targets.

Midnight zoomed at a downward angle, forelegs extended outward as he closed in on the automaton. The attack plan played out in his mind as he drew closer, a smirk forming on his face. ‘Quick swipe across the muzzle will send it staggering. After that, a hard downward strike on the center point of the back will sever control of the wings and hind legs, rendering this wind-up toy immobile. After that, severe head stomping until it’s dead. Easy-peasy.’ he thought. Unfortunately, like so many things in life, this series of events proved easier said than done. On the ground, Metalla quickly turned it’s gaze skyward, it’s crystal eyes locking on Midnight. As the stallion grew within range, forelegs still extended, the Iron Alicorn raised up

on it's hind legs, extending a forehoof at him. Midnight caught a faint glimmer of magic before he ricocheted off it's suddenly-created barrier, barreling like a ping-pong ball to the side and rebounding off the courtyard wall.

“Whoa!” the pegacorn cried, barely able to correct his flight path before falling from the sky. “Well, that’s just super! Since when do robots know magic?!” he said to nopony in particular. Turning back to Metalla, he noticed the dark machine fall back to all fours, it’s wings spreading wide as a familiar roar started to build. Slowly, the creation rose up off the ground, jets of fire and flame jetting out from the bottom of it’s four hooves.

“Target: Identified. Scanning... Scanning...” A hollow, cold female’s voice echoed through the courtyard, making the human-pony recoil in surprise.

“Holy bucking hell, you can talk!” he said, the machine tilting it’s head at his words. As much in danger as he knew he was, Midnight couldn’t help but marvel a bit over the most complex piece of machinery he had yet come across in this foreign world. “Well, that indicates a little intelligence. So, how about we go sit down and talk about this over some green tea and 40 weight oil? Sound good, Glados.?” Midnight said, his smart-flanked line failing to make his tense mood lessen any. It proved no uses, though, his enemy either paying no attention to it, or ignoring him outright.

“Action: Engage.” With that, all four limbs leaned backwards, shifting Metalla forward as it began to flap it’s wings, launching itself at Midnight with amazing speed. The stallion pulled his wings in quickly, dropping just in time to avoid the sharp horn of the weapon, the heat of it’s thrusters briefly washing over his head and back as it passed and making him glad he decided to wear his armor. Turning just in time, Midnight managed to maneuver himself out of the path of another dive bomb, pumping his wings hard to rise over the sudden swipe.

“Damn it, this thing is QUICK!” Midnight shouted, making sure to keep his eyes on Metalla this time. After the second pass, the robot rose quickly into the sky, seeming to wait for it’s opponent to join it. Hesitantly, Midnight flapped his wings until he hovered up to roughly the same level of Metalla, pausing to take stock of his options.

“Alright, it’s fast, strong, knows magic and made out of some super strong magic metal.” he said to himself. “What the hell else can this thing do?” Immediately, Midnight regretted that spoken thought.

“Action: Engage. Option: Ballistic Assault.” the robot said aloud, throwing it forelegs above it’s head. The thrusters on the forehooves turned off as the thrust from the hind hooves seemed to double, it’s beautifully crafted metal wings beat to keep it steady in mid-air. From it’s barrel, a pair of panels opened on it’s left and right side, exposing a honeycomb pattern of holes inside. “Target Locked. Firing.” With that, a dozen small booms echoed through the air, a cluster of small projectiles flying from the honeycomb holes towards Midnight. For a moment, Midnight hovered, jaw falling in shock before he turned and took off, the mini-missiles following him in hot pursuit.

Bedlam rose slowly off the ground, shaking his head s he did. Regaining his bearings,

he looked up at the pair of alicorns now hovering slowly down before him.

“Well, well, well! These kitties have CLAWS! Reow!” the monster joked, pawing a claw at the air towards them. The humor was lost on the sisters, both still priming their horns for either an attack or defensive spell.

“Silence, monster! You’re not joking your way out of this!” Luna shouted, firing off a beam of dark blue energy towards him, causing him to duck under it. “When we’re done with you, they’ll have to glue you back together to put you in the statue garden!” Luna’s mane and tail flared up, doubling in size as her eyes glowed an eerie deep blue.

“We won’t let you destroy this world, monster!” Celestia said following suit, her own multi-colored mane and tail growing bigger, generating a bright glow in the dark of the courtyard. With a single leap, Bedlam launched himself into the air, the sister goddesses following close behind.

“Yes, yes. I’m very intimidated.” Bedlam said, swooning as he leaned back, his taloned claw on his forehead. “Like I haven’t heard THAT line a thousand times in as many now-destroyed dimensions! Tell me, ladies:” he said, laying forward on the empty air. “what makes you think this fight you’re putting up is any different than those put up by any of my other heroes on my previous victim worlds?” Luna’s stare remained unwavering, the moon goddess never taking her gaze from the cocky chaos god.

“We’ve defeated one of your kind before, beast. Your brother, Discord, when it was just me and my sister putting up the fight.” A confident grin forming on her face. “We’re both more powerful, now, our strength now as great as it’s ever been. Not to mention six new bearers of the Elements of Harmony AND Midnight Blaze on our side.” Bedlam leaned back, his paws on his belly as he let out a loud, bellowing laugh.

“Midnight?! HE’S your ace in the hole?! HA!” he mock-laughed. “I’ve known Midnight since he was in his mother’s WOMB, Night Princess. If he’s your trump card, then I’m doing a service to this dimension by destroying it, a pair of daydreaming foals such as you two as it’s leaders.” The two seemed taken aback by the statement, the patchwork creature continuing to laugh in mid-air.

‘How could that be true?’ Luna thought to herself. ‘If Midnight is truly from some other human-populated world, how could Bedlam have know him all his life? If he was in Equestria for centuries like he said, what purpose could e he have watching Midnight when he was a human?’ Bedlam stopped laughing, flicking away a single tear as he caught his breath.

“Oh... I needed that laugh. Thank’s ladies. But now, we really should get down to business.” Locking his clawed fingers together, Bedlam turned them and pushed them forward, cracking his knuckles. The centaur-like beast took a fighting stance before them, a karate outfit and yin-yang emblazoned headband appearing on his person. “My kung-fu is better than your kung-fu!” he said, his lips not matching his words. “Prepare yourselves, ponies!” Celestia and Luna did, leaning forward in preparation for an attack by the beast. As their eyes locked with his, the two sisters paused for a moment, both suddenly being surprised by a gentle tapping on both their shoulders. Quickly, the two turned to see who was begging their attention, only to be greeted by Bedlam’s thick alligator tail sweeping across them

position, knocking them both from their position.

“HOME RUN! This is just the beginning, ladies! Try to keep up!” Bedlam laughed as Luna and Celestia righted themselves, mid-fall.

“This is going to be tougher than I thought, sis.” Luna said, using her magic to hover a moment while she stretched her struck wing. “If he’s anything like Discord, this battle could go on for a long time.” Celestia hovered in front of her little sister, giving her cover as she reverted back to using her wings to stay aloft.

“Remember what Midnight said, Luna: He’s probably the weakest of the draconequus.” Celestia reminded. Though dozens of yards away, Bedlam still snorted at the reminder of his shortcomings. “Together, we can wear him down.” The sun goddess gave Luna a wink over her shoulder, turning back to Bedlam with a sly grin. “Don’t worry, Luna. If Bedlam was even half the Chaos Lord his little brother is, we’d be in real trouble.” That was all it took. The cocky, smug look on Bedlam’s face disappeared, quickly replaced by a look of rage. The mis-matched creature bared his teeth, the air around him distorting as he summoned forth a massive amount of energy.

“I... am...” the evil beast growled, eyes starting to glow dark red. “... A THOUSAND TIMES THE CHAOS LORD HE IS!!!” Inhaling deeply through his nose, Bedlam focused his evil power before him, forming it into an ever-growing ball of black energy. The ball floated in front of his face, Bedlam leaning back slightly as he held his breath.

“Tia...?” Luna whispered in concern. Celestia only raised a hoof to pause the younger mare, motioning for her to keep an eye on the coming attack. Opening his mouth wide, Bedlam let out a mighty roar, the ball of energy forming into a searing beam of dark power. Quickly, Celestia and Luna flew off, dodging the blast, the beam searing the ground below as it cut a deep swath along the courtyard. Dragging the beam after Celestia, Bedlam didn’t notice Luna swinging around behind. It wasn’t until the pair of hard forehooves struck the back of his head, dazing him. The beam of energy broke, vanishing as the draconequus spun and fell towards the ground.

“Excellent move, Luna!” Celestia yelled down to her little sister, motioning downward toward their opponent. “Come on! Don’t let him recover!” Together, the two sped down towards Bedlam, the monster correcting himself a few yards from the ground and turning just in time to be caught by the Royal sisters. Each gripping an arm, Luna and Celestia drug Bedlam down to the scorched floor of the courtyard, the impact creating a crater as his body slammed quickly to the ground. Quickly, Luna and Celestia sprang back to a safe height, swirls of dust and smoke following as they did. Panting slightly, the sisters could make out a slight laugh, growing slowly from the impacted ground below.

“He... hehehe... nice. Very nice...” Slowly, Bedlam beat his wings, blowing away the dust, the monster slowly starting to clap. “Bravo, ladies. Bravo. I truly didn’t think you had it in you.” With a single beat of his wings, Bedlam joined them back in the air, cracking his neck and knuckles as he looked down at the crater he formed. “And here I was, thinking this would be TOO easy. I’m glad to see you have at least a little fight in you.”

“There’s plenty more where that came from, you maniac.” Luna said, defiantly. “I

might not be as strong as my sister, but I'm still an alicorn, and a princess of this realm. I will do everything in my power to defend myself, my sister and my ponies from any and all threats." Luna and Celestia held their position in the air, floating as they kept their magic at the ready. "As long as there's a breath in this body, you WILL NOT win!" Bedlam cracked a smile, flaring his wings out once again as he prepared another charge, fangs bared.

"That sounds like a challenge to me, princess!"

"CRAP!"

BOOM!

"DAMN IT! HELL!"

BOOM

"AAHHH! BUCK! SHITSHITSHITSHIT!!!"

Midnight galloped up the side of one of the large parapets of the courtyard, wings carrying him up and over the top of the spire as he tried to avoid the onslaught of Metalla's missiles. The stallion was able to dodge the initial attack, the dozen projectiles flying easily over his as he ducked to the ground. It wasn't until he turned and watched them curve in mid-air that he realized just how bucked he was. Taking off through the yard, he managed to kick a barrel in their path, causing two to detonate. The rest, unfortunately, have been following him relentlessly ever since.

Launching himself off the top of the tower, Midnight looked down at the spot in the yard where the Iron Alicorn was last. Metalla had since taken off somewhere, leaving him to wonder what surprises she had in store for him next. He didn't have to wonder long, the huge machine appearing in the air in front of him as he looked for the missiles again. With a powerful downward strike, Metalla brought her two forehooves down on Midnight, sending him to the courtyard below. In his pain, Midnight could barely make out the remaining missiles as they turned to follow him.

"You gotta be KIDDING me!" he shouted, opening his wings to slow his descent. Mere yards from the ground, the stallion managed to correct himself, swooping upward back towards the robot with the projectiles close behind. He stretched his forelegs forward, heading straight at Metalla as she prepared another strike. As he grew closer, Metalla swung her heavy metal leg at her target, hitting nothing but red smoke as Midnight teleported away at the last moment. From his new position on the cone of the tower, Midnight watched Metalla's eyes glowed brightly as the remaining missiles broke through the smoke, colliding with it's metal body in a massive explosion. The clockwork pony flew end over end, arching in the air as it started to descend back to the ground. Quickly, all four boosters clicked on, Metalla barely catching herself.

"Oh, no ya don't!" Midnight checked himself into the barrel of the robot, sending it back into a wild free fall. Swooping back around again, he went into a climb underneath her,

retracting his wings as he used his magic to move him into his next attack. Quickly, the pegacorn struck the body and chest of Metalla, his armored hooves sounding like a jackhammer on sheet-metal as each strike sent him and Metalla high and higher into the air. The Iron Alicorn struggled to recover, it's magical processors unable to form any real defense against the relentless assault it was now under. Midnight quickly turned below her, rearing his hind legs back. The warrior released his blow, both hooves striking under Metalla's chin, sending her end over end to the other courtyard where Luna and Celestia were engaged with Bedlam.

“Damn it! I didn't want to send it over there!” Midnight thought, watching the flashes and smoke rise up from the other battle. Metalla crashed down through the top of the wall, falling into the yard and out of sight. “I gotta get down there! The sisters are gonna need my help!”

Bodies flew in every direction as Trixie and Blueblood escorted the Elements through the battlefield. The six friends cringed as they saw their friends tossed about and fighting for their lives.

“Almost there! Get ready!” Trixie shouted as they approached the Element case. “When this force field drops, grab those Elements, and use em! We won't be able to hold these freaks off much longer!” The eight ponies stopped, Blueblood and Trixie standing before their friends as they kept an eye out for any attackers.

“Get those Elements, ladies. Trixie and I will handle these ruffians!” Blueblood said, trying his best to look refined, despite his dusty and disheveled appearance. Twilight galloped up the pile of rubble towards the case, taking it in her magic. Quickly, she scanned over the case, undoing the magic lock holding it closed.

“Alright, girls! Get ready!” One by one, Rainbow, Applejack, Pinkie Pie, Fluttershy and Rarity arched their necks, Twilight's magic levitating the five necklaces out of the box. Each Element flew down, latching themselves around it's respective Bearer's necks in a flash of magic.

“o/` oh, Pinkamena... o/`” a sing-songy voice rose up from the sounds of combat. From the dust and chaos of the room, Tumbler stood on her hind legs, a magical construct of a mallet in her one forehoof, a baseball bat in the other. Though half-hidden by her jester mask, the wicked smile on her face was still evident. “I'm here to settle the score between us, Pinkamena... right here, right now!” Taking a running start, the jester mare leapt into the air, flipping end over end as she flew over the Elements. Pausing for a moment, the maniac swung back both weapons, dropping down towards the mares below, only to be stopped barely by Trixie and Blueblood's shield spell.

“Gaahhh! Twilight, get those Elements ready!” Trixie shouted, straining with each attack to her shield. Though sharing in the expense of magic, Even Blueblood seemed to sweat and struggle under the pounding attacks of the magic weapons. Twilight immediately focused her spark of magic, a ribbon of rainbow power emanating from her tiara around each of her friends, causing their necklaces to react. Slowly, the five Bearers rose off the ground, eyes

closed as their Elements shined brightly and expanded, covering them in light. As the glowing aurora around them grew brighter, Tumbler's attacks slowed to a stop, the Killjoy watching in wide-eyes horror as a burst of magical energy knocked her back through the room. Quickly riding to her hooves, she had every intention of running back to continue her assault, but was stopped by the sight before her. Standing behind Trixie and Blueblood were all the Elements, each now fully clad in armor resembling Twilight's.

“Oh, my... this is marvelous!” Rarity exclaimed, looking over her new outfit. “Twilight, this is just like your armor! It's an entire matching set!”

“And it's not over yet. C'mon, girls!” Instinctively, the five friends gathered around Twilight, getting into formation as the purple mare gathered her magic to charge the Elements and bring this battle to a close.

Despite his feelings towards lowering himself to the level of the beings he sought to conquer, Bedlam felt that tearing Celestia limb from limb and breaking every bone in Luna's body warranted the kind of behavior he was demonstrating now. The draconequus furiously flapped his wings, claws slashing just out of reach of Celestia's tail as he followed her in circles up the observation tower. Each swipe sent out razor-like flashes of light that collided with the tower, breaking off pieces that rained down in the yard below. With a quick turn, the sun goddess flicked her mane, the resulting flash searing Bedlam's eyes, causing him to slow as he recovered. That was all the time Luna needed. Coming from his side, Luna landed both hind hooves against his side, sending him through the outer wall of the tower and out the other side, causing a hole from one end to the other.

“Amazing shot, sister!” Celestia praised. Luna gave a quick bow and smile, playfully acknowledging the praise.

“Twas a pleasure, big sis. Besides, I learned from the best.” Tia smirked, recalling the day in their fight against Discord when the exact same move was planned out and executed with the same results. The lighthearted moment came to a quick, crashing end as a loud boom came from behind the two, drawing the attention of both. In the yard of the courtyard below, they could see a shiny metallic figure, crashing through the top of one of the walls as it stumbled to the ground.

“Is that Bedlam's robot contraption? I thought Midnight was handling it.” Celestia said, spying the shaking machine. Right on cue, Midnight appeared above the collapsed wall, looking down on Metalla as he appeared to be looking for a good way to continue his attack.

“He has it covered, sister.” Luna reassured. “Let's not get distracted from the task at hoof. Bedlam will be recovering soon.” The pair returned to their vigilance, waiting for the mismatched creature to recover and attack.

“Damn those goddesses! Why is it always SO HARD for the natives of the worlds I invade to accept that me showing up means their world is doomed?!” Bedlam hovered out of sight of the two ponies on the other side of the damaged tower. From his vantage point, he could see the top half of the tower shake slightly from the obvious trauma to the load-bearing

beams and structures. Instantly, Bedlam had a wonderfully wicked idea. Quietly, he floated to the side of the tower, standing on all four legs against the side. Leaning forward, he placed his two large hands against the side, and began to push. Pressing hard against the top of the tower, he started pushing it forward, hearing the bricks and beams give way as it started to break free towards the sisters.

Back on the ground, Metalla's internal magical programming was working overtime, trying to realign itself to optimal killing efficiency. It's crystal eyes scanned through the dust and smoke, seeking out any heat source or ethereal signatures around it. Though still dazed, the Iron Alicorn did manage to spy a pair of powerful auras, flying just above the courtyard. Sensing that it's systems were not yet at 100%, Metalla decided to buy itself some time. Channeling it's internal energy into it's eyes, Metalla focused a powerful beam of energy from the glowing twin gems. The beam roared up the side of the already stressed tower, turning at a sharp angle and running down Luna's side. The dark alicorn screamed in pain, all six limbs tensing as her eyes screwed shut before her body went limp.

"LUNA!!!" Celestia and Midnight cried together, their combined yells echoing through the open air as Luna impacted the ground. Midnight quickly went into a dive towards Metalla, forehooves outstretched as he piledrove the robot to the ground. Flying back from the strike, he looked across the yard, finding Luna struggling to stand. Flaring his wings, he moved to fly to his fallen princess, only to be drug hard to the ground, a hard pressure holding onto his hind leg. Turning back, he could see Metalla's metallic claw once again holding him tight, preventing his escape as he rushed to help his marefriend. Keeping it's grip on Midnight tight, Metalla aimed her crystal eyes back towards Celestia, launching another powerful beam of magic at the sun goddess. Diving quickly, she managed to evade the attack, the beam hitting an already damaged spot on the tower, blowing out pieces of brick and stone. On the other side, Bedlam continued to push, the top half of the tower giving way under his strength.

Amidst the sound of crushing stone and snapping wood, the top section of the tower and it's spire broke away, sliding forward toward Celestia. Easily, the alicorn avoided the broken building. Unfortunately for Luna, the story was much different. From the dirt of the courtyard, Luna watched as her sister dodged Metalla's beam, watching as pieces of the tower blow out under the attack. The night princess covered her head with her wings, guarding against the falling rock as it landed all around her.

"Luna! Get out of there, now!" Midnight shouted, reaching out in vain with a forehoof towards the mare. Cautiously, Luna drew back a wing, spying the look of dread on her champion's face. The princess looked back up towards her sister, finding only the falling top half of the tower in her view. Injured from her fall, Princess Luna could only watch as half of the observation tower collapsed down, the entire mass falling on her, burying her under tons of brick and stone.

"LUNA!!!!" Midnight wailed as he watched Luna vanish under a wave of debris, the plume of dust kicking up, blacking out his view as he felt Metalla finally let go of his forehoof.

"YES!!! I got one! I FINALLY got one!!!" High above the destruction, Bedlam danced in the air, spinning and moving in celebration of his successful attack. The steady stream of

tears running down Celestia's stunned expression only added to the sweetness of the moment for the beast. "Metalla, my dear?" Bedlam shouted down to his mechanical servant. "Be a dear and finish Midnight and Celestia for me. I'm going to give the Killjoys a quick check." With a snap of his fingers, Bedlam vanished, leaving his Iron Alicorn to do his dirty work.

"Luna! I'm coming, Luna! Hold on!" As soon as Bedlam vanished, Celestia quickly dove down towards the rubble, only to be stopped by another beam of dark magic. Dodging just in time, the sun princess was met in mid-air by the charging Metalla, its razor-like wings barely missing her horn as she flew by. Pausing in the air, the robot fired off its forehoof at Midnight as he tried to recover, its clawed hoof grabbing him by the foreleg. With a single flick of the fetlock, Midnight was sent whipping up into Celestia, the two ponies crashing into the side of the ruined tower.

"Oh, my aching... everything..." Midnight grumbled from under Celestia's flank, his face half buried in the dirt. Shakily, the sun regent rose up off of him, giving the chance to stand again. The human-pony stood up beside her, lowering his horn towards the slowly hovering Metalla. "It seems like she wants to keep us from getting Luna out of the rubble." he said flatly, a forehoof wiping away a small trickle of blood from his lip.

"Well," Celestia said. "it looks like if we want to dig out Luna, we're going to have to destroy this monstrosity first!" A devious smile spread across Midnight's face, his eyes focusing on the target before him.

"Sounds like a plan to me, Princess. Lead the way!"

"Everypony, in together now!" Trixie hollered an order to her troops, drawing their attention as they struggled against their opponents. "Subdue these hostiles, NOW! We need to buy the Elements some time!" Without hesitation, the members of the elite team moved into action, each knowing that this was the moment they were waiting for.

Fearlessly, Trixie charged at Tumbler, the jester still disorientated from the initial blast of energy from the Elements. Amidst a storm of magical chains, Trixie managed to subdue the mad mare, ensuring the trap by gripping her in a choke hold from behind. Swooping down from her holding pattern above the room, Gilda scooped up Big Mac again, tossing the large stallion at Crash and Burn, still taking shots at the heroes around the room. The farmer pony knocked the unicorn mare off her brother's back, his weight dragging Crash to the ground with a heavy thud. Now free from having to dodge the bolts of magic from his sister, Soarin' and Spitfire dove onto Crash's wings, keeping the massive pegasus pinned to the ground. Flailing her legs, Burn fell helplessly to the floor, landing hard on Klokwerk as he took shots at Rover, promptly ending their fight. In one fluid motion, Blueblood managed to capture both the deadly beauty and the mad doctor in a magical net, effectively canceling out both their magical abilities as it held them in place.

"You won't be taking me so easily, you little runts! No pony can beat Grimdark!" the direwolf shouted, swiping a heavy paw at Gilda as she flew by. The moment of distraction was all Rover needed. In an instant, the diamond dog swung part of a large pillar at the huge wolf, hitting him in the back of one leg, while Little Strongheart bucked hard against the other. The

monster wolf fell to one side, Gilda pouncing down on him with all four paws. Quickly, the griffin wrapped her body around Grimdark's hind leg, Strongheart pouncing on and holding the other. Rover threw the marble pillar he held to the side, jumping on the wolf as well. Dodging the snapping jaws of the largest Killjoy, the canine grabbed both his forepaws, holding on to them as tightly as he could, keeping him on the ground. Once incapacitated, Breaburn tossed out his lasso, managing to catch Grimdark's muzzle, silencing the beast as he took the wolf's powerful jaws out of the equation.

"Twilight! Now's your chance! Use the Elements!" Trixie shouted, struggling under the strain of holding her adversary, each kick or pull weakening her grip. For a moment, Twilight's magic faltered. Before her were her new friends, each struggling and fighting to hold the Killjoys in place. Even now, the five attackers still struggled, each still intent on freeing themselves and returning to their mission; the destruction of the Elements of Harmony.

"B-but Trixie, what about you?! You'll be caught in the blast, too!" Twilight cried, holding her power steady as she waited to another way, ANY other way to launch her attack. Still holding tightly to Tumbler, Trixie smiled at her old rival.

"If it keeps you all safe, then it'll be worth it." Her voice was steady and sincere, her tone unwavering, and in that instant, that instant, Twilight's resolve was sealed. Gathering her energies, she channeled her magic through her Elemental tiara and the remaining Element necklaces. IN a moment, she would be ready to strike.

A sudden flash of light appeared above the room, announcing the sudden appearance of Bedlam to the creatures gathered. Trixie and her team stared in stunned horror at the beast, while their captives were fueled with a sudden dim glimmer of hope. For a moment, thought, Bedlam seemed more than content to simply gaze around the large foyer.

"Master! Please, give us some help! We need you!" Klokwerk cried, attempting to reach out to the god-monster. Around the room, his Killjoy teammates echoed the sentiment, each still fighting to break free from their holders. For the most part, Bedlam seemed thoroughly annoyed.

"Help you?! You're STILL having trouble with the Equestrian Avengers, you stupid little creatures?! All the power and training and time I put in to make you the most destructive killers in the world, and you STILL fail me?!" The draconequus shook his head, giving them a disappointed look. "You've all failed me for the last time, my Killjoys." Turning, he spotted Twilight and the others ready to release their Elements on the group. Taking this as his cue to leave, he gave one last cocky wave to his team. "I leave you to your fate, Killjoys. I have work to do. And just so you know, I won't say I'm mad, just... disappointed." With that, Bedlam blinked out of existence, just as a wave of chromatic power burst skyward from the six friends from Ponyville. The palace defenders all closed their eyes, ready to take the full brunt of the attack in order to defend their friends and princesses. Reaching the ceiling, the wave curved down back the floor, curving once again as it roared and swept through the mass of creatures in the foyer.

Cautiously, Trixie opened her eyes. Looking down at her hooves through a shimmering rainbow mist, she realized that Tumbler had disappeared. Turning around at her fellow

warriors, she noticed all their captives had vanished as well. The group looked at each other, confused as to where their enemies had gone. However they did not need to look far. Through the roar of magic, they all still managed to make out the faint sound of screams. Turning to the back wall of the foyer, they were shocked by what they saw. Pinned to the wall above the first flight of stairs were the Killjoys, the intense beam of Elemental magic holding them in place as it penetrated their very beings. Soarin', Spitfire, Rover, Big Mac, Breaburn, Strongheart, Gilda, Blueblood and Trixie all walked easily through the glittery magic, seeming no more to them than a gently summers breeze, watching in amazement at the power the Elements of Harmony could expend on those truly corrupt at heart.

Eventually, the magic from the Elements did die down, leaving Twilight and her friends panting as the energy ceased to flow through them. Each beared watched as their newly discovered armor faded from their bodies, turning into shimmering dust as they returned to their respective jewels. Slowly, the five Killjoys slid down the wall. Hitting the landing, they each slowly rolled down to the base of the stairs, all still panting heavily from the attack. Trixie and Twilight approached first, making sure to keep a close eye on the five as they did.

“Carousel!” Pinkie cried, taking off her necklace as she rushed forward to her old friend, only to be stopped by Twilight.

“Pinkie, wait!” she quickly exclaimed, blocking her with a hoof. “We don't know how they're react. This isn't like when we fought Nightmare Moon.” Still, Pinkie leaned forward, looking down on the ravaged Tumbler, once known as her dear friend, Carousel. Tumbler looked up from behind her ruined jester mask, reaching a hoof up to remove the broken ceramic smile. Holding it, she looked over the surface before tossing it aside, the mask bouncing across the floor into the rubble of the room. In a move almost too unexpected, Tumbler lunged forward between Twilight and Trixie, wrapping her forelegs around Pinkie Pie.

“... .. thank you...” From the floor at her hooves, Tumbler's words were barely audible as she hugged Pinkie's forelegs, sniffing as she slowly began to sob. “... Pinkie Pie... thank you... thank you all so much...”

“T-Twilight...” Applejack asked, coming up at her side. “what in tarnation...?” she said, gesturing with a hoof up at the wall where the Killjoys were held in place. Twilight gasped at the strange sight before her. Against the wall, hissing and roaring as they stayed pinned in place, were the Killjoy's shadows. Each silently struggled against the surface as their dim outlines slowly began to fade away. One by one, the shadows faded into puffs of black smoke, until they were gone, blown away in the cool night air. The two unicorn mares looked back at the remaining Killjoys, noticing a complete difference in them all. Klokwerk was leaning against the side of the stairs, frightfully prodding at his prosthetic horn with a hoof. Burn had curled up in her big brother's forelegs, weeping uncontrollably as the much larger Crash held her tight, trying to comfort her through his own tears. As for Grimdark, the massive direwolf had crawled away and curled in the far corner of the room, tail between his legs as he whimpered into his paws.

“Twilight,” Trixie said, just above a whisper. “what in the world just happened?”

Having gained a second wind, Metalla's attacker were coming in full force. Hovering in place above the courtyard, the machine was alternating between concentrated magic beams from its eyes and failing attempts to grapple one of its two enemies with its claw. Quickly, Celestia and Midnight circled the robot pony, trying to keep it guessing as they launched their own beams of energy off all around her. The distraction tactic seemed to be working for the moment, but they needed a plan soon if they wanted to walk away from this fight.

"Princess! I think I have an idea to stop this thing, but I'll need some help!" Midnight yelled above the roar of energy around them.

"Good! What do I need to do?" Slowing his air speed, Midnight flew just above the sun goddess, keeping a watchful eye on Metalla the entire time.

"First, we need to get that thing out of the palace ground, where nopony will be hurt by what I have to do! Then, you need to keep it in one place until I can strike!" Celestia nodded at the pegacorn, looking back over to their opponent.

"Consider it done, Midnight!" With that, Celestia went into a sudden dive to the courtyard floor. Midnight kept his string of magic flying at Metalla, keeping it on guard. From below, Celestia went into a fast rise under the machine, her horn aimed high as she tightly closed her eyes in anticipation of impact, hoping Midnight's attack was keeping it busy. Amidst the sound of grinding metal and a shower of sparks, the gamble proved effective, Celestia's horn piercing Metalla's barrel and sending it up and over the back wall of the courtyard toward the empty field behind the palace. After a moment of uncontrolled free fall, the Iron Alicorn landed hard against the ground, its body and wings damaged from the unexpected assault from the sun princess. Amidst the sound of grinding gears, Metalla started to rise, only to be struck back to the ground.

"Oh, no you don't!" Midnight shouted, his horn still glowing from the bolt of lightning he fired off. "Princess, keep the strikes up! I'm going in!" Following the young warrior's instruction, Celestia charged her horn, releasing another bolt of lightning, sending the metal soldier back to the ground.

"What are you planning to do, Midnight?!" Celestia shouted, keeping the strikes random as she began galloping around the disabled creation. In the sky, Midnight began to circle the air above Metalla, his own horn charging as he recalled a number of spells taught to him by Twilight during their training.

"The best I can!" he shouted, the wind beneath him picking up in accordance with his spell. Beating his wings furiously, the pegacorn flew in a tight circle around the robot, slowly rising as the winds picked up. Celestia kept her assaults up, dodging a few random beams fired off by Metalla as it frantically tried to recover its hoofing. Cautiously, Midnight rose higher, keeping his spell building up more and more until it could maintain itself around his target.

"Celestia! Keep up the attack! Change to fire!" Midnight shouted as he spiraled up.

"Fire?! How am I-"

“You’re the sun goddess! Incinerate that sucker!” Celestia looked at the struggling robot, feeling a wicked grin form on her muzzle.

“Incinerate...? Gladly.” Releasing one more powerful bolt to stun Metalla, Celestia’s mane and tail flared back with a sudden rush, the solar winds around her picking up in the tornado Midnight had created around their target. From deep inside her body, Celestia could feel a power rising to the surface. It was a power that the sun goddess had all but forgotten, a power not called upon since the most desperate days of the struggle against Discord. Celestia inhaled deeply through her nose for several long moments, holding the air inside as her internal temperature grew higher and higher. Leaning back, Celestia focused her power. Opening her mouth, the sun alicorn leaned forward, opening her mouth as she breathed out a blazing, searing hot jet of fire. The bright red and orange jet of flame washed over Metalla, instantly driving all of her magical sensors to their limit, effecting blinding her as her crystalline circuits fought to compensate. More and more fire washed off of Metalla, slowly filling the tornado spell Midnight had created. Looking down the eye of the storm, Midnight saw his target, still trying to gather itself enough to counterattack.

“Good... Stay right there, you walking blender.” Midnight flew higher and higher, the funnel of flame below him lighting the dark Canterlot night. As he climbed, Midnight could feel the air growing colder with each turn, each breath suddenly having to be taken with more and more effort. “Alright hero, it’s just about time...” The chill in the air was just about unbearable now, each pass chilling the stallion to the bone. “Alright, then... here goes everything.” Summoning up another spell, Midnight formed a small protective shell around himself, covering his entire body only about an inch from the surface. Rising only a few more feet, Midnight tucked his wings at his side, going into a sharp dive straight down the center of the tornado, aiming directly for Metalla in the eye below. Once again, Midnight opened his wings, beating them furiously as he dove, increasing his speed. “Rainbow Dash helped me before... I just hope the spiral of this storm gives me the boost I need...” he thought, already noticing the mach cone forming in front of him. With forelegs outstretched, the pegacorn could feel his fur, mane and tail flying back, pulling as the mach cone broke, sending him into another sonic rainboom. Just before the impact, Metalla looked up, Midnight noticing an almost surprised look in it’s dead crystal eyes before everything went dark.

“Oh, this is gonna suck...”

With a boom loud enough to break all the remaining windows in Canterlot Palace, Midnight collided with Metalla, a large, chromatic mushroom cloud lightening up the mountainside behind the palace and dispersing the flaming tornado. Walls crumbled, plant life was incinerated and Celestia was sent flying back towards the palace. Tumbling end over end, the sun princess crash into a weak courtyard wall, winding up on her side as the winds and dust blew over her. After a few moments, the injured and pained Celestia was able to look up again. Scanning the ground before her, Celestia found a large, deep crater, pieces of metal, gears and wiring scattered all around the area. In the center lay the only section of Metalla that could still be recognized as the robot; one foreleg, still connected to the broken neck by a section of shoulder, the head, with broken horn and half missing face plate, stared eyeless out into space. Slowly, Celestia approached, ever cautious of the monster that moments ago was still trying to kill her. Poking the chin of the robot with a hoof, the princess was met with a violent jolt from the broken section, The last remaining energy in the creation causing it to

weakly move forward. Rearing back, Celestia brought both forehooves down hard to the head and neck of Metalla, violently stomping and grinding the still recognizable section into the scorched dirt until, finally, the last of it's magical charge faded away, leaving it lifeless.

“Oh, thank the stars... that's over...” Celestia panted, allowing herself a moment to center herself before leaving the crater. Her wings were damaged, though one could not tell simply at first glance. She could feel a dislocation at the shoulder of one, and perhaps a break in the ulna of the other. Or was that the radius? She could never tell. Looking around the area, she scanned for Midnight, the young stallion nowhere to be found. She paused, closing her eyes as she focused on a magic sensing spell to locate him, finding only a sharp pain in her forehead. With a cringe, Celestia reached up to her horn, running a hoof along it's length, finding the source of the torment; a hairline crack running down the front, almost splitting in two. “Well... looks like I won't be flying or casting for the rest of the night. I just hope Midnight can assist me in recovering Luna before Bedlam returns.” Though still concerned for her sister, Celestia took comfort in knowing that the both of them were still protected by their godhood. Though Luna must be injured under the destroyed tower, she was, after all, an immortal alicorn. With some rest, the night princess would most definitely be completely healed by the light of day. Depending on if Celestia could raise the sun in her current state, that is.

“Aww... you broke my toy, Celestia! And I didn't even take out the warranty on it!” The sun regent's blood ran cold, the dark voice above her freezing her in her tracks. Looking up, she spotted Bedlam, casually floating on his back in mid-air, all four legs cross with his hand folded behind his head. “Kudos to you and Midnight, though. I designed that robot to withstand everything from absolute zero to bubbling lava. Good thing I decided to bail when I did.”

Though in no shape to fight, Celestia knew that she was, at the moment, the only thing standing between her sister and the mad draconequus. Putting on her bravest face, the princess spread her wings, fighting the urge to cringe in pain as she displayed before the beast.

“I don't care if I'm the only pony here, Bedlam. This fight is NOT over yet! Come down here and face me, you coward!” Bedlam regarded her with a confused look for a moment before breaking into a loud laugh.

“Oh, you ponies are ALWAYS good for a laugh! My dear Celestia, the fight is ALREADY over!” Reaching behind his back, the mad god pulled from nowhere a large cage, Princess Luna chained and bound inside.

“Luna!” Celestia shouted, trying to race up to her captured sister, only to fall back to the ground on injured wings. From the dirt, Celestia could hear Bedlam snicker at her failed attempt at heroism. “Let her go, you heartless MONSTER!!!”

“Sister... I... I tried to fight, but he...” Luna sobbed from behind the bars. Celestia's jaw dropped as she stared in wide-eyed horror at Bedlam's prize. Tears in her eyes, Luna leaned against the bars, reaching down with a hoof to her sibling. “... big sis... please... help me...” In an instant, the cage vanished in a puff of smoke, changing into a pink purse, zippered inside was a shrunken Luna, struggling to escape. With another snap of his fingers, a pair of pink

sparkling sunglasses appeared on Bedlam, complete with matching beret and leather jacket.

“Oh, this whole ‘Ruined Canterlot’ scene is SOOOO last week.” Bedlam joked, sliding the purse containing Luna over his shoulder. “I’m so TOTALLY out of here.” Spreading his mis-matched wings, the pink ensemble vanished, Luna returning to her cage, floating like a balloon on a string from Bedlam’s wrist. “Don’t worry, Celestia; you’re still invited to my ‘End of the World’ party. Starts in about.. Oh, I don’t know... six hours!” The beast went into another round of laughter as he turned, Luna still reaching for her sister through the bars. “See ya later, sweet-flank! Happy Apocalypse Day!” With a single flap of his wings, Bedlam was off, disappearing with Luna in a matter of moments, leaving Celestia alone on the ruined hillside.

“... Luna... sister...” Celestia could feel tears rolling down her face, making no attempt to stop them as her legs gave out. Slowly, the sun princess sank to the ground, resting her face in her folded forelegs as she sobbed in the cool, dark night. “... Luna... I’m so sorry... we... I failed you...” Celestia felt numb. Every other feeling in her body, every other thought or emotion, every other memory was shut out. Only the overwhelming pain of losing her sister, for the second time, rang in her mind. In the devastation and pain all around her, Celestia failed to notice the ponies approaching from the destroyed palace walls.

“Princess! Princess Celestia!” Twilight’s voice rang in Celestia’s ears, almost sounding muffled under the screaming pain in her mind. “The Killjoys are defeated! The palace is secure! Are you alright? What happened?” Barely looking out of one tear-filled eye, she could see her student’s hooves slowly moving close. “P-princess... w-where’s Luna? Where’s Midnight? W-what happened to Bedlam?”

“...h-h-he t-took her...” For the first time in her thousands of years of life, Celestia, goddess of the sun and ruler of Equestria, found herself whimpering. Barely able to raise her aching head high enough to look at Twilight, she continued sobbing as she explained. “S-she was trapped and... while M-Midnight and me were fighting... B-Bedlam...” Twilight’s face fell as she gasped in shock, the rest of the Elements and Trixie galloping up at that moment. Turning to them, her terrified expression told them all they needed to know.

“Oh, no... we’re too late...” Rarity whispered, looking over the area. Rainbow and Fluttershy immediately flew up above the area, surveying in all directions as Applejack and Pinkie Pie helped the fallen princess back to her hooves.

Trixie looked around, her horn lighting the darker areas of the burned out area they now occupied. “Well, where the hay is Midnight? Did he go after them?” She and Twilight looked at each other, each knowing instinctively to scan the area with sensing spells. They didn’t have to look far. Almost instantly, both directed their horns at the center of the impact crater. Approaching slowly, together they felt just below the surface, feeling something soft and lifting buried beneath the surface. Reaching out, they took hold of it, slowly bringing it out from the dirt. Trixie’s and Twilight’s blue and purple auras carefully lifted carried Midnight out of the hole, placing him on the ground as Fluttershy and Rainbow beside him. Slowly, the red barrier Midnight had formed around himself before impact flickered and faded, leaving the dazed and groggy.

“Hey, big guy. How you feeling?” Rainbow asked, patting the slowly rising stallion on the shoulder. Shaking his head, Midnight put a hoof to his temple, his actions now coming to the forefront of his mind.

“Ugh... oh, wow... glad that worked...” Looking around at Trixie and the Elements, all still wearing their jewels, Midnight suddenly felt a sense of dread creep down his spine. Looking around, he noticed the lacking of one certain very important pony, as well as the twisted form of one very dangerous draconequus. “Oh, boy... where...where’s Luna?”

Celestia moved too fast to be seen by the mortal eye. In one quick, fluid motion, the sun goddess turned around, eyes still red from crying, delivering a powerful right hook hoof strike to Midnight’s cheek, sending the human-pony reeling before finally stumbling to the ground. The other mares gasped in shock as they watched their princess sneering in anger over the crumpled form of the warrior.

“... where’s Luna...? ... WHERE’S LUNA?! Luna is GONE, Midnight!!! Taken, by that monster, Bedlam!!!” Celestia pointed a hoof towards the sky, aiming in the direction Bedlam had flown off. “He took her out of the rubble while you were taking your nap in the dirt and flew off!!!” Despite the pain in his cheek, Midnight quickly stood up, galloping past his friends as he returned to courtyard where the tower had collapsed. Sure enough, the rubble had looked like it had been disturbed, shifted from the last time he saw it. Falling back on his haunches, the pegacorn stared blankly at the last place he had seen his princess.

“How did he manage to get her, though?” He could hear Twilight asking Celestia, the two ponies approaching him from behind. “He appeared in the foyer just before we stopped the Killjoys. He wouldn’t have time to dig her out of all that mess. It just doesn’t make sense...”

“He’s a draconequus!” Celestia snapped back, causing her student to cringe. “NOTHING a draconequus does makes sense!” Celestia could already feel her immortality healing the bones in her wings, taking a deep breath to calm herself. “I’m... I’m sorry, Twilight. But this is it. This is the last straw.” Celestia started trotting off back to the palace, carrying herself tall and regal as went. “It’s time I do what I should have done the moment Bedlam appeared.” Quickly, Twilight, Trixie and Midnight went after her, the other Elements close behind.

“A-and what’s that, Princess?” Trixie inquired.

“I’m calling Behemoth and Veloc.” The flat, cold tone in which Celestia spoke gave the ponies with her chills. Contacting the Dragon Overlord and Griffin King was a serious matter, and the fact that Celestia had finally resolved to get them involved show them all the limit to which she had been finally pushed. “I should have had them involved from the beginning. It was my own folly that they were kept away. But no more. With any luck, they can have several legions a piece here in a matter of hours.”

“Princess?” Midnight said cautiously as he trotted up behind her. “I... I have to-”

“NO!” Celestia snapped, turning around as she stared the pegacorn right in his face, the rest of the ponies pausing at this second outburst. “No more out of you !You had your chance,

and you failed! You had my sister's complete trust, and you let her down!" The sun goddess leaned back, feeling tears build in her eyes once more. "I can't believe I trusted you! Stars above, I actually started to LIKE you! I should have known... no good can EVER come from associating with humans." Midnight could actually feel his heart break. All at once, he was back to the moment he first work up in Equestria; feeling lost, hurt and utterly alone in a world that wasn't his. The only being in the world that truly cared for him was gone, and it was all his fault. "I'll get her back in my own way." Leaving the stallion and mares behind in the ruined courtyard, Celestia trotted away, heading to back to her throne room to begin preparing for war.

Slowly, Twilight approached Midnight, placing a hoof on the distraught stallion's shoulder in a failing attempt to comfort him. "Don't take what she said to heart, Midnight. Princess Celestia has had to live without her sister for a thousand years, and trying to help her adjust hasn't been too easy, either. She didn't mean any of that." Midnight looked at the ground, shaking his head as his eyes began to water.

"No, Twilight... she's right." he sniffled, turning to look up at the sky where Bedlam had flown off from. "Everything Luna has done for me since I arrived... she saved my life. She brought you girls in to teach e the secrets of flight and magic... she made me feel like..." Again, Midnight sniffed back the tears that fought to come out, closing his eyes before they began to fall. "... she made me feel home. And I let her down..." Twilight and Trixie walked up to Midnight, each giving him a comforting hug, tears flowing freely down his muzzle.

"We'll get her back, Midnight. No matter what it takes." Trixie stated. "I'll go and organize my team right now. We'll be ready to leave in a matter of minutes."

"And so will we." Twilight added, the rest of the Elements echoing the sentiment as the drew closer to the human-pony. "We don't care what we have to face. We're getting Luna back." Midnight's ears perked at her last words, the stallion shrugging out of their hold, turning to face the mares as he shook his head in response.

"No, you're not. Luna is gone because of me. I need to be the one to get her back. By myself." Twilight moved forward again to get close to Midnight, only to he kept at bay by an outstretched foreleg. "I mean it, Twilight! She was counting on me, and I let her be taken! I need to get her back, and I'm going alone. I won't let any other ponies suffer because of my mistake!" In a flash of red smoke, Midnight vanished, leaving the seven friends in the courtyard.

"What in tarnation?! Where'd he go?" Applejack asked to no pony in particular. At that moment, another red flash appeared high above their heads, Midnight appearing in the sky far above them.

"He used a teleportation spell?!? I-I can't believe he learned that so quickly..." Twilight said in shock. After a very brief free fall, Midnight spread his wings and started to fly, heading away from the palace. "What is he doing...?"

"He's going after Bedlam himself, that idiot!" Rainbow shouted, quickly zooming up to intercept the pegacorn. Her attempt was in vain, however, Midnight quickly teleporting again and again, further away each time. In spite of her fastest flying, Rainbow eventually lost

sight of Midnight, the dark coated pony easily vanishing from sight in the dark night sky. Defeated, RD returned to her friends, still waiting with baited breath in the ruined yard.

“I lost him.” she said, landing with a dejected look. “He’s on his way to find Luna right now, all on his own. That poor guy...” Together, the friends hung their heads. For the first time in their lives as the Element Bearers, they had truly felt like all hope was lost. Luna was gone, Celestia was unapproachable and Midnight was off to face a monster all on his own. Unsure of what to do next and too exhausted to even begin to plan a way out, the seven mares slowly headed back to the palace.

And then, Pinkie felt the ground shake.

“Girls... did you feel that?” Pinkie asked, pausing near the pile of rubble that once was a tower. Her years working on the family rock farm had trained her to recognize shifting stone. A seldom used skill that served her now as it was small at first, almost unnoticeable. A slight rumble underhoof. Then, another, as if something shifted slightly, only to stop abruptly. The rest of her friends looked at her, still too out of touch at the moment to pay her much thought. The pink pony’s ears swivelled back and forth as she waited and listened, her eyes finally widening in shock as another slight movement alerted her to the amazing truth.

“GIRLS! Help me dig, NOW!” Hopping up on the pile of rubble, Pinkie began to kick out and shove large pieces of rock from the huge mess. Pushing them with her nose and hooves, the earth pony put her naturally stronger muscles to work as her friends moved to join her.

“Pinkie Pie? What exactly are we-”

“Just! Keep! Digging!” The party mare cut off Fluttershy’s question, causing the pegasus to quickly start baling rocks off into the open yard. Working together, the mares flung rock and brock and stone in all directions, furiously digging into the debris. No pony spoke as they followed Pinkie’s lead, working their way deeper and deeper. No pony, that is, until Twilight noticed something, too.

“Trixie...? Rarity...? Do you sense that...?” she asked, timidly. Pausing, the other two unicorns closed their eyes, horns glowing slightly before both gasped in surprise. “Yeah, I thought so. Everypony!” Twilight announced. “Get off the pile! Rarity, Trixie! Help me!” Following the order, Pinkie, Fluttershy, Applejack and Rainbow hopped off the pile, standing well out of the way as the three unicorns tore through the debris. Together, they dug deeper into the center, partially disappearing from view of the four watching as they started cautiously removing one stone at a time. After a few tense moments, the three mares recoiled in shock, stepping back from the pile as the four bystanders picked up the slightest hint of a cough.

“Oh, my...” Twilight whispered in surprise, slowly walking back to the center of the

pile. AJ, Rainbow, Fluttershy and Pinkie approached, each straining their neck to see over the rubble to what their friend had discovered. Slowly, Twilight rose from the center, carrying a larger, dark blue pony on her back. Together, the six remaining ponies froze, eyes wide as they looked at the broke, but still very much alive form of Princess Luna.

“... Thank you, Twilight... (cough, cough)... it’s good to be out of that mess...” the night princess said, weakly. Her wings were obviously broken, held at her sides in an uncomfortable looking manner. Her horn was intact, though missing a slight chip from the tip. Her coat was dusty and muddy, having been driven into the dirt of the yard by the force of the falling tower. In spite of all that, the wounded goddess still seemed able to greet her friends with a smile, albeit a weak one. “... I’m assuming the battle is won, you all still alive and well..” The ponies present barely heard her, each of them still staring dumbfounded as she limped off of Twilight and stood before them. Luna looked around at the devastation in the courtyard, shaking her head in sorrow.

“Such ruin... we’ll rebuild it, however. It’s all we could do, now. So, tell me;” she said smiling, still looking around the battlefield. “Where’s Midnight?” Quietly, Twilight cleared her throat, getting Luna’s attention as she broke the bad news.

“Princess Luna... Midnight is gone. I think... he’s flying right into a trap...”

Forgiveness - Part 1

SWEET TAPDANCIN' CELESTIA WITH A CROWBAR, IT'S GOOD TO POST AGAIN!!!! After the busiest stretch at work I've ever seen, coupled with crippling writers block, I've finally finished this Cloverfield-sized chapter!!! Yay!!! The only downside is that I had to break it up into two parts. I figured nopony would actually be able to sit down and grind through 20k+ words without their eyes bursting into flames. So, as soon as I edit the other half of this chapter(in a shout couple of days) I'll throw up the second half. Till then, happy reading, bronys! Enjoy!!!

Chapter 26

Forgiveness

“Honestly, Celestia. You should have come to us, first. This whole mess could have been avoided if we were brought into the loop right from the start.” the large dragon chided, though still regarding her with kind eyes. Sitting in the dark of her throne room, the sun regent bowed her head in shame. Before her, the images of her two brothers, Veloc the Griffin King and the Lord Behemoth of the Dragon Tribes, shined in the floating crystal balls before her. Together, her two fellow god-beings had listened to her account of the recent events of the country. The arrival of Midnight, his claims to be a human, the attack by Bedlam; Everything leading to tonight’s tragedy, as Bedlam carried Luna away to the south and vanished.

“I know, brothers. And I am sorry. In my naivety, I believed him a lesser threat than his brother, Discord. I see now how wrong I was.” Gulping down her fears and sorrow, Celestia looked up with glistening eyes at the gods of the earth and seasons.”I contacted Cadence. Right now, she’s clear on the other side of the Zebrica, in the nation of Savanna. There’s no way for her to get back here in time, even if she flew at full speed the entire way. I just advised her to remain there and on constant guard until I contacted her again. Veloc... Behemoth... I need your help. I...” still trying to hold her tears. “...I’m... scared... I need Luna back. S-she’s been gone for so long, and losing her again...”

“Is unacceptable. Celestia,” Veloc said, holding up a paw. “we will help you. You know you can always count on us.” Looking over his claws, the griffin god breathed heavy on his talons, rubbing them into the fur of his chest. “However... there is ONE condition...” Celestia’s mouth dropped as her fellow deity’s words, her mind exhausted already from the days events and in no shape to negotiate.

“Y-yes... and that is...?” In the adjacent crystal ball, Behemoth leaned forward, a wry grin on his scaly lips as smoke rose from his nostrils.

“When we find Bedlam, you give Veloc and I first crack at him!” Behemoth growled, much to Celestia’s relief. “We were trapped on the Human’s world when that damned Discord attacked the first time. Since then, Veloc and I have been just ITCHING to have a good dust-up with a draconequus, and if this Bedlam is as tough as you’ve been saying, then I think this

could be rather fun.” The sun goddess laughed in spite of herself, imagining for a moment her two fellow gods knocking the chaos lord around like a punching bag.

“Besides,” the griffin king added. “Luna is as much our sister as she is yours. And when this is all over, we’ll all have a nice, long visit together. I believe we have about a thousand years of catching up to do.”

“Thank you, both of you. I’m sure with our combined forces, we’ll get Luna back in no time at all.” Wiping her eyes with a hoof, Celestia breathes a calming sigh of relief.

“Thank you, but that won’t be necessary.”

A voice from the large double doors of the throne room caught the attention of the gods in conference, each turning to look at the source of the intrusion. Slowly limping inside was Princess Luna. Both of her wings were draped over Twilight and Trixie, the night goddess visibly worse for wear as the two ponies supported her weight. The tip of her horn was gone, snapped off under the rubble of the collapsed tower. Her wings, though already mending via her immortality, were still very much unusable. The dirt and muck that still covered her coat had dried, now slowly falling off her body with each step she took. Though still there, her magical aura was weakened and drained, the end result of the vicious battle she and Celestia fought against Bedlam just a short time ago.

“Luna...?” Celestia barely whispered, immediately flying from her throne, gliding down the stairs towards the dark princess. The two unicorn mages slipped off to the side as the sun regent’s forelegs wrapped around her sister, holding her lovingly as Luna returned the gesture as a slight whimper of pain escaped her lips. “Oh, Luna... I... H-how...?”

“I was trapped under the wreckage of the tower all this time. I would still be there, if not for Twilight and Trixie detecting my aura.” Looking past her sister, Luna could see the image of her fellow gods in the crystals floating near the throne. Slowly, she limped past Celestia, seeing their stunned faces staring back at her. “Veloc? Behemoth? My sister contacted you?” Together, the two crystal balls floated down the stairs of the throne, hovering before the sisters as the two rulers examined the disheveled princess.

“Of course she contacted us.” Veloc stated. “She thought you were foalnaped by that monster!” Behemoth’s crystal floated closer, circling Luna once before stopping before her again.

“Luna, my dear... if you’re here, than who did Bedlam take with him?” From behind Luna, Twilight cleared her throat, she and Trixie stepping forward with a bow.

“I believe we may have the answer to that, milords.” Twilight said as she and the showmare bowed. “After the battle, my friend here and I were able to pick up traces of light magic in the sky above the battleground.”

“It was feint.” Trixie added. “Feint, and warped by evil energy, but unmistakable. It’s the same type of illusionary magic I’ve used in my stage shows hundreds of times. Only much, much more powerful. It’s no wonder it fooled you, Princess: I can only imagine how many eons Bedlam had to perfect his tricks.” Celestia froze as the realization hit her. Her mistake.

Her selfish, anger-fueled, horrible mistake.

“Oh, no... Luna, when I thought you were taken, I may have said some...” the sun princess paused, clearing her throat slightly as she searched for the right word for her actions. “... some ‘unkind’ things in ... in my anger. I think I may need to find Midnight. Just let me wrap things up with our brothers, here.” As Celestia turned back to the floating crystals, she felt her student’s hoof gently touch her shoulder.

“Princes... finding Midnight may be, um... a little more difficult than you think.”

Through chilly skies and dark clouds, Midnight flew on. Though his wings were soar and his magic all but depleted, yet still the injured warrior continued his flight. Below him, the hills and forests were little more than dark masses; mere shadows of what they were in the daylight. The wonders of the Equestrian countryside at night escaped him, however, his mind racing with a thousand thoughts as he searched in vain.

‘You had your chance, and you failed! You had my sister’s complete trust, and you let her down!’

Celestia’s words still stung, the young stallion feeling his eyes watering as he recalled her rage.

‘I should have known... no good can EVER come from associating with humans.’

With a little willpower, he could almost make himself believe his tears were from the wind.

Slowly, Midnight could feel himself losing altitude. Above him, the moon hung in it’s same position it had for hours, now. ‘With Luna captured and Celestia injured, there must be no way to move the sun and moon along in the sky.’ he thought, his wings faltering slightly as he tried to keep speed. Though he tried to deny the feelings of fatigue, Midnight had little choice but to find a place to land and gather himself before carrying on.

In the dim light of the moon, the young stallion scanned the ground below, hoping to find a promising spot to glide down and rest. His search didn’t take long, a small set of rocky protrusions near the base of a hill offered him an elevated point to survey his location. Swooping down, the pegacorn landed hard, tripping before catching himself at the end of a large, flat rock. From here, he had an unobstructed view of the fields and hills before him. ‘Good,’ he thought. ‘I can try that energy detecting spell Twilight taught me, now.’

Casting a spell in his weakened state was more difficult than he thought. His body was still bruised and battered from his fight with both Bedlam and his toy, Metalla, making concentration much more difficult. Still, he strained and struggled on, somehow finding a small reserve of energy to enact the spell. And then he froze.

“Bravo, bravo, my good stallion. You have yet to disappoint me in both the theaters of determination and stupidity.” Behind him, slowly applauding Midnight’s weak efforts, sat

Bedlam. Midnight turned, finding the draconequus sitting with his four legs tucked underneath himself, wings folded at his sides as he lay lounging on an adjacent rock. “You know, no matter how many outrageous, unlikely scenarios I plan for, the hero’s selfless act of sacrifice never ceases to amaze me.”

Quickly, Midnight rechanneled his energy from the scanning spell to a magic bolt, shouting as he fired it straight at Bedlam...

...

...

... only to have it weakly sputter out and dissipate as it hit his chest.

“Boy, you sure showed me.” the beast mocked, standing and stretching out his limbs. “Look, how about you just surrender, and I promise, I’ll only torture you a little bit? Sound nice?” he said with a smile, batting his eyes at the grey stallion.

“Surrender to YOU?! HA! Never, monster! Now, are you gonna tell me what you did with Luna, or am I gonna have to beat it out of you?” Midnight tried his best to still look intimidating, though his sagging wings and slouching posture would suggest otherwise. Bedlam grinned as he looked down on him, snickering as he leaned forward.

“Is that all you want to know? My good pony, she’s back at the palace! Isn’t that just priceless?!” he said as he started floating away, his hands holding his chest as he laughed. Midnight looked up at him in confusion as a swirl of dark magic formed in front of him, taking the form of a dark blue, wooden pony marionette. Bedlam grabbed it from behind, sliding it on his arm as he leaned it down towards the stunned pony.

‘Oh, somepony, help me! I’ve been grabbed by this big, sexy draconequus and I’m in need of a rescuing!’ Bedlam spoke, making the wooden mouth of the Luna puppet move with his words. Midnight’s jaw hung open as the dummy dematerialized into dust, leaving a grinning Bedlam floating before him.

“You... you faked kidnaping Luna...” he said, falling back on his haunches.

“...To get YOU out here alone? Yes, I did. And I must say, it worked like a charm!” The chaos god seemed especially proud of himself, chuckling to himself as he raised a paw and snapped his fingers. Breaking from the rock below Midnight, four rusty shackles sprang forth, clamping down on his front and hind hooves. Startled by the sudden trap, the stallion fought against his bonds, finding himself tightly held in place.

“What the hell is this?! Let me go, you bastard! We’re not done with our fight, yet!” Midnight hollered, his protests coaxing a laugh from his foe.

“Yeah, because I’ve conquered hundreds of dimensions and killed trillions of souls by making bad decisions.” Standing up from his roost, the large chaos lord hopped from rock to rock, making his way to Midnight. As he landed on a rock beside him, Bedlam slapped his hands together with a flash, causing Midnight to lean away from whatever surprise he held in

store, next. Slowly, Bedlam separated his hands, a shining, silver ring appearing from the center of his palms. Midnight watched as the ring floated as Bedlam took his hands away, the monster quickly grabbing it with one hand as he clutched Midnight by the throat with the other.

“Now believe me, Midnight,” Bedlam giggled, his different colored, mismatched eyes looking into Midnight’s. “this is gonna hurt you.... a HELAVA lot more than it’s gonna hurt me!” Bedlam lifted his hand high, slamming the ring down on Midnight’s horn, driving him down to the ground. Immediately, the pegacorn rose to his hooves, trying once again to summon enough magic to blast his foe, only have a tremendous spike of energy drive it’s way through his body, sending back to his knees.

“Oh... that wasn’t a good idea...” Bedlam said in a sing-song manner, waving a finger at the pained pony. “Magic-restricting rings. An invention of mine. Channels whatever energy the caster summons back into his body, activating every pain receptive nerve on the way. A GREAT way to break the concentration.” With Midnight panting and exhausted, Bedlam floated over to him once more, grabbing his horn and turning until the stallion was face to face with him. “And you know the best part about this ring?” Bedlam turned Midnight’s horn, making it appear as if he was shaking his head. “The magic needed to cause you this much pain needn’t be your own.” At that moment, the chaos lord fed an immense amount of magical energy into Midnight’s horn, activating the disruptive abilities of the ring once more. Midnight screamed in pain as every cell in his body reacted, quickening his pulse as it made his mind and vision go black. Going limp in Bedlam’s grasp, the tyrant decided to finally release his prisoner from his bindings, the shackles disappearing in a puff of black smoke.

Bedlam looked down at his prey, thoroughly defeated at his feet. ‘It would be so easy,’ he thought. ‘to just pull your spine out right now, and end all your interference.’ Reaching down, Bedlam grabbed Midnight by the back of his neck, lifting him up to look in his unconscious face once more. “But that would be just TOO easy a way out for you. Oh, no. You’ll serve a better purpose, my dear frienemy.” Throwing Midnight over his shoulder, he cast a gaze out over the horizon. The dim glow from Canterlot could barely be seen over the hills as he smiled, patting his prize on his back. “Whether they be carnivore or herbivore, nothing attracts your prey like live bait.”

Celestia stood speechless as Twilight explained, her two brother gods looking on as they waited for her reaction with baited breath. Falling weakly on her rump, the sun princess turned to the crystals floating before her.

“Celestia,” Veloc said, a stern look on his face as he leaned forward in his throne. “just say the word, and we’ll be on our way. You know we’re here for you.” He and Behemoth waited as the sun regent silently thought over her options. Luna was safe, thank the stars. However, her palace and city were in ruin, Bedlam’s forces severely weakening the defenses of both. Her guards were scattered and injured, the barriers that kept her subjects safe, compromised. The Bearers of the Elements were still active, but the force Trixie lead was exhausted and in need of rest. And to make matter all the more worse, Midnight had flown off, fooled by an illusion to fly off in his weakened state to defeat Bedlam. Alone.

“Brothers,” Celestia said, rising to her hooves again. Like a discarded mask, her fearful and shocked expression had fallen away, replaced by one of steadfast determination and understanding; a mask that could only be worn by one with thousands of years of experience under her wing. “my sister and I must make preparations for the coming conflict.” Taking a calming breath, the day princess walked over to her sister, gently placing a wing around her as her fellow gods floated closer.

“Tia, please.” Behemoth pleaded, as only a concerned sibling could. “Don’t do this alone. Allow us to lend our strength.”

“I have every intention to.” she answered coolly. “However, there is much work to be done here, first.” With a slight glow of her horn, Celestia guided the viewing crystals as she walked back to her throne, her brother gods looking on as she scaled the stairs to her seat. “After some intelligence is gathered, and an assessment of our damages has been made, I’ll contact you shortly, my brothers.” Together, the crystals floated back to their holders on either side of the throne, the images inside showing Behemoth and Veloc reclining back in their own thrones.

“Very well, Celestia. Until then, my forces and I will await your call.” Behemoth finally said, wrapping his claws on his armrest.”

“As will mine.” Veloc added. “Just make sure you contact us before you try anything else.”

“I will. And thank you both.” Celestia’s horn glowed slightly, the princess straining as she sent enough energy forth to cancel the communication spell, the crystals finally going dark. Slowly, Luna strolled closer to the throne, watching as her collected, poised look slipped once again back to one of exhaustion again.

“Tia... are you alright?” Luna asked, approaching slowly. Twilight and Trixie remained silent by the door, unsure of both Celestia’s behavior and how they should react. The sun goddess hung her head as Luna climbed the stairs towards her, barely looking up as she regarded her with sad eyes.

“Luna... I’ve been so wrong, about so many things lately...” Luna reached the top of the pedestal, sitting next to her sister as she draped a wing over her in comfort. “I was wrong about Midnight when we first met him. I was wrong about your judgement to trust him. I was wrong in thinking facing Bedlam alone was a fight we could win. And now... Midnight is out there, somewhere... facing him alone...” Celestia could cry, if only her already spent body and heart would let her. Nuzzling close, Luna tried providing some sort of ease to her sister. “I’ve been so, so wrong...” From across the room, a quiet cough echoed through the empty air. Timidly, Trixie stepped forward, catching the attention of the two alicorns.

“Well then, your highnesses, it seems we have our work cut out for us, then.” Celestia raised an eyebrow in confusion as Twilight quickly walked over beside Trixie.

“Trixie’s right. Like you said, Princess, there’s intelligence to gather, damage assessments to be made... Not to mention the Killjoys.” Suddenly, Celestia’s ears perked, her attention quickly piqued on the reminder of the conquered servants of Bedlam. “If anypony

would know where to find where Bedlam is hiding, it would be them.”

“Knowing Bedlam, he probably thought we’d kill them or something.” Trixie mused, shaking her head. “They seemed... different after their defeat. I don’t think they’d be too hard a sell for giving up that information.” Celestia stood up of her throne, Luna pulling her wing back as her big sister strolled down the stairs.

“Then that’s our course of action.” The sun goddess walked down between Twilight and Trixie, giving them both a weak smile. “Trixie, what’s the status of your team?”

“Superficial scrapes and bruises, Princess. All that royal guard training really paid off in keeping them safe.” Trixie chirped happily, saluting at Celestia’s steadily improving mood. “With a little time to catch their breath, they’ll be ready to go another twelve rounds.”

“Excellent. Twilight, how are the rest of the Elements?”

“Just fine, Princess. Thanks to Trixie’s team.” Twilight said, smiling at her friend. “In fact, they’re in the infirmary right now, keeping an eye on the Killjoys.”

“Excellent.” Together, the princesses walked past Twilight and Trixie, the two unicorns following close behind. “We’ll go there, first. We’ll find out everything they know; base dimensions, whatever weapons cache Bedlam has... everything. Luna?” Celestia said, turning to her sister beside her. “See if you can round up about a dozen willing volunteers from your Airborne guard for a search party to find Midnight. Their experience working at night will serve them well.” Luna was barely able to hide her delight at this new order.

“Excellent, sister. Once found, he’ll rejoin us in the final push against Bedlam.” Luna said, a noticeable bounce in her step quickly quelled. “I’ll get my guards on this endeavor right away.”

“Alright. Trixie, Twilight; come with me. We have prisoners to interrogate.” The two unicorns followed after Celestia as she trotted down the hall towards the medical barracks.

For the moment, Luna lagged behind, watching as her sister and friends disappeared down the dark, damaged hallway. Quickly, she flew down corridors and hallways, passing ruined areas of the palace. Busts were chattered, paintings torn, marble statues knocked over. Even the large tapestry she loved to look upon during her lonely nights, the same tapestry that Midnight Blaze had taken his name from, was off the wall in a wrinkled mass. through the hallway back to her bed chambers, the only place she knew for sure there would still be guards stationed, Sure enough, standing on either side of her chamber door were two guards; one pegasus and one unicorn. Landing hard before them did nothing to shake their resolve, their only reaction to the sudden appearance of their princess being a quick salute and bow.

“Guard?” Luna said, addressing the pegasus. “I need you and at least eleven other pegasi soldiers, preferably fast fliers with tracking experience, for an urgent mission.”

“Yes, Princess Luna!” the guard answered, firmly.

“Gather them from where ever you can find them, and return here. Also, send one

more guard of any tribe back here to take your position. You'll receive further instructions then." With that, the guard gave one more salute before flying off. Giving the remaining guard a gentle nod, Luna opened her chamber doors and entered, looking over the damage. Apparently, those pesky Iron Mare robots from Klokwerk were nothing if not thorough. Her bed, the frame being the same she had since before her banishment, was broken, silken drapes hanging from the ancient wooden posts like old cobwebs. Her bookshelves, covered with ancient tomes and artifacts, were now flat on the floor, their contents scattered about the room. The doors to the balcony were hanging off their hinges, a broken leg of an Iron Mare still embedded in the wood.

'Good,' Luna thought. 'serves it right.' Stepping out on to the balcony, Luna looked out into the night. It was already past sunrise, and neither her moon nor Celestia's sun had moved, the result of both their horns being damaged in the battle. 'Right now, I wonder if the creatures of the world are afraid that Nightmare Moon has returned.' she thought, sighing as she touched a hoof to her chipped horn. 'Midnight knows I've changed, though. Fully and completely. He was the first...' The night princess could feel a lump in her throat as she thought about her champion.

"You flew off all on your own, just because you thought you'd be saving me..." Luna turned back into her chambers, taking a seat on the edge of her ruined bed. The guards would be returning soon, ready to fly off to find him.

"Please, be safe, Midnight... I need you... more than you know."

Slowly, Midnight opened his eyes to a black, empty void. The ground beneath him felt cold and hard, chilling him to the bone. Wearily, he rubbed a forehoof to his temple, groaning as he shakily righted himself, sitting on his rump as he shook the dizziness from his mind. Little by little, the blurry void took shape, only to be stripped away by a sudden jolt of pain in his head, causing him to cringe.

"Ah... damn son of a..."

"Midnight Blaze, I presume? Pleased to finally meet you, though I do wish it were under better circumstances."

Midnight froze in place, recognizing the voice right away. Frantically, he looked around the darkness, attempting to move towards the source, only to turn face first into a set of heavy iron bars. He immediately regretted that move. Another surge of hot, electric pain ran through his head, causing him to scream out as he pushed himself backwards. His back and wings impacted the bars on the other side of the cage, sending another round of current through his body, making him launch forward again, finding the same painful results. Once again thoroughly spent, Midnight fell backwards, his legs and wings splaying out as he panted, breathing in the scent of his own burnt fur.

"Well... not the most dignified introduction, but I'll take what I can get at this point." Weakly, Midnight lifted his head from the cold floor, eyes finally adjusting to the dim light of the room. Looking through the bars of his confinement, he could see a figure sitting in a cage

next to his. Blinking the pain away, the stallion could finally make out the figure beside him, grinning as he regained the strength to stand.

“... Luna...?” he said with a tired grin. “... Luna... thank the stars I found you. I raced here as fast—” Midnight stopped mid-sentence, righting himself quickly as he looked over the mare before him. Rather, the filly before him. The pony looked almost exactly like Luna, yet only in her filly form once again. Curiously, her colors have changed as well. No longer the night sky blue and pale blue filly he remembered, but now somehow darker. Her coat was a dark, navy blue, with her mane and tail powder blue, like a still pool of a fountain at night. The pony regarded Midnight with a sad stare, keeping otherwise still as she sat in the middle of her cage. “You... you’re not Luna, are you?”

“Unfortunately for you, no. Though, I believe you might already know who I am.” the filly spoke. Squinting, Midnight examined her further. Aside from her darker colors, she was the spitting image of Luna when Midnight first met her.

“Well...” Midnight thought out loud to the pony. “If I didn’t know better, I would have assume you were Luna’s twin. You look enough like her. But she mentioned having any living family besides her niece Cadence and sister Celestia. And she even told me about her life as Nightmare—” Midnight froze, the filly raising an eyebrow at him as he made the realization. Approaching slowly, Midnight stared at her through the bars, careful not to make contact as he tried to wrap his mind around what he was looking at.

“You’re... Nightmare Moon..?” he finally spoke, as if surprised by his own words. Nightmare rolled her eyes, resting her head on her folded forelegs.

“Brilliant deduction, warrior.” she said, sarcasm heavy in her voice. “I can see you’re every bit the worthy adversary Bedlam made you out to be.” The veiled insult was lost on Midnight as he continued staring in disbelief.

“But... you, you’re a... how are you real?” he asked. “You were supposed to be just some...” Midnight’s face screwed in disgust, the memory of Luna’s sadness as she spoke of her stint as Nightmare turning his stomach. “...some psychosis. Some split personality that the Elements of Harmony cured her of.”

“Funny thing about the Elements.” Bedlam’s voice sounded from across the room, drawing the attention of both ponies below. Together, they looked to the top of a set of stairs the Midnight had not noticed yet, watching as the mismatched beast slowly walked down towards them. “The Elements DID cure Luna of Nightmare. However, they didn’t kill her. They couldn’t, not being the artifacts of peace and harmony they are.” The chaos lord slunk around the cages, Midnight’s eyes following his every move. Nightmare, however, seemed less then impressed with the large beast currently stalking the two of them. “Admittedly, it STARTED as a manifestation of my black magic that amplified the feelings of loneliness and isolation that eventually grew into Nightmare Moon. The rest, as you can say, is ... a little complicated.”

“I’m not interested in a magic lesson, Bedlam!” Midnight shouted, getting as close to the bars of the cage as possible. “I am interested, however, in continuing your flank-kicking. So, if you’d be so kind as to just let me out of this cage...” Bedlam chuckled at the still

bravado tone in Midnight's voice as he eyed the pegacorn.

"Cute. Very cute. And I'd be happy to oblige you, if not for more... pressing matters at claw. Besides, that magic-canceling ring I placed on your horn might make it difficult for you to put up most of a challenge." The draconequus floated around the room, checking on a great web of wires and cables hanging from the ceiling of the basement to the tops of both cages. Trying to take advantage of the moment of Bedlam's negligence, Midnight brought his forehooves to his horn, attempting to remove the ring Bedlam pointed out on his horn. Again, his efforts were rewarded with a painful shock, sending the pony to the floor of his cage again. Peeking his head down from over Midnight cage, Bedlam grinned at the pained pony below.

"Nice try, hero. But those rings are enchanted so that if the wearer tries to remove them, they get a gentle little dissuasive shock. They can only be removed by another being!" Bedlam broke into a fit of laughter as he floated back down to the ground between the cages. Midnight straightened himself, this time stying in his sitting position in the cage as Nightmare rolled her eyes.

"He's like this all the time, you know. Trust me, you'll get used to it." she said, pointing a hoof to her own control ring. "I've been here long enough to know."

"Enough chit-chat. Let's get down to business. I got a world to destroy, and not a lot of patience at the moment." Bedlam held up a paw and snapped his fingers, a shower of sparks and flashes of light suddenly filling the room. Finally illuminated, Midnight had a chance to take in his surroundings for the first time. Clearly, this was a very old, very neglected dungeon. Chains and stockades littered the walls and floor, deteriorating from years of neglect, rust and rot. A single staircase lead out of the room, inaccessible to Midnight in his current captive state. And hanging above Nightmare and his cages, connected to the ceiling by a heavy chain was a large crystal, glowing with black light. All around the crystal was wrapped copper cables, the two pieces hanging down and connecting to the tops of the two cages.

"Do you like it, Midnight? I thought of it myself." Bedlam ragged. "These two cages are my own design. The large crystal above you holds a massive amount of dak energy, harnessed from my little schnooky-wookie pie over here.!" The chaos god reached his clawed hand through the cage bars, gripping and shaking Nightmare's cheek back and forth as he taunted her. "The bars are apart just enough to allow me to reach in, but not far enough apart to allow either of you to slip through without touching them. And as you may know, when you touch the bars..." Bedlam placed his hands on the top of Midnight's cage, tilting it up so Midnight tumbled backwards into the bars. Again, the surge of dark magic caused him to shout out, stunning him as Bedlam released the cage, letting it fall flat to the floor again. "... THAT happens."

"So, I'm guessing I won't be your favorite victim anymore? I'm hurt, Bedlam." Nightmare chided, scowling at the beast. Bedlam laughed, leaning in close to her cage once more.

"Don't worry, my dear. You won't have to suffer my unique sense of humor much longer. Soon, if not already, Luna will be on her way to save her beloved champion. And when she arrives, the ceremony can commence, and this world will come to an end." Flapping his

mis-matched wings, Bedlam hovered up to the top of the stairs, turning back once more before leaving. “You two crazy kids have fun, now, ya hear?” Laughing as his last taunt, Bedlam exited through the dungeon, leaving his hostages to await their fates. Back in his cage, the stinging had just left Midnight’s body again, leaving him soar and very, very angry. Taking a breath, he at as close to the cage’s bars as possible.

“BEDLAM!!! Bedlam, you better not touch a hair on Luna’s mane, or so help me I’ll separate every different part of you!!!” Midnight continued his shouting, his words doing less to attract the draconequus again than to annoy his ‘cell mate.’

“Pipe down, Midnight Blaze. He can’t hear you. Chances are, he already teleported off somewhere.” she said, her words eliciting a sneer from the stallion.

“Shut up! Like I’d believe anything YOU had to tell me, after what you did to Luna...” he said, shaking his head. “Tell me; is your thirst for revenge so great that you’d help that mad creature destroy your own world?” Nightmare scoffed at him, shaking her head at the accusation.

“How DARE you!!! You know NOTHING about me, about what I wished for Luna!” The two ponies glared at each other, neither turning away their gaze. That is, until, Midnight noticed a slight glistening in Nightmare’s eyes. Slowly, she sank back, tightly closing her eyes as she turned away from him. “Do you think this is the ideal life I would have chosen; being locked away for months and having my magic ripped out of me on an daily basis? Having my own energy being used to build machines to attack Luna? Having my energy fuel the demented wishes of the very monster that wishes to see her dead?” Nightmare rubbed her eyes with her hoof, sighing as she once again curled up on the floor. “If I truly had my way... I wouldn’t exist right now at all.” Midnight remained silent through her outburst, watching as she slipped from defensive to depressed. Slowly, he laid down facing her own, his forehooves sticking through the bars of his cage towards her.

“Well... that’s certainly not the response I was expecting, considering the horrible things I’ve heard about you.” Realizing what he just said, Midnight mentally chastised himself. Even know what this creature was before him, the sight of a sad mare still seemed to be something he just couldn’t bare. “Hey... Nightmare? I’m sorry I said that.” The dark filly remained silent, looking away from the stallion as he continued. “Look, you obviously know about me, but I know very little about you. Scourge of the night, banished to the moon with Luna after you possessed her-”

“I did not possess Luna!” Nightmare snapped, looking up Midnight before turning away just as quickly. Still, her fast reaction did nothing to hide her still wet eyes from him. “I... for a while... I guess you could say that I... was Luna.” Midnight tilted his head, ears folding back as he tried to process Nightmare’s words. The pony offered no other clarification to her statement, shaking her head quickly as if to banish the painful memories from her mind. “What does it matter, anyway! I’ve been down here since my defeat in the Everfree by the Elements! No pony even know I exist besides you, not that anypony WANTS me to still exist! And anyway...” She sighed, resting her head on her folded hooves before her, looking out into the empty dungeon. “... it’s too complicated to really explain. Just... just forget it.” Midnight paused, trying to choose his words carefully to further converse with the young mare. Slowly,

he laid down facing her, giving her a guarded smile.

“Well... I can’t forget it. If it had been ME down here since Luna’s return, I think I’d like to speak with some pony other than Bedlam or his cronies for a change. As for no pony wanting you to exist? Really, it’s not like I hate you for just being alive or anything. I’d just like to know how you are. I was under the impression that you were a phase Luna was going through or something. And as for your existence being just too long to explain...” Slowly, Midnight touched the tip of his hoof to one of the bars, the spark of magic and resounding crackle getting Nightmare to look his way once again. If it got her out of her current state, he considered the temporarily numb hoof worth it. “... what else do we have to do around here?” Nightmare looked, seeming to stifle a snicker as Midnight waved his hurting hoof with a goofy grin on his face. Quickly, she cleared her throat, regaining her air of seriousness.

“Well,” she said, straightening up a bit. “it’s pretty easy to see why Luna cares for you so much.” Taking a deep breath, Nightmare let out a sigh as she brushed her mane from her eyes with a hoof. “Fine. I suppose, to pass the time, we could...” Nightmare thought for a moment, all her time being denied civil conversation leaving her searching for the right word. “... ‘chat’ for a bit.”

“Great. Looking forward to it.” Midnight responded, causing Nightmare to smile a little bigger. Catching herself, she quickly shook off the expression, gazing at him with her serious look once again.

“Excellent. Then pay attention, young Midnight Blaze, because I’m only going over this once.”

“What do you all mean, ‘you don’t remember?’” Celestia stood at the far end of the row of beds, rubbing her aching temple with a hoof. The trot down to the guarded wing of the infirmary was ordinary and normal enough. It even gave her a chance to casually look over some of the superficial damage done to the palace during the attack. However, what she found when she finally entered the barracks took her quite by surprise. All five Killjoys were being treated, just as Sky Shield had told her. However, the pegasus guard left out just one little detail; not one of the five warriors, who had just about two hours ago tried to kill the Elements of Harmony, were restrained. In fact, the remaining five members of the Elements were busy helping to attend to the very creatures that tried to kill them! Her shock was furthered still when each of the five Killjoys noticed her arrival in the wing. One by one, though bandaged and in splints and casts, Klokwerk, Crash, Burn, Tumbler and Grimdark all left their beds, shuffled before her and bowed in respect. Even now, the former leader of the villainous crew seemed to tremble in the presence of the solar deity. Now, with all six Elements around her, Celestia could feel her frustration with the situation steadily growing by the moment.

“That’s... correct, your highness. As we’ve already told the Guards, Bedlam never really showed us the exact location of his castle. He either teleported us directly inside or took us to and from the field via portals. We never actually traveled there on hoof or by air.” Klokwerk spoke in low and sorrowful tones, his wings noticeably missing, though his false horn still remained. Again, Celestia found herself wondering why the pony was not restrained

in any way from using his magic and potentially hurting others around him.

“Klokwerk seems to be telling the truth, Princess.” Sky added, stepping up behind Klokwerk. “We brought in all our top mages who were versed in lie detection spells, and it seems’s like they’re all telling the truth. They really DON’T know where Bedlam is hiding.” The lead Killjoy cringed at the mention of his name, looking back at Sky Shield with shame.

“Please... I no longer go by that name given to me by that monster. My name is Heartspring. Heartspring Gears.” At the mention of the name, Twilight’s jaw dropped. Immediately, she recognized the bronze-coated pony for who he really was.

“You’re... You’re the son of Timing Gears? The famous clock maker?!” Twilight shouted in disbelief. “He authored ‘Tinkering with Time Technology,’ the most comprehensive study of clock and time piece construction in Equestria! Not to mention your family constructed almost ALL the town clock towers from here to Los Pegasus. Why the name change? And for that matter, how did you ever get mixed up with a monster like Bedlam in the first place?” Klokwerk, or rather, Heartspring shook his head, turning his gaze once again to the floor.

“It’s... complicated. However, it’s the same for all my companions, here. We’re all both victims and willing tools for that horrible monster.” he said, waving a hoof towards his fellow prisoners. “He’s collected us from all around Equestria for his evil means. He enticed us all with promises of helping us achieving our dreams, infecting us with those little... ‘Shade’ monsters he creates. He promised us the world, but took from us everything. It was all only to take advantage of us and strip us of our freedom and sense of right and wrong. For that, Princess Celestia, we are all truly sorry.” Once again, Heartspring bowed to Celestia, the rest of his crew following suit before they all stood and returned to their beds. For the most part, Celestia was throughly unimpressed with their show of humility and remorse for their actions. However, she didn’t need apologies at the moment. Instead, what she needed was a way to once and for all put an end to this threat to her homeland.

“Princess...?” Trixie said, stepping forward beside her as the rest of the Elements approached behind the . “I think Klo-... I mean, ‘Heartspring’ just gave me an idea. He said Bedlam collected them from ll over Equestria. If he wanted to keep his activities secret, he’d probably most likely look for recruits in the area of his hideout. Maybe if we find out where they all came from and the circumstances that made them possible candidates, we can map out the most likely location for his lair and where he might appear next.” Twilight gasped, a smile quickly spreading across her face.

“Trixie, that’s brilliant! We can all start interviewing the Killjoys immediately.” Twilight announced to her friends, each giving a salute in response.

“Excellent, my friends. Alert the Guards as soon as you’ve collected your data and come up with a theory.” Celestia said, turning as she started to make for the door, Twilight quickly trotting up behind her. “For now, I must take my leave.”

“But... you’re not staying to help us?” Twilight asked, causing Celestia to pause. “Do you need Trixie or I for anything else? Where are you going now?” The sun goddess shook her head, slowly turning back to her faithful student with a heavy sigh.

“For now, my dear Twilight, I’m heading into the heart of Canterlot.” Slowly spreading her wings, the princess went into a hover as she turned back towards the door. “The moon and sun are frozen in place until mine and Luna’s horns heal. My ponies need to know that we are safe and working on correcting the problem. And, I’m afraid, they’ll believe it a lot more if it comes directly from me.” Leaning forward, Celestia took off, leaving Trixie, Twilight and the rest of the Elements behind. Together, they turned and looked over the five Killjoys, each curled up and silent, none looking like they were in much mood to talk. For now, it looked as if their work was cut out for them as they wearily gather to discuss their plans for the interrogation.

“I remember fighting Discord. I remember using the Elements against him, and trying to recover from the damage he’d done after his defeat.” Nightmare said from the confines of her cage. The dark mare had agreed to explain herself to the stallion, curling up in a comfortable position on the floor of her confines. Across from her, Midnight sat, chin resting on his folded forelegs as he listened intently to her story. “Tia and I worked closely with Veloc and Behemoth after their return from the human world. With Discord’s barrier between dimensions destroyed and our brothers returned, the four of us slowly started putting the world back together again. It’s not easy countering chaotic magic like he used, but somehow we managed.”

“And this is when you still thought yourself to be Luna?” Midnight interrupted. Nightmare shook her head in response, giving him a sad look.

“At least, that’s what my memories tell me. I worked to return the world to normal, night and day, still keeping up with my responsibilities as the regent of the moon. We all tried to get things back to normal as quickly as we could, but by the time the world was set right again, it was too late. The three breeds of ponies split up, each congregating in their own ‘tribes.’ Earth pony, unicorn and pegasi, all segregated and against one another. That was...” Nightmare pondered a little, placing a hoof to her chin. “... about three thousand years ago. Tia and I even offered to return as their rulers, now that the world was at peace again. However, the leaders to the time refused, each choosing to remain control of their people, free of any outside rule.

“My sister and I had to watch in sadness as they went at each other’s throats; earth ponies hoarding food, unicorns tampering with nature, pegasi causing all manner of storms... It was painful to watch.”

“Why not just swoop in and take control from them? You and Celestia were powerful enough, right?” Midnight asked, wondering why the princesses chose such a difficult path to follow.

“Because if we had to wrest control away from them, then we’d be seen more as bullies than saviors. No, it was better to have them come the conclusion about working together and being one nation again on their own. And, though it took a trio of windigos to finally make them realize that their specism was going to destroy them all. After that, the leaders of all three tribes met with us. Together, we re-established the nation of Equestria, as

strong as it ever was. Unfortunately, that's when my trouble started..." Nightmare rested her head on her folded hooves again, ears folding back as she continued.

"The windigos almost ending their leaders sparked something new in the ponies that wasn't there before; fear of the unknown. I'm not sure how it is for you humans, Midnight, but ponies are herd animals at heart. Of course, each is an individual and unique being, and each wants to be recognized for their unique contributions and talents. However, they'll always return to their friends and family, the safety of their homes. So, of course, with the threat of new, unknown monsters seemingly released by Discord's war, it was only natural that my night would be the first victim of ponies giving in to their instincts.

"Their lives ran from sunrise to sunset, effectively taking them out of my world of darkness and shadow. Looking back now... I can't blame them. As beautiful as I made the night sky and the moon rise, they still had to retreat back to the safety of their homes after dark. Now, I see they were justified in their actions. But back then..." Nightmare's eyes closed tightly as her voice quivered, the memory causing her to shudder slightly in her cage. "... back then, I hated them for it. How DARE they disregard my beautiful night? I was as much a princess as Celestia was. Even more so! I guarded them while they slept! My priests and Lunar Knights defended them, while I patrolled their dreams, ensuring them all a restful slumber, free from horror. Even my own sister disregarded my concerns of being forgotten or feared by our subjects. 'They just need time,' she said. 'Let them find their own way back to you.' But that was nowhere near enough for me. I wanted them to respect me again. I wanted them to LOVE me again! It was around that time... I felt a change.

"I don't know where it came from, the energy. I just know... it made me feel so... strong! With every little colt or filly that shunned my night, I could feel, actually FEEL, my power grow. The loneliness, the depression, the sadness; suddenly, they were... empowering! Then, one day while I slept... I met 'her.'"

"You met the real Luna." Midnight guessed. Nightmare nodded, looking up at the young stallion.

"Yes... At first, I thought it was just a dream. During the day, while I slumbered, she would appear. Always, she'd be questioning herself, fretting over her subjects not paying attention to her anymore. I just thought it was some kind of manifestation of my own fears and insecurities, playing out in my head as I slept. At times, I'd try to talk to... well, to what I thought was myself. Always, it would seem that my voice was nothing but a murmur to my double. She could hear me, but never clearly enough to understand me, let alone talk back. But slowly, very slowly, she began to respond more and more, until eventually...

"Luna could see you, too."

"Luna saw me, too." Nightmare responded with a nod. "Needless to say, her response to finding an image of herself, angry at her for not demanding the love she deserved was... less than favorable. We shouted at each other, fought every night for weeks. Sleep became less and less peaceful and more like combat. That's where I found the my name; the name Luna herself gave to me, defining me each and every time we met." The dark filly gulped down the lump forming in her throat, giving a forced sigh as her eyes began glistening again. "She called me..."

‘her Nightmare.’”

Midnight sat there in silent disbelief for a moment, trying to comprehend what he had just heard. Though still new to the idea of magic, and certainly unskilled in the type of magic that would result in a situation like THIS, the human-pony did his best to make sense of what he already knew.

“So... you think that it was YOU that was in charge, walking around and ruling Equestria during the nighttime, raising the moon and whatnot, and it was Luna that was the figment of YOUR imagination?” he stated in a rather indelicate manner. The dark filly gathered herself quickly, having anticipated there would be some questions about her long and complicated story.

“Yes, of course. She arose from my fears and insecurities, challenging me in my mind before I locked her away.”

“Well, that’s funny, cause... she thinks that YOU were the split personality that overthrew her and tried to destroy Equestria and the world.” Midnight expected her to deny the statement. He expected her to throw a fit, rattle her cage and shout a chain of insults his way. Instead, Nightmare only laid her head on the floor of her confines, shaking the sadness from her mind.

“Yes, I know. Bedlam explained some of that to me. Apparently, he’s responsible in some way, shape or form for the events that allowed me and Luna to split in the first place. Apparently, whatever he did caused all the sadness and lonely feelings to pour into her, and all the anger and hatred to flow into me. Eventually, we both had enough energy for each of us to be our own being. So when Twilight and her friends used the Elements on us after our return from the moon a year ago, we were able to break in half, so to speak, each becoming her own pony. Why the Elements didn’t simply eradicate me from existence, I have no idea.

“I awoke in a clearing in the Everfree, exhausted and defeated. Almost all of my power was gone, spent from the battle. I was all too easy a victim when Bedlam found me.” Nightmare gave a slight shudder, recalling the memory of her first meeting with Bedlam. “He came crawling out of the woods with that wicked grin on his face, eyeing me up like a spider would a fly. In my weakened condition, I was barely able to stand, let alone put up a fight. In a matter of moments, he had me subdued and had this blasted power-restraining ring placed on my horn. Since then, I’ve been his lightening-in-a-bottle. Every day, he comes down here and drains my magic. Painfully. It’s that same magic that he used to power those infernal ‘Iron Mares’ and that ‘Metalla’ monstrosity of his. It’s also the same magic that’s being used to power our cages.” Nightmare pointed with a hoof above them towards the large crystal hanging from the ceiling, ethereal power visibly running from the cables attached to it to the top of both cages.

“Being a ‘god-being’ as he calls me definitely has it’s disadvantages in this case. He never needs to feed me, give me water or allow me out of this cramped space to exercise. Though I would enjoy such things, Bedlam knows they are not necessary for me to stay alive. If it weren’t for the emotions and dreams I keep receiving from Luna, I might have gone out of my mind long ago from all this.” Midnight tilted his head as Nightmare finished, his jaw

dropping wide open.

“Wait... you ‘receive’ dreams and emotions from Luna? How... what do you mean by that? How is that possible?” Nightmare scoffed, sitting up in her cage as she brushed her mane from her eyes.

“Damned if I know. Bedlam placed some kind of block on all my emotions and dreams, though, so Luna couldn’t receive what I think and feel. However, for some strange reason, I can still know hers. I think it’s just some sick way of torturing me while I’m here. I even felt all the isolation and sadness she felt, right up until you arrived.” Too late, the dark filly realized just what she had said. Apparently, the months of solitude in Bedlam’s basement had caused her to enjoy conversing with another creature much more enjoyable than she thought it would be. Nightmare stopped, a hoof quickly covering her mouth as she looked over to Midnight, a curious look on his face.

“Up until I arrived? Wait... you mean...?” he asked, Nightmare removing her hoof as she took a breath and prepared to answer.

“Midnight... Luna... it’s what you do for her. From the moment you arrived from your human world, she’s been fawning over you night and day; from making sure you had the best instructors to teach you life as a pony, to preparing you the best the palace kitchen had to offer, to being frightened every time you raised a hoof in defense of her or her ponies. I dare say, Midnight... you’re the best thing that ever happened to her.”

“Luna loves me...” Midnight said, equal amounts of amazement and shock in his voice. Nightmare looked away and closed her eyes, unable to bring herself to speak the answer she knew Midnight wanted to hear.

“It’s... it’s not my place to tell you...”

The stallion continued to stare in stunned disbelief, Nightmare finally bringing her eyes to him as he sat silently. Quickly, the pegacorn stood up, turning away from Nightmare as he faced the bars. Silently, he leaned down in a pouncing position before lunging forward, grabbing the bars with his forehooves. Immediately, a crackle of energy ran through his body, causing him to shout out in pain. After a moment, the grey pony released the bars, panting as he looked down at his numb hooves.

“What the hay do you think you’re doing?! Why did you just shock yourself?” Nightmare asked as Midnight slammed into the bars again, getting the same result. Panting, the pegacorn turned to her, thin wisps of white smoke rising from his hooves.

“I knew she needed me, Nightmare, but I didn’t know how she felt. Well... not for sure, anyway. But now that I know...” Once again, Midnight gripped the bars with his hooves, trying desperately to bend them enough to squeeze through, the flashed and crackle of energy sending him to the floor again, panting. “... then... then I have just that much more... incentive... to get the buck outta here!”

Forgiveness - Part 2

Chapter 26

Forgiveness

One by one, the Guards sent by Twilight returned with the items she had requested; six large maps of Equestria and its surrounding territories, a few dozen blank scrolls, six wells of ink and six sturdy quills to record her findings. Now, along with Rainbow Dash, Fluttershy, Rarity, Applejack and Pinkie Pie, they were prepared to interview their subjects.

“Alright, is everypony ready?” the lavender mare asked, each of her friends giving a positive response in turn. “Alright, everypony take a scroll, a quill and an inkwell. After you each grab a guard, we’ll go and interrogate the Killjoys one by one.” The five friends looked at their leader, then at each other, Applejack choosing to be the first to voice her opinion.

“Beggin’ yer pardon, Twi, but is it really such a good idea to have let those critters go walk around the palace like they are? I mean, they DID kinda, ya know... try to kill us.” Twilight nodded in understanding, raising a hoof to her orange friend.

“Duly noted, AJ. But remember; they are all being escorted by Royal Guards right now. Plus, Crash’s wings are bound, and Klok- I mean, Heartspring’s, Burn’s and Tumbler’s-”

“Carousel.” Pinkie quickly interjected with a sad look. “Her real name is Carousel.”

“Right. Heartspring’s, Burn’s and ‘Carousel’s’ horns are all under a silence spell, disabling their magical abilities. They should be harmless. And besides, the way they all seemed so... sad before...” Twilight levitated the supplies to her friends before taking her own. “... I think hurting anypony else is the last thing on any of their minds.”

With that final thought, each of the Elements headed out with their Royal Guard escorts, trotting through the palace to find their selected prisoners. Due to Luna and Celestia’s damaged horns, the extended night gave the usually bright and lovely palace a air of foreboding none of them were used to. Splitting in the main hallway, the six searched in the darkness for their targets. One mare, though, didn’t have to search for long. Her target was in a place she had spent a great deal of her fillyhood, a place she knew very well. Twilight, at the moment, was already standing at the doors of her old personal tower, the current home of all her old school books, and the location of the Killjoy’s leader, Klokwerk.

“Heartspring Gears? She called in a timid tone. The bronze-coated earth pony turned away from the window, facing her as she approached. The stallion still wore the same sorrowful expression he had back in the Guard’s infirmary, the power restricting spell weighing over his unusually powerful earth-pony aura. ‘No doubt the result of his developing it by using that artificial horn.’ Twilight thought, smiling warmly at the melancholy pony. “H-hello, there. I’ve come to, um... well...”

“To interrogate me? Yes, I was expecting as much.” As Heartspring approached, Twilight paused in place, her Guard escort stepping slightly in front of her as a shield. A gentle hoof to his shoulder told the armored pony his diligence was appreciated, though not necessary. “I was just looking around your tower, Miss Sparkle. To think, you’ve studied and practically memorized all these books in your apprenticeship with the Princess.” Twilight raised an eyebrow, slowly approaching her subject.

“You know about my studying under Princess Celestia, then?” she asked, causing Heartspring to answer with a warm smile.

“Miss Sparkle, though I may be a few years older than you, I’m not ashamed to admit that... you’re something of a role model to me.” Twilight almost lost her hoofing as the two of them walked casually through the stacks of books and scrolls around the room, stopping in front of the large window overlooking the Royal Gardens.

“A role model? Wow... I didn’t realize I was so famous, just being Celestia’s faithful student.” she said, blushing slightly. “By the way, you can just call me Twilight. All my friends do.”

“Well... thank you. I must say, I’m surprised to hear you’d actually even consider calling me a... a friend.” he said, sounding genuinely surprised.

“Come on now, Mr. Gears. It doesn’t take a magical savant to see that Bedlam was using those horrible ‘shade’ creatures of his to control you and your friends. If we had met earlier under different circumstances, I think there’s a good chance we could have been great friends, given both our apparent interest in the various intellectual pursuits.” The doctor smiled at Twilight, her kind words bringing both feelings of comfort and regret to the scholarly stallion.

“Well, thank you, Twilight. By the way, feel free to call me Heartspring. My other friends always had. That is to say, my friends before my... indiscretions.” Walking away towards one of the many bookshelves, Heartspring’s false horn gave a weak bronze glow. Slowly, one of the books he had been reading prior to Twilight’s arrival floated off a nearby stack, rising up to the shelf he found it on. Slowly, it slid back into place, the older pony giving a depressed sigh. “Tell me, Twilight; you said you think if we had met before this madness with Bedlam, you and I had a chance to be real, true friends, based on our intellectual pursuits and interest. Do you think that would still be true... if I were still merely a simple earth pony?”

“What? Of course we still could have been friends!” Twilight responded, a little shocked by the question. Strolling over to him, she placed a hoof on his shoulder, patting lightly. “Heartspring, I’m not a specist. I don’t judge my friends on if they’re earth ponies or pegasi, or any other type of creature, for that matter. What makes you think I would do that with you?”

“Because there are many other ponies that would.” Heartspring gave her a sideways glance, the hurt evident in his eye as he spoke flatly. “When I was younger, my father fell from one of the clock towers he was repairing. He had a harness on, of course, but the fall still managed to break one of his legs. It was so bad, my mother and I were afraid he may lose it...”

he said, looking out the large window before him, a smile slowly returning to his face. “It took quite a lot of hoping and waiting, but the ponies at Canterlot General finally came out of the back room and told us everything would be fine. They had managed to save his leg, and he would be right as rain in no time.

“I was so impressed with their work, from that day on, I decided to pour all my energy into becoming a doctor. A real, honest-to-goodness healer, who could swoop in and save ponies from their woes so they could go back to living their lives again. Unfortunately...” Sitting on his haunches, Heartspring raised his forelegs before him, looking over his front hooves. “THESE... were all I had to work with. My father tried to dissuade me from my chosen path, ever reminding me of the advantages unicorns had in the medical field. From internal imaging spells to being able to measure and monitor vital signs in every form through measuring humours in the pony body, he constantly tried to steer me from my dream of studying medicine and helping others. To him, it was nothing more than a fantasy.” Looking back at his bare side, Heartspring sighed and shook his head, his blank flank reminding him of his failure, causing him to quickly look away.

“I well passed the age when I should have received my cutie mark, leading to no end of ridicule from my classmates. Eventually, I was able to leave school entirely, finishing out my studies of engineering and mechanical design under my father’s direct supervision. However, I never abandoned my dream of becoming a doctor, no matter what the cost.”

“Is that how you..?” Twilight asked, sheepishly pointing a hoof at Heartspring’s false horn. The older pony chuckled, nodding as he made the horn glow with a small channeling of magic.

“There’s an old family saying amongst the Gears: A pony cannot discover new oceans unless he has the courage to lose sight of the shore.’ If my inability to use magic would impede my dream of becoming a doctor, then I would have to find a way to remove that handicap and gain that ability.” Heartspring waved a hoof at the vast collection of books on the walls, grinning as he looked over them with a tender look in his eye. “The medical branch of the Canterlot Public Library became my second home. After my duties at my father’s shop were complete for the day, I would run there and study every book on the anatomies of all three pony tribes. The things I learned there... Eventually, I managed to find a way to access the same parts of an earth pony’s brain via prosthetic appliance that a unicorn’s natural horn would tap into. I had all the theory down, every variable accounted for. That’s about the time... I met Bedlam.

“He appeared to me in the library one day as a normal, everyday earth pony. He actually listened to my ideas, found them groundbreaking, in fact. Our first meeting left me energized to continue my research, no matter WHAT my father said. Every day after that, I grew more and more distant from my family, reacting with anger and outbursts with every new argument or attempt to avert me from my studies. Eventually, I stopped going home from the library. I went so far as to hide in different section and read all night alone, taking notes and drawing diagrams by candlelight. It was about that time that Bedlam came back.

“He told me he would help me, that he could use the information I discovered to turn ME into the first magic using earth pony in the world. By that time, I was too far gone to

refuse. So obsessed was I with proving my theory that I barely thought anything when he finally raveled himself to me for the monster he really was. Using the notes and instructions I gave him, that monster was able to successfully implant a permanent crystal horn in the area of my brain that unicorns use to focus magic.” Twilight’s jaw dropped, looking over Heartspring’s horn. The weak aura emanating from the false material seemed hollow and stale, now that she actually had a moment to carefully analyze it.

“So... you can never take it out, then?” she asked, her companion shaking his head in response.

“Never. For all intents and purposes, I AM a unicorn, now. My false wings, just like the Iron Mares, were an invention that Bedlam and I created together from pirated technology he took from other conquered dimensions. They hooked into my back, tapping into my spine near the muscles and bones needed to support a pony’s weight. They operated on signals from my horn, giving me flight comparable to almost any pegasus.” Shifting his shoulders, Heartspring winced slightly as he arched his back. “I can already feel the holes they hooked into closing from all the healing spells the Guards used on me. Almost like the holes in pierced ears would close after being left alone for a while.”

“Wow... these are all some really amazing discoveries, Heartspring.” Twilight said, levitating a quill and parchment behind her. “I’m going to want to discuss this all with you further, for sure. Only, for now, do you think you might be able to get down to the task at hoof.” The stallion stood up, bowing slightly to Twilight as he gave her a slight smile.

“Of course, Lady Twilight. I’ll help you in anyway I can.” Sitting on her haunches before him, Twilight dipped her quill in a nearby inkwell before touching it to the parchment.

“Alright. Tell me everything you know about Bedlam.”

“Trust me, Rarity. If these two try anything, I’ll buck them both right through the closest wall before they can blink.” Rainbow Dash hovered above Rarity as they approached the Grand Hall, their Royal Guard protector close at hoof. Usually, this massive dining area would be used either as a site for a great feast or state dinner, when it wasn’t being prepared to house the next Canterlot Garden Party or Grand Galloping Gala. Today, though, it was the temporary retreat for two sorrowful, lonely souls. Specifically, the Killjoy pair, Crash and Burn.

“I hope it doesn’t come to that, Rainbow. They all seemed quite a match for Trixie and the others when we were retrieving our Elements in the battle.” Rarity answered, using her magic to slide open the massive door to the Hall.

“Trust me, ladies: you’ll have no trouble out of either of us.” As soon as the door opened, the two mares shrieked, leaping into each other’s forelegs as they were greeted by a large dark figure. Standing before them was the Crash, the massive black-coated, white maned pegasus stallion wearing a shocked expression all his own at their sudden fright. “Oh! I’m sorry.” he said, bowing slightly. “I heard your hoofsteps outside and was coming to open the door for you. I guess you’re here to interrogate us, then?” Rainbow and Rarity looked at each

other, the looked back to Crash, simultaneously shaking their heads. At that, the stallion opened the door wide, allowing them and their Guard escort inside.

The three entered after Crash, the Guard stopping at the entrance to leave the two Element bearers to do their work. Together the friends followed the first half of their study into to the large, empty room, finding their second subject sitting quietly in the center of the hall. The white-coated, black maned mare remained silent as they approached, not even noticing their hoofsteps. Oblivious, Burn sat quietly, looking out at the large empty dance floor before her. She let out an audible sigh as she let her head hang low before her.

“Sis... we have visitors.” Crash announced, causing the smaller, lighter pony to turn to face them. Immediately, Rarity picked up on the certain look in her eyes. By the redness and puffiness, it was crystal clear to the fashionista that Burn had been crying.

“Oh... hello Lady Rarity, Lady Rainbow Dash. I’m...” She paused, quickly turning her head to wipe her eyes before continuing. “... I’m Ivory. Pleased to meet you. Well... formally meet you, that is.” she said, extending a hoof. Rainbow tilted her head at the mare, looking at her in confusion.

“Wait... ‘Ivory?’ I thought your name was Burn.” Ivory winced at that name, her brother walking over and placing a hoof on her shoulder.

“Please, Miladies. Her name really IS Ivory. And my real name is Onyx. ‘Crash’ and ‘Burn’ were names given to us by Bedlam, even before he made us a part of his Killjoys team. Please, I think I speak for my sister when I ask you don’t call us those names anymore.” Rarity’s jaw dropped, Rainbow reaching up to close her mouth again as they looked together at the unicorn mare quietly sniffing.

“Well, alright Onyx and Ivory.” Rainbow finally said, raising an eye at Rarity. Instantly, the unicorn levitated the quill and scroll before her, ready to note down anything relevant to finding Bedlam. “Let’s get right down to it, then: when and where did you meet Bedlam, and why did you ever THINK it was a good idea to team up with him?” she said, forelegs folded as she tried her best to pull off the ‘bad Guard’ routine. The siblings seems unimpressed as Ivory took a breath to begin.

“Well, first of all, we’re both from Baltimore. Secondly, we’re only half-brother and sister. Same father, different mothers. Our father was an earth pony, and a terrible mareanizer. From what we hear, he would spend all the money he made as a Guard on hard cider and impressing young, impressionable mares. Eventually though, his cavorting caught up with him, in the form of my brother and I.” Onyx strolled away from the group, his sister following close behind. Dash and Rarity trotted behind as the two stopped near the bandstand, Onyx turning to them as he sat on the stage.

“Our mothers found each other as they tried to track down our dad. Surprisingly, they became pretty close friends while still carrying us. By the time they learned all they could about him from each other, he was long gone. Transferred out to some Celestia-forsaken corner of the country because of excessive fighting with his fellow Guards.” The large stallion rolled his eyes, looking away as he continued. “Our moms tried their best to track him down, but apparently he was on some secret project or something.”

“Wait just a moment, deary.” Rarity said, pointing a hoof at the two. “You said that you had the same father, but different mothers. If that’s true, how do you two look so alike?”

“Because our father had a rare black and white pinto pattern to his coat, that’s how. Black and white splotches, even in his mane.” Ivory stated. Satisfied with the answer, Rarity jotted the fact down on her scroll as Onyx continued.

“Both our mothers decided it would be unfair to hide us from each other. From an early age, they never kept the truth from either of us that we were siblings. Sure, they made up some tale about our father ‘having so much love to give, he made two wonderful foals with two wonderful mares.’ For the most part, we bought it, thinking he’d eventually come back and we’d be one big happy family. The stories we would hear about stallions starting herds in outlying areas of Equestria gave us hope it would come to pass, some day.” Rainbow smiled as the two ponies seemed to be warming up to her and Rarity. Looking at Ivory, she decided to press their questioning a bit further.

“So, it sounds like your moms were making the best out of a bad situation. So how did you meet Bedlam? What went wrong that joining up with him seemed good by comparison?” she asked. Ivory sighed, handing her head as she looked up at the two Elements.

“Everypony else. Even in a city as big as Baltimore, rumors still fly. If we weren’t hearing about how our moms were fillyfoolers, we were hearing how they were cheap tail-lifters. More often than not, we found ourselves in the principals office at school from fighting. And to top it all off, we both took after our father in another regard: we both looked different, but had more than our fair share of earth pony blood in us.” Rarity finished jotting that last part on the parchment, pointing a hoof absentmindedly at Ivory.

“What do you mean, ‘earth pony blood?’ How was that an issue?” she asked, dipping the quill in the ink well once more.

“I mean, even though I’m a unicorn, the earth pony side of my heritage is dominant. All my life, I was a weak magic user. Earth pony magic is internal, connected to the earth itself. I found channeling and focusing my energies nearly impossible.” Ivory said sadly, Onyx deciding to jump in.

“And could you imagine trying to fly with thick earth pony bones, Miss Dash? I was the latest flyer in my class, not to mention the slowest and least agile. Believe me, it was not fun.” The two friends looked at each other in surprise. The very traits that made these two siblings such formidable foes as the Killjoys made their life growing up almost unbearable. Suddenly, their reasons for joining with that monster seemed much more clear. The large pegasus looked back at his blank backside, his sister doing the same. “Defending each other and our mothers left little time for trying to find our cutie marks. The Wonderbolts aren’t really looking for blank-flanks who are constantly getting kicked out of school.”

“Whoa, whoa, whoa... The Wonderbolts?” Dash asked, giving him a quizzical look. “You... want to get into... the Wonderbolts?”

“Of course I do!” Onyx retorted, ears perking as his voice rose. Quickly, the stallion

recoiled back to his lowly state. “Well... I DID want to get into the Wonderbolts. This whole mess, not to mention trying to kill two of the members pretty much flushed those chances.”

“Well, it didn’t do too well for my modeling career, either. My face is more likely to appear on a wanted poster than any reputable fashion magazine.” Ivory added, causing Rarity’s eyes open wide.

“A model?! Dearie, with your coat and mane color so perfectly contrasting each other, there’s no reason you still couldn’t be.” Ivory scoffed at the Element of Generosity, tilting her head slightly.

“Please, Miss Rarity. What could you possibly know about the world of fashion?” Rainbow snickered from behind her hooves as Rarity’s eyes narrowed, staring down the younger unicorn.

“Apparently, these two don’t know who they’re talking to, do they, Rears?” Rainbow laughed, placing a hoof on her friend’s shoulder.

“Apparently. Onyx? Ivory?” Rarity said, stepping up to the siblings, placing her forelegs around the shoulder’s of the two. “It appears we all have MUCH to talk about tonight.”

“C’mon, girl! Ugh! Tain’t nothin’ to worry about!” AJ grunted, pushing Fluttershy from behind with the help of a Guard. The butter-yellow pegasus kept her four hooves firmly planted, however, resisting every inch of progress the two ponies tried to make with her. For being so usually weak and timid, the gentle mare could be downright stone-like when she didn’t want to go somewhere or do something. Such was the case right now, as she found herself being pushed through the Royal Garden to interview the direwolf, Grimdark. Her expertise with animals seemed to make her the most likely candidate to reach the as-of-yet silent canine, currently sequestered somewhere in the dark of the surrounding animal reserve. Applejack panted hard, trying to keep her lasso around her neck as she continued to shove her friend. “Dang, girl! You gotta try ta work with me, here! Just get in there and talk to the critter!”

“But I c-c-can’t, Applejack! I can’t just go in there and talk to that great big, giant, nasty, drooling, clawing, blood-thirsty monster wolf! H-he’ll-” Fluttershy stuttered, only to be cut off by the Guard behind her.

“He’ll do nothing, Lady Fluttershy. He hasn’t done much of anything at all since he asked to come here.” the Guard stated, relaxing his pushing against the mare’s backside. “Actually, if you want my opinion, I think he’s rather...” The large stallion thought for a moment, as if searching for the right words to use. “... He seems kind of sad.” At that, Fluttershy stopped resisting, stepping out of the way as AJ stumbled forward, catching herself as her friend turned toward the guard.

“He’s... sad? That great big monster wolf is sad?” Shy asked.

“Indeed, Lady Fluttershy. He hasn’t spoken or eaten anything since his defeat. We need somepony with your skills to try to get him to open up about his recruitment and perhaps where Bedlam is holding up.” the Guard added, Fluttershy seeming to steady her resolve.

“... alright. I’ll go.” With that, Fluttershy marched forward, a look of resolve in her eye. “I... I don’t really want to, but if there’s a critter in need... I guess I can lend a hoof.” she stated, looking down slightly. “... even though he’s still scary.”

“I’ll be right there with ya all the time, ‘Shy.” AJ stated, tipping her hat to her friend. “I’ll be sure to hog-tie that sucker the first time he shows any signs of causin’ trouble.” she said as she adjusted the lasso wrapped lightly around her neck. Swallowing her fear, Fluttershy slowly walked forward with her Applejack at her side, the two not having any trouble finding their target.

Coming to a clearing in the reserve, the pair found Grimdark, curled up quietly under the pale moonlight with his back to them. Small birds, chipmunks and squirrels passed around him quietly, seeming not to notice, or even be bothered by the large predator in their midst. Timidly, Fluttershy cleared her throat, retreating slightly behind her large pink mane as she addressed the large beast.

“Um... excuses me, M-M-Mr. Grimdark?” she said, barely above a whisper. “My friend Applejack and I were wondering, i-if it’s not too much trouble, that is, and only if you would be so kind to-”

“Oh, fer ponysakes!” AJ finally let out, her yellow friends jumping back slightly at her outburst. “Hi there, big critter. I’m Applejack, this is Fluttershy, and we need to talk to ya about that crazy Bedlam fella you’ve been workin’ for. So c’mon, now. Get on up and start talkin.” Applejack poked Grimdark in the side with her hoof, hoping it was enough to get his attention. Instead, the touch, given with the same force she’d use to play around with her little sister, caused the massive canine to jump, yelping loudly as he curled up tighter. The two ponies jumped back as their Guard escort moved forward, ready for danger as smaller woodland critters flew and ran in all directions from the sudden noise. Fluttershy, however, threw up both of her wings, stepping forward between AJ and the Guard as she cautiously moved forward.

“Oh, you poor thing... did that hurt?” she asked, gently caressing his side with the primary feathers. Grimdark winced at the touch, holding himself tense before slowly relaxing into her gentle strokes. “It’s alright, it’s alright... nopony is going to hurt you. All we want to do is just sit for a while and talk. Do you... do you think you can do that for us?” Her tone was soft and welcoming, almost motherly as she laid down beside the large mound of fur and muscle. The Guard and AJ simply watched in silence as their captive slowly shuffled, rolling over till he lay on his belly. It was then that Fluttershy finally realized the awesome size of the creature.

Being a dire wolf, Grimdark was easily the scariest creature she had ever spoken to. His head and muzzle were massive, and could easily devour the little pony in all of two quick bites. Any one of his pis paws were large enough to hold down a full grown pony with ease. A swish of his tail could swat pegasi from the sky, sending them reeling. In spite of all this, the

beast known as Grimdark remained timid and placid, quietly looking up at the butter-yellow mare with fear.

“I...” Grimdark quietly started, averting his eyes to a dark corner of the clearing. “I... ate bunnies.” The statement was quick and quiet, yet strong enough to register with both Applejack and Fluttershy. AJ raised an eyebrow at the bluntness of the remark, her pegasus companion actively cringing in recoil.

“W-well... Shy started. “y-you ARE a wolf, after all. That’s something to be expected.”

“No... it doesn’t stop there.” Grim answered back, placing her forepaws over his eyes. “I also ate squirrels, and chipmunks and racoons and...” Once again, Grimdark curled up, turning his face away from the pair of ponies. “And all kinds of other creatures, too...” Fluttershy shrank back from the canine, bumping into AJ as she did. The farmmare placed a hoof on her friend’s shoulder, giving her a reassuring pat, encouraging her to try to reach out to the forlorn creature. Carefully, the frightened mare put on a weak smile, stretching a wing out and caressing Grimdark’s side once more.

“Well... like I said, you are a wolf. That’s... that’s to be expected.” Keeping his face hidden, Grimdark shook his head, a quiet whine escaping from his throat.

“No... you don’t understand. I didn’t want to...” he whimpered, a shudder running through his massive form. “I never wanted to eat any little creatures...” The large wolf seemed truly distraught, puzzling the two ponies standing before him.

“Hold on a sec, there. I thought that Bedlam fella said you been kicked out of your pack because of your appetite.” she said, scratching her head with a hoof. Fluttershy didn’t seem to have any misgivings about his sadness, immediately changing into the roll of care giver and healer that earned herself her Element.

“Oh, you poor widdle puppy-wuppy.” the pegasus said, moving front of Grimdark and laying down to face him. Slowly, the huge wolf looked up from his paws and into the wide, gentle eyes of the mare. “It’s OK, now. You’re not in trouble, and I’m not going to hurt you. Just tell me and my friend here all about it, sweetie.” Applejack laid down beside her friend, giving her own warm smile to their subject. Reaching forward, the orange farmmare gently placed a hoof atop of his paw. Calmed by the gentle gestures, Grimdark straightened himself up and started to talk.

“Well... my pack originally came from the Frozen North, beyond the Crystal Mountains. From there, I heard we migrated south, following the rivers to Neighagra Falls to the Everfree Forest, then the Bad Lands. From then on, we’ve been fighting with the buffalo tribes over territory.” Slowly but surely, Grimdark’s mood began to improve, a slight hint of pride even appearing in his voice as he spoke of his fellow direwolves. “That’s the story my mother and father told me and my brood brothers and sisters; power and strength, becoming the greatest creatures to ever roam the planes. Or... so I’ve been told.”

“When you’re a little pup, you don’t question your parents much, especially when it comes to something as simple as your food. Father would run off with the rest of the pack males in the morning, and by night fall, would return with food. I remember how my brothers

and sisters would fight over every little bit. I was the biggest of my siblings, so I was usually the one to capture the most for myself. Eventually, I grew big enough to go with my father and the rest and search for food. 'Keep an eye out for any small creatures, son.' he told me. I've seen bunnies around our territory before, along with mice, badgers and all other little critters. I always thought they were kind of... cute. I never thought anything more about them. In my ignorance, I believed the presence of smaller animals meant they'd lead us to our source of food. I found out just how wrong I was...

"Scouting ahead my party, I found a small bunny in a clearing. The little thing was sniffing the ground, digging a little near the base of a tree. I took a step forward, alerting it to my presence. Immediately, it ran away, heading out of the clearing away from me. I watched as it hopped away... and right into the waiting jaws of a pair of my fellow scavengers. They..." Grimdark closed his eyes tightly, turning away from the two ponies as he gritted his teeth. "... they ripped it apart. And what's worse... they thanked me for the help. I... I was horrified."

"But... I don't get it." AJ interrupted, still regarding the wolf with sympathy. "Y'all didn't know you was eatin' critters all that time before you went on a hunt?" Grimdark cringed, shaking his head slowly.

"I understand you ponies know very little about my race. Well, one of the few things I can tell you is that direwolves are not known for their intelligence. Living in isolated packs, we barely have a verbal language, let alone a central kind of written one. It was only by living with Heartspring, Onyx, Ivory and Carousal in the last year or so that I learned to talk as good as I am now." Fluttershy and Applejack looked at each other in confusion, the names he mentioned not ringing any bells.

"Um... I'm sorry, but... who are those creatures?" Shy asked, stroking his paw. Grimdark's ears perked, realizing he needed to elaborate a little.

"That's Klokwerk, Crash, Burn and Tumbler. Bedlam had them take new names to keep themselves secret and make them more dedicated to his cause." The ends of the canine's mouth almost showed the beginnings of a smile, before quickly vanishing once more. "My real name IS Grimdark, by the way. Bedlam thought it was 'just cool enough to work.' His words, not mine."

"I spent the rest of my first hunt stumbling through the brush and tall grass making as much noise as possible without giving myself away. My teammates occasionally did manage to catch a rabbit or other creatures, though, in spite of my efforts to scare the game away. After a while, the hunt was finished, and the first rabbit I assisted in capturing was given to me from the meager haul. Shakily, I took it and left the pack den, telling everywolf else I wanted to eat in private. I was barely able to hold the poor thing to get carry it away far enough so they could not see me bury it. I know I should have just loved being so big and strong; fighting to become the Alpha, leading the hunts and capturing and eating anything in our way. But..." Grim closed his eyes, fighting back the swell of sadness and shame inside him. Gently, he could feel a hoof stroke his cheek, the butter-yellow mare it belonged to giving him an understanding smile.

"You didn't want any of that if it meant you'd have to hurt other creatures."

Grimdark's eyes closed tight again, the wolf nodding quickly in response.

"I didn't want to hurt anything! Why should those little critters have to die, just so my pack could live? That just wasn't fair..." he cried, his head falling to the floor between the two mares as his paws fell once again over his face. "I even got drug along on a few more hunts, just for training. They were all horrible failures. This time, if I didn't catch it, I didn't get to eat. That was fine be me. I wasn't responsible for killing any creatures that way. But it did mean I wouldn't last long in the pack. Wolves that can't keep up with prey and help support the pack got left behind.

"My siblings moved on, either finding mates or leaving to start their own packs. My mother was already expecting a new litter from my father. So, weak and slowing the pack down, anyway... I was forced out. They all moved on, letting me know in no uncertain terms that I was no longer wanted. It's one thing to be neglected and ignored, it's another to be chased out by paw and fang for not coming back from a hunt with a carcass in your teeth."

"How horrible!" Fluttershy exclaimed, her shock still barely registering barely above a normal speaking voice. "Your own pack turned on you because you wouldn't hunt anymore? That's terrible, Grimdark. How... how did you survive away from your pack?"

"Barely." he replied, sighing deeply. "With no other option left to me, I headed out into the nearby Hayseed Swamp, alone. With no desire to hunt prey, and little experience with it even if I wanted to, eating animals was not an option. Thankfully, the area was rich with all kinds of plants I've never seen before. From a distance, I watched the native animals forage and gather food for themselves. I learned by watching them how fruits were ripe, where to dig for root vegetables, which berries were tasty and which would make me sick. I made that swamp my home. Eventually, even the little critters there wouldn't even run from me, in spite of how big I grew from eating an all vegetarian diet."

"Now, wait just an apple-buckin' minute." AJ said, tilting her head to the side. "You mean to tell me that you grew up as big as you are now from little more than a pup, JUST by eatin' fruits and veggies?" The wolf shrugged, giving a quick chuckle as he shifted his weight on the ground.

"I'm as surprised as you are. I've never seen another direwolf as large as I am now. If it was the diet itself, or something special in the fruit, I can't say. I was just glad I found a way to survive without hurting anything. Even the native animals started to get used to me after a while. They didn't get too close since, you know... I AM kinda big and scary. But they didn't run like they used to. I even dug up carrots and other veggies and shared with them from time to time. It was a peaceful, quiet life. However... after a while, I started to grow unhappy. I missed my pack. Being around others of my own kind wasn't always easy, but I still had fond memories of my brothers and sisters. Playing, wrestling, racing around the den... It was right around that time that I first met Bedlam.

"He just appeared to me one day, in the forest. The strangest thing I ever seen, so of course, I was weary about approaching him. However, when he created a whole feast for me and the rest of the forest creatures out of literally nothing, I figured I should give him a chance. Immediately, he struck up a conversation, asking me about my life and how I got to

where I was. With my limited knowledge of speech, I explained to him my being driven out of the pack and how I found the forest. He then told me..." Grimdark paused a moment, a look of anger flashing across his face from the memory. "... he told me he knew how I felt. He said he knew I was lonely, and how I wanted to go home and that he could help, so..."

"And you believed him." AJ said, shaking her head. "You didn't have no experience dealin' with critters like him, so when he said all that, you believed him." Grimdark nodded, growling slightly under his breath. In spite of the intimidating sound, Fluttershy sat still, her hooves resting on Grim's paw.

"He told me if I joined him, he would not only show my old pack how big and powerful I've become, but he'd show the whole world just how great the direwolves were. After that... the rest, as they say, is ugly history." Grimdark looked away again, turning his gaze skyward at the early morning sky. The stars still shown bright, despite it being mid morning. "He made me feel like I needed to punish the world, and everypony and everything in it. I started eating little critters again, and didn't care how badly I hurt them. I suppose I deserve all the punishment Equestria can give me. The stars know I deserve it." Closing his eyes, Grim expected the two ponies to get up and walk away in disgust. He expected them to order the Guards to have him escorted to the dungeon beneath the palace. What he didn't expect was to feel two pair of forehooves wrap around his large, furry neck.

"I'm... I'm so sorry there, Grim. I had no idea yer life was so hard." AJ said, her words half-muffled by the wolf's fur. "I thought you was just some monster Bedlam got a hold of. I... I had no idea."

"Don't worry, Grimmy." Fluttershy said, the cute pet name making him raise an eyebrow. "No pony will ever hurt you or make you act like a naughty wolfie again. Me and my friends won't let them!" Her words rang through Grimdark's mind for a moment, their true meaning penetrating his thoughts. The large canine suddenly found himself moving instinctively, reaching for the two mares with his forelegs. Slowly, ever so slowly, he brought his forelegs up and wrapped them around the mares, snuggling his face into both of their coats. For the first time since his freeing, the wolf felt a new sensation flow over him. For the first time, Grimdark felt safe.

"... thank you... both of you..."

High atop one of the highest towers of the palace, Carousel looked down on the dark city of Canterlot. With her hindlegs hanging down through the posts of the balcony, she rested her forehead on the railing, feeling sorry for herself. The unicorn mare looked over her matted coat for a moment, flatter in some places than others from her tight jester costume, torn off just a short while ago. Right now, the memories of her deeds as Tumbler rang loud in her mind, bringing sadness, fear and shame to the little pony as she sensed a single figure climbing the stairs behind her. She didn't even need to look back to see who it was. She had been expecting her.

"Hello, Pinkie." she said flatly, her gaze never shifting from the homes and buildings below. The quiet clopping hooves came to a stop as Pinkie came up at her side, sitting down so

her hindlegs hung through the posts as well. She sat silent beside Carousel for a second before the light green mare spoke again. “Remember when we first learned to sit like this at Lady Limelight’s school for Performing Ponies?” Pinkie giggles weakly, slowly kicking out both hind legs.

“Yeah... we thought it was so uncomfortable. I’ve only ever seen one other mare sit like this; my candymaker friend’s marefriend back in Ponyville. She went to Lady Limelight’s school to learn to play the lyre. She get weird looks, too.” The two shared a small laugh, the humor quickly dying as they looked away from each other, staring at the ground. For a moment, the two sat silently, unsure how to proceed until they both reached the only conclusion that made sense.

“I’m sorry.”

“I’m sorry.”

For a moment, Tumbler stared in shock at her old friend’s words. Pinkie remained silent, as though she was expecting, or perhaps, quietly begging for forgiveness.

“Pinkie... what in the world are you sorry for?” Carousel asked. “I was the one that was fighting for Bedlam. I was the one that helped him gather his supplies and information from Canterlot. I-” Carousel froze, the words getting caught as she realized his horrible they tasted in her mouth. “... I nearly killed you...”

“And I let it all happen, Carol.” Pinkie quickly leaned towards her old friend, throwing her forelegs around her as she sniffled into her shoulder. Though still feeling like she didn’t deserve the affection, the former Killjoy reached up and returned the hug, a lump forming in her throat as her eyes started to water. “I never meant to make you feel like I wasn’t your friend! I never wanted to make it seem like I was upstaging you! You were... you were my first real friend, outside my sisters back home...” Pinkie Pie said, squeezing a little tighter as she trembled against her friend. “... I never wanted to hurt you...”

For a long while, the two mares remained like that; wrapped in each others embrace, softly crying into each other’s coats as years of pain and regret pored out of them both. The pain of the cold, lonely night in the hollow halls of Bedlam’s castle seemed to slowly fade as she once again found herself in the warm embrace of her dear friend. After a few minutes, Carousel composed herself enough to pull away from the embrace. Sitting with her hoof still wrapped around Pinkie’s, the pink party mare though now was a good enough time to start her conversation.

“Carol...” she started, using the playful nickname she gave her back in school. “... what happened after you left school? How did you get caught up with that monster?” The unicorn mare took a breath, feeling almost reluctant to recall the events that brought her into the service of the beast.

“After I left the final recital, I galloped back to my room. I barely was composed enough to pack all my private things and get out of there before anypony came to find me. That same night, I left to go back to Applewood. I just wanted to leave that school behind me. The school, and you.” Carol paused again, feeling a lump form in her throat. “Oh, Celestial... I

really hated you, Pinkie. I hated you, for nothing...” A gentle hoof on her shoulder helped ease the growing feeling of guilt before it took over Carousel once again. The jester mare reached up, touching her hoof to Pinkie’s before continuing. “Once I got home, my parents immediately put me to work. My parents weren’t like yours, Pinkie. They were against me leaving to find a profession before I got my cutie mark, and the events at the school only strengthened their feelings.

“I went to work in my father’s restaurant, bussing tables and taking orders. I even swept the floors and took coats for ponies, just to make my hours so I could pay my parents back. They felt that all the money they spent on Lady Limelight’s was owed back to them, since I had no cutie mark OR degree to show for it. You know the funniest thing, though? My father’s restaurant had a piano and stage. On holidays and special occasions, he’d hire a band or performer for the night. But no matter what, he would never even consider me for a show.

“Before I knew it, more than a year went by. I all but paid back my parents for the money they spent, and I was starting to get my own life in order. Aside from singing in the shower or dancing around my room, I didn’t perform at all. I just didn’t have the heart to, anymore. I almost forgot about you and the school, until one day... one day, when I opened the paper:

‘Elements of Harmony Defeat Nightmare Moon.’

All the anger and bitterness rose up in me again. That day at the final exam, thinking you upstaged me on purpose... I had to leave again. Right then and there, I went home, took all my money and left that same night. I... I didn’t even know where I was going. I just knew I wanted to be away from everypony and everything. That’s about the time Bedlam decided to enter the picture...

“I decided to finally pay you a visit, Pinkie. I wanted to give you the piece of my mind I was too angry to that night we last seen each other. Somewhere on the road between Ghastly Gorge and Ponyville, he found me. I was terrified at first; this... THING appearing before me, using magic I never seen before. But then, he started talking to me. He said he knew about my final exam, being upstaged. He...” Carol cringed, her words turning to ash in her mouth as she tried to speak them. “...he said he hated you just as much as I did.” The jester mare paused again, the uncomfortable feeling of guilt swelling in her throat. Pinkie rubbed her hoof, waiting patiently for her friend to continue.

“It didn’t take much for him to convince me to turn on you. To turn on everypony, really. He said... said I could have my revenge, and that he could make everything alright again. And like a foal, when he said he could make all my dreams come true... I believed him.” Carousel looked Pinkie in the eyes, her own still red from crying half a lifetime’s worth of regret. She turned, placing her hooves on the partymare’s shoulders. “I was wrong, Pinkie. So very, very wrong. Bedlam doesn’t make dreams come true... only nightmares.”

BBZZZZ

“Ow.”

BBZZZZ

“Ow.”

BBZZZZ

“... bucking ow.”

Nightmare lazily looked through her bars over at Midnight as he continually touched the tip of his hoof against the electrified bars of his cage. The constant throwing of himself against them had ended about an hour ago with the human-turned-stallion finally realizing he couldn't break the iron bars. After coming to that seemingly obvious conclusion, he decided to try another option. That option, being of course, trying to bend them with his bare hooves. That also proved futile, however, the pain of being shocked proving too intense for the warrior to hold on for more than a moment or two. Finally, having run out of ideas and energy, the pegacorn pony was now passing the time by giving himself mild electric shocks by prodding the bars with his hoof, seemingly to jolt his mental abilities into thinking up another plan to get back to Luna. Well... at least that's the only reasoning Nightmare could come to for the action.

“Will you PLEASE stop doing that? The smell of singed fur and hoof is starting to get to me.” the trapped goddess asked, the feeling of being impressed with his tenacity having faded well away. Midnight only continued tapping the bars, his forehoof almost completely numb by now to the constant shocking.

BBZZZZ

“Can't do that, NMM.” he said, the nickname he gave her causing her to roll her eyes in annoyance. “If what you say is true, and Luna really loves me, then I owe it to her to break out of here and let her tell me herself, face to face.” He continued tapping the bar before him, the feeling in his forelimbs reminding him somewhat of the pins and needles one might feel if they slept on them the wrong way. Raising an eyebrow, the dark mare looked up to the crystal powering the dissuasive measure, the glow from it growing and fading with each tap Midnight gave his cage.

“Well, we’re stuck here till Bedlam returns, anyway. Could you just stop enough for me to fall to sleep, then? The constant brightening and dimming of the energy crystal is keeping me awake, not to mention all your cursing.” Midnight went to reach for the bars once more, pausing his hoof in mid-air as his dungeon-mate’s words registered in his head.

“No... it can’t have been that simple... all this time..?” he muttered, catching the attention of Nightmare.

“What are you talking about now, Midnight? What can’t be that simple?”

“Nightmare... what would you say if I told you I think I figured out how to get out of here?” he asked, coaxing a scoff from the mare.

“Really? Oh, please. I’ve tried everything to get out of this cell since he placed me in it. I might be able to squeeze through the bars, if this blasted voltage wasn’t so high, that is. It’s knocked me out every time. Bedlam punished me for trying more than once for my efforts.” she said, shaking her head.

“Yeah, yeah. You told me that already. But let me ask you; how does that crystal work?” Midnight motioned to the large crystal hanging from the ceiling by a chain.

“That?” Nightmare asked. “That’s a simple magic energy storage crystal. Bedlam’s been feeding my ethereal energy into it, using it to power the electric shocks to my cage. He uses the same type of crystals for his Iron Mare toys, too, albeit much smaller versions.” Nightmare pointed a hoof to her horn, directing Midnight’s attention to the magical ring Bedlam placed there the day he captured her. “He constantly siphons my magic to power that and all his other crystals, stripping me of my goddess powers. Thank the maker he hasn’t been here in more than a day. I almost feel healthy again.”

“Nightmare... could you touch the bars of your cage for me?” Midnight asked, the mare’s eyes flying open wide at the request.

“WHAT?! Absolutely NOT! I’m not going to-”

“Please, Nightmare! Just a simple touch, like I’ve been doing, that’s all.” he pleaded, giving her his own version of puppy-dog eyes. “I think I can get us both out of here, but I need your help, especially if he let your power restore itself without bringing it into check.”

“Oh... fine. But just for a moment!” the goddess said, reluctantly. Slowly, she closed her eyes and cringed as she rose her hoof. Gently, she touched the tip of her hoof to the bars, creating sparks as the energy that crackled into her limb, causing her to withdraw. Midnight watched as the light emanating from the crystal overhead faltered, then returned to its normal glow.

“There. Satisfied?” the black mare asked through gritted teeth.

“Could you do it again, only longer?” With that request, Nightmare shot up to her hooves, glaring at the stallion with wings flared.

“If you think I’m going to be doing this all daaaaaAAAHHH!!!” Both of the alicorn’s wings touched the sides of her cage, immediately making her regret losing control for that moment. “Oh, DAMN IT! Look what you made me do!” Again, Midnight watched as the crystal’s light faltered, even dimmer this time as it’s power was used.

“Excellent! Oh, this is just what we need! Nightmare! NIGHTMARE! I know how to get us out of here!” he said as she rubbed her sore wings with her hooves. “Did you mean what you said before? About being able to slip through the bars if the charge didn’t make you pull back or pass out every time?” Nightmare shot him an angry look, clicking her tongue at the question.

“Of course, little pony. What reason would I have to lie about that, in this situation? But the charge is too strong.” Midnight smiled at her, chuckling slightly as a plan finally started to form in his mind.

“Well, if what you say is true, and that crystal over our heads is some sort of magical battery, then I’ve been draining it all morning trying to break this cage. Not only that, but the dimming of it’s glow every time one of us touches the bars tells me one thing; that charge between cages weakens whenever a shock takes place!” Midnight quickly wrapped his forehooves on the cage floor in excitement, his chuckle turning into a loud ‘Ha-HA!!!’ “And your sure you can fit through those bars then, Nightmare?” Again, the alicorn nodded, confusion setting in as Midnight’s plan became clearer by the minute. “Then I have just one more request of you.” Midnight sat on his haunches and stuck his forelegs through the bars of the cage, turning and smiling at the dark mare one last time. “Tell Luna, when you see her.. that her champion loves her, too.”

Nightmare watched in silent shock as Midnight leaned forward and gave the bars of his cell a full, tight embrace. Instantly, the room lit up with the spark of electricity as an almost deafening crackle drowned out the scream of pain from the stallion. As the glow of the crystal above them dimmed to near darkness, the pegacorn somehow found the strength to shout.

“N-N-N-N-NIGHTMARE! G-G-Get out of here! Go!!! WARN C-C-C-CANTERLOT!!!” Midnight screamed, barely audible through the raging current running through his body. Quickly regaining her composure, the black alicorn sprang up against the bars of her own cage. As expected, the rush of energy was instant and unforgiving, filling Nightmare as soon as she touched the metal. However, the mare noticed something different this time. Of course it was present, painful and deterring as it ever was. But this time, Nightmare found that it was not nearly as painful as it was before.

‘By the stars, he was right!’ she thought, pushing harder as she turned sideways, squeezing her head and shoulders through the bars. Sucking in her breath, she managed to get her barrel through, as well. Another quick twist and one more moment of pain later, her rump and hind legs made it through as well, the pain of squeezing through the searing bars causing her to collapse on the floor. Hearing the thud of Nightmare hitting the stone ground, Midnight released his embrace of the bars, falling back into his cage. Panting, the stallion lay there, hurting and spent of all energy.

‘...well...’ he thought, his heavy breathing the only sound he could hear over the

ringing in his ears. ‘... at least Nightmare got out... maybe she’ll actually bring back help... if she doesn’t just run off, that is...’

The sudden sizzle of electricity caused the already pained pony to jump to his hooves again. This time, though, the surge was not from his bars. Looking to the source of the sound, Midnight found the cable connecting his cage to the crystal laying on the ground, small sparks flickering from the tip in the dark dungeon. A quick black mass fell from above him, a pair of glowing teal eyes staring back at him through the bars.

“I can’t tell you how GREAT it feels to FLY AGAIN!!!” Nightmare roared, stretching her wings out as high and wide as they could go as she reared up on two legs. “I’ve been stuck in that cage by monster for almost a YEAR! This feels absolutely GLORIOUS!” Midnight watched as the mare pranced and trotted around the dungeon like a little filly. The stories he heard of the dark, evil Nightmare Moon certainly didn’t match the creature parading before him now. “Oh, Midnight! I can’t believe that plan worked! You’re a genius.” Landing on all fours again, the alicorn reached her forehooves around the bars of Midnight’s cage. Amazingly, the cage didn’t react to her touch. Instead, Nightmare gave a wicked grin as she leaned forward, bending the bars wide enough for Midnight to fit through.

“Well?” she asked, reaching out a hoof to the bewildered pony. “I have no place telling Luna that you love her. You’re just going to have to stallion up, come with me and tell her yourself.” Though still hurting and very spent, Midnight smiled at the mare, causing her to blush slightly through her dark fur.

“Nightmare, you big softie.” he said, taking her hoof as she helped him out of his cage. Carefully, he reached up, removing the enchanted ring from her horn, once again enabling her magic.

“Yes, well... now, I think you owe me a favor.” Nightmare said, helping Midnight remove his own magic-canceling ring.

“Oh, yeah? And what’s that, Dark Princess?” Nightmare sat on her haunches for a moment, rubbing her one foreleg with a hoof.

“Could... you be with me when I apologize to Luna? Even if she hates me, even if she never wants to see me again or wants to kill me, I still want to apologize for all I’ve done to her. I owe her at least that much.” Midnight smiled warmly at the pony before him. Back at the palace, he heard stories about her rage and cruelty. Princess Luna spoke in hushed tones about the evils done by this monster that called herself ‘Nightmare Moon.’ But now, free at last after months of being held captive and hurt by Bedlam, this Nightmare and the one he heard tales about couldn’t seem further apart.

“Of course, Moony. Anything you like.” Straightening himself, Midnight turned to find his dark-coated companion staring blankly right into his face, eyes half-closed as she focused her gaze into his very soul.

“Thank you. And by the way: NEVER call me ‘Moony’ again.”

In the dark of her bed chambers, Luna waited for the collective results of the Element's findings. They had been questioning the individual members of the Killjoys for almost three hours now, seeking some way to travel to or track Bedlam. Hopefully, Luna wished, the Elements managed to pry the location of Bedlam's lair out of one of them. As a gentle hoof knocked at the door to her bed chamber, the night princess knew she would have the answer she sought soon.

"Enter." Luna called, standing up off her bed to meet the caller. A tiny wave of excitement swelled up in her chest as she watched the six Elements slowly trot inside. "Well girls, did you find out anything? Do you know where Bedlam's hiding?" she asked, fighting to keep her wings from flaring from anticipation. Soon, though, the thrill of rushing off to find Midnight was crushed by the despaired looks on her friends' faces.

"Unfortunately Princess, that's the one thing we didn't manage to get." Twilight said sadly, bringing any plan to rescue Luna's champion to a quick end. "He never showed them a way to get there physically. He always teleported them there from wherever they were in Equestria." Luna stammered for a moment, looking over the tired and sad faces of her friends, each of them unable to look their princess in the eye.

"Well... well, what did they tell you, then? Surely there had to be something of significance discovered by the interrogations." Luna asked again, trying hard to hide her immense disappointment while still giving their time and effort some value.

"Unfortunately, though we didn't learn how to find Bedlam... we learned something much worse." Rarity said, stepping up beside Twilight. "It seems that, for lack of a few social skills and unresolved issues, the Killjoys are, for lack of a better word, 'normal.'" The rest of the Elements murmured in agreement, nodding at the confused princess.

"It appears, Princess," Twilight continued. "that Bedlam chose each of them because they were at their most vulnerable, feeding on their feeling of being misunderstood."

"Or lost." Rainbow added.

"Or lonely." Fluttershy said.

"Or angry." Pinkie finished, with a shudder. Luna's shoulders slumped as she looked over her friends, all hope draining from her in an instant.

"So... you never found out how they contacted Bedlam or... or how they traveled to his headquarters?" she asked once more, already knowing the answer but still not fully accepting it.

"I'm afraid so. Apparently, the knowledge of how to reach Bedlam vanished with those 'Nightshades' Bedlam possessed them with. We're just going to have to find another way to get to his hideout." Twilight's words cut like the sharpest Guard's spear through Luna's heart, the idea of their last and only hope of find Midnight going up in smoke. Turning, the night princess looked out through the balcony doors of her bedchamber. Her moon still hung high in the sky, the blanket of night still pulled over the land of Equestria due to her damaged horn.

‘This was just as it was when the Nightmare took me over.’ she thought, the memory causing a knot in her chest. “Alright, then. We’ll just have to explore other options, then.” The Elements stood there in shock for a moment, Luna’s words catching them by surprise.

“But Luna... what other options do we have?” Twilight asked, somewhat cautiously.

“Don’t worry, Twilight. All of you can go and rest for now. There’s something.... I need to look into.”

Heartspring stood on the main street of Floodgate Market, just inside the walls of Canterlot City Proper. The streets were abandoned, devoid of life and any signs of his Killjoy’s earlier attack as he looked around, wondering exactly how he had gotten there. A moment ago, he was sitting in Lady Twilight’s old personal tower, surrounded by her books as he lazily browsed through the pages of some old, arcane tome. The next moment, he was here, alone in the vast, empty street at the beginning of the main body of Canterlot.

“Um... hello? Is anypony there?” he called, down the street leading to the palace. When nopony answered, he called out once more. “HELLO? Is somepony there?!”

“Hello, Heartspring.” The sudden voice behind him made the earth pony spin around in surprise, his eyes focusing on a blurry blue image slowly moving from the city gated towards him. The stallion took a few steps back, keeping himself guarded until the image took a definite shape, eventually changing into the form of Princess Luna.

“P-Princess Luna? What’s going on? Where am I?” he asked, bowing slightly, though still quite confused. Looking to the princess for answers, however, only lead to a newly found feeling of dread, a look of sadness on her beautiful face.

“You are in a dream, my dear Heartspring.” she said, much to his surprise. “Right now, you’re sleeping peacefully in the old tower Twilight Sparkle used to study in while she was under my sister’s direct instruction. I brought you here because I need something from you.” Taking a step forward, Luna’s sad eyes gazed deep into his, a haunting feeling of dread washing over him as she approached. “Tell me; Being not only the leader of his Killjoys, but his first recruit, were you given the means to contact him if necessary?” Heartspring reached a hoof up and scratched his head at the odd question. Twilight MUST have informed the Princesses of their positions and responsibilities to Bedlam by now.

“Well... yes, Princess. He gave me, Miss Ivory and Miss Carousel a spell to contact him. My memory of it is a little foggy, but I remember it involved a reflective surface.” Heartspring wondered quietly for a moment, the memory of the exact intricacies of the spell sketchy at best. “There was also some way the mirror could be used as a portal, but... I’m afraid I can’t remember the exact parameters needed to execute it.” Luna sighed as she closed her eyes, shaking her head at his response.

“Well, then... I suppose I have my work cut out for me.” Luna’s wings flared as her eyes shot open, the bright white glow from them startling the stallion before her. Heartspring took a step backwards to retreat, only to find the stone ground behind him as soft as

quicksand. Turning his head, he could see his hind legs sunk in as deep as his fetlocks, and still sinking. His desperate attempts to pull them out only sinking them in deeper. In another vain attempt to free himself, he braced his forehooves against the pavement in an attempt to drag himself forward. Unfortunately, this action was met with the same results, his hooves sinking deep into the ground.

“What?! Pr-Princess Luna! What’s happening?! What are y-” Heartspring looked up from his entrapment to find himself face to face with the princess, only this time, she seemed like an entirely different entity. Her normally flowing blue and stary mane was black as coal and devoid of it’s usual stars. Heartspring’s words froze in his throat as he watched the beautiful image of the Princess of the Night twist and morph into a fluttering, living shadow, the cold glowing eyes being all that remained. The last sounds he heard before the world went black we Luna’s sad attempt at an apology.

“Heartspring... forgive me... for what I must do.”

Luna felt terrible. No. More than terrible. Luna felt sick. Sick and disgusted, by her own deeds. Not since her time taken by the Nightmare had she done the painful and tortuous act of breaking into somepony’s mind. It mattered not that he was a former member of a team sent to destroy Canterlot. It didn’t even matter that the spells she cast on him would all but ensure he would have no memory of the ordeal. Aside from waking up and not feeling completely rested, Heartspring would suffer no ill effects from the Mind Break. That fact, however, was of little consolation when she was preforming the task. The screams of a stallion literally having his mind and memories torn apart and rummaged through were not something one just forgets.

Now, sitting alongside the large raised pool in the Royal Gardens of Canterlot Palace, Luna steadied herself. The spell the Killjoys had used to contact Bedlam was buried deep by the nightshade demons Bedlam had possessed them with, leaving the spell out of reach, but not forgotten. With it retrieved, the Night Princess could cast it and, with a little luck, pass through into Bedlam’s castle. Readyng herself, Luna looked out across the old pool; about three yards in diameter and only as deep as a pony’s barrel. In the warmer months, the pony-made structure would serve as a koi pond for fish brought from the far eastern fox kingdom of Kitsune. For now, though, it would more than do to act as a portal she could easily pass through. According to Heartspring’s memories, any reflective surface would be used to communicate with Bedlam, but only water could be used as a portal to reach his stronghold. Taking one last moment to ready herself, she began channeling energy into her still-damaged horn to perform the spell.

“What exactly do you think you’re doing?” a gentle, yet firm voice call from behind her. Luna froze, immediately knowing she had been caught. “I felt your presence in the ethereal plane as I tried focusing my power into the healing of my horn. I knew energy like that could only come from your traveling into the dream lands.”

“Don’t try to stop me, sister. This is something that needs to be done.” Luna said, keeping her eyes on the pool. She didn’t know how Celestia had found her, and at the moment,

she didn't care. At the moment, she was too worried about not being able to perform the spell to be concerned with building an argument to whatever Celestia would use to talk her out of it.

"Who said we were here to stop you?" a second voice from behind Luna finally caused the princess to turn, finding a rainbow-colored pegasus hovering beside her sister, wearing her golden necklace. Looking around her, she noticed the other five of her friends from Ponyville, each wearing their Element as they smiled at her.

"As soon as I sensed your old power, it was easy to put two and two together. You went into one of the Killjoy's dreams and found a way to contact Bedlam, haven't you?" Celestia asked with a sly grin. Luna smiled nervously, shuffling a forehoof in the dirt before her.

"I...I didn't want you to try and stop me. I need to get Midnight back." Luna looked over her friends with sad eyes, the thought of her champion facing that terrible monster alone causing a lump in her chest. "He's done so much for Equestria... for me... I have to get him back."

"Actually, Princess..." Twilight said, approaching Luna and placing a hoof on her shoulder. "WE have to get him back. I might be Celestia's 'Faithful Student,' but Midnight Blaze is OUR Faithful Student. Considering we all taught him the best of what we know, we just wouldn't be very good teachers if we didn't try to save him." Luna looked over the five other ponies present, each smiling and ready to lend a hoof for their friend. The younger sister chuckled lightly to herself, fighting back tears of joy at the amazing heart her friends were showing by their determination to help her.

"Very well." Luna finally said, turning back around to the garden pond. "Everypony, stay close. I'm opening the portal." In an instant, Celestia, Pinkie Pie, Applejack, Rarity, Rainbow Dash, Fluttershy and Twilight had gathered around Luna, watching as her horn began to glow with a dark blue light. "Let's get our friend back." The area around them seemed to grow darker as a beam of energy shot from Luna's horn, hitting the center of the water. From there, a ripple of energy bubbled outward, turning the almost black water into a churning prism of color. The eight mares watched as the colors morphed and turned, taking shape and finally becoming something recognizable.

Before them in the pool appeared the ruins of an old, dark castle foyer. All round the scene were broken pieces of art and furniture, rotten from years of neglect. Torn curtains on hanging rods lay limp before broken stained-glass windows and countless cobwebs. Everypony remained speechless as they looked over the silent scene displayed before them.

"BOO!!!"

A large, monstrous face appeared in the dark of the pool's image, eyes bright with fire as its teeth glistened in the dim light. The eight mares peering into the pool recoiled in fear, screaming out in surprise as the beast fell backwards on his haunches in mad laughter.

"Oh, you should have seen your faces! If looks could kill!" Bedlam laughed, mocking the Elements and Princesses as they readied themselves around the pool.

“Bedlam! No more jokes, you horrible creature!” Celestia shouted towards him, her brow furrowed in anger. “We’ve captured your soldiers and discovered your lair! Now, we’re ORDERING you to release Midnight Blaze and surrender!” From the dark of the ruined hall, the chaos lord looked up at his foes with pouting eyes. Slowly, he crawled closer, grinning at the each mare as he approached.

“Please, Princess. You make it sound like you finding the way to my castle is the END of my fun.” The centaur-like beast folded his arms, raising an eyebrow suggestively at the goddesses.

“Of course it’s the end!” Luna countered. “Your base is compromised, you’re surrounded and the Elements are ready to wipe you from the surface of Equestria. Give up now while you still have the chance. It’s your only option.” Bedlam paused a moment, placing one of his clawed hands over his mouth as it twisted into a smile. Slowly, he started to snicker, then laugh, then break into outright hysterics at Luna’s words.

“Oh, that’s HILARIOUS! You silly little equinoids, thinking your somehow have the upper-hoof on me!” Luna, Celestia and the Elements all readied themselves and gritted teeth at the laughing monster, watching as his joyous expression turned from happiness to a sly, evil grin. “My dear little ponies... I’m only just getting started.” Bedlam lowered his head as he extended his arms outward towards the mares, clawed fingers splayed outwards. Slowly, the image of him and the castle rippled across the water, blurring his shape and startling the ponies watching. As the water grew more violent, the eight watching from the supposed safety of the garden started to notice something curious beneath their hooves; the ground vibrating around the pool. Everypony present started to carefully back away as the waters churned and bubbled, the vibrations growing until, to the entire group’s surprise, the stone walls of the pool shattered, causing the waters to spill out around their hooves.

“What?! W-What just happened?” Fluttershy asked, raising a forehoof out of the water around her fetlocks.

“I’m... not sure. Was this some sort of attack?” Rarity answered, though unsure of her own words as she looked to Twilight, hoping for an answer.

“Maybe Bedlam thought this would scare us away.” the purple mare stated. Twilight went to take a step forward, only to find her hooves stuck in the water. “W-what? Girls, something-aaaAAAH!!” Twilight shrieked as she felt something grip tightly around her hooves, a familiar face appearing in the water in front of her.

“C’mon in, ladies; THE WATER’S FINE!”

All at once, the mares screamed as dozens upon dozens of monstrous arms, all replicas of Bedlam’s, shot up from the water surrounding them. In an instant, their clawed hands gripped legs, wings, tails and horns, immobilizing the eight as they started to pull the down into the dark water. Try as they might, Bedlam had them all in his clutches, tugging one mare at a time under the water and out of sight until only Luna remained.

“Your foalish love of that pathetic creature, Midnight, will be the downfall of your world, Princess.” Bedlam’s image once again mocked from the water, his toothy smile shining

in the dim light of the garden. “But don’t worry; before I completely obliterate this dimension, I’ll be sure to let all of it’s inhabitants know they have YOU to thank for it’s destruction!” With one final, powerful pull, Luna was drug beneath the water. As the last of her screams faded in the dark of the night, the water spilled from the destroyed moon pool went still once more.

In the dark of his throne room, Lord Behemoth rested his heavy head on his fist. It took a loud tantrum and the physically throwing out of several of his subjects before his court was finally cleared. All morning long, he was besieged by dragons demanding a reason why the sun had not rose yet, and he was getting quite annoyed at repeating the reason. The princesses were merely sick, he said, nothing more. For some dragons, this excuse was enough. For some, though, a more... to-the-point answer was needed. THAT answer was the reason for his moment of silence. It was now, in this brief peace that his fellow god, Veloc decided to pay him a visit.

“Behemoth... Behemoth, are you there...?” The ghostly voice of the younger griffin god became clearer as Behemoth levitated the polished crystal ball floated from the corner of the room. Bringing it to a stop in front of his throne, the huge dragon sat up straight again, smiling at his brother deity.

“Hello, Veloc. Are you having as much trouble keeping your subjects calm as I’m having?” the reptile asked. Veloc shook his multi-colored crest to straighten his feathers back, giving out an exasperated sigh.

“You have no idea, Big B. I’m sure our other brother and sister gods across the world are having the same trouble. But, at the moment, that’s not what I want to discuss.” Instantly, Behemoth knew the reason for his little brother’s calling. Knowingly, he nodded as he wrapped his clawed fingers against the armrest of his throne.

“Celestia and Luna.”

“Luna, especially.” Veloc added. “Cadence seemed more than ready to fight when I contacted her earlier, though she was warned not to. She’s a good girl; she’ll keep out of it. However...” Veloc left the sentence hanging giving Behemoth a sideways glance through the crystal.

“However...?”

“However, I’m not so inclined to behave.” Behemoth leaned forward in his throne, looking deep into the viewing crystal at his brother god.

“Veloc! Are you implying that you plan on intervening in our sisters’ affairs?”

“Oh, of COURSE I do!” the griffin answered. “Those two are sweethearts, but much too proud to ask for help. I already have three hundred of my finest rangers, mages and paladins ready to fly at a moments notice.” The massive dragon reclined in his throne again, shaking his head at his fellow god in annoyance.

“Veloc... I really can't believe you, brother. Planning on going out and starting a fight with one of the most powerful foes our world has ever seen...”

“Now, hold on just a moment, Behemoth-” the griffon king started, only to be cut off mid sentence.

“... and you didn't think to invite me!!!” Behemoth let out a boisterous laugh, clapping his clawed hands together with a thunderous boom. “Shame on you, brother. Do you know how long it'll take me to gather at least a dozen of my most powerful dragon knights for a mission like that?!” The griffin joined his brother in a good laugh, having almost been taken by sly joke.

“Oh, I say about... ten minutes, give or take. Besides, didn't you say you wanted a crack at another draconequus after missing out on Discord?” The dragon smiled and stood up from his seat, standing on his hind legs as he flared out his mighty wings and stretched his forelegs to the sky.

“Indeed I did. It's settled, then; we'll both meet up in Equestria and begin our search for high levels of magic, there.” Veloc bounded up out of his own seat in the crystal ball still floating before Behemoth, grabbing a large lance from beside his throne. Just before the crystal flicker and the image faded, Behemoth could make out his fellow god roaring in delight.

“Let's go then, brother, and shake the pillars of the heavens themselves!!!”