While the streets of Canterlot were full of panic and confusion, Ponyville's morning had gone without much incident, although that was probably because of the late start most of the ponies there had had. Like Canterlot, most ponies were allowing themselves most of the morning off, to shake off their Full Moon party after-effects before getting the work day to a good, albeit late, start. The midday bells from the Town Hall's clock had already rung, and the streets of Ponyville were becoming busy, with ponies left and right, deciding where they should have lunch.

While the midday bells served the purpose of reminding the ponies of the time of their grumbling stomachs, for Pinkie Pie, they had served as her alarm clock. She opened her eyes, sat up, and yawned, before immediately leaping out of her bed. "Morning's here!" she shouted, happily, trotting over to her drawn curtains and throwing them open. "Good morning, morning! Good morning, sunrise! Good morning, sky! Good morning to the morrrrnning!"

It took Pinkie Pie a few second to realise that she had missed the sunrise by a fair bit. Peering out her window, she could see that sun was already high in the sky.

"Awwww, I missed the morning?" she said, crestfallen, looking to her clock for confirmation. "But I ALWAYS say good morning to the morning! Sorry for missing you, Mr. Morning, I was big sleepy tired lazy pants today!". Her crestfallen look was replaced by a big smile. "Oh well. Good afternoon, afternoon! Good afternoon, sun! Good afternoon, sky! Good afternoon to the afternoooooon!" She opened her window, leaning out to look at the sky.

"Now, Mr. Afternoon, you tell Mr. Morning that I didn't forget to greet the day!"

Satisfied that she had made up for her error, Pinkie Pie walked to her dresser, gave a quick look in the mirror, and went straight downstairs to get some breakfast. Unlike most other ponies, Pinkie Pie didn't do much to prepare herself for the day ahead - she hadn't used her hairbrush in years, preferring the curly, bouncy, ungroomed mane that a night in bed would give her. *Rarity always asks me how I get my hair this way,* she thought, bouncing down the stairs with a smile, *but she would freak out like hay if she knew I didn't even use my hairbrush. Her head would probably explode!* She stopped at this thought, remembering the events of the previous night. *Ohmygosh, explode! Explosion! Fire! Boomdust! That's why I'm up so late! And here was me thinking it was just a party I couldn't remember.* She moved to her kitchen cupboards, looking for something to eat. *Last night was weeeeird,* she thought, opening her cupboards had searching them for food, *but it had explosions, so that makes it AWESOME!* Seeing a cupcake in the back of the cupboard, she smiled and reached toward it, before an odd feeling in her knees stopped her. Pausing, Pinkie Pie waited for the all too familiar sensation, and it came seconds later.

"Pinchy knees! Pinchy pinchy pinchy pinch-a-pinch!" she shouted, jumping around her kitchen, the cupcake long forgotton. "My Pinkie Sense is telling me something scary is going to happen!" She stopped, noticing something weird. "Wow, BOTH of my front knees are pinchy! That means something really, really, horrifyingly, screamingly, terrifyingly scary is going to happen!"

Pinkie Pie had never had the sensation in two of her knees at once, so she knew this was something big. *I gotta warn everypony!* she thought. *Something scary this way comes!* Forgetting her hunger, she bolted out of her front door onto the streets of Ponyville, and darted from pony to pony, telling them of her prediction.

* * *

Nightmare Moon watched from Celestia's grand window, observing the panic on the streets below. The magic-blocking gem had worked just as planned, and, even though the guards beating at the chamber door would be through within a matter of minutes, Nightmare knew she had time to spare, time which she thought would be best used admiring her own handiwork. *The unicorns were the only ones truly affected, but everypony in the city felt that pulse,* she thought, with a thin smile. *I wonder how long it will be before they start coming here, coming to Celestia, for help? Hmm, I'd wager at least another half hour of mindless panic before then.*

Nightmare Moon's horn flared, and she looked at the door. Her magic had nearly worn off, and the guards would soon be inside. She flapped her wings and hovered over to her sister, who was still unconscious in the middle of the room. *Oh, sister,* Nightmare thought, casting eyes over the white pony's still body. *I'd hoped you be awake for my next trick, but your guards aren't really fans of our alone time.* She landed next to her sister, closing her eyes, and prepared for another big spell cast. *Forbidden spell number six,* she thought, her horn sparking in readiness. *Another thing that I could never have done without your help, Celestia. The power of two royal sisters should make this an easy feat.*

Nightmare braced herself, her horn getting ever brighter, bright enough to light up the entire room even more than the sun could. She concentrated as much energy as she could into her horn, her knees buckling slightly at the effort. Hearing the sound of the chamber door bursting open, and the indecipherable yells of the guards, she released the energy from her horn, casting her spell.

While the pulse of the magic-blocking gem could merely be felt by the ponies of Canterlot, this one could be seen as plain as day. The first ponies in the streets to see it quickly pointed towards the Royal Palace, yelling to others to draw their eyes skywards. The shouting of the ponies quickly turned to a half-awe filled, half-fearful silence, as they looked on at the spectacle they were witnessing.

From the top of the Palace, a milky-white orb had formed, an orb that was slowly expanding in size. Its progress was slow at first, as the bottom of the sphere slowly crawled down the sides of the palace, enveloping it's walls as it made its descent to the lower levels of the Palace. The orb was growing at a quicker and quicker pace every second, and it wasn't long before it had reached the foot of the castle. And still it grew, faster and faster, a wall of milky-white heading towards the streets of Canterlot. Some ponies ran for their houses, shutting their doors and windows, others continued the mindless panic that had come with the first pulse, but most were enraptured by the sight of the sphere, which now covered the entirety of the palace and had started invading Canterlot's streets. It was moving faster than ever now, and it wasn't long before the wall reached the bedazzled ponies standing on the roads.

The wall passed through every building, every nook and cranny, and everypony within the limits of Canterlot. The wall's effect was different for everypony - some were calmed by it, some were angered, some fell asleep, some seemed to be filled with limitless energy - but these initial reactions were quickly overcome by a feeling of pure serenity and calmness in the minds

and hearts of each pony.

As quickly as the feeling had come, it had vanished. The sphere had expanded to such an extent that half of it had disappeared into the ground - the entire city had been enveloped in a massive milky-white dome. The advance of the dome slowed to a halt, and suddenly it was gone, leaving only the stunned silence of the ponies of Canterlot. This silence was quickly replaced by the resumption of the panic from five minutes before, with ponies screaming and shouting, wondering what would come next.

Nightmare Moon's horn had stopped glowing, but the magic coursing through her veins had not. The mystical sphere she had created had passed through everypony in the city, and she had felt the presence of them all as it had happened. She had felt the fear of the thousands of ponies on the streets, felt their anger, their confusion, and, while the casting of her spell had her panting for breath, she couldn't resist laughing. *That was harder than I thought it would be,* she thought, *but like everything else, it went perfectly.* She smiled turning to see the three guards that had broken into the room, who were now stood in place, looking dazed and sleepy. *Well, at least I think it went perfectly. Let's see.* She fixed her eyes on the middle guard, and her horn flashed. *Bodyguard,* she thought, keeping focus on her target, *lift up your left front hoof.*

Almost instantly, the guard her gazed was fixed one did exactly as she commanded, unsteadily lifting his left front hoof from the floor. Nightmare smiled. *Excellent.* she thought, not breaking her gaze from the guard. *Now use that hoof to hit the guard to your right. As hard as you can.* Again, the guard did exactly as he was ordered, turning to his right, and swinging his hoof towards his colleague. The hoof connected with his face with a sickening crunch, knocking the smaller guard to the floor, a splash of blood landing following him. *Even better. Now,* she thought, with a glint in her eyes, *beat him to death.*

The middle guard leapt, snarling, onto his downed prey, pinning him to the ground. Using his hooves, he landed blow after blow onto the already injured stallion, each blow accompanied by its own sickening crunch, and splatter of blood. The third guard did not seem to register the brutality of the beating at all, staying in place with dazed eyes.

Nightmare Moon watched the relentless strikes of the guard, observing each blow with supreme glee, her mouth twisted into an evil smile. *It worked!* she thought, starting to giggle. *Forbidden spell number six...mass telepathy.*

This spell was one that Luna had built from the ground up. She knew that unicorns had the power to read minds, as well as communicate through them, but mind control itself was something that required a lot of magical energy. Her testing of the spell had only confirmed this, with the limited power she had in the body of Luna, even the control of the spiders and moths that lived within the palace walls had been quite an exertion. With the power of Nightmare Moon and Princess Celestia at her disposal, however, she knew she could amplify the power of spell to shockingly high degrees. That is what the white orb had been - a wave of magical energy, telepathically linking Nightmare to everypony it touched. She did not have full control over everypony in the city, though - the orb's power weakened as it grew - but she knew that, at the very least, everypony within the Royal Palace was now under her control, and that included the entire military force of Canterlot, who were all in the barracks a few floors below her. Even so, everypony within the radius of the orb was now telepathically linked to Nightmare Moon, so she could, at the very least, read their thoughts and talk to them through their minds.

The dull sounds of hoof against flesh had now stopped, as the bloodthirsty guard halted his assault, panting heavily. He moved his hooves from the now deathly still stallion, but not before giving him a quick nudge to make sure he was dead. This was unnecessary, however, as his victim was clearly dead, his once white fur now almost completely matted with blood, his face beaten into an unrecognizable pulp. The attacking guard walked back to his original spot, falling in next to the other guard, and his eyes drooped again, matching the dazed look of his other colleague, his face and mane stained with blood.

Nightmare turned back to the window. *Good work.* she thought, this time keeping her mind, rather than her eyes, focused on the guards. *Now, go down to the pantry and get some pails of water. Wash off that blood then bring them up here, I think it's time to wake my sister. Quickly!* She heard the sound of the guards' hooves on the marble floor, and then the sound of the door opening and shutting. *I don't even need visual contact, I can just DO it!* she thought, revelling in her success. Everything was in place - her sister had been defeated, she had gained a literal army of followers, and she had no fear of the Elements of Harmony foiling her again. *I think it's time to speak to my new subjects,* she thought, her horn flaring.

* * *

For the second time that afternoon, the panic in the city suddenly stopped. Everypony on the streets, in the houses, shops, and even in the Royal Palace were rooted to the spot, as they felt an unfamiliar presence in the back of their minds, which soon took over their entire body. The entire population of Ponyville went silent, their thoughts and attentions fixed on the voice that was now dominating their mind.

Fillies and gentlecolts, the voice said, venomously. *This is the voice of your new queen, Queen Nightmare Moon! You surely all know that name, undoubtedly it was spoken in hushed whispers in your quaint little Full Moon house parties last night. You ran in* ***terror*** *from the mere sight of a full moon, so I'm sure it goes without saying that a chill has ran down your very souls just at the mention of my name, as well it should. I have taken over your palace and defeated your Princess, and now this city belongs to me, as well as the city's military force, just in case any of you had any thoughts of rescue. Even if you had, I would've known, my power is such that I can sense the thoughts of every single last one of you. So, to that end, there's gonna be a few changes in this city.*

Firstly, and I'm sure you're already aware of this one, the use of magic within the city is now a capital offence. That rule will be easily enforced, however, since I have already stopped all use of magic within city limits, so you don't have to worry about breaking that rule. Secondly, nopony is allowed to leave the city. I already have earth ponies and pegasi on their way to the city's perimeter, so all exits, whether by ground or by air, are blocked. Anyone caught trying to escape will be punished with death. And lastly, while my power can control your minds, I'm sure there will be some who think they can stop me. Remember, I can read all of your thoughts, so don't think that I will be unaware of such ideas. Thoughts of this nature will be considered an act of high treason, but it will not be punished by death. Instead, any unlucky pony or stallion caught

thinking in this manner will have their entire family put to death, right before your very eyes. Brothers, sisters, fillies and colts, none will be spared. Follow these rules, and I have no problem at all with you living in this city. Break them, and you will face the wrath of Queen Nightmare Moon and the armies of Canterlot. Look at your sun, ponies of Canterlot, for it is the last sun you will ever see!

The presence had suddenly left the Canterlot ponies minds, but the effect of the message certainly hadn't. Panic once again rose to the streets of Canterlot, but this was quickly replaced by fear and fleeing as the ponies saw the skies fill with Royal Guard Pegasi, and the streets suddenly filling with Royal Guard infantry. They ran, some for their houses, some for a safe looking alcove, some jumping into the first place they could find.

Some pegasi, however, had not heeded their new overlord's warning, and had already made a break for the skies. Not heeding the calls of warning from the ponies around them, they had kicked off the floor and shot into the sky at high speeds, but they did not last long. The Royal Guard Pegasi were fast and lethal, and not one pegasus lasted longer than five seconds in the air before being struck down, the speed at which they fell almost matching the speed at which they rose. In seconds, the streets of Ponyville were peppered with the bodies of pegasi - those who had survived the fall were quickly trampled by the wave of scared ponies running for their lives. What was mindless panic had become sheer terror in the streets of Canterlot, the air filling the screaming and shouting of the helpless ponies.

* * *

Soarin' and Spitfire hovered above the treeline of Canterlot's surrounding forest, their training session having stopped for some time. They had seen it all - the sudden lack of colour in their world, the white orb consuming their city, and now they saw the small shapes of the pegasi fights in the sky above the city, watching in horror as all who entered the skies were quickly cast down. They watched in silence, hearing the screaming of the citizens of Canterlot being carried on the wind.

Both of them had no clue what was happening. They had seen the expanding orb of Nightmare Moon's telepathy field, but they had been far enough out of the city for it not to reach them. Neither of them had heard Nightmare Moon's declaration, but, even with the pegasi's limited knowledge of magic, they knew that what they had seen and felt could only be the result of an extremely powerful unicorn.

Spitfire broke the stony silence that had descended between the two of them. "What...what is going...what is happening over there?" she stammered, knowing that Soarin' wouldn't have any proper answer.

"I don't know." Soarin' replied, not turning to look at his colleague. "But whatever it is, I think we can safely say that something very, *very* bad is happening."

"But what? First that weird pulse, then that white orb, and now every pegasus trying to take off is getting struck down?" She squinted at the scene in the skies of Canterlot, using her superior vision to try and determine what exactly was stopping the pegasi's escape. She gasped, realising that the attacking ponies were wearing the Royal Guard's uniform.

“I saw that as well,” Soarin’ said, in reply to her gasp, finally turning to look at her. “Royal Guard Pegasi, taking down any citizen in the sky.”

“But...*why*?” Spitfire replied, looking at Soarin’ in disbelief. “Only Princess Celestia can command the Royal Guard in this way, and she wouldn’t do something like this!” She turned to the city, readying her self to fly at top speed towards it, but Soarin’ had already moved his leg to block her.

“Don’t be a foal!” he said, a growl in his voice. “You go speeding in there, and you’ll get taken down just like all the others!”

“Well, we have to do *something!*” she replied, giving Soarin’ a pleading look. “I don’t know what’s going on, but hundreds of pegasi were just killed and I’m not gonna’ just hover around here like an idiot and watch!”

“And adding your name to the list of casualties is mighty useful, is it?”

“I’m sorry, did you forget the part where we’re members of the *Wonderbolts?* The most skilled fliers in all of Equestria?”

Soarin’ shook his head. “It won’t be enough.” he said, solemnly. “I know some of the Royal Guard. We could match them for speed but we’ve got no chance in a fight, especially with that many of them.” He sighed, turning back to the city. “They’re as deadly as we are fast.”

Spitfire unclenched, knowing that the pegasus was right. “Fine. So what do we do then?” she said.

Soarin’ looked at the city, in deep thought. *Whatever that orb was,* he thought, moving his eyes to the Palace, *it started on the upper levels of the Palace. That’s where Celestia’s chambers are. Whatever’s going on, it’s going on in there.*

He sighed, and turned to Spitfire. “Okay, here’s what I think.” he said, looking into his colleagues eyes. “Either Celestia has gone nutty-bananas and is culling her own city, or somepony’s forcing her to do it. Either way, something’s going down in Celestia’s chambers.”

“Makes sense,” Spitfire replied, “Also, did you notice that weird orb? It started near the top of the palace, that’s where her chambers are, right?”

Soarin’ nodded. “That’s what I was thinking.”

“So, how do we get there without being swatted from the sky?” Spitfire asked.

There was a short silence before Spitfire answered her own question. “I know! Well, it looks like the Royal Guard are only focusing on people escaping, they’ll have their eyes on the ground. If we go up and over them, we might be able to sneak past them.”

“That might work,” Soarin’ said, “But all it’ll take is one of them to look up and we’ll be in trouble.”

Spitfire quickly turned in the air, now looking at the opposite direction of the city. “Look! There’s some clouds coming in, and I doubt the pegasi are gonna be caring about the weather right now. We can wait for them to pass over the city, and we can run across them. Should keep us out of sight too.”

“There about the same height as the top of the palace, too,” he replied, having also turned to look at the oncoming clouds. He sighed. “I suppose it’s the best plan we’ve got. Those clouds aren’t gonna be getting there for at least another hour yet, though.”

Spitfire shrugged. “We might as well get up there now then.” she said. “Ride them there. If we’re gonna be waiting around then we might as well be waiting around in the right position.”

Soarin' nodded. "Yeah, might as well. Let's get up there."

Both pegasi moved up to the clouds, neither of them in any rush. They both knew what the other was thinking, but it was Spitfire who put the thought into words.

"Soarin', Tyco isn't stupid enough to try and..."

"No," Soarin' answered quickly. "Hopefully he isn't." The worry in Soarin's voice didn't serve to make Spitfire feel any better.

* * *

Twilight Sparkle sat at her desk, using her magic to work her quill. She was just finishing her letter to Princess Celestia, telling her all about the events of the previous night and all she knew about the Boomdust. She had wanted to send it as soon as possible, but Spike was still asleep, and Twilight had the feeling that she should let him rest, even at this late hour. *I launched him through a window,* thought Twilight, reliving some of the worry from the previous night, *so I'm not a fan of adding "waking him up and making him cranky" to my list of crimes.*

She signed her name on her letter, and as she placed her quill down on her table, she heard a knock at her door. "It's open!", she called, and she turned to the door to see Rarity open it and enter her library.

"Good afternoon, Rarity," Twilight said, shooting her friend a smile. "I figured you'd be over to see me today. Give me a sec, I just need to stamp this letter."

"No need to Rush, darling," Rarity replied, returning the smile. "Letters to royalty need to look their best! Are you letting the Princess know about last night's ghastly ordeal? Personally, I didn't see much of a friendship lesson last night."

Twilight giggled. "Well, me and the Princess talk about other things, you know." she said, using her horn to stamp the seal onto her letter, and roll it up. "But yes, this is about last night." Leaving the letter on the desk, she turned to her friend. "I imagine that's what you came to talk to me about?" she asked, already knowing the answer.

Rarity nodded. "Yes, it is." She broke her eye contact with Twilight, before forcing herself to resume it. "I just wanted to apologise about last night, I lost my cool, as t'were. You know how important I find my beauty sleep."

"You don't have to apologise, Rarity," Twilight said with a smile. "We were all a bit heated last night, it was a strange set of circumstances for sure."

"You're certainly right there, my dear! I'm honestly surprised that blast didn't wake anypony else up!" Rarity paused, thinking of how best to word her next statement, but Twilight had already predicted it.

"And don't worry, I'm done messing around with the Boomdust." Twilight said. "You were right, it's too dangerous to be playing with it here. I'm not exactly well equipped for accidents, as you found out last night." She paused, mirroring Rarity's desire for the correct wording of her next sentence. "Having said that...I would appreciate it if you could show me where you found it." She saw Rarity's mouth open in disagreement, but continued on quickly. "Wait, just hear me out a sec', Rarity. I promise you that I won't take one pinch more of the Boomdust from that

cavern, but this is a brand new scientific discovery! The letter I was writing, I was asking Celestia if she thought it was worth getting some of the professors from the university down here to check this stuff out, and they can't exactly check it out if they don't know where it is."

Rarity's mouth had closed, and she motioned for Twilight to continue.

"Canterlot University professors are complete professionals," Twilight continued, "They'll take some samples, take them back to the University, and test it in their labs. Much safer than doing it at this library. And if they have any ideas for how they can use it in a constructive sense, they'll come right back and get some more."

There was a pause before Rarity replied. "Well, I'll admit, that sounds far more sensible. The way you were going on last night, I thought your plans were to get every gram of that infernal dust from that cave into this library! I didn't want to see my beloved Ponyville become a smoking crater!"

Twilight chuckled, knowing she'd got Rarity to see her side. "Well, there's no worries there, Rarity." she said. "Will you take me there then?"

Rarity nodded. "I will, Twilight. If Princess Celestia wants it investigated, then I'll do everything in my power to help her."

Twilight grinned. "That's fantastic, Rarity! Thank you for understanding. I'll get Spike to send the letter as soon as he wakes up." She glanced quickly at her clock, seeing that it was already one in the afternoon. *It's that late?* she thought, revising her afternoon plans.

"Actually," she said, looking back to Rarity, "I'll get Fluttershy to tell him. She was coming over to check up on him anyway, and I've got an errand to run."

"An errand?" Rarity questioned, watching her friend trot back over to her desk. "What manner of errand would that be?"

"Well," Twilight replied, rummaging through her desk drawers, "I still have a tiny bit of the Boomdust left, I was gonna go take it to Zecora and see what she makes of it. I know it's not exactly her area, but she's quite knowledgeable about lots of things, so I figured it would be worth a trip." She had found the pouch with the remaining Boomdust at the back of the bottom drawer, and used her magic to lift it onto her desk. "Plus, since you brought me this stuff, I've barely been out of this library. I could probably use the walk, get a bit of fresh air."

She turned back to her unicorn friend, and saw her eyebrow was raised. "Oh, don't worry, Rarity, I'm not gonna do anything with it. I just wanted to get Zecora's opinion on it. And I haven't seen her in quite a while, I wouldn't mind a bit of a catch up. And getting my hooves on some more of that fabulous tea she has."

Rarity's eyebrow had dropped, and she smiled at Twilight. "If you say so, darling." she said, turning for the door. "I doubt you could do much damage with such a small amount of the stuff anyway. Be sure to give Zecora my best when you see her!" She stopped, steps away from the door. Turning back to Twilight, she said, "And do be careful. We've been in the Everfree Forest enough times but it's still a very dangerous place."

Twilight smiled. "Don't worry, I'll be alright. I know that place like the back of hoof, now."

"I don't doubt it, my dear. Well, I'd best be going, Boutiques don't run themsel..."

Rarity was interrupted by a frenzied knocking at the door, followed by a pink blur crashing into the house. "Pinchy knee knee pinchy pinchy knee knee pinchy!" the blur shouted, darting left and right around Twilight's library. "Something REALLY SCARY is coming! Ghosties!

Zombies! Ice-cream monsters! Blood-thirsty bunnies! Vampires! A really, really, REALLY big storm!"

"Pinkie Pie! Calm down, what's going on!" Twilight said, trying to stop Pinkie Pie's rampage of words.

Pinkie Pie stopped, bouncing on the spot in front of Twilight. "My Pinkie Sense!" she said, motioning her head towards her knees. "My front knees are pinchy! Both of them! One pinchy knee means something scary is going to happen but I've never had them BOTH be pinchy before! Something really, REALLY scary is going to happen!"

Twilight sighed. While she had never been able to fully disprove Pinkie's random predictions, she was still skeptical of them. "Pinkie," she said, placing her hooves on the pink pony's shoulder, in attempt to stop her incessant bouncing. "Are you sure you aren't just a bit late with your prediction? I mean, I think last night was probably scary enough for two pinchy knees."

Pinkie Pie stopped bouncing, her fearful look replaced by a quizzical one. "Hmm, I never thought of that. But how come I didn't get knee-pinchy last night?"

Twilight shrugged. "Nopony is perfect, Pinkie. Your Pinkie Sense had to get one wrong at some point. Plus, it's been quite a while since you've felt anything like this at all. Maybe you're losing your touch."

"No no no no!" Pinkie said, stamping her hoof with each no. "Everypony knows it works! Something big big big big BIG is coming!"

There was a short silence before Rarity cleared her throat, still inches from the door. "Well, erm, I'll just be heading off now. I'll see you girls later, make sure you say hello to Zecora for me, Twilight!"

Twilight pulled her gaze from Pinkie's pleading eyes, and turned to Rarity. "Sure thing, I'll see you later!"

Rarity exited, leaving Twilight alone in the library with Pinkie Pie, whose bouncing had resumed. "You're going to see Zecora?" she said, the fear back in her blue eyes. "In the EVERFREE FOREST? The place with all the scary monsters? That's what my Pinkie Sense must've...er...sensed! You can't go in there, Twi', something BAD will happen! Like, worse than Applejack's cupcakes bad!"

Twilight turned back to Pinkie Pie. "Oh, come now, Pinkie," she said, a smile on her face. "We've been in the Everfree forest so many times, it's hardly scary anymore!" She saw that Pinkie's bouncing had not stopped. "Look, if you're worried, you could always come with me. I could use the company, and, well, if anything scary does happen, I'm sure you could sing a song and make it go away in that...Pinkie Pie way that you do."

Pinkie Pie stopped her hopping, her eyes and smile wide at the oppurtunity to think up a new song, something that she hadn't done in a while. "Okie-dokie-lokie!" she said, bouncing towards the door. "Just give me a sec, I still haven't eaten anything today, and warning the entire town of impending doom is HUNGRY work!" She pranced out of the door, leaving Twilight alone in her library. *She told the whole town?* she thought, shaking her head. *That's the last thing this town needs after a full moon.* She sat back at her desk, waiting for Fluttershy's arrival.

* * *

Nightmare Moon's guards had returned with the pails of water, with the mane of the larger stallion's mane still dripping from the water he had sued to clean his blood-stained visage. Nightmare had barely registered the guard's arrival, as she was once again admiring the panic she had brought to the city, watching with joy as her new-found pegasus army struck down all of the foalish ponies trying to make their escapes. She had thought controlling a whole platoon of pegasi would be a trying experience, but it was much easier than she had expected. *It's as easy as just thinking it,* she thought, smiling, *and if there's one thing I've become very skilled at over the last three years, it's thinking.*

The sound of the pails being dropped on Celestia's marble floor reminded her of her next task. *Good work, guards.* she thought, not turning from the window. *Now, pour one of those pails over my sister, we still have some talking to do.*

She heard movement behind her, followed by a splash, and the spluttering and coughing of her the now awake Celestia. *Now leave us, guards.* she thought, *and take that other guard's body while your at it.*

Her eyes still fixed on the scene on the streets of Canterlot, Nightmare barely heard the grunting of the guards as they lifted the lifeless stallion, or the closing of the door as they left, but soon she became aware of the silence in the room, broken only by the heaving panting of her sister on the floor.

She turned, looking at the defeated Princess. The water had matted her hair over her face, but Nightmare could still see her sister's eyes, still filled with fear. "Rise and shine, sister." she said, an evil smile forming on her face. "We still have lots to talk about."

"What...did you do...to my guards?" Celestia said, weakly.

"I made them *my* guards." Nightmare responded, taking slow steps toward her sister. "Just as I did your armies and your citizens. As I said, I'm taking what's rightfully mine."

"But...how?"

Still smiling, Nightmare entered her sister's thoughts. *Like this, dear sister. I am part of all of them now.* Nightmare had thought that Celestia's eyes could not hold any more fear, but once she realised what had happened, she was proved wrong.

"Mind control?" she said, her eyes doing nothing to hide her horror. "How...how did you learn such a despicable spell?"

"I learned the spell two years ago, Cel', but it was your power that made it into what it is. I have complete control over your armies and this city and I barely broke a sweat!"

"Luna...Luna, why are you doing this? Why are you..."

Nightmare Moon's smile was instantly replaced with a scowl, and her eyes and horn flared. "My name is *NIGHTMARE!"* she yelled, shooting a bolt of energy into her sister's stomach, throwing Celestia across the room. Celestia barely had the energy to scream in pain as she collided with her chamber wall. Nightmare spread her wings and glided over to where her sister now lay, hovering inches over her face.

"And how can you ask *why?*" she said, her venom-laced voice having turned into a hiss into her sister's ear. "A thousand years trapped in the moon and three years in your fake prison,

and you have the audacity to ask *why?* Well, let's just say that with you in charge, *I was never going to be free.* I was always going to be a prisoner in one way or another, sister, and I didn't like that thought one bit. But now I *am* free. And I'm hungry for revenge, dear sister."

She turned from her sister, heading back to the grand window, before something made her stop. She could hear her sister's heavy breathing, but there was the unmistakeable sound of laughter in between. Turning back, she looked on in disbelief as her sister made painful cuckles to herself.

"You...you really think that's what happened?" Celestia said, still chuckling between her words. "You think...I had you in that room...I had guards on you around the clock...because I wanted to trap you? To make sure you didn't try anything evil again?" She stopped chuckling, and fixed her sister with as stony a glare as she could muster. "That wasn't it. Those guards were for your *protection.* The ponies of Canterlot were...displeased that I had decided to trust you. Some of them wanted to tear you limb from limb! Do you know how many ponies are rotting in our dungeons right now because they tried to infiltrate this palace with the sole intent of *killing* you? I couldn't let that happen. I was going to have the guards stop shadowing you once these ponies had learned to trust you, like I did. This wasn't your *prison*, sister. This was your *sanctuary.*"

Celestia saw her sister's eyes widen in shock for a split second, before her anger returned. "You're *lying.*" Nightmare hissed.

"I have no reason to lie, sister." Celestia replied, a pained look on her face. "But you have access to my thoughts, yes? So you tell me. Am I lying?"

Nightmare had already entered Celestia's mind to confirm this, but she still could not believe it. *Is that why it was so easy to get information from her?* she thought, *Because she genuinely did trust me? No, that can't be it. The ponies of the town were such a problem that I wasn't even allowed freedom within the castle? I don't believe that for a second.*

She tried to regain her composure, and glared evilly at her sister. "Well, you should've listened to your subjects, Celestia," she hissed, turning to the window. "Clearly they shouldn't have had such a foalish leader." She looked on, drinking in the sounds and sights of the panic and confusion in the city, her horn sparking. "I mean, see for yourself! Look at all the ponies in the streets, screaming and shouting because of your mistake!"

Celestia's vision suddenly went white, before she saw the view of the streets from her window. She watched in terror as she saw her citizens running for their lives, saw the bodies of pegasi littering the streets. "What are you doing?" she asked, her voice cracking in fear.

Nightmare laughed. "It's a new trick of mine," she said, turning back to her sister. "Telepathic links can be used for *so* many things, Celestia. Right now, I'm sending everything I can see to you. I'm broadcasting what I see directly into your mind." She spread her wings again, and hovered over to her sister. "See, now, you should be able to see yourself, or at least, what you've become."

Nightmare was right, all that Celestia could now see was her own image, and she gasped in horror. Her white coat was now a shade of gray, her once rainbow-coloured hair almost jet black. She could see the bruises and blood on her body from her sister's blows, and see her once royal horn, now half its normal size.

"There's a reason you're not dead right now, Celestia." Luna said, her face twisted into

an evil smile. “It’s because I want you to *watch.* My first task as Queen? I’m marching on Ponyville, and I’m going to raze it. And I’m going to put the Elements of Harmony through tremendous fear and pain, and them I’m going to kill them. And you’re going to *watch.*” She cackled, her laughter bouncing from the walls of the room. “Just think about it, sister. I’ll find your little protege, Twilight Sparkle. I’ll send my soldiers to collect her. She will be placed at my hooves. I’ll drain her magic, just like I’ve done to you. I’ll make her feel pain like nopony has ever felt. And then I’ll kill her. And you’ll experience *every second* of her pain-filled final hours.”

“You...you can’t do this...” Celestia groaned, her strength leaving her quickly.

“Oh, but I can do it, sister. You might not have been awake for my little speech, but I’m sure a quick summary will suffice.” Nightmare Moon landed, her face centimeters away from her firghtened sister’s. “Anypony who crosses me, anypony who has ever crossed me, anypony who even has the slightest thought of crossing me...” She paused, lifting her hoof over her sister’s head. “They will *die* by my hooves.”

She brought her hoof down onto her sister’s face, and Celestia’s vision was consumed by darkness once more.

* * *

Just as Twilight Sparkle had predicted, her and Pinkie Pie’s trip through the Everfree forest was completely uneventful. Twilight had visited Zecora numerous times, and had already found the fastest and safest route there, not even passing through some of the denser parts of the forest. Despite this, Pinkie Pie was still wary, and her eyes darted from tree to tree, looking for danger.

“Watch out! There could be a MONSTER behind that tree! Or two monsters! Or three monsters and their family! OF MONSTERS. Or they could be behind that tree! Or that one! Twilight, be careful, they could be living in THAT HUT!”

“Pinkie, that’s Zecora’s hut.” Twilight said, trying to calm her friend.

“Oh yeah!” Pinkie replied, pleased that the trip had gone without anything even remotely scary happening. Her face instantly fell into a frown. “Does that mean my Pinkie Sense was wrong? But it’s always right!”

“Surely you didn’t *want* anything scary to happen to us, Pinkie? Just be thankful of that!” Twilight replied, shooting her friend a smile.

“Well, duhhhh.” Pinkie said, her smile having returned. “Being scared is like, the WORST feeling ever. I’m just sad that my Pinkie Sense can’t prepare me for it anymore.”

Twilight laughed. “I’m not worried, you always seem to be prepared for the worst, Pinkie. I’m still confused as to how you got your hands on that zeppelin.”

Pinkie Pie sighed. “I *told* you already,” she said, “the bunny from my dreams taught me how to craft one! It’s really not too hard once you have enough bananas.”

“Ah, of course,” Twilight said, in mock revelation. “How could I have forgotten?”

The two ponies walked up to the door of Zecora’s hut, but the sounds from inside made them stop. They could hear the fast movement of hooves on the wooden floor, as well as the

sounds of things falling from shelves. Glancing through one of the hut windows, she could see that Zecora herself was the cause of the commotion, as she was running around her hut, a panicked look on her face.

Twilight knocked on the hut door. “Zecora?” she called, “Are you okay?”

The hut door opened, revealing a worried-looking, panting zebra in the hut. “Twilight Sparkle, this is not a good time.” Zecora said, the worry in her eyes making Twilight feel uncomfortable. “The three bells have already begun their chime.” she continued, in her trademark rhyming speech, before running back into her hut.

Twilight and Pinkie took a few cautious step into the hut, to see Zecora clearing her shelves, throwing everything into a leather satchel around her body. *Is she going somewhere?* thought Twilight, watching the zebra’s frenzied movements. “Zecora, what’s going on?” she asked, “And does three bells mean?”

“Three bells is what you ponies call three ‘o clock,” Zecora replied, her hind still facing the young ponies as she continued her packing. “The lateness of the day has caused me quite a shock.”

“Are you...late for something?” Twilight asked, hoping she could figure out the origin of Zecora’s panic without having the work her way through a collection of cryptic rhymes.

“No, not late, just running out of day. I’m returning to my homeland, and darkness will obscure my way.”

“You’re going back to visit your zebra buddies?” Pinkie Pie chimed in.

“It’s not a visit, I’m running away. My homeland is the only place I can stay.”

“You’re running away? From what?” Twilight pressed, now worried for her friend.

“My visions have warned me of a terrible event, some no creature could ever prevent. A great evil has risen in a not far off place, it is on its way here, so I am leaving with haste.” She stopped and glanced around her room, making sure she had all the essentials for her long trip. “Ponyville is in great danger, not beasts nor monsters, but something stranger. I’m getting far away as fast as I can, and I hope for your sake, you mirror my plan.”

“Wait, visions?” Twilight said, shaking her head. “You believe in that stuff? Prophecies and predictions and things like that?”

“Before today, I would have said no, but my previous night has been filled with woe.” Looking around the now almost bare hut, she headed for her door. “If you wish to know more, than walk with me, the day is short, and I must flee.” Twilight jumped in front of the door, blocking her path.

“Now hang on just a minute!” she yelled, looking the zebra in the eyes. “You can’t just tell us Ponyville is in grave danger and then just leave us! Tell us what’s going on, and we can help you!”

Zecora glared at the violet pony blocking her way. “I do not know how, I do not know why.” she said, “But this night, everyone in Ponyville will die. There is nothing I can do to stop this, even if I stay, so please, Twilight Sparkle, move out of my way.”

Twilight wanted to argue, but the frenzy in Zecora’s eyes and the panic in her voice convinced her that zebra could not be talked out of her decision to leave. She sighed, and moved away from the door, Zecora moving as soon as she saw her way was clear. As she passed the unicorn and headed out of her door, she said, “I am sorry to leave you in this

manner, my friend. But all who stay here will meet their end." She exited her hut, leaving Twilight and Pinkie alone, in a stunned silence.

* * *

Nightmare Moon had been watching the streets of Canterlot from her window, but they were now nearly empty. All of the ponies had fled to their houses, with only a few still on the streets, mostly earth ponies who were trying to clear the bodies of pegasi from the floors.

Nightmare moved from the window, back into the center of the room. Her horn sparking, she sent out a message to her new army. *All members of the Royal Guard, I want you in the Palace Courtyard in thirty minutes,* she commanded through her telepathic links. *You have a task to do, and I'd rather tell you about it in person.* Her horn stopped glowing, and she exhaled in pleasure. Her plan was almost complete, but there was still one thing missing. While the acquisition of her own personal army was quite a boon, she knew that she would need someone more lucid at her side to help her for her attack on Ponyville, as well as everything that came after. *Celestia had her assistant in the form of Twilight Sparkle,* she thought, *so it's only fair that I get a Twilight Sparkle of my own.* She knew she had the entirety of Canterlot to choose from, but it was an important choice to be made. Taking some deep breaths, her horn brightening once again, she retired into her own mind.

Nightmare Moon's world was soon filled with colour and noise. She could feel the presence of everypony she had linked with, everypony in all of Canterlot, all bouncing from the sides of her brain. *More links than I had thought,* ***she thought, her head hurting from the noise.*** *Let's tidy this up a bit. How about...a library?*

Suddenly, the noise and the colours stopped, and Nightmare Moon found herself in a library. Within her own mind, she had turned the links between her and her subjects into a massive library, large oak bookshelves covering each wall, with each book inside them detailing the thoughts, fears, skills, weaknesses and memories of all the ponies she had linked with. *Thousands of books means thousands of potential choices,* ***she thought.*** *Let's narrow this down a bit. Show me the unicorns.*

As soon as she had thought it, she saw the library mould and change, with most of the books disappearing from the shelves in puffs of smoke. The thousands of books in the library had reduced to hundreds, still too many to pick from. *Okay then, how about...the fifty unicorns with the most magical energy?*

The library shifted again, almost disappearing entirely. Nightmare found herself looking at a single bookcase, the rest of the walls now bear, and saw that there were exactly fifty books inside it. *I could just have a quick look in all fifty of these,* ***she thought,*** *but let's see if I can narrow this down even further. From these fifty, who has met the pony known as Twilight Sparkle in person?*

The bookcase and books disappeared, replaced instantly with a desk, a pile of five or six books on top of it. *That's more like it. One of these six will be at my side, and it'll be far*

easier to control them if they know their target. ***She approached the desk, reaching for the top book, but stopped, a new thought entering her head.*** *Saying that, it will be even easier if they hate their target as much as me. It's worth a try. From these six, show me the ponies that harbour ill thoughts of Twilight Sparkle.*

In another puff of smoke, all of the books on the table had disappeared, except for one. Nightmare smiled, and used her magic to open the book. She was exceptionally pleased at what she read. *Very good magical potential, but it's not been reached quite yet. The owner of a travelling magic show, touring around Equestria. Hasn't been to Ponyville in three years, after Twilight Sparkle showed her up in a fight with an Ursa Minor. Otherwise, she has a very good reputation as a magician everywhere else, but longs for more power after her loss in Ponyville. Hmm. Yes, I think I can work with that.*

Using her horn to shut the book, she checked the cover for the name of her new assistant. *Trixie.*

* * *

Trixie sat on the floor of her wagon, her head pounding with pain. After hearing the shouts of the townspeople die down, she had planned to go outside and see what had happened, but, forgetting that her magic was gone, had collided head first with the door she had tried to magic open. *Oh dear,* she thought, trying to think positive thoughts, knowing that the new Queen could sense any negative thoughts towards her, wanting to avoid a painful death. *I suppose I'd better learn to open doors the regular way.*

She got to her hooves and looked at her door, before realising that she had no clue what the regular way to open a door was. She had never attempted to do it without magic before, and now looked quizzically at her obstacle. *I suppose...I use my hooves?* she thought, in despair. *Ugh, how do those earth ponies even live without magic to help them?* Eventually, she worked out how to manipulate the handle and catch of her door, and exited her wagon, entering the deathly silent streets of Canterlot.

The first thing she noticed was that it had started raining. With all of the Royal Guard Pegasi concentrating on securing the sky, and all the others either dead or locked in their houses, nopony was concentrating on the weather. Only during the great Wing Rot epidemic of twenty years previous had rain ever touched the streets of Canterlot, so the sight of rain was a rare one. Trixie looked up to see the dark clouds high in the sky, clouds which blanketed the entirety of the city. *If any pegasus wants to escape now, they'd never see those guards coming with all those clouds,* she thought, her eyes moving down from the skies to the streets, and gasped at the sight she saw.

She knew that some pegasi had tried to make their escape - she'd even dodged a few falling from the sky as she fled to her wagon - but this was the first time she'd seen the result of that. From where she was standing, she could see four pegasi on the ground, all deathly still. It was the first time Trixie had seen a dead body, and she didn't know what to do with the feeling.

Trixie walked slowly over to the nearest, a yellow, female pegasus. If she hadn't known

the circumstances, she would've thought the unmoving pegasus was simply sleeping. There was no blood, in fact, there was no real visible signs that she was hurt at all, but something inside Trixie told her that the young pegasus was long dead. She looked up again, seeing the Royal Guard Pegasi move slowly around the sky. *If only I had wings,* she thought. *I could show these guards a thing or two. They could never stand up to the power of The Great and Powerful Trixie!* She stopped in horror, remembering the constant overwatch of her new Queen. *Oh, er, beg pardon, Queen Nightmare.* she thought, hoping her apology would suffice. *Force of habit, you know, part of the job to talk about how great I am, it won't happen again.*

That's quite alright, Trixie. Trixie had hoped the Queen had heard her apology, but she was shocked that she was receiving such a personal response. *Don't worry,* the voice in her head continued, *at the moment, you're the last person I want to punish. Would you mind heading to the Royal Chambers? I have a...proposition for you.* Before Trixie could respond, she felt the familiar pull that came with a teleport spell, and in seconds, the streets of Canterlot were empty again.

* * *

The cloud on which Soarin' and Spitfire were sat on had finally reached its destination, as it brushed the Spire of the Royal Palace. The journey had gone in silence - partly because they didn't want to alert the Royal Guard to their presence, but Spitfire knew that even if they had the freedom to talk, the silence would've continued, because there was nothing to say. The cloud they were on had given them court-side seats to the still streets of Canterlot, and the bodies of the pegasi littering the streets weren't exactly a conversation starter.

Soarin' finally broke the hour long silence. "Ok, that's close enough. Royal Chambers are on the opposite side to us, so we're gonna have to fly there. Try and keep near the clouds, and don't move too fast - the last thing we need is a trail of thunderclouds marking out position."

"Roger that," Spitfire said, spreading her wings and carefully hovering from the cloud, Soarin' close behind. The clouds around the palace gave them more than adequate cover from the Royal Guard, but there were some parts of their slow orbit of the Palace where anypony could've looked up and seen them, clear as day. Luckily, even though the streets were now clear, the pegasi seemed to have their eyes locked firmly on the ground, allowing the two members of the Wonderbolts to reach their destination unseen.

Sticking close to the walls, they followed the perimeter of the Palace, before reaching the grand window of Celestia's chambers. Soarin' stuck out a hoof to stop Spitfire's approach. "Only one of us needs to look, Spitfire." he said, in a hushed whisper. "You stay here, I'll go have a look in the window."

"Yeah, no dice, buddy." Spitfire wispered back, grinning, "You aren't stealing all the glory here. If there really is someone holding the Princess hostage, I'm pretty sure it'll take two of us to bring him down."

Soarin' grinned back at his colleague. "Fair enough. You get on this side, I'll fly under the window and take the other. And Spitfire," he said, his face turning serious, "no heroics, 'kay? If

things go sour, fly up, try and go over the pegasi line."

Spitfire nodded. "Same goes for you, I hope?"

"Let's see how things go." He had already gone before Spitfire could reply.

* * *

After a lengthy sleep, Spike had finally woken up. And he was very confused. All he remembered of the night before was a white flash, the next thing he knew, he'd woken up in his bed. Sitting up, he stretched and yawned, before his eye caught the clock on the wall opposite him.

"THREE O' CLOCK????" he yelled, leaping out his bed. "Aw, I slept in *again!* Twilight's gonna be mad, especially with all that work on that weird dust she was doing...."

Spike stopped, memories of the night before coming back to him in lumps. *I lit that huge pile, and then...it exploded! Does that mean...*

He quickly checked himself, confirming that his arms, legs and, to his great relief, his tail, were all still intact. He breathed a sigh of relief, before seeing a butter-yellow pegasus hovering up the stairs.

"Oh, hey Fluttershy, good morning!" he said, smiling. "Well, uh, I mean, good afternoon."

"Hello there Spike," Fluttershy said, landing next to the baby dragon. "You're looking at lot better!"

"Er...yeah, I suppose, but I don't remember feeling bad at all, really. What happened last night?"

Fluttershy frowned and closed her eyes. "I don't remember much about it either, Spike." she said. "All I remember is you lighting that pile, the next thing I remember is everypony panicking because they couldn't find you. We were all so worried. But you seem to be alright, not even a scratch on you!" She opened her eyes, asking the question she'd wanted to since last night. "Tell me, Spike," Fluttershy asked, "Are dragon scales really strong? You took quite an awful trip, but you seem perfectly fine."

"Oh yeah, they're really strong. I mean, well, they get stronger as a dragon grows, but even mine are pretty tough."

"That's so interesting..." Fluttershy said, her passion for creature-based knowledge temporarily overcoming her worry for Spike.

"So, uh...what actually happened to me?" Spike asked, raising an eyebrow. "I mean, I'm fine, but it'd be still nice to know."

Fluttershy's priorities re-arranged themselves, and she trotted over to the baby dragon, hugging him gently. "Oh, Spike, I'm glad your okay. I was so worried! Let me pop downstairs and get you some tea, you slept for so long, this will perk you right up."

"Uh, thanks Fluttershy, but I don't actually like..."

Fluttershy had already gone down the stairs, leaving Spike mid-sentence at the top of the stairs. He scratched his head, still trying to remember what exactly happened, but came up with nothing. *Oh well,* he thought, trying to get his mind to the day ahead. *I feel perfectly fine, so*

I suppose I'd better get back to work. Twilight would've left me a note if there was anything important to do...

Following Fluttershy down the stairs to the bottom floor, he quickly scanned the bookcases and desks for a note, and eventually found one, next to an already sealed and rolled letter. *Spike,* it read. *If you're feeling up to it, would you send this letter to Princess Celestia? Don't strain yourself, though, if you still need to recover from last night, I totally understand. See you soon, Twilight.*

Spike was now getting slightly irritated at all of the unnecessary worry. *Yeesh,* he thought, *does everyone think a puny little explosion like that could take out a dragon? Even a baby dragon? These scales aren't just nice-looking, y'know, they're also FIRE PROOF.* He grabbed the letter from the table, and blew a lick of flame at it, sending it on its way to Princess Celestia.

* * *

Trixie was suddenly standing in unfamiliar territory, and the odd feeling one gets from being teleported against there will did nothing to make her feel any better. Blinking a few times, she glanced around the room she was now in, instantly realising that this was a room for royal stock. The glorious white walls, velvet drapes and fine oak bookcases all told Trixie that. *The Royal Chambers!* she thought. *Well, it's about time that I got invited up here. A unicorn of my power deserves it!*

"You're quite right, Trixie."

Trixie looked towards the grand window, from where the voice came from. She saw a tall, black pony standing there, and was shocked to see that she owned both a pair of wings, and a magical horn.

"Queen Nightmare Moon, I assume?" Trixie asked, trying to keep a relaxed demeanour. "I forgot, you can read my mind, can't you? That's a nice trick, I had something like that in my show. Mind reading was all the rage a few years ago. Although I must say, I don't much appreciate being teleported here without warning."

Nightmare didn't turn, but added a slight hint of anger to her voice. "I forgave your earlier slip of the tongue, but my mercy does have its limits. Also, it's proper manners to curtsy in the presence of royalty."

Trixie was torn between submission and seeing how far she could push the new Queen, eventually settling for the former. She did a quick curtsy, knowing that Nightmare would sense it, even without turning around.

"Hahaha, excellent." Nightmare Moon said, finally turning to her guest. "Even with the threat of death, even standing right there in my presence, you were still thinking of defying me. I've made a good choice here." Trixie finally saw the front of the omnipotent mare - if she hadn't curtsied before, she would've curtsied now, Nightmare Moon looked far more intimidating from the front than she did from the back.

"Well, er, with all due respect...my Queen, I'm not exactly used to taking orders from

anypony. It's something I imagine I'll have to adjust to."

Nightmare Moon eyed the blue unicorn, and smiled. "Oh, there will be no need for that. If I wanted you to fall in place with all of the other ponies, I'd be controlling your mind rather than just reading it. There is a greater purpose for you here."

Trixie returned the smile. "Well, ma'am, if you don't mind me saying...it's been a long time coming for me."

"Indeed it has, Trixie, indeed it has." Nightmare walked towards her potential student, knowing that playing to her ego would be an easy way to get her on side. "So, let's talk about why you're here," she continued, the smile not leaving her face. "I'm sure you're smart enough to figure all of this out on your own, but I've yet to formally introduce myself. I am Nightmare Moon, also known as the Mare in the Moon. Three years ago I broke out of my prison within the moon to try and bathe the world in everlasting night, but I was defeated by six fillies hailing from Ponyville, who bore the Elements of Harmony. You will recognize at least one of their names - Twilight Sparkle."

Trixie's eyes narrowed at the sound of her name. "Yes, I know of who you speak." she hissed. "She made a foal of me when my show was in Ponyville, and the blasted ponies there have never taken me seriously ever since. But you say..." Trixie's eyes widened. "She bears one of the Elements of Harmony? Well, no *wonder* she out-casted me, she had an unfair advantage!"

"That was my sentiment exactly." Nightmare replied. "Without the Element of Magic, I'm sure that your skills far outrank that of Twilight Sparkle's."

"Trust those back-country ponies not to fight fair!" said Trixie angrily. Nightmare Moon laughed, pleased that it was so easy to incite Trixie's anger.

"This is one of the reasons I have chosen you for what I have planned, Trixie." Nightmare said, placing a hoof on Trixie's shoulder. "You have some of the most powerful magical abilities in the land, you still have a loyal fanbase, even in these times of trouble, but most importantly...you *hate* Twilight Sparkle. This is one thing we have in common." She looked into Trixie's eyes, seeing the hatred within them. "There is one thing I need to know, though. Given the chance, would you *kill* her? If I gave you a taste of my powers, would you kill her where she stood?"

Trixie smiled. "Do I think she deserves to die for what she did to me? Probably not. Would I kill her to prove my superiority as the most powerful unicorn in Equestria? Definitely."

"Splendid." Nightmare Moon said, turning back to the window. "I have control of Celestia's armies, they're already forming up in the courtyard. We march on Ponyville once the sun sets...once the *last* sun sets. But before that..." she paused, letting the silence hang on the air. "If I'm going to give you some of my powers, Trixie, I need to know that you will be loyal to me. I encourage any thoughts, even criticisms, about my plans with my new world, and I am perfectly happy to let you speak your mind. That is an honor in itself. But before I can grant you this honor, you need to show me your loyalty." Nightmare's horn flashed, and Trixie suddenly felt like a great burden had been lifted off her shoulders. "Turn around, Trixie." she said, not bothering to turn herself.

Trixie did turn, and let off an audible gasp. In all of the excitement of being in the Royal Chambers and having this opportunity given to her from her new Queen, she hadn't even

realised that the former ruler of Equestria was also in the room. She looked at the fallen body of Princess Celestia, her radiance gone, her strength missing, but still living.

"I just gave you back your magical powers." Nightmare Moon said, and Trixie whipped back around to face her. "And now I want you to use them to kill your former leader."

* * *

Soarin' and Spitfire had been listening at the window ever since Trixie's arrival, and had heard every word that had been said. At this last statement, Soarin' could see his partner barely being able to control herself - at the mention of the murder of Celestia, she had clearly wanted to bust right into the Royal Chambers and try to stop it. She looked pleadingly over at Soarin', but he shook his head. *There's no way we can beat her, and you know it, Spitfire. Don't do anything stupid.* Spitfire couldn't read Soarin's thoughts, but she gleaned enough of his opinion from his stern look. Sighing, she focused her attention back on the events in the room.

* * *

"You want me to kill...Princess Celestia?" Trixie said, nearly choking on her words.

Nightmare Moon nodded. "I can think of no better way to show your loyalty. Her death would cement my leadership completely. I'm the only one left in our royal line."

"But...she's immortal isn't she? That's what all the stories say."

"Immortal just means she'll never die of old age, but if you chopped off her head she'd die
just like any other pony."

Trixie turned back to look at the pony she had been ordered to kill. *This is a point of no return,* she thought, for a second forgetting Nightmare Moon's unabridged access to her mind. *I kill her, there's no going back.* She smiled. *But think of the reaction, Trixie. When everypony finds out you killed Princess Celestia, why, they'll never doubt your powers again.*

Trixie faced Nightmare Moon. "Fine. How do you want it done?"

Nightmare Moon smiled. "Any way you desire. My personal favourite is a quick, simple bolt of energy to the head, but it's entirely up to you."

Trixie nodded, turned and walked over to the fallen Princess. Without even a second's hesistation, her horn glowed and a mighty crack echoed from the walls of the chambers, as Trixie fired her energy bolt.

The blue unicorn felt the energy she had shot pass quickly over her left shoulder after connecting with the Princess, and gasped, watching her bolt bounce and ricochet from the walls at a blazing speed, before hitting the gran window, shattering into glass shards of all sizes. Trixie look on, confused at what had happened. *Even in the sorry state of affairs the Princess is in...is she still powerful enough to just block my magic? Or did I miss?* Her thoughts were

interrupted by Nightmare Moon's laughter, and she turned to the dark pony, who was still standing in front of the now paneless window, shards of broken glass littering the ground around her.

"Hahahaha, out*standing!* You pushed away your doubts in seconds! You're a far better choice than I could ever have hoped for!" Nightmare Moon said, almost having to yell over the sound of the falling rain, now unimpeded by the broken window.

Trixie looked at her new mentor, confusion still on her face. "But...I failed! She's still alive!"

"I threw up a shield just before you struck," Nightmare said, seeing the confusion still on Trixie's face. "I'm keeping her alive, for now, but this test was never about whether you could kill her, it was about whether you *would* kill her. And you did it with barely a moment's hesitation."

Nightmare Moon turned back to the empty window, now exposing the viewing platform to the elements, and laughed. "Not only that, but you've inadvertently given me something else." she said, looking at the bottom of the window, and seeing a blue haired pegasus stallion hanging on the edge of the frame, trying to scramble his way into the room.

* * *

Spitfire put a hoof to her stomach, trying to ignore the pain coming from it. The outward breaking of the glass had caught both pegasi by surprise, the broken shards fired towards them at such a speed that not even a Wonderbolt could dodge it. Spitfire had been lucky - only one of the shards had hit her, catching her across her stomach, tearing her skin. It had been enough to draw blood, but the wound didn't seem to be too serious. Soarin', on the other hand, had not been so lucky. Lacking the lightning-quick reflexes of his smaller colleage, one of the larger shards had hit him right in the wing, piercing straight through it, while smaller ones had cut his legs and chest. Unable to fly, he had scrambled for the closest solid ground he could find, that of the Royal Chamber viewing platform, but gravity had caught him first - he had only been able to get his front hooves on the floor of the chamber, the rest of his body now dangling over the perilous drop to the streets of Canterlot.

Spitfire, like all pegasi, knew that a wound to the wing was not only exceptionally painful, but also very dangerous. Numerous major blood vessels ran through them, and she knew a shard of such size piercing Soarin's wing had to have severed one of them. *DAMN IT,* she thought, panicking. *He told me to run if things went bad, but he's dead for sure if I leave him here. Even if I did get him, I'd never outrun the Royal Guard if I had to carry him out. Ugh, what do I do?*

As if to answer her question, she heard the yell of her injured friend. "SPITFIRE!" Soarin' yelled, not bothering to hide the pain in his voice. "GET OUT OF HERE! YOU NEED TO GET TO PONYVILLE AND WARN THE PONIES THERE!"

Seeing that all attempts at subtlety had long since failed, she yelled back to Soarin'. "I can't just *leave* you here!"

"You HAVE to! You try and help me, and you'll be dead too. Nopony else knows

Nightmare's plans, you're the only one that can warn them! Now move it, the Royal Guard will be on your hind soon."

"But..."

"Stop worryin' about me and GET THE HAY OUT OF HERE!"

Spitfire knew that Soarin' was right, but that didn't make the decision any easier for her. She took one last look at her friend, before rocketing into the sky, as fast as she could.

* * *

Nightmare Moon walked to the empty window, looking at the pegasus that had been eavesdropping. "Well, well, well," she said, an evil grin on her face. "Barely an hour into my reign and we've already got some little rebels in the camp." She had just seen the thunder-cloud trail of Spitfire's escape as she reached the window. "And who's you friend? No, don't tell me, it doesn't matter. The Royal Guard will be on her in seconds."

The pegasus' eyes suddenly flashed with anger. "You lay one hoof on her, and I'll..."

"You'll do what? Bleed on me? I'm sorry, but this is a Royal Chamber, and it's already had more than enough blood spilled in it." She raised her hoof above the struggling pegasus. "Not exactly your proudest moment, I imagine," she said, flashing an smile at the pegasus. "But as they say, pride goes before a fall."

Nightmare Moon started bringing her hoof down, ready to give the intruder a grisly end, but stopped as an idea came to her.

"Actually.....maybe I can use you." Her horn flared, and Soarin' felt himself be carried into the chamber, and dropped on the floor. Nightmare's horn sparked again, as she sent an order to the Royal Guard to let the rogue pegasus escape.

"You're letting her *go?"* Trixie said, having also heard Nightmare's order. "We don't know how much she heard! She could be warning Ponyville of our attack!"

"And what if she does?" Nightmare replied, her eyes still on the injured pegasus. "Ponyville is completely defensless, and any slap-dash defense they could create will be no match for the power of Canterlot's armies. All her warning will do is put the foals of Ponyville into a panic, lower their morale. And that's exactly what I want to happen." She turned to her student, smiling. "One thing you will learn while working with me, Trixie, is that it's far better to be feared than respected. And..." Her horn flashed, as she searched the mind of the bleeding pegasus, looking for the escapee's name. "...Spitfire, is it? Spitfire's warning will put fear into the hearts of all of the ponies in that blasted town."

"But this could give them the chance to escape!" Trixie pressed, her eyes still filled with disbelief.

"Yes, but I don't think they will. They won't abandon their town, especially when they think the Elements of Harmony will save them. And even if they did, they have nowhere to run to! Manehatten is the closest city to Ponyville, not counting this one, and that's more than a week's journey on foot. We can hunt them down, if it comes to that."

Trixie sighed. "If you say so, my Queen." she said. "So, what are we going to do with this

one?" she continued, motioning to the injured pegasus.

Nightmare looked at Soarin', her grin not leaving her face. "Well, I've already called for a medic with my telepathy. She'll get him fixed up, and we'll use him in our fight."

"I'll...never...fight...for...you..." Soarin' gasped, the pain in his wing becoming more intense.

"Oh, I think you will, Soarin'. You might have been out of the range of my telepathy, but that doesn't mean I can't get you with it right now. But first, let's see if you're any good." Her horn flared, as she combed the pegasus' mind for information. "Aha, a Wonderbolt!" she said, excitement in her voice. "One the best casters, and now one of the best fliers! My power just grows and grows with each passing minute!"

A knock on the door signalled the arrival of the medic, and Nightmare used her horn to open the door and let her in. "Medic," she commanded, "Make sure this pegasus doesn't bleed to death, would you? And knock him out, while you're there, we wouldn't want him doing anything silly, would we?"

The white-coated medic nodded, trotting nonchalantly to the downed pegasus, before swiftly bringing a hoof down onto his head.

"Well," Trixie said, watching the medic go to work. "So much for First Do No Harm."

Nightmare laughed. "Haha, indeed! Right, it's time to get to work. We'll deal with the pegasus later, for now, let's go down to the courtya...."

Nightmare was interrupted by a flash of light from the center of the room, something she instantly recognized as dragon-fire. The fire was gone as quickly as it had arrived, leaving only a rolled up scroll in its place.

Nightmare smiled. *Only one pony's letters make it straight to the Royal Chambers - Twilight Sparkle's. That gives me an idea.*

"Trixie, grab a quill and some paper from the desk, will you? We need to reply to this letter with one of our own, posthaste."

Trixie nodded, opening the drawers of the nearest desk with her magic, and producing the materials Nightmare had asked for. "You know who that letter is from?"

Nightmare nodded. "Yes, it's from our mutual friend, Twilight Sparkle. She writes to the Princess quite frequently. Probably some drivel about friendship, that's what it usually is."

"You're not going to open it?"

"Why, of *course* not, Trixie!" Nightmare said, in mock shock. "That's a letter to *Celestia!* It's very rude to open another pony's mail, you know." Her faced turned back into an evil grin. "But that doesn't mean we can't be neighbourly and let Twilight know that my sister is...otherwise engaged. Now quickly, take this down, we don't want to leave our troops waiting for too long."

* * *

Twilight Sparkle and Pinkie Pie's return journey through the Everfree Forest had been

just as uneventful as the first, but Zecora's warnings were still fresh in their minds. Pinkie Pie, of course, had just taken this as evidence to back up her Pinkie Sense. "See, Twilight!" she said, her nervous bouncing having started again. "Even Zecora thinks something scary is going to happen, and she's WAY smarter than me! All I can do is make cakes, but she makes potions and brews and tea and soup and EVERYTHING! Something scary is coming, just like I said!"

Twilight had continued her stonewall attitude about prophecies and visions, but that didn't stop her thinking on Zecora's words. *There isn't much that could spook that zebra,* she thought, worriedly. *I don't even think I've seen her lose her cool at anything! Maybe there really is something coming...* She pushed the thought away. *No, there's no way. So Pinkie and Zecora both have the same prediction at similar times. Quite a big coincidence, but that's more likely than some unspeakable evil rolling into town. And hey, we've had our share of challenges, Ursa Minors, Hyrdas, Dragons, Parasprites, even Nightmare Moon! And we've always been able to handle it...eventually.*

"Twilight! Pinkie!"

The ponies turned to the call, seeing Apple Bloom running towards them. "Hey, Apple Bloom!" Twilight said, smiling at the young filly. "Where are you off to in such a hurry?"

"I aint goin' nowhere, Twi'." Apple Bloom replied, gasping for breath. "Applejack's bin looking for y'all, she told me to tell ya to go to your library as soon as I saw ya."

"Well, that's where I was headed anyway, Apple Bloom, but thank you for letting me know!"

"No problem, Twi'. I'd move y'all's hind, though, she seemed pretty scared lookin' from where I was stood. She told me to run straight back to Big Macintosh once I'd found y'all, and she wouldn't tell me what was goin' on! Is somethin' bad happenin'?"

Pinkie Pie opened her mouth to speak, but Twilight quickly covered her mouth with a hoof. "No, sweetie, I'm sure everything's fine," she said, trying to ignore Pinkie Pie's grunts of disapproval. "You'd best get back then, I wouldn't want AJ to get mad at you."

"Okay, Twi'. I'll see y'all later!" Apple Bloom said, turning and heading back to Sweet Apple Acres.

Twilight moved her hoof from Pinkie's mouth, her grunts of disapproval now turning into words. "...something BIG, like zombies or..." She stopped, realising that Apple Bloom had long since departed. "Oh, she's gone. But I needed to warn her about the SCARY!"

"Pinkie Pie," Twilight said, a note of disapproval in her voice. "It's bad enough you worrying the whole town with your predictions, but there's no need to worry all the fillies as well!"

Pinkie Pie shook her head. "But I'm not worrying anypony! I'm *warning* them! Warning them about the big scary evil frightening scary scary pants that's heading this way!" Her bouncing had started again.

"Well, how about you save the warnings until we *know* what we're warning everypony about?" Twilight replied. "Come on, AJ's waiting for us, we'd better go see what's up."

Pinkie Pie nodded, bouncing along with Twilight's canter, towards the library.

* * *

Reaching her library door, Twilight magicked it open, allowing her and Pinkie to enter. “Applejack?” Twilight called, before noticing that Applejack was already in front of her, as well as the rest of her friends. They all shared the same grim look, a look alone which already filled Twilight with worry.

“Girls? What’s wrong?” She glanced around, noticing that Spike was not in the room. “Oh Celestia,” she said, her voice breaking with worry. “Where’s Spike? He’s surely not slept for this long, is he hurt? Is that why you’re all here?”

“Spike’s fine, sugarcube,” Applejack said, her saddened features not changing at the statement. “He just had to go and lay down is all. He, uh, he got a reply from the letter you sent to Princess Celestia, but...well, it’s there on the desk. You should, er, maybe take a look.” Applejack’s stuttering speech and refusal to meet Twilight’s eyes did not help her worry. She magicked the letter from the desk and unrolled it, beginning to read.

Twilight already knew something was wrong the second she’d read the first line - she knew this wasn’t Celestia’s handwriting. Her eyes darted across the scroll, widening with fear at every sentence.

Dear Twilight Sparkle,

I’m afraid Princess Celestia is not available to answer your letter at the current time. I’m sure, if she could, she would offer her most heartfelt apologies, but, well...let’s just say that she’s taken ill. I wouldn’t worry about it, though, because I’m taking good care of her.

I’ve always wanted to write you a letter, Twilight Sparkle. We’ve barely seen each other since our last encounter three years ago, so I think we’ve got a bit of catching up to do. So, how have you been? Personally, I’ve been really busy. Not by choice, mind you. Princess Celestia’s hospitality demands that you do something to occupy yourself, to stop yourself losing your mind. Luckily, I managed to find something to fill the last three years, and that something involves you VERY heavily.

I’m sure you’re smart enough to figure out whose words you’re reading right now, and what implications that has for you. But, in case that you’re not, I suppose I’ll spell it out. Your Princess trapped me for a thousand years, and the minute I was free, you and your friends stole that freedom from me. Well, now I am free once again, dear Twilight, and I’m hungry for revenge.

I have control of Canterlot, and its armies. We march on Ponyville soon, and we are going to raze it to the ground. We are going to kill every pony, stallion, colt and filly. You and your friends will be brought to me, placed in front of my hooves, and I will kill you all, but not before you suffer tremendous pain at my hands. This is your punishment for crossing me, for the treasonous act you committed three years ago, and this time, not even your Elements of Harmony can stop me.

I’ll tell you the same thing I told your former ruler - take a good long look at your setting sun. It’ll be the last sun you see for a while.

See you very soon,

Queen Nightmare Moon