

Author's Note:

While I'm not usually in the habit of adding author's notes, I feel that this chapter perhaps deserves one. I'm well aware that *The Phantom of the Opera* (whether book, musical and movie) has a very dedicated fanbase, and a number of the comments I've received have been in the hope that the characters (the Phantom especially) and story would be truer to one version or the other.

However, this is, above all, a crossover, and it's a crossover with *My Little Pony*. The tone is very different, and I'm trying to keep the story believable to the universe of our favourite pastel-coloured equines. If you dislike the consequence of me taking that direction on the course of the story, then I would advise you to halt reading at this point, and I thank you for sparing your time to read up 'til now. Otherwise, I hope that you enjoy my attempts to blend the two together in a seamless and entertaining manner!

~ Act I: Scene V ~

"Now please just- Would you- *Signora*, I- **Hold still!**"

"Now you shout at me, eh? You keep poking me with your needle! Kch! Ai-ya, watch my coat!"

"I don't like doing this any more than you do, but if you'll just let me **do** my job we can **both** be out of each other's manes *tout de suite!*"

Prima Donna snorted, but finally consented to hold still and stop trying to admire herself in the mirror. Rarity was at her wit's end, her mane dishevelled and falling back to its naturally wavy state. She had been battling with the pegasus singer for over an hour, trying to put the finishing touches to her costumes. The earth pony and unicorn actors and actresses didn't require such fine-tuning, and a loose-fitting costume was generally adequate, but for the pegasi to fly properly on stage a tighter fit was needed. The diva was making especially sure that her own somewhat frill-heavy costume did not impede her flying.

She heaved a sigh and stomped her hooves.

"Bah, I should be out there practising, not stuck in 'ere with *you*." She said, looking down her muzzle at the seamstress.

"You could certainly do with it." Rarity allowed herself the jibe, but Prima Donna brushed it off.

"What you know, eh? See, Falsetto, he see my true talent. Tonight I play the lead soprano, as I should do. The little yellow *ingénue* won't get the limelight tonight!"

"Knowing Fluttershy I imagine nothing will please her more... Come to think, where is she? She

hasn't come in for her fitting yet. I don't suppose *you've* seen her?"

"What you think?" Prima Donna replied, deadpan.

Rarity rolled her eyes behind Prima Donna's back, and laid down her needle and thread. "Still, I haven't heard a sound from either her *or* Angel all day. I know she's quiet, but the wall between our rooms is so thin I could put my hoof through it."

"You going to chat or '**do** you job'?"

"Hmph. Fine. Now hold *still*." Rarity took up the tools of her trade once again.

"AI-YA! You do that on purpose!"

"It slipped."

Falsetto read over the note grasped in his hooves once again. He'd tried his best to ignore the threats, but they played over and over in his mind, plaguing him. He couldn't bring himself to believe all the nonsense about the ghost, but the evidence was before him. He'd seen the 'accidents', he'd heard the rumours, and he'd received the notes.

In some ways, he would've been more than happy to do as the 'ghost' asked, and cast Fluttershy as the leading soprano in tonight's play, but it was never as simple as that. Prima Donna had powerful connections in the city, and the media sung her praises after every performance. As much as he relished the idea of seeing her upstaged, it would be a foolish thing to do in his current position.

He stared at the wall, adorned by a copy of the poster he'd had put up all over the city. '*The Barber of Ponyville*' was always a crowd-pleaser. The takings had been good, almost every seat in the house had been sold. It'd be more than enough to pay off this 'ghost's salary should the threats in the note be more sinister than they appeared.

If nothing else, Falsetto was a careful stallion.

"*'I shall watch the performance from my usual seat in Box Five, which is to be left unoccupied.'*" The grey earth pony muttered to himself as he read. "... Like Hay it will."

Careful, but sometimes... He just had to see things for himself.

A dancer twitched back the curtain, looking out at the full house before her. Every row and box was full of ponies, chatting among themselves, eagerly waiting for the opera to begin. The orchestra were tuning their instruments, while Maestro arranged the pages on his music stand.

Behind her, the stage was in turmoil, as stagehoofs ran around making sure the pieces of scenery were all in the correct places. Lights spun and flickered as they were tested and swivelled into position, and chorus ponies, singers and dancers tried hurriedly to arrange themselves.

Rarity was watching from the sidelines, her critical eye going over all the costumes as their wearers ran around, looking for any loose seams or rips that she would have to fix after the performance. Suddenly, Fluttershy shot past her looking slightly panicked, her costume hastily thrown on and her hair frizzled.

"Fluttershy! Where have you *been*, darling?" Rarity hissed, causing Fluttershy to stop and turn.

"Oh, Rarity! I... uhm, I was busy practising, and I lost track of time, and I didn't realise how late it was, and I had to rush to the stage..." She replied. "I'll see you after, alright?"

"Of course, darling, but... Oh, never mind, there's no time for that now." Rarity sighed, looking at Fluttershy's dishevelled appearance. "Go on! Break a leg!"

Fluttershy nodded thankfully and rushed to the other side of the stage, getting lost in the crowd. Rarity continued to watch while everyone settled into place, and saw the lights dim on the other side of the thick velvet curtain.

The auditorium fell silent. Rarity heard the tap of Maestro's hoof on his music stand, and the music began. In the same instant, the curtain was pulled back as the spotlights flared into life, bathing the stage in light.

As the overture played, the ponies on stage moved and danced around one another, acting out scenes of Ponyville life in mime. Rarity could see Fluttershy, dressed as a serving maid, buying produce from another mare stood behind a wooden façade painted to look like an apple stall.

Eventually, the two starring tenors strode in from the far end of the stage, playing the roles of Fig Roll (the eponymous barber), and his employer and friend, Count Almond. The music lowered to a background volume as they struck up their song. Rarity had to admit she was impressed by how powerfully they could sing, but without being as deafening as Prima Donna.

Ponies shuffled about the stage and disappeared through doors cleverly obscured by props as the audience's attention was diverted towards Fig Roll and Count Almond. Soon, they alone stood on the stage, the Count spilling out his problems to his old friend.

Behind the scenes, Prima Donna was barking orders to her circle of dedicated helpers, preparing herself for her entrance. In the chaos, nopony saw a masked figure reach from behind a prop and swap Prima Donna's throat spray for an identical-looking bottle with a rolled up note tied to the neck.

"Where is my spray? Hurry! Try not to get it all over my chin, eh?" She yelled, and one of her assistants ran to take it and the note. She held it in front of the diva's open mouth and dutifully sprayed. It was only then that Prima Donna noticed the dangling piece of parchment.

"Oh? A note? Read it to me." The assistant unfurled the note and read it in a stammering voice:

" 'Y-you have a bad cold. If you are wise, you will see that... that it is M-madness to try to sing tonight. Even now, it is not too late to t-turn back and save face.

O. G.' "

The diva snorted in anger and snatched the note from her assistant's magical grip, throwing it to the ground and stamping on it.

"It's all a conspiracy! Well, I will sing! Nothing is going to stop me! Not a *fantasma*, not that *canario*, nothing!"

Prima Donna calmed herself, swallowed, and tried a few notes to warm up her vocal chords. Satisfied, she waited for her cue, listening as the tenors wrapped up their scene and watching as the lights darkened, and the stagehoofs ran out to transform the stage from a busy market to a quiet home.

She lived for this moment. The moment when she would step out onto the stage, and the audience would clap and cheer before she had so much as opened her mouth. She savoured the anticipation as she waited for the lights to come on again.

The only thing spoiling it was the yellow pegasus standing next to her, staring intently out at the stage.

"Your little plan isn't going to work. I know what you're up to." She hissed at Fluttershy. She didn't wait to see if the yellow pegasus had heard, but strode out of the wings as the stage was illuminated for the second scene.

Falsetto watched the first scene unfold from his vantage point in Box Five. Quick Step had been very reluctant to let him enter, but after forcefully insisting, she had relented. He was

beginning to think the mare was a liability. If it wasn't for the fact that she was the best ballerina in Canterlot back in the day, and now the best dancing teacher the city had, she would've been let go some time ago.

So far, no sign of any ghost. Only one thing perturbed the manager; on entering the box, Falsetto had found a box of chocolates (good ones, too. Coltbury's 'Moon Tray') resting on one of the seats. He had left to ask Quick Step whether she had left them there, but the mare insisted that Box Five had been left locked since the last performance, and she had the only key.

What was equally worrying was that when Falsetto returned, he found the chocolates were now accompanied by a pair of opera glasses. He sat down, regardless, and put the incident from his mind. Perhaps an absent-minded patron had left them in here by mistake.

Now the stage went dark as the scene drew to a close, allowing the stagehoofs time to change the props and the actors and actresses time to place themselves.

A line of the note rose, unbidden, to the fore of his mind.

'Our dear Prima Donna must be taught humility, so she shall be allocated the role of the servant.'

The command was all the more threatening for its lack of threat. This scene was where both the ward and the servant were introduced, and Prima Donna had the opening lines. His mouth went dry. It was now that he would see whether there was any weight behind the lines of red ink.

Spotlights flared into life, their enchanted limestone and gem orbs burning brightly and illuminating the stunning figure of Prima Donna. She stood centre-stage, drinking in the attention as the audience applauded her appearance.

Behind her, to the right, was the diminutive but unmistakable form of Fluttershy. She seemed intent on staring at a spot somewhere behind the audience, and stood as still as a statue.

Falsetto missed the soft click of the door behind him, masked as it was by the thunderous applause. Hoof-steps, muffled by the rich velvet carpet, crept slowly towards him.

The first he knew of the intruder was the feeling of cold dread as he felt the presence of another behind him. Rational thought abandoned him, his ears fell back against his head as his pupils shrank in terror. He didn't dare turn his head.

A soft, melodic whisper sounded in his ear.

“Did I not command that Box Five be left empty?”

The applause died down when Prima Donna raised a hoof. She gave her devoted admirers a smile, and waved at the orchestra to continue. They took up their instruments and began playing a slow, wistful melody, one that conjured feelings of longing for freedom, but left the mind torn between the thrill of the unknown and the safety of home.

Prima Donna hovered a few inches above the stage, wings extended gracefully as she began her song. Her voice, carried on the melody, reached to the vaulted ceiling of the opera house, as she sang of her life as Doctor Toadstool’s ward, and her wish to escape her gilded cage and the Doctor’s unwanted affections.

She rose to the crescendo of the song, and disaster struck.

“CROAK!” Went her voice.

A stunned silence fell over the entire house.

Falsetto could only look on in frozen horror.

The diva landed back on the stage with a thump, trying to sing, but finding her voice had left her completely. She continued to croak like a toad as the audience dissolved into first mirth, then raucous laughter.

Tears streaming from her eyes, the pegasus fled the stage.

The voice behind Falsetto spoke again in his ear.

“I think we can both agree that if that didn’t teach her humility, then the diva is a lost cause, wouldn’t you say, my dear manager?”

Falsetto could say nothing in reply. He merely fled the box, galloping down the stairs and directly backstage, intent on somehow salvaging the play before anything more happened.

He ran onto the stage as the curtain dropped on the sorry scene, and took a moment to compose himself. Gasping for breath, he held up a hoof to quiet the audience.

“F-Fillies and Gentlecolts!” He began, shouting out across the stands. **“We apologise! ... The, uh, the performance will soon continue with...”** He glanced through the crack in the curtain and his eye fell on Fluttershy. He beckoned her over with a frantic gesture.

“... with the role of Rose, the ward, being played by Miss Fluttershy!”

Applause went up from the audience, as well as a few excited murmurs. The crowd was always eager to see a new talent perform on the opera stage.

“For now, we crave your indulgence! For the interval, we give you...” Falsetto racked his brains. **“... the ballet from Act Two of tonight’s performance!”** He gave Maestro a meaningful look, and the conductor swiftly flicked through his pages of sheet music, the orchestra swiftly following suit.

With a bow, Falsetto pronounced a quick thank you, and ran back behind the curtain, a baffled Fluttershy in tow. He turned to her and placed his forehooves on her shoulders, pleadingly.

“You’ll have to take Prima Donna’s place tonight! You just have to! There’s no one else to do it!” With that, he released her and ran off to help re-organize everypony.

Rarity trotted over to Fluttershy and placed a hoof on her shoulder in a comforting gesture. “Well, darling, this *is* a great opportunity for you! Come on, I’ll get you into your costume. You’re a similar size to Prima Donna so I shouldn’t have to make too many adjustments...”

Fluttershy just nodded, too overwhelmed to do anything else.

O. G., the Phantom, smirked behind his mask as he watched the carnage unfold on-stage. Satisfied that he had made his impression on Falsetto, he turned and left the box, locking the door behind him with his own key.

He hadn’t escaped entirely unseen. Iron Knot happened to have been looking up in Falsetto’s direction when Prima Donna had begun her song, and he had seen the brief spot of white in the shadows behind the manager’s body. He recognized the shape of the mask immediately.

Running along the rafters, he sped along the labyrinthine networks of catwalks and rope bridges that spanned the stage and its wings, heading up the main staircase to the box seats, and caught up to the Phantom as he turned and quickly fled away from Box Five.

Iron Knot pursued, following the cloaked figure through a small side door in the corridor, and into the many unseen passages and rooms that connected areas of the opera house together. As they ran, he noticed they seemed to be heading back towards the stage.

Finally, they reached the catwalks above the stage, where the ballerinas danced and spun across the stage to keep the audience amused. With an impressive leap, the Phantom jumped from one catwalk to another running parallel, leaving the less agile Iron Knot stranded.

The stagehoof stomped on the wooden boards in frustration at having lost his quarry. As he turned to head back down, he felt the catwalk lurch under his hooves as a weight landed behind him. He span, too late, to see the Phantom throw a lasso that drew his legs into a tight and painful grip. He fell to his side as the he was pulled towards the Phantom. With unexpected dexterity, the Phantom knotted the end of the rope to the rail of the catwalk, and leapt onto the opposite rail, balancing perfectly on the thin metal line.

Drawing a concealed sword with his mouth, the Phantom slashed at all but one of the ropes holding the catwalk above the stage, cutting them clean in two. As it fell away, he pushed against it and cleared the gap effortlessly, landing gracefully on a beam and speeding into the darkness.

Iron Knot felt himself slip from the wooden boards as the one remaining rope went taut, suspending the catwalk from the beams. His own descent was halted mere inches from the stage as the rope around his legs ran out of slack, and he swung like a pendulum on the end of his tether.

The orchestra cut off with a discordant noise and a number of the dancers screamed at the sudden appearance of Iron Knot in their midst.

For a second time that evening, the audience were treated to something they certainly had not expected to see.

Once Falsetto had once more restored order to the chaos that reigned over the night's fiasco, the performers had elected to continue. A few scenes had gone by with no further interruptions, and Falsetto breathed a quiet sigh of relief as he watched from the sidelines, sharing a calming glass of grape juice with Rarity.

"Thank Celestia it's almost over." He muttered, watching as the props were quickly re-arranged into a ballroom scene.

"Fluttershy took to the part surprisingly well. Anypony would think she'd been doing this for years." Rarity replied, pouring them both another glass. Falsetto merely nodded. The timid, nervous Fluttershy seemed to have disappeared while she was in the spotlight, and the audience seemed enraptured by her. Now she took up position centre-stage for the finale, flanked by dancers and set against a masterfully painted backdrop of a starry night sky, the moon being conspicuously absent since they hadn't had time to finish making a new one.

The stage lit up as the orchestra began their final piece; a slow waltz. The dancers began dancing elegantly across the wooden platform in time to the music, encircling Fluttershy in their

perfect choreography.

The waltz picked up speed as a spotlight bathed the yellow pegasus in its light, wrapping around her like a cloak as the unicorn stagehoofs manipulated the beam. Fluttershy pushed upwards, slowly rising from the stage as the dancers continued to swirl around her.

She opened her eyes to look out at the audience. Thousands of eyes looked back at her, rapt with attention and anticipation, but instead of fear she felt only exhilaration and confidence. The part had been suddenly thrust upon her, but she felt ready for it.

She began to sing, her sweet, soft voice amplified by unicorn magic to wash over the audience and fill the auditorium. She sang of being reunited with her true love, climbing higher and higher over the stage as the music built to a crescendo. Those who heard her were transported away in their minds from the tricks of the stage, with its garish props and illusions, to a real, lavish and vibrant ballroom, filled with masked and costumed ponies dancing endlessly to the sweet music of the night.

Fluttershy hung above the stage, dazzling onlookers as the light played on her sequined costume. She paused, took a deep breath, and broke into a high C. Where Prima Donna had failed, now she succeeded. Far from the ear-piercing wail of the practise session, the note, clear and beautiful, rang out across the hall in perfect harmony with the triumphant chords of the orchestra.

The building shook from the stamping of so many hooves. Fluttershy descended to the stage as the light faded from her, and the final notes of the music were drowned out by the applause. Cheers and whistles went up from the audience, as they threw flowers and garlands at the stage.

Now that her part was over, the air of confidence left her, and she was overcome by the adoration of the audience. She blushed furiously, her hair falling over her face as she curtsied and quickly made her way off the stage.

Falsetto sighed contentedly as the curtain fell. The ordeal was over.

The grey manager pony pushed through the crowds of guests, actors, dancers and workers towards the door to Fluttershy's quarters. Knocking lightly on the door with his hoof, he heard the muffled voice of Rarity inviting him in.

"My dear, you were *fantastic!*" He exclaimed, swinging the door shut behind him.

"Absolutely, darling! Given all that happened, you saved the show tonight!" Rarity chimed in,

busying herself with arranging and re-arranging the veritable mountain of flowers that adorned Fluttershy's room. It was beginning to look more like a botanical gardens.

"Th-thank you... But I didn't do very much... It w-was really the tenors that made the show..." Fluttershy stammered back, sitting on her bed and looking uncomfortable among the myriad tokens of affection scattered about her. Angel was busy chewing his way through a bouquet of sunflower heads and assorted meadow flowers.

"Nonsense! You stepped in at the last minute and sang both Prima Donna's part and your own! It would've been an absolute disaster without you!" Falsetto said, beaming.

"Oh, is she alright? She seemed so upset, and what happened was so sudden..." Fluttershy asked, concerned for the diva's well-being. Falsetto frowned.

"Actually... When I went to check up on her during the performance, her assistants told me she'd received a note from the Ghost before she lost her voice. It had been tied to her bottle of throat spray... Or at least, an identical bottle. I had a look at the contents; it reeked of Poison Joke! It was no wonder it affected Prima Donna as it did!" He waved a hoof dramatically. Rarity looked up, intrigued.

"You saw him too, didn't you? The Ghost?" She asked.

Falsetto's composure fell a little, and he stammered nervously.

"W-well, unless I was hearing things..."

"And then that business with the stagehoof... Iron Knot, wasn't it?" Rarity continued. Falsetto cleared his throat and pulled himself together.

"Yes... He was yelling some gibberish about the Ghost trying to kill him. Had to send him home after he'd calmed down a little, he was jumping at shadows. Whatever happened, that catwalk didn't fall by accident, and there's no way Iron Knot would've slipped and just happened to catch himself on a rope like that."

Fluttershy felt a lump forming in her throat.

"I think I met the Phantom." She whispered, barely audible.

"What was that, dear?"

"I think I met the Phantom."

"A little louder, darling."

"I think I met the Phantom!" She spat out the sentence as quickly as possible. Rarity and Falsetto stared at her.

"... How? *Where?* **WHEN?!**" They both said in unison.

Fluttershy went on to recount her journey through the tunnels that sprawled beneath the Opera House, and her discovery of the lake and the Phantom's home. Rarity nodded in satisfaction when she heard mention of the lake, and her eyes sparkled with intent when Fluttershy mentioned the gem-covered walls of the cavern. Falsetto's frown only deepened as she continued, describing the Phantom's hidden harbour and cave beneath the city.

"... So, we're dealing with a flesh-and-blood pony after all." He said, once Fluttershy had finished.

"One that knows your Opera House better than you do, my dear." Rarity chided. "But at least Fluttershy's given us a valuable lead... Just behind the mirror, you said?"

The pegasus nodded. Rarity swept over to the full length mirror, and concentrated. Her horn flared as she tried to move the mirror aside, but it fully resisted all her attempts. The Phantom had evidently locked it from the inside to prevent any unwanted intrusion.

"It's no good. It won't budge." The unicorn said, after half a minute or so of trying. Although she had stopped directly channelling her magic, her horn still glowed softly as she stood near the mirror. "But I can feel the lake down there. It's probably all those gems you mentioned, Fluttershy, it's like when I earned my cutie mark."

Falsetto glared at the mirror-door. "I suppose we'll have to smash it."

Rarity looked at him, horrified. "Darling, no! Let's leave that as the last resort. Think about it, the Phantom must have other ways of coming and going, since it would hardly be convenient to pass through an actress' room every time he came up to the Opera House."

Falsetto conceded the point, and nodded.

"He's made his move and shown his hoof. Now we'll have to play our own more carefully. ... We'll go ahead as planned, the opening of the new opera is coming up." He grinned. "We're having a masque ball to celebrate... Perhaps our masked friend will be more likely to make an appearance if he's less conspicuous."

Rarity nodded at Falsetto. "Indeed, he'll be keeping a low profile after tonight, but if we can draw him out of his tunnels then perhaps we could get to the bottom of all this."

Fluttershy said nothing, staring at her hooves and nervously chewing her lip. The Phantom had been nothing but a perfect gentlecolt to her, and his tutoring had unlocked a hidden well of confidence she never knew she had.

It wasn't just the tenors that had made tonight's performance, it was the Phantom himself.

~ *End of Act I* ~

<<- *Act I: Scene IV* ~ *Intermezzo* ->>