

The Battle of Cloudsdale



It was afternoon, and Cloudsdale sat high in the sky, basking in the gleaming rays of Emyrean's sun. Its native pegasi flew about, soaring to and fro between the austere white columns that were a staple of the city's architecture. Ponies milled about on the surface of the clouds, catching breaks between their duties combining hues into rainbows and shaping precipitation into rainclouds. High above any dirt on the ground, the city gave off an overwhelming sense of cleanliness, and was almost a uniform white. The achromatic radiance of the city was broken by the occasional stream of rainbow essence that flowed from the upper tiers of the ouropolis, creating a favorable contrast.

The flying citadel broke through the permanent clouds that made up the base of the city from beneath. It tore its way upward, causing several structures to collapse and tumble into the open sky below. Pegasi frantically flew to avoid the debris and escape the collapsing structures. Ponies who had been doing nothing rushed to the scene, overtaken by curiosity, to observe from a safe distance. In moments, the bustling and orderly city was thrown into chaos.

In the city's central plaza, under the shadow of the dark citadel, a black pegasus dropped to the ground, managing a perfect landing despite having fallen at a speed that would make most pegasi envious. Slowly, her gaze took in her surroundings, her eyes evenly moving from left to right. The ponies around her and above her froze at her appearance. Even though most of them did not know her personally, they had still heard the stories. There was only one black pegasus in the world.

"Gather!" the dark pegasus shouted, and her voice carried to the far edges of the plaza. The surrounding ponies did not need to be told twice. Slowly and uneasily, they landed and formed a crowd that stood in the citadel's looming shadow. The closest ones formed a circle around the dark pony, and she moved, setting herself slightly off of the circle's centre, closer to the citadel. The ponies around the pegasus waited, talking amongst themselves in hushed tones and looking around nervously. They clearly knew about what had happened to Ponyville. They were obviously terrified.

The dark pegasus didn't speak from her place surrounded by the other pegasi. The tension built as nothing else happened, rising to almost unbearable levels. Just as the moment would have ceased to be tense and become boring, however, over a hundred puppets swarmed outward from the dark citadel that had speared itself through the heart of Cloudsdale. Pegasi flew from its upper tiers and then landed amongst the the terrified crowd below. Earthponies

stormed from its forward facing entrances and formed ranks in front of the flying fortress. The crowd of pegasi shrank away from the intimidating soldiers. All of the puppets faced inward, at a point just in front of and above the dark pegasus.

She appeared with a *crack* that reverberated throughout the city, and a pinpoint burst of dark energy. She levitated, floating a dozen feet off of the ground so that every pony could see her arrive. Her mane, warped even further by the Sliver of Darkness, was a twisting mass of pure black, shot through with a single streak of sanguine. Her left eye was a shining purple, but her right was an iris of the same red as her streak, burning around a slitted pupil. A still-unhealed slash ran along her face. Slowly, she lowered herself, never once looking at the pegasi of Cloudsdale until her hooves touched the hardened cloud that made up the plaza's "ground". As she touched down, she gracefully lowered her head, closing her eyes softly and letting her mane burn more dimly. Then, she suddenly brought her head up sharply and glared at the citizens of Cloudsdale. The ponies, startled, drew back a step, and a ripple of motion moved through the crowd.

Nihilus *loved* a good entrance.

She gave a cold, humorless laugh, then began to address the crowd. "Judging by your reactions, my reputation precedes me. I will assume then, that you have all heard of that little trouble I caused in Ponyville about a week ago, so believe me when I say that if any of you disobey me, or keep me from what I want, the destruction I will bring upon you will make the incident in Ponyville seem tame. The first act of any survivors will be to rename Cloudsdale to the much more fitting 'Dale.'"

She spoke airily, striding in front of the many winged ponies of the ouropolis, pausing occasionally to stare one down for her own amusement. "It is safe to assume, then, that you will have all heard of the new King, Titan, the Queen, Terra, and your new ruler in Canterlot and replacement for Celestia, Prince Empyrean." None of the ponies in the crowd gave any visible or audible reaction to the news.

"Since it has been a week, and you likely know all of these things, I'll get to the *real* reason I am here. I'm not sure if any of you have heard of the "natural order." It's the way things were before Princess Celestia and her sister Luna stole Titan's throne, and it is the way things will be now that Celestia is dead. While the new rules are full of all sorts of exciting little things, part of the natural order is that ponies are no longer allowed to control the weather."

At this, the citizens of Cloudsdale finally gave her a reaction. Some gasped, some spoke to their neighbors in low tones, and some simply stared on with looks of horror and despair. Nihilus drank in their helplessness and their dying hope. She didn't like working under Empyrean because she didn't like having superiors. The job itself was wonderful.

"So," she continued, "to summarize: your god is dead, most of you are now out of work,

and any objections or oppositions will be met with so much force you will feel re-enlightened when it comes to the term 'overkill'. Any questions?"

None of the pegasi spoke.

"Come now!" Nihilus placed a hoof under the nearest pony's chin. "What I'm telling you is horribly unfair! You're being mistreated and tossed aside like refuse! Your entire world is about to change for the worse. I was hoping I would get to make an example out of at least one of you."

She gave a little moue and roughly pushed the pegasus she had been holding away. "No pony wants to prove their bravery and stand for what is right and true? How disappointing. I really don't have anything else to do today. Sadly, it's understandable, considering what I did to the last pegasus I called 'enemy.'" She waved a hoof in her pet's direction. "Take heart, my pet. You get to stay my only and favorite toy. There isn't a pegasus here willing to oppose me."

"What about an alicorn?" The voice came from deep within the crowd, somewhere behind her.

Slowly, Nihilus smiled, overjoyed at the fact that her day had just gotten much, *much* more interesting. She turned around slowly, first looking lazily over her shoulder, then moving her legs to turn herself and face her adversary head-on.

Luna emerged from the crowd just as Nihilus finished turning to face her. Her mane was no longer a cluster of individual strands of hair, but rather a deep, waving cloud of stars, flowing downward from her tiara. She stood taller than every pony in the plaza, including Nihilus, much to her displeasure. The princess held her chest out proudly, maintaining a regal posture as she met Nihilus's look with her own, much more intense, glare.

"You know what the biggest difference is, between you and I, Luna?" Nihilus said with a little smile.

"Wings and a pretty face?" the princess answered her coolly, with her own slight smile.

Nihilus was a little annoyed by the taunt. "*Showmanship*," she said. "I demolish half a dozen buildings arriving in a flying castle that casts an ominous shadow over half of the central plaza. You only arrive after I give you a perfect entrance cue, and even then you just trot on up to me as though I'm a casual acquaintance. It's *insulting*, really."

The sun went out.

It was as though some pony had slowly slid a shutter over Emphyrean's blazing sphere. Suddenly, it wasn't daylight out anymore, but rather closer in appearance to night. It looked as

though the sun, unable to shine directly at them, cast its light sideways, forming a bright white ring around a central black disc. Cloudsdale was plunged into an eerie demi-night.

“Go on again,” Luna said loudly, “about casting an ominous shadow.”

Nihilus magically sent a pulse of intention out to her minions. *They* were here. They had to be. She turned to her pet as her puppets took to the sky and galloped away across the plaza. “They’re here,” she barked. “Find them.” Her pet shot into the air and joined the swarm of other black pegasi.

As she did this, Luna called out to the crowd in her booming voice. “Citizens of Cloudsdale!” she said, “take thine loved ones and find someplace safe!”

In the flurry of activity that followed, Nihilus and Luna once again turned to face each other. They were less than thirty feet apart.

“Tell us more about the infantile little flying castle our father granted thee.” Luna had begun to use the majestic plural, and she spoke in low, venomous tones. “Give orders to those wind-up soldiers that our mother lets thee play with. Attack us with the magic thou stoleth from our sister’s star pupil. Thine name suits you, *Nihilus*. Without all of thine little toys, thou art merely an insane monster with an ugly face. Thou art *nothing*.”

The insults stung. Twilight chose that moment to make herself heard: “*Luna one, Nihilus zero. She’s pretty much got you there, Naughty.*”

“Shut up!” Nihilus shouted suddenly, jerking her head to the side as though she could shake the voice out of her mind. Luna raised an eyebrow. Nihilus looked back at the princess. “I am more than ten times older now than I was the last time you and I fought, *Princess*,” she spat.

“And we are fully rested, and have double the strength we came at you with then. Thou didst not truly think thou wert our match, did thee? Even the weakest alicorn can take the strongest unicorn on a good day. We are a *god*, Nihilus.”

Nihilus felt a burning fury rise within her. For the first time, she felt herself truly hate a pony for a reason other than Twilight loving them. Her eye began to glow brighter, and she felt her magical energy gathering there, making it feel warm. “You pitiful *child*,” she said, “what makes you think that *I am anything less?*”



AJ watched the world go dark, and felt a mixture of anxiety and anticipation. Luna was distracting Nihilus. If things were going according to plan, the puppets would come for them any moment now. She took a breath to calm her nerves, and checked her saddlebag for the ropes that Luna had brought her. Then she fiddled with her stetson, and pawed the false ground, waiting.

She stood with Pinkie Pie in the top tiers of Cloudsdale. They were indoors, or as indoors as you could get in the ouropolis. They were under a roof, supported by a row of white columns. Beyond those, the building simply dropped off several stories to the false ground below. Pegasi had no need for fences or walls to keep them from falling, and Cloudsdale did not need to protect its residents from the weather.

Pinkie Pie was bouncing on her hooves so quickly she was almost vibrating. "Are they coming yet?" she asked, speaking quickly. "Are they? Huh? Huh?"

Applejack knew the futility of asking for her to calm down. "They're comin' alright," she said, spying several dark shapes moving towards them through the dark sky. "When those puppets touch down you try to stay close, but keep outta my way, you hear?"

Pinkie Pie sprang more than five feet into the air. The mare could jump extraordinarily high when she wanted to, AJ noted. "You betcha!" Pinkie cried. "I'm just here to cheer for you and help with Dashie."

Applejack spied more dark ponies moving along Cloudsdale's "ground". "Ah sure hope Rarity and Fluttershy know what they're doing." She saw a pegasus puppet pass close by and called out to it. "Up here, you no-good varmint! Ah got a hoof here with your name on it!"

The pegasus turned, and all of the puppets close by turned with it. They took off towards her, and AJ backed away from the edge of the building. In moments, several of the pegasi had landed, their black coats contrasting the pristine white of the pillared structure. Applejack looked for Dash, but all their manes were a bright blue.

More puppets began to converge on their position. Applejack counted at least ten, and their numbers were increasing every moment she dallied. "Now," she said to herself, "ten of you against me? That just ain't fair." The closest pegasus stood on its hind legs, a pegasus combat stance. Applejack lowered herself so that she was close to the ground, just like Luna had taught her. The pegasus flapped its wings, its legs barely skipping along the floor as it moved towards her. "Ah had breakfast this morning," she muttered, spinning quickly to buck the puppet as soon as it came within range.

Her kick sent it through the air and into one of the pillars. It burst, but not before the impact caused the room to shake slightly. Applejack turned to face the other puppets. They had

taken similar stances as the first. “*And Ah* slept last night,” she said. “That puts me twenty up on the lot of you.”

This time, it was AJ who attacked. She knew what she was, now. She was an earthpony.

She charged forward, the weight of her lunge easily overcoming the first puppet’s attempt to grapple her and sending him to the floor. She pinned its forelegs with her own, then bashed its skull in with her forehead. Another puppet aimed a kick at her while she was on the ground, and she rolled toward it, catching its extended leg and jerking it toward the ground. The puppet stumbled towards her on one leg, and she grabbed it with her forelegs, wrapping them around its neck.

She rolled, placing her victim between herself and an incoming blow, using the pony as an equine shield. The incoming punch struck her victim, and, no longer needing the puppet, she broke its neck. Then she flipped onto her front, striking out with her back legs as she did so. She hit her mark, sending the puppet who had just struck his brethren into the ceiling, where it burst. She came out of her kick on all four legs.

Earthpony.

Two pegasi came at her from different directions, and she pivoted and lashed out again with her back legs, destroying it with another powerful kick. The second puppet, however, wrapped his forelegs around one of hers, throwing her off balance while she threw her kick and twisting her onto her belly. It would have been able to keep her held, too, were she not ten times stronger than it was.

Applejack simply brought her foreleg in, and the pegasus that held it was dragged on top of her. She rolled, placing the puppet beneath her, then punched out with her free foreleg. Her punch caved its face in. It burst, and once again she had all four hooves on the ground.

Earthpony.

Four puppets came at her at once with their strange flying two-legged charge, and she hoofed the first one in the skull, destroying it. Two of them got a strong grip on her, bringing her to the ground, but she rolled onto her belly, wrapping her hind legs around the third’s neck. She twisted, and the puppet burst, destroyed. Its two allies held her to the ground, however, and a new puppet entered her field of vision, raising its hooves to bring them down on her face.

She tensed the muscles in her neck, tapping her magic, and headbutted the puppet’s legs as they descended towards her. She felt the blow against her forehead, but her bones remained intact, strengthened by the same magic that allowed her to kick solid wood and remain unharmed. The puppet’s hooves shattered, and its legs broke against her face, propelled onward by the force of the stomp.

Earthpony.

AJ gave an incoherent yell, and pulled her hind legs toward her chest. The puppets that were holding them were dragged towards her, and their grips on her forelegs loosened. Applejack pulled her forelegs free, and brought them upward, smashing the two puppet's heads together with her enhanced strength. They both burst.

The puppet whose hooves she had shattered was standing on its hind legs just above her head. She pulled her own hind legs in ever further, tightening her flank and rolling back on her shoulders. The result was that she rolled, flank-over-face, kicking the puppet into another pillar with her hind legs and landing on all four hooves, facing inward.

Earthpony.

More pegasi landed inside the structure. None of them had grey manes. Applejack reasoned that Dash had found Rarity instead of them, so she kept destroying Nihilus' minions. She straightened out her stetson. It had taken a bit of a damage during the fighting. Applejack had not.

Two pegasi were proximate. She jumped on the nearest one, riding it to the floor as she kicked out at its ally. Its ally dodged her kick and grabbed one of her hind legs, but AJ had time to smash in the pinned puppet's skull with her own. She felt the leg that the other puppet held break, and her brain registered intense pain. Her immediate reaction was to tap earthpony magic, forcefully re-knitting the bones. She kicked the puppet with her newly healed leg. It didn't kill it, but sent it sprawling into a group of pegasi that had just landed.

Applejack jumped, sailing a huge distance through the air, propelled by her incredible strength. She didn't land with the light grace of a pegasus, but rather smashed downward, landing on the dazed puppet, crushing it to death and bringing her into the middle of another group of Nihilus' minions. Before they could register her presence, she had bucked another one into the back wall. She was dimly aware of Pinkie Pie cheering.

Earthpony.

She rolled onto another puppet and broke its neck, then felt a puppet grab her from behind. She threw herself backward, landing belly-up on top of her adversary, then head-butted backwards. To her dismay, her head struck only the floor, shattering the smooth cloud-marble. The puppet wrapped its forelegs around her neck, squeezing, but another backwards headbutt made contact, and she fell to the floor, unharmed.

Two more came at her, and she grabbed the first one around its chest, swinging it so that its legs struck the other puppet in the face, sending it reeling. The puppet she held struggled

and squirmed, and she bit down on one of its wings, then tore the limb out of its socket with her teeth. She squeezed its chest with her forelegs, bringing all of her earthpony strength to bear against the puppet. Its ribcage shattered, and it burst just as the other puppet regained its bearings and came at her.

Applejack gave another battle cry and jumped the pegasus, pinning it to the ground beneath her. She struck down with both her forelegs, crushing the puppet's neck. It burst, and she wheeled around, searching for the next enemy.

There were none.

"Wow, Applejack! I don't think I've ever seen a pony fight like that. Although," Pinkie Pie said, bringing a hoof up to rub her chin. "I haven't seen many pony fights."

"That's it." Applejack was panting from the exertion. "That's all of 'em."

"You forgot *me*," a voice said from behind them. Applejack froze, and her mind instantly went to the ropes she had in her saddlebag. It hadn't been the voice of the puppets. It was the voice of Rainbow Dash. AJ turned to face the mare with Pinkie Pie.

"Not surprising, really," the pegasus said. "You've been doing that a lot lately."



Fluttershy cringed as the glittering diamond blade soared past her and cleaved an earthpony puppet in two. It wasn't that she didn't trust Rarity to be careful; the unicorn was often the centre of a whirlwind of moving tools and cloth in her shop, and Fluttershy hadn't ever been struck once. There was a difference, however, between a yard of fabric and a blade that could slice her to ribbons.

What made her more uneasy, however, were the puppets. There were so *many* of them, more than had attacked Ponyville. The green-maned dark earthponies ran at Rarity, and she tore them apart without ado.

"You know," Rarity said to her as she separated her blade and pushed a storm of the super-sharp diamonds through several puppets, "I have always just *adored* Cloudsdale's architecture." She reformed her blade behind her, then turned to face the other half of the horde. "So filled with ideals of the earlier artistic periods, it is!" The blade snicker-snacked amongst half a dozen earthponies, killing them all in seconds as Rarity daintily back-stepped their assaults.

“And it’s always so *clean*. Sensible, really, considering it’s thousands of feet away from any dirt.”

Fluttershy felt her stomach turn. She didn’t like watching Rarity slaughter the mindless horde while she casually carried a conversation, almost as though she were making a dress back in the Boutique. She certainly didn’t like that she couldn’t help. The only reason she was with Rarity was that it was simply the safest place for her to be. They were on the low ground, and Fluttershy would easily be able to fly away if Rarity were to fail. She tried not to think about that, however.

“I mean certainly,” Rarity continued, sending the blade into a group of puppets at neck level. The results of her swing were predictable. “A number of *vermin* still make their way into the city.” Several puppets had ducked the swing, but were killed when Rarity disassembled her blade and then jerked the shards through the air to reform in front of her. “But at least they don’t leave much of a mess when you clean them up.” Without turning around, she impaled an earthpony lunging at her from behind.

Fluttershy had no way of helping her. Worse, she was actually in the way. Rarity would have far less ground to hold were the pegasi absent. She hung her head. She just felt so *useless*...

“Did you know, dear, that unicorn blades are supposed to have names?” A large group of earthponies rushed into the structure that they were fighting in. “Mine, doesn’t, of course, but I ought to think of one, don’t you agree?” Rarity eyed the oncoming mass of puppets, then shattered her blade again. “I remember a poem I read once, or was it a book? Oh, never mind. In any case, I was thinking...” She narrowed her eyes at the oncoming horde, and the diamonds shot outwards in all directions. They ricocheted off of the walls and ceiling, causing tiny bits of cloud-marble to puff outward where they struck. The diamonds tore through the earthponies, and those who weren’t slain immediately were destroyed when Rarity returned the blade to its formed state in front of her.

“*Vorpal*,” she said coolly. “What do think?”

“I, um, I don’t know what that means, but I think it sounds g-” She was cut short, however, as she was enveloped by red magical energy. She was completely paralyzed.

“Fluttershy!” Rarity breathed, spinning. Fluttershy saw two more puppets at the other entrance to their structure. These, however, were unicorns with blazing red manes.

Fourteen diamonds sped towards them, and fourteen red flashes of light sent *Vorpal* scattering across the floor. Rarity reformed the blade.

“Attack us again and the pegasus dies.”

Rarity hesitated.

“We have specific instructions to use her life as collateral. You will surrender your blade, and then both of you will be taken to the mistress. She will keep you both alive. Do not attempt to negotiate these terms. We are not capable of altering the ultimatum in any way.”

Rarity looked at them for a moment, then back to Fluttershy. Fluttershy tried to give her a signal, a sign, but she found herself completely unable to move. She had the overwhelming urge to blink from the dust gathering on her eyes, and realized that the spell was also preventing her from breathing. Rarity let out of her breath, looking downward. Then, she threw her saddlebag to the ground at the puppet’s hooves. Thirteen irregularly cut diamonds followed it.

The unicorns waited until they had finished scooping up the diamonds with the bag to release Fluttershy. She blinked furiously, her eyes tearing up, as she took a long breath. They were now surrounded by earthponies, the two unicorns approaching them.

“You will come with us,” one of them said to Rarity.

“And the earth puppets will take you,” the other said to Fluttershy.

Fluttershy couldn’t look at her friend. “I’m so sorry,” she whispered. She had ruined it, ruined the plan, ruined everything.



Wrong, she had decided. She was *Wrong*.

Wrong wasn’t sure what had made her come up with the name. There was something in her, though, some very tiny, almost completely inaudible voice, that told her she was *wrong*, that something was *wrong* with her. So she was now *Wrong*. The voice would tell her to do things, plead her not to obey the mistress, but she knew that the voice was, ironically, *wrong*. She would be cruel. That was her purpose.

“Applejack,” she greeted the earthpony indifferently. “Pinkie Pie.”

“Dashie!”

“Rainbow, Ah know you’re in there,” AJ uncoiled a length of rope.

The tiny voice spurred into action, but Wrong suffocated it with a slight effort of will. She was far beyond letting it get the best of her. She regarded the two earthponies in front of her, and the Insanity urged her to feel hatred. It was so good to her, the Insanity. It always showed her the way, guided her towards clarity. When clarity came, however, the tiny voice would become louder, striking at her when she was weakest. The voice was such a coward, attacking Wrong only when she was weak. It was a good thing the Insanity was there to help her get rid of it.

“You got my name wrong,” Wrong said as she approached them. “My name is Wrong.” Pinkie Pie gave her a strange look. Applejack began to spin a lasso.

“Sorry, Dash,” AJ whirled the length of rope above her head, “But if you can’t come with us on your own, Ah gotta bring you in the hard way. Last chance.”

Wrong smiled. “I am going to enjoy killing you ten times over, you rotten traitor.”

Applejack winced at her words, then regained her composure and threw the lasso, wrapping her own end of the rope around a foreleg.

Wrong rolled to the side with lightning reflexes, then reached a foreleg out and caught the loop of the lasso. She jerked it backward, and AJ stumbled towards her. Wrong sped forward, meeting her halfway with a hind hoof to the face, and felt AJ’s jaw break under the force of her blow.

AJ skidded onto her flank, and Wrong wrapped the loop of the rope around her neck. Then, she struck out with a lightning-fast flurry of blows, knocking Applejack’s face back and forth against the cloud-marble floor.

She felt a hoof on her shoulder, and struck out with a foreleg. Pinkie Pie moved to avoid it, but in doing so tripped over the hind leg Wrong had extended. Pinkie spun as she fell, so as to land on her hooves, but Wrong kicked out with her unnatural speed. Her hoof caught Pinkie Pie in the stomach, and the pink pony made a terrible choking noise as she hit the ground.

Tears had formed around the pathetic pink pony’s eyes. “Dashie?”

Wrong knelt down and smashed Pinkie’s face into the marble. Then she took the other end of the length of rope and wrapped it three times around Pinkie Pie’s hind leg.

Applejack had recovered, and stood, her jawbone realigning and the bruises on her face fading rapidly. The lasso loop was still wrapped around her neck. “You want to fight me, Dash? Alright, we’ll do things the hard way.”

Wrong stood onto her hind legs, keeping one on Pinkie's neck. "Fight you? This won't be a fight. I'm going to make you *suffer* for what you did to her."

She spread her wings and flapped once, letting the considerable forward force of the thrust throw her, and Pinkie Pie, forward. Pinkie absorbed most of the momentum, and began to slide across the floor toward the edge of the structure and the several story drop. Applejack's eyes widened, and she quickly moved to help her friend.

Wrong moved more quickly. She flapped her wings again, angling her motion towards the earthpony, and triple-kicked Applejack in the chest. Pinkie Pie, too dazed from her beating to stop herself, went off the edge and downward toward the city below them.

Applejack got up from where she had landed on the floor. Wrong looked down at her from her stance on two hind legs. Their eyes met.

The rope went taught.

The lasso around AJ's neck tightened into a stranglehold, and the earthpony let out a choking gasp, struggling to remain standing on the smooth, clean floor. The muscles in her neck tightened, and she drew in a wheezing breath. Wrong spun herself through the air, kicking AJ across the face, then landed and drove a hoof into her stomach. She pushed AJ's face downward as she pulled her leg back, driving another hoof into the earthpony's muzzle.

Applejack fell, bloody, to the ground, where she began to slide towards the edge. She recovered and caught herself on one of the pillars, then struggled to draw another wheezing breath.

"Come on, AJ. All it would take is one bite. Cut the rope."

Applejack looked up at her with horror. She opened her mouth wide, sucking in more air, then spoke, her voice quiet and strained. "Ah... would... never..."

Wrong crossed the room in an instant, placing her face in front of the earthpony's. "*Then why did you do it to her!?*" she screamed.

Applejack drew back from the pegasus. "What..." she said, struggling to draw another breath.

"She *waited*, AJ. *Waited* for you to come for her. Rainbow Dash would have come for you, but you couldn't be *bothered*. It *ate* her. Every second of every day she waited for you to come to the rescue and you never came. I'm what's left, and I'm *Wrong*." She punctuated the last sentence by slamming AJ's face into the cloud-marble.

Applejack raised her head slowly, blood dripping from her snout to pool beneath her. Her face was reddening from the rope. "Nih'lus... did this to you... Dash."

"And you *let* her! She was your best friend, and now I *despise* you for what you did to her."

Applejack looked up at her, then slowly shook her head. "You're not Dash. You're crazy." Her face was red from the lack of oxygen. She would pass out soon.

"*No!*" Wrong screamed, "I am *Wrong!*" She smashed Applejack's head downward again, then grabbed the rope around her neck and pulled it back, adding her own strength to Pinkie Pie's weight. She placed a hind leg on the back of Applejack's head, bending it forward and into the rope. The earthpony tried to talk, but only managed a raspy cough, spluttered into the pool of blood.

It wasn't long until Applejack passed out. The rope was still taught with Pinkie Pie's weight. Wrong sat holding the rope, wondering what to do. The tiny voice was pleading with her, but she couldn't hear what it was saying through the Insanity.

You will be cruel to others.

She kept choking Applejack, long past the point where a normal pony would die. She reckoned that AJ's earthpony magic might be enough to keep her alive. Then, she undid the rope, which was still heavy with Pinkie Pie's weight.

She let it go.

Wrong picked up Applejack's limp form and flew away, handing it to some pegasus puppets she found in midair. She did not look down. She felt different, somehow, as though something inside her had changed. The Insanity was barely present, but the tiny voice had nothing to say. She should have been happy for its absence, but instead she only felt...

Wrong.



Luna attacked first.

Nihilus watched the goddess dive straight downward, throwing herself *through* the

clouds that made up the “ground” of the Cloudsdale plaza. Nihilus, having lost sight of her opponent, mentally prepared both a teleport and a powerful force field. Her knowledge of war magic had been greatly expanded in the past week, and she ran through the list of spells that she could now unleash upon her opponent. They were nightmarish things, magical terrors from an era of war and strife long since past.

She caught a glimpse of motion out of the corner of her eye, and whipped around to see Luna emerge behind her, bursting from the clouds and rising high into the air. In the surreal darkness, Luna possessed an ethereal glow, her mane and raiment glimmering with magical power. By contrast, Nihilus’ eye and mane each burned with a crimson energy, and her black coat was hardly visible in the darkness. Her curved and pointed ears helped to make her look positively demonic.

A stream of dark, wispy clouds trailed behind the princess as she rose, and Nihilus realized what her opponent was doing.

“We could offer thee a chance to surrender,” the princess said, “to save thyself the pain and embarrassment. But we don’t think we shall.”

Luna threw her forelegs forward, and a blazing bolt of lightning arced towards Nihilus, illuminating the darkened plaza momentarily.

The bolt was deflected by Nihilus’ magical force field, harmlessly striking a nearby pillar. Nihilus felt her red eye burn as she used her own magic to conjure a dozen tiny orbs of the writhing darkness that characterized her magic.

“You think you’re a god, Luna? I’m going to pull your legs off and watch you squirm.”

The orbs hovered around her for a moment, then sped off toward the floating alicorn, each of them spiralling silently through the air.

“Like an *insect*.”

Luna dove towards her despite the approaching missiles. She twisted and spun in the air with a remarkable amount of dexterity, narrowly dodging every single one of the orbs. As the princess approached Nihilus, however, Nihilus teleported into a nearby structure. She gritted her teeth with rage. When had Luna become so *fast*? The structure, like all pegasi structures, was open to the city, and Luna easily caught sight of her and charged.

Nihilus tapped her magic once again and aimed a transmutation spell at a nearby pillar of cloud-marble. It solidified instantly, the false marble turning into actual stone. Then it exploded, bursting into a thousand bits of rubble as Nihilus struck it with a single thought. Luna slowed herself in midair, but it was too late, and she was already in range of the broken bits of

stone. Nihilus tossed several at her, keeping the rest hovering in the air around her as extra ammunition.

As expected, Luna flipped over in midair, the stones passing just under her wings. The princess flapped her wings several times, and the clouds around her became incorporeal, swirling upward and concealing the princess from view.

From within her building, Nihilus gave a snarl of rage, and slapped the remaining bits of stone at the cloud bank. She knew that even if some of them struck their mark, Luna would be mostly unharmed because of her earthpony magic, but it wasn't as though the rubble was useful in any other way, and Nihilus had felt like hitting something.

"Face me, insect!"

The stones disappeared into the cloud bank, and there was no indication that any had struck the princess. Then, the vaporous clouds solidified, condensing into the moisture that was their liquid state. The droplets of water solidified further, coalescing into a thousand glittering, pointed shards of ice. At their centre was Princess Luna, hovering and giving Nihilus a calm look.

The bits of ice shot towards her, and Nihilus rolled behind an intact pillar to avoid them. Most of the shards smashed against the wall behind her, but some remained in the air, held back by Luna's magic, hovering inside the structure. The princess followed the shards in moments, rocketing into the building and landing vertically on the wall opposite Nihilus. She dropped down and moved closer. Nihilus smiled.

Her smile widened to a grin as she cut the air with her horn, waving it from left to right. She felt her eye grow hotter and glow brighter as she poured power into her spell. A wall of unnaturally crimson and fluid flames spread from one side of the structure to the other. The remaining shards of ice vaporized, and Luna cried out and recoiled as the hellfire seared her flesh. Nihilus, however, was unharmed by the molten flames.

Luna backed against the wall and threw several silvery bolts of magic at her. Nihilus burned them out mid-flight with her own dark energy, then countered with another terrible war-spell. A conjured mass of writhing, dark chains was violently thrown through the wall of fire at the princess.

Luna turned to face the back wall, flapping her wings upward. With the upward force of her flight, she placed her hind legs on the vertical surface and *ran* up the wall, narrowly avoiding the infernal shackles. Then she pushed herself off the wall, catapulting her weight over the molten barrier and landing not ten feet from the dark unicorn.

Nihilus called forth more of her magical power while Luna was in the air, feeling her

warped eye grow hotter. As the Princess landed, Nihilus *screamed*, and an unnatural, screeching wail tore through the air around her, causing the cloud-marble to splinter and crack. Luna tightened and winced under the unbearable sound of the war-spell.

Nihilus took the opening. She tapped her power again, conscious of the fact that the Princess was steps away from killing her. Her spell was channeled through her gaze, and she fixed her glare on Princess Luna. Immediately, the princess began to wither, her lithe form shrinking, wrinkling, and becoming fragile.

Luna did not let Nihilus gain the upper hand so easily, however. She raised her head and met Nihilus' eyes with an equally forceful stare, and Nihilus watched in dismay as the the effects of her flesh-fade spell reversed, and Luna's form filled out once more.

"Thou hath learned some new tricks," the princess hissed.

"Are you not *entertained*, princess?"

Nihilus focused, forcing her magical energy into a single point. Her eye flashed, and a crimson beam of pure energy shot forth to impale the Princess with the unicorn's dark power. Luna's horn glowed, and a translucent barrier appeared in front of the goddess. Nihilus knew exactly what spell the Princess was using, and cast her own reflective wall as the beam rebounded towards its mistress.

She kept the beam steady, forcing more and more energy to bounce between the two duelists. The red light between them became blinding, and Nihilus could barely make out Luna's expression of surprise as the princess realized what was happening. Nihilus teleported out of the structure. The princess was not so fortunate.

Nihilus came out of her translocation spell not anywhere in the plaza, but rather directly above the pillared building they had just occupied, over a hundred feet above the ground. She held herself aloft with her own telekinesis.

The structure exploded, a burning cloud of the unnatural crimson energy throwing cloud-marble outward and demolishing everything around it. A ring of flames from her hellfire spell engulfed everything just outside the blast radius.

She gave a gleeful shriek as she watched the destruction, then pieced together another war-spell in her mind. Using her incredible telekinesis, she summoned a massive wave of her dark energy and then propelled it downward into the ruins where the princess supposedly lay. As the spell descended, she made out the tiny form of Luna below her.

The Princess, unable to avoid the dark blast with her wings in time, simply threw her own wave of telekinetic force at herself, throwing herself to the side violently to avoid the much

greater danger. Nihilus' spell impacted the ruined structure, impressing a crater into the structure's already annihilated foundation.

Nihilus did not let up on the princess. She threw herself through space again to land in front of the injured alicorn, then cast another set of infernal shackles at the Princess as she rolled out of her self-inflicted throw. The chains struck, wrapping themselves around the alicorn and tightening. Luna's horn flashed, however, and the dark shackles shattered, their pieces speeding towards her.

Nihilus, however, had teleported once more, back into the rubble of the demolished structure and behind the Princess. She struck out with another spell of hellfire, and the Princess was consumed by the superheated molten flames. Luna was *still* not finished, however, and the Princess drew the clouds around her once more to extinguish the flames, the air around her erupting into a cloud of steam.

Luna exited the cloud battered and burnt, but still standing. She tore through the air towards Nihilus, aiming a kick at the unicorn's face. Nihilus teleported out of panic, translocating herself back into the air.

Before she began to fall, she cast another beam of red energy through her glowing eye. It speared through the air incredibly fast, but the princess rolled out of the way and the beam simply cut through the base of Cloudsdale. As she fell, Nihilus readied another war-spell, softening her landing with telekinesis.

Luna turned, and Nihilus hit her with another withering glare, simultaneously casting another set of infernal shackles to bind the princess. Luna's muscles withered, but she shook the spell off once more. Her earthpony magic was near its end from all of the harm she had sustained, however, and it took her too long to counteract the flesh-fade. The chains engulfed her once again. The princess' horn flashed, but Nihilus channeled more power into the infernal shackles, keeping the princess bound. Luna had lost.

Nihilus wasn't *finished*.

She snarled, throwing herself into the air above her helpless opponent, and threw another wave of darkness downward with even more force than she had the first. It impacted the struggling alicorn head-on, creating a massive crater in the cloud city's plaza and throwing out a ring of force. She landed softly once again, using a touch of telekinesis to slow her fall, then examined her opponent.

Luna was not conscious, but she still drew breath. It was a pity, really. Nihilus had been enjoying a good night out on the town. "I won," she said simply. She lifted the princess by the infernal shackles that held her. "I beat a god." She grinned.

What did that make *her*?



Pinkie Pie *landed*.

She fell several stories through the air headfirst, turning before she hit the ground and coming to a low crouch. She sustained no harm, despite the fact that the fall should have been fatal to a pony without a massive amount of earthpony or pegasus magic.

She had fallen, which meant that Rainbow Dash had tried to kill her. Had she also tried to kill Applejack? Pinkie Pie began to feel herself panic. Why was everything so *wrong*?

Before, In Sugarcube Corner, she had been able to see Dashie inside whatever that thing had been. Now, she couldn't detect the presence of her friend at all. Rainbow Dash was gone. They had to save her.

She moved through the city's lower level. The plaza was empty now, filled with destroyed buildings and patches of unnatural red fire that burned despite the lack of fuel. She wasn't able to think about what kind of a fight had taken place between Nihilus and the princess. She could hardly handle seeing Applejack destroy the puppets, and Dash striking her had almost left her broken.

Her face and mane were covered in blood, and the pain beat against her mind as she tried to pull herself together. Her mane was going limp. Her hind leg stung from where the rope had dug into her flesh as she hung. Her eyes were wide with panic, and she continuously swung her gaze around, looking for nothing in particular.

She moved across the city, heading towards the looming citadel that had broken through the city's underside. If Luna wasn't in the plaza, she might be there. If Applejack had truly lost against whatever held Rainbow Dash, she would be there. If Pinkie could get to them, rescue them, Dash would still have a chance. Twilight would still have a chance. Equestria would still have a chance.

That was only if Applejack was alive, though.

A group of earthpony puppets tried to block her path, but she absent-mindedly flipped over their heads and continued moving faster than they could catch. A pegasus tried to tackle her, but she countered its grab and threw it to the ground gently. Several more earthponies guarded the entrance to the dark fortress, but Pinkie slid under them with a lack of enthusiasm.

She had to find her friends.



Luna awoke with a shuddering intake of breath. Her lungs cried out in pain as she filled them with oxygen. Her entire body ached all over, and she barely managed to open her eyes. She had lost. The thought hurt more than all her bodily pain combined.

“Applejack took far less time to recover from her near-death,” a familiar voice mused. “I wonder if I simply caused you more harm, or if Applejack is just a much stronger earthpony than you.”

Luna looked up, through the bars of a cage, to see that she was in a large circular room. She realized that they were in the floating citadel, likely at the top level judging by the size of the room. She looked back and forth to see Rarity and Applejack occupying similar cages beside her.

Nihilus stood atop a raised platform in the centre of the room, flanked by two unicorn puppets. She was wearing Applejack’s hat, and her horn poked out awkwardly from beneath the tilted stetson.

“It’s interesting, really. One moment you’re lying on the floor, dead to the world, not even breathing, and then the next you just gasp yourself back to life again. Earthpony magic is interesting indeed.” Nihilus stepped down towards them. “The metal of the bars has been enchanted. While truly nullifying unicorn magic is impossible, you will find yourselves unable to manipulate anything outside the cages.”

From her place in her own cage, Applejack spoke softly. “Ah’m sorry, princess. Ah held back. Dash was too much for me.”

“We failed,” Rarity said.

Nihilus came closer. “Did you expect any other outcome, Rarity? Twilight is what leads you to victory every time. Twilight is your power. And Twilight is *mine*. What is it that you have there?” she asked Luna suddenly.

Before Luna could act, Nihilus had grabbed Celestia’s game piece with her telekinesis and brought it in front of her face to be examined. “*Oh*,” she said, smiling. “This is just *precious*.” She moved closer, and knelt in front of the bars to look at the princess. “Missing your sister, are

you?"

Her voice became low and taunting. "It wasn't Titan, you know, who finished her. I wasn't Emyrean either. It was *me*." She levitated the figurine out in front of her and the air around them began to grow hot. As the metal began to melt, she continued. "I beat her down into her component parts, her different pieces of magic, so that we could give the power to Titan's little whelp." A puddle of molten metal now sat in the air between them. "The process was much... *messier* than this, mind." Luna turned away sharply as the metal was flicked towards her, and droplets of superheated steel burned her face. "And the result was far less useful."

Luna was not going to let the monster-child Nihilus get the best of her. "Thou thinkest," she said slowly, "that thou knoweth pain because thou inflict it upon others." She met Nihilus's deformed eyes. "I served Queen Terra for decades, parasite. Her favorite past-time is torture. Twilight's friends are here to rescue her, not harm thee. If *I* get hold of thee, however..."

Nihilus's eyes narrowed, and the red one began to glow. "Why you little-"

Her head snapped to the side suddenly, and she closed her purple eye. "Oh come now," she said quickly. "I'm allowed to have *fun*." She gave an exasperated sigh. "*Fine*," she said.

From her place in her cage, Applejack looked up. "Twilight?" she asked.

"Applejack!" Nihilus barked. "Look at me." She approached the earthpony's cell. "Tell Twilight everything is going to be alright. Tell her that you're going to get her out of this. Tell her that you *believe* that you're still going to win."

At this, Applejack straightened and looked Nihilus in the eye defiantly. "We *are* still going to win, Twilight, you hear me? This ain't over. Ah don't know what it's like for you, spending all your time with *her*, but we're gunna get you out. Ah swear it."

Nihilus teleported back to the centre of the room, spinning around and laughing. "All too easy!" she crowed. She turned, and hovering in the air beside her was a golden necklace, at the centre of which was a black apple. "Oh *Applejack*," she said, "*lies* do not become you."

"Ah wasn't-"

"The Element of Honesty disagrees. Now," she said as Applejack looked on in confusion. "*Rarity*." She teleported to bring herself in front of Rarity's cage. "It will be difficult to get you to commit an act of selfish greed, I think, so I will have to simply seize control of your mind. Hold still, please, this takes quite a bit of effort, or I would have done it to Applejack, too."

Just then, the gray-maned and black-coated form of Rainbow Dash sped into the room by way of the open balconies. She landed facing Nihilus, then gave a low bow.

“Trouble, mistress.”

A look of irritation flashed across the unicorn’s face. Her horn glowed, and Luna was soon wrapped up in the black, biting chains. She turned to the unicorn puppets still standing on the raised platform. “If they attempt to escape,” she said, “kill her.” The puppets nodded.

Nihilus teleported to one of the outdoor balconies, and Rainbow Dash moved through the air quickly to her side. They spoke for a short time, the Dash took off as Nihilus disappeared in a burst of her dark magic.

The room was silent for a time, then Luna spoke from her position pinned to the wall by the chains. “Applejack,” she said. “Thou canst breaketh the bars. Thou hath the strength.”

“No, Luna,” the earthpony responded firmly.

“Applejack, *please*. My part here is done. Even if we win, I know nothing about ruling a kingdom. The royal pony sisters died with Celestia.”

“How can you say that, Princess?” Rarity asked.

“If they don’t kill me now, Nihilus is going to *eat* me. Let me die doing something useful for once, rather than making Nihilus even stronger. Let me give you the chance to do what I couldn’t.”

Applejack was silent for a time. The puppets ahead of Luna watched her with blank faces. Rarity wouldn’t open her eyes. Finally the earthpony spoke:

“Ah see why Celestia wanted you to meet Twilight, Princess. You have a lot to learn about friendship.”



Fluttershy was led across the broken centre of Cloudsdale sometime after the unicorns took Rarity away. Their progress was slow, and Fluttershy did not resist. She let them gently prod her along. The puppets guarding her were pegasi, so she couldn’t fly away. They would be much faster than her. They entered the fortress.

She needed to rescue Rarity, but she couldn’t *do* anything. She only had two guards, but

even if she could somehow get past them, she had no idea where Rarity was being kept, or how many enemies were between her and Fluttershy. She had to try, though. She couldn't just give up.

She remembered how she had used the stare on the first puppet she ever saw, how it had dissipated. She stopped moving, and the pegasi in front of her turned around to prod her again.

She met its eyes with the stare.

It was as though it was empty inside. There was no mind or will for Fluttershy to influence, and so the stare simply passed through it, obliterating the little function that the puppet's mind had. The pegasus vanished.

Fluttershy turned sharply to face the pegasus behind her, and it too met her eyes. She hated it, hated how it just *died*. She reminded herself that it wasn't really real, but her unease persisted.

She moved forward through the citadel, encountering no puppets on the lower level. She found a room with stairs leading upward and outside, and spread her wings, preparing to fly around the outside edge of the fortress to find her friend.

The air next to her suddenly grew dark, and a black pony who she could only assume was Nihilus appeared next to her. "Stop," she said simply. Fluttershy froze, terrified.

"Isn't that interesting," Nihilus mused, stepping in front of Fluttershy and regarding the pegasus. "I don't need magic to subdue you at all. How pathetic."

"T-T-Twilight, if you're in there-"

"Ugh, why do you all keep trying to talk to *her*. Can't you see I'm just so much more interesting? Now do me a favor, Fluttershy, and do something cruel. I'd hate to have to waste such a large portion of magic on a creature as insignificant and pathetic as *you*."

Fluttershy looked into the pony's mismatched eyes, and realized that Nihilus really was insane. "I'm insignificant and pathetic?" she asked. "But then what does that make you?"

Nihilus regarded her coolly. "It's a start," she said. "To answer your question: a god, I should hope. What else could I be?"

"Alone."

Nihilus laughed. "You have *got* to be kidding me. Go on."

“You didn’t get to choose what kind of pony you are, Nihilus. You were *made*.” The dark unicorn’s eyes narrowed. “But you don’t have to act like this. Twilight changed, when we first met her, so why can’t you? You don’t have to be alone and friendless, cruel and hateful. You could *choose*. You don’t *really* like having nopony to talk to, nopony to care about you, do you?”

Fluttershy felt herself thrown into a wall as Nihilus casually slapped her with telekinesis. “I think I’ve heard enough,” the unicorn said simply.

She coughed, but kept going. “We came here to save Rainbow Dash and Twilight. Who would come for you, Nihilus? Even if you beat us, you will be hated forever. You could be good.”

Nihilus snorted. “Good? After all of this you think that any part of me is capable of good? You think that any part of me would ever *want* to do what you call ‘good’?”

“Twilight could do evil. Everypony has a choice, Nihilus. What have you chosen to do so far?”

Nihilus closed her purple eye, then looked away from Fluttershy. “My name,” she said, her voice filled with cold rage. “I’ve chosen my name. I don’t believe for a second that you think I am redeemable, Fluttershy. You love Twilight too much to let me go.”

“I mean it. I swear. I’ll Pinkie Pie Swear.”

Nihilus turned away from her fully. “No need,” she said simply. She turned back around, and in front of her was a golden necklace set with a butterfly-shaped gem. Her horn darkened, and the gem at the centre of the necklace turned black.

Nihilus closed her eyes, and a pained expression came across her face. “You just lost the Element of Kindness, Fluttershy,” she said. “Do you know what that means?” She turned around, and her expression was one of fury. “That means that everything you just said was a lie. You know you’ve lost, so you’re trying to hurt me in the only way you know how. *Cruelty*, Fluttershy. It means you’re being cruel. And of all the ponies in the world, you chose to be cruel to *me*.”

Another telekinetic push slammed Fluttershy against the wall. “Well I don’t want your *friendship*! I don’t *need* any other pony! I am more powerful than all of your friends combined.”

Fluttershy was confused. She hadn’t been dishonest; she really didn’t want anypony to die so that Twilight could live. Nihilus, however, was not going to change.

“And this is what you do with it,” Fluttershy said weakly. “Nopony deserves power as little as you do, Nihilus. You should be helpless here, not me.”

From the top of the steps, A black pegasus with a gray mane descended to stand beside the unicorn. It took Fluttershy some moments to recognize Rainbow Dash.

Suddenly, Nihilus jerked her head to the side once more and closed her purple eye. “*Shut up, you!*” she shouted to no pony in particular. She continued to yell at herself, “You heard what she said. I have your spell already, I don’t need *you* anymore.” She barked out a humorless laugh. “You really think pleading is going to get *me* to change my mind? You’re just as pathetic as they are.” Nihilus turned back to Fluttershy. “You have enlightened me, Fluttershy. I realize now that the five of you will never stop trying to rescue Twilight Sparkle. You will never stop trying to kill me. I simply cannot allow you to live.”

She looked over to Rainbow Dash. “Kill her,” she said simply. Then she vanished in a burst of darkness.

“Rainbow Dash, you-”

Dash crossed the room faster than Fluttershy would have thought possible and kicked her in the chest. Wind knocked out of her, Fluttershy fell to the ground. Dash straddled her form and struck out with a flurry of blows, hitting Fluttershy several times in the face. Fluttershy’s mouth filled with blood.

She spat the blood out. “Dash-”

She felt another hoof made contact with her face, and her head bounced off of the stone floor, dazing her. She felt a leg press down onto her windpipe. She couldn’t draw breath.

She looked around, searching for something, *anything* she could use to save herself. There was nothing. She flailed her hind legs, but they struck nothing. She beat them uselessly against the floor, all the while feeling her life ebbing away. With no other options, she looked up, into Dash’s eyes.

She *stared*.

For a moment, it seemed as though it would work. The pressure on her neck let up slightly, and she almost managed to take a breath. It was as though her stare met some invisible barrier, however, between her and Rainbow Dash. She tried to push through it, tried to *force* her way into Dash’s mind, and felt the barrier crack and splinter...

Dash closed her eyes.

After awhile, Fluttershy closed hers, too.



Silence.

There was no buzzing, no writhing inside of her, no crawling under her skin. For the first time since the mistress had given her the Insanity, it was totally quiet. All her memories, all her thoughts, all her feelings, came back to her.

She stood frozen, realizing who she was. She couldn't stand the silence. The Insanity would come back, soon, to make some noise, to make her forget. She looked down in disbelief, hardly aware of where she was or why she was there. Before the buzzing came to bring her back to blissful insanity, she managed to softly speak one word. Her voice was quiet, but she could easily hear it through the total silence that permeated the room:

“Fluttershy?”

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[Chapter 7: “She’s Alive”](#)

[A thanks goes out to The Prereaders](#)