

Twilight was putting away books happily, her wings at her side. She had chosen after her coronation to stay in Ponyville for a year or two, just to try and get used to her wings. Princess Celestia and her sister, Princess Luna, had agreed completely. Twilight smiled, thinking of her new Princess Hood. It would be tough going, she knew, but she was certain she could do it.

There was a soft knock at the door. She walked to the door and opened it, and there stood an old foe and new friend. "Hello, Twilight. Or, should I call you Princess now?"

She chuckled at the pony in front of her. He looked so calm and orderly, but there was no mistaking that voice. "Discord, what's brought you here? Come to eat more of my books?"

Discord chuckled slightly, making a pained face. "That was ages ago, Princess. Besides, back then, I was still trying to destroy friendship."

She chuckled and let him in. "Please, Discord, we're friends now. Call me Twilight."

He smiled at her. "Alright, Twilight. Why are you all alone here in the library? Where did that little dragon of yours go?"

Twilight chuckled. "He's off to see his little phoenix friend. He won't be back for a few weeks."

Discord smiled lightly. "I'd be happy to help you sort out these books if you need. Seems you have quite a lot to put away."

Twilight smiled at him, knowing this was a sign of their friendship. He never would have done something like this, way back when. "I'd appreciate the help, thanks."

He smiled and began to work on sorting through the old books, levitating them to their shelves. Twilight moved to another area of the library, leaving Discord alone with the books. He smiled to himself and poofed up an old book, leather bound and worn by time. The book had notes written all throughout the inside, all written in what looked to be Celestia's writing.

He made his face confused and troubled, walking over to Twilight with the book. "Twilight, what book is this? There's no note on where it goes."

Twilight looked at the book, confused. "Well, that's strange... I don't remember ever having this one..." Just as he had expected, Twilights first action was to flip open the book and look through it. "Wait... this is Princess Celestia's hoof writing! Why on earth would I have this?"

Discord shrugged. "Maybe Spike got the book from her and forgot to mention it?"

Twilight nodded half mindedly, already ingrained into her book. "Yeah, maybe..." Discord smiled as she sat with the book. "I suppose I can resort the books tomorrow... I want to get to the bottom of this."

Discord smiled happily. "Well, I'll leave you to your book, Twilight. Have fun reading it."

Twilight nodded. "Yeah-huh..."

Discord walked outside and laughed to himself. Today was the day his game finally kicked up, and he couldn't be more excited. He had been planning this game for years now, ever

since Celestia and Luna had dethroned him. He had carefully maneuvered his game pieces, at one point making his own to play. Now that they had all fallen into place, it was time to start.

Walking through the town, nopony was outside. It was early yet, and most were enjoying their breakfast or just waking up. He poofed up 8 small figurines, levitating them. Celestia, Luna, Twilight, Applejack, Fluttershy, Rainbow Dash, Pinkie Pie and Rarity. All 6 of the Elements of Harmony and the sun and moon princesses rested in his hoof.

He smiled. "Time for round one."

Chapter One

Discord was making his way to Sugar Cube Corner. He tripped up once or twice while walked, still getting used to his pony form. Still, better to trip and fall than to get stared at constantly.

He reached Sugar Cube Corner and lightly knocked on the door. The door opened, and he felt himself picked up and pulled in. "SUP-RI-ISE!!" Discord laughed as the pink mare in front of him laughed. "Oh, Dissy, your pony form looks so serious!" She gasped loudly. "Oh my gosh, I should throw you a 'Welcome to your new body' party! I can have balloons and streamers and CUPCAKES!! Oh, but not those kind Rainbow was telling me about, those sound icky. Oh, I'm so nerv-xcited!"

Discord laughed. "Pinkie, you're so random. A mare after my own heart, of course."

Pinkie giggled happily. "So Dissy, what brings you to Sugar Cube Corner? Come for some treats, or to turn this whole place topsy turvy backwards crazy? OOO, are you going to make it Renroc Ebuc Ragus?!" She smiled brightly at her joke as he laughed.

"Actually, I just swung by for a visit to my favorite laughing mare."

Pinkie giggled some more. "Laughing mare, huh? Guess I am known to be laughing."

Discord nodded. "I've always liked that about you, Pinkie. How is it you're always laughing?" Pinkie looked at him, confused, and he continued. "Well, you were raised in such a bleak place. You came to Ponyville to get away from there and to always smile, but people are hard to make laugh. How is it, when life is so hard, you always keep smiling?"

Pinkie scrunched her face up in concentration. "Well, I guess it's just cause I was born this way. I've always been smiley and giggly. It's just what defines me." She smiled brightly, having solved the question.

Discord smiled at her, her optimism rubbing off. "Born that way? Strange concept, being born." Pinkie looked at him strangely, and he smiled. "Oh, you'll learn about it. I wouldn't want to spoil the surprise." As he said this, he clapped together his hooves, and she turned into a white Pegasus. "Surprise!"

The Pegasus Pinkie laughed brightly. "Dissy, change me back, you silly! I can't make candy with my wings in the way!"

He smiled and changed her back. It was impossible not to smile in her presence. "In any case, Twilight will have a ... special treat for you later today."

Pinkie's eyes were shining with curiosity. "OOOOO I can't wait, I need to know, I need to know!!"

Discord's eyes shifted from side to side, then he whispered in her ear. "Can you keep a secret, my laughing friend?" Pinkie nodded quickly, making the motions of zipping her mouth, locking it with a key, digging a hole, burying the key, building a house on top of the hole, and moving into the house on top of the hole. "Alright, Pinkie. She found a mysterious book today, and we're almost positive the writing inside is Princess Celestia's."

Pinkie gasped, then nodded determinedly, keeping her mouth shut tight. Discord chuckled. "You can speak, Pinkie."

She smiled brightly, her eyes filled with wonder. "Oooo, I wonder what the writing is." She gasped again. "Maybe it's part of you, Luna and Celestia's past and how all of us are just creations to fit the elements to free Luna again!"

Discord's eyes widened, but then he laughed it off. "Whatever gave you that idea?"

She giggled brightly. "Just me being silly."

Discord nodded, smiling. "Well, now, I was wondering, could you make me some cupcakes? I would love to have a taste of those magical pastries."

She smiled brightly. "One batch of cupcakes, coming right up! Assorted as usual?"

He shook his head. "Make them all confetti cupcakes this time."

She looked at him, confused. "That's not your usual."

He smiled brightly. "Pinkie, if I chose to get my usual every day, that would become routine and orderly. I am still the god of chaos, am I not?" Pinkie snorted slightly, laughing, her fun-loving brain understanding his strange logic perfectly. She began to make the cupcakes, humming.

As she turned away, Discord held up the small pink figurine in his hoof, twisting it around. "So... how are your friends?"

Pinkie, still baking and her back to him, smiled. "Oh, they're all happy and smiling. I make sure to keep them laughing."

Discord made a small 'tsk'. "Seems a shame, however, that you're always concerned about them instead of letting yourself have fun."

Pinkie shrugged, mistaking his manipulating behavior as genuine friendly concern. "Helping my friends stay happy IS fun."

Discord looked somewhat confused. "Really? Why, back when me and Tia—" He cut off suddenly as she looked back at him. "Woopsies~"

"When you and Tia what now? Isn't Tia a nickname for Celestia?"

Discord shook his head. "No, no, don't worry about it. It was a horrible mark on our friendship, and I—"

"FRIENDSHIP?!" Pinkie gasped loudly.

"You and Tia were friends long ago and something drew a wedge into your friendship and THAT'S what made you so angry and bitter oh you poor draconequus!!"

Discord laughed. “Okay, let’s calm down a bit, Pinkie. It was a long time ago, and it’s a painful memory.”

Pinkie gasped, her eyes sad. “Painful? Painful isn’t happy! You’re my friend, Dissy, I don’t want you to be not happy!”

Discord turned his back on her, hiding his grin. “No, no,” he said, his voice fraught with tears and sadness. “It’s simply too painful a memory to retell. What we did to little Luna was so-“

Pinkie nearly dropped the whisk she had been holding. “PRINCESS LUNA?! You all WERE friends!”

Discord, his back still turned, held up the figurine in his hoof, hiding it from Pinkie. “Well... I couldn’t bring you all into this. After all, you all are my *Friends*, after all.” As he said the word ‘Friends’, the color of the figurine in his hoof began to turn slightly grey. Pinkie’s own coat reflected this slight color change, hardly noticeable to the pony eye. Only dragons and beings who have dragon DNA could notice the change.

Pinkie sniffed slightly, her poufy mane falling straighter than the fields she had once harvested. “But...”

Discord shushed her lightly. “No, no, I can’t let you make me happy, Pinkie. To do so would bring so much *Pain*.”

As he said the word ‘pain’, Pinkie felt a powerful emotion stir in her, one she had not felt in years. True pain tore at every atom of her being as she realized that, through all the years, to make all of her friends happy and laugh, she had absorbed their pain. All of these years, she had taken all of their pain and replaced it with her own happiness. That same pain she had taken from them now stabbed her heart with poison daggers, shot through her mind like a speeding bullet. She felt tears rise to her eyes, a salty reminder of the days of her youth. So much pain... that was when she learned how to take pain, and smile that horrible, broken smile she had for years.

Her hair poofed back up as she tried to smile, yet somehow it all seemed fake. Her entire persona had changed, one second a laughing, bubbly mare, the next a sorrowful heap of broken memories. “W-well, that’s okay, Discord.” He smiled at that slight difference of phrase, his full name instead of her typical cheerful nickname. “Y-you can hold onto your pain if you want...”

Discord nodded slightly, the figurine in his hoof disappearing as he turned to face her once more. “Of course I’ll hold onto it. After all... isn’t that what you’ve always done?” With those parting words, he walked out.

Pinkie glanced at the finished cupcakes, realizing he had left them here. She picked one up and nibbled on it, the confetti fun cupcake tasting like soot in her mouth. She tried to smile again, but it was no use, she knew.

She’d forgotten how to laugh in the midst of all her pain.

Chapter 2

Discord slowly made his way out of town, walking up towards Sweet Apple Acres. He grinned at the figurines in his hoof, the grey Diane contrasting the multicolored pastels in his hoof. 1 down, 7 to go.

He walked up past the apple orchards, straight to the homestead. He could smell apple pie out to cool, and all together the warmth of family radiated from this home. Lightly he knocked on the door, smiling to himself as the figurines in his hoof disappeared.

The door opened to the tawny haired Applejack. "Wai, howdy there, mister. What brings yah tah Sweet Apple Acres?"

His smile grew. "Applejack, merely visiting an old friend."

Her eyes widened at his voice. "Wai, Discord, is that yah? Yah look all fancay an' orderly." He nodded to her, chuckling. "Will, wai don' yah just come on in and sit on down. We got some apple pie just waitn' tah be munched on."

Discord walked inside and sat at the table, smiling at the country mares movements around the kitchen. She kept working all the time, never stopping. It was amusing to watch for him, seeing as he could make whatever he wanted a reality.

"Here yah are, sugar cube." She laid a pie at his hooves and he began to eat it happily. "Yah really like mai pies, doncha?"

Discord chuckled. "You are a wonderful baker, Applejack. You should teach Pinkie how to make Apple Cupcakes."

Applejack nodded, laughing. "Already got tah that with mai Zap Apple cupcakes. Tah die fer, she said."

Discord smiled, then started his game once more. *Round 2*, he thought. "So, how is everyone?"

Applejack was in the kitchen, making more apple pie to sell at market. "Oh, yah know better than ah do. They're all fine."

Discord's smile grew. "I'm glad. Would be a shame if anypony was hurt."

Applejack smiled. "Mhm. T'would be. Still, everyponies fine, an our elements have been shinin' brighter than ever since Twi became a princess."

Discord nodded. "Yes, my wings look very nice on her."

Applejack nodded to this, then stopped when she realized what he has said. "...Yer wings?"

Discord's eyes widened as though he had said something he really shouldn't have. "Oh, dear, d-did I say MY wings?" Applejack nodded, looking at him suspiciously. "W-well, I uh..."

"Tell me tha honest truth, Discord. Wai'd yah say 'MAI wings'?"

He sighed slightly. "I suppose there's no sense in keeping it secret any longer. You see, the truthful reason Celestia wanted you all to reform me was to make Twilight a princess. I have the power to give and take away wings, and she needed that magic to give Twilight hers."

Applejack's eyes widened at this startling revelation. "The princess told us we were helpin' 'er make good magic, somethan she could use yah fer. Is that really what she meant?"

Discord nodded and Applejack turned away, thinking. Discord smirked and poofed up the second figurine, Applejack, lightly turning it around in his hooves. Already the statuettes coloration was darkening. "So sorry Celestia kept that from you."

"Nah, ah guess it's really nawt her job tah tell us everythan' she does. Still," she said, sighing, "Ah kinda wish she'd a told us what was happenin'. We were all real worried 'bout Twi when she disappeared like that."

Discord nodded. "Isn't it painful when you learn somepony has lied to you?"

Applejack looked at him curiously, and he could already see the grey forming on her coat. "Whatcha mean? She ain't lied to us."

Discord stood, his pie finished. "Are you sure about that, Applejack?"

Applejack's eyes narrowed, her suspicion rising. "Discord, wai are yah sayin' all this?"

He grinned, holding up the figurine for her to see. "Simple, dear Applejack." He suddenly teleported behind her, grabbing her. He leaned down by her ear and whispered softly, "Because I have lied to you all."

Her eyes widened as her coat changed to a grey hue, and she felt her beliefs slip. She had been convinced that this God was her friend... She had let her honest heart get the better of her. "Yah... yah lied to us all..."

Discord chuckled. "And nopony will believe it either... do you know why?"

She snarled at him, her eyes toned grey and cold. "Wai the buck should ah care? Yer horrible."

He grinned that horrible grin of his, sneering in her hatred. "And you've just answered my question. Let your anger control you, Applejack. Prove me right. After all, you always tried to tell the *Truth*."

As he said the word Truth, her mane, coat and everything else on her body changed to that lifeless grey he had come to know. He watched as the child of the crop slowly but surely changed into the victim of chaos. "Yer horrible..."

He smiled brightly at this, his eyes swirling with his chaotic power. "And that's the truth of the matter, isn't it? After all, this all started because Celestia hid something from you."

Her eyes glazed over as she stared into his eyes, her own growing as swirled and twisted as his own. "Celestia... hid somethan..." Discord grinned, his eyes returning to their usual state. Applejack stood, swaying.

"Well, if that's everything, I'll be on my way. Thank you very much for the pie, old friend."

Applejack shook her head, trying to reclaim her stolen thoughts to no avail. It was too late, he knew. Her heart had already wavered to his chaos. Her eyes hardened as she glared at him. "Yea, yah, yer nawt welcome. Git outta here, yah varmit."

Discord's eyes widened, his spirit soaring at the level of his discordation. "My, my Applejack, such language. What would your friends say?"

“Mai friends are close tah me an’ don’ care ‘bout mai foul mouth. Now, git out. Yer muckin’ up mai house.”

Discord grinned. “Really, Applejack, you’re over-reacting. Surely your friends lie to you too. Why, just today I asked Pinkie what was wrong. Something is clearly bothering her. Yet, she still said nothing was wrong.”

Applejack glanced at him. “Wai should ah believe yah? Yuv lied tah all of us.”

Discord smirked. “Simple. Because she still thought I was her friend when she told me.”

Applejacks eyes widened as Discord calmly walked out. Was what he had said true? Was Pinkie alright? She thought about it for a few minutes, then decided that even if he had been lying, it would be best to check on her friend. She put down what she was working on and galloped to Sugar Cube Corner.

Walking in, she already saw the change in her friend. Pinkies mane was straight as an arrow, and she no longer had a wonderful smile on her face. Instead, when Pinkie saw Applejack, her face took on a wicked smile, one that echoed pain and sadness. Applejacks heart felt torn asunder by the sorrowful smile. “Pinkie? Are y’alright?”

Pinkie nodded. “Y-yeah, AJ, why wouldn’t I be alright?”

Applejack looked at her friend, concerned. “Ahm a bit worried ‘bout yah. Why’s yer mane all straight instead of all froo frooy and puffy?”

Pinkie shook her head quickly. “N-no no, no need to worry, I’m perfectly fine!” Pinkie couldn’t take any more pain or worrying, she needed Applejack to not worry.

Applejack felt torn, knowing her friend was lying to her. Discord had been right. Still, how could she tell Pinkie how much she hurt? Pinkie had always loved to smile, and telling her about how much pain she was in wouldn’t help her smile at all. “A-alrigh’, Pinks. Ah won’ worry a bit.”

Pinkie nodded and Applejack slowly walked out. Applejack hung her head. What good was being honest with herself if she couldn’t be honest with her friends?

Discord laughed, walking away from Sweet Apple Acres. “When pain and truth hurt as bad as lies, may dark and light and chaos rise~” With his simple yet profound riddle, he began to make his way towards Cloudsdale. It was time to pay a visit to Loyalty.

Chapter 3

Rainbow Dash, best flier in all of Equestria, was flying around her cloud home, kicking clouds and clearing the skies. She flew faster than the speed of light, dodging this way and that through the clouds, leaving a streak of rainbow light behind her. She knew she was awesome and she liked it.

Looking below at the ground, she could see a pony standing there, smiling. She couldn’t quite make out the details of his face from all the way down there. She saw him waving and flew down quickly.

“Who are you and why are you watching me,” she asked when she glanced at him. He looked somewhat familiar...

He smiled brightly. "Don't you remember me, Rainbow?~"

Her eyes widened as she heard his voice. Deep inside, Rainbow was still somewhat untrusting of the God of Chaos. He could be playing them all for foals... Still, her friends trusted him, and Rainbow Dash stuck by her friends. Her expression turned to cheerful as she smiled at her friend. "Nice to see you again, Discord. What's with the get-up?"

Discord rolled his eyes, grinning. "Ponies start to go into a panic whenever they see a draconequus around town. If one more pony screams 'the horror, the horror' to me, I'm going to be the one screaming." To this they both laughed. Dash knew all about ponies running away from you. You don't crash into buildings as many times as her without a few ponies getting cautious around you.

"What brings you all the way down here, Discord? Shouldn't you be up in Canterlot, helping the Princesses?"

Discord rolled his eyes, smiling. "Oh, the Princesses can handle without me for a day. Besides, things are happening here that I don't want to miss." *Time for round 3* he thought.

"What things? What's happening," Rainbow said quickly, excited. Anything that had even the old God of Chaos walking around as a pony sounded awesome and Dash wasn't going to miss something that sounded that awesome for a minute.

Discord shook his head slightly. "Well, I wouldn't want to worry you, Dash."

Rainbow's eyes widened slightly. Saying that to somepony was one of the best ways to make them worry. "What do you mean? Come on, Discord, you can trust me with anything. I AM the element of Loyalty after all."

Discord smiled slightly and made a few glances around, as though checking to see if anypony would overhear. No one was around, however. Dash typically loved having ponies watch her practice, but today everyone had been at home or at work. "Alright... Well, Twi and the others have me a bit... concerned."

Rainbow tilted her head slightly, finally landing and folding her wings. "Concerned? Why would they be making you worried?"

Discord made a small frown. "Well, it's just that everypony seems to be acting very strange today. I'm fairly certain Pinkie was FROWING today."

Dash got a bewildered look. "You sure we're talking about the same Pinkie here?"

Discord shook his head sadly. "That may be just the problem." When Rainbow looked confused at this, he glanced around once more. "Well, I wasn't the one who told you this... but I think the changelings are back."

Dash's eyes widened greatly. She could still remember the changelings in perfect detail, from their insect wings to their holey hooves. She hated to admit it, but they actually managed to get under her skin slightly. Dash was loyal to all of her friends, but what if they WEREN'T her friends? How could she be loyal to somepony she couldn't trust? "Are you sure, Discord? I would think we would know if an army of Twilights or Pinkie Pies were walking around."

Discord sighed slightly, making a pained face. “That’s just it. They’ve gotten smarter. They become ONE pony now, and replace the pony. It’s getting harder and harder to tell everypony apart. I’m worried they got to Pinkie and Applejack already.”

Dash flared her wings in anger. “They got Applejack too?!”

Discord nodded slightly. “I have yet to find Rarity, Fluttershy and Twilight. In fact, I can’t even be sure if I’m talking to YOU, Rainbow Dash.” With this he glared at her, inside laughing with glee. *Everything is going perfectly to plan...*

“W-what do you mean??! Of course I’m me!”

“I can’t be certain of that, Dash. I can’t trust ANYPONY. Not even *Loyalty*.”

As he said this last word, Dash felt something slip inside her. Her friends couldn’t trust her? But that went against EVERYTHING she was! Now that she thought about it, however, she couldn’t even trust Discord. Discord was everyponies’ friend now, though. Was she no better than the ones who doubted her?

Discord hid a smile behind a glare as her cyan mane steadily turned to a grayish blue. He sighed slightly. “It’s nothing personal, Dash, but I can’t tell you anymore about it. You understand, don’t you? I’m just trying to be here for my friends.”

Dash nodded slightly, her head feeling fuzzy with these thoughts of distrust and fractured loyalty. “Um... Y-yeah, I think I get it. Wait...” She glared at him slightly, flapping her wings. “How can I tell if YOU’RE the real Discord?!”

His expression turned to one of shock. “Really?! You would suspect ME?” With that, he clapped together his hooves. In a flash, he had grown wings and was flying himself, looking Dash into the eyes. She shrunk back slightly, startled by his sudden anger. “I’m a GOD, Rainbow Dash! You cannot impersonate TRUE godliness!”

Dash grimaced slightly. She had just managed to blow it, showing her doubts to him. Now he HAD to know she was being disloyal. “I-I just want to be sure all of my friends are safe!”

Discord glared at her. “I’m not sure about that. You could be a changeling in disguise, or worse.”

She looked at him, somewhat bewildered. “Worse? What could be worse than being unable to trust your friends??”

Discord straitened back up slightly, his face untrusting. “What if you ARE Rainbow Dash? What if my own friend suspected me of being an evil being? I mean, how else WOULD I react but not being your friend?” Her eyes widened and he continued. “I can’t even trust the great Rainbow Dash to be there for me. Maybe you should go check on the others, if you REALLY care about them so much. I mean, somepony as AMAZING as the REAL Rainbow Dash would be able to help our friends.”

Rainbow felt dropped a peg by this God. She landed softly, feeling somewhat woozy. Discord stifled another smile as her coat became fully grey, unseen by her or her friends. Only beings of high power or beings with higher sight could see the change. Having dragon – like

sight, he himself could see the change as clear as day. Rainbow looked up at him, a bit broken. “Y-yeah, I’ll go check on the others...” *If they’re even who I think they are* she thought to herself as she flew away in the direction of town.

Discord grinned and clapped his hooves together once more, losing his wings. He poofed up the figurines again, smiling at his work. Pinkie, Applejack and now Rainbow Dash were all turned grey. All that remained was Twilight, Rarity, Fluttershy and the Princesses. He may throw that pest Spike in there as well, if he had some free time. “Lovely elements, all in a line. The next to fall will be the divine~” He chuckled at his short quip, magicing away the figures. For good measure, he created some dark storm clouds above, knowing Dash would be so concerned about who her friends were and who to be loyal too that she would forget about her cloud duties.

He began to walk towards Rarity’s boutique as the day darkened. The few ponies who milled about today, either working outside or wandering around the shops, stayed out of this new ponies way. For some reason, he seemed to be a powerful pony in a small town, and ponies here tended to stay away from types like him.

Discord smiled as he reached the boutique. Round 3 had been rather short and easy. Round 4 promised to be more challenging, or so he hoped. He raised his hoof and knocked on the door.

Chapter 4

Rarity hung the last dress of the day up on the rack, closing her eyes in her happiness. She had made a new line of dresses today that looked utterly stunning. The colors blended perfectly and she was positive the ponies of Ponyville would buy them in a heartbeat. She had gotten quite a few orders today for dresses, maybe 5 or so. Today counted as a wonderful day for business, seeing as she didn’t often get customers anymore. Everypony went around... naked. Rarity shuddered at the term. At least style your mane!

She heard somepony knock on the front door and smiled ruefully. Couldn’t ponies read the sign? She was closed for the day. She walked to the door and opened it. “I’m quite sorry, but we are closed for the rest of the day,” she said, her voice smooth as silk.

“Such a shame,” the pony said. “Don’t you have time for an old friend?~”

Rarity’s eyes widened at the ponies voice. Why, that had to be... “Discord??”

“In the fur~”

She glanced him once over, taking in his appearance. He had a brown coat and wore what seemed to be a professor’s outfit. It fit him quite well, which was quite surprising for the retired God of Chaos. Still, Rarity was sure she could... spruce up his suit a bit. “Oh, come in darling, come in! If I had known it was an old friend, then I would have let you in in an instant~”

Discord smiled and walked in, taking in Carousel Boutique. “Business going well?”

“Oh, it’s going splendidly. I JUST made a brand new line of dresses that I think will just FLY off the shelves.” She giggled happily.

Discord smiled, and decided to begin his game. Enough small talk. “So, how is everypony?”

“Oh, everypony is doing wonderfully as of late. Ever since Twilight became an alicorn, we’ve all been celebrating and resting up after that shock. Soon, I suppose Twilight will have to be returning to Canterlot. Oh, the sophistication~”

Discord hid his eye roll. He had always hated dealing with Rarity. She had been his best creation, all those years ago, but now he found her utterly boring. How could you sit SEWING all day? That was the most ORDERLY hobby he had ever seen. Still, all order stemmed from Chaos. “Oh, really? From what I’ve seen of them today, our friends are rather... strange.”

“Well, I suppose all our friends are a bit strange lately. Everypony is still a bit in shock from Twilight’s alicorn surprise. I’m sure we’ll all be used to it eventually. I, for one, am excited to be designing dresses for a PRINCESS!” She squealed in happiness, but cleared her throat quickly. Squealing was NOT a lady like action. “In any case, everypony is probably a little in awe of our best friend being a princess.”

“Well, maybe that’s it... Still, Pinkie was VERY sad... and Applejack lied to me...”

“I’m sure you’re mistaken, Discord. Pinkie is almost NEVER sad, and Applejack has hardly EVER lied. I’m sure it’s the same with the others~”

Discord sighed. “Yes, I’m sure that’s it.”

Rarity frowned slightly at his downhearted face. “Now now, don’t be so down. Here, why don’t I alter your outfit a bit? I’ve never known a new suit to make ME sad.”

Discord smiled and nodded. Together they walked to the back where Rarity began measuring him for a new outfit. Discord groaned internally at the process, bored already with the agonizing wait of the measurements to be done. “I just hope everypony is alright. I’d hate for something bad to happen to them.”

Rarity smiled. “I know you would. That’s what makes you a good friend.”

Discord smiled softly. “Am I really? Seeing as the way I became your friend was through another trick of mine. I was merely trying to make Fluttershy betray her friends, and in the end, I betrayed my own. It caused me to become your friends, and that was that.”

“Does that matter much, darling?~ We’re friends now, and that’s all that matters~”

“Well, what if I’m your friend for the wrong reason?”

Rarity stopped her altercations a moment, staring at him, confused. “How could you be friends for the wrong reason?”

“Well, maybe not like that... It’s more like, why am I trying so hard? I’ve betrayed who I really am for a bunch of ponies.”

Rarity narrowed her eyes. “Now now, Discord, you mustn’t speak like that. You know that just isn’t true. You still use your powers as much as you can, but now you can use them for good.”

Discord shook his head sorrowfully. “Come on, Rarity. You of ALL ponies should know my problem!”

Rarity gained a confused look. “Moi? What would I know about betraying who I am?”

“You sit and make dresses each and every day for these COUNTRY folk, Rarity. Did you ever think to move to Canterlot where you could make enough money to make Carousel Boutique shine like never before?”

Rarity gasped in amazement. “Leave my closest friends just to sell these old things?? How on EARTH could you suggest such a thing?! W-why, that would be utterly DEVISTATING!”

Discord winced internally at the soft whine in her voice. She had always managed to grate on his nerves with that voice of hers. All the sophistication, gone to waste by her need to complain about the life she had. Blech. “But Rairty,” he continued. “Think about it. Rainbow Dash, element of loyalty, is leaving to join the Wonderbolts. Twilight will be moving to Canterlot soon to perform royal duties. Applejack is gaining say in the apple markets around the entirety of Equestria, and Fluttershy has been speaking of bringing her little friends to Cloudsdale to visit her family. Even Pinkie Pie has been talking about visiting her family at the old rock farm.”

Rarity sighed, knowing it was true. Finally, Discord saw the grey hint to her coat begin to appear. Rarity put down her tape measure. “I know my friends have been thinking of leaving, but I MUST stay behind. There is always so much work to be done, and I can’t abandon them. I have promised to give them all I have, and that promise will be kept.”

“Rarity, how on earth can you stay so *Generous*? After all, *what have THEY ever done for you?*~”

Discord watched as Rarity’s eyes began to swirl with chaos. What HAD they ever done for her?... Twilight had rallied their friends to try and save her... But they should’ve known she could save herself. Did they think she was weak?... “D-discord, You don’t think I’m weak, do you?”

“Well...” Discord let the question hang in the air, toying with the emotions of the now fragile shop owner. She hung her head slightly, her coat a full grey now. “Oh, don’t be too sad, Rarity.”

“Sad?” Her face brightened, though Discord could see into her eyes and watch the pain dance in them. “I’m not at all sad. In fact, I’ve just finished your new outfit!~ How do you like it??”

Discord took in the outfit with a grim face. “Fine, fine. Not sure how good it will be walking around Ponyville though. Too much heat and dust. I suppose I can wear it at home, though. Canterlot is JUST the right weather for this.”

“O-Oh,” Rarity said, somewhat dejected by his comments. Not fit for Ponyville... Rarity loved to help her friends, but what if she couldn’t reach her friends? All of them were leaving... Maybe she would fit better in Canterlot. There she could at least speak with Twilight on important business...

“Thank you very much, Rarity.” He gave her some bits for the alterations.

“No charge for a friend Discord. Never a charge for a friend.”

Discord smiled. “How *Generous~*” With those last words, he walked out. Rarity glanced in the mirror nearby, looking deeply into her own eyes. She saw the pain in them. How true was all he had said?... What good was she anymore? She sighed and walked away from her dresses, going upstairs and lying down on the bed. Perhaps a short nap would drive these ideas from her mind.

Discord poofed away the outfit the moment he stepped outside. It was far too... orderly for his tastes. He glanced in his hoof at the now 4 grey figures there. Now for his hardest challenge yet... Fluttershy...

Discord sighed as he poofed away the figurines, thinking. Though he absolutely detested to admit it... He had become friends with these ponies he had made. They were his creations. How could he not love them? And yet, he was using them... He shook his head to clear these thoughts. He reminded himself that these ponies were made for the sole purpose to be used. Knowing this, it was all okay. He smiled and began to walk towards the Everfree forest.

Chapter 5: Kindness

“O-Oh!” Fluttershy ducked as a carrot went flying through the air towards her. She peeked out from behind her mane at the angry bunny tapping his foot on the floor. “N-Now now, Angel Bunny, you should really eat your carrot...” Angel chattered at her angrily. “Now, don’t speak that way Angel. If you don’t eat it now, you’ll just be hungry later.” Angel rolled his eyes and kicked his paws at her, hopping away. Fluttershy sighed. She could never get Angel to listen to her when she needed him to. *He must just not be hungry.*

Suddenly, there was a loud knock at the door. “EEP!” Fluttershy gasped as she flinched away from the sound. “C-c-come in,” she whispered, flying softly over to the couch and hiding behind it.

Discord pushed open the door with his hoof, smiling. “Fluttershy? Are you in here?”

Fluttershy looked up from behind the couch, smiling brightly. “O-Oh! D-discord? Is that you?” She lightly flapped over and opened the door further for him.

Discord smiled back at her, trying to keep his own emotions out of this game. Games are best played without emotion – the celebration came when you won. “Yes, it’s me, in the fur~”

Fluttershy shut the door behind him, smiling. “O-Oh Discord, you look so... different!”

Discord chuckled and made a slight face. “Oh, I much prefer my true form, but ponies these days are still terrified of anything different.”

Fluttershy smiled brightly. “Discord, you know you are always welcome to make this place your home. You can be in any form you want to be.”

Discord couldn’t help but feel a spark of friendship within him for this yellow Pegasus. She was always so kind. *That’s what I’m going to fix*, he reminded himself. With a flash, Discord was back in his true form, stretching. “Oh, my, that feels amazing~”

Fluttershy went to the kitchen quickly to get him some tea. Discord sat on the couch, smiling. When Fluttershy came back, Discord thanked her for the tea and waved his claw over it, adding some chocolate flakes to it. She smiled softly. “I hope you enjoy it, Discord.”

Discord sipped the chocolate tea, smiling back. “Oh, thank you, dear Fluttershy. You always know just what I need.” *Enough friendship, Discord... Just get this one out of the way so the REAL fireworks begin.* He stirred his tea with magic, watching Fluttershy. “You’ve probably guessed why I came by...”

Fluttershy shook her head. “N-No, actually... O-Oh, I’m sorry, should I know?”

Discord shook his head. “It’s alright. You see, I’m afraid our friends are going through a rather... rough time.”

“R-rough?”

“Rainbow Dash is having trouble staying loyal, Twilight has been locked in her library all day, Pinkie Pie can’t smile, Applejack has been strangely quiet, and Rarity has been feeling rather weak.”

Fluttershy’s eyes widened. “O-Oh my... W-well, I suppose I can try to help. I can just do the best I can.” She smiled brightly, positive in her own strength. She could always help her friends.

Discord looked at Fluttershy curiously. “How on earth do you remain so kind?”

Fluttershy looked just as curious back. “What do you mean? It’s simple, when your friends are always so supportive and kind back.”

“But they aren’t.”

Fluttershy gasped slightly. “O-Of course they are! They put up with somepony as weak and helpless as me – why, I’m grateful that they understand me so well. How could I not be so kind to ponies who are kind enough to deal with little old me?”

“But, Fluttershy, don’t you see? They AREN’T kind!” Discord sat up a bit straighter, shaking his head at her sadly. “Haven’t you ever noticed how they treat you? Rainbow is always putting you down behind your back. Pinkie and Rarity push you around.”

“Oh, they just don’t understand when they hurt me. If I’m always kind to them, someday they’ll apologize to me.”

“And then they’ll just hurt you again.” Discord frowned at Shy. “You don’t realize how much you’re hurting everypony, do you?”

Fluttershy was stunned for a second. “Hurting? H-How am I hurting?”

Discord sighed. “You are always so kind everyone, you let yourself fall into this state of abuse. It’s like with me and my pony form. I’m betraying myself and letting myself be pushed into something I don’t want. Do you like that I have to do that?”

“W-well, no...”

“Imagine how all your friends feel, knowing you’re always too kind to say no. You’re always going to be your own downfall, Shy. I mean, Pinkie and Rarity even tried to take steps to help you. ‘Assertiveness training’, Pfft. As if somepony so far fallen such as you could be *assertive*.”

Shy shook her head as Discord watched the first shades of grey tinge her fur. “W-well, Discord, if I’m always kind, there has to be a way to find my way back.”

Discord shook his head. “No, Fluttershy, I’m afraid you’re too far gone now. You see, all of your friends are out of sorts. Without your friends to hold you up, you are *nothing*.”

Fluttershy sat in her chair, watching her tea swirl in her glass silently. Discord placed a claw on her shoulder, smiling internally at the rapidly changing hue of her yellow coat. “Don’t feel so bad, Fluttershy. After all... You’re going to have a lot more abuse to come if you don’t start *fighting back*~” With that, the final patches of the yellow coat turned grey, shading the kind pony in a gloomy, dim grey. Discord smiled ruefully and walked out.

Fluttershy sat still, thinking. Angel Bunny hopped back over, curious as to the silence of his caretaker. “O-Oh, Angel Bunny...” Angel held up a carrot for her, hoping it would make her happy. Fluttershy stared at the carrot. “... What did I tell you earlier??”

Angel flinched back at her suddenly harsh voice. “Eat your carrot, you dumb rabbit. It better be eaten completely when I get back, otherwise little Bunny gets punished. You don’t want to be punished, DO YOU?” Angel quickly shook his head, fearful of the suddenly aggressive Fluttershy.

Shy grinned, grabbing her saddlebags. “Good Bunny. I’m going out to talk to my friends. Maybe I can help them. After all... What am I without my friends?~”

Outside, Discord beamed with happiness. He realized he hadn’t lost a friend – He had gained an ally. Someone to fight the endless war with the Celestial Tyrant they all praised. He would win, now that the elements were his to control. They all retained that special part of them that powered the elements. All that was left was to get them all in one place...

Discord walked through town, uncaring about his form. Above, grey clouds swept past in an unnatural wind. “Time for the real games to begin.”

Chapter Whatever

Twilight frantically flipped through the book, strands of hair fraying outwards from her mane. She didn’t understand a single thing that was going on as she was reading. Around her, the books she had planned to sort laid on the floor, waiting for the touch of a unicorn that never came.

Discord walked in, back in his pony form. “Twilight? You here?” Twilight did not respond, stuck within the tale she was reading. “Twilight??” Discord walked up, his face worried as he lifted her head from the book.

Twilight gasped as she realized Discord was asking her something. “W-what is it, Discord,” she said, her voice shaking as her mind flew past her own thought, flurrying wildly through different ideas.

“Twilight, put down the book and calm down. You’re scaring me.”

Twilight nodded and, for the first time in her life, put down a book before finishing it. “A-alright, Discord...”

“Now, what happened??”

“T-the book... with notes in it, i-it’s a black magic book... b-blacker than night...”

“And? I mean, they had to exist at some point in time.”

“It has Celestia’s notes on two particular sections.”

Discord’s eyes widened in surprise. “That’s... startling. Tia used dark magic?”

Twilight nodded as she took a deep breath, trying to calm herself, not even catching the playful nickname. “I’ve seen her use it before, but I thought she had just learned it from imitating Sombra as I imitated her... But these spells, Discord...”

“What are they?”

“The first one... It’s... Well, it creates life.”

Discord’s face grew troubled, confused and scared, all at the same time. “Creates Life? Twilight, that’s impossible. Not even I can create life, and I’m a God.”

Twilight shook her head. “Think of it as a Golem. You shape it from clay, and then... Well... y-you murder... somepony... E-either murder them, or... it says something about breaking their spirits.”

“And... You believe Celestia tried to create a Golem?” Twilight shook her head and Discord sighed in relief. “That’s good.”

“I think she made six.”

Discord gasped, surprised. “W-what... but, why??? Who???”

Twilight picked up the book once more, flipping to a page full of notes with all of their cutiemarks drawn on the edges. 3 Balloons, 3 Apples, a lightning bolt, 3 diamonds, 3 butterflies, and Twilight’s Star. There were notes on how to shape the bodies, if male or female were easier, and many other tidbits. The very top had a list of ingredients, and next to them all was a big “x6”. “I... I don’t know what to say...”

Discord stared at the paper in disbelief. *I can’t believe well these drawings came out!~ Oh, I had forgotten after all these years!~ I should’ve grown to be an artist. Maybe abstract.* He shook his head. “You... You can’t believe that you... You, Fluttershy, Rarity, Applejack, Rainbow Dash, Pinkie Pie... Not all of you...”

“I-Imagine all she did... The ingredients need flesh. And Bone. And Blood.” Twilight shuddered. “And the other spell... Mind Control. A way to bend ponies to your will. It read out almost exactly like your old Discordation spell, Discord.”

Might be because I wrote it, he thought to himself. “She... I can’t believe Tia would DO this...”

Twilight stood, pacing, her breath a little frantic. “I can’t either! I-I’m a princess now. If she HAD done this, then she would’ve told me, right? I-I mean, it might be that this isn’t really her and it’s some sort of bad prank – oh, but no one would be able to know her hoofwriting THAT well. W-why wouldn’t she tell me? Does she just think I’m too weak or not good enough to know yet???”

Time for the last piece of the puzzle. Discord left just the right pause after her question, then spoke in a deathly quiet voice. “Maybe it’s time you prove to her just how good you are.” Twilight glanced at him, stopping her rant. Discord could already see grey touching around her eyes, sparking in them. “Think about it... She lied to you... How could she do that to YOU, the

new princess? And she knows that memory spell... Who's to say she hasn't used it on you already?"

Twilight shook her head, refusing to believe it. "N-No, Princess Celestia wouldn't do that--"

"Nor would she make Golems using dark magic and control ponies with her mind!" Twilight shut up once more. "Twilight, this is really serious. What if you just uncovered something she's kept secret for years?? She could have brainwashed all of Equestria into making her ruler!"

Twilight shook her head, feeling dizzy and confused. Nothing made sense right now. "I-I don't think she would be able to do that, Discord."

"Twilight, what if we fought back?!"

Twilight shook her head, closing her eyes tightly. "N-no! She's the princess!"

"So are you." Twilight opened grey eyes wide. "Yes, you see it now! She can't control you like this anymore, Twilight! Come on, break free of her spell! You can do it!"

"Dis...cord... I-I feel..." She smiled a dark smile. "Power..."

"Good, good, you are in tune with your own powers now. This is what Celestia has been holding you back from. Imagine the power of the elements if you all freed yourself from this mind control spell..."

Twilight shook her head, trying to clear it. She found this weird, because her mind somehow felt... soft. Relaxed. *Nothing matters... I'm comfortable right now... I can just shut down for awhile. I never have to worry again.* "M-mind control... My friends, they're all like this too?..."

Discord nodded, smiling as Twilight grew a darker grey. "Yes, Twilight. They are all being controlled. I may know a spell that can save them, if I can see that spellbook. Please, Twilight. With your help we can free them. You could save them all."

Twilight smiled as she felt her head finally shut down and take a rest. He was right. It was so simple to see that now. "Yes... yes, I can. I can save them all, if you help me."

Discord smiled softly, reverting to his true form. It didn't matter to Twilight anymore what form he chose. "Of course I will help you, Twilight... Now, all you have to do is..."

~~*~

Applejack trotted up to the library, a note in her hoof saying 'meet me at the library'. She wasn't quite sure what Twilight had in mind, but seeing her friends was one of the last things she wanted right now. After learning that she couldn't trust those around her, Applejack was much less keen to be around them.

Beside her, Rarity appeared in a small burst of magic. Applejack took in her somewhat disheveled appearance. "Y'all right, Sugarcube?"

Rarity nodded, glancing at her mane. "W-what, this? Me and Opal just got in a little tizzy. Yes, that's it."

Applejack nodded as though she didn't know Rarity was lying to her. *She probably learned something about our friends too. Ah'd ask her about it, but she'd just lie to me some more.*

Fluttershy flew down to them. "Did you both get notes too?" Applejack turned to her and nodded. "Tsk. Figures. Wonder what Twilight dragged us down here for." *I hope I'm being assertive enough, so they all know I'm there for them this time. They don't need to rely on themselves.*

Applejack glanced at Fluttershy, but said nothing. *She's acting all annoying and mean again. Maybe Discord did something to them... or maybe I'm wrong. Maybe she's just lying to us like everyone else in this bucking town.*

Pinkie shyly walked up, her smile etched onto her face. "H-Hey guys! Wonder what sorta fun Twilight's got in store for us all!" no one acknowledged what Pinkie had said. She sighed in relief. *Good... I can't take any more pain...*

Finally, Rainbow trotted up to them, wings folded at her side. She hadn't felt much like flying after talking to Discord. "Hey guys... You all got called to Twilight's too?" They all nodded. *I wonder if my friends are who I think they are... They all look off... What if I'm alone?*

All 5 friends watched their hooves, unable to look the others in the eyes. Finally, the door to the Library opened, and a voice came from inside. "Come in, all of you. I have some VERY important things to discuss..." None of them liking the tone of their one and only friend left, all 5 ponies walked into the Library.

Discord shut the door behind them, outside of the Library. With the snap of his claw, the rain from the storm he had called forth earlier started. Surprised ponies ran to their homes, startled by the sudden thunderstorm. Then, the howling wind began, bending the trees. Not a single pony remained on the streets. Discord opened his hoof, revealing the discarded forms of nearly all of the ponies he had made his own. The only ponies left were Luna and Celestia. Luna was already half under his control, ever since the Nightmare incident years and years and years ago... As for Celestia...

"I finally can end you, Celestia," he said under his breath. "The pony who took my land away from me, all I worked hard to get... I owned this world, and now?..." He crushed the figures in his claw, his eyes a deep red. "Now I will end you as I reclaim it."

In a flash, easily confused with the lightning from the gale he had rose, Discord had disappeared.

Chapter Blah

"Darling, whatever has happened in here?!" Rarity, along with the rest of her friends, looked around at the scattered books around them. The room was lit with candles as the flash storm outside had blotted out the sunlight. Rainbow Dash bumped her head on a hanging light, wincing. Rarity went to her, pulling a sash out of her bag and using it to brush Rainbow's hair out of the way to check for a bump. *I may be a bit down and out, but that doesn't mean I can't do my best to help my friends.* Rainbow Dash smiled lightly, but pushed the sash back. Rarity smiled

ruefully at her friend's lack of style, realizing that perhaps that was something she liked about quaint little ponyville.

"I didn't have time to clean it. Sorry, girls."

"S'alrigh', Sugarcube." For some reason, Applejack felt better around Twilight. She was the one pony who wasn't such a wild card. She seemed to be all of her friends combined in one. She was honest with all of them, no matter what. *She's the only one I can trust now.*

"You said you had things to tell us, Twilight?" Fluttershy smiled at her friend. This was the one pony she knew didn't need much help. Or, at least, understood her boundaries. *She knows I'm here if she ever needs help.*

Rainbow Dash rubbed her head. "Been wondering why you called us here, Twi." *If anyone is real, it's her. She wouldn't stand for anyone faking it.*

Pinkie smiled brightly for the first real time in awhile. "Yeah, do you have some sort of fun thing to make all of us happy again?! You know, I think everypony's been a bit off today, and I think this mood lighting means scaaaaaaaaaaaaaary stories!" *I can be myself again. This is myself, right? Yeah, I AM this bubbly and silly, all the time! It's thanks to Twilight that I can see that.*

Twilight walked out of the shadows, levitating a dark book with magic. Her friends gasped at her appearance. Dark armor with purple stars covered her body, and a helmet with the Element of Magic sealed into it adorned her head. A sword, crafted from what appeared to be obsidian rested at her side, ready to be wielded by the Alicorn before them. "I'm glad you all could make it. We have much to discuss."

"T-twilight," Rarity said, stunned. "W-while I agree that the color matches you very well, don't you believe that this... Armor is a tad bit, well... overdone?"

"What'da ya' think you need armor for?"

"I'll show you all... Just look in this book." Her horn sparked darkly, opening the book to the page of the Golem's picture. All of the ponies looked at it in the darkness as their friend had asked of them. They quickly came to the same conclusion as their friend had. "Yes, you all understand."

Rainbow Dash looked around at her friends, the final straw finally pulled. None of her friends were real. Was that the moral of this story? "I... No, I can't believe that... None of us are real?"

"No, Rainbow Dash – We're more than real. We're real because we command it of ourselves. I understand now..." Twilight smirked. "It's time we fought back."

"Fought?" Fluttershy looked at all her friends. Her first instinct would be to shy away, just like her namesake. Shy away from violence, staying away from danger – She couldn't do that anymore. "That's why you have the armor, then. So, who do we go after first?"

Twilight smiled brightly at her friend's eagerness. More proof that it was time for the final blows. "Glad to see you're on my side, Fluttershy. I knew I could count on you all." Fluttershy smiled just as brightly. "Which is why I know you'll be the best for the spell."

Her resistance faltered slightly as she heard her friend say that. “Spell?”

“Please, Fluttershy, will you be the first? You saw that mind control spell – I know a spell that will counter that spell. As you can see, I’ve already administered the spell on myself. My magic’s increased, and the Element formed this armor.”

“I don’t know, Twilight...” Fluttershy looked at all of her friends, each in turn. She saw the pain in each of their eyes, knowing that this could help them all act normal again. This could help them all. SHE could help them all. She shut her eyes tightly, then turned back to Twilight. “... Alright. I’ll do it.”

Twilight beamed. “You’ll need this.” In a spark of magic, Fluttershy felt her Element hang at her neck. Looking around once, she saw all her friends wore theirs as well. “Follow me.”

Twilight walked to the basement door and began her decent, all of her friends following behind her into the darkness.

The mist pony watched outside the window, her teal, shadowy eyes watching the ponies closely. She was hardly a wisp at the moment. She knew she could not stop nor help the ponies at the moment, and that she was powerless. But she knew who was behind this all. She knew she could stop Discord, even if he believed he had them all under his claws. A God of chaos may have first made her, but that did not mean he had not grown idle in his time imprisoned. She had long since freed herself from his shackles without him even realizing.

She looked up at the sky, watching the rain fall down, feeling it pass through her. She smiled, her fangs shining brightly. He caused her to rise... and she would cause him to fall.

The misty pony disappeared into the rain, returning to her host as she called her home.

Chapter ???

“Are you ready?”

Fluttershy stood in the middle of all of their friends, her Element strung around her neck. She shifted around uncomfortably – it almost seemed to itch her skin, like something that didn’t belong rested there. She shook herself slightly and gulped. “Alright, Twilight. Let’s do this.” *I have to stay strong for my friends...*

Everypony else hid behind bookshelves and desks, knowing Twilight’s experiments could have adverse effects on their surroundings. All of them watched in anticipation.

Twilight’s horn began to glow very lightly, the aura much darker than usual. Her armor, which had the Element of Magic as its crest, also began to glow with magic. Fluttershy closed her eyes and she felt the magic begin to wrap around her. It tingled, like fire dancing on the edges of her fur, never burning it fully. She began to feel her mind wander, as though she was taking a break from thinking for awhile. She sighed softly.

The Element around her neck burn. She wanted desperately to take it off, but as the spell continued, it felt almost soothing. Like a campfire in front of her, blazing to life, shedding its warmth on her. She smiled, feeling power rising inside her. Her Element was supplying her with some sort of magic, something that was making her feel... Alive.

Her eyesight was fading. It was as though nothing in the world would ever be the same again. She lost all sight of who she was, her friends. There was nothing but blackness. Then, in all the blackness, Fluttershy saw something. In the darkness, she saw herself, though not as she knew her.

This Oblivion Fluttershy had a shorter mane, one she couldn't hide behind. Her eyes were cold and unforgiving, and her armor was a dark teal. Surrounding her armor were bits of pink, and in the center was a butterfly, though the wings looked torn and beaten. Her armor had dents, and her face was scarred. However, the way this Fluttershy smiled... It was unlike any smile she had smiled before.

Oblivion Fluttershy grinned and flapped her wings. She shot forward into battle, slaying enemies left and right. The real Fluttershy watched in awe as her doppelganger wiped blood from her sword, hardly touched by the enemies' swords. She could do all that? She could destroy, protect... She could protect her friends. It was so simple... so powerful.

"You, there!" Fluttershy stood taller, feeling the Element around her neck shift slightly. "F-fluttershy?"

Oblivion Fluttershy grinned. She rose her sword once more, now charging straight for her other. In one split second, it was over.

Fluttershy stood, laughing as Oblivion Shy fell. She wiped the blood off her sword, shifting in her newfound armor. It was surprisingly comfortable, despite the few dents. She chuckled at the shaking form before her. "Still alive? Good. Kindness is a virtue – I need you to know who is weak. To know who I should kill next."

Fluttershy chuckled, her eyes dark. Her wings felt stronger, her body full of more power than ever before. "This is who I am... Element of War..."

In a flash, she stood before her cowering friends. "I'm here. I'll protect you all, as is my newfound duty." Fluttershy smirked, shaking her new, short mane out. "And I'll bucking love it."

Twilight laughed. "Fluttershy gained confidence and strength. Don't you see, this is what Celestia has been holding us back from. She's scared of us... We're far more powerful than she is, especially together. I think, we can usurp her throne. We can take control, make it so that she can't control anypony ever again."

The others look at each other. Applejack was the first to speak up. "Y'all aren't acting like t'friends we know... Ah can't help but think our friendship could change from all this..."

"You're right, Applejack. We won't be the friends we were." Twilight trotted over to Fluttershy, putting her hoof on her friends shoulder. "We'll be stronger. We'll need to learn from each other... But I know we can do it. You all have stuck by me for this long... Please. Just one more time. Trust me."

Applejack's eyes widened. *If I can't trust the pony that showed us who we truly were, all that time ago... I can't trust nopony.* "Ah'm with you, Twiligh."

"As am I, Darling." Rarity nodded. "Whilst the armor is a tad bit..." She groaned softly. "Er... Rough, around the edges, I will be more than glad to stand by your side, to offer anything I can."

"I'll never leave my friends hanging," Dash said, smiling softly.

Pinkie laughed loudly, giggling. "I'll be there to cheer us all on!"

Twilight grinned at the sentiment of her friends. "Thank you, all of you... Who's next?"

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Celestia gasped as the doors to her throne room were thrown open by a blue aura. Day court was in session – Nopony was supposed to interrupt. The current pony before her turned, scowling until she saw who walked in. Quickly, she bowed, her papers and things tumbling to the floor. "Luna," Celestia said, standing. "What is the meaning of this entrance?"

"Sister. End this court. An emergency has come up... I came into this information from *our* source."

Celestia's eyes widened. "Guards! Escort everypony out. I shall be retiring to my quarters. Day Court is suspended until further notice." The mare who had been talking about something – Celestia hardly cared, to be honest – sputtered on about schools and budgets and complaining high nobles. Celestia quickly glared at her. She shut up instantly. "Day Court is suspended. Good day." In a golden flash, both she and Luna disappeared.

Celestia began to pace as she appeared in her room, thinking. "Nightmare Moon? You managed to make her DO something?"

"Sister, I have had her under my control from the instant I realized she was still part of me. We are one, her and I."

"What has she found, Luna?"

"Perhaps you would like to hear it firsthand?"

Celestia gasped as a shadow swirled into existence before her. A pony began to form before her, a ghost of the Alicorn it had used to be. Her faded eyes narrowed as a silver chain, as silver as the moon, appeared around her hoof, tethering her to her host. "Nightmare..."

"Hello, Celestia. Did you miss me?"

Celestia huffed lightly, watching Nightmare closely. "No more than you miss the moon, Nightmare."

"Why, Tia, you wound me. Here I am, ready to sacrifice information that pertains to national security, and what do I get? Constant abuse. Why should I tell you what I know?"

"For your only chance at freedom," Celestia said, sitting on her bed. "Unless you wish to be banished once more?"

Nightmare glared at her, but nodded. **"You know me well, Celestia. Very well - listen closely. I don't wish to repeat myself."** Celestia sat a bit taller. Nightmare smiled as she received the princesses rapt attention. **"The Element bearers have... Changed. Twilight was the first. Her magic has become dark."**

"Twilight? Dark?" Celestia shook her head. "She would never stray from central magi."

"Your mind is somewhat clouded by your feelings for her," Luna said, shaking her head. "As her mentor, you expect her to n'er differ from the destiny you see for her. But think to the past, sister - we both know how power can corrupt."

Nightmare cleared her throat. **"The past being as it is, we should rather focus on something else - the reckless God."**

"Discord? Ah.. He is behind these changes?"

Celestia shook her head sadly. "I had hopes to curb his wildness, reform him..."

"As you did with me?"

Celestia briefly met Nightmare's eyes, quickly turning her head away. "You were already tethered to my sister through your bond to the moon. I hoped for the best, and expected the worst with you." She sighed. "I still am, in fact."

Nightmare Moon sat, chuckling darkly. **"Whatever you hoped for either of us, neither Discord nor I have changed - we've simply become of more use to you."** Nightmare watched Luna now, smirking. **"Now, perhaps there is something we can do about our little predicament..."**

Luna cleared her throat, just as unable to meet Nightmare's eyes. "Discord has gone about changing the elements once more. If we were simply to chain him in stone once again, it would do nought for our cause; Twilight and her friends would still be cursed. The Elements would be of no use either, as those who bear them cannot at the current time."

Celestia glanced at Luna. They both considered the possibilities, trying to find some answer. All the while, Nightmare smirked. **"I see but one option."**

"I refuse to kill him," Celestia said, shaking her head. "I made a vow, long ago, to never harm a living being. I will not break said vow."

"Your vow will kill us all," Moon argued, standing once again. **"He is raising an army of Elements. Already, he has made his pawns - those pawns of his dark prophecy, even from all those years ago."**

"Prophecy?" Celestia stood as well, standing in a circle with the other two. "What prophecy?"

Luna seemed unsettled as she fidgeted in place. "All those years ago, Celestia. 1000 years."

Celestia's eyes widened. "He had a prophecy? Is that how he..."

"Yes."

"Luna..."

"This is a tender moment, really," Nightmare Moon said, **"but far more important things are happening now. Think back, Luna. Do you remember his prophecy?"**

Luna shut her eyes tightly. "Yes. I do." With a soft sigh and a hang of her head, she remembered as clearly as yesterday.

"Pony of darkness," she began, "A mare of the night, trapped forever in the moon's light."

“He speaks, not of you, but of me. You are the controller of the night; I am the night eternal.” Nightmare raised her hoof, glancing at the chain there. **“I shall be forever tethered to the moon, in his eyes.”**

“A horrible fate for the child of the sun, away from which nopony can run,” Luna said hesitantly, glancing at her sister. Celestia nodded, silently contemplating what had been said.

“A horrible fate for you, Celestia... I wish I could say I was pleased.” Nightmare scoffed lightly. **“And the last verse?”**

“Twist and turns, across the stars... a mare of darkness is what you are.”

“And thus completes the ‘riddle’. Not that you will be banished, Luna. He started this game far before you - you were just his test. His end game is spelled out in each verse he says. I shall be trapped in the moon, forever at his beck and call.”

“An unnamed fate lies in store for me,” Celestia said softly. “One that will affect the entirety of Equestria...”

“And a fate among the stars for me,” Luna concluded. The trio stood in silence as they thought of it all. They would each have 3 separate fates, were he to win. None of those fates were good things.

Nightmare, as always, was the first to speak. **“There is only one other option I can see.”**

“Fighting Twilight and her friends,” Luna said, nodding. “Yes, I thought of it too.”

“But how can we fight them? They have chaos magic in their veins now.”

“Chaos magic is a simple thing to control,” Nightmare said. **“I use said magic myself. Discord created me, and whilst he thinks he can control me for that reason, he is mistaken. Chaos has a form and mind of its own. Trust me when I say that I can defeat the Elements - and still let them live,”** she added. **“Equestria shall remain safe.”**

Celestia nodded. “Now... What do you expect in return, Nightmare? You always have a motive.”

“My motive today is to not be made a slave to that boy who calls himself a god,” she practically spit out, her voice scathing. **“I loathe him, and as you have made a vow not to harm anypony, I have made a vow to myself - I will *never* let that puny ‘god’ get his claws on me.”**

Luna could not help but smile, ever so slightly. “Thank you, Nightmare. Good luck.”

“I won’t need luck.” In a swirl of shadow, she was gone.

Chapter: Shift

Applejack shivered as the magic coiled around her. “A-are y’all sure of this,” she said, her voice wavering.

Fluttershy nodded, smirking. “Join the ranks, Applejack. We need you by our sides.” Twilight smiled as the spell intensified; Applejack simply gulped and closed her eyes.

She heard the storm outside. The fearsome gale seemed almost peaceful - she had always liked the rain. She could practically feel it on her skin: smooth droplets, prickling her with coolness as it soaked through her fur. She could hear thunder, causing her fur to stand on end as her mind wandered to the scene.

Her mane was soaked, but she was laughing. She was young again, prancing through a rainstorm with glee. Nothing could stop her from doing that, after all. She was wild and free, a rodeo mare through and through.

She stopped as she saw a grown mare in the distance, growing nearer by the second. Her body was bruised, and her hooves looked battered. Something hung around her neck - a sort of pretty gem, it looked like. It hung on the outside of a tattered cloak. It looked as though the cloak had words all over it... it was confusing to look at. Applejack didn't like it.

The mare kept getting closer. Applejack tried to back away, but as she drew nearer, the cloak looked less confusing. It was very strange. She tried to move back, but the pull to look at the strange mare was so very strong...

Applejack blinked and she was there. The mare was staring into her eyes. Those emerald eyes looked shattered, broken... but so strong. They hypnotized her... whose eyes were those? She knew those eyes! "W-who is that in there," she said, shouting over the suddenly loud gale of the storm. It whistled in her ears painfully.

The mare smirked and tilted back her head, the hood falling back. Blonde strands tugged loose of a rugged ponytail, falling around her face in a strange beauty. Like the beauty of the storm. Her hair fell around her eyes, shading her face - but not enough that she couldn't see the scars on the mare's face. So many scars; they looked like words. More words. She was so sick of words!

"Who are you," she screamed above the storm. "Who are you and why're you here?!"

In response, the mare tore off the cloak. She unravelled it, showing a complete sheet of words. They began to glow. They shone so bright. They hurt. They hurt so very much.

"N-No," Applejack whispered as they surrounded her. The words blocked out the sound - but they hurt so badly.

AH'M JUST TOO BUSY TO LEAVE NOW

AH CAN'T COME OVER TONIGHT

YES AH DID THE JOB

YES THE BRIDGE IS SAFE

NO AH DON'T KNOW WHAT HAPPENED

NO THEY'RE ALIVE

THEY CAN'T BE DEAD

THEY'RE NOT DEAD

AH'LL SEE THEM AGAIN

Applejack screamed as she was surrounded by them - her lies. She knew what these were. They were all her lies... all her lies to herself.

YOUR FRIENDS ARE HONEST

YOUR FRIENDS WILL ALWAYS BE THERE

YOUR FRIENDS DON'T THINK YOU'RE NOT NEEDED

"N-No, those aren't lies! No, stop this! STOP THIS!"

She looked up to see her - that mare. "You! YOU DID THIS TO ME!"

The mare smirked. She shook her head. "You're the one who lied, Applejack... You're the one who did this."

"What's this supposed to teach me," Applejack said, sobbing. "What's this supposed to mean!?"

"Look at them closely, A.J! Listen t'what they spell out!"

Applejack closed her eyes tightly, sobbing. She still heard them. She'd always heard them. They were why... why she was always so honest...

She gasped as she stood tall, the words disappearing. The storm was over. She was left, dripping. She was all that was left...

She picked up the cloak. It was the only thing left dry... She slung it around herself. It was so very warm, this web of lies...

She smiled softly. Honesty was draped around her. Where can honesty be, without first learning the lies? Now she knew how to truly harness them...

"Ah am the Element of Cunning," she whispered, feeling the element around her neck glow a dark and beautiful amber. She opened her eyes to see her friends around her. That's right... These were her friends. She smirked. "Thank you, Twilight... Ah feel fantastic."

Twilight smirked, taking in the cloak her friend now wore. Beneath it was simple armor, basic things she needed to remain safe in the upcoming battles. The cloak had runes inscribed all over it, and her element shone with magic. "You seem to be a mage... How peculiar, yet how fitting."

"Think of me as an advanced storyteller," Applejack said with a smirk. "So who's the next victim?" The remaining three ponies took their honest friend in with trepidation. She seemed so.... different. Rarity looked down while Pinkie gulped. Rainbow Dash scratched her head, catching Applejack's eyes and quickly turning away. Something seemed unnatural about those emerald pupils now. "Ah think Ah should choose..."

Twilight nodded, leaning against the wall. "We ought to hurry up, before Celestia finds out. No doubt she'll be onto us eventually."

Applejack looked the remaining three over. The runes on her cloak began to glow. The ponies ignored it; all but Rarity. Applejack smirked as the alabaster mare turned to her, catching her gaze. "You're up, Rares."

Rarity gulped and nodded, stepping forward. Twilight chuckled. "Round 4." Rarity and Applejack switched places. Rarity shifted around uneasily, nervously glancing at Twilight. "Don't be scared, Rarity," the unicorn said, smiling reassuringly. Somehow, that did very little to comfort her.

Rarity took a deep breath as she watched Twilight's horn and element glow. She refused to close her eyes. Somehow, that would scare her more. She took a deep breath as the dark magic circled her, caressing her fur. It almost felt like a silk gown.

She sighed, trying to relax as the world around her grew darker. She saw her friends, fading away. As the black that surrounded her enveloped her entirely, she closed her eyes for just a moment. When she opened them, they opened wide with surprise.

She wasn't in Twilight's anymore. No - she was in... a prison cell?

She looked around, confused. "W-wha..." The walls around her were a drab white, and before her sat a beautiful looking gown. She lifted up her hooves to get closer, but gasped as she felt thin wires dig into them. She put her hooves down quickly - the wires had cut very lightly into her skin. Not enough to bleed, but enough to sting at least. "What's going on?..."

A knock came at the door. "Another order."

Her ears twitched. Somehow, without knowing, she knew exactly what the order was - a deep emerald gown with satin lacing and a gold and white trim. She cleared her throat. "I-I would love to make a dress, but my hooves..."

"Finish the order," the voice said. She shuddered at the emotionlessness of it.

She lifted her hoof slowly, and she heard something - a sort of clicking sound. She glanced to the side to see a sewing machine connected to the razor sharp wire. It moved at an impossibly measured pace. But at least her hoof didn't hurt.

"Is that order done yet?"

"D-darling, I just star-"

"Finish the order."

The voice was getting less emotionless now. It sounded angrier. She gulped - she hated to leave somepony down... She was supposed to be generous, correct? Surely speeding this up a little wouldn't hurt...

She raised her hoof, pulling the wire tighter. She gasped in pain as it started to dig into her hoof - but smiled softly as the sewing sped up. Every artist has to sacrifice a little for their art, yes?

"Another order."

"How do you expect me to work on two pr-"

"Finish. The. ORDER."

She flinched and raised another hoof high, biting her lip as another sewing machine whirled to life. The wires felt tighter now.

Another order. Another order. Another order. She was almost certain she was bleeding. She was positive she was crying; her makeup was streaking down her face. Another order. Another order. Another order.

"W-why are you doing this," she cried as she switched constantly between hooves now, almost in a lopsided, painful dance with the strings as her puppeteers. Her hooves were a bloody red mess now, steadily getting worse the more orders she filled. "Why can't I just be free?!"

“Finish the order.”

“N-No! No, I don’t want to! Stop this!”

“Finish the order or else.”

Rarity shut her eyes tightly, putting all her hooves down. “No! NO! I refuse to comply! N-No more pain! No more bleeding! I won’t sacrifice ANYMORE!”

She tugged her hoof close to her, crying out as it dug deep - before the wire snapped. She did the same for her other 4 hooves, crying from the pain but gritting her teeth and bearing it. “I won’t be some puppet to you! I’m never going to take that pain again! Now, for the last time - LET ME GO!”

She opened her eyes.

“Oh... Oh my.” Her hooves were adorned with red bands, each. She wore a modest, yet not unattractive, scarlet outfit. Her mane was tied back, still curled, but to the back. She wore a toolbelt now, though encrusted with diamonds. She felt power surging through each of them. A quick spell told her what the belt contained: sutures, aid kits, various potions, creams and salves. “I’m the Element of Healing... I’m never going to hurt myself for others benefit again. It’s time for Miss Rarity to stand a little bit taller.” She smiled; she felt good.

Twilight nodded. “Rarity - our cleric. You’ll be a great help.”

Applejack cast a wary eye to the outside. “We should get a move on. The princesses will get here soon.”

Twilight turned to Pinkie and Rainbow. “You heard her. You two are the last left.” She smirked. “Let’s get this party started.”

Pinkie’s ears perked up at the sound of a party, but she didn’t smile. Somehow, she felt like this wasn’t going to be her type of party...

Chapter: Fracture

Rainbow stepped forward before Applejack could decide who would go next. No way was she letting the element of Loyalty hang in the background any longer. “Let’s do this, Twi.”

Twilight smiled. “Thank you for volunteering, Dash. I suspect you’ll have one of the hardest times through this process, so it’s good to see you stepping up for your friends.

One of the hardest times? Dash gulped, but stood tall where Rarity had stood. *I can’t let fear hold me down. I need to do this - for my friends.*

Still, she thought, eying Twilight's armor with fear, why would I have the hardest time with this? It's not like Loyalty is really any different from any of them...

Twilight's horn began to shine. Magic began to wrap around Dash; she began to feel drowsy. Perhaps a short nap wouldn't be too bad, right? Just shutting her eyes while Twilight did her thing. Her world faded to black.

She opened her eyes. Above her was a wide open sky. She smiled as she gazed longingly at it; the clouds looked all too fluffy, and the sky was the deepest baby blue she had ever witnessed. Dash's first instinct was to fly up into the sky. With a happy smile, she spread her wings and shot up like a rock-

"AGCH!" Dash fell back to the floor of her enclosure. She winced in pain as she rubbed her head, looking around at eye level. Grass... and smudges all around her. She hesitantly took a step forward and reached out a hoof.

Her hoof clicked against the glass.

"W... What is this?" She backed up, looking all around. The glass was on all sides of her; even above her. It wasn't too small; there was enough space for her to walk around a little, at least. She looked at the floor. It looked sandy. She scuffed her hoof against the edge. Rough.

Dash looked up as she heard tapping on her glass. Twilight was standing outside, knocking on the glass. "Hey!" Dash trotted up close to the glass. "Do you know why I'm in here? Is this, like, a dream or something?"

Twilight laughed behind the glass. Dash tilted her head. Rude much? Was this like a prank or something? Dash squinted - it looked like Twilight was doing a spell.

She gasped as the floor beneath her began to move. She walked on it, keeping up with the pace easily. What in Equestria was going on? "Twilight? Are you doing this?"

Twilight just kept laughing. What the heck was her problem? Dash watched as more ponies came to join her - all of her friends. All of them were sneering at her. "What gives?! Why am I in this place?"

The floor started to move faster. Dash kept the pace easily. Was this some sort of special training or something? Yeah, that had to be it! Endurance training! She kept going, determined.

The hours went on...

And kept going...

“Twilight,” she said again, her throat feeling dry. “I’m gettin’ kinda tired. Can we stop?” Twilight laughed. “C’mon, stop that!” She still laughed. The floor went faster beneath her. Dash growled softly. “Stop this thing!”

The ponies around Twilight were all laughing a bit more now.

The sun was setting.

Dash panted, feeling sweat in her fur. How long had she been jogging now? Long enough that her hooves were starting to tire out... Finally, she just gave in, resting and taking a breather, letting the floor carry her back. “I give... S-Stop this stupid thing, Twi-”

Her voice cut off as she reached the glass.

“OW!”

The rough sandpaper floor grated against the bottoms of her sensitive hooves, sending jolts of pain up her legs. Spurred into action, she quickly started walking again, surprised. “What the-”

Laughter made her ears perk up. She looked sharply at the crowd. They were all... laughing.

What...

“Are you laughing... because I got hurt?”

Laughter.

She snarled. “Stop laughing at me and get me out of here!”

None of them lifted a hoof to help her.

She looked up. “BUCK THIS!” Wings flaring out, she charged against the glass again. She went as fast as she could, but it didn’t work, of course. She slammed her side into the glass, sending waves up pain through her ribs as she crashed back down to the sandpaper floor. In the time it took her to recover, she was almost to the back glass wall again. She quickly started walking through the pain, wincing.

And all the while, they laughed...

Hours passed.

“Let me outta here...”

Her hooves ached...

“Twilight... Pinks... A.J...”

The crowd was chanting “faster”.

“Rares? Shy? C’mon...”

God, she was tired.

She paused - just a second, she just needed a bit of a breather - but god, that burning, the way it grated against her hooves, causing her to wince, whimper even in pain.

She watched as the sun rose.

And then she watched it set again, throat dry.

And it rose again.

“Please...” It was hardly a whisper. She looked up, tears in her eyes. She stumbled, collapsing. She tried to stand, but it just didn’t work. She was too exhausted. Her body slowly crept toward the back...

“Ggg-” She hissed in pain as the underside of her rubbed against the sandpaper, feeling her fur give way to the rough edge. She tried desperately to stand, but failed. She looked up to see Celestia herself standing there, a perverse sneer on her face.

“Y-You...”

Laughter.

“YOU...”

She wouldn't even [i]help[/i].

"YOU MOTHER-" She screamed, the last of her energy surging in her. She stood, wings flared. She looked, not up to freedom, but straight at Celestia. With a feral yell, she charged.

And the illusion shattered.

"W-Wha-" She stood before her friends - her teammates, the real ones who would never let her down - in full armor. She panted, taking in the turquoise armor with little curiosity as compared to her weapon. At her side, a rainbow tipped lance, sharp and glinting like the sun on that enclosure.

"Welcome back," Twilight said with a smirk. "I knew you had it in you, Dash."

"That was... Intense."

"It's supposed to be," Fluttershy said. "What are you now, Rainbow?"

"Element of... of..." She wasn't loyalty anymore, that was for sure. But what was she now? If these mares backstabbed her like in that illusion, trapped her, she would fight back. But why?...

It came to her quickly. "Element of Trust," she said, nodding. "Break it, and I break you." She thought about it a bit more, glancing at everyone. "And Celestia broke that trust. She [i]lied[/i] to us. It's time to get our payback."

"Good. Very good." Twilight smiled brightly. "This is going so much better than I thought."

"Darling, I think it best we hurry along. This has taken far too long already." Rarity circled Pinkie, nudging her towards everyone else. "Last one."

Pinkie Pie glanced at all of them. This... didn't feel right. None of her friends felt right. Ponies didn't look like this - ponies didn't act like this! "A-Are you sure?"

"Join us, Pinks," Rainbow said, leaning in close. Pinkie looked her in the eyes - they didn't look natural anymore. "C'mon. We can't do this without you."

Pinkie gulped. This... It felt weird, but... She had to be there for her friends. Discord had made that... But hadn't he been... She shook her head, feeling so confused. Applejack's eyes narrowed. "Cast the spell, Twilight," she said sharply. "Her mind's growing clouded again."

“On it.”

Pinkie Pie’s eyes widened. “W-Wai-”

She didn’t get the word out before dark engulfed her.

...

Dark.

Her eyes were closed.

“Pinkamena!”

And then they weren’t.

Rarity - Cleric. Generous in healing? How she’s always hurt herself for her friends?

Rainbow - Lance.

Applejack - Mage

Fluttershy - Sword (Figure out the type)

Pinkie Pie - Rogue

Twilight - Warrior, Broadsword