

The nice thing about clouds is that they're made of water. That way, thought Fluttershy, a pony could lie on one and not have to worry about ruining it with her tears. She took a deep breath and had everything under control, or so she told herself.

Fluttershy blinked, sniffed one last time, and rolled onto her back. The sunlight pressed warm against her chest and belly and she stretched her legs and wings to return its embrace. The sky spread out above her and for a moment she felt like she might fall into it. A few other clouds were growing higher than hers, fluffy, billowing lumps reaching into the sky—or from her inverted perspective hanging down into the blue abyss.

She was actually glad that Rainbow didn't like mares. It meant she didn't have to worry about what to do with her feelings. They most certainly were not mutual and she could just move on. Fluttershy closed her eyes and let the cloud support her back, imagining herself melting into an insignificant pink-maned yellow spot atop the cumulus's white expanse. That was another nice thing about being a pegasus: no matter how cloudy a day it was, it would always be sunny if she flew high enough.

After a few minutes, she decided she had done enough moping for the day. That was what Shadow Archetype would probably say. Fluttershy could almost hear the psychologist's gentle voice; she was one of the few unicorns who lived in Cloudsdale, and she had helped Fluttershy through a tough time growing up.

“No pony chooses how she feels, only what she does.”

Fluttershy rolled back over and looked down from the cloud-top. Ponyville lay painted on the ground in the distance, thatched roofs and pastel walls against a field of green. The muggy summer air washed everything with a blue-white haze. Clouds floated, mountains in the air, above the chalk-sketched scene below. In the minutes since she had landed, her cloud had grown noticeably higher.

That happened on days like this: when the sky was saturated with water and desperate for the relief of a storm, it made clouds all on its own without any pegasus help. Cumulus cells sprouted and billowed white and gray in the sky.

Fluttershy figured she could go check on things at the Sinking Swamp and even use her altitude to glide most of the way there. She picked herself up, spread her wings, and leapt from the cloud. The side of the cloud zipped past and ever so slowly the vast mass of clouds in the distance seemed to float up and away. She angled herself carefully so she wouldn't go too fast, drawing a gentle curve along the cloud's side. Fluttershy dropped below the cloud's flat base at a comfortable speed and beat her wings once towards the swamp.

Rainbow Dash appeared below a cloud ahead and, catching sight of Fluttershy sprinted toward her, leaving a polychromatic trail. She turned a quick U and drew alongside. "Hey, Fluttershy."

"Oh." Fluttershy startled and jinked, but after a few flustered wing-strokes she stabilized herself.

"How about we catch some thermals? It's a great day for it."

Fluttershy's heart felt like it wanted to sink through her breast and plummet to the ground, but she took a deep breath and tried to imagine what she'd do if her best friend wasn't making her heart pound and a hot blush spread across her ears.

Rainbow carried on, apparently oblivious to her friend's distress. "That hill's usually good for a decent one." She pointed down to a low hill capped with a wide stretch of bare rock baking in the sunlight. Even Fluttershy could recognize the pattern in how the upper branches of trees swayed towards the hill's peak: that meant feeder winds and a strong updraft.

"C'mon, Fluttershy." Rainbow banked and flapped her wings, setting course for the air above the hill. For a moment, Fluttershy hesitated, torn between her desire to chase that beautiful six-hued tail and her knowledge that

Rainbow wouldn't like her thinking thoughts like that. After biting her lip and composing herself, she followed.

The wind drew Rainbow's mane and tail back waving behind her body. She looked so happy flying and Fluttershy couldn't help smiling, even as she forced herself to look away. The clouds above ran together into a sea of cottony white and tiny farmhouses punctuated Equestria below.

Fluttershy decided to take her uncomfortable, unwanted feelings and put them in a box and not let them take her best friend away. Just-friend Fluttershy would enjoy flying with Rainbow but she wouldn't stare, so that was exactly what she would keep doing.

"Woah, yeah!" Rainbow hit the edge of the thermal and shouted in delight as it tossed her to the side and up. "Here we go!"

Fluttershy endured the turbulence without a word. She liked the effortless lift and calm inside an updraft but the rough air on its border made her a little queasy. Rainbow, of course, seemed to love it all, cheering as the winds jerked her wings and hair.

Once inside, both pegasi rested their wings and soared, savoring the sensation of the rising current buoying them upwards. Fluttershy drew alongside her friend; for a long moment they rode the updraft in silence and then Dash spoke in a small voice that barely carried in the still air.

"I'm sorry, Fluttershy."

"Oh, no. If you're talking about earlier this morning, I- I overreacted."

"But I still upset you, and I was thinking about what I said. I guess I was a jerk. Again. So..."

"Oho." Fluttershy couldn't hug Dash and she wasn't sure her friend would see her smile, so she tried a friendly laugh instead. "But you see, I'm not mad, so

you can't have been too much of a jerk. Please don't worry about it.”

“And we're still friends, right?”

“Of course,” said Fluttershy. “Just friends.”

A hawk called. Fluttershy looked over, finding the bird hanging on the air just above the horizon. She brought her eyes back to Rainbow. Their eyes met and both smiled. The thermal lifted them slowly but effortlessly toward the base of a cloud above.

They liked being friends, even if they hadn't been at first, and Fluttershy was happy they had met all those years ago.

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Rainbow Dash walked with firm purpose and an unmistakable disregard for Fluttershy. Her hooves clopped briskly against the packed-cloud walkway, even though she didn't even raise her gait to a trot.

Fluttershy had to scurry to keep up. She spoke between rushed breaths. “Rainbow. I brought you... your homework.”

The truant filly snapped her tail in a gesture that told Fluttershy to get lost. Fluttershy kept following instead, silently cursing every one of the five flights she had climbed to reach Rainbow's apartment on the top floor.

She tried again, speaking louder. “Miss Morningsky wanted me to give you your papers, you see...”

Dash gave no answer. She continued her steady clip-clop past ponies' back doors.

They passed doors and trash cans on their left and a low safety rail on their right. Pegasi built their front porches facing the sky, on the outer walls of their

homes. The inside of the oval-shaped apartment building was ringed with walkways for heavy deliveries and ponies who, like Fluttershy, couldn't fly. The space in the middle was good for playing skyball, and the shouts of several older fillies and colts doing just that echoed off the walls.

“Rainbow Dash, I'm–”

“Look, Buttersky.” Rainbow stopped and turned. “I get that you're the teacher's pet and it's your ‘special job’ to check up on me, but just stop it, okay?”

Fluttershy stood still a moment, bewildered by Dash's glare. “Why aren't you coming to school?” she finally asked.

Dash scoffed and rolled her eyes. She turned her shoulders as if to start walking again but then, “You know what?” she said. “Fine.” Dash flared her wings. “Go ahead and laugh.”

The trailing edges of her wings were missing their usual feathers. In their place, a set of steely blue-gray spikes sprouted from the meat of her wings, evenly spaced. They looked almost like claws.

“Moulting?” said Fluttershy. “But you can still come to school when you're moulting.”

“Heads up!” A shout interrupted before Dash could answer. A ball bounced off floor, wall, and a trash can smack-ka-thunk. It then rolled lazily to Fluttershy's hooves.

She ducked, much too late.

“Hey chick, over here,” called a young griffon tiercel, who hovered on well-built brown wings just beyond the rail. He looked tough and angry, like all griffons looked to Fluttershy.

She sat back on her haunches and rolled the ball close between her forehooves. Then she focused on the griffon's waiting talons and kicked the ball.

It barely cleared the rail and fell out of sight. "Weak," said the griffon and he dove after it.

Behind where he had hovered somepony was keeping a garden. Vines grew through the rails on the other side of the sky-court, a cascade of green dotted with huge blue flowers, spilling down the white sky-marble.

When Fluttershy caught herself staring and turned back, Rainbow had already gone ahead. She stood against a door, one hoof working at the latch. A white-and-red sign read "Authorized Ponies Only."

Fluttershy cantered ahead. "Rainbow, wait." She was too late; with a soft snick, the door swung open and Rainbow slipped through. Fluttershy barely reached the door in time to catch it with a forehoof before it could close. She wedged her shoulders inside. "Rainbow, we're not supposed to be in here."

The room was lit by a dim red light from deep inside, which silhouetted everything in the room: shelves on either wall and a tangle of broom handles leaning against them. As Fluttershy's eyes adjusted to the light, she saw it was a maintenance closet. The shelves were stocked with tall buckets: cleaning compounds, cloud conditioner, and a variety of other supplies.

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"Hey, Fluttershy, yoo-hoo. You there?"

Rainbow's voice brought Fluttershy out of her memory and she waved her cyan hoof at the cloud close above.

"We're running out of thermal. Your choice: around or through?"

Rainbow was asking if Fluttershy wanted to push through the cloud, a wet and bumpy route, or detour around the outside. "Around, please," she replied.

Rainbow reversed her spiral to ride through the turbulence where the thermal's air mixed with the rest of the sky. Fluttershy followed and both pegasi began their climb to the cloud's peak.

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"Rainbow, are you okay?"

Fluttershy pushed the rest of the way into the dark closet. As the door clicked shut behind her, something tackled her with a squeaky, "Hi-yah."

Fluttershy's hindquarters fell into a bucket under one shelf, driven by her assailant. Her head and shoulders crashed into the wall behind her, and two hooves landed, one on her chest and one barely missing her ear. Rainbow's face filled her vision, magenta irises blending ghoulishly with the whites of her eyes in the demonic red glow.

Broomsticks clattered to rest. Rainbow's breath brushed hot against Fluttershy's cheeks. The bucket crimped her saddlebags against her quarters and bit into her hams and back.

Dash growled, "Game's up, Buttersky. What're you really up to?"

Fluttershy was too shocked to answer.

Dash twisted and pressed her hoof harder on Fluttershy's chest. "Confess! I bet you're working for Dumb-Bell."

That was more than Fluttershy could take. Her ribs ached, but a horrible chill swept along her chest and neck and burst out of the filly. "Dumb-Bell? That dumb jerk?! He's almost as big a bully as you are, Rainbow Dash." Fluttershy glared with fae-lit eyes of her own. "And my name is Fluttershy!"

Dash fell back as if she'd been struck. "I- I'm not a..."

Fluttershy pushed herself off the wall with her wings, tipping the bucket forward and landing on her hooves.

Dash cowered against the floor. "I'm sorry. I just... Can I show you something really cool, Fluttershy? Wait just a sec, okay?"

She skittered behind the shadowy tangle of equipment and Fluttershy heard the clatter of her clambering over shadowy shapes in the dim light. After a moment of silence and Dash's "A-hah!" a chain jingled and sunlight invaded the closet.

It came from a hatch in the ceiling. Fluttershy blinked into the glare, then followed a set of stairs and a chain downwards. Dash hauled at the chain with her teeth, grunting and nearly pulling herself off the floor. The hatch inched open to the rattle of the chain and with a sharp clack finally caught all the way open.

Dash bounded halfway up the steps and paused and turned, her flanks heaving under her wings with each breath. She swore softly, "Oh cold snap! Uh, this goes up to my favorite spot on the roof. You probably don't... Look, I get it if you don't want to come up here with me after what I just did. So I'll just..." As her voice faltered she turned and crawled the rest of the way into the light.

Fluttershy looked towards the door, but checked herself when she noticed her saddlebags. They sat crooked across her hindquarters and Rainbow's homework was probably ruined, but she still had a job to do. She sighed and turned back to the stairs.

They were steep and Fluttershy felt like she would fall over backwards as she climbed, but she made it to the top, her heart pounding as she pulled herself over the edge and lay flat on the roof.



She looked up to find Rainbow sitting by the edge, looking out over Cloudsdale. Fluttershy picked herself up and cautiously joined her. Their city opened before their eyes like a picture book.

A jumble of buildings in the foreground below gave way to other cloud banks slightly higher. Weatherworks stood in profile, gushing rainbowfalls from their sides, and gaps of blue revealed distant mountains. To the far left, Fluttershy could almost make out the near-mythical ground. She had lived her entire life in the sky and still half believed the rumors that only monsters lived below.

“Molting sucks,” said Dash.

Fluttershy drank in the scenery a while longer before responding. She turned toward Dash, who was looking at the rooftop between her hooves. Fluttershy hesitated then set a wing across her classmate's trembling shoulders. Dash quailed briefly and settled against her.

Fluttershy wasn't sure why she embraced Dash. Rainbow wasn't a friend; she was too much of a loud and garish idiot. Everypony else could follow simple, sensible rules like “no cantering in the hallways.” Dash broke that one so often and catastrophically that she more than earned her nickname, “Crash.” She had ignored Fluttershy and then attacked her and the only reason Fluttershy was there in the first place was because Miss Morningsky had asked. If Fluttershy was smart, she'd just leave Dash's homework and go home.

Fluttershy wasn't smart. She hugged Dash closer and said, “Moulting's not so bad, really. I went to school when my feathers were growing in.”

Dash shifted. Her pinfeathers throbbed ever so slightly against Fluttershy's ribs as she spoke. “Yeah, sure, if you're a smart teacher's pet like you, or at least good at something. I can't fly anymore. Yeah, yeah, I know it's only for a couple weeks and all that, but what if my new feathers get hurt?”

It wasn't something that happened too often but Fluttershy had seen a colt fall on the playground earlier that year and break two pinfeathers. He was okay; the school nurse had pulled the feathers and washed the blood off, and he came back to class without even a bandage, but it did look like an awful lot of blood at first—especially as it soaked his lime-green coat and wing.

Fluttershy wasn't going to forget that image soon. Still, she had to encourage Rainbow as best she could. “But you came to school when you hurt your leg.”

“Yeah, but... Hey, do you know how I did that?”

Fluttershy didn't, but she imagined it had been while doing something stupid.

Dash pointed a forehoof across the street. “This hoof, that building. I used to come up here and imagine how cool it would be to fly. One day, I just decided to go for it. I kinda fell more than flew, and I landed too hard.”

“Oh,” said Fluttershy. Rainbow actually sounded proud of her foolishness.

“So that was two weeks in the fetlock brace, and another one before I managed to sneak back up here. That time, I didn't hurt myself, and it wasn't too long before I was flying for real. That's why moulting sucks: I finally get good at something and my feathers start falling out!”

“Oh, Rainbow...”

“And Dumb-Bell hates me, so I'm not taking these anywhere near him.”

“I don't think he'd actually—”

“Yes, he would,” said Dash. Her tone tore Fluttershy's gaze from the cityscape to meet her wide magenta eyes. She spoke with grim certainty even as her voice began to shake. “He says I'm a flying menace and— and that I should be c- clipped and he even calls me ‘R- Rainbow Crash.’ ”

Rainbow didn't cry, she only shook. Fluttershy was shocked. Her imagination offered an image of the heavyset colt slamming Rainbow against a wall, grinding her proud new feathers into a chunky blue-and-red smear, and then crying fake tears and calling it an accident. She felt sick to have used that horrible nickname herself.

Fluttershy squeezed her wing tighter. Dash's shoulders quaked with each breath. They sat that way for a long minute, then Fluttershy said, "Hey, it's okay."

Dash pulled herself away and gave Fluttershy an awkward smile. "So, about that homework..."

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Dash and Fluttershy reached the top of the cumulus and sat next to each other, both catching their breath. The ground, no longer a myth to either pony, spread out before them; and wild clouds, not the cultivated banks of Cloudsdale, filled their sky.

"How's that animal doing?" asked Dash.

"Which one?"

"The one you flew off to take care of," said Dash.

Fluttershy looked down at her hooves. She scraped up a little tuft of cloud and began shaping it into a ball. "She's fine. There's nothing wrong with her, really. She just needs to fix her attitude."

"That's good," said Dash. "It's just..."

Fluttershy felt a comforting hoof laid across her shoulder rub small circles near her left wing-wrist.

Sitting next to Dash was wonderful—mostly. Fluttershy did her best to think safe thoughts; winter was good. She liked to read on lazy winter days when there weren't any creatures who needed her. The sun reflected extra bright off the snow and through her windows, making the air outside look warmer than it was. She kept a little fire going in the stove all the time, to keep the house warm, and also to heat a crock of mulled cider, gently steaming and perfuming the air. Rainbow sitting on the cloud next to her, touching her, was every bit as spicy and enticing.

“No.”

Rainbow stopped and withdrew her hoof. “No what?”

Fluttershy burst the cloud-puff between her hooves, scattering warm mist into the air. “I'm really sorry, but please don't touch me. You're not doing anything wrong, but please don't.”

“Fluttershy.”

She turned to see Dash scowling.

“How about you tell me what's really going on.”

Fluttershy took a deep breath. She had wondered how to tell Rainbow about her... crush.

Dash's expression softened. “Please?”

“I'm the animal, Rainbow Dash.”

“Hunh?”

Fluttershy dug into the cloud again. It was warm and firm against her pegasus hooves. “I'm just an animal with a bad attitude. But, um, the important part, the part I want is... I really like being friends with you.”

Dash let out a long sigh. “Oh. Good. Rarity was all panicked and convinced that you had a thing for me, but friends, yeah, I can do that. No problem. How 'bout–”

“But I do,” interrupted Fluttershy before she could lose her courage. “I kinda do have a thing for you. Th– that's why you shouldn't touch me. It's confusing.” Her ears and cheeks burned.

“Oh, sleetstorm,” swore Dash. She reached a hoof forward, caught herself, and cussed again, “Downdraft! No hugs, hunh? Fine.” She stomped her hoof against the cloud, kicking up tiny crackling sparks.

“I'm sorry,” said Fluttershy. “I understand. It's normal to not be interested in other mares, you know. I just–”

“Weren't [i]you[/i] were the one who always had that list of cute colts back in school?”

“Well, yes, I guess–”

“So what the hoof happened, Fluttershy?”

“I don't...” Fluttershy turned away and sank to her elbows, halfway curled into a ball.

“And what am I supposed to do with you?”

Fluttershy had no answer for that either. She heard Dash's wing beats as she took to the air. She closed her eyes and tried to swallow a hard lump from her throat.

It wasn't fair, not fair at all. Fluttershy had only wanted to have tea with Rarity that morning, something nice to share with a friend.

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Morning brought Fluttershy to downtown Ponyville, trotting lightly to Carousel Boutique. White duck-cloth panniers sat across her back and the lemongrass inside had smelled heavenly in her garden that morning. When she gathered it, and chamomile too, the kiss of cool dew on her snout and the promise of tea had portended a very nice day indeed.

The boutique's main doors were closed, but Fluttershy had an open invitation to the back. Rarity left it unlocked when she was at home and Fluttershy eased the door open with a soft, "Good morning."

The hall was empty and so was the kitchen through the first archway on the right. Sunlight filled the room; the counters, sink, and table shone clean and bare. Breeze blew in from the window and set a chime tinkling.

Fluttershy nosed her panniers onto the table and considered starting the kettle herself. Tea was nice, and so much nicer with a friend. Then again, she was the faintest bit worried about Rarity—or not exactly worried. She usually would be having breakfast at this time, so Fluttershy thought maybe she was interrupting a sudden moment of creativity. Or, possibly, Rarity had gone out somewhere and forgotten to lock the door. If so, Fluttershy would just leave a note and take care of it on the way out.

"Hey, cool," said Rainbow Dash, muffled, from somewhere down the hallway. Fluttershy's ears perked up and she walked from the kitchen.

"Oh, I'm so glad you like it," answered Rarity. "Now, I know this is a bit unusual, but there's a show coming up in Canterlot, for unrecognized talent, you see, and I'm looking for somepony who'd be willing to model. Would you consider it?"

Fluttershy placed her voice as coming from her private studio. She stuck her head and shoulders around the door.

Rainbow Dash wore an embroidered silk vest and black square cap and stood

facing a mirror. Rarity stood to one side examining what had to be her design for the show. Fluttershy's heart lept into her throat when her eyes met Rainbow's in the mirror. She said, "Oh."

"Oh hey, Fluttershy. Isn't this awesome?" said Dash. She half turned and struck a pose rampant: reared on her hind legs, wings spread but bent at the wrists, forehooves punching at the air. A dragon in green and gold thread swooped over her shoulder and into a night scene on black silk, under the blue and indigo locks of her mane. It breathed fire at a crouched and snarling ursa major guarding her lean flank; the beast's bared fangs and claws shone silver. Tiny sapphires were the stars of its body, outlined in faintly-glowing magenta thread.

Dash stood down and folded her wing over the ursa's back. "What do you think?"

Fluttershy took a deep breath and let it out. "Amazing," she managed and she didn't mean just the outfit. Dash grinned jaunty and proud.

"See?" said Rarity. "You're a natural, Rainbow, and I would be honored if you would model my work."

Fluttershy agreed. Her friend Dash was indeed a natural; of the two of them she had nearly all of the stage presence, a carefree magnetism that made it impossible for ponies to look away and easy for them to tolerate her harsh directness. Not that that was a bad thing, Fluttershy wished she could speak her mind too and somehow have it not come out cruel.

Dash was fit and strong and never gave up, even when rain and wind soaked her mane and stuck it to her face and she had no choice but to leap back into battle with the clouds invading from the Everfree sky. Sunny days made her mane shine and left her with little to do but visit and joke with her friends. Sometimes, she made a little nest of clouds and took a break from everything except being beautiful. And, oh so unfortunately, she wasn't attracted to mares at all.

Fluttershy had figured out her feelings earlier that summer: she was, as they said, taken with her friend, and it was perfectly natural for a young adult mare to feel that way about somepony. Most often, some stallion, but the other way wasn't unheard of. Her infatuation was a bittersweet tug, a dark chocolate of guilty pleasure. Eventually, she'd have to talk to Dash about it, but for the moment she didn't have the courage.

Dash pursed her lips, furrowed her brows, and eventually answered Rarity, "Yeah, but, lemme see if I understand this. You want me to get up in front of a bunch of ponies and just stand there?"

"And walk and rear up like that if you wouldn't mind too terribly. I'm afraid I can't afford much, but it's easy work and you do look dazzling. I was hoping we might make something of a day of it in Canterlot."

"Oh," said Fluttershy, "that sounds wonderful."

"Just standing around?" said Rainbow. "No flying? A whole day of dress-up? Look, Rarity, you've got a lot of talent and I love seeing what you're up to, but I think you've got the wrong pony for the job."

"Well..." said Rarity, beginning to wheedle musically, "it [i]is[/i] a contest, a large contest and I don't want to promise anything that we're not sure to win, but I would be more than willing to split the prize money. Besides, I doubt I can find a model with your pizazz. If I may be frank, the moment you walk on stage, you'll have the attention of every stallion in the room."

Dash blew a derisive snort.

"A good fraction of the mares as well, if that's more to your taste. This is Canter—"

Dash sat, silent, and began working her way out of the buttons.



“Um, Rarity...” began Fluttershy. She knew how that particular implication touched old scars from Cloudsdale.

“Oh, dear, I've offended you,” said Rarity, facing Dash. “Please tell me how so that I might–”

“Let's not fight, please,” whispered Fluttershy.

“It's pretty clear. That's good,” said Dash in the level, professional tone she used to talk about her weather. “So you want ‘pizazz,’ hunh? That's not really my thing. Find somepony else to be your walking eye-candy, okay?” She held up the gorgeous vest and Rarity took it in her magic.

“Rainbow, I'm sure that's not wha–” said Fluttershy.

“It's not like that!” snapped Rarity. “This is a high-class cultural event based, in part, on the beauty of the equine form. Where exactly is the shame in that?”

“And you do like attention, right?” added Fluttershy. The last bits of common ground between her friends were sinking into an ocean of bad feelings and Fluttershy felt like she was trying to scoop them up in her arms before they disappeared entirely.

Dash stood and advanced on Rarity. “Oh, it's a bunch of fancy ponies, that makes it okay. Modeling is somepony's job and she gets paid. Great. Except my talent, last time I checked, is doing awesome things that take hard work and determination and not just standing around looking pretty or rearing up so a bunch of ‘high class’ colts can sit around in the dark and admire my–” Fluttershy's hoof on her shoulder halted her tirade.

“Please stop.”

Dash's voice dropped back to calm tones, but she still scowled in barely-restrained anger as she turned to Fluttershy. “Whose side are you on anyway? Honestly, this whole thing is kinda freaky and just... ew.”

Fluttershy's gaze and hoof fell to the floor. She picked herself up and headed towards the door.

“Darling?” asked Rarity.

“Oh, um, I just remembered I have to take care of an animal and I need to go right now. There's tea stuff in the kitchen.”

From the hallway she heard Dash say, “Did I miss something?” Fluttershy kicked into trot that became a canter and that barely slowed for the door before she burst into flight outside. No, Dash hadn't missed anything. Fluttershy had hidden everything that her friend had every right to know.