

*Author's Note: Another fan-artist deserves a shout-out! Everyone should immediately head to DeviantArt and look up user [FamilyWing](#), and give that loveable rogue a watch! He's going to be doing a lot more CRISIS: Equestria art in the future, I guarantee it, so be on the front lines! Also, many thanks to the fans who submitted Cookie Dough and Haute Couture. I enjoyed working with them this chapter, and am looking forward to working with the next pony in Chapter Twenty-Eight - Honey Buns.*

## CRISIS: Equestria

### Chapter Twenty-Seven: Impropriety

Briarthorn wove his way through the streets of Hope's Point, seven mares and one other stallion behind him avoiding all the pedestrian traffic they could. All eight of them stared in curiosity and wonder at the city around them which fully lived up to its name. At the entrance there had been a very clear set of buildings and stations intended for easing weary travelers into the city. Further in, the city itself unfolded into view. The streets weren't paved with gold as they'd heard Utopia was, certainly, but this place was most definitely the highlight of their journey thus far.

The city loomed around them, much larger than Rainbow Dash, who'd flown over just days before, had initially described it. At first glance it was about the size of Canterlot and certainly shared its most noticeable quality of being built into a cliff. Hope's Point differed enough from Pandemonium to make them rather glad they hadn't been traveling all this time to a smaller version of that city. No skyscrapers towered into the air, no massive factories choked the air with smog, and most notably, the Beacon's veil was not obscured in the sky, which through the color of the force field actually looked quite pleasant. The crowded streets bustled with ponies of every kind, all of them looking quite content, even ecstatic, just to be within the safety of the port town. Businesses flourished, the streets were clean, and everypony wore bright smiles. For the first time in weeks, the six mares from Ponyville almost felt like they were at home.

The second thought on their minds was their new 'tour guide', Briarthorn, whose bizarre way of speaking and peculiar mannerisms kept the group on its hooves, not wanting to miss anything.

"Now I hope it's immediately obvious that Hope's Point isn't just Hope's *Port*. We're a full-on metro-plexo-opolis," Briarthorn expounded airily as he walked them past row after row of clearly personally-touched buildings, from houses to apartments and small corner stores to large grocery marts. He flapped each of his wings independently at the particularly impressive ones while simultaneously gracing his tour group with a pleasant breeze.

"We don't have much in the way of what you might call... a *standard* civic structural

cohesion.” He rolled his eyes in thought. “But that’s because we’re, to be frank, as completely autonomous as a city can be! The city’s... how should I put this? Founder? Sure, the *founder* declared us a sovereign nation. City-state all the way.”

“To make his long story short, they’re completely independent of Pandemonium,” Tick Tock interjected.

“That doesn’t seem possible,” Flathoof observed, doubt tinging his voice, “How do you deal with the New Pandemonium Armed Forces? They were established specifically for the purpose of ensuring no other civilizations existed on the northern continent. Got a whole air force and army and everything to handle folks like you. I’ve been curious about it ever since I first heard of this place.”

Briarthorn gave a boastful wave of his hoof. “We’re just that good! Have been for two whole generations, ever since this place got started up. The original ponies who lived here nominated the founder as their King, and he passed down the mantle to his son, who passed it along to his daughter, who is our current Queen. All of them, the best of the best of the best class of ponies.” He chuckled, “I wasn’t *completely* flatter-smacking my boss when I was giving her derivatives of royal, that’s for sure. She *is* the Queen. And that’s an attractive thing about her.”

He noticed a few of them giving him awkward looks. “Hey, don’t arch every lovely eyebrow so quickly, ladies... and gentlecolt. I’m not *just* thinking about the junk she’s got rummaged in her trunk. I mean, yes, yes, yes, personally, she is a beauty, a doll, a gem, but! She *is* the ruler of an independent place in a *really* dependent world. She is *really* a Queen, and here, *the* Queen. Of everything! Everypony around here knows her, loves her, and frankly I can’t blame them. Wonderful mare, she is. I think the NPAF is actually scared of her, you know?”

“She certainly sounds *fascinating*,” Rarity hummed, “I’d love a chance to meet such a splendid pony. I may not be good Mister Lockwood, but I understand the importance of making social connections with the right ponies in the right places, and having a *queen* on your list of friends must certainly be quite a perk! Why, Twilight here is proof enough of that. Thanks to her, we’re not unaccustomed to being in the presence of royalty, are we girls?”

“Well...” Fluttershy peeped, “I don’t know. Meeting the queen of a foreign nation on a... um.. new continent, sounds like it’d be different from having a conversation with any of the Princesses...”

“Oh nonsense, I’m certain we’d handle ourselves marvelously if given the opportunity,” Rarity laughed, “Just a little class and dignity, and as long as you all let *me* do the talking, and we’ll be sitting pretty in no time.”

“Somethin’ tells me the Queen here ain’t o’ the fancy persuasion,” Applejack said bluntly.

Briarthorn continued his spiel, waving his wings around broadly to gesture to the ponies walking to and fro around them. “Ponies here have come from both Pandemonium and Utopia, but both for very different reasons. Most Pandemonium ponies come here to either escape the city’s problems, or to strike out a nice little life of profit and comfort. From Utopia, either we have ponies coming out here to help to needy here and in Pandemonium proper, bless their precious bleeding hearts, or they’re the adventurous type and want to have an enjoyable vacation! My dearest little Queenie - pardon, her Royal Highness - she can give them that. A veritable steamy mixy gumbo of ponies from *all* walks of life. We have your business centers, your residential neighborhoods, your seedy underbelly - don’t worry, all perfectly harmless!” He added, seeing a nervous look or two from Fluttershy and Rarity.

“This place is sounding more and more like Canterlot all the time,” Rainbow Dash whistled, “Canterlot might be a ritzy place all-around, but heck if I haven’t seen all *sorts* of ponies there, not just the fancy-schmancy types Rarity hangs with. The Wonderbolts may be high-class fliers and everything, but most of them used to be real middle-class folk before making it big. I’d like to think becoming famous didn’t change any of them. The ones I’ve met seemed pretty ‘normal’.”

“Ooh ooh!” Pinkie chimed in. Her voice was clear, as her helmet had been removed and strapped to her side. “I know a few ponies in Canterlot that love *my* kind of parties too, not just those high-class ritzy ballroom shindigs.”

“It certainly doesn’t *look* like Canterlot, to be sure. Canterlot’s architecture, while certainly profound and beautiful, is rather uniform. These buildings are all much more... custom-styled, as t’were,” Rarity observed, “And just *look* at all of these ponies! So many of them are so colorful and bright! Not at all the common *drab* shades we saw back in the city amongst the general populace. Why, even dear Lockwood’s coat color is quite common. I do see a few of those types here and there, but even then *they’re* wearing such colorful clothing.”

“I don’t get it though, why’s everypony still wearin’ clothes out here? I thought that law was all Pandemonium’s hogwash?” Applejack asked.

“If you’re trying to get me to take my clothes off, southern comfort, you just need to ask,” Briarthorn said with a broad grin. Applejack rolled her eyes in response. “Well, at any rate,” he said with a shrug, “We’re all just used to it I guess. There’s certainly no *law* saying you have to wear clothes. The Queen basically gives us all a free pass to do what we want here, so long as we’re not hurting anypony. We do get a few ponies here and there that choose to go stark through the streets, of course. It’s just not... received well. I certainly don’t mind, but by the stars and skies above us, some ponies just do. Not. Have the figure for it. Now, if a few of *you* were to take that option...”

Rarity brightened, not paying Briarthorn’s last sentence any heed. “Oh, and they *do*

actually have some semblance of fashion sense! So many bland clothes back in the city - you haven't *any* idea how difficult it was to whip up unique outfits for us all. Oh my, I'm awfully embarrassed to be wearing my dress in such *shoddy* condition..."

Briarthorn sidled over to Rarity with a slight spring in his step. "Madam Rarity, I didn't say a word about your clothing, and I like a good suit suite, because what you've got *could've* been a conscious choice. You're a bold lady, if I might be so bold, myself. Because you're bold, I said *to* myself, 'she must know it's got just the right kind of wrong to it'." As he spoke, his smile widened. "When ripped, it shows off that gorgeous figure of yours. Or rather, the figure I *know* you've got once you get a mind for good and a meal just as good back in you. You could... no, *should* be one of this cruddy little town's *top-of-the-tip* models with a figure like the one I've got in my head and the one you'll have tomorrow."

Rarity gave an awkward laugh. "Well... thank you, I appreciate the... compliment? I suppose it *was* a compliment, of course. Ah ha... yes, well, I'm used to hearing that sort of thing. I can't say that thought never crossed my mind, but my calling is *making* dresses, not necessarily *wearing* them." Briarthorn wiggled his eyebrows at her last words. She gave an annoyed sigh, "What I mean is, *making* dresses is my passion. I have little interest in modeling them."

"Oh who d'ya think yer tryin' ta fool Rarity?" Applejack chuckled, "Ya know dang well that if y'all were able ta get yer hoof in the door wit that whole modelin' business, ya'd jump right into th' opportunity."

Rarity rolled her eyes. "I'm going to assume that that too was a compliment about my figure, Applejack, and I appreciate it. I must say that I'm touched, and a little surprised, frankly, that you agree with Mister Briarthorn."

"Please. Madam, Lady, dare I say, Mistress? For you, Rarity, no need for the 'Mister' moniker," Briarthorn insisted as he stopped walking. He took up her hoof and patted it gently.

"Yes, well-" Rarity started, trying to politely ignore his forward gesture.

"How much longer until we get to this food joint anyway?" Rainbow interrupted, "Could we just keep moving and not waste time schmoozing?"

Briarthorn turned towards Rainbow Dash, narrowing his eyes with mild disappointment. "My apologies, Miss Dash," he said apologetically, "We're almost back to normal, but I just can't dismiss the parts of you that aren't going to be fixed with food or fabric." He flapped one wing a few times, motioning for the rest of the group to follow. "When I saw you, I wasn't *just* thinking opportunity for hay-rolls," he continued in an almost solemn voice, "You've been out in the wastes. That's serious stuff, right? So would you rather me harp on about your troubles?"

“Well no, not really. We’ve had enough of talking about the crap we’ve been through,” Rainbow agreed.

Briarthorn nodded gently. “That’s the typical thing, isn’t it? What a therapist might call ‘consolation’. But it keeps all of you back out there in your heads, doesn’t it? So my instinct pulls me away from that. Therapy is for when you’ve got the mind to reflect at all. Do you all prefer when a stallion ignores the good in you after so, so, so much bad? I’m just pointing out what I like about you all.” He smiled openly again. “Does it bother you so much that the pony who let you into his home would want a little time to stop, and-” His voice dipped back into its usual candid tone. “Get to what problems I *can* handle for you? I’ve put aside my plans for tonight, if you’re interested.”

“Is that a... trick question?” Rainbow’s wings ruffled. “Because honestly, I’d rather eat than have to spend any more time with *you*.”

Briarthorn inhaled sharply, but his wily look didn’t falter. “Ooh, ouch. My double-apologies. My instincts aren’t always great, are they? Not for everypony, some exclusions apply, consult your doctor before using.” He raised one eyebrow. “Be assured, my *dear, lithe, and lovely*,” he said, watching her bristle at his words, “Rainbow Dash, food is your imminent future. You’ll have to tolerate me for *just* another block. Or two. Or three. Or four, can’t remember. We’ll be able to see it. Now, now, now if you ask me... well, I know by now at least a few of you *won’t*, so I’m just going to provide the answer for you: Buns ‘n’ Stuff is the single best restaurant in the city. Immensely popular, line stretching out the door from business hour open to business hour close. But Lockwood knows the owner and introduced me some years back! You give me two shakes of any of your tails- metaphorically-” He muttered something that sounded like ‘for now’ under his breath, then smiled again. “And I’ll get us a table lickety-split. No muss, no fuss. The things that mare does with Dolor foods, mwah!” He kissed his wingtip, and waved the kiss into the open air. “It’s not surprising the place is packed all the time.” He suddenly had a pained expression, the first the group had seen. “Well, okay, hold on. Let’s not set ourselves on the future so hard it hurts! I don’t want to make your hunger *worse*, ladies... and buff guy.”

“Oh no... more Dolor junk?” Applejack groaned, “Frankly, at this point, I’d eat anythin’, but I was hopin’ fer some *real* food. Them rations we all took with us weren’t all that fillin’.”

“Hey, hey, hey, hold on now. If you’re groaning for home-grown, she’s got real stuff too. Naturally! I think. But,” Briarthorn said with a flick of both his right hoof and wing, “But! Outside of the really, really, I mean *really* ritzy joints back in Pandemonium, you can’t find some of the more delectable Dolor brands that we in our humble little hamlet somehow have in *ample* supply!”

“So then why do you only give the crummy brown stuff at the gate, huh?” Rainbow asked incredulously, “If you’ve got all the sweet score in here, why not pass it out a little more

generously at the gate?”

Briarthorn didn't miss a beat. “If we gave out all the good loot out at the door, why would anypony want to come in and stay?”

“Surprisingly logical,” Tick Tock agreed, “Everypony knows this city has the goods, but getting in is the tricky part. I hear you all are still worried about saboteurs? Even after all these years?”

“Without a shadow of a doubt. It's only gotten worse in the past week or so.” Briarthorn's face scrunched up as if a foul smell had suddenly wafted into his nose. “We've had a lot of ponies come looking to get in the standard way. A lot more than normal and half of them were immediately suspicious. They *never* have a voucher, they *never* have a story that corroborates under those background checks, and they've *never* and I mean *not once* avoided our turning up dirt that they were with New Pandemonium Armed Forces in some way, shape, or form. That hellscape's military is, under no circumstances, whatsoever, ever, ever, *ever* allowed into this city, whether they currently work for them or used to or are aspiring to or whatever. It's not hard to figure why: anything goes wrong with the shield, and the whole city is open to attack, and you can be *damn* sure Pandemonium would try to 'reclaim' us. Police aren't a big problem, they don't get along well enough with the NPAF to be in cahoots, but we're still even *more* diligent on cops, of course, than we are with regular folk. Never can be too careful.”

Flathoof looked a little nervous. “Cops? Do you get... *much* of the NPPD out here?”

Briarthorn eyed Flathoof for a moment, letting his eyes drift down to the red stallion's Cutie Mark. He stopped walking, and the whole group stopped behind him. His voice turned slightly cold. “Cops usually aren't that dumb. They're paramilitary. They're not troops. They're detectives at best. Agents. But we've had a few, and you know what? Bla- *the Queen* hates them. I think she might hate them *more* than the actual military. They'd trade secrets, not missiles. We've only had a few, but I will guarantee you this: if a cop comes into Hope's Point, he's not going back to New Pandemonium. Nice set of hoofcuffs on that swole flank of yours, big guy. You wouldn't happen to *know* any cops, would you?”

Flathoof began to sweat, and was about to open his mouth to speak when Tick Tock opened hers first. “This big bloke? Heh, oh sure, he knows *plenty* of cops.”

“T-Tick Tock!” Flathoof hissed.

Briarthorn cracked his neck, preparing to reach into one of his pockets. “Does he now?”

Tick Tock continued, her expression not even remotely nervous. “Oh, but not for what you think, so you can relax. Ol' Flathoof here is a career criminal. Always doing porridge, this big hench bloke.”

Briarthorn raised an eyebrow. "*Hench?*"

"Beefy. He's strong, right? But he's a little slow, if you follow. In the head sometimes. You must've picked up on it. Can't imagine what Lockwood sees in him."

"Are we going to keep making that accusation all day?" Flathoof sighed, "How many times do I have to deny it?"

Briarthorn stared at them for a bit, then dropped his hoof. He smiled again. "I trust Lockwood's judgment. Wouldn't vouch you if I didn't. And criminals, well, we get plenty of that type around here. Just know... *hench* dude, that while we don't mind a pony rough around the edges, there are some kinds of law-breaking the Queen isn't going to tolerate. Her Majesty likes her city clean not just of your average litter, but *pony* trash as well. So what got you that nice, sizeable permanent record, huh? Must've been a lot if *getting arrested* is your particular skill."

Flathoof's eyes darted back and forth, and he quickly answered. "Oh... just small-time stuff. Looting, mostly. Petty theft. Pandemonium's pretty lenient on that kind of stuff. In the pokey one night, out the next. Yeah... whoo, I made more money stealing, getting caught, and paying my way out than most ponies did with real jobs. Beating the system, I say."

Tick Tock rolled her eyes. "See? Just a bunch of stupid stuff. Filching tellies and what-not. Nothing serious."

Briarthorn smiled and continued to walk. The group followed, trying not to sigh with relief all at once. "Larceny and bribery! Now that's just a fun time, isn't it? Useful tools for your toolbox- just don't fall back into your *grabby* habits around here, buff guy. We want to keep things nice and easy for your stay. A bribe or two? That's just common courtesy, really. Always room for that no matter where you go. I've already had to bribe... what was it? Three ponies today? One of 'em was the Queen herself, too. And hey, it's not even always money. Sometimes it's little charm and good looks, which I know you all know I've got." He grinned, ignoring several looks of incredulity and a look of clear distaste from Flathoof. "Sometimes it's favors. Hell, what do you think Lockwood's done *all his life?*"

Flathoof coughed and gave Tick Tock a very brief look of gratitude. "Yes, well, I can see why you'd want to keep certain ponies out if you want to keep this place safe. Don't worry about me, I've put that life behind me. Um... so, does the NPAF often try to attack the city?"

"Does about twice a month sending an air carrier this way to scaremonger everypony count as 'often'? A literal physical reminder for us that if one little thing goes wrong, the city's as good as dust and *if we're lucky*, we're rotting in prison a little while before being *inevitably* tossed into the Blood Mire. Again, if *you're lucky*, you're already dead at that point. Let's take a looksee..." Briarthorn casually took a small, complicated-looking device covered in buttons and

knobs out of one of his many pockets and looked at it intently for a moment. “Well, if the guys doing the mapping aren’t being idiots, and most of the time they do a pretty good job, we can expect a fireworks show before the week is out. Missiles, magic blasts, bullets, acidic flak sprays, the works. Great fun, bring the whole family out to watch. Nice even progression up to a final act - gotta *love* that fancy AMRG-22000. Makes a real nice spectacle. Real shame for them it doesn’t work on the shield. When the big guns come a-knockin’, I think the guys working the street-sweet booths actually *do better*. Now, me? I like being say, a mile up, just behind the shield on the off-chance they can see me blowing a raspberry. Really, they’ve been extremely obvious that they’re going for ‘random’ attacks, oooo, scary!” he mocked, waving his wings and hooves in fake ominousness. “But please. The city’s gotta file their crap in triplicate just to order somepony to sneeze, so we’ve kind of picked up on the pattern. The Queen likes to organize little banners and junk to put up when we know they’re coming, just for a laugh. She only makes good guesses. I figure there’ll be fliers out by say, what, tomorrow? Usually a day or two before the attack, by the latest.”

“End of the week... goodness, that sounds dangerous,” Rarity nervously pointed out, “Wouldn’t the attack ships pursue anypony trying to leave? How horrid...”

Briarthorn turned and pat her hoof reassuringly, with an ‘accidental’ brush of his wing along her side in the process. “Oh, my lady, trust me, they do. That’s why we’ve got the best, *best, best* ships and pilots in the world here. All custom-built and self-trained, respectively, better than anything the dumb military can offer.” He spread his wings and gave a sharp salute. One of his wings again brushed along Rarity’s back. He stayed frozen for a half-second in the perfect pose of a precision pilot. “If you’re worried about ships making dangerous gaps in our big ol’ snowglobe’s force field, don’t be. *Our* ships? Don’t even use the shield for any of our countermeasures. *Their* ships? Never even dented it. I can assure you, personally, Lady Madam Rarity, that even if the attack is scary, no cruel fate will be befalling you or your lovely companions... or Lockwood, or your big guy,” he added with another perfect bow, tucking in his wings so quickly Rarity was late in feeling offended as it brushed her flank a third time.

They followed him around another corner, and as Briarthorn had said, they could now clearly see their destination. It was a modest-sized building colored with bright pink and blue stripes. The awnings looked like white, fluffy frosting that had been applied with meticulous care. The windows were spaced evenly around the building, their frames lavishly decorated to look like graham crackers. The roof was also decorated with the same frosting-like material as the awnings and was topped with a candle, itself topped with a bright glowing light that illuminated the streets below with a bright pink hue. It resembled a freshly-baked chocolate birthday cheesecake.

“Oh wow...” Pinkie gasped, “This place reminds me of Sugarcube Corner! Mmmm... it looks *delicious*! I bet I could eat the whole place all by myself, plumbing and all!” She gave a long, drawn-out lick of her lips in anticipation.



"It certainly does have that air to it, doesn't it?" Rarity observed, "And so crowded, and in the early afternoon like this?"

"Late afternoon," Tick Tock clarified, "Just nearing supper time, actually. It seems we arrived at precisely the right time."

"Or *wrong* time, if we ever wanna get in..." Applejack muttered.

Buns 'n' Stuff was, as Briarthorn had said, incredibly popular. A long line stretched out the door all the way around the building's edge and circled back around the other side, switching directions back and forth several times whenever it met itself. The entrance was the only part of the exterior not blocked by the ever-growing line, and it came complete with what looked like an actual, honest-to-goodness bouncer outside the door.

He was a dark green earth pony stallion certainly bigger all around than even Flathoof. He wore a black suit and tie and a pair of sunglasses despite there being no sun to shade his eyes from. His brown mane was incredibly short and his tail tied up so that it was neatly tucked behind him. As they approached, he lifted a hoof to stop them.

"Hold on, kids," he said in a gruff voice, "What do you think you're doing? Can't you see the line? To the end of it, all of you."

Briarthorn skipped forward. The other stallion's mouth curled into a disdainful frown as soon as the pegasus approached. "Hey, hey! Ironheart! Good to see-"

"*You*," the other stallion snorted, "I thought I told you you weren't allowed back here until you paid your tab? You damn near put the boss out of business last time you came in."

Briarthorn looked genuinely shocked. "What?! Me? Of all ponies?" He shrugged. "Yeah okay, I ran up a pretty meaty tab, but everypony in the city heard about that little shindig! And look at this place now! Out of business my glorious golden ass. You guys must have easily done an extra twenty percent *minimum* from the raw amount of business during and after that little half-the-city get-together than you had before. Come on. Cooooommme oonnnn. Who's your *buddy*?"

"I don't care if we outright *doubled* our profits, *ace*, I'm not letting you back inside until *you* pay *your* tab. Rules are rules, and right now, I'm the law here. You got a problem with it, take your business elsewhere. I won't miss you."

"We can always go someplace else if this is a problem," Tick Tock grumbled.

Briarthorn blinked, honestly astonished for a moment. "We could, but... you all just suffered what's been certain death for too many ponies. As far as I'm concerned, this place is

the ritz, and you should get the ritz.” Briarthorn rubbed his forehead with a wingtip. “Mister Nice Guy nearly dies getting you here, and I don’t think he entrusted me to just take you all to somepony’s hot pretzel stand. No, no, no. You give me a moment to think. I owe Lockwood at least that much.”

Briarthorn tapped his chin, and paced for a moment, murmuring half-formed words in the back of his throat as he went. There was a look of real distress in his expression. Then, his wings flared as if something had struck him. He turned his head, narrowed his eyes, gave a sly smile, and approached the large bouncer stallion again.

“Okay. My tab? I’ll settle it. Fine. Just... let me talk to your boss, yeah? Let me sort this out *directly*. I didn’t know she was so gung-ho about kicking *me*, of all ponies, out for a tab, uh, delay - I thought she was joking! A real kidder, you know?” The stallion just gave him a stern look and didn’t budge. Briarthorn reached into his pockets to pull out a large golden bit, which he flicked to the earth pony. “There, happy? I’ve still gotta see your boss. I’m looking for *immediate* reservations here. Very hush hush, just between me and her, comprende?”

The stallion looked at the bit, and cautiously placed it between his teeth. Pocketing it, he opened the rope behind him and let Briarthorn through. Rainbow, who’d pushed herself to the front of the group, attempted to follow, but was quickly barred by the earth pony’s hoof. “Ah ah ah, lady. *He* can go through, but nopony else gets in so easy. When he’s done talking to the boss, we’ll see about the rest of you. Otherwise, get to the back of the line.”

“Oh come *on!*” Rainbow sputtered, “Sweet Celestia, I am getting sick of not being let into places. This is some cruel joke, it has to be. Uhhh... oh! Stop asking questions, let me in, I forgot my keys!” Ironheart just stared at her with one eyebrow raised. She gave a nervous shrug. “Well, worth a shot.”

Briarthorn turned and gave a reassuring salute with his wings, one out, one bent to his forehead. “Now, now, now, don’t sweat it, my fine line of lovely ladies... and dude,” he added with a shrug at Flathoof, “I’ll be back out in, I dunno, twenty seconds? Maybe thirty? I’ll work this out and we’ll be in business in no time, you’ll see. Lockwood’s not the only pony capable of having a smidge of resourcefulness around here, but boy does he give good lessons on the subject. Let’s let the student apply some of the master’s technique. Be riiiiight back, girls... and dude.”

Briarthorn entered the building, leaving the seven mares and Flathoof behind to sit and wait outside the establishment. So they waited, taking the opportunity to observe the city without having to listen to Briarthorn’s motor mouth. That was one thing they hadn’t noticed about the city before: the sounds. Ponies here were actually talking with one another, just like they would back at home in Ponyville. In Pandemonium, they rarely saw two ponies even look at one another while walking through the streets. Apart from yelling at one another for being in the way, of course. Here, everypony seemed to be part of a real community. More and more it was

reminding them of home and how much they wanted to be back.

A moment later, and Briarthorn exited the door and waltzed over to the group with a massive smile, not at all attempting to hide any sense of smugness. He gave Ironheart a small note, which the other stallion hesitantly took and began to read. Ironheart rolled his eyes after finishing the note and released the rope behind him again, gesturing for them to enter. Briarthorn gathered the others together and ushered them to follow, his smile widening by the second as he opened the door and waved them into the establishment one at a time.

Buns 'n' Stuff certainly was impressive on the inside. Like the outside, it was decorated to look like various desserts. The walls were painted in very bright, colorful stripes that gradually faded from one color to another as they circled around the room, starting near the door with pink and blue, then going around into white and green, brown and yellow, black and red, and back around to pink and blue. The building was filled with tables that seated a very large variety of ponies of all shapes and sizes and breeds, all dressed in fine dress attire of every color and style they could imagine. Waiters and waitresses circled the room with trays of food that they delivered to tables, and the sight of anything at all on a plate made the group's mouths water. Earth ponies worked on carrying out the large trays and placing them out on the tables, unicorns took orders and jot them down on notepads, and pegasi circled the air with pitchers of drinks, sets of napkins and silverware, or dirty plates to ensure fast service.

Following Briarthorn, they left the doorway and headed along a hall that was prominently decorated with a rug that almost looked like frosting. They came to a large rectangular dining room, big enough to easily fit a few dozen ponies comfortably. It was completely empty, and other than the single, very large dining table in the center that had been decorated and prepared to seat ten, all the tables were lined up to lean against the room's walls. Staff members were busily setting up equipment on the main table: plates, utensils, glasses, napkins, etc. One staff member in particular, a unicorn stallion with a blue coat and darker blue mane, tail, and finely trimmed mustache, hurried over to them just as they entered to room, and, without a single word, ushered them over to the table so they could begin taking their seats. He, Flathoof, and Briarthorn helped the mares into their seats, the latter of which making very open decisions about where everypony was sitting, particularly that he got to sit next to Rarity at one head of the table.

All seated at last, the group took the opportunity to look around the room they'd been seated in. Wonder and awe spread across their faces as this dining room was specifically decorated to look easily fancier than anything the rest of the restaurant had to offer. The ceiling was domed and white, with a bright chandelier in the center. The walls were painted a light, golden brown, broken up by randomly-placed splotches of richer, darker brown applied in intentionally not-quite-perfect circles.

"Mmm... oh wow, the walls look like *cookies*," Pinkie cooed, licking her lips, "Chocolate chip, my favorite! Must. Resist. Urge. To eat. WALLS!"

Even Rarity was impressed. "I must say, this décor is simply *splendid*. It reminds me of this one sweet shop I visited whilst in the company of Fancy Pants. Very elaborate, very tasteful. Tasty-looking too, I might add."

"Speakin' o' tasteful 'n' tasty-lookin', where's the dang grub?" Applejack impatiently huffed, "I'm sittin' here starvin', an' y'all brought us ta some ritzy joint where we gotta sit 'round with salad forks or what-have-ya? Shoot, a dang hay-fries stand would've been a better choice. Fast, fresh, 'n' easy."

"Easy, easy, easy, little miss southern comfort," Briarthorn laughed, "I just got finished guaranteeing that the lovely owner of this fine establishment would set us up with a feast fit for royalty! Those kind of *hors d'oeuvres* might take just a moment, but if you keep the faith and stick with trusting me despite my *reprehensible* manners, you will not be disappointed. Considering all the spiel I gave that dear young filly, I'd expect to be getting everything in... oh, say, three minutes?"

About four minutes later, the double doors into the dining room burst open and a half-dozen ponies carried into the room the grandest plethora of foodstuffs the party had ever seen. Everything was carefully spread out on the table in front of them. The only things keeping them from gorging everything right then and there were the lightly glimmering barriers of magic keeping the heaping piles of food steady on the platters and trays as they were set up.

What really astounded them was what was available. They could see what certainly looked like real food at first glance on all of the plates. Bowls of strawberries and whipped cream, trays of sliced carrots, bananas, and squash, plates loaded with assorted types of melons, and at the center of the display, a big platter completely covered with flowers of every kind from daffodils to violets. The one thing that seemed odd about it all was that every single piece of food glistened as if it were perfectly fresh, perhaps even polished, including the flowers.

A dark gray unicorn with a short, straight, pure white mane and tail, with a matching curly mustache stood at the doorway. He wore a very prim and proper black tuxedo and tie and a tiny silver monocle upon his right eye. He diligently watched a tiny stopwatch on a chain connected to his tuxedo pocket while his horn glowed with the same color as the magical barriers. Rainbow, Applejack, and Pinkie all eyed him with a little disdain, as he was now the only thing keeping them from their food. As soon as the last tray of food had been laid out, he nodded in approval and clicked the watch, causing the other staff members to all collectively breathe sighs of relief.

The old unicorn coughed into his hoof, bowing deeply to the ponies all present. "Honored guests," he announced proudly with an accent similar to Tick Tock's, "It is my humble honor to present our esteemed restaurateur, Lady Cookie Dough!"

Behind him stepped an earth pony mare, her coat the same color as the walls of the room. Her creamy white mane lofted into a neat little spiral resembling a tuft of whipped cream with streaks of very light golden-brown running through it. Her figure pushed slightly against the fabric of her dull green frilly lace shirt and skirt. Her Cutie Mark, a pair of cookies, one of them half-eaten, could be seen clearly on her flank. Her smile widened as she looked out amongst the crowd of hungry ponies, then turned to a colossal frown when she saw the one empty seat at the end of the table opposite one golden pegasus. Cookie Dough immediately turned to Briarthorn and stalked towards him in a huff, her eyes alight with anger.

“Briarthorn, you *lout!*” she flustered with a pout, “You said Her Majesty was coming! So, where is she? I swear, if I’ve gone through all this trouble-”

Briarthorn waved her off dismissively. “Cookie, sweets, honey, candy, dear, just be *patient*. She’ll be here.” He muttered under his breath, “Eventually.” He cleared his throat and continued. “You didn’t think you’d see her royal grace without a nice little entourage though, did you?”

“Exactly!” she exclaimed, stamping her hooves, “Where are *they*? They’re always here before she is just to scope the place out like *good* bodyguards do. I know *these* ponies aren’t them, so where-”

“Cookie, baby, lovey, my heart, my joy, these are some *very* important guests of Her Majesty’s, and they’ve had a *very* hard journey that has left them without anything even *resembling* food for quite a long time, as you can clearly see.”

He gestured with a wing out to the group, who were all still hungrily eyeing the food that was before them but still kept out of reach by shields. A few of the mares were visibly resisting the urge to try and break the magical fields by force, most notably Rainbow Dash and Pinkie Pie, the latter of whom was reaching her hoof slowly along her back towards her rifle. Cookie Dough gulped, and took a noticeable step in the direction of the door.

Briarthorn brought a nervous Cookie Dough’s attention back to himself. “They haven’t eaten in many a day, so what can we do for them? Well! Her Majesty is being quite generous, see. I’ve got it on some *most excellent* authority to show them around our *most excellent* little town and get them something *most excellent* to eat, so where do we go? Right here, my illustrious Madame, to the best restaurant on the planet, of course. Queenie- er, *the Queen* will be joining us shortly. You know how *the Queen* is, she’s a... very, very, *very* busy busy mare-y, so you never know when she might show up! But we’re all in the square? Those clearance codes for her account, they checked out, right? You can just throw this little feastie on right here with no worries. And hey, insurance! If she *does* feel that my... choices were a bit extravagant, well, I’ll take the fall for you. I fall a whole lot, you know.”

Cookie eyed him warily, then shrugged and turned to the rest of the ponies in the group.

“Please, honored guests, forgive the delay! As owner and proprietor of Buns ‘n’ Stuff, I welcome you all to-”

“Can we just eat already?!” Rainbow Dash exclaimed, her patience finally having worn too thin as she prodded and poked the shield nearest to her.

Cookie wrinkled her nose at the interruption, and stomped one hoof loudly. “Well! If you’re all *that* eager to dig in, then please, don’t let me stop you! Hot Cocoa?”

The unicorn nodded. “Yes, milady?”

“It’s feast time.”

“Of course, milady,” he said as he nodded again.

The fields of magic dropped, and in a flash the food was set upon with unmatched ferocity by Applejack, Rainbow Dash, and Pinkie Pie. Flathoof was not far behind but at least paid some heed to proper table manners. Rarity and Fluttershy were much less active and took their time, though even they were moving much quicker than they otherwise would. Tick Tock was diligently helping Twilight in eating, taking her time between bites to give the other unicorn some as well. Briarthorn, however, leaned back from his own place at the table, shrugged at Cookie Dough, and gave her a look of genuinely-impressed surprise as he slowly waved his wing in a gesture over the feast. There was more than enough food here to feed twenty ponies twice over, and it was being devoured without a single care in the world.

Cookie watched in awe and dismay. “M-my feast! They’re just... *gorging* themselves! They don’t care a lick about how anything tastes!”

Briarthorn chuckled, “Did you think that I was spinning another of my majestic and well-received half-truths when I said they hadn’t eaten in days? Hunger does some crazy things to ponies. If I were somehow you, Cookie, pumpkin, I would be going to start up the next course. These mares, and buff dude, are going to be through everything here like-” He flicked a wing so fast it audibly cracked the air. “That! ...at this rate, anyway. Maybe they’ll appreciate the flavors more when they’ve had a couple dozen more of them?”

She glared at him. “You... grrr! I’d be insulted if at least *some* of them didn’t look like they were enjoying themselves.” She turned to Rarity, who was seated next to Briarthorn in a clear position of importance. That, and she was much more likely to answer questions than Pinkie Pie who was on Briarthorn’s opposite, since she at least wasn’t stuffing her face with mouthfuls of food at a time. “Miss... oh, I don’t believe I caught any of your names. Dreadfully sorry, dears, but this was all sort of rushed.”

Rarity daintily wiped a napkin across her lips. “Oh heavens, think nothing of it Lady...

Cookie Dough, was it? Begging your pardon, but we should have introduced ourselves first. I am Rarity, and these are my friends.” She started gesturing around the table clockwise starting from her left. “First, my dearest friend Fluttershy.”

“Oh... h-hello,” the pegasus answered with a nod, “This food is really good, Lady Cookie Dough. Thank you so much for all of it.” She smiled as Ophanim’s glowing orb circled around her happily. “Oh, and this is my spirit companion, Ophanim. He doesn’t eat anything, but he thanks you for feeding me too. That’s sweet, Ophanim, you’re such a good boy.”

“Oh, aren’t you cute. Charmed, my dear.” Cookie blinked for a moment at the ball of light, but then shrugged, smiling as the orb bounced over and around her like an excited pet. “Go on, Rarity.”

Rarity gestured to the next two seats. “Those are Tick Tock and Twilight Sparkle-”

“A pleasure, Lady Cookie Dough,” Tick Tock waved.

“Please, you all can drop the whole ‘Lady’ thing. That’s just Hot Cocoa putting on airs. We were *supposed* to be having Her Highness here, weren’t we Cocoa?”

“Yes, madam,” the old unicorn said drearily.

Tick Tock pointed her spoon at one of the items on her plate, a strawberry-shaped thing with what looked like whipped cream on top. “This really is fantastic stuff. Is there Dolor White in any of this?”

Cookie brightened immensely. “Why yes! Yes there is! You have a taste for it, do you?”

Tick Tock nodded. “When you don’t get much of the stuff, yeah, you tend to notice it.”

Cookie smiled politely as she looked at Twilight, who was busy taking another spoonful of food from Tick Tock. She coughed quietly into her hoof, making Twilight realize she hadn’t responded. “Oh... s-sorry, Miss Cookie Dough... my mind was... elsewhere. Thank you for... all the food. It tastes wonderful...”

“Forgive Twilight for not responding,” Rarity added politely, “She’s had a bit of a problem with her magic lately and it’s affecting her physically too. She’s a *little* exhausted. Okay, maybe a *lot* exhausted.”

“Oh, the poor dear. She’s lucky to have friends like you who are willing to help feed her in her time of need,” Cookie sniffed, “Well not to worry, Dolor White has excellent nutritional properties for both magical and physical healing. She’ll be right as rain in no time.”

"I certainly hope so," Rarity nodded. She continued, "Just next to them is Flathoof-"

He quickly swallowed his mouthful and nodded politely. "A pleasure, Miss Cookie Dough."

"Oh my, such good manners. You must be a real ladies' colt out in the world," Cookie said with a smile. She turned to the next three seats and frowned. "At least *some* of you have them."

Rarity nervously coughed. "Eh heh heh, yes, well. Um... those would be Applejack-"

Applejack, like Flathoof, hastily swallowed her mouthful and nodded. "Thank ya kindly fer all this here food, ma'am. Sorry 'bout ma table manners... ah... but I'm mighty hungry. Like Briarthorn said, it's been dang near a whole week without a bite."

"Well at least you're polite, if a bit messy," Cookie smiled, "Don't fret over it, dear. There's more than enough for everypony. Don't let me stop you."

Rarity continued. "Next to her is Rainbow Dash-

Rainbow waved a hoof from her plate. "Yo!"

"And Pinkie Pie."

Pinkie mimicked Rainbow's wave. "Heya!"

"Such a... colorful group," Cookie said with an uncomfortable laugh.

"We get that response quite often, truth be told," Rarity smiled.

Cookie cleared her throat and trotted over to join Hot Cocoa by the door. "Well then, since you all seem to be nearly done with the appetizers, we'll just go and prepare the first course, shall we?"

Everypony's eyes widened, except Briarthorn, who merely watched in amusement.

"A-a-appetizers? First course?" Flathoof blurted, "You mean, there's *more* food coming?"

"Well of course!" Cookie chuckled, "I was told to prepare a feast, and a feast I did prepare! I've prepared enough food to feed twenty ponies plenty, but seeing the way you *eight* have just gone through the appetizers alone... well, I think I may need to make sure the second course is up to snuff."



“*Second* course?!” Rainbow happily exclaimed through a mouthful of food, “Oh man, this is *awesome!* Thanks for all the grub, Miss Dough! You really know how to cook!”

“Yeah, thanks a bunch!” Pinkie happily waved between licks of her plate. “This is some grade-A stuff! I’m gonna hafta get your recipes for some of it, even if I can’t make it without that weird Dolor stuff.”

“You mean... you all like it?” Cookie blushed a little, and waved a hoof. “Oh! Yes, of *course* you do! Ha ha! I can see you stuffing your cute little faces. I’ll be back shortly with more, so don’t go anywhere!”

She hurriedly ushered Hot Cocoa out of the room with her, leaving just a scant staff of two unicorns in the dining chamber in her wake.

Minutes passed as more and more food was scarfed down by the group, and soon the table began to look quite empty. By now, Twilight’s energy was returning to her, and she was able to start using her magic again. Though, after a single attempt at maneuvering a spoonful of food into her own mouth and instead ending up with pink goop all over her nose, she decided to leave it to Tick Tock; at least now, though, she was able to participate in the conversations going around the table. The other unicorn’s attention was, in the meantime, focused on the two unicorns that had been left behind, who were busily teleporting plates away to be cleaned and replaced. She watched them with a dejected frown, and sighed.

“It seems that just about every other bleedin’ unicorn can teleport nowadays, except me,” she said despondently, “If I could just teleport as well as you can, Twilight, I’d have gotten us all here in a day or two, not weeks.”

“It’s quite alright, Tick Tock,” Twilight smiled reassuringly, “Teleporting is quite a difficult art. That all these ponies are so talented with it is rather... surprising. Then again, these ponies here are teleporting inorganic matter, which is much, *much* easier. I’m sure you can at least do that, Tick Tock?”

Tick Tock shook her head glumly. “It’s not my forte at all. Seeing you and Starlight do it is one thing, seeing others do it too is... depressing.”

“Oh, cheer up, Tick Tock!” Pinkie chirped as she threw a plate for the unicorn behind her to catch before grabbing another tray, “Maybe if you wanna teleport so badly, you should ask Twilight for lessons? She’s feeling better now, I’m sure she’d be able to help you!”

“Yes, that sounds like a fantastic idea!” Twilight beamed, patting Tick Tock on the shoulder, “When I’m back to full strength, of course. At this rate, I’ll be my old self by morning!”

“And all it took was just a little bit of food to do it,” Rainbow grinned, “Shoot, if I’d known

this was all it took, I'd have been flying loops between Hope's Point and you from the start. Sure, that Dolor Brown junk isn't great, but hey, it's something."

"There's more to it than just *food*, Rainbow," Twilight said, shaking her head, "Tick Tock helped me out a great deal with my magic deficiency. Whatever happened when Starlight's magic and mine reacted, it fractured my Ley Lines - the technical term for magical conduits in a unicorn's horn," she explained, seeing a few confused looks. "Tick Tock may not know Restomancy outside of a simple Diagnostic spell, but Ley Line fractures can't be repaired with plain Restomancy anyway. It requires either time and rest without using magic, or very, *very* complicated Restomancy spells that even I don't know. I don't know how she did it, but Tick Tock's magic seemed to have progressed the rate of recovery in my horn. That kind of damage should've taken weeks of no spellcasting to recover from, but here I can feel she's managed it in *days*."

Tick Tock sheepishly rubbed the back of her head. "It's a form of Chronomancy. It's not like Restomancy because it doesn't heal wounds, but it speeds up the natural healing process. It's useless on major wounds, but excellent on things that just require time to heal. If applied properly, it can actually stop certain injuries from even progressing. I used it on Lockwoods wound too, that's why it was able to stay in the condition it was in for so long, instead of getting worse."

"You... you were helping Lockwood too?" Fluttershy asked, "I thought you were just evaluating his condition all that time. Why... why didn't you tell us?"

The hoof on the back of Tick Tock's head dropped away listlessly, and she looked down, frowning. "To be honest... I think you all had had enough of listening to me go on about how much I knew and then have it blow up in my face. I figured, if I just kept my great gob shut and worked it in secret, perhaps it wouldn't be jinxed by my bloody rotten luck."

"That works good enough for me," Flathoof shrugged.

"So, back to what we were discussing earlier," Twilight interjected, "If you really want to learn Teleport magic, Tick Tock, I'd be more than happy to teach you the fundamentals. It's dangerous stuff to attempt unsupervised in the learning stages, so I'll stick with you for the next few days until you get it down. I think you're smart and strong enough to handle it once we get that far."

Tick Tock's smile widened. "You... you'd really teach me?"

"Of course!" Twilight grinned, "What are friends for?"

Tick Tock was overwhelmed. Only one other pony had ever actually called her 'friend' to her face before, and he was miles upon miles away. Without warning, she wrapped Twilight in a

hug. "Thank you, Twilight. I didn't think I'd earned the privilege of being anypony's friend, not with the way I've acted towards you and *your* friends."

Twilight blushed and pat Tick Tock on the head. "Hey now, you've done a lot for me, and for the rest of us as well, *despite* all the setbacks. You stood with me when I was at my weakest. If that's not friend material, I don't know what is. Even if you *are* a little insufferable at times. No offense."

Rainbow suddenly joined in. "Yeah, Twilight's right! To hell with what I said way back, you know what? Tick Tock stood by Twilight and tried to help her when she was down! Even if she messed up bad at first, she's still a-okay in my book!"

"I've been saying that since the start!" Pinkie scoffed, "Geez, about time you listened to *me* Dashie."

"I'll admit," Applejack added in between bites of her latest dish, "Maybe y'all ain't so bad after all. I s'pose we all do owe ya a lot o' thanks fer lookin' after Twi like ya did, an' Lockwood too if'n y'all're serious 'bout that. So... thank ya, Tick Tock."

"Yes, thank you, Tick Tock," Fluttershy eagerly agreed, hugging the unicorn as well, "If what you say is true, you... you did more for Lockwood than anypony else could have. You saved his life..."

Rarity happily came over behind Fluttershy and joined in, then even Flathoof walked over and, to the surprise of the others, joined in the hug as well. Pinkie and Rainbow and Applejack, despite being on the other side of the table, hurriedly rushed over to add their own number to the grand display of affection.

It was Tick Tock's turn to blush. "Now really, I can't take the credit for that. The spell is very finicky, and requires a lot of effort. I was using it mostly on Twilight to speed her healing along. I only used it on Lockwood sparingly, since really keeping him sedated seemed to be doing him more good."

"And you helped with that too," Fluttershy sniffed, "Oh... thank you Tick Tock."

Briarthorn, who had been intently watching the moment unfold carefully without a single word, had a genuine smile of soft appreciation as Fluttershy spoke. He rushed forward out of his absence in the conversation, just as the last syllable passed from Fluttershy's lips.

"Whoo! Alright! Tick to the Tock to the Tickety Tockety Tick Tock! Magic and spells! Gettin' things done!" he announced in a bouncing rhythm.

Unfurling his massive wingspan, he just barely brushed the tips of his primaries together

as he bunched everypony together, pulling their natural drift towards the green unicorn into an immediately much tighter group hug. He squeezed himself particularly between the two unicorns in the middle of the hug, Twilight and Tick Tock herself. They all remained rather awkwardly together for a moment or two, caught up in feeling good about Tick Tock while having mixed feelings about Briarthorn joining in.

“H-hey, now! G-get off!” Tick Tock hastily began wriggling uncomfortably through the hug, pushing everypony clumsily away as her cheeks lit furiously red. “B-blimey, you all get really mushy when you’re feeling friendly.”

The awkwardness was interrupted when the doors to the room opened again, letting Cookie Dough into the room with Hot Cocoa and another dozen staff members carrying large trays of food behind her.

She coughed into her hoof, and announced happily, “My dears! The main course, is served!”

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“Ohhh...” Rainbow groaned as she rubbed her stomach, “Wow... that was some meal...”

“I ain’t never ate so much dang food b’fore...” Applejack mumbled from the floor, “I bet I done ate ‘nough food ta feed the whole Apple Clan all by mahself...”

“So... I take it everypony enjoyed themselves?” Tick Tock grinned as she finished off the last bite of her own meal. “I must say, Lady Cookie Dough, this is some of the finest confectionery I’ve ever had the pleasure of eating. I know that sounded... really hoity toity, but your food’s quality deserves it.”

“And what’s wrong with sounding ‘hoity toity’, darling, hmm?” Rarity laughed, feigned offense, “She *is* right you know. This food has been absolutely astounding! So many flavors, so many varieties and styles, and the presentation and *volume* of it all were just wonderful! I’ve never been to this fine establishment before, but I must say that this surely must be your finest work yet!”

“You’re all too kind,” Cookie Dough smiled with a blush, “Though I wish your other friends had more to comment upon than just the *quantity*.”

“Pshaw,” Pinkie chuckled as she cleaned off a fifth plate with her tongue, “As a connoisseur of confectioneries and treats and sweets of every kind imaginable, I’m going to go ahead and give this place-” She held her hoof up in a display of triumph. “My Pinkie Pie Seal of Approval - Six Stars, Grade-A-Plus-Plus, One Hundred and Ten Percent!” She then coughed into her hoof and pulled a monocle from her mane, which she attached firmly to her left eye

before nodding her head and speaking again, her voice suddenly much more refined. “As dear Lady Rarity so keenly observed, the presentation alone was worth the trip, easily the finest I’ve ever seen at an establishment of this persuasion, and trust me, I’ve been to my fair share of high-class, ritzy restaurants myself. The service was incredible. We were never left waiting for our next plate, our every request was met, and the staff was clean, polite, and friendly. The décor was also quite attractive, and elicited a feel of being surrounded by freshly-baked chocolate chip cookies, and there were plenty of those included in the food selection as well!”

Ignoring the collective set of dropped jaws around the table, Pinkie Pie continued. “And that brings me, of course, to the food! I’m not much used to Dolor brands myself, and after my first few experiences with the stuff, I was of the assumption that they were nothing more than nutritional supplements not designed with flavor in mind at all, and barely even for nutrition at that. Buns ‘n’ Stuff proved me wrong! The incredible amount of skill that must have gone into making these Dolor products all taste like *real* food, and even *look* like real food, astounds me to no end! I’d thought Dolor Green only tasted liked soggy green beans, but here they’ve made it taste like peas, broccoli, cucumbers, and every other green food I can think of! Amazing!” Pinkie turned to Cookie Dough and asked excitedly, “How do you do it?”

Cookie shook off her stupor for a second to appreciate the compliment, eager to talk about her talent. “Well the trick is that Dolor products have a very delicate flavor to them, and that flavor is reflected entirely in the environment they are stored in. We have an underground storage facility that houses scores of Dolor products of every color in varying conditions, allowing them to develop particular flavors.”

“Kind of like a farm, it sounds like,” Twilight observed, “Metaphorically-speaking, of course.”

“Hmph, ain’t like any farm I ever heard of,” Applejack snorted, “Meteorically or no.”

Twilight clarified herself with a cough. “Well, not like a *farm* farm. But I remember when I was living in Canterlot, once every now and again Princess Celestia and I would take a tour of the rock caverns on the mountainside, to study geology and gem-based magicks. In the cave lived a farmer she called ‘Monsieur LeOinque’. He was... a pig. And he grew truffles in the cavern there, like you would grow carrots. They have kind of a nutty taste to them.”

“They’re a delicacy in most parts of Equestria,” Rarity explained further.

“Huh... well I s’pose,” Applejack shrugged.

“The fact is,” Pinkie continued, dropping her high-class voice at last, “That everything tasted real even when I knew it wasn’t. You almost fooled my tummy into thinking I was eating the real thing! The ‘carrots’ taste like carrots! The ‘sweet potatoes’ taste like sweet potatoes! The ‘snozzberries’ taste like snozzberries!”

“The only thing we can’t replicate the flavors of are magical foods,” Cookie explained with a sad shrug, “And some of those are ridiculously hard to grow or come by, even for us. Magmaberries are one of the few things we can come by ‘easily’, but I’m afraid we’re fresh out.”

Applejack scratched her head, and frowned for a moment when she remembered she could do so without taking off her hat. “Well now shoot, I jus’ realized somethin’. I didn’t taste no apples in this here feast o’ yers. Everythin’ under the sun was here, even if I could barely taste it what with all the mixin’ o’ flavors I was doin’. So... where’s th’ apples?”

Pinkie Pie pointed at Applejack in acknowledgement. “Yeah, hey, you’re right, AJ! I didn’t taste any apples either! What gives?”

Cookie gave them both an awkward look, and turned to Briarthorn, who shrugged, equally blank. At last she asked, “What’s an... apple?”

Applejack turned white. “Ya... ya don’t know what an apple is?”

Flathoof tapped his chin. “Huh. I thought if anypony would know what the hay an apple was, it would be these folks here at Hope’s Point. They know all about the food grown in Utopia, a lot more than I do. I was hoping to get a chance to try one! You girls make them sound delicious with all the talk about them.”

Applejack pointed worriedly at her flank, and gestured for Flathoof to look where she was pointing. “These! These here are apples!”

Flathoof turned pink and muttered, “Ah... oh, right... nnnnope, I’ve never seen one of those before. First time I’ve ever seen one, in fact.”

Briarthorn immediately stared with all the professional scrutiny he could muster. “A red fruit, of some kind, right, southern comfort? Sweet and tasty? Very round and pronounced, if I may.”

“I didn’t ask *y’all* ta look,” Applejack flustered, scooting her chair back in under the table.

“Merely a botanical observation, my dear, nothing more, nothing more.” Briarthorn immediately leaned away, but Applejack saw the tiny grin on his face and scowled.

“They... they don’t have apples...” Applejack muttered, “Shoot... now I know how Twi felt back when they told her they don’t have no books here...”

“They don’t grow them down south either?” Twilight asked.

"I swear, I have no idea what you're talking about, dear," Cookie Dough said, shaking her head, "If they grow it down south, we'd at least know about it. We'd be trying to copy its flavor after all! How do *you* know about them?"

Tick Tock quickly responded. "Oh, they're from a little sequestered part of the southern continent, see. Very remote, doesn't get a lot of visitors, certainly doesn't export any of its food, and they all have just the most *bizarre* accents there. Only Applejack herself is actually *from* Utopia. They ended up out here by... uh... accident. Teleportation accident. Twilight here, the silly girl, is an accomplished mage, you see?"

Twilight nodded in agreement. "Oh! Yes, right, Teleportation accident. I've gotten better at controlling it since then, but I don't trust trying to warp across the ocean. Once we get back to Utopia proper, I'll just whisk us all back home. Eh heh..."

Briarthorn, munching placidly on a platter of smoked petunias, looked up from his plate at the clock hanging on the upper wall. The hands told him it was well into the evening. "Hm! How about that. Just *look* at that time, and how it's gone by. Well girls... and big guy, we'd better get to steppin'. We've still got to get you all set up with rooms for the next week, and-"

"Wait, *week*?" Tick Tock blurted, "Who said anything about a week?"

Briarthorn blinked a moment, then answered, "Well... you aren't really thinking you're just going to run and gun, right away, wham, bam, thank you ma'am? You're *in* the city so you're clear on that, but there's..." He gave them a wry wince and a shrug. "...y'know, a line? She's the Queen. Queens are important. I mean, ultimately, sure, no big deal, you've already got your appointment all set up so we can get you going. Since Lockwood's my bestest best buddy, I'll probably end up taking you all." He wiggled his eyebrows. "All by my wonderful lonesome." And suddenly he frowned. "...though, I... I do need to... get clearance from her, and... well, that's gotta be something we deal with when we get to it. I'm not going to piss her off on that kind of serious stuff. If there's one thing she won't tolerate on whimsy, it's the city's well-being... and any kind of clearance to go on what would basically be a *paramilitary transport operation*... it wouldn't be my normal easy."

"But... you don't understand, we need to get to Utopia, and fast," Twilight anxiously pointed out, "We're on an extremely strict timeline and it's getting stricter by the day. We don't have that long."

"Why would you have a problem getting them passage quickly, Briarthorn? Didn't you say they were the Queen's honored-" Cookie's eyebrows snapped up and she glared sharply at Briarthorn. "And *that* reminds me, Briarthorn! You said that Her Highness was coming here for this feast, and she *still* hasn't shown!"

Briarthorn looked so apologetic that Cookie craned her neck back in surprise at its

sincerity. “Well, well, well. I *am* afraid that it must have happened yet again. The Queen has so many things to do. Busy, busy, busy. You know how she is. It is a disappointment to me to such an extent that I hope my sorrow matches yours, Cookie. We both love our dear royal lady, but she is, quite sadly... calendarly-challenged. Does that sound about right? You know it wouldn't be the first time, Cookie.”

Cookie huffed, “I suppose it wouldn't surprise me if she did, she does have a bad habit of it. Such a shame too, I went through all that trouble to make sure this feast was perfect, just for her. Oh well...” She looked around at the others in the group while tapping her hoof to her chin. “But I digress. Didn't you say these mares were honored guests of Her Majesty?”

Briarthorn chuckled lightly. “Oh, I did, and honored guests they are. But they've also been *in the Wastelands*. You don't go through those things without leaving a clear trail, no matter who you are. We'd have to measure the collateral damage, and then certainly I can ask for Her Highness's approval, but... well. Quick passage? Maybe. Maybe. After my dear friend Lockwood has been all fixed up and given a clean bill of health, the Queen needs convincing. But I appreciate your attention, Cookie. I'm Touched. Thrilled. Enraptured. Overjoyed.”

Cookie's face brightened. “Lockwood? Lockwood's *here*? I *never* thought he'd leave that dismal city! Oh where *is* that darling *rapscallion*? I still owe him a birthday present, the poor dear. And after all the hard work he did getting me those connections with the Dolor Company's master shipping clerk. Business has boomed in the years since I upgraded my stock, you know?”

“Oh, so he says those connections were *all him*, huh?” Briarthorn rolled his eyes nonchalantly. “Yes, my dear, Lockwood has finally taken a turn to Hope's Point.” He looked down, and some anxiety passed over his features. “But he's not looking like one of our better newcomers. When I saw him this afternoon, he looked like he was injured by something fierce out there. There are some true horrors in the lands that surround that terrible city.”

“Oh *dear!*” Cookie exclaimed, “Oh no no no, that simply will not do. He's at the medical ward then? Oh my, I'm going to have to bring some of his favorite cookies to him, the poor dear...”

“I'm sure he'd appreciate that,” Briarthorn said sincerely, “I'm sure he also appreciates you feeding all of his friends here.”

“Oh is *that* why they're honored guests of Her Majesty? It all makes sense now. Hmm...” Cookie raised an eyebrow in confusion, then shook her head and calmly looked at the ponies around the table.

Rarity, with a horribly mangled dress that barely even covered her anymore. Fluttershy, wearing what she recognized as one of Lockwood's jackets that was dirty, torn, and burned, with



nothing underneath. Applejack, with a singed, ripped shirt. Rainbow, with a jacket riddled with tears and water damage, and broken goggles to boot. Flathoof, with a baggy, torn t-shirt. Tick Tock, with a worn sweater vest, a shirt missing a sleeve, and half a bow tie. Twilight, with a sequined vest missing almost all of its luster and riddled with holes. Only Pinkie Pie seemed to have an outfit in good condition, as if it were brand new. Then again, it was armor.

With an audible hint of distaste in her voice, Cookie observed, “I know it’s not my place to pry, but... they certainly look like they could use more than a hot meal and a place to rest, if you don’t mind my saying.”

Briarthorn tilted his head, and hummed loudly, looking out at the mares, and Flathoof. His mouth curled up in what was now a familiar smile. This time though, his eyes lit up too, and he about-faced to Cookie Dough and pat her hoof reassuringly. “Oh I know, Cookie, I *know*. These poor mares... and stallion, they have just had the *most terrible* experiences, like any of us would, if we went out in the Wastelands for just a short, yet painfully long week. Her Highness, naturally, wants her honored guests to feel at home here, and after dinner we’d planned on getting them all lavished up. So, if *they would all follow me*,” he said with a wing-flap, “So that when they do get their audience with her, the Queen won’t have much room to be disappointed by them.” Under his breath, he muttered, “She’d probably save it all for me, I think.” Again, he brought his voice back to normal. “She *is* wonderful, our Queen. *Such a kind and generous* hostess! But alas, just as she forgot to come to dinner, she forgot to leave me with the proper address for exactly as to *where* we would get them some new, more suitable apparel for their introduction.”

He dropped his smile as he looked into the restaurateur’s eyes, his own positively sparkling in return with such sincerity that she had to double-take to make sure she was seeing what she thought she was seeing. Rarity, Rainbow, and Applejack all watched with interest, as suddenly Briarthorn’s voice and actions became astonishingly polite and charming without a hint of ulterior motives.

“I hope, after working so hard with your amazing talent, Cookie Dough, peach, dear, sugar, you would forgive me for asking a final favor in the location of such a place that might have fresh clothing for our guests?” Briarthorn added a small wink. “I’ll make sure the Queen hears how much you’ve helped.”

Cookie shook the red from her cheeks and looked carefully up to the ceiling in order to consider what she was just actually asked. She thoughtfully tapped her chin again, then lifted a hoof as an idea struck. “Ah! I know just the place! A few of my more ‘upper crust’ customers from Utopia and the like have been talking about this little boutique a few blocks away from here. They say it looks like just a little hole in the wall, but the owner is absolutely astounding.”

Briarthorn blinked, intrigued. “I... *think* I know just the shop you’re talking about. But I hadn’t heard of him getting broader clientele. You’re... *sure* the ponies who recommended him

were the most upper of the crust?”

Cookie went on. “I have no reason to doubt them. They did seem very well-dressed, and more importantly they *tipped* with wild abandon. Supposedly he makes custom outfits.”

“Ooh, that sounds simply marvelous,” Rarity cooed, “Oh I would just *love* to get myself some new clothes. This poor remnant of a dress just will not do any longer. Mister Briarthorn?” Rarity said with a sweet smile, fluttering her eyelashes, “Could we *please* visit this delightful little boutique?”

Briarthorn’s lips pursed. He restrained another smile, actually *amused* at Rarity’s sudden reciprocation of flattery. He turned to her and bowed deeply, a gentlecolt in every way. “Lady Rarity, it would be my honor- no! My *pleasure*.” His lips wriggled, trying to hold himself back, but finally he added, “In so many ways.” With his façade split, he wiggled his eyebrows at her, and gave her little waves with his wingtips before tightly pulling them back to his sides. “Hoo! Now that we’ve got ourselves a new goal. We’ve gotta keep up our energy. Don’t stay belly-tired on me, folks. Make that food work! Let’s head on over there, get you all some new-fangled clothier ensembles. Now, I’ve got to be clear on this, Cookie. What’s the name of this shop you’re hearing tossed around?”

“Oh... um... I believe it was a Romantique name,” Cookie said thoughtfully, “Um... *La Boutique des Miracles*, perhaps?”

Briarthorn blinked in mild surprise, then nodded. “Sounds fancy, but that language usually does. Yes, that is *definitely* the shop I was thinking about. Guess he really is moving up in the world, how about that?”

“Well... I s’pose we *do* need some new duds,” Applejack said warily, earning her a raised-eyebrow from Briarthorn, “I don’t know if I feel right gettin’ all gussied up though...”

“Oh I’m sure this shop has great deal of selection,” Rarity assured, “The name is Romantique, after all. If my own *Carousel Boutique* is any indication, then this little shop should have quite a display.”

“Personally, I don’t need *new* clothes, but I do agree that something needs to be done about our sorry state,” Tick Tock noted, “Surely this tailor can repair my own. I’m rather attached to this old set, after all.”

“Regardless! Regardless of who needs what and how, yeah, we need our where and when right now. And to me? In my very humble and unregarded opinion, *all of you* absolutely *need* to get prettied up for-” Briarthorn waved his hooves grandly again. “*Her Highness*. It just wouldn’t sit with her to see all of you so tangled. For her to see you looking like there was a fight between two mama Gargantuans and you got *stepped* on for a half-second, just short of your

bones breaking. Come along, ladies... and *hENCH* dude. We're going shopping." He looked at Applejack, and grinned. "*Duds* shopping. Thanks again, Cookie."

"You're very welcome, Briarthorn. Don't be a stranger around here, okay?" Cookie waved at him freely for a moment, before she rolled her eyes and murmured, "As long as you pay your dues on time."

Briarthorn only winked, "'Don't be a stranger'? Hmmm... aren't you married, Cookie? You *do* look the jealous type and I don't think your hubby's into three-"

Cookie smiled wryly at him and started pushing him towards the door. "Go on, get out of here. And give Her Majesty my regards."

Briarthorn happily led the gaggle of mares, and Flathoof, out of Buns 'n' Stuff, and down the street. In the meantime, all they could talk about was how good they felt now that they'd had something to eat. This especially included Twilight, whose magic was beginning to slowly return to her, as she demonstrated by using it to lift random objects off the ground as they walked and manipulated them. She started slow, with tiny pebbles that she flicked across the sidewalk, and moved up to litter that she helpfully picked up and placed delicately in trash cans.

Briarthorn slowed his pace and deliberately settled himself in between Twilight and Tick Tock, who'd been walking side by side. "Hey, hey, hey, look at how much better you're feeling, dear," he said with a broad smile in her direction, "Always a nice thing to see the results of a little effort and kindness. Glad to help your recovery! And your good friend Tick Tock here, she's just a *peach*, isn't she?"

"Sure sure, a peach," Tick Tock dismissively rolled her eyes.

"Oh yes, I do appreciate what you're doing for us, Mister Briarthorn," Twilight smiled back, "Lockwood and his friends have all proven to be very polite and giving so far, it's quite a nice change from some of the other ponies we've met in the past couple of weeks."

"Yes, we've gone from malicious murderers to flamboyant flirts," Tick Tock sighed, "I suppose anything would be an improvement over having a group of ponies out to kill you, but I'm not sold on how much of an improvement it is."

"Ouch! I can feel the sting in that one. The sublimely lime limey with a barb for me, right on timey. You aren't getting a little heartburn after that big ol' meal, are you, Miss Tick Tock? I could fix up a heart problem for you, princess. But you already knew that, *and* already rejected it, right? Too smart for the showboater, naturally." His eyebrows didn't so much wiggle this time as roll towards her, earning him another flat-lidded stare. He tilted his head, and his smile and voice became small again. "Easy, easy, easy. Relax. I promise, I'm not going to *just* try to plant my front to your back. If I were going to do that, I'd have *done* it already. That should be just as

easy for you to believe if all I am is a bad person in your head.” His voice began to pick up again. “Just give me more time on the clock, a little face-time, if you will. I’m *very* giving, and not just between the linens.”

“Smooth,” Tick Tock said flatly.

Tick Tock’s grudging look in the other direction seemed to satisfy Briarthorn, so he turned his head to the unicorn on his *other* side. “You hear any of that? Stick with me, Twilight. I’ll show you how a *real* Hope’s Point pony lives and enjoys their time.”

“I don’t know how long we’re going to be here, but that sounds like it would be great,” Twilight agreed.

“I don’t need magic to make a day, or more accurately, a night, last forever.” Briarthorn winked shamelessly, flicking an ear but otherwise not reacting to Tick Tock’s exasperated facehoof. “After that kind of fun, you might find it harder to leave.”

“Well I don’t know what you could possibly have to do for fun around here that would make me think that,” Twilight laughed, completely oblivious, “But you certainly make it sound exciting. Is it like an amusement park or something?”

Briarthorn, for the first time since they’d met him at the gate, almost stumbled. He almost tripped at Twilight’s remark, but his wings, still tucked on his sides, flittered just a bit to keep him even. As he regained his walking pace, still even with the two unicorns, he stared at Twilight in open disbelief. Twilight blinked at him in concern. Tick Tock went from barely tolerant to holding back laughter, breathing deeply with an effort at discipline.

Briarthorn on the other hoof, in hearing Tick Tock’s efforts to resist, completely lost his composure, and laughed so hard that Tick Tock had to bite her lips to stop from joining in. “Ha! Ha! Baaahahaha! Haaaaa. Hah. Oh. Oh, Twilight.” He flared his wings upward, and splayed them out with a single sweeping beat of air, and tucked them around the two unicorns. For a moment, Tick Tock didn’t even get angry, because she could see he was barely walking straight from his laughter. “Twilight, Twilight. Hoo... you know what? I think your stay here has, no jokes about it, some real potential to be... *quite* the interesting experience for you. Twilight, Twilight, Twilight. Ha ha haaaa... we’ll talk about it more after we all get to the *hotel*. Hey, Tick Tock? You and I can get Twilight *up to speed*, can’t we?”

As his regular bravado switched back on, and with her position in his crosshairs renewed, Tick Tock took a large and disdainful look at the large wing tucked around her, and after inhaling sharply, the humor she’d enjoyed seconds ago was gone in a flash. “I’d rather just have a cup of tea and get some sleep.” Under her breath, she added, “Frankly I’d rather try to *swim* to Utopia.”

His ears perked, and the slyest grin he'd yet delivered preceded his so far deepest, quietest tone drop, barely above a whisper in Tick Tock's ear. "Well then, misinterpret this for a while. Don't think I couldn't get you halfway there before you even *needed* to swim." Preempting a hotly indignant reply, he said loudly, "And we're here!" Briarthorn declared it like he was calling out the winners in a race, pulling his wings back up and over Twilight and a steaming Tick Tock. They approached the boutique, marked by a hanging sign above the sidewalk. "I've always thought it was a nice little place. Flashy, if you're looking for the 'battle scars'."

"Oh thank goodness," Rarity sighed contentedly as she started to walk towards the door, "It looks simply fabulous. Thank you oh so much for your assistance, Briarthorn. I'll ensure we all get the most exquisite outfits imaginable. Oh I must get out of this ratty old thing and-"

Briarthorn calmly but briskly moved between her and the door, stopping her with a raised wing. "Easy, easy, easy. Just hang on a second now. Like I said to our dear Lady Cookie Dough, you're all going to be having an audience with the Queen once Lockwood is back in action. I simply can't and so won't let you waltz in front of Her Majesty wearing just whatever clothes you manage to find on the rack. I apologize preemptively, but I'm going to have to make some judgments right alongside you."

Rarity briefly raised an eyebrow, then coughed into her hoof. "Ahem. Briarthorn, darling, it is customary for the gentlecolts to wait outside while the ladies handle their own clothes shopping. Besides, dear Flathoof needs clothes as well! Surely you should be helping him find some?"

"Don't leave *me* alone with him," Flathoof interjected sincerely, making Briarthorn salute with his other wing.

"Huh? What's the matter, Mister *Hench Bloke*? I'm certain this shop has plenty of stallionswear as well," Briarthorn said dismissively.

"That's not what I meant," Flathoof said haughtily, "I still don't get why we're going clothes-shopping. Well, why *I'm* going clothes-shopping. The girls' clothes are ripped and torn and, in Fluttershy's case, mostly gone, but my clothes are still in good condition. A little dirty maybe, but-"

"Oh don't be such a stick in the mud, Flathoof," Rarity said with a pout, "Why, I'm sure there's something in there that would make you look just positively *dashing*. A broad fellow like you could really fill out a nice dress suit, I would think."

"I'm just more concerned with using this vast amount of free time we seem to have to visit Lockwood and make sure he's okay," Flathoof said firmly.

Fluttershy spoke up. "Oh... yes, actually that sounds like a good idea. I'm terribly worried

about him...”

Briarthorn smiled and nodded. “Well, now, then we’ve got to do something about that, then, don’t we? Worrying is for warts and we can’t have you being warts. Now, as far as I know, if we want to get you into a hotel that’s, uh, above one star, we don’t really have time to go visit him in the medical ward. That’s all located underground. We don’t want to risk putting non-commercial or if you’re Her Majesty, ‘important’ structures, like a hospital, above ground. Y’know, in case of an emergency. And we *do* need to get you all new clothing if I’m going to rush you along to see the Queen. Now, I could assure you he’s in the right hooves, but, but, but you’re not going to be satisfied with that, and I don’t blame you, so! If you *really* want to double-check, give me just a second here.”

He reached into a pocket and pulled out a small remote. He punched a button before replacing it, and then held the same hoof to his ear, clicking the device they’d seen him use before. They waited a moment until something on the other end caused Briarthorn to perk up.

“Oh hi! Doctor Sugarcane? How’s it going? ...I’m glad to hear it, I- what? No, not this time. Do I *sound* like I’ve been drink- ...yes, a little... no! It was a feast at Buns ‘n’ Stuff, strictly social. It was pisswater anyway- ...look! This isn’t about how much I’ve been drinking today! I sent a patient down to you this afternoon and- ...no, it’s *not* a barfighting thing! You get angry about that every time I talk to you, and it only happened *one time!* ...huh? Okay, twice. Tops. ...oh, holy horse-*crapples*, that one doesn’t count, we weren’t actually *in* the bar. Never made it in, even, *yeesh*. Look, I just need a check-up on a friend of mine in there. Can you do that for me, *pretty please*, sugar-lumps? Wha- ...fine, yes, I promise I’ll come in more regularly for check-ups, as long as you *take your time*... huh? No. I won’t promise you I’ll drink less. Occupational hazard, you know that- ...wait, wait, wait! Hey! Come on! Here, look: *please?* ...*thank you*. Geez. Patient’s name is Lockwood. I’m gonna put you on the video line, okay?”

Briarthorn reached into one of his pockets and pulled out a small device resembling a tiny, flat television. He stretched a cord out of it and hooked it to his ear device. Instantly the screen on the thing flickered to life, and he showed it around to everypony. They all stared in curiosity at what they saw: a pink pegasus mare with red streaks flowing through her tidy silver mane. Doctor Sugarcane wore a white lab coat and black, horn-rimmed glasses. She hummed softly to herself while busily focusing on the datapad in front of her.

The mare spoke, her voice silky smooth and as sweet as her name. “Patient’s name was Lockwood, right? Well, according to my data here, he’s just been moved out of Emergency Room One and is stabilized in one of our diagnostics rooms. We’ve isolated the cause of his condition and are working to treat it now, and we should be able to have a more thorough report in a few hours after we run some tests. At first glance, my *expert* opinion on his condition is that we can treat it, but I’m not sure in what capacity yet. I’m afraid that’s all I can do on such short notice, sorry.”

“Can we see him?” Fluttershy asked with no small amount of worry.

“I’m terribly sorry, miss,” Sugarcane replied, shaking her head, “Until we’ve gotten him through all the motions and fixed him all up, I can’t allow any visitors, period. That includes *you*, Briarthorn. No funny business like last time, I’m not in the mood for *any* of your antics, got it?”

“Oh, sugar, sweetheart, gumdrop, you wound me! I wouldn’t dream of it!” Briarthorn said sweetly, “With my good dear friend depending on your *marvelous* medical magic to get better, I wouldn’t dream of distracting you! Thanks for the update, Doc.”

“Just you remember our deal, Briarthorn,” Sugarcane said firmly, “While I do want to be better-informed on your health, I *don’t* want to see you down here again unless it’s *work-related*.”

The screen abruptly shut off. Briarthorn disconnected it and returned it to his pockets. “See? While the doctor leaves me *personally* disappointed, *Lockwood’s* peachy keen. Our mutual friend is in wonderful hooves, he’ll be right as rain by morning. Does that sound about square?”

“I suppose if that’s the best you can do,” Flathoof said with a nod, “I’d like to see him as soon as we can, though. I don’t care if it’s three in the morning, you take us there.”

“Oh... I’m still worried about him...” Fluttershy sniffed, “He sounds like he’ll be fine but... it also sounds like it’s still a serious problem...”

“I’m certain he’ll be fine, darling,” Rarity reassured her, “So far these Hope’s Point types seem rather talented and resourceful. I have no doubt that their medical staff is just the same, and will have him in perfect condition in no time at all.

“I’m glad we’ve got you at least a *little* impressed! Now then, back to *clothes* business, and speaking of said business: Lady Rarity!” he declared her name like she’d won an award, “It’s not that you all won’t be perfect on your own; I just have to be certain beyond a doubt that you get the outfits that would... what’s the word I’m looking for here? Pacify? Mollify? Edify? Enthral? Enrapture? Expedite? Accelerate? Actuate? Ameliorate? Ah! Yes. *Ameliorate* your audience with the Queen - really impress her, I mean. Smooth things over.”

“I thought Starlight Shadow was bad...” Rarity whispered to Fluttershy.

Fluttershy peeped back, “W-well... at least I knew what all... but *one* of those words mean. And now I know that one too. *Ameliorate*... hmm...”

Briarthorn continued, “I’m sure you’re an expert in all things fashionable, Lady Rarity, but I know Her Majesty’s, uh, I think... *tastes*... yep, I’m going to say tastes is suitable here. I

promise you, I will be a valuable asset, without discussions on topics of *impropriety*.” His voice dropped. “Mostly.” It returned to normal as quickly as it had dropped. “I repeat, I don’t for an *instant* doubt that you’re supremely talented and can handle everything just fine on your own, but I want to help you do the best you can, given the circumstances that find me as your... chauffeur? Or, say, chaperone. You want to make a good impression, yeah? She *is* paying for it, after all.”

Rarity narrowed her eyes. “Yes, well, I suppose that you make a valid point. Very well, you and Mister Flathoof may *assist* us. The traditions we’re more familiar with would generally leave this sort of behavior to be reserved for ponies in a more *intimate* relationship. But... I do agree that making a good impression on Her Highness would be in our best interests.”

“Good! Great! Wonderful! Most *excellent!*” Briarthorn beamed. “Then, ladies... and big guy, it’s time for a fashion show!”

“Good,” Rarity smiled.

“Great...” Rainbow huffed.

“Wonderful...” Applejack grumbled.

“Most *excellent!*” Pinkie air-guitared.

The mares and two stallions all entered the boutique, and even Rainbow and Applejack had to admit they were impressed at some of the displays. There were no actual dresses or suits or clothing of any kind to browse through, not at all like Carousel Boutique, but instead, oversized photographs of ponies actually wearing fashions that they assumed had been designed by the owner adorned every inch of the walls. Rarity gleefully eyed a particular photograph of a svelte unicorn mare with a pink coat and orange mane, whose dress meshed astoundingly well and evoked a sense of the mare’s personality and talent in its fruit-themed shape and design. Rarity was impressed, to say the least.

To their surprise, the group found the shop devoid of other customers entirely. The only pony in the building, a very bored-looking unicorn stallion, occupied a stool behind the the counter, his attention entirely devoted to a small television quietly blaring tinny showtunes. He had a creamy white coat and a very trim figure, and he wore a hot pink collared shirt with a baby blue tie. His purple mane and tail were curled slightly with tinges of pink in them. At the sound of potential customers, he snapped his head up and briskly made his way around the counter to meet them.

“Well *hello*,” he greeted in a surprising baritone, “And welcome to *La Boutique des Miracles*. I am Haute Couture, owner and proprietor of this fine establishment. How may I be of service to you lovely mares and *strapping* stallions,” he added with an overly-long look at



Flathoof and Briarthorn, who stepped back and waved, respectively.

“My, how polite,” Rarity smiled, “Hello there, Mister Couture. I am Rarity, and these are my friends, and we are looking for some new clothes. As you can see, our current outfits are... ah... less than satisfactory.”

“Oh, my *dear*, that is putting it *mildly*,” the stallion declared in dismay, “You poor dears haven’t been walking around the city like that, have you? Briarthorn, you should be *ashamed*. I thought you had better taste in-”

“Ho ho, whoa now,” Briarthorn cut in. “They were in the wastes, Haute. At least six days with no food. As good as you are, they needed to eat first.”

Haute was instantly mollified but didn’t change his tone of voice. “To have such wonderful colors in such *disastrous* clothing. But you were in the *Wastelands*? Of *course* you had to do what you had to do! What a silly question. *Scandalous*, simply scandalous.”

“Anypony else think this stallion sounds a bit... Rarity-ish?” Applejack whispered to Rainbow and Pinkie.

“Oh, I figured I was seeing double,” Rainbow said, rolling her eyes, “Great... there’s *two* of them now...”

“Please, allow me to assist you poor dears in getting some new fashions!” Haute gleefully declared, “You certainly *are* a colorful bunch. Such vibrant coats and manes! Please tell me it’s all natural, darlings.”

“Oh I assure you, my good sir, everything you see here is one hundred percent authentic,” Rarity laughed, “I wouldn’t be caught dead dying my coat or mane unless there was some sort of style that was all the rage at the moment that required such an act. But that’s beside the point. We do appreciate your assistance in this. If I may volunteer to go first? I’m a fashion designer myself, you know. I’d love to share some opinions with you while we work if I may. To hear your mindset on making some of these wonderful designs in these photos here, of course.”

“Heavens, that sounds exciting!” he exclaimed, “It’s so rare that I get a chance to discuss my *own* talent rather than just obeying my customers’ every whim. Come along then, dear. When I’m through with you, your friends here will be leaping at the opportunity to be next in line.”

“I doubt y’all could impress me ‘nough ta ‘jump’ at the chance ta get all gussied up,” Applejack chuckled, “No offense, mister, but this here ain’t mah thing. Ta be honest, I’d just as soon ya jus’ fixed up the duds I’m wearin’ an’ save yerself the time.”

“Oh, we’ll see about that, my dear,” the stallion laughed, not at all offended, “Even if I don’t manage to impress you enough, and I know there are ponies out there that don’t have one ounce of taste for fashion, I can at least take your current ‘duds’ and improve them with a few additions here and there.”

“Ahem,” Rarity coughed, “If you’re through interrupting, Applejack, I’d like to have my turn?”

“Heh, right, go on ahead, Rarity,” Applejack said, rolling her eyes, “Sorry ta interrupt yer fashion show.”

“Oh, but Rarity,” Fluttershy peeped, “Um... isn’t this a bit... forward of you?”

Rarity blinked. “Forward? Whatever do you mean, darling?”

Fluttershy nervously flustered, “W-well, I mean... what with the whole... ‘naked’ thing... and-”

Briarthorn and Haute both snickered, and the fashion stallion tutted, “Oh *my*. Darling, I don’t think you have to worry about *me* trying to take advantage of your friend here.”

Rarity smiled lightly. “Trust me, Fluttershy, I’m in *safe* hooves here.”

Haute eagerly escorted Rarity past the counter and into the fitting room behind it. The others in the meantime busied themselves with taking looks around the room to try and see what it was that had Rarity so impressed. Aside from Briarthorn’s endless anecdotes, only Fluttershy really seemed to appreciate any of the fashion for what it was, but she admitted that Rarity saw things differently than she did and by a rather wide margin at that. What seemed like an hour passed before they heard hoofsteps coming from the back, and they all gathered together, actually finding themselves eager to see what sort of outfit Rarity had gotten.

“Wow...” Fluttershy said quietly as Rarity stepped out.

“Preeetty,” Pinkie cooed.

“Holy cow...” Applejack muttered, “Dang Rarity, y’all look... *real* fancy.”

Rarity gave a light-hearted laugh and brushed her mane back again with the brush Haute had lent her. “Oh I *know*, girls. Isn’t it just the most *divine* thing you’ve ever seen?”

Rarity strut around the counter and brazenly showed off her new outfit with all the subtlety of a bull in a china shop. It was elegant in appearance, the height of fashionable

display, but at the same time very simple in its execution. A long, flowing faux-ermine cape made up the majority of the ensemble. The synthetic fur was the purest white, speckled with gem dust; purples and blues that caught the light of the room perfectly and shined like real gemstones. The cape itself was a vivid royal purple and made of a silky material that draped across Rarity's figure like a second skin. Their attention was then drawn to her head, where her horn rested upon a shiny silver tiara decorated with sparkling rubies. She looked every bit the perfect picture of a lady.

Twilight brightened and pointed her hoof at Rarity in delight. "Oh! Rarity, that outfit. Don't tell me, you were inspired by your costume at last year's Hearth's Warming Eve? You certainly took it up a notch, if you were."

Rarity smiled brightly and swooped over to Twilight. "Oh, so you recognize it, Twilight? Normally I would have never *dared* try to recreate Princess Platinum's famous royal ceremonial wear. It's much too warm and showy for day-to-day wear and instantly recognizable enough that I could never wear it to an actual engagement without fear of being called out for wearing a costume! But here? It's a unique outfit! And it is perfectly tailored to me, is it not?"

"I always thought that you were perfectly suited to play Princess Platinum, Rarity," Fluttershy smiled, "It certainly is... nice."

Rarity playfully bopped Briarthorn, who was in a daze as he looked at her, on the nose. "Well, Briarthorn? *Now* do you believe that I'm more than capable of picking out some outfits for my friends and I that will impress your Queen?"

Briarthorn hummed in thought and circled around her, examining her new outfit with utmost scrutiny. He did not shy away from using his wings to lift the cape in areas to feel the fabric, an action that earned looks of disapproval from her. After three complete circles, he clapped his wings together over his head.

"This was a close one, I'm afraid. But in the end, I think it'll be acceptable," he said seriously.

"*Acceptable?!?*" Rarity balked, and Haute put his hooves on the counter, visibly resisting the urge to faint.

He gave her a half-lidded smile. "Rarity, believe me when I say this to you: most people just don't know her Majesty's... tastes as well as I do. I think she'll like it, but I can't say for certain that she's going to be blown away or anything... hey! Whoa. Okay. Haute? Madam? Both of you. Stop looking at me like that. It's not that *I* don't like it." Rarity and Haute further narrowed their eyes in incredulous disbelief perfectly in-tune with one another as the pegasus went on, flapping his wings periodically as if he were angry, his face utterly serious. "I? Me? The bombastic pegasus who has done nothing but compliment your figure *before* you went and did

what you could do to correct your solitary fault? Which I remind you, was not *from you*, but your many ordeals and trials? The irritating grandstander and all but outright accused *back-jumper* who is me? I think it's incredible, gorgeous, beautiful, fantastic, and so many other words that arrive at the crown *jewel* of descriptors, *perfection!* It's *you*, essentially exemplified and refined to such a point of beauty that you could wear it for years, and not for one micro-half-instant of any of the time spent wouldn't have ponies within jaw-dropping distance suddenly gaining appropriately unhinged faces. I outright can't think of a more lovely mare to be wearing something so stunning."

Rarity's face and the tips of her ears began to tinge red as he went on, and simply flustered as she turned back to her friends. Hopefully out of his earshot, she whispered to those that could hear her, "I can't tell if he's a gentlecolt or a lout at times. He mixes up the mannerisms so... indiscriminately."

"Lout, all the way," Rainbow hissed quietly.

"Oh... don't be so hard on him, Rainbow," Pinkie whispered, nudging Rainbow's ribs, "He's funny, and he knows how to have a good time! He's like... a male version of me! Only a big gold pegasus."

"Pinkie, if *you* were anything like *he* is-" Rainbow started. She realized she couldn't really come up with a good comparison, and hung her head in shame. "Okay... but at least you're not... *that* bad..."

"Bad'? What?" Pinkie blinked, causing Briarthorn to raise an eyebrow.

"Ahem," Rarity coughed, quickly shifting the topic as she realized Briarthorn had heard everything, "Yes, well, I do think this is one of the finest outfits I've ever designed, with some help of course."

"Golly, an' y'all jus' whipped that together in less than an hour?" Applejack whistled, "I ain't one fer yer fancy wear, Rarity, but heck, I'll admit I ain't never seen y'all work so fast."

"I believe I owe that to our gracious tailor," Rarity beamed, gesturing to the equally ecstatic unicorn behind her, "And his wonderful techno-magic, of course. Girls, you will not *believe* the amazing feats his little machine back there is capable of. He made this wonderful outfit from *scratch!*"

"That sounds like a pretty fancy device," Tick Tock hummed.

"A marvel in techno-magic engineering," Haute smiled broadly, "I had some help building it of course, and the design is fairly common amongst the other fashion shops around the city, but, as I am the original designer, I can do things with it that would astound even the most

disinterested pony in the world. So, who's next?"

Twilight stepped forward first. "I'd like to have a look, if I could? All this techno-magic really fascinates me, and I'd love a chance to really interact with some on a personal level like this."

"Certainly!" Haute smiled with a bow, "Come along then, miss, and we'll have you in new clothes in no time at all. Rarity, you said you'd like to assist me?"

"Ah, yes of course," Rarity nodded eagerly, "I only wish I could have one of these back in *my* boutique. To be able to instantly put what's in my imagination into form would be astounding. I'd miss the sensation of some of the finer points of designing outfits, of course, but... well, this just seems so *fun*. Come on, Twilight, let's make you look every bit the pony you are on the inside."

The three unicorns headed into the back room, and returned in much less time than before. Rarity eagerly pulled Twilight to the center of the showroom to put her on display, both of them quite proud of the new outfit they'd chosen. Twilight was no longer in a sequined vest, but a cloak that flowed just past her tail and covered most of her torso and flank. Upon her head she wore a pointed hat, tall and thin. They were both a bright royal blue with complicated cosmic-themed designs, with almost photographic-quality images of galaxies, stars, and planets. The final touch was a gem at the collar of her cloak: an authentic meteor shard, a magical gem colored a pinkish-purple that Twilight knew was a great aide in spellcasting, cut in the shape of her Cutie Mark.

Briarthorn performed an examination of the outfit upon her just the same as he'd done for Rarity, and Rarity gave him the same sharp looks she'd given him earlier when he ran his wing along Twilight's cloak, then used said wing to pull Twilight into a hug.

"Twilight, my dear, this is exact. This is completion. It is not Rarity, no, you are not merely a lady at the pinnacle of her beauty. This, this outfit is one that speaks of purpose. Your friends say you're quite the magician, and well, this is not merely practical in conveying that point, but it makes it clear that you've uniformed yourself for the task of changing the world around us. Simply put, It really brings out the very rightly-deserved magic in you," he proudly stated.

"Oh, thank you Briarthorn," she smiled, "That's what it's supposed to do, so I guess that means it's working."

"Hey, I'll say this. Its hocus-pocus has gotten to me, as well," he said, shamelessly tightening the hug, "I'll be so bold as to say, dear Twilight, that seeing you in this outfit has me positively..." He looked around the room briefly. "...wait for it... *spellbound*."

"Boooo," Rainbow called from across the room while simultaneously tossing an annoyed

look at Pinkie. She could only give Rainbow an apologetic look through her giggling.

“Oh yes, it is certainly a great design,” Haute said from nearby with a beaming smile, “I normally wouldn’t consider this acceptable ‘walking’ clothing, but since you said they are to be worn in an audience with Her Majesty, I felt that perhaps a little extravagance was in order. Just be sure that if she asks where they got these wonderful outfits, she knows who made them for you.”

Briarthorn smiled and pat the stallion on the shoulder with a hoof and a wing at the same time. “Oh, don’t worry about that my finely tuned and sharp-horned friend. Her Majesty? She’ll be handling the bill on these. She’ll see the location on her next credit report. But I’ll still put in a good word for such a helpful stallion as yourself.”

“Oh *my*,” Haute chuckled as he pat Briarthorn’s hoof, “Maybe this means *you’re* next in line? I’d *love* to get my hooves-”

Briarthorn smiled apologetically. “Oh, my dear Mister Couture, I am sorry, but if these girls... and dude, are leaving within the week, it’ll be at least until then that I remake myself. But!” he said with a grin, and an eyebrow wiggle that caused a few of the other ponies to raise their own, “After this week, I might swing around back here. You have a gift for clothes, and the ponies that go with them, yeah? You’ve got the touch, you’ve got the power, if you know what I mean.”

The unicorn’s smile seemed a bit melancholy, but with a trickle of hope. He shrugged with theatrical dismay. “C’est la vie, such is life. While we wait our long week until our next... *engagement*, let’s get this show on the road, ladies. Who’s next? Perhaps... you, my armor-clad friend?” he asked, referring to Pinkie.

Pinkie waved a hoof dismissively. “Sorry, but I’m gonna pass. I can change my outfit whenever I want, uh, from a spell... Twilight... cast...” She gave a slow nod, plainly proud of her brilliant ruse.

That was until Twilight opened her mouth to speak. “Pinkie, I-” Pinkie snapped her head over to Twilight and just stared at her. Twilight stopped mid-sentence and awkwardly laughed. “Yeah. Yeah, that’s exactly what happened,” she said with a nervous nod. “Whoo. It, uh, it sure was a, uh, toughie.”

Briarthorn blinked. “Hm! You’ll have to make that happen a few times in front of the Queen, but I don’t think she’d be offended with a shifting wardrobe. “

Pinkie nodded with a smile. “No problem! Sooo, I’d hate to make the Queen pay for a set of clothes I’m not going to wear. But ooh! I know who’s gonna be your next mare!” She hastily pushed Rainbow Dash forward, causing the pegasus to trip. “Dashie, you’re up!”

Rainbow Dash sputtered and tried to get out of it, but seeing Rarity's hopeful look and the wide grin on Pinkie's face made her think better of it. "Fine," she sighed, "Let's get this over with..."

The two white unicorns ushered Rainbow along into the back, leaving the others to converse with Twilight more about her outfit and their own prospective choices. The trio returned from the back in far under an hour, and as before Rarity ushered Rainbow to the center of the room to put her on display.

Rainbow's old flight jacket had been replaced with a dark green faux-sheepskin bomber jacket. The jacket had a hood, which Rainbow was flipping up and down over her head to get a feel for. It was simple but functional, offering her warmth through anything and thick enough to even cushion against small blows. Her old goggles had been repaired and sat upon her face, good as new. They'd actually been improved, reinforced with stronger metal, and the lenses looked much less fragile.

"Oh, you look simply *super!* See, Dashie - you *always* dress in style!" Pinkie bubbled, "Nopony's cooler than *you*..."

"Dang right, Pinks," Rainbow smiled.

Briarthorn approached all on his own and gave her a once-over, purposefully quick and not wasting any time at all to even attempt anything like he'd done with Twilight and Rarity. Rainbow raised an eyebrow in confusion at this, but let him continue.

"Cool... yes, definitely cool," Briarthorn nodded, "I happen to be rather well-versed in the nature of 'cool', and I can see you are, too. Hints of radical all throughout: the hood, the padding, the goggles are *almost* as awesome as mine," he said as he tugged at the goggles on his forehead, "And there's at *least* a margin of twenty to thirty percent of added levels of strictly cool in how the goggles and the jacket color contrast cleanly." He locked eyes with Rainbow, and in that instant she and him forged an unexpected and unspoken connection in the layers of greatness. She shook her head, confusion visible on her face as Briarthorn concluded his spiel. "Right here? This is down-right *mathematical. Algebraic*, even, in how you let your radicalness, awesomeness, and coolness mesh. Rarity, Haute? You both let her colors work, and that's saying something for a girl actually named Rainbow. And hey? I know from personal experience that the Queen has a certain appreciation for this kind of look. I think she'll like you, Rainbow."

Rainbow blinked, still bewildered. "What... that's it? I... I mean, no comments about how you'd like to see me 'without the jacket' or whatever? Or... maybe that you 'dig mares in hoods' ...or something?"

Briarthorn didn't smile at her, but his eyes did get the determined look they had earlier as

they'd approached Buns 'n' Stuff. "Rainbow, there's a fine subtlety to being overly obvious. You're cool, Dash, you're cool to the core. And I know *you know* the precise quotient of your radical factor. Finely-tuned for action visible half a mile off. But you gotta work on your awesome. '*Dig mares in hoods*', pfft. What a thing to say." Briarthorn clicked his tongue, tutting at her in disapproval, so plainly that Rainbow was doubly-stunned, and, with wide eyes, quietly trotted back over to Pinkie.

"I have no idea what just happened," she said simply. Pinkie offered a hoof to bump in sympathy, which Rainbow immediately took, but her expression didn't change.

Rarity leaned forward, catching Rainbow's attention. Because Rainbow didn't shift out of her stupefied expression, Rarity leaned forward just a bit more and shrugged after a few moments for emphasis. "As I said darling, utterly confusing. On one second, off the next. Simply impossible."

"Okay! Who's next? How about you, dear?" Haute asked Fluttershy.

"Oh... um..." Fluttershy peeped, "If it's alright with you, I'm... not interested either. This jacket... is all I need." She pulled Lockwood's jacket tighter to her.

"Oh, Fluttershy darling," Rarity smiled, "You certainly don't have to get rid of that. But something under it would be a good idea, don't you think? Besides, Lockwood, that poor dear, most likely won't be able to get new clothes anytime soon. I'm sure you'd like for him to have his jacket on him when we go and see the Queen, wouldn't you?"

Fluttershy thought a moment, then nodded. "I suppose I'd like it if he looked his best, yes. Okay... but I don't think I need anything fancy..."

Fluttershy followed the two unicorns into the back, and as with the others returned nearly an hour later. Everypony had rather curious looks, as Fluttershy was in a rather unimpressive collection of clothes. Just a very simple sky blue blouse, with an equally simple mint green pleated skirt, that they were all glad had been made long enough this time that it covered her Cutie Mark completely. She was still wearing Lockwood's jacket, which was now not only completely clean, but she'd also had all of the residual damage repaired.

"It's not too complicated," Rarity explained, "She said she wanted something simple, so we gave her something simple. The poor dear is so attached to Lockwood's jacket that I think it's best her outfit works well with it, and it certainly does."

Briarthorn nodded wholeheartedly. "Simple, to the point. Unassuming. The sort of softness that you can feel without touching. Looking at the sky from the grass, or the grass from the sky. Like a field in Utopia. Birds and bees." He held up one of his wings to cut off disapproving looks. "Flowers and trees." He scanned across the room for a moment, skeptically.



"I don't know what was about to rile you guys, but you can't just jump me for a rhyme, folks. I'm off point, though. Fluttershy, you're just the right kind of *low-key* Queen-grade audience. Acceptable."

"Who's next?" Haute asked eagerly.

Applejack raised a hoof. "I'll just get this here dog 'n' pony show over with, I don't want ta go last. If'n y'all were able ta just remake Dash's outfit and improve it, I think y'all could do the same fer me, right? So let's just do this an' move on."

Applejack joined the two unicorns, walked back with them, and returned all the same. As with Rainbow, her outfit had not really changed all that much, but it had improved. She still wore a red, plaid work shirt, though this one was brand new and had more pockets. She also wore a pair of dark brown denim jeans that sat tight against her flank and legs.

"You look like you're all set for the rodeo when it comes to town," Rainbow chuckled.

"An' you look like y'all're ready fer the next air show," Applejack jabbed right back.

Briarthorn jumped right back into full-blown observation mode. He barely lingered on her shirt, but he was definitely drawn to the form-fitting denim. He took a few steps away from Applejack, his eyes very clearly following the curve of her flank.

Applejack snorted loudly, "Ya mind not starrin' so dang much, flyboy?"

He snapped his head up. "Very, very, *very* acceptable, little miss southern comfort. Especially digging those jeans. Your figure fits your Cutie Mark. Apples *must* be amazing, because you are positively low to the flow in them *applebottom jeans*." Pinkie guffawed loudly at this, causing him to take yet another bow before continuing. "More to the point, though, you look like a hard-working girl, which the Queen appreciates. But I... I can't help feeling there's something off, here. Your... *duds* feel incomplete. This sort of outfitting, well, it needs *some* kind of hat, I'd say. It's making your working-girl very before *or* after. The Queen wouldn't mind that, but the hat would say your purpose was still going, present-tense."

Applejack's expression had soured when Briarthorn spent time sizing up her backside, and couldn't keep her voice from sounding harsh. "I ain't wearin' no hat but mah own, an' as far as I know mah hat is... lost ferever. So that means ain't nothin' goin' on mah head 'til I get it back, an' I don't care how I get it. Y'hear?"

Briarthorn's frown of sympathy was open and sincere, and his eyes honestly looked watery for a moment. "Oh, oh, oh. You poor mare. A hat that special to you, gone? I know what it's like to have sentimentality in what should be inert. To feel a piece of your soul sitting pretty where you attached it. Head to hip and back. Doesn't matter. Something like that really is

irreplaceable. Believe me when I say you have my *deepest* condolences,” he added with a long, slow bow, “Knowing that the outfit will be forever denied perfection is, in itself, a story the Queen would love, despite being aware that she couldn’t love the story as much as *you* love whoever made you love your hat. In this specific and special case, Applejack, your duds can be nothing but perfect, even without it.”

Applejack blinked. She walked back over to Rarity, and whispered, “Well, now, Rarity... I see what y’all meant.”

“I know, right?” Rarity whispered back, “Back and forth at a whim. I can’t tell if he’s serious or not!”

“Next!” Haute called brightly.

Tick Tock and Flathoof looked at one another awkwardly, before Tick Tock rolled her eyes and stepped forward. “Okay okay, here’s the deal, this outfit? Yes, it’s *my* outfit. I don’t change it. I own six more just like it. It’s all I wear, it’s my uniform, I don’t change out of it, I’m not getting a new outfit, I just need it fixed up. Can you do that for me?”

Briarthorn spoke up, his solemnity drained and his cracked smile wide again. “Yup, there we go, Tick Tock. That would be Queen-grade. It’s a uniform. Uniforms are stories all by themselves. It’s got my brand of approval, dear, and I’m fairly certain it will have Her Majesty’s.”

Briarthorn trotted over pleasantly to Tick Tock and Twilight, and attempted to fit himself between them again. Tick Tock immediately got up, and moved around both the stallion and Twilight, sitting down and putting Twilight between them. Briarthorn’s only reaction was to abruptly conclude his judgment.

“Ah, well! Acceptable. Pretty simple! Your outfit suits you. Very... *posh*.”

Tick Tock blinked, curling her lip at Briarthorn. “*Posh*? Just what are you trying to say?” Briarthorn simply stretched and cracked his forelegs, one at a time, and said nothing more. Tick Tock’s horn sparked. “Why you-”

Haute took this as a cue, and interrupted, frowning in mock hurt. “Oh, just a repair job, then, dear? That’s fine, I can have that done in a jiffy, darling. We’ll do that last though, for now... mmm, we have *one more* pony who needs a new outfit.”

Flathoof pointed at himself. “Um... well you seem to have more in line for designing dresses so-”

“Oh don’t you worry, I make clothes for stallions too,” Haute grinned, “Though I can’t say I get *specimens* like yourself in here that often. This is my lucky day!”

Flathoof muttered under his breath, "After I make sure that stupid idiot is alive, I'm going to kill him for leaving me alone with all this..."

"Come along, Flathoof," Rarity beckoned, "We'll find something that suits you just fine. We'll make you look like the big tough stallion you are."

"I dunno, Rarity," Rainbow snickered, "You and 'tough' are two words that don't mix together that well."

"Yeah, can y'all even *do* 'tough'?" Applejack chuckled.

Rarity's eyebrow twitched. "Oh?! Hmph! I'll have you know that I know plenty of fashion designs that elicit a sensation of what 'tough' is. Come on, Mister Couture - we'll show them that we can handle making Flathoof look 'tough!'"

"Oh *my*, I'm going to enjoy this," Haute laughed.

Flathoof nervously walked back with the two unicorns. And, only a few minutes later, Rarity returned, followed by Haute. Flathoof was noticeably absent.

"Well?" Rainbow asked.

"Hmm?" Rarity blinked, looking behind her. She huffed, and stuck her head through the curtain in the doorway. "Oh, come *on*, Flathoof. You look simply marvelous! You wanted to look like a rough and tumble stallion, and you certainly *do*!"

"I'm not coming out!" Flathoof cried, "I know you're not used to the customs around here, but this is *not* rough and tough! I tried to tell you!"

"Oh, darling," Haute called back, "You certainly look like you'd be able to give anypony who gave you lip a good *once-over*! If I may, I'd like to volunteer."

"Innuendos are *not* helping!" Flathoof yelled.

"Come *on*!" Rarity snapped, "Mister Couture and I worked hard on that outfit, and I will not let you insult us by staying hidden back there like a little colt! You rejected the last three too, and I am not making any more designs!"

A loud groan could be heard from behind the curtain, and moments later, Flathoof pushed his way out of the curtains. Immediately, the only two ponies that reacted were Briarthorn and Tick Tock, who put their hooves to their mouths simultaneously and tried their hardest not to laugh outright, startling Twilight who was left between the two shaking ponies.

Pinkie took notice of this and began to feel a tingling feeling that made her start to smile, though she was unsure why just yet. Flathoof grumbled and came around the counter to the center of the room to display himself.

“Well, you certainly do look pretty tough,” Rainbow observed.

Briarthorn was shaking with silent laughter, and barely managed to say through an overly-wide grin, “*Really tough.*”

“Yeah... yeah, ‘tough’,” Tick Tock snickered, “Haute’s right, he looks like he’d give some stallion a proper *pounding*. Hoo hoo...”

“Tick Tock, I swear to the stars,” Flathoof started.

“I don’t see what you two are laughing about,” Twilight said to the two ponies flanking her.

Flathoof was dressed in only two things: a black denim biker’s jacket, and a black denim biker’s hat. The jacket was one size too tight, enough that it fit perfectly but so that it clung to his body and showed off his broad frame. To the ponies of Ponyville, it certainly looked tough. To Briarthorn and Tick Tock, however this same exact outfit meant something completely different.

Briarthorn, still laughing, mustered his nerve and froze his face into a deathly serious stare, his voice dropping back to its normal slyness. “You look fantastic. I didn’t notice it before, big guy, but *man*, you are *ripped*. Very *hench*. Right, Tick Tock?”

“Absolutely. *Hench*. Very hench,” Tick Tock snickered.

Applejack, for the first time in over a week, found herself unable to take her eyes away. “Golly... Flathoof, ya look... well, decent. Whoa nelly...” She wanted to avert her eyes, but couldn’t. Things had changed since the last time she’d seen him like this.

“Look, just get your little ‘evaluation’ over, Briarthorn,” Flathoof snorted. He sighed to himself, “Dammit, Lockwood. I know this is all your doing. Somehow you passed word around and called in a damn favor somewhere to make sure you made a fool out of me. I swear, when you get better, I’m gonna kill you.”

Briarthorn didn’t move for a moment. Then, he slowly trotted over and began giving Flathoof a very slow and thorough looking over. Flathoof found himself extremely uncomfortable with the attention, because it seemed that Briarthorn was taking his time just like he had with Rarity and Applejack. Haute Couture was giving him looks from nearby as well. Tick Tock was giggling into her hooves harder by the second. As *her* laughing continued, Pinkie started to giggle along with her.

“Oh... oh wow, I’m so sorry, Flathoof,” Pinkie said in between laughs, “This laughing is *really* contagious. I’m not trying to be mean, really!” Flathoof merely grumbled in response.

By now, Rarity had become visibly self-conscious. Her concern over the situation was rising by the second as Tick Tock and Briarthorn, and now Pinkie too, continued to laugh. Flathoof on the other hoof was feeling more and more exposed by the second.

“Now, beefy, You’re not going to like this, but... I am serious when I say this outfit works for you.” Briarthorn smiled, and let his eyes wander a bit, making Flathoof flinch. “I know it’s a little unorthodox for such a *big* stallion like you, but trust me, you’re gonna drive *everypony* wild with this thing. Haute, old buddy, this is your *best work yet*. Brilliant!”

“Mmm. Oh *my*, I enjoyed getting him into it,” Haute laughed an easy, friendly laugh that anyone could tell he was comfortable using, “A big strong stallion like that deserves to be shown off. No sense in hiding that body behind baggy shirts. The Lady Rarity, she deserves just as much credit, perhaps more of it than me. The basis of the theme came from her!” He waved a hoof at her with no small amount of flair, and she smiled, but something about Tick Tock and Briarthorn’s immediate response of even more laughter made her sweat.

Briarthorn practically cackled aloud. “Woo, man. This is amazing. You and Lockwood certainly are close, aren’t you. And-” He leaned his head up and down, melodramatically sizing Flathoof up. “Nm! Nm! *Nm!* I can see why! Did anyone else catch any *suspicious activity?*”

Between Tick Tock and Briarthorn’s laughing, there was the tiniest squeak. Heads turned towards Fluttershy from where she sat against the wall of the boutique, her face turning red.

“O-oh, um... I... I, n-no, they’re n-not... ohh...” She buried her face in her hooves. “Oh my...”

Briarthorn gave a single great flap of his wings, and held a hoof to his ear. “I’m sorry, dear, what was that?”

Fluttershy began to shake her head furiously, and as she did, her wings flared, stiffly lifting her back very slightly from the wall. This movement made her squeak louder, vaguely trying to speak words that were ultimately incomprehensible. This did not stop Briarthorn from providing running commentary.

He gasped, “No! They did *what? Oh! Oh my stars and garters! You what? You watched!? The scandal!* Good thing we got Lockwood fixed up when we did. He only just *barely* landed himself a *catch*.” Fluttershy shook her head even faster.

Tick Tock could barely contain herself. She held a hoof to her mouth and pressed hard,

speaking through it as she nodded to Briarthorn. “Th-th-this is *amazing*... So... r-rich. I... I... h-h-had you all wrong, Briarthorn! Y-you’re all right.”

“Thank you, dear Tick Tock,” Briarthorn said shortly, biting both lips together as Flathoof stomped angrily, almost shaking the entire room, “Oh, *now* I get it. Your Cutie Mark - you’re into the *kinky* stuff, I take it? Nice cover story with that whole ‘criminal’ thing. Whoo boy...”

“I told you, he and I are *not* like that!” Flathoof sputtered.

Tick Tock chortled, “Could’ve fooled me, mate! With *that* outfit, you two... you two... oh, tell me, which of you is the nancy colt in that little relationship?”

Pinkie seemed for a moment she might actually explode, filling up with sparkling pink light before leaning back and falling head over hooves. On her back, she laughed as hard as she could, kicking all four legs into the air with wild abandon, sending bright pink light streaking around the boutique. Rainbow watched in confusion, not quite sure what was making Pinkie laugh so hard.

“We are *not* like that!” Flathoof barked, his voice cracking as the pink lights shined into his eyes, “For buck’s sakes, we’re *brothers*!” The mares, except Fluttershy, all looked at him in surprise, making him turn brighter red. “L-long story. Just... just leave it. I wouldn’t even think of him like that!”

Briarthorn took a deep breath, and focused all his energy on not losing himself to a laughing fit. “Well, even if you’re not with Lockwood, *big guy*, you’ve got to be with *some* nice colt. Look at all that studly stallion stuffing. Smoked man-muscle everywhere.”

“Briarthorn, if you’re trying to get a rise out of me,” Flathoof said, taking a deep breath and speaking as calmly as he could, “It’s not gonna happen. So just... just get this all over with so I can-”

“Rise out of you? Hoo boy, I’m sure a few ponies here would *love* to see a *part* of you rise!” Briarthorn snickered. “Hey, hey, Flathoof. What’s your *on-duty* name? The job really lends itself to some great ones!”

“Ooh ooh!” Pinkie chimed in, “I’ve got one! Butch Deadlift!”

Flathoof hung his head in dejection. “Here we go...”

Briarthorn scratched his chin for a moment, then pointed at Pinkie excitedly. “You, my good mare, are onto something! How about... Slab Bulkhead!”

“Flint Ironstag!” Pinkie continued.

“Big McLarge-Huge,” Briarthorn added. As they proceeded through their list, Tick Tock actually began crying with laughter, hunched over in stitches.

“Smash Lampjaw.”

“Buck Plankchest!”

“Blast Thickneck!”

Briarthorn gave a great laugh. “There, see, Punch Sideiron? D-d-d-*daaamn* son! Somepony as slow-steamed and hickory-cured as you, Thick McRunfast, has to be tapping *some* nice, sweet little *stilly-stally* on the side. At least now Buff Drinklots has an outfit that makes him look the part!”

“Buff ‘*Drink*’-lots?” Flathoof said indignantly at Briarthorn, “Now you just wait a second-”

Pinkie cut Flathoof off with a giggle, “*Finally*, somepony *new* who gets my jokes! I tell ya, goldenrod, you ain’t half bad.” She jumped into the air.

Briarthorn unhesitatingly leapt up and flying-high-hoofed her. “Well thank you, my well-informed pink friend! You ain’t bad yourself,” he added as they landed.

“Okay, seriously, what’s the big deal with his outfit?” Rainbow asked as she had begun to snicker in wonder at Pinkie and Briarthorn’s exchange.

Tick Tock pulled herself off the floor, and leaned over to Rainbow. For a moment, she held up a hoof in front of Rainbow’s ear. But she was unable to even attempt to whisper; she just dropped her hoof to wipe away a tear and kept laughing.

“Well... well...” She inhaled deeply, and bonked herself on the nose. She took another deep breath, and weakly murmured, “A-around these parts... th-that’s the sort of....out-out-outfit, hoo... that a male ‘escort’ wears. I’m talking... *adult* escort.”

Rainbow raised an eyebrow, then her face brightened in realization. “W-wait... you mean...”

“Please don’t,” Flathoof pleaded with a long-suffering sigh.

“It makes *Bolt Vanderhuge* over here look like a very *successful* gigolo,” Briarthorn smirked.

Rainbow gave a loud snort and fell back laughing, landing on her back next to Pinkie

Pie. Tick Tock fell back down as well, claspings her sides and wheezing loudly, completely out of breath.

Twilight stood alone, calm and unphased. She blinked, and scratched her head in confusion. "Uh... a what?"

Rarity looked positively aghast. She clutched her head with both hooves. "That outfit makes him look like *what?! Oh Sweet Heavenly Celestia Gracious Bringer of Warmth and Daylight what have I done?!*"

Fluttershy shuffled further into a corner, still squeaking as she shifted her body awkwardly around her rigid wings. She turned her face as far away from the rest of the group as best she could and began gently and rhythmically tapping her forehead against the wall in embarrassment in a Fluttershy-grade attempt to give herself a concussion.

Applejack turned red as well, but unlike Fluttershy, did not avert her eyes in the least. Unfortunately, at that moment, Briarthorn pulled his head from the counter to wipe a tear away, and then his eyes went up, past Flathoof, to hers. The earth pony's eyes drifted not a millimeter up from where she had been staring the red stallion's frame. Across the room, straight on, dead center: she'd been caught eyeing Flathoof's previously discussed impressive physique. The instant look of realization in Briarthorn's eyes scared her. He *knew*.

Flathoof snapped his head around to Briarthorn. "Look, are we done here? I told you, you're not getting a rise out of me. I've been Lockwood's best friend for over a decade, and he's *much* better about these sorts of things than you, I think. He's subtle. You're too flamboyant, I can see where all this is going from a mile away. Nothing you could do would surprise me."

"Lockwood's subtle. I give you that. But... *hm*. Nothing? Nothing at all? Then I guess you've been expecting *this*." Briarthorn said with a wicked grin.

He moved, suddenly behind Flathoof. With his eyes nailed to Applejack's own, Briarthorn dramatically bit his lower lip, and flicked out his wing at blinding speed at Flathoof's exposed rear. Wing and rump collided with an incredibly resonant, echoing smack. Flathoof jumped nearly half his height in panicked surprise, and Briarthorn posed as though utterly shocked, shaking and cradling the offending wing in false pain.

*"Wa-pa-chang! Hoo boy! Slate Slabrock, you could cut diamond wid dat. Ass!"*

Pinkie, Rainbow, and Tick Tock, if they'd been reveling before, now began *howling* with laughter. By now, Twilight had also nervously joined in, even if it was clear from the look on her face she wasn't sure why it was all *that* funny. Rarity's eyes rolled back into her head as she promptly fainted. Fluttershy noticed just in time in between bumping her forehead on the wall, and dove to catch the falling fashionista before she hit the floor.



Pinkie was gasping, still actively radiating pink light, “Too!” she heaved, “Too funny!” She panted, “I can’t,” she wheezed, “I can’t breathe,” she huffed, “Oh,” she heaved again, “Oh,” she heaved once more, “Oh.” She took a deep breath and sharply exhaled. “Oh, oh, butt-smack.” She wheezed again, “Oh, wow. I... I’m so so **so** sorry, Flathoof... but... butt...!”

Briarthorn rested his elbows on Flathoof’s back. Flathoof, for his part, held one large hoof over his face to obscure his mortification. Briarthorn vocally addressed the group at large, but his eyes were still deadlocked on Applejack’s. “Ladies, ladies, ladies. This is the part where, if you had bits you’d be willing to spare, you’d be tucking them into *Bold Bigflank’s* hat over here, seeing as he doesn’t have any pants. Any takers?” he added distinctly in Applejack’s direction, who gulped heavily but otherwise remained red-faced and inert.

Rainbow and Pinkie were on the ground beside one another, giggling. Tick Tock was wheezing, pulling herself up to lean on a wall heavily. “I just...” she sputtered, “I can’t remember...” She rolled her head around limply. “*Anything... like... that... in... in... in a long, long time... oh... Hell’s bells...*”

Twilight had authoritatively and decisively asserted her confusion, and compassionately trotted over to see to Rarity, whose head was propped up by Fluttershy’s forehooves. She kneeled down to Rarity’s face. The white unicorn’s eyes cracked open slowly.

“Rarity, are you okay?” Twilight said with honest concern.

“...Fluttershy? ...Twilight?”

Fluttershy stroked the fashionista’s purple mane. “Rarity, oh, Rarity, are you alright?”

Rarity held up a hoof, and both Fluttershy and Twilight took it without question into their own. “Fluttershy... Twilight... oh, *Twilight...* When... Mister Flathoof... gets a better ensemble...”

“Yes?”

“And... and... out of those... those *things...*”

“...yes?”

Rarity hissed, “***Burn them.***”

Haute Couture had speedily magicked a number of paper fans out of his pockets and was even now frantically fanning himself with them all at once. Slowly and softly he murmured, “Oh *my...*”

Flathoof turned his head around and just stared at Briarthorn, still posed on the middle of the red stallion's side. "What in the *hell* is wrong with you?! Just a second ago you're all over every mare in the room and now you're smacking *my* ass? Seriously, *what?*"

Another round of laughter erupted around the room. Briarthorn leaned over on Flathoof's back, smiling piteously at the big red stallion, and said quietly, "Well, it's like this, *Roll Fizzlebeef*. I'm not picky, I'm just perky. Ponies are ponies, have they-"

He whispered the last part right into Flathoof's ear, and would *not* stop fluttering his eyelashes at Applejack. To Briarthorn's visible delight, she bore a look of utter dismay that showed through the occasional twitch of her right eye. Flathoof simply, on the other hoof, went from red to almost white. Then, as Briarthorn turned to walk away Flathoof stopped him right in his tracks. He glared fiercely at the pegasus, narrowing his eyes in anger.

"Don't you just walk away from me like that, after what you just pulled."

The room suddenly went quiet.

"Something wrong Flathoof?" Briarthorn mused, repeatedly bugging his eyes out at the red stallion.

Flathoof was about to speak when Rarity suddenly grabbed him by the collar of the jacket and started yanking him towards the back. "Come along, Flathoof!" she shouted, "We're going to fix this, *now!* Mister Couture!"

"Oh, such a shame," Haute said with a shrug, "C'est la vie."

The trio was only in the back for a few minutes before they were right back out again, Rarity pushing Flathoof forcibly out of the back room with Haute right behind them. Flathoof was now wearing a very plain, blue work shirt and a set of blue denim jeans that matched Applejack's.

"There!" she said triumphantly, "Not a single one of you can laugh now!"

Flathoof gave a deep sigh. "Took long enough..."

Briarthorn wasted no time in stepping forward. "Now then, as I was saying earlier, is there a problem, Flathoof?"

"Eeyup." Flathoof replied with a shake of his head, "I just wanted to let you know that personally, I prefer *Gristle McThornbody*." The room remained deathly silent for just a moment, then exploded in raucous laughter. This time, Flathoof laughed right along with them.

Briarthorn guffawed. "Ha! Okay, that was good. You're not all bad there, stud."

"Like I said, I've been friends with Lockwood for too long not to know how to roll with the punches," Flathoof said with a grin, "So, are we all done here?"

"Ah ah ah," Briarthorn chuckled, "Like I said, I need to check and make sure your outfit is perfect, and *I mean perfect*, for the Queen. That last outfit of yours was great for *you* maybe, but oh boy, if you showed up in the Queen's chambers wearing that, you'd be thrown out a specially picked window on sheer principle. The Queen is *very* strict about what comes in and out of everything she has anything to do with on a personal level."

"Wait... you mean you didn't approve of that outfit *at all*?" Flathoof muttered.

"Oh, of course not." Briarthorn said nonchalantly.

"So then... all that... with the names and the-" Flathoof stuttered.

"Just bucking with your head. That was really the gist of this whole fashion ordeal. Of course you needed out of that goofy thing, but additionally of course, there was no way I was going to let an opportunity go by. I've gotta say, though, I *am* impressed. It took a loooong time to get you bothered if not hot. That's some very impressive control, big guy! You're going to *need* that sort of thing."

"Need... what?" Rainbow blinked. "Control?"

"Why in Equestria would we have trouble controlling ourselves?" Twilight asked with a frown, "I think we'll be fine. Sure, some of us might be a little rough around the edges, but-"

"Look," Briarthorn quietly interrupted her, and looked at the group with a sudden, penetrating, and deathly serious stare. "Look, look, compared to me? I'm just a jerk-ass. The Queen will take a deep long look into you, practically size up your *entire life*, pass judgment on you right then and there as a pony and living being, and she won't care if you feel bad when she does it. She presses buttons relentlessly, because when you're in charge of Hope's Point... it's like a monster, or, or, what? A machine? Yeah, that sounds about right. This whole city is like one big techno-magical monstrosity, almost literally, maybe! Worst part about that is, the Queen's got the keys in the ignition and the manual memorized, and she's not afraid to think back to any page. Even the ones with the fine-print and *warranty options*. She'll read *you*, too. That's no small warning. Brutally honest about who she does and doesn't like is putting it lightly. Nothing I could just say to any of you would explain how she gets into your head. We've been swimming in the shallow end of the pool tonight."

"Well, so what if she doesn't like us?" Applejack huffed, "Ain't like any o' us never dealt with anypony that didn't like us 'fore now. We ain't bad ponies."

"If she *doesn't* like you..." Briarthorn shook his head, visibly nervous for the first time since they'd met him, earning him several looks of surprise. "I sincerely hope she will, but if she doesn't, you'd *better* be capable of handling some abuse. Don't get me wrong, if you'd asked me to stop, Flathoof? I'd drop it. I'd have been more than a little disappointed if we did, for several *obvious* reasons. Sex jokes aside, though, I'd be outright *worried* for you, which I believe I've made clear is for warts. I've got a *lot* riding on the idea that *all of you* will be accepted by the Queen. Had to use *her* expense account again today, savvy? I enjoyed it, naturally, but I'm gonna have some '*splainin*' to do. Really, I did enjoy myself the whole time, despite being relatively sober with ponies I'd not had the pleasure of meeting until today. That's a bucking *miracle*. Well, maybe not. Lockwood's always been one to work on those. Today ended up being something *else* Mister Ultra Nice Guy will get credit for, once he's out of the medical ward. After all you guys have been through, maybe today wasn't as terrible for you, either!" He wiggled his eyebrows, causing Flathoof to groan. "Hey. Hey, now. No hard feelings, yeah?"

Flathoof rolled his eyes. "I suppose I should've guessed this kind of treatment from another friend of Lockwood's. I still say you've got nothing on him though, understand? Apology accepted... just keep your hooves off my ass, got it?"

"*Your ass*? Oh. Oh, ho ho, Flats. Can I call you Flats? No? Oh, well. Let's be clear: *your* truthfully sizeable backside is just not the one I'm worried about right now," Briarthorn exhaled shakily, and chuckled, "*Point* is: *Hope* that this all goes smoothly when we reach the throne."

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With a crackle energy and a bright silver flash, a small clearing just north of Hope's Point went from empty to occupied, the space taken up by six mares who had suddenly warped in.

"Oof!" Havocwing grunted as she fell on her face. She had no time to react further, except to grunt a few more times as Insipid, Grayscale Force, Red Velvet, Curaçao, and Starlight Shadow all landed on top of her in a heap.

"Worst landing ever," Grayscale flatly observed as she spread her wings to knock the ponies on top of her off so she could take to the air, "You're losing your touch, Star."

"Well, pardon me for being quite unable to violate the criterion of Teleportation magic," Starlight huffed, getting back to her hooves along with the others, "I cannot teleport accurately to a location I have yet to personally visit, and I am only aware of this one from what little I remember of that infernal Chronomancer's atlas. I would say you're fortunate you did not simply *splice* through the ground!"

"Hmmm... '*splice*'. Sounds messy," Velvet said brightly, her eye twitching involuntarily, "I

like it! I wanna splice something! Hey Star, how do you splice things? Is it like slice, or dice, or what?"

"I think I, like, landed on something!" Inspid complained.

"Yeah, that's *me*," Havocwing groaned, "Get *off*!"

"Yowch!" Inspid yelped as Havocwing surged with heat, and abruptly leapt away. "Havoc, you dumbface! That's my *butt* you just lit on fire!"

"Then maybe keep it out of my face, airhead!" Havocwing snapped back.

"And we are back to normal, it seems." Curaçao gave a light sigh, "Well, we are outside zee location now, non? Zut... and it is getting late. We took too long going over zee plan, I zink. Grayscale!" Grayscale gave a low grunt in response without bothering to turn and face her sister. "I 'ave une tâche for you. Are you up to it?"

"I'd rather you just get on with what it is than try to engage my enthusiasm," Grayscale muttered.

Curaçao was unfazed. "Sister, zere may be security measures around zee city besides zee shield. Would you check around and see what you can find out? We need time to plan our entry, n'cest-ce pas?"

"Typical. Still being used as a scout," Grayscale said unenthusiastically as she fluttered off to the west.

"Wait... late? How do you have any idea what time it is?" Havocwing asked after Grayscale flew away, "None of have a watch, and there ain't a sun or moon or whatever."

"I paid attention to zee Chronomancer's boasting," the earth pony said simply, "She said she is able to tell time even wizout une montre or anyzing. Well, last time she mentioned l'heure... hmm, il était huit heures trente-sept. Eight zirty-seven."

"And... so...?" Havoc continued.

"So, zat was eight days and sixteen 'ours ago. I 'ave been counting," Curaçao laughed, "I am very good wiz numbers, vois-tu? Anyway, Starlight, is zee Barrier as strong as we zought?"

Starlight hummed and flared her horn just barely, then shook her head in dejection. "It has a similar energy radiating from it to that of the Gate doors. Thus, it must be energized by techno-magic, which means it is refreshing itself every microsecond. My power *could* certainly

shatter the shield, but it would simply repair itself instantly, as if nothing had happened. I do not believe I can prevent its replenishment long enough to allow anypony through. Perhaps father could..."

Havocwing noticed Starlight's drooping at those last words, and reassured, "Hey now, don't go feelin' bad that pops is stronger than you. He's like, a living *god* now or something, right? We'll make due with what we have, and I know you'll be able to handle things once we get past this stupid shield."

"I suppose," Starlight sighed, "I am curious as to how they could get their filthy scavenger hooves on that manner of techno-magic, though. The Pandemonium Armed Forces would not suffer such embarrassment lightly."

"Well, we'll find out when we get inside," Havocwing suggested.

"And then we get to slaughter them all, right?" Velvet's eyes slid in and out of focus as she continued to talk. "I don't just mean those stupid Elements of Harmony, I mean all the dirty *normal* ponies too! Oh please oh please."

"Of course we can," Starlight smiled, "Anything that excites the blood within you, stirs you into a bloodlust, we shall do. I am eager to see the kind of power you wield without your fear-mongering."

"Yeah, fear may not make you, like, stronger and junk anymore, but bloodlust totally still does!" Inspid added, "Mmmm... blood. All of a sudden, I have a craving for some. Like, have any to spare, Red?"

"Um... no?" Velvet shrugged, "Geez what's with you, lately? You keep asking us for junk. It's getting aggravating."

"Leave 'er alone, Red Velvet," Curaçao sighed, "Wizout somezing to focus 'er attention on, 'er wanting nature 'as become more outspoken, vois-tu?"

"Pfh, you're just mad *you're* not, like, my number one best pony ever anymore, Curaçao. For sure, jealous much?" Inspid said with her nose in the air.

"Frankly, I don't really care, one less thing to worry about," Curaçao said flatly. Inspid sneered a little at the comment, but otherwise didn't react.

"So if there's the big shield here, how do we get in?" Havocwing asked.

"I'm not quite-" Curaçao started. She stopped and pointed west. "Ah, 'old on, 'ere comes Grayscale. Sister! Did you find anyzing useful to us?"

"I saw something on my way back," Grayscale said glumly, "But I don't think you're going to like it."

"Whatever it is, we can take it," Havocwing boasted, "So, what is it? Some big ol' laser cannon? A... a Gargantuan on a leash?"

"Worse. Those things just have a chance to kill you," Grayscale shrugged.

"What could be worse than-" Havocwing started.

"Oh, there are plenty of things worse than *death*, little Havocwing," came a voice from nowhere.

The six mares looked around in surprise, recognizing the voice instantly. As the voice cackled, Havocwing looked down to see Grayscale Force's shadow suddenly elongate to twice its size. The shadow split in two down the middle, and the part that tore away morphed into a solid shape that rose from the ground. Havocwing took a few steps back at the sight of the figure's great silver wings, the first things to manifest. The rest of his body began to take shape, until at last he was fully formed. He cracked his neck in agitation, causing the stetson hat on his head to wobble. Red Velvet brightened immensely, the scar along her spine slitting open to ooze a thick tendril of blood that slowly took the shape of a top hat-wearing snake.

"Fancy meeting you all here," Shadowstep scoffed, more than a hint of disdain tinging his voice, "Small little world, isn't it? Funny, I could have sworn that my master took you all off this little assignment."

"Assignment?" Havocwing nervously laughed, "Oh, w-what assignment?"

"Don't play stupid. Oh, wait, sorry, you're not acting are you? Just don't talk then," Shadowstep ridiculed, spitting a wad of black bile on the dirt.

"We are not here to complete any sort of assignment," Starlight stated simply.

"Oh? So you're here for some other convoluted reason, I take it?"

Curaçao stepped forward. "Oui, we are 'ere on vacation. Papa gave us some time to ourselves, and we 'ave 'eard a lot about zis "ope's Point', and of Utopia beyond."

"If it's Utopia you're interested in, there are airships in Pandemonium that would take you there," he responded with a smirk.

"Oh of course, but 'oo wants to be crowded onto a ship wiz a bunch of zee *common* folk?"

We are of a more esteemed class, n'est-ce pas? 'ope's Point 'as zee opportunity for private passage."

Shadowstep hummed. "I see. You realize of course that the Elements of Harmony are already inside, don't you? You're not here because of *them* are you?"

"Oh, are zey?" Curaçao blinked, "Well fancy zat, I zought zey would be *dead* by now. After all, you are papa's *number one* assassin, oui? Tsk tsk, papa would be disappointed to know zey eluded you. Oh, I 'ope zis does not ruin our vacation."

Shadowstep grit his fanged, rotten teeth. "A small delay, nothing more. My master still has a purpose for me, that's why I'm still here. Unlike the rest of you, who he's *discharged*. Frankly I'm astounded you're all still alive. You must not have been worth his time."

"Oh dear, 'ave I struck a nerve?" Curaçao smirked, "I am so sorry, Monsieur Shadowstep. I meant no offense."

Shadowstep spat another glob of black bile on the ground. "You just steer clear of the Elements of Harmony. That is *my* assignment now. I've been instructed to destroy them and the Chronomancer, and anypony *else* that gets in my way. That includes *you* if you try to take upon the job for yourself, and don't think milord would be upset if I did."

"Big talk coming from one pony against six," Havocwing sneered.

Shadowstep glared in her direction, and in an instant sunk into the shadow on the ground and disappeared. Havocwing swung her head back and forth looking for him, only to back into him as he reappeared behind her, manifesting out of *her* shadow. She yelped and leapt back a few steps.

"Now see, the difference between you and me is, I don't fear death," he whispered, "I can exist like this without anything to fear except my lord and master's disapproval. Nothing any of you could do to me compares to what *he* can do, especially now. You, though... if you get on my bad side? You may as well forget ever sleeping again. It might be tomorrow, it might be in a week, it might be three years from now, but one night, I will come for you, and your 'sisters' will find your head someplace they shouldn't and your body twenty miles away. Understand that, before you try to 'talk big' to me again."

Red Velvet squealed in delight. "Oh. My. Stars. That was *hot*."

Shadowstep grunted in her direction. "Oh, you again. You seem to be the only one of your 'sisters' that doesn't hold any disdain for me. I find that odd, considering you're just as much of a useless tool as they all are."



Velvet's smile dipped into a colossal frown, and she looked as if she was about to cry. Then, the tendril of blood at Velvet's side leaned into her ear, and she nodded a few times as it bobbed around. Shadowstep watched in confusion. It was as if she was listening to somepony talk into her ear. She perked up instantly, all sense of her sadness gone.

She giggled, "Clottles tells me that you only *really* hurt the ones you *love*. So you must really like me to say such mean things. Hee hee, if you ever wanna get *rough*, stud, I can take it. Healing factor, plus violent orgy, equals-

"Red, seriously?" Havocwing blanched, "You're grossing me out. More than usual."

Velvet stuck her tongue out at Havocwing. "Oh hush, Havoc. You're just jealous that I've got a *stallion* in my life now. And we're going to get married in a chapel of bones and have a biiiig wedding cake made of the flesh of our enemies, and have little horrible little blood spawn children and we'll live happily ever after! Clottles said so, didn't you Clottles?"

The tendril of blood formed a mouth that spoke in tune with her horrible ventriloquism. "Yes yes, of course, Red! This strapping young lad is a perfect mate for you, none better I say!"

Shadowstep shook his head in disbelief. "Wow. Incredible. I knew you all were useless, but you, you're *actually insane!* Heh. Maybe I should do the world a favor and just rid it of another nutcase. A shame too, I may have stayed interested if your mind was still in one piece..."

"You lay one hoof on her-" Havocwing started, igniting one hoof.

"Oh, he can lay his hooves *wherever* he wants," Velvet cooed.

Starlight huffed in an attempt to return the conversation to a more sane topic. "Your ego has burgeoned since our father's ascension, I see. Do you forget who you speak to? You dare to threaten *us?*"

"Oh, threaten?" Shadowstep said with mock hurt, "In order for me to feel the need to threaten you, you'd have to have some semblance of importance in the world. You're nothing more than a gaggle of *clones*. Pathetic inverted copies. Cauldron-born. Worthless. Knock-offs. Cheap imitations ponies simply ignore in the most vainglorious, hypocritical hole of a pawn shop in New Pandemonium, the kind that trades in orphans. *Orphans*. Orphans, and other unwanted, unloved children who were abandoned just after they were born. Failed *abortions*, to become wards of the state, tossed aside *before* they were born; even those filthy little creatures are marginally useful alive as *capital*. As *property*. You aren't even that. You barely even *exist* as far as the rest of the world is concerned. Other than my lord and master, myself, and those pathetic 'originals' and their friends, does anypony even *know* you exist? Anypony at all? ...Hm? That's right. Nopony even cares. I thought not."

Starlight seethed and flared her horn up brighter than ever. “You *impertinent* little-”

Curaçao put a hoof to Starlight’s shoulder. “Calm yourself sister, no need for any of sort of display. We are ‘ere for fun, remember? Shadowstep simply wishes to sound like ‘e is a danger to us after ‘is failure to complete ‘is task.” Shadowstep’s glare turned over to her, but she was unfazed. “Now zen, Monsieur Shadowstep, if you are all done ‘ere, we would like to get back to our vacation, voyez-vous?”

Shadowstep again spat and waved a metal wing dismissively. “Very well, you can carry on for now. But I’ll repeat myself once more for good measure: Stay out of my way.”

Shadowstep was about to melt into the ground again when Insipid bounded forward, smiling at him widely. “Wait!” Shadowstep stopped, eyeing Insipid with both disdain and curiosity as she bounced on her hooves. “That hat! I, like, recognize it!”

Curaçao perked up at this. “Ah, oui! Zat is Applejack’s chapeau! I was wondering about zat. ‘ow did you-”

Shadowstep’s smug grin returned to his decaying face. “Oh, do you like it? A souvenir I bagged up on the clifftop. I may not have managed to kill any of them, but I have a little trump card for when I engage Applejack alone. This hat of hers seemed important to her. I’m going to enjoy seeing her crumble when I tear it into shreds in front of her.”

“Oh no you don’t!” Insipid snapped, “I want that hat! Horseapples I’m, like, gonna let *you* ruin it!”

“You... want *Applejack’s* hat?” Havocwing balked.

“Like, for. Sure,” Insipid said with a nod, “If it belongs to one of the, like, originals, that means it’s perfect? I want perfect! I want that hat! *Gimme gimme gimme! Gimme it now!*”

Shadowstep’s eyes narrowed. “Um... no. Finders keepers.”

Insipid seethed at him and took another step forward, causing him to sneer and flare his metal wings in anticipation. Her voice deepened, carrying a slight echo. “I *said, gimme! I. Want. That. Hat!*”

“Insipid, whoa, hold on,” Havocwing interjected, startled at her sister’s voice.

The black unicorn’s normal whine became a genuinely menacing growl. “*I want it. Give it to me. Now!*”

“You want it?” Shadowstep taunted, “Just try to-”

Inspid lunged a hoof forward and smashed him in the face with it, latching on with all her might with a powerful surge of draining energy. Shadowstep looked stunned at the attempt at first, but shook that off, gritting his teeth in annoyance.

“I said I can’t feel pain unless it stems from my master,” he said angrily, “I’m insulted that you-”

Inspid growled and punched him with the other hoof, doubling her efforts. This time, though, he *did* react. He yowled in pain and stumbled back a step. Inspid didn’t let go, even as he attempted to swing a bladed wing at her. His attempt fell short when the wing collapsed, exhausted, as she surged more power through her hooves. As soon as he was distracted, she yanked the hat right off his head and placed it on her own, walking casually back to the group, speaking as if nothing had happened.

“I told him, like, I wanted the hat? Right so, no big deal, I, like, totally got it!”

Havocwing was stunned silent, and her jaw hung so low it could touch the ground. Curaçao watched with intense worry, her eyes flickering back and forth between Inspid and Shadowstep, who lay sprawled in the dirt, twitching in obvious pain. Starlight nodded her head and pursed her lip in approval, obviously impressed with Inspid’s display. Red Velvet, on the other hoof, held a hoof to her mouth and desperately wanted to rush over to Shadowstep’s side, but was only stopped by the tendril of blood whispering in her ear. Even Grayscale had reacted, leaning her head back and watching Inspid with widened eyes, glad that since everypony’s attention was on her sister, nopony would see her own reaction. She swallowed and watched as Inspid made several tacky poses displaying the hat like a fresh, new toy.

“Oooh, I like it,” Inspid cooed as she straightened it, “Girls, look! I’m Applejack! Howdy howdy howdy!”

Shadowstep warily got to his hooves and glared at the black unicorn. His left eye, his *normal* eye, was now suddenly blazing red. As he seethed in anger, his metal wings flexed and bristled, displaying dozens of long feathers as sharp as knives. “What did you *do*?!”

“Huh?” Inspid blinked. “Oh! Like, I drained your energy or *what-ever*? Your power is pretty *neat-o*, too! Shadows are coolsies. Major fresh. Not like you, *scuzzball*!! I think I’ll keep it for a while. Daddy seems to like you, so maybe he’ll, like, like me more if I have a power like yours? Or like, the power that is yours, or some junk? *Cha*.”

Shadowstep took a brief step forward, but suddenly shot to attention, stopping mid-step. Without a word, he shot a last look of disgust at the mares and then melted into the dirt.

“Whoa... Insipid,” Havocwing gulped in awe, “That was... wow. I don’t think a word exists that can describe what just happened.”

“Monumental,” Starlight said at once.

“What? Oh! He should have, like, known not to get between me and what I want or whatever? Ponies get, like, *hurt*, super-serious,” she said with a carefree tone, “For. Sure. Like, if he’d tried to keep the hat from me, I *totally* would’ve drained him to his last drop. I do *not* know what Daddy sees in him. Major. Loser.”

Starlight Shadow spoke up, her voice angry but not loud. “Still, Insipid, that was hazardous! What if that stunt hadn’t worked? He would have sliced you into tiny little bits!”

Insipid shyed away from Starlight and tugged the hat over her eyes. “Ooh... um... s-sorry boss! I mean, Star! Starboss! Please don’t punish me! I’ll be good! Oooh...”

Starlight groaned and put a hoof to her face. Havocwing and Curaçao shared brief glances with one another, then looked at Starlight.

“Starlight, could you come wiz us a moment?” Curaçao asked politely.

“Hmm? Oh, certainly,” the unicorn replied. The trio stepped aside a few dozen paces, then turned to face one another. Starlight spoke first. “What is it you wish to discuss?”

“We’ve got a job for you,” Havocwing said simply, “You want to prove you can be leader again, well, we’re gonna give you that opportunity.”

Starlight winced for a moment, but then nodded. “I would... be glad to hear of this opportunity.”

“Insipid is... well, ‘as always *been* dangereuse, oui?” Curaçao said nervously, “It is a part of ‘er, it is what makes ‘er Rarity’s opposite. Rarity, ‘er first goal was always ‘elping ‘er friends. Insipid, ‘owever, only wants more, more, more. After our... *birth*, she was, ‘ow do you say, *violent* when she did not get ‘er way. She is incredibly air-‘eaded, but ‘as always been useful, oui? Zat is why I gave ‘er a single object to latch onto - moi. Wiz moi as ‘er focus, she could be directed. Une arme- a weapon we could control. Wiz... wiz what ‘as ‘appened, she no longer ‘as zat focus, and I fear zat zat violent streak of ‘ers may return. Per’aps even get worse.”

“I do recall witnessing her in such a state after the ‘accident’,” Starlight noted with emphasized distaste of that particular word, “I was impressed with her potential... but I had no inkling she could possibly have this much. To attain what she desired, she inflicted pain upon a pony who had no fathomable rationale to lie about being immune to it. He was relaying, at the very least, what he surmised to be the truth, is that correct Curaçao?”

“Oui, zat ‘e was. Zat is why we need *you*.”

“What would you ask of me?” Starlight asked with open concern and duty.

“Well... I know you won’t really like this, but... what we’re saying is, we need you to make sure Insipid stays... calm,” Havocwing continued, rubbing her cheek as she drew the words out, “We were worried about how to handle it at first, but seeing her just now... she responds to *you*, still. The rest of us, other than Curaçao... formerly, could barely get anything out of her. She said she could have drained him to his last drop...” Havoc shuddered. “And I don’t need Curaçao telling me that she wasn’t lying. She’s *too dumb* to lie about it. But she’s still scared of you. You’re still the strongest.”

“So I am to be her babysitter, is that it?” Starlight muttered with a sigh.

“Je suis désolé, ma sœur, but... in a nutshell, oui,” Curaçao said, echoing Starlight’s dismay, “Until we find zee Elements of ‘armony again so we can direct ‘er at Rarity, we need to make sure she does not do... does not do what she just did to Shadowstep to any of *us*. Zat is what I meant by dangereuse. I fear zat ‘er wanting nature may be worse now zat zee intensity of ‘er desire ‘as increased.”

Starlight hummed for a moment, then nodded. “I recognize the danger, and your anxiety is duly noted. Very well, you have my word that I will maintain a short leash on her. Perhaps I can do more adequately with her than I did with Red Velvet.”

“That’s the spirit!” Havocwing smiled, “Okay, go on then. Curaçao and I need to have a chat about what we’re going to do here.”

Starlight nodded and left, allowing the oldest two siblings be alone. As soon as she was out of earshot, the two closed the remaining few dozen steps to the force field. Havocwing poked it warily with a hoof and yanked it back with a yelp. She sighed in disappointment.

“This sucks,” she groaned simply.

“Oui, it certainly does ‘suck’,” Curaçao agreed, her voice melancholy.

Havocwing noticed it immediately. “Hey, you alright there, Curaçao?”

Curaçao nodded for a second, but her head slowed to an abrupt stop. She stared ahead for a moment and shook her head, slowly at first, but then faster and faster. She slammed her hoof on the shield, letting it sit there and fizzle for a second before snapping it away. “Zut! Zut zut zut! It isn’t fair, ‘avocwing! It isn’t fair!”

Havocwing frowned. "Hey... whoa, Curaçao... oh man, come on, not you too..."

The earth pony's head shook furiously, her eyes shut tight. "It's not like zat, 'avocwing! I 'ave no *real* problems wiz zee 'ole 'we are copies' *issue*. I... suppose I always knew zere was more to my connection wiz Applejack zan met zee eye. Now zat I know zee truz... it all makes *more* sense, not less."

Havocwing put a hoof on Curaçao's shoulder. "Well... good. Um... then...?"

"'avoc, everyzing is 'appening at once," Curaçao said softly, eyes still shut, "I know zat papa made me Starlight's second, but... I never zought I would ever need to take up zee mantle..."

"Hey, I never thought I'd actually get this position either. At least not like this," Havocwing chuckled nervously, "But things just can't be *that* bad, right?"

"*Non, non, non...*" Havocwing couldn't believe it. Curaçao looked down despondently, and as she opened her eyes, Havoc saw actual tears forming that made the pegasus' jaw drop for the third time since the teleport. Curaçao took a deep breath and shook her head. "It is *my* fault Insipid even *needs* un babysitter. I know I cannot be, 'ow does she say, *perfect*. But if... i-if I *could be* perfect... if I *were* not just *une copie de Applejack*, per'aps she would still be 'er normal self... per'aps she would still want to... to at least *talk* to me! I... I d-did not mind being called 'Curie' sometimes. Insipid... m-ma pauvre, petite, *bête chérie*... b-but s-he will not even *s-speak* to me now. Not now. N-not *now*."

Havoc blinked at the tears trickling down Curaçao's face. For a long moment, she thought it *must* be another of her older sister's mind games. But no. Curaçao had not even lost her composure when Insipid had *literally* spit on her face. Now, while alone with Havocwing, she wept. For another long moment, Havocwing gazed past her sister at nothing in particular, unfamiliar with what she herself was feeling. She actually didn't want her sister to cry. She realized she didn't want to lead if she had to see her family like *this* to get the chance.

Curaçao sobbed quietly, breaking Havoc's train of thought, "C'est un idiote, mais c'était *mon* idiote! And I can do nozing... I cannot *be* perfect... *c'est pas possible!*"

Havoc couldn't take it anymore. She was understanding too well why Curaçao was sad, and for a moment, felt her eyes shake. *That* made her angry, and she couldn't stop herself from opening her mouth. "Hey. Curaçao, look. Look! It ain't your fault," Havocwing insisted, her voice fast and unsteady, "You already *know* no one's perfect, right? Least of all us. In fact, in our case, that was *kinda* the point! Okay? Alright? So now we need a purpose, and it's like we can't agree that we're worth finding a purpose. But, you know... I seem to recall that we *did* all agree on something: this heap of crap is all *those 'original' mares'* fault, got that? That's what we all agreed on. We *agreed*. Starlight agreed, Velvet agreed, bucking Grayscale agreed... sorta.

Inspid was too dumb to go alone anyway. So we're going to get the ponies at fault, and we're going to take our pain out on *them*. It may not be what we *were* here for, but it's what we're here for *now*, so that's what we're gonna do." Havocwing exhaled smoke fiercely, making Curaçao smile in a way Havoc hadn't seen before. She saw the smile start in her eyes through her tears.

"Ton haleine est chaude, dear 'avoc."

Havoc swallowed, feeling seriously ill from all the happiness on Curaçao's face for a moment, and then drove on. Anything to make the moment pass. "Look, I'll be honest here, Curaçao - I really don't think I can do this without you, and I need you to stay strong with me."

Curaçao smiled and wrapped her younger sister in a hug. A real hug, with a real smile, unlike her unusually bad performance in Velvet's bloody family embrace. "I am glad to 'ave you wiz me 'ere, 'avocwing. I do not zink I could do zis alone eizer..."

"H-hey, whoa whoa, random hug there. This whole family hug thing, it's a regular deal now, I guess? Ha... heh?" Havocwing said with a blush, "A-and... r-right, yeah... I'm glad I've, uh, got... you up here to, uh, help me too, Curaçao. I, uh, heh, might be *the best fighter ever*, but I don't really know the first thing about leadership."

"You say zat, but what you said to our sœurs earlier... what you've just said *à moi*, zat is what a leader does. We need to latch on to zee things zat make us different from our 'originals'. Fluttershy, she was, and is no leader. You 'ave zee passion for it. So we 'ave to be strong, for our sisters, 'avocwing," Curaçao claimed with conviction, "Zey need us, oui? Ah," she said as she wiped her eyes, noticing for the first time Havoc's expression of escape. She chuckled a bit, "Per'aps zat is, 'ow would you say? Enough of zee 'mushy' affaires? And per'aps more getting into zee city! I zink per'aps zat it may be best for a stealthy approach, non? If we go in by force, zen zee city will be alerted to us, and likely zee Elements of 'armony as well."

Havocwing scratched her chin. "Yeah, and with them all likely recuperating and getting back into shape, we'd have to face them, the Chronomancer, that dork Flathoof, *and* the city defense all by ourselves. I mean, I know we could do it, but... with the odds that poorly in our favor, maybe stealth is still the best way to go at this. I mean, if we'd been allowed to kill them from the start, they'd already be dead, and we all know it."

"Oui, and zat is why I say we continue course," Curaçao agreed, "As for getting into zee city zen... leave zat to me. Zis city 'as a main entrance. I can sneak myself in, and shut down zee shield from zee inside. Simple, non?"

"And about time your plans *are*," Havocwing laughed.

"No sense in waiting around zough," Curaçao said as she looked off towards the entry structure, "Take care of zee ozers while I am gone, oui?"

“Okay then, big sis. I’ll hold the fort out here until you get word back to us. You still got that weirdo psychic connection the boss has?”

“Oui. I will contact you when I am ready, d’accord? I will also find zee Elements of ‘armony, so zat we can corner zem and destroy zem,” Curaçao said with a crack of her neck, “Wish me luck.”

“Break a leg,” Havocwing saluted, “And if you have a chance? Break that stupid Chronomancer’s leg too. I still called the killing blow though, yeah?”

Curaçao smiled as she melted into invisibility. “D’accord. Stay safe out ‘ere, ma sœur. You are mon lieutenant now, so while I am away, you are, ‘ow do you say, *‘in charge’*.” And, with the sounds of her hoofsteps fading away into nothing, she was gone.

Havoc blinked, a toothy grin spreading across her face. “Now that?” she whispered to herself, “That part of leadership I *like*.”