

"Well, did you make it?" asked Trixie, fidgeting with anticipation.

The Doctor chuckled. "Well, if you'll let me finish I'll tell you."

"Fine, fine just hurry up! I want to know if you were okay!"

"One cannot rush the art of storytelling my dear, Trixie," the Doctor chastised .

"I'm the Great and Powerful Trixie! I can do whatever I wish!"

"Oh is that so?" asked the Doctor raising an eyebrow. "Well then, let's see if you can make me finish the story. Perhaps, if you're so impatient, I'll just go back to fixing up my magic box." The Doctor got up and turned towards the control panel.

"No wait!" Trixie jumped in front of him. "Tell it as slow as you want! Just finish it, please oh *please!*"

"Oh, I thought the Great and Powerful Trixie wanted a fast story?"

"She will accept a slow one, just this once."

The Doctor smiled. "Good, now let's see. We were trying to outrun a small fleet of damaged Darlocks in an effort to reach a train, one that would take us to the Castle of Lanterns in the Everfree Forest." He paused for a second, scratching his chin in thought. "It's only a few miles from where we are now, actually. You know time is a funny thing, people think it's a linear progression of events but it's really more li-"

"Doctor! Back on topic! Did you get away or not?" Trixie huffed indignantly.

"Hmm? Oh yes, very well. So, we were running, getting closer to the train with every step, while dodging Darlock lasers. We came to a bend where the mountain ended and the platform began when Applejack yelled...."

35 T.R Dragon Station

"I'm afraid you two are on your own from here!"

"What!?" cried Twilight, ducking as another purple ray of light whizzed past her head. "Where are you going!?"

"My ponies are in there an' she'll find 'em for sure now that she's seen us! There ain't no way we can leave them in there on their own! There's a passage into the mountain around the bend, we'll be fine! Come on Rainbow!" She turned to look back at the galloping scientist in the rear. "Ya'll are them sciencey types right?"

"Yes!" cried Bunsen. "We're scientists! All I ever wanted to do was put things in test tubes, now I'm being shot at! By something I helped build! Where did I go wrong!?" he blubbered.

"Stop your whining!" yelled Delta. She turned to Applejack, "Why do you ask?"

"I don't know either of ya'll, but if you're on our side, we could really use your help." Applejack dodged a stream of lasers, taking a sharp left. "These things are fast! We need some more hoofs on the defenses. You ought to know a thing or two about weaponry, since you were workin' for Twilight, Right?"

"Anything that gets me away from him!" yelled Bunsen nodding towards the Doctor. "I've known him for thirty minutes and he's almost killed us! Twice! He's insane!"

"That's half the fun, isn't it?" the Doctor called back.

"I'll help, too," Delta added. "I've never liked where this whole 'Empire' was going anyways."

"Come on then! The bend is comin' up; follow my lead, and for the love of apples don't trip!" Applejack looked back at Twilight. "Good luck. If this 'Doctor' can do what you say he can, maybe you can fix all this."

Twilight nodded solemnly. "We're certainly going to try."

Rainbow Dash stared at Twilight for a moment. "Look, egghead... I'm sorry I didn't listen to you back there. If you really can fix this... I mean set everything back the way it was..." she paused for a second. "Just... don't screw up, okay?"

Despite their situation, Twilight smiled. "Okay, Rainbow."

Applejack looked at Rarity. "It's good to see you, fancy mane."

"Likewise, I'm sure." said Rarity with a smile.

"Here it comes!" yelled Applejack as they headed towards a fork in the path.

"Ready? Turn!"

She and the others shot off to the side and, with a backwards glance, they were lost in the mountains. Some Darlocks split off and followed them, a few missing the turn and falling to their doom on the rocks below.

"Looks like it's just you and me again, eh Ms. Sparkle?" The Doctor remarked as he galloped next to her. "Ah, yes, running for our lives once again. We've been doing a lot of that today, haven't we?"

"Hey! What about me!?" asked Rarity.

"Oh!" said the Doctor. "I thought you went with the others!"

"Not a chance," Rarity scoffed. "I wouldn't miss this for the world."

"Well, I guess it's just like new-old times then," the Doctor remarked. "Oh well, back to the running!"

A Darlock's beam arced through the air, taking some of Twilight's mane with it. She screamed. "Yeah! And I think we'd better do it a bit faster!"

The train was only a few yards away and, they put on a fresh burst of speed to cover the remaining ground. The Doctor pulled ahead and yanked open the cabin door. Twilight and Rarity leapt through, landing haphazardly on their hooves. The Doctor climbed inside moments before another ray hit the door, leaving a perfectly circular hole in the metal.

"I knew their firing mechanism was different!" the Doctor exclaimed.

"Admire it later!" yelled Twilight. "We need to move, and I don't know how this thing works!"

"Good point," the Doctor admitted. "Follow me to the front car. We need to get the engine running!"

The Darlocks were closing the gap fast; Twilight could hear their shots striking the side of the car and, through the holes they created, she could see their metal chassis approaching. The Doctor raced forward, Twilight following closely behind. They weaved through the space between cars, covering the last few at a full gallop.

The Doctor skidded to a stop, whirling to face Twilight. "Can you start a fire?"

"Yes!" Twilight cried, looking back between the Doctor and the approaching Darlocks. "Tell me what you need me to do!"

"See that black stuff up there?" He pointed to the coal car behind them.

"Yeah..."

"Float it into the thing that looks like an oven." He nodded to the coal burner.

"When it's half full, start a fire. And be quick about it! I'll be in the lead car prepping the engine."

"What can I do?" Rarity asked.

The Doctor looked her up and down. "Um... Tell you what, you stay with Twilight, and make sure she doesn't get killed alright?"

"Yes, sir, Doctor." Rarity huffed.

Twilight turned to the coal car, concentrating. Her horn glowed purple and lumps of coal floated into the burner. A hole appeared in the cabin wall a few feet away, and through it she could hear the Darlocks closing in, their calls of **"EXTERMINATE!"** ringing in her ears. She redoubled her efforts, filling the burner even faster with the black lumps of rock. In the other room she could hear the Doctor working, pulling leavers and prepping the engine. When she was finished, she backed up and concentrated even harder. The tip of her horn glowed red hot, a bolt of fire went sailing into the middle of the mountain of coal with a fierce crackle.

"Doctor, it's ready!" Twilight ran full pelt into the front car with Rarity in tow. The Doctor was working furiously at the controls.

"What else can we do?" the two unicorns called in unison.

"You can sit back, and pray that this thing starts..." The Doctor grabbed a large leaver in his teeth and yanked it sharply. Twilight and Rarity stumbled as the train lurched forwards. "And we're off!"

The Darlocks were mere feet away from the train as it slowly gained speed. Twilight gazed out the window to see their eyestalks peering back at her, all too close for comfort. Their shots marred the side of the train over and over again as they closed the gap. She turned back to the Doctor.

"Can this thing go any faster!?" she asked.

Rarity peered out the window. "Doctor, I concur with Twilight; we need to be out of here post-haste!"

"I'm trying, but a train needs time to gain speed!" The Doctor rushed around the conductor's booth in a blur.

"Um... Doctor, must I tell you, time is something we don't have!" Rarity screeched as another round of fire rattled the side of the car.

"EXTERMINATE!"

"It's okay, I've got a plan!" The Doctor looked around wildly. "We have to disconnect the rest of the cars. Less mass, more speed!"

"Good idea!" Twilight agreed.

The Doctor fidgeted slightly. "One problem though..."

Rarity rolled her eyes. "There's always one isn't there?"

"Oh, yes" said the Doctor, gesturing to the cabin door. "The couplings are on the outside of the cars, as is the standard design of every train. So, whoever unlocks them is going to have to get close, and by close I mean go outside."

"Any *good* news!?" asked Twilight

"Actually, yes. There's around fifteen or so Darlocks trying to kill us at the moment, so there's only an eighty-five percent chance of ending up resembling something like swiss cheese."

Twilight stepped up. "Let me do it. I can use my magic, so I don't have to get as close."

The Doctor shook his head. "You still have to see it to work any magic, right?"

"Yes, that's true..."

"Then it's just as dangerous for you. I'm the one that brought you here, and you're in enough danger as is. I'm not going to toss you into more of it."

The car shook again as the Darlocks continued their pursuit.

"Besides, what's the worst that could happen?"

Rarity looked at him for a moment. "Doctor, do you really want me to answer that?"

"No, Rarity, your silence is appreciated." He walked towards the door. "So, that lever over there controls the speed of the train. It's set to full blast, so when the cars are disconnected this thing is going to speed down the tracks like a rocket.." The Doctor reached into his coat pocket, clenching the sonic screwdriver between his teeth. "Try to stay upright. I'll be back....Probably" he mumbled past the screwdriver.

"You'd better," whispered Rarity.

"Be careful," Twilight added.

The Doctor winked, then walked out the door.

35 T.R Dragon Moutain.

Applejack dove through the secret passage hidden among the rocks, Rainbow Dash and the two scientist ponies barely ahead while the Darlocks nipped at her heels.

"Close the door!" Rainbow shouted as she dived to avoid another round of Darlock fire.

"I'll do a might better than that." Applejack turned around and gave the passage wall a sharp buck. The walls began to shake, dislodging the loose rocks above. "Get clear!"

The four ponies raced forwards, dodging falling rocks as the entrance collapsed. Behind them they could hear the metal clanging against stone as the Darlocks near the avalanche were buried. With a *whoosh* of air the passage behind them collapsed.

Applejack skidded to a stop, peering back at the sealed tunnel. "We've gotta hurry. That may hold 'em off on this end but, if I know Twilight, and I do, it won't be long 'fore she

starts wondering how we got in there.” Applejack looked at Rainbow. “She’s never asked Spike directly about where we were, but once she figures it out he’ll have to tell her. We have to ready the troops.”

Rainbow turned to Bunsen and Delta. “You heard her! You two, we’ll need your help getting the artillery ready. Follow me.” The pegasus allowed a small smile to creep onto her face. “Applejack, get our secret weapon.”

Applejack returned the smile. “Can do.”

They came to a fork in the tunnels. The Pegasus turned, Bunsen and Delta following as they headed towards the armory. Applejack took the other path, running as fast as she could. When she came across a row of doors she stopped at the fifth one, stones scattering as she skidded to an abrupt halt. Her H.O.R.N. glowed and the door swung open. Inside was a sparse room, a bed of hay laid in the corner where a large red stallion lay sleeping.

“It’s time. Are you ready?” she asked.

The stallion stirred slightly, lifting his head. He shook the sleep from his body, yawning loudly.

“Eeeyup.”

35 T.R Dragon Station

The Doctor inched his way out the door onto the railing between the cars, the sonic screwdriver clenched tightly between his teeth. The majority of the Darlocks concentrating their fire on the head car and had yet to notice the brown earth pony making his way toward the couplings.

“EXTERMINATE!” The metallic voices called into the gloomy twilight.

The Doctor leaned forwards, inching his way around the protective railing. Below him the tracks flowed by, the iron wheels of the train clanking loudly as the lead car strained to pull its weight. He stretched his neck, pushing the tip of the screwdriver forwards.

The Darlock at the back of the pack whirled around at the sound, its eye stalk now fixated on the Doctor.

“YOU ARE THE DOCTOR!”

“Oh, so you can talk. I was starting to wonder,” the Doctor grunted around the screwdriver, still straining to get closer to the couplings. “You really need to expand your vocabulary. ‘Exterminate’ is getting old.”

“YOU AND THE UNICORN ARE TO BE TAKEN TO THE QUEEN.”

“Sorry, I met her once, and I have no plans on meeting her again.” The Doctor hooked one of his back legs through the railing, leaning as far as he dared. “She wasn’t very polite I must say.”

“THEN YOU WILL BE EXTERMINATED!!” The Darlock’s eyestalk swung wildly

through the air. ***"THE QUEEN WILL BE OBEYED. SHE WILL BE OBEYED! EXTERMINATE! EXTERMINATE!"***

"You know something?" asked the Doctor. "I've had those words shouted at me so many times by something else, something very much like you, but very, very different. You know what I've noticed?"

"WHAT IS THE MEANING OF YOUR QUERY!?"

"I've yet to be exterminated." The sonic screwdriver whirled to life, the couplings flew apart with a metallic clank. "Sayonara!"

"EXTERMINATE!!"

The lead car shot forwards, sparks bursting from the squealing wheels. The Doctor locked a forehoof around the railing, the sudden acceleration almost tossing from the train.

"EXTERMINATE!!" Rays of dark light shot through the air after the doctor as the train sped off into the distance. A neat hole appeared in the metal inches from the Doctor's head.

"Time to go!" He dashed back inside, slamming the door behind him as another large hole appeared in its frame. The train quickly chugged past the border to the Everfree forest, leaving the Darlocks shouting in the darkness.

Twilight and Rarity stumbled about, trying to find their balance as the Doctor returned to the conductors booth.

"Doctor, you're alright! Thank goodness!" Twilight yelled as she leaped forward to embrace him.

He shrugged off the violet unicorn. "Of course. Was there ever any doubt?"

"Yes," Rarity deadpanned.

The Doctor resolutely ignored her. "Look smart, ladies; we're on our way to the Castle of Lanterns! Onwards and Upwards!!"

1001 C.R.

Pinkie Pie sat in front of the toy shop. The roaring inside had grown steadily louder since the Doctor and Twilight had left. She looked on in interest as the windows shook and the remaining walls strained to support the weight of the shop. The ponies' Festival of Blooms had come to a halt. No one in town felt much like celebrating anymore. All of them lay in their beds, trying to ignore the strange sounds that echoed through the alleys of Ponyville. Pinkie stood, unfazed, her thoughts for once centered on one thing; when her friends would return to silence the roaring and bring peace back to Ponyville.

35 T.R Dragon Mountain (Twilight's Factory)

Twilighttwo walked through the debris of the factory, surveying the damage the crash had caused. The entire east wall had caved in and now the gloomy twilight flooding

inside, illuminating the wreckage of the train. Almost all of the Darlocks in that corner of the factory had been irreparably destroyed. She did not fret over this, since she could always make more. No, she had far more important things to worry about at the moment.

A few Raggedies had set about trying to clean the area, two of which were attempting to move a large bolder that had fallen on one of the control panels. Their loose, tearing fabric hides stretching and sagging as they strained to move the monstrous rock. Twilightwo sneered; they were such ugly things, so inefficient. It was shameful she had relied on them for so long.

She looked around the factory at the remaining Darlocks, allowing a thin smile to creep back onto her face. She wouldn't have to worry about that for much longer. Soon she would have her army, and her plans would be realized.

One of the Raggedies strained too much. Its foreleg was torn from its body with a terrible ripping sound. What little stuffing was left inside went flooding out onto the floor. It flailed around for a several seconds before, its empty covering fluttered lifelessly to the ground. The other Raggedy stopped what it was doing, looked down at the flat pile of cloth, then up at Twilightwo.

"Useless," she said simply. Her horn glowed and, with a brilliant flash of light, the other was reduced to a pile of colourful ash.

"YOUR MAJESTY."

Twilightwo turned to find the Darlocks she'd sent out had returned. She smiled, until she noticed that the Doctor and Twilight were not among them.

"THE DOCTOR AND THE UNICORN HAVE EVADED CAPTURE."

Twilightwo grimaced; it seemed this was going to be harder than she thought. "We know where they're going. Fetch the factory guards, have them ready a chariot." She spun around, looking towards a door in the side of the cavern. "In the meantime, I've need to have a word with an old friend of mine."

35 T.R Dragon Mountain (Rebel Camp)

Delta fiddled with a large metal ball in the rebel's laboratory. The room was filled with tables, each covered with miscellaneous equipment. Bunsen hovered around her anxiously.

"What are we doing here?" He pressed. "Oh, Horseapples, what are we doing here!? When the Queen finds us it won't just be the dungeons, oh no! It'll be like Hoofton all over again!"

"Will you shut up?" said Delta. "I have to get this Applebomb ready."

Bunsen whirled around to stare at the pink scientist. "You're not worried about

this!? We could be hurt, or worse! A few hours ago I was on a train. I knew where I was going and I knew what I was doing! And *then*, out of the blue, some random pony waltzes in and now we're stuck here, helping to build bombs for the rebels!"

"It's been a very strange day, Bunsen."

"Strange!? Strange doesn't begin to cover it! I've been chased by....by...Insane chess pieces! And for what?"

Delta rolled the Applebomb into a nearby supply bin. It fell with a loud thud.

"You're a smart pony, right, Bunsen?" Delta asked, raising an eyebrow.

Bunsen paused. "Huh? Well, yeah, of course. You know that; we've been classmates forever."

"Well, how about you *act* like it."

Bunsen blinked. "What do you mean?"

Delta looked at him, grabbing another bomb, and working on it fiercely. "Think about it, Bunsen. Everyone in Equestria knows it. It has been thirty-five years since the last time it was daylight. You, nor I, have ever seen the sun. We've never seen the moon either, for that matter. The Raggedies, stealing people away? Those... those... *things* that chased us here!?" She paused for a second and let out a long sigh before continuing. "It's not right, Bunsen. It's not something we can ignore anymore. It's this kingdom, it's Twilight. It's wrong. You may not want to do anything about it, but I know for sure you're thinking it just as much as I am. You can't want this to continue."

She rolled another bomb to the container and continued working in silence.

Bunsen looked at the ground. Delta continued working in silence. Finally, he stuttered "I-I dont..."

"Don't *what*?" Delta interrupted.

He shuffled his hooves. "...I'm scared. I don't want to... to..."

Delta looked up, and smiled. "I know what you're trying to say, and I don't want to either. Well, that's a *good* thing. At least we have that much in common." She looked up at the ceiling, her eyes far away. "I'm terrified." She got up and locked eyes with her counterpart. "*But*, we're doing this anyway. Now, come on, we have to get these things finished and I don't think we have much time."

Bunsen sighed. "I'm going to regret this aren't I?"

Delta gave him an awkward smile. "Count on it."

35 T.R Dragon Mountain (Twilight's Factory)

Spike sat alone in his cave, pressing his ear against the wall. He'd heard the earlier commotion. Something was wrong. Twilight and the others hadn't returned yet. They should have been back long ago. He fiddled with his massive claws in worry. What if they were

hurt? What if she'd found them? He couldn't stand the silence and quickly took to using his claws to gouge the rock, if only to distract his wandering mind from the possibilities he didn't want to think about. He sifted and squirmed in the dark as he waited for something, anything to happen.

He didn't want to lose her again.

The door swung open. Spike jumped at the sound, swinging his massive head forwards.

"Twilight?" He called hopefully.

Twilighttwo strolled through the door, humming merrily. "Oh, Spike, how *ever* did you know it was me? I thought I'd pay you a visit, and it was *supposed* to be a surprise." She pouted.

Spike's face fell. "Um...lucky guess, Twi? Just blame the old dragon sense, I suppose."

"Mmmhhh, 'Dragon sense'." Twilighttwo nodded. "That would explain it." She walked up to Spike's foot, putting a hoof on one of his claws. "Now, I have to wonder something..." she

Spike's eyes shifted from side to side, as if he was trying to find a path of escape. "W-what would that be, Twi?"

"Well..." she began, casually examining her hoof, "This 'Dragon Sense' of yours knew I was coming, so perhaps it could help me find something else..."

"Um... n-no, I-I don't think it works that way. It's, err... in the Rules of Dragons, page 978. But, if you like, I could tell you about-"

Twilighttwo cut him short "Spike, let's not beat around the bush. You're my friend, right?"

"Of course I am, Twi." Spike looked away. "I've always been."

"Good. Then you'll answer these questions."

"Whatever's best for you." Spike replied automatically.

Twilighttwo smiled. "Yes. Now, is this the first time you've seen me today?"

"...No..." Spike grunted through clenched teeth.

"Hmmm, that's interesting. Well now, next question, have you seen our old friends Applejack and Rainbow Dash today?"

"...Yes..."

"Excellent. Just one more Spike, then we're finished, okay?" Twilighttwo sang sweetly.

The dragon nodded mechanically.

"When they came to visit, where did they come from?"

Spike groaned.

"Come now. Just let it out. It'll be easier."

Spike mumbled something quietly.

"I'm sorry, could you say that a bit louder?"

Spike was shaking, his eyes tightly clamped shut. "Don't make me..."

For a moment, Twilighttwo's face softened. Her dark eyes took on a lighter tone and, as Spike peered down at her, he thought she looked sad.

He thought she looked like Twilight. The *other* Twilight.

And then it was gone, disappearing as suddenly as it had come. Twilighttwo glared at him with eyes as dark as ever. "Tell me, Spike. Tell me *now*. No more games. Where. Are. **They?**"

He had no choice. Spike opened his mouth and began to speak.

35 T.R Everfree Rails

The train rounded a bend, the wind whistling through the holes sustained in the escape. Trees hung over the tracks, their gnarled branches looking like snatching hands in the dark, their thick foliage blocking out what little light there was. The Everfree forest was the closest thing to total night in Equestria.

Twilight and Rarity had gone into the workpony's room at the back of the lead car, both sitting on the sparse beds as they waited for the train to reach its destination. Twilight stared at Rarity in curiosity; she hadn't changed at all since she'd last seen her. The white unicorn still had the same purple curls, the same finely groomed coat and, judging by what she'd gleaned from Rarity's talking, the same upper-class personality.

Rarity returned the look. "May I help you?"

Twilight snapped out of her thoughts. "Huh?"

"You're staring at me like I've grown a second head."

"Oh," Twilight said, suddenly self-conscious. "I'm sorry. It's just... you look the same."

"Well, in my defense, so do you," Rarity retorted huffily.

"Not like that. I mean, it was just yesterday. I was at your shop, you needed help with that large order, but after a while you said I terrible at sewing, so you just had me—"

"Organize the sewing tools." Rarity laughed. "Yes, I remember that. It was fifty years ago from yesterday, actually. You were ever the organizer..." She sighed. "You're still like that now, though I must say your manners leave much to be desired."

"I'm sorry..." Twilight mumbled, downcast.

"Oh no dear, it's not your fault... yet."

Twilight brightened. "Thanks, Rarity. If we can work this out it never will be, too." She stopped to considered something. "You know, you seem to be taking all of this in stride."

"Well, you get used to it." Rarity waved a hoof dismissively. "I find that, after traveling with the Doctor, nothing surprises me any more."

"Tell me about i—" Twilight froze. "Wait, *you* traveled with the Doctor!?"

"Oh yes, I suppose he didn't have time to tell you, did he? Yes, you were there for that too, actually. Why do you sound so surprised?"

"Well... it's just you don't really seem like the type."

"And why's that!?" Rarity affronted.

"Um...Well, it's kind of..." Twilight floundered.

"Go on..." Rarity prodded indignantly.

The door opened and the Doctor stuck his head inside. "You two, stop bickering and come to the conductors booth. I think you'll very much want to see this."

Twilight let out a sigh of relief, they got up and followed the Doctor into the booth, where he pointed to a map on the wall.

"This shows the layout of the Everfree forest and, assuming my calculations are correct, and they most certainly are, we're... *here*." He stabbed a hoof at a section of the tracks. "That means that, around this next bend, is a tunnel and, through that tunnel, is the Castle of Lanterns! We'll be arriving in a few minutes by my estimate."

"If we're that close then shouldn't we be able to see it by now?" asked Rarity.

"You can see it, if you look closely," said the Doctor as they rounded the bend, towards the tunnel on the map. "See the trees above?"

Twilight peered up at the tree line, trying to see what the Doctor was talking about. At first she couldn't make out anything besides the trees, their tightly-packed limbs blocking out most of the light. However, through small breaks in the green cover, she could trace the faintest of patterns arching over an area of the forest.

"It's a dome... a dome of trees," she whispered softly. Against the backdrop of foliage it was almost invisible, but there was a collection of trees and vines that grew around the base of the tunnel, reaching upwards into the canopy.

"Grown that way on purpose, I'd imagine," the Doctor explained. "Seems a bit too bright for Twilighttwo's standards." He stepped up to the controls. "Right through that tunnel is our destination, wherein we should find some answers to this little quandary. You ready?" He looking back as the tunnel approached.

"If it answers my questions, I'm ready for anything." Twilight replied resolutely.

Rarity fidgeted back and forth on the tips of her hooves. "Oh this is exciting! It's just like that time with th-"

The Doctor shushed her. "No revealing future...past...events! Now..." he said, looking through the windshield, "...Onwards and Upwards!"

The train sped into the tunnel, and the three were plunged into darkness.

It suddenly became deathly quiet, the only sound breaking the silence being the clicking wheels on tracks and the soft roar of coal burning in the engines. As the train propelled them forwards though the dark, Twilight found herself thinking about what Applejack had told her. In the castle ahead, Princess Celestia and Princess Luna would be inside. What must they think of her? Not to mention Fluttershy, their apparently appointed nurse, acting as their caretaker for the last thirty-five years. Did she really want to face them? Could she?

The Doctor interrupted her thoughts. "Rarity, Twilight, put these on. According to the map you might need them." The Doctor shoved something plastic in her direction.

"What are they?" asked Rarity.

"Sunglasses" the Doctor answered flatly.

"And *where* in Equestria did you get *sunglasses*?" the unicorn asked as she spun them around with her magic. Twilight guessed that, from Rarity's look of distaste, she was less than satisfied with them.

"Never underestimate the power of pockets," said the Doctor. "Now, will someone

help me get these things on? How people in this world get anything on their faces is beyond me.”

Twilight floated a pair onto the Doctor’s face, shortly followed by her donning her own pair. Rarity easily got them on by herself.

“Are you sure this is necessary?” she asked plaintively. “Sunglasses at night are terribly unfashionable.”

“Look for yourself” said the Doctor. “We’re here.”

The tunnel abruptly ended. Despite the sunglasses, the three threw up their hooves as the blinding light flooded the cabin. Twilight couldn’t even make out the castle, only a fierce ball of light glowing in the center of the dome. Above them the trees and vines almost glowed under the force of it, tinting everything a vague green. Lanterns hovered above every few feet of tracks, their balloon-like form held up by their candle’s heat. However, in comparison to the castle at the center, the light they provided may as well have not been there at all. The same could be said for the walls, on which candle plates hung, seemingly at random in every available space. Enchanted, Twilight guessed, so as not to cause a fire, and to never burn out.

As they got closer, the light became more intense, something Twilight didn’t think was possible. She squeezed her eyes shut in an attempt to not be completely blinded.

“Looks like we’ll need something a bit stronger.” The doctor noted. He reached into his front pocket and retrieved the sonic screwdriver. “Hold still,” he mumbled. He pointed the small tool at Twilight’s glasses. “There you go; I’ve upped the UV protection three-hundred percent. With those you should be able to see on the surface of the sun.” He did likewise to Rarity and, after some fine tuning, himself as well.

Twilight opened her eyes again. She could make out the castle now; it wasn’t nearly as opulent as she’d imagined. It sat there, covered in candles and lanterns, in various states of decay. It was a classic castle much like the one in Canterlot. Its top most spire was missing a good chunk of its masonry and leaned oddly to the left, threatening to topple over and take its neighbor with it. The bricks were dirty and old and there were few windows without holes, assuming they weren’t gone completely. More lanterns bobbed on strings attached to every railing and awning. The castle was so decrepit it was a wonder they didn’t carry it away.

“Well, that’s a fixer-upper,” quipped the Doctor.

“I don’t think even I could save this place, and that’s saying something,” Rarity commented. “I’ve heard legends about it, but I’ve never seen it in person. They made it sound so pretty, so opulent! A castle covered in lanterns, like something out of a beautiful fairy tale.”

“More like a nightmare,” Twilight said sadly

The Doctor pulled the brake as they came to the station. The wheels screeched in protest as the train stopped with a sickening lurch, almost tossing the three ponies to the floor.

The brown pony inspected the controls. “Hmmm, I *might* need some more practice at stopping trains....”

“A *lot* more practice.” Rarity said huffily.

“Hey! At least it was better than the last time.” the Doctor replied. “Now, let’s give this place a looksee, I have a feeling this castle is more than it appears. Onwards and Upwards!” He opened the cabin door, and stepped onto the platform. The stonework was just as dirty here as

it was on the outside. In the corner near the door a wooden bench sat sadly, one of its legs had completely rotted away, leaving it to sag against the ground. Near the edge, a ticket booth lay in disarray the glass broken on the ground in long jagged pieces, a moldy chair lay on its side behind the desk beside a roll of tickets that had almost completely turned to dust. Along the stone roof, yet more lanterns hung on strings above their heads, one had fallen onto the ground near the Doctor's hoof. He nudged it gingerly. "Twilight, Rarity," he said softly. "Stay close to me."

He walked towards the door, nudging it open slowly, Twilight and Rarity close behind. They stepped inside, and the door swung shut behind them.

Twilight didn't like that sound.

35 T.R Dragon Mountain (Rebel Camp)

Bunsen and Delta shoved and pushed their way through the crowd of rebels which had collected around the center of the camp. In the middle of the circle Applejack stood next to Big Mac, who wore hastily made battle armor, to which was attached something that looked a bit like a catapult. Rainbow Dash stood off to the side, muttering something to one of the rebels.

Applejack cleared her throat. "I reckon what we always feared is upon us. It is only a matter of time until the queen locates us, and launches an attack." Waves of panic spread through the crowd, several ponies began to shout, and yell, trying to be heard above the sudden din of noise. Applejack shushed them with a hoof. "Now I know y'all are scared. To be completely honest, I'm scared too. But we always knew this would happen, and we're prepared." she pointed to some random ponies in the crowd. "Thunder Jumper, you Sink, and Swim take Silver mane and Rose Catcher to the east and south entrances." She stomped a hoof, and they were off to their posts. "Flashfire, and Wind Whistler, go to the armory and get the Applebombs ready for Big Mac, our newest members, Bunsen and Delta will help you." she pointed to the two scientists. "I know we ain't too keen on strangers in our ranks, but these two have done good work. Give them your full respect." She turned to the blue Pegasus beside her. "Rainbow, you're with me. The rest of you, line up at the north gate, that's where we go to meet Spike, she'll most likely come through there first. Ready?"

"Resistance!" the crowd roared.

"Then get the anchors off your tails and get to it!"

Bunsen and Delta turned and raced off back towards the armory, Wind Whistler, a light blue pegasus, and Flashfire, a red and orange earth pony, following in their wake.

As though to punctuate the speech, the cavern shook violently as they ran, the tremors emanating from the north gate, as Applejack had feared. Rock dust fell from the ceiling in clumps, clinging to manes, and getting into eyes as everypony readied themselves for what was coming.

Bunsen gulped. "We're dead aren't we?" the cavern shook more fiercely.

“Not if I have anything to say about it” said Delta. “Now come on! Double time, we have to get those bombs loaded up!”

They reached the door at a full gallop. Bunsen and and Delta quickly went inside hitched the weapons to a makeshift hammock between the two rebels. Flashfire strained under the weight. Bunsen came over and helped support the load. Quickly they ran back to Applejack and Big Mac, the two were looking worriedly at the north gate as it took a pounding from the other side. They quickly attached the heavy bombs to the contraption on Big Mac’s back, he carried the weight as though it was nothing. He and Applejack quickly turned to face the oncoming attack, shoving their way to the front of the collection of scared ponies preparing themselves. Delta stood defiantly, staring at the cracking face of rock. Bunsen could see her legs were shaking. He sidled up to her, and the two stood together in the crowd as the booms got steadily louder.

All at once the wall exploded inwards, sending rocks raining towards the rebels. In the dust, the metallic forms of the Darlocks rolled forwards.

“EXTERMINATE!”

35 T.R Castle of Lanterns

Fluttershy rooted through the sparse stores of the castle pantry. The last delivery of supplies had been months back. She moved aside various cans and boxes worriedly. The last time the train had come they’d only given her a few medical provisions, not much in the way of food. She had enough to last the next month or so if she was careful. But after that she was really unsure what she was going to do. She fretted and she worried as she cataloged what little was there.

“Oh dear...oh my...” she said under her breath.

Suddenly her ears perked up, she heard something outside, the sound of breaks screeching from station.

The train!

She packed everything back up, and rushed to meet the delivery pony. She ran quickly through the rather unkempt halls of the castle. She tried to keep them clean, but she was only one pony, and the castle was too large for it to make any noticeable difference.

She trotted through the ballroom, carefully avoiding the fallen chandelier and the candles that littered the floor, out into the hall, then through the servants quarters and into the station lobby. Maybe they’d deliver some tea, she thought happily. She hadn’t had any for weeks, and if she was lucky they might bring some of that mushroom soup Luna liked so much.

The door opened for she reached it. She froze. The Delivery pony never came inside. He always stopped the train, tossed out the crate of supplies, picked up those strange machines and left as fast as possible. This was somepony else. She saw a flash of brown, and with a panicked squeak she dashed back into the recesses of the castle.

The Doctor peered inside the station lobby. It was just as bright inside as out, candles sat on walls and windows. On the floor lay a sea of wax and light with various paths about one pony wide carved out in various directions. The Doctor heard a sound to the left. He turned to see a flash of pink and yellow disappear down the hall

"In here!" he yelled. "I think Its Fluttershy." He ran after her. "Wait! I'm not going to hurt you!"

Twilight and Rarity raced after him in single file, trying to avoid the candles which filled the floor. Twilight could hear the sound of hooves hitting the ground in front of them as they galloped into the ballroom. The Doctor went tumbling over the chandelier in the middle of the floor, falling with a large amount of clinking and smashing. She crashed into him, tripping Rarity as well, the three of them lay tangled in strings of crystal and bands of metal. Twilight looked up to see Fluttershy halfway across the room running at full speed.

"Fluttershy stop!" she yelled.

The sound echoed through the large room. The yellow Pegasus stopped in her tracks. She turned slowly to look back at the tangle of ponies. "...Twilight?"

"Yes, it's me." Twilight said breathlessly.

Fluttershy took a tentative step forwards.

"I know I'm not the Twilight you were expecting. But please, listen to me, there's a lot we need to explain."

In a few minutes Fluttershy had the three ponies untangled. Twilight got up and stepped towards her with a smile. Fluttershy took a step back, shuddering.

"Don't be afraid, please, it's me." Twilight said softly. "It's really me."

"I don't know..." Fluttershy backed away further. "Rarity?" she asked, looking towards the white unicorn.

Rarity nodded, giving Fluttershy a slight smile.

"Perhaps I ought to explain." The Doctor stepped up. "Fluttershy, we met once before if you'll remeber. I-"

"Tick-Tock!" she yelled, she jumped up an threw her arms around the Doctor. "You're out of the lab, I'm so happy! What are you doing here?"

The Doctor floundered slightly. "Well, It's good you're so happy to see me," he said, extracting himself from the hug. "but what in the world are you talking about?"

Fluttershy shrank back, blushing heavily. "I-It's me, remember? Fluttershy. I brought you dinner just last night."

Twilight opened her mouth to ask something, but the Doctor held up a hoof.

"Oh yes, that's me, silly ol'scaterbrained Tick-Tock. How could I have forgotten."

Fluttershy brightened. "Oh, oh it's quite alright. Really, I don't mind. It's um...nothing.."

"Of course," the Doctor said smiling. "I took your advice and got out of that dusty old lab of mine. I found these two wandering around. They told me a fascinating story. Alas, I've forgotten my way back, why don't I tell it to you while you show me the way?"

Fluttershy nodded turning towards the door. The Doctor and the others followed. The

Doctor explained the situation as they walked through the large drafty halls of the castle. Paintings adorned the walls in between multitudes of candles. The paint was bleached and dull from the over abundance of light. Ponies from all eras leered down at them, pale and gaunt in the blinding halls.

Fluttershy led them down a pair of glass stairs. Inside each stair a small fire burned. Twilight wondered if there was an ounce of darkness anywhere within the castle as they descended. The entire building glowed at all corners, not even the vaguest of shadows persisted. She watched the Doctor as he continued to explain, Fluttershy listening intently to every word. What was he up to?

They came to a large metal door as the Doctor finished. It was one of the few unadorned by candles or lanterns. Fluttershy pressed a panel on the floor with a hoof and walked inside. The room was rather messy, though the walls were far more well kept than the rest of the castle. A bookshelf lay against the wall near a table, where various dog-eared books sat at random. A freshly made bed took up the right corner, yet more books sat around it in jumbled piles. In the center a stairwell led deeper into the castle.

"My goodness..." Fluttershy said slowly. "So...it really is Twilight? Not the queen?" she peered back at the purple unicorn.

"Yes, I believe that's the gist of it." The Doctor replied.

"I know it's a lot to take in, Fluttershy, but it really is me. I'm so sorry about all th-

Fluttershy grabbed Twilight, and hugged her tightly. "I'm so happy." she said softly.

"What? What's going on up there?" came a familiar voice from the stairwell. "Fluttershy? Are you alright? I thought I heard voices." The sound of hooves coming up the stairs filled the room. Fluttershy released Twilight and looked confusedly from the Doctor to the pony coming up the stairs.

"Have we got visitors?" said the voice. A brown stallion poked his head up. "Hello, I'm Tick-Tock." He walked the rest of the way up. His mane was a slightly darker brown than his coat, his blue eyes looked around at the three newcomers.

Twilight gasped. On his flank, the same as the Doctor's, was an hour glass cutie mark.

The Doctor stepped forwards, examining the stallion. His double did the same, looking the Doctor up and down. He went stiff when he noticed the similarities.

"Sweet bouncing manticores...." he said under his breath.

"I couldn't have picked better words...well...myself." said the Doctor. "It seems we-

He was interrupted as Tick-Tock's eyes rolled back into his head, and he fainted. Hitting the ground with a loud thud.

"Oh dear!" yelled Fluttershy, running over to him.

"Twilight? Rarity?" the Doctor said, still looking at his unconscious double.

"Yes...." Both of them said slowly.

"I think things just got a whole lot worse than I thought."

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"Wait! So there's two of you now? That doesn't make any sense!" yelled Trixie.

“As many things don’t.” said the Doctor. “But if you let me finish I may be able to make a bit more sense out of the senseless.”

“Fine, just go on! I must know what happens next!”

“Okay,” the Doctor looked intently at Trixie. “But listen closely, from here on out, things get complicated.”

To Be Continued.

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