

It was sunset in Canterlot, the queen of Equestrian cities and the divine court of Celestia, the Princess of the Sun. Rich saffron light glinted off towering alabaster columns and brass domes and swept down like a song of gladness into the streets below, where the blessed inhabitants of the royal city, manes beautifully coiffed and coats groomed to perfection, went about their evening affairs. Everypony was dressed in rare fabrics and shining jewels, and as they wandered through the dusk, wrapped in deep cobalt shadows and flashing in golden brilliance when they happened to step into one of the long, low slanting bolts of sunlight, they talked to one another in refined Canterlot accents, speaking (no doubt) of noble matters far removed from the everyday chatter and gossip of Ponyville.

Bon Bon stood in the door of the railway coach, fidgeting in the unaccustomed tightness of her dress and peering out from beneath an enormous, wide-brimmed hat. It was the finest and most elegant hat available in Ponyville (or so she had been assured by Miss Rarity at Carousel Boutique when, in a moment of extravagance that she had chided herself for later, she bought it several months before), but Bon Bon couldn't help wishing that it had been a bit bigger and finer. She always felt underdressed in Canterlot. She had hoped that the city of cities would cow her a bit less this time, but to her chagrin she discovered that she felt just as self-conscious when attempting to save Equestria from a horrific fate as she did when accompanying Lyra into town for one of her orchestra auditions. She bit her lip and, hoping desperately that the elaborate curls in her mane at least vaguely resembled this year's style, stepped out of the coach and on to the deep green marble flagstones of Canterlot. Slightly to her surprise, nopony paused to gawk and whisper at her.

Now, then. What was the first order of business? A list. She knew she had brought a list with her. Bon Bon undid the lyre clasp of the saddlebag across her back

(her own saddlebag had still not emerged from whatever lair in which it had hidden itself, so she had had to borrow Lyra's again), and after rummaging about a bit, extracted a crumpled sheet of paper. She propped this up against a sunlit wall, smoothing it out with her hooves, and read:

1. Sandpaper, coarse grade
2. Lapis Lazuli paint (indoor use)
3. Lyre strings (package of 8)
4. Marsh mallow (May not be able to find. If more than five bits per bundle, pass)
5. Warn Captain of Guard of imminent changeling invasion, thus saving all of Equestria from certain doom.
6. Powdered sugar
7. Almonds

Bon Bon nodded to herself, proud that even in this crisis she had had the presence of mind to organize herself properly. She would have completely forgotten about the almonds otherwise.

The lanterns of Canterlot had been lit, and Bon Bon, wearier and bearing a heavier saddlebag, stood at a street crossing peering up in the gloaming at a sign overhead and trying to decide whether it said "Trotsworth Avenue" or "Trotwood Avenue." She had gathered sandpaper (coarse grade) and paint; she had found a package of lyre strings for a bargain price, and although no marsh mallow had been available, the shopkeep at Canterlot Nurseries had assured her that they would be getting a shipment in two weeks. She had picked up a packet of sugar and a bag of sweet almonds, and found

some food dye, to boot. She had also, finally, run out of things to do before dealing with the intimidating Item #5 on her list.

Well, best get it over with. Bon Bon sighed, decided that the sign did, indeed, say “Trotsworth Avenue,” and turned to her left, glancing up at the houses lining the lane as she trotted along. They reminded her of the grand homes of the wealthier Ponyville set, but for the fact that their ostentation was much less aggressive. The ponies living here didn’t need to prove their superiority; it was a self-evident fact, and if their walls were inlaid with beautifully carved wooden arabesques and their doors great arched affairs, gleaming with brass fittings, it was because such decorations were only right and proper, not because their residents were trying to prove anything. They didn’t need to prove anything.

Bon Bon moved on. This was hardly the time or place for such thoughts; there were far more urgent things to attend to. No. 23, No. 25, No. 27...Ah, here it was. She came to a halt in front of an elegant home, distinguished from the others along the lane by a stylized shield and starburst suspended above the front door—the mark of Shining Armor, Captain of the Guard. Standing at attention on either side of the double door were two pegasi guards. There was something slightly off about them—their ears seemed oddly tufted, and there was a strange, leathery quality to the wings clasped at their sides. For a horror-filled moment Bon Bon thought that they were Shee, and that the changeling queen had already set her plans into motion, before she recollected seeing similar creatures at that disastrous Nightmare Night party last autumn. Of course, they were batguards, the retainers of Princess Luna. Odd that they should be in Canterlot, but then again it probably made more sense to use them as night guards than it did to use normal pegasi, even if it meant shifting them away from...wherever it was that Princess

Luna was living now. Rumor said the Everfree forest, but Bon Bon didn't quite believe that.

Natives of the Everfree or not, they looked distressingly alert, and Bon Bon strongly suspected that they wouldn't willingly let any random pony off the street into the house. There was probably some more official venue for contacting Captain Shining Armor, but not at this hour, and time was of the essence. Bon Bon trotted past the home, trying to look as casual as possible, and after she was reasonably sure that they were no longer paying close attention to her she dodged to her right into a small fenced park, grass gleaming in the moonlight and curtains of shadow hanging from the trees. No pony seemed to be here. Perfect. Bon Bon removed her saddlebag, doffed her hat, worked her way out of her dress, and then hid everything under what looked like a reasonably dry bush (no sense in spoiling a perfectly good outfit). After one last furtive glance about to make sure that she really was unobserved, Bon Bon closed her eyes and concentrated. Tongues of cold green flame flickered about her hooves, sending tiny writhing tendrils snaking up her legs and around her torso. The fiery threads paused, hissing and sputtering against her flanks, and then blazed forth, enveloping her in an emerald inferno that tore through the air for a fraction of a second before disappearing as suddenly as it had arisen.

A pony that did not look at all like Bon Bon rose unsteadily to her—his?—feet. It had been a long time since she had tried that, and assuming a new form was a lot more taxing than reverting to an old one. She wasn't working with anything like the power she had had in the old days, either... Well, it ought to be good enough. She trotted out of the park, stumbling a little in her new body with its unfamiliar proportions, and made her way back to Captain Shining Armor's home.

As she approached, the batguards snapped to attention. Good. She had been a bit worried about her ability to perfectly mimic the good captain, as she only had a vague idea of what he looked like, but evidently any slight inaccuracies in the white coat, striped blue mane, and stallion's body that she had adopted were being glossed over in the guards' minds by the mind-numbing aura projected by all Shee—their Glamour. She nodded to them perfunctorily, and trotted up the stairs and through the tall double doors, which she immediately closed. After checking to make certain that nopony was present, Bon Bon flamed her way out of the captain's form and into the shape of a pink-maned unicorn mare—nopony she knew, just a passerby she had seen earlier in the day who looked like she would be fairly simple to mimic. If this little expedition was successful, Queen Chrysalis—the entire Unseelie Court, as a matter of fact—would be extremely unhappy, and Bon Bon did not want them to figure out whom to be unhappy at. Probably best, in fact, to try to make it seem as if it hadn't even been a changeling who had raised the alarm...

Bon Bon trotted across the room (a rather ostentatious room to Bon Bon's mind, with its high ceiling and pennant-decorated walls, although by Canterlot standards it was quite subdued) to a sturdy oak door through which she could hear muted voices. Raising her hoof, she gave the wooden panels a timid rap. The murmured conversation in the room ceased, and then she heard hoofsteps approaching the door. It swung open to reveal an extremely book-infested room, a puzzled Captain Shining Armor, and one other pony, who glanced up at Bon Bon for a moment and then returned her attention to the parchment in front of her, suspended in the air in a web of indigo magic. Her dark wings were clasped against her flanks, and her mane drifted aimlessly through the still air, a deep blue veil studded with flickering points of light that appeared oddly distant. She wore a black tiara.

Bon Bon realized belatedly that the batguards at the entrance to the captain's home were not, in fact, standard-issue night watchponies. Evidently Princess Luna had come to consult the captain on some point of security—which would have been ideal, if she hadn't been Princess Luna, and therefore doubly terrifying in that she was (A.) an alicorn and (B.) questionably stable, at best. Bon Bon was going over possible responses to this new development and had almost decided that laughing hysterically and bolting would be the best option, when the captain spoke.

“It's...Twinkleshine, isn't it? Yes, Twinkleshine, that was it. Cadence's friend. What are you doing here? Why did the guards let you pass?”

Oh Celestia, he knows her. ...And she's named 'Twinkleshine.' Aldrovanda would have a field day with that. Hysterical laughter and a mad dash to safety were looking more and more appealing every second. But this might be the only chance she got—and she and Lyra would never be safe otherwise. This had to be done.

“I, uh—“ This had gone so much more smoothly in her head. “Apparently, yes, it's Twinkleshine.”

“Apparently?” Behind the captain, Princess Luna raised her head from the parchment and stared at Bon Bon. It did not improve the—temporarily—pink-maned unicorn's composure.

“What I mean to say is, um...” *Concealment. If he knows I'm a changeling, the Queen might find out that it was a changeling who betrayed her, and that puts me as the prime suspect.* “This is Twinkleshine's body—she's safe, by the way, no harm done, it's

reversible—but not her mind. I’m, uh, a spirit possessing her. Out of the very best motives. Um.”

Shining Armor blinked, and rubbing his forehead with his hoof he muttered something which sounded suspiciously like “It had to be the salt addict...” In a louder tone, he continued, “That’s very nice. Don’t you think you’d better be getting back home, though? I’m sure even spirits need rest.” He turned to Princess Luna, whose eyebrows were currently raised so far that they seemed to be in danger of drifting off her face entirely. “I’m sorry you had to see this, your highness. She’s a good pony, and she and my fiancée have been friends for ages, but she does have this weakness. Do you think that one of your retinue might be spared to escort her home? Right now she’s not exactly capable.”

She *really* should have opted for the laugh-hysterically-and-run option. “No, wait!” Bon Bon tried to force her way past Shining Armor into the study, rearing up in an attempt to squeeze past. “It’s not—I’m not—I’m telling the truth! I came here to warn you; the Unseelie Court is planning an attack, you have to believe me, I...”

“Whoa, steady now.” The captain gently forced Bon Bon down to her hooves again. “Easy, Twinkleshine.” He looked over his shoulder at Princess Luna. “On second thought, maybe it’d be best if I got her back home, with your leave, of course.”

“Nay, captain. Let her come in.” The princess placed her parchment on a desk already heaped high with papers, and directed a searching stare at Bon Bon. Shining Armor glanced at Bon Bon as well, then shrugged and stepped to one side. The princess stepped forward. “Didst thou—excuse us, did you say ‘Unseelie?’”

Bon Bon nodded. Luna continued to stare at Bon Bon, evidently not quite certain what to make of her, and then turned to Shining Armor. “A question, captain. Is that a common word in these days? Do the ponies still speak of the Fae?”

Shining Armor shrugged. “I’ve never heard it before. Is it important?”

“It was, upon a time.” The princess looked back at Bon Bon. “Tell me, little one-who-would-call-herself-a-spirit, what do you know of the Fae?”

“We call ourselves the Shee, actually,” murmured Bon Bon, and then tacked a hurried “your highness” to the end of the sentence. She was honestly quite impressed; the princess hadn’t started shouting or banning national holidays or anything. Maybe she’d mellowed out since last autumn.

“Aye, that was the old word.” The princess pursed her lips, and then turned her back on Bon Bon, looking up at the tattered covers and creased spines of the many books lining the study walls. “Are you familiar, spirit, with the circumstances surrounding my recent return to this land?”

“Yes, your highness.”

“You know what she’s talking about, princess?” said Shining Armor.

“Then you are aware that when I last knew this land for what it really was, when I felt the rhythm of its songs and the thrum of its life, it was a thousand years younger than it is today. I am a creature out of time, spirit, and I am not yet canny to the ways of this new world. But one thing I do know; even a thousand years ago the Unseelie Court was little more than a legend, a faint fading power that sometimes made itself known in

small mischiefs and spites, but never anything greater. The Court danced its mad dances in caves and grottoes, hidden from both my Moon and my sister's Sun, and ever they dwindled."

She frowned. "You are not salt-addled; your voice is unsteady, but it is not the unsteadiness of a sot. You are afraid, I believe. And here ye be, speaking of the Unseelie Court and the Shee—the Shee! Even a thousand years ago, precious few ponies knew that word. It comes from *their* tongue—as if it were yet the Untangling Days, and the Court still vied for power with my sister and me." The princess considered for a moment. "Well, there is a way to test part of your tale, at least. Captain, you are shod with iron horseshoes. If you would press one of your hooves against—"

"No!" Bon Bon leapt back, hooves clattering against flagstones. "That—you have no idea what that's like, how painful it is."

"Is anypony going to tell me what's going on?" said Shining Armor.

"Some token of your truthfulness is needed, spirit, and if you are truly possessing this pony and this is not merely some mad prank, iron will tell."

Bon Bon shuddered. "Something smaller, then." She looked vaguely about the room, noticed a nail protruding from the wall, and raised a hoof to it, wincing as the metal touched her pastern. There was a hissing sound, and the faint but distinct scent of burning hair. She held it there for perhaps a second, and then lifted it up again, turning her hoof so that Luna could see the shiny red welt on her skin.

The princess drew a long, low, hissing breath. "Fae indeed."

Shining Armor blinked. “Um, princess, what’s—“

“Wickedness, captain. It remains to be seen what manner of wickedness.” The star-maned alicorn dropped to her haunches, bringing her eyes level with Bon Bon’s. “You said you came to warn us. Of what?”

Finally, things were getting somewhere. “An attack—an invasion, in fact. One of the queens of the Unseelie Court is planning an assault on Equestria.”

Luna shook her head irritably. “This much you had already said. I meant the details, spirit. Which of the queens? What is the manner in which they will attack? How do they hope to prevent my sister and me from defending our subjects?”

Bon Bon hesitated. It would be better, probably, to warn the princess that Queen Chrysalis was the force behind the attack, but every extra detail she gave out was another link in the chain connecting this treachery to her. In any case, most of the beings in the Unseelie Court were shapeshifters of one kind or another; the changelings were just the best at it. The princesses would be expecting disguises. “I don’t really know. I’m not exactly popular at the Court; in fact, I wasn’t even supposed to know about this. All I know is that an invasion is planned, and all that I can guess is that the first target will be Canterlot. If your highnesses are put out of the way before you have a chance to organize a defense, taking the rest of Equestria will be easy.”

“Indeed. Holding it, however, might not be quite so easy.” For the briefest of moments a grim smile flickered across Luna’s face, and then she was serious again. “But that will be small comfort for those harmed by the invasion itself, no matter how unsuccessful it may be in the long term. Your place in this I do not quite understand,

though. Why do you warn us? Have you not more to gain by keeping silent, even if you are not in the Court's good graces?"

"Oh, uh, the Court and I have never gotten along; we disagree about a lot, and I don't really want to get back into its good graces. I'd prefer for it to forget that I ever existed, to be honest."

Luna raised an eyebrow. "Grand treachery against the Court is not likely to make it forget you. Is there not something else?"

"No. Well, yes. There's...." Bon Bon bit her lip. "I—I'm sorry. I can't tell you."

"So be it." Luna raised herself to her hooves again, and spoke to the bewildered captain of the guard. "Captain! Let it be known that we do not doubt this creature's word. I will apprise my sister of this news, and then we must meet on the morrow to discuss what is to be done—and there is a very great deal that must be done." She turned to Bon Bon. "I thank thee—pardon, you—for warning us so. If half of what I recall of the Court is still true, it was a brave act. If you wish, we can offer you sanctuary here, spirit. You will need to free poor Twinkleshine from your control, of course, but you will be kept safe from the Court, I swear it."

Bon Bon bowed. "No, that's alright, your highness. I really can't. Thank you, though."

"Very well." Luna smiled. "If you have spoken truly and we overcome this threat, I should like to meet you again. I do not know what your kind values, and in your

case perhaps even that knowledge would not be very helpful, but if there is aught we can do to honor you, let us know.”

There didn't seem to be much of an answer to this other than an embarrassed “Thank you.” Bon Bon bowed again, and then edged back out of the study. Nervousness aside, that had all gone about as well as expected—better than expected, actually, considering how very sane the princess had been. Perhaps she had misjudged her. Bon Bon trotted past the batguards at the front door, who made no remark—they had probably arrived with Princess Luna in any case, so for all they knew “Twinkleshine” had already been inside at the time—and headed back to the little park where she had stashed her clothes and the results of her shopping trip. After a careful glance around to make sure that nopony was watching, she sent another gout of heatless green flame coiling around her body, and then she was Bon Bon again. She stretched, feeling the old familiar skin grow taut over the muscles and bones she had grown so comfortable in during all her years in Ponyville.

Yes, things felt safe again. They felt right again. Bon Bon worked her way back into her outfit, donned her hat and saddlebag, and heading out of the park turned left, trotting back along the lane that ran past Shining Armor's home. She had gone scouting for inns earlier in the day, and had found a very nice one a few blocks down from the captain's home. It was pricey as all get-out, of course, but this was Canterlot; everything was a bit more expensive than it had any right to be.

As she made her way down the lamp-lit street, she noticed another pony coming up the opposite way. The stranger was an exquisite unicorn, slender and graceful with a swirling multihued mane and long, elegant limbs, and Bon Bon stopped for a moment to look at her. She was just telling herself that the unicorn was pretty enough in the shallow

Canterlot way, but not a patch on Lyra (and almost believing it—the unicorn was really *very* beautiful), when the stranger, glancing up, noticed the attention she had attracted.

She froze for a fraction of a second, whipped her gaze a little ahead and to her left towards the two batguards on each side of the captain of the guard's door, and then snapped her attention back to Bon Bon, who was still not quite level with the house. Great rose-hued wings snapped up from her sides, unfolding with whip-crack suddenness. Wings! Sun and Moon. No wonder she was so beautiful; she wasn't just a unicorn with an alicornesque figure, she *was* an alicorn, kin to the princesses themselves. The stranger launched herself up, wings thrashing the chill night air as she plunged across the forty feet that separated herself and Bon Bon. Splintered fragments of stone shot up as her brass-shod hooves smashed against the pavement in front of the startled earth pony, who tried to leap back but only managed a sort of tangled stumble, sending her flailing on to her back. The alicorn stared sternly down at her for a moment, and then hissed, "Your eyes!"

"I—Your highness, I—what?"

The alicorn bent down face-to-face with Bon Bon, and repeated, "Your eyes, you fool! They're blue! Change them, quick!" As she spoke a green fire flared and died in her own eyes. For the briefest of moments they looked far less like the soft, wide eyes of an alicorn than they did a cat's eyes, livid green and slit from top to bottom with a thin, sharp-tipped pupil.

No. Oh, Celestia, no. Bon Bon stammered "Ye—yes, my queen," and a flickering sheen of chartreuse fire flashed across her face, replacing the crystalline changeling eyes she had accidentally adopted when shifting back to her normal form with the pale blue pony eyes she had worn for years.

“Careless wretch, you could have ruined everything!” The false alicorn planted a hoof firmly on Bon Bon’s chest, pinning her against the rough granite flagstones. “There are far too few of us in the city yet. I will not tolerate mistakes. Do you understand, worm?”

“Yes. Yes, my queen. Forgive me.”

The queen sneered. “Certainly not. For now, though, your queen still has need of you. After the invasion is complete, then perhaps we can talk of forgiveness. Or perhaps not.” She lifted her foreleg, and Bon Bon scrambled back to her hooves. “I’ll decide in my own time. Now get out of my sight, and try to be at least vaguely competent.”

“Yes, my queen. Thank you, my queen.” Bon Bon bowed hurriedly and darted back the way she had come. Looking over her shoulder, she saw the false alicorn trot to the home of Shining Armor, nodding to the batguards as she walked up the steps.

Lost. Everything, absolutely everything, was lost. Queen Chrysalis was already inside the city, impersonating an *alicorn* of all beings, and any protection that was put in place would be too little and too weak to stop the storm that she would soon unleash on Canterlot, especially since she apparently had the ear of the captain of the guard, and would obviously be in Princess Celestia and Princess Luna’s confidence, as well. Bon Bon’s warning had come too late. There was no hope left for Equestria. The Court would take it all for itself, and the Shee would rule unchallenged once again, just as they had in the ancient past. Stone circles on every mountain peak, mistletoe and blood, dolmens and barrows... The old altars would break forth from the depths of bogs and flint-strewn fields, standing stark and tall in the untamed light of the madly dancing sun

and moon, and struggling ponies bound in thorns and daubed with woad would be dragged forth yet again, one after another, to be lashed to the stone slabs. Obsidian knives and gaunt black ravens glutting themselves on horrors...

Bon Bon galloped on through the midnight streets of Canterlot. Mud splattered on the hem of her dress and her hat tumbled off her head, but what did that matter? The entire world was crumbling. She swerved back into the little park, tore off her dress, and tossed her saddlebag to the verge. None of that mattered anymore. She had to get Lyra away from all this. The Court would be utterly merciless when it discovered what had happened, and the only way that she could possibly keep Lyra safe was to get her as far away from Ponyville and Equestria as could be managed. They would have to give up everything, abandon everything they had worked so hard to create. Their beautiful, tidy, happy little house, Lyra's strange, brilliant contraptions, Bon Bon's lovely little window boxes with the flowers and herbs she had poured so many hours into maintaining, her baking, Lyra's hopes for making it into the Canterlot Symphony, all of it was gone.

Chartreuse fire flashed up from her hooves and slithered around her body, burning away her earth pony form to reveal the glossy black exoskeleton, insect-like wings, and corroded, misshapen hooves of a changeling. There was no time left for inns or train tickets; they'd all be worthless soon enough, anyway. Bon Bon whirred her membranous wings experimentally and launched herself up into the dark, star-studded sky, bound for Ponyville.

Right now, all that mattered was speed.
