

Yellowstone: The Series

By: Anonsi(He cares nothing for consistent updates!)

Episode 3 Creepy Crawling

For ages, Equestria has existed separate from the rest of the world, protected by a magical barrier that prevented it from being seen, touched, or reached by humans and their machines. But five years ago, the ponies of Equestria landed on the shores of human lands claiming to be there to save the earth and humanity from pollution, hate, and greed. To do this, the top human scientists and pony magicians created a potion to turn humans into ponies in places called, Conversion Bureaus. Within two years of its release, more than half the total human populace on Earth has converted. The balance of the world has been forever altered, as the remaining human nations form new governments for those humans that remain.

An uneventful two days have passed at the Conversion Bureau where Twilight and her friends now live with the human task force, and all are able to rest easy knowing that the Lizard Man, a creature which would have begun hunting pony and human alike if left unchecked, has been slain. Though suffering from the worst of the wounds sustained, Megan is on the road to a full recovery thanks to both Fluttershy's medical treatment and Rarity's healing magic.

President Joseph McCullough however, has bore a troubled brow since his return to the White House. Every passing day he receives increasingly disturbing reports on the effects of Equestria's wayward magic from all over the world. So far the only pillar of support he has found is Princess Celestia, who has sworn to remain in human lands until the current crisis ends, and now resides within the walls of White House doing what she can to aid both her people and the humans in these dark days...

It was early morning when President Joseph went outside to water his rose garden. He enjoyed watering his plants this early in the morning, it gave him time to think about how he was going to fix the mountains of problems he always found himself faced with. Later today, he would be addressing what remained of the United Nations, in an effort to get some collaboration from the other countries with little more than theories and good old fashioned sweet talking. Of course, it helped that Celestia was going to back him up.

Celestia being involved went a great deal in assuaging his fears about the coming speech. What really concerned him was the unrest within his own country. Yesterday, he had

received a letter during dinner with the Princess that pleaded for his immediate assistance in a very troubling matter. Apparently, there was a gang war going on in the only city on the west coast with a predominantly pony populace, between the well known HLF, and a new group calling themselves PER.

“Good morning Joseph,” came a voice from behind him, “I didn’t expect to see you up so early.”

The president continued to water his roses, chuckling under his breath, “Well excuse me Princess, but I don’t tend to sleep well when what’s left of my country is on the brink of annihilation.”

Princess Celestia moved to smell the roses of the garden, a serene look crossing her face, “Now Joseph, I hardly think things have gotten that bad. My pupil and her friends have been doing rather well in handling this situation, as have your agents.”

Moving along the garden bed, the President replied, “It hasn’t even been a week since they started, Princess. The two victories our teams have had are two very small drops in a very large bucket.”

Celestia gave the old man a smile that could brighten any day, “Those are still two more drops in the victory bucket than in the failure bucket. That’s a hundred percent success rate so far. Sounds to me like we’re doing rather well for ourselves, wouldn’t you agree?”

Joseph returned her bright smile with a heavy sigh, “I can’t argue with that logic.” He could actually, but simply chose not to. He wasn’t in the mood to talk about the innocent lives being lost to the reemergence of magic, and instead chose to change the subject. “Anyway Princess, how’s the home front? Everything going well in Ponyland?”

Celestia always giggled when he said that, and this time was no different. Her soft and delicate laughter was exactly what Joseph needed to hear to complete the serenity of his morning. “Everything is fine,” she was able to get out between chortles, “my dear sister has outdone herself with keeping everything in order, and I truly couldn’t be more proud of her.”

Her joy was infectious, and Joseph found himself smiling as he finished watering his garden. “I’m glad to hear that, and I hope the day comes when things are under control enough for you to be with her again.”

“I have no doubt that day will be coming soon Joseph,” she spread her wings and prepared to take off, “Now if you’ll excuse me, I have to go fly off those apples from breakfast. A princess must keep her figure you know.” Flashing the President one last award winning smile she took off into the sky with the speed of a jet plane.

Yawning, the President made his way back towards the White House, deciding that he might get a second helping of pancakes before calling his Agents. "An old fart must keep his figure after all."

* * *

She was standing in a magnificent apple orchard. The sunlight streamed in through the leaves of the trees, and she could smell the sweet nectar of the apple blossoms on the cool breeze that blew in from the east. Suddenly, a large red stallion was standing in front of her, gazing deeply into her eyes.

"Oh Big Mac..." she said as she gazed right back into his calm and gentle eyes, *"I've been looking everywhere for you..."*

He leaned in close. *"Eeyup?"* he asked.

Her heart began pounding, and she could feel her insides grow warm. *"I need to tell you something Big Mac. Something dreadfully important."*

He leaned in closer, so close that he could have kissed her if he wanted to. *"Eeyup?"* he asked again.

"I want you Big Mac! I want you so bad it's driving me crazy!" She began to swoon, *"Take me now you magnificent stallion!"* she shouted. She didn't care if anypony heard her, she was in love!

The large red pony grabbed her and tipped her over, holding the now swooning mare in his front hooves. *"Rarity..."* he said.

"Oh Big Mac!"

"Rarity!"

"Kiss me you foal!" she cried out, puckering her lips in anticipation.

"Rarity i-it's time to wake up," he said in Fluttershy's demure voice.

Time seemed to stop as Rarity realized she was awake. She lifted her eye cover ever so slowly, lips still puckered. There standing next to her bed was her good friend Fluttershy, whose face was already red as a tomato. "How much did you hear?" asked the unicorn with growing concern in her voice.

The yellow pegasus lowered her head meekly and looked at her hooves, "Ummm...u-up until you said you wanted me to...t-to...umm...well that is, you wanted Big Mac to...well...umm...kiss you." Her cheeks somehow turned even more crimson and she showed no intention of looking away from the floor.

Rarity sighed. This wasn't the first time her bashful friend had walked in on one of her 'episodes.' Fortunately, the unicorn had never gotten to the more...intimate, portion of the dream; a fact that probably saved them both from dying of embarrassment.

Rolling out of bed, Rarity removed her assorted sleepwear with her magic. "I really must apologize, Fluttershy. I should really start using that alarm clock that came with this place." Moving to a large vanity mirror that she had picked up from market, she lifted a comb and other accessories that were pivotal in her morning routine towards her with her magic, and began brushing her mane.

"Oh...I-I don't mind," replied the pegasus, still staring at her hooves, "It's really not all that much trouble." Fluttershy raised her head ever so slightly, "And besides, you threw out your alarm clock."

Rarity stopped her grooming and tilted her head in confusion, "Why in Equestria would I do that? That doesn't sound like something I would do."

"You said it was tacky and clashed with the decor," whispered the yellow pony in response, her eyes now darting between her friend and her hooves as she spoke.

The unicorn ran Fluttershy's comment through her brain. She gave a shrug, "Okay that does sound like me. Oh well! I'll just get a new, less tacky, one when next I go out." Rarity gave a dainty laugh to her friend and resumed combing her mane. "So darling, what's on the agenda today?"

Fluttershy trotted next to the glamorous unicorn and smiled at her reflection in the mirror, "Oh, just the usual things. You know, like feeding the animals, singing to the birds, making sure all of those cute little critters have a soft comfy bed to sleep in. Oh! And helping the new-foals learn to fly of course."

Rarity looked at her friend in the mirror. "And?" she added, raising a perfectly groomed eyebrow.

"And?" whimpered the timid pony, now looking around frantically for an object that might jog her memory.

Rarity turned and faced Fluttershy with a hurt look. "Fluttershy! Our tea party!" she said with a slightly whiny tone, "With the human agents? Remember?"

“Oh my goodness!” replied the pegasus, her cheeks again turning red from embarrassment, “I’m so sorry! I can’t believe I forgot that!”

The unicorn rolled her eyes and smiled, giving her friend a light nuzzle on her cheek, “All is forgiven darling, just make sure you’re there at noon. It wouldn’t be as much fun without you after all.”

Fluttershy’s face beamed up at Rarity, who returned it with an equally bright smile. “I’ll make sure of it Rarity, don’t you worry.” She then trotted out of her friend’s room calling “See you later!” behind her.

Rarity turned back to the mirror as Fluttershy left, giving a content little sigh at her gorgeous reflection. “Simply fabulous,” she said as she blew a kiss at herself and giggled. “Oh Rarity...” she said in a deep voice, eyeing her reflection seductively, “Ah may just be a mere farmer pony with a flank like chiseled granite, and the face of a stallion super model, but could you ever bring yourself to love a simple pony like me?”

She batted her eyelashes and dramatically swooned onto her bed, “Oh Big Mac! If only you were a rich, stuck up, narcissistic, and extremely rude swine like Prince Blueblood! But alas! I must settle for you, a charming, handsome, intelligent, and very well to do stallion who would treat me with the respect and love I deserve! Oh woe is me!”

Moments later she burst into a giggle fit that lasted a good minute. She pulled herself together soon after and dressed herself with her personalized saddlebags. Before she left, she reached out with her magic to pick up a trashy novella entitled “*He said He Loved Me!*” from between her bed and the wall. Slipping it into her side pouch, she left her room and turned right, ready to start her day.

Megan, who was standing not far down the hallway and to the left of the door, rubbed her hand over her chin. “Sheesh...AJ’s brother certainly gets around.”

* * *

Twilight sat next to Hawk on one of the couches of the new communications room of the Bureau, reading away the afternoon. The unicorn had some reservations about the alterations the human and his friend had made to the room at first, but with all the various radios and scientific doodads, she had gotten over it.

The incoming message light on one of the various gizmos blinked to life and a beeping noise overrode the soft jazz music that had been playing. “Not even operational a whole day and we already got a call,” grunted Hawk as he got up from his end of the couch.

Twilight, who sat on the other end, lifted her head looking extremely concerned. "Please Hawk, this could be serious."

Hawk smiled at the unicorn, "Am I not serious enough for you? If you want I could act like Barnes and scowl all the time." After saying this he scrunched up his face in mock anger and pointed at it, "See? This is my serious face."

Twilight gave him an unimpressed look and rolled her eyes while Hawk chuckled to himself and activated the Comm-Screen. The human President appeared on it, standing in the oval office looking somewhat disheveled. Next to his desk was the ever glorious Princess Celestia resting on her haunches.

Hawk put his hands on his hips and smiled, "Damn Joe. TV makes you look fat."

President Joseph sighed heavily and rubbed his forehead with his hand. "You're lucky I can't suspend you Hawk."

"I know."

Twilight jumped off the couch and walked up next to Hawk and waved a hoof at the television screen. "Hello mister President, and good morning Princess!"

The Princess gave a tiny hoof wave back and a serene little smile. Joseph also gave the unicorn a friendly grin as he continued, "Hello Miss Twilight. Anyway, Hawk. A situation has come up in California that requires your team's immediate attention. As you've probably heard from recent news reports, the city of New Foalsome is having problems with..."

Hawk interrupted with a cough, "Sir, California is Six Tribes' territory. They have rangers that are supposed to handle this."

Joseph shot him a tired look, "They can't handle this agent Hawk. The Six Tribes have enough resources to police their cities and towns, but not nearly enough to combat two organized terrorist groups from waging war on each other."

Hawk cocked an eyebrow, "Two? I thought the HLF was the only radical group we had to deal with."

It was then that Celestia spoke, "Indeed they were Agent Hawk, but recently..." her face became downcast and her tone worried, "...I'm saddened to say there is now a second hate fueled group named, PER."

"Excuse me Princess," said Twilight as she stepped forward, "but what is PER? I'm not

up to date on human outlaws.”

The Princess grew visibly upset as she spoke her next words, “PER, or ‘Ponification for Earth’s Rebirth,’ is not made up of humans Twilight. Its ranks are filled with those that have been ponified and seek to eliminate humanity from the face of the planet, by any means necessary.”

Twilight and Hawk both stood dumbfounded. “But Princess!” stammered Twilight, unable to compute what her mentor had just said, “No pony, Equestrian or otherwise would ever want that! They couldn’t! Our magic removes impurities of both body and mind!” Twilight looked at her mentor, hoping this was just one of the goddess’s famous jokes.

“Oh yes they could,” stated Hawk. His eyes were darting back and forth as he sorted through his memory, “If they had a ponification potion that didn’t take all the bad out of them.”

Twilight’s eyes widened in disbelief as she gazed at Hawk, a dark thought dawning in her mind. “The potion I made for Cottonmouth...” Horrible memories she thought she had long since buried away erupted from her subconscious with the force of a tidal wave.

Hawk nodded, “Apparently we missed some of it.” His face began to contort, this time in very genuine anger.

President Joseph cleared his throat and moved to the center of the screen. “Although the how’s and why’s of PER’s genesis need to be answered and dealt with, that is not your mission. It seems that the two gangs have found a certain carrot to chase after, a one Mr. John Norris and his son, Azure Wind.” The odd looks from Twilight and Hawk did not go unnoticed by the President, but he continued on with the briefing. He assumed they would be smart enough to put two and two together.

“It is our belief,” he continued, “that both organizations are after his fortune, which Mr. Norris keeps somewhere in the confines of his home. If either faction gets their hands on that money, they’ll have enough funds to do whatever they want, and I’m sure they aren’t planning in donating to charity. You two have to make sure no harm comes to Mr. Norris or his son, and keep the fortune out of the hands, or hooves, of the malefactors. Clear?”

“Yes,” said Twilight with a nod.

“Aye sir,” replied Hawk with a salute, “I’ll inform Barnes to ready the chopper for long dis-”

Joseph raised his hand to silence him, “The helicopter is far too slow Agent Hawk. I have authorized the use of the Odin. It should arrive within the hour.”

Hawk’s eyes narrowed, and his voice suddenly had a subtly nervous shake to it, “Ah...the experimental ship. I hope Barnes can fly that one.”

"Captain Barnes can fly anything Hawk," the President assured him.

"And I'll get Rarity and Fluttershy ready," added Twilight, earning her odd looks from her peers. After clearing her throat, she continued, "I was just thinking that we might be able to attempt a diplomatic resolution, however unlikely. I mean, PER might not be one hundred percent ponified, but maybe they'll at least listen to a little reason?" The young mare gazed into the face of her divine mentor for approval.

Celestia's face eventually spread into a sincere smile that beamed at her student. "I think that is worth a try my dear pupil, and I hope for the sakes of everyone that it pays off."

Bubbles of pure joy welled up within Twilight. She was so glad the Princess liked her idea that she didn't notice the stupid grin that was now covering her face.

"Well then my faithful student," said Celestia, giggling somewhat at Twilight's expression, "I bid you and Agent Hawk farewell."

Twilight gave the most respectful bow she could, saying "Thank you, your highness."

Hawk simply tipped his hat to the elegant equine.

Princess Celestia gave one last shining smile to both of them, and spoke with words that sounded like they were dipped in honey, "Do be sure to watch each other's flanks out there." She shot Hawk a quick wink before the screen cut to black.

Twilight looked at the human agent with a raised eyebrow, "What was with that wink?"

"Hell if I know," Hawk responded as he made his way to the door, "I'm going to go get ready before things start getting awkward."

Twilight sauntered next to him and asked, "Mind helping me find Fluttershy and Rarity? They've probably finished their morning rounds by now, so there's no telling where they could be." Her face then became somewhat embarrassed and she quietly added, "That, and I don't want to tell Rarity her tea party is canceled by myself."

Hawk looked at the unicorn, whose large, pleading eyes were focused intently on him. He let loose a heavy sigh, "Sure Twilight, but only because you're cute."

Her cheeks turned a deep shade of red as she looked away sheepishly, "Thanks."

* * *

Rarity had finished her morning conversions and had the rest of today off, and it being almost eleven thirty, she thought now would be an excellent time to see if the elusive Samantha Barnes would be attending her 'Get-to-know-each-other Tea Party.' Unfortunately, Barnes was busy doing maintenance on her heli-thingy in a vacant section of the Bureau's parking lot, and the unicorn so hated to interrupt somepony when they were working. Deciding that busy humans were best left unmolested, she turned back towards the entrance of the Bureau.

"Is there something you want Ms. Rarity?" came the woman's cold and unfeeling voice.

Turning back to face the human, Rarity saw Barnes looking back at her. Her posture was stiff and rigid, and there were grease and oil stains all over her face and jumpsuit. Swallowing down her urge to give the poor girl a makeover on the spot, Rarity pranced towards the woman and put on her most lovely smile.

"Good morning Ms. Barnes, I wa-"

"Captain."

Blushing slightly at her faux pas, Rarity continued, "Yes of course darling, my apologies. Well, *Captain* Barnes, I was just wondering if you had given any thought to attending the tea party that I would be hosting later today? I would so love it if you decided to join us!"

The captain's face was like stone, and showed no sign of emotion in the slightest. Rarity had no idea what the woman was thinking behind those well shaded aviator sunglasses of hers, a fact that made the unicorn feel oddly uncomfortable. After a few unbearably awkward seconds, Barnes simply said, "No. Busy with maintenance."

"Well drat," replied Rarity giving the asphalt a dainty little stomp with a hoof. Though she was secretly overjoyed that the uncomfortable silence had ended, that was not the answer she was hoping for. "Oh well, I suppose I'll just have to save you some tea and croissants. Ta-ta for now darling, I do hope we see more of eachoth-"

There was a sudden boom from above them as an aircraft appeared out of nowhere. It was long, sleek, and even from its distance from her, Rarity could tell it looked very dangerous. The ship hovered there for a time before it started to slowly descend.

"What in the world is that?" asked the unicorn to the woman.

Barnes responded to the pony mechanically, "It is the SR-72, a larger and more up to date version of the SR-71 Blackbird, under the code name 'Odin.' It has been retrofitted with Fusion Foil engines which allow for hovering capabilities as well as vertical take-off and descent.

It is also equipped with the only Teleportation Matrix in existence, and can travel anywhere in the world instantaneously. Only known drawback is power consumption, limiting the ship's ability to teleport to twice per every twenty-four hours."

Rarity stared at the woman, utterly lost in what she had just heard.

Barnes looked at the unicorn and added, "It is also fashionably colored in a deep navy blue."

Finally, after sorting through the parts she could understand, the unicorn said, "So it's a plane..."

"Correct."

"...that teleports?"

"Correct."

Satisfied that she understood the basic concept, Rarity gave a refreshed sigh and smiled brightly at Barnes while giving the woman's left hand a quick little pat, "Well that is all very interesting darling, but I must be off! I have a tea party to host after all! Are you sure you can't make it?"

Barnes' left hand started twitching slightly, yet the woman paid it no mind and replied "Very sure. Duty calls." Pointing behind the unicorn with her right hand, she added, "As do your friends."

Spinning around, Rarity saw Twilight, Fluttershy, and Agent Hawk beckoning to her. Judging from Twilight's apologetic face, the glamorous unicorn could only assume her friends had come to tell her some unfortunate news about the tea party. "Oh horse-feathers."

* * *

"I still don't see why you're forcing Fluttershy to go."

"Rarity, you and I both know that she is a lot braver than a lot of ponies give her credit for," replied Twilight as she magically lifted a box of ponification potion into the cabin of the Odin.

Rarity walked by Twilight and rolled her eyes as she climbed into one of the four chairs of the cockpit of the sleek human ship. "Yes I know darling, but she is also very sensitive. I'm just worried that these ruffians of...who were they again?"

“PER,” stated Twilight as she placed the box of potion next to Rarity’s seat.

“Right, well I’m just afraid that these PER ponies, or Celestia forbid, those brutes of the HLF get a hold of her.” Rarity looked around her seat for the safety straps that usually came with these kinds of chairs. Unable to find them, she sighed and continued, “I mean honestly Twilight, she could get hurt, or worse.”

Twilight walked next to her friend and gave as comforting a smile as she could, “Believe me Rarity, going on personal experience alone, I can attest that you and Fluttershy will be just fine under the care of the human agents. If anything bad happens, Hawk will be there to save you.”

The white unicorn returned her friends smile with a worried look, “I hope you’re right darling.”

Barnes walked into the cabin carrying a large black duffel bag that clacked and clanked with its no doubt deadly contents. She placed it onto the co-pilot’s seat before taking her position as main pilot. Moments later Hawk entered with Fluttershy in tow, the pegasus’ eyes darting around the interior of the ship. With a nod to Twilight, Hawk took the co-pilot’s seat from the duffel bag and began flipping switches.

Twilight cast an encouraging smile at her friends and said, “Okay girls, looks like it’s time for you two to go! Is everypony clear on what they’re supposed to do?”

“We’re going to help some humans and new-foals learn how to be nice to each other!” chimed Fluttershy as she floated into her seat.

It was a simple analysis of the task, but Twilight accepted it. “Right! Now, Hawk and Barnes will be there to protect you if you get into trouble, so just stick close to them and you’ll both be fine.” Her friends nodded in acknowledgement. “Good, and Hawk...” said the purple unicorn to the man, “Try to come back in one piece.”

“No promises about me,” called Hawk from the front, “but I’ll keep your friends safe.” He turned in his seat and grinned at Twilight, “You have my word.”

Satisfied with his reply, Twilight gave a final nod to her friends and gingerly exited the large dark blue ship. After the purple unicorn was clear, Barnes flipped a switch that made the entrance ramp close and seal the cabin. After she deftly punched in more commands, the woman announced, “Beginning ascension to eight hundred feet, charging up Teleportation Drive.”

“Um...E-excuse me for asking, but...um...aren’t we supposed to be strapped down to

something?” squeaked Fluttershy,

“Oh right!” exclaimed Hawk, “Hold on just a second while I find the button...Ah! Here we go!” He pushed a glowing yellow button on his control panel. Straps shot out of the back of each of their chairs, which buckled themselves over the chests of the passengers. The ponies were forced into a sitting position that would have been much more comfortable if they were humans.

“It’s a bit snug,” stated Rarity as she struggled to get even a small bit of comfort.

“I’ll modify the seats for pony use later,” stated Barnes in her usual mechanical fashion. The ship kept rising into the air smoothly, climbing high above the streets and rooftops.

The ponies gasped as they looked out the cockpit windows as the entire city of Manhattan stretched out before them. Pegasi could be seen flying playfully around in the afternoon sky, while *thousands* of ponies made the streets of city into marvelous rivers of rainbow colored dots. It made Rarity yearn to have wings again, but more importantly it gave the unicorn a new idea for a summer gown.

Barnes pressed a button and announced, “Teleport Drive is charged, activating.” The exterior of the ship began to shimmer and glisten with waves of energy. Ripples of bright light danced across the surface of the vessel until the entire aircraft glowed with a wondrous pinkish light that began to expand into a sphere around it. With a brilliant flash, the ship was gone from the city.

* * *

Meanwhile, more than two-thousand miles away, a loud boom echoed throughout the morning sky above the city of New Foalsome. It was nine AM, and John Norris did not like being woken up that early by explosions. Hell he just didn’t like explosions in general. He sat up in his bed and looked around his dark room. Nothing seemed to be on fire, nor where there any alarms blaring. No immediate problems meant he could roll over and go back to sleep, which he did.

Or would have if the door to his room hadn’t burst open and a small blue pegasus leapt onto his bed yelling, “Dad! Dad! Did you hear that?” The small colt bounded to the window to the window and poked his head through the heavy curtains, allowing a small stream of sunlight to stream into the room. “Wooooow!” said the pegasus, “Dad, you have got to see this! I think it’s a spaceship!”

John only curled into a tight ball and hissed, “The light! Turn off the light!”

Azure rolled his eyes. "Seriously Dad, it's an honest to Celestia spaceship!" insisted the young pegasus.

The aging man relented and emerged from the warmth of his bed with all the excitement of a bear in winter. "There had better be one hell of a spaceship out there Azure. Just saying." John slowly opened the curtains where his son was peeking his head through, and had to resist the urge to shout 'It burns!' as he was showered with morning daylight. After he was able to stop squinting, he saw what appeared to be a large jet plane hovering off in the distance. "Holy shit. It's a spaceship."

His son beamed up at him, "Told you so."

John cast a quick glance at Azure, "Don't get so excited kid. It freaks me out." He rubbed his chin as he gazed on the sleek looking ship that appeared to be coming towards his building. Hoping that whoever was driving the aircraft wasn't interested in him, he turned away from the window and walked towards the kitchen, "Come on Azure, I'll cook us up some pancakes."

* * *

"And just like that, we're in New Foalsome!" stated Hawk proudly, "Barnes, which building belongs to our friend Mr. Norris?"

She pointed at a large glass building that was a city block or so away from them, "The sky scraper at twelve o'clock. There is no landing pad but it appears that there is substantial enough roof space for us to land on."

Hawk shrugged, "Take us in captain, and avoid hitting any pegasi while you're at it."

"Or birds!" Fluttershy called from her seat.

Barnes flipped a few switches and tightened her grip on the steering yoke, "I will see what I can do." With her left hand on the steering device, she placed her right hand on the throttle and pushed it forward ever so slightly.

The aircraft slowly began moving forward as the rear engines glowed with the sparks of life. Moving at a cautious and almost leisurely pace, the Odin hovered through the air towards the modern day tower. It deviated from its path only to avoid any curious pegasi or flocks of birds that happened to fly too close. Within the minute, the dark ship loomed over the roof of their destination. The ship gingerly descended onto the roof and touched down with a mild thud.

"Alright, let's go get acquainted with the locals," said Hawk as he flipped a switch and

picked up his black duffel bag. The entrance ramp to the ship lowered and hit the roof of the building with a solid 'clang!' The man tipped his hat to Rarity and Fluttershy as he walked out onto the roof, "Come on my wee horses, time's a-wasting."

Rarity and Fluttershy nearly jumped at the chance to exit the craft. Once outside, they gazed at the city that lay before them. It was similar to the Manhattan, but it did not have as many tall buildings. It certainly had a great deal more pegasi though.

As Barnes exited the Odin, Fluttershy daintily trotted up to her with a pleasant smile and said, "Thank you for taking the time to not hurt any birds Missus B-"

"Fluttershy darling," chimed Rarity "she prefers being called Captain!" The unicorn gave her friend a pleasant smile as she turned followed Hawk towards the rooftop entrance of the building.

"O-oh...umm well then, umm..." the pegasus looked into the mirrored shades of Barnes' sunglasses that eternally covered the woman's eyes, nervous panic quickly starting to rise inside of her. "W-well, Captain Barnes, thank you f-for not hitting any birds, i-it really means a lot to me..." The timid pony lowered her head and looked away, internally berating herself for being such a bother.

Barnes glanced up and saw that Hawk and Rarity had disappeared into the staircase entrance of the building. She knelt down and put her left hand behind Fluttershy's ear and smiled warmly at the pegasus. In a calm and motherly tone she soothingly whispered to the winged pony, "It wasn't any bother Fluttershy, really. If anything, I enjoyed the extra little challenge. Now go on and catch up with the others, I have to run a little maintenance on the ship and it'll take me a minute or two."

Fluttershy gave a relieved smile at the woman, "O-Okay! Thank you!" She fluttered away from the woman and into the dark staircase that led into the tall building.

As soon as the yellow pony was gone, Barnes shook her head as her warm expression was replaced with her usual grim one. She brought the hand that had touched Fluttershy up to her face and looked at it. The hand had started to shake and twitch violently. For a brief second, her emotionless face flashed with concern, "Not good."

* * *

John was just about to enter the bathroom when he heard a sound that he absolutely dreaded come from the door to his home.

'Knock-knock!'

"DAD! There's somepony at the door!" called Azure from his room.

The man rubbed his eyes and called back, "Tell them that no one's home and to go away!" He already had one foot in the threshold of bathroom and there was no turning back now.

'knock-knock-knock-knock!'

Azure appeared at the door to the bathroom and said rather flatly, "I don't think anypony would ever fall for that Dad, especially when they probably heard you yelling."

John spun around, "Then just tell them to go away! And close the door!" John shooed the young blue pegasus out and closed the door himself. He approached the porcelain throne and prepared for sweet relief.

There was a very loud crash from the front door as it was kicked in.

John zipped up and dashed out into the living room, where he saw a man in a wide brim hat and duster carrying a black duffel bag, standing in the doorway. He was flanked by two ponies, one was a white unicorn that had an immaculate purple mane, and the other a yellow pegasus with a long pink mane. Apparently both of the ponies were as surprised as John and his son were.

"H-hello!" said the yellow one, "I'm really really sorry about the...um...door...and um..."

Azure galloped behind his father's legs and the man could feel the small colt shivering against his legs. "Dad..." he whispered, "i-is it the HLF?"

The man in the hat walked over the remains of the door and in a reassuring tone stated, "No my boy, we are not with the HLF, nor are we with PER, an organization your father is no doubt familiar with. The lovely mares behind me are from Princess Celestia's very own Elite Guard sent here to protect you."

Azure's ears perked up at the name of his deity, "C-Celestia?" He peeked out from behind his father's legs looking somewhat unconvinced, "If you work for Celestia, where's your fancy armor? The royal guard on the TV wore fancy gold armor."

The two ponies took positions next to the man. The yellow pegasus smiled at the young colt and spoke gently, "Oh we don't wear armor. Only the regular royal guards wear armor. We're the *elite* guard, which means that...um..." she suddenly looked very worriedly over at the unicorn, "uh...Rarity...w-what does that mean?"

Rarity scanned her mind for an excuse. Celestia never actually told them what benefits being in the Elite Guard offered, and the unicorn was beginning to think that her highness had just made the organization up so they could have a fancy sounding title to throw around. "...uh well, my dear Fluttershy...um...What it means darling is that we are so good at our jobs that we don't *need* armor. Yes, that's what it means." She rolled her eyes away from the human next to her as she said, "Though I'm still willing to design uniforms for the benefit for our...*less fashionable* team members."

The man in the hat's face gained a flat expression, "No."

"Oh come on Hawk! You know they'd be absolutely fabulous!" she exclaimed a tad irked, "I was THE top designer of Equestria before moving to human lands, there is nothing to worry about!"

"I think they'd look lovely Rarity," cooed Fluttershy.

The unicorn smiled at her friend, "Thank you darling. See Hawk? Fluttershy thinks it would be a great idea! Please let me at least design you a better coat? Please? Please please please please?"

Hawk rolled his eyes and faced the glamorous pony, "Okay, tell you what. I'll ask the rest of my team about it, and you can talk to Twilight. After that we'll see."

"Oh thank you thank you thank you! It's been forever since I've done professional work and I have just had so many ideas that I-"

John cleared his throat and gained the attention of everyone in the room. "Okay, you're obviously not with HLF or PER, but I refuse to believe you guys are agents for that Princess of yours. Now will you all please leave? I have to order a new door. Preferably one made of iron."

Hawk walked over to the man and presented him with a badge from one of his pockets. "Sorry Mr. Norris, but PER and the HLF *are* coming after you, and the president has put me and my team in charge of making sure you and your son don't end up dead."

John scrutinized the badge, noting that it did look very official. Azure meanwhile, was looking up at the strange human with the hat and coat, taking one tentative step after another towards him. The young colt had seen very few humans in his lifetime, and curiosity was getting the better of him. "Excuse me mister," asked the blue pegasus, "but how're you going to protect me and my dad?"

Hawk smiled at the young pony, "Well, if Lady Rarity and Miss Fluttershy's words don't keep the bad guys away, then my bullets will."

* * *

The phone rang just as Barnes and Hawk finished replacing the door onto its hinges. Barnes had entered with the box of ponification potion some time after the team's initial introduction to John and Azure, looking somewhat...uneasy. Fluttershy had inquired if there was something wrong, but Barnes had been distant and cold with her response, and generally avoided speaking to either the pegasus or Rarity. She had instead spent her time with Hawk, mostly doing gun maintenance and working to fix the door to a respectable degree.

John picked up his phone, avoiding the large pile of guns that had been laid out over his floor. "Hello, this is Norris."

"Hello Mr. Norris, this is Sweetie Pop at reception. I have a man here who says he has a delivery for you."

"Thank you, uh...Ms. Pop, could you hold on a sec?" John beckoned Hawk over to him, "Agent Hawk! Some human guy downstairs says he has a package for me, but I never ordered anything and Azure's Wonderbolt pin-ups don't come for another week."

Hawk gave him an odd look, "You let your son have pin-ups?"

"He already had a subscription when I got him, so you can blame his dead mother if you want. Now what do I do about this?" he replied, shaking the phone slightly.

The human agent shifted a bit uncomfortably at that last remark but responded, "It might be the HLF setting up a trap."

"No shit," stated John flatly.

Hawk put his hand to his chin for a moment, pondering something before he asked, "Have you ever actually met the receptionist?"

John glanced away for a brief moment, "No...I don't really get out much..."

"Good!" exclaimed Hawk, "I'll go down as you, kill any HLF that try and start anything, and come back here when they're all dead." He walked over to the section of carpet where he had laid out his various weapons and selected two sticks of dynamite from the pile. Next, he moved to Azure's room, where the two mares had been keeping the young colt busy and well away from the deadly contents of Hawk's duffel bag. Peeking in, the human agent found himself on the threshold of a very odd situation.

Rarity was humming as she brushed the mane of the small blue pegasus, while Fluttershy made pleasant conversation with him. Azure himself seemed quite keen on not looking away from the timid yellow pegasus, though his eyes did not show any interest in what she was saying. He simply stared dreamily at her, lost in one particular feature or another. No one seemed to notice the human agent slip into the room.

Fluttershy continued on with whatever story she was telling, “-and then the cute little baby bunnies hopped all over my bed! Oh it was so cute that I almost fainted!”

“Uh-huh,” replied Azure blissfully looking at Fluttershy.

Rarity interrupted his dream like state with a prod from her hoof, “Azure darling, how would you like your mane styled?”

Hawk took this chance to spoil the moment, before things got too awkward for him. “That will have to wait Rarity. You and I are going down to the lobby to pick up a package, so let’s get going.”

“But...” started Rarity a brokenhearted tone.

Finally noticing the pinups around Azure’s room were of stallions, Hawk quickly added, “Now Rarity.”

“Fine,” she huffed getting off the colt’s bed, “Is Barnes coming?”

“No,” replied the man as he moved out of the room, “Barnes will remain here and keep Mr. Norris and his son safe.” He walked to the front door with Rarity in tow, and together they slid the door open.

“Good luck,” called John as they left. Turning to Barnes, who had begun placing Hawk’s munitions back into his duffel bag, he asked “So, want something to drink? I got some beers that I’ve been meaning to get through.”

Her reply was cold, yet in some strange way, friendly. “I prefer tea, but I’ll take whatever you have.”

* * *

The elevator door opened up to the expansive lobby. Hawk gave a small whistle at the sheer opulence of main entrance. Polished marble floor, an arched ceiling that was high enough

to allow a pegasus some flying room, thick pillars lining the walls that separated the elevators, and even a sizable fountain in the center of the room. The solid marble reception desk was on the wall opposite the entrance, which itself was little more than a massive window with a couple of rotating doors that looked out into the street.

The room was literally teeming with a multitude of various colored ponies, all of whom wore some sign of wealth. There was human in a delivery outfit at the reception desk who seemed to be in the middle of a heated conversation with the receptionist.

“Oh my stars...” breathed Rarity, “I could get used to living here.”

Hawk rolled his eyes and moved towards the reception desk, “I’m sure you’d fit right in, the ponies who live here tend to be a tad snobbish.” She gave him a look that could kill, to which he responded by shooting the unicorn a friendly smile over his shoulder. Sighing out her frustration at the man, Rarity followed after him. She debated with herself about what Twilight saw in him.

The peach colored earth pony with a strawberry colored mane saw Hawk coming towards the desk and waved him over a bit too eagerly. “Mr. Norris?” she inquired with a hopeful expression.

“That I am Ms. Sweetie Pop,” replied Hawk with confidence, “and I’m here for my package.”

The short, pudgy, and almost certainly sleazy looking delivery man tapped Hawk on the shoulder with a clipboard, “About god-damn time you got here. Just sign the dotted line and you can get your shit.” Hawk furrowed his brow and took the clipboard and scanned it for details about where it was sent from. “So,” continued the post-man, “What’s with that get up? You some kind of fucking cowboy enthusiast or some shit like that?” He began backing up towards the fountain.

Hawk looked up from his reading and glared at the man, and was about to say some very stern words about swearing in public. His focus soon shifted to the right as he saw an oncoming van that was accelerating towards the glass wall of the entrance. “Rarity, get behind the desk.”

Rarity, who had been admiring the décor of the lobby, snapped back to reality and shot Hawk a curious stare, “What? I’m sorry darling, but my mind was miles away.”

Hawk dropped the clipboard and drew his revolver, eliciting screams and mad scrambles from the crowd in the room. “Get behind the desk NOW!” he yelled as he rolled over the marble desk and took cover behind it.

Rarity glanced around and saw the van. She quickly joined Hawk and the receptionist

behind their piece of cover, shortly joined by three other ponies.

The van smashed through the glass entrance of the lobby sending ponies running every which way in panic, and even managed to hit two unfortunate unicorns. The crowd of ponies crammed themselves into the elevators and out towards the back. Humans in black ski masks and kevlar vests filed out of the back of the van, each one carrying an automatic rifle. The driver leaned out the door and called, "Damnation! Little bastards sure do clear out of a room fast!"

"Newman!" shouted one of the masked men, "Where's Norris?"

Behind the desk, Hawk put a finger to his lips before removing a long red stick with a fuse from somewhere within his coat. "Anyone got a lighter?" he whispered.

Rarity's eyes went wide as she silently hissed, "What are you doing with dynamite?! I thought that we were supposed to be using diplomacy!"

The postman stopped cowering behind the fountain and walked up to the man who spoke, "You assholes are nuts you know that? That freak of nature you got in the back of that van is probably all riled up thanks to that stunt!"

The receptionist pony nudged Hawk's shoulder with her snout and pointed to the hotel's brand of complementary matches on the desk's top above. "This is diplomacy," Hawk replied to the unicorn with a grin, "just a great deal more explosive."

The masked man pointed his gun at Mr. Newman, "We don't have time for your bullshit Newman! Now where is he?"

Rarity relented, knowing that diplomacy with the HLF was probably a lost cause anyway. She reached out with her magic and levitated a pack of magic down to Hawk. "I could be having a tea party right now. I just want you to know that."

Hawk gave the unicorn an apologetic look while he lit the fuse of the dynamite, "I'll make it up to you. Promise."

Newman eyed the gun barrel in his face, sweat forming all over his face, "Behind the desk, I think he's got a gun though."

A lit stick of dynamite sailed out from behind the reception desk and landed in front of the HLF's van. The eyes of the HLF soldiers went wide while Davey Newman ran past the reception desk. The leader tried to yell, "EVERYONE RUN!" but was cut off by a very loud explosion that consumed almost a full quarter of the lobby.

* * *

John was in the middle of watching cartoons with Azure and Fluttershy while Barnes sat a ways off, every so often glancing at her hand. There was a panicked knock at John's door followed by a familiar voice shouting "OH-MY-GOD-JOHN, THERE-ARE-HLF-IN-THE-LOBBY-LET-US-IN!"

Barnes sprang into action immediately as she drew a glock from her hip's holster and approached the door. Once in position, she then gestured for John to say something.

The man said the first thing that came to mind, "Who's there?"

"WHAT-DO-YOU-MEAN-WHO'S-THERE?! IT'S-BREEZY-FIELDS AND-ABOUT-A-DOZEN-PANIKING-PONIES, NOW-OPEN-THE-DAMN-DOOR!"

The man nodded to Barnes to open the door. Responding with a nod of her own, she holstered her gun and slid open the door. A bright green earth pony toppled inside, a look of genuine relief on his face. "Thank-Celestia!" said the earth pony quickly, "I-thought-those-madmen-would-have-killed-me-for-sure!" He gazed up around the room, finally noticing the soft expression of Fluttershy, and the cold glare of Barnes. "Entertaining company John?" he asked at length.

John walked over to the frightened pony, "They're from the government, now Joseph-"

"Breezy Fields!" shouted the green pony.

"Whatever! You said the HLF is in the lobby *right now*?"

Breezy Fields nodded, "Yes!
Me-and-these-guys-all-ran-up-here-to-get-away-from-them!"

John looked down the hallway that led to his room, seeing a small crowd of ponies all staring at him. The odd thing was that none of them looked even half as panicked as Joseph did. When one of them smiled, John could only say, "Aw horseshit."

* * *

Hawk and Rarity peeked over the lip of the desk and surveyed the damage. The van was toppled over and on fire, the fountain was beyond repair and spraying water all over the floor, and there was a great deal of small debris scattered around the once elegant lobby. The bodies of

the HLF members were strewn all over the place, some more intact than others.

Rarity ducked back down and put a hoof over her mouth, "I'm going to throw up."

Hawk put a hand on her shoulders, "It's alright. The bodies take some getting used to, even for humans."

"No, not that," the unicorn said quickly, "the lobby. It's such a mess." The man gave her a rather odd look that was a mix of bemusement and shock.

There was a clang of metal hitting ground from the direction of the van's wreckage. Hawk peeked over the desk again, just in time to see a large, hairy...something...skitter behind one of the pillars. Hawk readied his revolver.

"Help..." came the weak voice from the destruction, "...help...me..." From his position, Hawk saw that it was the man who had been driving the van. It was somewhat miraculous that he had lived, or in one piece for that matter.

Rarity's ears perked up upon hearing the moaning. She peered around the corner and spotted the wounded human. Her face scrunched up at the sight of the man's wounds, and in an instant she decided she was going to go save him. Before anyone noticed, the glamorous unicorn had already trotted out from behind the desk and was making her way past the small bits of rubble that lay around the floor towards the hapless individual.

The wounded man spotted the unicorn and he began crawling towards her. His face was awash with terror and pain, but his eyes looked at the approaching pony like she was an angel. "Please...help me..."

There was a sudden yank on Rarity's backside as Hawk pulled her tail all the way back behind the reception desk. "Agent Hawk!" she cried, "What in the name of Celestia are you doing!?"

"Wait," he replied, not taking his eyes off the walls.

The wounded HLF member reached out with an arm, and seemed to be on the verge of death. "Please..." he said.

She scowled hard at Hawk, "You sick monster! He might be with those jackals of the HLF, but that doesn't mean we should just *watch him die!* By Celest-"

Hawk grabbed her head and turned it to face the right hand wall and pointed at a certain pillar, "Look before you leap." As he said this, the other ponies cowering behind the desk peeked out from behind it.

Sure enough, much to their accumulated horror, there were large and spindly legs slowly stretching out from behind the pillar. Before long, eight grotesquely large eyes crested out from behind the stonework, each one the size of a dinner plate. It moved with a deliberate slowness around the column, as if it were still deciding who to attack first.

"By the Moon and Sun," breathed Rarity, quite sure she had just entered a nightmare, "What is that...that *thing*?"

Hawk leveled his revolver at the creature, "Guessing by just the color and markings? I'd say it's a wolf spider that's the size of a horse."

"...Help..." groaned the man, oblivious to the creeping death that was silently making its way down the wall towards him.

"Do something!" cried Sweetie Pop.

"Rarity," said Hawk, "get ready to pull that man to safety."

Barely hearing his words past the horrid scene unfolding before her, she nodded. Focusing on a spell that was meant for moving wounded ponies and animals, her body grew tense as she waited for the moment to act.

The abomination reached the floor as silent as a whisper, and raised its forelegs towards the wounded man. Hawk squeezed the trigger of his revolver, sending a bullet directly into one of the oversized spider's eyes.

The monstrous spider let loose a terrible shriek of pain before it skittered back behind the pillar with unnerving speed. Rarity never knew spiders could shriek, and she could have happily gone through her entire life not knowing that. She released her spell around the badly wounded member of the HLF and gently glided him close to her.

The spider crawled onto the ceiling, allowing Hawk to take two more shots. Both of the bullets connected with the beast's sternum, but didn't do any damage. "Aw hell. That thing is bullet proof," said the agent as he refilled the chambers of his revolver.

"What do you mean, 'bullet-proof?!'" screamed Rarity as she prepared a healing spell, "You just shot it and it screeched!" She lowered her head and swept it over the broken and bleeding body of the HLF survivor. Small shimmering waves of multicolored light fell over the man like a blanket and eventually wrapped around him like a cocoon. "There," she said in a panicky sort of huff, "Now you won't be bleeding all over the place."

The spider started crawling sideways towards the space above the reception desk. "Apparently its only weak spot are the eyes," Hawk produced another stick of dynamite from his

coat with his free hand, "Either that or I need try something more original."

* * *

A veritable hurricane came from the hallway as the PER ponies cast their spells, throwing everything and everyone in the apartment all over the place. Fluttershy had covered Azure with her body before the gust of wind sent her and the young colt flying into a wall. John, Barnes, and Breezy all had the misfortune of sailing all the way across the room and into the television that hung on the wall, their bodies falling out of sight behind the now upturned couch.

That's when they all entered. There were seven of them: four unicorns, three pegasi. The lead one was a unicorn, a purple mare with white mane and snowflake marking. Flanking her were two other vicious looking unicorns, both stallions.

The purple one put on a smug grin as she talked, "John Norris, it certainly is a pleasure to meet you. I've really been looking forward to it," she started walking to the upturned couch with a confidence in her step, "I've always wondered what it felt like to look down on an inferior species." Rounding the couch with her two goons, her pompous smile widened when she saw the unconscious forms of John and Breezy, "And now I know."

The unicorn goon to her right did some hasty math in his head, "Hey boss, weren't there thr-"

The lead unicorn cut him off with a swish from her tail, "Not now Black Root, mommy is talking."

Fluttershy was on the ground not far away, and began to come to as the other four ponies swept into the room. She had taken most of the impact from the wall, and as a result was still a bit dazed. "Azure?" she whimpered looking at the small blue pegasus entwined in her legs, "are you okay?"

The colt looked up and shook his head, clearing him of his dazed state. After a moment he had righted himself and scrunched up his face in anger. "DAD!" he shouted as he squirmed out of Fluttershy's grasp, "GET AWAY FROM MY DADDY!"

"Azure no!" Fluttershy yelped after him, but the small blue pegasus was already dashing across the floor to his father's side.

The purple unicorn looked down curiously, "Ah, and what have we here?" A cruel grin appeared on her face, "Why you must be little Azure!" The horn of her left hoof goon glowed to life, raising Azure into the air. "Just who I wanted to see next!"

“GET AWAY FROM HIM!” screamed the small blue pegasus in the purple mare’s face.

“Not one for conversation I take it?” she sneered at the colt. Turning to the unicorn on her right she gave another smug smile, “Black Root, go find a pillow case or something to throw him in while we wait for Norris to wake up.”

The black and gold unicorn nodded and trotted off with the still screaming Azure, “WHEN I GET MY HOOVES ON YOU, YOU’RE GONNA BE SORRY!” His screams trailed off as Black Root carried him off into a bedroom, where much hollering could be heard before becoming muffled. The stallion emerged with a writhing sack suspended by a magic grip.

“Now about you,” said the purple mare as she trotted over the still recovering Fluttershy, “Who might you be?”

Fluttershy took a quick look around the room, ‘*Where was Barnes?! Where did she go?*’ Seeing no sign of the human agent anywhere in the apartment, she knew she would have to stand up to these bullies herself.

With considerable effort, she stood up straight and gazed harshly into the eyes of the unicorn mare, “My name is Fluttershy of Ponyville, and how **dare** you do such awful things to these people! I heard that we would meet bad ponies on this trip, but this is far beyond ‘bad!’ T-this is just plain mean! You should all be ashamed of yourselves!”

The seven ponies of PER all stood dumbfounded for a few moments before bursting into riotous laughter. The purple mare was able to stop long enough to move her head in close to Fluttershy’s, a calm smile crossing her lips. “Well isn’t this wonderful! An honest to God Equestrian in our midst! I, Bitter Frost, am honored to meet you.”

Fluttershy glanced about unsure of what to do. She had just used her stern voice, but it didn’t seem to convince them. Maybe asking nicely would work? The timid pegasus lowered her head and gave Bitter Frost the most caring stare she could give, “It’s just that...um, well you see the potion you drank to become ponies was made wrong, so you aren’t really a hundred percent ponified.” Raising her head ever so slightly she added, “But me and my friends brought the right potions that you all can drink! All you have to do is drink up and you won’t have to hurt anypony anymore!”

Frost stepped back a few paces and gave a thoughtful look at Fluttershy. A wicked smile crossed her lips, “Is that so? Well then, it seems that before we leave, we will have to give Mr. John Norris the divine gift of ponification!” She turned to her henchponies, “Come on lads, tie them up and wake up the human! We have bits to take and a blessing to bestow!”

The horns of the four unicorns of PER glowed to life as the unicorns themselves cackled madly. Magic ropes formed around Fluttershy, John, and Breezy and wound around all three tightly. The sudden constriction of the ropes tripped the pegasus and she fell flat onto her side.

She frantically looked around, hoping desperately to see somepony, anypony that could do something.

That's when she saw Barnes standing at the entrance of the apartment, completely unnoticed by the guffawing members of PER as she leveled her gun.

* * *

Sweetie Pop's constant screaming was very distracting, and it was causing Rarity some difficulty healing the rather extensive wounds of the HLF member. Of course she couldn't blame Sweetie Pop. There had just been a van full of armed madmen roll through the front window, gunshots, and explosions. Oh and a giant spider abomination was trying to kill them too.

"I could have been doing fashion shows in Canterlot right now, or eating sweets at one of Pinkie's parties!" shouted the unicorn as she worked hard and fast to heal the wounds of HLF member. She felt like her energy was spent, but all she had to do was cast one more spell before the wounded man would be healed enough to live.

Hawk fired three shots at the abomination, each one connecting with thick chitin and dinging off harmlessly. "Come on ugly!" shouted the agent as he reloaded, "Get close to me! I dare you!"

'What in Equestria does Twilight see in him?' Rarity thought as she prepared the last spell she would likely be able to cast for some time. She squeezed her eyes shut and focused. Soon her horn glowed with magic, and crimson sparkles shot out from her horn's tip. The sparkling little lights drifted down onto the wounded HLF member's chest and sank into it, leaving behind faintly glowing spots where they entered. After the spots faded completely, Rarity looked at Hawk and in an exhausted voice said, "Alright, I finished healing him! Let's get out of here befo-"

The spider crawled along the roof of the lobby, darting left and right as Hawk shot two more rounds at it with his revolver before quickly reloading. It suddenly leapt down at the man, its midsection slamming onto the marble desk and it lunged out at him with its two enormous front legs, pinning the Hawk's shoulders to the wall. If Sweetie Pop's screaming was loud before, now it could shatter glass.

Hawk responded to the arachnid's pin by angling his pinned gun arm at the monster's large mirrored eyes and unloading every shot he had left in the gun. The six bullets struck the giant spider in its two forward most eyes, and sent the abominable creature reeling in agony. Unfortunately the beast did not release the pressure on Hawk, and the man still found himself unable to move.

“A little help please?!” called Hawk as he tried to squirm out from under the spider’s legs. His eyes went wide as the huge fangs of the giant spider clicked and clacked in front of him, literally dripping with either drool or horribly deadly venom.

Rarity hopped up onto the desk and gave the beast a swift buck to the side, “Take that you horrible monster!”

The spider didn’t even register the little white unicorn. It continued to press its two forward most forelegs onto Hawk’s shoulders while its other six legs began easing it closer to its meal. The man redoubled his efforts of trying to break free as the dripping fangs of death came closer.

The unicorn continued to strike at the monster with her rear hooves, but still was having no effect whatsoever. Rarity decided that, seeing as how her kicks were doing no good, she would take some time to catch her breath. She stepped away from the monstrosity and rethought her plan of attack.

“Rarity!” called Hawk, “I wouldn’t mind if you, I dunno, shot it with a magic arrow or something!”

The spider lunged forward with its fangs going straight for the man’s rib cage.

Rarity’s heart skipped a beat. A single thought flashed through her mind, *‘No! If he dies, then poor Twilight will be single forever!’*

Through either sheer luck or phenomenal skill, Hawk freed his shoulders from the pin and raised his hands while dropping his gun and the dynamite in the process. He grabbed the giant fangs before they could stab into his chest, and holding back the dripping fangs with all of his might, he could only grunt, “Any time now!”

“I don’t have any magic like that!” Rarity responded in a distraught tone. She was still recovering from almost seeing her friend’s alleged human lover die.

“Then stab it!”

“With what?! It’s not like I carry knives!”

The spider bore down harder on Hawk, and the pressure from it trying to get its fangs into the human was pushing the agent up the wall. “Use your horn!” shouted Hawk, his feet swinging an inch or two off the ground.

“B-but...” Rarity was going to argue her mane getting ruined or icky, but a quick look

from Hawk stifled the urge. There wasn't space on the desk to get a good charge going, so Rarity tried for one last spell. It was something Twilight had told her about back in their time in Ponyville, a spell that would increase one's physical abilities for a very short time. Rarity lowered her head and concentrated, her horn giving the faintest of lights.

Hawk gave the spider a swift kick to its belly as a sign of defiance, "RARITY!"

The spell went off and Rarity could feel her muscles growing as adrenaline pumped through her veins. She opened her eyes and looked over her now large and muscular body. "By Celestia, this must be what Macintosh feel like!" Her eyes narrowed on the large horrible creature that sat squirming on the desk, "Now foul beast, you shall feel the mighty wrath of Rarity the unicorn!" She lowered her head and charged at the monstrous arachnid.

Her now ridiculously powerful legs shattered the marble desk as they kicked off and instead of simply running at the creature, Rarity was propelled through the air by the sheer force of her steps. Like a magnificent white arrow, the glorious unicorn sailed into the side of the giant spider horn first, piecing the chitin shell and sending both pony and creature hurtling off the desk and into the far wall.

The spider screeched and flailed its horrendously long legs about wildly as sickly green ichor poured from its side. Hawk, now free of imminent death, took up the stick of dynamite and lit it. Vaulting over the ruined desk, he spotted a curly purple tail amidst the scrambling mass of legs and green slime. With the fuse of the dynamite burning, Hawk ran towards the pony-impaled spider and yanked on the purple tail while simultaneously throwing the little red stick into the open wound. Scooping up the somewhat dazed unicorn, he then ran as fast as he could back behind the reception desk, where the other few ponies looked on in awe and horror.

The explosion sent spider bits and greenish goop everywhere.

* * *

Fluttershy shut her eyes tight as the PER ponies' laughter was suddenly interrupted by several loud bangs. A warm liquid splashed over her face, and the laughter was replaced by shouting and yelling and more gun shots. The timid pegasus just kept her eyes closed and thought of her home in Ponyville.

"No! Please don't kill me! PLEASE!" she heard the voice of Black Root plead, "Look! I surrender okay?"

"Drop the colt," replied the cold voice of Barnes.

There was a thud and small “oomf!” as the sack hit the floor. The magic ropes that bound her faded and the yellow pegasus began to open her eyes, barely seeing a purple mound in front of her before Barnes called, “Keep your eyes closed Fluttershy.” The pegasus immediately complied. The woman called out again, “Azure Wind, are you alright?”

“Y-yes,” replied the sack.

“See? The little guy is fine! You can arrest me now!” spoke Black Root, his words filled with terror.

Barnes approached the unicorn, and Fluttershy heard a sudden crack followed by a dull thud. The pegasus began crying, as she heard the woman’s footsteps approach her. A soft hand touched her cheek and a soothing voice met her ears, “Fluttershy? Are you hurt?”

“N-no...” responded the pegasus between sniffles.

The hand rubbed the side of Fluttershy’s neck. “Thank goodness,” Barnes sighed in relief. “Oh my, you’ve got some of Bitter Frost all over you. Let me clean you up a bit, just keep your eyes closed okay?”

“Okay,” She replied meekly. The calmness of how the woman said that last line made Fluttershy feel incredibly uncomfortable.

Barnes left for a bit and after some sounds from the kitchen she soon returned. The mare felt a warm wash cloth being wiped across her face as Barnes hummed a rather chipper tune. After a few moments of this Barnes gave another sigh and said, “There, all cleaned up.”

Fluttershy began to open her eyes ever so slightly, “C-can I open my eyes now?”

“And can I please get out of this sack?” added Azure.

Barnes quickly put her hand over the mare’s eyes, “Not yet. The apartment is an absolute mess and...” The hand covering Fluttershy’s eyes began twitching and shaking, “...J-just keep your eyes closed until I tell you to open them.”

Fluttershy once again shut her eyes tight and waited, trying to ignore the sounds of heavy things being dragged around the room.

* * *

"I am never ever doing that again. *Ever*."

"I don't know," said Hawk as he peeled a piece of dried spider goo off Rarity's neck, "I think it was totally cool how you went all buff and stuff."

Rarity shot him an exhausted glare, "Oh yes. Because having the physique of a stallion bodybuilder is very befitting of a lady of leisure such as myself."

Hawk shrugged as he peeled off more crispy goo, "You know, if the whole 'I'm covered with spider guts' thing really bugs you so much, I'm pretty sure there's a bath in Mr. Norris's apartment."

"Oh no, I am not going into somepony's home dragging..." She gestured to her new lime green coating which covered her from horn to tail, "...*this* in behind me."

To their right came a small cough from the receptionist Sweetie Pop, "Excuse me, Mister...Hawk was it?"

"Yes ma'am, what can I do for you?" replied the man, plucking a big piece of the dried ichor from the unicorn's mane.

"Listen, I'm really grateful and everything, and so are these two," she gestured to the two other ponies beside her, "but...well I'm kinda wondering who's going to pay for all these damages?"

Hawk and Rarity glanced at each other and then raised their heads above what was left of the reception desk. The front large windowed entrance was completely shattered, the magnificent fountain at the center of the room was broken and spraying water all over the floor, there was a large and heavily damaged van tipped over on its side not far from the fountain, not far from the van was a small crater, there were bits of spider coating just about everything, and the reception desk was nothing but rubble. Not to mention the various bodies of the HLF strewn about the room.

Bringing their heads back down with faces of mild shock, Rarity turned to look at Hawk with disbelief. "You absolutely wrecked the entire lobby...How could you wreck the *entire* lobby?"

The human simply shrugged, "You get into all sorts of mischief with explosives." He then cocked an eyebrow and added, "And you're taking these dead bodies lying around way better than I thought you would."

"Please Agent Hawk, I *am* a part time medical mare. Do give me some credit."

“Ahem,” Sweetie Pop interrupted again, “Sorry to interrupt again, but my job might hinge on who’s paying for this, so...?”

Hawk turned to Sweetie Pop and said in a calm and confident manner, “We work for Princess Celestia, so send her the bill.”

“Hawk!” Rarity chided, “We can’t bill the Princess! It’s so...rude!”

“Do you want to pay for it, oh generous one?” responded the man.

Thinking hard for a brief moment, Rarity came to a conclusion. She gave Sweetie Pop a gentle smile and said, “Well with all the new bits coming from the new-foals, the Princess can *probably* afford it.” Looking at Hawk she added, “Besides, I’m sure we can make it up to the Princess with a nice party with lots of fabulous gifts.”

Hawk patted the unicorn on the back and gave her a big smile as he rose to his feet, “That’s my kind of thinking Miss Lady Rarity. Now let’s get back to the apartment so we can get you washed up.”

“Let us indeed!” replied Rarity as she shakily stood as well. She was exhausted from using so much magic, and a bath was just what she needed most. “Onwards to the elevator!”

Hawk and Rarity gingerly stalked through the ruined lobby, avoiding the somewhat smoking bodies of the HLF, towards the nearest elevator. Hawk pushed the ‘up’ button and the elevator doors dinged open. Stepping inside, Hawk gave the three ponies that had remained in the lobby a tip of his hat while Rarity delivered them a very graceful bow. The elevator dinged again and the two of them disappeared behind the sliding doors.

As Sweetie Pop watched the doors close, she came to a realization. The HLF member was still lying unconscious on the floor next to her. “Wait! What do I do with this guy?!” she called out after them, but she knew they couldn’t hear her. She returned to the spot she usually stood during her shift and sat on her haunches sighing heavily, “This day sucks.”

* * *

Barnes was waiting for them outside the apartment’s door as stiff and unyielding as a statue. Upon seeing Hawk and Rarity approaching, she quickly called out, “Agent Hawk, you and Mr. Norris’s presence has been requested by the New Foalsome Police Department in regards to today’s attacks.”

“Ah great,” lamented Hawk, “paper work.”

"Indeed," replied Barnes as she opened the door and entered. A few moments later, a very groggy John Norris walked out, partially supported by a painfully green earth pony. They both seemed rather beat up, and John in particular looked like he had a swell bump on his head.

"You assholes owe me a new TV," stated John as he attempted to point at Hawk, "and new carpets."

"No need to be so crass Mr. Norris," Rarity soothingly spoke to him, "Every financial detail will be taken care of, don't you fret." She leaned her head a bit closer, "However, if you need somepony to redecorate, I am always available."

John was about to say something before Barnes reemerged, leading a black unicorn stallion with a yellow mane, out of the apartment. "This is an agent of PER. I have left him alive for questioning by the police."

"I'll keep my eye on him then," said Hawk as he drew his revolver and pointed it at the black unicorn. "Come on then Mr. Norris, let's not keep the police waiting," said Hawk as he rolled his eyes, "Just like Six-Tribes to show up *after* I kill the giant spider."

"Giant spider?!" yelled both John and his pony support. Hawk just shrugged and walked on down the hallway, followed closely by the other man and the green earth pony.

Once they were out of earshot, Barnes turned to Rarity and asked in her usual emotionless tone, "Rarity, would you like to join Ms. Fluttershy and Azure Wind on the roof with me? We have a table set up and waiting for you."

"What?" asked the unicorn more tired than confused.

"It is currently quarter till noon, and I believe you are owed a tea party," replied the woman, with only the faintest of smiles on the corners of her mouth.

Rarity looked herself over, "But I'm just so...well filthy, and I..."

Barnes placed her left hand onto the unicorn's head. "Rarity," she said in a voice as warm as daylight, "Fluttershy is having a tough time dealing with what happened during the PER attack, and I think she needs a friend now more than she needs tea."

Rarity looked into the reflective shades of the woman's aviator sunglasses and saw herself. Her mane was in worse shape than she thought, and most of her coat was still caked with the spider's ichor. Sighing, she smiled at Barnes and said, "Well then I guess I'll just take a bath afterwards. Nothing like a nice herbal spa treatment after a good cup of tea I always say!"

She trotted down the hallway, noticing that Barnes hesitated to follow her. Turning she called, "Coming Captain Barnes?"

"I'm still waiting for the tea," she replied warmly with her hands behind her back, "You go on, I'll be there in no time."

Rarity gave another prize winning smile, "Suit yourself darling. I shall eagerly await your arrival." She continued to trot down the hallway and out of sight.

Barnes looked at her left arm as it twitched and spasmed, her expression grim. Black veins could be seen beneath the skin. "You shouldn't be touching them Barnes," she whispered to herself in her cold voice, "It's not good for our health."

The End of Episode 3

About

God

Damn

Time

I mean really,

holy shit

Anyway, Episode 4 coming...

...well I don't know yet because I'm really bad with dates