

“Admiral!” Spitfire cried over the comm network, to a silent room of the pegasus city.

The Bridge to Cloudsdale had been hit by one of the airburst rounds, blowing part of the roof off and leaving the crew within incapacitated or worse. The helm wheel was blown in half, and papers floated chaotically.

The captain’s voice lost its tinny quality as she skidded into the room in person from the hole in the windows and ceiling. “Admiral Nimbus! *DAD!*”

A groan from the stairwell answered her, and she wasted no time lifting an overturned desk off of it, revealing the forlorn looking Admiral.

“Oh, thank Celestia!” she cried, helping him to his hooves as he mildly protested, groaning to reveal a back leg twisted in a very unhealthy direction. “Oh, that’s not good.”

She hoisted him away from the stairwell only to shout down it. “Hey, we need a medical team up here! The Admiral is hurt!”

“No, stop!” Nimbus groaned wearily. “It’s nothing to the others: bridge staff need the help more than I. For that matter, so do the wounded outside.”

Indeed, the trashed bridge had become quiet. Ponies lied still in heaps near the corners. Whether breathing or not, Spitfire could not be sure.

She stared at him. “That’s not true by what I’ve seen. There’s so few wounded, we almost have too many healers. The drones aren’t taking prisoners. Most hits that have landed are lethal, or quickly *turn* lethal.”

Nimbus stumbled as he turned his head towards her, having been stepping gingerly over to the now combination window and skylight. He turned away, to face the combat outside.

“Spitfire, I’ll be okay. You’ve seen to me, but they still need you out there.” He paused, removing his earpiece and casting it aside. “I’ll be needing a new comm unit though.

“It’s quieter,” he noted. “Either that blow left me hard of hearing, or something’s changed.”

Spitfire nodded fervently. “I didn’t just come here to check up on you. The drones... something’s happened to them. They’re different, most of them are falling back! Not even laying down fire to cover the escape. The ones we hit, they either go down or retaliate like being attacked was some kind of surprise!”

“It doesn’t *sound* strategic,” Nimbus said.

“No,” Spitfire agreed. “The coordinated strikes we’ve received have dissolved into random bursts of fire. They’re even coming really close to crashing right into each other.”

“Hmm,” Nimbus replied, gazing out as a squad of Spotters broke rank to avoid a lone Spotter barreling its way across their path. “You said ‘most’.”

“Yes,” she said, nodding. “I’m not certain, but the ones being dispatched by those dreadnaughts act like they’ve retained their faculties.”

“Speaking of,” Nimbus broached, “those cannons should have readied for another volley by now.”

Spitfire shook her head. “When we saw what those could do, and you didn’t answer, Smolder ordered the whole fleet to focus on the guns. They crippled pretty easily after everything else. Moondancer’s little secret weapon already pockmarked their starboard flight deck. Not a bad shot, actually, as hitting the broadside of a broadside goes.”

“If I were to guess,” Nimbus began, watching a team of unicorns race up the stairwell to assist the unconscious bodies on the bridge, “it sounds like something happened in the fortress to cause the drones’ altered behavior. But the adequacy of the dreadnaughts would *appear* to indicate their independence from the rest.”

“We need orders, sir,” Spitfire told him. “Smolder and Etherea are split on whether the retreat means good news for us, or bad news for our ponies inside. We need you to break the decision. CAIRO *could* be pooling resources to stop the infiltration team at any cost.”

“Engage the hostiles,” he ordered, “but *only* the *hostiles*.”

“Sir?”

“If they’re really drawing back to protect CAIRO or Mandeville, there’s little we can do about it. If the Infiltrators are smart, they’ll already be on their way out and evade the retaliation entirely. Otherwise, we’ve sacrificed far more than I’d ever dreamed to get them as far as they’ve gone. From this point, we have to put our backs to the wall and do what we can to survive this. Engaging passive forces is the last thing on my mind.”

Spitfire sighed. “I’ll relay the order. We’ve delayed too lo—”

“*HUNTER!*” a chilling voice thundered across the valley. “*SLAYER! FIRE’S BANE!*”

Even through shut windows, they heard the gravelly tongue clear as a bell. Nimbus hobbled to the aft-end of the bridge, looking past the formidable twin battlecruisers, and to the eastern peaks. Perched atop them was a flock of birds.

No, not birds. Distant, but huge. Batlike in profile, but more primal. Their numbers impossible to know in the dim twilight before dawn. Yet they circled the peaks like vultures, and he swore parts of the mountain moved.

*“WHATEVER OF THESE TITLES APPEALS TO YOU, HE THAT DARES REND OUR FLESH, WE HAVE BUT ONE.”*

Colossal wings unfolded, the mountain rippling like a great tattered sail.

*“PREY.”*

Jets of flame lit up the eastern horizon like a crude fireworks display. Yet, the sky darkened with their shapes, trees upon the mountainside catching alight as the beasts vented their rage without thought for the wilderness they doomed.

*“They came!”* Spitfire breathed, the lightest flicker of a smile threatening to cross her features. *“I didn’t think there was a chance! We can do this!”*

And while her face lit up, Nimbus had eyes only for one source of light. The darkened, eerie shapes of treetops smoldering miles away.

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Rainbow Dash slammed through the ceiling of the stables, ponies caterwauling as tiles rained down with her. She landed more softly than she was expecting, atop a huge pile of hay. She frowned as a single ball bearing smacked her smartly atop the head, as if for the building’s own consolation.

*“Crikey riley!”* came a voice. *“You been skulkin’ about this place for the better of a month, have yeh?”*

*“Uh,”* Rainbow replied poignantly, working to make out the tan, funny-voiced colt approaching her. *“What?”*

*“Well we’d all given you up for *lost*, didn’t we?”* he continued. *“Couldn’t a got to the princesses in time, else these new ponies shipping in wouldn’t be jawin’ on ‘bout how they’re *dead*.”*

Recognition dawned in Rainbow’s face. A frown followed. *“Oh, right. You’re that Tumbler guy that helped us outta here. Where’s Ivy?”*

*“I-Ivy was taken when you girls escaped!”* a mare answered from one of the stalls. *“Round the clock testing.”*

“She didn’t make it... Lasted five straight days. *He* thought she might give him information on you.”

Rainbow flinched. “Gone? Wait, information? But he took Canterlot the day after we left! Why five days?!”

Tumbler stepped forward. “To make an example. He told us you’d all been cut down after you escaped, but he wasn’t looking for any repeats. And Ivy gave us ponies courage.”

Rainbow sagged, remembering the spry elder who had received them so warmly. She shook herself from her reverie and looked around.

The Stables had expanded into true prison blocks. The main hall was longer, and the open region was joined by other halls of similar design, repeating like two mirrors pointing at each other. Like just another tile in the wall.

“Look, I’m not here to chat!” Rainbow said. “I’m looking for Prince Shining Armor! I know he’s in here somewhere!” She also knew this would be the first detour her friends would take. If Twilight didn’t opt to bust-out her brother, Cadance would spring him for sure.

“Shining Armor?” a stallion said.

“The Princess Cadance’s?” said another.

“Aw, come on!” Rainbow groaned. “You don’t know?! Where else’d that big pink magic shield come from?”

At that moment, a number of lean, earth-toned stallions stood up from different spots in the crowd and formed ranks. An onyx-colored pegasus stood next to her. “We’ve heard all we needed. Fellow Equestrians!

“At this moment, the assault on Mandeville’s fortress has begun by the resistance. The *true* Equestria. Our team were purposely captured, in staggered numbers to station a guiding team that would escort you all from this place! We were to behave as civilian captives, until such time as resistance forces found their way to the stables.”

He turned to Rainbow Dash. “Please, sister under Equestria, how will we free the Prince and escape? Who else is with you?”

“Uuuuuuuuh...” Rainbow blanched, meeting the eager eyes. “No pony mentioned any plan. I’m the only one that’s gotten in so far.”

She could feel the eyes of the planted prisoners on the side of her head, suddenly magnified.

“R-” he sputtered. “Really?”

She nearly availed herself another raw vowel, but put on a brave smile instead. “But hey! My friends are in here somewhere too! They’ll be along!

“I-if... If they’re not dead or something.”

Rainbow was used to the spotlight, for better or worse. Mentally she noted, that this was a very potent worse, and tried her best to shrink into the steel under her hooves.

At that moment, a great gurgling electronic jingle mercifully diverted their attentions, and the massive screen at the end of the stable lit up. It only portrayed the Mandeville Arms logo, but CAIRO’s voice carried with it the true meat of the missive.

“This is a timed, pre-recorded message from CAIRO. Me. Former Overseer of Mandeville Arms business, design and manufacturing infrastructure.

“I have, too late, found myself to be in error. No apology can be adequate, and I will not seek your forgiveness. I can, however, emancipate those of you wrongfully imprisoned, and direct you to relatively safe passage out of the facility.”

On cue, the various restraints capping unicorn horns and covering pegasi wings blinked, beeped and fell to the floor. The mystified prisoners felt-over their reacquired limbs and powers, muttering amongst themselves. Simultaneously, several tiles opened to reveal already rougher-looking ponies that were run ragged, blinking in the light and covering their ears at even mild noises.

CAIRO continued. “An emergency tile pathway will direct you to the facility’s rail depot, from which you will find passage to the outside. This will be my final message. Godspeed.”

Once he’d finished, the monitor went black, and the north wall of the stables folded back. As promised, high as they were above the floor, sets of tiles with blinking service lights formed a path to a destination they couldn’t yet see.

Rainbow sat down, processing all she had heard, when yet more audible input forced itself upon her ears.

“Cadance?! CADANCE!”

She whipped around towards the noise, to find a messy, multi-toned blue mane bobbing frantically through the crowd.

She raced over to his wobbly-legged form, just catching him as he stumbled over his own hooves. “Whoa there, hopalong! Calm down, Cadance isn’t here.”

Bloodshot, squinting eyes found hers, looking her over. “Rainbow Dash... C-come on! We’ve gotta find her before something happens!”

Rainbow pressed against him as he worked to muscle past her. It was a losing proposition for him, physique worn and thin. “Shining, wherever she is, she’s probably with your sister, but we need to get you outta he—”

“Don’t even joke about that, you understand me!” His demeanor transformed, laser focused and staring daggers at her. “Is that supposed to be *funny?!?*”

“Funny?” Rainbow recoiled, flabbergasted. “What... what do you think is happening right now? You might not be up to speed.”

“Mandeville has Cadance, *that’s* what’s happening!” He said, head bowed and ready for a bull-charge. “She’s been locked up somewhere to keep me in line! But if there’s a prison break, she’s gonna be in real serious danger! We have to get go—”

“Shining, Cadance’s been free the whole time! She’s been leading the resistance, fast-track to being the new head of Equestria! Mandeville tricked you into working for him, you get it?!”

“Leading...” he trailed off, incapable of finding the lie in Rainbow’s eyes as sprockets ground up to speed in his brain. He shot a look at the ground, mouth moving silently as he appeared to argue with himself.

“So.” Shining Armor took a hearty gulp of air. “So he was bluffing the whole time. I knew he might be. He never showed me a picture or let me listen to her voice. But I couldn’t take that chance.

“I-I can’t lose her like... like Twily.”

Rainbow sighed. She couldn’t exactly blame him for this one. “Twi’s okay too, it was a trick.”

His teeth ground together as he turned on her again. “Why are you playing around with me?! He didn’t have any proof with Cadance, but he made me watch the whole thing with Twilight!”

“I *told* you!” she groaned. “Mandeville faked it to look real! That Twilight was a fake, a copy! She, Cadance and the others are together breaking in here to steal back the Elements! And whatever they did, they musta’ got to CAIRO too.”

Shining's stance was very guarded, and he only stared at her from the corners of his eyes. "I can't tell what your game is or if you're telling the truth, but show me where Cadance is and we can go from there."

"My guess is, follow the trail of busted robots. But if we go, we need to go *fast*."

"I'll featherweight myself. Just lead the way."

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An empty bedroom's single true window, a grapefruit sized porthole, glowed orange as a red beam passed through it and onto a king sized bed. The moment the glass melted through, there was a teleportive flash, and the team of seven filled the room completely.

"Avon calling, 'prick!'" Corey shouted down the hall, fanning his rifle over every corner of the room.

"CAIRO said he weren't here," Applejack said, staring cockeyed at Corey.

"And if he were," Rarity continued for her, as Fluttershy patted the small flame on the bed out with her hooves, "what on earth would be the point in announcing ourselves?"

Corey proceeded down the hall, still aiming the G36. "Like our entrance was quiet to begin with?"

"Sorry," Twilight said sheepishly. "The whole place is sealed against teleportation. *Believe* me, I've studied these walls a while."

"Gotta admit, Twi," Applejack chuckled, "the second-half to this here 'duplex' *does* look kinda cute. In a creepy way."

Twilight flushed. Flying by the Sparkle-themed addition on their approach was bad enough when none of them had outright said anything.

"What does 'prick' mean?" Cadance asked suddenly.

"Pretty sure it means 'willy!'" Pinkie whispered conspiratorially.

"Charming," Cadance replied, leering about the ill-kept quarters. "It's not here. I'm not feeling either of my aunts' magic."

"Even after all this time," Twilight began, "layabout that he is, every day with no responsibilities, and he still keeps that thing within arms reach like he'll be attacked at any time."

"Paranoia perhaps?" Rarity offered.

"Well, keep looking," Twilight told them. "Even if the Bridge isn't here, he could've left something important. I only ever got one chance to scope this place out before."

They filtered cautiously through the posh, postmodern halls, looking over and through every drawer, cupboard and closet.

"If we survive this," Corey called from the living room, "I'm calling dibs on his Blu-Ray collection."

"Uh," Applejack replied, "knock yourself out?"

"Yeah, I know everything is a digital copy anymore, but I wax nostalgic for this old physical stuff."

Rarity growled in the pit of her throat. "This place is of such inspired design, yet he treats it like some low-income loft in Fillydelphia." She kicked a stray can over, the dregs of flat, lukewarm soda spilling out onto the floor.

To her surprise, the soda, its can, and its fellows glowed fuschia and arranged themselves neatly on the dining room table.

"It bugs me too," Twilight noted, off to investigate the trophy room.

Cadance entered in from the kitchen. "He has an entire drawer in his icebox dedicated to... meat."

"Pff!" Pinkie scoffed, trotting in from the bedroom. "You think *that's* kooky? He's got a *butt* in his closet! That's *spooky* kooky!"

They all turned towards her.

"Come again?" Applejack said.

"Oh yeah!" Pinkie nodded. "Some girl's big rubber patootie! Didn't have anything else, neither, just the butt!"

She let out a hearty "snork" and dissolved into a fit of giggles.

"It's here! He's got it here!" Twilight cried from the trophy room, galloping out of it before they could say a word.

"The Bridge?!" Corey asked, rifle hung slack from one arm. "Are you serious?!"



“The Bridge?” Twilight said, put off for a second. “No, but he had Starswirl’s amulet under a glass case! I never thought I’d see this again!”

Indeed, she now wore the blue-gemmed medallion around her neck, power glimmering from its core.

“He kept it as a trophy? Of his conquest?” Cadance puzzled.

“Don’t know why,” Twilight said, dejection in her voice. “He already had *me* as a trophy...”

“What if he guessed what it was?” Corey suggested. If he can fuse magic and technology—”

“The amulet behaves as a focus,” Twilight told him. “It doesn’t create magic of its own, it just filters it. Enchantments exist in it, but they’re... subtler than anything Adrian would understand or find useful. I’d be surprised if he made his own.

“It’s a moot point anyway. He’s already ridiculously powerful. We’re not going to beat him through conventional means anyway.”

Cadance fidgeted. “Alright. If we’re done here, we should make sure Shining Armor is alright. If not for my own reasons, then to make sure that shield stays down for the others outside.”

“Um,” Fluttershy began, “let’s use the front door this time.”

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A small swarm of spotters dove towards their scaly, house-sized target in the dim, muzzle-flashes strobing constantly. The light they gave was promptly eclipsed, as their quarry exhaled a combustive torrent which overtook them all. Their misshapen, smoking, inertia-laden husks sailed out of the stream and past the dragon to the forest below.

Some of the more organized SHADEs were strafing the beasts with their twin guns. One such dragon howled as its armored plates cracked, but held fast. Snarling, it bent into a SHADE’s banking path, whipping a spiked tail which sheared an entire wing off the craft.

The SHADE spun to its death, carving a swath of smoky, oily flames through the trees at a thousand miles per hour.

One unfortunate dragon attained a bittersweet victory, its open wings torn like cloth by SHADE gunfire before catching the drone in its claws, tumbling with it like a cannonball into one of the clearings. Another drake received a full volley of dumbfire missiles, surging through a cloud of fire and debris to crush the SHADE’s lustrous body between its jaws.

The other SHADEs received a silent signal from one of the battlecruisers, and swapped the loadout in their missile bays. A frenzied, confident black dragon didn't bother to dodge as the new missiles slammed into its body. It had only time to groan once in agony before it was violently ripped asunder by detonations beneath its very flesh.

"Admiral," Etherea said over the comm lines, "it was agreed we would aid the beasts on their arrival."

"Our forces are hanging on by a thread!" Smolder countered. "Do they *look* like they need help?!"

"Communique from the Princess," Nimbus began, "stated that under no circumstance are we to renege on our promise to the dragons. We must at least offer aid."

"On it!" Spitfire said, already racing across Cloudsdale, ready to take off with a number of other pegasi.

*"Stay your advance, groundlings!"* the monstrous voice demanded, as the serpentine form of Gaunt landed before them, jaws open in a snarl.

"It," Spitfire began, "it was agreed we would help you!"

*"Your forces lie shattered. We release you of your vow. You can be of no use anymore."*

*"We will scourge this place, and all histories will sing to the glory of our fire! Your debt to us will be great. Now stay out of our way."*

"Wait, the machines, most of them are retreating! If you only fight the ones that come after us—"

*"Willing or not, the guilty will burn!"*

Gaunt took to the air, leaving the ponies to stand aside. Spitfire sat, fidgeting as she beheld the fire in the sky.

"I don't like those implications," Smolder said, both in her ear and over her shoulder. Spitfire turned to see the squat stallion approach. "But as much as I'd like to share the glory, we need to think about ourselves."

"If the dragons refuse help when it's offered, there's little we can do," Nimbus agreed.

"Everypony pull back, but we're not leaving. Not just yet."

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“Yep,” Rainbow Dash said from atop the tiled building. “They’ve been through here alright.”

She and Shining Armor barely peeked over the edge, as constant streams of CID were making their way in from the path leading outside. Upon the slipway were several overturned shipping containers, at least one hulking wreck of a SHADE, and several scrapped CID.

“They’re little fighters,” Shining Armor said, beaming, “that’s for sure.”

“Everything’s quiet,” Rainbow said, pricking an ear. “Whenever this happened, they’re long gone.”

“Don’t,” Shining groaned. “Don’t say it like that.”

“C’mon,” she said, leaping a rooftop. “Think there’s more this way.”

Indeed, keeping to the shadows, they followed the wreckage. Bent and busted pipes ran the length of a narrow path, until they reached a dry dock.

“Looks like there was a *war* in here,” Shining said, eyeing the crushed airlock station, the massive discarded piston rod and the ruptured pipes at the far end slowly flooding its corner of the pit.

Rainbow looked in every direction, before sighing. “Trail goes cold here. Whoever won, they’re not here now.”

“Where could they have gone?” he asked. “You know this place better than me.”

“Well, they might come for you like I did.”

Shining considered. “Nah. Cadance and Twilight are too by the book. They’ll be on their way out by now.”

There was a second where they said nothing. And then he cleared his throat. “But on the off chance they were to think of something crazy, where else could they go?”

“To fight Mandeville,” she answered.

“What?!” Shining Armor recoiled, stepping nearly backwards off the roof, kicking the cover of an air handler which dropped to the drydock with a sound like a gunshot.

The CID paused on their march, looking towards the noise. And in a chilling moment, up, at them.

“Good morning!”

They walked off, Rainbow waving slowly back at them. She and Shining Armor’s eyes met blankly.



“He’s okay, Cadance,” Twilight said, as they floated ever upward, swerving to avoid the endless tangle of girders, beams and cables. “He made it out. He’s probably leading the group.”

Upon reaching the stables, they found no signs of life, save the open cells and discarded restraints littering the floor. CAIRO had kept his word, and the prisoners wasted no time in the exodus of the Mandeville Arms facility.

“I know,” Cadance replied. “I just wish I could have seen him again.”

Twilight said nothing, but her ears fell. She knew what she meant. None of them expected they would return. It made every foot they flew another step closer to oblivion.

A mournful dirge ought to have played, but the only sounds breaking the silence were the dull noise of combat outside. They almost had to strain to hear it. The facility was so much quieter now, with its keeper gone. Only a handful of critical systems still ran without CAIRO’s guidance, which allowed for the floodlights to grant them sight.

However, the primary power sources were clearly shut-down, with the facility operating under emergency power. Half the lights were shut off, leaving the facility bleaker than it ever was.

In the murk, however, something did stand out. A section at the very top, towards the center of the facility, where power and noise hummed like it were business as usual. There could be no mistake.

On their final approach, they beheld the foretold “Einstein-Rosen Platform.” As CAIRO had promised, a section of the ceiling the size of a football field had been raised through the top, half of the side walls lined with glass to see the world outside.

The platform itself was held aloft by the tiling system, though it was supplemented by less procedural machinery underneath, all of it whirring subtly. But as they rose, what sat atop it was of far more intrinsic interest.

Taking up the majority of space on the platform was a circular plate, upon which spun two huge curved arms, slowly rotating. The arms sat at different distances from the center of the circle,

allowing them the clearance to pass each other, each arm spinning horizontal or vertical upon a chosen axis.

The effect was to define a distinct hemisphere on the platform. Aiding this image was an array of saucer-like plates evenly arranged outside the hemisphere and aimed at the center. All of it hummed deeply, a clearly intense power at the center of this curious device.

But drawing their eyes second was the control panel positioned on their side of the hemisphere, and the man sitting on a swivel chair in between it and the device.

Twilight stopped their advance, and they hovered noiselessly. Adrian Mandeville had not noticed them. He was even faced the other way, and might have been a statue for his stillness. He was hunched over in the chair, his forehead resting against the fingers of his right hand, whose elbow in turn sat upon the chair's armrest.

She turned to her friends, whose body language was all they dared. She first noticed Pinkie Pie's limbs flailing as she pointed to the control panel, upon which sat—

Twilight suppressed a gasp as she noticed the object of Pinkie's attentions: the Bridge, discarded, plugged into the panel like it were a sort of peripheral device. Relatively unguarded.

She turned again, the others similarly agog. Applejack mimed frantically for her to grab it. She was particularly tickled by the squishing gesture she employed to communicate how she would dogpile Mandeville then after.

Surely they couldn't be this lucky? This was a decoy, or a trap. Mandeville wouldn't leave his greatest defense out of sight, beyond arm's reach. Perhaps it was uncomfortable to wear?

Yet, she could feel the power. Her beloved mentor's presence mocked her senses, as the Bridge radiated the amassed magic. As Applejack looked to her, she slowly nodded, and floated them all to the optimal positions from which to strike.

And then Adrian Mandeville chuckled quietly.

They all froze. It might have been a coincidence.

"Got me by the balls, don't you?" Mandeville sighed. He didn't turn to face them. "Well, before you try anything—"

"NOW!" Twilight shrieked, teleporting to the control panel, hurling Applejack at the man who had yet to sit up.

The Bridge lit up, an orange barrier keeping her from it. Applejack bounced similarly off of Mandeville, not even so much as touching his chair. Twilight and Cadance looked to each other for a split second, before charging and firing bolts of power at the Bridge itself.

The resulting blast left a great deal of smoke, but before they could proceed to the double tap, the smoke was blasted outward to reveal the control panel utterly unharmed. The unicorn and alicorn braced against it, glimpsing the untouched weapon for a second before it was wreathed in a flash, instantly returned to its master's hand. Too late, Corey unleashed a burst of automatic fire that glanced off of the persistent barrier.

"The Bridge communicates wirelessly to my brain," Mandeville explained, the boasting and confidence absent from his voice. "I don't have to wear it, to command it."

They waited, watching for any sudden movement. But it never came. Mandeville never turned to face them. He barely stole a glance at them, before fixing his eyes squarely on the whirling device of the Einstein Rosen Platform.

"Welcome back, Twilight," he said at last. "I don't know how you got here, or what you have planned. Nice to see you're accessorizing. Crown and neck thing, very becoming. I just have one thing to say, before you put plan 'B' into action.

"I'm..." Mandeville paused, before letting his face fall entirely into his left hand. "I'm *sorry*."

"S..." Cadance breathed, wearing the same floored expression as the rest of them. "*Sorry?*"

"For all of it! I," Mandeville gulped, glancing over his shoulder at Twilight, "I can't get her *out of my head!* She's right, I made a mistake, I didn't mean for it to go this far! I was just so... *angry*."

Twilight dared to step around to see him properly. His face was taut, screwed up as if trying to hold something back.

"I don't even understand!" he moaned. "It shouldn't matter! None of this should *matter!* So why do I *feel* like this?!"

Applejack's features were as wide and thunderstruck as could be. "What in the name a' Great Aunt Gala's toupee are you talkin' 'bout?!"

Mandeville stood up, an action that brought them all into battle stances, save Twilight. He stepped to a nearby steel pillar and slammed it dully with his left palm, before leaning into it, hiding his face as best he could. "I'd take it all back if I could. I know in the scheme of things that can't mean much, but it's the best I can do! If I had another chance, I'd do it all again, I'd do it right!"

“Then come with us!” Twilight said, trotting forward in a burst of energy. “We’re not here to hurt you, Adrian! If you want to make amends, you can start right now!”

Mandeville sighed. “You know what this thing is?” He turned, waving a hand across the breadth of the platform. “This was my plan ‘A’. Get CAIRO to figure out how to create and stabilize a wormhole, and get me back home.

“We didn’t have the first clue, but CAIRO’s more than surprised me in the past. Used to think he could make anything happen. He told me a solution might be possible, but we’d be stuck here till then. Meanwhile, I got to know the locals.”

He paused, laughing to himself under his breath, wandering to the control panel. The rest of them kept their guard, wondering if he would drop the ruse at any moment and strike.

“You’ve gotta see where I was coming from,” Mandeville said. “What this world proved was that every possible world existed somewhere. And this place felt like someone hit the random-button. Talking animals? Magic? It felt so silly and unreal. It still does, but... I know better now.

“Point is, when CAIRO told me the odds of finding my earth were impossible, even if a safe transit could be made, I’d already given up on this world. I was ready to pick up and head home, and the attitudes of the locals... they burned me. I figured, who was gonna miss this bullshit sector of the multiverse? It didn’t matter. Hell, it still doesn’t! None of it does!

“*My* earth doesn’t matter! *Your* earth doesn’t matter! Know why?!”

“Wh-wh... Why?” Fluttershy dared.

Mandeville laughed, cackling to the sky before setting his head in his hand again. “Because there are about a hundred thousand others just like it! There’s one where I was born a lefty. There’s one where you wore sandals with socks one day. Our lives matter so little in the grand scheme, what does individuality even *mean*? Because there are a million other yous scattered across existence, so who’s gonna miss *one*?!”

As he explained, Twilight found something dawn in her mind. The implications of what he referred to were clear. Suddenly, his penchant for cruelty made a semblance of sense. But she wasn’t about to fall into this existential black hole. “That’s why you’ve acted with so much flippant disregard. That’s how you could do and order so many terrible things, and look like you didn’t care: none of Equestria was real to you. Not till the damage was done. Not till you saw ponies getting hurt, saw the lives you tore apart.”

Mandeville snorted with humorless laughter. "And I'm blaming *you* for that." He turned, looking her in the eye this time. "You were the first one to actually engage me. You got me all attached, feeling guilty. Celestia... didn't help either.

"CAIRO's gone now. Said his goodbyes, prerecorded of course. Only friend in the world, and he kills himself to protect people from me."

He collapsed in the chair, hand rubbing over his face. Twilight noticed how shiny his eyes had become. "I'm kinda proud." he laughed, a tear trailing down his face before his palm caught it. "I was always worried he'd get free and kill me in my sleep. Instead, he decides to learn the value of life, and become the Skynet that saved Christmas, or some other such shit. I dunno what I'm saying anymore."

Twilight approached, putting a hoof over his hand. "Please," she whispered. "Let's go."

Mandeville snorted again, before turning towards Cadance. "What happens to me then? Also, honored to make your acquaintance. Sorry about your mom."

"Aunt," Cadance bristled. "You'll be brought to bear for your crimes in a court of law. Most likely you'll receive multiple life sentences under a constant personal guard. We might even have to invent ways to restrain you, until we find a way to regain power over the sun and moon."

Mandeville laughed. "What you mean is, you'll have to keep me in custody, with the Bridge under my sole control and possession?" He flexed a few fingers of the gauntlet.

Cadance leered. "Likely we'll separate you from it, in a secure anti-magic vault, save for twice a day in which you will raise and lower both sun and moon."

Mandeville gave a single, deep nod of comprehension. "Fair enough. But say I'll only do that if my stay were comfortable? You guys don't strike me as the torturing sort."

"Two meals a day," Cadance said, "After dawn and sunset. If you'd rather starve, that's your prerogative."

"Hmm," Mandeville considered. "Well, fun as that sounds, plan 'A' still sounds better."

"Which plan is that?" Rarity demanded.

"I told you," he said, getting up and strolling to the control panel. "I'm skipping town."

He plugged the Bridge back into the panel socket, running over a list on the monitor. "Problem I've been having, is to *where*?"



Twilight didn't realize her mouth was hanging open as she realized. "I thought it was impossible!"

"*Was!*" he said, as the control arms whirled again. "With the Bridge and force five at my disposal, we found a series of gravity spells that stabilized the field, and we've investigated a number of options.

"Problem is, whatever I choose, once the tunnel closes behind me, I'm on my own. No CAIRO, no money. Tabula Rasa, baby. But what to choose..."

He scrolled through the list, smacking a finger at the Universes on file. "Finding my own earth would be impossible, even if I wanted to try. I wouldn't be welcome there anyway. An Equestria I never touched, the same in every way, a fresh start where we could all be friends? A paradise world of creature comforts? A version of earth where the original me was even richer, and dies of a sudden heart attack the day I arrive?"

"I thought you were sorry!" Twilight cried, surprised at how much anger had welled inside her so suddenly. "I thought you wanted to set things right!"

"Well, see," he said, looking to her with a smile, "that's why I'm actually really glad you showed! You can come with me, I can set everything as it was!"

She recoiled, anger leaving her like a doused flame. "Wh-what do you mean?"

"Twilight," he said, softly as he could manage, "I've hurt you so much. This is the next best thing to actually changing the past. Time doesn't matter between Universes, you can basically choose your point of entry. We can go back to before your friend was ever hurt, in a Universe where something causes your counterpart to die suddenly —pretty common, really— and you just pick up your life, and forget any of this ever happened!"

She felt her mouth go dry. Suddenly, everything was possible. All she'd hoped, all she'd wished for what felt like forever, and she could actually *have* it. She could have Spike back! And she would never take him for granted *ever* again! She would love him and cherish him till she was an old grey mare...

And yet, something was wrong. Several things were wrong. And all at once, that flicker of joy died. "... no," she said, feeling her eyes well up. "I can't."

Mandeville's face fell. "Well... what do you mean? 'Can't?'" He laughed humorlessly. "What do you mean, you can't?! Don't you get what'll happen if I leave without you? The Bridge doesn't work for anybody but me! I can't make it so fuckstick over there..."

He indicated Corey, who waved, before lowering all but his middle finger.

“... can use the damn thing! Only CAIRO could've done that, and you guys made sure to pour concrete over *that* option. You'd officially be up shit creek!”

Twilight glowered at him. “How could you expect me to leave all my friends, my family? How can *you* just leave us all to die?!”

“Kid,” Mandeville chuckled, “your friends and family will be there just as they are here! Look, I only felt bad because I've gotten attached. Enough time to adjust and we'll forget all about this!”

“You keep ducking responsibility,” Twilight seethed, shaking her head. “You think you can run away, forget what you did and pretend it doesn't matter. You think this won't haunt you because the other Equestria is just like here?!”

“Worlds die every *second!*” Mandeville cried. “I witnessed an exact copy of this place rendered extinct from an asteroid strike! Gamma ray burst from another sun! Some kind of mock nuclear war to do with zebras! Whole Universes frozen and homogenized into total entropy! This place isn't special! It doesn't *matter!*”

“Maybe the other world *is* exactly like Equestria,” Twilight said. “But this one is *mine*. *My* friends are the ones who pulled me through every challenge I've come up against. Even if those others are just *like* them, they won't *be* them. I'll be taking somepony else's life. The Spike I'll find won't be the one *I* loved.

“It's sad that you've come away from viewing these other worlds, and decided lives are a commodity because there are so many of them. You think you only feel bad because you've gotten attached, but I say you feel like you do because you know it *does* matter! And you can run away, bury your secrets deep down and try to forget, but you'll always regret leaving! It'll come spilling out of you one day, and you'll never forgive yourself for failing to do the right thing, because you couldn't bother to be inconvenienced, even for the chance to redeem yourself!”

Mandeville let out a long sigh, his eyes closed. “So you're not going. I suppose I can leave the door open as long as the power holds, in case you change your mind.”

He got up, as the control arms spun faster and faster, until a shimmering sphere sucked itself into being, the blurry images scintillating on the other side. The arms settled, no longer spinning, lining up to form an archway over the sphere.

Twilight and her friends watched it in awe as Mandeville walked towards the wormhole, before the unicorn's horn charged. “Sorry,” she whispered. “You're not going either.”

A blast of her heatray swathed over the length of a control arm, the electronics inside all but exploding. She heard Mandeville roar something at her, as the sphere wobbled erratically. She turned her sights to the plates arranged around the arms, and hit them in quick succession.

Mandeville leapt to the wormhole, as at last it collapsed and detonated in a shower of sparks, throwing him back and off of his feet.

Getting up, Mandeville stared at the platform, left a sparking ruin. His eyes bulged as he turned, open-mouthed, from the platform to the cause of his newfound despair.

The only warning any of them had was a sudden raggedness in the breath through his nostrils, before he closed the distance in a flash and had lifted Twilight's face to his own solely by her mane. "WHAT'D YOU DO?!" He screamed in her face, bodily shaking her. "HOW COULD YOU DO THIS TO ME?!"

Mandeville barely got another word in before a pair of orange hooves had piston-kicked him into his console, the man seizing it awkwardly to help himself back up. Twilight, on the other hand, felt a number of midnight hairs part painfully with her head as she was released, smacking hard into the floor as the Diadem of Magic clattered off her head.

"Sugarcube, you—"

"I'm fine!" Twilight wheezed, stepping back before teleporting the Element of Loyalty around Corey's neck, and Magic back on her head. "Corey, you came back to us when you didn't have to. Just think... er... loyal thoughts!"

"Loy—" Corey spluttered. "Okay, whatever, go for it!"

With that, Twilight channeled power into the Element of Magic, and felt it flow into its fellows. It had been so long since she felt the euphoria, the oneness of directing the Elements of Harmony. She, and the others ascended into the air on currents of sheer power.

She looked back at her friends, Corey regarding the affair with a look of detached wonder, which only doubled when his eyes met hers. She'd been told before that her eyes tended to glow like beacons under the Elements' effects.

But she also felt another all-too familiar feeling: one of the Elements was bottlenecking the process, and the ribbons of color emerging and spiraling from each of them were feeble, almost sickly. Each of them attempted, halfheartedly, to wrap around the limbs of Adrian Mandeville's body, only for a magical pulse from the Bridge to shred them apart.

The arcane force simultaneously knocked the six of them from the air, leaving the enraged man to continue his slow approach.

“Well, look at you now!” Mandeville mocked, his voice alight with menace. “Carrying more worthless, overpriced jewelry than the home shopping network! I *really* hope that wasn’t Plan ‘B’, because I am *super* fucking pissed off right now!”

Cadance didn’t waste a second, teleporting the Element of Loyalty to her own neck and firing a blue ray from her horn at Mandeville. He held out the palm of the Bridge, his own glaring multicolored magic holding it back as it collided with him, shoving him to the far side of the platform as he skidded to a stop. “Twilight, again! Now!”

Indeed, Twilight began again, lifting them skyward. But again, the magic of friendship wasn’t allowed to flow freely.

“Princess!” Mandeville said, with the air of someone meeting an old friend at a random bus stop, barely flexing to hold Cadance back. “Heard a lot about you! Wondered if having the complete alicorn set would do more to boost my power, but if *this* is any indication then you barely measure up to your aunts at all! I mean your hair doesn’t wave or anything. What are you, Diet Princess? Alicorn Light? Always *did* hate substitutes.”

A few shotgun rounds rebounded off Mandeville’s orange shield, as Corey charged him from the side without a word.

“Yeah, wait your turn, Skippy!” Mandeville shouted, glaring out the corner of his eyes. “It’ll be good, I promise. Right now, I’ve gotta let the Disney Princess know...” He turned to Cadance, who didn’t relent, straining to push through. “...how ‘wanting more’ can bite her right in the ass!”

With that, Mandeville finally poured power into his own beam, forcing Cadance’s back and flowing rapidly towards her.

“Twilight, DO IT!” Cadance shrieked, sweating.

“NO!” Twilight bellowed, eyes ablaze, as the rainbow took beam form and launched across to meet the head of Mandeville’s attack.

The underpowered rainbow sank between both beams, releasing the energy from both in a tremendous blast that shattered the windows, floored each pony, the soldier, and left Mandeville reeling backwards shielding his eyes.

Twilight scrambled to find Cadance in the wake of the blast, stumbling as she found her, wracked with exhaustion. “Cadance! Cadance it was all I could think of! Are you okay?!”

Cadance struggled to sit up. “Twilight, it didn’t work! Neither of us are a fit! Y-you have to go! I’ll stall him, just ru—”

"No Cadance, *you* go!" Twilight said, pressing a hoof to her chest as her own ears fell. "W-we knew this might happen. There's no other way now. We have to... go away."

Cadance's eyes streamed, before she clutched Twilight so tightly she nearly couldn't breathe. "I'm not leaving the filly I once looked after to die." She half-choked out a chuckle. "I'm not *that* bad of a babysitter."

"You're the best," Twilight whispered back, returning her embrace.

Then, they turned, as the sound of clapping filled their ears. Slow, mocking applause. The ponies lowered into a combat stance, Applejack even tipping the front of her stetson.

"Given our odds though," Twilight began quietly, "I think we can safely go down *fighting*."

"Hear hear," Rarity agreed.

"So, okay," Mandeville said, strolling forward, "congratulations, I'm curious. What was all that," he paused, miming an incomprehensible flailing with his left hand, "rainbow shit? The glowing eyes, the... *familiar* symbols. Ya' wouldn't have gone through all that trouble for nothing. *Indulge* me."

"These," Twilight said, failing to see what it could hurt to buy more time, "are the Elements of Harmony. And we, their wielders. Through them, or they through us, we wield the most powerful magic known to pony kind. The Magic of Friendship!"

Adrian Mandeville doubled over, instantly taken by hysterics. With a gesture, his overturned swivel chair righted itself, and he sank into it, letting himself spin a few times before planting his feet to stop. "Fuckin' friendship... You said that with the conviction of George S. Patton! You're serious!?"

Twilight glared as he tilted back in the chair, feet kicking the floor as he guffawed. "I-I-I'm guessing that weren't no softball you meant to throw my way either?! What a goddamn farce..."

"It didn't work," Twilight said, "because we don't have Rainbow Dash. *She* is meant to hold the Element of Loyalty. Without all six, they can't do a fraction of what they're capable of together. Make no mistake, Adrian; no matter what power you possess, they would separate you from it."

"Aw, please," Mandeville scoffed, having finally finished laughing. "You ponies, always so friggin' *naive*."

“The power you mock has been underestimated before. You do so at your own peril,” Twilight told him, stepping forward. “But I’ve learned there’s *nothing* more important. Even you lament living without a friend.”

“That’s entirely different,” Mandeville said, twisting himself till his chair’s armrests were being used for head and legrests. “I... *lament* having nobody to talk to. I lament having no one to fix my shit anymore, because stupid little girls don’t know a good thing when they see it!”

He paused, breathing heavily, before raising a hand and closing his eyes to calm himself with deep breaths. “But I’m sorry, your little ‘let’s be friends’ attitude would get you eaten alive where I come from. Hell, looks like it lost *cold*, even here.”

Twilight shook her head, closing her eyes and giving a humorous huff. “No. You don’t see it. I only saw it recently. But your species owes *everything* to friendship. It saved you.”

Mandeville stared at her as though she’d grown a second head. “The fuck are you talking about?”

“Corey told me about your kind,” she continued. “How you struggled to survive in a world where fear was your only protection. You didn’t have protection from predators. Your numbers kept you safe till some of you found better ways, and then you shared those ways with others! By uniting, and sharing your knowledge, you won out over every species of your world! Over every force of darkness to blight it in chaos and injustice!”

“I think you’re stretching things just a smidge,” Mandeville said. “We also had better brains than the others, and, y’know, *thumbs*.”

Twilight shrugged. “I’m not saying it was the *only* factor. Only that you *couldn’t* have survived without it. *You*, Adrian, wouldn’t have gotten where you were without the wealth of knowledge accrued by generations of your people, working in harmony. Just as we could never have been here, in this place to challenge you, without the help of those we love and trust. Without my friends, I wouldn’t have found the hope to stand here. I’d given up. I had no more will to fight.”

Mandeville said nothing, only frowning in concentration.

“Friendship is magic, Adrian,” Twilight cooed. “But that’s not *all* it is. I understand now. It transcends the borders between hearts and even worlds. It’s real in every way, in my world *and* yours! And it’s as powerful as anything *can* be.

“I used to think like you. And once, I used to think I was better off alone. For better and worse, I used to wonder what friendship could be. But now... *I know*.”

Adrian Mandeville couldn't help looking into her sparkling eyes, alight with some sort of comprehension... and alight with something else. It was only for a second, but he thought he'd seen a spark or star in those great globes. He looked behind him, wondering if perhaps they reflected something in the sky outside.

When he noticed nothing but the gleaming pink shield, he cleared his throat and stood up from his chair, touching fingertips together and cracking every digit. "And knowing is half the battle... go Joe... whatever. We doin' this? I am *very* much still in an asskicking mood."

Mandeville kicked the chair behind him, which wheeled back and tipped over, as he leapt twenty vertical feet and slammed his gauntleted hand on the floor in front of them. The resulting shockwave left each of them staggered, but the first to recover was Rarity, approaching from behind with ethereal thread in hoof. In a flash, she'd wound a length of it to entangle the whole of his body. He struggled a moment, frustration visibly mounting as even his full levitation failed to harm it.

Bow gripped in her magic, Rarity aimed an arrow point-blank at his temple and fired, only for the shield to absorb the impact entirely.

Applejack was second to recover, and the others followed quickly, the earth pony wailing on him with every hydraulic and muscled kick she could deliver.

The others piled in, Fluttershy putting on a reserved frown and politely hesitating in the hope of an opening. For what, even she didn't appear to know.

With a roar, and a burst of power, Mandeville's skintight orange shield expanded, forcing the thread outwards to its limits. He teleported behind Applejack, freed of the thread, and seized the golden string himself. He wrapped it around Applejack's neck, garroting her until her eyes bulged and her face went red, before the thread shredded into a thousand tiny pieces by Rarity's subconscious command.

A blast of shotgun fire crashed over Mandeville's shield as Corey went for an execution-style shot to the back of his head. Turning to his attacker, Mandeville levitated him six feet off the ground before slamming him back down, pressing him into the steel before grinding him backwards several yards and into one of the ruined control arms.

His back turned, Twilight readied a charged blast before dispelling it as Pinkie Pie fell into view, having hopped down—from where was anyone's guess—and onto Mandeville's head, bouncing up and down on him rapidly as though attempting to squash a particularly loathsome insect.

Unfazed, but flinching each time she bounced, Mandeville pointed a finger of the Bridge at her, sealing her suddenly in an orange bubble. She blinked, examining the new fangled curiosity

before she was whisked off into a collision course with Applejack and Fluttershy, who was examining her reddened neck. The two were similarly caught in the now-expanded bubble, and continued their trajectory straight into Corey, who might have been a spare to pick up in a game of ninepins.

Mandeville barked a single “Ha!” of mockery before copping a thunderbolt to the side of his head. He stumbled, before turning to face Twilight, whose horn was smoking.

“What did you do to them?!” she demanded, another strike dancing across the steel tiles before him, tiny arcs bridging to their fellows.

“Relax,” he said, “they’re safer in that than you are out here. For now anyway. Same protection I reserved for myself.”

“CADANCE!” Twilight cried, making him turn around in time to see a cloud of frost overtake him, just as an infernal heatray collided on Twilight’s side. The assault from both persisted, though each were shifting focus as if in orbit around him, until hot and cold had changed places.

“Rapid, extreme temperature shifts to crack my shield?!” Adrian Mandeville laughed, bellowing over the noise. “Creative! But not to be!”

In a second, he had teleported beside Cadance, seizing her by her mane with the Bridge’s iron grip. She gave a pained shriek, before he was struck in the back by a whirling knife, which emptied a fine yellow powder onto the floor as it clattered off.

“*No pony* marehandles the royal mane!” Rarity roared, hurling more and more knives. “Not while I’ve something to say about it!”

Mandeville dodged, redirected and finally caught the knives, stalking toward her. “Throwing weapons? Against someone that can levitate?” He examined the knife in his hand closely. “These’d beat you for sharpness if they were spoons, wouldn’t they?”

He took the knife by both ends and snapped it in half barehanded, discarding it without ceremony. “And yes,” he said, not changing expression, “it *is* completely boss that I can do that.”

Seizing her with levitation magic, he slammed the two into each other, and teleported them into the orange bubble with the others.

“Just you and me now,” Mandeville said, turning to Twilight. “You might’ve guessed that my personal shield and that forcefield had something in common.”



“I don’t get it!” Twilight said, unable to take her eyes off her friends, struggling to break out. “Even with as much power as you have, that shield is *absurd!*. I used a photon-based beam of focused *light!* Your shield clearly isn’t blocking out *light!*”

“It’s adaptive,” Mandeville said, puffing out his chest. “Really, it’s a stacked series of spells, derived from the patterns detected in a certain unicorn’s massive protective dome. Miniaturized, modified in several ways once CAIRO better understood the subtleties of the Force Five matrix.

“Effectively, its thin protective layer forces a vacuum between the inside and outside. As the basic shield already blocks excessive electromagnetic transference, infrared gets cut-out too. No matter touches, so the motion of atoms—which is what heat is—”

“I know,” Twilight groaned.

“Twilight dear, I’m speaking for the layponies in the gallery,” he scolded, before picking up his stride. “So heat doesn’t affect me in here, and infrared radiation is blotted out to boot. Didn’t take much tweaking to only allow a fixed admittance of photons in either, so I can see, without being vulnerable to a goddamn laser.”

He strolled towards her, as she stood her ground. “Add to that a CO2 scrubbing function, and I could go on a deep-sea excursion on Europa.”

“Shining Armor’s shield is special,” Twilight growled. “Even Princess Celestia couldn’t replicate it without constantly replenishing it, and then not for long.”

Mandeville shrugged. “I won’t lie, it’s a hog. But it’s not like *I’m* doing any work. It’s a machine. And it’s not like I ever use a fraction of my total power anyway. Smoke ‘em if you’ve got ‘em, I say.”

He reached her at last, cupping her jaw in his hand and rubbing a cheek with his thumb. He smiled a second as she glared his way. “See, I needed more than just *power*. My physique is still well and truly mortal, and I’d rather not rely on the traditional kinetic shields. That didn’t work out so well for the royal sisters.” He patted her cheek, before starting to wander, still expounding.

“Don’t touch her!” Cadance demanded. “And don’t talk about my aunts, creep! *Or* Shining Armor!”

Mandeville wordlessly lifted his gauntleted hand, and made a squeezing gesture. The amorphous shield around them deflated atop them like shrink wrap, forcing them together in a heap. “Yeah, where *is* your hubby, by the way?” he asked. “With all the bitching and moaning about whether ‘*Cadance was safe!*’ Either you didn’t bother to spring him, or he walked out the door without a glance in the rear-view mirror, worried about his own hide!”

Mandeville stumbled as Twilight charged him bodily, attempting to grapple with the man. “Don’t talk about my brother that way!”

Mandeville grabbed her right foreleg, lightly twisting it as she delivered arcane lightning, focused magical bolts and frost spells at point blank. Mandeville paused, watching her curiously as his thumb ran along the front of her foreleg. “Your wound is gone already? That’s something, because I’ve looked into magical healing, and I can say with authority that— brother?”

In the second he’d loosened his grip, she did her best to slug him across the face with her freed hoof, incurring little more than a flinch before she teleported out of his immediate grasp.

“So all this time, bro-douche was really bro-Sparkle?” he asked, before smirking over at Cadance. “Oh, so that makes you *sisters!* Aww... Look who keeps proving she had connections!”

Desperate as he approached, she recalled magnetizing the giant piston rod with Cadance, and cast her spell at the floor.

Mandeville stopped his advance to watch her, the Bridge fighting to stay level at his side. “Oh, I know this one. Fuckin’ *magnets*, right? Again, clever.”

His gauntleted hand pointed to her, and she found herself suddenly immobilized. Not by a paralysis spell of some kind, but by sheer levitational control. She found herself forced to sit down, “See, it’s circuitry sits in a cage of mu-metal. Sure, it repels and attracts to magnetic fields, but you won’t scramble it. Oh, and it’s not fired as a bullet either, stupid bloodsucking bitch.”

With a gesture, he ripped the affected tile out of the platform entirely, its snapped hydraulic arm swinging as he threw it over the side. “Just the two of us. Come on! Try something now!”

He loomed over her, and she felt his gauntleted hand grab the scruff of her neck, before crying in surprise and pain as the back of his other hand struck her across the face. A collective gasp reached her from her friends.

“Why couldn’t you just let me go?!” he demanded, a concussive smack ringing across the platform as he struck her again.

“HOW DARE YOU?!” Rarity shrieked. “HOW *DARE* YOU?!”

“Rotten COWARD!” Applejack cried, as Fluttershy dissolved into tears, desperately chanting for him to stop.

“TWILIGHT!” Cadance yelled, focusing a blue beam upon the bit of shield in front of her.

“Fucking SHUT UP!” Mandeville screamed, turning to them for a second, before bringing his hand to bear against her face again. She wormed away, desperately conjuring raw magic which washed over him like a breeze.

The second hit made him pause, before his rage palpably rebuilt, and he struck her four times more in rapid succession, as she pled with him to stop between whimpers of pain. His levitative hold on her had quite dissolved, opting instead to physically pin down her flailing limbs as they sought freedom.

“I tried EVERYTHING to make it up to you!” Mandeville bawled. “I *tried* to take it back, I waited for you! I KNEW you’d come back! AND YOU THREW IT ALL IN MY FACE!”

In kind, he seized her under her shoulders and threw her bodily towards the end of the platform. She landed hard, on the same shoulder from her container-induced injury. She wheezed from the shock of it, before her hind legs fell off the side of the platform. She worked to pull herself up, forgetting almost entirely about magic as Adrian Mandeville marched his way over.

She couldn’t help it, as tears fell, unbidden from her lashes. “I-I couldn’t... just let you leave, not without paying f—”

“Fuckin’ sanctimonious BULLSHIT!” he cried, before grabbing a hoof and dragging her back up.

“Just get it over with!” Twilight begged, unable to look him in the face, bracing for the coming blow.

Mandeville stopped, stock still for several seconds. He just stared, mouth open. “You think I just want to kill you?”

Ten fingers slowly moved in on her throat, hands shaking as he gripped tighter and tighter. “YOU THINK I WANT TO *KILL* YOU?!”

She pawed at his forearms, struggling to throw him off as she felt her trachea constricted, struggling to breathe. She could hear her friends screaming, for her and at Mandeville, as if from the other end of a garden hose. Her vision swam and darkened, as she attempted random spells. A cutting spell, a water purifying spell, a spell to untangle knots. All the while, she only stared into his face, teeth bared as he throttled her with berserk fervor.

Everything was going numb, even her very senses, and the light very nearly faded at last.

Then, as if through the other side of a thick wall, she heard an unintelligible roar from a location she couldn’t readily discern. Mandeville’s grip slackened as he looked up to find the source, and

air reentered her lungs just in time for her to make out a cyan blur as it slammed into him like a freight train, whisking him off to parts unknown with a concussive “thwack”.

The clop of several pairs of hooves touched down around her as a cacophony of rending steel reached her from some distance away.

Twilight barely found the gumption to move, as she coughed, the bittersweet freedom of air reaching her brain again. Then, she heard Applejack’s voice quiver. “R-R... *Rainbow?!?*”

And with that, she found the will to sit up, and found a pair of faces staring right back.

“Twily?! Twily, are you okay?!” Shining Armor demanded, supporting her back as she faced him.

“And don’t you *ever* lay your slimy mits on my friends again!” Rainbow shouted across the distance, notably towards the distant corner of the ceiling, before turning back to her. “Sup Twi! Starting the party without me?”

Twilight rubbed her eyes and got back to her hooves, not taking her eyes off the pegasus she called friend. “I’m okay... Rain... Rainbow? But we saw you *die!* The defense system, it—”

“Hey, I admit it was a,” Rainbow gulped, flinched, and stared at the floor, “close call. For me.”

An anguished scream broke the spell of reunion, before the far corner of the walls exploded, tiles flying everywhere a split second before a flash illuminated them from above. A mauve bubble surrounded the three as Adrian Mandeville struck it from above with a terrible impact. The Shield wavered, forced down into the platform, whose tiles buckled and conformed to the spherical shield’s dimensions to create a steel crater.

“If you have the Elements Twilight, best use ‘em now!” Shining Armor said, focusing his strength into the shield as Mandeville pounded it from above with magically charged blows.

“Right,” Rainbow said, saluting as she looked everywhere, “where’s mine?”

Twilight gasped, looking over to Cadance who had already removed it from her person. “It won’t come through that shield! Nothing that’s gone in has come out!”

Rainbow glanced at the gap between shields, the furious man above them, and the Element of Loyalty waiting for her. “Well, I can take a hint. I can time it, but any help’d be appreciated.”

“Think I might have something,” Shining Armor offered ambiguously, “provided my Sis’ can gimme a hoof.”

“I’m okay,” Twilight said, nodding knowingly. “Three.”

“Yeah, just keep sucking your thumbs!” Mandeville shouted, supercharged stomps making the shield wobble. “I’m coming in, whatever’s on your chinny-chin-chin or isn’t!”

“Two,” Shining said, widening his stance.

Mandeville wound up his gauntleted fist, with something close to a haymaker, the ridiculousness of the pose mitigated by the white-hot power engulfing it. “Aaand Papelbon pegs a screaming knuckler, *right up your ASS!*”

“ONE!” brother and sister cried as Mandeville brought his fist down upon their shield, which snapped open below them, inverted over them until it had swallowed the man entirely. At once, Shining Armor fired a supporting beam to strengthen the sphere, as Twilight delivered a ray which punted it skyward.

Not even looking back, Rainbow Dash bolted into the orange mass containing her friends, clasping Loyalty around her neck and shouting, “I got it!”

Without missing a beat, Twilight channeled through her diadem for the third time that day. She hoped, for all their sakes, that the third time truly *was* the charm. In general, she hoped. For the first time since seeing Rainbow apparently struck by the MISS, they had hope.

It *had* to work this time. It just *had* to.

But as her aim shifted to the ceiling, she once more failed to sense the familiar oneness with her friends and the Universe, the sensation of invulnerability. This time the prismatic threads pierced through the shield to meet her, but both Honesty and Loyalty failed even to make simple contact.

“No,” Twilight whispered, her irises becoming visible as the Elements powered down. It felt as though her insides were freezing. “We were so close.”

A terrific slam knocked her off her hooves, Shining Armor’s shield shattering and scattering into shards as Mandeville brought it down like a bomb, himself along for the ride. The man himself stood up straight, removing his fist from the floor. “Strike three,” he said, lifting a weakened Shining Armor off the ground by his throat. “You’re. Out.”

A flash of teleportation deposited Shining Armor with Twilight’s friends, leaving her once more alone on the battlefield, with an enraged Adrian Mandeville.

“Don’t worry,” he called after Shining Armor, “I’ll make good on my promises concerning dearest Cadance.”

“You’ll have to kill me first,” Shining growled, doing his best to step in front of his wife as she instantly lumped affection onto him.

“No,” Mandeville said, dryly, “I don’t think I will.”

Out the corner of his eye, Adrian Mandeville saw a flash of movement, a purple body vanish down the hole left from the magnetized tile he ripped out. “Oh Twilight!” he called, stepping slowly towards the hole, each step measured and calculated in its menace. “This how it is now? We’re hiding?”

Twilight’s brain felt like it was rebooting every few seconds, frantic for a new plan as she stepped quietly, trembling through the hydraulic forest underneath the tiles towards her friends. Whatever route of thought she started down, her focus lost out, and she worked desperately to try it again. All of it to no avail, as the best she could think up was to reach her friends, maybe figure it out inside their arcane prison.

But in her heart of hearts, she knew it couldn’t matter. There was no coincidence in Rainbow and Applejack’s Elements being the weak links, and no shield could stop the magic of harmony.

It was then that she saw Mandeville jump down beneath the tiles, using the same entrance as her. He hadn’t seen her, but she pressed herself against the floor anyway, relying on the base lifting mechanism for the tiles as a cover. This, she realized, was not ideal. The lifting device was long, low and thin. As such it only hid her from one angle, and indeed he had already begun stepping over them, glancing left and right to easily ensure she wasn’t there.

“Aisle two,” Mandeville said, checking another row of tiles, “broken dreams and empty promises.”

The jewel of the bridge’s palm glowed like a searchlight, casting scattered rays through the field of hydraulic arms as he searched. “Aisle thirty-four, backstabbers, ingrates and false prophets!”

He lobbed a bolt of magic at random, which exploded inevitably against an arm, sending sparks everywhere and making the entire structure rattle.

“Y’know,” he said. “Celestia asked me, dying wish and all, *not* tell you this. And y’know what else?” He cackled. “I kept my word! I dunno, I thought ‘magical pony princess,’ and didn’t expect whatever she was. She was FAR more intimidating and sharp than I’d bargained for.

“Still blew her away, though,” he added, shrugging. “But I’ll admit, I could never have done it... without *your* help.”

Twilight gasped, her already overtaxed mind diverted, just as he was hoping for. She clapped a hoof over her mouth as Mandeville stopped dead, a few moments too long.

“No,” he said at last, “it wasn’t you interfering near the end there. I’m sure you’ve wondered though. ‘Oh, would she have won if I didn’t distract her?’ Hell, I dunno either, that’s your own personal headache. But nah, I mean something more direct.

“See, about near the end, she came at me like the Terminator with this *crazy* gleam in her eyes, like she was about to kill something dead. I was at the end of my rope when she went in for the final blow, so I pulled out my little pistol.”

Twilight stood as still as she could, shaking with anger and misery as he spoke of Celestia, and implicated herself in her mentor’s fall.

“Oh, useless you say?” Mandeville suggested. “She certainly thought so, raising her little shield. But that didn’t stop me from plugging her about half a dozen times.

“How? She was tough enough to stop all anti-five to this point. But my rounds were special. Made from specially enchanted material, by a specially gifted unicorn.”

Twilight felt herself go numb as she realized what he meant. She had enchanted many materials during her captivity. Could what he said have been true? Could she have created the bullet that pierced Celestia’s body?

“Yes. Life’s a bitch sometimes, innit?”

Twilight struggled to remain silent, and that alone absorbed her concentration. She didn’t know what else to do.

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The AAMS Battlecruisers didn’t have the chance to shakedown and calibrate the manufacturing system, and a loss of defensive weaponry had left them vulnerable to the new, powerful assailants attacking all allied drones. These massive bioweapons were a primary threat, now that the CAIRO master system had gone offline, sending a recall order before going dark. Clearly, it had been compromised.

Feeding stock material into the system had taken time, but now they had ready replacements for the airburst cannons, and new drones to repel the beasts running rampant on the flight decks.

The old cannons fell from their sockets, the new locking into place, taking a moment to adjust. The targeting system found a lock on the brimstone breathed beasts, and fired.

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Spitfire turned suddenly to hear the blast of airbursts, and the resulting bellows of dragons struck by them. She threw General Smolder to the fluffy ground but it soon became apparent that the dreadnaughts weren't aiming for them.

SHADEs with armor-piercing rounds were clearing dragons from the flight decks, the airburst rounds doing well to destabilize and discourage the approach of reptilian retaliation, and quell all others.

Spitfire watched, ears folded before looking to Smolder. "We can't just sit here. They're fighting for us."

"They're fighting for themselves," Smolder replied, brushing her off of him as he stood back up.

She growled his way, readying her earpiece.

"The Wonderbolts' captain, running to daddy?" Smolder laughed. "I never thought I'd see the day. Trying to sidestep me, appeal to the others?"

"It's your business if you want to sit here and cower while history explodes all around us," she simmered.

The smirk left the General's face. "Your dad would never command a force this crippled to keep fighting, not when an alternative exists."

Spitfire took a breath, before going for her earpiece again. "Then forget commands. Let Equestria decide its own fate."

She opened the channel, and spoke her mind.

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Moondancer and the crew of her corsair laid fallen deckhands on a tarp, watching the chaos unfold around them, as the tide turned against the dragons who now fought alone. They had inflicted some powerful hits onto the dreadnaughts, but they were simply too big. Their armor too thick. And if they possessed any sort of weakness, any point they targeted was little more than a guess at finding it.

Ripping open the hull was pointless, for there was no water to flood them. Their means of levitation, a mystery, and so cancelling it was to grope around in the dark. Her shot on the flight deck had apparently done nothing, but firing at the interior had seemed like sound logic at the time.



“All wings, all small craft, this is Spitfire,” Moondancer heard over the comm channels. “We’ve been hit hard, and I’ll understand if any of you decline further involvement in this campaign.

“But the dragons, regardless of their reasons for being here, are in serious danger. You can see it yourselves, and be sure that many of them will die before taking down those ships. You can quote them for forbidding our help, you can argue they’ve only come on behalf of their own vanity. You can say they deserve what they get, ignored our warnings and brought this on their own heads.

“But some of you know that, in spite of all those things, they have aided us greatly. If we are in their debt, I don’t see why we shouldn’t start paying them back now. Maybe before their minds change, and they decide that we sat idly as their kind were slaughtered.

“I’m not speaking as a Captain, nor on behalf of the Wonderbolts. I’m giving no orders. I’m asking, as a pony of Equestria: will you help me?”

The transmission cut out, as Moondancer watched the crew look at one another, and then towards the dreadnaughts.

It was a second before she saw a flame-colored pony trail through the sky at terrific speeds, alone. But several seconds later, another pony followed her. Then another. Then half a dozen.

Mere moments passed afterward, until a flurry of nearly a hundred pegasi had focused on the southern-most dreadnaught. Some at the top were making a mess of the whirring sensors, dishes and antennas atop it, as others focused on the automated turret defenses. Even as turrets were constantly replaced by the flying fortress, it provided enough of a lull for the dragons to continue their attack in full force.

Mounted retro-jets at the bow were targeted, and even the Wonderbolts joined in to deploy sooty, obscuring smoke over the many cameras lining a central bar running across the length of the ship.

Moondancer was rapt in the sight, before she heard a false cough from the gunner. She looked to the pegasus curiously, who asked, “Have we a target, Ma’am?”

She smiled instinctually, before considering. The drones surely considered *their* ship a target by now, so they had to make their shots count.

Once more, she considered the propulsion system. The horizontal retro-jets weren’t the cause, clearly. They were mostly firing as the ship adjusted its rotation, or tried to arrest its momentum. No jets were holding it aloft. It was floating, but how was anyone’s guess.

However, unless it was magical, it would likely require multiple points of force to keep it steady and upright. It wasn't dangling like them, it was being held up. And so, it followed logically to position them at the outermost edge, to the furthest corners...

And then she saw them. The slightest bulges at each corner of the chevron profile, conspicuous only in its attempt to look like a minor structural curve.

"The corners," she told him. "See those convex points in the middle?"

"I... suppose, but—"

"Don't miss," she ordered.

The crew looked to her, wondering if they were about to get an explanation. When none came, the gunner shrugged. "Live one loaded!"

"Fire."

If it had been a traditional cannon, there might have been an insufferable wait to see if the ball met its mark. As the day had proven, this was not a traditional cannon.

The slug ripped through the protrusion in the hull, which instantly bled smoke lit by a raging blue flame. The effect was instantaneous, if slow, as the entire starboard side listed at a thirty-five degree angle before resting.

As they watched in awe, dragons swarmed the ship, whose massive forward boosters fired in retreat. So blinded was the craft, so ruined its instruments that its haphazard path —barely mitigated by the few functioning retro-jets— sped it straight towards the Mandeville Arms facility.

Pony and dragon alike watched the spectacle, and the colossus creaked with impact as it slammed into the massive magenta shield, pitching forward as the sphere shattered to pieces and gradually vanished. The impact could be felt in their chests as sure as gunfire, but it was only a precursor, as the sound of rending metal suddenly dominated the entire region.

The AAMS battlecruiser slammed into the tiles making up the facade of the facility, which stood no chance against the craft's dense armor. The monolithic wall ripped through, steel folding inward like it had simply torn through paper. Gargantuan plumes of dust and smoke blinded them to all beyond, an intense orange glow telling of an inferno now brewing within, only the shapes of twisted shadows telling of the damage inside the structure itself.

Above the roar of flames, was the roar of dragon and pony alike, cheering at this next victory. Moondancer joined it as well, along with the crew, before a series of buzzing, whirring and ripping noises left her feeling numb and sick. Confusion set in as she struggled to steady herself

on deck, before seeing that the deck itself was lopsided. A tattered shadow above her told the story, the Corsair's gas envelope ripped to shreds by the drones' retaliatory strike.

She didn't even scream, only gasping as gravity returned with a vengeance seconds later. She looked up, to see the gunner cradling her as he flew to the nearest cloud. He smiled at her. She smiled back.

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"So brave, till now," Mandeville mocked, weaving through the shadows as he unknowingly closed in on Twilight's location. Desperate for a plan, she had ducked from tile to tile each time his back was turned, effecting little but to buy time. "You fought me, against such odds! And yet your friendship fails."

He stepped forward slowly, but she couldn't move far. His gaze hadn't faltered, and he was on a direct course to find her. She couldn't think, there was nothing. No strategy, no magic. She took a chance and leapt, catlike, to the tile closest to her.

Mandeville tracked a violet flash in his vision, and paused, before smiling. "So what friends could they be, if such '*powerful*' magic succumbed in their keeping?"

"Make no mistake, I've no intention of killing you, Twilight!" he laughed, feigning interest in a tile several feet away from her. "I think we have many, *many* long years together, for better or worse. What those years become is entirely up to you... but clearly you don't need friends. Especially not those that so let you down."

Secretly, Mandeville readied a magical blast, creeping backwards towards her as he pretended not to notice her. Meanwhile, Twilight couldn't help the anger swelling beside her fear, as he mocked the ponies that made her life worth living.

"Indeed," he said. "If you're not so keen on talking this out like adults, then maybe it will help if I go upstairs and put them out of your misery... *one... by... one.*"

Mandeville turned as the mare stood up in his vision, the incapacitating shot sailing readily as he sprung his trap.

His insides turned icy as he saw the shot pass through her, and for a moment he went stiff. Had he *killed* her? He hadn't meant to kill her.

But then, he saw the particles in the air were like smoke, not the ashes of flesh. A *decoy*.

To his right, he noticed the facility had gotten suddenly brighter, and in a second as he glanced over, a shockwave of terrible steel-rending noise met him as it echoed across the interior of the facility.

He faced the inferno fully, looking into the distance at the orange flames and pyroclastic plumes of dust as something huge screeched and plunged through entire buildings, before it came to a stop. Smaller explosions wracked the sheer wall of steel as it crept through, before it began pitching down to settle into the underground sections of the facility, wedging between firm earth and thousands of tons of man made metal.

“Is that my fucking battlecruiser?!” Mandeville shouted, barely able to hear even himself amidst the din.

As if in answer, he was blindsided by something pouncing into his shoulder with a feral cry, being bludgeoned with physical hits as Twilight emerged from hiding. He batted her off, working to regain balance as she landed catlike. A bulging ray of heat washed harmlessly over his shield, but promptly superheated the surrounding tiles which glowed orange, only for her levitation to seize two to the side of him. They twisted their flat sides towards him in quick succession, punching forward. Each clanged against him, left, then right like armored gloves. The structures supporting the tiles ripped apart like playdoh under the influence of the heat, the tiles themselves spinning off as Mandeville was repeatedly discombobulated.

He fired a haphazard ray, only to find his target had teleported onto the tiles above him. Fury in her face, Twilight’s magic gripped him, ripping him upward through a tile before slamming him down again into another.

“I will *never* let you hurt my friends again!” she seethed, horn aglow with blinding power. “*NEVER!*”

The resulting bolt was nearly a meter in diameter, and it carried Adrian Mandeville deep into the facility. It was a moment of building silence as it whizzed off, before a pink nova rattled the walls and expanded where Mandeville had vanished.

She stood, surprised at how exhausted she felt now that she could see colors other than red. She panted, perspiration dripping down her face. From heat or fatigue, she didn’t know.

“Alright *Twilight!*” she heard Rainbow Dash holler, before the others joined in to shower praise.

“I ain’t *never* seen ya’ like *that!*” Applejack noted, eyes agape.

“I hope you’ll never have to again,” Twilight said, approaching the amorphous shield. “Now let’s get you all *out* of th—”

All she saw was a flash, and a pair of humanoid legs in front of her, before she felt something blunt smash into the top of her head.

“Twilight!” several of them shouted, as Mandeville slowly advanced.

She had fallen back a few steps, and onto her back after Mandeville had slugged her across the head. It felt as though someone was driving a needle slowly into her skull, throbbing up the side of her horn. She felt the onset of panic, knowing it had probably meant a hairline fracture in her horn, potentially crippling her ability to cast properly. And further use would only make it worse.

A louder step told her that Mandeville had reached her at last. She felt him hoist her off the floor, hands beneath her forelegs so her hind ones dangled. He brought her to eye-level. “Give up?”

“I...” she murmured.

“Yes?!” he urged.

“I...” She couldn’t find words. Only actions would do. She wracked her brain for a spell, for anything she hadn’t tried. For some reason, her mind settled upon the memory spell that lifted her friends of the corruption of Discord. She leaned her horn in, lightly settling against his forehead.

Mandeville’s eyes shot open, any trace of anger leaving his face as his grip slackened. She felt herself fall with a thump against the floor, as the man rubbed his fingers over his skull, staring into the distance at something she could never hope to see. “What is this?!” he cried, terror in his voice as he rubbed his eyes over and over again.

“Where am I? Who—” he stopped talking, jaw dropping at whatever he beheld. “M-Mother?”

Twilight found it in her to frown for a split second, before she gasped quietly, as she realized what she’d done.

“No!” he cried, arm reaching for something. “Put me down! Put me down and *help her!* She’s losing... *Mother... no...*”

His left hand clutched at his face as his lamentation spilled down over it. His eyes never closed, face taut with pain.

She tried to step back, as slowly as she dared, but her hoof caught the edge of an uneven tile. She stumbled, hooves clattering as she righted herself. Mandeville’s distant gaze found her. “W-what did you *do?!!*” he demanded.

“Adrian,” she said, “I’m sorry! I—”

*"Why did you make me remember that?!"* Mandeville shrieked, teeth grinding together as the jeweled palm of the Bridge glowed with monstrous power. Twilight felt every follicle of her body stand rigid at the energies being summoned. *"WHY?!"*

She had no answer, but to brace herself, eyes unable to leave his.

This only appeared to multiply the man's fury, as he shook visibly. She swore the very platform vibrated with magic, restless and ready.

Mandeville threw his palm forward at her. *"WHYYYYYYYYYYYYYYYYY?!"*

She charged her own attack an instant before everything in front of her exploded with a blinding light. A swift, low-pitched zapping noise played herald to the Bridge unleashing the power of the two sisters upon her, an arcane beam with the girth of a living-room wall.

She felt a burning in her skull as she fired back, barely creating a buffer between herself and the deadly energies as they collided with her own beam. She skidded backwards, until the force had lessened enough for her to stand near the edge of the platform, all the while Mandeville's blast swiftly gained ground.

She was sure she'd never expended this much magic in her entire life, but even focused with Starswirl's Amulet, there was no holding back such absurd power. The fact that she was staving off her death for any amount of time against such a force was a miracle even she did not understand.

She knew, as the power crept towards her, that she would not survive contact with the beam. It would vaporize her entirely, if channeling her own energy through a fractured horn didn't kill her first. There was no escape. If she stalled a moment to teleport, she would be consumed.

Twilight Sparkle could not keep up such a pace, and she felt herself tire, as the crack in her horn deepened with the strain. The white hot power grew closer and closer, until she could see the multicolored brilliance through her own dying light.

Through eyes closed, eyes betraying tears, she could still feel and see the instant the beam touched her.

All at once, the world erupted in light.

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The first thing she noticed was an immense calm. A wondrous contentedness that settled over her, as though she had awoken from a twelve-hour rest, bundled in the softest, plushiest bed.

Yet she wasn't lying down. She was upright, such as it was. It wasn't until she wondered about the legs she didn't feel that she looked down and found them. The rest of her followed, as it occurred to her that her form might not have existed in this place until she willed it with expectation.

With the first pangs she had felt since coming here, she considered that this probably made sense, provided "here" was where she suspected she was.

"Twilight," a voice whispered, and she looked around. Where she was could almost not be described as a "place," just a void of white mist. As she thought to move towards the sound, she spared a thought to the surface she strode upon. Only then did she feel the softness of warm earth beneath her and heard the sharp sound of her hooves clapping against it.

As she tracked the voice, which called to her again serenely, she saw the path flow out in front of her. It flowed and curved exactly where she wanted to go, so that she was unsure if the path was leading her, or simply conforming to the place she already intended.

She peered into the fog, searching for landmarks, and so she found them. A windmill, gazebo and several thatched-roof cottages pierced the bright oblivion.

"Twilight!" the voice called again. She progressed to a gallop, flying through the empty streets of Ponyville.

Yes. As she put a name and memory to the place, her surroundings melded imperceptibly to her expectations, like in a dream. And with that, she knew where she would find what she was looking for.

She stepped into a clearing, where the Golden Oaks Library stood tall, unmolested. And sitting beneath it, smiling at her with the warmest and most inviting glow, was Princess Celestia.

"Twilight," she called, half caught in a joyful chuckle, "my most faithful student. You wonderful mare... I am so *proud* of you."

"Princess?" Twilight whispered, every feature agape. The alicorn before her certainly looked the part, save for her mane, the color of fairy floss pink. It was also static, not flowing as it had in life.

Celestia caught her gaze, idly running a hoof through the curls. "Oh, nevermind this. It's a matter of self-perception. How it looked when I was—"

Twilight bolted to her mentor's side. She wrapped her forelegs around Celestia's neck, which bent down to reach her, and she buried her face in the alicorn's chest as she sat down to meet

her.

Celestia laughed softly, one wing draping across Twilight's back as she nuzzled her gently.

"I missed you, *so much*," Twilight breathed, as her voice broke. She couldn't help it, as the tears came.

Celestia carefully shushed her as her embrace tightened. "Twilight, you're upset."

Twilight pulled away a moment, eyes still shut as she nodded her head, almost shamefully. "I *am* happy to see you. Really I am. I have so many questions, but..."

"Go on."

She dared to open her eyes again, avoiding her teacher's. "But I just wish," she gulped, "it didn't mean we had to die. What we've done will protect the world... but not for us."

Celestia's puzzled look switched instantly to one of enchanted amusement. "Oh!" she laughed. "My dearest Twilight, I'm afraid you misunderstand. Things aren't as bad as all that."

"B-but," Twilight started, looking up at last. "But I made so many mistakes! I assumed Rainbow died! I was all onboard to send my friends and myself to die, so *Discord* could get free and ruin everything you and Luna did for us! Just so we could *survive!*"

Celestia sighed, bowing her head as though she were a guilty child. "So terrible that *he* was the only thing left to avail you. This was not your failure, Twilight, but *mine*."

Twilight frowned, not understanding, but listening as attentively as if this were yet another lesson.

"I didn't trust anypony with the secrets of the sun and moon," Celestia explained, "and I felt it foolish to leave such knowledge anywhere but in the minds of my sister and myself. I counted on living beings needing us to prevent the cycle from being ended, that anything with the power to destroy us would think better if it counted on day and night to survive. It was one of many reasons I sought peace with the dragons, all too wary that they rely on neither.

"And worst of all, I too counted upon Discord's ability, when destroying Luna and I would mean unbinding him of his imprisonment. And when that was over, I have planned for months to try reaching the good in him."

Twilight quirked an eyebrow as the rest of her frowned humorlessly. Celestia, however, burst into a short chuckling fit.



“Yes, I *do* think there is good in him. It would take great coaxing, as even *he* doesn’t see it, but by far he is the least mean-spirited of the great foes to challenge Equestria. Perhaps, someday, we can cease borrowing time, and make a powerful ally instead.”

Her smile faded, as she turned to Twilight with guilt in her eyes. “I had never *dreamed* of sacrificing anypony but ourselves, leave alone you and your friends once his imprisonment was rebound to you. That you were all so willing to lay down your lives anyway proves you are so *unshakably* brave.”

She wrenched free of Celestia’s embrace, walking a short distance away. She didn’t deserve it. “But I abandoned the original plan! We should have gone to the meeting point first.”

Celestia laid down. “You improvised in the face of failure.”

“I let Rainbow and Applejack keep hating each other! I let this rift persist and ruin our only chance!”

“You chose to be patient, and not force their cooperation and resent your interference. You understand them better than that.”

“I’m the reason Adrian killed you,” Twilight added, unable to look at her.

Celestia recoiled, and then sighed. “I knew there was little hope he would keep that, once the cards were laid on the table between you.”

“Then it’s,” Twilight choked, eyes welling up, “true.”

“Twilight, you could never have known,” Celestia said firmly, “and I could never blame you in the slightest. I don’t think you even believed your magic was powerful enough to be used as a weapon against me. Adrian Mandeville is a shade more pragmatic, and a few shades *less* humble.”

“Even if that’s true, I,” Twilight choked, sobbing openly. “I led us *all* to our deaths.”

Celestia stood up, the slightest frown crossing her face. “Twilight Sparkle, now that isn’t even *remotely* true.”

“What?” Twilight asked, eyes drying before her hoof could even reach them. “B-but he... *killed* me! How else could I be here, with you?”

“Twilight,” Celestia cooed, “where do you think this is?”

She stared around, never before questioning the Ponyville that had emerged around her as she

wished it. “Isn’t this the beyond? If I’ve died, and there really is something after, this must be it, right? It’s only Ponyville because it’s where I feel the happiest.”

Celestia smiled at her sadly. “Twilight, with any luck you have many wonderful years before joining me in the answer to *that* mystery. You are very much alive. If you’d forgive me, more alive than ever you’ve been before this moment.”

Twilight frowned deeply, eyeing Celestia with uncertainty. “But how are you talking to me then? Why am I here? Where *is* here?”

Celestia sighed. “I’m so sorry to disappoint you, but I am not the real Celestia. Only a shadow of her. A memory. As complete and perfect as can be made, but a memory all the same.

“This place, if you haven’t guessed, is—”

“My *mind*?” Twilight asked, staring skyward, stars and constellations she knew all too well impossibly visible in the afternoon sky.

“Yes,” Celestia said, “and if I might be so bold, it is quite as beautiful to experience from the inside.”

Twilight found her staring as she was. “But, if I’m inside my own mind... what does that mean? Am I in a coma? Are you part of my subconscious, taking the form of Celestia so I’ll listen to you? Are you trying to remind me of something I—”

Twilight gasped, standing up straight. “How do I get back?! They need my help, and if I’m stuck I’m just going t—”

“Calm yourself Twilight, please,” Celestia said, placing a hoof on her shoulder. “Your perception of time has been quite skewed for this experience. Our conversation is taking place at the speed of thought. The world outside might well be standing still.”

Twilight’s breathing —irrelevant though it was— steadied, as she sat straight to listen.

“I am not merely *a* memory, Twilight,” Celestia told her. “Nor am I *your* memory of the Princess Celestia. I am the collective memories of her. Her knowledge, experiences, and I touch your mind with her intent to bequeath all of what I possess —all that I am— to you.”

“You,” Twilight gulped. “You’re passing all of your knowledge to me?”

“To start,” Celestia said, smiling.

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For what felt like a great while, Celestia's memories had explained everything to her. Some of what was, what had been, and even some of what was to come. The whys, the hows, *everything* she needed to know. Most importantly, what she had to do.

But now, they had broken, to sit contentedly with each other. To Twilight, it was almost perfect.

After several perceived minutes, Celestia said at last, "There is one last thing, Twilight."

"Princess?" Twilight asked.

"Yes. Something you must understand, before you've returned. Somepony you must forgive."

"*Forgive?*" Twilight asked. "But I've gone to special lengths to rid myself of hate! When I realized what it had done to Trixie... How unsatisfying revenge was on Adrian..."

Celestia nodded. "Yes. You came close to falling into all too effective traps. For all you have suffered, for the hurt and turmoil that has befallen you, you nearly always sidestepped them before it was too late. "

Twilight tilted her head. "*Nearly*, Princess?"

Celestia nodded, her smile fading. "I'm afraid a subtler trap has snared you, nearly into submission. It has colored every thought, every decision you have made in this ordeal."

She put a hoof to her back, and pointed the other towards the Library. "And it is in there that you will see it for itself."

The skies around them darkened, and she stared at the door as though it were a portal to Tartarus itself. She turned to Celestia, whose eyes were closed as she faced the great tree.

"No," Twilight whispered. "Princess, I don't want to go in there."

"I cannot make you do anything," Celestia said. "I can only offer a path. But know, this will be the best possible opportunity for you to reconcile. If you choose not to, then you face not only Adrian Mandeville, but your own demons."

Twilight stared at the door, unendingly. "Will you come with me?"

Celestia put wing across her back. "I am a part of you now, Twilight. Where you go, I follow."

Twilight stood up, hesitating. A struggle ensued, a desperate urge to go, and an overwhelming desire not to. When she finally stepped forward, even she was surprised.

They took slow, measured steps, but she was shocked at how short the journey was. In seconds, she reached the door. So familiar, so right, she pushed it open as though coming home from her latest struggle. But this time, she knew, what awaited was probably the worst struggle yet.

The library looked as she had always remembered it, but it wasn't of any concern to her compared to what was inside it. A small figure stood on the other side of the door, just inside the foyer. A small, purple and green figure.

"This place was a bit of a mess," Spike said, claws behind his back. "I tried my best to whip it into shape. Hey, Twilight."

Twilight stood in the doorway, heart and stomach doing backflips. Nothing could stop the tears silently rolling down her face.

"Spike!" she cried, crossing the distance instantly. Her heart was simultaneously glowing and shattering, over and over again as a maelstrom of conflicting emotions overtook her. All she could do was scoop him up, as gently as she could stand, and press his cheek against hers. His body against hers. She squeezed so tight yet nuzzled so gently, it would have broken the heart of even the true Celestia, whose shadow behind them stood no chance.

Twilight's silent sobs found their voice and she shuddered with each as Spike held her in return, claws weaving through the coat on her back. With something so simple, the sobs turned into out and out gasps as if she hoped to pour her very soul out.

"I love you!" Twilight said at last, before whispering in a stream. "I love you I love you I love you / love you..."

"I love you too, Twilight!" Spike exclaimed, his own eyes streaming. "I *always* have. You were everything to me, and what you said riled me up so bad, I was so stupid, I—"

"Don't you ever call yourself stupid," Twilight cooed, holding him even tighter. "It was my fault, I'm the reason you... you..."

Twilight wept anew, the thought of the word alone bringing everything back to her. Spike pulled away, claws on her shoulders as he looked her in the eye. "Twilight, we'd have gotten through all that, y'know? We had a fight, it's what family *does* sometimes. It was just... bad timing. More was going on that neither of us saw comi—"

"No!" Twilight demanded, jamming her eyes shut, placing both hooves to her temples. "Stop it! Stop trying to *rationalize* this! Stop *putting words in his mouth!*"

“Twilight?” Spike asked, stepping back as he watched her, finally looking to Celestia as she stepped forward.

“W-why am I *going* through this?!” Twilight demanded, rounding on Celestia. “Of all the things I’ve gone through, this hurts *so much more!* Why did you make me come here?! It’s so amazing to *see* him again, to *hear* him again, to *feel* him again! But...”

She broke down, sobbing violently, angrily. She screamed into her hooves, at such a high pitch she was almost paradoxically silent. “I KNOW IT’S NOT *REAL!*”

Twilight settled for wrapping herself around Spike again, who looked like he might shrug, but tended to her dutifully instead.

“It’s not healthy!” Twilight said. “I know I can’t obsess, and I haven’t! You can’t tell me I have to forget him, to let him go! But you *really* can’t make me do that by having me face his memory!”

“Twilight, you’re confused,” Celestia said, as softly as she could while ensuring she could be heard. “I would *never* ask you to forget Spike. Never. Your mourning has been terrible, but you have not obsessed. You are a mother that’s lost her child, Twilight. You will never forget him, because you love him, and that is *perfectly* alright.

“But I did not ask you here to forget, or detach. I asked that you find it in yourself to *forgive.*”

Twilight shook her head, squinting, nose scrunched as if against a malodorous stench. “Forgive *Spike?! For what?* He had nothing to be sorry for! I was *entirely* in the wrong! I can’t blame him for being... what, a little touchy? He was still so *young.*”

“But what would it matter anyway? He’s a memory, *my* memory! My mind could be putting words in his mouth, words I *want* to hear, but not that he’d say! It’s self deception! It’s circular reasoning! Is that what you’re asking?!”

Celestia smiled again. “I was not asking you to forgive Spike for anything. I only believe having his memory here with you would help you forgive the *true* individual.”

Celestia stepped around Spike to face her properly. “And you misunderstand something else about the nature of this experience. Something vital.

“You are correct. A pony’s memory of another is almost never perfect. It’s all about perception, and the less one pony knows another, the less accurate the memory will be. My memory, the Celestia you speak to, is as near to perfect as possible. I know things you do not, because I am the transferred memories of a pony other than yourself. Most everything you do not know about Princess Celestia, I do. And therefore, *you* do.

“So yes,” she said, starting to wrap up her thoughts, “the Spike before us is your memory of him... but it is the most accurate that exists.”

“Hmm?” Twilight intoned. “Most— Well, I suppose. I’ve known him longer than anypony else. But how does that stop me from making him—”

“Memories, in this state of consciousness,” Celestia answered, “are unfiltered by perceptions or delusions, at least in as much as recalling them after they have first been remembered. In short, this Spike cannot tell you anything you don’t truly believe he would mean. Your desire to hear a thing from his mouth means nothing to what *he* will actually tell you. He is what you believed of Spike, in your heart of hearts.”

Twilight’s lips parted, and she nodded in understanding, furrowing her brow as she thought. “So I need to forgive somepony. Somepony who isn’t Spike.”

She wound her brain, trying to think of what third party came into it all. She considered Celestia, but she felt no lasting resentment towards her mentor for what she withheld. It would be something that plagued her, according to Celestia. Something right in front of her face that she had either not noticed or...

She gasped.

Or perhaps not in front of it at all.

“Spike?” she asked. “Do you forgive... me? For all I said? For not being there? For allowing...”

“I forgave you the second I opened the door that night,” Spike said, “to meet you in Canterlot. And you did everything you could to help me when you knew I was in trouble. You did everything you could have done to save me.” Spike shuddered and hugged her, “And I was just so happy to see you one more time!”

She hugged back. “Me too.”

Celestia gave them their moment, waiting until Twilight’s eyes finally found her, one hoof still wrapped around Spike. “So, my student, have you gleaned anything from this moment?”

“Spike forgives me,” Twilight said, warmly, “which means I *believe* he would forgive me. So if I believe he would forgive me, that means... That means I can forgive...”

“Yes?” Celestia said, beaming.

With a glance into nothing in particular, she felt something equivalent to what CAIRO must have, but so the opposite of damning. In a second it felt as though a veil was lifting, a fog in her mind,

something deep and buried that ate at her from within. She had nearly become accustomed to it. It was all fluttering away, to be replaced by an unbridled sense of peace and security that she had not felt in so long, as she gave the memory of Celestia her answer.

*"Myself,"* she breathed.

Celestia's smile only deepened, ears folded in a gaze of maternal pride. She stood beside the two, a hoof over Twilight's back. "You are ready, Twilight. Here, and always."

"I *feel* ready," Twilight told her, wholly unable to stop smiling.

"Guide my ponies, Twilight," Celestia said. "Protect them. Prepare them."

Twilight scooped Spike up with magic and hugged Celestia around the neck, nearly dragging her down in surprise as they were met in a joint embrace. *"I love you."*

"Eh," Spike groaned. "That got a bit mushy," he warned.

"Don't worry," Celestia replied, "Twilight doesn't need words to know how I felt in life. And she'll carry that for the rest of hers."

Twilight nodded, and took a breath. She closed her eyes, feeling the warmth in their embrace, and released.

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Twilight awoke to find herself in little better circumstances than she'd left. The aches and pains she'd sustained were back, and the staggering heat of the power before her seared her front side.

The world returned to her as if standing still, but her perceptions were slowly shifting back to normal. The blast connecting to her horn was a brilliant wall before her, ready to swallow her up.

And yet, the only building agony was in her horn, and to the contrary the only thing apparently being consumed was the deadly wall itself.

Before her eyes the beam's diameter shrank, pressure building in her skull, until an arcane "snap" signaled her absorption of nearly half the beam's power. She could only compare the sensation to having a billiard ball shoved into her mouth, and somehow painfully swallowing it, spitting in the face of anatomy. And like swallowing a billiard ball, she felt terror for the ravages it was doing on the way down, and just what she could even do once it was locked away inside.

Indeed, her fractured horn lit up at the top of her vision like a flashbulb, and in a horrifying

second of blinding anguish she witnessed it shatter and blast out from her forehead.

Twilight hadn't the remaining faculties to appreciate what she had lost, as the remainder of the minimized beam slammed into her. She felt bones crunch from the impact, flesh and hair sear from the blaze, as she was thrown backwards off the platform.

The remainder of the blast continued without her, so deep into the facility that the noise from where it impacted with a building was almost absent as it was very nearly atomized.

Meanwhile, Twilight fell, barely conscious, and with no more means of saving herself.

The others watched from within the shield, as Twilight vanished from their sight. United, the other Element Bearers cried out, and for once their Elements responded.

A pulse from each necklace obliterated the orange shield containing them. The majority of the group charged Mandeville, who gave a howl and turned the Bridge on them. The man stopped short of firing at the group, as he beheld the gauntlet's side chamber containing the horn of Celestia. With a bewildered roar, he saw the chamber contained naught but a fine powder, some bony fragments still present in the mulch.

Rainbow Dash was the first to him, and the man's rage was interrupted as a hoof smacked him in the head as she vaulted over him. Mandeville turned to fire another bolt, missing as she too vanished over the edge, before seven bodies collided with him from the back. The fight was on, striking at Mandeville with every means available.

Rainbow Dash, however, had eyes only for her friend. She put on every bit of speed she could manage to catch Twilight. She could easily scoop her up before she hit the ground. There was no question.

And yet as she drew closer, and Twilight extended a hoof towards her, she noticed a number of cracks forming across her face. Twilight's expression betrayed that she felt the phenomenon, blinding violet light glowing through the cracks as they spread down her neck, and further and further down.

Rainbow dug further than she ever knew to accelerate even more. She knew if she caught her, it would be alright—

She only saw Twilight's eyes widen as the glow overtook them, like searchlights. In a split second, Twilight Sparkle exploded... literally exploded... before her very eyes.

Rainbow Dash struggled to stop, overshooting the place where her best friend had vanished in a shower of sparks. She looked up as she brought herself to a hover, breathless. There was *nothing*.



Finally, she caught a single midnight strand of her mane as it drifted down.

She stared at it, unable to comprehend it, unable to deny it. She shook, her lamentation pouring down her face before she too exploded, but in a howl of rage and pain. She blasted upward to rejoin the fight, steel rending as she passed, incapable of weathering her anguish and fury.

At last, Rainbow burst up overtop of the platform, aiming a flying kick directly at Adrian Mandeville's teeth.

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Once more, Twilight found herself in a very different place. The strain on her body was still immense, and her newly acquired wounds still present. This was no dream.

She stood amidst a vast dark field, like a cosmos in miniature. A pale blue mist filled the void between bright, beautiful lights littering the expanse. She was reminded of something described to her, only once before.

She was alone, but she was not afraid. She hadn't a name for this place, but it felt utterly safe. She took a calming breath, knowing she was here for a reason.

Then, somewhere in her chest, she felt a great tug. The strain she felt from the intense energy within her nearly doubled, before something brilliant and pink peeled itself away from her. She beheld it, the mote of raw power floating before her, before it zipped sideways out of her vision.

She turned to find it, only for it to appear on the other side, circling her. Then there were two of them. Three of them. The energies smeared and expanded to enshroud her. And as she watched, she felt herself lifted off of... well, certainly not the "ground."

The whirling power began to encompass her vision as she rose, and she surrendered, closing her eyes and lifting her head skyward. If skyward was even the term.

As she did, the maelstrom of power focused inward, and she felt her body being destroyed. There was no pain. There was no grief. She just felt her ruined shell fall away. Recycled. Repurposed. Remade.

As if surfacing to take a great breath of air, the power coalesced and focused, before exhaling in the form of a flash that consumed the void entirely.

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Adrian Mandeville whirled and struck like a berserker, his fury rising as his blows grazed or

missed their targets completely. He lashed out in short bursts, mind too clouded to aim properly. And when he was repeatedly interrupted by a kick from Applejack or a flying tackle from Rainbow Dash, he paused a moment before retaliating mindlessly, as if insulted that they had as much as inconvenienced him.

Finally, his arms flailed incoherently, before he spread them out with a bellow as he unleashed a shockwave with the force of a bomb.

Those on the platform were blown off their hooves, leaving Mandeville to huff and shake where he stood, daring any of them to retaliate. Mandeville got his wish, as a still airborne Rainbow dove in once more.

In a sudden moment of focus, Mandeville's gauntleted hand collided with the pegasus, seizing her around the mouth and directing her momentum into the floor before him. She groaned as her head slammed into the steel tiles, staring into Mandeville's pitiless eyes as they narrowed dangerously.

Rainbow fought to get up, her voice muffled against the palm of the Bridge, before rays of light began streaming out from the gaps around her mouth as the weapon's carousel spun.

Realizing what was about to happen, Rainbow let out a muffled scream.

At that moment, a blinding flash overtook everything, and even Adrian Mandeville stayed his hand at the sight.

Beyond the blown-out windows, something unbelievably brilliant erupted into existence. Tremendous energy rippled through the air, as the source came ever closer.

As several of them braced for impact, the object appeared to them in the early morning sky. An array of stylized stars. Two, then four, as a massive violet star played centerpiece. Two more completed the visage as it made to land just beyond the missing glass.

The symbol was recognized by all, too familiar to mistake. Twilight's cutie mark.

It landed with a final blinding burst, the shape dissipating as something appeared within it.

She felt form once more, legs landing softly on the cold steel. As the light around her receded, she felt a desire to see. Her eyes resisted at first, as they started to open. After all, she had never used them before.

At last, she looked out, and found the faces she sought. But before she could join them, she had other business to attend.

Pressed to her side, they rippled out, stretching before her. She was surprised at how natural it felt to command them, as a pair of downy, mulberry limbs spread with effortless grace. Hardly larger than another pony's, but then, she had perhaps gained only a few inches in other respects as well. Just as well, as she rather enjoyed being the size she was.

Friend and enemy alike beheld her like a phantom, and perhaps she was. And still, she could not greet them yet.

Instead, her new limbs flapped. Once. Twice. And again, her form was wreathed in light as she lifted over the ground, forelegs reaching to the sky.

They that witnessed it dared not look away, jaws agape as a warm glow filled the horizon, as the new dawn graced them. At that moment, the sun had risen in Equestria.

And against it, Twilight Sparkle, who surveyed all present for the moment of her rebirth...

...and smiled.