

CRISIS: Equestria

Chapter Twenty: Inspiration

Twilight had to admit, the gryphons of this world had developed an aqueduct system that completely outclassed any she'd ever seen or read about before. Certainly they weren't functioning any longer, but she knew enough about magical architecture to see how the intricate craftwork would function if they were. The aqueducts led into a massive reservoir, but centuries without rainfall had long since drained the water level. Nothing but scant pools of stagnant water remained.

While the others took a short break along the edge of the reservoir, Applejack, Rainbow, and Pinkie volunteered to scout the terrain behind the surrounding wall. Though Tick Tock had insisted it was unnecessary, and Twilight had protested because it was dangerous, the trio had gone anyway. Those who stayed behind sat in a loose circle, taking the opportunity to rest.

While Twilight waited with the remaining ponies, she took full advantage of having water available nearby. With a flourish of magic, she pried a few large hunks of metal off a nearby machine and fashioned it into a set of canteens, one for everypony. The nearest pool of water was just enough to fill each one, and then it was a matter of purification. Before today, she wouldn't have thought she could do either, but recent events made her more confident in trying out spells she'd never practiced before. Once she finished, she passed out a canteen to everypony present, and set the remaining three aside.

"Well, everypony... drink up," she said, bravely taking the first sip from her own canteen. The water smelled minty and had an odd nutty taste to it that she couldn't quite place, but it was pleasant, and more importantly, clean.

Flathoof placed his lips on his own canteen and chugged down two-thirds of his portion in one gulp, giving a great exhale afterward. "Oh, wow... thank you, Twilight," he said, after wiping his lips. "I can't tell you how much I needed that. I've been dying of thirst."

Lockwood took a long sip, and let out a breath of relief as well. "Mmm, I tell you, nothing quite makes a pony thirsty more than running and flying for eight hours straight. That hits the spot." He took a kerchief from his pocket and dabbed his lips. "All we need now is a little something to eat, and we're all set."

"I don't suppose your newfound power can help us out of that jam, can it darling?" Rarity asked.

Twilight shook her head. "Unfortunately, that's not how transmogrification spells work. I could certainly take a lump of metal and fashion it so it looks, feels, even tastes like a basket of hay fries and a daisy sandwich—my favorite—but it would still be composed of metal. I can't just

arbitrarily give nutritional value to something without altering its fundamental alchemical content.” She sheepishly rubbed the back of her neck. “Alchemy isn’t my strong suit. I’ve relied on Zecora a little too much, I think.”

These were unfortunate circumstances, Twilight thought, but it was just the way the cards had been dealt. This had been the longest she’d ever gone without even the slightest hint of food, and that didn’t bode well for the others. She knew for a fact that amongst her friends from her own Equestria, she’d probably skipped the most meals in her lifetime, thanks in part to her heyday as a student at Celestia’s School for Gifted Unicorns; the only pony she thought might be able to relate was Rarity, for work-related reasons. Rainbow and Applejack were the most physically active, and needed a lot of food to maintain that energy; Fluttershy usually ate light, but as far as Twilight knew she took regular meals; Pinkie was... well, *Pinkie*. She couldn’t speak for the natives of this Equestria, but she doubted that Lockwood or Flathoof had ever gone hungry, and Tick Tock didn’t seem the type to travel unprepared. The thought of traveling all the way to the coast without a solution to their food dilemma troubled her deeply.

“We could always ask Miss Pie,” Flathoof suggested. “I saw her pull a tub of popcorn out of nowhere just the other day when she was watching you and Miss Tock argue about something.”

Twilight rolled her eyes. “If only things were that simple. I’m still trying to wrap my head around Verisimulation—it’s an utterly confounding school of magic.”

“She didn’t exactly explain her ‘magic’ to us, Sparkle,” Tick Tock said. “Perhaps you’d care to enlighten us?”

“I’ll give it a shot.” Twilight cleared her throat. “What I can gather is this: she can do literally anything so long as it doesn’t violate certain rules; the rules are so arbitrary that I can’t tell what counts as breaking a rule and what doesn’t; Pinkie can’t tell me the exact rules because that would itself be breaking the rule of keeping the mystery.”

“So many rules,” Flathoof groaned, shaking his head. “Why can’t magic ever be simple? How do you unicorns put up with it?”

“Don’t feel like you’re the only one having trouble understanding it.” Tick Tock interjected. “Believe me, this is the most complicated magic I’ve ever heard of.”

“Worse, she seems insistent that her magic functions best when it is entertaining, either to herself or to her audience, whoever that may be.” Twilight sighed. “If her explanation for why she can’t just take us home is any indication, she wouldn’t be able to give us food, either. She’s treating it like the plot of a story; ending the conflict instantly would ruin the ‘rule of drama’, and thus spoil the entertainment value.”

“Well, food may be a wash, but at least we have water, a plan, and we’re out of those dingy ruins,” Lockwood said, brushing his hoof along his shirt. “The air out here may not be ‘clean’, per se, but it’s certainly better than the stagnant, dusty air in there.”

“I agree. At least we’re back on our way to the coast, and for home,” Rarity added, using the better light and some of her drinking water to make sure that her dress was clean. “Why couldn’t all of the ruins have been kept so clean as Mister Gilderoy’s sanctum?”

Tick Tock hummed, tapping her hoof to her chin. “This ‘Gilderoy’ and the Sanctuary he resides in are fascinating to me.”

“I was awfully impressed as well,” Twilight added. “To think, all that pure magic—”

“Not that, Sparkle—though that does interest me in its own right.” Tick Tock shook her head, and pouted. “No, I speak of the fact that the gryphons managed to sufficiently duplicate, and in fact improve upon, the pocket dimension spell of the Chronomancers. I’m proper embarrassed to learn we’ve been outclassed so bloody thoroughly.”

“Outclassed?”

“Well, individual Chronomancers don’t get much in the way of pocket dimensions. For example, my T.A.R.D.I.S. is only about the size of a small hotel room on the inside. Chronomancer HQ is the size of a small city. This Sanctuary, though, sounds as large if not larger, and accommodates those fields of magic you described. Nothing at Chronomancer HQ quite matches that.”

“Well, suffice to say it was a real learning experience for all of us,” Twilight said with a grin. “I, for one, learned more about how your world’s magical system works, and it makes me eager to return home to study my world’s system more thoroughly. I’m curious if we have the same powers as we do here, or if that’s truly unique to this world.”

“I certainly have never known myself to be able to grant others my magic to aid them,” Rarity said, tapping her chin. She tilted her head towards Fluttershy. “Fluttershy, however, is quite capable with animals back home. But, if what Mister Gilderoy said is true, then she’d be able to *command* animals at will.” She patted Fluttershy’s shoulder. “Angel Bunny would beg to differ, I think.”

Fluttershy sheepishly scuffed her hoof on the floor. “W-well... I... suppose that’s true. I can’t really *make* him do anything... and even asking n-nicely sometimes doesn’t work.”

“I can’t wait to see what sorts of things you all can really do once we get out into the Wastelands,” Flathoof said. “I mean, I hate to sound like I’m hoping we run into Miss Shadow and her sisters, just so you can send them packing, but... well, I suppose I wouldn’t object to

seeing your abilities in action, is what I'm saying."

"I doubt they'd be much hindrance anymore if all the powers you have now were put together," Lockwood agreed. "Why, I bet we'll make it to the coast in no time at all."

"Mister Gilderoy assured us of that," Twilight said. "He seemed confident enough in us that we'd be able to make it to the coast even if we did face Starlight's gang."

Flathoof scratched his chin in idle thought. "Still, I'd feel better if I could be of more help to you girls. I mean, I'm sure I *can*, but I'm just not sure how much. I'm just a normal pony compared to all you... supermares. I was barely able to help against Miss Force, after all."

Lockwood chuckled. "Why, I'm sure you'll be fine moral support for everyone, just like me!"

"Oh great, now I'm being compared to *you*," Flathoof groaned.

"And what exactly is wrong with that, hmm?" Lockwood said, feigning offense. "Why, I have all manners of redeeming qualities that more than make up for my inability to lend a hoof in combat. My dashing good looks, for example." He struck a brief pose, and shot Rarity and Fluttershy a quick glance. "Am I right, ladies?"

Rarity giggled. "Well, being rather dashing certainly *does* make up for a lack of more robust qualities." She tapped Fluttershy on the shoulder. "Wouldn't you agree, darling?"

Fluttershy peeped, and hid her face behind her mane. "You do look... um... d-d-dashing..."

"See?" Lockwood said, flashing Flathoof a bright smile. "Why, if you looked half as dashing as me, you'd certainly be able to serve as eye candy for our little troupe. Nothing more motivating than that! Come now, don't you *want* to be eye candy, *sugar*?"

Flathoof stared at Lockwood, eyes half-lidded. "I'm not even going to dignify that with a response."

"At any rate, don't feel down just because our friends can handle themselves without you, now. It won't do to have you being a mopey sadsack for the rest of the journey."

"Oh, he's just upset that a bunch of mares are tougher than he is," Tick Tock chuckled, slapping Flathoof on the back. "What's the matter, old chap? Your masculinity feeling threatened?"

"Oh please," Flathoof scoffed. "Have you met my mother? My masculinity is plated with

durasteel; it's gonna take more than a couple of superpowered mares to make me feel emasculated."

"And who says you need to be tough, anyway?" Lockwood asked. "I don't think being tough is all it's cracked up to be. Is it, Fluttershy?"

Fluttershy jumped at her inclusion. "Oh! Um... I... I'm s-sorry, I was distracted." She turned her attention back to the small orb of light slowly circling around her head. "W-what was the question?"

"It's quite alright," Lockwood dismissed, shaking his head. "I see you've been distracted with this new friend of yours. Care to tell us more about him? Does he have a name?"

Fluttershy paused, then smiled and turned her attention fully to Lockwood. "Mister Gilderoy said he's a special 'spirit familiar'. His name is Ophanim."

Flathoof raised an eyebrow. "Orphan?"

"Ophanim," Tick Tock corrected. "Derived from an archaic term of zebra origin that refers to the wheels of the chariots belonging to their gods. Or, alternatively, the halos of light that typically orbit those same gods when they take physical form. The details are sketchy." She cleared her throat. "Either way, it deals with the concept of circular motion; hence, the orbital movement pattern."

Flathoof blinked. "So... not 'Orphan', then."

Fluttershy frowned, and sighed. "All of these spirits are sort of like orphans, in a way. Orphan wouldn't be a bad name. I... guess you could say that I've adopted them."

At these words, Ophanim's orbit greatly increased in speed, until he was moving so fast that he appeared as a solid halo of light.

Rarity smiled. "Oh, that is a most *wonderful* way to put it, darling. I just know you'll give Ophanim and these other spirits the love and kindness they deserve."

"I just wish I knew what sort of animal I wanted him to take the form of," Fluttershy murmured, turning her attention back to Ophanim's light. "There are just so many choices. I... I really don't want to have to pick just *one*. It's not fair..."

"Take as long as you need, Fluttershy. No pony's going to rush you," Lockwood said with a smile. "Besides, you should be in no hurry to charge into battle, anyway. You're still recovering from your injuries, after all." He placed his hoof on her shoulder. "Are you feeling any better?"

"I... do feel a little better, b-but..." Fluttershy sighed. "Well, I can walk on my own okay, but... I get tired easily. I'm all worn out from climbing through all those pipes. I don't feel strong enough to fly, either..."

Lockwood frowned. "I do wish we had some way to make this easier on you. A delicate flower like yourself shouldn't be exposed to these harsh conditions."

"I'm sorry, everypony," Fluttershy muttered. "We keep having to stop for breaks because of me."

"Nonsense! You're not a burden on any of us. Right, Rarity?"

"Of *course* she's not a burden!" Rarity agreed, patting Fluttershy's other shoulder. "No pony here is complaining one little bit about taking more frequent rest breaks." She turned to Tick Tock and narrowed her eyes. "*Almost* no pony."

Tick Tock snorted. "Every rest break we take cuts further into our itinerary. While I have made adjustments that will ensure we can take breaks occasionally, I highly recommend that somepony assists her in traveling more efficiently."

Rarity made to speak, until Fluttershy placed her hoof on Rarity's shoulder. She shook her head. "It's okay, Rarity... she's just trying to get us home as quickly as she can. Thank you, though... for trying to make me feel better." She turned to Lockwood. "And y-you, too, Lockwood. I... appreciate it..."

"Don't mention it, Fluttershy," Lockwood said. "Anything I can say to put your mind at ease, I'll say it. This journey has probably been harder on you than any of us, so you deserve some reprieve. Hopefully your new gifts, and those of your friends, will help speed us on our way."

"I... h-hope so, too..."

"It's still a bit hazy," Tick Tock interjected, tapping her hoof to her chin. "These strange powers you and your friends have, Sparkle, as well as those of Shadow and her sisters, seem to be quite beyond what I am used to seeing in average ponies."

"Well, as Mister Gilderoy explained it, it's because we're *not* average ponies, insofar as it helped us realize our potential quicker," Twilight said. She shook her head. "It doesn't exactly explain Starlight and her sisters, but for us, at least, we figured out where our powers come from."

"If I may hazard a guess, is it because of your connection to the Elements of Harmony?"

Twilight nodded. “That’s precisely it. Our connection to the Elements of Harmony helped increase our magical potential in your world, where all ponies are capable of much more effective magical feats than in our own. They didn’t *give* us the powers, just helped them manifest more readily.”

Tick Tock hummed, and tapped her chin rapidly. “If that’s the case... then it explains my own above-average magical powers. Perhaps that’s because of my status as a Chronomancer. It would certainly explain my mentor’s own capacity as a Chronomancer as well; he has accomplished feats that, to this day, I still cannot believe.”

“Well, if your mentor was so special, then I see no reason why we can’t be,” Flathoof grunted, “yet I haven’t seen anything that makes me believe I’m capable of anywhere near the same sorts of things the rest of you can do.”

Rarity suddenly brightened. “Oh, I just had the most *wonderful* idea!” she exclaimed, leaping to her hooves. “I believe I can help *you* to help *us*, my dear Captain Flathoof. My Benefaction magic is supposed to be capable of empowering any and all magic!”

“Ah, that’s right,” Twilight said. “And, since all ponies in this world are capable of magic to some degree, then that means, technically, Rarity should be able to empower whatever latent magical abilities you have.”

Flathoof tapped his chin in consideration, then sighed. “Forgive my skepticism, ladies, but I don’t see how you could believe I can use magic like you all can. Just moments ago, I watched Pinkie leap over that wall”—he pointed at the fifty-yard-high wall bordering the reservoir—“in a single bound. I’m no superstallion; I couldn’t dream of doing the same.”

Twilight smiled. “Just because you’re not ‘super’ doesn’t mean you don’t have abilities of your own that may be of use. Some ponies’ magical powers may be more subtle than others’, much like ponies’ special talents sometimes are. They’re connected: every talent can be represented by a school of magic. I think everypony’s would be useful in its own way.”

“Well... I suppose that makes sense.”

“See? And you were worried you weren’t going to be of any help,” Lockwood said, clapping Flathoof on the back. “Miss Rarity will give you a little boost, and you’ll be on the front lines in no time.”

Flathoof shook his head. “Even so, my special talent is bringing no-good criminals to justice. How exactly does that translate into magic?”

Twilight tapped her chin. “Hmm... a good point. What school of magic *would* you manifest? There isn’t a specific branch of any of the superschools or major derivatives that

would relate to criminology, as far as I can tell..."

"Well, our magical abilities are related to our Elements of Harmony, so perhaps personality plays some role in it?" Rarity suggested. She turned to Flathoof. "Captain Flathoof, while your talent may be apprehending unscrupulous types, surely you have some reason for doing so, do you not?"

Flathoof thought for a moment. "Well," he said, "I tend to use my talent to protect those in need, I suppose. I don't like seeing ponies unable to defend themselves, so I do the defending for them."

"Protecting those in need..." Twilight murmured. She then brightened, and lifted her hoof in realization. "Aha! Protecting others would be related to Repelomancy, which encompasses things like barrier spells and warding spells. Perhaps that school is connected to you."

Flathoof raised an eyebrow. "So... you think I'd be able to make barriers like the ones you make? I don't see how—"

"Oh, don't be such a stick in the mud, Flathoof," Lockwood huffed. "If this works out, you'll be able to help protect these lovely ladies, just as you wanted. I, on the other hoof, will remain comfortable on the sidelines. I don't see how my talent would translate into any magic that would be of help either, to be honest."

"What exactly *is* your talent, anyway, darling?" Rarity asked.

Lockwood smiled. "Well, I told Fluttershy the whole story, but I'll spare you all the gritty details. My special talent is making social connections. Now, unless you can tell me that the ability to talk to other ponies and exhibit no small amount of charisma is a type of magic, I think my point stands."

"As a matter of fact, it is," Twilight said. "The school of Sociomancy represents the ability to influence others through speech, via magically-enhanced charisma."

"All of the greatest unicorn rulers throughout history were skilled practitioners of the art of Sociomancy," Tick Tock added. "Don't think it's all tea and crumpets, though. The 'influence' is far-reaching, and can often be used to convince others to do things they would never otherwise do. Committing murder or adultery, for example."

"You mean... mind-control?" Lockwood asked.

"Worse," Twilight said, shaking her head. "The magic, if strong enough, can fundamentally alter a creature's entire way of thinking: their morals, values, even their personality. Mind-control just forces a pony to do something against their will, and can be traced

as such. Properly-applied charismatic magic can make a pony think that whatever they're doing is right, so they do it of their own will."

"Oh. Well... that's, uh... neat," Lockwood said, nervously rubbing the back of his neck. "You... don't sound too pleased at the prospect."

Twilight frowned. She'd hoped she hadn't let on too much her own distaste for Sociomancy magic. "Let's just say I can speak from experience that, in the wrong hooves, it's incredibly evil magic. I don't think I have to worry about you abusing it so unethically." She cleared her throat. "However, I can see your point, insofar as that particular skillset wouldn't be particularly useful in our situation."

"Not unless he could convince Starlight's crew to leave us alone," Tick Tock scoffed. "Fat chance of that. I think I did a proper good job at pissing off Starlight; I doubt she'd listen to a word."

Lockwood dismissed the idea with a hoof. "Don't fret over it." He turned to Flathoof, and patted the other stallion on the shoulder. "What's important is getting my good friend Flathoof a boost, so that *he* may be of help."

Rarity clapped her hooves together. "Oh, yes, I *am* looking forward to seeing how this turns out."

Flathoof shrugged. "Well, if you want to give it a shot, Miss Rarity, go right ahead. Can't hurt, I suppose."

Rarity lit up her horn and bathed Flathoof in a soft, white glow.

When the glow subsided, Flathoof examined himself, as if expecting to see the changes manifest themselves immediately. "Well, I don't *feel* any different," he said, patting his chest and sides. "If anything, I feel a little less tired."

"That sort of effect would be typical of Benefaction magic, period. Restomancy is a derivative of Benefaction, after all," Twilight said. She shook her head. "Still, Applejack was able to immediately feel the difference *and* wield her magic actively after receiving empowerment. Perhaps we were mistaken on what your magical school is?"

"Well, thanks anyway," Flathoof said with a shrug. "I'm not bothered too much. Maybe we'll figure out what it is later. How long does this little boost last, anyway?"

"I suspect a few hours, no more than half a day," Twilight said.

"More than enough time for us to get through this 'Red Death' place, where maybe I can

put it to use.” Flathoof paused, then frowned. “I hope it doesn’t wear off while we’re in the middle of anything.”

“I don’t think that’ll be a problem, dear,” Rarity said with a smile. “Applejack has certainly mastered her magic, and Rainbow Dash has as well; I think that perhaps, with just a little practice, you can use your ability entirely on your own!” She paused, then coughed into her hoof. “Once we figure out what exactly it is, of course.”

“Exactly,” Twilight agreed. She put her hoof on Flathoof’s shoulder. “I have no doubts that you, too, have magic, Flathoof, just like my other friends do. With proper practice, you should be able to use it without help from Rarity at all, and Rarity will simply make your magic stronger.”

“I certainly hope so,” Flathoof said. “Thank you, Twilight. Miss Rarity.”

Rarity smiled and turned to Lockwood. “Now then, seeing as our scouting party has not returned yet, how about we see if Mister Lockwood does indeed have the magical talent we think he does.”

Lockwood pointed at himself. “Me? I didn’t think we were going to bother with any of that.”

“Pish-posh, darling,” Rarity dismissed. “We have time, and there’s no harm in finding out. Why, if your magical talent is what we think it is, you’ll be a positive *boon* in procuring speedy transport to Utopia.”

Lockwood chuckled. “I don’t think I’m going to need any assistance from anypony in that endeavor, but if you insist, I’m not going to stop you. It can’t hurt, after all.”

“Wonderful!”

Rarity lit her horn, and enshrouded Lockwood in a white glow just as she’d done with Flathoof. And, just as Flathoof had done, Lockwood looked about himself for some sign that the spell had worked.

“Well, I certainly don’t feel suave and sophisticated. Well, more so than usual, anyway,” Lockwood chuckled. “I don’t feel different at all, actually.”

“Drat,” Rarity muttered. “I certainly hope my Benefaction magic hasn’t been oversold, as t’were. My success rate is awfully low at the moment...”

“It’s... okay if nothing happened, Lockwood,” Fluttershy said, patting Lockwood on the shoulder. “You’re f-fine just the way you are. You don’t need some... superpower.”

"I appreciate the sentiment, Fluttershy. That's very sweet of you to say," Lockwood replied. He put his hoof on hers and patted it gently. "I just wish I had some sort of power that might help you... feel... better..." He shook his head, as though suddenly debilitated.

"Lockwood? Are you alright?"

"I feel... wow, I just feel so... so tired, all of a sudden." Lockwood slumped to the floor. His eyes became bloodshot almost instantly, as though he'd gone days without sleep. "Why do my... wings hurt? Why does *everything* hurt?"

"That's... that's just I—" Fluttershy gasped. "That's how I *felt*... I don't feel tired at all anymore..."

"You don't? Oh, darling, that's wonderful news!" Rarity exclaimed, putting her hooves on Fluttershy's shoulders. "I'm so glad you're feeling... better." She paused, her expression souring. "Wait a moment... this is too sudden. You feel better, but dear Lockwood doesn't?"

"You don't think they're connected, do you?" Fluttershy asked. "Twilight? Tick Tock?"

"Nothing that I've ever seen before," Tick Tock said, shaking her head. "Improving one's physical well-being would fall under Restomancy, but I've never heard of improving another's well-being by taking it upon yourself."

Twilight tapped her chin. "I wonder... hmmm..." She shook her head. "It's just a theory, but I'm going to need some clarification before I can rationalize it. Mister Lockwood, what exactly is your special talent again?"

"Keep it simple, please," Flathoof interjected.

Lockwood cleared his throat. "Well... like I said, my talent is... essentially... forging social networks."

"Would you say you're the center of these 'social networks'?" Twilight asked.

"I suppose so, yes."

Twilight hummed, then nodded. "Then my theory is sound, though it's still a little awkward. Basically, your power would be related to Sociomancy, but in more of an empathetic sense, rather than a charismatic one."

"Well, I... *am* an empathetic pony," Lockwood said with a smile.

“You’re pathetic, all right,” Flathoof scoffed. “So what does this mean, exactly?”

“Essentially, Lockwood’s special talent is such that he serves as a sort of conduit for social interaction,” Twilight explained. “His ‘power’ translates to him serving as a conduit for, apparently, physical well-being. Of course, the reason it’s just a theory is because while I’ve seen him take the physical weakness from Fluttershy, I haven’t seen him transfer it to anypony else. My theory reasons that he could do so.”

“It’s like some bastardization of Sociomancy, Restomancy, and Vampirism,” Tick Tock muttered. “What the bloody hell would you even call that sort of magic? Restocioism? Vampestiomancy?”

“It doesn’t sound like it’s new magic, just a new take on an old magic,” Twilight said, shaking her head. “I’ll figure out exactly what it is, sooner or later, but that’s my theory, anyway.”

“Oh, Lockwood, is this all true?” Fluttershy asked. “You took my weakness; can you give it back? You don’t deserve to be like this...”

“Oh, no no no,” Lockwood chuckled, shaking his head and patting Fluttershy’s hoof. “We won’t be having any of that. You just got... over your weakness; I’m not going to be... the guy that gives it back.”

“I think it’s funny the posh one’s got a ‘power’ with combat applications,” Tick Tock scoffed. “If it’s as easy as physical contact, I bet he can just flash his pearly whites at any one of those stupid bints and have a practical ‘free shot’, if you will.”

“I would do nothing... of the sort,” Lockwood said, turning up his nose for a moment before the effort exhausted him. “Dirty, underhoofed trick, that is. No, I think I’ll... just hang onto this...”

“Oh, but darling, what would you do if somepony *dear* to you was in danger?” Rarity asked with a brief glance towards Fluttershy. “Surely you’d lend a hoof to protect her... er, them?”

“I doubt anypony’d ever need *my* help,” Lockwood chuckled, “though if it... came down to it... yes, I suppose I’d rather have to, wouldn’t I? Though I’m not too sure... how much help... I’d be... especially now...”

“Don’t you worry about a thing, darling,” Rarity said, a bright smile spreading across her face. She turned her gaze ever-so-slightly to Fluttershy again. “We’ll make sure you’re back in tip-top shape in no time.”

“Well, hopefully he’s feeling well enough to walk by the time the others get back,”

Flathoof said, turning his gaze towards the high reservoir wall. "What's taking them, anyway? I hope nothing's happened..."

Applejack burst forth from the rocky ground in a stream of sand and dust, leaping high into the air before landing perfectly on all four hooves. She brushed off her hat and shirt, which somehow had barely collected any debris, then shifted her thoughts away from the earth beneath her. Her body, which until now had been made of solid, reddish-brown rock, softened instantly back into fuzzy coat and soft skin. She took a deep breath; the sensation of dry air against her coat felt odd compared to the sand and dirt beneath.

"I think I'm finally gettin' the hang o' this," she said to herself. "Just a lil' more practice an' I can figure out how ta use this stuff ta do some real good."

"Yay! Go Applejack!"

Applejack tilted her head to the side, where Pinkie had taken up a seat on a nearby rock to watch her fellow earth pony practicing her new abilities. Applejack shook her head in disbelief; Pinkie always seemed to be right on top of wherever she was practicing, despite attempts to distance herself and get some time alone.

A great wall of pink magic loomed behind Pinkie, obscuring whatever was behind it from view. The wall stretched in both directions as far as Applejack could see, and from her own exploration of the area, she'd learned that it met up with both walls of the canyon they were now in. There was no way around or through that she could see, at least not a simple or direct one. Certainly she could climb around, and Rainbow could fly, but getting the others past it was not going to be an easy task.

"Your new powers are super neat, AJ!" Pinkie chirped as she bounced over, drawing Applejack's attention away from the magical barrier. "You move through that rock like it was water! You're, like a... a dirt-swimmer! A sand-surfer! An earthbender!"

Applejack smiled lightly. "I s'pose that'd be the best way ta describe it."

"So? How does it feel? How does it work?"

Applejack tapped her chin. "Well... it's kinda like swimmin', like y'all said. I just think about movin' through the dirt 'n' rock, and the dirt 'n' rock lets me move through it, just like water. It's still as tough as ever," she added, punctuating the point by tapping her hoof on the rock beneath her, "but it don't feel like that while I'm passin' through. It's kinda... weird, ta be honest."

"It sounds neat-o, that's for sure," Pinkie giggled. She twirled a pair of binoculars she'd somehow procured in her hooves. "It's not as fun to watch, though, if you don't mind me saying so."

Pinkie shifted her gaze to the northern sky, and Applejack followed. She could just make out the signs of thunder clouds, lightning bursts, and rainfall in the distance. Rainbow Dash was clearly hard at work practicing her new powers as well.

"Ya been watchin' us both, huh?" Applejack asked.

"Yep!" Pinkie replied. "I gotta give my support to all my friends!"

"Any luck findin' a way through this here wall?"

Pinkie shook her head and sighed. "Nope, no luck at all, at least as far as getting all of you guys through. I'm sure I could get through it, no problem, but I don't want to go on the other side all by myself. That's boring!"

Applejack took another deep breath. "Well, I think we've been out here long enough. I'm sure Twi'll think of a way ta get past it."

"Or maybe Tick Tock!" Pinkie suggested. "She knows a lot about the area, right? Maybe she's been here before."

Applejack grumbled. "Yeah, right. Let's ask Twi first, though, okay? I'm sure she has a better solution than whatever that two-bit tea-chugger does."

Pinkie blinked. "Well... if you say so, AJ." She lifted her binoculars up to her face and aimed them in Rainbow's direction, then lifted a megaphone to her mouth; Applejack hadn't seen where she'd lifted it from, but knew it was better not to ask. "Hey Dashie! We're ready to go!"

"I don't think she can hear ya from this far, Pinkie," Applejack chuckled.

"Oh, trust me, she heard me," Pinkie assured her, a sly grin on her face.

"Well, if y'all say so. Just in case, let's go—"

A massive boom in the air silenced Applejack. She glanced in the boom's direction, and saw all of Rainbow's weather patterns disappear instantly, save for a bright crackle of lightning that was racing towards them.

"See? Told ya," Pinkie giggled. "You'll find my voice carries quite a bit, AJ."

Applejack twisted her hoof in her ear. "Yeah, no kiddin'."

Rainbow closed the immense distance in what Applejack was certain was much faster than usual; perhaps, Applejack thought, the new lightning trail carried a speed increase with it. There wasn't a chance that Rainbow wouldn't be using that kind of ability at every given opportunity. Rainbow screeched to a stop just over their heads, creating a great burst of wind in the process, then swooped down to greet the two earth ponies.

"Did I hear something about 'ready to go'?" she asked, taking her goggles off her face and replacing them on her forehead. They left a distinct void in the ashy dirt that otherwise caked most of Rainbow's body.

"Yeah, it's been long enough," Applejack said. "We can't find nothin' ta get past this here place, so we may as well go get Twi 'n' th' others. I think we've got our fair share o' practice, don't ya think?"

"I think I've figured out enough to do some damage, so I guess so, yeah," Rainbow said with a shrug. She stepped over to Applejack, took to the air, and scooped the earth pony up in her hooves. "Hold on tight, AJ."

Applejack braced herself, and Rainbow took off with a burst of speed. The air rushed through her mane and threatened to tear off her hat, but it only lasted for a few seconds; they were at the reservoir wall in no time at all. Applejack wasn't surprised in the least to find Pinkie waiting for them, waving her hooves about excitedly.

A moment's flight later, and the trio were within earshot of the rest of the group.

"Oh, there they are!" Twilight exclaimed. She and the others, except Lockwood and Fluttershy, who were huddled close together, rose to their hooves. She trotted forward to greet them. "Welcome back!"

"You three certainly look in high spirits," Rarity observed as she trotted up alongside Twilight. "Did you find anything? Another route through, perhaps?"

Applejack shook her head. "Nothin'. Looks like we're stuck goin' through that there 'Red Death' place. Gettin' all o' y'all around the barrier'd be mighty difficult, what with the cliffs on either side."

Tick Tock snorted and scowled. "That kind of information couldn't have taken you more than twenty minutes to ascertain. You three took over an hour. What took you so long?"

"We were working on our new powers," Rainbow said, shooting Tick Tock a glare. "If

whatever's on the other side of that barrier is as dangerous as Mister Gilderoy says it is, we'd better be ready for it. No telling when Starlight's crew might show up either."

"Considering the two o' us're gonna be on the front lines, we figured we'd try and find out exactly what we could do," Applejack added. She grunted and narrowed her eyes at Tick Tock. "Lemme guess, y'all think that's a waste o' time."

"Yes and no," Tick Tock replied. "While I think it's commendable that you're trying to increase your combat capability on the off chance that we meet up with Shadow and her sisters, I think that could be done en route. We've been sitting too long, wasting too much time."

"Did you at least figure out some way to use your powers to protect us?" Twilight asked.

"Sure as shootin' did!" Applejack said, thumping her chest boastfully. "The rock around these parts ain't half bad. T'ain't much fer growing crops, o' course, but it's sure made o' some tough stuff. I bet I can take a lickin' an' keep on tickin'. Sure makes movin' easier, too."

"Moving easier'? I'm afraid I don't follow."

"Well, I can... uh, 'swim' through the dirt 'n' rock like it was water. Th' only trouble I'm havin' down there is seein', ta be honest. Y'all got any ideas, Twi?"

Twilight hummed and tapped her chin. "I'm not so sure. Geomancy was never of particular interest... uh, no offense."

"None taken."

"I was telling her about my dad's techniques for sifting through rocks back on the rock farm, because I figured it might help her see a little better, or something. But then, I found out the rocks here are *different*," Pinkie said in awe. "They're made of different material altogether! I'm not the rock farmer my dad is, so maybe I'm just rusty or something, but what I was trying to do wasn't working right."

Rarity brightened. "Ah! I've got *just* the thing!" She cleared her throat and turned to Applejack, putting on her best smile; Applejack knew that meant it was time to hear Rarity gush about something. "Applejack, darling, you are aware of how I use my magic to find gemstones for my fashion lines, are you not?"

"Well, uh, yeah," Applejack replied. "I don't see how that helps—"

"Oh! I know!" Twilight exclaimed, drawing everypony's attention to her. "Magic resonates with gemstones, specifically Geomancy magic. All you'll have to do is magically induce that resonance in the visible spectrum. It's a very basic theory in Geomancy, so basic that it's on

page three of the Beginner's Textbook."

Rarity smirked. "My thoughts exactly, Twilight. Though I'd thank you not to make my gem-hunting technique sound so *simple*. My technique is a little more refined and elegant than that basic spell, and I think you, of all ponies, would appreciate it's complexity."

"Er... right," Twilight murmured, her face tinted with a blush. "Sorry."

Applejack scrunched up her nose in thought. "Uh... so I have ta... what, exactly? I ain't got any idea what Twi just said."

"Simply put, I use my magic to locate gemstones," Rarity explained. "The magical field locates the gems and highlights them for me, and me only, helping me figure out where I should dig—"

"Or have Spike dig," Twilight added with a knowing smile.

"If you were to use that same magical technique, darling, you could sense gems around you and use them as a sort of guide." Rarity beamed and patted Applejack's shoulder. "I'd be *more* than happy to teach you how to do it yourself!"

Applejack sighed. "I s'pose this'll somehow work 'round ta me findin' gems fer ya."

"Well, we have to have some *proof* that the technique is working, don't we?" Rarity added with a wink.

"All this rubbish aside, we have more important matters to deal with," Tick Tock interjected, trotting forward and nearly pushing Rarity out of the way. "You say there's no way around this force field, yes? Are you certain?"

Applejack grunted, annoyed to be this close to Tick Tock's presence. "Yeah, I'm certain. Y'all can see it fer yerself from the top o' that wall, even without Pinkie's fancy binoculars."

Tick Tock narrowed her eyes and turned to Pinkie. "I don't suppose it would do much good to ask where you got those. Just another 'Pinkie Thing', I take it?"

"Oh, these?" Pinkie flipped her binoculars off her neck and twirled them around on the tip of her hoof. "I just figured it'd be more fun to watch both AJ *and* Dashie practice their new tricks, so I could show them *both* support! They're pretty neat-o, too, huh?" She pulled them up to her eyes—backwards, Applejack noticed—then aimed them at Rarity and gasped. "Oh no! Rarity! You're sooo faaarrr awaaayyy!"

Silence.

Pinkie frowned and drew the binoculars away. "Nothing? Really? C'mon guys, that was a classic."

Applejack chuckled and shook her head. "Well, anyway, it looks just like it did in them visions Mister Gilderoy showed us, even from here. Ta tell the truth, I'm not much likin' the look o' this place, not one bit."

"Any ideas for getting us through the barrier?" Rainbow asked. "You're not gonna lower the whole thing like we saw the Warden do, are you Twi?"

"That probably wouldn't be the best idea," Twilight said, shaking her head. "That might have the same effect it had in Mister Gilderoy's vision. No, I think I'll try to phase us through, assuming I can. I don't know how powerful the Warden's barrier is, and improper phasing could crack it."

"Well we've got that all settled, what say we get a move on?" Tick Tock suggested, pushing past Applejack and moving towards the reservoir wall. "We've wasted enough time talking."

Twilight's gaze remained fixed on the field of pink magic in front of her. True to Applejack's description, she couldn't see through it whatsoever, a fact that bothered her to no end. Even the strongest barriers she'd ever encountered weren't completely opaque, as this one was. After many long moments examining it, she took a step forward and tapped it with her hoof. It flickered beneath her touch, and to her surprise, not only actively resisted what little force she was exerting, but delivered a weak electrical shock.

"Curious..." she murmured. She drew her hoof away, shaking off the slight pain from the shock. "This barrier is of a different construction than what I'm used to. It's less a shield than it is a prison, similar to the spell Starlight used on Velvet back in the cave. This must've taken a lot of power to create."

"That isn't going to be a problem is it?" Rainbow asked.

"No, I can get through it. Despite it's atypical construction, it's still a barrier spell, so a phasing spell will still work as intended."

"I'm curious as to how this field could still have such strength this long after its caster's death," Tick Tock said, stroking her chin. "It feels as though it's brand new, which implies either it was recently cast, that it's been maintained, or that nopony has ever touched it. All three choices are simply illogical, given what information you've given."

“It certainly is a perplexing conundrum,” Twilight added, shaking her head. She turned to the others. “At any rate, the fact that such a powerful field is serving to keep the Red Death in certainly doesn’t make me feel any better about traveling through here.”

“Can’t say I’ve ever traveled through here myself. Given the general lack of information my map has, I can’t say Master Zenith ever did, either,” Tick Tock said, pointing at her map. “On that note, it would seem as if the given name of this region has changed since the age of gryphons. Says here this place is called the ‘Blood Mire’ nowadays.”

“Oh yeah, that sounds *loads* better,” Rainbow said, rolling her eyes. “You ponies sure love giving dangerous-sounding names for everything. Not that they don’t deserve it, but geez, lighten up, would ya? We got Redblade Mountains, Blood Mire, and Wastelands. What’s next, Apocalypse Cavern?”

“Ooh! Ooh!” Pinkie exclaimed, waving her hoof frantically in the air, as if expecting to be called upon. “How about Spinebreaker Canyon?!”

“Ooh, good one.” Rainbow tapped her chin in thought, then brightened. “Deadmare’s Peak. Eh? Or like, the Sea of Torment.”

Pinkie nodded in approval. “I’m gonna have to remember these for my next campaign. These are perfect for a good grimdark setting!”

Fluttershy squeaked and shied away behind Rarity. “P-p-please tell me n-none of those are real.”

“Relax, Fluttershy darling, they’re just joking around,” Rarity assured her, patting her on the back. She glared in Pinkie and Rainbow’s direction. “*Really*, girls, there’s no need for that kind of talk. Surely not *everything* in this world has such dreadful names. Why, I’d like to think the southern continent, what with being a haven for *Light* and all that, has some bright and colorful names for places. Such as... Sunshine Fields, or something like that.”

“Sunflower Fields,” Tick Tock corrected. She let out a wistful sigh and looked up into the sky. “I really wish we were there right now. Such a pleasant place. I could go for a sunflower...” She shook her head. “Anyway, while it is true that the northern continent’s locales aren’t given exactly inviting names, not all of them are quite so foreboding. Just look at Goldridge Pass, for example.”

“I suppose you make a solid point,” Rarity agreed. “It was quite the pleasant place to be, I must say.”

“And besides, the Sea of Torment had its name changed sixty-two years, five months,

and three days ago anyway. Give or take a few hours.”

“Oh? What’s it called now?” Twilight asked.

“The Sea of Endless Sorrow.”

Rainbow snorted. “Pfft... good one. A little over the top, but—”

Tick Tock’s stoneface expression did not falter.

“Oh... oh, you’re not kidding.” Rainbow chuckled. “Okay, I take it back, you ponies are *really* bad at coming up with names.

Pinkie tapped her chin and hummed loudly. “The Sea of Endless Sorrow, huh? How do they keep track of all that sorrow, if they can know it’s endless? Some kind of gizmo?”

Tick Tock shook her head. “I’m no expert on how regular sorrow is there day-to-day, but I think we can infer that it’s constant, with no signs contrary to this behavior, i.e. signs of stopping. Hence, Endless. Also, it’s a Sea. As Rainbow so succinctly put it, it’s not a very creative name. It is, in fact, very straightforward.”

“All we need now is the Forsaken Forest, and we’ve got the whole collection of geographical regions,” Pinkie said thoughtfully. She giggled and dismissed the thought with a hoof. “This is straight out of a horror movie! Next thing you know,” she continued, her voice turning dark and sinister, “we’ll be just walking along, and from around the nearest corner...” She reared back, her face obscured by darkness, then clicked on a flashlight she’d just procured to highlight her face. “*Zombies!*”

A clap of thunder and a flash of lightning sprung from about Pinkie, completing the appropriately spooky imagery.

Fluttershy squeaked and darted behind Rarity for cover.

“Really now, Pinkie, there’s no need for such *fantasies*,” she scolded. She turned her glare to Rainbow next. “And you, Rainbow, don’t encourage such behavior! You both are scaring Fluttershy.”

Rainbow pointed at herself, eyebrow raised. “Me? I didn’t have anything to do with any of that. That was one hundred percent Pinkie.”

“Yep! Patented Pinkie special effects!” Pinkie chirped, rapidly clicking her flashlight on and off. The lightning and thunder in the background synced up perfectly.

“Pinkie Pie, you have the *strangest* ideas sometimes,” Twilight murmured, shaking her head. “Zombies. Really?”

“What’s so strange about zombies?” Pinkie asked, incredulous.

“Well for one, they don’t bloody exist,” Tick Tock huffed.

“And before you bring up Necromancy,” Twilight added, “that school of magic deals with communicating with the spirits of the departed, not enslaving them or animating the dead. It’s a horrible stigma, and a totally inaccurate one at that.”

“Bunch of superstitious nonsense. Zombies are about as real as ghosts or goblins. Total works of fiction, all of them.”

“All that aside, can we just get this over with, please?” Twilight interjected, before Pinkie could argue more about the existence of zombies or other fantastical things. She lit her horn and encased her friends in a dull white glow that quickly subsided. “There we go. We should now be able to phase through the barrier. So, who wants to go first?”

Nopony stepped forward for several moments.

Then, Applejack groaned and raised her hoof. “Since there ain’t nopony else willin’ ta go, fine, I’ll do it. We’re wastin’ time actin’ all chicken ‘n’ waitin’ out here.”

Rainbow clapped Applejack on the back. “That’s the spirit, AJ! We’ll be right behind you!”

Applejack stepped up to the barrier, and brought her hoof up to test Twilight’s spell. Sure enough, her hoof passed right through the shield as though it were a wall of soup. She turned to Twilight for approval; Twilight nodded, and encouraged her to walk through the barrier. Applejack did just that.

Only a second later, she violently lurched back out and, without warning, vomited all over the ground beside her. The others practically leapt back in shock and dismay, Rarity especially. Applejack did not stop dry heaving for several moments, and cradled her stomach the entire way through.

“Are... you okay, AJ?” Rainbow asked, stepping up alongside the earth pony.

“The smell...” Applejack groaned.

“The smell? What smell?” Twilight asked. She sniffed the air, but didn’t smell anything out of the ordinary, just the stagnant musk of the Wastelands, which she’d gotten used to.

"Maybe the barrier is keeping it out?" Rainbow suggested.

Tick Tock grunted. "Barriers don't work that way. They allow air to flow through, as well as any scents associated with it. If they didn't, barriers could be used to suffocate ponies."

"Well, we've already established that this barrier is different," Twilight said, stroking her chin.

"If y'all... don't believe me... just take a whiff... fer yerself," Applejack panted.

Twilight hummed, then stepped up to the barrier to test the situation herself. As expected, her hoof passed through the shield without incident. She pulled her hoof out and sniffed it, but still couldn't smell anything out of the ordinary, not even the slightest hint of unpleasantness. The barrier seemed to be doing a more than adequate job at keeping whatever was inside from getting out. So, she took a deep breath, and stuck her head through.

It took only a second for Twilight's nose to register the single most repulsive, vile stench that had ever graced her nostrils. She'd smelled rot and decay before, but even the worst of that she'd ever smelled paled in comparison to this repugnant odor. In the second it took her brain to register the smell, she violently jerked back, just as Applejack had done, and wretched on the ground. Again, the others in the group nervously stepped back, even more concerned than before. Applejack patted Twilight's back a few times to help ease her through.

Rainbow tugged the collar of her jacket. "Uh... whoa. What the hay is up with this place, huh? I don't remember Mister Gilderoy telling us anything about a smell."

"Heavens, we have to go *through* this horrid place?" Rarity asked, blanching at the thought of it. "I have the sudden urge to suggest we find some alternate route."

"There isn't an alternate route, Rarity," Rainbow reminded. She turned to Twilight, who was finally recovering from her dry heaving fit. "Uh... hey, Twi? Got any ideas for how to, y'know, *not* deal with that?"

Twilight took a moment to collect her wits and take in deep breaths of the air outside the barrier; even the stagnant odor of the Wastelands was better than the rotten stench of the Blood Mire. Once she'd regained her focus, she coughed and shook her head, then lit up her horn. Seconds later, she and all of her friends had a new accessory: a translucent blue bubble around their heads.

"This should do the trick, I hope," she said.

"Hmmm... clever. A diving bubble spell," Tick Tock observed, her voice muffled by the bubble.

“Precisely.” Twilight turned to the others, who appeared confused about the new addition; some, such as Pinkie and Rainbow, were poking and prodding their bubbles to test the durability. “This spell is typically used by unicorns when they go diving. It provides a self-contained supply of oxygen to breathe while keeping everything else outside the bubble. There’s enough air in each bubble to last several hours.”

Rainbow sniffed the air inside her bubble, then crinkled her nose. “It smells like the hospital.”

“It smells better than what’s in there,” Applejack said, taking a deep breath of her own air supply. “I’ll take this here air over that stink any day.”

“Well, what are we waiting for? Let’s test them out!” Pinkie interjected, bouncing towards the barrier.

“Yes, we’ve wasted enough bloody time out here,” Tick Tock agreed. “Onward!”

Twilight led the party through the barrier, and was the first to behold the horrible sight within. Without the foul stench to distract her senses, she could really see what lay before her and her friends, and it did not assuage her worries one bit.

The air inside was dark and murky, tainted with a thick, black gaseous substance that resembled the emissions from the Beacon, but more concentrated. It was so thick, in fact, that Twilight could not see the barrier’s ceiling through the fog. Strangely, she could feel it pressing against her as she walked, almost as if it were trying to force her to the ground; it took some effort to resist its push and stay upright.

Trees of varying heights dotted the area, and despite their black, rotten appearance, they still appeared to be full of life; their trunks were thick, and their branches swayed gently in a nonexistent breeze. There were enough of them spread about in such a way that the region appeared to have once been a swamp or a marsh.

Great black masses were also piled about the area. Twilight couldn’t make out exactly what they were, but the sight of them repulsed her. From a distance, she could see distinct signs of rot and decay in the festering piles. There were so many that they outnumbered the trees substantially.

Most disturbingly, though, the very ground on which she and her friends walked was coated with a blackish-red goo, almost bloodlike in its texture and appearance. She remembered seeing this material in Gilderoy’s vision; she remembered watching this stuff swallow up the hapless messenger that had failed the Warden. When she lifted her hoof away from the sticky substance, she saw it lurch after her, though weakly enough that she could get

away from it. It certainly didn't seem to be attempting to actively devour her.

"Good heavens, what *is* this horrid stuff covering the ground?" Rarity asked. She cringed, and nervously cantered in place. "It's sticking to my hooves, and it is *most* unseemly."

"Gross," Rainbow said, shaking the stuff off her hoof before taking to the air. "Whatever this stuff is, it's pretty nasty. It's like trying to walk through syrup."

"Ahhh! Get it off! Get it off, get it off!" Pinkie cried. She frantically flailed her hooves about in an attempt to remove the goop from her, sending the stuff spraying about.

Twilight observed that when her friends were moving quickly, the gooey substance couldn't get quite as strong of a hold on them, and while it had attempted to chase Rainbow into the air, it didn't get very far before collapsing to the ground again. Yes, it was attempting to swallow them, but it did so so weakly that Twilight figured the only ponies it would be able to have a real effect on were those who stopped altogether.

"Who votes we keep moving? I vote we keep moving," Tick Tock said, striding forward to escape the goo.

"You've got my vote," Flathoof agreed. He turned to help Lockwood trot along, as the pegasus stallion was still weak and just barely keeping pace. "C'mon, bud, we've got to get a move on."

"Yes, yes, I'm right with you," Lockwood murmured.

"Oh look, vote passed, let's be on our way," Tick Tock continued. "Come along, all! The region isn't too wide, so if we maintain a brisk pace we'll be across in a few hours."

The party followed Tick Tock's lead east, passing dozens of the dead trees and black mounds. Twilight glanced to the side occasionally to try and figure out what the mounds were, but still couldn't ascertain anything conclusive. She could see now that they were a multitude of different forms, not just mounds of a single substance, but everything was so black and rotten that she couldn't make out exactly what the shapes were.

She and her friends continued walking, and soon they lost sight of the barrier's pink glow behind them, leaving nothing in sight except the expanse of red and black around them.

That was when the noises started.

The sounds were quiet at first, barely above a whisper, and resembled the sound of somepony slogging through thick mush. At first, Twilight paid little heed to it, figuring it was her own hoofsteps or those of her friends, but then she noticed that not only were these sounds

out-of-sync, but that her own hoofsteps were making a distinctly different crunching sound, like stepping on piles of wet leaves. Something else was making these noises.

“Anypony else hear that?” Applejack asked. Twilight was glad that somepony else had heard the sounds, fearing it was just in her head.

“Yeah, I hear it too,” Rainbow added. She rose up into the air to look about. “Where’s it coming from?”

“Everywhere,” Twilight said. “It’s coming from all around us.”

Twilight and her friends stopped walking, and huddled together. The noises grew louder, and it was clear that whatever was making the sounds had surrounded them. The sloshing sound was now accompanied by the slow sound of hoofsteps, and though they were disjointed and irregular, there were lots of them. Some were distant, others were closer, but through the thick, black air, nopony could see anything.

Then, Twilight heard a noise much closer to her and her friends, and turned to face it. It had come from one of the nearby piles of black, rotten shapes. Her eyes widened as the shapes in the pile began to *move*.

They were bodies. Bodies of ponies. Horribly mangled and rotten bodies of *dead* ponies. Rotten, dead ponies that were *moving*.

Their flesh was in the last stages of decomposition, blackened and decayed beyond recognition. Strips of rancid flesh appeared to have been torn off in places, allowing decay-caked bone to protrude, and rotten innards to spill. Most of this damage had clearly been caused by something other than decomposition, but Twilight couldn’t tell what.

In places where the bodies were broken or mangled to the point of uselessness, there was a bright red glow of a magic that Twilight was not familiar with. It seemed to replace bone and muscle, allowing the once-living ponies to move about; in the unicorns and pegasi, it even filled in for their respective horns and wings. Most importantly, it glowed within the eye sockets of every single one of the bodies that emerged from the pile, giving the bodies an unblinking, bone-chilling stare.

Gilderoy had said the Red Death killed gryphons outright, but that it turned ponies into abominations. Twilight saw just how true his words rang.

“Sweet Harmonia...” Tick Tock mumbled.

The festering crowd of once-ponies began to trot towards them, though their pace could only be described as a shamble. The sounds from around the group of still-living ponies grew

louder, and soon, through the black fog, they could see pairs of red eyes pinpricked in the distance; more of the rotten things were coming.

Twilight and her friends crowded closer together, unsure where they could flee to. Their faces went white with horror. Twilight, Applejack, Rainbow, and Flathoof formed a protective ring around the others.

“Okay everypony, d-don’t p-panic,” Twilight stammered. She cleared her throat to dismiss her nervousness; this was no time to sound afraid, this was a time to sound like a leader. She lit her horn in preparation for what she knew was coming. “Just stay calm, and we’ll figure out a way out of this, and through these things.”

Rarity kept close to Fluttershy, who was a trembling mess, in the center of the formation. “W-w-what *are* they, Twilight?!”

“Z-z-zombies!” Fluttershy screamed.

“Oh come on, you guys, there’s nothing to be afraid of,” Pinkie dismissed, her voice astoundingly calm. “Sure, they’re *zombies*, but really, how cliché is that? They’re just dead ponies animated by some horrible dark magic with the intention of devouring our flesh, chewing on our bones, then adding us to their number in the most gruesome and bloody ways possible.”

Fluttershy wailed at the top of her lungs and clung closer to Rarity, pulling the unicorn into a vice-like embrace.

Pinkie tapped a hoof to her chin. “Huh, well, when you put it that way…” She paused, then threw her hooves in the air in panic. “Aaahhh! Zombies! Aaahhh!”

“This don’t look good,” Applejack muttered. She shifted into an aggressive stance, ready to charge at the nearest thing that came at her or her friends. “There’s so many of ‘em.”

“So what?” Rainbow scoffed, taking a step forward and flaring her wings. “Pinkie’s right, there’s nothing to be afraid of. We’ve got these new superpowers now, right? We’ll push our way through, no problem!” She pointed her hoof eastward, where the majority of the once-ponies were approaching from. “AJ, you take the left side, and I’ll take the right. Twilight, push through the center. Everypony else, stay close and provide support.”

“That won’t be necessary, Rainbow,” Twilight said.

She stepped forward, planted her hooves, and flared her horn, generating a shining shield of light around her and her friends. The gooey muck beneath their hooves thinned slightly under the light of the shield, enough to allow Twilight and her friends to stand still without the stuff climbing up their legs. Twilight knew it wasn’t her biggest barrier ever, nor was it her most

impressive, but she did know that it was designed expressly to keep her friends safe, and that made it more powerful than any barrier she'd ever created before. Nothing would get through, so long as she could help it.

The abominations approached Twilight's barrier like a horde of insects. The first to reach the shield wall pounded away uselessly at it, unable to affect its stability in the slightest. Soon, the mass of creatures behind the first line clamored over their brethren and scaled the smooth, rounded sides of the dome. It was not long before the entire bubble was covered in the things, forming a mass so thick that Twilight couldn't see through them. All she could see were their rotten black bodies flailing against her barrier, their bright red eyes focused on their unreachable prey.

The sight was rather unsettling.

"See? Simple and efficient, if I do say so myself," Twilight said, turning her bright, proud smile upon her friends. "This is probably my most effective barrier spell ever." She paused, her cheeks reddening in sudden realization. "Er... uh, n-not to brag, or anything."

"Far be it from me to heap praise upon our glorious savior," Tick Tock scoffed.

Rarity shot Tick Tock an angry look, then turned back to Twilight with a smile. "Trust me, Twilight, I'd be more than happy to listen to you be *proud* for once than to deal with what's out there," she said. She shuddered as she watched the horrors on the other side of the field gnash their rotten teeth and pound away with their sharpened, decayed hooves. "Simply dreadful doesn't even *begin* to cover it..."

"On second thought, these zombies aren't so scary," Pinkie said thoughtfully.

"I beg to differ—" Twilight started to say as she turned to Pinkie. Her jaw dropped. "Um... Pinkie? What happened to your clothes?"

Pinkie had, without anypony noticing, changed her entire wardrobe. She wore a light gray shirt and a dark gray beret; the beret and the sleeves of her shirt bore an insignia that read *S.T.A.R.S.* Armored braces covered her shoulders, and she wore a pair of dark gray, tight-fitting pants. A belt around her waist was loaded with assorted tools, and a strap around her leg held a tool that looked similar to the weapon the pegasus soldier used back at the Gate; Flathoof had called it a "gun". She also wore black boots on all four hooves.

"Do you like it?" Pinkie asked, grinning and showing off her new duds to the others. "I figured I'd change into something more appropriate, what with the zombies and the survival horror sequence and all." She reached her hoof back and drew the weapon from its holster, striking a pose. "Nothing beats classic Valentine. Especially not a bunch of weakling zombies."

“*Who* or *what* is a Valentine, darling?” Rarity asked, looking over the outfit with interest. “And what makes this such a ‘classic’?”

“It looks like a police uniform, almost,” Flathoof noted. “What’s S.T.A.R.S.?”

Pinkie opened her mouth to answer, but Tick Tock interrupted. “It means Stop Talking And Return to Strategizing. As in, everypony shut up, because may I remind you that all that’s changed is, instead of us being surrounded by a horde of bloody abominations, we’re surrounded by a *stationary magic shield* that’s surrounded by a horde of bloody abominations. Sparkle has merely given us some time to think; let’s not waste it.”

“That’s not even *close* to what it stands for,” Pinkie said.

Twilight cleared her throat. “Normally, Tick Tock, I’d agree with you. Today, however, is not a normal day. I’m not going to use this barrier to just sit and think of a plan; the barrier *is* the plan. We’ll use it to quite literally force our way through this mass of creatures.”

“A far-fetched plan, if there ever was one,” Tick Tock replied, shaking her head. She sighed. “I know you’re powerful, Sparkle, but—”

“I know normally that physically moving a barrier is rather difficult,” Twilight interrupted, “but... I think that with my friends to support me, I can do it.”

She turned to her friends and smiled, knowing that her friends wouldn’t let her down. They smiled right back, and just seeing them safe made Twilight’s magic surge through her. Without hesitation, she took a step to the east, and the barrier moved with her, keeping its shape and pushing the abominations aside like a bulldozer. Another step, and the barrier followed. The effort put some strain on Twilight’s magic, but so long as she knew her friends were behind her, supporting, and most importantly, protected by her, she felt no weakness.

Tick Tock hummed as she followed along. “Hmm... impressive. Okay, Sparkle, I’ll admit your plan has merit. I remind you, however, that with how bloody thick the crowd of these things is, we’re moving at a snail’s pace. We have miles to cover. Are you certain you can handle this?”

“Like she said, as long as she has us by her side, she can do anything!” Rainbow cheered. She swept through the air inside the shield, scraping the edges and making faces at the horde outside. “So maybe I don’t get to bust a few zombie heads, this is still pretty cool!”

“And if she needs a little extra ‘oomph’, as it were, she need only ask,” Rarity added, trotting up alongside Twilight, Fluttershy in tow. She flipped her mane and let out a small laugh. “Now do you see why we put our faith in you, darling?”

Twilight grunted and nodded. “I suppose...” She sighed, and shook her head. “Don’t be

too quick to thank me, though; we're not on the other side yet. Truth be told, I don't know if I *can* keep this up the entire way across."

"You'll do fine, Twi," Applejack said, clapping Twilight on the back. "What's the worse that could—"

The ground beneath Twilight shook, and it was only through sheer reflexes that she leapt back enough to avoid one of the abominations erupting from the tainted earth, swiping at air. A soft rumble around Twilight alerted her to more of the things burrowing their way beneath her and her friends. She frantically tried to think of how they were getting past her barrier, when a thought came to mind: Gilderoy had mentioned that the Red Death had been able to seep beneath the otherwise impenetrable barrier around Aeropolis; who was to say they couldn't do the same to *any* barrier? How, then, was the Warden's barrier able to keep them in?

Her train of thought crashed when Tick Tock blasted the abomination in front of Twilight with a burst of magic. Twilight fought the urge to vomit for the second time in the past hour; the creature's head had quite literally exploded in a burst of rancid gore. This did no pony any favors; some of the others were puking, much as Twilight and Applejack had done earlier, with only Rainbow, Pinkie, and Flathoof seeming able to stomach the sight.

"So much for that, Sparkle," Tick Tock murmured. Her horn was aglow, ready to blast the next zombie who popped out to attack. "Any more bright ideas? Or should we ask our resident 'zombie expert'?"

Twilight turned to Pinkie for a second, then second-guessed the idea.

"We could always clear them out," Rainbow offered. She swept upwards. "Ow!" Her head struck the interior of the shield before she got very high up.

"We don't got much room ta move 'round and keep these things off us," Applejack noted, though it was obvious at this point. She turned to Twilight. "Don't suppose y'all could make the field bigger?"

Twilight sighed and shook her head. "Once the barrier is cast, I can only adjust its shape, not its size. I could adjust the shape of the barrier to give us more room, but it'd be so insignificant a difference that it wouldn't help. No... I think perhaps that Rainbow's original plan is our best option here. We're going to have to fight our way out."

"Are you daft, Sparkle?" Tick Tock scoffed. "That horde out there must be hundreds deep by now. You can't possibly expect us to try and push our way through—"

"It's either that, or focus entirely on keeping these things from attacking us from below, something I can't help with since I have to concentrate on pushing forward. I don't doubt you,

Tick Tock, nor do I doubt my friends, but if too many of them come at once, we don't have the room to avoid getting injured. If we're out in the open, we can form our own perimeter of sorts, and I can assist with combat. Plus, we'll likely be able to move more quickly."

Tick Tock frowned, grumbling. She then sighed in defeat. "A fair point, Sparkle. We'll fight our way through."

Rainbow pumped her hoof. "Oh yeah, now we're talking! Everypony can just stand back and watch the master at work." She thumped her chest and flared her wings. "These zombies don't stand a chance against Rainbow Dash, Zombie Slayer!"

Twilight knew the battle ahead would be hectic, so it needed to be as organized as possible to prevent anypony from getting hurt. Her mind immediately went into Team Leader mode, and without a second thought, she began rattling off orders at her friends as though they were part of a military unit.

"Rainbow, you take the skies and keep the pegasi off us. AJ, you and Flathoof cover the rear. Pinkie, you take the sides. Tick Tock and I will focus on the front, but call us if you have any trouble with unicorns; I don't know if these things can still use magic. Rarity, Fluttershy, you two provide support to whoever needs it. Lockwood—" Twilight paused to stare at Lockwood, who still looked a bit winded from walking, and had never shown any combat utility before. She sighed. "Just... stay safe, and keep lookout. Don't let anypony get snuck up on."

No pony questioned a word Twilight said, and followed her commands to the letter.

Except one.

"Um... T-Twilight?" Fluttershy peeped. "I d-d-don't know—"

Twilight sighed again, and put her hoof on Fluttershy's shoulder, giving the timid pegasus as kind a smile as she could manage. "If there's any way you can use Ophanim to help, Fluttershy, we'd be grateful... but no pony's forcing you to choose what form he'll take just yet. If you can't help that way, then help Lockwood with an extra pair of eyes and watch our surroundings. Okay?"

Fluttershy nodded. "Okay..."

Twilight turned to the east, and took a deep breath. "Okay everypony, on three. One—"

Applejack and Flathoof ground their hooves into the muck beneath them; a thin sheet of rock had already coated some of Applejack's body. Tick Tock stood at Twilight's side, lighting up her horn.

“Two—”

Rainbow lifted off the ground a few inches, preparing for takeoff. Pinkie dramatically cocked her weapon.

“Three!”

Twilight flared her horn, and her shield exploded in a fearsome burst of colorful lights. The blast was powerful enough to send hordes of the abominations flying away, clearing a wide berth around Twilight and her friends and giving them ample room to move. In the process, she left a lingering ring of her magic surrounding her friends to ward off any of the creatures that approached; it wasn't as effective as a true barrier, but it would help keep them from being overwhelmed, Twilight hoped.

Rainbow was the first to go on the offensive, soaring straight into the air with a blast of wind. Several of the creatures that were once pegasi took off in pursuit, until Rainbow had a large trail of them following her. They were significantly slower than she was, giving her more than enough room to sweep down and lure more of them after her.

Once she had amassed a significant number of pursuers, she kicked her hind legs together to form her lightning trail, then looped around and dove straight towards the creatures, challenging them to a game of chicken. The creatures at the front of the pack opened their mouths wide, baring their sharp teeth that could tear through her flesh like tissue paper.

She swerved to the side at the last instant, then zig-zagged her way through the swarm as a living bolt of lightning. Her lightning trail connected with each and every abomination in the swarm, sending them into fierce convulsions as billions of volts of electricity ripped through their bodies. The energy exerted by the lightning disrupted the magic keeping the once-pegasi together; many of them fell to the ground, the magic no longer able to make their wings work, while others were torn apart in bursts of rancid flesh and bone.

“Booyah! Rainbow Dash, Zombie Slayer is on the job!” Rainbow cheered.

Twilight watched the display with relief; Rainbow could handle herself, so long as she didn't do anything foolish. Meanwhile, she and the rest of her friends had formed their ring of defense, and were beginning to push eastward, albeit at a slow pace. Tick Tock seemed unbothered by the rotten gore the creatures burst into when blasted by her magic, and continued forward unabated. Twilight found it hard to keep up, not for lack of power or speed, but for lack of stomach.

She took a breath to regain her composure, then unleashed dozens of magical bursts in rapid succession in a wide arc in front of her. The streams of light were effective at sweeping through the horde, but the going remained slow; it seemed that every time one of the putrid

things was destroyed, another had already taken its place, clamoring over what was left of its predecessor.

As they pushed forward, the abominations grew more bold in their assault; Twilight noticed this coincided with the resurgence of the red gunk beneath her hooves. It was still a bothersome thought, however, as at first she'd assumed the creatures weren't able to form enough coherent thought to *strategize*. And by strategize, she meant form battle lines; the earth pony zombies pushed themselves to the front, taking the brunt of Twilight and Tick Tock's attacks, while the unicorn zombies remained in the rear and used their magic to attack.

That particular fact surprised Twilight: the unicorns could still use magic. Their spells were weak and easy to deflect, but they glowed with a sickening black-red light unlike any magic Twilight had ever seen. Twilight could only really describe the magic as feeling *wrong*. It was an affront to all things magical.

"We're getting nowhere, fast," Tick Tock grunted. She lifted up a barrier to block another unicorn bolt that screeched towards her; as expected, the blast wasn't strong enough to really bother Tick Tock at all. "At this rate, I'm more worried about having to carve a path through the bloody things than any of them actually reaching us."

"Hopefully, my ward will make sure that stays the case," Twilight added. "It seems to be doing the job so far."

She lit up her horn and let loose another stream of light, slicing her way through another batch of creatures. Her ward ring expanded to help her and Tick Tock push forward. She turned to her friends behind her; she knew that when her ward moved forward, the rear end of the ring would temporarily weaken as it caught up. She wasn't about to let Applejack, Flathoof, or Pinkie deal with too many of these abominations if she had anything to say about it.

Rarity bit her hoof anxiously as she watched her friends do battle with the horrid creatures all around her. She wanted to help, but was unsure who needed her the most. Twilight and Tick Tock were making some headway through the masses of black, rotten bodies, but even now, Twilight was looking her way. Did she need assistance?

"There's so many of them!" Flathoof exclaimed.

Ah! Perhaps that is my cue!

Flathoof had turned to shout for only a second, but that was enough time for one of the things to pounce at him.

Applejack slammed into the creature. It shattered apart the second she made impact.

“Stay focused, ya big galoot!” she snapped, turning her attention back to the approaching horde. “Could use a lil’ pick-me-up, Rarity! The ground here feels sick, so I need all the help I can get coaxin’ it out!”

“Certainly, darling!” Rarity called. She turned to Fluttershy, who’d been clinging to Lockwood for dear life, despite the stallion looking like he’d be about as useful in a fight as a wet tissue. “Fluttershy, dear, stay close to Lockwood, understand? Things are getting pretty hectic, but...” She paused, trying to think of the best words. She settled on: “He’ll keep you out of danger.”

“Oh, b-but I want to help,” Fluttershy peeped. Ophanim’s orb burst out of the Bonding Bracelet and began looping excitedly around Fluttershy’s head so fast that he was nothing more than a blur of light.

Rarity shook her head. “Nonsense, darling, it's much too dangerous.”

“Dagnabit Rarity, c'mon!” Applejack snapped.

“Coming!”

Rarity cantered over to Flathoof and Applejack, then flared her horn and bathed the pair in the white glow of her empowering magic. While Flathoof seemed unaffected for now, the effect on Applejack was immediate and obvious: her fur coat became covered in solid earth, a much thicker sheet than before.

One of the creatures leapt at Applejack while she was occupied with another, its mouth open wide. It latched onto her side and bit down on her neck, expecting to sink its sharp, black fangs into soft, tasty meat. All it got instead was a mouthful of rock, shattering its teeth. Applejack effortlessly shrugged the zombie off and swung her tail, which, like the rest of her body, was made of solid rock, down at the creature’s head. She crushed it like a grape, splattering rancid goo all over herself.

“Well now, if that ain’t somethin’ useful,” Applejack commented, swinging her new club-like tail about in appreciation.

Rarity blanched at the horrid sight. “Oh my, how *gruesome*,” she gagged. “Could you not be so- aiieeee!”

Rarity, so focused was she on Applejack’s display, hadn’t noticed one of the creatures leap at her until it was too late. She raised her hooves in front of her in a futile effort to defend herself.

Flathoof rammed into the thing with more speed than Rarity had thought him capable of. The impact carried so much force that the creature literally disintegrated in a spray of red and black mist.

“Oh... oh my,” Rarity breathed. “Thank you, Flathoof! I thought for sure that I was a goner.”

“Just stay close to me, Miss Rarity,” Flathoof insisted, blocking Rarity with his body. “None of these things are gonna come near you, I promise. Whatever that magic of yours did, it seems to have made me stronger. There ain’t no way I could’ve done what I just did on my own.”

“You did seem to move awfully fast, darling. It seems your talent really *is* protecting others.”

“Enough yappin’ yer gums back there!” Applejack spat. She shook off another of the creatures that had pounced upon her, but as she went to crush its head as she’d done before, another tackled her to the ground. “Dagnabit, they don’t let up! Just ‘cause I’m made o’ rock don’t mean I *like* being covered in these gross things!”

Pinkie lifted her pistol and took careful aim at the horde of zombies in front of her, watching for the first of them to dare step over Twilight’s ward ring. Their scurrying, shambling forms writhed on the other side of the invisible barrier, apparently unsure if they wanted to risk crossing it. It was strange, seeing zombies act this way; they certainly didn’t have the same mindless, unrelenting, self-destructive tendencies as the ones in Pinkie’s movies and games did.

Then, she saw movement out of the corner of her eye. She swiveled around and aimed at the horrid thing that had stumbled across Twilight’s ward, and even now moved towards the two unicorns at the front of the formation of living ponies. The ward itself had no effect on the creature’s formidability; it seemed to Pinkie as if all the ward did was function like repellent. It was time to do her job and defend the formation’s flanks.

“Okay,” Pinkie whispered to herself, “rule number one: aim for the head, destroy the brain.”

She squeezed the trigger just once. The bullet tore through the skull of the rotten creature without much effort; it slumped to the ground, unmoving.

As Twilight and Tick Tock continued pushing forward, the ward ring shifted to keep up

with its caster. During these movements, the ward seemed to weaken, and the zombies pushed through it more easily. Pinkie worked her hardest to cover both sides of the formation by herself; Applejack and Flathoof were needed at the rear end, where the ward was at its weakest, and Twilight and Tick Tock were too focused on pushing forward to divert too much attention elsewhere. But, as they moved closer and closer towards their goal, the zombies seemed to grow bolder and bolder, brazenly pushing past Twilight's ward in greater numbers.

Pinkie popped off several more shots, taking out a single zombie with each one. Just as the last zombie fell, she squeezed the trigger once more, unsure if her shot had been fatal; the gun gave a loud click. Out of ammo. But, as she reached for her holster to grab another magazine, another pack of zombies began pushing past the ward. Pinkie glanced at her pistol, and frowned.

"I'm gonna need more than this dinky thing," she muttered.

She holstered her pistol in one swift movement, then reached around to her back to pull a grenade launcher from her pack. To an outside observer, it would seem impossible that she'd pulled such a large weapon from such a small satchel; to Pinkie, it was just a matter of inventory management. She double-checked to make sure she'd loaded a round in the chamber, then took aim and fired.

The trio of zombies in front of her exploded in a burst of flame, shrapnel, and putrid filth.

"Boom," Pinkie said in a deep, masculine voice. She cracked a small smile as she lifted another round from her pack to reload.

That was when her eye caught a strange sight: one of the zombie's burned, rotten remains glowed purple. Warily, she stepped away from her post to approach the glowing carcass. She rummaged in the remains for only a second—disgusting as that was—until she fished out a massive metal sword, decorated with a deep purple blade and a golden hilt with a bright red jewel in the middle.

"Oh wow, sweet loot!" Pinkie cheered, her excitement almost palpable. "[Ragnarok] huh? Let's check the stats... ooh, plus fifty to Awesomeness? That's best-in-slot!" She twirled the blade around a little, getting a feel for the weight. Then, satisfied, she went to put it in her satchel. "I'll save this for later. Melee weapons are terrible for zombie slaying, what with putting you in just the right range to get bit."

To Pinkie's consternation, however, she couldn't place the weapon in her bag.

"Huh? What gives?" She paused, then giggled. "Oh, right. I'm in a party! Gotta roll for it first." She reached into her mane and pulled out a one hundred-sided die. She rolled it in the muck. Ninety-nine. "Booyah!"

She tried to put it in her bag again. Still, nothing.

“Oh c’mon, who else is rolling on this thing?” she grumbled. She glanced back at her friends; all of them seemed too focused on their own thing to be rolling dice for loot. Could any of them even equip a two-hoofed sword? “Okay, which one of you is rolling on it?”

Then, inexplicably, the sword disappeared from out of her hoof.

“Bwuh?”

She frantically looked about, and then, out of the corner of her eye, she caught sight of another pink pony. Said pink pony was clad in an all-black ensemble: long, baggy pants, a shirt with no sleeves whatsoever, and a metal shoulder pad on her left shoulder. Pinkie glanced at the ground; another die was there, black just like the other pony’s outfit, and it read a perfect one hundred.

“Oh my...” She glared at the other pony. “Ninja! Ninjaa!”

Pinkie chased after the other pink mare, but she was already gone, disappeared through the hordes of abominations—abominations, incidentally, that seemed resolute to not disturb Pinkie through all of this.

Pinkie raised her hooves to the sky. “FFFUUUDGE!”

Fluttershy shirked away from the carnage surrounding her, desperate to avoid being caught in all the gruesome action. While at first she’d wanted to help, the more violence she saw, the more she second-guessed herself. Seeing her friends tearing through hordes of these creatures that had once been living, breathing ponies just like her chilled her to the bone. She wasn’t sure she had the stomach to participate.

Ophanim orbited Fluttershy’s head in frantic, erratic movements, reacting to her anxiety; she could feel his worry in her mind, and knew he wanted nothing more than to be given the opportunity to protect her. Some animal spirits had followed her into this awful place, and even they were reacting to her terror, desperate to chase away her fears. Their empathy warmed her heart, but at the same time, filled her with dread.

Fluttershy knew that if she wanted to help, she needed to make a choice. Which of these spirit beasts would help the most? The animal would need to be something fierce, obviously a predator; it would also need to be strong enough to handle the monsters that surrounded her and her friends; it would also likely need to be agile enough to deal with multiple creatures at

once without getting bogged down.

So focused was Fluttershy on trying to come to a decision, that she did not notice the hordes of abominations around her push through Twilight's ward. She did not notice Pinkie's explosive barrage fail to take out the entire pack. She did not notice one of the survivors leap at the closest prey it could find: her.

"Fluttershy!"

Lockwood's voice shook Fluttershy from her reverie, and she turned to see the rotten, blackened body of one of the once-ponies coming down on her. In her terror, she couldn't even make a sound. She froze, eyes wide, as the creature bore down on her like a wolf upon a rabbit.

Just inches from her face, the creature was knocked aside. Lockwood had tackled it, much as she'd seen Flathoof and Applejack do. But Lockwood was neither Flathoof nor Applejack; he did not have their physique, and he was still weak from taking on Fluttershy's condition. The abomination easily turned the tables on him, and had him pinned to the ground.

"Lockwood!" Fluttershy screamed. "Somepony! Help!"

Applejack turned her head in Fluttershy's direction, but only for a second before she was set upon by another pack of zombies.

Lockwood pushed the creature off of himself as best he could, then attempted to scramble away.

The putrid predator was undeterred, and pounced upon him again, sinking its rancid fangs into the base of his left wing.

Lockwood's agonizing pain bled through into his scream.

Fluttershy's world collapsed around her. "**No!**"

There was a blinding flash of light. In a blur of movement, a glowing form ripped through the air around Fluttershy's head and sprung upon the horror that now attempted to prey upon Lockwood. The figure of white mist latched onto the zombie's torso, and in a swift motion, flung it off of Lockwood.

The zombie recovered surprisingly quickly, and attempted to assault its attacker. The white mist opened its great maw wide, showing off its solid white fangs, and clamped down on the zombie's head. With a sharp crunch, the zombie's head was nothing more than a putrid glob of remains; its remaining body fell, motionless, to the ground.

Ophanim, now in the form of a great wolf, turned its head to Fluttershy, then was by her side in an instant. He stalked around her, preparing to assault the next abomination that dared to get close.

Fluttershy couldn't believe her eyes. "Oph... Ophanim?"

A pained groan from Lockwood drew Fluttershy's attention. She galloped to his side and knelt beside him.

"Lockwood!" she exclaimed. Her worry turned to panic; he'd been injured. "Oh... oh no... th-th-this is all *m-my* fault!"

"Hey... relax, Fluttershy," Lockwood murmured as he struggled to his knees. "I'm alri—" He winced, and collapsed back to the ground. "Augh... ah... oww. Okay... moving, not a good-aaughh!"

Fluttershy glanced at his wing to see what was causing him such pain, and her eyes widened in horror. The putrid red gunk on the ground was no longer content to sit and cling harmlessly to his coat. The horrible material had oozed up his side and melted into his coat, skin, and worse, his wound; it writhed around the bloody gash like a mass of worms, seeping into his body at an alarming rate.

Fluttershy desperately tried to scrape the disgusting stuff off of him, but found she wasn't making any headway whatsoever. She didn't know what to do. But, she knew somepony who might.

Twilight cut through another line of abominations and pushed her ward circle forward again. The pace she and Tick Tock had been making was beginning to slow; her partner was growing tired, and the hordes of monsters before them still seemed as endless as ever. She'd been forced to double her efforts; for every one of the zombies she or Tick Tock destroyed, it seemed that two more took its place. At this rate, it would take hours just to make it midway through this horrible place.

"Twilight! Twilight, we need you back here!"

Twilight turned back to the source of the voice. "Fluttershy? Fluttershy!? What's wrong?!"

"Lockwood's hurt! We need you!"

Twilight bit her lip. How had one of her friends gotten hurt? She thought she'd perfectly divided the group's duties such that everypony would be safe. She turned her attention to Tick

Tick, who, in Twilight's brief moment of distraction, had taken up the offensive.

"Tick Tock—"

"I know, I heard," Tick Tock grunted. "I just knew that bloody useless twit wouldn't be able to keep himself out of trouble."

"Do you think you can keep things under control here?"

Tick Tock deflected another foul unicorn bolt away, then countered with a blast of her own. "I'm not confident in my chances, but what choice do I have? Go on, Sparkle, get going."

Twilight nodded, then flared her horn and wiped out the closest batch of zombies to her ward circle, hoping to give Tick Tock some breathing room. She then turned and galloped to where Fluttershy was, though she became distracted for a moment by the glowing white wolf nearby that was tearing apart abominations as they clamored across the ward circle. Twilight detected the familiar essence of Zoolomancy magic radiating from the creature.

"Is that... Ophanim?" Twilight asked.

"Twilight, focus! Lockwood needs help!" Fluttershy chided.

"Okay, I'm here, just relax," Twilight said.

She lit up her horn and channeled her magic to coat Lockwood's body to clear off the red ooze that had swarmed over him. Almost immediately, she could see his wound, and gasped in horror at the sight. A deep, bloody gash had been torn into his side at the base of his wing, and she could see traces of the Blood Mire's red goo still lingering inside, writhing about as though it were alive.

"Don't... worry about it. It's just a... a scratch, okay? I'll be fine," Lockwood murmured. The breathlessness of his voice and the agonized expression on his face didn't lend any support to his words.

Twilight immediately lit up her horn and began casting a healing spell, strengthening her ward circle in the process to give her more room to concentrate. However, after spending several minutes attempting to patch up Lockwood's injury, she realized her magic was having no luck in healing the wound at all. Even a wound as severe as this should have taken no more than seconds to seal, but every time she managed to close it up, it reopened again; Lockwood recoiled in pain each and every time. Twilight attempted using more power in her spell, yet still her efforts went to waste.

"This is bad," she murmured, panicked. "This is very bad. Why isn't my Restomancy

working? This doesn't make any sense!"

"Please, Twilight! You have to do something!" Fluttershy pleaded.

Lockwood glanced up at Fluttershy and attempted to smile and hide his pain. He failed miserably. "D-don't worry about me, Fluttershy, I'm just... f-fine..."

"You need to stop talking, and conserve your energy," Twilight said. "I don't know why my magic isn't working, so I'm going to need more time to examine your injury. But, this is neither the time nor the place to do so. We need to get moving, *now*."

She turned to the rear of the formation, where Flathoof, Applejack, and Rarity were still keeping the hordes of abominations at bay. "Flathoof! Applejack! Change of plans! I need somepony up here, now!"

"On mah way, sugarcube!" Applejack called back.

"Let me," Flathoof said. "You can handle these things better than I can."

"Fine, just quit yappin' and get movin'!"

Flathoof galloped over, faster than Twilight had ever seen him move, and immediately went into a panic as he saw Lockwood on the ground, wounded. "Lockwood! What happened?!"

"No time to explain," Twilight said. She rose to her hooves, brushing off some of the goo that was sticking to her in the process. "We need to get him to safety before his condition gets any worse. You're going to carry him. Understood?"

"Yes ma'am," Flathoof said with a salute. He leaned down to Lockwood and, with Fluttershy's help, hefted him up onto his back. "There we go, buddy. Don't you worry, we're getting you out of here. You're gonna be alright, you hear me?"

"My hero," Lockwood chuckled. He then coughed, and groaned in pain. "Oww... it hurts to laugh..."

Twilight turned to Applejack and Rarity in the rear, and shouted, "AJ! Rarity! Lockwood's hurt, so we need to get a move on! Tick Tock and I are going to push through, and we're going to be moving fast! No ward circle, just a fast eastward push! Stick close to us so you don't fall behind!"

Rarity immediately cantered forward to meet up with the others. She grimaced when she saw Lockwood's wound. "Oh my, this is awful! Is he—"

“We’ll talk later, Rarity,” Twilight said. She turned back to Applejack. “AJ! Are you coming?!”

Applejack shrugged off one of the abominations that had managed to squirm its way past Twilight’s ward spell, and crushed its head with her hoof. “I’ll keep the rear covered, sugarcube!” she called back before turning to face the horde again. “These here things ain’t got nothin’ on me, y’all just move on ahead!”

“Right!”

Twilight then turned to Pinkie, who stood dutifully by her side, scanning the collection of creatures for movement; Twilight wasn’t sure where she’d gotten the cumbersome object she now carried in her hooves, but if she’d been using it to defend the group, then it was a welcome addition.

“Pinkie, you stick close too, okay? Tick Tock and I are going to need you to help keep our sides covered.”

Pinkie nodded. “You got it, Twilight. S.T.A.R.S. always comes through in a pinch, I promise. Though I might need just a *teensy* bit more firepower.”

Pinkie reached back and placed the cumbersome weapon into the small satchel on her back; Twilight couldn’t wrap her brain around how such a large object could fit into such a small space, but decided not to ask. While Pinkie was fumbling around in said satchel for “more firepower”, Twilight turned to Fluttershy.

“Fluttershy, do you think you and Ophanim can help Pinkie keep us covered, too?”

Fluttershy nodded, though her attention was still mostly on Lockwood’s limp body hanging over Flathoof’s back.

Twilight returned the nod, then turned to canter back up to Tick Tock’s side. To her relief, her empowered ward circle had been enough to keep Tick Tock from getting overwhelmed, but the green unicorn was growing tired; her mane was matted with sweat, and her horn’s glow was slightly dimmer than Twilight remembered it being just minutes earlier. Twilight cleared out the front line of abominations creeping over her ward.

Tick Tock breathed a sigh of relief. “About time, Sparkle. What’s the situation?”

“Lockwood is hurt, so we’re getting out of here. Get ready to move fast,” Twilight explained. She stepped in front of Tick Tock and flared her horn; her ward circle expanded, glowing bright purple as it did so and forcing the monsters back. “This should buy us some space to start moving.”

“I hope your new plan to clear a way through is better than the last one,” Tick Tock scoffed. Twilight detected a hint of worry, though, not indignant aggravation. “They’re endless, they are, and my magic just isn’t strong enough to handle more than one or two at a time. I’m getting proper knackered already, and we’ve not even made good distance yet.”

“How much further is the other side?”

Tick Tock pulled out her map and gave it a quick once-over. “If we were to move at our previous pace, we’d be at the other end in three hours.”

Twilight frowned. “We don’t have that kind of time. Looks like we’re going to have to put everything we have into moving faster. I want us to the other side in under an hour; Lockwood’s wound needs immediate treatment.”

“You’re asking a lot,” Tick Tock grumbled. “That’s a full gallop, that is. Are you sure we can push forward at that speed?”

Twilight grunted, and flared her horn even brighter; the light was such that Tick Tock had to shield her eyes for a moment to adjust to its luster. “I am. Just do me one favor.”

“Yes?”

“Stand back.”

Tick Tock obliged.

Twilight ground her hooves into the thinning muck beneath her, and turned all of her focus inward, concentrating on strengthening her magic to get her friends to safety. Her mind was clouded with doubt that she’d be able to do so; already, one of her friends had suffered a critical, potential life-threatening injury, and her magic had been unable to heal him. Would another of her friends fall if she pushed forward too hard and fast? Would her magic be as useless in helping them as it was Lockwood?

No, she thought. That wouldn’t happen. She would not *let* that happen. Her friends trusted in her still; despite Lockwood’s injury, they did not doubt her, and only supported her plan to escape this wretched place. She wouldn’t let them down.

Her magic flowed fluidly throughout her body, filling her horn with so much magic that it became a star in the black mist that hung in the air. The power was such that even her body became luminescent, and when she opened her eyes to look upon the hordes of monstrosities that stood between her and her friends, they shined with the purest white possible.

She sucked in a breath, and her ward circle followed the action, retracting inward until it just barely surrounded her friends, then evaporating into nothingness; she and her friends no longer had a boundary to stave off their attackers. Twilight had faith that they would not need one.

“Out of the way.”

She unleashed her spell. Her horn released a terrifying mass of magical bolts that sprayed in an arc in front of her, ripping apart the rotten creatures like paper.

“Stay close to me and pick off anything that I miss,” she said, addressing Tick Tock.

“Right,” Tick Tock agreed.

Tick Tock, exhausted after expending so much magical energy, struggled to keep up with the other ponies rushing eastward: Twilight led the way, clearing a path with her magic yet not showing the slightest hint of slowing down; Flathoof kept pace just behind her, Lockwood draped over his back, and despite the extra load seemed none the worse for wear—if anything, he was moving faster than Tick Tock had ever seen him move; Fluttershy, Rarity, and Pinkie trailed just behind them, in part due to not having to focus much on defending themselves—Ophanim, now a great wolf made of white mist, was doing most of the work, though Pinkie did her fair share wielding what Tick Tock recognized as an assault rifle. Only Rainbow and Applejack were not leaving her in the dust, the former due to being completely out of sight in the air, the latter due to purposefully keeping her pace slow to stay at Tick Tock’s side.

“I can see the eastern boundary of the barrier!” Twilight called; her voice seemed so distant, despite being not too far ahead. She sped forward faster. “We’re almost there, everypony, just keep moving!”

While everypony else hastened their pace to keep up with Twilight, Tick Tock found herself unable to do the same; it was hard enough just keeping the pace she was.

“C’mon, ya darned tea-chugger!” Applejack spat as she drew up alongside Tick Tock. “Pick up the pace! Y’all’re fallin’ behind!”

“Well, forgive me if I don’t quite have the stamina of other ponies after using up most of my magic!” Tick Tock spat back. “If you’re so bloody concerned with keeping up, then maybe-oof!”

Tick Tock wasn’t sure what she’d caught her leg on, but guessed that the red goop that even now attempted to tighten its grip around her was to blame.

“Dagnabit, now y’all just had ta trip too?!” Applejack snapped. She stopped moving to ward off the hordes of abominations that approached them; Tick Tock was thankful she hadn’t told the country bumpkin to just go on ahead. “C’mon, giddyup! Don’t just lie there!”

Tick Tock scowled at Applejack as she struggled her way to her hooves. Then, she noticed that the horde of fetid creatures around her and Applejack had not only stopped approaching them, but was ignoring them to continue pursuit of Twilight and the others, who had gotten so far ahead that Tick Tock couldn’t even see them. Only a piddling number of the creatures remained to harass Applejack.

But, before she could even wonder what was going on, she caught sight of something out of the corner of her eye: the faint glimmer of light reflecting off of metal. She didn’t question how the metal was reflecting light—seeing as there was hardly any light at all in this loathsome place—because she was too focused on defending herself from the approaching weapon.

She raised a barrier in time to block a metal blade, and to her surprise, the blade and its wielder were not deflected.

That surprise lasted for all of a second when she caught sight of what was wielding the blade, and what the blade was.

“Bloody hell...”

The pegasus was an abomination against life and magic, just like all the other rancid, rotten creatures that infested the region, of that much she was certain. Unlike the others, though, this one seemed more recently-deceased, as it retained distinct features that the others did not. It was still wearing clothes, a full body suit, to be precise, though it was so stained with blood and decay that she wasn’t sure what colors it had once been. This one’s body was less corroded by festering decomposition, and though she could not smell it through her breathing bubble, she was certain it smelled just as rank. None of this one’s limbs were missing, nor were any of them damaged such that foul magicks were needed to fill in for muscle or bone. One of its eyes had been destroyed, though, and glowed with the same dark red sheen that the others’ eyes did; the other eye, however, was intact. Through the goggles the creature wore, she could see that it had suffered from a broken blood vessel, as the white of the eye was red but the pupil was unblemished, and was colored a familiar green.

The wings of the pegasus, however, were another confusing matter entirely. They weren’t made of flesh and bone, rotten or otherwise, nor were they composed of the same magicks as the other zombified pegasi. No, they were made of metal; the blade she’d seen this once-living pony wielding was in fact its *wing*. The metal was silver, and carried a luster to it that Tick Tock almost immediately recognized: pure obidium.

“Oh, bugger...” Tick Tock muttered. Pure obidium certainly explained the resistance this creature’s wings had against her barrier, and why the shield hadn’t deflected the putrid thing away. “Buck me, this isn’t good.”

The pegasus raised its other wing and struck the opposite side of Tick Tock’s bubble-shaped barrier, trapping Tick Tock between them. Her eyes widened in shock as the pegasus proceeded to use its wings to lift her, barrier and all, into the air; the force its wings exerted on her shield threatened to cut straight through.

Then, the creature dropped her, just in time to avoid having its head smashed by Applejack’s stone tail. Said tail, having missed its target, slammed into Tick Tock’s barrier instead. The force of the blow had been enough to break straight through her shield; Tick Tock gave Applejack some credit, but attributed most of it to exhaustion. It had been a wonder her shield had even resisted the zombie’s first attack.

As the pegasus bounded away to distance itself, Applejack turned to Tick Tock. “Y’all okay there?”

“Yes, for now,” Tick Tock panted. “Keep your guard up!”

The pegasus bolted forward and, to Tick Tock’s surprise, deftly swerved around Applejack’s wild, sloppy swing, and instead made a beeline straight for her. Applejack turned to pursue the thing, but at the most inopportune time, another pack of abominations burst out of the ground and tackled her, dragging her to the muck.

Tick Tock was on her own dealing with the pegasus. She ducked under a wide, horizontal slash of one wing, then barely blocked the quick follow-up strike of the other with another shield.

The second strike, combined with the sloppy composition of the ground under her, knocked her off balance, and she toppled into the muck. The pegasus was quick to pounce upon her, and pinned her to the ground with its sharpened, cracked hooves. She supposed she was lucky that it hadn’t attempted to pierce her flesh, fearing that she’d end up in the same boat as Lockwood was.

She looked up at her assailant, and to her utter confusion, she could see it *smiling* at her. Confusion soon turned to terror: despite the thing’s rotted and missing teeth, she would know that smile anywhere. The pegasus leaned down, a low chuckle escaping its throat; Tick Tock knew that chuckle too. Then, the pegasus spoke in a voice that she also knew, though it now carried with it a deep, sinister reverb.

“Hello again, Chronomancer. And goodbye.”

Tick Tock paled as the zombified assassin brought one of his great metal wings up to her face.

Then, the pegasus snapped his head to glance to the side, but did not react in time to avoid being blown off of Tick Tock by a blast of lightning.

Tick Tock scrambled to get upright, then graciously accepted the stone-clad hoof that offered to help to her hooves. Applejack took a defensive stance by her side, and was joined by Rainbow Dash a second later. Tick Tock had never been happier to see these two mares.

She watched as the assassin recovered from Rainbow's surprise attack almost instantly. She watched as he seemed to gauge his chances against the trio of mares. Then, she watched as he disappeared into the ground, nothing more than a black blot upon the sea of red goo. She could not help but stare at that spot for what felt like hours. Would he resurface and try to attack her again?

"We gotta get movin'," Applejack said.

Tick Tock shook her head. Applejack had drawn her from her reverie, and she quickly evaluated the situation: without the assassin nearby, the other zombies seemed to have gained a renewed interest in the three mares, and had now surrounded them. Had he been controlling them somehow? Why else would they have dispersed to give him room to assail her?

"R-right," she said, choking back traces of fear. "Sparkle's liable to get too far ahead if we don't make to catch up."

"I'll push through on my own," Applejack said. She then turned to Rainbow. "Dash, y'all carry tea-chugger here ta Twilight 'n' th' others. She ain't much use by herself."

Rainbow saluted. "You got it."

Before Rainbow could so much as move, a blast of light scoured its way through the eastern pack of abominations, clearing a wide path.

"Girls! Come on!" Twilight shouted from the clearing. "The others are waiting on the other side of the barrier! Let's go!"

The trio of mares didn't need to be told twice.

Twilight and her friends kept galloping, and galloping, and galloping, until at last they passed through the barrier and made their escape out into the eastern Wasteland. As expected,

the horrible creatures within that loathsome place had been unable to follow, so now the only company she had was that of her friends, and thankfully not hordes of zombified, decaying ponies. She knew that now, at last, she and her friends were in the clear. This allowed her to take the proper time to examine Lockwood. Now that she had more light, time, and room to work with, she could get a good, clear look at just how bad his injury was. The others circled around her and her patient, though apart from Fluttershy, they all kept their distance.

The sight wasn't pretty. The wound was deep, deeper than Twilight thought was possible from the bite of a pony, horrible zombie or not. It looked more like it had been inflicted by a piercing weapon, such as a lance or a sharpened horn, than a bite. The wound was also messy, filled with globs of torn flesh and muscle; luckily, Twilight's stomach had grown quite strong in the last few hours. The physical traces of red goo from inside the Blood Mire were gone, likely kept inside by the barrier, but Twilight was certain that other traces that she couldn't detect still remained. Worse, the wound seemed to be spreading.

Lockwood groaned in pain. "Y'know... apart from the... burning sensation... this isn't so bad," he murmured, forcing a smile. "The blood loss is... making me a little lightheaded..."

Fluttershy held Lockwood close to her, unbothered by all the blood. "Oh... Lockwood..."

"If I can't stop the bleeding, this is gonna get real bad, real quick," Twilight hissed, more to herself than anypony else.

Then, the sound of tearing fabric distracted Twilight. She turned to see Rarity standing there, half her dress still on her body, the other half held aloft by her magic.

"Twilight, darling, we need to do something about that grisly wound, don't you think?" Rarity said. Within seconds, Rarity had formed the tattered silk into a long roll of makeshift bandage. "Here. Use this."

"Rarity... your dress..." Lockwood croaked.

Rarity shook her head. "It is of no concern of mine at the moment, Lockwood." She then offered the roll of silk to Twilight. "Take it, Twilight. It's of more use to you than me."

Twilight took the bandage from Rarity and nodded. "Thank you, Rarity. This will do nicely." Within seconds of applying the bandage, the silk became soaked with blood. It wasn't much, Twilight thought, but it would have to do. She then sighed, disappointed with how things were playing out. "I don't know how else to say this, but... I don't think I can help."

"What do you mean?" Flathoof asked.

"Give it to me straight, doc," Lockwood murmured.

Twilight cleared her throat. “The good news is that the attack didn’t strike any vital organs, so... there’s that. The bad news is that there’s a lot of blood, and...” She hesitated for a moment, then shook her head and continued. “Well, I’m trying to use Restomancy, but nothing I do is having any lasting effect. Now, I’ll admit that I’m no expert, but this injury is such that basic Restomancy should be able to cover it. However, the wound isn’t sealing up like it’s supposed to. It’s as if there’s something... *blocking* my magic, and whatever it is, it’s not pleasant.”

“What could possibly be blocking your magic?” Rainbow asked. “I thought you were supposed to be super powerful, Twi.”

Twilight frowned, none too pleased with the implications that she wasn’t as powerful as her friends were making her out to be. “I do have one theory as to what’s causing this effect, but it’s just guesswork. The first thing that struck my mind was a curse of some sort. I’ve never believed in curses, or hexes, or any of that sort of thing. If you’ll recall, I outright dismissed them as not being ‘real’ magic, back before we met Zecora. Learning about her culture certainly made me more accepting of the concept, but I’ve still yet to see actual proof.”

“So if this here thing is a curse, or whatever, can’t ya, y’know, *de*-curse him or somethin’?” Applejack asked. She removed her hat and scratched her brow. “I know I don’t know much about magic, but I’ve heard y’all talkin’ ‘bout a... a ‘de-spell’ before. Just a thought.”

Twilight shook her head. “Dispelling the magic is probably not the best idea. Whatever it is that’s keeping me from healing him is exceptionally malevolent magic, and I don’t know how it works. If I try to force it out of him, I might do more harm than good, and with a wound that size, it could kill him. We need to see an expert, hopefully one on each Restomancy and curses, if not both.”

“Oh, well that’s helpful,” Flathoof snorted. “Let’s see if we can find a damn curse doctor or whatever out here in the middle of nowhere.”

“W-well, it’s the only course of action I can think of,” Twilight said. She backed away from Flathoof half a step; she’d never seen him get angry before.

“There are plenty of doctors... in Hope’s Point... that deal with stuff just like this,” Lockwood panted. “They can help us.”

“Ha, right, the city that’s, what, four days away at our top pace? Yeah, that’s helpful too,” Flathoof grunted.

“Hey, relax buddy. Twilight... did her best. It’s gonna be... okay,” Lockwood said. He turned his weak smile to Twilight. “Twilight, tell this... big lump... it’s gonna be okay... so he’ll stop fussing.”

Twilight frowned. She couldn't meet Lockwood's eyes, nor did she dare meet Flathoof's. "I managed to quell the worst of the bleeding, but at this rate..."

Flathoof blanched. "N-no... no, you're not saying what I think you're saying."

"Flathoof, just calm—" Lockwood started to say.

"Don't you bucking tell me to calm down!" Flathoof snapped, stomping his hooves in the dirt. "Are you even *listening* you careless idiot?! You're *dying!*"

Lockwood remained silent for a long moment, then said, "So? What does that matter? We just... push towards the coast... a little faster... no big deal."

"No big deal? *No big deal?! How the buck are you so damn calm even now?!*"

"Well... the way I see it... it could be worse," Lockwood said, forcing another smile.

"Buck you and your bullshit jokes right now!"

Fluttershy let out a loud wail, and buried her face in Lockwood's neck. "Oh... th-th-this is all *my* fault!"

"Hey... hey now... don't start blaming yourself," Lockwood said softly. "I'm the idiot who... tried to wrestle... a zombie. I should've been paying... more attention..."

Fluttershy bawled even louder.

"We have a stricter time limit than ever to get to the coast," Twilight said. "We're going to need to re-review our route, see if we can cut any corners. Tick Tock, let's see that map." She held out her hoof and waited a moment, expecting to either hear Tick Tock grumbling about changing the route again, or at the very least unfurling her map, but the other unicorn didn't make a sound. She turned in Tick Tock's direction. "Tick Tock?"

Tick Tock hadn't moved once from the spot where she'd collapsed after Rainbow had dropped her off. Her face was pale and sweaty, and she didn't seem to have been paying any attention to the goings-on of the rest of the party.

Twilight approached her. "Uh... Tick Tock? What's wrong?" She put her hoof on Tick Tock's shoulder.

Tick Tock, startled by Twilight's gesture, jerked away. When she realized who it was, she breathed a sigh of relief, and cleared her throat. "That... that *thing* attacked me. He was coming

after *me*.” She jolted upright and grabbed onto Twilight, shaking her in a panic. “He *smiled* at me! He talked!”

Twilight paused. “He... talked? One of those things *talked* to you?”

“It wasn’t just a *thing*, Sparkle. I recognized his voice.” Tick Tock gulped. “That thing was... the same maniac that tried to kill me back in the city.”

Flathoof, too, paled. “You mean... the stallion that... oh... no...”

Tick Tock nodded.

Flathoof slumped to the ground. “That twisted *thing*... is a *real* monster now? Does... does that mean that... that place is where they—” He glanced at the barrier in the distance, then began to shake violently. “Oh... oh no...”

Twilight eyed Flathoof with confusion for a moment, then the connection clicked. Her eyes widened in horror, hoping almost as much as he did that the implication wasn’t true.

Flathoof pounded his hooves into the dirt. “Dammit! Damn the whole bucking system!”

Twilight stepped to this side in an attempt to calm him down. “Flathoof... I know your city has a lot of backwards policies and all, but do you really think—”

Flathoof glared at her, his eyes red and already full with tears. “Don’t you get it?! Pandemonium doesn’t even *have* any damn cemeteries!” He shook his head in disbelief. “If they dumped that heartless piece of *scum* in here, then maybe...” He paused, then stood up and trotted away. “I... I need to be alone for a while.”

Twilight was hesitant to speak up, but wanted to remind him that time was of the essence. “Take your time, but... well, I don’t mean to rush you, but we do need to get moving soon. I don’t know if... if whatever’s inside Lockwood will—”

“Turn him into one of those *things*? Don’t think I haven’t already gone over that in my head. No, I won’t let that happen.”

“We’ll start getting ready to move, then. I’ll come get you when we’re ready.”

Flathoof shook his head and resumed walking. “I just need a moment.” He then turned to face Applejack, who’d come up alongside him before he got too far away from the group. He paused, then sneered. “What do *you* want?”

Applejack seemed caught by surprise at the anger in his tone and on his face. “I... I

figured y'all might... need somepony ta talk to?"

"Don't. Don't even *try* to pretend you care," Flathoof said through clenched teeth. "For days now I've been trying to talk to you, and all you've done is give me the cold shoulder, or give me a bad attitude, or outright ignore me. Not exactly things that show you give a crap about what I'm going through."

"W-well, I—"

"I don't know what happened to you, or what the hell I did, but whatever it is, I don't even *care* anymore. I thought you understood me, but I guess I was wrong. Somewhere, you lost interest in being a friend, and you know what? Fine. So be it."

"B-but—"

"Now, if you'll excuse me, I said I needed a moment alone, *Miss Applejack*."

Applejack stood frozen as Flathoof trotted away, looking as though she'd just been kicked in the gut.

Shadowstep flicked his wings, shaking off flecks of black-red goo like a dog would fleas. Once they were clean, he lifted his wings to examine them, impressed as to how they'd remained in such a perfect state. Rancid ichor slipped off the metal smoother than silk against silk; there was no trace of combat upon his new blades. He flattened his left wing out to examine his reflection. Seeing himself in this new state was odd, to say the least. Not because he was repulsive in appearance, of course, but because of how his transformed, rotten body felt. It wasn't that it felt strange, either, so much as it was strange that he couldn't feel at all. He knew that, in life, the lightning blast from the rainbow-maned mare would have likely caused excruciating pain, if not outright killed him. He hadn't felt a thing, and hadn't suffered any damage that he could see.

He grunted in annoyance. It shouldn't have even come to that in the first place. He'd been so close to slicing the Chronomancer's face open, but he couldn't resist taking the time to strike terror into the unicorn's heart. He'd wanted her last moments to be spent in fear, a well-deserved revenge for the horrors he'd been put through due to her interference. He chastised himself; he should've slit her throat the second he had the chance.

A sharp, searing pain in his head told him that he was not the only one who was displeased with the turn of events.

"Shadowstep, I do hope that this is not going to become a habit of yours."

Shadowstep bowed, though he knew the voice's presence was only in his mind. "Milord, forgive me," he replied. His voice reverberated and had become somewhat bestial in nature; whatever parts of his voicebox that the other abominations had torn out had been replicated by magicks that Shadowstep did not understand. At least he could still speak. "I grew overconfident in my ability to deal with the Chronomancer and her friends, but it would seem that they've grown more powerful since last I saw them."

"Yes, that much I saw. Do not fret too much, Shadowstep. While your lack of action allowed the Chronomancer to escape, it was no fault of yours that she was given the opportunity to do so." Silvertongue's voice paused; with it came a brief reprieve from the searing pain in Shadowstep's mind. It didn't last long. *"This turn of events does not surprise me, though seeing it made manifest brings me no pleasure, either."*

If Shadowstep had eyebrows to raise, he'd have done so. "You're... *not* surprised that those non-unicorn mares are wielding magic?"

Silvertongue clicked his tongue. *"It is a logical assumption. My daughters were born with the powers that they wield; they were not granted them by Nihila's essence. Thus, I reasoned that these six mares would, too, possess such powers, though I was curious to see them go without use. Perhaps they did not realize they had them? If such was the case, then it would seem that since my daughters last engaged them, they've learned of their powers. What could they have possibly found in the ruins of Aeropolis, I wonder? Hmm..."*

"It's an unfortunate circumstance, milord," Shadowstep mused. "Had I known, my plan of attack would have been less grandiose. Next time, I will resort to stealth to kill the Chronomancer. They cannot have gone far; I shall pursue them immediately."

"Executing the Chronomancer will have to take a backseat for now, Shadowstep. I am making some modifications to your assignment. There have been other recent developments that take precedence."

Shadowstep paused, confused. "Are you certain, milord? It will not take me long to catch—"

Another sharp, searing pain flared through Shadowstep's mind, and soon covered his entire body. He collapsed to his knees in agony.

"Do not question me. I will remind you of this only once, Shadowstep: your continued service to me is entirely via my goodwill. My orders are to be followed to the letter, and it is only through further goodwill that you are allowed to do so with any degree of freedom. It would be a trivial task to wield you as a weapon myself."

Silvertongue demonstrated this fact to Shadowstep by forcing the undead assassin to rise to his hooves, then twirl around in an exaggerated dance against his will. Shadowstep knew then and there, that he was nothing more than a puppet.

"I... will do exactly as you ask... milord..." Shadowstep wheezed.

Silvertongue laughed. *"A wise decision, my loyal servant. Your new assignment will seem rather simple, perhaps beneath you and your abilities, but it is imperative that it is done. My daughters are, even now, seeking to engage their targets: the Elements of Harmony."*

"Am I to warn them of their targets' new powers?"

"No. That development should, I think, motivate them to test their limits. It may prove beneficial in the end. No, Shadowstep, I merely need you to observe them. Your eyes, ears, and voice will be as my own. Recent circumstances have led me to believe that Nihila's plans for them have been derailed, and I wish to see for myself whether I need to intervene to keep things in line."

"And the Chronomancer? Forgive me for asking, milord, but I am just curious if that is still a part of my assignment."

Silvertongue hummed. *"I did say it was a secondary assignment, didn't I? If you see an opportunity to execute the Chronomancer without being noticed by any of the other parties, then feel free to see to it. I will stress this much though, Shadowstep: Starlight Shadow and her sisters are not to see you under any circumstances. Not yet. Am I clear?"*

The searing pain in Shadowstep's head was enough to make him agree. "Crystal clear, milord. My primary assignment is to spy on your daughters without being seen, and if possible, murder the Chronomancer."

"Good," Silvertongue chuckled. *"Hopefully, when next we speak, I will have another, more important task for you. When that is completed, you will be rewarded for your services. Just remember that now, more than ever, failure is intolerable. If I am led to believe, even for the slightest instant, that you are incapable of carrying out the tasks set before you, I will carry them out myself. You will experience pain beyond imagining in the process, and, when I am done using your body as my sword, I will cast you back into this darkest pit and let you wallow in festering decay forever. I have worked too hard to get this far, Shadowstep. No pony is going to ruin my plans. Understood?"*

"Yes, of course, milord," Shadowstep said, bowing low. "I will not fail you."

Shadowstep felt the sensation of Lord Silvertongue leave his mind, but not completely. There was a lingering hint of his essence there, watching his every action, taking in everything

that he saw or heard. Shadowstep no longer felt such intense pain throughout his body, but he knew that he could and would experience it again at a moment's notice. It seemed his master's control over him was absolute, but even knowing that he was now nothing more than a living weapon was enough to give Shadowstep the drive to continue forward. He still had a purpose, even if it was only in death.

He knew he could not say the same for others that had been in Lord Silvertongue's employ. Commander Jetstream had been snapped in half and devoured by his master's daughter, Red Velvet, and likely now was nothing more than a pile of excrement somewhere out in the Wastelands after her digestive tract had finished with him. Even Doctor Blutsauger, one of his master's favorite subordinates, had been killed. The death had been quick and painless, likely the only reward the Doctor received for his years of flawless service, and delivered by his Master directly. Shadowstep had to wonder what that was like, to have Lord Silvertongue *personally* kill you.

Shadowstep shook those thoughts aside, and returned to the matter at hoof. He stepped towards the barrier on the eastern edge of the Blood Mire, and prepared to step through. The shield did exactly as it was supposed to do: keep the Blood Mire *in*, and nosy ponies *out*. Twilight Sparkle and her friends were only allowed to pass through because that's what Silvertongue wanted. Such a plan worked perfectly; they'd seen the hordes of other abominations stop dead at the barrier wall, and so would not expect anything to be pursuing them. Shadowstep knew that he himself could not pass through the barrier either, not without Silvertongue's express permission.

When his hoof passed through the field of magic, he knew that all was well. He still had purpose. He stepped out into the stagnant air of the Wasteland, though he only knew it was stagnant from memory. He could not feel the air against his coat, could not taste the dryness upon his tongue, or feel the rough sands beneath his hooves. But none of that mattered, because even in death, he still had purpose, and that purpose was clear to him.

"When we meet again, Chronomancer," he whispered to himself, "they're going to have to invent new words to describe what I'm going to do to you."