

And Then They Were Ponies

Chapter Three: End of an Act

A single pony sat on a large cushion in the equally large study a book and a steaming cup of tea levitating in front of her. She took a sip from the cup and peered back at the book, she didn't care for the contents but she had an act to perform. A single knock at the door was her cue to take the stage. "Who is it?" she asked with faux demure.

"Sterling Silver and his guests m'lady." Another actor, playing the role of her butler, said in a snooty tone that simply dripped of high-society.

"Send him in Horatio." She said. She watched as the door creaked open enough for a single pony to enter. Sterling Silver entered first and stood to the side of the doorway, motioning for the other ponies to come in. She smiled gently as she watched the trio enter the room. She could feel the just-barely-there residual energy from the teleportation spell that brought them to Equestria, Sterling hadn't lied about them becoming ponies.

"Whoa..." the Pegasus said softly when she saw the size of the unicorn that sat in the center of the room, "She's HUGE!"

She laughed softly to herself, "The Razormane family does tend to have the odd pony like myself among their foals. I take it these are the ponies you told me about Sterling?"

"They are ma'am. The Pegasus is Kitone, the unicorn is Athemis and the earth pony is Captain." He said, turning to the trio. "This fine mare is my employer, Lady Amethyst Razormane."

"A pleasure to meet you fine ponies. Please, have a seat." Amethyst said whilst magically pulling three pillows from beneath her oversized one and placing a few feet from her. "Sterling Silver, where do you find such varied ponies?"

"Heh, sometimes you just gotta tell the right story in the right place to get their attention." He replied, making himself comfortable in a nearby armchair.

"Well," Amethyst said, turning her attention back towards the trio who had taken their seats, "I'm sure you three have a few questions about the job I'm hiring you for. Firstly let me assure you that what I'm hiring you for isn't illegal, I'm no tomb raider."

"Uh," The Pegasus said, raising a hoof slightly to ensure she caught Amethyst's attention, "I thought he was hiring us."

Amethyst looked over at Sterling Silver, the look on her face hardly conveying her true emotions. *'Actors in my plays do not improvise!'* She thought to herself. "Well, you see, Sterling is just a proxy of mine. Sometimes his ego swells a bit too much for that head of his and well... this sort of thing happens. Needless to say, I'm the one handing you the bits at the end of the day not him." She levitated her

teacup to her lips, a ruse to cover the purpose of the glow of her horn. She pulsed magic into the arcane circle that was drawn on the floor under the carpet they were sitting on to make sure it remained unbroken. The other unicorn's gaze shifted downwards slightly as she did so. *'Nonono, eyes up front darling. We can't have you missing the show.'* She lowered the cup from her lips quickly, the sudden movement catching Athemis's attention. "Anyway, the person hiring you isn't half as important as the job you're being hired for." She looked at the unicorn, constantly maintaining eye contact to keep her subtly distracted. Such a simple trick would keep this foal from paying much attention to the magical energy she was letting seep from her frame into the spell circle beneath them. She smiled to herself taking joy from the thought that simple ruse of a pony of nobility holding a teacup aloft magically was enough to stop them from reading too much into the glow of her horn.

"And this job?" Captain asked, breaking the short silence. "You still haven't told us much about it yet."

"And to think, I had taken you for a gentlecolt." Amethyst said dryly, taking another sip from her cup of tea to calm herself. He has said his line, as she predicted he would, but his timing was horribly off and she personally hated being interrupted. "Since you *insist* on being in such a hurry let me not waste your time. One of my 'ears' has heard that a particularly rare flower has begun blooming. It blooms once every ten millennia and as such its seeds are quite a prized commodity. At the same time however it happens to be in the one place many ponies fear to tread, let alone spend time in to do any proper search. Sterling here is one of those weird ponies who actually likes the, ahem, natural way of the Everfree. He sadly is but one pony and one pony cannot be expected to search such a large forest in the short window of time we have before the plant finishes its blooming cycle. If you decide to accept my job I will pay you all two thousand bits. For each of you." Amethyst's smile returned when she saw the change in the trio's demeanor. "Well," She said without changing her tone, "if you still want to leave feel free. If not, please, make yourself comfortable and I'll share with you the exact details of what I require of you." Seeing that nopony made any effort to leave she levitated a nearby tray laden with pastries and offered them to the trio as she magically poured them a cup of tea.

With that the play moved into its third and final act. As Amethyst began to tell the trio what she was hiring them for she brought the spell she was slowly charging to life. She hid the true purpose of her horn's tell-tale glow behind more levitation. This time she pulled books and scrolls off the shelves and paid special attention to keeping the other unicorn mare's focus occupied. She could feel the magic take form. She watched as the wispy tendrils of smoke rose from the carpet beneath the foals that sat before her and stealthily rose to their nostrils without being noticed by any of them. She watched as each of them breathed in the unscented miasma and just as quickly as it began the spell was complete.

In an instant her mind was assaulted by a plethora of sights and sounds that were not her own. She faltered under the sudden mental strain momentarily, passing it off as a sudden unwanted burp to her 'guests' before she collected herself. On the outside she remained calm but internally she could hardly contain her jubilation. The spell had worked and for as long as she kept the foals in their respective spots in the magic circle they were unknowingly sitting in she had access to their memories. She sifted through the chaos that was their individual memories: memories of the strange human world, memories of their journey across Equestria and memories where one world melded seamlessly into the other. A part of her was worried by these strange memories of Equestria. These growing memories that seemed to consume

their human ones like a starving predator feasting on a fresh kill. Such a thing wasn't supposed to be happening. This concern was drowned out by the part of her that saw this chaos as the greatest opportunity she would get to put this spell to good use.

Memory manipulation wasn't a simple magic nor was it a well-practiced one. Even the most resource intensive spell of its class was feeble at best. These spells created a sort of wall around the memories that they were to alter. They never really changed the memories, they just provided a convincing enough replacement when they were called for but because the original memory was still there they could be reclaimed if their owner tried hard enough. It was like building a formidable looking wall out of cardboard, from a distance you could fool someone but if it was inspected closely it would fall apart rather quickly. Some memories were too strong to be hidden, even by the most powerful of unicorns. Normally the manipulator had to be exceedingly careful with which memories they covered and what they covered those memories with but thanks to the realm of chaos that was their memories Amethyst could afford to be sloppy.

There was one memory in particular however that sparked Amethyst's curiosity and kindled her worry ever so slightly. Traversing the plane of one's memories was like walking in a room with a seemingly infinite number of walls. Each wall was painted with a mural an individual memory and the larger the wall the more important the memory. The largest wall, the most important memory, the *Memoriam Maximo*, was missing a rather large part of it. One side of the mural was their memory of finding the portal in the closet, the other side was their introduction to Equestria. The other memories that were undergoing the transition from human to pony simply had their murals slowly fade from one image to another. The transformation spread from a central point and eventually engulfed the entire picture. The large mural didn't change like that. The center of the wall, where the two memories met, was a randomly spiraling cacophony of color. Each of their *Memoriam Maximo* was like this.

Amethyst stared into the chaos trying to make out the imagery within which resulted in her losing focus on the conversation she was having with the ponies in the real world. On the mental plane she shook her head to refocus her attention. She had a few seeds to plant and she was wasting precious time. Her horn glowed in both worlds as she repainted a nearby wall. She smiled to herself as she drew the trio a new memory on a smaller wall in all three memory rooms. It would be a shared one so it had to show a similar scene from different perspectives. The minor details between the scenes didn't need to match up perfectly, shared memories rarely ever did. When she finished she stepped back to admire her handiwork. It wasn't bad at all considering she had done the equivalent of painting three different walls in three different houses simultaneously. One last spell and she would be done; which was right on schedule because she was nearing the end of her set of lines in her play in the real world. She closed her eyes and focused on the spell. A dark wispy smoke emanated from her horn in the mental world. She muttered the incantation under her breath, praying that she didn't slip in the real world and say any of the spell there. As the last word left her lips a dark black bolt arced from her horn and struck one of the freshly painted walls before shooting between the mental planes and finding the respective wall there. One final jump guided the magical bolt to the final wall where it disappeared in a bright flash. The three walls glowed faintly for a few seconds before the glow faded into nothingness. Amethyst watched with a smile as the 'paint' at the edge of the modified walls slowly reached out onto other walls, spreading through inky tendrils that snaked into the other murals. It would be slow progress but it would be better

than nothing. Eventually their memories would be so corrupted they wouldn't be able to tell which was original and what was unreal would then have the chance to become real.

She was finished, having cast all the spells she needed to. She began to recite the incantation to break the mental connection and when she was finished the rooms slowly began to fade away as the memories separated themselves from her consciousness. Suddenly there came a noise from behind her and she looked around in all three rooms to try and find its source. The noise came from the Pegasus's mind. From the center of the spiral in her *Memoriam Maxim* the colors slowly rose outwards as if they were a drop of water slowly gathering itself on the edge of a roof. It dripped outwards as if following some alternate gravity. Suddenly the drop of color broke free of the wall and flew across the room directly onto the freshly painted wall. Amethyst gasped in shock as her illusion was suddenly undone by the drop. It was as if someone had taken a can of paint and thrown it onto the wall. Slowly it began undoing her illusion revealing more of the memory underneath. She could only watch as the splotch slowly moved about her addition to the memory. For every inch it revealed the proliferation spell repainted another.

Anxiety mounted as she hastily formulated a plan. She couldn't stop her departure from their memories, once the disconnection spell was cast it couldn't be canceled. She didn't have the time to purge it either, she was wrapping up the conversation in the real world and the link between her guests and the spell circle's connection would be physically broken when they got up from their seats. Unable to come to create any solid plans she simply sighed and closed her eyes.

When she reopened them the connection had been completely broken and she found herself looking at them with all her attention once more. "And that's everything you three need to know." She said, her lips curling in a soft smile. "Horatio will be waiting outside to lead you out, I'd like to have a word with Sterling before he leaves." Amethyst finished, drinking the last of her tea. The trio of ponies politely excused themselves from the room.

As soon as the door clicked shut her smile vanished. "Sterling." She said curtly, "A word please."

Sterling Silver's coat practically stood on end at her tone. Not many ponies who were addressed in that tone lived long enough to feel the warmth of Celestia's sun again. "I'm sorry I didn't say everything like you had planned Mistress. I didn't forget the lines at all! I've practically burned them into my memor-" he said before his mouth was clamped shut magically.

"Sterling, when somepony says 'a word please', they intend to speak to you. Not vice versa." Amethyst said dryly. "Normally I don't tolerate sloppiness but I'll overlook it this time." Sterling Silver felt the magic release its grip on his mouth and sighed softly. "However... There will be no second chance. Do not make me have to consider sparing you again. That would mean that you need to be especially careful with how you handle this next act. The spell I performed was fairly successful, and I say fairly because there are a few things even I can't plan for. The spell should slowly corrupt them as I planned but there may be moments of 'rationality', where the underlying memory shines through. Should these moments interfere with the plan I expect you to handle them to the best of your ability, as if your life depended on it." The stress on the end of the last sentence made Sterling swallow hard. "It shouldn't prove too hard for you. You are a resourceful pony after all but please keep me informed of such things. Have I made myself

clear?”

“C-clear as crystal Mistress.” Sterling Silver said.

“Good.” Amethyst said softly as she arose from her cushions. “Now, if you’ll excuse me, I must prepare for the arrival of our guest of honor.”

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Twilight watched the night sky slowly brighten, heralding the coming sunrise. This was a scene that she had seen countless times in her studying. She yawned loudly in the empty kitchen and stared down into the dark cup of coffee. She took a large sip of the magical elixir and relished in the spreading warmth that came with it trickling down her gullet. Normally she’d be marking her progress in the plethora of tomes she’d be reading and preparing for bed but Sergeant Sunstone still hadn’t returned to debrief her on the results of the day’s reconnaissance mission. She heard the Library’s door creak open slowly.

“Lady Sparkle?” came Sunstone’s tired voice.

“I’m in the kitchen Sergeant, enjoying a cup of coffee and the sunrise.” Twilight replied. Sergeant Sunstone walked into the kitchen slowly, removed his helmet and placed it on the table. “Care for a cup of coffee?” Twilight asked, motioning to the full coffeepot on a nearby counter.

“Yes please.” Sunstone said, running a hoof through his mane.

“So, what were the results of the mission today?” Twilight asked as she prepared his coffee.

“For most of the day we were wandering blindly, then Echo group found a cave system that showed signs of inhabitation in the north-east quadrant of Everfree. Upon closer inspection multiple traces of magic residue from repeated spell casting was found along with a few minor artifacts and some furniture.” Sunstone said, easing into his chair. “Basically, had we found the cave a few hours earlier we would have caught them in the middle of closing shop.”

“But we now have samples of their magic and personal effects we can use to trace them.” Twilight Sparkle said as she placed his cup in front of him.

“Yes,” Sunstone said as he added milk and sugar to his coffee, “but it’s not that simple Lady Sparkle.” He paused to drink a few mouthfuls of coffee before continuing. “Everything we’ve found has been magically scrubbed. Preliminary tracing spells cast on-site resulted in a magical overload. Everything there has bits and pieces of everypony’s magic on them. This works in our favor in the long run because once we’ve finished unraveling the layers of magic on the items we should be able to trace all the ponies involved. The only problem is that it will take time to unravel the magic and every second we give them puts them one step farther ahead of us.”

“How long will it take before we can trace them to where they are now?” Twilight asked as she a notebook that lay on the table. Sunstone glanced at the pages as she magically flipped through them and each page was practically filled to the brim with notes and battle plans.

"About six hours if my troops work constantly, realistically I'd say eight hours at the best." Sunstone said whilst watching Twilight noted his estimate in her book. "About sixty different ponies scrubbed those things, whatever they have planned it looks like they gathered everypony for it."

"Wait... Everypony? How large is this group?" Twilight asked in confusion.

"Our estimates put it at about seventy-five ponies tops." Sunstone said after taking another drink of coffee.

"So we're up against less than a hundred ponies and Princess Celestia sends one of the most elite branches of Equestrian military to get them?" Twilight said, flipping a few pages backwards in her notebook. "Not to sound like I'm questioning the princess but I just can't understand it. Thus far nothing points to these ponies being remotely the threat we're making them out to be. They're nowhere near the size of the larger resistance groups. The New Lunar Resistance alone is in the low thousands and they're practically militant yet Princess Celestia leaves the capture of them to the local police, only sending in military help when they ask for backup. Sometimes I just wish I knew what the princess was thinking."

"Well Twilight, the easiest way to find that out would be to simply ask me." Said a third voice. The other two ponies in the small kitchen spun around in surprise which resulted in Sunstone falling off his chair.

"P-Princess Celestia!" he exclaimed as he quickly dusted himself off and knelt before the regal alicorn.

"Sergeant Sunstone, Twilight Sparkle." She said in her usual gentle tone. "I know it may seem that I am overreacting to this threat Twilight but I can assure you this group is more dangerous than any other I have had form in my millennia of living. Many of these groups are full of misguided fillies and colts scarcely old enough to be called mares and stallions. If I wanted to I could crush them underhoof like insects but such is the way of a tyrant. This group though, is lead by a pony with the knowledge and years of experience to change Equestria like none before her."

"Her?" Twilight asked.

Celestia nodded. "Twilight Sparkle, you are aware that you aren't my first personal student aren't you? You aren't the first pony to have their special talent be magic and you most certainly won't be the last one either."

"I know that Princess. I know you've had three other pupils before me: Spiral Horn, Azure Moondance and Dawn Trotter. All of them became known for their magical prowess." Twilight said.

"You're almost one-hundred percent correct there Twilight. I actually had four pupils before you. A few years after I took Spiral Horn under my wing I met her. I found her in the ruins of a village that was destroyed in the New Night uprisings."

"That was shortly after you banished Nightmare Moon, when the pony groups that followed Princess Luna thought that you had exiled her to take the throne for yourself." Twilight questioned.

"Yes, it was. Her people were a nature-loving tribe of ponies that didn't care about which princess ruled, so long as life went on in the way they had become accustomed to. So long as the sun and moon rose and fell when they were supposed to they were content. Sadly when Luna's followers invaded their village their lack of allegiance to a princess caused them to be named enemies and they were treated as such." Celestia said. "We found her hiding in the wreckage of what was once her home."

"That's so sad." Twilight said.

"Indeed it was." Celestia said almost apathetically, "I came to realize her potential for magic when I sent Spiral Horn to get her. He approached slowly and told her he wasn't going to hurt her but she was scared and she reacted as any scared pony would. Her blast sent Spiral Horn flying. She was just a little filly and yet she held so much magical potential. After I exchanged a few words with her she decided to come with me and study under my direct tutelage. She flourished in the halls of Canterlot, her love for both nature and magic blossoming as she grew. Her cutie mark was a tree with magical runes carved into its trunk. Looking back I should have seen the signs sooner."

"Pardon?" Twilight asked.

"She held tight to her tribal upbringing. She never swore her allegiance to me or even Luna. Her natural capacity for magic was phenomenal at the least; she hardly practiced spells before she could unabashedly say she had mastered them. She surprised both Spiral Horn and myself on multiple occasions. Most of her time was spent learning about nature and as the weeks became months her attitude towards me soured. One day she requested a private audience with me and I found out why." Celestia said, looking at the rising sun through the kitchen window.

"What happened?"

"She..." Celestia began, pausing when she remembered the other pony in the room. Turning to face the other unicorn she said, "Sergeant Sunstone, I'm going to have to ask you to step outside for a bit. What I'm about to say is information that is strictly on a need-to-know basis."

"Of course your majesty." He said, saluting before he left the room.

As soon as the kitchen door clicked shut Celestia put up a magical barrier around every exit to the room. "A silencing spell," She said plainly when she noticed Twilight Sparkle's concern, "what I'm about to tell you is the on secret that has never been and will never be recorded in Equestrian history and is the information this group knows that makes them so dangerous." She paused for a second to let Twilight prepare for what she was about to tell her. "When we were alone in the throne room she confronted me with a theory she had. One she was sure was true. That Equestria didn't need me or my sister at all."

"But that's impossible! You two raise the sun and moon! With out the two of you life in Equestria would cease to exist."

"That isn't completely true." Celestia said. "You know that even without pony influence nature will allow for life to thrive. Everypony can agree that there is life in areas like the Everfree Forest. She of all ponies could write tomes on the subject to fill the libraries of Canterlot. Twilight, contrary to what everypony

believes Luna and I don't actually raise or lower the sun and moon. I mean we could if we wanted to but most of the time we let nature do what it does best: allow for life to exist. We've always propagated the story that we raise the sun and moon daily because it makes ruling easier for us. Luna and I know that Equestria is only in danger if one of us were to die, which is why I exiled her when she became Nightmare Moon instead of doing something easier. She said that she had learnt the truth and she would return one day to return the rule of Equestria back to where it rightfully belonged, in the grasp of nature. She then left my court disappeared into the countryside. I had spies following her for a few years, watching her movements as she traversed Equestria learning about nature and expanding her repertoire of magic. Then one day she disappeared into the Northern Barrens and knowing that those lands couldn't sustain life without direct influence of a large amount of ponies I pulled my spies back and presumed her dead."

"But if this happened so many years ago how is this relevant to what's happening now?" Twilight asked.

"Because a few days ago I received a letter, through a private line similar to the one you and Spike share with me now. This private line hadn't sent mail to me in centuries. It was a simple scroll. It read '*I hope you haven't forgotten my promise. –Amethyst.*'"

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The mare held the Pegasus stallion tightly on top of her with her hooves, stopping him from bucking wildly. He was young and was just moving on instinct and she needed him to last if she was to enjoy it. "Start slowly..." She whispered into his ears as she released her grip on his haunches. He followed her words to a T, slowly building his way to a steady pace. She smiled and let the sensations wash over her. He was young and full of vigor, exactly what she was after. It was a complex spell that she had picked up countless years ago; it was how she had managed to live for so long; it was arguably the most fun part of her continued plan thus far.

Early on she came to realize that she wouldn't live nearly long enough to exact her plan and given her departure from Canterlot, entrusting such a responsibility to any foals she had would be nigh impossible. So she poured herself into research, looking for ways to lengthen her lifespan. During her travels she came upon a little known legend of a creature called a Succubucks, a demon who took the form of a beautiful mare and enticed stallions to bed with her only to drain their life. It took many years to perfect the spell, many failed experiments that made her walk warily in some towns that she had passed through centuries before but she eventually made her own body capable of living up to the title of Succubucks.

It was easy to seduce a stallion who had one too many salt licks, like the foal who was currently doing as nature intended. She exhaled deeply and lost herself in the pleasure momentarily which resulted in a noticeable slowdown in his pacing, although he did maintain a quite decent pace considering she just 'borrowed' a few years of his life in one thrust.

"Easy boy... we're in no hurry..." she mewled into his ear. She could have stopped him at anytime thanks to that lapse in concentration but just because she had a full serving of the main course didn't

mean she didn't have room for dessert.